

**Longfor** 龙湖地产

**Longfor Properties Co. Ltd.**

**龍湖地產有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

*(於開曼群島註冊成立之有限公司)*

Stock Code 股份編號 960



封面：蘇州獅山原著

Cover : Suzhou Longfor Mansion

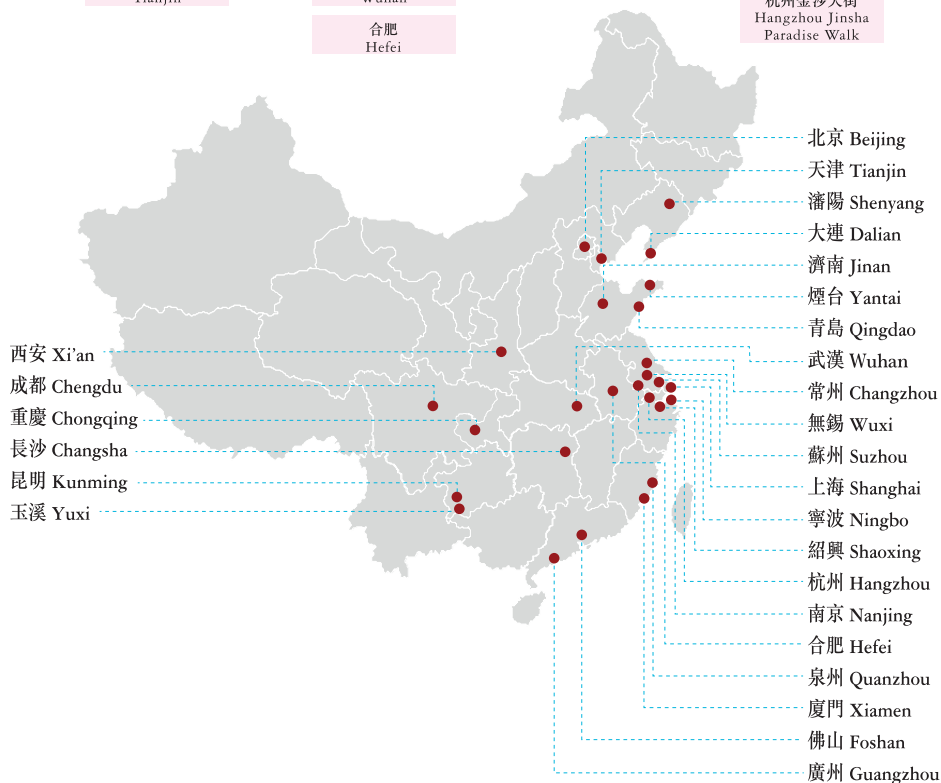
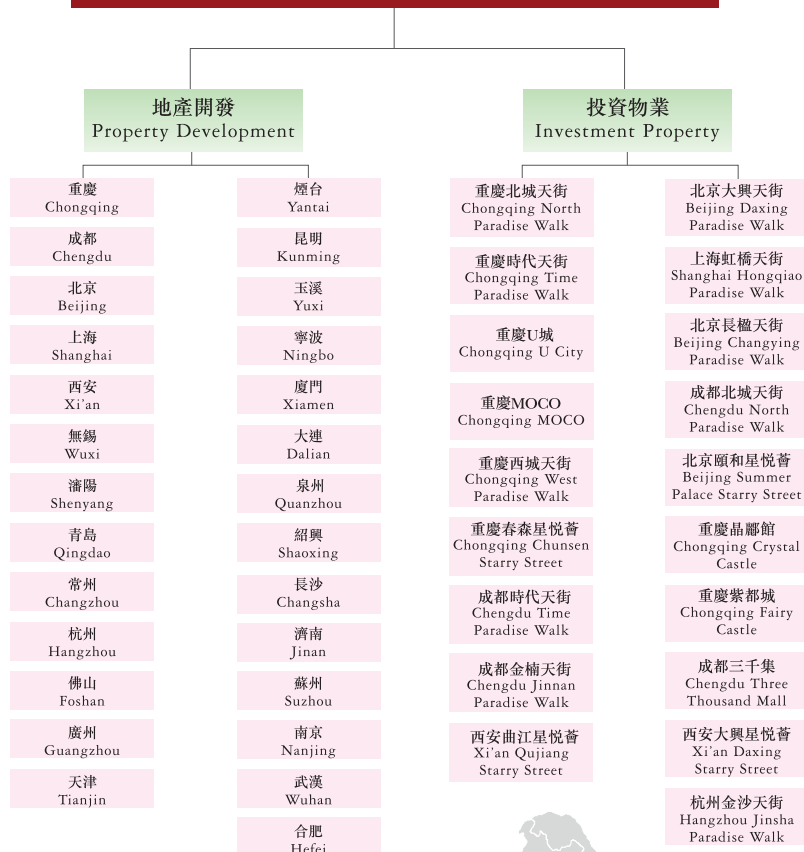
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# 集團架構 Group Structure

## 龍湖地產有限公司 Longfor Properties Co. Ltd.



# 公司資料

## Corporate Information

|             |  |  |   |
|-------------|--|--|---|
| 執行董事        | 吳亞軍女士<br>邵明曉先生<br>趙軼先生<br>李朝江先生                                    | Executive Directors                    | Madam WU Yajun<br>Mr. SHAO Mingxiao<br>Mr. ZHAO Yi<br>Mr. LI Chaojiang  |
| 獨立非執行<br>董事 | 卓百德先生<br>陳志安先生<br>項兵先生<br>曾鳴先生                                     | Independent Non-Executive<br>Directors | Mr. Frederick Peter CHURCHOUSE<br>Mr. CHAN Chi On, Derek<br>Mr. XIANG Bing<br>Mr. ZENG Ming   |
| 審核委員會       | 陳志安先生(主席)<br>卓百德先生<br>項兵先生   | Audit Committee                        | Mr. CHAN Chi On, Derek (Chairman)<br>Mr. Frederick Peter CHURCHOUSE<br>Mr. XIANG Bing   |
| 薪酬委員會       | 曾鳴先生(主席)<br>吳亞軍女士<br>項兵先生<br>陳志安先生<br>李朝江先生                        | Remuneration Committee                 | Mr. ZENG Ming (Chairman)<br>Madam WU Yajun<br>Mr. XIANG Bing<br>Mr. CHAN Chi On, Derek<br>Mr. LI Chaojiang  |
| 投資委員會       | 吳亞軍女士<br>邵明曉先生<br>趙軼先生<br>袁春先生<br>徐愛國先生                            | Investment Committee                   | Madam WU Yajun<br>Mr. SHAO Mingxiao<br>Mr. ZHAO Yi<br>Mr. YUAN Chun<br>Mr. XU Aiguo   |
| 核數師         | 德勤•關黃陳方會計師行<br>執業會計師<br>香港金鐘道88號<br>太古廣場一期<br>35樓                  | Auditor                                | Deloitte Touche Tohmatsu<br><i>Certified Public Accountants</i><br>35th Floor<br>One Pacific Place<br>88 Queensway Hong Kong                            |
| 香港證券<br>登記處 | 香港中央證券登記<br>有限公司<br>香港<br>灣仔<br>皇后大道東183號<br>合和中心17樓<br>1712-1716室 | Hong Kong Share Registrar              | Computershare Hong Kong<br>Investor Services Limited<br>Shops 1712-1716<br>17th Floor, Hopewell Centre<br>183 Queen's Road East<br>Wanchai<br>Hong Kong |

# 公司資料

## Corporate Information

|                           |   |  |   |
|---------------------------|---|--|---|
| 註冊辦事處                     | Cricket Square<br>Hutchins Drive<br>P.O. Box 2681<br>Grand Cayman<br>KY1-1111<br>Cayman Islands | Registered Office  | Cricket Square<br>Hutchins Drive<br>P.O. Box 2681<br>Grand Cayman<br>KY1-1111<br>Cayman Islands |
| 中國主要<br>營業地點<br>及總部<br>地址 | 中國北京市<br>朝陽區<br>惠新東街4號<br>富盛大廈2座7樓  | Principal Place of<br>Business and Address of<br>Headquarters in the PRC | 7/F., Tower 2, FuSheng Building<br>No. 4 Huixin East Street<br>Chaoyang District<br>Beijing PRC |
| 香港主要<br>營業地點              | 香港中環<br>都爹利街1號15樓   | Principal Place of Business<br>in Hong Kong                              | 15/F., No.1 Duddell Street,<br>Central, Hong Kong   |
| 網址                        | www.longfor.com   | Website Address  | www.longfor.com   |
| 授權代表                      | 吳亞軍女士<br>趙軼先生   | Authorized Representatives   | Madam WU Yajun<br>Mr. ZHAO Yi   |
| 公司秘書                      | 張蕾女士  | Company Secretary  | Madam ZHANG Lei   |
| 股份代號                      | 960   | Stock Code   | 960   |

# 主要物業權益表

## Schedule of Principal Properties

### 開發物業

### DEVELOPMENT PROPERTIES

| 項目名稱<br>Project             | 項目地址<br>Location  | 項目整體<br>預計竣工日期<br>Expected<br>Completion Date | 本集團於<br>項目中的權益<br>Group's Interest<br>in the Project | 已完工仍未<br>出售建築面積<br>Completed GFA<br>Remaining Unsold<br>(平方米)<br>(Sqm) | 發展中<br>建築面積<br>GFA Under<br>Development<br>(平方米)<br>(Sqm) | 規劃建築面積<br>GFA Under<br>Planning<br>(平方米)<br>(Sqm) | 用途<br>Use |
|-----------------------------|---|---|--|--|---|---|-----------|
| U城<br>U-City                | 重慶市沙坪壩區大學城<br>University Town, Shapingba District, Chongqing, PRC                       | 30/9/2017                                     | 100.00%  | 19,553   | 127,590   | —   | R/S/CP    |
| 江與城<br>Bamboo Grove         | 重慶市北部新區大竹林鎮<br>Dazhulin Town, New North District, Chongqing, PRC                        | 30/11/2017                                    | 50.00%   | 74,529   | 230,935   | —   | R/S/CP    |
| 紫雲台<br>Hill Top's Garden    | 重慶市北碚新區政府向南3公里<br>3 Km South of Government, Beibei New Urban Area, Chongqing, PRC       | 31/12/2021                                    | 100.00%  | 62,667   | 24,925  | 191,426   | R/S/CP    |
| 拉特芳斯<br>La Defense          | 重慶市沙坪壩區西永組團<br>Xiyong Cluster, Shapingba District, Chongqing, PRC                       | 1/10/2021                                     | 100.00%  | 29,468   | 127,529   | 434,912   | R/S/CP    |
| 春森彼岸<br>Chunsen Land        | 重慶市江北區北濱路<br>Beibin Road, Jiangbei District, Chongqing, PRC                             | 31/12/2019                                    | 100.00%  | 26,058   | 67,853  | 119,572   | R/S/O/CP  |
| 時代天街<br>Times Paradise Walk | 重慶市渝中區大坪<br>Daping, Yuzhong District, Chongqing, PRC                                    | 31/12/2020                                    | 100.00%  | 29,105   | —   | 192,745   | R/S/CP    |
| 涪著<br>Hometown              | 重慶新牌坊水晶郛城西450米<br>450 Meters West of Crystal Town, Xinpaifang, Chongqing, PRC           | 1/3/2017                                      | 100.00%  | 129,023  | 77,873  | —   | R/S/CP    |
| 新壹街<br>1st Avenue           | 重慶觀音橋<br>Guanyinqiao, Jiangbei District, Chongqing, PRC                                 | 15/4/2020                                     | 51.00%   | 30,967   | 177,597   | 91,169  | R/S/O/CP  |
| 科園路地塊<br>Keyuan Rd. Plot    | 重慶九龍坡區科園四路<br>Keyuan 4th Road, JiuLongPo District, Chongqing, PRC                       | 30/6/2017                                     | 100.00%  | —  | 143,039   | —   | R/S/CP    |
| 伯樂街<br>For Colourful Life   | 重慶觀音橋<br>Guanyinqiao, Jiangbei District, Chongqing, PRC                                 | 31/12/2017                                    | 100.00%  | —  | 108,850   | —   | R/S/CP    |
| 悠山郡<br>Peace Hill County    | 重慶市北部新區禮嘉鎮<br>Lijia Town, New North District, Chongqing, PRC                            | 31/12/2021                                    | 100.00%  | —  | —   | 59,704  | R/S/CP    |
| 天琅<br>Glory Villa           | 北部新區大竹林<br>Dazhu Town, New North District, Chongqing, PRC                               | 30/6/2020                                     | 50.00%   | —  | 505,434   | 377,925   | R/S/CP    |
| 兩江新宸<br>Longfor Ideal City  | 重慶市北部新區禮嘉鎮<br>Lijia Town, New North District, Chongqing, PRC                            | 31/12/2022                                    | 100.00%  | 165,823  | 331,532   | 1,277,696   | R/S/CP    |
| 照母山地塊<br>Zhaomushan Plot    | 重慶兩江新區大竹林組團G標準分區<br>G Zone of Dazhulin Section, New Liangjiang District, Chongqing, PRC | 31/12/2020                                    | 70.00%   | —  | —   | 412,722   | R/S/CP    |

R: 住宅  
Residential

S: 商業  
Shopping

O: 辦公室  
Office

CP: 停車場  
Car Park

# 主要物業權益表

## Schedule of Principal Properties

### 開發物業 (續)

### DEVELOPMENT PROPERTIES (Continued)

| 項目名稱<br>Project               | 項目地址<br>Location  | 項目整體<br>預計竣工日期<br>Expected<br>Completion Date | 本集團於<br>項目中的權益<br>Group's Interest<br>in the Project | 已完工仍未<br>出售建築面積<br>Completed GFA<br>Remaining Unsold<br>(平方米)<br>(Sqm) | 發展中<br>建築面積<br>GFA Under<br>Development<br>(平方米)<br>(Sqm) | 規劃建築面積<br>GFA Under<br>Planning<br>(平方米)<br>(Sqm) | 用途<br>Use |
|-------------------------------|---|---|--|--|---|---|-----------|
| 禮嘉II地塊<br>Lijia II Plot       | 兩江新區禮嘉<br>Lijia, New Liangjiang District, Chongqing, PRC  | 30/6/2022                                     | 70.00%   | —  | —   | 768,060   | R/S/CP    |
| 照母山地塊II<br>Zhaomushan Plot II | 重慶兩江新區大竹林組團G標準分區<br>G Zone of Dazhulin Section, New Liangjiang District, Chongqing, PRC   | 31/12/2021                                    | 70.00%   | —  | —   | 124,354   | R/S/CP    |
| 禮嘉III地塊<br>Lijia III Plot     | 重慶市兩江新區禮嘉商貿核心区<br>Lijia Core Business District, New Liangjiang District, Chongqing, PRC   | 30/6/2019                                     | 100.00%  | —  | —   | 567,430   | R/S/CP    |
| 蔡家地塊<br>Caijia Plot           | 重慶北碚蔡家<br>Caijia, Beibei New Urban Area, Chongqing, PRC   | 30/6/2019                                     | 60.00%   | —  | —   | 417,712   | R/S/CP    |
| <b>重慶合計</b>                   | <b>Chongqing Subtotal</b>   |   |  | <b>567,193</b>   | <b>1,923,157</b>  | <b>5,035,427</b>                                  |           |
| 時代天街<br>Times Paradise Walk   | 成都市高新區西部園區<br>Xibuyuanqu, Gaoxin District, Chengdu, Sichuan Province, PRC   | 31/12/2021                                    | 100.00%  | 184,930  | 501,707   | —   | R/S/CP    |
| 小院青城<br>Jade Town             | 成都市都江堰市青城山鎮大田村<br>Datian Village, Qingchengshan Town, Dujiangyan, Chengdu, Sichuan Province, PRC  | 31/12/2021                                    | 100.00%  | 12,784   | 9,572   | 31,026  | R/S/CP    |
| 世紀峰景<br>Century Peak View     | 成都市高新區天府大道中段1號<br>No.1 Tianfu Road Central, Gaoxin District, Chengdu, Sichuan Province PRC  | 31/12/2018                                    | 100.00%  | 7,901  | 112,644   | —   | R/S/CP    |
| 九里晴川<br>Jasper Sky            | 成都市高新區天府大道勁松社區中和街道<br>Zhonghe Street, Jinsong Community, Tianfu Boulevard, Gaoxin District, Chengdu, Sichuan Province, PRC                                    | 31/12/2017                                    | 51.00%   | —  | 316,601   | —   | R/S/CP    |
| 三千庭<br>Poetic Life            | 龍泉驛區大面街道金楓路<br>Jinfeng Road, Daimian Street, Longquanyi District, Chengdu, Sichuan Province, PRC  | 31/12/2019                                    | 50.00%   | —  | 345,914   | —   | R/S/CP    |
| 悠山郡<br>Peace Hill County      | 成都市新津縣花源鎮白雲村<br>Baiyun Village, Huayuan Town, Xinjin County, Chengdu, Sichuan Province, PRC   | 30/6/2019                                     | 100.00%  | 42,879   | —   | 208,260   | R/S/CP    |
| 育仁西路地塊<br>Yurenxi Rd Plot     | 成都市金牛區金泉街道<br>Jinquan Street, Jinniu District, Chengdu, Sichuan Province, PRC   | 31/12/2020                                    | 100.00%  | —  | 287,683   | 215,003   | R/S/CP    |
| 花照地塊<br>Huazhao Plot          | 金牛區營門口街道辦事處茶店子村5,6組, 花照村4組<br>Group 4, Huazhao Village, Group 5,6 Chadianzi Village, Yinmenkou Street Office, Jinniu District, Chengdu, Sichuan Province, PRC | 30/6/2021                                     | 49.00%   | —  | 201,353   | 594,736   | R/S/CP    |
| 大豐地塊<br>Dafeng Plot           | 成都市新都區大豐街道趙家村<br>Zhaojia Village, Dafeng Road, Xindu District, Chengdu, Sichuan Province, PRC   | 30/6/2019                                     | 60.00%   | —  | —   | 327,685   | R/S/CP    |

R: 住宅  
Residential

S: 商業  
Shopping

O: 辦公室  
Office

CP: 停車場  
Car Park



# 主要物業權益表

## Schedule of Principal Properties

### 開發物業 (續)

### DEVELOPMENT PROPERTIES (Continued)

| 項目名稱<br>Project                      | 項目地址<br>Location   | 項目整體<br>預計竣工日期<br>Expected<br>Completion Date | 本集團於<br>項目中的權益<br>Group's Interest<br>in the Project | 已完工仍未<br>出售建築面積<br>Completed GFA<br>Remaining Unsold<br>(平方米)<br>(Sqm) | 發展中<br>建築面積<br>GFA Under<br>Development<br>(平方米)<br>(Sqm) | 規劃建築面積<br>GFA Under<br>Planning<br>(平方米)<br>(Sqm) | 用途<br>Use |
|--------------------------------------|--|---|--|--|---|---|-----------|
| 三聖街道地塊<br>Sansheng Str. Plot         | 錦江區三聖鄉<br>Sansheng County, Jinjiang District, Chengdu, Sichuan Province, PRC                 | 31/12/2018                                    | 100.00%  | —  | —   | 142,244   | R/S/CP    |
| <b>成都小計</b>                          | <b>Chengdu Subtotal</b>  |   |  | <b>248,494</b>   | <b>1,775,474</b>  | <b>1,518,954</b>                                  |           |
| 長城源著<br>Great Wall Chinoiserie       | 密雲縣古北口鎮司馬台村<br>Simatai Village, Gubeikou, Miyun, Beijing, PRC                                | 31/12/2019                                    | 60.00%   | 775  | 118,626   | 49,628  | R/S/CP    |
| 西宸原著<br>Jade Mansion                 | 豐台區豐台北<br>Fengtai Road, Fengtai District, Beijing, PRC                                       | 28/2/2017                                     | 50.00%   | 10,941   | 52,861  | —   | R/S/CP    |
| 蠶繭新宸<br>Rose and Gingko<br>Mansion   | 北京市昌平區沙河鎮<br>Shahe Town, Changping District, Beijing, PRC                                    | 31/12/2017                                    | 34.00%   | 2,809  | 65,547  | —   | R/S/O/CP  |
| 豐台看丹路地塊<br>Fengtai Kandan Plot       | 北京市豐台區樊家村<br>Fanjia Village, Fengtai District, Beijing, PRC                                  | 31/12/2018                                    | 16.50%   | —  | 55,259  | —   | R/S/O/CP  |
| 門頭溝新城地塊<br>Mentougou<br>Newtown Plot | 門頭溝區石龍街區<br>Shilong St District, Mentougou District, Beijing, PRC                            | 31/12/2019                                    | 17.00%   | —  | 130,779   | —   | R/S/CP    |
| 天璞<br>Emerald Legend                 | 朝陽區東壩南區<br>Dongba S District, Chaoyang District, Beijing, PRC                                | 31/12/2017                                    | 50.00%   | 147  | 42,028  | —   | R/S/CP    |
| 太平莊地塊<br>Taipingzhuang plot          | 海澱區太平莊村<br>Taipingzhuang Village, Haidian, Beijing, PRC                                      | 31/12/2017                                    | 25.00%   | —  | 17,380  | —   | R/S/CP    |
| 大興瀛海<br>Daxing Yinghai plot          | 大興區瀛海鎮<br>Yinghai Town, Daxing District, Beijing, PRC  | 30/4/2018                                     | 50.00%   | —  | 188,206   | —   | R/S/CP    |
| 順義新城地塊<br>Shunyi Newtown Plot        | 順義區南法信鎮<br>Nanfaxin Town, Shunyi District, Beijing, PRC                                      | 31/12/2019                                    | 20.00%   | —  | 236,163   | —   | R/S/CP    |
| 順義仁和地塊<br>Shunyi Renhe Plot          | 順義區仁和鎮<br>Renhe Town, Shunyi District, Beijing, PRC  | 30/9/2017                                     | 26.00%   | —  | 109,238   | —   | R/S/CP    |
| 東壩南地塊<br>South Dongba Plot           | 朝陽區東壩<br>Dongba, Chaoyang District, Beijing, PRC   | 31/12/2020                                    | 34.00%   | —  | 87,194  | 106,180   | R/S/CP    |
| 白辛莊<br>Hou Sha Yu                    | 北京市順義區後沙峪鎮白辛莊<br>Baixinzhuang, Houshayu Town, Shunyi District, Beijing, PRC                  | 31/12/2018                                    | 100.00%  | —  | —   | 161,806   | R/S/CP    |
| 環保園地塊<br>Huanbaoyuan Plot            | 北京市海澱區中關村環保科技園<br>Zhongguancun Environmental Protection Park, Haidian District, Beijing, PRC | 31/12/2018                                    | 100.00%  | —  | —   | 57,164  | R/S/O/CP  |

R: 住宅  
Residential

S: 商業  
Shopping

O: 辦公室  
Office

CP: 停車場  
Car Park

# 主要物業權益表

## Schedule of Principal Properties

### 開發物業 (續)

### DEVELOPMENT PROPERTIES (Continued)

| 項目名稱<br>Project                           | 項目地址<br>Location   | 項目整體<br>預計竣工日期<br>Expected<br>Completion Date | 本集團於<br>項目中的權益<br>Group's Interest<br>in the Project | 已完工仍未<br>出售建築面積<br>Completed GFA<br>Remaining Unsold<br>(平方米)<br>(Sqm) | 發展中<br>建築面積<br>GFA Under<br>Development<br>(平方米)<br>(Sqm) | 規劃建築面積<br>GFA Under<br>Planning<br>(平方米)<br>(Sqm) | 用途<br>Use |
|---|--|---|--|--|---|---|-----------|
| 景都原著<br>The Orient Original<br>(Sunhe II) | 北京市朝陽區孫河鄉<br>Sunhe County, Chaoyang District, Beijing, PRC   | 30/5/2020                                     | 25.00%   | —  | 76,387  | 130,915   | R/S/CP    |
| 長陽地塊<br>Changyang Plot                    | 北京市房山區長陽鎮(B4、S32)地塊<br>Changyang Town (B4, S32), Fangshan District, Beijing, PRC   | 30/11/2019                                    | 50.00%   | —  | —   | 237,835   | S/CP      |
| <b>北京小計</b>                               | <b>Beijing Subtotal</b>  |   |  | <b>14,672</b>  | <b>1,179,668</b>  | <b>743,528</b>                                    |           |
| 葡麗海灣A/C<br>Banyan Bay A/C                 | 山東省煙台市牟平區濱海東路601號<br>No.601 Binhai East Road, Mouping District, Yantai, Shandong Province, PRC                               | 31/12/2020                                    | 100.00%  | 80,546   | 173,321   | 6,295,307   | R/S/CP    |
| 葡麗海灣B<br>Banyan Bay B                     | 山東省煙台市牟平區濱海東路<br>Binhai East Road, Mouping District, Yantai, Shandong Province, PRC  | 31/12/2020                                    | 100.00%  | —  | —   | 696,147   | R/S/CP    |
| <b>煙台小計</b>                               | <b>Yantai Subtotal</b>   |   |  | <b>80,546</b>  | <b>173,321</b>  | <b>6,991,454</b>                                  |           |
| 松江新城地塊<br>Songjiang Newtown               | 松江新城谷陽北路梅家浜路<br>Meijiabang Road North Guyang Road, Songjiang District, Shanghai, PRC   | 30/6/2017                                     | 100.00%  | —  | 108,697   | —   | R/S/CP    |
| 嘉定江橋地塊<br>Jiading Jiangqiao Plot          | 上海嘉定區江橋鎮北社區<br>Northern Community, Jiangqiao Town, Jiading District, Shanghai, PRC   | 31/12/2018                                    | 100.00%  | —  | 144,674   | 88,498  | R/S/CP    |
| 虹橋天街<br>Hongqiao Paradise Walk            | 上海市閔行區申長路<br>Shenchang Road, Minghang District, Shanghai, PRC  | 31/12/2017                                    | 100.00%  | 10,847   | 53,037  | —   | R/S/O/CP  |
| 北城天街<br>North Paradise Walk               | 上海市寶山區顧村鎮<br>Gucun Town, Baoshan District, Shanghai, PRC   | 25/8/2017                                     | 100.00%  | 22,949   | 93,600  | —   | R/S/O/CP  |
| 馬橋鎮地塊<br>Maqiao Town Plot                 | 馬橋鎮332街坊P1宗地<br>Parcel P1, 332 Road, Maqiao Town, Shanghai, PRC  | 31/12/2019                                    | 50.00%   | —  | —   | 132,265   | S/CP      |
| 顧橋鎮地塊<br>Zhuangqiao Town Plot             | 上海市閔行區顧橋鎮滬閔路與劍川路路口<br>The junction between Huming Road and Jianchuan Road, Zhuangqiao Town, Minghang District, Shanghai, PRC | 31/12/2019                                    | 100.00%  | —  | —   | 337,054   | S/O/CP    |
| 昆秀湖地塊<br>Kunxiu Lake Plot                 | 上海市松江工業區西部科技園<br>Western Hi-Tech Park, Songjiang Industrial Zone, Shanghai, PRC  | 31/12/2019                                    | 65.00%   | —  | —   | 253,870   | S/O/CP    |
| <b>上海小計</b>                               | <b>Shanghai Subtotal</b>   |   |  | <b>33,796</b>  | <b>400,008</b>  | <b>811,687</b>                                    |           |

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# 主要物業權益表

## Schedule of Principal Properties

### 開發物業 (續)

### DEVELOPMENT PROPERTIES (Continued)

| 項目名稱<br>Project                 | 項目地址<br>Location  | 項目整體<br>預計竣工日期<br>Expected<br>Completion Date | 本集團於<br>項目中的權益<br>Group's Interest<br>in the Project | 已完工仍未<br>出售建築面積<br>Completed GFA<br>Remaining Unsold<br>(平方米)<br>(Sqm) | 發展中<br>建築面積<br>GFA Under<br>Development<br>(平方米)<br>(Sqm) | 規劃建築面積<br>GFA Under<br>Planning<br>(平方米)<br>(Sqm) | 用途<br>Use |
|---------------------------------|---|---|--|--|---|---|-----------|
| 香醍國際<br>Chianti                 | 陝西省西安市滄河西路西側<br>Chanhe Road West, Xi'an, Shanxi Province, PRC   | 30/5/2020                                     | 100.00%  | 2,115  | 321,980   | 340,718   | R/S/CP    |
| 航太城B地塊<br>Aerospace Town B Plot | 航太基地航創路與神舟四路十字東南角<br>Southeast of the junction between Hangchuang Road and Shenzhou Road,<br>Aerospace, Changan District, Xi'an, Shanxi Province, PRC | 30/11/2018                                    | 100.00%  | —  | 97,298  | 138,402   | R/S/CP    |
| 源著(滄瀟地塊)<br>Chanba Plot         | 西安滄瀟生態區<br>Chanba Ecological Area, Xi'an, Shanxi Province, PRC  | 30/11/2018                                    | 100.00%  | 7,204  | 131,922   | 9,450   | R/S/CP    |
| 夜長安(園中園)<br>Chang'an Wonder     | 陝西省西安市曲江新區芙蓉西路以西<br>Furong Road West, Qujiang New District, Xi'an, Shanxi Province, PRC   | 30/9/2018                                     | 100.00%  | —  | —   | 35,437  | R/S/CP    |
| <b>西安小計</b>                     | <b>Xian Subtotal</b>  |   |  | <b>9,319</b>   | <b>551,200</b>  | <b>524,007</b>                                    |           |
| 壽瀾山<br>Rose and Ginkgo Valley   | 江蘇省無錫市新區太科園震澤路<br>Zhenze Road, Taikeyuan, Wuxi, Jiangsu Province, PRC   | 31/12/2019                                    | 100.00%  | —  | —   | 84,923  | R/S/CP    |
| 九壑<br>Jiu Shu                   | 江蘇省無錫市惠山區陽山鎮錫陸路<br>Xilu Road, Yangshan Town, Huishan District, Wuxi, Jiangsu Province,<br>PRC   | 31/12/2021                                    | 100.00%  | 5,513  | 69,480  | 112,159   | R/S/CP    |
| 悠山郡<br>Quiet tale               | 江蘇省無錫市宜興市宣城街道<br>Yicheng Road, Yixing, Wuxi, Jiangsu Province, PRC  | 31/12/2021                                    | 100.00%  | 10,645   | 98,436  | 205,853   | R/S/CP    |
| 紫雲台<br>Mountain Top Garden      | 江蘇省無錫市錫山區錫通中路<br>Xihu Road Central, Xishan District, Wuxi, Jiangsu Province, PRC  | 31/12/2020                                    | 100.00%  | 49,613   | —   | 90,501  | R/S/CP    |
| <b>無錫小計</b>                     | <b>Wuxi Subtotal</b>  |   |  | <b>65,771</b>  | <b>167,916</b>  | <b>493,436</b>                                    |           |
| 麗城2期<br>Sunshine City           | 江蘇省常州市天寧區永寧路三新路<br>Sanxin Road, Tianning District, Changzhou, Jiangsu Province, PRC   | 31/12/2018                                    | 100.00%  | 39,872   | —   | 57,897  | R/S/CP    |
| 龍譽城<br>Hongzhuang Project       | 江蘇省常州市龍樓區勤業路南<br>Qinye Road South, Zhonglou District, Changzhou, Jiangsu Province, PRC  | 30/6/2018                                     | 100.00%  | 69,988   | 255,577   | —   | R/S/CP    |
| 原山<br>Dongjing 120 Project      | 江蘇省常州市天寧區東經120路<br>Dongjing 120 Road, Tianning District, Changzhou, Jiangsu Province, PRC   | 31/12/2018                                    | 100.00%  | 64,303   | —   | 138,931   | R/S/CP    |
| <b>常州小計</b>                     | <b>Changzhou Subtotal</b>   |   |  | <b>174,163</b>   | <b>255,577</b>  | <b>196,828</b>                                    |           |

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## Schedule of Principal Properties

### 開發物業 (續)

### DEVELOPMENT PROPERTIES (Continued)

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|---|---|---|--|--|---|---|-----------|
| 時代天街<br>Times paradise walk                   | 江蘇省蘇州市高新區獅山街道<br>Shishan Street, Gaoxin District, Suzhou, Jiangsu Province, PRC   | 31/12/2020                                    | 51.00%   | 30,017   | 126,995   | 52,544  | R/S/CP    |
| 獅山原著<br>Longfor Mansion                       | 高新區獅山街道玉山路綠化地北·珠江綠化地東<br>Northern of green plot in Yushan Road and Eastern of green plot in Zhujiang Road, Shishan Street, Gaoxin District, Suzhou, Jiangsu Province, PRC | 31/12/2017                                    | 50.00%   | —  | 216,570   | —   | R/S/CP    |
| 蘇州小計  | Suzhou Subtotal   |   |  | 30,017   | 343,565   | 52,544  |           |
| 蠶湖山一期<br>Rose and Ginkgo Villa I              | 遼寧省瀋陽市沈北新區實園街<br>Shiyuan Street, Shenbei New District, Shenyang, Liaoning Province, PRC   | 31/12/2018                                    | 100.00%  | 16,854   | 39,923  | —   | R/S/CP    |
| 蠶湖山二期<br>Rose and Ginkgo Villa II             | 遼寧省瀋陽市沈北新區實園街<br>Shiyuan Street, Shenbei New District, Shenyang, Liaoning Province, PRC   | 31/12/2018                                    | 100.00%  | 21,044   | 10,574  | 185,832   | R/S/CP    |
| 香醍漫步<br>Chianti                               | 遼寧省沈北新區蒲豐路 46 號<br>No.46 Pufeng Road, Shenbei New District, Shenyang, Liaoning Province, PRC  | 31/12/2018                                    | 100.00%  | 32,283   | —   | 398,432   | R/S/CP    |
| 源著<br>Longfor Hometown                        | 遼寧省沈北新區蒲豐路 46 號<br>No.46 Pufeng Road, Shenbei New District, Shenyang, Liaoning Province, PRC  | 30/6/2018                                     | 100.00%  | 21,802   | 63,638  | 251,013   | R/S/CP    |
| 晉海路地塊<br>Jinhai Road plot                     | 鐵西新區晉海路<br>Jinhai Road, Tiexi New District, Shenyang, Liaoning Province, PRC  | 31/12/2019                                    | 100.00%  | —  | 164,001   | 213,935   | R/S/CP    |
| 花千樹<br>Pittosporum Tobira                     | 遼寧省瀋陽市鐵西區重工街北四路<br>Zhonggong Street, Tiexi District, Shenyang, Liaoning Province, PRC   | 31/10/2018                                    | 100.00%  | —  | —   | 58,993  | R/S/CP    |
| 紫都城<br>Fairy Castle                           | 遼寧省瀋陽市大東區陶瓷城北<br>Ceramics City North, Dadong District, Shenyang, Liaoning Province, PRC   | 31/12/2016                                    | 100.00%  | 21,850   | 18,438  | —   | R/S/CP    |
| 唐寧 ONE<br>Tangning One                        | 遼寧省瀋陽市和平區長白島長白西二街<br>Changbai Island, Heping District, Shenyang, Liaoning Province, PRC   | 31/10/2019                                    | 100.00%  | 19,613   | 198,192   | —   | R/S/CP    |
| 春江酈城<br>Chunjiang Central<br>(Shiji Rd. Plot) | 瀋陽經濟技術開發區洪湖一街<br>No.5A, Shiji Road, Hunnan District, Shenyang, Liaoning Province, PRC   | 31/10/2019                                    | 60.00%   | —  | 132,428   | 54,938  | R/S/CP    |
| 沈新地塊<br>Shenxin Plot                          | 瀋陽經濟技術開發區洪湖一街<br>Honghu First Street, Economic and Technological Development Zone, Shenyang, Liaoning Province, PRC   | 31/12/2021                                    | 100.00%  | —  | —   | 318,896   | R/S/CP    |
| 瀋陽小計  | Shenyang Subtotal   |   |  | 133,426  | 627,194   | 1,482,039   |           |

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|---|---|---|--|--|---|---|-----------|
| 白沙河<br>Rose & Gingko Coast                  | 山東省青島市城陽區雙元路10號<br>No.10 Yuanshuang Road, Chengyang District, Qingdao, Shandong Province, PRC   | 31/12/2019                                    | 100.00%  | 10,896   | 151,216   | 40,458  | R/S/CP    |
| 灘灣海岸F<br>Rose & Gingko Coast F              | 山東省青島市城陽區雙元路<br>Shuangyuan Road, Chengyang District, Qingdao, Shandong Province, PRC  | 30/3/2020                                     | 100.00%  | 10,625   | 71,391  | 43,383  | R/S/CP    |
| 原山<br>Original                              | 山東省青島市開發區科大一號綫西側<br>Kedayihaoxian, Qingdao, Shandong Province, PRC  | 1/6/2017                                      | 100.00%  | 5,031  | 1,273   | —   | R/S/CP    |
| 悠山郡<br>Peace Hill County                    | 山東省青島市城陽區城陽街道青威路東側仲村社區<br>Zhongcun Community, Qingwei Road East Chengyang District, Qingdao, Shandong Province, PRC   | 31/12/2018                                    | 100.00%  | 1,565  | 61,721  | 9,704   | R/S/CP    |
| 錦繡原著<br>An Le                               | 山東省青島市城陽區夏莊街道王沙路東西兩側<br>Xiazhuang Street, Chengyang District, Qingdao, Shandong Province, PRC   | 31/12/2019                                    | 100.00%  | 12,442   | 110,594   | 22,412  | R/S/CP    |
| 春江郦城<br>Chunjiang Central<br>(Haijing Plot) | 山東省青島市市北區四流南路66號<br>No.66, Siliu South Road, Shibei District, Qingdao, Shandong Province, PRC   | 31/12/2019                                    | 25.10%   | —  | 424,427   | 542,725   | R/S/CP    |
| 仲村II地塊<br>Zhongcun II Plot                  | 青島市城陽區城陽街道青威路東側·仲村社區<br>Zhongcun Community, Qingwei Road East Chengyang District, Qingdao, Shandong Province, PRC   | 31/12/2018                                    | 100.00%  | —  | 51,312  | 47,713  | R/S/CP    |
| 青島小計  | Qingdao Subtotal  |   |  | 40,559   | 871,934   | 706,395   |           |
| 下沙灘山<br>Rose and Ginkgo Town                | 浙江省杭州市經濟開發區海達南路<br>Hai'da South Road, EDZ, Hangzhou, Zhejiang Province, PRC   | 30/6/2018                                     | 100.00%  | —  | 63,364  | —   | R/S/CP    |
| 濱江春江郦城<br>Chunjiang Central                 | 杭州市濱江區<br>Binjiang District, Hangzhou, Zhejiang Province, PRC   | 15/8/2019                                     | 100.00%  | 8,130  | 43,768  | —   | R/S/O/CP  |
| 興議地塊<br>Xingyi Plot                         | 杭州蕭山區北幹街道興議村<br>Xingyi Village, Beigan Street Road, Xiaoshan District, Zhejiang Province, PRC   | 30/6/2017                                     | 40.00%   | —  | 139,101   | —   | R/S/CP    |
| 世紀之光<br>The Honor of City                   | 浙江省杭州市蕭山區振寧路<br>Zhenning Road, Xiaoshan District, Hangzhou, Zhejiang Province, PRC  | 31/12/2017                                    | 10.00%   | —  | 323,151   | —   | R/S/CP    |
| 西湖三墩地塊<br>West Lake Sandun Plot             | 西湖區三墩鎮甲來路<br>Jialai Road, Sandun Town, Xihu District, Hangzhou, Zhejiang Province, PRC  | 31/12/2017                                    | 30.00%   | —  | 123,589   | —   | R/S/CP    |
| 武林九里<br>Central Courtyard                   | 東至規劃覓華路，南至規劃二號路，西至同協支路，北至丁石路<br>East to planned Jianhua Road, South to planned Second Road, West to Hiptong Branch Road, North to Dingshi Road, Jianggan District, Hangzhou, Zhejiang Province, PRC | 15/11/2017                                    | 100.00%  | —  | 241,364   | —   | R/S/CP    |

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### DEVELOPMENT PROPERTIES (Continued)

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|---------------------------------|---|---|--|--|---|---|-----------|
| 興議II地塊<br>Xingyi II Plot        | 東至規劃縱一路，南、西至杭州郵件處理中心，北至建設四路<br>East to planned Vertical First Road, South and West to Hangzhou Mail Processing Centre, North to Jianshesi Road, Jianggan District, Hangzhou, Zhejiang Province, PRC   | 31/12/2018                                    | 100.00%  | —  | 153,191   | —   | R/S/CP    |
| 興議III地塊<br>Xingyi III Plot      | 蕭山區北單元興議區塊A-29地塊，東至青年路，南至規劃B5路，西至縱一路，北至建設四路<br>East to Qingnian Road, South to planned B5 Road, West to Vertical First Road, North to Jianshesi Road, A-29 Plot, Xinyi Area, Shibei Unit, Xiaoshan District, Hangzhou, Zhejiang Province, PRC | 30/6/2019                                     | 100.00%  | —  | 116,640   | —   | R/S/CP    |
| 蕭山北幹東地塊<br>Beigandong Plot      | 蕭山區北幹街道銀河實驗小學以東、環城北路以北、北塘河以南<br>East of Yinhe Experimental Primary School, North of Huancheng North Road, South of Beitang River, Beigan Street, Xiaoshan District, Hangzhou, Zhejiang Province, PRC  | 31/12/2018                                    | 55.00%   | —  | —   | 185,569   | R/S/CP    |
| 湘湖地塊<br>Xianghu Plot            | 蕭山區陳區地塊，東至風情大道，南至湘西路，西至經三路，北至彩虹大道<br>East to Fengqing Road, South to Xiangxi Road, West to Jingshan Road, North to Caihong Road, Chengqu Plot, Xiaoshan District, Hangzhou, Zhejiang Province, PRC  | 31/12/2020                                    | 26.00%   | —  | —   | 153,058   | R/S/CP    |
| 長睦地塊<br>Changmu Plot            | 東至盈豐路，南至金雞路綠化帶及排水設施用地，西至奔競大道，北至規劃支路<br>East to Yingfeng Road, South to Greenbelt and Drainage facilities land of Jinji Road, West to Benjing Avenue, North to Planned Branch Road, Hangzhou, Zhejiang Province, PRC                           | 30/6/2019                                     | 35.00%   | —  | —   | 98,172  | R/S/CP    |
| 世紀城地塊<br>Shijicheng Plot        | 東至勤豐港，南至三義路，西至綠化，北至華鶴街<br>East to Qinfeng Port, South to Sanyi Road, West to Green Plot, North to Huahe Street, Hangzhou, Zhejiang Province, PRC  | 31/12/2019                                    | 25.00%   | —  | —   | 159,242   | R/S/CP    |
| 西湖蔣村地塊<br>W. Lake Jiangcun Plot | 東至花蔣路，南至雙龍路，西至楓樹路，北至余杭塘路<br>East to Huajiang Road, South to Shuanglong Road, West to Fengshu Road, North to Yuhangtang Road, Hangzhou, Zhejiang Province, PRC   | 31/12/2019                                    | 100.00%  | —  | —   | 340,530   | S/O/CP    |
| 杭州小計<br>Hangzhou Subtotal       |   |   |  | 8,130  | 1,204,168   | 936,571   |           |
| 仙湖錦綉<br>Paradise Seasons        | 雲南省玉溪市江川縣路居鎮張營村<br>Zhangying Village, Lujia Town, Jiangchuan County, Yuxi, Yunnan Province, PRC   | 31/12/2019                                    | 100.00%  | —  | —   | 790,407   | R/S/CP    |
| 玉溪小計<br>Yuxi Subtotal           |   |   |  | —  | —   | 790,407   |           |

R: 住宅  
Residential

S: 商業  
Shopping

O: 辦公室  
Office

CP: 停車場  
Car Park

# 主要物業權益表

## Schedule of Principal Properties

### 開發物業 (續)

### DEVELOPMENT PROPERTIES (Continued)

| 項目名稱<br>Project                  | 項目地址<br>Location  | 項目整體<br>預計竣工日期<br>Expected<br>Completion Date | 本集團於<br>項目中的權益<br>Group's Interest<br>in the Project | 已完工仍未<br>出售建築面積<br>Completed GFA<br>Remaining Unsold<br>(平方米)<br>(Sqm) | 發展中<br>建築面積<br>GFA Under<br>Development<br>(平方米)<br>(Sqm) | 規劃建築面積<br>GFA Under<br>Planning<br>(平方米)<br>(Sqm) | 用途<br>Use |
|----------------------------------|---|---|--|--|---|---|-----------|
| 水晶驕陽<br>Crystal Town             | 遼寧省大連市中山區東港區<br>Donggang District, Dalian, Liaoning Province, PRC   | 30/6/2017                                     | 100.00%  | 28,771   | 3,153   | —   | R/S/CP    |
| 薔露山<br>Rose and Ginkgo Villa     | 遼寧省大連市甘井子區紅旗街道<br>Hongqi Street, Ganjingzi District, Dalian, Liaoning Province, PRC                       | 30/10/2018                                    | 100.00%  | 43,288   | 51,343  | —   | R/S/CP    |
| 旅順龍河2期<br>Longhe II              | 遼寧省大連市旅順水師營街道小南村<br>Xiaonan Village, Shuishiyang Street, Dalian, Liaoning Province, PRC                   | 31/12/2020                                    | 50.00%   | —  | —   | 669,724   | R/S/CP    |
| 高新園區地塊<br>Gaoxinyuanqu Plot      | 遼寧省大連市高新園區七賢東路<br>Qixian East Road, High-technology Industrial Park, Dalian, Liaoning Province, PRC       | 30/10/2018                                    | 100.00%  | —  | 154,965   | —   | R/S/CP    |
| <b>大連小計</b>                      | <b>Dalian Subtotal</b>  |   |  | <b>72,059</b>  | <b>209,461</b>  | <b>669,724</b>                                    |           |
| 香醍漫步<br>Chianti                  | 浙江省寧波市慈溪龍山鎮<br>Longshan Town, Cixi, Ningbo, Zhejiang Province, PRC  | 31/12/2018                                    | 100.00%  | —  | —   | 149,735   | R/S/CP    |
| 薔露海岸<br>Rose and Ginkgo Coast    | 浙江省寧波市北侖區春曉中七路68號<br>No.68 Chunxiaozhongqi Road, Beilun District, Ningbo, Zhejiang Province, PRC          | 31/12/2018                                    | 100.00%  | 19,517   | 258,180   | —   | R/S/CP    |
| 鄞州新城地塊<br>Yinzhou Newtown Plot   | 鄞州區中河街道蔡家漕村<br>Caijiaocao Village, Zhonghe Street, Yinzhou District, Ningbo, Zhejiang Province, PRC       | 20/12/2018                                    | 20.00%   | —  | 44,687  | —   | R/S/CP    |
| 潘火II地塊<br>Panhuo II Plot         | 寧波市鄞州區潘火街道曹隘村<br>Caoai Village, Panhuo Street, Yinzhou District, Ningbo, Zhejiang Province, PRC           | 20/12/2018                                    | 100.00%  | —  | —   | 113,656   | R/S/CP    |
| 鐘公廟地塊<br>Zhonggongmiao Plot      | 鄞州區鐘公廟街道慧燈寺村<br>Huidengsi Village, Zhonggongmiao Street, Yinzhou District, Ningbo, Zhejiang Province, PRC | 31/12/2018                                    | 51.00%   | —  | —   | 54,648  | R/S/CP    |
| 鐘公廟II地塊<br>Zhonggongmiao II plot | 鄞州區鐘公廟街道益開村<br>Penzha Village, Zhonggongmiao Street, Yinzhou District, Ningbo, Zhejiang Province, PRC     | 30/6/2019                                     | 100.00%  | —  | —   | 88,126  | R/S/CP    |
| <b>寧波小計</b>                      | <b>Ningbo Subtotal</b>  |   |  | <b>19,517</b>  | <b>302,867</b>  | <b>406,165</b>                                    |           |

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Residential

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# 主要物業權益表

## Schedule of Principal Properties

### 開發物業 (續)

### DEVELOPMENT PROPERTIES (Continued)

| 項目名稱<br>Project                             | 項目地址<br>Location  | 項目整體<br>預計竣工日期<br>Expected<br>Completion Date | 本集團於<br>項目中的權益<br>Group's Interest<br>in the Project | 已完工仍未<br>出售建築面積<br>Completed GFA<br>Remaining Unsold<br>(平方米)<br>(Sqm) | 發展中<br>建築面積<br>GFA Under<br>Development<br>(平方米)<br>(Sqm) | 規劃建築面積<br>GFA Under<br>Planning<br>(平方米)<br>(Sqm) | 用途<br>Use |
|---|---|---|--|--|---|---|-----------|
| 嘉嶼城<br>Island in the City                   | 福建省廈門市集美區灌口鎮<br>Guankou Town, Jimei District, Xiamen, Fujian Province, PRC  | 20/11/2018                                    | 100.00%  | 8,115  | 1,844   | 134,645   | R/S/CP    |
| 春江彼岸<br>Chunjiang Land                      | 廈門海滄區滄新街與新陽大道交叉口東北側<br>Northeast of Guanxin Road and Hangjin Road intersection, Jimei District, Xiamen, Fujian Province, PRC  | 31/12/2019                                    | 51.00%   | —  | 209,442   | 167,233   | R/S/CP    |
| 春江鄰城<br>Chunjiang Central                   | 廈門市集美區杏林北路與杏錦路交叉路口<br>Xinglin N Road and Xingjin Road intersection, Jimei District, Xiamen, Fujian Province, PRC  | 31/12/2019                                    | 49.00%   | 14,647   | 98,945  | 27,057  | R/S/CP    |
| 集美II地塊<br>Jimei II Plot                     | 11-03 機械工業集中區景湖北路與鳳泉中路交叉口西北側<br>Northwest of Jinghu North Road and Fengquan Middle Road Intersection, 11-03 Machinery Industrial Zone, Xiamen, Fujian Province, PRC | 31/12/2019                                    | 51.00%   | —  | —   | 120,000   | R/S/CP    |
| 翔安地塊<br>Xiang'an Plot                       | 廈門市翔安區13-12B片區望嶺北路與新店路交叉口西南側<br>Southwest of Wangdeng North Road and Xindian Road, 13-12B area, Xiang'an District, Xiamen, Fujian Province, PRC                     | 31/12/2019                                    | 51.00%   | —  | —   | 192,820   | R/S/CP    |
| 廈門小計  | Xiamen Subtotal   |   |  | 22,762   | 310,231   | 641,755   |           |
| 嘉天下<br>Ascension to the Throne              | 福建省泉州市晉江池店鎮<br>Chidian, Jinjiang, Quanzhou, Fujian Province, PRC  | 31/12/2020                                    | 100.00%  | 50,018   | 285,203   | 944,665   | R/S/CP    |
| 泉州小計  | Quanzhou Subtotal   |   |  | 50,018   | 285,203   | 944,665   |           |
| 湘風原著<br>Wang Cheng                          | 湖南省長沙市望城區銀星路555號<br>Gushan, Wangcheng District, Changsha, Hunan Province, PRC   | 31/12/2019                                    | 100.00%  | 49,987   | 166,011   | 425,018   | R/S/CP    |
| 長沙小計  | Changsha Subtotal   |   |  | 49,987   | 166,011   | 425,018   |           |
| 名景台<br>Mingjing Tai                         | 濟南市槐蔭區清源路<br>Huaiyin District Road, Ji'nan Qingyuan City, Shandong Province, PRC  | 31/12/2018                                    | 100.00%  | 12,321   | 37,244  | 72,840  | R/S/CP    |
| 春江鄰城<br>Chunjiang Central<br>(Licheng Plot) | 曆城區韓倉河以東、繞城高速以西<br>East of Hancang River, West of Ring Expressway, Licheng District, Ji'nan, Shandong Province, PRC   | 31/12/2019                                    | 51.00%   | —  | 408,354   | 480,965   | R/S/CP    |
| 韓倉地塊<br>Hancang Plot                        | 曆城區鮑山街道辦事處韓倉六村<br>Hancangliu Village, Baoshan Street Office, Licheng District, Ji'nan, Shandong Province, PRC   | 30/11/2020                                    | 30.00%   | —  | 68,640  | 515,837   | R/S/CP    |
| 唐冶地塊<br>Tangye Plot                         | 曆城區唐冶片區唐冶西路以西、文苑街<br>Wenyuan Street, West of Tangye West Road, Tangye Area, Licheng District, Ji'nan, Shandong Province, PRC  | 25/11/2019                                    | 51.00%   | —  | —   | 276,331   | R/S/CP    |

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# 主要物業權益表

## Schedule of Principal Properties

### 開發物業 (續)

### DEVELOPMENT PROPERTIES (Continued)

| 項目名稱<br>Project                | 項目地址<br>Location   | 項目整體<br>預計竣工日期<br>Expected<br>Completion Date | 本集團於<br>項目中的權益<br>Group's Interest<br>in the Project | 已完工仍未<br>出售建築面積<br>Completed GFA<br>Remaining Unsold<br>(平方米)<br>(Sqm) | 發展中<br>建築面積<br>GFA Under<br>Development<br>(平方米)<br>(Sqm) | 規劃建築面積<br>GFA Under<br>Planning<br>(平方米)<br>(Sqm) | 用途<br>Use |
|--------------------------------|--|---|--|--|---|---|-----------|
| 暢和園地塊<br>Changheyuan Plot      | 槐蔭區清源路南側、臘山河西路東側<br>Qingyuan Road South, Huaiyin District, Lashanhe West Road East, Ji'nan, Shandong Province, PRC   | 26/5/2018                                     | 20.00%   | —  | 277,687   | —   |           |
| 槐蔭區地塊<br>Huaiyin District Plot | 槐蔭區張莊以南，八裡橋廉租房專案西側<br>South of Zhangzhuang Road, Huaiyin District, West of Low-costing Housing Project of Baliqiao, Ji'nan, Shandong Province, PRC   | 31/12/2019                                    | 100.00%  | —  | —   | 91,863  |           |
| 濟南小計                           | Suzhou Subtotal  |   |  | 12,321   | 792,125   | 1,437,836   |           |
| 春江名城<br>Chunjiang Land         | 佛山市順德區大良街道德勝河北岸<br>Daliang Street, Shunde District, Foshan, Guangdong Province, PRC  | 30/11/2018                                    | 80.02%   | 24,276   | 244,637   | —   | R/S/CP    |
| 佛山小計                           | Foshan Subtotal  |   |  | 24,276   | 244,637   | —   |           |
| 天宸原著<br>Longfor Mansion        | 廣州天河區黃雲路華美牛奶廠<br>Huamei Dairy Co, Huangyun Road, Tianhe District, Guangzhou, PRC   | 31/12/2018                                    | 50.00%   | 18,045   | 131,148   | 150,699   | R/S/CP    |
| 白雲新城地塊<br>Baiyun New Town Plot | 廣州市白雲區白雲新城<br>Baiyun Newtown, Baiyun District, Guangzhou, PRC  | 31/12/2019                                    | 50.00%   | —  | —   | 94,630  | R/S/CP    |
| 開發區地塊<br>Dvpt. Zone Plot       | 廣州市開發區開源路以南、雲峰路以東<br>South of Kaiyuan Road, East of Yunfeng Road, Development Zone, Guangzhou, PRC   | 31/12/2019                                    | 50.00%   | —  | —   | 269,923   | R/S/CP    |
| 廣州小計                           | Guangzhou Subtotal   |   |  | 18,045   | 131,148   | 515,252   |           |
| 春江紫宸<br>Chunjiang Center       | 南京鼓樓區建寧路<br>Jianing Road, Gulou District, Nanjing, Jiangsu Province, PRC   | 31/12/2019                                    | 100.00%  | 11,430   | 130,317   | 163,974   | R/S/O/CP  |
| 春江郦城<br>Chunjiang Central      | 江寧區東山街道新亭路<br>Xinting Road, Dongshan Street, Jiangning District, Nanjing, Jiangsu Province, PRC  | 31/12/2019                                    | 51.00%   | —  | 338,056   | 32,927  | R/S/CP    |
| 江寧II地塊<br>Jiangning II         | 江寧區龍眠大道以西、格致路以南地塊，東至龍眠大道，南至規劃道路，西至鳳樓東路，北至格致路<br>East to Longmian Avenue, South to Planned Road, West to Fengqi East Road, North to Gezhi Road, West of Longmian Avenue, South of Gezhi Road Plot, Jiangning District, Nanjing, Jiangsu Province, PRC | 31/10/2018                                    | 34.00%   | —  | —   | 78,079  | R/S/CP    |
| 建寧路地塊<br>Jianing Road Plot     | 地塊東至南京玉橋大市場，南至金橋大市場，西至金橋搭建的倉庫，北至滬寧城際鐵路。<br>East to Nanjing Yuqiao Market, South to Jinqiao Market, West to Warehouse in Jinqiao, North to Shanghai-Nanjing inter-city high-speed railway, Nanjing, Jiangsu Province, PRC                             | 20/6/2019                                     | 100.00%  | —  | —   | 90,626  | SCP       |
| 南京小計                           | Nanjing Subtotal   |   |  | 11,430   | 468,373   | 365,606   |           |

R: 住宅  
Residential

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Shopping

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Car Park

# 主要物業權益表

## Schedule of Principal Properties

### 開發物業 (續)

### DEVELOPMENT PROPERTIES (Continued)

| 項目名稱<br>Project               | 項目地址<br>Location   | 項目整體<br>預計竣工日期<br>Expected<br>Completion Date | 本集團於<br>項目中的權益<br>Group's Interest<br>in the Project | 已完工仍未<br>出售建築面積<br>Completed GFA<br>Remaining Unsold<br>(平方米)<br>(Sqm) | 發展中<br>建築面積<br>GFA Under<br>Development<br>(平方米)<br>(Sqm) | 規劃建築面積<br>GFA Under<br>Planning<br>(平方米)<br>(Sqm) | 用途<br>Use |
|-------------------------------|--|---|--|--|---|---|-----------|
| 天宸原著<br>Longfor Mansion       | 天津海河教育園區同硯路與雅馨路交口西南側<br>Southwest of Junction of Tongyan Road and Yaxin Road, Tianjin Haihe Education Park, Tianjin, PRC | 31/12/2018                                    | 34.00%   | —  | 19,559  | 179,937   | R/S/CP    |
| 津南區地塊<br>Jinnan District Plot | 津南區咸水沽鎮南環路與紫江路交口<br>Junction of Nanhuai Road and Zijiang Road, Xianshugu Town, Jinnan District, Tianjin, PRC             | 30/6/2019                                     | 100.00%  | —  | —   | 175,881   | R/S/CP    |
| 天津小計<br>Tianjin Subtotal      |  |   |  | —  | 19,559  | 355,818   |           |
| 長豐地塊<br>Changfeng Plot        | 武漢市礄口長豐街長豐村<br>Changfeng Village, Changfeng Street, Qiaokou District, Wuhan, PRC   | 31/5/2021                                     | 60.00%   | —  | —   | 886,304   | R/S/CP    |
| 武漢小計<br>Wuhan Subtotal        |  |   |  | —  | —   | 886,304   |           |
| 合計<br>TOTAL                   |  |   |  | 1,686,501  | 12,402,797  | 26,931,420  |           |

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Residential

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Shopping

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Car Park

# 主要物業權益表

## Schedule of Principal Properties

### 投資物業

### INVESTMENT PROPERTIES

| 項目名稱<br>Project                      | 項目地址<br>Location   | 項目整體<br>預計竣工日期<br>Expected<br>Completion Date | 本集團於<br>項目中的權益<br>Group's Interest<br>in the Project | 已完工仍未<br>出售建築面積<br>Completed GFA<br>Remaining Unsold<br>(平方米)<br>(Sq.m) | 發展中<br>建築面積<br>GFA Under<br>Development<br>(平方米)<br>(Sq.m) | 規劃建築面積<br>GFA Under<br>Planning<br>(平方米)<br>(Sq.m) | 用途<br>Use |
|--------------------------------------|--|---|--|---|--|--|-----------|
| 重慶北城天街<br>North Paradise Walk        | 重慶市江北區北城天街6、8號<br>No.6 & No.8 Beichengtianjie, Jiangbei District, Chongqing, PRC         | 已開業<br>In operation                           | 100.00%  | 146,262   | —  | —  | S         |
| 重慶紫都城<br>Fairy Castle                | 重慶市渝北區龍山街道餘松一支路<br>Yusongyizhilu Road, Longshan Street, Yubei District, Chongqing, PRC   | 已開業<br>In operation                           | 100.00%  | 29,413  | —  | —  | S         |
| 重慶晶都館<br>Crystal Castle              | 重慶市北部新區人和鎮新南路162號<br>No.162 Xinnan Road, Renhe Town, Beibuxin District, Chongqing, PRC   | 已開業<br>In operation                           | 100.00%  | 33,600  | —  | —  | S         |
| 重慶西城天街<br>West Paradise Walk         | 重慶市九龍坡區楊家坪珠江路48號<br>No.48 Zhujiang Road, Yangjiaping, Jiulongpo District, Chongqing, PRC | 已開業<br>In operation                           | 100.00%  | 111,654   | —  | —  | S         |
| 重慶MOCO家悅薈<br>MOCO                    | 重慶市北部新區人和鎮新南路168號<br>No.168 Xinnan Road, Renhe Town, Beibuxin District, Chongqing, PRC   | 已開業<br>In operation                           | 100.00%  | 29,104  | —  | —  | S         |
| 重慶時代天街一期<br>Times Paradise Walk I    | 重慶市渝中區大坪<br>Daping, Yuzhong District, Chongqing, PRC                                     | 已開業<br>In operation                           | 100.00%  | 218,569   | —  | —  | S         |
| 重慶時代天街二期1標<br>Times Paradise Walk II | 重慶市渝中區大坪<br>Daping, Yuzhong District, Chongqing, PRC                                     | 已開業<br>In operation                           | 100.00%  | 257,113   | —  | —  | S         |
| 重慶時代天街三期<br>Times Paradise Walk III  | 重慶市渝中區大坪<br>Daping, Yuzhong District, Chongqing, PRC                                     | 已開業<br>In operation                           | 100.00%  | 122,758   | —  | —  | S         |
| 重慶U城天街一期<br>U-City I                 | 重慶市沙坪壩區大學城<br>University City, Shapingba District, Chongqing, PRC                        | 已開業<br>In operation                           | 100.00%  | 31,271  | —  | —  | S         |
| 重慶U城天街二期<br>U-City II                | 重慶市沙坪壩區大學城<br>University City, Shapingba District, Chongqing, PRC                        | 30/5/2017                                     | 100.00%  | —   | 102,365  | —  | S         |
| 重慶春森星悅薈<br>Chunsen Starry Street     | 重慶市江北區陳家館<br>Chenjiaquan, Jiangbei District, Chongqing, PRC                              | 已開業<br>In operation                           | 100.00%  | 54,618  | —  | —  | S         |
| 重慶源著天街<br>Hometown Paradise Walk     | 重慶市江北區大石壩<br>Dashiba, Jiangbei District, Chongqing, PRC                                  | 1/5/2017                                      | 100.00%  | —   | 93,343   | —  | S         |
| 重慶兩江新宸<br>Longfor Ideal City         | 重慶市北部新區禮嘉鎮<br>Lijia Town, New North District, Chongqing, PRC                             | 1/12/2020                                     | 100.00%  | —   | —  | 336,015  | S         |
| 成都三千集<br>Three Thousands Mall        | 四川省成都市二環路東二段<br>Section 2, Erhuan Road East Chengdu, Sichuan Province, PRC               | 已開業<br>In operation                           | 100.00%  | 38,043  | —  | —  | S         |
| 成都北城天街<br>North Paradise Walk        | 四川省成都市金牛區五塊石<br>Wukuashi, Jinniu District, Chengdu, Sichuan Province, PRC                | 已開業<br>In operation                           | 100.00%  | 215,536   | —  | —  | S         |

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O: 辦公室  
Office

CP: 停車場  
Car Park

# 主要物業權益表

## Schedule of Principal Properties

### 投資物業 (續)

### INVESTMENT PROPERTIES (Continued)

| 項目名稱<br>Project                          | 項目地址<br>Location  | 項目整體<br>預計竣工日期<br>Expected<br>Completion Date | 本集團於<br>項目中的權益<br>Group's Interest<br>in the Project | 已完工仍未<br>出售建築面積<br>Completed GFA<br>Remaining Unsold<br>(平方米)<br>(Sq.m) | 發展中<br>建築面積<br>GFA Under<br>Development<br>(平方米)<br>(Sq.m) | 規劃建築面積<br>GFA Under<br>Planning<br>(平方米)<br>(Sq.m) | 用途<br>Use |
|--|---|---|--|---|--|--|-----------|
| 成都時代天街一期<br>Times Paradise Walk I        | 四川省成都市高新區西部園區<br>Xibuyuan District, Gaoxin District, Chengdu, Sichuan Province, PRC           | 已開業<br>In operation                           | 100.00%  | 61,989  | —  | —  | S         |
| 成都時代天街二期<br>Times Paradise Walk II       | 四川省成都市高新區西部園區<br>Xibuyuan District, Gaoxin District, Chengdu, Sichuan Province, PRC           | 31/12/2020                                    | 100.00%  | —   | —  | 258,337  | S         |
| 成都金楠天街<br>Jinnan Paradise Walk           | 四川省成都市武侯區<br>Wuhou District, Chengdu, Sichuan Province, PRC                                   | 已開業<br>In operation                           | 100.00%  | 91,638  | —  | —  | S         |
| 北京頤和星悅會<br>Summer Palace Starry Street   | 北京市海澱區西苑<br>Xiyuan, Haidian District, Beijing, PRC  | 已開業<br>In operation                           | 100.00%  | 6,320   | —  | —  | S         |
| 北京長楹天街<br>Changying Paradise Walk        | 北京市朝陽區常營鄉<br>Changying Country, Chaoyang District, Beijing, PRC                               | 已開業<br>In operation                           | 100.00%  | 300,192   | —  | —  | S         |
| 北京大興天街<br>Beijing Daxing Paradise Walk   | 北京市大興區黃村<br>Huangcun, Daxing District, Beijing, PRC   | 已開業<br>In operation                           | 100.00%  | 203,134   | —  | —  | S         |
| 上海虹橋天街<br>Hongqiao Paradise Walk         | 上海市閔行區申長路<br>Shenchang Road, Minghang District, Shanghai, PRC                                 | 已開業<br>In operation                           | 100.00%  | 253,293   | 22,797   | —  | S         |
| 上海寶山天街<br>Shanghai Baoshan Paradise Walk | 上海市寶山區顧村鎮<br>Gucun Town, Baoshan District, Shanghai, PRC                                      | 25/8/2017                                     | 100.00%  | —   | 96,803   | —  | S         |
| 西安大興星悅會<br>Xi'an Daxing Starry Street    | 陝西省西安市蓮湖區星火路20號<br>No.20 Xinghuo Road, Lianhu District, Xi'an, Shanxi Province, PRC           | 已開業<br>In operation                           | 100.00%  | 53,267  | —  | —  | S         |
| 西安曲江星悅會<br>Xi'an Qujiang Starry Street   | 曲江三路以南、曲江大道以東、新開門北路以西<br>Qujiang Road West, Qujiang New District, Xi'an, Shanxi Province, PRC | 已開業<br>In operation                           | 100.00%  | 78,499  | —  | —  | S         |
| 無錫淨湖水岸<br>Blue Lake                      | 江蘇省無錫市太湖科技園淨慧東路<br>Jinghui East Road, Kejiyuan, Taihu, Wuxi, Jiangsu Province, PRC            | 31/12/2020                                    | 100.00%  | —   | —  | 127,069  | S         |
| 無錫悅城天街<br>Wuxi Splendor Paradise Walk    | 江蘇省無錫市錫山區錫通中路<br>Xihu Central Road, Xishan District, Wuxi, Jiangsu Province, PRC              | 31/12/2020                                    | 100.00%  | —   | —  | 40,000   | S         |
| 常州原山<br>Dongjing 120 Project II          | 江蘇省常州市天寧區東經120路<br>Dongjing 120 Road, Tianning District, Changzhou, Jiangsu Province, PRC     | 31/12/2020                                    | 100.00%  | —   | —  | 174,328  | S         |

R: 住宅  
Residential

S: 商業  
Shopping

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Car Park

# 主要物業權益表

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|--|---|---|--|---|--|--|-----------|
| 常州龍城天街<br>Longcheng Paradise Walk      | 江蘇省常州市鐘樓區勤業路<br>Qinye Road, Zhonglou District, Changzhou, Jiangsu Province, PRC                 | 31/8/2018                                     | 100.00%  | —   | 119,139  | —  | S         |
| 杭州金沙天街一期<br>Jinsha Paradise Walk I     | 浙江省杭州市經濟開發區海達南路<br>Hai'da South Road, EDZ, Hangzhou, Zhejiang Province, PRC                     | 已開業<br>In operation                           | 100.00%  | 180,645   | —  | —  | S         |
| 杭州金沙天街二期<br>Jinsha Paradise Walk II    | 浙江省杭州市經濟開發區海達南路<br>Hai'da South Road, EDZ, Hangzhou, Zhejiang Province, PRC                     | 1/6/2018                                      | 100.00%  | —   | 58,051   | —  | S         |
| 杭州濱江天街<br>Binjiang Paradise Walk       | 杭州市濱江區<br>Binjiang District, Hangzhou, Zhejiang Province, PRC                                   | 17/6/2017                                     | 100.00%  | —   | 158,067  | 52,456   | S         |
| 蘇州獅山天街<br>Suzhou Shishan Paradise Walk | 江蘇省蘇州市高新區獅山街道<br>Shishan Street, Gaoxin District, Suzhou, Jiangsu Province, PRC                 | 1/8/2017                                      | 51.00%   | —   | 190,553  | 51,736   | S         |
| 廈門春江郦城<br>Chunjiang Central            | 廈門市集美區杏林北路與杏錦路交叉路口<br>Xinglin N Road and Xingjin Road intersection, Jimei District, Xiamen, PRC | 31/12/2019                                    | 49.00%   | —   | —  | 96,600   | S         |
| 南京春江郦城<br>Chunjiang Central            | 江寧區東山街道新亭路<br>Xinting Road, Dongshan Street, Jiangning District, Nanjing, Jiangsu Province, PRC | 1/10/2018                                     | 51.00%   | —   | —  | 162,624  | S         |
| 合計                                     | Total   |   |  | 2,516,918   | 841,118  | 1,299,165  |           |

R: 住宅  
Residential

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Car Park

# 主席報告

## Chairman's Statement

本人欣然向各位股東提呈龍湖地產有限公司（「本公司」），連同其附屬公司，統稱（「本集團」）二零一六年十二月三十一日止之年度業務回顧與展望。

### 業績

本集團二零一六年合同銷售額達至人民幣881.4億元，較上年增長61.6%。營業額同比增長15.6%至人民幣548.0億元，其中物業投資業務租金收入增長35.2%至人民幣19.1億元。減除少數股東權益、評估增值等影響後之核心溢利為人民幣77.6億元，同比增長11.8%。歸屬於股東的核心淨利潤率為14.2%，分紅比例連續第3年提升5個百分點至核心淨利潤的35%。

### 2016年回顧

2016年的中國房地產市場，呈現出前所未有的跌宕與分化。成交量在前鬆後緊，不斷加碼的政策調控中再創新高；高位運行的背後，是區域和房企之間格外劇烈的差異表現。得益於公司在高能級城市的深耕佈局及品牌優勢，期內合約銷售創歷史新高達881.4億，抓住了窗口、提升了規模。

量價齊升的銷售行情及前三季度相對寬鬆的金融環境，拉升了企業的拿地熱情，然而全國城市推地卻同比下降11%\*，一線和熱點二線城市土地市場尤其高熱，高價地塊頻出。公司堅持聚焦高潛力城市圈，期內以合理價格新增43幅土地，集中於北京、上海、杭州、廣州、重慶、廈門、濟南等城市，更添天津、武漢兩大高鐵路網重地，並於17年2月正式進入合肥。至此，集團覆蓋城市增至27個，全國化佈局縱深進一步拓展。

\* 數據來源：中國指數研究院

I am pleased to present to the shareholders the business review and outlook of Longfor Properties Co. Ltd. (the "Company"), together with its subsidiaries (the "Group"), for the year ended December 31, 2016.

### RESULTS

In 2016, the Group achieved contracted sales of RMB88.14 billion, representing a year-on-year growth of 61.6%. Revenue increased by 15.6% year-on-year to RMB54.80 billion, of which rental income from investment properties amounted to RMB1.91 billion, representing a year-on-year increase of 35.2%. Excluding effects, such as minority interest and valuation gains, core net profit was RMB7.76 billion, representing an increase of 11.8% over 2015. Core net profit margin was 14.2%. The dividend payout ratio increased by 5 percentage point for three consecutive years to 35% of core net profit.

### REVIEW OF 2016

The year 2016 saw China's real estate market experiencing unprecedented volatility and differentiation. Despite the gradual unwinding of policy relaxation which became tightening by year end, property sales volume reached a new high. However, behind the strong contracted sales numbers, differentiation across regions and developers further intensified. Leveraging on our deep roots and brand advantage in major cities, we seized the opportunity and scaled up, with contracted sales during the period reaching a record high to RMB88.14 billion.

The enthusiasm for new land acquisitions was boosted by increasing sales volume and prices amid the relatively loose monetary conditions in the first three quarters of 2016. However, new land supply decreased by 11%\* for the year, which drove the land markets of tier-one and major tier-two cities into a feverish state and hence the frequent emergence of record price land plots. The Company insisted on focusing on core urban zones with high potentials and acquired 43 land plots at reasonable prices during the period, highly concentrated in Beijing, Shanghai, Hangzhou, Guangzhou, Chongqing, Xiamen and Jinan. The Company also acquired sites in Tianjin and Wuhan, two of the major cities along the high-speed rail network and entered the Hefei market in February 2017. The Company has expanded the breadth and depth of its national coverage, currently with exposure in 27 major strategic cities.

\* Source: China Index Academy

# 主席報告

## Chairman's Statement

篤定拿地的背後，是一貫堅持的超過90%銷售回款率，及多渠道、低成本把握各類融資機會的能力。年內，憑藉境內AAA投資評級成功發行118億公司債，綜合借貸成本進一步下降至4.92%。而未雨綢繆的外債管控與匯率掉期，令公司以極小的外幣敞口，抵禦了匯率波動的衝擊。

業績穩健及對資產負債表的嚴格要求，亦贏得了境外評級機構的讚譽。公司在期內獲得標普BBB-投資評級，穆迪亦逆市調增公司展望為正面(評級Ba1)，加上惠譽授予的BBB-評級，龍湖有望成為第一個三大境外評級機構一致授予投資級的民營房企，將以全新的姿態亮相資本市場。

商業地產領域則又添3座「天街」，分處於北京、重慶和上海3城的重要軌道交通節點，以通達便捷、體驗豐富成為區域內人流彙集的歡樂入口。至此，公司累積已開業商場21個，運營面積194萬方。投資性物業經數年耕耘已迎來穩定增長的收穫期，期內實現投資物業收入35%的按年增長。

回望2016年，房企之間在規模增速、戰略判斷和業務選擇等方面的區隔日益顯著。龍湖既聚焦主業，又試水地產領域微創新。目前，兩大新業務：滿足年輕客群品質租住及生活服務的「冠寓」和定位於商業綜合體內聯合辦公的「一展空間」已陸續在北京、上海、成都、重慶等地落地，並將逐漸成為公司品牌的重要一環。

### 2017年展望

我們認為，2017年宏觀經濟整體趨穩，隨着有保有壓的分城施策繼續深化，市場量價回調將是大概率。但房地產作為國民經濟支柱的地位不會改變，在整合加速、變局複雜的背景下，盤面穩健、運營扎實的公司更有能力從中獲益。

Our conviction and determination in land acquisitions was supported by consistently high cash collection ratio from sales of over 90% and our capability to tap diversified financing channels at competitive costs. During the year, we issued corporate bonds amounting to RMB11.8 billion based on our domestic AAA investment grade credit rating, while our average borrowing costs further decreased to 4.92%. The Company remained vigilant in managing our foreign debt ratio, engaging in exchange rate swaps which helped the Company shield the impact of exchange rate fluctuations of our relatively small foreign currency exposure.

We have won the recognition of capital markets and offshore credit rating agencies with our stable financial performance and disciplined balance sheet management. During the year, the Company obtained an investment grade credit rating of BBB- from Standard & Poor, while Moody's raised our outlook to positive (Ba1) despite volatile market conditions. Together with the BBB- credit rating from Fitch, Longfor became the first non-SOE enterprise attaining investment grade credit ratings from three offshore credit agencies, and emerged with a brand new presence in the capital markets.

During the year, three Paradise Walks have commenced operations in the important traffic nodes of Beijing, Chongqing and Shanghai and became a popular landmark for locals, providing ease of access and good leisure experiences. To date, the Company has an investment property portfolio of approximately 1,940,000 square meters (21 shopping malls) in operation. Our investment property portfolio has entered a phase of steady growth, harvesting rental income with an annual growth of 35%.

Looking back to 2016, there were increasing differentiation among developers in terms of growth scale, strategic judgment and business choices. Longfor is committed to its main business, but yet continue to explore opportunities with new real estate business forms and micro-innovation. Our two new featured brands: Champion Apartments (冠寓) which provide white-collar population with high quality comprehensive rental and lifestyle services, and One Extendable Space (一展空間) our co-working office space venture, have successfully commenced operations in Shanghai, Chengdu, Chongqing and other major cities.

### OUTLOOK FOR 2017

We consider that Chinese economy become steady in 2017. Given the increasing city-specific macro policy controls, there will inevitably be price and volume corrections, and the divergence across regions will become more significant. However, we believe the real estate industry remains as a pillar of the national economy. With the backdrop of accelerating consolidation and complex changes, a company with a firm foundation and stable operations will be best positioned to capitalize on opportunities.

# 主席報告

## Chairman's Statement

在銷售規模上，公司將穩穩站上千億新台階，並力爭上游。2017年內還將有5個天街陸續開業，租金收入亦保持增速，利潤增長和盈利能力穩定可期。面對註定激烈的土地市場競爭，公司仍堅持戰略導向，在一、二線城市及其城市圈內挖掘機會，對合作開發與項目收購保持開放，態度積極而決策審慎。

短期看，金融、政策環境的變化確是行業波動的重要影響因素，但人類歷史上最大規模的城市化及城市中產階層的形成與遷徙才是中國房地產發展空間的根本動因。對此，我們既應有大膽的想像，又必須有深度的研究和縝密的推演。

我們相信，從人的需求出發，將居所、商業、社區、辦公、服務等場景在不同空間的互動融合打通，方是洞見乃至引領行業未來趨勢的要義。因此除了住宅開發、商業運營、物業服務及長租公寓等主渠道業務，其他創新業務的嫁接和資源導入也將摸索推進，既依託現有優勢，也必將推高公司長期的競爭門檻。

互聯網的發展、新技術的變革、客群的變化及規模整合的提速，公司正面對前所未有的挑戰及不確定性。然而面對競爭，龍湖反而格外自信和堅定；談及未來，我們既謀發展，又有克制，希望通過組織和運營平台的不斷迭代，在房地產這樣的傳統行業，生長出未來企業的格局與能力，謀定而後動，在競爭中進步，在時間中沉澱，在週期中勝出！

最後，本人謹此代表董事會同仁，就本集團全體僱員的努力不懈及全體股東的鼎力支持致以衷心感謝。

In terms of contracted sales scale, the Company is targeting to further scale up to reach RMB100 billion mark. There will be 5 new Paradise Walks completing in 2017, which will enable us to maintain a steady growth in rental income. Profit growth and profitability will remain stable. In view of fierce competition in the land market, the Company will continue to adhere to its strategic priorities and explore opportunities in core urban zones within tier-one and tier-two cities. The Company will be open to cooperative development, while approaching acquisition opportunities with a positive attitude and a certain level of prudence.

We anticipate changes in monetary conditions and policy controls will lead to short-term volatilities for the industry. However, from a historical perspective, urbanization and the formation and migration of the urban middle class are fundamental driving forces of China's real estate market's development. We should have bold imagination, while conducting in-depth research and careful analysis.

We believe that starting from the needs of people, connecting and integrating residential, retail, communities, offices and services will be critical in shaping the future trend of the industry. Therefore, in addition to residential development, commercial properties, property services and long-term rental apartments, we will explore other innovative real estate business forms and introduce new resources. We will lean on our core competence to further enhance the Company's competitive edge.

With the continual rapid development of the internet, the transformation of new technologies, changes in customer base and increasing competition within the industry, the Company will be facing unprecedented challenges and uncertainties. However, Longfor will remain confident and resolve amid these competitive challenges. Looking ahead, we will pursue growth, but at the same time remain disciplined. We hope to shape the company into a long-term winner in this traditional industry through continuously upgrading our organization and operating systems. We will be strategic in our decision making, embrace the virtue of patience, and look to stay ahead of the curve through the cycles.

Finally, on behalf of the board of directors, I would like to extend my sincere thanks to all the employees of the Group for their tireless efforts and the support of all shareholders.



# 管理層討論及分析 Management Discussion and Analysis

## 物業發展

二零一六年，本集團物業發展業務營業額為人民幣514.4億元，較上年增長14.3%。交付物業總建築面積為4,794,251平方米。物業發展業務結算毛利率為27.6%，較上年上升1.4%。二零一六年，營業額單方價格為人民幣10,730元/平方米。

## PROPERTY DEVELOPMENT

In 2016, revenue from property development business of the Group was RMB51.44 billion, representing an increase of 14.3% as compared to last year. The Group delivered 4,794,251 square meters of property in gross floor area (GFA) terms. The gross profit margin of the overall property development business increased by 1.4% to 27.6% as compared to last year. Recognized average selling price was RMB10,730 per square meter in 2016.



蘇州獅山原著  
Suzhou Longfor Mansion



北京時代天街  
Beijing Times Paradise Walk

# 管理層討論及分析

## Management Discussion and Analysis

表一：二零一六年本集團物業發展營業額明細  
\* 不含稅金額

Table 1: Breakdown of property development revenue of the Group in 2016  
\* Amount excluding tax

|           | 營業額        |           | 總建築面積     |           |
|-----------|------------|-----------|-----------|-----------|
|           | 二零一六年      | 二零一五年     | 二零一六年     | 二零一五年     |
| 城市        | 2016       | 2015      | 2016      | 2015      |
| City      | 人民幣千元      | 人民幣千元     | 平方米       | 平方米       |
|           | RMB'000    | RMB'000   | Sqm       | Sqm       |
| 重慶        | 10,796,830 | 9,301,158 | 1,245,790 | 1,219,908 |
| Chongqing |            |           |           |           |
| 杭州        | 7,184,100  | 5,344,004 | 382,460   | 387,731   |
| Hangzhou  |            |           |           |           |
| 上海        | 4,632,538  | 4,447,941 | 176,187   | 188,428   |
| Shanghai  |            |           |           |           |
| 成都        | 4,257,137  | 3,925,345 | 394,459   | 514,151   |
| Chengdu   |            |           |           |           |
| 青島        | 2,812,120  | 2,045,573 | 339,025   | 292,808   |
| Qingdao   |            |           |           |           |
| 南京        | 2,685,888  | —         | 125,907   | —         |
| Nanjing   |            |           |           |           |
| 西安        | 2,397,446  | 1,515,152 | 280,169   | 239,661   |
| Xi'an     |            |           |           |           |
| 蘇州        | 2,047,704  | 1,219,700 | 128,684   | 79,617    |
| Suzhou    |            |           |           |           |
| 寧波        | 1,730,687  | 752,762   | 214,309   | 116,193   |
| Ningbo    |            |           |           |           |
| 常州        | 1,646,778  | 479,156   | 218,156   | 89,146    |
| Changzhou |            |           |           |           |
| 濟南        | 1,637,697  | —         | 227,646   | —         |
| Jinan     |            |           |           |           |
| 廈門        | 1,462,853  | 2,018,204 | 114,667   | 162,722   |
| Xiamen    |            |           |           |           |
| 北京        | 1,409,532  | 2,628,692 | 75,688    | 200,250   |
| Beijing   |            |           |           |           |
| 長沙        | 1,211,506  | 1,436,204 | 161,642   | 199,216   |
| Changsha  |            |           |           |           |
| 瀋陽        | 1,169,211  | 2,211,785 | 182,512   | 323,937   |
| Shenyang  |            |           |           |           |
| 紹興        | 890,338    | 1,095,368 | 135,843   | 165,939   |
| Shaoxing  |            |           |           |           |

# 管理層討論及分析

## Management Discussion and Analysis

| 城市<br>City     | 營業額<br>Revenue                    |                                   | 總建築面積<br>Total GFA          |                             |
|----------------|-----------------------------------|-----------------------------------|-----------------------------|-----------------------------|
|                | 二零一六年<br>2016<br>人民幣千元<br>RMB'000 | 二零一五年<br>2015<br>人民幣千元<br>RMB'000 | 二零一六年<br>2016<br>平方米<br>Sqm | 二零一五年<br>2015<br>平方米<br>Sqm |
| 大連<br>Dalian   | 844,315                           | 2,922,965                         | 61,484                      | 201,151                     |
| 無錫<br>Wuxi     | 812,259                           | 984,633                           | 95,173                      | 125,291                     |
| 佛山<br>Foshan   | 679,589                           | —                                 | 97,155                      | —                           |
| 泉州<br>Quanzhou | 427,431                           | 837,571                           | 70,338                      | 118,670                     |
| 宜興<br>Yixing   | 384,919                           | 408,742                           | 36,042                      | 41,069                      |
| 煙台<br>Yantai   | 254,216                           | 297,974                           | 25,391                      | 35,919                      |
| 昆明<br>Kunming  | 66,308                            | 1,120,055                         | 5,524                       | 149,394                     |
| 總計<br>Total    | 51,441,402                        | 44,992,984                        | 4,794,251                   | 4,851,201                   |

二零一六年，本集團合同銷售額達人民幣881.4億元，較上年增長61.6%。銷售總建築面積6,020,097平方米，較上年增長41.6%。銷售單價人民幣14,642元，較上年增長14.2%。長三角、環渤海、西部、華南及華中片區合同銷售額分別為人民幣325.1億元、人民幣238.9億元、人民幣196.5億元、人民幣107.4億元、人民幣13.5億元，分別佔集團合同銷售額的36.9%、27.1%、22.3%、12.2%及1.5%。

In 2016, the Group achieved contracted sales of RMB88.14 billion, representing an increase of 61.6% as compared to last year. The Group sold 6,020,097 square meters in total GFA, representing an increase of 41.6% as compared to last year. Average selling price of GFA sold was RMB14,642 per square meter, representing an increase of 14.2% as compared to last year. Contracted sales from Yangtze River Delta, Pan Bohai Rim, western China, southern China and central China were RMB32.51 billion, RMB23.89 billion, RMB19.65 billion, RMB10.74 billion and RMB1.35 billion respectively, accounting for 36.9%, 27.1%, 22.3%, 12.2% and 1.5% of the contracted sales of the Group, respectively.



成都三千庭  
Chengdu Poetic Life



成都九里晴川  
Chengdu Jasper Sky

# 管理層討論及分析

## Management Discussion and Analysis

表二：二零一六年本集團合同銷售額明細

\* 含稅金額

Table 2: Details of contracted sales of the Group in 2016

\* Amount including tax

| 城市<br>City      | 銷售額<br>Contracted sales |                       | 總建築面積<br>Total GFA |               |
|-----------------|-------------------------|-----------------------|--------------------|---------------|
|                 | 二零一六年<br>2016           | 二零一五年<br>2015         | 二零一六年<br>2016      | 二零一五年<br>2015 |
|                 | 人民幣百萬元<br>RMB million   | 人民幣百萬元<br>RMB million | 平方米<br>Sqm         | 平方米<br>Sqm    |
| 北京<br>Beijing   | 13,601                  | 7,820                 | 375,094            | 229,741       |
| 重慶<br>Chongqing | 9,159                   | 9,731                 | 951,723            | 1,016,092     |
| 杭州<br>Hangzhou  | 9,032                   | 6,513                 | 479,407            | 400,625       |
| 上海<br>Shanghai  | 7,715                   | 4,840                 | 306,615            | 201,578       |
| 成都<br>Chengdu   | 7,050                   | 3,805                 | 665,821            | 378,541       |
| 廈門<br>Xiamen    | 5,540                   | 2,979                 | 222,414            | 174,216       |
| 南京<br>Nanjing   | 5,304                   | 2,705                 | 183,323            | 121,373       |
| 蘇州<br>Suzhou    | 4,381                   | 2,672                 | 163,076            | 128,869       |
| 青島<br>Qingdao   | 4,014                   | 2,205                 | 400,616            | 261,897       |
| 西安<br>Xi'an     | 3,416                   | 1,257                 | 426,954            | 178,494       |
| 廣州<br>Guangzhou | 3,134                   | 1,074                 | 92,791             | 21,893        |
| 瀋陽<br>Shenyang  | 2,451                   | 1,702                 | 306,471            | 234,060       |
| 濟南<br>Jinan     | 2,061                   | 812                   | 198,750            | 112,255       |
| 寧波<br>Ningbo    | 1,734                   | 1,217                 | 181,982            | 157,393       |
| 無錫<br>Wuxi      | 1,648                   | 364                   | 183,293            | 45,628        |
| 常州<br>Changzhou | 1,528                   | 885                   | 166,272            | 132,159       |
| 長沙<br>Changsha  | 1,346                   | 566                   | 172,028            | 79,374        |

# 管理層討論及分析

## Management Discussion and Analysis

| 城市<br>City     | 銷售額<br>Contracted sales |                       | 總建築面積<br>Total GFA |               |
|----------------|-------------------------|-----------------------|--------------------|---------------|
|                | 二零一六年<br>2016           | 二零一五年<br>2015         | 二零一六年<br>2016      | 二零一五年<br>2015 |
|                | 人民幣百萬元<br>RMB million   | 人民幣百萬元<br>RMB million | 平方米<br>Sqm         | 平方米<br>Sqm    |
| 泉州<br>Quanzhou | 1,081                   | 464                   | 150,411            | 64,043        |
| 佛山<br>Foshan   | 993                     | 342                   | 118,849            | 49,751        |
| 大連<br>Dalian   | 920                     | 1,209                 | 69,443             | 91,638        |
| 宜興<br>Yixing   | 643                     | 261                   | 56,978             | 25,722        |
| 紹興<br>Shaoxing | 527                     | 462                   | 77,544             | 72,277        |
| 煙台<br>Yantai   | 472                     | 268                   | 48,143             | 27,027        |
| 天津<br>Tianjin  | 373                     | —                     | 19,560             | —             |
| 昆明<br>Kunming  | 21                      | 391                   | 2,539              | 48,284        |
| 總計<br>Total    | 88,144                  | 54,544                | 6,020,097          | 4,252,930     |

二零一六年，本集團已售出但未結算的合同銷售額為人民幣737億元，面積為476萬平方米，為本集團未來股東溢利持續穩定增長奠定堅實基礎。

### 物業投資

本集團一如既往堅持穩步投資持有物業的戰略。目前集團的投資物業全部為商場，主要分為三大產品系列：都市體驗式購物中心天街系列、小區購物中心星悅薈系列及中高端家居生活購物中心家悅薈系列。截止二零一六年十二月三十一日，本集團已開業商場面積為1,938,418平方米(含車位總建築面積為2,516,918平方米)，整體出租率達到95.1%。不含稅租金收入人民幣19.1億元，較上年增長35.2%。其中，天街、星悅薈、家悅薈租金佔比分別為86.8%、11.4%和1.8%，租金收入的增長率分別為37.2%、26.7%和5.3%。

In 2016, the Group had RMB73.7 billion (derived from 4.76 million square meters) sold but unrecognized contracted sales which formed a solid basis for the Group's future sustainable and stable growth in profit attributable to shareholders.

### PROPERTY INVESTMENT

The Group maintains a prudent property investment strategy. Currently, all investment properties of the Group are shopping malls under three major product series, namely Paradise Walk series, which are metropolitan shopping malls, Starry Street series, which are community shopping malls, and MOCO, which are mid to high-end household and lifestyle shopping centers. As of 31 December 2016, the Group has investment properties of 1,938,418 square meters (2,516,918 square meters in GFA with parking space included) which have commenced operation with an occupancy rate of 95.1%. Rental income, net of tax, was RMB1.91 billion, representing an increase of 35.2% as compared to last year. The series of Paradise Walk, Starry Street and MOCO accounted for 86.8%, 11.4% and 1.8% of the total rent respectively, and recorded increases of 37.2%, 26.7% and 5.3% respectively.

# 管理層討論及分析

## Management Discussion and Analysis

表三：二零一六年本集團租金收入分析

\* 不含稅收入

Table 3: Breakdown of rental income of the Group in 2016

\* Amount excluding tax

|  | 二零一六年<br>2016             |   |                              |                          | 二零一五年<br>2015                |                          |   | 租金收入<br>增長率<br>Change of<br>rental income |
|--|---------------------------|---|------------------------------|--------------------------|------------------------------|--------------------------|---|---|
|  | 建築面積<br>GFA<br>平方米<br>Sqm | 租金收入<br>Rental<br>income<br>人民幣千元<br>RMB' 000 | 估收益<br>百分比<br>% of<br>Rental | 出租率<br>Occupancy<br>rate | 估收益<br>百分比<br>% of<br>Rental | 出租率<br>Occupancy<br>rate | 租金收入<br>Rental<br>income<br>人民幣千元<br>RMB' 000 |   |
| 重慶北城天街<br>Chongqing North Paradise Walk            | 120,778                   | 401,506                                       | 21.0%                        | 87.0%                    | 387,885                      | 27.4%                    | 100.0%  | 3.5%                                      |
| 重慶西城天街<br>Chongqing West Paradise Walk             | 76,031                    | 156,723                                       | 8.2%                         | 96.1%                    | 151,909                      | 10.7%                    | 99.1%   | 3.2%                                      |
| 重慶時代天街1期<br>Chongqing Time Paradise Walk Phase I   | 160,168                   | 249,992                                       | 13.1%                        | 96.0%                    | 230,362                      | 16.3%                    | 95.9%   | 8.5%                                      |
| 重慶時代天街2期<br>Chongqing Time Paradise Walk Phase II  | 154,460                   | 122,129                                       | 6.4%                         | 94.6%                    | 79,168                       | 5.6%                     | 92.1%   | 54.3%                                     |
| 成都北城天街<br>Chengdu North Paradise Walk              | 215,536                   | 109,955                                       | 5.7%                         | 93.2%                    | 94,394                       | 6.7%                     | 86.6%   | 16.5%                                     |
| 成都時代天街1期<br>Chengdu Time Paradise Walk Phase I     | 61,989                    | 29,045  | 1.5%                         | 99.3%                    | 21,339                       | 1.5%                     | 87.2%   | 36.1%                                     |
| 北京長楹天街<br>Beijing Changying Paradise Walk          | 221,286                   | 242,169                                       | 12.6%                        | 99.1%                    | 182,664                      | 12.9%                    | 91.8%   | 32.6%                                     |
| 杭州金沙天街<br>Hangzhou Jinsha Paradise Walk            | 151,135                   | 160,129                                       | 8.4%                         | 99.0%                    | 44,420                       | 3.1%                     | 99.6%   | 260.5%                                    |
| 成都金楠天街<br>Chengdu Jinnan Paradise Walk             | 91,638                    | 91,256  | 4.8%                         | 99.9%                    | 18,142                       | 1.3%                     | 92.9%   | 403.0%                                    |
| 北京大興天街<br>Beijing Daxing Paradise Walk             | 144,565                   | 64,571  | 3.4%                         | 99.0%                    | —                            | —                        | —   | —   |
| 重慶時代天街3期<br>Chongqing Time Paradise Walk Phase III | 73,774                    | 25,676  | 1.3%                         | 98.6%                    | —                            | —                        | —   | —   |
| 上海虹橋天街<br>Shanghai Hongqiao Paradise               | 170,450                   | 7,256   | 0.4%                         | 92.4%                    | —                            | —                        | —   | —   |
| 天街小計<br>Paradise Walk Subtotal                     | 1,641,810                 | 1,660,407                                     | 86.8%                        | 95.6%                    | 1,210,283                    | 85.5%                    | 96.0%   | 37.2%                                     |

# 管理層討論及分析

## Management Discussion and Analysis

|   | 二零一六年             |                                       |                |                   | 二零一五年                                 |                |                   |                            |
|---|-------------------|---------------------------------------|----------------|-------------------|---------------------------------------|----------------|-------------------|----------------------------|
|   | 2016              |                                       |                |                   | 2015                                  |                |                   |                            |
|   | 建築面積              | 租金收入                                  | 佔收益<br>百分比     | 出租率               | 租金收入                                  | 佔收益<br>百分比     | 出租率               | 租金收入<br>增長率                |
|   | GFA<br>平方米<br>Sqm | Rental<br>income<br>人民幣千元<br>RMB' 000 | % of<br>Rental | Occupancy<br>rate | Rental<br>income<br>人民幣千元<br>RMB' 000 | % of<br>Rental | Occupancy<br>rate | Change of<br>rental income |
| 重慶晶麗館<br>Chongqing Crystal Castle                             | 16,161            | 18,747                                | 1.0%           | 86.3%             | 20,823                                | 1.5%           | 100.0%            | -10.0%                     |
| 成都三千集<br>Chengdu Three Thousand Mall                          | 38,043            | 30,283                                | 1.6%           | 98.8%             | 29,561                                | 2.1%           | 98.4%             | 2.4%                       |
| 重慶春森星悅薈<br>Chongqing Chunsen Starry Street                    | 54,618            | 27,223                                | 1.4%           | 72.9%             | 28,126                                | 2.0%           | 83.9%             | -3.2%                      |
| 重慶紫都城<br>Chongqing Fairy Castle                               | 29,413            | 11,668                                | 0.6%           | 100.0%            | 11,428                                | 0.8%           | 100.0%            | 2.1%                       |
| 北京頤和星悅薈<br>Beijing Summer Palace Starry Street                | 6,320             | 19,070                                | 1.0%           | 100.0%            | 18,120                                | 1.3%           | 100.0%            | 5.2%                       |
| 重慶U城<br>Chongqing University City                             | 15,516            | 14,725                                | 0.8%           | 96.7%             | 12,056                                | 0.9%           | 93.4%             | 22.1%                      |
| 西安大興星悅薈<br>Xi'an Daxing Starry Street                         | 44,227            | 37,354                                | 2.0%           | 96.4%             | 34,870                                | 2.5%           | 91.7%             | 7.1%                       |
| 西安曲江星悅薈<br>Xi'an Qujiang Starry Street                        | 63,206            | 44,047                                | 2.3%           | 98.6%             | —                                     | —              | —                 | —                          |
| 其他<br>Others  | —                 | 15,771                                | 0.7%           | N/A               | 17,818                                | 1.3%           | N/A               | -11.5%                     |
| 星悅薈小計<br>Starry Street Subtotal                               | 267,504           | 218,888                               | 11.4%          | 91.8%             | 172,802                               | 12.2%          | 95.0%             | 26.7%                      |
| 重慶MOCO<br>Chongqing MOCO                                      | 29,104            | 33,798                                | 1.8%           | 100.0%            | 32,102                                | 2.3%           | 100.0%            | 5.3%                       |
| 家悅薈小計<br>MOCO Subtotal  | 29,104            | 33,798                                | 1.8%           | 100.0%            | 32,102                                | 2.3%           | 100.0%            | 5.3%                       |
| 已開業項目合計<br>Total for projects that had<br>commenced operation | 1,938,418         | 1,913,093                             | 100.0%         | 95.1%             | 1,415,187                             | 100.0%         | 95.9%             | 35.2%                      |

本集團目前主要在建的商場為6個，合計在建面積為76萬平方米。

The Group has 6 shopping malls under construction with a total GFA of about 760,000 square meters.

# 管理層討論及分析

## Management Discussion and Analysis

表四：二零一七至二零一八年本集團在建投資物業分析

Table 4: Breakdown of investment properties under construction of the Group in 2017 to 2018

|  | 預計開業時間                                    | 規劃建築面積<br>平方米      |
|--|---|--------------------|
|  | Estimated<br>Commencement of<br>Operation | Planned GFA<br>Sqm |
| 重慶源著天街<br>Chongqing Hometown Paradise Walk     | 2017                                      | 93,343             |
| 蘇州獅山天街<br>Suzhou Shishan Paradise Walk         | 2017                                      | 190,553            |
| 杭州濱江天街<br>Hangzhou Binjiang Paradise Walk      | 2017                                      | 158,067            |
| 重慶U城天街<br>Chongqing U-City Paradise Walk       | 2017                                      | 102,365            |
| 上海寶山天街<br>Shanghai Baoshan Paradise Walk       | 2017                                      | 96,803             |
| 常州龍城天街<br>Changzhou Longcheng Paradise Walk    | 2018                                      | 119,139            |
| 在建項目合計<br>Projects under construction in total |   | 760,270            |

得益於已開業商場的租金上漲以及在建商場的持續投入，本集團二零一六年錄得投資物業評估增值人民幣20.2億元。

Due to the rental increase of shopping malls in operation as well as continuous investments in projects under construction, the valuation gain of investment properties of the Group amounted to RMB2.02 billion in 2016.

### 費用控制

二零一六年，得益於集團持續在一二線城市獲取項目及銷售的良好表現，攤薄了員工薪資等固定支出，集團一般及行政開支佔合同銷售額的比例較上年降低0.34%至2.29%。同時，由於新開盤項目如南京春江郦城、廈門春江彼岸、成都九裡晴川等銷售勢頭良好，銷售開支佔合同銷售額的比例較上年降低0.25%至1.62%。

### COST CONTROL

In 2016, due to the excellent performance of sales and group's strategy to acquire projects in first and second tier cities, which diluted fixed expenses such as staff compensation. As a result, the Group's general and administrative expenses to the total contracted sales decreased by 0.34% to 2.29% as compared to the corresponding period of last year. Meanwhile, as the newly launched sales of several projects such as Nanjing Chunjiang Central, Xiamen Chunjiang Land and Chengdu Jasper Sky was strong, the selling expenses to the total contracted sales decreased by 0.25% to 1.62% as compared to the corresponding period of last year.



# 管理層討論及分析

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### 分佔合營企業業績

二零一六年，合營企業的貢獻主要來自本集團擁有34.0%權益的北京濶瀾新宸等項目。本集團分佔合營企業的除稅後溢利為人民幣3.8億元。

### 分佔聯營企業業績

二零一六年，聯營企業的貢獻主要來自本集團擁有50.0%權益的北京西宸原著、49.0%權益的廈門春江酈城等項目。本集團分佔聯營企業的除稅後溢利為人民幣10.5億元。

### 所得稅支出

所得稅支出包括中國企業所得稅和土地增值稅。二零一六年，本集團企業所得稅費用為人民幣33.8億元，土地增值稅為人民幣26.4億元。期內所得稅總計為人民幣60.2億元。

### 盈利能力

二零一六年，本集團的核心淨利潤率(即歸屬於股東的溢利減除少數股東權益、評估增值等影響後之核心溢利佔營業額的比率)為14.2%，上年同期為14.6%，主要是由於本期營業額提升，以及費用、分佔合營企業及聯營企業業績、稅金變動的綜合影響所致。

### 土地儲備補充

於二零一六年十二月三十一日，本集團的土地儲備合計4,147萬平方米，權益面積為3,294萬平方米。土地儲備的平均成本為每平方米人民幣4,039元，為當期簽約單價的27.6%。按地區分析，環渤海地區、西部地區、長江三角洲地區、華南地區及華中地區的土地儲備分別佔土地儲備總面積的39.2%、31.1%、18.5%、7.6%及3.6%。

### SHARE OF RESULTS OF JOINT VENTURES

In 2016, the contribution of joint ventures mainly came from the Group's 34.0%-owned Beijing Rose & Gingko Mansion. The attributable profit after tax of the Group in joint ventures was RMB380 million.

### SHARE OF RESULTS OF ASSOCIATES

In 2016, the contribution of associates mainly came from the Group's 50.0%-owned Beijing Jade Mansion, 49.0%-owned Xiamen Chunjiang Central. The attributable profit after tax of the Group in associates was RMB1.05 billion.

### INCOME TAX EXPENSE

Income tax expenses comprised of PRC enterprise income tax and land appreciation tax. In 2016, the enterprise income tax and the land appreciation tax of the Group were RMB3.38 billion and RMB2.64 billion, respectively. The total income tax expenses for the period amounted to RMB6.02 billion.

### PROFITABILITY

In 2016, the core net profit margin of the Group (the ratio of core net profit excluding effects, such as minority interest and valuation gains, to revenue) was 14.2%, while that of the corresponding period of last year was 14.6%, which was mainly attributable to the increase of turnover and the combined effects of fees, shares of results of joint ventures and associates and changes of income tax expense during the period.

### LAND BANK REPLENISHMENT

As at December 31, 2016, the Group's total land bank was 41.47 million square meters or 32.94 million square meters on an attributable basis. The average unit land cost was RMB4,039 per square meter, accounting for 27.6% of unit price of current contracted sales. In terms of regional breakdown, land bank in Pan Bohai Rim, western China, Yangtze River Delta, southern China and central China accounted for 39.2%, 31.1%, 18.5%, 7.6% and 3.6% of the total land bank, respectively.

# 管理層討論及分析

## Management Discussion and Analysis

二零一六年，本集團新增收購土地儲備總建築面積為1,255萬平方米。其中37.7%位於環渤海區域，32.3%位於西部地區，17.5%位於長三角地區，7.1%位於華中地區，5.4%位於華南地區。平均收購成本為每平方米人民幣6,329元。

二零一六年，本集團的城市覆蓋數為26個，項目獲取的區位更趨向城市中心區，單項目的開發規模也都控制在適當水平，為提升集團可售物業的周轉水平奠定良好基礎。

本集團的土地儲備地域分佈如下：

表五：本集團的土地儲備分析

| 地區<br>Region           | 城市<br>City            | 建築面積<br>Total GFA<br>平方米<br>Sqm | 所佔比例<br>% of Total | 權益建築面積<br>Attributable GFA<br>平方米<br>Sqm | 所佔比例<br>% of Total |
|------------------------|-----------------------|---------------------------------|--------------------|--|--------------------|
| 環渤海地區<br>Pan Bohai Rim | 北京<br>Beijing         | 1,923,196                       | 4.6%               | 831,576                                  | 2.5%               |
|                        | 瀋陽<br>Shenyang        | 2,109,233                       | 5.1%               | 2,034,286                                | 6.2%               |
|                        | 青島<br>Qingdao         | 1,578,329                       | 3.8%               | 853,931                                  | 2.6%               |
|                        | 煙台<br>Yantai          | 7,164,775                       | 17.3%              | 7,164,775                                | 21.8%              |
|                        | 濟南<br>Jinan           | 2,229,961                       | 5.4%               | 1,027,412                                | 3.1%               |
|                        | 大連<br>Dalian          | 879,185                         | 2.1%               | 544,323                                  | 1.7%               |
|                        | 天津<br>Tianjin         | 375,377                         | 0.9%               | 243,710                                  | 0.7%               |
|                        | 小計<br>Subtotal        | 16,260,056                      | 39.2%              | 12,700,013                               | 38.6%              |
|                        | 華中地區<br>Central China | 長沙<br>Changsha                  | 591,029            | 1.4%                                     | 591,029            |
| 武漢<br>Wuhan            |                       | 886,304                         | 2.2%               | 531,782                                  | 1.6%               |
| 小計<br>Subtotal         |                       | 1,477,333                       | 3.6%               | 1,122,811                                | 3.4%               |

In 2016, the Group has acquired new land bank with total GFA of 12.55 million square meters, 37.7%, 32.3%, 17.5%, 7.1% and 5.4% of which are located in Pan Bohai Rim, western China, Yangtze River Delta, central China and southern China respectively. The average acquisition unit cost was RMB6,329 per square meter.

In 2016, there were 26 cities covered by the Group. The locations of the projects were moving closer to city cores. The project size was controlled at an appropriate level, which laid a well foundation for improving the turnover cycle of the Group's properties available for sale.

The geographic spread of the land bank of the Group was as follows:

Table 5: Breakdown of land bank of the Group

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| 地區<br>Region                   | 城市<br>City      | 建築面積<br>Total GFA<br>平方米<br>Sqm | 所佔比例<br>% of Total | 權益建築面積<br>Attributable GFA<br>平方米<br>Sqm | 所佔比例<br>% of Total |
|--------------------------------|-----------------|---------------------------------|--------------------|--|--------------------|
| 中國西部地區<br>Western China        | 重慶<br>Chongqing | 7,490,307                       | 18.0%              | 6,242,840                                | 18.9%              |
|                                | 成都<br>Chengdu   | 3,552,765                       | 8.6%               | 2,687,594                                | 8.2%               |
|                                | 西安<br>Xi'an     | 1,075,207                       | 2.6%               | 1,075,207                                | 3.3%               |
|                                | 玉溪<br>Yuxi      | 790,407                         | 1.9%               | 790,407                                  | 2.4%               |
|                                | 小計<br>Subtotal  | 12,908,686                      | 31.1%              | 10,796,048                               | 32.8%              |
| 長江三角洲地區<br>Yangtze River Delta | 上海<br>Shanghai  | 1,331,295                       | 3.2%               | 1,176,308                                | 3.6%               |
|                                | 無錫<br>Wuxi      | 828,421                         | 2.0%               | 828,421                                  | 2.5%               |
|                                | 常州<br>Changzhou | 745,872                         | 1.8%               | 745,872                                  | 2.2%               |
|                                | 杭州<br>Hangzhou  | 2,409,313                       | 5.8%               | 1,568,492                                | 4.7%               |
|                                | 寧波<br>Ningbo    | 709,032                         | 1.7%               | 646,505                                  | 2.0%               |
|                                | 蘇州<br>Suzhou    | 638,398                         | 1.6%               | 323,417                                  | 1.0%               |
|                                | 南京<br>Nanjing   | 996,603                         | 2.4%               | 683,604                                  | 2.1%               |
|                                | 小計<br>Subtotal  | 7,658,934                       | 18.5%              | 5,972,619                                | 18.1%              |



北京景粵原著  
Beijing Orient Original

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| 地區<br>Region           | 城市<br>City      | 建築面積<br>Total GFA<br>平方米<br>Sqm | 所佔比例<br>% of Total | 權益建築面積<br>Attributable GFA<br>平方米<br>Sqm | 所佔比例<br>% of Total |
|------------------------|-----------------|---------------------------------|--------------------|--|--------------------|
| 華南地區<br>Southern China | 廈門<br>Xiamen    | 1,048,586                       | 2.5%               | 597,207                                  | 1.8%               |
|                        | 泉州<br>Quanzhou  | 1,229,868                       | 3.0%               | 1,229,868                                | 3.7%               |
|                        | 廣州<br>Guangzhou | 646,400                         | 1.5%               | 323,200                                  | 1.0%               |
|                        | 佛山<br>Foshan    | 244,637                         | 0.6%               | 195,759                                  | 0.6%               |
|                        | 小計<br>Subtotal  | 3,169,491                       | 7.6%               | 2,346,034                                | 7.1%               |
| 總計<br>Total            |                 | 41,474,500                      | 100.0%             | 32,937,525                               | 100.0%             |



上海虹橋天街  
Shanghai Hongqiao Paradise Walk

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表六：二零一六年土地收購

Table 6: Land acquisition in 2016

| 地區            | 項目名稱                  | 城市       | 應估權益                  | 佔地面積            | 總建築面積     |
|---------------|-----------------------|----------|-----------------------|-----------------|-----------|
| Region        | Project               | City     | Attributable Interest | Site Area Total | GFA       |
|               |                       |          | %                     | 平方米             | 平方米       |
|               |                       |          | %                     | Sqm             | Sqm       |
| 環渤海地區         | 景粼原著                  | 北京       | 25.0%                 | 121,096         | 207,302   |
| Pan Bohai Rim | The Orient Original   | Beijing  |                       |                 |           |
|               | 環保園地塊                 | 北京       | 100.0%                | 13,327          | 57,164    |
|               | Huanbaoyuan Plot      | Beijing  |                       |                 |           |
|               | 長陽地塊                  | 北京       | 50.0%                 | 85,709          | 237,835   |
|               | Changyang Plot        | Beijing  |                       |                 |           |
|               | 春江酈城                  | 濟南       | 51.0%                 | 266,412         | 889,519   |
|               | Chunjiang Central     | Jinan    |                       |                 |           |
|               | 韓倉地塊                  | 濟南       | 30.0%                 | 203,151         | 584,477   |
|               | Hancang Plot          | Jinan    |                       |                 |           |
|               | 唐冶地塊                  | 濟南       | 51.0%                 | 96,449          | 276,331   |
|               | Tangye Plot           | Jinan    |                       |                 |           |
|               | 暢和園地塊                 | 濟南       | 20.0%                 | 72,954          | 277,687   |
|               | Chang He Yuan Plot    | Jinan    |                       |                 |           |
|               | 槐蔭區地塊                 | 濟南       | 100.0%                | 24,864          | 91,863    |
|               | Huai Yin Qu Plot      | Jinan    |                       |                 |           |
|               | 春江酈城                  | 瀋陽       | 60.0%                 | 39,738          | 187,366   |
|               | Chunjiang Central     | Shenyang |                       |                 |           |
|               | 沈新地塊                  | 瀋陽       | 100.0%                | 148,761         | 318,896   |
|               | Shen Xin Plot         | Shenyang |                       |                 |           |
|               | 高新園區地塊                | 大連       | 100.0%                | 39,000          | 154,965   |
|               | Gaoxin Yuanqu Plot    | Dalian   |                       |                 |           |
|               | 天宸原著                  | 天津       | 34.0%                 | 127,322         | 199,496   |
|               | Longfor Mansion       | Tianjin  |                       |                 |           |
|               | 津南區地塊                 | 天津       | 100.0%                | 93,218          | 175,881   |
|               | Jin Nan District Plot | Tianjin  |                       |                 |           |
|               | 春江酈城                  | 青島       | 25.1%                 | 223,812         | 967,152   |
|               | Chunjiang Central     | Qingdao  |                       |                 |           |
|               | 仲村II地塊                | 青島       | 100.0%                | 56,759          | 99,025    |
|               | Zhongcun II Plot      | Qingdao  |                       |                 |           |
|               | 小計                    |          |                       | 1,612,572       | 4,724,959 |
|               | Subtotal              |          |                       |                 |           |

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| 地區            | 項目名稱              | 城市        | 應佔權益                  | 佔地面積            | 總建築面積     |
|---------------|-------------------|-----------|-----------------------|-----------------|-----------|
| Region        | Project           | City      | Attributable Interest | Site Area Total | GFA       |
|               |                   |           | %                     | 平方米             | 平方米       |
|               |                   |           | %                     | Sqm             | Sqm       |
| 中國西部地區        | 照母山地塊             | 重慶        | 70.0%                 | 224,940         | 412,722   |
| Western China | Zhaomushan        | Chongqing |                       |                 |           |
|               | 禮嘉 II 地塊          | 重慶        | 70.0%                 | 292,569         | 768,060   |
|               | Lijia II Plot     | Chongqing |                       |                 |           |
|               | 照母山地塊 II          | 重慶        | 70.0%                 | 59,685          | 124,354   |
|               | Zhaomushan II     | Chongqing |                       |                 |           |
|               | 禮嘉 III 地塊         | 重慶        | 100.0%                | 221,522         | 567,430   |
|               | Lijia III Plot    | Chongqing |                       |                 |           |
|               | 蔡家地塊              | 重慶        | 60.0%                 | 263,657         | 417,712   |
|               | Caijia Plot       | Chongqing |                       |                 |           |
|               | 育仁西路地塊            | 成都        | 100.0%                | 88,463          | 502,686   |
|               | Yurenxi Road Plot | Chengdu   |                       |                 |           |
|               | 大豐地塊              | 成都        | 60.0%                 | 86,517          | 327,685   |
|               | Dafeng Plot       | Chengdu   |                       |                 |           |
|               | 三聖街道地塊            | 成都        | 100.0%                | 25,494          | 142,244   |
|               | Sansheng Plot     | Chengdu   |                       |                 |           |
|               | 花照地塊              | 成都        | 49.0%                 | 117,996         | 796,089   |
|               | Huazhao Plot      | Chengdu   |                       |                 |           |
|               | 小計                |           |                       | 1,380,843       | 4,058,982 |
|               | Subtotal          |           |                       |                 |           |



重慶時代天街  
Chongqing Times Paradise Walk



南京春江郦城  
Nanjing Chunjiang Central

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| 地區                  | 項目名稱                   | 城市       | 應佔權益                  | 佔地面積            | 總建築面積     |
|---------------------|------------------------|----------|-----------------------|-----------------|-----------|
| Region              | Project                | City     | Attributable Interest | Site Area Total | GFA       |
|                     |                        |          | %                     | 平方米             | 平方米       |
|                     |                        |          | %                     | Sqm             | Sqm       |
| 長江三角洲地區             | 興議III地塊                | 杭州       | 100.0%                | 36,065          | 116,640   |
| Yangtze River Delta | Xingyi III Plot        | Hangzhou |                       |                 |           |
|                     | 蕭山北幹東地塊                | 杭州       | 55.0%                 | 47,441          | 185,569   |
|                     | Beigandong Plot        | Hangzhou |                       |                 |           |
|                     | 湘湖地塊                   | 杭州       | 26.0%                 | 57,416          | 153,058   |
|                     | Xianghu Plot           | Hangzhou |                       |                 |           |
|                     | 世紀城地塊                  | 杭州       | 25.0%                 | 47,065          | 159,242   |
|                     | Century Peak View Plot | Hangzhou |                       |                 |           |
|                     | 長睦地塊                   | 杭州       | 35.0%                 | 39,578          | 98,172    |
|                     | Changmu Plot           | Hangzhou |                       |                 |           |
|                     | 西湖蔣村地塊                 | 杭州       | 100.0%                | 81,500          | 340,530   |
|                     | Xihu Jiangcun Plot     | Hangzhou |                       |                 |           |
|                     | 潘火II地塊                 | 寧波       | 100.0%                | 47,836          | 113,656   |
|                     | Panhuo II Plot         | Ningbo   |                       |                 |           |
|                     | 鐘公廟地塊                  | 寧波       | 51.0%                 | 23,417          | 54,648    |
|                     | Zhonggongmiao Plot     | Ningbo   |                       |                 |           |
|                     | 鐘公廟II地塊                | 寧波       | 100.0%                | 37,309          | 88,126    |
|                     | Zhonggongmiao II Plot  | Ningbo   |                       |                 |           |
|                     | 江寧II地塊                 | 南京       | 34.0%                 | 23,810          | 78,079    |
|                     | Jiangning II Plot      | Nanjing  |                       |                 |           |
|                     | 建寧路地塊                  | 南京       | 100.0%                | 13,401          | 90,626    |
|                     | Jianning Road Plot     | Nanjing  |                       |                 |           |
|                     | 馬橋鎮地塊                  | 上海       | 50.0%                 | 41,727          | 132,265   |
|                     | Maqiao Town Plot       | Shanghai |                       |                 |           |
|                     | 韻橋鎮地塊                  | 上海       | 100.0%                | 83,588          | 337,054   |
|                     | Zhuanqiao Town Plot    | Shanghai |                       |                 |           |
|                     | 昆秀湖地塊                  | 上海       | 65.0%                 | 80,175          | 253,870   |
|                     | Kunxiuhu Plot          | Shanghai |                       |                 |           |
|                     | 小計                     |          |                       | 660,328         | 2,201,535 |
|                     | Subtotal               |          |                       |                 |           |

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| 地區                     | 項目名稱                           | 城市              | 應佔權益                  | 佔地面積            | 總建築面積      |
|------------------------|--------------------------------|-----------------|-----------------------|-----------------|------------|
| Region                 | Project                        | City            | Attributable Interest | Site Area Total | GFA        |
|                        |                                |                 | %                     | 平方米             | 平方米        |
|                        |                                |                 | %                     | Sqm             | Sqm        |
| 華中地區<br>Central China  | 長豐地塊<br>Changfeng Plot         | 武漢<br>Wuhan     | 60.0%                 | 137,800         | 886,304    |
|                        | 小計<br>Subtotal                 |                 |                       | 137,800         | 886,304    |
| 華南地區<br>Southern China | 白雲新城地塊<br>Baiyun New Town Plot | 廣州<br>Guangzhou | 50.0%                 | 25,905          | 94,630     |
|                        | 開發區地塊<br>Development Area Plot | 廣州<br>Guangzhou | 50.0%                 | 106,013         | 269,923    |
|                        | 集美 II 地塊<br>Jimei II Plot      | 廈門<br>Xiamen    | 51.0%                 | 50,943          | 120,000    |
|                        | 翔安地塊<br>Xiang'an Plot          | 廈門<br>Xiamen    | 51.0%                 | 63,722          | 192,820    |
|                        | 小計<br>Subtotal                 |                 |                       | 246,583         | 677,373    |
| 總計<br>Total            |                                |                 |                       | 4,038,126       | 12,549,153 |

於本報告期後，本集團成功獲取北京潭柘寺地塊，計容建築面積約23.9萬平方米(權益面積2.4萬平方米)；重慶西永W地塊，計容建築面積約30.0萬平方米；寧波姜山地塊，計容建築面積約8.2萬平方米(權益面積3.3萬平方米)；長沙茶子山村地塊，計容建築面積約5.5萬平方米；長沙瀏陽河地塊，計容建築面積約16.9萬平方米；蘇州勞動路地塊，計容建築面積約10.0萬平方米；北京良鄉鎮地塊，計容建築面積約13.3萬平方米(權益面積2.7萬平方米)；合肥濱湖區地塊，計容建築面積約38.7萬平方米；寧波塘家灣地塊，計容建築面積約10.4萬平方米(權益面積7.3萬平方米)；北京金海湖地塊，計容建築面積約15.3萬平方米(權益面積3.8萬平方米)。

Subsequent to the end of the reporting period, the Group successfully acquired Tanzhe Temple Plot with an expected gross floor area of approximately 239,000 square meters (attributable area amounted to 24,000 square meters); Chongqing Xiyong W Plot with an expected gross floor area of approximately 300,000 square meters; Ningbo Jiangshan Plot with an expected gross floor area of approximately 82,000 square meters (attributable area amounted to 33,000 square meters); Changsha Chazishan Plot with an expected gross floor area of approximately 55,000 square meters; Changsha Liuyang River Plot with an expected gross floor area of approximately 169,000 square meters; Suzhou Laodonglu Plot with an expected gross floor area of approximately 100,000 square meters; Beijing Liangxiang Town Plot with an expected gross floor area of approximately 133,000 square meters (attributable area amounted to 27,000 square meters); Hefei Binhu District Plot with an expected gross floor area of approximately 387,000 square meters; Ningbo Tangjiawan Plot with an expected gross floor area of approximately 104,000 square meters (attributable area amounted to 73,000 square meters); Beijing Jinhai Lake Plot with an expected gross floor area of approximately 153,000 square meters (attributable area amounted to 38,000 square meters).



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### 財務狀況

於二零一六年十二月三十一日，本集團的綜合借貸為人民幣578.7億元。本集團淨負債率(負債淨額除以權益總額)為53.9%，在手現金為人民幣173.6億元。本集團的信用評級為BBB-(標準普爾)、Ba1(穆迪)、BBB-(惠譽)、AAA(大公國際\*、中誠信證評、新世紀)，穆迪為正面展望，其餘展望為穩定。

\* 該大公國際的評級為對本公司境內之主要子公司重慶龍湖企業拓展有限公司做出的評級。

本集團總借貸約85.2%以人民幣計值，另外14.8%以外幣計值。為規避匯兌損失，本集團著手降低外幣借款佔比並輔以一定比例的匯率掉期。

本集團綜合借貸約人民幣357億元，按固定年利率介乎3.06%至6.75%(視乎貸款期而定)計息，其餘借貸則按浮動利率計息。截至二零一六年十二月三十一日，固定利率債務佔總債務的比例為62%(二零一五年十二月三十一日為42%)。

二零一六年，本集團新取得人民幣91.7億境外銀行借款，用以置換外幣借款，進一步降低敞口負債。並於二零一六年發行人民幣118億公司債，固定利率介乎於3.06%-3.75%之間，期限介乎於五年至十年。借此，本集團的平均借貸成本進一步降低為年利率4.92%，平均貸款年限拉長為5.90年；非抵押債務佔總債務比例提升為75%。

報告期後，本集團於二零一七年二月、三月成功發行境內綠色債人民幣40.4億元，固定利率介乎於4.40%-4.75%，期限介乎於五年至七年。

### FINANCIAL POSITION

As at December 31, 2016, the Group's consolidated borrowings amounted to RMB57.87 billion. The net debt to equity ratio (net debt divided by total equity) of the Group was 53.9%. Cash in hand reached RMB17.36 billion. The credit rating of the Group was BBB- by Standard & Poor, Ba1 by Moody's, BBB- by Fitch, and AAA by Dagong International\*, CCXR and Shanghai Brilliance. Moody's has a positive outlook and the others have stable outlook toward the Company.

\* The rating conducted by Dagong International was reviewed on Chongqing Longhu Development Co., Ltd., a major subsidiary of the Company in Mainland.

Approximately 85.2% of the Group's total borrowings were denominated in RMB, while 14.8% were denominated in foreign currencies. The Group is reducing its proportion of borrowings in foreign currencies with a certain amount of exchange rate swap so as to reduce the risk in exchange losses.

Approximately RMB35.7 billion of the Group's consolidated borrowings were with fixed rates ranging from 3.06% per annum to 6.75% per annum, depending on the terms of the loans, and the other loans were quoted at floating rates. As of December 31, 2016, the proportion of fixed interest debt was 62% (December 31, 2015: 42%) of the total debt.

In 2016, the Group obtained new bank loans from overseas of RMB9.17 billion in exchange for foreign currency borrowings to further decrease exposure to liabilities. In 2016, the Group issued corporate bonds of RMB11.8 billion with fixed rates ranging from 3.06% to 3.75% per annum and terms ranged from five to ten years. Hence, the Group's average cost of borrowing further decreased to 4.92% per annum. The average tenor of loan was extended to 5.90 years. The proportion of unsecured debt was increased to 75%.

Subsequent to the end of the reporting period, the Group successfully issued domestic green bonds denominated in Renminbi and raised a total of RMB4.04 billion in February, March 2017 with fixed rates ranged from 4.40% to 4.75% per annum and terms ranged from five to seven years.



北京天琅  
Beijing Glory Villa



北京景粼原著  
Beijing Orient Original

# 管理層討論及分析

## Management Discussion and Analysis

### 僱員及薪酬政策

於二零一六年十二月三十一日，本集團在中國及香港僱用17,172名全職僱員，其中4,525名屬於物業發展部，1,862名屬於物業投資部，另外10,785名屬於物業管理部。本集團僱員的平均年齡為31.6歲。物業發展及物業投資部約58.9%的員工具備大學學士學位，約13.6%具備碩士或以上學位。

本集團按僱員表現、工作經驗及當時市場工資水平釐定其薪酬。僱員薪酬總額包括基本薪金、現金花紅及以股份為基礎的報酬。現金花紅為高級僱員現金薪酬的主要部分，現金花紅是按照集團預算達標率、客戶忠誠度等因素確定總額後，依據個別附屬公司的平衡記分卡得分以及利潤額等因素綜合評定和分配。

### 前景

二零一六年前三季度，中國房地產市場明顯升溫回暖，成交量再創新高，去化周期顯著下降，去庫存取得積極成效。自二零一六年十月起，多地陸續出台新政降溫樓市，不同量級的城市政策及信貸環境已呈現分化。二零一七年，分城施策調控將在一定時期內繼續存在，但一線及領先二線城市的去化仍有望維持平穩增長，而低能級城市的去庫存壓力仍然存在。細化的行業競爭將更加考驗企業品牌、投資及產品開發能力和財務穩健。

在這樣的形勢下，集團將更加關注盤面健康和可持續增長。並將繼續堅定戰略，精準投資；強化供銷存管理，通過精準的客戶定位，高客儲轉化率來促進銷售，同時加快去化庫存，提升運營效率。

### EMPLOYEES AND COMPENSATION POLICY

As at December 31, 2016, the Group had 17,172 full-time employees in mainland China and Hong Kong. Of these employees, 4,525 worked in the property development division, 1,862 in the property investment division, and 10,785 in the property management division. Average age of our employees is 31.6 years old. In the property development and investment divisions, approximately 58.9% of the employees have bachelor degrees and approximately 13.6% of the employees have master degrees or above.

The Group remunerates its employees based on their performance, work experience and the prevailing market wage level. The total compensation of the employees consisted of base salary, cash bonus and share-based rewards. Cash bonus is a major part of senior employees' cash compensation. The gross amount of such bonus is determined from, amongst other things, the ranking of the Group's budget fulfillment ratio and loyalties of customers, which is then assessed and allocated to individual subsidiaries according to the results of a balanced scorecard and profitability.

### PROSPECTS

In the first three quarters of 2016, a significant recovery trend was observed in Chinese real estate market. The transaction volume reached a record high, and the level of unsold properties reduced obviously, showing positive results of the policy to destocking. Since October 2016, various measures have been introduced to cool the property market in different cities, and there has been a differentiation in the urban policies and credit conditions among cities with different tiers. In 2017, different regulatory measures will be tailored to the situation at different cities and it will continue for a certain period of time. Inventory digestion is expected to accelerate steadily in first tier and leading second tier cities, while inventory pressure will remain relatively high in low capacity and lower tier cities. This will provide a further test of the Group's brand power, investment, product development ability and financial strength.

Under these circumstances, the Group will place an even higher emphasis in executing our strategy in a persistent manner to ensure the sustainable development for our business. We strives to boost sales by strengthening inventory management through precise customer positioning and high customer conversion rate. Meanwhile, operational efficiency will be enhanced through emphasis on inventory management.

## 管理層討論及分析 Management Discussion and Analysis

二零一七年，集團在售主力項目將達到107個，其中30個為全新項目，54個項目將推出新一期新業態產品。產品將涵蓋刚需、改善型、商業經營等不同細分需求的客戶，並根據市場需求調整不同產品和業態間的比例，力求在分化的市場環境中精準定位、達成目標。

本集團(包括合營及聯營企業)於二零一六年竣工的物業總建築面積約576萬平方米。計劃於二零一七年竣工的物業總面積將達到680萬平方米左右，其中大部分將集中於下半年。目前項目工程進展和銷售進度正常。

投資物業方面，北京大興天街、重慶時代天街3期、上海虹橋天街已於二零一六年開業，重慶源著天街、蘇州獅山天街、杭州濱江天街、重慶U城天街、上海寶山天街將於二零一七年開業。上述項目為集團未來投資物業租金的增長奠定堅實的基礎。

在整合加速，變局複雜的市場中，集團繼續堅持穩健的財務管理策略，在保持公司穩健的財務狀況和負債率水平的同時，通過外部合作及二級市場收購等方式，控制拿地成本、減少資金佔壓。同時，在人民幣匯率趨勢性貶值的情況下，拓展融資渠道，優化債務結構，進一步拉長賬期和降低成本，令公司財務結構更加安全和穩健。

In 2017, the Group has 107 key projects for sale currently on the market, among which 30 are brand new projects and 54 are new phases or new products of existing projects. The products will cater for different customer groups, including first-time home buyers, upgraders and business operators, while the proportion of different product types and features will be adjusted in response to changes in market demand, thus enabling the Group to have precise product positioning and to achieve our goals in differentiating market environment.

The Group (including joint ventures and associates) has completed properties of approximately 5,760,000 square meters in GFA in 2016. The total GFA of properties planned to complete construction in 2017 will reach approximately 6,800,000 square meters, most of which will be completed in the second half of the year. The current construction and sales progress are on track.

In our investment properties, Beijing Daxing Paradise Walk, Chongqing Time Paradise Walk Phase III and Shanghai Hongqiao Paradise Walk have commenced operation in 2016, while Chongqing Hometown Paradise Walk, Suzhou Shishan Paradise Walk, Hangzhou Binjiang Paradise Walk, Chongqing U-City Paradise Walk and Shanghai Baoshan Paradise Walk will commence operation in 2017. These projects will lay a solid foundation for future growth of rental income from investment properties of the Group.

In the market with accelerating integration and complicated changes, the Group will continue to maintain a prudent and rational financial management strategy. While preserving stable and healthy financial position and gearing ratio, we will control land cost and relieve funding pressure through external co-operations and acquisitions in the secondary market. At the same time, we will optimize the debt structure, explore new funding channels, extend debt maturity tenor and lower effective funding cost, in view of a depreciating trend of Renminbi, leading to a safer and healthier financial position of the company.



天津天宸原著  
Taijin Longfor Mansion

# 董事及高級管理人員簡介

## Biographies of Directors and Senior Management

### 執行董事

吳亞軍女士，現年52歲，吳女士於二零零七年十二月二十一日獲委任為本公司執行董事，擔任本公司董事會主席、薪酬委員會及投資委員會委員。吳女士自本集團於一九九四年創辦時加入本集團。吳女士於一九八四年畢業於西北工業大學航海工程系，取得工學學士學位。吳女士擔任全國人民代表大會代表、全國工商聯常委、重慶市工商聯及重慶市總商會房地產商會副會長。吳女士於物業開發，物業投資及物業管理方面擁有豐富經驗。

邵明曉先生，現年51歲，邵先生於二零一一年六月三日獲委任為本公司執行董事，擔任集團首席執行官及投資委員會委員。邵先生於二零零六年加入本集團。邵先生於一九九二年畢業於中國人民大學，取得經濟學碩士學位。加入本集團前，邵先生曾任職航宇經濟發展有限公司(北京首都創業集團附屬公司)副總經理，北京新聯協創房地產開發有限公司副總經理、北京中京藝苑房地產開發有限公司總經理及北京華聯集團地產開發部總監。

趙軼先生，現年40歲，趙先生於二零一五年三月十八日獲委任為本公司執行董事，擔任集團首席財務官及投資委員會委員。趙先生於二零零六年加入本集團，歷任重慶公司高級經理、成都公司財務總監、集團財務管理中心總監及財務部總經理。趙先生畢業於中南財經政法大學(主修國際會計)，取得工商管理學士學位。現為中國註冊會計師協會會員。加入本集團前，趙先生曾供職於中國重慶天健會計師事務所。

### EXECUTIVE DIRECTORS

Madam Wu Yajun, aged 52, was appointed as executive director of the Company on December 21, 2007, and is the Chairperson of the Board of the Company. She is also a member of the Remuneration Committee and Investment Committee of the Company. Madam Wu joined the Group since its inception in 1994. She graduated from Northwestern Polytechnical University (西北工業大學) majoring in navigation engineering and obtained a Bachelor degree in Engineering in 1984. Madam Wu serves as a representative of the National Peoples' Congress (全國人民代表大會), a member of the Standing Committee of the All-China Federation of Industry & Commerce (全國工商聯), vice-chairperson of the Federation of Industry & Commerce of Chongqing Municipality (重慶市工商聯) and the Real Estate Branch Chamber of the Chongqing General Chamber of Commerce (重慶市總商會房地產商會). Madam Wu has extensive experience in property development, property investment and property management.

Mr. Shao Mingxiao, aged 51, was appointed as executive director of the Company on June 3, 2011, and is the Chief Executive Officer of the Group and a member of the Investment Committee of the Company. Mr. Shao joined the Group in 2006. He graduated from Renmin University of China (中國人民大學) and obtained a Master degree in Economics in 1992. Prior to joining the Group, Mr. Shao served as the deputy general manager of Hangyu Economic Development Company (航宇經濟發展有限公司) which is a subsidiary of Beijing Capital Group (北京首都創業集團), and Beijing Xinlian Xiechuang Real Estate Development Limited (北京新聯協創房地產開發有限公司) respectively. Mr. Shao was also the general manager of Beijing Zhongjing Yiyuan Real Estate Development Limited (北京中京藝苑房地產開發有限公司) and the director of the real estate development division of Beijing Hualian Group (北京華聯集團).

Mr. Zhao Yi, aged 40, was appointed as executive director of the Company on March 18, 2015 and is the Chief Financial Officer of the Group and a member of the Investment Committee. Mr. Zhao graduated from Zhongnan University of Economics and Law (中南財經政法大學), majoring in international accounting and obtained a bachelor degree in business administration. He is a member of China Institute of Certified Public Accountants. He joined the Group in 2006 and has served as the senior manager of Chongqing Longfor, the financial controller of Chengdu Longfor, the head of the Financial Management Centre and the general manager of the Ministry of Finance of the Group. Before joining the Group, he served at Pan-China (Chongqing) Certified Public Accountants (重慶天健會計師事務所).

# 董事及高級管理人員簡介

## Biographies of Directors and Senior Management

李朝江先生，現年48歲，李先生於二零一六年十一月二十三日獲委任為本公司執行董事，擔任薪酬委員會委員。李先生於二零一一年加入本集團，負責集團人力資源工作。李先生於一九九零年畢業於揚州師範學院漢語言文學專業，獲文學學士學位。加入本集團前，李先生曾任職於寶潔(中國)有限公司、愛立信(中國)通信有限公司、中惠熙元房地產集團有限公司。

### 獨立非執行董事

卓百德先生，現年67歲，卓先生於二零零九年十一月一日獲委任為本公司獨立非執行董事及審核委員會委員。卓先生於亞洲證券及物業投資市場擁有逾30年經驗。他現為私人投資者，包括擁有其家族經營的私人公司Portwood Co. Ltd. 他亦為希慎興業有限公司(香港聯交所上市企業)之獨立非執行董事。他亦為「The Churchouse Letter」之出版商和作者。

於二零零四年，卓百德先生於LIM Advisors旗下成立一個亞洲投資基金，他曾為LIM Advisors的董事及「負責人員」直至二零零九年末。在此之前，卓先生曾自一九八八年任職於摩根士丹利，曾擔任之職務包括董事總經理和顧問總監、區域研究部主管、區域策略師以及區域物業研究部主管。卓先生取得新西蘭懷卡托大學(University of Waikato)文學士學位及社會科學碩士學位。

陳志安先生，現年53歲，陳先生於二零零九年十一月一日獲委任為本公司獨立非執行董事、審核委員會主席及薪酬委員會委員。陳先生現經營企業融資及證券業務，分別擔任鎧盛資本有限公司及鎧盛證券有限公司之主席。陳先生畢業於香港大學，持有社會科學院學士學位(主修經濟)，並獲得香港科技大學工商管理碩士學位。陳先生曾任職於香港聯交所及擔任海通國際證券集團有限公司(前稱大福證券集團有限公司)之執行董事及其企業融資業務主管達十六年直至二零一二年底。陳先生現為越秀房託資產管理有限公司、中國海螺創業控股有限公司及天利控股集團有限公司之獨立非執行董事，上述公司均於香港聯交所上市。陳先生亦是香港理工大學會計及金融學院客席教授。陳先生於金融服務業已累積逾二十五年經驗。

Mr. Li Chaojiang, aged 48, was appointed as executive director of the Company on November 23, 2016 and is the member of the Remuneration Committee of the Company. Mr. Li joined the Group in 2011, and is responsible for the Human Resources of the Group. He graduated from Yangzhou Teachers College (揚州師範學院) majoring in Chinese Language & Literature and obtained a Bachelor of Arts degree in 1990. Prior to joining the Group, Mr. Li worked for P & G (China) Company Limited (寶潔(中國)有限公司), Ericsson (China) Communications Company Limited (愛立信(中國)通信有限公司) and Zovie Real Estate Group Co, Limited (中惠熙元房地產集團有限公司).

### INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Frederick Peter Churchouse, aged 67, was appointed as independent non-executive director and member of the Audit Committee of the Company on November 1, 2009. He has been involved in Asian securities and property investment markets for more than 30 years. Currently, he is a private investor including having his own family business, Portwood Company Limited. He is also an independent non-executive director of Hysan Development Company Limited (a company listed on The Stock Exchange of Hong Kong Limited ("SEHK")). He is also the publisher and author of "The Churchouse Letter".

In 2004, Mr. Churchouse set up an Asian investment fund under LIM Advisors. He acted as a director of LIM Advisors and as Responsible Officer until the end of 2009. Prior to this, Mr. Churchouse worked at Morgan Stanley as a managing director and advisory director from early 1988. He acted in a variety of roles including head of regional research, regional strategist and head of regional property research. Mr. Churchouse gained a Bachelor of Arts degree and a Master of Social Sciences degree from the University of Waikato in New Zealand.

Mr. Chan Chi On, Derek, aged 53, was appointed as independent non-executive director, chairman of the Audit Committee and a member of the Remuneration Committee of the Company on November 1, 2009. Mr. Chan is the chairman of Halcyon Capital Limited and Halcyon Securities Limited, which is engaged in corporate finance and securities business in Hong Kong respectively. Mr. Chan graduated from the University of Hong Kong with a Bachelor degree in Social Sciences (majoring in Economics) and from the Hong Kong University of Science & Technology with a Master degree in Business Administration. He worked for the SEHK and has been executive director of Haitong International Securities Group Limited (formerly Taifook Securities Group Limited) and head of its corporate finance division for 16 years until end of 2012. He is the independent non-executive director of Yuexiu REIT Asset Management Limited, China Conch Venture Holdings Limited and Tianli Holdings Group Limited, which are listed on the SEHK. He is also an adjunct professor in the School of Accounting and Finance of the Hong Kong Polytechnic University. Mr. Chan possesses over 25 years of experience in the financial services industry.

# 董事及高級管理人員簡介

## Biographies of Directors and Senior Management

項兵先生，現年54歲，項先生於二零零九年十一月一日獲委任為本公司獨立非執行董事、審核委員會及薪酬委員會委員。項先生在加拿大阿爾伯塔大學取得會計學博士學位，為長江商學院的創辦院長兼教授。項先生現任丹楓控股有限公司、百仕達控股有限公司及中國動向(集團)有限公司的獨立非執行董事，上述公司均於香港聯交所上市。項先生現任易居(中國)控股有限公司獨立非執行董事，該公司於美國紐約證券交易所上市。在此之前，項先生曾經擔任香港聯交所上市企業慧聰網有限公司、威華達控股有限公司、匹克體育用品有限公司及廣州汽車集團有限公司之獨立董事，深圳證券交易所上市公司陝西秦川機械發展股份有限公司及雲南白藥集團股份有限公司之獨立董事，以及美國上市企業江西賽維LDK太陽能高科技有限公司及完美時空網絡技術有限公司(已退市)之獨立董事。

曾鳴先生，現年46歲，曾先生於二零一一年六月三日獲委任為本公司獨立非執行董事，並擔任本公司薪酬委員會主席。曾先生現為阿里巴巴集團首席戰略官。曾先生於一九九八年獲得美國伊利諾斯大學國際商務及戰略博士學位及一九九一年獲得復旦大學經濟學文科學士學位。曾先生曾擔任中國北京長江商學院戰略學教授及法國INSEAD教職。

### 高級管理層

徐愛國先生，現年51歲，擔任本公司副總裁，投資委員會委員，分管集團投資發展部及新城市籌備組。徐先生於二零一四年加入本集團。徐先生於一九八八年畢業於東北財經大學，取得財務與會計學位。加入本集團前，徐先生曾任職於中國海外發展有限公司。

袁春先生，現年42歲，擔任本公司副總裁，投資委員會委員，分管集團品牌及營銷部及客戶與市場研究部。袁先生於二零一零年加入本集團，曾擔任杭州龍湖總經理。袁先生於一九九六年畢業於同濟大學，取得暖通專業學士學位。加入本集團前，袁先生曾任職於中國海外發展有限公司。

**Mr. Xiang Bing**, aged 54, was appointed as independent non-executive director, member of the Audit Committee and the Remuneration Committee of the Company on November 1, 2009. He obtained a Doctoral degree in Accounting from the University of Alberta in Canada. Mr. Xiang is the founding dean and professor of the Cheung Kong Graduate School of Business in Beijing, China. Mr. Xiang is the independent non-executive director of Dan Form Holdings Company Limited, Sinolink Worldwide Holdings Limited and China Dongxiang (Group) Company Limited, all of which are listed on the SEHK. Mr. Xiang is an independent non-executive director of E-House (China) Holdings Limited, which is listed in the United States of America (the "USA"). Prior to this, Mr. Xiang was the independent director of HC International, Inc., Enerchina Holdings Limited, Peak Sport Products Company Limited and Guangzhou Automobile Group Company Limited, which are listed on the SEHK, the independent non-executive director of Shanxi Qinchuan Machinery Development Company Limited and Yunnan Baiyao Group Company Ltd, which are listed on the Shenzhen Stock Exchange, and the independent director of LDK Solar Company Limited listed in the USA and Perfect World Company Limited (delisted).

**Mr. Zeng Ming**, aged 46, was appointed as independent non-executive director of the Company on June 3, 2011. He is also the chairman of the Remuneration Committee of the Company. Mr. Zeng is currently the chief strategy officer of Alibaba Group. Mr. Zeng obtained his Doctor of Philosophy in International Business and Strategy from University of Illinois at Urbana-Champaign, USA in 1998 and a Bachelor of Arts degree in Economics from Fudan University (復旦大學) in 1991. Mr. Zeng was the professor of Strategy at Cheung Kong Graduate School of Business, Beijing China and a faculty member at INSEAD, France.

### SENIOR MANAGEMENT

**Mr. Xu Aiguo**, aged 51, was appointed as the vice president of the Group, the member of Investment Committee of the Company, he is assigned responsibly for the investment and development department and the new city preparation of the Group. Mr. Xu joined the Group in 2014. Mr. Xu graduated from Dongbei University of Finance and Economics (東北財經大學) and obtained a Bachelor degree in Finance and Accounting in 1988. Prior to joining the Group, Mr. Xu worked for China Overseas Land & Investment Ltd. (中國海外發展有限公司).

**Mr. Yuan Chun**, aged 42, was appointed as the vice president of the Group, the member of Investment Committee of the Company, he is assigned responsibly for Corporate Branding and Marketing Department and Customer and Market Research Department of the Group. Mr. Yuan joined the Group in 2010 and was served as the general manager of Hangzhou Longfor. He graduated from Tongji University (同濟大學) and obtained a Bachelor degree in Heating and Ventilating in 1996. Prior to joining the Group, Mr. Yuan worked for China Overseas Land & Investment Ltd. (中國海外發展有限公司).

## 董事及高級管理人員簡介

### Biographies of Directors and Senior Management

韓石先生，現年50歲，擔任本公司副總裁、集團創新事業部總經理。韓先生於二零一六年加入本集團。韓先生於一九九零年畢業於對外經濟貿易大學國際貿易系經濟學專業，二零零九年取得長江商學院EMBA學位，現為高級經濟師。加入本集團前，韓先生曾任職於中糧集團及其控股子公司。

崔恒忠先生，現年48歲，擔任本公司副總裁、重慶龍湖總經理。崔先生於二零零七年加入本集團，曾先後擔任北京龍湖項目總監，北京龍湖運營副總經理兼工程副總經理。崔先生於一九九七年畢業於北京工業大學結構工程專業，取得工學碩士學位。加入本集團前，崔先生曾任職於江蘇省城市建築工程總公司、冶金部建築研究總院、北京萬達房地產開發有限公司。

宋海林先生，現年43歲，擔任本公司副總裁、北京龍湖總經理。宋先生於二零一一年加入本集團，曾擔任北京龍湖常務副總經理。宋先生於二零零一年畢業於清華大學設計及理論專業，取得工學博士學位；二零零九年至二零一一年作為訪問學者赴美國麻省理工學院(MIT)城市與區域研究中心(SPURS)訪問交流。加入本集團前，宋先生曾任職清華大學建築設計研究院所長，期間曾掛職山東省煙台市福山區副區長。

張旭忠先生，現年43歲，擔任本公司副總裁、杭州龍湖總經理。張先生於二零一四年加入本集團。張先生於一九九七年畢業於東南大學土木工程專業，取得工學學士學位。加入本集團前，張先生曾任職於中建一局(集團)北京分公司、中國海外集團(中國建築香港地區)、中海地產蘇州、北京及廈門公司。

Mr. Han Shi, aged 50, was appointed as the vice president of the Group, and the general manager of innovation division of the Group. Mr. Han joined the Group in 2016. He graduated from University of International Business and Economics (對外經濟貿易大學) majoring in Economics in the department of International Trade and he completed his EMBA program in Cheung Kong Graduate School of Business (長江商學院) in 2009. He titled Senior Economist in 2010. Prior to joining the Group, he worked for China National Cereals, Oils and Foodstuffs Corporation (中糧集團) and its subsidiaries.

Mr. Cui Hengzhong, aged 48, was appointed as the vice president of the Group and the general manager of Chongqing Longfor. Mr. Cui joined the Group in 2007 and was served as the project manager, deputy manager of Operation and Construction Department of Beijing Longfor. He graduated from Beijing University of Technology (北京工業大學) and obtained a Master degree in Structure Engineering in 1997. Prior to joining the Group, Mr. Cui worked for Jiangsu Province Construction Engineering Corporation (江蘇省城市建築工程總公司), Research Institute of Metallurgical Construction (冶金部建築研究總院), Beijing Wanda Property Development Company Limited (北京萬達房地產開發有限公司).

Mr. Song Hailin, aged 43, was appointed as the vice president of the Group and the general manager of Beijing Longfor. Mr. Song joined the Group in 2011 and was served as the deputy general manager of Beijing Longfor. He graduated from Tsinghua University and obtained a Doctor degree in Architectural Design and Theory in 2001. Mr. Song was a visiting scholar for Urban and Regional Studies (SPURS) of Massachusetts Institute of Technology (MIT) in the USA from 2009 to 2011. Prior to joining the Group, Mr. Song was the president of the Architectural Design and Research Institute of Tsinghua University (清華大學建築設計研究院) and during such office, he also acted as the temporary Deputy District Chief of Fushan District of Yantai in Shandong Province.

Mr. Zhang Xuzhong, aged 43, was appointed as the vice president of the Group and the general manager of Hangzhou Longfor. Mr. Zhang joined the Group in 2014. He graduated from Southeast University (東南大學) majoring in civil engineering and obtained a Bachelor degree in Engineering in 1997. Prior to joining the Group, Mr. Zhang worked for the Beijing subsidiary of China Construction First Building (Group) Corporation Limited (中建一局(集團)北京分公司), China Overseas Holding Limited (中國海外集團有限公司), and Suzhou, Beijing, Xiamen subsidiaries of China Overseas Land & Investment Ltd. (中國海外發展有限公司).

## 董事及高級管理人員簡介

### Biographies of Directors and Senior Management

王光建先生，現年46歲，擔任本公司副總裁，集團物業董事長。王先生於二零零零年加入本集團，曾擔任重慶龍湖營銷部置業顧問、造價採購部工程師、土建工程師、項目經理、成都龍湖造價採購部負責人、重慶龍湖造價採購部負責人及運營副總經理、成都公司總經理。王先生於二零零零年畢業於重慶建築大學建築經濟管理專業，取得管理學碩士學位。

沈鷹女士，現年42歲，擔任集團人力資源部總經理。沈女士於二零一六年加入本集團。沈女士於一九九八年畢業於上海大學國際金融專業，取得經濟學學士學位，二零零四年取得波士頓學院MBA學位。加入本集團前，沈女士曾任職於惠普集團及通用電氣集團，先後擔任通用電氣天然氣集團全球人力資源總監，通用電氣醫療集團大中華區人力資源總監等重要管理崗位。

黃世軒先生，現年52歲，擔任集團工程部總經理。黃先生於一九九八年加入本集團。黃先生於一九八八年畢業於重慶大學，取得電力系統及其自動化專業學士學位。加入本集團前，黃先生曾任職於重慶工程建設總公司。

王亞軍先生，現年45歲，擔任集團戰略發展部總經理。王先生於二零一二年加入本集團。王先生於二零零一年畢業於美國亞利桑那州立大學，取得工商管理學(MBA)碩士學位。加入本集團前，王先生曾就職於北京環境資源管理公司、聯合技術公司、陶氏化學、麥肯錫諮詢公司。

**Mr. Wang Guangjian**, aged 46, was appointed as the vice president of the Group and the chairman of Longfor Property Management Company. Mr. Wang joined the Group in 2000 and was served as property consultant, engineer of the Budgeting and Purchasing Department, civil engineer and project manager of Chongqing Longfor. He was also served as the head of Budgeting and Purchasing Department of both Chengdu Longfor and Chongqing Longfor. He was then served as the deputy general manager of the Operation Department of Chongqing Longfor Property and general manager of Chengdu Longfor. He obtained a Master degree in Management from Chongqing Jianzhu University (重慶建築大學), majoring in Architectural Economy Management in 2000.

**Ms. Shen Ying**, aged 42, is the general manager of the Human Resources Department of the Group. Ms. Shen joined the Group in 2016. She graduated from Shanghai University (上海大學) and obtained a Bachelor degree in Economics in 1998 majoring in international finance. Ms. Shen obtained her MBA at Boston College in 2004. Prior to joining the Group, Ms. Shen worked for Hewlett-Packard (HP) and General Electric (GE) where she held a number of key management positions, including the Global Human Resources Director of GE Oil & Gas, and Human Resources Director of GE Healthcare in Greater China Division.

**Mr. Huang Shixuan**, aged 52, is the general manager of the Engineering Department of the Group. Mr. Huang joined the Group in 1998. He graduated from Chongqing University (重慶大學) and obtained a Bachelor degree in Power System and Automation in 1988. Prior to joining the Group, Mr. Huang worked for Chongqing Construction Corporation (重慶工程建設總公司).

**Mr. Wang Yajun**, aged 45, is the general manager of the Strategic Development Department of the Group. Mr. Wang joined the Group in 2012. He graduated from Arizona State University in the USA and obtained a Master degree in Business Administration (MBA) in 2001. Prior to joining the Group, Mr. Wang worked for Beijing Environmental Resources Management Company Limited (北京環境資源管理公司), United Technologies Corporation (聯合技術公司), DOW Chemical Company (陶氏化學) and Mckinsey Consultancy Company (麥肯錫諮詢公司).



# 董事會報告

## Report of the Directors

本公司董事會(「董事會」)欣然提呈龍湖地產有限公司(「本公司」)及其附屬公司(統稱「本集團」)截至二零一六年十二月三十一日止年度之年報及經審核綜合財務報表。

### 主要業務

本公司為投資控股公司，其附屬公司主要在中國從事物業發展、物業投資及物業管理業務。

本集團於本年度主要業務所得收益及經營業績分析載於本集團綜合財務報表附註5。

### 業績

本集團截至二零一六年十二月三十一日止年度業績載於第115頁的本集團綜合損益及其他全面收益表。

### 業務回顧

有關本集團年內業務的審視與對未來業務發展的論述均載於本年報「主席報告」及「管理層討論及分析」內。而有關本集團可能面對的潛在風險及不明朗因素的描述，亦載於本年報「主席報告」及「管理層討論及分析」內。本集團的金融風險管理目標及政策載於綜合財務報表附註47(b)。於二零一六年十二月三十一日止財務年度終結後發生並對本集團有影響的重大事件載於綜合財務報表附註50。此外，有關集團重大的環境政策及遵守有關法律和法規的討論，已在董事會報告中「環境政策」和「遵守法律及法規」披露。

The Board of directors (the “Board”) hereby present the annual report together with the audited consolidated financial statements of Longfor Properties Co. Ltd. (the “Company”) and its subsidiaries (collectively, the “Group”) for the year ended December 31, 2016.

### PRINCIPAL ACTIVITIES

The Company is an investment holding company. Its subsidiaries are principally engaged in the property development, property investment and property management businesses in China.

An analysis of the Group’s revenue and operating results for the year by principal activities is set out in note 5 to the consolidated financial statements of the Group.

### RESULTS

The results of the Group for the year ended December 31, 2016 are set out in the consolidated statement of profit or loss and other comprehensive income of the Group on page 115.

### BUSINESS REVIEW

A review of the business of the Group during the year and a discussion on the Group’s future business development are set out in the “Chairman’s Statement” and “Management Discussion and Analysis” sections of this annual report. Description of possible risks and uncertainties that the Group may be facing can be found in the “Chairman’s Statement” and “Management Discussion and Analysis” of this annual report. The financial risk management objectives and policies of the Group are set out in note 47(b) to the consolidated financial statements. Particulars of important events affecting the Group that have occurred since the end of the financial year ended 31 December 2016 are set out in note 50 to the consolidated financial statements. In addition, discussions on the Group’s environment policies and compliance with relevant laws and regulations which have a significant impact on the Group can be found in the section headed “Environmental Policies” and “Compliance with Laws and Regulations” of this Report of the Directors.

# 董事會報告

## Report of the Directors

### 股息

董事會建議向二零一七年六月十四日(星期三)名列本公司股東名冊的股東派付截至二零一六年十二月三十一日止年度末期股息每股人民幣0.466元。建議末期股息將於本公司即將舉行的股東週年大會(「股東週年大會」)獲本公司股東批准後約於二零一七年七月七日(星期五)派付。建議末期股息將以人民幣宣派並以港元支付。應付末期股息將按中國人民銀行於二零一七年五月三十一日(星期三)至二零一七年六月五日(星期一)期間所公佈人民幣兌港元的中間匯率平均價由人民幣轉換為港元。

### 暫停辦理股份過戶登記

本公司將由二零一七年五月二十九日(星期一)起至二零一七年六月五日(星期一)止(首尾兩天包括在內)暫停辦理股份過戶登記。於該期間,不會辦理本公司股份之過戶手續。為確定可出席將於二零一七年六月五日(星期一)舉行之股東週年大會並於會上投票的股東,所有過戶文件連同有關股票須不遲於二零一七年五月二十六日(星期五)下午四時三十分送抵本公司的香港股份登記分處香港中央證券登記有限公司,地址為香港灣仔皇后大道東183號合和中心17樓1712-1716室。

本公司將由二零一七年六月十二日(星期一)起至二零一七年六月十四日(星期三)止(首尾兩天包括在內)暫停辦理股份過戶登記。於該期間,不會辦理本公司股份之過戶手續。為合資格收取末期股息,所有過戶文件連同有關股票須不遲於二零一七年六月九日(星期五)下午四時三十分送抵本公司的香港股份登記分處香港中央證券登記有限公司,地址為香港灣仔皇后大道東183號合和中心17樓1712-1716室。

### 物業、廠房及設備

年內物業、廠房及設備變動詳情載於本集團綜合財務報表附註13。

### DIVIDEND

The Board proposed the payment of a final dividend of RMB0.466 per share for the year ended December 31, 2016 to shareholders whose names appear on the register of members of the Company on Wednesday, June 14, 2017. The proposed final dividend will be paid on Friday, July 7, 2017 after approval by shareholders of the Company at the forthcoming annual general meeting of the Company (the "AGM"). The proposed final dividend shall be declared in RMB and paid in Hong Kong dollars. The final dividend payable in Hong Kong dollars will be converted from RMB at the average middle rate of RMB to Hong Kong dollars as announced by the People's Bank of China for the period from Wednesday, May 31, 2017 to Monday, June 5, 2017.

### CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Monday, May 29, 2017 to Monday, June 5, 2017, both days inclusive, during which period no transfer of shares of the Company will be effected. In order to determine the identity of members who are entitled to attend and vote at the annual general meeting to be held on Monday, June 5, 2017, all share transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not later than 4:30 p.m. on Friday, May 26, 2017.

The register of members of the Company will be closed from Monday, June 12, 2017 to Wednesday, June 14, 2017 (both days inclusive) during which period no transfer of shares will be effected. To qualify for the proposed final dividend, all transfers documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not later than 4:30 p.m. on Friday, June 9, 2017.

### PROPERTY, PLANT AND EQUIPMENT

Details of the movements in property, plant and equipment during the year are set out in note 13 to the consolidated financial statements of the Group.

### 借貸

借貸詳情載於本集團綜合財務報表附註26。

### 儲備

年內本集團儲備變動詳情載於綜合權益變動表。

二零一六年十二月三十一日，本公司可供分派儲備約為人民幣1,266,724,000元。

### 捐贈

本集團於年內捐贈約人民幣19,245,000元(二零一五年：約人民幣44,580,000元)。

### 五年財務概要

本集團五年財務概要載於本年報第296頁。

### 主要客戶及供應商

截至二零一六年十二月三十一日止年度，來自本集團最大客戶之收益佔本年度收益總額約1.07%，而來自本集團五大客戶之收益佔本集團年度收益不足1.89%。

截至二零一六年十二月三十一日止年度，來自本集團最大供應商之採購額佔本年度總採購額約2.4%，而向本集團五大供應商之採購額佔本集團年度採購額不足8.1%。

就董事會所知，各董事、彼等之聯繫人，及就董事所知擁有本公司已發行股本超過5%之任何股東概無於該等主要客戶及供應商中擁有任何權益。

本集團一貫地嚴格挑選具有聲譽和可靠的供應商及承建商，以符合公司本身對品質、安全、環境及產品的標準。於截至二零一六年十二月三十一日止年度及截至本年報日期，本集團與其供應商及承建商維持良好關係。

### BORROWINGS

Details of the borrowings are set out in note 26 to the consolidated financial statements of the Group.

### RESERVES

Details of the movements in reserves of the Group during the year is set out in the consolidated statement of changes in equity.

As at December 31, 2016, the distributable reserve of the Company amounted to approximately RMB1,266,724,000.

### DONATIONS

The donations made by the Group during the year amounted to approximately RMB19,245,000 (2015: approximately RMB44,580,000).

### FIVE YEARS FINANCIAL SUMMARY

A five years financial summary of the Group is set out on page 296 of this annual report.

### MAJOR CUSTOMERS AND SUPPLIERS

For the year ended December 31, 2016, revenue attributable to the largest customer of the Group amounted to approximately 1.07% of the total revenue in the year and the five largest customers of the Group accounted for less than 1.89% of the Group's revenue in the year.

For the year ended December 31, 2016, purchases attributable to the largest supplier of the Group amounted to approximately 2.4% of the total purchases in the year and the five largest suppliers of the Group accounted for less than 8.1% of the Group's purchases in the year.

So far as the Board of the Company is aware, neither the Directors, their associates nor any shareholder of the Company (which to the knowledge of the Directors owns more than 5% of the Company's share capital) had any interest in these major customers and suppliers.

The Group keeps a high standard in selecting reputable and reliable suppliers and contractors, in order to meet our own quality, safety, environmental and product criteria. During the year ended December 31, 2016 and up to the date of this report, the Group maintained good relationship with its suppliers and contractors.

# 董事會報告

## Report of the Directors

### 與僱員關係

人力資源為本集團最大資產之一，本集團高度重視僱員個人發展。本集團致力為僱員提供清晰的事業發展路徑及晉升與進修機會以激勵僱員。此外，本集團亦已採納購股權計劃及股份獎勵計劃，以表揚及獎勵員工對本集團發展作出貢獻。

### 股本

本公司股本變動詳情載於本集團綜合財務報表附註29。

### 董事及董事服務合約

年內及截至本年報日期本公司董事為：

#### 執行董事

吳亞軍女士(主席)

邵明曉先生(首席執行官)

顏建國先生(附註1)

趙軼先生

李朝江先生(附註2)

#### 獨立非執行董事

卓百德先生

陳志安先生

項兵先生

曾鳴先生

根據公司組織章程細則，邵明曉先生、李朝江先生、項兵先生及曾鳴先生將退任且合資格並願意於應屆股東週年大會膺選連任。

本公司各董事與本公司訂有服務合約，為期三年。擬於應屆股東週年大會重選的本公司董事概無與本公司或其任何附屬公司訂有本公司或其任何附屬公司不可於一年內不付補償(法定補償除外)而終止之服務合約。

### RELATIONSHIP WITH EMPLOYEE

Human resources are one of the greatest assets of the Group and the Group regards the personal development of its employees as highly importance. The Group strives to motivate its employees with a clear career path and opportunities for advancement and improvement of their skills. In addition, the Group has also adopted share option schemes and share award scheme to recognize and reward the contribution of the employees to the growth and development of the Group.

### SHARE CAPITAL

Details of the movements in the share capital of the Company are set out in note 29 to the consolidated financial statements of the Group.

### DIRECTORS AND DIRECTORS SERVICE CONTRACTS

The directors of the Company during the year and up to the date of this annual report are:

#### Executive Directors

Madam Wu Yajun (*Chairperson*)

Mr. Shao Mingxiao (*Chief Executive Officer*)

Mr. Yan Jianguo (*Note 1*)

Mr. Zhao Yi

Mr. Li Chaojiang (*Note 2*)

#### Independent Non-executive Directors

Mr. Frederick Peter Churchouse

Mr. Chan Chi On, Derek

Mr. Xiang Bing

Mr. Zeng Ming

In accordance with the Articles of Association of the Company, Mr. Shao Mingxiao, Mr. Li Chaojiang, Mr. Xiang Bing and Mr. Zeng Ming shall retire from office and, being eligible, offer themselves for re-election at the forthcoming annual general meeting.

Each of the directors of the Company has entered into a service contract with the Company for a period of three years. None of the directors of the Company proposed for re-election at the forthcoming annual general meeting has a service contract with the Company or any of its subsidiaries which is not determinable within one year without payment of compensation other than statutory compensation.

# 董事會報告

## Report of the Directors

附註1： 顏建國先生於二零一六年十二月五日辭任為本公司執行董事。

附註2： 李朝江先生於二零一六年十一月二十三日獲委任為本公司執行董事。

Note 1: Mr. Yan Jianguo resigned as an executive director of the Company on December 5, 2016.

Note 2: Mr. Li Chaojiang was appointed as an executive director of the Company on November 23, 2016.

### 獲准許之彌償條文

本公司組織章程規定，本公司的董事基於本身職位，因所作出、發生或不進行的行為而招致或蒙受的所有訴訟、費用、收費、損失、損害及開支，均可自本公司的資產及利潤獲得彌償，確保免就此受損。惟本彌償保證不適用於任何與上述任何人士欺詐或不忠誠有關的事宜。

此外，本公司已就對本公司董事及高級管理人員作出的相關法律行動投保適當的董事責任保險。

### PERMITTED INDEMNITY PROVISION

The Articles of Association of the Company provides that the directors shall be indemnified out of the assets and profits of the Company against all actions, costs, charges, losses, damages and expenses which may incur or sustain by them or by reason of any act done, concurred in or omitted in or about the execution of their duty or supposed duty provided that this indemnity shall not extend to any matter in respect of any fraud or dishonesty which may attach to any of said persons.

In addition, liability insurance for directors and senior management of the Company is maintained by the Company with appropriate coverage for certain legal actions against the Directors.

### 董事及五名最高薪人士酬金

截至二零一六年十二月三十一日止年度，本集團董事及五名最高薪人士之酬金詳情已載於本集團綜合財務報表附註43。

### DIRECTORS' EMOLUMENTS AND FIVE HIGHEST PAID INDIVIDUALS

Details of the remuneration of the directors and those of the five highest paid individuals of the Group for the year ended December 31, 2016 are set out in note 43 to the consolidated financial statements of the Group.

### 董事於重大交易、安排或合約之權益

除關連交易披露外，本公司董事或其有關連實體並無在本公司、其母公司、其附屬公司或同系附屬公司所訂立，且於年結日或本年度內任何時間存在之重大交易、安排或合約上，直接或間接擁有重大權益。

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

Save as disclosed in Connected Transactions, no transactions, arrangements or contracts of significance to which the Company, its parent company, its subsidiaries or fellow subsidiaries were a party and in which a director of the Company or his connected entities had a material interest, either directly or indirectly, subsisted at the end of the year or at any time during the year.

### 董事於競爭業務中的權益

於二零一六年十二月三十一日，除「控股股東及董事遵守不競爭承諾」一節所披露外，概無本公司董事擁有與本集團業務直接或間接競爭或可能競爭的業務權益。

### DIRECTORS' INTERESTS IN COMPETING BUSINESS

As at December 31, 2016, save as disclosed under the section headed "Compliance with Non-competition Undertakings by the Controlling Shareholders and the Directors", none of the directors of the Company are considered to be in businesses which compete or are likely to compete, either directly or indirectly, with the businesses of the Group.

# 董事會報告

## Report of the Directors

### 管理合約

於截至二零一六年十二月三十一日止年度內概無訂立或存在有關本公司業務整體或任何重要部分的管理或行政的合約。

### 購買股份或債券的安排

除「購股權計劃」一節所披露者外，年內概無向本公司董事或彼等各自配偶或未滿18歲子女授出可透過購買本公司股份或債券而獲益的權利，彼等亦無行使相關權利。本公司、其母公司、任何附屬公司或同系附屬公司亦概無訂立任何安排致使董事可獲得任何其他法人團體的有關權利。

### 控股股東及董事遵守不競爭承諾

本公司於二零零九年十一月一日與控股股東美賢國際有限公司（「美賢」）、佳辰發展國際有限公司（「佳辰」）、Silver Sea Assets Limited（「Silver Sea」）、Silverland Assets Limited（「Silverland」）、吳亞軍女士（「吳女士」）、蔡奎先生（「蔡先生」）訂立不競爭契據，吳女士、美賢及Silver Sea共同及個別承諾而蔡先生、佳辰及Silverland亦共同及個別承諾不與本集團競爭。吳女士、蔡先生、美賢、佳辰、Silver Sea及Silverland已向本公司承諾，倘彼等或彼等各自的聯屬人物色到的或由任何第三方建議或提供的任何中華人民共和國的物業業務、投資或管理有關的任何投資或商業機會，其將促使根據不競爭契據條款將該等投資或商業機會優先提供予本公司。

### MANAGEMENT CONTRACTS

No contracts concerning the management and administration of the whole or any substantial part of the business of the Company were entered into or subsisted for the year ended December 31, 2016.

### ARRANGEMENTS TO PURCHASE SHARES OR DEBENTURES

Save as disclosed under the section headed “Share Option Scheme”, at no time during the year were there any rights to acquire benefits by means of the acquisition of shares or debentures of the Company granted to any Director or their respective spouse or children under 18 years of age, nor were there any such rights exercised by them. Also, there was no arrangement to which the Company, its parent company, or any of its subsidiaries or fellow subsidiaries is a party that would enable the Directors to acquire such rights in any other body corporate.

### COMPLIANCE WITH NON-COMPETITION UNDERTAKINGS BY THE CONTROLLING SHAREHOLDERS AND THE DIRECTORS

The Company has entered into the non-competition deed dated November 1, 2009 with the controlling shareholders of the Company, namely Charm Talent International Limited (“Charm Talent”), Junson Development International Limited (“Junson Development”), Silver Sea Assets Limited (“Silver Sea”), Silverland Assets Limited (“Silverland”), Madam Wu Yajun (“Madam Wu”) and Mr. Cai Kui (“Mr. Cai”) pursuant to which Madam Wu, Charm Talent and Silver Sea have jointly and severally undertaken, and Mr. Cai, Junson Development and Silverland have jointly and severally undertaken, not to compete with the Group. Each of Madam Wu, Mr. Cai, Charm Talent, Junson Development, Silver Sea and Silverland has also undertaken with the Company to procure that any investment or commercial opportunity relating to any property business or investment or management in the People’s Republic of China that they or any of their respective affiliates identify or propose or that is offered or presented to them by a third party, be first referred to the Company in accordance with the terms of the non-competition deed.

# 董事會報告

## Report of the Directors

於二零一三年一月二十九日，蔡先生通知本公司彼有意參與成都一項計劃用地的發展及投資，以作私人投資用途（「新機會A」）。根據不競爭合約的條款，蔡先生已提供新機會A的所需資料，包括但不限於，計劃用地的詳情及性質、其地理位置及建議投資金額予本公司獨立董事委員會，當中包括所有獨立非執行董事（「獨立董事委員會」）。獨立董事委員會已於二零一三年二月五日舉行會議。經計入考慮（當中包括）本公司現行的投資策略、項目性質、計劃用地的發展及建築限制、新機會A的增長及利潤潛力，獨立非執行董事一致認為放棄新機會A乃符合本公司及股東的利益。

於二零一六年六月七日，吳女士通知本公司彼有意參與重慶一項醫療用地的發展及投資，以作私人投資用途（「新機會B」）。根據不競爭合約的條款，吳女士已提供新機會B的所需資料，包括但不限於，計劃用地的詳情及性質、其地理位置及建議投資金額予本公司獨立董事委員會。獨立董事委員會已於二零一六年六月七日舉行會議，經計入考慮（當中包括）本公司現行的投資策略、在醫療領域的專業知識及經驗，與醫療機構的合作、新機會B的增長及利潤潛力，獨立非執行董事一致認為放棄新機會B乃符合本公司及股東的利益。

於二零一七年三月，本公司收到各控股股東及董事有關截至二零一六年十二月三十一日遵守不競爭承諾的年度聲明。獨立非執行董事審閱了上述聲明，認為本公司各控股股東及董事於截至二零一六年十二月三十一日止年度期間一直遵守不競爭承諾。

On January 29, 2013, Mr. Cai notified the Company that he intended to participate in the development and investment of a project site in Chengdu for his personal investment purposes (the “New Opportunity A”). In accordance with the terms of the Non-competition Deed, Mr. Cai has provided necessary information on the New Opportunity A, including without limitation, details and nature of the project site, its geographical location and amount of proposed investment to the independent board committee of the Company consisting of all the independent non-executive Directors (the “Independent Board Committee”). A meeting of the Independent Board Committee was held on February 5, 2013. Having taken into account, among other things, the Company’s current investment strategy, the nature of the project, the development and architectural constraints of the project site, growth and earning potentials of the New Opportunity A, the independent non-executive Directors have unanimously resolved that it is in the interest of the Company and the Shareholders to decline the New Opportunity A.

On June 7, 2016, Madam Wu notified the Company that she intended to participate in the development and investment of a medical project site in Chongqing for her personal investment purposes (the “New Opportunity B”). In accordance with the terms of the Non-competition Deed, Madam Wu has provided necessary information on the New Opportunity B, including without limitation, details and nature of the project site, its geographical location and amount of proposed investment to the Independent Board Committee. A meeting of the Independent Board Committee was held on June 7, 2016. Having taken into account, among other things, the Company’s current investment strategy, the relevant expertise and experience in medical and healthcare area, the cooperation with a medical/healthcare institution, growth and earning potentials of the New Opportunity B, the independent non-executive Directors have unanimously resolved that it is in the interest of the Company and the Shareholders to decline the New Opportunity B.

In March 2017, the Company has received an annual declaration from each of the controlling shareholders of the Company and the Directors in respect of their respective compliance with the non-competition undertakings as at December 31, 2016. The independent non-executive directors have reviewed the said declaration and are of the view that each of the controlling shareholders of the Company and the Directors has complied with their respective non-competition undertakings during the year ended December 31, 2016.

# 董事會報告

## Report of the Directors

### 控股股東之特定履行責任

於二零一三年七月十日，本公司作為借款人與銀團訂立融資協議（「融資協議」），根據融資協議的條款及條件，本公司可獲得本金額最高達6,385,000,000港元及165,000,000美元的四年期貸款融資（「融資」）。

於二零一五年四月二十九日，本公司作為借款人與銀團訂立融資協議（「融資協議」），根據融資協議的條款及條件，本公司可獲得本金額最高達3,180,000,000港元，155,000,000美元及200,000,000人民幣的五年期貸款融資（「融資」）。

於二零一六年十二月二十二日，本公司作為借款人與銀團訂立融資協議（「融資協議」），根據融資協議的條款及條件，本公司可獲得本金額最高達3,000,000,000人民幣的三年期貸款融資（「融資」）。

根據融資協議規定（其中包括），倘本公司以下的股東，吳氏家族信託、蔡氏家族信託、美賢及佳辰終止直接或間接共同持有本公司全部實益股權不少於51%，則屬違約。倘出現有關融資協議的違約情況，則放款銀行或放款銀行代理會於收到三分之二的放款銀行的指示後，終止融資及／或宣佈根據融資借出的全部或部分貸款，連同應計利息以及全部其他應計款項或融資協議所涉未償還款項即時到期及應付。

除上文所披露者外，本公司並無其他事項須按上市規則第13.18條之規定而披露。

### 關連交易

#### 低額關連交易

截至二零一六年十二月三十一日止年度，若干董事及彼等之親屬與若干董事及／或彼等之親屬所控制之公司與本集團訂立的交易載於本集團綜合財務報表附註44(b)及(c)「關連方交易」。該等交易屬於本公司的低額關連交易（已獲豁免遵守上市規則第十四A章的申報、公佈及獨立股東批准規定）。

### SPECIFIC PERFORMANCE OBLIGATIONS ON CONTROLLING SHAREHOLDER

On July 10, 2013, the Company as borrower entered into a facility agreement (the “Facility Agreement”) with a syndicate of banks pursuant to which a 4-year term loan facility in the principal amount of up to HK\$6,385,000,000 and USD165,000,000 (the “Facility”) was made available to the Company on the terms and conditions stated therein.

On April 29, 2015, the Company as borrower entered into a facility agreement (the “Facility Agreement”) with a syndicate of banks pursuant to which a 5-year term loan facility in the principal amount of up to HK\$3,180,000,000, USD155,000,000 and RMB200,000,000 (the “Facility”) was made available to the Company on the terms and conditions stated therein.

On December 22, 2016, the Company as borrower entered into a facility agreement (the “Facility Agreement”) with a syndicate of banks pursuant to which a 3-year term loan facility in the principal amount of up to RMB3,000,000,000 (the “Facility”) was made available to the Company on the terms and conditions stated therein.

It is provided in the Facility Agreements, among other things, that an event of default will occur if the following shareholders of the Company, the Wu Family Trust, the Cai Family Trust, Charm Talent and Junson Development cease to collectively maintain (directly or indirectly) not less than 51% of the entire beneficial shareholding interest in the Company. If an event of default under the Facility Agreements occurs, the lending bank or the agent acting for the lending banks may, and shall if so directed by two-thirds of the lending banks, terminate the Facility and/or declare that all or part of the loans made under the Facility together with accrued interest and all other amounts accrued or outstanding under the Facility Agreements be immediately due and payable.

Other than as disclosed above, there are no other events which are required to be disclosed by the Company under Rule 13.18 of the Listing Rules.

### CONNECTED TRANSACTIONS

#### De minimis Connected Transactions

During the year ended December 31, 2016, certain directors and their close family members, and companies controlled by certain Directors and/or their close family members entered into transactions with the Group which are disclosed in note 44 (b) and (c) “Related party transactions” to the consolidated financial statements of the Group. Such transactions constituted de minimis connected transactions of the Company which were exempt from the reporting, announcement and independent shareholders’ approval requirements under the Chapter 14A of the Listing Rules.



除上述者外，本集團於截至二零一六年十二月三十一日止年度進行的其他關連方交易概非上市規則第十四A章所界定的「關連交易」或「持續關連交易」(視情況而定)。

### 購股權計劃

本公司於二零零九年十一月一日採納員工購股權計劃。

於二零零九年十二月二十三日、二零一一年一月十七日、二零一一年九月二十八日及二零一四年十一月四日，本公司根據員工購股權計劃，向若干董事及僱員分別授出可認購合共10,600,000股、46,000,000股、150,000,000股及110,000,000股股份的購股權，詳情如下：

#### (1) 董事

| 姓名<br>Name   | 身份<br>Capacity            | 授出日期<br>Date of grant             | 行使價格(港元)<br>Exercise price (HK\$)<br>(附註1)<br>(Note 1) | 二零一六年   | 於本年內重新分類  | 於本年內行使   | 二零一六年  |
|--|---------------------------|-----------------------------------|--|---|---|--|--|
|  |                           |                                   |  | 一月一日尚未行使<br>Outstanding at<br>January 1, 2016 | 的購股權數目<br>Number of share<br>options reclassified<br>during the year<br>(附註2)<br>(Note 2) | 的購股權數目<br>Number of share<br>options exercised<br>during the year<br>(附註3)<br>(Note 3) | 十二月三十一日<br>尚未行使<br>Outstanding at<br>December 31, 2016 |
| 邵明曉<br>Shao Mingxiao   | 實益擁有人<br>Beneficial Owner | 二零一一年一月十七日<br>January 17, 2011    | 12.528   | 1,600,000                                     | —   | —  | 1,600,000  |
|  |                           | 二零一一年九月二十八日<br>September 28, 2011 | 8.28   | 30,000,000                                    | —   | —  | 30,000,000   |
|  |                           | 二零一四年十一月四日<br>November 4, 2014    | 9.37   | 8,000,000                                     | —   | —  | 8,000,000  |
| 顏建國(於二零一六年十二月五日辭任)<br>Yan Jianguo (resigned on December 5, 2016)       | 實益擁有人<br>Beneficial Owner | 二零一四年十一月四日<br>November 4, 2014    | 9.37   | 4,500,000                                     | (4,500,000)   | —  | —  |
| 趙軼<br>Zhao Yi  | 實益擁有人<br>Beneficial Owner | 二零一一年一月十七日<br>January 17, 2011    | 12.528   | 700,000                                       | —   | —  | 700,000  |
|  |                           | 二零一一年九月二十八日<br>September 28, 2011 | 8.28   | 1,800,000                                     | —   | —  | 1,800,000  |
|  |                           | 二零一四年十一月四日<br>November 4, 2014    | 9.37   | 3,000,000                                     | —   | —  | 3,000,000  |
| 李朝江(於二零一六年十一月二十三日獲委任)<br>Li Chaojiang (appointed on November 23, 2016) | 實益擁有人<br>Beneficial Owner | 二零一四年十一月四日<br>November 4, 2014    | 9.37   | —   | 3,000,000   | —  | 3,000,000  |

Save as above, the other related party transactions which were carried out by the Group during the year ended December 31, 2016, did not fall under the definition of “connected transaction” or “continuing connected transaction” (as the case may be) in Chapter 14A of the Listing Rules.

### SHARE OPTION SCHEME

The Company's share option scheme was adopted on November 1, 2009.

On December 23, 2009, January 17, 2011, September 28, 2011 and November 4, 2014, the Company granted options to subscribe for a total of 10,600,000 shares, 46,000,000 shares, 150,000,000 shares and 110,000,000 shares under the Option Scheme to certain directors and employees of the Company, with the following details:

#### (1) Directors

# 董事會報告

## Report of the Directors

| 姓名<br>Name                       | 身份<br>Capacity            | 授出日期<br>Date of grant             | 行使價格(港元)<br>Exercise price (HK\$)<br>(附註1)<br>(Note 1) | 二零一六年<br>一月一日尚未行使<br>Outstanding at<br>January 1, 2016 | 於本年內重新分類<br>的購股權數目<br>Number of share<br>options reclassified<br>during the year<br>(附註2)<br>(Note 2) | 於本年內行使<br>的購股權數目<br>Number of share<br>options exercised<br>during the year<br>(附註3)<br>(Note 3) | 二零一六年<br>十二月三十一日<br>尚未行使<br>Outstanding at<br>December 31, 2016 |
|----------------------------------|---------------------------|-----------------------------------|--|--|---|--|---|
| 卓百德<br>Frederick Peter Churhouse | 實益擁有人<br>Beneficial Owner | 二零零九年十二月二十三日<br>December 23, 2009 | 8.44   | 150,000  | —   | —  | 150,000   |
|                                  |                           | 二零一一年九月二十八日<br>September 28, 2011 | 8.28   | 400,000  | —   | —  | 400,000   |
| 陳志安<br>Chan Chi On, Derek        | 實益擁有人<br>Beneficial Owner | 二零零九年十二月二十三日<br>December 23, 2009 | 8.44   | 200,000  | —   | —  | 200,000   |
|                                  |                           | 二零一一年九月二十八日<br>September 28, 2011 | 8.28   | 400,000  | —   | —  | 400,000   |
| 項兵<br>Xiang Bing                 | 實益擁有人<br>Beneficial Owner | 二零零九年十二月二十三日<br>December 23, 2009 | 8.44   | 50,000   | —   | —  | 50,000  |
|                                  |                           | 二零一一年九月二十八日<br>September 28, 2011 | 8.28   | 400,000  | —   | —  | 400,000   |
| 曾鳴<br>Zeng Ming                  | 實益擁有人<br>Beneficial Owner | 二零一一年九月二十八日<br>September 28, 2011 | 8.28   | 240,000  | —   | —  | 240,000   |

### (2) 僱員

### (2) Employees

| 授出日期<br>Date of grant             | 身份<br>Capacity            | 行使價格(港元)<br>Exercise price (HK\$)<br>(附註1)<br>(Note 1) | 二零一六年<br>一月一日<br>尚未行使<br>Outstanding at<br>January 1, 2016 | 於本年內重新分類<br>的購股權數目<br>Number of share<br>options reclassified<br>during the year<br>(附註2)<br>(Note 2) | 於本年內行使的<br>購股權數目<br>Number of share<br>options exercised<br>during the year<br>(附註3)<br>(Note 3) | 於本年內註銷的<br>購股權數目<br>Number of share<br>options cancelled<br>during the year | 二零一六年<br>十二月三十一日<br>尚未行使<br>Outstanding at<br>December 31, 2016 |
|-----------------------------------|---------------------------|--|--|---|--|---|---|
| 二零一一年一月十七日<br>January 17, 2011    | 實益擁有人<br>Beneficial Owner | 12.528   | 23,640,000   | —   | (160,000)  | (2,625,000)   | 20,855,000  |
| 二零一一年九月二十八日<br>September 28, 2011 | 實益擁有人<br>Beneficial Owner | 8.28   | 68,136,500   | —   | (6,057,500)  | (1,322,000)   | 60,757,000  |
| 二零一四年十一月四日<br>November 4, 2014    | 實益擁有人<br>Beneficial Owner | 9.37   | 94,455,000   | 1,500,000   | (990,000)  | (5,560,000)   | 89,405,000  |

# 董事會報告

## Report of the Directors

### 附註：

- 1 關於二零零九年十二月二十三日授出之購股權，授出購股權前一日股份於香港聯交所之收市價為8.26港元。購股權可由二零一零年、二零一一年、二零一二年、二零一三年十二月二十三日至二零一九年十二月二十二日分四期行使，每期可行使25%。

關於二零一一年一月十七日授出之購股權，授出購股權前一日股份於香港聯交所之收市價為12.88港元。購股權可由二零一二年、二零一三年、二零一四年、二零一五年一月十七日至二零二一年一月十六日分四期行使，每期可行使25%。

關於二零一一年九月二十八日授出之購股權，授出購股權前一日股份於香港聯交所之收市價為8.17港元。其中授予邵明曉先生的10,000,000股購股權，行使期限為二零一七年九月二十八日至二零二一年九月二十七日。其他購股權可由二零一三年、二零一四年、二零一五年、二零一六年九月二十八日至二零二一年九月二十七日分四期行使，行使比例分別為10%，30%，30%及30%。

關於二零一四年十一月四日授出之購股權，授出購股權前一日股份於香港聯交所之收市價為9.37港元。購股權可由二零一五年、二零一六年、二零一七年、二零一八年、二零一九年十一月四日至二零二四年十一月三日分五期行使，行使比例分別為10%，15%，20%，25%及30%。

- 2 由於董事委任或辭任重新劃分到僱員部分。
- 3 緊接行使購股權前的每股加權平均收市價為11.67港元。

### Notes:

- 1 As for the share option granted on December 23, 2009, the closing price of the shares on the SEHK immediately before the date on which the options were granted was HK\$8.26. The options are exercisable in 4 tranches of 25% each, from 23 December 2010, 2011, 2012, 2013 to 22 December 2019.

As for the share option granted on January 17, 2011, the closing price of the shares on the SEHK immediately before the date on which the options were granted was HK\$12.88. The options are exercisable in 4 tranches of 25% each, from 17 January 2012, 2013, 2014, 2015 to 16 January 2021.

As for the share option granted on September 28, 2011, the closing price of the shares on the SEHK immediately before the date on which the options were granted was HK\$8.17. The exercisable period for 10,000,000 share options granted to Mr. Shao Mingxiao is from September 28, 2017 to September 27, 2021. The remaining options are exercisable in 4 tranches from 28 September 2013, 2014, 2015, 2016 to 27 September 2021, the exercisable percentage is 10%, 30%, 30% and 30% respectively.

As for the share option granted on November 4, 2014, the closing price of the shares on the SEHK immediately before the date on which the options were granted was HK\$9.37. The options are exercisable in 5 tranches from 4 November 2015, 2016, 2017, 2018, 2019 to 3 November 2024, the exercisable percentage is 10%, 15%, 20%, 25% and 30% respectively.

- 2 The share options reclassified to/from employees due to the appointment/resignation of directors.
- 3 The weighted average closing price per share immediately before the dates on which the option were exercised was HK\$11.67.

# 董事會報告

## Report of the Directors

以下為員工購股權計劃(「計劃」)的主要條款概要：

(i) 計劃的目的

計劃旨在向根據計劃獲授購股權認購股份的參與者(定義見下文(ii)段)提供機會獲得本公司所有權權益，並鼓勵參與者為本公司及其股東的整體利益，努力提升本公司及其股份的價值。

(ii) 參與者

根據計劃，董事會可酌情邀請本集團任何成員公司的任何董事(包括執行董事、非執行董事和獨立非執行董事)及僱員以及董事會全權認為已對或將對本集團作出貢獻的本集團任何成員公司的任何顧問、專業顧問、分銷商、承包商、合約製造商、供應商、代理人、客戶、業務夥伴、合營企業業務夥伴及服務供應商(「參與者」)參與計劃。

(iii) 根據計劃可供發行的股份總數

根據計劃或本公司採用的任何其他購股權計劃授出的全部購股權而可予發行股份數目的初步上限，不得超過在計劃批准日已發行的有關類別股份的10%。在計算10%限額時，不計入已失效的購股權。

總數419,357,000股股份(相當於本公司於本報告日期的已發行股本7.18%)可根據員工購股權計劃予以發行。

(iv) 各參與者可獲得之最高配額

於截至及包括授出購股權日期之任何12個月期間內，因行使根據計劃及本公司採用的任何其他購股權計劃已授予或將授予各參與者的購股權而已發行及將予發行的股份總數，不得超過已發行股份總數的1%。

A summary of the principal terms of the Option Scheme (the "Scheme") is set out as follow:

(i) Purpose of the Scheme

The purpose of the Scheme is to provide the Participants (defined in paragraph (ii) below) who have been granted Options under the Scheme to subscribe for shares with the opportunity to acquire proprietary interests in the Company and to encourage Participants to work towards enhancing the value of the Company and the shares for the benefit of the Company and its shareholders as a whole.

(ii) Who may join

Pursuant to the Scheme, the Board may, at their discretion, invite any directors (including executive directors, non-executive directors and independent non-executive directors) and employees of any member of the Group and any advisers, consultants, distributors, contractors, contract manufacturers, suppliers, agents, customers, business partners, joint venture business partners, service providers of any member of the Group who the Board considers, in its sole discretion, have contributed or will contribute to the Group (the "Participants") to participate in the Scheme.

(iii) Total number of shares available for issue under the Scheme

Initially the maximum number of shares which may be issued upon exercise of all Options to be granted under the Scheme or any other option schemes adopted by the Company shall not exceed 10% of the aggregate of the shares in issue on the date of approval of the Scheme. The lapsed share options are excluded when calculating the 10% limit.

A total number of 419,357,000 shares, representing 7.18% of the issued share capital of the Company as at the date of this report, are available for issue under the Option Scheme.

(iv) Maximum entitlement of each Participant

The maximum number of shares issued and to be issued upon exercise of the options granted and to be granted pursuant to the Scheme and any other share option schemes of the Company to each Participant in any 12-month period up to and including the date of grant of the Options shall not exceed 1% of the total number of shares in issue.

(v) 購股權行使期

購股權行使期由本公司於授出時間指定，須不遲於有關授出日期起10年屆滿。

(vi) 接納購股權要約之付款

參與者於接納所發售購股權時應向本公司支付1.00港元作為授出代價。

(vii) 釐定認購價之基準

根據計劃，每股認購價由董事會釐定並知會參與者，不得低於以下三者的最高者：(i) 於授出日期香港聯交所發出的每日報價表所列的股份收市價；(ii) 於緊接授出日期前五個香港聯交所營業日香港聯交所發出的每日報價表所列的股份平均收市價；以及(iii) 股份於授出日期的面值。

(viii) 計劃剩餘年期

計劃有效期直至二零一九年十月三十一日，此後，不再根據計劃授出任何購股權，但所有購股權於該日仍可行使，計劃條文仍然全面有效。

(v) Time of exercise of the Options

The period within which the Options must be exercised will be specified by the Company at the time of grant. This period must expire no later than 10 years from the relevant date of grant.

(vi) Payment on acceptance of Option offer

HK\$1.00 is payable by the Participant to the Company on acceptance of the Option offered as consideration for the grant.

(vii) Basis of determining the subscription price

The subscription price per share under the Scheme is a price determined by the Board and notified to each Participant and shall be no less than the highest of (i) the closing price of the shares as stated in the daily quotations sheets issued by the SEHK on the date of grant; (ii) the average closing price of the shares as stated in the daily quotations sheets issued by the SEHK for the five SEHK business days immediately preceding the date of grant; and (iii) the nominal value of a share on the date of grant.

(viii) Remaining life of the Scheme

The Scheme will remain valid until October 31, 2019 after which no further Options will be granted under the Scheme but in respect of all Options which remain exercisable on such date, the provisions of the Scheme shall remain in full force and effect.

## 股份獎勵計劃

本公司共採用兩種股份獎勵計劃，分別是首次公開發售前股份獎勵計劃及限制性股份激勵計劃。首次公開發售前股份獎勵計劃本在二零零九年十一月十九日於香港聯合交易所上市以前獲採納。限制性股份激勵計劃於二零一四年十月二十八日獲採納。

## SHARE AWARD SCHEMES

The Company has two types of share award schemes namely, Pre-IPO Share Award Scheme and Restricted Share Award Scheme. The Pre-IPO Share Award Scheme was adopted before the Company was listed on the Stock Exchange of Hong Kong Limited, on November 19, 2009. The Restricted Share Award Schemes was adopted on October 28, 2014.

# 董事會報告

## Report of the Directors

### (a) 首次公開發售前股份獎勵計劃

首次公開發售前股份獎勵計劃旨在表彰若干僱員的貢獻，特別是本公司認為對本集團的早期發展及成長作出貢獻者，並使彼等的利益與本公司股東利益一致。

該計劃下合共有94,014,000股股份（「獎勵股份」）已授予本集團若干選定僱員（「選定僱員」）。為實行首次公開發售前股份獎勵計劃，本公司成立員工信託代持獎勵股份，直至到達歸屬期。

截至二零一六年十二月三十一日止，92,783,800股股份已經歸屬選定員工，其中1,800,000股股份於截至二零一六年十二月三十一日止年度內歸屬選定員工。

### (b) 限制性股份激勵計劃

為確保本集團在行業裡保持長期競爭力，鼓勵持續高投入和持續高績效的員工，本公司董事會於二零一四年十月二十八日（「採納日期」）通過決議採納限制性股份激勵計劃（「激勵計劃」），除非經董事會決定提早終止，否則激勵計劃自採納日期起八年內有效。根據激勵計劃，本公司成立員工信託（「信託」），信託受託人可於市場上以本集團之現金購入最多佔本公司於採納日期已發行股本百分之三之現有股份，並以信託形式代相關選定員工持有，直至該等股份按激勵計劃之條文歸屬相關選定員工為止。

由採納日期起至二零一六年十二月三十一日止年度內受託人已於市場上合共購入55,608,000股股份（累計代價（包括交易費用）為港幣679,830,633元），佔本公司於採納日期已發行股本1.02%。其中54,983,000股股份於二零一六年十二月三十一日止年度內購入，代價（包括交易費用）為港幣674,040,241元。

截至二零一六年十二月三十一日止年度內，未有股份根據激勵計劃的條款授予選定員工。

### (a) Pre-IPO Share Award Scheme

The Company adopted the Pre-IPO Share Award Schemes to recognise the contribution of certain of its employees, especially those whom the Company considered had contributed to the early development and growth of the Group, and to align their interests with those of the shareholders of the Company.

A total of 94,014,000 shares (the “Awarded Shares”) were granted to selected employees of the Group (the “Selected Employees”). For the implementation of the Pre-IPO Share Award Schemes, a trust was established to hold the Awarded Shares for the Selected Employees up until vested.

As at December 31, 2016, there were accumulated 92,783,800 shares vested to the Selected Employees, 1,800,000 shares of which were vested during the year.

### (b) Restricted Share Award Scheme

As an incentive to retain and encourage the employees for the continual operation and development of the Group, the Board of the Company resolved to adopt a restricted share award scheme (the “Award Scheme”) on October 28, 2014 (the “Adoption Date”). Unless sooner terminated by the Board, the Award Scheme shall be effective from the Adoption Date and shall continue in full force and effect for a term of 8 years. According to the Award Scheme, the Company has established a trust for the employees (the “Trust”), trustee can purchased shares up to 3% of the issued share capital of the Company as at the Adoption Date from the market out of cash contributed by the Group and be held in trust for the relevant selected employees until such shares are vested with the relevant selected employees in accordance with the provisions of the Award Scheme.

From the Adoption Date to December 31, 2016, the Company had through the trustee purchased total 55,608,000 shares from the market (at an aggregate consideration of HK\$679,830,633), representing 1.02% of the issued share capital of the Company as at the Adoption Date, 54,983,000 shares of which were purchased in the year ended December 31, 2016 at an aggregate consideration of HK\$674,040,241 (including transaction costs).

During the year ended 31 December 2016, nil shares was granted to selected employees of the Group under the terms of the Award Scheme.

### 權益披露

#### 董事及主要行政人員之權益

於二零一六年十二月三十一日，各董事及本公司主要行政人員於本公司及其任何相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）擁有的根據證券及期貨條例第352條規定須於存置的登記冊內登記，或根據香港聯合交易所有限公司（「香港聯交所」）證券上市規則（「上市規則」）附錄十上市發行人董事進行證券交易的標準守則（「標準守則」）須知會本公司及香港聯交所之股份、相關股份及債權證之權益如下：

#### 所持本公司權益(好倉)

| 董事姓名<br>Name of director   | 身份/權益性質<br>Capacity/Nature<br>of interest                    | 普通股數目<br>Number of<br>ordinary shares | 於相關   | 債券   | 佔本公司權益  |
|--|--|---------------------------------------|---|--|---|
|  |  |                                       | 股份之權益<br>Interest in<br>underlying<br>shares<br>(附註2)<br>(Note 2) | 金額<br>Amount<br>of debentures<br>(附註3)<br>(Note 3) | 概約百分比<br>Approximate %<br>of interest in<br>the Company |
| 吳亞軍<br>Wu Yajun  | 全權信託創辦人(附註1)<br>Founder of a discretionary<br>trust (Note 1) | 2,574,533,701                         | —   | —  | 44.075%   |
| 邵明曉<br>Shao Mingxiao   | 實益擁有人<br>Beneficial Owner                                    | 9,545,000                             | 39,600,000  | 1,200,000 美元<br>USD1,200,000<br>(附註3)<br>(Note 3)  | 0.841%  |
| 趙軼<br>Zhao Yi  | 實益擁有人<br>Beneficial Owner                                    | —                                     | 5,500,000   | —  | 0.094%  |
| 李朝江<br>(於二零一六年<br>十一月二十三日獲委任)<br>Li Chaojiang<br>(appointed on<br>November 23, 2016) | 實益擁有人<br>Beneficial Owner                                    | 500,000                               | 3,000,000   | —  | 0.060%  |
| 卓百德<br>Frederick Peter Churchouse  | 實益擁有人<br>Beneficial Owner                                    | 50,000                                | 550,000   | —  | 0.010%  |
| 陳志安<br>Chan Chi On, Derek  | 實益擁有人<br>Beneficial Owner                                    | —                                     | 600,000   | —  | 0.010%  |

### DISCLOSURE OF INTERESTS

#### Directors' and Chief Executive's Interests

As at December 31, 2016, the interests 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")) as recorded in the register which were required to be kept under Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange of Hong Kong Limited (the "SEHK") pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") contained in Appendix 10 to the Rules Governing the Listing of Securities on the SEHK (the "Listing Rules") were as follows:

#### Interest in the Company (long position)

# 董事會報告

## Report of the Directors

| 董事姓名             | 身份／權益性質                        | 普通股數目                        | 於相關<br>股份之權益   | 債券<br>金額                | 估本公司權益<br>概約百分比                                |
|------------------|--------------------------------|------------------------------|--|-------------------------|--|
| Name of director | Capacity/Nature<br>of interest | Number of<br>ordinary shares | Interest in<br>underlying<br>shares<br>(附註2)<br>(Note 2) | Amount<br>of debentures | Approximate %<br>of interest in<br>the Company |
| 項兵<br>Xiang Bing | 實益擁有人<br>Beneficial Owner      | 50,000                       | 450,000  | —                       | 0.008%   |
| 曾鳴<br>Zeng Ming  | 實益擁有人<br>Beneficial Owner      | 160,000                      | 240,000  | —                       | 0.006%   |

附註：

- 該等2,574,533,701股股份由Charm Talent International Limited(「Charm Talent」)持有。Charm Talent全部已發行股本由Silver Sea Asset Limited(「Silver Sea」)全資擁有，而Silver Sea全部已發行股本則由HSBC International Trustee Limited(「HSBC International Trustee」)以吳氏家族信託的受託人身份全資擁有。吳氏家族信託是於二零零八年六月十一日由吳亞軍女士(「吳女士」)作為設立人及HSBC International Trustee作為受託人設立的一項全權信託。吳氏家族信託的受益對象包括吳女士若干家族成員。根據證券及期貨條例第XV部，吳女士(吳氏家族信託創辦人)視作擁有Charm Talent所持2,574,533,701股股份的權益。
- 相關董事根據員工購股權計劃獲授可認購該數目股份的購股權。
- 本公司於二零一三年發行本金總額5億美元的優先票據，票面利率為6.75%，於二零二三年到期(「票據」)。邵明曉先生作為實益擁有人，擁有票據中1,200,000美元的權益，相當於票據本金總額的0.24%。

除上文所披露者外，二零一六年十二月三十一日，概無董事及本公司主要行政人員於本公司或其任何相聯法團擁有根據證券及期貨條例第352條規定須於本公司存置的登記冊內登記，或根據標準守則須知會本公司及香港聯交所之股份、相關股份或債權證之權益及淡倉。除本公司於二零零九年十一月一日採納之員工購股權計劃外，董事及彼等之配偶與未滿18歲之子女概無獲授權認購本公司或其任何相聯法團的權益或債券，亦尚未行使任何該等權利。

Notes:

- These 2,574,533,701 shares are held by Charm Talent International Limited (“Charm Talent”). The entire issued share capital of Charm Talent is wholly-owned by Silver Sea Asset Limited (“Silver Sea”), the entire issued share capital of which is in turn wholly-owned by HSBC International Trustee Limited (“HSBC International Trustee”) as the trustee of the Wu Family Trust. The Wu Family Trust is a discretionary trust set up by Madam Wu Yajun (“Madam Wu”) as settlor and HSBC International Trustee as trustee on June 11, 2008. The beneficiary objects of the Wu Family Trust include certain family members of Madam Wu. Madam Wu as founder of the Wu Family Trust is taken to be interested in these 2,574,533,701 Shares held by Charm Talent pursuant to Part XV of the SFO.
- The relevant directors was granted options to subscribe for such number of shares under the Option Scheme.
- These are the senior notes issued by the Company in 2013 for the aggregate principal amount of US\$500 million at a rate of 6.75% due 2023 (“Notes”). Mr. Shao Mingxiao is interested in the Notes in the amount of US\$1,200,000 as beneficial owner, representing 0.24% of the aggregate principal amount of the Notes.

Save as disclosed above, as at December 31, 2016, none of the Directors or chief executive of the Company had or was deemed to have any interests or short positions in the shares of the Company, underlying shares or debentures of the Company or any of its associated corporations as recorded in the register which were required to be kept by the Company under Section 352 of the SFO or as otherwise notified to the Company and the SEHK pursuant to the Model Code. Other than the Option Scheme of the Company adopted on 1 November 2009, none of Directors or their spouse or children under the age of 18, had been granted any right to subscribe for the equity or debt securities of the Company or any of its associated corporations, or had exercised any such right.



### 主要股東權益

於二零一六年十二月三十一日，除本公司董事或主要行政人員外之人士於本公司股份及相關股份擁有根據證券及期貨條例第336條於本公司存置之登記冊登記，相當於股份(包括本公司有關股本)面值5%或以上之權益如下：

### SUBSTANTIAL SHAREHOLDERS' INTERESTS

As at December 31, 2016, the interests of persons, other than the directors or chief executive of the Company in the shares and the underlying shares of the Company representing 5% or more of the nominal value of shares comprised in the relevant share capital of the Company as recorded in the register kept by the Company under Section 336 of the SFO were as follows:

#### 於本公司的權益(好倉)

#### Interest in the Company (long position)

| 股東姓名<br>Name of shareholder                                     | 身份／權益性質<br>Capacity/Nature of interest                       | 普通股數目<br>Number of<br>ordinary shares | 佔本公司權益<br>概約百分比<br>Approximate %<br>of interest<br>in the Company |
|---|--|---------------------------------------|---|
| 蔡奎<br>Cai Kui   | 全權信託創辦人(附註1)<br>Founder of a discretionary trust (Note 1)    | 1,544,941,904                         | 26.449%   |
|   | 登記擁有人(附註2)<br>Registered owner (Note 2)                      | 3,100,000                             | 0.053%  |
| Junson Development International Limited (“Junson Development”) | 登記擁有人(附註1)<br>Registered owner (Note 1)                      | 1,544,941,904                         | 26.449%   |
| Silverland Assets Limited (“Silverland”)                        | 受控制法團之權益(附註1)<br>Interest of controlled corporation (Note 1) | 1,544,941,904                         | 26.449%   |
| HSBC International Trustee                                      | 受託人(附註1, 3及4)<br>Trustee (Notes 1, 3 and 4)                  | 4,119,565,605                         | 70.526%   |
| Charm Talent  | 登記擁有人(附註3)<br>Registered owner (Note 3)                      | 2,574,533,701                         | 44.075%   |
| Silver Sea  | 受控制法團之權益(附註3)<br>Interest of controlled corporation (Note 3) | 2,574,533,701                         | 44.075%   |
| Jumbomax Investments Limited                                    | 受控制法團之權益(附註5)<br>Interest of controlled corporation (Note 5) | 350,130,000                           | 5.994%  |
| 吳光正<br>Woo Kwong Ching, Peter                                   | 受控制法團之權益(附註5)<br>Interest of controlled corporation (Note 5) | 350,130,000                           | 5.994%  |
| 包陪容<br>Pao Pui Yung, Bessie                                     | 配偶之權益(附註5)<br>Interest of spouse (Note 5)                    | 350,130,000                           | 5.994%  |

# 董事會報告

## Report of the Directors

附註：

- 1 該等1,544,941,904股股份由Junson Development持有。Junson Development全部已發行股本由Silverland全資擁有，而Silverland全部已發行股本則由HSBC International Trustee以蔡氏家族信託的受託人身份全資擁有。蔡氏家族信託是於二零零八年六月十一日由蔡先生作為設立人及HSBC International Trustee作為受託人設立的一項全權信託。蔡氏家族信託的受益對象包括蔡先生若干家族成員。根據證券及期貨條例第XV部，蔡先生(作為蔡氏家族信託創辦人)視作擁有由Junson Development持有的1,544,941,904股股份的權益。
- 2 蔡奎先生以個人身份持有3,100,000股股份。
- 3 該等2,574,533,701股股份由Charm Talent持有。Charm Talent全部已發行股本由Silver Sea全資擁有，而Silver Sea全部已發行股本則由HSBC International Trustee以吳氏家族信託的受託人身份全資擁有。吳氏家族信託是於二零零八年六月十一日由吳女士作為設立人及HSBC International Trustee作為受託人設立的一項全權信託。吳氏家族信託的受益對象包括吳女士若干家族成員。根據證券及期貨條例第XV部，吳女士(作為吳氏家族信託創辦人)視作擁有由Charm Talent持有的2,574,533,701股股份的權益。
- 4 根據HSBC International Trustee提交的最新權益披露，HSBC International Trustee以受託人身份代其他若干信託持有90,000股股份，該等信託為吳氏家族信託及蔡氏家族信託的獨立第三方。
- 5 該等350,130,000股股份代表Jumbomax Investments Limited透過旗下多間全資附屬公司的法團權益。吳光正先生透過受控制法團的權益於該等350,130,000股股份中擁有權益，而包陪容女士則透過配偶權益於該等350,130,000股股份中擁有權益。

### 購買、出售或贖回本公司股份

本年度，限制性股份激勵計劃的受託人根據本公司於二零一四年十月二十八日採納的限制性股份激勵計劃的規則及信託契約條款，以總額約674,040,241港元在香港聯交所購入合共54,983,000股本公司股份。除此以外，本公司及其任何附屬公司於本年度概無購買、出售或贖回本公司任何上市證券。

Notes:

- 1 These 1,544,941,904 shares are held by Junson Development. The entire issued share capital of Junson Development is wholly owned by Silverland, the entire issued share capital of which is in turn wholly-owned by HSBC International Trustee as the trustee of the Cai Family Trust. The Cai Family Trust is a discretionary trust set up by Mr. Cai as settlor and HSBC International Trustee as trustee on June 11, 2008. The beneficiary objects of the Cai Family Trust include certain family members of Mr. Cai. Mr. Cai as founder of the Cai Family Trust is taken to be interested in the 1,544,941,904 shares held by Junson Development pursuant to Part XV of the SFO.
- 2 Mr. Cai Kui is beneficially interested in 3,100,000 shares.
- 3 These 2,574,533,701 shares are held by Charm Talent. The entire issued share capital of Charm Talent is wholly owned by Silver Sea, the entire issued share capital of which is in turn wholly-owned by HSBC International Trustee as the trustee of the Wu Family Trust. The Wu Family Trust is a discretionary trust set up by Madam Wu as settlor and HSBC International Trustee as trustee on June 11, 2008. The beneficiary objects of the Wu Family Trust include certain family members of Madam Wu. The beneficiary objects of the Wu Family Trust is taken to be interested in the 2,574,533,701 shares held by Charm Talent pursuant to Part XV of the SFO.
- 4 According to the latest disclosure of interests filing submitted by HSBC International Trustee, these 90,000 shares are held by HSBC International Trustee as trustee of several other trusts which are independent third parties of Wu Family Trust and Cai Family Trust.
- 5 These 350,130,000 shares represent the corporate interest of Jumbomax Investments Limited through a number of its wholly owned subsidiaries. Mr. Woo Kwong Ching, Peter is interested in these 350,130,000 shares through the interest of corporation controlled by him while Ms. Pao Pui Yung, Bessie is interested in these 350,130,000 shares through the interest of spouse.

### PURCHASE, SALE OR REDEMPTION OF SHARES OF THE COMPANY

During the year, the trustee of the Restricted Share Award Scheme purchased on the SEHK a total of 54,983,000 shares at a total consideration of approximately HKD674,040,241 pursuant to the terms of the trust deed under the Restricted Share Award Scheme. Other than the aforesaid, neither the Company nor any of its subsidiaries had purchased, sold, or redeemed any of the Company's listed securities during the year.

### 優先購買權

本公司組織章程細則或開曼群島(即本公司註冊成立所在司法權區)法律並無有關優先購買權的任何規定,規限本公司須向現有股東按持股比例配售新股。

### 環境政策

本集團須遵守多項的中國環境法律和法規,包括與整體環境保護、對環境造成的影響、噪聲污染及建設項目環境保護相關的法律及法規。

我們重視符合相關環境法律及法規。我們要求員工及工程承包商遵守有關工程符合與包括環境、勞工、社會及安全規例的相關中國法律及法規,以及我們本身的標準及規範。

我們相信,我們已於所有重大方面遵守中國相關法律及法規。

### 遵守法律及法規

年內,本集團概無對適用法律及法規之重大違反或不合規情況。

### 公司管治

本公司採用的主要公司管治規則載於本年報企業管治報告。

### 足夠公眾持股量

基於本公司所獲公開資料及就董事所知,於本報告日期,董事確認本公司維持上市規則規定的公眾持股量數額。

### PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Company's articles of association, or the law of Cayman Islands being the jurisdiction in which the Company is incorporated under which would oblige the Company to offer new shares on a pro-rata basis to existing Shareholder.

### ENVIRONMENTAL POLICIES

The Group is subject to a number of laws and regulations in China concerning overall environmental protection, impact to the environment, noise pollution and environmental protection for development projects.

We place high emphasis on complying with relevant environmental laws and regulations. We require our own staff and construction contractors to comply with the relevant PRC laws and regulations relating to the quality of construction including environmental, labour, social and safety regulations, as well as our own standards and specifications.

We believe that we are in compliance in all material respects with applicable environmental laws and regulations in China.

### COMPLIANCE WITH LAWS AND REGULATIONS

During the year, there was no material breach of or non-compliance with the applicable laws and regulations by the Group.

### CORPORATE GOVERNANCE

Principal corporate governance practices adopted by the Company are set out in the Corporate Governance Report contained in this annual report.

### SUFFICIENCY OF 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, the directors confirm that the Company has maintained the amount of public float as required under the Listing Rules.

# 董事會報告

## Report of the Directors

### 股票掛鈎協議

除於本節上文「購股權計劃」及「股份獎勵計劃」內所披露外，概無股票掛鈎協議於年內訂立並於年末仍然有效。

### 核數師

本年度之綜合財務報表由德勤•關黃陳方會計師行審核。將於應屆股東週年大會提議續聘德勤•關黃陳方會計師行為本公司核數師的決議案。

代表董事會  
龍湖地產有限公司  
主席  
吳亞軍

香港，二零一七年三月二十四日

### EQUITY-LINKED AGREEMENTS

Save as disclosed in the above paragraphs headed “Share Option Scheme” and “Share Award Schemes” in this section, no equity-linked agreements were entered into during the year and subsisted at the end of the year.

### AUDITOR

The consolidated financial statements for the year have been audited by Messrs. Deloitte Touche Tohmatsu. A resolution for the reappointment of Messrs. Deloitte Touche Tohmatsu as the Company’s auditor will be proposed at the forthcoming annual general meeting.

For and on behalf of the Board  
Longfor Properties Co. Ltd.  
Wu Yajun  
Chairperson

Hong Kong, March 24, 2017

本公司董事會欣然提呈截至二零一六年十二月三十一日止年度之企業管治報告。

### 企業管治守則

本公司知悉公司透明度及問責十分重要，致力於達致高水準的企業管治及通過更有效的企業管治帶領本集團取得更好業績及提升公司形象。

年內，本公司一直採納、應用及遵守香港聯交所證券上市規則（「上市規則」）附錄十四企業管治守則（「守則」）所載之守則條文，惟下列偏離者除外：

年內，本公司並未按守則條文第A.5條的要求成立提名委員會，董事的提名、委任工作由董事會主席吳亞軍女士直接領導並負責。作為董事會主席，吳女士將配合公司發展戰略的需求不時與董事會探討董事會的架構，人員及組成（包括技能、知識及經驗方面），並物色合資格擔任董事的人選，並在需要時向董事會提名有關人士。根據本公司的實際情況，公司董事會認為，在現階段由董事會主席直接領導並負責董事提名比成立提名委員會較為有效。

### 董事長與首席執行官

吳亞軍女士擔任董事會主席，執行董事邵明曉先生擔任本公司首席執行官。董事會現由四名執行董事（包括吳女士）及四名獨立非執行董事組成，具備充分獨立性。董事會主席負責董事會的經營管理，首席執行官負責公司業務日常運營管理。兩個職位的職責分工訂立如下：

董事會主席主要職責包括：

1. 領導董事會，確保董事會有效運作，確保企業制定良好的企業管治常規。
2. 出席股東周年大會，確保董事委員會主席或適當委任代表在周年股東大會上回答股東提問。

The Board of the Company is pleased to present the corporate governance report for the year ended December 31, 2016.

### CORPORATE GOVERNANCE CODE

The Company recognizes the importance of corporate transparency and accountability. The Company is committed in achieving a high standard of corporate governance and leading the Group to attain better results and improve its corporate image with effective corporate governance procedures.

During the year, the Company had adopted, applied and complied with the code provisions as set out in the Corporate Governance Code (the “Code”) contained in Appendix 14 to the Rules Governing the Listing of Securities on the SEHK (the “Listing Rules”) except the following deviations:

During the year, the Company has not established Nomination Committee as required by the provision A.5 of the Code. Madam Wu Yajun, Chairperson of the Board, is responsible for the nomination and appointment of directors. In accordance with the Company’s corporate strategy, Madam Wu will review and discuss with other Board members the structure, size and composition (including the skills, knowledge and experience) of the Board from time to time and identify individuals suitably qualified to become directors and make recommendations to the board on the nomination for directorship. The Board is of view that Chairperson responsible for the nomination directorship is more effective than the establishment of Nomination Committee at current period.

### CHAIRPERSON AND CHIEF EXECUTIVE OFFICER

Madam Wu Yajun serves as the Chairperson of the Board whereas Mr. Shao Mingxiao, an executive director, serves as the Chief Executive Officer of the Company. The Board currently comprises four executive directors (including Madam Wu) and four independent non-executive Directors and therefore has a fairly strong independence element in its composition. The Chairperson of the Board should be responsible for the management of the Board while the Chief Executive Officer should be responsible for the day-to-day management of business. The division of responsibilities should be set out in writing as below:

Responsibilities of the Chairperson of the Board:

1. To provide leadership for the Board; to ensure that the Board works effectively and discharges its responsibilities; to ensure that good corporate governance practices and procedures are established.
2. To attend annual general meeting and ensure that issues raised by shareholders are answered by the chairperson of the Board committees, or the appropriate alternate on the meeting.

# 企業管治報告

## Corporate Governance Report

3. 領導制定企業戰略、中長期發展規劃、年度預算及重大的組織及結構調整。
4. 領導制定企業投資及融資決策。
5. 領導企業風險及危機管理。
6. 領導董事會成員及高級管理人員的提名、委任工作。在薪酬委員會的建議下，參與決定董事及高管的薪酬、獎金及股權激勵計劃，及其他人力資源管理體系及薪酬體系的重大變革。
7. 參與重大項目啟動會。
8. 領導企業文化建設的相關工作。

首席執行官主要職責包括：

1. 領導企業日常運營工作，執行董事會制定的企業戰略，完成規劃目標。
2. 建立並不斷完善有效的管理體系及管理團隊。
3. 領導企業團隊建設，持續儲備、培養管理人才。

### 董事會

董事會現時包括八名董事，其中四名執行董事：吳亞軍女士、邵明曉先生、趙軼先生及李朝江先生。四名獨立非執行董事：卓百德先生、陳志安先生、項兵先生及曾鳴先生。

3. To lead the formulation of corporate strategies, mid-to-long term plans of development, annual budget and significant organizational and structural adjustments.
4. To lead the formulation of an investment and financing decision system.
5. To provide leadership in respect of corporate risk and crisis management.
6. To lead the recruitment and appointment of senior management and Board members of the Company; to participate under the recommendation of the remuneration committee in decision making in respect of remuneration and bonuses of, and share option incentive schemes for, directors and senior management, and other material changes and reforms in human resources management system and remuneration system.
7. To participate inauguration of key projects.
8. To provide leadership in respect of corporate culture.

Responsibilities of the Chief Executive Officer:

1. To provide leadership in the daily corporate operation, the execution of corporate strategies and achieving the objectives of plans.
2. To establish and continuously improve the management system and management team.
3. To lead the corporate team and continue to retain and train management talents.

### THE BOARD

The Board currently comprises eight directors, including four executive directors namely Madam Wu Yajun, Mr. Shao Mingxiao, Mr. Zhao Yi and Mr. Li Chaojiang and four independent non-executive Directors namely Mr. Frederick Peter Churchouse, Mr. Chan Chi On, Derek, Mr. Xiang Bing and Mr. Zeng Ming.

# 企業管治報告

## Corporate Governance Report

董事會負責領導及監控本公司，並監管本集團的業務、策略方針及表現，以及履行企業管治職責，包括：(a)制定及檢討本公司的企業管治政策及常規；(b)檢討及監察董事及高級管理人員的培訓及持續專業發展；(c)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；(d)制定、檢討及監察僱員及董事適用的操守準則及合規手冊；及(e)檢討本公司遵守上市規則附錄十四(企業管治守則及企業管治報告)的狀況。年內，董事會已檢討本集團的行為守則、評估本集團的風險管理及內部監控措施、評估董事及高級管理人員的培訓需要及作出相應的培訓安排、以及檢討上市規則附錄十四的遵守狀況。董事會滿意本公司企業管治政策之有效性。

董事會已向管理層授出其認為合適的日常管理及行政職能，並就管理層之權利提供指引。董事會將不時重新評估有關授權，以確保給予清晰指引及權利，並遵守適當匯報程序。此外，董事會亦已成立多個董事委員會，並將各種職責分派至各董事委員會，包括審核委員會(「審核委員會」)、薪酬委員會(「薪酬委員會」)及投資委員會(「投資委員會」)(統稱「董事委員會」)。所有董事委員會均按其各自的職權範圍履行其特定的職務。

就本公司所知，董事會成員概無財務、業務、家族或其他重大關係。

所有獨立非執行董事的任期為期三年。彼等概無擔任本公司或其任何附屬公司的任何其他職務，惟彼等均根據本公司於二零零九年十一月一日採納的員工購股權計劃獲授購股權，詳情載於董事會報告。本公司已根據上市規則第3.13條，接獲每名獨立非執行董事發出的獨立性確認書。本公司認為全體獨立非執行董事均具獨立性。

董事會定期檢討其架構、人員及組成，確保董事會具備適合本公司業務所需之專業知識、技能及經驗。

The Board is responsible for the leadership and control of the Company and overseeing the Group's business, strategic decisions and performances, as well as performing the corporate governance duties, including: (a) developing and reviewing the Company's policies and practices on corporate governance; (b) reviewing and monitoring the training and continuous professional development of directors and senior management; (c) reviewing and monitoring the Company's policies and practices on compliance with legal and regulatory requirements; (d) developing, reviewing and monitoring the code of conduct and compliance manual applicable to employees and directors; and (e) reviewing the Company's compliance with Appendix 14 to the Listing Rules (Corporate Governance Code and Corporate Governance Report). During the year, the Board has reviewed the Code of Conduct of the Group, assessed the risk management and internal control measures of the Group, assessed the training needs of the Directors and senior management and arranged relevant trainings accordingly, and reviewed the status of compliance with Appendix 14 to the Listing Rules. The Board was satisfied with the effectiveness of the Company's corporate governance policy.

The Board has delegated the management the day-to-day management and administrative functions as they think fit and provides guidance of the rights of management. The Board will review the relevant delegation from time to time to ensure that clear guidance and rights have been provided and the proper reporting procedures have been complied. In addition, the Board has also established various Board committees and has delegated various responsibilities to the Board committees including the audit committee (the "Audit Committee"), the remuneration committee (the "Remuneration Committee") and the investment committee (the "Investment Committee") (together, the "Board Committees"). All the Board Committees perform their distinct roles in accordance with their respective terms of reference.

To the best knowledge of the Company, there are no financial, businesses, family or other material relationships among members of the Board.

All of the independent non-executive directors are appointed for a term of three years. None of them holds any other offices in the Company or any of its subsidiaries except that each of them has been granted options under the Option Scheme adopted by the Company on November 1, 2009, details of which are set out in the Directors' Report. The Company has received from each of the independent non-executive directors a confirmation of his independence in accordance with Rule 3.13 of the Listing Rules. The Company considers all of the independent non-executive directors are independent.

The Board reviews its own structure, size and composition regularly to ensure that it has a balance of expertise, skills and experience appropriate to the requirements of the business of the Company.

# 企業管治報告

## Corporate Governance Report

於二零一六年十一月二十三日，李朝江先生獲董事會委任為執行董事。於二零一六年十二月五日，顏建國先生獲董事會同意辭任本公司執行董事。

### 董事會多元化政策

本公司已於二零一三年八月十九日採納《董事會多元化政策》(「本政策」)。本政策列載為達致及維持本公司董事會多元化而採取的方針，以確保一個行之有效的董事會。根據本政策，本公司為達致董事會多元化，會以多個方面考慮，包括但不限於專業經驗、文化及教育背景，技能及學識、性別、年齡及服務期限等。

董事會會不時檢討本政策，以確保其行之有效。目前，董事會沒有為執行本政策而制定可計量目標。

本公司於回顧年度舉行四次董事會會議及一次股東大會，以下為各董事出席會議的記錄：

On November 23, 2016, the Board approved the appointment of Mr. Li Chaojiang as executive directors of the Company and on December 5, 2016, the board approved the resignation of Mr. Yan Jianguo as executive director of the Company.

### Board diversity policy

The Company has adopted a board diversity policy (the “Policy”) since August 19, 2013 which sets out the approach to achieve and maintain diversity on the Board in order to enhance the effectiveness of the Board. Pursuant to the Policy, the Company seeks to achieve Board diversity through the consideration of a number of aspects, including but not limited to professional experience, culture and education background, skill and knowledge, gender, age and length of service.

The Board will review the Policy from time to time to ensure its continued effectiveness. At present, the Board has not set measurable objectives to implement the Policy.

During the year under review, the Company held four Board meetings and one general meeting, the attendance of each director is as follows:

| 董事        | Directors                           | 出席董事會會議次數/<br>全部會議次數<br>No. of Board meetings attended/<br>Total no. of Board meetings | 出席股東大會次數/<br>全部會議次數<br>No. of general meetings attended/<br>Total no. of general meetings |
|-----------|-------------------------------------|--|---|
| 執行董事      | Executive Directors                 |  |   |
| 吳亞軍       | Wu Yajun                            | 4/4  | 1/1   |
| 邵明曉       | Shao Mingxiao                       | 4/4  | 1/1   |
| 顏建國 (附註1) | Yan Jianguo (Note 1)                | 4/4  | 1/1   |
| 趙軼        | Zhao Yi                             | 4/4  | 1/1   |
| 李朝江 (附註2) | Li Chaojiang (Note 2)               | 0/0  | 0/0   |
| 獨立非執行董事   | Independent non-executive Directors |  |   |
| 卓百德       | Frederick Peter Churchose           | 4/4  | 1/1   |
| 陳志安       | Chan Chi On, Derek                  | 4/4  | 1/1   |
| 項兵        | Xiang Bing                          | 4/4  | 1/1   |
| 曾鳴        | Zeng Ming                           | 4/4  | 1/1   |

附註1：顏建國先生於二零一六年十二月五日辭任本公司執行董事。

附註2：李朝江先生於二零一六年十一月二十三日被委任為本公司執行董事。

Note 1: Mr. Yan Jianguo resigned as executive director of the Company on December 5, 2016.

Note 2: Mr. Li Chaojiang appointed as executive director of the Company on November 23, 2016.



### 薪酬委員會

本公司已於二零零九年十一月一日成立薪酬委員會，並遵照上市規則附錄十四企業管治守則第B.1.2段所載的規定以書面訂明職權範圍。薪酬委員會的主要職責為就董事及高級管理人員的薪酬體系及薪酬待遇，以及設立薪酬政策正式及具透明度的程序向董事會提出評估及建議。薪酬委員會由二名執行董事吳亞軍女士、李朝江先生及三名獨立非執行董事曾鳴先生、項兵先生及陳志安先生組成。曾鳴先生為薪酬委員會主席。

薪酬委員會於年內召開了一次會議。會上審閱董事及高管人員的薪酬架構及本集團高管基本薪酬區間回顧。以下為各委員出席會議的記錄：

| 委員姓名                 | Name of members                  | 出席會議次數／全部會議次數<br>No. of meetings attended/Total no. of meetings |
|----------------------|----------------------------------|---|
| 吳亞軍                  | Wu Yajun                         | 1/1   |
| 李朝江 <sup>(附註1)</sup> | Li Chaojiang <sup>(Note 1)</sup> | 1/1   |
| 陳志安                  | Chan Chi On, Derek               | 1/1   |
| 項兵                   | Xiang Bing                       | 1/1   |
| 曾鳴                   | Zeng Ming                        | 1/1   |

附註1：李朝江先生於二零一六年十一月二十三日被委任為本公司執行董事。

### REMUNERATION COMMITTEE

The Company established the Remuneration Committee on November 1, 2009 with written terms of reference in compliance with the Code as set out in paragraph B.1.2 of Appendix 14 to the Listing Rules. The primary duties of the Remuneration Committee include evaluating and making recommendations to the Board on the remuneration system and package of the directors and senior management, and on the establishment of a formal and transparent procedure for developing remuneration policy. The Remuneration Committee consists of Madam Wu Yajun and Mr. Li Chaojiang two executive directors, and Mr. Zeng Ming, Mr. Xiang Bing and Mr. Chan Chi On, Derek, three independent non-executive directors. Mr. Zeng Ming is the Chairperson of Remuneration Committee.

The Remuneration Committee held 1 meeting during the year to conduct a review on the remuneration structure of the directors and senior management and a review on the basic remuneration internal of senior management of the Group. The attendance of each member is as follows:

| 出席會議次數／全部會議次數<br>No. of meetings attended/Total no. of meetings |
|---|
| 1/1   |
| 1/1   |
| 1/1   |
| 1/1   |
| 1/1   |

Note 1: Mr. Li Chaojiang appointed as executive director of the Company on November 23, 2016.

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年內，有關董事的薪酬披露載於綜合財務報表附註43，高級管理層的薪酬介乎下列範圍：

Details of the remuneration of the directors during the year are set out in note 43 to the financial statements. The remuneration of the Senior Management during the year falls within the following bands:

|                             |                                 | 人數   |  |
|-----------------------------|---------------------------------|--|--|
|                             |                                 | 薪酬<br>(含股份支付)  | 薪酬<br>(不含股份支付)   |
|                             |                                 | Total<br>remuneration<br>(including<br>share-based<br>payment) | Total<br>remuneration<br>(excluding<br>share-based<br>payment) |
| 5,000,000 港元以下              | Nil to HK\$5,000,000            | 1  | 1  |
| 5,000,000 港元至 6,000,000 港元  | HK\$5,000,000 to HK\$6,000,000  | —  | —  |
| 6,000,000 港元至 7,000,000 港元  | HK\$6,000,000 to HK\$7,000,000  | 1  | 1  |
| 7,000,000 港元至 8,000,000 港元  | HK\$7,000,000 to HK\$8,000,000  | —  | 1  |
| 8,000,000 港元至 9,000,000 港元  | HK\$8,000,000 to HK\$9,000,000  | 1  | —  |
| 9,000,000 港元至 10,000,000 港元 | HK\$9,000,000 to HK\$10,000,000 | —  | 1  |
| 10,000,000 港元以上             | Over HK\$10,000,000             | 7  | 6  |

### 審核委員會

本公司已於二零零九年十一月一日成立審核委員會，並遵照上市規則附錄十四企業管治守則第C.3.3段所載的規定以書面訂明職權範圍。審核委員會的主要職責為審閱及監督本集團財務報告及內部監控和風險管理體系，以及任命及監督外聘核數師。審核委員會由三名獨立非執行董事組成，即陳志安先生、卓百德先生及項兵先生。陳志安先生為審核委員會主席。遵照上市規則第3.21條規定，審核委員會主席具備適當專業及會計資歷。

於年內，審核委員會與公司高級管理人員及獨立核數師召開兩次會議，以考慮獨立核數師身份獨立性及審核範圍，並於提交董事會批准前審閱及討論公司風險管理及內部監控體系、中期及全年財務報表和獨立核數師之意見和報告。

### AUDIT COMMITTEE

The Company established the Audit Committee on November 1, 2009 with written terms of reference in compliance with the Code as set out in paragraph C.3.3 of Appendix 14 to the Listing Rules. The primary duties of the Audit Committee include reviewing and supervising the financial reporting process and internal control and risk management systems of the Group and nominating and monitoring external auditors. The Audit Committee consists of three independent non-executive Directors, namely Mr. Chan Chi On, Derek, Mr. Frederick Peter Churchouse, and Mr. Xiang Bing and is chaired by Mr. Chan Chi On, Derek. In compliance with Rule 3.21 of the Listing Rules, the chairperson of the Audit Committee possesses the appropriate professional and accounting qualifications.

The Audit Committee held two meetings with the senior management and independent auditor of the Company during the year, to consider the independence and audit scope of independent auditor, and to review and discuss the risk management and internal control systems, interim and annual financial statements of the Company and the opinion and report of independent auditor before submitting to the Board for their approval.

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以下為各委員出席會議的記錄：

The attendance of each member is as follows:

| 委員姓名 | Name of members            | 出席會議次數／全部會議次數 | No. of meetings attended/Total no. of meetings |
|------|----------------------------|---------------|--|
| 陳志安  | Chan Chi On, Derek         |               | 2/2  |
| 卓百德  | Frederick Peter Churchouse |               | 2/2  |
| 項兵   | Xiang Bing                 |               | 2/2  |

### 投資委員會

投資委員會直接向董事會匯報且負責評估總部職能部門及地區公司提交的對外投資建議包括但不限於土地收購建議。投資委員會現時由吳亞軍女士、邵明曉先生、趙軼先生、袁春先生及徐愛國先生組成。

### INVESTMENT COMMITTEE

The Investment Committee reports directly to the Board and is responsible for investment proposal (including but not limited to appraising land acquisition as well as making land purchase decisions) submitted by the regional companies and the business development department of the headquarters. The Investment Committee currently consists of Madam Wu Yajun, Mr. Shao Mingxiao, Mr. Zhao Yi, Mr. Yuan Chun and Mr. Xu Aiguo.

於年內，投資委員會召開了29次會議。會上就349個項目進行討論及投資決策。以下為各委員出席會議的記錄：

The Investment Committee held 29 meetings during the year, to discuss and make investment decision on 349 projects. The attendance of each member is as follows:

| 委員姓名                 | Name of members                 | 出席會議次數／全部會議次數 | No. of meetings attended/Total no. of meetings |
|----------------------|---------------------------------|---------------|--|
| 吳亞軍                  | Wu Yajun                        |               | 29/29  |
| 邵明曉                  | Shao Mingxiao                   |               | 28/29  |
| 趙軼                   | Zhao Yi                         |               | 28/29  |
| 顏建國 <sup>(附註1)</sup> | Yan Jianguo <sup>(Note 1)</sup> |               | 26/29  |
| 袁春                   | Yuan Chun                       |               | 27/29  |
| 徐愛國                  | Xu Aiguo                        |               | 28/29  |

附註1：顏建國先生於二零一六年十二月五日辭任本公司執行董事及投資委員會委員。

Note 1: Mr. Yan Jianguo resigned as executive director and member of Investment Committee of the Company on December 5, 2016.

# 企業管治報告

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### 董事持續專業發展

為確保董事知悉本集團營運的最新發展，本公司已為董事安排及資助適當培訓。年內，有關董事已出席本公司舉辦的企業管治相關培訓。若干董事亦出席行業研討會，以及會計師行及獨立第三方機構就董事職務及證券法發展而舉辦的研討會。

### 退任、委任及免職

由於並無成立提名委員會，故董事會將負責甄選及委任新董事，以及評估獨立非執行董事的獨立性。獨立非執行董事的任期為期三年。根據本公司組織章程細則，在每屆股東週年大會上，當時三分之一的董事（若其人數並非三的倍數，則以最接近但不少於三分之一的人數）將輪流退任，惟每位董事必須最少每三年於股東週年大會上退任一次。董事會甄選新董事時會考慮候選人的專業知識、經驗及德行等因素。

於二零一六年十一月二十三日，李朝江先生獲委任為執行董事及薪酬委員會委員。於二零一六年十二月五日，顏建國先生因個人其他發展辭任本公司執行董事及投資委員會委員。

### 核數師薪酬

在回顧年內，就審核服務及非審核服務已付或應予德勤•關黃陳方會計師行的酬金分別為人民幣4,504,000元及人民幣1,038,000元。

### DIRECTORS' CONTINUOUS PROFESSIONAL DEVELOPMENT

To ensure that the Directors are aware of the latest development relevant to the operation of the Group, the Company has arranged and funded suitable training for the Directors. During the year, relevant Directors have attended the corporate governance related training organized by the Company. Certain directors also attended business seminars, and seminars organized by accounting firm and the third party institutes on directors' duties and development in securities laws.

### APPOINTMENTS, RE-ELECTION AND REMOVAL OF DIRECTORS

Given that the Nomination Committee has not been established, the Board as a whole will be responsible for the selection and approval of the new Directors and assessing the independence of the independent non-executive directors. The Independent non-executive Directors are appointed for a term of 3 years. Under the articles of associations of the Company, one-third of the Directors for the time being (or if their number is not a multiple of three, then the number nearest to but not less than one-third) will retire from office by rotation provided that every Directors shall be subject to retirement at an annual general meeting at least once every three years. The Board will consider the factors including the expertise, experience and integrity of the candidates when selecting the new Directors.

On November 23, 2016, Mr. Li Chaojiang was appointed as executive director and a member of the Remuneration Committee. On December 5, 2016, Mr. Yan Jianguo resigned as executive director and a member of the Investment Committee due to his decision to consideration of other personal development.

### AUDITORS' REMUNERATION

During the year under review, the remunerations paid or payable to Deloitte Touche Tohmatsu in respect of its audit services and non-audit services are RMB4,504,000 and RMB1,038,000, respectively.

### 問責及審核

董事承認彼等有責任編製本公司截至二零一六年十二月三十一日止年度的財務報表所載的一切資料及陳述，並真實公平地反映本集團財務狀況以及期內的業績及現金流量。董事認為財務報表已遵照所有適用會計準則及規定編製，並反映根據董事會及管理層的最佳估計、合理知情及審慎的判斷所得的數額。就董事所知，並無有關任何事件或情況的重大不明朗因素可能對本公司持續經營的能力產生重大質疑。因此，董事已按照持續經營基準編製本公司的財務報表。

本集團核數師就其對本集團財務報表的呈報責任的聲明載於本報告的第112頁的「獨立核數師報告」一節。

### 內部監控

董事會有責任維持健全有效的內部監控體系。本集團設置內部審計中心作為內部審核部門，負責獨立檢討本集團內部監控制度的有效性，並定期將其審核結果向審核委員會和董事會匯報，同時定期聘請外部專業機構對公司內控體系進行覆核、評估。

年內，集團各職能管理部門持續加強日常監控，完善內部管理。陸續出台了多項管理制度以及完善了多個管理體系，其中包括了《集團研發產品平台及專項計劃管理制度》、《客戶賠付管理制度》、《集團招商代理使用規定》、《集團商業應收賬款管理制度》、《龍湖集團設計分供方和設計費管理制度》、《龍湖集團工程質量檢查評估管理辦法》及《集團商業招標管理檢查辦法》等。

### ACCOUNTABILITY AND AUDIT

The directors acknowledge their responsibilities for preparing all information and representations contained in the financial statements of the Company for the year ended December 31, 2016 which give a true and fair view of the state of affairs of the Group and of the results and cash flow for that period. The directors consider that the financial statements have been prepared in conformity with all appropriate accounting standards and requirements and reflect amounts that are based on the best estimates and reasonable, informed and prudent judgment of the Board and the management. The directors are not aware of any material uncertainties relating to events or conditions which may cast significant doubt upon the Company's ability to continue as a going concern. Accordingly, the Directors have prepared the financial statements of the Company on a going concern basis.

The statements of the auditors of the Group about their reporting responsibilities on the financial statements of the Group is set out in the section headed "Independent Auditor's Report" on page 112 of this report.

### INTERNAL CONTROL

The directors are responsible for the maintenance of an effective system of internal control. The Company has established internal audit department which is responsible for the independent review of the effectiveness of the Group's internal control system and for the periodic report of the auditing result to the Audit Committee and the Board. The Company has also engaged external professional agent to re-assess and evaluate the internal control system of the Company.

During the year, all the functional departments in the Group constantly strengthened their daily supervision and improved their internal management, respectively. The Group had launched certain measures and improvement in various management systems to enhance its internal control, including "Measure for the Group's Product Research and Development Platform and Specialized Plans", "Measure for Compensation to Clients", "Utilization Regulation for the Group's Business Invitation Agency", "Measure for the Group's Commercial Accounts Receivable", "Design Sub-suppliers and Design Fee Management System of Longfor Group", "Measures for Management of Project Quality Examination and Assessment of Longfor Group" and "Measures for Management and Inspection of Commercial Tender of the Group", etc.

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年內，內部審計中心作為獨立、客觀審查公司經營活動和內部控制的內部機構，進行了一系列專項審計，包括：

1. 雲南公司例行審計
2. 西安公司例行審計
3. 長沙公司例行審計
4. 瀋陽公司例行審計
5. 上海公司例行審計
6. 物業管理例行審計
7. 權限管理專項審計

二零一六年本公司聘請德勤華永會計師事務所（特殊普通合伙）北京分所，由其企業風險管理服務部對本公司內部控制狀況進行了檢查和評估。覆核範圍包括風險應對相關內控保障措施及業務流程控制。其中風險管理涵蓋了戰略定位及業務組合風險、城市佈局選擇與地塊選擇風險、商業體選址及定位的風險、房地產週期判斷失誤的風險、經濟波動及政策變更風險、住宅產品定位風險及關鍵崗位人員流失及變動風險。業務流程評估包括銷售與收款、營銷推廣管理、日常資金管理、合同管理及信息系統控制等方面。德勤內控覆核報告顯示本公司在此次選定的工作範圍建立了關鍵的內部控制和程序以應對相關風險，公司整體內控狀況良好。

上述內部及外部的審核報告及跟進措施均已匯報給審核委員會及董事會。董事會認為本集團截至二零一六年十二月三十一日止年度之內部監控制度屬有效及足夠。

During the year, as the internal audit department is responsible for conducting independent and objective review of operation and internal control of the Company, the risk management centre of the Group carried out a series of special audit, which includes:

1. Routine reviews of Yunnan Company
2. Routine reviews of Xian Company
3. Routine reviews of Changsha Company
4. Routine reviews of Shenyang Company
5. Routine reviews of Shanghai Company
6. Routine reviews of Property Management
7. Special reviews of Authority Management

The Company has engaged Deloitte Touche Tohmatsu Certified Public Accountants LLP Beijing Branch in 2016 and appointed its corporate risk management services department to assess and evaluate the internal control of the Company. The scope of re-assessment includes internal control and protection measures related to our business risks and the control of business flow. Our business risks covered risk of strategy positioning and portfolio management, risk of urban location selection and plot selection, risk of commercial complex' site selection and positioning, risk of misjudgment of real estate cycle, risk of economic volatility and policy change, residential products positioning risk and risk of brain drain and turnover of staff on key position. Control of business flow covered sales and payment collection, market and promotion management, daily capital management, contact management and information system control. The re-assessment report of Deloitte Touche Tohmatsu demonstrates the Group has established key internal control and process within the selected scope of work to respond to relevant risks, the overall control condition of the Company is good.

All of the above mentioned internal and external audit report and the follow-up measures have been reported to the Audit Committee and the Board. The Board is of opinion that the internal control system of the Group for the year ended December 31, 2016 is effective and sufficient.

### 風險管理

有效的風險管理是本集團達成戰略目標的基本及必要因素，為此本集團已制定《龍湖集團風險管理制度》。制度中明確了本集團風險管理組織體系及具體職責、風險管理整體流程、風險評估方法，以及定期的風險報告機制。

風險管理組織體系：龍湖集團的風險管理組織體系是董事會領導下的三道基本防線，即公司直屬業務部門及下屬單位的管理層和員工為第一道防線；由集團管理層組成的，CEO為組長、CFO為副組長的風險管理小組為第二道防線；審核委員會和內審中心為第三道防線。其中董事會是風險管理的最終責任機構，有權對集團風險管理的政策制度及應對方案進行指引和最終決策，評估集團風險偏好，把握在戰略目標實現及風險管理之間的匹配度；審核委員會和內審中心由董事會委派，對公司風險管理的實施情況進行指導監控，並審閱年度風險管理報告；風險管理小組負責不斷完善風險管理體系，執行包括風險識別、評估、應對方案以及風險管理報告的管理流程，包括年度更新風險庫，對應對方案實施進行跟蹤監控，編製並匯報風險管理報告。直屬業務部門及下屬單位是風險所有者，對各自的風險領域實施管理與監控。

重大風險管理程序：通過與公司不同業務單元及總部管理層的多輪訪談及溝通，確定包括目標設定、風險識別、風險評估、風險應對及監督、風險報告與匯報的管理流程。

- 目標設定：目標設定是風險管理的前提。公司必須首先制定年度目標，才能識別和評估影響目標實現的風險並且採取必要行動對這些風險實施控制。公司目標包括戰略目標、經營目標、合規性目標和財務目標四個方面。

### RISK MANAGEMENT

Effective risk management is the basic and necessary factor for achieving strategic goals of the Group. As such, the Group has established the Risk Management System of Longfor Group, which specifies the Group's risk management organizational system, detailed responsibility, overall procedures of risk management, risk assessment method and regular risk reporting mechanism.

Risk management organizational system: The risk management organizational system of Longfor Group consists of three basic lines of defense under the leadership of the Board, namely the management members and employees of the business departments directly under the Company and their subordinate divisions as the first line of defense; the risk management team consisting of the management members of the Group with the CEO as team leader and CFO as deputy team leader as the second line of defense; and the Audit Committee and internal audit centre as the third line of defense. The Board shall be the ultimate accountability body of risk management, and shall have the right to provide guidance and make final decisions on the policy, system and responding plan of risk management of the Group, conduct assessment on the risk appetite of the Group and control the balance between the realization of strategic goals and risk management. The Audit Committee and internal audit centre are authorized by the Board to advise on and monitor the implementation of risk management of the Group and review the annual risk management report. The risk management team is responsible for the ongoing improvement of risk management system as well as the implementation of management procedures including risk identification, assessment, responding plan and risk management report, covering the annual update of risk database, follow-up and monitoring of the implementation of responding plan and the preparation and reporting of the risk management report. The direct business departments and their subordinate divisions are risk owners and shall manage and monitor their respective risk exposure.

Major risk management procedures: Through various interviews and communications with the management members of different business units and the headquarter of the Company, the management procedures have been formulated, which include target setting, risk identification, risk assessment, risk response and supervision and risk reporting.

- Target setting: Target setting is the first step of risk management. The Company shall firstly set the annual target in order to identify and assess the risks affecting the realization of the target and take necessary action to control such risks. The targets of the Company are set in four aspects, namely strategic target, operational target, compliance target and financial target.

# 企業管治報告

## Corporate Governance Report

- 風險識別：利用自下而上及自上而下的方式，通過採取問卷調查、小組討論、專家諮詢、政策分析、行業對標等方法對各業務單元的經營活動及重要業務流程的風險事件進行識別，建立風險庫並每年對風險庫進行更新。對於識別出來的風險確定風險所有者及應對措施。
- 風險評估：公司以脆弱性和影響性為評估維度的評估方法對已識別風險進行排序。風險管理小組對風險評估維度（即脆弱性和影響性）進行年度回顧，並報審計委員會經董事會最終審批。
- 風險應對：在風險評估的基礎上，集團各業務單元針對涉及的風險事項，從改進業務流程、完善內控制度、控制關鍵程序等方面提出風險管控措施和建議，制定應對方案。這些管控方案以管理制度的形式體現在日常經營活動中。
- 風險報告：公司制定了年度風險管理報告和專項風險管理報告的制度。內審部門協助風險管理小組完成年度報告及專項報告。
- Risk identification: The identification of risk events from the operational activities and important business procedures of each business unit shall be conducted in bottom-up and top-down approaches through questionnaire, group discussion, expert consultation, policy analysis and industry benchmarking. Risk database shall be established and updated annually. Risk owner and responding measures shall be determined for risks identified.
- Risk assessment: The Company shall rank the risks identified through assessment based on vulnerability and effect. Risk management team shall conduct annual review on the risk assessment criteria (vulnerability and effect) and report to the Audit Committee and final approved by the Board.
- Risk response: Based on the result of risk assessment, the business units of the Group shall propose the risk management and control measures and recommendations for the risks involved in various aspects such as improvement of business procedures and internal control system as well as control of key procedures, and formulate relevant responding plans. Such management and control plans shall be implemented in daily operation in the form of management system.
- Risk reporting: The Company has established the systems of annual risk management report and special risk management report. The risk management team shall prepare the annual report and special report with the support of internal audit department.

2016年初，集團開展了2016年度的風險確認和評估工作，梳理出2016年度龍湖集團的風險地圖，包括一級風險6個（分別是戰略與投資風險、品牌及聲譽風險、運營風險、財務風險、組織風險、法律及合規風險），二級風險20個，三級風險40個。並根據脆弱性和影響性的評估方法，確定了2016年的10大風險點以及應對方案（10大風險分別是戰略定位及業務組合風險、城市佈局選擇與地塊選擇風險、商業選址及定位風險、房地產週期判斷失誤風險、經濟波動級政策變更風險、住宅產品定位風險、競爭風險、關鍵崗位人員流失風險、品牌形象風險及物業經營模式風險）。具體風險及應對方案經審計委員會上報董事會獲得確認。年內集團根據風險應對方案對風險管理工作的實施進行監控，並在年底形成匯報。董事會認為本集團截至2016年12月31日止年度之風險管理系統充分及有效。

In early 2016, the Group conducted the risk identification and assessment for 2016 and mapped out the risks faced by Longfor Group in 2016, which included 6 primary risks (namely, strategic and investment risk, brand and reputation risk, operational risk, financial risk, organizational risk and legal and compliance risk), 20 secondary risks and 40 tertiary risks. The Group also determined the top ten risk factors for 2016 and formulated the responding plan through the assessment based on vulnerability and effect. The top ten risk factors included risk related to strategy positioning and business portfolio, risk related to urban location and plot selection, risk related to commercial complex site selection and positioning, risk related to misjudgment of real estate market cycle, risk related to the change of policy causing economic fluctuation, risk related to residential product positioning, competitive risk, risk related to brain drain and turnover of staff on key position, risk related to brand image and risk related to property operating model. Detail of risks and responding plans were submitted by the Audit Committee and confirmed by the Board for approval. During the year, the Group monitored the implementation of risk management based on the risk responding plans and prepared a report at the end of the year. Certain special audit reports were also completed. The Board is of opinion that the risk management system of the Group for the year ended December 31, 2016 is effective and sufficient.



董事會對集團風險管理及內部監控系統負責，並有責任檢討該等制度的有效性。該等制度只在管理而非消除未能達成業務目標的風險，而且只能就不會有重大的失實陳述或損失做出合理而非絕對的保證。

The Board shall be responsible for the risk management and internal control systems of the Group and shall review the effectiveness of such systems. Such systems are designed to manage rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss.

### 內幕消息披露

內幕消息披露工作小組(以下簡稱「內幕消息工作小組」)是本公司董事會下設工作小組，負責本公司內幕消息披露管理。

### DISCLOSURE INSIDE INFORMATION

Inside Information Disclosure Working Group (hereinafter referred to as “**Inside Information Working Group**”) is a working group established under the Board of the Company, which is responsible for the administration of inside information disclosure.

### 內幕消息工作小組成員組成

- 內幕消息工作小組組長為首席執行官。
- 內幕消息工作小組成員包括：董事會主席、首席財務官、公司秘書、投資者關係負責人、公共事務媒體負責人、法務部負責人。
- 內幕消息工作小組秘書：公司秘書，負責內幕消息工作小組與董事會的溝通、上報。

### The Composition of Inside Information Working Group

- The team leader of the Inside Information Working Group is the chief executive officer of the Group.
- The members of the Inside Information Working Group include: the chairman of the Board, the chief financial officer, the company secretary, the officer in charge of Investor Relations, the officer in charge of Public Affairs and Media, and the officer in charge of the Legal Department.
- The secretary of the Inside Information Working Group is the company secretary, who is responsible for communicating and reporting between the Inside Information Working Group and the Board.

### 內幕消息工作小組職責範圍

- 內幕消息工作小組是關於內幕消息初步界定、處理的日常工作機構，而董事會是決策機構。
- 內幕消息工作小組對公司重大敏感信息進行妥善查詢、確認事實、初步評估，在需要時及時上報董事會。
- 內幕消息工作小組定期回顧流程的有效性和執行情況、不定期舉行培訓、確保公司可能接觸內幕消息的人員了解內幕消息披露責任和義務及處理原則。

### The Terms of References for the Inside Information Working Group

- The Inside Information Working Group is the daily execution unit that is engaged in the preliminary determination and handling of inside information, whilst the Board is the decision making unit.
- The Inside Information Working Group conducts proper inquiry, confirms fact, preliminarily assesses sensitive informations' significant to the Company, and timely reports to the Board where necessary.
- The Inside Information Working Group regularly review the effectiveness and execution of the processes. It also conducts training from time to time, so as to ensure that the staffs of the Company that may be exposed to inside information are aware of the disclosure liability and handling principles for inside information.

# 企業管治報告

## Corporate Governance Report

### 可能涉及內幕消息的處理流程

對於合理預期可能成為內幕消息的業務信息（包括但不限於收購合併、股本變動、架構重組等）

- 掌握該等信息的相關人員應第一時間上報內幕消息工作小組，並負有保密責任；
- 內幕消息工作小組對有關信息進行妥善查詢、確認事實，如需要在諮詢專業意見的基礎上作出初步判斷，並上報董事會。有關披露事宜由公司秘書和法務部牽頭進行。
- 如涉及安全港條文，內幕消息工作小組應監督並確保有關保密措施的使用，在察覺必要的保密程度不能維持時，立即向董事會匯報並公開披露有關消息。

### 董事進行的證券交易應遵守標準守則

本公司已採納上市規則附錄十上市發行人董事進行證券交易的標準守則（「標準守則」）作為董事買賣本公司證券的指引。經向全體董事作出具體查詢後，各董事確認，截至二零一六年十二月三十一日止年度內，彼等的證券買賣（如有）已遵守標準守則所列明的規定準則。

標準守則已擴展至同樣適用於高級管理人員及有可能擁有本公司內幕資料的有關僱員。

### Handling Procedures That May Involve Inside Information

As to the business information that is reasonably expected in becoming inside information (including, but not limited to acquisitions and mergers, movement in share capital, and organizational restructuring etc):

- The relevant staff capturing such information shall report to the Inside Information **Working Group** promptly, and has the duty to keep such information confidential;
- The Inside Information **Working Group** shall conduct proper investigation and confirmation of facts for the said information. Where necessary, it will make preliminary judgment upon consulting professional opinions and report to the Board promptly. The relevant disclosure matters will be conducted by the company secretary and the Legal Department;
- If the said information is involved with Safe Harbours, the Inside Information Working Group shall supervise and ensure the confidentiality of the information. If it is noted that the confidentiality of the information has not been preserved, it shall report to the Board and disclose the information as soon as reasonably practicable.

### COMPLIANCE WITH THE MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed issuers (the “**Model Code**”) contained in Appendix 10 to the Listing Rules as the guidelines for the directors’ dealings in the securities of the Company. Upon specific enquiries of all the Directors, each of them confirmed that they have complied with the required standards set out in the Model Code during the year ended December 31, 2016 in relation to their securities dealings, if any.

The Model Code has extended to be applicable to senior management and relevant employees who are likely to be in possession of inside information of the Company.

### 公司秘書

公司秘書張蕾女士，於二零零八年加入本集團及為本公司之僱員。彼於二零一五年八月二十一日獲委任為公司秘書。張女士為中國註冊會計師協會會員及香港特許秘書公會的聯席成員，彼畢業於中央財經大學，取得國際金融學士學位。根據上市規則第3.29條，於本年內，公司秘書已接受不少於15小時的相關專業培訓。

### 投資者關係及與股東的溝通

本公司的管理層相信，與投資者建立有效及適當的關係對提高公司透明度及建立市場信心有重要作用。因此，本公司制定了嚴格的內部管理制度確保按照有關法律法規的要求，真實、準確、完整、及時地披露有關資訊，以保障所有股東有平等的機會獲得資訊。本公司設有投資者關係部門，以擔當本公司與其股東及其他投資者之間的重要溝通渠道。同時，公司秉持坦誠溝通、透明開放的態度，相關負責人積極通過網絡、電話、電子郵件等多種形式與股東及投資者保持密切的聯絡。於相關年度內，接待了眾多批次的來訪，同時通過大型投資論壇，向眾多投資者介紹公司發展戰略及最近業務情況。也經常安排香港及海外的基金經理、分析師等直接前往公司樓盤參觀，積極創造與投資者直接溝通的機會，務求使資本市場及時了解公司最新業務進展及中國大陸房地產行業狀況。此外，股東週年大會亦為股東提供一個有效的平台與董事會交流觀點。董事長及各董事委員會主席（或彼等缺席，則各委員會委員）及本公司外部核數師須於本公司的股東週年大會及股東特別大會上回答股東的提問。就此增強投資者對公司的了解及信心。本公司的網站 [www.longfor.com](http://www.longfor.com) 載有本公司業務發展及營運、財務資料、企業管治及其他資料的詳情及更新信息，以供公眾查閱。

### COMPANY SECRETARY

Madam Zhang Lei joined the Group in 2008, and is an employee of the Company. She was appointed as company secretary on August 21, 2015. Madam Zhang graduated from the Central University of Finance and Economics with a bachelor's degree in international finance. She is a member of the Chinese Institute of Certified Public Accountants and an Affiliated Person of the Hong Kong Institute of Chartered Secretaries. According to Rule 3.29 of the Listing Rules, the company secretary has taken no less than 15 hours of relevant professional training during the year.

### INVESTOR RELATIONS AND COMMUNICATIONS WITH SHAREHOLDERS

The management of the Company believes that effective and proper investor relations play a vital role in enhancing the corporate transparency as well as establishing market confidence. As such, the Company has adopted a stringent internal control system to ensure true, accurate, complete and timely disclosure of relevant information pursuant to requirements of relevant laws and regulations in order to ensure all shareholders equally access to information. The Company has an investor relations department to serve as an important communication channel between the Company and its shareholders and other investors. To strive for effective communication and transparency of the Company, the personnel in charge have frequent contacts with the shareholders and investors through various channels such as internet, telephone and email. During the relevant year, the Company has introduced its development strategy and recent business development to the investors in large investment forums and site visits. On-site visits to the projects of the Company have been arranged for the fund managers and analysts from Hong Kong and overseas. The Company endeavours to create opportunities for direct communication with investors and to provide the latest development of the Company as well as information of the PRC real property industry to the capital market in time. In addition, the annual general meeting also provides a useful forum for shareholders to exchange views with the Board. The Chairperson of the Board, as well as chairperson of each of the Board Committees, or in their absence, members of the respective Committees, and the external auditors of the Company, is available to answer questions from shareholders at annual general meetings and extraordinary general meetings of the Company. As such, investors' understanding of and confidence in the Company can be enhanced. The Company maintains a website at [www.longfor.com](http://www.longfor.com), where information and updates on the Company's business developments and operations, financial information, corporate governance and other information are available for public access.

# 企業管治報告

## Corporate Governance Report

### 信息披露

本集團根據香港聯交所證券條例披露信息，及根據有關法律法規向公眾刊發定期報告及公告。本集團盡力確保準時披露信息，而有關信息公正準確、真實及完整，務求使股東、投資者及公眾能做出合理知情決定。

### 股東召開股東特別大會及提呈決議案的程序

董事會可於其認為恰當的情況下召開股東特別大會。任何一位或以上持有不少於本公司繳足股本(附帶於本公司股東大會上之投票權)十分之一的股東於任何時候均有權透過向董事會或公司秘書發出書面要求，要求董事會召開股東特別大會，以處理有關要求中指明的任何事項，且該大會應於遞呈該要求後兩個月內舉行。倘於遞呈要求後二十一日內，董事會尚未開始履行召開股東大會的程序，則遞呈要求人士可自行召開股東大會，而召開大會合理產生的所有開支應由本公司向遞呈要求人士償付。

本公司章程細則或開曼群島公司法並無關於股東於股東大會提呈新決議案的條文。有意提呈決議案之股東可依照上述程序向本公司要求召開股東大會。

股東提名候選董事的程序刊載於本公司網站 [www.longfor.com](http://www.longfor.com)。

### 向董事會提出查詢

股東可透過本公司的香港主要營業地點(地址：香港中環都爹利街1號15樓)向董事會提出查詢。

### 憲章文件

年內，本公司之憲章文件並無變動。

### Information Disclosure

The Group discloses information in compliance with the securities regulations of the SEHK, and publishes periodic reports and announcements to the public in accordance with relevant laws and regulations. The primary focus of the Group is to ensure information disclosure is timely, fair, accurate, truthful and complete, thereby enabling shareholders, investors as well as the public to make rational and informed decisions.

### Shareholders' Rights to Convene an Extraordinary General Meeting and Propose Resolutions

The Board may whenever it thinks fit call extraordinary general meetings. Any one or more Shareholders holding not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the Secretary of the Company, to require an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within two months after the deposit of such requisition. If within twenty-one days of such deposit the Board fails to proceed to convene such meeting the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.

There are no provisions in the company's articles of association or the Cayman Islands Companies Law for shareholders to move new resolutions at general meetings. Shareholders who wish to move a resolution may request the Company to convene a general meeting in accordance with the procedures set out in the above paragraph.

Detailed procedures for shareholders to propose a person for election as a director are available on the Company's website [www.longfor.com](http://www.longfor.com).

### Enquiries to the Board

Enquiries may be put to the Board through the Company's principal place of business in Hong Kong at 15/F., 1 Duddell Street, Central, Hong Kong.

### Constitutional documents

During the year, there is no change in the Company's constitutional documents.

# 環境、社會及管治報告

## Environmental, Social and Governance Report

隨著社會各界對企業社會責任愈趨關注，為了讓各持份者更加了解本集團在環境、社會及管治方面的政策、措施以及績效，本集團按照香港交易所主版上市規則附錄二十七《環境、社會及管治報告指引》的要求編製了本環境、社會及管治報告(下稱「本報告」)。

本報告覆蓋本集團於二零一六年一月一日至十二月三十一日期間(下稱「報告期間」)與物業發展、物業投資及物業管理有關的主營業務。

本公司董事會負責監督集團於環境、社會及管治範疇中的策略及匯報。集團管理層負責執行相關政策及措施，確保集團在環境、社會及管治方面的風險管理以及相應內部監控系統之有效性，促進集團的可持續發展。

With growing concern on corporate social responsibility, in order to enable stakeholders to have a better understanding of the policy, measures and performance regarding environment, society and governance of the Group, the Group has prepared this Environmental, Social and Governance Report (hereinafter referred as the “Report”) in accordance with the requirements of Appendix 27 Environmental, Social and Governance Reporting Guide of the Main Board Listing Rules of the HKEx.

The Report covers the principal businesses in relation to property development, property investment and property management during the period from January 1 to December 31, 2016 (hereinafter referred as the “reporting period”).

The Board is responsible for supervising the Group’s environmental, social and governance (“ESG”) strategy and reporting. The Management of the Group is responsible for implementing relevant policies and measures to ensure the effectiveness of risk management and internal control system in the environmental, social and governance aspects and to promote the Group’s sustainable development.

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為使本報告內容及信息能夠符合各持份者的期望，集團邀請了各部門的管理層及員工參與報告編製。通過檢視集團運作，了解環境、社會及管治範疇內的業務以及分析該類業務對持份者的重要性，我們為本報告制定了以下匯報範疇：

In order to provide stakeholder with contents and information which meet their expectation, the Group has engaged the Management and staff from various departments for the preparation of the Report. According to our review on the Group's operations, understanding towards related environmental, social and governance issues and analysis on the importance of those issues to stakeholder, we have developed the following reporting scope for the Report:

| 港交所「環境、社會及管治報告指引」範疇 | 重要的環境、社會及管治範疇  | Aspects set out in the Environmental, Social and Governance Reporting Guide of the HKEx | Material Environmental, Social and Governance Aspects  |
|---------------------|--|---|--|
| <b>A. 環境</b>        |  | <b>A. Environmental</b>   |  |
| A1. 排放物             | <ul style="list-style-type: none"> <li>房地產項目排放</li> <li>溫室氣體排放</li> <li>廢棄物</li> </ul>                           | A1. Emissions   | <ul style="list-style-type: none"> <li>Emissions from property development projects</li> <li>Emissions of greenhouse gases</li> <li>Waste</li> </ul>   |
| A2. 資源使用            | <ul style="list-style-type: none"> <li>能源使用</li> <li>水源使用</li> </ul>   | A2. Use of Resources  | <ul style="list-style-type: none"> <li>Use of energy</li> <li>Use of water</li> </ul>  |
| A3. 環境及天然資源         | <ul style="list-style-type: none"> <li>環境及天然資源的影響管理</li> </ul>   | A3. The Environment and Natural Resources   | <ul style="list-style-type: none"> <li>Management of the impact on the environment and natural resources</li> </ul>  |
| <b>B. 社會</b>        |  | <b>B. Social</b>  |  |
| B1. 僱傭              | <ul style="list-style-type: none"> <li>招聘及離職</li> <li>表現評估</li> <li>出勤及假期</li> <li>其他福利</li> <li>平等機會</li> </ul> | B1. Employment  | <ul style="list-style-type: none"> <li>Recruitment and dismissal</li> <li>Performance assessment</li> <li>Attendance and leave</li> <li>Other welfares</li> <li>Equal opportunities</li> </ul> |
| B2. 健康與安全           | <ul style="list-style-type: none"> <li>職業健康與安全</li> </ul>  | B2. Health and Safety   | <ul style="list-style-type: none"> <li>Workplace health and safety</li> </ul>  |
| B3. 發展及培訓           | <ul style="list-style-type: none"> <li>員工發展及培訓</li> <li>新員工培訓項目</li> <li>職能學院</li> <li>龍脈計劃</li> </ul>           | B3. Development and Training  | <ul style="list-style-type: none"> <li>Staff development and training</li> <li>New staff training course</li> <li>Vocational schools</li> <li>Longmai Plan</li> </ul>                          |
| B4. 勞工準則            | <ul style="list-style-type: none"> <li>防止童工及強制勞工</li> </ul>  | B4. Labour Standards  | <ul style="list-style-type: none"> <li>Prevention of child and forced labour</li> </ul>  |
| B5. 供應鏈管理           | <ul style="list-style-type: none"> <li>供應鏈環境及社會風險管理</li> </ul>   | B5. Supply Chain Management   | <ul style="list-style-type: none"> <li>Management of environmental and social risks in the supply chain</li> </ul>   |
| B6. 產品責任            | <ul style="list-style-type: none"> <li>產品及服務質量</li> </ul>  | B6. Product Responsibility  | <ul style="list-style-type: none"> <li>Quality of products and services</li> </ul>   |
| B7. 反貪污             | <ul style="list-style-type: none"> <li>反貪污及洗黑錢</li> </ul>  | B7. Anti-corruption   | <ul style="list-style-type: none"> <li>Anti-corruption and anti-money laundering</li> </ul>  |
| B8. 社區投資            | <ul style="list-style-type: none"> <li>社區參與計劃及捐贈</li> </ul>  | B8. Community Investment  | <ul style="list-style-type: none"> <li>Community engagement program and donation</li> </ul>  |

# 環境、社會及管治報告

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### A. 環境

#### A1 排放物

作為中國領先的房地產開發商，本集團重視項目的可持續發展，大力支持環境保護。集團的房地產項目遍佈中國各大城市，為數以萬計的客戶提供優質服務，亦推行全方位的減排減廢政策，從項目策劃到營運使用，每一階段都慎重考慮環保要素。本集團將環保元素注入項目設計理念，利用不同的創新科技和具有前瞻性的設計方案取得節能減排的目標，從源頭處進行排放控制。

本集團致力於遵守國內與環境方面有關的法例法規，包含但不限於《中華人民共和國環境保護法》、《中華人民共和國水污染防治法》、《中華人民共和國大氣污染防治法》以及《中華人民共和國固體廢物污染環境防治法》。於報告期間，本集團沒有發現任何違反與環境相關的法例法規之情況。

#### 房地產項目排放

本集團所有的房地產開發工程均外判予第三方承建商負責。因此，集團沒有直接產生因建築工程所引致的空氣、水及建築廢料污染。作為一家綠色企業，集團肩負起監管承建商環境保護工作的責任。集團訂立了《龍湖集團工程質量檢查評估管理辦法》，為文明施工評分，評分範疇包括完工清場、材料堆放及施工場地管理等；督促施工方將對周遭環境的影響降至最低。該評估會定期進行，後續選擇承建商時，也會把該評估結果納入考量。此政策鼓勵承建商推行環保施工，減低廢氣、廢水和建築廢料的排放，並安排合資格的回收商處理建築廢料，避免二次污染。

### A. ENVIRONMENTAL

#### A1 Emissions

As a leading real estate developer in China, the Group places high emphasis on sustainable development of projects and supporting environmental protection. The Group has real estate projects over major cities in China providing quality services for tens of thousands of customers. We implement comprehensive emission and waste reduction policies, such that environmental factors have been taken into serious consideration at every stage from project planning to operation. The Group introduces environmental elements into our project designs and achieves the target of energy conservation and emission reduction through various innovative technologies and forward-looking design proposals, so as to control emission at source.

The Group is committed to complying with laws and regulations with respect to the environment in China, including but not limited to the Environmental Protection Law of the People's Republic of China, Water Pollution Prevention and Control Law of the People's Republic of China, Law of the Peoples Republic of China on the Prevention and Control of Atmospheric Pollution and Law of the People's Republic of China on the Prevention and Control of Environmental Pollution by Solid Waste. During the reporting period, the Group was not aware of any non-compliance with laws and regulations with respect to the environment.

#### *Emissions from property development projects*

The construction of all the property development projects of the Group are outsourced to third-party contractors. As such, the Group does not directly generate air emissions, water discharge and construction waste pollution arising from construction work. However as a green enterprise, the Group shoulders the responsibility of supervising the environmental protection work of contractors. The Group has formulated Measures for Management of Project Quality Examination and Assessment of Longfor Group to evaluate construction work based on worksite clearance, storage of construction materials, worksite management and other factors, so as to encourage contractors to minimize impact on the environment. Such evaluation is carried out on a regular basis and the evaluation result will also be taken into account subsequently when selecting contractors. The policy encourages contractors to carry out green construction for reducing air emissions, water discharge and construction waste and to engage qualified recyclers to handle construction waste so as to avoid secondary pollution.

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### 溫室氣體排放

集團主要的溫室氣體排放來自於能源使用。在本報告期間，集團營運所產生的二氧化碳或同類溫室氣體 (CO<sub>2</sub>e) 共有 645,686 噸<sup>1</sup>。我們實行了不同的節能計劃以減低集團的碳足跡。請參考下面的「A2 能源使用」部份的滙報。

### 廢棄物

本集團內部產生的廢棄物主要為辦公室及項目區耗材。我們根據國際慣用的4R廢物管理原則(分別為重用物料、使用環保替代品、減少廢物和循環再造)，於日常運作中主動推行各種減排、減廢措施，減少行政辦公和物業管理所產生的廢棄物，並向員工和客戶推廣環保意識，鼓勵大家參與，達致協同增效作用。本集團於報告期間內產生的主要廢棄物為行政辦公的紙張、接待用的紙杯等紙製品，共計183噸；另外辦公室及項目區的飲用水膠樽，共計819公斤。<sup>2</sup>

本集團以合乎環保原則的方法處理所產生的廢棄物，所有辦公室、商場和物業管理產生的廢棄物均由合資格之外判商回收。集團亦著手從源頭開始減廢，各部門均推行了多種減廢措施，透過取代、減少及循環再用的原則減低所產生的廢棄物。

- 1 碳排放之計算參照英國環境、食物及農村事務部(Defra)出版之《英國政府溫室氣體滙報轉換因子》、香港交易所《環境關鍵績效指標彙報指引》及中國國家發展和改革委員會應對氣候變化司公佈之中國區域電網基準線碳排放因子。
- 2 此為集團於報告期間各耗材之採購量(與廢棄相若)，不包括租戶、業主或其他第三方於本集團項目或物業內產生之廢棄物。

### Emissions of greenhouse gases

Emissions of greenhouse gases by the Group are primarily attributable to use of energy. During the reporting period, carbon dioxide equivalent (CO<sub>2</sub>e) generated from the Group's operation totalled 645,686 tons<sup>1</sup>. We have executed various energy-saving plans to reduce our carbon footprint. Please refer to the part "A2 Use of Resources" below.

### Waste

Wastes generated internally by the Group are primarily consumables in its offices and project areas. In accordance with the internationally accepted 4Rs waste management principle (i.e. reusing materials, replacing with eco-friendly alternatives, reducing wastes and recycling), we have proactively implemented various emission and waste reduction measures in daily operation to reduce wastes generated from offices and property management, promoted awareness of environmental protection among staff and customers, and encouraged participation, so as to achieve synergy. During the reporting period, the major type of wastes generated by the Group were paper products, such as office paper and paper cups used in the reception, totalling 183 tons; and plastic bottles for drinking water at its offices and project areas, totalling 819 kilograms.<sup>2</sup>

The Group handles waste in line with green principles. All the wastes generated from its offices, shopping malls and property management are collected by qualified contractors. The Group also reduces wastes at source. Departments have implemented various waste reduction measures and reduced wastes based on the principles of replace, reduce and recycle.

- 1 The calculation of carbon emission is performed in accordance with UK Government Conversion Factors for greenhouse gas (GHG) reporting published by the Department for Environment, Food and Rural Affairs (Defra), Reporting Guidance on Environmental KPIs of HKEx and Baseline Emission Factors for Regional Power Grids in China promulgated by the Department of Climate Change of the National Development and Reform Commission of the PRC.
- 2 It represented the procurement volume (which is similar to the waste volume) of consumables of the Group during the reporting period and did not include those wastes generated by tenants, property owners or other third-parties in the Group's projects or properties.



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於日常辦公當中，集團推行無紙化辦公，利用電腦系統進行審批和記錄，杜絕浪費紙張。辦公室亦推行雙面打印，打印機採用有環保認證的硒鼓和墨盒並控制彩色打印數量，以及在打印機旁增設單面已印紙的回收盒，增加重用單面已印紙，以達到減少產生廢紙的目的。廢紙及紙箱則會交由回收商收集循環再造。辦公室員工皆自攜水杯，大大降低膠樽及紙杯的消耗。

除了行政辦公，本集團亦為各項目制定了一系列物業營運措施，減少包括集團自身和商場運作所產生的廢物，並確保廢物得到正確的環保處理。集團於各項目設置分類垃圾桶，為生活垃圾、建築垃圾分類及回收，增加回收再造效率。所有項目所產生的廢物均由合資格的專業清潔公司或市政環境衛生部門清潔及處理。而在垃圾堆放方面，本集團採用了先進的壓縮式垃圾箱，避免了異味和蚊蠅滋生。集團亦在項目區舉行垃圾分類培訓，主要對象為業主、垃圾分類宣傳員及物業清潔員等，以增加廢物回收的成效。在生物廢物方面，本集團在各項目物業的生化池及隔欄進行無害化微生物製劑維護處理，而生化池亦委託專業機構進行人工及機器清理，減少生物廢物排放。

### A2 資源使用

本集團不僅嚴格遵守《中華人民共和國節約能源法》，更從日常工作中培養僱員節約資源、循環再用的習慣。

為保護自然資源、提高營運效率，我們密切留意公司資源使用，確保資源利用最大化，杜絕浪費。本集團各部門定期匯報資源使用狀況，並針對問題及時作出行動。

In daily office work, the Group promotes paperless office, which makes use of computer system for approval and record, so as to avoid paper waste. Offices also promote double sided printing. Printers are installed with toners and ink cartridges with environmental certification and capable of controlling the number of colour printing. Recycling trays for printed papers are placed next to the printers, so as to increase the reuse of printed papers and generate less waste papers. Waste papers and paper boxes are collected by recyclers for recycling. In order to reduce the waste of plastic bottles and paper cups, office staff proactively bring their own cups.

Apart from offices, the Group has also formulated a series of initiatives in property management for projects to reduce the wastes generated by the operation of the Group itself and its shopping malls and ensure wastes are properly handled in an environmentally-friendly manner. The Group places recycling bins at project sites for sorting and recycling domestic wastes and construction wastes, and increasing the efficiency of recycling. All of the wastes generated from its projects are removed and handled by qualified professional cleaning companies or municipal sanitation department. For rubbish storage, the Group adopts advanced compression-type rubbish bins to avoid odour and flies and mosquitoes. The Group also organizes training on waste sorting in its projects areas, which mainly targets property owners, promoters of waste sorting and property cleaning staff etc., to improve the effectiveness of recycling of wastes. Regarding biological wastes, the Group performs hazard-free decomposition with microbial agents in biochemical pools and grilles of projects and professional contractors are engaged for the manual and mechanical cleaning of biochemical pools to reduce biological waste discharge.

### A2 Use of Resources

The Group strictly complies with the Energy Conservation Law of the People's Republic of China, and helps its employees to develop the habit of resource saving and recycling.

In order to protect natural resources and enhance operating efficiency, we closely monitor and maximise the use of resources and put an end to waste. Each of our departments reports on the use of resources regularly and takes timely action to tackle the problems identified.

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集團亦在各類天然資源和能源使用方面設立了一系列的政策，通過員工手冊及海報等宣傳手法推行各種節能減費措施，為員工提供參考。

### 能源使用

本集團直接能源使用主要為行政辦公用車的汽油，於報告期內，本集團所使用之汽油共303,205升。而集團的間接能源使用主要為電力，於報告期內共949,455,653千瓦時<sup>3</sup>。

我們明白減少能源消耗不單能降低溫室氣體的排放，更加為集團省去非必要開支。因此，集團於報告期間實行了多項節能計劃以增加能源效益。

行政辦公方面，集團為員工配置低功耗的筆記本電腦，而辦公室內的照明系統也採用節能照明燈。此外，集團也透過電郵及告示等渠道提高員工的節能意識，例如向員工宣傳下班後隨手關燈、關空調等。我們增加辦公室內的視頻設備，盡可能通過視像會議溝通，減少出差次數，務求降低交通工具燃油所產生的碳排放。最後，集團對各商業物業項目的空調系統也進行了改造，採用冰蓄冷技術提高空調系統效率，以減少用電。

The Group also compiles a series of policies in respect of the use of various natural resources and energy, and promotes energy-saving and cost-saving measures through staff manual and posters for employees' reference.

### Use of energy

The Group's direct energy consumption was mainly petrol used in vehicles for administrative purpose. During the reporting period, the volume of petrol used by the Group totalled 303,205 litres. The Group's indirect energy consumption was mainly electricity, totalling 949,455,653 kWh<sup>3</sup>.

We are aware that reduction in energy use not only can reduce greenhouse gases emission, but also save unnecessary expenses for the Group. As such, during the reporting period, the Group has implemented various energy-saving plans to enhance its energy efficiency.

In our offices, the Group provides employees with low-power-consuming notebooks, and energy-efficient lighting system are deployed in office. In addition, the Group raises employee awareness of energy-saving through emails and notices, such as reminding them to turn off the lights and air-conditioners after work. We install video equipment in the offices to promote video conferencing as possible and curtail business travel to bring down carbon emissions from transportation. Lastly, the Group has remodified the air-conditioning system in our commercial property projects and adopted ice thermal storage technology to raise the efficiency of the air-conditioning system, thereby reducing electricity consumption.

<sup>3</sup> 這些能源用量並不包括租戶、業主或其他第三方於本集團項目或物業內之能源用量。

<sup>3</sup> The energy consumption did not take into account the energy consumed by tenants, property owners or other third parties in the Group's projects or properties.

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集團於各大城市的物業營運部門積極為區內的房地產項目推行節能措施，以身作則帶動整個行業推行相應節能措施。通過各地物業營運部門的努力，我們在各個城市取得了以下成果：

The Group promotes energy-saving in property management departments in major cities for the real estate projects in the region, taking a lead in driving the industry to undertake corresponding energy-saving measures. With the efforts of the property management departments, we have achieved the following results in various cities:

| 地區公司<br>Regional<br>Company | 節能減排措施及成效<br>Measures and results of energy conservation and emission reduction   |
|-----------------------------|---|
| 大連<br>Dalian                | <ul style="list-style-type: none"> <li>• 地下停車場更換LED節能燈767個，每年節約289,000千瓦時電量</li> </ul> Replacing with 767 LED energy-saving lights for underground car parks, saving 289,000 kWh of electricity per year  |
| 蘇南<br>Sunan                 | <ul style="list-style-type: none"> <li>• 樓層通道及地下停車場更換LED節能燈9,175個</li> </ul> Replacing with 9,175 LED energy-saving lights for passageways and underground carpark  |
|                             | <ul style="list-style-type: none"> <li>• 灑瀾山、酈城項目樓層通道36個手動照明開關改為聲控開關</li> </ul> Replacing 36 manual light switches with voice-controlled switches for the passageways of Rose and Ginkgo Valley and Sunshine City Project   |
|                             | <ul style="list-style-type: none"> <li>• 九裡香醍項目樓層通道、電梯大堂、消防通道轉彎口共600個手動照明開關改為聲控開關</li> </ul> Replacing a total of 600 manual light switches with voice-controlled switches for the passageways, elevator halls and fire exit corners of Fragrance Chianti                         |
|                             | <ul style="list-style-type: none"> <li>• 九墅項目停車場普通日光燈改造成LED節能燈，總共計780個</li> </ul> Retrofitting a total of 780 common fluorescent lights to LED energy-saving lights for the carpark of Jiu Shu Project  |
| 蘇州<br>Suzhou                | <ul style="list-style-type: none"> <li>• 將項目傳統照明燈改為LED節能燈，共3600個</li> </ul> Retrofitting a total of 3600 traditional fluorescent lights to LED energy-saving lights for projects  |
| 上海<br>Shanghai              | <ul style="list-style-type: none"> <li>• 酈城、蔚瀾香醍、好望山、灑瀾山等項目停車場照明改造為LED節能燈，總共3,500個</li> </ul> Retrofitting a total of 3,500 carpark lights to LED energy-saving lights for Sunshine City, Azure Chianti (Bai Yin Lu), Hill of Good Hope, Rose and Ginkgo Villa and other projects |
| 青島<br>Qingdao               | <ul style="list-style-type: none"> <li>• 樓層通道及地下停車場更換LED節能燈208個</li> </ul> Replacing with 208 LED energy-saving lights for passageways and underground car parks  |
| 重慶<br>Chongqing             | <ul style="list-style-type: none"> <li>• 項目照明燈具更換為LED節能燈，總共30,324個，每年節省電量總共約1,377,000千瓦時</li> </ul> Replacing a total of 30,324 lighting fixtures with LED energy-saving lights, saving about 1,377,000 kWh of electricity per year in total                                      |
|                             | <ul style="list-style-type: none"> <li>• 為變壓器、電梯進行節能改造，每年節省電量總共約815,000千瓦時</li> </ul> Carrying out energy-saving renovation for transformers and elevators, saving about 815,000 kWh of electricity per year in total   |

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|-----------------------------|---|
| 寧波<br>Ningbo                | <ul style="list-style-type: none"> <li>項目照明燈具更換為LED節能燈，總共1,880個，每年節省電量總共約126,000千瓦時<br/>Replacing a total of 1,880 lighting fixtures with LED energy-saving lights, saving about 126,000 kWh of electricity per year in total</li> </ul>  |
| 北京<br>Beijing               | <ul style="list-style-type: none"> <li>11個項目地下停車場更換LED節能燈4,945個，每年節約850,000千瓦時電量<br/>Replacing with 4,945 LED energy-saving lights for 11 underground car parks, saving 850,000 kWh of electricity per year</li> </ul>  |
| 杭州<br>Hangzhou              | <ul style="list-style-type: none"> <li>杭州紹興原著、春江彼岸、香醍溪岸等項目於2015年實施了地下車庫LED燈改造，總共更換2,425個LED節能燈，每年節電超過420,000千瓦時，節電率達60%<br/>Renovating underground car parks of Shaoxing Hometown, Chunjiang Land, Chianti Riverside and other projects in Hangzhou with LED lighting in 2015, replacing a total of 2,425 LED energy-saving lights, saving more than 420,000 kWh of electricity per year and reaching an energy saving rate of 60%</li> </ul>   |
| 廈門<br>Xiamen                | <ul style="list-style-type: none"> <li>嘉譽1期項目地下停車場更換645個LED節能燈，每年節省電量約139,000千瓦時<br/>Replacing with 645 LED energy-saving lights for the underground car parks of Jiayu Phase I (嘉譽1期項目), saving about 139,000 kWh of electricity per year</li> </ul>   |
| 成都<br>Chengdu               | <ul style="list-style-type: none"> <li>10個項目完成了無負壓二次供水設備改造，其中金楠天街、世紀城和時代天街項目於2015年整改完成，此3個項目水泵節能改造後每年可節約電量約45,000千瓦時<br/>Completed the renovation of non-negative pressure secondary water supply equipment for 10 projects, among which Jinnan Paradise Walk, Century City and Times Paradise Walk completed the renovation in 2015, saving about 45,000 kWh of electricity per year after the water pump energy-saving renovation.</li> </ul> |

### 水源使用

於本報告期間，集團的總用水量為18,541,919立方米<sup>4</sup>。

本集團深明水資源的寶貴，並落實實質用水效益計劃降低水資源用量。集團的總部及地區公司均會通過電郵及告示等渠道提高員工的節約用水意識，例如提醒員工及時關閉水龍頭，節約用水等。而集團所有的商業物業亦安裝了不同的節水裝置，例如使用感應式水龍頭、變頻式水泵等，根據實際用量自動控制供水量，減少食水浪費。

### Use of water

During the reporting period, the Group's aggregate water consumption amounted to 18,541,919 cubic meters<sup>4</sup>.

The Group recognizes the preciousness of water resources and implements concrete plans on water efficiency to reduce water consumption. In our headquarter and regional companies, we enhance employee awareness of water conservation through emails, notices and other channels. For example, we remind employees to turn off water taps after use and save water. All of the commercial properties of the Group are installed with water-saving devices, such as sensor faucet and variable speed pump, which automatically control water supply based on actual consumption, and thus reducing water wastage.

<sup>4</sup> 此用水量並不包括租戶、業主或其他第三方於本集團項目或物業內之用水。

<sup>4</sup> The water consumption did not take into account the water consumed by tenants, property owners or other third parties in the Group's projects or properties.

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此外，我們雖然不能夠直接控制各房地產項目的業主及租戶的耗水量，但各大城市的物業營運部門均主動採取多項措施，減低耗水量，詳見案例如下：

Besides, although we cannot directly control the water consumption of property owners and tenants of our real estate projects, our property management departments in major cities have proactively taken various measures to reduce water consumption. Details of cases are as below:

| 地區公司<br>Regional<br>Company | 節水措施及成效<br>Measures and results of water saving   |
|-----------------------------|---|
| 蘇南<br>Sunan                 | <ul style="list-style-type: none"> <li>• 鄞城項目一期及二期的園景綠化分別採用噴灌方式取代傳統澆灌，比舊有方法節省用水30%，每年節水量約3,600噸<br/>Replacing traditional watering with irrigation for landscaping and greening of Sunshine City I &amp; II, saving 30% more water compared with past approach, and representing approximately 3,600 tonnes of water saved per year</li> </ul>  |
| 上海<br>Shanghai              | <ul style="list-style-type: none"> <li>• 鄞城草地夏季澆灌已採用河道水，可有效降低市政用水，每年節水量約4,500噸<br/>Using river water for the summer watering in the lawn of Sunshine City, reducing the consumption of municipal water effectively, and representing approximately 4,500 tonnes of water saved per year</li> </ul>  |
| 重慶<br>Chongqing             | <ul style="list-style-type: none"> <li>• 各項目進行廢水利用、管道查漏維修等節水工程，每年節省用水總共約19,100噸<br/>Carrying out water conservation work including wastewater utilization, leak checking and maintenance of pipes in our projects, saving about 19,100 tonnes of water per year in total</li> </ul>   |
| 北京<br>Beijing               | <ul style="list-style-type: none"> <li>• 灤瀾山、香醍漫步、香醍溪岸項目園景綠化使用移動微噴澆灌技術取代傳統澆灌，覆蓋面積達213,700平方米，每年節水量達45,800噸<br/>Replacing traditional watering with mobile micro-irrigation technology for landscaping and greening of Rose and Ginkgo Villa, Chianti, Chianti Riverside projects, covering an area of 213,700 square meters and saving 45,800 tonnes of water per year</li> <li>• 各項目的清潔工作引進無水化作業模式，增加擦拭工序，減少用水沖洗；日常清潔使用掃地車、三合一地板清洗車、和高壓水車來沖洗地面，代替傳統的大水沖洗減少水資源浪費；利用雨天進行路面刷洗，節省水資源<br/>Applying waterless operation mode in cleaning work of our Projects and reducing water washing by increasing wiping process; using sweeping cars, 3-in-1 floor-cleaning cars and high-pressure water jets for daily cleaning to replace traditional washing and reduce water wastage; performing road washing during rainy days, so as to save water</li> <li>• 唐寧、頤和原著兩個項目的園區排水系統進行改造，將可再用的水用於草坪澆灌，每年節水量達2,200噸<br/>Retrofitting the drainage system of gardens of Tangning and Summer Palace Splendor projects, allowing reuse of water for lawn irrigation and saving 2,200 tonnes of water per year</li> </ul> |
| 杭州<br>Hangzhou              | <ul style="list-style-type: none"> <li>• 香醍溪岸園區綠化噴灌用水啟用了中水處理系統，自營運以來節省用水總共約13,057噸<br/>Adopting reclaimed water treatment system for sprinkling irrigation of garden greening of Chianti Riverside, saving about 13,057 tonnes of water in total since its operation</li> </ul>   |

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| 地區公司<br>Regional<br>Company | 節水措施及成效<br>Measures and results of water saving   |
|-----------------------------|---|
| 廈門<br>Xiamen                | <ul style="list-style-type: none"> <li>制定員工宿舍每人每月的用水量，超過限量後水費自付<br/>Setting a limit on the water consumption per person per month in staff quarters and requiring staffs to pay their own water bills when exceeding such limit</li> <li>物業衛生間採用節能型水箱；而洗手盆則採用節能水龍頭。<br/>Installing energy-saving toilet tanks in our properties; and energy-saving faucets for washing basins.</li> </ul> |
| 成都<br>Chengdu               | <ul style="list-style-type: none"> <li>各項目更換節水水龍頭總共約1,395個，減少用水約25%，年節水量約3,400噸<br/>Replacing with a total of 1,395 water-saving faucets, saving approximately 25% water and representing approximately 3,400 tonnes of water saved per year</li> </ul>   |
| 煙台<br>Yantai                | <ul style="list-style-type: none"> <li>部門辦公室將所有用水閥門關閉2/3，減低水流同時不影響使用效果，節省用水<br/>Closing 2/3 of the water valves in our branch offices, reducing water flow without affecting the effectiveness to save water</li> </ul>   |

### A3 環境及天然資源

#### 環境及天然資源的影響管理

本集團一直致力於減低集團營運對環境以及天然資源所帶來的影響。我們於日常運作中不斷評估及監察環境風險，並及時作出對應的控制措施，務求保護周遭環境及天然資源。

因此，除了在上述排放物及資源使用方面的措施外，集團亦在保護環境及天然資源方面實行了一系列措施。例如，商場的空調系統運作時會產生一定的噪音，因此為避免影響附近居民，集團為靠近住宅區的商場所設置的空調系統加裝隔音設備。另外，商場外牆的廣告牌及顯示屏所發出的光線有可能對附近住戶造成影響，故此集團於晚上十點準時關閉所有廣告牌及屏幕的照明系統。最後，商場內食肆排出的油煙可令周邊大廈沾上油污，散出的氣味亦影響附近的住戶，故而集團要求所有餐飲商戶為油煙排放系統安裝油煙過濾裝置，減少對鄰近物業的影響。

### A3 The Environment and Natural Resources

#### Management of the impact on the environment and natural resources

The Group is committed to reducing the impact of its operation on the environment and natural resources. In our day-to-day operation, we continuously evaluate and monitor environmental risks and timely put in place control measures to protect the environment and natural resources.

Therefore, in addition to the above measures in respect of pollutants and use of resources, the Group has also implemented a series of measures in respect of protecting the environment and natural resources. For example, in order to prevent the nearby residents from being affected by certain noise generated from air-conditioning system of our shopping malls, the Group installs sound insulation equipment on the air-conditioning system of shopping malls near to residential areas. Besides, the light emitted from billboards and screens of external walls of shopping malls may affect nearby residents, so the Group turns off the lighting system of the billboards and screens at 10p.m. Lastly, as oil fume emitted from restaurants of shopping malls may stain nearby buildings and the smell from those restaurants may affect nearby residents, the Group requires all restaurants to install fume filtering device so as to reduce the impact on the neighbouring properties.

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此外，我們於項目設計時加入環境保護元素，體現源頭減廢的理念。於本報告期間，集團位於北京的天璞項目由於積極加入節能減排、利用再生能源及加強綠化等設計，因此得到政府部門及認證機構的肯定，取得由住房和城鄉建設部科技發展促進中心頒發的「三星級綠色建築設計標識」以及由美國綠色建築物協會頒發的「LEED® Gold 預認證」。而集團的其他項目，包括上海的虹橋天街項目和北京的西宸原著項目，亦得到「三星級綠色建築設計標識」。

In addition, we introduces environmental protection elements in project designs to reduce emissions at source. During the reporting period, the application of designs making use of renewable energy and enhancing greening in Emerald Legend, a project of the Group in Beijing was recognized by government authorities and certification bodies and was awarded the “Three-star Authentication of Green Building” from Technology Development Promotion Centre of Ministry of Housing and Urban-Rural Development and “LEED® Gold Precertification from the U.S. Green Building Council. Other projects of the Group, including Hongqiao Paradise Walk in Shanghai and Jade Mansion in Beijing, was also awarded the “Three-star Authentication of Green Building”.

## B. 社會

### B1 僱傭

集團主張公平、道德的勞工政策。我們建立了完善的人力資源政策與制度於各營運部門實施，內容涵蓋員工薪酬、離職、招聘、升遷、工時、假期、平等機會及其他員工福利等，方便員工清晰了解自己 and 集團的權利與義務。管理層會定期檢視、更新這些政策和制度，確保內容與時俱進。

#### *招聘及離職*

集團積極招納價值觀及理念與集團相符的員工。為增加招聘效率，集團與獵頭公司合作，發掘合適人才。為規範獵頭渠道使用，集團建立了《獵頭渠道招聘管理指引》，訂立了引入、管理、評估及獎懲獵頭公司的統一標準。獵頭合作夥伴為集團管理招聘事宜，設立公平競爭平台。培養獵頭公司成為戰略合作夥伴有助本集團引入優質人才。

## B. SOCIAL

### B1 Employment

The Group insists fair and ethical labour policy. We have established comprehensive human resources policies and systems to be implemented in all our departments, covering employee remuneration, dismissal, recruitment, promotion, working hour, leave, equal opportunities and other employee benefits. It facilitates our employees to understand their own and the Group's rights and obligations. The Management regularly reviews and updates those policies and systems to ensure that the contents are updated.

#### *Recruitment and dismissal*

The Group actively recruits employees whose values and concepts are in line with those of the Group. In order to enhance the efficiency of recruitment, the Group cooperates with headhunting firms to explore suitable talents. To regulate the use of headhunting agencies, the Group has established the Guidelines on Management of Recruitment through Headhunting Agencies and formulated unified standards for introducing, managing, evaluating and rewarding headhunting firms. Headhunting partners will manage recruitment matters for the Group and offer a platform for fair competition. Establishing strategic cooperation with headhunting firms enables the Group to better attract talents.

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集團建立的《員工離職管理辦法》秉承尊重、關心員工的原則，嚴格遵循國家《勞動合同法》相關規定，具體規範了員工離職形式、離職補償標準及離職手續辦理等離職管理。

### 表現評估

為激勵優秀員工，鞭策後進員工，持續提高全員的績效水平，集團定製《個人績效等級評估管理辦法》，用以規範員工績效評估等級以及員工任職、薪酬和發展等方面的標準，提升績效管理水平，創造公平公正的用人環境。

### 出勤及假期

為規範出勤及假期管理，集團以國家法律法規為基礎制定了《出勤及假期管理辦法》。該政策列明員工工作時間，打卡範圍，帶薪年假、病假、事假、婚假、產假等各類福利假期以及遲到、早退、曠工等缺勤情況的處理方法。我們希望透過此政策規範員工出勤及休假管理，建立正常的工作秩序。

### 其他福利

為照顧員工上下班的交通需要，本集團特設《員工車輛使用補貼及交通補貼管理辦法》，訂明交通補貼的要求及發放標準。我們為私車公用的員工提供車輛使用補貼，以補償員工車輛使用和維護的花費。另外，公司亦為非私車公用的員工提供交通補貼，減輕員工於往來交通方面的經濟負擔。對於補貼的標準以及發放方式等問題，政策均做出了具體規範。

Staff Dismissal Management Methods, which was formulated by the Group, adheres to the principle of respecting and caring for staff and complies with relevant requirements of the Labour Contract Law of the PRC. It specifies the manner of dismissal, compensation standard, dismissal formalities and other matters in relation to dismissal management.

### Performance assessment

In order to encourage talented staff, push underachievers and constantly improve the performance level of all of the staff, the Group has formulated the Measures for Assessment and Management of Individual Performance, which specifies the assessment criteria of staff performance as well as standards on staff recruitment, remuneration, development and other aspects. It enhances the standard of performance management and creates a fair and equitable employment environment.

### Attendance and leave

In order to regulate the management of attendance and leave, the Group has formulated the Measures for Management of Attendance and Leave based on national laws and regulations. The policy specifies the working hour, clocking-in, paid annual leave, sick leave, personal leave, marriage leave, maternity leave and other benefits and leave as well as the handling of lateness, early leave and absence from work. We aim at utilizing the policy to regulate the management of attendance and leave and establish normal working order.

### Other welfares

In order to satisfy the transport needs of staff travelling to work, the Group has formulated the Measures for Management of Vehicle Use and Transport Supplement for staff, specifying the requirements and granting criteria of the transport allowance. We provide vehicle use allowance for staff driving their private cars for business purposes to compensate them for the expenses on use and maintenance of cars. Besides, the Company provides transport allowance for staff not driving their private car for business purposes to ease their economic burden of transport. Regarding the standards of allowance, ways of granting and other issues, specific provisions have been set out in the policy.



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### 平等機會

尊重每一位員工是本集團的一概準則。我們努力保障所有員工不論職位、資歷，都受到公平的對待，杜絕因任何原因、以任何方式造成的職場歧視行為。我們鼓勵遇到歧視的員工及時向人力資源部門舉報，經內部審計部門獨立調查後，由管理層跟進處理。

為及時發現基礎人事和薪酬福利操作中有可能存在的問題、規避風險和優化管理，集團建立了《基礎人事和薪酬福利操作例行檢查管理辦法》。此例行檢查政策覆蓋基礎人事、薪酬操作和福利操作三個範疇，主要檢查操作是否符合集團規定的政策和流程，關鍵資料和流程文件存檔是否完整，以及人力資源信息系統中的員工資料和流程操作是否及時準確。

集團一直遵守《中華人民共和國勞動法》及《中華人民共和國工會法》等與人力資源相關的法律法規，並依法訂立《勞動合同管理辦法》以規範勞動合同的簽訂期限、續簽和變更程序，以及臨時和短期人員的管理。於本報告期間，集團並未發現任何違反與人力資源相關的法例和法規之重大情況。

### Equal opportunities

Respecting every staff has been a persistent principle of the Group. We strive to guarantee fair treatment for all our staff regardless of their positions and qualification and avoid workplace discrimination of any kind. We encourage staff who encounter discrimination to promptly report to our human resources department. After independent investigation conducted by our internal audit department, the Management will follow up.

In order to promptly identify possible issues in basic personnel and remuneration and welfare operation, mitigate risks and optimize management, the Group has formulated the Measures for Management of Routine Checking of Basic Personnel and Remuneration and Benefit Practices. The routine checking policy covers three areas, which are basic human resource issues, remuneration practices and welfare practices. It mainly examines whether the practices are in compliance with the policies and processes specified by the Group, whether the filing of major information and process documents are complete, as well as whether the staff information and process operation of our human resources information system are timely and accurate.

The Group has been in compliance with laws and regulations in relation to human resources, such as the Labour Law of the People's Republic of China and the Trade Union Law of the People's Republic of China, and it has formulated the Measures for Management of Labour Contracts to regulate the terms, renewals and amendments of labour contracts as well as the management of temporary and short-term staff. During the reporting period, the Group was not aware of any material non-compliance with laws and regulations with respect to human resources.

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### B2 健康與安全

#### 職業健康與安全

本集團嚴格遵守《國家安全生產法》以及《職業健康安全管理体系認證》，務求提供予僱員、承建商、外判商乃至客戶一個安全健康的環境。

在集團所有的業務中，房地產開發項目被視為風險最高的工作場所。集團雖然對於承建商及外判商員工的施工安全不具直接控制權，但本著安全第一、以人為本的理念，我們肩負起督察外判商的責任，為房地產開發項目部門建立了《龍湖集團在建項目施工安全管理辦法》以提供安全管理指引，確保該部門員工有能力監管承建商及外判商的施工安全措施，預防生產安全事故，保障工人健康。我們亦建立地區分公司級和項目級安全生產管理組織架構，與各承建商及外判商制定事前和事中安全管理施工措施，加強安全檢查。除此以外，本集團亦為物業營運員工建立了《龍湖物業員工安全管理》，界定物業管理員工的職責及分工，說明常見的防護措施，列明安全工作程序及注意事項，提供事故發生時的應對方法，確保每項風險都受到監察及管理機制控制。

我們不但確保工作及生產設備的安全性都符合最新的法例要求，亦會為員工提供定期身體檢查計劃，保障員工健康。我們訂立了安全目標及應急計劃，並保留安全記錄進行定期評核。另一方面，集團提供全員安全培訓，通過視頻講解案例，讓員工知悉我們的安全規定，並製作簡單易明的安全標語、掛圖，張貼於員工辦公區域的顯眼位置，時刻提醒員工保持安全意識，減低常見安全隱患。

### B2 Health and safety

#### Workplace health and safety

The Group strictly follow the State Administration of Work Safety Act and the National Standard of Occupational Health and Safety Management Systems to provide a safe and healthy working environment to its employees, contractors, subcontractors and customers.

Among all of the business of the Group, property development projects are regarded as the riskiest workplace. Although the Group does not have direct control on the construction safety of staff of contractors and subcontractors, we believe that safety shall always come first, we take the people-oriented concept and we shoulder the responsibility of supervising contractors and has established the Measures for Management of Safety of Projects under construction of Longfor Group for our property development project department to provide safety management guidelines to ensure the department staff are capable of supervising the construction safety measures of contractors and subcontractors, so as to avoid the occurrence of safety incidents and protect the health of labour. We have also established safe production management organisational structure at regional company level and project level and formulated safe construction measures in advance and during construction to enhance safety checks. In addition, the Group has established the Management of Staff Safety of Longfor to specify the responsibilities and duties of property management staff, instruct common protective measures, set out safety working procedures and precautions, provide ways to cope with incidents and ensure that risks are monitored and controlled under management mechanism.

Apart from ensuring that the safety of our working and production equipment conform to the latest statutory requirements, we provide regular body check for our staff to safeguard their health. We set safety targets and emergency plans and keep safety record for regular assessment. On the other hand, the Group provides staff safety training which include case study via videos and enable staff to be aware of our safety requirements. Simple slogans and posters are displayed prominently in office areas to remind our staff to maintain safety awareness and mitigate common safety risks.

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於本報告期間，集團並未發現任何嚴重違反與工作場所健康與安全相關的法例和法規之情況。

### B3 發展及培訓

#### *員工發展及培訓*

我們十分重視員工的發展，在全力邁向集團自身目標的同時，也致力幫助員工實踐事業目標。我們根據員工的工作崗位及職責建立了完善的培訓政策，詳細制定了滿足員工發展需要的培訓系統。我們為員工提供包括內部培訓、外部課程在內的全方位培訓計劃，內容不單涵蓋專業、技術層面，亦著重促進員工個人發展。除此之外，我們也為集團每年聘請的眾多畢業生量身定造了培訓及指導計劃，為集團培育新血，支持集團的長遠發展。

#### *新員工培訓項目*

集團專門為新員工推出了多項培訓計劃，例如龍湖集團仕官生培訓特訓營、仕官生培訓訓練營、新員工入職培訓之區域龍紋製造項目、新員工工作坊、新入中高管培訓等，協助新員工了解本集團的企業文化和價值觀，掌握必備的基本技能知識，以儘快融入工作崗位。

#### *職能學院*

除此以外，集團亦成立工程學院、造採學院和運營學院，重點訓練不同部門及崗位的員工，提高其工作水平以達致雙贏。集團計劃繼續開發客研、營銷、財務、研發、投發等更多職能學院，務求所有部門、職能的員工都能得到適當的專業培訓，增強集團的生產能力。

During the reporting period, the Group was not aware of any material non-compliance with laws and regulations in relation to workplace health and safety.

### B3 Development and training

#### *Staff development and training*

We attach great importance to staff development and pay effort in helping our staff to achieve their career goals along with promoting the development of the Group. We have formulated comprehensive training policies according to staff's posts and duties and developed comprehensive training system to satisfy staff development needs. We provide our staff with all-around training programme including internal training and external courses, covering not only professional and technical fronts, but also emphasis of fostering staff's personal development. In addition, we also customize training and mentoring programme for fresh graduates employed by the Group each year, so as to nurture new blood to support the long-term growth of the Group.

#### *New staff training courses*

The Group launches various training programs for new staff, such as Longfor special training camp for management trainees, standard training camp for management trainees, orientation training of regional mark for new staff, new employee workshops, training for new middle and senior management, to assist new staff in understanding the Group's corporate culture and values and mastering necessary and basic skills and knowledge and quickly fitting into their posts.

#### *Vocational schools*

In addition, the Group has also established engineering school, cost and procurement school and operation school, targeting staff in different posts in different departments to enhance their working standard and achieve a win-win situation. The Group intends to continue to develop more vocational schools including customer research, marketing, financial, R&D and investment, so as to provide appropriate professional training for staff in different posts in all our departments and enhance the Group's production capacity.

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### 龍脈計劃

龍脈計劃作為領導力培養體系中的高潛質人才培訓項目，旨在為集團中高級管理人員提供發展平台，激發企業家精神，擴展業務視野。此項目由董事長吳亞軍聯同北京大學國家發展研究院、國際級管理諮詢公司麥肯錫等業界頂尖培訓發展資源，通過課程面授、虛擬學習社區和行動學習小組等方式，多方面促進成員在體驗中學習，以及在實踐與反思中成長。

本報告期內集團提供的培訓詳細資料如下：

| 範疇<br>Area   | 績效<br>Performance |
|--|-------------------|
| 財政年度員工培訓總時數<br>Total number of hours of staff training in the financial year                             | 1910              |
| 財政年度內部導師總人數(不含管理層)<br>Total number of internal tutors in the financial year (excluding management staff) | 345               |
| 財政年度內部導師總人數(管理層級)<br>Total number of internal tutors in the financial year (management level)            | 19                |

### Longmai Plan

As a leadership training programme for high potential talents, Longmai Plan aims at providing a platform for development of the Group's middle to senior management staff, inspiring their entrepreneurial spirit and broadening their business horizon. With the support of Madam WU Yajun, our Chairman, together with National School of Development at Peking University and McKinsey&Company, a global management consulting company and the industry's best training resources, through face-to-face classes, virtual learning community and workshops, such program will facilitate its members to learn from experience and grow with practices and reflection.

Details of training provided by the Group during the reporting period are as follows:

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### B4 勞工準則

#### 防止童工及強制勞工

本集團嚴格禁止聘用童工及強制勞工，並訂立了一系列政策確保內部控制體系完善，杜絕童工或強制勞工現象發生。明確本集團招聘審查程序的《龍湖物業員工背景信息審核管理辦法》要求人事部門核實應聘者身份信息，確認應聘者年齡並進行背景審查，確保所得資料的真實性。我們亦會應《基礎人事和薪酬福利操作例行檢查管理辦法》中的要求，定期檢查、審核人力資源信息系統中員工的個人信息、家庭信息及過往從業經驗等關鍵信息，杜絕聘用童工及強制勞工。對於較高風險的非全職員工，集團也建立了《實習、臨聘、勞務合同人員管理操作指引》以規避意外聘用童工或強制勞工的風險。

此外，集團也嚴禁各承建商和外判商聘用童工或強制勞工，要求第三方在服務承包合同上加入相關條款，並將員工名單交予我們備案。集團會與第三方共同審核外判員工信息的準確度和完整性，從而避免童工或強制勞動的出現。

於本報告期間，集團並未發現任何違反防止童工或強制勞工的法例和法規的嚴重情況。

### B4 Labour Standards

#### Prevention of child and forced labour

The Group strictly prohibits child labour and forced labour and has formulated a series of policies to ensure comprehensive internal control to prevent child labour and forced labour. Measures for Management of Examination of Staff Background Information of Longhu Property Management, which specifies the Group's recruitment due diligence process, requires the human resources department to verify the candidates' identity information to confirm their age and conduct background checks to ensure the truthfulness of information received. We also conduct regular checks and examination on staff's personal information, family information, past working experience and other major information in our human resources information system, so as to prevent the employment of child labour and forced labour. Regarding non-full-time staff who are at higher risk, the Group has also developed the Operational Guidelines for Management of Interns, Temporary and Contracting Staff to eliminate the risks of unintentional employment of child labour and forced labour.

Besides, the Group prohibits contractors and subcontractors from employing child labour and forced labour through requiring the third parties to include relevant terms in their service contracts and deliver the list of staff to us for record. The Group and the third parties will jointly examine the accuracy and completeness of the information of outsourced staff to avoid child labour and forced labour.

During the reporting period, the Group was not aware of any material non-compliance with laws and regulations in relation to child labour and forced labour.

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### B5 供應鏈管理

#### 供應鏈環境及社會風險管理

為確保集團項目及服務的營運都以盡可能環保的方法進行，我們在上述環保措施之外還訂立了推動外判商、供應商等第三方推行綠色商業的政策。集團在選擇外判商、供應商的過程中，除了一般的產品、服務質量等商業因素外，還會將其對社會責任及環境保護的貢獻納入考量的評分機制。

有鑑於此，集團建立了《龍湖集團材料設備供應商管理辦法》。在選用供應商前，集團會進行工廠實地考察，並在標準表格《材料設備實地考察表》中詳細評價工廠在主要原材料檢驗、三廢處理、質量管理體系等方面的完善程度，得出優、良、中、差評級，淘汰中、差評級的供應商。目前，本集團已經評核了高達百分之九十的材料供應商。此外，原材料送達工地後，集團會根據《龍湖集團項目進場材料設備檢查管理規定》檢查原材料規格，驗證相關牌照、證書，確保其成份符合質量及環保標準。集團每半年對供應商進行回顧和評估，調整不合格和有待改進的供應商，終止與甲醛釋放量超標等環保、安全性能不達標的，質量管控體系評估三次不合格的，以及項目出現大範圍質量問題的單位合作。

### B5 Supply Chain Management

#### Management of environmental and social risks in the supply chain

In order to ensure the Group's operation of projects and services are carried out in an environmental friendly manner, other than the above environmental protection measures, we also formulate policies to encourage contractors, suppliers and other third-parties to promote green business. When selecting contractors and suppliers, the Group adopts an evaluation mechanism which takes into account social responsibilities and their contribution in environmental protection in addition to common commercial factors such as product and service quality.

As such, the Group has established the Measures for Management of Materials and Equipment Suppliers of Longfor Group. Before selecting suppliers, the Group will conduct on-site inspections in factories and make a detailed assessment of the performance regarding their raw material inspection, three wastes treatment and quality control mechanism on the Form of On-site Inspection of Materials and Equipment, the rating scale of which includes excellent, good, fair and poor and supplier being rated as fair and poor will be eliminated. Currently, the Group has assessed up to 90% of the material suppliers. Besides, after the raw materials are delivered to our project site, the Group will check the specifications of raw materials, verify relevant licenses and certificates according to the Regulation of Management of Project Site Materials Inspection of Longfor Group to ensure the material compositions meet the quality and environmental protection standards. The Group conducts review and assessment on suppliers semi-annually to manage unqualified suppliers and terminate the cooperation with suppliers who fail to meet environmental and safety standards, such as excessive emission of formaldehyde, suppliers who are unqualified for three times in our quality control assessments as well as suppliers who causes significant quality issues in our projects.

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另外，集團亦建立了《龍湖集團材料設備採購管理制度》，定期抽查工廠，工廠抽查比率不得低於當年度集團集中採購過的供應商總數的一半。對於各地區分公司所使用的第三方供應商，每季度的抽查不得少於一次。我們會根據工廠抽查、駐廠檢查的實際情況填報《工廠檢查記錄表》、《駐廠檢查記錄表》，也將部分檢驗和破壞性試驗工作交由國家認可的第三方機構進行，只續用調查結果令人滿意的供應商。

### B6 產品責任

#### 產品及服務質量

為確保房地產項目的質量，集團會根據《龍湖集團工程質量檢查評估管理辦法》中的評審方法為項目進行評核，評審防滲漏工程、鋼筋工程、混凝土工程等不同種類的工程質量，為項目進行評分及後續檢討以改善不足。

本集團建立了《龍湖集團客戶端公示管理套件》，此政策強調對客戶端公示材料嚴謹性的管理，透過公開、透明的產品銷售宣傳，保障業主知情權並同時控制及降低客戶投訴風險。

此外，集團開發了自有的IT工具平台－「客戶服務管理系統」。利用此系統，根據《龍湖集團竣工交房項目返修管理制度》，管理客戶對產品質量的反饋數據，力求提供完善的產品售後服務。

Besides, the Group has also established the Management System of Procurement of Materials and Equipment of Longfor Group and conducts random checks in the factories. The proportion of factories being checked shall not be less than half of total suppliers from whom the Group centrally procured during the year. In respect of the third-party suppliers engaged by our regional branches, random check shall be conducted not less than once every quarter. We will fill in the Factory Examination Record Form and On-site Factory Examination Record Form based on the actual situation of random check and on-site inspection of factories and engage national-recognized third-party organisations to conduct part of the examination of destructive testing. Only those suppliers with satisfactory results will continue to be engaged.

### B6 Product Responsibility

#### Quality of products and services

In order to ensure the quality of our real estate projects, the Group will conduct assessment on projects according to the approaches set out in the Measures for Management of Project Quality Examination and Assessment of Longfor Group, covering different types of construction quality such as waterproofing engineering, steel structure work and concrete work, to rate for the projects and conduct subsequent reviews for improvement.

The Group has established the Management Suite for Publicity for Clients of Longfor Group, which emphasizes the management of preciseness of published materials available to clients. Through open and transparent product sales and promotion, we can protect the property owners' right to know and mitigate the risks of customer complaint.

Besides, the Group has developed its own IT platform "Customer Service Management System", and through which we can manage customer feedbacks on product quality and provide comprehensive after-sale service in accordance with the Management Rules of Return-for-repair of completed projects of Longfor Group.

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本集團不定期啟動第三方神秘客戶服務過程檢查機制，檢查各項目的服務情況和質量，發掘隱藏的服務問題，保證服務水平。集團亦會聘請第三方諮詢機構定期進行客戶滿意度調查，同時根據《龍湖集團客戶服務類客戶訪談操作指引》不定期組織公司中高層管理人員對客戶進行針對性訪談，了解客戶需求同時收集有價值的意見和建議，制定有效的改進措施，推動問題的解決。

本集團成立了龍湖集團忠誠度基金，按照《龍湖集團忠誠度基金管理辦法》列明的原則，透過提高社區生活的便利和舒適度、社區設施的品質和完善性，進一步促進業主的忠誠度與滿意度，維持企業聲譽。

於本報告期間，集團並未發現任何與產品、服務相關的法例和法規的重大違反情況。

The Group irregularly engages third-parties as mystery customers to check the service condition and quality of our projects and explore hidden service issues to guarantee service standards. The Group also engages third-party consultant agencies for conducting regular customer satisfaction surveys. Moreover, in accordance with the Operational Guidelines for Customers Interviews of Customer Service of Longfor Group, middle and senior management conducts irregular interviews with customers to understand customer needs and collect opinions and suggestions for formulating effective improvement measures and problem solutions.

The Group has set up the Loyalty Fund of Longfor Group, and, in accordance with the principles set out in the Measures for Management of the Loyalty Fund of Longfor Group, through the enhancement of convenience and comfort of community life as well as the quality and comprehensiveness of community facilities, to further boost the loyalty and satisfaction of property owners and maintain our corporate reputation.

During the reporting period, the Group was not aware of any material non-compliance with laws and regulations in relation to products and services.



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### B7 反貪污

#### 反貪污及洗黑錢

集團堅決遵守《中華人民共和國刑法》及《中華人民共和國反洗錢法》等反貪污及洗黑錢方面的國家法規，訂立了《龍湖集團商業行為準則》規範公司帳目記錄和信息溝通與披露，杜絕給予或索取非正當商業利益、不正當使用及侵佔公司財產、以及罔顧利益衝突等情況發生，並提供了舉報潛在違規行為的渠道。集團所有控股及非控股子公司的僱員均須遵從管理層訂立的處理原則，並於申報系統中申報並解決潛在利益衝突。

另一方面，集團提倡維護商業道德，透過定期的培訓和溝通，提高各層員工對反貪污及洗黑錢的意識，亦歡迎各持份者舉報任何違規情況。

於本報告期間，集團並未發現任何違反反貪污及反洗黑錢相關的法例和法規的嚴重情況。

### B8 社區投資

#### 社區參與計劃及捐贈

除透過提供高質量的產品及服務以滿足客戶需求及社會發展外，我們也希望為建設和諧社區出一份力，故此集團積極參與不同的義工活動、捐贈活動以及社區活動等，全面地幫助有需要的人士，弘揚愛心，關懷他人，貢獻社會。集團所舉辦或參與的社區活動主要包括教育、扶貧、助學等範疇，針對培育下一代並幫助弱勢社群。

### B7 Anti-corruption

#### Anti-corruption and anti-money laundering

The Group complies with national regulations in relation to anti-corruption and anti-money laundering, such as the Criminal Law of the People's Republic of China and the Anti-Money Laundering Law of the People's Republic of China. The Business Practices Guidelines of Longfor Group has been formulated to regulate the accounting records and information communication and disclosure, prohibit soliciting or accepting inappropriate commercial interests, improper use and appropriation of corporate properties as well as disregard of conflict of interests. The Group provides a channel for reporting potential misconducts as well. All of the employees of the Group's controlling and non-controlling subsidiaries shall comply with the conflict of interest handling principles formulated by the Management and report and solve conflict of interests through the reporting system.

On the other hand, the Group advocates business ethics. Through regular training and communication, we enhance staff awareness on anti-corruption and anti-money laundering and encourage stakeholders to report any misconduct.

During the reporting period, the Group was not aware of any material non-compliance with laws and regulations in relation to corruption and money-laundering.

### B8 Community Investment

#### Community engagement program and donation

Other than providing quality products and services to meet customer needs and social development, we hope to contribute to the construction of harmonious community. Therefore, the Group actively participates in different voluntary activities, donation activities and community activities to help the needy, promote love, care for others and contribute to the society. The Group has organised and participated in community activities including education, poverty alleviation and student assistance, aiming at nurturing the next generation and helping the disadvantaged.

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於本報告期間，集團地區分公司所參與的社區活動詳情如下：

During the reporting period, details of community programme the Group's regional companies participated in are as follows:

| 地區公司<br>Regional<br>Company | 活動詳情<br>Activities  |
|-----------------------------|---|
| 重慶<br>Chongqing             | <ul style="list-style-type: none"> <li>集團與地方政府合辦「龍湖年貨·溫暖萬家－雨露助殘農村貧困殘疾人危房改造項目」，捐贈200萬元人民幣幫助農村貧困殘疾人家庭改善居住條件和環境，受益人數超過300人。<br/>The Group cooperated with local government to organize “Longfor’s New Year Warming Gifts – Building Renovation Scheme for Poor Rural People with Disabilities”, donating RMB2.00 million to help poor rural families with disabilities to improve their living condition and environment. It helped more than 300 beneficiaries.</li> <li>集團與地方政府合辦「龍湖年貨·溫暖萬家－雨露助殘農村貧困殘疾人種養殖基地扶持項目」，捐贈180萬元人民幣扶持農村貧困殘疾人士家庭開展種養殖創業項目，實現戶均增收一萬元人民幣的目標，受益家庭達450戶。<br/>The Group cooperated with local government to organize “Longfor’s New Year Warming Gifts – Plantation Base Supporting Scheme for Poor Rural People with Disabilities”, donating RMB1.80 million to support poor rural families with disabilities to start up plantation business and achieve the target of income generation of RMB10,000 per household. It helped up to 450 beneficiary families.</li> <li>集團投資120萬元人民幣與中國科學院共同舉辦「龍湖&amp; 中科3D打印就業創業培訓項目」，通過3D打印培訓、就業創業指導，幫助重慶市超過100名殘疾人實現創業就業。其中，有91名學員參加了國家信息化計算機教育認證3D打印助理工程師考試，取得了3D打印助理工程師證書，更有學員成功地創辦了3D打印公司。<br/>The Group invested RMB1.20 million and cooperated with Chinese Academy of Sciences to organize Longfor &amp; CAS 3D-printing Employment and Entrepreneurial Training Programme, which helped more than 100 disabled people in Chongqing to start up their business or seek employment through 3D-printing training and guidance on employment and entrepreneurship. 91 students participated in the examination of 3D-printing assistant engineer of national information computer education certification and obtained the certificate of 3D-printing assistant engineer and some students even established their own 3D-printing companies.</li> <li>集團向重慶兩江新區星光小學作出定向捐贈用於開展教學活動，亦向重慶市沙坪壩區貧困學生定向捐贈作扶貧用途，捐款數目共27萬元人民幣。<br/>The Group made designated donation to Xingguang Primary School of Chongqing Liangjiang New Area for carrying out teaching activities and also to the needy students in Shapingba District, Chongqing for poverty alleviation purpose. The total amount of donation was RMB270,000.</li> <li>集團向西陽縣捐助20萬元人民幣現金支持地方扶貧計劃。<br/>The Group donated RMB200,000 to Youyang County by way of cash to support the local poverty alleviation plan.</li> </ul> |

# 環境、社會及管治報告

## Environmental, Social and Governance Report

地區公司  
Regional  
Company

活動詳情  
Activities

瀋陽  
Shenyang

- 集團與瀋陽市頂級教育培訓機構共同建立了「龍學堂」，為兒童提供一個挖掘愛好，培養才藝，知禮育德的課外學堂。「龍學堂」自2016年8月開辦以來，先後與遼寧廣播電視台青少交響樂團、瀋陽市書畫藝術培訓學校、楊悅教育、新東方、宏碩芭蕾舞培訓學校以及星夢舞蹈培訓基地等優質教育機構合作，全程名師授課，共有252名學童受惠。

The Group co-established “Longfor Academy” with the leading educational training institution in Shenyang to provide children with an extra-curricular academy for exploring their interests, cultivating their talents, learning etiquette and cultivating morality. Since the establishment of “Longfor Academy” in August 2016, it has cooperated with the Youth Symphony Orchestra of Liaoning Radio and Television, Shenyang Calligraphy and Art Academy (瀋陽市書畫藝術培訓學校), Yangyue Education (楊悅教育), New Oriental, Hongshuo Ballet School (宏碩芭蕾舞培訓學校), Xingmeng Dance Training Centre (星夢舞蹈培訓基地) and other quality educational institutions, with all of the classes taught by renowned tutors. A total of 252 school kids were benefited.

煙台  
Yantai

- 集團於龍湖葡醍海灣項目舉辦「龍湖葡醍大講堂」，歷時7個月，邀請了北京國傑研究院、清華大學、中國人民大學、北京師範大學、中央黨校及中國航天院等一批專家導師和教授共同推出十三期免費講座，內容涵蓋經濟、科技、心理、健康等各個課題，打造城市學術和文化公開、公益的交流平台。

The Group organized “Longfor Banyan Lecture” at Longfor Banyan Bay project, lasting for 7 months, and invited professional tutors and professors from Beijing Guojie Research Institute (北京國傑研究院), Tsinghua University, Renmin University of China, Beijing Normal University, Central Party School, China Academy of Aerospace (中國航天院), giving a total of 13 sessions of free lectures, which cover economics, technology, psychology, health and other topics, to build an open and charitable urban academic and cultural exchange platform.

- 除「龍湖葡醍大講堂」外，集團亦舉辦了兩屆航天科學大講堂，邀請了中國工程院院士戚發軔院士和中國科學院高能物理研究所研究員、粒子天體物理中心副主任盧方軍教授，分別向大家講述中國航天事業的發展歷程以及空間天文學在過去的幾十年內使人類對宇宙學的認識發生的革命性變化。

Other than “Longfor Banyan Lecture”, the Group also organized two sessions of aerospace science lectures and invited Qi Faren, an academican of Chinese Academy of Engineering, and Professor Lu Fangjun, a researcher of the Institute of High Energy Physics of the Chinese Academy of Sciences and the deputy director of the Particle Astrophysics Institute, to explain the development milestones of aerospace industry in China as well as the revolutionary changes brought by space astronomy to human understanding of cosmology in the past few decades.

- 於2016年10月，集團在龍湖森林公園舉行了為期一周的龍湖航天科普展，為市民展示了豐富的航天知識，具體介紹中國航天如何一步步建設航天強國的偉大征程。

In October 2016, the Group held a week-long aerospace science exhibition at Longfor Forest Park (龍湖森林公園) to demonstrate extensive aerospace knowledge and explain how China develops great achievements in aerospace step by step.

# 環境、社會及管治報告

## Environmental, Social and Governance Report

| 地區公司<br>Regional<br>Company | 活動詳情<br>Activities  |
|-----------------------------|---|
| 成都<br>Chengdu               | <ul style="list-style-type: none"><li>集團於2016年4月分別向涼山州的青納鄉小學以及和愛小學捐贈了價值約14萬人民幣的物資。集團舉辦了「成都龍湖物業2016年春雨行動之涼山行」，發動及組織了項目業主和員工走訪了涼山州的青納鄉小學和幾個貧困的學生家庭，為他們帶來關懷和溫暖。</li></ul> <p>In April 2016, the Group donated supplies worth of RMB140,000 to Qingnaxiang Primary School (青納鄉小學) in Liangshanzhou and He'ai Primary School (和愛小學). The Group organized "2016 Liangshan Walk of Chengdu Longhu Property", in which property owners and our staff visited Qingnaxiang Primary School (青納鄉小學) in Liangshanzhou and several poor student families to demonstrate caring for them.</p>  |
| 西安<br>Xi'an                 | <ul style="list-style-type: none"><li>2016年6月，集團組織了20戶項目業主家庭前往周至縣聶村小學進行探訪活動。此次活動籌措了兩萬五千元人民幣的物資，全部用於改善聶村小學的教學條件，並且為每一個孩子，都準備了一個新書包。</li></ul> <p>In June 2016, the Group organized visits to Niecun Primary School in Zhouzhi County and 20 families of property owners participated in the visits. The activity collected supplies worth of RMB25,000 and all of which were used for improving the teaching condition of Niecun Primary School and preparing a new school bag for every student.</p> <ul style="list-style-type: none"><li>2016年11月，集團與西安騰訊大秦網共同發起「助夢騰飛·手留餘香－騰訊大秦網&amp;龍湖·香醍南枝村小學慈善助學計劃」，向廣大市民及龍湖業主收集保暖冬衣，實用文具、體育用品、課外書籍、教學用具等，捐助給南枝村小學。</li></ul> <p>In November 2016, the Group cooperated with xian.qq.com (騰訊大秦網) to initiate the "xian.qq.com &amp; Longfor Chianti Charitable Education Sponsorship Programme for Nanzhi Primary School", which collected winter clothing, stationeries, sport supplies, extra-curricular books and teaching aids from the public and Longfor property owners to donate to Nanzhi Primary School.</p> |

**Deloitte.**

**德勤**

致龍湖地產有限公司成員

(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」)已審計列載於第115頁至第295頁的龍湖地產有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)的綜合財務報表,此綜合財務報表包括於二零一六年十二月三十一日的綜合財務狀況報表及於截至該日止年度的綜合損益及其他全面收益表、綜合權益變動表及綜合現金流量表,以及綜合財務報表附註,包括主要會計政策概要。

我們認為,該等綜合財務報表已根據《國際財務報告準則》(「國際財務報告準則」)真實而中肯地反映 貴集團於二零一六年十二月三十一日的綜合財務狀況及截至該日止年度 貴集團的綜合財務表現及其綜合現金流量,並已遵照香港《公司條例》的披露規定妥為擬備。

## 意見的基礎

我們已根據香港會計師公會(「香港會計師公會」)頒佈的《香港審計準則》(「香港審計準則」)進行審計。我們在該等準則下承擔的責任於本報告「核數師就審計綜合財務報表承擔的責任」一節中作進一步闡述。根據香港會計師公會頒佈的「專業會計師道德守則」(「守則」),我們獨立於 貴集團,並已履行守則中的其他專業道德責任。我們相信,我們所獲得的審計憑證能充足及適當地為我們的審計意見提供基礎。

## 關鍵審計事項

關鍵審計事項為我們的專業判斷,認為對本期綜合財務報表的審計最為重要的事項。這些事項是我們在審計整體綜合財務報表及出具意見時進行處理的,我們不會對這些事項提供單獨意見。

TO THE MEMBERS OF LONGFOR PROPERTIES CO. LTD.

(incorporated in the Cayman Islands with limited liability)

## OPINION

We have audited the consolidated financial statements of Longfor Properties Co. Ltd. (the “Company”) and its subsidiaries (collectively referred to as the “Group”) set out on pages 115 to 295, which comprise the consolidated statement of financial position as at December 31, 2016, and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at December 31, 2016, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with International Financial Reporting Standards (“IFRSs”) 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 (“HKASs”) issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”). Our responsibilities under those standards are further described in the Auditor’s Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the HKICPA’s Code of Ethics for Professional Accountants (the “Code”), and we have fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

## KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgment, 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.

# 獨立核數師報告

## Independent Auditor's Report

| Key audit matters<br>關鍵審計事項  | How our audit addressed the key audit matters<br>我們於審計時如何處理關鍵審計事項   |
|--|---|
| <p data-bbox="164 448 542 476"><b>Valuation of investment properties</b></p> <p data-bbox="164 502 766 659">We identified the valuation of investment properties as a key audit matter due to the significance of the balance to the consolidated financial statements as a whole, combined with the management judgments associated with determining the fair value.</p> <p data-bbox="164 685 766 1015">The investment properties of the Group represent shopping malls located in the People's Republic of China (the "PRC"). As disclosed in note 12 to the consolidated financial statements, the investment properties are carried at RMB49,031 million as at December 31, 2016, which represents 22% of the Group's total assets. A fair value gain upon transfer to investment properties of RMB47 million and a change in fair value of investment properties of RMB1,971 million were recognised in the consolidated statement of profit or loss and other comprehensive income for the year then ended.</p> <p data-bbox="164 1041 766 1364">All of the Group's investment properties are stated at fair value based on valuations performed by a firm of independent qualified professional valuers (the "Valuers"). Details of the valuation techniques and key inputs used in the valuations are disclosed in note 12 to the consolidated financial statements. The valuations are dependent on certain key inputs that involve management judgments, including term yield, reversionary yield and reversionary rental for completed investment properties, gross development value, developer's profit and discount rate for investment properties under development.</p> | <p data-bbox="794 502 1394 564">Our procedures in relation to the valuation of the investment properties included:</p> <ul data-bbox="794 590 1394 1084" style="list-style-type: none"><li data-bbox="794 590 1394 653">• Evaluating the competence, capabilities and objectivity of the Valuers;</li><li data-bbox="794 679 1394 868">• Obtaining an understanding from the Valuers about the valuation methodology, the performance of the property markets, significant assumptions adopted, critical judgment on key inputs and data used in the valuation and how the Valuers justify the methodology and assumptions used; and</li><li data-bbox="794 894 1394 1084">• Assessing the reasonableness of the key inputs and source data used in the valuations by the management and the Valuers by comparing them, on a sample basis, to existing tenancy profiles, publicly available information of similar comparable properties and our knowledge of the real estate industry.</li></ul> |
| <p data-bbox="164 1390 323 1418"><b>投資物業的估值</b></p> <p data-bbox="164 1444 766 1537">由於投資物業在綜合財務報表上有重大結餘，以及管理層釐定公平值時須作出判斷，我們將投資物業估值釐定為關鍵審計事項。</p> <p data-bbox="164 1563 766 1752">貴集團的投資物業為位於中華人民共和國（「中國」）的購物中心。如綜合財務報表附註12所示，投資物業於二零一六年十二月三十一日的賬面值為人民幣49,031百萬元，佔貴集團總資產的22%。轉撥為投資物業的公平值收益人民幣47百萬元及投資物業公平值變動金額人民幣1,971百萬元已於截至該日止年度的綜合損益及其他全面收益表中確認。</p> <p data-bbox="164 1778 766 1970">貴集團所有投資物業均以一家獨立合資格專業估值師（「估值師」）所進行的估值為基礎以公平值列賬。綜合財務報表附註12已披露估值技術和估值所用主要輸入數據的詳細資料。估值依賴涉及管理層判斷的若干主要輸入數據，包括已落成投資物業的年期收益率、可能重訂租約收益率和可能重訂租金、在建投資物業的總發展價值、開發商的利潤和貼現率。</p>   | <p data-bbox="794 1444 1233 1472">我們就有關投資物業的估值採取的程序包括：</p> <ul data-bbox="794 1498 1394 1795" style="list-style-type: none"><li data-bbox="794 1498 1394 1537">• 評估估值師的資歷、能力及其客觀性；</li><li data-bbox="794 1563 1394 1645">• 向估值師了解估值方法、物業市場的表現、所採用的重大假設，對主要輸入數據及估值使用的數據的關鍵判斷以及估值師如何支持所用的方法和假設；及</li><li data-bbox="794 1670 1394 1795">• 評估管理層和估值師在估值中使用的主要輸入數據和來源數據的合理性，並抽樣與現有租約狀況、類似可比物業的公開可得資料以及我們對房地產行業的了解進行比較。</li></ul>   |

## Key audit matters 關鍵審計事項

## How our audit addressed the key audit matters 我們於審計時如何處理關鍵審計事項

### Valuation of properties under development for sales and properties held for sales

We identified the valuation of the Group's properties under development for sales (the "PUD") and properties held for sales (the "PFS") (collectively referred to as the "Properties") as a key audit matter due to the management judgments involved in the determination of the net realisable value (the "NRV") of these Properties and the estimation of future costs to completion of the Properties.

The Group's PUD of RMB89,426 million and PFS of RMB10,247 million are situated in the PRC as at December 31, 2016. As set out in note 4 to the consolidated financial statements, the management of the Group determined the NRV of these Properties by reference to the estimated market prices of the Properties, which takes into account a number of factors including the recent prices of similar property types in the same project or by similar properties, and the prevailing and forecasted real estate market conditions in the PRC. Based on the management estimation of the NRV of the Properties, no write-downs were considered to be necessary. Besides, as set out in note 4 to the consolidated financial statements, the management estimated the future cost to completion of the Properties by reference to the actual development cost of the Group's completed projects, adjusted by certain current market data.

#### 發展中物業及持作出售物業的估值

由於釐定 貴集團發展中待售物業(「發展中待售物業」)及持作出售物業(「持作出售物業」)(統稱為「該等物業」)的可變現淨值(「可變現淨值」)及估計該等物業的未來完工成本涉及管理層的判斷，故我們將該等物業的估值釐定為關鍵審計事項。

於二零一六年十二月三十一日，貴集團於中國的發展中待售物業為人民幣89,426百萬元，而持作出售物業為人民幣10,247百萬元。如綜合財務報表附註4所示，貴集團管理層於確定該等物業的可變現淨值時，參照該等物業的估計市場價格，其中考慮多項因素，包括同一項目中類似物業類型或類似物業的近期價格，以及現行和預測的中國房地產市場狀況。根據管理層對該等物業可變現淨值時的估計，該等物業毋須作出撇減的。此外，如綜合財務報表附註4所示，管理層參照 貴集團已完成項目的實際開發成本(已就若干當前市場數據進行調整)，估計完成該等物業的未來成本。

Our procedures in relation to the valuation of the Properties included:

- Evaluating the reasonableness of the estimated future cost to completion of the Properties, on a sample basis, by comparing it to the actual development cost of similar completed properties of the Group and comparing the adjustments made by the management to current market data;
- Assessing the appropriateness of the NRV of the Properties, on a sample basis, estimated by the management by comparing the estimated selling prices to the market prices achieved in the same projects or comparable properties, based on our knowledge of the Group's business and the PRC real estate industry; and
- Assessing the reasonableness of the estimation of the NRV and future cost to completion of the Properties by comparing the previous estimation to the actual amounts.

我們就有關該等物業的估值採取的程序包括：

- 通過將 貴集團類似已完工物業的實際開發成本與管理層對當前市場數據作出的調整進行比較，評估完成該等物業的估計未來成本的合理性；
- 根據我們對 貴集團的業務及中國房地產行業的知識，抽樣將估計售價與相同項目或可比較項目的市場價格進行比較，評估該等物業的可變現淨值的合理性；及
- 通過將先前的估計與實際金額進行比較，評估可變現淨值估計和完成該等物業的未來成本的準確性。

# 獨立核數師報告

## Independent Auditor's Report

| Key audit matters<br>關鍵審計事項  | How our audit addressed the key audit matters<br>我們於審計時如何處理關鍵審計事項  |
|--|--|
| <p><b>Accuracy of land appreciation tax calculations</b></p> <p>We identified the accuracy of land appreciation tax ("LAT") calculations in the PRC as a key audit matter since significant judgment is required in estimating the amount of LAT to be paid by the Group within each of the property development projects.</p> <p>LAT arises in the PRC when properties are delivered to the buyers and revenue is recognised. As disclosed in note 9 to the consolidated financial statements, LAT amounting to RMB2,732 million was recognised for current year in the consolidated statement of profit or loss and other comprehensive income for the year ended December 31, 2016. As disclosed in note 4 to the consolidated financial statements, the LAT calculations are highly dependent on the appropriateness of the rates used, which are determined by the amount of the land appreciation. The amount of the land appreciation is determined by subtracting the related deductible amounts, including the cost of land and estimated construction costs, from the estimates of sales revenue.</p> <p><b>土地增值稅計算的準確性</b></p> <p>由於估計 貴集團將於每個物業發展項目的土地增值稅稅金時需要重大判斷，因此我們將土地增值稅（「土地增值稅」）計算的準確性釐定為關鍵審計事項。</p> <p>當物業交付買家而收入得以確認時，在中國便會產生土地增值稅。如綜合財務報表附註9所披露，截至二零一六年十二月三十一日止年度，綜合損益及其他全面收益表在本年確認土地增值稅為人民幣2,732百萬元。如綜合財務報表附註4所披露，土地增值金額由估計銷售收入所得減去相關可扣除支出（包括土地成本及估計建造成本）釐定。</p> | <p>Our procedures in relation to the accuracy of LAT calculations included:</p> <ul style="list-style-type: none"><li>• Evaluating the reasonableness of the estimated sales revenue and the related deductible amounts used in the LAT calculation;</li><li>• Engaging our tax specialists in the PRC to assess the accuracy of the land appreciation amount calculations for each of the property development projects, and to assess the appropriateness of the LAT rate used for each of the property development projects by comparing it to the LAT rate announced by the State Administration of Taxation in the PRC; and</li><li>• Evaluating the judgments applied by the management in estimating the amount of land appreciation amount and LAT rate by comparing their estimates made in previous years to actual results as well as current year's estimates.</li></ul> <p>我們就有關土地增值稅計算的準確性採取的程序包括：</p> <ul style="list-style-type: none"><li>• 評估在土地增值稅計算中使用的估計銷售收入和相關可抵扣金額的合理性；</li><li>• 委聘我們的中國稅務專家，評估每個物業發展項目的土地增值計算金額的準確性，並將每個物業發展項目所用的土地增值稅稅率，與中國國家稅務總局公佈的土地增值稅稅率進行比較，評估是否適當；及</li><li>• 將前幾年取得實際成果與本年度的估計進行比較，評估管理層估計土地增值的金額及土地增值稅率所用的判斷。</li></ul> |



## Key audit matters 關鍵審計事項

## How our audit addressed the key audit matters 我們於審計時如何處理關鍵審計事項

### Revenue recognised from sales of properties

We identified revenue recognised from sales of properties as a key audit matter as it is quantitatively significant to the consolidated statement of profit or loss and other comprehensive income and there are judgments involved in determining the appropriate point at which to recognise revenue from sales of properties.

Revenue from sales of properties is recognised upon delivery of the properties to buyers and when all of the five criteria as disclosed in note 3 *Revenue recognition* to the consolidated financial statements are satisfied. The Group recognised revenue of RMB51,441 million from sales of properties for the year ended December 31, 2016 as disclosed in note 5(c) in the consolidated financial statements.

#### 確認銷售物業收入

由於物業銷售確認的收入於數量上對綜合損益及其他全面收益表而言屬重大且於釐定銷售物業收入的適當確認點時涉及判斷，因此我們將其釐定為關鍵審計事項。

銷售物業收入在物業交付給買方後，並於滿足如綜合財務報表附註3收入確認所披露所有五項標準後確認。如綜合財務報表附註5(c)所披露，貴集團截至二零一六年十二月三十一日止年度確認收入人民幣51,441百萬元。

Our procedures in relation to the revenue recognised from sales of properties included:

- Obtaining an understanding of and testing the Group's internal control over the delivery of properties to buyers; and
- Evaluating the terms set out in the sales and purchase agreements, on a sample basis, and obtaining the delivery notices issued by the Group to the buyers to assess whether the five criteria as disclosed in note 3 *Revenue recognition* to the consolidated financial statements are satisfied.

我們就有關銷售物業確認的收入採取的程序包括：

- 瞭解並測試 貴集團向買方交付物業的內部控制；及
- 抽樣評估買賣協議內所載的條款，並取得 貴集團向買方發出的交付通知，以評估是否達到綜合財務報表附註3「收入確認」披露的五項標準。

## 其他信息

貴公司董事負責其他信息。其他信息包括年報所載資料，但不包括綜合財務報表及相關核數師報告。

我們對綜合財務報表的意見並不涵蓋其他信息，我們亦不對其他信息發表任何形式的鑒證結論。

當審計綜合財務報表時，我們的責任為閱讀其他信息，於此過程中，考慮其他信息是否與綜合財務報表或我們於審計過程中所了解的情況有重大抵觸，或者似乎有重大錯誤陳述。基於我們已執行的工作，倘我們認為其他信息有重大錯誤陳述，我們須報告該事實。於此方面，我們沒有任何報告。

## OTHER INFORMATION

The directors of the Company are responsible for the other information. The other information comprises the information included in the annual report, but does not include the consolidated financial statements and our auditor's report thereon.

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

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

# 獨立核數師報告

## Independent Auditor's Report

### 董事及治理層就綜合財務報表須承擔的責任

貴公司董事須負責根據國際財務報告準則及香港《公司條例》的披露規定擬備真實而中肯的綜合財務報表，並為其認為必須為使綜合財務報表的擬備不存在由於欺詐或錯誤而導致的重大錯誤陳述所需的內部控制負責。

在擬備綜合財務報表時，董事負責評估 貴集團持續經營的能力，並在適用情況下披露與持續經營有關的事項，以及使用持續經營為會計基礎，除非董事有意將 貴集團清盤或停止經營，或別無其他實際的替代方案。

治理層須負責監督 貴集團財務報告過程。

### 核數師就審計綜合財務報表承擔的責任

我們的目標是對綜合財務報表整體是否不存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並根據我們協定的委任條款僅向閣下(作為整體)出具包括我們意見的核數師報告，除此之外本報告別無其他目的。我們不會就本報告內容向任何其他人士負上或承擔任何責任。合理保證屬高水平的保證，但不能保證按照香港審計準則進行的審計，在某一重大錯誤陳述存在時總能發現。錯誤陳述可以由欺詐或錯誤引起，如果合理預期它們單獨或匯總起來可能影響綜合財務報表使用者依賴綜合財務報表作出的經濟決定，則有關的錯誤陳述可被視作重大。

### RESPONSIBILITIES OF THE DIRECTORS AND THOSE CHARGED WITH GOVERNANCE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

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

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

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion solely to you, as a body, in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSAAs 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.

## 核數師就審核綜合財務報表承擔的責任(續)

在根據香港審計準則進行審計的過程中，我們運用了專業判斷，保持了專業懷疑態度。我們亦：

- 識別和評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險，設計及執行審計程序以應對這些風險，以及獲取充足和適當的審計憑證，作為我們意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部控制之上，因此未能發現因欺詐而導致的重大錯誤陳述的風險高於未能發現因錯誤而導致的重大錯誤陳述的風險。
- 了解與審計相關的內部控制，以設計適當的審計程序，但目的並非對 貴集團內部控制的有效性發表意見。
- 評價董事所採用會計政策的恰當性及作出會計估計和相關披露的合理性。
- 對董事採用持續經營會計基礎的恰當性作出結論，並根據所獲取的審計憑證，確定是否存在與事項或情況有關的重大不確定性，從而可能導致對 貴集團的持續經營能力產生重大疑慮。如果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，則我們應當修訂我們的意見。我們的結論是基於核數師報告日止所取得的審計憑證。然而，未來事項或情況可能導致 貴集團不能持續經營。
- 評價綜合財務報表的整體列報方式、結構和內容，包括披露，以及綜合財務報表是否中肯反映相關交易和事項。

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

(Continued)

As part of an audit in accordance with HKSAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- 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.

# 獨立核數師報告

## Independent Auditor's Report

### 核數師就審核綜合財務報表承擔的責任(續)

- 就 貴集團內各實體或業務活動的財務資料獲取充足適當的審計憑證，以就綜合財務報表發表意見。我們負責 貴集團審計的方向，監督和執行，我們為審計意見承擔全部責任。

除其他事項外，我們與治理層溝通了計劃的審計範圍、時間安排、重大審計發現等，包括我們在審計中識別出內部控制的任何重大缺陷。

我們還向治理層提交聲明，說明我們已符合有關獨立性的相關專業道德要求，並與他們溝通有可能合理地被認為會影響我們獨立性的所有關係和其他事項，以及在適用的情況下，相關的防範措施。

從與治理層溝通的事項中，我們確定哪些事項對本期綜合財務報表的審計最為重要，因而構成關鍵審計事項。我們在核數師報告中描述這些事項，除非法律法規不允許公開披露這些事項，或在極端罕見的情況下，如果合理預期在我們報告中溝通某事項造成的負面後果超過產生的公眾利益，我們決定不應在報告中溝通該事項。

出具本獨立核數師報告的審計項目合夥人是李民基。

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

*(Continued)*

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

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

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

The engagement partner on the audit resulting in the independent auditor's report is Li Man Kei.

德勤•關黃陳方會計師行  
執業會計師  
香港  
二零一七年三月二十四日

Deloitte Touche Tohmatsu  
Certified Public Accountants  
Hong Kong  
March 24, 2017

# 綜合損益及其他全面收益表

## Consolidated Statement of Profit or Loss and other Comprehensive Income

截至二零一六年十二月三十一日止年度  
FOR THE YEAR ENDED DECEMBER 31, 2016

|               |  | 附註<br>NOTES | 二零一六年<br>2016<br>人民幣千元<br>RMB'000 | 二零一五年<br>2015<br>人民幣千元<br>RMB'000 |
|---------------|--|-------------|-----------------------------------|-----------------------------------|
| 收入            | Revenue  | 5           | 54,799,495                        | 47,423,099                        |
| 銷售成本          | Cost of sales  |             | (38,864,114)                      | (34,408,307)                      |
| 毛利            | Gross profit   |             | 15,935,381                        | 13,014,792                        |
| 其他收入          | Other income   | 6           | 336,045                           | 453,445                           |
| 其他收益及虧損       | Other gains and losses                                   | 7           | (155,308)                         | (155,988)                         |
| 轉撥為投資物業的公平值收益 | Fair value gain upon transfer to investment properties   | 12          | 47,154                            | 434,251                           |
| 投資物業公平值變動     | Change in fair value of investment properties            | 12          | 1,970,958                         | 2,439,626                         |
| 衍生金融工具公平值變動   | Change in fair value of derivative financial instruments | 26          | (109,031)                         | —                                 |
| 銷售及市場推廣開支     | Selling and marketing expenses                           |             | (1,427,723)                       | (1,017,951)                       |
| 行政開支          | Administrative expenses                                  |             | (2,022,328)                       | (1,435,026)                       |
| 融資成本          | Finance costs  | 8           | (53,059)                          | (43,119)                          |
| 應佔聯營公司業績      | Share of results of associates                           |             | 1,051,011                         | (18,707)                          |
| 應佔合營企業業績      | Share of results of joint ventures                       |             | 383,210                           | 266,864                           |
| 除稅前溢利         | Profit before taxation                                   |             | 15,956,310                        | 13,938,187                        |
| 所得稅開支         | Income tax expense                                       | 9           | (6,021,444)                       | (4,574,070)                       |
| 年度溢利          | Profit for the year                                      | 42          | 9,934,866                         | 9,364,117                         |
| 以下應佔溢利：       | Profit attributable to:                                  |             |                                   |                                   |
| 本公司擁有人        | Owners of the Company                                    |             | 9,152,953                         | 8,988,037                         |
| 非控制權益         | Non-controlling interests                                |             | 781,913                           | 376,080                           |
|               |  |             | 9,934,866                         | 9,364,117                         |
| 每股盈利(人民幣元)    | Earnings per share, in RMB                               |             |                                   |                                   |
| 基本            | Basic  | 11          | 1.57                              | 1.54                              |
| 攤薄            | Diluted  | 11          | 1.57                              | 1.53                              |

# 綜合損益及其他全面收益表

## Consolidated Statement of Profit or Loss and other Comprehensive Income

截至二零一六年十二月三十一日止年度

FOR THE YEAR ENDED DECEMBER 31, 2016

|                               | 附註<br>NOTES  | 二零一六年<br>2016<br>人民幣千元<br>RMB'000 | 二零一五年<br>2015<br>人民幣千元<br>RMB'000 |
|-------------------------------|--|-----------------------------------|-----------------------------------|
| 年度溢利                          | Profit for the year  | 9,934,866                         | 9,364,117                         |
| 其他全面收益(開支)：<br>將可能重新分類至損益之項目： | Other comprehensive income (expense):<br><i>Items that may be reclassified subsequently<br/>to profit or loss:</i> |                                   |                                   |
| 對沖工具的公平值收益淨額                  | Net fair value gain on hedging instruments   | 287,663                           | 518,720                           |
| 重新換算至損益的對沖<br>工具產生的收益         | Gain on retranslating hedging<br>instruments reclassified to profit and loss                                       | (248,592)                         | (613,754)                         |
|                               |  | 39,071                            | (95,034)                          |
| 年度全面收益總額                      | Total comprehensive income for the year  | 9,973,937                         | 9,269,083                         |
| 以下應佔全面收益總額：                   | Total comprehensive income attributable to:  |                                   |                                   |
| 本公司擁有人                        | Owners of the Company  | 9,192,024                         | 8,893,003                         |
| 非控制權益                         | Non-controlling interests  | 781,913                           | 376,080                           |
|                               |  | 9,973,937                         | 9,269,083                         |

# 綜合財務狀況報表

## Consolidated Statement of Financial Position

於二零一六年十二月三十一日

At December 31, 2016

|                         |   | 附註<br>NOTES | 二零一六年<br>2016<br>人民幣千元<br>RMB'000 | 二零一五年<br>2015<br>人民幣千元<br>RMB'000 |
|-------------------------|---|-------------|-----------------------------------|-----------------------------------|
| 非流動資產                   | NON-CURRENT ASSETS  |             |                                   |                                   |
| 投資物業                    | Investment properties                                       | 12          | 49,030,600                        | 43,385,100                        |
| 物業、廠房及設備                | Property, plant and equipment                               | 13          | 198,642                           | 208,374                           |
| 預付租賃款項                  | Prepaid lease payments                                      | 14          | 17,421,955                        | 11,774,585                        |
| 於聯營公司的權益                | Interests in associates                                     | 15          | 1,585,693                         | 355,793                           |
| 於合營企業的權益                | Interests in joint ventures                                 | 16          | 2,737,328                         | 882,285                           |
| 可供出售投資                  | Available-for-sale investments                              | 17          | 180,021                           | 130,920                           |
| 就購入土地使用權已付的按金           | Deposits paid for acquisition of land use rights            |             | 11,925,639                        | 4,849,295                         |
| 衍生金融工具                  | Derivative financial instruments                            | 28          | 639,233                           | 701,083                           |
| 遞延稅項資產                  | Deferred taxation assets                                    | 30          | 2,622,641                         | 1,623,857                         |
|                         |   |             | <b>86,341,752</b>                 | <b>63,911,292</b>                 |
| 流動資產                    | CURRENT ASSETS  |             |                                   |                                   |
| 存貨                      | Inventories   | 18          | 838,729                           | 777,384                           |
| 發展中待售物業                 | Properties under development for sales                      | 19          | 89,426,431                        | 70,829,748                        |
| 持作出售物業                  | Properties held for sales                                   | 20          | 10,246,730                        | 10,428,963                        |
| 應收賬款及其他應收款項、<br>按金及預付款項 | Accounts and other receivables,<br>deposits and prepayments | 21          | 10,324,224                        | 9,920,130                         |
| 應收非控制權益款項               | Amounts due from non-controlling interests                  | 22          | 3,854,408                         | 2,301,758                         |
| 應收聯營公司款項                | Amounts due from associates                                 | 22          | —                                 | 2,695,676                         |
| 應收合營企業款項                | Amounts due from joint ventures                             | 22          | 2,248,153                         | 1,772,453                         |
| 可收回稅項                   | Taxation recoverable  |             | 3,844,962                         | 3,291,225                         |
| 衍生金融工具                  | Derivative financial instruments                            | 28          | 349,513                           | —                                 |
| 已抵押銀行存款                 | Pledged bank deposits                                       | 23          | 97,368                            | 240,313                           |
| 銀行結餘及現金                 | Bank balances and cash                                      | 23          | 17,258,104                        | 17,919,664                        |
|                         |   |             | <b>138,488,622</b>                | <b>120,177,314</b>                |

# 綜合財務狀況報表

## Consolidated Statement of Financial Position

於二零一六年十二月三十一日

At December 31, 2016

|                         |   | 附註<br>NOTES | 二零一六年<br>2016<br>人民幣千元<br>RMB'000 | 二零一五年<br>2015<br>人民幣千元<br>RMB'000 |
|-------------------------|---|-------------|-----------------------------------|-----------------------------------|
| <b>流動負債</b>             | <b>CURRENT LIABILITIES</b>  |             |                                   |                                   |
| 應付賬項及應付票據、<br>已收按金及應計費用 | Accounts and bills payables, deposits received<br>and accrued charges | 24          | 66,725,559                        | 52,942,119                        |
| 應付非控制權益款項               | Amounts due to non-controlling interests                              | 25          | 2,953,235                         | —                                 |
| 應付聯營公司款項                | Amounts due to associates   | 25          | 1,823,964                         | 179,612                           |
| 應付合營企業款項                | Amounts due to joint ventures   | 25          | 1,686,533                         | 772,930                           |
| 應付一名聯營公司控股股東款項          | Amount due to a controlling shareholder of<br>an associate            | 25          | —                                 | 669,363                           |
| 應付稅項                    | Taxation payable  |             | 12,939,782                        | 10,304,622                        |
| 銀行及其他借款—一年內到期           | Bank and other borrowings - due within one year                       | 26          | 5,333,349                         | 6,177,916                         |
|                         |   |             | 91,462,422                        | 71,046,562                        |
| <b>流動資產淨額</b>           | <b>NET CURRENT ASSETS</b>   |             | 47,026,200                        | 49,130,752                        |
| <b>總資產減流動負債</b>         | <b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>                          |             | 133,367,952                       | 113,042,044                       |
| <b>資本及儲備</b>            | <b>CAPITAL AND RESERVES</b>   |             |                                   |                                   |
| 股本                      | Share capital   | 29(a)       | 508,438                           | 507,823                           |
| 儲備                      | Reserves  |             | 61,256,261                        | 54,616,826                        |
| 本公司擁有人應佔權益              | Equity attributable to owners of the Company                          |             | 61,764,699                        | 55,124,649                        |
| 非控制權益                   | Non-controlling interests   |             | 13,350,481                        | 7,343,005                         |
| <b>權益總額</b>             | <b>TOTAL EQUITY</b>   |             | 75,115,180                        | 62,467,654                        |
| <b>非流動負債</b>            | <b>NON-CURRENT LIABILITIES</b>  |             |                                   |                                   |
| 銀行及其他借款—一年後到期           | Bank and other borrowings - due after one year                        | 26          | 47,027,089                        | 38,158,492                        |
| 優先票據                    | Senior notes  | 27          | 5,511,632                         | 7,929,172                         |
| 其他衍生金融工具                | Other derivative financial instruments                                | 26          | 215,915                           | —                                 |
| 遞延稅項負債                  | Deferred taxation liabilities   | 30          | 5,498,136                         | 4,486,726                         |
|                         |   |             | 58,252,772                        | 50,574,390                        |
|                         |   |             | 133,367,952                       | 113,042,044                       |



# 綜合財務狀況報表

## Consolidated Statement of Financial Position

於二零一六年十二月三十一日  
At December 31, 2016

第115至295頁之綜合財務報表於二零一七年三月二十四日獲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 115 to 295 were approved and authorised for issue by the Board of Directors on March 24, 2017 and are signed on its behalf by:

吳亞軍  
WU Yajun  
董事  
DIRECTOR

趙軼  
ZHAO Yi  
董事  
DIRECTOR

# 綜合權益變動表

## Consolidated Statement of Changes in Equity

截至二零一六年十二月三十一日止年度

For the year ended December 31, 2016

|   | 本公司擁有人應佔<br>Attributable to owners of the Company |                          |                            |                            |                          |   |                             |   |                                     |                            |                              | 本公司<br>擁有人應佔<br>Attributable<br>to owners<br>of the<br>Company | 非控制權益<br>Non-<br>controlling<br>interests | 總計<br>Total      |
|---|---|--------------------------|----------------------------|----------------------------|--------------------------|---|-----------------------------|---|-------------------------------------|----------------------------|------------------------------|--|---|------------------|
|   | 股本<br>Share<br>capital                            | 股份溢價<br>Share<br>premium | 股本儲備<br>Capital<br>reserve | 特別儲備<br>Special<br>reserve | 其他儲備<br>Other<br>reserve | 法定<br>溢餘儲備<br>Statutory<br>surplus<br>reserve | 匯兌儲備<br>Exchange<br>reserve | 持有股份<br>獎勵的股份<br>Shares<br>held for<br>share<br>award | 購股權儲備<br>Share<br>option<br>reserve | 對沖儲備<br>Hedging<br>reserve | 保留盈利<br>Retained<br>earnings |  |   |                  |
|   | 人民幣千元<br>RMB'000                                  | 人民幣千元<br>RMB'000         | 人民幣千元<br>RMB'000           | 人民幣千元<br>RMB'000           | 人民幣千元<br>RMB'000         | 人民幣千元<br>RMB'000                              | 人民幣千元<br>RMB'000            | 人民幣千元<br>RMB'000                                      | 人民幣千元<br>RMB'000                    | 人民幣千元<br>RMB'000           | 人民幣千元<br>RMB'000             | 人民幣千元<br>RMB'000   | 人民幣千元<br>RMB'000                          | 人民幣千元<br>RMB'000 |
| 於二零一五年一月一日  | 505,814   | 7,949,501                | (437,448)                  | 620,672                    | 513,176                  | 1,075,537                                     | (1,654)                     | —   | 479,331                             | 148,574                    | 36,910,422                   | 47,763,925   | 2,508,078                                 | 50,272,003       |
| At January 1, 2015  |   |                          |                            |                            |                          |   |                             |   |                                     |                            |                              |  |   |                  |
| 年收權益  | —   | —                        | —                          | —                          | —                        | —   | —                           | —   | —                                   | —                          | 8,988,057                    | 8,988,057  | 376,080                                   | 9,364,117        |
| Profit for the year   |   |                          |                            |                            |                          |   |                             |   |                                     |                            |                              |  |   |                  |
| 發行工具於公平值收益  | —   | —                        | —                          | —                          | —                        | —   | —                           | —   | —                                   | 5,187,200                  | —                            | 5,187,200  | —   | 5,187,200        |
| Fair value gain on issuing instruments  |   |                          |                            |                            |                          |   |                             |   |                                     |                            |                              |  |   |                  |
| 重新分類至權益的對沖工具收益  | —   | —                        | —                          | —                          | —                        | —   | —                           | —   | —                                   | (613,754)                  | —                            | (613,754)  | —   | (613,754)        |
| Gain on hedging instruments reclassified to profit and loss                         |   |                          |                            |                            |                          |   |                             |   |                                     |                            |                              |  |   |                  |
| 年度全面收益總額  | —   | —                        | —                          | —                          | —                        | —   | —                           | —   | —                                   | (95,054)                   | 8,988,057                    | 8,893,003  | 376,080                                   | 9,269,083        |
| Total comprehensive income for the year   |   |                          |                            |                            |                          |   |                             |   |                                     |                            |                              |  |   |                  |
| 確認為權益結算及股份為基礎的付款<br>註銷購股權   | —   | —                        | —                          | —                          | —                        | —   | —                           | —   | 101,653                             | —                          | —                            | 101,653  | —   | 101,653          |
| Recognition of equity-settled share-based payments<br>Cancellation of share options |   |                          |                            |                            |                          |   |                             |   |                                     |                            |                              |  |   |                  |
| 若控股股東注資   | —   | —                        | —                          | —                          | —                        | —   | —                           | —   | (5,587)                             | —                          | 3,587                        | —  | —   | —                |
| Capital injection from non-controlling shareholders                                 |   |                          |                            |                            |                          |   |                             |   |                                     |                            |                              |  |   |                  |
| 確認為分派股息   | —   | (1,654,310)              | —                          | —                          | —                        | —   | —                           | —   | —                                   | —                          | —                            | (1,654,310)  | —   | (1,654,310)      |
| Dividend recognised as distribution   |   |                          |                            |                            |                          |   |                             |   |                                     |                            |                              |  |   |                  |
| 收購附屬公司的額外權益(附註3)  | —   | —                        | —                          | —                          | —                        | —   | —                           | —   | —                                   | —                          | —                            | (117,302)  | (64,812)                                  | (182,114)        |
| 收購附屬公司的額外權益(附註3)  |   |                          |                            |                            |                          |   |                             |   |                                     |                            |                              |  |   |                  |
| 透過收購附屬公司收購資產及負債產生的額外<br>非控制權益(附註3)  | —   | —                        | —                          | —                          | —                        | —   | —                           | —   | —                                   | —                          | —                            | (117,302)  | (64,812)                                  | (182,114)        |
| 透過收購附屬公司收購資產及負債產生的額外<br>非控制權益(附註3)  |   |                          |                            |                            |                          |   |                             |   |                                     |                            |                              |  |   |                  |
| 發行及購回購股權  | 2,009   | 217,009                  | —                          | —                          | —                        | —   | —                           | —   | (76,467)                            | —                          | —                            | 142,551  | —   | 142,551          |
| Issue of shares on exercise of share options  |   |                          |                            |                            |                          |   |                             |   |                                     |                            |                              |  |   |                  |
| 撥作儲備  | —   | —                        | —                          | —                          | —                        | 127,591                                       | —                           | —   | —                                   | —                          | (127,591)                    | —  | —   | —                |
| Appropriations to reserve   |   |                          |                            |                            |                          |   |                             |   |                                     |                            |                              |  |   |                  |
| 根據股份獎勵計劃購買股份(附註4(b))  | —   | —                        | —                          | —                          | —                        | —   | —                           | —   | —                                   | —                          | —                            | (4,851)  | —   | (4,851)          |
| Purchase of shares under the share award scheme (Note 4(b))                         |   |                          |                            |                            |                          |   |                             |   |                                     |                            |                              |  |   |                  |
| 於二零一五年十二月三十一日   | 507,823   | 6,512,200                | (457,448)                  | 620,672                    | 595,874                  | 1,203,128                                     | (1,654)                     | (4,851)   | 500,910                             | 53,540                     | 45,774,455                   | 55,124,649   | 7,345,005                                 | 62,469,654       |
| At December 31, 2015  |   |                          |                            |                            |                          |   |                             |   |                                     |                            |                              |  |   |                  |

# 綜合權益變動表

## Consolidated Statement of Changes in Equity

截至二零一六年十二月三十一日止年度  
For the year ended December 31, 2016

|                                | 本公司擁有人應佔                                |   |   |   |   |   |  |  |  |   |   | 總計<br>Total<br>人民幣千元<br>RMB'000                                       |  |             |
|--------------------------------|---|---|---|---|---|---|--|--|--|---|---|---|--|-------------|
|                                | Attributable to owners of the Company   |   |   |   |   |   |  |  |  |   |   |   |  |             |
|                                | 股本<br>Share capital<br>人民幣千元<br>RMB'000 | 股份溢價<br>Share premium<br>人民幣千元<br>RMB'000 | 股本儲備<br>Capital reserve<br>人民幣千元<br>RMB'000 | 特別儲備<br>Special reserve<br>人民幣千元<br>RMB'000 | 其他儲備<br>Other reserve<br>人民幣千元<br>RMB'000 | 法定盈餘儲備<br>Statutory surplus reserve<br>人民幣千元<br>RMB'000 | 匯兌儲備<br>Exchange reserve<br>人民幣千元<br>RMB'000 | 持有股份獎勵的股份<br>Shares held for share award<br>人民幣千元<br>RMB'000 | 轉股儲備<br>Share option reserve<br>人民幣千元<br>RMB'000 | 對沖儲備<br>Hedging reserve<br>人民幣千元<br>RMB'000 | 保留盈利<br>Retained earnings<br>人民幣千元<br>RMB'000 | 本公司擁有人應佔<br>Attributable to owners of the Company<br>人民幣千元<br>RMB'000 | 非控制權益<br>Non-controlling interests<br>人民幣千元<br>RMB'000 |             |
| 年度權益                           | —                                       | —   | —   | —   | —   | —   | —  | —  | —  | —   | 9,152,953                                     | 9,152,953   | 781,913  | 9,934,866   |
| 發行工具的公平值收益                     | —                                       | —   | —   | —   | —   | —   | —  | —  | —  | 287,663                                     | —   | 287,663   | —  | 287,663     |
| 重新分類至權益的對沖工具收益                 | —                                       | —   | —   | —   | —   | —   | —  | —  | —  | (2,485,912)                                 | —   | (2,485,912)   | —  | (2,485,912) |
| 年度全面收益(開支)總額                   | —                                       | —   | —   | —   | —   | —   | —  | —  | —  | 39,071                                      | 9,152,953                                     | 9,192,024   | 781,913  | 9,973,937   |
| 確認以權益結算及股份為基礎的付款               | —                                       | —   | —   | —   | —   | —   | —  | —  | 63,978   | —   | —   | 63,978  | —  | 63,978      |
| 註銷購股權                          | —                                       | —   | —   | —   | —   | —   | —  | —  | (21,659)   | —   | 21,659  | —   | —  | —           |
| 非控股股東注資                        | —                                       | —   | —   | —   | —   | —   | —  | —  | —  | —   | —   | —   | 1,956,971  | 1,956,971   |
| 確認為分派股息                        | —                                       | —   | —   | —   | —   | —   | —  | —  | —  | —   | —   | —   | —  | —           |
| 透過收購附屬公司收購資產及負債產生的額外非控制權益(附註3) | —                                       | —   | —   | —   | —   | —   | —  | —  | —  | —   | —   | (2,083,332)   | —  | (2,083,332) |
| 根據股份獎勵計劃購買股份(附註4(b))           | —                                       | —   | —   | —   | —   | —   | —  | —  | —  | —   | —   | —   | 2,318,442  | 2,318,442   |
| 發行儲備                           | —                                       | —   | —   | —   | —   | —   | —  | (579,218)  | —  | —   | —   | (579,218)   | —  | (579,218)   |
| 行使購股權發行股份                      | 615                                     | 70,653                                    | —   | —   | —   | —   | —  | —  | —  | —   | —   | 52,729  | —  | 52,729      |
| 出售附屬公司的部分權益並無導致失去控制權(附註3)      | —                                       | —   | —   | —   | (6,131)                                   | —   | —  | —  | —  | —   | —   | (6,131)   | 950,150  | 944,019     |
| 於二零一六年十二月三十一日                  | 508,138                                 | 4,499,521                                 | (457,448)                                   | 620,072                                     | 389,743                                   | 1,742,366   | (1,654)                                      | (584,069)  | 524,710  | 92,611                                      | 54,409,812                                    | 61,764,699  | 13,350,481   | 75,115,180  |

此等儲備之性質及用途載於附註 29。

Details of the nature and purpose of these reserves are set out in note 29.

# 綜合現金流量表

## Consolidated Statement of Cash Flows

截至二零一六年十二月三十一日止年度

For the year ended December 31, 2016

|                               | 附註<br>NOTES  | 二零一六年<br>2016<br>人民幣千元<br>RMB'000 | 二零一五年<br>2015<br>人民幣千元<br>RMB'000 |
|-------------------------------|--|-----------------------------------|-----------------------------------|
| 經營活動                          | OPERATING ACTIVITIES   |                                   |                                   |
| 除稅前溢利                         | Profit before taxation   | 15,956,310                        | 13,938,187                        |
| 經以下調整：                        | Adjustments for:   |                                   |                                   |
| 融資成本                          | Finance costs  | 53,059                            | 43,119                            |
| 物業、廠房及設備折舊                    | Depreciation of property, plant and equipment  | 46,255                            | 33,164                            |
| 轉撥為投資物業的公平值收益                 | Fair value gain upon transfer to investment properties                                       | (47,154)                          | (434,251)                         |
| 投資物業公平值變動                     | Change in fair value of investment properties  | (1,970,958)                       | (2,439,626)                       |
| 衍生金融工具的公平值變動                  | Change in fair value of derivative financial instruments                                     | 109,031                           | —                                 |
| 應佔聯營公司業績                      | Share of results of associates   | (1,051,011)                       | 18,707                            |
| 應佔合營企業業績                      | Share of results of joint ventures   | (383,210)                         | (266,864)                         |
| 出售物業、廠房及設備的收益                 | Gain on disposal of property, plant and equipment  | (15,700)                          | (2,997)                           |
| 利息收入                          | Interest income  | (141,046)                         | (238,024)                         |
| 匯兌虧損(收益)淨額                    | Net exchange loss (gain)   | 432,470                           | (97,130)                          |
| 可供出售投資的股息收入                   | Dividend income from available-for-sale investments  | (1,252)                           | (626)                             |
| 以股份為基礎的付款開支                   | Share-based payments expenses  | 63,978                            | 101,633                           |
| 提早贖回優先票據的虧損                   | Loss on early redemption of senior notes   | 117,226                           | —                                 |
| 營運資金變動前的經營現金流量                | Operating cash flows before movements<br>in working capital                                  | 13,167,998                        | 10,655,292                        |
| 存貨(增加)減少                      | (Increase) decrease in inventories   | (61,345)                          | 825                               |
| 發展中待售物業增加                     | Increase in properties under development<br>for sales  | (17,219,449)                      | (18,305,191)                      |
| 持作出售物業減少                      | Decrease in properties held for sales  | 37,193,150                        | 33,275,607                        |
| 應收賬款及其他應收款項、<br>按金及預付款項增加     | Increase in accounts and other receivables,<br>deposits and prepayments                      | (5,662,802)                       | (2,041,100)                       |
| 應付賬款及應付票據、已收按金及<br>應計費用增加(減少) | Increase (decrease) in accounts and bills payables,<br>deposits received and accrued charges | 9,174,893                         | (6,421,356)                       |
| 經營產生的現金                       | Cash from operations   | 36,592,445                        | 17,164,077                        |
| 已付中華人民共和國(「中國」)<br>所得稅        | The People's Republic of China (the "PRC")<br>income tax paid                                | (3,919,089)                       | (3,082,932)                       |
| 經營活動所得現金淨額                    | NET CASH FROM OPERATING ACTIVITIES   | 32,673,356                        | 14,081,145                        |

# 綜合現金流量表

## Consolidated Statement of Cash Flows

截至二零一六年十二月三十一日止年度

For the year ended December 31, 2016

|                 | 附註<br>NOTES   | 二零一六年<br>2016<br>人民幣千元<br>RMB'000 | 二零一五年<br>2015<br>人民幣千元<br>RMB'000 |
|-----------------|---|-----------------------------------|-----------------------------------|
| 投資活動            | INVESTING ACTIVITIES  |                                   |                                   |
| 預付租賃款項增加        | Additions to prepaid lease payments                                       | (22,232,378)                      | (6,033,522)                       |
| 投資物業增加          | Additions to investment properties  | (2,953,997)                       | (3,280,603)                       |
| 就購入土地使用權已付的按金   | Deposits paid for acquisition of land use rights                          | (12,488,087)                      | (8,426,278)                       |
| 透過收購附屬公司收購資產及負債 | Acquisition of assets and liabilities through acquisition of subsidiaries | 33 (2,634,798)                    | 635,315                           |
| 出售一間附屬公司        | Disposal of a subsidiary  | 34 —                              | 174,286                           |
| 視作出售附屬公司        | Deemed disposal of subsidiaries   | —                                 | (60,000)                          |
| 向聯營公司出資         | Capital contribution to associates  | —                                 | (374,500)                         |
| 向合營企業出資         | Capital contribution to joint ventures                                    | —                                 | (58,423)                          |
| 投資合營企業          | Investments in joint ventures   | (495,079)                         | (345,415)                         |
| 於可供出售投資的投資      | Investment in available-for-sale investment                               | (49,101)                          | (122,320)                         |
| 於聯營公司的投資        | Investments in associates   | (495,321)                         | —                                 |
| 已收合營企業的股息       | Dividend received from a joint venture                                    | —                                 | 218,122                           |
| 已收聯營公司的股息       | Dividend received from an associate                                       | 300,000                           | —                                 |
| 聯營公司還款(向聯營公司墊款) | Repayments from (advances to) associates                                  | 2,695,676                         | (2,695,676)                       |
| (向合營企業墊款)合營企業還款 | (Advance to) repayments from joint ventures                               | (475,700)                         | 4,843,040                         |
| 向非控制權益墊款        | Advances to non-controlling interests                                     | (1,552,650)                       | (2,301,758)                       |
| 存入已抵押銀行存款       | Placement of pledged bank deposits  | (19,596)                          | (11,434)                          |
| 提取已抵押銀行存款       | Withdrawal of pledged bank deposits                                       | 162,541                           | 13,190                            |
| 購入物業、廠房及設備      | Purchase of property, plant and equipment                                 | (42,392)                          | (60,259)                          |
| 已收利息            | Interest received   | 141,046                           | 238,024                           |
| 出售物業、廠房及設備所得款項  | Proceeds from disposal of property, plant and equipment                   | 22,005                            | 15,690                            |
| 自可供出售投資收取的股息    | Dividend received from available-for-sale investments                     | 1,252                             | 626                               |
| 投資活動所用現金淨額      | NET CASH USED IN INVESTING ACTIVITIES                                     | (40,116,579)                      | (17,631,895)                      |

# 綜合現金流量表

## Consolidated Statement of Cash Flows

截至二零一六年十二月三十一日止年度

For the year ended December 31, 2016

|                         |  | 附註<br>NOTES | 二零一六年<br>2016<br>人民幣千元<br>RMB'000 | 二零一五年<br>2015<br>人民幣千元<br>RMB'000 |
|-------------------------|--|-------------|-----------------------------------|-----------------------------------|
| 融資活動                    | FINANCING ACTIVITIES   |             |                                   |                                   |
| 收購附屬公司的額外權益             | Acquisitions of additional interests<br>in subsidiaries                            | 31          | —                                 | (182,114)                         |
| 出售附屬公司的部份權益<br>(未失去控制權) | Disposal of partial interest in subsidiaries not<br>resulting in losing of control | 32          | 944,019                           | —                                 |
| 償還銀行及其他借款               | Repayment of bank and other borrowings   |             | (22,645,189)                      | (19,717,508)                      |
| 已付利息                    | Interest paid  |             | (2,731,100)                       | (2,716,977)                       |
| 新增銀行及其他借款               | New bank and other borrowings raised   |             | 19,564,069                        | 15,037,275                        |
| 發行債券所得款項                | Proceeds from issue of bonds   |             | 11,800,000                        | 8,000,000                         |
| 償還債券                    | Repayment of bond  |             | (1,400,000)                       | —                                 |
| 發行債券的開支                 | Expenses on issue of bonds   |             | (75,945)                          | (52,330)                          |
| 購回優先票據                  | Repurchase of senior notes   |             | (45,404)                          | —                                 |
| 贖回優先票據                  | Redemption of senior notes   |             | (2,817,764)                       | —                                 |
| 非控股股東注資                 | Capital injection from non-controlling<br>shareholders                             |             | 1,956,971                         | 3,272,290                         |
| 非控制權益墊款                 | Advance from non-controlling interests   |             | 2,953,235                         | —                                 |
| 發行股份所得款項                | Proceeds from issue of shares  |             | 52,729                            | 142,551                           |
| 就根據股份獎勵計劃購買             | Payment for purchase of shares under<br>the share award scheme                     |             | (579,218)                         | (4,851)                           |
| 已付股息                    | Dividend paid  |             | (2,083,332)                       | (1,654,310)                       |
| 聯營公司墊款                  | Advances from associates   |             | 1,644,352                         | 179,612                           |
| 合營企業墊款(向合營企業還款)         | Advances from (repayments to) joint ventures                                       |             | 913,603                           | (297,068)                         |
| (向一名聯營公司控股股東還款)         | (Repayments to) advance from a controlling   |             |                                   |                                   |
| 一名聯營公司控股股東墊款            | shareholder of an associate  |             | (669,363)                         | 669,363                           |
| 融資活動所得現金淨額              | NET CASH FROM FINANCING ACTIVITIES   |             | 6,781,663                         | 2,675,933                         |
| 現金及現金等價物減少淨額            | NET DECREASE IN CASH AND<br>CASH EQUIVALENTS                                       |             | (661,560)                         | (874,817)                         |
| 年初的現金及現金等價物             | CASH AND CASH EQUIVALENTS AT THE<br>BEGINNING OF THE YEAR                          |             | 17,919,664                        | 18,794,481                        |
| 年末的現金及現金等價物             | CASH AND CASH EQUIVALENTS<br>AT THE END OF THE YEAR                                |             | 17,258,104                        | 17,919,664                        |
| 現金及現金等價物結餘分析            | ANALYSIS OF THE BALANCES OF<br>CASH AND CASH EQUIVALENTS                           |             |                                   |                                   |
| 銀行結餘及現金                 | Bank balances and cash   |             | 17,258,104                        | 17,919,664                        |

# 綜合財務報表附註

## Notes to the Consolidated Financial Statements

截至二零一六年十二月三十一日止年度

For the year ended December 31, 2016

### 1. 一般資料

本公司於二零零七年十二月二十一日在開曼群島根據開曼群島公司法(一九六一年第三號法律第22章，經綜合及修訂)註冊成立為獲豁免有限公司。本公司股份於香港聯合交易所有限公司(「聯交所」)主板上市，註冊辦事處地址為Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands。本公司於中華人民共和國(「中國」)及香港的主要營業地點的地址分別為北京朝陽區惠新東街4號富盛大廈2座7樓及香港中環都爹利街1號15樓。

本公司乃投資控股公司，其附屬公司主要業務活動的詳情載於附註49。

綜合財務報表以本公司及其主要附屬公司的功能貨幣人民幣(「人民幣」)呈報。

### 2. 採納新訂及經修訂國際財務報告準則(「國際財務報告準則」)

#### 於本年度強制生效的國際財務報告準則修訂本

本集團於本年度首次採納以下由國際會計準則理事會(「國際會計準則理事會」)頒佈國際財務報告準則的修訂本：

Amendments to IFRS 11

國際財務報告準則第11號之修訂本

Amendments to IAS 1

國際會計準則第1號修訂本

Amendments to IAS 16 and IAS 38

國際會計準則第16號及國際會計準則第38號修訂本

Amendments to IAS 16 and IAS 41

國際會計準則第16號及國際會計準則第41號修訂本

Amendments to IAS 27

國際會計準則第27號修訂本

Amendments to IFRS 10, IFRS 12 and IAS 28

國際財務報告準則第10號、國際財務報告準則第12號及國際會計準則第28號

Amendments to IFRSs

國際財務報告準則修訂本

除下文所述者外，於本年度採用國際財務報告準則修訂本對本集團於本年度及過往年度的財務表現及狀況及／或該等綜合財務報表所載披露並無重大影響。

### 1. GENERAL INFORMATION

The Company was incorporated on December 21, 2007 as an exempted company with limited liability in the Cayman Islands under the Companies Law Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands. The shares of the Company are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “SEHK”). The address of the registered office of the Company is Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands. The addresses of the principal place of business of the Company in the People’s Republic of China (the “PRC”) and Hong Kong are 7/F, Tower 2, FuSheng Building, No. 4 Huixin East Street, Chaoyang District, Beijing, and 15/F, 1 Duddell Street, Central, Hong Kong, respectively.

The Company acts as an investment holding company. Details of the principal activities of its subsidiaries are set out in note 49.

The consolidated financial statements are presented in Renminbi (“RMB”), which is the functional currency of the Company and its major subsidiaries.

### 2. APPLICATION OF NEW AND AMENDMENTS TO INTERNATIONAL FINANCIAL REPORTING STANDARDS (“IFRS”)

#### Amendments to IFRSs that are mandatorily effective for the current year

The Group has applied the following amendments to IFRSs issued by the International Accounting Standards Board (“IASB”) for the first time in the current year:

Accounting for Acquisitions of Interests in Joint Operations

收購合資經營業務權益之會計

Disclosure Initiative

披露主動性

Clarification of Acceptable Methods of Depreciation and Amortisation

澄清折舊及攤銷之可接受方法

Agriculture: Bearer Plants

農業：生產性植物

Equity Method in Separate Financial Statements

獨立財務報表中的權益法

Investment Entities: Applying the Consolidation Exception

投資實體：應用綜合入賬的例外

Annual Improvements to IFRSs 2012 - 2014 Cycle

二零一二年至二零一四年週期國際財務報告準則的年度改進

Except as described below, the application of the amendments to IFRSs in the current year has had no material impact on the Group’s financial performance and positions for the current and prior years and/or on the disclosures set out in these consolidated financial statements.

# 綜合財務報表附註

## Notes to the Consolidated Financial Statements

截至二零一六年十二月三十一日止年度

For the year ended December 31, 2016

### 2. 採納新訂及經修訂國際財務報告準則(「國際財務報告準則」)(續)

#### 國際會計準則第1號修訂本披露主動性

本集團已於本年度首次應用國際會計準則第1號披露主動性的修訂。國際會計準則第1號修訂本澄清倘披露之資料並不重大，則實體毋須按國際財務報告準則規定提供具體披露，並就匯總及分析資料的基準提供指引。然而，修訂重申實體應考慮在遵守國際財務報告準則特定要求不足以使財務報表的使用者明白特定交易、事件及情況對實體的財務狀況及財務表現的影響時提供額外披露。

此外，修訂闡明實體應佔的採用權益法入賬的聯營公司及合營企業其他全面收入應當與本集團產生的該等收入單獨呈列，並應根據其他國際財務報告準則分成以下應佔項目：(i)其後不會重新分類至損益；及(ii)其後將會在符合特定條件時重新分類至損益。

至於財務報表的結構，修訂提供系統性排序或分組附註的示例。

本集團已追溯應用該等修訂。綜合財務報表內若干附註的排序已經修改，以突出管理層認為與了解本集團財務表現及財務狀況最相關的本集團活動方面。尤其是，年內溢利重新排序至附註42，而有關董事、行政總裁及僱員薪酬的資料重新排序至附註43。除上述呈列及披露變動外，應用國際會計準則第1號修訂本並無對該等綜合財務報表內本集團的財務表現或財務狀況造成任何影響。

### 2. APPLICATION OF NEW AND AMENDMENTS TO INTERNATIONAL FINANCIAL REPORTING STANDARDS (“IFRS”) (Continued)

#### Amendments to IAS 1 *Disclosure Initiative*

The Group has applied the amendments to IAS 1 *Disclosure Initiative* for the first time in the current year. The amendments to IAS 1 clarify that an entity need not provide a specific disclosure required by an IFRS if the information resulting from that disclosure is not material, and give guidance on the bases of aggregating and disaggregating information. However, the amendments reiterate that an entity should consider providing additional disclosures when compliance with the specific requirements in IFRS is insufficient to enable users of financial statements to understand the impact of particular transactions, events and conditions on the entity's financial position and financial performance.

In addition, the amendments clarify that an entity's share of the other comprehensive income of associates and joint ventures accounted for using the equity method should be presented separately from those arising from the Group, and should be separated into the share of items that, in accordance with other IFRSs: (i) will not be reclassified subsequently to profit or loss; and (ii) will be reclassified subsequently to profit or loss when specific conditions are met.

As regards the structure of the financial statements, the amendments provide examples of systematic ordering or grouping of the notes.

The Group has applied these amendments retrospectively. The ordering of certain notes to the consolidated financial statements have been revised to give prominence to the areas of the Group's activities that management considers to be most relevant to an understanding of the Group's financial performance and financial position. Specifically, profit for the year was reordered to note 42 while information in relation to directors', chief executive's and employees' emoluments was reordered to note 43. Other than the above presentation and disclosure changes, the application of the amendments to IAS 1 has not resulted in any impact on the financial performance or financial position of the Group in these consolidated financial statements.



# 綜合財務報表附註

## Notes to the Consolidated Financial Statements

截至二零一六年十二月三十一日止年度  
For the year ended December 31, 2016

### 2. 採納新訂及經修訂國際財務報告準則(「國際財務報告準則」)(續)

#### 國際會計準則第1號修訂本披露主動性(續)

本集團並無提早應用已頒佈但尚未生效的新訂及經修訂國際財務報告準則：

IFRS 9  
國際財務報告準則第9號

IFRS 15  
國際財務報告準則第15號

IFRS 16  
國際財務報告準則第16號

IFRIC 22  
國際財務報告詮釋委員會第22號  
Amendments to IFRSs  
國際財務報告準則修訂本

Amendments to IFRS 2  
國際財務報告準則第2號修訂本

Amendments to IFRS 4  
國際財務報告準則第4號修訂本

Amendments to IFRS 15  
國際財務報告準則第15號修訂本

Amendments to IFRS 10  
and IAS 28  
國際財務報告準則第10號及國際會計準則  
第28號修訂本

Amendments to IAS 7  
國際會計準則第7號修訂本

Amendments to IAS 12  
國際會計準則第12號修訂本

Amendments to IAS 40  
國際會計準則第40號修訂本

### 2. APPLICATION OF NEW AND AMENDMENTS TO INTERNATIONAL FINANCIAL REPORTING STANDARDS (“IFRS”) (Continued)

#### Amendments to IAS 1 *Disclosure Initiative* (Continued)

The Group has not early applied the following new and amendments to IFRSs that have been issued but are not yet effective:

Financial Instruments<sup>1</sup>  
金融工具<sup>1</sup>

Revenue from Contracts with Customers<sup>1</sup>  
客戶合約收入<sup>1</sup>

Leases<sup>2</sup>  
租賃<sup>2</sup>

Foreign Currency Transactions and Advance Consideration<sup>1</sup>  
外幣交易及預付代價<sup>1</sup>

Annual Improvements to IFRS Standards 2014 - 2016 Cycle<sup>5</sup>  
二零一四年至二零一六年週期國際財務報告準則的年度改進<sup>5</sup>

Classification and Measurement of Share-based Payment Transaction<sup>1</sup>  
以股份為基礎的付款交易分類及計量<sup>1</sup>

Applying IFRS 9 Financial Instruments with IFRS 4 Insurance Contracts<sup>1</sup>  
將國際會計準則第4號保險合約與國際財務報告準則  
第9號金融工具應用<sup>1</sup>

Clarifications to IFRS 15 Revenue from Contracts with Customers<sup>1</sup>  
澄清國際會計準則第15號客戶合約收入<sup>1</sup>

Sale or Contribution of Assets between an Investor and  
its Associate or Joint Venture<sup>3</sup>  
投資者與其聯營公司或合營企業之間的資產銷售或投入<sup>3</sup>

Disclosure Initiative<sup>4</sup>  
披露主動性<sup>4</sup>

Recognition of Deferred Tax Assets for Unrealised Losses<sup>4</sup>  
確認未變現損失之遞延稅項資產<sup>4</sup>

Transfers of Investment Property<sup>1</sup>  
轉讓投資物業<sup>1</sup>

# 綜合財務報表附註

## Notes to the Consolidated Financial Statements

截至二零一六年十二月三十一日止年度

For the year ended December 31, 2016

### 2. 採納新訂及經修訂國際財務報告準則(「國際財務報告準則」)(續)

#### 國際會計準則第1號修訂本披露主動性(續)

- 1 於二零一八年一月一日或之後開始之年度期間生效
- 2 於二零一九年一月一日或之後開始之年度期間生效
- 3 於待釐定日期或之後開始之年度期間生效
- 4 於二零一七年一月一日或之後開始之年度期間生效
- 5 於二零一七年一月一日或二零一八年一月一日或之後開始之年度期間生效，如適用

#### 國際財務報告準則第9號金融工具

國際引入金融資產、金融負債分類及計量之新規定、金融資產的一般對沖會計及減值規定。

國際財務報告準則第9號的主要規定於以下說明：

- 所有屬國際財務報告準則第9號範圍內之已確認金融資產其後均須按攤銷成本或公平值計量。特別是，根據業務模式以收取合約現金流量為目的所持有的債務投資，及僅為支付本金及未償還本金之利息而產生合約現金流量的債務投資一般於其後的會計期末按攤銷成本計量。於目的為同時收回合約現金流量及出售金融資產的業務模式中持有的債務工具，以及金融資產合約條款令於特定日期產生的現金流純為支付本金及未償還本金的利息的債務工具，按公平值列賬並於其他全面收益內處理的方式計量。所有其他債務投資及股本投資於其後的會計期末按公平值計量。此外，根據國際財務報告準則第9號，實體可作出不可撤回的選擇，於其他全面收益呈列股本投資(非持作交易)公平值之其後變動，而僅有股息收入一般於損益中確認。

### 2. APPLICATION OF NEW AND AMENDMENTS TO INTERNATIONAL FINANCIAL REPORTING STANDARDS (“IFRS”) (Continued)

#### Amendments to IAS 1 *Disclosure Initiative* (Continued)

- 1 Effective for annual periods beginning on or after January 1, 2018
- 2 Effective for annual periods beginning on or after January 1, 2019
- 3 Effective for annual periods beginning on or after a date to be determined
- 4 Effective for annual periods beginning on or after January 1, 2017
- 5 Effective for annual periods beginning on or after January 1, 2017 or January 1, 2018, as appropriate

#### IFRS 9 *Financial Instruments*

IFRS 9 introduces new requirements for the classification and measurement of financial assets, financial liabilities, general hedge accounting and impairment requirements for financial assets.

Key requirements of IFRS 9 are described below:

- All recognised financial assets that are within the scope of IFRS 9 are required to be subsequently measured at amortised cost or fair value. Specifically, debt investments that are held within a business model whose objective is to collect the contractual cash flows, and that have contractual cash flows that are solely payments of principal and interest on the principal outstanding are generally measured at amortised cost at the end of subsequent accounting periods. Debt instruments that are held within a business model whose objective is achieved both by collecting contractual cash flows and selling financial assets, and that have contractual terms that give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding, are generally measured at fair value through other comprehensive income. All other debt investments and equity investments are measured at their fair value at the end of subsequent accounting periods. In addition, under IFRS 9, entities may make an irrevocable election to present subsequent changes in the fair value of an equity investment (that is not held for trading) in other comprehensive income, with only dividend income generally recognised in profit or loss.

# 綜合財務報表附註

## Notes to the Consolidated Financial Statements

截至二零一六年十二月三十一日止年度  
For the year ended December 31, 2016

### 2. 採納新訂及經修訂國際財務報告準則(「國際財務報告準則」)(續)

#### 國際財務報告準則第9號金融工具(續)

- 國際財務報告準則第9號規定，就指定為透過損益按公平值列賬的金融負債的計量而言，因該負債信貸風險變動引致的金融負債公平值變動數額，除非於其他全面收益確認該負債的信貸風險變動影響會造成或擴大損益賬的會計錯配，否則須於其他全面收益呈列。金融負債的信貸風險引致的金融負債公平值變動其後不會重新分類至損益。根據國際會計準則第39號，指定為透過損益按公平值列賬的金融負債的公平值變動全部數額均於損益呈列。
- 就金融資產的減值而言，與國際會計準則第39號項下按已產生信貸虧損模式計算相反，國際財務報告準則第9號規定按預期信貸虧損模式計算。預期信貸虧損模式需要實體於各報告日期將預期信貸虧損及該等預期信貸虧損的變動入賬，以反映信貸風險自初始確認以來的變動。換言之，毋須再待發生信貸事件即可確認信貸虧損。

### 2. APPLICATION OF NEW AND AMENDMENTS TO INTERNATIONAL FINANCIAL REPORTING STANDARDS (“IFRS”) (Continued)

#### IFRS 9 *Financial Instruments* (Continued)

- With regard to the measurement of financial liabilities designated as at fair value through profit or loss, IFRS 9 requires that the amount of change in the fair value of the financial liability that is attributable to changes in the credit risk of that liability is presented in other comprehensive income, unless the recognition of the effects of changes in the liability’s credit risk in other comprehensive income would create or enlarge an accounting mismatch in profit or loss. Changes in fair value attributable to a financial liabilities’ credit risk are not subsequently reclassified to profit or loss. Under IAS 39, the entire amount of the change in the fair value of the financial liability designated as fair value through profit or loss was presented in profit or loss.
- In relation to the impairment of financial assets, IFRS 9 requires an expected credit loss model, as opposed to an incurred credit loss model under IAS 39. The expected credit loss model requires an entity to account for expected credit losses and changes in those expected credit losses at each reporting date to reflect changes in credit risk since initial recognition. In other words, it is no longer necessary for a credit event to have occurred before credit losses are recognised.

# 綜合財務報表附註

## Notes to the Consolidated Financial Statements

截至二零一六年十二月三十一日止年度

For the year ended December 31, 2016

### 2. 採納新訂及經修訂國際財務報告準則(「國際財務報告準則」)(續)

#### 國際財務報告準則第9號金融工具(續)

- 一般對沖的新會計處理規定保留國際會計準則第39號現時可使用的三類對沖會計機制。國際財務報告準則第9號已為符合對沖會計處理的交易類型引入更大的靈活性，特別是擴闊符合對沖工具的工具類型及符合對沖會計處理的非金融項目的風險組成部分的類型。此外，效益性測試已經徹底修改及以「經濟關係」原則取代。對沖效益性亦不需再作追溯評估。當中亦引入有關實體風險管理活動的強化披露規定。

基於本集團於二零一六年十二月三十一日的金融工具及風險管理政策，日後應用國際財務報告準則第9號可能對本集團金融資產的分類及計量構成重大影響。本集團的可供出售投資(包括目前按成本減減值列賬者)將按公平值透過損益計量或指定為按公平值列賬並於其他全面收益內處理(有待達成指定準則)。此外，預期信貸虧損模式可能導致提早計提尚未產生及有關本集團按攤銷成本計量的金融資產的信貸虧損撥備。

本公司董事預期，應用新對沖規定未必對本集團的目前對沖指定及對沖會計構成重大影響。

本集團指定為透過損益按公平值列賬的衍生金融工具公平值變動(歸因於信貸風險變動)可於其他全面收益內呈列。然而，於本集團完成詳盡審閱前，提供有關國際財務報告準則第9號的影響的合理估計屬不切實際。

### 2. APPLICATION OF NEW AND AMENDMENTS TO INTERNATIONAL FINANCIAL REPORTING STANDARDS (“IFRS”) (Continued)

#### IFRS 9 *Financial Instruments* (Continued)

- The new general hedge accounting requirements retain the three types of hedge accounting mechanisms currently available in IAS 39. Under IFRS 9, greater flexibility has been introduced to the types of transactions eligible for hedge accounting, specifically broadening the types of instruments that qualify for hedging instruments and the types of risk components of non-financial items that are eligible for hedge accounting. In addition, the effectiveness test has been removed retrospective quantitative. Enhanced disclosure requirements about an entity's risk management activities have also been introduced.

Based on the Group's financial instruments and risk management policies as at December 31, 2016, application of IFRS 9 in the future may have a material impact on the classification and measurement of the Group's financial assets. The Group's available-for-sale investments, including those currently stated at cost less impairment, will either be measured as fair value through profit or loss or be designated as FVTOCI (subject to fulfilment of the designation criteria). In addition, the expected credit loss model may result in early provision of credit losses which are not yet incurred in relation to the Group's financial assets measured at amortised cost.

The directors of the Company anticipate that the application of new hedging requirements may not have a material impact on the Group's current hedge designation and hedge accounting.

The change in fair value of the Group's derivative financial instruments designated at fair value through profit or loss that is attributable to changes in credit risk could be presented in other comprehensive income. However, it is not practicable to provide reasonable estimate of the effect of IFRS 9 until the Group performs a detailed review.

# 綜合財務報表附註

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### 2. 採納新訂及經修訂國際財務報告準則(「國際財務報告準則」)(續)

#### 國際財務報告準則第15號客戶合約收入

國際財務報告準則第15號獲頒布，其制定一項單一全面模式供實體用作將自客戶合約所產生的收入入賬。於國際財務報告準則第15號生效後，其將取代現時載於國際會計準則第18號收入、國際會計準則第11號建築合約及相關詮釋的收入確認指引。

國際財務報告準則第15號的核心原則為實體所確認描述向客戶轉讓承諾貨品或服務的收入金額，應為能反映該實體預期就交換該等貨品或服務有權獲得的代價。具體而言，該準則引入確認收入的五個步驟：

- 步驟1：識別與客戶之合同步驟
- 步驟2：識別合同內履行之責任
- 步驟3：釐定交易價格
- 步驟4：按合同內履約責任分配交易價格
- 步驟5：當(或於)實體履行責任時確認收入

根據國際財務報告準則第15號，實體於(或當)完成履約責任時確認收入，即於特定履約責任相關的商品或服務的「控制權」轉讓予客戶時。國際財務報告準則第15號已就特別情況的處理方法加入更明確的指引。此外，國際財務報告準則第15號要求更詳盡的披露。

於二零一六年，國際會計準則委員會頒佈對國際財務報告準則第15號的澄清，內容有關識別履約責任、主體對代理代價及發牌的應用指引。

國際財務報告準則第15號的應用可能導致須作出更多披露，然而，本公司董事預期應用國際財務報告準則第15號將不會對相應報告期間收入確認的時間及金額造成重大影響。

### 2. APPLICATION OF NEW AND AMENDMENTS TO INTERNATIONAL FINANCIAL REPORTING STANDARDS (“IFRS”) (Continued)

#### IFRS 15 Revenue from Contracts with Customers

IFRS 15 was issued which establishes a single comprehensive model for entities to use in accounting for revenue arising from contracts with customers. IFRS 15 will supersede the current revenue recognition guidance including IAS 18 Revenue, IAS 11 Construction Contracts and the related Interpretations when it becomes effective.

The core principle of IFRS 15 is that an entity should recognise revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. Specifically, the Standard introduces a 5-step approach to revenue recognition:

- Step 1: Identify the contract(s) with a customer
- Step 2: Identify the performance obligations in the contract
- Step 3: Determine the transaction price
- Step 4: Allocate the transaction price to the performance obligations in the contract
- Step 5: Recognise revenue when (or as) the entity satisfies a performance obligation

Under IFRS 15, an entity recognises revenue when (or as) a performance obligation is satisfied, i.e. when ‘control’ of the goods or services underlying the particular performance obligation is transferred to the customer. Far more prescriptive guidance has been added in IFRS 15 to deal with specific scenarios. Furthermore, extensive disclosures are required by IFRS 15.

In 2016, the IASB issued *Clarifications to IFRS 15* in relation to the identification of performance obligations, principal versus agent considerations, as well as licensing application guidance.

The directors of the Company anticipate that the application of IFRS 15 may result in more disclosures, however, the directors of the Company do not anticipate that the application of IFRS 15 will have a material impact on the timing and amounts of revenue recognised in respective reporting periods.

# 綜合財務報表附註

## Notes to the Consolidated Financial Statements

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For the year ended December 31, 2016

### 2. 採納新訂及經修訂國際財務報告準則(「國際財務報告準則」)(續)

#### 國際財務報告準則第16號租賃

國際財務報告準則第16號為識別出租人及承租人的租賃安排及會計處理引入一項綜合模式。國際財務報告準則第16號生效時將取代國際會計準則第17號租賃及相關詮釋

國際財務報告準則第16號根據所識別資產是否由客戶控制來區分租賃及服務合約。除短期租賃及低值資產租賃外，經營租賃及融資租賃的差異就承租人會計處理移除，並須就承租人的所有租賃確認使用權資產及相應負債的模式替代。

使用權資產初步按成本計量，並隨後以成本(惟若干例外情況除外)減累計折舊及減值虧損計量，並就租賃負債任何重新計量而作出調整。租賃負債乃按租賃付款(非當日支付)的現值初步計量。隨後，租賃負債就(其中包括)利息及租賃付款以及租賃修訂的影響作出調整。就現金流量分類而言，本集團目前就自用租賃土地及分類為投資物業的租賃土地呈列預付租賃付款為投資現金流量，而其他經營租賃付款則以經營現金流量呈列。根據國際財務報告準則第16號，有關租賃負債的租賃付款將分配為本金及利息部份，其將以融資現金流量呈列。

### 2. APPLICATION OF NEW AND AMENDMENTS TO INTERNATIONAL FINANCIAL REPORTING STANDARDS (“IFRS”) (Continued)

#### IFRS 16 Leases

IFRS 16 introduces a comprehensive model for the identification of lease arrangements and accounting treatments for both lessors and lessees. IFRS 16 will supersede IAS 17 Leases and the related interpretations when it becomes effective.

IFRS 16 distinguishes lease and service contracts on the basis of whether an identified asset is controlled by a customer. Distinctions of operating leases and finance leases are removed for lessee accounting, and is replaced by a model where a right-of-use asset and a corresponding liability have to be recognised for all leases by lessees, except for short-term leases and leases of low value assets.

The right-of-use asset is initially measured at cost and subsequently measured at cost (subject to certain exceptions) less accumulated depreciation and impairment losses, adjusted for any remeasurement of the lease liability. The lease liability is initially measured at the present value of the lease payments that are not paid at that date. Subsequently, the lease liability is adjusted for interest and lease payments, as well as the impact of lease modifications, amongst others. For the classification of cash flows, the Group currently presents upfront prepaid lease payments as investing cash flows in relation to leasehold lands for owned use and those classified as investment properties while other operating lease payments are presented as operating cash flows. Under the IFRS 16, lease payments in relation to lease liability will be allocated into a principal and an interest portion which will be presented as financing cash flows.

# 綜合財務報表附註

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For the year ended December 31, 2016

### 2. 採納新訂及經修訂國際財務報告準則(「國際財務報告準則」)(續)

#### 國際財務報告準則第16號租賃(續)

根據國際會計準則第17號，本集團已確認租賃土地(本集團為承租人)的預付租賃款項。應用國際報告準則第16號可能導致該等資產在分類上的潛在變動，取決於本集團個別或在擁有對應相關資產情況下該等資產呈列的同一項目內呈列使用權資產。

與承租人會計處理方法相反，國際財務報告準則第16號大致保留國際會計準則第17號內出租人的會計規定，並繼續規定出租人將租賃分類為經營租賃或融資租賃。

此外，國際財務報告準則第16號亦要求較廣泛的披露。

於二零一六年十二月三十一日，如附註38所披露，本集團有不可撤銷的經營租賃承擔人民幣71,659,000元。初步評估顯示該等安排將符合國際財務報告準則第16號項下租賃的定義，因此本集團將就所有租賃確認使用權資產及對應負債，除非於應用國際財務報告準則第16號時其符合低值或短期租賃。此外，應用新規定可能導致上文所述的計量、呈列及披露有所變動。然而，在董事完成詳細審閱前，對財務影響作出合理估計並不可行。

### 2. APPLICATION OF NEW AND AMENDMENTS TO INTERNATIONAL FINANCIAL REPORTING STANDARDS (“IFRS”) (Continued)

#### IFRS 16 Leases (Continued)

Under IAS 17, the Group has already recognised prepaid lease payments for leasehold lands where the Group is a lessee. The application of IFRS 16 may result in potential changes in classification of these assets depending on whether the Group presents right-of-use assets separately or within the same line item at which the corresponding underlying assets would be presented if they were owned.

In contrast to lessee accounting, IFRS 16 substantially carries forward the lessor accounting requirements in IAS 17, and continues to require a lessor to classify a lease either as an operating lease or a finance lease.

Furthermore, extensive disclosures are required by IFRS 16.

As at December 31, 2016, the Group has non-cancellable operating lease commitments of RMB71,659,000 as disclosed in note 38. A preliminary assessment indicates that these arrangements will meet the definition of a lease under IFRS 16, and hence the Group will recognise a right-of-use asset and a corresponding liability in respect of all these leases unless they qualify for low value or short-term leases upon the application of IFRS 16. In addition, the application of new requirements may result changes in measurement, presentation and disclosure as indicated above. However, it is not practicable to provide a reasonable estimate of the financial effect until the directors complete a detailed review.

# 綜合財務報表附註

## Notes to the Consolidated Financial Statements

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### 2. 採納新訂及經修訂國際財務報告準則(「國際財務報告準則」)(續)

#### 國際會計準則第7號修訂本披露主動性

該等修訂規定實體披露能讓財務報表使用者評估融資活動引起的負債變動，包括現金流量引致之變動及非現金變動。尤其是，該等修訂規定披露以下來自融資活動的負債變動：(i)來自融資現金流量的變動；(ii)來自取得或失去附屬公司或其他業務的控制權的變動；(iii)外幣匯率變動的影響；(iv)公平值變動；及(v)其他變動。

該等修訂應用於二零一七年一月一日或之後開始的年度期間，並許可提早應用。應用該等修訂可能導致有關本集團融資活動的額外披露，尤其是融資活動產生的負債的綜合財務狀況表的期初及期末結餘的對賬，將於應用該等修訂時提供。

本公司董事預期，應用其他新訂及經修訂國際財務報告準則將不會對綜合財務報表造成重大影響。

### 3. 主要會計政策

綜合財務報表乃根據國際會計準則理事會頒佈的國際財務報告準則編製。此外，綜合財務報表載有聯交所證券上市規則及香港公司條例所規定的適用披露事項。

於各報告期末，綜合財務報表乃根據下文所載會計政策按歷史成本基準編製，惟投資物業及若干金融工具按公平值計量。

歷史成本法一般基於交換貨品及服務代價之公平值釐定。

### 2. APPLICATION OF NEW AND AMENDMENTS TO INTERNATIONAL FINANCIAL REPORTING STANDARDS (“IFRS”) (Continued)

#### Amendments to IAS 7 Disclosure Initiative

The amendments require an entity to provide disclosures that enable users of financial statements to evaluate changes in liabilities arising from financing activities including both changes arising from cash flows and non-cash changes. Specially, the amendments require the following changes in liabilities arising from financing activities to be disclosed: (i) changes from financing cash flows; (ii) changes arising from obtaining or losing control of subsidiaries or other businesses; (iii) the effect of changes in foreign exchange rates; (iv) changes in fair values; and (v) other changes.

The amendments apply prospectively for annual periods beginning on or after January 1, 2017 with earlier application permitted. The application of the amendments will result in additional disclosures on the Group's financing activities, specifically reconciliation between the opening and closing balances in the consolidated statement of financial position for liabilities arising from financing activities will be provided on application.

The directors of the Company anticipate that the application of the other new and revised IFRSs will have no material impact on the consolidated financial statements.

### 3. SIGNIFICANT ACCOUNTING POLICIES

The consolidated financial statements have been prepared in accordance with IFRSs issued by the IASB. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on the SEHK and by the Hong Kong Companies Ordinance.

The consolidated financial statements have been prepared on the historical cost basis, except for the investment properties and certain financial instruments that are measured at fair value, at the end of each reporting period, as explained in the accounting policies set out below.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.



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## Notes to the Consolidated Financial Statements

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### 3. 主要會計政策(續)

公平值是指市場參與者之間在計量日進行的有序交易中出售一項資產所收取的價格或轉移一項負債所支付的價格，無論該價格是直接觀察到的結果還是採用其他估值技術作出的估計。在對資產或負債的公平值作出估計時，本集團考慮了市場參與者在計量日為該資產或負債進行定價時將會考慮的特徵。在本綜合財務報表中計量和／或披露的公平值均在此基礎上予以確定，但國際財務報告準則第2號範圍內的以股份為基礎的支付交易、國際會計準則第17號範圍內的租賃交易、以及與公平值類似但並非公平值的計量(例如，國際會計準則第2號中的可變現淨值或國際會計準則第36號中的使用價值)除外。

非金融資產的公平值計量須計及市場參與者能自最大限度使用該資產達致最佳用途，或將該資產出售予將最大限度使用該資產達致最佳用途的其他市場參與者，所產生的經濟效益。

此外，出於財務報告目的，公平值計量應基於公平值計量的輸入值的可觀察程度以及該等輸入值對公平值計量整體的重要性，被歸入第一層、第二層或第三層級的公平值級次，詳述如下：

- 第一層級公平值是指於計量日期由相同資產或負債在活躍市場中(未經調整)的報價得出的公平值；
- 第二層級公平值是指由除了第一層級公平值計量所包含的報價以外的，資產或負債的其他直接或間接可觀察的輸入值得出的公平值；及
- 第三層級公平值是指由包含資產或負債的不可觀察輸入值的公平值。

主要會計政策載列如下。

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these consolidated financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of IFRS 2, leasing transactions that are within the scope of IAS 17, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in IAS 2 or value in use in IAS 36.

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

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

The principal accounting policies are set out below.

# 綜合財務報表附註

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### 3. 主要會計政策 (續)

#### 綜合基準

綜合財務報表包括本公司及本公司控制的實體及其附屬公司的財務報表。當本公司符合以下條件時，其對被投資者具有控制權：

- 擁有對被投資者的權力；
- 通過對被投資者的涉入而承擔或有權獲得可變回報；及
- 有能力運用對被投資者的權力影響所得到回報的金額。

倘有事實及情況表明上列三項條件其中一項或以上出現變動，本集團重新評估其是否仍控制被投資方。

倘本集團於被投資方之投票權未能佔大多數，但只要投票權足以賦予本集團實際能力可單方面掌控被投資方之相關業務時，本集團即對被投資方擁有權力。在評估本集團於被投資方之投票權是否足以賦予其權力時，本集團考慮所有相關事實及情況，包括：

- 本集團持有投票權之規模相對於其他投票權持有人持有投票權之規模及分散性；
- 本集團、其他投票權持有人或其他方持有的潛在投票權；
- 自其他合約協議產生的權利；及
- 於需要作出決定(包括先前股東大會上之投票模式)時表明本集團當前擁有或並無擁有指導相關活動之能力之任何額外事實及情況。

當本集團取得附屬公司控制權時開始綜合附屬公司，而當本集團喪失附屬公司控制權時，則不再綜合附屬公司。尤其是，年內所購入或出售的附屬公司收入及開支按自收購生效日期直至出售生效日期(倘適用)起計入綜合損益及其他全面收益表內。本集團取得控制權起至本集團不再控制附屬公司之日期止。

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company and its subsidiaries. Control is achieved where the Company:

- has power over the investee;
- is exposed, or has rights, to variable returns from its involvement with the investee; and
- has the ability to use its power to affect its returns.

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

When the Group has less than a majority of the voting rights of an investee, it has power over the investee when the voting rights are sufficient to give it the practical ability to direct the relevant activities of the investee unilaterally. The Group considers all relevant facts and circumstances in assessing whether or not the Group's voting rights in an investee are sufficient to give it power, including:

- the size of the Group's holding of voting rights relative to the size and dispersion of holdings of the other vote holders;
- potential voting rights held by the Group, other vote holders or other parties;
- rights arising from other contractual arrangements; and
- any additional facts and circumstances that indicate that the Group has, or does not have, the current ability to direct the relevant activities at the time that decisions need to be made, including voting patterns at previous shareholders' meetings.

Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated statement of profit or loss and other comprehensive income from the date. The Group gains control until the date when the Group ceases to control the subsidiary.

# 綜合財務報表附註

## Notes to the Consolidated Financial Statements

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For the year ended December 31, 2016

### 3. 主要會計政策 (續)

#### 綜合基準 (續)

損益及其他全面收益的各部份歸於本公司擁有人及非控股權益應佔。即使導致非控股權益出現歸絀結餘，附屬公司的全面收益的總額歸於本公司擁有人及非控股權益應佔。

附屬公司的財務報表於有需要時作出調整，以使其會計政策與本集團其他成員公司所採用者一致。

集團內公司間所有交易、結餘及收支乃於綜合賬目時悉數對銷。

#### 本集團於現有附屬公司的所有權權益變動

本集團於現有附屬公司的所有權權益出現並無導致本集團失去該等附屬公司控制權的變動均以權益交易入賬。本集團權益相關組成部份(包括儲備及非控制權益)之賬面值均予以調整，以反映彼等於附屬公司之相關權益變動。非控制權益於相關權益組成部份重新分配後所調整之款額與所付或所收代價之公平值兩者之間的差額，均直接於權益確認並歸屬於本公司擁有人。

當本集團失去對附屬公司的控制權時，有關收益或虧損計入損益，並計算為以下兩者的差額(i)所收到代價的公平值與任何保留權益的公平值之和；及(ii)有關資產(包括商譽)的賬面值，以及本公司擁有人應佔該附屬公司的負債。以往在其他全面收益中就該附屬公司確認的所有金額，按如同本集團已直接處置該附屬公司的相關資產或負債之方式入賬(即按適用國際財務報告準則所指定/允許而重新分類至損益或轉移至另一類別的權益)。於失去控制權當日於前附屬公司保留之任何投資之公平值將根據國際會計準則第39號，於其後入賬時被列作首次確認之公平值，或(如適用)於首次確認時於聯營公司或合營企業的投資成本。

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Basis of consolidation (Continued)

Profit or loss and each item of other comprehensive income are attributed to the owners of the Company and to the non-controlling interests. Total comprehensive income of subsidiaries is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

Where necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies.

All intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

#### Changes in the Group's ownership interests in existing subsidiaries

Changes in the Group's ownership interests in existing subsidiaries that do not result in the Group losing control over the subsidiaries are accounted for as equity transactions. The carrying amounts of the Group's relevant components of equity including reserves and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries. Any difference between the amount by which the non-controlling interests are adjusted after re-attribution of the relevant equity component, and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the Company.

When the Group loses control of a subsidiary, a gain or loss is recognised in profit or loss and is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the carrying amount of the assets (including goodwill), and liabilities of the subsidiary attributable to the owners of the Company. All amounts previously recognised in other comprehensive income in relation to that subsidiary are accounted for as if the Group had directly disposed of the related assets or liabilities of the subsidiary (i.e. reclassified to profit or loss or transferred to another category of equity as specified/permitted by applicable IFRSs). The fair value of any investment retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under IAS 39, when applicable, the cost on initial recognition of an investment in an associate or a joint venture.

# 綜合財務報表附註

## Notes to the Consolidated Financial Statements

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### 3. 主要會計政策 (續)

#### 業務合併

收購業務乃使用收購法列賬。業務合併轉讓的代價按公平值計量，計算為本集團收購日期所轉讓資產的公平值與本集團欠付被收購方原擁有人的負債及本集團為換取被收購方的控制權而發行的股權的總和。收購相關成本一般於產生時於損益確認。

於收購日期，所收購可識別資產及所承擔負債按公平值確認，惟：

- 遞延稅項資產或負債及與僱員福利安排有關之資產或負債，分別根據國際會計準則第12號所得稅及國際會計準則第19號僱員福利確認並計量；
- 收購的以股份為基礎的付款安排或本集團所訂立取代被收購方以股份為基礎的付款安排之以股份為基礎的付款安排有關負債或股本工具於收購日期根據國際財務報告準則第2號以股份為基礎的付款計量(見下文所載會計政策)；
- 根據國際財務報告準則第5號持作出售非流動資產及已終止業務分類為持作出售資產(或出售組別)根據該準則計量。

商譽按已轉讓代價、所持被收購方非控制權益金額及收購方原先持有的被收購方股權之公平值(如有)總和超出收購日期所收購可識別資產及所承擔負債之差額計量。於重新評估後，倘所收購可識別資產及所承擔負債超過已轉讓代價、所持被收購方非控制權益金額及收購方原先持有的被收購方股權之公平值(如有)總和，則該差額即時於損益確認為議價購買收益。

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Business combinations

Acquisitions of businesses are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition date fair values of the assets transferred by the Group, liabilities incurred by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. Acquisition related costs are generally recognised in profit or loss as incurred.

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their fair value, except that:

- deferred taxation assets or liabilities, and assets or liabilities related to employee benefit arrangements are recognised and measured in accordance with IAS 12 *Income Taxes* and IAS 19 *Employee Benefits* respectively;
- liabilities or equity instruments related to share-based payment arrangements of the acquiree or share based payment arrangements of the Group entered into to replace share-based payment arrangements of the acquiree are measured in accordance with IFRS 2 *Share-based Payment* at the acquisition date (see the accounting policy below); and
- assets (or disposal groups) that are classified as held for sale in accordance with IFRS 5 *Non-current Assets Held for Sale and Discontinued Operations* are measured in accordance with that standard.

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the acquirer's previously held equity interest in the acquiree (if any) over the net amount of the identifiable assets acquired and the liabilities assumed as at acquisition date. If, after re-assessment, the net amount of the identifiable assets acquired and liabilities assumed exceeds the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree and the fair value of the acquirer's previously held interest in the acquiree (if any), the excess is recognised immediately in profit or loss as a bargain purchase gain.

# 綜合財務報表附註

## Notes to the Consolidated Financial Statements

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### 3. 主要會計政策 (續)

#### 業務合併 (續)

代表所有權權益並使持有人合資格按比例享有相關附屬公司清盤時淨資產之非控制權益初步按公平值或非控制權益佔被收購方可識別淨資產之確認金額比例計量。計量基準乃按每宗交易選擇。其他類別非控制權益按公平值計量。

#### 收購不構成業務的附屬公司

當本集團收購一組不構成業務的資產及負債時，本集團，識別及組織個別可識別所收購資產及所承擔負債，乃透過首先按各自公平值分配購買價格至金融資產及金融負債，再按購買日期各自公平值分配購買價格餘下結餘至其他個別可識別資產及負債。有關交易並無帶來商譽或議價購買收益。

#### 收入確認

收入按已收或應收代價的公平值計算，指一般業務過程中出售貨物及提供服務的應收款項扣除折扣及銷售相關稅項後的金額。

日常業務過程中銷售物業的收入於物業交付予買方時確認，須滿足下列標準時方予確認：

- 物業所有權的重大風險及回報已轉移至買方；
- 不再保留對物業施加通常與擁有權相關的持續管理參與及實際控制權；
- 有關收入能可靠計量；
- 與交易相關的經濟利益很可能流入本集團；及
- 有關交易所產生或將產生的成本能可靠計量。

在符合上述收入確認標準前從買方所收取的訂金及分期付款，計入綜合財務狀況報表流動負債項下。

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Business combinations (Continued)

Non-controlling interests that are present ownership interests and entitle their holders to a proportionate share of the relevant subsidiary's net assets in the event of liquidation may be initially measured either at fair value or at the non-controlling interests' proportionate share of the recognised amounts of the acquiree's identifiable net assets. The choice of measurement basis is made on a transaction-by-transaction basis. Other types of non-controlling interests are measured at their fair value.

#### Acquisition of a subsidiary not constituting a business

When the Group acquires a group of assets and liabilities that do not constitute a business, the Group identifies and recognises the individual identifiable assets acquired and liabilities assumed by allocating the purchase price first to the financial assets and financial liabilities at the respective fair values, the remaining balance of the purchase price is then allocated to the other individual identifiable assets and liabilities on the basis of their relative fair values at the date of purchase. Such a transaction does not give rise to goodwill or bargain purchase gain.

#### Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable and represents amounts receivable for goods sold and services provided in the normal course of business, net of discounts and sales related taxes.

Revenue from sale of properties in the ordinary course of business is recognised upon delivery of the properties to the buyers, at which time all of the following criteria are satisfied:

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

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

# 綜合財務報表附註

## Notes to the Consolidated Financial Statements

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### 3. 主要會計政策 (續)

#### 收入確認 (續)

來自經營租賃的租金收入，於有關租賃期內按直線法確認。

物業管理及相關服務費於提供服務的期間確認。

顧問費用收入於提供服務時確認。

推廣及廣告收入於廣告於廣告屏展示或於廣告合約展示期間可估價時確認。

金融資產的利息收入於經濟利益可能流向本集團及收入金額能可靠計量時確認。金融資產的利息收入乃參考尚未償還本金額採用適用實際利率，按時間基準累計，實際利率乃將金融資產於整個預期期限的估計未來現金收入準確折現至該資產賬面淨值的利率。

投資所得股息收入於股東收取款項的權利獲確立時確認。

#### 投資物業

投資物業持有賺取租金及／或資本增值（包括就此用途的發展中物業）的物業。投資物業初步按成本（包括任何直接應佔開支）計量。於初步確認後，投資物業按公平值計量。投資物業公平值變動所產生的盈虧於產生期間計入損益中。

發展中投資物業之建設成本資本化為發展中投資物業之賬面值的一部分。

日後作投資物業用途的發展中物業分類為發展中投資物業。倘無法可靠地釐定公平值，則發展中投資物業將按成本計量，直至公平值可以釐定或發展項目完工為止，屆時公平值與賬面值之間的差額將在期內的損益表中確認。

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Revenue recognition (Continued)

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

Property management and related service fees are recognised in the period in which the services are rendered.

Consultancy fee income is recognised when the services are rendered.

Promotion and advertising income is recognised when advertisements are displayed on the advertising screens; or rateably over the displayed period of the advertisement contract.

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

Dividend income from investments is recognised when the shareholders' rights to receive payment have been established.

#### Investment properties

Investment properties are properties held to earn rentals and/or for capital appreciation (including properties under development 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. 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 development are capitalised as part of the carrying amount of the investment properties under development.

Property under development for future use as an investment property is classified as investment property under development. If the fair value cannot be reliably determined, the investment property under development will be measured at cost until such time as fair value can be determined or development is completed, in which time any difference between the fair value and the carrying amount will be recognised in profit or loss in that period.

# 綜合財務報表附註

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### 3. 主要會計政策 (續)

#### 投資物業 (續)

倘有證據顯示對另一方之經營租賃開始，則持作出售物業轉撥至投資物業。有關物業於轉讓當日之公平值與其以往賬面值間的任何差額於損益確認。

投資物業於出售或永久終止使用或預期於出售不再產生日後經濟利益時解除確認。解除確認物業所產生的任何盈虧(按該資產的出售所得款項淨額與資產賬面值的差額計算)於該物業解除確認期間計入損益中。

#### 物業、廠房及設備

物業、廠房及設備(包括持作行政用途的樓宇，發展中物業除外)於綜合財務狀況表按成本減其後累計折舊及其後累計減值虧損(如有)列賬。

物業、廠房及設備項目(發展中物業除外)使用直線法於估計可使用年內確認折舊以撇銷成本。於各報告期末檢討估計可使用年期、剩餘價值及折舊方法，估計變更影響於日後入賬。

物業、廠房及設備項目於出售或預期日後繼續使用有關資產不會產生經濟利益時解除確認。出售或報廢物業、廠房及設備項目所產生的任何盈虧釐定為出售所得款項與資產賬面值的差額並於損益確認。

當租賃土地及樓宇處於發展作生產、租賃或行政用途的過程中，撥回租賃土地入賬為發展中物業成本。不作出售用途的發展中物業以成本減任何已識別減值虧損列賬。擬持作自用的發展中物業列為非流動資產。

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Investment properties (Continued)

Properties held for sales are transferred to investment properties when it 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 shall be recognised in profit or loss.

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

#### Property, plant and equipment

Property, plant and equipment including buildings held for administrative purposes (other than properties under development) are stated in the consolidated statement of financial position at cost less subsequent accumulated depreciation and subsequent accumulated impairment loss, if any.

Depreciation is recognised so as to write off the cost of items of property, plant and equipment (other than properties under development) 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.

When the leasehold land and buildings are in the course of development for production, rental or for administrative purposes, the release of the leasehold land is included as part of the costs of the properties under development. Properties under development not for sale are carried at cost, less any identified impairment losses. Properties under development which are intended to be held for own use are shown as non-current assets.

# 綜合財務報表附註

## Notes to the Consolidated Financial Statements

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### 3. 主要會計政策 (續)

#### 預付租賃款項

預付租賃款項指土地使用權的預付款項，初步按成本確認及於租期內以直線法轉撥至損益表內或資本化為上述樓宇成本，惟分類及入賬列為擬持作出售的發展中物業則除外。

#### 於聯營公司及合營企業的投资

聯營公司是指本集團對其實施重大影響的主體。重大影響是指參與決定被投資者的財務及經營政策的權力，但不是控制或共同控制這些政策。

合營企業是指共同控制一項安排的參與方對該項安排的淨資產享有權利的合營安排。共同控制是指按合同約定分享對一項安排的控制權，並且僅在對相關活動的決策要求分享控制權的參與方一致同意時才存在。

對聯營公司和合營企業的業績、資產及負債按權益法會計納入本綜合財務報表。按權益法核算的合營企業和聯營公司的財務報表是用在相似情況下與集團類似交易或事項統一的會計政策來編製的。根據權益法，於聯營公司或合營企業的投资在綜合財務狀況表中按成本進行初始確認，並在其後進行調整，以確認本集團在該聯營公司或合營企業的損益及其他全面收益中所佔的份額。如果本集團在聯營公司或合營企業的損失中所佔的份額超過本集團在該聯營公司或合營企業中的權益(包括任何實質上構成本集團對該聯營公司或合營企業的淨投資的長期權益)，本集團應終止確認其在進一步損失中所佔的份額。額外損失僅在本集團已產生法定或推定責任或代表聯營公司或合營企業進行的支付範圍內進行確認。

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Prepaid lease payments

The prepaid lease payments represent upfront payments for land use rights and are initially recognised at cost and released to profit or loss, or capitalised as part of the cost of building as mentioned above, over the lease term on a straight-line basis, except for those that are classified and accounted for as properties under development intended to be held for sale.

#### 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.

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. 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.



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## Notes to the Consolidated Financial Statements

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### 3. 主要會計政策 (續)

#### 於聯營公司及合營企業的投資 (續)

聯營公司或合營企業中的投資應自被投資者成為聯營公司或合營企業之日起採用權益法進行核算。取得聯營公司或合營企業中的投資時，投資成本超過本集團在被投資者的可辨認資產及負債的公平值淨額中所佔份額的部份確認為商譽(商譽會納入投資的賬面金額內)。如果本集團在此類可辨認資產及負債的公平值淨額中所佔的份額超過投資成本，而且在重新評估後亦是如此，則超出的金額會在取得該項投資的當期立即計入損益。

在確定是否有必要就本集團在聯營公司或合營企業中的投資確認任何減值損失時，應採用國際會計準則第39號的規定。如有必要，投資(包括商譽)的全部賬面金額應按照國際會計準則第36號「資產減值」的規定，作為一項單項資產通過將其可收回金額(使用價值和公平值減去銷售費用後的餘額兩者中的較高者)與其賬面金額進行比較來進行減值測試。已確認的任何減值損失構成投資賬面金額的一部份。該項減值損失的任何轉回金額應按照國際會計準則第36號的規定，以投資的可收回金額其後增加為限進行確認。

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Investments in associates and joint ventures (Continued)

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.

The requirements of IAS 39 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 IAS 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 IAS 36 to the extent that the recoverable amount of the investment subsequently increases.

# 綜合財務報表附註

## Notes to the Consolidated Financial Statements

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### 3. 主要會計政策 (續)

#### 於聯營公司及合營企業的投資 (續)

當本集團不再對聯營公司有重大影響力或共同控制合營企業時，其列賬為出售被投資者全部權益，所導致收益或虧損於損益內確認。在國際會計準則第39號的範圍下，如果本集團保留在前聯營公司或合營企業中的權益，且所保留的權益是一項金融資產，則本集團按當日的公平值計量所保留的權益，且該公平值被視為進行初始確認時的公平值。在確定處置該聯營公司或合營企業所產生的利得或損失時，應將聯營公司或合營企業在終止採用權益法之日的賬面金額與任何保留的權益及處置聯營公司或合營企業中的部份權益的任何收入的公平值之間的差額納入其中。此外，本集團採用如同聯營公司或合營企業已直接處置相關資產或負債所適用的基礎核算此前計入其他全面收益的與該聯營公司或合營企業相關的全部金額。因此，如果此前被該聯營公司或合營企業計入其他全面收益的的收益或虧損應在處置相關資產或負債時被重分類至損益，則本集團會在終止採用權益法時將此項利得或損失從權益重分類至損益(作為一項重分類調整)。

當在聯營公司中的投資成為合營企業中的投資或合營企業中的投資成為聯營公司中的投資時，本集團將繼續採用權益法。所有者權益發生此類變動時，不存在按公平值進行重新計量的情況。

當本集團減少其在聯營公司或合營企業中的所有者權益但本集團繼續採用權益法時，本集團將此前計入其他全面收益的與此次減少所有者權益相關的收益或虧損部份重分類至損益(如果此項收益或虧損在處置相關資產或負債時將被重分類至損益)。

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Investments in associates and joint ventures (Continued)

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 IAS 39, the Group measures the retained interest at fair value at that date and the fair value is regarded as its fair value on initial recognition. The difference between the carrying amount of the associate or joint venture and the fair value of any retained interest and any proceeds from disposing 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) when the equity method is discontinued.

The Group continues to use the equity method when an investment in an associate becomes an investment in a joint venture or an investment in a joint venture becomes an investment in an associate. There is no remeasurement to fair value upon such changes in ownership interests.

When the Group reduces its ownership interest in an associate or a joint venture but the Group continues to use the equity method, the Group reclassifies to profit or loss the proportion of the gain or loss that had previously been recognised in other comprehensive income relating to that reduction in ownership interest if that gain or loss would be reclassified to profit or loss on the disposal of the related assets or liabilities.

# 綜合財務報表附註

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### 3. 主要會計政策 (續)

#### 於聯營公司及合營企業的投資 (續)

當某集團主體與本集團的聯營公司或合營企業進行交易時，此類與聯營公司或合營企業進行的交易所產生的損益將僅按聯營公司或合營企業中的權益與本集團無關的份額，在本集團的綜合財務報表中予以確認。

#### 發展中待售物業

擬於發展完成後出售的發展中物業列為流動資產，以成本或可變現淨值兩者中較低者列賬。成本包括相關土地成本、所產生的發展開支及已資本化的借貸成本(倘適用)。

發展中待售物業於落成後轉撥至持作出售物業。

#### 持作出售物業

持作出售物業按成本或可變現淨值兩者之較低者列賬。成本包括土地成本、產生的發展開支及已資本化的借貸成本(倘適用)。可變現淨值指物業的估計售價減所有估計竣工成本及進行銷售所需的成本。

#### 存貨

存貨按成本或可變現淨值兩者之較低者列賬。成本按加權平均法計算。

#### 金融工具

當一間集團公司成為工具合約條文的訂約方時，金融資產及金融負債於綜合財務狀況報表內確認。

金融資產及金融負債初步按公平值計量。收購或發行金融資產及金融負債直接應佔的交易成本(按公平值計入損益的金融資產及金融負債除外)於初步確認時加入或從金融資產或金融負債的公平值扣除(倘適用)。收購或發行按公平值計入損益的金融資產或金融負債直接應佔的交易成本即時於損益內確認。

### 3. SIGNIFICANT 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.

#### Properties under development for sales

Properties under development which are intended to be sold upon completion of development are classified as current assets, and carried at the lower of cost and net realisable value. Cost includes the related land cost, development expenditure incurred and where appropriate, borrowing costs capitalised.

Properties under development for sales are transferred to properties held for sales upon completion.

#### Properties held for sales

Properties held for sales are stated at the lower of cost and net realisable value. Cost includes the costs of land, development expenditure incurred and, where appropriate, 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 sales.

#### Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is calculated using the weighted average method.

#### Financial instruments

Financial assets and financial liabilities are recognised in the consolidated statement of financial position when a group entity becomes a party to the contractual provisions of the instrument.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition or issue of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

# 綜合財務報表附註

## Notes to the Consolidated Financial Statements

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### 3. 主要會計政策 (續)

#### 金融工具 (續)

##### 金融資產

本集團的金融資產分為貸款及應收款項或可供出售金融資產。有關分類基於金融資產之性質及用途於初步確認時決定。

##### 實際利率法

實際利率法為計算金融資產的攤銷成本及按有關期間攤分利息收入的方法。實際利率是將金融資產於預計年期或(倘適用)較短期間的估計未來現金收入(包括構成實際利率不可分割部分的已支付或收取的所有費用、交易成本及其他溢價或折價)準確折現至初步確認的賬面淨值的利率。

債務工具的利息收入按實際利率基準確認。

##### 貸款及應收款項

貸款及應收款項為無活躍市場報價而附帶固定或可釐定付款的非衍生金融資產。於初步確認後，貸款及應收款項(包括應收賬款、其他應收款項、按金、應收非控制權益、聯營公司及合營企業款項、已抵押銀行存款及銀行結餘及現金)採用實際利率法按攤銷成本減任何減值列賬(請參閱下文有關金融資產減值虧損的會計政策)。

##### 可供出售金融資產

可供出售金融資產為指定或未分類為按公平值計入損益的金融資產、貸款及應收款項或持至到期投資的非衍生工具。

可供出售股本工具的股息於本集團有權收取股息時於損益賬內確認。

對於在活躍市場並無市場報價及其公平值無法可靠計量的可供出售股本投資，於各報告期末按成本減任何已識別減值虧損計量(請參閱下文有關金融資產減值的會計政策)。

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Financial instruments (Continued)

##### Financial assets

The Group's financial assets are classified as loans and receivables or available-for-sale financial assets. The classification depends on the nature and purpose of the financial assets and is determined at the time of initial recognition.

##### Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial asset and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (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 asset, or, where appropriate, a shorter period to the net carrying amount on initial recognition.

Interest income is recognised on an effective interest basis for debt instruments.

##### Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Subsequent to initial recognition, loans and receivables (including accounts and other receivables and deposits, amounts due from non-controlling interests, associates and joint ventures, pledged bank deposits and bank balances and cash) are carried at amortised cost using the effective interest method, less any impairment (see accounting policy on impairment loss on financial assets below).

##### Available-for-sale financial assets

Available-for-sale financial assets are non-derivatives that are either designated or not classified as financial assets at fair value through profit or loss, loans and receivables or held-to-maturity investments.

Dividends on available-for-sale equity instruments are recognised in profit or loss when the Group's right to receive the dividends is established.

For available-for-sale equity investments that do not have a quoted market price in an active market and whose fair value cannot be reliably measured, they are measured at cost less any identified impairment losses at the end of the reporting period (see accounting policy on impairment of financial assets below).

# 綜合財務報表附註

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### 3. 主要會計政策(續)

#### 金融工具(續)

#### 金融資產(續)

##### 金融資產的減值

金融資產會於各報告期末評定是否有減值跡象。金融資產於有客觀證據顯示金融資產的估計未來現金流量因於初步確認該金融資產後發生之一項或多項事件而受到影響時視為減值。

就可供出售股本投資而言，其公平值大幅或持續下跌至低於其成本，視為減值的客觀證據。

就貸款及應收款項而言，減值的客觀證據可包括：

- 發行人或對手方出現重大財政困難；或
- 違約(如拖欠或延遲償還利息或本金)；或
- 借款人可能會破產或進行財務重組；或
- 由於財政困難，金融資產的活躍市場消失。

就若干類別的金融資產(如應收賬款)而言，評估為不會單獨減值的資產會另行一併評估減值。應收款項組合出現減值的客觀證據包括本集團過往收款記錄、組合延遲付款(超逾信貸期)數目增加、國家或地方經濟狀況出現明顯變動導致應收款項未能償還。

按成本列賬的金融資產之減值虧損金額按該資產的賬面值與估計未來現金流量按類似金融資產現時市場回報率折現的現值之間的差額計量。該等減值虧損不會於其後期間撥回。

按成本列賬的金融資產之減值虧損金額按該資產的賬面值與估計未來現金流量按類似金融資產現時市場回報率折現的現值之間的差額計量。該等減值虧損不會於其後期間撥回。

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Financial instruments (Continued)

#### Financial assets (Continued)

##### Impairment of financial assets

Financial assets are assessed for indicators of impairment at the end of the reporting period. Financial assets are considered to be impaired where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows of the financial assets have been affected.

For an available-for-sale equity investment, a significant or prolonged decline in the fair value of that investment below its cost is considered to be objective evidence of impairment.

For loans and receivables, objective evidence of impairment could include:

- significant financial difficulty of the issuer or counterparty; or
- breach of contract, such as default or delinquency in interest or principal payments; or
- it becoming probable that the borrower will enter bankruptcy or financial re-organisation; or
- disappearance of an active market for that financial asset because of financial difficulties.

For certain categories of financial asset, such as accounts receivables, assets that are assessed not to be impaired individually are in addition, assessed for impairment on a collective basis. Objective evidence of impairment for a portfolio of receivables could include the Group's past experience of collecting payments, an increase in the number of delayed payments in the portfolio past the credit period, observable changes in national or local economic conditions that correlate with default on receivables.

For financial assets carried at amortised cost, the amount of the impairment loss recognised is the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the financial asset's original effective interest rate.

For financial assets carried at cost, the amount of the impairment loss is measured as the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the current market rate of return for a similar financial asset. Such impairment loss will not be reversed in subsequent periods.

# 綜合財務報表附註

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### 3. 主要會計政策 (續)

#### 金融工具 (續)

#### 金融資產 (續)

##### 金融資產的減值 (續)

所有金融資產的減值虧損直接於金融資產的賬面值扣減，惟應收賬款、其他應收款項除外，其賬面值會透過使用撥備賬作出扣減。撥備賬內的賬面值變動會於損益中確認。當應收賬款及應收票據、其他應收款項視為不可收回時，會於撥備賬內撇銷。之前已撇銷的款項如其後收回，會計入損益內。

當可供出售金融資產被視為已減值時，先前於其他全面收益內確認的累計損益則重新分類至期內損益中。

就按攤銷成本計量的金融資產而言，如在隨後期間減值虧損金額減少，而有關減少在客觀上與確認減值虧損後發生的事件有關，則先前已確認的減值虧損將透過損益撥回，惟該資產於減值撥回當日的賬面值不得超過未確認減值時應有的已攤銷成本。

#### 金融負債及股本工具

本集團發行的金融負債及股本工具根據合約安排的內容及金融負債與股本工具的定义分類為金融負債或股本工具。

##### 股本工具

股本工具為顯示本集團資產經扣除其所有負債後的剩餘權益的任何合約。集團發行的股本工具按已收所得款項扣除直接發行成本確認。

##### 實際利率法

實際利率法為計算金融負債的攤銷成本及按有關期間分配利息支出的方法。實際利率是將金融負債於整個預計年期或(倘適用)較短期間的估計未來現金付款(包括構成實際利率不可分割部分的已支付或收取的所有費用、交易成本及其他溢價或折價)準確折現至首次確認時的賬面淨值的利率。債務工具的利息開支按實際利率基準確認。

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Financial instruments (Continued)

#### Financial assets (Continued)

##### Impairment of financial assets (Continued)

The carrying amount of the financial asset is reduced by the impairment loss directly for all financial assets with the exception of accounts and other receivables, where the carrying amount is reduced through the use of an allowance account. Changes in the carrying amount of the allowance account are recognised in profit or loss. When an account, bill and other receivable is considered uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited to profit or loss.

When an available for sale financial asset is considered to be impaired, cumulative gain or losses previously recognised in other comprehensive income are reclassified to profit or loss in the period.

For financial assets measured at amortised cost, if, in a subsequent period, the amount of impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment loss was recognised, the previously recognised impairment loss is reversed through profit or loss to the extent that the carrying amount of the asset at the date the impairment is reversed does not exceed what the amortised cost would have been had the impairment not been recognised.

#### Financial liabilities and equity instruments

Financial liabilities and equity instruments issued by the Group are classified as either financial liabilities or as equity instruments in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

##### Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities. Equity instruments issued by the Group 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 for debt instruments.

# 綜合財務報表附註

## Notes to the Consolidated Financial Statements

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### 3. 主要會計政策 (續)

#### 金融工具 (續)

#### 金融資產 (續)

#### 金融負債

金融負債(包括應付賬款及應付票據、應付非控制權益、聯營公司、合營企業及一名聯營公司控股股東款項、優先票據以及銀行及其他借款)其後使用實際利率法按攤銷成本計量。

#### 衍生金融工具及對沖

衍生工具以其合約簽訂日的公平值作初次確認及其後以報告期末的公平值重新計量。除非衍生工具被指定為對沖工具且生效，否則產生的損益於損益賬內確認，在此情況下於損益賬內確認的時間視乎對沖關係的性質而定。

#### 嵌入式衍生工具

倘符合衍生工具的定義，且衍生工具的風險及特徵與主合約並非密切關連，而主合約並非透過損益按公平值列賬，列入非衍生主合約的衍生工具則被當作獨立衍生工具。一般而言，單一工具內多個嵌入式衍生工具被視為單一複合嵌入式衍生工具，除非該等衍生工具與不同風險相關及可隨時分開及與彼此獨立。

#### 對沖會計

本集團指定若干衍生工具對沖外幣及利率變動風險(現金流量對沖)。

於對沖關係開始時，本集團記錄對沖工具和被對沖項目的關係，及進行各類對沖交易的風險管理目標及其策略。此外，於對沖開始和進行期間，本集團記錄用於對沖關係的對沖工具是否能高度有效地抵銷被對沖項目的公平值或現金流量變動。

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Financial instruments (Continued)

#### Financial assets (Continued)

#### Financial liabilities

Financial liabilities (including accounts and bills payables, amounts due to non-controlling interests, associates, joint ventures and a controlling shareholder of an associate, senior notes and bank and other borrowings) are subsequently measured at amortised cost using effective interest method.

#### Derivative financial instruments and hedging

Derivatives are initially recognised at fair value at the date when a derivative contract is entered into and are subsequently remeasured to their fair value at the end of the reporting period. The resulting gain or loss is recognised in profit or loss immediately unless the derivative is designated and effective as a hedging instrument, in which event the timing of the recognition in profit or loss depends on the nature of the hedge relationship.

#### Embedded derivatives

Derivatives embedded in non-derivative host contracts are treated as separate derivatives when they meet definition of a derivative, their risks and characteristics are not closely related to those of the host contracts and the host contracts are not measured at fair value through profit or loss. Generally, multiple embedded derivatives in a single instrument are treated as a single compound embedded derivative unless those derivatives relate to different risk exposures and are readily separable and independent of each other.

#### Hedge accounting

The Group designates certain derivatives as hedges for foreign currency and interest rate movements exposure (cash flow hedges).

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

# 綜合財務報表附註

## Notes to the Consolidated Financial Statements

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### 3. 主要會計政策 (續)

#### 金融工具 (續)

##### 現金流量對沖

當衍生工具獲指定並符合條件作為現金流量對沖，其有效部份的公平值變動於其他全面收益內確認並於對沖儲備項下累計。非有效部份的收益或虧損即時於損益確認，並列入「其他收益及虧損」項下。

先前於其他全面收益確認並於權益累計的金額(對沖儲備)，在被對沖項目於損益確認期間重新分類至損益，與綜合損益表內已確認被對沖項目處於相同項下。

當本集團撤銷對沖關係、對沖工具已到期或出售、終止、已行使或不再符合資格使用對沖會計法時，將會終止使用對沖會計法。當時於其他全面收益確認並於權益累計的任何收益或虧損將於權益保留，並於預期交易最終於損益內確認。

##### 財務擔保合約

財務擔保合約指因指定債務人未能按債務工具的原有或經修訂條款如期付款時，發行人須支付指定金額予持有人以補償其所遭受損失的合約。本集團所發行而並無指定按公平值計入損益的財務擔保合約初步以公平值減發行財務擔保合約直接應佔的交易成本確認。於初步確認後，本集團以(i)按照國際會計準則第37號「撥備、或然負債及或然資產」釐定的合約負債金額；及(ii)初步確認的金額減於擔保期內確認的累計攤銷(如適用)兩者中的較高者計量財務擔保合約。

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Financial instruments (Continued)

##### Cash flow hedges

The effective portion of changes in the fair value of derivatives that are designated and qualify as cash flow hedges are recognised in other comprehensive income and accumulated in hedging reserve. The gain or loss relating to the ineffective portion is recognised immediately in profit or loss and is included in the 'other gains or losses' line item.

Amounts previously recognised in other comprehensive income and accumulated in equity (hedging reserve) are reclassified to profit or loss in the periods when the hedged item is recognised in profit or loss, in the same line of the consolidated statement of profit or loss and other comprehensive income as the recognised hedged item.

Hedge accounting is discontinued when the Group revokes the hedging relationship, when the hedging instrument expires or is sold, terminated, or exercised, or when it no longer qualifies for hedge accounting. Any gain or loss recognised in other comprehensive income and accumulated in equity at that time remains in equity and is recognised when the hedged risk is ultimately recognised in profit or loss.

##### Financial guarantee contracts

A financial guarantee contract is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payment when due in accordance with the original or modified terms of a debt instrument. A financial guarantee contract issued by the Group and not designated as at fair value through profit or loss is recognised initially at its fair value less transaction costs that are directly attributable to the issue of the financial guarantee contract. Subsequent to initial recognition, the Group measures the financial guarantee contract at the higher of: (i) the amount of obligation under the contract, as determined in accordance with IAS 37 *Provisions, Contingent Liabilities and Contingent Assets*; and (ii) the amount initially recognised less, when appropriate, cumulative amortisation recognised over the guarantee period.



# 綜合財務報表附註

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### 3. 主要會計政策 (續)

#### 金融工具 (續)

##### 解除確認

僅當從資產收取現金流量的權利已屆滿，或將金融資產及資產擁有權之絕大部分風險及回報轉讓予其他實體時，本集團方會解除確認金融資產。倘本集團並無轉讓或保留擁有權之絕大部分風險及回報並持續控制已轉讓資產，則本集團確認其在資產中的保留權益，並就可能須支付的金額確認相關負債。倘本集團保留已轉讓金融資產所有權之絕大部分風險及回報，則持續確認金融資產，並確認已收所得款項的抵押借款。

於解除確認金融資產時，資產賬面值與已收及應收代價及於其他全面收益確認並於權益累積的累計損益總和之間的差額，將於損益內確認。

當且僅當本集團的責任獲解除、取消或已屆滿時，方會解除確認金融負債。已解除確認的金融負債之賬面值與已付及應付代價的差額，將於損益內確認。

##### 租賃

當租賃條款轉移所有權絕大部分風險及回報至承租人，則有關租賃分類為融資租賃。所有其他租賃分類為經營租賃。

##### 本集團作為出租人

經營租賃的租金收入於相關租賃年期按直線法於損益內確認。

##### 本集團作為承租人

經營租賃付款(包括收購按經營租賃持有的土地成本)於租期按直線法確認為開支。已收訂立經營租賃的租賃獎勵確認為負債。獎勵福利總額按直線基準確認為租金開支減少。

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Financial instruments (Continued)

##### Derecognition

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

On derecognition of a financial asset, the difference between the asset's carrying amount and the sum of the consideration received and receivable and the cumulative gain or loss that had been recognised in other comprehensive income and accumulated in equity is recognised in profit or loss.

The Group derecognises a financial liability 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.

##### Leasing

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

##### The Group as lessor

Rental income from operating leases is recognised in profit or loss on a straight-line basis over the term of the relevant lease.

##### The Group as lessee

Operating lease payments, including the cost of acquiring land held under operating lease, are recognised as an expense on a straight-line basis over the lease term. In the event that lease incentives are received to enter into operating leases, such incentives are recognised as a liability. The aggregate benefit of incentives is recognised as a reduction of rental expense on a straight-line basis.

# 綜合財務報表附註

## Notes to the Consolidated Financial Statements

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### 3. 主要會計政策 (續)

#### 租賃土地及樓宇

當一項租賃包括土地及樓宇部分，本集團會根據各部份的所有權絕大部分風險及回報是否轉移至本集團獨立評估各部份分類為融資或經營租賃，除非確認兩部份均為經營租賃，而在此情況下，整份租約分類為經營租賃。特別是，最低租賃款項(包括任何一次性預付款)於租賃開始時，按出租人自租賃土地與樓宇所獲利益公平值的比例在土地與樓宇部分間分配。

租賃款項能夠可靠分配時，土地租賃權益作為經營租約在綜合財務狀況報表中列作「預付租賃款項」，並於租期內按直線基準撥回，惟按公平值模式分類及入賬列作投資物業者除外。當租賃款項無法於土地與樓宇部分間可靠分配，整份租約一般視作融資租賃處理，並入賬列作物業、廠房及設備。租賃款項能夠可靠分配時，土地租賃權益作為經營租約在綜合財務狀況報表中列作「預付租賃款項」，並於租期內按直線基準攤銷，惟按公平值模式分類及入賬列作投資物業者除外。當租賃款項無法於土地與樓宇部分間可靠分配，整份租約一般視作融資租賃處理。

#### 借貸成本

由於收購、建設或生產需大量時間用作擬定用途或出售的合資格資產而直接產生的借貸成本計入該等資產之成本，直至該等資產大致上可作擬定用途或出售。特定借款在未用於未完成資產開支之暫時投資所得投資收入，會從可撥作資本化的借貸成本中扣除。

所有其他借貸成本均於產生期間於損益內確認。

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Leasehold land and buildings

When a lease includes both land and building elements, the Group assesses the classification of each element as a finance or an operating lease separately based on the assessment as to whether substantially all the risks and rewards incidental to ownership of each element have been transferred to the Group, unless it is clear that both elements are operating leases in which case the entire lease is classified as an operating lease. Specifically, the minimum lease payments (including any lump-sum upfront payments) are allocated between the land and the building elements in proportion to the relative fair values of the leasehold interests in the land element and building element of the lease at the inception of the lease.

To the extent the allocation of the lease payments can be made reliably, interest in leasehold land that is accounted for as an operating lease is presented as “prepaid lease payments” in the consolidated statement of financial position and is amortised over the lease term on a straight-line basis except for those that are classified and accounted for as investment properties under the fair value model. When the lease payments cannot be allocated reliably between the land and building elements, the entire lease is generally classified as a finance lease.

#### Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets until such time as the assets are substantially ready for their intended use or sale. 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.

# 綜合財務報表附註

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### 3. 主要會計政策 (續)

#### 外幣

編製各個別集團實體的財務報表時，以該實體功能貨幣以外貨幣(外幣)進行的交易，按交易日的匯率確認。於報告期末，以外幣列值的貨幣項目按該日的現行匯率重新換算。按過往成本以外幣計量的非貨幣項目毋須重新換算。

結算貨幣項目及重新換算貨幣項目所產生的匯兌差額於產生期間確認。

#### 稅項

所得稅開支指現時應付稅項及遞延稅項的總和。

現時應付稅項按年度應課稅溢利計算。應課稅溢利有別於綜合損益及其他全面收益表所報「除稅前溢利」，乃由於其他年度的應課稅收入或可扣減支出項目，以及毋須課稅或不可扣減項目。本集團的即期稅項負債按報告期末已實施或實質上已實施的稅率計算。

遞延稅項按綜合財務報表內資產及負債的賬面值與計算應課稅溢利所用相應稅基間的暫時差額確認。遞延稅項負債通常會就所有應課稅暫時差額確認。遞延稅項資產通常就所有可扣減暫時差額按可能出現可利用該等暫時差額扣稅之應課稅溢利時確認。倘因初步確認一項交易(業務合併情況下除外)的其他資產及負債而引致的暫時差額既不影響應課稅溢利亦不影響會計溢利，則不會確認該等遞延稅項資產及負債。

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Foreign currencies

In preparing the financial statements of each individual group entity, transactions in currencies other than the functional currency of that entity (foreign currencies) are recognised 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 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.

#### 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 and other comprehensive income because of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred taxation is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred taxation liabilities are generally recognised for all taxable temporary differences. Deferred taxation assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which these 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 other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

# 綜合財務報表附註

## Notes to the Consolidated Financial Statements

截至二零一六年十二月三十一日止年度

For the year ended December 31, 2016

### 3. 主要會計政策 (續)

#### 稅項 (續)

遞延稅項負債確認來自投資附屬公司及聯營公司與合營企業權益的應課稅暫時差額，惟倘本集團可控制撥回暫時差額及該暫時差額可能不會於可見將來撥回則除外。有關該投資及權益可扣稅暫時差額產生的遞延稅項資產，僅以可能有足夠應課稅溢利可抵銷暫時差額利益，且預期暫時性差額於可見將來撥回時確認。

遞延稅項資產的賬面值於各報告期末進行檢討，會一直扣減至不再有足夠應課溢利可收回全部或部份資產為止。

遞延稅項資產及負債基於各報告期末已佈或實質頒佈的稅率(及稅法)按清償負債或變現資產期間的預期適用稅率計算。

遞延稅項負債及資產的計量反映本集團預期於各報告期末收回或結算資產及負債賬面值的方式產生的稅務影響。就計量以公平值模式計量的投資物業的遞延稅項負債或遞延稅項資產而言，除非假定被推翻，否則有關物業的賬面值被假定為可通過出售全數收回。倘有關投資物業為可折舊而其相關業務模式的目的乃隨著時間流逝，通過使用而非出售消耗該投資物業內所包含的絕大部分經濟利益，則有關假定被駁回。倘假定被駁回，有關投資物業的遞延稅項負債及遞延稅項資產乃根據上述國際會計準則第12號所載上述一般原則計量(即根據該物業將被收回的預期方式計量)。

即期及遞延稅項於損益確認，惟倘即期及遞延稅項與於其他全面收益或直接於權益確認的項目有關時，則即期及遞延稅項亦分別於其他全面收益或直接於權益確認。倘遞延稅項的即期稅項因業務合併初步入賬產生，則稅務影響納入業務合併入賬。

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Taxation (Continued)

Deferred taxation liabilities are recognised for taxable temporary differences associated with investments in subsidiaries and associates, and interests in 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 each end of the reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

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

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. If the presumption is rebutted, deferred taxation liabilities and deferred taxation assets for such investment properties are measured in accordance with the above general principles set out in IAS 12 (i.e. based on the expected manner as to how the properties will be recovered).

Current and deferred taxation are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred taxation are also recognised in other comprehensive income or directly in equity respectively. Where current tax or deferred taxation arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

# 綜合財務報表附註

## Notes to the Consolidated Financial Statements

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### 3. 主要會計政策 (續)

#### 政府資助

除非能合理確定本集團將遵守政府資助所附帶的條件及將獲發有關資助，否則不會確認政府資助。

政府資助於本集團確認支銷相關費用且政府資助擬作賠償時有系統地於損益表確認。應收政府資助作賠償已產生之開或虧損或用作即時本集團財政支持且於未來並無費用，於應收期間於損益表確認。

#### 退休福利成本

強制性公積金計劃的供款為定額供款，於僱員就其提供服務可享有供款時確認為開支。倘本集團根據國家管理退休福利計劃的責任與定額供款退休福利計劃所產生者相等，則該計劃供款視為定額供款退休福利計劃的供款處理。

#### 以股份為基礎的付款交易

##### 以權益結算及股份為基礎的付款交易 向僱員提供的購股權／股份獎勵

向僱員提供的購股權／股份獎勵以權益結算及股份為基礎的付款按股本工具授出日期的公平值計量。有關釐定以權益結算及股份為基礎的付款交易的公平值詳情載於本集團綜合財務報表附註41。

所獲服務之公平值參考購股權於授出日期之公平值釐定，在購股權歸屬期間以直線法列作開支，並於權益(購股權儲備)作相應增加

於報告期末，本集團修訂對預期最終歸屬購股權數目的估計。於歸屬期修訂原有估計之影響(如有)於損益確認以使累計開支反映修訂估計，並對購股權儲備或注資儲備作出相應調整。

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Government grants

Government grants are not recognised until there is reasonable assurance that the Group will comply with the conditions attaching to them and that the grants will be received.

Government grants are recognised in profit or loss on a systematic basis over the periods in which the Group recognises as expenses the related costs for which the grants are intended to compensate. 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.

#### Retirement benefit costs

Payments to the Mandatory Provident Fund Scheme, which is a defined contribution plan, are recognised as an expense when employees have rendered service entitling them to the contributions. Payments made to state-managed retirement benefit schemes are dealt with as payments to defined contribution plans where the Group's obligations under the schemes are equivalent to those arising in a defined contribution retirement benefit plan.

#### Share-based payment transactions

##### Equity-settled share-based payment transactions Share options/share awards to employees

Equity-settled share-based payments to employees are measured at the fair value of the equity instruments at the grant date. Details regarding the determination of the fair value of equity-settled share-based payment transactions are set out in note 41 to the Group's consolidated financial statements.

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

At the end of the reporting period, the Group revises its estimates of the number of options or shares that are expected to ultimately vest. The impact of the revision of the original estimates during the vesting period, if any, is recognised in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to share option reserve or capital contribution reserve.

# 綜合財務報表附註

## Notes to the Consolidated Financial Statements

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### 3. 主要會計政策 (續)

#### 以股份為基礎的付款交易 (續)

#### 以權益結算及股份為基礎的付款交易 (續)

#### 向僱員提供的購股權/股份獎勵 (續)

倘購股權獲行使，過往於購股權儲備中確認之款項將轉入股份溢價。倘購股權於歸屬日期後被沒收或於屆滿日仍未行使，則過往於購股權儲備中確認之款項將轉入保留盈利。

#### 有形資產減值虧損

本集團於報告期末檢討有形資產的有限可用年期賬面值，以決定是否有跡象顯示該等資產出現減值虧損。倘出現任何有關跡象，則會估計資產的可收回金額，以釐定減值虧損(如有)的情況。若個別資產的可收回金額不能作出估計，本集團則估算該資產所屬現金產生單位的可收回金額。在合理及一貫的分配基準可被確定的情況下，集團資產亦分配至個別現金產生單位，否則將分配至合理及一貫的分配基準可被確定的最小現金產生單位組別。

可收回金額乃公平值減銷售成本與使用價值的較高者。在評估使用價值時，估計未來現金流量使用稅前貼現率貼現至其現值，該貼現率反映貨幣時間價值的當前市場估計及未來現金流量預期未經調整的資產有關風險。

倘若估計資產(或現金產生單位)的可收回金額低於其賬面值，則該資產(或現金產生單位)的賬面值將調低至其可收回金額。減值虧損即時於收益表確認為開支。

倘其後撥回減值虧損，該資產的賬面值(或現金產生單位)將增至重新估計的可收回數額，惟增加後的賬面值不得超過資產(或現金產生單位)於過往年度並無確認減值虧損時釐定的賬面值。減值虧損的撥回即時確認為收入。

### 3. SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Share-based payment transactions (Continued)

#### Equity-settled share-based payment transactions (Continued)

#### Share options/share awards to employees (Continued)

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

#### Impairment losses on tangible assets

At the end of the reporting period, the Group reviews the carrying amounts of its tangible 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 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 individual asset, 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 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. An impairment loss is recognised immediately in profit or loss.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) 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 as income immediately.

# 綜合財務報表附註

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#### 4. 關鍵會計判斷及估計不明朗因素的主要來源

於採用附註3所述本集團會計政策時，本公司董事須就不能透過其他來源明顯確定的資產及負債的賬面值作出判斷、估計及假設。估計及相關假設乃根據過往經驗及視為相關的其他因素作出。實際結果可能有別於該等估計。

估計及相關假設會持續檢討。對會計估計進行修訂時，若修訂會計估計僅影響修訂估計期間，則會在該段期間確認有關修訂；若修訂影響到現行修訂期間及未來期間，則在現行以及未來期間確認有關修訂。

##### 應用會計政策的關鍵判斷

###### 投資物業的遞延稅項

就計量利用公平值模式計量的投資物業所產生遞延稅項負債或遞延稅項資產而言，本公司董事已審閱本集團的投資物業組，並斷定本集團投資物業乃以旨在隨著時間推移而消耗該等投資物業包含的絕大部分經濟利益的商業模式持有。因此，在釐定本集團投資物業的遞延稅項時，董事認為，以公平值模式計量的投資物業可因出售而收回的假設並不成立。因此，本集團已確認投資物業公平值變動的遞延稅項，乃因本集團須繳納中國企業所得稅（「企業所得稅」）。

##### 對若干公司的控制權

附註33說明兩間公司（即青島萬湖置業有限公司（「青島萬湖」）及青島萬創置業有限公司（「青島萬創」），統稱「已收購公司」）已獲本集團收購為附屬公司，而附註32說明另一公司（即北京卓信瑞通投資發展有限公司（「北京卓信瑞通」），連同已收購公司統稱「該等附屬公司」）已獲本集團部份出售而不失去控制權。本集團於各公司分別僅持有25.1%、25.1%及34%股權。

#### 4. CRITICAL ACCOUNTING JUDGMENT AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in note 3, the directors of the Company are required to make judgments, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

##### Critical judgment in applying accounting policies

###### 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 determining the Group's deferred taxation on investment properties, the directors have determined that the presumption that the carrying amounts of investment properties measured using the fair value model are recovered entirely through sale is rebutted. As a result, the Group has recognised deferred taxation on changes in fair value of investment properties as the Group is subject to PRC Enterprise Income Tax ("EIT").

##### Control over certain companies

Note 33 describes that two companies, namely, Qingdao Wanhu Real Estate Co., Ltd. ("Qingdao Wanhu") and Qingdao Wanchuang Real Estate Co., Ltd. ("Qingdao Wanchuang") (collectively referred as "Acquired Companies") have been acquired by the Group as subsidiaries and note 32 describes another company, namely, Beijing Zhuoxinruitong Investment Co., Ltd. ("Beijing Zhuoxinruitong") (together with the Acquired Companies, referred as the "Subsidiaries") have been partially disposed by the Group without losing control. The Group has only held 25.1%, 25.1% and 34% equity interests in each company respectively.

# 綜合財務報表附註

## Notes to the Consolidated Financial Statements

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### 4. 關鍵會計判斷及估計不明朗因素的主要來源(續)

#### 應用會計政策的關鍵判斷(續)

##### 對若干公司的控制權(續)

本公司董事評估本集團是否對該等附屬公司有控制權時，乃基於本集團是否有實際能力直接單方面指揮該等附屬公司的相關活動。於作出判斷時，董事考慮附屬公司董事會中由本集團委任的董事人數、本集團對該等附屬公司在營運及財務決定上的控制權，例如批准營運計劃、預算及銷售計劃(包括決定物業的售價範圍)，以及委任、償付及終止主要管理人員或營運服務供應商等。於評估後，董事的結論為本集團有足夠主導投票權益以指揮該等附屬公司的相關活動，及因此本集團對彼等有控制權。

#### 估計不明朗因素的主要來源

##### 公平值計量和估值過程

本集團部分資產及負債就對財務報告目的以公平值計量。本公司的財務總監確定適當的估值技術和輸入公平值計量。

在估計資產或負債的公平值時，視乎可提供的程度，本集團採用市場可觀察數據。當未能提供第一層級輸入值時，本集團委聘第三方合資格估值師進行估值。本公司的財務總監與合資格外部估值師密切合作，建立適當的估值技術和輸入到模型。財務總監報告每半年向本公司董事會報告結果，解釋資產及負債的公平值波動的原因。

### 4. CRITICAL ACCOUNTING JUDGMENT AND KEY SOURCES OF ESTIMATION UNCERTAINTY

(Continued)

#### Critical judgment in applying accounting policies (Continued)

##### Control over certain companies (Continued)

The directors of the Company assessed whether or not the Group has control over the Subsidiaries based on whether the Group has the practical ability to direct the relevant activities of these Subsidiaries unilaterally. In making the judgment, the directors considered the number of directors that the Group has the power to appoint in the board of the Subsidiaries, the Group's control relating to the relevant activities of the Subsidiaries, such as the approval of the operation plan, budget and sales plan, which includes the determination of the range of the selling price of the properties, and appointing, remunerating and terminating the key management personnel or service providers of the operations, etc. After assessment, the directors concluded that the Group has sufficiently dominant voting interest to direct the relevant activities of these Subsidiaries and therefore the Group has control over them.

#### Key sources of estimation uncertainty

##### Fair value measurements and valuation processes

Some of the Group's assets and liabilities are measured at fair value for financial reporting purposes. The Chief Financial Officer of the Company determines the appropriate valuation techniques and inputs for fair value measurements.

In estimating the fair value of an asset or a liability, the Group uses market-observable data to the extent it is available. Where Level 1 inputs are not available, the Group engages third party qualified valuers to perform the valuation. The Chief Financial Officer of the Company works closely with the qualified external valuers to establish the appropriate valuation techniques and inputs to the model. The Chief Financial Officer reports the findings to the board of directors of the Company every half year to explain the cause of fluctuations in the fair value of the assets and liabilities.



# 綜合財務報表附註

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#### 4. 關鍵會計判斷及估計不明朗因素的主要來源(續)

##### 估計不明朗因素的主要來源(續)

##### 公平值計量和估值過程(續)

本集團採用估值技術，包括並非基於可觀察市場數據的輸入值，以估計投資物業及若干種類金融工具的公平值。附註12及47(f)提供關於確定各項資產和負債的公平值採用的估值技術、輸入值和關鍵假設的詳細資料。

##### 發展中待售物業及持作出售物業(統稱「該等物業」)

如附註3所解釋，本集團的該等物業以成本或可變現淨值兩者中較低者列賬。本公司董事於釐定該等物業的可變現淨值(「可變現淨值」)及估計完成該等物業的未來成本時作出重大判斷。

基於本公司董事的經驗及目標物業的性質，本公司董事參考該等物業的估計市場價格(計及若干因素，包括相同項目內相似物業類型或相似物業的近期價格以及中國的現行及預測房地產市況)以釐定該等物業的可變現淨值。本公司董事參考本集團其他類似的已完成項目的實際開發成本並就若干現時市場數據調整后估計完成該等物業的未來成本。

倘可變現淨值增加或減少，將可能導致對該等物業進行撇減。有關撇減須運用本公司董事的判斷及估計。

##### 土地增值稅(「土地增值稅」)

本集團於中國發展作銷售的物業就土地增值按30%至60%不等的累進稅率徵收土地增值稅，即物業銷售所得款項減可扣稅支出(包括土地成本、銷售費用、借款成本及所有相關物業發展開支)。

#### 4. CRITICAL ACCOUNTING JUDGMENT AND KEY SOURCES OF ESTIMATION UNCERTAINTY

(Continued)

##### Key sources of estimation uncertainty (Continued)

##### Fair value measurements and valuation processes (Continued)

The Group uses valuation techniques that include inputs that are not based on observable market data to estimate the fair value of investment properties and certain types of financial instruments. Notes 12 and 47(f) provide detailed information about the valuation techniques, inputs and key assumptions used in the determination of the fair value of various assets and liabilities.

##### Properties under development for sales and properties held for sales (collectively referred to as the “Properties”)

As explained in note 3, the Group’s Properties are stated at the lower of cost and net realisable value. The directors of the Company make significant judgments in determining the net realisable value (the “NRV”) of these Properties and the estimation of future costs to completion of these Properties.

Based on the experience of the directors of the Company and the nature of the subject properties, the directors of the Company determine the NRV of these Properties by reference to the estimated market prices of the Properties, which takes into account a number of factors including the recent prices of similar property types in the same project or by similar properties, and the prevailing and forecasted real estate market conditions in the PRC. The directors of the Company estimate the future cost to completion of the Properties by reference to the actual development cost of other similar completed projects of the Group, adjusted by certain current market data.

If there is an increase or a decrease in NRV, this may result in write-downs for these Properties. Such write-downs require the use of judgment and estimates of the directors of the Company.

##### Land appreciation tax (“LAT”)

LAT is levied on properties developed by the Group for sale in the PRC, at progressive rates ranging from 30% to 60% on the appreciation of land value, being the proceeds of sales of properties less deductible expenditures including the cost of land, sales charges, borrowing costs and all relevant property development expenditures.

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## Notes to the Consolidated Financial Statements

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For the year ended December 31, 2016

### 4. 關鍵會計判斷及估計不明朗因素的主要來源(續)

#### 估計不明朗因素的主要來源(續)

##### 土地增值稅(「土地增值稅」)(續)

本集團在中國須繳納土地增值稅。由於不確定物業銷售所得款項及可扣稅支出，本公司董事於估計土地增值金額及適用土地增值稅稅率時須作出重大判斷。

本集團向買方交付物業後於綜合損益及其他全面收益表確認土地增值稅。然而，整個物業項目完成實際增值前，將不會與中國地方稅務機關落實計算及支付年內土地增值稅。最後稅務結果可能有別於最初入賬金額，而該等差額將於本集團與地方稅務機關落實有關稅項期間對所得稅開支及相關所得稅撥備構成影響。

##### 所得稅開支

按附註30所載，於二零一六年十二月三十一日，主要與稅項虧損、土地增值稅撥備、呆賬撥備、政府津貼、集團內購買的未變現溢利及其他項目相關的遞延稅項資產人民幣2,622,641,000元(二零一五年：人民幣1,623,857,000元)經抵銷若干遞延稅項負債後已於本集團綜合財務狀況報表確認。遞延稅項資產能否變現主要視乎未來有無足夠可供動用的未來溢利或應課稅暫時差額。本公司董事釐定遞延稅項資產乃基於已頒佈或實質已頒佈的稅率，以及本集團預期動用遞延稅項資產的未來數年所作的最佳溢利預測。本公司董事會於報告期末前審閱假設及溢利預測。倘所產生的實際未來溢利高於或低於預期，則可能須額外確認或撥回遞延稅項資產，並於確認或撥回期間於損益表內確認。

### 4. CRITICAL ACCOUNTING JUDGMENT AND KEY SOURCES OF ESTIMATION UNCERTAINTY

(Continued)

#### Key sources of estimation uncertainty (Continued)

##### Land appreciation tax (“LAT”) (Continued)

The Group is subject to LAT in the PRC. Significant judgments are made by the directors of the Company 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.

The Group recognises LAT in its consolidated statement of profit or loss and other comprehensive income when properties are delivered to the buyers. However, the LAT calculation and payments with local tax authorities in the PRC in the year will not be finalised until the actual appreciation value of the whole property project is completed. The final tax outcome could be different from the amounts that were initially recorded, and these differences will impact the income tax expense and the related income tax provisions in the period in which such tax is finalised with local tax authorities.

##### Income tax expense

As at December 31, 2016, deferred taxation assets of RMB2,622,641,000 (2015: RMB1,623,857,000) mainly in relation to tax losses, land appreciation tax provisions, allowance for doubtful debts, government grants, unrealised profit on intra-group purchases and others have been recognised in the Group's consolidated statement of financial position, after offsetting certain deferred taxation liabilities as set out in note 30. The realisability of the deferred taxation assets mainly depends on whether sufficient future profits or taxable temporary differences will be available in the future. The directors of the Company determine the deferred taxation assets based on the enacted or substantively enacted tax rates and the best knowledge of profit projections of the Group for coming years during which the deferred taxation assets are expected to be utilised. The directors of the Company review the assumptions and profit projections by the end of the reporting period. In cases where the actual future profits generated are more or less than expected, an additional recognition or a reversal of deferred taxation assets may arise, which would be recognised in profit or loss for the period in which such a recognition or reversal takes place.

# 綜合財務報表附註

## Notes to the Consolidated Financial Statements

截至二零一六年十二月三十一日止年度  
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### 5. 分部信息

本集團根據主要經營決策人(即本公司執行董事)為向分部配置資源及評估其表現而定期檢討的有關本集團組成部分的內部報告,釐定其經營分部。

本集團按活動類別組成業務單元,並據此編製資料而向本集團主要經營決策人呈報以便配置資源及評估表現。本集團根據國際財務報告準則第8號「經營分部」編製的經營分部可分為以下三項主要業務:

- 物業發展:該分部發展及銷售辦公樓、商業及住宅物業。本集團所有這方面的業務在中國開展。
- 物業投資:該分部租賃本集團發展的投資物業,以賺取租金收入並長期從物業增值中獲取收益。本集團目前的投資物業組合主要包括零售物業,全部位於中國。
- 物業管理及相關服務:該分部主要透過物業管理產生收入。本集團目前在中國開展這方面的業務。

### 5. SEGMENT INFORMATION

The Group determines its operating segments based on internal reports about components of the Group that are regularly reviewed by the chief operating decision maker (i.e., the executive directors of the Company) in order to allocate resources to the segment and to assess its performance.

The Group is organised into business units based on their types of activities, based on which information is prepared and reported to the Group's chief operating decision maker for the purposes of resource allocation and assessment of performance. The Group's operating segments under IFRS 8 *Operating Segments* are identified as three main operations:

- Property development: this segment develops and sells office premises, commercial and residential properties. All of the Group's activities in this regard are carried out in the PRC.
- Property investment: this segment leases investment properties, which are developed by the Group to generate rental income and to gain from the appreciation in the properties' values in the long term. Currently the Group's investment property portfolio mainly comprises retail properties and are all located in the PRC.
- Property management and related services: this segment mainly represents the income generated from property management. Currently the Group's activities in this regard are carried out in the PRC.

# 綜合財務報表附註

## Notes to the Consolidated Financial Statements

截至二零一六年十二月三十一日止年度

For the year ended December 31, 2016

### 5. 分部信息

#### (a) 分部業績、資產及負債

就評估分部表現及在各分部之間配置資源而言，本公司執行董事按以下基準監督各經營分部應佔的收入、業績、資產及負債：

分部資產包括所有分部直接應佔的所有有形資產及流動資產，惟預付租賃款項、就購入土地使用權已付的按金、於聯營公司及合營企業的權益、可供出售投資、遞延稅項資產、可收回稅項、衍生金融工具及其他公司資產除外。由於其他公司資產為總部資產或由本集團集中管理，因此並無分配至經營分部。主要經營決策人評估時，計入分部資產的投資物業以成本列賬。分部負債包括應付賬款及應付票據及應計建築開支、已收按金及物業銷售預收款項，惟不包括應付稅項、遞延稅項負債、銀行及其他借款、優先票據、其他衍生金融工具以及其他公司負債。由於其他公司負債為總部負債或由集團整體管理，因此並無分配至經營分部。

收入及支出根據分部的銷售收入及產生的相關支出分配至經營分部。分部溢利不包括本集團應佔其聯營公司及合營企業業務活動產生的業績。

### 5. SEGMENT INFORMATION (Continued)

#### (a) Segment results, assets and liabilities

For the purposes of assessing segment performance and allocating resources between segments, the Company's executive directors monitor the revenue, results, assets and liabilities attributable to each operating segment on the following bases:

Segment assets include all tangible assets and current assets directly attributable to each segment with the exception of prepaid lease payments, deposits paid for acquisition of land use rights, interests in associates and joint ventures, available-for-sale investments, deferred taxation assets, taxation recoverable, derivative financial instruments and other corporate assets. Other corporate assets are not allocated to the operating segments because they are head office assets or assets which are managed centrally by the Group. The investment properties included in segment assets are stated at cost when assessed by the chief operating decision maker. Segment liabilities include accounts and bills payables and accrued expenditure on construction, deposits received and receipt in advance from property sales but exclude taxation payable, deferred taxation liabilities, bank and other borrowings, senior notes, other derivative financial instruments and other corporate liabilities. Other corporate liabilities are not allocated to the operating segment because they are head office liabilities or liabilities which are managed on a group basis.

Revenue and expenses are allocated to the operating segments with reference to sales generated by those segments and the expenses incurred by those segments. Segment profit does not include the Group's share of results arising from the activities of the Group's associates and joint ventures.

# 綜合財務報表附註

## Notes to the Consolidated Financial Statements

截至二零一六年十二月三十一日止年度  
For the year ended December 31, 2016

### 5. 分部信息 (續)

#### (a) 分部業績、資產及負債 (續)

呈報分部溢利所採用的指標為未計利息、其他收益及虧損、稅項、折舊、應佔聯營公司及合營企業業績、投資物業及轉撥為投資物業時公平值變動、衍生金融工具公平值變動以及融資成本的經調整盈利(「經調整盈利」)，此處所指的「利息」包括投資收入，而「折舊」則視為包括非流動資產的減值虧損。為確定經調整盈利，本集團的盈利會就未具體劃撥至個別分部的項目，如董事及核數師薪酬、其他總部或公司行政開支，作進一步調整。

除獲取有關分部溢利的分部資料外，管理層獲取各分部的相關資訊，包括收入(包括分部間銷售)及分部用於經營業務的新增非流動分部資產。分部間銷售乃參照同類服務對外部客戶的售價而定價。

有關本集團經營分部的資料列示如下。

### 5. SEGMENT INFORMATION (Continued)

#### (a) Segment results, assets and liabilities (Continued)

The measure used for reporting segment profit is adjusted earnings before interest, other gains and losses, taxes, depreciation, share of results of associates and joint ventures, changes in fair value of investment properties and upon transfer to investment properties, change in fair value of derivative financial instruments and finance costs ("Adjusted Earnings"), where "interest" is regarded as including investment income and "depreciation" is regarded as including impairment losses on non-current assets. To arrive at Adjusted Earnings the Group's earnings are further adjusted for items not specifically attributed to individual segments, such as directors' and auditor's remuneration and other head office or corporate administration costs.

In addition to receiving segment information concerning segment profit, management is provided with segment information concerning revenue (including inter-segment sales) and additions to non-current segment assets used by the segments in their operations. Inter-segment sales are priced with reference to prices charged to external parties for similar service.

Information regarding the Group's operating segments is set out below.

|             |                                    | 截至二零一六年十二月三十一日止年度<br>Year ended December 31, 2016 |                        |  |                  |
|-------------|------------------------------------|---|------------------------|--|------------------|
|             |                                    | 物業發展  | 物業投資                   | 物業管理及<br>相關服務<br>Property<br>management<br>and related<br>services | 總計<br>Total      |
|             |                                    | Property<br>development                           | Property<br>investment | Property<br>management<br>and related<br>services                  | Total            |
|             |                                    | 人民幣千元<br>RMB'000                                  | 人民幣千元<br>RMB'000       | 人民幣千元<br>RMB'000   | 人民幣千元<br>RMB'000 |
| 來自外界客戶的收入   | Revenue from external customers    | 51,441,402  | 1,913,093              | 1,445,000  | 54,799,495       |
| 分部間收入       | Inter-segment revenue              | —   | —                      | 396,434  | 396,434          |
| 分部收入        | Segment revenue                    | 51,441,402  | 1,913,093              | 1,841,434  | 55,195,929       |
| 分部溢利(經調整盈利) | Segment profit (Adjusted Earnings) | 12,443,324  | 1,331,460              | 732,874  | 14,507,658       |
| 分部資產        | Segment assets                     | 110,640,994                                       | 28,684,847             | 298,366  | 139,624,207      |
| 分部負債        | Segment liabilities                | 58,600,985  | 471,119                | 46,051   | 59,118,155       |

# 綜合財務報表附註

## Notes to the Consolidated Financial Statements

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For the year ended December 31, 2016

### 5. 分部信息 (續)

#### (a) 分部業績、資產及負債 (續)

### 5. SEGMENT INFORMATION (Continued)

#### (a) Segment results, assets and liabilities (Continued)

截至二零一五年十二月三十一日止年度

Year ended December 31, 2015

|              |                                    | 物業發展<br>Property<br>development | 物業投資<br>Property<br>investment | 物業管理及<br>相關服務<br>Property<br>management<br>and related<br>services | 總計<br>Total      |
|--------------|------------------------------------|---------------------------------|--------------------------------|--|------------------|
|              |                                    | 人民幣千元<br>RMB'000                | 人民幣千元<br>RMB'000               | 人民幣千元<br>RMB'000   | 人民幣千元<br>RMB'000 |
| 來自外界客戶的收入    | Revenue from external customers    | 44,992,984                      | 1,415,187                      | 1,014,928  | 47,423,099       |
| 分部間收入        | Inter-segment revenue              | —                               | —                              | 383,639  | 383,639          |
| 分部收入         | Segment revenue                    | 44,992,984                      | 1,415,187                      | 1,398,567  | 47,806,738       |
| 分部溢利 (經調整盈利) | Segment profit (Adjusted Earnings) | 10,415,923                      | 990,443                        | 590,475  | 11,996,841       |
| 分部資產         | Segment assets                     | 91,710,136                      | 25,048,193                     | 368,333  | 117,126,662      |
| 分部負債         | Segment liabilities                | 46,946,184                      | 429,470                        | 23,409   | 47,399,063       |

#### 其他分部資料

#### Other segment information

|                    |   | 物業發展<br>Property<br>development | 物業投資<br>Property<br>investment | 物業管理及<br>相關服務<br>Property<br>management<br>and related<br>services | 總計<br>Total      |
|--------------------|---|---------------------------------|--------------------------------|--|------------------|
|                    |   | 人民幣千元<br>RMB'000                | 人民幣千元<br>RMB'000               | 人民幣千元<br>RMB'000   | 人民幣千元<br>RMB'000 |
| 計量分部資產時<br>所計入之款項： | Amounts included in<br>the measure of segment assets: |                                 |                                |  |                  |
| 二零一六年              | 2016  |                                 |                                |  |                  |
| 添置非流動資產 (附註)       | Additions to non-current assets (Note)                | 36,345                          | 2,955,063                      | 4,981  | 2,996,389        |
| 二零一五年              | 2015  |                                 |                                |  |                  |
| 添置非流動資產 (附註)       | Additions to non-current assets (Note)                | 49,362                          | 3,285,790                      | 5,710  | 3,340,862        |

附註：款項包括添置投資物業以及物業、廠房及設備。

Note: Amounts comprise additions to investment properties and property, plant and equipment.

# 綜合財務報表附註

## Notes to the Consolidated Financial Statements

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For the year ended December 31, 2016

### 5. 分部信息 (續)

#### (a) 分部業績、資產及負債 (續)

除獲取有關分部溢利的分部資料外，主要經營決策人獲提供有關本集團綜合款項的資料，綜合款項包括於聯營公司的權益及應佔相關業績、於合營企業的權益及應佔相關業績、投資物業及轉撥為投資物業時公平值變動、衍生金融工具公平值變動、其他收入、其他收益及虧損、借款產生的融資成本、折舊以及不可分配至營運分部的減值虧損 (如有)。

#### (b) 分部收入、損益、資產及負債的對賬

### 5. SEGMENT INFORMATION (Continued)

#### (a) Segment results, assets and liabilities (Continued)

In addition to receiving segment information concerning segment profit, the chief operating decision maker is provided with information concerning the Group's consolidated amount of interests in associates and related share of results, interests in joint ventures and related share of results, changes in fair value of investment properties and upon transfer to investment properties, change in fair value of derivative financial instruments, other income, other gains and losses, finance costs from borrowings, depreciation and impairment losses (if any) which are not allocated to operating segments.

#### (b) Reconciliations of segment revenues, profit or loss, assets and liabilities

|               |  | 二零一六年<br>2016<br>人民幣千元<br>RMB'000 | 二零一五年<br>2015<br>人民幣千元<br>RMB'000 |
|---------------|--|-----------------------------------|-----------------------------------|
| 收入            | Revenue  |                                   |                                   |
| 分部收入          | Segment revenue  | 55,195,929                        | 47,806,738                        |
| 分部間收入對銷       | Elimination of inter-segment revenue                     | (396,434)                         | (383,639)                         |
| 綜合收入          | Consolidated revenue                                     | 54,799,495                        | 47,423,099                        |
| 溢利            | Profit   |                                   |                                   |
| 分部溢利          | Segment profit   | 14,507,658                        | 11,996,841                        |
| 其他收入          | Other income   | 336,045                           | 453,445                           |
| 其他收益及虧損       | Other gains and losses                                   | (155,308)                         | (155,988)                         |
| 轉撥為投資物業的公平值收益 | Fair value gain upon transfer to investment properties   | 47,154                            | 434,251                           |
| 投資物業公平值變動     | Change in fair value of investment properties            | 1,970,958                         | 2,439,626                         |
| 衍生金融工具公平值變動   | Change in fair value of derivative financial instruments | (109,031)                         | —                                 |
| 融資成本          | Finance costs  | (53,059)                          | (43,119)                          |
| 應佔聯營公司業績      | Share of results of associates                           | 1,051,011                         | (18,707)                          |
| 應佔合營企業業績      | Share of results of joint ventures                       | 383,210                           | 266,864                           |
| 折舊            | Depreciation   | (46,255)                          | (33,164)                          |
| 未分配開支         | Unallocated expenses                                     | (1,976,073)                       | (1,401,862)                       |
| 綜合除稅前溢利       | Consolidated profit before taxation                      | 15,956,310                        | 13,938,187                        |

# 綜合財務報表附註

## Notes to the Consolidated Financial Statements

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### 5. 分部信息 (續)

#### (b) 分部收入、損益、資產及負債的對賬 (續)

|               |  | 二零一六年<br>2016<br>人民幣千元<br>RMB'000 | 二零一五年<br>2015<br>人民幣千元<br>RMB'000 |
|---------------|--|-----------------------------------|-----------------------------------|
| 資產            | <b>Assets</b>  |                                   |                                   |
| 分部資產          | Segment assets   | 139,624,207                       | 117,126,662                       |
| 投資物業公平值累計變動   | Cumulative change in fair value of investment properties | 20,441,149                        | 18,423,037                        |
| 預付租賃款項        | Prepaid lease payments                                   | 17,421,955                        | 11,774,585                        |
| 於聯營公司的權益      | Interests in associates                                  | 1,585,693                         | 355,793                           |
| 於合營企業的權益      | Interests in joint ventures                              | 2,737,328                         | 882,285                           |
| 可供出售投資        | Available-for-sale investments                           | 180,021                           | 130,920                           |
| 就購入土地使用權已付的按金 | Deposits paid for acquisition of land use rights         | 11,925,639                        | 4,849,295                         |
| 遞延稅項資產        | Deferred taxation assets                                 | 2,622,641                         | 1,623,857                         |
| 衍生金融工具        | Derivative financial instruments                         | 988,746                           | 701,083                           |
| 可收回稅項         | Taxation recoverable                                     | 3,844,962                         | 3,291,225                         |
| 未分配總部及其他資產    | Unallocated head office and other assets                 | 23,458,033                        | 24,929,864                        |
| <b>綜合資產總值</b> | <b>Consolidated total assets</b>                         | <b>224,830,374</b>                | <b>184,088,606</b>                |
| 負債            | <b>Liabilities</b>                                       |                                   |                                   |
| 分部負債          | Segment liabilities                                      | 59,118,155                        | 47,399,063                        |
| 應付稅項          | Taxation payable   | 12,939,782                        | 10,304,622                        |
| 遞延稅項負債        | Deferred taxation liabilities                            | 5,498,136                         | 4,486,726                         |
| 銀行及其他借款       | Bank and other borrowings                                | 52,360,438                        | 44,336,408                        |
| 優先票據          | Senior notes   | 5,511,632                         | 7,929,172                         |
| 其他衍生金融工具      | Other derivative financial instruments                   | 215,915                           | —                                 |
| 未分配總部及其他負債    | Unallocated head office and other liabilities            | 14,071,136                        | 7,164,961                         |
| <b>綜合負債總值</b> | <b>Consolidated total liabilities</b>                    | <b>149,715,194</b>                | <b>121,620,952</b>                |

#### (c) 主要產品及服務所得收益

本集團自出售物業、投資物業及提供服務所得收益分析如下：

### 5. SEGMENT INFORMATION (Continued)

#### (b) Reconciliations of segment revenues, profit or loss, assets and liabilities (Continued)

#### (c) Revenue from major product and services

The following is an analysis of the Group's revenue from its properties sold, properties invested and services provided:

|          |   | 二零一六年<br>2016<br>人民幣千元<br>RMB'000 | 二零一五年<br>2015<br>人民幣千元<br>RMB'000 |
|----------|---|-----------------------------------|-----------------------------------|
| 出售物業     | Sales of properties                       | 51,441,402                        | 44,992,984                        |
| 租賃物業     | Leasing of properties                     | 1,913,093                         | 1,415,187                         |
| 提供物業管理服務 | Provision of property management services | 1,445,000                         | 1,014,928                         |
|          |   | <b>54,799,495</b>                 | <b>47,423,099</b>                 |



# 綜合財務報表附註

## Notes to the Consolidated Financial Statements

截至二零一六年十二月三十一日止年度  
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### 5. 分部信息 (續)

#### (d) 地區資料

下表載列按出售物業、投資物業及提供服務所在中國城市劃分有關本集團來自外界客戶收入的資料。非流動資產資料按資產所在地理位置分析。

### 5. SEGMENT INFORMATION (Continued)

#### (d) Geographic information

The following table sets out information about the Group's revenue from external customers by cities in the PRC, based on the location at which the properties are sold, properties are invested and services are provided. Information about its non-current assets is analysed by geographical location of assets.

|        |                         | 來自外界客戶的收入                       |            | 非流動資產              |            |
|--------|-------------------------|---------------------------------|------------|--------------------|------------|
|        |                         | Revenue from external customers |            | Non-current assets |            |
|        |                         | 二零一六年                           | 二零一五年      | 二零一六年              | 二零一五年      |
|        |                         | 2016                            | 2015       | 2016               | 2015       |
|        |                         | 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    |
| 北京     | Beijing                 | 1,933,241                       | 2,993,063  | 13,714,539         | 9,092,667  |
| 成都     | Chengdu                 | 4,741,258                       | 4,260,967  | 7,295,322          | 7,074,754  |
| 重慶     | Chongqing               | 12,426,394                      | 10,658,671 | 22,872,727         | 19,764,571 |
| 杭州     | Hangzhou                | 8,301,344                       | 6,520,638  | 6,067,935          | 5,616,167  |
| 南京     | Nanjing                 | 2,685,901                       | —          | 101,679            | 945        |
| 青島     | Qingdao                 | 2,861,144                       | 2,084,107  | 590,526            | 106,101    |
| 上海     | Shanghai                | 4,714,772                       | 4,487,061  | 9,109,454          | 6,304,061  |
| 蘇南     | Sunan                   | 2,915,546                       | 1,918,047  | 1,186,119          | 1,424,239  |
| 蘇州     | Suzhou                  | 2,054,169                       | 1,219,565  | 2,551,739          | 2,027,959  |
| 廈門     | Xiamen                  | 1,906,687                       | 2,866,437  | 6,609,364          | 4,367,170  |
| 西安     | Xi'an                   | 2,558,747                       | 1,601,811  | 1,282,771          | 726,039    |
| 中國其他城市 | Other cities in the PRC | 7,700,292                       | 8,812,732  | 11,517,682         | 4,950,759  |
|        |                         | 54,799,495                      | 47,423,099 | 82,899,857         | 61,455,432 |

附註：非流動資產不包括可供出售投資、金融工具及遞延稅項資產。

概無與單一外界客戶進行交易的收入達本集團收入的10%或以上。

Note: Non-current assets excluded available-for-sale investments, financial instruments and deferred taxation assets.

No revenue from transaction with a single external customer amounts to 10% or more of the Group's revenue.

# 綜合財務報表附註

## Notes to the Consolidated Financial Statements

截至二零一六年十二月三十一日止年度

For the year ended December 31, 2016

### 6. 其他收入

### 6. OTHER INCOME

|             |   | 二零一六年<br>2016<br>人民幣千元<br>RMB'000 | 二零一五年<br>2015<br>人民幣千元<br>RMB'000 |
|-------------|---|-----------------------------------|-----------------------------------|
| 利息收入        | Interest income                                     | 141,046                           | 238,024                           |
| 可供出售投資的股息收入 | Dividend income from available-for-sale investments | 1,252                             | 626                               |
| 政府津貼(附註a)   | Government subsidies (Note a)                       | 47,826                            | 80,106                            |
| 違約收入(附註b)   | Penalty income (Note b)                             | 68,096                            | 59,865                            |
| 雜項收入        | Sundry income                                       | 77,825                            | 74,824                            |
| <b>總計</b>   | <b>Total</b>  | <b>336,045</b>                    | <b>453,445</b>                    |

附註：

- (a) 金額指從相關中國政府收取以鼓勵特定地區投資的補助。津貼為無條件及於年內按酌情基準授予本集團。
- (b) 指從未履行物業銷售買賣協議的物業買家或提早終止租賃協議的租戶收取的違約金。

Notes:

- (a) The amount represents the grants received from the relevant PRC government to encourage the investments in specific regions. The subsidies are unconditional and granted on a discretionary basis to the Group during the year.
- (b) It represents penalty received from property buyers who do not execute sales and purchase agreements on property sales or from tenants who early terminate tenancy agreements.

### 7. 其他收益及虧損

### 7. OTHER GAINS AND LOSSES

|                      |   | 二零一六年<br>2016<br>人民幣千元<br>RMB'000 | 二零一五年<br>2015<br>人民幣千元<br>RMB'000 |
|----------------------|---|-----------------------------------|-----------------------------------|
| 出售物業、廠房及設備的收益        | Gain on disposal of property, plant and equipment                               | 15,700                            | 2,997                             |
| 匯兌虧損淨額(附註)           | Net exchange losses (Note)  | (302,374)                         | (772,739)                         |
| 從對沖儲備重新分類至對沖工具的公平值收益 | Reclassification of fair value gain of hedging instruments from hedging reserve | 248,592                           | 613,754                           |
| 提前贖回優先票據的虧損          | Loss on early redemption of senior notes  | (117,226)                         | —                                 |
|                      |   | <b>(155,308)</b>                  | <b>(155,988)</b>                  |

附註：指原貨幣以港元(「港元」)或美元(「美元」)列值的銀行結餘、銀行借款及優先票據產生的匯兌差額。

Note: It represents exchange difference arising from bank balances, bank borrowings and senior notes, original currencies of which are either denominated in Hong Kong Dollar ("HKD") or United States Dollar ("USD").

# 綜合財務報表附註

## Notes to the Consolidated Financial Statements

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For the year ended December 31, 2016

### 8. 融資成本

### 8. FINANCE COSTS

|                             |  | 二零一六年<br>2016<br>人民幣千元<br>RMB'000 | 二零一五年<br>2015<br>人民幣千元<br>RMB'000 |
|-----------------------------|--|-----------------------------------|-----------------------------------|
| 銀行及其他借款利息                   | Interest on bank and other borrowings  |                                   |                                   |
| 五年內悉數償還                     | Wholly repayable within five years   | (1,849,214)                       | (2,250,350)                       |
| 非五年內悉數償還                    | Not wholly repayable within five years   | (638,928)                         | (203,508)                         |
| 優先票據的利息開支                   | Interest expense on senior notes   | (537,576)                         | (533,678)                         |
| 減：發展中待售物業及<br>發展中投資物業的資本化金額 | Less: Amount capitalised to properties under<br>development for sales and investment<br>properties under development | 2,972,659                         | 2,944,417                         |
|                             |  | (53,059)                          | (43,119)                          |

資本化的借貸成本均源自本集團的一般借款額，於截至二零一六年十二月三十一日止年度按每年5.32%（二零一五年：6.55%）的資本化比率計算，計入合資格資產開支。

Borrowing costs capitalised arose on the general borrowing pool of the Group and were calculated by applying a capitalisation rate of 5.32% (2015: 6.55%) per annum for the year ended December 31, 2016, to expenditure on the qualifying assets.

### 9. 所得稅開支

### 9. INCOME TAX EXPENSE

|                |                                      | 二零一六年<br>2016<br>人民幣千元<br>RMB'000 | 二零一五年<br>2015<br>人民幣千元<br>RMB'000 |
|----------------|--------------------------------------|-----------------------------------|-----------------------------------|
| 本期稅項           | Current tax                          |                                   |                                   |
| 企業所得稅          | EIT                                  | (3,470,064)                       | (2,577,985)                       |
| 土地增值稅          | LAT                                  | (2,732,472)                       | (1,844,446)                       |
|                |                                      | (6,202,536)                       | (4,422,431)                       |
| 往年超額撥備：        | Overprovision in prior years:        |                                   |                                   |
| 企業所得稅（附註a）     | EIT (Note a)                         | 106,927                           | 161,017                           |
| 土地增值稅（附註b）     | LAT (Note b)                         | 95,097                            | 287,444                           |
|                |                                      | 202,024                           | 448,461                           |
|                |                                      | (6,000,512)                       | (3,973,970)                       |
| 遞延稅項（附註30）     | Deferred taxation (Note 30)          |                                   |                                   |
| 本年度            | Current year                         | 65,882                            | (724,542)                         |
| 過往年度（撥備不足）超額撥備 | (Under) overprovision in prior years | (86,814)                          | 124,442                           |
|                |                                      | (20,932)                          | (600,100)                         |
|                |                                      | (6,021,444)                       | (4,574,070)                       |

# 綜合財務報表附註

## Notes to the Consolidated Financial Statements

截至二零一六年十二月三十一日止年度

For the year ended December 31, 2016

### 9. 所得稅開支 (續)

附註：

- (a) 就若干持有竣工物業項目的附屬公司估計及計算應付企業所得稅已完成，此有別於管理層於往年對企業所得稅的估計，造成有關往年的企業所得稅超額撥備。
- (b) 若干物業項目的實際增值額已予確定及物業項目的開發計劃已予修訂，其中經修訂估計增值額與往年所作出的增值額不同，導致往年土地增值稅超額撥備。

由於本集團的收入既不產自亦非來自香港，故並無作出香港利得稅撥備。

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，於兩年內，中國附屬公司的稅率均為25%。

本公司於中國經營的若干附屬公司合資格享有豁免繳納各年度的中國企業所得稅。

根據相關中國企業所得稅規則及規例，本公司若干於西部地區成立且從事受鼓勵業務的中國附屬公司獲授優惠企業所得稅稅率。倘該等公司受鼓勵業務所得年收入超過其年總收入的70%，則彼等於二零一六年按15%(二零一五年：15%)的優惠稅率繳納企業所得稅，惟須待主管稅務機構批准。

### 9. INCOME TAX EXPENSE (Continued)

Notes:

- (a) The assessment and computation of EIT payable in respect of certain subsidiaries which held completed property projects were finalised which differed from the management's estimation on EIT in prior years, resulting in an overprovision of EIT in respect of prior years.
- (b) The actual appreciation value of several property projects had been finalised and the development plan for property projects had been revised in which the revised estimated appreciation amount was different with the appreciation amount made in prior years, resulting in an overprovision of LAT in respect of prior years.

No provision for Hong Kong Profits Tax has been made as the Group does not have income which arises in, or is derived from, Hong Kong.

Under the Law of the PRC on EIT (the "EIT Law") and Implementation Regulation of the EIT Law, the tax rate of the PRC subsidiaries is 25% for both years.

Certain of the Company's subsidiaries operating in the PRC are eligible for exemption from PRC EIT for both years.

Pursuant to the relevant PRC corporate income tax rules and regulations, preferential corporate income tax rates have been granted to certain PRC subsidiaries of the Company which were established in western regions and engaged in the encouraged business. These companies are subject to a preferential rate of 15% in 2016 (2015: 15%), subject to approval of the tax authority, if the annual income derived from the encouraged business is more than 70% of the annual total income.

# 綜合財務報表附註

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### 9. 所得稅開支 (續)

年度稅費與綜合損益及其他全面收益表內除稅前溢利的對賬如下：

### 9. INCOME TAX EXPENSE (Continued)

The tax charge for the year can be reconciled to the profit before taxation per the consolidated statement of profit or loss and other comprehensive income as follows:

|                             |   | 二零一六年<br>2016<br>人民幣千元<br>RMB'000 | 二零一五年<br>2015<br>人民幣千元<br>RMB'000 |
|-----------------------------|---|-----------------------------------|-----------------------------------|
| 除稅前溢利                       | Profit before taxation  | 15,956,310                        | 13,938,187                        |
| 25% 的中國企業所得稅                | PRC EIT at 25%  | (3,989,078)                       | (3,484,547)                       |
| 應佔聯營公司業績的稅務影響               | Tax effect of share of results of associates  | 262,753                           | (4,677)                           |
| 應佔合營企業業績的稅務影響               | Tax effect of share of results of joint ventures                                      | 95,803                            | 66,716                            |
| 就稅項而言不可扣除開支的<br>稅務影響 (附註 a) | Tax effect of expenses not deductible<br>for tax purposes (Note a)                    | (436,361)                         | (410,968)                         |
| 就稅項而言毋須課稅收入的稅務影響            | Tax effect of income not taxable for tax purposes                                     | 1,184                             | 2,260                             |
| 土地增值稅                       | LAT   | (2,732,472)                       | (1,844,446)                       |
| 土地增值稅的稅務影響                  | Tax effect of LAT   | 683,118                           | 461,112                           |
| 往年超額撥備                      | Overprovision in prior years  | 115,210                           | 572,903                           |
| 未確認稅項虧損的稅務影響                | Tax effect of tax losses not recognised   | (40,410)                          | (24,465)                          |
| 若干中國附屬公司獲授的<br>稅項豁免及優惠稅率的影響 | Effect of tax exemption and preferential rates<br>granted to certain PRC subsidiaries | 10,345                            | 18,704                            |
| 有待分派保留盈利的預扣稅 (附註 b)         | Withholding tax on retained profits to<br>be distributed (Note b)                     | —                                 | (19,151)                          |
| 已付股息徵收的預扣稅                  | Withholding tax levied on dividend paid   | 8,464                             | 92,489                            |
| 年度稅費                        | Tax charge for the year   | (6,021,444)                       | (4,574,070)                       |

附註：

- (a) 該金額主要包括本集團不可扣減企業開支及若干附屬公司開支超出相關稅法規定的可扣減限額的稅務影響。
- (b) 根據《內地和香港特別行政區關於對所得避免雙重徵稅和防止偷漏稅的安排》及國稅法[2008]112號，5%股息預扣稅率適用於直接擁有中國內地公司股本最少25%的香港居民公司。該數額指就若干中國附屬公司於截至二零一六年十二月三十一日止年度所賺取的未分派溢利而撥備的預扣所得稅。

Notes:

- (a) The amount mainly comprises the tax effect of non-deductible corporate expenses of the Group and the expenses of certain subsidiaries in excess of the allowable deduction limits in accordance with the relevant tax regulations.
- (b) According to the "Arrangement between the Mainland of China and the Hong Kong Special Administrative Region for the Avoidance of Double Taxation and the Prevention of Fiscal Evasion with respect to Taxes on Income" and Guoshuifa [2008]112, where the Hong Kong resident company directly owns at least 25% of the capital of the Mainland company, 5% dividend withholding tax rate is applicable. The amount represents the withholding income tax provided on the undistributed profits arisen during the year ended December 31, 2016 of certain PRC subsidiaries.

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### 10. 股息

### 10. DIVIDEND

|                    |  | 二零一六年<br>2016<br>人民幣千元<br>RMB'000 | 二零一五年<br>2015<br>人民幣千元<br>RMB'000 |
|--------------------|--|-----------------------------------|-----------------------------------|
| 年內確認分派的股息：         | Dividend recognised as distribution during the year: |                                   |                                   |
| 二零一五年派付的末期股息       | Final dividend paid in respect of 2015               |                                   |                                   |
| 每股人民幣0.357元(二零一五年： | of RMB0.357 (2015: in respect of                     |                                   |                                   |
| 二零一四年每股人民幣0.284元)  | 2014 of RMB0.284) per share                          | 2,083,332                         | 1,654,310                         |

於報告期結束後，本公司董事建議派發截至二零一六年十二月三十一日止年度的末期股息人民幣2,722,014,000元，每股人民幣0.466元(基於二零一六年十二月三十一日的已發行股份數目)(二零一五年：截至二零一五年十二月三十一日止年度的末期股息人民幣2,083,000,000元，每股人民幣0.357元)，惟須待股東於應屆股東週年大會批准。

Subsequent to the end of the reporting period, a final dividend of RMB2,722,014,000, representing RMB0.466 per share, based on the number of shares in issue as at December 31, 2016, in respect of the year ended December 31, 2016 (2015: final dividend of RMB2,083,000,000, representing RMB0.357 per share, in respect of the year ended December 31, 2015) has been proposed by the directors of the Company and is subject to approval by the shareholders in the forthcoming Annual General Meeting.

### 11. 每股盈利

### 11. EARNINGS PER SHARE

本公司擁有人應佔每股基本及攤薄盈利的計算乃基於以下數據：

The calculation of the basic and diluted earnings per share attributable to the owners of the Company is based on the following data:

|                |  | 二零一六年<br>2016<br>人民幣千元<br>RMB'000 | 二零一五年<br>2015<br>人民幣千元<br>RMB'000 |
|----------------|--|-----------------------------------|-----------------------------------|
| 用於計算每股基本及攤薄盈利的 | Earnings attributable to the owners of the Company |                                   |                                   |
| 本公司擁有人應佔盈利     | for the purposes of calculation of basic and       |                                   |                                   |
|                | diluted earnings per share                         | 9,152,953                         | 8,988,037                         |

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### 11. 每股盈利(續)

### 11. EARNINGS PER SHARE (Continued)

|                         |   | 二零一六年<br>2016<br>千股<br>'000 | 二零一五年<br>2015<br>千股<br>'000 |
|-------------------------|---|-----------------------------|-----------------------------|
| 股份數目                    | Number of shares  |                             |                             |
| 用於計算每股基本盈利的<br>普通股加權平均數 | Weighted average number of ordinary shares for<br>the purpose of calculation of basic<br>earnings per share   | 5,817,674                   | 5,821,449                   |
| 購股權相關之普通股的潛在攤薄影響        | Effect of dilutive potential ordinary shares in<br>respect of - share options                                 | 21,173                      | 41,412                      |
| 用於計算每股攤薄盈利的<br>普通股加權平均數 | Weighted average number of ordinary shares for<br>the purpose of calculation of diluted<br>earnings per share | 5,838,847                   | 5,862,861                   |

計算兩個年度每股基本及攤薄盈利所採用的普通股加權平均數乃經扣除一名獨立受託人根據本公司股份獎勵計劃以信託形式代本公司持有的股份後達致。

截至二零一六年及二零一五年十二月三十一日止年度，由於經調整行使價高於二零一六年及二零一五年未行使期間本公司股份的平均市價，故計算每股攤薄盈利時並無計入根據二零零九年十二月二十三日採納的首次公開發售後購股權計劃於二零一一年一月十七日授出的購股權。

The weighted average number of ordinary shares adopted in the calculation of basic and diluted earnings per share for both years have been arrived at after deducting the shares held in trust for the Company by an independent trustee under the share award scheme of the Company.

For the year ended December 31, 2016 and 2015, the share options granted on January 17, 2011 under the Post-IPO share option scheme adopted on December 23, 2009 are not included in the calculation of diluted earnings per share as the adjusted exercise price was greater than the average market price of the Company's shares during the outstanding period in 2016 and 2015.

# 綜合財務報表附註

## Notes to the Consolidated Financial Statements

截至二零一六年十二月三十一日止年度

For the year ended December 31, 2016

### 12. 投資物業

### 12. INVESTMENT PROPERTIES

|                          |   | 已落成<br>投資物業<br>Completed<br>investment<br>properties<br>人民幣千元<br>RMB'000 | 發展中<br>投資物業<br>Investment<br>properties<br>under<br>development<br>人民幣千元<br>RMB'000 | 總計<br>Total<br>人民幣千元<br>RMB'000 |
|--------------------------|---|--|---|---------------------------------|
| 公平值                      | FAIR VALUE  |  |   |                                 |
| 於二零一五年一月一日               | At January 1, 2015  | 25,702,800   | 7,658,700   | 33,361,500                      |
| 添置                       | Additions   | 2,482  | 3,278,121   | 3,280,603                       |
| 轉撥自預付租賃款項                | Transfer from prepaid lease payments  | —  | 3,004,611   | 3,004,611                       |
| 轉撥自持作出售物業(附註)            | Transfer from properties held for sales (Note)  | 337,172  | —   | 337,172                         |
| 轉撥                       | Transfer  | 4,131,009  | (4,131,009)   | —                               |
| 成本調整                     | Cost adjustment   | (5,661)  | 532,998   | 527,337                         |
| 由預付租賃款項轉撥<br>為投資物業的公平值收益 | Fair value gain upon transfer of prepaid<br>lease payments to investment properties         | —  | 395,863   | 395,863                         |
| 由持作出售物業轉撥<br>為投資物業的公平值變動 | Fair value change upon transfer of<br>properties held for sales to<br>investment properties | 38,388   | —   | 38,388                          |
| 於損益確認的公平值<br>增加淨額        | Net increase in fair value recognised<br>in profit or loss                                  | 773,210  | 1,666,416   | 2,439,626                       |
| 於二零一五十二月三十一日             | At December 31, 2015  | 30,979,400   | 12,405,700  | 43,385,100                      |
| 添置                       | Additions   | 97,724   | 2,856,273   | 2,953,997                       |
| 轉撥自持作出售物業(附註)            | Transfer from properties held for sales (Note)  | 673,391  | —   | 673,391                         |
| 轉撥                       | Transfer  | 8,135,437  | (8,135,437)   | —                               |
| 由持作出售物業轉撥<br>為投資物業的公平值變動 | Fair value change upon transfer of<br>properties held for sales to<br>investment properties | 47,154   | —   | 47,154                          |
| 於損益確認的公平值<br>增加淨額        | Net increase in fair value recognised<br>in profit or loss                                  | 1,575,694  | 395,264   | 1,970,958                       |
| 於二零一六年<br>十二月三十一日        | At December 31, 2016  | 41,508,800   | 7,521,800   | 49,030,600                      |
| 計入損益的物業重估的<br>未變現收益      | Unrealised gain on property<br>revaluation included in profit or loss                       | 1,622,848  | 395,264   | 2,018,112                       |

附註：由於與第三方的經營租賃已開始，顯示物業用途已改變，故自持作出售物業轉撥為投資物業。

Note: The transfer from properties held for sales to investment properties were made since there was a change in use as evidenced by the commencement of operating leases to third parties.



# 綜合財務報表附註

## Notes to the Consolidated Financial Statements

截至二零一六年十二月三十一日止年度  
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### 12. 投資物業(續)

投資物業均位於中國。

本集團投資物業於轉撥之日以及二零一六及二零一五十二月三十一日的公平值乃基於由與本集團並無關連的一家獨立合資格專業估值師第一太平戴維斯估值及專業顧問有限公司(其於相關地點類似物業的估值上擁有適當資格及新近經驗)於該等日期進行的估值編製。

在估計物業的公平值時，其目前用途為該等物業帶來最高價值及和最佳用途。

估值師採用以下基準釐定投資物業的公平值：

已落成物業－將現有租約所得租金收入淨額撥充資本計算，並適當考慮有關物業可能重訂租約收入。

發展中物業－基於有關物業將根據最新發展建議發展及落成的假設估值，並計及完成發展項目將支銷的成本及開發商的利潤率以反映已完成發展項目的質量。

本集團用作賺取租金或作資本增值用途的所有租賃土地及樓宇的物業權益以公平值模式計量並分類及入賬列作投資物業。

有關該等投資物業公平值的釐定方法(特別是估值技術及輸入數據)，以及根據公平值計量可觀察的輸入數據分類公平值計量的公平值等級(第一至三層級)資料載列如下。

### 12. INVESTMENT PROPERTIES (Continued)

The investment properties are all situated in the PRC.

The fair values of the Group's investment properties at dates of transfer and December 31, 2016 and 2015 have been arrived at on the basis of valuations carried out on those dates by Savills Valuation and Professional Services Limited, a firm of independent qualified professional valuers not connected with the Group, who have appropriate qualifications and recent experiences in the valuation of similar properties in the relevant locations.

In estimating the fair value of the properties, the highest and best use of the properties is their current use.

The fair values of the investment properties were determined by the valuers on the following basis:

Completed properties - arrived at by capitalising the net rental income derived from the existing tenancies with due allowance for reversionary incoming potential of the respective properties.

Properties under development - valued on the basis that they will be developed and completed in accordance with the latest development proposals and taken into account the construction costs that will be expended to complete the development as well as developer's profit margin to reflect the quality of the completed development.

All of the Group's property interests in leasehold land and buildings to earn rentals or for capital appreciation purposes are measured using the fair value model and classified and accounted for as investment properties.

The following table gives information about how the fair values of these investment properties are determined (in particular, the valuation techniques and inputs used), as well as the fair value hierarchy into which the fair value measurements are categorised (Levels 1 to 3) based on the degree to which the inputs to the fair value measurements is observable.

# 綜合財務報表附註

## Notes to the Consolidated Financial Statements

截至二零一六年十二月三十一日止年度

For the year ended December 31, 2016

### 12. 投資物業 (續)

### 12. INVESTMENT PROPERTIES (Continued)

本集團於綜合財務狀況報表

持有之投資物業

Investment properties

held by the Group in the

consolidated statement

of financial position

已落成投資物業—於

中國西部的購物中心

Completed investment

properties - shopping malls

in Western China

公平值等級

Fair value hierarchy Valuation technique(s) and key input(s)

第三層級

Level 3

收益資本化法

主要輸入數據為

- (1) 年期收益率
- (2) 可能重訂租約收益率
- (3) 每月定期租金
- (4) 可能重訂租金

Income capitalisation method

The key inputs are

- (1) Term yield
- (2) Reversionary yield
- (3) Monthly term rental
- (4) Reversionary rental

重大不可觀察輸入數據

Significant unobservable input(s)

年期收益率，考慮到市場平均售價及可比物業市場平均租金產生的收益率，並作出調整，以反映年期價值較低的市場風險，界乎4%至6.5% (二零一五年：4%至6.5%)。

Term yield, taking into account of yield generated by market average selling price and the market average rental from comparable properties and adjustment to reflect the lower market risk for the term value, range from 4% to 6.5% (2015: 4% to 6.5%).

可能重訂租約收益率，考慮到市場平均售價及可比物業市場平均租金產生的收益率，並作出調整，以反映購物中心的狀況，界乎4.5%至7% (二零一五年：4.5%至7.5%)。

Reversionary yield, taking into account of yield generated by market average selling price and the market average rental from comparable properties and adjustment to reflect the conditions of the shopping malls, range from 4.5% to 7% (2015: 4.5% to 7.5%).

每個單位的每月定期租金來自現有租賃協議所列的租金，平均為人民幣28元/平方米/月至人民幣304元/平方米/月 (二零一五年：人民幣36元/平方米/月至人民幣241元/平方米/月)。

Monthly term rental for each unit is derived from the rental as stated in the existing rental agreements with an average of RMB28/sq.m./month to RMB304/sq.m./month (2015: RMB36/sq.m./month to RMB241/sq.m./month).

可能重訂租金來自可比物業市場租金或新租賃協議所列的租金，平均為人民幣81元/平方米/月至人民幣701元/平方米/月 (二零一五年：人民幣82元/平方米/月至人民幣692元/平方米/月)。

Reversionary rental is derived from the market rentals from comparable properties or the rental as stated in the new rental agreements with an average of RMB81/sq.m./month to RMB701/sq.m./month (2015: RMB82/sq.m./month to RMB692/sq.m./month).

不可觀察輸入數據相對公平值的關係(附註a)

Relationship of unobservable inputs to fair value (Note a)

年期收益率越高，公平值越低。

The higher the term yield, the lower the fair value.

可能重訂租約收益率越高，公平值越低。

The higher the reversionary yield, the lower the fair value.

每月定期租金越高，公平值越高。

The higher the monthly term rental, the higher the fair value.

可能重訂租金越高，公平值越高。

The higher the reversionary rental, the higher the fair value.

# 綜合財務報表附註

## Notes to the Consolidated Financial Statements

截至二零一六年十二月三十一日止年度  
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### 12. 投資物業 (續)

### 12. INVESTMENT PROPERTIES (Continued)

本集團於綜合財務狀況報表  
持有之投資物業

Investment properties  
held by the Group in the  
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of financial position

中國西部在建投資物業  
Investment properties  
under development  
in Western China

公平值等級 估值技術及主要輸入數據  
Fair value hierarchy Valuation technique(s) and key input(s)

第三層級  
Level 3  
剩餘法  
主要輸入數據為  
(1) 總發展價值  
(2) 開發商的利潤  
(3) 貼現率  
The residual method  
The key inputs are  
(1) Gross development value  
(2) Developer's profit  
(3) Discount rate

重大不可觀察輸入數據  
Significant unobservable input(s)

以竣工為基準的總發展價值，考慮到可比物業及物業的位置和個別因素，如面向和大小，界乎人民幣1,076百萬元至人民幣1,086百萬元(二零一五年：人民幣1,027百萬元至人民幣1,683百萬元)。  
Gross development value on completion basis, taking into account of location and individual factors such as frontage and size, between the comparables and the property, range from RMB1,076 million to RMB1,086 million (2015: RMB1,027 million to RMB1,683 million).

開發商的利潤，考慮到可比土地交易及物業的進度，界乎15%至20%(二零一五年：10%至20%)。  
Developer's profit, taking into account of the comparables land transactions and progress of the property, range from 15% to 20% (2015: 10% to 20%).

貼現率，考慮到市場現行利率，為4.35%(二零一五年：4.35%至4.75%)。  
Discount rate, taking into account of the prevailing market interest rates, at 4.35% (2015: 4.35% to 4.75%).

不可觀察輸入數據相對公平值的關係(附註b)  
Relationship of unobservable inputs to fair value (Note b)

總發展價值越高，公平值越高。  
The higher the gross development value, the higher the fair value.  
開發商的利潤越高，公平值越低。  
The higher the developer's profit, the lower the fair value.  
貼現率越高，公平值越低。  
The higher the discount rate, the lower the fair value.

# 綜合財務報表附註

## Notes to the Consolidated Financial Statements

截至二零一六年十二月三十一日止年度

For the year ended December 31, 2016

### 12. INVESTMENT PROPERTIES (Continued)

本集團於綜合財務狀況報表

持有之投資物業

Investment properties

held by the Group in the

consolidated statement

of financial position

已落成投資物業—於

環渤海區的購物中心

Completed investment

properties - shopping malls

in Pan Bohai Rim

公平值等級

Fair value hierarchy

第三層級

Level 3

估值技術及主要輸入數據

Valuation technique(s) and key input(s)

收益資本化法

主要輸入數據為

- (1) 年期收益率
- (2) 可能重訂租約收益率
- (3) 每月定期租金
- (4) 可能重訂租金

Income capitalisation method

The key inputs are

- (1) Term yield
- (2) Reversionary yield
- (3) Monthly term rental
- (4) Reversionary rental

重大不可觀察輸入數據

Significant unobservable input(s)

年期收益率，考慮到市場平均售價及可比物業市場平均租金產生的收益率，並作出調整，以反映年期價值較低的市場風險，界乎5.5%至6%（二零一五年：5.5%至6%）。

Term yield, taking into account of yield generated by market average selling price and the market average rental from comparable properties and adjustment to reflect the lower market risk for the term value, range from 5.5% to 6% (2015: 5.5% to 6%).

可能重訂租約收益率，考慮到市場平均售價及可比物業市場平均租金產生的收益率，並作出調整，以反映購物中心的狀況，為6%（二零一五年：6%）。

Reversionary yield, taking into account of yield generated by market average selling price and the market average rental from comparable properties and adjustment to reflect the conditions of the shopping malls, at 6% (2015: 6%).

每個單位的每月定期租金來自現有租賃協議所列的租金，平均為人民幣138元/平方米/月至人民幣228元/平方米/月（二零一五年：人民幣141元/平方米/月至人民幣316元/平方米/月）。

Monthly term rental for each unit is derived from the rental as stated in the existing rental agreements with an average of RMB138/sq.m./month to RMB228/sq.m./month (2015: RMB141/sq.m./month to RMB316/sq.m./month).

每個單位的每月定期租金來自現有租賃協議所列的租金，平均為人民幣206元/平方米/月至人民幣484元/平方米/月（二零一五年：人民幣235元/平方米/月至人民幣457元/平方米/月）。

Reversionary rental is derived from the market rentals from comparable properties or the rental as stated in the new rental agreements with an average of RMB206/sq.m./month to RMB484/sq.m./month (2015: RMB235/sq.m./month to RMB457/sq.m./month).

不可觀察輸入數據相對公平值的關係(附註a)

Relationship of unobservable inputs to fair value (Note a)

年期收益率越高，公平值越低。

The higher the term yield, the lower the fair value.

可能重訂租約收益率越高，公平值越低。

The higher the reversionary yield, the lower the fair value.

每月定期租金越高，公平值越高。

The higher the monthly term rental, the higher the fair value.

可能重訂租金越高，公平值越高。

The higher the reversionary rental, the higher the fair value.

# 綜合財務報表附註

## Notes to the Consolidated Financial Statements

截至二零一六年十二月三十一日止年度  
For the year ended December 31, 2016

### 12. 投資物業 (續)

### 12. INVESTMENT PROPERTIES (Continued)

本集團於綜合財務狀況報表  
持有之投資物業

Investment properties  
held by the Group in the  
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環渤海區在建投資物業  
Investment properties  
under development in  
Pan Bohai Rim

公平值等級 估值技術及主要輸入數據  
Fair value hierarchy Valuation technique(s) and key input(s)

第三層級  
Level 3  
剩餘法  
主要輸入數據為  
(1) 總發展價值  
(2) 開發商的利潤  
(3) 貼現率  
The residual method  
The key inputs are  
(1) Gross development value  
(2) Developer's profit  
(3) Discount rate

重大不可觀察輸入數據  
Significant unobservable input(s)

以竣工為基準的總發展價值，考慮到可比物業及物業的位置和個別因素，如面向和大小，為零(二零一五年：人民幣3,660百萬元)。  
Gross development value on completion basis, taking into account of location and individual factors such as frontage and size, between the comparables and the property, of nil (2015: RMB3,660 million).  
開發商的利潤，考慮到可比土地交易及物業的進度為零(二零一五年：5%)。  
Developer's profit, taking into account of the comparables land transactions and progress of the property, at nil (2015: 5%).  
貼現率，考慮到市場現行利率，為零(二零一五年：4.35%)。  
Discount rate, taking into account of the prevailing market interest rate, at nil (2015: 4.35%).

不可觀察輸入數據相對公平值的關係(附註b)  
Relationship of unobservable inputs to fair value (Note b)

總發展價值越高，公平值越高。  
The higher the gross development value, the higher the fair value.  
開發商的利潤越高，公平值越低。  
The higher the developer's profit, the lower the fair value.  
貼現率越高，公平值越低。  
The higher the discount rate, the lower the fair value.

# 綜合財務報表附註

## Notes to the Consolidated Financial Statements

截至二零一六年十二月三十一日止年度

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### 12. 投資物業 (續)

### 12. INVESTMENT PROPERTIES (Continued)

本集團於綜合財務狀況報表  
持有之投資物業

Investment properties  
held by the Group in the  
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of financial position

已落成投資物業—於  
長江三角洲的購物中心  
Completed investment  
properties - shopping  
malls in Yangtze River Delta

公平值等級 估值技術及主要輸入數據  
Fair value hierarchy Valuation technique(s) and key input(s)

第三層級 收益資本化  
Level 3 主要輸入數據為  
(1) 年期收益率  
(2) 可能重訂租約收益率  
(3) 每月定期租金  
(4) 可能重訂租金

Income capitalisation method

The key inputs are

- (1) Term yield
- (2) Reversionary yield
- (3) Monthly term rental
- (4) Reversionary rental

重大不可觀察輸入數據  
Significant unobservable input(s)

年期收益率，考慮到市場平均售價及可比物業市場平均租金產生的收益率，並作出調整，以反映年期價值較低的市場風險，界乎5%至5.5%(二零一五年：6%)。

Term yield, taking into account of yield generated by market average selling price and the market average rental from comparable properties and adjustment to reflect the lower market risk for the term value, range from 5% to 5.5% (2015: 6%).

可能重訂租約收益率，考慮到市場平均售價及可比物業市場平均租金產生的收益率，並作出調整，以反映購物中心的狀況，為6%(二零一五年：6.5%)。

Reversionary yield, taking into account of yield generated by market average selling price and the market average rental from comparable properties and adjustment to reflect the conditions of the shopping malls, at 6% (2015: 6.5%).

每個單位的每月定期租金來自現有租賃協議所列的租金，平均為人民幣24元/平方米/月至人民幣258元/平方米/月(二零一五年：人民幣24元/平方米/月至人民幣114元/平方米/月)。

Monthly term rental for each unit is derived from the rental as stated in the existing rental agreements with an average of RMB24/sq.m./month to RMB258/sq.m./month (2015: RMB24/sq.m./month to RMB114/sq.m./month).

可能重訂租金來自可比物業市場租金或新租賃協議所列的租金，平均為人民幣301元/平方米/月至人民幣402元/平方米/月(二零一五年：人民幣379元/平方米/月)。

Reversionary rental is derived from the market rentals from comparable properties or the rental as stated in the new rental agreements with an average of RMB301/sq.m./month to RMB402/sq.m./month (2015: RMB379/sq.m./month).

不可觀察輸入數據相對公平值的關係(附註a)  
Relationship of unobservable inputs to fair value (Note a)

年期收益率越高，公平值越低。  
The higher the term yield, the lower the fair value.

可能重訂租約收益率越高，公平值越低。  
The higher the reversionary yield, the lower the fair value.

每月定期租金越高，公平值越高。  
The higher the monthly term rental, the higher the fair value.

可能重訂租金越高，公平值越高。

The higher the reversionary rental, the higher the fair value.

# 綜合財務報表附註

## Notes to the Consolidated Financial Statements

截至二零一六年十二月三十一日止年度  
For the year ended December 31, 2016

### 12. 投資物業 (續)

本集團於綜合財務狀況報表  
持有之投資物業

Investment properties  
held by the Group in the  
consolidated statement  
of financial position

長江三角洲在建投資物業  
Investment properties under  
development in  
Yangtze River Delta

| 公平值等級                | 估值技術及主要輸入數據                             |
|----------------------|---|
| Fair value hierarchy | Valuation technique(s) and key input(s) |
| 第三層級                 | 剩餘法                                     |
| Level 3              | 主要輸入數據為                                 |
|                      | (1) 總發展價值                               |
|                      | (2) 開發商的利潤                              |
|                      | (3) 貼現率                                 |
|                      | The residual method                     |
|                      | The key inputs are                      |
|                      | (1) Gross development value             |
|                      | (2) Developer's profit                  |
|                      | (3) Discount rate                       |

重大不可觀察輸入數據  
Significant unobservable input(s)

以竣工為基準的總發展價值，考慮到可比物業及物業的位置和個別因素，如面向和大小，界乎人民幣1,396百萬元至人民幣4,153百萬元(二零一五年：人民幣1,330百萬元至人民幣4,663百萬元)。  
Gross development value on completion basis, taking into account of location and individual factors such as frontage and size, between the comparables and the property, range from RMB1,396 million to RMB4,153 million (2015: RMB1,330 million to RMB4,663 million).

開發商的利潤，考慮到可比土地交易及物業的進度，為15%至20%(二零一五年：8%至20%)。  
Developer's profit, taking into account of the comparables land transactions and progress of the property, range from 15% to 20% (2015: 8% to 20%).

貼現率，考慮到市場現行利率，界乎4.35%至4.75%(二零一五年：4.35%至4.75%)  
Discount rate, taking into account of the prevailing market interest rates, range from 4.35% to 4.75% (2015: 4.35% to 4.75%).

不可觀察輸入數據相對公平值的關係(附註b)  
Relationship of unobservable inputs to fair value (Note b)

總發展價值越高，公平值越高。  
The higher the gross development value, the higher the fair value.  
開發商的利潤越高，公平值越低。  
The higher the developer's profit, the lower the fair value.  
貼現率越高，公平值越低。  
The higher the discount rate, the lower the fair value.

附註：

- (a) 概無跡象顯示不可觀察輸入數據出現任何輕微變動，或會導致公平值計量大幅上升或下跌。
- (b) 除總發展價值外，概無跡象顯示不可觀察輸入數據出現任何輕微變動，或會導致公平值計量大幅上升或下跌。

Notes:

- (a) There is no indication that any slight change in the unobservable input(s) would result in significant higher or lower fair value measurement.
- (b) Except gross development value, there is no indication that any slight change in the other unobservable input(s) would result in significant higher or lower fair value measurement.

# 綜合財務報表附註

## Notes to the Consolidated Financial Statements

截至二零一六年十二月三十一日止年度

For the year ended December 31, 2016

### 13. 物業、廠房及設備

### 13. PROPERTY, PLANT AND EQUIPMENT

|                           |   | 樓宇<br>Buildings<br>人民幣千元<br>RMB'000 | 機動車輛<br>Motor<br>vehicles<br>人民幣千元<br>RMB'000 | 設備及傢俱<br>Equipment<br>and<br>furniture<br>人民幣千元<br>RMB'000 | 總計<br>Total<br>人民幣千元<br>RMB'000 |
|---------------------------|---|-------------------------------------|---|--|---------------------------------|
| <b>成本</b>                 | <b>COST</b>   |                                     |   |  |                                 |
| 於二零一五年一月一日                | At January 1, 2015  | 161,038                             | 61,609  | 165,778  | 388,425                         |
| 添置                        | Additions   | 29,133                              | 4,604   | 26,522   | 60,259                          |
| 透過收購附屬公司收購資產<br>及負債(附註33) | Acquisition of assets and liabilities<br>through acquisition of<br>subsidiaries (Note 33) | —                                   | 375   | 3,502  | 3,877                           |
| 出售                        | Disposals   | (2,572)                             | (3,883)                                       | (14,345)   | (20,800)                        |
| 於二零一五年十二月三十一日             | At December 31, 2015  | 187,599                             | 62,705  | 181,457  | 431,761                         |
| 添置                        | Additions   | —                                   | 4,209   | 38,183   | 42,392                          |
| 透過收購附屬公司收購資產<br>及負債(附註33) | Acquisition of assets and liabilities<br>through acquisition of<br>subsidiaries (Note 33) | —                                   | —   | 436  | 436                             |
| 出售                        | Disposals   | (6,329)                             | (4,119)                                       | (1,427)  | (11,875)                        |
| 於二零一六年十二月三十一日             | At December 31, 2016  | 181,270                             | 62,795  | 218,649  | 462,714                         |
| <b>累計折舊</b>               | <b>ACCUMULATED<br/>DEPRECIATION</b>   |                                     |   |  |                                 |
| 於二零一五年一月一日                | At January 1, 2015  | 61,892                              | 36,321  | 100,117  | 198,330                         |
| 年度扣除                      | Charge for the year   | 6,574                               | 6,150   | 20,440   | 33,164                          |
| 出售時抵銷                     | Eliminated on disposals   | (2,571)                             | (2,491)                                       | (3,045)  | (8,107)                         |
| 於二零一五年十二月三十一日             | At December 31, 2015  | 65,895                              | 39,980  | 117,512  | 223,387                         |
| 年度扣除                      | Charge for the year   | 3,952                               | 6,299   | 36,004   | 46,255                          |
| 出售時抵銷                     | Eliminated on disposals   | (977)                               | (3,702)                                       | (891)  | (5,570)                         |
| 於二零一六年十二月三十一日             | At December 31, 2016  | 68,870                              | 42,577  | 152,625  | 264,072                         |
| <b>賬面值</b>                | <b>CARRYING VALUES</b>  |                                     |   |  |                                 |
| 於二零一六年十二月三十一日             | At December 31, 2016  | 112,400                             | 20,218  | 66,024   | 198,642                         |
| 於二零一五年十二月三十一日             | At December 31, 2015  | 121,704                             | 22,725  | 63,945   | 208,374                         |



# 綜合財務報表附註

## Notes to the Consolidated Financial Statements

截至二零一六年十二月三十一日止年度  
For the year ended December 31, 2016

### 13. 物業、廠房及設備 (續)

上述物業、廠房及設備項目經計及按以下年率計算的估計剩餘價值後以直線法折舊：

|       |               |
|-------|---------------|
| 樓宇    | 按估計可使用年期 20 年 |
| 機動車輛  | 20%           |
| 設備及傢俱 | 33%           |

樓宇所在土地均位於中國。

### 14. 預付租賃款項

預付租賃款項的賬面值指在中國持有的土地使用權，分析如下：

|     |             |
|-----|-------------|
| 中期  | Medium-term |
| 長期  | Long-term   |
| 非即期 | Non-current |

本集團預付租賃款項指為在中國購入介乎 40 年至 70 年租期作物業發展的土地使用權所支付的款項。於二零一六年十二月三十一日，本集團尚未自相關機構取得賬面值人民幣 3,249,157,000 元(二零一五年：人民幣 8,817,213,000 元)的預付租賃土地使用權證。

### 13. PROPERTY, PLANT AND EQUIPMENT (Continued)

The above items of property, plant and equipment are depreciated using the straight-line method after taking into account of their estimated residual values at the following rates per annum:

|                         |   |
|-------------------------|---|
| Buildings               | Over the estimated useful lives of 20 years |
| Motor vehicles          | 20%   |
| Equipment and furniture | 33%   |

The buildings are all situated on land in the PRC.

### 14. PREPAID LEASE PAYMENTS

The carrying amount of prepaid lease payments represents land use rights held in the PRC and is analysed as follows:

|     | 二零一六年<br>2016<br>人民幣千元<br>RMB'000 | 二零一五年<br>2015<br>人民幣千元<br>RMB'000 |
|-----|-----------------------------------|-----------------------------------|
| 中期  | 6,728,305                         | 2,415,955                         |
| 長期  | 10,693,650                        | 9,358,630                         |
| 非即期 | 17,421,955                        | 11,774,585                        |

The Group's prepaid lease payments represent payments for acquisition of the land use rights in the PRC with lease terms ranging from 40 to 70 years for the purpose of property development. The Group had not yet obtained the certificates of land use rights of prepaid leases with a carrying value of RMB3,249,157,000 (2015: RMB8,817,213,000) from the relevant authorities at December 31, 2016.

# 綜合財務報表附註

## Notes to the Consolidated Financial Statements

截至二零一六年十二月三十一日止年度

For the year ended December 31, 2016

### 15. 於聯營公司的權益

### 15. INTERESTS IN ASSOCIATES

|                    |   | 二零一六年<br>2016<br>人民幣千元<br>RMB'000 | 二零一五年<br>2015<br>人民幣千元<br>RMB'000 |
|--------------------|---|-----------------------------------|-----------------------------------|
| 投資成本，非上市           | Cost of investments, unlisted   | 853,803                           | 374,914                           |
| 應佔收購後溢利(虧損)，扣除已收股息 | Share of post-acquisition profits (losses),<br>net of dividend received | 732,304                           | (18,707)                          |
| 減：已確認減值虧損          | Less: Impairment loss recognised  | (414)                             | (414)                             |
|                    |   | 1,585,693                         | 355,793                           |

於二零一六年十二月三十一日之聯營公司的詳情載於附註49。

Details of the associates as at December 31, 2016 are set out in note 49.

#### 個別並不重大的聯營公司彙總資料

#### Aggregate information of associates that are not individually material

|                         |   | 二零一六年<br>2016<br>人民幣千元<br>RMB'000 | 二零一五年<br>2015<br>人民幣千元<br>RMB'000 |
|-------------------------|---|-----------------------------------|-----------------------------------|
| 本集團應佔的溢利(虧損)及全面收益(開支)總額 | The Group's share of profit (loss) and total comprehensive income (expense) | 5,994                             | (10,536)                          |

#### 重大聯營公司財務資料概要

本集團各重大聯營公司之財務資料概要載列如下。以下財務資料概要呈列聯營公司根據國際財務報告準則編製之財務報表所示之金額。

假設廈門翔洲房地產開發有限公司(「廈門翔洲」)及北京葛洲壩龍湖置業有限公司(「北京葛洲壩」)為本集團僅有的重大聯營公司，以供說明用途。

所有該等聯營公司均使用權益法於該等綜合財務報表內入賬。

#### Summarised financial information of material associates

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

For illustrative purposes, it is assumed that Xiamen Xiangzhou Real Estate Development Limited ("Xiamen Xiangzhou") and Beijing Gezhouba Longfor Real Estate Development Limited ("Beijing Gezhouba") are the only material associates to the Group.

All of these associates are accounted for using the equity method in these consolidated financial statements.

# 綜合財務報表附註

## Notes to the Consolidated Financial Statements

截至二零一六年十二月三十一日止年度  
For the year ended December 31, 2016

### 15. 於聯營公司的權益 (續)

重大聯營公司財務資料概要 (續)

廈門翔洲

### 15. INTERESTS IN ASSOCIATES (Continued)

Summarised financial information of material associates  
(Continued)

Xiamen Xiangzhou

|       |                         | 二零一六年<br>2016<br>人民幣千元<br>RMB'000 | 二零一五年<br>2015<br>人民幣千元<br>RMB'000 |
|-------|-------------------------|-----------------------------------|-----------------------------------|
| 流動資產  | Current assets          | 1,933,605                         | 1,472,994                         |
| 非流動資產 | Non-current assets      | 417                               | 242                               |
| 流動負債  | Current liabilities     | (325,574)                         | (836,892)                         |
| 非流動負債 | Non-current liabilities | (930,000)                         | (603,020)                         |

|           |                            | 二零一六年<br>2016<br>人民幣千元<br>RMB'000 | 二零一五年<br>2015<br>人民幣千元<br>RMB'000 |
|-----------|----------------------------|-----------------------------------|-----------------------------------|
| 收入        | Revenue                    | 3,048,801                         | —                                 |
| 年度溢利 (虧損) | Profit (loss) for the year | 645,124                           | (16,676)                          |

上述財務資料概要與於綜合財務報表確認的於聯營公司權益的賬面值的對賬：

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

|                  |  | 二零一六年<br>2016<br>人民幣千元<br>RMB'000 | 二零一五年<br>2015<br>人民幣千元<br>RMB'000 |
|------------------|--|-----------------------------------|-----------------------------------|
| 廈門翔洲之淨資產         | Net assets of Xiamen Xiangzhou                                   | 678,448                           | 33,324                            |
| 本集團於廈門翔洲之所有權權益比例 | Proportion of the Group's ownership interest in Xiamen Xiangzhou | 49%                               | 49%                               |
| 本集團於廈門翔洲的權益的賬面值  | Carrying amount of the Group's interest in Xiamen Xiangzhou      | 332,440                           | 16,329                            |

# 綜合財務報表附註

## Notes to the Consolidated Financial Statements

截至二零一六年十二月三十一日止年度

For the year ended December 31, 2016

### 15. 於聯營公司的權益 (續)

北京葛洲壩

### 15. INTERESTS IN ASSOCIATES (Continued)

Beijing Gezhouba

|       |                         | 二零一六年<br>2016<br>人民幣千元<br>RMB'000 |
|-------|-------------------------|-----------------------------------|
| 流動資產  | Current assets          | 5,329,836                         |
| 非流動資產 | Non-current assets      | 363                               |
| 流動負債  | Current liabilities     | (3,911,626)                       |
| 非流動負債 | Non-current liabilities | —                                 |

|      |                     | 二零一六年<br>2016<br>人民幣千元<br>RMB'000 |
|------|---------------------|-----------------------------------|
| 收入   | Revenue             | 5,406,644                         |
| 年度溢利 | Profit for the year | 1,457,811                         |

上述財務資料概要與於綜合財務報表確認的於聯營公司權益的賬面值的對賬：

Reconciliation of the above summarised financial information to the carrying amount of the interest in the associate recognised in the consolidated financial statements.

|                   |  | 二零一六年<br>2016<br>人民幣千元<br>RMB'000 |
|-------------------|--|-----------------------------------|
| 北京葛洲壩之淨資產         | Net assets of Beijing Gezhouba                                   | 1,418,573                         |
| 本集團於北京葛洲壩之所有權權益比例 | Proportion of the Group's ownership interest in Beijing Gezhouba | 50%                               |
| 本集團於北京葛洲壩的權益的賬面值  | Carrying amount of the Group's interest in Beijing Gezhouba      | 709,287                           |

# 綜合財務報表附註

## Notes to the Consolidated Financial Statements

截至二零一六年十二月三十一日止年度  
For the year ended December 31, 2016

### 15. 於聯營公司的權益 (續)

於截至二零一六年十二月三十一日止年度，本集團與北京葛洲壩的合營企業合夥人訂立投資協議附錄。簽訂附錄前，本集團有權委任北京葛洲壩董事會五名董事中的三名，而北京葛洲壩相關活動須獲北京葛洲壩董事會一致同意。因此，本集團能夠對北京葛洲壩行使共同控制權，故其過往入賬列作本集團的一間合營企業。簽訂附錄後，本集團有權委任北京葛洲壩董事會七名董事中的三名，而北京葛洲壩相關活動須獲北京葛洲壩董事會過半數董事同意，因此本集團能夠對北京葛洲壩行使重大影響力。因此，其成為本集團的聯營公司。

### 15. INTERESTS IN ASSOCIATES (Continued)

During the year ended December 31, 2016, addendum to the investment agreement of Beijing Gezhouba, was entered into between the Group and its joint venture partner. Before the signing of the addendum, the Group has the power to appoint three out of five directors in the board of Beijing Gezhouba and relevant activities of Beijing Gezhouba require unanimous consent from the board of Beijing Gezhouba. Thus, the Group is able to exercise joint control in Beijing Gezhouba and accordingly it was previously accounted for as a joint venture of the Group. After the signing of the addendum, the Group has the power to appoint three out of seven directors in the board of Beijing Gezhouba and relevant activities of Beijing Gezhouba require consent with more than half of the directors in the board of Beijing Gezhouba, thus the Group is able to exercise significant influence in Beijing Gezhouba. Accordingly, it becomes an associate of the Group.

### 16. 於合營企業的權益

### 16. INTERESTS IN JOINT VENTURES

|                    |  | 二零一六年<br>2016<br>人民幣千元<br>RMB'000 | 二零一五年<br>2015<br>人民幣千元<br>RMB'000 |
|--------------------|--|-----------------------------------|-----------------------------------|
| 投資成本，非上市           | Cost of investments, unlisted  | 2,364,293                         | 962,293                           |
| 應佔收購後溢利(虧損)，扣除已收股息 | Share of post-acquisition profits (losses), net of dividend received | 373,035                           | (80,008)                          |
|                    |  | 2,737,328                         | 882,285                           |

於二零一六年十二月三十一日之合營企業的詳情載於附註49。

Details of the joint ventures as at December 31, 2016 are set out in note 49.

個別並不重大的合營企業彙總資料

Aggregate information of joint ventures that are not individually material

|                 |   | 二零一六年<br>2016<br>人民幣千元<br>RMB'000 | 二零一五年<br>2015<br>人民幣千元<br>RMB'000 |
|-----------------|---|-----------------------------------|-----------------------------------|
| 本集團應佔的溢利及全面收益總額 | The Group's share of profits and total comprehensive income | 383,210                           | 266,864                           |

# 綜合財務報表附註

## Notes to the Consolidated Financial Statements

截至二零一六年十二月三十一日止年度

For the year ended December 31, 2016

### 17. 可供出售投資

### 17. AVAILABLE-FOR-SALE INVESTMENTS

|             |                                     | 二零一六年<br>2016<br>人民幣千元<br>RMB'000 | 二零一五年<br>2015<br>人民幣千元<br>RMB'000 |
|-------------|-------------------------------------|-----------------------------------|-----------------------------------|
| 非上市權益證券，按成本 | Unlisted equity securities, at cost | 180,021                           | 130,920                           |

非上市權益投資指投資於私營實體及一家在上海證券交易所新三板買賣股份的實體發行的非上市權益證券。由於該等投資的合理公平值估計範圍甚大，本公司董事認為不能可靠計量其公平值，故其於報告期末以成本扣減減值計量。

Unlisted equity investments represent the investments in unlisted equity securities issued by private entities and an entity with shares traded in the new over-the-counter market of the Shanghai Stock Exchange. They are measured at cost less impairment at the end of the reporting period because the range of reasonable fair value estimates is so significant that the directors of the Company are of the opinion that its fair value cannot be reliably measured.

### 18. 存貨

### 18. INVENTORIES

|        |                        | 二零一六年<br>2016<br>人民幣千元<br>RMB'000 | 二零一五年<br>2015<br>人民幣千元<br>RMB'000 |
|--------|------------------------|-----------------------------------|-----------------------------------|
| 建築材料   | Construction materials | 835,433                           | 773,930                           |
| 消費品及其他 | Consumables and others | 3,296                             | 3,454                             |
|        |                        | 838,729                           | 777,384                           |

# 綜合財務報表附註

## Notes to the Consolidated Financial Statements

截至二零一六年十二月三十一日止年度  
For the year ended December 31, 2016

### 19. 發展中待售物業

### 19. PROPERTIES UNDER DEVELOPMENT FOR SALES

|                       |   | 二零一六年<br>2016<br>人民幣千元<br>RMB'000 | 二零一五年<br>2015<br>人民幣千元<br>RMB'000 |
|-----------------------|---|-----------------------------------|-----------------------------------|
| 成本                    | COST  |                                   |                                   |
| 於年初                   | At the beginning of the year  | 70,829,748                        | 68,090,667                        |
| 添置                    | Additions   | 26,474,968                        | 21,993,706                        |
| 透過收購附屬公司收購資產及負債(附註33) | Acquisition of assets and liabilities through acquisition of subsidiaries (Note 33) | 6,782,518                         | 3,662,388                         |
| 動工時轉撥自預付租賃款項          | Transfer from prepaid lease payments upon commencement of construction              | 23,108,350                        | 10,251,090                        |
| 轉撥至持作出售物業             | Transfer to properties held for sales   | (37,769,153)                      | (33,168,103)                      |
| 於年終                   | At the end of the year  | 89,426,431                        | 70,829,748                        |

發展中待售物業均位於中國。

The properties under development for sales are located in the PRC.

於二零一六年十二月三十一日，計入發展中待售物業分類為流動資產的賬面值為約人民幣58,675,000,000元(二零一五年：人民幣24,700,000,000元)，指預期自報告期末起十二個月後完工及出售的物業的賬面值。

Included in the properties under development for sales classified as current assets as at December 31, 2016 is carrying value of approximately RMB58,675 million (2015: RMB24,700 million) which represents the carrying value of the properties expected to be completed and sold after twelve months from the end of the reporting period.

### 20. 持作出售物業

### 20. PROPERTIES HELD FOR SALES

本集團的持作出售物業位於中國。所有持作出售物業均以成本列賬。

The Group's properties held for sales are situated in the PRC. All the properties held for sales are stated at cost.

### 21. 應收賬款及其他應收款項、按金及預付款項

### 21. ACCOUNTS AND OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS

|                   |   | 二零一六年<br>2016<br>人民幣千元<br>RMB'000 | 二零一五年<br>2015<br>人民幣千元<br>RMB'000 |
|-------------------|---|-----------------------------------|-----------------------------------|
| 貿易應收款項(附註a)       | Trade receivables (Note a)                                      | 2,632,834                         | 2,070,974                         |
| 其他應收款項，減呆賬撥備(附註b) | Other receivables, net of allowance for doubtful debts (Note b) | 2,497,046                         | 1,232,256                         |
| 向供應商墊款            | Advances to suppliers   | 432,265                           | 377,303                           |
| 預付營業稅及其他稅項        | Prepaid business tax and other taxes                            | 1,920,336                         | 1,883,814                         |
| 預付款項及設施按金(附註c)    | Prepayments and utilities deposits (Note c)                     | 2,841,743                         | 4,355,783                         |
|                   |   | 10,324,224                        | 9,920,130                         |

# 綜合財務報表附註

## Notes to the Consolidated Financial Statements

截至二零一六年十二月三十一日止年度

For the year ended December 31, 2016

### 21. 應收賬款及其他應收款項、 按金及預付款項 (續)

附註：

- (a) 貿易應收款項主要來自物業銷售及物業投資。有關銷售物業的代價由買家根據相關買賣協議條款支付。物業投資方面，租金收入由租戶於兩個月內根據租約條款支付。

以下為報告期末按交付物業及提供服務日期呈列的貿易應收款項及應收票據的賬齡分析：

|          |                |
|----------|----------------|
| 60日內     | Within 60 days |
| 61至180日  | 61 - 180 days  |
| 181至365日 | 181 - 365 days |
| 1至2年     | 1 - 2 years    |

於二零一六年十二月三十一日，2% (二零一五年：2%) 的貿易應收款項及應收票據既無過期亦無減值，且信貸質素令人滿意。

於二零一六年十二月三十一日計入本集團應收賬款及應收票據結餘的貿易應收款項之賬面值為人民幣2,567,240,000元 (二零一五年：人民幣2,028,595,000元)，其已於報告期末過期，但由於本集團保留售予該等客戶物業的業權且相關物業的估計公平值預期高於尚未收取的應收款項金額，故本集團並無就該等減值作出撥備。

過期但未減值貿易應收款項的賬齡分析：

|          |                |
|----------|----------------|
| 60日內     | Within 60 days |
| 61至180日  | 61 - 180 days  |
| 181至365日 | 181 - 365 days |
| 1至2年     | 1 - 2 years    |

總計 Total

### 21. ACCOUNTS AND OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS (Continued)

Notes:

- (a) Trade receivables are mainly arisen from sales of properties and properties investment. Considerations in respect of sales of properties are paid by purchasers in accordance with the terms of the related sales and purchase agreements. For properties investment, rental income are paid by tenants within two months in accordance with the terms in the tenancy agreements.

The following is an aged analysis of trade receivables at the end of the reporting period based on the date of delivery of properties and rendering of services:

| 二零一六年<br>2016<br>人民幣千元<br>RMB'000 | 二零一五年<br>2015<br>人民幣千元<br>RMB'000 |
|-----------------------------------|-----------------------------------|
| 1,966,533                         | 1,724,038                         |
| 500,792                           | 326,774                           |
| 148,986                           | 11,753                            |
| 16,523                            | 8,409                             |
| 2,632,834                         | 2,070,974                         |

At December 31, 2016, 2% (2015: 2%) of the trade receivables are neither past due nor impaired and with satisfactory credit quality.

Included in the Group's accounts receivable balance are trade receivables with a carrying amount of RMB2,567,240,000 (2015: RMB2,028,595,000) at December 31, 2016 which are past due at the end of the reporting period for which the Group has not provided for impairment as the Group has retained the legal titles of the properties sold to these customers and the estimated fair value of the relevant properties is expected to be higher than the outstanding receivable amount.

Aging of trade receivables which are past due but not impaired:

| 二零一六年<br>2016<br>人民幣千元<br>RMB'000 | 二零一五年<br>2015<br>人民幣千元<br>RMB'000 |
|-----------------------------------|-----------------------------------|
| 1,900,939                         | 1,681,659                         |
| 500,792                           | 326,774                           |
| 148,986                           | 11,753                            |
| 16,523                            | 8,409                             |
| 2,567,240                         | 2,028,595                         |



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### 21. 應收賬款及其他應收款項、按金及預付款項(續)

附註：(續)

於釐定貿易應收款項可否收回時，本集團考慮自首次授出信貸日期至報告期末貿易應收款項信貸質素的任何變動。由於客戶基礎龐大且無關連，故信貸風險集中程度有限。

接受任何客戶前，本集團運用內部信貸評估制度評估潛在客戶之信貸質素，且認為已於報告期末作出充足撥備。所有既未逾期亦未減值的結餘均有良好的信貸質素。

- (b) 其他應收款項主要包括租賃按金、應收土地拍賣按金撥回額、建築工程按金、臨時付款及已付但於到期日可退還的各項項目相關按金。於二零一六年十二月三十一日，計入其他應收款項已減值的金額為人民幣12,000,000元(二零一五年：人民幣12,000,000元)，原因為對手方陷入嚴重的財政困難且本集團並無就該等結餘持有任何抵押。餘下的結餘尚未逾期。

其他應收款項的呆賬撥備變動：

|         |   |        |        |
|---------|---|--------|--------|
| 年初及年末結餘 | Balance at the beginning of the year and at the end of the year | 12,000 | 12,000 |
|---------|---|--------|--------|

- (c) 預付款項及設施按金主要包括預付租賃款項，金額為人民幣2,830,804,000元(二零一五年：人民幣4,334,750,000元)，乃代表本集團為其潛在投資的實體(「潛在投資對象」)支付。董事認為，該等付款乃為該等潛在投資對象物業發展項目的預付款。

### 21. ACCOUNTS AND OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS (Continued)

Notes: (Continued)

In determining the recoverability of trade receivables, the Group considers any change in the credit quality of the trade receivables from the date credit was initially granted up to the end of the reporting period. The concentration of credit risk is limited due to the customer base being large and unrelated.

Before accepting any customers, the Group uses an internal credit assessment system to assess the potential customers' credit quality and considers adequate allowance has been made at the end of the reporting period. Balances which are neither past due nor impaired are all with good credit quality.

- (b) Other receivables mainly comprise rental deposits, receivable of refund of the deposit for land auction, deposits for construction work, temporary payments and miscellaneous projects related deposits paid which are refundable upon maturity. Included in other receivables was an amount of RMB12,000,000 (2015: RMB12,000,000) which has been impaired as at December 31, 2016 because the counterparties are in severe financial difficulties and the Group does not hold any collateral over these balances. The remaining balance was not yet due for repayment.

Movements in the allowance for doubtful debts on other receivables:

|                                   |                                   |
|-----------------------------------|-----------------------------------|
| 二零一六年<br>2016<br>人民幣千元<br>RMB'000 | 二零一五年<br>2015<br>人民幣千元<br>RMB'000 |
|-----------------------------------|-----------------------------------|

- (c) Included in the prepayments and utilities deposits, there are mainly prepaid lease payments amounting to RMB2,830,804,000 (2015: RMB4,334,750,000) which are paid on behalf of certain entities which the Group potentially invests in them ("potential investees"). In the opinion of the directors, such payments are prepayment for property development projects for those potential investees.

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### 22. 應收非控制權益／聯營公司 ／合營企業款項

該等款項以人民幣計值，為無抵押、免息且須於一年內償還。董事認為，該等款項預計將於報告期末後十二個月內償付，故將該等款項呈列為流動。

### 23. 已抵押銀行存款／銀行結餘 及現金

(a) 已抵押銀行存款以人民幣計值，主要指抵押予銀行的存款，確保為客戶提供按揭擔保。於二零一六年十二月三十一日，存款的固定年利率為0.35% (二零一五年：0.35%)。

(b) 根據二零一六年適用政府法規，銀行結餘及現金包括受規管銀行存款結餘人民幣237,184,000元 (二零一五年：人民幣242,554,000元)，僅可用於指定物業發展項目。

銀行結餘及現金包括本集團持有的現金及原到期限為三個月或以下的活期存款。銀行的現金存款年利率為零至1.5% (二零一五年：零至1.5%)。

### 22. AMOUNTS DUE FROM NON-CONTROLLING INTERESTS/ASSOCIATES/JOINT VENTURES

The amounts are denominated in RMB which are unsecured, interest-free and repayable within one year. In the opinion of the directors, the amounts are expected to be settled within twelve months after the end of the reporting period, and therefore the amounts are presented as current.

### 23. PLEDGED BANK DEPOSITS/BANK BALANCES AND CASH

(a) Pledged bank deposits are denominated in RMB which mainly represent deposits pledged to banks to secure the mortgage guarantees provided to customers. The deposits carry fixed rate at 0.35% (2015: 0.35%) per annum at December 31, 2016.

(b) Included in bank balances and cash are balances which, in accordance with the applicable government regulations prevailing in 2016, are placed in restricted bank accounts, amounting to RMB237,184,000 (2015: RMB242,554,000), which can only be applied in the designated property development projects.

Bank balances and cash comprise cash held by the Group and demand deposits with an original maturity of three months or less. The interest rates on cash placed with banks ranged from nil to 1.5% (2015: nil to 1.5%) per annum.

|                            | 二零一六年<br>2016<br>人民幣千元<br>RMB'000 | 二零一五年<br>2015<br>人民幣千元<br>RMB'000 |
|----------------------------|-----------------------------------|-----------------------------------|
| 按貨幣分析的已抵押銀行存款及<br>銀行結餘及現金： |                                   |                                   |
| – 以人民幣計值                   | 16,773,262                        | 18,121,733                        |
| – 以港元計值                    | 4,043                             | 33,456                            |
| – 以美元計值                    | 578,167                           | 4,788                             |
|                            | <hr/> 17,355,472                  | <hr/> 18,159,977                  |

# 綜合財務報表附註

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### 24. 應付賬款及應付票據、已收按金及應計費用

### 24. ACCOUNTS AND BILLS PAYABLES, DEPOSITS RECEIVED AND ACCRUED CHARGES

|                    |   | 二零一六年<br>2016<br>人民幣千元<br>RMB'000 | 二零一五年<br>2015<br>人民幣千元<br>RMB'000 |
|--------------------|---|-----------------------------------|-----------------------------------|
| 貿易應付款項及應計建築開支(附註a) | Trade payables and accrued expenditure on construction (Note a) | 14,103,934                        | 13,403,567                        |
| 應付票據(附註a)          | Bills payables (Note a)   | 889,372                           | 673,153                           |
|                    |   | 14,993,306                        | 14,076,720                        |
| 已收按金及物業銷售預收款項      | Deposits received and receipt in advance from property sales    | 44,124,849                        | 33,322,343                        |
| 其他應付款項及應計費用(附註b)   | Other payables and accrued charges (Note b)                     | 7,607,404                         | 5,543,056                         |
|                    |   | 66,725,559                        | 52,942,119                        |

附註：

- (a) 貿易應付款項及應付票據及應計建築開支包括建築費用及其他項目相關開支，乃根據本集團計量的項目進展應付。本集團已實施財務風險管理政策，以確保所有應付款項已於信貸時限內清償。

以下為於報告期末，貿易應付款項及應付票據的賬齡分析：

Notes:

- (a) Trade and bills payables and accrued expenditure on construction comprise construction costs and other project-related expenses which are payable based on project progress measured by the Group. The Group has financial risk management policies in place to ensure that all payables are settled within the credit timeframe.

The following is an aged analysis of trade and bills payables at the end of the reporting period:

|          |                | 二零一六年<br>2016<br>人民幣千元<br>RMB'000 | 二零一五年<br>2015<br>人民幣千元<br>RMB'000 |
|----------|----------------|-----------------------------------|-----------------------------------|
| 60日內     | Within 60 days | 5,992,338                         | 7,057,469                         |
| 61至180日  | 61 - 180 days  | 3,151,211                         | 4,109,307                         |
| 181至365日 | 181 - 365 days | 1,665,536                         | 458,234                           |
| 1至2年     | 1 - 2 years    | 1,720,493                         | 693,811                           |
| 2至3年     | 2 - 3 years    | 415,574                           | 280,129                           |
| 超過3年     | Over 3 years   | 36,222                            | 7,319                             |
|          |                | 12,981,374                        | 12,606,269                        |

- (b) 其他應付款項及應計費用主要包括代客戶應付政府的已收稅項、應計薪金及應計員工福利。

- (b) Other payables and accrued charges comprise mainly tax received and payable to the government on behalf of customers, accrued salaries and accrued staff welfare.

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### 25. 應付非控股權益／聯營公司 ／合營企業／一名聯營公司 控股股東款項

該等款項以人民幣計值，為無抵押、免息及須於要求時償還。

### 25. AMOUNTS DUE TO NON-CONTROLLING INTERESTS/ASSOCIATES/JOINT VENTURES/A CONTROLLING SHAREHOLDER OF AN ASSOCIATE

The amounts are denominated in RMB which are unsecured, interest-free and repayable on demand.

### 26. 銀行及其他借款

### 26. BANK AND OTHER BORROWINGS

|          |                       | 二零一六年<br>2016<br>人民幣千元<br>RMB'000 | 二零一五年<br>2015<br>人民幣千元<br>RMB'000 |
|----------|-----------------------|-----------------------------------|-----------------------------------|
| 銀行貸款，有抵押 | Bank loans, secured   | 14,468,448                        | 20,116,599                        |
| 銀行貸款，無抵押 | Bank loans, unsecured | 17,875,656                        | 14,741,114                        |
| 債券，有抵押   | Bond, secured         | —                                 | 1,399,010                         |
| 債券，無抵押   | Bonds, unsecured      | 20,016,334                        | 8,079,685                         |
|          |                       | 52,360,438                        | 44,336,408                        |

上述借款的賬面值須按貸款協議所載計劃還款日期償還，詳情如下：

The carrying amounts of the above borrowings are repayable, based on scheduled repayment dates set out in the loan agreements, as follows:

|                 |   | 二零一六年<br>2016<br>人民幣千元<br>RMB'000 | 二零一五年<br>2015<br>人民幣千元<br>RMB'000 |
|-----------------|---|-----------------------------------|-----------------------------------|
| 一年內             | Within one year   | 5,333,349                         | 6,177,916                         |
| 多於一年，但不超過兩年     | Within a period of more than one year but not exceeding two years     | 6,604,231                         | 13,794,347                        |
| 多於兩年，但不超過三年     | Within a period of more than two years but not exceeding three years  | 15,770,243                        | 8,662,268                         |
| 多於三年，但不超過四年     | Within a period of more than three years but not exceeding four years | 5,358,583                         | 4,270,590                         |
| 多於四年，但不超過五年     | Within a period of more than four years but not exceeding five years  | 3,581,461                         | 2,080,822                         |
| 超過五年            | Exceeding five years  | 15,712,571                        | 9,350,465                         |
|                 |   | 52,360,438                        | 44,336,408                        |
| 減：流動負債所示一年內到期款項 | Less: Amount due within one year shown under current liabilities      | (5,333,349)                       | (6,177,916)                       |
| 一年後到期款項         | Amount due after one year   | 47,027,089                        | 38,158,492                        |

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### 26. 銀行及其他借款(續)

本集團的銀行及其他借款乃按下列貨幣計值：

|          |                                     | 二零一六年<br>2016<br>人民幣千元<br>RMB'000 | 二零一五年<br>2015<br>人民幣千元<br>RMB'000 |
|----------|-------------------------------------|-----------------------------------|-----------------------------------|
| 借款的貨幣分析： | Analysis of borrowings by currency: |                                   |                                   |
| – 以人民幣計值 | – Denominated in RMB                | 47,340,961                        | 34,933,449                        |
| – 以港元計值  | – Denominated in HKD                | 3,953,925                         | 7,505,204                         |
| – 以美元計值  | – Denominated in USD                | 1,065,552                         | 1,897,755                         |
|          |                                     | 52,360,438                        | 44,336,408                        |

本集團銀行借款的金額及實際利率範圍如下：

|        |                          | 二零一六年<br>2016<br>Effective<br>RMB'000 interest rate<br>人民幣千元 實際利率 |       | 二零一五年<br>2015<br>Effective<br>RMB'000 interest rate<br>人民幣千元 實際利率 |       |
|--------|--------------------------|---|-------|---|-------|
| 定息銀行貸款 | Fixed rate bank loans    | 6,253,923   | 4.02% | 660,000   | 5.38% |
| 浮息銀行貸款 | Variable rate bank loans | 26,090,181  | 4.70% | 34,197,713  | 5.18% |

### 26. BANK AND OTHER BORROWINGS (Continued)

The Group's bank and other borrowings are denominated in the following currencies set out below:

The exposure and the range of effective interest rates on the Group's bank borrowings are as follows:

(a) 於報告期末的上述有抵押銀行貸款及債券以附註37所載抵押資產所擔保。

(b) 於二零零九年五月五日，本集團發行本金額為人民幣1,400,000,000元及將於二零一六年五月五日悉數償還的債券(可按本年報所述方式提早贖回)。債券於首五年按每年6.7%的固定息率計息，須每半年支付，本集團可選擇自二零一四年五月五日起一次性上調最多100個基點(包括該點)。本集團將於二零一四年四月二十五日釐定利率，選擇調高利率，惟倘釐定維持利率6.7%，債券持有人可於二零一四年四月二十五日至二零一四年四月三十日期間按面值贖回全部或部份債券。於二零一四年四月二十五日票面利率並無調整，而直至二零一四年四月三十日並無贖回債務。該等債券部分(人民幣1,100,000,000元)於上海證券交易所上市及買賣。債券以本集團的若干物業及土地使用權擔保。

管理層估計，債券於二零一五年十二月三十一日的公平值約為人民幣1,418,200,000元。債券已上市及未上市部分之公平值乃參考債券已上市部分的市場報價計算。該債券已於二零一六年五月五日悉數償還。

(a) The above secured bank loans and bond at the end of the reporting period were secured by the pledge of assets as set out in note 37.

(b) On May 5, 2009, the Group issued a bond with the principal amount of RMB1,400,000,000 and would be repayable in full by May 5, 2016, subject to early redemption as described herein. The bond bears fixed coupon interest rate at 6.7% per annum for the first five years payable semi-annually in arrears and is subject to an one-off upward adjustment of up to 100 basis points (inclusive) from May 5, 2014 at the election of the Group. The Group would determine on April 25, 2014 the interest rate by election of an upward adjustment to the interest rate but if it determines to maintain the interest rate at 6.7%, the holder of the bond then may elect to redeem all or part of the bond at the face value from the period April 25, 2014 to April 30, 2014. There is neither adjustment on the coupon interest rate on April 25, 2014 nor redemption of bond up to April 30, 2014. A portion of such bond (RMB1,100,000,000) was listed and traded on the Shanghai Stock Exchange. The bond was secured by certain properties and land use rights of the Group.

Management estimates the fair value of the bond at December 31, 2015 to be approximately RMB1,418,200,000. The fair values of both the listed and unlisted portions of the bond have been calculated with reference to the quoted market price of the listed portion of the bond. The bond was fully repaid on May 5, 2016.

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For the year ended December 31, 2016

### 26. 銀行及其他借款(續)

附註：(續)

- (c) 於二零一五年七月七日，本集團發行第一批境內公司債券人民幣20億元(「二零一五年第一批債券」)。債券之票面年利率為4.60%(利息於其後每年支付)，並須於二零二零年七月七日前悉數償還。

於二零一六年十二月三十一日，二零一五年第一批債券的賬面淨值按扣除未攤銷的發行開支淨額人民幣10,371,000元列賬。二零一五年第一批債券的實際年利率為4.71%。

於二零一五年七月二十七日，本集團發行第二批境內公司債券，金額合共為人民幣40億元(「二零一五年第二批債券」)，分為兩個品種：(i)人民幣20億元，債券票面利率為3.93%，為期五年，須於二零二零年七月二十七日前悉數償還，二零一八年七月二十七日後本集團有權調整票面利率及二零一八年七月二十七日前投資者有權回售債券，以及(ii)人民幣20億元，債券票面利率為4.20%，為期七年，須於二零二零年七月二十七日前悉數償還，二零二零年七月二十七日後本集團有權調整票面利率及二零二零年七月二十七日前投資者有權回售債券。

於二零一五年十一月二日及二零一五年十一月三日，本集團發行第三批境內公司債券，金額合共為人民幣20億元(「二零一五年第三批債券」)，須於二零二零年十一月二日前悉數償還。債券之票面年利率為4.08%。二零二零年十一月二日之後本集團有權調整票面利率及二零二零年十一月二日前投資者有權回售債券。

- (d) 於二零一六年一月二十五日及二零一六年一月二十六日，本集團發行第一批境內公司債券(「二零一六年第一批債券」)，包括(i)五年期債券人民幣23億元，票面利率為3.3%且須於二零二一年一月二十五日前悉數償還，本集團有權於二零一九年一月二十五日後調整票面利率及投資者有權於二零一九年一月二十五日前回售債券；及(ii)八年期債券人民幣18億元，票面利率為3.68%且須於二零二四年一月二十五日前悉數償還，本集團有權於二零二一年一月二十五日後調整票面利率及投資者有權於二零二一年一月二十五日前回售債券。

### 26. BANK AND OTHER BORROWINGS (Continued)

Note: (Continued)

- (c) On July 7, 2015, the Group issued first tranche of domestic corporate bonds of RMB2 billion (the "2015 First Tranche Bonds"). The bonds carry a coupon rate of 4.60% per annum (interest payable annually in arrears) and will be fully repayable by July 7, 2020.

The net carrying amount of the 2015 First Tranche Bonds is stated net of unamortised issue expense of RMB10,371,000 as at December 31, 2016 and the effective interest rate of the 2015 First Tranche Bonds is 4.71% per annum.

On July 27, 2015, the Group issued second tranche of domestic corporate bonds with an aggregate amount of RMB4 billion (the "2015 Second Tranche Bonds") and is in two forms: (i) five years bonds of RMB2 billion with a coupon rate of 3.93% repayable in full by July 27, 2020, the Group shall be entitled to adjust the coupon rate after July 27, 2018 and the investors shall be entitled to sell back the bonds by July 27, 2018, and (ii) seven years bonds of RMB2 billion with a coupon rate of 4.20% repayable in full by July 27, 2022, the Group shall be entitled to adjust the coupon rate after July 27, 2020 and the investors shall be entitled to sell back the bonds by July 27, 2020.

On November 2, 2015 and November 3, 2015, the Group issued third tranche of domestic corporate bonds with an aggregate amount of RMB2 billion (the "2015 Third Tranche Bonds") and will be repayable in full by November 2, 2022. The bonds carry a coupon rate of 4.08% per annum. The Group shall be entitled to adjust the coupon rate after November 2, 2020 and the investors shall be entitled to sell back the bonds by November 2, 2020.

- (d) On January 25, 2016 and January 26, 2016, the Group issued first tranche of domestic corporate bonds (the "2016 First Tranche Bonds") of (i) five years bonds of RMB2.3 billion with a coupon rate of 3.3% repayable in full by January 25, 2021, the Group shall be entitled to adjust the coupon rate after January 25, 2019 and the investors shall be entitled to sell back the bonds by January 25, 2019, and (ii) eight years bonds of RMB1.8 billion with a coupon rate of 3.68% repayable in full by January 25, 2024, the Group shall be entitled to adjust the coupon rate after January 25, 2021 and the investors shall be entitled to sell back the bonds by January 25, 2021.

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### 26. 銀行及其他借款(續)

附註：(續)

(d) (續)

於二零一六年三月四日及二零一六年三月七日，本集團發行第二批境內公司債券(「二零一六年第二批債券」)，包括(i)六年期債券人民幣25億元，票面利率為3.19%且須於二零二二年三月四日前悉數償還，本集團有權於二零一九年三月四日後調整票面利率及投資者有權於二零一九年三月四日前回售債券；及(ii)十年期債券人民幣15億元，票面利率為3.75%且須於二零二六年三月四日前悉數償還，本集團有權於二零二一年三月四日後調整票面利率及投資者有權於二零二一年三月四日前回售債券。

於二零一六年七月十四日及二零一六年七月十五日，本集團發行第三批境內公司債券(「二零一六年第三批債券」)，包括(i)五年期債券人民幣7億元，票面利率為3.06%且須於二零二一年七月十四日前悉數償還，本集團有權於二零一九年七月十四日後調整票面利率及投資者有權於二零一九年七月十四日前回售債券；及(ii)七年期債券人民幣30億元，票面利率為3.68%且須於二零二三年七月十四日前悉數償還，本集團有權於二零二一年七月十四日後調整票面利率及投資者有權於二零二一年七月十四日前回售債券。

二零一五年第二批債券、二零一五年第三批債券、二零一六年第一批債券、二零一六年第二批債券及二零一六年第三批債券包含負債部分及提早贖回選擇權：

### 26. BANK AND OTHER BORROWINGS (Continued)

Note: (Continued)

(d) (Continued)

On March 4, 2016 and March 7, 2016, the Group issued the second tranche of the domestic corporate bonds (the "2016 Second Tranche Bonds") of (i) six years bonds of RMB2.5 billion with a coupon rate of 3.19% repayable in full by March 4, 2022, the Group shall be entitled to adjust the coupon rate after March 4, 2019 and the investors shall be entitled to sell back the bonds by March 4, 2019, and (ii) ten years bonds of RMB1.5 billion with a coupon rate of 3.75% repayable in full by March 4, 2026, the Group shall be entitled to adjust the coupon rate after March 4, 2021 and the investors shall be entitled to sell back the bonds by March 4, 2021.

On July 14, 2016 and July 15, 2016, the Group issued the third tranche of the domestic corporate bonds (the "2016 Third Tranche Bonds") of (i) five years bonds of RMB700 million with a coupon rate of 3.06% repayable in full by July 14, 2021, the Group shall be entitled to adjust the coupon rate after July 14, 2019, and the investors shall be entitled to sell back the bonds by July 14, 2019, and (ii) seven years bonds of RMB3 billion with a coupon rate of 3.68% repayable in full by July 14, 2023, the Group shall be entitled to adjust the coupon rate after July 14, 2021 and the investors shall be entitled to sell back the bond by July 14, 2021.

The 2015 Second Tranche Bonds, 2015 Third Tranche Bonds, 2016 First Tranche Bonds, 2016 Second Tranche Bonds and 2016 Third Tranche Bonds contain a liability component and early redemption options:

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### 26. 銀行及其他借款(續)

附註：(續)

(d) (續)

(i) 負債部分指計及本公司的業務風險及財務風險後按可比較信用狀況的市場工具所釐定的利率折現未來現金流量的合約約定流量。於二零一六年十二月三十一日，二零一五年第二批債券的(i)及(ii)兩個品種、二零一五年第三批債券、二零一六年第一批債券的(i)及(ii)兩個品種、二零一六年第二批債券的(i)及(ii)兩個品種以及二零一六年第三批債券的(i)及(ii)兩個品種的眼面淨值按扣除未攤銷的發行開支後的淨額列賬，總額為人民幣8,940,000元及人民幣10,009,400元、人民幣10,428,000元、人民幣11,976,000元及人民幣10,177,000元、人民幣13,855,000元及人民幣8,843,000元、人民幣4,121,000元及人民幣18,176,000元，實際年利率為自發行後各債券負債部分的4.02%及4.25%、4.13%、3.41%及3.73%、3.28%及3.78%、3.17%及3.75%。

(ii) 於二零一六年十二月三十一日，由債券持有人持有的認沽期權公平值人民幣215,915,000元已於簡明綜合財務狀況表確認，其中人民幣109,031,000元的公平值虧損已於截至二零一六年十二月三十一日止年度確認。

### 26. BANK AND OTHER BORROWINGS (Continued)

Note: (Continued)

(d) (Continued)

(i) Liability component represents the contractually determined stream of future cash flows discounted at the rate of interest determined by the market instruments of comparable credit status taken into account the business risk and financial risk of the Company. The net carrying amounts of (i) and (ii) forms of 2015 Second Tranche Bonds, 2015 Third Tranche Bonds, (i) and (ii) forms of 2016 First Tranche Bonds, (i) and (ii) forms of 2016 Second Tranche Bonds and (i) and (ii) forms of 2016 Third Tranche Bond are stated net of unamortised issue expenses totally RMB8,940,000 and RMB10,009,400, RMB10,428,000, RMB11,976,000 and RMB10,177,000, RMB13,855,000 and RMB8,843,000, RMB4,121,000 and RMB18,176,000 as at December 31, 2016 and the effective interest rate are 4.02% and 4.25%, 4.13%, 3.41% and 3.73%, 3.28% and 3.78%, 3.17% and 3.75% per annum to the liability component of respective bonds since they were issued.

(ii) As at December 31, 2016, the fair value of put options held by bondholders of RMB215,915,000 have been recognised in the consolidated statement of financial position, of which, fair value loss of RMB109,031,000 was recognised for the year ended December 31, 2016.



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## Notes to the Consolidated Financial Statements

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### 26. 銀行及其他借款(續)

附註：(續)

(d) (續)

(ii) (續)

二零一五年第一批債券、二零一五年第二批債券、二零一五年第三批債券、二零一六年第一批債券、二零一六年第二批債券及二零一六年第三批債券為無擔保債券，於上海證券交易所上市。二零一五年第一批債券、二零一五年第二批債券的(i)及(ii)兩個品種、二零一五年第三批債券、二零一六年第一批債券的(i)及(ii)兩個品種、二零一六年第二批債券的(i)及(ii)兩個品種以及二零一六年第三批債券的(i)及(ii)兩個品種於二零一六年十二月三十一日的公平值經參考上海證券交易所所報市場價後，分別為數人民幣2,054,000,000元(二零一五年十二月三十一日：人民幣2,062,000,000元)、人民幣2,040,000,000元及人民幣2,020,000,000元(二零一五年十二月三十一日：人民幣2,010,000,000元及人民幣2,034,000,000元)、人民幣2,042,600,000元(二零一五年十二月三十一日：人民幣2,019,600,000元)、人民幣2,309,200,000元及人民幣1,827,000,000元(二零一五年十二月三十一日：零及零)、人民幣2,461,250,000元及人民幣1,482,000,000元(二零一五年十二月三十一日：零及零)以及人民幣701,400,000元及人民幣3,030,000,000元(二零一五年十二月三十一日：零及零)。

### 26. BANK AND OTHER BORROWINGS (Continued)

Note: (Continued)

(d) (Continued)

(ii) (Continued)

The 2015 First Tranche Bonds, 2015 Second Tranche Bonds, 2015 Third Tranche Bonds, 2016 First Tranche Bonds, 2016 Second Tranche Bonds and 2016 Third Tranche Bonds are non-guaranteed and listed on the Shanghai Stock Exchange. The fair value of the 2015 First Tranche Bonds, (i) and (ii) form of 2015 Second Tranche Bonds, 2015 Third Tranche Bonds, (i) and (ii) form of 2016 First Tranche Bonds, (i) and (ii) form of 2016 Second Tranche Bonds and (i) and (ii) form of 2016 Third Tranche Bond at December 31, 2016 with reference to the quoted market price available on the Shanghai Stock Exchange amounted to RMB2,054,000,000 (at December 31, 2015: RMB2,062,000,000), RMB2,040,000,000 and RMB2,020,000,000 (at December 31, 2015: RMB2,010,000,000 and RMB2,034,000,000), RMB2,042,600,000 (at December 31, 2015: RMB2,019,600,000), RMB2,309,200,000 and RMB1,827,000,000 (at December 31, 2015: nil and nil), RMB2,461,250,000 and RMB1,482,000,000 (at December 31, 2015: nil and nil) and RMB701,400,000 and RMB3,030,000,000 (at December 31, 2015: nil and nil), respectively.

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### 27. 優先票據

### 27. SENIOR NOTES

|               |                              | 二零一六年<br>2016<br>人民幣千元<br>RMB'000 | 二零一五年<br>2015<br>人民幣千元<br>RMB'000 |
|---------------|------------------------------|-----------------------------------|-----------------------------------|
| 於二零一二年發行的優先票據 | Senior notes issued in 2012  | —                                 | 2,606,327                         |
| 於二零一三年發行的優先票據 | Senior notes issued in 2013  | 3,538,902                         | 3,322,815                         |
| 於二零一四年發行的優先票據 | Senior notes issued in 2014  | 1,972,730                         | 2,000,030                         |
|               |                              | 5,511,632                         | 7,929,172                         |
| 於年初           | At the beginning of the year | 7,929,172                         | 7,574,953                         |
| 利息支出          | Interest charge              | 540,258                           | 533,678                           |
| 已付利息          | Interest paid                | (546,312)                         | (517,499)                         |
| 贖回優先票據        | Redemption of senior notes   | (2,700,538)                       | —                                 |
| 購回優先票據        | Repurchase of senior notes   | (45,404)                          | —                                 |
| 匯兌虧損          | Exchange losses              | 334,456                           | 338,040                           |
| 於年末           | At the end of the year       | 5,511,632                         | 7,929,172                         |

(a) 於二零一二年十月十八日，本公司按面值向公眾發行總面值400,000,000美元(約人民幣2,513,560,000元)的有擔保優先定息票據(「二零一九年美元票據」)，該等票據之固定年利率為6.875%，須每半年支付一次利息，並須於二零一九年十月十八日前按面值悉數償還。

二零一九年美元票據於新加坡證券交易所有限公司上市，為本公司無抵押優先責任，由本公司若干並非根據中國法律成立之現有附屬公司擔保。該等擔保實際從屬於各擔保方的其他有抵押承擔，惟以所抵押之資產價值為限。

(a) On October 18, 2012, the Company issued guaranteed senior fixed rate notes to the public at par with aggregate nominal value of US\$400,000,000 (approximately RMB2,513,560,000) (the “2019 USD Notes”) which carry fixed interest of 6.875% per annum (interest payable semi-annually in arrears) and will be fully repayable at par by October 18, 2019.

The 2019 USD Notes are listed on the Singapore Exchange Securities Trading Limited. They are unsecured, senior obligations of the Company and guaranteed by certain of the Company’s existing subsidiaries, other than those organised under the laws of the PRC. The guarantees are effectively subordinated to the other secured obligations of each guarantor, to the extent of the value of assets serving as security.

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### 27. 優先票據(續)

(a) (續)

倘於下文所示各年十月十八日開始的十二個月期間贖回，則本公司可於二零一六年十月十八日後隨時及不時選擇按相等於下文載列的本金額百分比的贖回價另加截至贖回日期的應計但未付利息贖回全部或部分二零一九年美元票據。

年份  
Year

二零一六年  
二零一七年  
二零一八年及其後

於二零一六年十月十八日前任何時間，本公司可選擇按相等於二零一九年美元票據本金額100%的贖回價另加截至贖回日期(不包括當日)的二零一九年有關溢價及應計但未付利息(如有)，贖回全部(但並非部分)二零一九年美元票據。

「二零一九年有關溢價」有關贖回日期之二零一九年美元票據，為(1)有關二零一九年美元票據本金額的1.00%及(2)(A)有關贖回日期(i)二零一六年十月十八日有關二零一九年美元票據之贖回價加上(ii)按相當於經調整國債利率加100個基準點之貼現率計算有關二零一九年美元票據於二零一六年十月十八日前之所有規定剩餘計劃應付利息(不包括截至贖回日期應計但未付利息)之現值超出(B)有關二零一九年美元票據於有關贖回日期之本金額之差額間的較高者。

### 27. SENIOR NOTES (Continued)

(a) (Continued)

At any time and from time to time after October 18, 2016, the Company may at its option redeem the 2019 USD Notes, in whole or in part, at a redemption price equal to the percentage of principal amount set forth below plus accrued and unpaid interest to the redemption date if redeemed during the twelve-month period beginning on October 18 of each of the years indicated below.

|                     | 贖回價<br>Redemption price |
|---------------------|-------------------------|
| 2016                | 103.4375%               |
| 2017                | 101.71875%              |
| 2018 and thereafter | 100%                    |

At any time prior to October 18, 2016, the Company may at its option redeem the 2019 USD Notes, in whole but not in part, at a redemption price equal to 100% of the principal amount of the 2019 USD Notes plus the 2019 Applicable Premium as of, and accrued the unpaid interest, if any, to (but not including) the redemption date.

“2019 Applicable Premium” means with respect to the 2019 USD Notes at any redemption date, the greater of (1) 1.00% of the principal amount of such 2019 USD Notes and (2) the excess of (A) the present value at such redemption date of (i) the redemption price of such 2019 USD Notes on October 18, 2016 plus (ii) all required remaining scheduled interest payments due on such 2019 USD Notes through October 18, 2016 (but excluding accrued and unpaid interest to the redemption date), computed using a discount rate equal to the adjusted treasury rate plus 100 basis points, over (B) the principal amount of such 2019 USD Notes on such redemption date.

# 綜合財務報表附註

## Notes to the Consolidated Financial Statements

截至二零一六年十二月三十一日止年度

For the year ended December 31, 2016

### 27. 優先票據 (續)

(a) (續)

於二零一六年十月十八日前任何時間，本公司可不時按二零一九年美元票據本金額106.875%的贖回價，另加截至贖回日期(但不包括該日)的應計但未付利息(如有)，以一宗或以上的若干類型股本銷售的現金所得款項淨額，贖回最多二零一九年美元票據本金總額35%；惟於各有關贖回及於有關股本發售結束後60日內進行的任何有關贖回後，至少65%於原發行日期發行的二零一九年美元票據本金總額未償還。

董事認為，於初步確認時及報告期末提早贖回權的公平值並不重大。

倘發生觸發控制權變更的事件，則本公司將按相等於本金額101%的購買價另加要約日期(不包括該日)至購買付款日期的應計但未付利息要約購回所有未償還二零一九年美元票據。

截至二零一六年十二月三十一日止年度，以代價416,676,000美元(約人民幣2,817,764,000元)自市場贖回本金總額400,000,000美元(約人民幣2,705,640,000元)，並導致提前贖回虧損約人民幣117,226,000元。

二零一九年美元票據於提前贖回日期之賬面淨值經扣除未攤銷發行費用合共3,286,426美元(約人民幣22,069,000元)呈列，二零一九年美元票據之實際年利率為7.20%。

### 27. SENIOR NOTES (Continued)

(a) (Continued)

At any time and from time to time prior to October 18, 2016, the Company may redeem up to 35% of the aggregate principal amount of the 2019 USD Notes with the net cash proceeds of one or more sales of common stock of the Company in an equity offering at a redemption price of 106.875% of the principal amount of the 2019 USD Notes, plus accrued and unpaid interest, if any, to (but not including) the redemption date; provided that at least 65% of the aggregate principal amount of the 2019 USD Notes originally issued on the original issue date remains outstanding after each such redemption and any such redemption takes place within 60 days after the closing of the related equity offering.

In the opinion of the directors, the fair value of the early redemption options is insignificant at initial recognition and the end of the reporting period.

Upon the occurrence of a change of control triggering event, the Company will make an offer to repurchase all outstanding 2019 USD Notes at a purchase price equal to 101% of their principal amount plus accrued and unpaid interest, if any, to (but not including) the offer to purchase payment date.

During the year ended December 31, 2016, a total principal amount of US\$400,000,000 (approximately RMB2,705,640,000) was redeemed at a consideration of US\$416,676,000 (approximately RMB2,817,764,000) and resulted in loss of early redemption of approximately RMB117,226,000.

The net carrying amount of the 2019 USD Notes at the early redemption date is stated net of unamortised issue expenses totalling US\$3,286,426 (approximately RMB22,069,000) and the effective interest rate of the 2019 USD Notes is 7.20% per annum.

# 綜合財務報表附註

## Notes to the Consolidated Financial Statements

截至二零一六年十二月三十一日止年度  
For the year ended December 31, 2016

### 27. 優先票據(續)

- (b) 於二零一三年一月二十九日，本公司按面值向公眾發行總面值500,000,000美元(約人民幣3,139,800,000元)的有擔保優先定息票據(「二零二三年美元票據」)，該等票據之固定年利率為6.75%，須每半年支付一次利息，並須於二零二三年一月二十九日前按面值悉數償還。

二零二三年美元票據於新加坡證券交易所有限公司上市，為本公司無抵押優先責任，由本公司若干並非根據中國法律成立之現有附屬公司擔保。該等擔保實際從屬於各擔保方的其他有抵押承擔，惟以所抵押之資產價值為限。

倘於下文所示各年一月二十九日開始的十二個月期間贖回，則本公司可於二零一八年一月二十九日或之後隨時及不時選擇按相等於下文載列的本金額百分比的贖回價另加截至贖回日期的應計但未付利息贖回全部或部分二零二三年美元票據。

年份

Year

二零一八年  
二零一九年  
二零二零年  
二零二一年及其後

於二零一八年一月二十九日前任何時間，本公司可選擇按相等於二零二三年美元票據本金額100%的贖回價另加截至贖回日期(不包括當日)的二零二三年有關溢價及應計但未付利息(如有)，贖回全部(但並非部分)二零二三年美元票據。

### 27. SENIOR NOTES (Continued)

- (b) On January 29, 2013, the Company issued guaranteed senior fixed rate notes to the public at par with aggregate nominal value of US\$500,000,000 (approximately RMB3,139,800,000) (the “2023 USD Notes”) which carry fixed interest of 6.75% per annum (interest payable semi-annually in arrears) and will be fully repayable at par by January 29, 2023.

The 2023 USD Notes are listed on the Singapore Exchange Securities Trading Limited. They are unsecured, senior obligations of the Company and guaranteed by certain of the Company’s existing subsidiaries, other than those organised under the laws of the PRC. The guarantees are effectively subordinated to the other secured obligations of each guarantor, to the extent of the value of assets serving as security.

At any time and from time to time on or after January 29, 2018, the Company may at its option redeem the 2023 USD Notes, in whole or in part, at a redemption price equal to the percentage of principal amount set forth below plus accrued and unpaid interest to the redemption date if redeemed during the twelve-month period beginning on January 29 of each of the years indicated below.

| 年份       | Year                | 贖回價      | Redemption price |
|----------|---------------------|----------|------------------|
| 二零一八年    | 2018                | 103.375% |                  |
| 二零一九年    | 2019                | 102.250% |                  |
| 二零二零年    | 2020                | 101.125% |                  |
| 二零二一年及其後 | 2021 and thereafter | 100%     |                  |

At any time prior to January 29, 2018, the Company may at its option redeem the 2023 USD Notes, in whole but not in part, at a redemption price equal to 100% of the principal amount of the 2023 USD Notes plus the 2023 Applicable Premium as of, and accrued and unpaid interest, if any, to (but not including) the redemption date.

# 綜合財務報表附註

## Notes to the Consolidated Financial Statements

截至二零一六年十二月三十一日止年度

For the year ended December 31, 2016

### 27. 優先票據 (續)

(b) (續)

「二零二三年有關溢價」有關贖回日期之二零二三年美元票據，為(1)有關二零二三年美元票據本金總額的1.00%及(2)(A)有關贖回日期(i)二零一八年一月二十九日有關二零二三年美元票據之贖回價加上(ii)按相當於經調整國債利率加100個基準點之貼現率計算有關二零二三年美元票據於二零一八年一月二十九日前之所有規定剩餘計劃應付利息(不包括截至贖回日期應計但未付利息)之現值超出(B)有關二零二三年美元票據於有關贖回日期之本金總額之差額間的較高者。

於二零一六年一月二十九日前任何時間，本公司可不時按二零二三年美元票據本金總額106.75%的贖回價，另加截至贖回日期(但不包括該日)的應計但未付利息(如有)，以一宗或以上的若干類股本銷售的現金所得款項淨額，贖回最多二零二三年美元票據本金總額35%；惟於各有關贖回及於有關股本發售結束後60日內進行的任何有關贖回後，至少65%於原發行日期發行的二零二三年美元票據本金總額仍未償還。

董事認為，於初步確認時及報告期末提早贖回權的公平值並不重大。

倘發生觸發控制權變更的事件，則本公司將按相等於本金總額101%的購買價另加要約日期(不包括該日)至購買付款日期的應計但未付利息要約購回所有未償還二零二三年美元票據。

### 27. SENIOR NOTES (Continued)

(b) (Continued)

“2023 Applicable Premium” means with respect to the 2023 USD Notes at any redemption date, the greater of (1) 1.00% of the principal amount of such 2023 USD Notes and (2) the excess of (A) the present value at such redemption date of (i) the redemption price of such 2023 USD Notes on January 29, 2018, plus (ii) all required remaining scheduled interest payments due on such 2023 USD Notes through January 29, 2018 (but excluding accrued and unpaid interest to the redemption date), computed using a discount rate equal to the adjusted treasury rate plus 100 basis points, over (B) the principal amount of such 2023 USD Notes on such redemption date.

At any time and from time to time prior to January 29, 2016, the Company may redeem up to 35% of the aggregate principal amount of the 2023 USD Notes with the net cash proceeds of one or more sales of common stock of the Company in an equity offering at a redemption price of 106.75% of the principal amount of the 2023 USD Notes, plus accrued and unpaid interest, if any, to (but not including) the redemption date; provided that at least 65% of the aggregate principal amount of the 2023 USD Notes originally issued on the original issue date remains outstanding after each such redemption and any such redemption takes place within 60 days after the closing of the related equity offering.

In the opinion of the directors, the fair value of the early redemption options is insignificant at initial recognition and the end of the reporting period.

Upon the occurrence of a change of control triggering event, the Company will make an offer to repurchase all outstanding 2023 USD Notes at a purchase price equal to 101% of their principal amount plus accrued and unpaid interest, if any, to (but not including) the offer to purchase payment date.

# 綜合財務報表附註

## Notes to the Consolidated Financial Statements

截至二零一六年十二月三十一日止年度  
For the year ended December 31, 2016

### 27. 優先票據(續)

#### (b) (續)

截至二零一六年十二月三十一日止年度，以代價2,050,000美元(約人民幣13,312,000元)自市場購回本金額2,000,000美元(約人民幣13,154,000元)。

董事認為，已付代價與二零二三年美元票據購回部分的賬面值之間的差額並不重大。

二零二三年美元票據之賬面淨值經扣除未攤銷發行費用合共2,769,000美元(約人民幣18,593,000元)入賬，二零二三年美元票據之實際年利率為6.89%。

#### (c) 於二零一四年五月二十八日，本公司按面值向公眾發行總面值人民幣2,000,000,000元的有擔保優先定息票據(「二零一八年人民幣票據」)，該等票據之固定年利率為6.75%，須每半年支付一次利息，並須於二零一八年五月二十八日前按面值悉數償還。

二零一八年人民幣票據於新加坡證券交易所有限公司上市，為本公司無抵押優先責任，由本公司若干並非根據中國法律成立之現有附屬公司擔保。該等擔保實際從屬於各擔保方的其他有抵押承擔，惟以所抵押之資產價值為限。

於二零一八年五月二十八日前任何時間，本公司可不時選擇按相等於二零一八年人民幣票據本金額100%的贖回價另加截至贖回日期(不包括當日)的二零一八年有關溢價及應計但未付利息(如有)，贖回全部(但並非部分)二零一八年人民幣票據。

### 27. SENIOR NOTES (Continued)

#### (b) (Continued)

During the year ended December 31, 2016, a principal amount of US\$2,000,000 (approximately RMB13,154,000) was purchased from market at a consideration US\$2,050,000 (approximately RMB13,312,000).

In the opinion of the directors, the difference between the consideration paid and the carrying amount of the repurchased portion of 2023 USD Notes are considered insignificant.

The net carrying amount of the 2023 USD Notes is stated net of unamortised issue expenses totaling US\$2,769,000 (approximately RMB18,593,000) and the effective interest rate of the 2023 USD Notes is 6.89% per annum.

#### (c) On May 28, 2014, the Company issued guaranteed senior fixed rate notes to the public at par with aggregate nominal value of RMB2,000,000,000 (the “2018 RMB Notes”) which carry fixed interest of 6.75% per annum (interest payable semi-annually in arrears) and will be fully repayable at par by May 28, 2018.

The 2018 RMB Notes are listed on the Singapore Exchange Securities Trading Limited. They are unsecured, senior obligations of the Company and guaranteed by certain of the Company’s existing subsidiaries, other than those organised under the laws of the PRC. The guarantees are effectively subordinated to the other secured obligations of each guarantor, to the extent of the value of assets serving as security.

At any time prior to May 28, 2018, the Company may at its option redeem the 2018 RMB Notes, in whole but not in part, at a redemption price equal to 100% of the principal amount of the Notes plus 2018 Applicable Premium as of, and accrued and unpaid interest, if any, to (but not including) the redemption date.

# 綜合財務報表附註

## Notes to the Consolidated Financial Statements

截至二零一六年十二月三十一日止年度

For the year ended December 31, 2016

### 27. 優先票據 (續)

(c) (續)

「二零一八年有關溢價」有關贖回日期之二零一八年人民幣票據，為(1)有關二零一八年人民幣票據本金額的1.00%及(2)二零一八年人民幣票據本金額連同直至二零一八年人民幣票據到期前之所有規定剩餘計劃應付利息(按年貼現率2.50%計算)(不包括截至贖回日期應計但未付利息)超出二零一八年人民幣票據於有關贖回日期之本金額之差額。

於二零一七年五月二十八日前任何時間，本公司可不時按二零一八年人民幣票據本金額106.75%的贖回價，另加截至贖回日期(但不包括該日)的應計但未付利息(如有)，以一宗或以上的若干類股本銷售的現金所得款項淨額，贖回最多二零一八年人民幣票據本金總額35%；惟於各有關贖回及於有關股本發售結束後60日內進行的任何有關贖回後，至少65%於原發行日期發行的二零一八年人民幣票據本金總額仍未償還。

董事認為，於初步確認時及報告期末提早贖回權的公平值並不重大。

倘發生觸發控制權變更的事件，則本公司將按相等於本金額101%的購買價另加要約日期(不包括該日)至購買付款日期的應計但未付利息要約購回所有未償還二零一八年人民幣票據。

### 27. SENIOR NOTES (Continued)

(c) (Continued)

“2018 Applicable Premium” means with respect to 2018 RMB Notes at any redemption date, the greater of (1) 1.00% of the principal amount of such 2018 RMB Notes and (2) the excess of the principal amount of such 2018 RMB Notes, plus all required remaining scheduled interest payments due on such 2018 RMB Notes through the maturity date of such 2018 RMB Notes (but excluding accrued and unpaid interest to the redemption date), computed using a discount rate of 2.50% per annum, over the principal amount of such 2018 RMB Notes on such redemption date.

At any time and from time to time prior to May 28, 2017, the Company may redeem up to 35% of the aggregate principal amount of the 2018 RMB Notes with the net cash proceeds of one or more sales of Common Stock of the Company in an equity offering at a redemption price of 106.75% of the principal amount of the 2018 RMB Notes, plus accrued and unpaid interest, if any, to (but not including) the redemption date; provided that at least 65% of the aggregate principal amount of the 2018 RMB Notes originally issued on the original issue date remains outstanding after each such redemption and any such redemption takes place within 60 days after the closing of the related equity offering.

In the opinion of the directors, the fair value of the early redemption options is insignificant at initial recognition and the end of the reporting period.

Upon the occurrence of a change of control triggering event, the Company will make an offer to repurchase all outstanding 2018 RMB Notes at a purchase price equal to 101% of their principal amount plus accrued and unpaid interest, if any, to (but not including) the offer to purchase payment date.



# 綜合財務報表附註

## Notes to the Consolidated Financial Statements

截至二零一六年十二月三十一日止年度  
For the year ended December 31, 2016

### 27. 優先票據(續)

(c) (續)

截至二零一六年十二月三十一日止年度，以代價人民幣32,092,000元自市場購回本金額人民幣33,000,000元。

董事認為，已付代價與二零一八年人民幣票據購回部分的賬面值之間的差額並不重大。

於二零一六年十二月三十一日，二零一八年人民幣票據之賬面淨值經扣除未攤銷發行費用合共人民幣7,285,000元入賬，而二零一八年人民幣票據之實際年利率為7%。

於二零一六年十二月三十一日，經參考新加坡證券交易所有限公司之市場報價計算之二零一五年美元票據、二零二三年美元票據及二零一八年人民幣票據公平值分別為零(二零一五年：人民幣2,720,818,000元)、人民幣3,673,857,000元(二零一五年：人民幣3,340,957,000)及人民幣1,966,154,000元(二零一五年：人民幣2,008,380,000元)。

### 27. SENIOR NOTES (Continued)

(c) (Continued)

During the year ended December 31, 2016, a principal amount of RMB33,000,000 was purchased from market at a consideration RMB32,092,000.

In the opinion of the directors, the difference between the consideration paid and the carrying amount of the repurchased portion of 2018 RMB Notes are considered insignificant.

The net carrying amount of the 2018 RMB Notes is stated net of unamortised issue expenses totalling RMB7,285,000 as at December 31, 2016 and the effective interest rate of the 2018 RMB Notes is 7% per annum.

The fair value of the 2019 USD Notes, 2023 USD Notes and 2018 RMB Notes at December 31, 2016 with reference to the quoted market price available on the Singapore Exchange Securities Trading Limited amounted to nil (2015: RMB2,720,818,000), RMB3,673,857,000 (2015: RMB3,340,957,000) and RMB1,966,154,000 (2015: RMB2,008,380,000), respectively.

### 28. 衍生金融工具

### 28. DERIVATIVE FINANCIAL INSTRUMENTS

|                   |  | 二零一六年<br>2016<br>人民幣千元<br>RMB'000 | 二零一五年<br>2015<br>人民幣千元<br>RMB'000 |
|-------------------|--|-----------------------------------|-----------------------------------|
| 根據對沖會計方法入賬的衍生金融資產 | Derivative financial assets (under hedge accounting) |                                   |                                   |
| 現金流量對沖            | Cash flow hedges                                     |                                   |                                   |
| — 交叉貨幣利率掉期        | — Cross currency interest rate swaps                 | 988,746                           | 701,083                           |
| 即期                | Current  | 349,513                           | —                                 |
| 非即期               | Non-current  | 639,233                           | 701,083                           |
| 合計                | Total  | 988,746                           | 701,083                           |

# 綜合財務報表附註

## Notes to the Consolidated Financial Statements

截至二零一六年十二月三十一日止年度

For the year ended December 31, 2016

### 28. 衍生金融工具(續)

#### 交叉貨幣利率掉期

於報告期末，本集團有以下指定為高效對沖工具的交叉貨幣利率掉期，以透過將一定比例的浮息美元及港元銀行借款及美元優先票據及相應利息付款由美元及港元轉換為人民幣及由浮息利息付款轉換為定息付款來減低本集團承受的該等借款及優先票據及相應利息付款的外幣及現金流量利率風險。

交叉貨幣利率掉期的條款經已磋商以配合各項指定對沖項目的條款，而董事認為該等交叉貨幣利率掉期屬高效對沖工具。該等合約的主要條款如下：

| 名義金額  | 到期日        | 匯率                 | 利息掉期                                     |
|---|------------|--------------------|--|
| Notional amount                                     | Maturity   | Exchange rates     | Interest rate swap                       |
| 買入 200,000,000 港元<br>(二零一五年：買入 200,000,000 港元)      | 二零一七年七月十日  | 人民幣 1 元兌 1.2515 港元 | 由香港銀行同業拆息 +3.1% 至固定利率 6.13%              |
| Buy HKD200,000,000<br>(2015:Buy HKD200,000,000)     | 10/07/2017 | RMB1: HKD1.2515    | From HIBOR + 3.1% to fixed rate of 6.13% |
| 買入 155,000,000 港元<br>(二零一五年：買入 155,000,000 港元)      | 二零一七年七月十日  | 人民幣 1 元兌 1.2517 港元 | 由香港銀行同業拆息 +3.1% 至固定利率 6.18%              |
| Buy HKD155,000,000<br>(2015:Buy HKD155,000,000)     | 10/07/2017 | RMB1: HKD1.2517    | From HIBOR + 3.1% to fixed rate of 6.18% |
| 買入 1,000,000,000 港元<br>(二零一五年：買入 1,000,000,000 港元)  | 二零一七年七月十日  | 人民幣 1 元兌 1.2616 港元 | 由香港銀行同業拆息 +3.1% 至固定利率 5.65%              |
| Buy HKD1,000,000,000<br>(2015:Buy HKD1,000,000,000) | 10/07/2017 | RMB1: HKD1.2616    | From HIBOR + 3.1% to fixed rate of 5.65% |
| 買入 200,000,000 港元<br>(二零一五年：買入 200,000,000 港元)      | 二零一七年七月十日  | 人民幣 1 元兌 1.2542 港元 | 由香港銀行同業拆息 +3.1% 至固定利率 6.13%              |
| Buy HKD200,000,000<br>(2015:Buy HKD200,000,000)     | 10/07/2017 | RMB1: HKD1.2542    | From HIBOR + 3.1% to fixed rate of 6.13% |
| 買入 1,000,000,000 港元<br>(二零一五年：買入 1,000,000,000 港元)  | 二零一七年七月十日  | 人民幣 1 元兌 1.2479 港元 | 由香港銀行同業拆息 +3.1% 至固定利率 6.04%              |
| Buy HKD1,000,000,000<br>(2015:HKD1,000,000,000)     | 10/07/2017 | RMB1: HKD1.2479    | From HIBOR + 3.1% to fixed rate of 6.04% |

### 28. DERIVATIVE FINANCIAL INSTRUMENTS (Continued)

#### Cross currency interest rate swaps

At the end of the reporting period, the Group had the following cross currency interest rate swaps designated as highly effective hedging instruments in order to minimise its exposures to foreign currency and cash flow interest rate risk on its floating-rate USD and HKD bank borrowings and USD senior notes and corresponding interest payment by swapping a portion of those borrowings and senior notes and corresponding interest payment from USD and HKD to RMB and floating-rate interest payments to fixed rate interest payments.

The terms of the cross currency interest rate contracts have been negotiated to match the terms of the respective designated hedged items and the directors consider that the cross currency interest rate swaps are highly effective hedging instruments. The major terms of these contracts are as follows:

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### 28. 衍生金融工具 (續)

#### 交叉貨幣利率掉期 (續)

| 名義金額<br>Notional amount  | 到期日<br>Maturity           | 匯率<br>Exchange rates                  | 利息掉期<br>Interest rate swap   |
|--|---------------------------|---------------------------------------|--|
| 買入 390,000,000 港元<br>(二零一五年：買入 390,000,000 港元)<br>Buy HKD390,000,000<br>(2015: Buy HKD390,000,000) | 二零一七年七月十日<br>10/07/2017   | 人民幣 1 元兌 1.249 港元<br>RMB1: HKD1.249   | 由香港銀行同業拆息 + 3.1% 至固定利率 6.03%<br>From HIBOR + 3.1% to fixed rate of 6.03%   |
| 買入 310,000,000 港元<br>(二零一五年：買入 310,000,000 港元)<br>Buy HKD310,000,000<br>(2015: Buy HKD310,000,000) | 二零二零年四月二十八日<br>28/04/2020 | 人民幣 1 元兌 1.1997 港元<br>RMB1: HKD1.1997 | 由香港銀行同業拆息 + 3.1% 至固定利率 6.47%<br>From HIBOR + 3.1% to fixed rate of 6.47%   |
| 買入 310,000,000 港元<br>(二零一五年：買入 310,000,000 港元)<br>Buy HKD310,000,000<br>(2015: Buy HKD310,000,000) | 二零二零年四月二十八日<br>28/04/2020 | 人民幣 1 元兌 1.1998 港元<br>RMB1: HKD1.1998 | 由香港銀行同業拆息 + 3.1% 至固定利率 6.47%<br>From HIBOR + 3.1% to fixed rate of 6.47%   |
| 買入 387,500,000 港元<br>(二零一五年：買入 387,500,000 港元)<br>Buy HKD387,500,000<br>(2015: Buy HKD387,500,000) | 二零二零年四月二十八日<br>28/04/2020 | 人民幣 1 元兌 1.2081 港元<br>RMB1: HKD1.2081 | 由香港銀行同業拆息 + 3.1% 至固定利率 6.33%<br>From HIBOR + 3.1% to fixed rate of 6.33%   |
| 買入 500,000,000 港元<br>(二零一五年：買入 500,000,000 港元)<br>Buy HKD500,000,000<br>(2015: Buy HKD500,000,000) | 二零二零年四月二十八日<br>28/04/2020 | 人民幣 1 元兌 1.2065 港元<br>RMB1: HKD1.2065 | 由香港銀行同業拆息 + 3.1% 至固定利率 6.25%<br>From HIBOR + 3.1% to fixed rate of 6.25%   |
| 買入 50,000,000 美元<br>(二零一五年：買入 50,000,000 美元)<br>Buy USD50,000,000<br>(2015: Buy USD50,000,000)     | 二零二三年一月二十九日<br>29/01/2023 | 人民幣 1 元兌 0.164 美元<br>RMB1: USD0.164   | 由固定利率 6.75% 至固定利率 7.59%<br>From fixed rate of 6.75% to fixed rate of 7.59% |
| 買入 20,000,000 美元<br>(二零一五年：買入 20,000,000 美元)<br>Buy USD20,000,000<br>(2015: Buy USD20,000,000)     | 二零二三年一月二十九日<br>29/01/2023 | 人民幣 1 元兌 0.164 美元<br>RMB1: USD0.164   | 由固定利率 6.75% 至固定利率 7.53%<br>From fixed rate of 6.75% to fixed rate of 7.53% |

### 28. DERIVATIVE FINANCIAL INSTRUMENTS (Continued)

#### Cross currency interest rate swaps (Continued)

| Notional amount                                  | Maturity   | Exchange rates  | Interest rate swap                              |
|--|------------|-----------------|---|
| Buy HKD390,000,000<br>(2015: Buy HKD390,000,000) | 10/07/2017 | RMB1: HKD1.249  | From HIBOR + 3.1% to fixed rate of 6.03%        |
| Buy HKD310,000,000<br>(2015: Buy HKD310,000,000) | 28/04/2020 | RMB1: HKD1.1997 | From HIBOR + 3.1% to fixed rate of 6.47%        |
| Buy HKD310,000,000<br>(2015: Buy HKD310,000,000) | 28/04/2020 | RMB1: HKD1.1998 | From HIBOR + 3.1% to fixed rate of 6.47%        |
| Buy HKD387,500,000<br>(2015: Buy HKD387,500,000) | 28/04/2020 | RMB1: HKD1.2081 | From HIBOR + 3.1% to fixed rate of 6.33%        |
| Buy HKD500,000,000<br>(2015: Buy HKD500,000,000) | 28/04/2020 | RMB1: HKD1.2065 | From HIBOR + 3.1% to fixed rate of 6.25%        |
| Buy USD50,000,000<br>(2015: Buy USD50,000,000)   | 29/01/2023 | RMB1: USD0.164  | From fixed rate of 6.75% to fixed rate of 7.59% |
| Buy USD20,000,000<br>(2015: Buy USD20,000,000)   | 29/01/2023 | RMB1: USD0.164  | From fixed rate of 6.75% to fixed rate of 7.53% |

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### 28. 衍生金融工具 (續)

#### 交叉貨幣利率掉期 (續)

| 名義金額<br>Notional amount                          | 到期日<br>Maturity | 匯率<br>Exchange rates | 利息掉期<br>Interest rate swap                      |
|--|-----------------|----------------------|---|
| 買入 25,000,000 美元<br>(二零一五年：買入 25,000,000 美元)     | 二零二三年一月三十日      | 人民幣 1 元兌 0.166 美元    | 由固定利率 6.75% 至固定利率 7.65%                         |
| Buy USD 25,000,000<br>(2015: Buy USD 25,000,000) | 30/01/2023      | RMB1: USD 0.166      | From fixed rate of 6.75% to fixed rate of 7.65% |
| 買入 75,000,000 美元<br>(二零一五年：買入 75,000,000 美元)     | 二零二三年一月三十日      | 人民幣 1 元兌 0.166 美元    | 由固定利率 6.75% 至固定利率 7.65%                         |
| Buy USD 75,000,000<br>(2015: Buy USD 75,000,000) | 30/01/2023      | RMB1: USD 0.166      | From fixed rate of 6.75% to fixed rate of 7.65% |
| 買入 25,000,000 美元<br>(二零一五年：買入 25,000,000 美元)     | 二零二三年一月三十日      | 人民幣 1 元兌 0.166 美元    | 由固定利率 6.75% 至固定利率 7.63%                         |
| Buy USD 25,000,000<br>(2015: Buy USD 25,000,000) | 30/01/2023      | RMB1: USD 0.166      | From fixed rate of 6.75% to fixed rate of 7.63% |
| 買入 25,000,000 美元<br>(二零一五年：買入 25,000,000 美元)     | 二零二三年一月三十日      | 人民幣 1 元兌 0.165 美元    | 由固定利率 6.75% 至固定利率 7.63%                         |
| Buy USD 25,000,000<br>(2015: Buy USD 25,000,000) | 30/01/2023      | RMB1: USD 0.165      | From fixed rate of 6.75% to fixed rate of 7.63% |
| 買入 25,000,000 美元<br>(二零一五年：買入 25,000,000 美元)     | 二零二三年一月三十日      | 人民幣 1 元兌 0.165 美元    | 由固定利率 6.75% 至固定利率 7.6%                          |
| Buy USD 25,000,000<br>(2015: Buy USD 25,000,000) | 30/01/2023      | RMB1: USD 0.165      | From fixed rate of 6.75% to fixed rate of 7.6%  |

上述所有交叉貨幣利率掉期均指定作為現金流量對沖且有效。於二零一六年十二月三十一日，上述交叉貨幣利率掉期合約的公平值收益合共人民幣 988,746,000 元 (二零一五年：淨收益人民幣 701,083,000 元) 已於權益內作遞延處理。對沖工具的公平值收益人民幣 248,592,000 元 (二零一五年：收益人民幣 613,754,000 元) 於同年內由對沖儲備重新分類至損益。

### 28. DERIVATIVE FINANCIAL INSTRUMENTS (Continued)

#### Cross currency interest rate swaps (Continued)

All of the above cross currency interest rate swaps are designated and effective as cash flow hedges. The fair values gain of the above cross currency interest rate swap contracts totalling RMB988,746,000 (2015: net gain of RMB701,083,000) have been deferred in equity at December 31, 2016. The fair value gain of the hedging instruments amounting to RMB248,592,000 (2015: gain of RMB613,754,000) were reclassified from hedging reserve to profit and loss in the same year.

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### 29. 資本及儲備

#### (a) 股本

### 29. CAPITAL AND RESERVES

#### (a) Share capital

|  |  | 每股面值<br>0.10 港元之<br>普通股數目<br>Number of<br>ordinary shares<br>of par value<br>HK\$0.10 each | 面值<br>Nominal<br>value<br>千港元<br>HK\$'000 |
|--|--|--|---|
| 法定   | Authorised   |  |   |
| 於二零一五年一月一日、<br>二零一五年十二月三十一日<br>及二零一六年十二月三十一日 | At January 1, 2015, December 31, 2015 and<br>December 31, 2016 | 10,000,000,000   | 1,000,000                                 |
| 已發行及繳足                                       | Issued and fully paid  |  |   |
| 於二零一五年一月一日                                   | At January 1, 2015   | 5,808,932,105  | 580,893                                   |
| 行使購股權發行股份(附註(i))                             | Issue of shares upon exercise of share options<br>(Note (i))   | 25,091,500   | 2,509                                     |
| 於二零一五年十二月三十一日                                | At December 31, 2015   | 5,834,023,605  | 583,402                                   |
| 行使購股權發行股份(附註(i))                             | Issue of shares upon exercise of share options<br>(Note (i))   | 7,207,500  | 721                                       |
| 於二零一六年十二月三十一日                                | At December 31, 2016   | 5,841,231,105  | 584,123                                   |
| 綜合財務報表所示                                     | Shown in the consolidated financial statements                 |  |   |
| 於二零一六年十二月三十一日                                | At December 31, 2016   | 等值人民幣千元<br>RMB'000 equivalent  | 508,438                                   |
| 於二零一五年十二月三十一日                                | At December 31, 2015   | 等值人民幣千元<br>RMB'000 equivalent  | 507,823                                   |

# 綜合財務報表附註

## Notes to the Consolidated Financial Statements

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### 29. 資本及儲備 (續)

#### (a) 股本 (續)

- (i) 截至二零一六年十二月三十一日止年度，本公司因行使購股權發行7,207,500股(二零一五年：25,091,500股)每股面值0.1港元的股份。年內所行使購股權的行使價介乎8.28港元至12.528港元(相當於人民幣7.41元至人民幣11.21元)(二零一五年：2.94港元至12.528港元(相當於人民幣2.32元至人民幣9.91元))。已發行新股在各方面與當時已有股份享有同等權益。

#### (b) 儲備

##### 儲備名稱、性質及用途

##### (i) 股份溢價

二零一六年及二零一五年十二月三十一日的股份溢價指本公司股份溢價。

股份溢價賬受開曼群島公司法規管，並可由本公司根據(如有)組織章程大綱及細則的規定作以下用途：(a) 支付分配或股息予股東；(b) 繳足將發行予權益股東作為繳足紅股的本公司未發行股份；(c) 按開曼群島公司法第37條的規定贖回及購回股份；(d) 撤銷公司開辦費用；(e) 撤銷發行本公司股份或債券的費用或就此支付的佣金或給予的折扣；及(f) 作為贖回或購買本公司任何股份或債券時須予支付的溢價。

### 29. CAPITAL AND RESERVES (Continued)

#### (a) Share capital (Continued)

- (i) During the year ended December 31, 2016, the Company issued 7,207,500 (2015: 25,091,500) shares of HK\$0.1 each upon exercise of share options. The exercise prices of the share options exercised during the year range from HK\$8.28 to HK\$12.528 (equivalent to RMB7.41 to RMB11.21) (2015: HK\$2.94 to HK\$12.528 (equivalent to RMB2.32 to RMB9.91)). The new shares issued rank pari passu with the then existing shares in all respects.

#### (b) Reserves

##### Name, nature and purpose of reserves

##### (i) Share premium

Share premium at December 31, 2016 and 2015 represented share premium of the Company.

The share premium account is governed by the Cayman Companies Law and may be applied by the Company subject to the provisions, if any, of its memorandum and articles of association in (a) paying distributions or dividends to members; (b) paying up unissued shares of the Company to be issued to equity shareholders as fully paid bonus shares; (c) the redemption and repurchase of shares (subject to the provisions of section 37 of the Cayman Companies Law); (d) writing-off the preliminary expenses of the Company; (e) writing-off the expenses of, or the commission paid or discount allowed on, any issue of shares or debentures of the Company; and (f) providing for the premium payable on redemption or purchase of any shares or debentures of the Company.

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### 29. 資本及儲備 (續)

#### (b) 儲備 (續)

##### 儲備名稱、性質及用途 (續)

##### (i) (續)

除非於緊隨建議作出分派或支付股息日期後，本公司可償還日常業務中到期的債務，否則不得自股份溢價賬向權益股東作出任何分派或支付任何股息。

##### (ii) 資本儲備

為籌備本公司股份上市，於二零零八年六月十一日，透過發行3,999,999,000股每股面值0.1港元的股份完成集團重組。本公司所發行股份的面值與嘉遜發展香港(控股)有限公司(「嘉遜發展」，本集團當時的控股公司)的股本總額之間的差額自資本儲備扣除。

於二零零九年十月二日，本公司向其當時股東宣派股息100,000,000港元(相當於人民幣88,120,000元)並自資本儲備扣除。

### 29. CAPITAL AND RESERVES (Continued)

#### (b) Reserves (Continued)

##### Name, nature and purpose of reserves (Continued)

##### (i) (Continued)

No distribution or dividend may be paid to the equity shareholders out of the share premium account unless immediately following the date on which the distribution or dividend is proposed to be paid, the Company will be able to pay its debts as they fall due in the ordinary course of business.

##### (ii) Capital reserve

On June 11, 2008, a group reorganisation was completed for the preparation of the listing of the Company's shares by issuing 3,999,999,000 shares of HK\$0.1 each. The difference between the nominal amount of the shares issued by the Company and the aggregate amount of the share capital of Juntion Development Hong Kong (Holding) Limited ("Juntion Development"), then holding company of the Group, is charged to capital reserve.

On October 2, 2009, the Company declared dividend of HK\$100,000,000 (equivalent to RMB88,120,000) to the then shareholders of the Company and charged to capital reserve.

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### 29. 資本及儲備 (續)

#### (b) 儲備 (續)

##### 儲備名稱、性質及用途 (續)

##### (iii) 特別儲備

截至二零零七年十二月三十一日止年度，嘉遜發展已向一家非全資附屬公司重慶龍湖企業拓展有限公司（「重慶龍湖企業拓展」）增資770,000,000港元，而本公司當日的最終控股股東吳亞軍女士及蔡奎先生亦為重慶龍湖企業拓展的非控制股東。本集團於重慶龍湖企業拓展的股權由60%增至91.3%，而視作收購的折讓人民幣620,672,000元則指所收購額外權益的應佔資產淨值超出注資金額的部分，已於特別儲備內確認為權益擁有人注資。

##### (iv) 其他儲備

其他儲備指本集團應佔有關附屬公司擁有權變動（未失去控制權）的資產淨值變動。

### 29. CAPITAL AND RESERVES (Continued)

#### (b) Reserves (Continued)

##### Name, nature and purpose of reserves (Continued)

##### (iii) Special reserve

During the year ended December 31, 2007, Juntion Development injected additional capital of HK\$770,000,000 in a non-wholly owned subsidiary, Chongqing Longhu Development Company Limited (“Chongqing Longhu Development”) in which the non-controlling shareholders are Madam Wu Yajun and Mr. Cai Kui, who are also the ultimate controlling shareholders of the Company at that date. The Group’s equity interest in Chongqing Longhu Development has increased from 60% to 91.3% and a discount on deemed acquisition of RMB620,672,000 which represents the excess of the share of net assets attributable to the additional interest acquired over the amount injected was recognised in special reserve as the contribution from equity owners.

##### (iv) Other reserve

Other reserve represents the change in net assets attributable to the Group in relation to changes in ownership interests in subsidiaries without losing of control.



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### 29. 資本及儲備(續)

#### (b) 儲備(續)

##### 儲備名稱、性質及用途(續)

##### (v) 法定盈餘儲備

根據在中國成立的若干附屬公司的組織章程細則，該等附屬公司須向法定盈餘儲備轉撥其除稅後溢利的10%，直至儲備達到註冊資本的50%為止。轉撥至該儲備須於向權益擁有人分派股息之前作出。法定盈餘儲備可用於彌補過往年度的虧損、擴現有的經營業務或轉換為附屬公司的額外資本。

##### (vi) 對沖儲備

對沖儲備指就現金流量對沖訂立之對沖工具之公平值變動產生之損益之累計實際部分。僅當對沖交易影響損益，則於對沖儲備項下確認及累計之對沖工具之公平值變動產生之累計損益才會重新分類至損益表。

##### (vii) 持作股份獎勵的股份

該金額指就股份獎勵計劃(附註41(b)披露)在市場上收購股份作出的付款。

### 29. CAPITAL AND RESERVES (Continued)

#### (b) Reserves (Continued)

##### Name, nature and purpose of reserves (Continued)

##### (v) Statutory surplus reserve

In accordance with the articles of association of certain subsidiaries established in the PRC, these subsidiaries are required to transfer 10% of the profit after taxation to the statutory surplus reserve until the reserve reaches 50% of the registered capital. Transfer to this reserve must be made before distributing dividends to equity owners. The statutory surplus reserve can be used to make up for previous year's losses, expand the existing operations or convert into additional capital of the subsidiaries.

##### (vi) Hedging reserve

The hedging reserve represents the cumulative effective portion of gains and losses arising on changes in fair value of hedging instruments entered into for cash flow hedges. The cumulative gain and loss arising on changes in fair value of the hedging instrument that are recognised and accumulated under the heading of hedging reserve will be reclassified to profit or loss only when the hedged transaction affects the profit or loss.

##### (vii) Shares held for share award

The amount represents the payments made to acquire shares from the market for the share award scheme as disclosed in note 41(b).

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### 30. 遞延稅項

以下為於年內確認的主要遞延稅項(負債)資產及其變動：

### 30. DEFERRED TAXATION

The followings are the major deferred taxation (liabilities) assets recognised and movements thereon during the year:

|                           |  | 加速稅項<br>折舊<br>Accelerated<br>depreciation<br>人民幣千元<br>RMB'000 | 投資物業的<br>公平值<br>Fair value<br>properties<br>人民幣千元<br>RMB'000 | 土地增值稅<br>稅項虧損<br>Tax<br>appreciation<br>losses<br>人民幣千元<br>RMB'000 | 土地增值稅<br>撥備<br>Land<br>tax provisions<br>人民幣千元<br>RMB'000 | 呆賬撥備<br>Allowance<br>for<br>doubtful<br>debts<br>人民幣千元<br>RMB'000 | 政府津貼<br>Government<br>subsidies<br>人民幣千元<br>RMB'000 | 集團內購買<br>的未變現溢利<br>Unrealised<br>profit on<br>intra-group<br>purchases<br>人民幣千元<br>RMB'000 | 待分配保<br>留溢利的<br>預扣稅<br>Withholding<br>tax<br>on retained<br>profits to be<br>distributed<br>人民幣千元<br>RMB'000 | 其他<br>Others<br>人民幣千元<br>RMB'000 | 總計<br>Total<br>人民幣千元<br>RMB'000 |
|---------------------------|--|---|--|--|---|---|---|--|--|----------------------------------|---------------------------------|
| 於二零一五年一月一日                | At January 1, 2015   | (137,930)   | (3,877,958)  | 319,125  | 1,157,603   | 3,750   | 10,661  | 118,491  | (91,046)   | 17,897                           | (2,479,407)                     |
| 於損益(扣除)計入                 | (Charge) credit to profit or loss  | (84,021)  | (718,469)  | 135,779  | 24,678  | —   | (27)  | (35,069)   | 73,338   | 3,691                            | (600,100)                       |
| 透過收購附屬公司收購<br>資產及負債(附註33) | Acquisition of assets and liabilities<br>through acquisition of subsidiaries (Note 33) | —   | —  | (231)  | 232,502   | —   | —   | —  | —  | (15,633)                         | 216,638                         |
| 於二零一五年十二月三十一日             | At December 31, 2015   | (221,951)   | (4,596,427)  | 454,673  | 1,414,783   | 3,750   | 10,634  | 83,422   | (17,708)   | 5,955                            | (2,862,869)                     |
| 於損益(扣除)計入                 | (Charge) credit to profit or loss  | (66,270)  | (504,528)  | 259,112  | 256,772   | —   | —   | (15,243)   | 8,464  | 40,761                           | (20,932)                        |
| 透過收購附屬公司收購<br>資產及負債(附註33) | Acquisition of assets and liabilities<br>through acquisition of subsidiaries (Note 33) | —   | —  | 8,306  | —   | —   | —   | —  | —  | —                                | 8,306                           |
| 於二零一六年十二月三十一日             | At December 31, 2016   | (288,221)   | (5,100,955)  | 722,091  | 1,671,555   | 3,750   | 10,634  | 68,179   | (9,244)  | 46,716                           | (2,875,495)                     |

附註：

- (a) 該金額指會計準則與稅務機關對政府津貼的處理所產生暫時差額的稅務影響。稅務機關將政府津貼視為收入，但進行財務呈報時則將政府津貼當作發展中待售物業開支減少。
- (b) 該金額指扣除廣告開支所產生暫時差額的稅務影響。本集團可扣除不超過其收益15%的廣告開支，而不可扣除的部分(如有)則可於期後年間結轉。

Notes:

- (a) This represents the tax effect of the temporary difference arising from the treatment of the government subsidies between the accounting standard and the tax bureau. Tax bureau treats the government subsidies as an income but for financial reporting purpose, the government subsidies as deduction from costs of properties under development for sales.
- (b) This represents the tax effect of temporary differences arising from the deduction of advertising expense. The Group can deduct its advertising expense of no more than 15% of its revenue and for the part that cannot be deducted, if any, it can be carried forward to future years.

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## Notes to the Consolidated Financial Statements

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For the year ended December 31, 2016

### 30. 遞延稅項(續)

為呈報綜合財務狀況報表，若干遞延稅項資產(負債)已抵銷。以下為就財務報告目的而作出的遞延稅項結餘分析：

|        |                               | 二零一六年<br>2016<br>人民幣千元<br>RMB'000 | 二零一五年<br>2015<br>人民幣千元<br>RMB'000 |
|--------|-------------------------------|-----------------------------------|-----------------------------------|
| 遞延稅項資產 | Deferred taxation assets      | 2,622,641                         | 1,623,857                         |
| 遞延稅項負債 | Deferred taxation liabilities | (5,498,136)                       | (4,486,726)                       |
|        |                               | (2,875,495)                       | (2,862,869)                       |

於二零一六年十二月三十一日，本集團有約人民幣3,378,534,000元(二零一五年：人民幣2,033,498,000元)的估計未動用稅項虧損可用於抵銷未來溢利。已就人民幣2,888,364,000元(二零一五年：人民幣1,703,034,000元)的虧損確認遞延稅項資產。由於不可預測未來溢利來源，故概無就餘下人民幣490,170,000元(二零一五年：人民幣330,464,000元)確認遞延稅項資產。未確認稅項虧損將於以下年度到期：

|       |      | 二零一六年<br>2016<br>人民幣千元<br>RMB'000 | 二零一五年<br>2015<br>人民幣千元<br>RMB'000 |
|-------|------|-----------------------------------|-----------------------------------|
| 二零一六年 | 2016 | —                                 | 1,934                             |
| 二零一七年 | 2017 | 4,110                             | 4,110                             |
| 二零一八年 | 2018 | 1,861                             | 1,861                             |
| 二零一九年 | 2019 | 224,698                           | 224,698                           |
| 二零二零年 | 2020 | 97,861                            | 97,861                            |
| 二零二一年 | 2021 | 161,640                           | —                                 |
|       |      | 490,170                           | 330,464                           |

### 30. DEFERRED TAXATION (Continued)

For the presentation purposes of the consolidated statement of financial position, certain deferred taxation assets (liabilities) have been offset. The following is an analysis of the deferred taxation balances for financial reporting purposes:

At December 31, 2016, the Group had unused estimated tax losses of RMB3,378,534,000 (2015: RMB2,033,498,000) available to offset against future profits. Deferred taxation assets have been recognised in respect of RMB2,888,364,000 (2015: RMB1,703,034,000) of such losses. No deferred taxation asset has been recognised in respect of the remaining RMB490,170,000 (2015: RMB330,464,000) due to the unpredictability of future profit streams. The unrecognised tax losses will expire in the following years:

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### 30. 遞延稅項 (續)

根據《內地和香港特別行政區關於對所得避免雙重徵稅和防止偷漏稅的安排》及國稅法[2008]112號，5%股息預扣稅稅率適用於直接擁有中國內地公司股本最少25%的香港居民公司。

遞延稅項負債包括最近財政年度就所有中國附屬公司所產生及香港公司所持的未分派溢利20%作出的預扣稅撥備。於報告期末，暫時差額的總額連同附屬公司的未分配盈利(遞延稅項負債未被確認)約為人民幣38,000,000元(二零一五年：人民幣25,000,000元)。由於本集團能夠控制暫時差額撥回的時間，及該等差額在可見將來將可能不會撥回，因此並無就此等差額確認負債。

### 31. 收購附屬公司的額外權益

截至二零一五年十二月三十一日止年度，本集團以代價人民幣100,000,000元從非控股股東收購重慶龍湖科恒地產發展有限公司額外9%股權、以代價人民幣40,381,000元收購佛山市順德區盛暉置業有限公司(「佛山盛暉」)額外33.96%股權以及以代價人民幣15,000,000元收購北京龍湖置業有限公司額外1.5%股權。該等收購事項已作為權益交易入賬，而應佔已收購非控制權益的已付代價與賬面值之間的差額分別人民幣88,408,000元及人民幣32,974,000元(借方結餘)以及人民幣30,813,000元(貸方結餘)已直接於其他儲備確認。

### 30. DEFERRED TAXATION (Continued)

According to the “Arrangement between the Mainland of China and the Hong Kong Special Administrative Region for the Avoidance of Double Taxation and the Prevention of Fiscal Evasion with respect to Taxes on Income” and Guoshuifa [2008] No. 112, where the Hong Kong resident company directly owns at least 25% of the capital of the Mainland company, 5% dividend withholding tax rate is applicable.

Deferred taxation liabilities include provision for withholding tax which has been provided for 20% of the latest financial year's undistributed profits arising from all subsidiaries situated in the PRC and held by Hong Kong companies. At the end of the reporting period, the aggregate amount of temporary differences associated with undistributed earnings of subsidiaries for which deferred taxation liabilities have not been recognised was approximately RMB38 million (2015: RMB25 million). No liability has been recognised in respect of these differences because the Group is in a position to control the timing of the reversal of the temporary differences and it is probable that such differences will not reverse in the foreseeable future.

### 31. ACQUISITIONS OF ADDITIONAL INTERESTS IN SUBSIDIARIES

During the year ended December 31, 2015, the Group acquired additional 9% of the equity interest of Chongqing Longhu Keheng Real Estate Development Co., Ltd, at a consideration of RMB100,000,000, additional 33.96% of the equity interest of Foshan Shi Shun De Gu Sheng Hui Real Estate Company Limited (“Foshan Sheng Hui”) at a consideration of RMB40,381,000 and additional 1.5% of the equity interest of Beijing Longhu Properties Company Limited at a consideration of RMB15,000,000, from the non-controlling shareholders. The acquisitions have been accounted for as equity transactions and RMB88,408,000 and RMB32,974,000 (debit balances) and RMB30,813,000 (credit balance), respectively, between the consideration paid and the carrying amount of the attributable non-controlling interests acquired had been recognised directly in other reserve.

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For the year ended December 31, 2016

### 32. 出售附屬公司的部份權益(未失去控制權)

- (a) 截至二零一六年十二月三十一日止年度，本集團分別出售於成都東錦企業管理諮詢有限公司(「成都東錦」)的40%股權、北京卓信瑞通的66%股權及上海湖邦企業管理有限公司(「上海湖邦」)的50%股權(該等公司均為全資附屬公司)予若干獨立第三方，代價分別為人民幣2,000,000元、人民幣660,000元及人民幣5,351,000元。

截至二零一六年十二月三十一日止年度，本集團透過出售於兩間全資附屬公司重慶龍湖地產發展有限公司及重慶龍湖企業拓展分別46.79%及2.21%股權，以出售於重慶龍湖西街置業有限公司(「重慶西街」)的49%股權予獨立第三方，該公司為全資附屬公司，代價為人民幣936,008,000元。

應佔非控制權益與已付代價公平值之間的總差額人民幣6,131,000元(借方結餘)已直接於其他儲備確認。

出售之後，成都東錦、北京卓信瑞通、上海湖邦及重慶西街的餘下60%、34%、50%及51%權益仍然由本集團持有。董事認為，本集團有足夠主導投票權益以指揮該等公司的相關活動，及因此本集團對其有控制權。因此，該等實體仍為本集團附屬公司，而出售已作為權益交易入賬。

### 32. DISPOSAL OF PARTIAL INTEREST IN SUBSIDIARIES NOT RESULTING IN LOSING OF CONTROL

- (a) During the year ended December 31, 2016, the Group disposed of its 40% equity interest in Chengdu Dongjin Enterprise Management Consulting Co., Ltd. ("Chengdu Dongjin"), 66% equity interest in Beijing Zhuoxinruitong and 50% equity interest in Shanghai Hukang Enterprise Management Co., Ltd ("Shanghai Hukang"), which are wholly-owned subsidiaries, to several independent third parties at considerations of RMB2,000,000, RMB660,000 and RMB5,351,000, respectively.

During the year ended December 31, 2016, the Group disposed of its 49% equity interest in Chongqing Longhu Xijie Real Estate Co., Ltd ("Chongqing Xijie"), which is a wholly-owned subsidiary, through disposal of 46.79% and 2.21% of its equity interests in two wholly-owned subsidiaries, Chongqing Longhu Properties Co., Ltd. and Chongqing Longhu Development respectively, to independent third parties at considerations of RMB936,008,000.

The total difference of RMB6,131,000 (debit balance) between the amount by which the attributable non-controlling interests and the fair value of the consideration paid are recognised directly to other reserve.

Subsequent to the disposal, the remaining 60%, 34%, 50% and 51% interest of Chengdu Dongjin, Beijing Zhuoxinruitong, Shanghai Hukang and Chongqing Xijie are still held by the Group. In the opinion of the directors, the Group has sufficiently dominant voting interest to direct the relevant activities of these companies and therefore the Group has control over them. Accordingly, these entities remained as subsidiaries of the Group and the disposal have been accounted for as equity transactions.

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### 32. 出售附屬公司的部份權益(未失去控制權)(續)

- (b) 截至二零一五年十二月三十一日止年度，本集團已透過向兩個獨立第三方各以代價人民幣100,000元出售其於兩間全資擁有附屬公司(杭州卓德投資管理有限公司及杭州攬拓投資管理有限公司)的全部股權，出售其於全資擁有附屬公司杭州龍卓房地產開發有限公司(「杭州龍卓」)的60%股權。董事認為，已收代價與已處置資產淨值之間的差額並不重大。

緊隨出售之後，杭州龍卓剩餘的40%權益仍然由本集團持有。根據二零一五年一月二十七日一份補充股東協議，本集團仍對杭州龍卓有控制權。因此，杭州龍卓仍然是本集團的附屬公司，而出售事項已作為權益交易入賬。

### 33. 透過收購附屬公司收購資產及負債

- (a) 截至二零一六年十二月三十一日止年度，本集團以代價人民幣231,823,000元收購瀋陽金恒置業有限公司(「瀋陽金恒」)60%股權、以代價人民幣757,100,000元收購大連東陽房地產開發有限公司(「大連東陽」)100%股權、以代價人民幣725,268,000元收購濟南盛雪置業有限公司(「濟南盛雪」)51%股權、以代價人民幣149,954,000元收購青島萬湖25.1%股權、以代價人民幣288,182,000元收購青島萬創25.1%股權及以代價人民幣800,000,000元收購上海陽恩投資管理有限公司的65%股權。

### 32. DISPOSAL OF PARTIAL INTEREST IN SUBSIDIARIES NOT RESULTING IN LOSING OF CONTROL (Continued)

- (b) During the year ended December 31, 2015, the Group disposed of its 60% equity interest in a wholly-owned subsidiary, Hangzhou Longzhuo Real Estate Development Ltd (“Hangzhou Longzhuo”), through disposal of its entire equity interests in two wholly-owned subsidiaries, Hangzhou Zhuode Investment Management Ltd. and Hangzhou Lantuo Investment Management Ltd, to two independent third parties at a consideration of RMB100,000 each. In the opinion of directors, the difference between the consideration received and the net asset values disposed of are considered insignificant.

Subsequent to the disposal, the remaining 40% interest of Hangzhou Longzhuo are still held by the Group. Pursuant to a supplementary shareholders’ agreement dated January 27, 2015, the Group still has control of Hangzhou Longzhuo. Accordingly, it remained as subsidiary of the Group and the disposal has been accounted for as equity transaction.

### 33. ACQUISITION OF ASSETS AND LIABILITIES THROUGH ACQUISITION OF SUBSIDIARIES

- (a) During the year ended December 31, 2016, the Group acquired 60% of the equity interest of Shenyang Jinheng Real Estate Co., Ltd. (“Shenyang Jinheng”) at a consideration of RMB231,823,000, 100% equity interest of Dalian Dongyang Real Estate Development Ltd. (“Dalian Dongyang”) at a consideration of RMB757,100,000, 51% equity interest of Jinan Shengxue Real Estate Co., Ltd. (“Jinan Shengxue”) at a consideration of RMB725,268,000, 25.1% equity interest of Qingdao Wanhu at a consideration of RMB149,954,000, 25.1% equity interest of Qingdao Wanchuang at a consideration of RMB288,182,000 and 65% equity interest of Shanghai Yangen Investment Management Co., Ltd. at a consideration of RMB800,000,000.

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### 33. 透過收購附屬公司收購資產及負債 (續)

(a) (續)

截至二零一六年十二月三十一日止年度，根據杭州龍耀房地產開發有限公司（「杭州龍耀」）（先前均入賬列作本集團合營企業）的補充股東協議（由本集團與其合營企業合夥人於年內訂立），本集團已取得實際控制表決權，以管治杭州龍耀的相關活動。因此，其成為本集團附屬公司。

### 33. ACQUISITION OF ASSETS AND LIABILITIES THROUGH ACQUISITION OF SUBSIDIARIES

(Continued)

(a) (Continued)

During the year ended December 31, 2016, pursuant to a supplementary shareholders' agreement of Hangzhou Longyao Real Estate Development Ltd ("Hangzhou Longyao"), which was previously accounted for as joint venture of the Group, entered into between the Group and its joint venture partner during the year, the Group has obtained effective control of voting power to govern the relevant activities of Hangzhou Longyao. Accordingly, it becomes subsidiary of the Group.

|                         | 瀋陽金恒  | 大連東陽      | 濟南盛雪      | 青島萬湖        | 青島萬創      | 上海陽恩      | 杭州龍耀        | 合計          |
|-------------------------|---|-----------|-----------|-------------|-----------|-----------|-------------|-------------|
|                         | Shenyang  | Dalian    | Jinan     | Qingdao     | Qingdao   | Shanghai  | Hangzhou    |             |
|                         | Jinheng   | Donyang   | Shengxue  | Wanhua      | Wanchuang | Yangen    | Longyao     | Total       |
|                         | 人民幣千元   | 人民幣千元     | 人民幣千元     | 人民幣千元       | 人民幣千元     | 人民幣千元     | 人民幣千元       | 人民幣千元       |
|                         | RMB'000   | RMB'000   | RMB'000   | RMB'000     | RMB'000   | RMB'000   | RMB'000     | RMB'000     |
| 物業、廠房及設備<br>(附註13)      | Property, plant and equipment<br>(Note 13)                            | 19        | —         | —           | —         | —         | 417         | 436         |
| 預付租賃款項                  | Prepaid lease payments  | —         | —         | —           | —         | 1,203,599 | —           | 1,203,599   |
| 發展中待售物業<br>(附註19)       | Properties under development<br>for sales (Note 19)                   | 341,879   | 757,100   | 2,556,217   | 605,783   | 1,208,976 | 1,312,563   | 6,782,518   |
| 其他應收款項                  | Other receivables   | 7,175     | —         | —           | 61,271    | —         | 1,035,590   | 1,107,064   |
| 遞延稅項資產(附註30)            | Deferred taxation assets (Note 30)                                    | —         | —         | —           | 348       | 685       | 7,273       | 8,306       |
| 銀行結餘及現金                 | Bank balances and cash  | 68        | —         | 8,066       | 118,304   | 29        | 166,920     | 317,529     |
| 應付賬款及應付票據、<br>已收按金及應計費用 | Accounts and bills payables, deposits<br>received and accrued charges | (78,841)  | —         | (1,721,415) | (188,280) | —         | (1,494,916) | (3,545,008) |
| 應付股東款項                  | Amounts due to shareholders   | (118,200) | (614,504) | (602,868)   | —         | —         | —           | (1,335,572) |
|                         |   | 152,100   | 142,596   | 240,000     | 597,426   | 1,148,134 | 1,027,847   | 4,538,872   |
| 減：非控制權益                 | Less: Non-controlling interests                                       | (38,477)  | —         | (117,600)   | (447,472) | (430,769) | (424,172)   | (2,318,442) |
|                         |   | 113,623   | 142,596   | 122,400     | 149,954   | 800,000   | 603,675     | 2,220,430   |

# 綜合財務報表附註

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For the year ended December 31, 2016

### 33. 透過收購附屬公司收購資產及負債(續)

(a) (續)

|                 | 瀋陽金恒   | 大連東陽      | 濟南盛雪      | 青島萬湖      | 青島萬創      | 上海陽恩      | 杭州龍耀      | 合計      |             |
|-----------------|--|-----------|-----------|-----------|-----------|-----------|-----------|---------|-------------|
|                 | Shenyang   | Dalian    | Jinan     | Qingdao   | Qingdao   | Shanghai  | Hangzhou  |         |             |
|                 | Jinheng  | Donyang   | Shengxue  | Wanhu     | Wanchuang | Yangen    | Longyao   | Total   |             |
|                 | 人民幣千元  | 人民幣千元     | 人民幣千元     | 人民幣千元     | 人民幣千元     | 人民幣千元     | 人民幣千元     | 人民幣千元   |             |
|                 | RMB'000  | RMB'000   | RMB'000   | RMB'000   | RMB'000   | RMB'000   | RMB'000   | RMB'000 |             |
| 以下列各項結算代價：      | Consideration satisfied by:                      |           |           |           |           |           |           |         |             |
| 現金              | Cash   | 231,823   | 757,100   | 725,268   | 149,954   | 288,182   | 800,000   | —       | 2,952,327   |
| 投資合營企業          | Investment in joint venture                      | —         | —         | —         | —         | —         | —         | 603,675 | 603,675     |
| 減：貸款轉讓          | Less: Loans assignment                           | (118,200) | (614,504) | (602,868) | —         | —         | —         | —       | (1,335,572) |
| 代價淨額            | Net consideration                                | 113,623   | 142,596   | 122,400   | 149,954   | 288,182   | 800,000   | 603,675 | 2,220,430   |
| 現金流出淨額：         | Net cash outflow:                                |           |           |           |           |           |           |         |             |
| 已付現金            | Cash paid  | (231,823) | (757,100) | (725,268) | (149,954) | (288,182) | (800,000) | —       | (2,952,327) |
| 減：已收購現金及現金等價物結餘 | Less: Cash and cash equivalent balances acquired | 68        | —         | 8,066     | 118,304   | 29        | 24,142    | 166,920 | 317,529     |
|                 |  | (231,755) | (757,100) | (717,202) | (31,650)  | (288,153) | (775,858) | 166,920 | (2,634,798) |

董事認為，收購該等公司並不構成業務，故本公司董事將有關交易釐定為收購資產及負債，而非國際財務報告準則第3號(經修訂)「業務合併」所界定的業務合併。

(b) 截至二零一五年十二月三十一日止年度，本集團已收購Northpole Intermediary Limited(「Northpole」) 38.5% 股權，代價為人民幣711,170,000元，Northpole為投資控股公司，曾入賬列作本集團的合營企業並持有四間合營企業，分別為成都滙新置業有限公司、成都嘉南置業有限公司、成都景滙置業有限公司及成都拓晟置業有限公司(合稱「成都公司」)。成都公司曾入賬列作合營企業並持有發展中待售物業。上述收購完成後，本集團取得該等公司的控制權。因此，Northpole及成都公司成為本集團附屬公司。

### 33. ACQUISITION OF ASSETS AND LIABILITIES THROUGH ACQUISITION OF SUBSIDIARIES

(Continued)

(a) (Continued)

In the opinion of directors, the acquisitions of these companies does not constitute a business. Therefore, the transactions were determined by the directors of the Company to be acquisition of assets and liabilities rather than a business combination as defined in IFRS 3 (Revised) Business Combinations.

(b) During the year ended December 31, 2015, the Group acquired 38.5% of the equity interest of Northpole Intermediary Limited (“Northpole”), an investment holding company which was previously accounted for as joint venture of the Group and holds four joint ventures, namely Chengdu Huixin Real Estate Company Limited, Chengdu Jia’nan Real Estate Company Limited, Chengdu Jinghui Real Estate Company Limited and Chengdu Tuocheng Real Estate Company Limited (collectively referred as the “Chengdu Companies”) at a consideration of RMB711,170,000. Chengdu Companies were previously accounted for as joint ventures and hold properties under development for sales. Upon completion of the above acquisition, the Group obtains controls on these companies. Accordingly, Northpole and the Chengdu Companies become subsidiaries of the Group.



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### 33. 透過收購附屬公司收購資產及負債 (續)

(b) (續)

此外，根據重慶興龍湖置地發展有限公司（「龍湖置地」）及佛山盛暉（先前均入賬列作本集團合營企業）的補充投資協議及補充股東協議（由本集團與彼等的合營企業合夥人於二零一五年訂立），本集團可實際控制表決權，以管治龍湖置地及佛山盛暉的財務及經營政策。因此，彼等成為本集團附屬公司。

於收購日期在該等交易中的已收購資產及已確認負債如下：

### 33. ACQUISITION OF ASSETS AND LIABILITIES THROUGH ACQUISITION OF SUBSIDIARIES

(Continued)

(b) (Continued)

In addition, pursuant to an addendum to the investment agreement of Longhu Land Limited (“Longhu Land”) and the supplementary shareholders’ agreement of Foshan Sheng Hui, which were previously accounted for as joint ventures of the Group, entered into between the Group and their joint venture partners during the year of 2015, the Group has effective control of voting power to govern the financial and operating policies of Longhu Land and Foshan Sheng Hui. Accordingly, they become subsidiaries of the Group.

Assets acquired and liabilities recognised in these transactions at the date of acquisition are as follows:

|                         | 成都公司<br>Chengdu<br>Companies<br>人民幣千元<br>RMB'000                      | 龍湖置地<br>Longhu<br>Land<br>人民幣千元<br>RMB'000 | 佛山盛暉<br>Foshan<br>Sheng Hui<br>人民幣千元<br>RMB'000 | 二零一五年<br>2015<br>人民幣千元<br>RMB'000 |             |
|-------------------------|---|--|---|-----------------------------------|-------------|
| 物業、廠房及設備(附註13)          | Property, plant and equipment<br>(Note 13)                            | 3  | 188   | 3,686                             | 3,877       |
| 遞延稅項資產(附註30)            | Deferred taxation assets (Note 30)                                    | 6,393                                      | 271,181   | —                                 | 277,574     |
| 存貨                      | Inventories   | 2,768                                      | 9,608   | —                                 | 12,376      |
| 發展中待售物業(附註19)           | Properties under development for sales<br>(Note 19)                   | 1,645,092                                  | 775,683   | 1,241,613                         | 3,662,388   |
| 持作出售物業                  | Properties held for sales   | 319,582                                    | 514,238   | —                                 | 833,820     |
| 應收賬款及其他應收款項、<br>按金及預付款項 | Accounts and other receivables,<br>deposits and prepayments           | 65,696                                     | 2,093,857                                       | 1,881                             | 2,161,434   |
| 應收合營企業合夥人款項             | Amount due from joint venture partner                                 | 1,062,565                                  | 600,809   | 5,657                             | 1,669,031   |
| 可收回稅項                   | Taxation recoverable  | 9,714                                      | 223,552   | —                                 | 233,266     |
| 銀行結餘及現金                 | Bank balances and cash  | 583,138                                    | 722,455   | 24,723                            | 1,330,316   |
| 應付賬款及應付票據、<br>已收按金及應計費用 | Accounts and bills payables, deposits<br>received and accrued charges | (529,505)                                  | (2,491,564)                                     | (1,242,431)                       | (4,263,500) |
| 應付合營企業合夥人款項             | Amount due to joint venture partner                                   | (103,025)                                  | —   | —                                 | (103,025)   |
| 應付稅項                    | Taxation payable  | (61,764)                                   | —   | —                                 | (61,764)    |
| 銀行及其他借款<br>— 一年內到期      | Bank and other borrowings<br>- due within one year                    | (160,000)                                  | —   | —                                 | (160,000)   |
| 遞延稅項負債(附註30)            | Deferred taxation liabilities (Note 30)                               | (45,301)                                   | (15,635)  | —                                 | (60,936)    |
|                         |   | 2,795,356                                  | 2,704,372                                       | 35,129                            | 5,534,857   |
| 減：非控制權益                 | Less: Non-controlling interests                                       | —  | (1,232,916)                                     | (18,453)                          | (1,251,369) |
|                         |   | 2,795,356                                  | 1,471,456                                       | 16,676                            | 4,283,488   |

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### 33. 透過收購附屬公司收購資產及負債(續)

(b) (續)

|                     | 成都公司<br>Chengdu<br>Companies<br>人民幣千元<br>RMB'000    | 龍湖置地<br>Longhu<br>Land<br>人民幣千元<br>RMB'000 | 佛山盛暉<br>Foshan<br>Sheng Hui<br>人民幣千元<br>RMB'000 | 二零一五年<br>2015<br>人民幣千元<br>RMB'000 |           |
|---------------------|---|--|---|-----------------------------------|-----------|
| 以下列各項結算代價：          | Consideration satisfied by:                         |  |   |                                   |           |
| 現金                  | Cash  | 695,000                                    | —   | —                                 | 695,000   |
| 須於一年內支付代價           | Consideration payable within<br>one year            | 16,170                                     | —   | —                                 | 16,170    |
| 投資合營企業              | Investments in joint ventures                       | 2,084,186                                  | 1,471,456                                       | 16,676                            | 3,572,318 |
|                     |   | 2,795,356                                  | 1,471,456                                       | 16,676                            | 4,283,488 |
| 現金流入淨額：             | Net cash inflow                                     |  |   |                                   |           |
| 已付現金                | Cash paid   | (695,000)                                  | —   | —                                 | (695,000) |
| 減：已收購現金及現金<br>等價物結餘 | Less: Cash and cash equivalent<br>balances acquired | 583,138                                    | 722,455   | 24,722                            | 1,330,315 |
|                     |   | (111,862)                                  | 722,455   | 24,722                            | 635,315   |

董事認為，收購該等公司並不構成業務，故本公司董事將有關交易釐定為收購資產及負債，而非國際財務報告準則第3號(經修訂)「業務合併」所界定的業務合併。

### 33. ACQUISITION OF ASSETS AND LIABILITIES THROUGH ACQUISITION OF SUBSIDIARIES

(Continued)

(b) (Continued)

In the opinion of directors, the acquisitions of these companies does not constitute a business. Therefore, the transactions were determined by the directors of the Company to be acquisition of assets and liabilities rather than a business combination as defined in IFRS 3 (Revised) Business Combinations.

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### 34. 出售一間附屬公司

截至二零一五年十二月三十一日止年度，本集團已出售其於全資附屬公司杭州龍耀的49%股權，代價為人民幣451,000,000元。董事認為，已收代價及已處置資產淨值之間的差額並不重大。

### 34. DISPOSAL OF A SUBSIDIARY

During the year ended December 31, 2015, the Group disposed of its 49% equity interest in a wholly-owned subsidiary, Hangzhou Longyao, at a consideration of RMB451,000,000. In the opinion of directors, the difference between the consideration received and the net asset values disposed of are considered insignificant.

|                         |  | 二零一五年<br>2015<br>千人民幣千元<br>RMB'000 |
|-------------------------|--|------------------------------------|
| 已處置資產淨值：                | Net assets disposed of:                                  |                                    |
| 預付租賃款項                  | Prepaid lease payments                                   | 463,503                            |
| 應收賬款、其他應收款項、<br>按金及預付款項 | Accounts and other receivables, deposits and prepayments | 192                                |
| 應收本集團款項                 | Amount due from the Group                                | 416,500                            |
| 銀行結餘及現金                 | Bank balances and cash                                   | 29,805                             |
|                         |  | 910,000                            |
| 以下列各項結算代價：              | Consideration satisfied by:                              |                                    |
| 現金                      | Cash   | 204,091                            |
| 已收按金                    | Deposit received   | 246,909                            |
|                         |  | 451,000                            |
| 出售交易的現金流入淨額：            | Net cash inflow on disposal transaction:                 |                                    |
| 已收現金                    | Cash received  | 204,091                            |
| 減：已出售現金及現金等價物結餘         | Less: Cash and cash equivalent balances disposed         | (29,805)                           |
|                         |  | 174,286                            |

於出售後，杭州龍耀的其餘51%權益仍由本集團持有，而杭州龍耀按照股東協議成為本集團的合營企業，其相關活動須獲全體董事一致共識。

Subsequent to the disposal, the remaining 51% equity interest of Hangzhou Longyao are still held by the Group and it became joint venture of the Group as in accordance with the shareholders' agreement, relevant activities of Hangzhou Longyao require the unanimous consent of all directors.

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### 35. 視作出售附屬公司

截至二零一五年十二月三十一日止年度，廣州市君梁房地產有限公司（「廣州君梁」）及廣州市湖品房地產有限公司（「廣州湖品」）分別增加人民幣90,000,000元及人民幣50,000,000元繳足註冊資本。本集團已向廣州君梁注入註冊資金人民幣40,000,000元及向廣州湖品注入零元，同時一名獨立第三方向廣州君梁及廣州湖品分別注入資金人民幣50,000,000元，致令視作出售廣州君梁及廣州湖品的50%股權。董事認為，公平值與已處置資產淨值之間的差額並不重大。

於視作出售之後，廣州君梁及廣州湖品的其餘50%權益仍由本集團持有，而廣州君梁及廣州湖品按照股東協議成為本集團的合營企業，廣州君梁及廣州湖品的相關活動須獲全體董事一致共識。

### 36. 退休福利計劃

根據中國的相關法律及法規，本公司的中國附屬公司須參加由地方市政府管理的界定供款退休計劃。本公司的中國附屬公司向該計劃供款以撥款予僱員退休福利，該供款根據經地方市政府同意的按僱員平均薪金的若干百分比計算。本集團就有關退休福利計劃的主要責任為根據該計劃作出規定供款。

本集團亦為其所有香港合資格僱員設立強制性公積金計劃。計劃的資產與本集團的資產分開持有，存置於受託人管理的基金。本集團按相關薪金成本的5%向該計劃供款，而僱員按相同金額供款。

截至二零一六年十二月三十一日止年度，本集團確認退休福利供款人民幣182,817,000元（二零一五年：人民幣206,399,000元）。

### 35. DEEMED DISPOSAL OF SUBSIDIARIES

During the year ended December 31, 2015, Guangzhou Junliang Real Estate Ltd. ("Guangzhou Junliang") and Guangzhou Hupin Real Estate Ltd. ("Guangzhou Hupin"), increased their paid up registered capital by RMB90,000,000 and RMB50,000,000, respectively. The Group injected registered capital of RMB40,000,000 to Guangzhou Junliang and none for Guangzhou Hupin, meanwhile an independent third party injected capital of RMB50,000,000 to Guangzhou Junliang and Guangzhou Hupin respectively, resulting in deemed disposals of 50% equity interest of both companies. In the opinion of directors, the difference between the fair value and the net asset values disposed of are considered insignificant.

Subsequent to the deemed disposals, the remaining 50% interest of Guangzhou Junliang and Guangzhou Hupin are still held by the Group and they became joint ventures of the Group as in accordance with the shareholders' agreement, relevant activities of Guangzhou Junliang and Guangzhou Hupin require the unanimous consent of all directors.

### 36. RETIREMENT BENEFIT PLANS

According to the relevant laws and regulations in the PRC, the Company's PRC subsidiaries are required to participate in a defined contribution retirement scheme administered by the local municipal government. The Company's PRC subsidiaries contribute funds which are calculated on certain percentage of the average employee salary as agreed by local municipal government to the scheme to fund the retirement benefits of the employees. The principal obligation of the Group with respect to the retirement benefit scheme is to make the required contributions under the scheme.

The Group also operates a Mandatory Provident Fund Scheme for all qualifying employees in Hong Kong. The assets of the scheme are held separately from those of the Group, in funds under the control of trustee. The Group contributes 5% of relevant payroll costs to the scheme and the same amount is matched by employees.

The Group recognised the retirement benefit contributions of RMB182,817,000 (2015: RMB206,399,000) for the year ended December 31, 2016.

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### 37. 抵押資產

於報告期末，已抵押以下資產作為本集團獲授若干銀行及其他融資的擔保：

|         |  | 二零一六年<br>2016<br>人民幣千元<br>RMB'000 | 二零一五年<br>2015<br>人民幣千元<br>RMB'000 |
|---------|--|-----------------------------------|-----------------------------------|
| 投資物業    | Investment properties                  | 12,798,831                        | 12,014,048                        |
| 發展中待售物業 | Properties under development for sales | 30,864,495                        | 31,604,942                        |
| 已抵押銀行存款 | Pledged bank deposits                  | 97,368                            | 240,313                           |
|         |  | 43,760,694                        | 43,859,303                        |

### 37. PLEDGE OF ASSETS

The following assets were pledged to secure certain banking and other facilities granted to the Group at the end of the reporting period:

### 38. 租賃安排

#### 本集團作為出租人

倘超過預定月租，若干物業向租戶收取的或然租金乃根據租戶賺取的營業額的若干百分比釐定。截至二零一六年十二月三十一日止年度確認的或然租金收入為人民幣188,280,000（二零一五年：人民幣197,673,000元）。本集團持作租賃用途的物業已與租戶訂立介乎一至二十年的租期。

於報告期末，本集團已與租戶就以下未來最低租賃款項訂約：

|                 |                                       | 二零一六年<br>2016<br>人民幣千元<br>RMB'000 | 二零一五年<br>2015<br>人民幣千元<br>RMB'000 |
|-----------------|---------------------------------------|-----------------------------------|-----------------------------------|
| 一年內             | Within one year                       | 985,284                           | 755,839                           |
| 第二年至第五年(包括首尾兩年) | In the second to fifth year inclusive | 1,590,715                         | 1,587,029                         |
| 五年後             | After five years                      | 208,949                           | 200,386                           |
|                 |                                       | 2,784,948                         | 2,543,254                         |

### 38. LEASE ARRANGEMENTS

#### The Group as a lessor

Contingent rental for certain properties was charged to tenants and was determined by a certain percentage of turnover earned by the tenants upon they exceed the pre-determined monthly rental. The contingent rental income recognised during the year ended December 31, 2016 amounted to RMB188,280,000 (2015: RMB197,673,000). The properties held by the Group for rental purpose have committed tenants for periods ranging from one to twenty years.

At the end of the reporting period, the Group had contracted with tenants for the following future minimum lease payments:

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### 38. 租賃安排 (續)

#### 本集團作為承租人

於報告期末，本集團根據不可撤銷經營租約就有關租賃物業支付的未來最低租賃款項如下：

|                 |                                       | 二零一六年<br>2016<br>人民幣千元<br>RMB'000 | 二零一五年<br>2015<br>人民幣千元<br>RMB'000 |
|-----------------|---------------------------------------|-----------------------------------|-----------------------------------|
| 一年內             | Within one year                       | 31,689                            | 39,534                            |
| 第二年至第五年(包括首尾兩年) | In the second to fifth year inclusive | 36,554                            | 62,560                            |
| 五年後             | After five years                      | 3,416                             | 5,354                             |
|                 |                                       | 71,659                            | 107,448                           |

經營租賃款項指本集團就租賃土地及其若干辦公物業應付的租金。租賃的平均租期協商為一至十三年，而租金於簽訂租賃協議之日確定。

### 38. LEASE ARRANGEMENTS (Continued)

#### The Group as a lessee

At the end of the reporting period, the Group had the following future minimum lease payments under non-cancellable operating leases in respect of leased properties:

|                 |                                       | 二零一六年<br>2016<br>人民幣千元<br>RMB'000 | 二零一五年<br>2015<br>人民幣千元<br>RMB'000 |
|-----------------|---------------------------------------|-----------------------------------|-----------------------------------|
| 一年內             | Within one year                       | 31,689                            | 39,534                            |
| 第二年至第五年(包括首尾兩年) | In the second to fifth year inclusive | 36,554                            | 62,560                            |
| 五年後             | After five years                      | 3,416                             | 5,354                             |
|                 |                                       | 71,659                            | 107,448                           |

Operating lease payments represent rentals payable by the Group for leasehold land and certain of its office premises. Leases are negotiated for an average term of one to thirteen years and rentals are fixed at the date of signing of lease agreements.

### 39. 承擔

於報告期末，本集團有以下承擔：

|                             |   | 二零一六年<br>2016<br>人民幣千元<br>RMB'000 | 二零一五年<br>2015<br>人民幣千元<br>RMB'000 |
|-----------------------------|---|-----------------------------------|-----------------------------------|
| 已訂約但未於綜合財務報表中作出撥備：          | Contracted but not provided for in the consolidated financial statements:   |                                   |                                   |
| – 有關分類為發展中待售物業及發展中投資物業項目的開支 | – Expenditure in respect of projects classified as properties under development for sales and investment properties under development | 19,211,292                        | 23,221,563                        |
| – 有關購入土地使用權的開支              | – Expenditure in respect of acquisition of land use rights  | 7,306,606                         | 3,973,443                         |
|                             |   | 26,517,898                        | 27,195,006                        |

### 39. COMMITMENTS

At the end of the reporting period, the Group had the following commitments:

|                             |   | 二零一六年<br>2016<br>人民幣千元<br>RMB'000 | 二零一五年<br>2015<br>人民幣千元<br>RMB'000 |
|-----------------------------|---|-----------------------------------|-----------------------------------|
| 已訂約但未於綜合財務報表中作出撥備：          | Contracted but not provided for in the consolidated financial statements:   |                                   |                                   |
| – 有關分類為發展中待售物業及發展中投資物業項目的開支 | – Expenditure in respect of projects classified as properties under development for sales and investment properties under development | 19,211,292                        | 23,221,563                        |
| – 有關購入土地使用權的開支              | – Expenditure in respect of acquisition of land use rights  | 7,306,606                         | 3,973,443                         |
|                             |   | 26,517,898                        | 27,195,006                        |

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## Notes to the Consolidated Financial Statements

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### 39. 承擔 (續)

就合營企業與其他投資者共同作出之承擔，本集團應佔部分如下：

已訂約但未於綜合財務報表中作出撥備：

- 有關分類為發展中待售物業及發展中投資物業項目的開支
- 有關購入土地使用權的開支

### 39. COMMITMENTS (Continued)

The Group's share of the commitments made jointly with other investors relating to its joint ventures are as follows:

|   | 二零一六年<br>2016<br>人民幣千元<br>RMB'000 | 二零一五年<br>2015<br>人民幣千元<br>RMB'000 |
|---|-----------------------------------|-----------------------------------|
| Contracted but not provided for in the consolidated financial statements:   |                                   |                                   |
| — Expenditure in respect of projects classified as properties under development for sales and investment properties under development | 2,598,987                         | 1,504,438                         |
| — Expenditure in respect of acquisition of land use rights  | 469,660                           | —                                 |
|   | <b>3,068,647</b>                  | <b>1,504,438</b>                  |

### 40. 或然負債

於二零一六年十二月三十一日，本集團就物業買方獲授按揭銀行貸款提供人民幣7,889,799,000元(二零一五年：人民幣10,414,147,000元)的擔保。本公司董事認為，本集團該等財務擔保合約的公平值於初始確認時並不重大，所涉訂約方違約的機率極低，因此於擔保合約開始時以及於二零一六年及二零一五年十二月三十一日的報告期末概無確認價值。

本集團向銀行提供有關本集團物業買方之銀行貸款擔保。該等擔保於買方交收物業及相關按揭物業登記完成時由銀行解除。

### 40. CONTINGENT LIABILITIES

The Group provided guarantees amounting to RMB7,889,799,000 (2015: RMB10,414,147,000) as at December 31, 2016 in respect of mortgage bank loans granted to purchasers of the Group's properties. In the opinion of the directors of the Company, the fair values of these financial guarantee contracts of the Group are insignificant at initial recognition and the directors of the Company consider that the possibility of default of the parties involved is remote, accordingly, no value has been recognised at the inception of the guarantee contracts and at the end of the reporting period as at December 31, 2016 and 2015.

Guarantees are given to banks with respect to loans procured by the purchasers of the Group's properties. Such guarantees will be released by banks upon delivery of the properties to the purchasers and completion of the relevant mortgage properties registration.

### 41. 以股份為基礎的付款交易

以權益結算的股份獎勵／購股權計劃：

#### (a) 首次公開發售前股份獎勵計劃

本公司的兩項首次公開發售前股份獎勵計劃根據於二零零七年十一月三十日及二零零九年七月三十一日通過的決議案採納。根據首次公開發售前股份獎勵計劃，本公司向本公司董事及本集團若干僱員授出本公司股份（「獎勵股份」）。首次公開發售前股份獎勵計劃旨在使僱員利益與本公司利益一致、僱員分享所有權榮譽以及獎勵其表現及對本集團的貢獻。首次公開發售前股份獎勵計劃將於二零一七年十一月二十九日終止。

於二零一六年及二零一五年十二月三十一日，所有獎勵股份已根據二零零七年十一月三十日及二零零九年七月三十一日採納之計劃獲授出。

#### (b) 限制性股份激勵計劃

於二零一四年十月二十八日，本公司採納限制性股份激勵計劃。限制性股份激勵計劃旨在認可及激勵本公司董事及本集團僱員的貢獻、提供獎勵、促使本公司挽留現有僱員及吸納更多僱員以及於達致本公司長期業務目標過程中向其提供經濟利益。股份激勵計劃容許本公司向合資格人士派發由一名獨立受託人購入及持有（直至指定的歸屬條件達成為止）的本公司股份作為花紅。限制性股份激勵計劃將於二零二二年十月二十七日終止。

### 41. SHARE-BASED PAYMENT TRANSACTIONS

Equity-settled share award/share option schemes:

#### (a) Pre-IPO share award schemes

The Company's two Pre-IPO share award schemes were adopted pursuant to a resolution passed on November 30, 2007 and July 31, 2009. Under the Pre-IPO share award schemes, the Company has awarded the Company's shares (the "Awarded Shares") to directors of the Company and certain employees of the Group. The objective of the Pre-IPO share award schemes is to align the interests of the employees with those of the Company, to share the pride of ownership among employees and to reward their performance and contribution to the Group. The Pre-IPO share award schemes will be terminated by November 29, 2017.

All Awarded Shares had been granted under the schemes adopted on November 30, 2007 and July 31, 2009 as at December 31, 2016 and 2015.

#### (b) Restricted share award scheme

On October 28, 2014, Restricted share award scheme was adopted by the Company. The objective of the Restricted share award scheme is to recognise and motivate the contribution of directors of the Company and employees of the Group, to provide incentives, to help the Company in retaining its existing employees and recruiting additional employees and to provide them with economic interests in attaining the long-term business objectives of the Company. The share award scheme allows the Company to make bonus payments to eligible persons by way of the Company's shares acquired by and held through an independent trustee until fulfillment of specified conditions before vesting. The Restricted share award scheme will be terminated by October 27, 2022.



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## Notes to the Consolidated Financial Statements

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For the year ended December 31, 2016

### 41. 以股份為基礎的付款交易

(續)

以權益結算的股份獎勵／購股權計劃：(續)

#### (b) 限制性股份激勵計劃(續)

截至二零一六年十二月三十一日止年度，本公司就股份激勵計劃委聘的獨立受託人購入合共54,983,000股(二零一五年：625,000股)本公司股份。就該等股份支付的總代價人民幣579,218,000元(二零一五年：人民幣4,851,000元)已自股東權益扣除。

於截至二零一六年及二零一五年十二月三十一日止年度，概無根據於二零一四年十月二十八日採納的限制性股份激勵計劃獎勵本公司股份。

#### (c) 首次公開發售前購股權計劃

本公司首次公開發售前購股權計劃(「首次公開發售前購股權計劃」)乃根據於二零零七年十一月三十日通過的一項決議案獲採納，主要目的是為本集團董事及合資格僱員提供獎勵，而購股權僅可於二零零七年十一月三十日至本公司股份首次於聯交所開始交易之日(「上市日期」)的前一個營業日止期間發售及授出。根據首次公開發售前購股權計劃，本公司及其附屬公司董事已獲授可認購本公司股份的購股權。首次公開發售前購股權計劃自獲採納之日起為期10年。

### 41. SHARE-BASED PAYMENT TRANSACTIONS

(Continued)

Equity-settled share award/share option schemes: (Continued)

#### (b) Restricted share award scheme (Continued)

During the year ended December 31, 2016, total of 54,983,000 (2015: 625,000) Company's shares were acquired by an independent trustee appointed by the Company for the share award scheme. The aggregate consideration paid for these shares in an amount of RMB579,218,000 (2015: RMB4,851,000) was deducted from shareholders' equity.

During the years ended December 31, 2016 and 2015, there were no Company's shares awarded under the Restricted share award scheme adopted on October 28, 2014.

#### (c) Pre-IPO share option scheme

The Company's Pre-IPO share option scheme (the "Pre-IPO Share Option Scheme") was adopted pursuant to a resolution passed on November 30, 2007 for the primary purpose of providing incentives to directors and eligible employees of the Group, and options can only be offered and granted from November 30, 2007 until the business day before the date on which dealings in the Company's share first commence on the SEHK (the "Listing Date"). Under the Pre-IPO share Option Scheme, the directors of the Company and its subsidiaries were granted options to subscribe for shares in the Company. The term of the Pre-IPO share Option Scheme is 10 years from the date of adoption.

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截至二零一六年十二月三十一日止年度

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### 41. 以股份為基礎的付款交易

(續)

以權益結算的股份獎勵／購股權計劃：(續)

#### (c) 首次公開發售前購股權計劃 (續)

於二零零七年十一月三十日，已授出購股權37,940,000份(包括向董事授出15,588,000份購股權)。於二零一六年十二月三十一日根據首次公開發售前購股權計劃已授出而仍未行使的購股權涉及股份數目為零股(二零一五年：零)，佔二零一六年及二零一五年十二月三十一日本公司股份的零(二零一五年：零)。

因行使根據首次公開發售前購股權計劃及本公司的其他購股權計劃將授出的所有購股權而可能發行的本公司股份總數，不得超過於上市日期本公司已發行股份總數的10%。首次公開發售前購股權計劃的初步行使價為6.46港元，於二零零九年一月一日更改為2.94港元。

因行使根據首次公開發售前購股權計劃及本公司的其他購股權計劃已授出而仍未行使的所有購股權而可能發行的股份數目的全部限額，不得超過不時已發行股份的30%。

截至二零一六年及二零一五年十二月三十一日止年度並無就本公司授出的首次公開發售前購股權計劃項下的購股權確認購股權開支，原因是已於二零一一年度悉數攤銷。

### 41. SHARE-BASED PAYMENT TRANSACTIONS

(Continued)

Equity-settled share award/share option schemes: (Continued)

#### (c) Pre-IPO share option scheme (Continued)

On November 30, 2007, 37,940,000 share options (including 15,588,000 share options granted to directors) were granted. The number of shares in respect of which options had been granted and remained outstanding under the Pre-IPO Share Option Scheme as at December 31, 2016 was nil (2015: nil), representing nil (2015: nil) of the shares of the Company as at December 31, 2016 and 2015.

The total number of the Company's shares which may be issued upon exercise of all options to be granted under the Pre-IPO Share Option Scheme and other share option schemes of the Company shall not exceed 10% of the aggregate of the shares of the Company in issue at the Listing Date. The exercise price of the pre-IPO share option initial at HK\$6.46 and amended to HK\$2.94 effective from January 1, 2009.

The overall limit on the number of shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Pre-IPO Share Option Scheme and other share option schemes of the Company must not exceed 30% of the shares in issue from time to time.

There was no share option expense in relation to the share options under the Pre-IPO Share Option Scheme granted by the Company recognised for the years ended December 31, 2016 and 2015 as the they were fully amortised in 2011.

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### 41. 以股份為基礎的付款交易

(續)

以權益結算的股份獎勵／購股權計劃：(續)

#### (c) 首次公開發售前購股權計劃 (續)

年內所授出購股權之條款及條件如下：

### 41. SHARE-BASED PAYMENT TRANSACTIONS

(Continued)

Equity-settled share award/share option schemes: (Continued)

#### (c) Pre-IPO share option scheme (Continued)

The terms and conditions of the grants that existed during the year are as follows:

|                                     | 購股數目<br>Number of<br>options | 歸屬期間<br>Vesting periods                       | 購股權<br>合約年期<br>Contractual<br>life of<br>options |
|-------------------------------------|------------------------------|---|--|
| 向董事授出購股權：                           |                              |   |  |
| Share options granted to directors: |                              |   |  |
| — 於二零零七年十一月三十日                      | 15,588,000                   | 自授出日期起至二零零九年一月一日為 25%                         | 十年   |
| — on November 30, 2007              |                              | 25% from the date of grant to January 1, 2009 | 10 years   |
|                                     |                              | 自授出日期起至二零一零年一月一日為 25%                         | 十年   |
|                                     |                              | 25% from the date of grant to January 1, 2010 | 10 years   |
|                                     |                              | 自授出日期起至二零一一年一月一日為 25%                         | 十年   |
|                                     |                              | 25% from the date of grant to January 1, 2011 | 10 years   |
|                                     |                              | 自授出日期起至二零一二年一月一日為 25%                         | 十年   |
|                                     |                              | 25% from the date of grant to January 1, 2012 | 10 years   |
| 向僱員授出購股權：                           |                              |   |  |
| Share options granted to employees: |                              |   |  |
| — 於二零零七年十一月三十日                      | 22,352,000                   | 自授出日期起至二零零九年一月一日為 25%                         | 十年   |
| — on November 30, 2007              |                              | 25% from the date of grant to January 1, 2009 | 10 years   |
|                                     |                              | 自授出日期起至二零一零年一月一日為 25%                         | 十年   |
|                                     |                              | 25% from the date of grant to January 1, 2010 | 10 years   |
|                                     |                              | 自授出日期起至二零一一年一月一日為 25%                         | 十年   |
|                                     |                              | 25% from the date of grant to January 1, 2011 | 10 years   |
|                                     |                              | 自授出日期起至二零一二年一月一日為 25%                         | 十年   |
|                                     |                              | 25% from the date of grant to January 1, 2012 | 10 years   |

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截至二零一六年十二月三十一日止年度

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### 41. 以股份為基礎的付款交易

(續)

以權益結算的股份獎勵／購股權計劃：(續)

#### (c) 首次公開發售前購股權計劃 (續)

年內董事及僱員持有的本公司首次公開發售前購股權計劃項下購股權的變動：

### 41. SHARE-BASED PAYMENT TRANSACTIONS

(Continued)

Equity-settled share award/share option schemes: (Continued)

#### (c) Pre-IPO share option scheme (Continued)

The movements of the Company's share options under the Pre-IPO Share Option Scheme held by directors and employees during the year:

|   | 授出日期<br>Grant date               | 行使價<br>港元<br>Exercise price<br>HK\$ | 歸屬期間<br>Vesting period   | 購股權數目<br>Number of options                                       |  |   |
|---|----------------------------------|-------------------------------------|--|--|--|---|
|   |                                  |                                     |  | 於二零一五年<br>一月一日<br>未行使<br>Outstanding<br>at<br>January 1,<br>2015 | 年內已行使<br>Exercised<br>during<br>the year | 於二零一五年<br>十二月三十一日<br>未行使<br>Outstanding<br>at<br>December 31,<br>2015 |
| 購股權<br>Share option   | 二零零七年十一月三十日<br>November 30, 2007 | 2.94                                | 二零零七年<br>十一月三十日至<br>二零一二年一月一日<br>November 30, 2007<br>to January 1, 2012 | 8,088,000  | (8,088,000)                              | —   |
| 於二零一五年<br>十二月三十一日可行使<br>Exercisable at<br>December 31, 2015 |                                  |                                     |  |  |  | 不適用<br>N/A  |

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### 41. 以股份為基礎的付款交易

(續)

以權益結算的股份獎勵／購股權計劃：(續)

#### (d) 首次公開發售前購股權計劃

本公司首次公開發售後購股權計劃(「首次公開發售後購股權計劃」)乃根據於二零零九年十二月二十三日通過的一項決議案獲採納，主要目的是為本集團董事及合資格僱員提供獎勵。根據首次公開發售後購股權計劃，本公司及其附屬公司董事已獲授可認購本公司股份的購股權。首次公開發售後購股權計劃自獲採納之日起為期10年。

於二零零九年十二月二十三日，已授出可認購10,600,000股(包括向董事授出4,550,000股股份)股份的購股權。購股權的行使價為8.44港元。

於二零一一年一月十七日及二零一一年九月二十八日授出可認購46,000,000股(包括向董事授出9,200,000股股份)及150,000,000股(包括向董事授出55,600,000股股份)股份的購股權。購股權之行使價分別為12.528港元及8.28港元。

於二零一四年十一月四日，可認購110,000,000股股份的購股權(包括向董事授予的11,200,000股股份)已授出。購股權之行使價為9.37港元。

### 41. SHARE-BASED PAYMENT TRANSACTIONS

(Continued)

Equity-settled share award/share option schemes: (Continued)

#### (d) Post-IPO share option scheme

The Company's Post-IPO share option scheme (the "Post-IPO Share Option Scheme") was adopted pursuant to a resolution passed on December 23, 2009 for the primary purpose of providing incentives to directors and eligible employees of the Group. Under the Post-IPO Share Option Scheme, the directors of the Company and its subsidiaries were granted options to subscribe for shares in the Company. The term of the Post-IPO Share Option Scheme is 10 years from the date of adoption.

On December 23, 2009, options to subscribe 10,600,000 shares (including 4,550,000 shares granted to directors) were granted. The exercise price of the option is HK\$8.44.

On January 17, 2011 and September 28, 2011, options to subscribe 46,000,000 shares (including 9,200,000 shares granted to directors) and 150,000,000 shares (including 55,600,000 shares granted to directors) were granted. The exercise price of the options are HK\$12.528 and HK\$8.28, respectively.

On November 4, 2014, options to subscribe 110,000,000 shares (include 11,200,000 shares granted to directors) were granted. The exercise price of the option is HK\$9.37.

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### 41. 以股份為基礎的付款交易

(續)

以權益結算的股份獎勵／購股權計劃：(續)

#### (d) 首次公開發售前購股權計劃 (續)

於二零一六年及二零一五年十二月三十一日，根據首次公開發售後購股權計劃已授出未行使購股權可認購之本公司股份數目為220,957,000股及237,671,500股，相當於本公司於二零一六年及二零一五年十二月三十一日股份3.78%及4.07%。

因行使根據首次公開發售後購股權計劃及本公司的其他購股權計劃將予授出的所有購股權而可能發行的本公司股份總數，不得超過於上市日期本公司已發行股份總數的10%。

因行使根據首次公開發售後購股權計劃及本公司的其他購股權計劃已授出而仍未行使的所有購股權而可能發行的股份數目的全部限額，不得超過不時已發行股份30%。

截至二零一六十二月三十一日止年度，本集團就本公司授出的首次公開發售後購股權計劃項下購股權確認總支出人民幣63,978,000元(二零一五年：人民幣101,633,000元)。

### 41. SHARE-BASED PAYMENT TRANSACTIONS

(Continued)

Equity-settled share award/share option schemes: (Continued)

#### (d) Post-IPO share option scheme (Continued)

The number of shares in respect of which options had been granted and remained outstanding under the Post-IPO Share Option Scheme as at December 31, 2016 and 2015 was 220,957,000 and 237,671,500, representing 3.78% and 4.07% of the shares of the Company as at December 31, 2016 and 2015.

The total number of the Company's shares which may be issued upon exercise of all options to be granted under the Post-IPO Share Option Scheme and other share option schemes of the Company shall not exceed 10% of the aggregate of the shares of the Company in issue at the Listing Date.

The overall limit on the number of shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Post-IPO Share Option Scheme and other share option schemes of the Company must not exceed 30% of the shares in issue from time to time.

The Group recognised total expense of RMB63,978,000 (2015: RMB101,633,000) for the year ended December 31, 2016 in relation to share options under the Post-IPO Share Option Scheme granted by the Company.

# 綜合財務報表附註

## Notes to the Consolidated Financial Statements

截至二零一六年十二月三十一日止年度  
For the year ended December 31, 2016

### 41. 以股份為基礎的付款交易

(續)

以權益結算的股份獎勵／購股權計劃：(續)

#### (d) 首次公開發售前購股權計劃 (續)

年內所授出購股權之條款及條件如下

### 41. SHARE-BASED PAYMENT TRANSACTIONS

(Continued)

Equity-settled share award/share option schemes: (Continued)

#### (d) Post-IPO share option scheme (Continued)

The terms and conditions of the grants that existed during the year are as follows:

|   | 授出日期<br>Grant date                              | 購股權數目<br>Number of options                       | 歸屬期間<br>Vesting periods                         | 購股權<br>合約年期<br>Contractual<br>life of<br>options |
|---|---|--|---|--|
| 向董事授出購股權<br>Share options granted<br>to directors | 二零零九年<br>十二月二十三日<br>December 23, 2009           | 4,550,000  | 自授出日期起至二零一零年十二月二十三日為25%                         | 十年   |
|   |   |  | 25% from the date of grant to December 23, 2010 | 10 years   |
|   |   |  | 自授出日期起至二零一一年十二月二十三日為25%                         | 十年   |
|   |   |  | 25% from the date of grant to December 23, 2011 | 10 years   |
|   |   |  | 自授出日期起至二零一二年十二月二十三日為25%                         | 十年   |
|   | 25% from the date of grant to December 23, 2012 | 10 years   |   |  |
|   | 二零一一年<br>一月十七日<br>January 17, 2011              | 9,200,000  | 自授出日期起至二零一二年一月十七日為25%                           | 十年   |
|   |   |  | 25% from the date of grant to January 17, 2012  | 10 years   |
|   |   |  | 自授出日期起至二零一三年一月十七日為25%                           | 十年   |
|   |   |  | 25% from the date of grant to January 17, 2013  | 10 years   |
| 自授出日期起至二零一四年一月十七日為25%                             |   |  | 十年  |  |
| 25% from the date of grant to January 17, 2014    | 10 years  |  |   |  |
| 二零一一年<br>九月二十八日<br>September 28, 2011             | 45,600,000                                      | 自授出日期起至二零一三年九月二十八日為10%                           | 十年  |  |
|   |   | 10% from the date of grant to September 28, 2013 | 10 years  |  |
|   |   | 自授出日期起至二零一四年九月二十八日為30%                           | 十年  |  |
|   |   | 30% from the date of grant to September 28, 2014 | 10 years  |  |
|   |   | 自授出日期起至二零一五年九月二十八日為30%                           | 十年  |  |
| 30% from the date of grant to September 28, 2015  | 10 years  |  |   |  |
| 自授出日期起至二零一六年九月二十八日為30%                            | 十年  |  |   |  |
| 30% from the date of grant to September 28, 2016  | 10 years  |  |   |  |

# 綜合財務報表附註

## Notes to the Consolidated Financial Statements

截至二零一六年十二月三十一日止年度

For the year ended December 31, 2016

### 41. 以股份為基礎的付款交易

(續)

以權益結算的股份獎勵／購股權計劃：(續)

(d) 首次公開發售前購股權計劃  
(續)

### 41. SHARE-BASED PAYMENT TRANSACTIONS

(Continued)

Equity-settled share award/share option schemes: (Continued)

(d) Post-IPO share option scheme (Continued)

| 授出日期<br>Grant date                       | 購股權數目<br>Number of options | 歸屬期間<br>Vesting periods   | 購股權<br>合約年期<br>Contractual<br>life of<br>options                     |
|--|----------------------------|---|--|
| 二零一一年<br>九月二十八日<br>September 28,<br>2011 | 10,000,000                 | 自授出日期起至二零一七年九月二十八日為100%<br>100% from the date of grant to September 28, 2017  | 十年<br>10 years   |
| 二零一四年<br>十一月四日<br>November 4, 2014       | 11,200,000                 | 自授出日期起至二零一五年十一月四日為10%<br>10% from the date of grant to November 4, 2015<br>自授出日期起至二零一六年十一月四日為15%<br>15% from the date of grant to November 4, 2016<br>自授出日期起至二零一七年十一月四日為20%<br>20% from the date of grant to November 4, 2017<br>自授出日期起至二零一八年十一月四日為25%<br>25% from the date of grant to November 4, 2018<br>自授出日期起至二零一九年十一月四日為30%<br>30% from the date of grant to November 4, 2019 | 十年<br>10 years<br>十年<br>10 years<br>十年<br>10 years<br>十年<br>10 years |



# 綜合財務報表附註

## Notes to the Consolidated Financial Statements

截至二零一六年十二月三十一日止年度  
For the year ended December 31, 2016

### 41. 以股份為基礎的付款交易

(續)

以權益結算的股份獎勵／購股權計劃：(續)

(d) 首次公開發售前購股權計劃  
(續)

### 41. SHARE-BASED PAYMENT TRANSACTIONS

(Continued)

Equity-settled share award/share option schemes: (Continued)

(d) Post-IPO share option scheme (Continued)

|   | 授出日期<br>Grant date                       | 購股權數目<br>Number of options | 歸屬期間<br>Vesting periods                         | 購股權<br>合約年期<br>Contractual<br>life of<br>options |          |
|---|--|----------------------------|---|--|----------|
| 向僱員授出購股權<br>Share options granted<br>to employees | 二零零九年<br>十二月二十三日<br>December 23,<br>2009 | 6,050,000                  | 自授出日期起至二零一零年十二月二十三日為 25%                        | 十年   |          |
|   |  |                            | 25% from the date of grant to December 23, 2010 | 10 years   |          |
|   |  |                            | 自授出日期起至二零一一年十二月二十三日為 25%                        | 十年   |          |
|   |  |                            | 25% from the date of grant to December 23, 2011 | 10 years   |          |
|   |  |                            | 自授出日期起至二零一二年十二月二十三日為 25%                        | 十年   |          |
|   |  |                            |   | 25% from the date of grant to December 23, 2012  | 10 years |
|   |  |                            |   | 自授出日期起至二零一三年十二月二十三日為 25%                         | 十年       |
|   |  |                            |   | 25% from the date of grant to December 23, 2013  | 10 years |
|   | 二零一一年<br>一月十七日<br>January 17, 2011       | 36,800,000                 | 自授出日期起至二零一二年一月十七日為 25%                          | 十年   |          |
|   |  |                            | 25% from the date of grant to January 17, 2012  | 10 years   |          |
| 自授出日期起至二零一三年一月十七日為 25%                            |  |                            | 十年  |  |          |
| 25% from the date of grant to January 17, 2013    |  |                            | 10 years  |  |          |
| 自授出日期起至二零一四年一月十七日為 25%                            |  |                            | 十年  |  |          |
|   |  |                            | 25% from the date of grant to January 17, 2014  | 10 years   |          |
|   |  |                            | 自授出日期起至二零一五年一月十七日為 25%                          | 十年   |          |
|   |  |                            | 25% from the date of grant to January 17, 2015  | 10 years   |          |

# 綜合財務報表附註

## Notes to the Consolidated Financial Statements

截至二零一六年十二月三十一日止年度

For the year ended December 31, 2016

### 41. 以股份為基礎的付款交易

(續)

以權益結算的股份獎勵／購股權計劃：(續)

(d) 首次公開發售前購股權計劃  
(續)

### 41. SHARE-BASED PAYMENT TRANSACTIONS

(Continued)

Equity-settled share award/share option schemes: (Continued)

(d) Post-IPO share option scheme (Continued)

| 授出日期<br>Grant date                    | 購股權數目<br>Number of options | 歸屬期間<br>Vesting periods   | 購股權<br>合約年期<br>Contractual<br>life of<br>options                                       |
|---------------------------------------|----------------------------|---|--|
| 二零一一年<br>九月二十八日<br>September 28, 2011 | 94,400,000                 | 自授出日期起至二零一三年九月二十八日為10%<br>10% from the date of grant to September 28, 2013<br>自授出日期起至二零一四年九月二十八日為30%<br>30% from the date of grant to September 28, 2014<br>自授出日期起至二零一五年九月二十八日為30%<br>30% from the date of grant to September 28, 2015<br>自授出日期起至二零一六年九月二十八日為30%<br>30% from the date of grant to September 28, 2016  | 十年<br>10 years<br>十年<br>10 years<br>十年<br>10 years<br>十年<br>10 years                   |
| 二零一四年<br>十一月四日<br>November 4, 2014    | 98,800,000                 | 自授出日期起至二零一五年十一月四日為10%<br>10% from the date of grant to November 4, 2015<br>自授出日期起至二零一六年十一月四日為15%<br>15% from the date of grant to November 4, 2016<br>自授出日期起至二零一七年十一月四日為20%<br>20% from the date of grant to November 4, 2017<br>自授出日期起至二零一八年十一月四日為25%<br>25% from the date of grant to November 4, 2018<br>自授出日期起至二零一九年十一月四日為30%<br>30% from the date of grant to November 4, 2019 | 十年<br>10 years<br>十年<br>10 years<br>十年<br>10 years<br>十年<br>10 years<br>十年<br>10 years |

# 綜合財務報表附註

## Notes to the Consolidated Financial Statements

截至二零一六年十二月三十一日止年度  
For the year ended December 31, 2016

### 41. 以股份為基礎的付款交易

(續)

以權益結算的股份獎勵／購股權計劃：(續)

#### (d) 首次公開發售前購股權計劃 (續)

年內董事及僱員持有的本公司首次公開發售後購股權計劃項下購股權的變動：

二零一六年

### 41. SHARE-BASED PAYMENT TRANSACTIONS

(Continued)

Equity-settled share award/share option schemes: (Continued)

#### (d) Post-IPO share option scheme (Continued)

The movements of the Company's share options under the Post-IPO Share Option Scheme held by directors and employees during the year:

2016

|   | 授出日期<br>Grant date                    | 行使價<br>港元<br>Exercise price<br>HK\$ | 歸屬期間<br>Vesting period   | 購股權數目<br>Number of options                                |  |  |  |
|---|---------------------------------------|-------------------------------------|--|---|--|--|--|
|   |                                       |                                     |  | 於二零一六年<br>一月一日未行使<br>Outstanding<br>at January 1,<br>2016 | 年內已行使<br>(附註)<br>Exercised<br>during<br>the year<br>(Note) | 年內已註銷<br>Cancelled<br>during<br>the year | 於二零一六年<br>十二月三十一日<br>未行使<br>Outstanding<br>at December 31,<br>2016 |
| 購股權<br>Share option   | 二零零九年<br>十二月二十三日<br>December 23, 2009 | 8.44                                | 二零零九年十二月二十三日<br>至二零一三年十二月二十三日<br>December 23, 2009<br>to December 23, 2013 | 400,000   | —  | —  | 400,000  |
|   | 二零一一年<br>一月十七日<br>January 17, 2011    | 12.528                              | 二零一一年一月十七日<br>至二零一五年一月十七日<br>January 17, 2011 to<br>January 17, 2015       | 25,940,000  | (160,000)  | (2,625,000)                              | 23,155,000   |
|   | 二零一一年<br>九月二十八日<br>September 28, 2011 | 8.28                                | 二零一一年九月二十八日<br>至二零一七年九月二十八日<br>September 28, 2011 to<br>September 28, 2017 | 101,376,500   | (6,057,500)  | (1,322,000)                              | 93,997,000   |
|   | 二零一四年<br>十一月四日<br>November 4, 2014    | 9.37                                | 二零一四年十一月四日<br>至二零一九年十一月四日<br>November 4, 2014 to<br>November 4, 2019       | 109,955,000   | (990,000)  | (5,560,000)                              | 103,405,000  |
|   |                                       |                                     |  | 237,671,500   | (7,207,500)  | (9,507,000)                              | 220,957,000  |
| 於二零一六年<br>十二月三十一日可行使<br>Exercisable at<br>December 31, 2016 |                                       |                                     |  |   |  |  | 128,457,000  |
| 加權平均行使價(港元)<br>Weighted average exercise<br>price (HK\$)    |                                       |                                     |  | 9.25  | 8.52   | 10.09                                    | 9.24   |

附註：於行使日期的加權平均股價為  
11.68 港元。

Note: The weighted average share price at the dates of exercise is HK\$11.68.

# 綜合財務報表附註

## Notes to the Consolidated Financial Statements

截至二零一六年十二月三十一日止年度

For the year ended December 31, 2016

### 41. 以股份為基礎的付款交易

(續)

以權益結算的股份獎勵／購股權計劃：(續)

(d) 首次公開發售前購股權計劃  
(續)

二零一五年

### 41. SHARE-BASED PAYMENT TRANSACTIONS

(Continued)

Equity-settled share award/share option schemes: (Continued)

(d) Post-IPO share option scheme (Continued)

2015

|   |                                       |                                     |  | 購股權數目<br>Number of options                                |  |  |  |            |
|---|---------------------------------------|-------------------------------------|--|---|--|--|--|------------|
|   |                                       | 行使價<br>港元<br>Exercise price<br>HK\$ | 歸屬期間<br>Vesting period   | 於二零一五年<br>一月一日未行使<br>Outstanding<br>at January 1,<br>2015 | 年內已行使<br>(附註)<br>Exercised<br>during<br>the year<br>(Note) | 年內已註銷<br>Cancelled<br>during<br>the year | 於二零一五年<br>十二月三十一日<br>未行使<br>Outstanding<br>at December 31,<br>2015 |            |
|   | 授出日期<br>Grant date                    |                                     |  |   |  |  |  |            |
| 購股權<br>Share option   | 二零零九年<br>十二月二十三日<br>December 23, 2009 | 8.44                                | 二零零九年十二月二十三日<br>至二零一三年十二月二十三日<br>December 23, 2009<br>to December 23, 2013 | 4,400,000   | (4,000,000)  | —  | 400,000  |            |
|   | 二零一一年<br>一月十七日<br>January 17, 2011    | 12.528                              | 二零一一年一月十七日<br>至二零一五年一月十七日<br>January 17, 2011<br>to January 17, 2015       | 32,015,500  | (3,020,000)  | (3,055,500)                              | 25,940,000   |            |
|   | 二零一一年<br>九月二十八日<br>September 28, 2011 | 8.28                                | 二零一一年九月二十八日<br>至二零一七年九月二十八日<br>September 28, 2011<br>to September 28, 2017 | 121,765,000   | (9,938,500)  | (10,450,000)                             | 101,376,500  |            |
|   | 二零一四年<br>十一月四日<br>November 4, 2014    | 9.37                                | 二零一四年十一月四日<br>至二零一九年十一月四日<br>November 4, 2014<br>to November 4, 2019       | 110,000,000   | (45,000)   | —  | 109,955,000  |            |
|   |                                       |                                     |  | 268,180,500   | (17,003,500)   | (13,505,500)                             | 237,671,500  |            |
| 於二零一五年<br>十二月三十一日可行使<br>Exercisable at<br>December 31, 2015 |                                       |                                     |  |   |  |  |  | 95,639,500 |
| 加權平均行使價(港元)<br>Weighted average exercise<br>price (HK\$)    |                                       |                                     |  | 9.24  | 9.08   | 9.24                                     | 9.25   |            |

附註：於行使日期的加權平均股價為  
12.17 港元。

Note: The weighted average share price at the dates of exercise is HK\$12.17.

# 綜合財務報表附註

## Notes to the Consolidated Financial Statements

截至二零一六年十二月三十一日止年度  
For the year ended December 31, 2016

### 42. 年度溢利

### 42. PROFIT FOR THE YEAR

|                              |   | 二零一六年<br>2016<br>人民幣千元<br>RMB'000 | 二零一五年<br>2015<br>人民幣千元<br>RMB'000 |
|------------------------------|---|-----------------------------------|-----------------------------------|
| 經扣除(計入)下列各項後的年度溢利：           | Profit for the year has been arrived at after charging (crediting):             |                                   |                                   |
| 核數師酬金                        | Auditor's remuneration  | 4,504                             | 4,300                             |
| 計入銷售成本的物業存貨成本                | Cost of property inventories included in cost of sales                          | 37,257,201                        | 32,901,651                        |
| 視作出售合營企業權益的收益                | Gain on deemed disposal of interests in joint ventures                          | (84,845)                          | (285,414)                         |
| 物業、廠房及設備折舊                   | Depreciation of property, plant and equipment                                   | 46,255                            | 33,164                            |
| 經營租賃的最低租金付款                  | Minimum lease payment of operating lease rentals                                | 43,903                            | 44,355                            |
| 員工成本                         | Staff costs   |                                   |                                   |
| 董事薪酬(包括以權益結算及股份為基礎的付款)(附註43) | Directors' emoluments (including equity-settled share-based payments) (Note 43) | 73,785                            | 64,509                            |
| 其他員工成本                       | Other staff costs   |                                   |                                   |
| 退休福利供款                       | Retirement benefit contributions  | 182,287                           | 205,995                           |
| 以權益結算及股份為基礎的付款               | Equity-settled share-based payments   | 52,217                            | 81,866                            |
| 其他員工成本                       | Other staff costs   | 1,977,293                         | 1,823,651                         |
| 總員工成本                        | Total staff costs   | 2,285,582                         | 2,176,021                         |
| 減：發展中物業的資本化金額                | Less: Amount capitalised to properties under development                        | (486,291)                         | (631,157)                         |
|                              |   | 1,799,291                         | 1,544,864                         |
| 投資物業的最低租金收入                  | Minimum lease income from investment properties                                 | (1,724,813)                       | (1,217,514)                       |
| 或然租金收入                       | Contingent rental income  | (188,280)                         | (197,673)                         |
| 減：產生租金收入的直接開支                | Less: direct expenses that generated rental income                              | 498,353                           | 413,150                           |
|                              |   | (1,414,740)                       | (1,002,037)                       |
| 應佔合營企業稅項(計入應佔合營企業業績)         | Share of tax of joint ventures (included in share of results of joint ventures) | 135,227                           | 91,442                            |

# 綜合財務報表附註

## Notes to the Consolidated Financial Statements

截至二零一六年十二月三十一日止年度

For the year ended December 31, 2016

### 43. 董事、行政總裁及僱員薪酬

根據適用上市規則及公司條例披露的董事及行政總裁於年內的薪酬如下：

### 43. DIRECTORS', CHIEF EXECUTIVE'S AND EMPLOYEES' EMOLUMENTS

Directors' and chief executive's remuneration for the year, disclosed pursuant to the applicable Listing Rules and Companies Ordinance, is as follows:

|                              |                        | 薪金、補貼<br>及實物福利                                     | 表現<br>相關花紅                        | 退休福利                  | 以權益結算<br>的購股權開支                               | 總計               |        |
|------------------------------|------------------------|--|-----------------------------------|-----------------------|---|------------------|--------|
|                              |                        | Salaries,<br>allowances<br>and benefits<br>in kind | Performance<br>related<br>bonuses | Retirement<br>benefit | Equity-<br>settled<br>share option<br>expense | Total            |        |
|                              |                        | 人民幣千元<br>RMB'000                                   | 人民幣千元<br>RMB'000                  | 人民幣千元<br>RMB'000      | 人民幣千元<br>RMB'000                              | 人民幣千元<br>RMB'000 |        |
| 截至二零一六年十二月三十一日止年度            |                        | (附註)<br>(Note)                                     |                                   |                       |   |                  |        |
| Year ended December 31, 2016 |                        |  |                                   |                       |   |                  |        |
| A) 執行董事：                     | A) EXECUTIVE DIRECTORS |  |                                   |                       |   |                  |        |
| 吳亞軍女士                        | Madam Wu Yajun         | —  | 5,000                             | 6,500                 | 106   | —                | 11,606 |
| 邵明曉先生                        | Mr. Shao Mingxiao      | —  | 8,000                             | 11,000                | 106   | 6,980            | 26,086 |
| 顏建國先生                        | Mr. Yan Jianguo        | —  | 5,200                             | 6,760                 | 106   | 1,869            | 13,935 |
| 趙軼先生                         | Mr. Zhao Yi            | —  | 4,200                             | 6,000                 | 106   | 1,490            | 11,796 |
| 李朝江先生                        | Mr. Li Chaojiang       | —  | 3,292                             | 4,290                 | 106   | 1,246            | 8,934  |
| 小計                           | Sub-total              | —  | 25,692                            | 34,550                | 530   | 11,585           | 72,357 |

上述執行董事薪酬主要為與管理本公司及本集團事務有關的服務。

The executive directors' emoluments shown above were mainly for their services in connection with the management of the affairs of the Company and the Group.

# 綜合財務報表附註

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截至二零一六年十二月三十一日止年度  
For the year ended December 31, 2016

### 43. 董事、行政總裁及僱員薪酬 (續)

### 43. DIRECTORS', CHIEF EXECUTIVE'S AND EMPLOYEES' EMOLUMENTS (Continued)

|                                  |   | 薪金、補貼<br>及實物福利                                     | 表現<br>相關花紅                        | 退休福利                  | 以權益結算<br>的購股權開支                               | 總計               |        |
|----------------------------------|---|--|-----------------------------------|-----------------------|---|------------------|--------|
|                                  |   | Salaries,<br>allowances<br>and benefits<br>in kind | Performance<br>related<br>bonuses | Retirement<br>benefit | Equity-<br>settled<br>share option<br>expense | Total            |        |
|                                  |   | 人民幣千元<br>RMB'000                                   | 人民幣千元<br>RMB'000                  | 人民幣千元<br>RMB'000      | 人民幣千元<br>RMB'000                              | 人民幣千元<br>RMB'000 |        |
| (附註)<br>(Note)                   |   |  |                                   |                       |   |                  |        |
| B) 獨立非執行董事：                      | B) INDEPENDENT NON-<br>EXECUTIVE DIRECTORS: |  |                                   |                       |   |                  |        |
| Frederick Peter<br>Churchouse 先生 | Mr. Frederick Peter Churchouse              | 313  | —                                 | —                     | 49  | 362              |        |
| 陳志安先生                            | Mr. Chan Chi On, Derek                      | 313  | —                                 | —                     | 49  | 362              |        |
| 項兵先生                             | Dr. Xiang Bing                              | 313  | —                                 | —                     | 49  | 362              |        |
| 曾鳴先生                             | Dr. Zeng Ming                               | 313  | —                                 | —                     | 29  | 342              |        |
| 小計                               | Sub-total                                   | 1,252  | —                                 | —                     | 176   | 1,428            |        |
| 總計                               | Total                                       | 1,252  | 25,692                            | 34,550                | 530   | 11,761           | 73,785 |

上述獨立非執行董事薪酬主要為身為本公司董事的服務。

The independent non-executive directors' emoluments shown above were mainly for their services as directors of the Company.

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## Notes to the Consolidated Financial Statements

截至二零一六年十二月三十一日止年度

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### 43. 董事、行政總裁及僱員薪酬 (續)

### 43. DIRECTORS', CHIEF EXECUTIVE'S AND EMPLOYEES' EMOLUMENTS (Continued)

|                            | 薪金、補貼<br>及實物福利<br>Salaries,<br>allowances<br>and benefits<br>in kind | 表現<br>相關花紅<br>Performance<br>related<br>bonuses | 退休福利<br>Retirement<br>benefit | 以權益結算<br>的購股權開支<br>Equity-<br>settled<br>share option<br>expense | 總計<br>Total      |
|----------------------------|--|---|-------------------------------|--|------------------|
| 董事袍金<br>Directors'<br>fees | 人民幣千元<br>RMB'000   | 人民幣千元<br>RMB'000                                | 人民幣千元<br>RMB'000              | 人民幣千元<br>RMB'000   | 人民幣千元<br>RMB'000 |

(附註)  
(Note)

截至二零一五年十二月三十一日止年度  
Year ended December 31, 2015

| A) 執行董事： | A) EXECUTIVE DIRECTORS |   |        |        |     |        |        |
|----------|------------------------|---|--------|--------|-----|--------|--------|
| 吳亞軍女士    | Madam Wu Yajun         | — | 5,000  | 5,000  | 89  | —      | 10,089 |
| 邵明曉先生    | Mr. Shao Mingxiao      | — | 7,500  | 7,500  | 97  | 12,550 | 27,647 |
| 韋華寧先生    | Mr. Wei Huaning        | — | 824    | —      | 23  | 2,161  | 3,008  |
| 顏建國先生    | Mr. Yan Jianguo        | — | 4,600  | 4,800  | 97  | 2,500  | 11,997 |
| 趙軼先生     | Mr. Zhao Yi            | — | 3,442  | 4,500  | 98  | 2,207  | 10,247 |
| 小計       | Sub-total              | — | 21,366 | 21,800 | 404 | 19,418 | 62,988 |

上述執行董事薪酬主要為與管理本公司  
及本集團事務有關的服務。

The executive directors' emoluments shown above were mainly for their  
services in connection with the management of the affairs of the Company  
and the Group.



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## Notes to the Consolidated Financial Statements

截至二零一六年十二月三十一日止年度  
For the year ended December 31, 2016

### 43. 董事、行政總裁及僱員薪酬 (續)

### 43. DIRECTORS', CHIEF EXECUTIVE'S AND EMPLOYEES' EMOLUMENTS (Continued)

|                                  |   | 薪金、補貼<br>及實物福利                                     |   |                               | 以權益結算<br>的購股權開支                               |                            |                            |  |
|----------------------------------|---|--|---|-------------------------------|---|----------------------------|----------------------------|--|
|                                  |   | Salaries,<br>allowances<br>and benefits<br>in kind | 表現花紅<br>Performance<br>related<br>bonuses | 退休福利<br>Retirement<br>benefit | Equity-<br>settled<br>share option<br>expense | 總計<br>Total                |                            |  |
|                                  |   | 董事袍金<br>Directors'<br>fees                         | 董事袍金<br>Directors'<br>fees                | 董事袍金<br>Directors'<br>fees    | 董事袍金<br>Directors'<br>fees                    | 董事袍金<br>Directors'<br>fees | 董事袍金<br>Directors'<br>fees |  |
|                                  |   | 人民幣千元<br>RMB'000                                   | 人民幣千元<br>RMB'000                          | 人民幣千元<br>RMB'000              | 人民幣千元<br>RMB'000                              | 人民幣千元<br>RMB'000           | 人民幣千元<br>RMB'000           |  |
|                                  |   | (附註)   |   |                               |   |                            |                            |  |
|                                  |   | (Note)   |   |                               |   |                            |                            |  |
| B) 獨立非執行董事：                      | B) INDEPENDENT NON-<br>EXECUTIVE DIRECTORS: |  |   |                               |   |                            |                            |  |
| Frederick Peter<br>Churchouse 先生 | Mr. Frederick Peter Churchouse              | 293  | —   | —                             | —   | 108                        | 401                        |  |
| 陳志安先生                            | Mr. Chan Chi On, Derek                      | 293  | —   | —                             | —   | 108                        | 401                        |  |
| 項兵先生                             | Dr. Xiang Bing                              | 293  | —   | —                             | —   | 68                         | 361                        |  |
| 曾鳴先生                             | Dr. Zeng Ming                               | 293  | —   | —                             | —   | 65                         | 358                        |  |
| 小計                               | Sub-total                                   | 1,172  | —   | —                             | —   | 349                        | 1,521                      |  |
| 總計                               | Total                                       | 1,172  | 21,366                                    | 21,800                        | 404   | 19,767                     | 64,509                     |  |

上述獨立非執行董事薪酬主要為身為本公司董事的服務。

邵明曉先生亦為本公司的行政總裁，上文披露的酬金包括其擔任行政總裁提供服務的酬金。

年內，概無董事或行政總裁可據此放棄或同意放棄任何薪酬的安排。

附註：本公司執行董事有權獲得花紅付款，花紅付款按本集團及個人於二零一六年及二零一五年十二月三十一日止年度的表現釐定。

The independent non-executive directors' emoluments shown above were mainly for their services as directors of the Company.

Mr. Shao Mingxiao is also the Chief Executive of the Company and his emoluments disclosed above include those for services rendered by him as the Chief Executive.

There was no arrangement under which a director or the chief executive waived or agreed to waive any remuneration during the year.

Note: Executive directors of the Company are entitled to bonus payments which are determined based on performance of the Group and individual for the years ended December 31, 2016 and 2015.

# 綜合財務報表附註

## Notes to the Consolidated Financial Statements

截至二零一六年十二月三十一日止年度

For the year ended December 31, 2016

### 43. 董事、行政總裁及僱員薪酬 (續)

#### 僱員薪酬

本集團五名最高薪酬人士中，三名(二零一五年：三名)為本公司董事，其酬金已於上文披露。餘下兩名(二零一五年：兩名)個別人士的酬金載列如下：

|             |  | 二零一六年<br>2016<br>人民幣千元<br>RMB'000 | 二零一五年<br>2015<br>人民幣千元<br>RMB'000 |
|-------------|--|-----------------------------------|-----------------------------------|
| 薪金、補貼及實物福利  | Salaries allowances and benefits in kind | 7,200                             | 7,350                             |
| 表現相關花紅      | Performance related bonuses              | 13,600                            | 10,260                            |
| 以權益結算的購股權開支 | Equity-settled share option expense      | 3,151                             | 4,684                             |
| 退休福利        | Retirement benefits                      | 209                               | 180                               |
|             |  | 24,160                            | 22,474                            |

非本公司董事的最高薪酬僱員的薪酬介乎以下範圍：

### 43. DIRECTORS', CHIEF EXECUTIVE'S AND EMPLOYEES' EMOLUMENTS (Continued)

#### Employee's emoluments

Of the five individuals with the highest emoluments in the Group, three (2015: three) were directors of the Company whose emolument is included in the disclosures above. The emoluments of the remaining two (2015: two) individuals were as follows:

|             |  | 二零一六年<br>2016<br>人民幣千元<br>RMB'000 | 二零一五年<br>2015<br>人民幣千元<br>RMB'000 |
|-------------|--|-----------------------------------|-----------------------------------|
| 薪金、補貼及實物福利  | Salaries allowances and benefits in kind | 7,200                             | 7,350                             |
| 表現相關花紅      | Performance related bonuses              | 13,600                            | 10,260                            |
| 以權益結算的購股權開支 | Equity-settled share option expense      | 3,151                             | 4,684                             |
| 退休福利        | Retirement benefits                      | 209                               | 180                               |
|             |  | 24,160                            | 22,474                            |

The number of the highest paid employees who are not the directors of the Company whose remuneration fell within the following bands is as follows:

|                              |                                  | 二零一六年<br>2016<br>僱員人數<br>No. of<br>employees | 二零一五年<br>2015<br>僱員人數<br>No. of<br>employees |
|------------------------------|----------------------------------|--|--|
| 14,500,001 港元至 15,000,000 港元 | HK\$14,500,001 to HK\$15,000,000 | —  | 1  |
| 14,000,001 港元至 14,500,000 港元 | HK\$14,000,001 to HK\$14,500,000 | 1  | —  |
| 13,500,001 港元至 14,000,000 港元 | HK\$13,500,001 to HK\$14,000,000 | 1  | —  |
| 12,500,001 港元至 13,000,000 港元 | HK\$12,500,001 to HK\$13,000,000 | —  | 1  |
|                              |                                  | 2  | 2  |

# 綜合財務報表附註

## Notes to the Consolidated Financial Statements

截至二零一六年十二月三十一日止年度  
For the year ended December 31, 2016

### 44. 關連方交易

除載於綜合財務狀況報表及附註22及25的關連方結餘外，及附註31的關連方交易，年內，本集團與其關連方訂立以下重大交易：

#### (a) 合營企業

|          |                                    |
|----------|------------------------------------|
| 物業管理服務收入 | Property management service income |
|----------|------------------------------------|

|                                   |                                   |
|-----------------------------------|-----------------------------------|
| 二零一六年<br>2016<br>人民幣千元<br>RMB'000 | 二零一五年<br>2015<br>人民幣千元<br>RMB'000 |
|-----------------------------------|-----------------------------------|

|   |     |
|---|-----|
| — | 612 |
|---|-----|

#### (b) 主要管理層及董事

|      |                     |
|------|---------------------|
| 銷售物業 | Sales of properties |
| 租金收入 | Rental income       |

#### (b) Key management and director

|                                   |                                   |
|-----------------------------------|-----------------------------------|
| 二零一六年<br>2016<br>人民幣千元<br>RMB'000 | 二零一五年<br>2015<br>人民幣千元<br>RMB'000 |
|-----------------------------------|-----------------------------------|

|        |        |
|--------|--------|
| 53,205 | 86,202 |
| 18     | 83     |

#### (c) 關連公司

|              |   |
|--------------|---|
| 諮詢收入(附註)     | Consultancy income (Note)                 |
| 物業管理服務收入(附註) | Property management service income (Note) |

#### (c) Related companies

|                                   |                                   |
|-----------------------------------|-----------------------------------|
| 二零一六年<br>2016<br>人民幣千元<br>RMB'000 | 二零一五年<br>2015<br>人民幣千元<br>RMB'000 |
|-----------------------------------|-----------------------------------|

|       |       |
|-------|-------|
| 340   | 2,897 |
| 2,527 | —     |

附註：關連公司由吳亞軍女士控制。

Note: The related companies are controlled by Madam Wu Yajun.

(d) 年內已付及應付本公司主要管理層(亦為本公司的董事)的薪酬載於附註43。

(d) The remuneration paid and payable to the key management of the Company, who are the directors of the Company, for the year is set out in note 43.

# 綜合財務報表附註

## Notes to the Consolidated Financial Statements

截至二零一六年十二月三十一日止年度

For the year ended December 31, 2016

### 45. 擁有重大非控制權益之非全資附屬公司詳情

下表呈列擁有重大非控制權益之本集團非全資附屬公司詳情：

### 45. 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:

| 附屬公司名稱<br>Name of subsidiary | 註冊成立/<br>成立地點<br>Place of<br>incorporation/<br>establishment                   | 非控制權益持有的<br>所有權權益及投票權比例<br>Proportion of<br>ownership interests<br>and voting<br>rights held by<br>non-controlling interests |               | 累計<br>非控制權益<br>Accumulated<br>non-controlling<br>interests |                                   |           |
|------------------------------|--|--|---------------|--|-----------------------------------|-----------|
|                              |  | 二零一六年<br>2016  | 二零一五年<br>2015 | 二零一六年<br>2016<br>人民幣千元<br>RMB'000                          | 二零一五年<br>2015<br>人民幣千元<br>RMB'000 |           |
| 北京卓信瑞通投資發展有限公司(「北京卓信瑞通」)(i)  | Beijing Zhuoxinruitong Investment Co., Ltd. ("Beijing Zhuoxinruitong") (i)     | 中國 PRC   | 66%           | —  | 712                               | —         |
| 重慶龍湖嘉凱地產開發有限公司(「重慶嘉凱」)       | Chongqing Longhu Jiakai Real Estate Development Co., Ltd. ("Chongqing Jiakai") | 中國 PRC   | 49%           | 49%  | 1,105,370                         | 1,034,248 |
| 重慶龍湖怡置地產開發有限公司(「重慶怡置」)       | Chongqing Longhu Yizhi Real Estate Development Co., Ltd. ("Chongqing Yizhi")   | 中國 PRC   | 50%           | 50%  | 1,205,517                         | 1,212,676 |
| 重慶興龍湖置地發展有限公司(「重慶興龍湖」)       | Longhu Land Limited ("Longhu Land")  | 中國 PRC   | 50%           | 50%  | 1,399,031                         | 1,320,243 |
| 南京名萬置業有限公司(「南京名萬」)           | Nanjing Mingwan Real Estate Co., Ltd. ("Nanjing Mingwan")                      | 中國 PRC   | 49%           | 49%  | 1,687,598                         | 1,714,350 |
| 青島萬湖置業有限公司(「青島萬湖」)(ii)       | Qingdao Wanhu Real Estate Co., Ltd. ("Qingdao Wanhu") (ii)                     | 中國 PRC   | 74.9%         | —  | 442,826                           | —         |
| 青島萬創置業有限公司(「青島萬創」)(ii)       | Qingdao Wanchuang Real Estate Co., Ltd. ("Qingdao Wanchuang") (ii)             | 中國 PRC   | 74.9%         | —  | 859,263                           | —         |
| 擁有非控制權益的個別非重大附屬公司            | Individually immaterial subsidiaries with non-controlling interests            |  |               |  | 6,650,164                         | 2,061,488 |
|                              |  |  |               |  | 13,350,481                        | 7,343,005 |

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### 45. 擁有重大非控制權益之非全資附屬公司詳情(續)

附註：

- (i) 由於北京卓信瑞通於截至二零一五年十二月三十一日止年度為本集團全資附屬公司，因此於截至二零一五年十二月三十一日止年度概無有關非控制權益的資料須予披露。
- (ii) 青島萬湖及青島萬創為於截至二零一六年十二月三十一日止年度新收購的實體。

|       | 北京卓信瑞通    |         | 重慶嘉凱        |             | 重慶怡置        |           | 龍湖置地        |             | 南京名萬        |           | 青島萬湖      |         | 青島萬創      |         |
|-------|-----------|---------|-------------|-------------|-------------|-----------|-------------|-------------|-------------|-----------|-----------|---------|-----------|---------|
|       | 二零一六年     | 二零一五年   | 二零一六年       | 二零一五年       | 二零一六年       | 二零一五年     | 二零一六年       | 二零一五年       | 二零一六年       | 二零一五年     | 二零一六年     | 二零一五年   | 二零一六年     | 二零一五年   |
|       | 2016      | 2015    | 2016        | 2015        | 2016        | 2015      | 2016        | 2015        | 2016        | 2015      | 2016      | 2015    | 2016      | 2015    |
|       | 人民幣千元     | 人民幣千元   | 人民幣千元       | 人民幣千元       | 人民幣千元       | 人民幣千元     | 人民幣千元       | 人民幣千元       | 人民幣千元       | 人民幣千元     | 人民幣千元     | 人民幣千元   | 人民幣千元     | 人民幣千元   |
|       | RMB'000   | RMB'000 | RMB'000     | RMB'000     | RMB'000     | RMB'000   | RMB'000     | RMB'000     | RMB'000     | RMB'000   | RMB'000   | RMB'000 | RMB'000   | RMB'000 |
| 流動資產  | 518,591   | 1,025   | 3,063,975   | 4,234,172   | 3,621,362   | 700,624   | 5,717,842   | 4,967,206   | 8,887,160   | 3,651,491 | 1,072,240 | —       | 1,147,577 | —       |
| 非流動資產 | 50,000    | —       | 28,274      | 6,580       | 36,100      | 1,220,917 | 234,150     | 250,126     | 19,518      | 485       | 2,153     | —       | 307       | —       |
| 流動負債  | (567,512) | —       | (1,069,813) | (2,689,300) | (2,394,756) | (644,517) | (5,121,262) | (2,570,262) | (5,362,602) | (133,305) | (483,170) | —       | (670)     | —       |
| 非流動負債 | —         | —       | —           | (248,000)   | —           | —         | (32,668)    | (26,585)    | (100,000)   | —         | —         | —       | —         | —       |

本公司董事認為，於北京卓信瑞通、重慶嘉凱、重慶怡置、龍湖置地、南京名萬、青島萬湖及青島萬創的年度溢利(虧損)及全面收益(開支)以及現金流的非控制權益對本集團而言並不重大，故並無披露有關年度溢利(虧損)及全面收益(開支)的財務資料概要。年內並無向非控制權益派付股息。

### 45. DETAILS OF NON-WHOLLY OWNED SUBSIDIARIES THAT HAVE MATERIAL NON-CONTROLLING INTERESTS (Continued)

Notes:

- (i) Since Beijing Zhuoxinruitong was a wholly-owned subsidiary of the Group during the year ended December 31, 2015, therefore no information about the non-controlling interests needs to be disclosed for the year ended December 31, 2015.
- (ii) Qingdao Wanhu and Qingdao Wanchuang are newly acquired entities during the year ended December 31, 2016.

The directors of the Company considered that the non-controlling interests in the profit (loss) and total comprehensive income (expense) for the year and cash flows of Beijing Zhouxinruitong, Chongqing Jiakai, Chongqing Yizhi, Longhu Land, Nanjing Mingwan, Qingdao Wanhu and Qingdao Wanchuang, are not material to the Group and so no summarised financial information on the profit (loss) and total comprehensive income (expense) for the year are disclosed. No dividend was paid to non-controlling interests during the year.

# 綜合財務報表附註

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### 46. 資本風險管理

本集團管理資本以確保本集團的實體能持續經營，同時透過優化債務及股本結餘為股東帶來最大回報。

本集團的資本結構包括債務淨額(包括分別於附註26及27披露的借款及優先票據)、現金及現金等價物淨額以及本公司擁有人應佔權益(包括已發行股本、儲備及保留盈利)。

本公司董事定期審閱資本架構。作為該審閱的一部分，本公司董事考慮資本成本及與各類資本有關的風險，並採取適當措施平衡整體資本架構。

### 47. 金融工具

#### (a) 金融工具類別

| 金融資產                    | Financial assets   |
|-------------------------|--|
| 可供出售投資                  | Available-for-sale investments                                     |
| 指定為對沖工具的衍生金融工具          | Derivative financial instruments designated as hedging instruments |
| 貸款及應收款項<br>(包括現金及現金等價物) | Loans and receivables<br>(including cash and cash equivalents)     |
| 金融負債                    | Financial liabilities  |
| 攤銷成本                    | Amortised cost   |
| 其他衍生金融工具                | Other derivative financial instruments                             |

### 46. 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 capital structure of the Group consists of net debts, which includes, where appropriate, the borrowings and senior notes disclosed in notes 26 and 27 respectively, net of cash and cash equivalents and equity attributable to owners of the Company, comprising issued share capital, reserves and retained earnings.

The directors of the Company review the capital structure on a regular basis. As part of this review, the directors of the Company consider the cost of capital and the risks associated with each class of capital, and take appropriate actions to balance its overall capital structure.

### 47. FINANCIAL INSTRUMENTS

#### (a) Categories of financial instruments

| 二零一六年<br>2016<br>人民幣千元<br>RMB'000 | 二零一五年<br>2015<br>人民幣千元<br>RMB'000 |
|-----------------------------------|-----------------------------------|
| 180,021                           | 130,920                           |
| 988,746                           | 701,083                           |
| 28,587,913                        | 28,233,094                        |
| 83,744,502                        | 72,106,788                        |
| 215,915                           | —                                 |

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### 47. 金融工具 (續)

#### (b) 金融風險管理目標及政策

本集團的主要金融工具包括可供出售投資、衍生金融工具、應收賬款、應收票據及其他應收款項、應收(應付)非控制權益、聯營公司及合營企業款項、已抵押銀行存款、銀行結餘及現金、應付賬款及票據、其他應付款項、應付一名聯營公司控股股東款項、銀行及其他借款及優先票據。該等金融工具的詳情載於各相應附註。與該等金融工具相關的風險及減低該等風險的政策載於下文。管理層管理及監控該等風險以確保能適時有效地採取適當措施。

#### (c) 市場風險

本集團的業務主要面對利率變動、外幣匯率變動風險及其他價格風險的市場風險(見下文)。

本集團於年內面對的市場風險或其管理及計量該等風險的方法概無重大變動。

#### 利率風險管理

由於銀行結餘與銀行及其他借款(按現行市場利率及根據中國人民銀行所報利率及香港銀行同業拆息計算的浮動利率計息)的現行市場利率波動,因此本集團面對現金流量利率風險。

本集團亦面對主要與已抵押銀行存款以及按固定利率計息之銀行及其他借款及優先票據有關的公平值利率風險。

管理層旨在透過交叉貨幣利率掉期維持適當水平的重大定息銀行及其他借款。為達致前述結果,本集團訂定交叉貨幣利率掉期以對沖因借款利率變動而產生的若干風險。管理層採納的政策乃保證本集團所有重大銀行及其他借款均有效地以固定利率計息,包括訂定借貸協議內的合約條款或使用交叉貨幣利率掉期。

### 47. FINANCIAL INSTRUMENTS (Continued)

#### (b) Financial risk management objectives and policies

The Group's major financial instruments include available-for-sale investments, derivative financial instruments, accounts and other receivables, amounts due from (to) non-controlling interests, associates and joint ventures, pledged bank deposits, bank balances and cash, accounts and bills payables, other payables, amount due to a controlling shareholder of an associate, bank and other borrowing and senior notes. Details of these financial instruments are set out in respective notes. The risks associated with these financial instruments and the policies on how to mitigate these risks are set out below. The management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

#### (c) Market risk

The Group's activities expose primarily to the market risks of changes in interest rates, foreign currency exchange rates risks and other price risk (see below).

There has been no significant change to the Group's exposure to market risk or the manner in which it manages and measures the risk over the year.

#### Interest rate risk management

The Group is exposed to cash flow interest rate risk due to the fluctuation of the prevailing market interest rate on bank balances and bank and other borrowings which carried at prevailing market interest rates and variable rate based on the interest rates quoted by the People's Bank of China and Hong Kong Interbank Offered Rate, respectively.

The Group is also exposed to fair value interest rate risk relates primarily to pledged bank deposits, bank and other borrowings and senior notes which carried fixed interest rate.

The management aims at keeping material bank and other borrowings at fixed rates at appropriate level by entering into cross currency interest rate swaps. In order to achieve this result, the Group entered into cross currency interest rate swaps to hedge against certain exposures to changes in interest rates of the bank borrowings. The management adopts a policy of ensuring that all the material bank and other borrowings of the Group are effectively on a fixed rate basis, either through the contractual terms of the loan facilities agreements or through the use of cross currency interest rate swaps.

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### 47. 金融工具 (續)

#### (c) 市場風險 (續)

##### 利率風險管理 (續)

於報告期末本集團訂立的交叉貨幣利率掉期及銀行及其他借款的詳情分別載於附註28及26。

本集團面對與金融負債有關的利率風險，詳情載於本附註流動資金風險管理一節。本集團現金流量利率主要集中在本集團以人民幣計值的借款所產生的中國人民銀行所報利率波動。

##### 利率敏感度

以下敏感度分析乃基於報告期末面對的以浮動利率計息之非衍生工具（銀行結餘與銀行及其他借款）利率風險以及假設於報告期末未償還的金融工具於整年未償還而作出。公司內部向主要管理人員匯報利率風險時會以升跌200個基點（就銀行及其他借款而言）及升跌100個基點（就銀行結餘而言）為基準，即管理人員分別評估銀行及其他借款以及銀行結餘利率的可能變動。

於報告期末，倘利率上升／下降200個基點（就銀行及其他借款而言），而所有其他變數維持不變，並經計及指定為對沖工具的利率掉期及交叉貨幣利率掉期及利息成本資本化的影響後，本集團截至二零一六年十二月三十一日止年度溢利增加／減少人民幣20,674,000（二零一五年：人民幣14,835,000）。

此外，倘利率上升／下降100個基點（就銀行存款而言），而所有其他變數維持不變，則本集團截至二零一六年十二月三十一日止年度溢利將增加／減少人民幣129,410,000元（二零一五年：人民幣134,377,000元）。

### 47. FINANCIAL INSTRUMENTS (Continued)

#### (c) Market risk (Continued)

##### Interest rate risk management (Continued)

Details of the Group's cross currency interest rate swaps and bank and other borrowings entered into by the Group at the end of the reporting period are set out in notes 28 and 26, respectively.

The Group's exposures to interest rates on financial liabilities are detailed in the liquidity risk management section of this note. The Group cash flow interest rate is mainly concentrated on the fluctuation of the interest rates quoted by the People's Bank of China arising from the Group's RMB denominated borrowings.

##### Interest rate sensitivity

The sensitivity analyses below have been prepared based on the exposure to interest rates for non-derivative instruments carried at variable rates (bank balances and bank and other borrowings) at the end of the reporting period and assuming the financial instruments outstanding at the end of the reporting period were outstanding for the whole year. A 200 basis point increase or decrease for bank and other borrowings and a 100 basis point increase or decrease for bank balances are used when reporting interest rate risk internally to key management personnel and represent management's assessment of the possible change in interest rate in respect of bank and other borrowings and bank balances respectively.

At the end of the reporting period, if interest rates had been increased/decreased by 200 basis points in respect of bank and other borrowings and all other variables were held constant, the Group's post-tax profit for the year would increase/decrease by RMB20,674,000 (2015: RMB14,835,000) for the year ended December 31, 2016, after taking into effects of the cross currency interest rate swaps designated as hedging instruments and capitalisation of interest costs.

In addition, if interest rate had been increased/decreased by 100 basis points in respect of bank deposits, with all other variables held constant, the Group's post-tax profit for the year would increase/decrease by RMB129,410,000 (2015: RMB134,377,000) for the year ended December 31, 2016.



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### 47. 金融工具 (續)

#### (c) 市場風險 (續)

##### 外幣風險管理

本集團的全部收入均以人民幣收款，且大部分開支(包括物業銷售所致的開支)以及資本開支亦以人民幣計值。

本集團面對的貨幣風險主要來自個別附屬公司以非功能貨幣計值的借款。本集團訂定交叉貨幣利率掉期以對沖以外幣計值的若干重大銀行借款。有鑒於此，管理層認為所面對的貨幣風險淨額保持於合適水平。本集團的政策是磋商對沖衍生工具的條款以符合對沖項目的條款從而將對沖效率最大化。於報告期末本集團訂定交叉貨幣利率掉期的詳情載列於附註28。

此外，本集團亦面對以外幣計值的銀行存款所產生的貨幣風險。管理層保持以不同貨幣計值的銀行存款組合及將所面對的貨幣風險保持在適當水平。

本集團於各呈報日期以外幣計值的貨幣資產及貨幣負債(受指定為對沖工具的交叉貨幣利率掉期影響的銀行借款除外)的賬面值如下：

|           |                    | 二零一六年<br>2016<br>人民幣千元<br>RMB'000 | 二零一五年<br>2015<br>人民幣千元<br>RMB'000 |
|-----------|--------------------|-----------------------------------|-----------------------------------|
| <b>資產</b> | <b>Assets</b>      |                                   |                                   |
| 美元        | USD                | 578,167                           | 4,788                             |
| 港元        | HKD                | 4,043                             | 33,456                            |
| <b>負債</b> | <b>Liabilities</b> |                                   |                                   |
| 美元        | USD                | 2,869,925                         | 4,121,946                         |
| 港元        | HKD                | 89,397                            | 6,594,672                         |

### 47. FINANCIAL INSTRUMENTS (Continued)

#### (c) Market risk (Continued)

##### Foreign currency risk management

The Group collects all of its revenue in RMB and most of the expenditures including expenditures incurred in property sales as well as capital expenditures are also denominated in RMB.

The Group is exposed to currency risk primarily arising from borrowings denominated in currencies other than the functional currency of individual subsidiaries. The Group entered into cross currency interest rate swaps to hedge certain material bank borrowings denominated in foreign currencies. Given this, the management considers that the net exposure to currency risk is kept to an appropriate level. It is the Group's policy to negotiate the terms of the hedge derivatives to match the terms of the hedged item to maximise hedge effectiveness. Details of the cross currency interest rate swaps entered into by the Group at the end of the reporting period are set out in note 28.

The Group is also exposed to currency risk arising from bank deposits denominated in foreign currencies. The management maintains the portfolio of bank deposits denominated in different currencies and the exposure to currency risk is kept to an appropriate level.

The carrying amount of the Group's foreign currency denominated monetary assets and monetary liabilities (other than bank borrowings subject to cross currency interest rate swaps designated as hedging instruments) at the respective reporting date are as follows:

# 綜合財務報表附註

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For the year ended December 31, 2016

### 47. 金融工具 (續)

#### (c) 市場風險 (續)

##### 外幣敏感度分析

本集團主要面對美元及港元兌人民幣的匯率波動風險。

下表詳述本集團有關人民幣兌相關外幣匯率增加及減少5%的敏感度。敏感度分析僅包括未換算的外幣計值貨幣項目(受指定為對沖工具的交叉貨幣利率掉期影響的銀行借款除外)，並於年末調整其換算以反映外匯匯率的5%變動。5%為用於向主要管理層人員內部報告外幣風險的敏感度利率，並為管理層對外匯匯率合理可能變動的評估。敏感度分析包括以外幣計值的銀行借款以及銀行結餘及已抵押銀行存款。正數表示人民幣兌相關外幣升值時年度溢利的增加。倘人民幣兌相關外幣貶值5%，則對年度溢利帶來同等的負面影響。

| 美元   | USD                 |
|------|---------------------|
| 年度溢利 | Profit for the year |
| 港元   | HKD                 |
| 年度溢利 | Profit for the year |

#### (c) 市場風險 (續)

##### 其他價格風險

本集團因可供出售投資面對股價波動風險。然而，管理層認為本公司面對的股價波動風險甚微。

### 47. FINANCIAL INSTRUMENTS (Continued)

#### (c) Market risk (Continued)

##### Foreign currency risk management (Continued)

##### Foreign currency sensitivity analysis

The Group mainly exposes to foreign exchange fluctuation of USD and HKD against RMB.

The following table details of the Group's sensitivity to a 5% increase and decrease in RMB against the relevant foreign currencies. The sensitivity analysis includes only outstanding foreign currency denominated monetary items (other than the bank borrowings subject to cross currency interest rate swaps designated as hedging instruments) and adjusts their translation at the year end for a 5% change in foreign currency rates. 5% is the sensitivity rate used when reporting foreign currency risk internally to key management personnel and represents management's assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis includes bank borrowings as well as bank balances and pledged bank deposits denominated in foreign currencies. A positive number indicates an increase in post-tax profit for the year where the RMB strengthens against the relevant currencies. For a 5% weakening of RMB against the relevant currencies, there would be an equal and opposite impact on the post-tax profit for the year.

|      |                     | 二零一六年<br>2016<br>人民幣千元<br>RMB'000 | 二零一五年<br>2015<br>人民幣千元<br>RMB'000 |
|------|---------------------|-----------------------------------|-----------------------------------|
| 美元   | USD                 |                                   |                                   |
| 年度溢利 | Profit for the year | 114,588                           | 205,858                           |
| 港元   | HKD                 |                                   |                                   |
| 年度溢利 | Profit for the year | 4,268                             | 328,061                           |

#### (c) Market risk (Continued)

##### Other price risk

The Group is exposed to equity price risk through its available-for-sale investments. However, the management considers that the Company's exposure to fluctuation in equity price is minimal.

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### 47. 金融工具 (續)

#### (d) 信貸風險管理

於各報告期末，本集團所面對並因對手方未能履行責任及本集團發出金融擔保而導致本集團產生財務虧損的最大信貸風險，乃產生自綜合財務狀況報表內所列各已確認金融資產的賬面值，以及附註40所披露的或然負債金額。為將信貸風險降至最低，已執行監管程序確保採取跟進行動收回過期債務。此外，本集團於報告期末定期審閱每項個別貿易、票據及其他應收款項，以及應收關連方款項的可收回金額。呈列於綜合財務狀況報表中的金額乃扣除呆壞賬撥備，並由本集團管理層基於過往經驗及其對現時經濟環境的評估進行估算。

由於對手方均為國際評級機構給予高信貸評級的銀行或中國的國有銀行，故流動資金信貸風險有限。

除存於多家高信貸評級銀行的流動資金及應收非控制權益、聯營公司及合營企業款項有信貸風險集中的情況外，本集團的風險分佈於多個對手方及客戶，故並無重大集中信貸風險。

### 47. FINANCIAL INSTRUMENTS (Continued)

#### (d) Credit risk management

At each of the end of the reporting period, 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 issued by the Group is arising from the carrying amount of the respective recognised financial assets as stated in the consolidated statement of financial position and the amount of contingent liabilities disclosed in note 40. In order to minimise the credit risk, monitoring procedures are carried out to ensure that follow up action is taken to recover overdue debts. In addition, the Group reviews regularly the recoverable amount of each individual accounts, bills and other receivables and amounts due from related parties at the end of the reporting period. The amounts presented in the consolidated statement of financial position are net of allowances for bad and doubtful debts, estimated by the Group's management based on prior experience and their assessment of the current economic environment.

The credit risk on liquid funds 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 non-controlling interests, associates and joint ventures, the Group has no significant concentration of credit risk, in which exposure is spread over a number of counterparties and customers.

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For the year ended December 31, 2016

### 47. 金融工具 (續)

#### (d) 信貸風險管理 (續)

就已預售但未竣工的物業而言，本集團通常就買方借入按揭貸款以為購買物業籌集資金而向銀行提供擔保，擔保金額最高為個別物業購買價的70%。倘買方於擔保期間未能償還按揭，則持有按揭的銀行可要求本集團償還未償還貸款及任何有關應計利息。在此情況下，本集團可沒收已收銷售按金並轉售收回的物業。因此，管理層認為本集團將有可能收回擔保引致的任何虧損。管理層認為，由於該等融資以物業擔保而物業的市價高於擔保金額，故提供予置業者的金融擔保面對的信貸風險有限。就此而言，本公司董事認為，本集團的信貸風險已大幅降低。

#### (e) 流動資金風險

本集團的目標是在持續取得資金與靈活使用借款之間維持平衡。本公司董事密切監察流動資金狀況，預期會有足夠資金來源來為本集團的項目及經營提供融資。

下表詳列本集團非衍生金融負債基於協定還款期的預期剩餘合約到期日。該表按本集團可能須付款的最早日期的金融負債之未貼現現金流量編製。表中包括利息及本金現金流量。

### 47. FINANCIAL INSTRUMENTS (Continued)

#### (d) Credit risk management (Continued)

For properties that are presold but development has not been completed, the Group typically provides guarantees to banks in connection with the purchasers' 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 resell the repossessed properties. Therefore, the management considers the Group would likely recover any loss incurred arising from the guarantees. The management considers the credit risk exposure to financial guarantees provided to property purchasers is limited because the facilities are secured by the properties and the market price of the properties is higher than the guaranteed amounts. In this regard, the directors of the Company consider that the Group's credit risk is significantly reduced.

#### (e) Liquidity risk

The Group's objective is to maintain a balance between continuity of funding and the flexibility through the use of borrowings. The directors of the Company closely monitor the liquidity position and expect to have adequate sources of funding to finance the Group's projects and operations.

The following table details the Group's expected remaining contractual maturity for its non-derivative financial liabilities based on agreed repayment terms. The table has been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. The table includes both interest and principal cash flows.

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## Notes to the Consolidated Financial Statements

截至二零一六年十二月三十一日止年度  
For the year ended December 31, 2016

### 47. 金融工具 (續)

#### (e) 流動資金風險 (續)

倘利息按浮動利率計算，則已貼現金額按報告期末當時的利率計算。

### 47. FINANCIAL INSTRUMENTS (Continued)

#### (e) Liquidity risk (Continued)

To the extent that interest flows are floating rate, the discounted amount is derived from interest rates existing at the end of the reporting period.

|         |                                      | 於二零一六年<br>十二月<br>三十一日<br>的賬面值           |   |                  |                   |                    |                  |                  | 未貼現現金<br>流量總額    |
|---------|--------------------------------------|---|---|------------------|-------------------|--------------------|------------------|------------------|------------------|
|         |                                      | 加權平均<br>利率                              | 0至60日   | 61至180日          | 181至365日          | 1至2年               | 2至3年             | 超過3年             | Total            |
|         |                                      | Weighted<br>average<br>interest<br>rate | Carrying<br>amount at<br>December 31,<br>2016 | 0 to 60<br>days  | 61 to 180<br>days | 181 to 365<br>days | 1 to 2<br>years  | 2 to 3<br>years  | Over<br>3 years  |
|         |                                      |   | 人民幣千元<br>RMB'000                              | 人民幣千元<br>RMB'000 | 人民幣千元<br>RMB'000  | 人民幣千元<br>RMB'000   | 人民幣千元<br>RMB'000 | 人民幣千元<br>RMB'000 | 人民幣千元<br>RMB'000 |
| 非衍生金融負債 | Non-derivative financial liabilities |   |   |                  |                   |                    |                  |                  |                  |
| 不計息     | Non-interest bearing                 | —                                       | 25,872,432                                    | 5,753,188        | 8,590,810         | 11,528,434         | —                | —                | 25,872,432       |
| 定息工具    | Fixed interest rate instruments      | 4.33%                                   | 31,781,889                                    | 134,496          | 753,214           | 308,290            | 2,447,101        | 6,008,876        | 34,069,157       |
| 浮息工具    | Variable interest rate instruments   | 4.70%                                   | 26,090,181                                    | 1,273,980        | 709,363           | 4,328,857          | 7,038,486        | 10,222,812       | 28,405,492       |
| 財務擔保合約  | Financial guarantee contracts        | —                                       | —   | 7,889,799        | —                 | —                  | —                | —                | 7,889,799        |
|         |                                      |   | 83,744,502                                    | 15,051,463       | 10,053,387        | 16,165,581         | 9,485,587        | 16,231,688       | 29,249,174       |
|         |                                      |   |   |                  |                   |                    |                  |                  | 96,236,880       |

# 綜合財務報表附註

## Notes to the Consolidated Financial Statements

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For the year ended December 31, 2016

### 47. 金融工具 (續)

#### (e) 流動資金風險 (續)

|         |                                      | 於二零一五年<br>十二月<br>加權平均<br>利率<br>的賬面值     |                                   |                          |                              |                                |                         |                         | 未貼現現金<br>流量總額           |                                     |
|---------|--------------------------------------|---|-----------------------------------|--------------------------|------------------------------|--------------------------------|-------------------------|-------------------------|-------------------------|-------------------------------------|
|         |                                      | Weighted<br>average<br>interest<br>rate | amount at<br>December 31,<br>2015 | 0至60日<br>0 to 60<br>days | 61至180日<br>61 to 180<br>days | 181至365日<br>181 to 365<br>days | 1至2年<br>1 to 2<br>years | 2至3年<br>2 to 3<br>years | 超過3年<br>Over<br>3 years | Total<br>undiscounted<br>cash flows |
|         |                                      |   | 人民幣千元<br>RMB'000                  | 人民幣千元<br>RMB'000         | 人民幣千元<br>RMB'000             | 人民幣千元<br>RMB'000               | 人民幣千元<br>RMB'000        | 人民幣千元<br>RMB'000        | 人民幣千元<br>RMB'000        | 人民幣千元<br>RMB'000                    |
| 非衍生金融負債 | Non-derivative financial liabilities |   |                                   |                          |                              |                                |                         |                         |                         |                                     |
| 不計息     | Non-interest bearing                 | —                                       | 19,841,208                        | 4,292,763                | 7,365,118                    | 8,183,327                      | —                       | —                       | —                       | 19,841,208                          |
| 定息工具    | Fixed interest rate instruments      | 5.58%                                   | 18,067,867                        | 1,672,335                | 663,752                      | 675,832                        | 1,240,946               | 3,563,115               | 15,576,223              | 23,392,203                          |
| 浮息工具    | Variable interest rate instruments   | 5.18%                                   | 34,197,713                        | 622,170                  | 1,554,460                    | 3,332,424                      | 15,012,726              | 9,023,857               | 9,005,666               | 38,551,303                          |
| 財務擔保合約  | Financial guarantee contracts        | —                                       | —                                 | 10,414,147               | —                            | —                              | —                       | —                       | —                       | 10,414,147                          |
|         |                                      |   | 72,106,788                        | 17,001,415               | 9,583,330                    | 12,191,583                     | 16,253,672              | 12,586,972              | 24,581,889              | 92,198,861                          |

上述非衍生金融負債之浮息工具金額會因浮動利率變動不同於報告期末所釐定的利率估計變動而調整。

計入上述財務擔保合約之金額為倘擔保的交易方索償，本集團根據安排須清償的全部擔保的最高金額。基於報告期末的預計，本集團認為根據該安排很有可能並無應付款項。然而，此估計視乎交易方根據擔保索償的可能性而改變，而提出索償之可能性則取決於交易方所持獲擔保金融應收款項遭受信貸損失的可能性。

### 47. FINANCIAL INSTRUMENTS (Continued)

#### (e) Liquidity risk (Continued)

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.

The amounts included above for financial guarantee contracts are the maximum amounts the Group could be required to settle under the arrangement for the full guaranteed amount if that amount is claimed by the counterparty to the guarantee. Based on expectations at the end of 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.

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### 47. 金融工具 (續)

#### (f) 金融工具的公平值計量

本集團部份金融資產及負債於各報告期末按公平值計量。下表提供如何計量公平值(特別是所使用之估值技術及輸入數據),其輸入數據之可觀測程度以釐定該等金融資產及負債之公平值,及公平值計量所劃分之公平值級別(第一至三層級)之資料。

### 47. FINANCIAL INSTRUMENTS (Continued)

#### (f) Fair value measurements of financial instruments

Some of the Group's financial assets and liabilities are measured at fair value at the end of each reporting period. The following table gives information about how the fair values of these financial assets and liabilities are determined (in particular, the valuation technique(s) and inputs used), as well as the level of the fair value hierarchy into which the fair value measurements are categorised (levels 1 to 3) based on the degree to which the inputs to the fair value measurements is observable.

| 金融資產/負債<br>Financial assets/liabilities   | 於十二月三十一日之公平值<br>Fair value as at<br>December 31, |                                   | 公平值等級<br>Fair value<br>hierarchy | 估值技術及主要輸入數據<br>Valuation techniques and key inputs   |
|---|--|-----------------------------------|----------------------------------|--|
|   | 二零一六年<br>2016<br>人民幣千元<br>RMB'000                | 二零一五年<br>2015<br>人民幣千元<br>RMB'000 |                                  |  |
| Cross currency interest rate swaps classified as derivative financial instruments in the consolidated statement of financial position | Assets:<br>988,746                               | Assets:<br>701,083                | Level 2                          | Discounted cash flows. Future cash flows are estimated based on forward exchange rates and interest rates (from observable forward exchange rates and yield curves at the end of the reporting period) and contracted forward rates and interest rates, discounted at a rate that reflects the credit risk of the Group or the counterparties, as appropriate. |
| 綜合財務狀況報表分類為衍生金融工具之交叉貨幣利率掉期  | 資產:<br>988,746                                   | 資產:<br>701,083                    | 第二層級                             | 貼現現金流量。根據遠期匯率及利率(於報告期末可觀察的遠期匯率及收益曲線)及已訂約的遠期比率及利率來估計未來現金流量,並採用一個能夠反映本集團或對手信貸風險的比率將之貼現(如適用)。   |
| Early redemption option derivatives in relation to the domestic corporate bonds issued by the Group                                   | Liabilities:<br>215,915                          | Liabilities: -                    | Level 2                          | The fair value of early redemption options are determined by assessing the difference between the fair values of the bonds by quoted price and the pure bond value.  |
| 與本集團所發行境內公司債券有關之提早贖回權衍生工具   | 負債:<br>215,915                                   | 負債: -                             | 第二層級                             | 計入第二層級之金融資產及金融負債之公平值按公認定價模式基於貼現現金流量分析釐定,主要輸入數據為貼現率,該輸入數據反應了交易對手的信用風險。  |

# 綜合財務報表附註

## Notes to the Consolidated Financial Statements

截至二零一六年十二月三十一日止年度

For the year ended December 31, 2016

### 47. 金融工具 (續)

#### (f) 金融工具的公平值計量 (續)

本年度及過往年度，第一層級及第二層級之間並無任何轉換。

除分別於附註26及27披露的註有公平值的債券及優先票據、衍生金融工具人民幣988,746,000元(二零一五年：人民幣701,083,000元)及其他衍生金融工具人民幣215,915,000元(二零一五年：零)外，本公司董事認為，報告期末於綜合財務狀況報表內以攤銷成本列賬之金融資產及金融負債的賬面值與其公平值相若。

計入第二層級之金融資產及金融負債之公平值按公認定價模式基於貼現現金流量分析釐定，主要輸入數據為貼現率，該輸入數據反應了交易對手的信用風險。

### 47. FINANCIAL INSTRUMENTS (Continued)

#### (f) Fair value measurements of financial instruments (Continued)

There were no transfers between Level 1 and 2 in the current and prior years.

Except for the bonds and senior notes with fair value disclosed in notes 26 and 27 respectively, the derivative financial instruments of RMB988,746,000 (2015: RMB701,083,000) and other derivative financial instruments of RMB215,915,000 (2015: nil), the directors of the Company consider that the carrying amounts of financial assets and financial liabilities recorded at amortised cost in the consolidated statement of financial position approximate their respective fair values at the end of the reporting period.

The fair values of the financial assets and financial liabilities included in Level 2 have been determined in accordance with generally accepted pricing models based on a discounted cash flow analysis with the most significant inputs being the discount rate that reflects the credit risk of counterparties.



# 綜合財務報表附註

## Notes to the Consolidated Financial Statements

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### 48. 本公司財務資料

(a) 本公司財務狀況之財務資料：

### 48. FINANCIAL INFORMATION OF THE COMPANY

(a) Financial information of the financial position of the Company:

|                         |   | 二零一六年<br>2016<br>人民幣千元<br>RMB'000 | 二零一五年<br>2015<br>人民幣千元<br>RMB'000 |
|-------------------------|---|-----------------------------------|-----------------------------------|
| <b>非流動資產</b>            | <b>NON-CURRENT ASSETS</b>                                   |                                   |                                   |
| 投資附屬公司                  | Investments in subsidiaries                                 | 20,269,271                        | 22,717,178                        |
| 衍生金融工具                  | Derivative financial instruments                            | 639,233                           | 701,083                           |
|                         |   | <b>20,908,504</b>                 | <b>23,418,261</b>                 |
| <b>流動資產</b>             | <b>CURRENT ASSETS</b>                                       |                                   |                                   |
| 應收賬款及其他應收款項、<br>按金及預付款項 | Accounts and other receivables, deposits and<br>prepayments | 2,041                             | 2,113                             |
| 衍生金融工具                  | Derivative financial instruments                            | 349,513                           | —                                 |
| 銀行結餘及現金                 | Bank balances and cash                                      | 673,574                           | 292,816                           |
|                         |   | <b>1,025,128</b>                  | <b>294,929</b>                    |
| <b>流動負債</b>             | <b>CURRENT LIABILITIES</b>                                  |                                   |                                   |
| 應付賬款、已收按金<br>及應計開支      | Accounts payables, deposits received<br>and accrued charges | 30,985                            | 38,833                            |
| 應付附屬公司款項                | Amounts due to subsidiaries                                 | 3,280,971                         | 1,563,616                         |
| 銀行及其他借款－一年內到期           | Bank and other borrowings - due within one year             | 3,635,787                         | 283,616                           |
|                         |   | <b>6,947,743</b>                  | <b>1,886,065</b>                  |
| <b>流動負債淨值</b>           | <b>NET CURRENT LIABILITIES</b>                              | <b>(5,922,615)</b>                | <b>(1,591,136)</b>                |
| <b>總資產減流動負債</b>         | <b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>                | <b>14,985,889</b>                 | <b>21,827,125</b>                 |

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## Notes to the Consolidated Financial Statements

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### 48. 本公司財務資料 (續)

#### (a) 本公司財務狀況之財務資料：(續)

|               |  | 二零一六年<br>2016<br>人民幣千元<br>RMB'000 | 二零一五年<br>2015<br>人民幣千元<br>RMB'000 |
|---------------|--|-----------------------------------|-----------------------------------|
| 股本及儲備         | CAPITAL AND RESERVES                           |                                   |                                   |
| 股本(附註29)      | Share capital (Note 29)                        | 508,438                           | 507,823                           |
| 儲備            | Reserves                                       | 1,266,724                         | 4,220,788                         |
| 權益總額          | TOTAL EQUITY                                   | 1,775,162                         | 4,728,611                         |
| 非流動負債         | NON-CURRENT LIABILITIES                        |                                   |                                   |
| 銀行及其他借款—一年後到期 | Bank and other borrowings - due after one year | 7,653,691                         | 9,169,342                         |
| 優先票據          | Senior notes                                   | 5,557,036                         | 7,929,172                         |
|               |  | 13,210,727                        | 17,098,514                        |
|               |  | 14,985,889                        | 21,827,125                        |

#### (b) 本公司儲備變動：

#### (b) Movement of reserves of the Company:

|                      |  | 股權溢價<br>Share premium<br>人民幣千元<br>RMB'000 | 股本儲備<br>Capital reserve<br>人民幣千元<br>RMB'000 | 持作股份<br>獎勵的股份<br>Shares held<br>for share<br>award<br>人民幣千元<br>RMB'000 | 購股權儲備<br>Share<br>option<br>reserve<br>人民幣千元<br>RMB'000 | 對沖儲備<br>Hedging<br>reserve<br>人民幣千元<br>RMB'000 | 累計虧損<br>Accumulated<br>losses<br>人民幣千元<br>RMB'000 | 總計<br>Total<br>人民幣千元<br>RMB'000 |
|----------------------|--|---|---|--|---|--|---|---------------------------------|
| 於二零一五年一月一日           | At January 1, 2015   | 7,949,501                                 | 2,523,930                                   | —  | 479,331   | 148,574  | (4,928,697)                                       | 6,172,639                       |
| 年度虧損                 | Loss for the year  | —   | —   | —  | —   | —  | (439,831)   | (439,831)                       |
| 對沖工具的公平值收益           | Fair value gain on hedging instruments                         | —   | —   | —  | —   | 518,720  | —   | 518,720                         |
| 重新分類至損益的<br>對沖工具收益   | Gain on hedging instruments<br>reclassified to profit and loss | —   | —   | —  | —   | (613,754)                                      | —   | (613,754)                       |
| 年度全面開支總額             | Total comprehensive expense for the year                       | —   | —   | —  | —   | (95,034)                                       | (439,831)   | (534,865)                       |
| 確認為權益結算及<br>股份為基礎的付款 | Recognition of equity-settled<br>share-based payments          | —   | —   | —  | 101,633   | —  | —   | 101,633                         |
| 註銷購股權                | Cancellation of share options                                  | —   | —   | —  | (3,587)   | —  | 3,587   | —                               |
| 確認為分派的股息             | Dividend recognised as distribution                            | (1,654,310)                               | —   | —  | —   | —  | —   | (1,654,310)                     |
| 行使購股權發行股份            | Issue of shares on exercise of<br>share options                | 217,009                                   | —   | —  | (76,467)  | —  | —   | 140,542                         |
| 根據股份獎勵計劃購買股份         | Purchase of shares under the<br>share award scheme             | —   | —   | (4,851)  | —   | —  | —   | (4,851)                         |
| 於二零一五年十二月三十一日        | At December 31, 2015   | 6,512,200                                 | 2,523,930                                   | (4,851)  | 500,910   | 53,540   | (5,364,941)                                       | 4,220,788                       |

# 綜合財務報表附註

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### 48. 本公司財務資料 (續)

### 48. FINANCIAL INFORMATION OF THE COMPANY

(Continued)

#### (b) 本公司儲備變動：(續)

#### (b) Movement of reserves of the Company: (Continued)

|                      |  | 股權溢價             | 股本儲備               | 持作股份<br>獎勵的股份                     | 購股權儲備                      | 對沖儲備               | 累計虧損                  | 總計          |
|----------------------|--|------------------|--------------------|-----------------------------------|----------------------------|--------------------|-----------------------|-------------|
|                      |  | Share<br>premium | Capital<br>reserve | Shares held<br>for share<br>award | Share<br>option<br>reserve | Hedging<br>reserve | Accumulated<br>losses | Total       |
|                      |  | 人民幣千元            | 人民幣千元              | 人民幣千元                             | 人民幣千元                      | 人民幣千元              | 人民幣千元                 | 人民幣千元       |
|                      |  | RMB'000          | RMB'000            | RMB'000                           | RMB'000                    | RMB'000            | RMB'000               | RMB'000     |
| 年度虧損                 | Loss for the year  | —                | —                  | —                                 | —                          | —                  | (446,677)             | (446,677)   |
| 對沖工具的公平值收益           | Fair value gain on hedging instruments                         | —                | —                  | —                                 | —                          | 287,663            | —                     | 287,663     |
| 重新分類至損益的<br>對沖工具收益   | Gain on hedging instruments<br>reclassified to profit and loss | —                | —                  | —                                 | —                          | (248,592)          | —                     | (248,592)   |
| 年度全面收益(開支)總額         | Total comprehensive<br>income (expense) for the year           | —                | —                  | —                                 | —                          | 39,071             | (446,677)             | (407,606)   |
| 確認以權益結算及股份<br>為基礎的付款 | Recognition of equity-settled<br>share-based payments          | —                | —                  | —                                 | 63,978                     | —                  | —                     | 63,978      |
| 註銷購股權                | Cancellation of share options                                  | —                | —                  | —                                 | (21,639)                   | —                  | 21,639                | —           |
| 確認為分派的股息             | Dividend recognised as distribution                            | (2,083,332)      | —                  | —                                 | —                          | —                  | —                     | (2,083,332) |
| 行使購股權發行股份            | Issue of shares on exercise of<br>share options                | 70,653           | —                  | —                                 | (18,539)                   | —                  | —                     | 52,114      |
| 根據股份獎勵計劃購買股份         | Purchase of shares under the<br>share award scheme             | —                | —                  | (579,218)                         | —                          | —                  | —                     | (579,218)   |
| 於二零一六年十二月三十一日        | At December 31, 2016   | 4,499,521        | 2,523,930          | (584,069)                         | 524,710                    | 92,611             | (5,789,979)           | 1,266,724   |

#### (c) 投資附屬公司

#### (c) Investments in subsidiaries

|           |   | 二零一六年<br>2016<br>人民幣千元<br>RMB'000 | 二零一五年<br>2015<br>人民幣千元<br>RMB'000 |
|-----------|---|-----------------------------------|-----------------------------------|
| 非上市股份，按成本 | Unlisted shares, at cost                    | 2,875,598                         | 2,875,598                         |
| 視作向附屬公司注資 | Deemed capital contribution to subsidiaries | 17,393,673                        | 19,841,580                        |
|           |   | 20,269,271                        | 22,717,178                        |

#### (d) 應付附屬公司款項

#### (d) Amounts due to subsidiaries

應付附屬公司款項為無抵押、免息且須於要求時償還。

The amounts due to subsidiaries are unsecured, interest-free and are repayable on demand.

# 綜合財務報表附註

## Notes to the Consolidated Financial Statements

截至二零一六年十二月三十一日止年度

For the year ended December 31, 2016

### 49. 主要附屬公司、合營企業及聯營公司的詳情

(a) 於二零一六年及二零一五年十二月三十一日，本公司主要附屬公司詳情如下：

### 49. PARTICULARS OF PRINCIPAL SUBSIDIARIES, JOINT VENTURES AND ASSOCIATES

(a) Particulars of the Company's principal subsidiaries at December 31, 2016 and 2015 are as follows:

| 公司名稱<br>Name of company  | 註冊成立/<br>成立地點<br>Place of<br>incorporation/<br>establishment | 本集團應佔股權<br>Equity interest<br>attributable to the Group |               | 已發行及繳足<br>股本/註冊資本<br>Issued and fully paid<br>share capital/<br>registered capital  | 經營地點<br>Place of<br>operation | 主要業務<br>Principal activities  |
|--|--|---|---------------|---|-------------------------------|---|
|  |  | 二零一六年<br>2016   | 二零一五年<br>2015 |   |                               |   |
| 北京德卓貿易有限公司(附註a)<br>Beijing Dezhuo Trade Company<br>Limited (Note a)                  | 中國<br>PRC  | 100%  | 100%          | 註冊資本<br>人民幣20,000,000元<br>繳足股本<br>人民幣20,000,000元<br>Registered<br>RMB20,000,000<br>Paid up capital<br>RMB20,000,000             | 中國<br>PRC                     | 建材貿易<br>Trading of construction<br>materials                              |
| 北京匯晟投資有限公司(附註a)<br>Beijing Huicheng Investment<br>Limited (Note a)                   | 中國<br>PRC  | 100%  | 100%          | 註冊資本<br>人民幣10,000,000元<br>繳足股本<br>人民幣10,000,000元<br>Registered<br>RMB10,000,000<br>Paid up capital<br>RMB10,000,000             | 中國<br>PRC                     | 物業發展<br>Properties development  |
| 北京龍湖成恒裝飾有限公司(附註a)<br>Beijing Longhu Chengheng<br>Decoration Company Limited (Note a) | 中國<br>PRC  | 100%  | 100%          | 註冊資本<br>人民幣2,000,000元<br>繳足股本<br>人民幣2,000,000元<br>Registered<br>RMB2,000,000<br>Paid up capital<br>RMB2,000,000                 | 中國<br>PRC                     | 房屋裝修<br>House decoration  |
| 北京龍湖置業有限公司(附註b)<br>Beijing Longhu Properties<br>Company Limited (Note b)             | 中國<br>PRC  | 100%  | 100%          | 註冊資本<br>人民幣1,000,000,000元<br>繳足股本<br>人民幣1,000,000,000元<br>Registered<br>RMB1,000,000,000<br>Paid up capital<br>RMB1,000,000,000 | 中國<br>PRC                     | 物業發展<br>Properties development<br>and provision of<br>consultancy service |

# 綜合財務報表附註

## Notes to the Consolidated Financial Statements

截至二零一六年十二月三十一日止年度  
For the year ended December 31, 2016

### 49. 主要附屬公司、合營企業及聯營公司的詳情 (續)

(a) (續)

| 公司名稱<br>Name of company   | 註冊成立/<br>成立地點<br>Place of<br>incorporation/<br>establishment | 本集團應佔股權<br>Equity interest<br>attributable to the Group |               | 已發行及繳足<br>股本/註冊資本<br>Issued and fully paid<br>share capital/<br>registered capital  | 經營地點<br>Place of<br>operation | 主要業務<br>Principal activities   |
|---|--|---|---------------|---|-------------------------------|--------------------------------|
|   |  | 二零一六年<br>2016   | 二零一五年<br>2015 |   |                               |                                |
| 北京龍湖物業服務有限公司(附註a)<br>Beijing Longhu Property Service<br>Company Limited (Note a)    | 中國<br>PRC  | 100%  | 100%          | 註冊資本<br>人民幣5,000,000元<br>繳足股本<br>人民幣5,000,000元<br>Registered<br>RMB5,000,000<br>Paid up capital<br>RMB5,000,000                 | 中國<br>PRC                     | 物業管理<br>Properties management  |
| 北京龍湖慶華置業有限公司(附註b)<br>Beijing Longhu Qinghua<br>Property Company Limited (Note b)    | 中國<br>PRC  | 100%  | 100%          | 註冊資本<br>人民幣500,000,000元<br>繳足股本<br>人民幣500,000,000元<br>Registered<br>RMB500,000,000<br>Paid up capital<br>RMB500,000,000         | 中國<br>PRC                     | 物業發展<br>Properties development |
| 北京龍湖時代置業有限公司(附註a)<br>Beijing Longhu Shidai Properties<br>Company Limited (Note a)   | 中國<br>PRC  | 100%  | 100%          | 註冊資本<br>人民幣1,400,000,000元<br>繳足股本<br>人民幣1,400,000,000元<br>Registered<br>RMB1,400,000,000<br>Paid up capital<br>RMB1,400,000,000 | 中國<br>PRC                     | 物業發展<br>Properties development |
| 北京龍湖天行置業有限公司(附註a)<br>Beijing Longhu Tianxing Properties<br>Company Limited (Note a) | 中國<br>PRC  | 100%  | 100%          | 註冊資本<br>人民幣600,000,000元<br>繳足股本<br>人民幣600,000,000元<br>Registered<br>RMB600,000,000<br>Paid up capital<br>RMB600,000,000         | 中國<br>PRC                     | 物業發展<br>Properties development |

### 49. PARTICULARS OF PRINCIPAL SUBSIDIARIES, JOINT VENTURES AND ASSOCIATES (Continued)

(a) (Continued)

# 綜合財務報表附註

## Notes to the Consolidated Financial Statements

截至二零一六年十二月三十一日止年度

For the year ended December 31, 2016

### 49. 主要附屬公司、合營企業及 聯營公司的詳情 (續)

(a) (續)

| 公司名稱<br>Name of company   | 註冊成立/<br>成立地點<br>Place of<br>incorporation/<br>establishment | 本集團應佔股權<br>Equity interest<br>attributable to the Group |               | 已發行及繳足<br>股本/註冊資本<br>Issued and fully paid<br>share capital/<br>registered capital  | 經營地點<br>Place of<br>operation | 主要業務<br>Principal activities  |
|---|--|---|---------------|---|-------------------------------|---|
|   |  | 二零一六年<br>2016   | 二零一五年<br>2015 |   |                               |   |
| 北京龍湖中佰置業有限公司(附註a)<br>Beijing Longhu Zhongbai<br>Properties Company Limited (Note a) | 中國<br>PRC  | 100%  | 100%          | 註冊資本<br>人民幣1,500,000,000元<br>繳足股本<br>人民幣1,500,000,000元<br>Registered<br>RMB1,500,000,000<br>Paid up capital<br>RMB1,500,000,000 | 中國<br>PRC                     | 物業發展<br>Properties development  |
| 北京盟科置業有限公司(附註a)<br>Beijing Mengke Properties Co.,<br>Ltd. (Note a)                  | 中國<br>PRC  | 100%  | 100%          | 註冊資本<br>人民幣830,000,000元<br>繳足股本<br>人民幣830,000,000元<br>Registered<br>RMB830,000,000<br>Paid up capital<br>RMB830,000,000         | 中國<br>PRC                     | 物業發展<br>Properties development<br>and provision of<br>consultancy service |
| 北京通瑞萬華置業有限公司(附註a)<br>Beijing Tongrui Wanhua Real<br>Estate Co., Ltd. (Note a)       | 中國<br>PRC  | 100%  | 100%          | 註冊資本<br>人民幣2,800,000,000元<br>繳足股本<br>人民幣2,800,000,000元<br>Registered<br>RMB2,800,000,000<br>Paid up capital<br>RMB2,800,000,000 | 中國<br>PRC                     | 物業發展<br>Properties development  |
| 北京龍湖興順置業有限公司(附註a)<br>Beijing Xingshun Real Estate<br>Co., Ltd. (Note a)             | 中國<br>PRC  | 100%  | 100%          | 註冊資本<br>人民幣700,000,000元<br>繳足股本<br>人民幣700,000,000元<br>Registered<br>RMB700,000,000<br>Paid up capital<br>RMB700,000,000         | 中國<br>PRC                     | 物業發展<br>Properties development  |

### 49. PARTICULARS OF PRINCIPAL SUBSIDIARIES, JOINT VENTURES AND ASSOCIATES (Continued)

(a) (Continued)

# 綜合財務報表附註

## Notes to the Consolidated Financial Statements

截至二零一六年十二月三十一日止年度  
For the year ended December 31, 2016

### 49. 主要附屬公司、合營企業及聯營公司的詳情 (續)

(a) (續)

| 公司名稱<br>Name of company  | 註冊成立/<br>成立地點<br>Place of<br>incorporation/<br>establishment | 本集團應佔股權<br>Equity interest<br>attributable to the Group |               | 已發行及繳足<br>股本/註冊資本<br>Issued and fully paid<br>share capital/<br>registered capital                                      | 經營地點<br>Place of<br>operation | 主要業務<br>Principal activities   |
|--|--|---|---------------|---|-------------------------------|--------------------------------|
|  |  | 二零一六年<br>2016   | 二零一五年<br>2015 |   |                               |                                |
| 北京龍湖興潤置業有限公司(附註a)<br>Beijing Xiongrun Real Estate Co., Ltd.<br>(Note a)                | 中國<br>PRC  | 100%  | 100%          | 註冊資本<br>人民幣800,000,000元<br>繳足股本<br>人民幣800,000,000元<br>Registered<br>RMB800,000,000<br>Paid up capital<br>RMB800,000,000 | 中國<br>PRC                     | 物業發展<br>Properties development |
| 北京古北水鎮房地產開發有限公司<br>(附註b)<br>Beijing Gubei Town Real Estate<br>Development Ltd (Note b) | 中國<br>PRC  | 60%   | 60%           | 註冊資本<br>人民幣127,500,000元<br>繳足股本<br>人民幣127,500,000元<br>Registered<br>RMB127,500,000<br>Paid up capital<br>RMB127,500,000 | 中國<br>PRC                     | 物業發展<br>Properties development |
| 北京卓信瑞通投資發展有限公司<br>(附註a)<br>Beijing Zhouxinruitong<br>Investment Co., Ltd. (Note a)     | 中國<br>PRC  | 34%<br>(附註i)<br>(Note i)                                | 100%          | 註冊股本<br>人民幣1,000,000元<br>繳足股本<br>零<br>Registered<br>RMB1,000,000<br>Paid up capital<br>Nil                              | 中國<br>PRC                     | 投資控股<br>Investment holding     |
| 常州嘉南置業有限公司(附註a)<br>Changzhou Jia nan Properties<br>Co., Ltd. (Note a)                  | 中國<br>PRC  | 100%  | 100%          | 註冊資本<br>人民幣720,000,000元<br>繳足股本<br>人民幣720,000,000元<br>Registered<br>RMB720,000,000<br>Paid up capital<br>RMB720,000,000 | 中國<br>PRC                     | 物業發展<br>Properties development |

### 49. PARTICULARS OF PRINCIPAL SUBSIDIARIES, JOINT VENTURES AND ASSOCIATES (Continued)

(a) (Continued)

# 綜合財務報表附註

## Notes to the Consolidated Financial Statements

截至二零一六年十二月三十一日止年度

For the year ended December 31, 2016

### 49. 主要附屬公司、合營企業及 聯營公司的詳情 (續)

(a) (續)

| 公司名稱<br>Name of company  | 註冊成立/<br>成立地點<br>Place of<br>incorporation/<br>establishment | 本集團應佔股權<br>Equity interest<br>attributable to the Group |               | 已發行及繳足<br>股本/註冊資本<br>Issued and fully paid<br>share capital/<br>registered capital                                      | 經營地點<br>Place of<br>operation | 主要業務<br>Principal activities   |
|--|--|---|---------------|---|-------------------------------|--------------------------------|
|  |  | 二零一六年<br>2016   | 二零一五年<br>2015 |   |                               |                                |
| 常州龍湖基業發展有限公司(附註b)<br>Changzhou Longfor Jiye<br>Co., Ltd. (Note b)    | 中國<br>PRC  | 100%  | 100%          | 註冊資本<br>124,690,000 美元<br>繳足股本<br>124,690,000 美元<br>Registered<br>USD124,690,000<br>Paid up capital<br>USD124,690,000   | 中國<br>PRC                     | 物業發展<br>Properties development |
| 常州嘉博置業有限公司(附註c)<br>Changzhou Jiabo Real Estate Co.,<br>Ltd. (Note c) | 中國<br>PRC  | 100%  | 100%          | 註冊資本<br>196,160,000 美元<br>繳足股本<br>196,160,000 美元<br>Registered<br>USD196,160,000<br>Paid up capital<br>USD196,160,000   | 中國<br>PRC                     | 物業發展<br>Properties development |
| 無錫嘉南置業有限公司(附註a)<br>Wuxi Jianan Real Estate Co.,<br>Ltd. (Note a)     | 中國<br>PRC  | 100%  | 100%          | 註冊資本<br>人民幣260,000,000元<br>繳足股本<br>人民幣260,000,000元<br>Registered<br>RMB260,000,000<br>Paid up capital<br>RMB260,000,000 | 中國<br>PRC                     | 物業發展<br>Properties development |
| 無錫嘉睿置業有限公司(附註a)<br>Wuxi Jiarui Real Estate Co., Ltd. (Note a) PRC    | 中國<br>PRC  | 100%  | 100%          | 註冊資本<br>人民幣559,500,000元<br>繳足股本<br>人民幣559,500,000元<br>Registered<br>RMB559,500,000<br>Paid up capital<br>RMB559,500,000 | 中國<br>PRC                     | 物業發展<br>Properties development |

### 49. PARTICULARS OF PRINCIPAL SUBSIDIARIES, JOINT VENTURES AND ASSOCIATES (Continued)

(a) (Continued)



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## Notes to the Consolidated Financial Statements

截至二零一六年十二月三十一日止年度  
For the year ended December 31, 2016

### 49. 主要附屬公司、合營企業及 聯營公司的詳情 (續)

(a) (續)

| 公司名稱<br>Name of company   | 註冊成立/<br>成立地點<br>Place of<br>incorporation/<br>establishment | 本集團應佔股權<br>Equity interest<br>attributable to the Group |               | 已發行及繳足<br>股本/註冊資本<br>Issued and fully paid<br>share capital/<br>registered capital                                      | 經營地點<br>Place of<br>operation | 主要業務<br>Principal activities   |
|---|--|---|---------------|---|-------------------------------|--------------------------------|
|   |  | 二零一六年<br>2016   | 二零一五年<br>2015 |   |                               |                                |
| 無錫嘉騰置業有限公司(附註a)<br>Wuxi Jiateng Real Estate Co.,<br>Ltd. (Note a)                                       | 中國<br>PRC  | 100%  | 100%          | 註冊資本<br>人民幣720,000,000元<br>繳足股本<br>人民幣720,000,000元<br>Registered<br>RMB720,000,000<br>Paid up capital<br>RMB720,000,000 | 中國<br>PRC                     | 物業發展<br>Properties development |
| 無錫龍湖置業有限公司(附註a)<br>Wuxi Longhu Real Estate Inc. (Note a)  | 中國<br>PRC  | 100%  | 100%          | 註冊資本<br>人民幣615,200,000元<br>繳足股本<br>人民幣615,200,000元<br>Registered<br>RMB615,200,000<br>Paid up capital<br>RMB615,200,000 | 中國<br>PRC                     | 物業發展<br>Properties development |
| 成都東錦企業管理諮詢有限公司<br>(附註a)<br>Chengdu Dongjin Enterprise<br>Management Consulting Co., Ltd.<br>(Note a)    | 中國<br>PRC  | 60%   | 100%          | 註冊資本<br>人民幣5,000,000元<br>繳足股本<br>人民幣5,000,000元<br>Registered<br>RMB5,000,000<br>Paid up capital<br>RMB5,000,000         | 中國<br>PRC                     | 投資控股<br>Investment holding     |
| 成都佳遜投資有限公司<br>(「成都佳遜」)(附註a)<br>Chengdu Jiaxun Investment Company<br>Limited ("Chengdu Jiaxun") (Note a) | 中國<br>PRC  | 100%  | 100%          | 註冊資本<br>人民幣30,000,000元<br>繳足股本<br>人民幣30,000,000元<br>Registered<br>RMB30,000,000<br>Paid up capital<br>RMB30,000,000     | 中國<br>PRC                     | 物業發展<br>Properties development |

### 49. PARTICULARS OF PRINCIPAL SUBSIDIARIES, JOINT VENTURES AND ASSOCIATES (Continued)

(a) (Continued)

# 綜合財務報表附註

## Notes to the Consolidated Financial Statements

截至二零一六年十二月三十一日止年度

For the year ended December 31, 2016

### 49. 主要附屬公司、合營企業及 聯營公司的詳情 (續)

(a) (續)

| 公司名稱<br>Name of company   | 註冊成立/<br>成立地點<br>Place of<br>incorporation/<br>establishment | 本集團應佔股權<br>Equity interest<br>attributable to the Group |               | 已發行及繳足<br>股本/註冊資本<br>Issued and fully paid<br>share capital/<br>registered capital                                      | 經營地點<br>Place of<br>operation | 主要業務<br>Principal activities                 |
|---|--|---|---------------|---|-------------------------------|--|
|   |  | 二零一六年<br>2016   | 二零一五年<br>2015 |   |                               |  |
| 成都錦騰貿易公司(附註a)<br>Chengdu Jinteng Trade Company<br>Limited (Note a)                  | 中國<br>PRC  | 100%  | 100%          | 註冊資本<br>人民幣20,000,000元<br>繳足股本<br>人民幣20,000,000元<br>Registered<br>RMB20,000,000<br>Paid up capital<br>RMB20,000,000     | 中國<br>PRC                     | 建材貿易<br>Trading of construction<br>materials |
| 成都龍湖錦華置業有限公司(附註b)<br>Chengdu Longhu Jinhua Real<br>Estate Company Limited (Note b)  | 中國<br>PRC  | 100%  | 100%          | 註冊資本<br>人民幣100,000,000元<br>繳足股本<br>人民幣100,000,000元<br>Registered<br>RMB100,000,000<br>Paid up capital<br>RMB100,000,000 | 中國<br>PRC                     | 物業發展<br>Properties development               |
| 成都龍湖物業服務有限公司(附註a)<br>Chengdu Longhu Property<br>Services Company Limited (Note a)   | 中國<br>PRC  | 100%  | 100%          | 註冊資本<br>人民幣5,000,000元<br>繳足股本<br>人民幣5,000,000元<br>Registered<br>RMB5,000,000<br>Paid up capital<br>RMB5,000,000         | 中國<br>PRC                     | 物業管理<br>Properties management                |
| 成都龍湖同晉置業有限公司(附註b)<br>Chengdu Longhu Tongjin Real<br>Estate Company Limited (Note b) | 中國<br>PRC  | 100%  | 100%          | 註冊資本<br>人民幣966,549,865元<br>繳足股本<br>人民幣966,549,865元<br>Registered<br>RMB966,549,865<br>Paid up capital<br>RMB966,549,865 | 中國<br>PRC                     | 物業發展<br>Properties development               |

### 49. PARTICULARS OF PRINCIPAL SUBSIDIARIES, JOINT VENTURES AND ASSOCIATES (Continued)

(a) (Continued)

# 綜合財務報表附註

## Notes to the Consolidated Financial Statements

截至二零一六年十二月三十一日止年度  
For the year ended December 31, 2016

### 49. 主要附屬公司、合營企業及 聯營公司的詳情 (續)

(a) (續)

| 公司名稱<br>Name of company   | 註冊成立/<br>成立地點<br>Place of<br>incorporation/<br>establishment | 本集團應佔股權<br>Equity interest<br>attributable to the Group |               | 已發行及繳足<br>股本/註冊資本<br>Issued and fully paid<br>share capital/<br>registered capital                                      | 經營地點<br>Place of<br>operation | 主要業務<br>Principal activities    |
|---|--|---|---------------|---|-------------------------------|---------------------------------|
|   |  | 二零一六年<br>2016   | 二零一五年<br>2015 |   |                               |                                 |
| 成都西璽置業有限公司(附註a)<br>Chengdu Xixi Real Estate<br>Company Limited (Note a)         | 中國<br>PRC  | 100%  | 100%          | 註冊資本<br>人民幣335,660,000元<br>繳足股本<br>人民幣335,660,000元<br>Registered<br>RMB335,660,000<br>Paid up capital<br>RMB335,660,000 | 中國<br>PRC                     | 物業發展<br>Properties development  |
| 成都西祥置業有限公司(附註a)<br>Chengdu Xixiang Real Estate<br>Company Limited (Note a)      | 中國<br>PRC  | 100%  | 100%          | 註冊資本<br>人民幣436,370,000元<br>繳足股本<br>人民幣436,370,000元<br>Registered<br>RMB436,370,000<br>Paid up capital<br>RMB436,370,000 | 中國<br>PRC                     | 物業發展<br>Properties development  |
| 成都元博苗木有限公司(附註a)<br>Chengdu Yuanbo Gardening<br>Co., Ltd (Note a)                | 中國<br>PRC  | 100%  | 100%          | 註冊資本<br>人民幣20,000,000元<br>繳足股本<br>人民幣20,000,000元<br>Registered<br>RMB20,000,000<br>Paid up capital<br>RMB20,000,000     | 中國<br>PRC                     | 樹苗培育<br>Nursery of seeding tree |
| 成都龍湖錦城置業有限公司(附註b)<br>Chengdu Longfor Jincheng Real<br>Estate Co., Ltd. (Note b) | 中國<br>PRC  | 100%  | 100%          | 註冊資本<br>人民幣390,000,000元<br>繳足股本<br>人民幣390,000,000元<br>Registered<br>RMB390,000,000<br>Paid up capital<br>RMB390,000,000 | 中國<br>PRC                     | 物業發展<br>Properties development  |

### 49. PARTICULARS OF PRINCIPAL SUBSIDIARIES, JOINT VENTURES AND ASSOCIATES (Continued)

(a) (Continued)

# 綜合財務報表附註

## Notes to the Consolidated Financial Statements

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For the year ended December 31, 2016

### 49. 主要附屬公司、合營企業及 聯營公司的詳情 (續)

(a) (續)

| 公司名稱<br>Name of company   | 註冊成立/<br>成立地點<br>Place of<br>incorporation/<br>establishment | 本集團應佔股權<br>Equity interest<br>attributable to the Group |               | 已發行及繳足<br>股本/註冊資本<br>Issued and fully paid<br>share capital/<br>registered capital  | 經營地點<br>Place of<br>operation | 主要業務<br>Principal activities   |
|---|--|---|---------------|---|-------------------------------|--------------------------------|
|   |  | 二零一六年<br>2016   | 二零一五年<br>2015 |   |                               |                                |
| 成都龍湖北城置業有限公司(附註b)<br>Chengdu Longfor Beicheng Co.,<br>Ltd. (Note b)   | 中國<br>PRC  | 100%  | 100%          | 註冊資本<br>人民幣1,970,000,000元<br>繳足股本<br>人民幣1,970,000,000元<br>Registered<br>RMB1,970,000,000<br>Paid up capital<br>RMB1,970,000,000 | 中國<br>PRC                     | 物業發展<br>Properties development |
| 成都龍湖錦鴻置業有限公司(附註a)<br>Chengdu Longfor Jinhua Real Estate<br>Co., Ltd. (Note a)                                 | 中國<br>PRC  | 100%  | 100%          | 註冊資本<br>人民幣650,000,000元<br>繳足股本<br>人民幣650,000,000元<br>Registered<br>RMB650,000,000<br>Paid up capital<br>RMB650,000,000         | 中國<br>PRC                     | 物業發展<br>Properties development |
| 成都匯新置業有限公司<br>(「成都匯新」)(附註b)<br>Chengdu Huixin Real Estate<br>Company Limited<br>("Chengdu Huixin") (Note b)   | 中國<br>PRC  | 100%  | 100%          | 註冊資本<br>人民幣629,993,500元<br>繳足股本<br>人民幣629,993,500元<br>Registered<br>RMB629,993,500<br>Paid up capital<br>RMB629,993,500         | 中國<br>PRC                     | 物業發展<br>Properties development |
| 成都嘉南置業有限公司<br>(「成都嘉南」)(附註b)<br>Chengdu Jia'nan Real Estate<br>Company Limited<br>("Chengdu Jia'nan") (Note b) | 中國<br>PRC  | 100%  | 100%          | 註冊資本<br>人民幣382,890,100元<br>繳足股本<br>人民幣382,890,100元<br>Registered<br>RMB382,890,100<br>Paid up capital<br>RMB382,890,100         | 中國<br>PRC                     | 物業發展<br>Properties development |

### 49. PARTICULARS OF PRINCIPAL SUBSIDIARIES, JOINT VENTURES AND ASSOCIATES (Continued)

(a) (Continued)

# 綜合財務報表附註

## Notes to the Consolidated Financial Statements

截至二零一六年十二月三十一日止年度  
For the year ended December 31, 2016

### 49. 主要附屬公司、合營企業及 聯營公司的詳情 (續)

(a) (續)

| 公司名稱<br>Name of company   | 註冊成立/<br>成立地點<br>Place of<br>incorporation/<br>establishment | 本集團應佔股權<br>Equity interest<br>attributable to the Group |               | 已發行及繳足<br>股本/註冊資本<br>Issued and fully paid<br>share capital/<br>registered capital                                      | 經營地點<br>Place of<br>operation | 主要業務<br>Principal activities   |
|---|--|---|---------------|---|-------------------------------|--------------------------------|
|   |  | 二零一六年<br>2016   | 二零一五年<br>2015 |   |                               |                                |
| 成都景匯置業有限公司<br>(「成都景匯」)(附註b)<br>Chengdu Jinghui Real Estate<br>Company Limited<br>("Chengdu Jinghui") (Note b)   | 中國<br>PRC  | 100%  | 100%          | 註冊資本<br>人民幣653,275,800元<br>繳足股本<br>人民幣653,275,800元<br>Registered<br>RMB653,275,800<br>Paid up capital<br>RMB653,275,800 | 中國<br>PRC                     | 物業發展<br>Properties development |
| 成都拓晟置業有限公司<br>(「成都拓晟」)(附註b)<br>Chengdu Tuocheng Real Estate<br>Company Limited<br>("Chengdu Tuocheng") (Note b) | 中國<br>PRC  | 100%  | 100%          | 註冊資本<br>人民幣633,495,100元<br>繳足股本<br>人民幣633,495,100元<br>Registered<br>RMB633,495,100<br>Paid up capital<br>RMB633,495,100 | 中國<br>PRC                     | 物業發展<br>Properties development |
| 重慶北龍湖置地發展有限公司(附註a)<br>Chongqing Beilonghu Property<br>Company Limited (Note a)                                  | 中國<br>PRC  | 100%  | 100%          | 註冊資本<br>人民幣700,000,000元<br>繳足股本<br>人民幣700,000,000元<br>Registered<br>RMB700,000,000<br>Paid up capital<br>RMB700,000,000 | 中國<br>PRC                     | 物業發展<br>Properties development |
| 重慶恒弘投資有限公司(附註a)<br>Chongqing Henghong Investment Inc.<br>(Note a)   | 中國<br>PRC  | 100%  | 100%          | 註冊資本<br>人民幣10,000,000元<br>繳足股本<br>人民幣10,000,000元<br>Registered<br>RMB10,000,000<br>Paid up capital<br>RMB10,000,000     | 中國<br>PRC                     | 物業發展<br>Properties development |

### 49. PARTICULARS OF PRINCIPAL SUBSIDIARIES, JOINT VENTURES AND ASSOCIATES (Continued)

(a) (Continued)

# 綜合財務報表附註

## Notes to the Consolidated Financial Statements

截至二零一六年十二月三十一日止年度

For the year ended December 31, 2016

### 49. 主要附屬公司、合營企業及 聯營公司的詳情 (續)

(a) (續)

| 公司名稱<br>Name of company  | 註冊成立/<br>成立地點<br>Place of<br>incorporation/<br>establishment | 本集團應佔股權<br>Equity interest<br>attributable to the Group |               | 已發行及繳足<br>股本/註冊資本<br>Issued and fully paid<br>share capital/<br>registered capital  | 經營地點<br>Place of<br>operation | 主要業務<br>Principal activities                        |
|--|--|---|---------------|---|-------------------------------|---|
|  |  | 二零一六年<br>2016   | 二零一五年<br>2015 |   |                               |   |
| 重慶嘉遜地產開發有限公司(附註b)<br>Chongqing Juntion Real Estate<br>Development Inc. (Note b)                | 中國<br>PRC  | 100%  | 100%          | 註冊資本<br>人民幣778,000,000元<br>繳足股本<br>人民幣778,000,000元<br>Registered<br>RMB778,000,000<br>Paid up capital<br>RMB778,000,000         | 中國<br>PRC                     | 物業發展<br>Properties development                      |
| 重慶龍湖成恒地產發展有限公司<br>(附註a)<br>Chongqing Longhu Chengheng<br>Real Estate Development Inc. (Note a) | 中國<br>PRC  | 100%  | 100%          | 註冊資本<br>人民幣1,000,000,000元<br>繳足股本<br>人民幣1,000,000,000元<br>Registered<br>RMB1,000,000,000<br>Paid up capital<br>RMB1,000,000,000 | 中國<br>PRC                     | 物業發展<br>Properties development                      |
| 重慶龍湖企業拓展有限公司(附註b)<br>Chongqing Longhu Development<br>Company Limited (Note b)                  | 中國<br>PRC  | 100%  | 100%          | 註冊資本<br>人民幣1,308,000,000元<br>繳足股本<br>人民幣1,308,000,000元<br>Registered<br>RMB1,308,000,000<br>Paid up capital<br>RMB1,308,000,000 | 中國<br>PRC                     | 物業發展及投資<br>Properties development<br>and investment |
| 重慶龍湖恒尚地產發展有限公司<br>(附註a)<br>Chongqing Longhu Hengshang<br>Real Estate Company Limited (Note a)  | 中國<br>PRC  | 100%  | 100%          | 註冊資本<br>人民幣30,000,000元<br>繳足股本<br>人民幣30,000,000元<br>Registered<br>RMB30,000,000<br>Paid up capital<br>RMB30,000,000             | 中國<br>PRC                     | 物業發展<br>Properties development                      |
| 重慶龍湖嘉凱地產開發有限公司<br>Chongqing Longhu Jiakai Real Estate<br>Development Co., Ltd. (Note b)        | 中國<br>PRC  | 51%   | 51%           | 註冊資本<br>人民幣1,323,000,000元<br>繳足股本<br>人民幣1,323,000,000元<br>Registered<br>RMB1,323,000,000<br>Paid up capital<br>RMB1,323,000,000 | 中國<br>PRC                     | 物業發展<br>Properties development                      |

### 49. PARTICULARS OF PRINCIPAL SUBSIDIARIES, JOINT VENTURES AND ASSOCIATES (Continued)

(a) (Continued)

# 綜合財務報表附註

## Notes to the Consolidated Financial Statements

截至二零一六年十二月三十一日止年度  
For the year ended December 31, 2016

### 49. 主要附屬公司、合營企業及聯營公司的詳情 (續)

(a) (續)

| 公司名稱<br>Name of company   | 註冊成立/<br>成立地點<br>Place of<br>incorporation/<br>establishment | 本集團應佔股權<br>Equity interest<br>attributable to the Group |                          | 已發行及繳足<br>股本/註冊資本<br>Issued and fully paid<br>share capital/<br>registered capital  | 經營地點<br>Place of<br>operation | 主要業務<br>Principal activities                        |
|---|--|---|--------------------------|---|-------------------------------|---|
|   |  | 二零一六年<br>2016   | 二零一五年<br>2015            |   |                               |   |
| 重慶龍湖凱安地產發展有限公司<br>(附註b)<br>Chongqing Longhu Kaian Real Estate<br>Development Co., Ltd. (Note b) | 中國<br>PRC  | 100%  | 100%                     | 註冊資本<br>人民幣1,278,000,000元<br>繳足股本<br>人民幣1,278,000,000元<br>Registered<br>RMB1,278,000,000<br>Paid up capital<br>RMB1,278,000,000 | 中國<br>PRC                     | 物業發展<br>Properties development                      |
| 重慶龍湖地產發展有限公司(附註a)<br>Chongqing Longhu Properties<br>Company Limited (Note a)                    | 中國<br>PRC  | 100%  | 100%                     | 註冊資本<br>人民幣1,544,912,450元<br>繳足股本<br>人民幣1,544,912,450元<br>Registered<br>RMB1,544,912,450<br>Paid up capital<br>RMB1,544,912,450 | 中國<br>PRC                     | 物業發展及投資<br>Properties development<br>and investment |
| 重慶龍湖西街置業有限公司(附註b)<br>Chongqing Longhu Xijie<br>Real Estate Company Limited<br>(Note b)          | 中國<br>PRC  | 51%   | 100%                     | 註冊資本<br>人民幣624,000,000元<br>繳足股本<br>人民幣624,000,000元<br>Registered<br>RMB624,000,000<br>Paid up capital<br>RMB624,000,000         | 中國<br>PRC                     | 物業發展及投資<br>Properties development<br>and investment |
| 重慶龍湖宜恒地產發展有限公司<br>(附註a)<br>Chongqing Longhu Yiheng Estate<br>Development Co., Ltd. (Note a)     | 中國<br>PRC  | 100%  | 100%                     | 註冊資本<br>人民幣360,000,000元<br>繳足股本<br>人民幣360,000,000元<br>Registered<br>RMB360,000,000<br>Paid up capital<br>RMB360,000,000         | 中國<br>PRC                     | 物業發展<br>Properties development                      |
| 重慶龍湖怡置地產開發有限公司<br>(附註c)<br>Chongqing Longhu Yizhi Real Estate<br>Development Co., Ltd. (Note c) | 中國<br>PRC  | 50%<br>(附註h)<br>(Note h)                                | 50%<br>(附註h)<br>(Note h) | 註冊資本<br>200,000,000美元<br>繳足股本<br>200,000,000美元<br>Registered<br>USD200,000,000<br>Paid up capital<br>USD200,000,000             | 中國<br>PRC                     | 物業發展<br>Properties development                      |

### 49. PARTICULARS OF PRINCIPAL SUBSIDIARIES, JOINT VENTURES AND ASSOCIATES (Continued)

(a) (Continued)

# 綜合財務報表附註

## Notes to the Consolidated Financial Statements

截至二零一六年十二月三十一日止年度

For the year ended December 31, 2016

### 49. 主要附屬公司、合營企業及 聯營公司的詳情 (續)

(a) (續)

| 公司名稱<br>Name of company  | 註冊成立/<br>成立地點<br>Place of<br>incorporation/<br>establishment | 本集團應佔股權<br>Equity interest<br>attributable to the Group |               | 已發行及繳足<br>股本/註冊資本<br>Issued and fully paid<br>share capital/<br>registered capital                                      | 經營地點<br>Place of<br>operation | 主要業務<br>Principal activities                 |
|--|--|---|---------------|---|-------------------------------|--|
|  |  | 二零一六年<br>2016   | 二零一五年<br>2015 |   |                               |  |
| 重慶融凱實業有限公司(附註b)<br>Chongqing Rongkai Industrial<br>Company Limited (Note b)                    | 中國<br>PRC  | 100%  | 100%          | 註冊資本<br>人民幣698,000,000元<br>繳足股本<br>人民幣698,000,000元<br>Registered<br>RMB698,000,000<br>Paid up capital<br>RMB698,000,000 | 中國<br>PRC                     | 建材貿易<br>Trading of construction<br>materials |
| 重慶天卓投資有限公司(附註a)<br>Chongqing Tianzhuo Investment<br>Company Limited (Note a)                   | 中國<br>PRC  | 100%  | 100%          | 註冊資本<br>人民幣20,000,000元<br>繳足股本<br>人民幣20,000,000元<br>Registered<br>RMB20,000,000<br>Paid up capital<br>RMB20,000,000     | 中國<br>PRC                     | 物業發展<br>Properties development               |
| 重慶天朗農業發展有限公司(附註a)<br>Chongqing Tianlang Agriculture<br>Development Company Limited<br>(Note a) | 中國<br>PRC  | 100%  | 100%          | 註冊資本<br>人民幣10,000,000元<br>繳足股本<br>人民幣10,000,000元<br>Registered<br>RMB10,000,000<br>Paid up capital<br>RMB10,000,000     | 中國<br>PRC                     | 樹苗培育<br>Nursery of seeding tree              |
| 重慶新龍湖物業服務有限公司(附註a)<br>Chongqing Xinlonghu Properties<br>Services Company Limited (Note a)      | 中國<br>PRC  | 100%  | 100%          | 註冊資本<br>人民幣5,000,000元<br>繳足股本<br>人民幣5,000,000元<br>Registered<br>RMB5,000,000<br>Paid up capital<br>RMB5,000,000         | 中國<br>PRC                     | 物業管理<br>Properties management                |

### 49. PARTICULARS OF PRINCIPAL SUBSIDIARIES, JOINT VENTURES AND ASSOCIATES (Continued)

(a) (Continued)



# 綜合財務報表附註

## Notes to the Consolidated Financial Statements

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### 49. 主要附屬公司、合營企業及聯營公司的詳情 (續)

(a) (續)

| 公司名稱<br>Name of company  | 註冊成立/<br>成立地點<br>Place of<br>incorporation/<br>establishment | 本集團應佔股權<br>Equity interest<br>attributable to the Group |                          | 已發行及繳足<br>股本/註冊資本<br>Issued and fully paid<br>share capital/<br>registered capital  | 經營地點<br>Place of<br>operation | 主要業務<br>Principal activities   |
|--|--|---|--------------------------|---|-------------------------------|--------------------------------|
|  |  | 二零一六年<br>2016   | 二零一五年<br>2015            |   |                               |                                |
| 重慶龍湖德卓地產發展有限公司<br>(附註c)<br>Chongqing Longfor Dezhuo Real Estate<br>Development Co., Ltd. (Note c)      | 中國<br>PRC  | 100%  | 100%                     | 註冊資本<br>150,000,000 美元<br>繳足股本<br>150,000,000 美元<br>Registered<br>USD150,000,000<br>Paid up capital<br>USD150,000,000     | 中國<br>PRC                     | 物業發展<br>Properties development |
| 重慶龍湖科恒地產發展有限公司<br>(附註a)<br>Chongqing Longhu Keheng Real<br>Estate Development Co., Limited<br>(Note a) | 中國<br>PRC  | 100%  | 100%                     | 繳足股本<br>人民幣100,000,000 元<br>註冊資本<br>人民幣100,000,000 元<br>Paid up capital<br>RMB100,000,000<br>Registered<br>RMB100,000,000 | 中國<br>PRC                     | 物業發展<br>Properties development |
| 重慶興龍湖置地發展有限公司<br>(附註b)<br>Longhu Land Limited (Note b)   | 中國<br>PRC  | 50%<br>(附註h)<br>(Note h)                                | 50%<br>(附註h)<br>(Note h) | 註冊資本<br>27,000,000 美元<br>繳足股本<br>27,000,000 美元<br>Registered<br>USD27,000,000<br>Paid up capital<br>USD27,000,000         | 中國<br>PRC                     | 物業發展<br>Properties development |
| 杭州龍耀房地產開發有限公司(附註a)<br>Hangzhou Longyao Real<br>Estate Development Ltd (Note a)                         | 中國<br>PRC  | 51%<br>(附註j)<br>(Note j)                                | 51%                      | 繳足股本<br>人民幣900,000,000 元<br>註冊資本<br>人民幣900,000,000 元<br>Paid up capital<br>RMB900,000,000<br>Registered<br>RMB900,000,000 | 中國<br>PRC                     | 物業發展<br>Properties development |

### 49. PARTICULARS OF PRINCIPAL SUBSIDIARIES, JOINT VENTURES AND ASSOCIATES (Continued)

(a) (Continued)

# 綜合財務報表附註

## Notes to the Consolidated Financial Statements

截至二零一六年十二月三十一日止年度

For the year ended December 31, 2016

### 49. 主要附屬公司、合營企業及 聯營公司的詳情 (續)

(a) (續)

| 公司名稱<br>Name of company  | 註冊成立/<br>成立地點<br>Place of<br>incorporation/<br>establishment | 本集團應佔股權<br>Equity interest<br>attributable to the Group |                          | 已發行及繳足<br>股本/註冊資本<br>Issued and fully paid<br>share capital/<br>registered capital  | 經營地點<br>Place of<br>operation | 主要業務<br>Principal activities   |
|--|--|---|--------------------------|---|-------------------------------|--------------------------------|
|  |  | 二零一六年<br>2016   | 二零一五年<br>2015            |   |                               |                                |
| 杭州龍湖房地產開發有限公司(附註c)<br>Hangzhou Longhu Real Estate<br>Development Co., Ltd. (Note c)  | 中國<br>PRC  | 100%  | 100%                     | 註冊資本<br>229,400,000 美元<br>繳足股本<br>189,400,000 美元<br>Registered<br>USD229,400,000<br>Paid up capital<br>USD189,400,000             | 中國<br>PRC                     | 物業發展<br>Properties development |
| 杭州龍卓房地產開發有限公司(附註a)<br>Hangzhou Longzhuo Real<br>Estate Development Ltd (Note a)      | 中國<br>PRC  | 40%<br>(附註k)<br>(Note k)                                | 40%<br>(附註k)<br>(Note k) | 繳足股本<br>人民幣500,000,000 元<br>註冊資本<br>人民幣500,000,000 元<br>Paid up capital<br>RMB500,000,000<br>Registered<br>RMB500,000,000         | 中國<br>PRC                     | 物業發展<br>Properties development |
| 杭州龍嘉房地產開發有限公司(附註a)<br>Hangzhou Longjia Real Estate<br>Development Co., Ltd. (Note a) | 中國<br>PRC  | 100%  | 100%                     | 註冊資本<br>人民幣50,000,000 元<br>繳足股本<br>人民幣50,000,000 元<br>Registered<br>RMB50,000,000<br>Paid up capital<br>RMB50,000,000             | 中國<br>PRC                     | 物業發展<br>Properties development |
| 上海恒馳房地產有限公司(附註a)<br>Shanghai Hengchi Real Estate<br>Company Limited (Note a)         | 中國<br>PRC  | 100%  | 100%                     | 註冊資本<br>人民幣1,010,000,000 元<br>繳足股本<br>人民幣1,010,000,000 元<br>Registered<br>RMB1,010,000,000<br>Paid up capital<br>RMB1,010,000,000 | 中國<br>PRC                     | 物業發展<br>Properties development |

### 49. PARTICULARS OF PRINCIPAL SUBSIDIARIES, JOINT VENTURES AND ASSOCIATES (Continued)

(a) (Continued)

# 綜合財務報表附註

## Notes to the Consolidated Financial Statements

截至二零一六年十二月三十一日止年度  
For the year ended December 31, 2016

### 49. 主要附屬公司、合營企業及聯營公司的詳情 (續)

(a) (續)

| 公司名稱<br>Name of company   | 註冊成立/<br>成立地點<br>Place of<br>incorporation/<br>establishment | 本集團應佔股權<br>Equity interest<br>attributable to the Group |               | 已發行及繳足<br>股本/註冊資本<br>Issued and fully paid<br>share capital/<br>registered capital                                      | 經營地點<br>Place of<br>operation | 主要業務<br>Principal activities                 |
|---|--|---|---------------|---|-------------------------------|--|
|   |  | 二零一六年<br>2016   | 二零一五年<br>2015 |   |                               |  |
| 上海龍湖物業管理有限公司(附註a)<br>Shanghai Longhu Property<br>Management Company<br>Limited (Note a) | 中國<br>PRC  | 100%  | 100%          | 註冊資本<br>人民幣5,000,000元<br>繳足股本<br>人民幣5,000,000元<br>Registered<br>RMB5,000,000<br>Paid up capital<br>RMB5,000,000         | 中國<br>PRC                     | 物業發展<br>Properties management                |
| 上海龍湖置業發展有限公司(附註a)<br>Shanghai Longhu Real Estate<br>Co. Ltd. (Note a)                   | 中國<br>PRC  | 100%  | 100%          | 註冊資本<br>人民幣100,000,000元<br>繳足股本<br>人民幣100,000,000元<br>Registered<br>RMB100,000,000<br>Paid up capital<br>RMB100,000,000 | 中國<br>PRC                     | 物業發展<br>Properties development               |
| 上海莘潤園林綠化有限公司(附註a)<br>Shanghai Xinrun Garden<br>Virescence Company<br>Limited (Note a)   | 中國<br>PRC  | 100%  | 100%          | 註冊資本<br>人民幣12,000,000元<br>繳足股本<br>人民幣12,000,000元<br>Registered<br>RMB12,000,000<br>Paid up capital<br>RMB12,000,000     | 中國<br>PRC                     | 樹苗培育<br>Nursery of seeding tree              |
| 上海渝久實業有限公司(附註a)<br>Shanghai Yujiu Industrial<br>Company Limited (Note a)                | 中國<br>PRC  | 100%  | 100%          | 註冊資本<br>人民幣20,000,000元<br>繳足股本<br>人民幣20,000,000元<br>Registered<br>RMB20,000,000<br>Paid up capital<br>RMB20,000,000     | 中國<br>PRC                     | 建材貿易<br>Trading of construction<br>materials |

### 49. PARTICULARS OF PRINCIPAL SUBSIDIARIES, JOINT VENTURES AND ASSOCIATES (Continued)

(a) (Continued)

# 綜合財務報表附註

## Notes to the Consolidated Financial Statements

截至二零一六年十二月三十一日止年度

For the year ended December 31, 2016

### 49. 主要附屬公司、合營企業及 聯營公司的詳情 (續)

(a) (續)

| 公司名稱<br>Name of company  | 註冊成立/<br>成立地點<br>Place of<br>incorporation/<br>establishment | 本集團應佔股權<br>Equity interest<br>attributable to the Group |               | 已發行及繳足<br>股本/註冊資本<br>Issued and fully paid<br>share capital/<br>registered capital  | 經營地點<br>Place of<br>operation | 主要業務<br>Principal activities   |
|--|--|---|---------------|---|-------------------------------|--------------------------------|
|  |  | 二零一六年<br>2016   | 二零一五年<br>2015 |   |                               |                                |
| 上海恒世房地產有限公司(附註a)<br>Shanghai Hengshi Real Estate<br>Co., Ltd. (Note a) | 中國<br>PRC  | 100%  | 100%          | 註冊資本<br>人民幣1,000,000,000元<br>繳足股本<br>人民幣1,000,000,000元<br>Registered<br>RMB1,000,000,000<br>Paid up capital<br>RMB1,000,000,000 | 中國<br>PRC                     | 物業發展<br>Properties development |
| 上海恒逸房地產有限公司(附註a)<br>Shanghai Hengyi Real Estate<br>Co., Ltd. (Note a)  | 中國<br>PRC  | 100%  | 100%          | 註冊資本<br>人民幣1,100,000,000元<br>繳足股本<br>人民幣1,100,000,000元<br>Registered<br>RMB1,100,000,000<br>Paid up capital<br>RMB1,100,000,000 | 中國<br>PRC                     | 物業發展<br>Properties development |
| 上海恒睿房地產有限公司(附註b)<br>Shanghai Hengrui Real Estate<br>Co., Ltd. (Note b) | 中國<br>PRC  | 100%  | 100%          | 註冊資本<br>人民幣1,589,000,000元<br>繳足股本<br>人民幣1,589,000,000元<br>Registered<br>RMB1,589,000,000<br>Paid up capital<br>RMB1,589,000,000 | 中國<br>PRC                     | 物業發展<br>Properties development |
| 上海恒駿房地產有限公司(附註b)<br>Shanghai Hengjun Real Estate<br>Co., Ltd. (Note b) | 中國<br>PRC  | 100%  | 100%          | 註冊資本<br>人民幣4,300,000,000元<br>繳足股本<br>人民幣3,539,934,000元<br>Registered<br>RMB4,300,000,000<br>Paid up capital<br>RMB3,539,934,000 | 中國<br>PRC                     | 物業發展<br>Properties development |

### 49. PARTICULARS OF PRINCIPAL SUBSIDIARIES, JOINT VENTURES AND ASSOCIATES (Continued)

(a) (Continued)

# 綜合財務報表附註

## Notes to the Consolidated Financial Statements

截至二零一六年十二月三十一日止年度  
For the year ended December 31, 2016

### 49. 主要附屬公司、合營企業及聯營公司的詳情 (續)

(a) (續)

| 公司名稱<br>Name of company  | 註冊成立/<br>成立地點<br>Place of<br>incorporation/<br>establishment | 本集團應佔股權<br>Equity interest<br>attributable to the Group |               | 已發行及繳足<br>股本/註冊資本<br>Issued and fully paid<br>share capital/<br>registered capital                                      | 經營地點<br>Place of<br>operation | 主要業務<br>Principal activities   |
|--|--|---|---------------|---|-------------------------------|--------------------------------|
|  |  | 二零一六年<br>2016   | 二零一五年<br>2015 |   |                               |                                |
| 上海湖邦企業管理有限公司(附註a)<br>Shanghai Hukang Enterprise<br>Management Co., Ltd. (Note a) | 中國<br>PRC  | 50%<br>(附註k)<br>(Note k)                                | 100%          | 註冊資本<br>人民幣5,000,000元<br>繳足股本<br>零<br>Registered<br>RMB5,000,000<br>Paid up capital<br>Nil                              | 中國<br>PRC                     | 投資控股<br>Investment holding     |
| 上海陽恩投資管理有限公司(附註a)<br>Shanghai Yangen Investment<br>Management Co., Ltd. (Note a) | 中國<br>PRC  | 65%   | —             | 註冊資本<br>人民幣799,050,000元<br>繳足股本<br>人民幣799,050,000元<br>Registered<br>RMB799,050,000<br>Paid up capital<br>RMB799,050,000 | 中國<br>PRC                     | 投資控股<br>Investment holding     |
| 瀋陽金恒置業有限公司(附註a)<br>Shenyang Jinheng Real Estate Co., Ltd.<br>(Note a)            | 中國<br>PRC  | 60%   | —             | 註冊資本<br>人民幣100,000,000元<br>繳足股本<br>人民幣100,000,000元<br>Registered<br>RMB100,000,000<br>Paid up capital<br>RMB100,000,000 | 中國<br>PRC                     | 物業發展<br>Property development   |
| 瀋陽龍湖房地產拓展有限公司(附註b)<br>Shenyang Longhu Estate<br>Development Co., Ltd. (Note b)   | 中國<br>PRC  | 100%  | 100%          | 註冊資本<br>美元65,000,000元<br>繳足股本<br>美元65,000,000元<br>Registered<br>USD65,000,000<br>Paid up capital<br>USD65,000,000       | 中國<br>PRC                     | 物業發展<br>Properties development |

### 49. PARTICULARS OF PRINCIPAL SUBSIDIARIES, JOINT VENTURES AND ASSOCIATES (Continued)

(a) (Continued)

# 綜合財務報表附註

## Notes to the Consolidated Financial Statements

截至二零一六年十二月三十一日止年度

For the year ended December 31, 2016

### 49. 主要附屬公司、合營企業及 聯營公司的詳情 (續)

(a) (續)

| 公司名稱<br>Name of company  | 註冊成立/<br>成立地點<br>Place of<br>incorporation/<br>establishment | 本集團應佔股權<br>Equity interest<br>attributable to the Group |               | 已發行及繳足<br>股本/註冊資本<br>Issued and fully paid<br>share capital/<br>registered capital                                      | 經營地點<br>Place of<br>operation | 主要業務<br>Principal activities   |
|--|--|---|---------------|---|-------------------------------|--------------------------------|
|  |  | 二零一六年<br>2016   | 二零一五年<br>2015 |   |                               |                                |
| 瀋陽龍湖新北置業有限公司(附註b)<br>Shenyang Longfor Xinbei Real<br>Estate Co., Ltd. (Note b)             | 中國<br>PRC  | 100%  | 100%          | 註冊資本<br>美元113,000,000元<br>繳足股本<br>美元113,000,000元<br>Registered<br>USD113,000,000<br>Paid up capital<br>USD113,000,000   | 中國<br>PRC                     | 物業發展<br>Properties development |
| 四川龍湖地產發展有限公司(附註b)<br>Sichuan Longhu Real Estate<br>Development Company<br>Limited (Note b) | 中國<br>PRC  | 100%  | 100%          | 註冊資本<br>人民幣50,000,000元<br>繳足股本<br>人民幣50,000,000元<br>Registered<br>RMB50,000,000<br>Paid up capital<br>RMB50,000,000     | 中國<br>PRC                     | 物業發展<br>Properties development |
| 西安龍湖錦城置業有限公司(附註a)<br>Xi'an Longhu Jincheng<br>Company Limited (Note a)                     | 中國<br>PRC  | 100%  | 100%          | 註冊資本<br>人民幣430,000,000元<br>繳足股本<br>人民幣430,000,000元<br>Registered<br>RMB430,000,000<br>Paid up capital<br>RMB430,000,000 | 中國<br>PRC                     | 物業發展<br>Properties development |
| 西安龍湖物業服務有限公司(附註a)<br>Xi'an Longhu Property Service<br>Company Limited (Note a)             | 中國<br>PRC  | 100%  | 100%          | 註冊資本<br>人民幣3,000,000元<br>繳足股本<br>人民幣3,000,000元<br>Registered<br>RMB3,000,000<br>Paid up capital<br>RMB3,000,000         | 中國<br>PRC                     | 物業管理<br>Properties management  |

### 49. PARTICULARS OF PRINCIPAL SUBSIDIARIES, JOINT VENTURES AND ASSOCIATES (Continued)

(a) (Continued)

# 綜合財務報表附註

## Notes to the Consolidated Financial Statements

截至二零一六年十二月三十一日止年度

For the year ended December 31, 2016

### 49. 主要附屬公司、合營企業及聯營公司的詳情 (續)

(a) (續)

| 公司名稱<br>Name of company  | 註冊成立/<br>成立地點<br>Place of<br>incorporation/<br>establishment | 本集團應佔股權<br>Equity interest<br>attributable to the Group |               | 已發行及繳足<br>股本/註冊資本<br>Issued and fully paid<br>share capital/<br>registered capital  | 經營地點<br>Place of<br>operation | 主要業務<br>Principal activities   |
|--|--|---|---------------|---|-------------------------------|--------------------------------|
|  |  | 二零一六年<br>2016   | 二零一五年<br>2015 |   |                               |                                |
| 西安龍湖地產發展有限公司(附註a)<br>Xi'an Longhu Real Estate<br>Inc. (Note a)               | 中國<br>PRC  | 100%  | 100%          | 註冊資本<br>人民幣50,000,000元<br>繳足股本<br>人民幣50,000,000元<br>Registered<br>RMB50,000,000<br>Paid up capital<br>RMB50,000,000             | 中國<br>PRC                     | 物業發展<br>Properties development |
| 西安龍湖興城置業有限公司(附註a)<br>Xi'an Longhu Xingcheng Estate<br>Co. Ltd. (Note a)      | 中國<br>PRC  | 100%  | 100%          | 註冊資本<br>人民幣499,610,000元<br>繳足股本<br>人民幣499,610,000元<br>Registered<br>RMB499,610,000<br>Paid up capital<br>RMB499,610,000         | 中國<br>PRC                     | 物業發展<br>Properties development |
| 西安龍湖潤融置業有限公司(附註a)<br>Xi'an Longfor Runrong Real Estate<br>Co., Ltd. (Note a) | 中國<br>PRC  | 100%  | 100%          | 註冊資本<br>人民幣615,000,000元<br>繳足股本<br>人民幣615,000,000元<br>Registered<br>RMB615,000,000<br>Paid up capital<br>RMB615,000,000         | 中國<br>PRC                     | 物業發展<br>Properties development |
| 青島龍湖置業拓展有限公司(附註b)<br>Qingdao Longfor Real<br>Estate Co. Ltd. (Note b)        | 中國<br>PRC  | 100%  | 100%          | 註冊資本<br>人民幣1,100,000,000元<br>繳足股本<br>人民幣1,100,000,000元<br>Registered<br>RMB1,100,000,000<br>Paid up capital<br>RMB1,100,000,000 | 中國<br>PRC                     | 物業發展<br>Properties development |

### 49. PARTICULARS OF PRINCIPAL SUBSIDIARIES, JOINT VENTURES AND ASSOCIATES (Continued)

(a) (Continued)

# 綜合財務報表附註

## Notes to the Consolidated Financial Statements

截至二零一六年十二月三十一日止年度

For the year ended December 31, 2016

### 49. 主要附屬公司、合營企業及 聯營公司的詳情 (續)

(a) (續)

| 公司名稱<br>Name of company  | 註冊成立/<br>成立地點<br>Place of<br>incorporation/<br>establishment | 本集團應佔股權<br>Equity interest<br>attributable to the Group |               | 已發行及繳足<br>股本/註冊資本<br>Issued and fully paid<br>share capital/<br>registered capital  | 經營地點<br>Place of<br>operation | 主要業務<br>Principal activities   |
|--|--|---|---------------|---|-------------------------------|--------------------------------|
|  |  | 二零一六年<br>2016   | 二零一五年<br>2015 |   |                               |                                |
| 青島龍嘉置業有限公司(附註c)<br>Qingdao Longjia Real<br>Estate Co. Ltd. (Note c)    | 中國<br>PRC  | 100%  | 100%          | 註冊資本<br>90,000,000 美元<br>繳足股本<br>90,000,000 美元<br>Registered<br>USD90,000,000<br>Paid up capital<br>USD90,000,000                 | 中國<br>PRC                     | 物業發展<br>Properties development |
| 青島龍凱置業有限公司(附註c)<br>Qingdao Longkai Real<br>Estate Co. Ltd. (Note c)    | 中國<br>PRC  | 100%  | 100%          | 註冊資本<br>80,000,000 美元<br>繳足股本<br>80,000,000 美元<br>Registered<br>USD80,000,000<br>Paid up capital<br>USD80,000,000                 | 中國<br>PRC                     | 物業發展<br>Properties development |
| 青島萬創置業有限公司(附註b)<br>Qingdao Wanchuang Real Estate<br>Co., Ltd. (Note b) | 中國<br>PRC  | 25.1%<br>(附註h)<br>(Note h)                              | —             | 註冊資本<br>人民幣1,148,133,200 元<br>繳足股本<br>人民幣1,148,133,200 元<br>Registered<br>RMB1,148,133,200<br>Paid up capital<br>RMB1,148,133,200 | 中國<br>PRC                     | 物業發展<br>Properties development |
| 青島萬湖置業有限公司(附註b)<br>Qingdao Wanhuh Real Estate Co., Ltd.<br>(Note b)    | 中國<br>PRC  | 25.1%<br>(附註h)<br>(Note h)                              | —             | 註冊資本<br>人民幣597,425,000 元<br>繳足股本<br>人民幣597,425,000 元<br>Registered<br>RMB597,425,000<br>Paid up capital<br>RMB597,425,000         | 中國<br>PRC                     | 物業發展<br>Properties development |

### 49. PARTICULARS OF PRINCIPAL SUBSIDIARIES, JOINT VENTURES AND ASSOCIATES (Continued)

(a) (Continued)



# 綜合財務報表附註

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For the year ended December 31, 2016

### 49. 主要附屬公司、合營企業及聯營公司的詳情 (續)

(a) (續)

| 公司名稱<br>Name of company  | 註冊成立/<br>成立地點<br>Place of<br>incorporation/<br>establishment | 本集團應佔股權<br>Equity interest<br>attributable to the Group |               | 已發行及繳足<br>股本/註冊資本<br>Issued and fully paid<br>share capital/<br>registered capital  | 經營地點<br>Place of<br>operation | 主要業務<br>Principal activities   |
|--|--|---|---------------|---|-------------------------------|--------------------------------|
|  |  | 二零一六年<br>2016   | 二零一五年<br>2015 |   |                               |                                |
| 寧波龍嘉房地產發展有限公司(附註c)<br>Ningbo Longjia Real Estate<br>Development Co., Ltd. (Note c) | 中國<br>PRC  | 100%  | 100%          | 註冊資本<br>99,800,000 美元<br>繳足股本<br>99,800,000 美元<br>Registered<br>USD99,800,000<br>Paid up capital<br>USD99,800,000                 | 中國<br>PRC                     | 物業發展<br>Properties development |
| 煙台龍湖置業有限公司(附註a)<br>Yantai Longfor Real Estate<br>Co., Ltd. (Note a)                | 中國<br>PRC  | 100%  | 100%          | 註冊資本<br>人民幣600,000,000 元<br>繳足股本<br>人民幣600,000,000 元<br>Registered<br>RMB600,000,000<br>Paid up capital<br>RMB600,000,000         | 中國<br>PRC                     | 物業發展<br>Properties development |
| 大連東陽房地產開發有限公司(附註a)<br>Dalian Dongyang Real Estate<br>Development Ltd. (Note a)     | 中國<br>PRC  | 100%  | —             | 註冊資本<br>人民幣2,000,000,000 元<br>繳足股本<br>人民幣2,000,000,000 元<br>Registered<br>RMB2,000,000,000<br>Paid up capital<br>RMB2,000,000,000 | 中國<br>PRC                     | 物業發展<br>Properties development |
| 濟南盛雪置業有限公司(附註a)<br>Jinan Shengxue Real Estate Co., Ltd.<br>(Note a)                | 中國<br>PRC  | 51%   | —             | 註冊資本<br>人民幣2,100,000,000 元<br>繳足股本<br>人民幣2,100,000,000 元<br>Registered<br>RMB2,100,000,000<br>Paid up capital<br>RMB2,100,000,000 | 中國<br>PRC                     | 物業發展<br>Properties development |

### 49. PARTICULARS OF PRINCIPAL SUBSIDIARIES, JOINT VENTURES AND ASSOCIATES (Continued)

(a) (Continued)

# 綜合財務報表附註

## Notes to the Consolidated Financial Statements

截至二零一六年十二月三十一日止年度

For the year ended December 31, 2016

### 49. 主要附屬公司、合營企業及 聯營公司的詳情 (續)

(a) (續)

| 公司名稱<br>Name of company   | 註冊成立/<br>成立地點<br>Place of<br>incorporation/<br>establishment | 本集團應佔股權<br>Equity interest<br>attributable to the Group |               | 已發行及繳足<br>股本/註冊資本<br>Issued and fully paid<br>share capital/<br>registered capital  | 經營地點<br>Place of<br>operation | 主要業務<br>Principal activities   |
|---|--|---|---------------|---|-------------------------------|--------------------------------|
|   |  | 二零一六年<br>2016   | 二零一五年<br>2015 |   |                               |                                |
| 大連龍湖東港房地產有限公司(附註a)<br>Dalian Longfor Donggang Real<br>Estate Co., Ltd. (Note a)                       | 中國<br>PRC  | 100%  | 100%          | 註冊資本<br>人民幣340,000,000元<br>繳足股本<br>人民幣340,000,000元<br>Registered<br>RMB340,000,000<br>Paid up capital<br>RMB340,000,000         | 中國<br>PRC                     | 物業發展<br>Properties development |
| 南京金名城置業有限公司(附註a)<br>Nanjing Jinmingcheng Real<br>Estate Co., Ltd. (Note a)                            | 中國<br>PRC  | 100%  | 100%          | 註冊資本<br>人民幣20,000,000元<br>繳足股本1<br>人民幣8,000,000元<br>Registered<br>RMB20,000,000<br>Paid up capital<br>RMB8,000,000              | 中國<br>PRC                     | 物業發展<br>Properties development |
| 南京名萬置業有限公司(「南京名萬」)<br>Nanjing Mingwan Real Estate<br>Co., Ltd. ("Nanjing Mingwan")                    | 中國<br>PRC  | 51%   | 51%           | 註冊資本<br>人民幣3,500,000,000元<br>繳足股本<br>人民幣3,500,000,000元<br>Registered<br>RMB3,500,000,000<br>Paid up capital<br>RMB3,500,000,000 | 中國<br>PRC                     | 物業發展<br>Properties development |
| 蘇州龍湖基業房地產有限公司(附註c)<br>Suzhou Longfor Real Estate<br>Co., Ltd. (Note c)                                | 中國<br>PRC  | 51%   | 51%           | 註冊資本<br>130,000,000美元<br>繳足股本<br>130,000,000美元<br>Registered<br>USD130,000,000<br>Paid up capital<br>USD130,000,000             | 中國<br>PRC                     | 物業發展<br>Properties development |
| 佛山市順德區盛暉置業有限公司<br>(附註b)<br>Foshan Shi Shun De Gu Sheng<br>Hui Real Estate Company Limited<br>(Note b) | 中國<br>PRC  | 80%   | 80%           | 註冊資本<br>人民幣50,000,000元<br>繳足股本<br>人民幣50,000,000元<br>Registered<br>RMB50,000,000<br>Paid up capital<br>RMB50,000,000             | 中國<br>PRC                     | 物業發展<br>Properties development |

### 49. PARTICULARS OF PRINCIPAL SUBSIDIARIES, JOINT VENTURES AND ASSOCIATES (Continued)

(a) (Continued)

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## Notes to the Consolidated Financial Statements

截至二零一六年十二月三十一日止年度  
For the year ended December 31, 2016

### 49. 主要附屬公司、合營企業及 聯營公司的詳情 (續)

(a) (續)

| 公司名稱<br>Name of company   | 註冊成立/<br>成立地點<br>Place of<br>incorporation/<br>establishment               | 本集團應佔股權<br>Equity interest<br>attributable to the Group |               | 已發行及繳足<br>股本/註冊資本<br>Issued and fully paid<br>share capital/<br>registered capital      | 經營地點<br>Place of<br>operation | 主要業務<br>Principal activities |
|---|--|---|---------------|---|-------------------------------|------------------------------|
|   |  | 二零一六年<br>2016   | 二零一五年<br>2015 |   |                               |                              |
| Jasmine Spread Investment Limited   | 英屬維爾京群島<br>(「英屬維爾京<br>群島」)<br>The British<br>Virgin Islands<br>(the "BVI") | 100%  | 100%          | 法定股本<br>50,000 美元<br>繳足股本<br>2 美元<br>Authorised<br>USD50,000<br>Paid up capital<br>USD2 | 香港<br>HK                      | 投資控股<br>Investment holding   |
| Join Dragon Limited   | 英屬維爾京群島<br>BVI   | 100%  | 100%          | 法定股本<br>50,000 美元<br>繳足股本<br>2 美元<br>Authorised<br>USD50,000<br>Paid up capital<br>USD2 | 香港<br>HK                      | 投資控股<br>Investment holding   |
| Longfor Investment Co. Ltd. (附註 g)<br>Longfor Investment Co. Ltd.<br>(Note g) | 英屬維爾京群島<br>BVI   | 100%  | 100%          | 法定股本<br>1 美元<br>繳足股本<br>1 美元<br>Authorised<br>USD1<br>Paid up capital<br>USD1           | 香港<br>HK                      | 投資控股<br>Investment holding   |
| Silver Oak Enterprises Limited  | 英屬維爾京群島<br>BVI   | 100%  | 100%          | 法定股本<br>50,000 美元<br>繳足股本<br>2 美元<br>Authorised<br>USD50,000<br>Paid up capital<br>USD2 | 香港<br>HK                      | 投資控股<br>Investment holding   |

### 49. PARTICULARS OF PRINCIPAL SUBSIDIARIES, JOINT VENTURES AND ASSOCIATES (Continued)

(a) (Continued)

# 綜合財務報表附註

## Notes to the Consolidated Financial Statements

截至二零一六年十二月三十一日止年度

For the year ended December 31, 2016

### 49. 主要附屬公司、合營企業及 聯營公司的詳情 (續)

(a) (續)

| 公司名稱<br>Name of company  | 註冊成立/<br>成立地點<br>Place of<br>incorporation/<br>establishment | 本集團應佔股權<br>Equity interest<br>attributable to the Group |               | 已發行及繳足<br>股本/註冊資本<br>Issued and fully paid<br>share capital/<br>registered capital | 經營地點<br>Place of<br>operation | 主要業務<br>Principal activities |
|--|--|---|---------------|--|-------------------------------|------------------------------|
|  |  | 二零一六年<br>2016   | 二零一五年<br>2015 |  |                               |                              |
| 富煌發展有限公司<br>Fortune Glister Development Limited                      | 香港<br>(「香港」)<br>Hong Kong<br>("HK")                          | 100%  | 100%          | 1 港元<br>HKD1   | 香港<br>HK                      | 投資控股<br>Investment holding   |
| 寶欣貿易有限公司<br>Joy Wealth Trading Limited                               | 香港<br>HK   | 100%  | 100%          | 69,687,000 港元<br>HKD69,687,000   | 香港<br>HK                      | 投資控股<br>Investment holding   |
| 順嘉有限公司<br>Joyline Corporation Limited                                | 香港<br>HK   | 100%  | 100%          | 1 港元<br>HKD1   | 香港<br>HK                      | 投資控股<br>Investment holding   |
| 嘉遜發展香港(控股)有限公司<br>Juntion Development Hong Kong<br>(Holding) Limited | 香港<br>HK   | 100%  | 100%          | 2,000,000 港元<br>HKD2,000,000   | 香港<br>HK                      | 投資控股<br>Investment holding   |
| Longfor Company Limited  | 香港<br>HK   | 100%  | 100%          | 1 港元<br>HKD1   | 香港<br>HK                      | 投資控股<br>Investment holding   |
| 定邦有限公司<br>Treasure State Limited                                     | 香港<br>HK   | 100%  | 100%          | 1 港元<br>HKD1   | 香港<br>HK                      | 投資控股<br>Investment holding   |
| 順升企業有限公司<br>Easy Rise Enterprise Limited                             | 香港<br>HK   | 51%   | 51%           | 20,000 港元<br>HKD20,000   | 香港<br>HK                      | 投資控股<br>Investment holding   |

### 49. PARTICULARS OF PRINCIPAL SUBSIDIARIES, JOINT VENTURES AND ASSOCIATES (Continued)

(a) (Continued)

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## Notes to the Consolidated Financial Statements

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For the year ended December 31, 2016

### 49. 主要附屬公司、合營企業及聯營公司的詳情 (續)

(b) 於二零一六年及二零一五年十二月三十一日，本公司主要合營企業詳情如下：

| Joint Ventures<br>合營企業<br>公司名稱<br>Name of company                                   | 註冊成立/<br>成立地點<br>Place of<br>incorporation/<br>establishment | 本集團應佔股權<br>Equity interest<br>attributable to the Group |                          | 已發行及繳足<br>股本/註冊資本<br>Issued and fully paid<br>share capital/<br>registered capital                                      | 經營地點<br>Place of<br>operation | 主要業務<br>Principal activities   |
|---|--|---|--------------------------|---|-------------------------------|--------------------------------|
|   |  | 二零一六年<br>2016   | 二零一五年<br>2015            |   |                               |                                |
| 北京錦吳萬華置業有限公司(附註d)<br>Beijing Jinghao Wanhua Real Estate<br>Company Limited (Note d) | 中國<br>PRC  | 34%<br>(附註1)<br>(Note 1)                                | 34%<br>(附註1)<br>(Note 1) | 繳足股本<br>人民幣50,000,000元<br>註冊股本<br>人民幣50,000,000元<br>Paid up capital<br>RMB50,000,000<br>Registered<br>RMB50,000,000     | 中國<br>PRC                     | 物業發展<br>Properties development |
| 廣州市君梁房地產有限公司(附註d)<br>Guangzhou Junliang Real<br>Estate Ltd (Note d)                 | 中國<br>PRC  | 50%<br>(附註1)<br>(Note 1)                                | 50%<br>(附註1)<br>(Note 1) | 繳足股本<br>人民幣100,000,000元<br>註冊股本<br>人民幣100,000,000元<br>Paid up capital<br>RMB100,000,000<br>Registered<br>RMB100,000,000 | 中國<br>PRC                     | 物業發展<br>Properties development |
| 廣州市湖品房地產有限公司(附註d)<br>Guangzhou Hupin Real<br>Estate Ltd (Note d)                    | 中國<br>PRC  | 50%<br>(附註1)<br>(Note 1)                                | 50%<br>(附註1)<br>(Note 1) | 繳足股本<br>人民幣100,000,000元<br>註冊股本<br>人民幣100,000,000元<br>Paid up capital<br>RMB100,000,000<br>Registered<br>RMB100,000,000 | 中國<br>PRC                     | 物業發展<br>Properties development |

### 49. PARTICULARS OF PRINCIPAL SUBSIDIARIES, JOINT VENTURES AND ASSOCIATES (Continued)

(b) Particulars of the Company's principal joint ventures at December 31, 2016 and 2015 are as follows:

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## Notes to the Consolidated Financial Statements

截至二零一六年十二月三十一日止年度

For the year ended December 31, 2016

### 49. 主要附屬公司、合營企業及聯營公司的詳情 (續)

(c) 於二零一六年及二零一五年十二月三十一日，本公司主要聯營公司詳情如下：

| Associates<br>聯營公司<br>公司名稱<br>Name of company  | 註冊成立/<br>成立地點<br>Place of<br>incorporation/<br>establishment | 本集團應佔股權<br>Equity interest<br>attributable to the Group |                          | 已發行及繳足<br>股本/註冊資本<br>Issued and fully paid<br>share capital/<br>registered capital  | 經營地點<br>Place of<br>operation | 主要業務<br>Principal activities   |
|--|--|---|--------------------------|---|-------------------------------|--------------------------------|
|  |  | 二零一六年<br>2016   | 二零一五年<br>2015            |   |                               |                                |
| 北京葛洲壩龍湖置業有限公司(附註f)<br>Beijing Genzhouba Longfor<br>Real Estate Development Limited<br>(Note f) | 中國<br>PRC  | 50%<br>(附註m)<br>(Note m)                                | 50%                      | 繳足股本<br>人民幣50,000,000元<br>註冊股本<br>人民幣50,000,000元<br>Paid up capital<br>RMB50,000,000<br>Registered<br>RMB50,000,000             | 中國<br>PRC                     | 物業發展<br>Properties development |
| 北京錦泰房地產開發有限公司(附註f)<br>Beijing Jingtai Real Estate<br>Development Company Limited<br>(Note f)   | 中國<br>PRC  | 50%<br>(附註n)<br>(Note n)                                | 50%<br>(附註n)<br>(Note n) | 繳足股本<br>人民幣90,000,000元<br>註冊股本<br>人民幣90,000,000元<br>Paid up capital<br>RMB90,000,000<br>Registered<br>RMB90,000,000             | 中國<br>PRC                     | 物業發展<br>Properties development |
| 杭州萬科大家房地產開發有限公司<br>(附註f)<br>Hangzhou Wanke Dajia Real Estate<br>Company Limited (Note f)       | 中國<br>PRC  | 10%<br>(附註o)<br>(Note o)                                | 10%<br>(附註o)<br>(Note o) | 繳足股本<br>人民幣2,300,000,000元<br>註冊股本<br>人民幣2,300,000,000元<br>Paid up capital<br>RMB2,300,000,000<br>Registered<br>RMB2,300,000,000 | 中國<br>PRC                     | 物業發展<br>Properties development |
| 廈門翔洲房地產開發有限公司(附註f)<br>Xiamen Xiangzhou Real Estate<br>Development Limited (Note f)             | 中國<br>PRC  | 49%<br>(附註p)<br>(Note p)                                | 49%<br>(附註p)<br>(Note p) | 繳足股本<br>人民幣50,000,000元<br>註冊股本<br>人民幣50,000,000元<br>Paid up capital<br>RMB50,000,000<br>Registered<br>RMB50,000,000             | 中國<br>PRC                     | 物業開發<br>Properties development |

### 49. PARTICULARS OF PRINCIPAL SUBSIDIARIES, JOINT VENTURES AND ASSOCIATES (Continued)

(c) Particulars of the Company's principal associates at December 31, 2016 and 2015 are as follows:

# 綜合財務報表附註

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截至二零一六年十二月三十一日止年度

For the year ended December 31, 2016

### 49. 主要附屬公司、合營企業及聯營公司的詳情(續)

(c) (續)

附註：

- (a) 該附屬公司為於中國成立之國內全資附屬企業。
- (b) 該附屬公司為於中國成立之合資企業。
- (c) 該附屬公司為於中國成立之全外資企業。
- (d) 該合營企業為於中國成立之合資企業。
- (e) 該聯營公司為於中國成立之全外資企業。
- (f) 該聯營公司為於中國成立之合資聯營公司。
- (g) 該附屬公司為本公司全資附屬公司並由本公司直接持有，而其他附屬公司由本公司間接持有。
- (h) 該公司根據該公司組織章程大綱及細則入賬列作附屬公司，該公司相關活動須獲其董事會過半數董事同意。本集團有權委任該公司董事會過半數董事，故本集團對該公司有主導控制權，及因此其被視為本集團的附屬公司。
- (i) 該公司入賬列作附屬公司，乃因根據投資協議，該公司董事會能主導該公司相關活動。由於本集團能委任該公司董事會過半數董事，故本集團對該公司有主導控制權。
- (j) 該公司根據補充協議入賬列作附屬公司，其相關活動須獲董事會大多數成員同意。本集團有權委任該公司董事會三名董事中的兩名董事，故本集團對該公司有主導控制權，及因此其被視為本集團的附屬公司。
- (k) 該公司入賬列作附屬公司，乃因根據協議，本集團對該公司有主導控制權。

### 49. PARTICULARS OF PRINCIPAL SUBSIDIARIES, JOINT VENTURES AND ASSOCIATES (Continued)

(c) (Continued)

Notes:

- (a) The subsidiary is a domestic wholly-owned enterprise established in the PRC.
- (b) The subsidiary is an equity joint venture established in the PRC.
- (c) The subsidiary is a wholly foreign owned enterprise established in the PRC.
- (d) The joint venture is an equity joint venture established in the PRC.
- (e) The associate is a wholly foreign owned enterprise established in the PRC.
- (f) The associate is an equity associate established in the PRC.
- (g) The subsidiary is a wholly owned subsidiary and directly held by the Company. All other subsidiaries are indirectly held by the Company.
- (h) The company is accounted for as a subsidiary as in accordance with the memorandum and articles of the company, relevant activities of the company require consent with more than half of the directors in the board of the company. The Group has the power to appoint more than half of the directors in the board of the company, thus the Group has dominant control of the company and thus it is regarded as a subsidiary of the Group.
- (i) The company is accounted for as a subsidiary as in accordance with the investment agreement, the board of directors of the company can direct the relevant activities of the company. Since the Group can appoint more than half of the directors in the board of the company, the Group has dominant control of the company.
- (j) The company is accounted for as a subsidiary as in accordance with the supplementary agreement of the company, relevant activities of the company require consent with simple majority in the board of directors. The Group has the power to appoint two out of three directors in the board of the company, the Group has dominant control of the company and thus it is regarded as a subsidiary of the Group.
- (k) The company is accounted for as a subsidiary as in accordance with the investment agreement, the Group has dominant control of the company.

# 綜合財務報表附註

## Notes to the Consolidated Financial Statements

截至二零一六年十二月三十一日止年度

For the year ended December 31, 2016

### 49. 主要附屬公司、合營企業及聯營公司的詳情(續)

(c) (續)

附註：(續)

- (l) 該公司於各期間結算日根據該公司組織章程大綱及細則入賬列為合營企業，該公司相關活動須獲全體董事一致同意。
- (m) 於截至二零一六年十二月三十一日止年度，本集團與北京葛洲壩的合營企業合夥人訂立投資協議附錄。簽訂附錄前，本集團有權委任北京葛洲壩董事會五名董事中的三名，而北京葛洲壩相關活動須獲北京葛洲壩董事會一致同意。因此，本集團能夠對北京葛洲壩行使共同控制權，故其過往入賬列作本集團的一間合營企業。簽訂附錄後，本集團有權委任北京葛洲壩董事會七名董事中的三名，而北京葛洲壩相關活動須獲北京葛洲壩董事會過半數董事同意，因此本集團能夠對北京葛洲壩行使重大影響力。因此，其成為本集團的聯營公司。
- (n) 該公司於年度結算日入賬列作聯營公司，乃因根據其大綱及細則，其相關活動須獲董事會大多數成員同意。本集團有權委任該公司董事會五名董事中的兩名董事，故本集團僅可對該公司施行重大影響。
- (o) 該公司入賬列作聯營公司，乃因一名權益擁有人對該公司董事會有控制權，並可主導該公司相關活動。因此，本集團僅能夠對該公司施行重大影響。
- (p) 由於該公司董事會五名具有投票權的董事中有兩名來自本集團，因而本集團僅可對該公司施行重大影響，故該公司於年度結算日入賬列作聯營公司。

董事認為，上表列示主要影響本集團業績或資產之本集團附屬公司、合營企業及聯營公司。董事認為描述其他附屬公司、合營企業及聯營公司詳情會令篇幅過於冗長。

### 49. PARTICULARS OF PRINCIPAL SUBSIDIARIES, JOINT VENTURES AND ASSOCIATES (Continued)

(c) (Continued)

Notes: (Continued)

- (l) The company is accounted for as a joint venture as at respective period end date as in accordance with the memorandum and articles of the company, relevant activities of the company require the unanimous consent of all directors.
- (m) During the year ended December 31, 2016, addendum to the investment agreement of Beijing Gezhouba, was entered into between the Group and its joint venture partner. Before the signing of the addendum, the Group has the power to appoint three out of five directors in the board of Beijing Gezhouba and relevant activities of Beijing Gezhouba require unanimous consent from the board of Beijing Gezhouba. Thus, the Group is able to exercise joint control in Beijing Gezhouba and accordingly it was previously accounted for as a joint venture of the Group. After the signing of the addendum, the Group has the power to appoint three out of seven directors in the board of Beijing Gezhouba and relevant activities of Beijing Gezhouba require consent with more than half of the directors in the board of Beijing Gezhouba, thus the Group is able to exercise significant influence in Beijing Gezhouba. Accordingly, it becomes an associate of the Group.
- (n) The company is accounted for as an associate as at year end date as in accordance with the memorandum and articles of the company, relevant activities of the company requires consent with simple majority in the board of directors. The Group has the power to appoint two out of five directors in the board of the company, thus, the Group is only able to exercise significant influence in the company.
- (o) The company is accounted for as associate as at year end date as one of the equity owners has control over the board of directors of the company and can direct the relevant activities of the company. Thus, the Group is only able to exercise significant influence in the company.
- (p) The company is accounted for as an associate as at year end date as the Group has two out of five directors in the board of the company with voting rights, thus, the Group is only able to exercise significant influence in the company.

The above table lists the subsidiaries, joint ventures and associates of the Group which, in the opinion of the directors, principally affected the results or assets of the Group. To give details of other subsidiaries, joint ventures and associates would, in the opinion of the directors, result in particulars of excessive length.



# 綜合財務報表附註

## Notes to the Consolidated Financial Statements

截至二零一六年十二月三十一日止年度  
For the year ended December 31, 2016

### 49. 主要附屬公司、合營企業及聯營公司的詳情(續)

概無附屬公司於二零一六年十二月三十一日發行任何債務證券，重慶龍湖企業拓展發行若干債券(如附註26披露)除外。

有關本集團擁有重大非控制權益的非全資附屬公司的資產、負債及現金流量的財務資料概要於附註45披露。

### 50. 報告期後事項

於二零一七年二月十六日，本集團通過重慶龍湖企業拓展(一間間接全資附屬公司)發行第一期綠色債券：(i)五年期債券人民幣16億元，債券票面利率為4.4%，須於二零二二年二月十六日前悉數償還，重慶龍湖企業拓展有權於二零二零年二月十六日之後調整票面利率及投資者有權於二零二零年二月十六日前回售債券，以及(ii)七年期債券人民幣14.4億元，債券票面利率為4.67%，須於二零二四年二月十六日前悉數償還，重慶龍湖企業拓展有權於二零二零年二月十六日之後調整票面利率及投資者有權於二零二零年二月十六日前回售債券。

於二零一七年三月六日，重慶龍湖企業拓展發行第二期綠色債券，本金額為人民幣10億元，年期為七年，票面利率為4.75%，須於二零二四年三月六日前悉數償還。發行人有權於二零二零年三月六日之後調整票面利率及投資者有權於二零二零年三月六日前回售債券。

發行債券所得款項經扣除債券發售相關開支後將用於調整其債務結構及補充營運資金。

債券為無擔保債券並於上海證券交易所上市。

### 49. PARTICULARS OF PRINCIPAL SUBSIDIARIES, JOINT VENTURES AND ASSOCIATES (Continued)

None of the subsidiaries had issued any debt securities at December 31, 2016, except for Chongqing Longhu Development which has issued several bonds as disclosed in note 26.

The summarised financial information on the assets, liabilities and cash flows of non-wholly owned subsidiaries of the Group that have material non-controlling interests are disclosed in note 45.

### 50. EVENTS AFTER THE REPORTING PERIOD

On February 16, 2017, the Group through Chongqing Longhu Development, an indirectly wholly-owned subsidiary, issued the first tranche of Green Bonds of (i) five years bonds of RMB1.6 billion with a coupon rate of 4.4% repayable in full by February 16, 2022, Chongqing Longhu Development shall be entitled to adjust the coupon rate after February 16, 2020 and the investors shall be entitled to sell back the bonds by February 16, 2020, and (ii) seven years bonds of RMB1.44 billion with a coupon rate of 4.67% repayable in full by February 16, 2024, Chongqing Longhu Development shall be entitled to adjust the coupon rate after February 16, 2022 and the investors shall be entitled to sell back the bonds by February 16, 2022.

On March 6, 2017, Chongqing Longhu Development issued the second tranche of Green Bonds of a principal amount of RMB1 billion with a duration of seven years and a coupon rate of 4.75% repayable in full by March 6, 2024. The Issuer shall be entitled to adjust the coupon rate after March 6, 2022 and the investors shall be entitled to sell back the bonds by March 6, 2022.

The proceeds from the issue of the bonds, after deduction of the expenses relating to the bond offering will be used to adjust its debt structure and replenish working capital.

The bonds are non-guaranteed bonds and listed on the Shanghai Stock Exchange.

# 五年財務概要

## Five Years Financial Summary

|        |                           | 截至十二月三十一日止年度            |             |             |             |             |
|--------|---------------------------|-------------------------|-------------|-------------|-------------|-------------|
|        |                           | Year ended December 31, |             |             |             |             |
|        |                           | 二零一六年                   | 二零一五年       | 二零一四年       | 二零一三年       | 二零一二年       |
|        |                           | 2016                    | 2015        | 2014        | 2013        | 2012        |
|        |                           | 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     |
| 營業額    | Revenue                   | 54,799,495              | 47,423,099  | 50,990,678  | 41,510,167  | 27,892,830  |
| 稅前溢利   | Profit before taxation    | 15,956,310              | 13,938,187  | 13,626,622  | 13,218,654  | 11,301,542  |
| 所得稅開支  | Income tax expense        | (6,021,444)             | (4,574,070) | (4,876,244) | (4,582,788) | (4,436,068) |
| 年度溢利   | Profit for the year       | 9,934,866               | 9,364,117   | 8,750,378   | 8,635,866   | 6,865,474   |
| 以下應佔：  | Attributable to:          |                         |             |             |             |             |
| 本公司持有人 | Owners of the Company     | 9,152,953               | 8,988,037   | 8,353,632   | 8,037,222   | 6,301,060   |
| 非控制權益  | Non-controlling interests | 781,913                 | 376,080     | 396,746     | 598,644     | 564,414     |
| 年度溢利   | Profit for the year       | 9,934,866               | 9,364,117   | 8,750,378   | 8,635,866   | 6,865,474   |

|            |  | 截至十二月三十一日止年度            |               |               |               |              |
|------------|--|-------------------------|---------------|---------------|---------------|--------------|
|            |  | Year ended December 31, |               |               |               |              |
|            |  | 二零一六年                   | 二零一五年         | 二零一四年         | 二零一三年         | 二零一二年        |
|            |  | 2016                    | 2015          | 2014          | 2013          | 2012         |
|            |  | 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      |
| 資產及負債      | ASSETS AND LIABILITIES                       |                         |               |               |               |              |
| 資產總值       | Total assets                                 | 224,830,374             | 184,088,606   | 168,156,225   | 144,171,967   | 125,426,497  |
| 負債總值       | Total liabilities                            | (149,715,194)           | (121,620,952) | (117,884,222) | (104,396,548) | (92,849,085) |
|            |  | 75,115,180              | 62,467,654    | 50,272,003    | 39,775,419    | 32,577,412   |
| 本公司擁有人應佔權益 | Equity attributable to owners of the Company | 61,764,699              | 55,124,649    | 47,763,925    | 36,983,645    | 29,909,248   |
| 非控制權益      | Non-controlling interests                    | 13,350,481              | 7,343,005     | 2,508,078     | 2,791,774     | 2,668,164    |
|            |  | 75,115,180              | 62,467,654    | 50,272,003    | 39,775,419    | 32,577,412   |

*Longfor* 龙湖地产