



濱江服務

BINJIANG SERVICE

濱江服務集團有限公司

BINJIANG SERVICE GROUP CO. LTD.

(Incorporated in the Cayman Islands with limited liability)

Stock Code: 3316.HK


ANNUAL REPORT

2018

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# Corporate Information

## Board of Directors

### Executive Directors

Mr. ZHU Lidong (*Chairman of the Board and Chief Executive Officer*)  
Ms. ZHONG Ruoqin

### Non-executive Directors

Mr. MO Jianhua  
Mr. CAI Xin

### Independent Non-executive Directors

Mr. DING Jiangang  
Mr. LI Kunjun  
Ms. CAI Haijing

## Audit Committee

Ms. CAI Haijing (*Chairman*)  
Mr. DING Jiangang  
Mr. LI Kunjun

## Remuneration Committee

Mr. DING Jiangang (*Chairman*)  
Mr. MO Jianhua  
Ms. CAI Haijing

## Nomination Committee

Mr. ZHU Lidong (*Chairman*)  
Mr. DING Jiangang  
Mr. LI Kunjun

## Strategy Committee

Mr. MO Jianhua (*Chairman*)  
Mr. ZHU Lidong  
Ms. ZHONG Ruoqin  
Mr. CAI Xin  
Mr. DING Jiangang  
Mr. LI Kunjun

## Joint Company Secretaries

Ms. ZHONG Ruoqin  
Ms. KO Mei Ying

## Authorized Representatives

Ms. ZHONG Ruoqin  
Ms. KO Mei Ying

## Legal Advisor

Morrison & Foerster  
33/F, Edinburgh Tower  
The Landmark  
15 Queen's Road Central, Hong Kong

## Auditor

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

## Compliance Adviser

Southwest Securities (HK) Capital Limited  
40/F, Lee Garden One  
33 Hysan Avenue  
Causeway Bay  
Hong Kong

## Principal Banks

China Construction Bank Corporation  
Agricultural Bank of China Limited

## Company's Website

[www.hzbjwy.com](http://www.hzbjwy.com)

## Stock Code

3316

## Listing Date

March 15, 2019

### **Registered Office**

Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

### **Head Office in the PRC**

Room 1201-1, Block 1  
New Town Times Square  
Jiangan District  
Hangzhou, China

### **Principal Place of Business in Hong Kong**

40th Floor, Sunlight Tower  
No. 248 Queen's Road East  
Wanchai, Hong Kong

### **Principal Registrar and Transfer Office**

Conyers Trust Company (Cayman) Limited  
Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

### **Hong Kong Share Registrar**

Computershare Hong Kong Investor Services  
Limited  
Shops 1712-1716  
17th Floor, Hopewell Centre  
183 Queen's Road East  
Wanchai, Hong Kong

# Financial Summary

The following is a summary of the results and assets and liabilities of the Company and its subsidiaries (the “**Group**”) for each of the years ended December 31, 2015, 2016, 2017 and 2018.

## Results Summary

	Note	For the year ended December 31			
		2015	2016	2017	2018
Revenue (RMB'000)		158,866	225,924	349,264	<b>509,470</b>
increase/(decrease)		N/A	42.2%	54.6%	<b>45.9%</b>
Gross profit (RMB'000)		26,139	42,056	90,083	<b>134,953</b>
increase/(decrease)		N/A	60.9%	114.2%	<b>49.8%</b>
Gross profit margin	(1)	16.5%	18.6%	25.8%	<b>26.5%</b>
increase/(decrease)					
Profit for the year (RMB'000)		11,469	22,106	57,552	<b>70,423</b>
increase/(decrease)		N/A	92.7%	160.3%	<b>22.4%</b>
Profit margin	(2)	7.2%	9.8%	16.5%	<b>13.8%</b>
increase/(decrease)					
Profit attributable to shareholders of the Company (RMB'000)		11,469	22,297	57,173	<b>70,177</b>
increase/(decrease)		N/A	94.4%	156.4%	<b>22.7%</b>
Basic and diluted earnings per share (RMB)		0.06	0.11	0.29	<b>0.35</b>

## Summary of Assets and Liabilities

	Note	As of December 31			
		2015	2016	2017	2018
Cash and cash equivalents (RMB'000)		69,261	167,547	303,949	<b>458,543</b>
Current assets (RMB'000)		115,814	222,962	373,550	<b>534,720</b>
Total assets (RMB'000)		122,371	232,192	389,389	<b>551,095</b>
Current liabilities (RMB'000)		91,398	177,810	278,202	<b>366,363</b>
Total liabilities (RMB'000)		91,398	178,623	278,202	<b>366,363</b>
Total equity attributable to equity shareholders of the Company (RMB'000)		30,973	53,270	110,509	<b>181,358</b>
Return on shareholders' equity	(3)	37.0%	41.9%	51.7%	<b>38.7%</b>
Current ratio	(4)	1.27	1.25	1.34	<b>1.46</b>
Gearing ratio	(5)	N/A	N/A	N/A	<b>N/A</b>

Notes:

- (1) Gross profit margin is calculated as gross profit divided by revenue.
- (2) Profit margin is calculated as profit for the year divided by revenue.
- (3) Return on shareholders' equity is calculated as total profit attributable to shareholders of the Company divided by shareholders' equity.
- (4) Current ratio is calculated as current assets divided by current liabilities.
- (5) Gearing ratio is calculated as total interest-bearing borrowings divided by total equity at the end of the respective period. The Group has no interest-bearing borrowings.

To all Shareholders,

Thank you for your trust in and support to the Group. On behalf of the Board of Directors, I am pleased to present our audited results for the year ended December 31, 2018.

In 2018, China's macro economy remained generally positive, and its economic aggregate reached a new level. China's economy is in the stage of improving quality and efficiency, and its urbanization has grown steadily. The Central Government insisted on formulating targeted policy for specific city, thus guiding the real estate market to develop in a steady and healthy manner. Under the tightening of real estate control policies, the scale of real estate transactions was still able to reach a new high. As China is entering the era of consumption upgrade, the household consumption will lay more emphasis on quality and service experience, and quality of life will gradually become a necessity. Housing quality is reflected in the demands for both living space and community services, and owners will focus more on the quality of community services. The property management service industry is developing a broader and better future!

## RESULTS REVIEW

Benefiting from market opportunities and our efforts, we were successfully listed on the Main board of The Stock Exchange of Hong Kong Limited (the "**Hong Kong Stock Exchange**") on March 15, 2019, embarking on a new journey. A total of approximately HK\$464.2 million (before deducting underwriting fees and related expenses) was raised on the first day of Listing.

Since our establishment in 1995, we have been committing to the corporate tenet of "Property Owners First, Service First, Quality First" with focus on the high-end property management industry. We have grown from a local residential property management service provider in Hangzhou, Zhejiang province, to one of the leading premium property management service providers in the Yangtze River Delta. According to China Index Academy ("**CIA**"), we were ranked second in Hangzhou, fifth in Zhejiang province, and tenth in the Yangtze River Delta in terms of gross floor area ("**GFA**") under management for high-end properties in 2017. We were awarded the 2018 Leading Brand for Specialized Service Operations of China Property Service Industry (2018 中國物業服務專業化運營領先品牌企業) and a Certificate of China Property Management Brand Value of RMB1.886 billion by CIA for our well-established industry recognition and professional service quality. Our brand stands for not only our brand awareness but also owners' recognition and our reputation.

In 2018, we accelerated our outward expansion. In 16 cities in Zhejiang province and in Shanghai, Jiangsu province and Jiangxi province, our GFA under management has reached 11.6 million sq.m., representing a year-on-year increase of 34.9%, and reserve area of 9.2 million sq.m., representing a year-on-year increase of 80.4%. In 2018, we had 57 residential projects under management, accounting for 75.0% of our projects under management. We also diversified our property management portfolios through expanding to non-residential properties such as commercial properties, office buildings, public facilities and industrial parks. Our non-residential projects increased to 19, an increase of 72.7% as compared with the previous year. Our advanced and high-quality service capabilities as well as diversified property management portfolios and service offerings equip us with broader sources of revenue and business opportunities.

### PROSPECTS

As a reputable property management service provider in China with a focus on high-end residential properties, we will further improve ourselves and position ourselves as a leading integrated property management service provider in China. Based on our existing service management systems and standards, we will expand our business scale in high-end market through various channels. We will continue to explore more potential businesses through expanding our property management portfolios.

We will continue to provide diversified and differentiated value-added services to enhance our customer's living experience and satisfaction. In order to improve our services, we will further standardize our service process and seek to provide customized services. To enhance our operational efficiency and service quality, we will cooperate with internet companies to create "smart living community", which will improve our service innovation and value creation capabilities towards creating a personalized community ecosystem.

In addition, we will continue to execute human resources strategies to attract, nurture and retain talent to execute our business expansion. We will select our management staff organically through internal promotion and externally recruit talent in the property management service industry to implement our development strategy and corporate culture.

The Chinese family culture has lasted for thousands of years. Home has been playing extremely important role in the hearts of Chinese people. Home should be a shelter carrying happiness and warmth. We have always adhered to our enterprise philosophy of "Make Life Warmer", and strive to bring more happiness to our owners and residents. We are committed to make home not only a place to live but also a source of happiness that meets all needs. The Group has always and will continue to optimize our property management services, and strive to become an industry-leading brand and participate in the establishment of high-end quality standards.

There is still a very long way to go and there is not an end to the provision of services. The Group will keep thinking, improving and perfecting its services as it moves forward.

**ZHU Lidong**

*Chairman*

Hangzhou, March 29, 2019

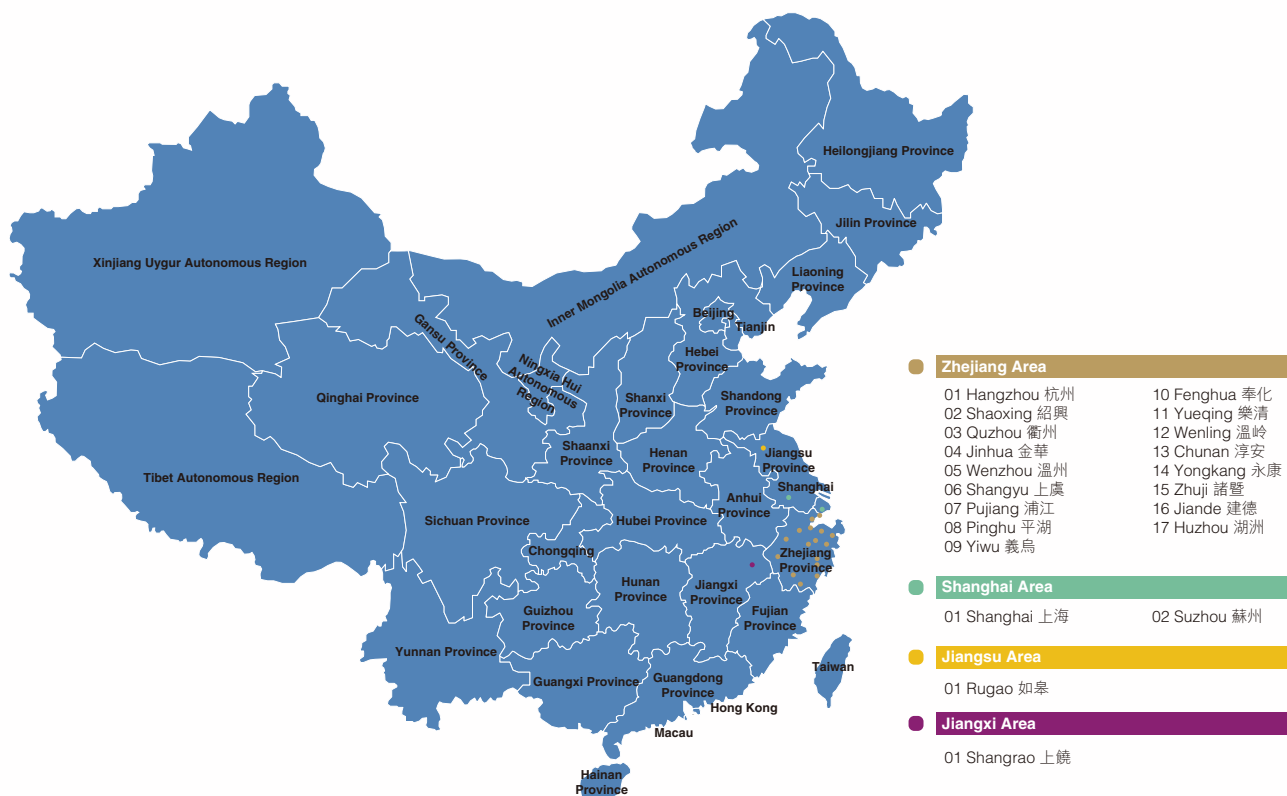
## BUSINESS REVIEW AND PROSPECTS

### BUSINESS REVIEW

On March 15, 2019 (the “**Listing Date**”), the Company was successfully listed on the Main Board of the Hong Kong Stock Exchange (the “**Listing**”). After deducting the listing expenses, the total net proceeds raised on the first day of listing were approximately HK\$389.8 million.

The Group is a reputable property management service provider in China with a focus on high-end residential properties. Since its establishment in 1995 and through accumulation of industry experience, the Group has grown from a local residential property management service provider in Hangzhou, Zhejiang province to a leading premium property management service provider in the Yangtze River Delta. The Group’s service spectrum mainly includes: (i) property management services; (ii) value-added services to non-property owners; and (iii) value-added services to property owners. During the year ended December 31, 2018 (the “**Reporting Period**”), we expanded the geographical scope of our operations, while maintaining service quality as well as minimizing and controlling discrepancies in service standards across different regions and different properties under our management. As at December 31, 2018, the Group had 40 subsidiaries and branches covering 16 cities across Zhejiang province, Shanghai, Jiangsu and Jiangxi provinces in China, providing property management services to approximately 52,000 property units.

The chart below illustrates the distribution of cities where the Group provided property services as at December 31, 2018.





## Management Discussion and Analysis

The table below sets out the area of properties under management and the number of managed properties as at the dates indicated:

	As at December 31, 2018		As at December 31, 2017	
	GFA under management ('000 sq.m.)	Number of projects	GFA under management ('000 sq.m.)	Number of projects
Residential properties	10,167	57	7,593	40
Non-residential properties	1,466	19	1,011	11
<b>Total</b>	<b>11,633</b>	<b>76</b>	<b>8,604</b>	<b>51</b>

Note: As of December 31, 2018, the contracted GFA of undelivered properties was 9.2 million sq.m. (as of December 31, 2017: 5.1 million sq.m.)

In 2018, revenue from property management services amounted to RMB316.4 million, representing an increase of 45.0% year-on-year from RMB218.2 million in 2017. As of December 31, 2018, the Group's aggregate GFA under management was 11.6 million sq.m., a total of 76 managed properties, including 57 residential properties and 19 non-residential properties, and the contracted GFA (excluding GFA under management) was 9.2 million sq.m. During the Reporting Period, the Group added 25 managed properties to enrich its property management portfolios, including Jiubao culture and sports center, the first public venue entrusted by governmental authority, and Steam Turbine Power Building (汽輪動力大廈), a state key building of scientific research. During the Reporting Period, the Group also entered into new preliminary property management service contracts for 33 properties, including Poly Binjiang • Luxury Mansion (保利濱江•上品), a high-end deluxe residence in the heart of Hangzhou's Qianjiang New Town.

In 2018, revenue from value-added services to non-property owners amounted to RMB155.4 million, representing an increase of 54.3% from RMB100.7 million in 2017. As of December 31, 2018, the Group had 66 projects of value-added services to non-property owners, a significant increase from the 41 projects in 2017. These include Jinyu • Duhui Forest (金隅•都會森林), a luxury canal residence in New Town, Xing'ao Business Center, a CBD commercial complex project in Binjiang district, Hangzhou, Yongkang Urban Bund, a luxury riverside residences of approximately 600,000 sq.m. in downtown of Yongkang City, covering office buildings, Intime Department Store, flat-floor apartments, service apartments, villa projects, etc. In particular, through expansion of value-added services to non-property owners, the Group expanded its business coverage to various properties in Wenzhou, Yueqing, Wenling, Yongkang, Ningbo, Huzhou, Rugao City of Jiangsu province and Shangrao City of Jiangxi province for the first time, to provide consulting services and pre-delivery services.

In 2018, revenue from value-added services to property owners amounted to RMB37.7 million, an increase of 24.4% as compared to RMB30.3 million in 2017. The Group's revenue from our value-added services to property owners increased due to the increase in the number of the Group's projects under management and property owners.

During the Reporting Period, the market concentration and standardization of service quality of the property management industry improved, and competition in the industry further intensified. To strengthen competitiveness and reduce its reliance on labor, the Group has been focusing on implementing standardization of services. The Group has established star-rated service standards and procedures laying out detailed guidance on key standards and procedures for providing property management services that covers a full spectrum of property types. The Group has prepared written operating manuals to facilitate the implementation of such service standards. The Group's headquarter also standardizes certain commercial or technical documents by formulating templates for daily operational use. Furthermore, the Group provides system trainings for property management staff and subcontractors to help them understand and follow the service standards and procedures of the Group. By leveraging our standardized procedures, the Group can achieve centralized management at the headquarter and plan, control, supervise and evaluate its service process and quality. Standardization helps the Group strengthen brand and reputation by ensuring consistency in service process and quality as well as minimizing human error.

In addition, the Group actively developed independent third-party customers to gradually reduce reliance on projects from Hangzhou Binjiang Investment Holdings Co., Ltd.\* (杭州濱江投資控股有限公司) (“**Binjiang Holdings**”) and its subsidiaries (“**Binjiang Group**”). In particular, the GFA under the management from independent third parties in 2018 accounted for 29.5% of the Group's total GFA under management, 8.6 percentage points higher than 2017. The Group's brand influence and number of quality customers increased continuously due to its outreach of businesses. The property service quality and property owners' satisfaction of Yuefu and Kunlun Mansions which we took over significantly improved, and home resale prices increased. The diverse forms of projects we take on enriched the Group's property management portfolios.

The table below sets forth the breakdowns of (i) our total area of properties under management and (ii) the number of our managed properties by type of developers at different stages as of the dates indicated.

	As at December 31, 2018		As at December 31, 2017	
	GFA under management ('000 sq.m.)	Number of projects	GFA under management ('000 sq.m.)	Number of projects
Properties developed by Binjiang Group	8,203	48	6,807	39
Properties developed by independent property developers	3,430	28	1,797	12
<b>Total</b>	<b>11,633</b>	<b>76</b>	<b>8,604</b>	<b>51</b>

Note: Properties developed by Binjiang Group refers to properties developed solely or co-developed with other parties by subsidiaries or joint ventures of Binjiang Group.

As a service-oriented enterprise, the Group has realized employees' service level and professional development are critical to its development. During the Reporting Period, the Group continued to offer competitive compensation packages and performance review systems, enhance employee recognition initiatives and rewards and provide various training opportunities to enhance employees' sense of belonging.

\* for identification purpose only

### PROSPECTS

As a reputable property management service provider in China with a focus on high-end residential properties, the Group will further improve ourselves and position ourselves as a leading integrated property management service provider in China. Based on our existing service management systems and standards, the Group will expand our business scale in high-end market through various channels, including continuing to capitalize on our existing business relationship with Binjiang Group, and actively acquiring new businesses from independent third party property developers, thus increasing the GFA under management and improving scale economy. The Group will continue to absorb more potential businesses through expanding the property management portfolios. The Group plans to focus on new high-quality services, including residential properties, commercial complexes, hotels, service apartments, office buildings and culture sports centers, which matches its brand position.

In addition, the Group will continue to provide diversified and differentiated value-added services to enhance our customer's living experience and satisfaction. In order to improve its services, the Group will further standardize service process. The Group will cater to the demands of owners and residents and provide professional value-added services following its service concept of "Living Home (生活家)". To enhance operational efficiency and service quality, the Group will cooperate with internet companies to create "smart living community", which will improve its service innovation and value creation capabilities towards creating a personalized community ecosystem. The Group will continue to execute human resources strategies to attract, nurture and retain talent to support its business expansion.

### FINANCIAL REVIEW

#### Revenue

For the year ended December 31, 2018, the Group's revenue was approximately RMB509.5 million, representing an increase of 45.9% as compared to approximately RMB349.3 million for the year ended December 31, 2017.

The Group's revenue was generated from three main business lines: (i) property management services; (ii) value-added services to non-property owners; and (iii) value-added services to property owners.

	<b>2018</b> <b>RMB'000</b>	2017 RMB'000
Property management services	<b>316,364</b>	218,246
Value-added services to non-property owners	<b>155,406</b>	100,744
Value-added services to property owners	<b>37,700</b>	30,274
Total	<b>509,470</b>	349,264

Property management services consist of security, cleaning, gardening, repair, maintenance and ancillary services. Revenue generated amounted to RMB316.4 million, representing an increase of 45.0% as compared with RMB218.2 million in 2017. It was the Group's main source of revenue, accounted for 62.1% of total revenue in 2018. The increase of revenue was mainly due to the growth of the Group's projects under management and GFA under management. Revenue generated from the provision of property management services to properties developed solely or co-developed with other parties by subsidiaries or associates of Binjiang Group was RMB233.6 million, accounted for 73.8% of revenue from property management services in 2018.

- As at December 31, 2018, the Group had 76 projects under management, representing an increase of 25 projects compared with 51 projects at the end of 2017; the GFA under management was 11.6 million sq.m., representing an increase of 3.0 million sq.m. from 8.6 million sq.m. in 2017 with a growth rate of 34.9%;
- For the year ended December 31, 2018, the Group's overall average property management fee was RMB4.07 per sq.m./month (2017: RMB3.88 per sq.m./month), of which residential property was RMB3.92 per sq.m./month and non-residential property was RMB5.43 per sq.m./month. The overall average property management fee and average residential property management fee improved as compared to 2017;
- As at December 31, 2018, the Group had 52 reserve projects, with a land bank of 9.2 million sq.m., for which the Group has signed preliminary property management service contracts but the property management services have not been provided, representing an increase of 4.1 million sq.m. from 5.1 million sq.m. at the end of 2017 with a growth rate of 80.4%;

The table below sets forth the breakdown of our property management services revenue by type of properties for the periods indicated:

	2018		2017	
	RMB'000	%	RMB'000	%
Residential properties	267,007	84.40	198,846	91.1
Non-residential properties	49,357	15.60	19,400	8.9
<b>Total</b>	<b>316,364</b>	<b>100.0</b>	<b>218,246</b>	<b>100.0</b>

The table below sets forth the breakdown of our property management services revenue by type of developers at different stages for the periods indicated:

	2018		2017	
	RMB'000	%	RMB'000	%
Properties developed by Binjiang Group	233,628	73.85	179,186	82.1
Properties developed by independent property developers	82,736	26.15	39,060	17.9
<b>Total</b>	<b>316,364</b>	<b>100.0</b>	<b>218,246</b>	<b>100.0</b>

*Note:* Properties developed by Binjiang Group refers to properties developed solely or co-developed with other parties by subsidiaries or joint ventures of Binjiang Group.

## Management Discussion and Analysis

Value-added services to non-property owners consist of pre-delivery services, consulting services and community space services. Revenue generated amounted to RMB155.4 million in 2018, representing an increase of 54.3% as compared with RMB100.7 million in 2017, and accounted for approximately 30.5% of the Group's total revenue in 2018. The increase of revenue was mainly due to our new engagements especially for pre-delivery services. As at December 31, 2018, the Group had 66 projects of value-added services to non-property owners, a significant increase from 41 projects in 2017.

Value-added services to property owners consist of community value-added services, customized interior furnishing services and property agent services. Revenue generated amounted to RMB37.7 million in 2018, representing an increase of 24.4% as compared with RMB30.3 million in 2017, and accounted for approximately 7.4% of the Group's total revenue in 2018. The increase of revenue was mainly due to the increase in the number of the Group's projects under management and property owners.

### Other net income

For the year ended December 31, 2018, the Group's other net income was RMB4.0 million, representing an increase of 21.2% as compared with RMB3.3 million in 2017, mainly due to the increase in net realized gain on wealth management products.

### Cost of sales

For the year ended December 31, 2018, the Group's cost of sales increased by 44.5% from RMB259.2 million in 2017 to RMB374.5 million in 2018, mainly due to costs growth as a result of the increase in projects under management and service personnel.

### Gross profit and gross profit margin

Based on the above factors, for the year ended December 31, 2018, the Group's gross profit increased by 49.8% from RMB90.1 million in 2017 to RMB135.0 million in 2018. The Group's gross profit margin increased by 0.7 percentage point from 25.8% in 2017 to 26.5% in 2018, mainly due to further increase of yield rates in value-added services to non-property owners and value-added services to property owners.

Gross profit of property management services increased by 46.6% from RMB33.7 million in 2017 to RMB49.4 million in 2018, and gross profit margin increased from 15.5% in 2017 to 15.6% in 2018.

Gross profit of value-added services to non-property owners increased by 57.8% from RMB42.4 million in 2017 to RMB66.9 million in 2018, and gross profit margin increased from 42.1% in 2017 to 43.1% in 2018. The increase was mainly due to that the new high-end projects of the Group maintained good returns.

Gross profit of value-added services to property owners increased by 33.6% from RMB14.0 million in 2017 to RMB18.7 million in 2018, and gross profit margin increased from 46.1% in 2017 to 49.5% in 2018. The increase was mainly due to the further expansion of housekeeping services, which had a high gross margin.

### **Selling and marketing expenses**

For the year ended December 31, 2018, the Group's selling and marketing expenses remained stable in both 2017 and 2018.

### **Administrative expenses**

For the year ended December 31, 2018, the Group's administrative expenses increased by 186.9% from RMB14.5 million in 2017 to RMB41.6 million in 2018, mainly due to the impact of listing expenses of RMB20.2 million in 2018. Excluding the listing expenses, administrative expenses in 2018 were RMB21.4 million, representing an increase of 47.6% from 2017, mainly due to the growth of related labor costs and office expenses as a result of business expansion and increase of personnel.

### **Other expenses**

For the year ended December 31, 2018, the Group's other expenses increased from RMB0.3 million in 2017 to RMB1.8 million in 2018, mainly due to the impact of increase in impairment losses on trade receivables.

### **Net finance income/(costs)**

For the year ended December 31, 2018, the change of the Group's net finance income/(costs) was primarily due to interest expenses on prepaid customized interior furnishing services fees categorized as contract liabilities received from property owners.

### **Share of profits and losses of an associate**

For the year ended December 31, 2018, the Group's share of profits and losses of an associate decreased from RMB0.8 million in 2017 to RMB0.3 million in 2018, mainly due to the decrease of the Group's recognised investment losses as a result of the associate's losses decreasing in 2018 as compared with 2017.

### **Income tax**

For the year ended December 31, 2018, the Group's income tax expenses increased by 21.8% from RMB19.7 million in 2017 to RMB24.0 million in 2018, mainly due to the increase of the Group's total profit before taxation for the year, leading to corresponding increase in income tax.

### **Profit for the year**

For the year ended December 31, 2018, the Group's profit for the year was RMB70.4 million, representing an increase of 22.2% as compared with RMB57.6 million in 2017, mainly due to the increase in the Group's operating profit for the year. Net profit attributable to equity shareholders of the Company was RMB70.2 million, representing an increase of 22.7% as compared with RMB57.2 million in 2017. Net profit margin (net profit attributable to equity shareholders of the Company divided by revenue) was 13.8%, representing a decrease of 2.6 percentage points as compared with 16.4% in the previous year, mainly due to the fact that listing expenses of RMB20.2 million in 2018 led to a decrease in overall net profit margin.

## Management Discussion and Analysis

Excluding listing fees and after-tax impact of RMB15.2 million (RMB20.2 million before tax), adjusted net profit attributable to equity shareholders of the Company was RMB85.4 million, representing an increase of 49.3% from 2017. Adjusted net profit margin (adjusted net profit attributable to equity shareholders of the Company divided by revenue) was 16.8%, representing an increase of 0.4 percentage point as compared with 16.4% in the previous year.

### **Current assets, financial resources and gearing ratio**

The Group maintained good financial performance in 2018. As at December 31, 2018, current assets were RMB534.7 million, representing an increase of 43.1% as compared with RMB373.6 million in 2017.

As at December 31, 2018, the Group's cash and cash equivalents were RMB458.5 million, representing an increase of 50.9% as compared with RMB303.9 million for the same period of 2017. This was mainly due to the increase of net cash inflow from operating activities.

As at December 31, 2018, current ratio was 1.46, representing an increase as compared with 1.34 in 2017.

As at December 31, 2018, the total equity of the Group was RMB184.7 million, representing an increase of 66.1% as compared with RMB111.2 million for the same period of 2017. This was mainly due to the growth in net profit and retained earnings. The Group had no interest-bearing liabilities as at the end of 2018 and 2017.

### **Property, plant and equipment**

For the year ended December 31, 2018, the property, plant and equipment of the Group amounted to RMB8.5 million, representing an increase of 6.3% as compared with RMB8.0 million in 2017, mainly due to the growth in business scale and increase in purchase of related equipment.

### **Pledged assets**

The Group did not have any pledged assets as at December 31, 2018 (2017: Nil).

### **Trade and other receivables**

As at December 31, 2018, trade and other receivables amounted to RMB44.6 million, representing an increase of RMB8.1 million or 22.2% as compared with RMB36.5 million in 2017, mainly due to business expansion and increase of revenue, leading to increase in corresponding trade receivables.

### **Trade and other payables**

As at December 31, 2018, trade and other payables amounted to RMB215.0 million, representing an increase of RMB36.4 million or 20.4% as compared with RMB178.6 million in 2017. This was mainly due to the impact of the growth in employee remuneration payable and provision of some listing expenses, as well as the impact to some extent of increase in receipts in advance from related parties.

### Exposure to foreign exchange risks

Foreign exchange risk arises when future commercial transactions or recognised assets and liabilities are dominated in a currency that is not the Group entities' functional currency. The Group mainly operates in the PRC, the net proceeds from the Global Offering and any dividends to be paid will be in Hong Kong Dollars. Fluctuations in the exchange rates between the Renminbi and the Hong Kong Dollar or U.S. Dollar will affect the relative purchasing power in Renminbi terms. Fluctuations in the exchange rates may also cause us to incur foreign exchange losses and affect the relative value of any dividend distributed by us.

Currently, the Group have not entered into any hedging transactions to mitigate our exposure to foreign exchange risk. In addition, conversion and remittance of foreign currencies are subject to the foreign exchange regulations of the PRC. It cannot be guaranteed that under a certain exchange rate, we shall have sufficient foreign exchange currencies to meet our foreign exchange needs.

## RISKS AND UNCERTAINTIES

### Geographical concentration risk

All of the Group's operations are concentrated in the Yangtze River Delta, particularly in Hangzhou. During the Reporting Period, the total GFA under management located in the Yangtze River Delta accounted for almost all of our total GFA under management, and property management services revenue generated from our managed properties in the Yangtze River Delta amounted to almost all of our total property management services revenue. Though the Group will further expand to other key economics regions and cities in China, the Company expect that the Yangtze River Delta will still continue to account for a significant portion of our operations in the near future. If the Yangtze River Delta experiences any adverse economic conditions, such as an economic downturn, natural disaster, contagious disease outbreak, terrorist attack, or if the local governmental authorities adopt regulations that place additional restrictions on the property management service industry, the Group's business, financial condition and results of operations could be materially and adversely affected. Given the above, the Group actively seeks business opportunities outside the Yangtze River Delta to expand our geographical coverage.



### **New contract risk**

During the Reporting Period, the Group procured almost all of our new property management service contracts through tender processes. Property developers and the property owners' general meetings choose property management companies based on a number of factors, including but not limited to the quality of services provided, pricing and the operating history of the property management company. There is no assurance that the Group will be able to procure new property management service contracts in the future. Furthermore, most of the Group's property management service contracts during the Reporting Period were related to the management of properties developed by Binjiang Group. Any adverse development in the operations of Binjiang Group or its ability to develop new properties may negatively impact the Group ability to procure new property management service contracts. The Group cannot assure that Binjiang Group will engage the Group as their property management service provider for any property they developed. If our Group are not able to increase the number of managed properties developed by independent third party property developers, our Group's results of operations and growth prospects may be materially and adversely affected. Given the above, the Group will enhance its quality service capabilities, and actively seek business opportunities from independent parties to expand our business access channel.

### **Future acquisition risk**

In the future, our Group plans to seek and evaluate opportunities to acquire other property management companies and other businesses that may complement our existing service offerings to expand the Group's business scale and integrate their operations into the Group's business. However, acquisitions involve inherent risks and uncertainties, including, without limitation, potential ongoing financial obligations and hidden or unforeseen liabilities in connection with the target, inability to apply the Group's business model or standardize business processes with the acquisition targets, failure to achieve the intended acquisition objectives or benefits, diversion of resources and management attention from managing our existing business operations. In addition, there can be no assurance that our Company will be able to identify suitable acquisition opportunities. Even if the Company can, the Company may not be able to complete the acquisitions on terms favorable to us and in a timely matter, or at all. As a result, the Company's competitiveness and growth prospects could be materially and adversely affected. Given the above, the Company will identify acquisition targets in a cautious manner.

### **Compliance with relevant laws and regulations**

The Company strictly complied with the following laws and regulations which may have a significant impact on its operation: (a) the laws and regulations relating to foreign investment; (b) the laws, regulations and policies relating to qualification of property management service company, appointment, fees, outsourcing and real estate brokerage; (c) the laws and regulations relating to intellectual property; (d) the laws and regulations relating to merger and acquisition of domestic enterprises by foreign investors; (e) the laws and regulations relating to foreign exchange and taxation; (f) the laws and regulations relating to labor and social security. Meanwhile, a list of applicable laws and regulations was established within the Company and updated from time to time for compliance.

The Company was able to comply with the relevant laws and regulations within and outside China which have a significant impact on it, through the full cooperation between its legal department and the external legal advisors, and the Company's continuous and effective supervision.

### **Tax reduction**

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

### **Capital structure**

There has been no change in capital structure of the Company during the year ended December 31, 2018. The capital of the Company comprises ordinary shares and other reserves.

### **Contingent liabilities**

The Group had no contingent liability during the year ended December 31, 2018.

### **Significant investments, material acquisitions and disposal of subsidiaries and associated companies**

The Group did not have any significant investments, material acquisitions, and disposals of subsidiaries and associated companies during the year ended December 31, 2018.

### **Future plans for substantial investments or capital assets**

As stated in the prospectus of the Company dated February 28, 2019 (the "**Prospectus**"), approximately 35% (approximately HK\$136.3 million) of the net proceeds from the Listing is used for acquisition of other property management companies and companies which are engaged in property management related businesses, approximately 20% (approximately HK\$78.0 million) for investment on asset management platform to engage in the operation of and long-term apartment and industrial parks, and approximately 10% (approximately HK\$39.0 million) for establishment of joint companies or platforms. From the date of listing to the date of this annual report, the Company has been exploring and tracking potential opportunities in the market in a diligent and cautious manner, however, no suitable investment objective has been found due to the relatively short history of listing.

### **Employees and remuneration policies**

As at December 31, 2018, the Group had a total of 3,776 employees. The staff cost of the Group during the Reporting Period was RMB235.9 million (2017: RMB217.2 million).

The Group's remuneration packages for employees are determined based on their duties, qualifications, individual performance and current market standards. The discretionary bonus paid to employees is based on the performance of individual employees in recognition of and contribution to their contribution. We have implemented and will continue to implement various employee recognition initiatives and rewards. The Group also makes social security contributions (including pension plans, medical insurance, work-related injury insurance, unemployment insurance and maternity insurance) and housing provident fund contributions for our employees. During the Reporting Period, the Group also provided its staff with systematical and extensive training plans and promotion and rotation programs.

# Directors and Senior Management

## Executive Directors

**Mr. ZHU Lidong (朱立東)**, aged 55, has been an executive Director, the chairman of the Board and president of the Company since September 2018. He has joined our Group in May 2003 and has more than 15 years of experience in the real estate industry. With his extensive experience, he is principally responsible for the overall management and business operation of our Group, including coordinating board affairs, formulating strategies and operational plans and making major business decisions. He is also the chairman of the board and the general manager of Hangzhou Binjiang Property Management Co., Ltd.\* (杭州濱江物業管理有限公司) (“**Binjiang Property**”), a company engaged in property management, since November 2006 and February 2010, respectively, where he is responsible for overall management and business operation.

From February 2017 to September 2018, Mr. ZHU was the deputy general manager of Binjiang Holdings, a company engaged in investment, where he was responsible for the general operations of the fellow subsidiaries. From May 2003 to February 2017, he served as the deputy general manager at Hangzhou Binjiang Real Estate Group Co., Ltd.\* (杭州濱江房產集團股份有限公司) (“**Binjiang Real Estate**”), a company listed on the Shenzhen Stock Exchange (stock code: 002244) with its principal in business in real estate development. During his tenure, he was responsible for projects operation and market expansion. From October 1994 to April 2003, he was a reporter and the deputy director of general editing office and monograph office of Hangzhou Daily Newspaper Press Group (杭州日報報業集團) (“**Hangzhou Daily (杭州日報)**”) (formerly known as Hangzhou Daily Newspaper Press) and an associate general editor of Daily Commence Newspaper (每日商報) of Hangzhou Daily Newspaper, a mass media corporation listed on the Shenzhen Stock Exchange (stock code: 000607), where he was primarily responsible for writing and editing manuscripts. Prior to that, Mr. ZHU was a teaching staff at Armed Police Hangzhou Command College (武警杭州指揮學院) from September 1984 to October 1994.

Since July 2012, Mr. ZHU has been the vice chairperson of the Property Management Association of Zhejiang Real Estate Institute (浙江房地產協會物業管理分會). He has also been serving as the vice chairman of the Hangzhou Property Management Association (杭州物業管理協會) since August 2018. In July 2008, Mr. ZHU was recognized as the Hangzhou Property Management Bidding Expertise (杭州市物業管理招投標專家) and appointed as the fellow of Hangzhou Property Management Excellent Projects Evaluation Expert Database (杭州市物業管理優秀項目考評專家庫) from August 2018 to July 2020.

Due to his achievements and contributions to the economic and social development of Hangzhou, Mr. ZHU has been granted a number of awards. In 2004, he was awarded China Excellent Professional Manager (中國優秀職業經理人) by the 2004 China City-land Operation Exposition (2004中國城市土地運營博覽會). He was also conferred the Attitude Real Estate Person (態度地產人物) by the Netease Real Estate (網易房產) in 2017.

Mr. ZHU received his bachelor's degree in history from Hangzhou University (杭州大學) (currently merged into Zhejiang University (浙江大學)), the PRC, in July 1984.

**Ms. ZHONG Ruoqin (鍾若琴)**, aged 33, has been an executive Director and the secretary to the Board of the Company since September 2018. She is also a joint company secretary of the Company. Ms. ZHONG has joined our Group in April 2013 and is primarily responsible for formulating and supervising operational strategies and plans, deciding and executing the board resolution, undertaking business objectives of the Board. Ms. ZHONG has extensive work experience in the real estate industry. Since July 2018, she has been appointed as the manager of securities department at Binjiang Property, where she is primarily responsible for forming and organizing the securities department.

From April 2013 to June 2018, she served in the securities department of Binjiang Real Estate, where she was responsible for the conduct of board meetings, information disclosure, and management of investment and refinancing. From August 2008 to February 2011, Ms. ZHONG was an agency supervisor of CITIC-Prudential Finance Company Ltd., a company engaged in insurance and wealth management business, where she was responsible for personal selling, team management and performance appraisal.

Ms. ZHONG received her master's degree in business administration from the City University of Hong Kong (香港城市大學), Hong Kong, in October 2012 and the bachelor's degree in business from the Dundalk Institute of Technology (愛爾蘭唐道克理工學院), Ireland, in June 2008.

### Non-executive Directors

**Mr. MO Jianhua (莫建華)**, aged 48, has been the non-executive Director of the Company since December 2017. He is primarily responsible for providing guidance and supervision to our Group's business operations. Mr. MO has over 20 years of experience in the real estate industry. Since January 2017, he has also been serving as the general manager of Hangzhou Pute Equity Investment Management Limited (杭州普特股權投資管理有限公司) ("**Pute Equity**"), a company which is principally engaged in equity investment, where he is responsible for the overall management of business. Since November 2006, he has been a director at Binjiang Real Estate, where he is responsible for providing guidance and supervision to our Group's business operations.

From July 2011 to November 2017, he was the general manager of Hangzhou Binjiang Venture Capital Investment Limited\* (杭州濱江創業投資有限公司) ("**Binjiang Venture Capital**"), a company which is primarily engaged in venture capital, and he was responsible for overall operation of business. From December 1999 to July 2011 he was the managing deputy general manager of Binjiang Real Estate, where he was responsible for the management of construction costs. From October 1996 to December 1999, he served as a deputy general manager at Binjiang Real Estate Construction Co., Ltd. (濱江房屋建設開發有限公司), a company engaged in real estate construction. He was responsible for the management of construction costs.

Mr. MO obtained an executive master's degree in business administration (EMBA) from Zhejiang University (浙江大學), the PRC, in June 2013.

**Mr. CAI Xin (蔡鑫)**, aged 43, has been the non-executive Director of the Company since September 2018. He is primarily responsible for providing guidance and supervision to our Group's business operations. Since November 2017, he has been the general manager at Binjiang Venture Capital, where he is in charge of overall operation of business, marketing expansion and investment projects implementation.

## Directors and Senior Management

From July 2011 to November 2017, he served as the deputy general manager of Pute Equity, where he was responsible for corporate fund raising and investment projects implementation. From September 2002 to July 2011, he served as the manager of finance department at Binjiang Real Estate, where he was primarily responsible for the general management of finance department, preparation of financial reports, formulating budget plans and tax reports.

Mr. CAI obtained an executive master's degree in business administration from Zhejiang University (浙江大學) in December 2015 and a bachelor's degree in economics from Zhejiang University of Financial and Economics (浙江財經大學), the PRC, in July 1997. He obtained the certificate of senior accountant granted by Zhejiang Senior Accountant Certificate Evaluation Committee in June 2012.

### Independent Non-executive Directors

**Mr. DING Jiangan (丁建剛)**, aged 55, joined our Group in February 2019 as an independent non-executive Director. Since May 2014, Mr. DING has been the dean of Zhejiang Daily Media Real Estate Institute (浙報傳媒地產研究院), which is engaged in provision of market analysis of real estate industry, and is responsible for research on real estate policy and real estate market. He has also been serving at Zhejiang Real Estate Institute (浙江房地產業協會) as a council member and is responsible for research in relation to policies and market trends in the real estate industry since October 2017.

Mr. DING has approximately 30 years of experience in the media industry. Mr. DING has been an employee of Decision Research Consultancy Limited (杭州浙訊房地產決策研究諮詢有限公司) since June 2014. Mr. DING worked for Hangzhou Joint Founder Information Technology Co., Ltd. (杭州中房信息科技有限公司), which is engaged in provision of market analysis of real estate industry, and was responsible for research on real estate policy and real estate market from March 2013 to May 2014. He worked for the economic department of, and as the deputy editor of the website Live in Hangzhou (住在杭州) of Zhejiang Online News Website Co., Ltd. (浙江在線新聞網站有限公司), which is engaged in online news publication and he was responsible for researching financial properties and providing commentaries thereon from September 2008 to February 2013. He worked for Zhejiang Radio & TV Group (浙江廣播電視集團), which is engaged in publication and sales of newspaper, magazines and video, and he was responsible for production of property programs from April 1989 to September 2008. He worked for teaching and research group of building structure of Zhejiang Construction Industrial College (浙江省建築工業學校) and was responsible for teaching building structure courses and management of the teaching and research group from November 1985 to April 1989. He was also a teaching staff in Changchun Advanced Architecture Institute (長春高等建築專科學校) from July 1983 to October 1985.

Mr. DING has been serving as an independent non-executive director of Dexin China Holdings Company Limited (德信中國控股有限公司), a property development company expected to be listed on the Hong Kong Stock Exchange (stock code: 02019) since January 2019. He is responsible for providing independent judgment and advice in relation to operations and management of the company.

Mr. DING obtained his bachelor's degree in civil engineering from Xi'an University of Architecture and Technology (西安建築科技大學) (formerly known as Xi'an Metallurgy Architecture College (西安冶金建築學院)), the PRC, in July 1983.

**Mr. LI Kunjun (李坤軍)**, aged 41, joined our Group in February 2019 as an independent non-executive Director. Since October 2017, he has been serving as the chief executive officer of Hangzhou Xiaodi Technology Co., Ltd. (杭州小嘀科技有限公司), a company engaged in the real estate technology development, which attracted investments from Hangzhou Tengguo Internet Technology Co., Ltd. (杭州騰果網絡科技有限公司) and Hangzhou Daily, and created one of the most influential Wechat official accounts with regard to property market in Hangzhou. He is responsible for the overall management and business operation.

Mr. LI has extensive work experience in the media industry. From September 2000 to December 2016, he held various positions at Hangzhou Daily, including reporter, and director of property office. During his tenure, he published a book, Hangzhou Qualified Houses – Guidance for purchasing houses from QIU Weiwei and LI Kunjun.

Mr. LI graduated from Zhejiang University (浙江大學), the PRC, with his bachelor's degree in Chinese in June 2000.

**Ms. CAI Haijing (蔡海靜)**, aged 36, joined our Group in February 2019 as an independent non-executive Director. Since December 2007, she was a lecturer of accounting at Zhejiang University of Finance and Economics (浙江財經大學) and subsequently appointed as an associate professor in December 2014. In October 2017, Ms. CAI was regarded as the Leading Expert of the Zhejiang High-education Youngster (浙江省高校中青年學科帶頭人) and the nurturing target (發展對象) of the Zhejiang 151 Talent Project (浙江省新世紀151人才工程) in December 2015.

Ms. CAI has been serving as an independent non-executive director and a member of the audit committee of Wangneng Environment Co., Ltd. (旺能環境股份有限公司), an environment protection company listed on the Shenzhen Stock Exchange (stock code: 002034) since December 2017, Zhejiang Kang Long Da Special Protection Technology Co., Ltd. (浙江康隆達特種防護科技股份有限公司), a textile manufacturing company listed on the Shanghai Stock Exchange (stock code: 603665) since October 2017, Ue Furniture Co., Ltd. (永藝家具股份有限公司), a furniture manufacturing company listed on the Shanghai Stock Exchange (stock code: 603600) since July 2016, Hamaton Automotive Technology Co., Ltd. (浙江金科文化產業股份有限公司), a technology company listed on the Shenzhen Stock Exchange (stock code: 300459) since July 2016 and Hangzhou Jizhi Mechatronic Co., Ltd. (杭州集智機電股份有限公司), a machines manufacturing company listed on the Shenzhen Stock Exchange (stock code: 300553) since July 2015. As an independent non-executive director and a member of the audit committee, she is responsible for providing independent judgment and advice in relation to general management and audit committee to those listed companies.

Ms. CAI obtained a doctoral degree in accounting from Zhongnan University of Economics and Law (中南財經政法大學), the PRC, in June 2013, a master's degree from Brock University (加拿大布魯克大學), Canada, in October 2007 and bachelor's degree from Zhejiang University of Financial and Economics (浙江財經大學), the PRC, in June 2006. She was admitted as a fellow of the Association of Chartered Certified Accountants (英國特許會計師協會) in June 2011 and the Canadian Institute of Chartered Accountants (加拿大註冊會計師協會) in September 2010.

### Senior Management

**Mr. WANG Guoyi (王國義)**, aged 56, has been appointed as a deputy general manager of our Group in December 2009. He is primarily responsible for business development, pre-delivery consulting, engineering management, pre-delivery examination management and after-sale services. Mr. WANG has almost 20 years of experience in the property management service industry. From March 2005 to December 2009, he served as an engineering director in Binjiang Property and was responsible for the engineering management.

Prior to joining our Group, he previously worked as an engineer at Zhejiang Nandu Property Management Co., Ltd. (浙江南都物業管理有限公司), a company engaged in property management, from January 2000 to February 2005, where he was responsible for engineering management and consultancy. From November 1996 to June 1998, he worked as a technician at the production department of Pt. San Weei Indonesia Rattan Industry (印尼上瑋籐業有限公司), a company engaged in rattan manufacturing, exporting and importing, where he was responsible for mechanical maintenance. From December 1991 to November 1996, he worked as an electrician at Hangzhou Chemistry Building (杭州化工大廈), a company engaged in chemical industry, where he was responsible for electrical installation and maintenance, as well as the operation of telephone switchboard. From December 1984 to December 1991, he served as an electrician at Hangzhou Standard Head Factory (杭州標準件總廠), a company engaged in manufacturing mechanical components, where he was responsible for electrical maintenance at the mold workshop. From December 1981 to December 1984, he served as an electrician at Hangzhou Broadcast Equipment Factory (杭州廣播器材廠) (previously known as Hangzhou Qianjiang Maobi Factory (杭州錢江毛筆製刷廠), a company engaged in manufacturing broadcasting equipment, where he was responsible for electrical maintenance.

Mr. WANG obtained a high school diploma from Hangzhou the Fifth High School, the PRC, in June 1980.

**Mr. SHEN Guorong (沈國榮)**, aged 37, has been appointed as a deputy general manager of our Group in December 2009, and he is primarily responsible for the general management of the projects in Hangzhou, Shaoxing, Jiaxing, Huzhou, Taizhou, Wenzhou, Jiangxi and Suzhou areas. He has more than 15 years of experience in the property management service industry. He has joined our Group in October 2004 as a project manager and was responsible for the overall management of projects till February 2005. He was subsequently promoted as an assistant of general manager of Binjiang Property, and was responsible for the general management and supervision from February 2005 to December 2009.

Prior to joining our Group, he was a project manager at Jiaye Sunshine Property Management Co., Ltd. (嘉業陽光物業管理有限公司), a company engaged in property management service industry, from January 2002 to September 2004. He was responsible for the overall project management.

In June 2017, Mr. SHEN was appointed as the chairman of Jianggan District Property Management Institute (江幹區物業管理協會). He was also recognized as the Hangzhou Property Management Bidding Expertise (杭州市物業管理招投標專家) and the fellow of Hangzhou Property Management Excellent Projects Evaluation Expert Base (杭州市物業管理優秀項目考評專家庫) in July 2014.

Mr. SHEN graduated from Jiaxing University (嘉興學院), the PRC, with an associate degree in construction project management in January 2011. In November 2013, he was recognized as a registered Property Manager (註冊物業管理師) by the Ministry of Housing and Urban-Rural Development of the People's Republic of China (中華人民共和國住房和城鄉建設部).

**Mr. YU Weiqi (俞偉琪)**, aged 38, has been appointed as a deputy general manager of our Group since December 2009 and he is primarily responsible for the general management of the projects in Hangzhou, Shanghai, Yiwu and Pujiang areas. He has more than 15 years of experience in the property management service industry. He has joined our Group in July 2006 as the project manager and was promoted to assistant president in April 2007, where he was responsible for quality control and copywriting till December 2009.

Prior to joining our Group, Mr. YU was a project manager and marketing manager of Zhejiang Guangsha Property Management Co., Ltd. (浙江廣廈物業管理有限公司), a company engaged in property management and he was primarily responsible for the overall management of projects and market expansion of property management, from May 2003 to June 2006. He previously served as the assistant quality control and marketing manager of Zhejiang Green City Property Management Co., Ltd. (浙江綠城物業管理有限公司), a company engaged in property management service industry, from March 2002 to April 2003, where was responsible for quality control management and property management consultancy.

Mr. YU was recognized as the Hangzhou Preliminary Property Management Bidding Expertise (杭州市前期物業管理招投標專家) in March 2014 and the fellow of Hangzhou Property Management Excellent Projects Evaluation Expert Database (杭州市物業管理優秀項目考評專家庫) in August 2018.

Mr. YU graduated from Chongqing University (重慶大學), the PRC, with an associate degree in business administration management in July 2017. In March 2012, he was recognized as a registered Property Manager(註冊物業管理師) by the Ministry of Housing and Urban-Rural Development of the People's Republic of China(中華人民共和國住房和城鄉建設部) and Ministry of Human Resources and Social Security of the People's Republic of China (中華人民共和國人力資源和社會保障部).

**Ms. GUO Chunlan (郭春蘭)**, aged 54, has been appointed as a deputy general manager of our Group in December 2009 and she is primarily responsible for the general management of projects in Hangzhou, Jinhua and Quzhou areas. She has also been serving as the general manager of another subsidiary, Binhe Property, a company engaged in property management, where she is in charge of overall management of business since January 2018.

Ms. GUO joined our Group in November 2005, when she was appointed as an assistant general manager in Binjiang Property and was responsible for the overall management of the company till December 2009. Prior to joining our Group, she was the vice president at Hangzhou Huanglong Hengli Hotel Co., Ltd. (杭州黃龍恒勵賓館有限公司), a company engaged in hotel and catering and she was responsible for daily management of projects and business operation in Hangzhou-Jinhua-Quzhou areas from January 2005 to November 2005. From June 1998 to January 2005, she served as the manager of sales department, housekeeping department, and reception department at Hangzhou Linqun Villa Co., Ltd. (杭州林泉山莊有限公司), a company engaged in hotel and catering, where she was in charge of daily operation of those departments. From April 1996 to April 1999, she served as the manager of human resources, quality of service and housekeeping department at Hangzhou Zhong Bei Hotel Co., Ltd. (杭州中北大酒店有限責任公司), a company engaged in hotel and catering and she was in charge of daily operation of those departments. She also worked at Zhejiang Travel Group Co., Ltd. (浙江省旅遊集團有限責任公司), a company engaged in hotel and catering and was responsible for managing the housekeeping and human resources from December 1982 to March 1996.



## Directors and Senior Management

Ms. GUO graduated from Zhejiang Gongshang University Hangzhou College of Commerce (浙江工商大學杭州商學院), the PRC, with an associate degree in tourism management in December 1999.

**Mr. ZHOU Dong (周棟)**, aged 36, has been appointed as the financial controller of our Group in August 2018 and he is primarily responsible for overall financial management of the Group.

Prior to Joining our Group, he was appointed as an assistant chief financial officer of Zhejiang Transfer Chemical Group. (浙江傳化化學集團有限公司), a company engaged in industries of chemical engineering, agriculture, investment, logistics and technology and he was responsible for daily management of finance department from April 2015 to April 2018. From November 2012 to April 2015, he was the group controller of budget management center and was responsible for the overall budget and financial management at Hailiang Group Co., Ltd. (海亮集團有限公司) (“**Hailiang Group**”), a company engaged in non-ferrous materials processing, education and medical industries. He was also the financial controller of Hailiang Group Finance Co., Ltd. (海亮集團財務有限責任公司), a company providing financial service for the Hailiang Group and he was responsible for daily operation of financial department during the same period. From August 2009 to October 2011, he was a financial manager of Zhong Cai Merchants Investment Group Co., Ltd. (中財招商投資集團有限公司), a company engaged in industrial development and financial investment, where he was responsible for daily management of finance department. From November 2007 to November 2009, he was a financial supervisor at Zhejiang Zheda Machinery and Electronics Group Co., Ltd. (浙江浙大網新眾合機電集團有限公司), a company engaged in mechanical engineering business, where he was responsible for overall budget management.

Mr. ZHOU graduated from Zhejiang University of Financial and Economics (浙江財經大學), the PRC, with a bachelor's degree in accounting in June 2004. In July 2016, he was recognized as an senior accountant (高級會計師) by Zhejiang Human Resource and Social Protection Bureau (浙江省人力資源與社會保障廳) and Chinese Certified Public Accountant (中國註冊會計師) by the Chinese Institute of Certified Public Accountants (中國註冊會計師協會). He was also admitted as Zhejiang leading accounting talent by Zhejiang Provincial Department of Finance (浙江省財政廳) in August 2016.

\* for identification purpose only

The Board of Directors (the “**Board**”) of the Company is pleased to present its report together with the audited consolidated financial statements of the Group for the year ended December 31, 2018 (the “**Reporting Period**”). Certain information set out in this annual report are disclosed up to the date of this annual report, being March 29, 2019.

### LISTING ON THE HONG KONG STOCK EXCHANGE

On the Listing Date, the ordinary shares of our Company (the “**Shares**”) were successfully listed on the Main Board of the Hong Kong Stock Exchange, which marked a significant milestone for our Group. 66,700,000 Ordinary Shares were issued under the global offering at the price of HK\$6.96 per Share, raising net proceeds of approximately HK\$389.8 million (after deducting listing expenses). The net price of the issued Shares was HK\$5.84 per Share. The additional capital raised allows us to support the growth and expansion of the Group. As at the Listing Date, the share capital of the Company was US\$26,670, divided into 266,700,000 ordinary shares of US\$0.0001 each.

### USE OF PROCEEDS

The net proceeds from the Listing were approximately HK\$389.8 million (after deducting listing expenses), which are intended to be utilized in the manner as disclosed in the section headed “Future Plans and Use of Proceeds” in the Prospectus.

The Group had utilized approximately HK\$0.4 million of the net proceeds as at the date of this annual report. The unutilized net proceeds of approximately HK\$389.4 million are intended to be applied in the manner consistent with the proposed allocations.

## Directors' Report

As at the date of this annual report, the net proceeds had been utilized as follows:

<b>Use of proceeds</b>	<b>Proposed use of proceeds</b> <i>HK\$ million</i>	<b>Utilized</b> <i>HK\$ million</i>	<b>Unutilized</b> <i>HK\$ million</i>
Acquisition of property management companies located in major cities in the Yangtze River Delta to further increase the Group's market share in the existing market, and also in new cities such as Shenzhen to expand the Group's geographical coverage <sup>1</sup>	136.3	0.0	136.3
Updating the Group's management service systems and recruiting and nurturing talents <sup>2</sup>	97.5	0.0	97.5
Investment in the asset management platform to engage in the operation of industrial parks <sup>3</sup>	78.0	0.0	78.0
Establishing joint venture companies or platform through the cooperation with local governments and property developers <sup>4</sup>	39.0	0.4	38.6
As working capital and for other general corporate purposes <sup>5</sup>	39.0	0.0	39.0
	<u>389.8</u>	<u>0.4</u>	<u>389.4</u>

The use or proposed use of proceeds from the Listing is in compliance with the plans previously disclosed in the section headed "Future Plans and Use of Proceeds" in the Prospectus and there have been no material changes or delays.

1. The Group is actively identifying acquisition targets, and this portion of proceeds will be used after the acquisition targets are determined.
2. The management service system is expected to be updated in 2019 and completed no later than 2021. The proceeds for recruitment and nurture of talents will be used according to the needs of the Group from time to time.
3. The Company expects to invest in relevant platforms in the second half of 2019 and complete construction of platforms no later than 2021.
4. The Company expects to identify cooperation projects and establish joint venture companies or platforms in the second half of 2019, and put them into operation no later than 2021.
5. To be used according to the business needs of the Group from time to time.

## PRINCIPAL BUSINESS

The Group is principally engaged in provision of property management services, value-added services for non-property owners and value-added services for property owners in the People's Republic of China (the "PRC"). The analysis of the Group's principal business for the year ended December 31, 2018 is set out in Note 3 of the consolidated financial statements.

## RESULTS

The results of the Group for the year ended December 31, 2018 are set out in the consolidated statement of profit or loss and other comprehensive income on pages 59 to 60 of this annual report.

## FINAL DIVIDEND

The Board has recommended the payment of a final dividend of HK\$0.10 per share for the year ended December 31, 2018 (the “**Final Dividend**”), totaling approximately HK\$26.67 million (assuming the over-allotment option is not exercised). This proposed Final Dividend is subject to the approval of the Shareholders of the Company (the “**Shareholders**”) at the annual general meeting (the “**AGM**”) to be held on May 30, 2019, and will be paid on or about June 28, 2019 to those Shareholders whose names appear on the Company’s register of members on June 10, 2019.

## DIVIDEND POLICY

The Company has adopted a dividend policy. The Board shall take into account the following factors of the Group when considering the declaration of dividends:

- results of operations;
- cash flows;
- financial position;
- statutory and regulatory restrictions on the payment of dividends by the Company;
- funding requirements of the Company;
- future business plan and prospects; and
- other factors the Board may consider relevant.

The payment of dividend is also subject to any restrictions under laws and the Articles of Association of the Company (the “**Articles of Association**”).

## BUSINESS REVIEW

Business review of the Group for the Reporting Period and the Group’s prospects are set out in the sections headed “Chairman’s Statement” and “Management Discussion and Analysis” on pages 5 to 10 of this annual report. The analysis of the Group during the Reporting Period using key indicators of financial performance is set out in the section headed “Financial Review” on pages 10 to 15.

### Company’s Environmental Policy and Performance

Given the nature of our operations, we do not believe we are subject to material environmental liability risk or compliance costs. During the Reporting Period and up to the date of this annual report, no fines or penalties for non-compliance of PRC environmental laws had been imposed on us.

### Risks and Uncertainties and Compliance with relevant laws and regulations

A description of the principal risks and uncertainties that the Group may be facing and compliance with the relevant laws and regulation are set out in the section headed “Management Discussion and Analysis” on pages 15 to 17 of this annual report.

### FINANCIAL SUMMARY

A summary of the results and of the assets and liabilities of the Group for the last four financial years are set out on page 4 of this annual report. This summary does not form part of the audited consolidated financial statements.

### MAJOR CUSTOMERS AND SUPPLIERS

#### Major Customers

For the year ended December 31, 2018, the transaction amounts of our Group's top five customers accounted for 21.2% (2017: 24.5%) of the Group's total revenues while the transaction amounts of our single largest customer accounted for 15.9% (2017: 18.6%) of the Group's total revenues. The Group's reliance on major customers has been reduced, and the expansion of customer base and customers' revenue contribution capabilities enhanced.

#### Major Suppliers

For the year ended December 31, 2018, the transaction amounts of our Group's top five suppliers accounted for 18.6% (2017: 4.8%) of the total purchases while the transaction amounts of our single largest supplier accounted for 13.2% (2017: 1.3%) of the Group's total purchases.

During the Reporting Period, save as disclosed in Note 25 to the consolidated financial statements, none of the Directors, any of their close associates or any Shareholders (which to the knowledge of the Directors owns more than 5% of the number of the issued shares of the Company) was interested in the top five customers or suppliers of the Group.

### PROPERTY, PLANT AND EQUIPMENT

Details of the movements in the property, plant and equipment of the Group during the year ended December 31, 2018 are set out in Note 10 to the consolidated financial statements.

### SHARE CAPITAL

Details of movements in the Company's share capital during the Reporting Period are set out in Note 21(b) to the consolidated financial statements.

### RESERVES

Details of the movements in the reserves of the Company and the Group during the year ended December 31, 2018 are set out in the consolidated statement of changes in equity on page 63.

### RESERVES AVAILABLE FOR DISTRIBUTION

As at December 31, 2018, the reserves available for distribution of the Company (including share premium, exchange reserve and accumulated losses of the Company) amounted to RMB87.0 million.

## BANK LOANS AND OTHER BORROWINGS

During the Reporting Period, we did not have any bank loans and other borrowings.

## DIRECTORS

The Directors during the Reporting Period and up to the date of this annual report are as follows:

### Executive Directors:

ZHU Lidong (appointed on September 19, 2018)  
ZHONG Ruoqin (appointed on September 19, 2018)

### Non-executive Directors:

QI Jinxing (resigned on September 19, 2018)  
ZHU Huiming (resigned on September 19, 2018)  
MO Jianhua (appointed on December 25, 2017)  
CAI Xin (appointed on September 19, 2018)

### Independent Non-executive Directors:

DING Jiangang (appointed on February 21, 2019)  
LI Kunjun (appointed on February 21, 2019)  
CAI Haijing (appointed on February 21, 2019)

Mr. MO Jianhua shall retire by rotation, and offer himself for re-election at the AGM in accordance with articles 84(1) and 84(2) of the Articles of Association.

Any Director appointed to fill a casual vacancy shall hold office only until the first general meeting of members after his appointment and any Director appointed as an addition to the existing Directors shall hold office only until the next following annual general meeting of the Company in accordance with Article 83(3) of the Articles of Association of the Company. Accordingly, Mr. ZHU Lidong, Ms. ZHONG Ruoqin, Mr. CAI Xin, Mr. DING Jiangang, Mr. LI Kunjun and Ms. CAI Haijing, each as a Director, will hold office until the AGM and shall be re-elected.

## DIRECTORS AND SENIOR MANAGEMENT

Biographical details of the Directors and senior management of the Company are set out on pages 18 to 24 of this annual report.

## CONFIRMATION OF INDEPENDENCE FROM THE INDEPENDENT NON-EXECUTIVE DIRECTORS

The Company has received from each of the independent non-executive Directors a confirmation of his independence pursuant to Rule 3.13 of the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange (the “**Listing Rules**”) and the Company considers all of the independent non-executive Directors are in compliance with the independent guidelines set out in Rule 3.13 of the Listing Rules and are independent in accordance with the terms of the guidelines.

## **DIRECTORS' SERVICE CONTRACTS AND LETTERS OF APPOINTMENT**

None of the Directors has a service contract which is not determinable by the Group within one year without payment of compensation (other than statutory compensation).

For the details of the service contracts and the appointment letters of the Directors, please see the section headed "Corporate Governance Report" in this annual report.

## **DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS OF SIGNIFICANCE**

During the year ended December 31, 2018 and up to the date of this annual report, no Director had a material interest, either directly or indirectly, in any transaction, arrangement or contract of significance to the business of the Group to which the Company, any of its subsidiaries or fellow subsidiaries was a party.

## **MANAGEMENT CONTRACTS**

No contracts concerning the management and administration of the whole or any substantial part of the business of the Company were entered into or existed during the Reporting Period and up to the date of this annual report.

## **EMOLUMENT POLICY**

The primary duties of the Remuneration Committee are to make recommendations to the Board on the remuneration policy and structure for directors and senior management and on the establishment of a formal and transparent procedure for developing remuneration policy and to ensure that no director or any of his/her associates is involved in deciding his/her own remuneration.

In determining remuneration of Directors and Senior Management, the Board will consider the remuneration level of comparable companies, the time commitment and responsibilities and employment conditions elsewhere in the Group, individual performance of respective Directors and the Company's performance. No Director shall be involved in deciding his/her own remuneration.

Details of the emoluments of the Directors, and the five highest paid individuals during the Reporting Period are set out in Note 7 and Note 8 to the consolidated financial statements.

## **RETIREMENT AND EMPLOYEE BENEFITS SCHEME**

Details of the retirement and employee benefits scheme of the Company are set out in Note 5(b) to the consolidated financial statements.

## CHANGES OF INFORMATION IN RELATION TO THE DIRECTORS

There was no change to any information required to be disclosed in relation to any Director pursuant to paragraphs (a) to (e) and (g) of Rule 13.51(2) of the Listing Rules from the Listing Date to the date of this annual report.

## DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES

As the Company was not listed on the Hong Kong Stock Exchange as at December 31, 2018, during the year ended December 31, 2018, Divisions 7 and 8 of Part XV of the Securities and Futures Ordinance (the "SFO") and Section 352 of the SFO were not applicable to the Directors or chief executive of the Company.

As of the Listing Date, the interests and short positions of the Directors and the chief executive of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO which had been notified to the Company and the Hong Kong Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions in which they were taken or deemed to have under such provisions of the SFO), or which were recorded in the register required to be maintained pursuant to section 352 of the SFO, or which were required to be notified to the Company and the Hong Kong Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") contained in Appendix 10 to the Listing Rules, are set out as follows:

Name	Capacity/Nature of interest	Number of shares	Long/Short position	Approximate percentage of shareholding in the Company
Mr. MO Jianhua	Settlor of a discretionary trust and interest in controlled corporation	35,640,000 (Note 1)	Long position	13.36%

Note:

- (1) As at the date of the Listing Date, each of Jovial Success Global Holdings Limited ("**Jovial Success**") and Haoyu Ventures Limited ("**Haoyu**") hold 13.36% of issued share capital of our Company, respectively. The entire issued share capital of Jovial Success and Haoyu are held by Infiniti Trust (Asia) Limited (through its nominee companies) as trustee of each Splendid Force Trust and Great Splendor Trust, respectively. Splendid Force Trust is a discretionary trust set out by Mr. ZHU Huiming as settlor on November 19, 2018. The beneficiaries of the Splendid Force Trust include Mr. ZHU Huiming and certain family members of Mr. ZHU Huiming. Great Splendor Trust is a discretionary trust set out by Mr. MO as settlor on November 19, 2018. The beneficiaries of the Great Splendor Trust include Mr. MO and certain family members of Mr. MO.



Save as disclosed above, as of the Listing Date, none of the Directors or chief executive of the Company had interests or short positions 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), which were required to be notified to the Company and the Hong Kong Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions in which they were taken or deemed to have under such provisions of the SFO), or which were recorded in the register required to be maintained pursuant to section 352 of the SFO, or which were required to be notified to the Company and the Hong Kong Stock Exchange pursuant to the Model Code.

### **DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES**

Save as disclosed in this annual report, at any time during the Reporting Period was the Company or its subsidiaries a party to any arrangement that would enable the Directors to acquire benefits by means of acquisition of shares in or debentures of the Company or any other body corporate, and none of the Directors or their spouses or children under the age of 18 were granted any right to subscribe for the share capital or debt securities of the Company or any other body corporate, or had exercised any such right.

### **SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN THE SHARES AND UNDERLYING SHARES**

As the Company was not listed on the Hong Kong Stock Exchange as at December 31, 2018, before the Listing Date, Divisions 2 and 3 of Part XV of the SFO and Section 336 of the SFO were not applicable to the Company.

As of the Listing Date, to the knowledge of the Directors of the Company, the following persons (other than the Directors and chief executive of the Company) had interests or short positions in the shares or underlying shares of the Company which were required to be disclosed to the Company pursuant to Divisions 2 and 3 of Part XV of the SFO and recorded in the register of the Company required to be maintained pursuant to section 336 of the SFO:

Names	Capacity/Nature of interest	Number of shares	Long/Short position	Approximate percentage of shareholding in the Company
Mr. QI Jinxing	Settlor of a discretionary trust and interest in controlled corporation	126,720,000	Long position	47.51%
Great Dragon Ventures Limited ("Great Dragon")	Beneficial owner	126,720,000	Long position	47.51%
Bright Cloud Holding Limited	Interest in controlled corporation	126,720,000	Long position	47.51%
Cantrust (Far East) Limited (Note 1)	Trustee and interest in controlled corporation	126,720,000	Long position	47.51%
Mr. ZHU Huiming	Settlor of a discretionary trust and interest in controlled corporation	35,640,000	Long position	13.36%
Jovial Success	Beneficial owner	35,640,000	Long position	13.36%
Splendid Force Holding Limited	Interest in controlled corporation	35,640,000	Long position	13.36%
Haoyu	Beneficial owner	35,640,000	Long position	13.36%
Great Splendor Holding Limited	Interest in controlled corporation	35,640,000	Long position	13.36%
Infiniti Trust (Asia) Limited (Note 2)	Trustee and interest in controlled corporation	71,280,000	Long position	26.72%

Note:

- As at the Listing Date, Great Dragon holds 47.51% of issued share capital of our Company. The entire issued share capital of Great Dragon is held by Cantrust (Far East) Limited (through its nominee company) as trustee of Bright Cloud Trust. Bright Cloud Trust is a discretionary trust set up by Mr. QI as settlor on November 19, 2018. The beneficiaries of the Bright Cloud Trust include Mr. QI and certain family members of Mr. QI.
- As at the Listing Date, each of Jovial Success and Haoyu hold 13.36% of issued share capital of our Company, respectively. The entire issued share capital of Jovial Success and Haoyu are held by Infiniti Trust (Asia) Limited (through its nominee companies) as trustee of each Splendid Force Trust and Great Splendor Trust, respectively. Splendid Force Trust is a discretionary trust set out by Mr. ZHU Huiming as settlor on November 19, 2018. The beneficiaries of the Splendid Force Trust include Mr. ZHU Huiming and certain family members of Mr. ZHU Huiming. Great Splendor Trust is a discretionary trust set out by Mr. MO as settlor on November 19, 2018. The beneficiaries of the Great Splendor Trust include Mr. MO and certain family members of Mr. MO.

Save as disclosed above, as of the Listing Date, to the knowledge of the Directors, none of any other person (other than the Directors and chief executive of the Company) had interests or short positions in the shares or underlying shares of the Company which were required to be disclosed pursuant to Divisions 2 and 3 of Part XV of the SFO or to be recorded in the register referred to in section 336 of the SFO.

## EQUITY-LINKED AGREEMENT

No equity-linked agreements were entered into by the Group or in existence during the Reporting Period.

## PURCHASE, REDEMPTION OR SALE OF THE LISTED SECURITIES

The shares of the Company were listed on the Main Board of the Hong Kong Stock Exchange on March 15, 2019 by way of Global Offering.

From the Listing Date and up to the date of this annual report, none of the Company or any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities.

## PRE-EMPTIVE RIGHTS

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

## NON-COMPETITION UNDERTAKING

Our controlling shareholders, Mr. QI Jinxing and Great Dragon Ventures Limited (the "**Controlling Shareholders**") entered into the Deed of Non-Competition on February 21, 2019 pursuant to which the Controlling Shareholders has unconditionally and irrevocably undertaken to and covenanted with our Group that he or it will not (except through the Group and any investment or interests held through the Group), and will procure that his or its close associates (except members of our Group) will not, directly or indirectly (including through nominees), either on his own account or in conjunction with or on behalf of any person, firm or company, among other things, invest in, participate in, engage in and/or operate or be interested in (in each case whether as a shareholder, partner, agent, employee or otherwise) any business which competes or is likely to compete, directly or indirectly, with property management services, value-added services to non-property owner and value-added services to property owners in the PRC.

Please refer to the Prospectus for details of the Non-Competition Undertaking.

The Company has received an annual confirmation from the Controlling Shareholders in respect of their compliance with the Non-Competition Undertaking from the Listing Date up to the date of this annual report for disclosure in this annual report.

Based on the information and confirmation provided by the Controlling Shareholders, the independent non-executive Directors have reviewed the implementation of Non-Competition Undertaking during the Reporting Period, and are satisfied that the Controlling Shareholders have complied with the Non-Competition Undertaking.

## DIRECTORS' INTEREST IN COMPETING BUSINESS

Save as disclosed in this annual report, none of the Directors or their associates had any interest in any business which directly or indirectly compete or may compete with the businesses of our Group from the Listing Date and up to the date of this annual report.

## CONTROLLING SHAREHOLDERS' INTERESTS IN CONTRACTS

Save as disclosed in “Connected Transactions” and “Continuing Connected Transactions” and Note 25 to the financial statements, no controlling shareholder or any of its subsidiaries had a material interest, whether directly or indirectly, in any contract of significance to the business of the Group to which the Company or any of its subsidiaries was a party during the year.

## RELATED PARTY TRANSACTIONS

Details of the related party transactions were set out in Notes 25 to the consolidated financial statements. Details of any related party transaction which constitutes continuing connected transaction not exempted under Chapter 14A of the Listing Rules are disclosed below.

## CONTINUING CONNECTED TRANSACTIONS

As the Company was not listed on the Hong Kong Stock Exchange as of December 31, 2018, provisions relating to disclosure of connected transactions under Chapter 14A of the Listing Rules were not applicable to the Company during the Reporting Period.

As of the date of this annual report, the Group has entered into continuing connected transactions subject to the reporting, annual review and announcement requirements under Chapter 14A of the Listing Rules:

### Provision of Property Management Services for Binjiang Real Estate Group

On December 20, 2018, the Company (for itself and on behalf of its subsidiaries) entered into a property management services agreement (the “**Property Management Services Agreement**”) with Binjiang Real Estate (for itself and on behalf of its subsidiaries) to regulate the transactions with Binjiang Real Estate Group in relation to the provision of property management services, pursuant to which, the Group provided property management services for Binjiang Real Estate Group for its unsold residential and non-residential property units.

The Property Management Services Agreement is for a term commencing on the Listing Date and expiring on December 31, 2020 and the term may be renewed as the parties may mutually agree, subject to compliance with the requirements under Chapter 14A of the Listing Rules and all other applicable laws and regulations. The parties will enter into a separate property management services agreement in respect of each residential and non-residential property unit subject to the terms of Property Management Services Agreement.

The actual transaction amount for these continuing connected transactions in 2018 is RMB15.0 million. The Directors (including the independent non-executive Directors) consider that it is in the interests of the Company to continue the transactions under the Property Management Services Agreement after the Group's listing in 2019. The Directors estimate that for each of the years ended December 31, 2019 and 2020, the maximum amount of the relevant property management service fees payable by Binjiang Real Estate Group to us will not exceed RMB15.0 million and RMB16.0 million, respectively.

### Provision of Consultancy Services for Binjiang Real Estate Group

On December 20, 2018, the Company (for itself and on behalf of its subsidiaries) entered into a master consultancy agreement (the “**Master Consultancy Agreement**”) with Binjiang Real Estate (for itself and on behalf of its subsidiaries) to regulate the transactions with Binjiang Real Estate Group in relation to the provision of property management consultancy services, pursuant to which, the Group provided consultancy services for Binjiang Real Estate Group for its residential property projects. Consultancy services include advising Binjiang Real Estate Group at the early stages (such as planning and design stage, marketing stage and construction stage) on project planning, design management and construction management and property management.

The Master Consultancy Agreement is for a term commencing on the Listing Date and expiring on December 31, 2020 and the term may be renewed as the parties may mutually agree, subject to compliance with the requirements under Chapter 14A of the Listing Rules and all other applicable laws and regulations. The parties will enter into a separate consultancy services agreement in respect of each consultancy projects subject to the terms of Master Consultancy Agreement.

The actual transaction amount for these continuing connected transactions in 2018 is RMB6.2 million. The Directors (including the independent non-executive Directors) consider that it is in the interests of the Company to continue the transactions under the Master Consultancy Agreement after the Group's listing in 2019. The directors estimate that for the each of the years ended December 31, 2019 and 2020, the maximum amount of management fees payable by the Binjiang Real Estate Group to the Group will not exceed RMB7.5 million and RMB10.0 million, respectively.

### Provision of Pre-Delivery Management Services for Binjiang Real Estate Group

On December 20, 2018, the Company (for itself and on behalf of its subsidiaries) entered into a Master Pre-delivery Management Services Agreement (the “**Master Pre-delivery Management Services Agreement**”) with Binjiang Real Estate (for itself and on behalf of its subsidiaries) to regulate the transactions with Binjiang Real Estate Group in relation to the provision of pre-delivery management services, pursuant to which, the Group provided pre-delivery management services for Binjiang Real Estate Group.

The Master Pre-delivery Management Services Agreement is for a term commencing on the Listing Date and expiring on December 31, 2020 and the term may be renewed as the parties may mutually agree, subject to compliance with the requirements under Chapter 14A of the Listing Rules and all other applicable laws and regulations. The parties will enter into a separate pre-delivery management services agreement in respect of each pre-delivery management project subject to the terms of Master Pre-delivery Management Services Agreement.

The actual transaction amount for these continuing connected transactions in 2018 is RMB58.1 million. The Directors (including the independent non-executive Directors) consider that it is in the interests of the Company to continue the transaction under the Master Pre-delivery Management Services Agreement after the listing in 2019. The Directors estimate that for the each of the years ended December 31, 2019 and 2020, the maximum amount of management fees payable to the Group by the Company will not exceed RMB105.0 million and RMB135.0 million, respectively.

As one or more of the applicable percentage ratios for the transactions contemplated under the Property Management Services Agreement and the Master Consultancy Agreement are more than 0.1%, and all the applicable percentage ratios are less than 5%, the transactions under each of the agreements are subject to the reporting, annual review and announcement requirements under Chapter 14A of the Listing Rules, but exempt from the circular and independent shareholders' approval requirements.

As one or more of the applicable percentage ratios for the transactions contemplated under the Master Pre-delivery Management Service Agreement are more than 5% and the total consideration is more than HK\$10,000,000, the transactions contemplated under the Master Pre-delivery Management Service Agreement are subject to announcement, circular and independent Shareholders' approval requirements under Rule 14A of the Listing Rules.

For details of the above continuing connected transactions, please refer to the section headed "Connected Transactions" set out in the Company's prospectus.

The independent non-executive directors have reviewed the above non-exempt continuing connected transactions and confirmed that these transactions have been entered into:

- (a) in the ordinary and usual course of the Group's business;
- (b) on normal commercial terms or not inferior to the terms available or obtained by the Group from an independent third party; and
- (c) in accordance with its regulatory agreement, on terms that are fair and reasonable and in the interests of the shareholders of the Company as a whole.

As the Company was not listed on the Hong Kong Stock Exchange as at December 31, 2018, the transactions do not fall under "Connected Transactions" or "Continuing Connected Transactions" in accordance with Chapter 14A of the Listing Rules during the year ended December 31, 2018.

The Company confirmed that it has complied with the disclosure requirements in accordance with Chapter 14A of the Listing Rules since the Listing Date.

### **CHARITY DONATIONS**

During the Reporting Period, no charitable or other donations were made by the Group.

### **MATERIAL LEGAL PROCEEDINGS**

For the year ended December 31, 2018, the Company were not involved in any material legal proceeding or arbitration. To the best knowledge of the Directors, there is no material legal proceeding or claim which is pending or threatened against the Company.

### PERMITTED INDEMNITY PROVISIONS

The Company has arranged for appropriate insurance coverage for Directors' and officers' liabilities in respect of potential legal actions against its Directors and senior management arising from corporate activities.

The Directors, Secretary and other senior officers of the Company at any time, whether at present or in the past, and the liquidator or trustees (if any) acting or who have acted in relation to any of the affairs of the Company and each of them, and each of their heirs, executors and administrators, shall be indemnified and secured harmless out of the assets and profits of the Company from and against all actions, costs, charges, losses, damages and expenses which they or any of them, their or any of their heirs, executors or administrators, shall or may incur or sustain by or by reason of any act done, concurred in or omitted in or about the execution of their duty, or supposed duty, in their respective offices or trusts; and none of them shall be answerable for the acts, receipts, neglects or defaults of the other or others of them or for joining in any receipts for the sake of conformity, or for any bankers or other persons with whom any moneys or effects belonging to the Company shall or may be lodged or deposited for safe custody, or for insufficiency or deficiency of any security upon which any moneys of or belonging to the Company shall be placed out on or invested, or for any other loss, misfortune or damage which may happen in the execution of their respective offices or trusts, or in relation thereto; provided that this indemnity shall not extend to any matter in respect of any fraud or dishonesty which may attach to any of said persons.

Each Member agrees to waive any claim or right of action he might have, whether individually or by or in the right of the Company, against any Director on account of any action taken by such Director, or the failure of such Director to take any action in the performance of his duties with or for the Company; PROVIDED THAT such waiver shall not extend to any matter in respect of any fraud or dishonesty which may attach to such Director.

### EVENTS AFTER THE REPORTING PERIOD

Details of significant events occurring after the Reporting Period are set out in Note 27 to the consolidated financial statements.

### AUDIT COMMITTEE

The Audit Committee has, together with the Company's management, reviewed the results of the year and the accounting policies and practices adopted by the Group, and discussed matters in relation to audit, risk management, internal control and financial statements, including reviewing the Group's consolidated financial statements for the year ended December 31, 2018.

## CORPORATE GOVERNANCE CODE

The Company is committed to maintaining high level of corporate governance practices. Information about the corporate governance practices adopted by the Company are set out in the Corporate Governance Report on pages 40 to 52 in this annual report.

## PUBLIC FLOAT

Based on the information that is publicly available to the Company and to the best knowledge of the Directors, the Company has maintained sufficient public float as required by the Listing Rules and at least 25% of the Company's entire issued share capital were held by the public from the Listing Date and up to the date of this annual report.

## AUDITOR

KPMG has been appointed as auditor for the year ended December 31, 2018. KPMG has audited the accompanying financial statements which were prepared in accordance with International Financial Reporting Standards.

KPMG is subject to retirement and, being eligible, offers itself for re-appointment at the forthcoming AGM. A resolution for re-appointment of KPMG as auditor will be proposed at the AGM.

By Order of the Board

**ZHU Lidong**

*Chairman and executive Director*

Hangzhou, March 29, 2019



# Corporate Governance Report

The Board is pleased to present the corporate governance report of the Company during the period from the Listing Date to the date of this annual report, being March 29, 2019.

## CORPORATE GOVERNANCE PRACTICES

The Group is committed to maintaining high standards of corporate governance to safeguard the interests of Shareholders and to enhance corporate value and accountability. The Company has adopted the Corporate Governance Code and Corporate Governance Report (the “**CG Code**”) contained in Appendix 14 to the Listing Rules as its own corporate governance code. The Company has complied with all applicable code provisions under the CG Code during the period from the Listing Date to the date of this annual report, except for the deviation from code provision A.2.1 of the CG Code. The Company will continue to review and monitor its corporate governance practices to ensure compliance with the CG Code.

## BOARD OF DIRECTORS

### Responsibilities

The Board is responsible for the overall leadership of the Group, oversees the Group’s strategic decisions and monitors business and performance. The Board has delegated the authority and responsibility for day-to-day management and operation of the Group to the senior management of the Group. To oversee particular aspects of the Company’s affairs, the Board has established four Board committees, including the Audit Committee (the “**Audit Committee**”), the Remuneration Committee (the “**Remuneration Committee**”), the Nomination Committee (the “**Nomination Committee**”) and the Strategy Committee (the “**Strategy Committee**”) (collectively, the “**Board Committees**”). The Board has delegated to the Board Committees responsibilities as set out in their respective terms of reference.

All Directors shall ensure that they carry out their duties in good faith, in compliance with applicable laws and regulations, and in the interests of the Company and its shareholders at all times.

The Company plans to arrange appropriate insurance coverage in respect of liability arising from legal action against its Directors, and will conduct annual review on such insurance coverage.

## COMPOSITION OF THE BOARD OF DIRECTORS

As at the date of this annual report, the Board comprised two executive Directors, two non-executive Directors and three independent non-executive Directors as set out below:

### Executive Directors:

ZHU Lidong (Chairman of the Board)  
ZHONG Ruoqin

### Non-Executive Directors:

MO Jianhua  
CAI Xin

### **Independent Non-Executive Directors:**

DING Jiangang  
LI Kunjun  
CAI Haijing

The biographies of the Directors are set out in section headed “Directors and Senior Management” in this annual report.

During the period from the Listing Date to the date of this annual report, the Board has met the requirements of Rules 3.10(1) and 3.10(2) of the Listing Rules relating to the appointment of at least three independent non-executive Directors with at least one possessing appropriate professional qualifications or accounting or related financial management expertise.

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

Each of the independent non-executive Directors has confirmed his/her independence pursuant to Rule 3.13 of the Listing Rules and the Company considers each of them to be independent.

Save as disclosed in the biographies of the Directors as set out in the section headed “Directors and Senior Management” of this annual report, none of the Directors has any personal relationship (including financial, business, family or other material/relevant relationship) with any other Directors or any chief executive.

All Directors, including independent non-executive Directors, have brought a wide spectrum of valuable business experience, knowledge and expertise to the Board for its efficient and effective functioning. Independent non-executive Directors are invited to serve on the Audit Committee and the Nomination and Remuneration Committee.

As regards the code provision under the CG Code requiring directors to disclose the number and nature of offices held in public companies or organizations and other significant commitments as well as their identity and the time involved to the issuer, the Directors have agreed to disclose their commitments to the Company in a timely manner.

### **CONTINUOUS PROFESSIONAL DEVELOPMENT**

All newly appointed Directors would be provided with necessary induction and information to ensure that they have a proper understanding of the Company’s operations and businesses as well as their responsibilities under relevant statutes, laws, rules and regulations. The Company also arranges regular seminars to provide Directors with updates on latest development and changes in the Listing Rules and other relevant legal and regulatory requirements from time to time. The Directors are also provided with regular updates on the Company’s performance, position and prospects to enable the Board as a whole and each Director to discharge their duties.

The Company encourages continuous professional development training for all the Directors to develop and refresh their knowledge and skills. The joint company secretary of the Company update and provide the Directors with written training materials in relation to their roles, functions and duties from time to time.

Prior to the Listing Date, all Directors (namely Mr. ZHU Lidong, Ms. ZHONG Ruoqin, Mr. MO Jianhua, Mr. CAI Xin, Mr. DING Jiangang, Mr. LI Kunjun and Ms. CAI Haijing) have been given the relevant guideline materials regarding the duties and responsibilities of being a Director, the relevant laws and regulations applicable to the Directors and duty of disclosure of interests. In addition, relevant reading materials including legal and regulatory updates will be provided to the Directors for their reference and studying.

### **CHAIRMAN AND CHIEF EXECUTIVE OFFICER**

Pursuant to code provision A.2.1 of the CG Code, the roles of chairman of the Board and chief executive officer should be separate and should not be performed by the same individual. However, our Company does not have a separate chairman and chief executive officer and the responsibility of both chairman and chief executive officer vest in Mr. ZHU. The Board believes that vesting the responsibilities of both chairman and chief executive officer in the same person has the benefit of ensuring the consistent leadership within our Group and enables more effective and efficient overall strategic planning of our Group. Besides, with three independent non-executive Directors out of a total of seven Directors in the Board, there will be sufficient independent voice within the Board to protect the interests of our Company and our Shareholders as a whole. Therefore, the Board considers that the balance of power and authority for the present arrangement will not be impaired and this structure will enable our Company to make and implement decisions promptly and effectively. The Board will continue to review and consider splitting the roles of chairman of the Board and chief executive officer of our Company at a time when it is appropriate and suitable by taking into account the circumstances of our Group as a whole.

### **APPOINTMENT AND RE-ELECTION OF DIRECTORS**

Each of the executive Directors and non-executive Directors has entered into a service contract with the Company for term of three years from February 21, 2019, subject to termination in accordance with the requirements of the service contract.

Each of the independent non-executive Directors has entered into a letter of appointment with the Company for term of three years commencing from February 21, 2019, subject to termination in accordance with the requirements of the service contract.

None of the Directors has a service contract with the Group which is not determinable by the Company within one year without the payment of compensation (other than statutory compensation).

The Directors are subject to retirement by rotation and re-election at each annual general meeting of the Company in accordance with Article 84 of the Articles of Association. Appointed as an addition to the Board or to fill a casual vacancy on the Board will be subject to re-election by the Shareholders at the forthcoming annual general meeting or the first general meeting of the Company respectively after the appointment. In addition, when an independent non-executive Director proposed for re-election has served the Company for more than nine years, his/her re-election will be subject to a separate resolution to be approved at the annual general meeting.

The procedures and process of appointment, re-election and removal of Directors are set out in the Articles of Association. The Nomination Committee is responsible for reviewing the Board's structure, size and composition, and for making recommendations to the Board on the appointment, re-election and succession planning of Directors.

## BOARD MEETINGS

The Company adopts the practice of holding Board meetings regularly, at least four times a year. Notices of no less than fourteen days are given for all regular Board meetings to provide all Directors with an opportunity to attend and include matters in the agenda for a regular meeting.

For other Board meetings and Board Committee meetings, reasonable notice is generally given by the Company. The agenda and accompanying Board papers are dispatched at least three days before the Board meetings or Board Committee meetings to ensure that the Directors have sufficient time to review the papers and be adequately prepared for the meetings. When Directors or committee members are unable to attend a meeting, they will be advised of the matters to be discussed and given an opportunity to make their views known to the Chairman prior to the meeting. Minutes of meetings shall be kept by the company secretary with copies circulated to all Directors for information and records.

Minutes of the Board meetings and Board Committee meetings are recorded in sufficient detail on the matters considered by the Board and the Board Committees and the decisions reached, including any concerns raised by the Directors. Draft minutes of each Board meeting and Board Committee meeting are/will be sent to the Directors for comments within a reasonable time after the date on which the meeting is held. The minutes of the Board meetings are open for inspection by all Directors.

During the period from the Listing Date to the date of this annual report, one Board meeting and no general meetings were held and the attendance of each Director at the Board meeting is set out in the table below:

<b>Name of Director</b>	<b>Attended/Eligible to attend the board meeting</b>
Mr. ZHU Lidong	1/1
Ms. ZHONG Ruoqin	1/1
Mr. MO Jianhua	1/1
Mr. CAI Xin	1/1
Mr. DING Jiangang	1/1
Mr. LI Kunjun	1/1
Ms. CAI Haijing	1/1

## MODEL CODE FOR SECURITIES TRANSACTIONS

The Company has adopted the Model Code as its own code of conduct regarding Directors' securities transactions. Specific enquiry has been made to all the Directors and each of the Directors has confirmed that he/she has complied with the required standards as set out in the Model Code during the period from the Listing Date to the date of this annual report.

During the period from the Listing Date to the date of this annual report, the Company has also adopted its own code of conduct regarding employees' securities transactions on terms no less exacting than the standard set out in the Model Code for the compliance by its relevant employees who are likely to be in possession of unpublished inside information of the Company in respect of their dealings in the Company's securities.

### DELEGATION BY THE BOARD

The Board reserves for its decision on all major matters of the Company, including: approval and monitoring of all policy matters, overall strategies and budgets, internal control and risk management systems, material transactions (in particular those that may involve conflict of interests), financial information, appointment of Directors and other significant financial and operational matters. Directors could have recourse to seek independent professional advice in performing their duties at the Company's expense. Directors are encouraged to access and to consult with the Company's senior management independently.

The daily management, administration and operation of the Group are delegated to the senior management. The delegated functions and responsibilities are periodically reviewed by the Board. Approval has to be obtained from the Board prior to any significant transactions entered into by the management.

### CORPORATE GOVERNANCE FUNCTION

The Board is responsible for the day-to-day operations of the corporate governance functions of the Group, which include:

- (a) review and monitor the Company's policies and practices in complying with legal and regulatory requirements;
- (b) review and monitor the training and continuous professional development of the Directors and senior management;
- (c) develop, review and monitor the code of conduct and compliance manual applicable to employees and the Directors;
- (d) develop and review the Company's corporate governance policies and practices, make recommendations and report on related issues to the Board;
- (e) review the Company's compliance with the CG Code and disclosures in the Corporate Governance Report; and
- (f) review and monitor the Company's compliance with its whistleblowing policy.

### BOARD COMMITTEES

#### Audit Committee

The Audit Committee comprises three members, all being independent non-executive Directors, namely Ms. CAI Haijing (Chairman), Mr. DING Jiangang and Mr. LI Kunjun.

The major duties of the Audit Committee of the Company are as follows:

1. to be primarily responsible for making recommendations to the Board on the appointment, reappointment and removal of the external auditors, to approve the remuneration and terms of engagement of the external auditors, and to deal with any questions of their resignation or dismissal;

2. to monitor integrity of the Company's financial statements and annual report and accounts, half-year report and, if prepared for publication, quarterly reports, and to review significant financial reporting judgements contained in them; and
3. to discuss the risk management and internal control systems with management to ensure that management has performed its duty to have effective systems. This discussion should include the adequacy of resources, staff qualifications and experience, training programmes and budget of the Company's accounting and financial reporting function.

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

Since the shares of the Company were listed on the Main Board of the Hong Kong Stock Exchange on March 15, 2019, and the Audit Committee was established on February 21, 2019, the Audit Committee did not hold any meetings or conduct any work during the year ended December 31, 2018.

Since the Listing Date and up to the date of this annual report, the Audit Committee held one meeting and the attendance record of the Audit Committee members is set out in the table below:

<b>Directors</b>	<b>Attendance/ number of meetings held</b>
Ms. CAI Haijing ( <i>Chairman</i> )	1/1
Mr. DING Jiangang	1/1
Mr. LI Kunjun	1/1

### **Remuneration Committee**

The Remuneration Committee currently comprises three members including two independent non-executive Directors Mr. DING Jiangang (Chairman) and Ms. CAI Haijing as well as a non-executive Director, Mr. MO Jianhua.

The major duties of the Remuneration Committee of the Company are as follows:

1. to make recommendations to the Board on the Company's policy and structure for all Directors' and senior management's remuneration and on the establishment of a formal and transparent procedure for developing remuneration policy;
2. to review and approve the management's remuneration proposals with reference to the Board's corporate goals and objectives;
3. to make recommendations to the Board on the remuneration packages of individual executive Directors and senior management, including benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment;
4. to make recommendations to the Board on the remuneration of the non-executive Directors;

5. to consider salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the Group;
6. to review and approve compensation payable to executive Directors and senior management for any loss or termination of office or appointment to ensure that it is consistent with contractual terms and is otherwise fair and not excessive;
7. to review and approve compensation arrangements relating to dismissal or removal of Directors for misconduct to ensure that they are consistent with contractual terms and are otherwise reasonable and appropriate;
8. to ensure that no Director or any of his associates is involved in deciding his own remuneration;
9. to consult with the Company's chairman and/or the president/managing director/chief executive officer about their remuneration proposals for other executive Directors; and
10. to consider all other matters as referred to the Committee by the Board.

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

Since the shares of the Company were listed on the Main Board of the Hong Kong Stock Exchange on March 15, 2019, and the Remuneration Committee was established on February 21, 2019, the Remuneration Committee did not hold any meetings or conduct any work during the year ended December 31, 2018.

Since the Listing Date and up to the date of this annual report, the Remuneration Committee held one meeting and the attendance record of the Remuneration Committee members is set out in the table below:

<b>Directors</b>	<b>Attendance/ number of meetings held</b>
Mr. DING Jiangang ( <i>Chairman</i> )	1/1
Ms. CAI Haijing	1/1
Mr. MO Jianhua	1/1

### **Nomination Committee**

The Nomination Committee currently comprises three members including two independent non-executive Directors Mr. DING Jiangang and Mr. LI Kunjun as well as an executive Director and Chairman of the Board, Mr. ZHU Lidong (Chairman).

The major duties of the Nomination Committee of the Company are as follows:

1. to review the structure, size and composition (including the skills, diversity, knowledge and experience) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;

2. to identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships;
3. to assess the independence of independent non-executive Directors; and
4. to make recommendations to the Board on the appointment or reappointment of Directors and succession planning for Directors, in particular the chairman and the chief executive.

The Company has adopted a nomination policy (the “**Nomination Policy**”). Pursuant to the Nomination Policy, the Nomination Committee carefully considers, including but not limited to the following criteria for evaluating, selecting and recommending candidates for directors to the Board:

1. diversity in all aspects, including but not limited to gender, age, experience, cultural and educational background, professional level, skills and knowledge;
2. sufficient time to perform their duties effectively; their services to other listed and unlisted companies shall be limited to a reasonable amount;
3. qualifications, including skills, achievements and experience gained in the relevant industries involved in the Company’s business;
4. independence;
5. integrity and reliability;
6. potential contribution that the person may made to the Board; and
7. commitment to enhancing and maximizing shareholders’ value.

The recommendations of the Nomination Committee will then be put to the Board for decision.

The written terms of reference of the Nomination Committee are available on the websites of the Hong Kong Stock Exchange and the Company.

Since the shares of the Company were listed on the Main Board of the Hong Kong Stock Exchange on March 15, 2019, and the Nomination Committee was established on February 21, 2019, the Nomination Committee did not hold any meetings or conduct any work during the year ended December 31, 2018.

Since the Listing Date and up to the date of this annual report, the Nomination Committee held one meeting and the attendance record of the Nomination Committee members is set out in the table below:

<b>Directors</b>	<b>Attendance/ number of meetings held</b>
Mr. ZHU Lidong ( <i>Chairman</i> )	1/1
Mr. LI Kunjun	1/1
Mr. DING Jiangan	1/1



### Strategy Committee

The Strategy Committee currently comprises six members including two independent non-executive Directors Mr. DING Jiangang and Mr. LI Kunjun, two non-executive Directors Mr. MO Jianhua (Chairman) and Mr. CAI Xin as well as two executive Directors Mr. ZHU Lidong and Ms. ZHONG Ruoqin.

The major duties of the Strategy Committee of the Company are as follows:

1. to review and make recommendation to our Board on business development;
2. to provide advice to our Board on significant investment, merger, acquisition and disposal; and
3. to perform other duties and responsibilities as may be assigned by the Board.

The written terms of reference of the Strategy Committee are available on the websites of the Hong Kong Stock Exchange and the Company.

Since the shares of the Company were only listed on the Main Board of the Hong Kong Stock Exchange on March 15, 2019, and the Strategy Committee was established on February 21, 2019, the Strategy Committee did not hold any meetings or conduct any work during the year ended December 31, 2018.

Since the Listing Date and up to the date of this annual report, the Strategy Committee had not held any meeting.

### REMUNERATION OF DIRECTORS

The Company has made full disclosure of remunerations of Directors by name, amount and type in Note 7 to the financial statements.

### REMUNERATION OF SENIOR MANAGEMENT

The remuneration of senior management of the Company (whose biographies are set out on pages 22 to 24 of this annual report) for the year ended December 31, 2018 falls under the following bands:

<b>Band of remuneration</b>	<b>Number</b>
Nil–RMB1,000,000	5
Over RMB1,000,000	0

## **BOARD DIVERSITY POLICY**

The Board remains committed to enhance its operating efficiency and maintain high standards of corporate governance on a continuing basis and recognizes the vital importance of the diversity of the Board with regard to the maintenance of competitive advantage and sustainable development. Therefore, the Company has adopted a board diversity policy. In designing the composition of the Board, the Company has taken into account the diversity of the Board, including but not limited to gender, age, cultural and educational background, professional experience, technical and professional skills and/or qualifications, knowledge, length of service and time to be devoted as a Director of the Company. The Company will consider its own business model and special needs from time to time as well. The ultimate decision will be made based on the contribution and merit that the selected candidates will bring to the Board.

The Board strives to ensure the appropriate balance of skills, experience and diversity of perspectives that are essential for the implementation of its business strategies of the Board and the effective operation of the Board. As of the date of this annual report, the seven directors include two women, each of whom is aged between 33 and 55. Their industry experience covers such a wide range of fields such as real estate, investment and financing, accounting and auditing, media and market research.

## **DIRECTORS' RESPONSIBILITIES FOR FINANCIAL REPORTING IN RESPECT OF FINANCIAL STATEMENTS**

The Directors acknowledge their responsibility for preparing the financial statements of the Company for the year ended December 31, 2018, which give a true and fair view of the affairs of the Company and the Group, and presenting a balanced, clear and comprehensive assessment of the Group's performance and prospects.

The management has provided to the Board such explanation and information as are necessary to enable the Board to carry out an informed assessment of the Group's financial statements, which are put to the Board for approval.

The Directors were not aware of any material uncertainties relating to events or conditions, which may cast significant doubt upon the Group's ability to continue as a going concern.

The statement of the auditors regarding their reporting responsibilities on the consolidated financial statements of the Company is set out in the Independent Auditor's Report on pages 53 to 58 of this annual report.

### RISK MANAGEMENT AND INTERNAL CONTROL

In the course of business operation, the Group is subject to various risks, including business risks, financial risks, compliance risks, and operational and other risks.

The Board acknowledges its responsibility for the Company's risk management and internal control systems, and is responsible for reviewing the effectiveness of such systems. The Audit Committee is responsible for overseeing the Company's financial records, internal control procedures and risk management systems. Such systems are designed to manage rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable and not absolute assurance against material misstatement, loss or fraud. The Company has reviewed the need for an internal audit function since the Listing Date and the Internal audit function of the Company would be carried out and reviewed by the Audit Committee and report to the Board timely or annually.

The Company has established comprehensive risk management and internal control processes through which the Company monitors, evaluates and manages the risks that the Company is exposed to its business activities. The risk management procedure of the Company is based on the well-defined risk identification standards, risk monitor responsibilities and risk control measure of each major classification. The management of the Company actively monitors the regional economy, trend of property management services industry, reliance on continuing connected transactions and changes in applicable laws and regulations, and assesses income and expenditure and absorptive capacity of business expansions. The recommendations submitted by independent consultant have been accepted by the Company and implemented in stages, to further enhance the policies, procedures and practices of its internal control and risk management. The risk management procedure of the Company clearly specifies the management duties, authorization and approval of each party in respect of the major risk identification and management, and develops clear written policy for significant risk management process and circulate it to all managements and staffs. The Company's internal control procedures are designed to provide reasonable assurance for achieving objectives, including efficient and stable operations, reliable financial reporting and compliance with applicable laws and regulations.

In order to effectively reduce unnecessary financial risks and operational risks, and thus ensure the realization of corporate business objectives, the Company has designated specific departments to perform internal control and audit functions, establish a sound internal control system, monitor the implementation of the system, and evaluate the adequacy and effectiveness of internal control and risk management systems annually. For the significant risks affecting the Group's business and operations, the management has ensured that appropriate measures have been taken to provide reasonable protection for compliance with laws and regulations and improve the effectiveness and efficiency of operations. The Board and management of the Company also evaluate the adequacy and effectiveness of the relevant systems annually, and consider and implement the recommendations proposed by the specific departments for the improvement of systems.

The Directors and senior management of the Company regularly receive training relating to continuing disclosure obligation of listed company. The Company also engaged external legal consultant, compliance consultant and auditor to obtain professional guidance on disclosure obligations in respect of inside information. The management of the Company is responsible for designing, implementing and maintaining the effectiveness of the internal control system, which includes control on compliance with disclosure obligations in respect of inside information. The Board is responsible for supervising the appropriateness and efficiency of the internal control measure carried by management.

During the Reporting Period and up to the date of this annual report, the Company has adopted various measures to ensure the effective implementation of the internal control system, including through the review of the Group's internal control system and provision of guidance in respect of the internal control policies, responsibilities and duties of the listing company's directors and management under the Listing Rules and other applicable laws and regulations for the Directors, senior management and employees.

The Company has adopted an inside information policy in accordance with the SFO and the Listing Rules to ensure the confidentiality of handling inside information and the publication of respective disclosure to the public as soon as practicable. The Company will make corresponding information disclosure timely with regard to information that is unlikely to maintain confidentiality, so as to ensure effective protection of the rights and interests of investors and stakeholders.

In conclusion, the Company believes that its internal control system is sufficient and effective.

### AUDITOR'S REMUNERATION

During the year ended December 31, 2018, the auditor's remuneration for the audit services including the services in connection with the proposed listing of the Company's shares provided for the Company was RMB4,041,000. The auditor did not provide non-audit services for the Company.

### COMPANY SECRETARY

Ms. ZHONG Ruoqin, one of the Company's executive directors, is also a joint company secretary of the Company. Ms. KO Mei Ying, the manager of SWCS Corporate Services Group (Hong Kong) Limited (an external service provider), is another joint company secretary of the Company, and her primary contact person at the Company is Ms. ZHONG Ruoqin, an executive director and joint company secretary.

Since the Company was listed on the Hong Kong Stock Exchange on the Listing Date, being March 15, 2019, Rule 3.29 of the Listing Rules was not applicable to the Company during the Reporting Period.

### COMMUNICATION WITH SHAREHOLDERS AND INVESTOR RELATIONSHIP

The Company considers that effective communication with shareholders is essential for enhancing investor relations and understanding of the Group's business, performance and strategies. The Company also recognizes the importance of timely and non-selective disclosure of information on the Company for the shareholders and investors to make informed investment decisions.

The annual general meetings of the Company provide opportunity for shareholders to communicate directly with the Directors. The chairman of the Company and the chairman of the Board Committees of the Company will attend the annual general meetings to answer shareholders' questions. The auditor will also attend the annual general meetings to answer questions about the conduct of the audit, the preparation and content of the auditor's report, the accounting policies and auditor's independence.

To promote effective communication and to build an inter-relationship and communication channel between the Company and the Shareholders, the Company adopts a shareholders' communication policy and maintains a website at <http://www.hzbjwy.com>, where the up-to-date information on the Company's business operations and developments, financial information, corporate governance practices and other information are available for public access.

## SHAREHOLDERS' RIGHTS

To safeguard the shareholders' interests and rights, a separate resolution will be proposed for each 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 the poll results will be posted on the websites of the Company and the Hong Kong Stock Exchange in a timely manner after each general meeting.

## CONVENING AN EXTRAORDINARY GENERAL MEETING AND PUTTING FORWARD PROPOSALS

According to the Articles of Association, the Shareholders may put forward proposals at the general meetings of the Company for consideration. Any one or more member(s) of the Company holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the company secretary of the Company to require an extraordinary general meeting to be convened by the Company for the transaction of any business specified in such requisition; and such meeting shall be held within two months after the deposit of such requisition. If within 21 days of such deposit the Board fails to proceed to convene such meeting, the requisitionist(s) himself/herself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board to convene such general meeting shall be reimbursed to the requisitionist(s) by the Company.

As regards proposing a person for election as a Director, the procedures are available on the website of the Company.

## ENQUIRIES TO THE BOARD

Shareholders who intend to put forward their enquiries about the Company to the Board may send their enquiries to the Investor Relations of the Company at its headquarters through email at [ir@hzbjwy.com](mailto:ir@hzbjwy.com).

## AMENDMENTS TO CONSTITUTIONAL DOCUMENTS

The Memorandum of Association and the Articles of Association of the Company have been amended and restated, with effect from the Listing Date.

# Independent Auditor's Report

## To the shareholders of Binjiang Service Group Co. Ltd.

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

### Opinion

We have audited the consolidated financial statements of Binjiang Service Group Co. Ltd. (“**the Company**”) and its subsidiaries (“**the Group**”) set out on pages 59 to 116, which comprise the consolidated statement of financial position as at 31 December 2018, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated cash flow statement for the year then ended and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2018 and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with International Financial Reporting Standards (“**IFRSs**”) issued by the International Accounting Standards Board (“**IASB**”) and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

### Basis for opinion

We conducted our audit in accordance with Hong Kong Standards on Auditing (“**HKSAs**”) issued by the Hong Kong Institute of Certified Public Accountants (“**HKICPA**”). Our responsibilities under those standards are further described in the Auditor’s responsibilities for the audit of the consolidated financial statements section of our report. We are independent of the Group in accordance with the HKICPA’s Code of Ethics for Professional Accountants (“**the Code**”) together with any ethical requirements that are relevant to our audit of the consolidated financial statements in the Cayman Islands, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### Key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

### Key audit matters *(Continued)*

#### Revenue recognition

Refer to accounting policy note 1(r) and note 3 to the consolidated financial statements.

##### The Key Audit Matter

For the year ended 31 December 2018, the Group generated total revenue of RMB509.5 million which comprised revenue from property management services, value added services to non-property owners and value added services to property owners. Among which, revenue from value added services to non-property owners for the year ended 31 December 2018 totaled RMB155.4 million, increasing 54% from RMB100.7 million for the year ended 31 December 2017.

The Group's revenue from value added services to non-property owners is mainly derived from the pre-delivery services and consulting services to Hangzhou Binjiang Investment Holding Limited ("**Binjiang Holding**") and its subsidiaries and associates, related parties of the Group. These value added services generate high profit margin and therefore contribute a significant part of the Group's gross profit. The Group recognises revenue of value added services to non-property owners as the services are provided based on the value of performance completed.

We identified revenue recognition of value added services to non-property owners as a key audit matter because revenue is one of the key performance indicators of the Group and because of its significant growth, its heavy reliance on related party to generate the related revenue and profit and there is an inherent risk that revenue could be recorded in an incorrect period or could be subject to manipulation in order to achieve financial targets and expectations.

##### How the matter was addressed in our audit

Our audit procedures to assess revenue recognition of value added services to non-property owners included the following:

- understanding and assessing the design, implementation and operating effectiveness of the key internal controls over the Group's systems which govern the revenue recognition of value added services to non-property owners;
- inspecting sales contracts with customers on a sample basis to understand and assess the terms and conditions therein which may affect the recognition of revenue;
- comparing, on a sample basis, revenue transactions recorded during the year with the underlying sales contracts, service acknowledgement receipts and their supporting documents, sales invoices and bank-in slips for settled balances and assessing whether the related revenue had been recognised in accordance with the Group's revenue recognition policies;
- comparing, on a sample basis, service prices charged to Binjiang Holding and its subsidiaries and associates to service prices charged to third parties and other market data, enquiring of management the reasons for significant differences and assessing the reasonableness of the reasons provided;
- comparing sales transactions recorded just before and after the year end with the relevant underlying documents, including service acknowledgement receipts and their supporting documents and sales invoices, to assess if the related revenue had been recognised in the appropriate accounting period; and
- scrutinizing all manual journal entries relating to revenue of value added services to non-property owners which were raised during the year, enquiring of management the reasons for such adjustments and inspecting underlying documentation on a sample basis.

**Key audit matters** *(Continued)***Recoverability of trade receivables**

Refer to accounting policy note 1(l), note 14 and note 22(a) to the consolidated financial statements.

**The Key Audit Matter**

As at 31 December 2018, the Group's gross trade receivables from third parties totaled RMB19.8 million and an allowance for impairment of trade receivables of RMB3.2 million was made.

The Group's trade receivables comprised mainly the receivables from property owners and property developers.

Management measured an allowance for impairment of trade receivables at an amount equal to lifetime expected credit loss, based on the loss patterns for different customers, aging of trade receivables and loss rate.

We identified the recoverability of trade receivables as a key audit matter because the balance of trade receivables is material to the Group and the recognition of expected credit loss is inherently subjective and requires the exercise of significant management judgement.

**How the matter was addressed in our audit**

Our audit procedures to assess the recoverability of trade receivables included the following:

- obtaining an understanding of and evaluating the design, implementation and operating effectiveness of key internal controls over management assessment performed on the recoverability of the trade receivables, including credit control, segmentation of trade receivables, aging analysis review, estimate of expected credit losses and making related allowances;
- obtaining an understanding on the key data and assumptions of the expected credit loss model adopted by management, including the basis of the segmentation of the trade receivables based on credit loss characteristics, historical default data and assumptions involved in management's estimated loss rate;
- assessing the reasonableness of management's loss allowance estimate and examining the information used by management to form such judgement, including testing the accuracy of the historical default data and evaluating whether historical loss rates are appropriately adjusted based on current economic conditions and forward-looking information;
- assessing whether items were correctly categorised in the trade receivables aging report by comparing a sample of individual items with the demand notes, sales invoices and other relevant underlying documentation; and
- inspecting, on a sample basis, cash receipts from debtors subsequent to the financial year end relating to trade receivables at 31 December 2018.



### **Information other than the consolidated financial statements and auditor's report thereon**

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

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

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

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

### **Responsibilities of the directors for the consolidated financial statements**

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

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

### **Auditor's responsibilities for the audit of the consolidated financial statements**

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. This report is made solely to you, as a body, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

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

## Auditor's responsibilities for the audit of the consolidated financial statements *(Continued)*

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

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

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

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

### **Auditor's responsibilities for the audit of the consolidated financial statements** *(Continued)*

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

The engagement partner on the audit resulting in this independent auditor's report is Fung Ping Kwong.

*Certified Public Accountants*

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

29 March 2019

# Consolidated Statement of Profit or Loss and Other Comprehensive Income

For the year ended 31 December 2018  
(Expressed in Renminbi Yuan)

	Note	2018 RMB'000	2017 RMB'000
<b>Revenue</b>	3(a)	<b>509,470</b>	349,264
Cost of sales		<b>(374,517)</b>	(259,181)
<b>Gross profit</b>		<b>134,953</b>	90,083
Other revenue	4	<b>876</b>	390
Other net income	4	<b>4,044</b>	3,254
Selling and marketing expenses		<b>(1,022)</b>	(1,066)
Administrative expenses		<b>(41,611)</b>	(14,488)
Other expenses		<b>(1,764)</b>	(334)
<b>Profit from operations</b>		<b>95,476</b>	77,839
Finance income		<b>600</b>	131
Finance costs		<b>(1,387)</b>	—
<b>Net finance (costs)/income</b>	5(a)	<b>(787)</b>	131
Share of profits less losses of an associate		<b>(253)</b>	(761)
<b>Profit before taxation</b>	5	<b>94,436</b>	77,209
Income tax	6	<b>(24,013)</b>	(19,657)
<b>Profit for the year</b>		<b>70,423</b>	57,552
<b>Attributable to:</b>			
Equity shareholders of the Company		<b>70,177</b>	57,173
Non-controlling interests		<b>246</b>	379
		<b>70,423</b>	57,552

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

For the year ended 31 December 2018  
(Expressed in Renminbi Yuan)

	<i>Note</i>	<b>2018</b> <b>RMB'000</b>	2017 RMB'000
<b>Profit for the year</b>		<b>70,423</b>	57,552
<b>Other comprehensive income for the year (after tax and reclassification adjustments)</b>			
Items that may be reclassified subsequently to profit or loss:			
Exchange differences on translation of financial statements of overseas subsidiaries		<u>50</u>	<u>—</u>
<b>Total comprehensive income for the year</b>		<b><u>70,473</u></b>	<b><u>57,552</u></b>
<b>Attributable to:</b>			
Equity shareholders of the Company		<b>70,227</b>	57,173
Non-controlling interests		<b><u>246</u></b>	<u>379</u>
<b>Total comprehensive income for the year</b>		<b><u>70,473</u></b>	<b><u>57,552</u></b>
<b>Earnings per share</b>	9		
Basic and diluted ( <i>RMB</i> )		<b><u>0.35</u></b>	<u>0.29</u>

The notes on pages 65 to 116 form part of these financial statements.

# Consolidated Statement of Financial Position

At 31 December 2018  
(Expressed in Renminbi Yuan)

	Note	2018 RMB'000	2017 RMB'000
<b>Non-current assets</b>			
Property, plant and equipment	10	8,491	8,027
Investment in an associate	12	4,986	5,239
Deferred tax assets	19(b)	2,898	2,573
		<u>16,375</u>	<u>15,839</u>
<b>Current assets</b>			
Inventories	13	476	335
Trade and other receivables	14	44,594	36,462
Restricted bank balances	15	31,107	32,804
Cash and cash equivalents	16	458,543	303,949
		<u>534,720</u>	<u>373,550</u>
<b>Current liabilities</b>			
Contract liabilities	17	128,764	77,379
Trade and other payables	18	214,960	178,618
Current taxation	19(a)	22,639	20,917
Provisions	20	—	1,288
		<u>366,363</u>	<u>278,202</u>
<b>Net current assets</b>		<u>168,357</u>	<u>95,348</u>
<b>Total assets less current liabilities</b>		<u>184,732</u>	<u>111,187</u>
<b>NET ASSETS</b>		<u>184,732</u>	<u>111,187</u>

## Consolidated Statement of Financial Position

At 31 December 2018  
(Expressed in Renminbi Yuan)

	<i>Note</i>	<b>2018</b> <b>RMB'000</b>	2017 <i>RMB'000</i>
<b>CAPITAL AND RESERVES</b>			
Share capital	21(b)	<b>129</b>	66
Reserves	21(d)	<b>181,229</b>	110,443
<b>Total equity attributable to equity shareholders of the Company</b>		<b>181,358</b>	110,509
<b>Non-controlling interests</b>		<b>3,374</b>	678
<b>TOTAL EQUITY</b>		<b>184,732</b>	111,187

Approved and authorised for issue by the board of directors on 29 March 2019

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) Directors  
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The notes on pages 65 to 116 form part of these financial statements.

# Consolidated Statement of Changes in Equity

For the year ended 31 December 2018  
(Expressed in Renminbi Yuan)

	Attributable to equity shareholders of the Company									
	Note	Share capital	Share premium	Capital reserve	PRC statutory reserves	Exchange reserve	Retained profits	Total	Non-controlling interests	Total equity
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		note 21(b)	note 21(d)(i)	note 21(d)(ii)	note 21(d)(iii)	note 21(d)(iv)				
<b>Balance at 1 January 2017</b>		—	—	5,000	2,500	—	45,770	53,270	299	53,569
<b>Changes in equity for 2017:</b>										
Total profit and comprehensive income for the year		—	—	—	—	—	57,173	57,173	379	57,552
Issue of shares	21(b)	66	—	—	—	—	—	66	—	66
Capitalisation of retained profits of a subsidiary	21(d)(ii)	—	—	15,000	—	—	(15,000)	—	—	—
Appropriation to statutory reserve	21(d)(iii)	—	—	—	5,612	—	(5,612)	—	—	—
<b>Balance at 31 December 2017</b>		66	—	20,000	8,112	—	82,331	110,509	678	111,187
<b>Changes in equity for 2018:</b>										
Total profit and comprehensive income for the year		—	—	—	—	50	70,177	70,227	246	70,473
Issue of shares	21(b)	63	87,043	—	—	—	—	87,106	—	87,106
Appropriation to statutory reserve	21(d)(iii)	—	—	—	1,888	—	(1,888)	—	—	—
Deemed distribution arising from reorganisation	21(d)(ii)	—	—	(86,484)	—	—	—	(86,484)	—	(86,484)
Capital injection from non-controlling shareholders		—	—	—	—	—	—	—	2,450	2,450
<b>Balance at 31 December 2018</b>		129	87,043	(66,484)	10,000	50	150,620	181,358	3,374	184,732

The notes on pages 65 to 116 form part of these financial statements.



# Consolidated Cash Flow Statement

For the year ended 31 December 2018  
(Expressed in Renminbi Yuan)

	<i>Note</i>	<b>2018</b> <b>RMB'000</b>	2017 RMB'000
<b>Operating activities</b>			
Cash generated from operations	16(b)	<b>172,770</b>	151,800
PRC Corporate Income tax paid	19(a)	<b>(22,616)</b>	(9,090)
<b>Net cash generated from operating activities</b>		<b>150,154</b>	142,710
<b>Investing activities</b>			
Payments for the purchase of property, plant and equipment		<b>(3,551)</b>	(3,793)
Proceeds from disposal of property, plant and equipment		—	76
Payments for investment in an associate		—	(6,000)
Payments for purchase of financial assets classified as fair value through profit or loss (“FVPL”)		<b>(1,406,000)</b>	(495,500)
Proceeds from redemption of FVPL		<b>1,410,269</b>	498,778
Interest received		<b>600</b>	131
<b>Net cash generated/(used in) from investing activities</b>		<b>1,318</b>	(6,308)
<b>Financing activities</b>			
Capital contribution from non-controlling interests		<b>2,450</b>	—
Proceeds from issue of shares		<b>87,106</b>	—
Deemed distribution arising from the reorganisation	21(d)(ii)	<b>(86,484)</b>	—
<b>Net cash generated from financing activities</b>		<b>3,072</b>	—
<b>Net increase in cash and cash equivalents</b>		<b>154,544</b>	136,402
<b>Cash and cash equivalents at 1 January</b>	16(a)	<b>303,949</b>	167,547
<b>Effect of foreign exchange rate changes</b>		<b>50</b>	—
<b>Cash and cash equivalents at 31 December</b>	16(a)	<b>458,543</b>	303,949

The notes on pages 65 to 116 form part of these financial statements.

# Notes to the Consolidated Financial Statements

(Expressed in Renminbi Yuan unless otherwise indicated)

## 1 Significant accounting policies

### (a) Statement of compliance

The consolidated financial statements of Binjiang Service Group Co. Ltd. (the “**Company**”) and its subsidiaries (together referred to as the “**Group**”) have been prepared in accordance with all applicable International Financial Reporting Standards (“**IFRSs**”), which collective term includes all applicable individual Financial Reporting Standards, International Accounting Standards (“**IASs**”) and Interpretations issued by the International Accounting Standards Board (“**IASB**”). These financial statements also comply with the disclosure requirement of the Hong Kong Companies Ordinance and the applicable disclosure provisions of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited. Significant accounting policies adopted by the Group are disclosed below.

### (b) Basis of preparation of the financial statements

The consolidated financial statements for the year ended 31 December 2018 comprise the Company and its subsidiaries and the Group’s interest in an associate.

The Company was incorporated in the Cayman Islands on 6 July 2017 as an exempted company with limited liability under the Companies Law, Cap 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands. Following the completion of a corporate reorganisation as described below, the Company’s shares were listed on the Main Board on the Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) on 15 March 2019 (the “**Listing**”).

The principal activities of the Group are the provision of property management services and related services in the People’s Republic of China (the “**PRC**”).

Prior to the incorporation of the Company, the above mentioned principal activities were carried out by Hangzhou Binjiang Property Management Co., Ltd. (杭州濱江物業管理有限公司) (“**Binjiang PM**”) and its subsidiaries. To rationalise the corporate structure in preparation of the listing of the Company’s shares on the Stock Exchange, the Group underwent a corporate reorganisation (the “**Reorganisation**”). As part of the Reorganisation, the Company, through its wholly-owned subsidiaries, acquired entire equity interests in Binjiang PM. Upon completion of the Reorganisation on 11 February 2018, the Company became the holding company of the Group. As Binjiang PM was ultimately controlled by Mr. QI Jinxing before and after the Reorganisation and the Reorganisation only involved inserting the Company, Robust Class Limited and Binjiang Service Group (Hong Kong) Co., Limited (the “**Non-operating Companies**”), which are newly formed entities with no substantive operations as holding companies of Binjiang PM, there was no change in the business and operations of Binjiang PM and its subsidiaries before and after the Reorganisation. Accordingly, the Reorganisation has been accounted for using a principle similar to that as a reverse acquisition, with Binjiang PM treated as the acquirer for accounting purposes. The consolidated financial statements has been prepared and presented as a continuation of the financial statements of Binjiang PM with the assets and liabilities of Binjiang PM recognised and measured at their historical carrying amounts prior to the Reorganisation.

## Notes to the Consolidated Financial Statements

(Expressed in Renminbi Yuan unless otherwise indicated)

### 1 Significant accounting policies (Continued)

#### (b) Basis of preparation of the financial statements (Continued)

The consolidated financial statements are presented in Renminbi (“**RMB**”), rounded to the nearest thousand, which is the presentation currency. It is prepared on the historical cost basis except for financial assets classified as fair value through profit or loss which are stated at their fair value.

RMB is the functional currency for the Company’s subsidiaries established in the mainland China. The functional currency of the Company and the Company’s subsidiaries outside the mainland China are Hong Kong dollars.

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

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Judgements made by management in the application of IFRSs that have significant effect on the financial statements and major sources of estimation uncertainty are discussed in note 2.

#### (c) Changes in accounting policies

The IASB has issued a number of new IFRSs and amendments to IFRSs that are first effective or available for early adoption for the current accounting period of the Group. As disclosed in the listing documents of the Company dated 28 February 2019, the Group has adopted all applicable new IFRSs and amendments to IFRSs effective for the financial year beginning on 1 January 2018, including IFRS 9, Financial Instruments and IFRS 15, Revenue from Contracts with Customers to the prior accounting periods. All of these effective standards, amendments to the standards and interpretations, which are mandatory for the financial year beginning on 1 January 2018, are consistently applied to all periods presented in the Group’s financial statements.

The Group has not applied any new standard or interpretation that is not yet effective for the current accounting period.

(Expressed in Renminbi Yuan unless otherwise indicated)

### 1 Significant accounting policies (Continued)

#### (d) Subsidiaries and non-controlling interests

Subsidiaries are entities controlled by the Group. 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. When assessing whether the Group has power, only substantive rights (held by the Group and other parties) are considered.

An investment in a subsidiary is consolidated into the consolidated financial statements from the date that control commences until the date that control ceases. Intra-group balances, transactions and cash flows and any unrealised profits arising from intra-group transactions are eliminated in full in preparing the consolidated financial statements. Unrealised losses resulting from intra-group transactions are eliminated in the same way as unrealised gains but only to the extent that there is no evidence of impairment.

Non-controlling interests represent the equity in a subsidiary not attributable directly or indirectly to the Company, and in respect of which the Group has not agreed any additional terms with the holders of those interests which would result in the Group as a whole having a contractual obligation in respect of those interests that meets the definition of a financial liability. For each business combination, the Group can elect to measure any non-controlling interests either at fair value or at the non-controlling interests' proportionate share of the subsidiary's net identifiable assets.

Non-controlling interests are presented in the consolidated statement of financial position within equity, separately from equity attributable to the equity shareholders of the Company. Non-controlling interests in the results of the Group are presented on the face of the consolidated statement of profit or loss and the consolidated statement of profit or loss and other comprehensive income as an allocation of the total profit or loss and total comprehensive income for the year between non-controlling interests and the equity shareholders of the Company. Loans from holders of non-controlling interests and other contractual obligations towards these holders are presented as financial liabilities in the consolidated statement of financial position in accordance with note 1(n) depending on the nature of the liability.

Changes in the Group's interests in a subsidiary that do not result in a loss of control are accounted for as equity transactions, whereby adjustments are made to the amounts of controlling and non-controlling interests within consolidated equity to reflect the change in relative interests, but no adjustments are made to goodwill and no gain or loss is recognised.

When the Group loses control of a subsidiary, it is accounted for as a disposal of the entire interest in that subsidiary, with a resulting gain or loss being recognised in profit or loss. Any interest retained in that former subsidiary at the date when control is lost is recognised at fair value and this amount is regarded as the fair value on initial recognition of a financial asset (see note 1(f)) or, when appropriate, the cost on initial recognition of an investment in an associate or joint venture (see note 1(e)).

## Notes to the Consolidated Financial Statements

(Expressed in Renminbi Yuan unless otherwise indicated)

### 1 Significant accounting policies (Continued)

#### (d) Subsidiaries and non-controlling interests (Continued)

In the Company's statement of financial position, an investment in a subsidiary is stated at cost less impairment losses (see note 1(i)), unless the investment is classified as held for sale (or included in a disposal group that is classified as held for sale).

#### (e) Associate

An associate is an entity in which the Group or Company has significant influence, but not control or joint control, over its management, including participation in the financial and operating policy decisions.

An investment in an associate or a joint venture is accounted for in the consolidated financial statements under the equity method, unless it is classified as held for sale (or included in a disposal group that is classified as held for sale). Under the equity method, the investment is initially recorded at cost, adjusted for any excess of the Group's share of the acquisition-date fair values of the investee's identifiable net assets over the cost of the investment (if any). The cost of the investment includes purchase price, other costs directly attributable to the acquisition of the investment, and any direct investment into the associate or joint venture that forms part of the Group's equity investment. Thereafter, the investment is adjusted for the post acquisition change in the Group's share of the investee's net assets and any impairment loss relating to the investment (see notes 1(i)). Any acquisition-date excess over cost, the Group's share of the post-acquisition, post-tax results of the investees and any impairment losses for the year are recognised in the consolidated statement of profit or loss, whereas the Group's share of the post-acquisition post-tax items of the investees' other comprehensive income is recognised in the consolidated statement of profit or loss and other comprehensive income.

When the Group's share of losses exceeds its interest in the associate, the Group's interest is reduced to nil and recognition of further losses is discontinued except to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the investee. For this purpose, the Group's interest is the carrying amount of the investment under the equity method together with the Group's long-term interests that in substance form part of the Group's net investment in the associate.

Unrealised profits and losses resulting from transactions between the Group and its associates are eliminated to the extent of the Group's interest in the investee, except where unrealised losses provide evidence of an impairment of the asset transferred, in which case they are recognised immediately in profit or loss.

If an investment in an associate becomes an investment in a joint venture or vice versa, retained interest is not remeasured. Instead, the investment continues to be accounted for under the equity method.

(Expressed in Renminbi Yuan unless otherwise indicated)

### 1 Significant accounting policies (Continued)

#### (e) Associate (Continued)

In all other cases, when the Group ceases to have significant influence over an associate, it is accounted for as a disposal of the entire interest in that investee, with a resulting gain or loss being recognised in profit or loss. Any interest retained in that former investee at the date when significant influence is lost is recognised at fair value and this amount is regarded as the fair value on initial recognition of a financial asset (see note 1(f)).

In the Company's statement of financial position, investments in associates are stated at cost less impairment losses (see note 1(i)), unless classified as held for sale (or included in a disposal group that is classified as held for sale).

#### (f) Other investments in debt and equity financial instruments

The Group's and the Company's policies for investments in debt and equity financial instruments, other than investments in subsidiaries and associates, are set out below:

Investments in debt and equity financial instruments are recognised/derecognised on the date the Group commits to purchase/sell the investment. The investments are initially stated at fair value plus directly attributable transaction costs, except for those investments measured at fair value through profit or loss (FVPL) for which transaction costs are recognised directly in profit or loss. These investments are subsequently accounted for as follows, depending on their classification.

##### **Investments other than equity investments**

Non-equity investments held by the Group are classified into one of the following measurement categories:

- Amortised cost, if the investment is held for the collection of contractual cash flows which represent solely payments of principal and interest. Interest income from the investment is calculated using the effective interest method (see note 1(r) (iii)).
- fair value through other comprehensive income (FVOCI) — recycling, if the contractual cash flows of the investment comprise solely payments of principal and interest and the investment is held within a business model whose objective is achieved by both the collection of contractual cash flows and sale. Changes in fair value are recognised in other comprehensive income, except for the recognition in profit or loss of expected credit losses, interest income (calculated using the effective interest method) and foreign exchange gains and losses. When the investment is derecognised, the amount accumulated in other comprehensive income is recycled from equity to profit or loss.
- fair value at profit or loss (FVPL) if the investment does not meet the criteria for being measured at amortised cost or FVOCI (recycling). Changes in the fair value of the investment (including interest) are recognised in profit or loss.

## Notes to the Consolidated Financial Statements

(Expressed in Renminbi Yuan unless otherwise indicated)

### 1 Significant accounting policies (Continued)

#### (f) Other investments in debt and equity financial instruments (Continued)

##### **Equity investments**

An investment in equity financial instruments is classified as FVPL unless the equity investment is not held for trading purposes and on initial recognition of the investment the Group makes an irrevocable election to designate the investment at FVOCI (non-recycling) such that subsequent changes in fair value are recognised in other comprehensive income. Such elections are made on an instrument-by-instrument basis, but may only be made if the investment meets the definition of equity from the issuer's perspective. Where such an election is made, the amount accumulated in other comprehensive income remains in the fair value reserve (non-recycling) until the investment is disposed of. At the time of disposal, the amount accumulated in the fair value reserve (non-recycling) is transferred to retained earnings. It is not recycled through profit or loss. Dividends from an investment in equity financial instruments, irrespective of whether classified as at FVPL or FVOCI, are recognised in profit or loss as other income in accordance with the policy set out in note 1(r)(ii).

#### (g) Property, plant and equipment

The following items of property, plant and equipment are stated at cost less accumulated depreciation and impairment losses (see note 1(i)).

The cost of self-constructed items of property, plant and equipment includes the cost of materials, direct labour, the initial estimate, where relevant, of the costs of dismantling and removing the items and restoring the site on which they are located, and an appropriate proportion of production overheads.

Gains or losses arising from the retirement or disposal of an item of property, plant and equipment are determined as the difference between the net disposal proceeds and the carrying amount of the item and are recognised in profit or loss on the date of retirement or disposal.

Depreciation is calculated to write-off the cost or valuation of items of property, plant and equipment, less their estimated residual value, if any, using the straight line method over their estimated useful lives as follows:

— Office equipment and furniture	3–5 years
— Motor vehicles	5 years

Where parts of an item of property, plant and equipment have different useful lives, the cost or valuation of the item is allocated on a reasonable basis between the parts and each part is depreciated separately. Both the useful life of an asset and its residual value, if any, are reviewed annually.

(Expressed in Renminbi Yuan unless otherwise indicated)

### 1 Significant accounting policies (Continued)

#### (h) Leased assets

An arrangement, comprising a transaction or a series of transactions, is or contains a lease if the Group determines that the arrangement conveys a right to use a specific asset or assets for an agreed period of time in return for a payment or a series of payments. Such a determination is made based on an evaluation of the substance of the arrangement and is regardless of whether the arrangement takes the legal form of a lease.

##### (i) Classification of assets leased to the Group

Assets that are held by Group under leases which transfer to the Group substantially all the risks and rewards of ownership are classified as being held under finance leases. Leases which do not transfer substantially all the risks and rewards of ownership to the Group are classified as operating leases.

##### (ii) Operating lease charges

Where the Group has the use of assets held under operating leases, payments made under the leases are charged to profit or loss in equal instalments over the accounting periods covered by the lease term, except where an alternative basis is more representative of the pattern of benefits to be derived from the leased asset. Lease incentives received are recognised in profit or loss as an integral part of the aggregate net lease payments made. Contingent rentals are charged to profit or loss in the accounting period in which they are incurred.

#### (i) Credit losses and impairment of assets

##### (i) Credit losses from financial instruments and contract assets

The Group recognises a loss allowance for expected credit losses (ECLs) on the following items:

- Financial assets measured at amortised cost (including cash and cash equivalents, trade and other receivables);
- Contract assets as defined in IFRS 15 (see note 1(k)).

Financial assets measured at fair value are not subject to the ECL assessment.



## Notes to the Consolidated Financial Statements

(Expressed in Renminbi Yuan unless otherwise indicated)

### 1 Significant accounting policies (Continued)

#### (i) Credit losses and impairment of assets (Continued)

##### (i) Credit losses from financial instruments and contract assets (Continued)

###### *Measurement of ECLs*

ECLs are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all expected cash shortfalls (i.e. the difference between the cash flows due to the Group in accordance with the contract and the cash flows that the Group expects to receive).

The expected cash shortfalls are discounted using the following discount rates where the effect of discounting is material:

- Fixed-rate financial assets, trade and other receivables and contract assets: effective interest rate determined at initial recognition or an approximation thereof;
- Variable-rate financial assets: current effective interest rate;

The maximum period considered when estimating ECLs is the maximum contractual period over which the Group is exposed to credit risk.

In measuring ECLs, the Group takes into account reasonable and supportable information that is available without undue cost or effort. This includes information about past events, current conditions and forecasts of future economic conditions.

ECLs are measured on either of the following bases:

- 12-month ECLs: these are losses that are expected to result from possible default events within the 12 months after the reporting date; and
- Lifetime ECLs: these are losses that are expected to result from all possible default events over the expected lives of the items to which the ECL model applies.

Loss allowances for trade receivables, amounts due from related parties (trade nature) and contract assets are always measured at an amount equal to lifetime ECLs. ECLs on these financial assets are estimated using a provision matrix based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors and an assessment of both the current and forecast general economic condition at the reporting date.

For all other financial instruments, the Group recognises a loss allowance equal to 12-month ECLs unless there has been a significant increase in credit risk of the financial instrument since initial recognition, in which case the loss allowance is measured at an amount equal to lifetime ECLs.

(Expressed in Renminbi Yuan unless otherwise indicated)

### 1 Significant accounting policies (Continued)

#### (i) Credit losses and impairment of assets (Continued)

##### (i) Credit losses from financial instruments and contract assets (Continued)

###### *Significant increases in credit risk*

In assessing whether the credit risk of a financial instrument has increased significantly since initial recognition, the Group compares the risk of default occurring on the financial instrument assessed at the reporting date with that assessed at the date of initial recognition. In making this reassessment, the Group considers that a default event occurs when the borrower is unlikely to pay its credit obligations to the Group in full, without recourse by the Group to actions such as realising security (if any is held). 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 since initial recognition:

- failure to make payments of principal or interest on their contractually due dates;
- an actual or expected significant deterioration in a financial instrument's external or internal credit rating (if available);
- an actual or expected significant deterioration in the operating results of the debtor; and
- existing or forecast changes in the technological, market, economic or legal environment that have a significant adverse effect on the debtor's ability to meet its obligation to the Group.

Depending on the nature of the financial instruments, the assessment of a significant increase in credit risk is performed on either an individual basis or a collective basis. When the assessment is performed on a collective basis, the financial instruments are grouped based on shared credit risk characteristics, such as past due status and credit risk ratings.

ECLs are remeasured at each reporting date to reflect changes in the financial instruments credit risk since initial recognition. Any change in the ECL amount is recognised as an impairment gain or loss in profit or loss. The Group recognises an impairment gain or loss for all financial instruments with a corresponding adjustment to their carrying amount through a loss allowance account, except for investments in debt securities that are measured at FVOCI (recycling), for which the loss allowance is recognised in other comprehensive income and accumulated in the fair value reserve (recycling).

## Notes to the Consolidated Financial Statements

(Expressed in Renminbi Yuan unless otherwise indicated)

### 1 Significant accounting policies (Continued)

#### (i) Credit losses and impairment of assets (Continued)

##### (i) Credit losses from financial instruments and contract assets (Continued)

###### *Basis of calculation of interest income*

Interest income recognised in accordance with note 1(r)(iii) 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 the amortised cost (i.e. the gross carrying amount less loss allowance) of the financial asset.

At each reporting date, the Group assesses whether a financial asset is credit-impaired. A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Evidence that a financial asset is credit-impaired includes the following observable events:

- Significant financial difficulties of the debtor;
- Significant decrease in property management and other service fees collection rate;
- A breach of contract, such as a default or delinquency in interest or principal payments;
- It becoming probable that the borrower will enter into bankruptcy or other financial reorganisation;
- Significant changes in the technological, market, economic or legal environment that have an adverse effect on the debtor; or
- The disappearance of an active market for a security because of financial difficulties of the issuer.

###### *Write-off policy*

The gross carrying amount of a financial asset, lease receivable or contract asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Group determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off.

Subsequent recoveries of an asset that was previously written off are recognised as a reversal of impairment in profit or loss in the period in which the recovery occurs.

(Expressed in Renminbi Yuan unless otherwise indicated)

### 1 Significant accounting policies (Continued)

#### (i) Credit losses and impairment of assets (Continued)

##### (ii) Impairment of other non-current assets

Internal and external sources of information are reviewed at the end of each reporting period to identify indications that the following assets may be impaired or, except in the case of goodwill, an impairment loss previously recognised no longer exists or may have decreased:

- property, plant and equipment;
- investment in an associate; and
- investment in a subsidiary in the Company's statement of financial position.

If any such indication exists, the asset's recoverable amount is estimated.

##### — *Calculation of recoverable amount*

The recoverable amount of an asset is the greater of its 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. Where an asset does not generate cash inflows largely independent of those from other assets, the recoverable amount is determined for the smallest group of assets that generates cash inflows independently (i.e. a cash-generating unit).

##### — *Recognition of impairment losses*

An impairment loss is recognised in profit or loss if the carrying amount of an asset, or the cash-generating unit to which it belongs, exceeds its recoverable amount. Impairment losses recognised in respect of cash-generating units are allocated first to reduce the carrying amount of any goodwill allocated to the cash-generating unit (or group of units) and then, to reduce the carrying amount of the other assets in the unit (or group of units) on a pro rata basis, except that the carrying value of an asset will not be reduced below its individual fair value less costs of disposal (if measurable) or value in use (if determinable).

##### — *Reversals of impairment losses*

In respect of assets other than goodwill, an impairment loss is reversed if there has been a favourable change in the estimates used to determine the recoverable amount. An impairment loss in respect of goodwill is not reversed.

A reversal of an impairment loss is limited to the asset's carrying amount that would have been determined had no impairment loss been recognised in prior years. Reversals of impairment losses are credited to profit or loss in the year in which the reversals are recognised.

## Notes to the Consolidated Financial Statements

(Expressed in Renminbi Yuan unless otherwise indicated)

### 1 Significant accounting policies (Continued)

#### (j) Inventories and other contract costs

##### (i) Inventories

Inventories are stated at the lower of cost and net realisable value.

Cost is calculated using the weighted average cost formula and comprises all costs of purchase, cost of conversion and other costs incurred in bringing the inventories to their present location and condition.

Net realisable value is based on estimated selling prices less any estimated costs to be incurred to completion and disposal.

When inventories are sold, the carrying amount of those inventories is recognised as an expense in the period in which the related revenue is recognised. The amount of any write-down of inventories to net realisable value and all losses of inventories are recognised as an expense in the period the write-down or loss occurs. The amount of any reversal of any write-down of inventories is recognised as a reduction in the amount of inventories recognised as an expense in the period in which the reversal occurs.

##### (ii) Other contract costs

Other contract costs are either the incremental costs of obtaining a contract with a customer or the costs to fulfil a contract with a customer which are not capitalised as inventory (see note 1(j)(i)) and property, plant and equipment (see note 1(g)).

Incremental costs of obtaining a contract are those costs that the Group incurs to obtain a contract with a customer that it would not have incurred if the contract had not been obtained e.g. an incremental sales commission. Incremental costs of obtaining a contract are capitalised when incurred if the costs relate to revenue which will be recognised in a future reporting period and the costs are expected to be recovered. Other costs of obtaining a contract are expensed when incurred.

Costs to fulfil a contract are capitalised if the costs relate directly to an existing contract or to a specifically identifiable anticipated contract; generate or enhance resources that will be used to provide goods or services in the future; and are expected to be recovered. Costs that relate directly to an existing contract or to a specifically identifiable anticipated contract may include direct labour, direct materials, allocations of costs, costs that are explicitly chargeable to the customer and other costs that are incurred only because the Group entered into the contract (for example, payments to sub-contractors). Other costs of fulfilling a contract, which are not capitalised as inventory, property, plant and equipment or intangible assets, are expensed as incurred.

(Expressed in Renminbi Yuan unless otherwise indicated)

### 1 Significant accounting policies (Continued)

#### (j) Inventories and other contract costs (Continued)

##### (ii) Other contract costs (Continued)

Capitalised contract costs are stated at cost less accumulated amortisation and impairment losses. Impairment losses are recognised to the extent that the carrying amount of the contract cost asset exceeds the net of (i) remaining amount of consideration that the Group expects to receive in exchange for the goods or services to which the asset relates, less (ii) any costs that relate directly to providing those goods or services that have not yet been recognised as expenses.

Amortisation of capitalised contract costs is charged to profit or loss when the revenue to which the asset relates is recognised. The accounting policy for revenue recognition is set out in note 1(r).

#### (k) Contract assets and contract liabilities

A contract asset is recognised when the Group recognises revenue (see note 1(r)) before being unconditionally entitled to the consideration under the payment terms set out in the contract. Contract assets are assessed for ECLs in accordance with the policy set out in note 1(i)(i) and are reclassified to receivables when the right to the consideration has become unconditional (see note 1(l)).

A contract liability is recognised when the customer pays consideration before the Group recognises the related revenue (see note 1(r)). A contract liability would also be recognised if the Group has an unconditional right to receive non-refundable consideration before the Group recognises the related revenue. In such cases, a corresponding receivable would also be recognised (see note 1(l)).

For a single contract with the customer, either a net contract asset or a net contract liability is presented. For multiple contracts, contract assets and contract liabilities of unrelated contracts are not presented on a net basis.

When the contract includes a significant financing component, the contract balance includes interest accrued under the effective interest method (see note 1(r)(iii)).

#### (l) Trade and other receivables

A receivable is recognised when the Group has an unconditional right to receive consideration. A right to receive consideration is unconditional if only the passage of time is required before payment of that consideration is due. If revenue has been recognised before the Group has an unconditional right to receive consideration, the amount is presented as a contract asset (see note 1(k)).

Receivables are stated at amortised cost using the effective interest method less allowance for credit losses (see note 1(i)(i)).

## Notes to the Consolidated Financial Statements

(Expressed in Renminbi Yuan unless otherwise indicated)

### 1 Significant accounting policies (Continued)

#### (m) Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand, demand deposits with banks and other financial institutions, and short-term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value, having been within three months of maturity at acquisition. Cash and cash equivalents are assessed for expected credit losses (ECL) in accordance with the policy set out in note 1(i)(i).

#### (n) Trade and other payables

Trade and other payables are initially recognised at fair value, and are subsequently stated at amortised cost unless the effect of discounting would be immaterial, in which case they are stated at cost.

#### (o) Employee benefits

##### **Short-term employee benefits and contributions to defined contribution retirement plans**

Salaries, annual bonuses, paid annual leave, contributions to defined contribution retirement plans and the cost of non-monetary benefits are accrued in the year in which the associated services are rendered by employees. Where payment or settlement is deferred and the effect would be material, these amounts are stated at their present values.

Contributions to the PRC local retirement schemes pursuant to the relevant labour rules and regulations in the PRC are recognised as an expense in profit or loss as incurred.

#### (p) Income tax

Income tax for the year comprises current tax and movements in deferred tax assets and liabilities. Current tax and movements in deferred tax assets and liabilities are recognised in profit or loss except to the extent that they relate to items recognised in other comprehensive income or directly in equity, in which case the relevant amounts of tax are recognised in other comprehensive income or directly in equity, respectively.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the end of the reporting period, and any adjustment to tax payable in respect of previous years.

Deferred tax assets and liabilities arise from deductible and taxable temporary differences respectively, being the differences between the carrying amounts of assets and liabilities for financial reporting purposes and their tax bases. Deferred tax assets also arise from unused tax losses and unused tax credits.

(Expressed in Renminbi Yuan unless otherwise indicated)

### 1 Significant accounting policies (Continued)

#### (p) Income tax (Continued)

Apart from certain limited exceptions, all deferred tax liabilities, and all deferred tax assets to the extent that it is probable that future taxable profits will be available against which the asset can be utilised, are recognised. Future taxable profits that may support the recognition of deferred tax assets arising from deductible temporary differences include those that will arise from the reversal of existing taxable temporary differences, provided those differences relate to the same taxation authority and the same taxable entity, and are expected to reverse either in the same period as the expected reversal of the deductible temporary difference or in periods into which a tax loss arising from the deferred tax asset can be carried back or forward. The same criteria are adopted when determining whether existing taxable temporary differences support the recognition of deferred tax assets arising from unused tax losses and credits, that is, those differences are taken into account if they relate to the same taxation authority and the same taxable entity, and are expected to reverse in a period, or periods, in which the tax loss or credit can be utilised.

The limited exceptions to recognition of deferred tax assets and liabilities are those temporary differences arising from goodwill not deductible for tax purposes, the initial recognition of assets or liabilities that affect neither accounting nor taxable profit (provided they are not part of a business combination), and temporary differences relating to investments in subsidiaries to the extent that, in the case of taxable differences, the Group controls the timing of the reversal and it is probable that the differences will not reverse in the foreseeable future, or in the case of deductible differences, unless it is probable that they will reverse in the future.

The amount of deferred tax recognised is measured based on the expected manner of realisation or settlement of the carrying amount of the assets and liabilities, using tax rates enacted or substantively enacted at the end of the reporting period. Deferred tax assets and liabilities are not discounted.

The carrying amount of a deferred tax asset is reviewed at the end of each reporting period and is reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow the related tax benefit to be utilised. Any such reduction is reversed to the extent that it becomes probable that sufficient taxable profits will be available.

Additional income taxes that arise from the distribution of dividends are recognised when the liability to pay the related dividends is recognised.



## Notes to the Consolidated Financial Statements

(Expressed in Renminbi Yuan unless otherwise indicated)

### 1 Significant accounting policies (Continued)

#### (p) Income tax (Continued)

Current tax balances and deferred tax balances, and movements therein, are presented separately from each other and are not offset. Current tax assets are offset against current tax liabilities, and deferred tax assets against deferred tax liabilities, if the Company or the Group has the legally enforceable right to set off current tax assets against current tax liabilities and the following additional conditions are met:

- in the case of current tax assets and liabilities, the Company or the Group intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously; or
- in the case of deferred tax assets and liabilities, if they relate to income taxes levied by the same taxation authority on either:
  - the same taxable entity; or
  - different taxable entities, which, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered, intend to realise the current tax assets and settle the current tax liabilities on a net basis or realise and settle simultaneously.

#### (q) Provisions and contingent liabilities

- (i) Provisions are recognised when the Group or the Company has a 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 expenditure 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 of economic benefits 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 of economic benefits is remote.

- (ii) An onerous contract exists when the Group has a contract under which the unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received from the contract. Provisions for onerous contracts are measured at the present value of the lower of the expected cost of terminating the contract and the net cost of continuing with the contract.

(Expressed in Renminbi Yuan unless otherwise indicated)

### 1 Significant accounting policies (Continued)

#### (r) Revenue and other income recognition

Income is classified by the Group as revenue when it arises from sale of goods and the provision of services in the ordinary course of the Group's business.

Revenue is recognised when control over a product or service is transferred to the customer at the amount of promised consideration to which the Group is expected to be entitled, excluding those amounts collected on behalf of third parties. Revenue excludes value added tax or other sales taxes and is after deduction of any trade discounts.

Where the contract contains a financing component which provides a significant financing benefit to the customer for more than 12 months, revenue is measured at the present value of the amount receivable, discounted using the discount rate that would be reflected in a separate financing transaction with the customer, and interest income is accrued separately under the effective interest method. Where the contract contains a financing component which provides a significant financing benefit to the Group, revenue recognised under that contract includes the interest expense accreted on the contract liability under the effective interest method. The Group takes advantage of the practical expedient in paragraph 63 of IFRS 15 and does not adjust the consideration for any effects of a significant financing component if the period of financing is 12 months or less.

Further details of the Group's revenue and other income recognition policies are as follows:

#### (i) **Property management service, value-added services to non-property owners and value-added services to property owners**

For property management service, the Group recognises revenue in the amount to which the Group has the right to invoice based on the value of performance completed to date.

For property management service income arising from properties managed under lump sum basis, where the Group acts as principal, the Group entitles to revenue at the value of property management service fee received. For property management service income arising from properties managed under commission basis, where the Group acts as an agent of the property owners, the Group entitles to revenue at a pre-determined percentage or fixed amount of the property management service fees the property owners are obligated to pay.

Value-added services to non-property owners mainly include consulting services to property developers and cleaning, greening, repair and maintenance services to property developers at the pre-delivery stage. The Group recognises revenue as the services are provided based on the value of performance completed to date.

## Notes to the Consolidated Financial Statements

(Expressed in Renminbi Yuan unless otherwise indicated)

### 1 Significant accounting policies (Continued)

#### (r) Revenue and other income recognition (Continued)

##### (i) **Property management service, value-added services to non-property owners and value-added services to property owners** (Continued)

Value-added services to property owners mainly include housekeeping services, brokerages services, sales of furniture and other community value-added services to property owners. For sales of goods and brokerage services, the Group recognises revenue at point in time when the property owners take possession of and accept the goods and services. For housing keeping services and other community value-added services, the Group recognises revenue when the services are rendered. Housing keeping services and other community value-added services are normally billable immediately upon the services are provided.

##### (ii) **Dividends**

Dividend income from unlisted investments is recognised when the equity shareholder's right to receive payment is established.

##### (iii) **Interest income**

Interest income is recognised as it accrues using the effective interest method. For financial assets measured at amortised cost or FVOCI (recycling) that are not credit-impaired, the effective interest rate is applied to the gross carrying amount of the asset. For credit-impaired financial assets, the effective interest rate is applied to the amortised cost (i.e. gross carrying amount net of loss allowance) of the asset (see note 1(i)(i)).

##### (iv) **Government grants**

Government grants are recognised in the statement of financial position initially when there is reasonable assurance that they will be received and that the Group will comply with the conditions attaching to them. Grants that compensate the Group for expenses incurred are recognised as income in profit or loss on a systematic basis in the same periods in which the expenses are incurred. Grants that compensate the Group for the cost of an asset are recognised initially as deferred income and amortised to profit or loss on a straight-line basis over the useful life of the asset by way of recognised in other revenues.

(Expressed in Renminbi Yuan unless otherwise indicated)

### 1 Significant accounting policies (Continued)

#### (s) Translation of foreign currencies

Foreign currency transactions during the year are translated at the foreign exchange rates ruling at the transaction dates. Monetary assets and liabilities denominated in foreign currencies are translated at the foreign exchange rates ruling at the end of the reporting period. Exchange gains and losses are recognised in profit or loss.

Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated using the foreign exchange rates ruling at the transaction dates. Non-monetary assets and liabilities denominated in foreign currencies that are stated at fair value are translated using the foreign exchange rates ruling at the dates the fair value was measured.

The results of foreign operations are translated into RMB at the exchange rates approximating the foreign exchange rates ruling at the dates of the transactions. Statement of financial position items are translated into RMB at the closing foreign exchange rates at the end of the reporting period. The resulting exchange differences are recognised in other comprehensive income and accumulated separately in equity in the exchange reserve.

On disposal of a foreign operation, the cumulative amount of the exchange differences relating to that foreign operation is reclassified from equity to profit or loss when the profit or loss on disposal is recognised.

#### (t) Related parties

- (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 Group or the Group's parent.

## Notes to the Consolidated Financial Statements

(Expressed in Renminbi Yuan unless otherwise indicated)

### 1 Significant accounting policies (Continued)

#### (t) Related parties (Continued)

- (b) An entity is related to the Group if any of the following conditions applies:
- (i) The entity and the Group 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.
  - (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).
  - (viii) The entity, or any member of a Group of which it is a part, provides key management personnel services to the Group or to the Group's parent.

Close members of the family of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity.

#### (u) 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 purposes of allocating resources to, and assessing the performance of, the Group's various service lines and geographical locations.

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.

(Expressed in Renminbi Yuan unless otherwise indicated)

### 2 Accounting judgement and estimates

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

Key sources of estimation uncertainty in the preparation of these financial statements are as follows:

#### (i) Impairment for trade and other receivables

The impairment allowances for trade and other receivables are based on assumptions about risk of expected credit loss rates. The Group adjusts judgement in making these assumption and selecting inputs for computing such impairment loss, broadly based on the available customers' historical data, existing market conditions including forward looking estimates at the end of each reporting period. Any change in such assumptions and judgement would affect the expected credit loss to be recognised and hence the net profit in future years.

#### (ii) 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 relating to the operating environment of the Group and require a significant level of judgement exercised by 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.

#### (iii) Impairment of non-current assets

If circumstances indicate that the carrying amounts of property, plant and equipment and investment in an associate may not be recoverable, the assets may be considered impaired and are tested for impairment. An impairment loss is recognised when the asset's recoverable amount has declined below its carrying amount. The recoverable amount is the greater of the fair value less costs to sell and value in use. In determining the recoverable amount which requires significant judgements, the Group estimates the future cash flows to be derived from continuing use and ultimate disposal of the asset and applies an appropriate discount rate to these future cash flows.

## Notes to the Consolidated Financial Statements

(Expressed in Renminbi Yuan unless otherwise indicated)

### 3 Revenue and segment report

#### (a) Revenue

The principal activities of the Group are property management services, value-added services to non-property owners and value-added services to property owners.

Revenue represents income from property management services, value-added services to non-property owners and value-added services to property owners.

The amount of each significant category of revenue that fall within the scope of IFRS15 and are recognised in the consolidated statement of profit or loss are as follows:

	2018 RMB'000	2017 RMB'000
<b>Revenue recognised over time:</b>		
Property management services	316,364	218,246
Value-added services to non-property owners	155,406	100,744
Value-added services to property owners	25,247	19,281
	<b>497,017</b>	338,271
<b>Revenue recognised at point in time:</b>		
Value-added services to property owners ( <i>note</i> )	12,453	10,993
	<b>509,470</b>	349,264

*Note:* For value-added services to property owners that involve sale of goods and brokerage services for property sales and leasing, the Group recognises revenues at point in time when the property owners take possession of and accept the goods and services.

For the year ended 31 December 2018, the revenue from Hangzhou Binjiang Investment Holding Limited (杭州濱江投資控股有限公司) (“**Binjiang Holding**”) and its subsidiaries contributed 16% (2017:19%) of the Group’s revenue. Other than Binjiang Holding and its subsidiaries, the Group has a large number of customers, none of whom contributed 10% or more of the Group’s revenue for the each of the periods presented.

#### (i) Revenue expected to be recognised in the future arising from contracts with customers in existence at the reporting date

For property management services and value-added services to non-property owners, the Group recognises revenue in the amount to which the Group has a right to invoice that corresponds directly with the value of performance completed to date. The Group has elected the practical expedient for not to disclose the remaining performance obligations for these type of contracts. The majority of the property management service contracts do not have a fixed term. The term of the contracts for consulting services is generally set to expire when the counterparties notify the Group that the services are no longer required.

(Expressed in Renminbi Yuan unless otherwise indicated)

**3 Revenue and segment report** (Continued)**(a) Revenue** (Continued)**(i) Revenue expected to be recognised in the future arising from contracts with customers in existence at the reporting date** (Continued)

For value-added services to property owners that involved provision of services, they are rendered in a short period of time and there is no unsatisfied performance obligation at the end of each reporting period. For value-added services to property owners that involved in sales of furniture in customised interior furnishing services, the aggregated amount of the transaction price allocated to the remaining performance obligations under the Group's existing contracts as at 31 December 2018 is RMB43,068,000 (2017: Nil). The amount as at 31 December 2018 includes the interest component of sales of furniture contracts under which the Group obtains significant financing benefits from the customers (see note 1(r)). The Group will recognise the expected revenue in future when the furniture is delivered to and accepted by the customers as follows:

	<i>RMB'000</i>
2019	41,582
2020	1,012
2021	474
	<u>43,068</u>

**(b) Segment reporting**

The directors of the Company have been identified as the Group's most senior executive management. Operating segments are identified on the basis of internal reports that Group's most senior executive management reviews regularly in allocating resource to segments and in assessing their performances.

The Group's most senior executive management makes resources allocation decisions based on internal management functions and assess the Group's business performance as one integrated business instead of by separate business lines or geographical regions. Accordingly, the Group has only one operating segment and therefore, no segment information is presented.

No geographical segment analysis is shown as all of the Group's revenue are derived from activities in, and from customers located in the PRC and almost all of carrying values of the Group's assets are situated in the PRC.



## Notes to the Consolidated Financial Statements

(Expressed in Renminbi Yuan unless otherwise indicated)

### 4 Other revenue and other net income

	2018 <i>RMB'000</i>	2017 <i>RMB'000</i>
<b>Other revenue</b>		
Government grants	534	374
Others	342	16
	<u>876</u>	<u>390</u>
	2018 <i>RMB'000</i>	2017 <i>RMB'000</i>
<b>Other net income</b>		
Net loss on disposal of property, plant and equipment	(59)	(24)
Net realised gains on FVPL	4,269	3,278
Net foreign exchange losses	(166)	—
	<u>4,044</u>	<u>3,254</u>

### 5 Profit before taxation

Profit before taxation is arrived at after charging/(crediting):

#### (a) Net finance (costs)/income

	2018 <i>RMB'000</i>	2017 <i>RMB'000</i>
Interest income on bank deposits	600	131
Interest expense on advance payments from customers (note 17)	(1,387)	—
Net finance (costs)/income	<u>(787)</u>	<u>131</u>

(Expressed in Renminbi Yuan unless otherwise indicated)

**5 Profit before taxation** (Continued)**(b) Staff costs**

	<b>2018</b> <i>RMB'000</i>	2017 <i>RMB'000</i>
Salaries and other benefits	<b>215,362</b>	202,196
Contributions to defined contribution scheme (note (i))	<b>20,541</b>	15,015
	<b>235,903</b>	217,211
<b>Included in:</b>		
Cost of sales	<b>222,486</b>	207,599
Administrative expenses	<b>12,678</b>	8,892
Selling and marketing expenses	<b>739</b>	720
	<b>235,903</b>	217,211

- (i) Employees of the Group's PRC subsidiaries are required to participate in a defined contribution scheme administered and operated by the local municipal governments. The Group's PRC subsidiaries contribute funds which are calculated on certain percentages of the employee salary as agreed by the local municipal government to the scheme to fund the retirement benefits of the employees.

The Group has no other material obligation for the payment of retirement benefits associated with these schemes beyond the annual contributions described above.

**(c) Other items**

	<b>2018</b> <i>RMB'000</i>	2017 <i>RMB'000</i>
Depreciation (note 10)	<b>2,669</b>	2,511
Impairment losses on trade receivables (note 14(b))	<b>1,441</b>	74
Auditors' remuneration	<b>3,031</b>	—
Listing expenses	<b>17,218</b>	—
Operating lease charges	<b>3,081</b>	1,779
Cost of inventories	<b>7,364</b>	5,942

## Notes to the Consolidated Financial Statements

(Expressed in Renminbi Yuan unless otherwise indicated)

### 6 Income tax in the consolidated statement of profit or loss

#### (a) Taxation in the consolidated statement of profit or loss represents:

	2018 RMB'000	2017 RMB'000
<b>Current tax</b>		
PRC Corporate Income Tax ( <i>note 19(a)</i> )	24,338	20,395
<b>Deferred tax</b>		
Origination and reversal of temporary differences ( <i>note 19(b)</i> )	(325)	(738)
	<u>24,013</u>	<u>19,657</u>

#### (b) Reconciliation between tax expense and accounting profit at applicable tax rates:

	2018 RMB'000	2017 RMB'000
Profit before taxation	<u>94,436</u>	<u>77,209</u>
Notional tax on profit before taxation, calculated at the rates applicable to profits in the tax jurisdictions concerned ( <i>note (i)</i> )	23,654	19,302
Tax effect of non-deductible expenses	286	87
Tax effect of share of results of an associate	63	190
Tax effect of unused tax losses not recognised	33	78
Utilisation of tax losses previously not recognised	(23)	—
Actual tax expense	<u>24,013</u>	<u>19,657</u>

- (i) Pursuant to the rules and regulations of the Cayman Island and the BVI, the Group is not subject to any income tax in the Cayman Islands and the BVI.

The income tax rate applicable to the Group's subsidiary incorporated in Hong Kong for the income subject to Hong Kong Profits Tax during the reporting period is 16.5%. No provision for Hong Kong Profits Tax has been made as the Group did not earn any income subject to Hong Kong Profits Tax during the reporting period (2017: nil).

The Group's PRC subsidiaries are subject to PRC income tax at 25%.

## Notes to the Consolidated Financial Statements

(Expressed in Renminbi Yuan unless otherwise indicated)

### 7 Directors' emoluments

Directors' emoluments disclosed pursuant to section 383(1) of the Hong Kong Companies Ordinance and Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulation are as follows:

	Year ended 31 December 2018				
	Directors' fees RMB'000	Salaries, allowances and benefits in kind RMB'000	Discretionary bonuses RMB'000	Retirement scheme contributions RMB'000	Total RMB'000
<b>Executive directors</b>					
ZHU Lidong ( <i>note (ii)</i> )	—	219	360	9	588
ZHONG Ruoqin ( <i>note (ii)</i> )	—	116	86	12	214
<b>Non-executive directors</b>					
QI Jinxing (resigned on 19 September 2018)	—	—	—	—	—
ZHU Huiming (resigned on 19 September 2018)	—	—	—	—	—
MO Jianhua	—	—	—	—	—
CAI Xin ( <i>note (i)</i> )	—	—	—	—	—
	—	335	446	21	802
	Year ended 31 December 2017				
	Directors' fees RMB'000	Salaries, allowances and benefits in kind RMB'000	Discretionary bonuses RMB'000	Retirement scheme contributions RMB'000	Total RMB'000
<b>Executive director</b>					
ZHU Lidong	—	—	—	—	—
<b>Non-executive directors</b>					
QI Jinxing ( <i>note (i)</i> )	—	—	—	—	—
ZHU Huiming ( <i>note (i)</i> )	—	—	—	—	—
MO Jianhua ( <i>note (i)</i> )	—	—	—	—	—
CAI Xin ( <i>note (i)</i> )	—	—	—	—	—
	—	—	—	—	—

## Notes to the Consolidated Financial Statements

(Expressed in Renminbi Yuan unless otherwise indicated)

### 7 Directors' emoluments (Continued)

- (i) On 25 December 2017, Mr. QI Jinxing, Mr. MO Jianhua and Mr. ZHU Huiming were appointed as non-executive directors of the Company. On 19 September 2018, Mr. CAI Xin was appointed as non-executive director of the Company.
- (ii) On 19 September 2018, Mr. ZHU Lidong and Ms. ZHONG Ruoqin were appointed as executive directors of the Company.
- (iii) On 21 February 2019, Ms. CAI Haijing, Mr. DING Jianguang and Mr. LI Kunjun were appointed as independent non-executive directors of the Company. During the reporting period, no remuneration was paid to the independent non-executive directors as the independent non-executive directors were appointed subsequent to the reporting period.
- (iv) The director's emolument for Mr. ZHU Lidong for the year ended 31 December 2017 and eight months ended 31 August 2018 was borne by Binjiang Holding and its subsidiary, a related party of the Group, who has waived its right to seek reimbursement from the Company.

### 8 Individuals with highest emoluments

Of the five individuals with the highest emoluments, one (2017: Nil) is director whose emoluments are disclosed in note 7. The aggregate of the emoluments in respect of the other four (2017: five) individuals are as follows:

	<b>2018</b> <i>RMB'000</i>	2017 <i>RMB'000</i>
Salaries, allowance, and benefits-in-kind	<b>2,186</b>	1,111
Discretionary bonuses	<b>1,064</b>	2,224
Retirement scheme contributions	<b>77</b>	94
	<b>3,327</b>	3,429

The emoluments of the four (2017: five) individuals with the highest emoluments are within the following bands:

	<b>2018</b> <i>Number of individuals</i>	2017 <i>Number of individuals</i>
Nil–HKD1,000,000	<b>1</b>	5
HKD1,000,001–HKD1,500,000	<b>3</b>	—

(Expressed in Renminbi Yuan unless otherwise indicated)

## 9 Earnings per share

The calculation of basic earnings per share is based on the profit attributable to equity shareholders of the Company of RMB70,177,000 (2017: RMB57,173,000) and 200,000,000 shares (2017: 200,000,000 shares) in issue as if the shares were outstanding during the period presented, taking into account the share subdivision taken place on 21 February 2019 as disclosed in note 21(b).

Diluted earnings per share is equal to basic earnings per share as there were no dilutive potential shares outstanding for the years ended 31 December 2018 and 2017.

## 10 Property, plant and equipment

	Office equipment and furniture RMB'000	Motor vehicles RMB'000	Total RMB'000
<b>Cost:</b>			
At 1 January 2017	5,729	7,409	13,138
Additions	1,863	1,380	3,243
Disposals	(511)	(392)	(903)
At 31 December 2017	7,081	8,397	15,478
Additions	2,324	877	3,201
Disposals	(247)	(634)	(881)
At 31 December 2018	<b>9,158</b>	<b>8,640</b>	<b>17,798</b>
<b>Accumulated depreciation:</b>			
At 1 January 2017	3,003	2,740	5,743
Charge for the year	978	1,533	2,511
Written back on disposals	(478)	(325)	(803)
At 31 December 2017	3,503	3,948	7,451
Charge for the year	1,161	1,508	2,669
Written back on disposals	(211)	(602)	(813)
At 31 December 2018	<b>4,453</b>	<b>4,854</b>	<b>9,307</b>
<b>Net book value:</b>			
At 31 December 2018	<b>4,705</b>	<b>3,786</b>	<b>8,491</b>
At 31 December 2017	3,578	4,449	8,027

## Notes to the Consolidated Financial Statements

(Expressed in Renminbi Yuan unless otherwise indicated)

### 11 Investments in subsidiaries

The following list contains only the particulars of subsidiaries which principally affected the results, assets or liabilities of the Group. The class of shares held is ordinary unless otherwise stated.

Name of company	Place of incorporation and business	Registered/ issued and paid-in capital	Proportion of ownership interest			Principal activity
			Group's effective interest	Held by the Company	Held by a subsidiary	
Robust Class Limited	BVI	USD2/USD2	100%	100%	—	Investment holding
Binjiang Service Group (Hong Kong) Co., Limited	Hong Kong	HKD20,000/ HKD20,000	100%	—	100%	Investment holding
Hangzhou Binjiang Property Management Company Limited 杭州濱江物業管理有限公司*	the PRC	RMB20,000,000/ RMB20,000,000	100%	—	100%	Property management services
Hangzhou Binjiang Real Estate Brokerage Management Company Limited 杭州濱江房地產經紀有限公司*	the PRC	RMB1,000,000/ RMB1,000,000	100%	—	100%	Brokerage and other service
Hangzhou Binrui Decoration Company Limited 杭州濱瑞裝飾有限公司*	the PRC	RMB1,000,000/ RMB1,000,000	51%	—	51%	Decoration service and sales of furniture
Hangzhou Binyi Hotel Management Company Limited 杭州濱怡酒店有限公司*	the PRC	RMB500,000/ RMB500,000	100%	—	100%	Hotel management services
Hangzhou Binwan Home Decoration Company Limited 杭州濱萬家居裝飾有限公司*	the PRC	RMB5,000,000/ RMB5,000,000	100%	—	100%	Decoration service and sales of furniture
Hangzhou Binjiang Home Decoration Company Limited 杭州濱江家居裝飾有限公司*	the PRC	RMB5,000,000/ RMB5,000,000	100%	—	100%	Decoration service
Hangzhou Zhuo Cai Advertising Company Limited 杭州卓采廣告有限公司*	the PRC	RMB1,000,000/ RMB1,000,000	100%	—	100%	Advertisement design, producing and releasing service
Hangzhou Binhe Property Management Company Limited 杭州濱合物業管理有限公司*	the PRC	RMB5,000,000/ RMB5,000,000	51%	—	51%	Property management
Hangzhou Bingshang Fitness Company Limited 杭州濱尚健身有限公司*	the PRC	RMB1,000,000/ RMB1,000,000	100%	—	100%	Fitness service

\* All the PRC entities are limited liability companies. The English translation of the company name is for reference only. The official names of these companies are in Chinese.

As at 31 December 2018, no subsidiaries of the Group had material non-controlling interests.

## Notes to the Consolidated Financial Statements

(Expressed in Renminbi Yuan unless otherwise indicated)

### 12 Interest in an associate

	2018 RMB'000	2017 RMB'000
Costs of investment, unlisted	6,000	6,000
Share of post-acquisition results, net of dividends	(1,014)	(761)
	<b>4,986</b>	<b>5,239</b>

The following list contains an associate of the Group, which is an unlisted corporate entity, whose quoted market price is not available:

Name of associate	Form of business structure	Place of incorporation and business	Registered/ issued capital	Effective interest held by the Group At 31 December		Principal activity
				2018	2017	
Hangzhou Zhibin Technology Service Company Limited ("Zhibin Technology") 杭州智濱科技服務有限公司*	Incorporated	the PRC	RMB30,000,000	20%	20%	Technology development and service, provision of leasing and property management services of industrial parks

\* This PRC entity is a limited liability company. The English translation of the company name is for reference only. The official name of this company is in Chinese.

The above associate is accounted for using the equity method in the consolidated financial statements.

Zhibin Technology was established on 8 March 2017. During the years ended 31 December 2017 and 2018, Zhibin Technology was still in its initial stage of operation and incurred insignificant losses. Based on its operation plan, the directors of the Company determined that no provision for impairment loss was required as at 31 December 2017 and 2018.



## Notes to the Consolidated Financial Statements

(Expressed in Renminbi Yuan unless otherwise indicated)

### 13 Inventories

	<b>2018</b> <b>RMB'000</b>	2017 <i>RMB'000</i>
Consumables	<u>476</u>	<u>335</u>

### 14 Trade and other receivables

	<b>2018</b> <b>RMB'000</b>	2017 <i>RMB'000</i>
Trade receivables	<b>19,794</b>	9,997
Less: Allowance for impairment of trade receivables (note 14(b))	<u><b>(3,218)</b></u>	<u>(1,777)</u>
	<u><b>16,576</b></u>	<u>8,220</u>
Deposits and prepayments	<b>14,211</b>	1,399
Amounts due from related parties (note 25(d))	<b>6,089</b>	18,847
Payments on behalf of property owners	<b>3,957</b>	4,082
Advances to employees	<b>2,528</b>	2,967
Other receivables	<u><b>1,233</b></u>	<u>947</u>
	<u><b>44,594</b></u>	<u>36,462</u>

Trade receivables are primarily related to revenue recognised from the provision of property management services and value-added services to non-property owners.

Amounts due from related parties are unsecured and interest-free. Details of the amounts due from related parties are set out in note 25(d).

(Expressed in Renminbi Yuan unless otherwise indicated)

**14 Trade and other receivables** (Continued)**(a) Aging analysis**

As at the end of each reporting period, the aging analysis of trade receivables based on the date of revenue recognition and net of allowance for impairment of trade receivables, is as follows:

	<b>2018</b> <i>RMB'000</i>	2017 <i>RMB'000</i>
Within 1 year	<b>16,121</b>	7,647
1 to 2 years	<b>455</b>	573
	<b>16,576</b>	8,220

Trade receivables are due when the receivables are recognised. Further details on the Group's credit policy are set out in note 22(a).

**(b) Impairment of trade receivables**

Impairment losses in respect of trade receivables are recorded using an allowance account unless the Group is satisfied that recovery of the amount is remote, in which case the impairment loss is written off against trade receivables directly (see note 1(i)(i)).

The movement in the allowance for impairment of trade receivables during the year, including both specific and collective loss components, is as follows:

	<b>2018</b> <i>RMB'000</i>	2017 <i>RMB'000</i>
At 1 January	<b>1,777</b>	1,703
Impairment loss recognised	<b>1,441</b>	74
At 31 December	<b>3,218</b>	1,777

At 31 December 2018, none (2017: RMB Nil) of the trade receivables was individually determined to be impaired. The allowances for doubtful debts of RMB3,218,000 (2017: RMB1,777,000) recognised at 31 December 2018 were made based on a collective group basis assessment by aging of trade receivables.

## Notes to the Consolidated Financial Statements

(Expressed in Renminbi Yuan unless otherwise indicated)

### 15 Restricted bank balances

	2018 <i>RMB'000</i>	2017 <i>RMB'000</i>
Cash collected on behalf of the property owners' associations ( <i>note 18</i> )	30,907	32,354
Restricted deposits	200	450
	<b>31,107</b>	32,804

The Group has cash collection on behalf of the property owners' associations in its property management service business. Since the property owners' associations are not allowed to open their own bank accounts, the Group opens and manages these bank accounts on behalf of the property owners' associations.

### 16 Cash and cash equivalents

(a) Cash and cash equivalents comprise:

	2018 <i>RMB'000</i>	2017 <i>RMB'000</i>
Cash on hand	165	232
Cash at bank	489,485	336,521
	<b>489,650</b>	336,753
Less:		
Restricted bank balances ( <i>note 15</i> )	<b>(31,107)</b>	(32,804)
	<b>458,543</b>	303,949

(Expressed in Renminbi Yuan unless otherwise indicated)

**16 Cash and cash equivalents** (Continued)**(b) Reconciliation of profit before taxation to cash generated from operations:**

	2018 <i>RMB'000</i>	2017 <i>RMB'000</i>
Profit before taxation	94,436	77,209
Adjustments for:		
Depreciation ( <i>note 10</i> )	2,669	2,511
Share of profits less losses of an associate	253	761
Finance income ( <i>note 5(a)</i> )	(600)	(131)
Finance costs	1,387	—
Net realised gains on FVPL ( <i>note 4</i> )	(4,269)	(3,278)
Net loss on disposal of property, plant and equipment ( <i>note 4</i> )	59	24
Impairment losses on trade receivables ( <i>note 5(c)</i> )	1,441	74
Changes in working capital:		
(Increase)/decrease in inventories	(141)	67
Increase in trade and other receivables	(9,573)	(2,229)
Increase in contract liabilities and trade and other payables	85,411	88,824
Decrease/(increase) in restricted cash	1,697	(12,032)
Cash generated from operations	<u>172,770</u>	<u>151,800</u>

**17 Contract liabilities**

	2018 <i>RMB'000</i>	2017 <i>RMB'000</i>
<b>Contract liabilities</b>		
Property management services	72,710	64,466
Value-added services to non-property owners	9,038	3,587
Value-added services to property owners	47,016	9,326
	<u>128,764</u>	<u>77,379</u>

## Notes to the Consolidated Financial Statements

(Expressed in Renminbi Yuan unless otherwise indicated)

### 17 Contract liabilities (Continued)

Significant changes in contract liabilities were as follows:

	2018 <i>RMB'000</i>	2017 <i>RMB'000</i>
At 1 January	77,379	48,939
Revenue recognised that was included in the balance of contract liabilities at the beginning of the year	(71,804)	(46,068)
Increase in contract liabilities as a result of receipts in advances of provision of services	121,802	74,508
Increase in contract liabilities as a result of accruing interest expense on advances	1,387	—
	<u>128,764</u>	<u>77,379</u>

Contract liabilities represents prepaid property management fees, consulting services fees and customised interior furnishing services fees received from third parties.

The amount of receipts in advance of performance expected to be recognised as income after more than one year is RMB1,486,000 (2017: RMB5,575,000).

### 18 Trade and other payables

	<i>Note</i>	2018 <i>RMB'000</i>	2017 <i>RMB'000</i>
Trade payables	(a)	6,688	4,472
Amounts due to related parties (note 25(d))	(b)	15,116	3,523
Deposits	(c)	19,811	10,371
Other taxes and charges payable		5,124	10,424
Accrued payroll and other benefits		59,252	48,631
Cash collected on behalf of the property owners' associations (note 15)		30,907	32,354
Temporary receipts from property owners	(d)	69,340	66,123
Other payables and accruals		8,722	2,720
		<u>214,960</u>	<u>178,618</u>

## Notes to the Consolidated Financial Statements

(Expressed in Renminbi Yuan unless otherwise indicated)

### 18 Trade and other payables (Continued)

- (a) Trade payables mainly represent payables arising from sub-contracting services including cleaning, security, landscaping and maintenance services provided by suppliers.
- (b) The amounts due to related parties are unsecured and interest-free. Details of the amounts due to related parties are set out in note 25(d). Among which, RMB12,839,000 are prepaid consulting services fees received from related parties and expected to be recognised as income within one year.
- (c) Deposits represent miscellaneous decoration deposits received from property owners during the decoration period.
- (d) Temporary receipts mainly represent utility charges received from property owners on behalf of utility companies and other charges received from property owners for the payment of deed tax on behalf.

As at the end of the reporting period, the aging analysis of trade payables, based on invoice date is as follows:

	2018 <i>RMB'000</i>	2017 <i>RMB'000</i>
Within 1 month or on demand	6,665	3,656
After 1 month but within 3 months	—	385
After 3 months but within 1 year	—	431
Over 1 year	23	—
	<u>6,688</u>	<u>4,472</u>

### 19 Income tax in the consolidated statement of financial position

- (a) Current taxation in the consolidated statement of financial position represents:

	2018 <i>RMB'000</i>	2017 <i>RMB'000</i>
<b>PRC Corporate Income Tax</b>		
At 1 January	20,917	9,612
Charged to profit or loss	24,338	20,395
Payments during the year	(22,616)	(9,090)
	<u>22,639</u>	<u>20,917</u>
At 31 December		

## Notes to the Consolidated Financial Statements

(Expressed in Renminbi Yuan unless otherwise indicated)

### 19 Income tax in the consolidated statement of financial position (Continued)

#### (b) Deferred tax assets recognised:

The components of deferred tax assets recognised in the consolidated statement of financial position and the movements during the year are as follows:

	Impairment loss on trade receivables RMB'000	Provision RMB'000	Tax losses RMB'000	Accrued expenses RMB'000	Total RMB'000
At 1 January 2017	426	407	583	419	1,835
Credited/(charged) to profit or loss	18	(85)	(252)	1,057	738
At 31 December 2017	444	322	331	1,476	2,573
Credited/(charged) to profit or loss	360	(322)	(189)	476	325
At 31 December 2018	<b>804</b>	—	<b>142</b>	<b>1,952</b>	<b>2,898</b>

#### (c) Deferred tax assets not recognised

Deferred tax assets have not been recognised in respect of the following items:

	2018 RMB'000	2017 RMB'000
Unused tax losses — PRC	<b>352</b>	312

In accordance with the accounting policy set out in note 1(p), the Group has not recognised deferred tax assets of RMB88,000 (2017: RMB78,000) in respect of unused tax losses of certain subsidiaries as at 31 December 2018. The directors consider it is not probable that future taxable profits against which the losses can be utilised will be available in the relevant tax jurisdiction and entity.

Pursuant to the relevant laws and regulations in the PRC, the unrecognised tax losses at the end of the reporting period will expire in the following years:

	2018 RMB'000	2017 RMB'000
2022	<b>220</b>	312
2023	<b>132</b>	—
	<b>352</b>	312

(Expressed in Renminbi Yuan unless otherwise indicated)

**19 Income tax in the consolidated statement of financial position** (Continued)**(d) Deferred tax liabilities not recognised**

According to PRC corporate income tax laws and its implementation rules, dividends receivable by non-PRC corporate residents from PRC enterprises are subject to withholding tax at a rate of 10%, unless reduced by tax treaties or arrangements, for profits earned since 1 January 2008.

Deferred tax liabilities of RMB15,080,000 (2017: RMB8,233,000) were not recognised in respect of 10% PRC dividend withholding tax that would be payable on the distribution of retained profits of RMB150,800,000 as at 31 December 2018 (2017: RMB82,331,000) in respect of the Group's subsidiaries in the PRC as the Company controls the dividend policy of these subsidiaries and it was determined that it was probable that these profits would not be distributed in the foreseeable future.

**20 Provisions**

	<b>2018</b> <i>RMB'000</i>	2017 <i>RMB'000</i>
At 1 January	<b>1,288</b>	1,626
Additional provisions made	—	475
Provisions utilised	<b>(1,288)</b>	(813)
At 31 December	—	1,288

The Group were in contracts with certain communities that were operating at losses. The obligation for the future payments of these communities, net of expected property management service income, has been provided for.



## Notes to the Consolidated Financial Statements

(Expressed in Renminbi Yuan unless otherwise indicated)

### 21 Capital, reserves and dividends

#### (a) Movements in components of equity

The reconciliation between the opening and closing balances of each component of the Group's consolidated equity is set out in the consolidated statement of changes in equity. Details of the changes in the Company's individual components of equity between the beginning and the end of the year are set out below:

Company	Note	Share capital RMB'000 Note 21(b)	Share premium RMB'000 Note 21(d)(i)	Exchange reserve RMB'000 Note 21(d)(iv)	Accumulated losses RMB'000	Total RMB'000
<b>Balance at 6 July 2017</b>		—	—	—	—	—
<b>Changes in equity for 2017:</b>						
Total comprehensive income for the year		—	—	—	(4)	(4)
Issue of shares	21(b)	66	—	—	—	66
<b>Balance at 31 December 2017 and 1 January 2018</b>		<b>66</b>	<b>—</b>	<b>—</b>	<b>(4)</b>	<b>62</b>
<b>Changes in equity for 2018:</b>						
Total comprehensive income for the year		—	—	7	(1)	6
Issue of shares	21(b)	63	87,043	—	—	87,106
<b>Balance at 31 December 2018</b>		<b>129</b>	<b>87,043</b>	<b>7</b>	<b>(5)</b>	<b>87,174</b>

(Expressed in Renminbi Yuan unless otherwise indicated)

**21 Capital, reserves and dividends** (Continued)**(b) Share capital**

The Company was incorporated as an exempted company with limited liability in the Cayman Islands on 6 July 2017 with an authorised share capital of US\$50,000 divided into 50,000 shares with par value of US\$1.00 each.

On 6 July 2017 and 25 December 2017, the Company issued and allotted 1 share of US\$1.00 and 9,999 shares of US\$1.00 (RMB equivalent 66,000) with nil paid respectively, to the shareholders of the Company.

On 18 May 2018, the Company issued and allotted a total of 10,000 new shares of US\$1.00 (RMB equivalent 63,000) to the shareholders of the Company. The shareholders of the Company subscribed these 10,000 shares with total consideration of HK\$107 million (RMB equivalent 87 million) on 18 May 2018.

In accordance with the shareholders' resolution of the Company dated 21 February 2019, the Company's every issued and unissued share with par value of US\$1.00 each was subdivided into 10,000 shares with par value of US\$0.0001 each. In addition, the authorised share capital of the Company increased from US\$50,000 divided into 50,000 shares with par value of US\$1.00 each to US\$100,000 divided into 1,000,000,000 shares with par value of US\$0.0001 each by the creation of an additional 500,000,000 shares with par value of US\$0.0001 each.

Accordingly, the issued 20,000 shares of the Company as at 31 December 2018 with par value of US\$1.00 each were subdivided into 200,000,000 shares with par value of US\$0.0001 each thereafter.

**(c) Dividends****(i) Dividends payable to equity shareholders of the Company attributable to the year:**

	<b>2018</b>	2017
	<b>RMB'000</b>	RMB'000
Final dividend proposed after the consolidated statement of financial position date of HKD0.1 (2017: Nil) per ordinary share (assuming the over-allotment option is not exercised)	<b>22,878</b>	—

The final dividend proposed for shareholders' approval after the end of the reporting period has not been recognised as a liability at the end of the reporting period.

**(ii)** There was no dividends payable to equity shareholders of the Company attributable to the previous financial year, approved and paid during the year.

## Notes to the Consolidated Financial Statements

(Expressed in Renminbi Yuan unless otherwise indicated)

### 21 Capital, reserves and dividends (Continued)

#### (d) Nature and purpose of reserves

##### (i) Share premium

Share premium represents the difference between the consideration and the par value of the issued and paid up shares of the Company.

##### (ii) Capital reserve

For the purposes of the consolidated financial statements, the aggregate amount of the paid-in capital of all entities comprising the Group at the respective dates were recorded as capital reserve, after the elimination of investments in subsidiaries.

During the year ended 31 December 2017, Binjiang PM completed capitalisation of profit by declaring a dividend of RMB15,000,000 out of retained profit for conversion into paid-in capital of Binjiang PM, which was recorded as transfer to capital reserve within the equity in the consolidated financial statements.

During the years ended 31 December 2017 and 2018, the Group acquired 1% and 99% equity interests in Binjiang PM from the then equity holder of Binjiang PM, which is also controlled by Mr. QI Jinxing, as part of the Reorganisation. The total considerations of RMB86,484,000 have been fully settled during the year ended 31 December 2018. The considerations of RMB86,484,000 paid in connection with the acquisition are recorded within equity as deemed distribution arising from the Reorganisation.

##### (iii) PRC statutory reserves

Statutory reserves is established in accordance with the relevant PRC rules and regulations and the articles of association of the companies comprising the Group which are incorporated in the PRC until the reserve balance reaches 50% of their registered capital. The transfer to this reserve must be made before distribution of a dividend to equity holders.

For the entities concerned, statutory reserves can be used to cover previous years' losses, if any, and may be converted into capital in proportion to the existing equity interests of equity holders, provided that the balance of the reserve after such conversion is not less than 25% of the entity's registered capital.

##### (iv) Exchange reserve

The exchange reserve comprises all foreign exchange differences arising from the translation of the financial statements of operations outside the mainland China. The reserve is dealt with in accordance with the accounting policies set out in note 1(s).

(Expressed in Renminbi Yuan unless otherwise indicated)

### 21 Capital, reserves and dividends (Continued)

#### (e) Capital management

The Group's primary objectives when managing capital are to safeguard the Group's ability to continue as a going concern, so that it can continue to provide returns for shareholders and benefits for other stakeholders, by pricing services commensurately with the level of risk and by securing access to finance at a reasonable cost. The Group's overall strategy remains unchanged throughout the years ended 31 December 2017 and 2018.

The capital structure of the Group consists of bank loans less cash and cash equivalents, and equity of the Group, comprising issued share capital, retained profits and other reserves.

The directors of the Company review the capital structure periodically. Based on the operating budgets, the directors consider the cost of capital and the risks associated with each class of capital and balances its overall capital structure through the payment of dividends, new share issues as well as the issue of new debt or the redemption of existing debts.

The Group is not subject to externally imposed capital requirements throughout the reporting period.

### 22 Financial risk management

Exposure to credit and liquidity risks arise in the normal course of the Group's business.

Financial assets of the Group include cash and cash equivalents, financial assets measured at fair value through profit or loss and trade and other receivables. Financial liabilities of the Group include trade and other payables.

The Group's exposure to these risks and the financial risk management policies and practices used by the Group to manage these risks are described below.

#### (a) Credit risk

The Group's credit risk is primarily attributable to cash at bank and trade and other receivables. Management has a credit policy in place and the exposures to these credit risks are monitored on an ongoing basis.

The cash at bank of the Group are mainly held with well-known financial institutions. Management does not foresee any significant credit risks from these deposits and does not expect that these financial institutions may default and cause losses to the Group.

The Group's wealth management products classified as financial assets at fair value through profit or loss are issued by well-known financial institutions. The Group considers that there is no significant credit risk and these wealth management products did not generate any losses during the reporting period.

## Notes to the Consolidated Financial Statements

(Expressed in Renminbi Yuan unless otherwise indicated)

### 22 Financial risk management (Continued)

#### (a) Credit risk (Continued)

In respect of amounts due from related parties, the Group has assessed that the expected credit loss rate for these receivables is immaterial. Thus no loss allowance provision for these receivables was recognised during the reporting period.

In respect of deposits and prepayment, payments on behalf of property owners advances to employees and other receivables, the Group has assessed that the expected credit loss rate for these receivables is immaterial under 12 months expected losses method based on historical settlement records and looking-forward information (including the economic environment). Thus no loss allowance provision for these receivables was recognised during the reporting period.

In respect of trade receivables from third parties, the Group measures loss allowances at an amount equal to lifetime ECLs. The Group considers that a default event occurs when significant decrease in property management and other service fee collection rate and estimates the expected credit loss rate for each reporting period. For trade receivables relating to non-property management services, such as consulting services, these receivables are normally settled within 6 months. The Group has assessed that the expected credit loss rate for these receivables is immaterial under lifetime ECLs based on historical settlement records and looking-forward information (including the economic environment). The Group has no concentrations of credit risk in view of its large number of customers.

The following table provides information about the Group's exposure to credit risk and ECLs for trade receivables from third parties as at 31 December 2018 and 2017.

<b>At 31 December 2018</b>	<b>Expected loss rate</b>	<b>Gross carrying amount RMB'000</b>	<b>Loss allowance RMB'000</b>
<b>Non-property management services</b>			
Within 1 year	—	6,781	—
<b>Property management services</b>			
Within 1 year	15%	10,990	1,649
1 to 2 years	50%	909	455
Over 2 years	100%	1,114	1,114
Total		19,794	3,218

(Expressed in Renminbi Yuan unless otherwise indicated)

**22 Financial risk management** (Continued)**(a) Credit risk** (Continued)

At 31 December 2017	Expected loss rate	Gross carrying amount <i>RMB'000</i>	Loss allowance <i>RMB'000</i>
<b>Non-property management services</b>			
Within 1 year	—	5,310	—
<b>Property management services</b>			
Within 1 year	16%	2,770	433
1 to 2 years	50%	1,146	573
Over 2 years	100%	771	771
Total		9,997	1,777

Expected loss rates are based on actual loss experience over the past 3 years. These rates are adjusted to reflect differences between economic conditions during the period over which the historic data has been collected, current conditions and the Group's view of economic conditions over the expected lives of the receivables. Further quantitative disclosures in respect of Group's exposure to credit risk arising from trade and other receivables are set out in note 14.

**(b) Liquidity risk**

The Group's management reviews the liquidity position of the Group on an ongoing basis, including review of the expected cash inflows and outflows and maturity of loans and borrowings in order to ensure that it maintains sufficient reserves of cash and adequate committed lines of funding from major financial institutions and/or from other Group companies to meet its liquidity requirements in the short and longer term.

## Notes to the Consolidated Financial Statements

(Expressed in Renminbi Yuan unless otherwise indicated)

### 22 Financial risk management (Continued)

#### (b) Liquidity risk (Continued)

The following tables show the remaining contractual maturities at the end of each reporting period of the Group's financial liabilities, which are based on contractual undiscounted cash flows (including interest payments computed using contractual rates or, if floating, based on rates current at the end of each reporting period) and the earliest date the Group can be required to pay:

	As at 31 December 2018					Carrying amount at 31 December RMB'000
	Contractual undiscounted cash outflow					
	Within 1 year or on demand RMB'000	More than 1 year but less than 2 years RMB'000	More than 2 years but less than 5 years RMB'000	More than 5 years RMB'000	Total RMB'000	
Trade and other payables	214,960	—	—	—	214,960	214,960

	As at 31 December 2017					Carrying amount at 31 December RMB'000
	Contractual undiscounted cash outflow					
	Within 1 year or on demand RMB'000	More than 1 year but less than 2 years RMB'000	More than 2 years but less than 5 years RMB'000	More than 5 years RMB'000	Total RMB'000	
Trade and other payables	178,618	—	—	—	178,618	178,618

### 23 Commitments

At 31 December 2018, the total future minimum lease payments under non-cancellable operating leases in respect of properties are payable as follows:

	2018 RMB'000	2017 RMB'000
Within 1 year	2,882	699
After 1 year but within 5 years	65	214
	<b>2,947</b>	913

The Group leases a number of properties under operating leases. The leases typically run for an initial period of 1 to 2 years, with an option to renew the lease when all terms are renegotiated.

### 24 Contingent liabilities

The Group did not have any material contingent liabilities as at 31 December 2018.

(Expressed in Renminbi Yuan unless otherwise indicated)

## 25 Material related party transactions

In addition to the related party information disclosed elsewhere in the consolidated financial statements, the Group entered into the following significant related party transactions.

### (a) Name of and relationship with related parties

During the reporting period, transactions with the following parties are considered as related party transactions:

Name of related party	Relationship with the Group
Mr. QI Jinxing 戚金興先生	Controlling shareholder of the Company
Binjiang Holding and its subsidiaries 杭州濱江投資控股有限公司及其子公司	Mr. QI Jinxing is a controlling shareholder; the immediate holding company of Binjiang PM before the Reorganisation
Hangzhou Binbao Real Estate Development Co., Ltd. 杭州濱保房地產開發有限公司	Associate of Binjiang Holding
Hangzhou Jingbin Real Estate Co., Ltd. 杭州京濱置業有限公司	Associate of Binjiang Holding
Hangzhou Wanjia Star Real Estate Development Co., Ltd. 杭州萬家之星房地產開發有限公司	Associate of Binjiang Holding
Shanghai Binan Real Estate Development Co., Ltd. 上海濱安房地產開發有限公司	Associate of Binjiang Holding
Yiwu Binxin Estate Development Co., Ltd. 義烏濱信房地產開發有限公司	Associate of Binjiang Holding
Hangzhou Xinda Real Estate Co., Ltd. 杭州信達地產有限公司	Associate of Binjiang Holding
Hangzhou Xinda Aoti Real Estate Co., Ltd. 杭州信達奧體置業有限公司	Associate of Binjiang Holding
Hangzhou Tongda Real Estate Co., Ltd. 杭州同達置業有限公司	Associate of Binjiang Holding
Ningbo Binjiang Weibo Real Estate Co., Ltd. 寧波濱江維堡置業有限公司	Associate of Binjiang Holding
Hangzhou Xinrui Real Estate Co., Ltd. 杭州星悅房地產開發有限公司	Associate of Binjiang Holding

The English translation of the Company name is for reference only. The official names of these companies are in Chinese.



## Notes to the Consolidated Financial Statements

(Expressed in Renminbi Yuan unless otherwise indicated)

### 25 Material related party transactions (Continued)

#### (b) Key management personnel remuneration

Remuneration for key management personnel of the Group, including amounts paid to the Company's directors as disclosed in note 7 and certain of the highest paid employees as disclosed in note 8, is as follows:

	<b>2018</b> <i>RMB'000</i>	2017 <i>RMB'000</i>
Salaries, allowances and benefits in kind	<b>2,649</b>	914
Discretionary bonuses	<b>1,610</b>	2,068
Retirement scheme contributions	<b>108</b>	71
	<b>4,367</b>	3,053

Total remuneration is included in "staff costs" (see note 5(b)).

#### (c) Significant related party transactions

Particulars of significant transactions between the Group and the above related parties during the reporting period are as follows:

##### **Recurring transactions**

	<b>2018</b> <i>RMB'000</i>	2017 <i>RMB'000</i>
Property management services and consulting services income from:		
— Binjiang Holding and its subsidiaries	<b>81,087</b>	65,074
— Associates of Binjiang Holding	<b>44,457</b>	26,972
Receiving rental and other services from:		
— Binjiang Holding and its subsidiaries	<b>2,504</b>	2,841

(Expressed in Renminbi Yuan unless otherwise indicated)

**25 Material related party transactions** (Continued)**(d) Balances with related parties**

	<b>2018</b> <i>RMB'000</i>	2017 <i>RMB'000</i>
<b>Amounts due from:</b>		
Binjiang Holding and its subsidiaries		
— Trade nature	<b>4,774</b>	16,051
— Non-trade nature	<b>—</b>	44
	<b>4,774</b>	16,095
Associates of Binjiang Holding		
— Trade nature	<b>1,315</b>	2,752
<b>Amounts due to:</b>		
Binjiang Holding and its subsidiaries		
— Trade nature	<b>14,826</b>	2,315
— Non-trade nature	<b>290</b>	1,208
	<b>15,116</b>	3,523

Amounts due from/to related parties are unsecured and interest-free.

## Notes to the Consolidated Financial Statements

(Expressed in Renminbi Yuan unless otherwise indicated)

### 26 Company-level statement of financial position

	2018 RMB'000	2017 RMB'000
<b>Non-current asset</b>		
Interest in a subsidiary ( <i>note (i)</i> )	87,111	*
	87,111	*
<b>Current assets</b>		
Trade and other receivables	69	66
Cash and cash equivalents	3	4
	72	70
<b>Current liability</b>		
Trade and other payables	9	8
	9	8
<b>Net current assets</b>	63	62
<b>Total assets less current liabilities</b>	87,174	62
<b>NET ASSETS</b>	87,174	62
<b>CAPITAL AND RESERVES</b> ( <i>note 21(a)</i> )		
Share capital	129	66
Reserves	87,045	(4)
<b>TOTAL EQUITY</b>	87,174	62

\* Amount less than RMB1,000

- (i) The investment cost represented 2 ordinary shares of US\$1 in Robust Class Limited subscribed by the Company with total consideration of HK\$107 million (RMB equivalent 87 million) as at 31 December 2018.

(Expressed in Renminbi Yuan unless otherwise indicated)

## 27 Non-adjusting events after the reporting period

- (i) In accordance with the shareholders' resolution of the Company dated 21 February 2019, the Company's every issued and unissued share with par value of US\$1.00 each was subdivided into 10,000 shares with par value of US\$0.0001 each. In addition, the authorised share capital of the Company increased from US\$50,000 divided into 50,000 shares with par value of US\$1.00 each to US\$100,000 divided into 1,000,000,000 shares with par value of US\$0.0001 each by the creation of an additional 500,000,000 shares with par value of US\$0.0001 each.
- (ii) Subsequent to the end of the reporting period, the directors proposed a final dividend. Further details are disclosed in note 21(c)(i).
- (iii) On 15 March 2019, the Company issued the 66,700,000 shares with par value of US\$0.0001, at a price of HK6.96 per share by initial public offering. Gross proceeds from such issue amounted to HK464,232,000 before deducting underwriting fees, commissions and related expenses.

## 28 Immediate and ultimate controlling party

At 31 December 2018, the directors consider the immediate parent of the Group to be Great Dragon Ventures Limited. This entity does not produce financial statements available for public use. The directors consider the ultimate controlling party of the Group to be Mr. QI Jinxing.

## 29 Possible impact of amendments, new standards and interpretations issued but not yet effective for the year ended 31 December 2018

Up to the date of issue of these financial statements, the IASB has issued a number of amendments and new standards which are not yet effective for the year ended 31 December 2018 and which have not been adopted in these financial statements. These include the following which may be relevant to the Group.

	<b>Effective for accounting periods beginning on or after</b>
IFRS 16, <i>Leases</i>	1 January 2019
IFRS 17, <i>Insurance Contracts</i>	1 January 2021
Amendments to IFRS 10 and IAS 28, <i>Sale or contribution of assets between an investor and its associate and joint venture</i>	To be determined
Amendments to IAS 19, <i>Plan Amendment, Curtailment or Settlement</i>	1 January 2019
IFRIC 23, <i>Uncertainty over Income Tax Treatment</i>	1 January 2019
Amendments to IAS 28, <i>Long-term interest in associate or joint ventures</i>	1 January 2019
Annual improvements to IFRSs 2015–2017 cycle	1 January 2019

## Notes to the Consolidated Financial Statements

(Expressed in Renminbi Yuan unless otherwise indicated)

### 29 Possible impact of amendments, new standards and interpretations issued but not yet effective for the year ended 31 December 2018

(Continued)

The Group is in the process of making an assessment of what the impact of these amendments, new standards and interpretations are expected to be in the period of initial application. So far the Group has identified some aspects of the IFRS 16 which may have a significant impact on the consolidated financial statements. Further details of the expected impacts are discussed below.

#### IFRS 16, Leases

As disclosed in note 1(h), currently the Group classifies leases into finance leases and operating leases and accounts for the lease arrangements differently, depending on the classification of the lease. The Group enters into some leases as the lessor and others as the lessee.

IFRS 16 is not expected to impact significantly on the way that lessors account for their rights and obligations under a lease. However, once IFRS 16 is adopted, lessees will no longer distinguish between finance leases and operating leases. Instead, subject to practical expedients, lessees will account for all leases in a similar way to current finance lease accounting, i.e. at the commencement date of the lease the lessee will recognise and measure a lease liability at the present value of the minimum future lease payments and will recognise a corresponding "right-of-use" asset. After initial recognition of this asset and liability, the lessee will recognise interest expense accrued on the outstanding balance of the lease liability, and the depreciation of the right-of-use asset, instead of the current policy of recognising rental expenses incurred under operating leases on a systematic basis over the lease term. As a practical expedient, the lessee can elect not to apply this accounting model to short-term leases (i.e. where the lease term is 12 months or less) and to leases of low-value assets, in which case the rental expenses would continue to be recognised on a systematic basis over the lease term.

IFRS 16 will primarily affect the Group's accounting as a lessee of leases for properties, plant and equipment which are currently classified as operating leases. The application of the new accounting model is expected to lead to an increase in both assets and liabilities and to impact on the timing of the expense recognition in the statement of profit or loss over the period of the lease. The Group plans to elect to use the modified retrospective approach for the adoption of IFRS 16 and will recognise the cumulative effect of initial application as an adjustment to the opening balance of equity at 1 January 2019 and will not restate the comparative information. In addition, the Group plans to elect the practical expedient for not applying the new accounting model to short-term leases and leases of low-value assets. As disclosed in note 23, at 31 December 2018 the Group's future minimum lease payments under non-cancellable operating leases amount to RMB2,974,000 for properties, among which, RMB65,000 is payable after 1 year but within 5 years. The Group does not expect this new requirement will have any significant impact on the Group on adoption of IFRS 16.

The Group has decided not to early adopt IFRS 16 before this effective date.