



E-House (China) Enterprise Holdings Limited
易居(中國)企業控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立的有限公司)

Stock Code 股份代號：2048

中國創新的、
基於房地產數據的
房地產交易服務商

2023

Annual Report
年度報告

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公司資料 CORPORATE INFORMATION

董事會

執行董事

周忻先生 (主席)
黃燦浩先生
程立瀾博士
丁祖昱博士

非執行董事

蔣珊珊女士
楊勇博士
謝梅女士 (於2023年3月31日辭任)
宋家俊先生 (於2023年3月31日獲委任)
呂沛美先生 (於2023年5月5日辭任)
陳代平先生 (於2023年9月4日獲委任)

獨立非執行董事

張磅先生
朱洪超先生
王力群先生
李勁先生

審計委員會

張磅先生 (主席)
王力群先生
李勁先生

薪酬委員會

朱洪超先生 (主席)
王力群先生
程立瀾博士

提名委員會

周忻先生 (主席)
朱洪超先生
王力群先生

公司秘書

鄭程傑先生

BOARD OF DIRECTORS

Executive Directors

Mr. Zhou Xin (*Chairman*)
Mr. Huang Canhao
Dr. Cheng Li-Lan
Dr. Ding Zuyu

Non-Executive Directors

Ms. Jiang Shanshan
Dr. Yang Yong
Ms. Xie Mei (*resigned on 31 March 2023*)
Mr. Song Jiajun (*appointed on 31 March 2023*)
Mr. Lv Peimei (*resigned on 5 May 2023*)
Mr. Chen Daiping (*appointed on 4 September 2023*)

Independent Non-Executive Directors

Mr. Zhang Bang
Mr. Zhu Hongchao
Mr. Wang Liqun
Mr. Li Jin

AUDIT COMMITTEE

Mr. Zhang Bang (*Chairman*)
Mr. Wang Liqun
Mr. Li Jin

REMUNERATION COMMITTEE

Mr. Zhu Hongchao (*Chairman*)
Mr. Wang Liqun
Dr. Cheng Li-Lan

NOMINATION COMMITTEE

Mr. Zhou Xin (*Chairman*)
Mr. Zhu Hongchao
Mr. Wang Liqun

COMPANY SECRETARY

Mr. Cheng Ching Kit

授權代表

程立瀾博士
黃燦浩先生

核數師

中匯安達會計師事務所有限公司
執業會計師

註冊辦事處

Maples Corporate Services Limited
PO Box 309
Ugland House
Grand Cayman, KY1-1104
Cayman Islands

總部

中國上海市
靜安區廣延路383號
引力樓11樓
郵政編碼：200072

香港主要營業地點

香港灣仔
皇后大道東248號
大新金融中心40樓

法律顧問

香港及美國法律

世達國際律師事務所

開曼群島法律

邁普達律師事務所(香港)有限法律責任合夥

AUTHORIZED REPRESENTATIVES

Dr. Cheng Li-Lan
Mr. Huang Canhao

AUDITOR

Zhonghui Anda CPA Limited
Certified Public Accountants

REGISTERED OFFICE

Maples Corporate Services Limited
PO Box 309
Ugland House
Grand Cayman, KY1-1104
Cayman Islands

HEADQUARTERS

11/F, Yinli Building
383 Guangyan Road, Jing'an District
Shanghai 200072, China

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

40th Floor, Dah Sing Financial Centre
No. 248 Queen's Road East
Wan Chai, Hong Kong

LEGAL ADVISORS

As to Hong Kong law and United States law

Skadden, Arps, Slate, Meagher & Flom

As to Cayman Islands law

Maples and Calder (Hong Kong) LLP

公司資料 CORPORATE INFORMATION

香港證券登記處

香港中央證券登記有限公司
香港
灣仔
皇后大道東183號
合和中心
17樓1712-1716室

主要股份過戶登記處

Maples Fund Services (Cayman) Limited
PO Box 1093, Boundary Hall
Cricket Square
Grand Cayman, KY1-1102
Cayman Islands

主要往來銀行

上海浦東發展銀行股份有限公司南匯支行
中信銀行上海虹口支行
交通銀行上海閘北支行
招商銀行東方支行

股份代號

2048

公司網站

www.ehousechina.com

HONG KONG SHARE REGISTRAR

Computershare Hong Kong Investor Services Limited
Shops 1712-1716, 17th Floor
Hopewell Centre
No. 183 Queen's Road East
Wanchai
Hong Kong

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Maples Fund Services (Cayman) Limited
PO Box 1093, Boundary Hall
Cricket Square
Grand Cayman, KY1-1102
Cayman Islands

PRINCIPAL BANKER

Shanghai Pudong Development Bank Co., Ltd. (Nanhui Branch)
China CITIC Bank (Shanghai Hongkou Branch)
Bank of Communications (Shanghai Zhabei Branch)
China Merchants Bank (Dongfang Branch)

STOCK CODE

2048

COMPANY WEBSITE

www.ehousechina.com

業務回顧及展望 BUSINESS REVIEW AND OUTLOOK

業務回顧及展望

於2023年，中國政府出台一系列措施鼓勵房地產購買，包括降低所需首付款及房貸利率以及減少交易相關稅費。然而，由於購房者意願不強及經濟增長放緩，中國房地產行業仍不景氣。這已導致多家領先開發商報得2023年的銷量較2022年銳減。其中多家開發商仍面臨嚴重的流動資金限制。本集團業務受到這種持續且空前的行業衰退的負面影響，致使總銷售收入同比減少11.7%。一手房代理服務收入減少62.6%。房地產數據及諮詢服務收入減少20.7%。房地產經紀網絡服務收入減少4.2%；及數字營銷服務收入減少1.6%。

在這種充滿挑戰的環境中，本集團繼續專注於降低成本及現金流量，實現虧損淨額總額同比減少69.3%及經營活動所用現金淨額同比減少60.2%。

於2023年，本公司繼續就重組其境外債務（「重組」）與其債權人及顧問密切合作。然而，由於本公司日期為2024年3月13日及2024年3月28日有關重組的公告中分別披露的情況，本公司得出結論即重組將不會生效。截至2024年3月28日（即年度業績公告日期），本公司正就替代重組方案與其財務顧問積極合作，並將盡快且無論如何於2024年4月底之前向其債權人提供更新資料。

展望2024年，本集團預期中國宏觀經濟狀況及房地產行業前景仍充滿挑戰。儘管中國政府已出台一系列措施刺激經濟及鼓勵房地產購買且預計出台更多積極措施，但房地產市場情緒以及交易活動恢復的時間及程度仍不確定。本集團預期將持續面臨艱難的經營環境。有鑒於此，本集團將繼續專注於成本控制及現金流量以維持可持續經營。憑藉有效的成本控制及債務重組最終取得成功，本集團認為一旦市場復甦，其能從中獲益。

BUSINESS REVIEW AND OUTLOOK

In 2023, the PRC government issued a series of measures to encourage real estate purchase, including lowering the required down payment and mortgage interest rates and reduction in transaction related taxes. However, the real estate industry in China remained in a depressed state due to poor buyer sentiment and slower economic growth. This had led to many leading developers reporting sharp decreases in sales volume in 2023 compared to 2022. Many of them continued to face serious liquidity constraints. The Group's operations were negatively affected by this continued and unprecedented industry downturn, resulting in a 11.7% year-on-year decrease in total sales revenue. Revenues from real estate agency services in the primary market decreased by 62.6%. Revenues from real estate data and consulting services decreased by 20.7%. Revenues from real estate brokerage network services decreased by 4.2%; and revenues from digital marketing services decreased by 1.6%.

Amid this challenging environment, the Group continued to focus on cost reduction and cash flow, and achieved a 69.3% year-on-year reduction in total net loss and a 60.2% year-on-year decrease in net cash used in operating activities.

During 2023, the Company continued to work closely with its creditors and advisors on the restructuring of its offshore debt (the "Restructuring"). However, as a result of the circumstances separately disclosed in the Company's Announcements dated 13 March 2024 and 28 March 2024 in relation to the Restructuring, the Company has concluded that the Restructuring will not come into effect. As of 28 March 2024 (being the date of the annual results announcement) Company was actively working with its financial adviser on an alternative restructuring proposal and would provide an update to its creditors as soon as possible and, in any event, by the end of April 2024.

Looking ahead at 2024, the Group expects China's macroeconomic conditions and real estate industry outlook to remain challenging. Although the PRC government has announced a series of measures aimed at stimulating the economy and encouraging real estate purchases and is expected to announce more positive measures, the timing and extent of a recovery of the real estate market sentiment and transaction activities remain uncertain. The Group expects to continue to face a difficult operating environment. Given this, the Group will remain focused on cost control and cash flow to maintain sustainable operation. With effective cost control and the eventual successful debt restructuring, the Group believes it is well positioned to take advantage of the market recovery when it occurs.

財務摘要 FINANCIAL HIGHLIGHTS

- 於報告期間，總收入為人民幣4,446.4百萬元。
 - 於報告期間，房地產代理服務交易總額（「GTV」）為人民幣263億元。
 - 於報告期間，房地產經紀網絡服務GTV為人民幣434億元。
 - 年內虧損為人民幣1,524.8百萬元，而報告期間內的年內全面開支總額為人民幣1,523.5百萬元。
 - 經加回折舊及攤銷開支以及確認非流動資產的減值損失後，於報告期間，房地產數據及諮詢服務分部的利潤為人民幣16.9百萬元。
- Total revenue amounted to RMB4,446.4 million for the Reporting Period.
 - The total gross transaction value (“GTV”) of real estate agency services was RMB26.3 billion for the Reporting Period.
 - The total GTV of real estate brokerage network services amounted to RMB43.4 billion for the Reporting Period.
 - Loss for the year amounted to RMB1,524.8 million, and total comprehensive expense for the year amounted to RMB1,523.5 million for the Reporting Period.
 - Real estate data and consulting services segment had a profit of RMB16.9 million for the Reporting Period after adding back depreciation and amortisation expenses and impairment losses recognized on non-current assets.

管理層討論及分析 MANAGEMENT DISCUSSION AND ANALYSIS

收入

我們的收入從2022年的人民幣5,033.3百萬元減少11.7%至2023年的人民幣4,446.4百萬元。該減少主要由於一手房代理服務產生的收入減少所致。

一手房代理服務產生的收入從2022年的人民幣586.5百萬元減少62.6%至2023年的人民幣219.6百萬元，主要由於房地產市場整體低迷而導致GTV下跌所致。

房地產經紀網絡服務產生的收入從2022年的人民幣1,576.6百萬元減少4.2%至2023年的人民幣1,510.4百萬元。該減少主要由於房地產市場整體低迷而導致GTV下跌。

房地產數據及諮詢服務產生的收入從2022年的人民幣559.8百萬元減少20.7%至2023年的人民幣443.9百萬元。該減少主要由於測評及排名服務以及數據服務收入減少所致。

數字營銷服務產生的收入從2022年的人民幣2,310.4百萬元減少1.6%至2023年的人民幣2,272.5百萬元，主要由於電商服務及線上廣告服務的收入下跌所致。

員工成本

我們的員工成本從2022年的人民幣1,967.3百萬元減少44.4%至2023年的人民幣1,093.2百萬元。員工成本佔收入的比例從2022年的39.1%減少至2023年的24.6%，主要由於經營效率提高所致。

宣傳及推廣開支

我們的宣傳及推廣開支從2022年的人民幣2,374.6百萬元減少16.3%至2023年的人民幣1,986.9百萬元。宣傳及推廣開支主要包括樂居用於業務擴張的針對性線上及線下營銷成本。該減少主要由於本公司成本下降所致。

Revenue

Our revenue decreased by 11.7% from RMB5,033.3 million in 2022 to RMB4,446.4 million in 2023. The decrease was primarily due to decrease of revenue derived from real estate agency services in the primary market.

Revenue derived from real estate agency services in the primary market decreased by 62.6% from RMB586.5 million in 2022 to RMB219.6 million in 2023, primarily due to decline of GTV caused by the overall downturn in the real estate market.

Revenue derived from real estate brokerage network services decreased by 4.2% from RMB1,576.6 million in 2022 to RMB1,510.4 million in 2023. The decrease was primarily due to decline of GTV caused by the overall downturn in the real estate market.

Revenue derived from real estate data and consulting services decreased by 20.7% from RMB559.8 million in 2022 to RMB443.9 million in 2023. The decrease was primarily due to a decrease in revenue from our rating and ranking services and data services.

Revenue derived from digital marketing services decreased by 1.6% from RMB2,310.4 million in 2022 to RMB2,272.5 million in 2023 primarily due to decrease in revenues from e-commerce services and online advertising services.

Staff costs

Our staff costs decreased by 44.4% from RMB1,967.3 million in 2022 to RMB1,093.2 million in 2023. Staff costs as a percentage of our revenue decreased from 39.1% in 2022 to 24.6% in 2023, primarily due to improved operational efficiency.

Advertising and promotion expenses

Our advertising and promotion expenses decreased by 16.3% from RMB2,374.6 million in 2022 to RMB1,986.9 million in 2023. The advertising and promotion expenses primarily consist of targeted online and offline marketing costs for business expansion from Leju. The decrease was primarily due to Company's reduction of cost.

管理層討論及分析 MANAGEMENT DISCUSSION AND ANALYSIS

短期租賃及低價值資產租賃的租金開支

我們於2023年錄得短期租賃及低價值資產租賃的租金開支人民幣49.7百萬元，而於2022年錄得人民幣103.5百萬元。該減少主要由於與短期租賃有關的租賃區域減少所致。

折舊及攤銷開支

我們的折舊及攤銷開支從2022年的人民幣537.5百萬元減少46.8%至2023年的人民幣285.8百萬元，主要由於收購產生的無形資產攤銷減少所致。

面臨預期信貸損失（「預期信貸損失」）的金融資產虧損撥備（扣除撥回）

我們的面臨預期信貸損失的金融資產虧損撥備（扣除撥回）從2022年的人民幣996.0百萬元減少93.4%至2023年的人民幣65.5百萬元，主要由於應收賬款及應收票據減少所致。

終止確認按公允價值計量並計入其他全面收益（「按公允價值計量並計入其他全面收益」）的應收款項產生的虧損

我們於2023年錄得終止確認按公允價值計量並計入其他全面收益的應收款項產生的虧損為零，而2022年則錄得人民幣3.8萬元。該虧損主要自透過若干保理安排出售按公允價值計量並計入其他全面收益的應收款項而產生。

確認非流動資產的減值損失

我們於2023年錄得確認非流動資產的減值損失人民幣40.8百萬元，而2022年則錄得人民幣1,034.8百萬元。2023年所產生的成本主要來自確認投資物業的虧損。

Rental expenses for short-term leases and low-value assets leases

We recorded rental expenses for short-term leases and low-value assets leases of RMB49.7 million in 2023, and RMB103.5 million in 2022. The decrease was primarily due to the decrease of rental area relating to short-term leases.

Depreciation and amortisation expenses

Our depreciation and amortisation expenses decreased by 46.8% from RMB537.5 million in 2022 to RMB285.8 million in 2023, primarily due to the decrease in amortization of intangible assets arising from acquisition.

Loss allowance on financial assets subject to expected credit loss ("ECL"), net of reversal

Our loss allowance on financial assets subject to ECL, net of reversal decreased by 93.4% from RMB996.0 million in 2022 to RMB65.5 million in 2023, primarily due to the decrease in accounts receivables and bills receivables.

Loss on derecognition of receivables at fair value through other comprehensive income ("FVTOCI")

Loss on derecognition of receivables at FVTOCI was nil in the 2023, and RMB38.0 thousand in 2022. The loss incurred was primarily from the disposal of receivables at FVTOCI through certain factoring arrangement.

Impairment losses recognised on non-current assets

We recorded impairment losses recognised on non-current assets of RMB40.8 million in 2023, and RMB1,034.8 million in 2022. The cost in 2023 incurred was primarily from the loss recognised on investment properties.

諮詢開支

我們的諮詢開支從2022年的人民幣462.0百萬元減少56.9%至2023年的人民幣198.9百萬元，主要由於項目諮詢減少連同收入減少所致。

分銷開支

我們的分銷開支從2022年的人民幣1,465.9百萬元減少2.3%至2023年的人民幣1,432.6百萬元，主要由於房地產經紀網絡服務產生的收入減少所致。

其他經營成本

我們的其他經營成本從2022年的人民幣459.0百萬元減少21.3%至2023年的人民幣361.1百萬元，主要由於公司成本下降所致。

其他收入

我們的其他收入從2022年的人民幣150.8百萬元減少52.2%至2023年的人民幣72.1百萬元，主要由於銀行及其他利息收入減少所致。

其他收益及虧損

我們於2022年錄得其他虧損淨額人民幣316.9百萬元，於2023年錄得其他虧損淨額人民幣96.2百萬元。截至2023年12月31日止年度的其他虧損淨額主要歸因於匯兌虧損。

其他開支

我們的其他開支從2022年的人民幣5.2百萬元增加至2023年的約人民幣9.6百萬元，主要歸因於提前終止租賃協議有關的開支。

應佔聯營公司的業績

於2022年，我們錄得人民幣2.8百萬元的應佔聯營公司利潤，而於2023年為人民幣2.0百萬元的應佔聯營公司利潤。於2023年的應佔利潤主要歸因於一間提供優質金融服務的公司。

Consultancy expenses

Our consultancy expenses decreased by 56.9% from RMB462.0 million in 2022 to RMB198.9 million in 2023, primarily due to the decrease in project consultation in line with the decrease in our revenue.

Distribution expenses

Our distribution expenses decreased by 2.3% from RMB1,465.9 million in 2022 to RMB1,432.6 million in 2023, primarily due to decrease in revenue derived from real estate brokerage network services.

Other operating costs

Our other operating costs decreased by 21.3% from RMB459.0 million in 2022 to RMB361.1 million in 2023, primarily due to company's reduction of cost.

Other income

Our other income decreased by 52.2% from RMB150.8 million in 2022 to RMB72.1 million in 2023, primarily due to the decrease in bank and other interest income.

Other gains and losses

We recorded net other losses of RMB316.9 million in 2022 and net other losses of RMB96.2 million in 2023. Our net other losses in the year ended 31 December 2023 were primarily attributable to the foreign exchange losses.

Other expenses

Our other expenses increase from RMB5.2 million in 2022 to approximately RMB9.6 million in 2023, primarily attributable to the expenses related to termination of leasing agreements in advance.

Share of result of associates

We recorded share of profits of associates of RMB2.8 million in 2022 and share of profits of associates of RMB2.0 million in 2023. The share of profits in 2023 was primarily attributable to a company provided boutique financial service.

管理層討論及分析 MANAGEMENT DISCUSSION AND ANALYSIS

融資成本

我們的融資成本從2022年的人民幣471.8百萬元減少6.1%至2023年的人民幣443.1百萬元，主要由於計息貸款加權平均結餘減少所致。

所得稅抵免

我們的所得稅抵免從2022年的人民幣39.0百萬元減少53.5%至2023年的人民幣18.1百萬元，主要由於除稅前虧損。

年內虧損

由於上述因素，我們於2023年的年內虧損為人民幣1,524.8百萬元，而於2022年的年內虧損則為人民幣4,968.5百萬元。

年內全面開支總額

由於上述因素，我們於2023年的年內全面開支總額為人民幣1,523.5百萬元，而於2022年的年內全面開支總額則為人民幣4,974.6百萬元。

非《國際財務報告準則》指標

為了對依據《國際財務報告準則》呈列的簡明綜合財務資料進行補充，我們還使用了(i)經營虧損及經營虧損率；及(ii)稅息折舊及攤銷前虧損作為額外標準，僅作說明用途。我們認為，該等標準為投資者及其他人士以與管理層相同的方式了解並評估簡明綜合財務業績方面提供有用資料。經營虧損及經營虧損率以及稅息折舊及攤銷前虧損的計算並非根據《國際財務報告準則》進行，可能與其他公司的類似財務指標無法直接比較。使用該等計量方式作為分析工具有局限性，不應將其與根據《國際財務報告準則》所報告的其他計量方式分開考慮。

Finance costs

Our finance costs decreased by 6.1% from RMB471.8 million in 2022 to RMB443.1 million in 2023, primarily due to the decrease in the weighted average balances of interest bearing loans.

Income tax credit

Our income tax credit decreased by 53.5% from RMB39.0 million in 2022 to RMB18.1 million in 2023, primarily due to the loss before taxation.

Loss for the year

As a result of the foregoing, our loss for the year amounted to RMB1,524.8 million in 2023, compared to loss for the year of RMB4,968.5 million in 2022.

Total comprehensive expense for the year

As a result of the foregoing, our total comprehensive expense for the year amounted to RMB1,523.5 million in 2023, compared to total comprehensive expense for the year of RMB4,974.6 million in 2022.

Non-IFRS Measures

To supplement our condensed consolidated financial information which is presented in accordance with IFRS, we also use (i) operating loss and operating loss margin and (ii) EBITDA loss as additional measures for illustrative purposes only. We believe that these measures provide useful information to investors and others in understanding and evaluating our condensed consolidated financial results in the same manner as our management. The calculation of operating loss and operating loss margin and EBITDA loss are not in accordance with IFRS and may not be directly comparable with similarly named financial measures of other companies. The use of these measures has limitations as an analytical tool, and you should not consider them in isolation from other measures as reported in accordance with IFRS.

我們對經營虧損的定義是收入抵減經營成本的金額，該等成本包括員工成本、宣傳及推廣開支、短期租賃及低價值資產租賃的租金開支、折舊及攤銷開支、面臨預期信貸損失的金融資產虧損撥備（扣除撥回）、終止確認按攤銷成本計量的金融資產的虧損（於報告期間為人民幣零元）、終止確認按公允價值計量並計入其他全面收益的應收款項產生的虧損（於報告期間為人民幣零元）、諮詢開支、分銷開支及其他經營成本。我們對經營虧損率的定義是該年的經營虧損除以收入。

我們的經營虧損於截至2023年12月31日止年度為人民幣1,027.3百萬元，而於截至2022年12月31日止年度的經營虧損為人民幣3,332.5百萬元。我們的經營虧損率於截至2023年12月31日止年度為23.1%，而於截至2022年12月31日止年度為66.2%，主要由於經營虧損減少。

我們將稅息折舊及攤銷前虧損定義為(i)期內虧損，並經調整加回(ii)融資成本(iii)折舊及攤銷開支及(iv)所得稅開支。我們使用稅息折舊及攤銷前虧損突出經營業績及其更接近概約現金流量。

我們的稅息折舊及攤銷前虧損於截至2023年12月31日止年度為人民幣814.1百萬元，與截至2022年12月31日止年度的人人民幣3,998.2百萬元相比減少79.6%。

流動性、財務資源及資本負債比率

截至2023年12月31日止年度，我們主要用我們的經營所得現金及外部借款為我們的現金需求出資。截至2022年12月31日及2023年12月31日，我們的現金及現金等價物分別為人民幣1,246.6百萬元及人民幣638.8百萬元。我們通常將超額現金存入計息銀行賬戶及往來賬戶。

截至2023年12月31日止年度，我們現金的主要用途是為所需營運資本及其他經常性開支出資，以支援我們的業務擴張。展望未來，我們相信，我們內部所產生的現金、外部借款以及不時從資本市場籌集的其他資金，將可共同滿足我們的流動資金需求。

We define our operating loss as revenue net of operating costs, which consist of staff costs, advertising and promotion expenses, rental expenses for short-term leases and low-value assets leases, depreciation and amortisation expenses, loss allowance on financial assets subject to ECL, net of reversal, loss on derecognition of financial assets measured at amortised cost (RMB0 for the Reporting Period), loss on derecognition of receivables at FVTOCI (RMB0 for the Reporting Period), consultancy expenses, distribution expenses, and other operating costs. We define operating loss margin as operating loss divided by revenue for the year.

Our operating loss amounted to RMB1,027.3 million for the year ended 31 December 2023 compared to an operating loss of RMB3,332.5 million for the year ended 31 December 2022. Our operating loss margin was 23.1% for the year ended 31 December 2023, as compared to 66.2% for the year ended 31 December 2022, primarily due to the decrease of operating loss.

We define EBITDA loss as (i) loss for the period, adjusted to add back (ii) finance costs (iii) depreciation and amortisation expenses and (iv) income tax expense. We use EBITDA loss to emphasise operating results and it more nearly approximates cash flows.

Our EBITDA loss for the year ended 31 December 2023 was RMB814.1 million, representing a decrease of 79.6% as compared with RMB3,998.2 million for the year ended 31 December 2022.

Liquidity, Financial Resources and Gearing

During the year ended 31 December 2023, we funded our cash requirements principally from cash generated from our operations and external borrowings. We had cash and cash equivalents of RMB1,246.6 million and RMB638.8 million as of 31 December 2022 and 31 December 2023, respectively. We generally deposit our excess cash in interest bearing bank accounts and current accounts.

During the year ended 31 December 2023, our principal uses of cash were for the funding of required working capital and other recurring expenses to support the expansion of our operations. Going forward, we believe our liquidity requirements will be satisfied by using funds from a combination of internally generated cash, external borrowings and other funds raised from the capital markets from time to time.

管理層討論及分析 MANAGEMENT DISCUSSION AND ANALYSIS

資本開支

Capital Expenditure

截至12月31日止年度
Year ended 31 December

| | |
|------------------|-----------|
| 2023年 | 2022年 |
| 人民幣千元 | 人民幣千元 |
| (經審計) | (經審計) |
| 2023 | 2022 |
| RMB'000 | RMB'000 |
| (audited) | (audited) |

| | | | |
|----------------------|---|---------------|--------|
| 購買物業及設備以及 物業及設備按金 | Purchase of and deposits placed for property and equipment | 12,259 | 35,507 |
| 購買無形資產 | Purchase of intangible assets | - | 170 |
| 總計 | Total | 12,259 | 35,677 |

我們的資本開支主要涉及購買物業、設備及資本化預付款。租賃物業裝修(主要包括資本化裝修及保養成本)佔物業及設備購買的大部分。

Our capital expenditures primarily related to purchases of property, equipment and capitalised prepayment. Leasehold improvements, mainly including capitalised decoration and maintenance costs, account for the majority of property and equipment purchases.

資產負債表外承擔及安排

截至2023年12月31日，我們並無進行任何資產負債表外交易。

Off-Balance Sheet Commitments and Arrangements

As of 31 December 2023, we had not entered into any off-balance sheet transactions.

資本負債比率

於2023年12月31日，本集團資本負債比率(按報告期末債務(所有銀行及其他借款)總額除以資產總值計算)為145.8%，與於2022年12月31日的100.6%相比，增加45.2個百分點。該增加主要由於資產總值減少。

Gearing Ratio

As at 31 December 2023, the gearing ratio of the Group, which is calculated by dividing total debt (all bank and other borrowings) by total assets as at the end of the Reporting Period was 145.8%, representing an increase of 45.2 percentage points as compared with 100.6% as at 31 December 2022. The increase was primarily due to the decrease of total assets.

持有的重大投資

於2023年12月31日，我們並無於任何其他公司的股本權益中持有任何重大投資(包括投資額為於2023年12月31日本公司資產總值5%或以上的於被投資公司的任何投資)。

Significant Investments Held

As at 31 December 2023, we did not hold any significant investments in the equity interests of any other companies (including any investment in an investee company with a value of 5% or more of the Company's total assets as at 31 December 2023).

重大投資及資本資產的未來計劃

截至2023年12月31日，我們並無重大投資及資本資產計劃。

附屬公司及聯屬公司的重大收購及／或出售

除本年報所披露者外，於報告期間我們並無進行附屬公司、併表聯屬實體、聯營公司或合營企業的任何重大收購或出售。

僱員及薪酬政策

於2023年12月31日，我們擁有3,158名全職僱員，大部分僱員位於中國。根據我們的業務策略，我們的僱員位於上海的總部以及中國多個其他城市。

我們的成功取決於我們吸引、挽留及激勵合資格人員的能力。作為我們挽留策略的一部分，除了基本薪資外，我們向僱員提供基於績效的現金紅利及其他激勵。截至2023年12月31日止年度的薪酬開支總額（包括基於股份的薪酬開支）為人民幣1,093.2百萬元，而截至2022年12月31日止年度為人民幣1,967.3百萬元，同比減少44.4%。

外匯風險

我們的功能貨幣為人民幣，但若干現金及現金等價物、以美元計值的優先票據及有條件投資基金所得款項以外幣計值，因此面臨外幣風險。我們目前並無外幣對沖政策。我們將繼續監控外匯風險，並於必要時採取行動。

Future Plans for Material Investments and Capital Assets

As of 31 December 2023, we did not have plans for material investments and capital assets.

Material Acquisitions and/or Disposals of Subsidiaries and Affiliated Companies

Save as disclosed in this annual report, we did not have any material acquisitions or disposals of subsidiaries, consolidated affiliated entities, associated companies or joint ventures during the Reporting Period.

Employee and Remuneration Policy

As at 31 December 2023, we had 3,158 full-time employees, most of whom were based in China. Our employees are based in our headquarters in Shanghai and various other cities in China according to our business strategies.

Our success depends on our ability to attract, retain and motivate qualified personnel. As part of our retention strategy, we offer employees performance-based cash bonuses and other incentives in addition to base salaries. The total remuneration expenses, including share-based compensation expense, for the year ended 31 December 2023 were RMB1,093.2 million, as compared with RMB1,967.3 million for the year ended 31 December 2022, representing a year-on-year decrease of 44.4%.

Foreign Exchange Risk

Our functional currency is Renminbi, but certain of our cash and cash equivalent, USD-denominated senior notes and conditional investment fund received are denominated in foreign currency and are exposed to foreign currency risk. We currently do not have a foreign currency hedging policy. We will continue to monitor foreign exchange exposure and will take actions when necessary.

管理層討論及分析 MANAGEMENT DISCUSSION AND ANALYSIS

資產質押

於2023年12月31日，本集團銀行借款人民幣779.8百萬元以灣居物業（賬面值人民幣504.0百萬元）、唐朝大酒店（賬面值人民幣490.8百萬元）及杭州平瀾業務中心的兩個單位（賬面值人民幣16.4百萬元）作抵押。

有關灣居物業和唐朝大酒店的進一步詳情，請分別參閱本公司日期為2020年3月22日的公告內「須予披露交易－收購上海灣居」及「須予披露交易－收購上海涓鵬」章節。

或有負債

截至2023年12月31日，我們並無任何重大或有負債（2022年12月31日：無）。

Pledge of Assets

As at 31 December 2023, the Group's bank borrowings of RMB779.8 million were secured by the Wanju Property (carrying amount of RMB504.0 million), the Tangchao Grand Hotel (carrying amount of RMB490.8 million) and 2 units in the Hangzhou PingLan business center (carrying amount of RMB16.4 million).

For further details of the Wanju Property and the Tangchao Grand Hotel, please refer to the sections headed "Discloseable Transaction – Acquisition of Shanghai Wanju" and "Discloseable Transaction – Acquisition of Shanghai Juanpeng", respectively, in the announcement of the Company dated 22 March 2020.

Contingent Liabilities

As of 31 December 2023, we did not have any material contingent liabilities (31 December 2022: nil).

董事及高級管理層 DIRECTORS AND SENIOR MANAGEMENT

| 姓名 Name | 年齡 Age | 職務 Position | 委任為董事日期 Date of appointment as Director |
|-----------------------------|-----------|---|--|
| 周忻先生 Mr. Zhou Xin | 56 | 執行董事、主席兼首席執行官 Executive Director, Chairman and chief executive officer | 2010年2月22日 22 February 2010 |
| 黃燦浩先生 Mr. Huang Canhao | 66 | 執行董事兼副主席 Executive Director and Vice Chairman | 2017年11月9日 9 November 2017 |
| 程立瀾博士 Dr. Cheng Li-Lan | 59 | 執行董事兼首席財務官 Executive Director and chief financial officer | 2018年3月16日 16 March 2018 |
| 丁祖昱博士 Dr. Ding Zuyu | 50 | 執行董事 Executive Director | 2018年3月16日 16 March 2018 |
| 蔣珊珊女士 Ms. Jiang Shanshan | 40 | 非執行董事 Non-executive Director | 2022年7月5日 5 July 2022 |
| 楊勇博士 Dr. Yang Yong | 51 | 非執行董事 Non-executive Director | 2022年4月1日 1 April 2022 |
| 宋家俊先生 Mr. Song Jiajun | 52 | 非執行董事 Non-executive Director | 2023年3月31日 31 March 2023 |
| 陳代平先生 Mr. Chen Daiping | 41 | 非執行董事 Non-executive Director | 2023年9月4日 4 September 2023 |
| 張磅先生 Mr. Zhang Bang | 55 | 獨立非執行董事 Independent non-executive Director | 2018年7月10日 10 July 2018 |
| 朱洪超先生 Mr. Zhu Hongchao | 64 | 獨立非執行董事 Independent non-executive Director | 2018年7月10日 10 July 2018 |
| 王力群先生 Mr. Wang Liqun | 70 | 獨立非執行董事 Independent non-executive Director | 2018年7月10日 10 July 2018 |
| 李勁先生 Mr. Li Jin | 57 | 獨立非執行董事 Independent non-executive Director | 2018年7月10日 10 July 2018 |

董事及高級管理層 DIRECTORS AND SENIOR MANAGEMENT

執行董事

周忻先生，56歲，易居創始人、執行董事、提名委員會主席兼本集團主席。其主要負責制定本集團的整體發展策略和業務規劃。周先生於1990年獲得上海大學機械設計與製造學士學位。

周先生在中國房地產行業擁有逾25年經驗。其曾於上海金豐投資股份有限公司（上海證券交易所上市公司，證券代碼：600606）擔任副總經理。其在易居（中國）控股（之前在紐交所上市，證券代碼：EJ）擔任多個職務，包括自2005年起擔任該公司主席、2003年至2009年擔任行政總裁並自2012年起再次擔任該職務。周先生曾在多家集團公司任職，包括(i)自2006年7月起擔任易居企業（中國）集團有限公司董事；及(ii)自樂居成立及於2014年4月上市以來分別擔任該公司執行主席兼董事。2003年至2012年，其於中國房產信息集團在納斯達克上市至該公司被易居（中國）控股私有化期間亦擔任該公司的聯席主席兼行政總裁。

Executive Directors

Mr. Zhou Xin (周忻), aged 56, is a founder of E-House's business, an executive Director, chairman of the Nomination Committee, and chairman of the Group. He is primarily responsible for formulating the overall development strategies and business plans of the Group. Mr. Zhou received his bachelor's degree in mechanical design and manufacturing from the Shanghai University (上海大學) in 1990.

Mr. Zhou has over 25 years of experience in China's real estate industry. He served as deputy general manager of Shanghai Jinfeng Investments Co., Ltd. (上海金豐投資股份有限公司), a company listed on the Shanghai Stock Exchange with stock code 600606. He has held many roles in E-House (China) Holdings, formerly listed on the NYSE with stock code EJ, including as its chairman since 2005 and chief executive officer from 2003 to 2009 and again since 2012. Mr. Zhou has served in various Group companies, including (i) as director of E-House Enterprise (China) Group Co., Ltd. since July 2006 and (ii) as executive chairman and director of Leju, since its inception and its listing in April 2014, respectively. He was also the co-chairman and chief executive officer of CRE Corp, between 2003 and 2012, during the time it was listed on NASDAQ until it was privatised by E-House (China) Holdings.

周先生目前擔任中國房地產業協會副主席、中國大自然保護協會董事、中華房地產投資開發商會副主席及中國房地產業協會房地產服務委員會主席。其亦為上海房地產經紀行業協會主席及新滬商聯合會輪值主席。

周先生亦為若干主要股東以及其附屬公司及聯營公司的董事，詳情載於招股章程「與控股股東的關係」一節。

黃燦浩先生，66歲，執行董事兼本集團副主席。其主要負責監督本集團的管理和策略發展。黃先生於1998年獲得上海大學國際商業學院經濟管理學文憑。

於2000年，其加入本公司，2000年至2007年擔任易居管理副總裁，2007年至2009年擔任易居（中國）控股運營總監。自2009年至2015年，其亦於易居企業（中國）集團擔任多個職位，包括擔任一手房代理服務業務部副總裁，並自2016年起擔任董事兼副主席。

黃先生自樂居於2014年4月上市以來擔任該公司董事。黃先生於主要股東中國房產信息集團2009年10月上市至2012年5月退市期間擔任該集團董事。此外，黃先生之前曾於易居（中國）控股（紐交所上市公司，證券代碼：EJ）2007年8月上市至2016年8月退市期間擔任該公司董事。

黃先生自2017年3月重新獲委任為易居（中國）控股有限公司董事。

Mr. Zhou currently serves as vice-chairman of China Real Estate Association, director of The Nature Conservancy China, vice-chairman of China Real Estate Developers and Investors Associations, and chairman of Real Estate Service Committee of China Real Estate Association. He is also chairman of Shanghai Real Estate Broker Industry Association, and rotating chairman of Shanghai Entrepreneur Association.

Mr. Zhou is also a director of certain of our substantial Shareholders and their subsidiaries and associates, as detailed in the section headed "Relationship with our Controlling Shareholders" in the Prospectus.

Mr. Huang Canhao (黃燦浩), aged 66, is an executive Director and vice chairman of our Group. He is primarily responsible for overseeing the management and strategic development of our Group. Mr. Huang received his diploma in economics management from the International Business School of Shanghai University in 1998.

In 2000, he joined our business, serving at E-House Management from 2000 to 2007 as vice president and serving at E-House (China) Holdings from 2007 to 2009 as head of operations. He has also held various roles in PRC Holdco, including vice president of the real estate agency services business division in the primary market from 2009 to 2015, and a director and vice chairman since 2016.

Mr. Huang has been a director of Leju since its listing in April 2014. Mr. Huang was a director of our substantial Shareholder, CRE Corp, from its listing in October 2009 to May 2012 when it was delisted. Additionally, Mr. Huang was previously a director of E-House (China) Holdings, a company listed on NYSE with stock code EJ, from its listing in August 2007 to August 2016 when it was delisted.

Mr. Huang was re-appointed as a director of E-House (China) Holdings Limited with effect from March 2017.

董事及高級管理層 DIRECTORS AND SENIOR MANAGEMENT

程立瀾博士，59歲，現為本公司的執行董事。此外，彼自2023年2月19日起擔任本公司首席財務官，於2017年至2023年擔任樂居的首席財務官，並於2014年至2017年擔任其執行董事。於2012年至2018年，程博士擔任本公司聯屬公司易居（中國）控股有限公司（紐交所曾用代碼：EJ）的首席執行官，且於2006年至2012年擔任其首席財務官。

在加入易居之前，程博士於2005年至2006年擔任中國線上房地產服務公司搜房控股有限公司的首席財務官。於2002年至2004年，程博士擔任一家位於北京的房地產開發商SOHO中國有限公司的執行董事兼首席財務官。於1997年至2002年，程博士擔任荷蘭銀行（亞洲）的亞洲運輸部投資組的助理總監兼主任。於1995年至1997年，程博士擔任美國國家經濟研究協會公司（一家位於紐約的經濟及財務諮詢公司）的一名高級分析師。於1989年至1991年，其擔任普天壽投資集團（一家位於新澤西州紐瓦克的美國保德信保險公司的機構投資的附屬公司）的一名投資培訓人兼分析師。

程博士現擔任Yunji Inc.（納斯達克代碼：YJ，一家於納斯達克上市的中國社交電商平台）的獨立董事兼審計委員會主席。其還曾擔任前程無憂（達斯達克曾用代碼：JOBS）、LAIX Inc.（紐交所曾用代碼：LAIX）、鄉村基快餐連鎖有限公司（紐交所曾用代碼：CCSC）及中國利農集團有限公司（達斯達克曾用代碼：GAGA）的獨立董事兼審計委員會委員。

程博士獲得斯沃斯莫爾學院經濟學學士學位及麻省理工學院經濟學博士學位。程博士為一名特許金融分析師。

Dr. Cheng Li-Lan (程立瀾), aged 59, is currently an executive director of the Company. In addition, he has been acting as chief financial officer of the Company since 19 February 2023, acting chief financial officer of Leju from 2017 to 2023, and was its executive director from 2014 to 2017. Dr. Cheng served as the chief operating officer of E-House (China) Holdings Limited (formerly NYSE: EJ), an affiliate of the Company, from 2012 to 2018 and its chief financial officer from 2006 to 2012.

Prior to joining E-House, Dr. Cheng served as the chief financial officer of SouFun Holdings Limited, an online real estate service company in China, from 2005 to 2006. From 2002 to 2004, Dr. Cheng served as an executive director and the chief financial officer of SOHO China Limited, a real estate developer in Beijing. Dr. Cheng was an assistant director and the head of the Asian transportation sector investment banking group of ABN AMRO Asia from 1997 to 2002. From 1995 to 1997, Dr. Cheng was a senior analyst at the National Economic Research Associates, Inc., an economic and financial consulting firm in New York. From 1989 to 1991, he was an investment trainee and analyst at the Prudential Investment Corporation, the institutional investment subsidiary of the Prudential Insurance Company of America based in Newark, NJ.

Dr. Cheng is an independent director and audit committee chairman of Yunji Inc. (NASDAQ: YJ), a Nasdaq-listed social e-commerce platform in China. He also served as an independent director and on the audit committee of 51job, Inc. (formerly NASDAQ: JOBS), LAIX Inc. (formerly NYSE: LAIX), Country Style Cooking Restaurant Chain Co., Ltd. (formerly NYSE: CCSC), and Le GAGA Holdings Limited (formerly NASDAQ: GAGA).

Dr. Cheng received a bachelor's degree in Economics from Swarthmore College and a Ph.D. degree in Economics from the Massachusetts Institute of Technology. Dr. Cheng is a chartered financial analyst (CFA).

丁祖昱博士，50歲，為執行董事。丁博士主要負責監督本集團的管理和策略發展。其分別於1998年7月及2013年12月獲得華東師範大學的房地產商業管理學士學位及經濟學博士學位。

於2000年9月至2001年11月期間，其擔任易居管理的研發部經理，隨後擔任易居管理副總經理及技術主管，直至2008年1月。彼於2009年9月至2011年9月擔任中國房產信息集團聯席總裁，並於2011年3月至2012年4月擔任董事。丁博士於2012年4月至2016年8月擔任易居（中國）控股聯席總裁。其自2006年7月起擔任易居企業（中國）集團房地產數據及諮詢服務業務總裁，以及自2016年8月以來一直擔任易居企業（中國）集團的首席執行官。

丁博士現任易居研究院副院長。其目前亦為中國房地產業協會常務理事及國家住房和城鄉建設部房地產市場顧問。其於2012年獲「上海傑出青商」稱號及於2011年至2012年躋身「上海十大傑出青年經濟人物」之列。丁博士目前亦擔任北京中房研協技術服務有限公司總經理。

丁博士於2012年1月起直至其於2018年1月辭任期間為三湘印象股份有限公司（一間於深圳證券交易所上市的公司，證券代碼：00863）的獨立董事。丁博士亦自2014年12月起一直擔任寶龍地產控股有限公司（香港聯交所上市公司，股份代號：1238）獨立非執行董事。丁博士亦於2011年7月至2017年3月期間擔任上海城投控股股份有限公司（上海證券交易所上市公司，證券代碼：600649）獨立董事。

Dr. Ding Zuyu (丁祖昱), aged 50, is an executive Director. Dr. Ding is primarily responsible for overseeing the management and strategic development of our Group. He received his bachelor's degree in real estate business management in July 1998 and his doctorate in economics in December 2013, both from East China Normal University (華東師範大學).

Between September 2000 and November 2001, he served as manager of the research and development department of E-House Management, after which he served as vice president and technology director of E-House Management until January 2008. He also served as co-president of CRE Corp from September 2009 to September 2011 and as director from March 2011 to April 2012. Dr. Ding was the co-president of E-House (China) Holdings from April 2012 to August 2016. He has been the president of real estate data and consulting services division of PRC Holdco since July 2006 and chief executive officer of PRC Holdco since August 2016.

He serves as a vice principal of the E-House Research and Training Institute (易居研究院). He is also an executive member of the China Real Estate Association (中國房地產業協會) and served as an adviser on the real estate market for the China's Ministry of Housing and Urban-Rural Development (國家住房和城鄉建設部房地產). He was named as "Shanghai Outstanding Young Merchant" (上海傑出青商) in 2012 and was named one of the "Top Ten Shanghai Young Economics Figures" (上海十大傑出青年經濟人物) for 2011 to 2012. Dr. Ding currently also serves as the general manager Beijing CREA Technology Services Ltd. (北京中房研協技術服務有限公司).

Dr. Ding was an independent director of Sanxiang Impression Co., Ltd (三湘印象股份有限公司), a company listed on the Shenzhen Stock Exchange with stock code 00863 from January 2012 until his resignation in January 2018. Dr. Ding has also been an independent non-executive director of Powerlong Real Estate Holdings Limited, a company listed on the Hong Kong Stock Exchange with stock code 1238, since December 2014. Dr. Ding was also an independent director of Shanghai Chengtou Holdings Co., Ltd. (上海城投控股股份有限公司), a company listed on the Shanghai Stock Exchange with stock code 600649, from July 2011 to March 2017.

董事及高級管理層 DIRECTORS AND SENIOR MANAGEMENT

非執行董事

蔣珊珊女士，40歲，非執行董事。蔣女士現任阿里巴巴集團控股有限公司投資總監。自2016年至2018年，蔣女士擔任璞米投資諮詢(中國)有限公司投資總監。自2010年至2015年，蔣女士擔任Unitas Capital副總裁。彼於2008年至2010年在羅兵咸永道會計師事務所戰略諮詢部擔任高級諮詢顧問，並於2008年獲得復旦大學運籌學與控制論碩士學位。

楊勇博士，51歲，非執行董事。楊博士擁有高級經濟師職稱。楊博士於1995年畢業於北京大學光華管理學院，並獲得經濟學學士學位。於2023年獲得諾歐商學院工商管理博士學位。自1995年以來，楊博士曾擔任上海中星(集團)有限公司多個高級職務，包括投資管理部總經理及副總經濟師。於2014年至2019年，楊博士曾擔任上海地產(集團)有限公司戰略投資部總經理。於2019年至2021年，彼曾擔任申壽潤投資管理有限責任公司總經理。自2021年起，楊博士擔任萬科企業股份有限公司上海區域投資和發展促進中心總經理。

宋家俊先生，52歲，非執行董事。宋先生現任深圳華僑城資本投資管理有限公司(「深圳華僑城」)副總經理、香港華僑城有限公司副總經理及華僑城集團若干附屬公司的董事。宋先生於2017年加入深圳華僑城。此前，彼曾於中信証券股份有限公司從事投資銀行及併購業務，及擔任藍光投資控股集團的高層管理職位。宋先生於1995年取得武漢大學文學和法學雙學士學位。自2023年3月31日起，宋先生擔任禹洲集團控股有限公司(一家於聯交所上市的公司(香港交易所：1628))非執行董事。

陳代平先生，41歲，非執行董事。陳先生現任中國恒大集團香港子公司財務經理。陳先生於2008年7月加入中國恒大集團，擁有逾15年的財務管理職位工作經驗。陳先生於2008年6月獲得南開大學管理學學士學位。

Non-Executive Directors

Ms. Jiang Shanshan (蔣珊珊), aged 40, is a non-executive Director. Ms. Jiang currently serves as investment director at Alibaba Group Holding Ltd. From 2016 to 2018, Ms. Jiang was an investment director at Permira Advisers (China) Limited. Between 2010 and 2015, Ms. Jiang served as vice president at Unitas Capital. She was a senior associate of strategic consulting at PricewaterhouseCoopers from 2008 to 2010. Ms. Jiang received a master's degree in operational research and control sciences from Fudan University in 2008.

Dr. Yang Yong (楊勇), aged 51, is a non-executive Director. Dr. Yang holds the professional title of senior economist. Dr. Yang graduated with a bachelor's degree in economics from Guanghua School of Management of Peking University (北京大學光華管理學院) in 1995. He received a DBA Doctorate of Business Administration degree from NEOMA Business School in 2023. Since 1995, Dr. Yang has served in several senior positions at Shanghai Star (Group) Co., Ltd. (上海中星(集團)有限公司), including as a general manager in the investment management department and a deputy chief economist. Between 2014 and 2019, Dr. Yang served as a general manager in the strategic investment department of the Shanghai Land (Group) Co., Ltd.. He was a general manager of Shen Shou Run Investment Management Co., Ltd. from 2019 to 2021. Since 2021, Dr. Yang has served as a general manager in the investment and development facilitation centre of China Vanke Co., Ltd. (萬科企業股份有限公司上海區域投資和發展促進中心).

Mr. Song Jiajun (宋家俊), aged 52, is a non-executive Director. Mr. Song currently serves as a deputy general manager of Shenzhen Overseas Chinese Town Capital Investment Management Company Limited (深圳華僑城資本投資管理有限公司) ("Shenzhen OCT"), a deputy general manager of Hong Kong Overseas Chinese Town Company Limited (香港華僑城有限公司) and a director of several subsidiaries of the OCT group. Mr. Song joined Shenzhen OCT in 2017. Previously, he had worked in investment banking and merger and acquisitions at CITIC Securities Company Limited (中信証券股份有限公司), and served as a senior executive at Languang Investment Holdings Group Co., Ltd. (藍光投資控股集團). Mr. Song received his bachelor's degree in Arts and bachelor's degree in Laws, both from Wuhan University (武漢大學) in 1995. Since 31 March 2023, Mr. Song has been a non-executive director of Yuzhou Group Holdings Company Limited, a company listed on the Stock Exchange (HKEX:1628).

Mr. Chen Daiping (陳代平), aged 41, is a non-executive Director. Mr. Chen currently serves as a manager of finance of a Hong Kong subsidiary of China Evergrande Group. Mr. Chen joined China Evergrande Group in July 2008 and has more than 15 years of working experience in financial management positions. Mr. Chen received his bachelor's degree in Management from Nankai University (南開大學) in June 2008.

獨立非執行董事

張磅先生，55歲，自2018年7月10日起獲委任為獨立非執行董事及審計委員會主席。通過如下所述經驗，其為就《上市規則》第3.10(2)條而言具有適當專業會計資格或相關的財務管理經驗的董事。此外，張先生亦為英國特許管理會計師公會資深會員及國際特許公認會計師公會的特許全球管理會計師。

張先生於2001年6月獲得中國暨南大學工商管理碩士學位。

張先生自2018年4月起一直擔任音昱（上海）企業管理有限公司的首席企業官。在此之前，張先生曾擔任雙志偉業集團及金錢豹餐飲集團的首席財務官。自2009年7月至2013年12月，其亦曾擔任麥考林集團（一家先前於納斯達克上市的公司，證券代碼：MCOX）的首席財務官。於1994年4月至2009年6月，張先生為麥當勞（中國）有限公司的財務總監。

目前，張先生於以下上市公司擔任董事職位：

- 自2021年11月起擔任瑞爾集團有限公司（聯交所上市公司，股份代號：6639）獨立非執行董事。

Independent Non-Executive Directors

Mr. Zhang Bang (張磅), aged 55, was appointed as an independent non-executive Director and the chairman of the audit committee with effect from 10 July 2018. He is our Director with appropriate professional accounting or related financial management experience for the purpose of Rule 3.10(2) of the Listing Rules through his experiences described below. Additionally, Mr. Zhang is both a fellow of the Chartered Institute of Management Accountants and a chartered global management accountant of the Association of International Certified Professional Accountants.

Mr. Zhang received his master's degree in business administration in June 2001 from Jinan University in China.

Mr. Zhang is currently the chief corporate officer of Octave (Shanghai) Enterprise Management Company Limited (音昱(上海)企業管理有限公司), having held that position since April 2018. Previously, Mr. Zhang served as the chief financial officer of DG Group (雙志偉業集團) and Golden Jaguar Group (金錢豹餐飲集團). He was also the chief financial officer of MecoxLane Co. Ltd. (麥考林集團), a company previously listed on the NASDAQ with stock code MCOX, from July 2009 to December 2013. Between April 1994 and June 2009, Mr. Zhang was the chief financial officer of McDonald's (China) Company Limited (麥當勞(中國)有限公司).

Currently, Mr. Zhang holds directorships in the following listed companies:

- independent non-executive director of Arrail Group Limited, a company listed on the Stock Exchange with stock code 6639 since November 2021.

董事及高級管理層 DIRECTORS AND SENIOR MANAGEMENT

朱洪超先生，64歲，自2018年7月10日起獲委任為獨立非執行董事、薪酬委員會主席及提名委員會成員。朱先生於1983年獲得復旦大學法學學士學位，並於1996年7月獲得復旦大學外國法制史專業碩士學位。於1993年，其獲得中國證監會頒發的中國證券監督管理委員會從事證券法律業務資格。

朱先生自1986年起一直擔任上海市聯合律師事務所的主任及高級合夥人。其先前曾擔任上海市律師協會副會長及監事長。朱先生亦曾擔任中華全國律師協會副會長，自2008年至2018年期間，朱先生擔任上海市第十三屆及十四屆人民代表大會的人大代表。自2008年9月及2015年5月起，朱先生亦分別擔任上海仲裁委員會及上海國際仲裁中心的仲裁員，並擔任上海經貿商事調解中心認可調解員。自2012年9月起，其擔任華東政法大學律師學院的兼職教授，以及自2015年10月起擔任上海外國語大學的兼職研究生導師。

目前，朱先生於以下上市公司擔任董事職位：

- 自2017年3月起擔任樂居獨立董事；
- 自2020年11月起擔任上海建科集團股份有限公司（上海證券交易所證券代碼：603153）獨立董事；
- 自2021年6月起擔任上海百聯集團股份有限公司（上海證券交易所證券代碼：600827）獨立董事；
- 自2021年8月起擔任光明房地產集團股份有限公司（上海證券交易所證券代碼：600708）獨立董事；及

Mr. Zhu Hongchao (朱洪超), aged 64, was appointed as an independent non-executive Director, chairman of the remuneration committee, and a member of the nomination committee with effect from 10 July 2018. Mr. Zhu received his bachelor's degree in law from Fudan University (復旦大學) in 1983 and his master's degree in foreign legal studies from Fudan University (復旦大學) in July 1996. In 1993, he obtained a Qualification Certificate for the Securities Law Consulting Business (中國證券監督管理委員會從事證券法律業務資格) by the CSRC.

Mr. Zhu serves as the head of office and senior partner at Shanghai United Law Firm, having held that position since 1986. He has previously served as the vice president and chief supervisor of the Shanghai Lawyers Association. Mr. Zhu also served as the vice president of the All-China Lawyers' Association, and between 2008 and 2018 Mr. Zhu served as a representative member of the 13th and 14th Shanghai Municipal People's Congress. Mr. Zhu is also an arbitrator at both the Shanghai Arbitration Commission and the Shanghai International Arbitration Centre since September 2008 and May 2015, respectively, and is an accredited mediator of the Shanghai Commercial Mediation Centre. He has been a part-time professor at the Lawyer Academy of East China University of Political Science and Law since September 2012, and part-time supervisor of postgraduates at Shanghai International Studies University since October 2015.

Currently, Mr. Zhu holds directorships in the following listed companies:

- independent director of Leju since March 2017;
- independent director of Shanghai Research Institute of Building Sciences Group Co., Ltd. (上海建科集團股份有限公司) (Shanghai Stock Exchange stock code: 603153) since November 2020;
- independent director of Shanghai Bailian Group Co., Ltd. (上海百聯集團股份有限公司) (Shanghai Stock Exchange stock code: 600827) since June 2021;
- independent director of Bright Real Estate Group Co., Ltd. (光明房地產集團股份有限公司) (Shanghai Stock Exchange stock code: 600708) since August 2021; and

朱先生亦自2007年至2017年擔任易居控股有限公司的獨立非執行董事，自2017年起擔任易居企業(中國)集團的獨立非執行董事。

王力群先生，70歲，自2018年7月10日起獲委任為獨立非執行董事以及審計委員會、薪酬委員會及提名委員會成員。其於1987年7月獲得上海城市建設學院經濟管理學文憑，於1993年12月獲得中國共產黨中央委員會黨校函授學院經濟學學士學位。王先生於1992年12月獲上海市職稱改革工作領導小組頒發的高級經濟師資格證書。

王先生為磐石投資有限公司(一家於2008年9月成立的總部位於中國的私募股權基金管理公司)的董事長兼創始人。在此之前，其自1992年至2007年擔任上海巴士集團首席執行官、自1999年至2001年擔任上海城市建設投資開發總公司總裁、自1999年至2004年擔任上海公共交通卡股份有限公司董事長及自2000年至2007年擔任上海現代軌道交通公司董事長。

李勁先生，57歲，自2018年7月10日起獲委任為獨立非執行董事及審計委員會成員。李先生於1994年5月自哥倫比亞大學獲得法學博士學位。

李先生於2018年3月起直至2019年2月期間為映客互娛有限公司的首席財務官。其亦於2015年12月至2016年12月擔任Baby Space Corporation的首席財務官，於2013年7月至2014年8月擔任Sungy Mobile的首席財務官，並於2006年至2013年擔任中國利農國際有限公司的執行董事。

李先生自2014年4月起擔任樂居的獨立董事。其亦自2017年6月起擔任工蓋有限公司(聯交所上市公司，股份代號：1421)獨立非執行董事。自2006年起，彼亦擔任Le GAGA Holdings Ltd.(一家先前於納斯達克上市的農產品生產公司，證券代碼：GAGA)的董事直至其於2014年退市。

Mr. Zhu was also an independent non-executive director of E-House Holdings Limited from 2007 to 2017, an independent non-executive director of PRC Holdco since 2017.

Mr. Wang Liqun (王力群), aged 70, was appointed as an independent non-executive Director and a member of each of the audit committee, remuneration committee and nomination committee, with effect from 10 July 2018. He received his diploma in economic management from the University of Shanghai Urban Construction College in July 1987, and received his bachelor's degree in economics in December 1993 from Correspondence Institute of the Party School of the Central Committee of the Communist Party of China (中國共產黨中央委員會黨校函授學院). Mr. Wang obtained the senior economist certificate issued by the Working Group for the National Reform of the Professional Ranking System of Shanghai (上海市職稱改革工作領導小組) in December 1992.

Mr. Wang is the chairman and founder of Stone Capital Co., Ltd., a private equity fund management company based in China, which he founded in September 2008. Prior to that, he was the chief executive officer of Shanghai Bus Corporation from 1992 to 2007, president of the Shanghai Urban Construction and Investment Corporation from 1999 to 2001, chairman of the Shanghai Public Transportation Card Corporation from 1999 to 2004 and chairman of the Shanghai Modern Rail Transit Corporation from 2000 to 2007.

Mr. Li Jin (李勁), aged 57, was appointed as an independent non-executive Director and a member of the audit committee with effect from 10 July 2018. Mr. Li received his juris doctor degree in law from Columbia University in May 1994.

Mr. Li served as the chief financial officer of Inke Limited from March 2018 until February 2019. He also served as the chief financial officer of Baby Space Corporation from December 2015 to December 2016, chief financial officer of Sungy Mobile from July 2013 to August 2014 and executive director of China Linong International Limited from 2006 to 2013.

Mr. Li is an independent director of Leju since April 2014. He is also an independent non-executive director of Kingbo Strike Ltd., a company listed on the Stock Exchange with stock code 1421, since June 2017. He also served as a director of Le GAGA Holdings Ltd., an agricultural products producer company formerly listed on NASDAQ with stock code GAGA, from 2006 until it was delisted in 2014.

董事及高級管理層 DIRECTORS AND SENIOR MANAGEMENT

高級管理層

本集團的高級管理團隊包括以下人士：

SENIOR MANAGEMENT

The senior management team of our Group comprises the following persons:

| 姓名 Name | 年齡 Age | 職務 Position | 就任高級管理職務的日期 Date of appointment as senior manager |
|---------------------------|-----------|--|--|
| 周忻先生 Mr. Zhou Xin | 56 | 首席執行官 Chief executive officer | 2024年4月2日 2 April 2024 |
| 程立瀾博士 Dr. Cheng Li-Lan | 59 | 首席財務官 Chief financial officer | 2023年2月19日 19 February 2023 |
| 謝駿先生 Mr. Xie Jun | 45 | 財務副總監 Deputy chief financial officer | 2023年2月19日 19 February 2023 |
| 宗磊先生 Mr. Zong Lei | 51 | 一手房代理服務業務總裁 President of the real estate agency service in the primary market | 2018年3月16日 16 March 2018 |
| 張燕女士 Ms. Zhang Yan | 50 | 房地產數據及諮詢服務業務總裁 President of real estate data and consulting services division | 2018年3月16日 16 March 2018 |

周忻先生為我們的首席執行官。請參閱本年度報告「董事及高級管理層」部分所載其履歷。

Mr. Zhou Xin (周忻) is our chief executive officer. Please see his biography in the part headed “Directors and Senior Management” of this annual report.

程立瀾博士為我們的首席財務官。請參閱本年度報告「董事及高級管理層」部分所載其履歷。

Dr. Cheng Li-Lan (程立瀾) is our chief financial officer. Please see his biography in the part headed “Directors and Senior Management” of this annual report.

謝駿先生，45歲，中國民主建國會委員。彼畢業於英國赫特福德大學，獲工商管理碩士學位。謝先生自2019年1月起擔任克而瑞證券有限公司首席執行官。此外，謝先生自2019年6月起擔任日本Leading Securities Company Limited董事長，並自2021年6月起擔任Snow Park Resort Japan Company Limited董事長。自2022年9月起，謝先生獲委任為正榮地產集團有限公司(股份代號：6158)獨立非執行董事以及薪酬委員會及提名委員會委員。謝先生曾於西部證券、法國巴黎銀行及瑞信銀行擔任高管職位。

宗磊先生，51歲，於2019年3月27日獲委任為一手房地產代理服務總裁，負責監督本集團的一手房地產代理服務。宗先生於2007年5月獲得多倫多大學行政工商管理碩士學位。

自2000年9月加入我們的業務以來，宗先生擔任本集團的眾多職務，其中包括：

- 2000年9月至2003年2月擔任易居管理的企劃部經理；
- 2003年2月至2007年1月擔任易居管理的企劃總監及項目總監；
- 2007年1月至2010年2月擔任易居管理(上海分公司)總經理；
- 2010年2月至2013年12月擔任易居管理(武漢及長沙分公司)副總裁及總經理；
- 2014年1月至2014年12月擔任易居管理(湖北分公司)副總裁兼總經理；
- 2015年1月至2016年7月擔任易居管理的首席執行官；及
- 自2016年8月至2019年3月27日擔任易居企業(中國)集團的首席運營官。

Mr. Xie Jun (謝駿), aged 45, is a member of the China Democratic National Construction Association. He graduated from the University of Hertfordshire, UK, with a master's degree in business administration. He has been the chief executive officer of CRIC Securities Company Limited since January 2019. In addition, Mr. Xie has been the chairman of Leading Securities Company Limited of Japan since June 2019, and has been the chairman of Snow Park Resort Japan Company Limited since June 2021. Since September 2022, Mr. Xie has been appointed as an independent non-executive director and a member of the remuneration committee and the nomination committee of Zhenro Properties Group Limited (stock code: 6158). Mr. Xie had held senior management positions in Western Securities, BNP Paribas and Credit Suisse AG.

Mr. Zong Lei (宗磊), aged 51, was appointed as the president of the real estate agency service in the primary market of the Group on 27 March 2019 and is responsible for overseeing the Group's real estate agency services in the primary market. Mr. Zong received an executive master's degree in business administration from the University of Toronto in May 2007.

Since joining our business in September 2000, Mr. Zong has served in numerous positions in our Group including as:

- planning manager of E-House Management from September 2000 to February 2003;
- planning and project director of E-House Management from February 2003 to January 2007;
- general manager of E-House Management (Shanghai Branch) from January 2007 to February 2010;
- vice president and general manager of E-House Management (Wuhan and Changsha Branch) from February 2010 to December 2013;
- vice president and general manager of E-House Management (Hubei Branch) from January 2014 to December 2014;
- chief executive officer of E-House Management from January 2015 to July 2016; and
- chief operating officer of PRC Holdco from August 2016 to 27 March 2019.

董事及高級管理層 DIRECTORS AND SENIOR MANAGEMENT

張燕女士，50歲，房地產數據及諮詢服務業務總裁，負責監督本集團的房地產數據及諮詢服務業務。其於1999年7月獲得四川省社會科學院科學社會主義專業法學碩士學位，並於2017年8月獲得中歐商學院高級工商管理碩士學位。

張女士於房地產行業具備逾17年經驗，於1999年9月開始擔任《深圳特區報》房產部資深編輯，彼任職直至2001年9月。於2001年5月至2005年1月，其擔任《成都商報》的《先鋒•居周刊》執行副總編。

其於2006年2月加入我們的業務，自2006年2月至2010年12月擔任推廣中心總監，負責公司業務及品牌整合推廣等工作。自2008年至2016年，彼亦擔任華北事業部房地產數據及諮詢服務業務的總經理、副總裁及總裁。張女士自2016年8月起一直擔任易居企業（中國）集團執行總裁，主要負責房地產數據及諮詢服務業務。

公司秘書

鄭程傑先生於2018年6月12日獲委任。鄭先生為方圓企業服務集團（香港）有限公司（一家專門從事企業服務的專業服務提供商）之副總監，於企業秘書服務領域擁有逾11年經驗。彼為香港公司治理公會及英國特許公司治理公會之會士。此外，彼持有澳洲昆士蘭大學商學士（金融）學位及香港大學法學碩士（中國法）學位。

Ms. Zhang Yan (張燕), aged 50, is the president of the real estate data and consulting services division and is responsible for overseeing real estate data and consulting services division of the Group. She received her master's degree in law majoring in scientific socialism (科學社會主義) from the Sichuan Academy of Social Sciences (四川省社會科學院) in July 1999 and her executive master's degree in business administration from China Europe International Business School (中歐商學院) in August 2017.

Ms. Zhang has over 17 years of experience in the real estate industry, beginning in September 1999 as senior real estate editor for Shenzhen Special Zone Newspaper (《深圳特區報》房產部資深編輯), a position she remained in until September 2001. From May 2001 to January 2005, she was executive deputy editor of the Pioneer Weekly (《先鋒•居周刊》) at Chengdu Economic Daily (《成都商報》).

She joined our business in February 2006, she served as director of the promotion centre from February 2006 to December 2010, with responsibility for the integration and promotion of our operations and brand. She also served as the general manager, vice president and president of our Northern-China division for real estate data and consulting services business from 2008 to 2016. Ms. Zhang has been an executive president of PRC Holdco since August 2016, primarily responsible for the real estate data and consulting services business.

COMPANY SECRETARY

Mr. Cheng Ching Kit (鄭程傑) was appointed on 12 June 2018. Mr. Cheng is an assistant vice president of SWCS Corporate Services Group (Hong Kong) Limited, a professional services provider specialising in corporate services, and has over 11 years of experience in corporate secretarial field. He is an associate member of both The Hong Kong Chartered Governance Institute and The Chartered Governance Institute in the United Kingdom. In addition, he holds a bachelor of commerce degree in finance from the University of Queensland, Australia and a master of laws degree in Chinese law from the University of Hong Kong.

有關董事資料的變動

根據《上市規則》第13.51B(1)條，有關董事資料的變動載列如下：

1. 謝梅女士辭任非執行董事，自2023年3月31日起生效。
2. 宋家俊先生獲委任為非執行董事，自2023年3月31日起生效。
3. 呂沛美先生辭任非執行董事，自2023年5月5日起生效。
4. 陳代平先生獲委任為非執行董事，自2023年9月4日起生效。

除於本年報所披露者外，於截至2023年12月31日止年度直至最後實際可行日期，概無董事資料變動須根據《上市規則》第13.51B(1)條予以披露。

CHANGES IN INFORMATION OF DIRECTORS

Pursuant to Rule 13.51B(1) of the Listing Rules, the changes in information of the Directors are set out below:

1. Ms. Xie Mei resigned as a non-executive Director effective from 31 March 2023.
2. Mr. Song Jiajun was appointed as a non-executive Director effective from 31 March 2023.
3. Mr. Lv Peimei resigned as a non-executive Director effective from 5 May 2023.
4. Mr. Chen Daiping was appointed as a non-executive Director effective from 4 September 2023.

Save as disclosed in this annual report, during the year ended 31 December 2023 and up to the Latest Practicable Date, there has been no change to the information of the Directors which is required to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules.

董事會報告

REPORT OF THE DIRECTORS

本公司董事會欣然呈列董事會報告及本集團截至2023年12月31日止年度的綜合財務報表。

一般資料

本公司於2010年2月22日根據開曼群島公司法（「公司法」）（1961年法例3）第22章於開曼群島註冊成立為獲豁免有限責任公司。本公司股份於2018年7月20日在聯交所主板上市。

主要業務

本公司的主要業務為投資控股。本公司附屬公司的主要業務為於中國提供房地產交易服務，包括一手房代理服務、房地產經紀網絡服務及房地產數據及諮詢服務。

按業務分部劃分的本集團收益及業績貢獻以及按經營地區劃分的本集團收益分析載於綜合財務報表附註7。

業務回顧

香港法例第622章《公司條例》附表5所規定對本集團業務的中肯審視（包括本集團的財務表現分析、本集團日後可能的業務發展指標及與對本集團有重大影響且本集團賴以成功的持份者的主要關係）載於本年報第5頁至第14頁業務回顧及展望以及管理層討論及分析。所有上述回顧、討論及分析均構成本董事會報告的一部分。自財政年度末發生影響本公司的事件載於本董事會報告「報告期後重要事項」。

環境政策及表現、遵守相關法律及法規以及與僱員的關係亦於環境、社會及管治報告內討論。

The Board of the Company is pleased to present this Report of the Directors' with the consolidated financial statements of the Group for the year ended 31 December 2023.

GENERAL INFORMATION

The Company was incorporated in the Cayman Islands on 22 February 2010 as an exempted limited liability company under the Companies Act, Cap 22 (Law 3 of 1961) of the Cayman Islands (the "Companies Law"). The Company's Shares were listed on the Main Board of the Stock Exchange on 20 July 2018.

PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding. The principal business of the Company's subsidiaries is providing real estate transaction services in China, including real estate agency services in the primary market, real estate brokerage network services and real estate data and consulting services.

The analysis of the Group's revenues and contribution to results by business segments and the Group's revenues by geographical area of operations are set out in note 7 to the consolidated financial statements.

BUSINESS REVIEW

A fair review of the business of the Group as required by Schedule 5 to the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), including an analysis of the Group's financial performance, an indication of likely future developments in the Group's business and the Group's key relationships with its stakeholders who have a significant impact on the Group and on which the Group's success depends, is set out in the Business Review and Outlook and Management Discussion and Analysis on pages 5 to 14 of this annual report. All the review, discussions and analysis mentioned above form part of this Directors' report. Events affecting the Company that have occurred since the end of the financial year is set out under "Important Events after Reporting Period" in this Directors' report.

The environmental policies and performance, compliance with relevant laws and regulations and relationships with employees are also discussed in the Environmental, Social and Governance Report.

業績

本集團截至2023年12月31日止年度的業績載於本年報第154頁至第155頁綜合損益及其他全面收益表內。

財務概要

本集團的綜合業績及財務狀況概要載於本年報第156頁至第157頁。

股本

本公司截至2023年12月31日止年度的股本變動詳情載於綜合財務報表附註31。

附屬公司

本公司附屬公司詳情載於綜合財務報表附註42。

主要客戶及供應商

客戶

我們的客戶主要為中國房地產開發商，我們過往絕大部分收入來自該等客戶。我們的客戶亦包括使用我們房地產數據及諮詢服務的銀行、投資者及政府，以及使用我們於易居房地產交易服務中心所提供服務的房地產經紀公司及其客戶。

截至2023年12月31日止年度，我們自單一最大客戶萬科（2022年：碧桂園控股有限公司）獲得的收入為人民幣744.8百萬元（2022年：人民幣454.9百萬元），相當於報告期間我們總收入的16.8%（2022年：9.0%）。同期，我們自第二至第五大客戶獲得的收入分別為人民幣261.5百萬元、人民幣261.3百萬元、人民幣195.4百萬元及人民幣166.9百萬元，相當於我們總收入的5.9%、5.9%、4.4%及3.8%。截至2023年12月31日止年度，我們的五大客戶均為中國的房地產開發商。

RESULTS

The results of the Group for the year ended 31 December 2023 are set out in the consolidated statement of profit or loss and other comprehensive income on page 154 to page 155 of this annual report.

FINANCIAL SUMMARY

A summary of the consolidated results and financial positions of the Group is set out on page 156 to page 157 of this annual report.

SHARE CAPITAL

Details of movements in the share capital of the Company for the year ended 31 December 2023 are set out in note 31 to the consolidated financial statements.

SUBSIDIARIES

Particulars of the Company's subsidiaries are set out in note 42 to the consolidated financial statements.

MAJOR CUSTOMERS AND SUPPLIERS

Customers

Our customers are mainly real estate developers in China, from whom we have historically derived a significant majority of our revenue. Our customers also include banks, investors and government that use our real estate data and consulting services, as well as real estate brokerage firms and their customers that use our services provided at the E-House Real Estate Transaction Service Centres.

During the year ended 31 December 2023, we generated revenue of RMB744.8 million (2022: RMB454.9 million) from our single largest customer, Vanke (2022: Country Garden Holdings Company Limited), representing 16.8% (2022: 9.0%) of our total revenue during the Reporting Period. During the same period, we generated revenue of RMB261.5 million, RMB261.3 million, RMB195.4 million and RMB166.9 million, respectively, from our second to fifth largest customers, representing 5.9%, 5.9%, 4.4% and 3.8% of our total revenue. All of our top five customers during the year ended 31 December 2023 are real estate developers in China.

董事會報告

REPORT OF THE DIRECTORS

我們的部分主要客戶為股東。除股東萬科持有我們約9.82%的股份外，概無董事、彼等各自的緊密聯繫人或據董事所知擁有我們5%以上已發行股本的任何股東於截至2023年12月31日止年度在任何五大客戶中擁有任何權益。

供應商

截至2023年12月31日止年度，最大供應商為勞務派遣機構，乃由於我們的部分中國附屬公司過往於其主要業務活動中聘用大量被派遣僱員。

除勞務派遣機構外，我們的供應商亦包括（其中包括）辦公空間供應商、翻新服務提供商、廣告公司及協助我們銷售一手房單位的房地產經紀公司等。

截至2023年12月31日止年度，我們自單一最大供應商的採購額為人民幣159.8百萬元（2022年：人民幣259.8百萬元），佔我們各相應期間總採購額的3.14%（2022年：3.71%）。同期，我們自第二至第五大供應商的採購額為人民幣97.9百萬元、人民幣22.3百萬元、人民幣17.2百萬元及人民幣15.8百萬元，佔我們總採購額的1.92%、0.44%、0.34%及0.31%。截至2023年12月31日止年度，概無供應商亦為我們的主要客戶。

概無董事、彼等的任何緊密聯繫人或任何股東據董事所知擁有本公司5%以上已發行股份或於本集團五大供應商中擁有任何權益。

與持份者的主要關係

本公司致力於與對本公司有重大影響及本公司賴以成功的持份者保持良好關係。進一步詳情載於環境、社會及管治報告中。

Some of our major customers are our Shareholders. Other than Vanke, which is our Shareholder holding approximately 9.82% of our Shares, none of our Directors, their respective close associates, or any Shareholder who, to the knowledge of our Directors, own more than 5% of our issued capital, had any interest in any of our five largest customers during the year ended 31 December 2023.

Suppliers

During the year ended 31 December 2023 our largest suppliers were labour dispatch agencies as some of our PRC subsidiaries historically used a significant number of dispatched employees for their principal business activities.

Apart from labour dispatch agencies, our suppliers also include, among others, office space providers, renovation service providers, advertising companies, as well as real estate brokerage firms that assist us in the selling of real estate units in the primary market.

During the year ended 31 December 2023, the purchases we made from the single largest supplier was RMB159.8 million (2022: RMB259.8 million), representing 3.14% (2022: 3.71%) of our total purchases in each corresponding period. During the same period, the purchases we made from the second to fifth largest suppliers was RMB97.9 million, RMB22.3 million, RMB17.2 million and RMB15.8 million, representing 1.92%, 0.44%, 0.34% and 0.31% of our total purchases. During the year ended 31 December 2023, none of our suppliers was also our major customer.

None of the Directors or any of their close associates or any Shareholders which, to the best knowledge of the Directors, own more than 5% of the Company's issued Shares or had any interest in the Group's five largest suppliers.

KEY RELATIONSHIP WITH STAKEHOLDERS

The Company is committed to maintaining a good relationship with stakeholders that have a significant impact on the Company and on which the Company's success depends. Further details are set out in the Environmental, Social and Governance Report.

環境政策及表現

本集團致力於履行社會責任、提升僱員福利及發展、保護環境及回饋社區以及實現持續增長。詳情載於環境、社會及管治報告中。

遵守相關法律及法規

除招股章程及環境、社會及管治報告所披露者外，本集團已遵守對本集團營運有重大影響的相關法律及法規。

主要風險及不確定因素

我們的業務涉及招股章程「風險因素」一節所載的若干風險以及本董事會報告「樂居合約安排」一節所載的風險因素。下文所列為本集團面臨的若干主要風險及不確定因素概要，其中部分無法控制。

- 我們的業務易受中國房地產市場波動的影響，這可能會對我們的收入及經營業績造成重大不利影響。
- 中國政府針對國內房地產行業所採取的措施或會對我們的業務造成重大不利影響。
- 我們的絕大部分收入集中產生自數家房地產開發商。
- 我們的房地產經紀網絡服務經營歷史有限，且是在新業務模式下提供服務。
- 如果我們不能有效及高效控制增長，我們的經營業績或盈利能力可能遭受不利影響。
- 如果我們未能在CRIC系統中獲取及維持準確、完整和可靠的數據或避免CRIC系統運行中斷或故障，我們或會失去競爭優勢。

ENVIRONMENTAL POLICIES AND PERFORMANCE

The Group is committed to fulfilling social responsibility, promoting employee benefits and development, protecting the environment and giving back to community and achieving sustainable growth. Details of such are set out in the Environmental, Social and Governance Report.

COMPLIANCE WITH THE RELEVANT LAWS AND REGULATIONS

Save as disclosed in the Prospectus and the Environmental, Social and Governance Report, the Group has complied with the relevant laws and regulations that have a significant impact on the operations of the Group.

PRINCIPAL RISKS AND UNCERTAINTIES

Our business involves certain risks as set out in the section headed "Risk Factors" in the Prospectus and the risk factors as set out under the section headed "Leju Contractual Arrangements" in this Report of the Directors. The following list is a summary of certain principal risks and uncertainties facing the Group, some of which are beyond its control.

- Our business is susceptible to fluctuations in the real estate market of China, which may materially and adversely affect our revenues and results of operations.
- Our business may be materially and adversely affected by government measures aimed at China's real estate industry.
- We generate a substantial portion of revenue from a concentrated number of real estate developers.
- Our real estate brokerage network services have a limited operating history and are provided under a new business model.
- If we cannot manage our growth effectively and efficiently, our results of operations or profitability could be adversely affected.
- We may lose our competitive advantage if we fail to obtain and maintain accurate, comprehensive and reliable data in our CRIC Systems or prevent disruptions or failure in the performance of our CRIC Systems.

董事會報告

REPORT OF THE DIRECTORS

- 我們擁有大量貿易應收款項及客戶定金結餘，這令我們的信貸風險增加並可能對我們的經營業績產生重大不利影響。
- 我們的若干附屬公司乃通過合約安排持有，合約安排可能不如直接所有權有效，並存在其他法律及營運風險。
- 倘中國政府認定建立我們中國廣告服務業務及房地產線上業務運營結構的協議不符合中國政府對廣告業或互聯網信息服務業作出的外商投資限制，我們可能會受到嚴厲處罰。
- 我們的部分業務依賴與北京樂居、樂居好房及北京家菊就及彼等各自股東訂立的合約安排，而在授予經營控制權方面，該等合約安排可能不如直接所有權有效。
- 我們綜合可變權益實體的股東可能與我們存在潛在利益衝突，並且倘任何該等利益衝突處理結果不利於我們，我們的業務可能會受到重大不利影響。
- 我們執行我們與北京樂居、樂居好房或北京家菊就股東之間的股權質押協議的能力可能會受中國法律法規限制。
- 我們與北京樂居、樂居好房及北京家菊就訂立的合約安排可能會受到中國稅務機關審查，而有關我們、北京樂居、樂居好房或北京家菊就欠繳額外稅項的審查結果可能會降低我們的淨收入及閣下的投資價值。
- 中國外商投資法律制度存在重大不確定性，可能對我們的企業結構及業務運營造成重大影響。
- We have significant balances of trade receivables and customer deposits, which increase our credit risks and could materially and adversely affect our results of operations.
- Certain of our subsidiaries are held through Contractual Arrangements, which may not be as effective as direct ownership and has other legal and operational risks.
- If the PRC government finds that the agreements that establish the structure for operating our advertising services business and real estate online business in China do not comply with PRC governmental restrictions on foreign investment in the advertising industry or the internet information service industry, we could be subject to severe penalties.
- We rely on contractual arrangements with Beijing Leju, Leju Hao Fang and Beijing Jiajujiu and their respective shareholders for a portion of our operations, which may not be as effective as direct ownership in providing operational control.
- The shareholders of our consolidated variable interest entities may have potential conflicts of interest with us, and if any such conflicts of interest are not resolved in our favor, our business may be materially and adversely affected.
- Our ability to enforce the equity pledge agreements between us and the shareholders of Beijing Leju, Leju Hao Fang or Beijing Jiajujiu may be subject to limitations based on PRC laws and regulations.
- Contractual arrangements we have entered into with Beijing Leju, Leju Hao Fang and Beijing Jiajujiu may be subject to scrutiny by the PRC tax authorities and a finding that we, Beijing Leju, Leju Hao Fang or Beijing Jiajujiu owe additional taxes could reduce our net income and the value of your investment.
- Substantial uncertainties exist with the PRC foreign investment legal regime and may have a significant impact on our corporate structure and business operations.

所得款項淨額用途

1. 認購事項的所得款項用途

於2020年7月31日，本公司與淘寶中國控股有限公司（「淘寶中國」）訂立股份認購協議，據此，淘寶中國有條件同意認購，而本公司有條件同意以每股認購股份7.00港元的認購價配發及發行合共118,300,000股認購股份，總認購額為828,100,000港元。

認購事項的所得款項總額為828,100,000港元。於報告期間，本集團已動用剩餘51,100,000港元，用於一般公司用途，且於2023年12月31日，認購事項的所得款項總額已獲悉數動用。

有關進一步詳情，請參閱本公司日期為2020年7月31日的公告。

2. 發行可換股票據所得款項的用途

於2020年7月31日，本公司與阿里巴巴香港有限公司（「阿里巴巴票據持有人」）訂立認購協議，據此，阿里巴巴票據持有人有條件同意認購本金額為1,031,900,000港元的可換股票據。

票據發行的所得款項總額為1,031,900,000港元。於2022年12月31日，本集團已動用1,005,600,000港元，用於一般公司用途。於報告期間，本集團已動用剩餘26,300,000港元，用於一般公司用途，且於2023年12月31日，認購事項的所得款項總額已獲悉數動用。

有關進一步詳情，請參閱本公司日期為2020年7月31日的公告。

USE OF NET PROCEEDS

1. Use of Proceeds from Subscription

On 31 July 2020, the Company entered into the share subscription agreement with Taobao China Holding Limited (“**Taobao China**”), pursuant to which Taobao China conditionally agreed to subscribe for, and the Company conditionally agreed to allot and issue, a total of 118,300,000 subscription shares at the subscription price of HK\$7.00 per subscription share for a total subscription amount of HK\$828,100,000.

The gross proceeds from the subscription amount to HK\$828,100,000. During the Reporting Period, the Group had used the remaining HK\$51,100,000 for general corporate purposes and as at 31 December 2023, the gross proceeds from the subscription had been fully utilized.

For further details, please refer to the announcement of the Company dated 31 July 2020.

2. Use of Proceeds from Issuance of Convertible Note

On 31 July 2020, the Company entered into a subscription agreement with Alibaba.com Hong Kong Limited (the “**Alibaba Noteholder**”), pursuant to which the Alibaba Noteholder conditionally agreed to subscribe for the convertible note in the principal amount of HK\$1,031,900,000.

The gross proceeds from the note issuance amounted to HK\$1,031,900,000. As at 31 December 2022, the Group had used HK\$1,005,600,000 for general corporate purposes. During the Reporting Period, the Group had used the remaining HK\$26,300,000 for general corporate purposes and as at 31 December 2023, the gross proceeds from the subscription had been fully utilized.

For further details, please refer to the announcement of the Company dated 31 July 2020.

董事會報告

REPORT OF THE DIRECTORS

重大訴訟

於2023年12月31日，本公司並無牽涉任何重大訴訟或仲裁。本公司董事並無知悉針對本公司待決或威脅提出的任何重大訴訟或申索。

股息

董事會並不建議派付截至2023年12月31日止年度的末期股息。

儲備

於2023年12月31日，本公司已分派儲備零（2022年：零）。

本集團及本公司截至2023年12月31日止年度的儲備變動詳情分別載於第158頁至第159頁的綜合權益變動表及綜合財務報表附註41。

借款

於截至2023年12月31日止年度，本集團的銀行貸款及其他借款詳情載於綜合財務報表附註28。

捐贈

截至2023年12月31日止年度，本集團並無作出慈善捐贈（2022年：人民幣100,000.00元）。

於報告期內已發行債權證

於報告期間，本集團並無發行任何債權證。

物業及設備

本集團截至2023年12月31日止年度的物業及設備的變動詳情載於綜合財務報表附註16。

MATERIAL LITIGATION

As at 31 December 2023, the Company was not involved in any material litigation or arbitration. Nor were the Directors of the Company aware of any material litigation or claims that were pending or threatened against the Company.

DIVIDENDS

The Directors do not recommend the payment of a final dividend for the year ended 31 December 2023.

RESERVES

As at 31 December 2023, the Company had distributable reserves amounting to nil (2022: Nil).

Details of movements in the reserves of the Group and the Company during the year ended 31 December 2023 are set out in the consolidated statement of changes in equity on pages 158 to 159 and in note 41 to the consolidated financial statements, respectively.

BORROWINGS

Details of the bank loans and other borrowings of the Group for the year ended 31 December 2023 are set out in note 28 to the consolidated financial statements.

DONATION

During the year ended 31 December 2023, the Group made charitable donations of nil (2022: RMB100,000.00).

DEBENTURE ISSUED DURING THE REPORTING PERIOD

The Group did not issue any debenture during the Reporting Period.

PROPERTY AND EQUIPMENT

Details of movements in the property and equipment of the Group during the year ended 31 December 2023 are set out in note 16 to the consolidated financial statements.

股權掛鈎協議

除本董事會報告「購股權計劃」及「有關重組之最新消息及報告期後事項」章節所披露者外，截至2023年12月31日止年度，本集團並無訂立或存續任何股權掛鈎協議。

董事

截至2023年12月31日止年度及直至最後實際可行日期任職的董事名單如下：

執行董事

周忻先生 (主席)
黃燦浩先生
程立瀾博士
丁祖昱博士

非執行董事

蔣珊珊女士
楊勇博士
謝梅女士 (於2023年3月31日辭任)⁽¹⁾
宋家俊先生 (於2023年3月31日獲委任)
呂沛美先生 (於2023年5月5日辭任)⁽²⁾
陳代平先生 (於2023年9月4日獲委任)

獨立非執行董事

張磅先生
朱洪超先生
王力群先生
李勁先生

附註：

- (1) 謝梅女士因其退休而辭任非執行董事。
- (2) 呂沛美先生因健康及家庭原因而辭任非執行董事。

EQUITY-LINKED AGREEMENTS

Save as disclosed in the sections headed “Share Option Schemes” and “Updates on the Restructuring and Events after the Reporting Period” in this Report of the Directors, no equity-linked agreements were entered into by the Group, or existed during the year ended 31 December 2023.

DIRECTORS

The list of Directors who held office during the year ended 31 December 2023 and up to the Latest Practicable Date were:

Executive Directors

Mr. Zhou Xin (*Chairman*)
Mr. Huang Canhao
Dr. Cheng Li-Lan
Dr. Ding Zuyu

Non-Executive Directors

Ms. Jiang Shanshan
Dr. Yang Yong
Ms. Xie Mei (*resigned on 31 March 2023*)⁽¹⁾
Mr. Song Jiajun (*appointed on 31 March 2023*)
Mr. Lv Peimei (*resigned on 5 May 2023*)⁽²⁾
Mr. Chen Daiping (*appointed on 4 September 2023*)

Independent Non-Executive Directors

Mr. Zhang Bang
Mr. Zhu Hongchao
Mr. Wang Liqun
Mr. Li Jin

Notes:

- (1) Ms. Xie Mei resigned as a non-executive Director due to retirement.
- (2) Mr. Lv Peimei resigned as a non-executive Director due to health and family reasons.

董事會報告

REPORT OF THE DIRECTORS

根據組織章程細則第16.18條，於本公司每屆股東週年大會上，三分之一（或倘董事人數並非三或三之倍數，則最接近而不少於三分之一）之在任董事須輪席退任，每名董事（包括獲委任指定任期之董事）須每三年最少輪席退任一次。退任董事之任期僅至其須輪席退任之大會結束為止，屆時有資格於會上膺選連任。

擬於本公司應屆股東週年大會上重選之董事的詳情載於與本年報同日寄發的致股東的通函。

本公司已接獲各獨立非執行董事根據《上市規則》第3.13條所載的因素就其獨立性發出的年度確認並認為各獨立非執行董事均為獨立。

獲許可彌償保證

根據組織章程細則及適用法律及法規，各董事均可就履行其職務時所蒙受或產生之所有訴訟、費用、收費、損失、損害及開支自本公司之資產及溢利中獲得彌償及獲確保免就此受任何損害。

有關獲許可彌償保證條文已於報告期間生效。本公司已投購責任險以為董事提供適當保障。

董事服務合約

各執行董事已與本公司訂立服務合約，任期為三年，可於當時任期屆滿後重續。

各非執行董事已與本公司簽署委任函，期限為三年，可於當時任期屆滿後重續。

In accordance with Article 16.18 of the Articles of Association, at every annual general meeting of the Company, one-third of the Directors for the time being (or, if their number is not three or a multiple of three, then the number nearest to, but not less than, one-third) shall retire from office by rotation, provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years. A retiring Director shall retain office until the close of the meeting at which he retires and shall be eligible for re-election there at.

Details of the Directors standing for re-election at the forthcoming annual general meeting of the Company are set out in the circular to the Shareholders dispatched on the same date as this annual report.

The Company has received from each of the independent non-executive Directors an annual confirmation of independence pursuant to the factors set out in Rule 3.13 of the Listing Rules and considers each of the independent non-executive Directors to be independent.

PERMITTED INDEMNITY

Pursuant to the Articles of Association and subject to the applicable laws and regulations, every Director shall be indemnified and secured harmless out of the assets and profits of the Company against all actions, costs, charges, losses, damages and expenses which they or any of them may incur or sustain in or about the execution of their duty in their offices.

Such permitted indemnity provision has been in force during the Reporting Period. The Company has taken out liability insurance to provide appropriate coverage for the Directors.

DIRECTORS' SERVICE CONTRACTS

Each of the executive Directors has entered into a service contract with the Company for a period of three years, subject to renewal after the expiry of the then current term.

Each of the non-executive Directors has signed a letter of appointment with the Company for a period of three years, subject to renewal after the expiry of the then current term.

各獨立非執行董事已與本公司簽署委任函，期限為三年，可於當前任期屆滿後重續。

擬於本公司應屆股東週年大會膺選連任的董事概無與本集團任何成員公司訂有本集團不支付賠償（法定賠償除外）則不可於一年內終止的服務合約。

董事於重大交易、安排或合約的權益

除本董事會報告「關連交易」一節所披露者外，截至2023年12月31日止年度或年末，概無董事或與董事有關連的任何實體直接或間接於本公司、其控股公司或其任何附屬公司或同系附屬公司所訂立的任何重大交易、安排或合約中擁有重大權益。

管理合約

截至2023年12月31日止年度，本公司並無訂立或存續有關本公司業務的全部或任何重要部分之管理及行政合約。

與控股股東訂立的合約

除本年報所披露者外，截至2023年12月31日止年度，本公司或其任何附屬公司概無與控股股東或其任何附屬公司訂立任何重大合約或重大服務合約。

Each of the independent non-executive Directors has signed a letter of appointment with the Company for a period of three years, subject to renewal after the expiry of the current term.

None of the Directors proposed for re-election at the forthcoming annual general meeting of the Company has a service contract with members of the Group that is not determinable by the Group within one year without payment of compensation, other than statutory compensation.

DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS OF SIGNIFICANCE

Save as disclosed in the section headed "Connected Transactions" of this Report of the Directors, none of the Directors nor any entity connected with the Directors had a material interest, either directly or indirectly, in any transactions, arrangements or contracts of significance to which the Company, its holding company, or any of its subsidiaries or fellow subsidiaries was a party subsisting during or at the end of the year ended 31 December 2023.

MANAGEMENT CONTRACTS

No contract concerning the management and administration of the whole or any substantial part of the business of the Company was entered into or existed during the year ended 31 December 2023.

CONTRACTS WITH CONTROLLING SHAREHOLDERS

Save as disclosed in this annual report, no contract of significance or contract of significance for the provision of services has been entered into among the Company or any of its subsidiaries and the Controlling Shareholders or any of their subsidiaries during the year ended 31 December 2023.

董事會報告 REPORT OF THE DIRECTORS

董事收購股份或債權證的權利

除本年報所披露者外，截至2023年12月31日止年度任何時間，本公司或其任何附屬公司、同系附屬公司或其控股公司概無訂立任何安排以使董事可藉購買本公司或任何其他法人團體之股份或債權證而獲取利益，且概無董事或其配偶或未滿18歲之子女有權認購本公司或任何其他法人團體之股本或債務證券或已行使有關權利。

董事於競爭業務的權益

除控股股東於本公司及其附屬公司的權益外，截至2023年12月31日止年度，概無控股股東或任何董事於我們的業務直接或間接構成或可能構成競爭的業務（本集團的業務除外）中擁有須根據《上市規則》第8.10條須予披露的任何權益。

董事及最高行政人員於本公司或其任何相聯法團的股份及相關股份及債權證的權益及淡倉

於2023年12月31日，本公司董事及最高行政人員於本公司或其相聯法團（定義見證券及期貨條例第XV部）的股份、相關股份及債權證中擁有(a)根據證券及期貨條例第XV部第7及第8分部須知會本公司及聯交所之權益及淡倉（包括根據證券及期貨條例之有關條文被當作或被視為擁有的權益及淡倉）；或(b)記入本公司根據證券及期貨條例第352條須存置的登記冊的權益及淡倉；或(c)根據《標準守則》知會本公司及聯交所的權益及淡倉如下：

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed in this annual report, at no time during the year ended 31 December 2023 was the Company or any of its subsidiaries, fellow subsidiaries or its holding companies a party to any arrangements to enable the Directors to acquire benefits by means of the acquisition of shares in, or debentures of the Company or any other body corporate; and none of the Directors, or any of their spouse or children under the age of 18, had any right to subscribe for equity or debt securities of the Company or any other body corporate, or had exercised any such right.

DIRECTORS' INTERESTS IN COMPETING BUSINESS

Save and except for the interests of our Controlling Shareholders in our Company and its subsidiaries, during the year ended 31 December 2023, neither our Controlling Shareholders nor any of our Directors had any interest in a business, apart from the business of our Group, which competes or is likely to compete, directly or indirectly, with our business, which would require disclosure under Rule 8.10 of the Listing Rules.

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES AND DEBENTURES OF THE COMPANY OR ANY OF ITS ASSOCIATED CORPORATIONS

As at 31 December 2023, the interests and short positions of the Directors and chief executives of the Company in the Shares, underlying Shares and debentures of the Company or its associated corporations within the meaning of Part XV of the SFO, which were required (a) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO); or (b) to be recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO; or (c) as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code were as follows:

董事或最高行政人員

| 姓名 | 權益性質 | 股份數目 | 持股概約百分比 ⁽¹⁾ |
|---|--|------------------|--|
| Name of Director or chief executive | Nature of interest | Number of Shares | Approximate percentage of holding ⁽¹⁾ |
| 周忻先生 ⁽²⁾ Mr. Zhou Xin ⁽²⁾ | 受控法團權益／實益擁有人／包銷商 Interest in controlled corporations/Beneficial owner/Underwriter | 2,511,944,934(L) | 65.280% |
| 黃燦浩先生 ⁽³⁾ Mr. Huang Canhao ⁽³⁾ | 實益擁有人 Beneficial owner | 9,600,000(L) | 0.549% |
| 丁祖昱先生 ⁽³⁾ Mr. Ding Zuyu ⁽³⁾ | 實益擁有人 Beneficial owner | 9,600,000(L) | 0.549% |
| 程立瀾博士 ⁽³⁾ Dr. Cheng Li-Lan ⁽³⁾ | 實益擁有人 Beneficial owner | 1,446,000(L) | 0.083% |

附註：

Notes:

- (1) 計算乃基於2023年12月31日已發行總數1,749,059,530股股份。
- (1) The calculation is based on the total number of 1,749,059,530 Shares in issue as at 31 December 2023.
- (2) 413,073,499股股份分別由中國房產信息集團、易居(中國)控股、On Chance及Regal Ace持有228,920,000股、146,918,440股、20,000,000股及2,775,059股，並且包括根據首次公開發售前購股權計劃授出的購股權行使後將予發行的14,460,000股股份。中國房產信息集團為易居(中國)控股旗下全資附屬公司，易居(中國)控股為易居控股旗下全資附屬公司。易居控股由On Chance、Jun Heng及周先生持有33.13%、14.65%及52.22%的股權。Jun Heng由On Chance全資擁有，而On Chance由周先生全資擁有。Regal Ace由周先生全資擁有。此外，周先生已不可撤銷地承諾根據本公司於2023年6月19日宣佈的供股促使認購478,336,198股供股股份，並(作為包銷商)同意承購最多1,620,535,237股供股股份。概約持股百分比乃參考於供股後的經擴大股份數目(3,847,930,966股股份)計算。進一步詳情請參閱本公司日期為2023年6月19日的公告。自報告期末起，周先生行使其權利終止其與本公司就上述供股訂立的包銷協議，且其促使認購478,336,198股供股股份的承諾及承購最多1,620,535,237股供股股份的同意已相應失效。有關進一步詳情，請參閱本報告「有關重組之最新消息及報告期後事項」一節、周先生於2024年2月29日提交的權益披露通知及本公司日期為2024年3月1日的公告。
- (2) 413,073,499 Shares are held as to 228,920,000 Shares by CRE Corp, 146,918,440 Shares by E-House (China) Holdings, 20,000,000 Shares by On Chance and 2,775,059 Shares by Regal Ace, respectively, and including 14,460,000 Shares to be issued upon exercise of options granted under the Pre-IPO Share Option Scheme. CRE Corp is a wholly-owned subsidiary of E-House (China) Holdings, itself a wholly-owned subsidiary of E-House Holdings. E-House Holdings is held as to 33.13% by On Chance, 14.65% by Jun Heng, and 52.22% by Mr. Zhou. Jun Heng is wholly-owned by On Chance, which is in turn wholly-owned by Mr. Zhou. Regal Ace is wholly-owned by Mr. Zhou. In addition, Mr. Zhou irrevocably undertook to procure the subscriptions for 478,336,198 rights Shares and, as the underwriter, agreed to underwrite up to 1,620,535,237 rights Shares pursuant to the Rights Issue announced by the Company on 19 June 2023. The approximate percentage of holding is calculated by reference to the enlarged number of Shares after the rights issue (3,847,930,966 Shares). Please refer to the announcement of the Company dated 19 June 2023 for further details. Since the end of the Reporting Period, Mr. Zhou exercised his right to terminate the underwriting agreement entered into between him and the Company in relation to the aforementioned Rights Issue and his undertaking to procure subscriptions for 478,336,198 rights Shares and his agreement to underwrite up to 1,620,535,237 rights Shares have lapsed accordingly. Please refer to the section headed "Updates on the Restructuring and Events after the Reporting Period" of this report, the disclosure of interests notice submitted by Mr. Zhou on 29 February 2024 and the announcement of the Company dated 1 March 2024 for further details.
- (3) 該等股份指根據首次公開發售前購股權計劃授出的購股權行使後將予發行的股份。
- (3) These Shares represent the Shares to be issued upon exercise of options granted under the Pre-IPO Share Option Scheme.
- (4) 字母「L」表示該名人士於股份中的好倉(定義見證券及期貨條例第XV部)。
- (4) The letter "L" denotes the person's long position (as defined under Part XV of the SFO) in the Shares.

董事會報告 REPORT OF THE DIRECTORS

除上文所披露者外，於2023年12月31日，概無董事或本公司最高行政人員於本公司或其任何相聯法團（定義見證券及期貨條例第XV部）的股份、相關股份或債權證中擁有根據證券及期貨條例第352條本公司存置的登記冊所記錄的權益或淡倉，或根據《標準守則》知會本公司及聯交所之權益或淡倉。

主要股東於股份及相關股份之權益與淡倉

於2023年12月31日，董事及最高行政人員（其權益已於本年報內披露）除外的人士於本公司股份及相關股份中擁有本公司根據證券及期貨條例第336條存置的登記冊所記錄之權益或淡倉如下：

(i) 於本公司的權益

| 股東名稱 | 身份／權益性質 | 股份數目 | 持股概約百分比 ⁽¹⁾ |
|--|---|------------------|--|
| Name of Shareholder | Capacity/Nature of interest | Number of Shares | Approximate percentage of holding ⁽¹⁾ |
| 中國房產信息集團 ⁽²⁾ CRE Corp ⁽²⁾ | 實益擁有人 Beneficial owner | 228,920,000(L) | 13.088% |
| 易居（中國）控股 ⁽²⁾ E-House (China) Holdings ⁽²⁾ | 受控制法團權益／實益擁有人 Interest of controlled corporations/Beneficial owner | 375,838,440(L) | 21.488% |
| 易居控股 ⁽³⁾ E-House Holdings ⁽³⁾ | 受控制法團權益 Interest of controlled corporations | 375,838,440(L) | 21.488% |
| 阿里巴巴控股 ⁽⁴⁾ Alibaba Holding ⁽⁴⁾ | 受控制法團權益 Interest of controlled corporations | 245,096,197(L) | 14.013% |
| 淘寶中國控股有限公司 ⁽⁴⁾ Taobao China Holding Limited ⁽⁴⁾ | 實益擁有人 Beneficial owner | 145,588,000(L) | 8.324% |
| Taobao Holding Limited ⁽⁴⁾ Taobao Holding Limited ⁽⁴⁾ | 受控制法團權益 Interest of controlled corporations | 145,588,000(L) | 8.324% |

Save as disclosed above, as at 31 December 2023, none of the Directors and chief executives of the Company has any interest or short position in the Shares, underlying Shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to Model Code.

SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

As at 31 December 2023, the persons other than the Directors and chief executives, whose interests have been disclosed in this annual report, had an interest or short position in the Shares and underlying Shares of the Company as recorded in the register required to be kept by the Company, pursuant to Section 336 of the SFO, were as follows:

(i) Interest in our Company

| 股東名稱 | 身份／權益性質 | 股份數目 | 持股概約百分比 ⁽¹⁾ |
|--|--|------------------|--|
| Name of Shareholder | Capacity/Nature of interest | Number of Shares | Approximate percentage of holding ⁽¹⁾ |
| 阿里巴巴香港有限公司 ⁽⁴⁾ Alibaba.com Hong Kong Limited ⁽⁴⁾ | 實益擁有人 Beneficial owner | 99,508,197(L) | 5.689% |
| Alibaba Investment Holding Limited ⁽⁴⁾ Alibaba Investment Holding Limited ⁽⁴⁾ | 受控制法團權益 Interest of controlled corporations | 99,508,197(L) | 5.689% |
| 阿里巴巴網絡有限公司 ⁽⁴⁾ Alibaba.com Limited ⁽⁴⁾ | 受控制法團權益 Interest of controlled corporations | 99,508,197(L) | 5.689% |
| 樂意發展有限公司 ⁽⁵⁾ Jovial Idea Developments Limited ⁽⁵⁾ | 實益擁有人 Beneficial owner | 171,690,000(L) | 9.816% |
| 中華環球有限公司 ⁽⁵⁾ Central Sino Global Limited ⁽⁵⁾ | 受控制法團權益 Interest of controlled corporations | 171,690,000(L) | 9.816% |
| 天基控股有限公司 ⁽⁵⁾ Tianji Holding Limited ⁽⁵⁾ | 受控制法團權益 Interest of controlled corporations | 171,690,000(L) | 9.816% |
| 恒大地產集團有限公司 Hengda Real Estate Group Company Limited | 受控制法團權益 Interest of controlled corporations | 171,690,000(L) | 9.816% |
| 廣州市凱隆置業有限公司 Guangzhou Kailong Real Estate Company Limited | 受控制法團權益 Interest of controlled corporations | 171,690,000(L) | 9.816% |
| 廣州市超豐置業有限公司 Guangzhou Chaofeng Land Company Limited | 受控制法團權益 Interest of controlled corporations | 171,690,000(L) | 9.816% |
| 安基BVI有限公司 Anji (BVI) Limited | 受控制法團權益 Interest of controlled corporations | 171,690,000(L) | 9.816% |
| 恒大 ⁽⁵⁾ Evergrande ⁽⁵⁾ | 受控制法團權益 Interest of controlled corporations | 171,690,000(L) | 9.816% |
| Xin Xin (BVI) Limited ⁽⁵⁾ Xin Xin (BVI) Limited ⁽⁵⁾ | 受控制法團權益 Interest of controlled corporations | 171,690,000(L) | 9.816% |

董事會報告

REPORT OF THE DIRECTORS

| 股東名稱 | 身份／權益性質 | 股份數目 | 持股概約百分比 ⁽¹⁾ |
|--|--|------------------|--|
| Name of Shareholder | Capacity/Nature of interest | Number of Shares | Approximate percentage of holding ⁽¹⁾ |
| 許家印先生 ⁽⁵⁾ Mr. Hui Ka Yan ⁽⁵⁾ | 受控制法團權益 Interest of controlled corporations | 171,690,000(L) | 9.816% |
| Captain Valley (Cayman) Limited ⁽⁶⁾ Captain Valley (Cayman) Limited ⁽⁶⁾ | 受控制法團權益 Interest of controlled corporations | 171,690,000(L) | 9.816% |
| Climax Fame (BVI) Limited ⁽⁶⁾ Climax Fame (BVI) Limited ⁽⁶⁾ | 受控制法團權益 Interest of controlled corporations | 171,690,000(L) | 9.816% |
| 萬科金融(香港)有限公司 ⁽⁶⁾ Vanke Finance (Hong Kong) Limited ⁽⁶⁾ | 受控制法團權益 Interest of controlled corporations | 171,690,000(L) | 9.816% |
| 萬科置業(香港)有限公司 ⁽⁶⁾ Vanke Property (Hong Kong) Limited ⁽⁶⁾ | 受控制法團權益 Interest of controlled corporations | 171,690,000(L) | 9.816% |
| 上海萬科企業有限公司 Shanghai Vanke Real Estate Company Limited | 受控制法團權益 Interest of controlled corporations | 171,690,000(L) | 9.816% |
| 上海萬科投資管理有限公司 Shanghai Vanke Investment and Management Company Limited | 受控制法團權益 Interest of controlled corporations | 171,690,000(L) | 9.816% |
| 萬科 ⁽⁶⁾ Vanke ⁽⁶⁾ | 受控制法團權益 Interest of controlled corporations | 171,690,000(L) | 9.816% |

附註：

Notes:

(1) 計算乃基於2023年12月31日已發行總數1,749,059,530股股份。

(1) The calculation is based on the total number of 1,749,059,530 Shares in issue as at 31 December 2023.

(2) 中國房產信息集團為易居(中國)控股旗下全資附屬公司，易居(中國)控股為易居控股旗下全資附屬公司。易居控股由On Chance、Jun Heng及周先生持有33.13%、14.65%及52.22%的股權。Jun Heng由On Chance全資擁有，而On Chance由周先生全資擁有。

(2) CRE Corp is a wholly-owned subsidiary of E-House (China) Holdings, itself a wholly-owned subsidiary of E-House Holdings. E-House Holdings is held as to 33.13% by On Chance, 14.65% by Jun Heng, and 52.22% by Mr. Zhou. Jun Heng is wholly-owned by On Chance which is in turn wholly-owned by Mr. Zhou.

(3) 375,838,440股股份分別由中國房產信息集團及易居(中國)控股持有228,920,000股及146,918,440股。中國房產信息集團為易居(中國)控股旗下全資附屬公司，易居(中國)控股為易居控股旗下全資附屬公司。易居控股由On Chance、Jun Heng及周先生持有33.13%、14.65%及52.22%的股權。Jun Heng由On Chance全資擁有，而On Chance由周先生全資擁有。

(3) 375,838,440 Shares are held as to 228,920,000 Shares by CRE Corp and 146,918,440 Shares by E-House (China) Holdings. CRE Corp is a wholly-owned subsidiary of E-House (China) Holdings, itself a wholly-owned subsidiary of E-House Holdings. E-House Holdings is held as to 33.13% by On Chance, 14.65% by Jun Heng, and 52.22% by Mr. Zhou. Jun Heng is wholly-owned by On Chance which is in turn wholly-owned by Mr. Zhou.

- (4) 145,588,000股股份由淘寶中國控股有限公司持有及99,508,197股根據可換股票據的相關股份由阿里巴巴香港有限公司持有。淘寶中國控股有限公司為Taobao Holding Limited的全資附屬公司，而Taobao Holding Limited為阿里巴巴控股的全資附屬公司。阿里巴巴香港有限公司由Alibaba.com Investment Holding Limited全資擁有，而Alibaba.com Investment Holding Limited為阿里巴巴網絡有限公司的全資附屬公司。阿里巴巴控股持有阿里巴巴網絡有限公司80.02%的股權。
- (4) 145,588,000 Shares are held by Taobao China Holding Limited and 99,508,197 underlying Shares pursuant to the Convertible Notes are held by Alibaba.com Hong Kong Limited. Taobao China Holding Limited is a wholly-owned subsidiary of Taobao Holding Limited, which is a wholly-owned subsidiary of Alibaba Holding. Alibaba.com Hong Kong Limited is wholly-owned by Alibaba.com Investment Holding Limited, which is a wholly-owned subsidiary of Alibaba.com Limited. Alibaba.com Limited is 80.02% held by Alibaba Holding.
- (5) 樂意發展有限公司由中華環球有限公司全資擁有，而中華環球有限公司由天基控股有限公司全資擁有。天基控股有限公司由恒大地產集團有限公司全資擁有，恒大地產集團有限公司由廣州市凱隆置業有限公司持有63.46%的股權，而廣州市凱隆置業有限公司由廣州市超豐置業有限公司全資擁有。廣州市超豐置業有限公司由安基BVI有限公司全資擁有，而安基BVI有限公司由恒大全資擁有。Xin Xin (BVI) Limited持有恒大70.30%的股權，且其由許家印先生全資擁有。因此中華環球有限公司、天基控股有限公司、恒大地產集團有限公司、廣州市凱隆置業有限公司、廣州市超豐置業有限公司、安基BVI有限公司、恒大、Xin Xin (BVI) Limited及許家印先生皆被視為於樂意發展有限公司持有之股份中擁有權益。
- (5) Jovial Idea Developments Limited is wholly-owned by Central Sino Global Limited (中華環球有限公司), which is in turn wholly-owned by Tianji Holding Limited (天基控股有限公司). Tianji Holding Limited is wholly-owned by Hengda Real Estate Group Company Limited (恒大地產集團有限公司), which is owned as to 63.46% by Guangzhou Kailong Real Estate Company Limited (廣州市凱隆置業有限公司), which is in turn wholly-owned by Guangzhou Chaofeng Land Company Limited (廣州市超豐置業有限公司). Guangzhou Chaofeng Land Company Limited is wholly-owned by Anji (BVI) Limited (安基 BVI 有限公司), which is wholly-owned by Evergrande. Evergrande is held as to 70.30% by Xin Xin (BVI) Limited, itself is wholly-owned by Mr. Hui Ka Yan. Hence, Central Sino Global Limited, Tianji Holding Limited, Hengda Real Estate Group Company Limited, Guangzhou Kailong Real Estate Company Limited, Guangzhou Chaofeng Land Company Limited, Anji (BVI) Limited, Evergrande, Xin Xin (BVI) Limited and Mr. Hui Ka Yan are deemed to be interested in the Shares held by Jovial Idea Developments Limited.
- (6) Captain Valley (Cayman) Limited由Climax Fame (BVI) Limited全資擁有，而Climax Fame (BVI) Limited由萬科金融(香港)有限公司全資擁有。萬科金融(香港)有限公司由萬科置業(香港)有限公司全資擁有，而萬科置業(香港)有限公司由上海萬科企業有限公司全資擁有。上海萬科企業有限公司由上海萬科投資管理有限公司全資擁有，而上海萬科投資管理有限公司由萬科全資擁有。因此Climax Fame (BVI) Limited、萬科金融(香港)有限公司、萬科置業(香港)有限公司、上海萬科企業有限公司、上海萬科投資管理有限公司及萬科皆被視為於Captain Valley (Cayman) Limited持有之股份中擁有權益。
- (6) Captain Valley (Cayman) Limited is wholly-owned by Climax Fame (BVI) Limited, which is in turn wholly-owned by Vanke Finance (Hong Kong) Limited. Vanke Finance (Hong Kong) Limited is wholly-owned by Vanke Property (Hong Kong) Company Limited, which is in turn wholly-owned by Shanghai Vanke Enterprise Company Limited (上海萬科企業有限公司). Shanghai Vanke Enterprise Company Limited is wholly-owned by Shanghai Vanke Investment and Management Company Limited (上海萬科投資管理有限公司), which is in turn wholly-owned by Vanke. Hence, Climax Fame (BVI) Limited, Vanke Finance (Hong Kong) Company Limited, Vanke Property (Hong Kong) Company Limited, Shanghai Vanke Enterprise Company Limited, Shanghai Vanke Investment and Management Company Limited and Vanke are deemed to be interested in the Shares held by Captain Valley (Cayman) Limited.
- (7) 字母「L」表示該名人士於股份中的好倉(定義見證券及期貨條例第XV部)。
- (7) The letter "L" denotes the person's long position (as defined under Part XV of the SFO) in the Shares.

董事會報告

REPORT OF THE DIRECTORS

除此處所披露者外，於2023年12月31日，董事及最高行政人員（其權益載於本年報）除外的人士概無於本公司股份或相關股份中擁有本公司根據證券及期貨條例第336條存置的登記冊所記錄之權益或淡倉。

薪酬政策及董事薪酬

根據《企業管治守則》，本公司已成立本公司薪酬委員會（「薪酬委員會」）以制訂薪酬政策。薪酬乃根據各董事及高級管理層人員的資質、職位及年資釐定及建議。獨立非執行董事的薪酬由董事會根據薪酬委員會的推薦意見釐定。董事及高級管理層人員為首次公開發售前購股權計劃及首次公開發售後購股權計劃的合資格參與者，該等計劃之詳情載於招股章程及綜合財務報表附註32。董事、高級管理層及五名最高薪酬人士的薪酬詳情分別載於綜合財務報表附註13A及附註13B。

概無董事放棄或同意放棄任何薪酬，本集團亦無向任何董事支付任何酬金作為加入本集團或加入本集團後的獎勵或作為離職補償。

購股權計劃

本公司現有兩項股份計劃，即首次公開發售前購股權計劃及首次公開發售後購股權計劃。在現有股份計劃過渡安排規定的範圍內，本公司已遵循並將繼續遵循第十七章（於2023年1月1日生效）。

Save as disclosed herein, as at 31 December 2023, no person, other than the Directors and chief executives whose interests are set out in this annual report, had any interests or short positions in the Shares or underlying Shares of the Company as recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO.

EMOLUMENT POLICY AND DIRECTORS' REMUNERATION

In compliance with the CG Code, the Company has established the remuneration committee of the Company (the "Remuneration Committee") to formulate remuneration policies. The remuneration is determined and recommended based on each Director's and senior management personnel's qualification, position and seniority. As for the independent non-executive Directors, their remuneration is determined by the Board upon recommendation from the Remuneration Committee. The Directors and the senior management personnel are eligible participants of the Pre-IPO Share Option Scheme and the Post-IPO Share Option Scheme, details of which are set out in the Prospectus and note 32 to the consolidated financial statements. Details of the remuneration of the Directors, senior management and the five highest paid individuals are set out in note 13A and note 13B, respectively to the consolidated financial statements.

None of the Directors waived or agreed to waive any remuneration and there were no emoluments paid by the Group to any of the Directors as an inducement to join, or upon joining the Group, or as compensation for loss of office.

SHARE OPTION SCHEMES

The Company has two existing share schemes, namely the Pre-IPO Share Option Scheme and the Post-IPO Share Option Scheme. The Company has complied, and will continue to comply, with the Chapter 17 (which became effective on 1 January 2023) to the extent required by the transitional arrangements for existing share schemes.

由於報告期間首次公開發售前購股權計劃及首次公開發售後購股權計劃項下並無授出，將予發行的0股新股份（相當於報告期間股份加權平均數的約0%），涉及報告期間根據所有股份計劃授予合資格參與人士的購股權及獎勵。各項股份計劃詳情載於下文，更多詳情載於綜合財務報表附註32。

1. 首次公開發售前購股權計劃

目的

首次公開發售前購股權計劃旨在為選定參與者提供機會購買本公司所有人權益，並激勵選定參與者為本公司及其股東的整體利益作出努力，提升本公司及其股份價值。首次公開發售前購股權計劃將使本公司靈活挽留、激勵、獎勵選定參與者並給予其酬勞、補償及／或福利。

合資格參與人士

董事會或其代表全權酌情認為已經或將為本集團作出貢獻的任何個人（可為本集團任何成員公司或任何聯屬公司的僱員、董事（包括執行董事、非執行董事及獨立非執行董事）、高級人員、顧問、諮詢人、分銷商、承包商、客戶、提供商、代理、業務合作夥伴、合資企業業務合作夥伴或服務提供商）均可獲授購股權以認購股份。

As there were no grants under the Pre-IPO Share Option Scheme and the Post-IPO Share Option Scheme during the Reporting Period, 0 new Shares, representing approximately 0% of the weighted average number of Shares for the Reporting Period, may be issued in respect of options and awards granted during the Reporting Period to eligible participants pursuant to all of the share schemes. The details of each share scheme are set out below and further details are set out note 32 to the consolidated financial statements.

1. Pre-IPO Share Option Scheme

Purpose

The purpose of the Pre-IPO Share Option Scheme is to provide selected participants with the opportunity to acquire proprietary interests in our Company and to encourage the selected participants to work towards enhancing the value of our Company and our Shares for the benefit of our Company and our Shareholders as a whole. The Pre-IPO Share Option Scheme will provide our Company with a flexible means of retaining, incentivising, rewarding, remunerating, compensating and/or providing benefits to the selected participants.

Eligible Participants

Any individual, being an employee, Director (including executive Directors, non-executive Directors and independent non-executive Directors), officer, consultant, advisor, distributor, contractor, customer, supplier, agent, business partner, joint venture business partner or service provider of any member of the Group or any affiliate who the Board or its delegate(s) considers, in its sole discretion, to have contributed or will contribute to the Group, may be granted options to subscribe for Shares.

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可供授出及發行的股份數目上限

因根據首次公開發售前購股權計劃授出但尚未行使的所有發行在外購股權獲行使而可予發行的股份整體限額，於任何時候不得超過91,568,000股股份。鑒於上市後不會進一步根據首次公開發售前購股權計劃授出購股權，首次公開發售前購股權計劃項下未行使的購股權數目將與首次公開發售前購股權計劃項下可供發行的股份數目相若。截至最後實際可行日期，附帶65,189,600股相關股份（相當於本公司於最後實際可行日期已發行股本的約3.73%）的未行使購股權已根據首次公開發售前購股權計劃授予合資格參與人士。

每名參與人士的配額上限

根據公開發售前購股權計劃，對可能授予單一合資格參與人士的購股權數目並無特定的上限限制。

首次公開發售前購股權計劃的期限及剩餘年期

首次公開發售前購股權計劃自2018年4月20日（即首次公開發售前購股權計劃採納日期）起生效至2018年7月1日（包括首尾兩日）。因此，首次公開發售前購股權計劃並無剩餘年期。

代價

接納授出購股權時應付人民幣1.00元的名義代價。

行使期

購股權可根據首次公開發售前購股權計劃的條款於董事釐定及知會各承授人的期間內隨時行使，該期間須於授出購股權日期起計10年內結束，惟可根據首次公開發售前購股權計劃的條文提前終止。

Maximum Number of Shares Available for Grant and Issue

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 at any time shall not exceed 91,568,000 Shares. Given that no further options could be granted under the Pre-IPO Share Option Scheme after the Listing, the outstanding number of options under the Pre-IPO Share Option Scheme would be equivalent to the number of Shares available for issue under the Pre-IPO Share Option Scheme. As at the Latest Practicable Date, there outstanding options with 65,189,600 underlying Shares (representing approximately 3.73% of the issued share capital of the Company as at the Latest Practicable Date) were granted to eligible participants pursuant to the Pre-IPO Share Option Scheme.

Maximum Entitlement of Each Participant

Under the Pre-IPO Share Option Scheme, there is no specific limit on the maximum number of options which may be granted to a single eligible participant.

Term and Remaining Life of the Pre-IPO Share Option Scheme

The Pre-IPO Share Option Scheme was in force from 20 April 2018, the date on which the Pre-IPO Share Option Scheme was adopted, until 1 July 2018, both dates inclusive. Accordingly, there is no remaining life under the Pre-IPO Share Option Scheme.

Consideration

A nominal consideration of RMB1.00 is payable upon acceptance of the grant of an option.

Exercise Period

An option may be exercised in accordance with the terms of the Pre-IPO Share Option Scheme at any time during a period to be determined and notified by our Directors to each grantee, which shall end not later than 10 years from the date of grant of the option subject to the provisions for early termination under the Pre-IPO Share Option Scheme.

歸屬期

購股權授出的條款應由董事會釐定，其中可能包括但不限於購股權可悉數或部分行使前，須持有該購股權的最短期限。

行使價

每份購股權的認購價應為董事會釐定的有關價格，惟不可低於股份的賬面值。

首次公開發售前購股權計劃項下未行使購股權

截至2023年12月31日止年度根據首次公開發售前購股權計劃授出的購股權變動詳情載於下文及財務報表附註32。

Vesting Period

The terms on which the options is to be granted, which may include, but are not limited to, any minimum period(s) for which an option must be held before the option can be exercised in whole or in part, shall be determined by the Board.

Exercise Price

The subscription price in relation to each option shall be such price as may be determined by the Board, provided that it shall not be less than the nominal value of a Share.

Outstanding Options under the Pre-IPO Share Option Scheme

Details of the movements of the options granted under the Pre-IPO Share Option Scheme during the year ended 31 December 2023 are as follows and in note 32 to the financial statements:

| 購股權持有人 姓名/類別 | 職務 | 授出日期 | 行使期 | 歸屬期 | 行使價 | 於2023年 | 購股權數目 | 報告期間 | 報告期間 | 報告期間 | 於2023年 |
|---------------------------------|------------------------------------|---------------|---------------------------------|-----------|-----------|-------------|------------|------------|------------|-------------|--------|
| | | | | | | 1月1日 | 尚未行使 | 已行使 | 失效 | 註銷 | 12月31日 |
| | | | | | | Outstanding | Number | Lapsed | Cancelled | Outstanding | |
| | | | | | | as at | of options | during the | during the | as at | |
| Name/category of | Position | Date of grant | Exercise period | Vesting | Exercise | 1 January | Reporting | Reporting | Reporting | 31 December | |
| option holders | | | | period | price | 2023 | Period | Period | Period | 2023 | |
| 本公司董事 | | | | | | | | | | | |
| Directors of the Company | | | | | | | | | | | |
| 周忻先生 | 執行董事兼主席 | 2018年4月21日 | 授予日期起10年 | 1至3年 | 10.37港元 | 14,460,000 | - | - | - | 14,460,000 | |
| Mr. Zhou Xin | Executive Director & Chairman | 21 April 2018 | 10 years from the date of grant | 1-3 years | HK\$10.37 | | | | | | |
| 黃燦浩先生 | 執行董事兼副主席 | 2018年4月21日 | 授予日期起10年 | 1至3年 | 10.37港元 | 9,600,000 | - | - | - | 9,600,000 | |
| Mr. Huang Canhao | Executive Director & Vice Chairman | 21 April 2018 | 10 years from the date of grant | 1-3 years | HK\$10.37 | | | | | | |
| 丁祖昱博士 | 執行董事 | 2018年4月21日 | 授予日期起10年 | 1至3年 | 10.37港元 | 9,600,000 | - | - | - | 9,600,000 | |
| Dr. Ding Zuyu | Executive Director | 21 April 2018 | 10 years from the date of grant | 1-3 years | HK\$10.37 | | | | | | |
| 程立瀾博士 | 執行董事 | 2018年4月21日 | 授予日期起10年 | 1至3年 | 10.37港元 | 1,446,000 | - | - | - | 1,446,000 | |
| Dr. Cheng Li-Lan | Executive Director | 21 April 2018 | 10 years from the date of grant | 1-3 years | HK\$10.37 | | | | | | |
| 僱員參與人士 | | 2018年4月21日 | 授予日期起10年 | 1至3年 | 10.37港元 | 41,965,600 | - | 4,673,200 | - | 37,292,400 | |
| Employee participants | | 21 April 2018 | 10 years from the date of grant | 1-3 years | HK\$10.37 | | | | | | |
| 總計 | | | | | | 77,071,600 | - | 4,673,200 | - | 72,398,400 | |
| Total | | | | | | | | | | | |

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2. 首次公開發售後購股權計劃

首次公開發售後購股權計劃於2018年7月4日通過股東書面決議案採納。

目的

首次公開發售後購股權計劃旨在為合資格人士提供機會獲取本公司自有權益，並激勵合資格人士為本公司及其股東的整體利益作出努力，提升本公司及股份的價值。首次公開發售後購股權計劃將使本公司靈活留任、激勵、獎勵合資格人士並給予酬勞、補償及／或福利。

合資格參與人士

董事會或其代表全權酌情認為已經或將為本集團作出貢獻的任何個人（可為本集團任何成員公司或任何聯屬公司的僱員、董事、高級人員、顧問、諮詢人、分銷商、承包商、客戶、提供商、代理、業務合作夥伴、合資企業業務合作夥伴或服務提供商）均可獲提呈或授予購股權。

可供授出及發行的股份最高數目

因根據首次公開發售後購股權計劃及本公司任何其他購股權計劃將授出的全部購股權獲行使而可予發行的股份總數為146,743,600股，即不超過上市日期已發行股份10%（「購股權計劃授權上限」）。

2. Post-IPO Share Option Scheme

The Post-IPO Share Option Scheme was adopted pursuant to the written resolutions of the Shareholders passed on 4 July 2018.

Purpose

The purpose of the Post-IPO Share Option Scheme is to provide eligible persons to the Post-IPO Share Option Scheme with the opportunity to acquire proprietary interests in our Company and to encourage the eligible person to work towards enhancing the value of our Company and our Shares for the benefit of our Company and Shareholders as a whole. The Post-IPO Share Option Scheme will provide our Company with a flexible means of retaining, incentivising, rewarding, remunerating, compensating and/or providing benefits to eligible persons.

Eligible Participants

Any individual, being an employee, director, officer, consultant, advisor, distributor, contractor, customer, supplier, agent, business partner, joint venture business partner or service provider of any member of our Group or any of our Group's affiliates whom the Board or its delegate(s) considers, in their sole discretion, to have contributed or will contribute to our Group is entitled to be offered and granted options.

Maximum Number of Shares Available for Grant and Issue

The total number of Shares which may be issued upon exercise of all options to be granted under the Post-IPO Share Option Scheme and any other share option schemes of our Company is 146,743,600, being no more than 10% of the Shares in issue on the Listing Date (the "Option Scheme Mandate Limit").

購股權計劃授權上限經股東於股東大會上事先批准及／或達到《上市規則》不時規定之其他要求後可隨時予以更新。惟經更新購股權計劃授權上限不得超過取得批准當日已發行股份的10%。計算經更新購股權計劃授權上限時，不應計及之前根據首次公開發售後購股權計劃及本公司任何其他購股權計劃（《上市規則》第十七章之條文適用於該等計劃）授出的購股權（包括尚未行使、根據購股權條款已註銷或失效或已行使的相關購股權）。

概無購股權根據首次公開發售後購股權計劃獲授予。因此，於2023年1月1日及2023年12月31日根據購股權計劃授權上限可供授出的股份總數皆為146,743,600股，且截至最後實際可行日期，可供授出的股份總數為146,743,600股（相當於最後實際可行日期已發行股份數目的8.39%）。

首次公開發售後購股權計劃的剩餘年期

首次公開發售後購股權計劃於上市日期起生效，有效期為十年（其後將不會進一步提呈或授出購股權）。首次公開發售後購股權計劃的剩餘年期約為4.5年。

各參與人士的配額上限

除非經股東批准，於任何12個月期間根據首次公開發售後購股權計劃及本公司任何其他購股權計劃已授出及將予授出的購股權（包括已行使及尚未行使購股權）獲行使而已發行及將發行予各合資格人士的股份總數不得超過已發行股份總數1%。

The Option Scheme Mandate Limit may be refreshed at any time subject to prior approval of the Shareholders in general meeting and/or such other requirements prescribed under the Listing Rules from time to time. However, the Option Scheme Mandate Limit as refreshed cannot exceed 10% of the Shares in issue as at the date of such approval. Options previously granted under the Post-IPO Share Option Scheme and any other share option schemes of our Company (and to which the provisions of Chapter 17 of the Listing Rules are applicable) (including those outstanding, cancelled or lapsed in accordance with its terms or exercised), shall not be counted for the purpose of calculating the refreshed Option Scheme Mandate Limit.

No options have been granted under the Post-IPO Share Option Scheme. Accordingly, 146,743,600 Shares were available for grant under the Option Scheme Mandate Limit as at 1 January 2023 and 31 December 2023, respectively, and 146,743,600 Shares, representing 8.39% of the issued Shares as at the Latest Practicable Date, were available to issue as at the Latest Practicable Date.

Remaining Life of the Post-IPO Share Option Scheme

The Post-IPO Share Option Scheme shall be valid and effective for the period of ten years commencing on the Listing Date (after which no further options shall be offered or granted). The remaining life of the Post-IPO Share Option Scheme is approximately 4.5 years.

Maximum Entitlement of Each Participant

Unless approved by the Shareholders, the total number of Shares issued and to be issued upon exercise of the options granted and to be granted under the Post-IPO Share Option Scheme and any other share option scheme(s) of our Company to each eligible person (including both exercised and outstanding options) in any 12 month period shall not exceed 1% of the total number of Shares in issue.

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代價

自授出購股權當日起20個營業日內應付1.00港元的代價。

行使及歸屬期

於不違反首次公開發售後購股權計劃規則及授出、歸屬有關購股權之條款及條件的情況下，承授人可按董事會可能不時決定之形式向本公司寄發書面通知，其中說明藉此行使購股權及所行使的購股權所涉及的股份數目，以行使全部或部分購股權。

行使價

承授人可在購股權獲行使時認購股份的每股價格須為董事會全權酌情釐定的價格，且不得低於以下各項的較高者：(i)於授出日期在聯交所發出的每日報價表所示股份收市價；(ii)股份於緊接授出日期前五個營業日聯交所發出的每日報價表所示平均收市價；及(iii)股份於授出日期的面值。

關連交易

於報告期間，本集團與下列人士進行的若干交易屬於《上市規則》規定的關連交易。

1. 由於周先生為執行董事及主要股東，因此彼為《上市規則》項下的「關連人士」。根據《上市規則》第14A.07(1)條，本公司與周先生之間進行的任何交易被視為關連交易。
2. 由於樂居為我們其中一名主要股東易居(中國)控股的聯繫人，因此樂居被視為《上市規則》項下的「關連人士」。根據《上市規則》第14A.04(1)條，本公司與樂居之間進行的任何交易被視為關連交易。於股權轉讓協議完成後，樂居於2020年11月成為本公司的附屬公司。

Consideration

A consideration of HK\$1.00 is payable within 20 business days from the date of grant of an option.

Exercise and Vesting Period

An option may, subject to the rules of the Post-IPO Share Option Scheme and the terms and conditions upon which such option is granted, vested, be exercised in whole or in part by the grantee giving notice in writing to our Company in such form as our Board may from time to time determine stating that the option is thereby exercised and the number of Shares in respect of which it is exercised.

Exercise Price

The price per Share at which a grantee may subscribe for Shares on the exercise of an option shall be such price determined by the Board in its absolute discretion and shall be no less than the higher of: (i) the closing price of a Share as stated in the daily quotations sheet issued by the Stock Exchange on the date of grant; (ii) the average closing price of the Shares as stated in the daily quotations sheets issued by the Stock Exchange for the five business days immediately preceding the date of grant; and (iii) the nominal value of a Share on the date of grant.

CONNECTED TRANSACTIONS

During the Reporting Period, the Group engaged in certain transactions with the following persons that constituted connected transactions under the Listing Rules.

1. Mr. Zhou is considered a “connected person” under the Listing Rules by virtue of him being an executive Director and a substantial shareholder. Pursuant to Rule 14A.07(1) of the Listing Rules, any transactions between the Company and Mr. Zhou are considered as connected transactions.
2. Leju is considered a “connected person” under the Listing Rules by virtue of it being an associate of E-House (China) Holdings, one of our substantial shareholders. Pursuant to Rule 14A.04(1) of the Listing Rules, any transactions between the Company and Leju are considered as connected transactions. Following completion of the Equity Transfer Agreements, Leju became a subsidiary of the Company in November 2020.

3. 由於太德為我們其中一名主要股東中國房產信息集團之聯繫人，因此太德被視為《上市規則》項下的「關連人士」。根據《上市規則》第14A.04(1)條，本公司與太德之間進行的任何交易被視為關連交易。

4. 根據《上市規則》第14A.07(1)條，新浪及騰訊各自均為附屬公司層面的「關連人士」。

3. TED is considered a “connected person” under the Listing Rules by virtue of it being an associate of CRE Corp, one of our substantial Shareholders. Pursuant to Rule 14A.04(1) of the Listing Rules, any transactions between the Company and TED are considered as connected transactions.

4. SINA and Tencent are each a “connected person” at the subsidiary level according to Rule 14A.07(1) of the Listing Rules.

持續關連交易

下表所載為本集團於報告期間的持續關連交易，須根據《上市規則》於本公司年報及綜合財務報表內披露。

Continuing Connected Transactions

Set out below is a table in relation to continuing connected transactions of the Group during the Reporting Period and are required under the Listing Rules to be disclosed in the annual report and consolidated financial statements of the Company.

| 持續關連交易 | Continuing Connected Transactions | 2023年建議年度上限 (人民幣百萬元) Proposed Annual Cap in 2023 (RMB'Million) | 2023年實際交易金額 (人民幣百萬元) Actual Transaction Amount in 2023 (RMB'Million) |
|-------------------------------------|---|---|---|
| 太德活動服務框架協議 太德及其聯營公司向本集團提供活動及展覽服務 | TED Event Services Framework Agreement TED and its associates to provide the Group with event and exhibition services | 15 | - |
| 樂居新浪持續關連交易 | Leju-SINA Continuing Connected Transactions | 不適用 ⁽¹⁾ NA ⁽¹⁾ | 1 |
| 新浪的廣告存貨銷售代理 | Advertising Inventory Sale Agency with SINA | 不適用 ⁽¹⁾ NA ⁽¹⁾ | 1 |
| 新浪的域名及內容許可 | Domain Name and Content License with SINA | 不適用 ⁽¹⁾ NA ⁽¹⁾ | - |
| 新浪的商標許可 | Trademark License with SINA | 不適用 ⁽¹⁾ NA ⁽¹⁾ | - |
| 新浪的軟件許可及支持服務 | Software Licence and Support Services with SINA | 不適用 ⁽¹⁾ NA ⁽¹⁾ | - |
| 新浪登記權 | SINA Registration Rights | 不適用 ⁽¹⁾ NA ⁽¹⁾ | - |

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| 持續關連交易 | Continuing Connected Transactions | 2023年建議年度上限 (人民幣百萬元) Proposed Annual Cap in 2023 (RMB'Million) | 2023年實際交易金額 (人民幣百萬元) Actual Transaction Amount in 2023 (RMB'Million) |
|--------------|---|---|---|
| 樂居騰訊持續關連交易 | Leju-Tencent Continuing Connected Transactions | 不適用 ⁽¹⁾ | 85 |
| 騰訊的廣告代理 | Advertising Agency with Tencent | 不適用 ⁽¹⁾ | 85 |
| 騰訊投資者權益 | Tencent Investor Rights | 不適用 ⁽¹⁾ | - |
| 樂居易居控股持續關連交易 | Leju-E-House Holdings Continuing Connected Transactions | 不適用 ⁽¹⁾ | - |
| 交易主協議 | Master Transaction Agreement | 不適用 ⁽¹⁾ | 不適用 |
| 境外過渡服務協議 | Offshore Transitional Services Agreement | 不適用 ⁽¹⁾ | NA |
| 境內過渡服務協議 | Onshore Transitional Services Agreement | 不適用 ⁽¹⁾ | - |
| 競業禁止協議 | Non-competition Agreement | 不適用 ⁽¹⁾ | 不適用 |
| 樂居合約安排 | Leju Contractual Arrangements | 不適用 ⁽¹⁾ | - |

附註：

截至2023年12月31日止年度，該等協議並無年度上限。該等協議項下的交易統稱為「無年度上限的持續關連交易」。

Note:

There is no annual cap for these agreements for the year ended 31 December 2023. Transactions under these agreements are collectively referred to as "Continuing Connected Transactions with no Annual Cap".

我們於下文概述本集團的持續關連交易，該等交易須遵守申報、年度審核及公告規定，但豁免《上市規則》第14A章項下獨立股東批准的規定。

1. 太德活動服務

太德活動服務框架協議

太德是一家於2007年2月9日在中國成立並在全國中小企業股份轉讓系統掛牌的公司，股份代碼為837383。太德的主營業務是向房地產開發商提供公共關係服務及為房地產開發項目組織宣傳活動。

於2018年7月4日，本公司（為本身及代表本公司的聯營公司）與太德（為其本身及代表其聯營公司）訂立一份框架活動服務協議（「太德活動服務框架協議」），據此太德及其聯營公司將向我們提供活動及展覽服務。我們就一手房代理服務的促銷活動、測評及排名服務宣傳以及為內部運營目的訂購該等活動及展覽服務。該等活動及展覽服務可能包括向太德組織的房地產展覽提供展位及配套服務以及向本集團組織的活動提供影音設備及配套服務。於2020年12月29日，本公司與太德透過訂立新協議（「2021年太德活動服務框架協議」）續簽上述協議，自2021年1月1日起至2023年12月31日止，為期三年。

交易理由

我們擁有廣泛的業務運營和自有房地產數據庫，覆蓋中國各省、市和自治區，其均從事房地產行業。因此獲得中國領先公共關係和通信公司之一太德的服務符合我們的利益。具體而言，太德於房地產相關公共關係領域擁有豐富的經驗及穩固的中國市場地位。

We set out below a summary of the continuing connected transactions for our Group, which are subject to the reporting, annual review and announcements but are exempt from independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

1. TED event services

The TED Event Services Framework Agreement

TED is a company established in the PRC on 9 February 2007 and listed on National Equities Exchange and Quotations with stock code 837383. TED is principally engaged in the business of providing public relations services to real estate developers and organising publicity events for real estate development projects.

On 4 July 2018, our Company (for ourselves and on behalf of our associates) and TED (for itself and on behalf of its associates) entered into a framework event services agreement (the "**TED Event Services Framework Agreement**"), pursuant to which TED and its associates will provide us with event and exhibition services. We procure these event and exhibition services in relation to promotional activities relating to our real estate agency services in the primary market, publicity of our rating and ranking services, and for internal operating purposes. These event and exhibition services may include provision of exhibition booths and ancillary services at TED organised real estate exhibitions and provision of audio-visual equipment and ancillary services for events organised by our Group. On 29 December 2020, the Company and TED renewed the above agreement by entering into a new agreement renewed (the "**2021 TED Event Services Framework Agreement**") for a term of three years commencing on 1 January 2021 and ending on 31 December 2023.

Reasons for the transactions

We have extensive business operations and proprietary real estate databases covering many provinces, municipalities and autonomous regions across China, all of which are engaged in the real estate industry. It is therefore in our interest to procure the services of TED, one of China's leading public relations and communications firms. In particular, TED has extensive experience in real estate-related public relations and has a pan-China presence.

董事會報告

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定價政策

太德活動服務框架協議及2021年太德活動服務框架協議項下的設備租金及人工費以及展位租金及服務費，乃參考我們所定設備、空間或服務的數量或期限以及獨立第三方就類似設備、空間或服務所收取的價格，並根據現行市價或經各方公平磋商協定者釐定。

2021年太德活動服務框架協議的年度上限於截至2021年、2022年及2023年12月31日止年度各年分別為人民幣15百萬元、人民幣15百萬元及人民幣15百萬元。

太德活動服務框架協議及2021年太德活動服務框架協議的進一步詳情分別載於招股章程及本公司日期為2020年12月29日的公告。

2. 樂居持續關連交易

根據《上市規則》第14A章，自股權轉讓協議完成起，通函內「附錄二－樂居的財務資料－關聯方結餘及交易」一節所述的樂居若干現有交易已成為本公司的關連交易。

根據《上市規則》第14A.60條，本公司於本集團繼續進行相關交易時僅須遵守年度審核及披露規定。倘續簽任何該等協議續簽或變更任何該等協議的條款，本公司將遵守《上市規則》第14A章的適用規定。

有關每筆交易的歷史金額的詳情，請參閱本公司日期為2020年10月14日的通函「附錄二－樂居的財務資料－關聯方結餘及交易」。

Pricing policy

The equipment rental and labour fees and exhibition space rental and service fees under the TED Event Services Framework Agreement and the 2021 TED Event Services Framework Agreement are determined either based on the prevailing market rate or as agreed by the parties' arm's length negotiations, with reference to the quantity or duration of equipment, space or services contracted by us and the price for comparable equipment, space or services charged by Independent Third Parties.

The annual cap for the 2021 TED Event Services Framework Agreement for each of the years ended 31 December 2021, 2022 and 2023 is RMB15 million, RMB15 million and RMB15 million, respectively.

Further details of the TED Event Services Framework Agreement and the 2021 TED Event Services Framework Agreement are set out in the Prospectus and the announcement of the Company dated 29 December 2020, respectively.

2. Leju Continuing Connected Transactions

Effective from completion of the Equity Transfer Agreements, certain existing transactions engaged in by Leju as described in the section headed "Appendix II – Financial Information of Leju – Related Party Balances and Transactions" in the Circular have become connected transactions for the Company pursuant to Chapter 14A of the Listing Rules.

Pursuant to Rule 14A.60 of the Listing Rules, if the Group continues to conduct such transaction, the Company is only required to comply with the annual review and disclosure requirements. When any such agreements are renewed or their terms are varied, the Company will comply with the applicable requirements under Chapter 14A of the Listing Rules.

See "Appendix II – Financial Information of Leju – Related Party Balances and Transactions" in the circular of the Company dated 14 October 2020 for details of the historical amounts for each of these transactions.

與新浪及騰訊的交易

廣告存貨銷售代理。於2014年3月7日，新浪與樂居訂立廣告存貨銷售代理協議，有效期自2014年3月7日起至2024年3月7日止。根據廣告存貨銷售代理協議，樂居將擁有獨家權利，可在新浪所有非房地產網站上向房地產、家居及建築材料廣告客戶銷售廣告。樂居需要向新浪支付費用，該費用約為新浪非房地產網站廣告銷售收入的約15%，但受限於對樂居可能出售的廣告的金額及樂居應向新浪支付的費用（按所售廣告的金額計算）的限制。此外，樂居授權新浪作為其獨家代理，以在其直接運營的網站上出售非房地產相關廣告。樂居有權獲得該等銷售收入的約85%。

域名及內容許可。於2014年3月7日，北京新浪互聯信息服務有限公司（「許可方」）與北京怡生樂居信息服務有限公司（「被許可方」）訂立經修訂及重述的域名及內容許可協議，有效期自2014年3月7日起至2024年3月7日止。根據經修訂及重述的域名及內容許可協議，許可方向被許可方授予獨家許可，允許其就樂居在中國的房地產互聯網運營使用其五個域名，即house.sina.com.cn、jiaju.sina.com.cn、construction.sina.com.cn、dichan.sina.com.cn及esf.sina.com.cn。此外，許可方亦向被許可方授予獨家許可，允許其使用所有內容，該等內容的版權由許可方擁有或由第三方供應商擁有但可由許可方進行分許可而無需支付任何額外費用，也不會違反就與許可給被許可方的域名有關的網站與該第三方供應商達成的任何協議的條件。

Transactions with SINA and Tencent

Advertising Inventory Sale Agency. On 7 March 2014, SINA and Leju entered into the advertising inventory sale agency agreement for a term from 7 March 2014 to 7 March 2024. Under the advertising inventory sale agency agreement, Leju will have the exclusive right to sell advertising to real estate, home furnishing and construction materials advertisers on all SINA non-real estate websites. Leju is required to pay SINA fees of approximately 15% of the revenues generated from sales of advertising on SINA non-real estate websites, subject to certain limitations on the amount of advertising that Leju may sell and fees payable by Leju to SINA based on the amount of advertising sold. In addition, Leju authorizes SINA as its exclusive agent to sell non-real estate-related advertising on its directly operated websites. Leju is entitled to receive approximately 85% of the revenues generated from these sales.

Domain Name and Content License. On 7 March 2014, Beijing SINA Internet Information Service Co., Ltd. (北京新浪互聯信息服務有限公司) (“Licensor”) and Beijing Yisheng Leju Information Services Co., Ltd. (“Licensee”) entered into the amended and restated domain name and content license agreement for a term from 7 March 2014 to 7 March 2024. Under the amended and restated domain name and content license agreement, Licensor, granted to Licensee an exclusive license to use its five domain names, namely, house.sina.com.cn, jiaju.sina.com.cn, construction.sina.com.cn, dichan.sina.com.cn, and esf.sina.com.cn in connection with Leju’s real estate internet operations in China. In addition, the Licensor also granted to Licensee an exclusive license to use all contents, whose copyrights are owned by the Licensor or owned by a third-party provider but is sub-licensable by the Licensor without requiring payment of any additional fees and without violating the terms of any agreement with such third party provider, in connection with websites associated with the domain names licensed to Licensee.

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商標許可。於2014年3月7日，許可方與被許可方訂立經修訂及重述的商標許可協議，有效期自2014年3月7日起至2024年3月7日止。根據經修訂及重述的商標許可協議，許可方向被許可方授出非獨家許可，允許其就樂居中國房地產線上營運通過leju.com、house.sina.com.cn、jiaju.sina.com.cn、construction.sina.com.cn、dichan.sina.com.cn及esf.sina.com.cn網站使用三個新浪商標，並向被許可方授出獨家許可，允許其就樂居中國房地產線上營運通過上述網站使用四個新浪相關商標。

軟件許可及支持服務。於2014年3月7日，新浪網技術(中國)有限公司(「**軟件許可方**」)與上海新浪樂居信息科技有限公司(「**軟件被許可方**」)訂立經修訂及重述的軟件許可及支持服務協議，有效期自2014年3月7日起至2024年3月7日止。根據經修訂及重述的軟件許可及支持服務協議，軟件許可方向軟件被許可方授出非獨家許可，允許其(i)將專有軟件用於(其中包括)互聯網內容發佈、廣告發佈、銷售管理、採購報銷、財務管理流程、統計、監控及審查；(ii)使用現有軟件產品及便於樂居使用該等現有軟件產品所需的界面；(iii)使用數據庫；(iv)使用許可軟件的若干改進；及(v)相關文件及硬件，但相關項目(許可方作出的改進除外)應存在並且已根據2009年簽署的軟件許可及支持協議交付予我們。軟件許可方亦向樂居提供運營樂居網站所需及便於樂居使用許可軟件的基礎設施。此外，許可方亦提供支持服務，包括日常維護、技術支持及硬件支持。許可不收取任何費用(除若干例外情況下)。然而，倘使用許可軟件或基礎設施或提供支持服務的費用因業務需求變化而合理增加，我們須向許可方補償所有該等費用。

Trademark License. On 7 March 2014, the Licensor and Licensee entered into the amended and restated trademark license agreement for a term from 7 March 2014 to 7 March 2024. Under the amended and restated trademark license agreement, the Licensor granted to Licensee a non-exclusive license to use three SINA trademarks and an exclusive license to use four SINA related trademarks in connection with Leju's real estate online operations in China through websites located at leju.com and the websites located at house.sina.com.cn, jiaju.sina.com.cn, construction.sina.com.cn, dichan.sina.com.cn and esf.sina.com.cn.

Software License and Support Services. On 7 March 2014, SINA.com Technology (China) Co. Ltd. (新浪網技術(中國)有限公司) (the "**Software Licensor**") and Shanghai SINA Leju Information Technology Co. Ltd. (上海新浪樂居信息科技有限公司) (the "**Software Licensee**") entered into the amended and restated software license and support services agreement for a term from 7 March 2014 to 7 March 2024. Under the amended and restated software license and support services agreement, the Software Licensor granted to the Software Licensee a non-exclusive license to use (i) the proprietary software used for, among other things, internet content publishing, advertising publishing, sales management, procurement reimbursement, financial management flow, statistics, monitoring and censoring; (ii) certain current software products and interfaces necessary to facilitate Leju's use of such current software products; (iii) the databases; (iv) certain improvements to the licensed software; and (v) related documentation and hardware, in each case to the extent such items (other than licensor improvements) exist and have been delivered to us under the software license and support service agreement executed in 2009. The Software Licensor also provided to Leju infrastructure necessary to operate Leju's websites and facilitate Leju's use of the licensed software. In addition, the Licensor also provided support services, including routine maintenance, technical support and hardware support. The licenses are free of any fees (subject to certain exceptions). However, to the extent that there are any reasonable, incremental costs for use of the licensed software or the infrastructure, or provision of the support services, due to a change in the business needs, we are required to reimburse the licensor for all such costs.

登記權。於2017年3月21日，新浪與樂居訂立登記權協議，有效期自2017年3月21日起至以下較早者止：(i)新浪、其任何聯屬受讓人及彼等聯屬公司不再擁有任何股本證券（定義見該協議）；或(ii)協議方書面終止協議。投資者權利協議向新浪授予（其中包括）與其擁有的樂居普通股有關的登記權，包括要求登記權、分期登記權及與美國證券法有關的附帶登記權。

廣告代理。於2019年1月，樂居與騰訊達成一系列獨家廣告代理協議。根據獨家廣告代理協議，樂居為騰訊在中國若干地區（包括天津、四川省、安徽省、山西省、廣西、福建省）向房地產廣告客戶出售廣告的獨家房地產廣告代理。於2019年3月，樂居與騰訊訂立廣告代理協議，據此，樂居為騰訊在中國其他若干地區的房地產廣告代理。於2020年1月，樂居與騰訊續簽並訂立廣告代理協議，據此，我們為騰訊在中國許多地區的房地產廣告代理。根據2020年4月簽署的獨家廣告代理協議，該等中國地區為黑龍江、山西、天津、福建、廣西、貴州、重慶、四川以及江蘇省部分城市。

投資者權利。於2014年3月31日，易居控股、THL O Limited及樂居訂立投資者權利協議，有效期自2014年3月31日起至以下較早者止：(i)騰訊、其任何聯屬受讓人及彼等聯屬公司不再擁有任何股本證券（定義見該等協議）；或(ii)協議方書面終止協議。投資者權利協議向騰訊授予（其中包括）與其擁有的樂居普通股有關的登記權，包括要求登記權、分期登記權及與美國證券法有關的附帶登記權。

董事意見及《上市規則》的涵義。董事會（包括獨立非執行董事）已審閱及批准該等交易，並已確認該等交易公平合理，按一般商業條款或更佳條款進行，並符合本公司及股東的整體利益（包括促進樂居持續經營業務而不受干擾）。

Registration Rights. On 21 March 2017, SINA and Leju entered into the registration rights agreement for a term from 21 March 2017 until the earliest of (i) SINA, and any affiliate transferee of SINA and their affiliates ceasing to own any Equity Securities (as defined therein), or (ii) termination by the parties in writing. The investor rights agreement granted SINA, among other things, certain registration rights with respect to Leju's ordinary shares owned by it, including demand registration rights, shelf registration rights, and piggyback registration rights in relation to securities laws of the United States.

Advertising Agency. In January 2019, Leju entered into a series of exclusive advertising agency agreements with Tencent. Pursuant to the exclusive advertising agency agreements, Leju are the exclusive real property advertising agent of Tencent for selling advertising to real estate advertisers in certain areas of China, including, Tianjin and Sichuan, Anhui, Shanxi, Guangxi and Fujian provinces. In March 2019, Leju entered into an advertising agency agreement with Tencent, pursuant to which Leju is the real property advertising agent of Tencent in certain other areas of China. In January 2020, Leju renewed and entered into advertising agency agreements with Tencent, pursuant to which we are the real property advertising agent of Tencent in many areas of China. Pursuant to the exclusive advertising agency agreements signed in April 2020, such areas of China were Heilongjiang, Shanxi, Tianjin, Fujian, Guangxi, Guizhou, Chongqing, Sichuan and some cities in Jiangsu Province.

Investor Rights. On 31 March 2014, E-House Holdings, THL O Limited and Leju entered into the investor rights agreement for a term from 31 March 2014 until the earliest of (i) Tencent, and any affiliate transferee of Tencent and their affiliates ceasing to own any Equity Securities (as defined therein), or (ii) termination by the parties in writing. The investor rights agreement granted Tencent, among other things, certain registration rights with respect to Leju's ordinary shares owned by it, including demand registration rights, shelf registration rights, and piggyback registration rights in relation to securities laws of the United States.

View of Directors and Listing Rule implications. The Board, including the independent non-executive directors, have reviewed and approved such transactions, have determined that these transactions are fair and reasonable, on normal commercial terms or better and in the interests of the Company and the Shareholders as a whole (including to facilitate the continuation of business by Leju without interruption).

董事會報告

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鑒於所有該等交易均於股權轉讓協議獲達成之前訂立，根據《上市規則》第14A.60條，本公司僅須遵守年度審核及披露規定。根據《上市規則》第14A.07(1)條，新浪及騰訊各自均為附屬公司層面的關連人士。因此，預期於未來續簽或變更相關交易條款時，本集團與附屬公司層面的關連人士之間交易將適用《上市規則》第14A.101條所規定的豁免，以致該續簽或變更獲豁免遵守《上市規則》第14A章的通函、獨立財務意見及股東批准規定，惟(i)董事會批准有關續簽或變更，及(ii)獨立非執行董事已確認交易條款公平合理，交易按一般商業條款或更佳條款進行，並符合本公司及其股東的整體利益。

與易居控股的交易

交易主協議。於2014年3月10日，易居控股及樂居訂立交易主協議，有效期自2014年3月10日起至易居集團成員公司（定義見該協議）不再共同擁有樂居當時發行在外證券的表決權至少百分之二十(20%)的第一日五(5)年後。交易主協議包含與樂居從易居分拆有關的條款。交易主協議規定交叉賠償，通常會使樂居就與由樂居進行的或向樂居轉讓的現時及歷史房地產線上服務業務及運營有關的所有負債承擔財務責任，並且通常會使易居控股就與易居控股其他現時及歷史業務及運營有關的負債承擔財務責任，不論該等債務何時產生。交易主協議亦包含賠償條款，據此，樂居及易居控股將就違反交易主協議或任何相關協議的行為賠償對方。

As all such transactions were entered into prior to completion of the Equity Transfer Agreements, pursuant to Rule 14A.60 of the Listing Rules, the Company is only required to comply with the annual review and disclosure requirements. SINA and Tencent are each a connected person at the subsidiary level according to Rule 14A.07(1) of the Listing Rules. Accordingly, it is anticipated that at the time of any future renewal or variation of the terms of such transactions, the exemption under Rule 14A.101 of the Listing Rules for transactions between the Group and persons connected at the subsidiary level would apply, such that the renewal or variation would be exempt from the circular, independent financial advice and shareholders' approval requirements under Chapter 14A of the Listing Rules, provided that (i) the Board approves the relevant renewal or variation and (ii) the independent non-executive Directors are of the opinion that the terms of the transaction are fair and reasonable and the transactions are on normal commercial terms or better and in the interests of the Company and its shareholders as a whole.

Transactions with E-House Holdings

Master Transaction Agreement. On 10 March 2014, E-House Holdings and Leju entered into the master transaction agreement for a term from 10 March 2014 until the date that is five (5) years after the first date upon which members of the E-House Group (as defined therein) no longer collectively own at least twenty percent (20%) of the voting power of the then outstanding securities of Leju. The master transaction agreement contains provisions relating to Leju's carve-out from E-House. The master transaction agreement provides for cross-indemnities that generally will place the financial responsibility on Leju for all liabilities associated with the current and historical real estate online services business and operations that have been conducted by or transferred to Leju, and generally will place on E-House Holdings the financial responsibility for liabilities associated with all of E-House Holding's other current and historical businesses and operations, in each case regardless of the time those liabilities arise. The master transaction agreement also contains indemnification provisions under which Leju and E-House Holdings will indemnify each other with respect to breaches of the master transaction agreement or any related agreement.

境外過渡服務協議。於2014年3月10日，易居控股與樂居訂立境外過渡服務協議，該協議於2020年11月4日修訂，有效期至2025年12月31日。根據境外過渡服務協議，易居控股同意，於服務期限內，易居控股將為樂居提供多種企業支持服務，包括：會計支持；行政支持；營銷支持；內部控制支持；客戶服務支持；及法律支持。就根據境外過渡服務協議提供的服務將支付的價格應為提供相關服務的實際直接費用及間接費用。直接費用包括直接參與提供服務的僱員、臨時工及承包商的薪酬及差旅費，以及提供服務過程中消耗的材料及用品。間接費用包括產生直接服務費用的部門發生的佔用、信息技術監督以及其他間接費用。

境內過渡服務協議。於2014年3月10日，上海房屋銷售（集團）有限公司（「上海易居」）、上海新浪樂居信息科技有限公司、北京怡生樂居信息服務有限公司、上海翊悅信息科技有限公司、上海樂居好房信息服務有限公司、北京邁騰風順科技有限公司、北京家菊就電子商務有限公司及易居臣信房地產經紀（上海）有限公司（「樂居附屬公司」）訂立境內過渡服務協議，該協議於2020年11月4日修訂，有效期至2025年12月31日。境內過渡服務協議條款及條件與境外過渡服務協議相似。根據境內過渡服務協議，上海易居（易居控股的間接全資附屬公司）同意於適用的服務期內向樂居附屬公司或樂居中國實體（定義見該協議）及／或其指定的中國聯屬公司提供多種企業支持服務，包括：會計支持、行政支持、內部控制及內部審計支持、營銷支持、客戶服務支持及法律支持。就根據境內過渡服務協議提供的服務將支付的價格應為提供相關服務的實際直接費用及間接費用。直接費用包括直接參與提供服務的僱員、臨時工及承包商的薪酬及差旅費，以及提供服務過程中消耗的材料及用

Offshore Transitional Services Agreement. On 10 March 2014, as amended on 4 November 2020, E-House Holdings and Leju entered into the offshore transitional services agreement for a term until 31 December 2025. Under the offshore transitional services agreement, E-House Holdings agrees that, during the service period, E-House Holdings will provide Leju with various corporate support services, including: accounting support; administrative support; marketing support; internal control support; customer service support; and legal support. The price to be paid for the services provided under the offshore transitional service agreement shall be the actual direct costs and indirect costs of providing such services. Direct costs include compensation and travel expenses attributable to employees, temporary workers, and contractors directly engaged in performing the services as well as materials and supplies consumed in performing the services. Indirect costs include occupancy, information technology supervision and other overhead costs of the department incurring the direct costs of providing the service.

Onshore Transitional Services Agreement. On 10 March 2014, as amended on 4 November 2020, Shanghai Real Estate Sales (Group) Co., Ltd. (“**E-House Shanghai**”), Shanghai SINA Leju Information Technology Co., Ltd., Beijing Yisheng Leju Information Services Co., Ltd., Shanghai Yi Yue Information Technology Co., Ltd., Shanghai Leju Hao Fang Information Service Co., Ltd., Beijing Maiteng Fengshun Science and Technology Co., Ltd., Beijing Jiajuji E-Commerce Co., Ltd., and Rehouse Real Estate Broker (Shanghai) Co., Ltd. (“**Leju Subsidiaries**”), entered into the onshore transitional services agreement for a term until 31 December 2025. The onshore transitional services agreement adopts terms and conditions similar to those of the offshore transitional services agreement. Under the onshore transitional services agreement, E-House Shanghai, an indirectly wholly owned subsidiary of E-House Holdings, agrees, during the applicable service period, to provide the Leju Subsidiaries or the Leju PRC Entities (as defined therein), and/or their designated PRC affiliates, with various corporate support services, including accounting support, administrative support, internal control and internal audit support, marketing support, customer service support and legal support. The price to be paid for the services provided under the onshore transitional services agreement shall be the actual direct costs and indirect costs of providing such services. Direct costs include compensation and travel expenses attributable to

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品。間接費用包括產生直接服務費用的部門發生的佔用、信息技術監督以及其他間接費用。

競業禁止協議。於2014年3月10日，易居控股與樂居訂立競業禁止協議，有效期自2014年3月10日起至以下較後者止：(i)易居控股不再合共擁有樂居當時發行在外證券的表決權至少20%的第一日三年後及(ii)在樂居首次公開發售F-1表格的申請上市登記報告首次公開提交美國證券交易委員會之日五年後。易居控股同意於競業禁止期間在房地產電子商務、線上廣告及上市服務方面在任何地方不與樂居競爭。樂居同意於競業禁止期間在易居控股定期向美國證券交易委員會提交的文件所述易居控股任何業務中不與樂居控股競爭，但樂居首次公開發售的招股章程所述的樂居業務除外。競業禁止協議亦規定禁止招攬義務。

董事意見及《上市規則》的涵義。董事會（包括獨立非執行董事）已審閱及批准該等交易，並已確認該等交易公平合理，按一般商業條款或更佳條款進行，並符合本公司及股東的整體利益（包括促進樂居持續經營業務而不受干擾）。

鑒於所有該等交易均於股權轉讓協議獲達成之前訂立，根據《上市規則》第14A.60條，本公司僅須遵守年度審核及披露規定。倘續簽任何該等協議續簽或變更任何該等協議的條款，本公司將遵守《上市規則》第14A章的適用規定。

我們於下文概述本集團的持續關連交易，該等交易須遵守申報、年度審核及公告規定，以及《上市規則》第14A章項下獨立股東批准的規定。

employees, temporary workers, and contractors directly engaged in performing the services as well as materials and supplies consumed in performing the services. Indirect costs include occupancy, information technology supervision and other overhead costs of the department incurring the direct costs of providing the service.

Non-competition Agreement. On 10 March 2014, E-House Holdings and Leju entered into the non-competition agreement for a term from 10 March 2014 until the later of (i) three years after the first date when E-House Holdings ceases to own in aggregate at least 20% of the voting power of Leju's then outstanding securities and (ii) five years after the date that the registration statement on Form F-1 for Leju's initial public offering is first publicly filed with the SEC. E-House Holdings agreed not to compete with Leju during the non-competition period in the business of providing real estate e-commerce, online advertising and listing services, anywhere in the world. Leju agreed not to compete with E – House Holdings during the non-competition period in any business conducted by E-House Holdings as described in its periodic filings with the SEC, other than the businesses Leju are engaged in as described in the prospectus for Leju's initial public offering. The non-competition agreement also provides for a mutual non-solicitation obligation.

View of Directors and Listing Rule implications. The Board, including the independent non-executive directors, have reviewed and approved such transactions, have determined that these transactions are fair and reasonable, on normal commercial terms or better and in the interests of the Company and the Shareholders as a whole (including to facilitate the continuation of business by Leju without interruption).

As all such transactions were entered into prior to completion of the Equity Transfer Agreements, pursuant to Rule 14A.60 of the Listing Rules, the Company is only required to comply with the annual review and disclosure requirements. When any such agreements are renewed or their terms are varied, the Company will comply with the applicable requirements under Chapter 14A of the Listing Rules.

We set out below a summary of the continuing connected transactions for our Group, which are subject to the reporting, annual review and announcements and independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

3. 樂居合約安排

於股權轉讓協議完成後，樂居成為本公司的附屬公司，其財務業績併入本集團財務業績。由於中國限制外商投資互聯網行業，樂居通過與其中國聯屬實體的合約安排經營其部分業務，詳情載於本公司日期為2020年10月14日的通函「附錄二－樂居的財務資料－可變權益實體安排」一節。於股權轉讓協議完成前，樂居於2020年11月4日訂立合約安排，該合約安排已更新，以遵守香港聯交所指引函件GL77-14的適用規定。

有關進一步詳情，請參閱本公司日期為2020年11月4日的公告。

使用合約安排的理由

樂居乃中國一間具領導地位的線上線下房地產服務供應商，透過其網上平台提供房地產電子商務、網上廣告及網上掛牌服務。樂居將網上平台與線下服務整合互補，促進住宅物業交易。

樂居的新住宅物業相關電子商務業務通過與樂居好房及其股東達成的合約安排進行經營。樂居的家居相關電子商務業務通過與北京家菊就及其股東達成的合約安排進行經營。樂居的新住宅物業網站網上廣告業務及二手房掛牌業務通過與北京樂居及其股東達成的合約安排進行經營。

中國法律法規或相關政府部門對中國法律法規的實施一般禁止或限制外商在通過合約安排經營的業務中擁有所有權。由於該等限制，樂居無法擁有或持有併表聯屬實體的任何直接股權，並已採用合約安排，以控制併表聯屬實體並享受併表聯屬實體的經濟利益。

3. Leju Contractual Arrangements

Upon completion of the Equity Transfer Agreements, Leju became a subsidiary of the Company and its financial results are consolidated into those of the Group. Due to PRC restrictions on foreign investment in the internet industry, Leju conducts part of its business through the Contractual Arrangements with its affiliated PRC entities, the details of which were described in the section headed “Appendix II – Financial Information of Leju – VIE Arrangements” in the circular of the Company dated 14 October 2020. On 4 November 2020, prior to completion of the Equity Transfer Agreements, Leju entered into the Contractual Arrangements, which were updated to comply with the applicable requirements of HKEX Guidance Letter GL77-14.

For further details, please refer to the announcement of the Company dated 4 November 2020.

REASONS FOR USE OF CONTRACTUAL ARRANGEMENTS

Leju is a leading online-to-offline real estate services provider in China, offering real estate e-commerce, online advertising, and online listing services through its online platform. Leju integrates its online platform with complementary offline services to facilitate residential property transactions.

Leju’s e-commerce business with respect to new residential properties is operated through its contractual arrangements with Leju Hao Fang and its shareholders. Leju’s e-commerce business with respect to home furnishing is operated through its contractual arrangements with Beijing Jiajiujiu and its shareholders. Leju’s online advertising business for new residential properties websites and its secondary listings business are operated through its contractual arrangements with Beijing Leju and its shareholders.

PRC laws and regulations or their implementation by relevant government authorities, generally prohibit or restrict foreign ownership in the businesses conducted through the Contractual Arrangements. As a result of such restrictions, Leju is unable to own or hold any direct equity interest in the Consolidated Affiliated Entities and has adopted the Contractual Arrangements to exercise control of, and enjoy the economic benefits of, the Consolidated Affiliated Entities.

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中國法律法規

根據外商投資准入特別管理措施(負面清單)(2022)(「負面清單」)，增值電信服務屬於「限制」類別。因此，外國投資者在從事增值電信業務的公司中的持股比例不得超過50%。此外，根據互聯網信息服務管理辦法，互聯網信息服務(即通過互聯網向互聯網用戶有償提供信息或網站設計服務)的商業提供者須獲得ICP許可證。

樂居的電子商務業務、網上廣告業務及二手房掛牌業務涉及商業互聯網信息服務的經營，而商業互聯網信息服務為增值電信業務的子類別，須獲得ICP許可證，因此樂居電子商務業務、網上廣告業務及二手房掛牌業務均受外商所有權限制影響。

目前，(除審查外商投資企業增值電信經營許可證的實踐中仍對外國所有者施加資格要求外)中國法律法規也限制外商對增值電信服務提供者的所有權。

外商投資電信企業管理規定的資格要求

國務院於2001年12月11日頒佈外商投資電信企業管理規定(「外商投資電信企業管理規定」)，其分別於2008年9月10日、2016年2月6日及2022年5月1日經修訂。根據外商投資電信企業管理規定，經營增值電信業務的外商投資電信企業的外方投資者在企業中的出資比例，最終不得超過50%，國家另有規定的除外。對於我們屬互聯網信息服務範疇的有關業務而言，外方投資者的持股比例不得超過50%。此外，外商投資企業須經工信部批准後方可從事增值電信業務，而工信部在審批方面保留酌情權。

PRC laws and regulations

Pursuant to the Special Administrative Measures (Negative List) for Foreign Investment Access (2022 Edition) (外商投資准入特別管理措施(負面清單)(2022)) (the “**Negative List**”), provision of value-added telecommunications services falls within the ‘restricted’ category. As such, the shareholding percentage of a foreign investor in companies engaged in value-added telecommunications services shall not exceed 50%. Moreover, pursuant to the Administrative Measures on Internet Information Services (互聯網信息服務管理辦法), a commercial provider of internet information services (namely services involving the provision of information or website-design services through the internet to internet-users for a fee) is required to obtain an ICP license.

Since Leju’s e-commerce business, online advertising business and secondary listings business involve the operation of commercial internet information services, which is a sub-category of valued-added telecommunications business, for which an ICP licence is required, Leju’s e-commerce business, online advertising business and secondary listings business are subject to foreign ownership restrictions.

Currently, PRC laws and regulations restrict foreign ownership of value-added telecommunications service providers (in addition to the qualification requirements still imposed on foreign owners in the practice of reviewing value-added telecommunications operating licenses for foreign-invested enterprises).

Qualification Requirements under FITE Regulations

On December 11, 2001, the State Council promulgated the Regulations for the Administration of Foreign-Invested Telecommunications Enterprises (外商投資電信企業管理規定)(the “**FITE Regulations**”), which were amended on September 10, 2008, February 6, 2016 and May 1, 2022, respectively. According to the FITE Regulations, foreign investors are not allowed to hold more than 50% of the equity interests of a company engaged in VATS Business, unless otherwise provided by relevant laws and regulations. For our Relevant Business which falls under the scope of Internet information services, foreign investors are not allowed to hold more than 50% of the equity interests. In addition, a foreign-invested enterprise must be approved by the MIIT to engage in VATS Business, which retain discretion in granting such approvals.

儘管經營增值電信業務的外商投資電信企業的外方投資者的資格要求已取消，但通過外商投資企業獲得ICP許可證的申請仍需進行實質審查。我們能否通過外商投資企業獲得ICP許可證存在重大不確定性。

我們將積極管理樂居的經營，並促使其在交割後繼續採取措施（包括利用其境外業務及我們的境外業務），以盡快符合資格，於中國相關法律法規及部門允許外國投資者投資從事受限業務的企業並在該等企業中持有權益時收購我們境內控股公司的全部股權。

Although the qualification requirements for the foreign investors of foreign-invested telecommunications enterprises operating value-added telecommunications services have been cancelled, the application for obtaining ICP License through foreign investment company is still subject to substantive examination; there are substantial uncertainties as to whether ICP Licenses can be obtained through any foreign investment company by us.

We will actively manage the operations of Leju and procure it to continue carrying out steps (including leveraging its and our offshore operations) after closing for the purpose of being qualified, as early as possible, to acquire the entire shareholding in our Onshore Holdcos when the relevant PRC laws and regulations and authorities allow foreign investors to invest and hold interest in enterprises which engage in the restricted businesses.

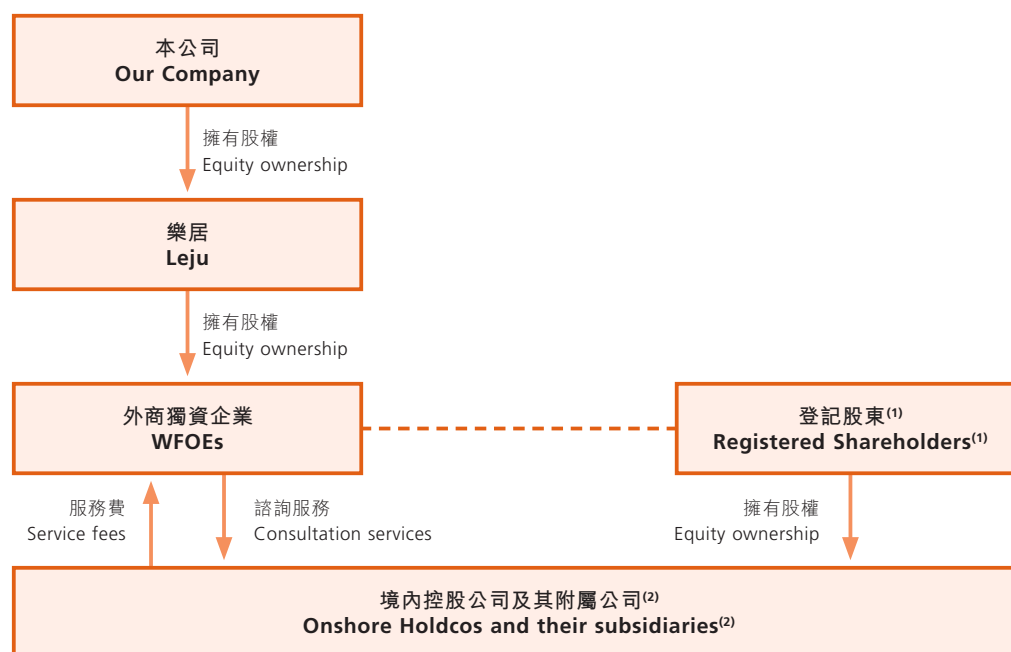
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我們將解除合約安排的情形

我們將在允許的範圍內盡快解除及終止合約安排。倘相關政府部門向本公司目前持有及將由本公司成立的中外實體授出ICP許可證，我們將直接持有中國相關法律法規允許的最大百分比的所有權權益。在這種情況下，每間外商獨資企業將行使其在相關獨家期權協議項下的權利，在允許的範圍內解除及終止合約安排，並且我們將直接運營相關業務，而無需使用合約安排。

合約安排概覽

下列簡圖說明根據合約安排所訂明的併表聯屬實體對本集團的經濟利益流向：



附註：

(1) 北京樂居目前由朱旭東先生擁有80%權益，由賀寅宇先生擁有20%權益。樂居好房及北京家菊就目前分別由賀寅宇先生及馬偉傑先生擁有70%及30%權益。朱旭東先生為易居控股的僱員。賀寅宇先生為樂居的首席執行官。馬偉傑先生為本公司的僱員。

Circumstances in which we will unwind the Contractual Arrangements

We will unwind and terminate the Contractual Arrangements as soon as practicable, to the extent permissible, and we will directly hold the maximum percentage of ownership interest permissible under the relevant PRC laws and regulations if the relevant government authority grants ICP licences to the Sino-foreign entities currently held and to be established by our Company. In this event, each WFOE will exercise its rights under the relevant Exclusive Option Agreement to unwind and terminate the Contractual Arrangements to the extent permissible and we will directly operate the underlying businesses without using the Contractual Arrangements.

OVERVIEW OF CONTRACTUAL ARRANGEMENTS

The following simplified diagram illustrates the flow of economic benefits from the Consolidated Affiliated Entities to our Group under the Contractual Arrangements:

Notes:

(1) Beijing Leju is currently 80% owned by Mr. Xudong Zhu and 20% owned by Mr. Yinyu He. Leju Hao Fang and Beijing Jiajuju are each currently 70% owned by Mr. Yinyu He and 30% owned by Mr. Weijie Ma. Mr. Xudong Zhu is an employee of E-House Holdings. Mr. Yinyu He is the chief executive officer of Leju. Mr. Weijie Ma is an employee of the Company.

- (2) 「—>」指股權中的直接法定及實益擁有權。
- (3) 「--->」指合約關係。
- (4) 「—」指外商獨資企業通過(i)行使境內控股公司所有股東權利的授權書；(ii)收購境內控股公司全部或部分股權的獨家期權；及(iii)境內控股公司股權的股本質押來控制登記股東和境內控股公司。

於報告期間，併表聯屬實體的收入貢獻佔本集團總收入的29.9%（2022年：28.7%），且截至2023年12月31日併表聯屬實體的資產總值佔本集團資產總值的約49.8%（2022年：45.3%）。

獨家業務合作協議

境內控股公司與外商獨資企業分別於2020年11月4日訂立獨家業務合作協議（「**獨家業務合作協議**」），據此，以每月服務費作交換，境內控股公司同意委聘外商獨資企業為其技術支持、顧問及其他服務的獨家提供商，包括下列服務：

- (i) 使用外商獨資企業合法擁有的任何相關軟件；
- (ii) 研發、維護及升級有關境內控股公司業務的軟件；
- (iii) 設計、安裝、日常管理、維護及升級網絡系統、硬件及數據庫設計；
- (iv) 向境內控股公司相關僱員提供技術支持及員工培訓服務；
- (v) 提供技術及市場信息諮詢、收集及研究方面的協助（不包括中國法律禁止外商獨資企業從事的市場研究業務）；
- (vi) 提供企業管理諮詢；
- (vii) 提供營銷及宣傳服務；
- (viii) 提供客戶訂單管理及客戶服務；
- (ix) 轉讓、租賃及處置設備或物業；及
- (x) 境內控股公司在中國法律許可範圍內不時要求的其他相關服務。

- (2) “—>” denotes direct legal and beneficial ownership in the equity interest.
- (3) “--->” denotes contractual relationship.
- (4) “—” denotes the control by WFOEs over the Registered Shareholders and the Onshore Holdcos through (i) powers of attorney to exercise all shareholders’ rights in the Onshore Holdcos, (ii) exclusive options to acquire all or part of the equity interests in the Onshore Holdcos and (iii) equity pledges over the equity interests in the Onshore Holdcos.

During the Reporting Period, the revenue contribution of the Consolidated Affiliated Entities accounted for 29.9% of the Group’s total revenue (2022: 28.7%) and the total assets of the Consolidated Affiliated Entities as of 31 December 2023 accounted for approximately 49.8% of the total assets of the Group (2022: 45.3%).

Exclusive Business Cooperation Agreements

Under the exclusive business cooperation agreements dated 4 November 2020, between the Onshore Holdcos and the WFOEs (the “**Exclusive Business Cooperation Agreements**”), pursuant to which, in exchange for a monthly service fee, the Onshore Holdcos agreed to engage the WFOEs as its exclusive provider of technical support, consultation and other services, including the following services:

- (i) the use of any relevant software legally owned by the WFOEs;
- (ii) development, maintenance and updating of software in respect of the Onshore Holdcos’ business;
- (iii) design, installation, daily management, maintenance and updating of network systems, hardware and database design;
- (iv) providing technical support and staff training services to relevant employers of the Onshore Holdcos;
- (v) providing assistance in consultancy, collection and research of technology and market information (excluding market research business that wholly foreign owned enterprises are prohibited from conducting under the laws of China);
- (vi) providing business management consultation;
- (vii) providing marketing and promotional services;
- (viii) providing customer order management and customer services;
- (ix) transfer, leasing and disposal of equipment or properties; and
- (x) other relevant services requested by the Onshore Holdcos from time to time to the extent permitted under the laws of China.

董事會報告

REPORT OF THE DIRECTORS

根據獨家業務合作協議，服務費應包括全部境內控股公司合併利潤總額（經扣除上一財政年度併表聯屬實體的任何累計虧絀、經營成本、開支、稅項及其他法定供款）。儘管如此，外商獨資企業可能根據中國稅務法律及稅務慣例調整服務費範圍及金額，且境內控股公司將接受有關調整。外商獨資企業須每月計算服務費並向境內控股公司開具相應發票。儘管獨家業務合作協議中有付款安排，外商獨資企業仍可調整付款時間及付款方式，且境內控股公司將接受任何有關調整。

此外，未經外商獨資企業事先書面同意，在獨家業務合作協議期限內，境內控股公司不得就獨家業務合作協議涉及的服務及其他事宜直接或間接受任何第三方提供的相同或任何類似服務，亦不得和任何第三方建立與根據獨家業務合作協議形成者類似的合作關係。外商獨資企業可指定其他各方向境內控股公司提供獨家業務合作協議的服務，該等其他各方亦可與境內控股公司訂立若干協議。

獨家業務合作協議亦規定，外商獨資企業對境內控股公司在獨家業務合作協議實施期間研發或生成的任何及所有知識產權擁有獨家專有權利及相關權益。

除非(a)根據獨家業務合作協議的條文終止；(b)外商獨資企業以書面終止；或(c)相關政府機關拒絕外商獨資企業或境內控股公司已屆滿的經營期限續期（此時獨家業務合作協議將於該經營期限屆滿時終止），否則獨家業務合作協議將一直有效。

Under the Exclusive Business Cooperation Agreements, the service fee shall consist of 100% of the total consolidated profit of the Onshore Holdcos, after the deduction of any accumulated deficit of the Consolidated Affiliated Entities in respect of the preceding financial year(s), operating costs, expenses, taxes and other statutory contributions. Notwithstanding the foregoing, the WFOEs may adjust the scope and amount of services fees according to China tax law and tax practices, and the Onshore Holdcos will accept such adjustments. The WFOEs shall calculate the service fee on a monthly basis and issue a corresponding invoice to the Onshore Holdcos. Notwithstanding the payment arrangements in the Exclusive Business Cooperation Agreements, the WFOEs may adjust the payment time and payment method, and the Onshore Holdcos will accept any such adjustment.

In addition, absent the prior written consent of the WFOEs, during the term of the Exclusive Business Cooperation Agreements, with respect to the services subject to the Exclusive Business Cooperation Agreements and other matters, the Onshore Holdcos shall not directly or indirectly accept the same or any similar services provided by any third party and shall not establish cooperation relationships similar to that formed by the Exclusive Business Cooperation Agreements with any third party. The WFOEs may appoint other parties, who may enter into certain agreements with the Onshore Holdcos, to provide the Onshore Holdcos with the services under the Exclusive Business Cooperation Agreements.

The Exclusive Business Cooperation Agreements also provide that the WFOEs have the exclusive proprietary rights to and interests in any and all intellectual property rights developed or created by the Onshore Holdcos during the performance of the Exclusive Business Cooperation Agreement.

The Exclusive Business Cooperation Agreements shall remain effective unless terminated (a) in accordance with the provisions of the Exclusive Business Cooperation Agreements; (b) in writing by the WFOEs; or (c) renewal of the expired business period of either the WFOEs or the Onshore Holdcos is denied by relevant government authorities, at which time the Exclusive Business Cooperation Agreements will terminate upon termination of that business period.

獨家期權協議

根據境內控股公司、外商獨資企業與登記股東分別於2020年11月4日訂立的獨家期權協議（「獨家期權協議」），外商獨資企業有權在任何時間及不時要求登記股東將其於境內控股公司的任何或所有股權全部或部分轉讓予外商獨資企業及／或其指定的第三方，代價相等於結欠登記股東的相關未償還貸款（或按所轉讓股權比例計算的部分貸款額）或（如適用）按象徵式價格，除非相關政府機構或中國法律要求以另一金額作為購買價，在此情況下，購買價須為有關要求中的最低金額。

境內控股公司與登記股東（其中包括）立約承諾：

- (i) 未經外商獨資企業事先書面同意，不會以任何方式增補、變更或修訂境內控股公司的章程文件，增減註冊資本或以其他方式改變註冊資本結構；
- (ii) 將按照良好的財務和業務標準及慣例確保境內控股公司的企業存續，通過審慎、有效地經營業務及處理事務取得和維持所有必要的政府牌照及許可證；
- (iii) 未經外商獨資企業事先書面同意，不會於簽署獨家期權協議後任何時間以任何方式出售、出讓、質押或處置境內控股公司任何超過人民幣1,000,000元的重大資產或重大業務或收入的法定或實益權益，或准許就此設立任何抵押權益的產權負擔；
- (iv) 未經外商獨資企業事先書面同意，除於正常業務過程中引致的債務（貸款引致的應付款項除外）外，境內控股公司不會引致、承繼、擔保或承擔任何債務；
- (v) 境內控股公司將一直於正常業務過程中經營所有業務以保持資產價值並避免可能對境內控股公司的經營狀況及資產價值有不利影響的任何作為／疏忽；

Exclusive Option Agreements

Under the exclusive option agreements dated 4 November 2020, among the Onshore Holdcos, the WFOEs and the Registered Shareholders (the “**Exclusive Option Agreements**”), the WFOEs have the rights to require the Registered Shareholders to transfer any or all their equity interests in the Onshore Holdcos to the WFOEs and/or a third party designated by it, in whole or in part at any time and from time to time, for considerations equivalent to the respectively outstanding loans owed to the Registered Shareholders (or part of the loan amounts in proportion to the equity interests being transferred) or, if applicable, for a nominal price, unless the relevant government authorities or the China laws request that another amount be used as the purchase price, in which case the purchase price shall be the lowest amount under such request.

The Onshore Holdcos and the Registered Shareholders, among other things, have covenanted that:

- (i) without the prior written consent of the WFOEs, they shall not in any manner supplement, change or amend the constitutional documents of the Onshore Holdcos, increase or decrease their registered capital, or change the structure of their registered capital in other manner;
- (ii) they shall maintain the Onshore Holdcos’ corporate existence in accordance with good financial and business standards and practices, obtain and maintain all necessary government licenses and permits by prudently and effectively operating their business and handling their affairs;
- (iii) without the prior written consent of the WFOEs, they shall not at any time following the signing of the Exclusive Option Agreements sell, transfer, pledge or dispose of in any manner any material assets of the Onshore Holdcos or legal or beneficial interest in the material business or revenues of the Onshore Holdcos of more than RMB1,000,000, or allow the encumbrance thereon of any security interest;
- (iv) without the prior written consent of the WFOEs, the Onshore Holdcos shall not incur, inherit, guarantee or assume any debt, except for debts incurred in the ordinary course of business other than payables incurred by a loan;
- (v) the Onshore Holdcos shall always operate all of their businesses during the ordinary course of business to maintain their asset value and refrain from any action/omission that may adversely affect the Onshore Holdcos’ operating status and asset value;

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REPORT OF THE DIRECTORS

- (vi) 未經外商獨資企業事先書面同意，除於正常業務過程中簽立的合約外，不會促使境內控股公司簽立任何價值超過人民幣1,000,000元的重大合約；
 - (vii) 未經外商獨資企業事先書面同意，不會促使境內控股公司向任何人士提供任何貸款或信貸；
 - (viii) 會應外商獨資企業要求向外商獨資企業提供與境內控股公司的業務經營及財務狀況有關的資料；
 - (ix) 若外商獨資企業要求，會按經營類似業務之公司的一般投保金額及類型，就境內控股公司的資產和業務投購及維持外商獨資企業接受之承保人的保險；
 - (x) 未經外商獨資企業事先書面同意，不會促使或准許境內控股公司合併、與之整合、收購或投資於任何人士；
 - (xi) 倘發生或可能發生與境內控股公司的資產、業務或收入有關的任何訴訟、仲裁或行政程序，會立即通知外商獨資企業；
 - (xii) 為保持境內控股公司對其所有資產的所有權，會簽署所有必要或適當的文件，採取所有必要或適當的行動及提出所有必要或適當的投訴或對所有申索提出必要及適當的抗辯；
 - (xiii) 未經外商獨資企業事先書面同意，境內控股公司不會以任何方式向股東分派股利，條件是在外商獨資企業書面要求後，境內控股公司須立即向股東分派全部可分派利潤；
 - (xiv) 應外商獨資企業要求，會委任外商獨資企業指定的任何人士擔任境內控股公司的董事及／或高級管理層；及
 - (xv) 除非中國法律另行強制要求，否則未經外商獨資企業事先書面同意，不會解散或清算境內控股公司。
- (vi) without the prior written consent of the WFOEs, they shall not cause the Onshore Holdcos to execute any material contract with a value above RMB1,000,000, except the contracts executed in the ordinary course of business;
 - (vii) without the prior written consent of the WFOEs, they shall not cause the Onshore Holdcos to provide any person with any loan or credit;
 - (viii) they shall provide the WFOEs with information on the Onshore Holdcos' business operations and financial condition at the request of the WFOEs;
 - (ix) if requested by the WFOEs, they shall procure and maintain insurance in respect of the Onshore Holdcos' assets and business from an insurance carrier acceptable to the WFOE, at an amount and type of coverage typical for companies that operate similar businesses;
 - (x) without the prior written consent of the WFOEs, they shall not cause or permit the Onshore Holdcos to merge, consolidate with, acquire or invest in any person;
 - (xi) they shall immediately notify the WFOEs of the occurrence or possible occurrence of any litigation, arbitration or administrative proceedings relating to the Onshore Holdcos' assets, business or revenue;
 - (xii) to maintain the ownership by the Onshore Holdcos of all of its assets, they shall execute all necessary or appropriate documents, take all necessary or appropriate actions and file all necessary or appropriate complaints or raise necessary and appropriate defenses against all claims;
 - (xiii) without the prior written consent of the WFOEs, the Onshore Holdcos shall not in any manner distribute dividends to their shareholders, provided that upon the written request of the WFOEs, the Onshore Holdcos shall immediately distribute all distributable profits to their shareholders;
 - (xiv) at the request of the WFOEs, they shall appoint any persons designated by the WFOEs as the directors and/or senior management of the Onshore Holdcos; and
 - (xv) unless otherwise mandatorily required by China laws, the Onshore Holdcos shall not be dissolved or liquidated without prior written consent by the WFOEs.

此外，登記股東（其中包括）立約承諾：

- (i) 未經外商獨資企業書面同意，除股權質押協議及授權書規定的權益外，不會以任何其他方式出售、轉讓、質押或處置境內控股公司的法定或實益權益，或允許就此設立任何抵押權益的產權負擔，且促使境內控股公司的股東會議及董事會不批准有關事宜；
- (ii) 就每次股權購買權獲行使，促使境內控股公司的股東會議就批准股權轉讓及外商獨資企業要求的任何其他行動進行表決；
- (iii) 會就任何其他股東向境內控股公司轉讓股權放棄所享有的優先購買權（如有），並同意境內控股公司其他各股東與外商獨資企業及境內控股公司簽立與獨家期權協議、股權質押協議及授權書類似的協議，並同意不採取與其他股東簽立的文件（如有）相衝突的任何行動；及
- (iv) 各登記股東會根據中國法律以饋贈方式向外商獨資企業或其被指定人轉讓任何利潤或股利。

登記股東亦承諾，在不違反相關法律及法規的前提下，倘外商獨資企業根據獨家期權協議行使期權以收購境內控股公司的權益，彼等將向外商獨資企業退回所收取的任何代價。

除非在登記股東所持境內控股公司的全部股權轉讓予外商獨資企業或彼等被指定人的情況下被終止，否則獨家期權協議一直有效。

In addition, the Registered Shareholders, among other things, have covenanted that:

- (i) without the written consent of the WFOEs, they shall not sell, transfer, pledge or dispose of in any other manner the legal or beneficial interest in the Onshore Holdcos, or allow the encumbrance thereon of any security interest, except for the Equity Pledge Agreements and the interests prescribed in the Powers of Attorney, and procure the shareholders' meeting and the board of directors of the Onshore Holdcos not to approve such matters;
- (ii) for each exercise of the equity purchase option, to cause the shareholders' meeting of the Onshore Holdcos to vote on the approval of the transfer of equity interests and any other action requested by the WFOEs;
- (iii) they shall relinquish the pre-emptive right (if any) he/she is entitled to in relation to the transfer of equity interest by any other shareholders to the Onshore Holdcos and give consent to the execution by each other shareholder of the Onshore Holdcos with the WFOEs and the Onshore Holdcos exclusive option agreements, equity interest pledge agreements and powers of attorney similar to the Exclusive Option Agreements, the Equity Pledge Agreements and the Powers of Attorney, and accept not to take any action in conflict with such documents executed by the other shareholders (if any); and
- (iv) each of the Registered Shareholders will transfer to the WFOEs or its appointee(s) by way of gift any profit or dividend in accordance with the China law.

The Registered Shareholders have also undertaken that, subject to the relevant laws and regulations, they will return to the WFOEs any consideration they receive in the event that the WFOEs exercise the options under the Exclusive Option Agreements to acquire the equity interests in the Onshore Holdcos.

The Exclusive Option Agreements shall remain effective unless terminated in the event that the entire equity interests held by the Registered Shareholders in the Onshore Holdcos have been transferred to the WFOEs or their appointee(s).

董事會報告

REPORT OF THE DIRECTORS

股權質押協議

根據外商獨資企業、登記股東與境內控股公司於2020年11月4日訂立的股權質押協議（「股權質押協議」），登記股東同意將各自所持境內控股公司的全部股權（包括就股份支付的任何利息或股利）質押予外商獨資企業，作為擔保履行合約責任及支付未償還債務的抵押權益。

有關境內控股公司的質押在向有關工商管理局完成登記後生效，在登記股東及境內控股公司完全履行相關合約安排的全部合約責任，以及登記股東及境內控股公司於相關合約安排下的所有未償還債務獲全數支付前一直有效。

於發生違約事件（定義見股權質押協議）後且於違約事件持續期間，外商獨資企業有權要求境內控股公司的股東（即登記股東）立即支付境內控股公司根據獨家業務合作協議須支付的任何款項、償還任何貸款並支付任何其他到期款項，且外商獨資企業有權作為被擔保方根據任何適用的中國法律及股權質押協議行使所有有關權利，包括但不限於優先以股權（基於有關股權轉換所得的貨幣估值）或書面通知登記股東的股權拍賣或出售所得款項獲支付。

相關法律及法規規定的股權質押協議登記將根據股權質押協議的條款及中國法律法規辦妥。

Equity Pledge Agreements

Under the equity pledge agreements dated 4 November 2020, entered into between the WFOEs, the Registered Shareholders and the Onshore Holdcos (the “**Equity Pledge Agreements**”), the Registered Shareholders agreed to pledge all their respective equity interests in the Onshore Holdcos that they own, including any interest or dividend paid for the shares, to the WFOEs as a security interest to guarantee the performance of contractual obligations and the payment of outstanding debts.

The pledge in respect of the Onshore Holdcos takes effect upon the completion of registration with the relevant administration for industry and commerce and shall remain valid until after all the contractual obligations of the Registered Shareholders and the Onshore Holdcos under the relevant Contractual Arrangements have been fully performed and all the outstanding debts of the Registered Shareholders and the Onshore Holdcos under the relevant Contractual Arrangements have been fully paid.

Upon the occurrence and during the continuance of an event of default (as defined in the Equity Pledge Agreements), the WFOEs shall have the right to require the Onshore Holdcos’ shareholders (i.e. the Registered Shareholders) to immediately pay any amount payable by the Onshore Holdcos under the Exclusive Business Cooperation Agreement, repay any loans and pay any other due payments, and the WFOEs shall have the right to exercise all such rights as a secured party under any applicable China law and the Equity Pledge Agreements, including without limitations, being paid in priority with the equity interests based on the monetary valuation that such equity interests are converted into or from the proceeds from auction or sale of the equity interest upon written notice to the Registered Shareholders.

The registration of the Equity Pledge Agreements as required by the relevant laws and regulations will be completed in accordance with the terms of the Equity Pledge Agreements and China laws and regulations.

授權書

登記股東分別於2020年11月4日簽訂授權書（「**授權書**」）。根據授權書，登記股東不可撤回地委任外商獨資企業及其指定人士（包括但不限於董事及取代董事的繼承人及清盤人，但不包括非獨立人士或可能產生利益衝突的人士）作為其實際代理人以代其行使，且同意及承諾在並無獲得該等實際代理人事先書面同意的情況下不會行使彼等就所持境內控股公司的股權所擁有的任何及全部權利，包括但不限於：

- (i) 召開及出席境內控股公司的股東大會；
- (ii) 向相關公司註冊處提交文件；
- (iii) 根據法律及境內控股公司的章程文件行使所有股東權利及股東投票權，包括但不限於出售、轉讓、抵押或處置境內控股公司的任何或全部股權；
- (iv) 以有關股東名義及代表有關股東簽署任何及全部書面決議案及會議記錄和批准組織章程細則的修訂；及
- (v) 提名或委任境內控股公司的法人代表、董事、監事、總經理及其他高級管理層。

此外，各股東持有境內控股公司股權期間，授權書將一直有效。

借款合同

根據外商獨資企業與相關登記股東分別於2020年11月4日訂立的借款合同（「**借款合同**」），據此外商獨資企業同意向登記股東提供貸款，全數用作對相關境內控股公司的投資。未經相關放款人事先書面同意，該等貸款不得用於任何其他用途。

Powers of Attorney

The Registered Shareholders have executed powers of attorney dated 4 November 2020, (the “**Powers of Attorney**”). Under the Powers of Attorney, the Registered Shareholders irrevocably appointed the WFOEs and their designated persons (including but not limited to Directors and their successors and liquidators replacing the Directors but excluding those non-independent or who may give rise to conflict of interests) as their attorneys-in-fact to exercise on their behalf, and agreed and undertook not to exercise without such attorneys-in-fact’s prior written consent, any and all right that they have in respect of their equity interests in the Onshore Holdcos, including without limitation:

- (i) to convene and attend shareholders’ meetings of the Onshore Holdcos;
- (ii) to file documents with the relevant companies registry;
- (iii) to exercise all shareholder’s rights and shareholder’s voting rights in accordance with law and the constitutional documents of the Onshore Holdcos, including but not limited to the sale, transfer, pledge or disposal of any or all of the equity interests in the Onshore Holdcos;
- (iv) to execute any and all written resolutions and meeting minutes and to approve the amendments to the articles of associations in the name and on behalf of such shareholder; and
- (v) to nominate or appoint the legal representatives, directors, supervisors, general manager and other senior management of the Onshore Holdcos.

Further, the Powers of Attorney shall remain effective for so long as each shareholder holds equity interest in the Onshore Holdcos.

Loan Agreements

Under the loan agreements entered into between the WFOEs and the relevant Registered Shareholders dated 4 November 2020, (the “**Loan Agreements**”), pursuant to which the WFOEs agreed to provide loans to the Registered Shareholders, to be used exclusively as investment in the relevant Onshore Holdcos. The loans must not be used for any other purposes without the relevant lender’s prior written consent.

董事會報告

REPORT OF THE DIRECTORS

各項貸款的年期自協議訂立日期開始，直至放款人根據相關獨家期權協議行使獨家認購期權當日、發生若干指定終止事件時（如放款人向借款人發出書面通知要求還款）或借款人違約時（以較早者為準）為止。

於放款人行使獨家認購期權後，借款人可向放款人或其指定的人士或實體轉讓所持相關境內控股公司的全部股權，並將有關轉讓的所得款項用於償還貸款。倘有關轉讓所得款項相當於或低於相關借款合同的貸款本金額，則將該貸款視為免息。倘有關轉讓的所得款項超過相關借款合同的貸款本金額，則將高出的部分視為相關借款合同的貸款利息。

風險因素

本公司日期為2020年10月14日的通函「附錄二－樂居的財務資料－有關可變權益實體架構的風險」一節概述與合約安排相關的風險，並在於2023年4月18日向美國證券交易委員會遞交的20-F表格所載的樂居年報詳述與合約安排相關的風險。與合約安排有關的主要風險載列如下：

- 倘中國政府認定建立我們中國廣告服務業務及房地產線上業務運營結構的協議不符合中國政府對廣告業或互聯網信息服務業作出的外商投資限制，我們可能會受到嚴厲處罰。
- 我們就我們的部分業務依賴與北京樂居、樂居好房及北京家菊就及彼等各股東的合約安排，而在授予經營控制權方面，該等合約安排可能不如直接所有權有效。
- 我們綜合可變權益實體的股東可能與我們存在潛在利益衝突，並且倘任何該等利益衝突處理結果不利於我們，我們的業務可能會受到重大不利影響。
- 我們執行我們與北京樂居、樂居好房或北京家菊就股東之間的股權質押協議的能力可能會受中國法律法規限制。

The term of each loan commences from the date of the agreement and ends on the date the lender exercises its exclusive call option under the relevant Exclusive Option Agreement, or when certain defined termination events occur, such as if the lender sends a written notice demanding repayment to the borrower, or upon the default of the borrower, whichever is earlier.

After the lender exercises his exclusive call option, the borrower may repay the loan by transferring all of its equity interest in the relevant Onshore Holdco to the lender, or a person or entity nominated by the lender, and use the proceeds of such transfer as repayment of the loan. If the proceeds of such transfer is equal to or less than the principal of the loan under the relevant Loan Agreement, the loan is considered interest-free. If the proceeds of such transfer is higher than the principal of the loan under the relevant Loan Agreement, any surplus is considered interest for the loan under the relevant Loan Agreement.

RISK FACTORS

A summary of the risks associated with the Contractual Arrangements was set out in the section headed “Appendix II – Financial Information of Leju – Risks in relation to the VIE structure” in the circular of the Company dated 14 October 2020 and detailed in Leju’s annual report on Form 20-F filed with the United States Securities and Exchange Commission on 18 April 2023. Set out below are the key risks associated with the Contractual Arrangements:

- If the PRC government finds that the agreements that establish the structure for operating our advertising services business and real estate online business in China do not comply with PRC governmental restrictions on foreign investment in the advertising industry or the internet information service industry, we could be subject to severe penalties.
- We rely on contractual arrangements with Beijing Leju, Leju Hao Fang and Beijing Jiajuju and their respective shareholders for a portion of our operations, which may not be as effective as direct ownership in providing operational control.
- The shareholders of our consolidated variable interest entities may have potential conflicts of interest with us, and if any such conflicts of interest are not resolved in our favor, our business may be materially and adversely affected.
- Our ability to enforce the equity pledge agreements between us and the shareholders of Beijing Leju, Leju Hao Fang or Beijing Jiajuju may be subject to limitations based on PRC laws and regulations.

- 我們與北京樂居、樂居好房及北京家菊就訂立的合約安排可能會受到中國稅務機關審查，而有關我們、北京樂居、樂居好房或北京家菊就欠繳額外稅項的審查結果可能會降低我們的淨收入及閣下的投資價值。
- 中國外商投資法律制度存在重大不確定性，可能對我們的企業結構及業務運營造成重大影響。
- Contractual arrangements we have entered into with Beijing Leju, Leju Hao Fang and Beijing Jiajuju may be subject to scrutiny by the PRC tax authorities and a finding that we, Beijing Leju, Leju Hao Fang or Beijing Jiajuju owe additional taxes could reduce our net income and the value of your investment.
- Substantial uncertainties exist with the PRC foreign investment legal regime and may have a significant impact on our corporate structure and business operations.

豁免嚴格遵守《上市規則》

WAIVER FROM STRICT COMPLIANCE WITH THE LISTING RULES

進行交易的理由及豁免申請

Reasons for the transaction and the waiver application

董事（包括獨立非執行董事）認為，於收購樂居控股權益後，合約安排及其項下擬進行的交易對我們的法律架構及業務營運至關重要。董事亦認為，根據我們的架構，併表聯屬實體的財務業績將併入我們的財務報表，猶如該等公司為本公司全資附屬公司，其業務的全部經濟利益均流入本集團，使本集團處於與關連交易規則相關的狀況。因此，儘管合約安排項下擬進行的交易及（其中包括）併表聯屬實體與本集團不時的任何成員公司（包括併表聯屬實體）之間將訂立的任何新交易、合約及協議或現有交易、合約及協議重續（「**新集團間協議**」）技術上而言均構成《上市規則》第14A章項下的持續關連交易，但董事認為，我們就所有交易嚴格遵守《上市規則》第14A章項下的規定（包括（其中包括）公告及獨立股東批准的規定）對於本公司而言負擔將過分沉重、難以實際執行且將產生不必要的行政費用。

The Directors (including the independent non-executive Directors) are of the view that the Contractual Arrangements and the transactions contemplated therein are fundamental to our legal structure and business operations following the acquisition of a controlling interest in Leju. Our Directors also believe that our structure, whereby the financial results of the Consolidated Affiliated Entities will be consolidated into our financial statements as if they were our Company's wholly-owned subsidiaries, and all the economic benefits of their business flows to our Group, places our Group in a special position in relation to the connected transactions rules. Accordingly, notwithstanding that the transactions contemplated under the Contractual Arrangements and any new transactions, contracts and agreements or renewal of existing transactions, contracts and agreements to be entered into, among others, by our Consolidated Affiliated Entities and any member of our Group from time to time (including Consolidated Affiliated Entities) (the "**New Intergroup Agreements**") technically constitute continuing connected transactions under Chapter 14A of the Listing Rules, our Directors consider that it would be unduly burdensome and impracticable, and would add unnecessary administrative costs to our Company, for all such transactions to be subject to strict compliance with the requirements set out under Chapter 14A of the Listing Rules, including, among other things, the announcement and independent shareholders' approval requirements.

董事（包括獨立非執行董事）認為：(i) 合約安排在我們日常及一般業務過程中按一般商業條款或更佳條款訂立，其條款屬公平合理並符合本公司及其股東的整體利益；及(ii) 合約安排期限超過三年乃正常業務慣例。

The Directors (including independent non-executive Directors) are of the view that: (i) the Contractual Arrangements have been entered into in our ordinary and usual course of business on normal commercial terms or better, on terms that are fair and reasonable, and in the interests of our Company and our Shareholders as a whole; and (ii) it is normal business practice for the Contractual Arrangements to be of a term greater than three years.

董事會報告

REPORT OF THE DIRECTORS

獨立非執行董事之確認

截至2023年12月31日止年度，所有上述持續關連交易已由獨立非執行董事審閱。獨立非執行董事已確認持續關連交易之訂立乃：

- (a) 於本集團的一般及日常業務過程中進行；
- (b) 按正常商業條款或對本集團不遜於向或由獨立第三方提供者之條款進行；及
- (c) 按照規管交易之相關協議進行，而其條款屬公平合理及符合股東之整體利益。

核數師之確認

本公司核數師中匯安達會計師事務所有限公司已於致董事會的函件中確認有關截至2023年12月31日止年度所訂立的上述持續關連交易：

- (a) 中匯安達會計師事務所有限公司並無注意到任何事項令其相信已披露持續關連交易未獲董事會批准；
- (b) 就本集團提供服務所涉及的交易，中匯安達會計師事務所有限公司並無注意到任何事項令其相信該等交易於各重大方面並未按照本公司的定價政策進行；
- (c) 中匯安達會計師事務所有限公司並無注意到任何事項令其相信該等交易在各重大方面並未根據規管該等交易的相關協議進行；
- (d) 就各披露的持續關連交易的總金額（不包括無年度上限的持續關連交易）而言，中匯安達會計師事務所有限公司並無注意到任何事項令其相信已披露持續關連交易已超出本公司設定的年度上限；及

Confirmation from Independent Non-Executive Directors

All the above continuing connected transactions for the year ended 31 December 2023 have been reviewed by the independent non-executive Directors. The independent non-executive Directors have confirmed that the continuing connected transactions have been entered into:

- (a) in the ordinary and usual course of business of the Group;
- (b) either on normal commercial terms or on terms no less favourable to the Group than terms available to or from independent third parties; and
- (c) in accordance with the respective agreements governing them on terms that are fair and reasonable and in the interests of the Shareholders as a whole.

Confirmations from the Auditor

Zhonghui Anda CPA Limited, the auditor of the Company, has confirmed in a letter to the Board that, with respect to the aforesaid continuing connected transactions entered into in the year ended 31 December 2023:

- (a) nothing has come to their attention that causes Zhonghui Anda CPA Limited to believe that the disclosed continuing connected transactions have not been approved by the Board;
- (b) for transactions involving the provision of services by the Group, nothing has come to their attention that causes Zhonghui Anda CPA Limited to believe that the transactions were not, in all material respects, in accordance with the pricing policies of the Company;
- (c) nothing has come to their attention that causes Zhonghui Anda CPA Limited to believe that the transactions were not entered into, in all material respects, in accordance with the relevant agreements governing such transactions;
- (d) with respect to the aggregate amount of each of the disclosed continuing connected transactions (excluding the Continuing Connected Transactions with no Annual Cap), nothing has come to their attention that causes Zhonghui Anda CPA Limited to believe that the disclosed continuing connected transactions have exceeded the annual cap as set by the Company; and

(e) 就與樂居進行的樂居合約安排項下的獨家期權協議而言(由北京怡生樂居信息服務有限公司、上海樂居好房信息服務有限公司及北京家菊就電子商務有限公司(統稱「**境內控股公司**」)、上海新浪樂居信息科技有限公司、上海翊悅信息科技有限公司及北京邁騰風順科技有限公司(統稱「**外商獨資企業**」)、以及朱旭東先生、賀寅宇先生及馬偉傑先生(統稱「**登記股東**」)所訂立),中匯安達會計師事務所有限公司並無注意到任何事項令其相信境內控股公司向登記股東派發任何其後不會以其他方式轉撥或轉讓予本集團的股息或其他分派。

本集團於報告期間與關聯方進行的所有重大交易(「**關聯方交易**」)概要載於綜合財務報表附註40。於報告期間,除第50頁所載列及概述本集團根據《上市規則》須予披露的持續關連交易外,綜合財務報表附註40所披露的關聯方交易並無構成根據《上市規則》須予披露的關連交易或持續關連交易。

本公司已就其於回顧年度訂立的關連交易及持續關連交易遵守《上市規則》第14A章規定的披露規定。

優先購買權

組織章程細則或開曼群島法律並無規定本公司按比例向現有股東發售新股份之優先購買權條文。

(e) with respect to the Exclusive Option Agreements under the Leju Contractual Arrangements with Leju entered into among Beijing Yisheng Leju Information Services Co., Ltd, Shanghai Leju Hao Fang Information Service Co., Ltd., and Beijing Jiajujiu E-Commerce Co., Ltd. (collectively the “**Onshore Holdcos**”), Shanghai SINA Leju Information Technology Co., Ltd., Shanghai Yi Yue Information Technology Co., Ltd. And Beijing Maiteng Fengshun Science and Technology Co., Ltd (collectively the “**WFOEs**”) and Mr. Xudong Zhu, Mr. Yinyu He and Mr. Weijie Ma (collectively the “**Registered Shareholders**”), nothing has come to their attention that causes Zhonghui Anda CPA Limited to believe that there was any dividend or other distribution made by the Onshore Holdcos to the Registered Shareholders which were not otherwise subsequently assigned or transferred to the Group.

A summary of all significant transactions with related parties (the “**Related Party Transactions**”) entered into by the Group during the Reporting Period is contained in note 40 to the consolidated financial statements. During the Reporting Period, other than the continuing connected transactions of the Group set out and summarized on page 50 which should be disclosed pursuant to the Listing Rules, no related party transactions disclosed in note 40 to the consolidated financial statements constituted a connected transaction or continuing connected transaction which should be disclosed pursuant to the Listing Rules.

The Company has complied with the disclosure requirements prescribed in Chapter 14A of the Listing Rules with respect to the connected transactions and continuing connected transactions entered into by the Group during the year under review.

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Articles of Association or the laws of the Cayman Islands which would oblige the Company to offer new Shares on a pro-rata basis to the existing Shareholders.

董事會報告 REPORT OF THE DIRECTORS

稅務減免

董事並不知悉股東因持有本公司證券而可享有之任何稅務減免。

公眾持股量

截至最後實際可行日期，根據本公司得悉的公開資料，及據董事所知悉，本公司於報告期間已按照《上市規則》之規定維持指定數額的公眾持股量。

購買、出售或贖回本公司上市證券

除本報告「有關重組之最新消息及報告期後事項」一節所披露已失效的供股外，於報告期間，本公司或其任何附屬公司並無購買、出售或贖回本公司於聯交所上市的任何證券。

前三年內核數師變更

德勤•關黃陳方會計師行已辭任本公司核數師，於2022年7月20日起生效。待德勤•關黃陳方會計師行辭任後，中匯安達會計師事務所有限公司由董事委任以填補由此而產生的臨時空缺，自2022年7月29日起生效。有關進一步詳情，請參閱本公司日期為2022年7月20日及2022年7月29日的公告。

TAX RELIEF AND EXEMPTION

The Directors are not aware of any tax relief and exemption available to the Shareholders by reason of their holding of the Company's securities.

PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the Directors as at the Latest Practicable Date, the Company has maintained the prescribed percentage of public float under the Listing Rules during the Reporting Period.

PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES

Other than the Rights Issue which has lapsed as disclosed in the section headed "Updates on the Restructuring and Events after the Reporting Period" in this report, during the Reporting Period, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's securities listed on the Stock Exchange.

CHANGE IN AUDITOR IN PRECEDING THREE YEARS

Deloitte Touche Tohmatsu tendered its resignation as the auditor of the Company with effect from 20 July 2022. Following the resignation of Deloitte Touch Tohmatsu, Zhonghui Anda CPA Limited was appointed by the Directors to fill the casual vacancy with effect from 29 July 2022. For further details, please refer to the announcements of the Company dated 20 July 2022 and 29 July 2022.

有關重組之最新消息及報告期後事項

為重組本公司的債務責任，包括於2022年及2023年到期的優先票據（「舊票據」）及本公司於2020年11月4日向阿里巴巴香港有限公司（「可換股債券持有人」）發行於2023年11月4日到期的1,031,900,000港元之2.0%可換股票據（「可換股票據」），本公司(i)與可換股債券持有人訂立重組支持協議（「可換股債券重組支持協議」）及(ii)向舊票據持有人訂立及發出加入一項單獨重組支持協議（「重組支持協議」，連同可換股債券重組支持協議，統稱為「該等重組支持協議」）的邀請，於各協議內載列重組條款。根據各項該等重組支持協議，訂約方同意投票支持(i)將根據開曼公司法第86條實施的安排計劃（「開曼計劃」）及(ii)將根據《公司條例》第673及674條實施的安排計劃（「香港計劃」，連同開曼計劃，統稱為「計劃」）。誠如本公司於2023年11月28日所宣佈，香港計劃及開曼計劃已分別經高等法院及開曼法院批准。然而，由於本公司日期為2024年3月13日及2024年3月28日有關重組的公告中分別披露的情況，本公司得出結論即重組將不會生效。截至2024年3月28日，本公司正就替代重組方案與其財務顧問積極合作，並將盡快且無論如何於2024年4月底之前向其債權人提供最新消息。

為撥付重組項下的現金代價，本公司已發出要約按合資格股東於記錄日期每持有十(10)股股份獲發十二(12)股供股股份之基準以認購價每股供股股份0.23港元透過供股方式發行2,098,871,436股供股股份（「供股」），以籌集約483百萬港元（扣除開支之前）（假設於記錄日期或之前並無新發行或購回股份），須待供股相關條件獲達成後方可作實。於2024年2月29日，本公司收到包銷商根據與供股有關的包銷協議正式送達本公司的終止通知。因此，供股不會進行且供股已失效。

UPDATES ON THE RESTRUCTURING AND EVENTS AFTER THE REPORTING PERIOD

In order to restructure the Company's debt obligations, including the senior notes due 2022 and 2023 (the "Old Notes") and the HK\$1,031,900,000 2.0% convertible note due 4 November 2023 (the "Convertible Note") issued by the Company on 4 November 2020 to Alibaba.com Hong Kong Limited (the "CB Holder"), the Company (i) entered into a restructuring support agreement with the CB Holder (the "CB RSA") and (ii) entered into and launched an invitation to holders of the Old Notes accede to a separate restructuring support agreement (the "RSA", and together with the CB RSA, the "Restructuring Support Agreements"), in each case, setting forth the terms of the Restructuring. Under each of the Restructuring Support Agreements, the parties agreed to vote in favour of (i) a scheme of arrangement to be effected pursuant to section 86 of the Cayman Companies Law (the "Cayman Scheme") and (ii) a scheme of arrangement to be effected pursuant to sections 673 and 674 of the Companies Ordinance (the "Hong Kong Scheme", and together with the Cayman Scheme, the "Schemes"). As announced by the Company on 28 November 2023, both the HK Scheme and the Cayman Scheme were sanctioned by the High Court and Cayman Court, respectively. However, as a result of the circumstances separately disclosed in the Company's announcements dated 13 March 2024 and 28 March 2024 in relation to the Restructuring, the Company has concluded that the Restructuring will not come into effect. As of 28 March 2024, the Company was actively working with its financial adviser on an alternative restructuring proposal and would provide an update to its creditors as soon as possible and, in any event, by the end of April 2024.

In order to fund the cash consideration under the Restructuring, the Company launched an offer to issue 2,098,871,436 rights Shares by way of a rights issue, on the basis of twelve (12) rights Shares for every ten (10) Shares held by the qualifying Shareholders on the record date (the "Rights Issue") at the subscription price of HK\$0.23 per rights Share to raise approximately HK\$483 million before expenses (assuming no new issue or repurchase of Shares on or before the record date), subject to the satisfaction of the conditions in relation to the Rights Issue. On 29 February 2024, the Company received the underwriter's termination notice that was duly served to the Company pursuant to the underwriting agreement related to the Rights Issue. As a result, the the Rights Issue did not proceed and the Rights Issue lapsed.

董事會報告 REPORT OF THE DIRECTORS

此外，就重組而言，(i)本公司、Alibaba Investment Limited及TM Home Limited(「**TM Home**」)於2023年4月2日簽訂股份認購協議，據此，本公司同意認購TM Home的若干股份(「**TM Home**股份發行」)，(ii)TM Home、上海天貓好房電子商務有限公司及浙江天貓網絡有限公司就TM Home業務運營於2023年4月2日簽訂新業務過渡協議。有關交易已於2023年7月27日於本公司股東特別大會上獲獨立股東批准。由於第一次TM Home股份發行的所有條件均已滿足，因此第一次TM Home股份發行於2023年8月15日進行，由此，TM Home現由本公司及Alibaba Investment Limited分別擁有約89.207%及10.793%。

有關重組及本公司就此簽訂的交易(包括TM Home股份發行、供股及出售事項)以及《上市規則》及《收購守則》的有關涵義之進一步詳情，請參閱本公司日期為2022年3月31日、4月7日、11日、14日、18日及25日、9月21日、10月5日、6日、7日及12日、11月3日、10日及16日、2023年2月3日、2023年4月3日、2023年5月1日、2023年5月22日、2023年5月31日、2023年6月11日、2023年6月18日、2023年6月19日、2023年7月2日、2023年7月6日、2023年7月10日、2023年7月18日、2023年7月26日、2023年8月17日、2023年8月31日、2023年9月11日、2023年9月29日、2023年10月10日、2023年10月30日、2023年11月15日、2023年11月28日、2023年11月29日、2023年12月1日、2023年12月11日、2024年1月15日、2024年1月16日、2024年1月31日、2024年2月15日、2024年2月26日、2024年3月1日、2024年3月13日及2024年3月28日的公告、通函及上市文件。

In addition, in relation to the Restructuring, (i) the Company, Alibaba Investment Limited and TM Home Limited (“**TM Home**”) entered into a share subscription agreement dated 2 April 2023 pursuant to which the Company agreed to subscribe for certain shares of TM Home (the “**TM Home Share Issuance**”), (ii) TM Home, Shanghai TM Home E-Commence Limited (上海天貓好房電子商務有限公司) and Zhejiang Tmall Network Co., Ltd. (浙江天貓網絡有限公司) entered into the new business transition agreement dated 2 April 2023, in relation to the business operation of TM Home. Such transactions were approved by the independent Shareholders at the extraordinary general meeting of the Company on 27 July 2023. Since all the conditions to the first TM Home Share issuance were satisfied, the first TM Home Share Issuance took place on 15 August 2023, as a result of which TM Home is currently owned by the Company and Alibaba Investment Limited as to approximately 89.207% and 10.793%.

For further details regarding the Restructuring and transactions entered into by the Company in relation thereto (including the TM Home Share Issuance, the Rights Issue and the Disposal) and the Listing Rules and Takeovers Code implications thereof, please refer to the announcements, circulars and listing document of the Company dated 31 March, 7, 11, 14, 18, and 25 April, 21 September, 5, 6, 7 and 12 October, 3, 10, 16 November 2022, 3 February 2023, 3 April 2023, 1 May 2023, 22 May 2023, 31 May 2023, 11 June 2023, 18 June 2023, 19 June 2023, 2 July 2023, 6 July 2023, 10 July 2023, 18 July 2023, 26 July 2023, 17 August 2023, 31 August 2023, 11 September 2023, 29 September 2023, 10 October 2023, 30 October 2023, 15 November 2023, 28 November 2023, 29 November 2023, 1 December 2023, 11 December 2023, 15 January 2024, 16 January 2024, 31 January 2024, 15 February 2024, 26 February 2024, 1 March 2024, 13 March 2024 and 28 March 2024.

核數師報告摘錄

以下為有關本集團截至2023年12月31日止年度綜合財務報表的獨立核數師報告摘錄。

不發表意見

本核數師行不對貴集團的綜合財務報表發表意見。由於我們報告中不發表意見之基礎一節內所述有關持續經營基準的重大不確定因素的重要性，我們不太可能為該等綜合財務報表發表意見。至於所有其他方面，本核數師行認為綜合財務報表已遵照香港《公司條例》的披露規定妥為擬備。

不發表意見之基礎

本核數師行注意到綜合財務報表附註2，當中提及貴集團於截至2023年12月31日止年度產生虧損約人民幣1,524,797,000元及經營活動產生的現金流出淨額約人民幣432,750,000元，截至該日，貴集團的流動負債淨額及負債淨額分別約為人民幣8,425,774,000元及約人民幣6,562,944,000元。此等狀況顯示存在重大不確定因素，可能對貴集團持續經營的能力構成重大疑問。該等綜合財務報表乃按持續經營基準編製，其有效性取決於(i)成功完成各項債務重組措施；(ii)成功出售投資物業及(iii)提升經營業績，即若干為提供流動資金及現金流量而改善其財務狀況的措施。該等綜合財務報表並不包括未能完成各項債務重組措施、出售投資物業以及改善其財務狀況、提供流動資金及現金流量而導致的任何調整。本核數師行認為重大不確定因素已於綜合財務報表充分披露。

然而，鑒於與(i)成功完成各項債務重組措施；(ii)成功出售投資物業及(iii)若干為提供流動資金及現金流量而改善其財務狀況的措施的成功結果有關的多項不確定因素，本核數師行無法就持續經營的重大不確定因素發表意見。

EXTRACT FROM THE AUDITOR'S REPORT

The following is an extract from the independent auditor's report on the Group's consolidated financial statements for the year ended 31 December 2023.

Disclaimer of Opinion

We do not express an opinion on the consolidated financial statements of the Group. Because of the significance of the material uncertainty relating to the going concern basis described in the Basis for Disclaimer of Opinion section of our report, it is not possible for us to form an opinion on these consolidated financial statements. In all other respects, in our opinion, the consolidated financial statements have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

Basis for Disclaimer of Opinion

We draw attention to note 2 to the consolidated financial statements which mentions that the Group incurred a loss of approximately RMB1,524,797,000 and net cash outflow from operating activities of approximately RMB432,750,000 for the year ended 31 December 2023 and, as of that date, the Group had net current liabilities and net liabilities approximately RMB8,425,774,000 and approximately RMB6,562,944,000, respectively. These conditions indicate the existence of a material uncertainty which may cast significant doubt on the Group's ability to continue as a going concern. The consolidated financial statements have been prepared on a going concern basis, the validity of which depends upon (i) the successful completion of various debt restructuring measures; (ii) the successful disposal of investment property and (iii) the improvement of operating performance that certain measures to improve its financial position, to provide liquidity and cash flows. The consolidated financial statements do not include any adjustments that would result from the failure to complete various debt restructuring measures, the disposal of investment property and the failure to improve its financial position, to provide liquidity and cash flows. We consider that the material uncertainty has been adequately disclosed in the consolidated financial statements.

However, in view of the extent of the multiple uncertainty relating to (i) the successful completion of various debt restructuring measures; (ii) the successful disposal of investment property and (iii) the successful outcome that certain measures to improve its financial position, to provide liquidity and cash flows, we disclaim our opinion in respect of the material uncertainty relating to the going concern basis.

董事會報告 REPORT OF THE DIRECTORS

除本年報所披露者外，自2023年12月31日起及直至2024年3月28日概無發生可能對本集團產生影響之其他重要事項。

承董事會命

周忻
主席

香港
2024年3月28日

Save as disclosed in this annual report, there was no other significant events that might affect the Group from 31 December 2023 and up to 28 March 2024.

By the order of the Board

Zhou Xin
Chairman

Hong Kong
28 March 2024

企業管治報告

CORPORATE GOVERNANCE REPORT

董事會欣然呈列本公司於截至2023年12月31日止年度的《企業管治報告》。

企業管治常規

本公司致力於維持及推動執行嚴格的企業管治。本公司企業管治的原則是推行有效的內部控制措施並提高董事會對全體股東的透明度及問責性。

於報告期間，本公司已遵守《企業管治守則》所載的所有適用原則及守則條文。

企業文化

本公司以「做房地產業的優秀服務生」為企業使命，倡導健康、陽光、正能量的企業文化，旨在營造「健康工作、健康生活」的具有自身特色的企業氛圍。

董事的證券交易

本公司已採納《標準守則》，作為董事買賣本公司證券之行為守則。經向本公司全體董事作出具體問詢後，全體董事均確認，彼等於報告期間嚴格遵守《標準守則》所規定的準則。

The Board is pleased to present the Corporate Governance Report of the Company for the year ended 31 December 2023.

CORPORATE GOVERNANCE PRACTICES

The Company is committed to maintaining and promoting stringent corporate governance. The principle of the Company's corporate governance is to promote effective internal control measures and to enhance the transparency and accountability of the Board to all Shareholders.

The Company has complied with all the applicable principles and code provisions as set out in the CG Code during the Reporting Period.

CORPORATE CULTURE

The Company's corporate mission is "being an outstanding service provider in the real estate industry", advocating a corporate culture of health, radiance and positive energy, so as to create a unique corporate atmosphere of "healthy work, healthy life".

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the Model Code as the code of conduct regarding the Directors' dealings in the securities of the Company. Having made specific enquiry of all the Directors of the Company, all the Directors confirmed that they have strictly complied with the required standards set out in the Model Code during the Reporting Period.

企業管治報告

CORPORATE GOVERNANCE REPORT

董事會

董事會組成

董事會現時由十二名成員組成，其中包括四名執行董事、四名非執行董事及四名獨立非執行董事。

於報告期間及直至本年報日期，董事會的組成包括以下董事：

執行董事

周忻先生
(董事會主席兼提名委員會主席)
黃燦浩先生
程立瀾博士(薪酬委員會成員)
丁祖昱博士

非執行董事：

蔣珊珊女士
楊勇博士
謝梅女士(於2023年3月31日辭任)
宋家俊先生(於2023年3月31日獲委任)
呂沛美先生(於2023年5月5日辭任)
陳代平先生(於2023年9月4日獲委任)

獨立非執行董事：

張磅先生(審計委員會主席)
朱洪超先生(薪酬委員會主席兼提名委員會成員)
王力群先生(審計委員會、薪酬委員會及提名委員會成員)
李勁先生(審計委員會成員)

董事的履歷資料及董事會成員之間的關係披露於本年報第15頁至第27頁「董事及高級管理層」一節。

董事會成員之間概無關係。

BOARD OF DIRECTORS

Board Composition

The Board currently comprises twelve members consisting of four executive Directors, four non-executive Directors and four independent non-executive Directors.

During the Reporting Period and up to the date of this annual report, the composition of the Board comprised the following Directors:

Executive Directors

Mr. Zhou Xin
(Chairman of the Board, Chairman of the Nomination Committee)
Mr. Huang Canhao
Dr. Cheng Li-Lan (Member of the Remuneration Committee)
Dr. Ding Zuyu

Non-executive Directors:

Ms. Jiang Shanshan
Dr. Yang Yong
Ms. Xie Mei (resigned on 31 March 2023)
Mr. Song Jiajun (appointed on 31 March 2023)
Mr. Lv Peimei (resigned on 5 May 2023)
Mr. Chen Daiping (appointed on 4 September 2023)

Independent non-executive Directors:

Mr. Zhang Bang (Chairman of the Audit Committee)
Mr. Zhu Hongchao (Chairman of the Remuneration Committee and Member of the Nomination Committee)
Mr. Wang Liqun (Member of the Audit Committee, the Remuneration Committee and the Nomination Committee)
Mr. Li Jin (Member of the Audit Committee)

The biographical information of the Directors and the relationships between the members of the Board are disclosed under the section headed "Directors and Senior Management" on pages 15 to 27 of this annual report.

None of the members of the Board is related to one another.

主席及首席執行官

於報告期間，周忻先生及丁祖昱博士分別擔任主席及首席執行官。主席領導並負責董事會的有效運作及領導。首席執行官專注於本公司的整體業務發展及日常管理及營運。彼等各自的職責均有清晰界定並以書面載列。於2024年4月2日，丁祖昱博士辭任首席執行官，而周忻先生獲委任為首席執行官。

獨立非執行董事

於報告期間，董事會一直符合《上市規則》有關委任至少佔董事會人數三分之一之三名獨立非執行董事及其中一名獨立非執行董事擁有適當專業資格或會計或相關財務管理專長之規定。

本公司亦已遵守《上市規則》第3.10A條有關委任佔董事會人數至少三分之一之獨立非執行董事的規定。

委任非執行董事的任期

《企業管治守則》之守則條文B.2.2訂明，每名董事（包括有指定任期的董事）須至少每三年輪值退任一次。

根據組織章程細則，全體董事須至少每三年輪值退任一次。任何由董事會委任(i)以填補董事會臨時空缺的新董事任期僅至獲委任後的本公司首屆股東大會為止並須於該會議上接受重選；及(ii)加入董事會的新董事任期僅至本公司下屆股東週年大會為止及屆時符合資格膺選連任。

各非執行董事已與本公司簽署委任函，初步任期為三年或直至自委任函開始日期起本公司第三屆股東週年大會止並須至少每三年於股東週年大會上輪值退任一次。

Chairman and Chief Executive Officer

During the Reporting Period, the positions of Chairman and chief executive officer were held by Mr. Zhou Xin and Dr. Ding Zuyu, respectively. The Chairman provides leadership and is responsible for the effective functioning and leadership of the Board. The chief executive officer focuses on the Company's business development and the daily management and operations generally. Their respective responsibilities are clearly defined and set out in writing. On 2 April 2024, Dr. Ding Zuyu resigned as the chief executive officer and Mr. Zhou Xin was appointed as the chief executive officer.

Independent Non-executive Directors

During the Reporting Period, the Board has at all times met the requirements of the Listing Rules relating to the appointment of at least three independent non-executive Directors, representing one-third of the Board with one of whom possessing appropriate professional qualifications or accounting or related financial management expertise.

The Company has also complied with Rule 3.10A of the Listing Rules relating to the appointment of independent non-executive Directors representing at least one-third of the Board.

Terms of Appointment of Non-executive Directors

Code provision B.2.2 of the CG Code stipulates that every director, including those appointed for a specific term, should be subject to retirement by rotation at least once every three years.

In accordance with the Articles of Association, all the directors are subject to retirement by rotation at least once every three years. Any new director appointed by the Board (i) to fill a casual vacancy in the Board shall hold office only until the first general meeting of the Company following his appointment and shall be subject to re-election at such meeting; and (ii) as an addition to the Board shall hold office until the next following annual general meeting of the Company and shall then be eligible for re-election.

Each of the non-executive Directors has signed a letter of appointment with the Company for an initial term of three years or until the third annual general meeting of the Company from the commencement date of the letter of appointment and is subject to retirement by rotation at an annual general meeting at least once every three years.

企業管治報告 CORPORATE GOVERNANCE REPORT

各獨立非執行董事已與本公司簽署委任函，初步任期為三年或直至自委任函開始日期起本公司第三屆股東週年大會止並須至少每三年於股東週年大會上輪值退任一次。

董事會及管理層的職責、問責及貢獻

董事會負責領導及控制本公司，並共同負責指導及監管本公司的事務。

董事會直接及透過其各委員會間接領導及指導管理層，其工作包括制定策略及監督執行情況、監控本集團營運及財務表現，以及確保設有完備的內部控制及風險管理系統。

全體董事（包括非執行董事及獨立非執行董事）均為董事會帶來多種領域的寶貴業務經驗、知識及專長，使其高效及有效地運作。

獨立非執行董事須負責確保本公司進行高水平的監管報告，並平衡董事會的權力，以就企業行動及運營作出有效的獨立判斷。

全體董事均可全面並及時獲得本公司所有資料，及可在適當情況下經提出要求後尋求獨立專業意見，以向本公司履行其職責，費用由本公司承擔。

董事應向本公司披露其擔任其他職務的詳情。

董事會保留其有關本公司政策事項、策略及預算、內部控制及風險管理、重大交易（尤其是可能涉及利益衝突的交易）、財務資料、委任董事及其他重大營運事項的所有重大事項的決策。與執行董事會決策、指導及協調本公司日常營運及管理有關的職責均轉授予管理層處理。

本公司已就因企業活動而針對董事及高級管理層採取的任何法律行動，為董事及高級管理人員安排適當的保險保障。該保險保障範圍每年檢討。

Each of independent non-executive Directors has signed a letter of appointment with the Company for an initial term of three years or until the third annual general meeting of the Company from the commencement date of the letter of appointment and is subject to retirement by rotation at an annual general meeting at least once every three years.

Responsibilities, Accountabilities and Contributions of the Board and Management

The Board is responsible for leadership and control of the Company, and is collectively responsible for directing and supervising the Company's affairs.

The Board directly, and indirectly through its committees, leads and provides direction to management by laying down strategies and overseeing their implementation, monitors the Group's operational and financial performance, and ensures that sound internal control and risk management systems are in place.

All Directors, including non-executive Directors and independent non-executive Directors, have brought a wide spectrum of valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning.

The independent non-executive Directors are responsible for ensuring a high standard of regulatory reporting of the Company and providing a balance in the Board for bringing effective independent judgment on corporate actions and operations.

All Directors have full and timely access to all the information of the Company and may, upon request, seek independent professional advice in appropriate circumstances, at the Company's expenses for discharging their duties to the Company.

The Directors shall disclose to the Company details of other offices held by them.

The Board reserves for its decision all major matters relating to policy matters, strategies and budgets, internal control and risk management, material transactions (in particular those that may involve conflict of interests), financial information, appointment of directors and other significant operational matters of the Company. Responsibilities relating to implementing decisions of the Board, directing and co-ordinating the daily operation and management of the Company are delegated to the management.

The Company has arranged appropriate insurance coverage on Directors' and officers' liabilities in respect of any legal actions taken against Directors and senior management arising out of corporate activities. The insurance coverage would be reviewed on an annual basis.

董事的持續專業發展

董事應緊隨監管發展及變化以有效履行其職責，並確保其在知情及切合所需之情況下對董事會作出貢獻。

各名新委任董事於首次接受委任時將獲提供正式、全面及特為其設之就任須知以確保彼等恰當理解本公司之業務及營運狀況，並完全知悉董事於《上市規則》及相關法律規定下的責任及義務。

董事應參與適當的持續專業發展，以發展及更新彼等的知識及技能。本公司將會安排董事出席內部簡介會並向董事提供相關主題之閱讀材料（如適用）。本公司鼓勵所有董事出席相關培訓課程，費用由本公司承擔。

截至2023年12月31日止年度，各董事獲得持續專業發展的主要方法概述如下：

Continuous Professional Development of Directors

Directors shall keep abreast of regulatory developments and changes in order to effectively perform their responsibilities and to ensure that their contribution to the Board remains informed and relevant.

Every newly appointed Director will receive formal, comprehensive and tailored induction on the first occasion of his/her appointment to ensure appropriate understanding of the business and operations of the Company and full awareness of director's responsibilities and obligations under the Listing Rules and relevant statutory requirements.

Directors should participate in appropriate continuous professional development to develop and refresh their knowledge and skills. Internally-facilitated briefings for the Directors would be arranged and reading material on relevant topics would be provided to the Directors where appropriate. All Directors are encouraged to attend relevant training courses at the Company's expenses.

During the year ended 31 December 2023, the key methods of attaining continuous professional development by each of the Directors are summarized as follows:

董事

出席培訓課程 Attended training session

Directors

執行董事

Executive Director

周忻先生

Mr. Zhou Xin

黃燦浩先生

Mr. Huang Canhao

程立瀾博士

Dr. Cheng Li-Lan

丁祖昱博士

Dr. Ding Zuyu

非執行董事

Non-Executive Director

蔣珊珊女士

Ms. Jiang Shanshan

楊勇博士

Dr. Yang Yong

謝梅女士（於2023年3月31日辭任）

Ms. Xie Mei (resigned on 31 March 2023)

宋家俊先生（於2023年3月31日獲委任）

Mr. Song Jiajun (appointed on 31 March 2023)

呂沛美先生（於2023年5月5日辭任）

Mr. Lv Peimei (resigned on 5 May 2023)

陳代平先生（於2023年9月4日獲委任）

Mr. Chen Daiping (appointed on 4 September 2023)

✓

✓

✓

✓

✓

✓

✓

✓

✓

✓

企業管治報告

CORPORATE GOVERNANCE REPORT

董事

出席培訓課程
Attended training
session

Directors

獨立非執行董事

Independent Non-Executive Director

| | |
|------------------|---|
| 張磅先生 | ✓ |
| Mr. Zhang Bang | |
| 朱洪超先生 | ✓ |
| Mr. Zhu Hongchao | |
| 王力群先生 | ✓ |
| Mr. Wang Liquan | |
| 李勁先生 | ✓ |
| Mr. Li Jin | |

董事會會議、股東大會及委員會會議

Board Meetings, General Meetings and Committee Meetings

《企業管治守則》之守則條文C.5.1訂明，董事會應定期舉行會議，且每年須至少舉行四次董事會會議，約每季度舉行一次。於報告期間，董事會舉行了6次會議。

Code provision C.5.1 of the CG Code stipulates that the board should meet regularly and board meetings should be held at least four times a year at approximately quarterly intervals. During the Reporting Period, the Board held 6 meetings.

董事出席記錄

Attendance Records of Directors

於報告期間，董事於報告期間舉行的董事會及委員會會議的出席記錄如下：

During the Reporting Period, the attendance record of each Director at the Board and committee meetings held during the Reporting Period is as follows:

| 董事姓名 Name of Director | 董事會 Board | 出席／會議次數 Attendance/No. of Meeting(s) | | | 股東大會 General Meetings |
|---|--------------|---|---------------------------------|-------------------------------|--------------------------|
| | | 審計委員會 Audit Committee | 薪酬委員會 Remuneration Committee | 提名委員會 Nomination Committee | |
| 周忻先生 Mr. Zhou Xin | 6/6 | -/- | -/- | 1/1 | 2/2 |
| 黃燦浩先生 Mr. Huang Canhao | 6/6 | -/- | -/- | -/- | 2/2 |
| 程立瀾博士 Dr. Cheng Li-Lan | 6/6 | -/- | 1/1 | -/- | 2/2 |
| 丁祖昱博士 Dr. Ding Zuyu | 6/6 | -/- | -/- | -/- | 2/2 |
| 蔣珊珊女士 Ms. Jiang Shanshan | 5/6 | -/- | -/- | -/- | 2/2 |
| 楊勇博士 Dr. Yang Yong | 6/6 | -/- | -/- | -/- | 2/2 |
| 謝梅女士 ⁽¹⁾ Ms. Xie Mei ⁽¹⁾ | 1/6 | -/- | -/- | -/- | -/- |

| 董事姓名 Name of Director | 董事會 Board | 出席／會議次數 Attendance/No. of Meeting(s) | | | 股東大會 General Meetings |
|---|--------------|---|---------------------------------|-------------------------------|--------------------------|
| | | 審計委員會 Audit Committee | 薪酬委員會 Remuneration Committee | 提名委員會 Nomination Committee | |
| 宋家俊先生 ⁽²⁾ Mr. Song Jiajun ⁽²⁾ | 5/6 | -/- | -/- | -/- | 2/2 |
| 呂沛美先生 ⁽³⁾ Mr. Lv Peimei ⁽³⁾ | 2/6 | -/- | -/- | -/- | -/- |
| 陳代平先生 ⁽⁴⁾ Mr. Chen Daiping ⁽⁴⁾ | 1/6 | -/- | -/- | -/- | -/- |
| 張磅先生 Mr. Zhang Bang | 6/6 | 2/2 | -/- | -/- | 2/2 |
| 朱洪超先生 Mr. Zhu Hongchao | 4/6 | -/- | 1/1 | 1/1 | 2/2 |
| 王力群先生 Mr. Wang Liqun | 6/6 | 2/2 | 1/1 | 1/1 | 2/2 |
| 李勁先生 Mr. Li Jin | 6/6 | 2/2 | -/- | -/- | 2/2 |

附註：

- (1) 於2023年3月31日辭任。
(2) 於2023年3月31日獲委任。
(3) 於2023年5月5日辭任。
(4) 於2023年9月4日獲委任。

Notes:

- (1) Resigned on 31 March 2023.
(2) Appointed on 31 March 2023.
(3) Resigned on 5 May 2023.
(4) Appointed on 4 September 2023.

根據《企業管治守則》之守則條文C.2.7，除上述例行董事會會議外，年內，在無其他董事出席會議的情況下，董事會主席亦與獨立非執行董事舉行會議。

In accordance with code provision C.2.7 of the CG Code, apart from the regular board meetings above, the Chairman of the Board also held meetings with the independent non-executive Directors without the presence of other Directors during the year.

企業管治報告 CORPORATE GOVERNANCE REPORT

董事委員會

董事會已成立三個董事委員會，即審計委員會、薪酬委員會及提名委員會，以監察本公司特定範疇的事務。本公司的所有董事委員會均訂有書面職權範圍。董事委員會的職權範圍刊載於本公司網站及聯交所網站並可應要求供股東查閱。

審計委員會

本公司已遵照《上市規則》第3.21條及《企業管治守則》成立審計委員會。審計委員會的主要職責為審閱及監督本集團的財務報告流程及內部控制系統（包括風險管理）、審閱及批准關連交易及向董事會提供建議及意見。審計委員會由三名成員組成，即張磅先生、李勁先生及王力群先生，均為獨立非執行董事。張磅先生為審計委員會主席。

審計委員會主要負責（其中包括）以下事宜：

- 協助董事會審閱本公司的財務資料及報告流程；
- 透過內部審計部門監控及審閱本公司的風險管理及內部控制制度；
- 審閱本公司內部審核職能之成效；
- 審閱審核範圍及委任本公司的外部核數師；及
- 監管內部調查及檢討安排，使本公司僱員可就本公司財務報告、內部控制及其他方面可能發生的不當行為提問。

BOARD COMMITTEES

The Board has established three Board committees, namely the Audit Committee, the Remuneration Committee and the Nomination Committee for overseeing specific aspects of the Company's affairs. All Board committees of the Company are established with defined written terms of reference. The terms of reference of the Board committees are posted on the Company's website and the Stock Exchange's website and are available to Shareholders upon request.

Audit Committee

The Company has established the Audit Committee in compliance with Rule 3.21 of the Listing Rules and the CG Code. The primary duties of the Audit Committee are to review and supervise the financial reporting process and internal controls system (including risk management) of the Group, review and approve connected transactions and provide advice and comments to the board of Directors. The Audit Committee consists of three members, namely Mr. Zhang Bang, Mr. Li Jin, and Mr. Wang Liqun, all independent non-executive Directors. Mr. Zhang Bang is the chairman of the Audit Committee.

The Audit Committee is mainly responsible for, inter alia, the following matters:

- assisting the Board in reviewing the financial information and reporting process of the Company;
- monitoring and reviewing risk management and internal control systems of the Company through the internal audit department;
- reviewing the effectiveness of the internal audit function of the Company;
- reviewing the scope of audit and appointment of external auditor of the Company; and
- supervising internal investigation and reviewing the arrangements to enable employees of the Company to raise concerns about possible improprieties in financial reporting, internal control or other matters of the Company.

審計委員會的職權範圍可於聯交所及本公司網站查閱。

於報告期間，審計委員會召開2次會議，以審閱本公司截至2022年12月31日止年度的全年業績及年度報告以及截至2023年6月30日止六個月的中期業績及中期報告。會上，審計委員會亦審閱有關財務報告、營運及合規事宜、風險管理及內部控制制度及內部審核職能、工作範圍及委任外部核數師、關連交易等重大事宜，並安排僱員就潛在不當行為提問。

審計委員會亦在無執行董事出席會議的情況下，與外部核數召開兩次會議。

薪酬委員會

本公司已遵照《上市規則》第3.25條及《上市規則》附錄C1（前稱附錄十四）所載《企業管治守則》成立薪酬委員會，並訂有其書面職權範圍。薪酬委員會的主要職責是審閱應支付予董事及其他高級管理層的薪酬方案、花紅及其他薪酬並就此向董事會提出建議。薪酬委員會由三名成員組成，即朱洪超先生、程立瀾博士及王力群先生。程立瀾博士為執行董事，而朱洪超先生及王力群先生為獨立非執行董事。朱洪超先生為薪酬委員會主席。

薪酬委員會的職權範圍可於聯交所及本公司網站查閱。

薪酬委員會的主要職能包括：

- 審閱個別執行董事及高級管理層的薪酬待遇，並就此向董事會提供建議；
- 審閱非執行董事的薪酬，並就此向董事會提供建議；
- 審閱本公司有關所有董事及高級管理層薪酬的政策及架構，並就此向董事會提供建議；及
- 建立透明程序以制定有關薪酬政策及架構，確保概無董事或其任何聯繫人參與決策自身的薪酬。

The terms of reference of the Audit Committee are available on the websites of the Stock Exchange and the Company.

During the Reporting Period, the Audit Committee met 2 times to review the Company's annual results and annual report for the year ended 31 December 2022 and the interim results and the interim results and interim report for the six months ended 30 June 2023. During the meeting, the Audit Committee also reviewed the significant issues on the financial reporting, operational and compliance matters, risk management and internal control systems and internal audit function, scope of work and appointment of external auditor, connected transactions and arrangements for employees to raise concerns about possible improprieties.

The Audit Committee also met twice with the external auditors without the presence of the executive Directors.

Remuneration Committee

The Company has established the Remuneration Committee with written terms of reference in compliance with Rule 3.25 of the Listing Rules and the CG Code as set out in Appendix C1 (formerly Appendix 14) to the Listing Rules. The primary duties of the Remuneration Committee are to review and make recommendations to the Board on the terms of remuneration packages, bonuses and other compensation payable to our Directors and other senior management. The Remuneration Committee consists of three members, namely Mr. Zhu Hongchao, Dr. Cheng Li-Lan, and Mr. Wang Liqun. Dr. Cheng Li-Lan is an executive Director, and Mr. Zhu Hongchao and Mr. Wang Liqun are independent non-executive Directors. Mr. Zhu Hongchao is the chairman of the Remuneration Committee.

The terms of reference of the Remuneration Committee are available on the websites of the Stock Exchange and the Company.

The primary functions of the Remuneration Committee include:

- reviewing and making recommendations to the Board on the remuneration packages of individual executive Directors and senior management;
- reviewing and make recommendations to the Board on the remuneration of the non-executive Directors;
- reviewing and make recommendations to the Board on the Company's policy and structure for the remuneration all Directors and senior management; and
- establishing transparent procedures for developing such remuneration policy and structure to ensure that no Director or any of his/her associates will participate in deciding his/her own remuneration.

企業管治報告 CORPORATE GOVERNANCE REPORT

於報告期間，薪酬委員會召開一次會議，以審閱董事及高級管理層的薪酬政策、審閱新任非執行董事於獲委任加入董事會後的薪酬及其他相關事宜並向董事會提出建議。

截至2023年12月31日止年度，已付或應付董事的袍金及其他薪酬詳情載於本年報經審計綜合財務報表附註13。

截至2023年12月31日止年度，高級管理層成員的薪酬範圍載列如下：

During the Reporting Period, the Remuneration Committee met once to review and make recommendation to the Board on the remuneration policy of the Directors and senior management, review the remuneration of the new non-executive Directors upon their appointment to the Board, and other related matters.

Details of the fees and other emoluments paid or payable to the Directors for the year ended 31 December 2023 are set out in note 13 to the audited consolidated financial statements contained in this annual report.

The remuneration of the members of senior management by band for the year ended 31 December 2023 is set out below:

| 薪酬組別 | Remuneration bands | 高級管理層成員人數 Number of members of senior management |
|-------------------------|--------------------------------|---|
| 0港元至1,000,000港元 | HK\$0 to HK\$1,000,000 | 2 |
| 1,000,001港元至2,000,000港元 | HK\$1,000,001 to HK\$2,000,000 | 1 |
| 總計 | Total | 3 |

提名委員會

本公司已遵照《上市規則》附錄C1（前稱附錄十四）所載《企業管治守則》成立提名委員會，並訂有其書面職權範圍。提名委員會的主要職責是就董事的委任及董事會繼任管理向董事會提出建議。提名委員會由三名成員組成，即周忻先生、王力群先生及朱洪超先生。周忻先生為執行董事，而王力群先生及朱洪超先生為獨立非執行董事。周忻先生為提名委員會主席。

提名委員會的主要職責包括：

- 檢討董事會架構、規模及組成；
- 開發及制定提名及委任董事的相關程序；
- 就董事之委任及繼任計劃向董事會提供建議；及
- 評估獨立非執行董事的獨立性。

Nomination Committee

The Company has established the Nomination Committee with written terms of reference in compliance with the CG Code in Appendix C1 (formerly Appendix 14) to the Listing Rules. The primary duties of the Nomination Committee are to make recommendations to our Board on the appointment of Directors and management of Board succession. The Nomination Committee consists of three members, namely Mr. Zhou Xin, Mr. Wang Liqun, and Mr. Zhu Hongchao. Mr. Zhou Xin is an executive Director, and Mr. Wang Liqun and Mr. Zhu Hongchao are independent non-executive Directors. Mr. Zhou Xin is the chairman of the Nomination Committee.

The principal duties of the Nomination Committee include:

- reviewing the structure, size and composition of the Board;
- developing and formulating relevant procedures for the nomination and appointment of Directors;
- making recommendations to the Board on the appointment and succession planning of Directors; and
- assessing the independence of independent non-executive Directors.

於報告期間，提名委員會召開一次會議，以(i)審閱董事會的架構、規模及組成以及獨立非執行董事的獨立性；(ii)考慮在應屆股東週年大會參與重選的退任董事的資格；及(iii)審閱有關新任非執行董事獲委任加入董事會的資格。

董事會多元化政策及確保獨立觀點和意見的機制

於2018年7月4日，本公司已採納董事會多元化政策（「**多元化政策**」），當中規定實現董事會多元化的方式。本公司明白並深信董事會成員多元化對提升其表現質素裨益良多。根據多元化政策，本公司藉考慮多項因素，包括但不限於性別、年齡、教育背景、種族劃分、專業（包括地區及行業）經驗、技能、知識及服務任期（「**多元化範疇**」），尋求實現董事會多元化。

物色及提名接受委任的董事候選人時，董事會將會考慮多元化範疇及提名委員會認為適當的任何其他因素。最終將依據經甄選候選人的長處及預期可為董事會作出的貢獻而作出決定。

董事會可不時採納及／或修訂有關多元化範疇（如適用）及／或對本公司業務及董事會繼任計劃（如適用）屬適當的衡量目標。

本公司確信董事會具備獨立性是良好企業管治的重要元素。本公司設有有效的機制，包括但不限於董事及委員會成員可按需要就本公司的事宜尋求獨立專業意見，而該等相關費用由本公司承擔，以確保董事會能獲取獨立意見。該等機制每年經董事會檢討，以確保董事會之高度獨立性。

提名委員會將定期審閱多元化政策以確保其成效並適時向董事會作出建議修訂以供審議及批准。

During the Reporting Period, the Nomination Committee met once to (i) review the structure, size and composition of the Board and the independence of the independent non-executive Directors; (ii) consider the qualifications of the retiring directors standing for re-election at the forthcoming annual general meeting; and (iii) review the qualifications of the new non-executive Directors in relation to their appointment to the Board.

Board Diversity Policy and Mechanisms for Independent View and Input

On 4 July 2018, the Company has adopted a board diversity policy (the “**Diversity Policy**”) which sets out the approach to achieve diversity of the Board. The Company recognizes and embraces the benefits of having a diverse Board to enhance the quality of its performance. Pursuant to the Diversity Policy, the Company seeks to achieve Board diversity through the consideration of a number of aspects, including, but not limited to, gender, age, educational background, ethnicity, professional (including regional and industry) experience, skills, knowledge and length of service (the “**Diversity Perspectives**”).

In identifying and nominating candidates for appointment, the Board will have regard to the Diversity Perspectives and any other factors considered appropriate by the Nomination Committee. The ultimate decision will be based on merit and expected contribution that the selected candidate(s) will bring to the Board.

The Board may adopt and/or amend from time to time (as applicable) such Diversity Perspectives and/or measurable objectives that are appropriate to the Company’s business and Board succession planning, as applicable.

The Company recognises that independence of the Board is a key element of good corporate governance. The Company has established effective mechanisms, including but not limited to entitling the Directors and Committee members to seek independent professional advice on matters relating to the Company where appropriate at the Company’s expense, to ensure independent views and input are available to the Board. These mechanisms in place are subject to annual review by the Board that underpins a strong independent Board.

The Nomination Committee will review the Diversity Policy periodically to ensure its effectiveness and will recommend revisions to the Board for consideration and approval as appropriate.

企業管治報告

CORPORATE GOVERNANCE REPORT

於最後實際可行日期，本公司共有12名董事，涵蓋不同性別及各個年齡段，組成了教育背景及專業經驗的多元化組合。提名委員會已檢討董事會多元化政策並認為董事會成員在技能、經驗及觀點方面已達致適當平衡。本公司將繼續維持董事會目前的性別多元化，而提名委員會在甄選及推薦合適的董事會成員候選人時將積極考慮增加女性成員的比例。

性別多元化

本公司員工（包括高級管理層）比例大部份為女性。截至2023年12月31日，在本公司的3,158名員工中，男性約佔42.91%，女性約佔57.09%。本公司認為當前的性別多元化令人滿意，為維持員工層面的性別多元化，本公司歡迎任何性別人士加入，並承諾於招聘、培訓及發展、工作晉升及薪酬福利等方面為所有性別的員工提供平等機會。本公司將繼續保證在招聘中高級員工時秉持性別多元化原則，以便適時為董事會提供女性高級管理層及潛在繼任者，從而確保董事會的性別多元化。

董事提名政策

根據經修訂《企業管治守則》，本公司已於2018年12月31日採納董事提名政策以選舉董事（「**董事提名政策**」）。有關政策訂明提名及委任董事的準則及程序，並確保董事會將維持切合本公司所需的技能、經驗及多元化範疇的平衡。董事會相信明確的甄選程序有益於企業管治，確保董事會的持續性及董事會層面的適當領導，進而提升董事會的效率及多元化。

根據董事提名政策：

- (i) 董事會已將甄選及委任董事的職責及權利授予提名委員會；

As at the Latest Practicable Date, the Company had a total of 12 Directors, covering different genders and a broad age distribution. There is a diverse mix of educational background and professional experience. The Nomination Committee has reviewed the Diversity Policy and considers that there is appropriate balance among the Board members in terms of skills, experience and perspectives. The Company will continue to maintain the current gender diversity on the Board and the Nomination Committee will pro-actively consider the increase in the proportion of female members when selecting and making recommendations on suitable candidates for Board membership.

Gender Diversity

The Company's employees (including senior management) consist of a majority of female. As at 31 December 2023, out of the Company's 3,158 employees, approximately 42.91% were men and 57.09% were women. The Company considers the current gender diversity to be satisfactory and in order to maintain gender diversity at the employee level, the Company welcomes people of any gender to join, and promises to provide equal opportunities to employees of all genders in terms of recruitment, training and development, opportunities for advancement, remuneration and benefits. The Company will continue to ensure that there is gender diversity when recruiting staff at mid to senior level so that we will have a pipeline of female senior management and potential successors to our Board in due time to ensure gender diversity of the Board.

Director Nomination Policy

In accordance with the CG Code, the Company has adopted a director nomination policy for election of directors (the "**Director Nomination Policy**") on 31 December 2018. Such policy sets out the criteria and procedure in the nomination and appointment of Directors, and ensures that the Board will maintain a balance of skills, experience and diversity of perspectives appropriate to the Company. The Board believes that the defined selection process is good for corporate governance in ensuring the Board continuity and appropriate leadership at Board level, and enhancing Board effectiveness and diversity.

According to the Director Nomination Policy:

- (i) the Board has delegated its responsibilities and authority for selection and appointment of Directors to the Nomination Committee;

(ii) 提名委員會應物色、考慮及向董事會推薦合適人選，以就於股東大會上選舉董事考慮及向股東作出推薦建議，填補臨時空缺或增加董事會人數；

(iii) 於評估建議候選人是否合適及對董事會的潛在貢獻時，提名委員會可於各方面參考若干甄選標準，如性格、品德、專業資格及技能、有關在任期間的承擔以及多元化因素等；及

(iv) 提名委員會應就委任或續任董事及董事繼任計劃向董事會作出推薦建議。

(ii) the Nomination Committee shall identify, consider and recommend suitable individuals to the Board to consider and to make recommendations to the Shareholders for election of Directors at a general meeting either to fill a casual vacancy or as an addition to the Board;

(iii) in assessing the suitability and the potential contribution to the Board of a proposed candidate, the Nomination Committee may make reference to certain selection criteria, such as character, integrity, professional qualifications and skills, commitment in respect of available time, and diversity in all aspects; and

(iv) the Nomination Committee shall make recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors.

企業管治職能

董事會負責履行《企業管治守則》之守則條文A.2.1所載之職能。

董事會將審閱本公司的企業管治政策及慣例、董事及高級管理層的培訓及持續專業發展、本公司在遵守法律及監管規定方面的政策及慣例，以及本公司對《企業管治守則》及本企業管治報告中所作披露的遵守情況。

Corporate Governance Functions

The Board is responsible for performing the functions set out in the code provision A.2.1 of the CG Code.

The Board would review the Company's corporate governance policies and practices, training and continuous professional development of the directors and the senior management, the Company's policies and practices on compliance with legal and regulatory requirements, and the Company's compliance with the CG Code and disclosure in this Corporate Governance Report.

股息政策

根據《企業管治守則》之守則條文F.1.1，本公司於2019年3月27日採納股息政策（「股息政策」），其中概述本公司擬定就宣派、派付或分派其純利作為股東股息時所採用的原則及方針。根據股息政策：

(i) 本公司並無任何預定股息支付比率，及董事會擁有絕對酌情權向股東宣派及分派股息，惟受限於組織章程細則及所有適用法律及法規以及董事會於評估宣派及派付股息時所考慮的若干因素，如財務業績、現金流量狀況、業務狀況及策略、未來營運及盈利、資本需求及支出計劃以及派付股息時的限制條件；

DIVIDEND POLICY

In accordance with code provision F.1.1 of the CG Code, the Company adopted a dividend policy (the "Dividend Policy") on 27 March 2019, which outlines the principles and guidelines that the Company intends to apply in relation to the declaration, payment or distribution of its net profits as dividends to the Shareholders. According to the Dividend Policy:

(i) the Company does not have any pre-determined dividend payout ratio, and the Board has absolute discretion to declare and distribute dividends to the Shareholders subject to the Articles of Association and all applicable laws and regulations and certain factors which the Board shall take into account in assessing the declaration and payment of dividends, such as financial results, cash flows situation, business conditions and strategies, future operations and earnings, capital requirements and expenditure plans, and restrictions on the payment of dividend;

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(ii) 本公司派付股息的能力很大程度上取決於自其附屬公司收取的現金供款(即股息)。該等附屬公司向本公司派付股息及作出其他付款的能力將同樣受其章程文件的規定、其成立的司法權區的相關法律及法規以及其他適用法律及法規所限；及

(iii) 股息(倘宣派)可以現金或股份派付。

董事有關綜合財務報表之責任

董事確認其負有編製本公司報告期間的綜合財務報表之責任。

除本年報及綜合財務報表所披露者外，董事並不知悉有任何重大不明朗事件或情況可能導致對本公司之持續經營能力產生重大疑慮。

有關本公司獨立核數師中匯安達會計師事務所有限公司對其綜合財務報表申報責任的聲明載於本年報第151頁至第153頁的獨立核數師報告。

風險管理及內部控制

董事會知悉其對風險管理及內部控制制度之責任並審閱其是否有效。有關系統旨在管理而非消除阻礙達致業務目標的風險，並僅可就重大錯誤陳述或損失提供合理但並非絕對之保證。

董事會全面負責評估及釐定本公司為達成策略目標所願承擔的風險性質及程度，並建立及維持合適有效的風險管理及內部監控系統。董事會直接亦或透過審計委員會及高級管理層監督風險管理職能，且至少每年審閱一次風險管理及內部控制制度的成效。

(ii) the Company's ability to pay dividends depends substantially on the receipt of cash contributions (i.e. dividends) from its subsidiaries. The ability of these subsidiaries to pay dividends and make other payments to the Company will likewise be restricted by the requirements in their constitutional documents and the relevant laws and regulations of the jurisdiction to which they are formed and other applicable laws and regulations; and

(iii) dividends, if declared, may be paid in cash or by shares.

DIRECTORS' RESPONSIBILITY IN RESPECT OF THE CONSOLIDATED FINANCIAL STATEMENTS

The Directors acknowledge their responsibility for preparing the consolidated financial statements of the Company during the Reporting Period.

Save as disclosed in this annual report and the consolidated financial statements, the Directors are not aware of any material uncertainties relating to events or conditions that may cast significant doubt upon the Company's ability to continue as a going concern.

The statement of the independent auditor of the Company, Zhonghui Anda CPA Limited, about their reporting responsibilities on the consolidated financial statements is set out in the Independent Auditor's Report on pages 151 to 153 of this annual report.

RISK MANAGEMENT AND INTERNAL CONTROL

The Board acknowledges its responsibility for the risk management and internal control systems and reviewing their effectiveness. 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.

The Board has the overall responsibility for evaluating and determining the nature and extent of the risks it is willing to take in achieving the Company's strategic objectives, and establishing and maintaining appropriate and effective risk management and internal control systems. The Board oversees risk management functions directly and also through the Audit Committee and the senior management, and will assess the effectiveness of the risk management and internal control systems at least once a year.

高級管理層負責整體執行董事會釐定的風險管理及內部控制計劃及政策，管理與本公司所有業務營運有關的風險。高級管理層識別及評估本公司面臨的任何重大風險並採取應對措施，亦每季度審閱風險評估報告並每半年向董事會報告。

審計委員會協助董事會領導管理層及透過內部審計部門監控及監督風險管理及內部控制制度，適時向董事會報告及提出建議。

內部審計部門在審計委員會的監督下監管風險管理及內部控制制度，並就風險管理及內部控制制度的有效性與完整性進行獨立審計。內部審計部門識別任何重大風險，並提出改進及整改計劃及措施的建議以及就所發現的問題進行後續審計，確保按計劃妥善執行補救措施。內部審計部門獨立於本公司業務中心及部門運作，每季度直接向審計委員會上報審核結果及跟進情況。

內部審計部門主要職責如下：

1. 按照業務運營及發展的要求及目標，本公司將構建並完善本集團的合規內部控制制度，防止未經授權而挪用本集團的資產；
2. 根據公司戰略及目標，本公司將擬定合規審查總體計劃，並經考慮各運營板塊及管理；
3. 按季度／年度，以聯合審查或獨立審查的方式，現場查驗貫穿業務各節點，各相關控制的執行情況，包括但不限於資金預算、合約審批及流程審批等。本公司將辨識潛在風險及已發現的控制缺陷，給出核查結果與整改建議；及

The senior management is responsible for the overall implementation of risk management and internal control plans and policies determined by the Board and managing the risks in connection with all of the Company's business operations. The senior management identifies, assess and take measures against any significant risks that the Company is facing, and reviews the risk assessment report on a quarterly basis and reports to the Board on a semi-annual basis.

The Audit Committee assists the Board in leading the management and monitoring and overseeing the risk management and internal control systems through the internal audit department, and reporting and making recommendations to the Board where appropriate.

The internal audit department oversees the risk management and internal control systems under the supervision of the Audit Committee by performing independent audit on the effectiveness and completeness of the risk management and internal control systems. It identifies any material risks and makes recommendations on the improvement and rectification plans and measures and conducts follow-up audits with regard to the identified issues to ensure the planned remedial measures that have been duly implemented. The internal audit department operates independently from the Company's business centers and departments and directly reports the audit findings and follow-up status to the Audit Committee on a quarterly basis.

The main responsibilities of the internal audit department are set out below:

1. In accordance with the requirements and targets of the business operation and development, the Company will establish and improve its compliance and internal control systems of the Group to prevent unauthorized appropriation of assets of the Group;
2. In line with the corporate strategy and objectives, the Company will prepare a general scheme for compliance review, and identify specific review scope and procedures by taking into consideration various operation segment and management models;
3. On a quarterly/annual basis, the review will be carried out either jointly or severally, and on-site inspection will be implemented through all business processes for the purposes of exercising related control, including but not limited to fund budget, contract approval, and procedural review. The Company will identify potential risks and control deficiency that has been found, and produce audit findings and rectification recommendations; and

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4. 編製季度財務報表，向管理層提供及時可靠的財務資料，並與本公司預算進行差異的分析及核對。

管理層已向董事會及審計委員會確認截至2023年12月31日止年度的風險管理及內部控制制度的成效。

董事會於審計委員會及管理層報告以及內部審計部門的內部審計結果的支援下，審閱截至2023年12月31日止年度的風險管理及內部控制制度，包括財務、營運及合規監控，並認為該等制度屬有效及充分。年度審核亦涵蓋財務報告及內部審計職能以及員工資格、經驗及相關資源。

董事會負責處理及發佈內幕消息。為確保市場及利益相關者及時全面獲知本公司業務的重大發展，董事會已採納有關進行適當的資訊披露程序的內幕消息披露政策，以確保內幕消息不會傳達至任何外部人士。

實施有關安排旨在促進本公司僱員可就本公司財務報告、內部控制及其他方面可能存在的的天不之處秘密提問。

核數師薪酬

本公司就於截至2023年12月31日止年度開展的審計服務及非審計服務應付予本公司外聘核數師中匯安達會計師事務所有限公司的薪酬明細載列如下：

4. The management will be provided reliable financial information on a timely basis for the purposes of preparing quarterly financial statements so as to analyze and verify the differences of the budgets by the Company.

The management has confirmed to the Board and the Audit Committee on the effectiveness of the risk management and internal control systems for the year ended 31 December 2023.

The Board, as supported by the Audit Committee as well as the management report and the internal audit findings by the internal audit department, reviewed the risk management and internal control systems, including the financial, operational and compliance controls, for the year ended 31 December 2023, and considered that such systems are effective and adequate. The annual review also covered the financial reporting and internal audit function and staff qualifications, experiences and relevant resources.

The Board is responsible for the handling and dissemination of inside information. In order to ensure the market and stakeholders are timely and fully informed about the material developments in the Company's business, the Board has adopted the inside information Disclosure Policy regarding the procedures of proper information disclosure. As such, the inside information will not be passed on to any external party.

Arrangements are in place to facilitate employees of the Company to raise, in confidence, concerns about possible improprieties in financial reporting, internal control or other matters of the Company.

AUDITOR'S REMUNERATION

A breakdown of the remuneration payable to the external Auditor of the Company, Zhonghui Anda CPA Limited, in respect of the audit services and the non-audit services for the year ended 31 December 2023 is set out below:

| 服務類型 | Service Category | 服務類型已付／ 應付費用 Fees Paid/ Payable 人民幣千元 RMB'000 |
|--|--|--|
| 審計服務 | Audit Services | 4,000 |
| 非審計服務(中期審查、持續 關連交易以及有關非常重大 出售事項及供股通函的工作) | Non-audit Services (Interim Review, CCT and works on very substantial disposals and rights issue circulars) | 4,730 |
| | | 8,730 |

公司秘書

鄭程傑先生，為方圓企業服務集團(香港)有限公司(一家專門從事企業服務的專業服務提供商)之副總監，於企業秘書服務範疇擁有逾11年經驗。彼為香港公司治理公會及英國特許公司治理公會之會員。此外，彼持有澳洲昆士蘭大學商學士(金融)學位及香港大學法學碩士(中國法)學位。

鄭程傑先生於本公司的主要聯絡人為本公司的執行董事兼首席財務官程立瀾博士。

於截至2023年12月31日止年度，鄭程傑先生已遵守《上市規則》第3.29條且參與不少於15小時的相關專業培訓。

章程文件變更

於2023年6月30日，本公司對本公司現有經修訂及重列組織章程大綱及組織章程細則(「**組織章程大綱及細則**」)作出若干修訂，以及採納本公司第二次經修訂及重列組織章程大綱及細則，以使組織章程大綱及細則符合《上市規則》附錄A1(前稱附錄三)所載核心股東保障規定。有關進一步詳情，請參閱本公司日期為2023年5月17日的通函。

組織章程大綱及細則的最新版本現可於本公司及聯交所網站查閱。

股東權利

為保障股東的利益及權利，股東大會上將就各項大致獨立的議題各自提呈決議案，包括個別董事的推選。所有於股東大會提呈的決議案將根據《上市規則》以按股數投票方式表決，表決結果將於每屆股東大會後在本公司及聯交所網站刊載。

COMPANY SECRETARY

Mr. Cheng Ching Kit (鄭程傑) is an assistant vice president of SWCS Corporate Services Group (Hong Kong) Limited, a professional services provider specialising in corporate services, and has over 11 years of experience in corporate secretarial field. He is an associate member of both The Hong Kong Chartered Governance Institute and The Chartered Governance Institute in the United Kingdom. In addition, he holds a Bachelor of Commerce degree in finance from the University of Queensland, Australia and a Master of Laws degree in Chinese law from the University of Hong Kong.

Mr. Cheng Ching Kit's primary corporate contact person at the Company is Dr. Cheng Li-Lan, who is an executive director and the chief financial officer of the Company.

During the year ended 31 December 2023, Mr. Cheng Ching Kit had complied with Rule 3.29 of the Listing Rules and taken no less than 15 hours of relevant professional training.

CHANGES IN CONSTITUTIONAL DOCUMENTS

On 30 June 2023, the Company made certain amendments to the existing amended and restated memorandum of association and articles of association ("**M&AA**") of the Company and adopted the second amended and restated M&AA of the Company, to bring the M&AA to comply with the core shareholders' protection requirements as set out in Appendix A1 (formerly Appendix 3) to the Listing Rules. For further details, please refer to the circular of the Company dated 17 May 2023.

A latest version of the M&AA is available on the websites of the Company and the Stock Exchange.

SHAREHOLDERS' RIGHTS

To safeguard Shareholders' interests and rights, a separate resolution is proposed for each substantially separate issue at general meetings, including the election of individual Directors. All resolutions put forward at general meetings will be voted on by poll pursuant to the Listing Rules and poll results will be posted on the websites of the Company and of the Stock Exchange after each general meeting.

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股東召開股東特別大會

根據組織章程細則第12.3條，股東大會可應本公司任何一名或多名股東之書面要求召開，惟彼等須將列明大會議題及會議議程中新增決議且經請求人簽署之書面要求送交本公司於香港之主要營業地點或（倘若本公司不再有該主要營業地點）註冊辦事處，惟該等請求人於送交要求之日須持有本公司當日附帶本公司股東大會投票權不少於十分之一之已發行股份的投票權（按每股一票基準）。

股東大會亦可應本公司任何一名股東（彼為一間認可結算所（或其代名人））之書面要求召開，惟彼須將列明大會議題及會議議程中新增決議且經該請求人簽署之書面要求送交本公司於香港之主要營業地點或（倘若本公司不再有該主要營業地點）註冊辦事處，惟該請求人於送交要求之日須持有本公司當日附帶本公司股東大會投票權不少於十分之一之已發行股份的投票權（按每股一票基準）。

倘董事會並未於送交要求之日起計21日內正式召開須於其後21日內舉行之大會，則請求人本人或擁所有請求人全部投票權二分之一以上之任何請求人可盡可能按接近董事會召開大會之相同方式召開股東大會，惟按上述方式召開之任何大會不得於送交要求當日起計三個月屆滿後召開，而所有因董事會未有召開大會致使請求人產生之合理開支，須由本公司向彼等償付。

於股東大會上提呈議案

擬於股東大會上提呈議案的股東可參照前段所述遞呈書面要求以要求召開本公司股東特別大會。

有關股東提名本公司候選董事的詳細程序已刊載於本公司網站。

Convening an Extraordinary General Meeting by Shareholders

Pursuant to Article 12.3 of the Articles of Association, general meetings shall be convened on the written requisition of any one or more members deposited at the principal office of the Company in Hong Kong or, in the event the Company ceases to have such a principal office, the registered office specifying the objects of the meeting and the resolutions to be added to the meeting agenda and signed by the requisitionists, provided that such requisitionists held as at the date of deposit of the requisition not less than one-tenth of the voting rights, on a one vote per share basis, of the issued shares of the Company which as that date carries the right of voting at general meetings of the Company.

General meetings may also be convened on the written requisition of any one member which is a recognized clearing house (or its nominee(s)) deposited at the principal office of the Company in Hong Kong or, in the event the Company ceases to have such a principal office, the registered office specifying the objects of the meeting and the resolutions to be added to the meeting agenda, and signed by the requisitionist, provided that such requisitionist held as at the date of deposit of the requisition not less than one-tenth of the voting rights, on a one vote per share basis, of the issued shares of the Company which carries the right of voting at general meetings of the Company.

If the Board does not within 21 days from the date of deposit of the requisition proceed duly to convene the meeting to be held within a further 21 days, the requisitionist(s) themselves or any of them representing more than one-half of the total voting rights of all of them, may convene the general meeting in the same manner, as nearly as possible, as that in which meetings may be convened by the Board provided that any meeting so convened shall not be held after the expiration of three months from the date of deposit of the requisition, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to them by the Company.

Putting Forward Proposals at General Meetings

Shareholders who wish to put forward proposals at general meetings may refer to the preceding paragraph to make a written requisition to require the convening of an extraordinary general meeting of the Company.

Detailed procedures for Shareholders to propose a person for election as a director of the Company are published on the Company's website.

向董事會作出查詢

關於向董事會作出任何查詢，股東可將書面查詢發送至本公司。本公司一般不會處理口頭或匿名的查詢。

聯絡詳情

股東可通過以下方式發送上文所述之查詢或要求：

地址： 中國上海市
靜安區
廣延路383號
引力樓11樓
郵政編碼：200072
(請董事會垂注)

電子郵件： ir@ehousechina.com

為免生疑，股東須寄發正式簽署之書面要求、通知或聲明或查詢(視乎情況而定)之正本到上述地址，並提供其全名、聯絡詳情及身份，方算有效。股東資料可能根據法律規定而予以披露。

與股東溝通及投資者關係

為促進有效的溝通，本公司已制定股東通訊政策，其中列明多項方法，以確保與股東進行有效及高效的溝通，包括但不限於我們回應股東查詢、企業通訊(中英文)的發佈、在本公司網站發佈有關資料、股東大會及投資市場通訊，以確保妥善處理股東的查詢及意見。

本公司根據《上市規則》以及相關法律及法規披露資料及定期向公眾刊發報告及公告。本公司主要注重確保資料披露及時、公平、準確、真實及完整，以便股東、投資者及公眾作出合理知情決定。

Putting Forward Enquiries to the Board

For putting forward any enquiries to the Board, Shareholders may send written enquiries to the Company. The Company will not normally deal with verbal or anonymous enquiries.

Contact Details

Shareholders may send their enquiries or requests as mentioned above to the following:

Address : 11/F, Yinli Building
383 Guangyan Road,
Jing'an District
Shanghai 200072, China
(For the attention of the Board of Directors)

Email : ir@ehousechina.com

For the avoidance of doubt, Shareholder(s) must deposit and send the original duly signed written requisition, notice or statement, or enquiry (as the case may be) to the above address and provide their full name, contact details and identification in order to give effect thereto. The information of the Shareholder(s) may be disclosed as required by law.

COMMUNICATION WITH SHAREHOLDERS AND INVESTOR RELATIONS

To promote effective communication, the Company adopts a shareholders' communication policy, which sets out a number of ways to ensure effective and efficient communication with shareholders is achieved, including but not limited to our responses to shareholders' enquiries, publication of corporate communications (in both English and Chinese), posting of relevant information on the Company's website, shareholders' meetings and investment market communications, to ensure that shareholders' enquiries and view are appropriately addressed.

The Company discloses information and publishes periodic reports and announcements to the public in accordance with the Listing Rules, the relevant laws and regulations. The primary focus of the Company 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.

企業管治報告 CORPORATE GOVERNANCE REPORT

經審閱股東通訊政策的實施及有效性，包括於股東週年大會及其他股東大會上採取的步驟及處理所接獲的股東查詢（如有）後，董事會認為，於截至2023年12月31日止年度，本集團的股東通訊政策仍屬有效。

與持續經營有關的重大不確定因素

本公司核數師已於報告期間的綜合財務報表中提出多項與可能導致對本公司持續經營能力產生重大疑慮的事項或情況有關的重大不確定因素。自2022年起，中國房地產行業歷經了前所未有的挑戰及動蕩。本集團大部分客戶出現銷售額驟跌，流動資金嚴重受挫，導致彼等背負外債。以上種種導致本集團的收益及現金狀況大幅減少。此等態勢表明存在重大不確定性，可能會令本集團的持續經營能力嚴重成疑。董事會管理層已審閱不發表意見，認為屬合理。審計委員會亦已審閱不發表意見，與管理層及董事會的立場一致。本公司核數師認為，倘本公司的財務狀況無重大變動且本集團能夠達成及實施本公司的計劃，改善本集團的財務狀況以及提供流動資金及現金流量，則預期不發表意見可自本公司截至2024年12月31日止年度的財務報表中移除。進一步詳情載於本年報董事會報告及綜合財務報表附註2。

After reviewing the implementation and effectiveness of the shareholders' communication policy including steps taken at the annual general meeting and other general meetings, and the handling of shareholders' queries received (if any), the Board is of the view that, during the year ended 31 December 2023, the shareholders' communication policy remained effective.

MATERIAL UNCERTAINTY RELATING TO GOING CONCERN

The auditors of the Company have set out in the consolidated financial statements for the Reporting Period multiple material uncertainties relating to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. Since 2022, China's real estate industry experienced unprecedented challenge and turmoil. The majority of clients of the Group faced sharply decreased sales and serious liquidity constraints and many of them defaulted on their external liabilities. This led to a substantial decline in the Group's revenues and cash position. These conditions indicate the existence of a material uncertainty which may cast significant doubt on the Group's ability to continue as a going concern. The management and Board has viewed the disclaimer of opinion and considered it to be reasonable. The audit committee has also reviewed and agreed with the management and Board's position. The Company's auditors consider that if there is no material change in the Company's financial status and on the basis that the Group successfully completes and implements the Company's plan to improve the Group's financial position, and to provide liquidity and cash flows, the disclaimer of opinion is expected to be removed from the Company's financial statements for the year ending 31 December 2024. Further details are set out in the Report of the Directors in this annual report and Note 2 of the consolidated financial statements.

環境、社會及管治報告

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

關於本報告

編寫標準

本《環境、社會及管治報告》(以下簡稱「ESG報告」或「本報告」)的編寫參照了香港聯合交易所有限公司(簡稱「聯交所」)刊發的《上市規則》附錄C2(前稱附錄二十七)之《環境、社會及管治報告指引》。

時間範圍

本報告描述2023年1月1日至2023年12月31日有關易居(中國)企業控股有限公司的環境、社會及管治方法和表現。

組織範圍

除非另有說明，否則本報告涵蓋易居(中國)企業控股有限公司(以下簡稱「本公司」、「易居」或「我們」)在(i)一手房代理業務；(ii)房地產經紀網絡服務業務；(iii)房地產數據及諮詢服務；及(iv)數字營銷服務四大板塊業務。

數據來源

本報告是易居(中國)企業控股有限公司所開展環境、社會及管治活動的真實反映。本報告採納正式文件和統計報告的資料及數據。數據未經易居(中國)企業控股有限公司的獨立核數師審核。

ABOUT THIS REPORT

Preparation Standard

This *Environmental, Social and Governance Report* (hereinafter referred to as “ESG Report” or “this Report”) has been prepared in accordance with the Environmental, Social and Governance Reporting Guide in Appendix C2 (formerly Appendix 27) of the Listing Rules issued by the Stock Exchange of Hong Kong Limited (hereinafter referred to as the “Stock Exchange”).

Reporting Period

This Report describes the ESG approach and performance of E-House (China) Enterprise Holdings Limited from 1 January 2023 to 31 December 2023.

Reporting Scope

Unless otherwise indicated, this Report covers the four main business operations of E-House (China) Enterprise Holdings Limited (hereinafter referred to as the “Company”, “E-House”, “we” or “us”) being (i) real estate agency services in the primary market; (ii) real estate brokerage network services; (iii) real estate data and consulting services; and (iv) digital marketing services.

Data Sources

This Report accurately reflects the ESG activities carried out by E-House (China) Enterprise Holdings Limited. This Report adopts the information and data in the official documents and statistics reports. The data have not been audited by the independent auditor of E-House (China) Enterprise Holdings Limited.

環境、社會及管治報告

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

披露事項

本報告在內容選擇方面遵循了《環境、社會及管治報告指引》關於ESG報告編製的重要性原則，以確定ESG報告所披露的內容既是易居(中國)企業控股有限公司戰略發展的重點，又能充分反映易居(中國)企業控股有限公司的主要權益者(投資者、政府／監管機構、員工、客戶、供應商、社區等)的關注。

獲取方式

本報告可以從易居(中國)企業控股有限公司網站(www.ehousechina.com)或聯交所網站(www.hkexnews.hk)下載。

社會責任管理

本公司致力於實現經濟、社會及環境的可持續發展，在市場服務、員工發展、社會公益、及低碳運營方面不斷優化管理，積極與各權益者溝通，認真做好企業公民，贏得社會尊重。

Disclosures

This Report discloses information which is in compliance with the materiality principle for the preparation of the ESG Report in the *ESG Reporting Guide* to ensure the content disclosed can reflect both the strategic priorities of E-House (China) Enterprise Holdings Limited and the concerns of key stakeholders of E-House (China) Enterprise Holdings Limited (investors, government/regulatory authorities, employees, customers, suppliers and communities, etc.).

Way of Access

This Report is available for download at the website of E-House (China) Enterprise Holdings Limited (www.ehousechina.com) or the website of the Stock Exchange (www.hkexnews.hk).

SOCIAL RESPONSIBILITY MANAGEMENT

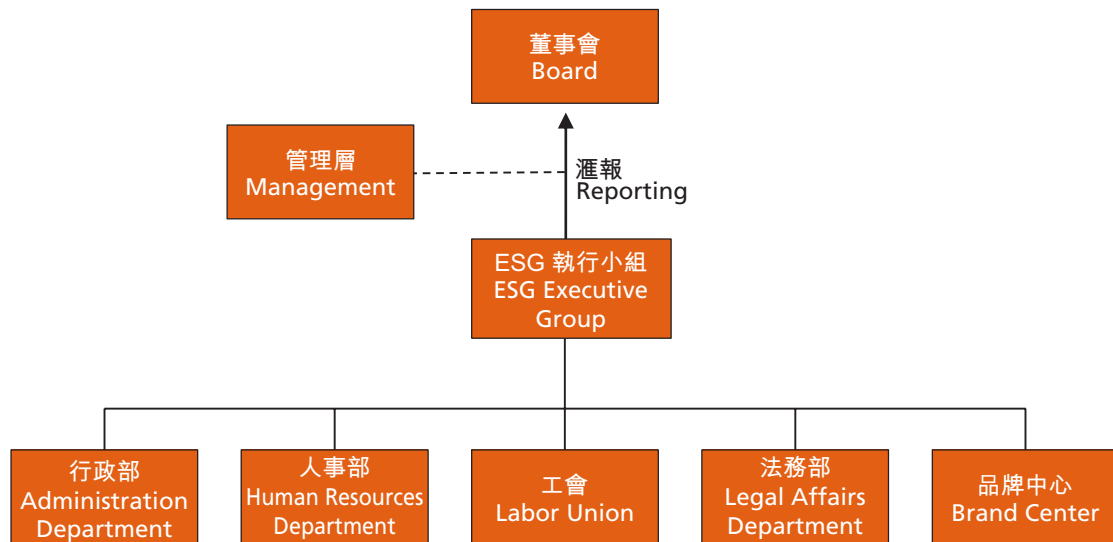
The Company is committed to achieving sustainable development in respect of economic, social and environmental aspects, continuously optimizing management in terms of market services, employee development, social public welfare and low carbon operation, actively communicating with each stakeholder, and earnestly being a corporate citizen so as to earn social respect.

管理方法

本公司設立由決策層、管理層及執行層組成的ESG管治架構，全方面管理公司ESG相關事宜。董事會是ESG管理的最高決策機構，總體負責ESG相關事宜的管理與決策；管理層設定公司ESG管理目標，並組織執行ESG相關事宜；公司各部門與各分支機構組成ESG管治架構的執行層，負責公司ESG相關事宜的具體實施，配合管理層完成ESG相關工作任務。本公司將ESG目標融入各部門與各分支機構的工作計劃和運營環節中，評估潛在風險，有效整合資源，保障應對措施的有序推進，切實推動ESG各項具體工作的落實和提升。

Management Approach

The Company has established an ESG governance structure consisting of the decision-making level, management level and execution level to manage the Company's ESG-related matters in all aspects. The Board is the highest decision-making body for ESG management and is generally responsible for the management and decision making of ESG-related matters. The management sets the Company's ESG management objectives and organizes the implementation of ESG-related matters. Each department and branch of the Company forms the execution level of the ESG governance structure, which is responsible for the specific implementation of the Company's ESG related matters, cooperates with the management to complete ESG related tasks. The Company has integrated ESG goals into the work plan and as part of the operation of each department and branch of the Company, assessed potential risks, and effectively integrate resources, thus ensuring the responding measures to be conducted in an orderly way and effectively promoting the implementation and improvement of specific tasks of ESG.



環境、社會及管治報告

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權益者參與

我們重視權益者的期望和意見，信任是我們和權益者保持良好及長遠關係的基石。我們持續完善與各權益者的溝通機制，充分考慮各權益者包括投資者、政府／監管機構、員工、客戶、供應商、社區等的訴求，共同謀求可持續發展之道。

本報告向權益者提供了其在環境、社會及管治方面的活動和表現的最新信息，傳達其為權益者創造最優價值的意願。

Stakeholder Engagement

We value the expectations and opinions of our stakeholders. Trust is the cornerstone for us to maintain a good and long-term relationship with stakeholders. We continue to improve the communication mechanism with each stakeholder, and fully consider the demands of each stakeholder, including investors, government/regulatory authorities, employees, customers, suppliers, and communities in order to jointly seek for sustainable development.

This Report provides our stakeholders with the latest information about the Company's activities and performance in ESG aspects, conveying the Company's willingness to create the best value for its stakeholders.

| 權益者 Stakeholders | 對本公司期望 Expectations on the Company | 反饋方法 Channels of feedback |
|---|--|---|
| 投資者 Investors | 保障股東權利及權益 Protection of shareholders' rights and interests | 股東大會 General meetings |
| | 及時準確披露相關信息 Timely and accurate disclosure of relevant information | 財務報告 Financial reports |
| | 完善公司治理 Improvement of corporate governance | 投資者報告 Investor reports |
| | 合規經營 Compliance operation | 公司新聞 Company news |
| 政府／監管機構 Government/Regulatory Authorities | 合規經營 Compliance operation | 合規報告 Compliance report |
| | 平等僱傭 Equal employment | 監督檢查 Supervision and inspection |
| | 健康與安全 Health and safety | 參與會議／研討會 Participate in conferences/seminars |
| | 環境責任 Environmental responsibility | 許可文件申請 Application for licensing documents |
| | 回饋社會 Giving back to society | |

| 權益者 Stakeholders | 對本公司期望 Expectations on the Company | 反饋方法 Channels of feedback |
|---------------------|---|--|
| 員工 Employees | 有競爭力的薪酬和福利 Competitive remuneration and benefits | 郵件與訪談 Email and interview |
| | 培訓和能力建設 Training and capacity building | 培訓和職業發展 Training and career development |
| | 職業發展 Career development | 投訴機制 Complaint mechanism |
| | 健康與安全 Health and safety | |
| 客戶 Customers | 客戶滿意度 Customer satisfaction | 客戶滿意度調查 Customer satisfaction survey |
| | 服務質量 Service quality | 日常運營／互動 Daily operation/interaction |
| | 隱私保障 Privacy protection | 客戶服務中心／熱線 Customer service center/hotline |
| 供應商 Suppliers | 供應商准入管理 Admittance management of suppliers | 招標、研討會 Tendering, seminars |
| | 供應商評估 Evaluation of suppliers | 供應商准入與評估 Admittance and evaluation of suppliers |
| | 供應商權益保障 Protection of suppliers' interests | 實地考察 On-site inspections |
| | 供應商合作 Cooperation with suppliers | 日常交流 Daily interaction |
| 社區 Communities | 當地發展 Local development | 召開社區會議 Convening community meetings |
| | 推動就業 Promoting employment | 招聘啟事 Recruitment notices |
| | 熱心社區服務 Devoting to community services | 公益活動 Charitable activities |
| | 保護自然環境 Protection of natural environment | 社區服務 Community services |

環境、社會及管治報告 ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

重要性原則

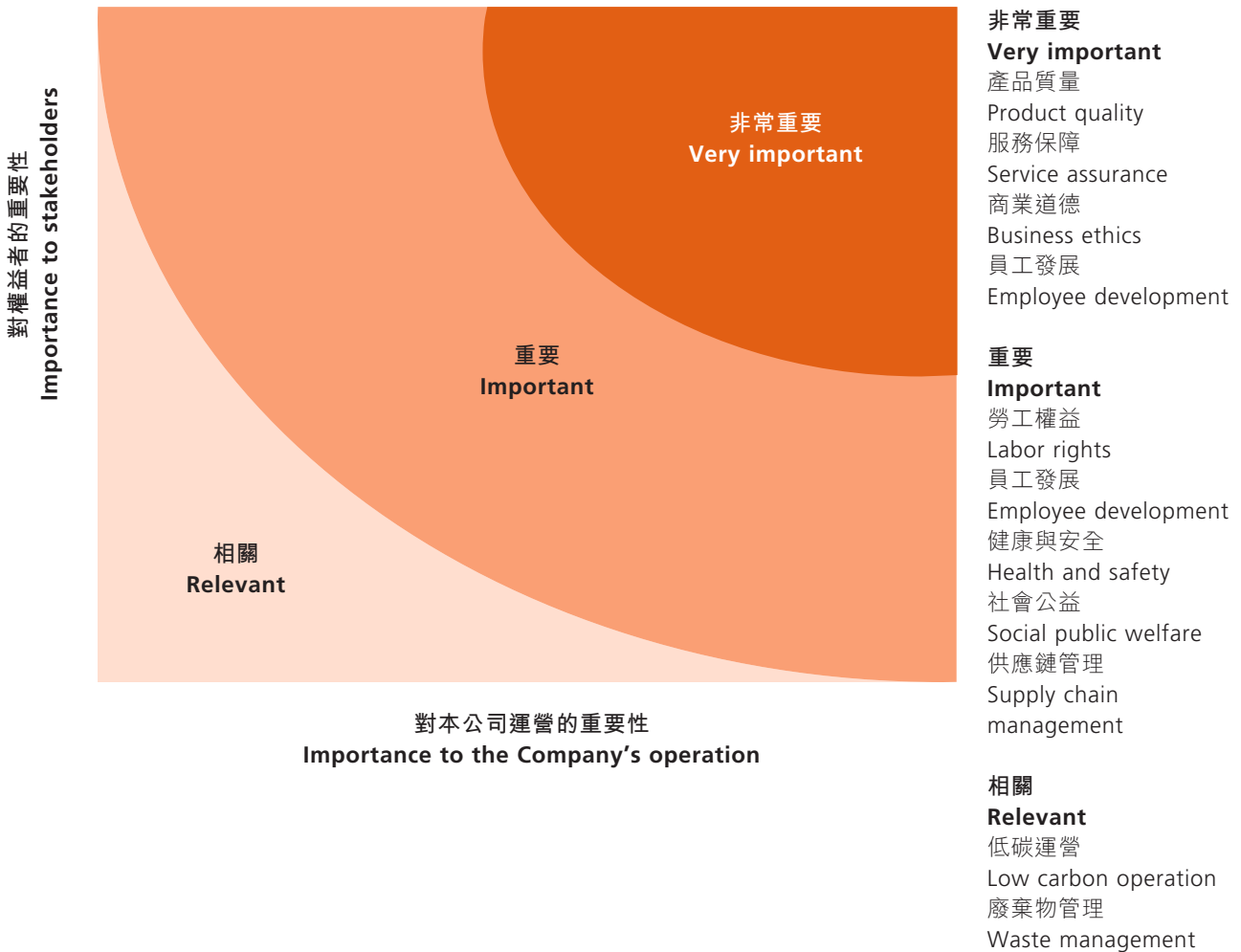
我們對本公司內部和外部的權益者進行了溝通與調查，收到多項建議，從對本公司業務影響及對權益者的影響兩個維度出發，進行風險評估與分析，同時考慮環境、社會及管治的風險因素與所涉及的機會，對本公司的ESG議題進行了評分與排序，以反映我們對環境和社會的重大影響，並更好地回應權益者的期望與訴求。

我們的重大議題矩陣如下：

Materiality Principle

Having communicated and conducted surveys with internal and external stakeholders of the Company, we have collected many suggestions. From the dimensions of both the impact on the Company's operations and the impact on our stakeholders, we have carried out risk evaluation and analysis by taking into account the risk factors and the opportunities related to environment, social and governance, scored and ranked the ESG issues of the Company to reflect our material impacts on the environment and society and better respond to the expectations and demands from stakeholders.

Set out below is a matrix of our key issues:



市場責任

我們旨在成為中國房地產行業航母級交易綜合服務平台，服務於開發商、中介機構和資產所有人，擁有全直營管轄的業務版圖。易居旗下一手房代理業務、房地產經紀網絡服務業務、房地產數據及諮詢服務三大特色業務，全面覆蓋從新房代理服務、房地產經紀共享服務到房地產大數據應用服務，打造交易服務和賦能服務兩大服務平台。服務100%中國百強開發商，實力股東背書，合力探索和打造後房地產時代新高地。

行業標桿

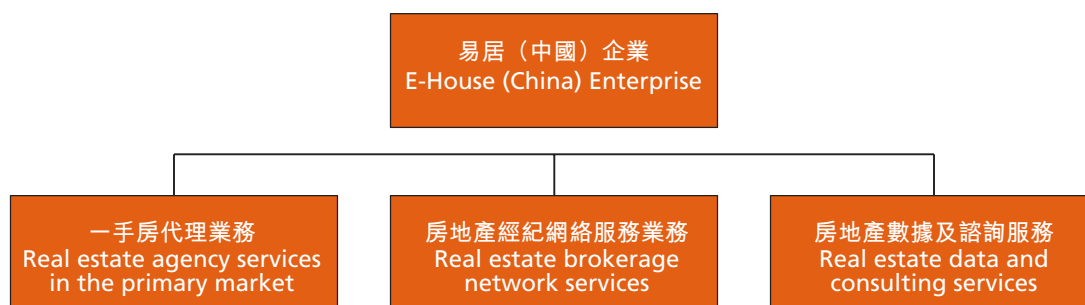
易居是中國領先的、創新的、基於大數據的房地產全產業鏈服務商，旗下一手房代理業務、房地產經紀網絡服務業務、房地產數據及諮詢服務三大特色業務板塊，圍繞房地產產品端和消費端的需求，依託現代信息技術，實現了房產交易服務產業鏈的全覆蓋，致力於做房地產業的優秀服務生。

MARKET RESPONSIBILITY

We are committed to becoming a comprehensive service platform for giant-level transactions in China's real estate industry, serving a number of developers, intermediaries and asset owners, with the full business coverage of direct sales. The three unique businesses under E-House, namely, real estate agency services in the primary market, real estate brokerage network services, and real estate data and consulting services cover a wide range of services, from new home agency services, real estate brokerage services, to real estate big data application services to create the two major service platforms of trading services and empowerment services. It is a combined powerhouse, serving 100% of China's top 100 developers, to jointly explore and reach a new highpoint in the post-real estate era.

Industry Benchmark

E-House is a leading, innovative, big data-based real estate industry chain service provider in China. Our three unique businesses: real estate agency services in the primary market, real estate brokerage network services, and real estate data and consulting services focus on the demand for real estate product side and consumer side. We rely on modern information technology for achieving full coverage of the real estate transaction service industry chain and strive to be an excellent server in the real estate industry.



環境、社會及管治報告

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一手房代理業務

過去二十年中，易居的一手房代理業務已為全國200多個城市的一萬多個房地產項目提供服務，並不斷創造房地產市場的新紀錄。一手房代理業務部門作為本公司的基石，一直致力於憑藉其獨特優勢為新房提供綜合營銷解決方案及設立行業標桿。連續多年榮獲「中國房地產開發企業500強首選服務品牌•營銷代理類」第一名，體現了客戶的認可，對本公司是極大的鼓勵，更是一種鞭策。

房地產經紀網絡服務業務

自2016年1月成立以來，易居房地產經紀網絡服務業務以「共建、共生、共贏」為理念，以易居龐大資源體系，為全國中小微經紀公司提供綜合賦能服務。2023年，易居房地產經紀網絡服務業務板塊繼續保持行業領先地位，圍繞新房、二手房兩大領域，以品牌、系統、技術、服務多個維度賦能，向開發商、渠道、經紀門店提供一系列實用產品，產品涵蓋：友房通2.0、分享家、公盤鏈、易居房友管理系統2.0、墊佣寶、簡單美房、房友學院、房友直聘等，功能覆蓋新房聯動、公盤、系統、營銷工具、佣金產品、培訓、招聘等門店管理和業務發展的方方面面。隨著開發商與經紀公司的深入合作，易居將為雙方打開更廣闊的藍海空間。

Real Estate Agency Services in the Primary Market

Over the past two decades, the primary market agency service of E-house has provided services to more than 10,000 real estate projects across over 200 cities in the country and continued setting new records for the real estate market. As the cornerstone of the Company, the primary market agency service sector has been dedicated to delivering integrated marketing solutions for new home real estate and set industry benchmarks with its distinctive advantages. Winning the first places in the “Top 500 Service Brands of Real Estate Development Enterprises in China – Marketing Agency Category” for consecutive years reflects the recognition by our customers, which is an encouragement to the Company and also serves as a drive for us.

Real Estate Brokerage Network Services

Since its establishment in January 2016, the real estate brokerage network service of E-House has been adhering to the concepts of “co-construction, co-development and win-win”. The vast resources of E-House have provided a comprehensive system for small and medium-sized micro-brokers in the country. In 2023, the real estate brokerage network service sector of E-House continued to maintain its leading position in the industry, focusing on the two major areas of new home and secondary real estate. It is empowered through various dimensions, such as by brands, systems, technologies, and services, and provides a series of practical products to developers, channels, and brokerage stores. The products include: You Fang Primary Market Platform 2.0 (友房通 2.0), Fen Xiang Jia (分享家), Multiple Listing Chain (公盤鏈), Fangyou Management System 2.0 (易居房友管理系統 2.0), Dian Yong Bao (墊佣寶), Jian Dan Mei Fang (簡單美房), Fangyou College (房友學院) and Fangyou Direct Recruitment (房友直聘), etc. Their functions cover new home linkage, multiple listings, systems, marketing tools, commission products, trainings, recruitment and other aspects of store management and business development. With the in-depth cooperation between developers and brokerage companies, E-House will open a broader blue ocean space for both parties.

房地產數據及諮詢服務

易居從2006年開展房地產數據及諮詢服務開始，一直在數據領域深耕不輟，擁有業內領先、覆蓋度最廣、顆粒度最細、多元異構的不動產數據採集能力；其次，數據治理、大數據算力和AI機器學習等智能敏捷的技術能力多年來不斷增強；從數據到大數據，從單一數據庫產品到多領域的數據場景應用，易居始終引領著不動產行業的數字化方向，賦能企業創造更多價值。

2023年12月，由克而瑞與山東大學聯合開發的不動產數字化實驗室通過行業專家的竣工驗收。憑藉克而瑞的大數據集和技術能力，該實驗室使本公司得以探索在房地產行業中採用數字化和大數據技術的可能性。

Real Estate Data and Consulting Services

Since the launch of the real estate data and consulting services in 2006, E-House has been intensively engaged in the field of data. It has the industry-leading, widest coverage, finest, and diverse and heterogeneous real estate data acquisition capabilities; secondly, its data governance, smart and agile technical capabilities, such as big data computing power and AI machine learning, have been continuously enhanced over the years; from data to big data, from single database products to multi-field data scenario applications, E-House has always been leading the digitalization direction of the real estate industry, empowering enterprises to create more value.

In December 2023, the Real Estate Digital Laboratory (不動產數字化實驗室) jointly developed by CRIC and Shandong University passed the completion inspection by industry experts. With the large datasets and technical capabilities of CRIC, the laboratory enables the Company to explore possibilities of the adoption of digital and big data technologies in the real estate industry.



克而瑞數字化實驗室
CRIC Digital Laboratory

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2023年12月26日，在中國房地產協會主辦的「2023年房地產行業數字經濟應用優秀機構、優秀案例」發佈會上，不動產數字化實驗室由於大數據集、三維掃描、實景建模、VR仿真、3D顯示、3D打印及360度全息投影等多元化特色而成為集教學、實訓及科研能力為一體的工具，被選為「2023年數字經濟應用優秀案例」。該實驗室是新數據架構和技術方面的創新探索，用於收集、處理、管理及分析整個房地產行業的全域數據。

On 26 December 2023, at the “2023 Excellent Institutions and Excellent Cases of Digital Economy Application in Real Estate Industry Conference (2023 年房地產行業數字經濟應用優秀機構、優秀案例)” organized by China Real Estate Association, the Real Estate Digital Laboratory was selected as “2023 Excellent Case of Digital Economy Application (2023 年數字經濟應用優秀案例)” due to its diverse features of large datasets, 3D scanning, landscape modelling, VR simulation, 3D display, 3D printing, 360 holographic projection etc. which created a tool integrating teaching, practical training and research capabilities. The laboratory is an innovative exploration of new data architectures and techniques for collecting, processing, managing and analyzing the gamut of data across the real estate industry.



克而瑞數字化實驗室榮獲「數字經濟應用優秀案例」
CRIC Digital Laboratory awarded “Excellent Case of Digital Economy Application”

引領數字化發展

本公司秉持「科技賦能、智慧服務」的發展志向，把握行業機遇，積極投身數字化發展，以房地產行業的奮鬥者、整合者和領導者之姿態，致力於服務開發商、中介機構和資產所有人等。本公司的戰略目標是打造全不動產領域的「新基建」，引領不動產領域交易與運營的數字化與智能化升級；並構建不動產領域數據資產平台生態圈，推動全行業數據資產共享與應用。

Leading Digital Development

The Company will adhere to the “technology-enabled and smart services-based” development ambition, seize industry opportunities, and actively participate in digital development. As a striver, integrator and leader in the real estate industry, the Company strives to serve a number of developers, intermediaries and asset owners. The Company’s strategic objective is to create a “new infrastructure” in the real estate sector, leading the digital and intelligent upgrade of transactions and operations across the sector. The Company will also build a data asset platform ecosystem in the real estate sector to promote the sharing and application of all data assets in the industry.

房地產數字化營銷

在房地產數字化營銷領域，本公司制定數字化營銷戰略，構建不動產數字化營銷線上與線下的全鏈條交易平台。與阿里巴巴集團的持續戰略合作夥伴關係是本公司數字化營銷推廣的一部分，旨在通過打造使線上線下房產交易、數字營銷和交易後相關服務成為可能的新基建，轉變進行房產交易的方式。同時，樂居也助力與阿里巴巴集團合作共同搭建在線房產交易平台。

2023年5月，本公司在完成其信息及交易基礎設施的建設後，發佈了聚焦於「房地產數字化營銷生態」發展的第三個年度戰略，商戶能夠據此通過易居提供的平台以及綜合服務完成交易。

於報告期內，擁有300個新房項目的超過75家頂級房地產公司加入該平台。二手房業務覆蓋100個城市的10,000多名經紀合夥人及125萬套在線房源。租房業務上線6,000多家代理的300,000多套在線房源，並可在線結算分銷佣金。商戶交易業務已覆蓋20個城市的10,000多家經紀門店。

房地產數字化服務

在房地產數字化營銷領域，本公司圍繞「克而瑞大數據」的數字化服務戰略，構建不動產數字化解決方案平台生態圈：充分發揮房地產大數據和數字化優勢。本公司將打造克而瑞為全國領先的不動產數字化解決方案提供商。本公司將繼續保持在住宅開發領域的大數據服務領先地位，順應地產發展趨勢，持續深耕護城河，調優優質客戶結構，並開展數字化創新探索，幫助房地產開發商和購房者實現從精準勾地、精準品質到精準獲客的生態閉環。

Real Estate Digital Marketing

In the real estate digital marketing sector, the Company has developed a digital marketing strategy and built a full-chain platform for online and offline real estate digital marketing. The ongoing strategic partnership with Alibaba Group is part of the Company's digital marketing push, which aims to transform how real estate transactions are conducted by crafting a new infrastructure that enables online and offline real estate transactions, digital marketing and post-transaction related services. Meanwhile, Leju has also supported our cooperation with Alibaba Group to build the online real estate transaction platform.

In May 2023, after completing the construction of its information and transaction infrastructures, the Company released its third yearly strategy focusing on the development of a "real estate digital marketing ecosystem (房地產數字化營銷生態)" under which merchants are able to complete transactions along with the platform as well as comprehensive services delivered by E-house.

During the reporting period, over 75 top real estate companies with 300 new home projects joined the platform. The secondary business covered 100 cities with more than 10,000 broker partners and 1.25 million listed properties. The rental business launched more than 300,000 rental properties with over 6,000 agencies, and was capable of online settlement of distribution commissions. The merchant trading business has covered 20 cities with more than 10,000 brokerage stores.

Real Estate Digital Services

In the real estate digital marketing sector, adhering to the digital service strategy centered on "CRIC Big Data", the Company built a real estate digital solution platform ecosystem: through giving full play to the advantages of real estate big data and digitalization. The Company will develop CRIC into a leading real estate digital solution provider in China. It will continue to maintain its leading position in big data services in residential development, follow the trend of real estate development, continue to maintain its consistent advantage, optimize the structure of high-quality customers, and carry out digital innovation and exploration to help real estate developers and property buyers achieve an ecological closed-loop system from precise land acquisition, precise quality to precise customer acquisition.

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克而瑞基於其自有大數據資源，於2022年發佈CIPIC數字化平台。目前，根據對上海公開房地產數據的授權使用，該平台已進行支持上下游企業的技術創新，實現對房地產信息的動態全面管理及分享。

Based on its own big data resources, CRIC launched the CIPIC digital platform in 2022. At present, based on the authorized use of the public real estate data of Shanghai, the platform has carried out technological innovation to support upstream and downstream businesses to achieve dynamic and comprehensive management and sharing of real estate information.



CIPIC數字化平台
CIPIC digital platform

2023年7月，世界人工智能大會(WAIC)授予CIPIC數字化平台由國家信息中心(國家電子政務外網管理中心)、上海社會科學院信息研究所及上海智慧城市發展研究院聯合編撰的「《全球開放數據價值貢獻優秀案例集(2019-2023)》優秀案例獎」。

In July 2023, the World Artificial Intelligence Conference (WAIC) granted the CIPIC digital platform the "Outstanding Case Award for Global Open Data Value Contribution Excellent Case Set (2019-2023)《全球開放數據價值貢獻優秀案例集(2019-2023)》優秀案例獎" jointly compiled by the State Information Center (Administration Center of China E-government Network), the Information Research Institute of Shanghai Academy of Social Sciences, and the Shanghai Smart City Development Research Institute.



WAIC優秀案例頒獎儀式
Awarding ceremony of WAIC Outstanding Case

2023年10月，由中國房地產業協會指導，易居克而瑞主辦，中國房地產業協會數字科技地產分會主持召開的第六屆CIOC不動產數字化峰會成功舉辦。峰會以「執守•破局•湧現」為主題，引領與會者共同探討數字化轉型的破局與變革，並識別數字化技術及業務模式帶來的機遇，從而實現不動產行業的可持續發展。

Guided by China Real Estate Association, the 6th CIOC Real Estate Digital Summit was successfully held by the digital science and technology real estate branch of China Real Estate Association in October 2023 with E-House CRIC as the host. With the theme of "Adhering, Breaking, and Emergence", the Summit led participants to jointly explore the breakthroughs and changes in digital transformation, and identify opportunities of the digital technology and business models to achieve sustainable development of the real estate industry.



2023年CIOC峰會主題
Theme of 2023 CIOC Summit

基於克而瑞的研究實力及行業專家的評估，峰會還揭曉了「2023不動產數字力評測榜單」，揭示優秀不動產數字化轉型項目的共性與特性、未來數字化技術的方向以及在不動產行業中使用數字化技術的可能性及可行性。

Based on the research capacity of CRIC and evaluation by industry experts, the Summit also released the "2023 Real Estate Digital Power Evaluation List (2023不動產數字力評測榜單)", which revealed the commonalities and characteristics of outstanding real estate digital transformation projects, the direction of future digital technologies, and the possibility and feasibility of the utilization of digital technologies in the real estate industry.



CIOC不動產數字化峰會
CIOC Real Estate Digital Summit

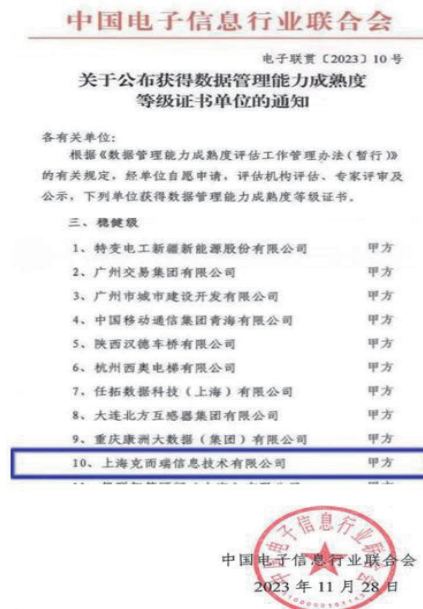
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克而瑞憑藉專業的研究力量、有口皆碑的諮詢服務力以及近年來大數據應用的優秀成果，長期服務於不動產100強中95%以上的企業，並為政府、企業和購房者提供不動產線上線下的全面解決方案，並於2023年11月的2023全球數商大會上獲授「上海數據認證」，獲授權使用「上海數據品牌」專門標識。克而瑞是獲此殊榮的唯一一家不動產數字化解決方案供應商。同時，克而瑞於2023年11月獲得「數據管理能力成熟度等級證書—三級（穩健級）」，表明其數據管理能力達到全國先進水平。

With its professional research power, highly praised consulting service capability and outstanding performance in applications of big data in recent years, CRIC has been serving more than 95% of the Top 100 real estate enterprises for a long period of time, and has been committed to providing comprehensive online and offline real estate solutions for the government, companies and property buyers, and was awarded the "Shanghai Data Certificate" at the 2023 Global Digital Business Conference in November 2023 which authorized it to use the designation of "Shanghai Data Brand". It was the only real estate digital solution provider that has won the honour. Meanwhile, CRIC obtained the "Data Management Capability Maturity Assessment Model (DCMM) Level-3 (Stable Class) Certificate (數據管理能力成熟度等級證書—三級(穩健級))" in November 2023 indicating that its data management capability has reached the national advanced level.



上海數據認證證書
Shanghai Data Certificate



數據管理能力成熟度等級證書—三級
DCMM Level-3 Certificate

服務保障

我們致力於為客戶提供高效優質的服務。在業務過程中和服務完成後，我們均與客戶保持恰當的聯繫，獲得客戶反饋並及時根據意見調整服務內容。每年我們還會對一定比例的客戶進行回訪，了解客戶意見、維護客戶關係。客戶滿意度調查不僅增強我們和客戶的聯繫，也促使我們更清晰地了解客戶未來業務的發展情況以尋求再次合作的可能性。

確保營銷合規

我們建立案場管理制度，在員工培訓中強調對不實宣傳及虛假廣告／宣傳內容的識別，以及正確的宣傳方式和措辭，保證營銷的合法合規。業務管理部門成立公司級督導組和城市級督導組，並下發合規經營要求，各案場和門店一一予以簽收並按要求執行和自查。各城市督導組每月對項目現場和門店進行檢查，包括案場員工的接待流程、數據管控、門店經營規範性和合法性、交易的安全性等。自查結果由負責人簽字確認，並在經營工作會議進行討論，將討論結果下發給各城市作為指導意見。本公司業務管理部的督導組定期對案場和門店進行督導、抽查，並對客戶進行滿意度調查，確保案場員工和門店工作行為的規範性，如發現問題立即督促整改並上報本公司高級管理層。

Service Assurance

We are committed to providing efficient and quality services to our customers. During the business operation process and after the completion of our services, we maintain appropriate contact with customers, and adjust our services according to the feedback that we have obtained from customers in a timely manner. We also visit our customers annually on a pro rata basis to understand the opinions of our customers and maintain business relationship with them. Customer satisfaction survey not only improves our relationship with our customers, but also enables us to have a clearer understanding of the future development of our customers' businesses in order to seek for further cooperation opportunities with them.

Marketing Compliance

We have established showcase management systems, and emphasized how to identify false propaganda and false advertising/promotional content, as well as correct propaganda methods and wording in our employee trainings to ensure the marketing is in compliance with relevant laws and regulations. The business management department has set up company-level supervision teams and city-level supervision teams, and issued certain compliance management requirements, which have been delivered to and signed by each showcase and store for execution and self-examination as required. Each city supervision team inspects project sites and stores every month, including reception process of the staff in the showcases, data management and control, the normalization and legality of the stores' operation and transaction security. The results of the self-examination are signed and confirmed by the responsible staff and then discussed at the operational meetings, and the discussion results are sent to each city where we operate as guidance. The supervision teams under the Company's business management department supervise and check the showcases and stores on a regular basis, and conduct satisfaction surveys on our customers to ensure the normative work and behavior of the staff in the showcase and stores. If any problem is found, they will urge an immediate rectification and report to the Company's senior management.

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保護客戶隱私

我們注重客戶數據及隱私的保護。客戶信息檔案的編製及更新工作由我們業務開發部門負責，客戶信息檔案涵蓋客戶基礎資料、客戶特徵和業務狀況等信息。我們要求所有員工入職時均需要簽訂《員工手冊》和《商業行為和道德守則》，手冊中強調客戶信息為重要檔案，須妥慎保管且不得外傳、洩露，《商業行為和道德守則》對保密範圍和級別、保密措施及監管部門職責進行明確。

在日常運營過程中，我們將收集的數據存儲於內部銷售管理系統內，僅相關員工擁有內部銷售管理系統用戶名及密碼，每項數據的獲取都須嚴格符合授權範圍，以限制在非必要情況下獲取有關物業買家資料的可能性。所有物業買家數據由信息技術部集中管理並存儲於基於雲計算的數據中心。我們的內部銷售管理系統及CRIC系統（本公司開發並持有的一系列自有房地產數據庫及分析系統）均為單獨運行且獨立管理的系統。我們的CRIC系統沒有收集或儲存個體的個人資料（如身份證號碼），我們亦不使用內部物業買家數據庫作為房地產數據及諮詢服務的內容。

我們已採納並實行有關收集、使用及儲存個人資料的內部政策及措施，以確保符合相關法律法規的規定。我們已採納內部安全措施用以防止、發現及處理與數據洩漏、安全漏洞以及未經授權進入我們系統獲取數據有關的潛在問題，即我們要求所有員工對個人資料保密。加入我們的每名員工須簽署相關承諾並通過內部培訓及測試。需要進入內部銷售管理系統的任何員工須按照內部流程提出申請，禁止未經授權複製或傳送有關數據。如員工的職位變動或僱傭終止，瀏覽權限將予以撤銷。數據收集及數據存儲由不同內部團隊管理。我們不時檢查數據備份系統以確保系統維護良好並正常運行。對於違反內部數據保護政策的員工，我們將依照內部紀律政策予以懲處乃至解僱，對於情節嚴重者，我們保留進一步採取法律措施的權利。

Customer Privacy Protection

We attach importance to the protection of customer data and privacy. Our business development department is responsible for the preparation and update of customer information files, which cover basic information of customers, customer features and business status. Upon joining us, all employees are required to sign the *Employee Manual* and the *Code of Business Conduct and Ethics*, which emphasizes that customer information, as an important file, must be kept prudently and must not be circulated or disclosed to outside parties. The *Code of Business Conduct and Ethics* clarifies the scope and level of confidentiality, confidentiality measures and regulatory responsibilities.

During the daily operation process, the data collected are stored in our internal sales management system. Each of our relevant staff, who has access to such information, has a username and passcode to access the internal sales management system, the access of which is strictly based on the scope of authority to limit the possibility of unnecessary access to such property buyer information. All property buyer information is centrally managed by our information technology ("IT") department and stored in our cloud-based data center. Our internal sales management system and our CRIC systems (a series of proprietary real estate databases and analysis systems developed and owned by the Company) are separate systems under independent management. We do not collect or store personal information of individuals (e.g., identity card numbers) in our CRIC systems, nor do we use our internal property buyer databases to facilitate the provision of real estate data and consulting services.

We have adopted internal policies and implemented measures in relation to the collection, usage and storage of personal information to ensure that we comply with the requirements under relevant laws and regulations. We have adopted internal security measures to prevent, detect and deal with potential issues relating to data leakage, security breach and unauthorized access to our systems and the data stored therein. We require all of our employees to keep personal information confidential. Upon joining us, each employee has to sign relevant undertakings and pass our internal training and tests. For any employees who need to access our internal sales management system, an application has to be made based on our internal procedures and unauthorized copy or transmission of such data is prohibited. In the case of change of position or termination of employment, access authorization will be revoked. Data collection and data storage are managed by different internal teams. We review our data back-up systems from time to time in order to ensure that they are well-maintained and functional. We will take internal discipline measures or even terminate the employment to penalize violation of our internal data protection policies. In case of serious violations, we reserve the right to take further legal action.

聆聽客戶聲音

我們開設投訴處理專線，業務管理部的客服團隊會對每一起投訴進行專業的解答，並記錄在冊，對於投訴人員的事由、訴求及後續的解決方案進行整體的跟蹤，確保問題能第一時間反饋到相關的負責人進行解決。如未能按期給予答覆，也會積極與投訴人保持良好的溝通與聯繫。業務管理部將派遣投訴處理專員於案場進行一系列盡職調查，確認投訴緣由，妥善處理並及時反饋。2023年，我們接獲關於服務的投訴為0件。

由於我們向客戶提供的均為服務，因此不涉及已售產品因安全或健康理由而需回收的情況，亦不會涉及質量檢定過程及產品回收。

知識產權保護

我們重視對知識產權的管理，參照已頒佈的《商業行為和道德守則》中對知識產權的定義，員工開發或在工作時通過利用本公司材料和技術資源開發的所有發明、計算機軟件及技術都屬於公司財產，我們要求所有員工嚴格履行保密義務，未經批准不得公佈或透露相關信息。法務部密切關注公司知識產權的保護情況。信息技術部接到與知識產權相關的法律糾紛後及時告知法務部跟進，法務部了解糾紛情形，提出解決方案並積極主動與對方進行接觸和溝通。

Customer Feedback

We have established a complaint handling line, and the customer service staff from business management department will provide professional answers for each complaint case and keep a record of it. They will also track the causes and claims of the person who filed the complaint and follow-up solutions, to make sure that the problem will be reflected to relevant person in charge to solve in the first place. If the question is not answered on time, we will actively keep good communication and contact with the person who filed the complaint. The business management department will dispatch a complaint handling officer to conduct a series of due diligence investigations on the case to confirm the cause of the complaint, properly handle it and provide timely feedback. In 2023, we did not receive any service-related complaints.

Since we provide services to our customers, we are not involved in any recall of the products sold for safety or health reasons, or in any quality verification process or product recall.

Intellectual Property Rights Protection

We value the management of intellectual property rights. With reference to the definition of intellectual property rights in the released the *Code of Business Conduct and Ethics*, all inventions, computer software and technologies developed by our employees which they develop or work on by using the materials and technical resources of the Company are the property of the Company. We require that all employees shall strictly perform confidentiality obligations, and may not publish or disclose relevant information without approval. The legal department pays close attention to the protection of the Company's intellectual property rights. After receiving the legal disputes related to intellectual property rights, the IT department promptly informs the legal department to follow up. After understanding the disputes, the legal department will put forward solutions and actively contact and communicate with the counterparty.

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供應鏈管理

我們致力於維護誠信的商業環境，積極履行社會責任，嚴格按照合同條款執行對應的義務。我們對採購人員定期進行業務培訓，對供應商進行定期考核。我們建立了《行政管理制度》對供應商的選擇、評價標準、供應鏈管理進行了詳細規範。

我們的供應商主要是勞務派遣機構、辦公場所供應商、裝修服務提供商、廣告公司及協助銷售一手房單位的房地產經紀公司等。本公司秉持開放、透明、共贏的理念與供應商開展合作，與供應商攜手成長。本公司制定並落實了《供應商管理制度》管理全體供應商，以完善採購制度和流程，除關注供應商所提供產品與服務的優劣外，將供應商的商業道德、環境影響、勞動者權益、職業健康與安全等指標納入管理體系。若年度供應商考核不能滿足繼續服務要求的，我們會將其從合格供應商名錄中刪除。

我們致力於本地採購與多元化供應鏈相結合，並鼓勵不同地區、不同民族、不同文化、不同種族的供應商公平公正地加入我們的供應鏈體系。我們也積極尋找本地優秀供應商，大大降低採購與運輸成本，促進當地經濟發展，創造當地就業機會，減少運輸能源消耗和碳排放，減輕對環境的影響。

Supply Chain Management

We are committed to maintaining a business environment of integrity by actively fulfilling our social responsibilities and strictly implementing the corresponding obligations in accordance with the contract terms. We regularly conduct business training for procurement personnel and assessments of suppliers. We have formulated the *Administrative Management System* to implement detailed requirements for the selection, evaluation criteria of suppliers and supply chain management.

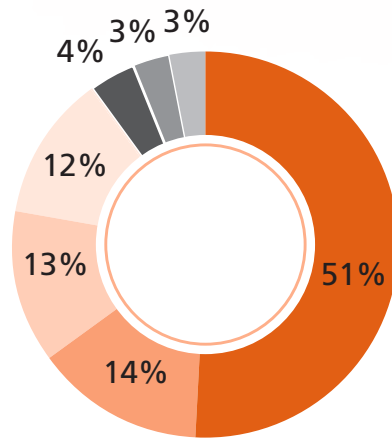
Our suppliers are mainly labor dispatch agencies, office premise suppliers, decoration service providers, advertising companies and real estate brokers that assist in the sale of real estate in the primary market. The Company carries out cooperation with suppliers by upholding the philosophy of openness, transparency and mutual benefits and grows with them. The Company formulated and implemented the Suppliers Management System to all of our suppliers to improve procurement system and process. In addition to focusing on the quality of the products and services provided by suppliers, the Company also included suppliers' business ethics, environment implication, labor rights and interests, occupational health and safety into its management system. If the supplier does not meet the requirements of continuing service in the annual assessment, we will remove them from the list of qualified suppliers.

We strive to combine local sourcing with a diversified supply chain and encourage suppliers from different regions, different ethnic groups, cultures and races to join our supply chain system in a fair way. We also actively seek for local excellent suppliers, greatly lowering procurement and transportation costs and promoting local economic development, so as to create local employment opportunities, reduce transportation energy consumption and carbon emissions and minimize the impact on the environment.

2023年度主要供應商按地區分佈如下所示：

The distribution of major suppliers by region in 2023 is as follows:

按地區劃分的供應商佔比
Suppliers by region



- 華東地區 Eastern China
- 華南地區 Southern China
- 華中地區 Central China
- 西南地區 Southwest China
- 華北地區 Northern China
- 東北地區 Northeast China
- 西北地區 Northwest China

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商業道德

為營造積極正面的經營環境，確保本公司良性發展，我們制定了《商業行為和道德守則》，對競爭與公平交易、利益衝突、禮物和招待、公司財產的保護和使用、知識產權和保密、財務報告和其他公示的準確性、媒體關係、公司記錄、法規遵循等內容進行了明確規定。我們還制定了《反舞弊工作條例》，對舞弊、賄賂行為進行了定義，並通過制度下發、視頻宣傳、反舞弊培訓等形式進行有效管理。高級管理層帶頭遵循相關規章制度，並鼓勵、幫助員工在工作中做出正確的選擇。我們制定《企業政府關係原則》對員工與政府官員交往行為規範做出規定，同時對反腐敗相關內容進行宣貫。另外，我們根據《住房和城鄉建設部、人民銀行、銀監會關於規範購房融資和加強反洗錢工作的通知》及《中華人民共和國反洗錢法》等有關法律法規制定了《反洗錢政策》，對房地產開發企業、經紀機構在開展房產交易時可能遇到的洗錢行為進行識別，並明確員工的反洗錢義務和應採取的具體措施。

我們員工入職時簽訂《員工手冊》和《商業行為和道德守則》，對道德操守和可能存在利益衝突的活動範圍進行了約定。我們定期更新《員工手冊》以明確員工的業務操作規範要求和道德規範。我們人力資源部每年組織職業道德培訓，員工需要在線進行道德方面的培訓，包括職業道德的基本要求、與客戶及競爭相關的要求、與採購及供應商關係相關的要求、與財產及信息安全相關的要求等。同時，我們還不定期組織線下培訓，邀請專門的培訓團隊，對員工的道德操守進行指導。2023年，我們也舉辦了針對全體員工及董事的反貪污培訓。

Business Ethics

In order to create a positive business environment and ensure the healthy development of the Company, we have formulated the *Code of Business Conduct and Ethics*, which contains specific provisions on competition and fair trade, conflicts of interest, gifts and hospitality, protection and use of corporate property, intellectual property and confidentiality, accuracy of financial reports and other publicity materials, media relations, corporate records, regulatory compliance, etc. We have also established the *Anti-Fraud Work Regulations* to define the fraud and bribery conduct and carried out effective management through system distribution, video promotion and anti-fraud training. Senior management takes the lead in complying with relevant rules and regulations and encourages and helps employees make the right choices at work. We have set up the *Principles for the Relationship between the Enterprise and the Government* to regulate the conduct of employees when dealing with government officials, and at the same time disseminated related matters about anti-corruption. Furthermore, we have formulated the *Anti-Money Laundering Policy* to identify the money laundering behavior that may be encountered during the real estate transactions by real estate development enterprises and brokers and to specify the anti-money laundering obligations of employees and concrete measures to be taken by employees pursuant to the relevant laws and regulations, such as the *Notice on Regulating Housing Purchase Financing and Strengthening Anti-Money Laundering Work* issued by the Ministry of Housing and Urban-Rural Development, the People's Bank of China and the China Banking Regulatory Commission and the Law of the People's Republic of China on Anti-money Laundering.

Our newly recruited employees shall sign the *Employee Manual* and the *Code of Business Conduct and Ethics*, which stipulates the scope of ethics and possible conflicts of interest. We regularly update the *Employee Manual* to clarify the business practices and ethics standards of employees. Our human resources department organizes professional ethics training annually, and employees are required to participate in online ethics training, including basic requirements of professional ethics and related requirements in terms of customer and competition, procurement and relationship with suppliers, and property and information security. At the same time, we organize offline training from time to time through inviting a dedicated training team to provide ethics guide for employees. In 2023, we also held anti-corruption training for all employees and directors.

我們業務管理部門定期對員工的工作行為規範進行督導檢查，並開展客戶滿意度訪談及調查，了解員工行為規範是否合法合規。如果員工需要舉報，可以向其直屬上司報告情況或直接向本公司的人力資源部門提交投訴狀。如果員工投訴後事件未得到處理或擔心受到報復，可以通過電子郵件、電話或郵寄向合規負責人報告。我們承諾保護舉報人，員工也可以以匿名的形式進行報告。

2023年，本公司未發現有對本公司或本公司僱員提出並已審結的貪污訴訟案件。

員工責任

我們視員工為企業成長發展的基石。我們堅持「以人為本」，致力於為員工打造一個平等、包容、溫暖的工作環境，提供多樣化的培訓方式、豐富的學習資源、完善的發展途徑，讓員工與企業共同成長。2023年，我們一如既往地保持在員工健康、職業發展及未來人才培養方面的投入。

勞工權益

我們積極保障員工權益，通過提供平等就業機會，以及建設完善的薪酬福利體系等方式，維護員工切身利益，激發員工工作熱情，推動企業發展。

Our business management department regularly supervises and inspects the work and behavior practices of employees, and conducts customer satisfaction interviews and investigations to understand whether the employees' behavior practices is legal and compliant. Report or complaint by employees can be submitted to their immediate supervisor or directly to the human resources department of the Company. If a related matter is not solved after the submission of a complaint or the employee has concerns about retaliation, they can report to the compliance officer by email, phone or post. We are committed to protecting whistle-blowers and employees can report in an anonymous form.

In 2023, the Company did not find any concluded legal cases regarding corrupt practices that were brought against the Company or its employees.

EMPLOYEE RESPONSIBILITY

We consider our employees as the cornerstone of our business growth. We adhere to the "people-oriented" principle and are committed to creating an equal, inclusive and warm working environment for employees, providing diversified training methods, abundant learning resources, and sound development channels to foster mutual growth of the employees and the Company. In 2023, we continued our inputs in employee health, career development, and future talent cultivation as usual.

Labor Rights

We actively protect the rights and interests of employees. By providing equal employment opportunities and building a complete remuneration and benefits system, we protect the vital interests of employees, stimulate their enthusiasm for work, and promote enterprise development.

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平等就業機會

易居嚴格遵照《中華人民共和國勞動法》《中華人民共和國勞動合同法》《中華人民共和國勞動合同法實施條例》《中華人民共和國社會保險法》《職工帶薪年休假條例》《工傷保險條例》《企業工資支付辦法》及《女職工勞動保護規定》等國家相關法律法規進行落地執行及操作，尊重和保護員工各項合法權益，更給予員工豐厚的福利待遇。

我們堅持平等、透明的人才招聘原則，根據應聘者的條件，如學歷和工作經驗等選擇合適的人才，禁止任何種族、國籍、膚色、宗教、身體殘疾、性別、社團成員或婚姻狀況等方面的歧視。只要應聘者的條件符合相關職位要求均可獲得平等的面試機會，同時致力為員工營造安全的工作環境和平等多元的職業發展路徑。

《員工手冊》載有嚴格規定本公司與其員工建立僱傭關係須遵守法律、法規及本公司政策的僱傭條文。我們堅決反對聘用童工和強制勞工，絕不容許招童工或強制員工勞動的情況發生。如果發現有違規情況，員工可以通過電子郵件、電話或郵件向合規負責人舉報。我們組建黨委、團委和工會，尊重所有員工自由加入協會、工會的權利。我們在2023年未有僱傭童工事件、強制勞工及歧視的行為發生。

我們實行每天工作8小時、每週工作40小時的標準工時制度。一般管理人員每週工作五天，休息二天。我們也根據經營需要，或部份崗位因工作性質需要，實行「不定時工作制」或「綜合計算工時工作制」。

Equal Employment Opportunities

E-House strictly complies with relevant national laws and regulations. The *Labor Law of the People's Republic of China*, the *Labor Contract Law of the People's Republic of China*, the *Implementation Regulations for the Labor Contract Law of the People's Republic of China*, the *Social Insurance Law of the People's Republic of China*, the *Regulations on Employee Annual Paid Vacations*, the *Regulations on Work-Related Injury Insurance*, the *Measures for Payment of Wages by Enterprises*, and the *Regulations Concerning the Labor Protection of Female Staff and Workers* are implemented and operated to respect and protect the legitimate rights and interests of employees, and provide employees with generous benefits.

In pursuit of the principles of equal and transparent talent recruitment, we identify suitable talents in accordance with the qualifications of the candidates, including their academic records and work experiences. We prohibit any discrimination against race, nationality, skin color, religion, physical disability, gender, community membership or marital status. Any candidate who qualifies for the relevant position will be provided with an equal opportunity for an interview, and we are committed to providing our employees with a safe workplace, as well as equal and diverse career development paths.

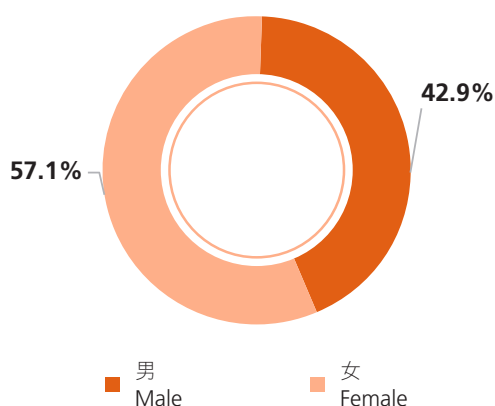
The *Employee Manual* contains employment provisions that strictly stipulate that the establishment of an employment relationship between the Company and its employees must be subject to the laws, regulations and Company policies. We resolutely oppose the use of child labor or forced labor, and prohibit any situation involving the use of child labor or forced labor, in which case, our employees may report the violation to the compliance officer by email, telephone, or mail. We also establish the Communist Party Committee, Young Communist League Committee, and labor union, and respect their free will to join an association or the labor union. In 2023, we did not identify any incident involving the employment of children, forced labor, or discrimination.

The Company implements a standard system for working hours which prescribes 8 working hours a day and 40 hours a week. General managerial staff work five days a week and rest for two days. We also implement "unscheduled working system" or "comprehensive calculation of working hours system" according to our operational requirements or for certain positions as per their nature of demand.

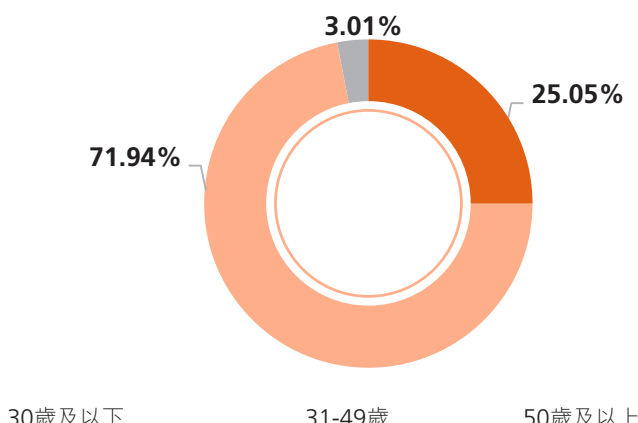
我們重視員工結構的多元化，招聘不同背景的員工，創造更加包容的企業文化。截至報告期末，易居員工總數為3,158人。其中，男性員工1,355人，女性員工1,803人。2023年，我們員工人數的男女比例為1:1.33，女性員工佔比相較2022年度提升約1%。

We value the diversification of our employee structure and recruit employees with different backgrounds to create a more inclusive corporate culture. As of the end of the reporting period, E-House had 3,158 employees in total, including 1,355 males and 1,803 females. In 2023, the male/female composition ratio of our employees was 1: 1.33, and the proportion of female employees increased by approximately 1% as compared with 2022.

員工性別結構
Structure of employees by gender



員工年齡結構
Structure of employees by age



完善的薪酬福利體系

我們設置完備的薪酬福利體系，將薪酬與團隊／個人業績、個人能力、工作經驗、崗位職責相掛鉤，同時我們在《績效考核實施辦法》和《崗位激勵細則匯編》中明確了薪酬績效的考核方式。

Complete Remuneration and Benefits System

We have implemented a complete remuneration and benefits system, which is linked with team/individual performance, individual abilities, work experience and responsibilities. Meanwhile, we have defined the appraisal methods of performance-related remuneration in the *Implementation Measures for Performance Appraisal* (績效考核實施辦法) and the *Collection of Post Incentive Rules* (崗位激勵細則匯編).

在薪酬方面，我們根據員工的工作崗位、在本公司的工作年限、工作技能水平、工作態度及勞務／勞動合同履行地勞動力市場工資水平等因素確定員工的基本工資、績效工資、職務津貼、各類補貼和績效獎金／佣金等。同時，我們還採用以業績為導向的激勵機制，績效獎金／佣金的實際發放數額將根據本公司經營業績、員工個人完成業績情況、員工個人工作態度、員工遵守本公司規章制度和勞動紀律的情況等因素確定。

In terms of remuneration, we determine the basic salary, performance salary, position allowance, various subsidies, performance bonuses/commissions of employees based on their positions, terms of service with the Company, work skills, work attitude and market rates in the places where the service/labor contracts are performed. Meanwhile, we also adopt performance-driven incentives. The actual amount of performance bonuses/commissions will be determined by the Company based on certain factors, such as the Company's business performance, individual performance, work attitude, employees' compliance with rules, regulations and labor disciplines of the Company.

在員工福利方面，我們確保員工享有所有法定假期和本公司規定的其它假期，如帶薪年休假、產假、產期陪護假、婚假、喪假及帶薪公益假等。除此之外，員工亦享有其他福利如員工體檢、高溫福利以及外派員工福利等。

In terms of employee benefits, we ensure that all employees are entitled to statutory holidays and other leaves offered by the Company, such as paid annual leave, maternity leave, paternity leave, marriage leave, funeral leave and paid charitable leave. In addition, employees can also enjoy other welfare, such as employee medical examination, high-temperature allowance and benefits for dispatched employees.

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員工關愛

員工不僅是我們最寶貴的財富，更是我們蓬勃發展、基業長青的重要基石。在業務領域不斷創新突破的同時，我們也極為注重企業文化建設的創新完善，將「健康工作、健康生活」作為企業的核心價值觀，積極為員工打造陽光、健康的生活工作狀態，提升員工的凝聚力、向心力與滿意度，獲得了來自員工、家屬及各方的讚譽與認可。

線上員工福利平台

我們在公司內網搭建了名為「易家福利」的線上員工福利平台，這一平台可記錄員工的身心健康情況（記錄員工走路、跑步數據）和學習成長進程（員工通過平台可在線學習／報名參加文化活動）。在每年新年前夕、節假日、員工生日和入職週年日等特殊日子，員工可領取特別禮品。此外，員工還可以使用內購折扣挑選心儀的日常用品。

Employee Care

Employees are not only our most valuable assets, but also an important cornerstone for our vigorous development and long-term success. While being committed to continuous innovation and breakthrough in our business sectors, we also attach great importance to the innovation and improvement of corporate culture construction. Based on the core corporate value of “Healthy work, Healthy life”, the Company has actively created a positive and healthy living and working condition to improve the cohesiveness, centripetal force and satisfaction of employees, which has received praise and recognition from employees, their family members and other parties.

Online Employee Welfare Platform

We have established an online employee welfare platform called “Yijia Welfare” on the Company’s intranet, which can be used to record employees’ physical and mental health (recording employees’ walking and running data) and learning and growth process (employees can learn online/register for cultural activities through such platform). Employees can receive special gifts on special days, such as New Year’s Eve, holidays, employees’ birthdays and onboarding anniversaries each year. In addition, employees can also use in-app purchase discounts to select their desired daily necessities.



2023年員工新年禮包
2023 New Year’s gift package for employees



慶祝中秋節月餅禮盒
Mooncake gift box for celebrating the Moon Festival

營造優美工作環境

易居一直致力於為員工提供良好的工作環境，使員工可以在整潔舒適的辦公環境下產生積極的工作情緒，從而進一步提高員工生活品質和工作效率。本公司總部設有易居文化展示長廊和「雲上易居」展廳，我們不僅可以實時監測到全國房地產交易數據，還能看到易居關懷、易居學習、易居新聞、易居銷冠等多項展示內容；我們還建立了易家書房，員工可免費借閱上千本書籍，內容涵蓋文學、藝術、歷史、哲學、管理、科普、生活、旅遊等不同領域，使員工在忙碌的工作之餘，可以舒緩思緒，休憩心靈；我們同時配備了多功能培訓教室，購置先進的影音設備，優化視聽效果，全方位滿足公司會議、培訓、活動組織的需求。

To Build a Harmonious Working Environment

E-House has always been committed to providing employees with a good working environment, so that employees can generate positive working atmosphere in a clean and comfortable office environment, which further improves the quality of life and efficiency of employees. The headquarters of the Company is equipped with the E-House cultural exhibition corridor and the “Cloud E-House” exhibition hall, which allows real-time monitoring of real estate transaction data across the country and display of contents, such as E-House Care, E-House Learning, E-House News, E-House Sales Champion, etc. We also set up E-House reading room, where employees can borrow thousands of books for free, covering different fields, such as literature, art, history, philosophy, management, popular science, lifestyle, travelling, etc., to calm their emotion and relax their mind after busy work. At the same time, multi-functional training classroom with advanced audio-visual equipment, which improves the audio-visual effects, is in place to comprehensively satisfy the needs of the Company in terms of meetings, training and event organization.



「雲上易居」展廳
“Cloud E-House” exhibition hall



多功能培訓教室
Multi-functional training classroom



易家書房
E-House reading room



易杯咖啡廳
E-House cafe

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健康與安全

我們高度重視職業安全，倡導「健康、陽光、正能量－健康是對自己負責，對家人負責，對公司負責」的企業文化，將員工的身心健康作為本公司工作的核心重點之一。

關注員工身心健康

通過嚴格遵守《中華人民共和國安全生產法》《中華人民共和國職業病防治法》等法律法規，我們致力為員工創造一個健康安全的工作環境。我們的工作場所嚴禁帶入易燃、易爆、有毒、有害物品，呼籲員工對緊急事件及時上報，另外，本公司建立了清晰而有效的管理系統，以匯報於工作中存在的危害與疾病等風險，並就相應的報告提出防範措施。

我們為員工定期開展有針對性的職業健康安全講座與培訓，加強員工對工作危險的防範和自我保護意識。2023年舉辦兩場關愛員工身心健康研討會。關於新冠的中藥預防及康復的研討會為員工提供對於抗擊各種新冠後期症狀的建議，而關於糖尿病預防及治療的研討會則從生活及飲食習慣角度為員工提供有關糖尿病預防及治療的科學建議。

在心理健康方面，為緩解員工工作壓力、生活壓力，提升員工幸福指數，本公司為全體員工與直系家屬開設24小時全天候的心理關愛熱線，並聘請經驗豐富的心理諮詢師提供一對一諮詢協助，解決員工心理矛盾，改善員工心態，打造一個青春富有活力的團隊。

Health and Safety

We attach great importance to occupational safety – adhering to the corporate culture of “healthy and sunny corporate culture with positive energy – health is accountable to ourselves, the family, and the Company”, we regard the physical and mental health of employees as one of the core priorities of the Company.

Focusing on the Physical and Mental Health of Employees

We are committed to establishing a healthy and safe working environment by strictly following the *Production Safety Law of the People's Republic of China* and the *Law of the People's Republic of China on Prevention and Control of Occupational Diseases*. It is strictly forbidden to bring flammable, explosive, toxic and harmful materials to the workplace. Our employees are encouraged to report emergencies in a timely manner. In addition, the Company has formulated a clear and effective management system for reporting risks, such as dangers and illnesses during work, and suggesting preventive measures in accordance with the relevant reports.

We provide our employees with specific lectures and training with respect to occupational health and safety, in an effort to raise their awareness of workplace hazards and self-protection. In 2023, two seminars on caring for employees' physical and mental health were held. The seminar on Traditional Chinese Medicine for the Protection and Rehabilitation of COVID-19 provided suggestions for employees to combat various post-COVID conditions, while the seminar regarding Diabetes Prevention and Treatment offered employees scientific advice on the prevention and treatment of diabetes mellitus from the life and dietary habits perspectives.

In terms of mental health, to alleviate the work and life pressure of employees and improve the employee happiness index, the Company has set up a 24-hour psychological care hotline for all employees and their immediate family members. The Company also engages experienced psychological counsellors to provide one-on-one consultation assistance to solve the psychological contradictions of employees and improve the mentality of employees for building a young and energetic team.

易居杯橋牌賽

2023年4月，本公司主辦面向住房和城鄉發展實體的第28屆「易居杯」橋牌賽。由來自13個城市的住房和城鄉建設企業的180名選手組成的30支隊伍參加了為期3日的比賽，易居團隊贏得冠軍。



2023年易居橋牌賽
2023 E-House Bridge Tournament

E-House Cup Bridge Tournament

In April 2023, the Company organized the 28th “E-House Cup” Bridge Tournament for the housing and urban-rural development entities. 30 teams composed of 180 players from the housing and urban-rural construction enterprises across 13 cities played the competition for 3 days and the E-House team won the championship.



易居團隊贏得冠軍頭銜
E-House team won the championship title

每週羽毛球活動

2023年，本公司在每週二舉辦羽毛球活動，使員工能夠保持身體健康，並增進溝通與信任。



每週羽毛球活動
Weekly badminton activity

Weekly Badminton Events

In 2023, the Company organized badminton activities every Tuesday, which enabled employees to sustain physical wellness and allowed for a deep connection and trust to form.

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夏季高溫送清涼

2023年夏季，本公司管理層第一時間走訪多個城市的事業部，與當地員工開展座談會，傾聽員工心聲，並送上夏季清涼慰問禮包，以預防高溫中暑和生產安全事故的發生，保護職工的生命安全和身體健康。



管理層實地視察
Management site visit

Keep Employees Cool During the Hot Summer

During the summer of 2023, the management of the Company proactively visited divisions in several cities, extended their regards to local employees and listened to their concerns with the care package for hot summer, hoping to prevent the occurrence of heat stroke and production safety accidents to protect the lives and health of employees.



傾聽及回應員工心聲
Listening and responding to employees' concerns

員工發展

易居始終關注人才培養與發展，搭建完善的員工培訓體系，以幫助他們發揮最大的業務潛能。2023年，我們在人才發展與培育上矢志不渝地努力與創新，讓培訓作為本公司發展的助推器，使品牌不斷增值。

Employee Development

E-House always pays attention to talent training and development, and builds a complete staff training system to help them maximize their business potential. In 2023, we made unremitting efforts and innovation in talent development and cultivation, let training be the booster of the Company's development, and made our brand continuously increase in value.

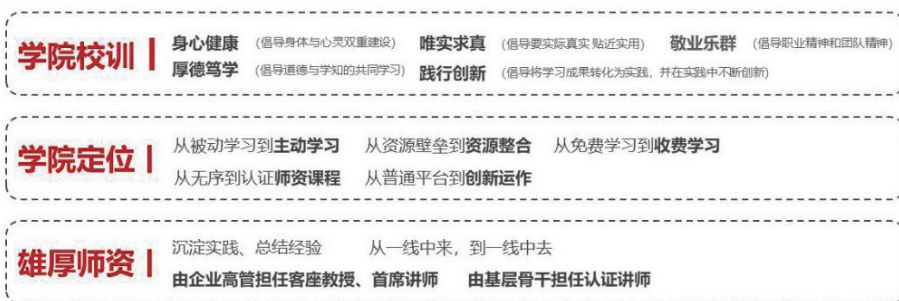
線上學習平台

我們搭建三合一共享移動學習平台「易家人才學院」，其匯聚了易居旗下一手房代理業務、房地產經紀網絡服務業務、房地產數據及諮詢服務三大板塊業務知識成果，以崗位技能類培訓為主，結合提升領導力、綜合素養等補充課程，實力打造創新型學習平台。

Online Learning Platform

We have built a three-in-one shared mobile learning platform “E-House Talent College”, which brings together the accumulated knowledge and achievements in three major business sectors, namely, E-House’s real estate agency services in the primary market, real estate brokerage network services and real estate data and consulting services. We strive to create an innovative learning platform with a focus on post skills training and complemented by the courses targeting for leadership promotion and comprehensive competence.

易家人才學院：一站式行業人才培訓晉升體系



易家人才學院 E-House Talent College

「在線課程、在線考試、學習記錄、標桿學習、素質教育、專業提升、崗位培訓、直播頻道」等八大學習板塊，充分發揮易居在大數據領域的專業特色，最大限度地將三大特色業務的專家師資、智慧成果和學習資源進行整合互通。新穎有趣的模式、完善系統的課程、互動形式的學習，實現便捷高效的學習體驗，進一步提升經紀人的專業度、提升客戶滿意度。

By giving full play to the professional characteristics of E-House in the field of big data, the eight learning sectors of “online courses, online exams, study records, benchmarking, quality education, professional promotion, job training and live broadcasting channels” integrate and inter-connect the professional faculty, wisdom achievements and learning resources of the three featured businesses to the largest extent. New and interesting modes, complete and systemized courses and interactive forms of learning are adopted to achieve a convenient and efficient learning experience, so as to further enhance the professionalism of brokers and improve customer satisfaction.

此外，我們還會特別邀請公司管理層以及全國區域內總監級別以上經驗豐富的高管團隊，成為易家人才學院的客座教授、首席講師，讓員工在易家人才學院學習他們的智慧與心得。

In addition, we have especially invited the management of the Company and experienced senior management at director level or above nationwide to become visiting professors and chief lecturers of the E-House Talent College, so that employees can learn their wisdom and experience at the E-House Talent College.

易家人才學院平台實行統一登錄、板塊權限劃分制，在常規的課程自主學習、培訓班、考試平台、互動發佈模塊之外，特別設置講師庫、直播系統、積分商城、學習幣、崗位科考功能，增加學習互動性、便捷性，充分調動員工的學習熱情。

The platform of the E-House Talent College implements unified registration and sector permission division. In addition to the regular curriculum self-learning, training courses, examination platform and interactive release module, special functions of lecturer library, live broadcasting system, credits mall, study currency and post examination are set up to increase learning interaction and convenience and fully mobilize the learning enthusiasm of employees.

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完善的培訓體系

易居旗下房地產數據及諮詢服務、房地產經紀網絡服務業務和一手房代理業務三大板塊業務均制定了完善的培訓體系，以全方位地提升員工專業水平，構建可持續發展的人才梯隊，為本公司培育後備人才。

房地產數據及諮詢服務板塊實行人才梯度式培訓，針對不同的人才梯隊，設計不同層級的培訓內容、形式，分為知識型、分享型、競賽型、戰略型。

- 知識型課程是指專門入門、標準操作流程，基本職業技巧類課程。以新入行或新入職員工自學為主，通過雲課堂E-Learning系統中隨學隨測。
- 分享型課程是針對在崗的專業和業務人員開設的專業知識提煉的技巧類課程，主要以各類實戰總結、經典案例、專家講座等為主，分享的課程定期開課，員工可於線上自行選擇課程及報名參與。
- 競賽型課程是針對中層骨幹專業人員進行實戰型業務大賽，通過同場競技來相互競爭，取長補短，從而提升專業及業務能力。
- 戰略型課程是指針對中層管理人員通過戰略研討、管理理念導入、實戰沙盤演練等形式，提升管理人員的管理思維，提高管理技能，推動業務創新的課程。

Complete Training System

The three major business sectors of E-House, namely, real estate data and consulting services, real estate brokerage network services and real estate agency services in the primary market, have developed a complete training system to enhance the professional level of employees in an all-around way, build a sustainable talent team, and cultivate reserve talents for the Company.

The real estate data and consulting services sector implements gradient training of talents. Different levels of training contents and forms are designed for different talent teams, which are divided into knowledge-based, sharing-based, competition-based and strategic-based.

- Knowledge-based courses refer to specialized introductory, standard operating procedures and basic vocational skills courses. It mainly focuses on the self-study of new entrants or new employees, through the E-learning system of cloud classroom to learn and take tests simultaneously.
- Sharing-based courses are skill courses for refining professional knowledge for on-the-job professionals and sales personnel, which mainly include various practical experience summaries, classic cases, expert lectures, etc. The shared courses are held regularly, and employees themselves can choose courses and enroll for participation online.
- Competition-based courses are practical business competitions for mid-level backbone professionals. They compete with each other through the same competition and learn from each other's strengths to improve their professional and business capabilities.
- Strategic-based courses are courses for mid-level managers to improve their management thinking, enhance management skills and promote business innovation through strategic discussion, management concept introduction and practical sand table exercise, etc.

房地產經紀網絡服務業務板塊設立了全流程、全崗位、全覆蓋的培訓體系，從啟航計劃的新進人員培訓，再到領航計劃的總經理融入培訓和發展培訓，旨在通過培訓，激活、打通每一個業務細胞。

The real estate brokerage network services sector has set up a training system with full-process, full-position and full-coverage, from the new personnel training of the Sailing Program to the training and development training of the general manager of the Navigation Program, aiming at starting and opening up every business cell through training.

| 对象 | 类型 | 课程体系 | 主要项目 |
|-------------|------|---|--|
| 城市总 | 领航计划 | 总经理融入&领导力发展计划 | 领袖训 卓越训 |
| 业务 第一负责人 | 续航计划 | 中层管理者提升系列 | 精英训 提升训 英语训 业务训 |
| 业务 储备干部 | 储能计划 | 储备干部资源池建设系列 | 攀登者计划训练营 磐石计划训练营 |
| 中后台员工 | 扬帆计划 | 服务支持+后台管控培训&通识类课程培训 招聘培训 学习成长 品牌培训 系统培训 结算培训 | HR Workshop 御师驾到、培训智囊团 超级品牌官 系统提升训 会结精英直通营 通识类课程训 |
| 全体员工 | 启航计划 | 联动及二手标准化流程训 新员工及管培生培养期训练 | 联动标准化动作训 二手标准化动作训 文化共识训 锋芒训 |

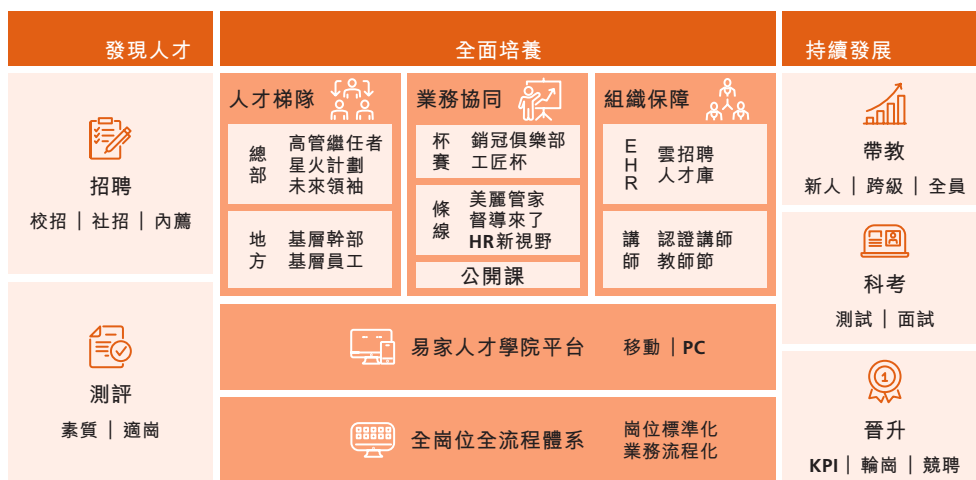
房友学院+易家人才学院 [线上学习测评系统]

房地產經紀網絡服務業務板塊內部培訓體系
Internal training system in the real estate brokerage network services sector

環境、社會及管治報告 ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

易居一手房代理業務板塊建立了全面的「招、育、用、留」人才發展體系，開發針對不同職業階段、職業線的專門培訓課程，如針對管培生的「未來領袖」、「金鍾子」培訓項目，針對中層管理人員的「星火計劃」、「金牌經理」，針對高管的「高管研修班」，針對不同的職能線的策劃培訓、結算培訓、督導培訓、人力資源培訓等。

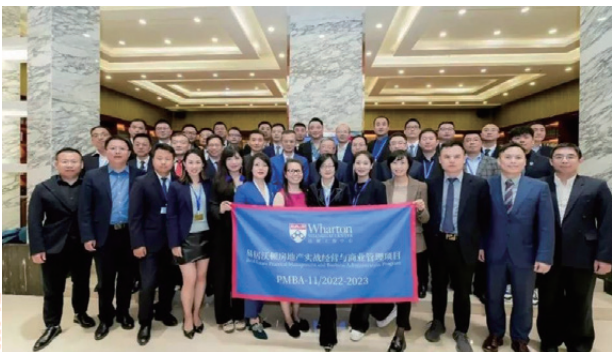
The real estate agency services in the primary market sector of E-House has established a comprehensive “recruitment, education, employment and retention” talent development system and developed specialized training courses for different career stages and career lines, such as “Future Leader” and “Golden Bell” training projects for management trainees, “Sparkling Plan” and “Golden Manager” for mid-level managers, and “Senior Management Training Class” for senior managers, planning training, settlement training, supervision training and human resource training for different functional lines.



易居一手房代理業務板塊「招、育、用、留」人才發展體系
“Recruitment, education, employment and retention” talent development system in real estate agency services in the primary market sector of E-House

營銷團隊是我們最龐大的人才群體，我們每年都針對營銷本部和各城市營銷團隊開展形式豐富多樣的營銷培訓課程，以提高營銷團隊的專業能力。同時，營銷團隊是我們直面客戶的第一道保障，良好的溝通技能和優秀的專業素質才能使客戶體驗到賓至如歸的感覺。

The marketing team is our largest talent group. We conduct a variety of marketing training courses for the marketing department at the headquarters and marketing teams at city level every year to improve the professional competence of the marketing team. At the same time, with the marketing team as our front-line staff interacting directly with customers, their good communication skills and excellent professional qualities can make customers feel at home.



易居沃頓培訓項目
E-House Wharton Training Program



培訓工作坊
Training workshop

社會責任

作為一個有社會責任感的企業公民，易居在追求自身發展的同時，堅持將發展成果與社會共享，並將企業責任作為企業可持續發展的核心戰略之一。2023年，我們繼續在教育、健康、保護野生動物等方面貢獻一份力量。

加快扶貧

過去十年來，本公司一直致力於通過社區支持農業(CSA)計劃精準扶貧，該計劃利用本公司的線上銷售平台易居樂農協助農村地區的農戶重新設計商品展示以吸引消費者，亦滿足城市居民對線上食雜購物日益增長的需求。線上銷售模式已極大地提高農產品的銷售額並為農村地區帶去減貧希望。



SOCIAL RESPONSIBILITY

As a corporate citizen with a sense of social responsibility, E-House adheres to the concept of sharing development achievements with society while pursuing its own development, and regards corporate responsibility as one of the core strategies for corporate sustainable development. In 2023, we continued to contribute our part to education, health and wildlife protection.

Accelerating Poverty Alleviation

Over the last decade, the Company has devoted to targeted poverty alleviation through its Community Supported Agriculture (CSA) program which utilizes its online selling platform, E-House Lenong (易居樂農), to assist farmers in rural areas to re-design merchandise displays to entice consumers, and also satisfy urban residents' rising demand for online grocery shopping. The online sales model has greatly promoted the sales of agricultural products and brought hope for poverty reduction in rural areas.



農村地區農產品的重新設計展示
Re-designed displays of agricultural products from rural areas

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2023年1月，中國民主建國會（民建）上海市委員會舉行2022年社會服務工作會議表彰定點幫扶工作模範。民建會員朱旭東先生（易居樂農董事長）因其扶貧貢獻而被授予「2022年民建中央定點幫扶工作先進個人」及「上海民建優秀企業家」榮譽稱號。

In January 2023, the Shanghai Committee of China Democratic National Construction Association (CDNCA) held the 2022 Social Service Work Conference to commend role models in the designated assistance work. A CDNCA member, Mr. Zhu Xudong (Chairman of E-House Lenong) was awarded the honorary title of “Advanced Individual in Designated Assistance Work of the Central Committee of CDNCA in 2022” and “Outstanding Entrepreneur of Shanghai CDNCA” for his contributions to poverty alleviation.



民建表彰易居樂農董事長
CDNCA honours E-house Lenong Chairman

推動中國田徑事業發展

易居馬拉松俱樂部始終致力於探索職業體育和競技體育相結合的可持續發展道路。自2021年攜手中國田協共建國家中長跑、馬拉松及競走隊以來，在總教練李犁先生的指導下，不斷支持國內高水平運動員和教練員的培養，並取得了不錯的成績。在2023年亞洲室內田徑錦標賽上，俱樂部成員何巫呷在女子3,000米項目中為中國隊斬獲一枚銀牌。

Promoting the Development of China's Track and Field Events

E-House Marathon Club has always been committed to exploring a sustainable development path combining professional sports and competitive sports. Since E-House joined hands with the Chinese Athletic Association to build the national middle-to-long-distance running, marathon and race-walking teams in 2021, under the guidance of Mr. Li Li, the head coach of the club, E-House has been committed to supporting the development of high-level athletes and coaches and delivered remarkable results. At 2023 Asian Indoor Athletics Championships, He Wuxia, a member of the club won a silver medal for Chinese delegation in Women's 3,000 meters.



易居馬拉松俱樂部成員贏得銀牌
E-house Marathon Club member won a silver medal

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在推動中國馬拉松專業化的同時，易居馬拉松俱樂部還心系大眾體育，多次開展面向大眾跑者的馬拉松訓練營，為大眾跑者提供更系統化、週期化的專業訓練模式和多元化的訓練交流平台，讓更多人了解跑步、參與跑步、愛上跑步，讓全民健身的理念深入人心。

While promoting the professional development of marathon in China, E-House Marathon Club is also concerned about mass sports. It initiated marathon training camps for mass runners for many times to provide more systematic and periodic professional training mode and diversified training communication platform for mass runners, with the aim to let more people know about running, participate in running and love running, so as to let the concept of fitness for all take root in the hearts of the people.



2023年7月舉行的馬拉松訓練營
Marathon training camp held in July 2023

參與本地社區教育項目

經過十年的發展，易居、沃頓商學院及上海大學於2023年4月共同將原「易居沃頓案例研修基地」升級為「沃頓上海中心」。在易居、上海大學、上海電機學院的支持下啟動的首屆全球青年領導力項目引起專家、學者及行業從業者的關注，將成為上海的國際教育合作標桿及中美教育成就的全新展示。

Engaging in Educational Program in the Local Community

After ten years of development, in April 2023, E-House, the Wharton School of business, and Shanghai University jointly upgraded the original "E-House Wharton Case Study and Teaching Facility (易居沃頓案例研修基地)" to "Wharton Shanghai Center". The launch of the first Global Youth Leadership Program was supported by E-House, Shanghai University, Shanghai Institute of Electrical Engineering, and drew the attention of experts, scholars, and industry practitioners. It will become a benchmark for the international education cooperation in Shanghai and a new showcase of the China-U.S. educational achievements.



項目啟動儀式
Launching ceremony of the program



易居主席致辭
E-House Chairman giving a speech

環境責任

我們重視節約資源和保護環境，積極履行環保義務。我們一直恪守守法經營之道，嚴格執行《中國環境保護法》《水污染防治法》《大氣污染防治法》《環境噪聲污染防治法》《環境影響評價法》以及《上海市生活垃圾管理條例》《上海市生活垃圾分類投放指引》等各地方政府頒佈的環境保護法律法規和實施細則。

低碳運營

不同於傳統生產型企業，我們從事的業務活動並不會消耗大量資源，主要為辦公室用電、辦公生活用水和辦公用紙。2023年，我們購買的電力總量為10,706.69兆瓦時，消耗的汽油總量為97.69兆瓦時，能源消耗密度為3.42兆瓦時／人；溫室氣體排放總當量為6,128.41噸，範圍二溫室氣體佔比為99.6%，排放密度為1.94噸／人。在用水方面，我們用水取自城市供水系統，2023年，我們消耗水資源18,042.32噸，用水密度為5.71噸／人。

目前，我們已制定資源使用效益和降低碳排放目標，即盡可能節約資源，不斷提高電能的使用效率，降低碳排放，同時進一步加強水資源使用統計和監測，提高用水效率。2023年，我們繼續採取如下措施以響應所設定的目標，為保護環境貢獻一份力量：

- 通過宣傳活動提高員工節能意識，鼓勵員工使用樓梯，並且建議低樓層辦公的員工不乘坐電梯；
- 鼓勵員工上下班通勤以地鐵公交等公共交通形式為主；

ENVIRONMENTAL RESPONSIBILITY

We attach importance to the conservation of resources and the protection of the environment, and actively fulfil our environmental protection obligations. We have been adhering to the philosophy of law-abiding operation and strictly implemented the *Environmental Protection Law of China*, the *Law on the Prevention and Control of Water Pollution*, the *Law on the Prevention and Control of Atmospheric Pollution*, the *Law on the Prevention and Control of Pollution from Environmental Noise*, the *Law on Appraising of Environmental Impacts* and environmental protection laws and regulations as well as implementation rules promulgated by local governments, such as the *Shanghai Domestic Waste Management Regulations* (《上海市生活垃圾管理條例》) and the *Guidelines for Classification and Disposal of Domestic Waste in Shanghai* (《上海市生活垃圾分類投放指引》).

Low Carbon Operation

Unlike traditional manufacturing enterprises, our business activities do not cost large resource consumption, and mainly consume office electricity, office domestic water and office paper. In 2023, we purchased 10,706.69 MWh of electricity and consumed 97.69 MWh of gasoline with the energy consumption intensity of 3.42 MWh per person; the total equivalent amount of greenhouse gas emission was 6,128.41 tonnes, and scope 2 greenhouse gases accounted for 99.6% with emission intensity of 1.94 tonnes per person. In terms of water use, the water we use is from the urban water supply system. In 2023, we consumed 18,042.32 tonnes of water resources with water use intensity of 5.71 tonnes per person.

At present, we have set targets to improve resource use efficiency and reduce carbon emissions, that means we will do our utmost to save resources, and continue to improve the use efficiency of electricity, reduce carbon emissions, and further enhance statistics and monitoring of water resource utilization to increase the efficiency of water use. In 2023, we continued to take the following measures to respond to the targets set and contribute our share to environmental protection:

- Raise awareness of energy conservation among employees through publicity activities, encourage our employees to use the stairs and recommend employees working on lower floors not to take the elevator;
- Encourage employees to use public transportation, such as subway and buses for commuting;

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- 通過召開視頻會議和電話會議的方式，減少不必要的差旅出行；
- 計算機、打印機及複印機等辦公機具長時間不使用時以及下班後，切斷電源，減少待機消耗；
- 嚴禁辦公室個人使用電爐、電熱壺等大功率電器；
- 優先選購節能環保的裝修材料和辦公設備，大力提倡修舊利廢，延長文印設備的使用壽命；
- 加強用水設備的日常維護管理，及時檢查更換老化的供水管路及零件，自覺檢查、處理和通知相關人員及時解決供水故障，杜絕跑、冒、漏、滴和長流水現象；
- 鼓勵無紙化辦公，以OA系統線上操作替代傳統辦公流程；
- 通過宣傳活動要求員工盡量減少不必要的紙張使用，並倡導雙面打印複印；及
- 聘請專業公司對電腦及打印機等辦公設備進行回收，通過以舊換新等方式，降低對環境的負擔，促進可循環發展。
- Reduce unnecessary travel by holding video and telephone conferences;
- Cut off the power to reduce standby consumption when computer, printers and copiers and other office machines are not in use for a long time and after hours;
- Personal use of electric stove, electric kettle and other high-power electrical appliance is strictly prohibited in office;
- Give priority to purchasing energy conservation and environment protection decoration materials and office equipment, strongly encourage repair and recycling to prolong the service life of printing equipment;
- Strengthen the daily maintenance and management of water equipment, timely check and replace the aging water supply pipes and parts, consciously check, address and notify relevant personnel to solve the water supply problem in time, and eliminate wastage of emitting, leaking, dripping, and running water;
- Encourage paperless office and replace conventional office processes with online operations of OA system;
- Ask employees to minimize unnecessary paper use through publicity, and advocate double-sided printing and copying; and
- Engage specialized companies to recycle office equipment, such as computers and printers, and reduce the burden on the environment and promote the development of recycling through trade-in programs.

管理廢棄物

日常運營的整個過程中，我們產生的無害廢棄物主要來自於日常行政工作產生的紙張、紙箱、生活垃圾和建築垃圾等；有害廢棄物主要來自於日常行政工作中產生的少量有害垃圾，如硒鼓墨盒、燈管和廢舊電池等。2023年，我們產生的無害廢棄物共1,501.95噸；我們產生的有害廢棄物共計0.04噸。所有廢棄物均由專業的清運公司處理。

Waste Management

During the whole process of daily operation, the non-hazardous waste we generated mainly comes from paper, cartons, domestic garbage and construction waste and others generated in daily administrative work; the hazardous waste mainly comes from the small amount of harmful waste generated in daily administrative work, such as toner cartridge, lamps and waste batteries. In 2023, we generated a total of 1,501.95 tonnes of non-hazardous waste, and 0.04 tonnes of hazardous waste. All wastes are disposed of by professional cleaning and transportation companies.

目前，我們在廢棄物管理方面設立了目標，主要內容為不斷改善減少、再利用和回收廢棄物的方式，以降低廢棄物對環境產生的負面影響。2023年，我們積極採取措施以響應所設定的目標，我們實行垃圾分類，在辦公大樓一樓張貼了垃圾分類知識宣傳海報；在辦公大樓公共區域放置垃圾分類知識宣傳手冊；在辦公大樓各樓梯過道放置了4類垃圾桶，包括「可回收垃圾」、「有害垃圾」、「濕垃圾」和「乾垃圾」，以便員工能夠正確分類廢棄物供處置。在本公司每個樓層的前台都設有廢舊電池的回收桶，用以收集廢舊乾電池。我們工會還定期舉辦垃圾分類講座，提高全員垃圾分類意識。

應對氣候變化

易居持續關注整個運營過程中的氣候變化，嚴格遵循政府部門發佈的相關極端天氣指引，並制定符合本公司實際情況的應對措施，以降低氣候變化對日常運營和人身安全方面的影響。

我們密切關注氣象信息、天氣預報、颱風暴雨警報等。我們接到警報後立即做出反應，及時向公司總部管理層報告有關情況，一旦出現上述災害性警報時，為確保員工安全，各公司負責人會根據當地政府發佈的相關通知，結合公司實際情況，調整員工上下班時間，並報上一級負責人批准，並向公司總部報備。災害性警報期間，做好樓宇的安全加固工作，做好重點區域防禦工作。實行領導帶班，24小時值班，佈置準備必要的前線物資，並對積水地段設置臨時走道，迅速自主搶險，確保員工及財產安全。

Currently, our targets for waste management, which mainly include continuously improving ways to reduce, reuse and recycle waste, have been established to reduce the negative impact of waste on the environment. In 2023, we took active measures to respond to the target set, and implemented waste sorting. We posted a poster related to the knowledge of waste sorting on the first floor of the office building; placed a publicity brochure related to the knowledge of waste sorting on the public areas of the office building; and separately placed 4 types of garbage bins, including "recyclable garbage", "harmful garbage", "wet garbage" and "dry garbage", in each stair aisle of the office building so that employees can correctly sort waste for disposal. The reception desk on each floor of the Company has a recycling bin for used batteries to collect used dry batteries. Our labor union also gives regular lectures on waste sorting, to raise the awareness of waste sorting among all staff.

Climate Change Response

E-House continuously pays attention to climate change throughout the operation process, strictly follows the relevant extreme weather guidelines issued by government departments, and formulates responding measures in line with the actual situation of the Company to reduce the impact of climate change on daily operations and personal safety.

We pay close attention to meteorological information, weather forecast, typhoons and rainstorms warning. We shall make immediate response once receiving relevant warning and report to the management at the headquarters of the Company in time. In the event of the issuance of the above-mentioned disaster alerts, in order to ensure the safety of employees, the person-in-charge of each office shall adjust the working hours of employees according to the relevant notices issued by the local government and the actual situation of the office, and report to the person-in-charge of the upper level for approval and to the headquarters of the Company for record. During the disaster alert period, we shall give priority to the security reinforcement work of the buildings, and work to ensure the defence works in key areas. Moreover, we shall take multiple measures to ensure the safety of life and property of our employees, including leaders on duty, 24-hour duty system, arrangement and preparation of necessary front-line suppliers, setup of temporary aisles for waterlogged areas and quick carrying out of self-rescue.

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OVERVIEW OF SOCIAL RESPONSIBILITY DATA

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Overview of Annual ESG Data

| 社會指標 | Social Indicators | 2023年度 2023 | 2022年度 2022 |
|---------------|-------------------------------|----------------|----------------|
| 僱傭 | Employment | | |
| 僱員總數 | Total workforce | 3,158 | 6,146 |
| 按性別 | By gender | | |
| 男 | Male | 1,355 | 2,693 |
| 女 | Female | 1,803 | 3,453 |
| 按僱傭類型 | By employment type | | |
| 全職 | Full time | 3,157 | 6,130 |
| 兼職 | Part time | 1 | 16 |
| 按年齡組別 | By age group | | |
| 30歲及以下 | 30 years old and below | 791 | 2,101 |
| 31歲至49歲 | 31 to 49 years old | 2,272 | 3,926 |
| 50歲及以上 | 50 years old and above | 95 | 119 |
| 按僱員類型 | By staff type | | |
| 高級管理層 | Senior management | 29 | 134 |
| 中級管理層 | Middle management | 162 | 314 |
| 普通員工 | Ordinary employees | 2,967 | 5,698 |
| 按地區劃分 | By region | | |
| 西南地區 | Southwest China | 299 | 496 |
| 西北地區 | Northwest China | 67 | 132 |
| 華中地區 | Central China | 105 | 533 |
| 華南地區 | Southern China | 288 | 541 |
| 華東地區 | Eastern China | 1,711 | 3,293 |
| 華北地區 | Northern China | 655 | 941 |
| 東北地區 | Northeast China | 33 | 210 |
| 僱員流失比率 | Employee turnover rate | 49.53% | 58.42% |
| 按性別 | By gender | | |
| 男 | Male | 53.32% | 59.89% |
| 女 | Female | 46.57% | 57.19% |
| 按年齡組別 | By age group | | |
| 30歲及以下 | 30 years old and below | 53.45% | 66.49% |
| 31歲至49歲 | 31 to 49 years old | 47.81% | 52.75% |
| 50歲及以上 | 50 years old and above | 36.97% | 41.09% |
| 按地區劃分 | By region | | |
| 西南地區 | Southwest China | 52.22% | 60.94% |
| 西北地區 | Northwest China | 61.36% | 83.16% |
| 華中地區 | Central China | 66.23% | 66.60% |
| 華南地區 | Southern China | 54.71% | 71.16% |
| 華東地區 | Eastern China | 44.43% | 52.11% |
| 華北地區 | Northern China | 49.10% | 39.60% |
| 東北地區 | Northeast China | 61.90% | 74.39% |

年度ESG數據總覽

Overview of Annual ESG Data

| 社會指標 | Social Indicators | 2023年度 2023 | 2022年度 2022 |
|---------------|-------------------------------------|----------------|----------------|
| 健康與安全 | Health and Safety | | |
| 因工作關係而死亡的人數 | Number of work-related fatalities | | |
| 2023年 | 2023 | | 0 |
| 2022年 | 2022 | | 0 |
| 2021年 | 2021 | | 0 |
| 因工作關係而死亡的人數比率 | Rate of work-related fatalities | | |
| 2023年 | 2023 | | 0% |
| 2022年 | 2022 | | 0% |
| 2021年 | 2021 | | 0% |
| 因工傷損失工作日數 | Lost days due to work injury | 260 | 0 |
| 發展 | Development | | |
| 受訓僱員百分比 | Percentage of trained employees | 69.54% | 70.68% |
| 按性別 | By gender | | |
| 男 | Male | 68.93% | 71.13% |
| 女 | Female | 69.99% | 70.32% |
| 按僱員類型 | By staff type | | |
| 高級管理層 | Senior management | 68.97% | 70.15% |
| 中級管理層 | Middle management | 87.65% | 90.13% |
| 普通員工 | Ordinary employees | 68.55% | 69.62% |
| 每名僱員平均受訓時數 | Average training hours per employee | | |
| 按性別 | By gender | | |
| 男 | Male | 32.85 | 35.59 |
| 女 | Female | 34.61 | 37.06 |
| 按僱員類型 | By staff type | | |
| 高級管理層 | Senior management | 37.60 | 40.63 |
| 中級管理層 | Middle management | 62.58 | 68.50 |
| 普通員工 | Ordinary employees | 31.82 | 34.55 |
| 按地區劃分的供應商數量 | Number of suppliers by region | | |
| 華東地區 | Eastern China | 7,865 | 8,810 |
| 華南地區 | Southern China | 2,060 | 2,181 |
| 華中地區 | Central China | 2,030 | 2,357 |
| 華北地區 | Northern China | 635 | 731 |
| 西北地區 | Northwest China | 456 | 547 |
| 西南地區 | Southwest China | 1,768 | 1,956 |
| 東北地區 | Northeast China | 495 | 531 |

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| 社會指標 | Social Indicators | 2023年度 2023 | 2022年度 2022 |
|-------------------------|--|------------------|----------------|
| 環境指標 | Environmental Indicators | | |
| 排放 | Emissions | | |
| 溫室氣體排放量 (範圍1和範圍2)(噸) | Greenhouse gas emissions (Scope 1 and Scope 2) (tonnes) | 6,128.41 | 7,580.38 |
| 直接溫室氣體排放量(範圍1) | Direct greenhouse gas emissions (Scope 1) | 22.39 | 22.50 |
| 間接溫室氣體排放量(範圍2) | Indirect greenhouse gas emissions (Scope 2) | 6,106.02 | 7,557.88 |
| 人均溫室氣體排放量 (噸/人) | Per capita greenhouse gas emissions (tonnes/person) | 1.94 | 1.23 |
| 有害廢棄物排放量(噸) | Hazardous waste disposal (tonnes) | 0.04 | 0.04 |
| 電池 | Battery | 0.02 | 0.03 |
| 裝修產生的有害廢棄物 | Hazardous waste generated by decoration | 0.01 | 0.01 |
| 硒鼓墨盒 | Toner cartridge | 0.01 | 0 |
| 無害廢棄物排放量(噸) | Non-hazardous waste disposal (tonnes) | 1,501.95 | 1,781.97 |
| 生活垃圾 | Domestic waste | 1,500.00 | 1,780.00 |
| 建築垃圾 | Construction waste | 1.00 | 1.00 |
| 辦公用紙 | Office paper | 0.95 | 0.97 |
| 有害及無害廢棄物排放總量 (噸) | Total hazardous and non-hazardous waste disposal (tonnes) | 1,501.99 | 1,782.01 |
| 人均有害及無害廢棄物排放量 (噸/人) | Per capita hazardous and non-hazardous waste disposal (tonnes/person) | 0.48 | 0.29 |
| 水資源消耗 | Water consumption | | |
| 總用水量(噸) | Total water consumption (tonnes) | 18,042.32 | 18,876.82 |
| 新鮮的自來水 | Fresh tap water | 18,042.32 | 18,876.82 |
| 人均用水量(噸/人) | Per capita water consumption (tonnes/person) | 5.71 | 3.07 |
| 能源消耗 | Energy consumption | | |
| 能源消耗量(兆瓦時) | Energy consumption (MWh) | 10,804.38 | 10,831.79 |
| 電力 | Electricity | 10,706.69 | 10,743.25 |
| 汽油 | Gasoline | 97.69 | 88.54 |
| 人均能源消耗量(兆瓦時/人) | Per capita energy consumption (MWh/person) | 3.42 | 1.76 |

- 數據計算標準及方法：
 1. 溫室氣體：種類包括二氧化碳、甲烷、氧化亞氮及六氟化硫。範圍1溫室氣體根據中華人民共和國國家發展和改革委員會發佈的常見化石燃料特性參數缺省值計算所得；範圍2溫室氣體是依據中華人民共和國生態環境部發佈的中國國家電網平均二氧化碳排放因子計算所得。
 2. 有害廢棄物：根據香港聯合交易所刊發的《環境關鍵績效指標匯報指引》中所提及的《控制危險廢物越境轉移及其處置巴塞爾公約》規定的「有害廢棄物」進行劃分。數據來源為相關記錄和台賬。
 3. 無害廢棄物：所有不在《控制危險廢物越境轉移及其處置巴塞爾公約》「有害廢棄物」定義範圍的廢棄物，類屬「無害廢棄物」。數據來源為相關記錄和台賬。
 4. 水資源消耗：數據來源為市政用水採購量。
 5. 能源消耗：數據是根據購買的電力及燃料的消耗量和國際能源署提供的有關轉換因子計算所得。
- Data calculation standards and methods:
 1. Greenhouse gases: it includes carbon dioxide, methane, nitrous oxide and sulphur hexafluoride. Scope 1 greenhouse gas is calculated based on the default value of common fossil fuel characteristic parameters issued by the National Development and Reform Commission of the People's Republic of China; Scope 2 greenhouse gas is calculated based on the average carbon dioxide emission factor of China's national electric grid issued by the Ministry of Ecology and Environment of the People's Republic of China.
 2. Hazardous waste: it is categorized according to the definition of "hazardous waste" as stipulated in the *Basel Convention on the Control of Transboundary Movements of Hazardous Wastes and Their Disposal* mentioned in the *Reporting Guidance on Environmental KPIs* issued by the Hong Kong Stock Exchange. Data sources are from relevant records and ledgers.
 3. Non-hazardous waste: wastes that are not within the definition scope of "hazardous waste" in the *Basel Convention on the Control of Transboundary Movements of Hazardous Wastes and Their Disposal* are classified as "non-hazardous waste". Data sources are from relevant records and ledgers.
 4. Water consumption: data source is from the amount of municipal water purchased.
 5. Energy consumption: data are calculated based on the consumption of purchased electricity and fuel and the relevant conversion factors provided by the International Energy Agency.

環境、社會及管治報告

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

附錄I — 《環境、社會及管治報告指引》內容索引

APPENDIX I – ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORTING GUIDE CONTENT INDEX

| 層面 Aspect | 描述 Description | 位置／備註 Location/Remarks |
|----------------------------------|---|--|
| A. 環境 A. Environmental | | |
| 層面A1：排放物 Aspect A1: Emissions | | |
| 一般披露 General disclosure | 有關廢氣及溫室氣體排放、向水及土地的排污、有害及無害廢棄物的產生等的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。 Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to air and greenhouse gas emissions, discharges into water and land, and generation of hazardous and non-hazardous waste. | 環境責任 Environmental Responsibility |
| A1.1 A1.1 | 排放物種類及相關排放資料。 The types of emissions and respective emissions data. | 環境責任 Environmental Responsibility |
| A1.2 A1.2 | 直接（範圍1）及能源間接（範圍2）溫室氣體排放量（以噸計算）及（如適用）密度（如以每產量單位、每項設施計算）。 Direct (Scope 1) and energy indirect (Scope 2) greenhouse gas emissions (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility). | 環境責任 社會責任數據總覽 Environmental Responsibility Overview of Social Responsibility Data |
| A1.3 A1.3 | 所產生有害廢棄物總量（以噸計算）及（如適用）密度（如以每產量為單位、每項設施計算）。 Total hazardous waste produced (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility). | 環境責任 社會責任數據總覽 Environmental Responsibility Overview of Social Responsibility Data |
| A1.4 A1.4 | 所產生無害廢棄物總量（以噸計算）及（如適用）密度（如以每產量為單位、每項設施計算）。 Total non-hazardous waste produced (in tonnes) and (if appropriate) intensity (e.g. per unit of production volume, per facility). | 環境責任 社會責任數據總覽 Environmental Responsibility Overview of Social Responsibility Data |
| A1.5 A1.5 | 描述所訂立的排放量目標及為達到這些目標所採取的步驟。 Description of emission targets set and steps taken to achieve them. | 環境責任 Environmental Responsibility |
| A1.6 A1.6 | 描述處理有害及無害廢棄物的方法，及描述所訂立的減廢目標及為達到這些目標所採取的步驟。 Description of how hazardous and non-hazardous wastes are handled, and a description of reduction target(s) set and steps taken to achieve them. | 環境責任 Environmental Responsibility |

| 層面 Aspect | 描述 Description | 位置／備註 Location/Remarks |
|--|--|---|
| 層面A2：資源使用 Aspect A2: Use of Resources | | |
| 一般披露 General disclosure | 有效使用資源(包括能源、水及其他原材料)的政策。 Policies on the efficient use of resources, including energy, water and other raw materials. | 環境責任 Environmental Responsibility |
| A2.1 | 按類型劃分的直接及／或間接能源(如電、氣或油)總耗量(以千個千瓦時計算)及密度(如以每產量單位、每項設施計算)。 | 環境 社會責任數據總覽 |
| A2.1 | Direct and/or indirect energy consumption by type (e.g. electricity, gas or oil) in total (kWh in '000s) and intensity (e.g. per unit of production volume, per facility). | Environment Overview of Social Responsibility Data |
| A2.2 | 總耗水量及密度(如以每產量單位、每項設施計算)。 | 環境 社會責任數據總覽 |
| A2.2 | Water consumption in total and intensity (e.g. per unit of production volume, per facility). | Environment Overview of Social Responsibility Data |
| A2.3 | 描述所訂立的能源使用效益目標及為達到這些目標所採取的步驟。 | 環境責任 |
| A2.3 | Description of energy use efficiency target(s) set and steps taken to achieve them. | Environmental Responsibility |
| A2.4 | 描述求取適用水源上可有任何問題，以及所訂立的用水效益目標及為達到這些目標所採取的步驟。 | 環境責任 |
| A2.4 | Description of whether there is any issue in sourcing water that is fit for purpose, water efficiency target(s) set and steps taken to achieve them. | Environmental Responsibility |
| A2.5 | 製成品所用包裝材料的總量(以噸計算)及(如適用)每生產單位估量。 | 不適用 |
| A2.5 | Total packaging material used for finished products (in tonnes) and, where applicable, with reference to per unit produced. | N/A |
| 層面A3：環境及天然資源 Aspect A3: The Environment and Natural Resources | | |
| 一般披露 General disclosure | 減低發行人對環境及天然資源造成重大影響的政策。 Policies on minimizing the issuer's significant impacts on the environment and natural resources. | 環境責任 Environmental Responsibility |
| A3.1 | 描述業務活動對環境及天然資源的重大影響及已採取管理有關影響的行動。 | 環境責任 |
| A3.1 | Description of the significant impacts of activities on the environment and natural resources and the actions taken to manage them. | Environmental Responsibility |
| 層面A4：氣候變化 Aspect A4: Climate Change | | |
| 一般披露 General disclosure | 識別及應對已經及可能會對發行人產生影響的重大氣候相關事宜的政策。 Policies on identification and mitigation of significant climate-related issues which have impacted, and those which may impact, the issuer. | 環境責任 Environmental Responsibility |
| A4.1 | 描述已經及可能會對發行人產生影響的重大氣候相關事宜，及應對行動。 | 環境責任 |
| A4.1 | Description of the significant climate-related issues which have impacted, and those which may impact, the issuer, and the actions taken to manage them. | Environmental Responsibility |

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| 層面 Aspect | 描述 Description | 位置／備註 Location/Remarks |
|--|---|---|
| B. 社會 B. Society | | |
| 層面B1：僱傭 Aspect B1: Employment | | |
| 一般披露 General disclosure | 有關薪酬及解僱、招聘及晉升、工作時數、假期、平等機會、多元化、反歧視以及其他待遇及福利的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。 Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity, diversity, anti-discrimination, and other benefits and welfare. | 勞工權益 Labor Rights |
| B1.1 | 按性別、僱傭類型（如全職或兼職）、年齡組別及地區劃分的僱員總數。 | 勞工權益 社會責任數據總覽 |
| B1.1 | Total workforce by gender, employment type (e.g. full – or part-time), age group and geographical region. | Labor Rights Overview of Social Responsibility Data |
| B1.2 | 按性別、年齡組別及地區劃分的僱員流失比率。 | 社會責任數據總覽 |
| B1.2 | Employee turnover rate by gender, age group and geographical region. | Overview of Social Responsibility Data |
| 層面B2：健康與安全 Aspect B2: Health and Safety | | |
| 一般披露 General disclosure | 有關提供安全工作環境及保障僱員避免職業性危害的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。 Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to providing a safe working environment and protecting employees from occupational hazards. | 健康與安全 Health and Safety |
| B2.1 | 過去三年（包括匯報年度）每年因工亡故的人數及比率。 | 健康與安全 社會責任數據總覽 |
| B2.1 | Number and rate of work-related fatalities occurred in each of the past three years including the reporting year. | Health and Safety Overview of Social Responsibility Data |
| B2.2 | 因工傷損失工作日數。 | 健康與安全 社會責任數據總覽 |
| B2.2 | Lost days due to work injury. | Health and Safety Overview of Social Responsibility Data |
| B2.3 | 描述所採納的職業健康與安全措施，以及相關執行及監察方法。 | 健康與安全 |
| B2.3 | Description of occupational health and safety measures adopted, and how they are implemented and monitored. | Health and Safety |

| 層面 Aspect | 描述 Description | 位置／備註 Location/Remarks |
|---|---|--|
| 層面B3：發展及培訓 Aspect B3: Development and Training | | |
| 一般披露 General disclosure | 有關提升僱員履行工作職責的知識及技能的政策。描述培訓活動。 Policies on improving employees' knowledge and skills for discharging duties at work. Description of training activities. | 員工發展 Employee Development |
| B3.1 B3.1 | 按性別及僱員類別(如高級管理層、中級管理層等)劃分的受訓僱員百分比。 The percentage of employees trained by gender and employee category (e.g. senior management, middle management). | 社會責任數據總覽 Overview of Social Responsibility Data |
| B3.2 B3.2 | 按性別及僱員類別劃分，每名僱員完成受訓的平均時數。 The average training hours completed per employee by gender and employee category. | 社會責任數據總覽 Overview of Social Responsibility Data |
| 層面B4：勞工準則 Aspect B4: Labor Standards | | |
| 一般披露 General disclosure | 有關防止童工或強制勞工的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。 Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to preventing child and forced labor. | 勞工權益 Labor Rights |
| B4.1 B4.1 | 描述檢討招聘慣例的措施以避免童工及強制勞工。 Description of measures to review employment practices to avoid child and forced labor. | 勞工權益 Labor Rights |
| B4.2 B4.2 | 描述在發現違規情況時消除有關情況所採取的步驟。 Description of steps taken to eliminate such practices when discovered. | 勞工權益 Labor Rights |

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| 層面 Aspect | 描述 Description | 位置／備註 Location/Remarks |
|---|--|----------------------------------|
| 層面B5：供應鏈管理 | | |
| Aspect B5: Supply Chain Management | | |
| 一般披露 General disclosure | 管理供應鏈的環境及社會風險政策。 Policies on managing environmental and social risks of the supply chain. | 供應鏈管理 Supply Chain Management |
| B5.1 B5.1 | 按地區劃分的供貨商數目。 Number of suppliers by geographical region. | 供應鏈管理 Supply Chain Management |
| B5.2 B5.2 | 描述有關聘用供貨商的慣例，向其執行有關慣例的供貨商數目、以及有關慣例的執行及監察方法。 Description of practices relating to engaging suppliers, number of suppliers where the practices are being implemented, how they are implemented and monitored. | 供應鏈管理 Supply Chain Management |
| B5.3 B5.3 | 描述有關識別供應鏈每個環節的環境及社會風險的慣例，以及相關執行及監察方法。 Description of practices used to identify environmental and social risks along the supply chain, and how they are implemented and monitored. | 供應鏈管理 Supply Chain Management |
| B5.4 B5.4 | 描述在揀選供貨商時促多用環保產品及服務的慣例，以及相關執行及監察方法。 Description of practices used to promote environmentally preferable products and services when selecting suppliers, and how they are implemented and monitored. | 供應鏈管理 Supply Chain Management |

| 層面 Aspect | 描述 Description | 位置／備註 Location/Remarks |
|--|--|-------------------------------|
| 層面B6：產品責任 | | |
| Aspect B6: Product Responsibility | | |
| 一般披露 General disclosure | 有關所提供產品和服務的健康與安全、廣告、標籤及私隱事宜以及補救方法的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。 Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to health and safety, advertising, labeling and privacy matters relating to products and services provided and methods of redress. | 市場責任 Market Responsibility |
| B6.1 B6.1 | 已售或已運送產品總數中因安全與健康理由而須回收的百分比。 Percentage of total products sold or shipped subject to recalls for safety and health reasons. | 不適用 N/A |
| B6.2 B6.2 | 接獲關於產品及服務的投訴數目以及應對方法。 Number of products and service related complaints received and how they are dealt with. | 市場責任 Market Responsibility |
| B6.3 B6.3 | 描述與維護及保障知識產權有關的慣例。 Description of practices relating to observing and protecting intellectual property rights. | 市場責任 Market Responsibility |
| B6.4 B6.4 | 描述質量檢定過程及產品回收程序。 Description of quality assurance process and recall procedures. | 不適用 N/A |
| B6.5 B6.5 | 描述消費者數據保障及私隱政策，以及相關執行及監察方法。 Description of consumer data protection and privacy policies, how they are implemented and monitored. | 市場責任 Market Responsibility |

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| 層面 Aspect | 描述 Description | 位置／備註 Location/Remarks |
|--|---|-------------------------------|
| 層面B7：反貪污 Aspect B7: Anti-corruption | | |
| 一般披露 General disclosure | 有關防止賄賂、勒索、欺詐及洗黑錢的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。 Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to bribery, extortion, fraud and money laundering. | 商業道德 Business Ethics |
| B7.1 B7.1 | 於匯報期內對發行人或其僱員提出並已審結的貪污訴訟案件的數目及訴訟結果。 Number of concluded legal cases regarding corrupt practices brought against the issuer or its employees during the reporting period and the outcomes of the cases. | 商業道德 Business Ethics |
| B7.2 B7.2 | 描述防範措施及舉報程序，以及相關執行及監察方法。 Description of preventive measures and whistle-blowing procedures, how they are implemented and monitored. | 商業道德 Business Ethics |
| B7.3 B7.3 | 描述向董事及員工提供的反貪污培訓。 Description of anti-corruption training provided to directors and staff. | 商業道德 Business Ethics |
| 層面B8：社區投資 Aspect B8: Community Investment | | |
| 一般披露 General disclosure | 有關以社區參與來了解營運所在社區需要和確保其業務活動會考慮社區利益的政策。 Policies on community engagement to understand the needs of the communities where the issuer operates and to ensure its activities take into consideration the communities' interests. | 社會責任 Social Responsibility |
| B8.1 B8.1 | 專注貢獻範疇(如教育、環境事宜、勞工需求、健康、文化、體育)。 Focus areas of contribution (e.g. education, environmental concerns, labor needs, health, culture, sport). | 社會責任 Social Responsibility |
| B8.2 B8.2 | 在專注範疇所動用資源(如金錢或時間)。 Resources contributed (e.g. money or time) to the focus area. | 社會責任 Social Responsibility |

獨立核數師報告 INDEPENDENT AUDITOR'S REPORT



致：易居（中國）企業控股有限公司股東
（於開曼群島註冊成立的有限公司）

不發表意見

本核數師行獲委聘就第154頁至第337頁所載的易居（中國）企業控股有限公司（「貴公司」）及其附屬公司（統稱「貴集團」）審核綜合財務報表，該等綜合財務報表包括2023年12月31日綜合財務狀況表、截至該日止年度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，以及包括重大會計政策資料的綜合財務報表附註。

本核數師行不對貴集團的綜合財務報表發表意見。由於我們報告中不發表意見之基礎一節內所述有關持續經營基準的重大不確定因素的重要性，我們不太可能為該等綜合財務報表發表意見。至於所有其他方面，本核數師行認為綜合財務報表已遵照香港《公司條例》的披露規定妥為擬備。

**TO THE SHAREHOLDERS OF
E-House (China) Enterprise Holdings Limited**
(Incorporated in the Cayman Islands with limited liability)

DISCLAIMER OF OPINION

We were engaged to audit the consolidated financial statements of E-House (China) Enterprise Holdings Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 154 to 337, which comprise the consolidated statement of financial position as at 31 December 2023, 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 material accounting policy information.

We do not express an opinion on the consolidated financial statements of the Group. Because of the significance of the material uncertainty relating to the going concern basis described in the Basis for Disclaimer of Opinion section of our report, it is not possible for us to form an opinion on these consolidated financial statements. In all other respects, in our opinion, the consolidated financial statements have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

獨立核數師報告 INDEPENDENT AUDITOR'S REPORT

持續經營相關的多項不確定因素

本核數師行注意到綜合財務報表附註2，當中提及貴集團於截至2023年12月31日止年度產生虧損約人民幣1,524,797,000元及經營活動產生的現金流出淨額約人民幣432,750,000元，截至該日，貴集團的流動負債淨額及負債淨額分別約為人民幣8,425,774,000元及約人民幣6,562,944,000元。此等狀況顯示存在重大不確定因素，可能對貴集團持續經營的能力構成重大疑問。該等綜合財務報表乃按持續經營基準編製，其有效性取決於(i)成功完成各項債務重組措施；(ii)成功出售投資物業及(iii)提升經營業績，即若干為提供流動資金及現金流量而改善其財務狀況的措施。該等綜合財務報表並不包括未能完成各項債務重組措施、出售投資物業以及改善其財務狀況、提供流動資金及現金流量而導致的任何調整。本核數師行認為重大不確定因素已於綜合財務報表充分披露。然而，鑒於與(i)成功完成各項債務重組措施；(ii)成功出售投資物業及(iii)若干為提供流動資金及現金流量而改善其財務狀況的措施的成功結果有關的多項不確定因素，本核數師行無法就持續經營的重大不確定因素發表意見。

MULTIPLE UNCERTAINTIES RELATING TO GOING CONCERN

We draw attention to note 2 to the consolidated financial statements which mentions that the Group incurred a loss of approximately RMB1,524,797,000 and net cash outflow from operating activities of approximately RMB432,750,000 for the year ended 31 December 2023 and, as of that date, the Group had net current liabilities and net liabilities approximately RMB8,425,774,000 and approximately RMB6,562,944,000, respectively. These conditions indicate the existence of a material uncertainty which may cast significant doubt on the Group's ability to continue as a going concern. The consolidated financial statements have been prepared on a going concern basis, the validity of which depends upon (i) the successful completion of various debt restructuring measures; (ii) the successful disposal of investment property and (iii) the improvement of operating performance that certain measures to improve its financial position, to provide liquidity and cash flows. The consolidated financial statements do not include any adjustments that would result from the failure to complete various debt restructuring measures, the disposal of investment property and the failure to improve its financial position, to provide liquidity and cash flows. We consider that the material uncertainty has been adequately disclosed in the consolidated financial statements. However, in view of the extent of the multiple uncertainty relating to (i) the successful completion of various debt restructuring measures; (ii) the successful disposal of investment property and (iii) the successful outcome that certain measures to improve its financial position, to provide liquidity and cash flows, we disclaim our opinion in respect of the material uncertainty relating to the going concern basis.

董事就綜合財務報表須承擔的責任

董事須根據國際會計準則理事會（「國際會計準則理事會」）頒佈的《國際財務報告準則》（「《國際財務報告準則》」）及香港公司條例的披露規定負責編製真實而公允的綜合財務報表，並對董事認為為使綜合財務報表的編製不存在由於欺詐或錯誤而導致的重大錯誤陳述屬必要的內部控制負責。

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

核數師就審計綜合財務報表須承擔的責任

我們的責任是根據香港會計師公會頒佈的香港審計準則審核貴集團的綜合財務報表及發佈核數師報告。然而，由於我們報告中不發表意見之基礎一節內所述有關持續經營基準的重大不確定因素的重要性，我們不太可能為該等綜合財務報表發表意見。

根據香港會計師公會頒佈的專業會計師道德守則（以下簡稱「守則」），我們獨立於貴集團，並已履行守則中的其他職業道德責任。

中匯安達會計師事務所有限公司
執業會計師

李淳暉
審計項目總監
執業證書編號 P05498

香港，2024年3月28日

RESPONSIBILITIES OF DIRECTORS FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The directors are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with International Financial Reporting Standards ("IFRSs") issued by the International Accounting Standards Board (the "IASB") 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.

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

Our responsibility is to conduct an audit of the Group's consolidated financial statements in accordance with Hong Kong Standards on Auditing issued by the HKICPA and to issue an auditor's report. However, because of the significance of the material uncertainty relating to the going concern basis described in the Basis for Disclaimer of Opinion section of our report, it is not possible for us to form an opinion on these consolidated financial statements.

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.

ZHONGHUI ANDA CPA Limited
Certified Public Accountants

Li Shun Fai
Audit Engagement Director
Practising Certificate Number P05498

Hong Kong, 28 March 2024

綜合損益及其他全面收益表

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

截至2023年12月31日止年度 For the year ended 31 December 2023

| | | 附註 Notes | 2023年 人民幣千元 2023 RMB'000 | 2022年 人民幣千元 2022 RMB'000 |
|--|--|-------------|-----------------------------------|-----------------------------------|
| 收入 | Revenue | 6 | 4,446,439 | 5,033,279 |
| 員工成本 | Staff costs | 12 | (1,093,235) | (1,967,347) |
| 宣傳及推廣開支 | Advertising and promotion expenses | | (1,986,871) | (2,374,608) |
| 短期租賃及低價值資產租賃的租金開支 | Rental expenses for short-term leases and low-value assets leases | | (49,669) | (103,457) |
| 折舊及攤銷開支 | Depreciation and amortisation expenses | 12 | (285,760) | (537,521) |
| 面臨預期信貸損失(「預期信貸損失」)的金融資產的虧損撥備(扣除撥回) | Loss allowance on financial assets subject to expected credit loss ("ECL"), net of reversal | 9A. | (65,511) | (995,959) |
| 終止確認按公允價值計量並計入其他全面收益(「按公允價值計量並計入其他全面收益」)的應收款項產生的虧損 | Loss on derecognition of receivables at fair value through other comprehensive income ("FVTOCI") | | - | (38) |
| 確認非流動資產的減值損失 | Impairment losses recognised on non-current assets | 9C. | (40,817) | (1,034,791) |
| 諮詢開支 | Consultancy expenses | | (198,949) | (461,971) |
| 分銷開支 | Distribution expenses | | (1,432,642) | (1,465,853) |
| 其他經營成本 | Other operating costs | | (361,126) | (458,984) |
| 其他收入 | Other income | 8 | 72,084 | 150,781 |
| 其他收益及虧損 | Other gains and losses | 9B. | (96,169) | (316,944) |
| 其他開支 | Other expenses | | (9,597) | (5,174) |
| 應佔聯營公司業績 | Share of results of associates | | 1,962 | 2,826 |
| 融資成本 | Finance costs | 10 | (443,054) | (471,752) |
| 稅前虧損 | Loss before taxation | | (1,542,915) | (5,007,513) |
| 所得稅抵免 | Income tax credit | 11 | 18,118 | 38,989 |
| 年內虧損 | Loss for the year | | (1,524,797) | (4,968,524) |
| 年內其他全面收益/(開支) | Other comprehensive income/(expense) for the year | | | |
| 其後可能重新分類至損益的項目： | Items that may be reclassified subsequently to profit or loss: | | | |
| 按公允價值計量並計入其他全面收益的應收款項公允價值變動 | Fair value changes on receivables measured at FVTOCI | | (41,289) | (635,581) |
| 按公允價值計量並計入其他全面收益的應收款項預期信貸損失變動淨額 | Net changes in ECL of receivables measured at FVTOCI | | 41,289 | 635,581 |
| 換算海外業務產生的匯兌差額 | Exchange differences arising on translation of foreign operations | | 1,251 | (6,109) |
| 年內其他全面收益/(開支)·扣除所得稅 | Other comprehensive income/(expense) for the year, net of income tax | | 1,251 | (6,109) |
| 年內全面開支總額 | Total comprehensive expense for the year | 12 | (1,523,546) | (4,974,633) |

| | 附註 Notes | 2023年 人民幣千元 2023 RMB'000 | 2022年 人民幣千元 2022 RMB'000 |
|-------------|---|-----------------------------------|-----------------------------------|
| 下列人士應佔年內虧損： | Loss for the year attributable to: | | |
| – 本公司擁有人 | – Owners of the Company | (1,239,749) | (3,896,299) |
| – 非控股權益 | – Non-controlling interests | (285,048) | (1,072,225) |
| | | (1,524,797) | (4,968,524) |
| 年內全面開支總額 | Total comprehensive expense for the year | | |
| – 本公司擁有人 | – Owners of the Company | (1,238,633) | (3,900,590) |
| – 非控股權益 | – Non-controlling interests | (284,913) | (1,074,043) |
| | | (1,523,546) | (4,974,633) |
| 每股虧損 | Loss per share | 15 | |
| – 基本(人民幣分) | – Basic (RMB cents) | (70.88) | (222.77) |
| – 攤薄(人民幣分) | – Diluted (RMB cents) | (70.88) | (222.77) |

綜合財務狀況表

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

於2023年12月31日 As at 31 December 2023

| | | 附註 Notes | 2023年 人民幣千元 2023 RMB'000 | 2022年 人民幣千元 2022 RMB'000 |
|---|--|-------------|-----------------------------------|-----------------------------------|
| 非流動資產 | Non-current assets | | | |
| 物業及設備 | Property and equipment | 16 | 924,569 | 1,040,388 |
| 使用權資產 | Right-of-use assets | 17 | 181,858 | 299,622 |
| 投資物業 | Investment properties | 18 | 528,316 | 607,904 |
| 無形資產 | Intangible assets | 19 | 435,499 | 552,954 |
| 於聯營公司權益 | Interests in associates | 20 | 73,106 | 69,144 |
| 應收關聯方款項 | Amounts due from related parties | 22 | 46 | 422 |
| 遞延稅項資產 | Deferred tax assets | 30 | 387,664 | 392,911 |
| 其他非流動資產 | Other non-current assets | 21 | 31,220 | 71,558 |
| | | | 2,562,278 | 3,034,903 |
| 流動資產 | Current assets | | | |
| 應收賬款及應收票據 | Accounts receivables and bills receivables | 21 | 12,156 | 23,589 |
| 其他應收款項 | Other receivables | 21 | 330,127 | 512,143 |
| 應收關聯方款項 | Amounts due from related parties | 22 | 59,117 | 28,845 |
| 按公允價值計量並計入其他全面 收益的應收款項 | Receivables at FVTOCI | 23 | | |
| – 應收賬款及應收票據 | – accounts receivables and bills receivables | | 156,091 | 566,655 |
| – 應收關聯方款項 | – amounts due from related parties | | | |
| – 應收賬款 | – accounts receivables | | 133,491 | 129,713 |
| 按公允價值計量並計入損益 （「按公允價值計量並計入損益」） 的金融資產 | Financial assets at fair value through profit or loss (“FVTPL”) | 24 | 50,556 | 79,833 |
| 受限制銀行結餘 | Restricted bank balances | 25 | 139,800 | 228,689 |
| 現金及現金等價物 | Cash and cash equivalents | 25 | 638,848 | 1,246,583 |
| | | | 1,520,186 | 2,816,050 |
| 流動負債 | Current liabilities | | | |
| 應付賬款 | Accounts payables | 26 | 888,862 | 994,120 |
| 客戶墊款 | Advance from customers | 26 | 397,241 | 571,976 |
| 應計職工薪酬及福利開支 | Accrued payroll and welfare expenses | | 244,057 | 284,001 |
| 其他應付款項 | Other payables | 26 | 1,215,408 | 1,001,327 |
| 合約負債 | Contract liabilities | 27 | 200,201 | 130,256 |
| 應付稅項 | Tax payables | | 1,329,248 | 1,331,222 |
| 應付關聯方款項 | Amounts due to related parties | 22 | 171,355 | 287,216 |
| 銀行借款 | Bank borrowings | 28A | 282,865 | 372,569 |
| 其他借款 | Other borrowings | 28A | 4,235,807 | 4,156,665 |
| 可換股票據 | Convertible note | 28B | 935,112 | 870,833 |
| 租賃負債 | Lease liabilities | 29 | 45,804 | 77,223 |
| | | | 9,945,960 | 10,077,408 |

| | | 附註 Notes | 2023年 人民幣千元 2023 RMB'000 | 2022年 人民幣千元 2022 RMB'000 |
|------------|--|-------------|-----------------------------------|-----------------------------------|
| 流動負債淨額 | Net current liabilities | | (8,425,774) | (7,261,358) |
| 資產總值減流動負債 | Total assets less current liabilities | | (5,863,496) | (4,226,455) |
| 非流動負債 | Non-current liabilities | | | |
| 遞延稅項負債 | Deferred tax liabilities | 30 | 108,035 | 138,520 |
| 銀行借款 | Bank borrowings | 28A | 496,946 | 485,947 |
| 租賃負債 | Lease liabilities | 29 | 94,467 | 176,950 |
| | | | 699,448 | 801,417 |
| 負債淨額 | NET LIABILITIES | | (6,562,944) | (5,027,872) |
| 權益 | EQUITY | | | |
| 股本 | Share capital | 31 | 116 | 116 |
| 股份溢價 | Share premium | | 6,148,273 | 6,148,273 |
| 儲備 | Reserves | | (12,695,868) | (11,367,569) |
| 本公司擁有人應佔權益 | Equity attributable to owners of the Company | | (6,547,479) | (5,219,180) |
| 非控股權益 | Non-controlling interests | 43 | (15,465) | 191,308 |
| 總權益 | TOTAL EQUITY | | (6,562,944) | (5,027,872) |

第154頁至第337頁的綜合財務報表乃由董事會於2024年3月28日批准及授權刊發，並由以下人士代表董事會簽署：

The consolidated financial statements on pages 154 to 337 were approved and authorised for issue by the Board of Directors on 28 March 2024 and are signed on its behalf by:

Huang Canhao
黃燦浩
Director
董事

Cheng Li-Lan
程立瀾
Director
董事

綜合權益變動表

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

截至2023年12月31日止年度 For the year ended 31 December 2023

| | 本公司擁有人應佔 | | | | | | | | | |
|---------------------|-----------------------------|-----------------------------|------------------------------|---------------------------------|------------------------------------|--------------------------|----------------------------------|----------------------|---|------------------|
| | 股本 人民幣千元 | 股份溢價 人民幣千元 | 合併儲備 人民幣千元 | 法定盈餘儲備 人民幣千元 | 匯兌儲備 人民幣千元 | 其他儲備 人民幣千元 | 累計虧損 人民幣千元 | 小計 人民幣千元 | 非控股權益 人民幣千元 | 總計 人民幣千元 |
| | Share capital RMB'000 | Share premium RMB'000 | Merger reserve RMB'000 | Statutory surplus RMB'000 | Translation reserves RMB'000 | Other reserve RMB'000 | Accumulated losses RMB'000 | Sub-total RMB'000 | Non-controlling interests RMB'000 | Total RMB'000 |
| 於2022年1月1日 | 116 | 6,148,273 | 925,478 | 195,937 | 13,464 | 766,780 | (9,214,577) | (1,164,529) | 1,154,534 | (9,995) |
| 年內虧損 | - | - | - | - | - | - | (3,896,299) | (3,896,299) | (1,072,225) | (4,968,524) |
| 年內其他全面開支 | - | - | - | - | (4,291) | - | - | (4,291) | (1,818) | (6,109) |
| 年內全面開支總額 | - | - | - | - | (4,291) | - | (3,896,299) | (3,900,590) | (1,074,043) | (4,974,633) |
| 向非控股權益支付股息 | - | - | - | - | - | - | - | - | (20,634) | (20,634) |
| 確認為以權益結算的股份付款開支 | - | - | - | - | - | - | - | - | 12,211 | 12,211 |
| 非控股股東注資 | - | - | - | - | - | - | - | - | 2,400 | 2,400 |
| 向附屬公司注資 | - | - | - | - | - | (154,061) | - | (154,061) | 154,061 | - |
| 出售附屬公司 | - | - | - | - | - | - | - | - | (37,221) | (37,221) |
| 於2022年12月31日 | 116 | 6,148,273 | 925,478 | 195,937 | 9,173 | 612,719 | (13,110,876) | (5,219,180) | 191,308 | (5,027,872) |
| 於2023年1月1日 | 116 | 6,148,273 | 925,478 | 195,937 | 9,173 | 612,719 | (13,110,876) | (5,219,180) | 191,308 | (5,027,872) |
| 年內虧損 | - | - | - | - | - | - | (1,239,749) | (1,239,749) | (285,048) | (1,524,797) |
| 年內其他全面開支 | - | - | - | - | 1,116 | - | - | 1,116 | 135 | 1,251 |
| 年內全面開支總額 | - | - | - | - | 1,116 | - | (1,239,749) | (1,238,633) | (284,913) | (1,523,546) |
| 收購於附屬公司的額外權益(附註b) | - | - | - | - | - | (96,176) | - | (96,176) | 96,176 | - |
| 部分出售於附屬公司的權益而不喪失控制權 | - | - | - | - | - | 6,510 | - | 6,510 | (6,510) | - |
| 確認為以權益結算的股份付款開支 | - | - | - | - | - | - | - | - | 11,957 | 11,957 |
| 向非控股權益支付股息 | - | - | - | - | - | - | - | - | (22,273) | (22,273) |
| 出售附屬公司(附註37) | - | - | - | - | - | - | - | - | (1,210) | (1,210) |
| 於2023年12月31日 | 116 | 6,148,273 | 925,478 | 195,937 | 10,289 | 523,053 | (14,350,625) | (6,547,479) | (15,465) | (6,562,944) |

附註 a： 根據於中華人民共和國（「中國」）成立的附屬公司及綜合可變權益實體（「可變權益實體」）的組織章程細則，於每年向擁有人分派任何股息之前，該等附屬公司及可變權益實體須根據中國成立企業適用的相關會計原則及財務法規，將除稅後利潤的至少10%轉撥至法定盈餘儲備，直至儲備達到其各自註冊資本的50%。法定盈餘儲備可用於彌補過往年度的虧損、擴大現有業務或轉為附屬公司及可變權益實體額外資本。

附註 b： 於2023年8月15日，本集團進一步認購TM Home Limited（「TM Home」），於TM Home股份認購事項前由本集團持有70.23%股權的非全資附屬公司）的50,209,105股股份（「TM Home股份認購事項」），代價為5,020.92美元。於TM Home股份認購事項後，本集團持有TM Home的89.21%股權。TM Home股份認購事項由本公司獨立股東於2023年7月27日舉行的本公司股東特別大會上批准。

此外，易居企業（中國）集團有限公司（「易居企業」，本集團的全資附屬公司）與上海玖詠信息技術有限公司（「上海玖詠」，由本集團持有89.21%實際股權的非全資附屬公司）訂立股份轉讓協議，其中上海玖詠將轉讓其附屬公司上海易居房地產交易服務有限公司（「易居房地產」）的全部股權予易居企業，代價為人民幣22,950,000元。於股份轉讓完成後，本集團持有的易居房地產的股權將由89.21%上升至100%。

由於上述兩項交易，經調整的非控股權益金額人民幣96,176,000元乃直接於權益中確認為其他儲備。

Note a: In accordance with the Articles of Association of the subsidiaries and consolidated variable interest entities ("VIEs") established in the People's Republic of China ("PRC"), the subsidiaries and VIEs are required to transfer at least 10% of their profit after tax in accordance with the relevant accounting principles and financial regulations applicable to enterprises established in the PRC before any distribution of dividends to owner each year to statutory surplus reserve until the reserve reaches 50% of their respective registered capital. The statutory surplus reserve can be used to make up for previous years' losses, expand the existing operations or convert into additional capital of the subsidiaries and VIEs.

Note b: On 15 August 2023, the Group had further subscribe 50,209,105 shares ("TM Home Share Subscription") of TM Home Limited ("TM Home"), a non-wholly owned subsidiary with 70.23% equity interests held by the Group before TM Home Share Subscription, with consideration of US\$5,020.92. Upon the TM Home Share Subscription, the Group holds 89.21% of equity interests of TM Home. The TM Home Share Subscription was approved by independent shareholders of the Company in extraordinary general meeting of the Company held on 27 July 2023.

Also, 易居企業(中國)集團有限公司("易居企業"), a wholly-owned subsidiary of the Group and 上海玖詠信息技術有限公司("上海玖詠"), a non-wholly owned subsidiary with effective equity interests of 89.21% held by the Group, had entered into share transfer agreement, in which 上海玖詠 would transferred entire equity interests of its subsidiary 上海易居房地產交易服務有限公司("易居房地產") to 易居企業 with consideration of RMB22,950,000. Upon the completion of the share transfer, the equity interests of 易居房地產 held by the Group would be increased from 89.21% to 100%.

In result from the above two transactions, the amount of the non-controlling interests of RMB96,176,000 adjusted had been recognised directly in equity as other reserve.

綜合現金流量表

CONSOLIDATED STATEMENT OF CASH FLOWS

截至2023年12月31日止年度 For the year ended 31 December 2023

| | 2023年 人民幣千元 2023 RMB'000 | 2022年 人民幣千元 2022 RMB'000 |
|------------------------------|-----------------------------------|-----------------------------------|
| 經營活動所得現金流量 | | |
| 稅前虧損 | (1,542,915) | (5,007,513) |
| 就以下各項調整： | | |
| 無形資產攤銷 | 117,603 | 331,042 |
| 投資物業折舊 | 34,718 | 34,869 |
| 物業及設備折舊 | 91,014 | 84,394 |
| 使用權資產折舊 | 42,425 | 87,216 |
| 以股權結算的股份付款開支 | 11,957 | 12,211 |
| 可換股票據的公允價值收益 | (1,563) | (12,915) |
| 融資成本 | 443,054 | 471,752 |
| 註銷附屬公司的虧損 | 107 | - |
| 出售附屬公司的虧損／(收益) | 2,350 | (14,560) |
| 確認非流動資產的減值損失 | 40,817 | 1,034,791 |
| 利息收入 | (11,846) | (48,672) |
| 面臨預期信貸損失的金融資產的虧損撥備(扣除撥回) | 65,511 | 995,959 |
| 終止確認按公允價值計量並計入其他全面收益的應收款項的虧損 | - | 38 |
| 匯兌損失淨額 | 59,028 | 239,616 |
| 以公允價值計量並計入損益的金融資產的公允價值虧損淨額 | 22,933 | 111,597 |
| 出售投資物業虧損／(收益)淨額 | 5,925 | (3,305) |
| 終止使用權資產及租賃負債之收益淨額 | (5,239) | (3,031) |
| 出售物業及設備的虧損／(收益)淨額 | 12,435 | (459) |
| 撤銷無形資產的虧損淨額 | 193 | - |
| 出售於聯營公司權益的虧損淨額 | - | 1 |
| 應佔聯營公司業績 | (1,962) | (2,826) |
| 營運資金變動前的經營現金流量 | (613,455) | (1,689,795) |

| | | 2023年 人民幣千元 2023 RMB'000 | 2022年 人民幣千元 2022 RMB'000 |
|-------------------------|---|-----------------------------------|-----------------------------------|
| 按公允價值計量並計入其他全面收益的應收款項減少 | Decrease in receivables at FVTOCI | 358,511 | 927,641 |
| 應付關聯方款項(減少)/增加 | (Decrease)/increase in amounts due to related parties | (116,220) | 260,416 |
| 其他非流動資產減少 | Decrease in other non-current assets | 6,796 | 16,934 |
| 合約資產減少 | Decrease in contract assets | - | 9,465 |
| 受限制銀行結餘減少/(增加) | Decrease/(increase) in restricted bank balances | 88,889 | (97,788) |
| 應收賬款及應收票據減少/(增加) | Decrease/(increase) in accounts receivables and bills receivables | 35,307 | (34,507) |
| 應收關聯方款項增加 | Increase in amounts due from related parties | (34,235) | (15,331) |
| 其他應收款項減少/(增加) | Decrease/(increase) in other receivables | 185,870 | (71,828) |
| 合約負債增加/(減少) | Increase/(decrease) in contract liabilities | 69,945 | (51,138) |
| 其他應付款項減少 | Decrease in other payables | (100,373) | (55,566) |
| 客戶墊款減少 | Decrease in advances from customers | (174,735) | (80,339) |
| 應計薪金及福利開支減少 | Decrease in accrued payroll and welfare expenses | (39,944) | (105,985) |
| 應付賬款減少 | Decrease in accounts payables | (101,858) | (144,941) |
| 經營所用現金 | Cash used in operations | (435,502) | (1,132,762) |
| 已付所得稅 | Income tax paid | (9,094) | (2,084) |
| 已收利息 | Interest received | 11,846 | 48,672 |
| 經營活動所用現金淨額 | Net cash used in operating activities | (432,750) | (1,086,174) |

綜合現金流量表

CONSOLIDATED STATEMENT OF CASH FLOWS

截至2023年12月31日止年度 For the year ended 31 December 2023

| | | 2023年 人民幣千元 2023 RMB'000 | 2022年 人民幣千元 2022 RMB'000 |
|-----------------------------|--|-----------------------------------|-----------------------------------|
| 投資活動所得現金流量 | Cash flows from investing activities | | |
| 提取已抵押銀行存款 | Withdrawal of pledged bank deposits | - | 755,136 |
| 關聯方還款 | Repayments from related parties | (6,567) | 15,199 |
| 出售以公允價值計量並計入損益的 金融資產所得款項 | Proceeds arising from disposal of financial assets measured at FVTPL | 6,344 | 21,419 |
| (支付)／提取租賃按金 | (Payments for)/withdrawal of rental deposits | (694) | 16,179 |
| 出售投資物業所得款項 | Proceeds from disposal of investment properties | 4,715 | 15,518 |
| 出售物業及設備所得款項 | Proceeds from disposal of property and equipment | 27,978 | 14,539 |
| 出售附屬公司的現金流出淨額 | Net cash outflow from disposal of subsidiaries | (241) | (74,225) |
| 購買物業及設備以及收購物業及 設備的按金 | Purchase of and deposits placed for acquisition of property and equipment | (12,259) | (35,507) |
| 購買無形資產 | Purchase of intangible assets | - | (170) |
| 向關聯方墊款 | Advances to related parties | 15,721 | (12,575) |
| 向一間聯營公司注資 | Capital injection to an associate | (2,000) | - |
| 投資活動所得現金淨額 | Net cash generated from investing activities | 32,997 | 715,513 |
| 融資活動所得現金流量 | Cash flows from financing activities | | |
| 新募集的銀行借款 | New bank borrowings raised | 441,000 | 492,000 |
| 關聯方墊款 | Advances from related parties | 3,150 | 59,328 |
| 非控股股東注資 | Capital contribution from non-controlling shareholders | - | 2,400 |
| 已付保理佣金 | Factoring commission paid | - | (38) |
| 派付予附屬公司非控股股東的股息 | Dividends paid to non-controlling shareholders of subsidiaries | (22,273) | (20,634) |
| 已付利息 | Interest paid | (69,366) | (64,441) |
| 償還租賃負債 | Repayments of lease liabilities | (40,997) | (105,103) |
| 償還關聯方款項 | Repayments to related parties | (801) | (155,827) |
| 償還銀行借款 | Repayments of bank borrowings | (519,705) | (1,954,949) |
| 融資活動所用現金淨額 | Net cash used in financing activities | (208,992) | (1,747,264) |
| 現金及現金等價物減少淨額 | Net decrease in cash and cash equivalents | (608,745) | (2,117,925) |
| 年初現金及現金等價物 | Cash and cash equivalents at the beginning of the year | 1,246,583 | 3,314,741 |
| 匯率變動的影響 | Effect of foreign exchange rate changes | 1,010 | 49,767 |
| 年末現金及現金等價物 | Cash and cash equivalents at the end of the year | 638,848 | 1,246,583 |

綜合財務報表附註

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至2023年12月31日止年度 For the year ended 31 December 2023

1. 一般資料

易居(中國)企業控股有限公司(「本公司」)於2010年2月22日於開曼群島根據開曼群島公司法註冊成立為獲豁免有限公司。本公司的股份已於2018年7月20日於香港聯合交易所有限公司(「聯交所」)主板上市。本公司的註冊辦事處及主要營業地點的地址分別為PO Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands及中華人民共和國(「中國」)上海靜安區廣延路383號秋實樓11樓(郵政編碼:200072)。

本公司及其附屬公司,且於2020年11月4日完成收購樂居後,其附屬公司及綜合可變權益實體(「樂居集團」)(統稱「本集團」)在中國向房地產行業提供眾多服務,包括一手房代理服務、房地產數據及諮詢服務、房地產經紀網絡服務以及數字營銷服務。

該等綜合財務報表以人民幣(「人民幣」)呈列,這亦為本公司的功能貨幣。

1. GENERAL INFORMATION

E-House (China) Enterprise Holdings Limited (the "Company") was incorporated in the Cayman Islands as an exempted company with limited liability under the Companies Law of the Cayman Islands on 22 February 2010. The Company's shares have been listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") on 20 July 2018. The addresses of the Company's registered office and the principal place of business are PO Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands and 11/F, Qiusi Building, 383 Guangyan Road, Jing'an District, Shanghai 200072, the People's Republic of China (the "PRC"), respectively.

The Company and its subsidiaries, and upon the acquisition of Leju, its subsidiaries and consolidated variable interest entities (the "Leju Group") completed on 4 November 2020 (collectively referred to as the "Group") offers a wide range of services to the real estate industry, including real estate agency services in the primary market, real estate data and consulting services, real estate brokerage network services and digital marketing services in the PRC.

These consolidated financial statements are presented in Renminbi ("RMB"), which is also the functional currency of the Company.

綜合財務報表附註

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至2023年12月31日止年度 For the year ended 31 December 2023

2. 持續經營基準

截至2023年12月31日止年度，本集團產生虧損約人民幣1,524,797,000元及經營活動產生的現金流出淨額約人民幣432,750,000元，截至該日，本集團的流動負債淨額及負債淨額分別約為人民幣8,425,774,000元及人民幣6,562,944,000元。該等情況表明存在重大不確定性，從而可能對本集團之持續經營能力產生重大疑慮。因此，本集團可能無法於正常業務過程中變現其資產及清償其負債。

為改善本集團的財務狀況，提供流動資金及現金流量以及維持本集團的持續經營，本集團始終落實多項措施，包括但不限於：

- (i) 本集團正與債權人協商債務重組；
- (ii) 本集團正尋求機會出售其投資物業；
- (iii) 本集團正實施降本措施改善其經營現金流量及財務狀況。

因此，本公司管理層認為按持續經營基準編製綜合財務報表乃屬適當。倘本集團未能持續經營，則須對綜合財務報表作出調整，以將資產價值撇減至其可收回金額，就可能產生的其他負債作出撥備，以及將非流動資產及非流動負債分別重新分類為流動資產及流動負債。該等調整的影響並未反映於綜合財務報表中。

2. GOING CONCERN BASIS

The Group incurred a loss of approximately RMB1,524,797,000 and net cash outflow from operating activities of approximately RMB432,750,000 for the year ended 31 December 2023 and, as of that date, the Group had net current liabilities and net liabilities approximately RMB8,425,774,000 and approximately RMB6,562,944,000, respectively. These conditions indicate the existence of a material uncertainty which may cast significant doubt on the Group's ability to continue as a going concern. Therefore, the Group may be unable to realize its assets and discharge its liabilities in the normal course of business.

In order to improve the Group's financial position, to provide liquidity and cash flows and sustain the Group as a going concern, the Group has been implementing a number of measures, including but not limited to:

- (i) The Group is negotiating with creditors for debt restructuring;
- (ii) The Group is looking for opportunity to dispose the investment properties of the Group;
- (iii) The Group is implementing cost-saving measures to improve its operating cash flows and financial position.

Accordingly, the management of the Company are of the opinion that it is appropriate to prepare the consolidated financial statements on the going concern basis. Should the Group be unable to continue as a going concern, adjustments would have to be made to the consolidated financial statements, to write down the value of assets to their recoverable amounts, to provide for further liabilities which might arise and to reclassify non-current assets and non-current liabilities as current assets and current liabilities, respectively. The effect of these adjustments has not been reflected in the consolidated financial statements.

3. 採納新訂及經修訂《國際財務報告準則》

於本年度，本集團已採納國際會計準則委員會（「國際會計準則委員會」）所頒佈與本集團業務相關，並於2023年1月1日開始的會計年度生效的所有新訂及經修訂《國際財務報告準則》（「《國際財務報告準則》」）。《國際財務報告準則》包括國際財務報告準則（「《國際財務報告準則》」）；國際會計準則（「《國際會計準則》」）；及詮釋。採納該等新訂及經修訂《國際財務報告準則》並無對本集團本年度及過往年度的會計政策、本集團綜合財務報表的呈列及呈報金額產生重大影響。

本集團尚未應用已頒佈但未生效的新訂及經修訂《國際財務報告準則》。本集團已開始評估該等新訂及經修訂《國際財務報告準則》的影響，但尚未能闡明該等新訂及經修訂《國際財務報告準則》是否會對其經營業績及財務狀況造成重大影響。

4. 重大會計政策資料

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》、香港公認會計原則以及《香港聯合交易所有限公司證券上市規則》及香港《公司條例》規定的適用披露而編製。

綜合財務報表乃按照歷史成本慣例編製，惟於各報告期末按公允價值計量的若干金融工具除外，詳情於下文所載會計政策闡述。

3. ADOPTION OF NEW AND REVISED INTERNATIONAL FINANCIAL REPORTING STANDARDS

In the current year, the Group has adopted all the new and revised International Financial Reporting Standards (“IFRSs”) issued by International Accounting Standards Board (the “IASB”) that are relevant to its operations and effective for its accounting year beginning on 1 January 2023. IFRSs comprise International Financial Reporting Standards (“IFRS”); International Accounting Standards (“IAS”); and Interpretations. The adoption of these new and revised IFRSs did not result in significant changes to the Group’s accounting policies, presentation of the Group’s consolidated financial statements and amounts reported for the current year and prior years.

The Group has not applied the new and revised IFRSs that have been issued but are not yet effective. The Group has already commenced an assessment of the impact of these new and revised IFRSs but is not yet in a position to state whether these new and revised IFRSs would have a material impact on its results of operations and financial position.

4. MATERIAL ACCOUNTING POLICY INFORMATION

These consolidated financial statements have been prepared in accordance with IFRSs issued by the IASB, accounting principles generally accepted in Hong Kong and the applicable disclosures required by the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited and by the Hong Kong Companies Ordinance.

These consolidated financial statements have been prepared under the historical cost convention, except for certain financial instruments that are measured at fair value at the end of each reporting period, as explained in the accounting policy set out below.

綜合財務報表附註

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

截至2023年12月31日止年度 For the year ended 31 December 2023

4. 重大會計政策資料(續)

編製符合《國際財務報告準則》的綜合財務報表需要使用若干主要假設及估計。在應用會計政策時，董事亦須作出判斷。涉及關鍵判斷的範疇及涉及的假設及估計對綜合財務報表而言屬重大的範疇於綜合財務報表附註5披露。

編製綜合財務報表時應用的重大會計政策載於下文。

綜合賬目

綜合財務報表包括本公司及其附屬公司截至12月31日的財務報表。附屬公司為本集團於其中擁有控制權之實體。當本集團承受或享有參與實體所得的可變回報，且有能透過其對實體的權力影響該等回報時，本集團即控制該實體。當本集團現時擁有的權力賦予其目前掌控有關活動(即大幅影響實體回報之活動)的能力時，本集團即對該實體擁有權力。

在評估控制權時，本集團會考慮其潛在表決權及其他人士持有的潛在表決權，以釐定其是否擁有控制權。僅倘持有人有實際能力行使潛在表決權的情況下，方會考慮該項權利。

附屬公司由控制權轉移至本集團當日起綜合入賬，並由控制權終止之日起不再綜合入賬。

4. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

The preparation of the consolidated financial statements in conformity with IFRSs requires the use of certain key assumptions and estimates. It also requires the Directors to exercise its judgements in the process of applying the accounting policies. The areas involving critical judgements and areas where assumptions and estimates are significant to the consolidated financial statements, are disclosed in note 5 to the consolidated financial statements.

The material accounting policies applied in the preparation of the consolidated financial statements are set out below.

Consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiaries made up to 31 December. Subsidiaries are entities over which the Group has control. The Group controls an entity when it is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The Group has power over an entity when the Group has existing rights that give it the current ability to direct the relevant activities, i.e. activities that significantly affect the entity's returns.

When assessing control, the Group considers its potential voting rights as well as potential voting rights held by other parties, to determine whether it has control. A potential voting right is considered only if the holder has the practical ability to exercise that right.

Subsidiaries are consolidated from the date on which control is transferred to the Group. They are de-consolidated from the date the control ceases.

4. 重大會計政策資料(續)

綜合賬目(續)

出售附屬公司(導致失去控制權)的收益或虧損指(i)出售代價的公允價值另加於該附屬公司所保留任何投資的公允價值與(ii)本公司應佔該附屬公司淨資產另加與該附屬公司有關的任何餘下商譽及任何相關累計外幣換算儲備兩者間的差額。

集團內公司間之交易、結餘及未變現溢利均予對銷。除非有關交易提供證據顯示所轉讓資產出現減值，否則未變現虧損亦予以對銷。附屬公司的會計政策已作出必要更改，以確保與本集團所採納的政策一致。

非控股權益指並非直接或間接歸屬於本公司的附屬公司權益。非控股權益於綜合財務狀況表及綜合權益變動表的權益項目內呈列。非控股權益於綜合損益及其他全面收益表內呈列為本公司非控股股東及擁有人的年內損益及全面收益總額分配。

即使此舉導致非控股權益出現虧絀結餘，溢利或虧損及其他全面收益之各個組成部分歸屬於本公司擁有人及非控股股東。

4. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Consolidation (Continued)

The gain or loss on the disposal of a subsidiary that results in a loss of control represents the difference between (i) the fair value of the consideration of the sale plus the fair value of any investment retained in that subsidiary and (ii) the Company's share of the net assets of that subsidiary plus any remaining goodwill relating to that subsidiary and any related accumulated foreign currency translation reserve.

Intragroup transactions, balances and unrealised profits are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

Non-controlling interests represent the equity in subsidiaries not attributable, directly or indirectly, to the Company. Non-controlling interests are presented in the consolidated statement of financial position and consolidated statement of changes in equity within equity. Non-controlling interests are presented in the consolidated statement of profit or loss and other comprehensive income as an allocation of profit or loss and total comprehensive income for the year between the non-controlling shareholders and owners of the Company.

Profit or loss and each component of other comprehensive income are attributed to the owners of the Company and to the non-controlling shareholders even if this results in the non-controlling interests having a deficit balance.

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4. 重大會計政策資料(續)

綜合賬目(續)

本公司於附屬公司的擁有人權益變動如並無導致失去控制權，則入賬列作權益交易(即與擁有人(以彼等作為擁有人的身份)進行的交易)。本集團會調整控股及非控股權益的賬面值，以反映兩者於附屬公司相對權益的變動。非控股權益的調整數額與已付或已收代價公允價值間的任何差額直接於權益確認，並歸屬於本公司擁有人。

出售附屬公司(導致失去控制權)的收益或虧損指(i)出售代價的公允價值另加於該附屬公司所保留任何投資的公允價值與(ii)本公司應佔該附屬公司淨資產另加與該附屬公司有關的任何餘下商譽及任何相關累計外幣換算儲備兩者間的差額。

於本公司的財務狀況表中，於附屬公司的投資按成本減減值虧損列賬。附屬公司的業績由本公司按已收及應收股息入賬。

業務合併及商譽

本集團採用收購法為業務合併中所收購的附屬公司入賬。收購成本乃按所獲資產、所發行股權工具、所產生負債以及或有代價於收購當日之公允價值計量。收購相關成本於有關成本產生及獲提供服務期間確認為開支。收購時，附屬公司的可識別資產及負債按其於收購當日之公允價值計量。

4. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Consolidation (Continued)

Changes in the Company's ownership interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions (i.e. transactions with owners in their capacity as owners). The carrying amounts of the controlling and non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiary. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to the owners of the Company.

The gain or loss on the disposal of a subsidiary that results in a loss of control represents the difference between (i) the fair value of the consideration of the sale plus the fair value of any investment retained in that subsidiary and (ii) the Company's share of the net assets of that subsidiary plus any remaining goodwill relating to that subsidiary and any related accumulated foreign currency translation reserve.

In the Company's statement of financial position the investments in subsidiaries are stated at cost less allowance for impairment losses. The results of subsidiaries are accounted for by the Company on the basis of dividends received and receivable.

Business combination and goodwill

The acquisition method is used to account for the acquisition of a subsidiary in a business combination. The cost of acquisition is measured at the acquisition-date fair value of the assets given, equity instruments issued, liabilities incurred and contingent consideration. Acquisition-related costs are recognised as expenses in the periods in which the costs are incurred and the services are received. Identifiable assets and liabilities of the subsidiary in the acquisition are measured at their acquisition-date fair values.

4. 重大會計政策資料(續)

業務合併及商譽(續)

收購成本超出本公司應佔附屬公司可識別資產及負債之淨公允價值之差額乃列作商譽。本公司應佔可識別資產及負債之淨公允價值超出收購成本之任何差額於綜合損益內確認為本公司應佔議價收購之收益。

對於分段進行之業務合併，先前已持有之附屬公司股權乃按其於收購當日之公允價值重新計量，由此產生之收益或虧損於綜合損益內確認。公允價值將加入至收購成本以計算商譽。

倘先前已持有之附屬公司股權之價值變動已於其他全面收益內確認，則於其他全面收益內確認之金額將按在先前已持有之股權被出售之情況下所需之相同基準確認。

商譽每年均接受減值測試，或當發生事件或情況有變顯示其可能出現減值時作更頻密測試。商譽乃按成本減累計減值虧損計量。商譽減值虧損之計量方法與下述會計政策所載之其他資產之計量方法相同。商譽之減值虧損於綜合損益內確認，且其後不會撥回。就減值測試而言，商譽會被分配至預期將受惠於收購協同效益之現金產生單位。

於附屬公司之非控股權益初步按非控股股東於收購當日應佔附屬公司可識別資產及負債之淨公允價值之比例計量。

4. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Business combination and goodwill (Continued)

The excess of the cost of acquisition over the Company's share of the net fair value of the subsidiary's identifiable assets and liabilities is recorded as goodwill. Any excess of the Company's share of the net fair value of the identifiable assets and liabilities over the cost of acquisition is recognised in consolidated profit or loss as a gain on bargain purchase which is attributed to the Company.

In a business combination achieved in stages, the previously held equity interest in the subsidiary is remeasured at its acquisition-date fair value and the resulting gain or loss is recognised in consolidated profit or loss. The fair value is added to the cost of acquisition to calculate the goodwill.

If the changes in the value of the previously held equity interest in the subsidiary were recognised in other comprehensive income, the amount that was recognised in other comprehensive income is recognised on the same basis as would be required if the previously held equity interest were disposed of.

Goodwill is tested annually for impairment or more frequently if events or changes in circumstances indicate that it might be impaired. Goodwill is measured at cost less accumulated impairment losses. The method of measuring impairment losses of goodwill is the same as that of other assets as stated in the accounting policy below. Impairment losses of goodwill are recognised in consolidated profit or loss and are not subsequently reversed. Goodwill is allocated to cash-generating units that are expected to benefit from the synergies of the acquisition for the purpose of impairment testing.

The non-controlling interests in the subsidiary are initially measured at the non-controlling shareholders' proportionate share of the net fair value of the subsidiary's identifiable assets and liabilities at the acquisition date.

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4. 重大會計政策資料(續)

聯營公司

聯營公司為本集團對其有重大影響力之實體。重大影響力指有權參與實體之財務及經營政策之決定，而非控制或共同控制該等政策。於評估本集團是否擁有重大影響力時，會考慮是否存在現時可行使或可轉換之潛在表決權(包括其他實體持有之潛在表決權)及其影響。於評估潛在表決權是否構成重大影響力時，持有人之意圖及行使或轉換該權利之財務能力將不予考慮。

於聯營公司之投資以權益法於綜合財務報表內入賬，並初步按成本確認。於一項收購中之聯營公司可識別資產及負債按於收購當日之公允價值計量。收購成本超出本集團應佔該聯營公司可識別資產及負債之淨公允價值之差額乃列作商譽。商譽計入投資之賬面值，並於有客觀證據顯示該項投資已出現減值時於各報告期末連同該項投資進行減值測試。本集團應佔可識別資產及負債之淨公允價值超出收購成本之任何差額於綜合損益內確認。

4. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Associates

Associates are entities over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of an entity but is not control or joint control over those policies. The existence and effect of potential voting rights that are currently exercisable or convertible, including potential voting rights held by other entities, are considered when assessing whether the Group has significant influence. In assessing whether a potential voting right contributes to significant influence, the holder's intention and financial ability to exercise or convert that right is not considered.

Investment in an associate is accounted for in the consolidated financial statements by the equity method and is initially recognised at cost. Identifiable assets and liabilities of the associate in an acquisition are measured at their fair values at the acquisition date. The excess of the cost of acquisition over the Group's share of the net fair value of the associate's identifiable assets and liabilities is recorded as goodwill. The goodwill is included in the carrying amount of the investment and is tested for impairment together with the investment at the end of each reporting period when there is objective evidence that the investment is impaired. Any excess of the Group's share of the net fair value of the identifiable assets and liabilities over the cost of acquisition is recognised in consolidated profit or loss.

4. 重大會計政策資料(續)

聯營公司(續)

本集團應佔聯營公司之收購後溢利或虧損於綜合損益內確認，其應佔收購後儲備變動則於綜合儲備內確認。收購後之累計變動於投資之賬面值作出調整。除非本集團已承擔責任或代聯營公司付款，否則當本集團應佔該聯營公司之虧損相等於或超過其於該聯營公司之權益(包括任何其他無抵押應收款項)時，本集團不會確認進一步虧損。倘聯營公司其後錄得溢利，則本集團僅於其應佔溢利相等於其應佔未確認之虧損後，方會恢復確認其應佔之該等溢利。

出售聯營公司(導致失去重大影響力)之收益或虧損指(i)出售代價之公允價值另加任何於該聯營公司所保留投資之公允價值與(ii)本集團應佔該聯營公司淨資產另加與該聯營公司有關之任何餘下商譽及任何相關累計外幣換算儲備兩者間之差額。倘於聯營公司之投資成為於合營企業之投資，則本集團會繼續採用權益法，且不會重新計量保留權益。

本集團與其聯營公司進行交易之未變現溢利按本集團於聯營公司之權益對銷。除非有關交易提供證據顯示所轉讓資產出現減值，否則未變現虧損亦予以對銷。聯營公司之會計政策已作出必要更改，以確保與本集團所採納之政策一致。

4. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Associates (Continued)

The Group's share of an associate's post-acquisition profits or losses is recognised in consolidated profit or loss, and its share of the post-acquisition movements in reserves is recognised in the consolidated reserves. The cumulative post-acquisition movements are adjusted against the carrying amount of the investment. When the Group's share of losses in an associate equals or exceeds its interest in the associate, including any other unsecured receivables, the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the associate. If the associate subsequently reports profits, the Group resumes recognising its share of those profits only after its share of the profits equals the share of losses not recognised.

The gain or loss on the disposal of an associate that results in a loss of significant influence represents the difference between (i) the fair value of the consideration of the sale plus the fair value of any investment retained in that associate and (ii) the Group's share of the net assets of that associate plus any remaining goodwill relating to that associate and any related accumulated foreign currency translation reserve. If an investment in an associate becomes an investment in a joint venture, the Group continues to apply the equity method and does not remeasure the retained interest.

Unrealised profits on transactions between the Group and its associates are eliminated to the extent of the Group's interests in the associates. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of associates have been changed where necessary to ensure consistency with the policies adopted by the Group.

4. 重大會計政策資料(續)

合資安排

合資安排是指兩個或兩個以上方具有共同控制權的安排。共同控制是指按合約約定對某項安排的控制，僅在有有關活動的決定需要共享控制的各方一致同意時，該控制才存在。相關活動是對安排收益有重大影響的活動。評估共同控制權時，本集團會考慮其潛在投票權以及其他方持有的潛在投票權，以釐定是否擁有共同控制權。僅當持有人具有行使該權利的實際能力時，才考慮潛在的表決權。

合營安排可以是合營經營或合營企業。合營經營是一種共同安排，對安排具有共同控制權的當事方享有與安排有關的資產權利及負債義務。合營企業是一項合營安排，據此，對安排擁有共同控制權的當事方有權享有該安排的淨資產。

至於共同經營之權益，本集團乃按照適用於特定資產、負債、收益及開支之國際財務報告準則，於其綜合財務報表中確認其資產(包括分佔共同持有之任何資產)；負債(包括分佔共同產生之任何負債)；來自出售其應佔共同經營成果所產生之收益；其應佔出售共同經營成果所產生之收益；及其開支(包括分佔共同產生之任何開支)。

4. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Joint arrangements

A joint arrangement is an arrangement of which two or more parties have joint control. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require the unanimous consent of the parties sharing control. Relevant activities are activities that significantly affect the returns of the arrangement. When assessing joint control, the Group considers its potential voting rights as well as potential voting rights held by other parties, to determine whether it has joint control. A potential voting right is considered only if the holder has the practical ability to exercise that right.

A joint arrangement is either a joint operation or a joint venture. A joint operation is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the assets, and obligations for the liabilities, relating to the arrangement. 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 arrangement.

In relation to its interest in a joint operation, the Group recognises in its consolidated financial statements, its assets, including its share of any assets held jointly; its liabilities, including its share of any liabilities incurred jointly; its revenue from the sale of its share of the output arising from the joint operation; its share of the revenue from the sale of the output by the joint operation; and its expenses, including its share of any expenses incurred jointly, in accordance with the IFRSs applicable to the particular assets, liabilities, revenues and expenses.

4. 重大會計政策資料(續)

合資安排(續)

於合營企業之投資乃按權益法計入綜合財務報表，並初步按成本確認。於合營企業收購之可識別資產及負債按收購日期之公平值計量。倘收購成本超出本集團應佔合營企業之可識別資產及負債之公平淨值，差額將以商譽入賬。商譽乃計入投資之賬面值，並於有客觀證據顯示該項投資已減值時，於各報告期末連同該項投資進行減值測試。倘本集團攤分可識別資產及負債之公平淨值高於收購成本，有關差額將於綜合損益確認。

本集團應佔合營企業收購後溢利或虧損於綜合損益表確認，而其應佔收購後儲備變動於綜合儲備中確認。累計收購後變動乃就投資之賬面值作出調整。倘本集團應佔合營企業虧損相等於或多於其在合營企業之權益(包括任何其他無抵押應收款項)，除非本集團已承擔義務或代表合營企業付款，否則本集團不會進一步確認虧損。倘合營企業其後錄得溢利，則本集團僅於其應佔溢利相等於其應佔未確認之虧損後，方會恢復確認其應佔之該等溢利。

4. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Joint arrangements (Continued)

Investment in a joint venture is accounted for in the consolidated financial statements by the equity method and is initially recognised at cost. Identifiable assets and liabilities of the joint venture in an acquisition are measured at their fair values at the acquisition date. The excess of the cost of acquisition over the Group's share of the net fair value of the joint venture's identifiable assets and liabilities is recorded as goodwill. The goodwill is included in the carrying amount of the investment and is tested for impairment together with the investment at the end of each reporting period when there is objective evidence that the investment is impaired. Any excess of the Group's share of the net fair value of the identifiable assets and liabilities over the cost of acquisition is recognised in consolidated profit or loss.

The Group's share of a joint venture's post-acquisition profits or losses is recognised in consolidated profit or loss, and its share of the post-acquisition movements in reserves is recognised in the consolidated reserves. The cumulative post-acquisition movements are adjusted against the carrying amount of the investment. When the Group's share of losses in a joint venture equals or exceeds its interest in the joint venture, including any other unsecured receivables, the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the joint venture. If the joint venture subsequently reports profits, the Group resumes recognising its share of those profits only after its share of the profits equals the share of losses not recognised.

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4. 重大會計政策資料(續)

合資安排(續)

因出售合營企業而導致失去共同控制之盈虧乃指以下兩者之差額：(i)出售代價之公平值加上於該合營企業任何保留投資之公平值與(ii)本集團應佔該合營企業之資產淨值加上有關該合營企業之剩餘商譽及任何相關累計外幣匯兌儲備。倘於合營企業之投資成為於聯營公司的投資，則本集團將繼續應用權益法，且不會重新計量保留權益。

本集團與其合營企業之間交易的未變現溢利以本集團於合營企業之權益予以抵銷。除非有關交易提供轉讓資產的減值憑證，否則未變現的虧損亦予以抵銷。合營企業的會計政策在必要時已經更改，以確保與本集團採納的政策保持一致。

4. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Joint arrangements (Continued)

The gain or loss on the disposal of a joint venture that results in a loss of joint control represents the difference between (i) the fair value of the consideration of the sale plus the fair value of any investment retained in that joint venture and (ii) the Group's share of the net assets of that joint venture plus any remaining goodwill relating to that joint venture and any related accumulated foreign currency translation reserve. If an investment in a joint venture becomes an investment in an associate, the Group continues to apply the equity method and does not remeasure the retained interest.

Unrealised profits on transactions between the Group and its joint ventures are eliminated to the extent of the Group's interests in the joint ventures. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of joint ventures have been changed where necessary to ensure consistency with the policies adopted by the Group.

4. 重大會計政策資料 (續)

外幣換算

(i) 功能及呈列貨幣

本集團各實體之財務報表所載項目以實體經營所在主要經濟環境之貨幣(「功能貨幣」)計量。綜合財務報表以人民幣(「人民幣」)呈列，為本公司的功能及呈列貨幣。

(ii) 各實體財務報表之交易及結餘

外幣交易於初步確認時採用交易日之通行匯率換算為功能貨幣。以外幣計值之貨幣資產及負債按各報告期末之匯率換算。該換算政策所產生之收益及虧損於損益內確認。

當非貨幣項目之收益或虧損於其他全面收益內確認時，該收益或虧損之任何匯兌組成部分會於其他全面收益內確認。當非貨幣項目之收益或虧損於損益內確認時，該收益或虧損之任何匯兌組成部分會於損益內確認。

4. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Foreign currency translation

(i) Functional and presentation currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (the "functional currency"). The consolidated financial statements are presented in Renminbi ("RMB"), which is the Company's functional and presentation currency.

(ii) Transactions and balances in each entity's financial statements

Transactions in foreign currencies are translated into the functional currency on initial recognition using the exchange rates prevailing on the transaction dates. Monetary assets and liabilities in foreign currencies are translated at the exchange rates at the end of each reporting period. Gains and losses resulting from this translation policy are recognised in profit or loss.

When a gain or loss on a non-monetary item is recognised in other comprehensive income, any exchange component of that gain or loss is recognised in other comprehensive income. When a gain or loss on a non-monetary item is recognised in profit or loss, any exchange component of that gain or loss is recognised in profit or loss.

綜合財務報表附註

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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4. 重大會計政策資料(續)

外幣換算(續)

(iii) 綜合賬目時換算

功能貨幣與本公司呈列貨幣不同之所有本集團實體之業績及財務狀況按下列方式換算為本公司之呈列貨幣：

- 就各份財務狀況表呈列之資產及負債按該財務狀況表日期之收市匯率換算；
- 收入及開支按平均匯率換算(除非該平均匯率並非交易日通行匯率之累計影響之合理近值，在此情況下，收入及開支按交易日之匯率換算)；及
- 所有因此產生之匯兌差額於外幣換算儲備內確認。

於綜合賬目時，換算海外實體淨投資及借貸所產生之匯兌差額於外幣換算儲備內確認。當出售海外業務時，該等匯兌差額會於綜合損益內確認為出售收益或虧損一部分。

因收購海外業務而產生的任何商譽及因收購而產生的資產及負債賬面值之任何公允價值調整均被視為該海外業務之資產及負債及以結算日之匯率換算。

4. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Foreign currency translation (Continued)

(iii) Translation on consolidation

The results and financial position of all the Group entities that have a functional currency different from the Company's presentation currency are translated into the Company's presentation currency as follows:

- Assets and liabilities for each statement of financial position presented are translated at the closing rate at the date of that statement of financial position;
- Income and expenses are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the exchange rates on the transaction dates); and
- All resulting exchange differences are recognised in the foreign currency translation reserve.

On consolidation, exchange differences arising from the translation of the net investment in foreign entities and of borrowings are recognised in the foreign currency translation reserve. When a foreign operation is sold, such exchange differences are recognised in consolidated profit or loss as part of the gain or loss on disposal.

Any goodwill arising on the acquisition of a foreign operation and any fair value adjustments to the carrying amounts of assets and liabilities arising on acquisition are treated as assets and liabilities of the foreign operation and translated at the closing rate.

4. 重大會計政策資料(續)

物業及設備

所有物業及設備按成本減累計折舊及減值虧損列賬。

其後成本僅於與該項目相關之未來經濟利益可能流入本集團，且該項目之成本能可靠地計量時，方計入資產之賬面值或確認為獨立資產(如適用)。所有其他維修及保養於產生之期間在綜合損益內確認。

物業及設備之折舊按足以撇銷其成本減其剩餘價值之比率，於估計可使用年期內使用直線法計算。主要可使用年期如下：

| | |
|----------|-----------------------------------|
| 租賃裝修 | 相關租賃期限 或估計使用 年期(以較 短者為準) |
| 租賃土地及樓宇 | 22至30年以上 |
| 傢俱、裝置及設備 | 3至5年以上 |
| 汽車 | 5年以上 |

可使用年限及折舊方法乃於各報告期末審閱及調整(如適用)。

出售物業及設備之損益乃指出售所得款項淨額與有關資產賬面值之差額，並於綜合損益中確認。

4. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Property and equipment

All property and equipment are stated at cost less accumulated depreciation and impairment losses.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. All other repairs and maintenance are recognised in consolidated profit or loss during the period in which they are incurred.

Depreciation of property and equipment is calculated at rates sufficient to write off their costs less their residual values over the estimated useful lives on a straight-line basis. The principal useful lives are as follows:

| | |
|-----------------------------------|---|
| Leasehold improvements | The shorter of the term of the relevant lease or their estimated useful lives |
| Leasehold land and buildings | Over 22 – 30 years |
| Furniture, fixtures and equipment | Over 3 – 5 years |
| Motor vehicles | Over 5 years |

The useful lives and depreciation method are reviewed and adjusted, if appropriate, at the end of each reporting period.

The gain or loss on disposal of property and equipment is the difference between the net sales proceeds and the carrying amount of the relevant asset, and is recognised in consolidated profit or loss.

綜合財務報表附註

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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4. 重大會計政策資料(續)

投資物業

投資物業乃為賺取租金及／或資本增值而持有之土地及／或樓宇。投資物業初步按其成本(包括物業應佔之所有直接成本)計量。

初始確認後，投資物業按成本減累計折舊及減值虧損列示。投資物業按其估計可使用年期，經考慮其估計殘值後確認折舊，並按直線法撇銷其成本。

出售投資物業之損益為物業出售所得款項淨額與賬面值間之差額，並於損益內確認。

租賃

本集團作為承租人

當租賃資產可供本集團使用時，租賃確認為使用權資產及相應租賃負債。使用權資產按成本扣減累計折舊及減值虧損列賬。使用權資產的折舊按撇銷其成本的比率於資產的可使用年期與租期之較短者內以直線法計算。主要年率如下：

租賃作自用的物業 2至20年

4. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Investment properties

Investment property is land and/or buildings held to earn rentals and/or for capital appreciation. An investment property is measured initially at its cost including all direct costs attributable to the property.

After initial recognition, the investment property is stated at cost less accumulated depreciation and impairment losses. Depreciation is recognised so as to write off the cost of investment properties over their estimated useful lives and after taking into account of their estimated residual value, using the straight-line method.

The gain or loss on disposal of an investment property is the difference between the net sales proceeds and the carrying amount of the property, and is recognised in profit or loss.

Leases

The Group as lessee

Leases are recognised as right-of-use assets and corresponding lease liabilities when the leased assets are available for use by the Group. Right-of-use assets are stated at cost less accumulated depreciation and impairment losses. Depreciation of right-of-use assets is calculated at rates to write off their cost over the shorter of the asset's useful life and the lease term on a straight-line basis. The principal annual rates are as follows:

Properties leased for own use 2 – 20 years

4. 重大會計政策資料(續)

租賃(續)

本集團作為承租人(續)

使用權資產按成本計量，成本包括租賃負債之初步計量金額、預付租賃付款、初始直接成本及復原成本。租賃負債包括租賃付款的淨現值，如可釐定租賃所隱含的利率，該現值使用該利率貼現，否則，則使用本集團的增量借款利率貼現。每筆租賃付款均分攤為負債及融資成本。融資成本於租期內自損益扣除，以就租賃負債之餘下結餘產生固定定期利率。

與短期租賃及低價值資產租賃有關之付款，按租期以直線法於損益內確認為開支。短期租賃為初步租期為12個月或以下之租賃。低價值資產為價值低於5,000美元的資產。

本集團作為出租人

經營租賃

資產擁有權的所有風險及回報實質上並未轉移至承租人的租賃入賬列作經營租賃。經營租賃的租金收入於有關租期內以直線法確認。

4. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Leases (Continued)

The Group as lessee (Continued)

Right-of-use assets are measured at cost comprising the amount of the initial measurement of the lease liabilities, lease payments prepaid, initial direct costs and the restoration costs. Lease liabilities include the net present value of the lease payments discounted using the interest rate implicit in the lease if that rate can be determined, or otherwise the Group's incremental borrowing rate. Each lease payment is allocated between the liability and finance cost. The finance cost is charged to profit or loss over the lease term so as to produce a constant periodic rate of interest on the remaining balance of the lease liability.

Payments associated with short-term leases and leases of low-value assets are recognised as expenses in profit or loss on a straight-line basis over the lease terms. Short-term leases are leases with an initial lease term of 12 months or less. Low-value assets are assets of value below US\$5,000.

The Group as lessor

Operating leases

Leases that do not substantially transfer to the lessees all the risks and rewards of ownership of assets are accounted for as operating leases. Rental income from operating leases is recognised on a straight-line basis over the term of the relevant lease.

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4. 重大會計政策資料(續)

無形資產

所收購之無形資產初步按成本確認。初步確認後，具有限可使用年期的無形資產乃按成本減累計折舊及任何累計減值虧損入賬。具有限可使用年期的無形資產攤銷於估計可使用年期內按直線法計提。

無形資產可供使用時隨即攤銷。具有限可使用年期的無形資產(品牌名稱除外)攤銷於估計可使用年期內按直線法計提，詳情如下：

| | |
|--------|-------------|
| 軟件 | 0.5年至10年以上 |
| 域名 | 5年 |
| 獨家合作權利 | 3.5年至6年以上 |
| 業務關係 | 5.75年至10年以上 |
| 其他 | 10年 |

包括品牌名稱在內的具無限可使用年期的無形資產按成本減任何隨後累計減值虧損入賬。

研發費用

研究活動支出於產生期間確認為開支。只有在符合以下所有條件時，有關本集團開發時內部產生的無形資產方予確認：

- 產生可識別資產(如軟件及新工藝)；
- 產生之資產將有可能產生未來經濟利益；及
- 資產研發成本能可靠計量。

4. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Intangible assets

Acquired intangible assets are recognised initially at cost. After initial recognition, intangible assets with finite useful lives are carried at cost less accumulated amortisation and any accumulated impairment losses. Amortisation for intangible assets with finite useful lives is provided on straight-line basis over their estimated useful lives.

Amortisation commences when the intangible assets are available for use. Amortisation for intangible assets, except for brand name, with finite useful lives is provided on straight-line basis over their estimated useful lives, as follows:

| | |
|------------------------------|----------------------|
| Software | Over 0.5 – 10 years |
| Domain | 5 years |
| Exclusive cooperative rights | Over 3.5 – 6 years |
| Business relationship | Over 5.75 – 10 years |
| Others | 10 years |

Intangible assets with indefinite useful lives including brand name are carried at cost less any subsequent accumulated impairment losses.

Research and development expenditure

Expenditure on research activities is recognised as an expense in the period in which it is incurred. An internally generated intangible asset arising from the Group's development is recognised only if all of the following conditions are met:

- An asset is created that can be identified (such as software and new processes);
- It is probable that the asset created will generate future economic benefits; and
- The development cost of the asset can be measured reliably.

4. 重大會計政策資料(續)

確認及終止確認金融工具

金融資產及金融負債於本集團成為工具合約條文之訂約方時，於綜合財務狀況表內確認。

倘從資產收取現金流量之合約權利到期；本集團已將其於資產擁有權之絕大部分風險及回報轉移；或本集團並無轉移及保留其於資產擁有權之絕大部分風險及回報但並無保留對資產之控制權，則金融資產將被終止確認。於終止確認金融資產時，資產之賬面值與已收代價總和之差額，將於損益內確認。

倘於有關合約之特定責任獲解除、取消或到期，則金融負債將被終止確認。終止確認之金融負債之賬面值與已付代價之差額於損益內確認。

金融資產

倘某項資產乃根據合約規定購買或出售，而合約條款規定須按市場指定時限內交收，則金融資產按交易日基準確認及終止確認，並初步按公允價值另加直接應計交易成本確認，惟按公允價值計入損益之投資除外。收購按公允價值計入損益之投資直接應計交易成本即時於損益確認。

4. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Recognition and derecognition of financial instruments

Financial assets and financial liabilities are recognised in the consolidated statement of financial position when the Group becomes a party to the contractual provisions of the instruments.

Financial assets are derecognised when the contractual rights to receive cash flows from the assets expire; the Group transfers substantially all the risks and rewards of ownership of the assets; or the Group neither transfers nor retains substantially all the risks and rewards of ownership of the assets but has not retained control on the assets. On derecognition of a financial asset, the difference between the asset's carrying amount and the sum of the consideration received is recognised in consolidated profit or loss.

Financial liabilities are derecognised when the obligation specified in the relevant contract is discharged, cancelled or expires. The difference between the carrying amount of the financial liability derecognised and the consideration paid is recognised in consolidated profit or loss.

Financial assets

Financial assets are recognised and derecognised on a trade date basis where the purchase or sale of an asset is under a contract whose terms require delivery of the asset within the timeframe established by the market concerned, and are initially recognised at fair value, plus directly attributable transaction costs except in the case of investments at fair value through profit or loss. Transaction costs directly attributable to the acquisition of investments at fair value through profit or loss are recognised immediately in consolidated profit or loss.

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4. 重大會計政策資料(續)

金融資產(續)

本集團之金融資產乃分為以下類別：

- 按攤銷成本計量的金融資產；
- 按公允價值計量並計入其他全面收入的債務投資；及
- 按公允價值計量並計入損益的金融資產。

(i) 按攤銷成本計量的金融資產

倘金融資產(包括貿易及其他應收款項)符合以下條件則歸入此分類：

- 資產乃於目的為持有資產以收取合約現金流量的業務模式持有；及
- 資產之合約條款導致於特定日期產生的現金流量純粹用作支付本金及未償還本金額利息。

該等資產其後使用實際利率法按攤銷成本減預期信貸損失之虧損撥備計量。

4. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Financial assets (Continued)

Financial assets of the Group are classified under the following categories:

- Financial assets at amortised cost;
- Debt investments at fair value through other comprehensive income; and
- Financial assets at fair value through profit or loss.

(i) Financial assets at amortised cost

Financial assets (including trade and other receivables) are classified under this category if they satisfy both of the following conditions:

- the assets are held within a business model whose objective is to hold assets in order to collect contractual cash flows; and
- the contractual terms of the assets give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

They are subsequently measured at amortised cost using the effective interest method less loss allowance for expected credit losses.

4. 重大會計政策資料 (續)

金融資產 (續)

(ii) 按公允價值計入其他全面收益的債務投資

倘債務投資符合以下條件則歸入此分類：

- 資產乃於既可收取合約現金流量又可出售資產的業務模式持有；及
- 資產之合約條款導致於特定日期產生的現金流量純粹用作支付本金及未償還本金額利息。

該等資產其後按公平值計量，使用實際利率法計算的利息收入於損益中確認。

該等資產按貨幣項目處理。外匯資產以按攤銷成本計量的資產處理，以外匯呈列，攤銷成本的匯兌差額於損益中確認。

其他收益或虧損於其他全面收益中確認，計入債務投資重估儲備。於終止確認投資時，先前計入債務投資重估儲備的累計收益或虧損重新分類至損益。

預期信貸損失的虧損撥備於全面收益中確認，且並未減少資產的賬面值。

4. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Financial assets (Continued)

(ii) Debt investments at fair value through other comprehensive income

Debt investments are classified under this category if they satisfy both of the following conditions:

- the assets are held within a business model whose objective is achieved by both collecting contractual cash flows and selling assets; and
- the contractual terms of the assets give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

They are subsequently measured at fair value. Interest income calculated using the effective interest method is recognised in profit or loss.

The assets are treated as monetary items. A foreign currency asset is treated as an asset measured at amortised cost in the foreign currency. Exchange differences on the amortised cost are recognised in profit or loss.

Other gains or losses are recognised in other comprehensive income and accumulated in the debt investment revaluation reserve. On derecognition of an investment, the cumulative gains or losses previously accumulated in the debt investment revaluation reserve are reclassified to profit or loss.

The loss allowance for expected credit losses is recognised in other comprehensive income and does not reduce the carrying amount of the assets.

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4. 重大會計政策資料(續)

金融資產(續)

(iii) 按公允價值計量並計入損益的金融資產

除非本集團於初步確認時指定非持作買賣的股本投資為按公允價值計量計入其他全面收益，則倘金融資產並不符合按攤銷成本計量的條件，亦不符合按公允價值計入其他全面收益的債務投資的條件，則列入本類別。

按公允價值計量並計入損益的金融資產其後按公允價值計量，而公允價值變動產生的任何收益或虧損於綜合損益確認。於綜合損益確認的公允價值收益或虧損乃扣除任何利息收入及股息收入。利息收入及股息收入於綜合損益確認。

根據國際財務報告準則第9號須予減值評估的金融資產及其他項目的減值

本集團根據預期信貸損失模式對國際財務報告準則第9號項下面臨減值的金融資產(包括應收賬款、應收票據、應收關聯方款項、合約資產、按公允價值計量並計入其他全面收益的應收款項、其他應收款項、已付房地產開發商的按金、收購物業及設備的已付按金、租賃定金、受限制銀行結餘、已抵押銀行存款、銀行結餘)及其他項目進行減值評估。預期信貸損失的金額於各報告日期更新以反映自初始確認以來的信貸風險變動。

4. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Financial assets (Continued)

(iii) Financial assets at fair value through profit or loss

Financial assets are classified under this category if they do not meet the conditions to be measured at amortised cost and the conditions of debt investments at fair value through other comprehensive income unless the Group designates an equity investment that is not held for trading as at fair value through other comprehensive income on initial recognition.

Financial assets at fair value through profit or loss are subsequently measured at fair value with any gains or losses arising from changes in fair values recognised in consolidated profit or loss. The fair value gains or losses recognised in consolidated profit or loss are net of any interest income and dividend income. Interest income and dividend income are recognised in consolidated profit or loss.

Impairment of financial assets and other items subject to impairment assessment under IFRS 9

The Group performs impairment assessment under ECL model on financial assets (including accounts receivables, bills receivables, amounts due from related parties, contract assets, receivables at FVTOCI, other receivables, deposits paid to property developers, deposits paid for acquisition of property and equipment, rental deposits, restricted bank balances, pledged bank deposits, bank balances) and other items which are subject to impairment assessment under IFRS 9. The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition.

4. 重大會計政策資料(續)

根據國際財務報告準則第9號須予減值評估的金融資產及其他項目的減值(續)

全期預期信貸損失指相關工具預計使用年期內所有潛在違約事件產生將會引起的預期信貸損失。相反，十二個月預期信貸損失(「十二個月預期信貸損失」)指報告日期起計十二個月內可能出現的違約事件預期將會引起的一部分全期預期信貸損失。評估乃根據本集團過往信貸損失經驗作出，並就債務人特定因素、一般經濟環境及於報告日期對現況作出的評估以及未來狀況預測而作出調整。

本集團始終確認應收賬款、應收關聯方貿易性質款項－應收賬款、應收票據、按公允價值計量並計入其他全面收益的應收款項及合約資產的全期預期信貸損失。

至於所有其他工具，本集團計量相等於十二個月預期信貸損失的損失準備，除非自初步確認以來信貸風險大幅上升，在該情況下本集團會確認使用全期預期信貸損失。評估是否應確認使用全期預期信貸損失乃根據自初步確認以來出現違約事件的可能性或是否風險大幅上升。

4. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Impairment of financial assets and other items subject to impairment assessment under IFRS 9 (Continued)

Lifetime ECL represents the ECL that will result from all possible default events over the expected life of the relevant instrument. In contrast, 12-month ECL ("12m ECL") represents the portion of lifetime ECL that is expected to result from default events that are possible within 12 months after the reporting date. Assessment are done based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current conditions at the reporting date as well as the forecast of future conditions.

The Group always recognises lifetime ECL for accounts receivables, amounts due from related parties of trade nature – accounts receivables, bills receivables, receivables at FVTOCI and contract assets.

For all other instruments, the Group measures the loss allowance equal to 12m ECL, unless there has been a significant increase in credit risk since initial recognition, in which case the Group recognises lifetime ECL. The assessment of whether lifetime ECL should be recognised is based on significant increases in the likelihood or risk of a default occurring since initial recognition.

4. 重大會計政策資料(續)

根據國際財務報告準則第9號須予減值評估的金融資產及其他項目的減值(續)

(i) 信貸風險顯著上升

評估信貸風險自初始確認以來是否顯著上升時，本集團會比較金融工具於報告日期發生違約的風險與金融工具於初始確認日期發生違約的風險。作出評估時，本集團會考慮合理及具支持性的定量及定性資料，包括過往經驗及毋須付出不必要的成本及精力獲取的前瞻性資料。

具體而言，評估信貸風險是否顯著上升時會考慮以下資料：

- 金融工具外部(如適用)或內部信貸測評的實際或預期顯著惡化；
- 信貸風險的外部市場指標顯著惡化，例如債務人的信貸息差、信用違約掉期價格顯著上升；
- 商業、金融或經濟情況目前或預期有不利變動，預計將導致債務人償還債項的能力顯著下降；
- 債務人經營業績實際或預期顯著惡化；
- 債務人的監管、經濟或技術環境有實際或預計的重大不利變動，導致債務人償還債項的能力顯著下降。

4. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Impairment of financial assets and other items subject to impairment assessment under IFRS 9 (Continued)

(i) Significant increase in credit risk

In assessing whether the credit risk has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition. In making this assessment, the Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort.

In particular, the following information is taken into account when assessing whether credit risk has increased significantly:

- an actual or expected significant deterioration in the financial instrument's external (if available) or internal credit rating;
- significant deterioration in external market indicators of credit risk, e.g. a significant increase in the credit spread, the credit default swap prices for the debtor;
- existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in the debtor's ability to meet its debt obligations;
- an actual or expected significant deterioration in the operating results of the debtor;
- an actual or expected significant adverse change in the regulatory, economic or technological environment of the debtor that results in a significant decrease in the debtor's ability to meet its debt obligations.

4. 重大會計政策資料(續)

根據國際財務報告準則第9號須予減值評估的金融資產及其他項目的減值(續)

(i) 信貸風險顯著上升(續)

無論上述評估的結果如何，本集團假設倘合約付款逾期超過30天，則信貸風險自初次確認以來顯著增加，除非本集團有能說明信貸風險並無顯著增加的合理可靠資料，則作別論。

儘管有上述規定，若於報告日期債務工具被判定為具有較低信貸風險，本集團會假設債務工具的信貸風險自初始確認以來並未顯著上升。在以下情況下，債務工具會被判定為具有較低信貸風險：(i)債務工具具有較低違約風險；(ii)借款人有很強的能力履行近期的合約現金流量義務；及(iii)經濟及商業環境的長期不利變動有可能但未必會降低借款人履行合約現金流量義務的能力。

本集團定期監察識別信貸風險是否顯著上升所用標準的有效性，並酌情修訂以確保該標準能夠在款項逾期前識別信貸風險的顯著上升。

4. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Impairment of financial assets and other items subject to impairment assessment under IFRS 9 (Continued)

(i) Significant increase in credit risk (Continued)

Irrespective of the outcome of the above assessment, the Group presumes that the credit risk has increased significantly since initial recognition when contractual payments are more than 30 days past due, unless the Group has reasonable and supportable information that demonstrates otherwise.

Despite the foregoing, the Group assumes that the credit risk on a debt instrument has not increased significantly since initial recognition if the debt instrument is determined to have low credit risk at the reporting date. A debt instrument is determined to have low credit risk if (i) it has a low risk of default, (ii) the borrower has a strong capacity to meet its contractual cash flow obligations in the near term, and (iii) adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the borrower to fulfil its contractual cash flow obligations.

The Group regularly monitors the effectiveness of the criteria used to identify whether there has been a significant increase in credit risk and revises them as appropriate to ensure that the criteria are capable of identifying significant increase in credit risk before the amount becomes past due.

4. 重大會計政策資料(續)

根據國際財務報告準則第9號須予減值評估的金融資產及其他項目的減值(續)

(ii) 違約的定義

本集團認為以下情況就內部信貸風險管理目的而言構成違約事件，因為過往經驗表明符合以下任何一項條件的應收款項一般無法收回：

- 交易對手違反財務契諾；或
- 內部產生或獲取自外部來源的資料表明，債務人不太可能向債權人(包括本集團)全額還款(不考慮本集團持有的任何抵押品)。

無論上述情形如何，本集團認為，倘金融資產逾期超過90日，則發生違約事件，除非本集團有合理有據資料能說明更寬鬆的違約標準更為合適，則作別論。

4. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Impairment of financial assets and other items subject to impairment assessment under IFRS 9 (Continued)

(ii) Definition of default

The Group considers the following as constituting an event of default for internal credit risk management purposes as historical experience indicates that receivables that meet either of the following criteria are generally not recoverable:

- when there is a breach of financial covenants by the counterparty; or
- information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full (without taking into account any collaterals held by the Group).

Irrespective of the above, the Group considers that default has occurred when a financial asset is more than 90 days past due unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

4. 重大會計政策資料(續)

根據國際財務報告準則第9號須予減值評估的金融資產及其他項目的減值(續)

(iii) 信貸減值金融資產

當發生對金融資產的估計未來現金流量產生不利影響的一起或多起事件之時，該金融資產即出現信貸減值。金融資產信貸減值的證據包括以下事件的可觀察數據：

- 發行人或借款人陷入嚴重財困；
- 違反合約，例如違約或逾期事件；
- 借款人的貸款人出於與借款人財困相關的經濟或合約原因，而向借款人授予貸款人原本不會考慮的優惠；
- 借款人有可能破產或進行其他財務重組；或
- 以大幅折扣收購或源生一項金融資產，由此反映了招致信貸損失的情況。

(iv) 撇銷政策

當有資料顯示交易對手陷入嚴重財困，且無實際收回的可能之時(例如交易對手已清算或進入破產程序)，本集團會撇銷金融資產。在適當情況下考慮法律意見，已撇銷的金融資產仍可根據本集團的收回程序實施強制執行。撇銷構成註銷事件。任何其後收回款項於損益中確認。

4. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Impairment of financial assets and other items subject to impairment assessment under IFRS 9 (Continued)

(iii) Credit-impaired financial assets

A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of that financial asset have occurred. Evidence that a financial asset is credit-impaired includes observable data about the following events:

- significant financial difficulty of the issuer or the borrower;
- a breach of contract, such as a default or past due event;
- the lender(s) of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession(s) that the lender(s) would not otherwise consider;
- it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation; or
- the purchase or origination of a financial asset at a deep discount that reflects the incurred credit losses.

(iv) Write-off policy

The Group writes off a financial asset when there is information indicating that the counterparty is in severe financial difficulty and there is no realistic prospect of recovery, for example, when the counterparty has been placed under liquidation or has entered into bankruptcy proceedings. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. A write-off constitutes a deregistration event. Any subsequent recoveries are recognised in profit or loss.

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4. 重大會計政策資料(續)

根據國際財務報告準則第9號須予減值評估的金融資產及其他項目的減值(續)

(v) 預期信貸損失之計量及確認

預期信貸損失的計量為違約概率、違約損失率(即違約時的損失程度)及違約風險敞口的函數。評估違約概率及違約損失率的依據是過往數據及前瞻性資料。預期信貸損失的估計反映公正及概率加權金額，該金額是根據權重的相應風險確定。應收賬款、應收關聯方貿易性質款項－應收賬款、應收票據、按公允價值計量並計入其他全面收益的應收款項以及合約資產預期信貸損失的計量對信用評級良好的客戶(戰略類客戶)或信用風險高的客戶(一般風險類客戶－信貸減值、個別評估客戶)或高風險類客戶或具有重大未償還結餘之應收款項按個別基準就預期信貸損失作出評估及餘下者(一般風險類客戶－非信貸減值)一併使用撥備矩陣作出評估。本集團使用實際權宜的方法，經考慮債務人的歷史結算模式、過往違約經驗、所取得作為抵押品的房地產公允價值、債務人經營的行業的一般經濟狀況以及在報告日期對當前狀況和預測趨勢的評估，使用撥備矩陣對該等資產的預期信貸損失作出估計。

一般而言，預期信貸損失按根據合約應付本集團的所有合約現金流量與本集團預計收取的現金流量(按初始確認時釐定的實際利率折現)之間的差額估算。就租賃應收款項而言，根據國際財務報告準則第16號，用於釐定預期信貸損失之現金流量與計量租賃應收款項所用之現金流量一致。

4. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Impairment of financial assets and other items subject to impairment assessment under IFRS 9 (Continued)

(v) Measurement and recognition of ECL

The measurement of ECL is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data and forward-looking information. Estimation of ECL reflects an unbiased and probability-weighted amount that is determined with the respective risks of default occurring as the weights. The measurement of ECL on accounts receivables, amounts due from related parties of trade nature – accounts receivables, bills receivables, receivables at FVTOCI and contract assets are assessed on an individual basis for customers with good credit rating (strategic type customers) or with high credit risk (normal risk type customers – credit-impaired, high risk type customers or individually assessed customers) or debtors with significant outstanding balances are assessed for ECL individually, and the remaining (normal risk type customers – not credit-impaired) is assessed collectively using provision matrix. The Group uses a practical expedient in estimating ECL on these assets using a provision matrix taking into consideration historical settlement pattern, past default experience of the debtor, fair value of real estate properties obtained as collateral, general economic conditions of the industry in which the debtors operate and an assessment of both the current as well as the forecast direction of conditions at the reporting date.

Generally, the ECL is the difference between all contractual cash flows that are due to the Group in accordance with the contract and the cash flows that the Group expects to receive, discounted at the effective interest rate determined at initial recognition. For a lease receivable, the cash flows used for determining the ECL is consistent with the cash flows used in measuring the lease receivable in accordance with IFRS 16.

4. 重大會計政策資料(續)

根據國際財務報告準則第9號須予減值評估的金融資產及其他項目的減值(續)

(v) 預期信貸損失之計量及確認(續)

若干應收賬款、應收關聯方貿易性質款項－應收賬款、應收票據、按公允價值計量並計入其他全面收益的應收款項以及合約資產的全期預期信貸損失經考慮過往逾期資料及前瞻性宏觀經濟資料等相關信貸資料按集體基準考慮。

就集體評估而言，本集團訂立組別時考慮以下特徵：

- 逾期狀況；
- 債務人的性質、規模及行業；及
- 可用的外部信貸測評。

本集團管理層定期檢討分組方法，確保各組別的組成項目仍然具有相似的信貸風險特徵。

利息收入按金融資產的總賬面值計算，除非金融資產發生信貸減值，在該情況下，利息收入按金融資產的攤銷成本計算。

除按公允價值計量並計入其他全面收益的應收款項外，本集團於損益內確認所有金融工具的收益或虧損減值，及透過虧損撥備賬對其賬面值進行相應調整。就按公允價值計量並計入其他全面收益的應收款項而言，虧損撥備於其他全面收益中確認，不扣減該等應收款項的賬面值。該金額代表有關累計虧損撥備的變動。

4. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Impairment of financial assets and other items subject to impairment assessment under IFRS 9 (Continued)

(v) Measurement and recognition of ECL (Continued)

Lifetime ECL for certain accounts receivables, amounts due from related parties of trade nature – accounts receivables, bills receivables, receivables at FVTOCI and contract assets are considered on a collective basis taking into consideration past due information and relevant credit information such as forward-looking macroeconomic information.

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

- Past-due status;
- Nature, size and industry of debtors; and
- External credit ratings where available.

The grouping is regularly reviewed by the management of the Group to ensure the constituents of each group continue to share similar credit risk characteristics.

Interest income is calculated based on the gross carrying amount of the financial asset unless the financial asset is credit-impaired, in which case interest income is calculated based on amortised cost of the financial asset.

Except for receivables at FVTOCI, the Group recognises an impairment gain or loss in profit or loss for all financial instruments with a corresponding adjustment to their carrying amounts through a loss allowance account. For receivables at FVTOCI, the loss allowance is recognised in other comprehensive income without reducing the carrying amount of these receivables. Such amount represents the changes in relation to accumulated loss allowance.

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4. 重大會計政策資料(續)

根據國際財務報告準則第9號須予減值評估的金融資產及其他項目的減值(續)

(v) 預期信貸損失之計量及確認(續)

終止確認金融資產

本集團僅於從資產收取現金流量的合約權利屆滿時，或向另一實體轉讓金融資產及該資產所有權之絕大部分風險及回報時終止確認金融資產。

於終止確認以攤銷成本計量的金融資產時，資產賬面值與已收及應收對價間之差額於損益確認。

於終止確認按公允價值計量並計入其他全面收益的應收款項時，先前於按公允價值計量並計入其他全面收益儲備的累計收益或虧損重新分類至損益。

現金及現金等價物

就綜合現金流量表而言，現金及現金等價物指銀行及手頭上的現金、銀行及其他金融機構之活期存款以及可轉為已知數量之現金及並無明顯變值風險之短期高流動性投資。

金融負債及股權工具

金融負債及股權工具乃根據所訂立合約安排之內容及《國際財務報告準則》中金融負債和股權工具之定義予以分類。股權工具為可證明於本集團資產之剩餘權益經扣除其所有負債後之任何合約。就特定金融負債及股權工具採納之會計政策載列如下。

4. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Impairment of financial assets and other items subject to impairment assessment under IFRS 9 (Continued)

(v) Measurement and recognition of ECL (Continued)

Derecognition of financial assets

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity.

On derecognition of a financial asset measured at amortised cost, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in profit or loss.

On derecognition of receivables at FVTOCI, the cumulative gain or loss previously accumulated in the FVTOCI reserves is reclassified to profit or loss.

Cash and cash equivalents

For the purpose of the consolidated statement of cash flows, cash and cash equivalents represent cash at bank and on hand, demand deposits with banks and other financial institutions, and short-term highly liquid investments which are readily convertible into known amounts of cash and subject to an insignificant risk of change in value.

Financial liabilities and equity instruments

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument under IFRSs. An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities. The accounting policies adopted for specific financial liabilities and equity instruments are set out below.

4. 重大會計政策資料(續)

可換股票據

並非以定額現金或其他金融資產交換固定數目的本集團自身股權工具的方式結算的換股選擇權，為換股選擇權衍生工具。

於發行日期，債務部分及衍生工具部分均按公允價值確認。於其後期間，可換股票據的債務部分使用實際利息法按攤銷成本列賬。衍生工具部分按公允價值計量，其公允價值變動於損益內確認。

發行可換股票據所涉及的交易成本按其相關公允價值比例分配至債務及衍生工具部分。衍生工具部分所涉及的交易成本及時於損益中扣除。債務部份所涉及的交易成本計入債務部分之賬面值，並使用實際利率法於可換股票據年期內攤銷。

借款

借款最初按公允價值確認，並扣除所產生的交易成本，其後使用實際利率法按攤銷成本計量。

借款分類為流動負債，除非本集團有權無條件將償還負債日期延期至報告期後至少12個月則另作別論。

其他金融負債

貿易及其他應付款項最初按公允價值確認，隨後使用實際利率法按攤銷成本計量，惟折讓影響並不重大情況下，按成本列賬除外。

4. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Convertible notes

A conversion option that will be settled other than by the exchange of a fixed amount of cash or another financial asset for a fixed number of the Group's own equity instruments is a conversion option derivative.

At the date of issue, both the debt component and derivative components are recognised at fair value. In subsequent periods, the debt component of the convertible note is carried at amortised cost using the effective interest method. The derivative component is measured at fair value with changes in fair value recognised in profit or loss.

Transaction costs that relate to the issue of the convertible note are allocated to the debt and derivative components in proportion to their relative fair values. Transaction costs relating to the derivative component are charged to profit or loss immediately. Transaction costs relating to the debt component are included in the carrying amount of the debt portion and amortised over the period of the convertible note using the effective interest method.

Borrowings

Borrowings are initially recognised at fair value, net of transaction costs incurred, and subsequently measured at amortised cost using the effective interest method.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period.

Other financial liabilities

Trade and other payables are initially recognised at fair value and subsequently measured at amortised cost using the effective interest method unless the effect of discounting would be immaterial, in which case they are stated at cost.

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4. 重大會計政策資料(續)

股權工具

股權工具為證明實體於扣除其所有負債後之剩餘資產權益之任何合約。本公司發行之股權工具按所收取之所得款項扣減直接發行成本入賬。

收入確認

來自與客戶合約的收入

本集團於履約責任獲履行(即某項履約責任下相關服務的「控制權」轉讓予客戶時)確認收入。履約責任指個別之服務(或一籃子服務)或一系列大致相同之個別服務。倘符合以下其中一項標準,則控制權隨時間轉移,而收入則參照完全履行相關履約責任之進展情況而隨時間確認:

- 客戶隨著本集團履約的同時獲得及消費本集團履約所提供的利益;
- 本集團履約會創造或加強客戶隨著本集團履約而控制的資產;或
- 本集團履約不會創造可由本集團另作他用的資產,且本集團對迄今完成的履約付款擁有可強制執行的權利。

否則,收入於客戶取得服務控制權的時間點確認。

4. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs.

Revenue recognition

Revenue from contracts with customers

The Group recognises revenue when (or as) a performance obligation is satisfied, i.e. when “control” of the services underlying the particular performance obligation is transferred to the customer. A performance obligation represents a service (or a bundle of services) that is distinct or a series of distinct services that are substantially the same. Control is transferred over time and revenue is recognised over time by reference to the progress towards complete satisfaction of the relevant performance obligation if one of the following criteria is met:

- the customer simultaneously receives and consumes the benefits provided by the Group’s performance as the Group performs;
- the Group’s performance creates or enhances an asset that the customer controls as the Group performs; or
- the Group’s performance does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

Otherwise, revenue is recognised at a point in time when the customer obtains control of the service.

4. 重大會計政策資料 (續)

收入確認 (續)

來自與客戶合約的收入 (續)

合約資產指本集團就本集團已轉讓予客戶的貨品或服務換取對價的權利，而該權利尚未成為無條件。合約資產根據《國際財務報告準則》第9號進行減值評估。相反，應收款項乃指本集團收取代價的無條件權利，即經過一段時間後即可收取該對價。

合約責任表示本集團有義務將服務轉讓予本集團已收到客戶對價（或應付的對價金額）的客戶。

與相同合約有關的合約資產及合約負債按淨額基準入賬及呈列。

隨時間確認收入：完全達成履約責任的進度的計量。

產量法

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

4. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Revenue recognition (Continued)

Revenue from contracts with customers (Continued)

A contract asset represents the Group's right to consideration in exchange for goods or services that the Group has transferred to a customer that is not yet unconditional. It is assessed for impairment in accordance with IFRS 9. In contrast, a receivable represents the Group's unconditional right to consideration, i.e. only the passage of time is required before payment of that consideration is due.

A contract liability represents the Group's obligation to transfer services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer.

A contract asset and a contract liability relating to the same contract are accounted for and presented on a net basis.

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

Output method

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

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4. 重大會計政策資料(續)

收入確認(續)

可變對價

對於包含可變對價的合約而言，本集團使用(a)預期價值法或(b)最可能的金額估計其有權收取的對價金額，具體取決於何種方法能更有效預測本集團將有權收取的對價金額。

僅於與可變對價相關之不確定因素於隨後獲解決，致使有關金額計入於未來應不會導致重大收入撥回時，可變對價的估計金額方會計入交易價格。

於各報告期末，本集團更新估計交易價格(包括更新其對可變對價估計是否受限的評估)，以真實反映報告期末的情況及報告期內的情況變動。

委託人與代理人

當涉及另一方向客戶提供貨品或服務時，本集團釐定其承諾的性質是否為其自身提供指定委託人與代理人貨品或服務的履約責任(即本集團為委託人)或安排由另一方提供該等貨品或服務(即本集團為代理人)。

倘本集團在向客戶轉讓貨品或服務之前控制指定貨物或服務，則本集團為委託人。

倘本集團的履約責任為安排另一方提供指定的貨品或服務，則本集團為代理人。在此情況下，在將貨品或服務轉讓予客戶之前，本集團不控制另一方所提供的指定貨品或服務。當本集團為代理人時，其就為換取安排另一方提供指定貨品或服務預期有權取得的任何收費或佣金的金額確認收入。

4. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Revenue recognition (Continued)

Variable consideration

For contracts that contain variable consideration, the Group estimates the amount of consideration to which it will be entitled using either (a) the expected value method or (b) the most likely amount, depending on which method better predicts the amount of consideration to which the Group will be entitled.

The estimated amount of variable consideration is included in the transaction price only to the extent that it is highly probable that such an inclusion will not result in a significant revenue reversal in the future when the uncertainty associated with the variable consideration is subsequently resolved.

At the end of each reporting period, the Group updates the estimated transaction price (including updating its assessment of whether an estimate of variable consideration is constrained) to represent faithfully the circumstances present at the end of the reporting period and the changes in circumstances during the reporting period.

Principal versus agent

When another party is involved in providing goods or services to a customer, the Group determines whether the nature of its promise is a performance obligation to provide the specified goods or services itself (i.e. the Group is a principal) or to arrange for those goods or services to be provided by the other party (i.e. the Group is an agent).

The Group is a principal if it controls the specified good or service before that good or service is transferred to a customer.

The Group is an agent if its performance obligation is to arrange for the provision of the specified good or service by another party. In this case, the Group does not control the specified good or service provided by another party before that good or service is transferred to the customer. When the Group acts as an agent, it recognises revenue in the amount of any fee or commission to which it expects to be entitled in exchange for arranging for the specified goods or services to be provided by the other party.

4. 重大會計政策資料 (續)

收入確認 (續)

收入確認

一手房代理服務及一二手聯動業務 (計入房地產經紀網絡服務業務) 收入於已提供服務且(a)物業買家已簽立買賣協議並支付規定首付款或(b)已根據不同代理合約所訂條款及條件向相關政府部門登記買賣協議時確認，因為僅當彼時，本集團方有權就所提供服務向物業開發商收取費用。

就一手房代理服務而言，本集團的應收佣金費率因預先協定的銷售目標而發生變化。在本集團的銷售達致預先協定銷售目標之前，本集團將按較低佣金費率確認收入。完成預先協定的銷售目標時，本集團將就之前期間完成的履約責任按較高佣金費率確認增量收入 (為可變對價)。

房地產諮詢服務收入於已提供服務且客戶 (即物業開發商) 已簽收及背書諮詢報告時確認，因為僅當彼時，本集團方有權就所提供服務收取費用。

房地產數據服務 (本集團自有CRIC系統 (由本集團開發的一系列專有房地產數據庫及分析系統) 的收費制訂閱) 的收入於期間內 (即訂購期) 確認，因客戶 (即物業開發商) 同時獲得及消費當實體運作時因其績效所產生的利益。

4. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Revenue recognition (Continued)

Revenue recognition

Revenue from real estate agency services in the primary market and distribution business in the primary market (included in the real estate brokerage network services) is recognised at a point in time when the service is rendered and (a) the property buyer has executed the sales and purchase agreement and made the required downpayment or (b) the sales and purchase agreement has been registered with the relevant government authorities according to the terms and conditions stated in different agency contracts, since only by that time the Group has a present right to payment from the property developers for the services performed.

For the real estate agency services in the primary market, the Group's commission rate receivable is variable based on a pre-agreed sales target. Prior to the time that the Group's sales met the pre-agreed sales target, the Group will recognise revenue based on a lower commission rate. until when the pre-agreed sales target is met, the Group will recognise the incremental revenue, representing the variable considerations, at the higher commission rate on the performance obligations satisfied in previous periods.

Revenue from real estate consultancy services is recognised at a point in time when the service is rendered and the customer (i.e. property developer) has received and endorsed the consultancy report, since only by that time the Group has a present right to payment for the services performed.

Revenue from real estate data services, a fee-based subscription to the Group's proprietary CRIC system, which are a series of proprietary real estate database and analysis system developed by the Group, is recognised over time (i.e. subscription period) because the customer (i.e. property developer) simultaneously received and consumed the benefits provided by the entity's performance as the entity performed.

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4. 重大會計政策資料(續)

收入確認(續)

收入確認(續)

就一二手聯動業務而言，本集團的應收佣金費率乃基於預定佣金費率。

房地產經紀網絡服務的其他服務收入於銷售完成時確認，因為僅當彼時，本集團方有權就所提供服務向中小型二手房經紀門店收取費用。

電子商務服務收入於客戶(即個人物業買家)使用折扣券的時間點確認，乃由於屆時客戶方能以高於本集團收取費用面值的折扣向房地產開發商購買特定物業。

網上廣告服務收入於已提供服務且客戶(即物業開發商)同時獲得及消費當實體運作時因其績效所產生的利益的期間內(即廣告期間)確認。

網絡服務中的掛牌服務收入於期間內確認，乃由於客戶(即房地產經紀人)同時獲得及消費當實體運作時因其績效所產生的利益。

其他收入

租金收入於租期內以直線法確認。

利息收入使用實際利率法確認。

4. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Revenue recognition (Continued)

Revenue recognition (Continued)

For the distribution business in the primary market, the Group's commission rate receivable is based on a pre-agreed commission rate.

Revenue from other services in the real estate brokerage network services is recognised at a point in time when the sales are completed, since only by that time the Group has a present right to payment from the small to medium-sized secondary real estate brokerage stores for the services performed.

Revenue from E-commerce services is recognised at a point in time when discount coupons are used by the customer (i.e. individual property buyer), since only by that time the customer can purchase specified properties from real estate developers at discounts greater than the face value of the fees charged by the Group.

Revenue from online advertising services is recognised over time (i.e. advertising period) when the service is rendered and the customer (i.e. property developer) simultaneously received and consumed the benefits provided by the entity's performance as the entity performed.

Revenue from listing services in the network services is recognised over time because the customers (i.e. real estate brokers) simultaneously received and consumed the benefits provided by the entity's performance as the entity performed.

Other revenue

Rental income is recognised on a straight-line basis over the lease terms.

Interest income is recognised using the effective interest method.

4. 重大會計政策資料 (續)

員工福利

(i) 僱員應享假期

僱員應享的年假及長期服務假於賦予僱員時確認。就僱員因截至報告期末所提供的服務而享有的年假及長期服務假的估計負債，予以計提撥備。

僱員應享的病假及產假於僱員休假時方會確認。

(ii) 養老金責任

本集團向界定供款退休福利計劃作出供款，所有僱員均可參與該計劃。本集團及僱員向計劃作出的供款乃按僱員的基本薪金的百分比計算。自損益扣除的退休福利計劃成本乃指本集團應向該基金支付的供款。僱主不得以沒收供款用作降低現有供款水平。

(iii) 離職福利

當本集團不再能撤回所提供的離職福利，或當本集團確認重組成本並涉及支付離職福利(以較早者為準)時，方會確認該等福利。

4. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Employee benefits

(i) Employee leave entitlements

Employee entitlements to annual leave and long service leave are recognised when they accrue to employees. A provision is made for the estimated liability for annual leave and long service leave as a result of services rendered by employees up to the end of the reporting period.

Employee entitlements to sick leave and maternity leave are not recognised until the time of leave.

(ii) Pension obligations

The Group contributes to defined contribution retirement schemes which are available to all employees. Contributions to the schemes by the Group and employees are calculated as a percentage of employees' basic salaries. The retirement benefit scheme cost charged in profit or loss represents contributions payable by the Group to the funds. No forfeited contributions may be used by the employers to reduce the existing level of contributions.

(iii) Termination benefits

Termination benefits are recognised at the earlier of the dates when the Group can no longer withdraw the offer of those benefits, and when the Group recognises restructuring costs and involves the payment of termination benefits.

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4. 重大會計政策資料(續)

以股份為基礎的付款

本集團向若干僱員發行以股權結算的股份付款。以股權結算的股份付款於授出日期計量。公允價值由外聘估值師使用二項式模式釐定。有關進一步詳情，載於綜合財務報表附註32。

向僱員支付以股權結算的股份付款按股權工具於授出日期的公允價值(不計及非市場歸屬條件的影響)計量。以股權結算的股份付款於授出日期釐定的公允價值乃根據本集團對最終歸屬的估計及就非市場歸屬條件的影響作出調整，於歸屬期內按直線法列支。

借款成本

收購、建造或生產合格資產(即需要一段長時間方可作擬定用途或出售的資產)直接應佔的借款成本會資本化為該等資產的部分成本，直至該等資產大致可用作其擬定用途或出售。待用於合格資產的特定借款在其尚未支銷時用作暫時投資所賺取的投資收入，乃於合資格作資本化的借款成本扣除。

倘一般性借入資金用於獲取一項合格資產，則合資格作資本化的借款成本金額乃按該資產支銷的資本化率釐定。資本化率為適用於本集團於該期間尚未償還借款(不包括僅為獲取一項合格資產而借入的借款)的借款成本加權平均數。

所有其他借款成本均於產生期間於綜合損益確認。

4. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Share-based payments

The Group issues equity-settled share-based payments to certain employees. Equity-settled share-based payments are measured at the date at which they are granted. The fair value is determined by an external valuer using a binomial model, further details of which are given in note 32 to the consolidated financial statements.

Equity-settled share-based payments to employees are measured at the fair value (excluding the effect of non-market-based vesting conditions) of the equity instruments at the date of grant. The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period, based on the Group's estimate of shares that will eventually vest and adjusted for the effect of non market-based vesting conditions.

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 capitalised as part of 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.

To the extent that funds are borrowed generally and used for the purpose of obtaining a qualifying asset, the amount of borrowing costs eligible for capitalisation is determined by applying a capitalisation rate to the expenditures on that asset. The capitalisation rate is the weighted average of the borrowing costs applicable to the borrowings of the Group that are outstanding during the period, other than borrowings made specifically for the purpose of obtaining a qualifying asset.

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

4. 重大會計政策資料 (續)

政府補助

倘有合理把握本集團將符合所有附帶條件及可獲得政府補助，方會確認政府補助。

與收入有關的政府補助乃遞延入賬，並於與擬補償成本相匹配的期間在損益中確認。

為彌補已產生開支或虧損或向本集團提供實時財務資助(並無日後相關成本)而可收取的政府補助，乃於其成為可收取之期間於損益中確認。

稅項

所得稅指即期稅項及遞延稅項的總和。

即期應付稅項乃按年內應課稅溢利計算。應課稅溢利因不包括其他年度的應課稅或可扣稅收支及進一步不包括毋須課稅或不可扣稅項目而有別於綜合損益確認的溢利。本集團即期稅項之負債使用於各報告期末前已頒佈或實質上已頒佈之稅率計算。

遞延稅項乃按資產及負債在綜合財務報表的賬面值與計算應課稅溢利所用相應稅基之間的暫時性差額予以確認。遞延稅項負債一般乃就所有應課稅暫時性差額確認，而遞延稅項資產的確認一般以應課稅溢利將可能用以抵銷可扣稅暫時性差額、未動用稅項虧損或未動用稅項抵免為限。倘商譽或初始確認一項交易的其他資產及負債(業務合併除外)所產生的暫時性差額不影響應課稅溢利或會計溢利，則不會確認該等資產及負債。

4. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Government grants

A government grant is recognised when there is reasonable assurance that the Group will comply with the conditions attaching to it and that the grant will be received.

Government grants relating to income are deferred and recognised in profit or loss over the period to match them with the costs they are intended to compensate.

Government grants that become 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.

Taxation

Income tax represents the sum of the current tax and deferred tax.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit recognised in consolidated profit or loss because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. 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 tax 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 tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences, unused tax losses or unused tax credits can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from goodwill or 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.

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4. 重大會計政策資料(續)

稅項(續)

遞延稅項負債乃就於附屬公司及聯營公司的投資以及於合資企業的權益所產生的應課稅暫時性差額予以確認，惟倘本集團能夠控制暫時性差額的撥回且暫時性差額不會於可見將來撥回則作別論。

遞延稅項資產的賬面值乃於各報告期末審閱，並以不再可能將存在足夠應課稅溢利以容許收回所有或部分資產為限作出扣減。

遞延稅項乃按預期於清償負債或變現資產期間應用的稅率，基於在報告期末已頒佈或實際上已頒佈的稅率計算。遞延稅項乃於綜合損益中確認，惟有關於其他全面收益中確認或直接於權益中確認的項目的遞延稅項則除外，在此情況下，遞延稅項亦會於其他全面收益中確認或直接於權益中確認。

遞延稅項資產及負債的計量反映按照本集團於報告期末預期遵循以收回或結清其資產及負債賬面值的方式的稅務後果。

遞延稅項資產及負債於可依法執行權利以即期稅項資產抵銷即期稅項負債時，以及於該等遞延稅項資產及負債乃關於同一稅務機關所徵收的所得稅且本集團擬以淨額基準結算其即期稅項資產及負債時予以抵銷。

4. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Taxation (Continued)

Deferred tax liabilities are recognised for taxable temporary differences arising on 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.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised, based on tax rates that have been enacted or substantively enacted by the end of the reporting period. Deferred tax is recognised in consolidated profit or loss, except when it relates to items recognised in other comprehensive income or directly in equity, in which case the deferred tax is also recognised in other comprehensive income or directly in equity.

The measurement of deferred tax assets and liabilities 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.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis.

4. 重大會計政策資料 (續)

分部報告

於財務報表中呈報的運營分部及各分部項目金額乃自定期向本集團最高行政管理人員提供以分配本集團各業務線資源及評估各業務線表現的財務資料中獲取。

個別重大營運分部不會因財務報告而進行合併，除非分部之間有相似的經濟特徵，在產品及服務性質、生產流程性質、客戶類型或類別、用於分銷產品或提供服務的方法及監管環境的性質方面相似則另作別論。非個別重大營運分部倘符合該等標準的大多數，則可進行合併。

關聯方

關聯方指與本集團有關聯的人士或實體。

- (A) 有關方為一名人士或該人士的近親，而該人士：
- (i) 控制或聯合控制本集團；
 - (ii) 對本集團有重大影響；或
 - (iii) 為本公司或本公司母公司的重要管理人員的一員。

4. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Segment reporting

Operating segments and the amounts of each segment item reported in the financial statements are identified from the financial information provided regularly to the Group's most senior executive management for the purpose of allocating resources and assessing the performance of the Group's various lines of business.

Individually material operating segments are not aggregated for financial reporting purposes unless the segments have similar economic characteristics and are similar in respect of the nature of products and services, the nature of production processes, the type or class of customers, the methods used to distribute the products or provide the services, and the nature of the regulatory environment. Operating segments which are not individually material may be aggregated if they share a majority of these criteria.

Related parties

A related party is a person or entity that is related to the Group.

- (A) A person or a close member of that person's family is related to the Group if that person:
- (i) has control or joint control over the Group;
 - (ii) has significant influence over the Group; or
 - (iii) is a member of the key management personnel of the Company or of a parent of the Company.

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4. 重大會計政策資料(續)

關聯方(續)

(B) 倘符合以下條件，則為與本集團有關聯的實體：

- (i) 該實體與本公司為同一集團成員公司，即各母公司、附屬公司、同系附屬公司相互關聯；
- (ii) 一間實體為另一實體的聯營公司或合資企業(或另一實體所屬集團成員公司的聯營公司或合資企業)；
- (iii) 兩間實體為同一第三方的合資企業；
- (iv) 一間實體為第三方的合資企業，另一實體為該第三方的聯營公司；
- (v) 該實體為代表本集團或與本集團有關聯的實體利益的離職後福利計劃。倘本集團本身為該計劃，則資助僱主亦與本集團有關聯；
- (vi) 該實體由(A)所述人士控制或聯合控制；
- (vii) (A)(i)所述人士對實體有重大影響或為實體(或實體母公司)重要管理人員的一員；或
- (viii) 該實體或其所屬集團任何成員公司向本公司或本公司的母公司提供主要管理人員服務。

4. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Related parties (Continued)

(B) An entity is related to the Group if any of the following conditions applies:

- (i) The entity and the Company are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others);
- (ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member);
- (iii) Both entities are joint ventures of the same third party;
- (iv) One entity is a joint venture of a third entity and the other entity is an associate of the third entity;
- (v) The entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group. If the Group is itself such a plan, the sponsoring employers are also related to the Group;
- (vi) The entity is controlled or jointly controlled by a person identified in (A);
- (vii) A person identified in (A)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity); or
- (viii) The entity, or any member of a group of which it is a part, provides key management personnel services to the Company or to a parent of the Company.

4. 重大會計政策資料(續)

非金融資產減值

於各報告期末，本集團檢討其非金融資產的賬面值，以確定該等資產是否顯示減值虧損之跡象。倘出現有關跡象，則估計資產的可收回金額以釐定減值虧損。倘無法個別估計資產的可收回金額，則本集團估計該資產所屬現金產生單位的可收回金額。

可收回金額乃公允價值扣除出售成本與使用價值之較高者。在評估使用價值時，估計未來現金流量將使用稅前折現率折現至其現值，以反映目前市場估量之資金時間值及資產的特定風險。

倘估計一項資產或現金產生單位之可收回金額低於其賬面值，則以該項資產或現金產生單位之賬面值撇減至其可收回金額。減值虧損即時於綜合損益中確認，惟相關資產按重估金額列賬情況下的減值虧損按重估減少處理除外。

當減值虧損其後撥回時，則該項資產或現金產生單位之賬面值增加至其修訂後之估計可收回金額，但增加之賬面值不得超過過往年度假設該項資產或現金產生單位未確認減值虧損時所確定之賬面值(扣除攤銷及折舊)。減值虧損撥回即時於綜合損益中確認，惟相關資產按重估金額列賬情況下的減值虧損撥回按重估增加處理除外。

4. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Impairment of non-financial assets

At the end of each reporting period, the Group reviews the carrying amounts of its non-financial assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of any impairment loss. Where 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.

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.

If the recoverable amount of an asset or cash-generating unit is estimated to be less than its carrying amount, the carrying amount of the asset or cash-generating unit is reduced to its recoverable amount. An impairment loss is recognised immediately in consolidated profit or loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

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 (net of amortisation or depreciation) had no impairment loss been recognised for the asset or cash-generating unit in prior years. A reversal of an impairment loss is recognised immediately in consolidated profit or loss, unless the relevant asset is carried at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.

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4. 重大會計政策資料(續)

撥備及或有負債

倘本集團因過往事件負上現有法律或推定責任而可能需要流出經濟利益以履行責任，並且能作出可靠估計時，則會就不確定時間或金額的負債確認撥備。倘貨幣的時間價值重大，則撥備會以預期履行責任所需支出的現值列報。

倘需要流出經濟利益的可能性不大，或未能可靠估計有關金額，則除非流出經濟利益的可能性極微，否則有關責任將披露為或有負債。須視乎某宗或多宗未來事件是否發生才能確定存在與否的潛在責任，亦會披露為或有負債；惟流出的可能性極低則作別論。

報告期後事項

提供有關本集團於報告期末狀況的額外資料的報告期後事項或表明持續經營假設不適當的事項為調整事項，並反映於綜合財務報表內。並非為調整事項的報告期後事項如屬重大，則會於綜合財務報表附註內披露。

5. 重大判斷及主要估計

應用會計政策時的重大判斷

於應用會計政策時，董事已作出以下對綜合財務報表內所確認金額造成最重大影響的判斷(惟於下文處理涉及估計的判斷除外)。

4. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Provisions and contingent liabilities

Provisions are recognised for liabilities of uncertain timing or amount when the Group has a present legal or constructive obligation arising as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made. Where the time value of money is material, provisions are stated at the present value of the expenditures expected to settle the obligation.

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow is remote. Possible obligations, whose existence will only be confirmed by the occurrence or non-occurrence of one or more future events are also disclosed as contingent liabilities unless the probability of outflow is remote.

Events after the reporting period

Events after the reporting period that provide additional information about the Group's position at the end of the reporting period or those that indicate the going concern assumption is not appropriate are adjusting events and are reflected in the consolidated financial statements. Events after the reporting period that are not adjusting events are disclosed in the notes to the consolidated financial statements when material.

5. CRITICAL JUDGEMENTS AND KEY ESTIMATES

Critical judgments in applying accounting policies

In the process of applying the accounting policies, the Directors have made the following judgements that have the most significant effect on the amounts recognised in the consolidated financial statements (apart from those involving estimations, which are dealt with below).

5. 重大判斷及主要估計 (續)

應用會計政策時的重大判斷(續)

a) 持續經營基準

該等綜合財務報表乃按持續經營基準編製，其是否有效取決於是否順利完成附註2所提及為提高經營業績及現金流量的債務重組及若干計量方法。本公司董事相信，於報告期末日期起計未來十二個月內，本集團有充足資金滿足當前的運營資金需求。詳情於綜合財務報表附註2中說明。

b) 釐定履約責任的判斷

附註4載述本集團各收入來源的收入確認基準。確認本集團一手房代理服務的收入需要本集團管理層在確定履約責任時作出判斷。

在作出判斷時，本公司董事考量《國際財務報告準則》第15號所載有關確認收入的詳細標準，並參考與其客戶及交易對手訂立的合約訂明的交易條款細則。

就一手房代理服務而言，雖然該等服務包括若干促銷及市場推廣活動(包括制定及執行市場推廣及銷售策略)，以促進物業開發商一手物業單元的銷售交易，相關服務費包含於預先所釐定各已售物業單元交易價的佣金率或應償還本集團的有關服務成本(按實報實銷基準)中。因此，本集團管理層估計促銷及市場推廣服務並不獨特，故將履行的所有服務入賬列作一種履約責任。

5. CRITICAL JUDGEMENTS AND KEY ESTIMATES (Continued)

Critical judgments in applying accounting policies (Continued)

a) Going concern basis

These consolidated financial statements have been prepared on a going concern basis, the validity of which depends upon the successful completion of the debt restructuring and certain measures as mentioned in note 2 to improve its operating results and cash flows. The directors of the Company believe that the Group will have sufficient funds to finance its current working capital requirements in the next twelve months from the end of the reporting date. Details are explained in note 2 to consolidated financial statements.

b) Judgements in determining the performance obligations

Note 4 describes the revenue recognition basis to each of the Group's revenue stream. The recognition of the Group's revenue from the real estate agency services in the primary market requires judgement by the management of the Group in determining the performance obligations.

In making their judgement, the directors of the Company consider the detailed criteria for recognition of revenue set out in IFRS 15 with reference to the details terms of transaction as stipulated in the contracts entered into with its customers and counterparties.

For the real estate agency services in the primary market, although such services includes certain promotional and marketing activities (including formulating and executing marketing and sales strategies) to facilitate the sales transaction of first-hand property units for the property developers, the respective service fee was either included in the pre-determined commission rate of the transaction price of each property unit sold or the respective cost of services was repayable to the Group on reimbursement basis. Therefore, the management of the Group assessed that the promotional and marketing services were not distinct and account for all the services performed as a single performance obligation.

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5. 重大判斷及主要估計 (續)

應用會計政策時的重大判斷(續)

c) 網上廣告業務收入確認中的 委託人與代理人評估

於網上廣告服務方面，本集團主要通過樂居，以全包式的網上跨媒體及跨平台產品組合（包括本集團及其他獨立出版商擁有的產品）向廣告商（即房地產開發商）提供全面的廣告投放服務。本集團管理層認為，由於本集團為其廣告商的合約方，並主要負責向廣告商提供指定服務，因此本集團為該安排的委託人。於該服務轉移至廣告商前，本集團控制指定的服務，因(i)本集團有權決定所用之媒體出版商以及投放廣告的類型；(ii)本集團承受一定的損失風險，以致支付予媒體出版商的費用（根據多種方法向本集團收取，包括觀看次數(CPM)或點擊(CPC)或其他方法）無法由自廣告商獲得的總對價補償；及(iii)本集團有權決定向廣告商收取的費用，由於交付的成本可能有所不同，因此會影響本集團的利潤率。因此，本集團按總額基準報告從廣告商賺取的收入及與該等交易有關之支付予媒體出版商的成本。

此外，本集團管理層認為，由於本集團僅從若干媒體出版商獲得商定的返利並以淨額基準確認此類返利為收入，因此本集團為該等安排的代理人。媒體出版商主要基於廣告商的總支出，就媒體出版商的服務或現金以預付款項形式向本集團提供返利。於若干情況下，本集團會與其廣告商分享從媒體出版商獲得的一定金額的返利，此情況被視為返利減少，本集團將該返利之淨額確認為收入。

5. CRITICAL JUDGEMENTS AND KEY ESTIMATES (Continued)

Critical judgments in applying accounting policies (Continued)

c) Principal versus agent assessment in revenue recognition of online advertising business

In respect of the online advertising services, the Group mainly through Leju provides comprehensive advertisement placement services to the advertisers (i.e., property developers) through a packaged online cross-media and cross-platform product portfolio, including those owned by the Group and other independent publishers. The management of Group considers that the Group acts as a principal in this arrangement because the Group is a contracting party to its advertisers and is primarily responsible for delivering the specified service to the advertisers. The Group controls the specified service before that service is transferred to an advertiser because (i) the Group has the discretion to decide which media publishers to be used and what type of the advertisements to be placed; (ii) the Group is subject to certain risk of loss to the extent that the cost paid to the media publishers which is charged to the Group based on a number of methodology, including viewship (CPM) or click (CPC) or others, cannot be compensated by the total consideration obtained from the advertisers; and (iii) the Group has the discretion to determine the cost charged to the advertisers, which affects the Group's margin as the costs incurred to deliver might vary. Therefore, the Group reports revenue earned from the advertisers and costs paid to the media publishers related to these transactions on a gross basis.

In addition, the management of the Group considers the Group acts as an agent for those arrangements that the Group only earns agreed rebates from certain media publishers and recognises such rebates as revenue on a net basis. Media publishers grant the Group rebates in the form of prepayments for the media publishers' services or cash, mainly based on the gross spending of the advertisers. In some circumstances, the Group will share with its advertisers certain amount of the rebates earned from the media publishers, of which is accounted for as a reduction of the rebates, and the Group recognises such net amount of rebates as revenue.

5. 重大判斷及主要估計 (續)

估計不確定因素的主要來源

以下討論有關未來的關鍵假設以及報告期末估計不確定因素的其他主要來源，可能存在導致下一個財政年度的資產賬面值發生重大調整的重大風險：

- a) **應收賬款、應收票據及應收關聯方款項 – 應收賬款 (包括按攤銷成本及按公允價值計量並計入其他全面收益的款項) 之預期信貸損失的虧損撥備 (「貿易相關結餘」)**

信貸評級良好的貿易相關結餘 (戰略類客戶) 或信貸風險高企的客戶 (一般風險類客戶 – 信貸減值或高風險類客戶) 或具有重大未償還結餘之應收款項按個別基準就預期信貸損失作出評估，及餘下者 (一般風險類客戶 – 非信貸減值) 一併使用撥備矩陣作出評估，並根據債務人的歷史結算模式、過往違約經驗、所取得作為抵押品的房地產公允價值、債務人經營所在行業的整體經濟環境及報告日期當前情況及預測動向為依據作出估計。

評估貿易相關結餘的信貸風險涉及較大程度的估計及不確定因素。當實際未來現金流量超過預期時，預期信貸損失虧損撥備可能產生重大撥回。然而，當實際未來現金流量低於預期時，可能會出現預期信貸損失的重大信貸虧損，客戶的信貸風險可能被評估為信貸減值，並可能進一步影響收入的確認及／或計量，導致收入金額的實質性減少。

5. CRITICAL JUDGEMENTS AND KEY ESTIMATES (Continued)

Key sources of estimation uncertainty

The key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are discussed below:

- a) **Loss allowance for ECL on accounts receivables, bills receivables and amounts due from related parties – accounts receivables (including those carried at amortised cost and FVTOCI) (“Trade Related Balances”)**

Trade Related Balances with good credit rating (strategic type customers), high credit risk (normal risk type customers – credit-impaired or high risk type customers) or debtors with significant outstanding balances are assessed for ECL individually, and the remaining (normal risk type customers – not credit-impaired) is estimated collectively using the provision matrix, based on historical settlement pattern, past default experience of the debtor, fair value of real estate properties obtained as collateral, general economic conditions of the industry in which the debtors operate and an assessment of both the current as well as the forecast direction of conditions at the reporting date.

The assessment of the credit risk of the Trade Related Balances involves high degree of estimation and uncertainty. When the actual future cash flows are more than expected, a material reversal of loss allowance for ECL may arise. However, when the actual future cash flows are less than expected, a material impairment loss for ECL may arise, the credit risk of the customer might be assessed as credit-impaired, and it might further affect the revenue recognition and/or measurement, resulting in a material reduction to the amount of revenue.

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5. 重大判斷及主要估計 (續)

估計不確定因素的主要來源(續)

- a) 應收賬款、應收票據及應收關聯方款項 – 應收賬款(包括按攤銷成本及按公允價值計量並計入其他全面收益的款項)之預期信貸損失的虧損撥備(「貿易相關結餘」)(續)

於本年度，本集團識別應收若干房地產開發商客戶的大量貿易相關結餘已逾期。根據現時可得的事實和情況，若干房地產開發商客戶的信貸風險於報告期末評估為顯著增加。

儘管若干房地產開發商客戶於2022年及2023年12月31日的信貸風險已被評估為顯著增加，並且在該兩個財政年度已確認大量預期信貸損失，但在不久的將來，倘若干房地產開發商客戶發生任何一項或多項可能對貿易相關結餘的估計未來現金流量產生不利影響的事件，則其各自未償還的貿易相關結餘可能會導致在未來相應時間在損益中確認大量額外預期信貸損失。此外，倘本集團日後繼續向若干房地產開發商客戶提供服務，則評估本集團收取代價的可能性時可能出現重大不確定性，亦可能影響收入確認及／或計量。

5. CRITICAL JUDGEMENTS AND KEY ESTIMATES (Continued)

Key sources of estimation uncertainty (Continued)

- a) **Loss allowance for ECL on accounts receivables, bills receivables and amounts due from related parties – accounts receivables (including those carried at amortised cost and FVTOCI) (“Trade Related Balances”)** (Continued)

During the current year, the Group identified a significant amount of Trade Related Balances due from certain property developer customer had become overdue. Based on the facts and circumstances currently available, the credit risk of certain property developer customer is assessed to be increased significantly at the end of reporting period.

Although the credit risk of certain property developer customer as at 31 December 2022 and 2023 has been assessed as increased significantly and a significant amount of ECL has been recognised in both financial years, in the near future, if any one or more events arisen from certain property developer customer that might have a detrimental impact on the estimated future cash flows of the Trade Related Balances will have occurred, its respective outstanding Trade Related Balances might then result in a significant amount of additional ECL to be recognised in profit or loss at that time. In addition, if the Group continues providing future services to certain property developer customer, a material uncertainty might arise in assessing the Group’s probability to collect the consideration, it might also affect the revenue recognition and/or measurement.

5. 重大判斷及主要估計 (續)

估計不確定因素的主要來源(續)

- a) 應收賬款、應收票據及應收關聯方款項－應收賬款(包括按攤銷成本及按公允價值計量並計入其他全面收益的款項)之預期信貸損失的虧損撥備(「貿易相關結餘」)(續)

本集團委聘一間獨立專業估值師事務所，於各報告期末或在發生對其客戶信貸質素造成影響的重大變化時，對預期信貸損失進行持續評估。於2023年12月31日，於綜合財務報表中，根據由獨立專業估值師事務所編製的估值結果，本集團按公允價值計量並計入其他全面收益的應收款項之公允價值為人民幣289,582,000元(2022年：人民幣696,368,000元)，其中計入預期信貸損失人民幣6,324,755,000元(2022年：人民幣6,283,466,000元)(如附註23所披露)，而本集團應收賬款、應收票據及應收關聯方款項－按攤銷成本計量的應收賬款的賬面值為人民幣52,802,000元(扣除預期信貸損失的虧損撥備人民幣701,503,000元)(2022年：人民幣25,387,000元(扣除預期信貸損失的虧損撥備人民幣744,043,000元))(如附註21及22分別披露)。

5. CRITICAL JUDGEMENTS AND KEY ESTIMATES (Continued)

Key sources of estimation uncertainty (Continued)

- a) **Loss allowance for ECL on accounts receivables, bills receivables and amounts due from related parties – accounts receivables (including those carried at amortised cost and FVTOCI) (“Trade Related Balances”)** (Continued)

The Group, with the engagement of a firm of independent professional valuers, performed ongoing assessment on the ECL at the end of each reporting period or upon a significant change in the circumstances affecting the credit quality of its customers. As at 31 December 2023, based on the valuation result prepared by the firm of independent professional valuers, the fair value of the Group’s receivables at FVTOCI amounted to RMB289,582,000 (2022: RMB696,368,000), which included with ECL amounting to RMB6,324,755,000 (2022: RMB6,283,466,000) as disclosed in note 23 and the carrying amount of the Group’s accounts receivables, bill receivables and amounts due from related parties – accounts receivables carried at amortised cost amounted to RMB52,802,000 net of loss allowance for ECL amounted to RMB701,503,000 (2022: RMB25,387,000, net of loss allowance for ECL amounted to RMB744,043,000), as disclosed in notes 21 and 22, respectively, to the consolidated financial statements.

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5. 重大判斷及主要估計 (續)

估計不確定因素的主要來源(續)

b) 無形資產減值

本集團的無形資產減值政策乃基於對其可收回金額的評估，並參考基於管理層估計的預期未來現金流量。於估計本集團無形資產的預期未來現金流量時需要作出大量的判斷。倘可收回金額低於或高於預期的無形資產賬面值，或事實和情況的變化可能導致對估計的未來現金流量的修訂，則可能需要進行減值或撥回減值損失。

c) 確認遞延稅項資產

遞延稅項資產乃就可結轉稅項虧損以及可扣減暫時差異進行確認及計量，相關計量按相關資產及負債賬面值的預期變現或結算方式，並使用各報告日結束時已頒佈或實際頒佈的稅率進行。於確定遞延所得稅資產的賬面值時，對預期應課稅利潤作出估計，這涉及到與本集團經營環境有關的諸多假設，需要董事作出重大判斷。該等假設和判斷的任何變化都會影響將予確認的遞延稅款資產的賬面值，從而影響到未來年度的淨利潤。

5. CRITICAL JUDGEMENTS AND KEY ESTIMATES (Continued)

Key sources of estimation uncertainty (Continued)

b) Impairment of intangible assets

The policy for impairment of intangible assets of the Group is based on an evaluation of their recoverable amount with reference to expected future cash flows based on management's estimation. A considerable amount of judgement is required in estimating the expected future cash flows from the Group's intangible assets. If the recoverable amounts are less or more than expected than the carrying amounts of the intangible assets, or changes in facts and circumstances which may result in revisions of the estimated future cash flows, impairment or reversal of impairment loss may be required.

c) Recognition of deferred tax assets

Deferred tax assets in respect of tax losses carried forward and deductible temporary differences are recognised and measured based on the expected manner of realisation or settlement of the carrying amount of the relevant assets and liabilities, using tax rates enacted or substantively enacted at the end of each reporting date. In determining the carrying amounts of deferred tax assets, expected taxable profits are estimated which involves a number of assumptions related to the operating environment of the Group and require a significant level of judgement on the part of the directors. Any change in such assumptions and judgement would affect the carrying amounts of deferred tax assets to be recognised and hence the net profit in future years.

5. 重大判斷及主要估計 (續)

估計不確定因素的主要來源(續)

d) 公允價值計量及估值過程

就財務報告而言，本集團若干資產按公允價值計量。管理層負責為公允價值計量決定適合的估值方法及輸入數據。

估算資產的公允價值時，本集團採用可取得的市場可觀察數據。倘未能取得第一層級輸入數據，則本集團採用包括並非根據可觀察市場數據的輸入數據的估值方法，以估計若干類別金融工具的公允價值。附註34(c)提供有關釐定各類金融工具的公允價值所用的估值方法、輸入數據及主要假設的詳細資料。

5. CRITICAL JUDGEMENTS AND KEY ESTIMATES (Continued)

Key sources of estimation uncertainty (Continued)

d) Fair value measurements and valuation processes

Some of the Group's assets are measured at fair value for financial reporting purposes. The management of the Group is responsible for determining the appropriate valuation techniques and inputs for fair value measurements.

In estimating the fair value of an asset, the Group uses market-observable data to the extent it is available. When Level 1 inputs are not available, the Group uses valuation techniques that include inputs that are not based on observable market data to estimate the fair value of certain types of financial instruments. Note 34(c) provides detailed information about the valuation techniques, inputs and key assumptions used in the determination of the fair value of various types of financial instruments.

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6. 收入

本集團的收入來自(1)一手房代理服務·(2)房地產數據及諮詢服務·(3)房地產經紀網絡服務·及(4)數字營銷服務。這與根據《國際財務報告準則》第8號就各運營及呈報分部所披露的收入資料一致：

6. REVENUE

The Group derives its revenue from (1) real estate agency services in the primary market, (2) real estate data and consulting services, (3) real estate brokerage network services and (4) digital marketing services. This is consistent with the revenue information that is disclosed for each operating and reportable segment under IFRS 8:

| | | 2023年 人民幣千元 2023 RMB'000 | 2022年 人民幣千元 2022 RMB'000 |
|-----------------------|--|-----------------------------------|-----------------------------------|
| 在某一時點確認的一手房代理服務 | Real estate agency services in the primary market, recognised at a point in time | 219,624 | 586,473 |
| 房地產數據及諮詢服務 | Real estate data and consulting services | | |
| – 在某一時點確認的諮詢服務 | – consulting services, recognised at a point in time | 315,854 | 386,665 |
| – 在某一時段確認的數據服務(附註a) | – data services, recognised over time (note a) | 128,054 | 173,149 |
| | | 443,908 | 559,814 |
| 房地產經紀網絡服務 | Real estate brokerage network services | | |
| – 在某一時點確認的一手聯動業務 | – distribution business in the primary market, recognised at a point in time | 1,499,043 | 1,547,958 |
| – 在某一時點確認的其他服務 | – other services, recognised at a point in time | 11,365 | 28,640 |
| | | 1,510,408 | 1,576,598 |
| 數字營銷服務 | Digital marketing services | | |
| – 在某一時點確認的電子商務(附註b) | – E-commerce, recognised at a point in time (note b) | 1,859,516 | 1,975,410 |
| – 按總額基準在某一時段確認的網上廣告服務 | – Online advertising services, recognised over time on a gross basis | 410,052 | 332,183 |
| – 按淨額基準在某一時段確認網上廣告服務 | – Online advertising services, recognised over time on a net basis | 2,931 | 2,726 |
| – 在某一時段確認的掛牌服務 | – Listing services, recognised over time | – | 75 |
| | | 2,272,499 | 2,310,394 |
| | | 4,446,439 | 5,033,279 |

6. 收入 (續)

附註：

- (a) 於2023年12月31日，分配至與諮詢費用收入及收費制訂購費收入有關的未履行或部分未履行餘下履約責任的交易價格為人民幣84,281,000元(2022年：人民幣100,349,000元)，其已入賬為附註27所載的合約負債。
- (b) 於2023年12月31日，分配至與電子商務服務收入有關的未履行或部分未履行餘下履約責任的交易價格為人民幣115,920,000元(2022年：人民幣29,907,000元)，其已入賬為附註27所載的合約負債。

本集團管理層預期分配至上述未履行或部分未履行合約的交易價格將於未來十二個月期間全額確認為收入。

7. 分部資料

本集團的運營分部乃根據出於分配資源及評估分部表現(以提供交付或提供貨品或服務種類為重點)的目的而向本集團的行政總裁(為主要經營決策者)(「主要經營決策者」)匯報的資料釐定。於確定本集團的呈報分部時，並未匯總主要經營決策者所識別的運營分部。

本集團的運營及呈報分部如下：

- (i) 一手房代理服務

本集團提供一手房代理服務，主要包括為房地產開發商開發的房地產項目制訂及執行營銷及銷售策略、向潛在買家推銷該等項目以及促成銷售交易。

6. REVENUE (Continued)

Notes:

- (a) As at 31 December 2023, the transaction price allocated to the remaining performance obligations in relation to the consulting fee income and fee-based subscription fee income that were unsatisfied or partially unsatisfied amounted to RMB84,281,000 (2022: RMB100,349,000) and were accounted for as contract liabilities as set out in note 27.
- (b) As at 31 December 2023, the transaction price allocated to the remaining performance obligations in relation to the E-commerce service income that were unsatisfied or partially unsatisfied amounted to RMB115,920,000 (2022: RMB29,907,000) and were accounted for as contract liabilities as set out in note 27.

The management of the Group expects the transaction price allocated to the abovementioned unsatisfied or partially unsatisfied contracts will be recognised in full as revenue within the coming twelve months period.

7. SEGMENT INFORMATION

The Group's operating segments are determined based on information reported to Chief Executive Officer, being the chief operating decision maker ("CODM") of the Group, for the purposes of resource allocation and assessment of segment performance focuses on types of goods or services delivered or provided. No operating segments identified by the CODM have been aggregated in arriving at the reportable segments of the Group.

The Group's operating and reportable segments are as follows:

- (i) Real estate agency services in the primary market

The Group provides real estate agency services in the primary market that primarily include formulating and executing marketing and sales strategies for real estate projects developed by real estate developers, promoting the projects to prospective purchasers, and facilitating sales transactions.

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7. 分部資料(續)

(ii) 房地產數據及諮詢服務

本集團主要提供以下服務：

- 利用強大的CRIC系統為客戶提供各種數據服務；
- 提供房地產測評及排名服務；及
- 為房地產開發商客戶度身定制在設計、開發及銷售階段所需的房地產諮詢服務，針對性解決其碰到的具體問題。

本集團訂立訂購合約（通常為一年訂購期合約）後，就其自有CRIC系統（由本集團開發的一系列專有房地產數據庫及分析系統）收取諮詢服務費收入及訂購型費用收入。

(iii) 房地產經紀網絡服務

本集團提供房友品牌下整合了中國中小型二手房經紀門店的房地產經紀網絡服務，為該等公司的業務運營提供豐富資源。此外，本集團可透過房友品牌店及本集團合作的其他房地產經紀公司尋找新物業買家，協助其物業開發商客戶擴展銷售渠道。

7. SEGMENT INFORMATION (Continued)

(ii) Real estate data and consulting services

The Group mainly provides the following services:

- providing customers with a wide range of data services, leveraging the powerful CRIC systems;
- offering real estate rating and ranking services; and
- providing real estate consulting services that are tailored to meet the needs of property developer clients throughout the design, development and sales stages and address specific issues encountered by them.

The Group receives consulting services fee income and subscription-based fee income in relation to its proprietary CRIC system, which is a series of proprietary real estate database and analysis system developed by the Group, for a fixed amount upon entering into the subscription contract, normally for a one year subscription period contract.

(iii) Real estate brokerage network services

The Group provides real estate brokerage network services under the Fangyou brand of integrating small and medium-sized secondary real estate brokerage stores in the PRC, and empowering them with rich resources in their business operations. In addition, the Group can help their property developer customers expand their sales channels by sourcing buyers of new properties through Fangyou-branded stores and other real estate brokerage firms that the Group cooperates with.

7. 分部資料(續)

(iv) 數字營銷服務

樂居主要從事電子商務業務、網上廣告服務及掛牌服務(統稱為「數字營銷服務」)。樂居以單一數字營銷分部營運及管理其業務。數字營銷分部主要提供以下服務：

a) 電子商務服務

本集團向個人物業買家提供折扣券，使其能夠以高於本集團收取費用面值的折扣向房地產開發商購買指定物業。最初會向物業買家預收折扣券，在用於購買指定物業前可隨時退還。

b) 網上廣告服務

網上廣告服務收入主要來自網上廣告服務及向廣告商(即物業開發商)提供廣告投放服務收取的若干媒體出版商返利。網上廣告服務容許客戶在網上媒體及平台(包括該等由樂居集團及由其他獨立出版商擁有的網上媒體及平台)的特定區域以特定形式於特定時間內投放廣告。

c) 掛牌服務

掛牌服務使房地產經紀人有權在特定期間內在樂居網站特定區域上發佈及更改物業資料，以換取固定費用。

7. SEGMENT INFORMATION (Continued)

(iv) Digital Marketing services

Leju is primarily engaged in the business of E-commerce, online advertising services and listing services (collectively referred to as "Digital Marketing"). Leju operates and manages its business as a single Digital Marketing segment. The Digital Marketing mainly provides the following services:

a) E-commerce services

The Group offers individual property buyers discount coupons that enable them to purchase specified properties from property developers at discounts greater than the face value of the fees charged by the Group. Discount coupons are collected initially upfront from the property buyers and are refundable at any time before they are used to purchase the specified properties.

b) Online advertising services

Revenue from online advertising services is principally from online advertising services, and also rebates from certain media publishers from the rendering of advertising placement services of its advertisers (i.e. property developers). Online advertising services allow customers to place advertisements on particular areas of the online media and platforms (including those owned by the Leju Group and other independent publishers) in particular formats and over a specified period of time.

c) Listing service

Listing services entitle real estate brokers to post and make changes to information for properties in a particular area on Leju's website for a specified period of time, in exchange for a fixed fee.

綜合財務報表附註

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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7. 分部資料(續)

分部收入及業績

以下按運營及呈報分部分析本集團收入及業績：

截至2023年12月31日止年度

| | | 一手房 代理服務 人民幣千元 | 房地產數據及 諮詢服務 人民幣千元 | 房地產經紀 網絡服務 人民幣千元 | 數字營銷服務 人民幣千元 | 對銷 人民幣千元 | 總計 人民幣千元 |
|---------------------------------------|---|--|--|--|---|------------------------|--------------------|
| | | Real estate agency services in the primary market RMB'000 | Real estate data and consulting services RMB'000 | Real estate brokerage network services RMB'000 | Digital Marketing services RMB'000 | Elimination RMB'000 | Total RMB'000 |
| 收入 | Revenue | | | | | | |
| 外部銷售額 | External sales | 219,624 | 443,908 | 1,510,408 | 2,272,499 | - | 4,446,439 |
| 分部內銷售額 | Inter-segment sales | 95,374 | 18,772 | 95,226 | 471 | (209,843) | - |
| 總計 | Total | 314,998 | 462,680 | 1,605,634 | 2,272,970 | (209,843) | 4,446,439 |
| 分部虧損 | SEGMENT LOSS | (148,869) | (129,368) | (75,083) | (586,890) | - | (940,210) |
| 未分配開支 | Unallocated expenses | | | | | | (77,071) |
| 未分配匯兌虧損淨額 | Unallocated net exchange loss | | | | | | (63,061) |
| 以公允價值計量並計入 損益的金融資產的未分配 公允價值虧損淨額 | Unallocated net fair value loss on financial assets at FVTPL | | | | | | (22,933) |
| 可換股票據的公允價值收益 | Fair value gain on convertible note | | | | | | 1,563 |
| 應佔聯營公司業績 | Share of results of associates | | | | | | 1,962 |
| 銀行及其他利息收入 | Bank and other interest income | | | | | | 11,846 |
| 融資成本 | Finance costs | | | | | | (443,054) |
| 以股權結算的股份付款開支 | Equity-settled share-based payment expenses | | | | | | (11,957) |
| 稅前虧損 | Loss before taxation | | | | | | (1,542,915) |

7. SEGMENT INFORMATION (Continued)

Segment revenue and results

The following is an analysis of the Group's revenue and results by operating and reportable segment:

For the year ended 31 December 2023

| | | 一手房 代理服務 人民幣千元 | 房地產數據及 諮詢服務 人民幣千元 | 房地產經紀 網絡服務 人民幣千元 | 數字營銷服務 人民幣千元 | 對銷 人民幣千元 | 總計 人民幣千元 |
|---------------------------------------|---|--|--|--|---|------------------------|--------------------|
| | | Real estate agency services in the primary market RMB'000 | Real estate data and consulting services RMB'000 | Real estate brokerage network services RMB'000 | Digital Marketing services RMB'000 | Elimination RMB'000 | Total RMB'000 |
| 收入 | Revenue | | | | | | |
| 外部銷售額 | External sales | 219,624 | 443,908 | 1,510,408 | 2,272,499 | - | 4,446,439 |
| 分部內銷售額 | Inter-segment sales | 95,374 | 18,772 | 95,226 | 471 | (209,843) | - |
| 總計 | Total | 314,998 | 462,680 | 1,605,634 | 2,272,970 | (209,843) | 4,446,439 |
| 分部虧損 | SEGMENT LOSS | (148,869) | (129,368) | (75,083) | (586,890) | - | (940,210) |
| 未分配開支 | Unallocated expenses | | | | | | (77,071) |
| 未分配匯兌虧損淨額 | Unallocated net exchange loss | | | | | | (63,061) |
| 以公允價值計量並計入 損益的金融資產的未分配 公允價值虧損淨額 | Unallocated net fair value loss on financial assets at FVTPL | | | | | | (22,933) |
| 可換股票據的公允價值收益 | Fair value gain on convertible note | | | | | | 1,563 |
| 應佔聯營公司業績 | Share of results of associates | | | | | | 1,962 |
| 銀行及其他利息收入 | Bank and other interest income | | | | | | 11,846 |
| 融資成本 | Finance costs | | | | | | (443,054) |
| 以股權結算的股份付款開支 | Equity-settled share-based payment expenses | | | | | | (11,957) |
| 稅前虧損 | Loss before taxation | | | | | | (1,542,915) |

7. 分部資料 (續)

分部收入及業績 (續)

截至2022年12月31日止年度

| 收入 | Revenue | 一手房 代理服務 人民幣千元 Real estate agency services in the primary market RMB'000 | 房地產數據及 諮詢服務 人民幣千元 Real estate data and consulting services RMB'000 | 房地產經紀 網絡服務 人民幣千元 Real estate brokerage network services RMB'000 | 數字營銷服務 人民幣千元 Digital Marketing services RMB'000 | 對銷 人民幣千元 Elimination RMB'000 | 總計 人民幣千元 Total RMB'000 |
|---------------------------------------|---|--|---|--|--|---------------------------------------|---------------------------------|
| 外部銷售額 | External sales | 586,473 | 559,814 | 1,576,598 | 2,310,394 | - | 5,033,279 |
| 分部內銷售額 | Inter-segment sales | 17,642 | 10,562 | 40,034 | 67,484 | (135,722) | - |
| 總計 | Total | 604,115 | 570,376 | 1,616,632 | 2,377,878 | (135,722) | 5,033,279 |
| 分部(虧損)/利潤 | SEGMENT (LOSS)/PROFIT | (985,547) | (324,136) | (573,981) | (2,218,943) | 4,342 | (4,098,265) |
| 未分配開支 | Unallocated expenses | | | | | | (109,114) |
| 未分配匯兌虧損淨額 | Unallocated net exchange loss | | | | | | (268,987) |
| 以公允價值計量並計入 損益的金融資產的未分配 公允價值虧損淨額 | Unallocated net fair value loss on financial assets at FVTPL | | | | | | (111,597) |
| 可換股票據的公允價值收益 | Fair value gain on convertible note | | | | | | 12,915 |
| 應佔聯營公司業績 | Share of results of associates | | | | | | 2,826 |
| 銀行及其他利息收入 | Bank and other interest income | | | | | | 48,672 |
| 融資成本 | Finance costs | | | | | | (471,752) |
| 以股權結算的股份付款開支 | Equity-settled share-based payment expenses | | | | | | (12,211) |
| 稅前虧損 | Loss before taxation | | | | | | (5,007,513) |

運營分部的會計政策與附註4所述本集團會計政策相同。分部(虧損)/利潤為各分部所產生虧損及所得利潤，惟並無對未分配開支、未分配匯兌虧損淨額、以公允價值計量並計入損益的金融資產的未分配公允價值虧損淨額、可換股票據的公允價值收益、應佔聯營公司業績、利息收入、融資成本及以股權結算的股份付款開支作出分配。此乃出於分配資源及評估表現的目的而向主要經營決策者匯報的計量標準。

分部內銷售額乃按當時的市場價格計量。

7. SEGMENT INFORMATION (Continued)

Segment revenue and results (Continued)

For the year ended 31 December 2022

| Revenue | 一手房 代理服務 人民幣千元 Real estate agency services in the primary market RMB'000 | 房地產數據及 諮詢服務 人民幣千元 Real estate data and consulting services RMB'000 | 房地產經紀 網絡服務 人民幣千元 Real estate brokerage network services RMB'000 | 數字營銷服務 人民幣千元 Digital Marketing services RMB'000 | 對銷 人民幣千元 Elimination RMB'000 | 總計 人民幣千元 Total RMB'000 |
|---|--|---|--|--|---------------------------------------|---------------------------------|
| External sales | 586,473 | 559,814 | 1,576,598 | 2,310,394 | - | 5,033,279 |
| Inter-segment sales | 17,642 | 10,562 | 40,034 | 67,484 | (135,722) | - |
| Total | 604,115 | 570,376 | 1,616,632 | 2,377,878 | (135,722) | 5,033,279 |
| SEGMENT (LOSS)/PROFIT | (985,547) | (324,136) | (573,981) | (2,218,943) | 4,342 | (4,098,265) |
| Unallocated expenses | | | | | | (109,114) |
| Unallocated net exchange loss | | | | | | (268,987) |
| Unallocated net fair value loss on financial assets at FVTPL | | | | | | (111,597) |
| Fair value gain on convertible note | | | | | | 12,915 |
| Share of results of associates | | | | | | 2,826 |
| Bank and other interest income | | | | | | 48,672 |
| Finance costs | | | | | | (471,752) |
| Equity-settled share-based payment expenses | | | | | | (12,211) |
| Loss before taxation | | | | | | (5,007,513) |

The accounting policies of the operating segments are the same as the Group's accounting policies described in note 4. Segment (loss)/profit represents the loss incurred and profit earned by each segment without allocation of unallocated expenses, unallocated net exchange loss, unallocated net fair value loss on financial assets at FVTPL, fair value gain on convertible note, share of results of associates, interest income, finance costs and equity-settled share-based payment expenses. This is the measure reported to the CODM for the purpose of resource allocation and performance assessment.

Inter-segment sales are charged at prevailing market rates.

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7. 分部資料(續)

分部資產及負債

主要經營決策者根據每個分部的經營業績作出決定。由於主要經營決策者並未定期審閱用於分配資源及評估表現的有關資料，故並無呈列分部資產及分部負債的分析。因此，僅呈列分部收入及分部業績。

其他分部資料

截至2023年12月31日止年度

7. SEGMENT INFORMATION (Continued)

Segment assets and liabilities

The CODM makes decisions according to operating results of each segment. No analysis of segment asset and segment liability is presented as the CODM does not regularly review such information for the purposes of resources allocation and performance assessment. Therefore, only segment revenue and segment results are presented.

Other segment information

For the year ended 31 December 2023

| | 一手房 代理服務 人民幣千元 | 房地產數據及 諮詢服務 人民幣千元 | 房地產經紀 網絡服務 人民幣千元 | 數字營銷服務 人民幣千元 | 未分配 人民幣千元 | 總計 人民幣千元 |
|----------------------------|--|--|--|---|------------------------|------------------|
| | Real estate agency services in the primary market RMB'000 | Real estate data and consulting services RMB'000 | Real estate brokerage network services RMB'000 | Digital Marketing services RMB'000 | Unallocated RMB'000 | Total RMB'000 |
| 計入計量分部虧損的金額： | Amounts included in the measure of segment loss: | | | | | |
| 折舊及攤銷 | 6,873 | 105,408 | 2,685 | 135,320 | 35,474 | 285,760 |
| 已確認面臨預期信貸損失的 金融資產虧損撥備淨額 | 6,326 | 11,433 | 81,847 | (34,095) | - | 65,511 |
| 已確認非流動資產減值損失 | - | 40,817 | - | - | - | 40,817 |
| 出售附屬公司的虧損 | 2,350 | - | - | - | - | 2,350 |
| 出售無形資產的虧損淨額 | - | - | - | - | 193 | 193 |
| 出售物業及設備的虧損淨額 | 3,403 | 7 | 23 | 9,002 | - | 12,435 |
| 出售投資物業的虧損淨額 | 5,925 | - | - | - | - | 5,925 |

7. 分部資料 (續)

其他分部資料

截至2022年12月31日止年度

| | 一手房 代理服務 人民幣千元 | 房地產數據及 諮詢服務 人民幣千元 | 房地產經紀 網絡服務 人民幣千元 | 數字營銷服務 人民幣千元 | 未分配 人民幣千元 | 總計 人民幣千元 |
|----------------------------|--|--|--|---|------------------------|------------------|
| | Real estate agency services in the primary market RMB'000 | Real estate data and consulting services RMB'000 | Real estate brokerage network services RMB'000 | Digital Marketing services RMB'000 | Unallocated RMB'000 | Total RMB'000 |
| 計入計量分部(虧損)/利潤的 金額: | Amounts included in the measure of segment (loss)/profit: | | | | | |
| 折舊及攤銷 | 24,108 | 64,464 | 5,257 | 143,877 | 299,815 | 537,521 |
| 已確認面臨預期信貸損失的 金融資產虧損撥備淨額 | 351,429 | 76,065 | 310,906 | 257,559 | - | 995,959 |
| 已確認非流動資產減值損失 | - | - | - | 1,034,791 | - | 1,034,791 |
| 出售附屬公司的收益 | (14,560) | - | - | - | - | (14,560) |
| 出售物業及設備的(收益)/ 虧損淨額 | (715) | 32 | 21 | 203 | - | (459) |
| 出售投資物業的收益淨額 | (727) | - | - | (2,578) | - | (3,305) |

地區資料

截至2023年12月31日止年度，本集團的業務位於中國（包括香港）（2022年：中國（包括香港））。有關本集團來自外部客戶收益的資料乃根據業務地點呈列。有關本集團非流動資產的資料乃根據資產的地理位置呈列。

7. SEGMENT INFORMATION (Continued)

Other segment information (Continued)

For the year ended 31 December 2022

| | 一手房 代理服務 人民幣千元 | 房地產數據及 諮詢服務 人民幣千元 | 房地產經紀 網絡服務 人民幣千元 | 數字營銷服務 人民幣千元 | 未分配 人民幣千元 | 總計 人民幣千元 |
|----------------------------|--|--|--|---|------------------------|------------------|
| | Real estate agency services in the primary market RMB'000 | Real estate data and consulting services RMB'000 | Real estate brokerage network services RMB'000 | Digital Marketing services RMB'000 | Unallocated RMB'000 | Total RMB'000 |
| 計入計量分部(虧損)/利潤的 金額: | Amounts included in the measure of segment (loss)/profit: | | | | | |
| 折舊及攤銷 | 24,108 | 64,464 | 5,257 | 143,877 | 299,815 | 537,521 |
| 已確認面臨預期信貸損失的 金融資產虧損撥備淨額 | 351,429 | 76,065 | 310,906 | 257,559 | - | 995,959 |
| 已確認非流動資產減值損失 | - | - | - | 1,034,791 | - | 1,034,791 |
| 出售附屬公司的收益 | (14,560) | - | - | - | - | (14,560) |
| 出售物業及設備的(收益)/ 虧損淨額 | (715) | 32 | 21 | 203 | - | (459) |
| 出售投資物業的收益淨額 | (727) | - | - | (2,578) | - | (3,305) |

Geographical information

For the year ended 31 December 2023, the Group's operations are located in the PRC (including Hong Kong) (2022: PRC (including Hong Kong)). Information about the Group's revenue from external customers is presented based on the location of the operations. Information about the Group's non-current assets is presented based on the geographical location of the assets.

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7. 分部資料(續)

地區資料(續)

| | | 來自外部客戶的收入 | | 非流動資產(附註) | |
|----------|-------------------------------------|-----------------------------------|-----------------------------------|-----------------------------------|-----------------------------------|
| | | Revenue from external customers | Non-current assets (note) | | |
| | | 2023年 人民幣千元 2023 RMB'000 | 2022年 人民幣千元 2022 RMB'000 | 2023年 人民幣千元 2023 RMB'000 | 2022年 人民幣千元 2022 RMB'000 |
| 中國(包括香港) | The PRC (including Hong Kong) | 4,446,439 | 5,033,279 | 2,151,139 | 2,618,611 |

附註：

非流動資產不包括應收關聯方款項、遞延稅項資產及分類為金融工具的若干其他非流動資產。

主要客戶的資料

來自單獨貢獻本集團收入10%以上的客戶的收入如下：

| | | 2023年 | 2022年 |
|-----|------------|--------------------------|--------------------------|
| | | 人民幣千元 2023 RMB'000 | 人民幣千元 2022 RMB'000 |
| 客戶A | Customer A | 744,803 | 附註 Note |

附註：

於有關年度貢獻本集團總收入低於10%。

7. SEGMENT INFORMATION (Continued)

Geographical information (Continued)

Note:

Non-current assets excluded amounts due from related parties, deferred tax assets, and certain other non-current assets classified as financial instruments.

Information about major customers

Revenue from customer which individually contributed over 10% of the Group's revenue as follows:

Note:

Contributed less than 10% of the Group's total revenue for the relevant year.

8. 其他收入

8. OTHER INCOME

| | | 2023年 人民幣千元 2023 RMB'000 | 2022年 人民幣千元 2022 RMB'000 |
|-----------|--------------------------------|-----------------------------------|-----------------------------------|
| 銀行及其他利息收入 | Bank and other interest income | 11,846 | 48,672 |
| 政府補助(附註) | Government grants (note) | 38,722 | 70,336 |
| 租金收入 | Rental income | 13,522 | 20,132 |
| 其他 | Others | 7,994 | 11,641 |
| | | 72,084 | 150,781 |

附註：

該金額為就企業發展支持、財政補貼及各種稅收優惠而自不同中國政府部門收取的政府補助，有關中國政府部門並未施加任何條件。

Note:

The amount represents government grants received from various PRC government authorities in connection with the enterprise development support, fiscal subsidy and various tax incentives, which had no conditions imposed by the respective PRC government authorities.

9A. 面臨預期信貸損失的金融資產虧損撥備(扣除撥回)

9A. LOSS ALLOWANCE ON FINANCIAL ASSETS SUBJECT TO ECL, NET OF REVERSAL

| | | 2023年 人民幣千元 2023 RMB'000 | 2022年 人民幣千元 2022 RMB'000 |
|-----------------------|--|-----------------------------------|-----------------------------------|
| 以下各項的虧損撥備(準備)/撥回： | (Provision)/reversal of loss allowance on: | | |
| 按公允價值計量並計入其他全面收益的應收款項 | Receivables at FVTOCI | (41,289) | (635,581) |
| 應收賬款及應收票據 | Accounts receivables and bills receivables | 23,873 | (62,926) |
| 應收關聯方貿易性質款項 | Amounts due from related parties of trade nature | 4,613 | (23,026) |
| 應收關聯方非貿易性質款項 | Amounts due from related parties of non-trade nature | 202 | 306 |
| 合約資產 | Contract assets | — | 528 |
| 其他應收款項及其他非流動資產 | Other receivables and other non-current assets | (52,910) | (275,260) |
| | | (65,511) | (995,959) |

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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9B. 其他收益及虧損

9B. OTHER GAINS AND LOSSES

| | | 2023年 人民幣千元 2023 RMB'000 | 2022年 人民幣千元 2022 RMB'000 |
|--------------------------------|---|-----------------------------------|-----------------------------------|
| 出售物業及設備的(虧損)/ 收益淨額 | Net (loss)/gain on disposal of property and equipment | (12,435) | 459 |
| 出售投資物業的(虧損)/ 收益淨額 | Net (loss)/gain on disposal of investment properties | (5,925) | 3,305 |
| 匯兌虧損淨額 | Net exchange loss | (59,028) | (239,616) |
| 以公允價值計量並計入損益的 金融資產的公允價值虧損淨額 | Net fair value loss on financial assets at FVTPL | (22,933) | (111,597) |
| 可換股票據的公允價值收益 | Fair value gain on convertible note | 1,563 | 12,915 |
| 出售附屬公司的(虧損)/收益 | (Loss)/gain on disposal of subsidiaries | (2,350) | 14,560 |
| 註銷附屬公司的虧損 | Loss on de-registration of subsidiaries | (107) | – |
| 撤銷無形資產的虧損淨額 | Net loss on written off of intangible assets | (193) | – |
| 出售於聯營公司權益的虧損淨額 | Net loss on disposal of interests in associates | – | (1) |
| 終止使用權資產及租賃負債之 收益淨額 | Net gain on termination of right-of-use assets and lease liabilities | 5,239 | 3,031 |
| | | (96,169) | (316,944) |

9C. 確認非流動資產的減值損失

9C. IMPAIRMENT LOSSES RECOGNISED ON NON-CURRENT ASSETS

| | | 2023年 人民幣千元 2023 RMB'000 | 2022年 人民幣千元 2022 RMB'000 |
|-------------|--|-----------------------------------|-----------------------------------|
| 確認投資物業的減值損失 | Impairment losses recognised on investment properties | (40,817) | – |
| 確認無形資產的減值損失 | Impairment losses recognised on intangible assets | – | (1,034,791) |
| | | (40,817) | (1,034,791) |

10. 融資成本

10. FINANCE COSTS

| | | 2023年 人民幣千元 2023 RMB'000 | 2022年 人民幣千元 2022 RMB'000 |
|--------------|--|-----------------------------------|-----------------------------------|
| 銀行借款利息 | Interest on bank borrowings | 35,662 | 59,626 |
| 其他借款利息 | Interest on other borrowings | 331,157 | 327,922 |
| 租賃負債利息 | Interest on lease liabilities | 7,673 | 11,703 |
| 可換股票據的實際利息開支 | Effective interest expense on convertible note | 68,562 | 72,501 |
| | | 443,054 | 471,752 |

11. 所得稅抵免

11. INCOME TAX CREDIT

| | | 2023年 人民幣千元 2023 RMB'000 | 2022年 人民幣千元 2022 RMB'000 |
|-----------------------------|--|-----------------------------------|-----------------------------------|
| 中國企業所得稅 即期稅項 先前年度超額撥備 | PRC Enterprise Income Tax Current tax Overprovision in prior years | 27,869 (20,749) | 40,853 (29,733) |
| 樂居預扣稅項 遞延稅項抵免(附註30) | Withholding tax of Leju Deferred tax credit (note 30) | 7,120 - | 11,120 (3,261) |
| | | (25,238) | (46,848) |
| | | (18,118) | (38,989) |

香港

綜合財務報表並無就香港利得稅計提撥備，因為本集團於兩年內並無應課稅利潤須繳納香港利得稅。

Hong Kong

No provision for Hong Kong Profits Tax was made in consolidated financial statements as the Group had no assessable profit subject to Hong Kong Profits Tax for both years.

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11. 所得稅抵免(續)

中國

除下文所披露的該等中國附屬公司外，根據《中華人民共和國企業所得稅法》及《中華人民共和國企業所得稅法實施條例》(「《企業所得稅法》」)，所有其他中國附屬公司於兩年內的法定稅率為25%。

根據《企業所得稅法》及相關法規，本集團的中國附屬公司北京中房研協技術服務有限公司(「中房研協」)符合高新技術企業資格，獲准享受15%的優惠稅率，優惠期由2018年7月至2021年7月為期三年，並持續享受由2021年7月至2024年為期三年的優惠稅項待遇。

根據《企業所得稅法》及相關法規，本集團的中國附屬公司上海築想信息科技股份有限公司符合高新技術企業資格，獲准享受15%的優惠稅率，優惠期由2017年11月至2020年11月為期三年，並持續享受由2020年11月至2023年11月為期三年的優惠稅項待遇。

根據《企業所得稅法》及相關法規，本集團的中國附屬公司上海新浪樂居信息科技有限公司符合高新技術企業資格，有權於2018年11月至2021年11月享受15%的優惠稅率，並持續享受由2021年11月至2024年為期三年的優惠稅項待遇。

本集團的中國附屬公司上海克而瑞信息技術有限公司符合高新技術企業資格，有權享受15%的優惠稅率，優惠期由2020年11月至2023年11月為期三年。

11. INCOME TAX CREDIT (Continued)

PRC

Save as those PRC subsidiaries disclosed below, pursuant to the EIT Law and Implementation Regulations of the Law of the PRC (the "EIT Law"), the statutory tax rate of all other PRC subsidiaries is 25% for both years.

Beijing CREA Technology Services Ltd.* (北京中房研協技術服務有限公司) ("Zhongfangyanxie"), a PRC subsidiary of the Group, was qualified as High and New Technology Enterprise and was approved to enjoy a preferential tax rate of 15% for a period of three years from July 2018 to July 2021 and continue to enjoy the preferential tax treatment for a period of three years from July 2021 to 2024 in accordance with the EIT Law and relevant regulations.

Shanghai Zhuxiang Information Technology Co., Ltd.* (上海築想信息科技股份有限公司), a PRC subsidiary of the Group, was qualified as High and New Technology Enterprise and was approved to enjoy a preferential tax rate of 15% for a period of three years from November 2017 to November 2020 and continue to enjoy the preferential tax treatment for a period of three years from November 2020 to November 2023 in accordance with the EIT Law and relevant regulations.

Shanghai SINA Leju Information Technology Co., Ltd.* (上海新浪樂居信息科技有限公司), a PRC subsidiary of the Group was qualified as High and New Technology Enterprise and was entitled to enjoy a preferential tax rate of 15% from November 2018 to November 2021 and continue to enjoy the preferential tax treatment for a period of three years from November 2021 to 2024 in accordance with the EIT Law and relevant regulations.

Shanghai CRIC Information Technology Co., Ltd.* (上海克而瑞信息技術有限公司), a PRC subsidiary of the Group was qualified as High and New Technology Enterprise and was entitled to enjoy a preferential tax rate of 15% for a period of three years from November 2020 to November 2023.

11. 所得稅抵免(續)

中國(續)

根據中國西部地區企業適用的相關法規，本集團全資中國附屬公司重慶易居投資顧問有限公司享受15%的優惠稅率，優惠期由2014年10月1日至2030年12月31日為期十六年零三個月。於截至2022年及2023年12月31日止年度，本集團若干同樣位於中國西部地區的附屬公司獲有關法規批准享受15%的優惠稅率。

年度的所得稅抵免與綜合損益及其他全面收益表的稅前虧損對賬如下：

11. INCOME TAX CREDIT (Continued)

PRC (Continued)

Pursuant to the relevant regulations applicable to enterprises situated in the western regions of the PRC, Chongqing E-House Investment Consultancy Co., Ltd.* (重慶易居投資顧問有限公司), a wholly-owned PRC subsidiary of the Group, enjoys a preferential tax rate of 15% for a period of sixteen years and three months from 1 October 2014 to 31 December 2030. Certain subsidiaries of the Group also situated in the western regions of the PRC which are approved by the relevant regulations to enjoy a preferential tax rate of 15% in the year ended 31 December 2022 and 2023.

The income tax credit for the year can be reconciled to loss before taxation per the consolidated statement of profit or loss and other comprehensive income as follows:

| | | 2023年 人民幣千元 2023 RMB'000 | 2022年 人民幣千元 2022 RMB'000 |
|------------------------------|--|-----------------------------------|-----------------------------------|
| 稅前虧損 | Loss before taxation | (1,542,915) | (5,007,513) |
| 按適用稅率25%計算的稅項 (2022年：25%) | Tax at the applicable tax rate of 25% (2022: 25%) | (385,729) | (1,251,878) |
| 應佔聯營公司業績的稅項影響 | Tax effect at share of results of associates | (491) | (707) |
| 不可扣稅開支的稅項影響 | Tax effect of expenses not deductible for tax purposes | 236,944 | 392,109 |
| 毋須課稅收入的稅項影響 | Tax effect of income not taxable for tax purpose | - | (3,229) |
| 先前年度超額撥備 | Overprovision in respect of prior years | (20,749) | (29,733) |
| 未確認稅項虧損的稅項影響 | Tax effect of tax losses not recognised | 43,970 | 408,818 |
| 動用先前未確認的稅項虧損 | Utilisation of tax losses previously not recognised | (5,394) | (2,341) |
| 未確認可扣減暫時性差額的 稅項影響 | Tax effect of deductible temporary differences not recognised | 99,306 | 434,380 |
| 動用先前未確認的可扣減暫時性 差額 | Utilisation of deductible temporary differences previously not recognised | (19,933) | (16,708) |
| 給予稅項減免的稅項影響 | Tax effect of tax concession granted | 33,958 | 33,561 |
| 樂居預扣稅項 | Withholding tax of Leju | - | (3,261) |
| 所得稅抵免 | Income tax credit | (18,118) | (38,989) |

* English name is for the identification purpose only

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12. 年內全面開支總額

年內全面開支總額乃扣除以下各項後計算得出：

12. TOTAL COMPREHENSIVE EXPENSE FOR THE YEAR

Total comprehensive expense for the year has been arrived at after charging:

| | | 2023年 人民幣千元 2023 RMB'000 | 2022年 人民幣千元 2022 RMB'000 |
|--------------------|--|-----------------------------------|-----------------------------------|
| 董事薪酬 | Directors' remuneration | 4,234 | 6,428 |
| 其他員工成本： | Other staff costs: | | |
| — 薪金、花紅及其他津貼 | – Salaries, bonus and other allowances | 915,343 | 1,662,216 |
| — 退休福利計劃供款 | – Retirement benefit scheme contributions | 162,994 | 287,734 |
| — 以股權結算的股份付款開支 | – Equity-settled share-based payment expenses | 10,664 | 10,969 |
| | | 1,089,001 | 1,960,919 |
| 員工成本總額 | Total staff costs | 1,093,235 | 1,967,347 |
| 物業及設備折舊 | Depreciation of property and equipment | 91,014 | 84,394 |
| 使用權資產折舊 | Depreciation of right-of-use assets | 42,425 | 87,216 |
| 投資物業折舊 | Depreciation of investment properties | 34,718 | 34,869 |
| 無形資產攤銷 | Amortisation of intangible assets | 117,603 | 331,042 |
| 折舊及攤銷總額 | Total depreciation and amortisation | 285,760 | 537,521 |
| 核數師酬金 | Auditor's remuneration | 8,730 | 12,800 |
| 計入下列各項的確認為開支的研發成本： | Research costs recognised as an expense and included in: | | |
| — 員工成本 | – Staff costs | 61,590 | 96,714 |
| — 折舊及攤銷開支 | – Depreciation and amortisation expenses | 1,691 | 1,976 |
| — 其他經營成本 | – Other operating costs | 17,866 | 24,031 |
| | | 81,147 | 122,721 |

13A. 董事及最高行政人員酬金

根據適用《上市規則》及香港公司條例所披露組成本集團的實體於年內已付或應付本公司董事及最高行政人員服務的酬金詳情（包括在成為本公司董事前作為本集團實體僱員／董事服務的酬金）如下：

13A. DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS

Details of the emoluments paid or payable by the entities comprising the Group to the directors and chief executive of the Company (including emoluments for services as employee/directors of the group entities prior to becoming the directors of the Company) for their services during the year, disclosed pursuant to the applicable Listing Rules and Hong Kong Companies Ordinance, are as follows:

| | | 委任為本公司 董事的日期 | 袍金 人民幣千元 | 薪金及 其他津貼 人民幣千元 | 與績效掛鈎 的花紅 人民幣千元 | 退休福利 計劃供款 人民幣千元 | 以股權結算的 股份付款開支 人民幣千元 | 總計 人民幣千元 |
|----------------------|---|---|-----------------|---|--|---|---|------------------|
| | | Date of appointment as a director of the Company | Fees RMB'000 | Salaries, and other allowances RMB'000 | Performance related bonuses RMB'000 | Retirement benefit scheme contributions RMB'000 | Equity-settled share-based payment expenses RMB'000 | Total RMB'000 |
| 截至2023年 12月31日止年度 | Year ended 31 December 2023 | | | | | | | |
| 執行董事： | Executive directors: | | | | | | | |
| 周忻 | Zhou Xin | 2010年2月22日 22 February 2010 | - | - | - | - | 409 | 409 |
| 黃燦浩 | Huang Canhao | 2017年11月9日 9 November 2017 | - | 800 | - | - | 204 | 1,004 |
| 程立瀾 | Cheng Li-Lan | 2018年3月16日 16 March 2018 | - | 78 | - | - | 340 | 418 |
| 丁祖昱(附註i) | Ding Zuyu (note i) | 2018年3月16日 16 March 2018 | - | 600 | - | 143 | 340 | 1,083 |
| 非執行董事： | Non-Executive directors: | | | | | | | |
| 謝梅(附註ii) | Xie Mei (note ii) | 2018年11月30日 30 November 2018 | - | - | - | - | - | - |
| 呂沛美(附註iii) | Lv Peimei (note iii) | 2021年9月2日 2 September 2021 | 77 | - | - | - | - | 77 |
| 楊勇(附註vi) | Yang Yong (note vi) | 2022年4月1日 1 April 2022 | 225 | - | - | - | - | 225 |
| 蔣珊珊(附註vii) | Jiang Shanshan (note vii) | 2022年7月5日 5 July 2022 | - | - | - | - | - | - |
| 陳代平(附註viii) | Chen Daiping (note viii) | 2023年9月4日 4 September 2023 | 73 | - | - | - | - | 73 |
| 宋家俊(附註ix) | Song Jiajun (notes ix) | 2023年3月31日 31 March 2023 | - | - | - | - | - | - |
| 獨立非執行董事： | Independent Non-Executive directors: | | | | | | | |
| 張磅 | Zhang Bang | 2018年7月10日 10 July 2018 | 270 | - | - | - | - | 270 |
| 朱洪超 | Zhu Hongchao | 2018年7月10日 10 July 2018 | 225 | - | - | - | - | 225 |
| 王力群 | Wang Liqun | 2018年7月10日 10 July 2018 | 225 | - | - | - | - | 225 |
| 李勁 | Li Jin | 2018年7月10日 10 July 2018 | 225 | - | - | - | - | 225 |
| | | | 1,320 | 1,478 | - | 143 | 1,293 | 4,234 |

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13A. 董事及最高行政人員酬金 (續)

13A. DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS (Continued)

| | 委任為本公司 董事的日期 | 袍金 人民幣千元 | 薪金及 其他津貼 人民幣千元 | 與績效掛 鉤的花紅 人民幣千元 | 退休福利 計劃供款 人民幣千元 | 以股權結算的 股份付款開支 人民幣千元 | 總計 人民幣千元 |
|----------------------|---|---------------------------------|---|--|---|---|------------------|
| | Date of appointment as a director of the Company | Fees RMB'000 | Salaries, and other allowances RMB'000 | Performance related bonuses RMB'000 | Retirement benefit scheme contributions RMB'000 | Equity-settled share-based payment expenses RMB'000 | Total RMB'000 |
| 截至2022年 12月31日止年度 | Year ended 31 December 2022 | | | | | | |
| 執行董事： | Executive directors: | | | | | | |
| 周忻 | Zhou Xin | 2010年2月22日 22 February 2010 | - | - | - | 392 | 392 |
| 黃燦浩 | Huang Canhao | 2017年11月9日 9 November 2017 | - | 2,500 | - | 196 | 2,696 |
| 程立瀾 | Cheng Li-Lan | 2018年3月16日 16 March 2018 | - | 228 | - | 327 | 555 |
| 丁祖昱(附註i) | Ding Zuyu (note i) | 2018年3月16日 16 March 2018 | - | 1,000 | - | 133 | 1,460 |
| 非執行董事： | Non-Executive directors: | | | | | | |
| 謝梅(附註ii) | Xie Mei (note ii) | 2018年11月30日 30 November 2018 | - | - | - | - | - |
| 張海(附註v) | Zhang Hai (note v) | 2020年8月31日 31 August 2020 | 53 | - | - | - | 53 |
| 湯興(附註iv) | Tang Xing (note iv) | 2021年9月2日 2 September 2021 | - | - | - | - | - |
| 呂沛美(附註iii) | Lv Peimei (note iii) | 2021年9月2日 2 September 2021 | 214 | - | - | - | 214 |
| 楊勇(附註vi) | Yang Yong (note vi) | 2022年4月1日 1 April 2022 | 160 | - | - | - | 160 |
| 蔣珊珊(附註vii) | Jiang Shanshan (note vii) | 2022年7月5日 5 July 2022 | - | - | - | - | - |
| 獨立非執行董事： | Independent Non-Executive directors: | | | | | | |
| 張磅 | Zhang Bang | 2018年7月10日 10 July 2018 | 256 | - | - | - | 256 |
| 朱洪超 | Zhu Hongchao | 2018年7月10日 10 July 2018 | 214 | - | - | - | 214 |
| 王力群 | Wang Liqun | 2018年7月10日 10 July 2018 | 214 | - | - | - | 214 |
| 李勁 | Li Jin | 2018年7月10日 10 July 2018 | 214 | - | - | - | 214 |
| | | | 1,325 | 3,728 | - | 133 | 6,428 |

13A. 董事及最高行政人員酬金 (續)

附註：

- i) 丁祖昱亦為本公司最高行政人員，上表所披露其酬金包括其作為最高行政人員提供服務的酬金。
- ii) 謝梅辭任本公司非執行董事，自2023年3月31日起生效。
- iii) 呂沛美辭任本公司非執行董事，自2023年5月5日起生效。
- iv) 湯興辭任本公司非執行董事，自2022年7月5日起生效。
- v) 張海辭任本公司非執行董事，自2022年4月1日起生效。
- vi) 楊勇獲委任為本公司非執行董事，自2022年4月1日起生效。
- vii) 蔣珊珊獲委任為本公司非執行董事，自2022年7月5日起生效。
- viii) 陳代平獲委任為本公司非執行董事，自2023年9月4日起生效。
- ix) 宋家俊獲委任為本公司非執行董事，自2023年3月31日起生效。

上文所列執行董事酬金乃就彼等管理本公司及本集團事務所提供的服務所支付。

上文所列非執行董事酬金乃就彼等作為本公司及其附屬公司(如適用)董事的服務所支付。

上文所列獨立非執行董事酬金乃就彼等作為本公司董事的服務所支付。

於截至2022年及2023年12月31日止年度，並無任何以董事、其所控制法人團體及關聯實體為受益人的其他貸款、準貸款或其他交易。於上述兩個報告期末或於上述兩個年度內任何時間，本公司董事並無直接或間接於本公司所訂立與本公司業務有關之重要交易、安排或合約中擁有重大權益。

13A. DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS (Continued)

Notes:

- i) Ding Zuyu is also the chief executive of the Company and his emoluments disclosed above included those for services rendered by him as the chief executive.
- ii) Xie Mei had been resigned as non-executive director of the Company, with effect from 31 March 2023.
- iii) Lv Peimei had been resigned as non-executive director of the Company, with effect from 5 May 2023.
- iv) Tang Xing had resigned as non-executive directors of the Company, with effect from 5 July 2022.
- v) Zhang Hai had resigned as non-executive directors of the Company, with effect from 1 April 2022.
- vi) Yang Yong had been appointed as non-executive directors of the Company, with effect from 1 April 2022.
- vii) Jiang Shanshan had been appointed as non-executive directors of the Company, with effect from 5 July 2022.
- viii) Chen Daiping had been appointed as non-executive directors of the Company, with effect from 4 September 2023.
- ix) Song Jiajun had been appointed as non-executive directors of the Company, with effect from 31 March 2023.

The executive directors' emoluments shown above were paid for their services in connection with the management of the affairs of the Company and the Group.

The non-executive directors' emoluments shown above were paid for their services as directors of the Company and its subsidiaries, if applicable.

The independent non-executive directors' emoluments shown above were for their services as directors of the Company.

During the year ended 31 December 2022 and 2023, there are no other loans, quasi-loans or other dealings in favour of the directors, their controlled bodies corporate and connected entities. Also, there are no significant transactions, arrangements and contracts in relation to the Company's business to which the Company was a party and in which a director of the Company had a material interest, whether directly or indirectly, subsisted at the end of both reporting periods or at any time during both years.

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13A. 董事及最高行政人員酬金 (續)

此外，於年末或於截至2022年及2023年12月31日止年度內任何時間，概無就提前終止委任向董事作出補償。於年末或於截至2022年及2023年12月31日止年度內任何時間，亦並無就委任董事及提供服務向第三方支付或彼等應收的對價。

13B. 五名最高薪僱員

截至2023年12月31日止年度，本集團五名最高薪僱員包括本公司兩名(2022年：兩名)董事，彼等之薪酬詳情載於上文附註13A。截至2023年12月31日止年度，其餘三名(2022年：三名)既非本公司董事亦非主要行政人員之最高薪僱員之薪酬詳情如下：

13A. DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS (Continued)

In addition, no director's termination benefit subsisted at the end of the year or at any time during the year ended 31 December 2022 and 2023. There are also no consideration provided to or receivable by third parties for making available Director's services subsisted at the end of the year or at any time during the year ended 31 December 2022 and 2023.

13B. FIVE HIGHEST PAID EMPLOYEES

The five highest paid employees of the Group include two (2022: two) directors of the Company for the year ended 31 December 2023, details of whose remuneration are set out in note 13A above. Details of the remuneration for the year ended 31 December 2023 of the remaining three (2022: three) highest paid employees who are neither a director nor chief executive of the Company are as follows:

| | | 2023年 人民幣千元 2023 RMB'000 | 2022年 人民幣千元 2022 RMB'000 |
|----------|---|-----------------------------------|-----------------------------------|
| 薪金及其他津貼 | Salaries and other allowances | 2,202 | 2,229 |
| 退休福利計劃供款 | Retirement benefit scheme contributions | 422 | 406 |
| | | 2,624 | 2,635 |

薪酬介乎下列範圍之非本公司董事之最高薪僱員的人數如下：

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:

| | | 僱員數目 Number of employees | |
|-------------------------|--------------------------------|-----------------------------|---------------|
| | | 2023年 2023 | 2022年 2022 |
| 零至1,000,000港元 | Nil to HK\$1,000,000 | 2 | 2 |
| 1,000,001港元至1,500,000港元 | HK\$1,000,001 to HK\$1,500,000 | 1 | 1 |

13B. 五名最高薪僱員 (續)

於截至2022年及2023年12月31日止年度，本集團並無向本集團管理層或本集團五名最高薪酬僱員支付任何酬金作為加入或於加入本集團時的獎勵或離職補償。該兩個年度內本公司概無管理人員及本集團五名最高薪酬僱員放棄任何酬金。

13B. FIVE HIGHEST PAID EMPLOYEES (Continued)

During the year ended 31 December 2022 and 2023, no emoluments were paid by the Group to the management of the Group or the five highest paid employees of the Group as an inducement to join or upon joining the Group or as compensation for loss of office. None of the management of the Group and five highest paid employees of the Group has waived any emoluments during the both years.

14. 股息

本公司並無就截至2022年及2023年12月31日止年度建議或宣派股息。

14. DIVIDENDS

No dividend was proposed nor declared by the Company for the year ended 31 December 2022 and 2023.

15. 每股虧損

本公司擁有人應佔每股基本及攤薄虧損乃根據以下數據計算：

15. LOSS PER SHARE

The calculation of the basic and diluted loss per share attributable to owners of the Company is based on the following data:

| | | 2023年 人民幣千元 2023 RMB'000 | 2022年 人民幣千元 2022 RMB'000 |
|-------------------------------|--|-----------------------------------|-----------------------------------|
| 虧損： | Loss: | | |
| 就每股基本及攤薄虧損而言， 本公司擁有人應佔年內虧損 | Loss for the year attributable to owners of the Company for the purpose of basic and diluted loss per share | (1,239,749) | (3,896,299) |
| | | 2023年 千股 2023 '000 | 2022年 千股 2022 '000 |
| 股份數目： | Number of shares: | | |
| 就每股基本及攤薄虧損而言， 普通股的加權平均數目 | Weighted average number of ordinary share for the purpose of basic and diluted loss per share | 1,749,060 | 1,749,060 |

截至2022年及2023年12月31日止年度，計算每股攤薄虧損並未納入潛在普通股，因將其納入可能產生反攤薄影響。

For the year ended 31 December 2022 and 2023, the potential ordinary shares were not included in the calculation of diluted loss per share as their inclusion would be anti-dilutive.

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16. 物業及設備

16. PROPERTY AND EQUIPMENT

| | | 租賃裝修 人民幣千元 | 租賃土地 及樓宇 人民幣千元 | 傢俱、 裝置及設備 人民幣千元 | 汽車 人民幣千元 | 總計 人民幣千元 |
|------------------|---|--------------------------------------|---|--|------------------------------|------------------|
| | | Leasehold improvements RMB'000 | Leasehold land and buildings RMB'000 | Furniture, fixtures and equipment RMB'000 | Motor vehicles RMB'000 | Total RMB'000 |
| 成本 | COST | | | | | |
| 於2022年1月1日 | At 1 January 2022 | 453,297 | 766,577 | 132,412 | 19,321 | 1,371,607 |
| 添置 | Additions | 9,474 | 17,559 | 2,879 | – | 29,912 |
| 出售附屬公司(附註37) | Disposal of subsidiaries (note 37) | – | – | (2,485) | – | (2,485) |
| 出售 | Disposals | (5,431) | (12,658) | (13,161) | (7,969) | (39,219) |
| 於2022年12月31日 | At 31 December 2022 | 457,340 | 771,478 | 119,645 | 11,352 | 1,359,815 |
| 添置 | Additions | 5,134 | 9,018 | 1,456 | – | 15,608 |
| 出售 | Disposals | (3,988) | (39,107) | (5,073) | (1,724) | (49,892) |
| 於2023年12月31日 | At 31 December 2023 | 458,486 | 741,389 | 116,028 | 9,628 | 1,325,531 |
| 折舊及減值 | DEPRECIATION AND IMPAIRMENT | | | | | |
| 於2022年1月1日 | At 1 January 2022 | (113,172) | (64,411) | (71,939) | (12,391) | (261,913) |
| 年內撥備 | Provided for the year | (50,410) | (18,381) | (14,024) | (1,579) | (84,394) |
| 於出售附屬公司時對銷(附註37) | Eliminated on disposal of subsidiaries (note 37) | – | – | 1,515 | – | 1,515 |
| 於出售時對銷 | Eliminated on disposals | 5,338 | 1,478 | 12,027 | 6,522 | 25,365 |
| 於2022年12月31日 | At 31 December 2022 | (158,244) | (81,314) | (72,421) | (7,448) | (319,427) |
| 年內撥備 | Provided for the year | (59,804) | (20,941) | (9,610) | (659) | (91,014) |
| 於出售時對銷 | Eliminated on disposals | 2,950 | 2,957 | 2,147 | 1,425 | 9,479 |
| 於2023年12月31日 | At 31 December 2023 | (215,098) | (99,298) | (79,884) | (6,682) | (400,962) |
| 賬面值 | CARRYING VALUES | | | | | |
| 於2023年12月31日 | At 31 December 2023 | 243,388 | 642,091 | 36,144 | 2,946 | 924,569 |
| 於2022年12月31日 | At 31 December 2022 | 299,096 | 690,164 | 47,224 | 3,904 | 1,040,388 |

於2023年12月31日，本集團賬面值為人民幣294,759,000元（2022年：人民幣391,464,000元）的若干租賃土地（2022年：辦公場所）及樓宇作為本集團銀行借款的抵押品（概述見附註45）。

As at 31 December 2023, certain of the Group's leasehold land (2022: office premises) and buildings with carrying amount of RMB294,759,000 (2022: RMB391,464,000) were pledged as securities for the Group's bank borrowings as summarised in note 45.

17. 使用權資產

17. RIGHT-OF-USE ASSETS

| | | 租賃物業 人民幣千元 Leased properties RMB'000 | |
|-------------------------------------|--|--|-----------------------------------|
| 於2023年12月31日 賬面值 | At 31 December 2023 Carrying amount | | 181,858 |
| 於2022年12月31日 賬面值 | At 31 December 2022 Carrying amount | | 299,622 |
| 截至2023年12月31日止年度 折舊開支 | For the year ended 31 December 2023 Depreciation charge | | (42,425) |
| 截至2022年12月31日止年度 折舊開支 | For the year ended 31 December 2022 Depreciation charge | | (87,216) |
| | | 2023年 人民幣千元 2023 RMB'000 | 2022年 人民幣千元 2022 RMB'000 |
| 與短期租賃有關的開支 | Expenses relating to short-term leases | 47,059 | 97,175 |
| 與低價值資產租賃 有關的開支， 不包括低價值資產的短期租賃 | Expenses relating to leases of low-value assets, excluding short-term leases of low value assets | 2,610 | 6,282 |
| 租賃現金流出總額 | Total cash outflow for leases | 88,056 | 105,103 |
| 使用權資產添置 | Additions to right-of-use assets | 36,678 | 102,965 |
| 變更使用權資產 | Modification of right-of-use assets | (112,017) | (66,882) |

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17. 使用權資產(續)

截至2022年及2023年12月31日止年度，本集團租賃辦公室場所用於運營。租賃合約以2至10年（2022年：2至10年）的固定期限訂立。租賃條款乃在個別基礎上磋商，包括各種不同條款及條件。於釐定租期及評估不可撤回期間的長度時，本集團應用合約的定義並釐定合約可強制執行的期間。

此外，本集團擁有多棟樓宇。本集團為該等物業權益（包括相關租賃土地）的登記擁有人。前期作出一次性付款以收購該等物業權益。僅當付款能可靠分配時，該等自有物業的租賃土地部分單獨呈列。

本集團就辦公場所定期訂立短期租賃。於2022年及2023年12月31日，短期租賃組合與綜合損益及其他全面收益表披露的短期租賃開支的短期租賃組合類似。

17. RIGHT-OF-USE ASSETS (Continued)

For the year ended 31 December 2022 and 2023, the Group leases office premises for its operations. Lease contracts are entered into for fixed term of 2 to 10 (2022: 2 to 10) years. Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. In determining the lease term and assessing the length of the non-cancellable period, the Group applies the definition of a contract and determines the period for which the contract is enforceable.

In addition, the Group owns several buildings. The Group is the registered owner of these property interests, including the underlying leasehold lands. Lump sum payments were made upfront to acquire these property interests. The leasehold land components of these owned properties are presented separately only if the payments made can be allocated reliably.

The Group regularly entered into short-term leases for office premises. As at 31 December 2022 and 2023, the portfolio of short-term leases is similar to the portfolio of short-term leases to which the short-term lease expense disclosed in the consolidated statement of profit or loss and other comprehensive income.

18. 投資物業

18. INVESTMENT PROPERTIES

人民幣千元
RMB'000

| | | |
|--------------|--|------------------|
| 成本 | COST | |
| 於2022年1月1日 | At 1 January 2022 | 703,666 |
| 添置(附註21及23) | Additions (notes 21 and 23) | 5,993 |
| 出售 | Disposals | (13,247) |
| 於2022年12月31日 | At 31 December 2022 | 696,412 |
| 添置(附註21及23) | Additions (notes 21 and 23) | 6,587 |
| 出售 | Disposals | (11,871) |
| 於2023年12月31日 | At 31 December 2023 | 691,128 |
| 折舊及減值 | DEPRECIATION AND IMPAIRMENT | |
| 於2022年1月1日 | At 1 January 2022 | (54,674) |
| 年內撥備 | Provided for the year | (34,869) |
| 於出售時對銷 | Eliminated on disposals | 1,035 |
| 於2022年12月31日 | At 31 December 2022 | (88,508) |
| 年內撥備 | Provided for the year | (34,718) |
| 年內確認的減值損失 | Impairment loss recognised in the year | (40,817) |
| 於出售時對銷 | Eliminated on disposals | 1,231 |
| 於2023年12月31日 | At 31 December 2023 | (162,812) |
| 賬面值 | CARRYING VALUES | |
| 於2023年12月31日 | At 31 December 2023 | 528,316 |
| 於2022年12月31日 | At 31 December 2022 | 607,904 |

於該兩個年度內，本集團的投資物業均以資本增值及租賃目的持有。

The Group's investment properties are held for both capital appreciation and rental purpose during the both years.

於2023年12月31日，本集團的投資物業公允價值為人民幣538,570,000元(2022年：人民幣748,976,000元)。估值乃由本集團管理層及獨立專業估值師參照相同地點及條件的類似物業近期的市價釐定，並考慮任何調整因素是否為必要。

The fair value of the Group's investment properties as at 31 December 2023 was RMB538,570,000 (2022: RMB748,976,000). The valuation was determined by the management of the Group and independent professional valuers by reference to recent market prices for similar properties in the same locations and conditions, and to consider if any adjustment factor necessary.

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18. 投資物業(續)

於報告期末本集團的投資物業詳情及公允價值層級資料如下：

18. INVESTMENT PROPERTIES (Continued)

Details of the Group's investment properties and information about the fair value hierarchy as at the end of the reporting period are as follows:

| | 於2023年 12月31日 的賬面值 人民幣千元 Carrying amount as at 31 December 2023 RMB'000 | 於2023年 12月31日 的第三級 公允價值 人民幣千元 Fair value at Level 3 at 31 December 2023 RMB'000 |
|-------------|---|--|
| 位於長沙的商業地產單位 | 771 | 998 |
| 位於天津的商業地產單位 | 4,289 | 4,697 |
| 位於寧夏的商業地產單位 | 345 | 502 |
| 位於貴陽的商業地產單位 | 239 | 212 |
| 位於武漢的商業地產單位 | 8,208 | 12,812 |
| 位於青島的商業地產單位 | 724 | 2,148 |
| 位於上海的商業地產單位 | 504,000 | 504,000 |
| 位於惠州的商業地產單位 | 5,117 | 8,252 |
| 位於河南的商業地產單位 | 4,623 | 4,949 |
| | 528,316 | 538,570 |

18. 投資物業 (續)

18. INVESTMENT PROPERTIES (Continued)

| | | 於2022年 12月31日 的賬面值 人民幣千元 Carrying amount as at 31 December 2022 RMB'000 | 於2022年 12月31日 的第三級 公允價值 人民幣千元 Fair value at Level 3 at 31 December 2022 RMB'000 |
|-------------|--|---|--|
| 位於長沙的商業地產單位 | Commercial property units located in Changsha | 804 | 955 |
| 位於天津的商業地產單位 | Commercial property units located in Tianjin | 3,445 | 3,270 |
| 位於寧夏的商業地產單位 | Commercial property units located in Ningxia | 357 | 516 |
| 位於廣州的商業地產單位 | Commercial property units located in Guangzhou | 8,003 | 9,178 |
| 位於武漢的商業地產單位 | Commercial property units located in Wuhan | 8,527 | 14,285 |
| 位於青島的商業地產單位 | Commercial property units located in Qingdao | 753 | 2,293 |
| 位於唐山的商業地產單位 | Commercial property units located in Tangshan | 366 | 366 |
| 位於瀋陽的商業地產單位 | Commercial property units located in Shenyang | 1,341 | 1,341 |
| 位於煙台的商業地產單位 | Commercial property units located in Yantai | 700 | 700 |
| 位於南昌的商業地產單位 | Commercial property units located in Nanchang | 230 | 230 |
| 位於上海的商業地產單位 | Commercial property units located in Shanghai | 578,860 | 711,000 |
| 位於河南的商業地產單位 | Commercial property units located in Henan | 4,518 | 4,842 |
| | | 607,904 | 748,976 |

以上投資物業經計及其估計剩餘價值於其估計使用年期內按直線法折舊如下：

樓宇 30年

本集團賬面值為人民幣504,000,000元(2022年：人民幣578,860,000元)的投資物業作為本集團於2023年12月31日銀行借款的抵押品(概述見附註45)。

The above investment properties are depreciated, taking into account their estimated residual value, on a straight-line basis over their estimated useful lives as follows:

Buildings 30 years

The investment properties of the Group with carrying amount of RMB504,000,000 (2022: RMB578,860,000) were pledged as securities for the Group's bank borrowings as at 31 December 2023 as summarised in note 45.

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19. 無形資產

19. INTANGIBLE ASSETS

| | | 軟件 (附註a) 人民幣千元 | 域名 人民幣千元 | 獨家合作權利 (附註b) 人民幣千元 | 業務關係 人民幣千元 | 品牌 (附註c) 人民幣千元 | 其他 人民幣千元 | 總計 人民幣千元 |
|---------------------|---|---------------------------------|-------------------|---|-------------------------------------|-----------------------------------|-------------------|--------------------|
| | | Software (Note a) RMB'000 | Domain RMB'000 | Exclusive cooperative rights (Note b) RMB'000 | Business relationship RMB'000 | Brand name (Note c) RMB'000 | Others RMB'000 | Total RMB'000 |
| 成本 | COST | | | | | | | |
| 於2022年1月1日 | At 1 January 2022 | 382,963 | 1,559 | 1,608,928 | 210,868 | 179,849 | 1,476 | 2,385,643 |
| 添置 | Additions | 170 | - | - | - | - | - | 170 |
| 出售附屬公司(附註37) | Disposal of subsidiaries (note 37) | (8,771) | - | - | - | - | - | (8,771) |
| 匯率調整 | Exchange adjustment | - | - | 19,265 | - | - | - | 19,265 |
| 於2022年12月31日 | At 31 December 2022 | 374,362 | 1,559 | 1,628,193 | 210,868 | 179,849 | 1,476 | 2,396,307 |
| 撇銷 | Written off | (3,517) | - | - | - | - | - | (3,517) |
| 匯率調整 | Exchange adjustment | - | - | 1,219 | - | - | - | 1,219 |
| 於2023年12月31日 | At 31 December 2023 | 370,845 | 1,559 | 1,629,412 | 210,868 | 179,849 | 1,476 | 2,394,009 |
| 攤銷及減值 | AMORTISATION AND IMPAIRMENT | | | | | | | |
| 於2022年1月1日 | At 1 January 2022 | (55,428) | (1,559) | (243,048) | (126,408) | (50,184) | (1,433) | (478,060) |
| 年內撥備 | Provided for the year | (48,489) | - | (273,415) | (9,136) | - | (2) | (331,042) |
| 匯率調整 | Exchange adjustment | - | - | (1,148) | - | - | - | (1,148) |
| 年內確認的減值損失 (附註38) | Impairment loss recognised in the year (note 38) | - | - | (1,034,791) | - | - | - | (1,034,791) |
| 出售附屬公司(附註37) | Disposal of subsidiaries (note 37) | 1,688 | - | - | - | - | - | 1,688 |
| 於2022年12月31日 | At 31 December 2022 | (102,229) | (1,559) | (1,552,402) | (135,544) | (50,184) | (1,435) | (1,843,353) |
| 年內撥備 | Provided for the year | (48,081) | - | (60,345) | (9,136) | - | (41) | (117,603) |
| 匯率調整 | Exchange adjustment | - | - | (878) | - | - | - | (878) |
| 撇銷 | Written off | 3,324 | - | - | - | - | - | 3,324 |
| 於2023年12月31日 | At 31 December 2023 | (146,986) | (1,559) | (1,613,625) | (144,680) | (50,184) | (1,476) | (1,958,510) |
| 賬面值 | CARRYING VALUES | | | | | | | |
| 於2023年12月31日 | At 31 December 2023 | 223,859 | - | 15,787 | 66,188 | 129,665 | - | 435,499 |
| 於2022年12月31日 | At 31 December 2022 | 272,133 | - | 75,791 | 75,324 | 129,665 | 41 | 552,954 |

19. 無形資產 (續)

所收購之業務關係而產生的無形資產乃根據預期自各客戶產生的收入時間予以攤銷。

附註：

- (a) 軟件包括因本集團於2021年5月30日完成收購上海添璣網絡服務有限公司(「添璣網絡」)而確認的由添璣網絡開發的線上工具及平台，其為本集團提供軟件以將該等工具及平台整合至本集團的業務，進而增強本集團的線上房地產交易服務。
- (b) 於2021年11月24日，本集團完成收購TM Home，其為TM Home提供於2027年前以天貓品牌建立及運營一個線上房地產營銷及營銷交易服務平台的獨家經營權。收購成本於收購日期確認為無形資產人民幣1,270,796,000元。獨家經營權根據本公司與阿里巴巴(中國)網絡技術有限公司訂立的日期為2021年9月1日的協議按可使用年期於六年內攤銷。截至2022年12月31日止年度，根據TM Home的使用價值計算，鑒於TM Home可能因債務重組計劃而終止營運，獨家合作權利已悉數減值，詳情請參閱附註38。
- (c) 樂居的品牌代表樂居集團於聲譽及認可度方面可能產生的潛在經濟利益，並按因收購樂居產生的公允價值人民幣179,849,000元確認為無形資產。

樂居的品牌預計可產生現金流入淨額的期間於可預見未來並無設限。

因此，本集團管理層認為該品牌具無限使用年期。品牌在其可使用年期被釐定為有限之前不予攤銷。相反，其將每年及當可能已出現減值跡象時進行減值測試。減值測試的詳情於附註38披露。

19. INTANGIBLE ASSETS (Continued)

Intangible assets resulting from the acquired business relationship are amortised based on the timing of the revenue expected to be derived from the respective customer.

Notes:

- (a) Included in the software were online tools and platform developed by Shanghai Tianji Network Service Co., Ltd. ("Tianji Network") recognised as a result from the Group's acquisition of Tianji Network completed on 30 May 2021, which provide the Group with software to incorporate these tools and platforms into its operations to enhance its online real estate transaction services.
- (b) On 24 November 2021, the Group completed the acquisition of TM Home, which provide TM Home with exclusive operation right to build and operate an online real estate marketing and marketing transaction service platform under the Tmall brand through 2027. The acquisition cost was recognised as an intangible asset as at the date of acquisition with RMB1,270,796,000. The exclusive operation rights are amortised over the useful life of six years, according to the agreement dated 1 September 2021 between the Company and Alibaba (China) Network Technology Co., Ltd. For the year ended 31 December 2022, based on the value-in-use calculation of TM Home, the exclusive cooperative rights were fully impaired considering the operation of TM Home may be discontinued subject to the debt restructuring plan, please refer to note 38 for details.
- (c) Brand name of Leju represents the potential economic benefits to be generated from reputation and recognition on Leju Group. It was recognised as an intangible asset at its fair value of RMB179,849,000 resulting from the acquisition to Leju.

There is no foreseeable limit to the period which the brand name of Leju is expected to generate net cash inflow.

As a result, the brand name is considered by the management of the Group as having an indefinite useful life. The brand name will not be amortised until its useful life is determined to be finite. Instead it will be tested for impairment annually and whenever there is an indication that it may be impaired. Particulars of the impairment testing are disclosed in note 38.

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20. 於聯營公司權益

20. INTERESTS IN ASSOCIATES

| | | 2023年 人民幣千元 2023 RMB'000 | 2022年 人民幣千元 2022 RMB'000 |
|----------|-----------------------------------|-----------------------------------|-----------------------------------|
| 投資成本，未上市 | Cost of investments, unlisted | 64,127 | 62,127 |
| 應佔收購後業績 | Share of post-acquisition results | 8,979 | 7,017 |
| | | 73,106 | 69,144 |

於2022年及2023年12月31日，本集團於主要聯營公司的權益詳情如下：

Details of the Group's interests in major associates as at 31 December 2022 and 2023 are as follows:

| 公司名稱 Name of Company | 註冊國家 Country of registration | 經營地點 Place of operation | 繳足註冊資本 Paid up Registered capital | 本集團所持所有權權益比率 於12月31日 Proportion of ownership interest held by the Group As at 31 December | | 本集團所持投票權比率 於12月31日 Proportion of voting rights held by the Group As at 31 December | | 主要活動 Principal activity |
|---|---------------------------------|----------------------------|--------------------------------------|--|---------------|---|---------------|--|
| | | | | 2023年 2023 | 2022年 2022 | 2023年 2023 | 2022年 2022 | |
| 深圳大海智地投資管理有限公司 Shenzhen Dahai Zhide Management Co., Ltd.* (深圳大海智地投資管理有限公司) | 中國 the PRC | 中國 the PRC | 人民幣 30,000,000元 RMB30,000,000 | 20.00% | 20.00% | 20.00% | 20.00% | 投資管理 Investment management |
| 匯升資產管理有限公司(「匯升資產」)(附註) Up Capital Asset Management Limited (匯升資產管理有限公司) ("Up Capital") (note) | 英屬處女群島 the BVI | 英屬處女群島 the BVI | 人民幣 11,206,000元 RMB11,206,000 | 34.99% | 34.99% | 34.99% | 34.99% | 資產管理、證券交易及諮詢 Asset management, dealing and advertising in securities |
| 上海淳毓科技信息技術有限公司 Shanghai Chunyu Information Technology Co., Ltd.* (上海淳毓科技信息技術有限公司) | 中國 the PRC | 中國 the PRC | 人民幣 5,600,000元 RMB5,600,000 | 40.00% | 40.00% | 40.00% | 40.00% | 計算機信息技術諮詢服務 Computer information technology consulting service |
| 廣州雲智易物聯網有限公司 Guangzhou Xlink IOT Technology Ltd.* (廣州雲智易物聯網有限公司) | 中國 the PRC | 中國 the PRC | 人民幣 11,800,000元 RMB11,800,000 | 16.37% | 17.60% | 16.37% | 17.60% | 信息系統集成服務 Information system integration services |
| 上海春泥創展私募基金管理有限公司 Shanghai Chunni Chuangzhan Private Equity Fund Management Co., Ltd.* (上海春泥創展私募基金管理有限公司) | 中國 the PRC | 中國 the PRC | 人民幣 20,000,000元 RMB20,000,000 | 20.00% | - | 20.00% | - | 投資基金管理、創業投資基金管理 Investment fund management, venture capital fund management |

* English name is for the identification purpose only

20. 於聯營公司權益 (續)

附註：

於2019年12月，本集團訂立股權轉讓協議，據此，本集團將收購匯升額外30.01%的股權，對價為37,955,000港元（相當於人民幣34,000,000元）。於2023年及2022年12月31日，有關款項已由本集團支付，並計入為附註21的非流動預付款項。

20. INTERESTS IN ASSOCIATES (Continued)

Note:

In December 2019, the Group entered into an equity transfer agreement pursuant to which the Group will acquire additional 30.01% equity interest of Up Capital at a consideration of HK\$37,955,000 (equivalent to RMB34,000,000). As at 31 December 2023 and 2022, such amount had been paid by the Group and was included as non-current prepayments in note 21.

21. 應收賬款、應收票據、其他非流動資產及其他應收款項

21. ACCOUNTS RECEIVABLES, BILLS RECEIVABLES, OTHER NON-CURRENT ASSETS AND OTHER RECEIVABLES

| | | 2023年 人民幣千元 2023 RMB'000 | 2022年 人民幣千元 2022 RMB'000 |
|------------------------------|--|-----------------------------------|-----------------------------------|
| 按攤銷成本計量的應收賬款及 應收票據 | Accounts receivables and bills receivables measured at amortised cost | 549,100 | 598,460 |
| 減：按攤銷成本計量的應收賬款及 應收票據的虧損撥備 | Less: Loss allowance for accounts receivables and bills receivables measured at amortised cost | (536,944) | (574,871) |
| 按攤銷成本計量的應收賬款及 應收票據總額 | Total accounts receivables and bills receivables measured at amortised cost | 12,156 | 23,589 |
| 已付房地產開發商的按金 (附註) | Deposits paid to property developers (note) | | |
| — 流動 | — current | 2,129,690 | 2,083,309 |
| — 非流動 | — non-current | — | 11,595 |
| 預付款項 | Prepayments | | |
| — 流動 | — current | 1,233,079 | 1,421,231 |
| — 非流動 | — non-current | 34,000 | 34,000 |
| 租賃定金 | Rental deposits | | |
| — 流動 | — current | 14,984 | 20,213 |
| — 非流動 | — non-current | 6,547 | 14,781 |
| 貸款安排 | Loan arrangement | | |
| — 流動 | — current | 45,310 | 44,741 |
| — 非流動 | — non-current | 353,420 | 348,388 |
| 收購物業及設備的已付按金 (非流動) | Deposits paid for acquisition of property and equipment (non-current) | 316,671 | 310,183 |
| 長期遞延開支(非流動) | Long-term deferred expenses (non-current) | 3,702 | 4,416 |
| 其他應收款項 — 其他(流動) | Other receivables – others (current) | 28,461 | 34,826 |
| 向員工墊款 | Advance to staff | 1,739 | 2,058 |
| 租賃應收款項 | Lease receivables | 54,792 | 62,098 |

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21. 應收賬款、應收票據、其他非流動資產及其他應收款項(續)

21. ACCOUNTS RECEIVABLES, BILLS RECEIVABLES, OTHER NON-CURRENT ASSETS AND OTHER RECEIVABLES (Continued)

| | | 2023年 人民幣千元 2023 RMB'000 | 2022年 人民幣千元 2022 RMB'000 |
|-------------------------------|--|-----------------------------------|-----------------------------------|
| 其他應收款項 — 來自贖回可換股票據的應收款項(流動) | Other receivables – receivables from redemption of a convertible note (current) | 25,589 | 25,589 |
| | | 4,247,984 | 4,417,428 |
| 減：以攤銷成本計量的其他應收款項及其他非流動資產的虧損撥備 | Less: Loss allowance for other receivables and other non-current assets measured at amortised cost | (3,886,637) | (3,833,727) |
| | | 361,347 | 583,701 |
| 應收賬款、應收票據、其他非流動資產及其他應收款項總額 | Total accounts receivables, bills receivables, other non-current assets and other receivables | 373,503 | 607,290 |
| 綜合財務狀況表內所披露其他非流動資產及其他應收款項： | Other non-current assets and other receivables disclosed in the consolidated statement of financial position as: | | |
| — 流動 | – current | 330,127 | 512,143 |
| — 非流動 | – non-current | 31,220 | 71,558 |
| | | 361,347 | 583,701 |

附註：

該款項主要指本集團支付予其物業開發商的誠意金，用以使本集團開展一手房代理服務項目，按金可於以下兩項的較早期間解除：(i)各協議協定的期間；或(ii)於各協議完成後。於2023年12月31日，概無支付予物業開發商的誠意金(2022年12月31日：人民幣11,595,000元)預期將於報告期末十二個月後解除。

Note:

Amount mainly represents earnest deposits paid by the Group to its property developers enabling the Group to carry out the real estate agency services in the primary market projects, which will be released to the Group at the earlier of (i) period agreed in the respective agreements or (ii) upon completion of the respective agreements. At 31 December 2023, no earnest deposits paid to property developers (31 December 2022: RMB11,595,000) are expected to be released twelve months after the end of the reporting period.

21. 應收賬款、應收票據、其他非流動資產及其他應收款項(續)

於符合有關協議的條款及條件並開具有關發票後，本集團允許其所有客戶享有90日(2022年：90日)的信貸期。

以下為根據報告期間末提供數字營銷服務的日期(大致為各收入確認日期)呈列的應收賬款(扣除虧損撥備)的賬齡分析：

| | | 2023年 人民幣千元 2023 RMB'000 | 2022年 人民幣千元 2022 RMB'000 |
|------|---------------|-----------------------------------|-----------------------------------|
| 一年以內 | Within 1 year | — | 8,167 |
| 一至兩年 | 1 – 2 years | — | 7,930 |
| 兩年以上 | Over 2 years | 12,156 | 7,297 |
| | | 12,156 | 23,394 |

於2023年12月31日，本集團應收賬款結餘包括賬面總額為人民幣12,156,000元(2022年：人民幣19,367,000元)的債務，其於報告日期已逾期。過往逾期結餘中，人民幣12,156,000元(2022年：人民幣18,931,000元)已逾期90日以上，惟未被視為違約，原因是本集團管理層根據歷史結算模式、行業慣例及本集團歷史實際虧損經驗，已評估該等逾期90日債務人的客戶結算概率很高。本集團管理層認為倘該等應收款項賬齡已逾2年，違約風險變得很高且已違約。

21. ACCOUNTS RECEIVABLES, BILLS RECEIVABLES, OTHER NON-CURRENT ASSETS AND OTHER RECEIVABLES (Continued)

The Group allows all of its customers a credit period of 90 days (2022: 90 days) upon satisfaction of the terms and conditions of the relevant agreements and relevant invoices have been issued.

The following is an aged analysis of accounts receivables, net of loss allowance, presented based on the dates of rendering the services for the digital marketing service at the end of the reporting period, which approximated the respective revenue recognition dates:

As at 31 December 2023, included in the Group's accounts receivables balance were debtors with aggregate carrying amount of RMB12,156,000 (2022: RMB19,367,000) which were past due as at the reporting date. Out of the past due balances, RMB12,156,000 (2022: RMB18,931,000) had been past due over 90 days, which was not considered as in default because the management of the Group, according to the historical settlement pattern, industry practice and the Group's historical actual loss experience, had assessed that the probability of settlement from their customers was high in respect of those debtors which had been past due over 90 days. The management of the Group considered that the risk of default became high and defaulted when those debtors had been aged over 2 years.

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21. 應收賬款、應收票據、其他非流動資產及其他應收款項(續)

於應收賬款到期後，本集團若干客戶將向本集團簽發商業票據以結清其應收賬款。本集團的應收票據指於報告期末尚未到期的手頭應收票據。截至2022年及2023年12月31日止年度，本集團並未向任何交易對手背書任何已收票據，且並未向任何銀行及／或金融機構貼現任何票據。

在接納任何新客戶前，本集團會評估潛在客戶的信貨質素，從而確定客戶的信貨額度。客戶的信貨額度及獲授的信貸期會定期進行審核。本集團已確認就應收賬款(作為抵押品而獲得的房地產物業應收賬款除外)的未結清餘額作出超過50%的預期信貸損失撥備，該等未結清餘額產生自(i)正常風險類客戶，其賬齡自收入確認日期起已超過兩年；及(ii)較高風險類客戶，本集團管理層已評估該等客戶，基於過往經驗及結算模式，管理層認為有關賬款通常不可收回。

於2023年12月31日，本集團應收賬款包括賬面總額為人民幣10,336,000元(2022年：人民幣28,917,000元)的款項，本集團已就該等結餘獲得房地產物業抵押品。

倘本集團的客戶使用房地產物業作為抵押品以部分或悉數結清未支付的應收賬款，本集團將根據當前市價對房地產物業的公允價值進行評估並與本集團客戶達成一致意見。截至2023年12月31日止年度，本集團獲得公允價值為人民幣2,607,000元(2022年：人民幣2,814,000元)的房地產物業，並將該等房地產物業確認為投資物業，將相應款項計入應收賬款。

21. ACCOUNTS RECEIVABLES, BILLS RECEIVABLES, OTHER NON-CURRENT ASSETS AND OTHER RECEIVABLES (Continued)

Upon maturity of the accounts receivables, certain of the Group's customers would issue commercial bills to the Group to settle its accounts receivables. The Group's bills receivables represent bills receivables on hand which are not yet due at the end of the reporting period. During the year ended 31 December 2022 and 2023, the Group did not endorse any of the bills received to any counterparties nor discount any of the bills to any banks and/or financial institutions.

Before accepting any new customer, the Group assesses the potential customer's credit quality and defines credit limits by customer. Credit limits attributed to customers and credit term granted to customers are reviewed regularly. The Group has recognised ECL allowance of above 50% on the outstanding balance of accounts receivables (except for those with real estate properties obtained as collateral) arising from (i) normal risk type customers of which were aged over 2 years since the revenue recognition date and (ii) higher risk type customers, because they were assessed by the management of the Group generally not recoverable based on their historical experience and settlement patterns.

As at 31 December 2023, included in the Group's accounts receivables, an aggregate carrying amount of RMB10,336,000 (2022: RMB28,917,000) of which the Group obtained collateral of real estate properties over these balances.

When the Group's customer uses real estate property as collateral to settle the outstanding accounts receivables in partial or in full, the Group will assess the fair value of real estate property based on the recent market prices and as agreed with the Group's customer. During the year ended 31 December 2023, the Group received real estate properties with fair value of RMB2,607,000 (2022: RMB2,814,000) and recognised these real estate properties as investment properties, with the corresponding amount credited to accounts receivables.

21. 應收賬款、應收票據、其他非流動資產及其他應收款項(續)

以下為應收票據(扣除虧損撥備、按於報告期末應收票據的剩餘到期日期呈列)的到期日分析。

| | 2023年 人民幣千元 2023 RMB'000 | 2022年 人民幣千元 2022 RMB'000 |
|--------|-----------------------------------|-----------------------------------|
| 180日以內 | - | 195 |

就應收賬款及應收票據確認的全期預期信貸損失變動

21. ACCOUNTS RECEIVABLES, BILLS RECEIVABLES, OTHER NON-CURRENT ASSETS AND OTHER RECEIVABLES (Continued)

The following is a maturity analysis of bills receivables, net of loss allowance, presented based on the remaining dates to maturity of bills receivables at the end of the reporting period.

Movement in lifetime ECL that has been recognised for accounts receivables and bills receivables

| | | 非信貸減值 人民幣千元 Not credit- impaired RMB'000 | 信貸減值 人民幣千元 Credit- impaired RMB'000 | 總計 人民幣千元 Total RMB'000 |
|--------------------|---|--|---|---------------------------------|
| 於2022年1月1日 | At 1 January 2022 | 2,529 | 520,712 | 523,241 |
| 轉入信貸減值 | Transfer to credit-impaired | (2,341) | 2,341 | - |
| 確認減值損失淨額 (附註9A) | Net impairment losses recognised (note 9A) | 13,983 | 48,943 | 62,926 |
| 撤銷 | Write off | - | (11,296) | (11,296) |
| 於2022年12月31日 | At 31 December 2022 | 14,171 | 560,700 | 574,871 |
| 撥回減值損失 (附註9A) | Reversal of impairment loss (note 9A) | (12,416) | (11,457) | (23,873) |
| 撤銷 | Write off | - | (14,054) | (14,054) |
| 於2023年12月31日 | At 31 December 2023 | 1,755 | 535,189 | 536,944 |

由於應收款項重新分類後轉至按公允價值計量並計入其他全面收益儲備，於2022年及2023年12月31日的金額僅代表樂居集團的金額。

Due to the transfer to FVTOCI reserves upon Reclassification of Receivable, the amounts at 31 December 2022 and 2023 only represent those of Leju Group.

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21. 應收賬款、應收票據、其他非流動資產及其他應收款項（續）

就其他應收款項及其他非流動資產確認的預期信貸損失變動

21. ACCOUNTS RECEIVABLES, BILLS RECEIVABLES, OTHER NON-CURRENT ASSETS AND OTHER RECEIVABLES (Continued)

Movement in ECL that has been recognised for other receivables and other non-current assets

| | | 12個月的 預期信貸損失 人民幣千元 | 全期預期 信貸損失－ 無信貸減值 人民幣千元 | 全期預期 信貸損失－ 信貸減值 人民幣千元 | 總計 人民幣千元 |
|--------------------|---|--------------------------|--|--|------------------|
| | | 12m ECL RMB'000 | Lifetime ECL not credit- impaired RMB'000 | Lifetime ECL credit- impaired RMB'000 | Total RMB'000 |
| 於2022年1月1日 | At 1 January 2022 | 85,683 | – | 3,587,294 | 3,672,977 |
| 確認減值損失淨額 (附註9A) | Net impairment losses recognised (note 9A) | 169,121 | – | 106,139 | 275,260 |
| 撤銷 | Written off | – | – | (114,510) | (114,510) |
| 於2022年12月31日 | At 31 December 2022 | 254,804 | – | 3,578,923 | 3,833,727 |
| 確認減值損失淨額 (附註9A) | Net impairment losses recognised (note 9A) | 18,910 | – | 34,000 | 52,910 |
| 於2023年12月31日 | At 31 December 2023 | 273,714 | – | 3,612,923 | 3,886,637 |

22. 應收／(應付)關聯方款項

根據附註21及附註23所披露，本集團應收(應付)關聯方款項包括應收(應付)關聯方的款項，但不包括應收一名關聯方票據，有關詳情載列如下。

22. AMOUNTS DUE FROM/(TO) RELATED PARTIES

The Group's amounts due from (to) related parties comprised of amounts due from (to) related parties but excluded bills receivables from a related party as disclosed in notes 21 and 23, details of which are set out below.

| | | 2023年 人民幣千元 2023 RMB'000 | 2022年 人民幣千元 2022 RMB'000 |
|---------------|---|-----------------------------------|-----------------------------------|
| 資產 | Assets | | |
| 應收關聯方款項，分析如下： | Amounts due from related parties, analysed as: | | |
| — 貿易性質結餘 | — Trade nature balance | 205,205 | 170,970 |
| 減：虧損撥備 | Less: Loss allowance | (164,559) | (169,172) |
| | | 40,646 | 1,798 |
| — 非貿易性質結餘 | — Non-trade nature balance | 18,518 | 27,672 |
| 減：虧損撥備 | Less: Loss allowance | (1) | (203) |
| | | 18,517 | 27,469 |
| | | 59,163 | 29,267 |
| 於綜合財務狀況表披露為： | Disclosed in the consolidated statement of financial position as: | | |
| — 流動資產 | — Current assets | 59,117 | 28,845 |
| — 非流動資產 | — Non-current assets | 46 | 422 |
| | | 59,163 | 29,267 |

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22. 應收／(應付)關聯方款項(續)

本集團關聯方詳列如下：

22. AMOUNTS DUE FROM/(TO) RELATED PARTIES (Continued)

Below details the list of related parties of the Group:

| | | 關係 Relationship |
|------------------------------|--|--------------------|
| 中國恒大集團有限公司的聯屬公司 | China Evergrande Group Co., Ltd.'s affiliates (中國恒大集團有限公司的聯屬公司) | Note i 附註i |
| 萬科企業股份有限公司的聯屬公司 | China Vanke Co., Ltd.'s affiliates (萬科企業股份有限公司的聯屬公司) | Note i 附註i |
| 阿里巴巴集團控股有限公司的聯屬公司 | Alibaba Group Holding Limited's affiliates (阿里巴巴集團控股有限公司的聯屬公司) | Note i 附註i |
| 華僑城(亞洲)控股有限公司的聯屬公司 | Overseas Chinese Town (Asia) Holding Limited's affiliates (華僑城(亞洲)控股有限公司的聯屬公司) | Note i 附註i |
| 蘇州微點商務信息諮詢有限公司 | Suzhou Weidian Business Information Consulting Co., Ltd.* (蘇州微點商務信息諮詢有限公司) | Note i 附註i |
| 易居(中國)企業管理集團有限公司 (「易居管理」) | E-House (China) Enterprise Management Group Ltd.* ("E-House Management") (易居(中國)企業管理集團有限公司) | Note i 附註i |
| 北京易傑優企業管理諮詢有限公司 (「北京易傑」) | Beijing Yijieyou Enterprise Management Consultancy Co., Ltd.* ("Beijing EJU") (北京易傑優企業管理諮詢有限公司) | Note i 附註i |
| 上海太德文化傳播有限公司 | Shanghai Ted Culture Communication Co., Ltd.* (上海太德文化傳播有限公司) | Note i 附註i |
| 中國房產信息集團 | China Real Estate Information Corporation* (中國房產信息集團) | Note i 附註i |
| 亦可網絡科技(上海)有限公司 | Yike Network Technology (Shanghai) Co., Ltd.* (亦可網絡科技(上海)有限公司) | Note i 附註i |
| 克而瑞商業地產信息有限公司 | CRIC Commercial Information Co. Ltd.* (克而瑞商業地產信息有限公司) | Note i 附註i |
| 易居中國控股有限公司 | E-House (China) Holdings Co. Ltd.* (易居中國控股有限公司) | Note i 附註i |

22. 應收／(應付)關聯方款項(續)

22. AMOUNTS DUE FROM/(TO) RELATED PARTIES (Continued)

| | | 關係 Relationship |
|----------------|---|--------------------|
| 上海帷米商務信息諮詢有限公司 | Shanghai Weimi Business Information Consulting Co., Ltd.* (上海帷米商務信息諮詢有限公司) | Note i 附註i |
| 上海熠聚信息科技有限公司 | Shanghai Yiju Information Technology Co., Ltd.* (上海熠聚信息科技有限公司) | Note i 附註i |
| 北京中物研協信息科技有限公司 | Beijing Zhongwu Yanxie Information Technology Co., Ltd.* (北京中物研協信息科技有限公司) | Note i 附註i |
| 上海寶庫信息技術有限公司 | Shanghai Baoku Information Technology Co., Ltd.* (上海寶庫信息技術有限公司) | Note i 附註i |
| 杭州帷惠信息科技有限公司 | Hangzhou Yinghui Information Technology Co., Ltd.* (杭州帷惠信息科技有限公司) | Note i 附註i |

* English name is for identification purpose only

附註：

(i) 由本公司股東控制的實體，其對本公司實施重大影響力。

Note:

(i) Entities controlled by shareholders of the Company which exercises significant influence over the Company.

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22. 應收／(應付)關聯方款項(續)

(a) 應收關聯方款項

應收關聯方貿易性質款項詳情披露如下：

| | | 2023年 人民幣千元 2023 RMB'000 | 2022年 人民幣千元 2022 RMB'000 |
|--------------|---|-----------------------------------|-----------------------------------|
| 附註 <i>i</i> | Note <i>i</i> | 40,646 | 1,798 |
| | | 2023年 人民幣千元 2023 RMB'000 | 2022年 人民幣千元 2022 RMB'000 |
| 應收關聯方貿易性質款項： | Amounts due from related parties of trade nature: | | |
| — 應收賬款 | — Accounts receivables | 6 | 145 |
| — 預付款項 | — Prepayments | 40,640 | 1,653 |
| | | 40,646 | 1,798 |

於完成有關協議的條款及條件後，樂居集團就全部貿易性質交易允許其全部關聯方享有90日(2022年：90日)的信貸期，而本公司及其他附屬公司允許其全部關聯方享有30日(2022年：30日)的信貸期。

22. AMOUNTS DUE FROM/(TO) RELATED PARTIES (Continued)

(a) Amounts due from related parties

Particulars of the amounts due from related parties of trade nature are disclosed as follows:

| | | 2023年 人民幣千元 2023 RMB'000 | 2022年 人民幣千元 2022 RMB'000 |
|--------------|---|-----------------------------------|-----------------------------------|
| 附註 <i>i</i> | Note <i>i</i> | 40,646 | 1,798 |
| | | 2023年 人民幣千元 2023 RMB'000 | 2022年 人民幣千元 2022 RMB'000 |
| 應收關聯方貿易性質款項： | Amounts due from related parties of trade nature: | | |
| — 應收賬款 | — Accounts receivables | 6 | 145 |
| — 預付款項 | — Prepayments | 40,640 | 1,653 |
| | | 40,646 | 1,798 |

Leju Group allows all of its related parties a credit period of 90 days (2022: 90 days) while the Company and other subsidiaries allows all of its related parties a credit period of 30 days (2022: 30 days) in respect of all trade nature transactions, upon the completion of the terms and conditions of the relevant agreements.

22. 應收／(應付)關聯方款項(續)

(a) 應收關聯方款項(續)

以下為根據報告期間未提供服務的日期及達成一手房代理服務中更高佣金的銷售目標的日期(大致為各收入確認日期)呈列的應收關聯方貿易性質款項－應收賬款(扣除虧損撥備)的賬齡分析：

一年以內 Within 1 year

於接受與關聯方的任何新交易前，本集團評估潛在關聯方的信貸質素並規定關聯方的信貸額度。關聯方的信貸額度及授予關聯方的信貸期受定期審閱。

22. AMOUNTS DUE FROM/(TO) RELATED PARTIES (Continued)

(a) Amounts due from related parties (Continued)

The following is an aged analysis of amounts due from related parties of trade nature – accounts receivables, net of loss allowance, presented based on the dates of rendering the services and the date when the sales target for higher commission was achieved for the real estate agency service in the primary market at the end of the reporting period, which approximated the respective revenue recognition dates:

| | 2023年 人民幣千元 2023 RMB'000 | 2022年 人民幣千元 2022 RMB'000 |
|------|-----------------------------------|-----------------------------------|
| 一年以內 | 6 | 145 |

Before accepting any new transaction with related parties, the Group assesses the potential related party's credit quality and defines credit limits by related party. Credit limits attributed to related parties and credit term granted to related parties are reviewed regularly.

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22. 應收／(應付)關聯方款項(續)

(a) 應收關聯方款項(續)

已就應收關聯方貿易性質款項確認的預期信貸損失變動

22. AMOUNTS DUE FROM/(TO) RELATED PARTIES (Continued)

(a) Amounts due from related parties (Continued)

Movement in ECL that has been recognised for amounts due from related parties of trade nature

| | | 非信貸減值 人民幣千元 Not credit- impaired RMB'000 | 信貸減值 人民幣千元 Credit- impaired RMB'000 | 總計 人民幣千元 Total RMB'000 |
|--------------------|---|--|---|---------------------------------|
| 於2022年1月1日 | At 1 January 2022 | 710 | 145,436 | 146,146 |
| 轉入信貸減值 | Transfer to credit-impaired | (2,104) | 2,104 | - |
| 確認減值損失淨額 (附註9A) | Net impairment loss recognised (note 9A) | 3,794 | 19,232 | 23,026 |
| 於2022年12月31日 | At 31 December 2022 | 2,400 | 166,772 | 169,172 |
| 撥回減值損失 (附註9A) | Reversal of impairment loss (note 9A) | (431) | (4,182) | (4,613) |
| 於2023年12月31日 | At 31 December 2023 | 1,969 | 162,590 | 164,559 |

22. 應收／(應付)關聯方款項(續)

(a) 應收關聯方款項(續)

已就應收關聯方貿易性質款項確認的預期信貸損失變動(續)

應收關聯方非貿易性質款項的詳情披露如下：

22. AMOUNTS DUE FROM/(TO) RELATED PARTIES (Continued)

(a) Amounts due from related parties (Continued)

Movement in ECL that has been recognised for amounts due from related parties of trade nature (Continued)

Particulars of the amounts due from related parties of non-trade nature are disclosed as follows:

| | | 於12月31日 As at 31 December | 於1月1日 As at 1 January |
|--------------|---|-----------------------------------|-----------------------------------|
| | | 2023年 人民幣千元 2023 RMB'000 | 2022年 人民幣千元 2022 RMB'000 |
| 附註 <i>i</i> | Note <i>i</i> | 18,517 | 24,539 |
| 於綜合財務狀況表披露為： | Disclosed in the consolidated statement of financial position as: | | |
| － 流動資產 | － Current assets | 18,471 | 24,047 |
| － 非流動資產 | － Non-current assets | 46 | 492 |
| | | 18,517 | 24,539 |

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22. 應收／(應付)關聯方款項(續)

(a) 應收關聯方款項(續)

已就應收關聯方非貿易性質款項確認的預期信貸損失變動

| | | 2023年 人民幣千元 2023 RMB'000 | 2022年 人民幣千元 2022 RMB'000 |
|--------------------|---|-----------------------------------|-----------------------------------|
| 年初 | At beginning of the year | 203 | 509 |
| 撥回減值損失 淨額(附註9A) | Reversal of impairment loss, net (note 9A) | (202) | (306) |
| 年末 | At end of the year | 1 | 203 |

就應收具有共同董事的關聯方非貿易性質款項而言，於年內未收回的最高款項如下：

| | | 2023年 人民幣千元 2023 RMB'000 | 2022年 人民幣千元 2022 RMB'000 |
|-----|--------|-----------------------------------|-----------------------------------|
| 附註i | Note i | 22,914 | 45,808 |

22. AMOUNTS DUE FROM/(TO) RELATED PARTIES (Continued)

(a) Amounts due from related parties (Continued)

Movement in ECL that has been recognised for amounts due from related parties of non-trade nature

For amounts due from related parties of non-trade nature with common directorship, the maximum amounts outstanding during the year are as follows:

22. 應收／(應付)關聯方款項(續)

(b) 應付關聯方款項

應付關聯方貿易性質款項的詳情披露如下：

| 貿易性質 | Trade nature | 2023年 人民幣千元 2023 RMB'000 | 2022年 人民幣千元 2022 RMB'000 |
|--------------|---|-----------------------------------|-----------------------------------|
| 附註 <i>i</i> | Note <i>i</i> | 121,672 | 239,882 |
| 於綜合財務狀況表披露為： | Disclosed in the consolidated statement of financial position as: | | |
| － 流動負債 | － Current liabilities | 121,672 | 239,882 |
| 應付關聯方貿易性質款項： | Trade nature amounts due to related parties: | | |
| － 應付賬款 | － Accounts payables | 65,547 | 211,813 |
| － 關聯方墊款 | － Advance from related parties | 56,125 | 28,069 |
| | | 121,672 | 239,882 |

22. AMOUNTS DUE FROM/(TO) RELATED PARTIES (Continued)

(b) Amounts due to related parties

Particulars of the amounts due to related parties of trade nature are disclosed as follows:

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22. 應收／(應付)關聯方款項(續)

(b) 應付關聯方款項(續)

以下為應付關聯方貿易性質款項－應付賬款(主要指應付本集團一手房代理服務關聯方的諮詢費用,並無授出一般信貸期且須按要求償還)的賬齡分析。以下為於各報告期末根據本集團所獲服務呈列的應付關聯方貿易性質款項－應付賬款的賬齡分析:

| | | 2023年 人民幣千元 2023 RMB'000 | 2022年 人民幣千元 2022 RMB'000 |
|------|---------------|-----------------------------------|-----------------------------------|
| 一年以內 | Within 1 year | 65,547 | 211,813 |

應付關聯方非貿易性質款項的詳情披露如下:

| 非貿易性質 | Non-trade nature | 2023年 人民幣千元 2023 RMB'000 | 2022年 人民幣千元 2022 RMB'000 |
|-----------------------|--|-----------------------------------|-----------------------------------|
| 附註 <i>i</i> | Note <i>i</i> | 49,683 | 47,334 |
| 於綜合財務狀況表披露為: －流動負債 | Disclosed in the consolidated statement of financial position as: － Current liabilities | 49,683 | 47,334 |

該等款項為非貿易性質、無抵押、免息且須按要求償還。

22. AMOUNTS DUE FROM/(TO) RELATED PARTIES (Continued)

(b) Amounts due to related parties (Continued)

The following is an aged analysis of amounts due to related parties of trade nature – accounts payables mainly represent consulting fee payables to related parties of the Group's real estate agency services in the primary market whereby no general credit terms are granted and repayable on demand. The following is an aged analysis of amounts due to related parties of trade nature – accounts payables presented based on the receipts of services by the Group at the end of each reporting period:

Particulars of the amounts due to related parties of non-trade nature are disclosed as follows:

These amounts are non-trade nature, unsecured, interest free and repayable on demand.

23. 按公允價值計量並計入其他全面收益的應收款項

23. RECEIVABLES AT FVTOCI

| | | 2023年 人民幣千元 2023 RMB'000 | 2022年 人民幣千元 2022 RMB'000 |
|--------------------------|------------------------------------|-----------------------------------|-----------------------------------|
| 按公允價值計量並計入其他全面收益的應收款項包括： | Receivables at FVTOCI comprise: | | |
| – 應收賬款 | – Accounts receivables | 156,054 | 558,131 |
| – 應收票據 | – Bills receivables | 37 | 8,524 |
| – 應收關聯方款項 | – Amounts due from related parties | | |
| – 應收賬款 | – accounts receivables | 133,491 | 129,713 |
| | | 289,582 | 696,368 |

附註：

於2023年12月31日，應收賬款、應收票據及應收關聯方款項－應收賬款的合約總額分別為人民幣3,458,967,000元、人民幣1,306,697,000元及人民幣1,848,673,000元（2022年12月31日：人民幣3,834,727,000元、人民幣1,309,653,000元及人民幣1,835,454,000元）。公允價值與合約總額之間的差額主要是由於預期信貸損失的影響。應收賬款、應收票據及應收關聯方款項－應收賬款計入預期信貸損失的公允價值分別為人民幣3,302,913,000元、人民幣1,306,660,000元及人民幣1,715,182,000元（2022年12月31日：人民幣3,276,596,000元、人民幣1,301,129,000元及人民幣1,705,741,000元）。

Note:

As at 31 December 2023, the gross contractual amount of the account receivables, bills receivables and amounts due from related parties – accounts receivables amounted to RMB3,458,967,000, RMB1,306,697,000 and RMB1,848,673,000 (31 December 2022: RMB3,834,727,000, RMB1,309,653,000 and RMB1,835,454,000), respectively. The difference between the fair value and the gross contractual amount mainly arose from the ECL impact. Included in the fair values of the account receivables, bills receivables and amounts due from related parties – accounts receivables were with ECL amounted to RMB3,302,913,000, RMB1,306,660,000 and RMB1,715,182,000 (31 December 2022: RMB3,276,596,000, RMB1,301,129,000 and RMB1,705,741,000), respectively.

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23. 按公允價值計量並計入其他全面收益的應收款項(續)

於符合有關協議的條款及條件並開具有關發票後，本集團允許其所有客戶享有30日(2022年：30日)的信貸期。

以下為根據報告期間末提供服務的日期及達成一手房代理服務中更高佣金的銷售目標的日期(大致為各收入確認日期)呈列的本集團按公允價值計量並計入其他全面收益的應收賬款之公允價值(包括應收獨立第三方及關聯方款項)的賬齡分析：

23. RECEIVABLES AT FVTOCI (Continued)

The Group allows all of its customers a credit period of 30 (2022: 30) days upon satisfaction of the terms and conditions of the relevant agreements and relevant invoices have been issued.

The following is an aged analysis of the fair value of the Group's accounts receivables at FVTOCI (including both amounts due from independent third parties and related parties), presented based on the dates of rendering the services and the dates when the sales target for higher commission was achieved for the real estate agency service in the primary market at the end of the reporting period, which approximated the respective revenue recognition dates:

| | | 2023年 人民幣千元 2023 RMB'000 | 2022年 人民幣千元 2022 RMB'000 |
|------|---------------|-----------------------------------|-----------------------------------|
| 一年以內 | Within 1 year | 114,011 | 379,213 |
| 一至兩年 | 1 – 2 years | 49,616 | 154,859 |
| 兩年以上 | Over 2 years | 125,918 | 153,772 |
| | | 289,545 | 687,844 |

23. 按公允價值計量並計入其他全面收益的應收款項 (續)

於2023年12月31日，本集團按公允價值計量並計入其他全面收益的應收賬款(包括應收獨立第三方及關聯方款項)為賬面總額為人民幣245,953,000元(2022年12月31日：人民幣503,103,000元)的債務，其於報告日期已逾期。過往逾期結餘中，人民幣175,534,000元(2022年12月31日：人民幣433,596,000元)已逾期90日以上，惟未被視為違約，原因是本集團管理層根據歷史結算模式、行業慣例及本集團歷史實際虧損經驗，已評估該等逾期90日債務人的客戶結算概率很高。本集團管理層認為倘該等應收款項賬齡已逾2年，違約風險變得很高且已違約。

在接納任何新客戶前，本集團會評估潛在客戶的信貨質素，從而確定客戶的信貨額度。客戶的信貨額度及獲授的信貨期會定期進行審核。本集團已確認就應收賬款(作為抵押品而獲得的房地產物業應收賬款除外)的未結清餘額作出100%的預期信貸損失準備，該等未結清餘額產生自(i)正常風險類客戶，其賬齡自收入確認日期起已超過兩年；及(ii)較高風險類客戶，本集團管理層已評估該等客戶，基於過往經驗及結算模式，管理層認為有關賬款通常不可收回。

23. RECEIVABLES AT FVTOCI (Continued)

As at 31 December 2023, included in the Group's accounts receivables at FVTOCI (including both amounts due from independent third parties and related parties) were debtors with aggregate carrying amount of RMB245,953,000 (31 December 2022: RMB503,103,000) which were past due as at the reporting date. Out of the past due balances, RMB175,534,000 (31 December 2022: RMB433,596,000) had been past due over 90 days, which was not considered as in default because the management of the Group, according to the historical settlement pattern, industry practice and the Group's historical actual loss experience, had assessed that the probability of settlement from their customers was high in respect of those debtors which had been past due over 90 days. The management of the Group considered that the risk of default became high and defaulted when those debtors had been aged over 2 years.

Before accepting any new customer, the Group assesses the potential customer's credit quality and defines credit limits by customer. Credit limits attributed to customers and credit term granted to customers are reviewed regularly. The Group has recognised ECL allowance of 100% on the outstanding balance of accounts receivables (except for those with real estate properties obtained as collateral) arising from (i) normal risk type customers of which were aged over 2 years since the revenue recognition date and (ii) higher risk type customers, because they were assessed by the management of the Group generally not recoverable based on their historical experience and settlement patterns.

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23. 按公允價值計量並計入其他全面收益的應收款項(續)

於2023年12月31日，本集團按公允價值計量並計入其他全面收益的應收款項總公允價值為人民幣20,817,000元(2022年12月31日：人民幣24,229,000元)，本集團已就該等結餘獲得房地產物業抵押品。

倘本集團的客戶使用房地產物業作為抵押品以部分或悉數結清未支付的按公允價值計量並計入其他全面收益的應收款項，本集團將根據當前市價對房地產物業的公允價值進行評估並與本集團客戶達成一致意見。截至2023年12月31日止年度，本集團獲得公允價值為人民幣6,587,000元(2022年12月31日：人民幣3,179,000元)的房地產物業，並將該等房地產物業確認為投資物業，將相應款項計入按公允價值計量並計入其他全面收益的應收款項。

以下為本集團按公允價值計量並計入其他全面收益的應收票據之公允價值(包括獨立第三方及關聯方)(按於報告期末應收票據的剩餘到期日期呈列)的到期日分析。

23. RECEIVABLES AT FVTOCI (Continued)

As at 31 December 2023, included in the Group's receivables at FVTOCI with aggregate fair value of RMB20,817,000 (31 December 2022: RMB24,229,000) of which the Group obtained collateral of real estate properties over these balances.

When the Group's customer uses real estate property as collateral to settle the outstanding receivables at FVTOCI in partial or in full, the Group will assess the fair value of real estate property based on the recent market prices and as agreed with the Group's customer. During the year ended 31 December 2023, the Group received real estate properties with fair value of RMB6,587,000 (31 December 2022: RMB3,179,000) and recognised these real estate properties as investment properties, with the corresponding amount credited to receivables at FVTOCI.

The following is a maturity analysis of the fair value of the Group's bills receivables at FVTOCI (including both independent third parties and related parties), presented based on the remaining dates to maturity of bills receivables at the end of the reporting period.

| | 2023年 人民幣千元 2023 RMB'000 | 2022年 人民幣千元 2022 RMB'000 |
|--------|-----------------------------------|-----------------------------------|
| 180日以內 | 37 | 8,524 |

24. 以公允價值計量並計入損益的金融資產

24. FINANCIAL ASSETS AT FVTPL

| | | 2023年 人民幣千元 2023 RMB'000 | 2022年 人民幣千元 2022 RMB'000 |
|----------------------|--|-----------------------------------|-----------------------------------|
| 於聯交所上市的股本證券 (附註a) | Equity securities listed in the Stock Exchange (note a) | 9,575 | 19,436 |
| 私募股權投資(附註b) | Investment in private equity funds (note b) | 40,981 | 60,397 |
| | | 50,556 | 79,833 |

附註：

(a) 於2022年及2023年12月31日，本集團所持該等上市公司的股權不足該等公司已發行股份的5%，故本集團並無對該等公司實施重大影響力。

截至2022年及2023年12月31日止年度，若干上市公司暫停市場交易。本集團管理層估計，概無釐定截至2022年及2023年12月31日的公允價值的基準。根據目前可得的事實及情況，該等金融資產的公允價值釐定為零元。

(b) 於2022年及2023年12月31日的結餘主要指本集團的私募股權基金投資。截至2022年及2023年12月31日止年度，本集團並無購買或出售任何私募股權基金。

Notes:

(a) As at 31 December 2022 and 2023, the Group's shareholding in these listed companies are less than 5% of their issued shares and the Group does not exercise significant influence over them.

During the year ended 31 December 2022 and 2023, certain listed companies suspended in the market. The management of the Group estimated that there was no basis to determine the fair value as at 31 December 2022 and 2023. Based on the facts and circumstances currently available, the fair value of such financial assets are determined to be nil.

(b) The balance as at 31 December 2022 and 2023 mainly represented the Group's investment in private equity funds. During the year ended 31 December 2022 and 2023, the Group did not purchase or sell any private equity fund.

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25. 受限制銀行結餘以及銀行結餘及現金

受限制銀行結餘

於2023年12月31日，受限制銀行結餘主要分別為(i)自房地產經紀網絡服務分部的物業買家收取而尚未轉賬予物業賣家的銀行結餘。相應負債已記錄為其他應付款項中代物業賣家收款，(ii)人民幣43,552,000元(2022年：人民幣29,744,000元)(若干訴訟的全額爭議金額及最大賠償)因相關法律訴訟被法院凍結，並以受限制銀行結餘入賬。

受限制銀行結餘按固定利率每年0.25%(2022年：0.25%)計息。

銀行結餘及現金

銀行結餘按當前市場利率介乎每年0.04%至2.00%(2022年：0.04%至1.50%)計息。

本集團以相關集團實體功能貨幣以外的貨幣計值的大部分受限制銀行結餘以及銀行結餘及現金載列如下：

25. RESTRICTED BANK BALANCES AND BANK BALANCES AND CASH

Restricted bank balances

As at 31 December 2023, the restricted bank balances mainly represented (i) the receipts of bank balances from property buyers in respect of the real estate brokerage network services segment which had not yet been transferred to property sellers. A corresponding liability is recorded as receipts on behalf of property sellers in other payables, (ii) RMB43,552,000 (2022: RMB29,744,000), which is the full dispute amount and maximum damages of certain law suits, was frozen by the courts for law suits related and accounted for as restricted bank balances.

The restricted bank balances carried fixed interest rate at 0.25% (2022: 0.25%) per annum.

Bank balances and cash

Bank balances carried interest at prevailing market interest rates ranged from 0.04 – 2.00% (2022: 0.04 – 1.50%) per annum.

The majority of the Group's restricted bank balances and bank balances and cash that are denominated in currencies other than the functional currency of the relevant group entities are set out below:

| | | 2023年 人民幣千元 2023 RMB'000 | 2022年 人民幣千元 2022 RMB'000 |
|-------------|-----------------------------------|-----------------------------------|-----------------------------------|
| 以美元(「美元」)計值 | Denominated in US Dollar ("US\$") | 18,029 | 38,528 |
| 以港元計值 | Denominated in HK\$ | 13,951 | 21,242 |

26. 應付賬款及其他應付款項 及客戶墊款

26. ACCOUNTS AND OTHER PAYABLES AND ADVANCE FROM CUSTOMERS

| | | 2023年 人民幣千元 2023 RMB'000 | 2022年 人民幣千元 2022 RMB'000 |
|-----------------------|---|-----------------------------------|-----------------------------------|
| 應付賬款 | Accounts payables | 888,862 | 994,120 |
| 電子商務客戶墊款(附註a) | Advances from E-commerce customers (note a) | 166,856 | 270,269 |
| 其他客戶墊款 | Advances from other customers | 230,385 | 301,707 |
| | | 397,241 | 571,976 |
| 應付利息 | Interest payable | 547,197 | 299,322 |
| 應付增值稅 | Value added tax payables | 280,686 | 267,133 |
| 其他應付稅項 | Other tax payables | 61,536 | 69,493 |
| 代物業賣家收款(附註b) | Receipts on behalf of property sellers (note b) | 125,598 | 163,190 |
| 自房地產經紀門店所收按金 (附註c) | Deposits received from real estate brokerage stores (note c) | 80,032 | 69,424 |
| 收購物業及設備的應付款項 | Payables for acquisition of property and equipment | 18,669 | 30,928 |
| 開支報銷 | Expenses reimbursement | 17,840 | 1,511 |
| 代物業開發商收款(附註d) | Receipts on behalf of a property developer (note d) | 5,918 | 3,058 |
| 其他 | Others | 77,932 | 97,268 |
| | | 1,215,408 | 1,001,327 |

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26. 應付賬款及其他應付款項 及客戶墊款(續)

附註：

- (a) 電子商務客戶墊款指透過獨立第三方付款平台購買本集團折扣券之個人客戶的收據。當客戶(個人房地產買家)使用折扣券時，電子商務客戶墊款將確認為收入。倘客戶要求退款，本集團將退還收取的款項予客戶。
- (b) 代物業賣家收款指自房地產經紀網絡服務分部的物業買家收取而尚未轉賬予物業賣家的銀行結餘。該等已收銀行結餘分類為附註25中的受限制銀行結餘。
- (c) 自房地產經紀門店收取的可退還按金指為達成相互合作而向本集團支付的誠意金。誠意金將於合作安排終止後發還予房地產經紀門店。
- (d) 代物業開發商收款指自數字營銷服務分部的物業買家收取而尚未轉賬予物業開發商的銀行結餘。該等已收銀行結餘分類為受限制銀行結餘。

26. ACCOUNTS AND OTHER PAYABLES AND ADVANCE FROM CUSTOMERS (Continued)

Notes:

- (a) Advance from E-commerce customers represent receipts from individual customers who buy the Group's discount coupons through independent third party payment platform. The advances from E-commerce customers will be recognised as revenue when the customer (individual property buyer) uses the discount coupons. If the customer requests for refund, the Group will return the amount received to the customer.
- (b) Receipts on behalf of property sellers represent the receipts of bank balances from property buyers in respect of the real estate brokerage network services segment which had not yet been transferred to property sellers. Such bank balances received are classified as restricted bank balances in note 25.
- (c) Refundable deposits received from real estate brokerage stores represent earnest deposits paid to the Group enabling the cooperation with each other. The earnest deposits will be released to the real estate brokerage stores upon termination of the cooperation arrangement.
- (d) Receipts on behalf of a property developer represent the receipts of bank balances from property buyers in respect of the Digital Marketing services segment which had not yet been transferred to the property developer. Such bank balances received are classified as restricted bank balances.

26. 應付賬款及其他應付款項 及客戶墊款(續)

應付賬款主要為應付本集團一手市場房地產代理服務提供商的諮詢費，一般不授予信貸期。就房地產經紀網絡服務而言，應付賬款主要為經紀網絡中介費。於2022年及2023年12月31日的結餘亦包括因本集團的未償還廣告費、電子商務服務費及文化媒體相關費用。本集團須於有關協議完成時或根據其條款及條件結清到期款項。以下為本集團於各報告期末按獲得服務日期呈列的應付款項賬齡分析：

26. ACCOUNTS AND OTHER PAYABLES AND ADVANCE FROM CUSTOMERS (Continued)

Accounts payables mainly represent consultancy fee payables to suppliers of the Group's real estate agency services in the primary market whereby no general credit terms are granted. For real estate brokerage network services, account payables mainly represent brokerage network intermediary fees. The balance as at 31 December 2022 and 2023 also included those outstanding payables for advertising fee, E-commerce service fee, and cultural media related expenses. The Group is obliged to settle the amounts due upon the completion of or pursuant to the terms and conditions of the relevant agreements. The following is an aged analysis of accounts payables presented based on the date of receipts of services by the Group at the end of each reporting period:

| | | 2023年 人民幣千元 2023 RMB'000 | 2022年 人民幣千元 2022 RMB'000 |
|------|---------------|-----------------------------------|-----------------------------------|
| 一年以內 | Within 1 year | 447,835 | 558,508 |
| 1至2年 | 1 – 2 years | 441,027 | 435,612 |
| | | 888,862 | 994,120 |

以相關集團實體之功能貨幣以外的貨幣計值之本集團賬款及其他應付賬款以及客戶墊款載列如下：

The Group's account and other payables and advance from customers that are denominated in currencies other than the functional currency of the relevant group entities are set out below:

| | | 2023年 人民幣千元 2023 RMB'000 | 2022年 人民幣千元 2022 RMB'000 |
|-------|---------------------|-----------------------------------|-----------------------------------|
| 以美元計值 | Denominated in US\$ | 218,034 | 51,880 |

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27. 合約負債

27. CONTRACT LIABILITIES

| | | 2023年 人民幣千元 2023 RMB'000 | 2022年 人民幣千元 2022 RMB'000 |
|-------------------------|--|-----------------------------------|-----------------------------------|
| 就以下各項預收的款項 | Amount received in advance in respect of | | |
| – 房地產數據服務收入 (附註6(a)) | – real estate data service income (note 6(a)) | 84,281 | 100,349 |
| – 電子商務服務收入 (附註6(b)) | – E-commerce service income (note 6(b)) | 115,920 | 29,907 |
| | | 200,201 | 130,256 |

於截至2022年及2023年12月31日止年度，除了一手市場房地產代理服務外，概無已確認的有關上年已達成的履約義務的收入。於截至2023年12月31日止年度，一手市場房地產代理服務確認有關上年已達成的履約義務的可變對價人民幣29,663,000元（2022年：人民幣55,864,000元）。截至2023年12月31日止年度，所確認計入年初合約負債結餘的收入金額為人民幣130,256,000元（2022年：人民幣181,394,000元）。

During the years ended 31 December 2022 and 2023, except for the real estate agency services in the primary market, there were no revenue recognised that related to performance obligations that were satisfied in prior year. During the year ended 31 December 2023, the real estate agency services in the primary market recognised variable consideration of RMB29,663,000 (2022: RMB55,864,000) that related to performance obligations that were satisfied in prior year. During the year ended 31 December 2023, the amount of revenue recognised that was included in the contract liability balance at the beginning of the year amounted to RMB130,256,000 (2022: RMB181,394,000).

28A. 銀行及其他借款

28A. BANK AND OTHER BORROWINGS

| | | 2023年 人民幣千元 2023 RMB'000 | 2022年 人民幣千元 2022 RMB'000 |
|--------------|--|-----------------------------------|-----------------------------------|
| 銀行借款 | Bank borrowings | | |
| 有抵押有擔保(附註i) | Secured and guaranteed (note i) | 268,000 | 307,000 |
| 有抵押無擔保(附註ii) | Secured and unguaranteed (note ii) | 511,811 | 546,516 |
| 無抵押無擔保 | Unsecured and unguaranteed | — | 5,000 |
| | | 779,811 | 858,516 |
| 優先票據·無抵押有擔保 | Senior notes, unsecured and guaranteed | 4,235,807 | 4,156,665 |
| | | 5,015,618 | 5,015,181 |

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28A. 銀行及其他借款 (續)

28A. BANK AND OTHER BORROWINGS (Continued)

| | | 2023年 人民幣千元 2023 RMB'000 | 2022年 人民幣千元 2022 RMB'000 |
|-------------------|---|-----------------------------------|-----------------------------------|
| 應償還上述借款的賬面值*： | The carrying amounts of the above borrowings are repayable*: | | |
| 一年以內 | Within one year | 4,518,672 | 4,529,234 |
| 超過一年但不超過兩年 | Within a period of more than one year but not exceeding two years | 62,901 | 95,490 |
| 超過兩年但不超過五年 | Within a period of more than two years but not exceeding five years | 431,068 | 386,403 |
| 五年以上 | Within a period of more than five years | 2,977 | 4,054 |
| | | 5,015,618 | 5,015,181 |
| 減：於流動負債列示的一年內到期款項 | Less: Amounts due within one year shown under current liabilities | | |
| — 銀行借款 | — Bank borrowings | 282,865 | 372,569 |
| — 其他借款 | — Other borrowings | 4,235,807 | 4,156,665 |
| | | 4,518,672 | 4,529,234 |
| 於非流動負債列示的款項 | Amounts shown under non-current liabilities | | |
| — 銀行借款 | — Bank borrowings | 496,946 | 485,947 |

* 該等到期款項乃基於貸款協議中規定的計劃還款日期。

* The amounts due are based on scheduled repayment dates set out in the loan agreements.

28A. 銀行及其他借款 (續)

本集團銀行借款的實際利率範圍如下：

| | | 2023年 2023 | 2022年 2022 |
|------|-------------------------|-----------------------|---------------|
| 實際利率 | Effective interest rate | 3.7% – 5.5% | 3.7% – 5.5% |

附註：

- (i) 該等銀行借款中 (a) 人民幣 200,000,000 元 (2022 年：人民幣 232,000,000 元) 由上海涓鵬實業有限公司提供抵押，並由上海易居祥悅房地產銷售有限公司提供擔保，(b) 人民幣 68,000,000 元 (2022 年：人民幣 75,000,000 元) 由上海灣居投資合夥企業 (有限合夥) 提供抵押，並由上海易居祥悅房地產銷售有限公司提供擔保。
- (ii) 該等銀行借款為無擔保，其中 (a) 人民幣 236,000,000 元 (2022 年：人民幣 252,875,000 元) 由位於上海嘉定區的唐朝大酒店及上海涓鵬實業有限公司的全部權益作抵押，(b) 人民幣 268,000,000 元 (2022 年：人民幣 285,000,000 元) 由位於上海楊浦區的 52 個辦公樓宇單位 (「上海灣居物業」) 作抵押，及 (c) 人民幣 7,811,000 元 (2022 年：人民幣 8,640,000 元) 由該等物業作抵押。

其他借款的詳情如下：

28A. BANK AND OTHER BORROWINGS (Continued)

The ranges of effective interest rates on the Group's bank borrowings are as follows:

| | | 2023年 2023 | 2022年 2022 |
|------|-------------------------|-----------------------|---------------|
| 實際利率 | Effective interest rate | 3.7% – 5.5% | 3.7% – 5.5% |

Notes:

- (i) These bank borrowings of which (a) RMB200,000,000 (2022: RMB232,000,000) is secured by Shanghai Juanpeng Enterprise Co., Ltd. and guaranteed by Shanghai E-House Xiangyue Real Marketing Estate Sales Co., Ltd. (b) RMB68,000,000 (2022: RMB75,000,000) is secured by Shanghai Wanju Investment Partnership Enterprise (Limited Partnership) and guaranteed by Shanghai E-House Xiangyue Real Marketing Estate Sales Co., Ltd.
- (ii) These bank borrowings are unguaranteed and of which (a) RMB236,000,000 (2022: RMB252,875,000) is secured by Tangchao Grand Hotel (唐朝大酒店) located in Jiading District in Shanghai, and the entire interest of Shanghai Juanpeng Enterprise Co., Ltd. (b) RMB268,000,000 (2022: RMB285,000,000) is secured by 52 office building units located in Yangpu District in Shanghai ("Shanghai Wanju Property"), and (c) RMB7,811,000 (2022: RMB8,640,000) is secured by the properties.

Details of the other borrowings are as follows:

| | | 2023年 人民幣千元 2023 RMB'000 | 2022年 人民幣千元 2022 RMB'000 |
|---------------|--------------------------|---|-----------------------------------|
| 優先票據I (附註i) | Senior Note I (note i) | 2,111,323 | 2,075,405 |
| 優先票據II (附註ii) | Senior Note II (note ii) | 2,124,484 | 2,081,260 |
| | | 4,235,807 | 4,156,665 |

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28A. 銀行及其他借款(續)

優先票據

- (i) 於2019年10月18日，本公司向獨立第三方發行於聯交所上市之於2022年4月18日到期的200百萬美元(相當於人民幣1,395,106,000元)之7.625%優先票據(「原有票據I」)。於2020年8月14日，本公司進一步向獨立第三方發行於聯交所上市之於2022年4月18日到期的100百萬美元(相當於人民幣694,400,000元)之優先票據(「額外票據I」)。除發行日期及發行價格外，額外票據I於各方面與於2019年10月18日發行的原有票據I合併並組成單一系列。合併的2022年300百萬美元(原有票據I及額外票據I，相當於人民幣2,089,506,000元)之優先票據的票面年利率為7.625%。原有票據I及額外票據I的實際年利率分別為9.2%及7.9%。優先票據I基於2023年12月31日於聯交所所報買入價釐定的公允價值為人民幣121,539,000元(2022年：人民幣300,077,000元)(第一級公允價值層級)。

28A. BANK AND OTHER BORROWINGS (Continued)

Senior Notes

- (i) On 18 October 2019, the Company issued US\$200 million (equivalent to RMB1,395,106,000) 7.625% senior notes ("Original Notes I") which were listed on the Stock Exchange to independent third parties due on 18 April 2022. On 14 August 2020, the Company further issued US\$100 million (equivalent to RMB694,400,000) senior notes ("Additional Notes I") which were also listed on the Stock Exchange to independent third parties due on 18 April 2022. In all respects, except for the issue date and issue price, the Additional Notes I were consolidated and formed a single series with the Original Notes I issued on 18 October 2019. The consolidated 2022 US\$300 million (the Original Notes I and Additional Notes I which are equivalent to RMB2,089,506,000) senior notes bear coupon at 7.625% per annum. The effective interest rates on the Original Notes I and Additional Notes I are 9.2% and 7.9% per annum, respectively. The fair value of Senior Note I are determined based on the quoted bid price in the Stock Exchange as at 31 December 2023 is RMB121,539,000 (2022: RMB300,077,000) (Level 1 fair value hierarchy).

28A. 銀行及其他借款 (續)

優先票據 (續)

- (ii) 於2020年12月10日，本公司向獨立第三方發行於聯交所上市之於2023年6月10日到期的200百萬美元（相當於人民幣1,342,520,000元）之7.60%優先票據（「原有票據II」）。於2021年6月10日，本公司進一步向獨立第三方發行於聯交所上市之於2023年6月10日到期的100百萬美元（相當於人民幣639,720,000元）之優先票據（「額外票據II」）。除發行日期及發行價格外，額外票據II於各方面與於2020年12月10日發行的原有票據II合併並組成為單一系列。合併的2023年300百萬美元（原有票據II及額外票據II，相當於人民幣1,982,240,000元）之優先票據的票面年利率為7.6%。原有票據II及額外票據II的實際年利率分別為8.6%及8.3%。優先票據II基於2023年12月31日於聯交所所報買入價釐定的公允價值為人民幣111,553,000元（2022年：人民幣318,881,000元）（第一級公允價值層級）。

以相關集團實體之功能貨幣以外的貨幣計值之本集團銀行借款及其他借款載列如下：

28A. BANK AND OTHER BORROWINGS (Continued)

Senior Notes (Continued)

- (ii) On 10 December 2020, the Company issued US\$200 million (equivalent to RMB1,342,520,000) 7.60% senior notes ("Original Note II") which were listed on the Stock Exchange to independent third parties due on 10 June 2023. On 10 June 2021, the Company further issued US\$100 million (equivalent to RMB639,720,000) senior notes ("Additional Notes II") which were also listed on the Stock Exchange to independent third parties due on 10 June 2023. In all respects, except for the issue date and issue price, the Additional Notes II were consolidated and formed a single series with the Original Notes II issued on 10 December 2020. The consolidated 2023 US\$300 million (the Original Notes II and Additional Notes II which are equivalent to RMB1,982,240,000) senior notes bear coupon at 7.6% per annum. The effective interest rates on the Original Notes II and Additional Notes II are 8.6% and 8.3% per annum, respectively. The fair value of Senior Note II are determined based on the quoted bid price in the Stock Exchange as at 31 December 2023 is RMB111,553,000 (2022: RMB318,881,000) (Level 1 fair value hierarchy).

The Group's bank borrowings and other borrowings that are denominated in currencies other than the functional currency of the relevant group entities are set out below:

| | | 2023年 人民幣千元 2023 RMB'000 | 2022年 人民幣千元 2022 RMB'000 |
|-------|---------------------|-----------------------------------|-----------------------------------|
| 以美元計值 | Denominated in US\$ | 4,235,807 | 4,156,665 |

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28B. 可換股票據

於2020年11月4日，本公司向阿里巴巴香港有限公司（「阿里巴巴票據持有人」）發行本金額為1,031,900,000港元的可換股票據（「可換股票據」）。可換股票據於2023年11月4日到期，概無根據可換股票據發行股份。倘可換股票據於結算日期前尚未轉換或贖回，則將按面值贖回。可換股票據年利率為2%，並將每季度支付一次。

可換股票據債務部分的實際年利率為9.09%且債務部分的公允價值為根據本公司及可資比較實體之債券於2023年12月31日的平均收益率釐定，即人民幣104,156,000元（2022年12月31日：人民幣105,344,000元）（第二級公允價值層級）。

可換股票據衍生部分乃參考與本集團並無關連的獨立專業估值師行所執行估值並按公允價值計量，其具有適當資格並擁有類似金融工具估值方面的近期經驗。

28B. CONVERTIBLE NOTE

On 4 November 2020, the Company issued a convertible note to Alibaba.com Hong Kong Limited (“Alibaba Noteholder”) in the principal amount of HK\$1,031,900,000 (“Convertible Note”). The Convertible Note matured on 4 November 2023, and no Shares were issued pursuant to the Convertible Note. If the Convertible Note has not been converted or redeemed before the settlement date, it will be redeemed at par. The Convertible Note carries interest of 2% per annum and will be paid quarterly.

The effective interest rate of the debt component of the Convertible Note is 9.09% per annum and the fair value of the debt component is determined based on the average yield of the Company’s and comparable entities’ bonds as at 31 December 2023 is RMB104,156,000 (31 December 2022: RMB105,344,000) (Level 2 fair value hierarchy).

The derivative component of the Convertible Note was measured at fair value with reference to a valuation carried out by a firm of independent professional valuers not connected with the Group, who have appropriate qualifications and recent experience in the valuation of similar financial instrument.

28B. 可換股票據(續)

28B. CONVERTIBLE NOTE (Continued)

| | | 負債部分 | | 衍生部分 | | 總計 | |
|--------------|-------------------------------|------------------|----------------|----------|----------|------------------|----------------|
| | | 千港元 | 人民幣千元 | 千港元 | 人民幣千元 | 千港元 | 人民幣千元 |
| | | HKD'000 | RMB'000 | HKD'000 | RMB'000 | HKD'000 | RMB'000 |
| 於2022年1月1日 | As at 1 January 2022 | 908,929 | 743,139 | 16,846 | 13,773 | 925,775 | 756,912 |
| 匯率調整 | Exchange adjustment | - | 71,282 | - | 693 | - | 71,975 |
| 利息費用 | Interest charge | 84,819 | 72,502 | - | - | 84,819 | 72,502 |
| 轉至應付利息 | Transfer to interest payable | (20,638) | (17,641) | - | - | (20,638) | (17,641) |
| 公允價值變動收益 | Gain on changes in fair value | - | - | (15,109) | (12,915) | (15,109) | (12,915) |
| 於2022年12月31日 | As at 31 December 2022 | 973,110 | 869,282 | 1,737 | 1,551 | 974,847 | 870,833 |
| 匯率調整 | Exchange adjustment | - | 12,936 | - | 12 | - | 12,948 |
| 利息費用 | Interest charge | 76,205 | 68,562 | - | - | 76,205 | 68,562 |
| 轉至應付利息 | Transfer to interest payable | (17,415) | (15,668) | - | - | (17,415) | (15,668) |
| 公允價值變動收益 | Gain on changes in fair value | - | - | (1,737) | (1,563) | (1,737) | (1,563) |
| 於2023年12月31日 | As at 31 December 2023 | 1,031,900 | 935,112 | - | - | 1,031,900 | 935,112 |

估值師用以計算衍生部分公允價值的主要輸入數據詳情請參閱附註34(c)。

The detailed key inputs the valuer uses to calculate the fair value of the derivative component refer to note 34(c).

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29. 租賃負債

29. LEASE LIABILITIES

| | | 2023年 人民幣千元 2023 RMB'000 | 2022年 人民幣千元 2022 RMB'000 |
|---------------------------|---|-----------------------------------|-----------------------------------|
| 應付之租賃負債： | Lease liabilities payable: | | |
| 一年以內 | Within one year | 45,804 | 77,223 |
| 超過一年但不超過兩年 | Within a period of more than one year but not exceeding two years | 1,622 | 5,295 |
| 超過兩年但不超過五年 | Within a period of more than two years but not exceeding five years | 69,819 | 47,404 |
| 五年以上 | Within a period of more than five years | 23,026 | 124,251 |
| | | 140,271 | 254,173 |
| 減：於流動負債列示的12個月 內結算到期款項 | Less: Amounts due for settlement within 12 months shown under current liabilities | (45,804) | (77,223) |
| 於非流動負債列示的12個月後 結算到期款項 | Amounts due for settlement after 12 months shown under non-current liabilities | 94,467 | 176,950 |

截至2023年12月31日止年度，租賃負債應用之加權平均增量借款年利率為6.06%（2022年：3.95%）。

The weighted average incremental borrowing rate applied to lease liabilities is 6.06% (2022: 3.95%) per annum for the year ended 31 December 2023.

以相關集團實體之功能貨幣以外的貨幣計值之租賃義務載列如下：

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

| | | 2023年 人民幣千元 2023 RMB'000 | 2022年 人民幣千元 2022 RMB'000 |
|-------|---------------------|-----------------------------------|-----------------------------------|
| 以港元計值 | Denominated in HK\$ | 6,737 | 834 |

30. 遞延稅項資產／負債

就綜合財務狀況表的呈列而言，若干遞延稅項資產及負債已經對銷。下表為就財務報告而言的遞延稅項餘額的分析：

30. DEFERRED TAX ASSETS/LIABILITIES

For the purpose of presentation in the consolidated statement of financial position, certain deferred tax assets and liabilities have been offset. The following is the analysis of the deferred tax balance for the financial reporting purposes:

| | | 2023年 人民幣千元 2023 RMB'000 | 2022年 人民幣千元 2022 RMB'000 |
|--------|--------------------------|-----------------------------------|-----------------------------------|
| 遞延稅項資產 | Deferred tax assets | 387,664 | 392,911 |
| 遞延稅項負債 | Deferred tax liabilities | (108,035) | (138,520) |
| | | 279,629 | 254,391 |

以下為年內的主要遞延稅項變動：

The following are the major deferred tax movements thereon during the year:

| | | 應計僱員 福利及佣金 人民幣千元 | 預期信貸 損失撥備 人民幣千元 | 業務合併的 公允價值調整 人民幣千元 | 稅項虧損 人民幣千元 | 其他 人民幣千元 | 總計 人民幣千元 |
|----------------------------|---|---|-----------------------------|--|--------------------------|-------------------|------------------|
| | | Accrued staff welfare and commission RMB'000 | ECL provision RMB'000 | Fair value adjustments on business combination RMB'000 | Tax losses RMB'000 | Others RMB'000 | Total RMB'000 |
| 於2022年1月1日 | At 1 January 2022 | 108,710 | 30,078 | (162,225) | 247,984 | 16,230 | 240,777 |
| 出售附屬公司(附註37) | Disposal of subsidiaries (note 37) | - | (9,471) | (23,763) | - | - | (33,234) |
| (扣除自)／計入損益 | (Charge)/credit to profit or loss | (42,278) | 6,082 | 47,606 | 31,087 | 4,351 | 46,848 |
| 於2022年12月31日及 2023年1月1日 | At 31 December 2022 and 1 January 2023 | 66,432 | 26,689 | (138,382) | 279,071 | 20,581 | 254,391 |
| (扣除自)／計入損益 | (Charge)/credit to profit or loss | (20,804) | (5,033) | 21,262 | 30,793 | (980) | 25,238 |
| 於2023年12月31日 | At 31 December 2023 | 45,628 | 21,656 | (117,120) | 309,864 | 19,601 | 279,629 |

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30. 遞延稅項資產／負債 (續)

於2023年12月31日，本集團擁有人民幣3,948,961,000元(2022年：人民幣3,849,314,000元)的未動用稅項虧損，可供用於抵扣未來溢利。已就人民幣1,809,996,000元(2022年：人民幣1,534,471,000元)的稅項虧損確認遞延稅項資產。由於未來溢利來源難以預測，故並未就餘下稅項虧損人民幣2,138,965,000元(2022年：人民幣2,314,843,000元)確認遞延稅項資產。未確認稅項虧損將於以下年度到期：

30. DEFERRED TAX ASSETS/LIABILITIES (Continued)

At 31 December 2023, the Group had unused tax losses of RMB3,948,961,000 (2022: RMB3,849,314,000) available to offset against future profits. Deferred tax assets have been recognised in respect of tax losses of RMB1,809,996,000 (2022: RMB1,534,471,000). No deferred tax asset has been recognised for the remaining tax losses of RMB2,138,965,000 (2022: RMB2,314,843,000), due to the unpredictability of future profit streams. The unrecognised tax losses will expire in the following years:

| | | 2023年 人民幣千元 2023 RMB'000 | 2022年 人民幣千元 2022 RMB'000 |
|-------|------|-----------------------------------|-----------------------------------|
| 2023年 | 2023 | - | 182,265 |
| 2024年 | 2024 | 283,052 | 283,052 |
| 2025年 | 2025 | 336,913 | 336,913 |
| 2026年 | 2026 | 1,413,575 | 1,413,575 |
| 2027年 | 2027 | 3,418 | 3,418 |
| 2028年 | 2028 | 1,551 | 1,551 |
| 2029年 | 2029 | 15,220 | 15,220 |
| 2030年 | 2030 | 30,813 | 30,813 |
| 2031年 | 2031 | 28,936 | 28,936 |
| 2032年 | 2032 | 19,100 | 19,100 |
| 2033年 | 2033 | 6,387 | - |
| | | 2,138,965 | 2,314,843 |

30. 遞延稅項資產／負債 (續)

於2023年12月31日，本集團擁有合共人民幣2,700,234,000元(2022年：人民幣2,333,469,000元)的可扣減暫時性差額，主要產生自應計僱員福利及佣金以及預期信貸損失撥備，可用於抵扣未來溢利。已就人民幣287,738,000元(2022年：人民幣301,778,000元)的可扣減暫時性差額確認遞延稅項資產。由於未來不大可能有可扣減暫時性差額可用以抵銷應課稅溢利，故並未就餘下可扣減暫時性差額人民幣2,412,496,000元(2022年：人民幣2,031,691,000元)確認遞延稅項資產。

根據《中國企業所得稅法》，自2008年1月1日起，須就中國附屬公司或可變權益實體所得利潤宣派的股息徵收預扣稅。於2023年及2022年12月31日，概無中國附屬公司或可變權益實體未分派溢利歸屬於本公司擁有人。

於各報告期末，並無任何其他重大未確認暫時性差額。

30. DEFERRED TAX ASSETS/LIABILITIES (Continued)

As at 31 December 2023, the Group had deductible temporary differences, mainly arising from accrued staff welfare and commission and ECL provision, totaling RMB2,700,234,000 (2022: RMB2,333,469,000) available to offset against future profits. Deferred tax assets have been recognised in respect of deductible temporary differences of RMB287,738,000 (2022: RMB301,778,000). No deferred tax assets have been recognised in relation to the remaining deductible temporary differences of RMB2,412,496,000 (2022: RMB2,031,691,000) as it is not probable that taxable profit will be available against which the deductible temporary differences can be utilised.

Under the EIT Law of the PRC, withholding tax is imposed on dividends declared in respect of profits earned by the PRC subsidiaries or VIEs from 1 January 2008 onwards. As at 31 December 2023 and 2022, no undistributed profits of the PRC subsidiaries or VIEs was attributable to owners of the Company.

There were no other significant unrecognised temporary differences at the end of each reporting period.

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31. 股本

31. SHARE CAPITAL

| | 股份數目 | 股本 千美元 | 以人民幣 呈列的股本 人民幣千元 |
|--|--|------------------------------|---|
| | Number of shares | Share capital US\$'000 | Share capital presented in RMB RMB'000 |
| 每股0.00001美元之 普通股 | Ordinary shares of US\$0.00001 each | | |
| 法定： | Authorised: | | |
| 於2022年1月1日、 2022年12月31日及 2023年12月31日 | As at 1 January 2022, 31 December 2022 and 31 December 2023 | | |
| | 5,000,000,000 | 50 | 350 |
| 已發行及繳足 | Issued and fully paid | | |
| 於2022年1月1日、 2022年12月31日及 2023年12月31日 | As at 1 January 2022, 31 December 2022 and 31 December 2023 | | |
| | 1,749,059,530 | 17 | 116 |

附註：

概無本公司附屬公司於兩年內購買、出售或贖回本公司任何上市證券。

Note:

None of the Company's subsidiaries purchased, sold or redeemed any of the Company's listed securities during both years.

32. 以股份為基礎的付款交易

本公司的股份獎勵計劃

首次公開發售前購股權計劃

於2018年4月20日，本公司批准本公司的首次公開發售前購股權計劃（「首次公開發售前購股權計劃」），主要旨在激勵合資格董事、管理層及僱員，並將於2028年4月20日到期。

根據首次公開發售前購股權計劃授出的購股權必須於授出日期起10個營業日內接納。

有關根據本公司的首次公開發售前購股權計劃所授出的購股權的具體分類詳情如下：

| 授出日期 | 承授人 | 已授出 購股權數目 Number of share options granted | 歸屬期間 | 行使期 | 行使價 | 於授出日期 的公允價值 Fair value at grant date |
|---------------|--------------------------|---|-----------------------------------|-----------------------------------|----------------|--|
| Date of grant | Grantee | | Vesting period | Exercise period | Exercise price | |
| 2018年4月21日 | 董事及管理層 | 23,784,000 | 2018年4月21日至 2019年4月21日 | 2019年4月22日至 2028年4月20日 | 10.37港元 | 5.48港元 |
| 21 April 2018 | Directors and management | 23,784,000 | 21 April 2018 to 21 April 2019 | 22 April 2019 to 20 April 2028 | HK\$10.37 | HK\$5.48 |
| 2018年4月21日 | 董事及管理層 | 23,784,000 | 2018年4月21日至 2020年4月21日 | 2020年4月22日至 2028年4月20日 | 10.37港元 | 5.48港元 |
| 21 April 2018 | Directors and management | 23,784,000 | 21 April 2018 to 21 April 2020 | 22 April 2020 to 20 April 2028 | HK\$10.37 | HK\$5.48 |
| 2018年4月21日 | 董事及管理層 | 23,784,000 | 2018年4月21日至 2021年4月21日 | 2021年4月22日至 2028年4月20日 | 10.37港元 | 5.48港元 |
| 21 April 2018 | Directors and management | 23,784,000 | 21 April 2018 to 21 April 2021 | 22 April 2021 to 20 April 2028 | HK\$10.37 | HK\$5.48 |
| 2018年4月21日 | 僱員 | 6,737,200 | 2018年4月21日至 2019年4月21日 | 2019年4月22日至 2028年4月20日 | 10.37港元 | 4.92港元 |
| 21 April 2018 | Employees | 6,737,200 | 21 April 2018 to 21 April 2019 | 22 April 2019 to 20 April 2028 | HK\$10.37 | HK\$4.92 |
| 2018年4月21日 | 僱員 | 6,737,200 | 2018年4月21日至 2020年4月21日 | 2020年4月22日至 2028年4月20日 | 10.37港元 | 4.92港元 |
| 21 April 2018 | Employees | 6,737,200 | 21 April 2018 to 21 April 2020 | 22 April 2020 to 20 April 2028 | HK\$10.37 | HK\$4.92 |
| 2018年4月21日 | 僱員 | 6,737,200 | 2018年4月21日至 2021年4月21日 | 2021年4月22日至 2028年4月20日 | 10.37港元 | 4.92港元 |
| 21 April 2018 | Employees | 6,737,200 | 21 April 2018 to 21 April 2021 | 22 April 2021 to 20 April 2028 | HK\$10.37 | HK\$4.92 |

32. SHARE-BASED PAYMENT TRANSACTIONS

Share Incentive Plan of The Company

Pre-IPO Share Option Scheme

On 20 April 2018, the Company approved the Company's pre-IPO share option scheme (the "Pre-IPO Share Option Scheme") for the primary purpose of providing incentives to eligible directors, management and employees, and will expire on 20 April 2028.

Options granted under the Pre-IPO Share Option Scheme must be taken up within 10 business days of the date of grant.

Details of specific categories of options granted under the Pre-IPO Share Option Scheme of the Company are as follows:

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32. 以股份為基礎的付款交易 (續)

本公司的股份獎勵計劃(續)

首次公開發售前購股權計劃(續)

下表披露於年內本集團僱員及董事根據首次公開發售前購股權計劃持有的購股權數目的變動。

| | | 於2023年 1月1日 尚未行使 千股 Outstanding at 1 January 2023 '000 | 年內授出 千股 Granted during the year '000 | 年內行使 千股 Exercised during the year '000 | 年內沒收 千股 Forfeited during the year '000 | 年內到期 千股 Expired during the year '000 | 於2023年 12月31日 尚未行使 千股 Outstanding at 31 December 2023 '000 |
|---------|------------------------------------|---|---|---|---|---|---|
| 購股權數目 | Number of share options | 77,072 | - | - | (4,674) | - | 72,398 |
| 年末可行使 | Exercisable at the end of the year | | | | | | 72,398 |
| 加權平均行使價 | Weighted average exercise price | 10.37港元 HK\$10.37 | - | - | 10.37港元 HK\$10.37 | - | 10.37港元 HK\$10.37 |
| | | 於2022年 1月1日 尚未行使 千股 Outstanding at 1 January 2022 '000 | 年內授出 千股 Granted during the year '000 | 年內行使 千股 Exercised during the year '000 | 年內沒收 千股 Forfeited during the year '000 | 年內到期 千股 Expired during the year '000 | 於2022年 12月31日 尚未行使 千股 Outstanding at 31 December 2022 '000 |
| 購股權數目 | Number of share options | 81,528 | - | - | (4,456) | - | 77,072 |
| 年末可行使 | Exercisable at the end of the year | | | | | | 77,072 |
| 加權平均行使價 | Weighted average exercise price | 10.37港元 HK\$10.37 | - | - | 10.37港元 HK\$10.37 | - | 10.37港元 HK\$10.37 |

截至2022年及2023年12月31日止年度概無授出任何購股權。

32. SHARE-BASED PAYMENT TRANSACTIONS (Continued)

Share Incentive Plan of The Company (Continued)

Pre-IPO Share Option Scheme (Continued)

The following table discloses movements of the number of share options held by employees and directors of the Group under the Pre-IPO Share Option Scheme during the year.

No share options were granted during the years ended 31 December 2022 and 2023.

32. 以股份為基礎的付款交易 (續)

本公司的股份獎勵計劃(續)

首次公開發售後購股權計劃

於2018年7月4日，本公司批准本公司的首次公開發售後購股權計劃(「首次公開發售後購股權計劃」)，主要旨在激勵合資格董事、管理層及僱員，並將於2028年7月4日到期。根據首次公開發售後購股權計劃，本公司董事會可向合資格僱員(包括本公司及其附屬公司董事)授出購股權以認購本公司股份。此外，本公司可不時就結算本公司提供的貨品或服務而向外部第三方授出購股權。

涉及根據首次公開發售後購股權計劃可能授出的購股權的股份總數不得超過股份於聯交所開始買賣日期本公司已發行股份的10%，而無需本公司股東的事先批准。涉及任何一年內已授予及將授予任何個人的購股權的已發行及將予發行的股份數目不得超過本公司於任何時間點已發行股份的1%，而無需本公司股東的事先批准。授予主要股東或獨立非執行董事的購股權如超過本公司股本的0.1%或總價值超過5百萬港元，則須經本公司股東事先批准。

根據首次公開發售後購股權計劃授出的購股權必須於授出日期起計20個營業日內接納。行使價由本公司董事釐定，將不會低於以下較高者：(i)本公司股份於授出日期的收市價，(ii)股份於緊接授出日期前的5個營業日的平均收市價；及(iii)本公司股份面值。

於2022年及2023年12月31日，概無購股權根據首次公開發售後購股權計劃授出。

32. SHARE-BASED PAYMENT TRANSACTIONS (Continued)

Share Incentive Plan of The Company (Continued)

Post-IPO Share Option Scheme

On 4 July 2018, the Company approved the Company's post-IPO share option scheme (the "Post-IPO Share Option Scheme") for the primary purpose of providing incentives to eligible directors, management and employees, and will expire on 4 July 2028. Under the Post-IPO Share Option Scheme, the board of directors of the Company may grant options to eligible employees, including directors of the Company and its subsidiaries, to subscribe for shares in the Company. Additionally, the Company may, from time to time, grant share options to outside third parties for settlement in respect of goods or services provided to the Company.

The total number of shares in respect of which options may be granted under the Post-IPO Share Option Scheme is not permitted to exceed 10% of the shares of the Company in issue on the date of the shares commence trading on the Stock Exchange, without prior approval from the Company's shareholders. The number of shares issued and to be issued in respect of which options granted and may be granted to any individual in any one year is not permitted to exceed 1% of the shares of the Company in issue at any point in time, without prior approval from the Company's shareholders. Options granted to substantial shareholders or independent non-executive directors in excess of 0.1% of the Company's share capital or with an aggregate value in excess of HK\$5 million must be approved in advance by the Company's shareholders.

Options granted under the Post-IPO Share Option Scheme must be taken up within 20 business days of the date of grant. The exercise price is determined by the directors of the Company, and will not be less than the higher of (i) the closing price of the Company's shares on the date of grant, (ii) the average closing price of the shares for the five business days immediately preceding the date of grant; and (iii) the nominal value of the Company's share.

As at 31 December 2022 and 2023, there were no share options granted under the Post-IPO Share Option Scheme.

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32. 以股份為基礎的付款交易 (續)

樂居的股份獎勵計劃

樂居的股份於紐約證券交易所上市。樂居的股份獎勵計劃根據2013年12月1日通過的決議案獲採納，旨在向董事及合資格僱員提供多項以股份為基礎的激勵（包括購股權及受限制股份），並已於2023年11月30日到期。

根據樂居的股份獎勵計劃，可發行的最高股份數目將為截至計劃生效日期尚未行使股份總數的8%（按已轉換及悉數攤薄基準計算），並將在樂居股份獎勵計劃生效日期的第三、第六及第九個週年日按當時尚未行使股份總數的5%（按已轉換及悉數攤薄基準計算）自動增加。於2016年12月1日，樂居的股份獎勵計劃項下的獎勵股份自動增加7,553,422股普通股。於2019年12月1日，樂居計劃項下的獎勵股份自動增加7,833,224股普通股。

購股權

於2013年12月1日及於本集團2020年11月4日完成收購樂居前，本集團若干董事及合資格僱員乃由易居（中國）控股有限公司（其於購股權授出日期乃為樂居母公司）聘用，並已根據樂居的股份獎勵計劃獲授購股權。於2020年1月1日及直至收購樂居日期，授予本集團僱員及董事的402,000份購股權尚未行使。

32. SHARE-BASED PAYMENT TRANSACTIONS (Continued)

Share Incentive Plan of Leju

Leju's shares are listed on the New York Stock Exchange. Leju's Share Incentive Plan was adopted pursuant to a resolution passed on 1 December 2013 for the purpose of providing a variety of share-based incentives, including share options and restricted shares to directors and eligible employees, and has expired on 30 November 2023.

Under the Leju's Share Incentive Plan, the maximum number of shares that may be issued shall be 8% of the total outstanding shares on an as-converted and fully diluted basis as of the effective date of the plan, and shall be increased automatically by 5% of the then total outstanding shares on an as-converted fully diluted basis on each of the third, sixth and ninth anniversaries of the effective date of the Leju's Share Incentive Plan. On 1 December 2016, the award pool under Leju's Share Incentive Plan was automatically increased by 7,553,422 ordinary shares. On 1 December 2019, the award pool under Leju plan was automatically increased by 7,833,224 ordinary shares.

Share Options

On 1 December 2013 and prior to the completion of the Group's acquisition of Leju on 4 November 2020, certain directors and eligible employees of the Group employed by E-House (China) Holdings Limited, which was the parent company of Leju as at the date of option grant, were granted share option under the Share Incentive Plan of Leju. As at 1 January 2020 and up to the date of the acquisition of Leju, 402,000 share options granted to employees and directors of the Group were outstanding.

32. 以股份為基礎的付款交易 (續)

樂居的股份獎勵計劃(續)

購股權(續)

於完成收購樂居前，根據樂居的股份獎勵計劃授予本集團董事及合資格僱員的特定類別購股權的詳情如下：

| 授出日期 | 歸屬期間範圍 | 行使期間範圍 | 加權平均行使價 | 於授出日期的 加權平均公允價值 |
|-----------------|--------------------------------------|---------------------------------------|------------------------------------|---|
| Date of grant | Range of vesting period | Range of exercise period | Weighted average exercise price | Weighted average fair value at grant date |
| 2013年12月1日 | 2013年12月1日至 2016年12月1日 | 2014年12月1日至 2023年11月30日 | 4.60美元 | 2.15美元 |
| 1 December 2013 | 1 December 2013 – 1 December 2016 | 1 December 2014 – 30 November 2023 | US\$4.60 | US\$2.15 |

於收購樂居日期，根據樂居的股份獎勵計劃，樂居集團授予董事及合資格僱員的未行使購股權11,462,000份，並未轉換為本集團以股份為基礎的付款。於收購日期，根據股份獎勵計劃授予樂居集團董事及合資格僱員的特定類別購股權的詳情如下：

32. SHARE-BASED PAYMENT TRANSACTIONS (Continued)

Share Incentive Plan of Leju (Continued)

Share Options (Continued)

Details of specific categories of options granted to directors and eligible employees of the Group under the Share Incentive Plan of Leju prior to the acquisition of Leju was completed are as follows:

At the date of acquisition of Leju, there are 11,462,000 outstanding share options of Leju granted to directors and eligible employees of Leju Group under the Share Incentive Plan of Leju, which are not exchanged by the Group for its share-based payment. Details of specific categories of options granted to directors and eligible employees of Leju Group under the Share Incentive Plan as at the date of acquisition are as follows:

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32. 以股份為基礎的付款交易 (續)

樂居的股份獎勵計劃(續)

購股權(續)

| 授出日期 | 歸屬期間範圍 | 行使期間範圍 | 加權平均行使價 | 於授出日期的 加權平均公允價值 |
|------------------|--|--|------------------------------------|---|
| Date of grant | Range of vesting period | Range of exercise period | Weighted average exercise price | Weighted average fair value at grant date |
| 2013年12月1日 | 2013年12月1日至 2016年12月1日 | 2014年12月1日至 2023年11月30日 | 4.60美元 | 2.15美元 |
| 1 December 2013 | 1 December 2013 – 1 December 2016 | 1 December 2014 – 30 November 2023 | US\$4.60 | US\$2.15 |
| 2015年4月28日 | 2015年4月28日至 2018年4月28日 | 2016年4月28日至 2025年4月27日 | 9.68美元 | 3.42美元 |
| 28 April 2015 | 28 April 2015 – 28 April 2018 | 28 April 2016 – 27 April 2025 | US\$9.68 | US\$3.42 |
| 2015年8月7日 | 2015年8月7日至 2018年8月7日 | 2016年8月7日至 2025年8月6日 | 7.00美元 | 3.42美元 |
| 7 August 2015 | 7 August 2015 – 7 August 2018 | 7 August 2016 – 6 August 2025 | US\$7.00 | US\$3.42 |
| 2015年12月14日 | 2015年12月14日至 2018年12月14日 | 2016年12月14日至 2025年12月13日 | 5.54美元 | 3.08美元 |
| 14 December 2015 | 14 December 2015 – 14 December 2018 | 14 December 2016 – 13 December 2025 | US\$5.54 | US\$3.08 |
| 2017年3月30日 | 2017年3月30日至 2020年3月30日 | 2018年3月30日至 2027年3月29日 | 3.24美元 | 1.75美元 |
| 30 March 2017 | 30 March 2017 – 30 March 2020 | 30 March 2018 – 29 March 2027 | US\$3.24 | US\$1.75 |
| 2018年3月21日 | 2018年3月21日至 2021年3月21日 | 2018年6月13日至 2028年3月20日 | 1.55美元 | 0.83美元 |
| 21 March 2018 | 21 March 2018 – 21 March 2021 | 13 June 2018 – 20 March 2028 | US\$1.55 | US\$0.83 |
| 2018年6月27日 | 2018年6月27日至 2021年6月27日 | 2019年6月27日至 2028年6月26日 | 1.41美元 | 0.73美元 |
| 27 June 2018 | 27 June 2018 – 27 June 2021 | 27 June 2019 – 26 June 2028 | US\$1.41 | US\$0.73 |

32. SHARE-BASED PAYMENT TRANSACTIONS (Continued)

Share Incentive Plan of Leju (Continued)

Share Options (Continued)

32. 以股份為基礎的付款交易 (續)

樂居的股份獎勵計劃(續)

購股權(續)

於2020年11月4日，根據樂居的股份獎勵計劃，本集團及樂居獲授董事及合資格僱員的樂居未行使購股權共計11,864,000份(「樂居未行使購股權」)，按於收購日期的市場基礎計算方法計量。

該等於2020年11月4日的公允價值乃使用二項式模式計算。該模式的輸入值如下：

| | | 重新計量已歸屬部分 Remeasurement of vested portion | 重新計量未歸屬部分 Remeasurement of unvested portion |
|-------------------|-------------------------------------|---|---|
| 行使價 | Exercise price | 1.41美元- 9.68美元 US\$1.41 – US\$9.68 | 1.41美元-1.55美元 US\$1.41 – US\$1.55 |
| 預期年期 | Expected life | 0.02 – 7.38年 0.02 – 7.38 years | 0.38 – 7.65年 0.38 – 7.65 years |
| 預期波幅 | Expected volatility | 73.70% – 144.12% 73.70% – 144.12% | 73.70% – 101.93% 73.70% – 101.93% |
| 股息率 | Dividend yield | 0.00% 0.00% | 0.00% 0.00% |
| 無風險利率 | Risk-free interest rate | 0.08% – 0.67% 0.08% – 0.67% | 0.09% – 0.69% 0.09% – 0.69% |
| 於2020年11月4日的總公允價值 | Total fair value on 4 November 2020 | 人民幣64,743,000元 RMB64,743,000 | 人民幣14,134,000元 RMB14,134,000 |

預期波幅乃使用於2020年11月4日的樂居集團過往股價年化波幅釐定。模型所使用之預期年期已根據本公司董事的最佳估計，就不可轉讓性、行使限制及行為因素所造成的影響予以調整。預期股息率的估計乃基於樂居的歷史經驗而作出。

二項式模型已用於估計購股權的公允價值。計算購股權公允價值所用的變數及假設基於董事的最佳估計，並由獨立專業估值師協助進行。

32. SHARE-BASED PAYMENT TRANSACTIONS (Continued)

Share Incentive Plan of Leju (Continued)

Share Options (Continued)

As at 4 November 2020, the total 11,864,000 outstanding share options of Leju granted to directors and eligible employees of the Group and Leju under the Share Incentive Plan of Leju (“Outstanding Share Options of Leju”) are measured at their market-based measure at the acquisition date.

These fair values on 4 November 2020 were calculated using the Binomial model. The inputs into the model were as follows:

| | | 重新計量已歸屬部分 Remeasurement of vested portion | 重新計量未歸屬部分 Remeasurement of unvested portion |
|-------------------|-------------------------------------|---|---|
| 行使價 | Exercise price | 1.41美元- 9.68美元 US\$1.41 – US\$9.68 | 1.41美元-1.55美元 US\$1.41 – US\$1.55 |
| 預期年期 | Expected life | 0.02 – 7.38年 0.02 – 7.38 years | 0.38 – 7.65年 0.38 – 7.65 years |
| 預期波幅 | Expected volatility | 73.70% – 144.12% 73.70% – 144.12% | 73.70% – 101.93% 73.70% – 101.93% |
| 股息率 | Dividend yield | 0.00% 0.00% | 0.00% 0.00% |
| 無風險利率 | Risk-free interest rate | 0.08% – 0.67% 0.08% – 0.67% | 0.09% – 0.69% 0.09% – 0.69% |
| 於2020年11月4日的總公允價值 | Total fair value on 4 November 2020 | 人民幣64,743,000元 RMB64,743,000 | 人民幣14,134,000元 RMB14,134,000 |

Expected volatility was determined by using the annualised historical stock price volatilities of Leju Group as at 4 November 2020. The expected life used in the model has been adjusted, based on the directors of the Company’s best estimate, for the effects of non-transferability, exercise restrictions and behavioural considerations. The estimations on expected dividend yield are based on the historical experience of Leju.

The Binomial model has been used to estimate the fair value of the options. The variables and assumptions used in computing the fair value of the share options are based on the directors’ best estimate as assisted by an independent professional valuer.

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32. 以股份為基礎的付款交易 (續)

樂居的股份獎勵計劃(續)

購股權(續)

於2020年11月4日，已歸屬部分的公允價值為人民幣64,743,000元，並計入樂居非控股權益之一部分。按市場基礎計量方法計算的未歸屬部分人民幣11,343,000元乃基於已完成歸屬期佔購股權總歸屬期或原歸屬期(以較長者為準)之間的比例分配至樂居的非控股權益。有關未歸屬部分的結餘人民幣2,791,000元將確認為合併後服務的薪酬成本。

於2021年4月23日，根據樂居的股份獎勵計劃，樂居授予本集團董事及合資格僱員的未行使購股權為4,267,000份。根據股份獎勵計劃授予本集團董事及合資格僱員的特定類別購股權的詳情如下：

| 授出日期 | 歸屬期間範圍 | 行使期間範圍 | 加權平均行使價 | 於授出日期的 加權平均公允價值 |
|---------------|----------------------------------|----------------------------------|------------------------------------|--|
| Date of grant | Range of vesting period | Range of exercise period | Weighted average exercise price | Weighted average fair value at grant date |
| 2021年4月23日 | 2021年4月23日至 2024年3月31日 | 2022年4月23日至 2031年4月22日 | 0.87美元 | 1.74美元 |
| 23 April 2021 | 23 April 2021 – 31 March 2024 | 23 April 2022 – 22 April 2031 | US\$0.87 | US\$1.74 |

32. SHARE-BASED PAYMENT TRANSACTIONS (Continued)

Share Incentive Plan of Leju (Continued)

Share Options (Continued)

As at 4 November 2020, the fair value of vested portion amounting to RMB64,743,000 are included as part of the non-controlling interest in Leju. The market-based measure of the unvested portion of RMB11,343,000 is allocated to the non-controlling interest in Leju based on the ratio of the portion of the vesting period completed to the greater of the total vesting period or the original vesting period of those share options. The balance of RMB2,791,000 in respect of the unvested portion will be recognised as remuneration cost for post-combination service.

On 23 April 2021, there are 4,267,000 outstanding share options of Leju granted to directors and eligible employees of the Group under the Share Incentive Plan of Leju. Details of specific categories of options granted to directors and eligible employees of the Group under the Share Incentive Plan are as follows:

32. 以股份為基礎的付款交易 (續)

樂居的股份獎勵計劃(續)

購股權(續)

該等於2021年4月23日的公允價值乃使用二項式模式計算。該模式的輸入值如下：

| | | 重新計量已歸屬部分 Remeasurement of vested portion |
|------------------|-----------------------------|---|
| 行使價 | Exercise price | 1.66美元 – 2.05美元 US\$1.66 – US\$2.05 |
| 預期年期 | Expected life | 10年 10 years |
| 預期波幅 | Expected volatility | 72.06% 72.06% |
| 股息率 | Dividend yield | 0.00% 0.00% |
| 無風險利率 | Risk-free interest rate | 1.56% 1.56% |
| 於2021年4月23日的公允價值 | Fair value on 23 April 2021 | 人民幣47,397,000元 RMB47,397,000 |

下表披露有關本集團僱員及董事於年內所持樂居的購股權數目的變動詳情：

The following tables disclose movements of the number of Leju's share options held by employees and directors of the Group, during the year:

| | | 於2023年 1月1日 尚未行使 千股 | 於收購日期 的樂居 未行使購股權 千股 | 年內授出 千股 | 年內行使 千股 | 年內沒收 千股 | 年內到期 千股 | 於2023年 12月31日 尚未行使 千股 |
|---------|------------------------------------|---|---|---------------------------------------|---|---|---------------------------------------|---|
| | | Outstanding at 1 January 2023 '000 | Outstanding options of Leju on date of acquisition '000 | Granted during the year '000 | Exercised during the year '000 | Forfeited during the year '000 | Expired during the year '000 | Outstanding at 31 December 2023 '000 |
| 樂居的購股權 | Leju's share option | 14,890 | - | - | (400) | (4,768) | - | 9,722 |
| 年末可行使 | Exercisable at the end of the year | | | | | | | 6,358 |
| 加權平均行使價 | Weighted average exercise price | 2.72美元 US\$2.72 | - | - | 1.17美元 US\$1.17 | 4.03美元 US\$4.03 | - | 2.15美元 US\$2.15 |

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32. 以股份為基礎的付款交易 (續)

樂居的股份獎勵計劃(續)

購股權(續)

| | | 於2022年 1月1日 尚未行使 千股 | 於收購日期 的樂居 未行使購股權 千股 | 年內授出 千股 | 年內行使 千股 | 年內沒收 千股 | 年內到期 千股 | 於2022年 12月31日 尚未行使 千股 |
|---------|------------------------------------|---|---|---------------------------------------|---|---|---------------------------------------|---|
| | | Outstanding at 1 January 2022 '000 | Outstanding options of Leju on date of acquisition '000 | Granted during the year '000 | Exercised during the year '000 | Forfeited during the year '000 | Expired during the year '000 | Outstanding at 31 December 2022 '000 |
| 樂居的購股權 | Leju's share option | 15,728 | - | - | - | (838) | - | 14,890 |
| 年末可行使 | Exercisable at the end of the year | | | | | | | 10,744 |
| 加權平均行使價 | Weighted average exercise price | 2.72美元 US\$2.72 | - | - | - | 2.96美元 US\$2.96 | - | 2.72美元 US\$2.72 |

受限制股份

根據獎勵協議所規定的服務期限，樂居受限制股份的持有人於股份獲歸屬之前不得投票或收取股息。

授予樂居董事及合資格僱員的樂居未行使受限制股份（「樂居未行使受限制股份」）總數為967,000股，該等股份並未轉換為本集團以股份為基礎的付款交易，並按於收購日期的市場基礎計量方法計量。

於2020年11月4日，該等公允價值乃參照樂居於收購日期的收盤價計算。

32. SHARE-BASED PAYMENT TRANSACTIONS (Continued)

Share Incentive Plan of Leju (Continued)

Share Options (Continued)

Restricted shares

Leju's restricted shares are restricted from voting or receiving dividends until the shares are vested based on the stipulated service periods as set out in the award agreements.

There are total 967,000 outstanding restricted shares of Leju ("Outstanding Restricted Shares of Leju") granted to directors and eligible employees of Leju, which are not exchanged by the Group for its share-based payment transactions, which are measured at their market-based measure at the acquisition date.

These fair values on 4 November 2020 were calculated with reference to the closing stock price of Leju at the acquisition date.

32. 以股份為基礎的付款交易 (續)

樂居的股份獎勵計劃 (續)

購股權 (續)

受限制股份 (續)

於2020年11月4日未獲歸屬部分的公允價值總額為人民幣15,749,000元。按市場基礎計量方法計算的未歸屬部分人民幣3,072,000元乃基於已完成歸屬期佔受限制股份總歸屬期或原歸屬期 (以較長者為準) 之間的比例分配至樂居的非控股權益。有關未歸屬部分的結餘人民幣12,677,000元將確認為合併後服務的薪酬成本。

下表披露樂居於年內受限制股份數目的變動：

| | | 於2023年 1月1日 尚未行使 千股 | 於收購日期 的樂居未行使 受限制股份 千股 Outstanding restricted shares of Leju on date of acquisition '000 | 年內授出 千股 Granted during the year '000 | 年內歸屬 千股 Vested during the year '000 | 年內沒收 千股 Forfeited during the year '000 | 年內到期 千股 Expired during the year '000 | 於2023年 12月31日 尚未行使 千股 Outstanding at 31 December 2023 '000 |
|--------------------|---|---|--|---|--|---|---|---|
| 受限制股份數目 | Number of restricted share | 267 | - | - | (267) | - | - | - |
| 於授出日期的加權 平均公允價值 | Weighted average grant-date fair value | 1.50美元 US\$1.50 | - | - | 1.50美元 US\$1.50 | - | - | - |
| | | 於2022年 1月1日 尚未行使 千股 Outstanding at 1 January 2022 '000 | 於收購日期 的樂居未行使 受限制股份 千股 Outstanding restricted shares of Leju on date of acquisition '000 | 年內授出 千股 Granted during the year '000 | 年內歸屬 千股 Vested during the year '000 | 年內沒收 千股 Forfeited during the year '000 | 年內到期 千股 Expired during the year '000 | 於2022年 12月31日 尚未行使 千股 Outstanding at 31 December 2022 '000 |
| 受限制股份數目 | Number of restricted share | 617 | - | - | (350) | - | - | 267 |
| 於授出日期的加權 平均公允價值 | Weighted average grant-date fair value | 1.71美元 US\$1.71 | - | - | 1.61美元 US\$1.61 | - | - | 1.50美元 US\$1.50 |

32. SHARE-BASED PAYMENT TRANSACTIONS (Continued)

Share Incentive Plan of Leju (Continued)

Share Options (Continued)

Restricted shares (Continued)

The total amount of fair value of unvested portion on 4 November 2020 is RMB15,749,000. The market-based measure of the unvested portion of RMB3,072,000 is allocated to the non-controlling interest in Leju based on the ratio of the portion of the vesting period completed to the greater of the total vesting period or the original vesting period of those restricted shares. The balance of RMB12,677,000 in respect of the unvested portion will be recognised as remuneration cost for post-combination service.

The following tables disclose movements of the number of Leju's restricted share during the year:

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32. 以股份為基礎的付款交易 (續)

Omnigold的股份獎勵計劃

於2015年，樂居的附屬公司Omnigold Holdings Limited (「Omnigold」) 採納一項股份獎勵計劃 (「Omnigold計劃」)，其提議(i)截至Omnigold董事會批准及採納Omnigold計劃的日期，Omnigold根據Omnigold計劃項下所有獎勵可供發行的股份最高數目初步將為5,000,000股，及(ii) Omnigold計劃將於生效日期的第三、第六及第九個週年日按當時Omnigold當時已發行及尚未行使股份總數的5% (按已轉換及悉數攤薄基準計算) 自動增加。購股權自授出日期起十年屆滿，並將在三年期間內，於授出日期的每個週年日按比例歸屬。

本集團在收購樂居期間將不會轉換Omnigold計劃的未行使購股權，而該等購股權乃按收購日期的市場基礎計量方法計量。

該等於2020年11月4日的公允價值乃使用二項式模式計算。該模式的輸入值如下：

32. SHARE-BASED PAYMENT TRANSACTIONS (Continued)

Share Incentive Plan of Omnigold

In 2015, Leju's subsidiary, Omnigold Holdings Limited ("Omnigold"), adopted a share incentive plan ("Omnigold Plan"), which proposed that (i) the maximum number of shares of Omnigold available for issuance pursuant to all awards under the Omnigold Plan shall initially be 5,000,000 as of the date of the Omnigold Plan was approved and adopted by the Board of Omnigold, and (ii) the Omnigold Plan shall be increased automatically by 5% of the then total issued and outstanding shares of Omnigold on an as-converted fully diluted basis on each of the third, sixth and ninth anniversary of the Effective Date. The options expire ten years from the date of grant and vest ratably at each grant date anniversary over a period of three years.

The outstanding share options of Omnigold Plan are not exchanged by the Group during the acquisition of Leju and are measured at their market-based measure at the acquisition date.

These fair values on 4 November 2020 were calculated using the Binomial model. The inputs into the model were as follows:

| | | 重新計量已歸屬部分 Remeasurement of vested portion |
|-------------------|-------------------------------------|---|
| 行使價 | Exercise price | 1.50美元 US\$1.50 |
| 預期年期 | Expected life | 4.78年 4.78 years |
| 預期波幅 | Expected volatility | 60.56% 60.56% |
| 股息率 | Dividend yield | 0.00% 0.00% |
| 無風險利率 | Risk-free interest rate | 0.36% 0.36% |
| 於2020年11月4日的總公允價值 | Total fair value on 4 November 2020 | 人民幣4,978,000元 RMB4,978,000 |

32. 以股份為基礎的付款交易 (續)

Omnigold的股份獎勵計劃(續)

預期波幅乃使用於2020年11月4日的行業過往股價年化波幅的平均數釐定。模型所使用之預期年期已根據本公司董事的最佳估計，就不可轉讓性、行使限制及行為因素所造成的影響予以調整。預期股息率的估計乃基於Omnigold的歷史經驗而作出。

二項式模型已用於估計購股權的公允價值。計算購股權公允價值所用的變數及假設基於董事的最佳估計，並由獨立專業估值師協助進行。

於2020年11月4日已歸屬部分的公允價值為人民幣4,978,000元，並計入樂居非控股權益之一部分。

32. SHARE-BASED PAYMENT TRANSACTIONS (Continued)

Share Incentive Plan of Omnigold (Continued)

Expected volatility was determined by using the average of industry annualised historical stock price volatilities as at 4 November 2020. The expected life used in the model has been adjusted, based on the directors of the Company's best estimate, for the effects of non-transferability, ex-exercise restrictions and behavioural considerations. The estimations on expected dividend yield are based on the historical experience of Omnigold.

The Binomial model has been used to estimate the fair value of the options. The variables and assumptions used in computing the fair value of the share options are based on the directors' best estimate as assisted by an independent professional valuer.

The fair value of vested portion on 4 November 2020 amounting to RMB4,978,000 are included as part of the non-controlling interest in Leju.

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32. 以股份為基礎的付款交易 (續)

Omnigold的股份獎勵計劃(續)

下表披露Omnigold計劃項下樂居的購股權數目於年內的變動詳情：

| | | 於2023年 1月1日 尚未行使 千股 | 收購樂居日期 Omnigold的 未行使購股權 千股 | 期內授出 千股 | 期內歸屬 千股 | 期內沒收 千股 | 期內到期 千股 | 於2023年 12月31日 尚未行使 千股 |
|--------------------|---------------------------------------|---|---|---|--|---|---|---|
| | | Outstanding at 1 January 2023 '000 | Outstanding share options of Omnigold on date of acquisition of Leju '000 | Granted during the period '000 | Vested during the period '000 | Forfeited during the period '000 | Expired during the period '000 | Outstanding at 31 December 2023 '000 |
| Omnigold的 購股權數目 | Number of Omnigold's share options | 780 | - | - | - | - | - | 780 |
| 加權平均行使價 | Weighted average exercise price | 1.50美元 US\$1.50 | - | - | - | - | - | 1.50美元 US\$1.50 |
| | | | | | | | | |
| | | 於2022年 1月1日 尚未行使 千股 | 收購樂居日期 Omnigold的 未行使購股權 千股 | 期內授出 千股 | 期內歸屬 千股 | 期內沒收 千股 | 期內到期 千股 | 於2022年 12月31日 尚未行使 千股 |
| | | Outstanding at 1 January 2022 '000 | Outstanding share options of Omnigold on date of acquisition of Leju '000 | Granted during the period '000 | Vested during the period '000 | Forfeited during the period '000 | Expired during the period '000 | Outstanding at 31 December 2022 '000 |
| Omnigold的 購股權數目 | Number of Omnigold's share options | 825 | - | - | - | (45) | - | 780 |
| 加權平均行使價 | Weighted average exercise price | 1.50美元 US\$1.50 | - | - | - | 1.50美元 US\$1.50 | - | 1.50美元 US\$1.50 |

32. SHARE-BASED PAYMENT TRANSACTIONS (Continued)

Share Incentive Plan of Omnigold (Continued)

The following tables disclose movements of the number of Leju's share options under the Omnigold Plan during the year:

32. 以股份為基礎的付款交易 (續)

Omnigold的股份獎勵計劃(續)

於各年度末，本集團會修訂其對預期最終將獲歸屬之購股權數目估計。修訂估計的影響(如有)乃於損益中確認，並將就購股權儲備作出相應調整。

本集團確認截至2023年12月31日止年度有關本公司及樂居所授出的購股權及受限制股份的總開支人民幣11,957,000元(2022年：人民幣12,211,000元)。概未就Omnigold授出的購股權確認任何開支。

33. 資本管理

本集團管理其資金，務求透過優化債務與權益間的平衡，確保本集團旗下各集團公司在為股東帶來最大回報的同時可實現持續經營。從上年起，本集團的整體策略維持不變。

本集團的資本架構由債務淨額(包括附註28A、28B、29及22所披露的銀行及其他借款、可換股票據、租賃負債及應付關聯方非貿易性質款項，扣除現金及現金等價物)及本集團擁有人應佔權益組成。

本集團管理層定期檢討資本架構。作為該檢討的一部分，本集團管理層考慮各類資本的資本成本及相關風險。根據本集團管理層的推薦意見，本集團將透過派付股息、發行新股、發行新債務或贖回現有債務平衡其整體資本架構。

32. SHARE-BASED PAYMENT TRANSACTIONS (Continued)

Share Incentive Plan of Omnigold (Continued)

At the end of each year, the Group revises its estimates of the number of options that are expected to vest ultimately. The impact of the revision of the estimates, if any, is recognised in profit and loss, with a corresponding adjustment to the share option reserve.

The Group recognised the total expense of RMB11,957,000 (2022: RMB12,211,000) for the year ended 31 December 2023 in relation to share options and restricted shares granted by the Company and Leju. No expense was recognised for share options granted by Omnigold.

33. CAPITAL MANAGEMENT

The Group manages its capital to ensure that group companies in the Group will be able to continue as a going concern while maximising the return to shareholders through the optimisation of the debt and equity balance. The Group's overall strategy remains unchanged from prior year.

The capital structure of the Group consists of net debt, which includes bank and other borrowings, convertible note, lease liabilities and amounts due to related parties of non-trade nature disclosed in notes 28A, 28B, 29 and 22, net of cash and cash equivalent, and equity attributable to owners of the Group.

The management of the Group reviews the capital structure regularly. As part of this review, the management of the Group considers the cost of capital and the risks associated with each class of capital. Based on recommendations of the management of the Group, the Group will balance its overall capital structure through the payment of dividends, new shares issues as well as the issue of new debt or redemption of existing debt.

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34. 金融工具

a. 金融工具分類

| | | 2023年 人民幣千元 2023 RMB'000 | 2022年 人民幣千元 2022 RMB'000 |
|----------------------|--|-----------------------------------|-----------------------------------|
| 金融資產 | Financial assets | | |
| 攤銷成本 | Amortised cost | 966,575 | 1,746,755 |
| 按公允價值計量並計入 其他全面收益 | FVTOCI | 289,582 | 696,368 |
| 按公允價值計量並計入損益 | FVTPL | 50,556 | 79,833 |
| | | 1,306,713 | 2,522,956 |
| 金融負債 | Financial liabilities | | |
| 攤銷成本 | Amortised cost | 7,952,286 | 7,904,550 |
| 租賃負債 | Lease liabilities | 140,271 | 254,173 |
| 可換股票據衍生工具部分 | Derivative component of Convertible Note | - | 1,551 |
| | | 8,092,557 | 8,160,274 |

34. FINANCIAL INSTRUMENTS

a. Categories of financial instruments

34. 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應收賬款、應收票據、其他應收款項、按公允價值計量並計入其他全面收益的應收款項、已付物業開發商的按金、收購物業及設備的已付按金、租賃定金、受限制銀行結餘、已抵押銀行存款、銀行結餘及現金、分類為按公允價值計量並計入損益的金融資產、應付賬款、其他應付款項、應收(應付)關聯方款項、銀行及其他借款、租賃負債以及可換股票據。該等金融工具的詳情於各附註中披露。與該等金融工具有關的風險包括市場風險(貨幣風險、利率風險及其他價格風險)、信貸風險及流動性風險。緩解該等風險的政策載於下文。本集團管理層管理及監控該等風險，以確保及時有效地實施適當的措施。

貨幣風險

本集團若干銀行結餘及現金、應收(應付)關聯方款項及其他借款以各集團實體的外幣計值，因此面臨外幣風險。

34. FINANCIAL INSTRUMENTS (Continued)

b. Financial risk management objectives and policies

The Group's major financial instruments include accounts receivables, bills receivables, other receivables, receivables at FVTOCI, deposits paid to property developers, deposits paid for acquisition of property and equipment, rental deposits, restricted bank balances, pledged bank deposits, bank balances and cash, financial assets classified as FVTPL, accounts payables, other payables, amounts due from (to) related parties, bank and other borrowings, lease liabilities and convertible note. Details of these financial instruments are disclosed in respective notes. The risks associated with these financial instruments include market risk (currency risk, interest rate risk and other price risk), credit risk and liquidity risk. The policies on how to mitigate these risks are set out below. The management of the Group manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

Currency risk

Certain bank balances and cash, amounts due from (to) related parties, and other borrowings are denominated in foreign currency of the respective group entities which are exposed to foreign currency risk.

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34. 金融工具 (續)

b. 金融風險管理目標及政策 (續)

貨幣風險 (續)

本集團於各報告期末以各集團實體的功能貨幣以外的貨幣計值的貨幣資產及貨幣負債的賬面值載列如下：

| | | 資產 Assets | | 負債 Liabilities | |
|----|------|-----------------------------------|-----------------------------------|-----------------------------------|-----------------------------------|
| | | 2023年 人民幣千元 2023 RMB'000 | 2022年 人民幣千元 2022 RMB'000 | 2023年 人民幣千元 2023 RMB'000 | 2022年 人民幣千元 2022 RMB'000 |
| 美元 | US\$ | 19,423 | 76,893 | 5,170,919 | 5,025,946 |
| 港元 | HK\$ | 1,499,667 | 1,170,975 | 155 | 138 |

由於本集團管理層認為本集團所面臨的外匯風險極低，故本集團目前並無外幣對沖政策。本集團將考慮於需要的時候對沖重大外匯風險。

34. FINANCIAL INSTRUMENTS (Continued)

b. Financial risk management objectives and policies (Continued)

Currency risk (Continued)

The carrying amounts of the Group's monetary assets and monetary liabilities denominated in currencies other than the respective group entities' functional currencies at the end of each reporting period are as follows:

| | | Assets | | Liabilities | |
|----|------|-----------------------------------|-----------------------------------|-----------------------------------|-----------------------------------|
| | | 2023年 人民幣千元 2023 RMB'000 | 2022年 人民幣千元 2022 RMB'000 | 2023年 人民幣千元 2023 RMB'000 | 2022年 人民幣千元 2022 RMB'000 |
| 美元 | US\$ | 19,423 | 76,893 | 5,170,919 | 5,025,946 |
| 港元 | HK\$ | 1,499,667 | 1,170,975 | 155 | 138 |

The Group currently does not have a foreign currency hedging policy as the management of the Group considers that the foreign exchange risk exposure of the Group is minimal. The Group will consider hedging significant foreign currency exposure should the need arise.

34. 金融工具 (續)

b. 金融風險管理目標及政策 (續)

貨幣風險 (續)

敏感度分析

下表詳述相關集團實體功能貨幣兌外幣貶值10%時本集團的敏感度。10%為管理層評估匯率合理可能變動所用的敏感度比率。敏感度分析僅包括尚未償還的外幣計值貨幣項目，並按10%的外幣匯率變動調整報告期末的換算。下表正數(負數)表示相關集團實體功能貨幣兌相關外幣貶值時年內除稅後虧損(減少)/增加。若相關集團實體的功能貨幣升值10%，會對除稅後利潤構成同等程度的相反影響。

34. FINANCIAL INSTRUMENTS (Continued)

b. Financial risk management objectives and policies (Continued)

Currency risk (Continued)

Sensitivity analysis

The following table details the Group's sensitivity to a 10% decrease in the functional currency of the relevant group entities against the foreign currency. 10% is the sensitivity rate used in management's assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis includes only outstanding foreign currency denominated monetary items, and adjusts their translation at the end of the reporting period for a 10% change in foreign currency rates. A positive (negative) number below indicates a (decrease)/increase in post-tax loss for the year where the functional currency of relevant group entities weakening against the relevant foreign currencies. For a 10% strengthen of the functional currency of relevant group entities, there would be an equal and opposite impact on the profit after taxation.

| | | 2023年 人民幣千元 2023 RMB'000 | 2022年 人民幣千元 2022 RMB'000 |
|----|------------------|-----------------------------------|-----------------------------------|
| 外幣 | Foreign currency | | |
| 美元 | US\$ | (479,590) | (468,492) |
| 港元 | HK\$ | 149,951 | 117,084 |

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34. 金融工具 (續)

b. 金融風險管理目標及政策 (續)

利率風險

本集團面臨與定息銀行及其他借款、租賃負債及可換股票據有關的公允價值利率風險(詳情請參閱附註28及29)。本集團目前並無任何利率對沖政策。本集團管理層會持續監察本集團的風險，並於需要時考慮對沖利率風險。

本集團亦面臨與浮動利率受限制銀行結餘、已抵押銀行存款及銀行結餘有關的現金流量利率風險。

本集團面臨的金融負債利率風險詳述於本附註流動性風險管理一節。

敏感度分析

以下敏感度分析乃根據於各報告日期的銀行結餘利率風險釐定。編製分析時乃假設於各報告日期未償還的金融工具於整個年度未償還。就銀行結餘採用利率上升或下降10個基點，代表管理層對利率的合理可能變動的評估。

34. FINANCIAL INSTRUMENTS (Continued)

b. Financial risk management objectives and policies (Continued)

Interest rate risk

The Group is exposed to fair value interest rate risk in relation to fixed-rate bank and other borrowings, lease liabilities and convertible note (see notes 28 and 29 for details). The Group currently does not have any interest rate hedging policy. The management of the Group monitors the Group's exposure on an on-going basis and will consider hedging interest rate risk should the need arises.

The Group is also exposed to cash flow interest rate risk in relation to floated-rate restricted bank balances, pledged bank deposits and bank balances.

The Group's exposures to interest rates on financial liabilities are detailed in the liquidity risk management section of this note.

Sensitivity analysis

The sensitivity analysis below has been determined based on the exposure to interest rates for bank balances at the respective reporting date. The analysis is prepared assuming the financial instruments outstanding at the respective reporting date was outstanding for the whole year. A 10 basis point increase or decrease in interest rate on bank balances is used which represent management's assessment of the reasonably possible changes in interest rates.

34. 金融工具 (續)

b. 金融風險管理目標及政策 (續)

利率風險 (續)

敏感度分析 (續)

若銀行結餘利率上升／下降10個基點，而所有其他變數保持不變，本集團年內除稅後虧損將(增加)／減少以下金額：

年內虧損減少

Decrease in loss for the year

其他價格風險

本集團透過按公允價值計量且其變動計入損益的債務及股本證券投資承受股本價格風險。就聯交所的上市股本證券而言，倘各股本證券的價格上升／下跌5%，則截至2023年12月31日止年度的除稅後虧損將減少／增加人民幣479,000元(2022年：人民幣972,000元)。

34. FINANCIAL INSTRUMENTS (Continued)

b. Financial risk management objectives and policies (Continued)

Interest rate risk (Continued)

Sensitivity analysis (Continued)

If interest rates had been 10 basis points higher/lower for bank balances and all other variables were held constant, the Group's post-tax loss for the year would have (increased)/decreased by the following magnitude:

| | 2023年 人民幣千元 2023 RMB'000 | 2022年 人民幣千元 2022 RMB'000 |
|--------|-----------------------------------|-----------------------------------|
| 年內虧損減少 | 260 | 406 |

Other price risk

The Group is exposed to equity price risk through its investments in debt and equity securities measured at FVTPL. For listed equity securities in the Stock Exchange, if the price of the respective equity securities had been 5% higher/lower, the loss after tax for the year ended 31 December 2023 would have decreased/increased by RMB479,000 (2022: RMB972,000).

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34. 金融工具 (續)

b. 金融風險管理目標及政策 (續)

信貸風險

信貸風險指交易對手未履行其合約責任而導致本集團產生財務損失的風險。

本集團就其應收賬款、應收票據、按公允價值計量並計入其他全面收益的應收款項、其他應收款項、其他非流動資產、應收關聯方款項、受限制銀行結餘、已抵押銀行存款以及銀行結餘承受信貸風險，相當於本集團就金融資產承受的最高信貸風險。

本集團預期受限制銀行結餘、已抵押銀行存款及銀行現金存款不涉及重大信貸風險，因為其主要存放於國有銀行及其他大中型上市銀行。本集團管理層預計不會因該等交易對手不履約產生任何重大虧損。

於各報告期末，不計及任何所持有的抵押品或其他增信措施，本集團面臨的最大信貸風險為交易對手未能履行責任及本集團所提供財務擔保而導致本集團產生的財務損失。

本集團有信貸集中風險，乃因於2023年12月31日，應收賬款、應收票據、應收關聯方貿易性質款項－應收賬款(包括按攤銷成本及按公允價值計量並計入其他全面收益的款項)的總額中，分別有34.69%(2022年: 15.10%)及48.49%(2022年: 33.63%)來自本集團最大客戶及前五大客戶。

34. FINANCIAL INSTRUMENTS (Continued)

b. Financial risk management objectives and policies (Continued)

Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Group.

The Group is exposed to credit risk in relation to its accounts receivables, bills receivables, receivables at FVTOCI, other receivables, other non-current assets, amounts due from related parties, restricted bank balances, pledged bank deposit, and bank balances, representing the Group's maximum exposure to credit risk in relation to financial assets.

The Group expects that there is no significant credit risk associated with restricted bank balances, pledged bank deposits and cash deposits at banks since they are substantially deposited at state-owned banks and other medium or large-sized listed banks. The management of the Group does not expect that there will be any significant losses from non-performance by these counterparties.

At the end of each reporting period, the Group's maximum exposure to credit risk without taking into account any collateral held or other credit enhancements, which will cause a financial loss to the Group due to failure to discharge an obligation by the counterparties and financial guarantees provided by the Group.

The Group has concentration of credit risk as 34.69% (2022: 15.10%) and 48.49% (2022: 33.63%) of the total accounts receivables, bills receivables, amounts due from related parties of trade nature – accounts receivables (including those carried at amortised cost and FVTOCI) was due from the Group's largest customer and five largest customers as at 31 December 2023, respectively.

34. 金融工具 (續)

b. 金融風險管理目標及政策 (續)

信貸風險 (續)

貿易相關結餘

於2023年12月31日，計入本集團應收賬款、應收關聯方貿易性質款項－應收賬款（包括按攤銷成本及按公允價值計量並計入其他全面收益的款項）之總金額為人民幣48,456,000元（2022年：人民幣53,146,000元），本集團就該等結餘持有房地產抵押品。安排詳情載於附註21及23。

對於應收賬款、應收票據及應收關聯方貿易性質款項－應收賬款（包括按攤銷成本及按公允價值計量並計入其他全面收益的款項），本集團已應用《國際財務報告準則》第9號的簡易方法計量全期預期信貸損失的虧損撥備。該等結餘的預期信貸損失對信貸評級良好的客戶（戰略類客戶）或個別評估客戶或信貸風險高的客戶（一般風險類客戶－信貸減值或高風險類客戶）按個別基準作出評估及餘下者（一般風險類客戶－非信貸減值）一併使用撥備矩陣作出評估，並根據債務人的歷史結算模式、過往違約經驗、所取得的作為抵押品的房地產物業的公允價值、債務人經營所在行業的整體經濟環境及報告日期當前情況及預測動向的評估結果為依據作出估計。

34. FINANCIAL INSTRUMENTS (Continued)

b. Financial risk management objectives and policies (Continued)

Credit risk (Continued)

Trade-related balances

Included in the Group's accounts receivables, amounts due from related parties of trade nature – accounts receivables (including those carried at amortised cost and FVTOCI) as at 31 December 2023 with aggregate amounts of RMB48,456,000 (2022: RMB53,146,000), the Group has collateral of real estate properties over these balances. Details of the arrangement is set out in notes 21 and 23.

For accounts receivables, bills receivables, amounts due from related parties of trade nature – accounts receivables (including those carried at amortised cost and FVTOCI), the Group has applied the simplified approach in IFRS 9 to measure the loss allowance at lifetime ECL. The ECL on these balances are assessed on an individual basis for customers with good credit rating (strategic type customers) or individually assessed customers or with high credit risk (normal risk type customers – credit-impaired or high risk type customers) and the remaining (normal risk type customers – not credit-impaired) is collectively using provision matrix, estimated based on historical settlement pattern, past default experience of the debtor, fair values of real estate properties obtained as collateral, general economic conditions of the industry in which the debtors operate and an assessment of both the current as well as the forecast direction of conditions at the reporting date.

34. 金融工具 (續)

b. 金融風險管理目標及政策 (續)

信貸風險 (續)

貿易相關結餘 (續)

當有資料顯示債務人陷入嚴重財務困境，且並無實際收回的可能之時（例如債務人已清算或進入破產程序），本集團撇銷應收賬款、應收票據、應收關聯方款項－應收賬款（包括按攤銷成本及按公允價值計量並計入其他全面收益的款項）。

下表詳述本集團基於撥備矩陣評估的應收賬款及應收票據（包括按攤銷成本及按公允價值計量並計入其他全面收益的款項）的風險組合。於2023年12月31日合約金額分別為人民幣1,864,252,000元（2022年：人民幣1,796,348,000元）、人民幣299,883,000元（2022年：人民幣304,268,000元）、人民幣3,771,851,000元（2022年：人民幣3,865,539,000元）、人民幣1,204,873,000元（2022年：人民幣1,184,128,000元）的正常風險類信貸減值、高風險類客戶及戰略類客戶及個別評估客戶的債務人個別進行評估。

34. FINANCIAL INSTRUMENTS (Continued)

b. Financial risk management objectives and policies (Continued)

Credit risk (Continued)

Trade-related balances (Continued)

The Group writes off an accounts receivables, bills receivables, amounts due from related parties – accounts receivables (including those carried at amortised cost and FVTOCI) when there is information indicating that the debtor is in severe financial difficulty and there is no realistic prospect of recovery, e.g. when the debtor has been placed under liquidation or has entered into bankruptcy proceedings.

The following table details the risk profile of the Group's accounts receivables and bills receivables (including those carried at amortised cost and FVTOCI) which are assessed based on provision matrix. Debtors with normal risk type – credit-impaired, high risk type customers, strategic type customers and, individual assessed customers with contract amounts of RMB1,864,252,000 (2022: RMB1,796,348,000), RMB299,883,000 (2022: RMB304,268,000), RMB3,771,851,000 (2022: RMB3,865,539,000), RMB1,204,873,000 (2022: RMB1,184,128,000) as at 31 December 2023 were assessed individually, respectively.

34. 金融工具 (續)

b. 金融風險管理目標及政策 (續)

信貸風險 (續)

貿易相關結餘 (續)

於2023年12月31日

34. FINANCIAL INSTRUMENTS (Continued)

b. Financial risk management objectives and policies (Continued)

Credit risk (Continued)

Trade-related balances (Continued)

As at 31 December 2023

應收賬款及應收票據 (包括按攤銷成本及按公允價值計量並計入其他全面收益的款項) – 逾期天數

Accounts receivables and bills receivables (including those carried at amortised cost and FVTOCI) – days aged

| | 一般風險類客戶 (非信貸減值) Normal risk type customers – not credit-impaired | 一年以內 Within 1 year | 一至兩年 1-2 years | 總計 Total |
|------------------|--|--------------------------|-------------------|-------------|
| 加權平均預期信貸損失率 | Weighted average expected credit loss rate | 21.97% | 76.80% | 50.15% |
| 賬面值總額 (人民幣千元) | Total gross carrying amount (RMB'000) | 110,715 | 117,068 | 227,783 |
| 全期預期信貸損失 (人民幣千元) | Lifetime ECL (RMB'000) | (24,319) | (89,914) | (114,233) |
| | | 86,396 | 27,154 | 113,550 |

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34. 金融工具 (續)

b. 金融風險管理目標及政策 (續)

信貸風險 (續)

貿易相關結餘 (續)

於2022年12月31日

34. FINANCIAL INSTRUMENTS (Continued)

b. Financial risk management objectives and policies (Continued)

Credit risk (Continued)

Trade-related balances (Continued)

As at 31 December 2022

應收賬款及應收票據 (包括按攤銷成本及按公允價值計量並計入其他全面收益的款項) – 逾期天數

Accounts receivables and bills receivables (including those carried at amortised cost and FVTOCI) - days aged

| | 一般風險類客戶 (非信貸減值) Normal risk type customers – not credit-impaired | 一年以內 Within 1 year | 一至兩年 1-2 years | 總計 Total |
|--|--|--------------------------|-------------------|-------------|
| 加權平均預期信貸損失率 Weighted average expected credit loss rate | | 17.50% | 45.64% | 28.92% |
| 賬面值總額 (人民幣千元) Total gross carrying amount (RMB'000) | | 388,176 | 265,014 | 653,190 |
| 全期預期信貸損失 (人民幣千元) Lifetime ECL (RMB'000) | | (67,949) | (120,958) | (188,907) |
| | | 320,227 | 144,056 | 464,283 |

34. 金融工具 (續)

b. 金融風險管理目標及政策 (續)

信貸風險 (續)

貿易相關結餘 (續)

於本年度，本集團根據撥備矩陣就應收賬款及應收票據（包括按攤銷成本及按公允價值計量並計入其他全面收益的款項）確認撥備撥回淨額人民幣80,992,000元（2022年：撥備撥回淨額人民幣89,380,000元），並按個別基準評估來自（1）信貸減值的一般風險類客戶，（2）高風險類客戶，（3）戰略類客戶及（4）個別評估客戶的應收賬款、應收票據及應收關聯方款項－應收賬款（包括按攤銷成本及按公允價值計量並計入其他全面收益的款項），確認虧損撥備淨額人民幣93,795,000元（2022年：人民幣810,913,000元）。

非貿易相關結餘

為最大限度降低其他應收款項及其他非流動資產的信貸風險，本集團已委任其信貸管理委員會制定及維持信貸風險等級，以根據信貸違約風險等級將風險敞口進行分類。信貸評級資料由獨立評級機構（如有）提供，否則，信貸管理委員會將使用其他公開可用財務資料及本集團自有的交易記錄對其交易對手進行評級。本集團持續監控其風險敞口及其交易對手的信貸評級，並將所達成的交易總值在經核准交易對手間進行攤分。

34. FINANCIAL INSTRUMENTS (Continued)

b. Financial risk management objectives and policies (Continued)

Credit risk (Continued)

Trade-related balances (Continued)

During the current year, the Group recognised net reversal of provision of RMB80,992,000 (2022: net reversal of provision of RMB89,380,000) based on the provision matrix for accounts receivables and bill receivables (including those carried at amortised cost and FVTOCI) and recognised net loss allowance of RMB93,795,000 (2022: RMB810,913,000) assessed on an individual basis on accounts receivables, bills receivables and amounts due from related parties – accounts receivables (including those carried at amortised cost and FVTOCI) from (1) normal risk type customers – credit-impaired, (2) high risk type customers, (3) strategic type customers and (4) individually assessed customers.

Non-trade related balances

In order to minimise credit risk on other receivables and other non-current assets, the Group has tasked its credit management committee to develop and maintain the credit risk gradings to categorise exposures according to their degree of risk of default. The credit rating information is supplied by independent rating agencies where available and, if not available, the credit management committee uses other publicly available financial information and the Group's own trading records to rate its counterparties. The Group's exposure and the credit ratings of its counterparties are continuously monitored and the aggregate value of transactions concluded is spread amongst approved counterparties.

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34. 金融工具 (續)

b. 金融風險管理目標及政策 (續)

信貸風險 (續)

非貿易相關結餘 (續)

本集團現時有關其他應收款項及其他非流動資產的信貸風險等級框架包括以下類別：

| 類別 Category | 描述 Description | 確認預期信貸損失的基準 Basis for recognising ECL |
|------------------|--|--|
| 良好 Performing | 交易對手違約風險低，並無任何逾期款項或賬齡在一年以內。 The counterparty has a low risk of default and does not have any past-due amounts or aged within 1 year. | 12個月的預期信貸損失 12m ECL |
| 可疑 Doubtful | 自初始確認起，信貸風險大幅加劇（賬齡一至兩年）。 There has been a significant increase in credit risk since initial recognition (aged within 1 year but less than 2 years). | 全期預期信貸損失 － 無信貸減值 Lifetime ECL – not credit-impaired |
| 違約 In default | 有跡象表明資產出現信貸減值（賬齡兩年以上）。 There is evidence indicating the asset is credit-impaired (aged over 2 years). | 全期預期信貸損失 － 信貸減值 Lifetime ECL – credit-impaired |
| 核銷 Write-off | 有跡象表明債務人陷入嚴重的財務困境，因而本集團收回款項的希望渺茫。 There is evidence indicating that the debtor is in severe financial difficulty and the Group has no realistic prospect of recovery. | 款項已被核銷 Amount is written off |

34. FINANCIAL INSTRUMENTS (Continued)

b. Financial risk management objectives and policies (Continued)

Credit risk (Continued)

Non-trade related balances (Continued)

The Group's current credit risk grading framework in respect of other receivables and other non-current assets comprises the following categories:

34. 金融工具 (續)

b. 金融風險管理目標及政策 (續)

信貸風險 (續)

非貿易相關結餘 (續)

為進行減值評估，其他應收款項及其他非流動資產被視為具有較低信貸風險，因為該等金融資產的交易對手具有較高信貸測評（惟應收賬款乃屬可疑）。因此，就減值評估而言，虧損撥備乃按12個月預期信貸損失的相同金額計量。於2023年12月31日，其他應收款項及其他非流動資產（面臨預期信貸損失）的總賬面值為人民幣4,266,502,000元（2022年：人民幣4,445,100,000元）。

於釐定其他應收款項及其他非流動資產的預期信貸損失時，本集團管理層已計及過往違約情況及行業未來前景及／或考慮實際及預測經濟資料的各種外部來源（如適用），以估計其他應收款項及其他非流動資產各自在有關虧損評估時間範圍內的違約概率，以及違約損失率。

34. FINANCIAL INSTRUMENTS (Continued)

b. Financial risk management objectives and policies (Continued)

Credit risk (Continued)

Non-trade related balances (Continued)

For the purposes of impairment assessment, other receivables and other non-current assets are considered to have low credit risk as the counterparties to these financial assets have a high credit rating except receivables that are considered as doubtful. Accordingly, for the purpose of impairment assessment, the loss allowance is measured at an amount equal to 12m ECL. As at 31 December 2023, the gross carrying amount of other receivables and other non-current assets subjected to ECL amounted to RMB4,266,502,000 (2022: RMB4,445,100,000).

In determining the ECL for other receivables and other non-current assets, the management of the Group has taken into account the historical default experience and the future prospects of the industries and/or considering various external sources of actual and forecast economic information, as appropriate, in estimating the probability of default of each of the other receivables and other non-current assets occurring within their respective loss assessment time horizon, as well as the loss upon default in each case.

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34. 金融工具 (續)

b. 金融風險管理目標及政策 (續)

流動性風險

在管理流動性風險時，本集團監察及維持現金及現金等價物於本集團管理層認為合適的水平，以為本集團業務提供資金及降低現金流量波動的影響。本集團管理層監控銀行及其他借款的使用，確保符合貸款契約。

下表載列本集團非衍生金融負債的剩餘合約年期詳情。有關列表乃根據本集團可能被要求付款的最早日期釐定的金融負債未貼現現金流量編製。金融負債的到期日乃按協定的還款日期釐定。

34. FINANCIAL INSTRUMENTS (Continued)

b. Financial risk management objectives and policies (Continued)

Liquidity risk

In the management of the liquidity risk, the Group monitors and maintains a level of cash and cash equivalents deemed adequate by the management of the Group to finance the operations and mitigate the effects of fluctuations in cash flows. The management of the Group monitors the utilisation of bank and other borrowings and ensures compliance with loan covenants.

The following table details the Group's remaining contractual maturity for its non-derivative financial liabilities. 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 maturity dates for financial liabilities are based on the agreed repayment dates.

34. 金融工具 (續)

b. 金融風險管理目標及政策 (續)

流動性風險 (續)

下表包括利息及本金現金流量。

流動性與利率風險表

34. FINANCIAL INSTRUMENTS (Continued)

b. Financial risk management objectives and policies (Continued)

Liquidity risk (Continued)

The table includes both interest and principal cash flows.

Liquidity and interest risk table

| | | 加權平均 實際利率 % | 按要或 | | | | | 未貼現 現金流量總額 人民幣千元 | 賬面值 人民幣千元 |
|-------------|--|--|---|---------------------------------------|--|----------------------|----------------------------|--|-------------------------------|
| | | | 少於1個月 人民幣千元 | 1至3個月 人民幣千元 | 3個月至1年 人民幣千元 | 1至5年 人民幣千元 | 5年以上 人民幣千元 | | |
| | | Weighted average effective interest rate % | On demand or less than 1 month RMB'000 | Within 1 to 3 months RMB'000 | Within 3 months to 1 year RMB'000 | 1-5 years RMB'000 | Over 5 years RMB'000 | Total undiscounted cash flows RMB'000 | Carrying amount RMB'000 |
| 2023年12月31日 | 31 December 2023 | | | | | | | | |
| 應付賬款及其他應付款項 | Accounts and other payables | - | 1,886,326 | - | - | - | - | 1,886,326 | 1,886,326 |
| 應付關聯方款項 | Amounts due to related parties | - | 115,230 | - | - | - | - | 115,230 | 115,230 |
| 固定利率銀行借款 | Fixed-rate bank borrowings | 4.75 | 36 | 145,270 | 175,939 | 543,713 | 3,203 | 868,161 | 779,811 |
| 固定利率其他借款 | Fixed-rate other borrowings | 7.60 | 4,963,098 | - | - | - | - | 4,963,098 | 4,235,807 |
| 可換股票據的負債部分 | Liability component of Convertible Note | 8.73 | 921,438 | - | - | - | - | 921,438 | 935,112 |
| 租賃負債 | Lease liabilities | 3.95 | 7,668 | 6,797 | 47,004 | 98,863 | 30,910 | 191,242 | 140,271 |
| | | | 7,893,796 | 152,067 | 222,943 | 642,576 | 34,113 | 8,945,495 | 8,092,557 |
| 2022年12月31日 | 31 December 2022 | | | | | | | | |
| 應付賬款及其他應付款項 | Accounts and other payables | - | 1,708,089 | - | - | - | - | 1,708,089 | 1,708,089 |
| 應付關聯方款項 | Amounts due to related parties | - | 259,147 | - | - | - | - | 259,147 | 259,147 |
| 固定利率銀行借款 | Fixed-rate bank borrowings | 4.67 | 103 | 144,178 | 257,505 | 533,566 | 4,485 | 939,837 | 858,516 |
| 固定利率其他借款 | Fixed-rate other borrowings | 8.64 | 2,360,828 | - | 2,168,776 | - | - | 4,529,604 | 4,156,665 |
| 可換股票據的負債部分 | Liability component of Convertible Note | 9.09 | 4,070 | - | 891,571 | - | - | 895,641 | 869,282 |
| 租賃負債 | Lease liabilities | 3.95 | 6,113 | 11,083 | 67,554 | 75,588 | 143,728 | 304,066 | 254,173 |
| | | | 4,338,350 | 155,261 | 3,385,406 | 609,154 | 148,213 | 8,636,384 | 8,105,872 |

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34. 金融工具 (續)

c. 金融工具的公允價值計量

本集團管理層認為，本集團於綜合財務報表中按攤銷成本列賬的金融資產及金融負債賬面值與其公允價值相若，但優先票據及可換股票據的債務部分（其公允價值分別披露於附註28A及附註28B）除外。

34. FINANCIAL INSTRUMENTS (Continued)

c. Fair value measurements of financial instruments

The management of the Group considers that the carrying amount of the Group's financial assets and financial liabilities, except for Senior Notes and debt component of Convertible Note of which their fair values are disclosed in notes 28A and 28B, respectively, recorded at amortised cost in the consolidated financial statements approximate their fair values.

| | | 於12月31日的公允價值 | | 公允價值 層級 | 估值技術及 關鍵輸入數據 |
|----------------------------------|---|-----------------------------------|-----------------------------------|----------------|--|
| | | Fair value as at 31 December | | | |
| | | 2023年 人民幣千元 2023 RMB'000 | 2022年 人民幣千元 2022 RMB'000 | | |
| 金融資產／金融負債 | Financial assets/financial liabilities | | | | |
| 分類為強制按公允價值計量並計入損益的金融資產的聯交所上市股本證券 | Equity securities listed in the Stock Exchange classified as financial assets mandatorily measured at FVTPL | 9,575 | 19,436 | 第一級 Level 1 | 於活躍市場買入價 Quoted bid prices in the active market |
| 分類為強制按公允價值計量並計入損益的金融資產的有限合夥投資 | Investment in limited partnership classified as financial assets mandatorily measured at FVTPL | 40,981 | 60,397 | 第三級 Level 3 | 附註i note i |
| 可換股票據衍生工具部分 | Derivative component of Convertible Note | - | (1,551) | 第三級 Level 3 | 附註ii note ii |
| 按公允價值計量並計入其他全面收益的應收款項 | Receivables at FVTOCI | 289,582 | 696,368 | 第三級 Level 3 | 附註iii note iii |

34. 金融工具 (續)

c. 金融工具的公允價值計量 (續)

截至2022年及2023年12月31日止年度內第一、二級與第三級之間概無轉撥。

附註i：

於2022年及2023年12月31日的公允價值根據私募股權基金相關資產的公允價值釐定。重大不可觀測輸入數據為相關資產的公允價值。相關資產公允價值越高，投資公允價值將越高。

作為私募股權基金相關投資之聯交所上市公司股權的股價單一上升將導致私募股權基金的公允價值計量增加，反之亦然。倘聯交所上市公司相關股權的股價上升5%，私募股權基金的賬面值將增加人民幣2,049,000元(2022年：人民幣3,020,000元)。

附註ii：

於2022年及2023年12月31日的公允價值由柏力克－舒爾斯期權定價模式釐定。柏力克－舒爾斯期權定價模式的重大不可觀察輸入數據為投資對象的股價、股票價格及貼現率的波動性。投資對象和股票價格的波動性越高，可換股票據的公允價值就越高。貼現率越低，可換股票據的公允價值就越高。

34. FINANCIAL INSTRUMENTS (Continued)

c. Fair value measurements of financial instruments (Continued)

There were no transfers between Level 1, 2 and 3 during the years ended 31 December 2022 and 2023.

Note i:

The fair value as at 31 December 2022 and 2023 was determined based on the fair value of the underlying assets of private equity fund. The significant unobservable input is the fair value of the underlying assets. The higher the fair value of the underlying assets, the higher the fair value of the investment will be.

An increase in the stock price of the equity shares of a company listed on the Stock Exchange which is the underlying investment of the private equity fund, used in isolation would result in an increase in the fair value measurement of the private equity fund, and vice versa. A 5% increase in the stock price of the underlying equity shares of a company listed on the Stock Exchange would increase the carrying amount of the private equity fund by RMB2,049,000 (2022: RMB3,020,000).

Note ii:

The fair value as at 31 December 2022 and 2023 was determined by Black-Scholes option pricing model. The significant unobservable input to the Black-Scholes option pricing model being the volatility of the share price of the investee, stock price and discount rate. The higher the volatility of the investee and stock price, the higher the fair value of the convertible note will be. The lower the discount rate, the higher the fair value of the convertible note will be.

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34. 金融工具 (續)

c. 金融工具的公允價值計量 (續)

附註ii：(續)

以下敏感度分析乃根據本集團發行的可換股票據的投資對象的股價、股票價格及貼現率的波動風險釐定。編製分析時乃假設於各報告日期未償還的金融工具於整個年度未償還。可換股票據的投資對象的股價、股票價格及貼現率的波動性增加或減少5%的波動乃獲採用，分別用於表示本集團管理層對合理可能變動的評估。

| | | 投資對象的 股價的波動性 人民幣千元 The volatility of the share price of the investee RMB'000 | 股票價格 人民幣千元 Stock price RMB'000 | 貼現率 人民幣千元 Discount rate RMB'000 |
|---------------|----------------------|--|---|--|
| 2023年 增加5% | 2023 Higher by 5% | 不適用 n/a | 不適用 n/a | 不適用 n/a |
| 減少5% | Lower by 5% | 不適用 n/a | 不適用 n/a | 不適用 n/a |
| 2022年 增加5% | 2022 Higher by 5% | 742 | 582 | (79) |
| 減少5% | Lower by 5% | (713) | (439) | 177 |

附註iii：

於2022年及2023年12月31日的公允價值根據貼現現金流量法釐定，該方法用於取得應收款項產生的現金流量現值，使用反映相應客戶不可觀察信貸風險的貼現率。貼現率越高，應收款項的公允價值越低。

34. FINANCIAL INSTRUMENTS (Continued)

c. Fair value measurements of financial instruments (Continued)

Note ii: (Continued)

The sensitivity analysis below has been determined based on the exposure to the volatility of the share price of the investee, stock price and discount rate for the convertible note issued by the Group. The analysis is prepared assuming the financial instruments outstanding at the respective reporting date was outstanding for the whole year. A 5% increase or decrease in the volatility of the share price of the investee, stock price and discount rate for the convertible note is used which represent the management of the Group's assessment of the reasonably possible changes respectively.

Note iii:

The fair value as at 31 December 2022 and 2023 was determined by discounted cash flow method which was used to capture the present value of the cash flows to be derived from the receivables using the discount rate that reflected the credit risk of the corresponding customers which are unobservable. The higher the discount rate, the lower the fair value of the receivables.

34. 金融工具 (續)

c. 金融工具的公允價值計量 (續)

第三層級公允價值計量對賬

下表呈列第三層級金融資產及負債的變動。

於2023年12月31日

34. FINANCIAL INSTRUMENTS (Continued)

c. Fair value measurements of financial instruments (Continued)

Reconciliation of Level 3 fair value measurements

The following table represents the changes in Level 3 financial assets and liability.

As at 31 December 2023

| | | 資產 Assets | | 負債 Liability |
|--------------------|--|--|--|---|
| | | 分類為按公允價值計量並計入損益的金融資產的有限合夥投資 人民幣千元 Investment in limited partnership classified as financial asset measured at FVTPL RMB'000 | 按公允價值計量並計入其他全面收益的應收款項 人民幣千元 Receivables at FVTOCI RMB'000 | 可換股票據衍生工具部分 人民幣千元 Derivative component of Convertible Note RMB'000 |
| 於2023年1月1日 | At 1 January 2023 | 60,397 | 696,368 | (1,551) |
| 出售／結算 | Disposal/Settlement | (16,330) | (365,497) | - |
| 匯率調整 | Exchange adjustment | - | - | (12) |
| 於以下確認的收益／(虧損)總額－損益 | Total gain/(loss) recognised in – profit or loss | (3,086) | (41,289) | 1,563 |
| 於2023年12月31日 | At 31 December 2023 | 40,981 | 289,582 | - |

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34. 金融工具 (續)

c. 金融工具的公允價值計量 (續)

第三層級公允價值計量對賬 (續)

於2022年12月31日

| | | 資產 Assets | | 負債 Liability |
|----------------------|--|--|--|---|
| | | 分類為按公允價值計量並計入損益的金融資產的有限合夥投資 人民幣千元 Investment in limited partnership classified as financial asset measured at FVTPL RMB'000 | 按公允價值計量並計入其他全面收益的應收款項 人民幣千元 Receivables at FVTOCI RMB'000 | 可換股票據衍生工具部分 人民幣千元 Derivative component of Convertible Note RMB'000 |
| 於2022年1月1日 | At 1 January 2022 | 74,090 | 2,251,496 | (13,773) |
| 添置 | Addition | - | - | - |
| 出售/結算 | Disposal/Settlement | (8,113) | (919,547) | - |
| 匯率調整 | Exchange adjustment | - | - | (693) |
| 於以下確認的收益/(虧損)總額 - 損益 | Total gain/(loss) recognised in - profit or loss | (5,580) | (635,581) | 12,915 |
| 於2022年12月31日 | At 31 December 2022 | 60,397 | 696,368 | (1,551) |

截至2023年12月31日止年度的總收益包括於報告年度末與按公允價值計量並計入損益的金融資產有關的未實現虧損人民幣3,086,000元(2022年:未實現虧損人民幣7,335,000元)。

34. FINANCIAL INSTRUMENTS (Continued)

c. Fair value measurements of financial instruments (Continued)

Reconciliation of Level 3 fair value measurements (Continued)

As at 31 December 2022

| | | 資產 Assets | | 負債 Liability |
|----------------------|--|--|--|---|
| | | 分類為按公允價值計量並計入損益的金融資產的有限合夥投資 人民幣千元 Investment in limited partnership classified as financial asset measured at FVTPL RMB'000 | 按公允價值計量並計入其他全面收益的應收款項 人民幣千元 Receivables at FVTOCI RMB'000 | 可換股票據衍生工具部分 人民幣千元 Derivative component of Convertible Note RMB'000 |
| 於2022年1月1日 | At 1 January 2022 | 74,090 | 2,251,496 | (13,773) |
| 添置 | Addition | - | - | - |
| 出售/結算 | Disposal/Settlement | (8,113) | (919,547) | - |
| 匯率調整 | Exchange adjustment | - | - | (693) |
| 於以下確認的收益/(虧損)總額 - 損益 | Total gain/(loss) recognised in - profit or loss | (5,580) | (635,581) | 12,915 |
| 於2022年12月31日 | At 31 December 2022 | 60,397 | 696,368 | (1,551) |

Of the total gain for the year ended 31 December 2023 included an unrealised loss of RMB3,086,000 (2022: unrealised loss of RMB7,335,000) relating to financial assets at FVTPL at the end of the reporting year.

35. 融資活動產生的負債對賬

下表詳細描述本集團融資活動產生的負債的變動，包括現金和非現金變動。融資活動產生的負債是指現金流量或未來現金流量會在本集團的綜合現金流量表中分類為融資活動產生的現金流量的負債。

35. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

The table below details changes in the Group's liabilities arising from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are those for which cash flows were, or future cash flows will be, classified in the Group's consolidated statement of cash flows as cash flows from financing activities.

| | | 銀行及 其他借款 人民幣千元 | 租賃負債 人民幣千元 | 應付利息 人民幣千元 | 應付關聯方 款項(非 貿易性質) 人民幣千元 | 可換股票據 人民幣千元 | 其他應付 款項 - 終止 確認按 公允價值 計量並計入 其他全面 收益的應收 款項的虧損 人民幣千元 | 應派付予 非控股 權益的股息 人民幣千元 | 總計 人民幣千元 |
|--|--|--|---------------------------------|--------------------------------|---|--------------------------------|---|--|------------------|
| | | Bank and other borrowings RMB'000 | Lease Liabilities RMB'000 | Interest payable RMB'000 | Amounts due to related parties (non-trade nature) RMB'000 | Convertible Note RMB'000 | Other payable- loss on derecognition of receivables at FVTOCI RMB'000 | Dividends payables to non- controlling interest RMB'000 | Total RMB'000 |
| 於2022年1月1日 | At 1 January 2022 | 6,105,332 | 293,411 | 46,522 | 143,833 | 756,912 | - | - | 7,346,010 |
| 融資現金流量 | Financing cash flow | (1,462,949) | (105,103) | (64,441) | (96,499) | - | (38) | (20,634) | (1,749,664) |
| 已宣派股息 | Dividend declared | - | - | - | - | - | - | 20,634 | 20,634 |
| 匯率調整 | Exchange adjustment | 284,851 | - | - | - | 71,975 | - | - | 356,826 |
| 確認的融資成本 | Finance costs recognised | 87,947 | 11,703 | 317,241 | - | 54,861 | - | - | 471,752 |
| 訂立的新租賃 | New leases entered | - | 102,965 | - | - | - | - | - | 102,965 |
| 租賃修訂及終止 | Lease modifications and termination | - | (48,803) | - | - | - | - | - | (48,803) |
| 按公允價值計量並 計入損益的金融負債 的公允價值收益 | Fair value gain on financial liabilities at FVTPL | - | - | - | - | (12,915) | - | - | (12,915) |
| 終止確認按公允價值 計量並計入其他 全面收益的應收 款項的虧損 | Loss on derecognition of receivables at FVTOCI | - | - | - | - | - | 38 | - | 38 |
| 於2022年12月31日 | At 31 December 2022 | 5,015,181 | 254,173 | 299,322 | 47,334 | 870,833 | - | - | 6,486,843 |

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35. 融資活動產生的負債對賬 (續)

35. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES (Continued)

| | | 銀行及 其他借款 人民幣千元 | 租賃負債 人民幣千元 | 應付利息 人民幣千元 | 應付關聯方 款項(非 貿易性質) 人民幣千元 | 可換股票據 人民幣千元 | 其他應付 款項—終止 確認按 公允價值 計量並計入 其他全面 收益的應收 款項的虧損 人民幣千元 | 應派予 非控股 權益的股息 人民幣千元 | 總計 人民幣千元 |
|----------------------------------|--|--|---------------------------------|--------------------------------|---|--------------------------------|---|--|------------------|
| | | Bank and other borrowings RMB'000 | Lease Liabilities RMB'000 | Interest payable RMB'000 | Amounts due to related parties (non-trade nature) RMB'000 | Convertible Note RMB'000 | Other payable- loss on derecognition of receivables at FVTOCI RMB'000 | Dividends payables to non- controlling interest RMB'000 | Total RMB'000 |
| 融資現金流量 | Financing cash flows | (78,705) | (40,997) | (69,366) | 2,349 | - | - | (22,273) | (208,992) |
| 已宣派股息 | Dividend declared | - | - | - | - | - | - | 22,273 | 22,273 |
| 匯率調整 | Exchange adjustment | 13,896 | - | - | - | 12,948 | - | - | 26,844 |
| 確認的融資成本 | Finance costs recognised | 65,246 | 7,673 | 317,241 | - | 52,894 | - | - | 443,054 |
| 訂立的新租賃 | New leases entered | - | 36,678 | - | - | - | - | - | 36,678 |
| 按公允價值計量並計入 損益的金融負債的 公允價值收益 | Fair value gain on financial liabilities at FVTPL | - | - | - | - | (1,563) | - | - | (1,563) |
| 租賃修訂及終止 | Lease modifications and termination | - | (117,256) | - | - | - | - | - | (117,256) |
| 於2023年12月31日 | At 31 December 2023 | 5,015,618 | 140,271 | 547,197 | 49,683 | 935,112 | - | - | 6,687,881 |

36. 資本承擔

36. CAPITAL COMMITMENTS

| | | 2023年 人民幣千元 2023 RMB'000 | 2022年 人民幣千元 2022 RMB'000 |
|-------------------|--|-----------------------------------|-----------------------------------|
| 已訂約但未撥備： 物業及設備 | Contracted but not provided for: Property and equipment | - | 1,534 |

37. 出售附屬公司

37. DISPOSAL OF SUBSIDIARIES

截至2023年12月31日止年度

For the year ended 31 December 2023

本集團於2023年4月24日完成出售上海苔米商業經營管理有限公司及於2023年12月29日完成出售實達海外有限公司，總現金代價為人民幣10,000元。

The Group completed the disposal of Shanghai Taimi Business Management Co., Ltd. on 24 April 2023 and Status Overseas Limited on 29 December 2023, at a total cash consideration of RMB10,000.

於出售日期的淨資產如下：

Net assets at the date of disposal were as follows:

| | | 總計 人民幣千元 Total RMB'000 |
|--------------|---------------------------------------|---------------------------------|
| 現金及現金等價物 | Cash and cash equivalents | 251 |
| 第三方應收款項 | Receivables from third parties | 3,355 |
| 第三方應付款項 | Payables to third parties | (36) |
| 非控股權益 | Non-controlling interests | (1,210) |
| | | 2,360 |
| 出售附屬公司的虧損： | Loss on disposal of subsidiaries: | |
| 已收代價 | Consideration received | 10 |
| 出售淨資產 | Net assets disposed of | (2,360) |
| | | (2,350) |
| 出售產生的現金流出淨額： | Net cash outflow arising on disposal: | |
| 以現金支付代價 | Consideration satisfied by cash | 10 |
| 出售現金及現金等價物 | Cash and cash equivalents disposed of | (251) |
| | | (241) |

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37. 出售附屬公司(續)

截至2022年12月31日止年度

本集團於2022年3月29日完成出售上海唯家房地產諮詢有限公司及於2022年8月11日完成出售上海易房友商電子商務有限公司。

於出售日期的淨資產如下：

37. DISPOSAL OF SUBSIDIARIES (Continued)

For the year ended 31 December 2022

The Group completed the disposal of Shanghai Weijia Real Estate Consulting Co., Ltd. on 29 March 2022 and Shanghai Yifang Youshang E-Commerce Co., Ltd. on 11 August 2022.

Net assets at the date of disposal were as follows:

| | | 總計 人民幣千元 Total RMB'000 |
|--------------|---------------------------------------|---------------------------------|
| 現金及現金等價物 | Cash and cash equivalents | 104,845 |
| 物業、廠房及設備 | Property, plant and equipment | 970 |
| 無形資產 | Intangible assets | 7,083 |
| 第三方應收款項 | Receivables from third parties | 98,252 |
| 遞延所得稅資產 | Deferred tax assets | 33,234 |
| 第三方應付款項 | Payables to third parties | (191,103) |
| 非控股權益 | Non-controlling interests | (37,221) |
| | | 16,060 |
| 出售附屬公司的收益： | Gain on disposal of subsidiaries: | |
| 已收代價 | Consideration received | 30,620 |
| 出售淨資產 | Net assets disposed of | (16,060) |
| | | 14,560 |
| 出售產生的現金流出淨額： | Net cash outflow arising on disposal: | |
| 以現金支付代價 | Consideration satisfied by cash | 30,620 |
| 出售現金及現金等價物 | Cash and cash equivalents disposed of | (104,845) |
| | | (74,225) |

38. 減值虧損

樂居減值

就樂居進行的減值測試而言，附註16、17及19所載的物業及設備、使用權資產及無形資產已分配至樂居的現金產出單元。分配至樂居的物業及設備、使用權資產及無形資產（扣除累計減值虧損）的賬面值如下：

| | | 2023年 人民幣千元 2023 RMB'000 | 2022年 人民幣千元 2022 RMB'000 |
|-------|------------------------|-----------------------------------|-----------------------------------|
| 無形資產 | Intangible assets | 191,835 | 273,686 |
| 物業及設備 | Property and equipment | 41,034 | 64,360 |
| 使用權資產 | Right-of-use assets | 32,479 | 86,754 |
| | | 265,348 | 424,800 |

該單元的可收回金額已根據使用價值之計算釐定。該計算乃使用以本集團管理層批准的財務預算（為期5年，稅前貼現率為20.28%（2022年：24.37%））為基礎的現金流量預測所進行。超出5年期限的樂居現金流量乃按穩定的2.2%（2022年：2.0%）增長率進行推斷。該增長率乃根據相關行業的增長預測釐定，並且不超過相關行業的長期平均增長率。計算使用價值的其他關鍵假設乃與現金流入／流出（包括預算銷售及開支）的估計有關，該等估計乃以單元的過往表現及本集團管理層對市場發展之預期為基準。鑒於本年度估計因房地產行業波動以及金融市場動盪而存在較高不確定性（包括樂居業務的潛在中斷風險），本公司已對2022年及2023年12月31日的現金流量預測、增長率及貼現率進行重新評估。

38. IMPAIRMENT LOSS

Impairment of Leju

For the purposes of impairment testing on Leju, property and equipment, right-of-use assets and intangible assets set out in notes 16, 17 and 19 have been allocated to the CGU of Leju. The carrying amounts of property and equipment, right-of-use assets and intangible assets (net of accumulated impairment losses) allocated to Leju are as follows:

The recoverable amount of this unit has been determined based on a value in use calculation. That calculation uses cash flow projections based on financial budgets approved by the management of the Group covering a 5-year period, and pre-tax discount rate of 20.28% (2022: 24.37%). Leju's cash flows beyond the 5-year period are extrapolated using a steady 2.2% (2022: 2.0%) growth rate. This growth rate is based on the relevant industry growth forecasts and does not exceed the average long-term growth rate for the relevant industry. Other key assumptions for the value in use calculations relate to the estimation of cash inflows/outflows which include budgeted sales and expenses, such estimation is based on the unit's past performance and the management of the Group's expectations for the market development. The cash flow projections, growth rates and discount rate have been reassessed as at 31 December 2022 and 2023 taking into consideration higher degree of estimation uncertainties in the current year due to fluctuations in the real estate industry and volatility in financial markets, including potential disruptions of the Leju business.

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38. 減值虧損 (續)

樂居減值 (續)

於截至2022年及2023年12月31日止年度，樂居的可收回金額乃根據樂居現金產出單元的使用價值釐定，惟現金流量超過5年期。董事及管理層已考慮及合理評估其他主要假設的可能變動，且年內並無於損益確認與樂居有關的減值。

TM Home減值

就TM Home於2022年進行的減值測試而言，原訂於2021年9月1日的業務合作協議、戰略合作協議及許可協議已終止，本公司董事釐定與TM Home直接相關的無形資產減值虧損為人民幣1,034,791,000元。減值虧損已計入損益中的非流動資產項目確認的減值虧損。與TM Home相關的無形資產人民幣1,034,791,000元已悉數減值。

39. 退休福利計劃

本集團的中國僱員均已加入中國政府運營的國家管理退休福利計劃。本公司的中國附屬公司須按工資成本的指定百分比向退休福利計劃供款，以提供福利資金。本集團就該等退休福利計劃的唯一義務為作出指定供款。

於截至2023年12月31日止年度，本集團向計劃作出的供款總額及自損益扣除的成本為本集團按計劃規則指定比率已付或應付計劃的供款。截至2023年12月31日止年度，本集團作出的退休福利計劃供款為人民幣210,734,000元(2022年：人民幣287,867,000元)。

38. IMPAIRMENT LOSS (Continued)

Impairment of Leju (Continued)

During the year ended 31 December 2022 and 2023, the recoverable amount of Leju has been determined based on a value in use of the CGU of Leju subject to cash flows beyond the 5-year period. The Directors and management have considered and assessed reasonably possible changes for other key assumptions and no impairment related to Leju was recognised in profit or loss during the year.

Impairment of TM Home

For the purposes of impairment testing on TM Home in 2022, the original business cooperation agreement, strategic cooperation agreement and licensing agreement dated 1 September 2021 had been terminated, the directors of the Company have determined impairment loss of RMB1,034,791,000 on intangible assets, directly related to TM Home. The impairment loss has been included in profit or loss in the impairment losses recognised on non-current assets line item. Intangible assets related to TM Home amounting to RMB1,034,791,000 has been fully impaired.

39. RETIREMENT BENEFIT SCHEMES

The employees of the Group in the PRC are members of the state-managed retirement benefit schemes operated by the PRC government. The Company's subsidiaries situated in the PRC are required to contribute a specified percentage of payroll costs to the retirement benefit schemes to fund the benefits. The only obligation of the Group with respect to these retirement benefits schemes is to make the specified contributions.

During the year ended 31 December 2023, the total amounts contributed by the Group to the schemes and costs charged to the profit or loss represents contributions paid or payable to the schemes by the Group at rates specified in the rules of the schemes. The retirement benefits scheme contributions made by the Group amounted to RMB210,734,000 (2022: RMB287,867,000) for the year ended 31 December 2023.

40. 關聯方披露

(a) 關聯方結餘

與關聯方的尚未償還結餘詳情載於綜合財務狀況表附註22。

(b) 關聯方交易

於年內，除綜合財務報表其他地方披露者外，本集團曾與其關聯方訂立下列交易。

(i) 廣告服務、代理收入及諮詢服務所得

廣告服務

| | | 2023年 人民幣千元 2023 RMB'000 | 2022年 人民幣千元 2022 RMB'000 |
|-------------|---------------|-----------------------------------|-----------------------------------|
| 附註 <i>i</i> | Note <i>i</i> | 31,225 | 11,445 |

代理收入

| | | 2023年 人民幣千元 2023 RMB'000 | 2022年 人民幣千元 2022 RMB'000 |
|-------------|---------------|-----------------------------------|-----------------------------------|
| 附註 <i>i</i> | Note <i>i</i> | 733,806 | 356,871 |

諮詢服務

| | | 2023年 人民幣千元 2023 RMB'000 | 2022年 人民幣千元 2022 RMB'000 |
|-------------|---------------|-----------------------------------|-----------------------------------|
| 附註 <i>i</i> | Note <i>i</i> | 10,290 | 12,098 |

40. RELATED PARTY DISCLOSURES

(a) Related party balance

Details of the outstanding balances with related parties are set out in the consolidated statement of financial position and in note 22.

(b) Related party transactions

During the year, saved as disclosed elsewhere in the consolidated financial statements, the Group entered into the following transactions with its related parties.

(i) Advertising service, agency revenue, consulting service earned

Advertising service

| | | 2023年 人民幣千元 2023 RMB'000 | 2022年 人民幣千元 2022 RMB'000 |
|--|--|-----------------------------------|-----------------------------------|
| | | 31,225 | 11,445 |

Agency revenue

| | | 2023年 人民幣千元 2023 RMB'000 | 2022年 人民幣千元 2022 RMB'000 |
|--|--|-----------------------------------|-----------------------------------|
| | | 733,806 | 356,871 |

Consulting service

| | | 2023年 人民幣千元 2023 RMB'000 | 2022年 人民幣千元 2022 RMB'000 |
|--|--|-----------------------------------|-----------------------------------|
| | | 10,290 | 12,098 |

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40. 關聯方披露(續)

(b) 關聯方交易(續)

- (ii) 所產生服務成本(主要包括員工培訓及發展成本)

| | | 2023年 人民幣千元 2023 RMB'000 | 2022年 人民幣千元 2022 RMB'000 |
|-----|--------|-----------------------------------|-----------------------------------|
| 附註i | Note i | 12,807 | 332,578 |

- (iii) 所產生租金開支

| | | 2023年 人民幣千元 2023 RMB'000 | 2022年 人民幣千元 2022 RMB'000 |
|-----|--------|-----------------------------------|-----------------------------------|
| 附註i | Note i | 30,456 | 45,421 |

- (iv) 經營租賃收入

| | | 2023年 人民幣千元 2023 RMB'000 | 2022年 人民幣千元 2022 RMB'000 |
|-----|--------|-----------------------------------|-----------------------------------|
| 附註i | Note i | 8,660 | 1,376 |

附註：

本公司股東控制的實體，其對本公司實施重大影響力。

40. RELATED PARTY DISCLOSURES (Continued)

(b) Related party transactions (Continued)

- (ii) Service cost incurred (including mainly staff training and development cost)

| | | 2023年 人民幣千元 2023 RMB'000 | 2022年 人民幣千元 2022 RMB'000 |
|-----|--------|-----------------------------------|-----------------------------------|
| 附註i | Note i | 12,807 | 332,578 |

- (iii) Rental expenses incurred

| | | 2023年 人民幣千元 2023 RMB'000 | 2022年 人民幣千元 2022 RMB'000 |
|-----|--------|-----------------------------------|-----------------------------------|
| 附註i | Note i | 30,456 | 45,421 |

- (iv) Operating rental lease income

| | | 2023年 人民幣千元 2023 RMB'000 | 2022年 人民幣千元 2022 RMB'000 |
|-----|--------|-----------------------------------|-----------------------------------|
| 附註i | Note i | 8,660 | 1,376 |

Note:

Entities controlled by shareholders of the Company which exercises significant influence over the Company.

40. 關聯方披露(續)

(b) 關聯方交易(續)

(v) 易居管理及北京易傑優的託收代理安排

於業務轉讓完成後，易居管理及北京易傑優就未完成的一手房代理合約代表本集團擔任託收代理人。

(c) 主要管理人員補償

於年內主要管理人員(指本公司董事及本集團主要執行人員)的薪酬如下：

40. RELATED PARTY DISCLOSURES (Continued)

(b) Related party transactions (Continued)

(v) Collection agency arrangement with E-House Management and Beijing EJU

Subsequent to the completion of the Business Transfer, E-House Management and Beijing EJU, had acted as a collection agent on behalf of the Group in respect of those incomplete primary real estate agency contracts.

(c) Compensation of key management personnel

The remuneration of key management personnel which represents the directors of the Company and key executives of the Group during the year was as follows:

| | | 2023年 人民幣千元 2023 RMB'000 | 2022年 人民幣千元 2022 RMB'000 |
|--------------|---|-----------------------------------|-----------------------------------|
| 薪金、花紅及其他津貼 | Salaries, bonus and other allowances | 3,083 | 6,352 |
| 退休福利計劃供款 | Retirement benefit scheme contributions | 444 | 592 |
| 以股權結算的股份付款開支 | Equity-settled share-based payment expenses | 2,915 | 1,242 |
| | | 6,442 | 8,186 |

董事及主要執行人員的薪酬根據個人表現和市場趨勢確定。

The remuneration of directors and key executives is determined having regard to the performance of individuals and market trends.

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41. 本公司的財務狀況表及儲備

41. STATEMENT OF FINANCIAL POSITION AND RESERVES OF THE COMPANY

| | | 2023年 人民幣千元 2023 RMB'000 | 2022年 人民幣千元 2022 RMB'000 |
|-----------------------|--|-----------------------------------|-----------------------------------|
| 非流動資產 | Non-current assets | | |
| 於附屬公司的權益 | Interests in subsidiaries | 49,770 | 49,770 |
| 其他非流動資產 | Other non-current assets | 34,000 | 34,000 |
| 於一間聯營公司的權益 | Interest in an associate | 18,079 | 19,031 |
| 應收關聯方款項 | Amounts due from related parties | 500,591 | 1,367,610 |
| | | 602,440 | 1,470,411 |
| 流動資產 | Current assets | | |
| 其他應收款項 | Other receivables | 29,848 | 22,720 |
| 以公允價值計量並計入損益的 金融資產 | Financial assets at FVTPL | 30,004 | 59,852 |
| 銀行結餘及現金 | Bank balances and cash | 2,338 | 34,471 |
| | | 62,190 | 117,043 |
| 流動負債 | Current liabilities | | |
| 其他應付款項 | Other payables | 753,591 | 374,349 |
| 應付關聯方款項 | Amounts due to related parties | 111,048 | 109,501 |
| 可換股票據 | Convertible note | 935,112 | 870,833 |
| 其他借款 | Other borrowings | 4,235,807 | 4,156,665 |
| | | 6,035,558 | 5,511,348 |
| 流動負債淨額 | Net current liabilities | (5,973,368) | (5,394,305) |
| 資產總值減流動負債 | Total assets less current liabilities | (5,370,928) | (3,923,894) |
| 負債淨額 | Net liabilities | (5,370,928) | (3,923,894) |
| 資本及儲備 | Capital and reserves | | |
| 股本 | Share capital | 116 | 116 |
| 股份溢價 | Share premium | 6,148,273 | 6,148,273 |
| 儲備 | Reserves | (11,519,317) | (10,072,283) |
| 總權益 | Total equity | (5,370,928) | (3,923,894) |

41. 本公司的財務狀況表及儲備(續)

本公司儲備的變動

| | | 股份溢價 人民幣千元 Share premium RMB'000 | 其他儲備 人民幣千元 Other reserves RMB'000 | 累計虧損 人民幣千元 Accumulated losses RMB'000 | 總計 人民幣千元 Total RMB'000 |
|--------------|--|--|---|---|---------------------------------|
| 於2022年1月1日 | At 1 January 2022 | 6,148,273 | 8,710,846 | (13,555,834) | 1,303,285 |
| 年內全面開支總額 | Total comprehensive expense for the year | - | - | (5,227,295) | (5,227,295) |
| 於2022年12月31日 | At 31 December 2022 | 6,148,273 | 8,710,846 | (18,783,129) | (3,924,010) |
| 年內全面開支總額 | Total comprehensive expense for the year | - | - | (1,447,034) | (1,447,034) |
| 於2023年12月31日 | At 31 December 2023 | 6,148,273 | 8,710,846 | (20,230,163) | (5,371,044) |

41. STATEMENT OF FINANCIAL POSITION AND RESERVES OF THE COMPANY (Continued)

Movements of the Company's reserves

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42. 主要附屬公司詳情

於本報告期末，本公司直接及間接擁有的主要附屬公司詳情載列如下。

42. PARTICULARS OF PRINCIPAL SUBSIDIARIES

Details of the principal subsidiaries directly and indirectly held by the Company at the end of the reporting period are set out below.

| 附屬公司名稱 Name of subsidiaries | 註冊成立／成立／ 營運日期及地點 Date and place of incorporation/establishment/ operation | 營業地點 Place of business | 已發行及繳足股本／ 註冊資本 Issued and fully paid share capital/ registered capital | 於12月31日 本集團應佔股權 Equity interest attributable to the Group as at 31 December | | 主要活動 Principal activity |
|---|---|------------------------------|--|---|---------------|---|
| | | | | 2023年 2023 | 2022年 2022 | |
| 直接擁有 Directly held | | | | | | |
| TM Home (附註b) | 開曼群島，2021年1月29日 | 中國 | 11,682,019港元 | 89.21% | 70.23% | 網上房地產營銷及交易平台運營 |
| TM Home (note b) | Cayman Islands, 29 January 2021 | the PRC | HKD11,682,019 | | | Online real estate marketing and transaction platform operation |
| 間接擁有 Indirectly held | | | | | | |
| 上海易居祥悅房地產銷售有限公司(易居祥悅)(附註b) Shanghai E-House Xiangyue Real Marketing Estate Sales Co., Ltd* (上海易居祥悅房地產銷售有限公司) (Yijuxiangyue) (note b) | 中國上海，2010年1月18日 Shanghai, the PRC, 18 January 2010 | 中國 the PRC | 人民幣50,000,000元 RMB50,000,000 | 100.00% | 100.00% | 房地產代理 Real estate agents |
| 易居企業(中國)集團(附註a) PRC Holdco (note a) | 中國上海，2006年7月3日 Shanghai, the PRC, 3 July 2006 | 中國 the PRC | 人民幣660,000,000元 RMB660,000,000 | 100.00% | 100.00% | 技術開發 Technology development |
| 上海大乘房地產經紀有限公司(附註b) Shanghai Dacheng Real Estate Marketing Brokerage Co., Ltd* (上海大乘房地產經紀有限公司) (note b) | 中國上海，2015年11月16日 Shanghai, the PRC, 16 November 2015 | 中國 the PRC | 人民幣50,000,000元 RMB50,000,000 | 100.00% | 100.00% | 房地產代理 Real estate agents |
| 上海易居房地產交易服務有限公司(附註b) Shanghai E-House Real Estate Trading Service Co., Ltd* (上海易居房地產交易服務有限公司) (note b) | 中國上海，2015年10月30日 Shanghai, the PRC, 30 October 2015 | 中國 the PRC | 人民幣900,000,000元 RMB900,000,000 | 100.00% | 100.00% | 房地產經紀聯網服務 Real estate brokerage network services |
| 上海孜詠信息技術有限公司(附註b) Shanghai Ziyong Information Technology Co., Ltd.* (上海孜詠信息技術有限公司) (note b) | 中國上海，2019年9月25日 Shanghai, the PRC, 25 September 2019 | 中國 the PRC | 人民幣1,200,000,000元 RMB1,200,000,000 | 100.00% | 100.00% | 技術開發 Technology development |
| 上海克而瑞信息技術有限公司(附註b) Shanghai CRIC Information Technology Co., Ltd.* (上海克而瑞信息技術有限公司) (note b) | 中國上海，2016年11月9日 Shanghai, the PRC, 9 November 2016 | 中國 the PRC | 人民幣10,000,000元 RMB10,000,000 | 100.00% | 100.00% | 技術開發 Technology development |

42. 主要附屬公司詳情 (續)

42. PARTICULARS OF PRINCIPAL SUBSIDIARIES (Continued)

| 附屬公司名稱 Name of subsidiaries | 註冊成立／成立／ 營運日期及地點 Date and place of incorporation/establishment/ operation | 營業地點 Place of business | 已發行及繳足股本／ 註冊資本 Issued and fully paid share capital/ registered capital | 於12月31日 本集團應佔股權 Equity interest attributable to the Group as at 31 December | | 主要活動 Principal activity |
|--|---|------------------------------|--|---|---|---|
| | | | | 2023年 2023 | 2022年 2022 | |
| | | | | 樂居 (附註c) Leju (note c) | 開曼群島，2013年11月20日 Cayman Islands, 20 November 2013 | |
| 上海樂居好房信息服務有限公司 (附註b) Shanghai Leju Haofang Information Service Co., Ltd* (上海樂居好房信息服務有限公司) (note b) | 中國上海，2011年12月5日 Shanghai, the PRC, 5 December 2011 | 中國 the PRC | 人民幣15,000,000元 RMB15,000,000 | 55.70% | 55.70% | 商業服務 Commercial Services |
| 廣州新臣房地產經紀有限公司 (附註b) Guangzhou Xinchen Real Estate Agency Co., Ltd* (廣州新臣房地產經紀有限公司) (note b) | 中國廣州，2013年3月16日 Guangzhou, the PRC, 16 March 2013 | 中國 the PRC | 人民幣500,000元 RMB500,000 | 55.70% | 55.70% | 房地產經紀 Real estate brokerage |
| 上海天貓好房電子商務有限公司 (附註b) Shanghai Tmall Haofang E-Commerce Co., Ltd.* (上海天貓好房電子商務有限公司) (note b) | 中國上海，2021年3月18日 Shanghai, the PRC, 18 March 2021 | 中國 the PRC | 1,500,000美元 USD1,500,000 | 89.21% | 70.23% | 網上房地產營銷及交易平台 運營 Online real estate marketing and transaction platform operation |

附註：

- 該公司為外商獨資企業。
- 該等公司為有限公司。
- 該公司於紐約證券交易所上市。
- 上表列出了董事認為對本集團業績或資產產生主要影響的本公司附屬公司。董事認為，提供其他附屬公司的詳情將導致篇幅過於冗長。

概無附屬公司於年末發行任何債務證券。

Notes:

- The company is a wholly owned foreign enterprise.
- The companies are limited liability companies.
- The company is listed on the New York Stock Exchange.
- The above table lists the subsidiaries of the Company which, in the opinion of the directors, principally affected the results or assets of the Group. To give details of other subsidiaries would, in the opinion of the directors, result in particulars of excessive length.

None of the subsidiaries had issued any debt securities at the end of the year.

* English name is for identification purpose only.

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43. 擁有重大非控股權益的非全資附屬公司詳情

下表顯示本集團擁有重大非控股權益的非全資附屬公司的詳情：

| 附屬公司名稱 | Name of subsidiary | 註冊成立地點及 主要營業地點 Place of incorporation and principal place of business | 透過非控股權益持有的 所有權權益及投票權比例 Proportion of ownership interests and voting rights held by non-controlling interests | | 分配至非控股權益的 利潤／(虧損) Profit/(loss) allocated to non-controlling interests | | 累計非控股權益 Accumulated non-controlling interests | |
|--------------------------|------------------------------------|--|---|---------------|--|-----------------------------------|--|-----------------------------------|
| | | | 2023年 2023 | 2022年 2022 | 2023年 2023 人民幣千元 RMB'000 | 2022年 2022 人民幣千元 RMB'000 | 2023年 2023 人民幣千元 RMB'000 | 2022年 2022 人民幣千元 RMB'000 |
| 中房研協及其附屬公司 | Zhongfangyanxie and its subsidiary | 中國 the PRC | 49.00% | 49.00% | (24,084) | 5,158 | 33,996 | 68,257 |
| TM Home、其附屬公司及 可變權益實體 | TM Home, its subsidiaries and VIEs | 開曼群島、中國 Cayman Islands the PRC | 10.79% | 29.77% | (98,798) | (800,005) | (26,993) | (24,233) |
| 樂居、其附屬公司及 可變權益實體 | Leju, its subsidiaries and VIEs | 中國 the PRC | 44.30% | 44.30% | (134,561) | (258,698) | 56,277 | 197,333 |
| 其他 | Others | | | | | | (78,745) | (50,049) |
| | | | | | | | (15,465) | 191,308 |

中房研協及其附屬公司（為本公司非全資附屬公司的重要組成部分）的財務資料概述如下。下表概述的財務資料呈列集團內公司間沖銷前的款項。

43. 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:

Summarised financial information of Zhongfangyanxie and its subsidiary, being a significant component of a non-wholly owned subsidiary of the Company. The summarised financial information below presented amounts before intra-group eliminations.

43. 擁有重大非控股權益的非全資附屬公司詳情(續)

43. DETAILS OF NON-WHOLLY OWNED SUBSIDIARIES THAT HAVE MATERIAL NON-CONTROLLING INTERESTS (Continued)

| 中房研協及其附屬公司 Zhongfangyanxie and its subsidiary | | 2023年 人民幣千元 2023 RMB'000 | 2022年 人民幣千元 2022 RMB'000 |
|--|--|-----------------------------------|-----------------------------------|
| 流動資產 | Current assets | 75,719 | 149,171 |
| 非流動資產 | Non-current assets | 5,459 | 4,365 |
| 流動負債 | Current liabilities | (11,471) | (12,837) |
| 本公司擁有人應佔權益 | Equity attributable to owners of the Company | 35,711 | 72,442 |
| 中房研協的非控股權益 | Non-controlling interests of Zhongfangyanxie | 33,996 | 68,257 |

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43. 擁有重大非控股權益的非全資附屬公司詳情(續)

43. DETAILS OF NON-WHOLLY OWNED SUBSIDIARIES THAT HAVE MATERIAL NON-CONTROLLING INTERESTS (Continued)

| | 中房研協及其附屬公司 Zhongfangyanxie and its subsidiary | 2023年 人民幣千元 2023 RMB'000 | 2022年 人民幣千元 2022 RMB'000 |
|------------------------|--|-----------------------------------|-----------------------------------|
| 收入 | Revenue | 25,415 | 57,913 |
| 開支 | Expenses | (74,566) | (47,331) |
| 本年度全面(虧損)/收益總額 | Total comprehensive (loss)/income for the year | (49,151) | 10,582 |
| 本公司擁有人應佔全面(虧損)/收益總額 | Total comprehensive (loss)/income attributable to owners of the Company | (25,067) | 5,424 |
| 中房研協非控股權益應佔全面(虧損)/收益總額 | Total comprehensive (loss)/income attributable to the non-controlling interests of Zhongfangyanxie | (24,084) | 5,158 |
| | | (49,151) | 10,582 |
| 派予予中房研協非控股權益的股息 | Dividends paid to non-controlling interests of Zhongfangyanxie | (12,156) | (20,645) |
| 經營活動產生的現金流出淨額 | Net cash outflow from operating activities | (70,276) | (269,257) |
| 投資活動產生的現金流出淨額 | Net cash outflow from investing activities | (2,787) | (4,001) |
| 融資活動產生的現金流入淨額 | Net cash inflow from financing activities | 19,858 | 238,758 |
| 現金流出淨額 | Net cash outflow | (53,205) | (34,500) |

43. 擁有重大非控股權益的非全資附屬公司詳情(續)

樂居、其附屬公司及可變權益實體(為本公司非全資附屬公司的重要組成部分)的財務資料概述如下。下表概述的財務資料呈列集團內公司間沖銷前的款項。

43. DETAILS OF NON-WHOLLY OWNED SUBSIDIARIES THAT HAVE MATERIAL NON-CONTROLLING INTERESTS (Continued)

Summarised financial information of Leju, its subsidiaries and VIEs, being a significant component of a non-wholly owned subsidiary of the Company. The summarised financial information below presented amounts before intra-group eliminations.

| 樂居、其附屬公司及可變權益實體 Leju, its subsidiaries and VIEs | | 2023年 人民幣千元 2023 RMB'000 | 2022年 人民幣千元 2022 RMB'000 |
|--|--|-----------------------------------|-----------------------------------|
| 流動資產 | Current assets | 620,367 | 973,838 |
| 非流動資產 | Non-current assets | 673,384 | 831,107 |
| 流動負債 | Current liabilities | (1,034,171) | (1,160,741) |
| 非流動負債 | Non-current liabilities | (131,723) | (213,848) |
| 本公司擁有人應佔權益 | Equity attributable to owners of the Company | 71,580 | 233,023 |
| 樂居非控股權益 | Non-controlling interests of Leju | 56,277 | 197,333 |

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43. 擁有重大非控股權益的非全資附屬公司詳情(續)

43. DETAILS OF NON-WHOLLY OWNED SUBSIDIARIES THAT HAVE MATERIAL NON-CONTROLLING INTERESTS (Continued)

| | 樂居、其附屬公司及可變權益實體 Leju, its subsidiaries and VIEs | 2023年 人民幣千元 2023 RMB'000 | 2022年 人民幣千元 2022 RMB'000 |
|--------------------|---|-----------------------------------|-----------------------------------|
| 收入 | Revenue | 2,190,028 | 2,286,190 |
| 開支 | Expenses | (2,493,778) | (2,869,970) |
| 本年度虧損 | Loss for the year | (303,750) | (583,780) |
| 本公司擁有人應佔虧損 | Loss attributable to owners of the Company | (169,189) | (325,082) |
| 樂居非控股權益應佔虧損 | Loss attributable to the non-controlling interests of Leju | (134,561) | (258,698) |
| 年內其他全面收益／(虧損) | Other comprehensive income/(loss) for the year | 1,251 | (6,124) |
| 本公司擁有人應佔全面開支總額 | Total comprehensive expense attributable to owners of the Company | (167,938) | (328,493) |
| 樂居非控股權益應佔全面開支總額 | Total comprehensive expense attributable to the non-controlling interests of Leju | (134,561) | (261,411) |
| 年內全面開支總額 | Total comprehensive expense for the year | (302,499) | (589,904) |
| 經營活動產生的現金流出淨額 | Net cash outflow from operating activities | (510,081) | (645,745) |
| 投資活動產生的現金流入／(流出)淨額 | Net cash inflow/(outflow) from investing activities | 23,841 | (52,294) |
| 融資活動產生的現金流出淨額 | Net cash outflow from financing activities | (31,625) | (38,492) |
| 現金流出淨額 | Net cash outflow | (517,865) | (736,531) |

43. 擁有重大非控股權益的非全資附屬公司詳情 (續)

TM Home (為本公司非全資附屬公司的重要組成部分) 的財務資料概述如下。下表概述的財務資料呈列集團內公司間沖銷前的款項。

43. DETAILS OF NON-WHOLLY OWNED SUBSIDIARIES THAT HAVE MATERIAL NON-CONTROLLING INTERESTS (Continued)

Summarised financial information of TM Home, being a significant component of a non-wholly owned subsidiary of the Company. The summarised financial information below presented amounts before intra-group eliminations.

| TM Home、其附屬公司及可變權益實體 TM Home, its subsidiaries and VIEs | | 2023年 人民幣千元 2023 RMB'000 | 2022年 人民幣千元 2022 RMB'000 |
|--|--|---|-----------------------------------|
| 流動資產 | Current assets | 618,915 | 1,908,966 |
| 非流動資產 | Non-current assets | 1,105,662 | 1,265,610 |
| 流動負債 | Current liabilities | (1,499,059) | (3,498,003) |
| 非流動負債 | Non-current liabilities | (165,701) | (270,366) |
| 本公司擁有人應佔權益 | Equity attributable to owners of the Company | 86,810 | (569,560) |
| TM Home非控股權益 | Non-controlling interests of TM Home | (26,993) | (24,233) |

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43. 擁有重大非控股權益的非全資附屬公司詳情(續)

43. DETAILS OF NON-WHOLLY OWNED SUBSIDIARIES THAT HAVE MATERIAL NON-CONTROLLING INTERESTS (Continued)

| | TM Home、其附屬公司及可變權益實體 TM Home, its subsidiaries and VIEs | 2023年 人民幣千元 2023 RMB'000 | 2022年 人民幣千元 2022 RMB'000 |
|------------------------------------|--|-----------------------------------|-----------------------------------|
| 收入 | Revenue | 3,318,913 | 3,892,968 |
| 開支 | Expenses | (3,649,995) | (6,841,248) |
| 年內全面開支總額 | Total comprehensive expense for the year | (331,082) | (2,948,280) |
| 本公司擁有人應佔 全面開支總額 | Total comprehensive expense attributable to owners of the Company | (232,284) | (2,148,275) |
| TM Home非控股權益的 非控股股東應佔 全面開支總額 | Total comprehensive expense attributable to the non-controlling interests of TM Home | (98,798) | (800,005) |
| 年內全面開支總額 | Total comprehensive expense for the year | (331,082) | (2,948,280) |
| 經營活動產生的現金流出淨額 | Net cash outflow from operating activities | (369,251) | (1,257,774) |
| 投資活動產生的現金 (流出)／流入淨額 | Net cash (outflow)/inflow from investing activities | (111,262) | 9,714 |
| 融資活動產生的現金流出淨額 | Net cash outflow from financing activities | (29,616) | (127,822) |
| 現金流出淨額 | Net cash outflow | (510,129) | (1,375,882) |

44. 主要非現金交易

除該等綜合財務報表其他地方披露的非現金交易外，本集團概無其他主要非現金交易。

45. 資產質押

本集團的借款以本集團的資產質押作抵押，而各資產的賬面值如下：

| | | 2023年 人民幣千元 2023 RMB'000 | 2022年 人民幣千元 2022 RMB'000 |
|-------|------------------------|-----------------------------------|-----------------------------------|
| 物業及設備 | Property and equipment | 294,759 | 391,464 |
| 投資物業 | Investment properties | 504,000 | 578,860 |
| | | 798,759 | 970,324 |

46. 報告期後事項

於2023年6月19日，本集團建議實施供股，以為重組本集團債務（包括2022年和2023年到期優先票據及2023年11月到期可換股票據）的現金代價提供資金。供股須待（其中包括）執行人員授出清洗豁免、執行人員授出對特別交易的同意書及獨立股東於股東特別大會上批准後，方可作實。

於2023年12月11日，本集團宣佈，其擬向債權人提供現金及於TM Home的合計65%股本股權組合（「出售事項」）。出售事項完成後，債權人將有權獲得克而瑞、樂居及其各自附屬公司的股份。

於2024年3月1日，本集團宣佈，由於本集團未能與一家中國銀行達成協議解除上海克而瑞信息技術有限公司的若干擔保責任，包銷商行使其權利終止供股。

44. MAJOR NON-CASH TRANSACTIONS

Other than those non-cash transactions disclosed elsewhere in these consolidated financial statements, the Group does not have other major non-cash transactions.

45. PLEDGE OF ASSETS

The Group's borrowings had been secured by the pledge of the Group's assets and the carrying amounts of the respective assets are as follows:

46. EVENTS AFTER REPORTING PERIOD

On 19 June 2023, the Group proposed to implement Rights Issue to fund the cash consideration for restructuring the Group's debt obligations, including senior notes due 2022 and 2023 and convertible notes due November 2023. The Rights Issue is conditional on, among other things, the granting of the Whitewash Waiver by the Executive, the granting of the Executive's consent to the Special Deal and the approval by the Independent Shareholders at the EGM.

On 11 December 2023, the Group announced that it intends to give the creditors a combination of cash and an aggregate 65% equity interest in the share capital of TM Home (the "Disposal"). Upon completion of the Disposal, the creditors will be entitled to the shares of CRIC, Leju and their respective subsidiaries.

On 1 March 2024, the Group announced that the underwriter exercised his right to terminate the Rights Issue due to the Group has failed to reach an agreement with a PRC bank to release Shanghai CRIC Information Technology Co. Ltd. from certain guarantee obligations.

五年財務概要 FIVE YEAR FINANCIAL SUMMARY

本集團於過去五個財政年度之業績、資產及負債概要如下：

A summary of the results, assets and liabilities of the Group for the last five financial years is as follows:

| | | 截至12月31日止年度 For the year ended 31 December | | | | |
|----------------------------|--|---|-----------------------------------|-----------------------------------|-----------------------------------|-----------------------------------|
| | | 2019年 2019 人民幣千元 RMB'000 | 2020年 2020 人民幣千元 RMB'000 | 2021年 2021 人民幣千元 RMB'000 | 2022年 2022 人民幣千元 RMB'000 | 2023年 2023 人民幣千元 RMB'000 |
| 業績 | RESULTS | | | | | |
| 收入 | Revenue | 9,094,682 | 8,051,509 | 8,865,987 | 5,033,279 | 4,446,439 |
| 除稅前利潤(虧損) | Profit (loss) before tax | 1,309,317 | 691,593 | (11,903,757) | (5,007,513) | (1,542,915) |
| 所得稅(開支)抵免 | Income tax (expense) credit | (338,604) | (252,371) | (360,902) | 38,989 | 18,118 |
| 年內利潤(虧損) | Profit (loss) for the year | 970,713 | 439,222 | (12,264,659) | (4,968,524) | (1,524,797) |
| 年內其他全面收益總額 | Total other comprehensive income for the year | - | 19,465 | 3,780 | (6,109) | 1,251 |
| 年內全面收益(開支)總額 | Total comprehensive income (expense) for the year | 970,713 | 458,687 | (12,260,879) | (4,974,633) | (1,523,546) |
| 下列人士應佔年內利潤(虧損)： | Profit (loss) for the year attributable to: | | | | | |
| 本公司擁有人 | Owners of the Company | 860,872 | 304,413 | (11,642,687) | (3,896,299) | (1,239,749) |
| 非控股權益 | Non-controlling interests | 109,841 | 134,809 | (621,972) | (1,072,225) | (285,048) |
| | | 970,713 | 439,222 | (12,264,659) | (4,968,524) | (1,524,797) |
| 以下人士應佔年內利潤(虧損)及全面收益(開支)總額： | Profit (loss) and total comprehensive income (expense) for the year attributable to: | | | | | |
| 本公司擁有人 | Owners of the Company | 860,872 | 315,255 | (11,640,065) | (3,900,590) | (1,238,633) |
| 非控股權益 | Non-controlling interests | 109,841 | 143,432 | (620,814) | (1,074,043) | (284,913) |
| | | 970,713 | 458,687 | (12,260,879) | (4,974,633) | (1,523,546) |

截至12月31日止年度
For the year ended 31 December

| | | 2019年 2019 人民幣千元 RMB'000 | 2020年 2020 人民幣千元 RMB'000 | 2021年 2021 人民幣千元 RMB'000 | 2022年 2022 人民幣千元 RMB'000 | 2023年 2023 人民幣千元 RMB'000 |
|--------------|-------------------------------|-----------------------------------|-----------------------------------|-----------------------------------|-----------------------------------|-----------------------------------|
| 資產及負債 | ASSETS AND LIABILITIES | | | | | |
| 資產總額 | Total assets | 17,165,516 | 25,772,942 | 12,129,316 | 5,850,953 | 4,082,464 |
| 負債總額 | Total liabilities | (9,101,268) | (14,279,291) | (12,139,311) | (10,878,825) | (10,645,408) |
| 總權益 | Total equity | 8,064,248 | 11,493,651 | (9,995) | (5,027,872) | (6,562,944) |
| 下列人士應佔： | Attributable to: | | | | | |
| 本公司擁有人 | Owners of the Company | 7,875,398 | 10,264,175 | (1,164,529) | (5,219,180) | (6,547,479) |
| 非控股權益 | Non-controlling interests | 188,850 | 1,229,476 | 1,154,534 | 191,308 | (15,465) |
| | | 8,064,248 | 11,493,651 | (9,995) | (5,027,872) | (6,562,944) |

釋義 DEFINITIONS

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| 「美國存託股份」 “ADS” | 美國存託股份（每股代表1股樂居普通股） American Depositary Shares (each representing 1 ordinary share of Leju) |
| 「阿里巴巴控股」 “Alibaba Holding” | 阿里巴巴集團控股有限公司，一家於開曼群島註冊成立的公司，其美國存託股份（每股代表八股普通股）於紐約證券交易所上市（證券代碼：BABA），其普通股於聯交所主板上市（股份代號：9988） Alibaba Group Holding Limited, a company incorporated in the Cayman Islands, with its American Depositary shares, each representing eight ordinary shares, listed on the New York Stock Exchange (Stock symbol: BABA) and its ordinary shares listed on the Main Board of the Stock Exchange (Stock code: 9988) |
| 「阿里巴巴集團」 “Alibaba Group” | 由阿里巴巴控股及其附屬公司組成之公司集團 the group of companies comprising Alibaba Holding and its subsidiaries |
| 「聯繫人」 “Associate(s)” | 具有《上市規則》賦予該詞的涵義 has the meaning ascribed to it under the Listing Rules |
| 「審計委員會」 “Audit Committee” | 本公司審計委員會 the audit committee of the Company |
| 「北京家菊就」 “Beijing Jiajujiu” | 北京家菊就電子商務有限公司，一家於2012年3月22日在中國成立的可變權益實體及併表聯屬實體 Beijing Jiajujiu E-Commerce Co., Ltd., a variable interest entity established in China in 22 March 2012 and a Consolidated Affiliated Entity |
| 「北京樂居」 “Beijing Leju” | 北京怡生樂居信息服務有限公司，一家於2008年2月13日在中國成立的可變權益實體及併表聯屬實體 Beijing Yisheng Leju Information Services Co., Ltd., a variable interest entity established in China in 13 February 2008 and a Consolidated Affiliated Entity |
| 「北京邁騰」 “Beijing Maiteng” | 北京邁騰風順科技有限公司，一家於2012年1月4日在中國成立的公司，為本公司的附屬公司 Beijing Maiteng Fengshun Science and Technology Co., Ltd., a company established in China on 4 January 2012 and a subsidiary of our Company |
| 「董事會」 “Board” | 本公司董事會 the board of directors of our Company |
| 「英屬維爾京群島」 “BVI” | 英屬維爾京群島 the British Virgin Islands |

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| <p>「《企業管治守則》」 “CG Code”</p> | <p>載於《上市規則》附錄C1（前稱附錄十四）之《企業管治守則》 the Corporate Governance Code set out in Appendix C1 (formerly Appendix 14) of the Listing Rules</p> |
| <p>「中國」或「中國大陸」 “China”, “Mainland China” or “PRC”</p> | <p>中華人民共和國，除文意另有所指外，僅就本報告而言，不包括中國香港特別行政區、澳門特別行政區及台灣 the People’s Republic of China and, except where the context requires and only for the purpose of this report, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan</p> |
| <p>「本公司」 “Company”, “our Company” or “the Company”</p> | <p>易居（中國）企業控股有限公司（前稱房友信息技術有限公司），一家於2010年2月22日根據開曼群島法律註冊成立的獲豁免有限公司 E-House (China) Enterprise Holdings Limited (易居(中國)企業控股有限公司) (formerly known as Fangyou Information Technology Company Limited (房友信息技術有限公司)), an exempted company with limited liability incorporated under the laws of the Cayman Islands on 22 February 2010</p> |
| <p>「公司條例」 “Companies Ordinance”</p> | <p>《公司條例》(香港法例第622章)，經不時修訂、補充或以其他方式修改 the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time</p> |
| <p>「併表聯屬實體」 “Consolidated Affiliated Entity(ies)”</p> | <p>北京樂居、樂居好房、北京家菊就及彼等各自附屬公司及聯屬實體 Beijing Leju, Leju Hao Fang, Beijing Jiajujiu and their respective subsidiaries and affiliate entities</p> |
| <p>「控股股東」 “Controlling Shareholder(s)”</p> | <p>具有《上市規則》所賦予的涵義，除非文義另有所指，否則指周先生及其所控制的實體，即On Chance、Jun Heng、易居控股、易居（中國）控股、中國房產信息集團及Regal Ace，周先生通過該等實體持有本公司的權益 has the meaning ascribed to it under the Listing Rules and unless the context otherwise requires, refers to Mr. Zhou and the entities controlled by him through which he holds his interest in our Company, namely, On Chance, Jun Heng, E-House Holdings, E-House (China) Holdings, CRE Corp and Regal Ace</p> |

釋義 DEFINITIONS

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| 「中國房產信息集團」 “CRE Corp” | 中國房產信息集團（前稱CRIC控股有限公司），一家於2008年8月21日在開曼群島註冊成立的有限公司，為本公司主要股東之一 China Real Estate Information Corporation (中國房產信息集團) (formerly known as CRIC Holdings Limited (CRIC 控股有限公司)), a company incorporated in the Cayman Islands with limited liability on 21 August 2008 and one of our substantial shareholders |
| 「CRIC系統」 “CRIC Systems” | 一系列自有房地產數據庫及本公司開發及擁有的分析系統 a series of proprietary real estate databases and analysis systems developed and owned by our Company |
| 「董事」 “Director(s)” | 本公司董事 the director(s) of our Company |
| 「易居（中國）控股」 “E-House (China) Holdings” | 易居（中國）控股有限公司，一家於2004年8月27日在開曼群島註冊成立的有限公司，為本公司主要股東之一 E-House (China) Holdings Limited (易居(中國)控股有限公司), a company incorporated in the Cayman Islands with limited liability on 27 August 2004 and one of our substantial shareholders |
| 「易居控股」 “E-House Holdings” | 易居控股有限公司，一家於2015年7月31日在開曼群島註冊成立的有限公司，為本公司主要股東之一 E-House Holdings Limited, a company incorporated in the Cayman Islands with limited liability on 31 July 2015 and one of our substantial shareholders |
| 「易居管理」 “E-House Management” | 易居（中國）企業管理集團有限公司（前稱上海房屋銷售（集團）有限公司），一家於2000年8月15日在中國成立的公司，為本公司主要股東之一易居（中國）控股的全資附屬公司 E-House (China) Enterprise Management Group Limited (易居(中國)企業管理集團有限公司) (formerly known as Shanghai Real Estate Consultancy and Sales (Group) Co., Ltd. (上海房屋銷售(集團)有限公司)), a company established in the PRC on 15 August 2000, and a wholly-owned subsidiary of E-House (China) Holdings, which is one of our substantial shareholders |
| 「股權轉讓協議I」 “Equity Transfer Agreement I” | 本公司與新浪方就收購樂居普通股及美國存託股份及發行對價股份而於2020年7月31日訂立的股權轉讓協議 the equity transfer agreement dated 31 July 2020 entered into between the Company and the SINA Parties in respect of the acquisition of ordinary shares and ADSs in Leju and the issuance of Consideration Shares |

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| <p>「股權轉讓協議II」</p> <p>“Equity Transfer Agreement II”</p> | <p>本公司與周氏方就收購樂居普通股及美國存託股份及發行對價股份而於2020年7月31日訂立的股權轉讓協議</p> <p>the equity transfer agreement dated 31 July 2020 entered into between the Company and the Zhou Parties in respect of the acquisition of ordinary shares and ADSs in Leju and the issuance of Consideration Shares</p> |
| <p>「股權轉讓協議」</p> <p>“Equity Transfer Agreements”</p> | <p>股權轉讓協議I及股權轉讓協議II</p> <p>Equity Transfer Agreement I and Equity Transfer Agreement II</p> |
| <p>「恒大」</p> <p>“Evergrande”</p> | <p>中國恒大集團有限公司(前稱恒大地產集團有限公司)，一家於開曼群島註冊成立並在聯交所上市的有限公司(股份代號為3333)，於股權轉讓協議完成前為本公司主要股東</p> <p>China Evergrande Group (中國恒大集團有限公司), (formerly known as Evergrande Real Estate Group Limited (恒大地產集團有限公司)), a company incorporated in the Cayman Islands with limited liability and listed on the Stock Exchange with stock code 3333, and our substantial shareholder before completion of the Equity Transfer Agreements</p> |
| <p>「房友」</p> <p>“Fangyou”</p> | <p>房友信息技術控股有限公司，一家於英屬維爾京群島註冊成立的有限公司，為本公司的全資附屬公司</p> <p>Fangyou Information Technology Holdings Limited (房友信息技術控股有限公司), a company incorporated in the British Virgin Islands with limited liability and a wholly-owned subsidiary of the Company</p> |
| <p>「本集團」</p> <p>“Group”, “our Group”, or “the Group”</p> | <p>本公司及其不時的附屬公司</p> <p>the Company and its subsidiaries from time to time</p> |
| <p>「全球發售」</p> <p>“Global Offering”</p> | <p>本公司於2018年7月的香港公開發售及國際發售</p> <p>the Hong Kong Public Offering and the International Offering of the Company in July 2018</p> |
| <p>「香港」</p> <p>“Hong Kong” or “HK”</p> | <p>中國香港特別行政區</p> <p>the Hong Kong Special Administrative Region of the PRC</p> |
| <p>「港元」</p> <p>“HK\$” or “HKD”</p> | <p>香港的法定貨幣港元</p> <p>Hong Kong dollars, the lawful currency of Hong Kong</p> |
| <p>「《國際財務報告準則》」</p> <p>“IFRS”</p> | <p>國際會計準則理事會不時發佈的《國際財務報告準則》</p> <p>International Financial Reporting Standards, as issued from time to time by the International Accounting Standards Board</p> |

釋義 DEFINITIONS

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| 「獨立第三方」 “Independent Third Party” or “Independent Third Parties” | 非本公司關連人士的任何實體或人士，具有《上市規則》所賦予的涵義 any entity or person who is not a connected person of our Company within the meaning ascribed thereto under the Listing Rules |
| 「Jun Heng」 “Jun Heng” | Jun Heng Investment Limited，一家於2002年6月13日在英屬維爾京群島註冊成立的公司，由On Chance全資擁有 Jun Heng Investment Limited, a company incorporated in the British Virgin Islands on 13 June 2002 and is wholly-owned by On Chance |
| 「最後實際可行日期」 “Latest Practicable Date” | 2024年4月23日，即在本年報批量印刷前確定本年報所載若干資料的最後實際可行日期 23 April 2024, being the latest practicable date to ascertain certain information set out in this annual report prior to its bulk printing |
| 「樂居」 “Leju” | 樂居控股有限公司，一家於2013年11月20日在開曼群島註冊成立的有限公司並為本公司附屬公司 Leju Holdings Limited, a company incorporated in the Cayman Islands with limited liability on 20 November 2013 and a subsidiary of the Company |
| 「樂居好房」 “Leju Hao Fang” | 上海樂居好房信息服務有限公司（前稱上海翊信電子商務有限公司），一家於2011年12月5日在中國成立的可變權益實體及併表聯屬實體 Shanghai Leju Hao Fang Information Service Co., Ltd. (formerly known as Shanghai Yi Xin E-Commerce Co., Ltd.), a variable interest entity established in China in 5 December 2011 and a Consolidated Affiliated Entity |
| 「上市」 “Listing” | 股份在聯交所主板上市 the listing of our Shares on the Main Board of the Stock Exchange |
| 「《上市規則》」 “Listing Rules” | 《香港聯合交易所有限公司證券上市規則》，經不時修訂、補充或以其他方式修改 the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended, supplemented or otherwise modified from time to time |
| 「上市日期」 “Listing Date” | 2018年7月20日，股份在聯交所上市日期 20 July 2018, the date on which the Shares were listed on the Stock Exchange |
| 「主板」 “Main Board” | 由聯交所營運的證券交易所（期權市場除外），獨立於聯交所的GEM之外，並與其並列營運 the stock exchange (excluding the option market) operated by the Stock Exchange which is independent from and operates in parallel with the GEM of the Stock Exchange |

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| <p>「MemeStar」 “MemeStar”</p> | <p>MemeStar Limited，一間在英屬維爾京群島註冊成立的公司，為獨立第三方 MemeStar Limited, a company incorporated in the British Virgin Islands and an Independent Third Part</p> |
| <p>「工信部」 “MIIT”</p> | <p>中華人民共和國工業和信息化部(前稱中華人民共和國信息產業部) Ministry of Industry and Information Technology of the PRC (中華人民共和國工業和信息化部) (formerly known as the Ministry of Information Industry of the PRC (中華人民共和國信息產業部))</p> |
| <p>「周先生」 “Mr. Zhou”</p> | <p>周忻先生，為我們的執行董事兼主要股東 Mr. Zhou Xin (周忻), our executive Director and a substantial shareholder</p> |
| <p>「《標準守則》」 “Model Code”</p> | <p>《上市規則》附錄C3(前稱附錄十)所載之《上市發行人董事進行證券交易的標準守則》 the Model Code for Securities Transactions by Directors of Listed Issuers set out in Appendix C3 (formerly Appendix 10) of the Listing Rules</p> |
| <p>「納斯達克」 “NASDAQ”</p> | <p>美國全國證券交易商協會自動報價系統 National Association of Securities Dealers Automated Quotations</p> |
| <p>「提名委員會」 “Nomination Committee”</p> | <p>本公司提名委員會 the nomination committee of the Company</p> |
| <p>「紐交所」 “NYSE”</p> | <p>紐約證券交易所 the New York Stock Exchange</p> |
| <p>「On Chance」 “On Chance”</p> | <p>On Chance, Inc.，一家於2002年1月21日在英屬維爾京群島註冊成立的公司，由周先生全資擁有 On Chance, Inc., a company incorporated in the British Virgin Islands on 21 January 2002 and is wholly-owned by Mr. Zhou</p> |
| <p>「境內控股公司」或 「綜合可變權益實體」 “Onshore Holdco” or “consolidated variable interest entities”</p> | <p>北京樂居、樂居好房及北京家菊就 Beijing Leju, Leju Hao Fang and Beijing Jiajujiu</p> |
| <p>「首次公開發售後購股權計劃」 “Post-IPO Share Option Scheme”</p> | <p>本公司有條件批准及採納的首次公開發售後購股權計劃 the post-IPO share option scheme conditionally approved and adopted by our Company</p> |
| <p>「易居企業(中國)集團」 “PRC Holdco”</p> | <p>易居企業(中國)集團有限公司(前稱易居(中國)企業集團有限公司)，一家於2006年7月3日在中國成立的有限公司，為本公司的間接全資附屬公司 E-House Enterprise (China) Group Co., Ltd. (易居企業(中國)集團有限公司) (formerly known as 易居(中國)企業集團有限公司), a company established in the PRC with limited liability on 3 July 2006, and an indirect wholly-owned subsidiary of our Company</p> |

釋義 DEFINITIONS

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| 「首次公開發售前購股權計劃」 “Pre-IPO Share Option Scheme” | 本公司批准及採納的首次公開發售前購股權計劃 the pre-IPO share option scheme approved and adopted by our Company |
| 「招股章程」 “Prospectus” | 本公司日期為2018年7月10日的招股章程 the prospectus of the Company dated 10 July 2018 |
| 「人民幣」 “RMB” or “Renminbi” | 中國的法定貨幣人民幣 Renminbi, the lawful currency of PRC |
| 「Regal Ace」 “Regal Ace” | Regal Ace Holdings Limited，一家於2015年7月10日在英屬維爾京群島註冊成立的公司，由周先生擁有51% Regal Ace Holdings Limited, a company incorporated in the British Virgin Islands on 10 July 2015 and is owned as to 51% by Mr. Zhou |
| 「登記股東」 “Registered Shareholders” | 朱旭東先生、賀寅宇先生及馬偉傑先生 Mr. Xudong Zhu, Mr. Yinyu He and Mr. Weijie Ma |
| 「薪酬委員會」 “Remuneration Committee” | 本公司薪酬委員會 the remuneration committee of the Company |
| 「報告期間」 “Reporting Period” | 截至2023年12月31日止年度 the year ended 31 December 2023 |
| 「證券及期貨條例」 “SFO” | 香港法例第571章證券及期貨條例（經不時修訂、補充或以其他方式修改） the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time |
| 「上海新浪樂居」 “Shanghai SINA Leju” | 上海新浪樂居信息科技有限公司，一家於2008年5月8日在中國成立的公司及本公司的全資附屬公司 Shanghai SINA Leju Information Technology Co., Ltd., a company established in China on 8 May 2008 and a wholly owned subsidiary of our Company |
| 「上海翊悅」 “Shanghai Yi Yue” | 上海翊悅信息科技有限公司，一家於2011年9月16日在中國成立的公司及本公司的全資附屬公司 Shanghai Yi Yue Information Technology Co., Ltd., a company established in China on 16 September 2011 and a wholly owned subsidiary of our Company |

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| 「股份」 “Share(s)” | 本公司股本中每股面值0.00001美元的普通股份 ordinary share(s) in the share capital of our Company with a par value of US\$0.00001 each |
| 「股東」 “Shareholder(s)” | 股份持有人 holder(s) of the Share(s) |
| 「新浪」 “SINA” | 新浪網，一家在開曼群島註冊成立的有限公司，於納斯達克全球精選市場上市（股份代號：SINA） SINA Corporation, a company incorporated in the Cayman Islands with limited liability and listed on the Nasdaq Global Select Market (Stock symbol: SINA) |
| 「新浪方」 “SINA Parties” | 新浪及MemeStar SINA and MemeStar |
| 「聯交所」 “Stock Exchange” | 香港聯合交易所有限公司 The Stock Exchange of Hong Kong Limited |
| 「附屬公司」 “subsidiary” or “subsidiaries” | 具有《公司條例》第15條賦予該詞的涵義 has the meaning ascribed to it thereto in section 15 of the Companies Ordinance |
| 「主要股東」 “substantial shareholder” | 具有《上市規則》賦予該詞的涵義 has the meaning ascribed to it in the Listing Rules |
| 「太德」 “TED” | 上海太德勵拓互聯網科技股份有限公司，一家於2007年2月9日在中國成立並在全國中小企業股份轉讓系統掛牌的公司，股份代碼為837383 Shanghai TED Internet Technology Co., Ltd. (上海太德勵拓互聯網科技股份有限公司), a company established in the PRC on 9 February 2007 and listed on National Equities Exchange and Quotations with stock code 837383 |
| 「騰訊」 “Tencent” | 騰訊控股有限公司，一家根據開曼群島法律組織及存續的有限責任公司，其股份於聯交所上市（股份代號：700） Tencent Holdings Limited, a limited liability company organised and existing under the laws of the Cayman Islands and the shares of which are listed on the Stock Exchange (stock code: 700) |

釋義 DEFINITIONS

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| 「添璣網絡」 | 上海添璣網絡服務有限公司，一家根據中國法律註冊成立的公司，並為添璣網絡收購事項的目標公司。於添璣網絡收購事項完成前，添璣網絡的股權分別由添璣發展及添璣管理持有70%及30% |
| “Tianji Network” | Shanghai Tianji Network Service Co., Ltd. (上海添璣網絡服務有限公司), a company incorporated under the laws of the PRC and the target of the Tianji Network Acquisition. Prior to the completion of the Tianji Network Acquisition, the equity interests of Tianji Network is held by Tianji Development and Tianji Management as to 70% and 30%, respectively |
| 「交易日」 | 聯交所開市交易之日，及股份或其他證券可能買賣之日（而非聯交所預定或於正常收市時間前收市之日） |
| “Trading Day(s)” | a day when the Stock Exchange, is open for dealing business and on which the Shares or other securities may be dealt in (other than a day on which the Stock Exchange is scheduled to or closes prior to its regular closing time) |
| 「美國」 | 美利堅合眾國，包括其領土、屬地及受其司法管轄的所有地區 |
| “United States” or “US” | the United States of America, its territories, its possessions and all areas subject to its jurisdiction |
| 「美元」 | 美國的法定貨幣美元 |
| “US dollars”, “U.S. dollars”, “US\$” or “USD” | United States dollars, the lawful currency of the United States |
| 「萬科」 | 萬科企業股份有限公司，一家在中國成立並於聯交所及深圳證券交易所上市的公司，股份代號／證券代碼分別為2202及000002，於股權轉讓協議完成前為本公司主要股東 |
| “Vanke” | China Vanke Co., Ltd. (萬科企業股份有限公司), a limited liability company established in the PRC and listed on the Stock Exchange and the Shenzhen Stock Exchange with stock codes 2202 and 000002, respectively, and our substantial shareholder before completion of the Equity Transfer Agreements |
| 「外商獨資企業」 | 上海新浪樂居、上海翊悅及北京邁騰 |
| “WFOE(s)” | Shanghai SINA Leju, Shanghai Yi Yue and Beijing Maiteng |
| 「周氏方」 | Kanrich Holdings Limited、On Chance、Jun Heng、易居控股及周先生 |
| “Zhou Parties” | Kanrich Holdings Limited, On Chance, Jun Heng, E-House Holdings and Mr. Zhou |
| 「%」 | 百分比 |
| “%” | per cent |

* 僅供識別

* For identification purposes only

