



華潤置地有限公司
China Resources Land Limited

於開曼群島註冊成立的有限公司
Incorporated in the Cayman Islands with limited liability
(股份代號 Stock Code: 01109.HK)

2023 年度
報告
Annual Report



品質給城市
更多改變

Better Quality
Better Life



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公司資料

CORPORATE INFORMATION

董事

執行董事

李欣(主席)
張大為(副主席)
謝驥
郭世清
陳偉(於二零二四年三月一日獲委任)
吳秉琪(總裁,於二零二三年九月二十八日辭任)

非執行董事

竇健
程紅
黃挺(於二零二三年九月十九日獲委任)
劉曉勇(於二零二三年九月十九日退任)

獨立非執行董事

鐘偉
孫哲
陳帆(於二零二三年七月一日獲委任)
梁國權(於二零二三年七月一日獲委任)
秦虹(於二零二三年八月九日獲委任)
何顯毅(於二零二三年七月一日辭任)
閻焱(於二零二三年七月一日辭任)
尹錦滔(於二零二三年七月一日辭任)

公司秘書

蘇堯鋒

核數師

畢馬威會計師事務所
執業會計師
《會計及財務匯報局條例》下之
註冊公眾利益核數師
香港中環
遮打道10號
太子大廈8樓

香港股份過戶登記處分處

卓佳標準有限公司
香港
夏慤道16號
遠東金融中心17樓

註冊辦事處

P.O. Box 309
Ugland House
Grand Cayman
KY1-1104
Cayman Islands

總辦事處

香港灣仔港灣道26號
華潤大廈46樓

網址

www.crland.com.hk

DIRECTORS

EXECUTIVE DIRECTORS

Li Xin (Chairman)
Zhang Dawei (Vice Chairman)
Xie Ji
Guo Shiqing
Chen Wei (Appointed on 1 March 2024)
Wu Bingqi (President, resigned on 28 September 2023)

NON-EXECUTIVE DIRECTORS

Dou Jian
Cheng Hong
Huang Ting (Appointed on 19 September 2023)
Liu Xiaoyong (Retired on 19 September 2023)

INDEPENDENT NON-EXECUTIVE DIRECTORS

Zhong Wei
Sun Zhe
Frank Chan Fan (Appointed on 1 July 2023)
Leong Kwok-ken, Lincoln (Appointed on 1 July 2023)
Qin Hong (Appointed on 9 August 2023)
Ho Hing Ngai, Bosco (Resigned on 1 July 2023)
Andrew Y. Yan (Resigned on 1 July 2023)
Wan Kam To, Peter (Resigned on 1 July 2023)

COMPANY SECRETARY

So Yiu Fung, Frank

AUDITOR

KPMG
Certified Public Accountants
and Public Interest Entity Auditor registered
in accordance with the Accounting and Financial Reporting
Council Ordinance
8/F, Prince Building
10 Chater Road
Central, Hong Kong

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Tricor Standard Limited
17/F, Far East Finance Centre
16 Harcourt Road
Hong Kong

REGISTERED OFFICE

P.O. Box 309
Ugland House
Grand Cayman
KY1-1104
Cayman Islands

HEAD OFFICE

46th Floor, China Resources Building
26 Harbour Road, Wanchai, Hong Kong

WEBSITE ADDRESS

www.crland.com.hk

集團架構

GROUP STRUCTURE



* 截至2023年12月31日 As of 31 December 2023

全國佈局及業績亮點

NATIONWIDE PRESENCE AND RESULTS HIGHLIGHTS

2023年營業額
Revenue in 2023

251.1 +21.3%

人民幣十億元 RMB Billion 同比 YoY

2023年核心淨利潤
Core Net Profit in 2023

27.8 +2.9%

人民幣十億元 RMB Billion 同比 YoY

2023年全年每股股息
Full Year Dividend per Share in 2023

1.441 +2.9%

人民幣元 RMB 同比 YoY

2023年經常性業務收入
Recurring Business Revenue in 2023

39.1 +26.4%

人民幣十億元 RMB Billion 同比 YoY

2023年經常性業務核心淨利潤
Core Net Profit of Recurring Business in 2023

9.56 +47.6%

人民幣十億元 RMB Billion 同比 YoY





2023年簽約額
Contracted Sales in 2023

307.0 +1.9%
人民幣十億元 RMB Billion 同比 YoY

2023年末資產管理規模
AUM by end 2023

427.5 +19.2%
人民幣十億元 RMB Billion 同比 YoY

2023年末在營購物中心
No. of Malls in Operation by end 2023

76

2023年購物中心零售額
Retail Sales of the Group's Malls in 2023

163.9 +44.2%
人民幣十億元 RMB Billion 同比 YoY

2023年末土地儲備
Land Bank by end 2023

62.50
百萬平米 Million Sqm



業務覆蓋省份
Provinces with Presence

主要投資物業

MAJOR INVESTMENT PROPERTIES

中國重奢門店數量
No. of Luxury Stores in China

No. 1

合作品牌
No. of Brands

6,600+





合作重奢品牌
No. of Luxury Brands

120+

會員數量
No. of Membership

46+ 百萬
Million

深圳萬象城

SHENZHEN MIXC

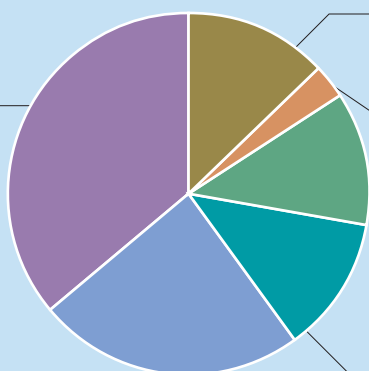


租戶構成 Tenant Mix

(面積佔比 by GFA)

36% 服裝
Apparel

24% 餐飲
F&B



* 其他包括配飾、皮具、禮品、服務等
Others include accessories, leather goods, gifts and services etc.

兒童及娛樂
Kids' & Entertainment 13%

超市
Supermarket 3%

其他*
Others 12%

家用及個人護理
Households & Personal Care 12%

評估值
Appraisal Value

16,576
人民幣百萬元 RMB mn

租金收入
Rental Income

1,475
人民幣百萬元 RMB mn

杭州萬象城

HANGZHOU MIXC

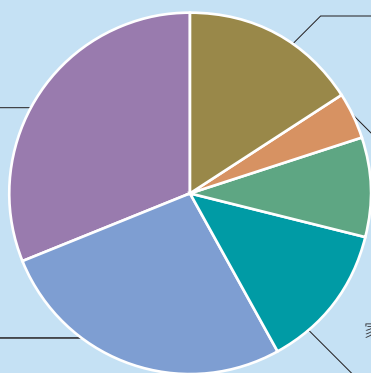


租戶構成 Tenant Mix

(面積佔比 by GFA)

31% 服裝
Apparel

27% 餐飲
F&B



* 其他包括配飾、皮具、禮品、服務等
Others include accessories, leather goods, gifts and services etc.

兒童及娛樂
Kids' & Entertainment 16%

超市
Supermarket 4%

其他*
Others 9%

家用及個人護理
Households & Personal Care 13%

評估值
Appraisal Value

8,761
人民幣百萬元 RMB mn

租金收入
Rental Income

1,321
人民幣百萬元 RMB mn

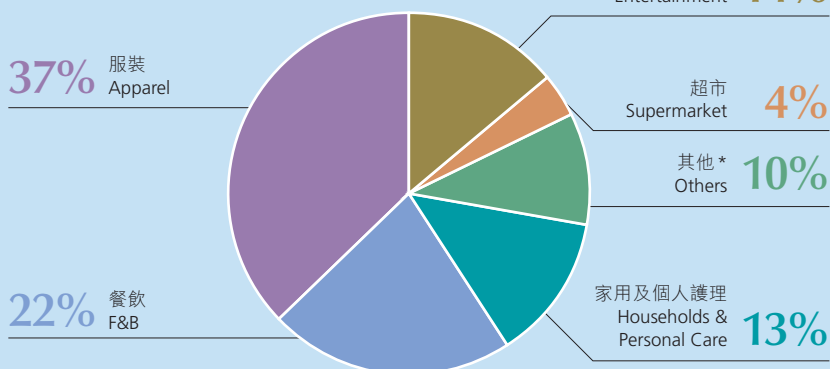
瀋陽萬象城

SHENYANG MIXC



租戶構成 Tenant Mix

(面積佔比 by GFA)



* 其他包括配飾、皮具、禮品、服務等
Others include accessories, leather goods, gifts and services etc.

評估值
Appraisal Value
6,900
人民幣百萬元 RMB mn

租金收入
Rental Income
1,089
人民幣百萬元 RMB mn

深圳灣萬象城

SHENZHEN BAY MIXC

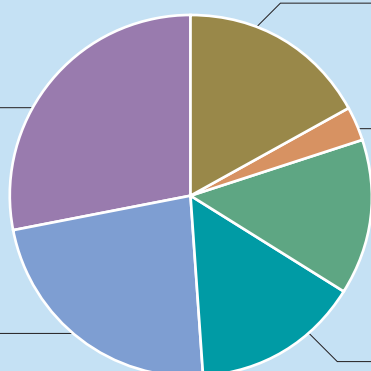


租戶構成 Tenant Mix

(面積佔比 by GFA)

28% 服裝
Apparel

23% 餐飲
F&B



* 其他包括配飾、皮具、禮品、服務等
Others include accessories, leather goods, gifts and services etc.

兒童及娛樂
Kids' & Entertainment 17%

超市
Supermarket 3%

其他*
Others 14%

家用及個人護理
Households & Personal Care 15%

評估值
Appraisal Value

2,900
人民幣百萬元 RMB mn

租金收入
Rental Income

728
人民幣百萬元 RMB mn

成都萬象城

CHENGDU MIXC

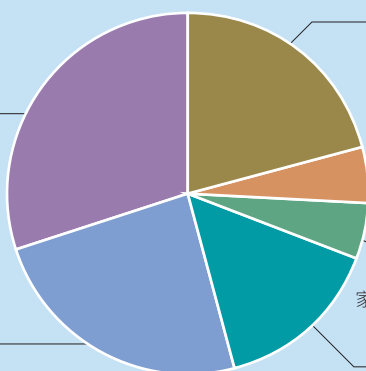


租戶構成 Tenant Mix

(面積佔比 by GFA)

30% 服裝
Apparel

24% 餐飲
F&B



兒童及娛樂
Kids' & Entertainment 21%

超市
Supermarket 5%

其他*
Others 5%

家用及個人護理
Households & Personal Care 15%

* 其他包括配飾、皮具、禮品、服務等
Others include accessories, leather goods, gifts and services etc.

評估值
Appraisal Value

6,590

人民幣百萬元 RMB mn

租金收入
Rental Income

761

人民幣百萬元 RMB mn

北京清河萬象匯

BEIJING QINGHE MIXC ONE

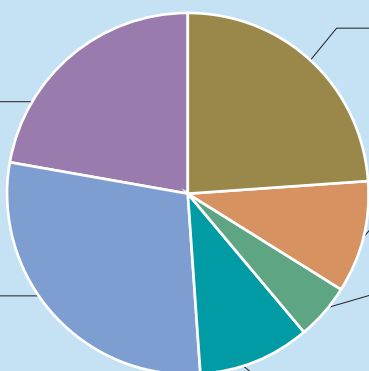


租戶構成 Tenant Mix

(面積佔比 by GFA)

22% 服裝
Apparel

29% 餐飲
F&B



* 其他包括配飾、皮具、禮品、服務等
Others include accessories, leather goods, gifts and services etc.

兒童及娛樂
Kids' & Entertainment 24%

超市
Supermarket 10%

其他*
Others 5%

家用及個人護理
Households & Personal Care 10%

評估值
Appraisal Value

3,403
人民幣百萬元 RMB mn

租金收入
Rental Income

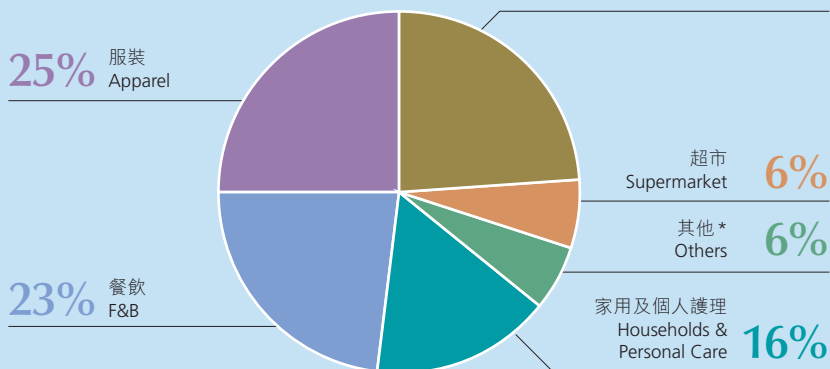
373
人民幣百萬元 RMB mn

瀋陽鐵西萬象匯

SHENYANG TIE XI MIXC ONE



租戶構成 Tenant Mix (面積佔比 by GFA)



* 其他包括配飾、皮具、禮品、服務等
Others include accessories, leather goods, gifts and services etc.

評估值 Appraisal Value

2,505

人民幣百萬元 RMB mn

租金收入 Rental Income

298

人民幣百萬元 RMB mn

深圳萬象天地

SHENZHEN MIXC WORLD



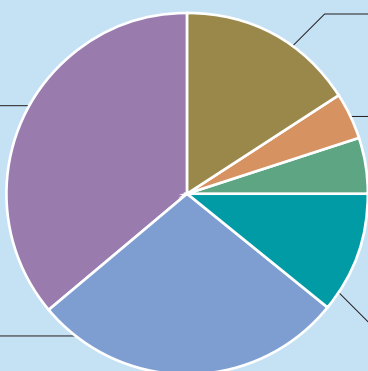
租戶構成

Tenant Mix

(面積佔比 by GFA)

36% 服裝
Apparel

28% 餐飲
F&B



* 其他包括配飾、皮具、禮品、服務等
Others include accessories, leather goods, gifts and services etc.

兒童及娛樂
Kids' & Entertainment 16%

超市
Supermarket 4%

其他*
Others 5%

家用及個人護理
Households & Personal Care 11%

評估值
Appraisal Value

7,890
人民幣百萬元 RMB mn

租金收入
Rental Income

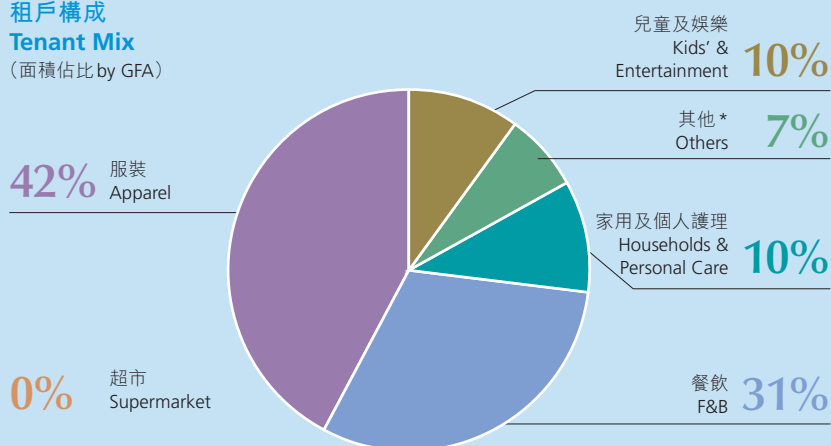
953
人民幣百萬元 RMB mn

南京萬象天地

NANJING MIXC WORLD



租戶構成 Tenant Mix (面積佔比 by GFA)



* 其他包括配飾、皮具、禮品、服務等
Others include accessories, leather goods, gifts and services etc.

評估值 Appraisal Value

3,655

人民幣百萬元 RMB mn

租金收入 Rental Income

237

人民幣百萬元 RMB mn

二零二三年開業購物中心 MALLS OPENED IN 2023

新開業購物中心個數
No. of newly opened malls

10

租金貢獻佔比
Contribution to the total rental income

2.0%

零售額貢獻佔比
Contribution to the total retail sales

2.0%

平均出租率
Av. occupancy rate

96.2%



北京西三旗萬象匯
Beijing Xisanqi Mixc One

二零二三年五月 MAY 2023



長春萬象城
Changchun Mixc

二零二三年七月 JUL 2023



宜賓萬象匯
Yibin Mixc One

二零二三年九月 SEP 2023



杭州城北萬象城
Hangzhou Chengbei Mixc

二零二三年十一月 NOV 2023

二零二三年開業購物中心 MALLS OPENED IN 2023



溫州濱江萬象城
Wenzhou Binjiang Mixc

二零二三年十二月 DEC 2023



瀋陽三台子萬象匯
Shenyang Santaizi Mixc One

二零二三年十二月 DEC 2023



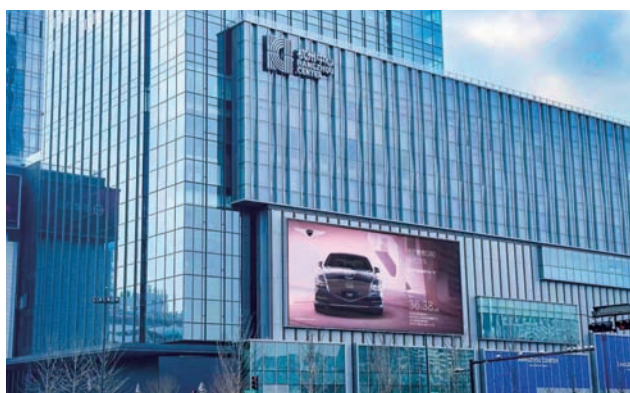
無錫濱湖萬象匯
Wuxi Binhu Mixc One

二零二三年十二月 DEC 2023



南京城北萬象匯
Nanjing Chengbei Mixc One

二零二三年十二月 DEC 2023



杭州中心
Hangzhou Center

二零二三年十二月 DEC 2023



昆明萬象城
Kunming Mixc

二零二三年十二月 DEC 2023

表現摘要

PERFORMANCE HIGHLIGHTS

		2023	2022	按年增長 Year-on-Year Growth
合同銷售	CONTRACTED SALES			
金額(人民幣百萬元)	Value (RMB million)	307,033	301,326	1.9%
建築面積(百萬平方米)	GFA (million sqm)	13.07	14.25	-8.3%
平均售價(人民幣元/平方米)	ASP (RMB/sqm)	23,486	21,140	11.1%
主要財務資料 (人民幣百萬元)	SELECTED FINANCIAL INFORMATION (RMB MILLION)			
營業額	Revenue	251,137	207,061	21.3%
毛利	Gross Profit	63,162	54,291	16.3%
股東應佔淨利潤	Net profit attributable to owners of the Company	31,365	28,092	11.7%
股東應佔核心淨利潤	Core net profit attributable to owners of the Company	27,774	26,998	2.9%
主要資產負債表數據 (人民幣百萬元)	SELECTED BALANCE SHEET DATA (RMB MILLION)			
總資產	Total assets	1,191,177	1,081,332	10.2%
現金及現金等值	Cash and cash equivalents	112,675	95,545	17.9%
債務總額	Total debt	239,529	230,037	4.1%
股本權益總額	Total equity	384,149	341,707	12.4%
股東權益應佔股本權益	Equity attributable to owners of the Company	264,867	244,047	8.5%
主要財務比率	SELECTED FINANCIAL RATIOS			
毛利率	Gross profit margin	25.2%	26.2%	-1.0pt
核心淨利潤率	Core net profit margin	11.1%	13.0%	-1.9pt
每股基本盈利(人民幣元)	Basic earnings per share (RMB)	4.40	3.94	11.7%
平均股本回報率	Return on average equity	12.3%	11.9%	0.4pt
淨負債對股本比率, 年末	Net debt-to-equity ratio, at year end	32.6%	38.8%	-6.2pt
加權平均債務成本, 年末	Weighted average cost of funding, at year end	3.56%	3.75%	-19 bps
土地儲備 (建築面積, 百萬平方米)	LAND BANK (GFA, MILLION SQM)			
年末土地儲備	Land bank at year end			
— 合計	— Total	62.50	64.78	-3.5%
— 應佔	— Attributable	43.17	45.84	-5.8%
年內新購土儲面積	Land bank acquired during the year			
— 合計	— Total	13.25	10.95	21.0%
— 應佔	— Attributable	8.63	7.89	9.4%

主席報告

CHAIRMAN'S STATEMENT

本人欣然向各位股東提呈本公司及本集團二零二三年十二月三十一日止年度之業績回顧與二零二四年展望。

「十四五」以來，房地產行業呈現出了規模收縮、城市分化、市場集中度提升等趨勢性、結構性的變化，銷售市場從二零二一年人民幣18萬億元快速下降至二零二三年人民幣11萬億元的水平，房企也面臨著市場需求不足和去槓桿的挑戰。本集團憑藉自身差異化的競爭優勢，沉穩應對行業趨勢變化、消費需求波動等外部環境，營收利潤均實現穩健增長，核心淨利潤保持行業領先，銷售業績行業排名第四，商管業務保持行業綜合實力第一，圓滿完成了「十四五」階段性目標。

面對行業變化及挑戰，本集團大力推動「現金流創造」、「毛利率及ROIC提升」、「降本提質增效」、「庫存去化攻堅」四大管理主題，各項核心業績指標穩中有升。二零二三年，實現營業額人民幣2,511.4億元，同比增長21.3%，核心淨利潤人民幣277.7億元，同比增長2.9%，連同已付中期股息及建議末期股息，全年每股股息將為人民幣1.441元，同比增長2.9%。在行業形勢複雜的背景下，本集團各項工作「穩」中向好，「進」中提質，為實現全面可持續發展奠定了堅實基礎，踐行了回饋股東的承諾。

開發銷售型業務業績穩健增長，核心競爭力顯著提升。二零二三年，本集團實現簽約額人民幣3,070.3億元，同比增長1.9%，行業排名穩居第四。

I am pleased to present to shareholders a review of the performance of the Company and the Group for the year ended 31 December 2023 and our outlook for 2024.

Since the beginning of the "14th Five-Year Plan", the real estate sector has undergone significant trends and structural shifts, such as scale contraction, escalating divergence among cities, and increased market consolidation. The sales market experienced a rapid decline from RMB18 trillion in 2021 to RMB11 trillion in 2023, posing challenges of insufficient demand and deleveraging for developers. However, the Group has successfully navigated these industry trends and fluctuations in consumer demand by capitalizing on our unique competitive advantages, and has achieved steady growth in both revenue and profit, maintained industry-leading position in core net profits, ranked fourth in terms of sales performance in the industry, and maintained the top position in the industry in terms of comprehensive strength in the commercial management business. We have successfully fulfilled the interim objectives of the "14th Five-Year Plan".

Confronted with industry changes and challenges, the Group has vigorously promoted four management themes, namely "Cash Flow Generation", "Enhancement of Gross Margin and ROIC", "Cost Reduction, Quality Improvement and Efficiency Enhancement", and "Tackling De-stocking". These initiatives have resulted in steady progress and improvement in various core performance indicators. In 2023, the Group achieved revenue of RMB251.14 billion, representing a 21.3% YoY growth. The core net profit reached RMB27.77 billion, up 2.9% YoY. Together with the Interim Dividend paid and the proposed final dividend, total dividend per share will be RMB1.441, marking a 2.9% YoY increase. Against a complex industry landscape, the Group has demonstrated stability and positive momentum in various aspects. Steady and high quality growth has laid a solid foundation for achieving comprehensive and sustainable development. This commitment reflects our dedication to delivering on our promise of value creation for our shareholders.

The performance of development property business has achieved steady growth, with a significant enhancement in our core competitiveness. In 2023, the Group achieved contracted sales value of RMB307.03 billion, representing a 1.9% YoY increase and maintained a stable fourth position in industry rankings.

堅持戰略引領投資，堅持量入為出，以現金流安全為第一原則，持續跟蹤政策、市場變化，靈活科學動態調整投資策略，合理把握投資節奏，年內新獲取項目68個，一二線城市投資佔比92.8%，落子香港北部都會區民生住宅項目，成為首單央企和港資在北部都會區合作範例。

堅持生產運營精益化管理，開發效率與質量穩步提升，客戶滿意度保持行業優良水平；持續做強產品力平台，正式發布「高品質九觀」產品新標準，業內示範引領效應擴大。

經營性不動產業務高質量發展，行業領導地位進一步鞏固。二零二三年，本集團購物中心營業額達人民幣178.5億元，同比增長29.7%。

旗下76座在營購物中心實現零售額人民幣1,638.7億元，同比增長44.2%，61座購物中心零售額排名當地前三。10座購物中心如期高品質開業，平均出租率達96.2%；新獲取高能級購物中心8座，位於北京、上海、廣州、南京、武漢、三亞等重點城市，實現在核心城市商業戰略布局的重點突破。

寫字樓業務頂住市場下行壓力，持續優化租戶結構，出租率提升2.6個百分點至81.8%；旗下酒店收益大幅提升，酒店房價超越疫情前水平，入住率達到63.3%。

The Group adheres to a strategy-led approach to investment, emphasizing the principle of matching income with expenses and prioritizing conservative cash flow management. The Group continuously tracks policy and market changes, allowing it to dynamically and flexibly adjust the investment strategy in a scientifically informed manner. The Group also strives to maintain a reasonable investment pace by carefully managing the timing of its investments. During the year, 68 new projects were acquired, with 92.8% of investments focused on tier-one and tier-two cities. Notably, the Group's investment in a residential project in the Northern Metropolis area of Hong Kong serves as a pioneering example of cooperation between central state-owned-enterprises and Hong Kong capital in the region.

Through lean and effective management in development and operations, the Group has enhanced efficiency resulting in continuous quality improvements whilst maintaining industry leading customer satisfaction. The Group continue to strengthen our product platform and have officially released the new product standard of "Nine Perspectives of High-Quality", which has significant following and is a leader in the industry.

The high-quality development of the Group's investment property business has further solidified our leadership position in the industry. In 2023, the Group's revenue from shopping malls reached RMB17.85 billion, representing a 29.7% YoY growth.

The Group's 76 operating shopping malls achieved retail sales of RMB163.87 billion in 2023, representing a YoY increase of 44.2%, among which 61 shopping malls ranked top three in terms of retail sales in their respective local markets. 10 shopping malls opened as scheduled with high quality, achieving an average occupancy rate of 96.2%. The Group acquired 8 new high-level shopping malls in top-tier cities such as Beijing, Shanghai, Guangzhou, Nanjing, Wuhan, and Sanya, making a critical breakthrough in strategic business allocation in core cities.

Despite significant market headwinds, the office business saw an increase in occupancy rate of 2.6 percentage points to 81.8% through the continuous optimization of tenancies. Revenue from the Group's hotel business saw significant growth, with room rates surpassing pre-pandemic levels and occupancy rates reaching 63.3%.

主席報告

CHAIRMAN'S STATEMENT

資產管理規模持續提升，商業REITs平台完成搭建。截至二零二三年底，本集團資產管理規模達4,274.6億元，同比增長19.2%，其中購物中心佔比達63.3%。消費基礎設施公募REITs獲得政策支持後，本集團將「推動資管業務轉型，做大資產管理規模，打造行業領先的商業REITs平台」確定為公司重要的戰略方向。二零二三年十一月，華夏華潤商業資產封閉式基礎設施證券投資基金(180601.SZ)作為首批消費基礎設施REITs項目獲得中國證監會批准，並成功於二零二四年三月十四日在深圳交易所掛牌上市，募集資金近人民幣70億元，完成商業REITs平台搭建，實現了投融建管退閉環體系，為逐步向大資管業務轉型奠定了堅實基礎。

華潤萬象生活有限公司(1209.HK，下稱「華潤萬象生活」)保持高速增長，堅定向城市空間運營服務商轉型。二零二三年，華潤萬象生活實現營業額人民幣147.7億元，同比增長22.9%，實現核心淨利潤人民幣29.2億元，同比增長31.2%。

商管航道保持行業綜合實力第一，截至二零二三年底，華潤萬象生活管理的在營購物中心101座，其中重奢購物中心13座，另有儲備項目83個。

華潤萬象生活物管航道保持行業第一梯隊，市場化拓展規模及質量持續提升，截至二零二三年底，在管面積3.70億平方米，合約面積4.25億平方米，覆蓋全國171個城市。積極向城市空間運營服務商轉型，年內拓展城市空間項目128個，深圳羅湖城市管家、成都東安湖公園、西安奧體會展中心場館等優質樣板項目開業，行業影響力持續提升。

The asset under management continues to increase, and the commercial REITs platform has been successfully established. As of the end of 2023, assets under management of the Group reached RMB427.46 billion, up by 19.2% YoY, with shopping malls accounting for 63.3%. With the policy support of public REITs for consumption infrastructure, the Group identified “promoting the transformation of asset management business, expanding the asset under management, and building an industry-leading commercial REITs platform” as a key strategic direction. In November 2023, CAMC-China Resources Commercial Assets Closed-end Infrastructure Securities Investment Fund (華夏華潤商業資產封閉式基礎設施證券投資基金) (180601.SZ) was approved by the China Securities Regulatory Commission as one of the first consumption infrastructure REITs, which successfully listed on the Shenzhen Stock Exchange on 14 March 2024, raising proceeds of approximately RMB7.0 billion. This marks the beginning of the commercial REITs platform, enabling the Group to achieve a closed-loop system of investment, financing, construction, management and divestment, thereby laying a solid foundation for the gradual transformation into a large-scale asset management business.

China Resources Mixc Lifestyle Services Limited (1209.HK, hereinafter referred to as “CR Mixc Lifestyle”) maintained rapid growth and is committed to transforming into an urban space operation service provider. In 2023, CR Mixc Lifestyle achieved revenue of RMB14.77 billion, representing a 22.9% YoY growth. Net profit amounted to RMB2.92 billion, showing a 31.2% YoY increase.

The commercial management business maintained its leadership in the industry leveraging off its comprehensive strength. As of the end of 2023, CR Mixc Lifestyle managed operating 101 shopping malls, including 13 luxury shopping malls, with an additional 83 shopping malls in pipeline.

CR Mixc Lifestyle remained in the top tier in the property management industry, with continuous enhancement to the scale and quality of its market-oriented expansion. As of the end of 2023, the total managed area reached 370 million square meters, with a contracted area of 425 million square meters, covering 171 cities nationwide. CR Mixc Lifestyle has also actively transformed into an urban space operation service provider. During the year, a total of 128 urban space projects were expanded, amongst which, high-quality benchmark projects such as the Shenzhen Luohu Urban Steward, Chengdu Dong'an Lake Park, and Xi'an Olympic Sports and Exhibition Center were successfully opened. As a result, the Group's industry influence continues to grow.

大會員體系穩步推進，會員規模持續擴大，截至二零二三年底，萬象星會員總量達4,625萬人，年內新增會員約1,225萬人，自主研發上線跨業態客戶觸達平台，進一步提升跨業態服務體驗。

生態圈要素型業務進退有序，實現了有質量的規模增長。代建代運營業務、長租公寓、文體業務、城市運營業務的市場地位和品牌影響力持續提升。

本集團全力護航國家重大賽會舉辦，圓滿完成都大運會、杭州亞運會、中國—中亞峰會服務保障工作，再次彰顯本集團大型場館代建代運營及重要賽事保障能力。

本集團輕重並舉，大力發展長租公寓業務。截至二零二三年底，長租公寓業務累計在管項目60個，管理規模5.6萬間，期內實現營業額7.0億元（含輕資產管理項目），按年增長9.5%。華夏基金華潤有巢REIT（508077.SH）經營表現優異，二零二三年，基礎設施項目公司實現營業收入人民幣7,749萬元，超上市時預測的8.5%，租賃住房出租率93.07%，超上市預測2.59個百分點，經營兌現上市承諾，預計全年現金分派率達5.03%，積極回饋市場。

本集團把握疫情後賽演展市場全面復蘇契機，持續聚焦高能級城市的高能級文體場館業務，做強做優場館運營的同時，積極探索內容運營業務，深挖業務潛能。二零二三年，代運營業務實現營業額6.0億元，同比增長95.7%。

The mega membership system has made steady progress, with continuous expansion of the membership base. As of the end of 2023, the total number of MIXC Star members reached 46.25 million, with approximately 12.25 million new members added during the year. CR Mixc Lifestyle also independently developed and launched a cross-format customer engagement platform, enhancing the overall experience of cross-format services.

The eco-system elementary businesses developed in an orderly manner and have achieved qualitative and scalable growth. The market position and brand influence of the construction and operation agent business, leasing apartment, cultural and sports business, and urban operation business have continued to improve.

The Group has made every effort to support the holding of several major national competitions, and successfully completed its services for the Chengdu University Games, Hangzhou Asian Games and China-Central Asia Summit, once again demonstrating the Group's strong capabilities in the construction and operation of large-scale venues and the provision of services for important events.

By implementing the asset-light and asset-heavy business model, the Group has been vigorously developing its leasing apartment business. As at the end of 2023, the leasing apartment business had a total of 60 projects under management, with a management scale of 56,000 rooms. During the year, the revenue from the leasing apartment business (including asset-light management projects) increased by 9.5% YoY to RMB0.70 billion. CAMC-China Resources Youchao Rental Residential Housing Property Closed-end Infrastructure Securities Investment Fund (508077.SH) has delivered outstanding operating performance. In 2023, the infrastructure project company achieved revenue of RMB77.49 million, exceeding the estimate at the time of listing by 8.5%. The rental housing occupancy rate reached 93.07%, exceeding the listing estimate by 2.59 percentage points. From an investment perspective, the fund has fulfilled its commitments during listing with an estimated cash distribution rate of 5.03% for the year, significantly rewarding the market.

The Group has seized the opportunity for a comprehensive recovery of the post-pandemic sports events, shows and exhibitions market. While continuing to strengthen and optimize venue operations, it has also actively explored content operations to tap into the business potential. In 2023, the Group achieved venue operation revenue of RMB0.6 billion, representing a 95.7% YoY growth.

主席報告

CHAIRMAN'S STATEMENT

本集團積極探索城市運營業務，以深圳後海中心區智慧城市建設運營服務項目作為創新改革試點，初步形成業務架構完整、生意模式清晰的城市運營服務系統性解決方案，加快向「城市運營商」轉型。

為推動生態圈要素型業務結構優化，實現有質量的規模增長，本集團明確其計劃在「十四五」期內有序退出建築總承包業務、傢俬業務、裝修業務、康養業務。

踐行社會責任，彰顯企業擔當。本集團積極響應國家雙碳戰略，打造十餘個超低能耗住宅和綜合體的低碳試點項目，南昌萬象城項目獲銅級碳中和建築標識證書，成為國內首個在運行階段實現碳中和目標的大型商業綜合體項目；落實中央住房保障精神，於上海馬橋打造的「新時代城市建設者管理者之家」項目，落地「一張床、一間房、一套房」的多層次租賃住房產品，成為全國保租房樣板標杆，更好的滿足了新市民、青年人等各群體的住房需求。助力鄉村振興，高品質建成交付四川南江華潤希望小鎮，持續開展消費幫扶，激發鄉村發展動力；ESG形象持續提升，MSCI-ESG評級維持A級，位列國務院國資委「央企ESG先鋒100指數」第7名。

The Group has been actively exploring urban operation businesses and has taken the Shenzhen Houhai Central District Smart City Construction and Operation Service Project as an innovative reform pilot. Through this initiative, the Group has made progress in establishing a systematic solution for urban operation services with a comprehensive business structure and a clear business model, which has accelerated its transformation into an “urban operator.”

In order to promote the structural optimization of the eco-system elementary businesses and achieve quality scale growth, the Group has made clear its plans to orderly exit the general contracting business, furniture business, decoration business and senior housing business during the 14th Five-Year Plan period.

The Group has actively embraced its social responsibilities and demonstrated its corporate commitment. It has responded proactively to the national dual-carbon strategy and has undertaken over ten ultra-low-energy residential and complex low-carbon pilot projects. In particular, the project of Nanchang Mixc has received the Bronze Carbon Neutral Building Certification, becoming the first large-scale commercial complex in China to achieve carbon neutrality during its operational phase. The Group has also implemented the spirit of central housing security policies. The project named “New Era Home for Urban Builders and Managers” in Maqiao, Shanghai has established a multi-level rental housing supply system with “one bed, one room, one suite” configurations, becoming a model community of subsidized rental housing nationwide. This initiative better meets the housing needs of new residents and young people in the city. In addition, the Group has also contributed to rural revitalization by completing and delivering the China Resources Hope Town project in Nanjiang, Sichuan Province with high quality. Meanwhile, it has continuously provided consumption supportive programs to stimulate rural development. Furthermore, the Group has constantly improved its corporate image in respect of ESG, maintaining an A rating in MSCI-ESG assessment and ranking the 7th in the “State-owned Enterprises ESG Pioneer 100 Index” of the State-owned Assets Supervision and Administration Commission of the State Council.

重點關注現金流，保持充足的財務彈性。本集團經營性現金流充足，資產負債表穩健，二零二三年，本集團主動控制融資規模增長，量入為出，通過經營性現金流支持新增投資，實現內生良性發展。本集團總有息負債率及淨有息負債率分別降至38.4%和32.6%的行業低位，三道紅線保持綠檔，標普、穆迪和惠譽維持本公司「BBB+」、「Baa1」及「BBB+」的信用評級，加權融資成本3.56%，創近十年新低。

二零二三年，是「十四五」中期承上啟下之年，本集團全面檢討「十四五」前半程戰略實施成效，並相應修訂「十四五」戰略規劃。面向未來，本集團將堅定信心、把握形勢，抓住行業格局性變化帶來的新一輪發展機遇。我們亦將應對好行業趨勢變化、消費需求波動帶來的一系列挑戰，加快向城市運營商定位轉型，實現「加快建設綜合實力領先的城市投資開發運營商，創建世界一流企業」的整體戰略目標。開發銷售型業務將堅持戰略引領投資，堅持戰略聚焦、區域深耕，推動全價值鏈組織能力的重塑和提升，進一步夯實行業地位；經營性不動產業務依托優質的底層資產、行業領先的資產管理能力和運營能力，加快向「大資管」模式轉型；華潤萬象生活不斷精進管理能力和服務品質，做強做精商管物管兩大主航道，持續推進數字化轉型，提升客戶體驗及管理效率，打造新的業績增長極；生態圈要素型業務進一步聚焦，持續提升行業地位和品牌影響力，圍繞城市運營商戰略定位形成合力、創造整體價值，在深圳後海試點項目基礎上，推動城市運營樣板全面落地。

The Group maintains a strong focus in prioritising cash flow and maintaining financial flexibility. The Group's operating cash flow is significant, and its balance sheet remains robust. In 2023, we proactively controlled the growth of our financings and kept expenditure within the limits of cash inflow, while supporting new investment with operating cash flows, thus achieving healthy and organic growth. The Group's total interest-bearing gearing ratio and net gearing ratio have both decreased to industry-low levels of 38.4% and 32.6%, respectively. The Group stayed in green zone under the "Three Red Lines" policy, while Standard & Poor's, Moody's and Fitch maintained the Company's credit ratings at "BBB+", "Baa1", and "BBB+" respectively. The weighted average cost of financing stood at 3.56%, marking the lowest level in nearly a decade.

In 2023, which marked the midpoint of the 14th Five-Year Plan, the Group comprehensively reviewed the implementation effectiveness of the first half of the plan and revised the strategic plan accordingly. Looking forward, the Group is determined to leveraging off the industry situation and seize a new round of development opportunities brought about by industry structural changes. We will also be prepared to cope with a series of challenges brought by industry trend changes and consumer demand fluctuations, and accelerate the transformation towards positioning ourselves as an urban operator, aiming to achieve the overall strategic goal of "becoming a leading urban investment, development, and operation company, and creating a world-class enterprise". For the property development business, the Group will continue to implement strategic-led focused investment, with further penetration in key regions, whilst promoting comprehensive reshaping and enhancement of the organizational capacities across the value chain so as to further solidify our industry position. For the property investment business, the Group will rely on our high-quality assets, industry-leading asset management and operational capabilities to accelerate the transformation to the "large-scale asset management" model. CR Mixc Lifestyle will continuously improve its management capabilities and service quality, strengthen and optimize its commercial operation and property management business, continue to promote digital transformation, enhance customer experience and management efficiency and create new growth engines. The eco-system elementary business will further promote its business focus, continuously improve industry positioning and brand influence, form a joint force based on the Group's strategic positioning of an urban operator to create overall value, and promote the comprehensive implementation of urban operation models on the basis of the pilot project in Houhai, Shenzhen.

主席報告

CHAIRMAN'S STATEMENT

二零二四年，我國房地產市場仍將面臨諸多挑戰，但隨著防範風險、因城施策等各項支持性政策落地，企業和居民的信心將逐步修復，房地產行業也將逐步回歸平穩發展，向新發展模式轉變。本集團將秉承「永遠用奮鬥定義自己」的堅定信念，「穩中有進」，以股東、社會和環境的利益為導向，與合作夥伴共同成長，保證公司業績穩定增長、股東回報持續提升。

最後，本人謹代表董事會，向長期以來關注、支持和信任本集團的股東、客戶、供應商、員工及社會各界致以衷心感謝！

In 2024, although the property market will continue to face many challenges, with the implementation of supportive Government policies to mitigate risks and city-specific measures, the confidence of enterprises and residents will gradually recover. The real estate industry will also gradually return to stable development and transition towards new development models. The Group will uphold the unwavering belief of “defining ourselves through hard work”, as well as “to seek stable progress”. With a focus on the interests of shareholders, society, and the environment, the Group will grow together with its partners, ensuring stable growth in its performance and continuous improvement in shareholder returns.

Lastly, on behalf of the Board, I would like to express my sincere gratitude to our long-term shareholders, customers, suppliers, employees, and the wider community for their continuous attention, support, and trust in the Group.

管理層討論與分析

MANAGEMENT DISCUSSION AND ANALYSIS

營業額及利潤表現回顧

1. 營業額及核心淨利潤

二零二三年，中國經濟社會恢復常態化運行，總體呈現回升向好態勢。但宏觀經濟形勢與外部環境仍然嚴峻複雜，房地產行業供求關係發生重大變化，整個行業的銷售規模與盈利水平面臨挑戰。在此形勢下，本集團堅持高質量發展的經營理念與「3+1」的一體化業務發展模式，持續推動經營能力提升與經營效益改善，實現整體業績保持穩中有進。年內，本集團實現綜合營業額人民幣2,511.4億元，同比增長21.3%，核心淨利潤達人民幣277.7億元，同比提升2.9%，主要得益於本集團業務規模的穩步增長，運營效率的不斷提升與盈利結構的持續改善，以及於年內完成折價收購華夏幸福基業股份有限公司的若干項目帶來的收益貢獻。本集團經常性業務收入同比增長26.4%，佔總收入的15.6%，提升0.7個百分點。經常性業務核心淨利潤相應同比增長47.6%，利潤貢獻佔比同比提升10.4個百分點至34.4%，為本集團實現高質量盈利奠定堅實基礎。

REVIEW OF REVENUE AND PROFIT PERFORMANCE

1. Revenue and Core Net Profit

In 2023, China's economy and social activity returned to normal, resulting in overall improvements. However, the macroeconomic situation and external environment remained challenging and complex. The real estate industry has undergone significant changes in supply and demand dynamics, thereby posing challenges to the overall industry's sales and profitability levels. In this context, the Group adhering to its business philosophy of high-quality development and the integrated "3+1" business development model, continued to improve operating capability and operating efficiency, thereby maintaining steady progress in overall performance. During the year, the Group achieved total comprehensive revenue of RMB251.14 billion, a YoY increase of 21.3%. The core net profit reached RMB277.77 billion, representing a YoY increase of 2.9%, mainly due to the steady growth in the Group's business scale, continuous improvement in operational efficiency, substantial improvement in profit structure, and income contributions from completing several projects related to the discounted acquisition of China Fortune Land Development Co., Ltd. Recurring business revenue recorded growth of 26.4% YoY, and accounted for 15.6% of total revenue, an increase of 0.7 percentage points. Correspondingly, the core net profit of recurring business recorded a growth of 47.6% YoY, with an increase of 10.4 percentage points in profit contribution, reaching 34.4%, laying a solid foundation for the Group to achieve high-quality earnings.

業務	Business	營業額	同比變動	佔比	核心淨利潤	同比變動	佔比
		Revenue	YoY	Percentage	Core Net Profit	YoY	Percentage
		人民幣 十億元 RMB billion	%	%	人民幣 十億元 RMB billion	%	%
A. 開發銷售型業務	A. Property Development Business	212.08	20.4%	84.4%	18.21	-11.2%	65.6%
B. 經常性業務	B. Recurring Business	39.06	26.4%	15.6%	9.56	47.6%	34.4%
(1) 經營性不動產業務	(1) Investment Property Business	22.23	30.6%	8.9%	7.85	47.6%	28.3%
(2) 輕資產管理業務	(2) Asset-light Management Business	10.64	27.7%	4.2%	0.97	25.3%	3.5%
(3) 生態圈要素型業務	(3) Eco-system Elementary Business	6.19	11.6%	2.5%	0.74	92.5%	2.6%
合計	Total	251.14	21.3%	100.0%	27.77	2.9%	100.0%

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2. 毛利潤及毛利率

二零二三年，本集團實現毛利潤人民幣631.6億元，綜合毛利率25.2%，同比下降1.0個百分點。年內，因產品結構及計提的存貨減值影響，本集團開發銷售型業務毛利率同比下降2.3個百分點至20.7%；經營性不動產業務受零售額快速增長及有效降本增效等因素帶動，毛利率同比提升4.0個百分點至69.6%，經營性不動產（不含酒店）毛利率75.7%，同比提升4.4個百分點；萬象生活運營管理效率提升帶動毛利率同比提升1.7個百分點至31.8%。

3. 銷售及市場推廣支出及一般及行政支出

二零二三年，本集團保持高效精益化組織架構，銷售及市場推廣費用為人民幣73.0億元，佔營業額比重為2.9%，同比增加0.1個百分點。一般及行政支出人民幣66.8億元，佔營業額比重為2.7%，同比增加0.1個百分點。

4. 應佔聯合營公司投資之純利

二零二三年，本集團應佔聯合營公司投資之純利合計人民幣23.6億元，同比減少人民幣17.4億元。

5. 所得稅開支

所得稅開支包括企業所得稅（包括遞延稅項）和土地增值稅。二零二三年，本集團所得稅支出人民幣291.3億元，同比增加25.9%。其中，企業所得稅費用人民幣172.1億元，同比增加24.6%，土地增值稅人民幣119.2億元，同比增加27.8%。

2. Gross Profit and Gross Margin

In 2023, the Group achieved gross profit of RMB63.16 billion, with a comprehensive gross profit margin of 25.2%, representing a decrease of 1.0 percentage point YoY. During the year, the gross profit margin of our development property business decreased by 2.3 percentage points to 20.7% due to the impact of product mix change and provision for inventory impairment. The gross profit margin of investment property business, driven by rapid growth in retail sales and effective cost reduction and efficiency improvements, increased by 4.0 percentage points to 69.6%, while the gross profit margin of investment property (excluding hotels) reached 75.7%, representing a YoY increase of 4.4 percentage points. The improvement in operational efficiency of CR Mixc Lifestyle led to a YoY increase of 1.7 percentage points in gross profit margin to 31.8%.

3. Selling and Marketing Expenses and General and Administrative Expenses

In 2023, the Group maintained an efficient and lean organizational structure with selling and marketing expenses of RMB7.30 billion, being 2.9% of revenue, a 0.1 percentage point YoY increase. General and administrative expenses were RMB6.68 billion, accounting for a 0.1 percentage point YoY increase to 2.7% of revenue.

4. Share of Net Profits of Investments in Associates and Joint Ventures

In 2023, the Group's share of net profits of investments in associates and joint ventures totaled RMB2.36 billion, representing a decrease of RMB1.74 billion YoY.

5. Income Tax Expenses

Income tax expenses include enterprise income tax (including deferred taxation) and land appreciation tax. In 2023, the Group's income tax expenses were RMB29.13 billion, up 25.9% YoY. Amongst that, enterprise income tax expenses were RMB17.21 billion, up by 24.6% YoY, while land appreciation tax was RMB11.92 billion, up by 27.8% YoY.

主營業務經營回顧

1. 開發銷售型業務

簽約情況回顧

二零二三年，本集團實現簽約額人民幣3,070.3億元，同比增長1.9%，實現簽約面積1,307萬平方米，同比減少8.3%。

本集團二零二三年各區域具體簽約情況詳見下表：

區域	Region	簽約額		簽約面積	
		Contracted Sales		Contracted GFA	
		人民幣千元	%	平方米	%
		RMB'000	%	Sqm	%
深圳大區	Shenzhen Region	45,865,346	14.9%	1,567,998	12.0%
華南大區	South China Region	33,176,438	10.8%	1,210,291	9.3%
中西部大區	Midwest China Region	63,938,792	20.8%	3,440,244	26.3%
華東大區	East China Region	87,573,897	28.6%	2,890,341	22.1%
北方大區	North China Region	72,579,819	23.6%	3,953,339	30.2%
香港公司	Hong Kong Region	3,898,681	1.3%	10,893	0.1%
合計	Total	307,032,973	100.0%	13,073,106	100.0%

結算情況回顧

二零二三年，本集團實現開發物業結算營業額人民幣2,120.8億元，同比增加20.4%，結算面積1,184萬平方米，同比減少4.0%。

本集團二零二三年結算營業額區域構成如下：

區域	Region	結算營業額		結算面積	
		Revenue		GFA Booked	
		人民幣千元	%	平方米	%
		RMB'000	%	Sqm	%
深圳大區	Shenzhen Region	46,407,213	21.9%	1,631,169	13.8%
華南大區	South China Region	11,000,873	5.2%	716,200	6.0%
中西部大區	Midwest China Region	56,641,928	26.7%	3,832,241	32.4%
華東大區	East China Region	43,770,892	20.6%	1,999,060	16.9%
北方大區	North China Region	54,257,492	25.6%	3,660,652	30.9%
合計	Total	212,078,398	100.0%	11,839,322	100.0%

REVIEW OF MAIN BUSINESSES

1. Development Property Business

Review of Contracted Sales

Contracted sales for the Year 2023 were RMB307.03 billion, up 1.9% YoY, and contracted GFA decreased 8.3% YoY to 13.07 million square meters.

The Group's contracted sales breakdown by region in 2023 is set out in the table below:

Review of Recognised Revenue

Development property recognised revenue for the Year 2023 of RMB212.08 billion, an increase of 20.4% YoY, and booked GFA decreased by 4.0% YoY to 11.84 million square meters.

The Group's revenue breakdown by region in 2023 is listed as below:

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截至二零二三年十二月三十一日，本集團鎖定已簽未結算開發物業營業額人民幣2,841.5億元，有待陸續結算。其中，根據施工及交付計劃，預計人民幣1,938.6億元可於二零二四年結算，為二零二四年的開發銷售型業務的業績實現打下了堅實的基礎。

2. 經營性不動產業務

二零二三年，本集團經營性不動產業務營業額達人民幣222.3億元，同比增長30.6%。

購物中心

二零二三年，本集團購物中心營業額人民幣178.5億元，同比增長29.7%，出租率96.5%，同比提升0.3個百分點。本集團購物中心評估增值人民幣75.2億元，評估後資產賬面總值為人民幣2,066.9億元，佔本集團資產總值17.4%。截至二零二三年底，購物中心總建築面積963萬平方米，同比增加20.7%，權益建築面積769萬平方米。年內，本集團新開業購物中心10座，年末在營購物中心數量達到76座。

寫字樓

二零二三年，本集團寫字樓營業額人民幣20.6億元，同比增長10.2%，寫字樓出租率81.8%，同比提升2.6個百分點。本集團寫字樓評估後資產賬面總值為人民幣359.3億元，佔本集團資產總值3.0%。截至二零二三年底，寫字樓總建築面積126萬平方米，權益建築面積97萬平方米。年末在營寫字樓數量達到20座。

As of 31 December 2023, the Group had unbooked contracted sales of RMB284.15 billion which will be recognised as future development property revenue. Of this, it is estimated that approximately RMB193.86 billion may be recognised in 2024 based on construction and delivery schedules, providing a solid foundation for the development property business in 2024.

2. Investment Property Business

In 2023, revenue from the investment property business reached RMB22.23 billion, up 30.6% YoY.

Shopping Malls

In 2023, the revenue from shopping malls of the Group reached RMB17.85 billion, up 29.7% YoY. The occupancy rate was 96.5%, 0.3 percentage point higher YoY. The total carrying value of the Group's shopping malls was RMB206.69 billion after a revaluation gain of RMB7.52 billion, and accounted for 17.4% of the Group's total assets. As at the end of 2023, the GFA of shopping malls was 9.63 million square meters, increased by 20.7% YoY, while the attributable GFA was 7.69 million square meters. During the year, the Group opened 10 new shopping malls, bringing the total number of operating shopping malls to 76 by the end of the year.

Offices

In 2023, the Group recorded total revenue of RMB2.06 billion from office rental, representing a YoY growth of 10.2%. The occupancy rate reached 81.8%, 2.6 percentage points higher YoY. The total carrying value of the Group's offices was RMB35.93 billion after revaluation, accounting for 3.0% of the Group's total assets. As at the end of 2023, the total GFA of offices was 1.26 million square meters, while the attributable GFA was 0.97 million square meters. The Group had 20 office buildings in operation at the end of the year.

酒店

二零二三年，本集團酒店營業額人民幣23.2億元，同比增長66.3%；酒店平均入住率63.3%，同比提升21.6個百分點。本集團已開業酒店資產賬面原值為人民幣128.5億元(含土地使用權)，佔本集團資產總值1.1%。截至二零二三年底，酒店總建築面積83萬平方米，同比增加13.2%，權益建築面積69萬平方米。年內，本集團新開業酒店3家，年末在營酒店數量達到18家，房間數5,270個。

本集團二零二三年新開業的主要經營性不動產項目詳列如下：

Hotels

In 2023, the Group achieved total revenue of RMB2.32 billion from hotel operations, representing a YoY growth of 66.3%. The average occupancy rate was 63.3%, increased by 21.6 percentage points YoY. The cost of the Group's operating hotels was RMB12.85 billion (including land use rights), accounting for 1.1% of the Group's total assets. As of the end of 2023, the total GFA of hotels was 0.83 million square meter, increasing by 13.2% YoY, while the attributable GFA was 0.69 million square meters. During the year, the Group opened 3 new hotels, bringing the total number of operating hotels to 18 by the end of the year, with a total of 5,270 rooms.

Details of the Group's key investment properties opened in 2023 are listed below:

物業名稱 Investment Property	所在城市 City	本集團持股比例 Interest Attributable to the Group	總樓面面積 (平方米) Total GFA (Sqm)	應佔樓面面積 (平方米) Attributable GFA (Sqm)
北京西三旗萬象匯 Beijing Xisanqi Mixc One	北京 Beijing	100%	119,699	119,699
其中： Comprising:	— 商業 — Commercial		77,816	77,816
	— 停車場 — Carpark		41,883	41,883
重慶萬象城二期 Chongqing Mixc Phase II	重慶 Chongqing	100%	158,897	158,897
其中： Comprising:	— 商業 — Commercial		99,172	99,172
	— 停車場 — Carpark		59,725	59,725
長春萬象城 Changchun Mixc	長春 Changchun	100%	251,823	251,823
其中： Comprising:	— 商業 — Commercial		148,524	148,524
	— 停車場 — Carpark		103,299	103,299
宜賓萬象匯 Yibin Mixc One	宜賓 Yibin	100%	77,720	77,720
其中： Comprising:	— 商業 — Commercial		56,168	56,168
	— 停車場 — Carpark		21,552	21,552

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物業名稱 Investment Property	所在城市 City	本集團持股比例 Interest Attributable to the Group	總樓面面積 (平方米) Total GFA (Sqm)	應佔樓面面積 (平方米) Attributable GFA (Sqm)
杭州城北萬象城 Hangzhou Chengbei Mixc	杭州 Hangzhou	100%	271,577	271,577
其中： Comprising:				
— 商業 — Commercial			151,923	151,923
— 停車場 — Carpark			119,654	119,654
瀋陽三台子萬象匯 Shenyang Santaizi Mixc One	瀋陽 Shenyang	100%	181,835	181,835
其中： Comprising:				
— 商業 — Commercial			127,495	127,495
— 停車場 — Carpark			54,340	54,340
杭州中心 Hangzhou Center	杭州 Hangzhou	45%	180,153	81,069
其中： Comprising:				
— 商業 — Commercial			125,049	56,272
— 停車場 — Carpark			55,104	24,797
南京城北萬象匯 Nanjing Chengbei Mixc One	南京 Nanjing	50%	288,518	144,259
其中： Comprising:				
— 商業 — Commercial			213,311	106,656
— 停車場 — Carpark			75,207	37,603
溫州濱江萬象城 Wenzhou Binjiang Mixc	溫州 Wenzhou	51%	218,638	111,505
其中： Comprising:				
— 商業 — Commercial			134,463	68,576
— 停車場 — Carpark			84,175	42,929
昆明萬象城 Kunming Mixc	昆明 Kunming	60%	256,081	153,649
其中： Comprising:				
— 商業 — Commercial			145,717	87,430
— 停車場 — Carpark			110,364	66,219
無錫濱湖萬象匯 Wuxi Binhu Mixc One	無錫 Wuxi	100%	164,410	164,410
其中： Comprising:				
— 商業 — Commercial			120,163	120,163
— 停車場 — Carpark			44,247	44,247

物業名稱 Investment Property	所在城市 City	本集團持股比例 Interest Attributable to the Group	總樓面面積 (平方米) Total GFA (Sqm)	應佔樓面面積 (平方米) Attributable GFA (Sqm)
成都萬象城木棉花酒店 Chengdu Mixc Mumian Hotel	成都 Chengdu	100%	18,292	18,292
日照木棉花酒店 Rizhao Mumian Hotel	日照 Rizhao	100%	27,628	27,628
杭州亞運村木棉花酒店 Hangzhou Asian Games Village Mumian Hotel	杭州 Hangzhou	66%	50,370	33,244
合計 Total			2,265,641	1,795,607
其中： Comprising:	商業 Commercial		1,399,801	1,100,195
	停車場 Carpark		769,550	616,248
	酒店 Hotel		96,290	79,164

3. 輕資產管理業務

二零二三年，本集團輕資產管理業務營業額達人民幣106.4億元，主要來自於本集團旗下上市附屬公司華潤萬象生活輕資產管理服務的收入(不含集團內業務)貢獻。年內，華潤萬象生活的商業運營和物業管理業務在激烈的市場競爭中實現了穩定增長。截至二零二三年十二月三十一日，商業運營及管理業務在管項目101個，其中23個為向第三方的管理輸出項目，品牌競爭力持續增強；物業管理業務覆蓋全國171個城市，管理業務合約面積達4.25億平方米，較二零二二年末增加16.2%。年內，華潤萬象生活實現營業額人民幣147.7億元，同比增加22.9%，其中，住宅物業管理服務營業額人民幣96.0億元，商業運營及物業管理服務營業額人民幣51.7億元。

3. Asset-light Management Business

In 2023, the revenue of the Group's asset-light management business was RMB10.64 billion, mainly contributed by income from CR Mixc Lifestyle (excluding intra-group business), a listed subsidiary of the Group, which specializes in asset-light management services. Throughout the year, the commercial operation and property management business of CR Mixc Lifestyle achieved stable growth amidst intense market competition. As of 31 December 2023, the commercial operation business had 101 projects under management, including 23 projects providing management services to third parties, which demonstrates an ongoing enhancement of brand competitiveness. The Group's property management business covered 171 cities nationwide, with a managed contracted area of 425 million square meters, representing an increase of 16.2% from the year end of 2022. During the year, CR Mixc Lifestyle's revenue increased by 22.9% YoY to RMB14.77 billion, of which RMB9.60 billion was from residential property management services, and RMB5.17 billion was from commercial operation and property management services.

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4. 生態圈要素型業務

二零二三年，本集團生態圈要素型業務營業額人民幣61.9億元。其中，建築業務實現營業額人民幣30.4億元，代建代運營和長租公寓分別實現營業額人民幣17.4億元和人民幣4.0億元。

4. Eco-system Elementary Business

In 2023, the Group's eco-system elementary business achieved a revenue of RMB6.19 billion. Among them, the construction business generated a revenue of RMB3.04 billion, while the revenue from agent construction and operation and leasing apartment reached RMB1.74 billion and RMB0.40 billion, respectively.

土地儲備

二零二三年，本集團以權益對價人民幣1,118億元增持了68宗優質土地儲備，新增總計容建築面積達1,325萬平方米。截至二零二三年十二月三十一日，本集團總土地儲備面積為6,250萬平方米。

LAND BANK

In 2023, the Group acquired 68 high-quality land parcels at an attributable consideration of RMB111.8 billion, adding a total GFA of 13.25 million square meters. As of 31 December 2023, the Group's total land bank GFA reached 62.50 million square meters.

1. 開發物業

截至二零二三年十二月三十一日，本集團開發物業土地儲備面積為5,245萬平方米，權益建築面積為3,625萬平方米。

1. Development Properties

As of 31 December 2023, the Group's land bank for development properties amounted to 52.45 million square meters, with an attributable GFA of 36.25 million square meters.

區域	Regions	總建築面積 GFA (平方米) (Sqm)	權益建築面積 Attributable GFA (平方米) (Sqm)
深圳大區	Shenzhen Region	8,822,606	5,110,099
華南大區	South China Region	6,263,488	4,191,914
中西部大區	Midwest China Regions	16,819,102	13,082,085
華東大區	East China Region	8,847,053	5,620,999
北方大區	North China Region	11,528,554	8,152,134
香港公司	Hong Kong Region	172,285	90,169
合計	Total	52,453,088	36,247,400

2. 投資物業

截至二零二三年十二月三十一日，本集團投資物業土地儲備面積為1,004萬平方米，權益面積為692萬平方米。其中，商業土地儲備面積718萬平方米，佔比71.5%，在建及規劃中購物中心50座，重點佈局北京、上海、深圳、廣州、杭州、南京、成都等核心城市。

2. Investment Properties

As of 31 December 2023, the Group's land bank for investment properties amounted to 10.04 million square meters, with an attributable area of 6.92 million square meters. Among which, the land bank for commercial properties accounted for 7.18 million square meters, representing 71.5% of the total. The Group has 50 shopping malls under planning and construction, with a strategic focus on key cities such as Beijing, Shanghai, Shenzhen, Guangzhou, Hangzhou, Nanjing, and Chengdu.

投資物業土儲資產類別明細如下：

Details of investment property land bank by asset category are set out below:

產品	Products	總樓面面積 Total GFA (平方米) (Sqm)	權益樓面面積 Attributable GFA (平方米) (Sqm)
總樓面面積	Total GFA	10,043,986	6,922,082
其中：	Comprising:		
商業	Commercial	7,182,812	4,966,430
寫字樓	Office	1,645,549	1,147,085
酒店	Hotel	704,299	509,523
長租公寓	Leasing Apartment	372,992	243,710
產業園	Industrial Park	138,334	55,334

土地儲備為本集團業務的持續增長進一步夯實了基礎。未來，本集團將根據業務發展需要，在保證財務穩健的前提下，嚴格執行財務回報指標要求，堅定落實「調結構、調節奏、調佈局」，堅持穩健的投資策略，聚焦重點城市，以有效投資做實增量。

This land bank has further solidified the foundation for the sustained growth of the Group's businesses. Going forward, the Group will continue to adhere to a prudent investment strategy, optimizing structure, investment pace and regional exposure, whilst focusing on key cities and effectively investing to achieve incremental growth, all the while ensuring financial stability and strictly adhering to financial return targets.

槓桿水平、融資及外匯風險管理

LEVERAGE RATIO, FINANCING, AND FOREIGN EXCHANGE RISK MANAGEMENT

1. 負債比率

二零二三年，本集團簽約銷售實現規模增長的同時緊抓銷售回款，截至二零二三年十二月三十一日，本集團綜合借貸額折合人民幣2,395.3億元，現金及銀行結存折合人民幣1,143.4億元，淨有息負債股東權益（包括少數股東權益）比率為32.6%，較二零二二年底的38.8%降低6.2個百分點，處於行業低位。

1. Gearing Ratio

In 2023, while achieving growth in contracted sales, the Group also prioritized the timely collection of sales proceeds. As of 31 December 2023, the Group's total outstanding borrowings amounted to approximately RMB239.53 billion, with cash and bank balances totaling approximately RMB114.34 billion. The net interest-bearing debt-to-equity ratio (including non-controlling interests) was 32.6%, reducing by 6.2 percentage points compared to 38.8% as at the end of 2022, which is amongst the lowest in the industry.

2. 融資成本

截至二零二三年十二月三十一日，本集團有息負債總額中，約27%的有息負債將於一年內到期，而其餘為長期有息負債。本集團資金成本維持在行業內最低梯隊，於二零二三年十二月三十一日的加權平均融資成本約為3.56%，較二零二二年底的3.75%下降19個基點。

2. Financing Costs

As of 31 December 2023, approximately 27% of the Group's interest-bearing debt will mature within one year, with the remainder being long-term interest-bearing debt. The Group maintained its financing costs at the lowest level in the industry, with a weighted average financing cost of approximately 3.56% as of 31 December 2023, a decrease of 19 basis points compared to 3.75% at the year end of 2022.

管理層討論與分析

MANAGEMENT DISCUSSION AND ANALYSIS

3. 公開市場融資

為支持公司業務發展，拓展融資渠道，降低融資成本，本集團於二零二三年全年以超短期融資券、中期票據及公司債合計融資人民幣215.0億元，票面利率介乎2.16%至3.55%區間。

本集團二零二三年公開市場融資詳列如下：

3. Open Market Financing

To support the Group's business activities, expand financing channels, and reduce financing costs, the Group raised approximately RMB21.50 billion in 2023 through the issuance of super short-term commercial papers, medium-term notes and corporate bonds. The coupon rates of these instruments ranged from 2.16% to 3.55%.

The details of the Group's open market financings in 2023 are set out as follows:

融資主體 Financing Entity	幣種 Currency	產品名稱 Product Name	金額 Amount (百萬元) (Million)	起息日期 Value Date	到期日期 Maturity Date	期限 Tenure (年) (Years)	票面利率 Coupon Rate
華潤置地控股有限公司 China Resources Land Holdings Company Limited	人民幣 RMB	中票 Medium-term Notes	3,000	2023/3/28	2026/3/28	3	2.80%
華潤置地控股有限公司 China Resources Land Holdings Company Limited	人民幣 RMB	中票 Medium-term Notes	1,000	2023/3/28	2028/3/28	5	3.39%
華潤置地控股有限公司 China Resources Land Holdings Company Limited	人民幣 RMB	超短期融資券 Super short-term commercial papers	1,500	2023/1/16	2023/7/14	0.5	2.19%
華潤置地控股有限公司 China Resources Land Holdings Company Limited	人民幣 RMB	超短期融資券 Super short-term commercial papers	2,000	2023/1/18	2023/7/12	0.5	2.16%
華潤置地控股有限公司 China Resources Land Holdings Company Limited	人民幣 RMB	超短期融資券 Super short-term commercial papers	1,000	2023/6/20	2024/3/15	0.75	2.25%
華潤置地控股有限公司 China Resources Land Holdings Company Limited	人民幣 RMB	超短期融資券 Super short-term commercial papers	1,500	2023/6/20	2024/3/15	0.75	2.25%
華潤置地控股有限公司 China Resources Land Holdings Company Limited	人民幣 RMB	超短期融資券 Super short-term commercial papers	1,500	2023/8/25	2024/2/21	0.5	2.25%
華潤置地控股有限公司 China Resources Land Holdings Company Limited	人民幣 RMB	超短期融資券 Super short-term commercial papers	1,000	2023/8/25	2024/2/21	0.5	2.25%
華潤置地控股有限公司 China Resources Land Holdings Company Limited	人民幣 RMB	超短期融資券 Super short-term commercial papers	1,000	2023/8/28	2024/2/24	0.5	2.25%
華潤置地控股有限公司 China Resources Land Holdings Company Limited	人民幣 RMB	公司債 Corporate Bonds	1,500	2023/7/7	2026/7/6	3	2.85%
華潤置地控股有限公司 China Resources Land Holdings Company Limited	人民幣 RMB	公司債 Corporate Bonds	1,000	2023/7/7	2028/7/6	5	3.20%
華潤置地控股有限公司 China Resources Land Holdings Company Limited	人民幣 RMB	公司債 Corporate Bonds	500	2023/7/7	2033/7/6	10	3.55%
華潤置地控股有限公司 China Resources Land Holdings Company Limited	人民幣 RMB	公司債 Corporate Bonds	1,000	2023/11/3	2028/11/3	5	3.30%
華潤置地控股有限公司 China Resources Land Holdings Company Limited	人民幣 RMB	公司債 Corporate Bonds	2,000	2023/11/28	2028/11/28	5	3.25%
華潤置地控股有限公司 China Resources Land Holdings Company Limited	人民幣 RMB	公司債 Corporate Bonds	1,000	2023/12/27	2026/12/27	3	2.95%
華潤置地控股有限公司 China Resources Land Holdings Company Limited	人民幣 RMB	公司債 Corporate Bonds	1,000	2023/12/27	2028/12/17	5	3.25%
合計 Total			21,500				

4. 信用評級

二零二三年，標普、穆迪及惠譽三家國際評級機構維持本公司的BBB+、Baa1和BBB+的評級。

5. 資產抵押

截至二零二三年十二月三十一日，本集團通過資產抵押，共獲得人民幣591億元的融資額度，該額度下貸款餘額為人民幣331億元，資產抵押期限從3年到25年不等。

6. 匯率波動風險

二零二三年，本集團積極縮減非人民幣淨負債敞口，截至二零二三年十二月三十一日，敞口佔比降至4.4%，較二零二二年底下降12.4個百分點。年末，本集團通過交叉貨幣掉期合約進行匯率風險對沖的交易本金總金額約為美元6.0億元（折合人民幣42.5億元）。隨著人民幣匯率市場化形成機制逐步完善，人民幣匯率雙向波動幅度進一步擴大，但本集團的外匯風險整體可控，人民幣匯率波動不會對本集團財務狀況帶來顯著影響。同時，本集團對外匯風險敞口實施動態監控並將根據市場環境的變化進行必要調整。

7. 或有負債

本集團就部分物業的買家所獲按揭貸款向銀行做出階段性擔保。銀行將於買家獲發出房屋所有權證或有關物業買家完成按揭貸款之後（以較早者為準）解除該等擔保。董事會認為，該等財務擔保合約之公平值並不重大。

僱員及薪酬政策

截至二零二三年十二月三十一日，本集團在中國內地和中國香港的僱員總數為61,658人。本集團根據員工的業績表現、工作經驗和市場工資水平來決定員工的薪酬。此外，酌情給予績效獎金，其他員工福利包括公積金、保險與醫療計劃。

4. Credit Ratings

In 2023, the three international rating agencies, Standard & Poor's, Moody's, and Fitch, maintained the Company's credit ratings at "BBB+", "Baa1", and "BBB+", respectively.

5. Asset Mortgages

As of 31 December 2023, the Group has total facilities under mortgage amounting to RMB59.1 billion. The outstanding loan balances drawn under these facilities were RMB33.1 billion, and the loan terms ranged from 3 to 25 years.

6. Exchange Rate Fluctuation Risk

In 2023, the Group actively reduced its non-RMB net debt exposure. As of 31 December 2023, the exposure ratio decreased to 4.4%, 12.4 percentage points lower when compared to the end of 2022. At the end of the Year, the Group's total transaction principal amount for hedging exchange rate risk through cross-currency swap contracts was approximately USD0.60 billion (equivalent to RMB4.25 billion). With the gradual improvement of the market-oriented mechanism for the RMB exchange rate, the two-way fluctuation range of the RMB exchange rate has further expanded. However, the Group's overall foreign exchange risk is manageable, and RMB exchange rate fluctuations will not have a significant impact on the Group's financial condition. Additionally, the Group implements dynamic monitoring of foreign exchange risk exposure and will make necessary adjustments based on changes in the market environment.

7. Contingent Liabilities

The Group provides interim guarantees to banks for mortgage loans obtained by buyers of certain of our properties. The banks will release these guarantees upon the issuance of property ownership certificates or upon the completion of mortgage loans by such property buyers, whichever occurs earlier. The Board believes that the fair value of these financial guarantee contracts is not significant.

EMPLOYEE AND COMPENSATION POLICIES

As of 31 December 2023, the Group had a total of 61,658 employees in Chinese Mainland and Hong Kong. The Group determines employee compensation based on performance, work experience and market salary levels. Additionally, discretionary performance bonuses are provided, and other employee benefits include provident fund contributions, insurance coverage, and medical plans.

董事及高層管理人員簡歷

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT



李欣先生，現年五十二歲

於二零零一年加入本公司，於二零一六年七月獲委任為本公司聯席總裁，於二零一七年四月獲委任為本公司執行董事，於二零一八年十二月獲委任為本公司總裁，於二零二二年五月獲委任為本公司董事會主席。彼亦為本公司執行委員會、企業社會責任委員會和提名委員會主席，及企業管治委員會成員。李先生於二零二零年八月獲委任為本公司附屬公司華潤萬象生活（股份代號：1209.HK）董事會主席及非執行董事，該公司於香港聯合交易所（「聯交所」）有限公司之主板上市。李先生同時任華潤萬象生活提名委員會和可持續發展委員會主席及薪酬委員會委員。李先生亦為本公司多間其他附屬公司的董事。

李先生持有東北財經大學管理學學士學位及香港理工大學項目管理理學碩士學位，彼擁有豐富的地產及企業管理等方面的經驗。李先生於一九九四年加入華潤集團，曾任職於華潤物業有限公司。

Mr. Li Xin, aged 52

joined the Company in 2001 and was appointed as a Co-president of the Company in July 2016, and was appointed as an executive Director of the Company in April 2017, and was appointed as the President of the Company in December 2018, and was appointed as the Chairman of the Board in May 2022. He is also the Chairman of the Executive Committee, the Corporate Social Responsibility Committee and the Nomination Committee, and a member of the Corporate Governance Committee of the Company. In August 2020, Mr. Li was appointed as the Chairman and a non-executive director of CR Mixc Lifestyle (Stock Code: 1209.HK), which is a subsidiary of the Company and listed on the Main Board of the Stock Exchange of Hong Kong Limited (the "Stock Exchange"). Mr. Li also served as the Chairman of the Nomination Committee and the Sustainability Committee, and a member of the Remuneration Committee of CR Mixc Lifestyle. Mr. Li is also a director of a number of other subsidiaries of the Company.

Mr. Li has a Bachelor's degree of Management from Dongbei University of Finance & Economics and a Master of Science degree in Project Management from Hong Kong Polytechnic University. Mr. Li has extensive experience in property management and corporate management. He joined China Resources Group in 1994, and had worked for China Resources Property Management Limited.



張大為先生，現年五十五歲

於二零零六年加入本公司，於二零一六年七月獲委任為本公司聯席總裁，於二零一七年四月獲委任為本公司執行董事，於二零一八年十二月獲委任為本公司董事會副主席，於二零二三年八月獲委任為本公司首席產品官。彼亦為本公司執行委員會成員。張先生亦為本公司多間附屬公司的董事。

張先生持有大連理工大學結構工程學士學位、抗震工程碩士學位及中歐國際工商學院高級管理人員工商管理碩士學位，彼擁有豐富的地產及企業管理等方面的經驗。張先生於一九九四年加入華潤集團，曾任職於華潤營造有限公司。

Mr. Zhang Dawei, aged 55

joined the Company in 2006 and was appointed as a Co-president of the Company in July 2016, and he was appointed as an executive Director in April 2017, and was appointed as the Vice Chairman of the Board of the Company in December 2018 and was appointed as the Chief Product Officer of the Company in August 2023. He is also a member of the Executive Committee of the Company. Mr. Zhang is also a director of a number of subsidiaries of the Company.

Mr. Zhang has a Bachelor's degree of Structural Engineering and a Master's degree of Earthquake Engineering from Dalian University of Technology, and an EMBA degree from China Europe International Business School in China. Mr. Zhang has extensive experience in property management and corporate management. Mr. Zhang joined China Resources Group in 1994, and had worked for China Resources Construction Co., Limited.

董事及高層管理人員簡歷

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT



謝驥先生，現年五十一歲

於二零零一年加入本公司，於二零一三年六月獲委任為本公司高級副總裁，於二零一七年四月獲委任為本公司執行董事，於二零二一年一月獲委任為本公司首席戰略官，負責本公司戰略及投資，彼亦為公司執行委員會成員。謝先生亦為本公司多間附屬公司的董事。

謝先生持有中國同濟大學土木工程學士學位及中歐國際工商學院高級管理人員工商管理碩士學位，擁有豐富的地產及企業管理等方面的經驗。謝先生於一九九三年加入華潤集團，曾任職於華潤營造有限公司。



郭世清先生，現年五十四歲

於二零零一年加入本公司，於二零一七年八月獲委任為本公司東北地區副總經理，負責公司在東北地區的財務管理工作，於二零一八年十月獲委任為本公司財務部總經理，於二零二零年六月獲委任為本公司首席財務官，並於二零二零年十二月獲委任為本公司執行董事及執行委員會成員。彼亦於二零二二年十二月獲委任為本公司董事會秘書。郭先生於二零二零年八月獲委任為本公司附屬公司華潤萬象生活（股份代號：1209.HK）非執行董事和審核委員會委員，該公司於香港聯合交易所有限公司之主板上市。彼亦為本公司多間附屬公司的董事。

郭先生持有中國廈門大學會計學專業學士學位，擁有豐富的地產及企業財務管理等方面的經驗。

Mr. Xie Ji, aged 51

joined the Company in 2001 and was appointed as a Senior Vice President of the Company in June 2013 and an executive Director of the Company in April 2017, and was appointed as the Chief Strategy Officer of the Company in January 2021. He is responsible for strategy and investment of the Company. He is also a member of the Executive Committee of the Company. Mr. Xie is also a director of a number of subsidiaries of the Company.

Mr. Xie has a Bachelor's degree in Civil Engineering from Tongji University in China, and an EMBA degree from China Europe International Business School in China. Mr. Xie has extensive experience in property management and corporate management. Mr. Xie joined China Resources Group in 1993, and had worked for China Resources Construction Co., Limited.

Mr. Guo Shiqing, aged 54

joined the Company in 2001 and was appointed as a Deputy General Manager of the Northeast Region of the Company in August 2017, taking charge of the finance department, and General Manager of Finance Department of the Company in October 2018. He was then appointed as the Chief Financial Officer in June 2020. Mr. Guo was appointed as an executive Director of the Company and a member of Executive Committee of the Company in December 2020 and was appointed as the Board Secretary of the Company in December 2022. Mr. Guo was also appointed as a non-executive director and a member of the audit committee of CR Mixc Lifestyle (Stock Code: 1209.HK) in August 2020, which is a subsidiary of the Company and listed on the Main Board of Stock Exchange of Hong Kong Limited. He is also a director of a number of subsidiaries of the Company.

Mr. Guo has a Bachelor's degree in Accounting from Xiamen University and has extensive experience in real estate management and finance management.



陳偉先生，現年三十九歲

於二零二零年十二月加入本公司，獲委任為本公司運營管理部總經理，於二零二三年三月獲委任為本公司副總裁，於二零二四年三月獲委任為本公司執行董事及首席運營官，彼亦為本公司執行委員會成員。加入本公司前，陳先生曾任遠洋地產控股有限公司（後來更名為遠洋集團控股有限公司，（股份代號：3377.HK，彼之股票於聯交所上市））開發管理部總經理、其下屬天津公司總經理、其下屬開發事業一部總經理及遠洋集團控股有限公司副總裁等職務。彼亦為本公司附屬公司潤材電子商務有限公司的董事。

陳先生持有重慶大學工程管理學士學位及清華大學土木工程系管理科學與工程碩士學位，彼擁有豐富的地產及企業管理等方面的經驗。

Mr. Chen Wei, aged 39

joined the Company in December 2020 and was appointed as the General Manager of the Operation Management Department. In March 2023, he was appointed as a Vice President of the Company, and was appointed as an executive Director and the Chief Operating Officer of the Company in March 2024. He is also a member of the Executive Committee of the Company. Prior to joining the Company, Mr. Chen served in positions including general manager of Development Management Department of Sino-Ocean Land Holdings Limited (later renamed as Sino-Ocean Group Holding Limited (Stock Code: 3377.HK, the shares of which are listed on the Stock Exchange)), general manager of its Tianjin Company, general manager of its Development Business Division I, and the vice president of Sino-Ocean Group Holding Limited. He is also a director of China Resources Material And Equipment E-Commerce Co., Ltd. (潤材電子商務有限公司), a subsidiary of the Company.

Mr. Chen holds a Bachelor's degree in Engineering Management from Chongqing University and a Master's degree in Management Science and Engineering from Tsinghua University's Department of Civil Engineering. He has extensive experience in property development and corporate management.

董事及高層管理人員簡歷

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT



竇健先生，現年五十六歲

現擔任華潤集團業務單元外部董事。竇先生於二零二一年十月獲委任為本公司非執行董事。此前，竇先生於一九九九年加入徐州華潤電力有限公司，於二零一零年獲委任華潤電力控股有限公司（股份代號：836.HK）首席法律顧問、審計及內控總監，於二零一二年獲委任華潤集團戰略管理部助理總監，於二零一六年獲委任華潤集團戰略管理部副總監。彼於二零二三年七月獲委任為本公司企業管治委員會成員。

竇先生持有中國安徽大學計算機軟件專業學士學位及英國卡迪夫商學院工商管理碩士學位，彼擁有豐富的戰略管理、法律和審計內控等方面的經驗。彼目前於華潤微電子有限公司（股份代號：688396.SH，彼之股票於上海交易所上市）及華潤隆地有限公司擔任非執行董事。



程紅女士，現年五十七歲

現擔任華潤集團業務單元外部董事。程女士於二零二一年十月獲委任為本公司非執行董事。此前，程女士於一九九三年加入深圳國際信託投資公司（現稱華潤深國投信託有限公司），於二零一六年獲委任為華潤深國投信託有限公司副總經理，並於二零零四獲委任深國投商用置業公司副總經理。彼於二零二三年七月獲委任為本公司社會責任委員會成員。

程紅女士持有武漢大學生物學理學學士和碩士學位，持有中國人民大學法學碩士學位，彼擁有豐富的企業管理，房地產融資及商業地產管理方面的經驗。

Mr. Dou Jian, aged 56

is designated external director of business unit of China Resources Group. Mr. Dou was appointed as non-executive Director of the Company in October 2021. Prior to that, he joined Xuzhou China Resources Power Ltd. in 1999, was appointed as chief legal consultant and director of Audit and Internal Control of China Resources Power Holdings Company Limited (Stock Code: 836.HK) in 2010. He was then appointed as assistant director of Strategic Management Department of China Resources Group in 2012, appointed as deputy director of Strategic Management Department of China Resources Group in 2016. He was appointed as a member of the Corporate Governance Committee of the Company in July 2023.

Mr. Dou has a Bachelor's degree in Computer Science from Anhui University and an MBA degree from Cardiff Business School (UK). He has extensive experience in strategic management, legal, audit and internal control. He is currently a non-executive director of China Resources Microelectronics Limited (Stock Code: 688396.SH, the shares of which are listed on the Shanghai Stock Exchange) and China Resources Longdation Company Limited.

Ms. Cheng Hong, aged 57

is designated external director of business unit of China Resources Group. Ms. Cheng was appointed as a non-executive Director of the Company in October 2021. Prior to that, Ms. Cheng joined Shenzhen International Trust and Investment Corp. (now known as China Resources SZITIC Trust Co., Ltd.) in 1993, and was appointed as the deputy general manager in 2016. She was also appointed as the deputy general manager of SZITIC Commercial Property Co., Ltd. in 2004. She was appointed as a member of the Corporate Social Responsibility Committee of the Company in July 2023.

Ms. Cheng Hong obtained a Bachelor's degree and a Master's degree in Biology from the Wuhan University, and a Master's degree in Law from Renmin University of China. She has extensive experience in management, real estate financing and commercial property management.



黃挺先生，現年五十四歲

現擔任華潤集團業務單元外部董事。黃先生於二零二三年九月獲委任為本公司非執行董事及審核委員會成員。彼於一九九二年加入中國華潤總公司（現稱中國華潤有限公司（「中國華潤」，連同其附屬公司為「華潤集團」），於二零零三年七月加入華潤水泥控股有限公司（現稱華潤建材科技有限公司，股份代號：1313.HK），於二零一四年一月至二零二三年六月擔任華潤水泥控股有限公司副總裁，期間曾擔任華潤水泥控股有限公司首席財務官。

黃先生於一九九二年取得中國廈門大學經濟學學士學位。彼於企業管理方面擁有逾二十年經驗。

Mr. Huang Ting, aged 54

is designated external director of business unit at China Resources Group. Mr. Huang was appointed as a non-executive Director and a member of the Audit Committee of the Company in September 2023. He joined China Resources Corporation in 1992 (now known as China Resources Company Limited (“CRCL”, together with subsidiaries “China Resources Group”) and in July 2003, he joined China Resources Cement Holdings Limited (now known as China Resources Building Materials Technology Holdings Company Limited (now known as China Resources Building Materials Technology Holdings Company Limited, Stock Code: 1313.HK). From January 2014 to June 2023, he served as the vice president of China Resources Cement Holdings Limited, during which time he also held the position of chief financial officer at China Resources Cement Holdings Limited.

Mr. Huang obtained a Bachelor’s degree in Economics from Xiamen University, China in 1992. He has over twenty years of experience in corporate management.

董事及高層管理人員簡歷

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT



鐘偉先生，現年五十五歲

於二零一七年四月獲委任為本公司獨立非執行董事，同時亦出任本公司審核委員會、薪酬委員會、提名委員會及企業社會責任委員會成員。鐘先生自二零零三年至今於北京師範大學經濟管理學院擔任教授。在此之前，鐘先生由一九九九年至二零零三年於北京師範大學經濟管理學院擔任副教授。鐘先生於一九九四年七月至一九九七年七月在江南大學商學院擔任講師。一九九零年七月至一九九二年七月，鐘先生於無錫報警設備廠任助理工程師。鐘先生在一九九零年畢業於南京大學，主修應用物理學，並在一九九四年畢業於東南大學，主修工業經濟管理學。鐘先生在一九九九年獲得北京師範大學博士學位，主修世界經濟學。於二零零一年九月至二零零四年七月，鐘先生在同濟大學從事管理科學博士後研究工作。鐘先生曾任東興證券股份有限公司(股份代號：601198.SH，彼之股票於上海證券交易所上市)的獨立董事。現時鐘先生擔任新城發展控股有限公司(股份代號：1030.HK)、中國金茂控股集團有限公司(股份代號：817.HK)和雲南水務投資股份有限公司(股份代號：6839.HK)的獨立非執行董事，這三間公司之股票於聯交所上市。

Mr. Zhong Wei, aged 55

was appointed as an independent non-executive Director of the Company in April 2017. He is also a member of the Audit Committee, Remuneration Committee, Nomination Committee and Corporate Social Responsibility Committee of the Company. Mr. Zhong has been a professor at the Department of Economics at Beijing Normal University since 2003. Prior to that, Mr. Zhong had served as an associate professor at Department of Economics at Beijing Normal University from 1999 to 2003. Mr. Zhong worked as a lecturer at the Business School of Jiangnan University from July 1994 to July 1997. Mr. Zhong also served as an assistant engineer at Wuxi Alarm Devices Factory from July 1990 to July 1992. Mr. Zhong graduated from Nanjing University in 1990 majoring in applied physics and from Southeast University in 1994 majoring in industrial economics management. Mr. Zhong received his Doctor's degree in 1999 from Beijing Normal University majoring in international economics. Between September 2001 and July 2004, Mr. Zhong engaged in postdoctoral research in management science at Tongji University. Mr. Zhong was an independent director of Dongxing Securities Company Limited (Stock Code: 601198.SH, the shares of which are listed on the Shanghai Stock Exchange). Currently, Mr. Zhong serves as an independent non-executive director of Seazen Group Limited (Stock Code: 1030.HK), China Jinmao Holdings Group Limited (Stock Code: 817.HK) and Yunnan Water Investment Co., Limited (Stock Code: 6839.HK), the shares of which are listed on the Stock Exchange.



孫哲先生，現年五十八歲

於二零一七年四月獲委任為本公司獨立非執行董事，同時亦出任本公司審核委員會、薪酬委員會及企業社會責任委員會成員。孫先生現為哥倫比亞大學中國項目聯席主任、國際關係與公共事務學院高級訪問學者。彼於二零零六年至二零一六年曾創辦清華大學中美關係中心並擔任清華大學國際問題研究所教授、博士生導師。於此之前，彼曾於二零零零年至二零零六年擔任復旦大學美國研究中心教授及副主任。彼曾在哥倫比亞大學東亞研究所及新澤西Ramapo College任教。孫先生為二十三冊有關比較政治及中美關係書籍的作者及主編。孫先生分別於一九八七年及一九八九年取得復旦大學法學學士及碩士學位，並於二零零零年取得哥倫比亞大學政治學博士學位。此外，彼亦於一九九二年取得印第安納州立大學政治學專業碩士學位。孫先生現為JS環球生活有限公司(股份代號：1691.HK，彼之股票於聯交所上市)之獨立非執行董事，彼於二零二二年四月至二零二三年七月期間於該公司擔任非執行董事職務。孫先生擔任美高梅中國控股有限公司(股份代號：2282.HK)獨立非執行董事之任期於二零二一年五月二十七日屆滿，其公司股票於聯交所上市。

Mr. Sun Zhe, aged 58

was appointed as an independent non-executive Director of the Company in April 2017. He is also a member of the Audit Committee, Remuneration Committee and Corporate Social Responsibility Committee of the Company. Mr. Sun is currently the co-director of China Program and senior visiting scholar at the School of International and Public Affairs of Columbia University. He is the founding director of the Center for U.S.-China Relations at Tsinghua University and was a professor of International Affairs and doctoral supervisor of Tsinghua University from 2006 to 2016. Prior to that, he was a professor and deputy director of the Center for American Studies at Fudan University from 2000 to 2006. Mr. Sun has taught at the East Asian Institute, Columbia University and Ramapo College, New Jersey. He is the author and editor of twenty three books on comparative politics and U.S.-China relations. Mr. Sun obtained a Bachelor's and a Master's degree in law from Fudan University in 1987 and 1989 respectively and obtained a Doctor's degree in political science from Columbia University in 2000. He also obtained a Master of Art degree majoring in political science from Indiana State University in 1992. Mr. Sun currently serves as an independent non-executive director of JS Global Lifestyle Company Limited (Stock Code: 1691.HK, the shares of which are listed on the Stock Exchange), in which he served as a non-executive director from April 2022 to July 2023. Mr. Sun served as an independent non-executive director of MGM China Holdings Limited (Stock Code: 2282.HK) until 27 May 2021, the shares of which are listed on the Stock Exchange.

董事及高層管理人員簡歷

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT



陳帆先生，金紫荊星章、太平紳士，現年六十六歲。於二零二三年七月獲委任為本公司獨立非執行董事，同時亦出任本公司薪酬委員會主席；及審核委員會、提名委員會委員及企業管治委員會成員。彼現為港區全國人民代表大會代表、香港工程師學會副會長、香港大學校董會及校務委員會成員、香港教育大學榮譽教授及香港機電工程商聯會榮譽顧問。陳先生亦為工程及醫療義務工作協會創會主席、香港社會服務聯會樂齡科技及創新諮詢委員會委員。

陳先生於二零一七年七月到二零二二年六月期間擔任香港特別行政區政府運輸及房屋局局長，任內負責房屋、物流、航空、陸運和海運等政策和策略、發展和實施，並擔任香港房屋委員會、香港海運港口局、香港物流發展局及航空發展及機場三跑道系統諮詢委員會主席，以及香港機場管理局及香港按揭證券有限公司的董事會成員，並於該段期間擔任香港鐵路有限公司(股份代號：66.HK，彼之股票於聯交所上市)之非執行董事職務。在此之前，陳先生曾任香港特別行政區政府機電工程署署長，負責鐵路、電車、索道、煤氣、電力、升降機、自動扶梯和核電安全和能源效益等政策措施和執法工作，以及提供專業顧問和工程服務。他亦曾擔任結伴成長師友計劃督導委員會主席、香港公益金入會、預算及分配委員會副主席，也曾任工程師註冊管理局副主席、香港工程師學會電子分部主席及理事會成員。

陳先生是香港工程師學會資深會員及英國機械工程師學會榮譽院士。他持有香港大學理學(工程)學士及工商管理碩士學位，以及英國阿伯丁大學醫學物理學碩士學位，並於哈佛肯尼迪學院和哈佛商學院完成監管和執法機構策略管理和高級管理課程，以及於清華大學及國家行政學院修習國家事務研習課程。

Mr. Frank Chan Fan, GBS, JP, aged 66

was appointed as an independent non-executive Director of the Company in July 2023. He also serves as the chairman of the Remuneration Committee, a member of the Audit Committee, the Nomination Committee and the Corporate Governance Committee of the Company. Mr. Chan is currently a Hong Kong Deputy to the National People's Congress, a Vice President of the Hong Kong Institution of Engineers, a member of the Court and Council of the University of Hong Kong, an Honorary Professor of the Education University of Hong Kong and an Honorary Advisor of the Hong Kong Federation of Electrical and Mechanical Contractors. Mr. Chan is the Founding Chairman of the Association for Engineering and Medical Volunteer Services, a Member of the Advisory Committee for Innovation and Technology for Aging of the Hong Kong Council of Social Service.

From July 2017 to June 2022, Mr. Chan was the former Secretary for Transport and Housing of the Hong Kong Special Administrative Region government, overseeing policy and strategy, development and implementation of housing, logistics, air services, land and maritime transport, the Chairman of the Hong Kong Housing Authority, the Hong Kong Maritime and Port Board, the Hong Kong Logistics Development Council and the Aviation Development and Three-runway System Advisory Committee; and a non-executive director of MTR Corporation Limited (Stock Code: 66.HK, the shares of which are listed on the Stock Exchange) while serving as a board member of the Airport Authority Hong Kong and the Hong Kong Mortgage Corporation Limited. Prior to that, Mr. Chan was the Director of Electrical and Mechanical Services of the Hong Kong Special Administrative Region government, spearheading policy initiatives and law enforcement on energy efficiency and safety of railway, tramway, ropeway, gas, electricity, lift, escalator and nuclear power; and providing professional advice and engineering services. He was the Steering Committee Chairman of the Growing Partners Project, the Vice-Chairman (Admission, Budget and Allocation Committee) of the Hong Kong Community Chest, the Vice-Chairman of the Engineers Registration Board, the Chairman of Electronics Division and a Council Member of the Hong Kong Institution of Engineers.

Mr. Chan is a Fellow of the Hong Kong Institution of Engineers and an Honorary Fellow of the Institution of Mechanical Engineers, United Kingdom. He received his Bachelor in Science (Engineering) and Master in Business Management from the University of Hong Kong, and Master in Medical Physics from the University of Aberdeen, United Kingdom. He attended the Advanced Management Programme at the Harvard Business School, Strategic Management of Regulatory and Enforcement Agencies at the Harvard Kennedy School, National Studies at the Tsinghua University and the Chinese Academy of Governance.



梁國權先生，太平紳士，現年六十三歲於二零二三年七月獲委任為本公司獨立非執行董事，同時亦出任本公司審核委員會主席；及薪酬委員會、提名委員會及企業管治委員會成員。彼為特許會計師並於商業及投資銀行界擁有豐富經驗。彼為新意網集團有限公司(股份代號：1686.HK，彼之股票於聯交所上市)之獨立非執行董事、渣打銀行(香港)有限公司之獨立非執行董事及審核委員會主席，以及置地控股有限公司(彼之股票於新加坡交易所(股份簡稱：H78)、倫敦證券交易所(股份簡稱：HKLD)及百慕達證券交易所(股份簡稱：HKLBD.BH)上市)之非執行董事及審核委員會主席。彼曾擔任領展資產管理有限公司(領展房地產投資信託基金(股份代號：823.HK，彼之股票於聯交所上市)之管理人)之獨立非執行董事、香港鐵路有限公司(股份代號：66.HK，彼之股票於聯交所上市)之執行董事及行政總裁、Jardine Strategic Holdings Limited(已退市)及 Mandarin Oriental International Limited(新加坡交易所(股份簡稱：M04)、倫敦證券交易所(股份簡稱：MDOB)及百慕達證券交易所(股份簡稱：MOIBD.BH)上市)之非執行董事。梁先生為香港公益金之董事、執行委員會委員及名譽副會長、香港房屋協會執行委員會委員及香港管理專業協會之理事會及執行委員會成員。彼曾任大學教育資助委員會轄下質素保證局之主席。

梁先生分別於一九八五年及一九八七年成為英國及加拿大卑詩省的特許會計師。彼為香港運輸物流學會院士並持有英國劍橋大學文學學士學位(其後獲得文學碩士學位)。

Mr. Leong Kwok-kuen, Lincoln, JP, aged 63

was appointed as an independent non-executive Director of the Company in July 2023. He also serves as the chairman of the Audit Committee, and a member of the Remuneration Committee, the Nomination Committee and the Corporate Governance Committee of the Company. Mr. Leong is a chartered accountant and has extensive experience in the commerce and investment banking industries. He is an independent non-executive director of SUNeVision Holdings Limited (Stock Code: 1686.HK, the shares of which are listed on the Stock Exchange), an independent non-executive director and the chairman of the audit committee of Standard Chartered Bank (Hong Kong) Limited and a non-executive director and the chairman of the audit committee of Hongkong Land Holdings Limited (the shares of which are listed on the Singapore Exchange Limited (Stock Symbol: H78), London Stock Exchange (Stock Symbol: HKLD) and Bermuda Stock Exchange (Stock Symbol: HKLBD.BH)). He was previously an independent non-executive director of Link Asset Management Limited (manager of Link Real Estate Investment Trust (Stock Code: 823.HK, the shares of which are listed on the Stock Exchange)), an executive director and the chief executive officer of MTR Corporation Limited (Stock Code: 66.HK, the shares of which are listed on the Stock Exchange) and a non-executive director of Jardine Strategic Holdings Limited (delisted) and Mandarin Oriental International Limited (the shares of which are listed on the Singapore Exchange Limited (Stock Symbol: M04), London Stock Exchange (Stock Symbol: MDOB) and Bermuda Stock Exchange (Stock Symbol: MOIBD.BH)). Mr. Leong is a board member, an executive committee member and a vice patron of The Community Chest of Hong Kong, an executive committee member of The Hong Kong Housing Society and a council and executive committee member of the Hong Kong Management Association. He was the chairman of the Quality Assurance Council of the University Grants Committee.

Mr. Leong was qualified as a chartered accountant in England in 1985 and in British Columbia, Canada in 1987. He is a chartered fellow of The Chartered Institute of Logistics and Transport in Hong Kong and holds a Bachelor of Arts degree (subsequently a Master of Arts degree) from the University of Cambridge in the United Kingdom.

董事及高層管理人員簡歷

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT



秦虹女士，現年六十一歲

於二零二三年八月獲委任為本公司獨立非執行董事，同時亦出任本公司企業管治委員會主席；及審核委員會及薪酬委員會成員。彼現為北京首都開發股份有限公司（股份代號：600376.SH，彼之股票於上海證券交易所上市）的獨立董事，以及自二零一九年五月起於中國人民大學擔任研究員。二零二零年十一月至二零二三年八月期間，秦女士為紅星美凱龍家居集團股份（股份代號：1528.HK，彼之股票於聯交所上市）的獨立非執行董事兼戰略及投資委員會成員。在二零二零年十一月至二零二三年七月期間，彼亦為本公司附屬公司華潤萬象生活（股份代號：1209.HK，彼之股票於聯交所上市）的獨立非執行董事、審核委員會、提名委員會及可持續發展委員會委員。

秦女士於一九九四年十一月至二零一九年四月於住房和城鄉建設部政策研究中心任副研究員、研究員、副主任、主任；其中，二零一二年九月至二零一九年四月兼任中國城鄉建設經濟研究所所長。秦女士於二零一四年取得全國傑出專業技術人才之榮譽證書。秦女士於二零零零年八月至二零零四年六月亦擔任中國社會科學院研究生院城鄉建設經濟系主任。秦女士於一九八五年取得中國山東經濟學院（現稱山東財經大學）工商經濟學士學位，並於一九八八年取得中國社會科學院研究生院經濟碩士學位。

Ms. Qin Hong, aged 61

was appointed as an independent non-executive Director of the Company in August 2023. She also serves as the chairman of the Corporate Governance Committee, and a member of the Audit Committee and the Remuneration Committee of the Company. Ms. Qin is an independent director of Beijing Capital Development Co., Ltd. (Stock Code: 600376.SH, the shares of which are listed on the Shanghai Stock Exchange), as well as a research fellow at the Renmin University of China, a role she has assumed since May 2019. From November 2020 to August 2023, Ms. Qin served as an independent non-executive director and a member of the Strategy and Investment Committee of Red Star Macalline Group Corporation Ltd. (Stock Code: 1528.HK, the shares of which are listed on the Stock Exchange). From November 2020 to July 2023, Ms. Qin served as an independent non-executive director and a member of audit committee, nomination committee and sustainability committee of CR Mixc Lifestyle (Stock Code: 1209.HK, the shares of which are listed on the Stock Exchange), which is a subsidiary of the Company.

Ms. Qin successively worked as a deputy researcher, researcher, deputy head researcher and head of Policy Research Center under Ministry of Housing and Urban-Round Development from November 1994 to April 2019, and head of the China Urban-Rural Development Economics Institute from September 2012 to April 2019. Ms. Qin was granted the honorary certificate of National Outstanding Professional Talent in 2014. Ms. Qin was also the director of department of Urban-Rural Development Economics of the Graduate School of the Chinese Academy of Social Science from August 2000 to June 2004. Ms. Qin obtained a Bachelor's degree in business administration and economics from Shandong Economics Institute in the PRC (currently known as Shandong University of Finance and Economics) in 1985, and a Master's degree in economics from The Graduate School of Chinese Academy of Social Sciences in the PRC in 1988.



燕現軍先生，現年五十三歲

於二零零七年六月加入本公司，於二零一三年八月獲委任為本公司副總裁，負責本公司城市建設與營運業務。燕先生於二零零二年加入華潤集團，曾任華潤建築有限公司總經理、本公司工程管理部總經理、本公司工程總監、本公司建設事業部總經理等職位。加入華潤集團前，燕先生曾任職於中國建築第二工程局。燕先生擁有豐富的地產及企業管理等方面的經驗。彼亦為本公司多間附屬公司的董事。

燕先生持有鄭州大學工業與民用建築工程學士學位及上海交通大學工商管理碩士學位。



張沈文先生，現年五十六歲

於二零二三年六月加入本公司並獲委任為本公司副總裁，分管本公司行政管理部及法律合規部，並協助董事長分管人力資源部。張先生於一九九四年加入華潤集團，曾任華潤電力控股有限公司董事局副主席及高級副總裁、華潤新能源控股有限公司總經理、華潤微電子有限公司總經理、華潤網絡控股(香港)有限公司總經理、華潤數科控股有限公司副總經理等職位，擁有豐富的企業管理經驗。彼亦於華潤集團其他附屬公司擔任董事。

張先生持有北方工業大學工業電氣自動化專業學士學位及對外經濟貿易大學國際貿易專業學士學位，以及美國舊金山大學工商管理碩士學位。

Mr. Yan Xianjun, aged 53

joined the Company in June 2007 and was appointed as the Vice President in August 2013, responsible for urban construction and operation business. Mr. Yan joined China Resources Group in 2002. He had served as the General Manager of China Resources Building Co., Ltd., the General Manager of Engineering Management Department, the Engineering Director of the Company, and the General Manager of Construction Division of the Company and other positions. Before joining China Resources Group, Mr. Yan worked for the China State Construction Engineering Corporation Second Branch. Mr. Yan has extensive experience in property and corporate management. He is also a director of several subsidiaries of the Company.

Mr. Yan holds a Bachelor's Degree in Civil Engineering from Zhengzhou University and holds a Master's degree in Business Administration from Shanghai Jiao Tong University.

Mr. Zhang Shenwen, aged 56

joined the Company in June 2023 and was appointed as the Vice President, responsible for Administrative Management Department and Legal Compliance Department, and assist the Chairman in overseeing the Human Resources Department. Mr. Zhang joined China Resources Group in 1994 and had served as the Vice Chairman and Senior Vice President of China Resources Power Holdings Limited, the General Manager of China Resources New Energy Holdings Company Limited, the General Manager of China Resources Microelectronics Limited, the General Manager of China Resources Networks Holdings (Hong Kong) Limited, and the Deputy General Manager of China Resources Digital Technology Holdings Limited and other positions, with extensive experience in corporate management. He also serves as a director in other subsidiaries within China Resources Group.

Mr. Zhang holds a Bachelor's degree in Industrial Electrical Automation from North China University of Technology and a Bachelor's degree in International Trading from Beijing Foreign Studies University, and an MBA degree from the University of San Francisco in the United States.

董事及高層管理人員簡歷

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT



沈彤東先生，現年五十六歲

於二零零五年加入本公司，於二零一六年七月獲委任為本公司高級副總裁兼首席信息官，負責本公司智能與信息化。於二零二二年一月辭任首席信息官。於二零一八年十二月獲委任為本公司執行董事及執行委員會成員，於二零二一年一月辭任本公司執行董事及執行委員會成員。沈先生亦為本公司多間附屬公司的董事。

沈先生持有上海財經大學會計學學士學位及美國三藩市大學工商管理碩士學位。沈先生於一九九一年加入華潤集團並曾任職於其審計部以及華潤(深圳)有限公司。

Mr. Shen Tongdong, aged 56

joined the Company in 2005, and was appointed as a Senior Vice President and Chief Information Officer of the Company in July 2016, and is responsible for intelligence and informatization and resigned as Chief Information Officer of the Company in January 2022. He was appointed as an executive Director and a member of the Executive Committee of the Company in December 2018, and resigned as an executive Director and member of Executive Committee of the Company in January 2021. Mr. Shen is also a director of a number of subsidiaries of the Company.

Mr. Shen has a Bachelor's degree of Accounting from Shanghai University of Finance and Economics and an MBA degree from the University of San Francisco in the United States. Mr. Shen joined China Resources Group in 1991, and had worked in its Audit Department and China Resources (Shenzhen) Company Limited.



常穎先生，現年五十一歲

於二零二一年九月加入本公司並獲委任為本公司副總裁，負責本公司香港及海外業務。常先生曾任中國海外發展有限公司非執行董事、中信城市開發營運有限公司副董事長、中信房地產集團有限公司執行副總裁、中信地產(北京)投資有限公司董事長兼總經理及中國中信股份有限公司策略發展部副總經理，擁有豐富的地產及企業管理等方面的經驗。

常先生持有中國東南大學建築學學士學位，澳洲新南威爾斯大學信息技術管理專業工學碩士學位及中國東南大學城市規劃與設計專業理學碩士學位。

Mr. Chang Ying, aged 51

joined the Company in September 2021 and was appointed as the Vice President of the Company, responsible for Hong Kong and overseas businesses. Mr. Chang had served as a non-executive Director of China Overseas Land & Investment Ltd., Deputy Chairman of CITIC Urban Development and Operation Company, Executive Vice President of CITIC Real Estate Group, Chairman and General Manager of CITIC Real Estate (Beijing) Investment Co., Ltd., and Deputy Director of Strategy Development Department of CITIC Ltd., with extensive experience in property and corporate management.

Mr. Chang holds a Bachelor's degree of Architecture from Southeast University, China, a Master degree in Information and Technology Management from the University of New South Wales, Australia and a Master of Science degree in Urban Planning and Design from Southeast University, China.



徐榮先生，現年五十五歲

於二零二三年一月加入本公司並獲委任為本公司副總裁，負責本公司城市更新業務。徐先生曾任深圳市規劃局濱海分局副局長，深圳市城市更新辦公室主任、深圳市規劃和國土資源委員會（市海洋局）副主任（副局長）、招商局集團區域發展部副部長、前海蛇口自貿區辦公室副主任、深圳市前海蛇口自貿投資發展有限公司總經理，擁有豐富的都市規劃、開發建設及都市更新管理經驗。

徐先生持有華中理工大學（現更名為華中科技大學）建築學學士學位及建築設計專業碩士學位。



王勇先生，現年四十七歲

於二零零二年八月加入本公司，並於二零二三年三月獲委任為本公司副總裁，負責本公司科技創新及智數化業務。王先生曾任本公司營運管理部助理總經理、策略管理部副總經理、江蘇大區助理總經理、蘇州公司總經理、本公司策略管理部總經理、策略總監、東北大區總經理等職務，擁有豐富的地產及企業管理等方面的經驗。彼亦為本公司多家附屬公司的董事。

王先生持有清華大學建築管理工程學士學位及管理科學與工程專業碩士學位。

Mr. Xu Rong, aged 55

joined the Company in January 2023 and was appointed as the Vice President, responsible for our urban redevelopment business. Mr. Xu had served as the Deputy Director of the Binhai Branch of the Shenzhen Planning Bureau, the Director of the Shenzhen Urban Redevelopment Office, the Deputy Director of the Shenzhen Planning and Land Resources Committee (Shenzhen Marine Bureau), the Deputy Director of China Merchants Group Regional Development Department, the Deputy Director of Qianhai Shekou Free Trade Zone Office, and the General Manager of Shenzhen Qianhai Shekou Free Trade Investment Development Co., Ltd., with extensive experience in urban planning, development and construction and urban redevelopment management.

Mr. Xu holds a Bachelor's degree in Architecture and a Master's degree in Architecture Design from Huazhong University of Science and Technology (formerly known as Huazhong Institute of Technology).

Mr. Wang Yong, aged 47

joined the Company in August 2002 and was appointed as the Vice President of the Company in March 2023, responsible for Technology, Innovation and Digital business. Mr. Wang had served as Assistant General Manager of the Operation Management Department, Deputy General Manager of Strategy Management Department, Assistant General Manager of Jiangsu Region, General Manager of Jiangsu Company, General Manager and Director of the Strategy Management Department, and General Manager of the Northeast Region of the Company, with extensive experience in property and corporate management. He also serves as a director of several subsidiaries of the Company.

Mr. Wang holds a Bachelor's degree in Construction Management and Engineering and a Master's degree in Management Science and Engineering from Tsinghua University.

企業管治報告

CORPORATE GOVERNANCE REPORT

企業管治

本公司及其董事會（下稱「董事會」）矢志建立良好企業管治常規及程序。本公司深知維持良好的企業管治水平對於本集團長期健康穩定發展的重要性。本公司已採納香港聯合交易所有限公司（「聯交所」）證券上市規則（「上市規則」）附錄C1（前稱附錄十四）所載的企業管治守則（「企業管治守則」）。

本公司已於二零二三年一月一日至二零二三年十二月三十一日止期間遵守企業管治守則列載當時有效之守則條文，除下列守則條文第C.2.1條偏離事項外：

企業管治守則之守則條文第C.2.1條文規定，主席與行政總裁的角色應分開及不應由同一人同時擔任。自二零二三年九月二十八日起吳秉琪先生辭任本公司總裁，董事會主席李欣先生承擔過渡期間總裁的工作及責任，此並未嚴格遵守企業管治守則的守則條文第C.2.1條。

企業文化

本集團以「品質給城市更多改變」為使命，以誠實守信、業績導向、以人為本、合作共贏為我們的價值觀，致力成為行業領先的城市投資開發運營商，並在員工間鼓勵形成真誠、團結、開放、進取的組織氛圍。本公司已因應我們的企業文化製訂內部文化手冊，並面向全體員工（特別是新入職的員工）作適時培訓宣貫。

董事之證券交易

董事會已採納上市規則附錄C3（前稱附錄十）所載之《上市發行人董事進行證券交易的標準守則》（「標準守則」）作為本公司董事（「董事」）進行證券交易之守則。在向所有董事作出特定查詢後，本公司確認在二零二三年已就本身之證券交易遵守標準守則所載之規定準則。

CORPORATE GOVERNANCE

The Company and the board of directors of the Company (the "Board") are committed to establishing good corporate governance practices and procedures. The Company recognizes the importance of maintaining high standards of corporate governance to the long-term stable development of the Group. The Company has adopted the Corporate Governance Code (the "CG Code") set out in Appendix C1 (formerly known as Appendix 14) to the Rules Governing the Listing of Securities (the "Listing Rules") on The Stock Exchange of Hong Kong Limited (the "Stock Exchange").

The Company has complied with the code provisions that were in force as set out in CG Code for the period from 1 January 2023 to 31 December 2023, except the following deviation from Code Provision C.2.1:

Code Provision C.2.1 of the CG Code provides that the roles of chairman and chief executive should be separate and should not be performed by the same individual. Since the resignation of Mr. Wu Bingqi as the President of the Company with effect from 28 September 2023, Mr. Li Xin, the Chairman of the Board, assumed the interim duties and responsibilities of the President, which was not in strict compliance with Code Provision C.2.1 of the CG Code.

CORPORATE CULTURE

The Group takes "Better Quality Better Life" as its corporate mission, and takes integrity, performance-driven, human-oriented and win-win collaboration as our values. The Group strives to become the industry-leading urban investor, developer and operator, while encourages a working atmosphere with sincerity, solidarity, open-mindedness and proactivity. The Company has formulated its culture handbook in line with the corporate culture, and timely educates its staff (especially the new recruits) through trainings.

DIRECTORS' SECURITIES TRANSACTIONS

The Board has adopted the Model Code for Securities Transactions by Directors of Listed Issuers ("Model Code") set out in Appendix C3 (formerly known as Appendix 10) to the Listing Rules as code of conduct regarding securities transactions of the directors of the Company ("Directors"). The Company, having made specific enquiry of all Directors, confirmed that they have complied with the required standards set out in the Model Code regarding their securities transactions during 2023.

董事會

董事會之責任

董事會負責制訂本公司的戰略、目標及業務計劃，監督及控制本公司的戰略執行、營運及財務表現，並制定適當的風險控制政策與程序，以確保實現本公司之戰略目標。此外，董事會亦負責將本公司之企業管治維持於高水平。董事負責促進本公司之成功，以及客觀地作出符合本公司最佳利益之決定。

為保持高效運作和經營決策的靈活與迅捷，董事會必要時亦將其部份管理及行政權力轉授予管理層，並就授權行為提供清晰的指引，以避免嚴重妨礙或削弱董事會整體履行其職權的能力。管理層定期會面，檢討本公司之戰略目標、企業架構、營運程序、預算執行、主要項目及經營計劃。轉授予各董事委員會的職責及權力載於下文各部份。

董事會應具備平衡的技巧及經驗以切合本公司業務所需。執行董事及非執行董事的平衡架構有助於確保董事會的獨立性並可令董事會作出有效的獨立判斷。董事會的運作及管理本公司業務的日常管理應在董事會的層面清晰劃分以確保權力及授權的平衡，而該權力將不會集中於任何個人。

董事可尋求獨立專業意見以協助其履行其職責，費用須由公司負責。於尋求獨立專業意見前：該董事須向主席提出要求，主席如認為需要，可召開董事會會議討論有關事項；及主席委任管理層安排聘請顧問事宜，並向該董事確認已作上述安排。

BOARD OF DIRECTORS

RESPONSIBILITIES OF THE BOARD

The Board is responsible for the formulation of strategies, objectives and business plans for the Company, and to supervise and control the implementation of strategies of the Company and its operations and financial performance, and formulation of appropriate risk control policies and procedures to ensure the achievement of the Company's strategic objectives. In addition, the Board is also responsible for maintaining a high standard of corporate governance of the Company. The Directors are accountable for promoting the success of the Company and making decisions objectively in the best interests of the Company.

In order to maintain a highly efficient operation, as well as flexibility and swiftness in operational decision-making, the Board, when necessary, may delegate certain of its managing and administrative powers to the management, and provide clear guidance regarding such delegation so as to avoid seriously impeding or undermining the overall capabilities of the Board in exercising its powers. The management meets regularly to review the strategic goals, corporate structure, operating procedures, budget implementation, major projects and business plans of the Company. Duties and authorities delegated to the various board committees are described in the respective sessions below.

The Board should have a balance of skills and experience appropriate for the requirements of the business of the Company. A balanced composition of executive directors and non-executive directors helps to ensure the independence of the Board and enables the Board to make independent judgments effectively. The operation and management of the Board and the day-to-day management of the Company's business should be clearly divided at the Board level to ensure that there is a balance of power and authority and that power will not be concentrated on any one individual.

Directors may seek independent professional advice to assist them to perform their duties at the Company's expense. Prior to seeking independent professional advice: the Director shall make a request to the Chairman. The Chairman may convene a Board meeting to discuss such matters if considered necessary, and the Chairman appoints the management to arrange for the engagement of consultants and confirms to the Director that the above arrangements are in place.

企業管治報告

CORPORATE GOVERNANCE REPORT

董事會組成

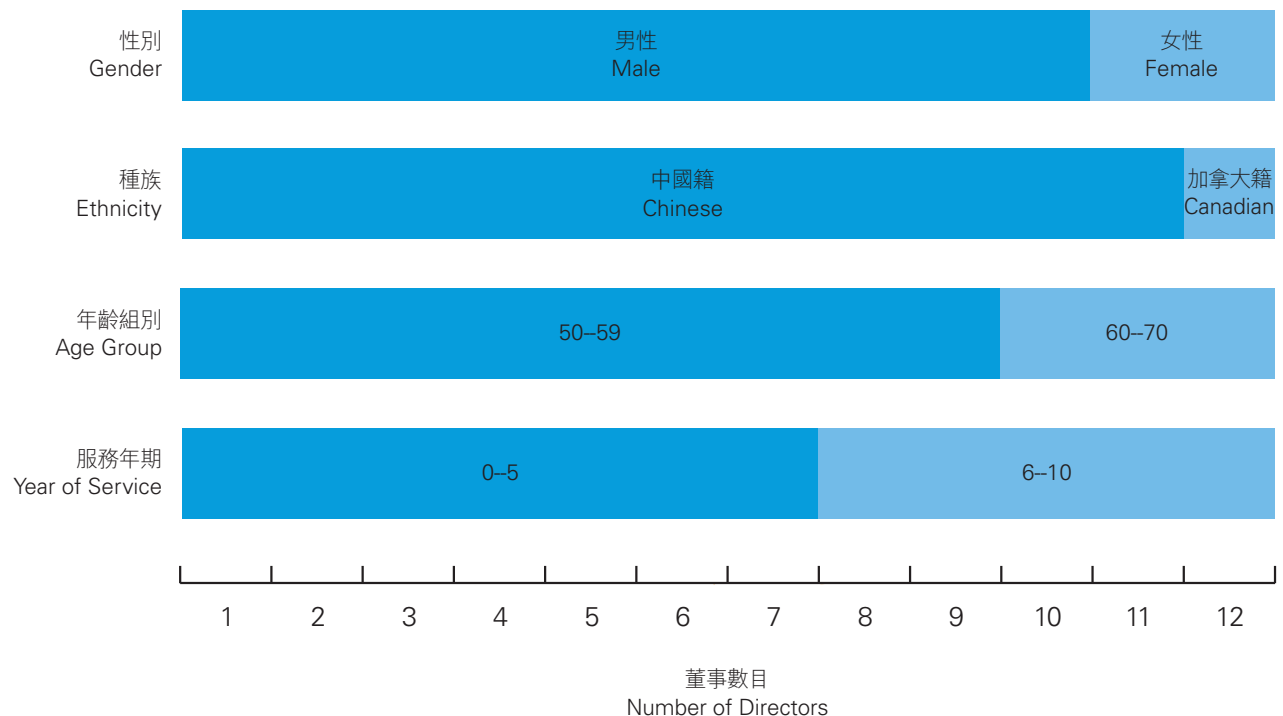
於二零二三年十二月三十一日，董事會由十二名董事組成，包括四名執行董事，即李欣先生（主席）、張大為先生（副主席）、謝驥先生及郭世清先生；三名非執行董事，即竇健先生、程紅女士及黃挺先生；以及五名獨立非執行董事，即鐘偉先生、孫哲先生、陳帆先生、梁國權先生及秦虹女士。董事會成員之間並無任何關係（所指包括財務、商業、家族或其他重大相關關係）。於截至二零二三年十二月三十一日止年度內，獨立非執行董事之數目佔董事會至少三分之一，符合上市規則第3.10(A)條之規定。自二零二四年三月一日起，陳偉先生獲委任為執行董事。董事會成員及其個人簡歷刊載於本報告第38頁至第51頁「董事及高層管理人員簡歷」一節。

於二零二三年十二月三十一日，董事會在主要多元化層面之組成概述如下：

BOARD COMPOSITION

As at 31 December 2023, the Board comprised 12 Directors, including four executive Directors, namely, Mr. Li Xin (Chairman), Mr. Zhang Dawei (Vice Chairman), Mr. Xie Ji and Mr. Guo Shiqing; three non-executive Directors, namely, Mr. Dou Jian, Ms. Cheng Hong and Mr. Huang Ting; and five independent non-executive Directors, namely, Mr. Zhong Wei, Mr. Sun Zhe, Mr. Frank Chan Fan, Mr. Leong Kwok-kuen, Lincoln and Ms. Qin Hong. Members of the Board are not related to each other, including financial, business, family or other material relationship. The number of independent non-executive Directors represents at least one third of the Board as required under Rule 3.10(A) of the Listing Rules throughout the year ended 31 December 2023. With effect from 1 March 2024, Mr. Chen Wei was appointed as an executive Director. Members of the Board and their biographical details are set out in the "Biographical Details of Directors and Senior Management" section on pages 38 to 51 of this report.

As at 31 December 2023, the Board's composition under major diversified perspectives was summarized as follows:



於二零一三年八月二十三日，本公司已就董事會成員多元化制訂《華潤置地有限公司董事會多元化政策》(「董事會多元化政策」)，於二零一八年十二月四日，本公司根據上市規則經更新並已於二零一九年一月一日起生效的企業管治守則修訂了董事會多元化政策。

陳帆先生、梁國權先生、秦虹女士及黃挺先生於截至二零二三年十二月三十一日年度獲委任為本公司董事，並已分別於二零二三年七月七日、二零二三年七月七日、二零二三年八月十一日及二零二三年九月二十日獲得相關上市規則所述之法律意見，彼等亦確認明白其作為本公司董事之責任。另外，陳偉先生於二零二四年三月一日獲委任為本公司董事，彼亦已於二零二四年二月二十八日取得上市規則第3.09D條所述法律意見，並確認彼明白其作為本公司董事之責任。

董事持續培訓及發展計劃

根據企業管治守則之守則條文第C.1.4條，全體董事應參與持續專業發展，發展並更新其知識及技能，以確保其繼續在具備全面資訊及切合所需之情況下對董事會作出貢獻。

本公司已為董事設有持續培訓及專業發展計劃。

全體董事每月均獲提供關於本集團業務營運、狀況及前景的最新資訊，以便董事會及各位董事均可履行職務。

全體董事均獲鼓勵參與持續專業發展，對知識及技能溫故知新。本公司已發送有關本公司或其業務之最新監管資訊之閱讀資料予董事。

On 23 August 2013, the Company established “China Resources Land Limited Board Diversity Policy” (“Board Diversity Policy”) for the diversity of the Board, and the Company revised the Board Diversity Policy on 4 December 2018 pursuant to the updated CG Code of the Listing Rules, which was effective from 1 January 2019.

Mr. Frank Chan Fan, Mr. Leong Kwok-kuen, Lincoln, Ms. Qin Hong and Mr. Huang Ting were appointed as directors of the Company during the year ended 31 December 2023, and they had obtained the legal advice referred to the corresponding rules of the Listing Rules on 7 July 2023, 7 July 2023, 11 August 2023 and 20 September 2023 respectively, and all of them had confirmed they understood their obligations as a director of the Company. In addition, Mr. Chen Wei was appointed as a director of the Company on 1 March 2024, who had also obtained the legal advice referred to in Rule 3.09D of the Listing Rules on 28 February 2024, and confirmed he understood his obligations as a director of the Company.

DIRECTORS' CONTINUOUS TRAINING AND DEVELOPMENT PROGRAMME

Pursuant to Code Provision C.1.4 of the CG Code, all Directors should participate in continuous professional development to develop and refresh their knowledge and skills. This is to ensure that their contribution to the Board remains informed and relevant.

The Company has put in place an on-going training and professional development program for the Directors.

All Directors are provided with monthly updates on the Group's business operation, position and prospects to enable the Board and each Director to discharge their duties.

All Directors are encouraged to participate in continuous professional development to develop and refresh their knowledge and skills. The Company has sent reading materials to Directors on regulatory updates or information relevant to the Company or its business.

企業管治報告

CORPORATE GOVERNANCE REPORT

二零二三年，本公司每月向全體董事提供關於本集團業務營運、狀況及前景的最新資訊月報，並向全體董事提供了兩次培訓機會，培訓主題分別為「房地產新發展模式及房企轉型」及「中國宏觀經濟發展展望」。全體董事於年內接受持續專業發展培訓之記錄詳情列載於下表：

In 2023, the Company provided all Directors monthly reports with latest information on the business operation, position and prospects of the Group, and provided two training opportunities to all Directors, topics of which were “New Model of Development of the Real Estate Sector and Transformation of Property Developers” and “Macroeconomic Development Prospects of China”. Details of records of all Directors’ continuous professional development trainings during the year are set out in below table:

持續專業發展之類別

Type of continuous professional development

		閱讀有關本公司或其業務之最新監管資訊或資料	接受監管及董事職責培訓
		Reading regulatory updates or information relevant to the Company or its business	Taking trainings on regulatory development and directors’ duties
李欣	Li Xin	✓	2/2
張大為	Zhang Dawei	✓	2/2
謝驥	Xie Ji	✓	2/2
郭世清	Guo Shiqing	✓	2/2
竇健	Dou Jian	✓	2/2
程紅	Cheng Hong	✓	2/2
黃挺	Huang Ting	✓	1/1
(於二零二三年九月十九日委任)	(appointed on 19 September 2023)	✓	1/1
鐘偉	Zhong Wei	✓	2/2
孫哲	Sun Zhe	✓	2/2
陳帆	Frank Chan Fan	✓	1/1
(於二零二三年七月一日委任)	(appointed on 1 July 2023)	✓	1/1
梁國權	Leong Kwok-kuen, Lincoln	✓	1/1
(於二零二三年七月一日委任)	(appointed on 1 July 2023)	✓	1/1
秦虹	Qin Hong	✓	1/1
(於二零二三年八月九日委任)	(appointed on 9 August 2023)	✓	1/1
吳秉琪	Wu Bingqi	✓	1/1
(於二零二三年九月二十八日辭任)	(resigned on 28 September 2023)	✓	1/1
劉曉勇	Liu Xiaoyong	✓	1/1
(於二零二三年九月十九日退任)	(retired on 19 September 2023)	✓	1/1
閻焱	Andrew Y. Yan	✓	1/1
(於二零二三年七月一日辭任)	(resigned on 1 July 2023)	✓	1/1
何顯毅	Ho Hin Ngai, Bosco	✓	1/1
(於二零二三年七月一日辭任)	(resigned on 1 July 2023)	✓	1/1
尹錦滔	Wan Kam To, Peter	✓	1/1
(於二零二三年七月一日辭任)	(resigned on 1 July 2023)	✓	1/1

董事會及股東大會

二零二三年共舉行過七次董事會會議及一次股東大會(即股東週年大會,「股東週年大會」)。各董事的會議出席紀錄列載如下:

BOARD AND GENERAL MEETINGS

Seven Board meetings and one general meeting (i.e. the annual general meeting, "AGM") of the Company were held during Year 2023. The attendance of each Director at the meetings is set out as follows:

董事姓名	Name of Director	董事會會議 Board Meeting	股東週年大會 AGM
執行董事 <i>Executive Directors</i>			
李欣	Li Xin	7/7	1/1
張大為	Zhang Dawei	7/7	1/1
謝驥	Xie Ji	7/7	0/1
郭世清	Guo Shiqing	6/7	1/1
吳秉琪 ¹ (於二零二三年九月二十八日辭任)	Wu Bingqi ¹ (resigned on 28 September 2023)	4/6	0/1
非執行董事 <i>Non-Executive Directors</i>			
竇健	Dou Jian	7/7	1/1
程紅	Cheng Hong	7/7	1/1
黃挺 ² (於二零二三年九月十九日委任)	Huang Ting ² (appointed on 19 September 2023)	1/1	0/0
劉曉勇 ¹ (於二零二三年九月十九日退任)	Liu Xiaoyong ¹ (retired on 19 September 2023)	5/6	1/1
獨立非執行董事 <i>Independent Non-Executive Directors</i>			
鐘偉	Zhong Wei	7/7	1/1
孫哲	Sun Zhe	7/7	1/1
陳帆 ³ (於二零二三年七月一日委任)	Frank Chan Fan ³ (appointed on 1 July 2023)	4/4	0/0
梁國權 ³ (於二零二三年七月一日委任)	Leong Kwok-kuen, Lincoln ³ (appointed on 1 July 2023)	4/4	0/0
秦虹 ⁴ (於二零二三年八月九日委任)	Qin Hong ⁴ (appointed on 9 August 2023)	3/3	0/0
閻焱 ⁵ (於二零二三年七月一日辭任)	Andrew Y. Yan ⁵ (resigned on 1 July 2023)	3/3	0/1
何顯毅 ⁵ (於二零二三年七月一日辭任)	Ho Hin Ngai, Bosco ⁵ (resigned on 1 July 2023)	2/3	1/1
尹錦滔 ⁵ (於二零二三年七月一日辭任)	Wan Kam To, Peter ⁵ (resigned on 1 July 2023)	3/3	1/1

1. 該董事任內共舉行6次董事會會議及1次股東大會。

1. There were six Board meetings and one general meeting held during the tenure of the Director.

2. 該董事任內共舉行1次董事會會議。

2. There was one Board meeting held during the tenure of the Director.

3. 該董事任內共舉行4次董事會會議。

3. There were four Board meetings held during the tenure of the Director.

4. 該董事任內共舉行3次董事會會議。

4. There were three Board meetings held during the tenure of the Director.

5. 該董事任內共舉行3次董事會會議及1次股東大會。

5. There were three Board meetings and one general meeting held during the tenure of the Director.

董事會主席應出席股東週年大會,並邀請本公司審核委員會、薪酬委員會、提名委員會及任何其他委員會的主席出席。另外,管理層確保外聘核數師出席股東週年大會,回答有關審計工作,編制核數師報告及其內容、會計政策以及核數師的獨立性等問題。

The Chairman of the Board shall attend the AGM and invite the chairmen of the audit committee, the remuneration committee, the nomination committee and any other committees of the Company to attend. In addition, management ensures that the external auditor attends the AGM to answer questions about the conduct of the audit works, the preparation and content of the auditor's report, the accounting policy and the auditor's independence.

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主席及行政總裁

繼吳秉琪先生辭任總裁後，董事會主席李欣先生暫時承擔過渡期間總裁的工作及責任，未能嚴格遵守企業管治守則的守則條文第C.2.1條。為符合企業管治守則的守則條文第C.2.1條，本公司將致力於切實可行情況下盡快物色具備適當專業資格或相關專長之合適人選，以獲委任為總裁。

根據企業管治守則之守則條文第C.2.7條，主席應至少每年與獨立非執行董事舉行一次沒有其他董事出席的會議。二零二三年共舉行過一次主席與獨立非執行董事的會議。各位董事出席該會議的出席紀錄列載如下：

CHAIRMAN AND CHIEF EXECUTIVE

Following the resignation of Mr. Wu Bingqi as the President of the Company on 28 September 2023, Mr. Li Xin, the Chairman of the Board, assumed the interim duties and responsibilities of the President, which was not in strict compliance with Code Provision C.2.1 of the CG Code. In order to comply with Code Provision C.2.1 of the CG Code, the Company will endeavour to identify suitable candidate(s) with appropriate professional qualifications or relevant expertise to be appointed as the President as soon as practicable.

Pursuant to Code Provision C.2.7 of the CG Code, the Chairman should at least annually hold meetings with the independent non-executive Directors without the presence of other Directors. One meeting between the Chairman and the independent non-executive Directors was held during Year 2023. The attendance of each Director at this meeting is set out as follows:

出席紀錄 Attendance

董事會主席	Chairman of the Board	
李欣	Li Xin	1/1
獨立非執行董事	Independent Non-Executive Directors	
鐘偉	Zhong Wei	1/1
孫哲	Sun Zhe	1/1
陳帆(於二零二三年七月一日委任)	Frank Chan Fan (appointed on 1 July 2023)	1/1
梁國權(於二零二三年七月一日委任)	Leong Kwok-kuen, Lincoln (appointed on 1 July 2023)	1/1
秦虹(於二零二三年八月九日委任)	Qin Hong (appointed on 9 August 2023)	1/1
閻焱 ¹	Andrew Y. Yan ¹ (resigned on 1 July 2023)	0/0
何顯毅 ¹	Ho Hin Ngai, Bosco ¹ (resigned on 1 July 2023)	0/0
尹錦滔 ¹	Wan Kam To, Peter ¹ (resigned on 1 July 2023)	0/0

¹ 該董事任內共舉行0次主席與獨立非執行董事會議。

¹ There was no meeting held between Chairman and independent non-executive Directors during his tenure of the Director.

委任、重選及罷免

全體董事已與本公司訂立正式委任函件，任期為三年，惟須根據本公司之組織章程細則第116條，最少每三年輪流於本公司股東週年大會上由本公司股東重選一次。退任董事符合資格重選，而於股東週年大會上重選則以個別之獨立決議案作出。倘董事會出現空缺，本公司提名委員會可向董事會建議及提呈候選人，更多詳情於下文「提名委員會」一節闡述。

董事委員會

審核委員會

本公司審核委員會（「審核委員會」）於一九九八年九月四日成立。於二零二三年十二月三十一日，審核委員會成員主要為獨立非執行董事。委員會主席為梁國權先生，成員包括黃挺先生、鐘偉先生、孫哲先生、陳帆先生及秦虹女士，當中梁國權先生具備會計相關專業資格。

審核委員會之主要職責包括：

- (1) 就外聘核數師的委任、重新委任及罷免向董事會提供建議、批准外聘核數師的薪酬及聘用條款，及處理任何有關該核數師辭職或辭退該核數師的問題承擔首要責任；
- (2) 按適用的標準審查及監察外聘核數師是否獨立客觀及核數程式是否有效；委員會應於核數工作開始前先與核數師討論核數性質及範疇及有關申報責任，如有超過一家核數師參與工作，則應確保他們互相協調；

APPOINTMENT, RE-ELECTION AND REMOVAL

All Directors entered into formal letters of appointment with the Company for a term of three years and they are subject to re-election by shareholders of the Company (“Shareholders”) at the annual general meeting of the Company and at least once every three years on a rotation basis in accordance with Article 116 of the articles of association of the Company. A retiring Director is eligible for re-election and re-election of retiring Directors at the AGM of the Company is dealt with by separate individual resolutions. Where vacancies arise at the Board, candidates are proposed and put forward to the Board by the nomination committee of the Company as more fully explained below under the section on “Nomination Committee”.

BOARD COMMITTEES

AUDIT COMMITTEE

The audit committee of the Company (the “Audit Committee”) was established on 4 September 1998. As at 31 December 2023, a majority of the members of the Audit Committee was independent non-executive Directors. Mr. Leong Kwok-kuen, Lincoln is the chairman of the committee and members include Mr. Huang Ting, Mr. Zhong Wei, Mr. Sun Zhe, Mr. Frank Chan Fan and Ms. Qin Hong, while Mr. Leong Kwok-kuen, Lincoln holds accounting-related professional qualifications.

The major duties of the Audit Committee include:

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

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- (3) 就外聘核數師提供非核數服務制定政策，並予以執行(就此規定而言，「外聘核數師」包括與負責核數的公司處於同一控制權、所有權或管理權之下的任何機構，或一個合理知悉所有有關資料的第三方，在合理情況下會斷定該機構屬於該負責核數的公司的本土或國際業務的一部分的任何機構)，以及應就任何須採取行動或改善的事項向董事會報告並提出建議；
- (4) 監察本公司的財務報表以及年度報告及賬目、半年度報告及(若擬刊發)季度報告的完整性，並審閱報表及報告所載有關財務申報的重大意見。審核委員會在向董事會提交有關報表及報告前，應特別針對下列事項加以審閱：
- (i) 會計政策及實務的任何更改；
- (ii) 涉及重要判斷的地方；
- (iii) 因核數而出現的重大調整；
- (iv) 企業持續經營的假設及任何保留意見；
- (v) 是否遵守會計準則；及
- (vi) 是否遵守有關財務申報的《上市規則》及法律規定；
- (5) 就上述(4)項而言，審核委員會成員：
- (i) 須與董事會及高級管理人員聯絡，須至少每年與本公司的核數師開會兩次；及
- (ii) 應考慮於該等報告及賬目中所反映或需反映的任何重大或不尋常事項，並應適當考慮任何由本公司屬下會計及財務彙報職員、監察主任或核數師提出的事項；及
- (iii) 與核數師討論中期審查和年終審計中出現的問題和保留意見，以及核數師希望討論的任何事項(必要時在管理層缺席的情況下)。
- (3) to develop and implement policy on engaging an external auditor to supply non-audit services (for this purpose, “external auditor” includes any entity that is under common control, ownership or management with the audit firm or any entity that a reasonable and informed third party knowing all relevant information would reasonably conclude to be part of the audit firm nationally or internationally), and to report to the Board, to identifying and making recommendations on any matters where action or improvement is needed;
- (4) to monitor integrity of the Company’s financial statements and annual report and accounts, interim report and quarterly financial highlights (or quarterly reports when required by the Listing Rules or when deemed appropriate by the Company), and to review quarterly (as the case may be) significant financial reporting judgments contained in them. In reviewing these reports before submission to the Board, the audit committee should focus particularly on:
- (i) any changes in accounting policies and practices;
- (ii) major judgmental areas;
- (iii) significant adjustments resulting from the audit;
- (iv) the going concern assumptions and any qualifications;
- (v) compliance with accounting standards; and
- (vi) compliance with the Listing Rules and legal requirements in relation to financial reporting;
- (5) in conducting the review described in (4) above, members of the audit committee should:
- (i) liaise with the Board and senior management and meet with the Company’s auditors at least twice a year;
- (ii) consider any significant or unusual items that are, or may need to be, reflected in the report and accounts and should give due consideration to any matters that have been raised by the Company’s staff responsible for the accounting and financial reporting function, compliance officer or auditors; and
- (iii) to discuss with the auditors problems and reservations arising from the interim review and final audits, and any matters the auditors may wish to discuss (in the absence of management where necessary).

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|---|---|
| (6) 檢討本公司的財務監控、內部監控及風險管理制度； | (6) to review the Company's financial controls, risk management and internal control systems; |
| (7) 與管理層討論內部監控系統，確保管理層已履行職責建立有效的內部監控系統。討論內容應包括公司在會計及財務彙報職能方面的資源、員工資歷及經驗是否足夠，以及員工所接受的培訓課程及有關預算又是否充足； | (7) to discuss the risk management and internal control systems with management to ensure that management has performed its duty to have effective systems. This evaluation should include the adequacy of resources, staff qualifications and experience, training programmes and budget of the Group's accounting and financial reporting function; |
| (8) 主動或應董事會的委派，就有關內部監控事宜的重要調查結果及管理層對調查結果的回應進行研究； | (8) to consider major investigation findings on risk management and internal control matters as delegated by the Board or on its own initiative and the management's response to these findings; |
| (9) 檢查外聘核數師給予管理層的《審核情況說明函件》、核數師就會計紀錄、財務賬目或監控系統向管理層提出的任何重大疑問及管理層作出的回應； | (9) to review the external auditor's management letter, any material queries raised by the auditor to management about accounting records, financial accounts or systems of controls and management's response; |
| (10) 檢討及監察內部審核計劃的成效，確保內部核數師與外聘核數師的工作得到協調，確保內部審核功能在本公司內部有足夠資源運作，並且有適當的地位； | (10) to review and monitor the effectiveness of the internal audit function, to ensure coordination between the internal and external auditors, and to ensure that the internal audit function is adequately resourced and has appropriate standing within the Company; |
| (11) 如本公司設有內部審核功能，須確保內部和外聘核數師的工作得到協調；也須確保內部審核功能在發行人內部有足夠資源運作，並且有適當的地位；以及檢討及監察其成效； | (11) where an internal audit function exists, to ensure coordination between the internal and external auditors, and to ensure that the internal audit function is adequately resourced and has appropriate standing within the Company, and to review and monitor its effectiveness; |
| (12) 檢討本集團的財務及會計政策及實務； | (12) to review the Group's financial and accounting policies and practices; |
| (13) 確保董事會及時回應於外聘核數師給予管理層的《審核情況說明函件》中提出的事宜； | (13) to ensure that the Board will provide a timely response to the issues raised in the external auditor's management letter; |
| (14) 檢討本公司設定的以下安排：公司僱員可私下就財務匯報、內部監控或其他方面可能發生的不正當行為提出關注，並應確保有適當安排，讓公司對此等事宜作出公平獨立的調查及採取適當行動； | (14) to review the Company's arrangements which employees of the Company can use, in confidence, to raise concerns about possible improprieties in financial reporting, internal control or other matters and to ensure that proper arrangements are in place for fair and independent investigation of these matters and for appropriate follow-up action; |

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| (15) 擔任本公司與外聘核數師之間的主要代表，負責監察二者之間的關係； | (15) to act as the key representative body for overseeing the Company's relationship with the external auditor; |
| (16) 就審核委員會職權範圍條文本章節的事宜向董事會匯報；及 | (16) to report to the Board on the matters in the paragraphs set out in this section of the terms of reference of the Audit Committee; and |
| (17) 探討其他由董事會界定的課題。 | (17) to consider other topics, as defined by the Board. |

於回顧年度內，審核委員會共召開三次會議，當中本公司核數師參與兩次會議，審閱本集團之中期及全年業績、討論及審批相關財務報告；委員會亦檢討了本集團的內部監控系統、風險評估結果及內部審核工作。

During the year under review, the Audit Committee held three meetings (among which the auditor of the Company attended two meetings) and had reviewed the interim and annual results of the Group, discussed and approved the relevant financial reports; it had also reviewed the Group's internal control system, risk assessment result and internal audit activities.

審核委員會成員於二零二三年之出席紀錄如下：

Attendance of members of the Audit Committee in 2023 is set out as follows:

委員會成員	Committee Members	出席紀錄 Attendance
獨立非執行董事 <i>Independent Non-Executive Directors</i>		
梁國權 ² (委員會主席，於二零二三年七月一日委任)	Leong Kwok-kuen, Lincoln ² (Committee chairman, appointed on 1 July 2023)	1/1
鐘偉	Zhong Wei	3/3
孫哲	Sun Zhe	3/3
陳帆 ² (於二零二三年七月一日委任)	Frank Chan Fan ² (appointed on 1 July 2023)	1/1
秦虹 ² (於二零二三年八月九日委任)	Qin Hong ² (appointed on 9 August 2023)	1/1
尹錦滔 ³ (前委員會主席，於二零二三年七月一日辭任)	Wan Kam To, Peter ³ (former Committee chairman, resigned on 1 July 2023)	2/2
閻焱 ³ (於二零二三年七月一日辭任)	Andrew Y. Yan ³ (resigned on 1 July 2023)	2/2
非執行董事 <i>Non-Executive Director</i>		
黃挺 ¹ (於二零二三年九月十九日委任)	Huang Ting ¹ (appointed on 19 September 2023)	0/0

- | | |
|-----------------------|--|
| 1. 該董事任內舉行0次審核委員會會議。 | 1. There was no meeting held by the Audit Committee during the tenure of the Director. |
| 2. 該董事任內共舉行1次審核委員會會議。 | 2. There was one Audit Committee meeting held during the tenure of the Director. |
| 3. 該董事任內共舉行2次審核委員會會議。 | 3. There were two Audit Committee meetings held during the tenure of the Director. |

薪酬委員會

本公司薪酬委員會（「薪酬委員會」）於二零零五年四月七日成立。於二零二三年十二月三十一日，薪酬委員會成員均為獨立非執行董事。陳帆先生為委員會主席，而成員包括鐘偉先生、孫哲先生、梁國權先生及秦虹女士。

薪酬委員會的主要職責包括：

- (1) 向董事會提出下列建議：本公司之所有董事、高級管理人員及所有其他管理人員的薪酬政策及架構，以及如何設立正規而具透明度的程序來制訂薪酬政策；
- (2) 向董事會建議執行董事、高級管理人員及所有其他管理人員的薪酬待遇。此應包括固定薪金、獎金、激勵計劃、認股權、非金錢利益、退休金及賠償金（包括喪失或終止職務或委任的賠償）。應考慮（包括但不限於）由董事會設立的符合市場化要求的選人用人機制及具有市場競爭力的關鍵核心人才薪酬分配制度，其中應包括進一步考慮同類公司支付的薪酬、須付出的時間及職責以及本集團內其他職位的僱用條件；
- (3) 檢討高級管理人員及所有其他管理人員的年度業績合同、年度考評結果、任期業績合同及任期考評結果；
- (4) 檢討年度薪酬預算及年度結算建議；
- (5) 因應董事會所訂企業方針及目標而檢討及批准管理層的薪酬建議；
- (6) 檢討及批准向執行董事及高級管理人員就其喪失或終止職務或委任而須支付的賠償，以確保該等賠償與合約條款一致；若未能與合約條款一致，賠償亦須公平合理，不致過多；

REMUNERATION COMMITTEE

The remuneration committee of the Company (the "Remuneration Committee") was established on 7 April 2005. As at 31 December 2023, all the members of the Remuneration Committee were independent non-executive Directors. Mr. Frank Chan Fan is the chairman of the committee and members include Mr. Zhong Wei, Mr. Sun Zhe, Mr. Leong Kwok-kuen, Lincoln and Ms. Qin Hong.

The major duties of the Remuneration Committee include:

- (1) to make the following recommendations to the Board: the Company's policy and structure for all Directors', the senior management and all other managers' remuneration, and the establishment of a formal and transparent procedure for developing remuneration policy;
- (2) to make recommendations to the Board on the remuneration packages of executive Directors, senior management and all other managers. This should include fixed salaries, bonuses, incentives schemes, share options, non-pecuniary benefits, pensions and compensation payments (including any compensation payable for loss or termination of their office or appointment), considering factors including but not limited to the market-based procedures of selection and appointment and the competitive policies on the allocation of remuneration for key talents set by the Board which shall include further consideration of salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the Group;
- (3) to review the annual performance contracts, annual assessment results, tenure performance contracts and tenure assessment results of the senior management and all other managers;
- (4) to review the annual salary budget and the annual settlement proposal;
- (5) to review and approve the management's remuneration proposals with reference to the Board's corporate goals and objectives;
- (6) to review and approve compensation payable to the executive Directors and senior management for any loss or termination of office or appointment to ensure that it is consistent with contractual terms and is otherwise fair and not excessive;

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| (7) 檢討及批准因董事行為失當而被解雇或罷免有關董事所涉及的賠償安排，以確保該等安排與合約條款一致；若未能與合約條款一致，有關賠償亦須合理適當； | (7) to review and approve compensation arrangements relating to dismissal or removal of directors for misconduct to ensure that they are consistent with contractual terms and are otherwise reasonable and appropriate; |
| (8) 就非執行董事的薪酬向董事會提出建議； | (8) to make recommendations to the Board on the remuneration of non-executive Directors; |
| (9) 確保任何董事或其任何聯繫人不得參與釐定其本身的薪酬； | (9) to ensure that no Director or any of his or her associates is involved in deciding his or her own remuneration; |
| (10) 審閱及／或批准有關根據上市規則第十七章所設立的股份計畫的事宜；及 | (10) to review and/or approve matters relating to share plans established under Chapter 17 of the Listing Rules; and |
| (11) 研究其他由董事會界定的課題及職責。 | (11) to consider other topics and duties as defined by the Board. |

本公司執行董事及本公司高級管理人員整體薪酬由基本工資、績效獎金及中長期激勵計劃三個主要部分構成，本公司按照年度及更長周期確定業績與戰略目標，並基於整體業績目標向各執行董事及高級管理人員分派任務，並按照設定的衡量標準與方法進行考核。績效獎金根據年度績效考核結果確定，促進年度業績目標達成，中長期激勵與公司中長期戰略目標關聯，根據戰略週期考核結果確定，實現企業經營管理者與企業所有者利益的統一，促進公司健康發展。

The total remuneration of executive Directors and senior management of the Company comprises three key components, namely basic salary, bonus and the mid-to-long term incentive scheme. The Company sets its strategic and performance targets on an annual and long-term basis. Based on the Company's overall performance targets, the Company assigns responsibilities and sets performance benchmarks and evaluation methods for each executive Director and members of the senior management team. To promote the achievement of annual performance goals, actual performance is assessed against annual performance targets in order to determine the bonus. To align the interests of owners and management team of the Company and promote healthy development of the Company, the mid-to-long term incentive scheme is correlated with mid-to-long term strategic targets of the Company and determined by evaluating the performance in corresponding strategical period.

本公司非執行董事、獨立非執行董事的薪酬為董事酬金。本公司建立年度定期檢討機制，每年對標行業標杆公司、參考市場通脹水平，結合董事的工作量、責任及承擔風險等，檢討執行董事、非執行董事和獨立非執行董事的薪酬。

The emoluments of non-executive Directors and independent non-executive Directors of the Company are Directors' emoluments. The Company establishes a mechanism for regular review annually, by which the remuneration of executive Directors, non-executive Directors and independent non-executive Directors are reviewed against benchmark companies in the industry every year with reference to market inflation levels, taking into account Directors' workload, responsibilities and risks borne.

於回顧年度，薪酬委員會已檢討董事薪酬之政策、評估董事及高級管理層表現及本公司獎勵機制。年內薪酬委員會舉行過五次會議，批准董事及高層管理人員之薪酬、獎金及中長期激勵計劃的歸屬方案等。薪酬委員會就此根據個別董事及本集團高層管理人員之薪酬組合向董事會作出推薦建議，以供最終採納。該等會議之出席紀錄列載如下：

During the year under review, the Remuneration Committee has reviewed the policy for the remuneration of Directors, assessed performance of Directors and senior management and the incentive mechanism of the Company. There were five meetings held by the Remuneration Committee to approve the increase in salaries, bonus and the vesting plan of the mid-to-long term incentive scheme to Directors and senior management during the year. In this regard, the Remuneration Committee made recommendations to the Board on the remuneration packages of individual Directors and senior management of the Group for final adoption. The attendance at these meetings is as follows:

委員會成員	Committee Members	出席紀錄 Attendance
獨立非執行董事	Independent Non-Executive Directors	
陳帆 ¹ (委員會主席， 於二零二三年七月一日委任)	Frank Chan Fan ¹ (Committee chairman, appointed on 1 July 2023)	3/3
鐘偉	Zhong Wei	5/5
孫哲	Sun Zhe	5/5
梁國權 ¹ (於二零二三年七月一日委任)	Leong Kwok-kuen, Lincoln ¹ (appointed on 1 July 2023)	3/3
秦虹 ² (於二零二三年八月九日委任)	Qin Hong ² (appointed on 9 August 2023)	2/2
閻焱 ² (前委員會主席， 於二零二三年七月一日辭任)	Andrew Y. Yan ² (former Committee chairman, resigned on 1 July 2023)	2/2
尹錦滔 ² (於二零二三年七月一日辭任)	Wan Kam To, Peter ² (resigned on 1 July 2023)	2/2
何顯毅 ² (於二零二三年七月一日辭任)	Ho Hin Ngai, Bosco ² (resigned on 1 July 2023)	1/2

1. 該董事任內共舉行3次薪酬委員會會議。

1. There were three Remuneration Committee meetings held during the tenure of the Director.

2. 該董事任內共舉行2次薪酬委員會會議。

2. There were two Remuneration Committee meetings held during the tenure of the Director.

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於截至二零二三年十二月三十一日止年度，高層管理人員之薪酬明細如下：

For the year ended 31 December 2023, the details of the remuneration of the senior management were as follows:

(人民幣千元)
(RMB'000)

薪金及其他福利	Salaries and other benefits	66,187
退休福利計劃供款	Contributions to retirement benefit schemes	2,066

附註：

Note:

高層管理人員包括本公司執行董事和其他高層管理人員。

Senior management included the executive Directors and other members of senior management of the Company.

高層管理人員之成員按範圍劃分之薪酬列載如下：

The remuneration of the members of the senior management by band is set out below:

薪酬範圍	Remuneration band	人數 Number of persons
每年低於人民幣 1,000,000 元	Less than RMB1,000,000 per annum	1
每年人民幣 1,000,001 元至人民幣 3,000,000 元	RMB1,000,001 to RMB3,000,000 per annum	1
每年人民幣 3,000,001 元至人民幣 5,000,000 元	RMB3,000,001 to RMB5,000,000 per annum	4
每年人民幣 5,000,001 元至人民幣 7,000,000 元	RMB5,000,001 to RMB7,000,000 per annum	7
每年人民幣 7,000,001 元至人民幣 7,500,000 元	RMB7,000,001 to RMB7,500,000 per annum	1

關於董事酬金及五名最高薪人士之更多詳情，已按上市規則附錄D2(前稱附錄十六)之規定披露，並載於財務報表附註8及50。

Further particulars regarding the Directors' emoluments and the five highest paid individuals as required to be disclosed pursuant to Appendix D2 (formerly known as Appendix 16) to the Listing Rules are set out in notes 8 and 50 to the financial statements.

提名委員會

本公司提名委員會（「提名委員會」）於二零零七年三月三十日成立。於二零二三年十二月三十一日，提名委員會成員主要為獨立非執行董事。委員會主席為執行董事李欣先生，成員包括獨立非執行董事鐘偉先生、陳帆先生及梁國權先生。

提名委員會之主要職責包括：

- (1) 至少每年檢討董事會的架構、人數及組成（包括技能、知識、經驗及性別多元化方面），並就任何為配合公司的公司策略而擬對董事會作出的變動提出建議；
- (2) 制定及維持董事會成員的提名政策，包括提名程序和委員會在年內識別、甄選及推薦董事候選人的程序及準則，以及定期審議及在本公司的《企業管治報告》內披露政策和達致政策中所制定的目標的進度。委員會應確保甄選程序透明及公平，並確保委員會考慮在董事會聯系圈外的各類候選人及符合本公司的多元化政策；
- (3) 制定和維持有關董事會成員多元化政策，並定期檢討多元化政策下可計量目標實施進展和即時性，以及在本公司的《企業管治報告》內披露有關多元化的政策或政策摘要、可計量目標以及達致該等目標的進度（其中考慮因素包括但不限於性別、年齡、文化及教育背景或專業經驗）；
- (4) 物色具備合適資格可擔任董事會成員的人士，評估董事候選人是否合適和符合資格成為董事（包括該名人士可為公司董事會帶來的觀點與角度、技能及經驗以及該名人士如何促進董事會成員多元化），並向董事會匯報評估結果，以及挑選提名有關人士出任董事或就此向董事會提供建議；

NOMINATION COMMITTEE

The nomination committee of the Company (the "Nomination Committee") was established on 30 March 2007. As at 31 December 2023, a majority of the members of Nomination Committee was independent non-executive Directors. The executive Director, Mr. Li Xin is the chairman of the committee, and other members include Mr. Zhong Wei, Mr. Frank Chan Fan and Leong Kwok-kuen, Lincoln, all being independent non-executive Directors.

The major duties of the Nomination Committee include:

- (1) to review the structure, size and composition (including the skills, knowledge, experience and gender diversity) of the Board at least annually and to make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
- (2) to develop and maintain a nomination policy for the Board, including the nomination procedures and the process and criteria adopted by the Committee to identify, select and recommend candidates to become a Director, and to review regularly and disclose in the Company's corporate governance report the policy and progress towards achieving the objectives under the policy. The Committee should ensure that the selection process is transparent and fair, and that it considers a wide range of candidates who are outside of the Board's circle and in accordance with the Company's diversity policy;
- (3) to develop and maintain a diversity policy for the Board, to review regularly the implementation of the measurable objectives under the policy, and to disclose the diversity policy (or a summary thereof), the measurable objectives and the progress towards achieving those objectives in the Company's corporate governance report after considering factors including but are not limited to gender, age, cultural and educational background or professional experience);
- (4) to identify individuals suitably qualified to become Board members, assess the suitability and qualification of the candidates for directorship (including the perspectives, skills and experiences that the individual can bring to the Board and how the individual can promote the diversity of the Board), report to the Board on the assessment results, and select or make recommendations to the Board on the selection of individuals nominated for directorships;

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| (5) 參照上市規則的要求，評核獨立非執行董事的獨立性並說明原因； | (5) to assess the independence of the independent non-executive Directors with reasons, having regard to the requirements under the Listing Rules; |
| (6) 在物色和提名獨立非執行董事時，如果該獨立非執行董事候選人將出任第七家或以上的上市公司董事職務，評估該董事候選人是否可以為履行公司董事責任投入充足的時間和董事會的評估結果和原因； | (6) when identifying and nominating individuals to become independent non-executive Directors, to assess whether and why such individuals can devote sufficient time to the Board if he/she will be holding his/her seventh or more listed company directorship; |
| (7) 就已在任超過九年的獨立非執行董事是否應獲得重選的原因進行考慮，並就有關考慮因素、決定過程及討論內容進行說明和記錄； | (7) to consider the reasons for whether independent non-executive directors who have served for over nine years shall be re-elected, and explain and record the relevant considerations, decision-making process and discussions; |
| (8) 就董事委任或重新委任以及董事(尤其是主席及行政總裁/董事總經理)繼任計劃向董事會提出建議；及 | (8) to make recommendations to the Board on the appointment or re-appointment of Directors and succession planning for directors, in particular, the chairman and the chief executive/managing director; and |
| (9) 就高級管理人員(包括但不限於總裁、高級副總裁、副總裁、首席財務官、總法律顧問及董事會秘書等公司章程列示的高級管理人員)的委任或續任擬備合資格候選人名單，並向董事會提出建議。 | (9) to prepare a list of qualified candidates for the appointment or re-appointment of senior management (including but not limited to the president, senior vice president, vice president, chief financial officer, general counsel and secretary to the Board and senior management as stipulated in the Articles of Association) and make recommendations to the Board. |

獨立非執行董事(一如其他董事)有權就董事會會議上討論事項向本公司高級管理人員尋求進一步資料及文件。彼等亦可向本公司之公司秘書尋求協助，及如有需要，可尋求獨立專業意見，費用概由本公司承擔。彼等或彼等之任何緊密聯繫人於任何合約或安排中擁有重大利益，則該獨立非執行董事不得就通過該合約或安排之董事決議案投票，亦不得計入該會議的法定人數。上述機制旨在確保董事會有較強的獨立元素，及可取得獨立觀點及意見。於二零二三年十二月三十一日止年度，五名獨立非執行董事恆常出席董事會會議並積極參與董事會的決策程序，在董事會履行其職責時各自向其提供獨立觀點和意見。基於以上，董事會經檢討後認為其獲取獨立觀點和意見的機制已被全面落實並持續有效。

The independent non-executive Directors (as other directors) are entitled to seek further information and documentation from the management on the matters to be discussed at Board meetings. They can also seek assistance from the Company's company secretary and, where necessary, independent advice from external professional advisers at the Company's expense. They shall not vote or be counted in the quorum on any board resolution approving any contract or arrangement in which he/she or any of his/her close associates has a material interest. Such mechanisms are to ensure that a strong independent element on, and independent views and input are available to the Board. During the year ended 31 December 2023, the 5 independent non-executive Directors attended Board meetings regularly and actively participated in the decision-making process of the Board, and provided independent views and opinions to the Board when it performed its duties. In view of the above, and after review, the Board believes that its mechanisms for obtaining independent views and input have been fully implemented and continues to be effective.

本公司視提升董事會層面的多元化為實現本集團戰略目標及達致可持續均衡發展的關鍵元素，加上為遵守於二零一三年九月一日生效的企業管治守則有關董事會多元化的條文，董事會已採納有關董事會成員多元化的政策（「董事會多元化政策」），當中載有提名委員會於檢討及評估董事會組成成員時應考慮的若干因素，包括但不限於性別、年齡、種族、文化及教育背景、溝通方式、人際技巧、職能專長、解決問題技巧、專業資格、知識及行業以及地區經驗以及其他特質，且董事會之所有委任將以選賢與能為基準，並計及本集團自身業務模式及不時之具體需求等有關因素作出。本公司將適時根據業務發展及企業管治的需要加強董事會成員多元化。

經董事會討論，本公司董事會性別多元化數字目標為女性董事不少於一位。截至二零二三年底，本公司女性董事為兩位（佔其時董事會成員數16.67%），符合董事會設定的目標。未來公司將通過多元化渠道物色專業董事人選，以進一步提升董事會多元化水平。二零二三年期間，提名委員會對董事會的架構、人數、成員多元化，以及甄選董事人選的準則和《董事會多元化政策》進行檢討，以確保董事會的組成符合《主板上市規則》，以及會從多個方面考慮董事會成員多元化，包括但不限於文化及教育背景、專業經驗、技能、知識、性別、年齡、種族及服務任期，評估有關人選可為董事會帶來的技能，經驗和多元觀點與角度，以及其為董事會作出的貢獻。董事會所有委任均以用人唯才為原則，並在考慮人選時以客觀條件充分顧及董事會成員多元化的裨益。

The Company considers increasing diversity at the Board level as an essential element in attaining its strategic objectives and achieving sustainable and balanced development for the Group, and also for the compliance to the provisions in the CG Code on board diversity which became effective on 1 September 2013, the Board has adopted a policy concerning diversity of Board members (the "Board Diversity Policy") setting out a number of factors, including but not limited to gender, age, ethnicity, cultural and educational background, communication styles, interpersonal skills, functional expertise, problem solving skills, professional qualifications, knowledge and industry and regional experience and other qualities, and all appointments to the Board will be based on merits and competence and will take into account of factors based on the Group's own business model and specific needs from time to time. The Company shall strengthen the board diversity as and when appropriate according to the needs of business development and corporate governance.

After discussion by the Board, the gender diversity target for the Company's Board is having at least one female Director in the Board. At the end of 2023, there were two female directors of the Company (representing 16.67% of the current Board), in line with the target set by the Board. In the future, the Company will seek professional Director candidates through diversified channels to further enhance the diversity level of the Board. During 2023, the Nomination Committee reviewed the structure, size, and diversity of the Board as well as the selection criteria for Director candidate(s) and the Board Diversity Policy, to ensure that the Board's composition complies with the Main Board Listing Rules and the Board diversity has been considered from a number of aspects, including but not limited to cultural and educational background, professional experience, skills, knowledge, gender, age, ethnicity and length of service, to assess whether the skills, experiences and diverse perspectives as well as the contribution that the candidate can bring to the Board. All Board appointments will be based on meritocracy, and candidates will be considered against objective criteria, having due regard for the benefits of diversity on the Board.

企業管治報告

CORPORATE GOVERNANCE REPORT

在全體員工層面，本集團嚴格遵守相關法律法規，制定本集團的內部政策，堅持公平、公開的僱用原則以杜絕一切性別、年齡、種族、地區等因素的歧視行為，為員工提供平等的就業和晉升機會，尊重並保護員工隱私，創造多元包容的職場環境。截至二零二三年十二月三十一日，本集團高級管理層全部由男性成員組成；本集團總員工數為61,658人，當中女性員工數為22,222人（佔比36%），男性員工數則為39,436人（佔比64%），本公司預計因應業務發展需要，全體員工的性別比例在中期將維持在現時的水平。

本公司於二零一八年十二月四日制定及採納董事提名政策，於二零二二年十二月二十二日修訂了董事提名政策，並於當日生效。根據該董事提名政策，本公司將以正式、經審慎考慮並具透明度之程式委任董事。提名委員會將會妥為考慮以下條件（統稱為「該等條件」）以評核、甄選及向董事會建議一名或多名候選人擔任董事，該等條件包括但不限於：(a)多元化觀點，包括但不限於性別、年齡、文化背景及教育背景、專業經驗、技能、知識、服務年期及當時董事會性別多元化的實現情況；(b)資格，包括在本公司的業務所涉及的有關行業之中的成就及經驗及其他專業資質；(c)就可用時間投入而言，對於有效履行董事會的職責的承擔確保可投入對應充分的時間；(d)品格誠信方面的聲譽；(e)該（等）候選人可以為董事會帶來的潛在貢獻；(f)該（等）候選人的委任是否能避免潛在的利益衝突；及(g)對於董事會繼任有序予以落實的一項或多項計劃。

提名委員會將會妥為考慮以下條件以評核及向董事會建議一名或多名退任的董事接受再度委任，條件包括但不限於：(a)該（等）退任的董事對於本公司的整體貢獻及服務，包括但不限於出席董事會的會議及／或其屬下委員會的會議及股東大會（如適用），以及在董事會及／或其屬下委員會的參與程度及表現；及(b)該（等）退任的董事是否繼續符合該等條件。

In respect of our staff, the Group strictly complies with the relevant laws and regulations in formulating the internal policies of the Group, and adheres to the principle of fair and open employment in order to eliminate all discrimination based on factors such as gender, age, race, and region, and provides our employees with a diverse and inclusive working environment with fair employment and promotion opportunities, respect and privacy. As of 31 December 2023, the senior management of the Company comprises all male members; and the total number of employees of the Group was 61,658, among which the number of female employees was 22,222 (36%), and the number of male employees was 39,436 (64%). The Company expects that in consideration of the business development, the gender ratio of all employees will be maintained at the current level in the medium term.

The Company developed and adopted Director Nomination Policy on 4 December 2018, and updated on 22 December 2022, effective on the same day. Pursuant to the Director Nomination Policy, Directors are appointed through formal, considered and transparent procedures. The Nomination Committee will evaluate, select and recommend candidate(s) for directorships to the Board by giving due consideration to criteria including but not limited to (collectively, the "Criteria"): (a) diversity in aspects including but not limited to gender, age, cultural and educational background, professional experience, skills, knowledge, length of service and then attainment of gender diversity of the Board; (b) qualifications, including accomplishment and experience in the relevant industries the Company's business is involved in and other professional qualifications; (c) effective fulfillment of commitment for responsibilities of the Board in respect of available time to ensure sufficient time may be devoted to accordingly; (d) reputation for character and integrity; (e) contribution that the candidate(s) can potentially bring to the Board; (f) whether the appointment of the candidate(s) can avoid a potential conflict of interest; and (g) plan(s) in place for the orderly succession of the Board.

The Nomination Committee will evaluate and recommend retiring Director(s) to the Board for re-appointment by giving due consideration to the criteria including but not limited to: (a) the overall contribution and service of the retiring Director(s) to the Company, including but not limited to the attendance of the meetings of the Board and/or its committees and general meetings where applicable, in addition to the level of participation and performance on the Board and/or its committees; and (b) whether the retiring Director(s) continue(s) to satisfy the Criteria.

除該等條件以外，提名委員會將會妥為考慮多項因素以評核及建議一名或多名候選人擔任獨立非執行董事一職，因素包括但不限於《上市規則》第3.10、3.10A、3.13條及企業管治守則條文第B.2.3、B.3.4(b)條（經不時修訂）就有關獨立性、董事會當時的獨立非執行董事的人員組成情況、該（等）候選人在其他上市公司任職董事的情況以及時任獨立非執行董事人員在任年期（如適用）等，載列的因素。董事提名政策詳情已上載於本公司網站，以供查閱。

於二零二三年，提名委員會舉行過五次會議，分別建議董事會委任黃挺先生為本公司非執行董事；及陳帆先生、梁國權先生、秦虹女士為本公司獨立非執行董事。該等會議之出席記錄列載如下：

In addition to the Criteria, the Nomination Committee will evaluate and recommend candidate(s) for the position(s) of the independent non-executive Directors by giving due consideration to the factors including but not limited to those set out in Rules 3.10, 3.10A, 3.13 and Code Provision B.2.3 and B.3.4(b) of the CG Code under the Listing Rules (as amended from time to time) in relation to independence, composition of the then independent non-executive Directors of the Board, the directorship of the candidate(s) in other listed companies and the term of office of the then independent non-executive directors (if applicable) etc. The Director Nomination Policy is available on the website of the Company.

During 2023, the Nomination Committee held five meetings at which the respective appointments of Mr. Huang Ting as a non-executive Director; and Mr. Frank Chan Fan, Mr. Leong Kwok-kuen, Lincoln and Ms. Qin Hong as independent non-executive Directors, were recommended to the Board for approval. The attendance of these meetings are as follow:

委員會成員	Committee Members	出席記錄 Attendance
執行董事	Executive Director	
李欣(委員會主席)	Li Xin (Committee chairman)	5/5
獨立非執行董事	Independent Non-Executive Directors	
鐘偉	Zhong Wei	5/5
陳帆 ¹ (於二零二三年七月一日委任)	Frank Chan Fan ¹ (appointed on 1 July 2023)	2/2
梁國權 ¹ (於二零二三年七月一日委任)	Leong Kwok-kuen, Lincoln ¹ (appointed on 1 July 2023)	2/2
閻焱 ² (於二零二三年七月一日辭任)	Andrew Y. Yan ² (resigned on 1 July 2023)	3/3
何顯毅 ² (於二零二三年七月一日辭任)	Ho Hin Ngai, Bosco ² (resigned on 1 July 2023)	2/3

1. 該董事任內共舉行2次提名委員會會議。

1. There were two Nomination Committee meetings held during the tenure of the Director.

2. 該董事任內共舉行3次提名委員會會議。

2. There were three Nomination Committee meetings held during the tenure of the Director.

企業管治報告

CORPORATE GOVERNANCE REPORT

企業管治委員會

本公司之企業管治委員會（「企業管治委員會」）於二零一二年三月九日成立。於二零二三年十二月三十一日，企業管治委員會之成員主要為獨立非執行董事。委員會主席為獨立非執行董事秦虹女士，而其他成員包括執行董事李欣先生，非執行董事竇健先生，獨立非執行董事陳帆先生及梁國權先生。

企業管治委員會之職責範圍主要包括：(1)制定及檢討本公司的企業管治政策及常規，並向董事會提出建議；(2)檢討及監察董事及高級管理人員的培訓及持續專業發展；(3)檢討及監察本公司在遵守法律及監管規定方面的政策及常規；(4)制定、檢討及監察僱員及董事的操守準則及合規手冊（如有）；及(5)檢討本公司遵守《企業管治守則》常規慣例的情況及本報告在《企業管治報告》內的披露。相關詳情已上載於聯交所及本公司網站，以供查閱。

於二零二三年，企業管治委員會舉行了一次會議，檢討及監察董事及高級管理人員的培訓及持續專業發展，及檢討本公司遵守企業管治守則的情況及在企業管治報告內的披露。該次會議之出席紀錄如下：

CORPORATE GOVERNANCE COMMITTEE

The corporate governance committee of the Company (the “CG Committee”) was established on 9 March 2012. As at 31 December 2023, a majority of the members of CG Committee was independent non-executive Directors. The independent non-executive Director, Ms. Qin Hong is the chairman of the CG Committee and members include Mr. Li Xin, being an executive Director, Mr. Dou Jian, being a non-executive Director, Mr. Frank Chan Fan and Mr. Leong Kwok-kuen, Lincoln, both being independent non-executive Directors.

Major duties of the CG Committee include: (1) to develop and review the Company’s policies and practices on corporate governance and make recommendations to the Board; (2) to review and monitor the training and continuous professional development of Directors and senior management; (3) to review and monitor the Company’s policies and practices on compliance with legal and regulatory requirements; (4) to develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees and Directors; and (5) to review the Company’s compliance with the code on corporate governance practice set out in the “CG Code” and disclosure in the section headed “Corporate Governance Report” of this report, details of which are available on the websites of the Stock Exchange and the Company.

During 2023, one meeting was held by the CG Committee to review and monitor training and continuous professional development of Directors and senior management as well as reviewing compliance with CG Code by the Company and disclosure in Corporate Governance Report. The attendance of this meeting is as follows:

委員會成員	Committee Members	出席記錄 Attendance
獨立非執行董事	Independent Non-Executive Directors	
秦虹 ¹ （委員會主席， 於二零二三年八月九日委任）	Qin Hong ¹ (Committee chairman, appointed on 9 August 2023)	0/0
陳帆 ¹ （於二零二三年七月一日委任）	Frank Chan Fan ¹ (appointed on 1 July 2023)	0/0
梁國權 ¹ （於二零二三年七月一日委任）	Leong Kwok-kuen, Lincoln ¹ (appointed on 1 July 2023)	0/0
何顯毅（前委員會主席， 於二零二三年七月一日辭任）	Ho Hin Ngai, Bosco (former Committee chairman, resigned on 1 July 2023)	1/1
閻焱（於二零二三年七月一日辭任）	Andrew Y. Yan (resigned on 1 July 2023)	1/1
尹錦滔（於二零二三年七月一日辭任）	Wan Kam To, Peter (resigned on 1 July 2023)	1/1
執行董事	Executive Director	
李欣	Li Xin	1/1
非執行董事	Non-Executive Director	
竇健 ¹ （於二零二三年七月一日委任）	Dou Jian ¹ (appointed on 1 July 2023)	0/0

¹ 該董事任內共舉行0次企業管治委員會會議。

¹ There was no meeting held by the CG Committee during the tenure of the Director.

執行委員會

本公司之執行委員會（「執委會」）於二零一七年四月十八日成立。於二零二三年十二月三十一日，執委會之成員均為執行董事。委員會主席為李欣先生，而其他成員包括張大為先生、謝驥先生及郭世清先生。自二零二四年三月一日起，執行董事陳偉先生獲委任為執委會之成員。

執委會之職權範圍書於二零二四年一月二十九日修訂並獲董事會審批後生效，執委會主要職責包括以下內容：

- (1) 在董事會批准的年度投資預算範圍內，
 - 針對開發銷售型、經營性不動產業務投資，批准單筆交易金額低於本公司市值10%的公開市場項目、權益對價低於人民幣50億元的收併購項目、權益對價低於人民幣50億元的城市更新項目。
 - 針對生態圈要素型業務投資，批准權益對價低於人民幣20億元的項目。並批准任一名或多名成員簽署交易涉及的相關文件（包括加蓋公司鋼印）。
- (2) 批准金額不低於人民幣1億元且低於人民幣5億元的持有類項目大型資本化改造；
- (3) 批准重點持有類項目重大偏差複盤檢討及方案更新（如開業時間延期超過6個月等）；
- (4) 批准交易標的賬面淨值或評估值超過人民幣1億元，但交易金額低於人民幣50億元的資產處置交易；

EXECUTIVE COMMITTEE

The executive committee of the Company (the "Executive Committee") was established on 18 April 2017. As at 31 December 2023, all members of Executive Committee were executive Directors. Mr. Li Xin is the chairman of the Executive Committee and members included Mr. Zhang Dawei, Mr. Xie Ji and Mr. Guo Shiqing. With effect from 1 March 2024, Mr. Chen Wei, an executive Director, was appointed as a member of the Executive Committee.

The terms of reference for Executive Committee was amended and approved by the Board on 29 January 2024. The major duties of the Executive Committee are listed as follows:

- (1) subject to the annual investment budget approved by the Board,
 - for investments in development properties and investment properties business, to approve open market projects with an amount per transaction of less than 10% of the Company's market capitalization, mergers and acquisitions projects with an attributable consideration of less than RMB5.0 billion, and urban renewal projects with an attributable consideration of less than RMB5.0 billion;
 - for investments in eco-system elementary businesses, to approve projects with an attributable consideration of less than RMB2.0 billion;and approve any one member or more members to sign the related documents of such transactions (including stamping the Company's stamp).
- (2) to approve large-scale investment property renovation projects with a capex amount of not less than RMB100 million but less than RMB500 million;
- (3) to approve the review and plan update of major development deviations in key investment properties projects (such as the opening date being extended by more than 6 months, etc.);
- (4) to approve asset disposal transactions where the net book value or appraised value of the subject matter of the transaction exceeds RMB100 million but the transaction amount is less than RMB5.0 billion;

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| (5) 批准單筆交易合同金額人民幣5億元以上或面積1萬平方米以上但交易金額低於人民幣50億元的公建類大宗交易； | (5) to approve bulk transactions of non-residential products where the contract amount exceeds RMB500 million for a single transaction or with an area of more than 10,000 square meters but the transaction amount is less than RMB5.0 billion; |
| (6) 批准資產由持有類轉為銷售類或銷售類轉為持有類的變更； | (6) to approve changes in the classification of assets from held to sales or from sales to held; |
| (7) 批准以下五項規模測試比率低於5%的對外付款，但不包括按照已審批合同約定金額的支付、股息支付、銀行貸款還本付息等剛性支出： | (7) to approve the following external payment with a limit of less than 5% in terms of five size test ratios but excluding rigid expenses such as the payment of the agreed amount in accordance with the approved contract, the payment of dividends, the payment of principal and interests of bank loans: |
| (a) 年度預算內大額資金調用和使用：單筆金額不低於人民幣30億元， | (a) revision to the allotment and usage of large amount of capital within annual budget: a single payment amounting to not less than RMB3.0 billion; |
| (b) 超預算的資金調用和使用：單筆金額不低於人民幣5億元， | (b) revision to the allotment and usage of capital beyond budget: a single payment amounting to not less than RMB500 million; |
| (8) 批准本公司及其附屬公司境內及境外申請註冊發行債券額度； | (8) to approve the registration and issuance of onshore and offshore bonds by the Company and its subsidiaries; |
| (9) 批准本公司在年度資產負債率管理目標內進行的債權融資活動（包括但不限於發債、銀行貸款等，但不包括發行可轉換債券）； | (9) to approve debt financing activities of the Company (including but not limited to the issuance of bonds, bank loans, etc., but excluding the issuance of convertible bonds) to be undertaken within the annual target for the management of the asset-liability ratio; |
| (10) 批准公司刊載如上市規則13.18條規定的有關貸款協議（載有關於控股股東須履行特定責任的條件）的公告，並批准任一成員對公告做適當修改，及安排公告相關事宜； | (10) to approve the publication by the Company of an announcement in relation to any loan agreement (which shall contain conditions relating to performance of certain obligations by the controlling shareholders of the Company) as required under Rule 13.18 of the Listing Rules, and to approve any appropriate amendments to the announcement by any member, and to arrange for the announcement of relevant matters; |
| (11) 批准本公司及其附屬公司向非關連方提供的五項規模測試比率低於5%的賠償保證、擔保、財務資助或融資安排，惟本公司向其附屬公司（不屬上市規則所定義之關連人士）提供賠償保證、擔保、財務資助或融資（無論該財務資助的貸款規模大小）的任何安排除外； | (11) to approve the provision of indemnity, guarantee, financial assistance or financing arrangement by the Company and its subsidiaries to non-connected parties with a limit of less than 5% in terms of five size test ratios, except for any arrangement for the provision of indemnity, guarantee, financial assistance or financing by the Company to its subsidiaries (not being connected persons as defined in the Listing Rules) (regardless of the size of the loan of such financial assistance); |

- (12) 批准年度捐款預算內且金額為人民幣300,000元以上的任何捐款；
- (13) 處理由董事會授權委員會處理的任何其他特定事務。

- (12) to approve any donation with an amount of more than RMB300,000 within the annual donation budget;
- (13) to transact any other specific matters that the committee is authorized by the Board to transact.

於回顧年度內，執委會有效及適時地管理本公司的日常運作，共召開一百九十四次會議；委員會主席亦每季度以現場會議或書面形式向董事會匯報執委會決議情況。執委會成員於二零二三年之出席紀錄如下：

During the year under review, the Executive Committee held one hundred and ninety four meetings for the purpose of effective and timely management of the Company's day-to-day operation. The committee chairman reported to the Board on a quarterly basis and the resolutions were passed by the Executive Committee through physical meeting or written document. Attendance of members of the Executive Committee in 2023 is set out as follows:

委員會成員	Committee Members	出席紀錄 Attendance
執行董事	Executive Directors	
李欣(委員會主席)	Li Xin (Committee chairman)	194/194
張大為	Zhang Dawei	186/194
謝驥	Xie Ji	194/194
郭世清	Guo Shiqing	194/194
吳秉琪 ¹ (於二零二三年九月二十八日辭任)	Wu Bingqi ¹ (resigned on 28 September 2023)	143/151

1. 該董事任內共舉行151次執委會會議。

1. There were 151 Executive Committee meetings held during the tenure of the Director.

企業社會責任委員會

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

為進一步提升本公司企業管治水平、完善管治架構、細化董事會職責分工，本公司於二零一九年三月二十六日成立企業社會責任委員會，協助董事會指導及監察本集團發展及落實企業社會責任工作。於二零二三年十二月三十一日，企業社會責任委員會之成員包括一名執行董事，一名非執行董事和兩名獨立非執行董事。執行董事李欣先生擔任委員會主席，其他成員包括非執行董事程紅女士、獨立非執行董事鐘偉先生及孫哲先生。企業社會責任委員會的主要職責包括：

To further enhance the Company's corporate governance, improve the governance structure and refine the division of responsibilities of the Board, a corporate social responsibility ("CSR") committee ("CSR Committee") was formed by the Company on 26 March 2019, to assist the Board in providing direction on and overseeing the development and implementation of the CSR initiatives of the Group. As at 31 December 2023, the members of CSR Committee includes one executive Director, one non-executive Director and two independent non-executive Directors. Executive Director, Mr. Li Xin is the committee chairman, and members include Ms. Cheng Hong, being a non-executive Director, Mr. Zhong Wei and Mr. Sun Zhe, both being independent non-executive Directors. Key responsibilities of the CSR Committee include:

1. 監察企業社會責任願景、策略及政策的制定

1. Oversight of the development of the CSR vision, strategy and policies

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| <p>(a) 指導及檢討本集團的企業社會責任願景、目標及策略，並就相關企業社會責任工作向董事會提供建議以供批准；</p> <p>(b) 監察及檢視新出現的企業社會責任趨勢及事宜，因應該等趨勢及事宜為本集團制定企業社會責任願景提供指引，並就如何應對目前和新出現對本集團產生影響的可持續發展及社會責任事宜扮演決策諮詢的角色；及</p> <p>(c) 監察及檢討本集團的企業社會責任政策及常規，確保該等政策及常規與時並進、切合所需，並符合適用的法律及監管要求和國際標準。</p> | <p>(a) provide direction on and review the Group's CSR vision, objectives and strategy, and make recommendations to the Board for the approval of the relevant CSR initiatives;</p> <p>(b) monitor and review emerging CSR trends and issues, provide guidance on the development of the Group's CSR vision in light of the same, and act as a sounding board on the management of current and emerging sustainability and social responsibility matters affecting the Group; and</p> <p>(c) monitor and review the Group's CSR policies and practices to ensure that they remain relevant and fit for purpose and compliant with the applicable legal and regulatory requirements and international standards.</p> |
| <p>2. 監察企業社會責任願景及策略的實施</p> <p>(a) 監察本集團企業社會責任工作的執行，並制定目標去評估工作成績；</p> <p>(b) 按設定的企業社會責任目標監察集團的表現，並就提升表現所需採取的行動提供建議；</p> <p>(c) 審閱管理層就支持企業社會責任工作所舉行的僱員義工或其他活動提供的數據、監察內部及外界對有關企業社會責任工作的意見，並就改善有關工作的涵蓋範圍和成效提供建議；</p> <p>(d) 監察及指導本集團就支持本地及國際企業社會責任倡議所進行的工作（如適用）；</p> <p>(e) 就本集團業務對環境及社會的影響提供指引；及</p> <p>(f) 就本集團成立的任何慈善基金而言：</p> <p>(i) 檢討其管治架構、年度預算開支及工作計劃，並向董事會提供建議以供批准；及</p> <p>(ii) 監察慈善基金的工作進度、小區投資及參與工作，並在適當的情況下向董事會匯報最新情況。</p> | <p>2. Oversight of the implementation of the CSR vision and strategy</p> <p>(a) oversee the execution of the Group's CSR initiatives and set targets to measure the attainment of the initiatives;</p> <p>(b) monitor performance of the Group against set CSR targets and recommend actions as needed to improve performance;</p> <p>(c) review management information on employee volunteering or other activities in support of the CSR initiatives, monitor internal and external feedback on the implementation of the CSR initiatives, and make recommendations to improve the coverage and effectiveness of the relevant initiatives;</p> <p>(d) monitor and provide guidance on the Group's efforts to support local and international initiatives to promote corporate social responsibility where appropriate;</p> <p>(e) provide guidance on the environmental and social impacts of how the Group conducts its business; and</p> <p>(f) with respect to any charitable foundation set up by the Group:</p> <p>(i) review its governance structure, annual budget and work plan and make recommendations to the Board for approval; and</p> <p>(ii) monitor the charitable foundation's work progress, community investment and engagement efforts and provide updates to the Board as appropriate.</p> |

3. 監察企業社會責任工作的經費支出
- (a) 就企業社會責任工作的經費支出向董事會提供建議，包括：
- (i) 以集團慈善基金名義或其他名義進行對任何慈善及小區投資工作的捐款；
- (ii) 本集團成立任何慈善基金及持續經營有關基金的經費支出；及
- (iii) 就本文所載職權範圍下所採取的行動所需的經費支出。

4. 監察對外傳訊政策
- (a) 檢討本集團的股東通訊政策以確保政策有效，並向董事會提供改善建議以供審批；及
- (b) 監察本集團如何與其權益人溝通，並確保設有適當傳訊政策，而該政策能有效促進集團與權益人之間的關係及保護集團聲譽。

5. 其他職責
- (a) 審閱年度企業社會責任相關報告，報告名稱包括但不限於《企業社會責任報告》、《可持續發展報告》或《環境、社會及管治報告》，並向董事會提出建議以供審批；
- (b) 檢討及評估企業社會責任委員會的表現及本文所載的職權範圍，以確保委員會的運作能發揮最大成效，並建議其認為合適的變動以供董事會審批；及
- (c) 採取一切必要的措施，讓企業社會責任委員會可履行其職責。

在履行職責的過程中，企業社會責任委員會須與其他董事委員會合作及協調配合，並審慎考慮所有適用於本集團的相關法律、規則、規例及監管規定和指引。

3. Oversight of the funding of CSR initiatives
- (a) make recommendations to the Board on the funding of the CSR initiatives including
- (i) monetary donations to pursue any philanthropic and community investment initiatives, whether in the name of any charitable foundation of the Group or otherwise;
- (ii) funding for the establishment and ongoing operation of any charitable foundation of the Group; and
- (iii) funding as needed to carry out actions within these terms of reference.

4. Oversight of the external communications policies
- (a) review the Group's shareholder communication policy to ensure its effectiveness and recommend any improvements for the Board's approval; and
- (b) oversee how the Group engages with its stakeholders and ensure that the appropriate communications policies are in place and working effectively to promote Group's relationship with its stakeholders and protect its reputation.

5. Other responsibilities
- (a) review the annual corporate social responsibility reports, including but not limited to Corporate Social Responsibility Report, Sustainability Report or Environmental, Social and Governance Report, and make recommendations to the Board for approval;
- (b) review and evaluate the performance of the CSR Committee and these terms of reference to ensure that it is operating at maximum effectiveness, and recommend any changes it considers appropriate for the Board's approval; and
- (c) do any such things as are necessary to enable the CSR Committee to discharge its responsibilities.

In carrying out its responsibilities, the CSR Committee shall work and liaise as necessary with all other Board committees, and give due consideration to all relevant laws, rules, regulations and regulatory requirements and guidance applicable to the Group.

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於二零二三年，企業社會責任委員會舉行了兩次會議，檢討及監察本集團發展及落實企業社會責任工作。該等會議之出席紀錄如下：

During 2023, two meetings were held by the CSR Committee to review and monitor the development and implementation of the CSR initiatives of the Group. The attendance of these meetings are as follows:

委員會成員	Committee Members	出席紀錄 Attendance
執行董事	Executive Directors	
李欣(委員會主席)	Li Xin (Committee chairman)	2/2
吳秉琪(於二零二三年九月二十八日辭任)	Wu Bingqi (resigned on 28 September 2023)	0/2
非執行董事	Non-Executive Director	
程紅 ¹ (於二零二三年七月一日委任)	Cheng Hong ¹ (appointed on 1 July 2023)	0/0
獨立非執行董事	Independent Non-Executive Directors	
鐘偉	Zhong Wei	2/2
孫哲	Sun Zhe	2/2
何顯毅(於二零二三年七月一日辭任)	Ho Hin Ngai, Bosco (resigned on 1 July 2023)	1/2

1. 該董事任內共舉行0次企業社會責任委員會會議。

1. There was no CSR Committee meeting held during the tenure of the Director.

問責性與審核

財務報告

董事確認其有責任為本公司編製年報、中期報告及財務報表，以確保此等財務報表能根據香港財務報告準則真實而公平地呈列資料。獨立核數師就其有關截至二零二三年十二月三十一日止年度的該等財務報表的申報責任而作出的聲明載於第121頁至第130頁的獨立核數師報告。

ACCOUNTABILITY AND AUDIT

FINANCIAL REPORTING

The Directors acknowledge their responsibility for the preparation of the annual reports, interim reports and financial statements of the Company to ensure that the financial statements give a true and fair presentation in accordance with Hong Kong Financial Reporting Standards. The statement by the independent auditor about its reporting responsibilities relating to the financial statements for the year ended 31 December 2023 is set out in the Independent Auditor's Report on pages 121 to 130.

風險管理及內部監控

董事會高度關注並全面負責維持本集團穩健有效的風險管理及內部監控系統，以保障本集團財產及持份者之權益，並有責任檢討該系統之效率。為履行責任，董事會持續監督管理層對風險管理及內部監控系統的設計、實施及監察，透過成熟的組織架構、政策和程序的制訂、授權的界定基準等確保本公司維持風險管理及內部監控系統的有效性。

RISK MANAGEMENT AND INTERNAL CONTROL

The Board highly values and has the overall responsibility for maintaining appropriate and effective risk management and internal control systems to safeguard the Group's assets and stakeholders' interests, as well as for reviewing the effectiveness of the systems. To fulfill its responsibility, the Board oversees management in the design, implementation and monitoring of the risk management and internal control systems to ensure the effectiveness of such systems through well-established organizational structure, appropriate policies and procedures in place, as well as clearly defined lines of authority and responsibility.

董事會持續監察風險管理及內部監控系統，並確保最少每年檢討一次該系統的有效性。本公司於二零一五年經修訂將風險管理納入本公司審核委員會職責範圍，以進一步加強本集團的風險管理及內部監控。董事會透過審核委員會、執行管理層以及內部審核部門（「內審部」）和外聘核數師之檢討，對風險管理及內部監控系統之效益作出評估。於截至二零二三年十二月三十一日止年度，本集團共召開三次審核委員會會議，當中檢討包括風險管理及合規監控的有效性，範圍包括財務、運營及合規監控。確認管理層已履行職責及維持風險管理及內部監控系統的有效性，並確認本公司在會計、內部審核及財務匯報職能方面及本公司環境、社會及管治表現及匯報相關的資源、員工資歷及經驗，以及員工所接受的培訓課程及有關預算足夠的。本公司認為其風險管理及內部監控系統有效及足夠。

於二零二三年起，本公司已將風險管理及內部監控工作的統籌部門由內審部調整為法律合規部，具體工作內容包括但不限於：(1)組織和指導本集團各部室、大區及業務單元建立健全風險管理與內部監控體系，開展風險管理與內部監控各項工作；(2)監督和檢查本集團各部室、大區及業務單元風險管理與內部監控體系建設和各項工作的開展情況，提出改善建議，並持續監督整改措施落實；(3)通過建立內控評價機制，對本集團風險管理及內部監控情況提供不偏不倚的意見，並將其評估結果向審核委員會、主席及相關高級管理層匯報，同時負責跟進所有報告，以確保所有問題已獲得圓滿解決。

本集團風險管理及內部監控系統的主要特點如下：

- 審計工作獨立於營運管理層；
- 審計人員獲充分授權，可查閱本集團所有營運及財務數據；

The Board oversees the Company's risk management and internal control systems on an ongoing basis and ensures that a review of the effectiveness of the Group's risk management and internal control systems has been conducted at least annually. The Company amended the terms of reference of the Audit Committee in 2015 to further enhance the risk management and internal control functions of the Group. The Board assesses the effectiveness of the risk management and internal control systems through the reviews performed by the Audit Committee, executive management, internal audit department ("Internal Audit Department") and external auditors. For the year ended 31 December 2023, the Group held three Audit Committee meetings to review certain topics including the effectiveness of risk management and internal control systems including financial, operational and compliance controls, and confirmed that the management had performed their duties to maintain effective risk management and internal control systems, and had ensured the adequacy of resources, staff qualifications and experiences, training programmes and budget of the Company's accounting, internal audit and financial reporting functions as well as those relating to the Company's ESG performance and reporting. The Company considered its risk management and internal control systems effective and adequate.

Starting from 2023, the Company has repositioned the department overseeing risk management and internal control from the Internal Audit Department to the Legal and Compliance Department, detailed responsibilities include but not limited to: (1) organizing and guiding the Group's other departments, regions and business units to establish and improve the systems of risk management and internal control, and carry on various work under such systems; (2) supervising and inspecting implementation of risk management and internal control systems in the Group's all departments, regions and business units, suggesting rectification measures and monitoring the implementation of such measures on an on-going basis; (3) establishing internal evaluation mechanism, assessing the Group's risk management and internal control, formulating an impartial opinion on the systems, and reporting its findings to the Audit Committee, the Chairman and the senior management concerned as well as following up on all reports to ensure that all issues have been satisfactorily resolved.

Features of the Group's risk management and internal control systems include the following:

- internal audit is independent from operational management;
- internal auditor is fully authorized with access to all operational and financial data of the Group;

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- 審計部團隊人員充足，專業性強；
- 覆蓋本集團業務全過程及所有業務單元，同時對招採、銷售等業務實施實時動態的過程風險監控；及
- 以識別並防範本公司層面重大風險為目標，植根業務實質查找風險點，積極推動系統性風險防範，搭建完善的風險管理及內部監控體系。
- internal auditors are sufficient in team size, equipped with strong expertise and professional experience;
- implement real-time dynamic process risk management on areas with significant risks including procurement and sales, with fully coverage on operational procedures and business units of the Group; and
- target to identify and eliminate material risk of the Company, business oriented risk screen process, whilst proactively promote system-risk prevention to build effective risk management and internal control systems.

董事會負責處理及發佈內幕消息。為確保市場及持份者及時全面獲知本公司業務的重大發展，董事會已採納有關進行適當的資訊披露程序的內幕消息披露政策。本公司所有員工須確保內幕消息不會被傳達至任何外部人士，除非得到董事會批准。因此，本公司員工將不會回應市場揣測和傳言，除非得到授權。此外，所有向外部提呈的材料或刊物須於刊發前預先審閱。

The Board is responsible for handling and dissemination of inside information. In order to ensure the market and stakeholders are timely and fully informed about the material developments in the Company's business, the Board has adopted the Inside Information Disclosure Policy regarding the procedures of proper information disclosure. All staff members of the Company must ensure that inside information is not communicated to any external parties unless with approval from the Board. As such, staff members of the Company shall not respond to market speculation and rumours unless they are authorized. In addition, all external presentation materials or publications must be pre-vetted before release.

本集團的風險管理及內部監控系統及程序旨在辨認、評估及管理而非消除可能令本集團未能達成業務目標的重大風險（包括環境、社會及管治風險），且只能就不會出現重大失實陳述、錯誤、損失或欺詐作出合理而非絕對的保證。

The Group's risk management and internal control systems and procedures are designed to identify, evaluate and manage significant risks (including ESG risks), rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable and not absolute assurance against material misstatement, errors, losses or fraud.

本公司已制定舉報政策及系統，讓僱員及其他與發行人有往來者（如客戶及供應商）可暗中及以不具名方式向審核委員會（或任何由獨立非執行董事佔大多數的指定委員會）提出其對任何可能關於發行人的不當事宜的關注。本公司亦已制定促進和支持反貪污法律及規例的適用政策。

The Company has established a whistleblowing policy and system for employees and those who deal with the issuer (e.g. customers and suppliers) to raise concerns, in confidence and anonymity, with the audit committee (or any designated committee comprising a majority of independent non-executive Directors) about possible improprieties in any matter related to the issuer. The Company has also established relevant policy that promote and support anti-corruption laws and regulations.

獨立核數師

審核委員會審閱及監測獨立核數師的獨立性以及審核程序的客觀性及有效性。審核委員會每年接獲獨立核數師函件，確認其獨立性及客觀性，並與獨立核數師的代表舉行會議，以考慮將由其提供的審核範圍、審批其收取的費用以及非審核服務(如有)的範圍及適當性。審核委員會亦就獨立核數師的委任及留任向董事會作出建議。

核數師酬金

截至2023年12月31日止年度，公司核數師畢馬威會計師事務所提供服務的酬金如下：

提供服務	Services rendered	服務收費 Fee 人民幣百萬元 RMB million
本公司年度財務報表審計	Audit of annual financial statements of the Company	3.83
附屬公司、部份合營企業及聯營公司審計	Audit of financial statements of subsidiaries, certain joint ventures and associates	7.72
本公司中期財務報表審閱	Review of interim financial statements of the Company	0.70
與發行資產證券化產品有關的其他審計業務	Other audit services — for issuance of asset-backed securities	1.30
其他非審計業務	Other non-audit services	0.52
合計：	Total:	14.07

公司秘書

蘇堯鋒先生(「蘇先生」)自二零二三年一月起獲委任為本公司之公司秘書(「公司秘書」)。蘇先生現為香港會計師公會資深會員及華潤秘書服務有限公司之公司秘書資深總監，華潤秘書服務有限公司為本公司外聘公司秘書服務機構。儘管公司秘書並非本公司全職僱員，惟彼向董事會匯報，並以其作為公司秘書的身份就監管事項向董事會提出意見。本公司與公司秘書之間的聯絡，主要由本公司執行董事郭世清先生負責。蘇先生已確認彼於二零二三年已投放不少於15小時接受相關專業培訓。

INDEPENDENT AUDITOR

The Audit Committee reviews and monitors the independent auditor's independence and objectivity and effectiveness of the audit process. It receives each year the letter from the independent auditor confirming their independence and objectivity and holds meetings with representatives of the independent auditor to consider the scope of its audit, approve its fees, and the scope and appropriateness of non-audit services, if any, to be provided by it. The Audit Committee also makes recommendations to the Board on the appointment and retention of the independent auditor.

AUDITOR'S REMUNERATION

The remuneration of the Company's auditor KPMG, for services rendered in respect of the year ended 31 December 2023 is set out as follows:

COMPANY SECRETARY

Mr. So Yiu Fung ("Mr. So"), has been appointed as the company secretary of the Company (the "Company Secretary") since January 2023. Mr. So is currently a fellow member of the Hong Kong Institute of Certified Public Accountants and the principal company secretarial director of CR Corporate Affairs Limited, which acts as the Company's external company secretarial service provider. Although the Company Secretary is not a full-time employee of the Company, he reports to the Board and in his capacity as Company Secretary advises the Board on governance matters. The primary contact person of the Company with the Company Secretary was Mr. Guo Shiqing, executive Director of the Company. Mr. So has confirmed that he has attended at least 15 hours of professional development in 2023.

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股東權利

召開股東特別大會（「股東特別大會」）及於股東大會提出動議

根據本公司組織章程細則第72條，董事會可在其認為適當的時候召開股東特別大會。股東大會亦可應本公司任何一名或以上股東的書面要求而召開，有關要求須送達註冊辦事處，當中列明大會的主要商議事項並由請求人簽署，惟該請求人於送達要求之日須持有本公司附帶本公司股東大會投票權利的不少於十分之一的繳足股本（基於本公司股本中每股股份附帶票）。

倘董事會於送達要求之日起計二十一日內並無按既定程序召開大會，則請求人自身或代表彼等所持全部投票權50%以上的任何請求人可按盡量接近董事會召開大會的相同方式召開股東大會，惟按上述方式召開的任何大會不得於送達有關要求之日起計三個月屆滿後召開，且本公司須向請求人償付因董事會未有召開大會而致使彼等所產生的所有合理開支。

股東提名董事候選人的程序

本公司組織章程細則第120條規定，除退任董事外，概無任何人士合資格於任何股東大會膺選董事，除非已向本公司發出列明擬提名有關人士膺選董事之書面通知以及由有關人士發出列明其有意膺選之通告並經由董事會推薦參選，而提交有關通知之最短期限最少為七日。提交有關通知之期限不早於寄發舉行有關選舉指定大會通告翌日開始，不遲於舉行有關大會之日前七日結束。

SHAREHOLDERS' RIGHTS

CONVENING EXTRAORDINARY GENERAL MEETING ("EGM") AND PUTTING FORWARD PROPOSALS AT GENERAL MEETINGS

Pursuant to Article 72 of the Articles of Association of the Company, the Board may, whenever it thinks fit, convene an EGM. General meetings shall also be convened on the written requisition of any one or more members of the Company deposited at the registered office specifying the objects of the meeting and signed by the requisitionists, provided that such requisitionists hold as at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company which carries the right of voting at general meetings of the Company, on a one vote per Share basis in the share capital of the Company.

If the Board does not within twenty-one days from the date of deposit of the requisition proceed duly to convene the meeting, the requisitionists themselves or any of them representing more than one-half of the total voting rights of all of them, may convene the general meeting in the same manner, as nearly as possible, as that in which meetings may be convened by the Board provided that any meeting so convened shall not be held after the expiration of three months from the date of deposit of the requisition, and all reasonable expenses incurred by the requisitionists as a result of the failure of the Board shall be reimbursed to them by the Company.

PROCEDURES FOR SHAREHOLDERS TO PROPOSE A PERSON FOR ELECTION AS A DIRECTOR

Article 120 of the Articles of Association of the Company provides that no person, other than a retiring Director, shall, unless recommended by the Board for election, be eligible for election to the office of Director at any general meeting, unless notice in writing of the intention to propose that person for election as a Director and notice in writing by that person of his willingness to be elected shall have been given to the Company provided that the minimum length of the period, during which such notices are given, shall be at least seven days. The period for lodgment of such notices shall commence no earlier than the day after the dispatch of the notice of the meeting appointed for such election and end no later than seven days prior to the date of such meeting.

因此，若股東有意提名某人在股東大會上成為本公司董事候選人，應在本公司組織章程細則第120條規定之期限內，向公司秘書（地址為本公司之香港主要營業地點）有效送達以下文件：(1) 其欲於股東大會上動議一項決議案選舉被提名人為本公司董事的意向通知書，並於通知書上闡明該欲提名股東的姓名，其聯繫方式以及其持有的本公司普通股股數；(2) 被提名人已簽妥之通知書，證明其願意被提名；(3) 根據上市規則第13.51(2)條規定需予披露的被提名人的資料；及(4) 被提名人同意其個人資料被披露的書面同意書。

上述程序已上載至本公司網站。

本公司之組織章程大綱及細則

於截至二零二三年十二月三十一日止年度，本公司的組織章程大綱和細則概無變動。於二零二四年三月二十五日，董事會建議修訂本公司現行組織章程大綱和細則，以符合上市規則有關上市發行人須透過電子方式發佈公司通訊（定義見上市規則）的若干修訂及體現本公司內部公司治理程序的若干調整。詳情請參閱本公司日期為二零二四年三月二十五日之公告及日期為二零二四年四月二十九日之通函。建議修訂本公司組織章程大綱和細則須待股東於本公司應屆股東週年大會以特別決議案方式批准後，方可作實。在此之前，本公司現行組織章程大綱和細則仍然有效。本公司現行組織章程大綱和細則可在本公司網站和聯交所網站上查閱。

Accordingly, if a shareholder of the Company wishes to nominate a person to stand for election as a Director at a general meeting, the following documents must be validly served on the Company Secretary at the Company's principal place of business in Hong Kong within the period specified in Article 120 of the Articles of Association of the Company, namely (1) his/her notice of intention to propose a resolution to elect a nominated candidate as a Director at the general meeting which must include the name of the nominating shareholder of the Company, his/her contact details and the number of the Company's ordinary shares held by the nominating shareholder; (2) a notice signed by the nominated candidate of the candidate's willingness to be elected; (3) the nominated candidate's information as required to be disclosed under Rule 13.51(2) of the Listing Rules; and (4) the nominated candidate's written consent to the publication of his/her personal data.

The aforesaid procedures have been uploaded to the Company's website.

THE MEMORANDUM AND ARTICLES OF ASSOCIATION OF THE COMPANY

During the year ended 31 December 2023, there were no changes in the memorandum and articles of association of the Company. On 25 March 2024, the Board proposed to amend the existing memorandum and articles of association of the Company to comply with certain amendments to the Listing Rules that listed issuers are required to publish corporate communications (as defined in the Listing Rules) by electronic means and to reflect certain adjustments to the Company's internal corporate governance procedures. For further details, please refer to the announcement of the Company dated 25 March 2024 and the circular of the Company dated 29 April 2024. The proposed amendments to the memorandum and articles of association of the Company are subject to the approval of the Shareholders by way of a special resolution at the forthcoming annual general meeting of the Company. Prior to that, the existing memorandum and articles of association of the Company shall remain valid. The existing memorandum and articles of association of the Company is available on the websites of the Company and the Stock Exchange.

企業管治報告

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股息政策

本公司於二零一八年十二月四日制訂了股息政策，並於二零一九年一月一日起生效，旨在符合下述條件的情況下，為本公司股東提供在任何財務年度不少於本集團股東應佔溢利20%的年度股息支付率。股息的宣佈及派付應由本公司董事會全權酌情決定，且必須符合開曼群島公司法及本公司組織章程細則所有適用的規定（包括但不限於宣佈及派付股息的限制）。

在提議任何股息派付時，董事會亦應當考慮以下條件，包括：(1)本集團的實際及預期財務業績；(2)股東的利益；(3)本集團整體商業戰略；(4)本公司以及本集團下屬每個成員的留存收益及可分配儲備金；(5)本集團之債務狀況，主要財務比率（包括債務權益比率及股本回報比率），以及施加於本集團的任何財務限制所處之水平；(6)本集團之預期營運資本需求以及未來擴張計劃；(7)於宣佈股息時本集團之流動性及未來之承諾情況；(8)稅務考慮、法律及法規限制；(9)對本集團信用可靠程度之潛在影響；(10)總體經濟狀況、本集團業務的商業周期，以及可能對本公司業務或財務表現和狀況有影響的其他內部或外部因素；及(11)董事會認為適當的其他因素。

在符合開曼群島公司法及本公司組織章程細則所有適用規定的情況下，董事會可以不時向本公司股東派付中期股息。除中期股息和特別股息的情況外，本公司宣佈的任何股息可於股東大會上經股東的普通決議案予以批准，且不得超過董事會所建議的股息數額。在不抵觸及依循開曼群島公司法及本公司組織章程細則的情況下，股息可以現金或股份形式派發。本公司將會定期審閱股息政策以及保留其絕對酌情權以在任何時候更新或修訂股息政策，並且股息政策絕不構成一項本公司對其將派付任何特定數額股息的約束承諾，公司沒有義務隨時或不時宣佈派發股息。

DIVIDEND POLICY

The Company developed and adopted Dividend Policy on 4 December 2018, effective from 1 January 2019, aiming to provide shareholders of the Company with an annual dividend payout of not less than 20% of the Group's profit attributable to shareholders in any financial year, subject to the criteria set out below. Such declaration and payment of dividends shall remain to be determined at the absolute discretion of the Board and subject to all applicable requirements (including without limitation restrictions on dividend declaration and payment) under the Companies Act of the Cayman Islands and the Articles of Association of the Company.

In proposing any dividend payout, the Board shall also take into account the following criteria, including: (1) the Group's actual and expected financial performance; (2) shareholders' interests; (3) general business strategies of the Group; (4) retained earnings and distributable reserves of the Company and each of the other members of the Group; (5) the Group's indebtedness level, key financial ratios (such as the Group's debt to equity ratio and return on equity) and any financial covenants to which the Group is subject; (6) the Group's expected working capital requirements and future expansion plans; (7) liquidity position and future commitments of the Group at the time of declaration of dividend; (8) taxation considerations, and legal and regulatory restrictions; (9) possible effects on the Group's creditworthiness; (10) general economic conditions, business cycle of the Group's business and other internal or external factors that may have an impact on the business or financial performance and position of the Company; and (11) other factors that the Board deems appropriate.

The Board may from time to time pay to the shareholders of the Company such interim dividends subject to the Companies Act of the Cayman Islands and the Articles of Association of the Company. Except in the cases of interim dividend and special dividend, any dividends declared by the Company can be approved by an ordinary resolution of shareholders at general meeting and must not exceed the amount recommended by the Board. Dividends may be distributed in the form of cash or shares subject to and in accordance with the Companies Act of the Cayman Islands and the Articles of Association of the Company. The Company will regularly review the Dividend Policy and reserve the right in its sole and absolute discretion to update, amend and/or modify the Dividend Policy at any time, and the Dividend Policy shall in no way constitute a legally binding commitment by the Company that dividends will be paid in any particular amount and/or in no way obligate the Company to declare a dividend at any time or from time to time.

股東通訊及投資者關係

股東通訊政策

本公司於年內已制定股東通訊政策，並已將該政策上載於本公司網站。有關政策旨在確保股東可適時取得全面、相同及容易理解的本公司資料(包括其財務表現、戰略目標及計劃、重大發展、管治及風險概況)，一方面使股東可在知情情況下行使權力，另一方面也讓股東及投資人士與本公司加強溝通。董事會將持續與股東及投資人士保持對話，並會定期檢討本政策以確保其成效。如對有關政策有任何疑問，可向本公司公司秘書或首席財務官提出。

根據有關政策，本公司向股東及投資人士發佈訊息的主要途徑為：(1)股東查詢；(2)公司通訊；(3)公司網站；(4)網上廣播；(5)股東大會以及(6)與投資市場的溝通。本公司時刻確保有效及適時向股東及投資人士發布訊息。股東如對名下持股有任何問題，應向本公司的香港股份過戶登記分處提出。股東及投資人士亦可隨時要求索取本公司的公開資料。本公司須向股東及投資人士提供指定的本公司聯絡人、電郵地址及查詢途徑，以便他們提出任何有關本公司的查詢。

SHAREHOLDERS' COMMUNICATION AND INVESTOR RELATIONS

SHAREHOLDERS' COMMUNICATION POLICY

During the year, the Company has established a Shareholders Communication Policy and the policy is available on the website of the Company. Such policy aims to set out the provisions with the objective of ensuring that Shareholders are provided with comprehensive, consistent and understandable information about the Company (including its financial performance, strategic goals and plans, material developments, governance and risk profile) at appropriate time, in order to enable Shareholders to exercise their rights in an informed manner, and to allow Shareholders and the investment community to engage actively with the Company. The Board shall maintain an ongoing dialogue with Shareholders and the investment community, and will regularly review this policy to ensure its effectiveness. Any question regarding this policy shall be directed to the Company Secretary or Chief Financial Officer of the Company.

According to the policy, the main channels through which the Company disseminates information to shareholders and the investment community are: (1) shareholders' enquiries; (2) corporate communications; (3) corporate website; (4) webcast; (5) shareholders' meetings; (6) investment market communications. Effective and timely dissemination of information to Shareholders and the investment community shall be ensured at all times. Shareholders should direct their questions about their shareholdings to the Company's Hong Kong Branch Share Registrar. Shareholders and the investment community may at any time make a request for the Company's information to the extent such information is publicly available. Shareholders and the investment community shall be provided with designated contacts, email addresses and enquiry lines of the Company in order to enable them to make any query in respect of the Company.

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本公司向股東發放的公司通訊應以淺白中、英雙語編寫，以方便股東瞭解通訊內容。我們鼓勵股東透過本公司網站(www.crland.com.hk)瀏覽本公司的公司通訊，支持環保。我們亦鼓勵股東於香港交易所市場網站(www.hkex.com.hk)「市場數據」項下登記使用「訊息提示」服務，登記後每當本公司在披露易網站刊發公司通訊或更新網站時即會收到通知。本公司網站亦設有「投資者關係」專頁。我們會定期更新登載於本公司網站的資料。每年有關本公司業績公告的所有簡報會資料均會在發布後儘快登載於本公司網站。有關本公司中期及全年業績簡報會的網上廣播，亦可經本公司網站觀看。

本公司鼓勵股東參加股東大會，如未能出席，可委派代表代其出席並於會上投票。本公司會就股東週年大會設有適當安排，以助股東參與。董事會成員（包括主席及董事會轄下各委員會的主席）、主要高級管理人員及外聘核數師均會出席股東週年大會回答股東提問。本公司亦定期舉辦各類活動，包括投資者／分析員簡報會及單對單會議、本地及國際巡迴宣傳會、傳媒訪問及投資者推廣活動，以及業界專題論壇等等，以促進本公司與股東及投資人士的溝通。如董事及僱員與投資者、分析員、傳媒或其他外界相關人士聯絡接觸或溝通對話，均須遵守載於本公司的《華潤置地投資者關係管理規定》及《華潤置地新聞發言人管理細則》的披露責任及規定。本公司明白保障股東私隱的重要性，除法例另有規定者外，不會在未經股東同意下擅自披露股東資料。

The Company's corporate communications will be provided to Shareholders in plain language and in both English and Chinese versions to facilitate Shareholders' understanding. Shareholders are encouraged to access the Company's corporate communications electronically via the Company's website (www.crland.com.hk) in support of environmental protection. Shareholders are also encouraged to register for the News Alert service in the Market Data section of the HKEX Market website (www.hkex.com.hk) in order to receive notification when the Company publishes its corporate communications on the HKEXnews website or makes updates to its websites. A dedicated Investor Relations section is available on the Company's website (www.crland.com.hk). Information on the Company's website is updated on a regular basis. Information released by the Company to The Stock Exchange of Hong Kong Limited is also posted on the Company's website immediately thereafter. Such information includes financial reports, results announcements, circulars, notices of general meetings and other regulatory disclosures. All presentation materials provided in conjunction with the Company's results announcements each year will be made available on the Company's website as soon as practicable after their release. Webcasts of the Company's interim and annual results briefings are available on the Company's website.

Shareholders are encouraged to participate in general meetings or to appoint proxies to attend and vote at the meetings for and on their behalf if they are unable to attend the meetings. Appropriate arrangements for the annual general meetings shall be in place to facilitate Shareholders' participation. Our Board members, including the Chairman and the chairmen of the Board committees, key senior executives and the external auditor will attend annual general meetings to answer Shareholders' questions. The Company also organises various activities on a regular basis, including investors' or analysts' briefings, one-on-one meetings and local and international roadshows, media interviews, promotion of foreign investors and industry thematic forums. Our Directors and employees who have contacts or dialogues with investors, analysts, media or other interested outside parties are required to comply with the disclosure obligations and requirements under the Company's "CR Land Investor Relationship Management Policy" and "CR Land Press Spokesman Management Policy". The Company recognizes the importance of Shareholders' privacy and will not disclose Shareholders' information without their consent, unless otherwise required by law.

本公司的聯絡資料載於本公司網站「聯絡我們」。本公司香港股份過戶登記分處的聯絡資料載於本公司網站「投資者關係」。

本公司已於年內結合實際的推進及股東的反饋以審視上述股東通訊政策，並認為其已妥善執行且為有效。

向董事會轉介股東查詢的程序

本公司股東可隨時向董事會作出查詢及表達關注，意見及查詢可送交本公司投資者關係團隊，聯絡資料如下：

投資者關係
華潤置地有限公司
香港灣仔港灣道26號
華潤大廈46樓
電郵：ir@crland.com.cn
電話：852-2877 2330
傳真：852-2877 9068

投資者關係

本公司矢志建立並維持高質量的投資者關係，致力於持續拓寬信息披露渠道、提升透明度，確保合規高效的向資本市場展示本公司經營狀況及未來前景，同時及時將市場動態及投資者訴求反饋到高級管理層，形成資本市場與管理層之間的良性互動循環，促進經營管理及公司治理水平的提升，提高本公司的資本市場美譽度及估值水平。

The contact details of the Company are available on the Contact section of the Company's website. The contact details of the Company's Hong Kong Branch Share Registrar are available on the Investor Relations section of the Company's website.

The Company has reviewed the abovementioned Shareholders Communication Policy in combination with actual implementation and the Shareholders' feedback during the year, and consider it has been properly implemented and is effective.

PROCEDURES FOR DIRECTING SHAREHOLDERS' ENQUIRIES TO THE BOARD

Shareholders of the Company may at any time send their enquiries and concerns to the Board by addressing them to the investor relations team of the Company. The contact details are as follows:

Investor Relations
China Resources Land Limited
46th Floor, China Resources Building
26 Harbour Road, Wanchai, Hong Kong
Email: ir@crland.com.cn
Tel: 852-2877 2330
Fax: 852-2877 9068

INVESTOR RELATIONS

The Company is committed to establish and maintain high quality investor relations, the capital market is updated with the latest operational performance and outlook of the Company through diversifying disclosure channels with increasing transparency in compliance with relevant rules and regulations to ensure disclosure compliance and efficiency, while the senior management is timely updated with market dynamic and investors feedbacks. As such, a positive interaction cycle between the capital market and the senior management has been built up to improve internal management and corporate governance, aiming to enhance the Company's reputation and valuation in the capital market.

企業管治報告

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投資者關係活動

二零二三年，本公司積極創造與投資者的溝通機會，與投資者保持良性互動關係。

於二零二三年，本公司組織了覆蓋多地的線下及線上業績路演，向中國內地、香港、新加坡以及歐美等地投資者介紹公司經營業績、發展戰略及未來前景。

此外，本公司於年內還先後參加了16場線上及線下大型投資者論壇；以見面會或電話會議等形式經常與世界各地投資者及買賣雙方分析員保持溝通；以及安排投資者前往參觀公司項目等。

以下是本公司二零二三年內主要投資者關係活動：

INVESTOR RELATIONS ACTIVITIES

In 2023, the Company proactively created various opportunities for investor communications, with an aim to maintain positive interaction with investors.

In 2023, the Company arranged on-site and online roadshows for investors in Chinese Mainland, Hong Kong, Singapore, Europe and America, covered topics from its financial results to business strategies and outlook.

In addition, the Company attended 16 major virtual and physical investor forums, held physical meetings and telephone conferences with global investors and analysts from both buy-side and sell-side; and arranged on-site visits for investors during the year.

The following table sets out the major investor relations events of the Company in 2023:

月份 Month	活動 Activities	Events
一月 January	摩根士丹利中國機會線上論壇 摩根大通地產行業論壇	MS China Opportunity Virtual Conference JPM Property Forum
五月 May	美銀美林集團亞太地區金融、 房地產股權與信用會議 麥格理DELTAH中國會議	Baml 2023 APAC Financial, Real Estate Equity and Credit Conference MACQUARIE DELTAH CHINA CONFERENCE
六月 June	摩根士丹利第九次中國峰會 銀河聯昌房地產高峰會 花旗2023年亞太地產峰會	Morgan Stanley's 9th China Summit CGS-CIMB Property Summit Citi APAC Property Summit 2023
七月 July	興業證券投資者溝通會	Industrial Securities Investor Conference
九月 September	華泰證券投資峰會 中信2023年第30次投資者論壇	Huatai Securities Investment Summit 30th CITIC CLSA Investors' Forum 2023
十一月 November	美銀美林中國會議 花旗中國投資者會議2023 中信證券2024年資本市場年會 大華香港投資會議2023 西部證券2024年度策略會議	Baml China Conference Citi's China Investor Conference 2023 CITIC Securities 2024 Capital Market Annual Conference Daiwa Investment Conference Hong Kong 2023 Western Securities Strategy Conference 2024
十二月 December	中信建投策略會	CSC Strategy Conference

未來我們將致力於不斷改進與完善與投資者的溝通，為投資者創造更多機會了解本公司戰略及業務，同時加強本公司管理層與投資界之間的相互理解與認同，以此實現本公司內部管理、盈利能力及管治水平的不斷提高，推動公司股東回報最大化及市值增長。

Looking ahead, we will continue to improve the communication with investors and provide them with more opportunities to understand the strategy and business of the Company as well as to enhance the mutual understanding and recognition between the senior management and the investment community, with an aim to refine the internal management, profitability and governance of the Company, and to maximize shareholder returns and enhance market capitalization.

股東週年大會投票表決結果

本公司上一次股東會議為二零二三年股東週年大會，會議於二零二三年六月七日在中國廣東省深圳市南山區濱海大道3001號深圳灣木棉花酒店1樓宴會廳舉行，會上討論的主要事項以及有關表決的詳情列示如下：

POLL RESULTS OF AGM

The last shareholders' meeting of the Company was the 2023 AGM of the Company, the meeting was held at Ball Room, 1st Floor, Hotel Kapok Shenzhen Bay, No. 3001, Binhai Avenue, Nanshan District, Shenzhen, Guangdong, China on 7 June 2023. Details of major items discussed and voting particulars are set out as follows:

於股東週年大會上提呈之 普通決議案	Ordinary Resolutions proposed at the AGM	票數 (%)	
		贊成 For	反對 Against
1. 省覽及考慮截至二零二二年十二月三十一日止年度已審核之財務報告與董事會報告及獨立核數師報告。 本決議案已獲通過為普通決議案。	1. To receive and consider the audited financial statements and the Directors' Report and the Independent Auditor's Report for the year ended 31 December 2022. The resolution was duly passed as an ordinary resolution.	6,358,503,661 (99.80%)	12,868,669 (0.20%)
2. 宣佈於二零二三年七月二十八日派發截至二零二二年十二月三十一日止年度的末期股息每股人民幣1.219元(相當於港幣1.394元)，給予二零二三年六月十四日已在本公司股東名冊內登記之股東。 本決議案已獲通過為普通決議案。	2. To declare a final dividend of RMB1.219 (equivalent to HK\$1.394) per share for the year ended 31 December 2022 payable on 28 July 2023 to shareholders whose names appear on the register of members of the Company on 14 June 2023. The resolution was duly passed as an ordinary resolution.	6,371,372,330 (100.00%)	0 (0.00%)
3. (1) 重選李欣先生為董事。 本決議案已獲通過為普通決議案。	3. (1) To re-elect Mr. LI Xin as Director. The resolution was duly passed as an ordinary resolution.	5,447,737,594 (85.50%)	923,634,736 (14.50%)
(2) 重選張大為先生為董事。 本決議案已獲通過為普通決議案。	(2) To re-elect Mr. ZHANG Dawei as Director. The resolution was duly passed as an ordinary resolution.	6,076,180,690 (95.37%)	295,191,640 (4.63%)
(3) 重選郭世清先生為董事。 本決議案已獲通過為普通決議案。	(3) To re-elect Mr. GUO Shiqing as Director. The resolution was duly passed as an ordinary resolution.	6,074,370,690 (95.34%)	297,001,640 (4.66%)

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CORPORATE GOVERNANCE REPORT

於股東週年大會上提呈之 普通決議案	Ordinary Resolutions proposed at the AGM	票數 (%)	
		贊成 For	反對 Against
(4) 重選閻焱先生為董事。 本決議案已獲通過為普通決議案。	(4) To re-elect Mr. Andrew Y. YAN as Director. The resolution was duly passed as an ordinary resolution.	5,417,978,128 (85.04%)	953,394,202 (14.96%)
(5) 重選尹錦滔先生為董事。 本決議案已獲通過為普通決議案。	(5) To re-elect Mr. WAN Kam To, Peter as Director. The resolution was duly passed as an ordinary resolution.	5,478,469,950 (85.99%)	892,902,380 (14.01%)
(6) 授權董事會釐定董事酬金。 本決議案已獲通過為普通決議案。	(6) To authorise the board of directors to fix the remuneration of the Directors. The resolution was duly passed as an ordinary resolution.	6,341,250,073 (99.55%)	28,936,057 (0.45%)
4. 聘任畢馬威會計師事務所為本公司核數師及授權董事會釐定其酬金。 本決議案已獲通過為普通決議案。	4. To appoint KPMG as the auditor of the Company and to authorise the board of directors to fix their remuneration. The resolution was duly passed as an ordinary resolution.	6,301,184,008 (98.92%)	69,002,122 (1.08%)
5. 股東週年大會通告第5項之普通決議案(給予董事購回本公司股份之一般授權，其數目不得超過已發行股份百分之十)。 本決議案已獲通過為普通決議案。	5. Ordinary Resolution in item No. 5 of the Notice of Annual General Meeting (To give a general mandate to the Directors to repurchase shares of the Company not exceeding 10% of the issued shares). The resolution was duly passed as an ordinary resolution.	6,351,988,232 (99.71%)	18,197,898 (0.29%)
6. 股東週年大會通告第6項之普通決議案(給予董事發行本公司新股份之一般授權，其數目不得超過已發行股份百分之二十)。 本決議案已獲通過為普通決議案。	6. Ordinary Resolution in item No. 6 of the Notice of Annual General Meeting (To give a general mandate to the Directors to issue new shares of the Company not exceeding 20% of the issued shares). The resolution was duly passed as an ordinary resolution.	4,553,641,083 (71.47%)	1,817,731,247 (28.53%)
7. 股東週年大會通告第7項之普通決議案(藉加入相當於本公司根據上述第五項所購回之股份數目，以擴大董事發行股份之一般授權)。 本決議案已獲通過為普通決議案。	7. Ordinary Resolution in item No. 7 of the Notice of Annual General Meeting (To extend the general mandate to be given to the Directors to issue shares by the addition of the shares repurchased by the Company under Item No. 5 above). The resolution was duly passed as an ordinary resolution.	4,646,251,917 (72.92%)	1,725,120,413 (27.08%)

財務日誌

FINANCIAL CALENDAR

本公司2024年的股東重要事項日誌所列如下：

The important shareholders' dates in 2024 of the Company is set out as follows:

2023年度業績公佈及考慮派發2023年末期股息	二零二四年三月二十五日
Announcement of 2023 annual results and proposal of 2023 final dividend	25 March 2024
2023年度業績分析員簡報會	二零二四年三月二十六日(下午)
2023 annual results analyst meeting	26 March 2024 (PM)
2023年年度報告書發放	二零二四年四月二十九日
Dispatch of 2023 Annual Report	29 April 2024
股東週年大會的最後截止過戶日期	二零二四年五月三十一日 下午四時三十分
Latest time for lodging transfer documents for registration for Annual General Meeting	4:30 p.m. 31 May 2024
識別可出席股東週年大會並於會上投票的資格暫停辦理股份過戶手續日期	二零二四年六月三至七日
Closure of Register of Members for Voting in Annual General Meeting	3-7 June 2024
股東週年大會的記錄日期	二零二四年六月三日
Record Date for AGM	3 June 2024
股東週年大會	二零二四年六月七日
Annual General Meeting	7 June 2024
2023年末期股息除淨日	二零二四年六月十二日
Ex-dividend date for 2023 final dividend	12 June 2024
2023年末期股息的最後截止過戶日期	二零二四年六月十三日 下午四時三十分
Latest time for lodging transfer documents for registration for 2023 final dividend	4:30 p.m. 13 June 2024
確認可收取2023年末期股息的資格暫停辦理股份過戶手續日期	二零二四年六月十四至十七日
Closure of Register of Members for 2023 final dividend	14-17 June 2024
2023年末期股息的記錄日期	二零二四年六月十四日
Record Date for 2023 final dividend	14 June 2024
股東遞交股息貨幣選擇表格的最後日期	二零二四年七月九日
Last day for shareholder to submit election form	9 July 2024

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派發2023年末期股息日期	二零二四年七月二十六日
Payment date for 2023 final dividend	26 July 2024
2024年中期業績公佈及考慮派發2024年中期股息	二零二四年八月二十七日
Announcement of 2024 interim results and proposal of 2024 interim dividend	27 August 2024
2024年中期業績分析員簡報會	二零二四年八月二十八日
2024 interim results analyst meeting	28 August 2024
2024年中期股息除淨日	二零二四年九月九日
Ex-dividend date for proposed 2024 interim dividend	9 September 2024
2024年中期股息的最後截止過戶日期	二零二四年九月十日 下午四時三十分
Latest time for lodging transfer documents for registration for 2024 interim dividend	4:30 p.m. 10 September 2024
確認可收取2024年中期股息的資格暫停辦理股份過戶手續日期	二零二四年九月十一至十二日
Closure of Register of Members for 2024 interim dividend	11–12 September 2024
2024年中期股息的記錄日期	二零二四年九月十一日
Record Date for 2024 interim dividend	11 September 2024
2024年中期報告書發放	二零二四年九月二十七日
Dispatch of 2024 Interim Report	27 September 2024
股東遞交股息貨幣選擇表格的最後日期	二零二四年十月七日
Last day for shareholder to submit election form	7 October 2024
派發2024年中期股息日期	二零二四年十月二十五日
Payment date for proposed 2023 interim dividend	25 October 2024

董事會報告

REPORT OF THE DIRECTORS

本公司董事會（「董事會」）欣然將本公司及其附屬公司（以下統稱「本集團」）截至二零二三年十二月三十一日止年度之報告及經審核財務報表呈交股東閱覽。

主要業務

本公司之主要業務為投資控股，主要附屬公司、合營企業及聯營公司之業務詳情刊載於本年報第260頁至第269頁。

本集團之分類資料刊載於綜合財務報表附註6內。

業務回顧

有關本集團本年度業務的審視及業務前景的論述、對本集團有重大影響的相關法律及法規的遵從情況、本集團與主要利益相關方的關係，及本集團的環境政策載於本年報第20頁至26頁的主席報告、第27頁至37頁的管理層討論與分析及第52頁至92頁的企業管治報告。有關本集團所面對的主要風險因素及不確定因素的描述載於第37頁的管理層討論與分析及載於綜合財務報告附註52，而綜合財務報告附註53還提供了本集團的財務風險管理目標及政策。

本集團溢利

本集團截至二零二三年十二月三十一日止年度之損益刊載於第131頁之綜合收益表內。

The board of directors of the Company (the “Board”) is pleased to submit to the shareholders its report and audited financial statements of the Company and its subsidiaries (hereafter referred to as “the Group”) for the year ended 31 December 2023.

PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding and the detailed activities of its principal subsidiaries, joint ventures and associates are shown on pages 260 to 269 of this annual report.

The segment information of the Group is set out in note 6 to the consolidated financial statements.

BUSINESS REVIEW

Review of the business of the Group during the year and discussion on the Group’s prospects, the Group’s compliance with relevant laws and regulations which have a significant impact on the Group, relationships with its key stakeholders and environmental policy of the Group are provided in the Chairman’s Statement on pages 20 to 26, Management Discussion and Analysis on pages 27 to 37 and Corporate Governance Report on pages 52 to 92 of this annual report. Description of key risk factors and uncertainties that the Group is facing is provided in Management Discussion and Analysis on page 37 and note 52 to the consolidated financial statements while the financial risk management objectives and policies of the Group can be found in note 53 to the consolidated financial statements.

PROFIT OF THE GROUP

The Group’s consolidated statement of profit or loss set out on page 131 shows the Group’s profit for the year ended 31 December 2023.

董事會報告

REPORT OF THE DIRECTORS

股息

董事會已決議並建議將於二零二四年七月二十六日(星期五)，向於二零二四年六月十四日(星期五)名列本公司股東名冊上之本公司股東(「股東」)派發截至二零二三年十二月三十一日止年度之末期股息(「二零二三年末期股息」)每股人民幣1.243元(二零二二年：每股人民幣1.219元)。如獲批准，除非股東選擇以人民幣現金收取末期股息，末期股息將以港幣現金支付，金額按照本公司之應屆股東週年大會(「股東週年大會」)日期前(包括該日在內)五個工作天中國人民銀行公佈的人民幣兌換港幣的中間價的平均價計算。

除非股東已就股息貨幣作出長期選擇，股東須填妥股息貨幣選擇表格(於釐定股東享有收取二零二三年末期股息權利的記錄日期(二零二四年六月十四日)後，該表格預計於實際可行情況下盡快於二零二四年六月下旬寄發予股東)以作出有關選擇，並最遲須於二零二四年七月九日下午4時30分前送達本公司之股份過戶登記分處卓佳標準有限公司，地址為香港夏慤道16號遠東金融中心17樓。

有意選擇以人民幣支票收取全部或部分股息的股東應注意，(i)彼等應確保彼等持有適當的銀行賬戶，以使收取股息的人民幣支票可兌現；及(ii)概不保證人民幣支票於香港結算並無重大手續費或不會有所延誤或人民幣支票能夠於香港境外兌現時過戶。支票預計於二零二三年七月二十六日以普通郵遞方式寄發予相關股東，郵誤風險由股東自行承擔。

倘於二零二四年七月九日下午4時30分前本公司的股份過戶登記處並無收到有關該股東的填妥股息貨幣選擇表格，有關股東將自動以港幣收取二零二三年末期股息。所有港幣股息將於二零二四年七月二十六日以慣常方式派付。

倘股東有意以慣常方式以港幣收取二零二三年末期股息，則毋須作出額外行動。

有關股息派付所潛在的稅務影響，股東應向其本身的稅務顧問尋求專業意見。

DIVIDENDS

The Board recommended a final dividend (“2023 Final Dividend”) of RMB1.243 per share for the year ended 31 December 2023 (2022: RMB1.219 per share) payable on Friday, 26 July 2024 to shareholders of the Company whose names appear on the register of members of the Company on Friday, 14 June 2024. The final dividend, if approved, is payable in cash in HKD unless an election is made to receive the same in RMB, which will be converted from RMB at the average CNY Central Parity Rate announced by the People’s Bank of China for the five business days prior to and including the date of the forthcoming annual general meeting of the Company (“Annual General Meeting”).

Unless a permanent election on dividend currency had been made by Shareholders, Shareholders should complete the dividend currency election form which is expected to be dispatched to Shareholders in late June 2024 as soon as practicable after the record date of 14 June 2024 to determine Shareholders’ entitlement to the 2023 Final Dividend, and lodge it to branch share registrar of the Company, Tricor Standard Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than 4:30 p.m. on 9 July 2024.

Shareholders who are minded to elect to receive all or part of their dividends in RMB by cheques should note that (i) they should ensure that they have an appropriate bank account to which the RMB cheques for dividend can be presented for payment; and (ii) there is no assurance that RMB cheques can be cleared without material handling charges or delay in Hong Kong or that RMB cheques will be honored for payment upon presentation outside Hong Kong. The cheques are expected to be posted to the relevant shareholders by ordinary post on 26 July 2024 at the Shareholders’ own risk.

If no duly completed dividend currency election form in respect of that shareholder is received by the branch share registrar of the Company by 4:30 p.m. on 9 July 2024, such shareholder will automatically receive the 2023 Final Dividend in HKD. All dividend payments in HKD will be made in the usual way on 26 July 2024.

If Shareholders wish to receive the 2023 Final Dividend in HKD in the usual way, no additional action is required.

Shareholders should seek professional advice with their own tax advisers regarding the possible tax implications of the dividend payment.

物業、廠房及設備

本年度內物業、廠房及設備之變動情況刊載於綜合財務報表附註14。

主要物業

本集團之主要物業概要刊載於第288頁至第303頁。

股本

本年度內股本之變動情況刊載於綜合財務報表附註40。

本公司可供分配之儲備

本公司可用作分派之儲備指股份溢價及保留溢利。根據開曼群島法例第二十二章公司法(經修訂)，在公司組織章程大綱及公司組織章程細則條文之規限下，如本公司在緊隨支付分派或股息後，有能力於日常業務過程中如期償還其債務，則本公司之股份溢價可用作向股東支付分派或股息。

本公司於二零二三年十二月三十一日可用作股東分派之儲備達人民幣42,752,266,000元(二零二二年：人民幣39,891,281,000元)。

PROPERTY, PLANT AND EQUIPMENT

Movements in property, plant and equipment during the year are set out in note 14 to the consolidated financial statements.

PRINCIPAL PROPERTIES

Summary of the principal properties of the Group is set out on pages 288 to 303.

SHARE CAPITAL

Movements in share capital during the year are set out in note 40 to the consolidated financial statements.

DISTRIBUTABLE RESERVES AT THE COMPANY

The Company's reserves available for distribution represent the share premium and retained profits. Under the Companies Act (Revised) Chapter 22 of the Cayman Islands, the share premium of the Company is available for paying distributions or dividends to Shareholders subject to the provisions of the Memorandum and Articles of Association of the Company and provided that immediately following the distribution or dividend, the Company is able to pay its debts as they fall due in the ordinary course of business.

Reserves of the Company available for distribution to Shareholders as at 31 December 2023 amounted to RMB42,752,266,000 (2022: RMB39,891,281,000).

董事會報告

REPORT OF THE DIRECTORS

董事

本年度內以及於本報告書日期之本公司董事(「董事」)如下：

執行董事

李欣先生(主席)
張大為先生(副主席)
謝驥先生
郭世清先生
陳偉先生(於二零二四年三月一日獲委任)
吳秉琪先生(總裁，
於二零二三年九月二十八日辭任)

非執行董事

竇健先生
程紅女士
黃挺先生(於二零二三年九月十九日獲委任)
劉曉勇先生(於二零二三年九月十九日退任)

獨立非執行董事

鐘偉先生
孫哲先生
陳帆先生(於二零二三年七月一日獲委任)
梁國權先生(於二零二三年七月一日獲委任)
秦虹女士(於二零二三年八月九日獲委任)
何顯毅先生(於二零二三年七月一日辭任)
閻焱先生(於二零二三年七月一日辭任)
尹錦滔先生(於二零二三年七月一日辭任)

截至本報告出具日，根據本公司章程第99條規定，陳偉先生、黃挺先生、陳帆先生、梁國權先生及秦虹女士將於股東週年大會退任並具資格於會上膺選連任。

截至本報告出具日，根據本公司章程第116條規定，竇健先生、程紅女士、鐘偉先生和孫哲先生將於股東週年大會輪值退任並具資格於會上膺選連任。

DIRECTORS

The directors of the Company ("Directors") who held office during the year and at the date of this report are:

EXECUTIVE DIRECTORS

Mr. Li Xin (Chairman)
Mr. Zhang Dawei (Vice Chairman)
Mr. Xie Ji
Mr. Guo Shiqing
Mr. Chen Wei (appointed on 1 March 2024)
Mr. Wu Bingqi (President, resigned on 28 September 2023)

NON-EXECUTIVE DIRECTORS

Mr. Dou Jian
Ms. Cheng Hong
Mr. Huang Ting (appointed on 19 September 2023)
Mr. Liu Xiaoyong (retired on 19 September 2023)

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Zhong Wei
Mr. Sun Zhe
Mr. Frank Chan Fan (appointed on 1 July 2023)
Mr. Leong Kwok-kuen, Lincoln (appointed on 1 July 2023)
Ms. Qin Hong (appointed on 9 August 2023)
Mr. Ho Hin Ngai, Bosco (resigned on 1 July 2023)
Mr. Andrew Y. Yan (resigned on 1 July 2023)
Mr. Wan Kam To, Peter (resigned on 1 July 2023)

As at the date of this report, pursuant to Article 99 of the Articles of Association of the Company, Mr. Chen Wei, Mr. Huang Ting, Mr. Frank Chan Fan, Mr. Leong Kwok-kuen, Lincoln and Ms. Qin Hong shall retire from office at the Annual General Meeting and shall be eligible for re-election thereat.

As at the date of this report, pursuant to Article 116 of the Articles of Association of the Company, Mr. Dou Jian, Ms. Cheng Hong, Mr. Zhong Wei and Mr. Sun Zhe shall retire from office by rotation at the Annual General Meeting and shall be eligible for re-election thereat.

董事及高層管理人員簡歷

董事及高層管理人員簡歷刊載於第38頁至第51頁。

董事之證券權益

於二零二三年十二月三十一日，本公司董事及最高行政人員於本公司及其相聯法團（定義見《證券及期貨條例》第XV部分）之股份、相關股份及債權證中擁有的權益和淡倉（包括根據《證券及期貨條例》條文規定被列為或視作擁有的權益或淡倉），而該權益和淡倉根據《證券及期貨條例》第352條記錄於存置的登記冊內，或根據上市規則所載《上市發行人董事進行證券交易的標準守則》（「標準守則」）須知會本公司及聯交所的權益或淡倉如下：

(甲) 於本公司已發行普通股及相關股份中擁有的權益：

姓名 Name	好倉 / 淡倉 Long position/ short position	普通股股份數目 Number of ordinary shares	共佔權益百分比 ⁽¹⁾ Approximate percentage of interest ⁽¹⁾
李欣 Li Xin	好倉 Long position	40,000	0.00056

附註：

- (1) 指好倉所涉及的本公司股份及相關股份總數於二零二三年十二月三十一日佔本公司已發行股份總數的百分比。
- (2) 上文所披露的所有權益由董事以實益擁有人身份持有。

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

Biographical details of the Directors and senior management are set out on pages 38 to 51.

DIRECTOR'S INTERESTS IN SECURITIES

As at 31 December 2023, the interests and short positions of the Directors and chief executive of the Company in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")), including interests and short positions which the Directors and chief executive of the Company are taken or deemed to have under such provisions of the SFO, which are required to be recorded in the register maintained pursuant to section 352 of the SFO or as otherwise required to be notified to Company and the Stock Exchange pursuant to the "Model Code for Securities Transactions by Directors of Listed Issuers" ("Model Code") contained in the Listing Rules, were as follows:

(a) Interests in issued ordinary shares and underlying shares of the Company:

普通股股份數目 Number of ordinary shares	共佔權益百分比 ⁽¹⁾ Approximate percentage of interest ⁽¹⁾
40,000	0.00056

Notes:

- (1) This represents the percentage of the aggregate long positions in shares and underlying shares of the Company to the total issued shares of the Company as at 31 December 2023.
- (2) The above disclosed interests were held by director as beneficial owner.

董事會報告

REPORT OF THE DIRECTORS

(乙) 於本公司相聯法團 — 江中藥業股份有限公司（「華潤江中」）已發行普通股及相關股份中擁有的權益：

(b) Interests in issued ordinary shares and underlying shares of Jiangzhong Pharmaceutical Company Limited (“CR Jiangzhong”), an associated corporation of the Company:

姓名 Name	好倉 / 淡倉 Long position/ short position	普通股股份數目 Number of ordinary shares	共佔權益百分比 ⁽¹⁾ Approximate percentage of interest ⁽¹⁾
郭世清 Guo Shiqing	好倉 Long position	60,000	0.0095

附註：

- (1) 指好倉所涉及的華潤江中股份及相關股份總數於二零二三年十二月三十一日佔華潤江中已發行股份總數的百分比。
- (2) 郭世清先生被視為擁有其配偶之60,000股股份之權益。

Notes:

- (1) This represents the percentage of the aggregate long positions in shares and underlying shares of CR Jiangzhong to the total issued shares of CR Jiangzhong as at 31 December 2023.
- (2) Mr. Guo Shiqing was deemed to be interested in 60,000 shares through interest of his spouse.

董事認購股份或債權證的安排

除上文「董事之證券權益」一節中所披露外，本公司或其任何附屬公司、同系附屬公司、或其母公司於年內概無參與任何安排，使董事得以借購入本公司或其他公司之股份或債權證而獲取利益。

ARRANGEMENTS FOR DIRECTORS TO SUBSCRIBE FOR SHARES OR DEBENTURES

Save as disclosed above in the section “Director’s Interests in Securities”, the Company or any of its subsidiaries, fellow subsidiaries or its parent company was not a party to any arrangement which enables the Directors to benefit from a purchase of the shares in, or debentures of, the Company or any other body corporate during the year.

購買、出售或贖回上市證券

本公司或其附屬公司於截至二零二三年十二月三十一日止年度內，概無購買、出售或贖回本公司或其附屬公司任何上市證券。

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

Neither the Company nor its subsidiaries purchased, sold or redeemed any of the listed securities of the Company or any of its subsidiaries during the year ended 31 December 2023.

董事之服務合約

於二零二三年十二月三十一日，董事概無與本公司或其任何附屬公司簽訂任何不可於一年內免付補償（法定補償除外）而予以終止之服務合約。

DIRECTORS SERVICE CONTRACTS

As at 31 December 2023, none of the Directors had any service contract with the Company or any of its subsidiaries which is not terminable by the employing company within one year without payment of compensation other than statutory compensation.

獨立非執行董事之獨立性確認

本公司已收到每名獨立非執行董事就其獨立性而作出的年度確認函，確認全體獨立非執行董事均屬獨立人士並符合《上市規則》第3.13條之相關規定。

董事於重大交易、安排或合約之權益

於年結日時或本年度內任何時間，並無任何本公司董事或其有關連實體在本公司、其母公司、附屬公司或同系附屬公司之任何與本公司業務有關之重大交易、安排或合約（在本年度內或結束時仍然生效者）上直接或間接擁有任何重大權益。

獲准許之彌償條文

本公司組織章程規定，各名董事應有權從本公司的資產中獲得彌償，以彌償其作為董事在獲判勝訴或獲判無罪的任何民事或刑事法律訴訟中進行抗辯而招致或蒙受的一切損失或責任。

本公司已就董事可能面對任何訴訟時產生的潛在法律責任和相關的費用購買董事責任保險。

與控股股東的重大合約

於年結日或於年內任何時間，除本報告中「關連交易」、「持續性關連交易」及「股票掛鈎協議」章節所披露內容外，本公司或其任何附屬公司與控股股東或其任何附屬公司之間並無其他的重大合約，亦無任何由控股股東或其任何附屬公司向本公司或其任何附屬公司提供服務的重大合約。

INDEPENDENCE CONFIRMATION OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The Company has received annual independence confirmation from all independent non-executive Directors and confirms that all independent non-executive Directors are independent and the conditions pursuant to Rule 3.13 of the Listing Rules have been fulfilled.

DIRECTORS INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS OF SIGNIFICANCE

No transactions, arrangements or contracts of significance in connection with business of the Company, to which the Company, its parent company, subsidiaries or fellow subsidiaries were a party and in which any Director of the Company or his connected entity had a material interest, either directly or indirectly, subsisted at the end of the year or at any time during the year.

PERMITTED INDEMNITY PROVISION

The articles of association of the Company provides that every Director should be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred or sustained by him or her as a Director, in defending any proceedings, whether civil or criminal, in which judgment is given in his favor, or in which he is acquitted.

The Company maintains a directors' liability insurance policy against potential legal liabilities and related expenses that may be incurred by the Directors in the event of any litigation.

CONTRACTS OF SIGNIFICANCE WITH CONTROLLING SHAREHOLDER

Save as disclosed in the paragraph headed "Connected Transactions", the "Continuing Connected Transactions" and "Equity-Linked Agreement" as set out in this report, there were no other contracts of significance between the Company, or any of its subsidiaries, and a controlling shareholder or any of its subsidiaries, or any contracts of significance for the provision of services to the Company or any of its subsidiaries by a controlling shareholder or any of its subsidiaries subsisting at the end of the year or at any time during the year.

董事會報告

REPORT OF THE DIRECTORS

擁有須申報權益的股東

於二零二三年十二月三十一日，以下人士（董事或本公司行政總裁除外）於本公司的股份及相關股份中擁有根據《證券及期貨條例》第XV部第2及第3部分規定須向本公司披露或記錄於遵照《證券及期貨條例》第336條而備存的登記冊的權益或淡倉如下：

SHAREHOLDERS WITH NOTIFIABLE INTERESTS

As at 31 December 2023, the following persons (not being a Director or chief executive of the Company) had interests or short positions in the shares and underlying shares of the Company which would fall to be disclosed to the Company under the provision of Division 2 and 3 of Part XV of the SFO or which were recorded in the register maintained by the Company pursuant to section 336 of the SFO:

股東名稱 Name of Shareholders	身份 Capacity	權益性質 Nature of interest	好倉/淡倉 Long position/ short position	於2023年 12月31日所持 股份的好倉總額 佔本公司已發行 股份的百分比 Percentage of the aggregate long position in shares to the issued shares of the Company as at 31/12/2023	
				普通股股份數目 Number of ordinary shares	
華潤集團(置地)有限公司 (「華潤集團(置地)」) ^(附註) CRH (Land) Limited ("CRHL") ^(Note)	實益持有人 Beneficial owner	實益權益 Beneficial owner	好倉 Long position	4,243,788,418	59.51%
華潤(集團)有限公司(「華潤集團公司」) ^(附註) China Resources (Holdings) Company Limited ("CRH") ^(Note)	受控制公司權益 Controlled company's interest	公司權益 Corporation interest	好倉 Long position	4,246,618,418	59.55%
CRC Bluesky Limited ("Bluesky") ^(Note)	受控制公司權益 Controlled company's interest	公司權益 Corporation interest	好倉 Long position	4,246,618,418	59.55%
華潤股份有限公司(「華潤股份」) ^(附註) China Resources Inc. ("CRI") ^(Note)	受控制公司權益 Controlled company's interest	公司權益 Corporation interest	好倉 Long position	4,246,618,418	59.55%
中國華潤有限公司(「中國華潤」) ^(附註) China Resources Company Limited ("CRCL") ^(Note)	受控制公司權益 Controlled company's interest	公司權益 Corporation interest	好倉 Long position	4,246,618,418	59.55%

附註：

華潤集團(置地)以及合貿有限公司分別直接持有本公司4,243,788,418股以及2,830,000股，華潤集團公司為華潤集團(置地)以及合貿有限公司之唯一股東，而華潤集團公司是Bluesky的全資附屬公司，Bluesky是華潤股份的全資附屬公司，而華潤股份則是中國華潤的全資附屬公司，因此，華潤集團公司、Bluesky、華潤股份、中國華潤均被視為擁有本公司4,246,618,418股股份的權益。

除上文所披露外，於二零二三年十二月三十一日，概無任何其他人士於本公司的股份及相關股份中擁有根據《證券及期貨條例》第XV部第2及第3部分規定須向本公司披露的權益和淡倉，或記錄於本公司遵照《證券及期貨條例》第336條存置的登記冊的權益或淡倉。

Note:

CRHL and Commotra Company Limited directly held 4,243,788,418 shares and 2,830,000 shares of the Company, respectively. CRH is the sole shareholder of CRHL and Commotra Company Limited. Moreover, CRH is a wholly-owned subsidiary of Bluesky, which is in turn wholly-owned by CRI. CRI is wholly-owned by CRCL. Thus, CRH, Bluesky, CRI and CRCL are deemed to be interested in an aggregate of 4,246,618,418 shares in the Company.

Save as aforesaid, as at 31 December 2023, no other person had any interest or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provision of Division 2 and 3 of Part XV of the SFO or which were recorded in the register kept by the Company under section 336 of the SFO.

附屬公司、合營企業與聯營公司

各主要附屬公司、合營企業及聯營公司之詳細資料刊載於第260頁至第269頁之綜合財務報表附註51內。

控股股東之強制履行責任

本集團若干貸款協議及債券條款包括一項條件，對本公司的控股股東施加一項或以上下列的特定履行的責任：

- (i) 華潤集團公司維持為本公司最少35%或50%（視乎情況而定）已發行股本之實益擁有人（不論直接或間接持有）及唯一最大股東；
- (ii) 華潤集團公司維持最少擁有本公司35%已發行股本（不論直接或間接持有）；
- (iii) 華潤集團公司維持為本公司唯一最大股東（不論直接或間接通過其附屬公司持有）；
- (iv) 華潤集團公司維持由中國中央政府實益擁有超過50%股權；
- (v) 華潤集團公司繼續有能力控制本公司股東委任董事於董事會內。

於二零二三年十二月三十一日，須受制於上述條件之備用總額為港幣50,666,715,638元（折合約人民幣45,915,390,979元），該等備用額最遲將於二零二九年十月二十八日屆滿。

SUBSIDIARIES, JOINT VENTURES AND ASSOCIATES

Particulars regarding principal subsidiaries, joint ventures and associates are set out in note 51 on pages 260 to 269 of the consolidated financial statements.

SPECIFIC PERFORMANCE OBLIGATIONS ON CONTROLLING SHAREHOLDER

Certain loan agreements and bond terms of the Group include a condition that imposes one or more of the following specific performance obligations on the Company's controlling Shareholder:

- (i) CRH remains the single largest Shareholder of the Company which has an aggregate beneficial ownership (directly or indirectly) of not less than 35% or 50% (as the case may be);
- (ii) CRH maintains the direct or indirect ownership of at least 35% of the shares of the Company;
- (iii) CRH remains the single largest Shareholder (whether directly or indirectly through its subsidiaries) of the Company;
- (iv) CRH remains to be beneficially owned as to more than 50% shareholding by the central government of the PRC;
- (v) CRH retains the ability from a practical perspective to control the appointment by the Company's Shareholders of Directors to the Board.

As at 31 December 2023, the aggregate reserved facility subject to the above conditions was HK\$50,666,715,638 (equivalent to RMB45,915,390,979). Such reserved facility will expire on no later than 28 October 2029.

董事會報告

REPORT OF THE DIRECTORS

關連交易

(甲) 關連交易 — 成立合營企業以於中國香港進行物業發展

於二零二三年一月三十一日，華潤集團公司、華潤置地(海外)有限公司(「華潤置地海外」)(本公司的全資附屬公司)與Dragon Rider Development Limited(「Dragon Rider」)訂立一份股份認購協議，據此(其中包括)，華潤集團公司及華潤置地海外同意認購於Dragon Rider的股份，而Dragon Rider同意分別向華潤集團公司及華潤置地海外配發及發行於Dragon Rider的5,499股及4,500股股份，致使於緊隨股份配發完成後，華潤集團公司及華潤置地海外將分別持有Dragon Rider已發行股本的55%及45%。華潤集團公司、華潤置地海外與Dragon Rider就上述股份認購協議亦相應訂立了股東協議。

Dragon Rider為九龍長沙灣發祥街1號潤發倉庫的註冊擁有人。

完成於簽訂上述股份認購協議及股東協議同日落實。完成後，Dragon Rider將不會成為本公司的附屬公司，其財務業績亦不會在本集團的財務業績合併入帳。

董事(包括獨立非執行董事)認為上述股份認購協議、股東協議、相關項目管理協議及其項下擬進行的交易乃於本集團日常及一般業務過程中按正常商業條款釐定，均屬公平合理，並符合本公司及股東的整體利益。

CONNECTED TRANSACTION

(I) CONNECTED TRANSACTION — FORMATION OF JOINT VENTURE FOR PROPERTY DEVELOPMENT IN HONG KONG, PRC

On 31 January 2023, CRH, China Resources Land (Overseas) Limited (“CRLO”) (a wholly-owned subsidiary of the Company) and Dragon Rider Development Limited (“Dragon Rider”) entered into a share subscription agreement, pursuant to which, among others, CRH and CRLO agreed to subscribe for shares in Dragon Rider, and Dragon Rider agreed to allot and issue to CRH and CRLO respectively, 5,499 shares and 4,500 shares in Dragon Rider, such that immediately upon the completion of the allotment, CRH and CRLO would hold 55% and 45%, respectively, of the issued share capital of Dragon Rider. In connection with the above-mentioned share subscription agreement, CRH, CRLO and Dragon Rider also entered into a shareholders’ agreement accordingly.

Dragon Rider is the registered owner of the Yuen Fat Godown, No. 1 Fat Tseung Street, Cheung Sha Wan, Kowloon.

Completion took place on the same day as the signing of the aforesaid share subscription agreement and the shareholders’ agreement. Upon completion, Dragon Rider will not become a subsidiary of the Company and its financial results will not be consolidated into the financial results of the Group either.

The Directors (including the independent non-executive Directors) are of the view that the above-mentioned share subscription agreement, the shareholders’ agreement, the corresponding project management agreement and the transactions contemplated thereunder are on normal commercial terms, fair and reasonable, in the interests of the Company and the Shareholders as a whole and in the ordinary and usual course of business of the Group.

華潤集團公司為本公司控股股東，即間接擁有本公司已發行股本總額約59.55%。緊接交易完成前，Dragon Rider的全部已發行股本由華潤集團持有。因此，根據上市規則第14A章，上述交易構成本公司的關連交易。

上文所述交易詳情載於本公司於二零二三年一月三十一日刊發的關連交易公告。

(乙) 關連交易 — 成立合營企業以於中國武漢市進行物業發展

於二零二三年四月四日，武漢潤置房地產開發有限公司（「武漢潤置」）（本公司的間接全資附屬公司）、珠海橫琴潤弘參號投資企業（有限合夥）（「珠海橫琴潤弘」）、武漢格律詩房地產開發有限公司（「武漢格律詩房地產開發」）與武漢格律詩地產開發有限公司（「格律詩地產」）就成立合營企業及開發三幅地塊（「該土地」）訂立一份合作協議。根據上述合作協議，(i) 武漢潤置有條件同意購買以及武漢格律詩房地產開發有條件同意出售格律詩地產的51%股權及51%債權人權利，代價為人民幣289,991,247.1元；及(ii) 珠海橫琴潤弘有條件同意購買以及武漢格律詩房地產開發有條件同意出售格律詩地產9%股權及9%債權人權利，代價為人民幣51,174,926.0元。於完成後，(i) 格律詩地產將由本公司、武漢格律詩房地產開發及華潤資產管理有限公司（「華潤資產」）分別最終實益擁有51%、40%及9%；及(ii) 格律詩地產將成為本公司的附屬公司，其財務業績將於本集團的財務業績中綜合入帳。

該土地位於中國湖北武漢市江岸區建設大道西北側，惠濟二路東側，總地盤面積約為21,949.97平方米，而格律詩地產擬將土地重建為包括私人住宅物業及商業物業。

CRH is a controlling shareholder of the Company, being indirectly interested in approximately 59.55% of the total issued share capital of the Company. Immediately prior to completion of the transaction, the entire issued share capital of Dragon Rider was held by CRH. Accordingly, the aforesaid transaction constitutes a connected transaction of the Company under Chapter 14A of the Listing Rules.

Details of the aforesaid transaction are set out in the connected transaction announcement of the Company dated 31 January 2023.

(II) CONNECTED TRANSACTION — FORMATION OF JOINT VENTURE FOR PROPERTY DEVELOPMENT IN WUHAN CITY, PRC

On 4 April 2023, Wuhan Runzhi Property Development Co., Ltd. (“Wuhan Runzhi”) (an indirect wholly-owned subsidiary of the Company), Zhuhai Hengqin Runhong No. 3 Investment Enterprise (Limited Partnership) (“Zhuhai Hengqin Runhong”), Wuhan Gelvshi Real Estate Development Co., Ltd. (“WG Real Estate Development”) and Wuhan Gelvshi Property Development Co., Ltd. (“Gelvshi Property”) entered into a cooperation agreement for the purposes of formation of joint venture and to develop the three land parcels (the “Land”). Pursuant to the aforesaid cooperation agreement, (i) Wuhan Runzhi has conditionally agreed to purchase and WG Real Estate Development has conditionally agreed to sell 51% equity interest in Gelvshi Property and 51% of the creditor’s rights for a consideration of RMB289,991,247.1; and (ii) Zhuhai Hengqin Runhong has conditionally agreed to purchase and WG Real Estate Development has conditionally agreed to sell 9% equity interest in Gelvshi Property and 9% of the creditor’s rights for a consideration of RMB51,174,926.0. Upon completion, (i) Gelvshi Property shall be ultimately beneficially owned as to 51%, 40% and 9% by the Company, WG Real Estate Development and China Resources Asset Management Limited (“CR Asset”), respectively; and (ii) Gelvshi Property will become a subsidiary of the Company and its financial results will be consolidated into the financial results of the Group.

The Land is located on the northwest side of Jianshe Avenue and the east side of Huiji Second Road, Jiang’an District, Wuhan City, Hubei Province, the PRC with a total site area of approximately 21,949.97 square meters, and the Gelvshi Property intends to redevelop the corresponding land parcel consisting of private residential properties and commercial properties.

董事會報告

REPORT OF THE DIRECTORS

截至二零二三年四月四日，(i)華潤股份為本公司控股股東，擁有本公司已發行股本總額約59.55%；及(ii)華潤資產的全部註冊資本由華潤股份持有。因此，根據上市規則，華潤資產及珠海橫琴潤弘均為本公司的關連人士。故此，根據上市規則第14A章，上述交易構成本公司的關連交易。

董事(包括獨立非執行董事)認為，上述合作協議及其項下擬進行的交易屬公平合理，按一般商業條款或更佳條款訂立，符合本公司及股東的整體利益，並於本集團正常及日常業務過程中進行。據董事會經作出一切合理查詢後所深知、盡悉及確信，概無董事於上述合作協議中擁有任何重大權益，且概無董事須就批准上述合作協議項下擬進行的建議交易的董事會決議案放棄投票。

上文所述交易詳情載於本公司於二零二三年四月四日刊發的關連交易公告。

(丙) 關連交易 — 成立合營企業以於中國東莞市進行物業發展

於二零二三年五月三十日，深圳市潤投諮詢有限公司(「潤投諮詢」)(本公司的間接全資附屬公司)與深圳市廣利升實業有限公司(「廣利升實業」)、東莞市智鑫物業投資有限公司(「智鑫物業」)、東莞市東潤房地產有限公司(「東潤公司」)、深圳市景祈投資有限公司(「景祈投資」)及深圳市凱東集團有限公司(「凱東集團」)就建議交易及後續東潤公司的管理訂立一份補充合作協議。東潤公司為於二零二一年八月根據原合作協議註冊成立的本公司非全資附屬公司，以開發該相關項目，其負責拆除該一幅土地的建築物，其後向東莞市政府申請土地變更，涉及向東莞市政府相關部門重新登記該幅土地作住宅、辦公及商業用途。

As of 4 April 2023, (i) CRI is a controlling shareholder of the Company, interested in approximately 59.55% of the total issued share capital of the Company; and (ii) the entire registered capital of CR Asset is held by CRI. Each of CR Asset and Zhuhai Hengqin Runhong is therefore a connected person of the Company under the Listing Rules. Accordingly, the aforesaid transaction constitutes a connected transaction of the Company under Chapter 14A of the Listing Rules.

The Directors (including the independent non-executive Directors) are of the view that the aforesaid cooperation agreement and the transactions contemplated thereunder are fair and reasonable on normal commercial terms or better, is in the interests of the Company and the Shareholders as a whole and in the ordinary and usual course of business of the Group. To the best knowledge, information and belief of the Board having made all reasonable enquiries, none of the Directors have any material interest in the aforesaid cooperation agreement and none of them shall abstain from voting on the board resolutions approving the Proposed Transaction contemplated under the aforesaid cooperation agreement.

Details of the aforesaid transaction are set out in the connected transaction announcement of the Company dated 4 April 2023.

(III) CONNECTED TRANSACTION — FORMATION OF JOINT VENTURE FOR PROPERTY DEVELOPMENT IN DONGGUAN CITY, PRC

On 30 May 2023, Shenzhen Runtou Consulting Co., Ltd. (“Runtou Consulting”) (an indirect wholly-owned subsidiary of the Company) entered into a supplemental cooperation Agreement with Shenzhen Guanglisheng Industrial Co., Ltd. (“GLS Industrial”), Dongguan Zhixin Property Investment Co., Ltd. (“Zhixin Property”), Dongguan Dongrun Real Estate Co., Ltd. (“Dongrun Co.”), Shenzhen Jingqi Investment Co., Ltd. (“Jingqi Investment”) and Shenzhen Kaidong Group Co., Ltd. (“Kaidong Group”) in relation to the proposed transaction and the management of Dongrun Co. thereafter. Dongrun Co. is a non-wholly owned subsidiary of the Company incorporated in August 2021 pursuant to the original cooperation agreement for the purpose of the development of the corresponding project, where it would be responsible for the demolition of the buildings of a land parcel, and applying to the Dongguan government for land modification, involving re-registration of the Land for residential, office and commercial uses with the relevant authority of the Dongguan government.

截至二零二三年五月三十日，(i)華潤股份為本公司控股股東，擁有本公司已發行股本總額約59.55%權益；及(ii)華潤資產的全部註冊資本由華潤股份持有，而景祈投資為華潤資產之聯繫人。因此，根據上市規則，華潤資產及景祈投資均為本公司的關連人士。故此，根據上市規則第14A章，上述原合作協議及補充合作協議項下之交易構成本公司的關連交易。

董事（包括獨立非執行董事）認為，該補充合作協議及其項下擬進行的交易屬公平合理，按一般商業條款或更佳條款訂立，符合本公司及股東的整體利益，並於本集團正常及日常業務過程中進行。據董事會經作出一切合理查詢後所深知、盡悉及確信，概無董事於補充合作協議中擁有任何重大權益，且概無董事須就批准該補充合作協議項下擬進行的建議交易的董事會決議案放棄投票。

上文所述交易詳情載於本公司於二零二三年五月三十日刊發的關連交易公告。

(丁) 關連交易 — 收購華潤置地（昆山）發展有限公司49%股權

於二零二三年十二月四日，本公司一間間接全資附屬公司華潤商業資產控股有限公司（「華潤商業」），深圳市潤鑫一號投資合夥企業（有限合夥）（「深圳合夥」）及華潤置地（昆山）發展有限公司（「昆山發展」）訂立股權轉讓協議，華潤商業以總代價約人民幣1,007,007,695元收購昆山發展49%（「標的股權」）股權（「收購事項」）。

As of 30 May 2023, (i) CRI is a controlling shareholder of the Company, interested in approximately 59.55% of the total issued share capital of the Company; and (ii) the entire registered capital of CR Asset is held by CRI and Jingqi Investment is an associate of CR Asset. Each of CR Asset and Jingqi Investment is therefore a connected person of the Company under the Listing Rules. Accordingly, the transaction contemplated under the aforesaid original cooperation agreement and the supplemental cooperation agreement constitutes a connected transaction of the Company under Chapter 14A of the Listing Rules.

The Directors (including the independent non-executive Directors) are of the view that such supplemental cooperation agreement and the transactions contemplated thereunder are fair and reasonable on normal commercial terms or better, is in the interests of the Company and the Shareholders as a whole and in the ordinary and usual course of business of the Group. To the best knowledge, information and belief of the Board having made all reasonable enquiries, none of the Directors have any material interest in that supplemental cooperation agreement and none of them shall abstain from voting on the board resolutions approving the Proposed Transaction contemplated under the supplemental cooperation agreement.

Details of the aforesaid transaction are set out in the connected transaction announcement of the Company dated 30 May 2023.

(IV) CONNECTED TRANSACTION — ACQUISITION OF 49% EQUITY INTERESTS IN CHINA RESOURCES LAND (KUNSHAN) DEVELOPMENT COMPANY LIMITED

On 4 December 2023, China Resources Commercial Assets Holdings Limited (“CR Commercial”), an indirect wholly-owned subsidiary of the Company, entered into an equity transfer agreement (the “Equity Transfer Agreement”) with Shenzhen Runxin No.1 Investment Partnership Enterprise (Limited Partnership) (“SZ Partnership”) and China Resources Land (Kunshan) Development Company Limited (“Kunshan Development Co. Ltd.”) for the sale and purchase of the 49% (the “Target Equity”) of the entire registered capital of Kunshan Development Co. Ltd. (the “Acquisition”), for a total consideration of approximately RMB1,007,007,695.

董事會報告

REPORT OF THE DIRECTORS

華潤商業為本公司的間接全資附屬公司。由於華潤股份擁有本公司已發行股本總額約59.55%的權益，為本公司的控股股東，故華潤股份為本公司的關連人士。本交易之賣方深圳合夥為華潤股份的附屬公司，故深圳合夥亦為本公司的關連人士。因此，根據上市規則第14A章，收購收購事項構成本公司的關連交易。

於日期為二零二三年十二月一日為批准收購事項而舉行的董事會會議上，本公司非執行董事黃挺先生由於身為華潤信託的董事，已就有關收購事項之決議案放棄投票。（華潤信託為一間於中國註冊成立的有限公司其最終實益擁有人為中國華潤，而中國華潤為本公司的控股股東）。除上文所述者外，概無其他董事於收購事項擁有任何重大權益或就相關董事會決議案放棄投票。

董事會（包括獨立非執行董事）認為，股權轉讓協議的條款及收購事項屬公平合理，股權轉讓協議的訂立及收購事項乃按一般商業條款進行，並符合本公司及股東的整體利益。

上文所述交易詳情載於本公司分別於二零二三年十二月四日及二零二四年一月二十九日刊發的關連交易公告及其補充公告。

CR Commercial is an indirect wholly-owned subsidiary of the Company. As CRI is interested in approximately 59.55% of the total issued share capital of the Company and is a controlling shareholder of the Company, CRI is a connected person of the Company. SZ Partnership, vendor of the Target Equity is a subsidiary of CRI and is therefore a connected person of the Company. Accordingly, the Acquisition constitutes a connected transaction of the Company under Chapter 14A of the Listing Rules.

At the Board meeting held on 1 December 2023 to approve, among other things, the Acquisition, Mr. Huang Ting, a non-executive Director, has abstained from voting on the resolution in respect of the Acquisition. Mr. Huang, being a director of China Resources SZITIC Trust Co., Ltd., a company incorporated in the PRC with limited liability and the ultimate beneficial owner of which is CRCL, which is also the ultimate holding company of the Company. Save as aforementioned, neither of the Directors has any material interest in the Acquisition or has abstained from voting on the relevant Board resolutions.

The Board (including the independent non-executive Directors) are of the view that the terms of the Equity Transfer Agreement and the Acquisition are fair and reasonable and the entering into of the Equity Transfer Agreement and the Acquisition are on normal commercial terms and in the interests of the Company and the Shareholders as a whole.

Details of the aforesaid transaction are set out in the connected transaction announcement and supplemental announcement of the Company dated 4 December 2023 and 29 January 2024 respectively.

持續關連交易

華潤集團內部資金拆借

於二零二二年十二月三十日，本公司與華潤集團訂立一份截至二零二五年十二月三十一日止三個年度新境外框架貸款協議及擔保，以取得港元、人民幣及美元貸款。同日，本公司亦與華潤股份訂立截至二零二五年十二月三十一日止三個年度的新的境內框架貸款協議及擔保，以取得人民幣貸款（該等協議合稱「二零二二年框架貸款協議」）。

本集團於二零二二年框架貸款協議期限的建議年度貸款上限如下：

截至十二月三十一日止年度的各年度每日貸款上限 Daily lending cap for the year ending 31 December

2023 人民幣百萬元 RMB million	2024 人民幣百萬元 RMB million	2025 人民幣百萬元 RMB million
5,500	5,500	5,500

根據上市規則，二零二二年框架貸款協議項下交易構成持續關連交易。二零二二年框架協議的詳情載於本公司於二零二二年十二月三十日的持續關連交易公告。

截至二零二三年十二月三十一日止年度內，本集團在二零二二年框架貸款協議項下向華潤集團旗下附屬公司提供人民幣20億元貸款。

CONTINUING CONNECTED TRANSACTIONS

INTRA-GROUP LENDING BETWEEN MEMBERS OF THE CHINA RESOURCES GROUP

On 30 December 2022, the Company and CRH entered into a new offshore framework loan agreement for three years ending 31 December 2025 and guarantee for advances in Hong Kong Dollar, Renminbi and United States Dollar. On the same date, the Company and CRI also entered into a new onshore framework loan agreement for three years ending 31 December 2025 and guarantee for advances in Renminbi (such agreements shall collectively be referred to as the "Framework Loan Agreements 2022").

The proposed annual lending caps for the Group for the term of the Framework Loan Agreements 2022 are as follows:

Under the Listing Rules, the transactions contemplated pursuant to the Framework Loan Agreements 2022 constituted continuing connected transactions. Details of the Framework Loan Agreements 2022 are set out in the continuing connected transactions announcement of the Company dated 30 December 2022.

During the year ended 31 December 2023, the Group provided loans of RMB2.0 billion to subsidiaries under China Resources Group pursuant to the Framework Loan Agreements 2022.

董事會報告

REPORT OF THE DIRECTORS

華潤集團內部戰略合作協議

於二零二二年十月二十五日，本公司與珠海華潤銀行股份有限公司（「華潤銀行」）訂立一份截至二零二五年十二月三十一日止三個年度新戰略合作協議（「二零二二年華潤銀行戰略合作協議」），本公司並於同日與華潤深國投信託有限公司（「華潤信託」）訂立一份截至二零二五年十二月三十一日止三個年度新戰略合作協議（「二零二二年華潤信託戰略合作協議」）（二零二二年華潤銀行戰略合作協議及二零二二年華潤信託合作協議統稱「二零二二年戰略合作協議」）。本集團於二零二二年戰略合作協議期限的建議各年度上限如下：

STRATEGIC COOPERATION AGREEMENTS BETWEEN MEMBERS OF THE CHINA RESOURCES GROUP

On 25 October 2022, the Company and China Resources Bank Co., Ltd. (“CR Bank”) entered into a new strategic cooperation agreement for three year ending 31 December 2025 (the “CR Bank Strategic Cooperation Agreement 2022”); and the Company and China Resources SZITIC Trust Co., Ltd. (“CR Trust”) entered into the a new strategic cooperation agreement for three year ending 31 December 2025 (“CR Trust Strategic Cooperation Agreement 2022”) on the even date (CR Bank Strategic Cooperation Agreement 2022 and the CR Trust Strategic Cooperation Agreement 2022 collectively called “Strategic Cooperation Agreements 2022”). The proposed annual caps for the Group for the term of the Strategic Cooperation Agreements 2022 are as follows:

截至十二月三十一日止年度的每日存款金額上限 Maximum daily deposit amount for the year ending 31 December

		2023	2024	2025
		人民幣百萬元	人民幣百萬元	人民幣百萬元
		RMB million	RMB million	RMB million
華潤銀行	CR Bank	4,700	4,700	4,700

截至十二月三十一日止年度之每日金額上限 Maximum daily amount for the year ending 31 December

		2023	2024	2025
		人民幣百萬元	人民幣百萬元	人民幣百萬元
		RMB million	RMB million	RMB million
華潤銀行及華潤信託向本集團提供金融服務及產品	Financial services and products provided to the Group by CR Bank and CR Trust	5,000	5,000	5,000

根據上市規則，二零二二年戰略合作協議項下交易構成持續關連交易。二零二二年戰略合作協議的詳情載於本公司於二零二二年十月二十五日的持續關連交易公告（「二零二二年持續關連交易公告」）。

Under the Listing Rules, the transactions contemplated under the Strategic Cooperation Agreements 2022 constituted continuing connected transactions. Details of the Strategic Cooperation Agreements 2022 are set out in the continuing connected transactions announcement of the Company dated 25 October 2022 (the “2022 CCT Announcement”).

截至二零二三年十二月三十一日止期間，本集團存款於華潤銀行的單日最高金額為人民幣4,526,080,000元，而自該等存款收取的總利息收入為人民幣48,632,800元。

同一期間內，華潤銀行及華潤信託向本集團提供金融服務及產品的單日最高金額為人民幣1,517,004,000元，而本集團自該等金融服務及產品獲取的收益為人民幣3,807,000元。

建築、裝修及傢俱服務供應以及建築材料銷售框架協議

本集團一直在其正常業務過程中，向華潤集團系成員公司及華潤集團聯繫人提供建築及裝修服務並向其銷售傢俱及建築材料。本集團提供的建築服務包括樓宇建築、機電工程及安裝以及城市公用設施。本集團提供的裝修服務包括室內設計、辦公室、商住物業之裝修及粉飾。本集團提供的傢俱服務包括傢俱製造及銷售。

During the period ended 31 December 2023, the highest daily deposit amount by the Group with CR Bank was RMB4,526,080,000, and the total interest income received from the deposit amounted to RMB48,632,800.

During the same period, the maximum daily amount of financial services and products provided to the Group by CR Bank and CR Trust was RMB1,517,004,000, and the total income received from such financial services and products was RMB3,807,000.

PROVISION OF CONSTRUCTION, DECORATION AND FURNITURE SERVICES AND SALES OF CONSTRUCTION MATERIAL FRAMEWORK AGREEMENT

The Group has been, during the normal course of its businesses, providing construction and decoration services and selling furniture and construction material to members of the CRH Group and associates of CRH. Construction services provided by the Group include building construction, mechanical and electrical engineering and installation as well as urban utilities. Decoration services provided by the Group include interior design, decoration and furnishing of offices, commercial and residential properties. Furniture services provided by the Group include furniture manufacturing and sale.

董事會報告

REPORT OF THE DIRECTORS

於二零二二年十月二十五日，本公司與華潤集團訂立二零二二年建築服務、裝修服務及家具服務供應以及建築材料銷售框架協議（「二零二二年建築服務、裝修服務及家具服務，供應以及建築材料銷售框架協議」）；據此，現有建築服務、裝修服務及家具服務供應安排下的年度上限獲更新，並就有關建築材料銷售釐定年度上限。各份建築、裝修或家具服務或建築材料銷售合約將按一般商業條款訂立，而價格將為市價或不遜於本集團獲獨立第三方提供之價格。截至二零二五年十二月三十一日止三個年度，二零二二年建築服務、裝修服務及家具服務供應以及建築材料銷售框架協議之建議年度上限載列如下：

On 25 October 2022, the Company and CRH, entered into the Provision of Construction Services, Decoration Services and Furniture Services and Sales of Construction Material Framework Agreement 2022 (“Provision of Construction Services, Decoration Services, and Furniture Services and Sales of Construction Material Framework Agreement 2022”) whereby the annual caps under the existing provision of construction services, decoration services and furniture services arrangements are renewed and the annual caps in respect of the sales of construction material are determined. Each contract of construction, decoration or furniture services or sales of construction material will be entered into on normal commercial terms and the prices will be either at market prices or at prices no less favourable to the Group than those available from independent third parties. The proposed annual caps for the Provision of Construction Services, Decoration Services and Furniture Services and Sales of Construction Material Framework Agreement 2022 for the three years ending 31 December 2025 are as follows:

		截至十二月三十一日止年度 For the year ending 31 December		
		2023	2024	2025
		人民幣百萬元 RMB million	人民幣百萬元 RMB million	人民幣百萬元 RMB million
建築上限	The Construction Caps	1,800	1,800	1,800
裝修上限	The Decoration Caps	650	650	650
建築材料(銷售)上限	The Construction Material (Sales) Caps	200	200	200
建築材料(採購)上限	The Construction Material (Procurement) Caps	800	800	800

根據上市規則，二零二二年建築服務、裝修服務及家具服務供應以及建築材料銷售框架協議項下交易構成持續關連交易，有關詳情載於二零二二年持續關連交易公告。

Under the Listing Rules, the transactions contemplated under the Provision of Construction Services, Decoration Services and Furniture Services and Sales of Construction Material Framework Agreement 2022 constituted continuing connected transactions and details of which are set out in the 2022 CCT Announcement.

上述持續關聯交易在二零二三年的年度及二零二三年實際交易額如下表所列：

The annual cap in 2023 and the actual transaction amount of the above continuing connected transactions during year 2023 are shown as follows:

		2023 年度上限	2023 年 實際交易金額
		Annual caps in 2023	Actual transaction amount in 2023
		人民幣百萬元	人民幣百萬元
		RMB million	RMB million
建築上限	The Construction Caps	1,800	181
裝修上限	The Decoration Caps	650	75
建築材料(銷售)上限	The Construction Material (Sales) Caps	200	0
建築材料(採購)上限	The Construction Material (Procurement) Caps	800	174

物業租賃及許用框架協議

本集團已於其一般業務過程中，就其物業組合訂立租賃及許用安排，據此，本集團成員公司向華潤集團系成員公司及華潤集團聯繫人租賃物業。

於二零二二年十月二十五日，本公司與華潤集團訂立二零二二年租賃及許用框架協議（「二零二二年租賃及許用框架協議」），藉此按照華潤集團系成員公司及華潤集團聯繫人之業務需要及本集團將自二零二三年一月一日起至二零二五年十二月三十一日提供服務之預期水平，重續現有租賃及許用安排之年度上限。二零二二年租賃及許用框架協議截至二零二五年十二月三十一日止三個年度之建議年度上限載列如下：

PROPERTY LEASING AND CONCESSIONAIRE FRAMEWORK AGREEMENT

The Group has been, during the normal course of its businesses, entering into leasing and concessionaire arrangements regarding its property portfolio where members of the Group lease premises to members of the CRH Group and associates of CRH.

On 25 October 2022, the Company and CRH entered into the Leasing and Concessionaire Framework Agreement 2022 (“Leasing and Concessionaire Framework Agreement 2022”) whereby the annual caps under the existing leasing and concessionaire arrangements are renewed taking into account of the business needs of members of the CRH Group and associates of CRH and the expected level of services to be provided by the Group from 1 January 2023 to 31 December 2025. The proposed annual caps for the Leasing and Concessionaire Framework Agreement 2022 for the three years ending 31 December 2025 are as follows:

		截至十二月三十一日止年度		
		For the year ending 31 December		
		2023	2024	2025
		人民幣百萬元	人民幣百萬元	人民幣百萬元
		RMB million	RMB million	RMB million
租賃及許用上限	The Leasing and Concessionaire Caps	1,000	1,200	1,400

董事會報告

REPORT OF THE DIRECTORS

華潤集團持有本公司之控股權益，故華潤集團系成員公司及華潤集團聯繫人為本公司之關連人士（定義見上市規則）。因此，上述安排構成本公司的持續關連交易。

上述持續關連交易在二零二三年的年度上限及二零二三年實際交易金額如下表所示：

CRH owns the controlling interest of the Company. Therefore, members of the CRH Group and associates of CRH are the connected persons of the Company, as defined in the Listing Rules. Accordingly, the above arrangements constitute continuing connected transactions of the Company.

The annual cap in 2023 and the actual transaction amount of the above continuing connected transaction during year 2023 are shown as follows:

		2023 年度上限 Annual cap in 2023 人民幣百萬元 RMB million	2023 年 實際交易金額 Actual transaction amount in 2023 人民幣百萬元 RMB million
租賃及許用上限	The Leasing and Concessionaire Caps	1,000	466

保理服務框架協議及租賃融資框架協議

於二零二二年十月二十五日，本公司與華潤融資租賃公司（「租賃融資公司」）訂立截至二零二五年十二月三十一日止三個年度的租賃融資及保理服務框架協議（「二零二二年租賃融資及保理服務框架協議」）。據此，租賃融資公司及華潤商業保理（天津）有限公司（合稱「華潤租賃集團」）將向本集團提供一般融資租賃、商業保理及相關諮詢服務。本集團二零二二年融資租賃融資及保理服務框架協議期限的建議各年度上限如下：

THE FACTORING SERVICES FRAMEWORK AGREEMENT AND THE LEASE FINANCING FRAMEWORK AGREEMENT

On 25 October 2022, the Company and China Resources Leasing Co., Ltd. (the "Lease Financing Company") entered into a lease financing and factoring services framework agreement ("Lease Financing and Factoring Services Framework Agreement 2022") for the three years ending 31 December 2025. Pursuant to which, the Lease Financing Company and China Resources Commercial Factoring (Tianjin) Co., Ltd ("CR Leasing Group") will provide general financial leasing, commercial factoring and related consultation services to the Group. The proposed annual caps for the Group for the terms of Lease Financing and Factoring Services Framework Agreement 2022 are as follow:

		2023 年年度上限 The annual cap in 2023 人民幣百萬元 RMB million	2024 年年度上限 The annual cap in 2024 人民幣百萬元 RMB million	2025 年年度上限 The annual cap in 2025 人民幣百萬元 RMB million
本集團與華潤租賃集團於期/年內之交易金額及本集團於期/年內向華潤租賃集團支付的利息及服務費	Transaction amount between the Group and CR Leasing Group during the period/year and interest and service fees paid by the Group to CR Leasing Group during the period/year	2,000	2,000	2,000

華潤租賃集團均為華潤(集團)系成員公司。由於華潤(集團)為本公司的控股股東，華潤(集團)系成員公司及華潤(集團)的聯繫人均屬本公司關連人士，故與華潤(集團)系成員公司及華潤(集團)的聯繫人訂立的租賃融資及保理服務框架協議構成本公司的持續關連交易。

上述持續性關連交易在二零二三年的年度上限及二零二三年實際交易金額如下：

CR Leasing Group are members of the CRH Group. As CRH is a controlling Shareholder of the Company, members of the CRH Group and associates of CRH are connected persons of the Company and the Lease Financing and Factoring Services Framework Agreement 2022 with members of the CRH Group and associates of CRH constitute continuing connected transactions of the Company.

The annual cap in 2023 and the actual transaction amount of the above continuing connected transaction during year 2023 are shown as follows:

		2023年 年度上限 The annual cap in 2023	2023年 實際交易金額 Actual transaction amount in 2023
		人民幣百萬元 RMB million	人民幣百萬元 RMB million
本集團與華潤租賃集團於期／年內的交易金額及本集團於期／年內向華潤租賃集團支付的利息及服務費	Transaction amount between the Group and CR Leasing Group during the period/year and interest and service fees paid by the Group to CR Leasing Group during the period/year	2,000	0

董事會報告

REPORT OF THE DIRECTORS

平台及營銷服務框架協議

於二零二二年十月二十五日，本公司與華網數據科技(廣州)有限公司(「華網數據」)訂立截至二零二五年十二月三十一日止三個年度的平台及營銷服務框架協議(「二零二二年平台及營銷服務框架協議」)。據此，本集團將向後者提供營銷服務，以協助後者推行使用有關平台。本集團二零二二年平台及營銷服務框架協議期限的建議各年度上限如下：

THE PLATFORM AND MARKETING SERVICES FRAMEWORK AGREEMENT

On 25 October 2022, the Company and Huawang Data Technology (Guangzhou) Co., Ltd. (“Huawang Data”) entered into another platform and marketing services framework agreement (collectively called “Platform and Marketing Services Framework Agreement 2022”) for three years ending 31 December 2025. Pursuant to which, the Group will provide the latter with marketing services and assist the latter to the use of the particular platform. The proposed annual caps for the Group for the terms of Platform and Marketing Services Framework Agreement 2022 are as follow:

		2023年年度上限	2024年年度上限	2025年年度上限
		The annual cap in 2023	The annual cap in 2024	The annual cap in 2025
		人民幣百萬元	人民幣百萬元	人民幣百萬元
		RMB million	RMB million	RMB million
營銷服務	Marketing Services	200	400	600
平台服務	Platform Services	400	600	900

由於華潤股份為華潤集團的控股股東，而華潤集團持有本公司約59.55%權益，故華潤股份、華潤集團及其各自的聯繫人為本公司的關連人士(定義見上市規則)。由於華潤股份持有華網數據100%的註冊資本，故根據上市規則，華網數據為本公司的關連人士，平台及營銷服務框架協議下的交易構成本公司的持續關連交易。

By virtue of CRI being the controlling shareholder of CRH, which in turn holds approximately 59.55% in the Company, CRI, CRH and their respective associates are connected persons to the Company as defined under the Listing Rules. CRI holds 100% of the registered capital of Huawang Data, Huawang Data is thus a connected person of the Company under the Listing Rules, and the transactions contemplated under the Platform and Marketing Services Framework Agreement 2022 constitute continuing connected transactions of the Company.

上述持續性關連交易在二零二三年的年度上限及二零二三年實際交易金額如下：

The annual caps in 2023 and the actual transaction amounts of the above continuing connected transactions during year 2023 are set out below:

		2023年度上限	2023年實際交易金額
		The annual caps in 2023	The actual transaction amount in 2023
		人民幣百萬元	人民幣百萬元
		RMB million	RMB million
營銷服務	Marketing Services	200	114
平台服務	Platform Services	400	179

信息化服務及產品採購框架協議

於二零二二年十月二十五日，本公司與華潤數字科技有限公司（「華潤數科」）訂立截至二零二五年十二月三十一日止三個年度的信息化服務及產品採購框架協議（「二零二二年信息化服務及產品採購框架協議」）。根據二零二二年信息化服務及產品採購框架協議，本集團可不時採購華潤數科及其附屬公司提供的資訊科技、數字化及智能化服務，主要包括(i)一般應用及操作系統的維護服務，包括日常維護、軟件採購及軟件許可；(ii)特定實施服務，包括開發及實施統一應用系統；(iii)資訊科技基礎設施，包括雲端平台及軟硬件，以及傳統資源庫信息化的技術支援服務；及(iv)其他服務，包括數據安全、智能製造及智能園區、工業物聯網(IIoT)等總承包項目，以及收取有關軟件本地化的外部適用軟件許可費。本集團二零二二年信息化服務及產品採購框架協議期限的建議各年度上限如下：

		2023年年度上限	2024年年度上限	2025年年度上限
		The annual cap in 2023	The annual cap in 2024	The annual cap in 2025
		人民幣百萬元	人民幣百萬元	人民幣百萬元
		RMB million	RMB million	RMB million
採購資訊科技服務及產品	Procurement of IT Services and Products	300	350	400

由於華潤股份為華潤集團的控股股東，而華潤集團持有本公司約59.55%權益，故華潤股份、華潤集團及其各自的聯繫人為本公司的關連人士（定義見上市規則）。由於華潤股份持有華潤數科100%的註冊資本，故根據上市規則，華潤數科為本公司的關連人士，二零二二年信息化服務及產品採購框架協議項下的交易構成本公司的持續關連交易。

上述持續性關連交易在二零二三年的年度上限及二零二三年實際交易金額如下：

		2023年年度上限	2023年實際交易金額
		The annual cap in 2023	Actual transaction amount in 2023
		人民幣百萬元	人民幣百萬元
		RMB million	RMB million
採購資訊科技服務及產品	Procurement of IT Services and Products	300	294

IT SERVICES AND PRODUCTS PROCUREMENT FRAMEWORK AGREEMENT

On 25 October 2022 the Company and China Resources Digital Technology Co., Ltd (“CR Digital”) entered into an IT services and products procurement framework agreement (“IT Services and Products Procurement Framework Agreement 2022”) for three years ending 31 December 2025. Pursuant to IT Services and Products Procurement Framework Agreement 2022, the Group may from time to time procure the information technology, digitalization and intelligentization services supplied by CR Digital and its subsidiaries, which mainly include (i) maintenance services for generic applications and operating systems, including daily maintenance, procurement of software, and licensing of software; (ii) specific implementation services, including development and implementation of unified application systems; (iii) IT infrastructure, including cloud platforms and hardware and software, and technical support services for the informatisation of traditional resource pool; and (iv) other services, including general contracting projects such as data security, smart manufacturing and smart parks, industrial internet of things (IIoT), and collection of externally applicable software licensing fees relating to localization of software. The proposed annual caps for the Group for the terms of IT Services and Products Procurement Framework Agreement 2022 are as follow:

		2023年年度上限	2024年年度上限	2025年年度上限
		The annual cap in 2023	The annual cap in 2024	The annual cap in 2025
		人民幣百萬元	人民幣百萬元	人民幣百萬元
		RMB million	RMB million	RMB million
採購資訊科技服務及產品	Procurement of IT Services and Products	300	350	400

By virtue of CRI being the controlling shareholder of CRH, which in turn holds approximately 59.55% in the Company, CRI, CRH and their respective associates are connected persons to the Company as defined under the Listing Rules. CRI holds 100% of the registered capital of CR Digital, CR Digital is thus a connected person of the Company under the Listing Rules, and the transactions contemplated under the IT Services and Products Procurement Framework Agreement 2022 constitute continuing connected transactions of the Company.

The annual cap in 2023 and the actual transaction amount of the above continuing connected transaction during year 2023 are shown as follows:

		2023年年度上限	2023年實際交易金額
		The annual cap in 2023	Actual transaction amount in 2023
		人民幣百萬元	人民幣百萬元
		RMB million	RMB million
採購資訊科技服務及產品	Procurement of IT Services and Products	300	294

董事會報告

REPORT OF THE DIRECTORS

物業管理服務框架協議

於二零二二年十月二十五日，本公司之附屬公司華潤萬象生活及華潤集團訂立截至二零二五年十二月三十一日止三個年度的物業管理服務框架協議（「二零二二年物業管理服務框架協議」）。根據二零二二年物業管理服務框架協議，華潤萬象生活集團可不時就華潤集團關連人士開發及／或擁有的住宅及／或商業物業及其他物業向彼等提供物業管理服務。本集團二零二二年物業管理服務框架協議期限的建議各年度上限如下：

THE PROPERTY MANAGEMENT SERVICES FRAMEWORK AGREEMENT

On 25 October 2022, CR Mixc Lifestyle (a subsidiary of the Company) and CRH entered into a property management services framework agreement (collectively called “Property Management Services Framework Agreement 2022”) for three years ending 31 December 2025. Pursuant to Property Management Services Framework Agreement 2022, CR Mixc Lifestyle Group may, from time to time, provide property management services to the CRH Connected Persons for the residential and/or commercial properties and other properties developed and/or owned by them. The proposed annual caps for the Group for the terms of Property Management Services Framework Agreement 2022 are as follow:

		2023年年度上限 The annual cap in 2023	2024年年度上限 The annual cap in 2024	2025年年度上限 The annual cap in 2025
		人民幣百萬元 RMB million	人民幣百萬元 RMB million	人民幣百萬元 RMB million
華潤萬象生活集團收取的物業管理費（就商業物業而言）	Property management fees received by the CR Mixc Lifestyle Group (for commercial properties)	295	395	495
華潤萬象生活集團收取的物業管理費（就住宅物業及其他非商業設施而言）	Property management fees received by the CR Mixc Lifestyle Group (for residential properties and other non-commercial facilities)	570	1,000	1,250

由於華潤（集團）為本公司的控股股東，華潤（集團）屬本公司關連人士，故與華潤（集團）訂立的二零二二年物業管理服務框架協議構成本公司的持續關連交易。

As CRH is a controlling Shareholder of the Company, CRH is a connected person of the Company and the Property Management Services Framework Agreement 2022 with CRH constitute continuing connected transactions of the Company.

上述持續性關連交易在二零二三年的年度上限及二零二三年實際交易金額如下：

The annual cap in 2023 and the actual transaction amount of the above continuing connected transaction during year 2023 are shown as follows:

		2023年年度上限 The annual cap in 2023	2023年實際交易金額 Actual transaction amount in 2023
		人民幣百萬元 RMB million	人民幣百萬元 RMB million
華潤萬象生活集團收取的物業管理費（就住宅物業及其他非商業設施而言）	Property management fees received by CR Mixc Lifestyle Group (for residential properties and other non-commercial facilities)	570	290

根據上市條例規則第14A.55條，獨立非執行董事審閱了上述持續性關連交易，確認如下：

Pursuant to Rule 14A.55 of the Listing Rules, the independent non-executive Directors have reviewed the above-mentioned continuing connected transactions, and confirmed that:

- | | |
|---|---|
| 1. 該等交易在本集團的日常業務中訂立； | 1. these transactions have been entered into in the ordinary and usual course of business of the Group; |
| 2. 該等交易是按照一般商務條款或更佳條款進行；及 | 2. these transactions have been entered into on normal commercial terms or better; and |
| 3. 該等交易是根據有關交易的協定條款進行，而交易條款公平合理，並且符合本公司股東的整體利益。 | 3. these transactions have been entered into according to the agreements governing them on terms that are fair and reasonable and in the interest of the Company's shareholders as a whole. |

董事會報告

REPORT OF THE DIRECTORS

根據香港會計師公會頒佈的香港鑒證業務準則第3000號(修訂)「非審核或審閱過往財務資料的鑒證工作」規定，並參照實務說明第740號「關於香港上市規則所述持續關連交易的核數師函件」，核數師獲委聘就本集團的持續關連交易作出報告。核數師已出具其函件，當中載有其就本集團根據主板上市規則第14A.56條於第107頁至第117頁披露之持續關連交易(「已披露持續關連交易」)之發現及結論：

- a. 核數師概不知悉有任何事宜，令彼相信已披露持續關連交易並未獲本公司董事會批准。
- b. 就涉及本集團提供貨品或服務之交易而言，核數師概不知悉有任何事宜，令彼相信交易在所有重大方面並無根據本集團之定價政策進行。
- c. 核數師概不知悉有任何事宜，令彼相信交易在所有重大方面並無根據規管該等交易之有關協議進行。
- d. 核數師概不知悉有任何事宜，令其相信已披露持續關連交易已超過本年度訂立之年度上限。

根據上市規則的定義，於綜合財務報表附註50第(A)段披露之關連人士交易(與合營企業及聯營公司交易除外)亦屬於關連交易或持續關連交易的範圍，而本公司已根據上市規則第14A章遵守披露規定。

The Company's auditor was engaged to report on the Group's continuing connected transactions in accordance with Hong Kong Standard on Assurance Engagements 3000 (revised) "Assurance Engagements Other Than Audits or Reviews of Historical Financial Information" and with reference to Practice Note 740 "Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules" issued by the Hong Kong Institute of Certified Public Accountants. The auditor has issued his letter containing his findings and conclusions in respect of the continuing connected transactions disclosed by the Group on pages 107 to 117 (the "Disclosed CCTs") in accordance with Main Board Listing Rule 14A.56:

- a. nothing has come to the auditor's attention that causes him to believe that the Disclosed CCTs have not been approved by the Board.
- b. for transactions involving the provision of goods or services by the Group, nothing has come to the auditor's attention that causes him to believe that the transactions were not, in all material respects, in accordance with the pricing policies of the Group.
- c. nothing has come to the auditor's attention that causes him to believe that the transactions were not entered into, in all material respects, in accordance with the relevant agreements governing such transactions.
- d. nothing has come to the auditor's attention that causes him to believe that the Disclosed CCTs have exceeded the annual caps as set by the Company.

The related party transactions except those with joint ventures and associates as disclosed in paragraph (A) in note 50 to the consolidated financial statements also fall under the definition of connected transaction or continuing connected transactions within the meaning of the Listing Rules, and the Company has complied with the disclosure requirements in accordance with Chapter 14A of the Listing Rules.

董事進行證券交易的標準守則

本公司已採納上市規則附錄C3(前稱附錄十)所載之標準守則為本公司董事及有關僱員進行證券交易之守則。本公司已向所有董事作出特定查詢後，所有董事確認在回顧年度內已遵守標準守則所載規定。

公眾持股量

就可提供本公司之公開資料及本公司董事所知，於本報告日，本公司已發行股份有足夠並不少於上市規則規定25%之公眾持股量。

主要客戶及供應商

本年度內，本集團之五大供應商及五大客戶分別共佔本集團少於30%之採購額及銷售額。

股票掛鈎協議

除本報告所披露外，於本年度內或本年度末概無訂立任何股票掛鈎協議。

慈善捐款

在二零二二年，本集團的慈善捐款約為人民幣400萬元。

五年財務概要

本集團過往五個財政年度之業績及資產負債概要刊載於本年報第304頁。

優先購買權

本公司之公司組織章程細則並無有關優先購買權之任何規定，而開曼群島法律亦無有關該權利之任何限制。

MODEL CODE REGARDING SECURITIES TRANSACTIONS BY THE DIRECTORS

The Company has adopted the Model Code set out in the Appendix C3 (formerly known as Appendix 10) to the Listing Rules as code of conduct regarding securities transactions by the Directors and relevant employees of the Company. Having made specific enquiry with all Directors, the Company confirmed that all Directors have complied with the required standard set out in the Model Code during the year under review.

PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the Directors, as at the date of this report, there are sufficient public float of not less than 25% of the Company's issued shares as required under the Listing Rules.

MAJOR CUSTOMERS AND SUPPLIERS

During the year under review, the Group's five largest suppliers and five largest customers together accounted for less than 30% of the Groups purchases and sales respectively.

EQUITY-LINKED AGREEMENT

Save as disclosed in this report, no equity-linked agreements have been entered into during the year or subsisted at the end of the year.

CHARITABLE DONATION

In 2023, the Group's charitable donation amounted to approximately RMB4 million.

FIVE YEAR FINANCIAL SUMMARY

A summary of the results and of the assets and liabilities of the Group for the past five financial years is set out on page 304 of this annual report.

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Company's Articles of Association and there are no restrictions against such rights under the laws in the Cayman Islands.

董事會報告

REPORT OF THE DIRECTORS

審核委員會

於本年報日期，本公司審核委員會成員為梁國權先生（委員會主席）、鐘偉先生、孫哲先生、陳帆先生及秦虹女士（俱為本公司之獨立非執行董事）以及黃挺先生（為本公司之非執行董事）。審核委員會已經與管理層人員及本公司核數師共同審閱了本集團採納的會計原則及慣例，並已就本集團的核數、風險管理、內部監控及財務申報事宜（包括本年度的綜合財務報表）進行了討論。

核數師

於二零二三年六月七日舉行的本公司股東週年大會上，安永會計師事務所退任為本公司核數師而畢馬威會計師事務所獲委任為本公司獨立核數師。

截至2023年12月31日止年度，本公司已委任畢馬威會計師事務所為本公司的核數師。畢馬威會計師事務所將於應屆股東週年大會結束時任滿告退，並具備資格被聘再任。

代表董事會

李欣
主席

中國，二零二四年三月二十五日

AUDIT COMMITTEE

As at the date of this report, the audit committee of the Company comprises Mr. Leong Kwok-kuen, Lincoln (committee chairman), Mr. Zhong Wei, Mr. Sun Zhe, Mr. Frank Chan Fan and Ms. Qin Hong, all are independent non-executive Directors and Mr. Huang Ting, being a non-executive Director. The audit committee has reviewed, together with the management and the Company's auditor, the accounting principles and practices adopted by the Group and discussed auditing, risk management, internal control and financial reporting matters including the consolidated financial statements for the year.

AUDITORS

At the annual general meeting of the Company held on 7 June 2023, Messrs. Ernst & Young retired as the auditor of the Company and KPMG was appointed as the auditor of the Company.

The Company has appointed KPMG as the auditor of the Company for the year ended 31 December 2023. KPMG will retire at the conclusion of the forthcoming annual general meeting and is eligible to stand for reappointment.

On behalf of the Board

Li Xin
Chairman

China, 25 March 2024

獨立核數師報告書

INDEPENDENT AUDITOR'S REPORT



致華潤置地有限公司股東的獨立核數師報告書

(於開曼群島註冊成立的有限公司)

意見

本核數師(以下簡稱「我們」)已審核列載於第131頁至第287頁華潤置地有限公司(以下統稱「貴公司」)及其附屬公司(以下統稱「貴集團」)的綜合財務報表。此綜合財務報表包括於二零二三年十二月三十一日的綜合財務狀況表，與截至該日止年度的綜合損益表、綜合損益及其他全面收益表、綜合股本變動表及綜合現金流量表，以及相關附註，包括重大會計政策資料及其他說明資料。

我們認為，該等綜合財務報表已根據香港會計師公會(「香港會計師公會」)頒佈的香港財務報告準則(「香港財務報告準則」)真實而中肯地反映貴集團於二零二三年十二月三十一日的綜合財務狀況以及截至該日止年度的綜合財務表現及綜合現金流量，並已遵照香港公司條例的披露規定妥為編製。

意見的基準

我們已根據香港會計師公會頒佈的香港審計準則(「香港審計準則」)進行審核。我們於該等準則項下的責任已於本報告「核數師就審核綜合財務報表須承擔的責任」一節中作進一步闡述。根據香港會計師公會頒佈的「專業會計師職業道德守則」(「守則」)連同與我們在開曼群島審核綜合財務報表相關的任何道德要求，我們獨立於貴集團，並已根據該等要求及守則履行其他專業道德責任。我們相信，我們所獲得的審核憑證能充足及適當地為我們的審核意見提供基準。

Independent auditor's report to the shareholders of China Resources Land Limited

(Incorporated in the Cayman Islands with limited liability)

OPINION

We have audited the consolidated financial statements of China Resources Land Limited ("the Company") and its subsidiaries ("the Group") set out on pages 131 to 287, which comprise the consolidated statement of financial position as at 31 December 2023, the consolidated statement of profit or loss, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended and notes, comprising material accounting policy information and other explanatory information.

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 2023, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

BASIS FOR OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing ("HKSA") issued by the 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") together with any ethical requirements that are relevant to our audit of the consolidated financial statements in the Cayman Islands, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

獨立核數師報告書

INDEPENDENT AUDITOR'S REPORT

關鍵審核事項

關鍵審核事項是根據我們的專業判斷，認為對本期間綜合財務報表的審核最為重要的事項。該等事項於我們審核整體綜合財務報表及出具意見時進行處理，而我們不會對該等事項提供單獨的意見。

供銷售之物業的可變現淨值

請參閱綜合財務報表附註4及27。

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.

NET REALISABLE VALUE OF PROPERTIES FOR SALE

Refer to notes 4 and 27 to the consolidated financial statements.

關鍵審核事項	我們在審核中如何處理該事項
Key audit matter	How the matter was addressed in our audit
<p>於二零二三年十二月三十一日，貴集團供銷售之物業的賬面值總額為人民幣524,333百萬元，佔貴集團當日資產總值的44%。該等物業按成本與可變現淨值之較低者列賬。</p> <p>供銷售之物業於財務報告日期之可變現淨值由管理層計算。</p> <p>待售物業可變現淨值的計算涉及管理層對完成各物業開發項目的成本及供銷售之物業的未來淨售價的重大判斷和估計。</p> <p>As at 31 December 2023, the aggregate carrying value of the Group's properties for sale was RMB524,333 million, representing 44% of the Group's total assets as at that date. These properties are stated at the lower of cost and net realisable value.</p> <p>The calculation of the net realisable value for properties for sale at the financial reporting date is performed by management.</p> <p>The calculation of the net realisable value of properties for sale involves significant management judgement and estimation in the costs to complete each property development project as well as the future net selling prices for properties for sale.</p>	<p>我們評估供銷售之物業的可變現淨值的審核程序包括以下各項：</p> <ul style="list-style-type: none">• 評估與編製及監察管理預算以及預測供銷售之物業的未來淨售價、相關稅費、建築及其他成本相關的關鍵內部控制的設計、實施和運行有效性；• 參考現行會計準則的規定，評估估值方法的適當性；• 根據市場現有數據及貴集團的銷售預算計劃，以抽樣方式評估未來淨售價的合理性； <p>Our audit procedures to assess the net realisable value of properties for sale included the following:</p> <ul style="list-style-type: none">• assessing the design, implementation and operating effectiveness of key internal controls over the preparation and monitoring of management budgets and forecasts of future net selling prices, relevant taxes, construction and other costs for properties for sale;• evaluating the appropriateness of the valuation methodology with reference to the requirements of the prevailing accounting standards;• assessing, on a sample basis, the reasonableness of the future net selling prices with market available data and the sales budget plans maintained by the Group;

關鍵審核事項(續)

供銷售之物業的可變現淨值(續)

KEY AUDIT MATTERS (continued)

NET REALISABLE VALUE OF PROPERTIES FOR SALE (continued)

關鍵審核事項 Key audit matter	我們在審核中如何處理該事項 How the matter was addressed in our audit
<p>我們將評估 貴集團供銷售之物業的可變現淨值確定為關鍵審核事項，因為供銷售之物業對 貴集團的資產總值屬重大，且評估具有主觀性，管理層需要作出重大判斷及估計，因而增加了誤差或潛在管理層偏差的風險。</p> <p>We identified the assessment of net realisable value of the Group's properties for sale as a key audit matter because of the significance of properties for sale to the total assets of the Group and because the assessment is inherently subjective and requires significant management judgement and estimation which increases the risk of error or potential management bias.</p>	<ul style="list-style-type: none">• 在抽樣的基礎上，與 貴集團的最新預算進行比較，以評估完成各物業開發項目的估計建築成本的合理性並參照本集團最近完成的開發項目的已簽署建築合約及／或單位建築成本以及物業開發項目的最新進展，對管理層的最新預算提出質疑；• 將上一年計算的可變現淨值中包含的關鍵假設與本年度的實際金額進行比較，以評估管理層的預測及預算編製過程的準確性，以及是否有管理層偏差的跡象；及• 進行敏感度分析，以確定關鍵假設單獨或組合出現何種程度的變化會導致供銷售之物業出現重大錯誤陳述，並考慮該等關鍵假設發生該變化的可能性，以及管理層在作出選擇時出現偏差的可能性。• on a sample basis, assessing the reasonableness of the estimated construction costs to complete each property development project by comparing with the Group's latest budgets and challenging management's latest budgets with reference to signed construction contracts and/or unit construction costs of recently completed projects developed by the Group as well as the latest progress of the property development project;• comparing the key assumptions included in the prior year's calculation of the net realisable value with the actual amounts for the current year to assess the accuracy of management's forecasting and budgeting process and if there were any indications of management bias; and• performing sensitivity analysis to determine the extent of changes in key assumptions that, either individually or collectively, would be required for properties for sale to be materially misstated and considering the likelihood of such a movement in those key assumptions arising and the potential for management bias in their selection.

獨立核數師報告書

INDEPENDENT AUDITOR'S REPORT

關鍵審核事項(續)

投資物業的估值

請參閱綜合財務報表附註4及15。

KEY AUDIT MATTERS (continued)

VALUATION OF INVESTMENT PROPERTIES

Refer to notes 4 and 15 to the consolidated financial statements.

關鍵審核事項 Key audit matter	我們在審核中如何處理該事項 How the matter was addressed in our audit
<p>於二零二三年十二月三十一日，貴集團投資物業的公允價值總額為人民幣262,808百萬元，佔貴集團當日資產總值的22%。截至二零二三年十二月三十一日止年度，貴集團投資物業公允價值變動收益計入綜合損益表的金額為人民幣8,001百萬元。</p> <p>貴集團之投資物業位於中國內地、香港和英國，主要包括購物中心及辦公物業。貴集團投資物業的公允價值由管理層根據外部物業估值師編製的獨立估值進行評估。</p> <p>The aggregate fair values of the Group's investment properties as at 31 December 2023 amounted to RMB262,808 million, representing 22% of the Group's total assets as at that date. The gain on changes in fair values of the Group's investment properties recorded in the consolidated statement of profit or loss for the year ended 31 December 2023 amounted to RMB8,001 million.</p> <p>The Group's investment properties, which are located in the Chinese Mainland, Hong Kong and the United Kingdom, mainly comprise shopping malls and office premises. The fair values of the Group's investment properties were assessed by management based on independent valuations prepared by external property valuers.</p>	<p>我們評估投資物業估值的審核程序包括以下各項：</p> <ul style="list-style-type: none">• 評估與編製及監控本集團投資物業的估值相關的關鍵內部控制的設計、實施和運行有效性；• 評估外部合資格物業估值師的資質、能力及客觀性；• 在內部物業估值專家的協助下，並在抽樣的基礎上，與外部物業估值師討論其估值方法以及估值中採用的關鍵估計及假設；及通過與現有市場數據進行比較，參考現行會計準則的規定，評估估值方法的適當性，並對估值中採用的關鍵假設(即資本化利率及市場租金)的合理性提出質疑； <p>Our audit procedures to assess the valuation of investment properties included the following:</p> <ul style="list-style-type: none">• assessing the design, implementation and operating effectiveness of key internal controls over the preparation and monitoring of valuation of the Group's investment properties;• assessing the external qualified property valuers' competence, capabilities and objectivity;• with the assistance of our internal property valuation specialists and on a sample basis, discussing with the external property valuers their valuation methodology and the key estimates and assumptions adopted in the valuations; and evaluating the appropriateness of the valuation methodology with reference to the requirements of the prevailing accounting standards and challenging the reasonableness of key assumptions, i.e. capitalisation rates and market rents adopted in the valuations by comparison with available market data;

關鍵審核事項(續)

KEY AUDIT MATTERS (continued)

投資物業的估值

VALUATION OF INVESTMENT PROPERTIES (continued)

關鍵審核事項 Key audit matter	我們在審核中如何處理該事項 How the matter was addressed in our audit
<p>我們將 貴集團投資物業的估值確定為關鍵審核事項，因為投資物業對 貴集團的綜合財務報表屬重大，且公允價值的釐定涉及重大判斷及估計，包括選擇適當的估值方法及估計資本化利率以及市場租金。</p> <p>We identified valuation of the Group's investment properties as a key audit matter because of the significance of investment properties to the Group's consolidated financial statements and because the determination of the fair values involves significant judgement and estimation, including selecting the appropriate valuation methodology and estimating the capitalisation rates and market rents.</p>	<ul style="list-style-type: none">• 將 貴集團向外部物業估值師提供的租賃資料(包括承諾租金)與管理層保存的現有租賃資料進行抽樣比較；及• 參考現行會計準則的規定，評估披露投資物業估值的合理性。• comparing tenancy information, including committed rents, provided by the Group to the external property valuers with existing tenancy information kept by management, on a sample basis; and• assessed the reasonableness of the disclosures of the valuations of investment properties with reference to the requirements of the prevailing accounting standards.

獨立核數師報告書

INDEPENDENT AUDITOR'S REPORT

關鍵審核事項(續)

中國內地土地增值稅(「土地增值稅」)撥備

請參閱綜合財務報表附註5及10。

KEY AUDIT MATTERS (continued)

PROVISION FOR LAND APPRECIATION TAX ("LAT") IN CHINESE MAINLAND

Refer to notes 5 and 10 to the consolidated financial statements.

關鍵審核事項 Key audit matter	我們在審核中如何處理該事項 How the matter was addressed in our audit
<p>中國內地的土地增值稅是 貴集團稅費的主要組成部分之一。銷售物業需要就土地增值額按照累進稅率30%至60%繳納土地增值稅。於各財務報告期末，管理層根據其對相關稅務法規的理解及有關解釋，以及估計物業銷售總額減可扣減開支總額(包括土地使用權租賃費、物業開發成本及借貸成本)，估算土地增值稅撥備。在隨後釐定土地增值稅時，實際支付額可能有別於估算額。</p> <p>我們將中國內地的土地增值稅撥備確定為關鍵審核事項，因為其對綜合財務報表屬重大，且土地增值稅的估計撥備是基於管理層對相關稅務法律、法規及慣例的判斷及有關解釋。</p>	<p>我們評估中國內地土地增值稅撥備的審核程序包括以下各項：</p> <ul style="list-style-type: none">• 評估與計算估計土地增值稅撥備相關的關鍵內部控制的設計、實施和運行有效性；• 在我們的內部稅務專家的協助下，以抽樣方式評估 貴集團於二零二三年十二月三十一日的土地增值稅撥備，根據我們的經驗、知識和對各地方稅務局應用相關稅法常規的理解，對 貴集團可扣減開支的價值的判斷的合理性提出質疑；及• 以抽樣方式重新計算土地增值稅撥備，並將管理層作出的撥備與我們的計算進行比較。
<p>LAT in Chinese Mainland is one of the main components of the Group's taxation charge. LAT is levied on sale of properties at progressive rates ranging from 30% to 60% based on the appreciation of land value. At the end of each financial reporting period, management estimates the provision for LAT based on its understanding and interpretation of the relevant tax rules and regulations and the estimated total sales of properties less total deductible expenditure, which includes lease charges for land use rights, property development costs and borrowing costs. When the LAT is subsequently determined, the actual payments may be different from the estimates.</p>	<p>Our audit procedures to assess the provision for LAT in Chinese Mainland included the following:</p> <ul style="list-style-type: none">• assessing the design, implementation and operating effectiveness of key internal controls over the calculation of the estimated LAT provision;• with assistance of our internal taxation specialists, on a sample basis, evaluating the Group's LAT provisions as at 31 December 2023 by challenging the reasonableness of the Group's judgements of the value of the deductible expenditure based on our experience, knowledge and understanding of the practices of the application of the relevant tax laws by the various local tax bureaus; and• re-calculating, on a sample basis, the provision for LAT and comparing the provision made by management with our calculations.
<p>We identified provision for LAT in Chinese Mainland as a key audit matter because of its significance to the consolidated financial statements and because the estimated provisions for LAT are based on management's judgement and interpretation of the relevant tax laws and regulations and practices.</p>	

綜合財務報表及其核數師報告以外的信息

董事需對其他信息負責。其他信息包括刊載於年報內的全部信息，但不包括綜合財務報表及我們的核數師報告。

我們對綜合財務報表的意見並不涵蓋其他信息，我們亦不對該等其他信息發表任何形式的審計結論。

結合我們對綜合財務報表的審計，我們的責任是閱讀其他信息，在此過程中，考慮其他信息是否與綜合財務報表或我們在審計過程中所了解的情況存在重大抵觸或者似乎存在重大錯誤陳述的情況。

基於我們已執行的工作，如果我們認為其他信息存在重大錯誤陳述，我們需要報告該事實。在這方面，我們沒有任何報告。

董事就綜合財務報表須承擔的責任

董事須負責根據香港會計師公會頒佈的香港財務報告準則及香港公司條例的披露規定編製真實而中肯的綜合財務報表，並對董事認為為使綜合財務報表的編製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控制負責。

在編製綜合財務報表時，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，以及使用持續經營為會計基礎，除非 貴公司董事有意將 貴集團清盤或停止經營，或別無其他實際的替代方案。

董事在審核委員會協助下履行監督 貴集團財務報告過程的職責。

INFORMATION OTHER THAN THE CONSOLIDATED FINANCIAL STATEMENTS AND AUDITOR'S REPORT THEREON

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

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

RESPONSIBILITIES OF THE DIRECTORS FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The directors are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with HKFRSs issued by the HKICPA and the 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.

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

獨立核數師報告書

INDEPENDENT AUDITOR'S REPORT

核數師就審核綜合財務報表須承擔的責任

我們的目標乃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，並出具包括我們意見的核數師報告，僅向閣下(作為整體)報告，除此之外本報告別無其他目的。我們概不就本報告的內容對任何其他人士負責或承擔責任。

合理保證為高水平的保證，但不能保證按照香港審計準則進行的審核總能發現所存在的重大錯誤陳述。錯誤陳述可以由欺詐或錯誤引起，如果合理預期其單獨或匯總起來可能影響使用者依賴綜合財務報表所作出的經濟決定，則有關的錯誤陳述可被視作重大。

作為根據香港審計準則進行審核其中一環，我們在審核過程中運用專業判斷，保持專業懷疑態度。我們亦：

- 識別及評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險，設計及執行審核程序以應對該等風險，以及獲取充足及適當的審核憑證，為我們的意見提供基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部控制之上，因此未能發現因欺詐而導致出現重大錯誤陳述的風險高於未能發現因錯誤而導致出現重大錯誤陳述的風險。
- 了解與審核相關的內部控制，以設計在有關情況下屬適當的審核程序，但目的並非對貴集團內部控制的有效性發表意見。
- 評估董事所採用會計政策的適當性以及作出會計估計及相關披露的合理性。

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. This report is made solely to you, as a body, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

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

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

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

核數師就審核綜合財務報表須承擔的責任(續)

- 對董事採用持續經營會計基礎的適當性作出結論，並根據所獲取的審核憑證，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。倘我們認為存在重大不確定性，則有必要在核數師報告中提請使用者注意綜合財務報表中的相關披露。假若有關的披露不足，則修訂我們的意見。我們的結論乃基於直至核數師報告日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業務。
- 評估綜合財務報表的整體列報方式、結構及內容(包括披露)以及綜合財務報表是否中肯反映相關交易及事項。
- 就 貴集團內實體或業務活動的財務資料獲取充足、適當的審核憑證，以對綜合財務報表發表意見。我們負責 貴集團審核的方向、監督及執行。我們為審核意見承擔全部責任。

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

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

獨立核數師報告書

INDEPENDENT AUDITOR'S REPORT

核數師就審核綜合財務報表須承擔的責任(續)

除其他事項外，我們與審核委員會溝通審核的計劃範圍及時間以及重大審核發現等，其中包括我們在審核中識別出內部控制的任何重大不足之處。

我們亦向審核委員會提交聲明，表明我們已符合有關獨立性的相關職業道德要求，並與彼等溝通可能合理被認為會影響我們獨立性的所有關係及其他事項以及(倘適用)就消除威脅採取的措施或使用的防範措施。

從與審核委員會溝通的事項中，我們確定哪些事項對本期間綜合財務報表的審核最為重要，因而構成關鍵審核事項。我們在核數師報告中闡釋該等事項，除非法律或規例不允許公開披露該等事項，或在極端罕見的情況下，合理預期倘於我們之報告中註明某事項造成的負面後果超過產生的公眾利益，則我們決定不應在報告中註明該事項。

出具獨立核數師報告的審核項目合夥人為黃振邦。

畢馬威會計師事務所
執業會計師

香港中環
遮打道10號
太子大廈8樓

二零二四年三月二十五日

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

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

We also provide the Audit Committee with a statement that we have complied with relevant ethical requirements regarding independence and 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.

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

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

KPMG
Certified Public Accountants

8th Floor, Prince's Building
10 Chater Road
Central, Hong Kong

25 March 2024

綜合損益表

CONSOLIDATED STATEMENT OF PROFIT OR LOSS

截至十二月三十一日止年度
FOR THE YEAR ENDED 31 DECEMBER

			2023	2022
		附註 NOTES	人民幣千元 RMB'000	人民幣千元 RMB'000
營業額	Revenue	6	251,137,103	207,061,119
銷售成本	Cost of sales		(187,975,189)	(152,770,509)
毛利	Gross profit		63,161,914	54,290,610
投資物業之公平值變動收益	Gain on changes in fair value of investment properties	15	8,000,785	6,977,861
按公平值計入損益之金融工具之公平值變動收益	Gain on changes in fair value of financial instruments at fair value through profit or loss ("FVPL")		51,010	6,400
其他收入、其他收益及虧損	Other income, other gains and losses	7	8,588,383	3,112,873
銷售及市場推廣支出	Selling and marketing expenses		(7,301,639)	(5,894,694)
一般及行政支出	General and administrative expenses		(6,678,829)	(5,385,588)
應佔於合營企業投資之利潤減虧損	Share of profits less losses of investments in joint ventures		2,800,822	3,484,705
應佔於聯營公司投資之利潤減虧損	Share of profits less losses of investments in associates		(440,634)	616,706
財務費用	Finance costs	9	(1,743,918)	(1,699,518)
除稅前溢利	Profit before taxation		66,437,894	55,509,355
所得稅開支	Income tax expenses	10	(29,134,131)	(23,139,594)
年內溢利	Profit for the year	11	37,303,763	32,369,761
以下人士應佔年內溢利：	Profit for the year attributable to:			
本公司擁有人	Owners of the Company		31,365,372	28,091,865
非控股權益	Non-controlling interests		5,938,391	4,277,896
			37,303,763	32,369,761
本公司普通權益持有人應佔每股盈利	EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY		人民幣元 RMB	人民幣元 RMB
基本及攤薄	Basic and diluted	13	4.40	3.94

綜合損益及其他全面收益表

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

截至十二月三十一日止年度
FOR THE YEAR ENDED 31 DECEMBER

		2023	2022
		人民幣千元 RMB'000	人民幣千元 RMB'000
年內溢利	Profit for the year	37,303,763	32,369,761
其他全面收益	Other comprehensive income		
其後可能重分類至損益的項目	Items that may be reclassified subsequently to profit or loss		
公平值對沖及現金流對沖：	Fair value hedges and cash flow hedges:		
年內產生的對沖工具公平值變動的遠期部分及有效部分	Changes in fair value of hedging instruments due to forward elements and effective portion arising during the year	86,171	(333,152)
換算海外業務所產生之匯兌差異	Exchange differences on translation of foreign operations	229,283	663,343
於後續年間可能重分類至損益的其他全面收益淨額	Net other comprehensive income that may be reclassified to profit or loss in subsequent years	315,454	330,191
其後將不會重分類至損益的項目	Item that will not be reclassified subsequently to profit or loss		
指定為透過其他全面收益按公平值列賬之股本工具之公平值變動虧損	Loss on changes in fair value of equity instruments designated at fair value through other comprehensive income ("FVOCI")	(22,970)	(19,801)
於後續年間將不會重分類至損益的其他全面虧損	Other comprehensive loss that will not be reclassified to profit or loss in subsequent years	(22,970)	(19,801)
年內其他全面收益	Other comprehensive income for the year	292,484	310,390
年內全面收益總額	Total comprehensive income for the year	37,596,247	32,680,151
以下人士應佔全面收益總額：	Total comprehensive income attributable to:		
本公司擁有人	Owners of the Company	31,604,881	28,161,565
非控股權益	Non-controlling interests	5,991,366	4,518,586
		37,596,247	32,680,151

綜合財務狀況表

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

		二零二三年 十二月三十一日 31 December 2023		二零二二年 十二月三十一日 31 December 2022	
		附註 NOTES	人民幣千元 RMB'000	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	14	15,827,017	16,011,713	
使用權資產	Right-of-use assets	16	5,282,553	5,773,760	
投資物業	Investment properties	15	262,808,194	237,885,277	
無形資產	Intangible assets	17	1,519,911	1,425,515	
商譽	Goodwill	18	1,911,884	1,816,263	
於合營企業之投資	Investments in joint ventures	19	59,707,377	50,824,202	
於聯營公司之投資	Investments in associates	20	25,937,418	24,893,083	
指定為透過其他全面收益 按公平值列賬之股本工具	Equity instruments designated at FVOCI	21	1,043,560	1,074,060	
按公平值計入損益之金融 資產	Financial assets at FVPL	22	–	150,000	
定期存款	Time deposits	23	203,097	2,558,608	
非流動資產之預付款項	Prepayments for non-current assets	25	2,427,392	1,401,467	
遞延稅項資產	Deferred taxation assets	26	13,979,382	11,591,017	
應收關聯方款項	Amounts due from related parties	30	11,253,594	10,168,102	
應收非控股權益款項	Amounts due from non-controlling interests	30	4,914,883	2,474,207	
			406,816,262	368,047,274	
流動資產	CURRENT ASSETS				
供銷售之物業	Properties for sale	27	524,332,647	495,498,250	
其他存貨	Other inventories		407,467	462,830	
應收賬款、其他應收賬項、 預付款項及訂金	Trade receivables, other receivables, prepayments and deposits	28	51,301,058	45,010,794	
合約資產及合約成本	Contract assets and contract costs	29	2,941,068	2,046,081	
定期存款	Time deposits	23	4,052,766	–	
按公平值計入損益之金融 資產	Financial assets at FVPL	22	3,001,429	1,066,801	
衍生金融工具	Derivative financial instruments	24	10,415	–	
應收關聯方款項	Amounts due from related parties	30	27,200,300	30,899,781	
應收非控股權益款項	Amounts due from non-controlling interests	30	38,965,360	26,858,943	
預付稅項	Prepaid taxation		17,807,894	13,973,575	
受限制銀行存款	Restricted bank deposits	31	1,665,351	1,922,996	
現金及現金等值	Cash and cash equivalents	31	112,675,092	95,544,576	
			784,360,847	713,284,627	

綜合財務狀況表

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

		二零二三年 十二月三十一日 31 December 2023		二零二二年 十二月三十一日 31 December 2022	
		附註 NOTES	人民幣千元 RMB'000	人民幣千元 RMB'000	
流動負債	CURRENT LIABILITIES				
應付賬款及其他應付賬項	Trade and other payables	32	158,671,034	162,834,305	
租賃負債	Lease liabilities	16	1,580,663	998,721	
合約負債	Contract liabilities	33	267,618,392	225,789,214	
按公平值計入損益之金融 負債	Financial liabilities at FVPL	22	114,025	–	
應付關聯方款項	Amounts due to related parties	34	39,185,761	39,185,729	
應付非控股權益款項	Amounts due to non-controlling interests	34	17,343,703	10,563,199	
應付稅項	Taxation payable		35,405,452	26,641,869	
銀行及其他借貸	Bank and other borrowings				
– 一年內到期	– due within one year	36	42,576,778	52,336,890	
優先票據 – 一年內到期	Senior notes – due within one year	37	7,208,121	–	
超短期融資券	Super short-term commercial papers	38	6,000,000	–	
中期票據 – 一年內到期	Medium-term notes – due within one year	39	8,501,928	8,906,126	
			584,205,857	527,256,053	
流動資產淨值	NET CURRENT ASSETS		200,154,990	186,028,574	
資產總值減流動負債	TOTAL ASSETS LESS CURRENT LIABILITIES		606,971,252	554,075,848	
權益	EQUITY				
股本	Share capital	40	673,829	673,829	
儲備	Reserves		264,193,354	243,373,240	
本公司擁有人應佔權益	Equity attributable to owners of the Company		264,867,183	244,047,069	
非控股權益	Non-controlling interests	51(B)	119,281,871	97,659,981	
			384,149,054	341,707,050	

		二零二三年 十二月三十一日 31 December 2023		二零二二年 十二月三十一日 31 December 2022	
		附註 NOTES	人民幣千元 RMB'000	人民幣千元 RMB'000	
非流動負債	NON-CURRENT LIABILITIES				
銀行及其他借貸	Bank and other borrowings				
– 一年後到期	– due after one year	36	113,537,417	97,924,016	
優先票據 – 一年後到期	Senior notes – due after one year	37	6,769,877	13,744,457	
中期票據 – 一年後到期	Medium-term notes – due after one year	39	47,685,216	44,191,898	
租賃負債	Lease liabilities	16	5,469,413	6,116,805	
按公平值計入損益之金融 負債	Financial liabilities at FVPL	22	221,131	390,860	
應付關聯方款項	Amounts due to related parties	34	9,101,388	14,211,080	
應付非控股權益款項	Amounts due to non-controlling interests	34	1,150,293	3,654,950	
長期應付款項	Long-term payables	35	4,371,525	101,635	
衍生金融工具	Derivative financial instruments	24	–	212,742	
遞延稅項負債	Deferred taxation liabilities	26	34,515,938	31,820,355	
			222,822,198	212,368,798	
權益總額及非流動負債	TOTAL OF EQUITY AND NON-CURRENT LIABILITIES		606,971,252	554,075,848	

載於第131至287頁之綜合財務報表已於二零二四年三月二十五日由董事會批准及授權刊發，並由以下人士代表簽署：

The consolidated financial statements on pages 131 to 287 were approved and authorised for issue by the Board of Directors on 25 March 2024 and are signed on its behalf by:

李欣
LI XIN
董事
DIRECTOR

張大為
ZHANG DAWEI
董事
DIRECTOR

綜合股本變動表

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

截至二零二三年十二月三十一日止年度

FOR THE YEAR ENDED 31 DECEMBER 2023

		本公司擁有人應佔 Attributable to owners of the Company									
		股本	股份溢價	對沖儲備	匯兌儲備	其他儲備	保留溢利	永續資本 工具	總計	非控股權益	總計
		Share capital	Share premium	Hedging reserve	Translation reserve	Other reserves	Retained profits	Perpetual capital instrument	Total	Non- controlling interests	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 (附註 a) (note a)	人民幣千元 RMB'000	人民幣千元 RMB'000 (附註 b) (note b)	人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000
於二零二三年一月一日	At 1 January 2023	673,829	58,529,724	(183,044)	(558,393)	11,653,327	166,550,190	7,381,436	244,047,069	97,659,981	341,707,050
年內溢利	Profit for the year	-	-	-	-	-	31,365,372	-	31,365,372	5,938,391	37,303,763
年內產生的對沖工具公平值變動的遠期部分及有效部分	Changes in fair value of hedging instruments due to forward elements and effective portion arising during the year	-	-	86,171	-	-	-	-	86,171	-	86,171
換算海外業務所產生之匯兌差異	Exchange differences on translation of foreign operations	-	-	-	176,308	-	-	-	176,308	52,975	229,283
指定為透過其他全面收益按公平值列賬之股本工具之公平值變動虧損	Loss on changes in fair value of equity instruments designated at FVOCI	-	-	-	-	(22,970)	-	-	(22,970)	-	(22,970)
年內全面收益總額	Total comprehensive income for the year	-	-	86,171	176,308	(22,970)	31,365,372	-	31,604,881	5,991,366	37,596,247
保留溢利轉撥	Appropriation of retained profits	-	-	-	-	4,660,669	(4,660,669)	-	-	-	-
收購附屬公司(附註45)	Acquisition of subsidiaries (Note 45)	-	-	-	-	-	-	-	-	3,076,202	3,076,202
增購附屬公司權益	Acquisition of additional interest in subsidiaries	-	-	-	-	66,530	-	-	66,530	(2,161,646)	(2,095,116)
出售附屬公司部份權益而並無失去控制權	Partial disposal of subsidiaries without loss of control	-	-	-	-	6,650	-	-	6,650	2,035,284	2,041,934
非控股權益出資	Capital contribution from non-controlling interests	-	-	-	-	-	-	-	-	15,704,364	15,704,364
向永續資本工具擁有人作出之分派	Distribution to the owners of perpetual capital instrument	-	-	-	-	-	(279,246)	-	(279,246)	-	(279,246)
已付非控股權益股息	Dividend to non-controlling interests	-	-	-	-	-	-	-	-	(3,023,680)	(3,023,680)
二零二三年中期股息	Interim dividend for 2023	-	-	-	-	-	(1,413,713)	-	(1,413,713)	-	(1,413,713)
二零二二年末期股息	Final dividend for 2022	-	-	-	-	-	(9,164,988)	-	(9,164,988)	-	(9,164,988)
於二零二三年十二月三十一日	At 31 December 2023	673,829	58,529,724	(96,873)	(382,085)	16,364,206	182,396,946	7,381,436	264,867,183	119,281,871	384,149,054

		本公司擁有人應佔 Attributable to owners of the Company									
		股本	股份溢價	對沖儲備	匯兌儲備	其他儲備	保留溢利	永續資本 工具	總計	非控股權益	總計
		Share capital	Share premium	Hedging reserve	Translation reserve	Other reserves	Retained profits	Perpetual capital instrument	Total	Non- controlling interests	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 (附註a) (note a)	人民幣千元 RMB'000	人民幣千元 RMB'000 (附註b) (note b)	人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000
於二零二二年一月一日	At 1 January 2022	673,829	58,529,724	150,108	(981,046)	8,079,343	152,695,876	7,381,436	226,529,270	65,546,704	292,075,974
年內溢利	Profit for the year	-	-	-	-	-	28,091,865	-	28,091,865	4,277,896	32,369,761
年內產生的對沖工具公平值變動的遠期部分及有效部分	Changes in fair value of hedging instruments due to forward elements and effective portion arising during the year	-	-	(333,152)	-	-	-	-	(333,152)	-	(333,152)
換算海外業務所產生之匯兌差異	Exchange differences on translation of foreign operations	-	-	-	422,653	-	-	-	422,653	240,690	663,343
指定為透過其他全面收益按公平值列賬之股本工具之公平值變動虧損	Loss on changes in fair value of equity instruments designated at FVOCI	-	-	-	-	(19,801)	-	-	(19,801)	-	(19,801)
年內全面收益總額	Total comprehensive income for the year	-	-	(333,152)	422,653	(19,801)	28,091,865	-	28,161,565	4,518,586	32,680,151
保留溢利轉撥	Appropriation of retained profits	-	-	-	-	3,588,856	(3,588,856)	-	-	-	-
收購附屬公司	Acquisition of subsidiaries	-	-	-	-	-	-	-	-	6,909,852	6,909,852
增購一間附屬公司權益	Acquisition of additional interest in a subsidiary	-	-	-	-	4,929	-	-	4,929	(227,318)	(222,389)
出售附屬公司股份權益而並無失去控制權	Partial disposal of subsidiaries without loss of control	-	-	-	-	-	-	-	-	9,170,661	9,170,661
出售附屬公司	Disposal of subsidiaries	-	-	-	-	-	-	-	-	(2,070,643)	(2,070,643)
非控股權益出資	Capital contribution from non-controlling interests	-	-	-	-	-	-	-	-	15,732,396	15,732,396
向永續資本工具擁有人作出之分派	Distribution to the owners of perpetual capital instrument	-	-	-	-	-	(269,366)	-	(269,366)	-	(269,366)
非控股權益股息	Dividend to non-controlling interests	-	-	-	-	-	-	-	-	(1,920,257)	(1,920,257)
二零二二年中期股息	Interim dividend for 2022	-	-	-	-	-	(1,346,582)	-	(1,346,582)	-	(1,346,582)
二零二一年末期股息	Final dividend for 2021	-	-	-	-	-	(9,032,747)	-	(9,032,747)	-	(9,032,747)
於二零二二年十二月三十一日	At 31 December 2022	673,829	58,529,724	(183,044)	(558,393)	11,653,327	166,550,190	7,381,436	244,047,069	97,659,981	341,707,050

綜合股本變動表

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

附註：

- (a) 其他儲備主要包括資本儲備、一般儲備、特別儲備、合併儲備、物業、廠房及設備轉撥至投資物業時之重估收益及指定為透過其他全面收益按公平值列賬之股本工具公平值變動。

根據中華人民共和國(「中國」)相關法例及法規所規定，本集團之中國內地附屬公司須提撥除稅後溢利10%作為一般儲備，直至一般儲備達相關附屬公司之註冊資本50%為止。該儲備僅可於取得中國內地附屬公司之董事會及有關當局批准後，用以抵銷累計虧損或增加資本。

特別儲備指收購或出售附屬公司股權而並無失去控制權產生之金額。其指已付或已收代價與於相關附屬公司之非控股權益之調整之間的差額。

- (b) 此永續資本工具由本公司發行。有關永續資本工具之詳情披露於附註41。

Notes:

- (a) Other reserves mainly comprise capital reserve, general reserve, special reserve, merger reserve, revaluation gain of property, plant and equipment when transferred to investment properties and changes in fair value of equity instruments designated at FVOCI.

As stipulated by the relevant laws and regulations of the People's Republic of China (the "PRC"), the Group's subsidiaries in the Chinese Mainland shall set aside 10% of their profit after taxation for the general reserve until the general reserve reaches 50% of the registered capital of the respective subsidiaries. The reserve can only be used, upon approval by the board of directors of the Chinese Mainland subsidiaries and by the relevant authority, to offset accumulated losses or increase capital.

The special reserve represents amounts arising from the acquisition or disposal of equity interests in subsidiaries without loss of control. It represented the difference between the consideration paid or received and the adjustment to the non-controlling interests of the relevant subsidiaries.

- (b) This perpetual capital instrument was issued by the Company. Detailed information of the perpetual capital instrument is disclosed in note 41.

綜合現金流量表

CONSOLIDATED STATEMENT OF CASH FLOWS

截至十二月三十一日止年度
FOR THE YEAR ENDED 31 DECEMBER

			2023	2022
		附註 NOTES	人民幣千元 RMB'000	人民幣千元 RMB'000
營運活動所得現金淨額	Net cash generated from operating activities			
營運活動所得現金	Cash generated from operating activities	43	70,328,298	26,145,728
已付所得稅	Income tax paid		(22,976,175)	(24,915,938)
			47,352,123	1,229,790
投資活動所用現金淨額	Net cash used in investing activities			
物業、廠房及設備付款	Payment for property, plant and equipment		(1,131,428)	(1,896,770)
出售物業、廠房及設備及投資物業所得款項	Proceeds from disposal of property, plant and equipment and investment properties		261,743	218,897
無形資產付款	Payment for intangible assets		(129,038)	–
投資物業付款	Payment for investment properties		(22,769,672)	(21,953,833)
向合營企業注資	Capital injection to joint ventures		(6,449,152)	(7,020,490)
向聯營公司注資	Capital injection to associates		(2,896,619)	(3,743,659)
已收合營企業股息	Dividends received from joint ventures		768,770	631,179
已收聯營公司股息	Dividends received from associates		438,999	683,919
償還自/(墊款予)關聯方	Repayments from/(advances to) related parties		6,222,631	(5,579,867)
墊款予非控股權益	Advances to non-controlling interests		(16,586,088)	(9,491,827)
已收利息	Interest received		2,153,433	2,200,216
出售或視作出售附屬公司獲取之現金淨額	Net cash acquired from disposal or deemed disposal of subsidiaries	44	4,161,642	6,392,010
收購附屬公司時(支付)/獲得的現金淨額	Net cash (paid for)/acquired from acquisition of subsidiaries	45	(216,722)	799
購買按公平值計入損益之金融資產	Purchase of financial assets at FVPL		(13,701,989)	(6,640,630)
贖回按公平值計入損益之金融資產所得款項	Proceeds from redemption of financial assets at FVPL		11,913,400	6,799,500
存放定期存款	Placement of time deposits		(1,600,000)	–
提取受限制銀行存款	Withdrawal of restricted bank deposits		257,645	63,747
			(39,302,445)	(39,336,809)

綜合現金流量表

CONSOLIDATED STATEMENT OF CASH FLOWS

截至十二月三十一日止年度
FOR THE YEAR ENDED 31 DECEMBER

		2023	2022
		人民幣千元	人民幣千元
		RMB'000	RMB'000
融資活動所得現金淨額	Net cash generated from financing activities		
銀行及其他借貸所得款項	Proceeds from bank and other borrowings	99,306,316	109,697,267
償還銀行及其他借貸	Repayments of bank and other borrowings	(92,129,809)	(103,024,811)
發行超短期融資券所得款項	Proceeds from issuance of super short-term commercial papers	9,500,000	–
償還超短期融資券	Repayments of super short-term commercial papers	(3,500,000)	–
發行中期票據所得款項	Proceeds from issuance of medium-term notes	12,000,000	31,000,000
償還中期票據	Repayments of medium-term notes	(8,800,000)	(5,200,000)
向永續資本工具擁有人作出之分派	Distribution to the owners of perpetual capital instrument	(279,246)	(269,366)
支付租賃負債本金部分	Payments for principal portion of lease liabilities	(1,050,797)	(938,840)
已付財務費用	Finance costs paid	(10,225,865)	(8,525,279)
(償還予)/墊款自關聯方	(Repayments to)/advances from related parties	(5,872,294)	5,468,051
墊款自/(償還予)非控股權益	Advances from/(repayments to) non-controlling interests	11,258,155	(7,117,053)
非控股權益出資	Capital contribution from non-controlling interests	8,711,738	15,732,396
已付本公司擁有人股息	Dividends paid to owners of the Company	(10,578,701)	(10,379,329)
已付非控股權益股息	Dividends paid to non-controlling interests	(969,410)	(722,189)
增購附屬公司權益支付之現金代價	Cash consideration paid upon acquisitions of additional interest in subsidiaries	(440,610)	–
出售附屬公司部份權益而並無失去控制權所得款項淨額	Net proceeds from partial disposal of subsidiaries without loss of control	2,041,934	414,661
		8,971,411	26,135,508
現金及現金等值增加/(減少)淨額	Net increase/(decrease) in cash and cash equivalents	17,021,089	(11,971,511)
年初之現金及現金等值	Cash and cash equivalents at the beginning of the year	95,544,576	106,772,788
外幣匯率變動影響	Effect of change of foreign exchange rates	109,427	743,299
年末之現金及現金等值	Cash and cash equivalents at the end of the year	112,675,092	95,544,576

綜合財務報表附註

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至二零二三年十二月三十一日止年度

FOR THE YEAR ENDED 31 DECEMBER 2023

1. 一般資料

華潤置地有限公司(「本公司」)為一間在開曼群島註冊成立之公眾有限公司，其股份在香港聯合交易所有限公司(「香港聯交所」)上市。本公司之最終控股公司為中國華潤有限公司(「中國華潤」)，其為於中國註冊成立之公司。本公司之中間控股公司為華潤(集團)有限公司(「華潤集團」)。本公司之直接控股公司為CRH (Land) Limited，其為於英屬處女群島註冊成立之公司。本公司註冊辦事處之地址載於年報的公司資料中，而本公司的主要營業地點與載於年報的公司資料所披露的總辦事處地址相同。本公司及其附屬公司(統稱「本集團」)之主要業務為於中國之開發銷售型業務、經營性不動產業務、輕資產管理業務及生態圈要素型業務。

2. 編製基準

該等財務報表乃根據全部適用之香港財務報告準則(此統稱包括香港會計師公會頒佈之所有適用之個別香港財務報告準則、香港會計準則及詮釋)以及香港公司條例之規定而編製。該等財務報表亦符合香港聯合交易所有限公司證券上市規則的適用披露條文。本集團採納的重大會計政策披露如下。

香港會計師公會已頒佈若干香港財務報告準則之修訂本，該等香港財務報告準則於本集團之現行會計期間首次生效或可供提早採納。附註3提供首次應用該等變更導致會計政策出現任何變動的資料，而有關變動與本集團於該等財務報表中所反映的當前會計期間相關。

截至二零二三年十二月三十一日止年度之綜合財務報表包括本集團及本集團於聯營公司及合營企業之權益。

1. GENERAL INFORMATION

China Resources Land Limited (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 “Hong Kong Stock Exchange”). The ultimate holding company of the Company is China Resources Company Limited (“CRCL”), a company incorporated in the PRC. The intermediate holding company of the Company is China Resources (Holdings) Company Limited (“CRH”). The immediate holding company of the Company is CRH (Land) Limited, a limited company incorporated in the British Virgin Islands (“BVI”). The address of the registered office of the Company is disclosed in the corporate information of the annual report and the principal place of business of the Company is the same as its address of the head office disclosed in the corporate information of the annual report. The principal activities of the Company and its subsidiaries (together referred to as the “Group”) are development property business, investment property business, asset-light management business and eco-system elementary business in the PRC.

2. BASIS OF PREPARATION

These financial statements have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards (“HKFRSs”), which collective term includes all applicable individual Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards (“HKASs”) and Interpretations issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) and the requirements of the Hong Kong Companies Ordinance. These financial statements also comply with the applicable disclosure provisions of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited. Material accounting policies adopted by the group are disclosed below.

The HKICPA has issued certain amendments to HKFRSs that are first effective or available for early adoption for the current accounting period of the Group. Note 3 provides information on any changes in accounting policies resulting from initial application of these developments to the extent that they are relevant to the Group for the current accounting period reflected in these financial statements.

The consolidated financial statements for the year ended 31 December 2023 comprise the Group and the Group’s interest in associates and joint ventures.

綜合財務報表附註

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

2. 編製基準 (續)

編製財務報表所用計量基準乃歷史成本基準，惟按下文所載之會計政策所解釋，以下資產及負債按其公平值列賬除外：

- 投資物業，包括本集團作為物業權益的註冊擁有人持作投資物業的租賃土地及樓宇權益；
- 其他自由土地及樓宇，包括本集團作為物業權益的註冊擁有人於租賃土地及樓宇的權益；
- 於債務及股本證券的投資；及
- 衍生金融工具。

劃分為持有待售非流動資產及處置資產組以賬面價值及公允價值減銷售成本中的較低者列示。

根據香港財務報告準則編製財務報表要求管理層須作出判斷、估計及假設，而該等判斷、估計及假設會影響會計政策的應用以及資產、負債、收益及開支的呈報金額。該等估計及相關假設乃基於過往經驗及在有關情況下視為合理的各項其他因素作出，其結果構成對未能透過其他來源確定的資產及負債的賬面值作出判斷的基礎。實際結果可能有別於估計數額。

該等估計及相關假設會持續予以審閱。倘會計估計的修訂僅對作出修訂的期間產生影響，則有關修訂於該期間內確認，或倘修訂對現時及未來期間均產生影響，則會於作出該修訂期間及未來期間內確認。

管理層於應用香港財務報告準則時所作出對財務報表有重大影響的判斷以及估計不確定性因素的主要來源載於附註5。

2. BASIS OF PREPARATION (continued)

The measurement basis used in the preparation of the financial statements is the historical cost basis except that the following assets and liabilities are stated at their fair value as explained in the accounting policies set out below:

- investment properties, including interests in leasehold land and buildings held as investment properties where the Group is the registered owner of the properties interest;
- other freehold land and buildings, including interests in leasehold land and buildings where the Group is the registered owner of the property interest;
- investments in debt and equity securities; and
- derivative financial instruments.

Non-current assets and disposal groups held for sale are stated at the lower of carrying amount and fair value less costs to sell.

The preparation of financial statements in conformity with HKFRSs requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgements about carrying values of assets and liabilities that are not readily apparent from other sources. 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.

Judgements made by management in the application of HKFRSs that have significant effect on the financial statements and major sources of estimation uncertainty are discussed in note 5.

3. 應用新訂及經修訂香港財務報告準則

會計政策及披露變動

本集團於本年度的財務報表應用以下由香港會計師公會頒佈的新訂及經修訂香港財務報告準則：

- 香港財務報告準則第17號，保險合約
- 香港會計準則第1號(修訂本)，財務報表的呈報及香港財務報告準則實務報告第2號，就重要性作出判斷：會計政策披露
- 香港會計準則第8號(修訂本)，會計政策、會計估計變動及錯誤修訂：會計估計的定義
- 香港會計準則第12號(修訂本)，所得稅：與單一交易產生的資產及負債相關的遞延稅項
- 香港會計準則第12號(修訂本)，所得稅：國際稅收改革 – 支柱二立法模板

該等發展概無對本集團於本年或過往年度編製或呈列於本財務報告的業績及財務狀況的方式構成重大影響。本集團並無採納於本年尚未生效的任何新訂準則或詮釋。

3. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS CHANGES IN ACCOUNTING POLICE AND DISCLOSURES

The Group has applied the following new and amended HKFRSs issued by the HKICPA to these financial statements for the current year:

- HKFRS 17, *Insurance contracts*
- Amendments to HKAS 1, *Presentation of financial statements* and HKFRS Practice Statement 2, *Making materiality judgements: Disclosure of accounting policies*
- Amendments to HKAS 8, *Accounting policies, changes in accounting estimates and errors: Definition of accounting estimates*
- Amendments to HKAS 12, *Income taxes: Deferred tax related to assets and liabilities arising from a single transaction*
- Amendments to HKAS 12, *Income taxes: International tax reform – Pillar Two model rules*

None of these developments have had a material effect on how the Group's results and financial position for the current or prior years have been prepared or presented in this financial report. The Group has not applied any new standard or interpretation that is not yet effective in the current year.

綜合財務報表附註

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

4. 重大會計政策 附屬公司及非控股權益

附屬公司指受本集團控制的實體。當本集團承受或享有自參與實體營運而取得的可變回報，並能藉着對實體施加權力而影響該等回報時，則本集團控制該實體。附屬公司的財務報表自控制權開始之日起至控制權終止之日均包含於綜合財務報表中。

集團內部結餘及交易與集團內部交易產生的任何未變現收入及開支（外幣交易收益或虧損除外）抵銷。集團內部交易所引致的未變現虧損的抵銷方法與未變現收益相同，惟抵銷額只限於沒有證據顯示已出現減值的部分。

就各項業務合併而言，本集團可選擇按公平值或非控股權益應佔附屬公司可識別資產淨值之比例計量任何非控股權益（「非控股權益」）。非控股權益於綜合財務狀況表之權益內與本公司權益股東應佔權益分開呈列。本集團業績內之非控股權益於綜合損益表及綜合損益及其他全面收益表內，呈列為年內損益總額以及全面收益總額在非控股權益與本公司權益股東之間的分配。來自非控股權益持有人的貸款及該等持有人的其他合同責任於綜合財務狀況表呈列為金融負債，惟須視乎負債的性質而定。

本集團於附屬公司的權益變動如不會導致失去控制權，則入賬列作股本交易。

當本集團失去對附屬公司之控制權時，本集團終止確認附屬公司之資產及負債，及任何相關之非控股權益及其他權益部分。任何所得損益於損益確認。於失去控制權時，任何於前附屬公司之保留權益以公平值計量。於本公司的財務狀況表中，於附屬公司之投資按成本減減值虧損呈列，除非該投資被分類為供銷售（或計入分類為供銷售的出售組合）。

4. MATERIAL ACCOUNTING POLICIES SUBSIDIARIES AND NON-CONTROLLING INTERESTS

Subsidiaries are entities controlled by the Group. The Group controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The financial statements of subsidiaries are included in the consolidated financial statements from the date on which control commences until the date on which control ceases.

Intra-group balances and transactions, and any unrealised income and expenses (except for foreign currency transaction gains or losses) arising from intra-group transactions, are eliminated. Unrealised losses resulting from intra-group transactions are eliminated in the same way as unrealised gains, but only to the extent that there is no evidence of impairment.

For each business combination, the group can elect to measure any non-controlling interests ("NCI") either at fair value or at the NCI's proportionate share of the subsidiary's net identifiable assets. NCI are presented in the consolidated statement of financial position within equity, separately from equity attributable to the equity shareholders of the company. NCI in the results of the Group are presented on the face of the consolidated statement of profit or loss and the consolidated statement of profit or loss and other comprehensive income as an allocation of the total profit or loss and total comprehensive income for the year between NCI and the equity shareholders of the company. Loans from holders of NCI and other contractual obligations towards these holders are presented as financial liabilities in the consolidated statement of financial position depending on the nature of the liability.

Changes in the Group's interests in a subsidiary that do not result in a loss of control are accounted for as equity transactions.

When the Group loses control of a subsidiary, it derecognises the assets and liabilities of the subsidiary, and any related NCI and other components of equity. Any resulting gain or loss is recognised in profit or loss. Any interest retained in that former subsidiary is measured at fair value when control is lost. In the company's statement of financial position, an investment in a subsidiary is stated at cost less impairment losses, unless it is classified as held for sale (or included in a disposal group classified as held for sale).

4. 重大會計政策 (續)

公平值計量

公平值為於計量當日在市場參與者之間於有序交易中出售資產所收取或轉讓負債所支付的價格，不管該價格是否可直接觀察得到或使用另一估值技巧而估計。於估計資產或負債的公平值時，倘市場參與者於計量當日為資產或負債定價時將會考慮的資產或負債的特點時，則本集團會考慮該等特點。

非金融資產公平值之計量則參考市場參與者可從使用該資產得到之最高及最佳效用，或把該資產售予另一可從使用該資產得到最高及最佳效用之市場參與者所產生之經濟效益。

此外，就財務報告而言，公平值計量乃根據公平值計量輸入數據的可觀察程度及公平值計量輸入數據的整體重要性而劃分為第一級、第二級或第三級，詳述如下：

- 第一級輸入數據為該實體可於計量當日自相同資產或負債的活躍市場取得的報價(未經調整)；
- 第二級輸入數據為第一級內所載報價以外就資產或負債可直接或間接觀察的輸入數據；及
- 第三級輸入數據為就資產或負債而無法觀察的輸入數據。

4. MATERIAL ACCOUNTING POLICIES (continued) FAIR VALUE MEASUREMENT

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.

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.

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.

綜合財務報表附註

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

4. 重大會計政策(續)

業務合併及商譽

業務合併以收購法入賬。轉讓代價以收購日期的公平值計量，該公平值為本集團轉讓的資產於收購日期的公平值、本集團向被收購方前擁有人所承擔的負債及本集團就換取被收購方控制權所發行股權的總和。於各業務合併中，本集團選擇是否以公平值或於被收購方可識別資產淨值的應佔比例，計量於被收購方的非控股權益，即於被收購方中賦予持有人於清算時按比例分佔資產淨值的現有所有權權益。非控股權益的一切其他組成部份乃按公平值計量。收購相關成本於產生時列為開支。

當所收購的一組活動及資產包括一項資源投入及一項實質過程，而兩者對創造產出的能力有重大貢獻，本集團認為其已收購一項業務。

當本集團收購一項業務時，會根據合約條款、於收購日期的經濟環境及相關條件，評估將承擔的金融資產及負債，以作出合適分類及指定。此舉包括在所收購公司主合約中分割出嵌入式衍生工具。

倘業務合併分階段進行，先前持有的股權以收購日期的公平值重新計量，而任何收益或虧損於損益表中確認。

收購方將轉讓的任何或然代價於收購日期按公平值確認。分類為資產或負債的或然代價根據公平值的變動以公平值計量，並確認為損益。分類為權益的或然代價毋須重新計量，其後結算於權益入賬。

4. MATERIAL ACCOUNTING POLICIES (continued) BUSINESS COMBINATIONS AND GOODWILL

Business combinations are accounted for using the acquisition method. The consideration transferred is measured at the acquisition date fair value which is the sum of the acquisition date fair values of assets transferred by the Group, liabilities assumed by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. For each business combination, the Group elects whether to measure the non-controlling interests in the acquiree that are present ownership interests and entitle their holders to a proportionate share of net assets in the event of liquidation at fair value or at the proportionate share of the acquiree's identifiable net assets. All other components of non-controlling interests are measured at fair value. Acquisition-related costs are expensed as incurred.

The Group determines that it has acquired a business when the acquired set of activities and assets includes an input and a substantive process that together significantly contribute to the ability to create outputs.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts of the acquiree.

If the business combination is achieved in stages, the previously held equity interest is remeasured at its acquisition date fair value and any resulting gain or loss is recognised in profit or loss.

Any contingent consideration to be transferred by the acquirer is recognised at fair value at the acquisition date. Contingent consideration classified as an asset or liability is measured at fair value with changes in fair value recognised in profit or loss. Contingent consideration that is classified as equity is not remeasured and subsequent settlement is accounted for within equity.

4. 重大會計政策 (續)

業務合併及商譽 (續)

商譽初始按成本計量，即已轉讓代價、非控股權益的已確認金額及本集團先前持有的被收購方股權的任何公平值總額，與所收購可識別資產淨值及所承擔負債之間的差額。倘該代價與其他項目的總和低於所收購資產淨值的公平值，該等差額於重新評估後，於損益內確認為議價購買收益。

於初始確認後，商譽按成本減任何累計減值虧損計量。商譽須每年作減值測試，若有事件發生或情況改變顯示賬面值可能減值時，則會更頻繁地進行測試。本集團於十二月三十一日就商譽進行年度減值測試。為進行減值測試，因業務合併而購入的商譽自收購日期被分配至預期可從合併產生的協同效益中獲益的本集團各個現金產生單位或現金產生單位組別，而無論本集團其他資產或負債是否已分配至該等單位或單位組別。

減值會通過評估與商譽有關的現金產生單位(現金產生單位組別)的可收回金額釐定。當現金產生單位(現金產生單位組別)的可收回金額低於賬面金額時，則會確認減值虧損。已就商譽確認的減值虧損不得於其後期間撥回。

倘商譽被分配至現金產生單位(或現金產生單位組別)而該單位的部份業務已售出，則在釐定出售業務的收益或虧損時，與出售業務相關的商譽會計入該業務的賬面值。在該等情況下售出的商譽，會根據出售業務的相對價值及現金產生單位的保留份額進行計量。

4. MATERIAL ACCOUNTING POLICIES (continued) BUSINESS COMBINATIONS AND GOODWILL (continued)

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred, the amount recognised for non-controlling interests and any fair value of the Group's previously held equity interests in the acquiree over the identifiable net assets acquired and liabilities assumed. If the sum of this consideration and other items is lower than the fair value of the net assets acquired, the difference is, after reassessment, recognised in profit or loss as a gain on bargain purchase.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. Goodwill is tested for impairment annually or more frequently if events or changes in circumstances indicate that the carrying value may be impaired. The Group performs its annual impairment test of goodwill as at 31 December. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units, or groups of cash-generating units, that are expected to benefit from the synergies of the combination, irrespective of whether other assets or liabilities of the Group are assigned to those units or groups of units.

Impairment is determined by assessing the recoverable amount of the cash-generating unit (group of cash-generating units) to which the goodwill relates. Where the recoverable amount of the cash-generating unit (group of cash-generating units) is less than the carrying amount, an impairment loss is recognised. An impairment loss recognised for goodwill is not reversed in a subsequent period.

Where goodwill has been allocated to a cash-generating unit (or group of cash-generating units) and part of the operation within that unit is disposed of, the goodwill associated with the operation disposed of is included in the carrying amount of the operation when determining the gain or loss on the disposal. Goodwill disposed of in these circumstances is measured based on the relative value of the operation disposed of and the portion of the cash-generating unit retained.

綜合財務報表附註

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

4. 重大會計政策(續)

涉及受共同控制業務的業務合併之合併會計

綜合財務報表包括共同控制合併的合併業務的財務報表項目，猶如自該等合併業務首次受控制方控制當日起已經合併一樣。

合併業務的資產淨值乃按控制方的現有賬面值進行合併。已收購業務的資產及負債應按於控制方之綜合財務報表所列之賬面值入賬(即其將須記錄於控制方向第三方進行原收購日期已收購業務的可識別資產及負債的公平值，以及控制方之綜合財務報表所列之先前收購所產生的任何餘下商譽及少數股東權益)。共同控制合併時並無就商譽或議價購買收益確認任何金額。已於綜合股本變動表的其他儲備就合併業務之股份/註冊資本與相關投資成本之抵銷作出調整。

綜合損益表及綜合其他全面收益表包括各項合併業務自最早呈列日期起或自該等合併業務首次受共同控制日期起(以期限較短者為準)的業績。

綜合財務報表的比較數額乃按猶如該等業務於先前報告期末或初始受共同控制時(以較短者為準)合併的方式呈列。

4. MATERIAL ACCOUNTING POLICIES (continued)

MERGER ACCOUNTING FOR BUSINESS COMBINATION INVOLVING BUSINESSES UNDER COMMON CONTROL

The consolidated financial statements incorporate the financial statements item 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. The assets and liabilities of the acquired business should be recorded at the book values as stated in the consolidated financial statements of the controlling party (i.e., it will require recording of the fair value of the identifiable assets and liabilities of the acquired business at the date of original acquisition from third parties by the controlling party, any remaining goodwill arising on the previous acquisition and minority interests recorded in the consolidated financial statements of the controlling party). No amount is recognised in respect of goodwill or gain on bargain purchase at the time of common control combination. The adjustments to eliminate share/registered capital of the combining businesses against the related investment costs have been made to other reserves in the consolidated statement of changes in equity.

The consolidated statement of profit or loss and the consolidated statement of other comprehensive income include 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 end of the previous reporting period or when they first came under common control, whichever is shorter.

4. 重大會計政策 (續)

收購並非構成業務之附屬公司

當本集團收購並非構成業務之一組資產及負債時，本集團在識別及確認所收購之個別可識別資產及所承擔之負債時，首先將購買價分配至其後根據公平值模式計量之投資物業及按有關公平值計量之金融資產及金融負債，然後購買價餘額將按於購買日期彼等之有關公平值分配至其他個別可識別資產及負債。有關交易不會導致商譽或議價購買收益。

於聯營公司及合營企業之投資

聯營公司指本集團可對其產生重大影響的實體。重大影響指參與被投資公司的財務及營運決策的權力，而非控制或共同控制有關政策的權力。

合營企業為一項合營安排，據此擁有安排共同控制權的訂約方有權享有合營安排的資產淨值。共同控制權指按照合約協定對一項安排所共有的控制權，僅在相關活動必須獲得共同享有控制權的各方一致同意方能決定時存在。

4. MATERIAL ACCOUNTING POLICIES (continued) 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 investment properties which are subsequently measured under the fair value model and financial assets and financial liabilities at the respective fair values, the remaining balance of the purchase price is then allocated to the other individual identifiable assets and liabilities on the basis of their relative fair values at the date of purchase. Such transaction does not give rise to goodwill or gain on bargain purchase.

INVESTMENTS IN ASSOCIATES AND JOINT VENTURES

An associate is an entity over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies.

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.

綜合財務報表附註

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

4. 重大會計政策(續)

於聯營公司及合營企業之投資(續)

聯營公司及合營企業的業績、資產及負債採用權益會計法納入該等綜合財務報表。就權益會計法而言使用的聯營公司及合營企業的財務報表乃採用本集團就類似交易及類似情況下的事件所採納的相同會計政策編製。根據權益法，於聯營公司或合營企業的投資按成本於綜合財務狀況表中初次確認，其後經調整以確認本集團所佔聯營公司或合營企業損益及其他全面收益。除損益及其他全面收益之外的聯營公司或合營企業之資產淨值變動不會列賬，除非有關變動已導致本集團所持有之擁有權變動，則作別論。倘本集團應佔聯營公司或合營企業的虧損高於本集團於該聯營公司或合營企業的權益(包括實質上構成本集團於該聯營公司或合營企業的投資淨額一部分的任何長期權益)，則本集團會終止確認其應佔的進一步虧損。確認額外虧損僅以本集團已產生法律或推定責任或代表該聯營公司或合營企業作出付款為限。

自投資對象成為一家聯營公司或合營企業當日起，對聯營公司或合營企業的投資採用權益法入賬。於收購一間聯營公司或合營企業的投資時，投資成本高於本集團應佔投資對象的可識別資產及負債公平淨值的數額確認為商譽，並計入投資的賬面值。倘本集團所佔可識別資產及負債的公平淨值高於投資成本之數額，則會於重新評估後於收購投資期間即時於損益內確認。

4. MATERIAL ACCOUNTING POLICIES (continued) INVESTMENTS IN ASSOCIATES AND JOINT VENTURES (continued)

The results and assets and liabilities of associates and joint ventures are incorporated in these consolidated financial statements using the equity method of accounting. The financial statements of associates and joint ventures 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 an associate or a joint venture 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 associate or joint venture. Changes in net assets of the associate or joint venture 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 an associate or joint venture exceeds the Group's interest in that associate or joint venture (which includes any long-term interests that, in substance, form part of the Group's net investment in the associate or joint venture), 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 associate or joint venture.

An investment in an associate or a joint venture is accounted for using the equity method from the date on which the investee becomes an associate or a joint venture. On acquisition of the investment in an associate or a joint venture, 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.

4. 重大會計政策 (續)

於聯營公司及合營企業之投資 (續)

香港財務報告準則第9號之規定予以應用，以釐定是否需要就本集團於聯營公司或合營企業之投資確認任何減值虧損。於需要時，該項投資之全部賬面值（包括商譽）會根據香港會計準則第36號「資產減值」以單一資產的方式進行減值測試，方法是比較其可收回金額（即使用價值與公平值減出售成本之較高者）與賬面值。任何已確認之減值虧損構成該項投資之賬面值的一部份，有關減值虧損之任何撥回乃於該項投資之可收回金額其後增加之情況下根據香港會計準則第36號確認。

當本集團不再對聯營公司擁有重大影響力或對合營企業擁有共同控制權時，其按處置投資對象之全部權益入賬，而所產生之收益或虧損於損益賬確認。當本集團保留於前聯營公司或合營企業之權益，且保留權益為香港財務報告準則第9號範圍內之金融資產時，則本集團於當日按公平值計量保留權益，而公平值則被視為根據香港財務報告準則第9號初次確認時之公平值。聯營公司或合營企業於終止使用權益法當日之賬面值與任何保留權益之公平值及出售聯營公司或合營企業有關權益所得任何所得款項之間的差額，乃計入釐定出售聯營公司或合營企業之損益。此外，倘該聯營公司或合營企業直接出售相關資產或負債，則本集團可能需要按相同基準計入有關該聯營公司或合營企業的以往於其他全面收益確認的所有金額。因此，倘聯營公司或合營企業以往於其他全面收益確認之損益重新分類為出售相關資產或負債之損益，則本集團將於出售／部分出售相關聯營公司或合營企業時將收益或虧損自權益重新分類至損益（列作重新分類調整）。

4. MATERIAL ACCOUNTING POLICIES (continued) INVESTMENTS IN ASSOCIATES AND JOINT VENTURES (continued)

The requirements of HKFRS 9 are applied to determine whether it is necessary to recognise any impairment loss with respect to the Group's investment in an associate or a joint venture. When necessary, the entire carrying amount of the investment (including goodwill) is tested for impairment in accordance with HKAS 36 *Impairment of Assets* as a single asset by comparing its recoverable amount (higher of value in use and fair value less costs of disposal) with its carrying amount. Any impairment loss recognised forms part of the carrying amount of the investment. Any reversal of that impairment loss is recognised in accordance with HKAS 36 to the extent that the recoverable amount of the investment subsequently increases.

When the Group ceases to have significant influence over an associate or joint control over a joint venture, 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 associate or joint venture and the retained interest is a financial asset within the scope of HKFRS 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 in accordance with HKFRS 9. The difference between the carrying amount of the associate or joint venture at the date the equity method was discontinued, and the fair value of any retained interest and any proceeds from disposal of the relevant interest in the associate or joint venture is included in the determination of the gain or loss on disposal of the associate or joint venture. In addition, the Group accounts for all amounts previously recognised in other comprehensive income in relation to that associate or joint venture on the same basis as would be required if that associate or joint venture had directly disposed of the related assets or liabilities. Therefore, if a gain or loss previously recognised in other comprehensive income by that associate or joint venture would be reclassified to profit or loss on the disposal of the related assets or liabilities, the Group reclassifies the gain or loss from equity to profit or loss (as a reclassification adjustment) upon disposal/partial disposal of the relevant associate or joint venture.

綜合財務報表附註

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

4. 重大會計政策(續)

於聯營公司及合營企業之投資(續)

倘一集團實體與本集團之聯營公司或合營企業交易，與該聯營公司或合營企業交易所產生之損益只會在有關聯營公司或合營企業之權益與本集團無關的情況下，才會在本集團之綜合財務報表確認。

收入確認

來自客戶合約的收入

來自客戶合約之收入於貨品或服務控制權轉移至客戶時按本集團預期就交換該等貨品或服務享有的代價的金額確認。

倘合約代價包括一項可變金額，則代價金額按本集團有權就向客戶轉移貨品或服務換取的金額估計。可變代價於合約開始時估計並受規限，直至於與可變代價有關之不確定因素其後解決而所確認累計收入金額很大可能不會發生重大收入撥回。

倘合約中包含提供客戶超過一年轉讓予客戶貨物或服務的重大融資利益的融資部分，則收入於合約開始時按應收金額的現值計量，並以反映本集團與客戶之間的獨立融資交易的貼現率貼現。倘合約中包含提供本集團超過一年的重大融資利益的融資部分，則合約項下確認的收入包括按實際利率法就合約負債累計的利息開支。就客戶付款至轉移承諾貨品或服務期間為一年或以下之合約，交易價按香港財務報告準則第15號的實際權宜方式，不必就重大融資部分之影響作出調整。

4. MATERIAL ACCOUNTING POLICIES (continued) INVESTMENTS IN ASSOCIATES AND JOINT VENTURES (continued)

When a group entity transacts with an associate or a joint venture of the Group, profits and losses resulting from the transactions with the associate or joint venture are recognised in the Group's consolidated financial statements only to the extent of interests in the associate or joint venture that are not related to the Group.

REVENUE RECOGNITION

Revenue from contracts with customers

Revenue from contracts with customers is recognised when control of goods or services is transferred to the customers at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services.

When the consideration in a contract includes a variable amount, the amount of consideration is estimated to which the Group will be entitled in exchange for transferring the goods or services to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved.

When the contract contains a financing component which provides the customer a significant benefit of financing the transfer of goods or services to the customer for more than one year, revenue is measured at the present value of the amount receivable, discounted using the discount rate that would be reflected in a separate financing transaction between the Group and the customer at contract inception. When the contract contains a financing component which provides the Group a significant financial benefit for more than one year, revenue recognised under the contract includes the interest expense accreted on the contract liability under the effective interest method. For a contract where the period between the payment by the customer and the transfer of the promised goods or services is one year or less, the transaction price is not adjusted for the effects of a significant financing component, using the practical expedient in HKFRS 15.

4. 重大會計政策 (續)

收入確認 (續)

來自客戶合約的收入 (續)

於一般業務過程中銷售已發展物業之收入於本集團的履約未創造對本集團具有替代用途的資產，而本集團有強制執行權收取至今已履約部分的款項時隨時間確認，否則，收入於客戶接納物業或根據合約被視作接納時的時間點確認。對於隨時間確認的物業銷售收入，本集團通過採用輸入法計量完全履行履約責任之進度來確認收入，該方法以實際發生的成本佔履行履約責任的估計總成本的比例確認收入。

建築及裝修服務的收入按計量服務完全達成進度的輸入法隨時間確認。輸入法根據已產生實際成本佔完成建築服務的估計總成本的比例確認收入。

管理及酒店服務收入按直線基準於計劃期間內確認。

銷售貨品的收入 (包括傢俬及其他存貨) 於貨品控制權轉移至客戶的時間點 (一般為客戶接納貨品時) 確認。

其他來源的收入

租金收入在租賃期內按時間比例確認。不依賴於指數或利率的可變租賃付款在其產生的會計期間內確認為收入。

4. MATERIAL ACCOUNTING POLICIES (continued)

REVENUE RECOGNITION (continued)

Revenue from contracts with customers (continued)

Revenue from development properties for sale in the ordinary course of business is recognised over time when the Group's performance does not create an asset with an alternative use and the Group has an enforceable right to payment for performance completed to date, otherwise, revenue is recognised at the point in time when the property is accepted by the customer, or deemed as accepted according to the contract. For revenue from sales of properties recognised over time, the Group recognised revenue by measuring the progress towards complete satisfaction of the performance obligation using in input method, which recognises revenue based on the proportion of actual costs incurred relative to the estimated total costs for satisfaction of the performance obligation.

Revenue from construction and decoration services is recognised over time, using an input method to measure progress towards complete satisfaction of the services. The input method recognises revenue based on the proportion of actual costs incurred relative to the estimated total costs for satisfaction of the construction services.

Revenue from management and hotel services is recognised over the scheduled period on a straight-line basis.

Revenue from sales of goods (including furniture and other inventories) is recognised at the point in time when control of the goods is transferred to the customer, generally on the acceptance of the goods by the customer.

Revenue from other sources

Rental income is recognised on a time proportion basis over the lease terms. Variable lease payments that do not depend on an index or a rate are recognised as income in the accounting period in which they are incurred.

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4. 重大會計政策(續)

收入確認(續)

其他收入

利息收入應用將金融工具估計年期或較短期間(如適用)之估計未來現金收款準確貼現至金融資產賬面淨值的利率，以實際利率法按累計基準確認。

股息收入會在股東收取款項的權利被確立、與股息相關的經濟利益可能流入本集團，且股息金額能可靠計量時確認。

合約資產

合約資產指就向客戶轉移貨品或服務收取代價的權利。倘本集團於客戶支付代價前或付款到期前向客戶轉移貨品或服務，則就有條件的所賺取代價確認合約資產。合約資產需要進行減值評估，其詳情載於金融資產減值的會計政策中。

合約負債

於本集團轉移相關貨品或服務前，在收到客戶的付款或客戶應付款到期(以較早者為準)時，確認合約負債。當本集團根據合約履約時(即將相關貨品或服務的控制權轉讓給客戶)，合約負債確認為收入。

4. MATERIAL ACCOUNTING POLICIES (continued)

REVENUE RECOGNITION (continued)

Other income

Interest income is recognised on an accrual basis using the effective interest method by applying the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, when appropriate, to the net carrying amount of the financial asset.

Dividend income is recognised when the shareholders' right to receive payment has been established, it is probable that the economic benefits associated with the dividend will flow to the Group and the amount of the dividend can be measured reliably.

CONTRACT ASSETS

A contract asset is the right to consideration in exchange for goods or services transferred to the customer. If the Group performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration that is conditional. Contract assets are subject to impairment assessment, details of which are included in the accounting policies for impairment of financial assets.

CONTRACT LIABILITIES

A contract liability is recognised when a payment is received or a payment is due (whichever is earlier) from a customer before the Group transfers the related goods or services. Contract liabilities are recognised as revenue when the Group performs under the contract (i.e., transfers control of the related goods or services to the customer).

4. 重大會計政策 (續)

合約成本

倘符合以下所有條件，則達成與客戶訂立的合約所產生成本(資本化為存貨、物業、廠房及設備以及無形資產的成本除外)資本化為資產：

- (a) 成本與實體可具體識別的合約或預期合約直接相關。
- (b) 成本產生或加強實體資源，將用於未來達成(或繼續達成)履約責任。
- (c) 預期將收回成本。

資本化的合約成本按系統化基準攤銷及於綜合損益表扣除，與確認有關資產收入的模式一致。其他合約成本於產生時支銷。

租賃

本集團於合約開始時評估合約是否為或包含租賃。倘合約為換取代價而給予在一段時間內控制已識別資產使用的權利，則該合約為或包含租賃。

本集團作為承租人

本集團對所有租賃(惟短期租賃及低價值資產租賃除外)採取單一確認及計量方法。本集團確認租賃負債以作出租賃款項，而使用權資產指使用相關資產的權利。

於包含租賃組成部分的合約開始或獲重新評估時，本集團已採納實際權宜辦法，不會區分非租賃組成部分及就租賃組成部分及相關非租賃組成部分(例如物業租賃的物業管理服務)入賬作為單一租賃組成部分。

4. MATERIAL ACCOUNTING POLICIES (continued) CONTRACT COSTS

Other than the costs which are capitalised as inventories, property, plant and equipment and intangible assets, costs incurred to fulfil a contract with a customer are capitalised as an asset if all of the following criteria are met:

- (a) The costs relate directly to a contract or to an anticipated contract that the entity can specifically identify.
- (b) The costs generate or enhance resources of the entity that will be used in satisfying (or in continuing to satisfy) performance obligations in the future.
- (c) The costs are expected to be recovered.

The capitalised contract costs are amortised and charged to the consolidated statement of profit or loss on a systematic basis that is consistent with the pattern of the revenue to which the asset related is recognised. Other contract costs are expensed as incurred.

LEASES

The Group assesses at contract inception whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

THE GROUP AS LESSEE

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

At inception or on reassessment of a contract that contains a lease component, the Group adopted the practical expedient not to separate non-lease components and to account for the lease component and the associated non-lease components (e.g., property management services for leases of properties) as a single lease component.

綜合財務報表附註

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

4. 重大會計政策(續)

本集團作為承租人(續)

(a) 使用權資產

使用權資產於租賃開始日期(即相關資產可供使用當日)確認。使用權資產按成本減任何累計折舊及任何減值虧損計量，並就任何重新計量租賃負債作出調整。使用權資產成本包括已確認租賃負債的款額、已產生初始直接成本及於開始日期或之前作出的租賃款項減任何已收租賃優惠。當使用權資產滿足投資物業的定義時，它將計入投資物業中。相應的使用權資產按照本集團有關「投資物業」的政策按成本進行初始計量，隨後按公平值計量。使用權資產按租期及資產的估計使用年期中較短者以直線法計提折舊如下：

土地使用權	40年
樓宇	3至20年
機械	2至10年

倘租賃資產的所有權於租期結束時轉移至本集團或成本反映了購買選擇權的行使，則採用資產估計使用年期計算折舊。

4. MATERIAL ACCOUNTING POLICIES (continued)

THE GROUP AS LESSEE (continued)

(a) Right-of-use assets

Right-of-use assets are recognised at the commencement date of the lease (that is the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and any impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. When a right-of-use asset meets the definition of investment property, it is included in investment properties. The corresponding right-of-use asset is initially measured at cost, and subsequently measured at fair value, in accordance with the Group's policy for "Investment properties". Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease terms and the estimated useful lives of the assets as follows:

Land use rights	40 years
Buildings	3 to 20 years
Machinery	2 to 10 years

If ownership of the leased asset transfers to the Group by the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

4. 重大會計政策 (續)

本集團作為承租人 (續)

(b) 租賃負債

租賃負債於租賃開始日期按於租期內作出之租賃付款現值確認。租賃付款包括固定付款(包括實質固定付款)減任何應收租賃優惠、取決於某一指數或比率之可變租賃付款及預期根據剩餘價值擔保將支付之金額。租賃付款亦包括本集團合理確定行使購買選擇權之行使價，倘租期反映了本集團行使終止租賃選擇權，則須就終止租賃支付罰款。並非取決於某一指數或比率之可變租賃付款於發生觸發付款之事件或狀況期間確認為開支。

於計算租賃付款現值時，倘租賃中所隱含之利率不易釐定，本集團則於租賃開始日期使用增量借貸利率。於開始日期後，租賃負債金額會增加，以反映利息增加及就所付租賃付款作出調減。此外，倘出現修改、租期變動、實質固定租賃付款變動或購買相關資產之評估變更，則租賃負債之賬面值將予重新計量。

4. MATERIAL ACCOUNTING POLICIES (continued)

THE GROUP AS LESSEE (continued)

(b) Lease liabilities

Lease liabilities are recognised at the commencement date of the lease at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for termination of a lease, if the lease term reflects the Group exercising the option to terminate the lease. The variable lease payments that do not depend on an index or a rate are recognised as an expense in the period in which the event or condition that triggers the payment occurs.

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. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the in-substance fixed lease payments or a change in the assessment to purchase the underlying asset.

綜合財務報表附註

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

4. 重大會計政策(續)

本集團作為承租人(續)

(c) 短期租賃及低價值資產租賃

本集團將短期租賃確認豁免應用於短期租賃(即自租賃開始日期起計租期為十二個月或以下且不包含購買選擇權的租賃(按相關資產類別選擇))。確認豁免亦應用於低價值資產租賃(按逐項租賃基準選擇)。短期租賃及低價值資產租賃的租賃款項在租期內按直線法確認為開支。

本集團作為出租人

當本集團作為出租人時，於租賃開始時(或發生租賃修改時)將其各租賃分類為經營租賃或融資租賃。

本集團並未轉移資產的絕大部分所有權風險及回報的租賃歸類為經營租賃。當合約包含租賃及非租賃組成部分時，本集團以相對獨立的銷售價格將合約的代價分配至各組成部分。由於租金收入的經營性質，其於租期內按直線法列賬並計入綜合損益表之營業額。於磋商及安排經營租賃時產生的初始直接成本乃計入租賃資產的賬面值，並於租期內按相同方法確認為租金收入。或然租金乃於所賺取的期間內確認為收益。

相關資產的絕大部分所有權風險及回報均轉歸承租人之租賃列為融資租賃。

當本集團為中間出租人時，經參考總租賃產生的使用權資產，分租分類為融資租賃或經營租賃。倘總租賃為本集團應用資產負債表確認豁免的短期租賃，則本集團將分租分類為經營租賃。

4. MATERIAL ACCOUNTING POLICIES (continued)

THE GROUP AS LESSEE (continued)

(c) Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to its short-term leases (that is those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option, elected by class of underlying asset). It also applies the recognition exemption for leases of low-value assets (elected on a lease-by-lease basis). Lease payments on short-term leases and leases of low-value assets are recognised as an expense on a straight-line basis over the lease term.

THE GROUP AS LESSOR

When the Group acts as a lessor, it classifies at lease inception (or when there is a lease modification) each of its leases as either an operating lease or a finance lease.

Leases in which the Group does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. When a contract contains lease and non-lease components, the Group allocates the consideration in the contract to each component on a relative stand-alone selling price basis. Rental income is accounted for on a straight-line basis over the lease terms and is included in revenue in the consolidated statement of profit or loss due to its operating nature. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as revenue in the period in which they are earned.

Leases that transfer substantially all the risks and rewards incidental to ownership of an underlying asset to the lessee are accounted for as finance leases.

When the Group is an intermediate lessor, a sublease is classified as a finance lease or operating lease with reference to the right-of-use asset arising from the head lease. If the head lease is a short-term lease to which the Group applies the on-balance sheet recognition exemption, the Group classifies the sublease as an operating lease.

4. 重大會計政策 (續)

外幣

編製各個別集團實體之財務報表時，該實體以功能貨幣之外的貨幣(外幣)進行之交易按交易日的適用匯率以相關功能貨幣確認。於報告期末，以外幣計值之貨幣項目按該日的適用匯率重新換算。以外幣計值按公平值列賬之非貨幣項目按釐定公平值當日的適用匯率重新換算。按歷史成本以外幣計算之非貨幣項目不會重新換算。

結算貨幣項目及再換算貨幣項目的匯兌差額於產生期間於損益確認，惟以下各項除外：

- 當有關日後生產使用之在建資產之外幣借貸匯兌差額被視為外幣借貸之利息成本之調整時，匯兌差額計入該等資產之成本；
- 交易之匯兌差額為對沖若干外幣風險；及
- 應收或應付一項海外業務之貨幣項目匯兌差額，既無計劃結算，發生結算之可能性亦不大，因此為海外業務投資淨額之一部分，並初次於其他全面收益確認及於償還貨幣項目時由權益重新分類至損益。

就初次確認有關資產、終止確認預付代價相關非貨幣資產或非貨幣負債的開支或收入釐定匯率時，初始交易日期為本集團初次確認預付代價所產生非貨幣資產或非貨幣負債當日。倘有多項預先付款或預收款項，本集團就預付代價之每項付款或收款釐定交易日期。

4. MATERIAL ACCOUNTING POLICIES (continued) FOREIGN CURRENCIES

In preparing the financial statements of each individual group entity, transactions in currencies other than the functional currencies of that entity (foreign currencies) are recognised in the respective functional currency at the rates of exchanges prevailing on the dates of the transactions. At the end of the reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the 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 except for:

- exchange differences on foreign currency borrowings relating to assets under construction for future productive use, which are included in the cost of those assets when they are regarded as an adjustment to interest costs on those foreign currency borrowings;
- exchange differences on transactions entered into in order to hedge certain foreign currency risks; and
- exchange differences on monetary items receivable from or payable to a foreign operation for which settlement is neither planned nor likely to occur (therefore forming part of the net investment in the foreign operation), which are recognised initially in other comprehensive income and reclassified from equity to profit or loss on repayment of the monetary items.

In determining the exchange rate on initial recognition of the related asset, expense or income on the derecognition of a non-monetary asset or non-monetary liability relating to an advance consideration, the date of initial transaction is the date on which the Group initially recognises the non-monetary asset or non-monetary liability arising from the advance consideration. If there are multiple payments or receipts in advance, the Group determines the transaction date for each payment or receipt of the advance consideration.

綜合財務報表附註

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

4. 重大會計政策(續)

外幣(續)

僅於與集團實體有關的相關交易、事件及狀況有變時，方會更改集團實體的功能貨幣。集團實體自更改日期起前瞻應用適用於新功能貨幣的換算程序。於更改日期，集團實體按當日的現行匯率將所有項目換算至新功能貨幣，非貨幣項目的換算得出金額被視為其歷史成本。

為呈列綜合財務報表，本集團海外業務的資產及負債被換算為本集團的呈列貨幣(即人民幣)，當中使用各報告期末的現行匯率。收入及開支項目按與交易當日相若的匯率換算。產生的匯兌差額(如有)於其他全面收益確認並累計於權益下的匯兌儲備中(按適用分配至非控股權益)。

於出售海外業務(即出售本集團於海外業務之全部權益或涉及失去對一間附屬公司(包括海外業務)之控制權之出售、或部分出售於合營安排或於聯營公司之權益(包括海外業務)，其中保留權益成為金融資產)時，就本公司擁有人應佔該業務而於權益內累計之所有匯兌差額重新分類至損益。

此外，倘部分出售附屬公司並無導致本集團失去對該附屬公司的控制權，則按比例將累計匯兌差額重新歸類為非控股權益，且不會於損益內確認。而所有其他部分出售(即部分出售聯營公司或合營安排而並無導致本集團失去重大影響力或共同控制權)則按比例將累計匯兌差額重新分類至損益。

4. MATERIAL ACCOUNTING POLICIES (continued) FOREIGN CURRENCIES (continued)

The functional currency of a group entity is changed only if there is a change to the underlying transactions, events and conditions relevant to the group entity. The group entity applies the translation procedures applicable to the new functional currency prospectively from the date of the change. At the date of the change, the group entity translates all items into the new functional currency using the prevailing exchange rate at that date and the resulting translated amounts for non-monetary items are treated as their historical cost.

For the purposes of presenting consolidated financial statements, the assets and liabilities of the Group's foreign operations are translated into the presentation currency of the Group (i.e., RMB), using exchange rates prevailing at the end of each reporting period. Income and expense items are translated at the exchange rates that approximate to prevailing at the dates of the transactions. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity under the heading of translation reserve (attributed to non-controlling interests as appropriate).

On the disposal of a foreign operation (i.e., a disposal of the Group's entire interest in a foreign operation, or a disposal involving loss of control over a subsidiary that includes a foreign operation, or a partial disposal of an interest in a joint arrangement or an associate that includes a foreign operation of which the retained interest becomes a financial asset), all of the exchange differences accumulated in equity in respect of that operation attributable to the owners of the Company are reclassified to profit or loss.

In addition, in relation to a partial disposal of a subsidiary that does not result in the Group losing control over the subsidiary, the proportionate share of accumulated exchange differences are re-attributed to non-controlling interests and are not recognised in profit or loss. For all other partial disposals (i.e., partial disposals of associates or joint arrangements that do not result in the Group losing significant influence or joint control), the proportionate share of the accumulated exchange differences is reclassified to profit or loss.

4. 重大會計政策 (續)

借貸成本

因收購、建設或生產合資格資產(即必需要相當長時間以準備作其擬定用途或出售的資產)而直接產生的借貸成本，獲加入至該等資產之成本，直至該等資產基本準備好作其擬定用途或出售之時為止。

特定借貸用於合資格資產前暫時用作投資所賺取之投資收入，自可撥充資本之借貸成本中扣除。

所有其他借貸成本均於產生期間在損益確認。

政府補助

在合理地保證本集團會遵守政府補助之附帶條件以及將會得到補助後，政府補助方會予以確認。

政府補助於本集團將補助擬補償之相關成本確認為開支之期間內按系統基準在損益確認。

收取作補償開支或已產生之虧損或用作直接資助本集團之政府補助並無附有日後相關成本者，在彼等可收取期間於損益確認。

4. MATERIAL 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 borrowing costs eligible for capitalisation.

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

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.

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.

綜合財務報表附註

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

4. 重大會計政策(續)

稅項

所得稅開支指即期應付稅項及遞延稅項總和。

即期應付稅項按年內應課稅溢利計算。基於其他年度的應課稅或可扣減收入或開支項目，以及毋須課稅或不可扣稅項目，應課稅溢利與綜合損益表所呈報「除稅前溢利」不同。本集團即期稅項負債按報告期末已頒佈或實質上頒佈之稅率計算。

遞延稅項就綜合財務報表內資產及負債賬面值與計算應課稅溢利所採用的相應稅基之暫時差額確認。遞延稅項負債一般就所有應課稅暫時差額確認。遞延稅項資產一般於應課稅溢利可能用作抵銷所有可扣減暫時差額時就所有可扣減暫時差額確認。因初次確認(業務合併除外)不影響應課稅溢利及會計溢利之交易之資產及負債所產生的暫時差額，則不會確認有關遞延稅項資產及負債。

遞延稅項負債就與附屬公司、聯營公司及合營企業有關的應課稅暫時差額確認，惟倘本集團能夠控制暫時差額撥回，且暫時差額於可見未來不可能會撥回則除外。與該等投資及權益相關之可扣稅暫時差額所產生之遞延稅項資產僅於可能有足夠應課稅溢利可以使用暫時差額之好處且預計於可見將來可以撥回時確認。

遞延稅項資產之賬面值於各報告期末檢討，並於不再可能有足夠應課稅溢利以撥回全部或部分資產時扣減。

4. MATERIAL ACCOUNTING POLICIES (continued) TAXATION

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

The tax currently payable is based on taxable profit for the year. Taxable profit differs from "profit before taxation" as reported in the consolidated statement of profit or loss because of income or expense that is 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 those 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, associates and joint ventures, 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.

4. 重大會計政策 (續)

稅項 (續)

遞延稅項資產及負債乃根據報告期末已頒佈或實質上頒佈之稅率(及稅法)，按預期於負債獲結付或資產被變現期間適用之稅率計量。

遞延稅項負債及資產的計量反映本集團預期於報告期末收回或支付其資產及負債賬面值之稅務結果。

就按公平值模式計量之投資物業之遞延稅項負債或遞延稅項資產之計量而言，該等物業之賬面值乃假定為可透過銷售悉數收回，除非此假定被推翻則作別論。倘投資物業為可予折舊，且持有之商業模式乃旨在隨時間而非透過銷售而消耗該投資物業內所包含之絕大部分經濟利益，則此項假定即被推翻。

本集團就租賃負債及使用權資產分別確認遞延稅項資產及遞延稅項負債。

即期及遞延稅項於損益確認，惟當其涉及於其他全面收益確認或直接於股本確認之項目除外，在該情況下，即期及遞延稅項亦分別於其他全面收益或直接於股本確認。當即期稅項或遞延稅項自業務合併之初始會計產生，稅項影響計入業務合併之會計中。

物業、廠房及設備

物業、廠房及設備包括持作用於生產或提供貨品或服務或作行政用途的樓宇(下文所述之在建物業除外)，按成本減其後累計折舊及其後累計減值虧損(如有)於綜合財務狀況表內列賬。

4. MATERIAL ACCOUNTING POLICIES (continued) TAXATION (continued)

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.

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

For the purposes of measuring deferred taxation liabilities or 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.

The Group recognised deferred taxation assets and deferred taxation liabilities separately in relation to its lease liabilities and right-of-use assets.

Current and deferred taxes 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 taxes are also recognised in other comprehensive income or directly in equity respectively. Where current tax or deferred taxation arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

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 (other than properties under construction as described below) are stated in the consolidated statement of financial position at cost less subsequent accumulated depreciation and subsequent accumulated impairment losses, if any.

綜合財務報表附註

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

4. 重大會計政策(續)

物業、廠房及設備(續)

用於生產、供應及行政用途的在建物業以成本減任何已確認減值虧損列賬。成本包括為資產合法擁有時產生之專業費及根據本集團會計政策可資本化之借貸成本。有關物業在竣工及可作擬定用途時分類為物業、廠房及設備之合適類別。該等資產按其他物業資產之相同基準在其可作擬定用途時開始計提折舊。

資產(在建工程除外)乃使用直線法於其估計可使用年期，撇銷已減去剩餘價值的成本以確認折舊。估計可使用年期、剩餘價值及折舊方法會在各報告期末審核，並按預期基準將任何估計轉變之影響列賬。

物業、廠房及設備項目於出售後或當預期持續使用該資產將不會產生未來經濟利益時終止確認。出售或報廢物業、廠房及設備項目所產生之任何盈虧乃按出售所得款項與資產賬面值之間的差額計算，並於損益中確認。

用作未來業主佔用的在建樓宇

倘發展中樓宇乃作生產或行政用途，於興建期間就攤銷土地使用權金額列作在建樓宇成本的一部分。在建樓宇按成本減任何已識別減值虧損列賬。樓宇於可供使用時(即該等樓宇處於可按管理層擬定方式運作的所需位置及狀況)開始計算折舊。

4. MATERIAL ACCOUNTING POLICIES (continued)

PROPERTY, PLANT AND EQUIPMENT (continued)

Properties in the course of construction for production, supply or administrative purposes are carried at cost, less any recognised impairment loss. Costs include professional fees and, for qualifying assets, borrowing costs capitalised in accordance with the Group's accounting policy. Such properties are classified to the appropriate categories of property, plant and equipment when completed and ready for intended use. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use.

Depreciation is recognised so as to write off the cost of assets other than construction in progress 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.

Buildings under development for future owner-occupied purposes

When buildings are in the course of development for production or for administrative purposes, the amortisation of land use rights provided during the construction period is included as part of costs of buildings under construction. Buildings under construction are carried at cost, less any identified impairment losses. Depreciation of buildings commences when they are available for use (i.e., when they are in the location and condition necessary for them to be capable of operating in the manner intended by management).

4. 重大會計政策 (續)

投資物業

投資物業為持有作賺取租金及／或資本升值用途之物業(包括為此目的之持作使用權資產的租賃物業及持作該等用途的在建物業)。

投資物業初次按成本(包括任何直接應佔開支)計量。首次確認後，投資物業以公平值模型按公平值計量。投資物業公平值變動產生的盈虧於產生期間計入損益。

在建投資物業產生之建設成本資本化為在建投資物業之部分賬面值。

當且僅當用途出現變動(由發展工程開始且旨在銷售作為憑據)時，在建投資物業方會轉移至待售物業。就其後會計處理而言，該物業之成本將為其於變動日期之公平值。

當有意持有物業以賺取租金或／及資本增值用途而非於日常業務過程中作銷售之用(以開始與另一方的經營租賃為憑據)時，本集團將待售物業轉為投資物業。物業於轉移日期的公平值與其先前賬面值之間的任何差額於損益內確認。

倘本集團所佔用作業主自用物業的物業變更為投資物業，則本集團根據「物業、廠房及設備」中所述政策將該物業入賬，直至用途變更日期為止，而賬面值與物業公平值於該日的任何差額入賬列為其他全面收益之重估收益或虧損。

4. MATERIAL ACCOUNTING POLICIES (continued) INVESTMENT PROPERTIES

Investment properties are properties held to earn rentals and/or for capital appreciation (including leasehold properties held as right-of-use assets and 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 capitalised as part of the carrying amount of the investment properties under construction.

Investment properties under construction are transferred to properties for sale when and only when there is a change in use evidenced by the commencement of development with a view to sale. The property's cost for subsequent accounting shall be its fair value at the date of change.

The Group transfers a property for sale to investment property when there is a change of intention 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 commencement 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.

If a property occupied by the Group as an owner-occupied property becomes an investment property, the Group accounts for such property in accordance with the policy stated under "Property, plant and equipment" up to the date of change in use, and any difference at that date between the carrying amount and the fair value of the property is accounted for as a revaluation gain or loss in other comprehensive income.

綜合財務報表附註

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

4. 重大會計政策(續)

投資物業(續)

投資物業於出售時或永久不可使用且預期出售不會產生未來經濟利益時終止確認。終止確認物業所產生的任何盈虧(按出售所得款項淨額與資產賬面值之差額計算)於物業終止確認之期間計入損益。

無形資產(商譽除外)

於業務合併中收購的無形資產成本為於收購日期的公平值。單獨收購且具有限使用年期的無形資產按成本減累計攤銷及任何累計減值虧損列賬。具有限使用年期的無形資產攤銷按直線基準於其估計使用年期內確認。估計使用年期及攤銷法於各報告期末審閱，而估計任何變動的影響則按預期基準列賬。

於業務合併中獲得的客戶關係

於業務合併中獲得的客戶關係乃按於收購日期的公平值確認，並於其15年的估計使用年期內按直線法攤銷。本集團參照其行業經驗並考慮過往客戶流失情況及物業管理合約的預期重續模式，估算客戶關係的使用年期及釐定攤銷期。

商標

商標按成本減任何減值虧損列賬，並於其4年估計使用年期內按直線法攤銷。

無形資產於出售時或當預期不會自使用或出售獲得未來經濟利益時終止確認。自終止確認無形資產產生的收益及虧損按出售所得款項淨額及資產賬面值之間的差額計量，其於資產終止確認時於損益內確認。

4. MATERIAL ACCOUNTING POLICIES (continued) INVESTMENT PROPERTIES (continued)

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

INTANGIBLE ASSETS (OTHER THAN GOODWILL)

The cost of intangible assets acquired in a business combination is the fair value at the date of acquisition. Intangible assets with finite useful lives that are acquired separately are carried at costs less accumulated amortisation and any accumulated impairment losses. Amortisation for intangible assets with finite useful lives is recognised on a straight-line basis over their estimated useful lives. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis.

Customer relationships acquired in business combinations

Customer relationships acquired in business combinations are recognised at fair value at the acquisition date and are amortised on the straight-line basis over their estimated useful lives of 15 years. The Group estimates the useful life of the customer relationships and determines the amortisation periods with reference to its industry experience and taking into account the customer turnover history and expectation of the renewal pattern of property management contracts.

Trademark

Trademark is stated at cost less any impairment losses and is amortised on the straight-line basis over its estimated useful life of 4 years.

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.

4. 重大會計政策 (續)

非金融資產(商譽除外)之減值(請參閱上文有關商譽之會計政策)

本集團於報告期末檢討使用年期有限之有形及無形資產之賬面值，釐定該等有形資產有否出現任何減值虧損跡象。倘有任何該等跡象存在，須估計相關資產可收回金額以釐定減值虧損程度(如有)。

倘不能估計單一資產的可收回金額，則本集團會估計其資產所屬現金產生單位之可收回金額。於可識別合理和一貫分配基準的情況下，企業資產亦會被分配到個別的現金產生單位，否則或會被分配到可合理地及按一貫分配基準而識別的最小的現金產生單位中。

可收回金額為公平值減出售成本或使用價值之較高者。評估使用價值時，估計未來現金流量乃使用稅前貼現率折現至其現值，該貼現率反映目前市場對貨幣時間值之評估以及估計未來現金流量未經調整之資產(或現金產生單位)的獨有風險。

倘資產(或現金產生單位)之可收回金額估計低於其賬面值，則資產(或現金產生單位)之賬面值將撇減至可收回金額。就分配減值虧損而言，減值虧損首先分配以減低任何商譽(如適用)之賬面值，及其後按比例基於單位內各資產的賬面值分配至其他資產。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)和零之間的最高者。本會分配至資產的減值虧損金額按比例分配至該單位內的其他資產。減值虧損即時於損益確認。於測試現金產生單位的減值時，倘可在合理及一致的基礎上分配，企業資產(例如總部樓宇)的一部分賬面金額將被分配到單個現金產生單位，否則，將分配到最小的現金產生單位組別。

4. MATERIAL ACCOUNTING POLICIES (continued)

IMPAIRMENT OF NON-FINANCIAL ASSETS OTHER THAN GOODWILL (SEE THE ACCOUNTING POLICY IN RESPECT OF GOODWILL ABOVE)

At the end of the reporting period, the Group reviews the carrying amounts of its tangible 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).

When it is not possible to estimate the recoverable amount of an asset individually, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset (or a cash-generating unit) for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or a cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or a cash-generating unit) is reduced to its recoverable amount. In allocating the impairment loss, the impairment loss is allocated first to reduce the carrying amount of any goodwill (if applicable) and then to the other assets on a pro-rata basis based on the carrying amount of each asset in the unit. The carrying amount of an asset is not reduced below the highest of its fair value less costs of disposal (if measurable), its value in use (if determinable) and zero. The amount of the impairment loss that would otherwise have been allocated to the asset is allocated pro rata to the other assets of the unit. An impairment loss is recognised immediately in profit or loss. In testing a cash-generating unit for impairment, a portion of the carrying amount of a corporate asset (e.g., a headquarters building) is allocated to an individual cash-generating unit if it can be allocated on a reasonable and consistent basis or, otherwise, to the smallest group of cash-generating units.

綜合財務報表附註

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

4. 重大會計政策(續)

非金融資產(商譽除外)之減值(請參閱上文有關商譽之會計政策)(續)

倘減值虧損隨後撥回，則資產(或現金產生單位)賬面值將增至經修訂估計可收回金額，惟因此而增加之賬面值不可超過假設過往年度並無就該資產(或現金產生單位)確認減值虧損而釐定之賬面值。減值虧損撥回即時於損益確認。

供銷售之物業

供銷售之物業包括發展中物業及供銷售之物業，按成本及可變現淨值之較低者列賬。

供銷售之物業之賬面值包括土地使用權成本連同開發費用，而開發費用包括建築成本及已撥充資本的借貸成本。

可變現淨值代表物業之估計售價減完成所需之全部估計成本及作出銷售之必需成本。

其他存貨

其他存貨指按成本及可變現淨值中之較低者列賬的交易商品。存貨成本以加權平均法釐定。可變現淨值指存貨的估計銷售價格減所有估計完成成本及進行銷售所需要的預計成本。

4. MATERIAL ACCOUNTING POLICIES (continued)

IMPAIRMENT OF NON-FINANCIAL ASSETS OTHER THAN GOODWILL (SEE THE ACCOUNTING POLICY IN RESPECT OF GOODWILL ABOVE) (continued)

Where an impairment loss is subsequently reversed, the carrying amount of the asset (or cash-generating unit) 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 a cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

PROPERTIES FOR SALE

Properties for sale include properties under development and properties held for sale which are stated at the lower of cost and net realisable value.

The carrying value of properties for sale comprises the costs of land use rights together with development expenditure, which includes construction costs and borrowing costs capitalised.

Net realisable value represents the estimated selling price for the properties less all estimated costs of completion and costs necessary to make the sale.

OTHER INVENTORIES

Other inventories represent trading merchandises that are stated at the lower of cost and net realisable value. Costs of inventories are determined on a weighted average method. Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale.

4. 重大會計政策 (續)

投資及其他金融資產

初次確認及計量

金融資產於初次確認時分類為其後按攤銷成本、按公平值計入其他全面收益及按公平值計入損益計量。

初次確認時金融資產的分類視乎金融資產的合約現金流量特性及本集團管理金融資產的業務模式。除不具重大融資部分或本集團應用不會調整重大融資部分影響的實際權宜情況的應收賬款外，本集團初步按公平值加(倘為並非按公平值計入損益的金融資產)交易成本計量金融資產。不具重大融資部分或本集團應用不會調整重大融資部分影響的實際權宜情況的應收賬款根據上文「收入確認」所載政策按根據香港財務報告準則第15號釐定的交易價計量。

為分類為及按攤銷成本或按公平值計入其他全面收益計量的金融資產，其須產生純粹支付本金及未償還本金金額之利息(「純粹為支付本金及利息」)之現金流量。現金流量不純粹為支付本金及利息支付之金融資產，其以公平值計入損益進行分類及計量，不論其業務模式如何。

本集團管理金融資產之業務模式參照其管理金融資產以產生現金流量的方式。業務模式決定現金流量是否將來自收集合約現金流、出售金融資產或同時來自前述兩者。按攤銷成本分類及計量之金融資產為於目的為持有金融資產以收取合約現金流量的業務模式中持有，而按公平值計入其他全面收益分類及計量之金融資產則於目的為收取合約現金流量及出售的業務模式中持有。不屬於上述業務模式持有之金融資產則按公平值計入損益分類及計量。

所有常規購買或出售金融資產均在交易日(即本集團承諾購買或出售資產的日期)確認。常規購買或出售為須在市場規則或慣例所設定的時間範圍內交付資產的購買或出售金融資產。

4. MATERIAL ACCOUNTING POLICIES (continued)

INVESTMENTS AND OTHER FINANCIAL ASSETS

Initial recognition and measurement

Financial assets are classified, at initial recognition, as subsequently measured at amortised cost, FVOCI, and FVPL.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them. With the exception of trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient of not adjusting the effect of a significant financing component, the Group initially measures a financial asset at its fair value, plus in the case of a financial asset not at FVPL, transaction costs. Trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient are measured at the transaction price determined under HKFRS 15 in accordance with the policies set out for "Revenue recognition" above.

In order for a financial asset to be classified and measured at amortised cost or FVOCI, it needs to give rise to cash flows that are solely payments of principal and interest ("SPPI") on the principal amount outstanding. Financial assets with cash flows that are not SPPI are classified and measured at FVPL, irrespective of the business model.

The Group's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both. Financial assets classified and measured at amortised cost are held within a business model with the objective to hold financial assets in order to collect contractual cash flows, while financial assets classified and measured at FVOCI are held within a business model with the objective of both holding to collect contractual cash flows and selling. Financial assets which are not held within the aforementioned business models are classified and measured at FVPL.

All regular way purchases and sales of financial assets are recognised on the trade date, that is, the date that the Group commits to purchase or sell the asset. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the period generally established by regulation or convention in the marketplace.

綜合財務報表附註

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

4. 重大會計政策(續)

投資及其他金融資產(續)

其後計量

金融資產的其後計量視乎其分類如下：

按攤銷成本計量的金融資產(債務工具)

按攤銷成本列賬的金融資產其後以實際利率法計量及可予減值。資產終止確認、修改或減值時，有關收益及虧損於綜合損益表確認。

按公平值計入其他全面收益的債務投資之利息收入、外匯重估以及減值虧損或撥回於綜合損益表確認，並以與按攤銷成本計量的金融資產相同的方式計算。剩餘公平值變動於其他全面收益確認。終止確認時，於其他全面收益確認的累計公平值變動轉回綜合損益表。

指定為透過其他全面收益按公平值列賬之金融資產(股本工具)

倘股本工具符合香港會計準則第32號金融工具：呈列項下權益之定義且並非持作買賣，則本集團可於初次確認時選擇不可撤回地將其股本工具分類為指定為透過其他全面收益按公平值列賬的股本工具。有關分類乃按個別工具基準釐定。

該等金融工具的收益及虧損不會轉回綜合損益表。於確立對款項之權利、與股息相關的經濟利益可能流入本集團且股息金額能可靠計量時，股息在綜合損益表確認為其他收入，惟本集團收受有關所得款項利益作為收回金融資產部分成本的情況下則除外，於該情況下，有關收益於其他全面收益入賬。指定為透過其他全面收益按公平值列賬之股本工具毋須進行減值評估。

4. MATERIAL ACCOUNTING POLICIES (continued)

INVESTMENTS AND OTHER FINANCIAL ASSETS (continued)

Subsequent measurement

The subsequent measurement of financial assets depends on their classification as follows:

Financial assets at amortised cost (debt instruments)

Financial assets at amortised cost are subsequently measured using the effective interest method and are subject to impairment. Gains and losses are recognised in the consolidated statement of profit or loss when the asset is derecognised, modified or impaired.

For debt investments at FVOCI, interest income, foreign exchange revaluation and impairment losses or reversals are recognised in the consolidated statement of profit or loss and computed in the same manner as for financial assets measured at amortised cost. The remaining fair value changes are recognised in other comprehensive income. Upon derecognition, the cumulative fair value change recognised in other comprehensive income is recycled to the consolidated statement of profit or loss.

Financial assets designated at FVOCI (equity instruments)

Upon initial recognition, the Group can elect to classify irrevocably its equity instruments as equity instruments designated at FVOCI when they meet the definition of equity under HKAS 32 *Financial Instruments: Presentation* and are not held for trading. The classification is determined on an instrument-by-instrument basis.

Gains and losses on these financial assets are never recycled to the consolidated statement of profit or loss. Dividends are recognised as other income in the consolidated statement of profit or loss when the right of payment has been established, it is probable that the economic benefits associated with the dividend will flow to the Group and the amount of the dividend can be measured reliably, except when the Group benefits from such proceeds as a recovery of part of the cost of the financial asset, in which case, such gains are recorded in other comprehensive income. Equity instruments designated at FVOCI are not subject to impairment assessment.

4. 重大會計政策 (續)

投資及其他金融資產 (續)

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乃按於綜合損益表內確認之公平值之變動淨額列賬。

此分類包括本集團並無不可撤回地選擇分類為按公平值計入其他全面收益的衍生工具及股本工具。確立對款項的權利、與股息有關的經濟利益可能流入本集團且股息金額能可靠計量時，分類為按公平值計入損益的金融資產的股本工具股息亦於綜合損益表確認為其他收入。

倘其經濟特徵及風險與主體並不相近；與嵌入式衍生工具具有相同條款的獨立工具將符合衍生工具的定義；及混合合約並非按公平值計入損益計量，則嵌入具金融負債或非金融主體的混合合約的衍生工具獨立於主體並作為獨立衍生工具入賬。嵌入式衍生工具按公平值計量，公平值變動於綜合損益表確認。僅於合約條款有變導致另需的現金流量重大修改或令金融資產由按公平值計入損益之類別重新分類的情況下，方會進行重估。

嵌入具金融資產主體的混合合約的衍生工具不會獨立入賬。金融資產主體連同嵌入式衍生工具須作為整體分類為按公平值計入損益的金融資產。

4. MATERIAL ACCOUNTING POLICIES (continued)

INVESTMENTS AND OTHER FINANCIAL ASSETS (continued)

Financial assets at FVPL

Financial assets at FVPL are carried in the statement with net changes in fair value recognised in the consolidated statement of profit or loss.

This category includes derivative instruments and equity instruments which the Group had not irrevocably elected to classify at FVOCI. Dividends on equity instruments classified as financial assets at FVPL are also recognised as other income in the consolidated statement of profit or loss when the right of payment has been established, it is probable that the economic benefits associated with the dividend will flow to the Group and the amount of the dividend can be measured reliably.

A derivative embedded in a hybrid contract, with a financial liability or non-financial host, is separated from the host and accounted for as a separate derivative if the economic characteristics and risks are not closely related to the host; a separate instrument with the same terms as the embedded derivative would meet the definition of a derivative; and the hybrid contract is not measured at FVPL. Embedded derivatives are measured at fair value with changes in fair value recognised in the consolidated statement of profit or loss. Reassessment only occurs if there is either a change in the terms of the contract that significantly modifies the cash flows that would otherwise be required or a reclassification of a financial asset out of the FVPL category.

A derivative embedded within a hybrid contract containing a financial asset host is not accounted for separately. The financial asset host together with the embedded derivative is required to be classified in its entirety as a financial asset at FVPL.

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4. 重大會計政策(續)

金融資產減值

本集團就所有並非按公平值計入損益持有的債務工具確認預期信貸虧損(「預期信貸虧損」)撥備。預期信貸虧損乃基於根據合約到期的合約現金流量與本集團預期收取並按原始實際利率的概約利率折現的所有現金流量之間的差額釐定。預期現金流量將包括出售所持抵押品或合約條款所包含的其他信貸升級措施所得的現金流量。

一般方法

預期信貸虧損分兩個階段確認。就自初次確認起未有大幅增加的信貸風險而言，預期信貸虧損就由未來12個月內可能發生違約事件而導致的信貸虧損計提撥備(12個月預期信貸虧損)。就自初次確認起大幅增加的信貸風險而言，不論發生違約時間，均須就於餘下風險年期內的預期信貸虧損計提虧損撥備(全期預期信貸虧損)。

本集團於各報告日期評估金融工具的信貸風險是否自初次確認以來大幅增加。進行評估時，本集團比較於報告日期金融工具發生違約的風險與於初次確認日期金融工具發生違約的風險，並考慮毋須付出過多成本或努力即可取得的合理可靠資料，包括歷史及前瞻性資料。

本集團於合約付款逾期45日時將金融資產視為已違約。然而，在若干情況下，本集團亦於有內部或外界資料顯示本集團不可能悉數收取未償還合約金額(未計及本集團所持任何信貸加強措施)時，將金融資產視為已違約。

倘並無合理期望收回合約現金流量，則本集團會撤銷金融資產。

4. MATERIAL ACCOUNTING POLICIES (continued) IMPAIRMENT OF FINANCIAL ASSETS

The Group recognises an allowance for expected credit losses (“ECLs”) for all debt instruments not held at FVPL. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

General approach

ECLs are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12 months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

At each reporting date, the Group assesses whether the credit risk on a financial instrument has increased significantly since initial recognition. When making the assessment, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition and considers reasonable and supportable information that is available without undue cost or effort, including historical and forward-looking information.

The Group considers a financial asset in default when contractual payments are 45 days past due. However, in certain cases, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group.

A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

4. 重大會計政策 (續)

金融資產減值 (續)

一般方法 (續)

除應用下文所詳述簡化法的應收賬款及合約資產外，按公平值計入其他全面收益的債務投資及按攤銷成本列賬的金融資產須根據一般方法作出減值，並按下列計量預期信貸虧損的階段分類。

第一階段— 自初次確認以來信貸風險並無大幅增加及虧損撥備按相等於12個月預期信貸虧損的金額計量的金融工具

第二階段— 自初次確認以來信貸風險大幅增加惟並非信貸減值金融資產，且其虧損撥備按相等於全期預期信貸虧損的金額計量的金融工具

第三階段— 於報告日期信貸減值(但並非購買或原始信貸減值)且虧損撥備按相等於全期預期信貸虧損的金額計量的金融資產

簡化法

就並無重大融資部分的應收賬款及合約資產或於本集團應用不調整重大融資部分影響的實際權宜情況時，本集團應用簡化法計算預期信貸虧損。根據簡化法，本集團不追蹤信貸風險變動，而於各報告日期基於全期預期信貸虧損確認虧損撥備。本集團已設立根據本集團過往信貸虧損經驗計算的撥備矩陣，並按債務人特定的前瞻性因素及經濟環境作出調整。

對於包含重大融資組成部分及租賃應收款項的應收賬款及合約資產，本集團選擇以上述政策採納簡化方法計算預期信貸虧損作為其會計政策。

4. MATERIAL ACCOUNTING POLICIES (continued)

IMPAIRMENT OF FINANCIAL ASSETS (continued)

General approach (continued)

Debt investments at FVOCI and financial assets at amortised cost are subject to impairment under the general approach and they are classified within the following stages for measurement of ECLs except for trade receivables and contract assets which apply the simplified approach as detailed below.

Stage 1 – Financial instruments for which credit risk has not increased significantly since initial recognition and for which the loss allowance is measured at an amount equal to 12-month ECLs

Stage 2 – Financial instruments for which credit risk has increased significantly since initial recognition but that are not credit-impaired financial assets and for which the loss allowance is measured at an amount equal to lifetime ECLs

Stage 3 – Financial assets that are credit-impaired at the reporting date (but that are not purchased or originated credit-impaired) and for which the loss allowance is measured at an amount equal to lifetime ECLs

Simplified approach

For trade receivables and contract assets that do not contain a significant financing component or when the Group applies the practical expedient of not adjusting the effect of a significant financing component, the Group applies the simplified approach in calculating ECLs. Under the simplified approach, the Group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The Group has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

For trade receivables and contract assets that contain a significant financing component and lease receivables, the Group chooses as its accounting policy to adopt the simplified approach in calculating ECLs with policies as described above.

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

4. 重大會計政策(續)

金融負債及股本工具

由集團實體發行之負債及股本工具按合約安排性質以及金融負債及股本工具之定義分類為金融負債或股本。

股本工具

股本工具指能證明於扣除所有負債後實體資產之剩餘權益之任何合約。本公司發行之股本工具於扣除直接發行成本後按已收所得款項確認。

實際利率法

實際利率法是計算金融負債攤銷成本及於相關期間分配利息支出的方法。實際利率是於金融負債預計年期或較短期間(如適用)內實際貼現估計未來現金付款(包括構成實際利率組成部分之已付或已收之所有費用，交易成本及其他溢價或折讓)至初次確認時之賬面淨值之利率。

利息開支乃按實際利率基準確認。

按公平值計入損益的金融負債

按公平值計入損益的金融負債包括持作買賣的金融負債及於初次確認時指定為按公平值計入損益的金融負債。

倘金融負債產生目的為於短期內購回，則分類為持作買賣。此分類亦包括本集團所訂立的衍生金融工具，有關工具並非指定為香港財務報告準則第9號所界定對沖關係下的對沖工具。除非其指定為有效對沖工具，獨立嵌入式衍生工具亦分類為持作買賣。持作買賣負債的收益或虧損於綜合損益表確認。於綜合損益表確認的公平值收益或虧損淨額不包括就該等金融負債支付的任何利息。

4. MATERIAL ACCOUNTING POLICIES (continued) FINANCIAL LIABILITIES AND EQUITY INSTRUMENTS

Debt and equity instruments issued by a group entity 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 an entity after deducting all of its liabilities. Equity instruments issued by the Company are recognised at the proceeds received, net of direct issue costs.

Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees 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 liability, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

Interest expense is recognised on an effective interest basis.

Financial liabilities at FVPL

Financial liabilities at FVPL include financial liabilities held for trading and financial liabilities designated upon initial recognition as at FVPL.

Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Group that are not designated as hedging instruments in hedge relationships as defined by HKFRS 9. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments. Gains or losses on liabilities held for trading are recognised in the consolidated statement of profit or loss. The net fair value gain or loss recognised in the consolidated statement of profit or loss does not include any interest charged on these financial liabilities.

4. 重大會計政策 (續)

金融負債及股本工具 (續)

按公平值計入損益的金融負債 (續)

於初次確認時指定為按公平值計入損益的金融負債於初次確認日期且僅於符合香港財務報告準則第9號的準則時進行指定。指定為按公平值計入損益的負債的收益或虧損於綜合損益表確認，惟本集團本身的信貸風險所產生收益或虧損則除外，該等收益或虧損於其他全面收益呈列，其後不會重新分類至綜合損益表。於綜合損益表確認的公平值收益或虧損淨額不包括就該等金融負債支付的任何利息。

按攤銷成本列賬之金融負債

金融負債(包括應付賬款及其他應付賬項、應付關聯方款項及應付非控股權益款項、銀行及其他借貸、租賃負債、優先票據、超短期融資券及中期票據)其後採用實際利率法按已攤銷成本計量。

財務擔保合約

本集團發出的財務擔保合約乃規定就補償持有人由於指定債務人未能根據債務工具條款於到期時付款而蒙受的損失而向持有人償付款項的合約。財務擔保合約初次按公平值確認為負債，並就發行擔保的直接相關交易成本作出調整。初次確認後，本集團按以下較高者計量財務擔保合約：(i) 根據「金融資產減值」所載政策釐定的預期信貸虧損撥備；及(ii) 初次確認金額減(如合適)已確認收入累計金額。

4. MATERIAL ACCOUNTING POLICIES (continued)

FINANCIAL LIABILITIES AND EQUITY INSTRUMENTS (continued)

Financial liabilities at FVPL (continued)

Financial liabilities designated upon initial recognition as at FVPL are designated at the initial date of recognition, and only if the criteria in HKFRS 9 are satisfied. Gains or losses on liabilities designated at FVPL are recognised in the consolidated statement of profit or loss, except for the gains or losses arising from the Group's own credit risk which are presented in other comprehensive income with no subsequent reclassification to the consolidated statement of profit or loss. The net fair value gain or loss recognised in the consolidated statement of profit or loss does not include any interest charged on these financial liabilities.

Financial liabilities at amortised cost

Financial liabilities including trade and other payables, amounts due to related parties and amounts due to non-controlling interests, bank and other borrowings, lease liabilities, senior notes, super short-term commercial papers and medium-term notes are subsequently measured at amortised cost, using the effective interest method.

Financial guarantee contracts

Financial guarantee contracts issued by the Group are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. A financial guarantee contract is recognised initially as a liability at its fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequent to initial recognition, the Group measures the financial guarantee contracts at the higher of: (i) the ECL allowance determined in accordance with the policy as set out in "Impairment of financial assets"; and (ii) the amount initially recognised less, when appropriate, the cumulative amount of income recognised.

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4. 重大會計政策(續)

終止確認金融工具

金融資產(或如適用,一項金融資產的一部分或一組相似金融資產的一部分)主要在下列情況下終止確認(即從本集團的綜合財務狀況表內移除):

- 收取該項資產所得現金流量的權利經已屆滿;或
- 本集團已轉讓其收取該項資產所得現金流量的權利或根據一項「轉付」安排,在未有嚴重延緩的情況下,承擔支付第三者全數已收取現金流量的責任;並且(a)本集團已轉讓該項資產的絕大部分風險及回報,或(b)本集團並無轉讓或保留該項資產絕大部分風險及回報,但已轉讓該項資產的控制權。

倘本集團已轉讓其收取某項資產所得現金流量的權利或已訂立一項轉付安排,會評估其有否保留該項資產擁有權的風險及回報,以及其程度。倘本集團並無轉讓或保留該項資產的絕大部分風險及回報或並無轉讓該項資產的控制權,該資產在本集團持續參與該項資產的前提下予以確認入賬。在該情況下,本集團亦確認相關負債。已轉讓的資產及相關負債以反映本集團保留的權利及義務的基礎計量。

本集團倘以擔保形式持續參與轉讓資產時,則以該項資產的原賬面值及本集團或須償還的代價數額上限(以較低者為準)計量。

本集團僅於本集團之責任被解除、撤銷或已到期時終止確認金融負債。終止確認金融負債之賬面值與已付及應付代價之差額於損益確認。

4. MATERIAL ACCOUNTING POLICIES (continued)

DERECOGNITION OF FINANCIAL INSTRUMENTS

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e., removed from the Group's consolidated statement of financial position) when:

- the rights to receive cash flows from the asset have expired; or
- the Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a "pass-through" arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if, and to what extent, it has retained the risk and rewards of ownership of the asset. When it has neither transferred nor retained substantially all the risks and rewards of the asset nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of the Group's continuing involvement. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

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.

4. 重大會計政策 (續)

抵銷金融工具

倘於現時存在可依法執行的合法權利以抵銷已確認金額，且有意以淨額結算或同時變現資產及清償負債的情況下，金融資產及金融負債則予以抵銷，並於財務狀況表呈報淨金額。

衍生金融工具及對沖會計

初次確認及其後計量

本集團使用如交叉貨幣掉期合約之衍生金融工具對沖其外幣風險。該等衍生金融工具初次按訂立衍生合約當日之公平值確認，其後再按公平值重新計量。衍生工具在公平值為正數時以資產列賬，為負數時以負債列賬。

衍生工具公平值變動所產生的任何收益或虧損，直接列入綜合損益表內，惟現金流量對沖的有效部分則於其他全面收益內確認，且於之後該對沖項目影響損益時重新分類至損益。

就對沖會計而言，對沖分類為：

- 公平值對沖，即對沖某項已確認資產或負債的公平值變動風險或某項未確認已承諾承擔；或
- 現金流量對沖，即對沖現金流量變動風險，該風險屬某項已確認資產或負債或某項很可能發生的預計交易相關特定風險，或未確認的已承諾承擔的外匯風險；或
- 對沖於海外業務的投資淨額。

4. MATERIAL ACCOUNTING POLICIES (continued) OFFSETTING OF FINANCIAL INSTRUMENTS

Financial assets and financial liabilities are offset and the net amount is reported in the statement of financial position if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

DERIVATIVE FINANCIAL INSTRUMENTS AND HEDGE ACCOUNTING

Initial recognition and subsequent measurement

The Group uses derivative financial instruments, such as cross currency swap contracts, to hedge its foreign currency risk. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently remeasured at fair value. Derivatives are carried as assets when the fair value is positive and as liabilities when the fair value is negative.

Any gains or losses arising from changes in fair value of derivatives are taken directly to the consolidated statement of profit or loss, except for the effective portion of cash flow hedges, which is recognised in other comprehensive income and later reclassified to profit or loss when the hedged item affects profit or loss.

For the purpose of hedge accounting, hedges are classified as:

- fair value hedges when hedging the exposure to changes in the fair value of a recognised asset or liability or an unrecognised firm commitment; or
- cash flow hedges when hedging the exposure to variability in cash flows that is either attributable to a particular risk associated with a recognised asset or liability or a highly probable forecast transaction, or a foreign currency risk in an unrecognised firm commitment; or
- hedges of a net investment in a foreign operation.

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

4. 重大會計政策(續)

衍生金融工具及對沖會計(續)

初次確認及其後計量(續)

對沖關係開始時，本集團正式指定及以文件記錄本集團有意採用對沖會計處理的對沖關係、風險管理目標及其進行對沖的策略。

記錄文件應包含對沖工具、對沖項目的識別、被對沖風險的性質及本集團如何評估對沖關係是否符合對沖有效性規定(包括其對沖有效性來源的分析及對沖比率如何釐定)。對沖關係於達成以下全部有效性規定時，方可合資格採用對沖會計處理：

- 對沖項目與對沖工具之間有「經濟關係」。
- 信貸風險的影響不會「主導」經濟關係引致的「價值變動」。
- 對沖關係的對沖比率與本集團實際對沖對沖項目的數量及本集團實際使用以對沖對沖項目數量的對沖工具數量所引致者相同。

符合所有對沖會計處理標準的對沖如下：

現金流量對沖

對沖工具收益或虧損的有效部分在其他全面收益的現金流量對沖儲備內直接確認，而任何非有效部份即時在損益表內確認。現金流量對沖儲備調整至對沖工具累計收益或虧損與對沖項目公平值累計變動之間的較低者。

4. MATERIAL ACCOUNTING POLICIES (continued)

DERIVATIVE FINANCIAL INSTRUMENTS AND HEDGE ACCOUNTING (continued)

Initial recognition and subsequent measurement (continued)

At the inception of a hedge relationship, the Group formally designates and documents the hedge relationship to which the Group wishes to apply hedge accounting, the risk management objective and its strategy for undertaking the hedge.

The documentation includes identification of the hedging instrument, the hedged item, the nature of the risk being hedged and how the Group will assess whether the hedging relationship meets the hedge effectiveness requirements (including the analysis of sources of hedge ineffectiveness and how the hedge ratio is determined). A hedging relationship qualifies for hedge accounting if it meets all of the following 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.
- 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 Group actually uses to hedge that quantity of hedged item.

Hedges which meet all the qualifying criteria for hedge accounting are accounted for as follows:

Cash flow hedges

The effective portion of the gain or loss on the hedging instrument is recognised directly in other comprehensive income in the cash flow hedge reserve, while any ineffective portion is recognised immediately in the statement of profit or loss. The cash flow hedge reserve is adjusted to the lower of the cumulative gain or loss on the hedging instrument and the cumulative change in fair value of the hedged item.

4. 重大會計政策 (續)

衍生金融工具及對沖會計 (續)

現金流量對沖 (續)

在其他全面收益內累積的金額視乎相關對沖交易的性質入賬。倘對沖交易其後導致確認非金融項目，於股權累積的金額則自股權的獨立構成部分移除，並計入對沖資產或負債的初始成本或其他賬面值。這並非為重新分類作出的調整，且不會於期內的其他全面收益內確認。倘一項非金融資產或非金融負債的對沖預測交易其後變成採用公平值對沖會計處理的堅定承諾，則亦可應用此做法。

任何其他現金流量對沖在其他全面收益累積的金額於對沖現金流量影響綜合損益表的同一期間或多個期間內重新分類至綜合損益表為重新分類調整。

終止現金流量對沖會計處理時，倘預期仍會出現對沖未來現金流量，則在其他全面收益內累積的金額必須保留在累積其他全面收益內。否則，有關金額會即時在綜合損益表內重新分類為重新分類調整。終止會計處理後，倘出現對沖現金流量，任何保留在累積其他全面收益的金額會視乎上述相關交易性質入賬。

公平值對沖

對沖工具的公平值變動於綜合損益表內確認為其他費用。與對沖風險相關的對沖項目公平值變動記錄為對沖項目的部分賬面值，並於綜合損益表內確認為其他費用。

4. MATERIAL ACCOUNTING POLICIES (continued)

DERIVATIVE FINANCIAL INSTRUMENTS AND HEDGE ACCOUNTING (continued)

Cash flow hedges (continued)

The amounts accumulated in other comprehensive income are accounted for, depending on the nature of the underlying hedged transaction. If the hedged transaction subsequently results in the recognition of a non-financial item, the amount accumulated in equity is removed from the separate component of equity and included in the initial cost or other carrying amount of the hedged asset or liability. This is not a reclassification adjustment and will not be recognised in other comprehensive income for the period. This also applies where the hedged forecast transaction of a non-financial asset or non-financial liability subsequently becomes a firm commitment to which fair value hedge accounting is applied.

For any other cash flow hedges, the amount accumulated in other comprehensive income is reclassified to the consolidated statement of profit or loss as a reclassification adjustment in the same period or periods during which the hedged cash flows affect the consolidated statement of profit or loss.

If cash flow hedge accounting is discontinued, the amount that has been accumulated in other comprehensive income must remain in accumulated other comprehensive income if the hedged future cash flows are still expected to occur. Otherwise, the amount will be immediately reclassified to the consolidated statement of profit or loss as a reclassification adjustment. After the discontinuation, once the hedged cash flow occurs, any amount remaining in accumulated other comprehensive income is accounted for depending on the nature of the underlying transaction as described above.

Fair value hedges

The change in the fair value of a hedging instrument is recognised in the consolidated statement of profit or loss as other expenses. The change in the fair value of the hedged item attributable to the risk hedged is recorded as a part of the carrying amount of the hedged item and is also recognised in the consolidated statement of profit or loss as other expenses.

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

4. 重大會計政策(續)

衍生金融工具及對沖會計(續)

公平值對沖(續)

就與按攤銷成本列賬的項目相關的公平值對沖而言，賬面值調整會透過綜合損益表在剩餘期間以有效利率法攤銷。有效利率攤銷可能於調整出現時立即開始，且不得遲於對沖項目不再調整與對沖風險相關的公平值變動時。倘對沖項目獲解除確認，未攤銷公平值會即時於綜合損益表確認。

當未確認的堅定承諾被指定為對沖項目時，其後將與對沖風險相關的堅定承諾的公平值累計變動確認為資產或負債，而相關收益或虧損於綜合損益表內確認。對沖工具的公平值變動亦於綜合損益表內確認。

流動與非流動分類

並無指定為有效對沖工具的衍生工具乃根據對事實及情況的評估(即相關合約現金流量)分類為流動或非流動，或單獨列為流動及非流動部分。

- 當本集團預期持有衍生工具作為經濟對沖(而並無應用對沖會計處理方法)至超過報告期結束後十二個月期間，該衍生工具乃與相關項目的分類一致分類為非流動(或拆分為流動及非流動部分)。
- 與主合約並非密切相關的嵌入式衍生工具乃與主合約的現金流量一致分類。
- 指定為及為有效對沖工具的衍生工具乃與相關對沖項目的分類一致分類。衍生工具僅於可作出可靠分配時拆分為流動部分及非流動部分。

4. MATERIAL ACCOUNTING POLICIES (continued)

DERIVATIVE FINANCIAL INSTRUMENTS AND HEDGE ACCOUNTING (continued)

Fair value hedges (continued)

For fair value hedges relating to items carried at amortised cost, the adjustment to carrying value is amortised through the consolidated statement of profit or loss over the remaining term of the hedge using the effective interest rate method. Effective interest rate amortisation may begin as soon as an adjustment exists and shall begin no later than when the hedged item ceases to be adjusted for changes in its fair value attributable to the risk being hedged. If the hedged item is derecognised, the unamortised fair value is recognised immediately in the consolidated statement of profit or loss.

When an unrecognised firm commitment is designated as a hedged item, the subsequent cumulative change in the fair value of the firm commitment attributable to the hedged risk is recognised as an asset or liability with a corresponding gain or loss recognised in the consolidated statement of profit or loss. The changes in the fair value of the hedging instrument are also recognised in the consolidated statement of profit or loss.

Current versus non-current classification

Derivative instruments that are not designated as effective hedging instruments are classified as current or non-current or separated into current and non-current portions based on an assessment of the facts and circumstances (i.e., the underlying contracted cash flows).

- Where the Group expects to hold a derivative as an economic hedge (and does not apply hedge accounting) for a period beyond 12 months after the end of the reporting period, the derivative is classified as non-current (or separated into current and non-current portions) consistently with the classification of the underlying item.
- Embedded derivatives that are not closely related to the host contract are classified consistently with the cash flows of the host contract.
- Derivative instruments that are designated as, and are effective hedging instruments, are classified consistently with the classification of the underlying hedged item. The derivative instruments are separated into current portions and non-current portions only if a reliable allocation can be made.

4. 重大會計政策 (續)

現金及現金等值

就綜合現金流量表而言，現金及現金等值包括手頭現金及活期存款，以及可隨時轉換為已知金額現金，惟須無重大價值變動風險及一般於購入後三個月內到期的短期及高流動性投資，扣除須按要求償還且構成本集團現金管理整體的部分之銀行透支。

就綜合財務狀況表而言，現金及現金等值包括手頭現金及銀行存款（包括定期存款）及並無限制用途且本質與現金類似的資產。

股息

當末期股息於股東大會上獲股東批准時，即確認為負債。擬派末期股息已於財務報表附註披露。

中期股息同時建議派付及宣派，因為本公司的公司組織章程大綱及細則授予董事宣派中期股息的權利。因此，中期股息於建議派付及宣派時即刻確認為負債。

5. 主要會計判斷及估計

在應用本集團會計政策時，本公司董事須對無法依循其他途徑輕易得知的資產及負債之賬面值作出判斷、估計及假設。該等估計及相關假設乃根據過往經驗及被視為相關之其他因素作出。實際結果可能有別於該等估計。

應用會計政策之重大判斷

除涉及估計之判斷外，以下為本公司董事於應用本集團之會計政策時作出且對綜合財務報表內確認之金額有最大影響之重大判斷。

4. MATERIAL ACCOUNTING POLICIES (continued) CASH AND CASH EQUIVALENTS

For the purpose of the consolidated statement of cash flows, cash and cash equivalents comprise cash on hand and demand deposits, and short term highly liquid investments that are readily convertible into known amounts of cash, are subject to an insignificant risk of changes in value, and have a short maturity of generally within three months when acquired, less bank overdrafts which are repayable on demand and form an integral part of the Group's cash management.

For the purpose of the consolidated statement of financial position, cash and cash equivalents comprise cash on hand and at banks, including term deposits, and assets similar in nature to cash, which are not restricted as to use.

DIVIDENDS

Final dividends are recognised as a liability when they are approved by the shareholders in a general meeting. Proposed final dividends are disclosed in the notes to the financial statements.

Interim dividends are simultaneously proposed and declared, because the Company's memorandum and articles of association grant the directors the authority to declare interim dividends. Consequently, interim dividends are recognised immediately as a liability when they are proposed and declared.

5. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

In the application of the Group's accounting policies, 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.

CRITICAL JUDGEMENTS IN APPLYING ACCOUNTING POLICIES

The following are the critical judgements, apart from those involving estimations, 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.

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

5. 主要會計判斷及估計(續)

應用會計政策之重大判斷(續)

於投資物業之遞延稅項

就計量採用公平值模式計量之投資物業產生的遞延稅項而言，本公司董事已檢討本集團之投資物業組合，並斷定本集團之投資物業是以目標為隨時間(而非透過出售)消耗投資物業所包含的絕大部份經濟利益之業務模式持有。因此，於計量本集團投資物業之遞延稅項時，本公司董事確認採用公平值模式計量的投資物業賬面值透過銷售全部收回的假設已被推翻。因此，本集團已就投資物業之公平值變動確認遞延稅項，原因為本集團須繳納企業所得稅。於二零二三年十二月三十一日，於投資物業之遞延稅項之賬面值為人民幣26,721,638,000元(二零二二年：人民幣24,358,657,000元)。

附屬公司、合營企業及聯營公司之分類

附屬公司、合營企業或聯營公司之投資分類乃基於本集團是否於被投資者中擁有控制權、共同控制權或重大影響而釐定，其涉及對多項因素分析的判斷，包括本集團於被投資者主要決策機關的代表，例如董事會會議及股東會議，以及其他因素及情況。

附屬公司乃屬合併性，其指彼等各資產、負債及交易分項計入本集團綜合財務報表，而合營企業及聯營公司的權益以權益法列作投資於綜合財務狀況表中入賬。

5. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (continued) CRITICAL JUDGEMENTS IN APPLYING ACCOUNTING POLICIES (continued)

Deferred taxation on investment properties

For the purposes of measuring deferred taxation 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, rather than through sale. Therefore, in measuring the Group's deferred taxation on investment properties, the directors of the Company have determined that the presumption that the carrying amount of investment properties measured using the fair value model is recovered entirely through sale is rebutted. As a result, the Group has recognised the deferred taxation on changes in fair value of investment properties on the basis that the Group is subject to enterprise income tax. The carrying amount of deferred taxation on investment properties at 31 December 2023 was RMB26,721,638,000 (2022: RMB24,358,657,000).

Classification of subsidiaries, joint ventures and associates

The classification of an investment as a subsidiary, a joint venture or an associate is based on whether the Group is determined to have control, joint control or significant influence over the investee, which involves judgements through the analysis of various factors, including the Group's representation on the chief decision-making authorities of an investee, such as board of directors' meetings and shareholders' meetings, as well as other facts and circumstances.

Subsidiaries are consolidated, which means each of their assets, liabilities and transactions are included line by line in the Group's consolidated financial statements, whereas the interests in joint ventures and associates are equity accounted for as investments in the consolidated statement of financial position.

5. 主要會計判斷及估計(續)

估計不確定因素之主要來源

以下為報告期末有關未來及其他主要不確定估計來源之主要假設，其很可能導致須對下一個財政年度的資產及負債賬面值作出重大調整的重大風險。

應收賬款及其他應收賬項的估計減值

本集團就估計現金差額所產生應收賬款及其他應收賬項使用預期信貸虧損估計虧損撥備。本集團的估計建基於過往事件、現時情況及對未來經濟狀況之預測之資料。本集團過往信貸虧損經驗及經濟條件預測可能不能代表客戶於未來實際違約。如以上提及之情況轉壞，實際撥備將高於估計撥備金額。有關本集團應收賬款及其他應收賬項的預期信貸虧損資料，披露於綜合財務報表附註28。

投資物業之公平值

投資物業(包括落成投資物業、在建投資物業及使用權資產)乃在綜合財務狀況表中按彼等之公平值列賬(詳情披露於附註15)。投資物業之公平值乃參考獨立專業合資格估值師以物業估值技術對該等物業所進行之估值釐定。物業估值技術涉及若干對當前市況的假設。該等假設之有利或不利變動或會引致本集團計入綜合財務狀況表之投資物業公平值產生變動，並因而導致須對綜合損益表呈報之公平值變動作出相應調整。有關投資物業之公平值的詳情披露於綜合財務報表附註15。

5. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (continued) 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 have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

Estimated impairment of trade receivables and other receivables

The Group estimates loss allowance for expected credit losses for trade receivables and other receivables resulting from the expected cash shortfalls. The Group bases the estimates on the information about past events, current conditions and forecasts of future economic conditions. The Group's historical credit loss experience and forecast of economic conditions may not be representative of a customer's actual default in the future. If the above conditions were to deteriorate, actual provisions would be higher than estimated. The information about the ECLs on the Group's trade receivables and other receivables is disclosed in note 28 to the consolidated financial statements.

Fair value of investment properties

Investment properties, including those completed investment properties, investment properties under construction and right-of-use assets, are carried in the consolidated statement of financial position at their fair value, details of which are disclosed in note 15. The fair value of the investment properties was determined by reference to valuations conducted on these properties by independent and professionally qualified valuers using property valuation techniques which involve certain assumptions of prevailing market conditions. Favourable or unfavourable changes to these assumptions may result in changes in the fair value of the Group's investment properties included in the consolidated statement of financial position and the corresponding adjustments to the changes in fair value reported in the consolidated statement of profit or loss. Details of the fair value of investment properties are disclosed in note 15 to the consolidated financial statements.

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

5. 主要會計判斷及估計(續)

估計不確定因素之主要來源(續)

釐定供銷售之物業之可變現淨值

供銷售之物業乃按成本與可變現淨值之較低者入賬。根據本公司之董事的經驗及目標物業的性質，本公司董事參考供銷售之物業的估計市場價格釐定該等供銷售之物業的可變現淨值，並考慮到多種因素，包括同一項目中類似物業種類或類似物業的最近價格，以及現行的房地產市場狀況。本公司董事參考本集團其他類似已落成項目的實際開發成本估計供銷售發展中物業直至竣工時之未來成本，並因應若干現行市場數據作出調整。於截至二零二三年十二月三十一日止年度，人民幣6,988,742,000元(二零二二年：人民幣4,393,979,000元)之撇銷於綜合損益表內確認。有關本集團供銷售之物業之進一步詳情，載列於綜合財務報表附註27。

中國內地土地增值稅(「土地增值稅」)

本集團須繳納中國內地之土地增值稅。土地增值稅乃按介乎土地增值額的累進稅率徵收，增值額為出售物業所得款項減估計可抵扣開支、土地使用權成本及所有相關物業發展開支。

由於銷售物業所得款項及可扣減開支的不確定性，估計土地增值金額及適用土地增值稅稅率時須作出重大判斷。

5. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (continued) KEY SOURCES OF ESTIMATION UNCERTAINTY (continued)

Determination of net realisable value of properties for sale

Properties for sale are stated at the lower of the cost and net realisable value. Based on the experience of the directors of the Company and the nature of the subject properties, the directors of the Company determine the net realisable value of properties for sale by reference to the estimated market prices of the properties for sale, 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 real estate market conditions. The directors of the Company estimate the future cost to completion of the properties for sale under development by reference to the actual development cost of other similar completed projects of the Group, adjusted by certain current market data. During the year ended 31 December 2023, a write-down of RMB6,988,742,000 (2022: RMB4,393,979,000) has been made in the consolidated statement of profit or loss. Further details of the Group's properties for sale are set out in note 27 to the consolidated financial statements.

Land appreciation tax ("LAT") in Chinese Mainland

The Group is subject to LAT in Chinese Mainland. The LAT is levied at progressive rates on the appreciation of land value, being the proceeds of the sales of properties less the estimated deductible expenditures, the cost of land use rights and all relevant property development expenditures.

Significant judgement is required in estimating the amounts of land appreciation and the applicable land appreciation tax rate due to the uncertainty of proceeds of sales of properties and deductible expenditures.

5. 主要會計判斷及估計(續)

估計不確定因素之主要來源(續)

中國內地土地增值稅(「土地增值稅」)(續)

然而，中國內地各個城市的不同徵稅區的稅項徵收及支付有所差異，而本集團的若干項目尚未與中國內地的任何地方稅務部門最終確定土地增值稅之計算及支付。土地增值金額乃經參考物業銷售所得款項減估計可抵扣開支(包括土地使用權成本及所有相關物業發展開支)後釐定。本集團基於管理層之最佳估計確認土地增值稅。最終的稅項結果或會不同於初始列賬之金額，而該等差異將影響與地方稅務部門確定該等稅項之期間內之所得稅開支及有關所得稅撥備。截至二零二三年十二月三十一日止年度，本集團確認土地增值稅人民幣11,915,850,000元(二零二二年：人民幣9,322,150,000元)。

商譽減值

本集團至少每年釐定商譽是否出現減值。該過程需要估計商譽獲分配的現金產生單位的使用價值。本集團須於估計使用價值時對現金產生單位的預期未來現金流作出估計，亦須選用合適的貼現率以計算該現金流的現值。於二零二三年十二月三十一日，商譽的賬面值為人民幣1,911,884,000元(二零二二年：人民幣1,816,263,000元)。進一步詳情載於綜合財務報表附註18。

5. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (continued) KEY SOURCES OF ESTIMATION UNCERTAINTY (continued)

Land appreciation tax ("LAT") in Chinese Mainland (continued)

However, the implementation and settlement of the tax varies amongst different tax jurisdictions in various cities of Chinese Mainland and certain projects of the Group have not finalised their LAT calculations and payments with any local tax authorities in Chinese Mainland. The amount of land appreciation is determined with reference to proceeds of the sales of properties less the estimated deductible expenditures, including the cost of land use rights and all relevant property development expenditures. The Group recognised 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 finalised with local tax authorities. The Group recognised the LAT of RMB11,915,850,000 for the year ended 31 December 2023 (2022: RMB9,322,150,000).

Impairment of goodwill

The Group determines whether goodwill is impaired at least on an annual basis. This requires an estimation of the value in use of the cash-generating units to which the goodwill is allocated. Estimating the value in use requires the Group to make an estimate of the expected future cash flows from the cash-generating units and also to choose a suitable discount rate in order to calculate the present value of those cash flows. The carrying amount of goodwill at 31 December 2023 was RMB1,911,884,000 (2022: RMB1,816,263,000). Further details are given in note 18 to the consolidated financial statements.

綜合財務報表附註

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

6. 分類資料

向本公司執行董事（本集團主要營運決策者）呈報的資料集中於根據業務類型劃分的業務單位，作資源分配及表現評估用途。本年度本集團可呈報分類構成變更為四項主要業務：

開發銷售型業務：此分類主要指開發及銷售住宅物業、辦公室及商業樓宇產生的收入。

經營性不動產業務：此分類指投資物業租賃，該等物業由本集團自行開發或分租，以產生租金及其他收入並從物業的長期增值中獲益。

輕資產管理業務：此分類指商業運營及物業管理產生的收入。

生態圈要素型業務：此分類指建築施工、代建代運營、長租公寓及產業地產等的收入。

分類業績指各分類所賺取之除稅前溢利或產生之虧損，其並無分配屬非經常性質或與主要營運決策者評估本集團之經營表現無關之收入或開支，例如其他收入、其他收益及虧損、投資物業公平值變動收益、按公平值計入損益之金融工具之公平值變動收益、總部行政成本及財務費用。分類營業額及業績為就資源分配及表現評估而向主要營運決策者匯報的方式。分類間銷售按雙方議定的價格進行交易。

本集團已重列分類資料之比較數據，以符合本年呈列。

6. SEGMENT INFORMATION

Information reported to the executive directors of the Company, being the chief operating decision makers (“CODM”) of the Group, was specifically focused on business units based on their types of activities for the purpose of resource allocation and performance assessment. The Group changed the composition of its reportable segments in the current year to four main businesses:

Development property business: this segment mostly represents the income generated from development and sales of residential properties, office and commercial premises.

Investment property business: this segment represents the lease of investment properties, which are self-developed or under subleases by the Group to generate rental and other income and to gain from the appreciation in the properties’ values in the long term.

Asset-light management business: this segment represents the income generated from the commercial operation and property management business.

Eco-system elementary business: this segment represents the income generated from building operation, construction and operation services, leasing apartment and industrial property etc.

Segment results represent the profit earned or loss incurred before taxation by each segment without allocation of income or expenses which are not recurring in nature or unrelated to the CODM’s assessment of the Group’s operating performance, e.g. other income, other gains and losses, gain on changes in fair value of investment properties, gain on changes in fair value of financial instruments at FVPL, central administration costs, and finance costs. Segment revenues and results are the measure reported to the CODM for the purposes of resource allocation and performance assessment. Inter-segment sales are transacted at mutually agreed prices.

The Group has restated segment information comparative figures to conform with the presentation in the current year.

6. 分類資料(續)
(A) 分類營業額及業績

本集團按經營及可呈報分類劃分之營業額及業績分析如下：

截至二零二三年十二月三十一日止年度

6. SEGMENT INFORMATION (continued)
(A) SEGMENT REVENUES AND RESULTS

The following is an analysis of the Group's revenue and results by operating and reportable segments:

For the year ended 31 December 2023

		開發銷售型 業務	經營性不動產 業務	輕資產管理 業務	生態圈要素型 業務	綜合
		Development property business	Investment property business	Asset-light management business	Eco-system elementary business	Consolidated
		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
營業額	Revenue					
來自客戶合約的 營業額	Revenue from contracts with customers					
於某一時點確認	Recognised at a point in time	194,661,298	–	691,075	5,294,918	200,647,291
於一段時間內確認	Recognised over time	17,680,714	7,041,318	12,899,696	11,819,574	49,441,302
其他來源的營業額	Revenue from other sources					
租金收入	Rental income	–	16,033,159	–	–	16,033,159
分類營業額	Segment revenue	212,342,012	23,074,477	13,590,771	17,114,492	266,121,752
分類間營業額	Inter-segment revenue	(263,614)	(846,533)	(2,947,478)	(10,927,024)	(14,984,649)
來自外部客戶的 營業額	Revenue from external customers	212,078,398	22,227,944	10,643,293	6,187,468	251,137,103
業績	Results					
應佔於合營企業及 聯營公司投資之 利潤	Share of profits of investments in joint ventures and associates	1,479,000	745,954	2,547	132,687	2,360,188
分類業績(包括應佔 於合營企業及聯營 公司投資之利潤)	Segment results (including share of profits of investments in joint ventures and associates)	37,705,930	12,543,726	1,269,689	1,097,965	52,617,310
投資物業之公平值變動 收益	Gain on changes in fair value of investment properties					8,000,785
按公平值計入損益之 金融工具之公平值 變動收益	Gain on changes in fair value of financial instruments at FVPL					51,010
其他收入、其他收益及 虧損	Other income, other gains and losses					8,588,383
未分配支出	Unallocated expenses					(1,075,676)
財務費用	Finance costs					(1,743,918)
除稅前溢利	Profit before taxation					66,437,894

綜合財務報表附註

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

6. 分類資料 (續)

(A) 分類營業額及業績 (續)

6. SEGMENT INFORMATION (continued)

(A) SEGMENT REVENUES AND RESULTS (continued)

截至二零二二年十二月三十一日止年度

For the year ended 31 December 2022

		開發銷售型 業務 Development property business	經營性不動產 業務 Investment property business	輕資產管理 業務 Asset-light management business	生態圈要素型 業務 Eco-system elementary business	綜合 Consolidated
		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
營業額	Revenue					
來自客戶合約的 營業額	Revenue from contracts with customers					
於某一時點確認	Recognised at a point in time	139,510,927	–	674,609	5,731,413	145,916,949
於一段時間內確認	Recognised over time	36,651,408	5,628,323	10,048,430	12,768,640	65,096,801
其他來源的營業額	Revenue from other sources					
租金收入	Rental income	–	12,283,776	–	–	12,283,776
分類營業額	Segment revenue	176,162,335	17,912,099	10,723,039	18,500,053	223,297,526
分類間營業額	Inter-segment revenue	–	(891,189)	(2,389,178)	(12,956,040)	(16,236,407)
來自外部客戶的營業額	Revenue from external customers	176,162,335	17,020,910	8,333,861	5,544,013	207,061,119
業績	Results					
應佔於合營企業及 聯營公司投資之 利潤	Share of profits of investments in joint ventures and associates	3,822,711	330,583	480	(52,363)	4,101,411
分類業績 (包括應佔 於合營企業及聯營 公司投資之利潤)	Segment results (including share of profits of investments in joint ventures and associates)	39,073,801	8,196,909	926,486	71,525	48,268,721
投資物業之公平值變動 收益	Gain on changes in fair value of investment properties					6,977,861
按公平值計入損益之 金融工具之公平值 變動收益	Gain on changes in fair value of financial instruments at FVPL					6,400
其他收入、其他收益及 虧損	Other income, other gains and losses					3,112,873
未分配支出	Unallocated expenses					(1,156,982)
財務費用	Finance costs					(1,699,518)
除稅前溢利	Profit before taxation					55,509,355

6. 分類資料(續)
(A) 分類營業額及業績(續)

下表顯示於本報告期內確認已計入報告期初合約負債的收入金額：

		2023	2022
		人民幣千元 RMB'000	人民幣千元 RMB'000
已計入報告期初合約負債的 已確認收入：	Revenue recognised that was included in contract liabilities at the beginning of the reporting period:		
銷售物業	Sale of properties	108,466,250	154,344,152
建築及裝修服務	Construction and decoration services	3,831,071	2,678,956
		112,297,321	157,023,108

履約責任

有關本集團履約責任的資料概述如下：

銷售物業

履約責任於某一時間點或於一段時間內完成，視乎合約條款及適用於合約之有關法例而定。當本集團履約並無創造有其他用途的資產且本集團有強制執行權就至今已完成的履約收取款項時，履約責任於一段時間內完成，否則於客戶接納物業或根據合約被視為接納物業且本集團很有可能取權取得付款及可收回代價的時間點確認收入。

6. SEGMENT INFORMATION (continued)
(A) SEGMENT REVENUES AND RESULTS
(continued)

The following table shows the amounts of revenue recognised in the current reporting period that were included in the contract liabilities at the beginning of the reporting period:

Performance obligations

Information about the Group's performance obligations is summarised below:

Sale of properties

The performance obligation is satisfied at a point in time or over time, depending on the terms of the contract and the laws that apply to the contract. It is satisfied over time when the Group's performance does not create an asset with an alternative use and the Group has an enforceable right to payment for performance completed to date, otherwise, revenue is recognised at the point in time when the property is accepted by the customer, or deemed as accepted according to the contract and the Group has right to payment and collection of the consideration is probable.

綜合財務報表附註

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

6. 分類資料 (續)

(A) 分類營業額及業績 (續)

履約責任 (續)

建築及裝修服務

履約責任隨著已提供服務，及有關付款一般自發票日期起計30日內到期，於一段時間內完成。客戶保留若干百分比的付款，直至保留期結束，原因為按合約規定，本集團須待客戶於一定期間內滿意服務質素後，方可享有最終付款。

於二零二三年十二月三十一日剩餘銷售物業履約責任(未完成或部分未完成)的交易價為人民幣284,149,000,000元(二零二二年：人民幣249,261,000,000元)並預期於三年內確認。該金額不包括受限制可變代價。

6. SEGMENT INFORMATION (continued)

(A) SEGMENT REVENUES AND RESULTS (continued)

Performance obligations (continued)

Construction and decoration services

The performance obligation is satisfied over time as services are rendered and payment is generally due within 30 days from the date of billing. A certain percentage of payment is retained by customers until the end of the retention period as the Group's entitlement to the final payment is conditional on the satisfaction of the service quality by the customers over a certain period as stipulated in the contracts.

The transaction price allocated to the remaining performance obligations (unsatisfied or partially unsatisfied) of sales of properties as at 31 December 2023 amounted to RMB284,149,000,000 (2022: RMB249,261,000,000) are expected to be recognised within three years. The amounts do not include variable consideration which is constrained.

6. 分類資料(續)

(B) 本集團按經營及可呈報分類劃分之資產分析如下：

於二零二三年十二月三十一日

		開發銷售型 業務 Development property business	經營性不動產 業務 Investment property business	輕資產管理 業務 Asset-light management business	生態圈要素型 業務 Eco-system elementary business	綜合 Consolidated
		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
分類資產	Segment assets	651,498,667	278,146,971	7,708,399	23,983,210	961,337,247
於合營企業及聯營公司 的投資	Investments in joint ventures and associates	69,207,050	14,774,904	4,018	1,658,823	85,644,795
		720,705,717	292,921,875	7,712,417	25,642,033	1,046,982,042
未分配	Unallocated					144,195,067
總資產	Total assets					1,191,177,109

6. SEGMENT INFORMATION (continued)

(B) The following is an analysis of the group's assets by operating and reportable segments:

As at 31 December 2023

於二零二二年十二月三十一日

		開發銷售型 業務 Development property business	經營性不動產 業務 Investment property business	輕資產管理 業務 Asset-light management business	生態圈要素型 業務 Eco-system elementary business	綜合 Consolidated
		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
分類資產	Segment assets	588,213,437	257,971,645	4,054,968	22,457,544	872,697,594
於合營企業及聯營公司 的投資	Investments in joint ventures and associates	60,988,657	13,125,485	1,653	1,601,490	75,717,285
		649,202,094	271,097,130	4,056,621	24,059,034	948,414,879
未分配	Unallocated					132,917,022
總資產	Total assets					1,081,331,901

綜合財務報表附註

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

6. 分類資料 (續) (C) 其他分類資料

6. SEGMENT INFORMATION (continued) (C) OTHER SEGMENT INFORMATION

截至二零二三年十二月三十一日止年度

For the year ended 31 December 2023

	開發銷售型 業務 Development property business	經營性不動產 業務 Investment property business	輕資產管理 業務 Asset-light management business	生態圈要素型 業務 Eco-system elementary business	綜合 Consolidated
	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
添置聯營公司權益 添置/(減少) 合營企業權益	Addition of interests in associates Addition/(reduction) of interests in joint ventures	2,678,426 134,651	–	388	2,813,465
資本開支(附註)	Capital expenditures (Note)	4,518,381	3,033,569	4,711	(42,819)
折舊及攤銷	Depreciation and amortisation	386,321	21,382,767	283,186	74,567
		90,287	1,022,788	120,246	79,260
					1,312,581

截至二零二二年十二月三十一日止年度

For the year ended 31 December 2022

	開發銷售型 業務 Development property business	經營性不動產 業務 Investment property business	輕資產管理 業務 Asset-light management business	生態圈要素型 業務 Eco-system elementary business	綜合 Consolidated
	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
添置聯營公司權益 添置/(減少) 合營企業權益	Addition of interests in associates Addition/(reduction) of interests in joint ventures	3,538,891	–	–	435,830
資本開支(附註)	Capital expenditures (Note)	4,349,515	3,678,187	–	(250,030)
折舊及攤銷	Depreciation and amortisation	164,740	26,385,879	89,657	74,850
		152,350	996,826	119,711	64,336
					1,333,223

附註：資本開支主要指添置物業、廠房及設備、添置無形資產、添置投資物業及添置使用權資產。

Note: The capital expenditures mainly represent additions to property, plant and equipment, intangible assets, investment properties and right-of-use assets.

6. 分類資料(續)

(D) 由於本集團超過90%的收益乃來自中國內地經營之業務及當地客戶，另外，本集團超過90%的非流動資產(除遞延稅項資產、應收關聯方款項、應收非控股權益款項、無形資產、按公平值計入損益之金融資產、定期存款及指定為透過其他全面收益按公平值列賬之股本工具)之賬面值金額為人民幣373,901,835,000元(二零二二年：人民幣338,605,765,000元)亦位於中國內地，故此並無編製按地域劃分之分類分析資料。

(E) 截至二零二三年十二月三十一日止年度，並無單一客戶佔本集團收益10%以上(二零二二年：無)。

7. 其他收入、其他收益及虧損

6. SEGMENT INFORMATION (continued)

(D) No geographical segment analysis is prepared as more than 90% of the Group's revenue is derived from activities in and from customers located in Chinese Mainland and more than 90% of the carrying values of the Group's non-current assets, excluding deferred taxation assets, amounts due from related parties, amounts due from non-controlling interests, intangible assets, financial assets at FVPL, time deposits and equity instruments designated at FVOCI, amounting to RMB373,901,835,000 (2022: RMB338,605,765,000), are situated in Chinese Mainland.

(E) There is no single customer contributes more than 10% of the Group's revenue for the year ended 31 December 2023 (2022: Nil).

7. OTHER INCOME, OTHER GAINS AND LOSSES

		2023	2022
		人民幣千元	人民幣千元
		RMB'000	RMB'000
利息收入	Interest income	3,072,502	2,284,378
政府補貼	Government grants	136,370	164,606
重新計量於合營企業及 一間聯營公司投資之收益	Gain on re-measurement of investments in joints venture and an associate	5,620	828,637
出售或視作出售附屬公司之 收益淨額(附註44)	Net gain on disposal or deemed disposal of subsidiaries (Note 44)	1,505,442	1,053,113
收購附屬公司之議價購買收益 (附註45)	Gain on bargain purchase on acquisition of subsidiaries (Note 45)	3,017,174	–
匯兌虧損淨額	Net exchange loss	(14,227)	(2,186,407)
其他	Others	865,502	968,546
		8,588,383	3,112,873

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

8. 董事酬金

已付或應付予各董事之酬金如下：

截至二零二三年十二月三十一日止年度

8. DIRECTORS' EMOLUMENTS

The emoluments paid or payable to each of the directors were as follows:

For the year ended 31 December 2023

		袍金 Fees			其他酬金 Other emoluments				
		執行董事	非執行董事	獨立 非執行董事	薪金及津貼	界定供款 計劃供款	酌情花紅	戰略激勵計劃	總額
		Executive directors	Non- executive directors	Independent non- executive directors	Salaries and allowances	Contribution to the defined contribution scheme	Discretionary bonus	Strategic incentive award scheme	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
李欣	Li Xin	-	-	-	2,009	154	1,431	3,731	7,325
張大為	Zhang Dawei	-	-	-	1,969	154	1,514	2,960	6,597
謝驥	Xie Ji	-	-	-	1,577	154	984	3,477	6,192
郭世清	Guo Shiqing	-	-	-	1,097	154	620	4,453	6,324
陳偉(於二零二四年 三月一日委任)	Chen Wei (appointed on 1 March 2024)	-	-	-	-	-	-	-	-
吳秉琪(於二零二三年 九月二十八日辭任)	Wu Bingqi (resigned on 28 September 2023)	-	-	-	1,641	128	1,278	3,648	6,695
竇健	Dou Jian	-	-	-	-	-	-	-	-
程紅	Cheng Hong	-	-	-	-	-	-	-	-
黃挺(於二零二三年 九月十九日獲委任)	Huang Ting (appointed on 19 September 2023)	-	-	-	-	-	-	-	-
劉曉勇(於二零二三年 九月十九日退任)	Liu Xiaoyong (retired on 19 September 2023)	-	-	-	-	-	-	-	-
鐘偉	Zhong Wei	-	-	450	-	-	-	-	450
孫哲	Sun Zhe	-	-	450	-	-	-	-	450
陳帆(於二零二三年 七月一日獲委任)	Frank Chan Fan (appointed on 1 July 2023)	-	-	229	-	-	-	-	229
梁國權(於二零二三年 七月一日獲委任)	Leong Kwok-kuen, Lincoln (appointed on 1 July 2023)	-	-	229	-	-	-	-	229
秦虹(於二零二三年 八月九日獲委任)	Qin Hong (appointed on 9 August 2023)	-	-	190	-	-	-	-	190
何顯毅(於二零二三年 七月一日辭任)	Ho Hin Ngai, Bosco (resigned on 1 July 2023)	-	-	221	-	-	-	-	221
閻焱(於二零二三年 七月一日辭任)	Andrew Y. Yan (resigned on 1 July 2023)	-	-	221	-	-	-	-	221
尹錦滔(於二零二三年 七月一日辭任)	Wan Kam To, Peter (resigned on 1 July 2023)	-	-	221	-	-	-	-	221
		-	-	2,211	8,293	744	5,827	18,269	35,344

8. 董事酬金(續)

8. DIRECTORS' EMOLUMENTS (continued)

截至二零二二年十二月三十一日止年度

For the year ended 31 December 2022

		袍金		其他酬金				總額	
		執行董事	非執行董事	獨立 非執行董事	薪金及津貼	界定供款 計劃供款	酌情花紅		戰略激勵計劃
		Executive directors	Non- executive directors	Independent non- executive directors	Salaries and allowances	Contribution to the defined contribution scheme	Discretionary bonus	Strategic incentive award scheme	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
李欣	Li Xin	-	-	-	1,994	176	1,297	4,033	7,500
吳秉琪	Wu Bingqi	-	-	-	1,725	168	1,128	4,086	7,107
張大為	Zhang Dawei	-	-	-	1,969	168	1,331	3,410	6,878
謝驥	Xie Ji	-	-	-	1,577	176	749	3,851	6,353
郭世清	Guo Shiqing	-	-	-	1,012	168	607	4,681	6,468
劉曉勇	Liu Xiaoyong	-	137	-	-	-	-	-	137
竇健	Dou Jian	-	137	-	-	-	-	-	137
程紅	Cheng Hong	-	137	-	-	-	-	-	137
王祥明(於二零二二年 五月五日辭任)	Wang Xiangming (resigned on 5 May 2022)	-	-	-	-	-	-	-	-
張量(於二零二二年 十二月二十二日辭任)	Zhang Liang (resigned on 22 December 2022)	-	137	-	-	-	-	-	137
何顯毅	Ho Hin Ngai, Bosco	-	-	428	-	-	-	-	428
關焯	Andrew Y. Yan	-	-	428	-	-	-	-	428
尹錦滔	Wan Kam To, Peter	-	-	428	-	-	-	-	428
鐘偉	Zhong Wei	-	-	428	-	-	-	-	428
孫哲	Sun Zhe	-	-	428	-	-	-	-	428
		-	548	2,140	8,277	856	5,112	20,061	36,994

酌情花紅乃參考本集團之經營業績、個人表現及可比較市場統計數據釐定。

Discretionary bonus was determined with reference to the Group's operating results, individual performance and comparable market statistics.

戰略激勵計劃按本集團各財政年度的經營業績的特定比率釐定。於各財政年度採納的特定比率由管理層按其最佳估計評估及釐定。

The strategic incentive award scheme was determined based on a specific rate of the Group's operating results in each financial year. The specific rate adopted in each financial year was assessed and determined by management's best estimation.

上文所示執行董事酬金乃用於支付彼等管理本公司及本集團事務所提供的服務。上文所示非執行董事及獨立非執行董事酬金乃用於支付彼等擔任本公司董事所提供的服務。

The executive directors' emoluments shown above were for their services in connection with the management of the affairs of the Company and the Group. The emoluments of the non-executive directors and independent non-executive directors shown above were for their services as directors of the Company.

綜合財務報表附註

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

9. 財務費用

9. FINANCE COSTS

		2023	2022
		人民幣千元 RMB'000	人民幣千元 RMB'000
銀行及其他借貸、優先票據、中期票據、超短期融資券及其他之利息總額	Total interests on bank and other borrowings, senior notes, medium-term notes, super short-term commercial papers and others	10,156,396	9,202,050
租賃負債之利息總額	Total interest on lease liabilities	346,354	295,034
銀行收費總額	Total bank charges	166,761	158,960
減：發展中之供銷售物業、在建投資物業及在建工程撥充資本之金額	Less: amounts capitalised in properties under development for sale, investment properties under construction and construction in progress	(8,925,593)	(7,956,526)
		1,743,918	1,699,518

撥充資本的借款成本產生於本集團的一般借款組合，截至二零二三年十二月三十一日止年度按合資格資產開支使用年度資本化比率3.90%（二零二二年：3.81%）計算。

Borrowing costs capitalised arose on the general borrowing pool of the Group and were calculated by applying a capitalisation rate of 3.90% (2022: 3.81%) per annum for the year ended 31 December 2023, to expenditure on the qualifying assets.

10. 所得稅開支

10. INCOME TAX EXPENSES

		2023	2022
		人民幣千元 RMB'000	人民幣千元 RMB'000
所得稅開支包括：	The income tax expenses comprise of:		
當期稅項	Current taxation		
中國企業所得稅（「企業所得稅」）及預扣所得稅	PRC Enterprise Income Tax ("EIT") and withholding income tax	17,638,219	10,688,929
中國土地增值稅	PRC LAT	11,915,850	9,322,150
其他司法管轄區的稅項支出	Tax charge in other jurisdictions	18,541	13,106
減：過往年度超額撥備	Less: over-provision in prior years	(686,274)	(58,980)
		28,886,336	19,965,205
遞延稅項（附註26）	Deferred taxation (Note 26)	247,795	3,174,389
		29,134,131	23,139,594

10. 所得稅開支 (續)

(A) 企業所得稅

根據中國企業所得稅法(「企業所得稅法」)及企業所得稅法實施條例，自二零零八年一月一日起本集團大部分中國內地附屬公司的稅率為25%。

(B) 中國預扣所得稅

於中國內地成立的公司向其海外投資者宣派自二零零八年一月一日起賺取之利潤的股息應按10%的稅率繳納中國預扣所得稅。就中國內地附屬公司於香港註冊成立或經營並符合中國內地與香港訂立的稅務條約安排規定的直接控股公司而言，可採用5%的較低預扣稅稅率。

(C) 土地增值稅

土地增值稅撥備乃根據相關中國稅法及條例所載之規定估計。土地增值稅已按增值額之累進稅率範圍撥備，且有若干可扣減項目。

(D) 香港利得稅

香港利得稅乃按估計應課稅利潤以16.5% (二零二二年：16.5%) 的稅率計算。

(E) 其他司法管轄區的稅項支出

其他司法管轄區的稅項支出主要指英國的即期稅項支出。根據英國稅法，在英國經營之附屬公司之稅率為25% (二零二二年：19%)。

10. INCOME TAX EXPENSES (continued)

(A) EIT

Under the Law of the PRC on Enterprise Income Tax (the "EIT Law") and Implementation Regulation of the EIT Law, the tax rate of most of the Group's Chinese Mainland subsidiaries is 25% from 1 January 2008 onwards.

(B) PRC withholding income tax

PRC withholding income tax of 10% shall be levied on the dividends declared by the companies established in Chinese Mainland to their foreign investors out of their profits earned after 1 January 2008. A lower 5% withholding tax rate may be applied when the immediate holding companies of the Chinese Mainland subsidiaries are incorporated or operated in Hong Kong and fulfil the requirements to the tax treaty arrangements between Chinese Mainland and Hong Kong.

(C) LAT

The provision for 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 deductions.

(D) Hong Kong Profits Tax

Hong Kong Profits Tax is calculated at 16.5% (2022: 16.5%) of the estimated assessable profits.

(E) Tax charge in other jurisdictions

Tax charge in other jurisdictions mainly represents the current tax charge in the United Kingdom (the "UK"). Under the United Kingdom Tax Law, the tax rate of the subsidiary operating in the UK is 25% (2022:19%).

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

10. 所得稅開支(續)

(E) 其他司法管轄區的稅項支出(續)

此外，本公司及部份於開曼群島成立之附屬公司根據開曼群島法律第22章公司法註冊為獲豁免有限公司，因此，獲豁免繳納開曼群島所得稅。本公司於英屬處女群島成立之附屬公司根據英屬處女群島國際商業公司法註冊，因此，獲豁免繳納英屬處女群島所得稅。

(F) 年內所得稅開支與綜合損益表所載除稅前溢利之對賬如下：

10. INCOME TAX EXPENSES (continued)

(E) Tax charge in other jurisdictions (continued)

In addition, the Company and certain subsidiaries were incorporated in the Cayman Islands as exempted companies with limited liability under the Companies Law, Cap. 22 of the Cayman Islands and accordingly, are exempted from Cayman Islands income tax. The Company's subsidiaries incorporated in the BVI were registered under the International Business Companies Act of the British Virgin Islands and, accordingly, are exempted from BVI income tax.

(F) The income tax expenses for the year can be reconciled to the profit before taxation per the consolidated statement of profit or loss as follows:

		2023	2022
		人民幣千元 RMB'000	人民幣千元 RMB'000
除稅前溢利	Profit before taxation	66,437,894	55,509,355
減：應佔於合營企業投資之利潤減虧損	Less: share of profits less losses of investments in joint ventures	(2,800,822)	(3,484,705)
減：應佔於聯營公司投資之利潤減虧損	Less: share of profits less losses of investments in associates	440,634	(616,706)
		64,077,706	51,407,944
按實際稅率25%(二零二二年：25%)計算之稅項開支	Tax charge at effective rate of 25% (2022: 25%)	(16,019,427)	(12,851,986)
附屬公司不同稅率之影響	Effect of different tax rates of subsidiaries	383,889	(328,060)
不可扣稅開支之稅務影響	Effect of expenses not deductible for tax purpose	(1,379,736)	(1,342,437)
毋須課稅收入之稅務影響	Effect of income not taxable for tax purpose	331,812	304,421
未確認稅項虧損及可扣稅暫時差額之影響	Effect of tax losses and deductible temporary difference not recognised	(2,176,493)	(867,708)
過往年度超額撥備	Over-provision in prior years	686,274	58,980
土地增值稅	LAT	(11,915,850)	(9,322,150)
土地增值稅之稅務影響	Tax effect of LAT	2,917,161	2,250,891
中國預扣所得稅	PRC withholding income tax	(1,961,761)	(1,041,545)
本年度所得稅開支	Income tax expenses for the year	(29,134,131)	(23,139,594)

11. 年內溢利

11. PROFIT FOR THE YEAR

		2023	2022
		人民幣千元	人民幣千元
		RMB'000	RMB'000
年內溢利已扣除／(計入)下列各項：	Profit for the year has been arrived at after charging/(crediting) the following items:		
員工成本(包括董事酬金)	Staff costs, including directors' emoluments	13,223,984	12,196,281
界定供款計劃之相關本	Costs related to defined contribution scheme	1,073,699	1,039,769
員工成本總額	Total staff costs	14,297,683	13,236,050
確認為開支之供銷售之物業及 其他存貨成本	Cost of properties for sale and other inventories recognised as expenses	167,854,956	136,022,234
核數師酬金	Auditor's remuneration	3,830	5,100
並未計入計量租賃負債之 租賃付款(附註16)	Lease payments not included in the measurement of lease liabilities (Note 16)	140,864	122,419
物業、廠房及設備折舊 (附註14)	Depreciation of property, plant and equipment (Note 14)	798,201	813,660
使用權資產折舊(附註16)	Depreciation of right-of-use assets (Note 16)	412,138	444,422
無形資產攤銷(附註17)	Amortisation of intangible assets (Note 17)	102,242	75,141
撇減供銷售之物業至可變現 淨值	Write-down of properties for sale to net realisable value	6,988,742	4,393,979
應收賬款及其他應收賬項 減值虧損(附註28)	Impairment losses on trade and other receivables (Note 28)	82,525	24,132
投資物業租金收入	Rental income from investment properties	(15,959,597)	(12,100,476)
減：產生租金收入的直接開支	Less: direct expenses that generated rental income	4,809,006	4,213,589
		(11,150,591)	(7,886,887)

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

12. 股息

12. DIVIDENDS

		2023	2022
		人民幣千元 RMB'000	人民幣千元 RMB'000
二零二三年中期股息， 每股普通股人民幣0.198元 (二零二二年：人民幣0.182元)	2023 interim dividend, RMB0.198 (2022: RMB0.182) per ordinary share	1,413,713	1,346,582
二零二三年擬派末期股息，每股 普通股人民幣1.243元 (二零二二年：人民幣1.219元) (附註)	2023 final dividend, proposed, of RMB1.243 (2022: RMB1.219) per ordinary share (Note)	8,863,758	9,164,988
		10,277,471	10,511,570

附註：於二零二四年三月二十五日舉行之董事會會議上，董事會建議派付截至二零二三年十二月三十一日止年度的本公司末期股息每股普通股人民幣1.243元，總計約人民幣8,863,758,000元，此乃基於本公司最新已發行普通股數目7,130,939,579股計算。擬派股息並未於此等綜合財務報表中反映作應付股息，但將於本公司截至二零二四年十二月三十一日止年度之綜合財務報表反映作溢利轉撥。

截至二零二二年十二月三十一日止年度的末期股息每股普通股人民幣1.219元(折合港幣1.394元)，總計約人民幣9,164,988,000元，已於二零二三年六月七日之本公司股東週年大會上批准，並於本年度內派付。

Note: At a meeting held by the Board on 25 March 2024, the Board proposed a final dividend in respect of the year ended 31 December 2023 of RMB1.243 per ordinary share of the Company, totaling approximately RMB8,863,758,000 based on the latest number of ordinary shares of 7,130,939,579 shares of the Company in issue. This proposed dividend is not reflected as a dividend payable in these consolidated financial statements, but will be reflected as a profit appropriation in the consolidated financial statements of the Company for the year ending 31 December 2024.

A final dividend for the year ended 31 December 2022 of RMB1.219 (equivalent to HK\$1.394) per ordinary share, totalling approximately RMB9,164,988,000, had been approved in the Company's Annual General Meeting on 7 June 2023 and paid during the year.

13. 每股盈利

每股基本盈利按本公司普通權益持有人應佔溢利及截至二零二三年十二月三十一日止年度已發行的股份加權平均數目7,130,939,579(二零二二年：7,130,939,579)股計算。於兩個年度內並無潛在攤薄影響的普通股。

13. EARNINGS PER SHARE

The calculation of basic earnings per share is based on the profit attributable to ordinary equity holders of the Company and the weighted average number of shares in issue during the year ended 31 December 2023 of 7,130,939,579 (2022: 7,130,939,579) shares. There were no dilutive potential ordinary shares in existence during both years.

14. 物業、廠房及設備

14. PROPERTY, PLANT AND EQUIPMENT

		酒店物業	樓宇	租賃物業裝修、傢俬及設備	汽車	在建工程	總計
		Hotel properties	Buildings	Leasehold improvements, furniture and equipment	Motor vehicles	Construction in progress	Total
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
成本	COST						
於二零二三年一月一日	At 1 January 2023	9,034,036	4,011,545	4,242,610	183,185	4,165,087	21,636,463
匯兌調整	Exchange realignment	14,607	1,769	5,949	686	6,276	29,287
添置	Additions	9,813	36,676	370,924	9,980	774,541	1,201,934
收購附屬公司時獲得(附註45)	Acquired on acquisition of subsidiaries (Note 45)	-	20,518	4,236	346	-	25,100
出售附屬公司時處置(附註44)	Disposed upon disposal of subsidiaries (Note 44)	-	-	(29,172)	(1,982)	-	(31,154)
轉撥自/(至)供銷售物業	Transfer from/(to) properties for sale	-	11,059	-	-	(330,780)	(319,721)
轉撥至投資物業(附註15)	Transfer to investment properties (Note 15)	-	(13,762)	-	-	-	(13,762)
轉撥至非流動資產之預付款項	Transfer to prepayments for non-current assets	-	-	-	-	(43,913)	(43,913)
轉撥	Transfer	1,224,345	120,251	8,183	-	(1,352,779)	-
出售	Disposals	(716)	(65,969)	(200,366)	(27,742)	(42,767)	(337,560)
於二零二三年十二月三十一日	At 31 December 2023	10,282,085	4,122,087	4,402,364	164,473	3,175,665	22,146,674
累計折舊	ACCUMULATED DEPRECIATION						
於二零二三年一月一日	At 1 January 2023	2,173,673	861,380	2,469,406	120,291	-	5,624,750
匯兌調整	Exchange realignment	4,824	1,421	6,472	555	-	13,272
出售附屬公司時處置(附註44)	Disposed upon disposal of subsidiaries (Note 44)	-	-	(24,089)	(1,647)	-	(25,736)
本年度撥備	Provided for the year	371,525	97,940	324,249	4,487	-	798,201
轉撥至投資物業(附註15)	Transfer to investment properties (Note 15)	-	(981)	-	-	-	(981)
出售時對銷	Eliminated on disposals	(79)	(14,020)	(64,020)	(11,730)	-	(89,849)
於二零二三年十二月三十一日	At 31 December 2023	2,549,943	945,740	2,712,018	111,956	-	6,319,657
賬面值	CARRYING VALUES						
於二零二三年十二月三十一日	At 31 December 2023	7,732,142	3,176,347	1,690,346	52,517	3,175,665	15,827,017
於二零二二年十二月三十一日	At 31 December 2022	6,860,363	3,150,165	1,773,204	62,894	4,165,087	16,011,713

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

14. 物業、廠房及設備(續)

14. PROPERTY, PLANT AND EQUIPMENT (continued)

		酒店物業	樓宇	租賃物業裝修、傢俬及設備	汽車	在建工程	總計
		Hotel properties	Buildings	Leasehold improvements, furniture and equipment	Motor vehicles	Construction in progress	Total
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
成本	COST						
於二零二二年一月一日	At 1 January 2022	8,251,665	4,886,494	3,905,915	160,626	3,429,188	20,633,888
匯兌調整	Exchange realignment	27,722	15,844	24,072	3,871	9,640	81,149
添置	Additions	2,320	39,631	373,231	41,625	1,512,372	1,969,179
收購附屬公司時獲得	Acquired on acquisition of subsidiaries	-	56,240	20,986	456	2,404	80,086
出售附屬公司時處置	Disposed upon disposal of subsidiaries	-	(967)	(85,014)	(1,671)	(6,500)	(94,152)
轉撥至供銷售物業	Transfer to properties for sale	-	(702,507)	(41,825)	-	-	(744,332)
轉撥	Transfer	781,620	(165,978)	166,375	-	(782,017)	-
出售	Disposals	(29,291)	(117,212)	(121,130)	(21,722)	-	(289,355)
於二零二二年十二月三十一日	At 31 December 2022	9,034,036	4,011,545	4,242,610	183,185	4,165,087	21,636,463
累計折舊	ACCUMULATED DEPRECIATION						
於二零二二年一月一日	At 1 January 2022	1,838,601	1,085,881	2,159,932	122,320	-	5,206,734
匯兌調整	Exchange realignment	28,098	1,889	13,475	1,915	-	45,377
出售附屬公司時處置	Disposed upon disposal of subsidiaries	-	(586)	(57,112)	(1,400)	-	(59,098)
本年度撥備	Provided for the year	317,091	81,398	408,444	6,727	-	813,660
轉撥至供銷售物業	Transfer to properties for sale	-	(263,219)	(39,980)	-	-	(303,199)
出售時對銷	Eliminated on disposals	(10,117)	(43,983)	(15,353)	(9,271)	-	(78,724)
於二零二二年十二月三十一日	At 31 December 2022	2,173,673	861,380	2,469,406	120,291	-	5,624,750
賬面值	CARRYING VALUES						
於二零二二年十二月三十一日	At 31 December 2022	6,860,363	3,150,165	1,773,204	62,894	4,165,087	16,011,713
於二零二一年十二月三十一日	At 31 December 2021	6,413,064	3,800,613	1,745,983	38,306	3,429,188	15,427,154

於二零二三年及二零二二年十二月三十一日之在建工程主要為於中國內地的在建酒店物業。

上述物業、廠房及設備項目(在建工程除外)乃使用直線法於其估計可使用年期，並計及估計剩餘價值後計算折舊，詳情如下：

酒店物業及樓宇	20至40年
租賃物業裝修、傢俬及設備	租賃期或5年 (以較短者為準)
汽車	5年

Construction in progress as at 31 December 2023 and 2022 mainly represented the hotel properties which are under construction in Chinese Mainland.

The above items of property, plant and equipment, other than construction in progress, are depreciated over their estimated useful lives and after taking into account their estimated residual values, using the straight-line method, as follows:

Hotel properties and buildings	20 to 40 years
Leasehold improvements, furniture and equipment	Over the shorter of lease terms or 5 years
Motor vehicles	5 years

15. 投資物業

15. INVESTMENT PROPERTIES

		落成 投資物業	在建 投資物業	投資物業— 使用權資產	總計
		Completed investment properties	Investment properties under construction	Investment properties— right-of-use assets	Total
		人民幣千元	人民幣千元	人民幣千元	人民幣千元
		RMB'000	RMB'000	RMB'000	RMB'000
於二零二三年一月一日	At 1 January 2023	177,948,388	52,130,812	7,806,077	237,885,277
匯兌調整	Exchange realignment	169,517	–	–	169,517
添置	Additions	756,681	18,854,748	659,436	20,270,865
轉撥自供銷售之物業	Transfer from properties for sale	–	1,624,055	–	1,624,055
轉撥至供銷售之物業	Transfer to properties for sale	(2,148,792)	–	–	(2,148,792)
由在建投資物業轉撥至落成 投資物業	Transfer from investment properties under construction to completed investment properties	20,541,230	(20,541,230)	–	–
轉撥自物業、廠房及設備(附註14)	Transfer from property, plant and equipment (Note 14)	12,781	–	–	12,781
於損益確認的投資物業公平值之 變動	Change in fair value of investment properties recognised in profit or loss	5,388,530	2,362,352	249,903	8,000,785
出售附屬公司時處置(附註44)	Disposed upon disposal of subsidiaries (Note 44)	(6,515,000)	(2,303,797)	–	(8,818,797)
收購附屬公司時獲得(附註45)	Acquired on acquisition of subsidiaries (Note 45)	–	5,945,360	–	5,945,360
出售	Disposals	(132,857)	–	–	(132,857)
於二零二三年十二月三十一日	At 31 December 2023	196,020,478	58,072,300	8,715,416	262,808,194
於二零二二年一月一日	At 1 January 2022	160,312,158	51,167,200	6,050,760	217,530,118
匯兌調整	Exchange realignment	1,029	–	–	1,029
添置	Additions	984,123	21,845,385	1,869,378	24,698,886
轉撥自供銷售之物業	Transfer from properties for sale	–	1,814,610	–	1,814,610
轉撥至供銷售之物業	Transfer to properties for sale	(2,713,925)	–	–	(2,713,925)
由在建投資物業轉撥至落成 投資物業	Transfer from investment properties under construction to completed investment properties	24,576,396	(24,576,396)	–	–
轉撥自使用權資產(附註16)	Transfer from right-of-use asset (Note 16)	–	52,842	–	52,842
於損益確認的投資物業公平值之 變動	Change in fair value of investment properties recognised in profit or loss	5,886,183	1,205,739	(114,061)	6,977,861
出售附屬公司時處置	Disposed upon disposal of subsidiaries	(11,215,198)	(856,000)	–	(12,071,198)
收購附屬公司時獲得	Acquired on acquisition of subsidiaries	134,224	1,477,432	–	1,611,656
出售	Disposals	(16,602)	–	–	(16,602)
於二零二二年十二月三十一日	At 31 December 2022	177,948,388	52,130,812	7,806,077	237,885,277

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15. 投資物業 (續)

附註：

(a) 本集團的估值程序

本集團按公平值對其投資物業進行計量。本集團投資物業於二零二三年十二月三十一日的公平值是根據仲量聯行企業評估及諮詢有限公司及萊坊有限責任合夥(均為獨立及專業合資格估值師)進行的估值而釐定。

管理層與估值師每六個月最少對估值過程及結果進行一次討論，與本集團之中期及年度報告時間一致。

(b) 估值技術

估值採用之估值方法包括已落成物業所用的收益法及／或直接比較法，在建物業所用的剩餘法、直接比較法及／或成本法，以及使用權資產所用之收益法及／或剩餘法。

收益法通過計算標的物業當前租約的租金收入，並計算出租及空置部份的潛在租金收入，然後按合適的資本化率將其資本化為價值。

直接比較法涉及分析近期市場上同類型物業的案例並與該等估值物業進行比較。選取面積大小、屬性及位置類近的可資比較物業進行分析，並仔細權衡各自的優劣之處，從而達至公允的評估價值。

剩餘法考慮總發展價值並扣除尚未發生的建築成本、開支以及發展利潤後的剩餘價值。剩餘法首先計算假設建議發展項目於估值日已落成的合計總發展價值。建議發展項目的估計成本包括建築成本、市場推廣支出、專業費用、財務費用以及相關成本，另加發展商的風險及利潤撥備。尚未發生的開發成本將由總發展價值中扣除，並得出標的物業的剩餘價值。

成本法採用總重置成本以得出標的物業於估值日現狀的價值。成本法需要估算該土地現值，另加該土地上改造工程的成本。改造工程重置成本包括建築工程成本、地盤工程成本、財務費用及工程相關成本。

於估計物業公平值時，物業的最高及最佳用途為其現時用途。

15. INVESTMENT PROPERTIES (continued)

Notes:

(a) Valuation processes of the Group

The Group measures its investment properties at fair value. The fair value of the Group's investment properties as at 31 December 2023 has been determined on the basis of valuation carried out by Jones Lang LaSalle Corporate Appraisal and Advisory Limited and Knight Frank LLP, all are independent and professionally qualified valuers.

Discussions of valuation processes and results are held between management and valuers at least once every six months, in line with the timing of Group's interim and annual reporting.

(b) Valuation techniques

The valuation methodologies adopted in valuations include income approach and/or direct comparison method for completed properties and residual method, direct comparison method and/or cost method for the properties under construction and income approach and/or residual method for the right-of-use assets.

The income approach operates by taking into account the rental income of the subject property derived from the existing tenancies with due allowance for the potential reversionary income of the tenanted and vacant portions, which are then capitalised at an appropriate capitalisation rate.

The direct comparison method involves the analysis of recent market evidence of similar properties and comparing them with the subject property under valuation. Comparable properties with similar size, characteristics and locations are analysed, and carefully weighed against all respective advantage and disadvantages in order to arrive at a fair comparison of value.

The residual method takes into account the residual value of the gross development value ("GDV") after deduction of the outstanding construction costs and expenses as well as profit element. It involves firstly the assessment of the aggregate GDV of the proposed development, as if completed, as at the valuation date. Estimated costs of the proposed development include construction costs, marketing expense, professional fee, finance charges and associated costs, plus an allowance for the developer's risk and profit. The outstanding development costs are then deducted from the GDV and the resultant figure is the residual value of the subject property.

The cost approach is a method of using gross replacement costs to arrive at the value of the subject property in its existing state as at the valuation date. The cost approach requires estimates of the current value of the land plus the estimated replacement cost of the land improvement works. The replacement cost of the improvement works includes the cost of the building work, site works, finance charges and relevant associated costs.

In estimating the fair value of the properties, the highest and best use of the properties is their current use.

15. 投資物業(續)

附註：(續)

- (c) 採用重大非可觀察數據計量公平值的相關資料

15. INVESTMENT PROPERTIES (continued)

Notes: (continued)

- (c) Information about fair value measurements using significant unobservable inputs

		於二零二三年 十二月三十一日 之公平值	資本化率	估計現市值租金	估計發展商 邊際利潤
		Fair value as at 31 December 2023	Capitalisation rate	Assessed prevailing market rents	Estimated developer's profit margins
		人民幣千元		每月每平方米 人民幣元	
		RMB'000	%	RMB per sqm per month	%
已完成：	Completed:				
— 辦公室	— Offices	25,100,392	4.0 to 至 7.0	64 to 至 602	不適用 N/A
— 零售及其他	— Retail and others	170,920,086	3.3 to 至 7.8	28 to 至 1,103	不適用 N/A
		196,020,478			
在建：	Under construction:				
— 零售、辦公室及其他	— Retail, offices and others	58,072,300	6.0 to 至 7.8	55 to 至 962	5 to 至 20
使用權資產	Right-of-use assets				
— 零售、辦公室及其他	— Retail, office and Others	8,715,416	5.0 to 至 7.5	50 to 至 383	不適用 N/A
		262,808,194			
		於二零二二年 十二月三十一日 之公平值	資本化率	估計現市值租金	估計發展商 邊際利潤
		Fair value as at 31 December 2022	Capitalisation rate	Assessed prevailing market rents	Estimated developer's profit margins
		人民幣千元		每月每平方米 人民幣元	
		RMB'000	%	RMB per sqm per month	%
已完成：	Completed:				
— 辦公室	— Offices	24,990,592	4.0 to 至 7.0	61 to 至 507	不適用 N/A
— 零售及其他	— Retail and others	152,957,796	3.0 to 至 7.8	27 to 至 939	不適用 N/A
		177,948,388			
在建：	Under construction:				
— 零售、辦公室及其他	— Retail, offices and others	52,130,812	5.5 to 至 7.5	63 to 至 479	5 to 至 25
使用權資產	Right-of-use assets				
— 零售、辦公室及其他	— Retail, office and Others	7,806,077	5.0 to 至 7.5	23 to 至 350	不適用 N/A
		237,885,277			

15. 投資物業 (續)

附註：(續)

- (c) 採用重大非可觀察數據計量公平值的相關資料(續)

非可觀察輸入數據與公平值的關係：

- 資本化率愈高，公平值愈低；
- 現市值租金愈高，公平值愈高；
- 估計發展商邊際利潤愈高，公平值愈低。

- (d) 投資物業位於中國內地、香港及英國。

- (e) 本集團所持之所有投資物業於公平值層級第3層計量。公平值層級乃根據公平值計量輸入數據可觀察程度釐定。年內，公平值計量於第1層及第2層之間並無轉移，第3層亦無任何轉入或轉出。

15. INVESTMENT PROPERTIES (continued)

Notes: (continued)

- (c) Information about fair value measurements using significant unobservable inputs (continued)

Relationship of unobservable inputs to fair value:

- The higher the capitalisation rate, the lower the fair value;
- The higher the prevailing market rents, the higher the fair value;
- The higher the estimated developer's profit margin, the lower the fair value.

- (d) The investment properties are situated in Chinese Mainland, Hong Kong and the UK.

- (e) All the investment properties held by the Group are measured at level 3 of the fair value hierarchy. The fair value hierarchy is determined based on the degree to which the inputs to the fair value measurements are observable. During the year, there were no transfer of fair value measurement between level 1 and level 2 and no transfers into or out of level 3.

16. 租賃 本集團作為承租人

本集團有用於其業務營運的土地使用權、樓宇、機器及其他設備多個項目的租賃合約。已提前作出一次性付款以向業主收購租賃土地，租期為40年。樓宇的租期通常介乎3年至20年，而機械的租期通常介乎2年至10年。其他設備的租期通常為12個月或以下及/或個別設備的價值較低。本集團於截至二零二三年十二月三十一日止年度確認分租使用權資產的租金收入人民幣700,124,000元（二零二二年：人民幣396,503,000元）。

(A) 使用權資產

於本年度，本集團使用權資產之賬面值及其變動如下：

16. LEASE The Group as lessee

The Group has lease contracts for various items of land use rights, buildings, machinery and other equipment used in its operations. Lump sum payments were made upfront to acquire the leased land from the owners with lease periods of 40 years. Leases of buildings generally have lease terms generally between 3 and 20 years, while machinery generally has lease terms between 2 and 10 years. Other equipment generally has lease terms of 12 months or less and/or is individually of low value. The Group recognised rental income of subleasing right-of-use assets of RMB700,124,000 for the year ended 31 December 2023 (2022: RMB396,503,000).

(A) Right-of-use assets

The carrying amounts of the Group's right-of-use assets and the movements during the year are as follows:

		土地使用權 Land use rights	樓宇 Buildings	機械及其他 Machinery and others	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
於二零二三年一月一日	At 1 January 2023	4,415,498	1,182,664	175,598	5,773,760
添置	Additions	171,573	349,865	3,566	525,004
出售附屬公司時處置 (附註44)	Disposed upon disposal of subsidiaries (Note 44)	-	(4,797)	-	(4,797)
收購附屬公司時獲得 (附註45)	Acquired on acquisition of subsidiaries (Note 45)	213,525	15,069	-	228,594
折舊支出	Depreciation charge	(137,224)	(261,121)	(13,793)	(412,138)
轉撥至供銷售之物業	Transfer to properties for sale	(827,870)	-	-	(827,870)
於二零二三年十二月三十一日	At 31 December 2023	3,835,502	1,281,680	165,371	5,282,553
於二零二二年一月一日	At 1 January 2022	4,634,019	1,412,779	192,663	6,239,461
添置	Additions	1,905	43,642	1,513	47,060
收購附屬公司時獲得	Acquired on acquisition of subsidiaries	-	19,575	-	19,575
折舊支出	Depreciation charge	(132,512)	(293,332)	(18,578)	(444,422)
轉撥自供銷售之物業	Transfer from properties for sale	56,355	-	-	56,355
轉撥至供銷售之物業	Transfer to properties for sale	(91,427)	-	-	(91,427)
轉撥至在建投資物業(附註15)	Transfer to investment properties under construction (Note 15)	(52,842)	-	-	(52,842)
於二零二二年十二月三十一日	At 31 December 2022	4,415,498	1,182,664	175,598	5,773,760

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16. 租賃(續) 本集團作為承租人(續) (B) 租賃負債

於本年度，租賃負債之賬面值及其變動如下：

		2023	2022
		人民幣千元	人民幣千元
		RMB'000	RMB'000
於一月一日的賬面值	Carrying amount at 1 January	7,115,526	5,802,132
新租賃	New leases	631,154	1,941,479
收購附屬公司時獲得(附註45)	Acquired on acquisition of subsidiaries (Note 45)	7,839	15,721
於本年度確認的利息增加	Accretion of interest recognised during the year	346,354	295,034
付款	Payments	(1,050,797)	(938,840)
於十二月三十一日的賬面值	Carrying amount at 31 December	7,050,076	7,115,526
分析為：	Analysed into:		
流動部分	Current portion	1,580,663	998,721
非流動部分	Non-current portion	5,469,413	6,116,805

租賃負債的到期日分析披露於財務報表附註53。

16. LEASE (continued) The Group as lessee (continued) (B) Lease liabilities

The carrying amount of lease liabilities and the movements during the year are as follows:

(C) 於損益確認與租賃有關之金額如下：

		2023	2022
		人民幣千元	人民幣千元
		RMB'000	RMB'000
租賃負債利息	Interest on lease liabilities	346,354	295,034
使用權資產折舊	Depreciation of right-of-use assets	412,138	444,422
與短期租賃及低價值資產租賃有關的開支	Expense relating to short-term leases and leases of low-value assets	140,864	122,419
		899,356	861,875

(C) The amounts recognised in profit or loss in relation to leases are as follows:

16. 租賃(續)

本集團作為承租人(續)

(D) 租賃現金流出總額

計入現金流量表的現金流出總額如下：

		2023	2022
		人民幣千元	人民幣千元
		RMB'000	RMB'000
於經營活動內	Within operating activities	(140,864)	(122,419)
於融資活動內	Within financing activities	(1,050,797)	(938,840)

本集團作為出租人

於報告期末，本集團與承租人已訂立不可撤銷經營租約，就以下時間到期的未來未貼現租賃付款如下：

		2023	2022
		人民幣千元	人民幣千元
		RMB'000	RMB'000
一年內	Within one year	10,545,118	9,037,901
第二至第五年(包括首尾兩年)	In the second to fifth year, inclusive	12,327,503	11,710,326
五年以上	After five years	2,343,172	2,128,311
		25,215,793	22,876,538

16. LEASE (continued)

The Group as lessee (continued)

(D) Total cash outflow for leases

The total cash outflow included in the statement of cash flows is as follows:

The Group as lessor

At the end of the reporting period, the Group had contracted with lessees for the following future undiscounted lease payments under non-cancellable operating leases which fall due as follows:

綜合財務報表附註

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

17. 無形資產

17. INTANGIBLE ASSETS

		2023	2022
		人民幣千元 RMB'000	人民幣千元 RMB'000
於一月一日之成本，扣除累計攤銷	Cost at 1 January, net of accumulated amortisation	1,425,515	76,356
添置	Additions	129,038	–
收購附屬公司時獲得(附註45)	Acquired on acquisition of subsidiaries (Note 45)	67,600	1,424,300
本年度攤銷	Amortisation for the year	(102,242)	(75,141)
於十二月三十一日之成本，扣除累計攤銷	Cost at 31 December, net of accumulated amortisation	1,519,911	1,425,515
於十二月三十一日	At 31 December		
成本	Cost	1,701,631	1,504,993
累計攤銷	Accumulated amortisation	(181,720)	(79,478)
賬面淨值	Net carrying amount	1,519,911	1,425,515

無形資產主要是指本集團收購附屬公司產生的客戶關係、位於中國內地的康養業務之獨家經營權及酒店商標。無形資產於合約期內以直線法攤銷。

The intangible assets mainly represent the Group's customer relationships from acquisition of subsidiaries, exclusive operating rights for senior housing services located in Chinese Mainland and hotel trademark. The intangible assets are amortised on a straight-line basis over the contractual period.

18. 商譽

18. GOODWILL

		2023	2022
		人民幣千元 RMB'000	人民幣千元 RMB'000
於一月一日之賬面值	Carrying amount at 1 January	1,816,263	11,544
收購附屬公司(附註45)	Acquisition of subsidiaries (Note 45)	95,621	1,804,719
於十二月三十一日之賬面值	Carrying amount at 31 December	1,911,884	1,816,263

18. 商譽(續)

通過業務合併取得的商譽於收購時分配至禹洲物業服務有限公司(「禹洲」)、四川九洲千城物業服務有限公司(「四川九洲」)、南通長樂物業有限公司(「南通長樂」)、江蘇中南物業服務有限公司(「江蘇中南」)及成都市朗基生活服務有限公司(「朗基」)的現金產生單位如下：

		2023	2022
		人民幣千元	人民幣千元
		RMB'000	RMB'000
禹洲	Yuzhou	630,763	630,763
四川九洲	Sichuan Jiuzhou	20,682	20,682
南通長樂及江蘇中南	Nantong Changle and Jiangsu Zhongnan	1,153,274	1,153,274
朗基	Langji	95,621	—

包含商譽的現金產生單位減值測試

於二零二三年十二月三十一日，管理層對商譽進行減值測試。南通長樂及江蘇中南、禹洲、四川九洲及朗基業務現金產生單位的可收回金額乃根據本公司董事在獨立估值師上海德勤資產評估有限公司協助下計算得出的使用價值釐定。現金產生單位的可收回金額以高級管理層批准的基於五年及六年期財務預算的現金流量預測的使用價值計算為依據。五年及六年後的現金流量採用2.0%的增長率(二零二二年：2.5%)推算。該增長率不超過現金產生單位所經營行業的長期平均增長率。適用於現金流預測的稅前貼現率介乎17.8%至18.3%(二零二二年：17.2%至19.7%)，該貼現率反映與相關行業及現金產生單位本身有關的特定風險。

本集團於各年末對商譽進行減值評估，而可收回金額超過賬面金額，因此商譽不被視為減值。鑒於據評估有足夠的淨空，本集團認為關鍵參數的合理可能變動不會導致現金產生單位的賬面金額超過其可收回金額。

18. GOODWILL (continued)

Goodwill acquired in business combinations is allocated, at acquisitions, to the cash generated units (“CGUs”) of Yuzhou Property Services Company Limited (“Yuzhou”), Sichuan Jiuzhou Qiancheng Property Services Co. Ltd. (“Sichuan Jiuzhou”), Nantong Changle Property Co. Ltd. (“Nantong Changle”), Jiangsu Zhongnan Property Services Co. Ltd. (“Jiangsu Zhongnan”) and Chengdu Langji Living Services Co. Ltd. (“Langji”) as below:

Impairment tests for cash-generating units containing goodwill

Management performed impairment testing on goodwill as at 31 December 2023. The recoverable amounts of CGUs of Nantong Changle and Jiangsu Zhongnan, Yuzhou, Sichuan Jiuzhou and Langji business are determined based on the value in use calculation by the directors of the Company with the assistance of an independent valuer, Deloitte Consulting (Shanghai) Co. Ltd. The recoverable amounts of the CGUs have been determined based on a value in use calculation using cash flow projections based on financial budgets covering five-year and six-year period approved by senior management. Cash flows beyond the five-year and six-year period are extrapolated using a growth rate of 2.0% (2022: 2.5%). The growth rates do not exceed the long-term average growth rate for the related industry in which the CGUs operate. The pre-tax discount rates applied to the cash flow projections was 17.8% to 18.3% (2022: 17.2% to 19.7%), which reflect specific risks relating to the relevant industry and the CGUs themselves.

The Group assessed the impairment on goodwill at the end of each year and the recoverable amounts exceeded carrying amounts, and hence the goodwill was not regarded as impaired. Considering that there was sufficient headroom based on the assessment, the Group believed that a reasonably possible change in key parameters would not cause the carrying amounts of the CGUs to exceed their recoverable amounts.

綜合財務報表附註

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

19. 於合營企業之投資

19. INVESTMENTS IN JOINT VENTURES

		2023	2022
		人民幣千元 RMB'000	人民幣千元 RMB'000
投資成本	Cost of investments	48,726,430	41,212,588
應佔收購後溢利，扣除股息收入	Share of post-acquisition profits, net of dividend income	10,980,947	9,611,614
		59,707,377	50,824,202

於二零二三年十二月三十一日，本集團合營企業之詳情載於附註51(C)。

Particulars of the Group's joint ventures as at 31 December 2023 are set out in note 51(C).

一間重大合營企業之財務資料概要

SUMMARISED FINANCIAL INFORMATION OF A MATERIAL JOINT VENTURE

本集團重大合營企業上海通益置業有限公司(「上海通益」)之財務資料概要列載如下。

The summarised financial information in respect of 上海通益置業有限公司(「上海通益」), the Group's material joint venture, is set out below.

此合營企業於綜合財務報表使用權益法入賬。

This joint venture is accounted for using the equity method in these consolidated financial statements.

		2023	2022
		人民幣千元 RMB'000	人民幣千元 RMB'000
流動資產	Current assets	5,415,129	4,344,452
非流動資產	Non-current assets	6,639,843	6,567,651
流動負債	Current liabilities	(1,567,243)	(544,453)
非流動負債	Non-current liabilities	(5,859,697)	(5,934,182)
上述資產及負債金額包括以下各項：	The above amounts of assets and liabilities include the following:		
現金及現金等值	Cash and cash equivalents	14,425	15,201
流動金融負債(不包括應付賬款及其他應付賬項及撥備)	Current financial liabilities (excluding trade and other payables and provisions)	–	(118,000)
非流動金融負債(不包括應付賬款及其他應付賬項及撥備)	Non-current financial liabilities (excluding trade and other payables and provisions)	(4,797,417)	(4,735,000)

19. 於合營企業之投資(續)

一間重大合營企業之財務資料概要 (續)

		2023	2022
		人民幣千元 RMB'000	人民幣千元 RMB'000
營業額	Revenue	552,754	387,564
年內溢利/(虧損)	Profit/(loss) for the year	184,708	(38,108)
上述年內溢利/(虧損)包括 以下各項：	The above profit/(loss) for the year includes the following:		
折舊及攤銷	Depreciation and amortisation	(330)	(351)
利息收入	Interest income	1,249	2,902
利息開支	Interest expense	(191,302)	(195,516)
所得稅(開支)/抵免	Income tax (expense)/credit	(61,743)	12,607

上述財務資料概要與於綜合財務報表內確
認於該合營企業之權益之賬面值之對賬：

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

		2023	2022
		人民幣千元 RMB'000	人民幣千元 RMB'000
上海通益之淨資產	Net assets of 上海通益	4,628,032	4,433,468
本集團於上海通益之擁有權 權益比例	Proportion of the Group's ownership interest in 上海通益	50%	50%
		2,314,016	2,216,734
商譽	Goodwill	284,869	284,869
本集團於上海通益權益之賬面值	Carrying amount of the Group's interest in 上海通益	2,598,885	2,501,603

該重大合營企業主要從事與本集團類似之
業務，對本集團物業發展及投資業務具策
略價值。其業務主要經營地點為中國內地。

The material joint venture is principally engaged in similar
activities as the Group and is strategic to the Group's activities
as property development and investment. Its principal place of
business is Chinese Mainland.

綜合財務報表附註

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

19. 於合營企業之投資(續)

並非個別重大之合營企業之匯總資料

19. INVESTMENTS IN JOINT VENTURES (continued)

AGGREGATE INFORMATION OF JOINT VENTURES
THAT ARE NOT INDIVIDUALLY MATERIAL

		2023	2022
		人民幣千元 RMB'000	人民幣千元 RMB'000
本集團應佔年內溢利減虧損	The Group's share of profits less losses for the year	2,708,468	3,503,759
本集團於該等合營企業之權益之賬面總值	Aggregate carrying amount of the Group's interests in these joint ventures	57,108,492	48,322,599

20. 於聯營公司之投資

20. INVESTMENTS IN ASSOCIATES

		2023	2022
		人民幣千元 RMB'000	人民幣千元 RMB'000
投資成本	Cost of investments	24,204,228	21,390,763
應佔收購後溢利，扣除股息收入	Share of post-acquisition profits, net of dividend income	1,733,190	3,502,320
		25,937,418	24,893,083

於二零二三年十二月三十一日，本集團聯營公司之詳情載於附註51(D)。

Particulars of the Group's associates as at 31 December 2023 are set out in note 51(D).

20. 於聯營公司之投資(續)
一間重大聯營公司之財務資料概要

本集團重大聯營公司上海華泓尚隆房地產開發有限公司(「上海華泓尚隆」)之財務資料概要列載如下。

此聯營公司於綜合財務報表使用權益法入賬。

20. INVESTMENTS IN ASSOCIATES (continued)
SUMMARISED FINANCIAL INFORMATION OF A
MATERIAL ASSOCIATE

The summarised financial information in respect of 上海華泓尚隆房地產開發有限公司(「上海華泓尚隆」), the Group's material associate, is set out below.

This associate is accounted for using the equity method in these consolidated financial statements.

		2023	2022
		人民幣千元 RMB'000	人民幣千元 RMB'000
流動資產	Current assets	6,125,776	6,480,774
非流動資產	Non-current assets	1,828	21,351
流動負債	Current liabilities	(211,341)	(432,660)
非流動負債	Non-current liabilities	(251)	(43,319)
上述資產及負債金額包括 以下各項：	The above amounts of assets and liabilities include the following:		
現金及現金等值	Cash and cash equivalents	60,976	44,048
流動金融負債(不包括應付賬款及 其他應付賬項及撥備)	Current financial liabilities (excluding trade and other payables and provisions)	–	–
非流動金融負債(不包括應付賬款 及其他應付賬項及撥備)	Non-current financial liabilities (excluding trade and other payables and provisions)	–	–

		2023	2022
		人民幣千元 RMB'000	人民幣千元 RMB'000
營業額	Revenue	117,787	304,114
年內溢利	Profit for the year	88,698	148,064
上述年內溢利包括以下各項：	The above profit for the year includes the following:		
利息收入	Interest income	161,361	170,430
所得稅開支	Income tax expense	(106,277)	(56,079)

綜合財務報表附註

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

20. 於聯營公司之投資(續) 一間重大聯營公司之財務資料概要 (續)

上述財務資料概要與於綜合財務報表內確認於該聯營公司之權益之賬面值之對賬：

20. INVESTMENTS IN ASSOCIATES (continued) SUMMARISED FINANCIAL INFORMATION OF A MATERIAL ASSOCIATE (continued)

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

		2023	2022
		人民幣千元 RMB'000	人民幣千元 RMB'000
上海華泓尚隆之淨資產	Net assets of 上海華泓尚隆	5,916,012	6,026,146
本集團於上海華泓尚隆之擁有權益比例	Proportion of the Group's ownership interest in 上海華泓尚隆	50%	50%
本集團於上海華泓尚隆權益之賬面值	Carrying amount of the Group's interest in 上海華泓尚隆	2,958,006	3,013,073

並非個別重大之聯營公司之匯總資料

AGGREGATE INFORMATION OF ASSOCIATES THAT ARE NOT INDIVIDUALLY MATERIAL

		2023	2022
		人民幣千元 RMB'000	人民幣千元 RMB'000
本集團應佔年內溢利減虧損	The Group's share of profits less losses for the year	(484,983)	542,674
本集團於該等聯營公司之權益之賬面總值	Aggregate carrying amount of the Group's interests in these associates	22,979,412	21,880,010

21. 指定為透過其他全面收益按公平
值列賬之股本工具

21. EQUITY INSTRUMENTS DESIGNATED AT
FAIR VALUE THROUGH OTHER
COMPREHENSIVE INCOME

		2023	2022
		人民幣千元	人民幣千元
		RMB'000	RMB'000
非上市股本投資，按公平值	Unlisted equity investments, at fair value	1,043,560	1,074,060

上述股本工具乃不可撤回地指定為透過其他全面收益按公平值列賬，乃因本集團認為該等投資屬策略性質。

The above equity instruments were irrevocably designated at FVOCI as the Group considers these investments to be strategic in nature.

22. 按公平值計入損益之金融資
產／負債

22. FINANCIAL ASSETS/LIABILITIES AT FAIR
VALUE THROUGH PROFIT OR LOSS

		2023	
		資產	負債
		Assets	Liabilities
		人民幣千元	人民幣千元
		RMB'000	RMB'000
按公平值計入損益之金融資產	Financial assets at FVPL		
— 理財基金	— Wealth management funds	3,001,429	—
按公平值計入損益之金融負債	Financial liabilities at FVPL		
— 應付或然代價(附註47)	— Contingent consideration payables (Note 47)	—	335,156

		2022	
		資產	負債
		Assets	Liabilities
		人民幣千元	人民幣千元
		RMB'000	RMB'000
按公平值計入損益之金融資產	Financial assets at FVPL		
— 理財基金	— Wealth management funds	1,216,801	—
按公平值計入損益之金融負債	Financial liabilities at FVPL		
— 應付或然代價(附註47)	— Contingent consideration payables (Note 47)	—	390,860

綜合財務報表附註

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

22. 按公平值計入損益之金融資產／負債(續)

理財基金主要為金融機構發行的金融基金投資。理財基金的合約條款於特定日期產生的現金流量並非僅為對本金及未償還本金利息的付款。因此，理財基金分類為按公平值計入損益之金融資產。

22. FINANCIAL ASSETS/LIABILITIES AT FAIR VALUE THROUGH PROFIT OR LOSS (continued)

Wealth management funds are mainly investments in financial funds issued by financial institutions. The contractual terms of the wealth management funds give rise on specified dates to cash flows are not solely payments of principal and interest on the principal amount outstanding. Accordingly, the wealth management funds are classified as financial assets at FVPL.

23. 定期存款

23. TIME DEPOSITS

		2023	2022
		人民幣千元 RMB'000	人民幣千元 RMB'000
超過三個月到期的銀行存款	Bank deposits with maturity over three months	1,613,254	–
存款單(附註)	Deposit certificates (Note)	2,642,609	2,558,608
		4,255,863	2,558,608
分析為：	Analysed into:		
流動部分	Current portion	4,052,766	–
非流動部分	Non-current portion	203,097	2,558,608

附註：

該結餘是指從中國內地信譽良好的持牌銀行購買的存款單，固定年利率為3.5%，自二零二一年起，原訂期限為36個月。該等存款單於持有超過三個月時可以贖回。定期存款的合同條款規定於特定日期產生的現金流量僅為對本金及未償還本金利息的付款，並按目標為持有及獲取合同現金流量的業務模式持有。因此，該等存款單入賬列作按攤銷成本計量的金融資產。該等存款單已於二零二四年二月到期並贖回。

Note:

The balance represents deposit certificates purchased from creditworthy licensed banks in Chinese Mainland earning interest at a fixed rate of 3.5% per annum with an original maturity period of 36 months starting from 2021. The deposits certificates are redeemable upon holding for longer than three months. The contractual terms of the time deposits give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding and are held within a business model with the objective to hold in order to collect contractual cash flows. For such purpose, the deposit certificates are accounted for as financial assets at amortised cost. The deposit certificates were matured and redeemed in February 2024.

24. 衍生金融工具

24. DERIVATIVE FINANCIAL INSTRUMENTS

		2023	2022
		資產	負債
		Assets	Liabilities
		人民幣千元	人民幣千元
		RMB'000	RMB'000
衍生金融工具(對沖會計項下)	Derivative financial instruments (under hedge accounting)		
現金流量對沖	Cash flow hedges		
— 交叉貨幣掉期	— Cross currency swaps	3,479	108,407
公平值對沖	Fair value hedges		
— 交叉貨幣掉期	— Cross currency swaps	6,936	104,335
		10,415	212,742

現金流對沖 — 外匯風險

於二零二三年及二零二二年十二月三十一日，本集團存有無利息交換的名義金額300,000,000美元之交叉貨幣掉期協議。該掉期乃用於對沖面值為300,000,000美元3.75%固定年利率優先票據的外匯風險。

由於交叉貨幣掉期及掉期合約之條款與預計高可能性預測交易及優先票據的條款(即名義金額及預期付款日期)相匹配，故被對沖項目與對沖工具之間存在經濟關係。由於交叉貨幣掉期與掉期合約之相關風險與對沖風險部分相同，故本集團就對沖關係設定1:1的對沖比率。為計量對沖之有效性，本集團使用假設衍生工具法，比較對沖工具之公平值變動與對沖風險有關的被對沖項目之公平值變動。

CASH FLOW HEDGE — FOREIGN CURRENCY RISK

As at 31 December 2023 and 2022, the Group had cross currency swap agreements in place with notional amounts of US\$300,000,000 with no exchange of interest. The swaps are being used to hedge the foreign currency exposure of a 3.75% per annum fixed rate senior note with a face value of US\$300,000,000.

There is an economic relationship between the hedged items and the hedging instruments as the terms of the cross currency swaps and swap contracts match the terms of the expected highly probable forecast transactions and the senior note (i.e., notional amount and expected payment date). The Group has established a hedge ratio of 1:1 for the hedging relationships as the underlying risks of the cross currency swaps and swap contracts are identical to the hedged risk components. To measure the hedge effectiveness, the Group uses the hypothetical derivative method and compares the changes in the fair value of the hedging instruments against the changes in fair value of the hedged items attributable to the hedged risks.

24. 衍生金融工具(續)

現金流量對沖 — 外匯風險(續)

對沖無效的來源是：

- 預期買賣與對沖工具之現金流量時間差異
- 應用不同的利率曲線貼現被對沖項目及對沖工具
- 交易對手方之信貸風險相異地影響對沖工具及被對沖項目之公平值變動
- 被對沖項目及對沖工具之預期現金流量金額之變動

公平值對沖 — 外匯風險

於二零二三年及二零二二年十二月三十一日，本集團存有無利息交換的名義金額300,000,000美元之交叉貨幣掉期協議。該掉期乃用於對沖面值為500,000,000美元4.13%固定年利率優先票據的公平值變動風險。

由於交叉貨幣掉期之條款與優先票據之條款(即名義金額、付款及重訂日期)相匹配，故被對沖項目與對沖工具之間存在經濟關係。由於交叉貨幣掉期之相關風險與對沖風險部分相同，故本集團就對沖關係設定1:1的對沖比率。為測試對沖之有效性，本集團使用假設衍生工具法，比較對沖工具之公平值變動與對沖風險有關的被對沖項目之公平值變動。

24. DERIVATIVE FINANCIAL INSTRUMENTS (continued)

CASH FLOW HEDGE — FOREIGN CURRENCY RISK (continued)

Hedge ineffectiveness can arise from:

- Differences in the timing of the cash flows of the forecasted sales and purchases and the hedging instruments
- Different interest rate curves applied to discount the hedged items and hedging instruments
- The counterparties' credit risks differently impacting the fair value movements of the hedging instruments and hedged items
- Changes to the forecasted amounts of cash flows of hedged items and hedging instruments

FAIR VALUE HEDGE — FOREIGN CURRENCY RISK

As at 31 December 2023 and 2022, the Group had cross currency swap agreements in place with a notional amount of US\$300,000,000 with no exchange of interest. The swaps are used to hedge the exposure to changes in the fair value of a 4.13% per annum fixed rate senior note with a face value of US\$500,000,000.

There is an economic relationship between the hedged item and the hedging instrument as the terms of the cross currency swaps match the terms of the senior note (i.e., notional amount, payment and reset dates). The Group has established a hedge ratio of 1:1 for the hedging relationships as the underlying risk of the cross currency swaps is identical to that of the hedged risk component. To test the hedge effectiveness, the Group uses the hypothetical derivative method and compares the changes in the fair value of the hedging instrument against the changes in fair value of the hedged item attributable to the hedged risk.

24. 衍生金融工具 (續)

公平值對沖 — 外匯風險 (續)

對沖無效的主要來源是：

- 被對沖項目與對沖工具之現金流量時間差異
- 交易對手方之信貸風險相異地影響對沖工具及被對沖項目之公平值變動

25. 非流動資產之預付款項

有關金額主要指本集團就收購中國內地土地使用權用作投資物業發展及持有作自用物業所支付的預付款項。截至二零二三年十二月三十一日，本集團仍未取得土地使用權證。

26. 遞延稅項

就綜合財務狀況表之呈列而言，若干遞延稅項資產及負債已予以抵銷。下列為於報告期末的遞延稅項結餘分析：

24. DERIVATIVE FINANCIAL INSTRUMENTS (continued) FAIR VALUE HEDGE — FOREIGN CURRENCY RISK (continued)

The hedge ineffectiveness can arise from:

- Differences in the timing of cash flows of the hedged item and the hedging instrument
- The counterparties' credit risks differently impacting the fair value movements of the hedging instrument and the hedged item

25. PREPAYMENTS FOR NON-CURRENT ASSETS

The amounts mainly represent the prepayments made by the Group for the acquisitions of land use rights in Chinese Mainland for the development of investment properties and properties held for own use. The land use right certificates have not yet been obtained by the Group as at 31 December 2023.

26. DEFERRED TAXATION

For the purpose of presentation in the consolidated statement of financial position, certain deferred taxation assets and liabilities have been offset. The following is the analysis of the deferred taxation balances at the end of the reporting period:

		2023	2022
		人民幣千元 RMB'000	人民幣千元 RMB'000
遞延稅項資產	Deferred taxation assets	13,979,382	11,591,017
遞延稅項負債	Deferred taxation liabilities	(34,515,938)	(31,820,355)
		(20,536,556)	(20,229,338)

綜合財務報表附註

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

26. 遞延稅項 (續)

26. DEFERRED TAXATION (continued)

以下為本年度之主要遞延稅項資產/(負債)，惟未計及於相同稅務司法管轄區抵銷結餘：

The following are the major deferred taxation assets/(liabilities) during the year, without taking into consideration the offsetting of balances within the same tax jurisdiction:

		投資物業	公司間交易的 未變現收益 Unrealised gain from inter- company transaction	稅務虧損 Tax losses	土地增值稅 撥備 LAT provisions	中國 附屬公司之 未分派溢利 Undistributed profits of PRC subsidiaries	其他 Others	總計 Total
		人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000
於二零二三年一月一日	At 1 January 2023	(24,358,657)	532,959	2,228,937	5,036,796	(888,190)	(2,781,183)	(20,229,338)
匯兌調整	Exchange realignment	(243,860)	(13,477)	20,452	2,238	(105,189)	283,166	(56,670)
收購附屬公司時獲得 (附註45)	Acquired on acquisition of subsidiaries (Note 45)	-	-	67,195	(285,713)	-	(474,904)	(693,422)
出售附屬公司時處置 (附註44)	Disposed upon disposal of subsidiaries (Note 44)	856,469	-	-	(155,396)	-	(17,934)	683,139
(扣自)/計入損益 計入其他全面收益	(Charged)/credited to profit or loss Credited to other comprehensive income	(2,975,590)	(161,805)	228,102	1,078,717	(299,527)	1,882,308	(247,795)
		-	-	-	-	-	7,530	7,530
於二零二三年十二月 三十一日	At 31 December 2023	(26,721,638)	357,677	2,544,686	5,676,642	(1,292,906)	(1,101,017)	(20,536,556)
於二零二二年一月一日	At 1 January 2022	(23,088,541)	257,075	1,759,930	6,536,518	(854,103)	(2,549,649)	(17,938,770)
匯兌調整	Exchange realignment	(330,318)	53,716	(8,799)	(2,418)	(76,051)	240,252	(123,618)
收購附屬公司時獲得	Acquired on acquisition of subsidiaries	(144,654)	-	165,848	20,360	-	(485,238)	(443,684)
出售附屬公司時處置	Disposed upon disposal of subsidiaries	1,516,961	-	(63,698)	(7,470)	-	(1,270)	1,444,523
(扣自)/計入損益 計入其他全面收益	(Charged)/credited to profit or loss Credited to other comprehensive income	(2,312,105)	222,168	375,656	(1,510,194)	41,964	8,122	(3,174,389)
		-	-	-	-	-	6,600	6,600
於二零二二年十二月 三十一日	At 31 December 2022	(24,358,657)	532,959	2,228,937	5,036,796	(888,190)	(2,781,183)	(20,229,338)

26. 遞延稅項(續)

附註：

- (a) 於二零二三年十二月三十一日，本集團有未動用稅務虧損人民幣16,710,273,000元(二零二二年：人民幣15,373,427,000元)可供用作抵銷日後應課稅溢利，其中人民幣10,178,744,000元(二零二二年：人民幣8,915,748,000元)的稅務虧損已確認為遞延稅項資產。由於本公司董事認為難以預計該等附屬公司日後的溢利流，故並無就餘下稅務虧損人民幣6,531,529,000元(二零二二年：人民幣6,457,679,000元)確認遞延稅項資產。稅務虧損最多可結轉五年。
- (b) 於二零二三年十二月三十一日，本集團並無就中國附屬公司的未匯出盈利人民幣28,200,248,000元(二零二二年：人民幣28,447,178,000元)計提遞延稅項撥備人民幣1,410,012,000元(二零二二年：人民幣1,422,359,000元)，原因是本集團並無計劃自中國分派該等盈利。

26. DEFERRED TAXATION (continued)

Notes:

- (a) At 31 December 2023, the Group had unused tax losses of RMB16,710,273,000 (2022: RMB15,373,427,000) available for offset against future taxable profits, of which RMB10,178,744,000 (2022: RMB8,915,748,000) tax losses have been recognised as deferred taxation assets. No deferred taxation asset has been recognised on the remaining tax losses of RMB6,531,529,000 (2022: RMB6,457,679,000), as in the opinion of the directors of the Company, the future profit streams of these subsidiaries are uncertain. The tax losses could be carried forward for a maximum of five years.
- (b) At 31 December 2023, the Group has not made provision of deferred taxation of RMB1,410,012,000 (2022: RMB1,422,359,000) for the unremitted earnings of the PRC subsidiaries of RMB28,200,248,000 (2022: RMB28,447,178,000) as the Group does not have a plan to distribute these earnings out of the PRC.

27. 供銷售之物業

27. PROPERTIES FOR SALE

		2023	2022
		人民幣千元	人民幣千元
		RMB'000	RMB'000
發展中物業	Properties under development	441,676,696	438,611,309
供銷售之物業	Properties held for sale	82,655,951	56,886,941
		524,332,647	495,498,250

供銷售之物業預期可於報告期末十二個月後收回，由於屬本集團正常營運週期之內變現，故列為流動資產。

於二零二三年十二月三十一日，發展中物業及供之銷售物業撇減至可變現淨值之撥備為人民幣11,724,000,000元(二零二二年：人民幣7,705,000,000元)。

Properties for sale which are expected to be recovered in more than twelve months after the end of the reporting period are classified under current assets as it is expected to be realised in the Group's normal operating cycle.

As at 31 December 2023, the provision for write-down of properties under development and properties held for sale to net realisable value amounted to RMB11,724 million (2022: RMB7,705 million).

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

28. 應收賬款、其他應收賬項、預付款項及訂金 28. TRADE RECEIVABLES, OTHER RECEIVABLES, PREPAYMENTS AND DEPOSITS

		2023	2022
		人民幣千元	人民幣千元
		RMB'000	RMB'000
應收賬款及應收票據(附註a)	Trade and bills receivables (Note a)	3,604,776	3,355,208
減：減值撥備(附註a)	Less: provision for impairment (Note a)	(172,638)	(130,569)
		3,432,138	3,224,639
就收購土地使用權之預付款項(附註b)	Prepayments for acquisition of land use rights (Note b)	11,501,608	4,886,826
其他應收賬項(附註c)	Other receivables (Note c)	12,817,305	15,524,309
減：減值撥備(附註c)	Less: provision for impairment (Note c)	(302,298)	(234,490)
		12,515,007	15,289,819
預付款項及訂金(附註d)	Prepayments and deposits (Note d)	23,852,305	21,609,510
		51,301,058	45,010,794

附註：

(a) 應收賬款及應收票據

出售物業之應收所得款項按照買賣協議所載條款支付。租賃物業的租金收入及建築合約的所得款項一般根據相關協議的條款收取。

除出售物業之所得款項、租賃物業租金收入及建築合約之所得款項均須根據有關協議條款收取外，本集團一般會給予客戶不超過30至45天的信貸期，甚或不會給予其客戶任何信貸期。

Notes:

(a) Trade and bills receivables

Proceeds receivable in respect of the sale of properties are settled in accordance with the terms stipulated in the sale and purchase agreements. Rental income from leases of properties and proceeds from construction contracts are generally receivable in accordance with the terms of the relevant agreements.

Except for the proceeds from sales of properties, rental income from leases of properties and proceeds from construction contracts which are receivable in accordance with the terms of the relevant agreements, the Group generally allows a credit period of not exceeding 30 to 45 days to its customers or does not grant its customers with any credit period.

28. 應收賬款、其他應收賬項、預付款項及訂金(續)

附註：(續)

(a) 應收賬款及應收票據(續)

以下為根據發票日期之報告期末應收賬款及應收票據(已扣除減值撥備)之賬齡分析：

		2023	2022
		人民幣千元 RMB'000	人民幣千元 RMB'000
0-30天	0-30 days	1,075,848	1,028,939
31-60天	31-60 days	532,494	426,852
61-90天	61-90 days	198,041	219,301
91-180天	91-180 days	463,369	598,322
181-365天	181-365 days	548,239	740,220
超過1年	Over 1 year	614,147	211,005
		3,432,138	3,224,639

於二零二三年及二零二二年十二月三十一日，所有應收賬款及應收票據均按攤銷成本計量。本集團估計兩個年度之應收賬款及應收票據的預期信貸風險不重大。

本集團並無就此等結餘持有任何抵押品。以下為應收賬款之減值撥備的變動：

		2023	2022
		人民幣千元 RMB'000	人民幣千元 RMB'000
年初結餘	Balance at the beginning of the year	130,569	90,533
通過收購附屬公司增加	Addition through acquisition of subsidiaries	3,105	32,231
減值虧損淨額	Impairment losses, net	42,975	9,818
年內撇銷	Written off during the year	(4,031)	(2,043)
匯兌調整	Exchange realignment	20	30
年終結餘	Balance at the end of the year	172,638	130,569

28. TRADE RECEIVABLES, OTHER RECEIVABLES, PREPAYMENTS AND DEPOSITS (continued)

Notes: (continued)

(a) Trade and bills receivables (continued)

The following is an aging analysis of trade and bills receivables (net of provision for impairment) at the end of the reporting period based on the invoice date:

As at 31 December 2023 and 2022, all the trade and bills receivables are measured at amortised cost. The Group estimated that the expected credit risks for the trade and bills receivables were insignificant for both years.

The Group does not hold any collateral over these balances. Movements in the provision for impairment for trade receivables are as follows:

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

28. 應收賬款、其他應收賬項、預付款項及訂金 (續)

附註：(續)

(b) 就收購土地使用權之預付款項

該等金額代表本集團在中國內地為發展出售物業所收購土地使用權而支付之預付款項。於報告期末，本集團尚未取得土地使用權證。

(c) 其他應收賬項

該等金額主要包括就潛在物業發展項目支付之臨時款項及項目相關訂金，該等款項可於開發項目完成時獲退還。

其他應收賬項並無固定還款期，而本集團認為該等應收賬款可應要求還款，並由支付日期起計一年內收回。

於二零二三年及二零二二年十二月三十一日，所有其他應收賬項按攤銷成本計量。本集團估計兩個年度之其他應收賬項的預期信貸風險不重大。

本集團並無就此等結餘持有任何抵押品。以下為其他應收賬項之減值撥備的變動：

28. TRADE RECEIVABLES, OTHER RECEIVABLES, PREPAYMENTS AND DEPOSITS (continued)

Notes: (continued)

(b) Prepayments for acquisition of land use rights

The amount represents the prepayments made by the Group for the acquisition of land use rights in Chinese Mainland for property development for sale. The land use right certificates have not yet been obtained by the Group at the end of the reporting period.

(c) Other receivables

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 Group considers that they are repayable on demand and will be recovered in one year from the date of advance.

As at 31 December 2023 and 2022, all the other receivables measured at amortised cost. The Group estimated that the expected credit risks for the other receivables were insignificant for both years.

The Group does not hold any collateral over these balances. Movements in the provision for impairment for other receivables are as follows:

		2023	2022
		人民幣千元	人民幣千元
		RMB'000	RMB'000
年初結餘	Balance at the beginning of the year	234,490	212,686
通過收購附屬公司增加	Addition through acquisition of subsidiaries	49,377	8,964
減值虧損淨額	Impairment losses, net	39,550	14,314
年內撇銷	Written off during the year	(21,886)	(2,002)
匯兌調整	Exchange realignment	767	528
年終結餘	Balance at the end of the year	302,298	234,490

(d) 預付款項及訂金

該金額主要包括項目投標所付之可退還訂金及預付增值稅及其他銷售相關稅項。

(d) Prepayments and deposits

The amount mainly includes refundable deposits paid for bidding projects and prepayments of value added tax and other sales related taxes.

29. 合約資產及合約成本

29. CONTRACT ASSETS AND CONTRACT COSTS

		2023	2022
		人民幣千元 RMB'000	人民幣千元 RMB'000
取得合約之成本	Costs to obtain contracts	2,293,922	1,654,008
來自建築及裝修服務之合約資產	Contract assets arising from construction and decoration services	647,146	392,073
		2,941,068	2,046,081

於二零二三年十二月三十一日，合約資產及合約成本預期為可於三年內收回或結算。

As at 31 December 2023, the contract assets and contract costs are expected to be recovered or settled within three years.

30. 應收關聯方／非控股權益款項

30. AMOUNTS DUE FROM RELATED PARTIES/ NON-CONTROLLING INTERESTS

		2023	2022
		人民幣千元 RMB'000	人民幣千元 RMB'000
非流動	NON-CURRENT		
應收合營企業款項	Amounts due from joint ventures	9,639,928	8,642,691
應收聯營公司款項	Amounts due from associates	1,613,666	1,525,411
		11,253,594	10,168,102
應收非控股權益款項	Amounts due from non-controlling interests	4,914,883	2,474,207
		16,168,477	12,642,309
流動	CURRENT		
應收最終控股公司款項	Amount due from the ultimate holding company	135	402
應收中間控股公司款項	Amounts due from intermediate holding companies	44,802	63,115
應收同系附屬公司款項	Amounts due from fellow subsidiaries	1,209,123	3,155,608
應收合營企業款項	Amounts due from joint ventures	17,418,462	18,634,785
應收聯營公司款項	Amounts due from associates	8,527,778	9,045,871
		27,200,300	30,899,781
應收非控股權益款項	Amounts due from non-controlling interests	38,965,360	26,858,943
		66,165,660	57,758,724

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30. 應收關聯方／非控股權益款項 (續)

於二零二三年及二零二二年十二月三十一日，應收合營企業、聯營公司及非控股權益款項之非流動部分為無抵押及預期於一年後結付。除總額人民幣4,027,122,000元(二零二二年：人民幣4,080,548,000元)為免息外，餘額按現行市場利率計息。

於二零二三年及二零二二年十二月三十一日，該等應收最終控股公司、中間控股公司、同系附屬公司、合營企業、聯營公司及非控股權益款項之流動部分為無抵押及須應要求償還或預期於一年內結付。除總額人民幣40,303,464,000元(二零二二年：人民幣32,343,409,000元)為免息外，餘額按現行市場利率計息。

向最終控股公司、中間控股公司、同系附屬公司、合營企業、聯營公司及非控股權益之貸款金額並無拖欠記錄及逾期。

於二零二三年及二零二二年十二月三十一日，以上款項之預期信貸風險被評定為不重大。

31. 受限制銀行存款／現金及現金等值

受限制銀行存款以人民幣計值，主要是指定用於安置本集團若干房地產開發項目土地上的現有居民的資金，以及抵押予銀行作為向客戶提供抵押擔保的存款。

於二零二三年十二月三十一日，現金及銀行結存包括按現行存款年利率介乎0.10%至5.70%(二零二二年：0.01%至4.77%)計息之短期銀行存款，其中包括現金及現金等值人民幣112,675,092,000元(二零二二年：人民幣95,544,576,000元)。

30. AMOUNTS DUE FROM RELATED PARTIES/ NON-CONTROLLING INTERESTS (continued)

As at 31 December 2023 and 2022, the non-current portion of the amounts due from joint ventures, associates and non-controlling interests is unsecured and expected to be settled after one year. Except for the aggregate amount of RMB4,027,122,000 (2022: RMB4,080,548,000) which is interest-free, the remaining amounts bear interest at prevailing market interest rates.

As at 31 December 2023 and 2022, the current portion of the amounts due from the ultimate holding company, intermediate holding companies, fellow subsidiaries, joint ventures, associates and non-controlling interests is unsecured and repayable on demand or expected to be settled within one year. Except for the aggregate amount of RMB40,303,464,000 (2022: RMB32,343,409,000) which is interest-free, the remaining amounts bear interest at prevailing market interest rates.

There was no history of default and past due amounts for loans to the ultimate holding company, intermediate holding companies, fellow subsidiaries, joint ventures, associates and non-controlling interests.

As at 31 December 2023 and 2022, the expected credit risks of the above amounts were assessed to be insignificant.

31. RESTRICTED BANK DEPOSITS/CASH AND CASH EQUIVALENTS

Restricted bank deposits are denominated in RMB which mainly represent funds designated for relocating existing residents on the land of the Group's certain property development projects and deposits pledged to banks to secure the mortgage guarantees provided to customers.

As at 31 December 2023, cash and bank balances comprised short-term bank deposits which carry interest at prevailing deposit rates ranging from 0.10% to 5.70% (2022: 0.01% to 4.77%) per annum, which included cash and cash equivalents of RMB112,675,092,000 (2022: RMB95,544,576,000).

31. 受限制銀行存款／現金及現金等值(續)

於二零二三年十二月三十一日，現金及現金等值包括受規管的物業預售所得款項人民幣17,046,026,000元(二零二二年：人民幣17,638,269,000元)。所收取的物業預售所得款項乃作為建設相關物業的擔保按金。根據適用的現行政府規例，按金僅可在地方國土資源局批准後用於支付相關物業項目的建設費用。該等擔保按金將根據相關物業的完工階段解除。

受限制銀行存款以及現金及現金等值按以下貨幣計值：

		2023	2022
		人民幣千元 RMB'000	人民幣千元 RMB'000
港幣	HK\$	3,724,633	3,816,980
人民幣	RMB	110,269,996	93,381,345
美元	United States dollar ("US\$")	96,645	72,799
英鎊	Great Britain Pound ("GBP")	249,151	196,341
其他	Others	18	107
		114,340,443	97,467,572

人民幣計值結餘兌換為外幣及以外幣計值的現金及銀行結存匯出中國內地，須遵守中國政府頒佈的有關外匯控制規則及法規。

31. RESTRICTED BANK DEPOSITS/CASH AND CASH EQUIVALENTS (continued)

As at 31 December 2023, cash and cash equivalents included the regulated pre-sales proceeds of properties RMB17,046,026,000 (2022: RMB17,638,269,000). The pre-sales proceeds of properties received as the guarantee deposits for the constructions of related properties. In accordance with the applicable prevailing government regulation, the deposits can only be used for payments of construction costs of related property projects upon the approval of the local State-Owned Land and Resource Bureau. Such guarantee deposits will be released according to the completion stage of the related properties.

The restricted bank deposits and cash and cash equivalents are denominated in the following currencies:

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

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32. 應付賬款及其他應付賬項

32. TRADE AND OTHER PAYABLES

		2023	2022
		人民幣千元 RMB'000	人民幣千元 RMB'000
應付賬款及應付票據(附註a)	Trade and bills payables (Note a)	84,243,425	99,908,865
其他應付賬項(附註b)	Other payables (Note b)	74,427,609	62,925,440
		158,671,034	162,834,305

附註：

(a) 應付賬款及應付票據

應付賬款及應付票據之平均信貸期按合同訂明的條款釐定，正常為介乎30天至1年。

以下為根據發票日期之報告期末應付賬款及應付票據之賬齡分析：

Notes:

(a) Trade and bills payables

The average credit period of the trade and bills payables is determined according to the terms stipulated in the contract, normally ranging from 30 days to 1 year.

The following is an aging analysis of trade and bills payables at the end of the reporting period based on the invoice date:

		2023	2022
		人民幣千元 RMB'000	人民幣千元 RMB'000
0-30天	0-30 days	27,819,434	21,161,893
31-60天	31-60 days	16,012,216	11,723,707
61-90天	61-90 days	5,075,497	4,762,964
91-180天	91-180 days	11,209,147	16,903,527
181-365天	181-365 days	6,813,219	26,208,838
超過1年	Over 1 year	17,313,912	19,147,936
		84,243,425	99,908,865

(b) 其他應付賬項

該等金額主要包括其他應付稅款、應付收購代價款及預提工資。

截至二零二三年十二月三十一日，計入在其他應付賬項中與預售物業有關之增值稅約為人民幣22,828,000,000元(二零二二年：人民幣21,976,000,000元)。應付增值稅於物業之控制權轉移給客戶及確認收入時確認。

(b) Other payables

The amounts mainly include other taxes payable, consideration payables for acquisition and accrued salaries.

The value added taxes ("VAT") included in other payables relating to pre-sale of properties as at 31 December 2023 amounting to approximately RMB22,828,000,000 (2022: RMB21,976,000,000). VAT payable is recognised when the control of the properties is transferred to customers and revenue is recognized.

33. 合約負債

33. CONTRACT LIABILITIES

		2023	2022
		人民幣千元 RMB'000	人民幣千元 RMB'000
向客戶收取之墊款：	Advances received from customers:		
銷售物業	Sale of properties	263,445,380	221,958,143
建築、裝修服務及其他	Construction, decoration services and others	4,173,012	3,831,071
		267,618,392	225,789,214

34. 應付關聯方／非控股權益款項

34. AMOUNTS DUE TO RELATED PARTIES/
NON-CONTROLLING INTERESTS

		2023	2022
		人民幣千元 RMB'000	人民幣千元 RMB'000
非流動	NON-CURRENT		
應付中間控股公司款項	Amounts due to intermediate holding companies	7,249,792	11,433,880
應付同系附屬公司款項	Amounts due to fellow subsidiaries	132,160	58,500
應付合營企業款項	Amounts due to joint ventures	1,632,676	2,181,980
應付聯營公司款項	Amounts due to associates	86,760	536,720
		9,101,388	14,211,080
應付非控股權益款項	Amounts due to non-controlling interests	1,150,293	3,654,950
		10,251,681	17,866,030
流動	CURRENT		
應付最終控股公司款項	Amount due to the ultimate holding company	–	92
應付中間控股公司款項	Amounts due to intermediate holding companies	216,949	159,238
應付同系附屬公司款項	Amounts due to fellow subsidiaries	534,486	2,797,572
應付合營企業款項	Amounts due to joint ventures	29,309,636	25,463,737
應付聯營公司款項	Amounts due to associates	9,124,690	10,765,090
		39,185,761	39,185,729
應付非控股權益款項	Amounts due to non-controlling interests	17,343,703	10,563,199
		56,529,464	49,748,928

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

34. 應付關聯方／非控股權益款項 (續)

於二零二三年及二零二二年十二月三十一日，應付中間控股公司、同系附屬公司、合營企業、聯營公司及非控股權益款項之非流動部分為無抵押及本集團並無義務於一年內結清。除總額人民幣777,280,000元(二零二二年：人民幣922,482,000元)為免息外，餘額按現行市場利率計息。

於二零二三年及二零二二年十二月三十一日，應付最終控股公司、中間控股公司、同系附屬公司、合營企業、聯營公司及非控股權益款項之流動部分為無抵押及須應要求償還或於一年內償還。除總額人民幣25,741,156,000元(二零二二年：人民幣28,085,304,000元)為免息外，餘額按現行市場利率計息。

35. 長期應付款項

34. AMOUNTS DUE TO RELATED PARTIES/ NON-CONTROLLING INTERESTS (continued)

As at 31 December 2023 and 2022, the non-current portion of the amounts due to intermediate holding companies, fellow subsidiaries, joint ventures, associates and non-controlling interests are unsecured and the Group does not have obligation to settle within one year. Except for the aggregate amounts of RMB777,280,000 (2022: RMB922,482,000) which are interest-free, the remaining amounts are interest bearing at prevailing market interest rates.

As at 31 December 2023 and 2022, the current portion of the amounts due to ultimate holding company, intermediate holding companies, fellow subsidiaries, joint ventures, associates and non-controlling interests are unsecured and repayable on demand or within one year. Except for the aggregate amounts of RMB25,741,156,000 (2022: RMB28,085,304,000) which are interest-free, the remaining amounts are interest bearing at prevailing market interest rates.

35. LONG-TERM PAYABLES

		2023	2022
		人民幣千元 RMB'000	人民幣千元 RMB'000
應付代價(附註45)	Consideration payable (Note 45)	4,000,714	–
其他應付賬項	Other payables	370,811	101,635
		4,371,525	101,635

36. 銀行及其他借貸

36. BANK AND OTHER BORROWINGS

		2023	2022
		人民幣千元 RMB'000	人民幣千元 RMB'000
銀行借貸	Bank borrowings	139,404,275	113,874,050
其他借貸	Other borrowings	16,709,920	36,386,856
		156,114,195	150,260,906
有抵押	Secured	33,120,390	35,469,478
無抵押	Unsecured	122,993,805	114,791,428
		156,114,195	150,260,906
銀行及其他借貸之到期情況 分析如下：	The maturity of the bank and other borrowings is analysed as follows:		
一年內	Within 1 year	42,576,778	52,336,890
一至二年	Between 1 and 2 years	32,474,020	14,113,255
二至五年	Between 2 and 5 years	53,613,884	48,518,956
五年以上	Over 5 years	27,449,513	35,291,805
		156,114,195	150,260,906
減：流動負債所示一年內到期之 款項	Less: amounts due within 1 year shown under current liabilities	(42,576,778)	(52,336,890)
非流動負債所示一年後到期之 款項	Amounts due after 1 year shown under non-current liabilities	113,537,417	97,924,016

本集團之銀行及其他借貸以下列貨幣計值：

The Group's bank and other borrowings are denominated in the following currencies:

		2023	2022
		人民幣千元 RMB'000	人民幣千元 RMB'000
港幣	HK\$	20,593,676	36,476,499
人民幣	RMB	135,520,519	111,252,161
英鎊	GBP	–	2,532,246
		156,114,195	150,260,906

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36. 銀行及其他借貸(續)

36. BANK AND OTHER BORROWINGS (continued)

本集團銀行及其他借貸的條款詳情載列如下：

Details of the terms of the Group's bank and other borrowings as set out below:

			2023	2022
			人民幣千元 RMB'000	人民幣千元 RMB'000
固定利率借貸	Fixed-rate borrowings			
港幣	HK\$		3,828,533	3,773,815
人民幣	RMB		55,305,358	52,822,401
固定利率借貸總額	Total fixed-rate borrowings	3.04% (2022: 3.93%)	59,133,891	56,596,216
浮動利率借貸	Variable-rate borrowings			
港幣	HK\$		16,765,143	32,702,684
人民幣	RMB		80,215,161	58,429,760
英鎊	GBP		–	2,532,246
浮動利率借貸總額	Total variable-rate borrowings	3.76% (2022: 4.50%)	96,980,304	93,664,690
借貸總額	Total borrowings		156,114,195	150,260,906

於二零二零年十月，本集團透過抵押若干投資物業及未來18年從有關物業收取之管理費的權利(至多18年)，發行金額為人民幣25億元商業地產抵押貸款支持證券(「商業地產抵押貸款支持證券」)。本集團合資格自發行日期起每3年贖回全部未到期的優先證券。年利率為3.80%及每3年固定，利息須每半年支付。

In October 2020, the Group issued a commercial mortgage backed securities ("CMBS") amounting to RMB2.5 billion by pledging certain investment properties and the right of receiving management fees for the future 18 years from the corresponding properties for a maximum period of 18 years. The Group is eligible to redeem all the undue priority securities every 3 years from the date of issue. Interest rate is 3.80% per annum and is fixed each 3 years, interest is payable semiannually.

於二零二一年三月，本集團透過抵押若干投資物業及未來12年從有關物業收取之管理費的權利(至多12年)，發行金額為人民幣30億元商業地產抵押貸款支持證券。本集團合資格自發行日期起每3年贖回全部未到期的優先證券。年利率為3.90%及每3年固定，利息須每半年支付。

In March 2021, the Group issued a CMBS amounting to RMB3 billion by pledging certain investment properties and the right of receiving management fees for the future 12 years from the corresponding properties for a maximum period of 12 years. The Group is eligible to redeem all the undue priority securities every 3 years from the date of issue. Interest rate is 3.90% per annum and is fixed each 3 years, interest is payable semiannually.

於二零二一年十月，本集團透過抵押若干投資物業及未來18年從有關物業收取之管理費的權利(至多18年)，發行金額為人民幣45億元商業地產抵押貸款支持證券。本集團合資格自發行日期起每3年贖回全部未到期的優先證券。年利率為3.58%及每3年固定，利息須每半年支付。

In October 2021, the Group issued a CMBS amounting to RMB4.5 billion by pledging certain investment properties and the right of receiving management fees for the future 18 years from the corresponding properties for a maximum period of 18 years. The Group is eligible to redeem all the undue priority securities every 3 years from the date of issue. Interest rate is 3.58% per annum and is fixed each 3 years, interest is payable semiannually.

36. 銀行及其他借貸(續)

於二零二二年四月，本集團透過抵押若干投資物業及未來18年從有關物業收取之管理費的權利(至多18年)，發行金額為人民幣21億元商業地產抵押貸款支持證券。本集團合資格自發行日期起每3年贖回全部未到期的優先證券。年利率為3.30%及每3年固定，利息須每半年支付。

於二零二二年九月，本集團透過抵押若干投資物業及未來12年從有關物業收取之管理費的權利(至多12年)，發行金額為人民幣30億元商業地產抵押貸款支持證券。本集團合資格自發行日期起每3年贖回全部未到期的優先證券。年利率為2.98%及每3年固定，利息須每半年支付。

於二零二二年十月，本集團透過抵押若干投資物業及未來18年從有關物業收取之管理費的權利(至多18年)，發行金額為人民幣30億元商業地產抵押貸款支持證券。本集團合資格自發行日期起10年後贖回全部未到期的優先證券或展期至18年。首10年年利率為4.00%，利息須每半年支付。

於二零二三年十二月三十一日，就本集團金額為人民幣45,915,391,000元(二零二二年：人民幣40,965,411,000元)之銀行借貸，按照相關貸款協議之條款，華潤集團須於該等貸款期內任何時間持有本公司已發行股本不少於35%(二零二二年：不少於35%)。本集團之銀行借貸人民幣9,319,900,000元(二零二二年：人民幣11,932,705,000元)由本公司提供擔保。

36. BANK AND OTHER BORROWINGS (continued)

In April 2022, the Group issued a CMBS amounting to RMB2.1 billion by pledging certain investment properties and the right of receiving management fees for the future 18 years from the corresponding properties for a maximum period of 18 years. The Group is eligible to redeem all the undue priority securities every 3 years from the date of issue. Interest rate is 3.30% per annum and is fixed each 3 years, interest is payable semiannually.

In September 2022, the Group issued a CMBS amounting to RMB3.0 billion by pledging certain investment properties and the right of receiving management fees for the future 12 years from the corresponding properties for a maximum period of 12 years. The Group is eligible to redeem all the undue priority securities every 3 years from the date of issue. Interest rate is 2.98% per annum and is fixed each 3 years, interest is payable semiannually.

In October 2022, the Group issued a CMBS amounting to RMB3.0 billion by pledging certain investment properties and the right of receiving management fees for the future 18 years from the corresponding properties for a maximum period of 18 years. The Group is eligible to redeem all the undue priority securities after 10 years since the date of issue or extend the term to 18 years. Interest rate is 4.00% per annum during the first 10 years, interest is payable semiannually.

As at 31 December 2023, in respect of bank borrowings of the Group amounting to RMB45,915,391,000 (2022: RMB40,965,411,000), CRH is required to hold not less than 35% (2022: not less than 35%) of the issued share capital of the Company at any time during the period of the loans in accordance with the terms of the respective loan agreements. Bank borrowings of the Group amounting to RMB9,319,900,000 (2022: RMB11,932,705,000) are guaranteed by the Company.

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37. 優先票據

37. SENIOR NOTES

優先票據名稱	本金金額	固定票面 利率	實際利率	發行年份	到期年份	年期
Name of senior notes	Principal Amount	Fixed Coupon Rate	Effective Interest Rate	Issue Year	Maturity Year	Terms
		%	%			年 Year
二零二九年優先票據 2029 Senior Notes	3,500百萬港元 HK\$3,500 million	6.100	6.106	2014	2029	15
二零二九年優先票據 2029 Senior Notes	500百萬美元 US\$500 million	4.125	4.286	2019	2029	10
二零二四年優先票據 2024 Senior Notes	700百萬美元 US\$700 million	6.000	6.032	2014	2024	10
二零二四年優先票據 2024 Senior Notes	300百萬美元 US\$300 million	3.750	3.885	2019	2024	5

除二零一四年發行的二零二九年優先票據外，其他優先票據均於香港聯交所上市。

Except for the 2029 Senior Notes issued in 2014, other senior notes are listed on the Hong Kong Stock Exchange.

所有優先票據均為無抵押。

All senior notes are unsecured.

優先票據的到期情況分析如下：

The maturity of the senior notes is analysed as follows:

		2023	2022
		人民幣千元 RMB'000	人民幣千元 RMB'000
一年內	Within 1 year	7,208,121	–
一至兩年	Between 1 and 2 years	–	7,083,453
五年以上	Over 5 years	6,769,877	6,661,004
		13,977,998	13,744,457
減：流動負債所示一年內到期之款項	Less: amounts due within 1 year shown under current liabilities	(7,208,121)	–
非流動負債所示一年後到期之款項	Amounts due after 1 year shown under non-current liabilities	6,769,877	13,744,457

於二零二三年十二月三十一日，優先票據之公平值約為人民幣13,621,000,000元（二零二二年：人民幣12,833,000,000元），乃按二零二三年十二月三十一日之收市價釐定，惟港幣3,500,000,000元優先票據（二零二二年：港幣3,500,000,000元優先票據）的公平值根據一名獨立及專業合資格估值師進行的估值釐定。

The fair value of the senior notes as at 31 December 2023 was approximately RMB13,621 million, (2022: RMB12,833 million), which was determined based on the closing market price as at 31 December 2023, except for the HK\$3,500 million senior notes (2022: HK\$3,500 million senior notes) whose fair value was determined based on valuation carried out by an independent and professionally qualified valuer.

38. 超短期融資券

38. SUPER SHORT-TERM COMMERCIAL PAPERS

超短期融資券名稱	本金金額	固定票面利率	實際利率	期限
Name of super short-term commercial papers	Principal Amount	Fixed Coupon Rate	Effective Interest Rate	Terms
	人民幣千元 RMB'000	%	%	日 Day
二零二四年超短期融資券 2024 Super Short-term Commercial Papers	1,500,000	2.25	2.25	269
二零二四年超短期融資券 2024 Super Short-term Commercial Papers	1,000,000	2.25	2.25	269
二零二四年超短期融資券 2024 Super Short-term Commercial Papers	1,500,000	2.25	2.25	180
二零二四年超短期融資券 2024 Super Short-term Commercial Papers	1,000,000	2.25	2.25	180
二零二四年超短期融資券 2024 Super Short-term Commercial Papers	1,000,000	2.25	2.25	180

該等超短期融資券於中國銀行間市場交易商協會發行。

The super short-term commercial papers are issued in the National Association of Financial Market Institutional Investors.

綜合財務報表附註

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

39. 中期票據

39. MEDIUM-TERM NOTES

中期票據名稱 Name of medium-term notes	本金金額 Principal Amount	固定票面利率 Fixed Coupon Rate	實際利率 Effective Interest Rate	發行年份 Issue Year	到期年份 Maturity Year	年期 Terms
	人民幣千元 RMB'000	%	%			年 Year
二零二五年中期票據 2025 Medium-term Notes	1,200,000	3.20	3.27	2020	2025	5
二零二五年中期票據 2025 Medium-term Notes	500,000	2.95	3.02	2020	2025	5
二零二四年中期票據 2024 Medium-term Notes	3,000,000	3.50	3.57	2021	2024	3
二零二六年中期票據 2026 Medium-term Notes	1,500,000	3.84	3.88	2021	2026	5
二零二四年中期票據 2024 Medium-term Notes	2,000,000	3.38	3.45	2021	2024	3
二零二六年中期票據 2026 Medium-term Notes	1,500,000	3.70	3.74	2021	2026	5
二零二四年中期票據 2024 Medium-term Notes	1,000,000	3.30	3.32	2021	2024	3
二零二四年中期票據 2024 Medium-term Notes	2,500,000	3.05	3.06	2021	2024	3
二零二五年中期票據 2025 Medium-term Notes	2,000,000	3.10	3.17	2022	2025	3
二零二七年中期票據 2027 Medium-term Notes	1,000,000	3.54	3.59	2022	2027	5
二零二五年中期票據 2025 Medium-term Notes	2,000,000	3.05	3.12	2022	2025	3
二零二五年中期票據 2025 Medium-term Notes	1,800,000	2.90	2.97	2022	2025	3
二零二七年中期票據 2027 Medium-term Notes	1,200,000	3.35	3.40	2022	2027	5
二零二七年中期票據 2027 Medium-term Notes	3,000,000	2.84	2.88	2022	2027	5
二零二七年中期票據 2027 Medium-term Notes	5,000,000	3.63	3.65	2022	2027	5
二零二五年中期票據 2025 Medium-term Notes	1,000,000	2.79	2.81	2022	2025	3
二零二五年中期票據 2025 Medium-term Notes	1,000,000	2.60	2.62	2022	2025	3
二零二七年中期票據 2027 Medium-term Notes	1,000,000	3.30	3.32	2022	2027	5
二零二七年中期票據 2027 Medium-term Notes	2,000,000	3.37	3.39	2022	2027	5
二零二五年中期票據 2025 Medium-term Notes	1,800,000	2.80	2.83	2022	2025	3

39. 中期票據 (續)

39. MEDIUM-TERM NOTES (continued)

中期票據名稱 Name of medium-term notes	本金金額 Principal Amount	固定票面利率 Fixed Coupon Rate	實際利率 Effective Interest Rate	發行年份 Issue Year	到期年份 Maturity Year	年期 Terms
	人民幣千元 RMB'000	%	%			年 Year
二零二七年年中期票據 2027 Medium-term Notes	1,200,000	3.20	3.22	2022	2027	5
二零二五年年中期票據 2025 Medium-term Notes	1,000,000	2.88	2.91	2022	2025	3
二零二七年年中期票據 2027 Medium-term Notes	1,000,000	3.25	3.27	2022	2027	5
二零二五年年中期票據 2025 Medium-term Notes	2,000,000	2.40	2.43	2022	2025	3
二零二七年年中期票據 2027 Medium-term Notes	3,000,000	2.90	2.91	2022	2027	5
二零二六年年中期票據 2026 Medium-term Notes	3,000,000	2.80	2.87	2023	2026	3
二零二八年年中期票據 2028 Medium-term Notes	1,000,000	3.39	3.45	2023	2028	5
二零二六年年中期票據 2026 Medium-term Notes	1,500,000	2.85	2.88	2023	2026	3
二零二八年年中期票據 2028 Medium-term Notes	1,000,000	3.20	3.22	2023	2028	5
二零三三年年中期票據 2033 Medium-term Notes	500,000	3.55	3.57	2023	2033	10
二零二八年年中期票據 2028 Medium-term Notes	1,000,000	3.30	3.32	2023	2028	5
二零二八年年中期票據 2028 Medium-term Notes	2,000,000	3.25	3.27	2023	2028	5
二零二六年年中期票據 2026 Medium-term Notes	1,000,000	2.95	2.98	2023	2026	3
二零二八年年中期票據 2028 Medium-term Notes	1,000,000	3.25	3.27	2023	2028	5

該等中期票據於中國銀行間市場交易商協會或深圳證券交易所發行。

The medium-term notes are either issued in the National Association of Financial Market Institutional Investors, or Shenzhen Stock Exchange.

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

39. 中期票據 (續)

39. MEDIUM-TERM NOTES (continued)

中期票據的到期情況分析如下：

The maturity of the medium-term notes is analysed as follows:

		2023	2022
		人民幣千元 RMB'000	人民幣千元 RMB'000
一年內	Within 1 year	8,501,928	8,906,126
一至兩年	Between 1 and 2 years	14,298,287	8,496,394
兩至五年	Between 2 and 5 years	33,386,929	35,695,504
		56,187,144	53,098,024
減：流動負債所示一年內到期之款項	Less: amounts due within 1 year shown under current liabilities	(8,501,928)	(8,906,126)
非流動負債所示一年後到期之款項	Amounts due after 1 year shown under non-current liabilities	47,685,216	44,191,898

於二零二三年十二月三十一日，中期票據的公平值約為人民幣56,391,000,000元（二零二二年：人民幣53,062,000,000元），乃根據二零二三年十二月三十一日的收市價釐定。

The fair value of the medium-term notes as at 31 December 2023 was approximately RMB56,391 million (2022: RMB53,062 million), which was determined based on the closing market price as at 31 December 2023.

40. 股本

40. SHARE CAPITAL

		股份數目 Number of shares	金額 Amount	金額 Amount
			港幣千元 HK\$'000	人民幣千元 RMB'000
每股面值港幣0.10元之普通股	Ordinary shares of HK\$0.10 each			
法定：	Authorised:			
於二零二二年一月一日、 二零二二年及二零二三年 十二月三十一日	At 1 January 2022, 31 December 2022 and 2023	8,000,000,000	800,000	
已發行及繳足：	Issued and fully paid:			
於二零二二年一月一日、 二零二二年及二零二三年 十二月三十一日	At 1 January 2022, 31 December 2022 and 2023	7,130,939,579	713,094	673,829

41. 永續資本工具

於二零一九年，本公司（「發行人」）發行一項本金額為1,050,000,000美元之次級永續資本工具。

發行人可選擇延遲支付利息，而可予延遲支付利息的次數亦並無任何限制。此工具可由發行人選擇贖回。因此，發行此等工具所得款項淨額分類為股本工具，並於本集團權益中呈列。根據條款累計的各項名義利息被視為向此等永續資本工具擁有人作出分派處理。

42. 財務擔保合約

本集團就物業買家所獲按揭貸款向銀行作出擔保，擔保金額為人民幣92,952,138,000元（二零二二年：人民幣79,737,606,000元）。該等擔保將於所有權證發出予買家及相關按揭物業登記完成時獲得銀行解除。本公司董事認為，財務擔保合約之公平值並不重大。

41. PERPETUAL CAPITAL INSTRUMENT

In 2019, the Company (the “Issuer”) issued a subordinated perpetual capital instrument with a principal amount of US\$1,050,000,000.

The Issuer may elect to defer interest payment, which is not subject to any limit as to the number of times of interest payment can be deferred. The instrument may be redeemed at the option of the Issuer. Therefore, the net proceeds from issuance of the instrument are classified as an equity instrument presented in the equity of the Group. The payment of the respective nominal interests according to the terms are treated as distribution to the owners of the perpetual capital instrument.

42. FINANCIAL GUARANTEE CONTRACTS

Guarantees amounting to RMB92,952,138,000 (2022: RMB79,737,606,000) are given to banks with respect to mortgage loans procured by the purchasers of the Group’s properties. Such guarantees will be released by banks upon the issuance of the real estate ownership certificates to the purchasers and completion of the relevant mortgage properties registration. In the opinion of the directors of the Company, the fair value of the financial guarantee contracts is not significant.

綜合財務報表附註

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

43. 營運活動所得現金

43. CASH GENERATED FROM OPERATING ACTIVITIES

		2023	2022
		人民幣千元 RMB'000	人民幣千元 RMB'000
除稅前溢利	Profit before taxation	66,437,894	55,509,355
調整：	Adjustments for:		
財務費用	Finance costs	1,743,918	1,699,518
匯兌虧損淨額	Net exchange loss	14,227	2,186,407
撇減供銷售之物業至可變現淨值	Write-down of properties for sale to net realisable value	6,988,742	4,393,979
投資物業之公平值變動收益	Gain on changes in fair value of investment properties	(8,000,785)	(6,977,861)
收購附屬公司之議價購買收益	Gain on bargain purchase on acquisition of subsidiaries	(3,017,174)	–
重新計量於合營企業及一間聯營公司之投資收益	Gain on re-measurement of investments in joint ventures and an associate	(5,620)	(828,637)
按公平值計入損益之金融工具之公平值變動收益	Gain on changes in fair value of financial instruments at FVPL	(51,010)	(6,400)
出售或視作出售附屬公司之收益淨額	Net gain on disposal or deemed disposal of subsidiaries	(1,505,442)	(1,053,113)
出售投資物業產生之虧損	Loss arising on disposal of investment properties	132,840	15,380
利息收入	Interest income	(3,072,502)	(2,284,378)
應佔於合營企業投資之利潤減虧損	Share of profits less losses of investments in joint ventures	(2,800,822)	(3,484,705)
應佔於聯營公司投資之利潤減虧損	Share of profits less losses of investments in associates	440,634	(616,706)
物業、廠房及設備之折舊	Depreciation of property, plant and equipment	798,201	813,660
使用權資產之折舊	Depreciation of right-of-use assets	412,138	444,422
無形資產攤銷	Amortisation of intangible assets	102,242	75,141
其他	Others	68,508	17,090
		58,685,989	49,903,152
營運資金變動：	Changes in working capital:		
供銷售之物業增加	Increase in properties for sale	(4,075,042)	(50,601,766)
其他存貨減少	Decrease in other inventories	55,363	235
應收賬款、其他應收賬項、預付款項及訂金(增加)/減少	(Increase)/decrease in trade receivables, other receivables, prepayments and deposits	(3,328,515)	4,952,805
長期應付款項增加/(減少)	Increase/(decrease) in long-term payables	269,176	(24,643)
合約資產及合約成本增加	Increase in contract assets and contract costs	(848,049)	(498,637)
合約負債增加	Increase in contract liabilities	28,808,002	16,528,920
應付賬款及其他應付賬項(減少)/增加	(Decrease)/increase in trade and other payables	(9,238,626)	5,885,662
營運活動所得現金	Cash generated from operating activities	70,328,298	26,145,728

44. 出售附屬公司

截至二零二三年十二月三十一日止年度，
本集團出售或視作出售以下附屬公司：

44. DISPOSAL OF SUBSIDIARIES

During the year ended 31 December 2023, the Group disposed
or deemed disposed of following subsidiaries:

	出售月份	出售或視作 出售前由 本集團持有的 股權	出售或視作 出售後由 本集團持有的 股權	代價
	Disposal month	Equity interest held by the Group before disposal or deemed disposal	Equity interest held by the Group after disposal or deemed disposal	Consideration
				人民幣千元 RMB'000
長沙潤都房地產開發有限公司(「長沙潤都」)(附註i) Changsha Rundu Real Estate Development Co., Ltd. ("Changsha Rundu") (Note i)	二零二三年一月 January 2023	100%	–	885,053
華潤置地(太原)有限公司(附註ii) China Resources Land (Taiyuan) Co., Ltd. (Note ii)	二零二三年七月 July 2023	100%	–	2,291,000
Green Vision Resources Limited	二零二三年七月 July 2023	100%	50%	196
Milia Enterprises Limited	二零二三年十月 October 2023	100%	30%	63
華潤置地(瀋陽)有限公司(附註ii) China Resources Land (Shenyang) Co., Ltd (Note ii)	二零二三年十二月 December 2023	100%	–	3,915,000
				<u>7,091,312</u>

附註：

- (i) 於二零二三年一月，本集團向一名個人第三方出售長沙潤都100%權益，代價為人民幣885,053,000元（包括股權代價人民幣10,000,000元及長沙潤都應付本集團款項的代價人民幣875,053,000元）。
- (ii) 於二零二三年，本集團向消費基建基金支持專項計劃（「專項計劃」）出售華潤置地（太原）有限公司及華潤置地（瀋陽）有限公司。由於本集團持有的專項計劃權益少於所有權益持有人的大部分權益，因此於交易完成後，本集團失去對該等附屬公司的控制權。

Notes:

- (i) In January 2023, the Group disposed of 100% interest in Changsha Rundu with a consideration of RMB885,053,000 (including RMB10,000,000 for equity interest and RMB875,053,000 for amount due to the Group by Changsha Rundu) to an individual third party.
- (ii) In 2023, the Group disposed of China Resources Land (Taiyuan) Co., Ltd. and China Resources Land (Shenyang) Co., Ltd to the Consumer Infrastructure Fund Support Special Plans ("Special Plans"). As the interests of Special Plans held by the Group is less than majority of all interest holders, the Group lost control of these subsidiaries upon completion of the transaction.

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

44. 出售附屬公司(續)

於失去該等附屬公司控制權當日終止確認的資產及負債金額如下：

44. DISPOSAL OF SUBSIDIARIES (continued)

Assets and liabilities derecognised at the dates in loss of control of subsidiaries are as follows:

		人民幣千元 RMB'000
物業、廠房及設備(附註14)	Property, plant and equipment (Note 14)	5,418
使用權資產(附註16)	Right-of-use-assets (Note 16)	4,797
於一間聯營公司之投資	Investments in an associate	83,154
遞延稅項資產	Deferred taxation assets	176,476
投資物業(附註15)	Investment properties (Note 15)	8,818,797
非流動資產之預付款項	Prepayments for non-current assets	2,840,926
供銷售之物業	Properties for sale	1,683,879
應收賬款、其他應收賬項、預付款項及訂金	Trade receivables, other receivables, prepayments and deposits	862,073
應收本集團款項	Amounts due from the Group	894,043
應收關聯方款項	Amounts due from related parties	5,200
現金及現金等值	Cash and cash equivalents	2,929,670
預付稅項	Prepaid taxation	42,726
應付賬款及其他應付賬項	Trade and other payables	(7,249,682)
應付本集團款項	Amounts due to the Group	(1,768,199)
應付稅項	Taxation payable	(752,464)
銀行及其他借貸	Bank and other borrowings	(2,130,726)
遞延稅項負債	Deferred taxation liabilities	(859,615)
		<u>5,586,473</u>
本集團所持保留股權之公平值	Fair value of retained equity interest held by the Group	
— 分類為於合營企業之投資	— classified as investments in joint ventures	(224)
重新計量本集團所持保留股權之虧損	Loss on re-measurement of the retained equity interests held by the Group	(379)
出售或視作出售附屬公司之收益淨額(附註7)	Net gain on disposal or deemed disposal of subsidiaries (Note 7)	<u>1,505,442</u>
		<u>7,091,312</u>

就出售附屬公司之現金流分析：

Analysis of the cash flows in respect of the disposal of subsidiaries:

		人民幣千元 RMB'000
出售或視作出售產生之現金流入淨額：	Net cash inflow arising on disposals or deemed disposals:	
已收代價	Consideration received	7,091,312
已出售現金及現金等值	Cash and cash equivalents disposed of	(2,929,670)
		<u>4,161,642</u>

45. 收購附屬公司 透過收購附屬公司獲取資產及負債

於截至二零二三年十二月三十一日止年度，本集團透過獨立第三方及一間關聯方收購下列重大附屬公司獲取資產及負債：

45. ACQUISITION OF SUBSIDIARIES ACQUISITIONS OF ASSETS AND LIABILITIES THROUGH ACQUISITION OF SUBSIDIARIES

During the year ended 31 December 2023, the Group acquired assets and liabilities through acquisition of following significant subsidiaries from independent third parties and a related party:

	收購月份	收購前由本集團持有的股權	收購後由本集團持有的股權	代價
	Acquisition month	Equity interest held by the Group before acquisition	Equity interest held by the Group after acquisition	Consideration
				人民幣千元 RMB'000
山西國際電力集團房地產開發有限公司 Shanxi International Electricity Group Real Estate Development Co., Ltd.	二零二三年四月 April 2023	–	51%	743,511
深圳市潤騰智慧科技有限公司(「深圳潤騰」)(附註i) Shenzhen Runteng Smart Technology Co., Ltd. (“Shenzhen Runteng”) (Note i)	二零二三年四月 April 2023	55%	100%	24,875
西安世園潤盈置業有限公司(「西安世園」)(附註ii) Xi'an Shiyuan Runying Real Estate Co., Ltd (“Xi'an Shiyuan”) (Note ii)	二零二三年十一月 November 2023	–	51%	1,248,012
北京華京大廈有限公司(「北京華京大廈」)(附註iii) Beijing Huajing Building Co.,Ltd. (“Beijing Huajing Building”) (Note iii)	二零二三年十二月 December 2023	–	100%	197,600
				<u>2,213,998</u>

附註：

- (i) 深圳潤騰主要從事軟件開發，此前是本集團擁有55%股權的合營企業。於二零二三年四月，本集團以代價人民幣24,875,000元收購深圳潤騰的餘下45%權益。收購後，深圳潤騰成為本集團一間全資附屬公司。
- (ii) 於二零二三年十一月，本集團以代價人民幣1,248,012,000元向一名第三方收購西安世園的51%股權。西安世園持有的相關資產為位於西安的世園潤府房地產項目。
- (iii) 於二零二三年十二月，本集團向本集團一間關聯方德銘有限公司收購北京華京大廈的100%股權。北京華京大廈持有的相關資產為北京木棉花酒店。股權轉讓代價為人民幣197,600,000元。

Notes:

- (i) Shenzhen Runteng, which mainly engaged in software development, was previously joint venture of the Group in which the Group had 55% equity interest. In April 2023, the Group acquired the remaining 45% interests in Shenzhen Runteng with consideration of RMB24,875,000. Subsequent to the acquisition, Shenzhen Runteng became a wholly-owned subsidiary of the Group.
- (ii) In November 2023, the Group acquired 51% of the equity of Xi'an Shiyuan from a third party with a consideration of approximately RMB1,248,012,000. The underlying asset held by Xi'an Shiyuan is Shiyuan Runfu real estate project, located in Xi'an.
- (iii) In December 2023, the Group acquired 100% of the equity of Beijing Huajing Building from Tekming Limited, a related party of the Group. The underlying asset held by Beijing Huajing Building is the Beijing Kapok Hotel. The consideration for equity transfer is RMB197,600,000.

綜合財務報表附註

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

45. 收購附屬公司(續)

透過收購附屬公司獲取資產及負債
(續)

45. ACQUISITION OF SUBSIDIARIES (continued)

ACQUISITIONS OF ASSETS AND LIABILITIES
THROUGH ACQUISITION OF SUBSIDIARIES
(continued)

於收購日期獲取之可識別資產淨值如下：

The net identifiable assets acquired at the acquisition dates are as follows:

		人民幣千元 RMB'000
物業、廠房及設備	Property, plant and equipment	23,683
使用權資產	Right-of-use-assets	226,493
非流動資產之預付款項	Prepayments for non-current assets	6,052
遞延稅項資產	Deferred taxation assets	395
供銷售之物業	Properties for sale	4,652,905
應收賬款、其他應收賬項、預付款項 及訂金	Trade receivables, other receivables, prepayments and deposits	184,384
應收關聯方款項	Amounts due from related parties	34,640
現金及現金等值	Cash and cash equivalents	70,072
應付賬款及其他應付賬項	Trade and other payables	(956,315)
租賃負債	Lease liabilities	(6,078)
應付稅項	Taxation payable	(661)
應付關聯方款項	Amounts due to related parties	(71,832)
應付非控股權益款項	Amounts due to non-controlling interests	(3,000)
		4,160,738
先前於合營企業所持有權益之公平值	Fair value of the previously held interests in joint ventures	(53,714)
重新計量先前於合營企業所持有 權益之收益	Gain on re-measurement of the previously held interests in joint ventures	(5,999)
非控股權益	Non-controlling interests	(1,887,027)
		2,213,998
已轉讓代價：	Consideration transferred:	
現金及現金等值	Cash and cash equivalents	871,934
應付代價	Consideration payable	1,342,064
		2,213,998

就收購附屬公司之現金流分析：

Analysis of the cash flows in respect of the acquisition of subsidiaries:

		人民幣千元 RMB'000
計入投資活動的現金流出淨額：	Net cash outflow included in investing activities:	
已付現金代價	Cash consideration paid	(871,934)
已獲得的現金及現金等值	Cash and cash equivalents acquired	70,072
		(801,862)

45. 收購附屬公司(續)

業務收購

收購華夏幸福基業股份有限公司之附屬公司

於二零二二年十二月二十八日，本集團與獨立第三方華夏幸福基業股份有限公司(「華夏幸福」)之附屬公司簽訂股權及債權收購協議。本集團將以總代價人民幣12,400,000,000元收購華禦江(武漢)房地產開發有限公司、華禦漢(武漢)房地產開發有限公司及華禦城(深圳)物業管理有限公司之100%股權及華禦元(南京)房地產開發有限公司60%之股權(以上統稱「被收購公司」)，和被收購公司結欠華夏幸福的全部債務款項(不論本金、利息或其他)人民幣14,233,395,000元。

此收購於二零二三年三月二十九日完成。截至二零二三年十二月三十一日，本集團已按照協議相關條款支付代價人民幣4,538,662,000元予華夏幸福。剩餘代價人民幣7,861,338,000元按計劃於二零二四年至二零二六年支付。於二零二三年十二月三十一日，剩餘代價現值為人民幣7,388,553,000元，其中人民幣3,387,839,000元需於一年內結清並確認在其他應付賬項內，其餘人民幣4,000,714,000元將於一年以後結清並確認在綜合財務狀況表之長期應付款項內。

45. ACQUISITION OF SUBSIDIARIES (continued) ACQUISITION OF BUSINESS

Acquisition of China Fortune Land Development Co., Ltd.'s subsidiaries

On 28 December 2022, the Group entered into an equity interests and debt acquisition agreement with subsidiaries of China Fortune Land Development Co., Ltd. ("China Fortune"), independent third parties of the Group, pursuant to which the Group would acquire the entire 100% equity interests in Huayujiang (Wuhan) Real Estate Development Co., Ltd., Huayuhan (Wuhan) Real Estate Development Co., Ltd. and Huayucheng (Shenzhen) Property Management Co., Ltd. and 60% equity interests in Huayuyuan (Nanjing) Real Estate Development Co., Ltd. (collectively, the "Acquired Companies"), and all amounts of the debt (whether principal, interest or otherwise) of the Acquired Companies owed to China Fortune of RMB14,233,395,000, at a total consideration of RMB12,400,000,000.

The acquisition was completed on 29 March 2023. As at 31 December 2023, in accordance with the terms of relevant agreement, the Group has paid a consideration of RMB4,538,662,000 to China Fortune. The remaining consideration of RMB7,861,338,000 was scheduled to be settled from 2024 to 2026. As at 31 December 2023, the present value of the remaining consideration amounted to RMB7,388,553,000, RMB3,387,839,000 of which is to be settled within one year and recorded under other payables and RMB4,000,714,000 of which were to be settled after one year and recorded under long-term payables in the consolidated statement of financial position.

綜合財務報表附註

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

45. 收購附屬公司(續)

業務收購(續)

收購華夏幸福基業股份有限公司之附屬公司(續)

可識別資產及負債於收購日期的公平值如下：

45. ACQUISITION OF SUBSIDIARIES (continued) ACQUISITION OF BUSINESS (continued)

Acquisition of China Fortune Land Development Co., Ltd.'s subsidiaries (continued)

The fair values of identifiable assets and liabilities at the acquisition date are as follows:

		人民幣千元 RMB'000
物業、廠房及設備	Property, plant and equipment	395
使用權資產	Right-of-use assets	2,101
投資物業(附註15)	Investment properties (Note 15)	5,945,360
非流動資產之預付款項	Prepayment for non-current assets	1,009
遞延稅項資產	Deferred taxation assets	71,980
供銷售之物業	Properties for sale	19,130,866
應收賬款、其他應收賬項、預付款項及訂金	Trade receivables, other receivables, prepayments and deposits	3,543,515
合約資產及合約成本	Contract assets and contract costs	46,938
預付稅項	Prepaid taxation	276,748
現金及現金等值	Cash and cash equivalents	5,121,606
應付賬款及其他應付賬項	Trade and other payables	(4,376,058)
租賃負債	Lease liabilities	(1,761)
合約負債	Contract liabilities	(12,982,888)
應付稅項	Taxation payable	(2,986)
遞延稅項負債	Deferred taxation liabilities	(749,401)
		<u>16,027,424</u>
非控股權益	Non-controlling interests	(1,192,964)
於收購時之議價購買收益(附註7)	Gain on bargain purchase on acquisition (Note 7)	(3,017,174)
長期應付代價之利息開支	Interest expense on long-term consideration payable	109,929
		<u>11,927,215</u>
已轉讓代價：	Consideration transferred:	
現金及現金等值	Cash and cash equivalents	4,538,662
應付代價	Consideration payable	7,388,553
		<u>11,927,215</u>

45. 收購附屬公司(續)

業務收購(續)

收購華夏幸福基業股份有限公司之附屬公司(續)

就收購附屬公司進行的現金流分析：

		人民幣千元 RMB'000
計入投資活動的現金流入淨額：	Net cash inflow included in investing activities:	
已付現金代價	Cash consideration paid	(4,538,662)
已獲得的現金及現金等值	Cash and cash equivalents acquired	5,121,606
		<u>582,944</u>

收購朗基

於二零二三年十月，本集團向一名第三方收購朗基的100%股權，代價包括現金代價及根據管理面積實際交付進度按公平值列賬的或然代價。朗基從事物業管理服務。此次收購是本集團拓展中國內地物業管理業務戰略的一部分。

45. ACQUISITION OF SUBSIDIARIES (continued)

ACQUISITION OF BUSINESS (continued)

Acquisition of China Fortune Land Development Co., Ltd.'s subsidiaries (continued)

Analysis of the cash flows in respect of the acquisition of subsidiaries:

Acquisition of Langji

In October 2023, the Group acquired 100% equity interest in Langji from a third party at a consideration including cash consideration and contingent consideration at fair value based on the actual delivery progress of the managed areas. Langji is engaged in the property management service. The acquisition was made as part of the Group's strategy to expand its property management operation in Chinese Mainland.

綜合財務報表附註

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

45. 收購附屬公司(續)

業務收購(續)

收購朗基(續)

於收購日期可識別資產及負債的公平值如下：

45. ACQUISITION OF SUBSIDIARIES (continued)

ACQUISITION OF BUSINESS (continued)

Acquisition of Langji (continued)

The fair values of identifiable assets and liabilities at the acquisition date are as follows:

		附註 Notes	人民幣千元 RMB'000
物業、廠房及設備及無形資產	Property, plant and equipment and intangible assets	(i)	68,622
遞延稅項資產	Deferred taxation assets		504
其他存貨	Other inventories		9
應收賬款、其他應收賬項、 預付款項及訂金	Trade receivables, other receivables, prepayments and deposits		60,123
現金及現金等值	Cash and cash equivalents		10,245
應付賬款	Trade payables		(93,295)
合約負債	Contract liabilities		(38,288)
應付稅項	Taxation payable		(1,942)
遞延稅項負債	Deferred taxation liabilities		(16,900)
			<u>(10,922)</u>
非控股權益	Non-controlling interests	(ii)	3,789
商譽(附註18)	Goodwill (Note 18)	(iii)	95,621
			<u>88,488</u>
已轉讓代價：	Consideration transferred:		
現金及現金等值	Cash and cash equivalent		8,049
應付代價	Consideration payable	(iv)	39,013
或然代價 — 按公平值計入損益之 金融負債	Contingent consideration — financial liability at FVPL	(iv)	41,426
			<u>88,488</u>

附註：

(i) 無形資產包括已確認的客戶關係約人民幣67,600,000元。

(ii) 本集團根據其在收購對象已確認的資產和負債金額中的權益比例確認非控股權益。

Notes:

(i) Intangible assets include identified customer relationships of approximately RMB67,600,000.

(ii) The Group recognised the non-controlling interests based on their proportionate interest in the recognised amounts of the assets and liabilities of the acquirees.

45. 收購附屬公司(續)

業務收購(續)

收購朗基(續)

附註：(續)

- (iii) 已確認的商譽主要是歸因於物業管理資產及活動與本集團資產及活動相結合所產生的預期協同效應和其他利益。預計已確認的商譽均不得抵扣所得稅。
- (iv) 作為購買協議的一部分，須支付之或然代價，視乎收購後朗基的在管面積（由在途面積及／或合約面積轉換）的實際交付進度。初始確認金額為人民幣80,439,000元，採用貼現現金流量模型確定，屬於第三級公平值計量。代價將根據購買協議中的付款時間表每六個月支付一次。

就收購附屬公司進行的現金流分析：

		人民幣千元
		RMB'000
計入投資活動的現金流入淨額：	Net cash inflow included in investing activities:	
已付現金代價	Cash consideration paid	(8,049)
已獲得的現金及現金等值	Cash and cash equivalents acquired	10,245
		<u>2,196</u>

截至二零二三年十二月三十一日止年度，載列於附註45從業務收購得來的公司為本集團貢獻總營業額人民幣8,609,615,000元及總溢利人民幣884,538,000元。

倘合併於二零二三年一月一日已落實，本集團截至二零二三年十二月三十一日止年度之營業額及溢利將分別為人民幣251,326,973,000元及人民幣37,275,546,000元。

45. ACQUISITION OF SUBSIDIARIES (continued) ACQUISITION OF BUSINESS (continued)

Acquisition of Langji (continued)

Notes: (continued)

- (iii) The goodwill recognised is primarily attributed to the expected synergies and other benefits from combining the assets and activities of property management with those of the Group. None of the goodwill recognised is expected to be deductible for income tax purposes.
- (iv) As part of the purchase agreement, contingent consideration payable is dependent on the actual delivery progress of the managed areas (as converted from secured areas and/or contracted areas) of Langji subsequent to the acquisition. The initial amount recognised was RMB80,439,000 which was determined using the discounted cash flow model and is within Level 3 fair value measurement. The consideration will be settled every six months in accordance with the payment schedule in the purchase agreement.

Analysis of the cash flows in respect of the acquisition of subsidiaries:

Companies acquired under acquisition of business set out in note 45 contributed an aggregate revenue of RMB8,609,615,000 and aggregate profit of RMB884,538,000 to the Group for the year ended 31 December 2023.

Had the combination taken place on 1 January 2023, the revenue and the profit of the Group for the year ended 31 December 2023 would have been RMB251,326,973,000 and RMB37,275,546,000, respectively.

綜合財務報表附註

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

46. 承擔

本集團擁有以下重大承擔，其已訂約惟並未於綜合財務報表內撥備：

46. COMMITMENTS

The Group has the following material commitments, which are contracted for but not provided in the consolidated financial statements as follows:

		2023	2022
		人民幣千元	人民幣千元
		RMB'000	RMB'000
有關以下項目之資本開支：	Capital expenditure in respect of:		
發展中之供銷售物業	Properties under development for sale	98,551,463	76,512,126
在建投資物業	Investment properties under construction	22,130,471	16,378,163
		120,681,934	92,890,289

47. 抵銷金融資產及金融負債

根據與禹洲、南通長樂、江蘇中南及朗基的賣方（「賣方」）訂立的股權轉讓協議，本集團擁有可依法強制執行的權利以應付賣方的購買代價抵銷應收賣方及其關聯人士的款項，且有意按淨額基準結算。

47. OFFSETTING OF FINANCIAL ASSETS AND FINANCIAL LIABILITIES

Pursuant to the equity transfer agreement with the sellers of Yuzhou, Nantong Changle, Jiangsu Zhongnan and Langji (the "Sellers"), the Group has a legally enforceable right to offset the amounts due from the Sellers and their related parties from the purchase consideration payable to the Sellers and there is an intention to settle on a net basis.

淨額結算安排對本集團財務狀況的影響如下：

The effect of the netting arrangements on the Group's financial position is as below:

於二零二三年十二月三十一日

As at 31 December 2023

		可執行淨額結算安排的金額		
		Amounts subject to enforceable netting arrangements		
		總金額	抵銷金額	於財務狀況表呈報的淨額
		Gross amounts	Amounts offset	Net amounts reported in the statement of financial position
		人民幣千元	人民幣千元	人民幣千元
		RMB'000	RMB'000	RMB'000
金融資產	Financial assets			
應收賬款及應收票據	Trade and bill receivables	564,581	(564,581)	-
金融負債	Financial liabilities			
按公平值計入損益之金融負債	Financial liabilities at FVPL	899,737	(564,581)	335,156

47. 抵銷金融資產及金融負債(續)

47. OFFSETTING OF FINANCIAL ASSETS AND FINANCIAL LIABILITIES (continued)

於二零二二年十二月三十一日

As at 31 December 2022

		可執行淨額結算安排的金額		
		Amounts subject to enforceable netting arrangements		
		總金額	抵銷金額	於財務狀況表呈報的淨額
		Gross amounts	Amounts offset	Net amounts reported in the statement of financial position
		人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000
金融資產	Financial assets			
應收賬款及應收票據	Trade and bill receivables	544,183	(544,183)	–
金融負債	Financial liabilities			
按公平值計入損益之金融負債	Financial liabilities at FVPL	935,043	(544,183)	390,860

48. 資產抵押

48. PLEDGE OF ASSETS

於報告期末，本集團向銀行及其他金融機構抵押了以下資產，作為本集團獲授一般銀行及其他融資之抵押：

At the end of the reporting period, the Group had pledged the following assets to banks and other financial institution as securities against general banking and other facilities granted to the Group:

		2023	2022
		人民幣千元 RMB'000	人民幣千元 RMB'000
投資物業	Investment properties	72,349,000	84,208,000
供銷售之物業	Properties for sale	12,190,621	11,354,534
物業、廠房及設備	Property, plant and equipment	2,184,052	2,186,025
使用權資產	Right-of-use assets	592,911	732,655
		87,316,584	98,481,214

綜合財務報表附註

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

49. 來自融資活動之負債之對賬

下表詳細列載本集團來自融資活動之負債之變動(包括現金及非現金變動)。來自融資活動之負債為其現金流量於或未來現金流量將於本集團之綜合現金流量表內分類為融資活動所得現金流量。

49. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

The table below details changes in the Group's liabilities arising from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are those for which cash flows were, or future cash flows will be, classified in the Group's consolidated statement of cash flows as cash flows from financing activities.

		應付關聯方款項	應付非控股權益款項	租賃負債	銀行及其他借貸	優先票據	超短期融資券	中期票據	應付利息 (已列入 應付賬款及 其他應付賬項)	應付股息	總計
		Amounts due to related parties	Amounts due to non- controlling interests	Lease liabilities	Bank and other borrowings	Senior notes	Super short-term commercial papers	Medium- term notes	Interest payable (included in trade and other payables)	Dividend payable	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
於二零二三年一月一日	At 1 January 2023	53,396,809	14,218,149	7,115,526	150,260,906	13,744,457	-	53,098,024	900,565	-	292,734,436
融資現金流量	Financing cash flows										
— 金融負債所得款項 或償款淨額	— Net proceeds from or repayment of financial liabilities	(5,872,294)	11,258,155	(1,050,797)	7,176,507	-	6,000,000	3,200,000	-	-	20,711,571
— 已付財務成本	— Finance costs paid	(1,210,186)	(799,290)	-	-	(705,589)	-	(1,742,902)	(5,767,898)	-	(10,225,865)
— 已付股息	— Dividend paid	-	(969,410)	-	-	-	-	-	-	(10,578,701)	(11,548,111)
		(7,082,480)	9,489,455	(1,050,797)	7,176,507	(705,589)	6,000,000	1,457,098	(5,767,898)	(10,578,701)	(1,062,405)
已宣派股息	Dividend declared	-	969,410	-	-	-	-	-	-	10,578,701	11,548,111
新租賃	New leases	-	-	631,154	-	-	-	-	-	-	631,154
外幣匯兌	Foreign exchange translation	2,495	7,318	-	807,508	219,058	-	-	71	-	1,036,450
財務費用	Finance charge	1,384,941	799,290	346,354	-	720,072	-	1,632,022	5,676,901	-	10,559,580
因收購附屬公司增加	Increase arising from acquisition of subsidiaries	265,094	3,000	7,839	-	-	-	-	-	-	275,933
因處置附屬公司減少	Decrease arising from disposal of subsidiaries	899,243	-	-	(2,130,726)	-	-	-	-	-	(1,231,483)
其他非現金變動	Other non-cash movements	(578,953)	(6,992,626)	-	-	-	-	-	-	-	(7,571,579)
於二零二三年十二月三十一日	At 31 December 2023	48,287,149	18,493,996	7,050,076	156,114,195	13,977,998	6,000,000	56,187,144	809,639	-	306,920,197

49. 來自融資活動之負債之對賬(續) 49. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES (continued)

		應付關聯方款項	應付非控股權益款項	租賃負債	銀行及其他借貸	優先票據	中期票據	應付利息 (已列入 應付票款及 其他應付賬項)	應付股息	總計
		Amounts due to related parties	Amounts due to non- controlling interests	Lease liabilities	Bank and other borrowings	Senior notes	Medium- term notes	Interest payable (included in trade and other payables)	Dividend payable	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
於二零二二年一月一日	At 1 January 2022	47,622,944	20,874,752	5,802,132	140,068,750	12,575,147	27,330,954	334,071	-	254,608,750
融資現金流量	Financing cash flows									
— 金融負債所得款項或 償款淨額	— Net proceeds from or repayment of financial liabilities	5,468,051	(7,117,053)	(938,840)	6,672,456	-	25,800,000	-	-	29,884,614
— 已付財務成本	— Finance costs paid	(982,153)	(644,722)	-	-	(665,862)	(985,000)	(5,247,542)	-	(8,525,279)
— 已付股息	— Dividend paid	-	(722,189)	-	-	-	-	-	(10,379,329)	(11,101,518)
		4,485,898	(8,483,964)	(938,840)	6,672,456	(665,862)	24,815,000	(5,247,542)	(10,379,329)	10,257,817
已宣派股息	Dividend declared	-	722,189	-	-	-	-	-	10,379,329	11,101,518
新租賃	New Leases	-	-	1,941,479	-	-	-	-	-	1,941,479
外幣匯兌	Foreign exchange translation	982,957	76,173	-	3,326,475	1,148,381	-	191,237	-	5,725,223
財務費用	Finance charge	1,454,628	644,722	295,034	-	686,791	952,070	5,622,799	-	9,656,044
因收購附屬公司增加	Increase arising from acquisition of subsidiaries	(1,895,226)	5,621,197	15,721	1,321,045	-	-	-	-	5,062,737
因處置附屬公司減少	Decrease arising from disposal of subsidiaries	825,608	(213,309)	-	(1,127,820)	-	-	-	-	(515,521)
增購一間附屬公司權益	Acquisition of additional interest in a subsidiary	-	222,389	-	-	-	-	-	-	222,389
部份出售一間附屬公司而沒有 喪失控制權	Partial disposal of a subsidiary without loss of control	-	(5,246,000)	-	-	-	-	-	-	(5,246,000)
其他非現金變動	Other non-cash movements	(80,000)	-	-	-	-	-	-	-	(80,000)
於二零二二年十二月三十一日	At 31 December 2022	53,396,809	14,218,149	7,115,526	150,260,906	13,744,457	53,098,024	900,565	-	292,734,436

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

50. 關連人士交易

(A) 與中國華潤及其附屬公司（「中國華潤集團」）的重大交易

年內，除另所披露者外，本集團已進行以下重大關連人士交易：

50. RELATED PARTY TRANSACTIONS

(A) SIGNIFICANT TRANSACTIONS WITH CRCL AND ITS SUBSIDIARIES (THE "CRCL GROUP")

During the year, other than those disclosed elsewhere, the Group had entered into the following significant related party transactions:

		2023	2022	
		人民幣千元	人民幣千元	
		RMB'000	RMB'000	
(i)	來自以下人士的租金及 許用服務收入：			
	同系附屬公司	441,474	478,601	
	中間控股公司	14,037	1,991	
	最終控股公司	10,162	9,820	
	合營企業及聯營公司	247,166	248,641	
		712,839	739,053	
(ii)	來自以下人士的建築、裝修 服務及其他收入：			
	同系附屬公司	588,868	602,940	
	中間控股公司	15,516	64,804	
	最終控股公司	4,508	3,089	
	合營企業 聯營公司	1,531,961	1,560,598	
		316,690	531,638	
		2,457,543	2,763,069	
(iii)	來自華網數據科技(廣州)有限 公司的營銷服務收入	Marketing services income from Huawang Data Technology (Guangzhou) Co., Ltd.	113,790	57,091
(iv)	支付華網數據科技(廣州)有限 公司的平台服務費用	Platform services expenses to Huawang Data Technology (Guangzhou) Co., Ltd.	178,778	115,322
(v)	向同系附屬公司購買建材	Purchase of construction materials from fellow subsidiaries	174,013	66,911
(vi)	向同系附屬公司採購信息化 服務及產品費用	Procurement of IT services and products from fellow subsidiaries	294,057	176,519

50. 關連人士交易 (續)

(A) 與中國華潤及其附屬公司 (「中國華潤集團」) 的重大交易 (續)

- (vii) 與珠海華潤銀行股份有限公司 (「華潤銀行」) 及華潤深國投信託有限公司 (「華潤信託」) (本集團同系附屬公司) 之戰略合作協議

於二零二三年十二月三十一日，現金及銀行結存包括本集團於華潤銀行的存款人民幣2,998,361,000元 (二零二二年：人民幣2,662,084,000元)。上述存款按現行存款利率介乎年利0.20%至3.58% (二零二二年：0.30%至3.20%) 計息。於截至二零二三年十二月三十一日止年度，該等存款產生之利息收入總額為人民幣48,633,000元 (二零二二年：人民幣88,497,000元)。

於二零二三年及二零二二年十二月三十一日，本集團概無來自華潤信託之借貸。

(viii) 中國華潤集團內部資金拆借

截至二零二三年十二月三十一日止年度，本集團並無自中國華潤集團提取新貸款 (二零二二年：人民幣5,286,544,000元，年利率為1.72%至3.70%)。截至二零二三年十二月三十一日止年度來自中國華潤集團的借款產生的利息費用總額為人民幣228,118,000元 (二零二二年：人民幣341,962,000元)。於二零二三年十二月三十一日應付中國華潤集團的金額為人民幣7,249,792,000元 (二零二二年：人民幣12,933,880,000元)。

50. RELATED PARTY TRANSACTIONS (continued)

(A) SIGNIFICANT TRANSACTIONS WITH CRCL AND ITS SUBSIDIARIES (THE "CRCL GROUP") (continued)

- (vii) Strategic cooperation agreement with Zhuhai China Resources Bank Co., Ltd. ("CR Bank") and China Resources SZITIC Trust Co., Ltd. ("CR Trust"), fellow subsidiaries of the Group

As at 31 December 2023, cash and bank balances include deposits of RMB2,998,361,000 (2022: RMB2,662,084,000), made by the Group to CR Bank. The said deposits carry interest at prevailing deposit rates which range from 0.20% to 3.58% (2022: 0.30% to 3.20%) per annum. The aggregate interest income arising from such deposits amounted to RMB48,633,000 during the year ended 31 December 2023 (2022: RMB88,497,000).

As at 31 December 2023 and 2022, no borrowings of the Group had been raised from CR Trust.

(viii) Intra-group lending with CRCL Group

During the year ended 31 December 2023, the Group did not draw new loan from CRCL Group (2022: RMB5,286,544,000 with interest rates ranging from 1.72% to 3.70% per annum). The aggregate interest expenses arising from borrowings from the CRCL Group were RMB228,118,000 for the year ended 31 December 2023 (2022: RMB341,962,000). The amount due to the CRCL Group as at 31 December 2023 was RMB7,249,792,000 (2022: RMB12,933,880,000).

50. 關連人士交易(續)

(A) 與中國華潤及其附屬公司(「中國華潤集團」)的重大交易(續)

- (ix) 與華潤燃氣集團及華潤生命科學集團訂立的境內框架貸款

於截至二零二二年十二月三十一日止年度，本集團向華潤燃氣集團出借人民幣2,000,000,000元，年利率為3.10%。於截至二零二三年十二月三十一日止年度，來自華潤燃氣集團的利息收入總額為人民幣773,000元(二零二二年：人民幣689,000元)。該款項已於二零二三年悉數結算。

於截至二零二三年十二月三十一日止年度，本集團向華潤生命科學集團出借人民幣160,000,000元，年利率為2.65%。於截至二零二三年十二月三十一日止年度，來自華潤生命科學集團的利息收入總額為人民幣811,000元(二零二二年：無)。於二零二三年十二月三十一日，應收華潤生命科學集團款項為人民幣160,000,000元(二零二二年：無)。

- (x) 收購華潤置地(昆山)發展有限公司49%股權

於二零二三年十二月四日，本公司一間間接全資附屬公司華潤商業資產控股有限公司以總代價人民幣982,940,000元(不包括最高額資金佔用費)從深圳市潤鑫一號投資合夥企業(有限合夥)(「深圳合夥」)收購了華潤置地(昆山)發展有限公司全部註冊資本的49%。於二零二三年十二月三十一日，應付深圳合夥款項為人民幣688,058,000元。

50. RELATED PARTY TRANSACTIONS (continued)

(A) SIGNIFICANT TRANSACTIONS WITH CRCL AND ITS SUBSIDIARIES (THE "CRCL GROUP") (continued)

- (ix) Onshore framework loan with CR Gas Group and CR Life Science Group

During the year ended 31 December 2022, the Group lent RMB2,000,000,000 to CR Gas Group with interest rate of 3.10% per annum. The aggregate interest income from the CR Gas Group were RMB773,000 for the year ended 31 December 2023 (2022: RMB689,000). The amount was fully settled in 2023.

During the year ended 31 December 2023, the Group lent RMB160,000,000 to CR Life Science Group with interest rate of 2.65% per annum. The aggregate interest income from CR Life Science Group were RMB811,000 for the year ended 31 December 2023 (2022: Nil). The amount due from CR Life Science Group as at 31 December 2023 was RMB160,000,000 (2022: Nil).

- (x) Acquisition of 49% equity interests in China Resources Land (Kunshan) Development Company Limited

On 4 December 2023, China Resources Commercial Assets Holdings Limited, an indirect wholly-owned subsidiary of the Company, purchased 49% of the entire registered capital of China Resources Land (Kunshan) Development Company Limited from Shenzhen Runxin No.1 Investment Partnership Enterprise (Limited Partnership) ("SZ Partnership") for a total consideration of approximately RMB982,940,000 (excluding maximum capital occupancy fee). The amount due to SZ Partnership as at 31 December 2023 was RMB688,058,000.

50. 關連人士交易 (續)

(B) 向若干合營企業及聯營公司提供有關其借貸之擔保

於二零二三年十二月三十一日，本集團分別就本集團若干合營企業及聯營公司之借貸向彼等提供擔保，擔保額分別為人民幣19,007,000,000元（二零二二年：人民幣16,737,000,000元）及人民幣3,457,000,000元（二零二二年：人民幣3,664,000,000元），乃根據本集團於合營企業及聯營公司之股權比例而作出。

財務擔保合約按預期信貸虧損撥備及初次確認金額減已確認收入累計金額兩者較高者計量。本集團評估財務擔保之初次確認公平值以及年內預期信貸虧損撥備金額並不重大。

(C) 主要管理人員之酬金

本公司執行董事及本集團其他主要管理人員於年內之薪酬如下：

50. RELATED PARTY TRANSACTIONS (continued)

(B) PROVISION OF GUARANTEES TO CERTAIN JOINT VENTURES AND ASSOCIATES RELATED TO THEIR BORROWINGS

As at 31 December 2023, the Group provided guarantees of RMB19,007 million (2022: RMB16,737 million) and RMB3,457 million (2022: RMB3,664 million) to certain joint ventures and associates of the Group related to their borrowings, respectively, based on the Group's proportion of equity interests in the joint ventures and associates.

Financial guarantee contracts are measured at the higher of the ECL allowance and the amount initially recognised less the cumulative amount of income recognised. The Group assessed that the fair value at initial recognition of the financial guarantees and the ECL allowance during the year were not significant.

(C) COMPENSATION OF KEY MANAGEMENT PERSONNEL

The remuneration of executive directors of the Company and other members of the key management of the Group during the year is as follows:

		2023	2022
		人民幣千元 RMB'000	人民幣千元 RMB'000
短期僱員福利	Short-term employee benefits	66,187	44,989
離職後福利	Post-employment benefits	2,066	1,195
		68,253	46,184

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51. 附屬公司、合營企業與聯營公司

(A) 以下為於二零二三年及二零二二年十二月三十一日的主要附屬公司詳情，而本公司董事認為該等附屬公司主要影響本集團的業績、資產或負債。董事認為，提供其他附屬公司的詳情會導致資料過於冗長。

51. SUBSIDIARIES, JOINT VENTURES AND ASSOCIATES

(A) The following are particulars of the principal subsidiaries at 31 December 2023 and 2022 which, in the opinion of the directors of the Company, principally affected the results, assets or liabilities of the Group. To give details of other subsidiaries would, in the opinion of the directors, result in particulars of excessive length.

附屬公司名稱 Name of subsidiary	已發行股本/ 實收股本之面值 Nominal value of issued share capital/ paid-up capital	於十二月三十一日 由本集團持有之已發行股本之 面值比例 Proportion of nominal value of issued share capital held by the Group as at 31 December		主要業務 Principal activities
		2023	2022	
華潤置地(重慶)有限公司 (附註ii)(Note ii)	港幣 1,487,573,115 元 HK\$1,487,573,115	100%	100%	物業投資及發展 Property investment and development
華潤建築有限公司 (附註i)(Note i)	人民幣 1,200,000,000 元 RMB1,200,000,000	100%	100%	建築 Construction
華潤(深圳)有限公司 (附註ii)(Note ii)	港幣 6,400,000,000 元 HK\$6,400,000,000	100%	100%	物業投資及發展 Property investment development
成都華潤置地驛都房地產有限公司 (附註i)(Note i)	人民幣 1,380,000,000 元 RMB1,380,000,000	100%	100%	物業投資及發展 Property investment and development
華潤置地(南昌)開發有限公司 (附註i)(Note i)	人民幣 1,100,500,000 元 RMB1,100,500,000	100%	100%	物業發展 Property development
昆明華潤置地三聯置業有限公司 (附註i)(Note i)	人民幣 3,376,160,258 元 RMB3,376,160,258	60%	60%	物業投資及發展 Property investment and development

51. 附屬公司、合營企業與聯營公司
(續)
(A) (續)

51. SUBSIDIARIES, JOINT VENTURES AND
ASSOCIATES (continued)
(A) (continued)

附屬公司名稱 Name of subsidiary	已發行股本/ 實收股本之面值 Nominal value of issued share capital/ paid-up capital	於十二月三十一日 由本集團持有之已發行股本之 面值比例 Proportion of nominal value of issued share capital held by the Group as at 31 December		主要業務 Principal activities
		2023	2022	
深圳市筍崗華潤置地發展有限公司 (附註 i) (Note i)	人民幣 2,900,000,000 元 RMB2,900,000,000	70%	70%	物業投資及發展 Property investment and development
御江軒(武漢)房地產開發有限公司 (附註 i 及 iv) (Note i and iv)	人民幣 10,000,000 元 RMB10,000,000	100%	–	物業發展 Property development
深圳市潤昇房地產有限公司 (附註 i) (Note i)	人民幣 1,036,652,605 元 RMB1,036,652,605	60%	60%	物業投資及發展 Property investment and development
北京興翊置業有限公司 (附註 i) (Note i)	人民幣 3,425,000,000 元 RMB3,425,000,000	60%	60%	物業發展 Property development
北京毓錦置業有限公司 (附註 i) (Note i)	人民幣 2,247,500,000 元 RMB2,247,500,000	58%	58%	物業發展 Property development
惠州市潤衡房地產有限公司 (附註 i) (Note i)	人民幣 1,016,950,000 元 RMB1,016,950,000	100%	100%	物業發展 Property development
鄭州啟潤房地產開發有限公司 (附註 iii) (Note iii)	人民幣 4,068,000,000 元 RMB4,068,000,000	65%	65%	物業投資及發展 Property investment and development
北京順和潤致置業有限公司 (附註 i) (Note i)	人民幣 8,500,000,000 元 RMB8,500,000,000	50%	50%	物業投資及發展 Property investment and development

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51. 附屬公司、合營企業與聯營公司 (續) (A) (續)

51. SUBSIDIARIES, JOINT VENTURES AND ASSOCIATES (continued) (A) (continued)

附屬公司名稱 Name of subsidiary	已發行股本/ 實收股本之面值 Nominal value of issued share capital/ paid-up capital	於十二月三十一日 由本集團持有之已發行股本之 面值比例 Proportion of nominal value of issued share capital held by the Group as at 31 December		主要業務 Principal activities
		2023	2022	
南京潤璽房地產開發有限公司 (附註iii)(Note iii)	人民幣7,800,000,000元 RMB7,800,000,000	55%	55%	物業投資及發展 Property investment and development
義烏市潤隆商業管理有限公司 (附註i)(Note i)	人民幣4,200,000,000元 RMB4,200,000,000	95%	95%	物業投資及發展 Property investment and development
華潤置地(深圳)有限公司 (附註ii)(Note ii)	港幣3,000,000,000元 HK\$3,000,000,000	100%	100%	物業投資及發展 Property investment and development
西安奧體中心控股有限公司 (附註i)(Note i)	人民幣1,500,000,000元 RMB1,500,000,000	70%	70%	物業發展及管理 Property development and management

附註：

- (i) 該附屬公司乃一家於中國內地成立及經營之內資企業。
- (ii) 該附屬公司乃一家於中國內地成立及經營之外商獨資企業。
- (iii) 該附屬公司乃一家於中國內地成立及經營之中外合資企業。
- (iv) 該附屬公司於本財政年度成立/收購。

Notes:

- (i) The subsidiary is a domestic enterprise established and operating in Chinese Mainland.
- (ii) The subsidiary is a wholly-foreign-owned enterprise established and operating in Chinese Mainland.
- (iii) The subsidiary is a sino-foreign-owned enterprise established and operating in Chinese Mainland.
- (iv) The subsidiary is established/acquired in the current financial year.

51. 附屬公司、合營企業與聯營公司 (續)

(B) 擁有重大非控股權益的非全資附屬公司的詳情

下表列示本集團擁有重大非控股權益的非全資附屬公司詳情：

附屬公司名稱 Name of subsidiaries	註冊成立地點及主要營業地點 Place of incorporation and principal place of business	非控股權益持有之 已發行普通股本/實收股本之 擁有權比例		分配予非控股權益的溢利		累計非控股權益	
		Proportion of ownership of issued ordinary share capital/ paid-up capital held by non-controlling interests		Profit allocated to non-controlling interests		Accumulated non-controlling interests	
		2023	2022	2023	2022	2023	2022
				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
		%	%				
佳場投資有限公司(「佳場投資」) Best Scene Investments Limited ("Best Scene")	英屬處女群島 BVI	45	45	309,740	275,687	3,682,239	3,500,939
北京順和潤致置業有限公司 (「順和潤致」)	中國 PRC	50	50	566,733	77,202	4,879,201	4,312,469
傑庭有限公司(「傑庭」) Brilliant Palace Investment Limited ("Brilliant Palace")	英屬處女群島 BVI	40	40	399,564	586,960	3,878,938	3,582,438
擁有非控股權益的個別非重大附屬公司 Individually immaterial subsidiaries with non-controlling interests				4,662,354	3,338,047	106,841,493	86,264,135
				5,938,391	4,277,896	119,281,871	97,659,981

51. SUBSIDIARIES, JOINT VENTURES AND ASSOCIATES (continued)

(B) Details of non-wholly-owned subsidiaries that have material non-controlling interests

The table below shows details of non-wholly-owned subsidiaries of the Group that have material non-controlling interests:

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

51. 附屬公司、合營企業與聯營公司 (續)

(B) 擁有重大非控股權益的非全資附屬公司的詳情 (續)

有關本集團擁有重大非控股權益的附屬公司的財務資料概要載列如下。以下財務資料概要為集團內公司間抵銷前的金額。

51. SUBSIDIARIES, JOINT VENTURES AND ASSOCIATES (continued)

(B) Details of non-wholly-owned subsidiaries that have material non-controlling interests (continued)

Summarised financial information in respect of subsidiaries of the Group that have material non-controlling interests is set out below. The summarised financial information below represents amounts before intragroup eliminations.

		佳場投資 Best Scene		順和潤致		傑庭 Brilliant Palace	
		2023	2022	2023	2022	2023	2022
		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
非流動資產	Non-current assets	9,486,107	9,036,905	1,900,507	1,681,906	10,981,386	10,611,140
流動資產	Current assets	1,853,282	1,797,656	9,822,176	12,419,311	2,284,525	1,941,635
流動負債	Current liabilities	(1,629,680)	(1,677,182)	(1,956,932)	(5,076,307)	(1,350,403)	(1,493,271)
非流動負債	Non-current liabilities	(1,526,956)	(1,377,515)	(7,349)	(399,972)	(2,218,164)	(2,103,410)
本公司擁有人應佔權益	Equity attributable to owners of the Company	4,500,514	4,278,925	4,879,201	4,312,469	5,818,406	5,373,656
非控股權益	Non-controlling interests	3,682,239	3,500,939	4,879,201	4,312,469	3,878,938	3,582,438
營業額	Revenue	955,090	938,580	6,969,671	807,023	1,721,477	1,497,919
本公司擁有人應佔溢利	Profit attributable to owners of the Company	378,571	336,950	566,733	77,202	599,346	880,440
非控股權益應佔溢利	Profit attributable to non-controlling interests	309,740	275,687	566,733	77,202	399,564	586,960
年內溢利	Profit for the year	688,311	612,637	1,133,466	154,404	998,910	1,467,400
本公司擁有人應佔全面收益總額	Total comprehensive income attributable to owners of the Company	384,700	377,491	566,733	77,202	621,450	1,030,603
非控股權益應佔全面收益總額	Total comprehensive income attributable to non-controlling interests	314,755	308,856	566,733	77,202	414,300	687,068
年內全面收益總額	Total comprehensive income for the year	699,455	686,347	1,133,466	154,404	1,035,750	1,717,671
營運活動所得現金淨額	Net cash generated from operating activities	154,210	247,443	2,538,672	3,834,824	847,420	688,181
投資活動所得/(所用)現金淨額	Net cash generated from/(used in) investing activities	358,172	(110,191)	(2,223,927)	(4,048,976)	399,395	(785,100)
融資活動所用現金淨額	Net cash used in financing activities	(676,333)	(236,820)	(338,437)	307,137	(791,260)	-

51. 附屬公司、合營企業與聯營公司 (續)

- (C) 下表列示本集團的合營企業，而本公司董事認為該等合營企業主要影響年內業績或佔本集團資產淨值的重大部分。本公司董事認為提供其他合營企業之詳情會導致資料過於冗長。

51. SUBSIDIARIES, JOINT VENTURES AND ASSOCIATES (continued)

- (C) The table below lists the joint ventures of the Group which, in the opinion of the directors of the Company, principally affected the results of the year or form a substantial portion of the net assets of the Group. To give details of other joint ventures would, in the opinion of the directors of the Company, result in particulars of excessive length.

合營企業名稱 Name of joint venture	於十二月三十一日 本集團間接持有應佔權益 Attributable interest indirectly held by the Group as at 31 December		主要業務 Principal activities
	2023	2022	
Dragon Rider Development Ltd (附註iv及vi)(Notes iv and vi)	45%	–	物業發展 Property development
上海通益置業有限公司(附註i)(Note i)	50%	50%	物業投資及發展 Property investment and development
華潤置地森馬實業(溫州)有限公司 (附註ii)(Note ii)	50%	50%	物業投資及發展 Property investment and development
吉富企業有限公司(附註iii)(Note iii)	50%	50%	投資控股 Investment holding
上海富浦濱江開發建設投資有限公司 (附註ii及v)(Notes ii and v)	51%	51%	物業投資及發展 Property investment and development
上海華筵房地產開發有限公司 (附註ii)(Note ii)	50%	50%	物業投資及發展 Property investment and development
寧波軌道交通華潤置地有限公司 (附註ii及v)(Notes ii and v)	51%	51%	物業發展 Property development
南京華鐸房地產開發有限公司(附註ii)(Note ii)	50%	50%	物業投資及發展 Property investment and development
北京洺潤置業有限公司(附註ii)(Note ii)	50%	50%	物業發展 Property development

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51. 附屬公司、合營企業與聯營公司 (續) (C) (續)

51. SUBSIDIARIES, JOINT VENTURES AND ASSOCIATES (continued) (C) (continued)

合營企業名稱 Name of joint venture	於十二月三十一日 本集團間接持有應佔權益 Attributable interest indirectly held by the Group as at 31 December		主要業務 Principal activities
	2023	2022	
上海潤泓盛房地產開發有限公司(附註ii)(Note ii)	40%	40%	物業投資及發展 Property investment and development
北京瀧潤置業有限公司(附註ii)(Note ii)	50%	50%	物業發展 Property development
深圳市湖貝順潤投資有限公司 (附註ii及v)(Notes ii and v)	60%	60%	物業發展 Property development
合肥潤琥房地產開發有限公司(附註ii)(Note ii)	50%	50%	物業發展 Property development
北京順恆遠泰置業有限公司 (附註ii及vii)(Note ii and vii)	49%	—	物業發展 Property development

附註：

- (i) 該合營企業乃一間於中國內地成立及經營之中外合資合營企業。
- (ii) 該合營企業乃一間於中國內地成立及經營之內資企業。
- (iii) 該合營企業乃於香港註冊成立及經營。
- (iv) 該合營企業乃一間於英屬處女島註冊成立及香港經營企業。
- (v) 本集團已按合同約定分享一項安排的控制權，即當有關活動的決定需要分享控制權的各方一致同意時，則該公司在年度結算日入賬列作一間合營企業。
- (vi) 於二零二三年，本集團以注資方式收購Dragon Rider Development Ltd 45%權益，其中55%權益由一間中間控股公司華潤(集團)有限公司持有。
- (vii) 該合營企業於本財政年度成立/收購。

Notes:

- (i) The joint venture is a sino-foreign-owned enterprise established and operating in Chinese Mainland.
- (ii) The joint ventures is a domestic enterprise established and operating in Chinese Mainland.
- (iii) The joint venture is incorporated and operating in Hong Kong.
- (iv) The joint venture is a wholly-foreign owned enterprise established in BVI and operating in Hong Kong.
- (v) The company is accounted for as joint venture as at the year end date as the Group has contractually agreed the sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control.
- (vi) In 2023, the Group acquired 45% interest in Dragon Rider Development Ltd by capital injection and 55% interest of which is held by an intermediate holding company, China Resources (Holding) Company Limited.
- (vii) The joint venture is established/acquired in the current financial year.

51. 附屬公司、合營企業與聯營公司 (續)

(D) 下表列示本集團的聯營公司，而本公司董事認為該等聯營公司主要影響年內業績或佔本集團資產淨值的重大部分。本公司董事認為提供其他聯營公司之詳情會導致資料過於冗長。

51. SUBSIDIARIES, JOINT VENTURES AND ASSOCIATES (continued)

(D) The table below lists the associates of the Group which, in the opinion of the directors of the Company, principally affected the results of the year or form a substantial portion of the net assets of the Group. To give details of other associates would, in the opinion of the directors of the Company, result in particulars of excessive length.

聯營公司名稱 Name of associate	於十二月三十一日 本集團間接持有應佔權益 Attributable interest indirectly held by the Group as at 31 December		主要業務 Principal activities
	2023	2022	
上海華泓尚隆房地產開發有限公司 (附註i)(Note i)	50%	50%	物業發展 Property development
杭州地鐵武林置業有限公司(附註i)(Note i)	45%	45%	物業投資及發展 Property investment and development
南京潤茂置業有限公司(附註i)(Note i)	28%	28%	物業發展 Property development
杭州保泓房地產開發有限公司 (附註i及iii)(Notes i and iii)	18%	18%	物業發展 Property development
鄂州華泓鉅晟房地產開發有限公司 (附註i)(Note i)	50%	50%	物業發展 Property development
廣州市潤意房地產開發有限公司 (附註i)(Note i)	50%	50%	物業發展 Property development
惠州市利華房地產有限公司(附註i)(Note i)	33%	33%	物業投資及發展 Property investment and development
揭陽祥譽實業投資有限公司(附註i)(Note i)	50%	50%	物業發展 Property development
中華企業股份有限公司(附註i)(Note i)	7%	7%	投資控股 Investment holding
保定首開潤怡房地產開發有限公司 (附註i)(Note i)	50%	50%	物業發展 Property development
北京潤和信通房地產開發有限公司 (附註i)(Note i)	50%	50%	物業投資及發展 Property investment and development
深圳市創勇企業管理有限公司(附註i)(Note i)	25%	25%	物業發展 Property development

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51. 附屬公司、合營企業與聯營公司 (續) (D) (續)

51. SUBSIDIARIES, JOINT VENTURES AND ASSOCIATES (continued) (D) (continued)

聯營公司名稱 Name of associate	於十二月三十一日 本集團間接持有應佔權益 Attributable interest indirectly held by the Group as at 31 December		主要業務 Principal activities
	2023	2022	
深圳市礦潤房地產開發有限公司 (附註 i) (Note i)	49%	49%	物業發展 Property development
北京華南大廈有限公司(附註 i) (Note i)	27%	27%	物業投資及管理 Property investment and management
鄭州隆順置業有限公司(附註 i) (Note i)	50%	50%	物業發展 Property development
青島青鐵潤達智能設備有限公司(附註 i) (Note i)	34%	34%	物業發展 Property development
上海士林置業有限公司(附註 i) (Note i)	30%	30%	物業投資及發展 Property investment and development
北京合力運興置業有限公司 (附註 i) (Note i)	49%	49%	物業發展 Property development
華夏基金華潤有巢租賃住房封閉式基礎設施證券 投資基金(附註 iv) (Note iv)	34%	34%	物業投資及物業管理 Property investment and management
北京興曄置業有限公司 (附註 i) (Note i)	42%	42%	物業發展 Property development
杭州鐸翎置業有限公司 (附註 i 及 ii) (Notes i and ii)	40%	—	物業發展 Property development
深圳市豐明房地產開發有限公司 (附註 i 及 ii) (Notes i and ii)	20%	—	物業發展 Property development
成都潤玥環房地產開發有限公司 (附註 i 及 ii) (Notes i and ii)	49%	—	物業發展 Property development
成都華睿聯弘房地產開發有限公司 (附註 i 及 ii) (Notes i and ii)	49%	—	物業發展 Property development
蘇州鐸景創盛置業有限公司 (附註 i 及 ii) (Notes i and ii)	49%	—	物業發展 Property development

51. 附屬公司、合營企業與聯營公司 (續) (D) (續)

附註：

- (i) 該聯營公司為一家於中國內地成立及經營之內資企業。
- (ii) 該聯營公司乃於本財政年度成立／收購。
- (iii) 由於本集團有權委任董事加入該公司的董事會且可對該公司施行重大影響，該公司於年度結算日入賬列作一間聯營公司。
- (iv) 該基金於上海證券交易所發行。

52. 資本風險管理

本集團管理資本以確保本集團各實體可以持續經營，並通過優化債務及權益結餘為股東帶來最大回報。本集團之整體策略與上年度保持一致。

本集團之資本架構包括淨債務（包括於附註36披露之銀行及其他借貸、於附註37披露之優先票據、於附註38披露之超短期融資券以及於附註39披露之中期票據，扣除現金及銀行結存）、應付關聯方款項、應付非控股權益款項以及本公司擁有人應佔權益（包括已發行股本、其他儲備及永續資本工具）。

本公司董事定期檢討資本架構。於檢討時，董事考慮資本成本及與各資本類別相關之風險。根據董事之建議，本集團將透過支付股息、發行新股、購回股份及發行新債務或贖回現有債務，平衡整體資本架構。

51. SUBSIDIARIES, JOINT VENTURES AND ASSOCIATES (continued) (D) (continued)

Notes:

- (i) The associate is a domestic enterprise established and operating in Chinese Mainland.
- (ii) The associate is established/acquired in the current financial year.
- (iii) The company is accounted for as an associate as at year end date as the Group has the right to appoint director(s) for the board of the company and is able to exercise significant influence over the company.
- (iv) The fund was issued in Shanghai Stock Exchange.

52. 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 the prior year.

The capital structure of the Group consists of net debts, which include the bank and other borrowings disclosed in note 36, the senior notes disclosed in note 37, the super short-term commercial papers disclosed in note 38 and the medium-term notes disclosed in note 39, net of cash and bank balances, amount due to related parties, amounts due to non-controlling interests and equity attributable to owners of the Company, comprising issued share capital, and other reserves and perpetual capital instrument.

The directors of the Company review the capital structure on a regular basis. As part of this review, the directors consider the cost of capital and the risks associated with each class of capital. Based on recommendations of the directors, the Group will balance its overall capital structure through the payment of dividends, new share issues and share buy-backs as well as the issue of new debts or the redemption of existing debts.

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

53. 財務風險管理 金融工具之類別

53. FINANCIAL RISK MANAGEMENT CATEGORIES OF FINANCIAL INSTRUMENTS

於二零二三年十二月三十一日

As at 31 December 2023

金融資產	Financial assets	按公平值計入 損益之金融資產	指定為透過其他 全面收益按公平值 列賬之金融資產	按攤銷成本列賬 之金融資產	總計
		Financial assets at FVPL	Financial assets designated at FVOCI	Financial assets at amortised cost	
		強制計量為 Mandatorily measured as such	股本工具 Equity instruments		
		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
指定為透過其他全面收益 按公平值列賬之股本工具	Equity instruments designated at FVOCI	-	1,043,560	-	1,043,560
定期存款	Time deposits	-	-	4,255,863	4,255,863
應收賬款及其他應收賬項	Trade and other receivables	-	-	15,947,145	15,947,145
應收關聯方款項	Amount due from related parties	-	-	38,453,894	38,453,894
應收非控股權益款項	Amounts due from non-controlling interests	-	-	43,880,243	43,880,243
按公平值計入損益之金融資產	Financial assets at FVPL	3,001,429	-	-	3,001,429
衍生金融工具	Derivative financial instruments	10,415	-	-	10,415
現金及銀行結存	Cash and bank balances	-	-	114,340,443	114,340,443
		3,011,844	1,043,560	216,877,588	220,932,992

金融負債	Financial liabilities	按公平值 計入損益之 金融負債	按攤銷成本 列賬之金融負債	總計
		Financial liabilities at FVPL	Financial liabilities at amortised cost	
		人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000
應付賬款及其他應付賬項內的 金融負債	Financial liabilities included in trade and other payables	-	122,101,099	122,101,099
應付關聯方款項	Amounts due to related parties	-	48,287,149	48,287,149
應付非控股權益款項	Amounts due to non-controlling interests	-	18,493,996	18,493,996
租賃負債	Lease liabilities	-	7,050,076	7,050,076
銀行及其他借貸	Bank and other borrowings	-	156,114,195	156,114,195
優先票據	Senior notes	-	13,977,998	13,977,998
超短期融資券	Super short-term commercial papers	-	6,000,000	6,000,000
中期票據	Medium-term notes	-	56,187,144	56,187,144
長期應付款項	Long-term payables	-	4,371,525	4,371,525
按公平值計入損益之金融負債	Financial liabilities at FVPL	335,156	-	335,156
		335,156	432,583,182	432,918,338

53. 財務風險管理 (續)

金融工具之類別 (續)

於二零二二年十二月三十一日

53. FINANCIAL RISK MANAGEMENT (continued) CATEGORIES OF FINANCIAL INSTRUMENTS (continued)

As at 31 December 2022

		按公平值 計入損益之 金融資產	指定為 透過其他全面 收益按公平值 列賬之金融資產	按攤銷成本 列賬之金融資產	總計
		Financial assets at FVPL	Financial assets designated at FVOCI	Financial assets at amortised cost	Total
		強制計量為 Mandatorily measured as such	股本工具 Equity instruments		
		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
金融資產	Financial assets				
指定為透過其他全面收益 按公平值列賬之股本工具	Equity instruments designated at FVOCI	–	1,074,060	–	1,074,060
定期存款	Time deposits	–	–	2,558,608	2,558,608
應收賬款及其他應收賬項	Trade and other receivables	–	–	18,514,458	18,514,458
應收關聯方款項	Amount due from related parties	–	–	41,067,883	41,067,883
應收非控股權益款項	Amounts due from non-controlling interests	–	–	29,333,150	29,333,150
按公平值計入損益之 金融資產	Financial assets at FVPL	1,216,801	–	–	1,216,801
現金及銀行結存	Cash and bank balances	–	–	97,467,572	97,467,572
		1,216,801	1,074,060	188,941,671	191,232,532

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53. 財務風險管理(續)

金融工具之類別(續)

於二零二二年十二月三十一日(續)

53. FINANCIAL RISK MANAGEMENT (continued)

CATEGORIES OF FINANCIAL INSTRUMENTS (continued)

As at 31 December 2022 (continued)

		按公平值	按攤銷成本	總計
		計入損益之 金融負債	列賬之金融負債	
		Financial liabilities at FVPL	Financial liabilities at amortised cost	Total
金融負債	Financial liabilities	人民幣千元 RMB'000	人民幣千元 RMB'000	人民幣千元 RMB'000
應付賬款及其他應付賬項內的 金融負債	Financial liabilities included in trade and other payables	–	130,048,819	130,048,819
應付關聯方款項	Amounts due to related parties	–	53,396,809	53,396,809
應付非控股權益款項	Amounts due to non-controlling interests	–	14,218,149	14,218,149
租賃負債	Lease liabilities	–	7,115,526	7,115,526
銀行及其他借貸	Bank and other borrowings	–	150,260,906	150,260,906
優先票據	Senior notes	–	13,744,457	13,744,457
中期票據	Medium-term notes	–	53,098,024	53,098,024
按公平值計入損益之金融負債	Financial liabilities at FVPL	390,860	–	390,860
衍生金融工具	Derivative financial instruments	212,742	–	212,742
		603,602	421,882,690	422,486,292

53. 財務風險管理 (續)

財務風險管理目標及政策

本集團的主要金融工具包括按公平值計入損益之金融資產、應收賬款及其他應收賬項、定期存款、應收關聯方款項、應收非控股權益款項、指定為透過其他全面收益按公平值列賬之股本工具、衍生金融工具、現金及銀行結存、應付賬款及其他應付賬項、應付關聯方款項、應付非控股權益款項、銀行及其他借貸、按公平值計入損益之金融負債、租賃負債、優先票據、超短期融資券及中期票據。與該等金融工具有關的風險包括市場風險(包括貨幣風險及利率風險)、信貸風險及流動資金風險。管理層管理及監控該等風險，以確保能及時有效地採取適當的措施。

本集團面對之財務風險或管理與釐定風險的方式並無任何改變。

市場風險 貨幣風險

本集團的業務主要以人民幣進行，惟本集團於香港經營之實體(其功能貨幣為人民幣)的若干應付非控股權益款項、應付關聯方款項、應收非控股權益款項、應收關聯方款項、銀行借貸(附註36)、優先票據(附註37)以及現金及現金等值於香港或海外安排並以港幣、美元及英鎊計值除外。本集團通過密切監視匯率變動管理匯率風險。本集團與若干金融機構訂立交叉貨幣掉期合約以減低其貨幣波動風險承擔。

53. FINANCIAL RISK MANAGEMENT (continued)

FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's major financial instruments include financial assets at FVPL, trade and other receivables, time deposits, amount due from related parties, amounts due from non-controlling interests, equity instruments designated at FVOCI, derivative financial instruments, cash and bank balances, trade and other payables, amount due to related parties, amounts due to non-controlling interests, bank and other borrowings, financial liabilities at FVPL, lease liabilities, senior notes, super short-term commercial papers and medium-term notes. The risks associated with these financial instruments include market risk (including currency risk and interest rate risk), credit risk and liquidity risk. Management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

There has been no change to the Group's exposure to financial risks or the manner in which it manages and measures.

Market risk Currency risk

The Group's businesses are principally conducted in RMB, except for certain amounts due to non-controlling interests, amounts due to related parties, amounts due from non-controlling interests, amounts due from related parties, bank borrowings (note 36), senior notes (note 37) and cash and cash equivalents which are arranged in Hong Kong or overseas and denominated in HK\$, US\$ and GBP by the group entities operating in Hong Kong, of which the functional currency is RMB. The Group manages its currency risk by closely monitoring the movements of the currency exchange rates. The Group entered into cross currency swap contracts with certain financial institutions to reduce its exposure to currency fluctuation risk.

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53. 財務風險管理(續)

財務風險管理目標及政策

市場風險(續)
貨幣風險(續)

於各報告期末，本集團以外幣計值之貨幣資產及貨幣負債之賬面值如下：

53. FINANCIAL RISK MANAGEMENT (continued)

FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Market risk (continued)
Currency risk (continued)

The Group's foreign currency denominated monetary assets and monetary liabilities at the end of the respective reporting period and the carrying amounts are as follows:

		2023	2022
		人民幣千元	人民幣千元
		RMB'000	RMB'000
資產	Assets		
於香港的集團實體	Group entities in Hong Kong		
美元	US\$	1,064,217	1,137,910
港幣	HK\$	13,369,381	9,022,748
英鎊	GBP	116,499	59,155
於中國的集團實體	Group entities in the PRC		
港幣	HK\$	–	34,562
美元	US\$	–	951
負債	Liabilities		
於香港的集團實體	Group entities in Hong Kong		
美元	US\$	10,783,565	10,590,088
港幣	HK\$	33,674,847	51,722,905
英鎊	GBP	–	2,532,246

53. 財務風險管理 (續)

財務風險管理目標及政策 (續)

市場風險 (續)
貨幣風險 (續)
敏感度分析

本集團之外幣風險集中於人民幣兌換外幣之波動。

下表詳述本集團對人民幣兌換有關外幣之5% (二零二二年：5%) 之增減之敏感度。所用敏感率指管理層對外匯匯率之合理可能變動之評估。倘人民幣兌換有關外幣升值5% (二零二二年：5%)，下文之正數指年內除稅後溢利增加。就人民幣兌換有關外幣貶值5% (二零二二年：5%) 而言，將對除稅後溢利產生相等及相反影響，而下文結餘將為負數。

53. FINANCIAL RISK MANAGEMENT (continued)

FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Market risk (continued)
Currency risk (continued)
Sensitivity analysis

The Group's foreign currency risk is concentrated on the fluctuation of RMB against foreign currencies.

The following table details the Group's sensitivity to a 5% (2022: 5%) increase and decrease in the RMB against the relevant foreign currencies. The sensitivity rates used represent management's assessment of the reasonably possible change in foreign exchange rates. A positive number below indicates an increase in post-tax profit for the year where RMB strengthens 5% (2022: 5%) against the relevant currencies. For a 5% (2022: 5%) weakening of RMB against the relevant currencies, there would be an equal and opposite impact on the post-tax profit and the balance below would be negative.

		2023	2022
		人民幣千元 RMB'000	人民幣千元 RMB'000
於香港的集團實體 年內溢利	Group entities in Hong Kong Profit for the year	1,248,672	2,280,612
於中國的集團實體 年內虧損	Group entities in the PRC Loss for the year	-	(1,332)

53. 財務風險管理(續)

財務風險管理目標及政策(續)

市場風險(續) 利率風險

就定息銀行及其他借貸、應收關聯方款項、應收非控股權益款項、優先票據、超短期融資券、中期票據、應付非控股權益款項及應付關聯方款項，本集團面臨公平值利率風險。

本集團亦因銀行結存(詳情見附註31)、浮息銀行及其他借貸(詳情見附註36)、應付非控股權益款項及應付關聯方款項而面臨現金流利率風險。本集團的現金流利率風險主要集中於源自本集團港幣、人民幣和英鎊計值借貸的香港銀行同業拆息利率、中國人民銀行的貸款基準利率和英鎊隔夜平均指數的波動。為管理本集團因特定交易而面對之利率波動，本集團可能採用適當衍生金融工具對沖重大風險。

於二零二三年十二月三十一日，倘利率增加/減少50基點，而所有其他變數維持不變，本集團截至二零二三年十二月三十一日止年度稅後溢利會增加/減少人民幣60,805,000元(二零二二年：減少/增加人民幣27,074,000元)。

53. FINANCIAL RISK MANAGEMENT (continued)

FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Market risk (continued) Interest rate risk

The Group is exposed to fair value interest rate risk in relation to fixed-rate bank and other borrowings, amounts due from related parties, amounts due from non-controlling interests, senior notes, super short-term commercial papers, medium-term notes, amounts due to non-controlling interests, amounts due to related parties.

The Group is also exposed to cash flow interest rate risk in relation to bank balances (see note 31 for details), variable-rate bank and other borrowings (see note 36 for details), amounts due to non-controlling interests and amounts due to related parties. The Group's cash flow interest rate risk is mainly concentrated on the fluctuation of Hong Kong Interbank Offered Rate ("HIBOR"), Benchmark Loan Rate of The People's Bank of China and Sterling Overnight Index Average ("SONIA") arising from the Group's HK\$, RMB and GBP denominated borrowings. To manage the Group's exposure to fluctuations in interest rates on specific transactions, appropriate derivative financial instruments may be used to hedge material exposure.

As at 31 December 2023, if interest rates had been 50 basis points higher/lower with all other variables held constant, the Group's post-tax profit for the year ended 31 December 2023 would have been RMB60,805,000 higher/lower (2022: RMB27,074,000 lower/higher).

53. 財務風險管理 (續)

財務風險管理目標及政策 (續)

信貸風險

於二零二三年十二月三十一日，本集團因交易對手方未能履行責任及本集團提供財務擔保而引致財務虧損的最大信貸風險來自：

- 綜合財務狀況表所載各項已確認金融資產之賬面值；及
- 本集團發出之財務擔保（於附註42及50(B)披露）。

為減低信貸風險，本集團管理層已委任一個團隊，專責釐定信貸上限、信貸批核及其他監察程序，以確保採取跟進措施收回逾期之債務。此外，本集團於報告期末檢討各個別應收賬款及其他應收賬項之可收回金額，確保就無法收回之款項作出足夠減值虧損撥備。就此而言，本公司董事認為本集團的信貸風險已大幅降低。

由於交易對手方均為國際信貸評級機構給予高度信貸評級之銀行或中國國有銀行，故銀行存款之信貸風險有限。

除就存放於高信貸評級之若干銀行之流動資金及應收關聯方及非控股權益款項之信貸集中風險外，本集團並無重大信貸集中風險，其指風險分散於若干交易對手方及客戶。

就應收關聯方及非控股權益款項而言，由於該等公司財務狀況穩健，故本公司董事認為信貸風險有限。

53. FINANCIAL RISK MANAGEMENT (continued)

FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Credit risk

As at 31 December 2023, the Group's maximum exposure to credit risk which will cause a financial loss to the Group due to failure to discharge an obligation by the counterparties and financial guarantees provided by the Group arose from:

- the carrying amount of the respective recognised financial assets as stated in the consolidated statement of financial position; and
- the financial guarantees issued by the Group as disclosed in notes 42 and 50(B).

In order to minimise the credit risk, the management of the Group has delegated a team responsible for determination of credit limits, credit approvals and other monitoring procedures to ensure that follow-up action is taken to recover overdue debts. In addition, the Group reviews the recoverable amounts of each individual trade and other receivable at the end of the reporting period to ensure that adequate impairment losses are made for irrecoverable amounts. In this regard, the directors of the Company consider that the Group's credit risk is significantly reduced.

The credit risk on 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 liquid funds which are deposited with several banks with high credit ratings and amounts due from related parties and non-controlling interests, the Group has no significant concentration of credit risk, in which exposure is spread over a number of counterparties and customers.

With respect to the amounts due from related parties and non-controlling interests, the directors of the Company consider the credit risk is limited because they have strong financial positions.

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53. 財務風險管理(續)

財務風險管理目標及政策(續)

信貸風險(續)

關於已預售但發展尚未完成的物業，本集團通常就客戶為購買物業提供資金的按揭貸款借款提供擔保予銀行，金額最高達個別物業的購買價的70%。倘於擔保期內，買方的按揭付款違約，承造按揭的銀行可要求本集團償付未還貸款及有關累計的利息。在此情況下，本集團可沒收已收銷售按金及轉售已收回的物業。故此，本公司董事認為本集團很可能可收回因其作出的擔保產生的任何虧損。本公司董事認為因向物業買方提供的財務擔保而面對的信貸風險屬有限，因為融資有物業為抵押，而物業的市價高於擔保額。就此而言，本公司董事認為本集團的信貸風險已大幅降低。

流動資金風險

在管理流動資金風險時，本集團監控及維持管理層視為充足之現金及現金等值之水平，以便為本集團提供運營資金並減少現金流之波動影響。管理層監控銀行及其他借貸之使用，確保符合貸款契約之規定。有關本集團銀行及其他借貸的貸款契約詳情載於附註36。

下表詳列本集團非衍生金融負債及衍生金融負債之餘下合約期。下表基於本集團須予還款之最早日期按金融負債之未貼現現金流量編製。非衍生金融負債之到期日基於協定還款日期。

53. FINANCIAL RISK MANAGEMENT (continued)

FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Credit risk (continued)

For properties that are presold but development have 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% 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 directors of the Company consider the Group would likely recover any loss incurred arising from the guarantee by it. The directors of the Company consider 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.

Liquidity risk

In the management of liquidity risk, the Group monitors and maintains a level of cash and cash equivalents deemed adequate by management to finance the Group's operations and mitigate the effects of fluctuations in cash flows. Management monitors the utilisation of bank and other borrowings and ensures compliance with loan covenants. Details of the loan covenants on the Group's bank and other borrowings are set out in note 36.

The following tables detail the Group's remaining contractual maturity for its non-derivative financial liabilities and derivative financial liabilities. The tables have 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 maturity dates for non-derivative financial liabilities are based on the agreed repayment dates.

53. 財務風險管理 (續)

財務風險管理目標及政策 (續)

流動資金風險 (續)

該表包括利息及本金現金流出。倘利息流為浮動利率，則未貼現金額乃參考本集團於報告期末之浮息金融負債之香港銀行同業拆息利率、中國人民銀行的貸款基準利率和英鎊隔夜平均指數所得之加權平均利率而計算得出。

53. FINANCIAL RISK MANAGEMENT (continued)

FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Liquidity risk (continued)

The table includes both interest and principal cash outflows. To the extent that interest flows are floating rate, the undiscounted amount is derived from the weighted average interest rate by reference to the HIBOR, Benchmark Loan Rate of The People's Bank of China and SONIA of the Group's variable-rate financial liabilities at the end of the reporting period.

		按要求或 1年內 On demand or less than 1 year	1至2年 1 to 2 years	2至5年 2 to 5 years	5年以上 Over 5 years	總額 Total	賬面值 Carrying amount
		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
於二零二三年十二月三十一日	As at 31 December 2023						
應付賬款及其他應付賬項內的金融負債	Financial liabilities included in trade and other payables	122,101,099	-	-	-	122,101,099	122,101,099
應付關聯方款項	Amounts due to related parties	39,532,075	1,992,223	8,218,513	-	49,742,811	48,287,149
應付非控股權益款項	Amounts due to non-controlling interests	17,729,999	957,386	206,915	-	18,894,300	18,493,996
租賃負債	Lease liabilities	2,071,002	6,117,186	1,455,382	-	9,643,570	7,050,076
銀行及其他借貸	Bank and other borrowings	49,210,386	37,125,728	60,822,977	33,155,642	180,314,733	156,114,195
優先票據	Senior notes	7,395,731	334,358	334,358	6,787,536	14,851,983	13,977,998
超短期融資券	Super short-term commercial papers	6,022,592	-	-	-	6,022,592	6,000,000
中期票據	Medium-term notes	10,132,840	15,578,850	34,960,146	-	60,671,836	56,187,144
財務擔保	Financial guarantee	92,952,138	-	-	-	92,952,138	-
按公平值計入損益之金融負債	Financial liabilities at FVPL	123,188	78,774	176,223	-	378,185	335,156
長期應付款項	Long-term payables	-	2,000,000	2,400,000	-	4,400,000	4,371,525
		347,271,050	64,184,505	108,574,514	39,943,178	559,973,247	432,918,338
於二零二二年十二月三十一日	As at 31 December 2022						
應付賬款及其他應付賬項內的金融負債	Financial liabilities included in trade and other payables	130,048,819	-	-	-	130,048,819	130,048,819
應付關聯方款項	Amounts due to related parties	40,263,916	7,106,006	8,254,852	-	55,624,774	53,396,809
應付非控股權益款項	Amounts due to non-controlling interests	11,003,323	3,653,935	38,303	-	14,695,561	14,218,149
租賃負債	Lease liabilities	1,954,174	4,999,598	420,619	2,526,683	9,901,074	7,115,526
銀行及其他借貸	Bank and other borrowings	59,267,133	19,110,189	59,255,511	49,974,694	187,607,527	150,260,906
優先票據	Senior notes	766,698	7,669,826	334,358	6,943,105	15,713,987	13,744,457
中期票據	Medium-term notes	10,542,900	9,905,000	36,823,150	-	57,271,050	53,098,024
財務擔保	Financial guarantee	79,737,606	-	-	-	79,737,606	-
按公平值計入損益之金融負債	Financial liabilities at FVPL	-	131,776	347,027	10,920	489,723	390,860
衍生金融工具	Derivative financial instruments	35,996	35,996	-	-	71,992	212,742
		333,620,565	52,612,326	105,473,820	59,455,402	551,162,113	422,486,292

綜合財務報表附註

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

53. 財務風險管理(續)

財務風險管理目標及政策(續)

流動資金風險(續)

該等金額未包括本集團就其若干合營企業及聯營公司之借貸作出之財務擔保合約(附註50(B))。有關擔保會於有關借貸清還後終止。

就附註42所披露之財務擔保合同而言，根據報告期末之預期，本集團認為不大可能須根據安排支付任何款項。然而，是項估計將因應對交易對手方根據擔保提出申索之可能性作出變動，而有關可能性則與交易對手方所持已擔保之財務應收賬款出現信貸虧損之可能性有關。

上述計入非衍生金融負債浮息工具之金額，將於浮動利率之變動與於報告期末釐定之估計利率變動有差異時作出變動。

53. FINANCIAL RISK MANAGEMENT (continued)

FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Liquidity risk (continued)

The amounts have not included financial guarantee contracts, which the Group make for its certain joint ventures and associates' borrowings (note 50(B)). Such guarantees will terminate upon the repayment of the relevant borrowings.

In respect of financial guarantee contracts disclosed in note 42, based on expectations at the end of the reporting period, the Group considers that it is more likely than not that no amount will be payable under the arrangement. However, this estimate is subject to change depending on the probability of the counterparty claiming under the guarantee which is a function of the likelihood that the financial receivables held by the counterparty which are guaranteed suffer credit losses.

The amounts included above for variable interest rate instruments for non-derivative financial liabilities are subject to change if changes in variable interest rates differ to those estimates of interest rates determined at the end of the reporting period.

53. 財務風險管理 (續)

財務風險管理目標及政策 (續)

本集團以經常基準按公平值計量的金融資產及金融負債的公平值

本集團若干金融資產及金融負債於各報告期末按公平值計量。下表列載有關如何釐定該等金融資產及金融負債的公平值的資料 (特別是估值技術及所用輸入數據)。

53. FINANCIAL RISK MANAGEMENT (continued)

FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Fair value of the Group's financial assets and financial liabilities that are measured at fair value on a recurring basis

Some of the Group's financial assets and financial 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 financial liabilities are determined (in particular, the valuation techniques and inputs used).

金融資產/負債	於十二月三十一日 的公平值		公平值層級 估值技術及關鍵輸入數據	
	2023	2022	Fair value hierarchy	Valuation techniques and key inputs
Financial assets/liabilities	Fair value as at 31 December	Fair value as at 31 December	Fair value hierarchy	Valuation techniques and key inputs
	2023	2022		
	人民幣千元 RMB'000	人民幣千元 RMB'000		
1) 分類為按公平值計入損益之金融資產之理財產品	資產 3,001,429	資產 1,216,801	第2級	貼現現金流。未來現金流乃基於市場利率 (根據報告期末的可觀察回報曲線) 估計，按反映本集團信貸風險的比率貼現。
Wealth management products classified as financial assets at FVPL	Assets 3,001,429	Assets 1,216,801	Level 2	Discounted cash flow. Future cash flows are estimated based on market interest rates (from observable yield curves at the end of the reporting period), discounted at a rate that reflects the credit risk of the Group.
2) 指定為透過其他全面收益按公平值列賬之股本工具	資產 1,043,560	資產 1,074,060	第3級	貼現現金流。未來現金流乃基於固定及浮動回報付款，按反映發行人權益成本的利率貼現。
Equity instruments designated at FVOCI	Assets 1,043,560	Assets 1,074,060	Level 3	Discounted cash flow. Future cash flows are based on fixed and variable return payments, discounted at a rate that reflects the issuer's cost of equity.

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

53. 財務風險管理 (續)

財務風險管理目標及政策 (續)

本集團以經常基準按公平值計量的金融資產及金融負債的公平值 (續)

53. FINANCIAL RISK MANAGEMENT (continued)

FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Fair value of the Group's financial assets and financial liabilities that are measured at fair value on a recurring basis (continued)

金融資產/負債 Financial assets/liabilities	於十二月三十一日 的公平值 Fair value as at 31 December		公平值層級 Fair value hierarchy	估值技術及關鍵輸入數據 Valuation techniques and key inputs
	2023	2022		
	人民幣千元 RMB'000	人民幣千元 RMB'000		
3) 分類為衍生金融工具的 交叉貨幣掉期 Cross currency swaps classified as derivative financial instruments	資產 10,415 Assets 10,415	負債 212,742 Liabilities 212,742	第2級 Level 2	貼現現金流。未來現金流乃基於遠期匯率 (根據報告期末的可觀察回報曲線) 及有關利率及合約利率的回報曲線估計，按反映本集團信貸風險的比率貼現。 Discounted cash flow. Future cash flows are estimated based on forward exchange rates (from observable yield curves at the end of the reporting period) and yield curve of relevant interest rates and contracted interest rates, discounted at a rate that reflects the credit risk of the Group.
4) 按公平值計入損益的或然 代價 (附註 47) Contingent consideration measured at FVPL (Note 47)	資產 564,581 負債 899,737 Assets 564,581 Liabilities 899,737	資產 544,183 負債 935,043 Assets 544,183 Liabilities 935,043	第3級 第3級 Level 3 Level 3	貼現現金流。未來現金流乃基於管理區域 (從擔保區域和/或合約區域轉換) 的實際交付進度，按反映各個交易對手的信貸風險的比率貼現。 Discounted cash flow. Future cash flows are based on actual delivery progress of the managed areas (as converted from secured areas and/or contracted areas), discounted at a rate that reflects the credit risk of various counterparties.

53. 財務風險管理 (續)

財務風險管理目標及政策 (續)

其他金融工具之公平值

其他金融資產及金融負債之公平值按貼現現金流量分析，按照公認定價模式釐定。

董事認為，於綜合財務報表按攤銷成本列賬的金融資產及金融負債(不包括公平值資料分別載於附註37及39的優先票據及中期票據)之賬面值與其公平值相若。

54. 退休福利計劃

本集團為駐香港僱員參與強制性公積金計劃(「強積金計劃」)。強積金計劃為根據強制性公積金計劃條例原則制訂的界定供款計劃。根據強積金計劃規則，僱主及僱員須按僱員薪金5%供款，每月供款上限為每名僱員港幣1,500元。強積金計劃資產由獨立管理基金持有，與集團公司資產分開持有。

本集團於中國內地之僱員為中國內地各地方政府經營的國家管理退休福利計劃之成員。本集團須按特定薪金成本百分比向計劃作指定供款，作為福利計劃之資金。本集團就該等計劃之唯一責任為作出指定供款。

53. FINANCIAL RISK MANAGEMENT (continued)

FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Fair value of other financial instruments

The fair value of other financial assets and financial liabilities are determined in accordance with generally accepted pricing models based on discounted cash flow analysis.

The directors consider that the carrying amounts of financial assets and financial liabilities (excluding senior notes and medium-term notes with fair value information set out in notes 37 and 39, respectively) recorded at amortised cost in the consolidated financial statements approximate to their fair values.

54. RETIREMENT BENEFIT SCHEMES

The Group participates in a mandatory provident fund scheme ("MPF Scheme") for its employees in Hong Kong. The MPF Scheme is a defined contribution scheme in accordance with the principle of the Mandatory Provident Fund Scheme Ordinance. Under the rules of MPF Scheme, the employer and its employees are required to contribute 5% of the employee's salaries, up to a maximum of HK\$1,500 per employee per month. The assets of the MPF Scheme are held separately from those of the group companies in an independently administered fund.

The employees of the Group in the Chinese Mainland are members of state-managed retirement benefit schemes operated by the respective local government in the Chinese Mainland. The Group is required to contribute a specified percentage of payroll costs to the schemes to fund the benefits. The only obligation of the Group with respect to these schemes is to make the specified contributions.

綜合財務報表附註

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

55. 本公司之財務狀況表

55. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

		2023	2022
		人民幣千元	人民幣千元
		RMB'000	RMB'000
非流動資產	Non-current assets		
於附屬公司的投資	Investments in subsidiaries	31,744,392	31,744,392
物業、廠房及設備	Property, plant and equipment	1,248	1,568
使用權資產	Right-of-use assets	34,516	4,027
應收關聯方款項	Amounts due from related parties	8,906,024	8,791,369
		40,686,180	40,541,356
流動資產	Current assets		
其他應收賬項、預付款項及訂金	Other receivables, prepayments and deposits	161,767	176,154
應收關聯方款項	Amounts due from related parties	128,126,717	120,477,879
衍生金融工具	Derivative financial instruments	10,415	–
現金及現金等值	Cash and cash equivalents	10,351,246	4,296,250
		138,650,145	124,950,283
流動負債	Current liabilities		
其他應付賬項	Other payables	333,462	1,136,165
租賃負債	Lease liabilities	13,587	4,415
應付關聯方款項	Amounts due to related parties	64,705,470	41,233,321
銀行借貸 — 一年內到期	Bank borrowings — due within one year	12,516,520	26,535,851
優先票據 — 一年內到期	Senior notes — due within one year	7,208,121	–
中期票據 — 一年內到期	Medium-term notes - due within one year	–	3,635,220
		84,777,160	72,544,972
流動資產淨值	Net current assets	53,872,985	52,405,311
資產總值減流動負債	Total assets less current liabilities	94,559,165	92,946,667
權益	Equity		
股本	Share capital	673,829	673,829
儲備(附註)	Reserves (Note)	41,826,415	38,965,430
永續資本工具(附註41)	Perpetual capital instrument (Note 41)	7,381,436	7,381,436
		49,881,680	47,020,695
非流動負債	Non-current liabilities		
銀行借貸 — 一年後到期	Bank borrowings — due after one year	30,637,393	20,534,893
優先票據 — 一年後到期	Senior notes — due after one year	6,769,877	13,744,457
衍生金融工具	Derivative financial instruments	–	212,742
租賃負債	Lease liabilities	20,423	–
應付一間關聯方款項	Amount due to a related party	7,249,792	11,433,880
		44,677,485	45,925,972
權益總額及非流動負債	Total of equity and non-current liabilities	94,559,165	92,946,667

55. 本公司之財務狀況表(續)

55. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (continued)

附註：

Note:

儲備

Reserves

		股份溢價	其他儲備	累計虧損	總計
		Share premium	Other reserves	Accumulated losses	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
於二零二三年一月一日	At 1 January 2023	58,529,724	552,606	(20,116,900)	38,965,430
年內溢利	Profit for the year	–	–	13,632,761	13,632,761
年內產生的對沖工具公平值變動的遠期部分及有效部分	Changes in fair value of hedging instruments due to forward elements and effective portion arising during the year	–	86,171	–	86,171
年內全面收益總額	Total comprehensive income for the year	–	86,171	13,632,761	13,718,932
向永續資本工具擁有人作出之分派	Distribution to the owners of perpetual capital instrument	–	–	(279,246)	(279,246)
二零二三年中期股息	Interim dividend for 2023	–	–	(1,413,713)	(1,413,713)
二零二二年末期股息	Final dividend for 2022	–	–	(9,164,988)	(9,164,988)
於二零二三年十二月三十一日	At 31 December 2023	58,529,724	638,777	(17,342,086)	41,826,415
於二零二二年一月一日	At 1 January 2022	58,529,724	885,758	(21,325,909)	38,089,573
年內溢利	Profit for the year	–	–	11,857,704	11,857,704
年內產生的對沖工具公平值變動的遠期部分及有效部分	Changes in fair value of hedging instruments due to forward elements and effective portion arising during the year	–	(333,152)	–	(333,152)
年內全面收益總額	Total comprehensive income for the year	–	(333,152)	11,857,704	11,524,552
向永續資本工具擁有人作出之分派	Distribution to the owners of perpetual capital instrument	–	–	(269,366)	(269,366)
二零二二年中期股息	Interim dividend for 2022	–	–	(1,346,582)	(1,346,582)
二零二一年末期股息	Final dividend for 2021	–	–	(9,032,747)	(9,032,747)
於二零二二年十二月三十一日	At 31 December 2022	58,529,724	552,606	(20,116,900)	38,965,430

綜合財務報表附註

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

56. 期後事項

於二零二三年，本集團分拆集團全資附屬公司華潤置地(山東)有限公司(「項目公司」)持有的相關資產，並出售予華夏華潤商業資產封閉式基礎設施證券投資基金REIT(交易代號：180601.SZ)(「基礎設施REIT」)，作為首批消費基礎設施REITs，於二零二四年三月十四日在深圳證券交易所成功上市，籌集資金約人民幣70億元。

完成交易後，項目公司由基礎設施REIT持有全部股權，不再為本公司的附屬公司。

57. 比較數字

若干比較數字已作出調整，以符合當前期間呈列。

56. SUBSEQUENT EVENT

During 2023, the Group spun off the underlying assets owned by China Resources (Shandong) Company Limited ("Project Company"), a wholly owned subsidiary of the Group, and disposed to CAMC-China Resources Commercial Assets Closed-end Infrastructure Securities Investment Fund REIT (trading code: 180601.SZ) ("Infrastructure REIT") as one of the first consumption infrastructure REITs, which successfully listed on the Shenzhen Stock Exchange on 14 March 2024, raising proceeds of approximately RMB7 billion.

Upon completion of the transaction, the Project Company was 100% held by the Infrastructure REIT and ceased to be a subsidiary of the Company.

57. COMPARATIVE FIGURES

Certain comparative figures have been adjusted to conform to current period presentation.

58. 於截至二零二三年十二月三十一日止年度已頒佈但尚未生效的修訂、新準則及詮釋可能產生的影響

截至該等財務報表刊發日期，香港會計師公會已頒佈於截至二零二三年十二月三十一日止年度尚未生效且並無於該等財務報表中採納的多項新訂或經修訂準則。該等變動包括以下可能與本集團相關者。

58. POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE YEAR ENDED 31 DECEMBER 2023

Up to the date of issue of these financial statements, the HKICPA has issued a number of new or amended standards, which are not yet effective for the year ended 31 December 2023 and which have not been adopted in these financial statements. These developments include the following which may be relevant to the Group.

		於以下日期或之後開始的會計期間生效 Effective for accounting periods beginning on or after
香港會計準則第1號(修訂本)·財務報表呈列：負債分類為流動或非流動 (「二零二零年修訂本」)	Amendments to HKAS 1, <i>Presentation of financial statements: Classification of liabilities as current or non-current</i> ("2020 amendments")	二零二四年一月一日 1 January 2024
香港會計準則第1號(修訂本)·財務報表呈列：附帶契諾的非流動負債 (「二零二二年修訂本」)	Amendments to HKAS 1, <i>Presentation of financial statements: Non-current liabilities with covenants</i> ("2022 amendments")	二零二四年一月一日 1 January 2024
香港財務報告準則第16號(修訂本)·租賃：售後租回交易中的租賃負債	Amendments to HKFRS 16, <i>Leases: Lease liability in a sale and leaseback</i>	二零二四年一月一日 1 January 2024
香港會計準則第7號(修訂本)·現金流量表及香港財務報告準則第7號·金融工具：披露：供應商融資安排	Amendments to HKAS 7, <i>Statement of cash flows and HKFRS 7, Financial Instruments: Disclosures: Supplier finance arrangements</i>	二零二四年一月一日 1 January 2024
香港會計準則第21號(修訂本)·外匯匯率變動影響：缺乏可兌換性	Amendments to HKAS 21, <i>The effects of changes in foreign exchange rates: Lack of exchangeability</i>	二零二五年一月一日 1 January 2025

本集團正在評估該等變動於首次應用期間的預期影響。迄今之結論為，採納該等修訂、新準則及詮釋不大可能對綜合財務報表構成重大影響。

The Group is in the process of making an assessment of what the impact of these developments is expected to be in the period of initial application. So far it has concluded that the adoption of them is unlikely to have a significant impact on the consolidated financial statements.

主要物業概要

SCHEDULE OF PRINCIPAL PROPERTIES

投資物業	華潤置地有限公司 應佔實際權益 (%)	概約總建築面積 (平方米)	物業類型	租賃期限
Investment Properties	Interest (%)	Total GFA (Sqm)	Asset Type	Lease Term
深圳華潤中心 Shenzhen City Crossing	100%	352,045		中期租賃 Medium Term Lease
萬象城 Mixc	100%	172,973	商業 Commercial	
華潤大廈 Shenzhen CR Building	100%	41,311	寫字樓 Office	
停車場 Car Park	100%	137,761	停車場 Car Park	
杭州華潤中心 Hangzhou City Crossing	60%	418,142		中期租賃 Medium Term Lease
萬象城 Mixc	60%	170,933	商業 Commercial	
華潤大廈 Hangzhou CR Building	60%	58,292	寫字樓 Office	
停車場 Car Park	60%	188,917	停車場 Car Park	
瀋陽華潤中心 Shenyang City Crossing	100%	322,248		中期租賃 Medium Term Lease
萬象城 Mixc	100%	166,106	商業 Commercial	
華潤大廈 Shenyang CR Building	100%	59,583	寫字樓 Office	
停車場 Car Park	100%	96,559	停車場 Car Park	
成都華潤中心 Chengdu City Crossing	100%	483,927		中期租賃 Medium Term Lease
萬象城 Mixc	100%	287,064	商業 Commercial	
停車場 Car Park	100%	196,863	停車場 Car Park	
南寧華潤中心 Nanning City Crossing	55%	443,357		中期租賃 Medium Term Lease
萬象城 Mixc	55%	199,836	商業 Commercial	
華潤大廈 Nanning CR Building	55%	174,263	寫字樓 Office	
停車場 Car Park	55%	69,258	停車場 Car Park	
鄭州萬象城 Zhengzhou Mixc	100%	199,946		中期租賃 Medium Term Lease
萬象城 Mixc	100%	126,028	商業 Commercial	
停車場 Car Park	100%	73,918	停車場 Car Park	
重慶萬象城 Chongqing Mixc	100%	504,851		中期租賃 Medium Term Lease
萬象城 Mixc	100%	293,924	商業 Commercial	
停車場 Car Park	100%	210,927	停車場 Car Park	
無錫萬象城 Wuxi Mixc	60%	233,100		中期租賃 Medium Term Lease
萬象城 Mixc	60%	123,107	商業 Commercial	
停車場 Car Park	60%	109,993	停車場 Car Park	

投資物業	華潤置地有限公司 應佔實際權益 (%)	概約總建築面積 (平方米)	物業類型	租賃期限
Investment Properties	Interest (%)	Total GFA (Sqm)	Asset Type	Lease Term
青島萬象城 Qingdao Mixc	100%	397,315		中期租賃 Medium Term Lease
萬象城 Mixc	100%	282,948	商業 Commercial	
停車場 Car Park	100%	114,367	停車場 Car Park	
合肥萬象城 Hefei Mixc	100%	293,422		中期租賃 Medium Term Lease
萬象城 Mixc	100%	172,489	商業 Commercial	
停車場 Car Park	100%	120,933	停車場 Car Park	
贛州萬象城 Ganzhou Mixc	55%	204,400		中期租賃 Medium Term Lease
萬象城 Mixc	55%	130,467	商業 Commercial	
停車場 Car Park	55%	73,933	停車場 Car Park	
溫州萬象城 Wenzhou Mixc	50%	251,100		中期租賃 Medium Term Lease
萬象城 Mixc	50%	157,089	商業 Commercial	
停車場 Car Park	50%	94,011	停車場 Car Park	
西安西咸萬象城 Xi'an Xixian Mixc	100%	216,346		中期租賃 Medium Term Lease
萬象城 Mixc	100%	120,989	商業 Commercial	
停車場 Car Park	100%	95,357	停車場 Car Park	
上海萬象城 Shanghai Mixc	50%	407,117		中期租賃 Medium Term Lease
萬象城 Mixc	50%	164,833	商業 Commercial	
上海萬象城寫字樓 Shanghai Mixc Office	50%	22,159	寫字樓 Office	
停車場 Car Park	50%	220,125	停車場 Car Park	
深圳萬象天地 Shenzhen Mixc World	100%	467,305		中期租賃 Medium Term Lease
萬象天地 Mixc World	100%	225,201	商業 Commercial	
停車場 Car Park	100%	242,104	停車場 Car Park	
泰州萬象城 Taizhou Mixc	100%	187,250		中期租賃 Medium Term Lease
萬象城 Mixc	100%	112,150	商業 Commercial	
停車場 Car Park	100%	75,100	停車場 Car Park	
太原萬象城 Taiyuan Mixc	49%	329,976		中期租賃 Medium Term Lease
萬象城 Mixc	49%	204,987	商業 Commercial	
停車場 Car Park	49%	124,989	停車場 Car Park	

主要物業概要

SCHEDULE OF PRINCIPAL PROPERTIES

投資物業	華潤置地有限公司 應佔實際權益 (%)	概約總建築面積 (平方米)	物業類型	租賃期限
Investment Properties	Interest (%)	Total GFA (Sqm)	Asset Type	Lease Term
南通萬象城 Nantong Mixc	49%	287,185		中期租賃 Medium Term Lease
萬象城 Mixc	49%	132,834	商業 Commercial	
停車場 Car Park	49%	154,351	停車場 Car Park	
柳州萬象城 Liuzhou Mixc	55%	192,521		中期租賃 Medium Term Lease
萬象城 Mixc	55%	117,021	商業 Commercial	
停車場 Car Park	55%	75,500	停車場 Car Park	
石家莊萬象城 Shijiazhuang Mixc	100%	308,099		中期租賃 Medium Term Lease
萬象城 Mixc	100%	178,345	商業 Commercial	
停車場 Car Park	100%	129,754	停車場 Car Park	
廈門萬象城 Xiamen Mixc	100%	219,567		中期租賃 Medium Term Lease
萬象城 Mixc	100%	142,877	商業 Commercial	
停車場 Car Park	100%	76,690	停車場 Car Park	
深圳灣萬象城 Shenzhen Bay Mixc	100%	254,837		中期租賃 Medium Term Lease
萬象城 Mixc	100%	76,000	商業 Commercial	
停車場 Car Park	100%	178,837	停車場 Car Park	
上海時代廣場 Shanghai Times Square	100%	93,879		中期租賃 Medium Term Lease
商業 Commercial	100%	47,930	商業 Commercial	
寫字樓 Office	100%	36,843	寫字樓 Office	
停車場 Car Park	100%	9,106	停車場 Car Park	
桂林萬象城 Guilin Mixc	100%	170,727		中期租賃 Medium Term Lease
萬象城 Mixc	100%	97,273	商業 Commercial	
停車場 Car Park	100%	73,454	停車場 Car Park	
濟南萬象城 Jinan Mixc	55%	377,216		中期租賃 Medium Term Lease
萬象城 Mixc	55%	214,929	商業 Commercial	
停車場 Car Park	55%	162,287	停車場 Car Park	

投資物業	華潤置地有限公司 應佔實際權益 (%)	概約總建築面積 (平方米)	物業類型	租賃期限
Investment Properties	Interest (%)	Total GFA (Sqm)	Asset Type	Lease Term
北京置地廣場購物中心 Beijing Galleria	99%	146,095		中期租賃 Medium Term Lease
鳳凰匯 Galleria	99%	52,395	商業	
鳳凰置地廣場寫字樓 Office	99%	79,019	寫字樓	
停車場 Car Park	99%	14,681	停車場 Car Park	
北京清河萬象匯 Beijing Qinghe Mixc One	49%	206,991		中期租賃 Medium Term Lease
萬象匯 Mixc One	49%	132,698	商業	
停車場 Car Park	49%	62,868	停車場 Car Park	
合肥蜀山萬象匯 Hefei Shushan Mixc One	100%	66,141		中期租賃 Medium Term Lease
萬象匯 Mixc One	100%	48,660	商業	
停車場 Car Park	100%	17,481	停車場 Car Park	
寧波余姚五彩城 Ningbo Yuyao Hi5	100%	140,069		中期租賃 Medium Term Lease
五彩城 Hi5	100%	86,247	商業	
停車場 Car Park	100%	53,822	停車場 Car Park	
上海南翔五彩城 Shanghai Nanxiang Hi5	100%	36,101		中期租賃 Medium Term Lease
五彩城 Hi5	100%	26,195	商業	
停車場 Car Park	100%	9,906	停車場 Car Park	
山東淄博萬象匯 Zibo Mixc One	100%	257,544		中期租賃 Medium Term Lease
萬象匯 Mixc One	100%	161,644	商業	
停車場 Car Park	100%	95,900	停車場 Car Park	
瀋陽鐵西萬象匯 Shenyang Tiexi Mixc One	49%	255,727		中期租賃 Medium Term Lease
萬象匯 Mixc One	49%	143,480	商業	
停車場 Car Park	49%	112,247	停車場 Car Park	
長沙星沙萬象匯 Changsha Xingsha Mixc One	100%	65,105		中期租賃 Medium Term Lease
萬象匯 Mixc One	100%	44,239	商業	
停車場 Car Park	100%	20,866	停車場 Car Park	

主要物業概要

SCHEDULE OF PRINCIPAL PROPERTIES

投資物業	華潤置地有限公司 應佔實際權益 (%)	概約總建築面積 (平方米)	物業類型	租賃期限
Investment Properties	Interest (%)	Total GFA (Sqm)	Asset Type	Lease Term
山東日照萬象匯 Shandong Rizhao Mixc One	100%	134,914		中期租賃 Medium Term Lease
萬象匯 Mixc One	100%	91,571	商業 Commercial	
停車場 Car Park	100%	43,343	停車場 Car Park	
北京密雲萬象匯 Beijing Miyun Mixc One	99%	180,583		中期租賃 Medium Term Lease
萬象匯 Mixc One	99%	107,583	商業 Commercial	
停車場 Car Park	99%	73,000	停車場 Car Park	
杭州蕭山萬象匯 Hangzhou Xiaoshan Mixc One	49%	184,330		中期租賃 Medium Term Lease
萬象匯 Mixc One	49%	92,389	商業 Commercial	
停車場 Car Park	49%	91,941	停車場 Car Park	
蘇州吳江萬象匯 Suzhou Wujiang Mixc One	50%	123,579		中期租賃 Medium Term Lease
萬象匯 Mixc One	50%	91,287	商業 Commercial	
停車場 Car Park	50%	32,292	停車場 Car Park	
哈爾濱松北萬象匯 Harbin Songbei Mixc One	100%	116,370		中期租賃 Medium Term Lease
萬象匯 Mixc One	100%	89,280	商業 Commercial	
停車場 Car Park	100%	27,090	停車場 Car Park	
山東臨沂萬象匯 Shandong Linyi Mixc One	100%	172,149		中期租賃 Medium Term Lease
萬象匯 Mixc One	100%	105,931	商業 Commercial	
停車場 Car Park	100%	66,218	停車場 Car Park	
合肥廬陽萬象匯 Hefei Luyang Mixc One	100%	102,824		中期租賃 Medium Term Lease
萬象匯 Mixc One	100%	79,060	商業 Commercial	
停車場 Car Park	100%	23,764	停車場 Car Park	
蘇州昆山萬象匯 Suzhou Kunshan Mixc One	100%	170,922		中期租賃 Medium Term Lease
萬象匯 Mixc One	100%	102,300	商業 Commercial	
停車場 Car Park	100%	68,622	停車場 Car Park	
海口N次方 Haikou N ⁿ park	100%	40,389		中期租賃 Medium Term Lease
商業 Commercial	100%	22,093	商業 Commercial	
停車場 Car Park	100%	18,296	停車場 Car Park	

投資物業	華潤置地有限公司 應佔實際權益 (%)	概約總建築面積 (平方米)	物業類型	租賃期限
Investment Properties	Interest (%)	Total GFA (Sqm)	Asset Type	Lease Term
寧波錢湖萬象匯	100%	99,989		中期租賃
Ningbo Qianhu Mixc One				Medium Term Lease
萬象匯	100%	54,841	商業	
Mixc One			Commercial	
停車場	100%	45,148	停車場	
Car Park			Car Park	
瀋陽長白萬象匯	100%	110,270		中期租賃
Shenyang Changbai Mixc One				Medium Term Lease
萬象匯	100%	73,205	商業	
Mixc One			Commercial	
停車場	100%	37,065	停車場	
Car Park			Car Park	
寧波萬象城	33%	281,096		中期租賃
Ningbo Mixc				Medium Term Lease
萬象城	33%	159,117	商業	
Mixc			Commercial	
停車場	33%	121,979	停車場	
Car Park			Car Park	
重慶大渡口萬象匯	100%	96,922		中期租賃
Chongqing Dadukou Mixc One				Medium Term Lease
萬象匯	100%	76,984	商業	
Mixc One			Commercial	
停車場	100%	19,938	停車場	
Car Park			Car Park	
南昌萬象匯	51%	100,444		中期租賃
Nanchang Mixc One				Medium Term Lease
萬象匯	51%	53,746	商業	
Mixc One			Commercial	
停車場	51%	46,698	停車場	
Car Park			Car Park	
西安萬象天地	100%	88,520		中期租賃
Xi'an Mixc World				Medium Term Lease
萬象天地	100%	88,520	商業	
Mixc One			Commercial	
南寧五象萬象匯	51%	86,198		中期租賃
Nanning Wuxiang Mixc One				Medium Term Lease
萬象匯	51%	55,326	商業	
Mixc One			Commercial	
停車場	51%	30,872	停車場	
Car Park			Car Park	
汕頭萬象城	51%	243,223		中期租賃
Shantou Mixc				Medium Term Lease
萬象城	51%	168,074	商業	
Mixc			Commercial	
停車場	51%	75,149	停車場	
Car Park			Car Park	
煙台萬象匯	100%	189,331		中期租賃
Yantai Mixc One				Medium Term Lease
萬象匯	100%	122,300	商業	
Mixc One			Commercial	
停車場	100%	67,031	停車場	
Car Park			Car Park	

主要物業概要

SCHEDULE OF PRINCIPAL PROPERTIES

投資物業	華潤置地有限公司 應佔實際權益 (%)	概約總建築面積 (平方米)	物業類型	租賃期限
Investment Properties	Interest (%)	Total GFA (Sqm)	Asset Type	Lease Term
萬象前海 Shenzhen Qianhai Mixc	50%	224,095		中期租賃 Medium Term Lease
萬象前海 Shenzhen Qianhai Mixc	50%	73,327	商業	
停車場 Car Park	50%	150,768	停車場 Car Park	
貴陽萬象匯 Guiyang Mixc One	100%	155,392		中期租賃 Medium Term Lease
萬象匯 Mixc One	100%	98,708	商業	
停車場 Car Park	100%	56,684	停車場 Car Park	
南寧中山路萬象匯 Nanning Zhongshan Road Mixc One	50%	55,533		中期租賃 Medium Term Lease
萬象匯 Mixc One	50%	39,033	商業	
停車場 Car Park	50%	16,500	停車場 Car Park	
北京姚家園萬象匯 Beijing Yaojiayuan Mixc One	100%	79,694		中期租賃 Medium Term Lease
萬象匯 Mixc One	100%	42,291	商業	
停車場 Car Park	100%	37,403	停車場 Car Park	
瀋陽皇姑萬象匯 Shenyang Huanggu Mixc One	100%	136,749		中期租賃 Medium Term Lease
萬象匯 Mixc One	100%	93,397	商業	
停車場 Car Park	100%	43,352	停車場 Car Park	
武漢萬象城 Wuhan Mixc	51%	264,211		中期租賃 Medium Term Lease
萬象城 Mixc	51%	183,349	商業	
停車場 Car Park	51%	80,862	停車場 Car Park	
福州萬象城 Fuzhou Mixc	100%	160,903		中期租賃 Medium Term Lease
萬象城 Mixc	100%	89,753	商業	
停車場 Car Park	100%	71,150	停車場 Car Park	
海口萬象城 Haikou Mixc	100%	204,995		中期租賃 Medium Term Lease
萬象城 Mixc	100%	113,552	商業	
停車場 Car Park	100%	91,443	停車場 Car Park	
青島嶗山萬象匯 Qingdao Laoshan Mixc One	55%	78,978		中期租賃 Medium Term Lease
萬象匯 Mixc One	55%	68,576	商業	
停車場 Car Park	55%	10,402	停車場 Car Park	

投資物業	華潤置地有限公司 應佔實際權益 (%)	概約總建築面積 (平方米)	物業類型	租賃期限
Investment Properties	Interest (%)	Total GFA (Sqm)	Asset Type	Lease Term
東莞松山湖萬象匯	100%	157,744		中期租賃
Dongguan Songshan Lake Mixc One				Medium Term Lease
萬象匯	100%	101,552	商業	
Mixc One			Commercial	
停車場	100%	56,192	停車場	
Car Park			Car Park	
深圳筲崗萬象食家	70%	122,262		中期租賃
Shenzhen Sungang Mixc One				Medium Term Lease
萬象食家	70%	77,325	商業	
Mixc One			Commercial	
停車場	70%	44,937	停車場	
Car Park			Car Park	
南京萬象天地	100%	131,607		中期租賃
Nanjing Mixc World				Medium Term Lease
萬象天地	100%	83,678	商業	
Mixc World			Commercial	
停車場	100%	47,929	停車場	
Car Park			Car Park	
南昌萬象城	100%	232,204		中期租賃
Nanchang Mixc				Medium Term Lease
萬象城	100%	155,450	商業	
Mixc			Commercial	
停車場	100%	76,754	停車場	
Car Park			Car Park	
上海蘇河灣萬象天地	50%	227,216		中期租賃
Shanghai Suhewan Mixc World				Medium Term Lease
萬象天地	50%	58,949	商業	
Mixc World			Commercial	
寫字樓	50%	95,083	寫字樓	
Office			Office	
停車場	50%	73,184	停車場	
Car Park			Car Park	
大連華南萬象匯	100%	157,083		中期租賃
Dalian Huanan Mixc One				Medium Term Lease
萬象匯	100%	100,827	商業	
Mixc One			Commercial	
停車場	100%	56,256	停車場	
Car Park			Car Park	
北京西三旗萬象匯	100%	119,699		中期租賃
Beijing Xisanqi Mixc One				Medium Term Lease
萬象匯	100%	77,816	商業	
Mixc One			Commercial	
停車場	100%	41,883	停車場	
Car Park			Car Park	
長春萬象城	100%	251,823		中期租賃
Changchun Mixc				Medium Term Lease
萬象城	100%	148,524	商業	
Mixc			Commercial	
停車場	100%	103,299	停車場	
Car Park			Car Park	
宜賓萬象匯	100%	77,720		中期租賃
Yibin Mixc One				Medium Term Lease
萬象匯	100%	56,168	商業	
Mixc One			Commercial	
停車場	100%	21,552	停車場	
Car Park			Car Park	

主要物業概要

SCHEDULE OF PRINCIPAL PROPERTIES

投資物業	華潤置地有限公司 應佔實際權益 (%)	概約總建築面積 (平方米)	物業類型	租賃期限
Investment Properties	Interest (%)	Total GFA (Sqm)	Asset Type	Lease Term
杭州城北萬象城 Hangzhou Chengbei Mixc	100%	271,577		中期租賃 Medium Term Lease
萬象城 Mixc	100%	151,923	商業 Commercial	
停車場 Car Park	100%	119,654	停車場 Car Park	
瀋陽三台子萬象匯 Shenyang Santaizi Mixc One	100%	181,835		中期租賃 Medium Term Lease
萬象匯 Mixc One	100%	127,495	商業 Commercial	
停車場 Car Park	100%	54,340	停車場 Car Park	
杭州中心 Hangzhou Center	45%	180,153		中期租賃 Medium Term Lease
萬象城 Mixc	45%	125,049	商業 Commercial	
停車場 Car Park	45%	55,104	停車場 Car Park	
南京城北萬象匯 Nanjing Chengbei Mixc One	50%	288,518		中期租賃 Medium Term Lease
萬象匯 Mixc One	50%	213,311	商業 Commercial	
停車場 Car Park	50%	75,207	停車場 Car Park	
溫州濱江萬象城 Wenzhou Binjiang Mixc	51%	218,638		中期租賃 Medium Term Lease
萬象城 Mixc	51%	134,463	商業 Commercial	
停車場 Car Park	51%	84,175	停車場 Car Park	
昆明萬象城 Kunming Mixc	60%	256,081		中期租賃 Medium Term Lease
萬象城 Mixc	60%	145,717	商業 Commercial	
停車場 Car Park	60%	110,364	停車場 Car Park	
無錫濱湖萬象匯 Wuxi Binhu Mixc One	100%	164,410		中期租賃 Medium Term Lease
萬象匯 Mixc One	100%	120,163	商業 Commercial	
停車場 Car Park	100%	44,247	停車場 Car Park	
天津萬象城 Tianjin Mixc	51%	359,802		中期租賃 Medium Term Lease
萬象城 Mixc	51%	248,043	商業 Commercial	
停車場 Car Park	51%	111,759	停車場 Car Park	
北京華潤大廈 Beijing CR Building	100%	54,072	寫字樓 Office	中期租賃 Medium Term Lease
大連君尚中心 Dalian Junshang Center	55%	15,121	寫字樓 Office	中期租賃 Medium Term Lease

投資物業	華潤置地有限公司 應佔實際權益(%)	概約總建築面積 (平方米)	物業類型	租賃期限
Investment Properties	Interest (%)	Total GFA (Sqm)	Asset Type	Lease Term
廈門華潤大廈A座 Xiamen CR Building Block A	100%	59,598	寫字樓 Office	中期租賃 Medium Term Lease
深圳華潤置地大廈BCD座 Shenzhen CR Land Building Block BCD	100%	204,311	寫字樓 Office	中期租賃 Medium Term Lease
深圳華潤前海中心T5 Shenzhen Qianhai City Crossing T5	50%	29,159	寫字樓 Office	中期租賃 Medium Term Lease
北京華潤時代中心 Beijing CR Time Building	100%	62,597	寫字樓 Office	中期租賃 Medium Term Lease
上海陸家嘴濱江中心 Shanghai Lujiazui Binjiang Center	51%	137,096	寫字樓 Office	中期租賃 Medium Term Lease
上海萬象企業中心 Shanghai Mixc Center	50%	47,466	寫字樓 Office	中期租賃 Medium Term Lease
北京昌平區未來科技城項目 Beijing Future City Block F Office	60%	32,395	寫字樓 Office	中期租賃 Medium Term Lease
合肥市濱湖區成都路項目 Hefei Kunlun Mansion Office	100%	16,202	寫字樓 Office	中期租賃 Medium Term Lease
英國倫敦20 Gresham Street項目 London 20 Gresham Street Office	100%	22,557	寫字樓 Office	中期租賃 Medium Term Lease
深圳君悅 Shenzhen Grand Hyatt Hotel	100%	67,506	酒店 Hotel	中期租賃 Medium Term Lease
石梅灣艾美 Shimei Bay Le Meridien Hotel	100%	42,000	酒店 Hotel	中期租賃 Medium Term Lease
瀋陽君悅 Shenyang Grand Hyatt Hotel	100%	57,040	酒店 Hotel	中期租賃 Medium Term Lease
大連君悅 Dalian Grand Hyatt Hotel	55%	77,179	酒店 Hotel	中期租賃 Medium Term Lease
小徑灣艾美 Xiaojin Bay Le Meridien Hotel	65%	66,712	酒店 Hotel	中期租賃 Medium Term Lease
淄博喜來登 Zibo Sheraton Hotel	100%	42,709	酒店 Hotel	中期租賃 Medium Term Lease
杭州柏悅 Hangzhou Park Hyatt Hotel	60%	46,030	酒店 Hotel	中期租賃 Medium Term Lease
深圳灣木棉花 Shenzhen Bay Mumian Hotel	100%	33,500	酒店 Hotel	中期租賃 Medium Term Lease
羅湖木棉花 Luohu Mumian Hotel	100%	14,000	酒店 Hotel	中期租賃 Medium Term Lease
合肥君悅 Hefei Grand Hyatt Hotel	100%	48,584	酒店 Hotel	中期租賃 Medium Term Lease
廈門安達仕 Xiamen Andaz Hotel	100%	38,551	酒店 Hotel	中期租賃 Medium Term Lease

主要物業概要

SCHEDULE OF PRINCIPAL PROPERTIES

投資物業	華潤置地有限公司 應佔實際權益 (%)	概約總建築面積 (平方米)	物業類型	租賃期限
Investment Properties	Interest (%)	Total GFA (Sqm)	Asset Type	Lease Term
北京大興機場木棉花 Beijing Daxing Airport Mumian Hotel	80%	57,185	酒店 Hotel	中期租賃 Medium Term Lease
深圳灣安達仕 Shenzhen Andaz Hotel	100%	45,597	酒店 Hotel	中期租賃 Medium Term Lease
成都東安湖木棉花 Chengdu Dong'an Lake Mumian Hotel	100%	35,999	酒店 Hotel	中期租賃 Medium Term Lease
南寧香格里拉酒店 Nanning Shangri-la Hotel	55%	56,229	酒店 Hotel	中期租賃 Medium Term Lease
成都萬象城木棉花 Chengdu Mixc Mumian Hotel	100%	18,292	酒店 Hotel	中期租賃 Medium Term Lease
杭州亞運村木棉花 Hangzhou Asian Games Village Mumian Hotel	66%	50,370	酒店 Hotel	中期租賃 Medium Term Lease
日照木棉花 Rizhao Mumian Hotel	100%	27,628	酒店 Hotel	中期租賃 Medium Term Lease

開發物業	城市	區	本集團應佔 實際權益	概約 總地盤面積 (平方米)	概約尚未出售 可售面積截止 2023年12月31日 (平方米)	類別	估計落成日期 (年/月)	落成情況 (已完工/興建中)
Development Property	City	District	Attributable Beneficial Interest of the Group	Approximate Total Site Area (sqm)	Approximate Unsold Gross Floor Areas (sqm)	Type	Estimated Date of Completion	State of Completion (Construction in Progress/Completed)
深圳潤宏城 Shenzhen Runhongcheng	深圳 Shenzhen	光明區 Guangming	51%	517,293	1,699,028	住/商/寫/公 R/C/O/A	30/9/2030	興建中 Construction in progress
蘭州未來城市 Lanzhou Future City	蘭州 Lanzhou	七里河區 Qilihe	100%	92,728	818,277	住/商/寫/公 R/C/O/A	30/3/2036	興建中 Construction in progress
珠海橫琴萬象世界 Zhuhai Hengqin Mixc World	珠海 Zhuhai	香洲區 Xiangzhou	30%	221,332	798,445	商/公 C/A	10/5/2036	興建中 Construction in progress
汕尾萬象天地 Shanwei Mixc World	汕尾 Shanwei	城區 City	51%	208,506	787,409	住/商/寫/公 R/C/O/A	31/5/2030	興建中 Construction in progress
宜昌東站商住項目 Yichang East Station Commercial and Residential Project	宜昌 Yichang	伍家崗區 Wujiagang	25%	382,582	775,354	住/商/公 R/C/A	30/11/2033	興建中 Construction in progress
瀋陽時代之城 Shenyang Shidaizhicheng	瀋陽 Shenyang	大東區 Dadong	100%	88,135	773,224	住/商/公 R/C/A	30/8/2028	興建中 Construction in progress
惠州小徑灣 Huizhou Xianjin Bay	惠州 Huizhou	大亞灣區 Daya Bay	65%	1,777,420	636,577	住/商/酒 R/C/H	28/2/2028	興建中 Construction in progress

開發物業	城市	區	本集團應佔 實際權益	概約 總地盤面積 (平方米)	概約尚未出售 可售面積截止 2023年12月31日 (平方米)	類別	估計落成日期 (年/月)	落成情況 (已完工/興建中)
Development Property	City	District	Attributable Beneficial Interest of the Group	Approximate Total Site Area (sqm)	Approximate Unsold Gross Floor Areas (sqm)	Type	Estimated Date of Completion	State of Completion (Construction in Progress/Completed)
太原長風中心 Taiyuan Changfeng Center	太原 Taiyuan	晉源區 Jinyuan	51%	156,020	629,222	住/商/寫/公 R/C/O/A	31/7/2029	興建中 Construction in progress
福州海灣潤城 Fuzhou Haiwan Runcheng	福州 Fuzhou	長樂區 Changle	100%	234,436	625,293	住/商/寫 R/C/O	28/10/2031	興建中 Construction in progress
葛店城市綜合體 Gedian City Complex Project	鄂州 Ezhou	華容區 Huarong	100%	273,750	622,144	住/商/酒/公 R/C/H/A	30/8/2030	興建中 Construction in progress
梧桐湖國際社區 Wutonghu Guoji Shequ	鄂州 Ezhou	梁子湖區 Liangzihu	50%	879,386	610,399	住/商 R/C	16/8/2033	興建中 Construction in progress
大連灣 Dalian Bay	大連 Dalian	甘井子區 Ganjingzi	100%	168,591	599,418	住/商/寫/公 R/C/O/A	31/10/2029	興建中 Construction in progress
長隆萬博悅府 Changlong Wanbo Yuefu	廣州 Guangzhou	番禺區 Panyu	43%	248,581	596,448	住/商/寫/公 R/C/O/A	24/8/2027	興建中 Construction in progress
柳州靜蘭項目 Liuzhou Jinglan Project	柳州 Liuzhou	城中區 City Central	51%	154,937	591,567	住/商/酒/公 R/C/H/A	30/10/2030	興建中 Construction in progress
長沙潤府 Changsha Runfu	長沙 Changsha	天心區 Tianxin	100%	160,889	570,831	住/商/寫/公 R/C/O/A	30/10/2026	興建中 Construction in progress
公園上城 Gongyuan Upper City	廣州 Guangzhou	增城區 Zengcheng	60%	199,782	526,954	住/商 R/C	30/6/2027	興建中 Construction in progress
明遠路商住地塊 Mingyuanlu Commercial and Residential Plot	淮安 Huaian	淮安經濟 技術開發區 Huai'an Economic and Technology Development Area	100%	212,391	521,353	住/商 R/C	28/5/2028	興建中 Construction in progress
港宸潤府 Gangchen Runfu	西安 Xian	國際港務區 International Port	100%	158,247	483,689	住/商 R/C	30/9/2026	興建中 Construction in progress
瑞府 Ruifu	長沙 Changsha	雨花區 Yuhua	80%	138,025	467,156	住/商 R/C	1/8/2026	興建中 Construction in progress
梧桐湖國際社區 Wutonghu Guoji Shequ	鄂州 Ezhou	梁子湖區 Liangzihu	50%	879,386	459,755	住 R	16/8/2027	興建中 Construction in progress
魚嘴潤府 Yuzui Runfu	南京 Nanjing	建邺區 Jianye	28%	141,110	450,585	住/商/寫 R/C/O	30/4/2031	興建中 Construction in progress
石梅灣九里 Shimei Bay Jiuli	萬寧 Wanning	石梅灣旅遊 度假區 Shimei Bay Tourism and Resort	100%	5,096	444,874	住/商/酒 R/C/H	22/10/2029	興建中 Construction in progress

主要物業概要

SCHEDULE OF PRINCIPAL PROPERTIES

開發物業	城市	區	本集團應佔 實際權益	概約 總地盤面積 (平方米)	概約尚未出售 可售面積截止	類別	估計落成日期 (年/月)	落成情況 (已完工/興建中)
					2023年12月31日 (平方米)			
Development Property	City	District	Attributable Beneficial Interest of the Group	Approximate Total Site Area (sqm)	Approximate Unsold Gross Floor Areas (sqm)	Type	Estimated Date of Completion	State of Completion (Construction in Progress/Completed)
世園潤府 Shiyuan Runfu	西安 Xi'an	滻灊生態區 Chanba Eco-system	51%	171,872	444,597	住/商 R/C	17/3/2027	興建中 Construction in progress
華潤阜陽中心 Fuyang City Crossing	阜陽 Fuyang	潁州區 Yingzhou	51%	238,011	443,287	住/商/寫/酒 R/C/O/H	20/12/2025	興建中 Construction in progress
南翔鎮地塊 Nanxiangzheng Plot	上海 Shanghai	嘉定區 Jiading	70%	125,340	415,537	住 R	30/11/2026	興建中 Construction in progress
琨瑜府 Kunyufu	鄭州 Zhengzhou	中原區 Zhongyuan	60%	136,531	407,434	住/商/公 R/C/A	31/1/2026	興建中 Construction in progress
熙湖項目 Xihu Project	唐山 Tangshan	路北區 Lubei	20%	148,794	395,777	住/商/寫/公 R/C/O/A	30/11/2031	興建中 Construction in progress
雪花科創城 Xuehua Kechuang City	深圳 Shenzhen	寶安區 Baoan	50%	85,189	384,155	商/寫/公 C/O/A	30/6/2025	興建中 Construction in progress
江南中心 Jiangnan Center	南寧 Nanning	江南區 Jiangnan	70%	257,806	373,105	住/商/公 R/C/A	28/2/2027	興建中 Construction in progress
港悅城 Gangyue City	西安 Xian	國際港務區 International Port	70%	203,054	368,485	住/商 R/C	17/11/2025	興建中 Construction in progress
東莞華潤置地中心 Dongguan CRL Center	東莞 Dongguan	南城街道 Nancheng	100%	107,629	367,069	住/商/寫/酒/公 R/C/O/H/A	15/9/2028	興建中 Construction in progress
觀音橋商住項目 Guanyinqiao Commercial and Residential Project	重慶 Chongqing	江北區 Jiangbei	60%	93,205	355,226	住/商 R/C	31/8/2026	興建中 Construction in progress
公園九里 Gongyuan Jiuli	重慶 Chongqing	兩江新區 Liangjiang New District	100%	200,112	354,517	住/商/寫/公 R/C/O/A	8/8/2027	興建中 Construction in progress
北九里德泰項目 Beijiuli Detai Project	大連 Dalian	金普新區 Jinpu New District	50%	29,658	354,163	住/商 R/C	30/6/2032	興建中 Construction in progress
置地中心 CRL Center	南京 Nanjing	雨花台區 Yuhuatai	55%	181,588	352,176	住/商/寫/酒/公 R/C/O/H/A	30/5/2028	興建中 Construction in progress
江灣城 Jiangwancheng	無錫 Wuxi	江陰市 Jiangyin	100%	179,649	347,884	住/商 R/C	30/1/2028	興建中 Construction in progress
保利半島一號 Poly Peninsula I	揭陽 Jieyang	漁湖片區 Yuhupian	50%	137,617	343,405	住/商 R/C	30/4/2028	興建中 Construction in progress
二十四城 Twenty-four City	武漢 Wuhan	東西湖區 Dongxi Lake	100%	171,354	338,709	住/商 R/C	2/3/2024	已完成 Completed
置地廣場 CRL Plaza	柳州 Liuzhou	柳東新區 Liudong New District	60%	104,568	333,959	住/商/酒 R/C/H	30/11/2033	興建中 Construction in progress

開發物業	城市	區	本集團應佔 實際權益	概約 總地盤面積 (平方米)	概約尚未出售 可售面積截止 2023年12月31日 (平方米)	類別	估計落成日期 (年/月)	落成情況 (已完工/興建中)
Development Property	City	District	Attributable Beneficial Interest of the Group	Approximate Total Site Area (sqm)	Approximate Unsold Gross Floor Areas (sqm)	Type	Estimated Date of Completion	State of Completion (Construction in Progress/Completed)
潤府 Runfu	佛山 Foshan	順德區 Shunde	100%	117,657	332,668	住/商 R/C	5/4/2028	興建中 Construction in progress
鄂州梧桐湖國際社區 E'zhou Wutonghu Internation Community	鄂州 E'zhou	梁子湖區 Liangzihu	50%	879,386	326,360	商/公 C/A	30/9/2036	興建中 Construction in progress
貴陽九悅項目 Guizhou Jiuyue	貴陽 Guiyang	南明區 Nanming	100%	151,269	321,518	住/商 R/C	30/1/2027	興建中 Construction in progress
未來之城 Future City	大連 Dalian	金州區 Jinzhou	100%	53,365	319,238	住/商 R/C	15/6/2027	興建中 Construction in progress
榕江悅府 Rongjiang Yuefu	揭陽 Jieyang	榕城區 Rongcheng	50%	117,334	316,730	住/商 R/C	30/7/2029	興建中 Construction in progress
興隆新項目 Xinglong New Project	濟南 Jinan	市中區 Shizhong	100%	172,569	308,486	住/商/寫 R/C/O	30/11/2027	興建中 Construction in progress
華潤置地廣場 CRL Plaza	佛山 Foshan	順德區 Shunde	100%	162,751	306,932	住/商 R/C	1/7/2027	興建中 Construction in progress
紫雲府 Ziyunfu	許昌 Xuchang	魏都區 Weidu	100%	129,274	298,212	住 R	30/5/2027	興建中 Construction in progress
山河九里 Shanhe Jiuli	無錫 Wuxi	錫山區 Xishan	33%	157,337	295,568	住 R	30/10/2028	興建中 Construction in progress
鄂州梧桐湖國際社區 E'zhou Wutonghu Internation Community	鄂州 E'zhou	梁子湖區 Liangzihu	50%	879,386	288,153	商/公 C/A	30/9/2034	興建中 Construction in progress
潤溪山 Runxishan	瀋陽 Shenyang	渾南區 Hunnan	100%	143,568	286,624	住/商 R/C	15/5/2031	興建中 Construction in progress
上環潤府 Shangjingrunfu	成都 Chengdu	龍泉驛區 Longquanyi	65%	245,135	283,243	住 R	30/6/2026	興建中 Construction in progress
大場鎮W12-1301單元07-0 Dachangzhen W12-1301	上海 Shanghai	寶山區 Baoshan	100%	112,873	277,145	住/寫 R/O	12/9/2027	興建中 Construction in progress
長江中心(御江坤) Yangzte Center (Yujiangkun)	武漢 Wuhan	武昌區 Wuchang	100%	194,114	271,887	商/寫/公 C/O/A	31/3/2027	興建中 Construction in progress
經貿大廈商住項目 Jinmao Building Commercial Residential Project	淮安 Huai'an	清江浦區 Qingjiangpu	51%	102,565	268,582	住/商/寫 R/C/O	4/7/2029	興建中 Construction in progress
蘭州二十四城 Lanzhou Twenty Four City	蘭州 Lanzhou	城關區 Chengguan	100%	125,367	267,028	住/商/公 R/C/A	30/3/2030	興建中 Construction in progress
悠山悅景 Youshan Yuejing	貴陽 Guiyang	白雲區 Baiyun	100%	135,634	265,095	住/商 R/C	30/5/2027	興建中 Construction in progress

主要物業概要

SCHEDULE OF PRINCIPAL PROPERTIES

開發物業	城市	區	本集團應佔 實際權益	概約 總地盤面積 (平方米)	概約尚未出售 可售面積截止	類別	估計落成日期 (年/月)	落成情況 (已完工/興建中)
					2023年12月31日 (平方米)			
Development Property	City	District	Attributable Beneficial Interest of the Group	Approximate Total Site Area (sqm)	Approximate Unsold Gross Floor Areas (sqm)	Type	Estimated Date of Completion	State of Completion (Construction in Progress/Completed)
閱天府 Yuetianfu	成都 Chengdu	天府新區 Tianfu New District	49%	95,337	262,253	住 R	30/6/2026	興建中 Construction in progress
雲上觀海 Yunshang Guanhai	青島 Qingdao	市北區 Shibei	34%	119,430	242,919	住/商/寫/酒 R/C/O/H	31/8/2027	興建中 Construction in progress
萬象城 Wanxiang Yu	西安 Xian	灃東新城 Peidong New District	100%	290,428	242,745	商/寫 C/O	10/11/2026	興建中 Construction in progress
未來科技城 Future Tech-City	北京 Beijing	昌平區 Changping	60%	42,686	239,298	住/商/寫 R/C/O	31/12/2027	興建中 Construction in progress
CCBD232 畝綜合體項目 CCBD232mu Complex Project	西安 Xi'an	曲江新區 Qujiang New District	70%	154,710	236,223	住/商/寫/酒/公 R/C/O/H/A	28/2/2026	興建中 Construction in progress
武漢長江中心(御江軒) Yangzte Center (Yujiangxuan)	武漢 Wuhan	武昌區 Wuchang	100%	194,114	233,805	住/商/寫 R/C/O	30/6/2029	興建中 Construction in progress
華潤置地廣場 CRL Plaza	珠海 Zhuhai	高新區 High-Tech	100%	146,010	233,603	住/商/寫/酒/公 R/C/O/H/A	27/9/2027	興建中 Construction in progress
深汕半山潤府 Shenshan Banshan Runfu	深圳 Shenzhen	深汕特別合作區 Shenzhen-Shantou Special Cooperation	100%	198,501	230,863	住/商 R/C	23/4/2028	興建中 Construction in progress
保利中海金地大園環 Poly Coli Gemdale Daguojing	廣州 Guangzhou	增城區 Zengcheng	25%	133,319	222,609	住/商 R/C	30/12/2025	興建中 Construction in progress
火煉樹城市更新項目 Huolianshu Urban Redevelopment Project	東莞 Dongguan	東城區 Dongcheng	51%	160,447	222,351	住/商/寫 R/C/O	13/9/2028	興建中 Construction in progress
九里芳華 Jiuli Fanghua	哈爾濱 Harbin	南崗區 Nangang	50%	113,005	220,697	住/商 R/C	10/12/2027	興建中 Construction in progress
潤府 Runfu	廣州 Guangzhou	天河區 Tianhe	70%	74,497	214,247	住 R	15/5/2026	興建中 Construction in progress
海棠悅府 Haitang Yuefu	三亞 Sanya	海棠區 Haitang	90%	107,833	212,766	住 R	31/8/2025	興建中 Construction in progress
鄂州梧桐湖國際社區(濱湖) E'zhou Wutonghu Internation Community (Binhu)	鄂州 E'zhou	梁子湖區 Liangzihu	50%	879,386	211,975	商/公 C/A	25/6/2029	興建中 Construction in progress
杭城未來中心 Hangzhou Future Center	杭州 Hangzhou	余杭區 Yuhang	39%	190,387	211,902	住/商/寫 R/C/O	30/5/2026	興建中 Construction in progress
溫州潤府 Runfu	溫州 Wenzhou	鹿城區 Lucheng	51%	65,255	210,184	住/商/公 R/C/A	30/9/2025	興建中 Construction in progress

開發物業	城市	區	本集團應佔 實際權益	概約 總地盤面積 (平方米)	概約尚未出售 可售面積截止 2023年12月31日 (平方米)	類別	估計落成日期 (年/月)	落成情況 (已完工/興建中)
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灃華九里 Peihua Jiu Li	西安 Xian	西咸新區 Xixian New District	100%	76,755	207,323	住/商 R/C	30/11/2027	興建中 Construction in progress
南湖中央商務區核心區項目 Nanhu Central Business District Core Region Project	唐山 Tangshan	路南區 Lunan	50%	222,593	206,819	住/商/寫/公 R/C/O/A	30/9/2031	興建中 Construction in progress
翡翠雲璟 Feicui Yunjing	合肥 Hefei	經開區 Jinkai	51%	122,437	204,957	住/商 R/C	21/11/2025	興建中 Construction in progress
華潤中心 City Crossing	海口 Haikou	龍華區 Longhua	100%	147,454	203,344	住/商/寫/酒/公 R/C/O/H/A	30/5/2027	興建中 Construction in progress
潤溪花園 Runxi Garden	惠州 Huizhou	大亞灣區 Daya Bay	51%	100,000	203,213	住/商 R/C	1/4/2026	興建中 Construction in progress

財務概要

FINANCIAL SUMMARY

本集團業績

GROUP'S RESULTS

		2023	2022	2021	2020	2019
		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 (經重列) (Restated)
營業額	Revenue	251,137,103	207,061,119	212,108,358	179,587,269	148,167,235
除稅前溢利	Profit before taxation	66,437,894	55,509,355	60,365,758	60,172,049	61,144,975
所得稅開支	Income tax expenses	(29,134,131)	(23,139,594)	(22,970,370)	(26,081,775)	(26,681,970)
年內溢利	Profit for the year	37,303,763	32,369,761	37,395,388	34,090,274	34,463,005
以下人士應佔：	Attributable to:					
本公司擁有人	Owners of the Company	31,365,372	28,091,865	32,401,239	29,809,959	28,783,682
永續資本工具擁有人	Owners of perpetual capital instruments	-	-	-	220,569	289,224
非控股權益	Non-controlling interests	5,938,391	4,277,896	4,994,149	4,059,746	5,390,099
		37,303,763	32,369,761	37,395,388	34,090,274	34,463,005

本集團資產及負債

GROUP'S ASSETS AND LIABILITIES

		2023	2022	2021	2020	2019
		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 (經重列) (Restated)
物業、廠房及設備	Property, plant and equipment	15,827,017	16,011,713	15,427,154	14,095,322	11,130,699
使用權資產	Right-of-use assets	5,282,553	5,773,760	6,239,461	5,816,935	4,674,492
投資物業	Investment properties	262,808,194	237,885,277	217,530,118	187,379,425	161,214,781
無形資產	Intangible assets	1,519,911	1,425,515	76,356	40,913	424,977
商譽	Goodwill	1,911,884	1,816,263	11,544	11,544	11,544
長期投資	Long-term investments	86,688,355	76,791,345	63,100,490	54,551,465	41,972,226
按公平值計入損益之 金融資產	Financial assets at FVPL	-	150,000	152,374	150,124	-
衍生金融工具	Derivative financial instruments	-	-	-	-	12,220
定期存款	Time deposits	203,097	2,558,608	2,474,608	-	-
非流動資產之預付款項	Prepayments for non-current assets	2,427,392	1,401,467	1,525,343	2,121,759	3,307,284
遞延稅項資產	Deferred taxation assets	13,979,382	11,591,017	11,214,154	10,306,764	8,640,760
應收關聯方款項	Amounts due from related parties	11,253,594	10,168,102	11,992,508	14,297,323	12,216,802
應收非控股權益款項	Amounts due from non-controlling interests	4,914,883	2,474,207	4,787,416	6,216,637	3,199,816
流動資產	Current assets	784,360,847	713,284,627	615,272,738	574,053,189	523,092,954
總資產	Total assets	1,191,177,109	1,081,331,901	949,804,264	869,041,400	769,898,555
流動負債	Current liabilities	584,205,857	527,256,053	464,627,187	443,850,606	394,952,330
長期負債	Long-term liabilities	188,306,260	180,548,443	163,948,179	144,481,815	119,311,557
遞延稅項負債	Deferred taxation liabilities	34,515,938	31,820,355	29,152,924	24,466,801	19,833,838
總負債	Total liabilities	807,028,055	739,624,851	657,728,290	612,799,222	534,097,725
		384,149,054	341,707,050	292,075,974	256,242,178	235,800,830
本公司擁有人應佔權益	Equity attributable to owners of the Company	264,867,183	244,047,069	226,529,270	203,458,128	175,892,392
永續資本工具	Perpetual capital instruments	-	-	-	-	10,000,000
非控股權益	Non-controlling interests	119,281,871	97,659,981	65,546,704	52,784,050	49,898,438
		384,149,054	341,707,050	292,075,974	256,242,178	235,790,830

華潤置地有限公司

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此年報以環保紙張印製

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