



南海控股有限公司
NAN HAI CORPORATION LIMITED

NAN HAI
CORPORATION
LIMITED
南海控股有限公司

INTERIM REPORT 2019

Incorporated in Bermuda with limited liability

於百慕達註冊成立之有限公司

Stock Code 股份代碼: 680

中期報告

CORPORATE INFORMATION

The information of the Company as at the date of this report was as follows:

Directors

Executive Directors

Mr. YU Pun Hoi (*Chairman*)

Ms. LIU Rong (*Chief Executive Officer*)

Non-executive Director

Mr. LAM Bing Kwan

Independent Non-executive Directors

Mr. LAU Yip Leung

Mr. XIAO Sui Ning

Mr. HO Yeung Nang

Company Secretary

Ms. Jay Shree Aggarwal

Auditor

BDO Limited

Certified Public Accountants

Hong Kong

Bermuda Legal Adviser

Appleby

Hong Kong Legal Adviser

Gerry K.C. Wai & Co., Solicitors

Principal Place of Business in Hong Kong

12/F., The Octagon

No.6 Sha Tsui Road

Tsuen Wan

New Territories

Hong Kong

公司資料

於本報告日期，本公司之資料如下：

董事

執行董事

于品海先生(主席)

劉榮女士(行政總裁)

非執行董事

林秉軍先生

獨立非執行董事

劉業良先生

肖遂寧先生

何養能先生

公司秘書

Jay Shree Aggarwal 女士

核數師

香港立信德豪會計師事務所有限公司

執業會計師

香港

百慕達法律顧問

Appleby

香港法律顧問

韋智理律師行

香港主要營業地點

香港

新界

荃灣

沙咀道6號

嘉達環球中心12樓

CORPORATE INFORMATION *(Continued)*

Registered Office

Victoria Place, 5th Floor
31 Victoria Street
Hamilton HM10
Bermuda

Principal Registrar

MUFG Fund Services (Bermuda) Limited
4th Floor
North Cedar House
41 Cedar Avenue
Hamilton HM 12
Bermuda

Hong Kong Branch Share Registrar and Transfer Office

Tricor Abacus Limited
Level 54, Hopewell Centre
183 Queen's Road East
Hong Kong

Stock Code

680

Principal Bankers

DBS Bank (Hong Kong) Limited
The Hongkong and Shanghai Banking Corporation Limited
China CITIC Bank International Limited
Bank of Communications Co., Ltd.
Luso International Banking Ltd.
China Merchants Bank Co., Ltd.

Website Address

<http://www.nanhaicorp.com>

公司資料 *(續)*

註冊辦事處

Victoria Place, 5th Floor
31 Victoria Street
Hamilton HM10
Bermuda

主要股份過戶登記處

MUFG Fund Services (Bermuda) Limited
4th Floor
North Cedar House
41 Cedar Avenue
Hamilton HM 12
Bermuda

香港股份過戶登記分處

卓佳雅柏勤有限公司
香港
皇后大道東 183 號
合和中心 54 樓

股份代號

680

主要往來銀行

星展銀行(香港)有限公司
香港上海滙豐銀行有限公司
中信銀行(國際)有限公司
交通銀行股份有限公司
澳門國際銀行股份有限公司
招商銀行股份有限公司

網址

<http://www.nanhaicorp.com>

CONDENSED CONSOLIDATED INCOME
STATEMENT

For the six months ended 30 June 2019

簡明綜合收益表

截至2019年6月30日止六個月

		For the six months ended 30 June 截至6月30日止六個月		
		2019 HK\$'000 千港元 (Unaudited) (未經審核)	2018 HK\$'000 千港元 (Unaudited) (未經審核)	
		Notes 附註		
Revenue	收益	6(a)	5,607,886	8,635,655
Cost of sales and services provided	銷售及提供服務之成本		(2,504,311)	(2,703,856)
Gross profit	毛利		3,103,575	5,931,799
Other operating income	其他經營收入	6(b)	285,531	303,474
Selling and marketing expenses	銷售及市場推廣開支		(1,225,988)	(1,711,593)
Administrative expenses	行政開支		(534,967)	(672,680)
Other operating expenses	其他經營開支		(956,129)	(921,339)
Finance costs	融資成本	7	(765,229)	(522,270)
Gain on fair value change on financial liabilities at fair value through profit or loss	按公允價值於損益賬處理之金融負債之公允價值變動之收益		23,551	29,406
Expected credit loss on financial assets	金融資產之預期信貸虧損		(19,369)	(16,372)
Gain on disposal of non-current assets held-for-sale	處置持作出售之非流動資產之收益		-	21,710
Share of results of associates	應佔聯營公司業績		(14,105)	6,741
Share of results of joint ventures	應佔合營企業業績		(511)	521
Gain on fair value change on investment properties	投資物業公允價值變動之收益	13	1,428,853	1,053
Profit before income tax	所得稅前溢利	8	1,325,212	2,450,450
Income tax expense	所得稅開支	9	(1,315,959)	(1,452,849)
Profit for the period	期內溢利		9,253	997,601
Profit/(Loss) for the period attributable to:	以下人士應佔期內溢利/(虧損):			
Owners of the Company	本公司擁有人		90,956	984,438
Non-controlling interests	非控股權益		(81,703)	13,163
			9,253	997,601
Earnings per share for profit attributable to the owners of the Company during the period	期內本公司擁有人應佔溢利之每股盈利		HK cent 港仙	HK cent 港仙
— Basic	— 基本	11(a)	0.13	1.43
— Diluted	— 攤薄	11(b)	0.13	1.43

CONDENSED CONSOLIDATED STATEMENT OF
COMPREHENSIVE INCOME

For the six months ended 30 June 2019

簡明綜合全面收益報表

截至2019年6月30日止六個月

		For the six months ended 30 June 截至6月30日止六個月	
		2019 HK\$'000 千港元 (Unaudited) (未經審核)	2018 HK\$'000 千港元 (Unaudited) (未經審核)
Profit for the period	期內溢利	9,253	997,601
Other comprehensive income, including reclassification adjustments	其他全面收益，包括重新分類調整		
<i>Item that will not be reclassified subsequently to profit or loss:</i>	其後將不會重新分類至損益賬之項目：		
Fair value change on financial assets at fair value through other comprehensive income ("FVOCI"), net of tax	按公允價值於其他全面收益處理（「按公允價值於其他全面收益處理」）之金融資產之公允價值變動（扣除稅項）	37,267	16,117
<i>Items that may be reclassified subsequently to profit or loss:</i>	其後可能重新分類至損益賬之項目：		
Exchange loss on translation of financial statements of foreign operations	換算海外業務財務報表之匯兌虧損	(23,094)	(225,394)
Exchange loss on translation of financial statements of foreign associates	換算海外聯營公司財務報表之匯兌虧損	(186)	(1,562)
Exchange loss on translation of financial statements of foreign joint ventures	換算海外合營企業財務報表之匯兌虧損	(9)	(88)
Other comprehensive income for the period, including reclassification adjustments	期內其他全面收益，包括重新分類調整	13,978	(210,927)
Total comprehensive income for the period	期內全面收益總額	23,231	786,674
Total comprehensive income attributable to:	以下人士應佔全面收益總額：		
Owners of the Company	本公司擁有人	112,366	787,994
Non-controlling interests	非控股權益	(89,135)	(1,320)
		23,231	786,674

CONDENSED CONSOLIDATED STATEMENT OF
FINANCIAL POSITION

As at 30 June 2019

簡明綜合財務狀況報表

於2019年6月30日

	Notes 附註	30 June 2019 2019年 6月30日 HK\$'000 千港元 (Unaudited) (未經審核)	31 December 2018 2018年 12月31日 HK\$'000 千港元 (Audited) (經審核)
ASSETS AND LIABILITIES			
Non-current assets			
Property, plant and equipment	12	9,823,527	5,217,394
Investment properties	13	4,172,258	757,669
Prepaid land lease payments under operating leases		-	22,860
Interests in associates		113,083	134,326
Interests in joint ventures		30,168	30,688
Intangible assets	14	6,441,440	6,516,732
Deferred tax assets		1,245,400	930,791
Amounts due from related parties	25(b)	169,019	430,711
Financial assets at fair value through other comprehensive income		229,700	192,436
Financial assets at fair value through profit or loss		41	112
Long term trade receivables	15	414	764
Deposits, prepayments and other receivables		804,302	770,140
Pledged and restricted bank deposits		2,744,233	3,755,612
		25,773,585	18,760,235
Current assets			
Inventories		11,902,707	14,359,683
Financial assets at fair value through profit or loss		5,472	82,481
Trade receivables	15	463,962	538,800
Deposits, prepayments and other receivables		3,424,985	2,923,593
Amounts due from associates		21,663	15,129
Amounts due from joint ventures		98	2,327
Amounts due from related parties	25(b)	273,155	2,004
Pledged and restricted bank deposits		9,437,254	3,207,363
Cash and cash equivalents		726,288	1,334,598
		26,255,584	22,465,978

CONDENSED CONSOLIDATED STATEMENT OF
FINANCIAL POSITION (Continued)

As at 30 June 2019

簡明綜合財務狀況報表(續)

於2019年6月30日

	Notes 附註	30 June 2019 2019年 6月30日 HK\$'000 千港元 (Unaudited) (未經審核)	31 December 2018 2018年 12月31日 HK\$'000 千港元 (Audited) (經審核)
ASSETS AND LIABILITIES			
Current liabilities			
Trade payables	16	2,570,475	1,894,306
Other payables and accruals		1,856,887	2,123,644
Contract liabilities	6(a)	8,874,231	4,337,189
Provision for tax		4,554,865	4,844,022
Amount due to a director		22,144	65,132
Amounts due to associates		5,695	5,492
Amounts due to related parties	25(b)	125,833	178,959
Other employee benefits		20,435	16,923
Bank and other borrowings	17	13,742,504	6,805,091
Finance lease liabilities		-	42,078
Lease liabilities	18	351,633	-
Convertible and exchangeable bonds	19	-	1,150,721
Financial liability at fair value through profit or loss	19	-	21,476
		32,124,702	21,485,033
Net current (liabilities)/assets		(5,869,118)	980,945
Total assets less current liabilities		19,904,467	19,741,180
Non-current liabilities			
Long term trade payables	16	285	409
Other employee benefits		27,247	27,260
Bank and other borrowings	17	6,476,351	11,913,914
Finance lease liabilities		-	48,012
Lease liabilities	18	5,682,266	-
Provision for warranty		3,580	3,886
Financial liability at fair value through profit or loss		3,360	5,435
Deferred tax liabilities		1,521,153	786,925
		13,714,242	12,785,841
Net assets		6,190,225	6,955,339
EQUITY			
Share capital	20	686,455	686,455
Reserves		4,919,767	5,513,308
Equity attributable to the Company's owners		5,606,222	6,199,763
Non-controlling interests		584,003	755,576
Total equity		6,190,225	6,955,339

CONDENSED CONSOLIDATED STATEMENT
OF CASH FLOWS

For the six months ended 30 June 2019

簡明綜合現金流量報表

截至2019年6月30日止六個月

		For the six months ended 30 June 截至6月30日止六個月	
		2019 HK\$'000 千港元 (Unaudited) (未經審核)	2018 HK\$'000 千港元 (Unaudited) (未經審核)
Cash flows from operating activities	經營活動之現金流量		
<i>Net cash generated from operating activities</i>	<i>經營活動所得現金淨額</i>	5,618,478	981,695
Cash flows from investing activities	投資活動之現金流量		
Payments to acquire intangible assets	購進無形資產之付款	(1,329)	(31,993)
Payments to acquire property, plant and equipment other than right-of-use assets	購進除使用權資產外之物業、廠房及設備之付款	(253,016)	(387,041)
Payments to acquire financial assets at fair value through profit or loss	購進按公允價值於損益賬處理之金融資產之付款	–	(2,015)
Payments to acquire financial assets at fair value through other comprehensive income	購進按公允價值於其他全面收益處理之金融資產之付款	–	(1,689)
Proceeds from sales of financial assets at fair value through profit or loss	出售按公允價值於損益賬處理之金融資產所得款項	92,731	105,051
Net cash outflow arising from acquisition of interests in subsidiaries	購進附屬公司權益產生之現金流出淨額	–	(4,393)
Increase in long term deposits, other receivables and amounts due from related parties	長期按金、其他應收款項及應收關連方款項增加	(29,433)	(360,820)
Increase in pledged and restricted bank deposits	已抵押及受限制銀行存款增加	(5,315,291)	(1,188,298)
Interest received	已收利息	66,798	52,955
Payments of guarantee deposits	支付保證按金	(4,439)	–
Proceeds from disposal of property, plant and equipment	處置物業、廠房及設備所得款項	34,734	406
Proceeds from disposal of non-current assets held-for-sale	處置持作出售之非流動資產所得款項	–	36,728
<i>Net cash used in investing activities</i>	<i>投資活動所用現金淨額</i>	(5,409,245)	(1,781,109)

**CONDENSED CONSOLIDATED STATEMENT
OF CASH FLOWS** (Continued)

For the six months ended 30 June 2019

簡明綜合現金流量報表(續)

截至2019年6月30日止六個月

		For the six months ended 30 June	
		截至6月30日止六個月	
		2019	2018
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Cash flows from financing activities	融資活動之現金流量		
Proceeds from bank and other borrowings	銀行及其他借貸所得款項	2,441,707	3,290,283
Repayments of bank and other borrowings	償還銀行及其他借貸	(2,152,694)	(2,912,361)
Repayments of capital element of finance lease liabilities	償還融資租賃負債本金部分	-	(31,071)
Repayments of interest element of finance lease liabilities	償還融資租賃負債利息部分	-	(4,776)
Repayments of capital element of lease liabilities	償還租賃負債本金部分	(165,491)	-
Repayments of interest element of lease liabilities	償還租賃負債利息部分	(258,862)	-
Interest paid	已付利息	(614,912)	(778,922)
Repayment to a director	向一名董事還款	(43,730)	(2,601)
Payments to acquire non-controlling interests of subsidiaries	就收購附屬公司非控股權益付款	-	(4,652)
<i>Net cash used in financing activities</i>	<i>融資活動所用現金淨額</i>	(793,982)	(444,100)
Net decrease in cash and cash equivalents	現金及等同現金項目減少淨額	(584,749)	(1,243,514)
Cash and cash equivalents at 1 January	於1月1日之現金及等同現金項目	1,334,598	4,397,710
Effect of foreign exchange rate changes, on cash held	外幣匯率變動對所持現金之影響	(23,561)	(42,676)
Cash and cash equivalents at 30 June	於6月30日之現金及等同現金項目	726,288	3,111,520
Analysis of the balances of cash and cash equivalents	現金及等同現金項目結餘分析		
Cash at banks and in hand	銀行及庫存現金	726,288	3,111,520

CONDENSED CONSOLIDATED STATEMENT OF
CHANGES IN EQUITY

簡明綜合權益變動表

For the six months ended 30 June 2019

截至2019年6月30日止六個月

		Equity attributable to the Company's owners 本公司擁有人應佔權益										
		Share capital 股本 (note 20) (附註20) HK\$'000 千港元	Share premium 股份溢價 HK\$'000 千港元	Capital reserve 資本儲備 HK\$'000 千港元	General reserve 一般儲備 HK\$'000 千港元	FVOCI reserve 按公允價值 於其他全面 收益處理 之儲備 HK\$'000 千港元	Share-based payments reserve 以股份 支付之儲備 HK\$'000 千港元	Exchange reserve 匯兌儲備 HK\$'000 千港元	Retained profits 保留溢利 HK\$'000 千港元	Total 總額 HK\$'000 千港元	Non-controlling interests 非控股權益 HK\$'000 千港元	Total equity 權益總額 HK\$'000 千港元
At 1 January 2019 (audited)	於2019年1月1日(經審核)	686,455	11	2,448,044	202,454	3,256	178	118,128	2,741,237	6,199,763	755,576	6,955,339
Effect on adoption of HKFRS 16 (note 3)	採納香港財務報告準則第16號之影響(附註3)	-	-	-	-	-	-	-	(604,006)	(604,006)	(82,438)	(686,444)
At 1 January 2019 (restated)	於2019年1月1日(經重述)	686,455	11	2,448,044	202,454	3,256	178	118,128	2,137,231	5,595,757	673,138	6,268,895
Profit for the period	期內溢利	-	-	-	-	-	-	-	90,956	90,956	(81,703)	9,253
Other comprehensive income	其他全面收益	-	-	-	-	37,267	-	(15,857)	-	21,410	(7,432)	13,978
Total comprehensive income for the period	期內全面收益總額	-	-	-	-	37,267	-	(15,857)	90,956	112,366	(89,135)	23,231
Transfer to general reserve	撥入一般儲備	-	-	-	704	-	-	-	(704)	-	-	-
Share-based payment expense	以股份支付之開支	-	-	-	-	-	1,067	-	-	1,067	-	1,067
Dividends relating to 2018 (note 10)	2018年之股息(附註10)	-	-	-	-	-	-	-	(102,968)	(102,968)	-	(102,968)
At 30 June 2019 (unaudited)	於2019年6月30日(未經審核)	686,455	11	2,448,044	203,158	40,523	1,245	102,271	2,124,515	5,606,222	584,003	6,190,225

CONDENSED CONSOLIDATED STATEMENT OF
CHANGES IN EQUITY (Continued)

簡明綜合權益變動表(續)

For the six months ended 30 June 2019

截至2019年6月30日止六個月

		Equity attributable to the Company's owners 本公司擁有人應佔權益							Non- controlling interests	Total equity	
		Share capital	Share premium	Capital reserve	General reserve	FVOCI reserve 按公允價值 於其他全面 收益處理 之儲備	Exchange reserve 匯兌儲備	Retained profits 保留溢利			Total
		股本 (note 20) (附註20)	股份溢價	資本儲備	一般儲備				總額	非控股權益	權益總額
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
At 1 January 2018 (audited)	於2018年1月1日(經審核)	686,455	965,911	1,564,582	184,034	(1,580)	756,668	1,776,688	5,932,758	1,052,020	6,984,778
Profit for the period	期內溢利	-	-	-	-	-	-	984,438	984,438	13,163	997,601
Other comprehensive income	其他全面收益	-	-	-	-	16,117	(212,561)	-	(196,444)	(14,483)	(210,927)
Total comprehensive income for the period	期內全面收益總額	-	-	-	-	16,117	(212,561)	984,438	787,994	(1,320)	786,674
Acquisition of non-controlling interests in subsidiaries	收購附屬公司之非控股權益	-	-	(335)	-	-	-	-	(335)	(4,317)	(4,652)
Acquisition of a non-wholly-owned subsidiary	收購一間非全資附屬公司	-	-	-	-	-	-	-	-	2,801	2,801
Dividends to non-controlling interest of a subsidiary	向一間附屬公司非控股權益 支付之股息	-	-	-	-	-	-	-	-	(35,380)	(35,380)
Dividends relating to 2017 (note 10)	2017年之股息(附註10)	-	-	-	-	-	-	(157,885)	(157,885)	-	(157,885)
At 30 June 2018 (unaudited)	於2018年6月30日(未經審核)	686,455	965,911	1,564,247	184,034	14,537	544,107	2,603,241	6,562,532	1,013,804	7,576,336

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

For the six months ended 30 June 2019

1. GENERAL INFORMATION

Nan Hai Corporation Limited (the “Company”) is a limited liability company incorporated in Bermuda. The address of the Company’s registered office is, as at the date hereof, Victoria Place, 5th Floor, 31 Victoria Street, Hamilton HM10, Bermuda, and its principal place of business is 12/F., The Octagon, No. 6 Sha Tsui Road, Tsuen Wan, New Territories, Hong Kong. The Company’s shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “Hong Kong Stock Exchange”).

The Company and its subsidiaries (the “Group”) are principally engaged in culture and media services, property development, enterprise cloud services, news media business and innovative business.

2. BASIS OF PREPARATION

These condensed consolidated interim financial statements have been prepared in accordance with Hong Kong Accounting Standard 34, Interim Financial Reporting (“HKAS 34”), issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) and the applicable disclosure provisions of Main Board Listing Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”). These condensed consolidated interim financial statements were authorised for issue by the board of directors (the “Board”) on 29 August 2019.

These condensed consolidated interim financial statements have been prepared with the same accounting policies adopted in the 2018 annual financial statements, except for those that relate to new standards or interpretations effective for the first time for periods beginning on or after 1 January 2019. This is the first set of the Group’s financial statements in which HKFRS 16, Leases (“HKFRS 16”), has been adopted. Details of any changes in accounting policies are set out in note 3. Except for the adoption of HKFRS 16, the adoption of other new or amended Hong Kong Financial Reporting Standards (“HKFRSs”) have no material effect on these condensed consolidated interim financial statements. The Group has not early adopted any new or amended HKFRSs that has been issued but not yet effective in the current accounting period.

The preparation of these condensed consolidated interim financial statements in compliance with HKAS 34 requires the use of certain judgements, estimates and assumptions that affect the application of policies and the reported amounts of assets and liabilities, income and expenses on a year to date basis. Actual results may differ from these estimates. The areas where significant judgements and estimates have been made in preparing the condensed consolidated interim financial statements and their effect are disclosed in note 4.

簡明綜合中期財務報表附註

截至2019年6月30日止六個月

1. 一般資料

Nan Hai Corporation Limited (南海控股有限公司) (「本公司」) 乃於百慕達註冊成立之有限責任公司。於本報告日期，本公司之註冊辦事處地址為Victoria Place, 5th Floor, 31 Victoria Street, Hamilton HM10, Bermuda，其主要營業地點位於香港新界荃灣沙咀道6號嘉達環球中心12樓。本公司股份於香港聯合交易所有限公司(「香港聯交所」) 主板上市。

本公司及其附屬公司(「本集團」) 主要從事文化與傳播服務、房地產開發、企業雲服務、新聞傳播業務及創意商業。

2. 編製基準

此等簡明綜合中期財務報表乃根據香港會計師公會(「香港會計師公會」) 頒佈之香港會計準則第34號「中期財務報告」(「香港會計準則第34號」) 及香港聯合交易所有限公司主板證券上市規則(「上市規則」) 之適用披露規定條文編製。此等簡明綜合中期財務報表於2019年8月29日獲董事會(「董事會」) 授權刊發。

此等簡明綜合中期財務報表已按照與2018年年度財務報表所採納之相同會計政策編製，惟不包括於2019年1月1日或之後開始之期間首次生效之新訂準則或詮釋有關之會計政策。此乃本集團第一套採納香港財務報告準則第16號「租賃」(「香港財務報告準則第16號」) 編製之財務報表。任何會計政策變動之詳情載列於附註3。除採納香港財務報告準則第16號外，採納其他新訂或經修訂香港財務報告準則(「香港財務報告準則」) 對此等簡明綜合中期財務報表並無重大影響。於本會計期間，本集團並無提早採納任何已頒佈但尚未生效之新訂或經修訂香港財務報告準則。

編製符合香港會計準則第34號之此等簡明綜合中期財務報表須作出會影響政策應用以及年內迄今資產及負債、收入及開支呈報金額之若干判斷、估計及假設。實際結果可能與該等估計有所不同。編製簡明綜合中期財務報表時所作出重大判斷及估計的項目及其影響於附註4中披露。

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (Continued)

For the six months ended 30 June 2019

2. BASIS OF PREPARATION (Continued)

These condensed consolidated interim financial statements are presented in Hong Kong Dollars ("HK\$"), unless otherwise stated. These condensed consolidated interim financial statements contain condensed consolidated financial statements and selected explanatory notes. The notes include an explanation of events and transactions that are significant to an understanding of the changes in financial position and performance of the Group since the 2018 annual financial statements. These condensed consolidated interim financial statements and notes do not include all of the information required for a complete set of financial statements prepared in accordance with HKFRSs and should be read in conjunction with the 2018 annual financial statements.

These condensed consolidated interim financial statements have been prepared on a going concern basis which assumes the realisation of assets and satisfaction of liabilities in the ordinary course of business notwithstanding that the Group had net current liabilities of approximately HK\$5,869,118,000 as at 30 June 2019 (31 December 2018: net current assets of approximately HK\$980,945,000). The Board of the Company considers that the Group will have sufficient resources to satisfy its future working capital and other financing requirements in the foreseeable future based on the followings: (i) the Board considers that the Group will be able to generate positive cash flows from operation within the next twelve months; and (ii) with certain right-of-use assets, buildings, other property, plant and equipment, properties under development and completed properties held for sale, investment properties and pledged bank deposits amounting to approximately HK\$14,383,923,000 (31 December 2018: HK\$11,997,194,000) being pledged for existing credit facilities, the Board believes that the Group will be able to renew or replace the existing facilities upon expiry.

In view of above, the Board is of the opinion that the Group will have sufficient financial resources to satisfy its future working capital and other financing requirements for at least the next twelve months from the reporting date. Accordingly, these condensed consolidated interim financial statements have been prepared on a going concern basis.

簡明綜合中期財務報表附註(續)

截至2019年6月30日止六個月

2. 編製基準(續)

除另有指明者外，此等簡明綜合中期財務報表乃以港元(「港元」)呈列。此等簡明綜合中期財務報表載有簡明綜合財務報表及選定說明附註。該等附註包括對理解本集團自2018年年度財務報表刊發以來財務狀況及業績變動而言屬重大之事件及交易說明。此等簡明綜合中期財務報表及附註並不包括根據香港財務報告準則編製整套財務報表所需之所有資料，並應與本集團2018年年度財務報表一併閱讀。

儘管本集團於2019年6月30日錄得流動負債淨額約5,869,118,000港元(2018年12月31日：流動資產淨值約980,945,000港元)，惟此等簡明綜合中期財務報表已按持續經營基準編製，即假設可於日常業務過程中變現資產及償還負債。本公司董事會基於以下各項認為本集團將在不久將來具備充足資源滿足其未來營運資金及其他融資需求：(i)董事會認為本集團將在未來十二個月內自經營業務產生正現金流量；及(ii)就現有信貸融資抵押價值約14,383,923,000港元(2018年12月31日：11,997,194,000港元)之若干使用權資產、樓宇、其他物業、廠房及設備、發展中物業及已落成待售物業、投資物業以及已抵押銀行存款，故董事會相信本集團於到期時可重續或替換現有融資。

基於上文所述，董事會認為本集團將具備充足財務資源滿足其自報告日期起計未來最少十二個月之未來營運資金及其他融資需求。因此，此等簡明綜合中期財務報表已按持續經營基準編製。

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (Continued)

For the six months ended 30 June 2019

3. CHANGES IN HKFRSs

The HKICPA has issued a number of new or amended HKFRSs that are first effective for the current accounting period of the Group:

HKFRS 16	Leases
HK(IFRIC)-Int 23	Uncertainty over Income Tax Treatments
Amendments to HKFRS 9	Prepayment Features with Negative Compensation
Amendments to HKAS 19	Plan Amendment, Curtailment or Settlement
Amendments to HKAS 28	Long-term Interests in Associates and Joint Ventures
Annual Improvements to HKFRSs 2015–2017 Cycle	Amendments to HKFRS 3, Business Combinations
Annual Improvements to HKFRSs 2015–2017 Cycle	Amendments to HKFRS 11, Joint Arrangements
Annual Improvements to HKFRSs 2015–2017 Cycle	Amendments to HKAS 12, Income Taxes
Annual Improvements to HKFRSs 2015–2017 Cycle	Amendments to HKAS 23, Borrowing Costs

The impact of the adoption of HKFRS 16 has been summarised below. The other new or amended HKFRSs that are effective from 1 January 2019 did not have any material impact on the Group's accounting policies.

簡明綜合中期財務報表附註(續)

截至2019年6月30日止六個月

3. 香港財務報告準則變動

香港會計師公會已頒佈多項新訂或經修訂香港財務報告準則，該等準則於本集團之當前會計期間首次生效：

香港財務報告準則第16號	租賃
香港(國際財務報告詮釋委員會)–詮釋第23號	所得稅處理之不確定性
香港財務報告準則第9號之修訂	具有補償特性之提早還款
香港會計準則第19號之修訂	計劃修訂、縮減或結算
香港會計準則第28號之修訂	於聯營公司及合營企業之長期權益
香港財務報告準則2015年至2017年週期年度改進	香港財務報告準則第3號，業務合併之修訂
香港財務報告準則2015年至2017年週期年度改進	香港財務報告準則第11號，合營安排之修訂
香港財務報告準則2015年至2017年週期年度改進	香港會計準則第12號，所得稅之修訂
香港財務報告準則2015年至2017年週期年度改進	香港會計準則第23號，借貸成本之修訂

採納香港財務報告準則第16號之影響概述如下。自2019年1月1日起生效之其他新訂或經修訂香港財務報告準則對本集團之會計政策並無任何重大影響。

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (Continued)

For the six months ended 30 June 2019

3. CHANGES IN HKFRSs (Continued)

(i) Impact of the adoption of HKFRS 16

HKFRS 16 brings significant changes in accounting treatment for lease accounting, primarily for accounting for lessees. It replaces HKAS 17, Leases ("HKAS 17"), HK(IFRIC)-Int 4, Determining whether an Arrangement contains a Lease ("HK(IFRIC)-Int 4"), HK(SIC)-Int 15, Operating Leases — Incentives, and HK(SIC)-Int 27, Evaluating the Substance of Transactions Involving the Legal Form of a Lease. From a lessee's perspective, almost all leases are recognised in the statement of financial position as right-of-use assets and lease liabilities, with the narrow exception to this principle for leases which the underlying assets are of low-value or are determined as short-term leases. From a lessor's perspective, the accounting treatment is substantially unchanged from HKAS 17. For details of HKFRS 16 regarding its new definition of a lease, its impact on the Group's accounting policies and the transition method adopted by the Group as allowed under HKFRS 16, please refer to section (ii) to (v) of this note.

The Group has applied HKFRS 16 using the cumulative effect approach and recognised all the cumulative effect of initially applying HKFRS 16 as an adjustment to the opening balance of retained profits and non-controlling interests at the date of initial application. The comparative information presented in 2018 has not been restated and continues to be reported under HKAS 17 and related interpretations as allowed by the transition provision in HKFRS 16.

簡明綜合中期財務報表附註(續)

截至2019年6月30日止六個月

3. 香港財務報告準則變動(續)

(i) 採納香港財務報告準則第16號之影響

香港財務報告準則第16號為租賃會計的會計處理方式帶來重大變動，主要為承租人之會計處理。其取代香港會計準則第17號「租賃」（「香港會計準則第17號」）、香港（國際財務報告詮釋委員會）—詮釋第4號「釐定安排是否包括租賃」（「香港（國際財務報告詮釋委員會）—詮釋第4號」）、香港（準則詮釋委員會）—詮釋第15號「經營租賃—優惠」及香港（準則詮釋委員會）—詮釋第27號「評估涉及租賃法律形式交易的內容」。就承租人角度而言，幾乎所有租賃均於財務狀況報表中確認為使用權資產及租賃負債，此原則之少數例外為相關資產屬低價值之租賃或釐定為短期租賃之租賃。就出租人角度而言，與香港會計準則第17號相比，會計處理方式大致上維持不變。有關香港財務報告準則第16號有關其對租賃的新定義、其對本集團會計政策之影響及本集團按香港財務報告準則第16號所准許而採納之過渡方法之詳情，請參閱本附註第(ii)至(v)節。

本集團以累計影響法應用香港財務報告準則第16號，並於首次應用日期將首次應用香港財務報告準則第16號之所有累計影響確認為保留溢利及非控股權益期初結餘之調整。按香港財務報告準則第16號之過渡條文所准許，2018年所呈列比較資料並未重列，並繼續根據香港會計準則第17號及相關詮釋呈報。

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (Continued)

For the six months ended 30 June 2019

3. CHANGES IN HKFRSs (Continued)

(i) Impact of the adoption of HKFRS 16 (Continued)

The following tables summarised the impact of transition to HKFRS 16 on the condensed consolidated statement of financial position as of 31 December 2018 to that of 1 January 2019 (increase/(decrease)):

		HK\$'000 千港元 (Unaudited) (未經審核)
Impact on the condensed consolidated statement of financial position as at 1 January 2019		
Non-current assets		
Property, plant and equipment — right-of-use assets	物業、廠房及設備 — 使用權資產	5,025,820
Property, plant and equipment — equipment	物業、廠房及設備 — 設備	(141,189)
Prepaid land lease payments under operating leases	經營租賃下之預付土地租賃費	(22,860)
Deferred tax assets	遞延稅項資產	228,815
		5,090,586
Current assets		
Deposits, prepayments and other receivables	按金、預付款項及其他應收款項	(42,244)
		(42,244)
Current liabilities		
Other payables and accruals	其他應付款項及應計費用	(197,319)
Lease liabilities	租賃負債	334,277
Finance lease liabilities	融資租賃負債	(42,078)
		94,880
Non-current liabilities		
Lease liabilities	租賃負債	5,687,918
Finance lease liabilities	融資租賃負債	(48,012)
		5,639,906
Net assets		(686,444)
Equity		
Retained profits	保留溢利	(604,006)
Non-controlling interests	非控股權益	(82,438)
		(686,444)

簡明綜合中期財務報表附註(續)

截至2019年6月30日止六個月

3. 香港財務報告準則變動(續)

(i) 採納香港財務報告準則第16號之影響(續)

下表概述過渡至香港財務報告準則第16號對2018年12月31日至2019年1月1日簡明綜合財務狀況報表之影響(增加/(減少)):

NOTES TO THE CONDENSED CONSOLIDATED
INTERIM FINANCIAL STATEMENTS (Continued)

For the six months ended 30 June 2019

3. CHANGES IN HKFRSs (Continued)

(i) Impact of the adoption of HKFRS 16 (Continued)

The following reconciliation explains how the operating lease commitments disclosed by applying HKAS 17 as at 31 December 2018 could be reconciled to the lease liabilities at the date of initial application of HKFRS 16 recognised in the condensed consolidated statement of financial position as at 1 January 2019:

Reconciliation of operating lease commitments to lease liabilities:

		HK\$'000 千港元
Operating lease commitments as at 31 December 2018 (audited)	於2018年12月31日之經營租賃承擔(經審核)	13,363,397
Less: Short term leases for which lease terms end within 31 December 2019	減：租賃期於2019年12月31日內結束之短期租賃	(174,386)
Less: Lease contracted for but not yet commenced on 1 January 2019	減：已訂約但尚未於2019年1月1日開始之租賃	(3,718,049)
Less: Future interest expenses	減：未來利息開支	(3,635,619)
Add: Leases included in extension option which the Group considers reasonably certain to exercise	加：計入本集團認為合理確定行使延期選擇權之租賃	96,762
Add: Finance lease liabilities as at 31 December 2018	加：於2018年12月31日之融資租賃負債	90,090
Total lease liabilities as at 1 January 2019 (unaudited)	於2019年1月1日之租賃負債總額(未經審核)	6,022,195

The lessee's weighted average incremental borrowing rates applied to calculate lease liabilities in the condensed consolidated statement of financial position as at 1 January 2019 are ranged from 5.16% to 11.34%.

簡明綜合中期財務報表附註(續)

截至2019年6月30日止六個月

3. 香港財務報告準則變動(續)

(i) 採納香港財務報告準則第16號之影響(續)

以下對賬闡釋於2018年12月31日應用香港會計準則第17號披露之經營租賃承擔如何與於2019年1月1日之簡明綜合財務狀況報表中確認於首次應用香港財務報告準則第16號日期之租賃負債進行對賬：

經營租賃承擔與租賃負債之對賬：

於2019年1月1日之簡明綜合財務狀況報表內計算租賃負債所應用承租人加權平均增量借貸利率範圍介乎5.16%至11.34%。

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (Continued)

For the six months ended 30 June 2019

3. CHANGES IN HKFRSs (Continued)

(ii) The new definition of a lease

Under HKFRS 16, a lease is defined as a contract, or part of a contract, that conveys the right to use an asset (the underlying asset) for a period of time in exchange for consideration. A contract conveys the right to control the use of an identified asset for a period of time when the customer, throughout the period of use, has both: (a) the right to obtain substantially all of the economic benefits from use of the identified asset; and (b) the right to direct the use of the identified asset.

For a contract that contains a lease component and one or more additional lease or non-lease components, a lessee shall allocate the consideration in the contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components, unless the lessee apply the practical expedient which allows the lessee to elect, by class of underlying asset, not to separate non-lease components from lease components, and instead, account for each lease component and any associated non-lease components as a single lease component.

The Group has elected not to separate non-lease components and account for all each lease component and any associated non-lease components as a single lease component for all leases.

簡明綜合中期財務報表附註(續)

截至2019年6月30日止六個月

3. 香港財務報告準則變動(續)

(ii) 租賃的新定義

根據香港財務報告準則第16號，租賃被定義為以代價獲得資產(相關資產)於一段時間內的使用權的一項合約或合約的一部分。當客戶於整個使用期間同時：(a) 有權獲取使用已識別資產帶來的絕大部分經濟利益；及(b) 有權指示已識別資產的用途時，合約附帶權利可於一段時間內控制已識別資產的用途。

就含有租賃成分以及一項或多項額外租賃或非租賃成分的合約而言，承租人須將合約代價分配至各租賃成分，基準是租賃成分的相對獨立價格及非租賃成分的總獨立價格，除非承租人應用實際權宜方法使承租人可按相關資產類別選擇不從租賃成分中區分非租賃成分，而是將各租賃成分及任何相關非租賃成分入賬列作單一租賃成分。

本集團已選擇不區分非租賃成分並就本集團為承租人的所有租賃將所有各租賃成分及任何相關非租賃成分入賬列作單一租賃成分。

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (Continued)

For the six months ended 30 June 2019

3. CHANGES IN HKFRSs (Continued)

(iii) Accounting as a lessee

Under HKAS 17, a lessee has to classify a lease as an operating lease or a finance lease based on the extent to which risks and rewards incidental to ownership of a lease asset lie with the lessor or the lessee. If a lease is determined as an operating lease, the lessee would recognise the lease payments under the operating lease as an expense over the lease term. The asset under the lease would not be recognised in the statement of financial position of the lessee.

Under HKFRS 16, all leases (irrespective of they are operating leases or finance leases) are required to be capitalised in the statement of financial position as right-of-use assets and lease liabilities, but HKFRS 16 provides accounting policy choices for an entity to choose not to capitalise (i) leases which are short-term leases and/or (ii) leases for which the underlying asset is of low-value. The Group has elected not to recognise right-of-use assets and lease liabilities for low-value assets and leases for which at the commencement date have a lease term less than 12 months. The lease payments associated with those leases have been expensed on straight-line basis over the lease term.

The Group recognised a right-of-use asset and a lease liability at the commencement date of a lease.

簡明綜合中期財務報表附註(續)

截至2019年6月30日止六個月

3. 香港財務報告準則變動(續)

(iii) 作為承租人的會計處理

根據香港會計準則第17號，承租人須根據租賃資產擁有權隨附風險及回報與出租人或承租人的相關程度將租賃分類為經營租賃或融資租賃。倘租賃釐定為經營租賃，承租人將於租賃期內將經營租賃項下的租賃付款確認為一項開支。租賃項下的資產將不會於承租人的財務狀況報表內確認。

根據香港財務報告準則第16號，所有租賃(不論為經營租賃或融資租賃)須於財務狀況報表資本化為使用權資產及租賃負債，惟香港財務報告準則第16號為實體提供會計政策選擇，可選擇不將(i)屬短期租賃的租賃及/或(ii)相關資產為低價值的租賃進行資本化。本集團已選擇不就低價值資產以及於開始日期租賃期少於12個月的租賃確認使用權資產及租賃負債。與該等租賃相關的租賃付款已於租賃期內按直線法支銷。

本集團於租賃開始當日確認使用權資產及租賃負債。

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (Continued)

For the six months ended 30 June 2019

3. CHANGES IN HKFRSs (Continued)

(iii) Accounting as a lessee (Continued)

Right-of-use asset

The right-of-use asset should be recognised at cost and would comprise: (i) the amount of the initial measurement of the lease liability (see below for the accounting policy to account for lease liability); (ii) any lease payments made at or before the commencement date, less any lease incentives received; (iii) any initial direct costs incurred by the lessee; and (iv) an estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset to the condition required by the terms and conditions of the lease, unless those costs are incurred to produce inventories. Except for right-of-use asset that meets the definition of an investment property or a class of property, plant and equipment to which the Group applies the revaluation model, the Group measures the right-of-use assets by applying a cost model. Under the cost model, the Group measures the right-of-use assets at cost, less any accumulated depreciation and any impairment losses, and adjusted for any remeasurement of lease liability. For right-of-use asset that meets the definition of an investment property, they are carried at fair value and for right-of-use asset that meets the definition of a leasehold land and buildings held for own use, they are carried at depreciated cost. The right-of-use assets are depreciated on a straight-line basis over the shorter of their estimated useful lives or the lease terms.

For the Group, leasehold land and buildings that were held to earn rental or for capital appreciation purpose would continue to be accounted for under HKAS 40 and would be carried at fair value. The adoption of HKFRS 16 therefore does not have any material impact on these right-of-use assets. Other than the above right-of-use assets, the Group also has leased a number of properties under tenancy agreements which the Group exercises its judgement and determines that it is a separate class of asset apart from the leasehold land and buildings which is held for own use. As a result, the right-of-use assets arising from the properties under tenancy agreements are carried at depreciated cost.

簡明綜合中期財務報表附註(續)

截至2019年6月30日止六個月

3. 香港財務報告準則變動(續)

(iii) 作為承租人的會計處理(續)

使用權資產

使用權資產應按成本確認並將包括：(i) 初步計量租賃負債的金額(見下文有關租賃負債入賬的會計政策)；(ii) 於開始日期或之前作出的任何租賃付款減已收取的任何租賃獎勵；(iii) 承租人產生的任何初始直接成本；及(iv) 承租人根據租賃條款及條件規定的情況下分解及移除相關資產時將產生的估計成本，惟該等成本乃為生產存貨而產生則除外。除符合投資物業定義或本集團應用重估模式之物業、廠房及設備類別之使用權資產外，本集團採用成本模式計量使用權資產。根據成本模式，本集團按成本減任何累計折舊及任何減值虧損計量使用權資產，並就租賃負債的任何重新計量作出調整。就符合投資物業定義之使用權資產而言，其按公允價值列賬，而就符合持作自用之租賃土地及樓宇定義之使用權資產而言，其按折舊成本列賬。使用權資產按估計可使用年期或租賃期(以較短者為準)以直線法折舊。

就本集團而言，為賺取租金或資本增值目的而持有之租賃土地及樓宇將繼續根據香港會計準則第40號入賬，並按公允價值列賬。因此，採納香港財務報告準則第16號對此等使用權資產並無任何重大影響。除上述使用權資產外，本集團亦已根據租賃協議租賃多個物業，而本集團對有關租賃作出判斷，並確定其為持作自用之租賃土地及樓宇以外之個別資產類別。因此，租賃協議項下物業所產生之使用權資產按折舊成本列賬。

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (Continued)

For the six months ended 30 June 2019

3. CHANGES IN HKFRSs (Continued)

(iii) Accounting as a lessee (Continued)

Lease liability

The lease liability should be recognised at the present value of the lease payments that are not paid at the date of commencement of the lease. The lease payments shall be discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the Group shall use the lessee's incremental borrowing rate.

The following payments for the right to use the underlying asset during the lease term that are not paid at the commencement date of the lease are considered to be lease payments: (i) fixed payments less any lease incentives receivable; (ii) variable lease payments that depend on an index or a rate, initially measured using the index or rate as at commencement date; (iii) amounts expected to be payable by the lessee under residual value guarantees; (iv) the exercise price of a purchase option if the lessee is reasonably certain to exercise that option; and (v) payments of penalties for terminating the lease, if the lease term reflects the lessee exercising an option to terminate the lease.

Subsequent to the commencement date, a lessee shall measure the lease liability by: (i) increasing the carrying amount to reflect interest on the lease liability; (ii) reducing the carrying amount to reflect the lease payments made; and (iii) remeasuring the carrying amount to reflect any reassessment or lease modifications, e.g. a change in future lease payments arising from change in an index or rate, a change in the lease term, a change in the in-substance fixed lease payments or a change in assessment to purchase the underlying asset.

簡明綜合中期財務報表附註(續)

截至2019年6月30日止六個月

3. 香港財務報告準則變動(續)

(iii) 作為承租人的會計處理(續)

租賃負債

租賃負債應按並非於租賃開始日期支付之租賃付款的現值確認。租賃付款將採用租賃暗含的利率貼現(倘該利率可輕易釐定)。倘該利率無法輕易釐定，本集團將採用承租人的增量借貸利率。

下列並非於租賃開始日期支付的租賃期內就使用相關資產權利支付的款項被視為租賃付款：(i) 固定付款減任何應收租賃獎勵；(ii) 初步按開始日期之指數或利率計量的浮動租賃付款(取決於指數或利率)；(iii) 承租人根據剩餘價值擔保預期將支付的款項；(iv) 倘承租人合理確定行使購買選擇權，該選擇權的行使價；及(v) 倘租賃期反映承租人行使選擇權終止租賃，終止租賃的罰款付款。

於開始日期後，承租人將透過下列方式計量租賃負債：(i) 增加賬面值以反映租賃負債的利息；(ii) 減少賬面值以反映作出的租賃付款；及(iii) 重新計量賬面值以反映任何重估或租賃修改，如指數或利率變動導致日後租賃付款變動、租賃期變動、實質固定租賃付款變動或購買相關資產的評估變動。

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (Continued)

For the six months ended 30 June 2019

3. CHANGES IN HKFRSs (Continued)

(iv) Accounting as a lessor

The Group has leased out its investment properties to a number of tenants. As the accounting under HKFRS 16 for a lessor is substantially unchanged from the requirements under HKAS 17, the adoption of HKFRS 16 does not have material impact on these condensed consolidated interim financial statements.

(v) Transition

As mentioned above, the Group has applied HKFRS 16 using the cumulative effect approach and recognised all the cumulative effects of initially applying HKFRS 16 as an adjustment to the opening balance of retained profits and non-controlling interests at the date of initial application (1 January 2019). The comparative information presented in 2018 has not been restated and continues to be reported under HKAS 17 and related interpretations as allowed by the transition provision in HKFRS 16.

The Group has recognised the lease liabilities at the date of 1 January 2019 for leases previously classified as operating leases by applying HKAS 17 and measured those lease liabilities at the present value of the remaining lease payments, discounted using the lessee's incremental borrowing rate as at 1 January 2019.

The Group has elected to recognise all the right-of-use assets at 1 January 2019 for leases previously classified as operating leases under HKAS 17 on a lease-by-lease basis, to measure at either: (i) as if HKFRS 16 had been applied since the commencement date, but discounted using the lessee's incremental borrowing rate at the date of initial application; and (ii) equal to the lease liability, adjusted by the amount of any prepaid or accrued lease payments relating to that lease recognised in the statement of financial position immediately before the date of initial application. For all these right-of-use assets, the Group has applied HKAS 36, Impairment of Assets, at 1 January 2019 to assess if there was any impairment as on that date.

簡明綜合中期財務報表附註(續)

截至2019年6月30日止六個月

3. 香港財務報告準則變動(續)

(iv) 作為出租人的會計處理

本集團已將其投資物業出租予多名租戶。由於根據香港財務報告準則第16號作為出租人的會計處理與香港會計準則第17號的規定大致相同，採納香港財務報告準則第16號對此等簡明綜合中期財務報表並無重大影響。

(v) 過渡

誠如上文所述，本集團已採用累計影響法應用香港財務報告準則第16號，並將首次應用香港財務報告準則第16號的所有累積影響確認為於首次應用日期(2019年1月1日)保留溢利及非控股權益期初結餘的調整。按香港財務報告準則第16號之過渡條文所准許，2018年所呈列比較資料並未重列，並繼續根據香港會計準則第17號及相關詮釋呈報。

本集團已於2019年1月1日就先前應用香港會計準則第17號分類為經營租賃的租賃確認租賃負債並按餘下租賃付款的現值(採用於2019年1月1日的承租人增量借貸利率貼現)計量該等租賃負債。

本集團已選擇於2019年1月1日就先前根據香港會計準則第17號分類為經營租賃的租賃按個別租賃基準確認所有使用權資產，並按照以下方式計量：(i) 猶如香港財務報告準則第16號自開始日期起已經應用，惟採用首次應用日期的承租人增量借貸利率進行貼現；及(ii) 相等於租賃負債，經有關緊接首次應用日期前於財務狀況報表確認之租賃之任何預付或應計租賃付款金額作出調整。就所有該等使用權資產而言，本集團已於2019年1月1日應用香港會計準則第36號「資產減值」以評估該日是否有任何減值。

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (Continued)

For the six months ended 30 June 2019

3. CHANGES IN HKFRSs (Continued)

(v) Transition (Continued)

The Group has also applied the following practical expedients: (i) applied a single discount rate to a portfolio of leases with reasonably similar characteristics; (ii) applied the exemption of not to recognise right-of-use assets and lease liabilities for leases with term that will end within 12 months of the date of initial application (1 January 2019) and accounted for those leases as short-term leases; (iii) exclude the initial direct costs from the measurement of the right-of-use assets at 1 January 2019; and (iv) used hindsight in determining the lease terms if the contracts contain options to extend or terminate the leases.

In addition, the Group has also applied the practical expedients such that: (i) HKFRS 16 is applied to all of the Group's lease contracts that were previously identified as leases by applying HKAS 17 and HK(IFRIC)-Int 4; and (ii) not to apply HKFRS 16 to contracts that were not previously identified as containing a lease under HKAS 17 and HK(IFRIC)-Int 4.

The Group has also leased certain projection equipment which previously were classified as finance leases under HKAS 17. As the Group has elected to adopt the cumulative effect method over the adoption of HKFRS 16, for those finance leases under HKAS 17, the right-of-use assets and the corresponding lease liabilities at 1 January 2019 were the carrying amount of the lease assets and lease liabilities under HKAS 17 immediately before that date. For those leases, the Group has accounted for the right-of-use assets and the lease liabilities by applying HKFRS 16 from 1 January 2019.

簡明綜合中期財務報表附註(續)

截至2019年6月30日止六個月

3. 香港財務報告準則變動(續)

(v) 過渡(續)

本集團亦已應用下列實際權宜方法：(i) 就具有合理相似特徵的租賃組合應用單一貼現率；(ii) 應用將於首次應用日期(2019年1月1日)起計12個月內結束之使用權資產及租賃負債之豁免，並將該等租賃確認為短期租賃；(iii) 不包括於2019年1月1日計量使用權資產產生的初步直接成本；及(iv) 倘合約載有延長或終止租賃的選擇權，則於事後釐定租賃期。

此外，本集團亦已應用實際權宜方法以便：(i) 將香港財務報告準則第16號應用於本集團先前應用香港會計準則第17號及香港(國際財務報告詮釋委員會)－詮釋第4號識別為租賃的所有租賃合約；及(ii) 並無將香港財務報告準則第16號應用於先前並無根據香港會計準則第17號及香港(國際財務報告詮釋委員會)－詮釋第4號識別為含有租賃的合約。

本集團亦已承租其先前根據香港會計準則第17號分類為融資租賃的若干放映設備。由於本集團就採納香港財務報告準則第16號選擇採用累計影響法，故就該等於香港會計準則第17號項下之融資租賃而言，於2019年1月1日之使用權資產及相應租賃負債為於緊接該日前香港會計準則第17號項下租賃資產及租賃負債的賬面值。就該等租賃而言，本集團自2019年1月1日起應用香港財務報告準則第16號將使用權資產及租賃負債入賬。

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (Continued)

For the six months ended 30 June 2019

4. USE OF JUDGEMENTS AND ESTIMATES

In preparing these condensed consolidated interim financial statements, the significant judgements made by the management in applying the Group's accounting policies and the key sources of estimation uncertainty were the same as those that applied to the consolidated financial statements for the year ended 31 December 2018, except for new significant judgements and key sources of estimation uncertainty related to the application of HKFRS 16 as described in note 3.

5. SEGMENT INFORMATION

The Group identifies operating segments and prepares segment information based on the regular internal financial information reported to the executive directors for their decisions about resources allocation to the Group's business components and for their review of the performance of those components. The business components in the internal financial information reported to the executive directors are determined following the Group's major products and service lines.

The Group has identified the following five reportable segments:

- (a) Enterprise cloud services
- (b) Property development
- (c) Culture and media services
- (d) News media business*
- (e) Innovative business

Information about other business activities and operating segments that are not reportable are combined and disclosed in "all other segments". All other segments included trading of securities and property management.

Each of these operating segments is managed separately as each of the product and service lines requires different resources as well as marketing approaches.

* Despite operating in the novel form of internet, the core value of this segment is news media communication. Therefore, the name of the segment was amended from "Internet lifestyle platform" to "News media business" to reflect its commercial substance.

簡明綜合中期財務報表附註(續)

截至2019年6月30日止六個月

4. 判斷及估計之運用

編製此等簡明綜合中期財務報表時，管理層在應用本集團會計政策時作出之重大判斷及估計不確定因素之主要來源與截至2018年12月31日止年度之綜合財務報表所應用者相同，惟如附註3所述與應用香港財務報告準則第16號相關之新重大判斷及估計不確定因素之主要來源除外。

5. 分部資料

本集團根據就執行董事作出有關向本集團各業務環節分配資源之決策及審閱該等環節表現向彼等報告之一般內部財務資料，釐定經營分部，並編製分部資料。向執行董事報告的內部財務資料所載業務環節按本集團主要產品及服務釐定。

本集團已定出以下五項可呈報分部：

- (a) 企業雲服務
- (b) 房地產開發
- (c) 文化與傳播服務
- (d) 新聞傳播業務*
- (e) 創意商業

有關其他未能呈報業務活動及經營分部的資料已加以合併，於「所有其他分部」披露。所有其他分部包括證券買賣及物業管理。

由於各項產品及服務所需資源及推廣方針有所不同，各經營分部獨立管理。

* 儘管該分部以互聯網之新形態經營，惟其所傳遞核心價值為新聞傳播溝通。因此，分部名稱由「互聯網生活平台」修訂為「新聞傳播業務」，以反映其商業實質。

NOTES TO THE CONDENSED CONSOLIDATED
INTERIM FINANCIAL STATEMENTS (Continued)

For the six months ended 30 June 2019

5. SEGMENT INFORMATION (Continued)

Inter-segment transactions are priced with reference to prices charged to external parties for similar order. Certain corporate income and expenses are not allocated to the operating segments as they are not included in the measure of segment's profit or loss that is used by the chief operating decision-maker for assessment of segment performance.

As further explained in note 3(v), the Group has adopted cumulative effect approach on the adoption of HKFRS 16. As a result, right-of-use assets and lease liabilities under HKFRS 16 have been recognised but comparative information is not restated.

The segment results for the six months ended 30 June 2019 and 30 June 2018 are as follows:

		For the six months ended 30 June 2019 (Unaudited)						
		截至2019年6月30日止六個月(未經審核)						
		Enterprise cloud services	Property development	Culture and media services	News media business	Innovative business	All other segments	Total
		企業 雲服務	房地產 開發	文化與 傳播服務	新聞傳播 業務	創意商業	所有 其他分部	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元
Revenue	收益							
From external customers	來自對外客戶	469,332	2,532,919	2,356,817	39,844	166,472	42,502	5,607,886
From inter-segments	來自分部間	3,940	-	-	-	-	9,324	13,264
Reportable and all other segments revenue	可呈報及所有其他分部 收益	473,272	2,532,919	2,356,817	39,844	166,472	51,826	5,621,150
Reportable and all other segments (loss)/profit before income tax	可呈報及所有其他分部 所得稅前(虧損)/溢利	(45,655)	2,387,743	(451,085)	(209,079)	(185,136)	11,769	1,508,557

簡明綜合中期財務報表附註(續)

截至2019年6月30日止六個月

5. 分部資料(續)

分部間交易之定價乃參考類似訂單向外部人士收取之價格。若干企業收入及開支不會分配至經營分部，原因為其不包括在主要營運決策者評估分部表現所使用之分部損益之計量內。

誠如附註3(v)進一步所述，本集團已就採納香港財務報告準則第16號選擇採用累計影響法。因此，香港財務報告準則第16號項下之使用權資產及租賃負債已獲確認，惟比較資料並未重列。

截至2019年6月30日及2018年6月30日止六個月之分部業績如下：

NOTES TO THE CONDENSED CONSOLIDATED
INTERIM FINANCIAL STATEMENTS (Continued)

For the six months ended 30 June 2019

5. SEGMENT INFORMATION (Continued)

簡明綜合中期財務報表附註(續)

截至2019年6月30日止六個月

5. 分部資料(續)

		For the six months ended 30 June 2018 (Unaudited) 截至2018年6月30日止六個月(未經審核)						
		Enterprise cloud services 企業 雲服務 HK\$'000 千港元	Property development 房地產 開發 HK\$'000 千港元	Culture and media services 文化與 傳播服務 HK\$'000 千港元	News media business 新聞傳播 業務 HK\$'000 千港元	Innovative business 創意商業 HK\$'000 千港元	All other segments 所有 其他分部 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Revenue	收益							
From external customers	來自對外客戶	503,883	5,106,057	2,691,571	20,916	288,473	24,755	8,635,655
From inter-segments	來自分部間	4,633	-	28,995	81,461	7,634	10,446	133,169
Reportable and all other segments revenue	可呈報及所有其他分部 收益	508,516	5,106,057	2,720,566	102,377	296,107	35,201	8,768,824
Reportable and all other segments (loss)/profit before income tax	可呈報及所有其他分部 所得稅前(虧損)/溢利	(68,752)	3,291,124	2,801	(180,517)	(363,482)	(56,724)	2,624,450

NOTES TO THE CONDENSED CONSOLIDATED
INTERIM FINANCIAL STATEMENTS (Continued)

For the six months ended 30 June 2019

5. SEGMENT INFORMATION (Continued)

Revenue is disaggregated by primary geographical markets and timing of revenue recognition as follows:

簡明綜合中期財務報表附註(續)

截至2019年6月30日止六個月

5. 分部資料(續)

收益按主要地區市場及收益確認時間分開呈報如下：

		For the six months ended 30 June 2019 (Unaudited) 截至2019年6月30日止六個月(未經審核)						
		Enterprise cloud services 企業 雲服務 HK\$'000 千港元	Property development 房地產 開發 HK\$'000 千港元	Culture and media services 文化與 傳播服務 HK\$'000 千港元	News media business 新聞傳播 業務 HK\$'000 千港元	Innovative business 創意商業 HK\$'000 千港元	All other segments 所有 其他分部 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Primary geographical markets	主要地區市場							
Mainland China	中國內地	469,231	2,532,919	2,356,816	-	13,854	42,502	5,415,322
Hong Kong	香港	101	-	1	39,844	11,594	-	51,540
North America	北美	-	-	-	-	89,386	-	89,386
Europe	歐洲	-	-	-	-	30,823	-	30,823
Australia	澳洲	-	-	-	-	7,921	-	7,921
Others	其他	-	-	-	-	12,894	-	12,894
Total	總計	469,332	2,532,919	2,356,817	39,844	166,472	42,502	5,607,886
Timing of revenue recognition	收益確認時間							
At a point in time	於某一時間點	103,699	2,532,919	259,093	395	160,278	-	3,056,384
Transferred over time	隨時間轉移	365,633	-	2,097,724	39,449	6,194	42,502	2,551,502
Total	總計	469,332	2,532,919	2,356,817	39,844	166,472	42,502	5,607,886

NOTES TO THE CONDENSED CONSOLIDATED
INTERIM FINANCIAL STATEMENTS (Continued)

For the six months ended 30 June 2019

5. SEGMENT INFORMATION (Continued)

簡明綜合中期財務報表附註(續)

截至2019年6月30日止六個月

5. 分部資料(續)

		For the six months ended 30 June 2018 (Unaudited) 截至2018年6月30日止六個月(未經審核)						
		Enterprise cloud services 企業 雲服務 HK\$'000 千港元	Property development 房地產 開發 HK\$'000 千港元	Culture and media services 文化與 傳播服務 HK\$'000 千港元	News media business 新聞傳播 業務 HK\$'000 千港元	Innovative business 創意商業 HK\$'000 千港元	All other segments 所有 其他分部 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Primary geographical markets	主要地區市場							
Mainland China	中國內地	503,863	5,106,057	2,691,571	-	4,252	24,755	8,330,498
Hong Kong	香港	20	-	-	20,685	40,805	-	61,510
North America	北美	-	-	-	231	133,303	-	133,534
Europe	歐洲	-	-	-	-	50,554	-	50,554
Australia	澳洲	-	-	-	-	29,374	-	29,374
Others	其他	-	-	-	-	30,185	-	30,185
Total	總計	503,883	5,106,057	2,691,571	20,916	288,473	24,755	8,635,655
Timing of revenue recognition	收益確認時間							
At a point in time	於某一時間點	154,005	5,106,057	313,599	489	288,473	-	5,862,623
Transferred over time	隨時間轉移	349,878	-	2,377,972	20,427	-	24,755	2,773,032
Total	總計	503,883	5,106,057	2,691,571	20,916	288,473	24,755	8,635,655

NOTES TO THE CONDENSED CONSOLIDATED
INTERIM FINANCIAL STATEMENTS (Continued)

For the six months ended 30 June 2019

5. SEGMENT INFORMATION (Continued)

The reportable segment assets and liabilities as at 30 June 2019 and 31 December 2018 are as follows:

		As at 30 June 2019 (Unaudited) 於2019年6月30日(未經審核)						
		Enterprise cloud services 企業 雲服務 HK\$'000 千港元	Property development 房地產 開發 HK\$'000 千港元	Culture and media services 文化與 傳播服務 HK\$'000 千港元	News media business 新聞傳播 業務 HK\$'000 千港元	Innovative business 創意商業 HK\$'000 千港元	All other segments 所有 其他分部 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Reportable and all other segments assets	可呈報及所有其他 分部資產	560,196	30,961,274	15,885,526	79,383	1,400,111	116,702	49,003,192
Reportable and all other segments liabilities	可呈報及所有其他 分部負債	(398,612)	(21,302,458)	(10,922,189)	(26,343)	(835,209)	(99,880)	(33,584,691)

		As at 31 December 2018 (Audited) 於2018年12月31日(經審核)						
		Enterprise cloud services 企業 雲服務 HK\$'000 千港元	Property development 房地產 開發 HK\$'000 千港元	Culture and media services 文化與 傳播服務 HK\$'000 千港元	News media business 新聞傳播 業務 HK\$'000 千港元	Innovative business 創意商業 HK\$'000 千港元	All other segments 所有 其他分部 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Reportable and all other segments assets	可呈報及所有其他 分部資產	502,754	25,408,671	10,970,795	80,277	1,523,799	355,114	38,841,410
Reportable and all other segments liabilities	可呈報及所有其他 分部負債	(352,225)	(14,765,569)	(6,203,916)	(22,539)	(909,853)	(99,264)	(22,353,366)

簡明綜合中期財務報表附註(續)

截至2019年6月30日止六個月

5. 分部資料(續)

於2019年6月30日及2018年12月31日之可
呈報分部資產及負債如下：

**NOTES TO THE CONDENSED CONSOLIDATED
INTERIM FINANCIAL STATEMENTS** (Continued)

For the six months ended 30 June 2019

5. SEGMENT INFORMATION (Continued)

The totals presented for the Group's operating segments results are reconciled to the Group's key financial figures as presented in these condensed consolidated interim financial statements as follows:

簡明綜合中期財務報表附註 (續)

截至2019年6月30日止六個月

5. 分部資料 (續)

本集團經營分部業績呈列之總額與本集團於此等簡明綜合中期財務報表呈列之主要財務數字對賬如下：

		For the six months ended 30 June 截至6月30日止六個月	
		2019 HK\$'000 千港元 (Unaudited) (未經審核)	2018 HK\$'000 千港元 (Unaudited) (未經審核)
Reportable segments revenue	可呈報分部收益	5,569,324	8,733,623
All other segments revenue	所有其他分部收益	51,826	35,201
Elimination of inter-segment revenue	分部間收益對銷	(13,264)	(133,169)
Group revenue	本集團收益	5,607,886	8,635,655
Reportable segments results before income tax	所得稅前可呈報分部業績	1,496,788	2,681,174
All other segments results before income tax	所得稅前所有其他分部業績	11,769	(56,724)
Bank interest income	銀行利息收入	4,034	32,398
Other interest income	其他利息收入	25,614	900
Finance costs	融資成本	(159,446)	(110,568)
Depreciation and amortisation	折舊及攤銷	(3,517)	(2,002)
Unallocated corporate expenses	未分配企業開支	(50,030)	(94,728)
Profit before income tax	所得稅前溢利	1,325,212	2,450,450

NOTES TO THE CONDENSED CONSOLIDATED
INTERIM FINANCIAL STATEMENTS (Continued)

For the six months ended 30 June 2019

6. REVENUE AND OTHER OPERATING INCOME

(a) Revenue

The Group's revenue represents revenue from its principal activities as set out below:

簡明綜合中期財務報表附註(續)

截至2019年6月30日止六個月

6. 收益及其他經營收入

(a) 收益

本集團收益指來自其主要業務之下列各項收益：

		For the six months ended 30 June 截至6月30日止六個月	
		2019 HK\$'000 千港元 (Unaudited) (未經審核)	2018 HK\$'000 千港元 (Unaudited) (未經審核)
Sales of properties and car parks	物業及車位銷售	2,505,781	5,048,162
Sales of decoration materials	裝修材料銷售	27,138	57,895
Enterprise cloud services	企業雲服務	469,332	503,883
Property management services	物業管理服務	42,502	24,755
Film distribution services	電影發行服務	470	1,508
Cinema ticketing income	票房收入	1,833,480	2,073,604
Sales of food and beverages	食品及飲料銷售	257,892	295,087
Cinema advertising income	影院廣告收入	132,019	147,704
Sales and leases of projection equipment	放映設備銷售及租賃	1,198	18,512
Digital media technology services	數碼媒體科技服務	131,758	155,156
Publication of magazines and advertising income	出版雜誌及廣告收入	39,844	20,916
Sales of botanic-based personal care and fragrance products	草本個人護理及香水產品銷售	160,278	287,890
Innovative catering and fitness services	創意餐飲及健身服務	6,194	583
		5,607,886	8,635,655

All the Group's revenue is derived from contracts with customers.

本集團所有收益來自客戶合約。

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (Continued)

For the six months ended 30 June 2019

6. REVENUE AND OTHER OPERATING INCOME

(Continued)

(a) Revenue (Continued)

The following table provides information about trade receivables and contract liabilities from contracts with customers:

		30 June 2019 2019年 6月30日 HK\$'000 千港元 (Unaudited) (未經審核)	31 December 2018 2018年 12月31日 HK\$'000 千港元 (Audited) (經審核)
Trade receivables	應收貿易款項	464,376	539,564
Contract liabilities	合約負債	8,874,231	4,337,189

The contract liabilities mainly relate to the advance consideration received from customers. Approximately HK\$2,947,548,000 of the contract liabilities as at 31 December 2018 has been recognised as revenue for the six months ended 30 June 2019 (six months ended 30 June 2018: HK\$1,334,000) from performance obligations satisfied in the current period due to the changes in the estimate stage of completion of some contract liabilities.

合約負債主要關於自客戶收取之預付代價。由於若干合約責任完成的估計階段有所變動，於2018年12月31日之合約負債約2,947,548,000港元已確認為截至2019年6月30日止六個月之來自本期間符合履約責任之收益(截至2018年6月30日止六個月：1,334,000港元)。

簡明綜合中期財務報表附註(續)

截至2019年6月30日止六個月

6. 收益及其他經營收入(續)

(a) 收益(續)

下表提供有關應收貿易款項及客戶合約之合約負債之資料：

NOTES TO THE CONDENSED CONSOLIDATED
INTERIM FINANCIAL STATEMENTS (Continued)

For the six months ended 30 June 2019

6. REVENUE AND OTHER OPERATING INCOME

(Continued)

(b) Other operating income

簡明綜合中期財務報表附註(續)

截至2019年6月30日止六個月

6. 收益及其他經營收入(續)

(b) 其他經營收入

		For the six months ended 30 June 截至6月30日止六個月	
		2019 HK\$'000 千港元 (Unaudited) (未經審核)	2018 HK\$'000 千港元 (Unaudited) (未經審核)
Bank interest income	銀行利息收入	59,976	98,845
Other interest income	其他利息收入	26,174	17,766
Gain on fair value change on financial assets at fair value through profit or loss, net	按公允價值於損益賬處理之金融 資產之公允價值變動之淨收益	9,375	–
Gain on disposal of property, plant and equipment	處置物業、廠房及設備之收益	17,367	203
Government grants	政府撥款	25,668	41,876
Exchange gain	匯兌收益	11,897	–
Rental income	租金收入	21,797	18,091
Realised gain on trading of financial assets at fair value through profit or loss	按公允價值於損益賬處理之 金融資產之已變現買賣收益	6,124	22,283
Dividend income on financial assets at fair value through profit or loss	按公允價值於損益賬處理之 金融資產之股息收入	3,702	3,543
Sundry income	雜項收入	103,451	100,867
		285,531	303,474

NOTES TO THE CONDENSED CONSOLIDATED
INTERIM FINANCIAL STATEMENTS (Continued)

For the six months ended 30 June 2019

7. FINANCE COSTS

簡明綜合中期財務報表附註(續)

截至2019年6月30日止六個月

7. 融資成本

		For the six months ended 30 June 截至6月30日止六個月	
		2019 HK\$'000 千港元 (Unaudited) (未經審核)	2018 HK\$'000 千港元 (Unaudited) (未經審核)
Interest on bank and other borrowings	銀行及其他借貸之利息	628,990	780,241
Interest on convertible and exchangeable bonds	可換股及可交換債券之利息	144,798	58,174
Interest on lease liabilities	租賃負債之利息	258,862	-
Interest on finance leases liabilities	融資租賃負債之利息	-	4,776
Interest on financing component in contracts with customers	與客戶合約融資組成部分 之利息	81,288	96,869
Total finance costs	融資成本總額	1,113,938	940,060
Less: Amount capitalised to properties under development*	減：就發展中物業資本化 之金額*	(348,709)	(417,790)
		765,229	522,270

* The finance costs have been capitalised at a rate of 6.06% to 7.13% (six months ended 30 June 2018: 6.65% to 7.13%) per annum.

* 融資成本乃按年率6.06%至7.13% (截至2018年6月30日止六個月：6.65%至7.13%) 資本化。

NOTES TO THE CONDENSED CONSOLIDATED
INTERIM FINANCIAL STATEMENTS (Continued)

For the six months ended 30 June 2019

簡明綜合中期財務報表附註(續)

截至2019年6月30日止六個月

8. PROFIT BEFORE INCOME TAX

8. 所得稅前溢利

		For the six months ended 30 June	
		截至6月30日止六個月	
		2019	2018
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Profit before income tax is arrived at after charging/(crediting):	所得稅前溢利乃經扣除/(計入)下列各項後得出：		
Amortisation of intangible assets other than goodwill*	除商譽外之無形資產攤銷*	79,533	65,034
Depreciation of property, plant and equipment — owned assets*	物業、廠房及設備折舊 — 自置資產*	457,103	492,183
Depreciation of property, plant and equipment — leased assets*	物業、廠房及設備折舊 — 租賃資產*	—	9,612
Depreciation of property, plant and equipment — right-of-use assets*	物業、廠房及設備折舊 — 使用權資產*	260,512	—
Costs of sales and services provided	銷售及提供服務之成本	2,504,311	2,703,856
(Gain)/Loss on fair value change on financial assets at fair value through profit or loss	按公允價值於損益賬處理之金融資產公允價值變動之(收益)/虧損		
— Listed equity investments	— 上市股本投資	(9,446)	21,661
— Derivatives	— 衍生工具	71	(174)
(Gain)/Loss on fair value change on financial assets at fair value through profit or loss, net	按公允價值於損益賬處理之金融資產公允價值變動之(收益)/虧損淨額	(9,375)	21,487
Gain on fair value change on financial liabilities at fair value through profit or loss	按公允價值於損益賬處理之金融負債公允價值變動之收益		
— Derivatives	— 衍生工具	(23,551)	(29,406)
Write-off of property, plant and equipment*	物業、廠房及設備撇銷*	4,806	2,691
Write-off of inventories*	存貨撇銷*	—	6,195
Write-off of intangible assets other than goodwill*	除商譽外之無形資產撇銷*	—	2,789
Minimum lease payments	最低租賃付款	—	492,602
Contingent rentals	或然租金	—	9,563
Operating lease charges on land and buildings	土地及樓宇之經營租賃費用	—	502,165
Operating lease charges on prepaid land lease*	預付土地租賃費之經營租賃費用*	—	272
Interest on lease liabilities	租賃負債之利息	258,862	—
Short-term leases expenses	短期租賃開支	43,135	—

NOTES TO THE CONDENSED CONSOLIDATED
INTERIM FINANCIAL STATEMENTS (Continued)

For the six months ended 30 June 2019

簡明綜合中期財務報表附註(續)

截至2019年6月30日止六個月

8. PROFIT BEFORE INCOME TAX (Continued)

8. 所得稅前溢利(續)

		For the six months ended 30 June 截至6月30日止六個月	
		2019 HK\$'000 千港元 (Unaudited) (未經審核)	2018 HK\$'000 千港元 (Unaudited) (未經審核)
Variable lease payments	可變租賃付款	3,668	–
Provision for impairment of trade receivables	應收貿易款項減值撥備	–	28
Provision for impairment of deposits and other receivables	按金及其他應收款項減值撥備	19,369	16,344
Expected credit loss on financial assets	金融資產之預期信貸虧損	19,369	16,372
Provision for impairment of intangible assets other than goodwill*	除商譽外之無形資產減值撥備*	–	1,410
Provision for impairment of property, plant and equipment*	物業、廠房及設備減值撥備*	–	844
Provision for impairment of goodwill*	商譽減值撥備*	–	76,417
Loss on disposal of property, plant and equipment*	處置物業、廠房及設備之虧損*	5,439	164
Gain on disposal of non-current assets held-for-sale	處置持作出售之非流動資產之收益	–	(21,710)
Research and development expenses*	研究及開發開支*	79,453	61,606

* included in other operating expenses

* 計入其他經營開支

NOTES TO THE CONDENSED CONSOLIDATED
INTERIM FINANCIAL STATEMENTS (Continued)

For the six months ended 30 June 2019

簡明綜合中期財務報表附註(續)

截至2019年6月30日止六個月

9. INCOME TAX EXPENSE

9. 所得稅開支

		For the six months ended 30 June 截至6月30日止六個月	
		2019 HK\$'000 千港元 (Unaudited) (未經審核)	2018 HK\$'000 千港元 (Unaudited) (未經審核)
The income tax expense comprises:	所得稅開支包括：		
Current tax	本期稅項		
— Hong Kong Profits Tax	— 香港利得稅		
Tax charge for the period	本期稅項支出	5,222	5,222
— The People's Republic of China ("PRC")	— 中華人民共和國(「中國」)		
Enterprise Income Tax ("EIT")	企業所得稅(「企業所得稅」)		
Tax charge for the period	本期稅項支出	301,840	798,978
Under/(Over)-provision in respect of	過往年度撥備不足／		
prior years	(超額撥備)	150	(943)
— Taxation for other jurisdictions	— 其他司法權區之稅項		
Over-provision in respect of prior years	過往年度超額撥備	—	(31)
— PRC Land Appreciation Tax ("LAT")	— 中國土地增值稅(「土地增值稅」)		
Tax charge for the period	本期稅項支出	354,772	828,121
		661,984	1,631,347
Deferred tax	遞延稅項		
— Charge/(Credit) for the period	— 期內扣除／(計入)	653,975	(178,498)
		1,315,959	1,452,849

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (Continued)

For the six months ended 30 June 2019

9. INCOME TAX EXPENSE (Continued)

On 21 March 2018, the Hong Kong Legislative Council passed The Inland Revenue (Amendment) (No.7) Bill 2017 (the "Bill") which introduces the two-tiered profits tax rates regime. The Bill was signed into law on 28 March 2018 and was gazetted on the following day. Under the two-tiered profits tax rates regime, the first HK\$2 million of profits of the qualifying group entity is taxed at 8.25%, and profits above HK\$2 million is taxed at 16.5%. The profits of group entities not qualifying for the two-tiered profits tax rates regime will continue to be taxed at a flat rate of 16.5%.

The directors considered the amount involved upon implementation of the two-tiered profits tax rates is insignificant to the condensed consolidated interim financial statements. Hong Kong Profits Tax is calculated at 16.5% of the estimated assessable profit for both periods.

For the six months ended 30 June 2019, PRC EIT has been provided on the estimated assessable profits of subsidiaries operating in Mainland China at 25% (six months ended 30 June 2018: 25%), unless preferential rates are applicable in the cities where the subsidiaries are located.

Taxation arising in other jurisdictions is calculated at the rates prevailing in the relevant jurisdictions.

For the six months ended 30 June 2019, PRC LAT is levied at progressive rates from 30% to 60% (six months ended 30 June 2018: 30% to 60%) on the estimated appreciation of land value, being the proceeds of sales of properties less deductible expenditure including cost of land use rights and development and construction expenditure.

簡明綜合中期財務報表附註(續)

截至2019年6月30日止六個月

9. 所得稅開支(續)

於2018年3月21日，香港立法會通過2017年稅務(修訂)(第7號)條例草案(「條例草案」)，引入兩級制利得稅率制度。條例草案於2018年3月28日簽署成為法律並於翌日刊登憲報。根據兩級制利得稅率制度，合資格集團實體首2百萬港元溢利將按8.25%之稅率徵稅，而超過2百萬港元之溢利則按16.5%之稅率徵稅。不符合兩級制利得稅率制度資格之集團實體之溢利將繼續按16.5%之劃一稅率徵稅。

董事認為，兩級制利得稅率實施後所涉及之金額對簡明綜合中期財務報表而言並不重大。於該兩個期間，香港利得稅均按估計應課稅溢利之16.5%計算。

截至2019年6月30日止六個月，除非附屬公司所在城市設有優惠稅率，否則於中國大陸經營之附屬公司已就其估計應課稅溢利按25%(截至2018年6月30日止六個月：25%)之稅率作出中國企業所得稅撥備。

其他司法權區所產生之稅項乃按相關司法權區之現行稅率計算。

截至2019年6月30日止六個月，中國土地增值稅乃就土地價值之估計增值(即出售物業所得款項減可扣稅開支，包括土地使用權成本以及開發及建築成本)按介乎30%至60%(截至2018年6月30日止六個月：30%至60%)之累進稅率計算。

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (Continued)

For the six months ended 30 June 2019

10. DIVIDEND

No dividend was paid and declared during the six months ended 30 June 2019 (six months ended 30 June 2018: Nil).

A final dividend in respect of the year ended 31 December 2018 of 0.15 HK cent per ordinary share (for the year ended 31 December 2017: 0.23 HK cent per ordinary share), amounting to a total dividend of approximately HK\$102,968,000 (six months ended 30 June 2018: approximately HK\$157,885,000) was proposed and approved at the annual general meeting of the Company held on 30 May 2019.

11. EARNINGS PER SHARE

- (a) The calculation of basic earnings per share is based on the profit for the period attributable to the owners of the Company of approximately HK\$90,956,000 (six months ended 30 June 2018: approximately HK\$984,438,000) and on 68,645,535,794 (six months ended 30 June 2018: 68,645,535,794) ordinary shares in issue during the period.
- (b) The calculation of diluted earnings per share is based on the profit for the period attributable to the owners of the Company and adjusted to reflect the interests, unrealised exchange difference and fair value change of embedded derivatives on the convertible and exchangeable bonds and profit or loss attributable to non-controlling interests. The weighted average number of ordinary shares used in the calculation is the number of ordinary shares in issue during the period, which is the same as the basic earnings per share calculation.

Diluted earnings per share for the six months ended 30 June 2019 and 30 June 2018 are the same as the basic earnings per share as the convertible and exchangeable bonds outstanding during the periods had an anti-dilutive effect on the basic earnings per share.

簡明綜合中期財務報表附註(續)

截至2019年6月30日止六個月

10. 股息

截至2019年6月30日止六個月，概無派付或宣派任何股息(截至2018年6月30日止六個月：無)。

有關截至2018年12月31日止年度之末期股息每股普通股0.15港仙(截至2017年12月31日止年度：每股普通股0.23港仙)，股息總額約102,968,000港元(截至2018年6月30日止六個月：約157,885,000港元)已於2019年5月30日舉行之本公司股東週年大會提呈及批准。

11. 每股盈利

- (a) 每股基本盈利乃按本公司擁有人應佔期內溢利約90,956,000港元(截至2018年6月30日止六個月：約984,438,000港元)及期內已發行普通股68,645,535,794股(截至2018年6月30日止六個月：68,645,535,794股)計算。
- (b) 每股攤薄盈利乃按本公司擁有人應佔期內溢利計算，並調整以反映可換股及可交換債券之利息、未變現匯兌差額及嵌入式衍生工具之公允價值變動以及非控股權益應佔損益。計算所用普通股加權平均數即用作計算每股基本盈利之期內已發行普通股數目。

截至2019年6月30日及2018年6月30日止六個月之每股攤薄盈利與每股基本盈利相同，乃由於期內尚未行使之可換股及可交換債券對每股基本盈利有反攤薄影響。

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (Continued)

For the six months ended 30 June 2019

12. PROPERTY, PLANT AND EQUIPMENT

During the six months ended 30 June 2019, the Group acquired property, plant and equipment other than right-of-use assets with total cost of approximately HK\$249,910,000 (six months ended 30 June 2018: HK\$379,356,000).

During the six months ended 30 June 2019, property, plant and equipment with net carrying amount of approximately HK\$4,806,000 (six months ended 30 June 2018: HK\$2,691,000) were written off by the Group.

As at 30 June 2019, the carrying amount of the Group's right-of-use assets is approximately HK\$4,961,617,000. During the six months ended 30 June 2019, the Group has entered into several leases for buildings and equipment in Mainland China, Hong Kong and Singapore, and recognised the additions to right-of-use assets amounting to approximately HK\$203,184,000 for the current period.

The carrying amounts of the Group's right-of-use assets and the movements during the period are as follows:

簡明綜合中期財務報表附註(續)

截至2019年6月30日止六個月

12. 物業、廠房及設備

截至2019年6月30日止六個月，本集團以成本總額約249,910,000港元(截至2018年6月30日止六個月：379,356,000港元)採購除使用權資產外之物業、廠房及設備。

截至2019年6月30日止六個月，本集團撇銷賬面淨值約4,806,000港元之物業、廠房及設備(截至2018年6月30日止六個月：2,691,000港元)。

於2019年6月30日，本集團使用權資產之賬面值約4,961,617,000港元。截至2019年6月30日止六個月，本集團就中國內地、香港及新加坡之樓宇及設備訂立多份租賃，並於本期間確認添置約203,184,000港元之使用權資產。

本集團之使用權資產賬面值及期內變動如下：

		Buildings 樓宇 HK\$'000 千港元	Equipment 設備 HK\$'000 千港元	Land 土地 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Carrying amount	賬面值				
At 1 January 2019 (audited)	於2019年1月1日(經審核)	-	-	-	-
Effect on adoption of HKFRS 16	採納香港財務報告準則第16號之影響	4,861,771	141,189	22,860	5,025,820
At 1 January 2019 (restated)	於2019年1月1日(經重述)	4,861,771	141,189	22,860	5,025,820
Additions	添置	59,634	143,550	-	203,184
Depreciation	折舊	(249,200)	(11,055)	(257)	(260,512)
Exchange differences	匯兌差額	(4,322)	(2,547)	(6)	(6,875)
At 30 June 2019 (unaudited)	於2019年6月30日(未經審核)	4,667,883	271,137	22,597	4,961,617

NOTES TO THE CONDENSED CONSOLIDATED
INTERIM FINANCIAL STATEMENTS (Continued)

For the six months ended 30 June 2019

13. INVESTMENT PROPERTIES

簡明綜合中期財務報表附註(續)

截至2019年6月30日止六個月

13. 投資物業

		30 June 2019 2019年 6月30日 HK\$'000 千港元 (Unaudited) (未經審核)	31 December 2018 2018年 12月31日 HK\$'000 千港元 (Audited) (經審核)
Fair value	公允價值		
At 1 January	於1月1日	757,669	112,448
Transfer from completed properties held for sale to investment properties	已落成待售物業轉撥至投資物業	1,986,287	335,736
Fair value change	公允價值變動	1,428,853	315,371
Exchange differences	匯兌差額	(551)	(5,886)
		4,172,258	757,669

The fair value of the Group's investment properties at 30 June 2019 and 31 December 2018 have been arrived at on market value basis carried out by an independent valuer who holds a recognised and relevant professional qualification and has recent experience in the location and category of the investment properties being valued.

Management has reviewed the independent property valuation and compared it with its own assumptions, with reference to comparable sales transaction data where such information is available, and has concluded that the independent property valuation of the Group's investment properties portfolio is reasonable.

As a result of the update of these valuations, a gain on fair value change of approximately HK\$1,428,853,000 (six months ended 30 June 2018: HK\$1,053,000) and deferred tax of approximately HK\$357,213,000 (six months ended 30 June 2018: HK\$263,000) have been recognised in the profit or loss for the investment properties.

本集團投資物業於2019年6月30日及2018年12月31日之公允價值乃由獨立估值師按市值基準進行，該獨立估值師持有認可相關專業資格，近期亦有評估投資物業所在地點及類別之經驗。

管理層已對獨立物業估值進行審閱，並將其與其自有假設作比較，當中參考過可資比較銷售交易數據之可得資料，認為本集團投資物業組合之獨立物業估值合理。

由於更新該等估值，故此已就投資物業於損益賬確認公允價值變動之收益約1,428,853,000港元(截至2018年6月30日止六個月：1,053,000港元)及遞延稅項約357,213,000港元(截至2018年6月30日止六個月：263,000港元)。

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (Continued)

For the six months ended 30 June 2019

14. INTANGIBLE ASSETS

For the purpose of impairment testing, the carrying amount of goodwill is allocated to the following cash-generating units ("CGUs"):

		30 June 2019 2019年 6月30日 HK\$'000 千港元 (Unaudited) (未經審核)	31 December 2018 2018年 12月31日 HK\$'000 千港元 (Audited) (經審核)
Net carrying amount	賬面淨值		
Property development	房地產開發	1,529,824	1,529,887
Innovative business — retailing	創意商業 — 零售	518,986	520,767
Enterprise cloud services	企業雲服務	76,855	76,883
Culture and media services — cinema business	文化與傳播服務— 影院業務	3,208,993	3,210,430
		5,334,658	5,337,967

The recoverable amounts for the CGUs of "Enterprise cloud services" and "Culture and media services" were determined based on value in use calculations, covering a detailed five-year financial budgets which was approved by management, cash flows for certain CGUs are extrapolated using an estimated weighted average revenue growth rate of 6% to 10% and 3% to 51% respectively (31 December 2018: 8% to 12% and 3% to 70%), which does not exceed the long-term growth rate for the business in which the CGU operates.

Other than the estimated weighted average revenue growth rate, all other assumptions remained consistent with those disclosed in the 2018 annual financial statements.

As a result of the updated goodwill impairment assessments, no impairment loss of goodwill for the CGUs of "Enterprise cloud services" and "Culture and media services" has been identified by the directors of the Company (six months ended 30 June 2018: Nil).

The recoverable amounts for the CGU of "Property development" of 廣州東鏡新城房地產有限公司 was determined based on value in use calculations, covering a detailed five-year financial budgets which was approved by management, cash flows for CGU are extrapolated using projection of future cash flows generated from the sales of properties less cost to completion prepared from the financial budgets.

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截至2019年6月30日止六個月

14. 無形資產

就減值檢測而言，商譽之賬面值分配至下列現金產生單位(「現金產生單位」)：

「企業雲服務」及「文化與傳播服務」之現金產生單位之可收回金額根據使用價值方法計算，當中涵蓋經管理層批准之五年詳細財政預算，若干現金產生單位之現金流量乃分別使用6%至10%及3%至51%(2018年12月31日：8%至12%及3%至70%)之估計加權平均收益增長率推斷，並無超逾現金產生單位所經營業務之長期增長率。

除估計加權平均收益增長率外，所有其他假設均與2018年年度財務報表所披露者維持一致。

由於商譽減值評估作出更新，本公司董事並無識別「企業雲服務」及「文化與傳播服務」之現金產生單位之商譽減值虧損(截至2018年6月30日止六個月：無)。

廣州東鏡新城房地產有限公司之「房地產開發」現金產生單位之可收回金額根據使用價值方法計算，當中涵蓋經管理層批准之五年詳細財政預算，現金產生單位之現金流量乃使用預測銷售物業所得未來現金流量減財政預算所編製落成成本推斷。

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (Continued)

For the six months ended 30 June 2019

14. INTANGIBLE ASSETS (Continued)

Below are the key assumptions used for the discounted cash flow calculation:

		30 June 2019 2019年 6月30日 HK\$'000 千港元 (Unaudited) (未經審核)	31 December 2018 2018年 12月31日 HK\$'000 千港元 (Audited) (經審核)
Estimated market price (per square meter)	估計市價(每平方米)	RMB20,000 人民幣 20,000 元	RMB20,000 人民幣 20,000 元
Pre-tax discount rate	除稅前貼現率	37%	26%

The estimated market price was determined by the management based on the market information at location nearby the construction project.

Based on the assessment, no impairment loss on goodwill (six months ended 30 June 2018: Nil) was recognised in profit or loss during the period.

The recoverable amounts for the CGU of "Innovative business — retailing" were determined based on value in use calculation, covering a detailed eight-year financial budgets which was approved by management, cash flows for geographical location within the CGU are extrapolated using an estimated weighted average revenue growth rate of 3% to 71% (31 December 2018: 2% to 73%), which does not exceed the long-term growth rate for the business in which the CGU operates.

Other than the estimated weighted average revenue growth rate, all other assumptions remained consistent with those disclosed in the 2018 annual financial statements.

Based on the assessment, no impairment loss of goodwill (six months ended 30 June 2018: approximately HK\$76,417,000) was recognised in profit or loss during the period.

簡明綜合中期財務報表附註(續)

截至2019年6月30日止六個月

14. 無形資產(續)

下列為用於計算貼現現金流量之主要假設：

估計市價乃由管理層基於建設項目鄰近地區之市場資料釐定。

基於有關評估，期內並無商譽減值虧損(截至2018年6月30日止六個月：無)於損益賬確認。

「創意商業 — 零售」現金產生單位之可收回金額根據使用價值方法計算，當中涵蓋經管理層批准之八年詳細財政預算，現金產生單位所在地理位置之現金流量乃分別使用3%至71% (2018年12月31日：2%至73%)之估計加權平均收益增長率推斷，並無超逾現金產生單位所經營業務之長期增長率。

除估計加權平均收益增長率外，所有其他假設均與2018年年度財務報表所披露者維持一致。

根據評估，概無於期內之損益賬確認商譽減值虧損(截至2018年6月30日止六個月：約76,417,000港元)。

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (Continued)

For the six months ended 30 June 2019

15. TRADE RECEIVABLES

Trade receivables are due on presentation of invoices. Based on the invoice dates, the aging analysis of the trade receivables is as follows:

		30 June 2019 2019年 6月30日 HK\$'000 千港元 (Unaudited) (未經審核)	31 December 2018 2018年 12月31日 HK\$'000 千港元 (Audited) (經審核)
0-90 days	0至90日	235,599	331,166
91-180 days	91至180日	96,770	110,863
181-270 days	181至270日	37,549	26,088
271-360 days	271至360日	30,776	22,884
Over 360 days	超過360日	145,133	130,030
Trade receivables, gross	應收貿易款項毛額	545,827	621,031
Less: Provision for impairment of trade receivables	減：應收貿易款項減值撥備	(81,451)	(81,467)
Trade receivables, net	應收貿易款項淨額	464,376	539,564
Less: Long term trade receivables	減：長期應收貿易款項	(414)	(764)
Current portion of trade receivables	應收貿易款項之即期部分	463,962	538,800

簡明綜合中期財務報表附註(續)

截至2019年6月30日止六個月

15. 應收貿易款項

應收貿易款項於出示發票時到期。應收貿易款項按發票日期作出之賬齡分析如下：

**NOTES TO THE CONDENSED CONSOLIDATED
INTERIM FINANCIAL STATEMENTS** (Continued)

For the six months ended 30 June 2019

16. TRADE PAYABLES

Based on the invoice dates, the aging analysis of the trade payables is as follows:

		30 June 2019 2019年 6月30日 HK\$'000 千港元 (Unaudited) (未經審核)	31 December 2018 2018年 12月31日 HK\$'000 千港元 (Audited) (經審核)
0-90 days	0至90日	1,810,307	1,636,391
91-180 days	91至180日	381,312	89,254
181-270 days	181至270日	253,047	51,998
271-360 days	271至360日	10,827	26,970
Over 360 days	超過360日	115,267	90,102
Trade payables	應付貿易款項	2,570,760	1,894,715
Less: Long term trade payables	減：長期應付貿易款項	(285)	(409)
Current portion of trade payables	應付貿易款項即期部分	2,570,475	1,894,306

簡明綜合中期財務報表附註(續)

截至2019年6月30日止六個月

16. 應付貿易款項

應付貿易款項按發票日期作出之賬齡分析如下：

NOTES TO THE CONDENSED CONSOLIDATED
INTERIM FINANCIAL STATEMENTS (Continued)

For the six months ended 30 June 2019

17. BANK AND OTHER BORROWINGS

簡明綜合中期財務報表附註(續)

截至2019年6月30日止六個月

17. 銀行及其他借貸

		Notes 附註	30 June 2019 2019年 6月30日 HK\$'000 千港元 (Unaudited) (未經審核)	31 December 2018 2018年 12月31日 HK\$'000 千港元 (Audited) (經審核)
Bank loans	銀行貸款			
— Secured	— 有抵押		10,822,017	9,793,929
— Unsecured	— 無抵押		241,068	294,560
Other borrowings	其他借貸			
— Secured	— 有抵押	(a)	9,155,770	7,689,558
— Unsecured	— 無抵押	(b)	—	940,958
			20,218,855	18,719,005

NOTES TO THE CONDENSED CONSOLIDATED
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For the six months ended 30 June 2019

17. BANK AND OTHER BORROWINGS (Continued)

The bank and other borrowings of the Group are repayable as follows:

		30 June 2019 2019年 6月30日 HK\$'000 千港元 (Unaudited) (未經審核)	31 December 2018 2018年 12月31日 HK\$'000 千港元 (Audited) (經審核)
On demand or within one year	按要求或一年內	13,742,504	6,805,091
In the second year	第二年	4,333,458	8,195,413
In the third to fifth years	第三至五年	2,142,893	3,718,501
Wholly repayable within five years	五年內悉數償還	20,218,855	18,719,005
Less: Portion due on demand or within one year under current liabilities	減：計入流動負債按要求或 一年內到期之部份	(13,742,504)	(6,805,091)
Portion due over one year under non-current liabilities	計入非流動負債於超過一年 到期之部份	6,476,351	11,913,914

Notes:

- (a) Up to 30 June 2019, conversion or exchange right of the convertible and exchangeable bonds issued by the Group was not exercised and the Group will redeem the entire bonds in full. The outstanding principal and interest amounted to approximately HK\$1,291,280,000 were reclassified to other borrowings, details of the convertible and exchangeable bonds are set out in note 19.
- (b) On 17 May 2018, a direct wholly-owned subsidiary of the Company issued an one-year senior note of US\$120,000,000 (equivalent to approximately HK\$941,676,000) with a coupon rate of 9.75% per annum. The effective interest rate is 12.12% (six months ended 30 June 2018: 12.12%) per annum. During the period ended 30 June 2019, the note has been settled.

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截至2019年6月30日止六個月

17. 銀行及其他借貸(續)

本集團之銀行及其他借貸須於以下年期償還：

附註：

- (a) 直至2019年6月30日，本集團所發行可換股及可交換債券之兌換或交換權未獲行使，而本集團將悉數贖回全部債券。未償還本金及利息約1,291,280,000港元重新分類至其他借貸，可換股及可交換債券之詳情載於附註19。
- (b) 於2018年5月17日，本公司之直接全資附屬公司發行120,000,000美元(相當於約941,676,000港元)票面年利率為9.75%之一年期優先票據。實際年利率為12.12%(截至2018年6月30日止六個月：12.12%)。截至2019年6月30日止期間，票據已清償。

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18. LEASE LIABILITIES

The maturity profile of lease liabilities is as follows:

		30 June 2019 2019年 6月30日 HK\$'000 千港元 (Unaudited) (未經審核)
Within one year	一年內	351,633
In the second year	第二年	484,407
In the third to fifth years	第三至五年	2,362,708
Over five years	超過五年	2,835,151
Lease liabilities	租賃負債	6,033,899
Less: Long term lease liabilities	減：長期租賃負債	(5,682,266)
Current portion of lease liabilities	租賃負債即期部分	351,633

19. CONVERTIBLE AND EXCHANGEABLE BONDS

On 15 June 2016 ("Issue Date"), an indirect wholly-owned subsidiary of the Company (the "Issuer"), issued an aggregate of RMB1,000,000,000 convertible and exchangeable bonds (the "Bonds") which carry interest at 1.95% per annum with a maturity date of two years from the Issue Date ("Maturity Date"). Interest rate will be adjusted to 5.50% per annum upon redemption of the Bonds and the adjusted interests rate applied retrospectively for the whole life of the Bonds.

The conversion price is initially RMB266,667 per share, subject to adjustments for certain specified dilutive and other events, including the adjustment by reference to the box office revenue. The Bonds are secured by the shares of the Issuer and the Bond holder can convert the Bonds into the Issuer's shares representing approximately 4.76% of the enlarged issued share capital of the Issuer or exchanged into 100% of the issued share capital of a direct wholly-owned subsidiary of the Issuer.

簡明綜合中期財務報表附註(續)

截至2019年6月30日止六個月

18. 租賃負債

租賃負債之到期情況如下：

19. 可換股及可交換債券

於2016年6月15日(「發行日期」)，本公司一間間接全資附屬公司(「發行人」)發行總額為人民幣1,000,000,000元之可換股及可交換債券(「債券」)，按年利率1.95厘計息，自發行日期起計兩年之日(「到期日」)到期。年利率將於贖回債券時調整至5.50厘，而經調整利率將追溯應用至債券整個年期。

兌換價初步為每股人民幣266,667元，可就若干特定攤薄及其他事件作出調整，包括經參考票房收益作出調整。債券由發行人股份作抵押，而債券持有人可將債券兌換為發行人股份(相當於發行人經擴大已發行股本約4.76%)，或可交換為發行人一間直接全資附屬公司已發行股本之100%。

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (Continued)

For the six months ended 30 June 2019

19. CONVERTIBLE AND EXCHANGEABLE BONDS

(Continued)

Immediately prior to the closing of a fully underwritten registered public offering by an Issuer group company on an internationally recognised stock exchange (the "Qualified IPO") in respect of the Issuer, unless previously converted, exchanged or redeemed, the outstanding Bonds shall be automatically exchanged into 100% of the issued share capital of a subsidiary of the Issuer credited as fully paid, at any time between the Issue Date up to the close of business on the date falling on the third anniversary of the Issue Date (the "Exchange Period").

The holder of the Bonds shall have the right at its sole option to require the Issuer to redeem all of its Bonds outstanding at an amount which yields an internal rate of return of 5.50% per annum on the subscription amount paid by the holder following the Maturity Date, or in case of certain early redemption events happen.

The holder of the Bonds was granted a put option to request the Company to purchase the Bonds at a price that will yield an internal rate of return of 5.50% per annum on the subscription amount paid by the holder for the Bonds for a period of 90 days after the occurrence of an event of default or other events related to the application of a Qualified IPO (details of the Bonds are disclosed in the circular dated 23 June 2016 issued by the Company).

Up to 30 June 2019, the conversion or exchange right was not exercised and the Group will redeem the entire Bonds in full, and the interest of the Bonds will be adjusted to yield an internal rate of return of 5.50% per annum. The Bonds have since been reclassified as other borrowings.

The related interest expense of the liability component of the Bonds for the six months ended 30 June 2019 amounted to HK\$144,798,000 (six months ended 30 June 2018: HK\$58,174,000), which was calculated using the effective interest method with an effective interest rate of 26.27% (six months ended 30 June 2018: 10.23%).

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截至2019年6月30日止六個月

19. 可換股及可交換債券(續)

於緊接有關發行人之發行人集團公司於國際認可證券交易所進行之全面包銷註冊公開發售(「合資格首次公開發售」)結束前，除非先前已兌換、交換或贖回，否則未償還債券將自發行日期起直至發行日期第三週年之日營業時間結束為止任何時間(「交換期」)自動兌換為發行人一間附屬公司入賬列作繳足已發行股本之100%。

於到期日後或發生若干提早贖回事件，債券持有人可全權決定要求發行人贖回其全部未償還債券，價格為持有人所支付認購額產生之每年5.50厘內部回報率之金額。

於違約事件或其他與合資格首次公開發售申請有關之事件發生後90日期間，債券持有人獲授予認沽期權，可要求本公司購入債券，價格為就債券持有人所支付認購額將產生之每年5.50厘內部回報率(債券詳情於本公司所刊發日期為2016年6月23日之通函披露)。

直至2019年6月30日，兌換或交換權未獲行使，本集團將悉數贖回全部債券，而債券的利息將調整至每年5.50厘內部回報率。債券已自此重新分類為其他借貸。

截至2019年6月30日止六個月，債券負債部分之相關利息開支為144,798,000港元(截至2018年6月30日止六個月：58,174,000港元)，乃採用實際利率法按實際利率26.27%(截至2018年6月30日止六個月：10.23%)計算。

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (Continued)

For the six months ended 30 June 2019

19. CONVERTIBLE AND EXCHANGEABLE BONDS

(Continued)

The movements in the components of the Bonds during the six months ended 30 June 2019 and the year ended 31 December 2018 are set out below:

	Note	Liability component	Embedded derivatives	Total
	附註	負債部分	嵌入式衍生工具	總計
		HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元
At 31 December 2017 and 1 January 2018 (audited)	於2017年12月31日及2018年1月1日(經審核)	1,172,381	86,908	1,259,289
Change in fair value of financial liability at fair value through profit or loss	按公允價值於損益賬處理之金融負債之公允價值變動	-	(65,432)	(65,432)
Interest expense	利息開支	65,361	-	65,361
Interest paid	已付利息	(24,375)	-	(24,375)
Exchange differences	匯兌差額	(62,646)	-	(62,646)
At 31 December 2018 and 1 January 2019 (audited)	於2018年12月31日及2019年1月1日(經審核)	1,150,721	21,476	1,172,197
Change in fair value of financial liability at fair value through profit or loss	按公允價值於損益賬處理之金融負債之公允價值變動	-	(21,476)	(21,476)
Interest expense	利息開支	144,798	-	144,798
Reclassified as other borrowings	重新分類為其他借貸	(1,291,280)	-	(1,291,280)
Exchange differences	匯兌差額	(4,239)	-	(4,239)
At 30 June 2019 (unaudited)	於2019年6月30日(未經審核)	-	-	-

簡明綜合中期財務報表附註(續)

截至2019年6月30日止六個月

19. 可換股及可交換債券(續)

截至2019年6月30日止六個月及截至2018年12月31日止年度債券各部分之變動載列如下：

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For the six months ended 30 June 2019

20. SHARE CAPITAL

		Number of ordinary shares of HK\$0.01 each 每股面值 0.01 港元之 普通股數目	HK\$'000 千港元
Authorised:	法定：		
At 1 January 2018,	於 2018 年 1 月 1 日、		
31 December 2018 (audited) and	2018 年 12 月 31 日 (經審核) 及		
30 June 2019 (unaudited)	2019 年 6 月 30 日 (未經審核)	500,000,000,000	5,000,000
Issued and full paid:	已發行及繳足：		
At 1 January 2018,	於 2018 年 1 月 1 日、		
31 December 2018 (audited) and	2018 年 12 月 31 日 (經審核) 及		
30 June 2019 (unaudited)	2019 年 6 月 30 日 (未經審核)	68,645,535,794	686,455

21. CAPITAL COMMITMENTS

The Group had outstanding commitments as follows:

		30 June 2019 2019 年 6 月 30 日 HK\$'000 千港元 (Unaudited) (未經審核)	31 December 2018 2018 年 12 月 31 日 HK\$'000 千港元 (Audited) (經審核)
Contracted but not provided for in respect of:	已訂約但未撥備：		
— Renovation work	— 翻新工程	2,968	31,119
— Properties under development	— 發展中物業	491,791	134,954
— Expansion of cinema business	— 擴充影院業務	53,769	97,551
		548,528	263,624

簡明綜合中期財務報表附註(續)

截至 2019 年 6 月 30 日止六個月

20. 股本

21. 資本承擔

本集團有下列未支付承擔：

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22. CONTINGENT LIABILITIES

Guarantees given in connection with credit facilities granted to:

	30 June 2019 2019年 6月30日 HK\$'000 千港元 (Unaudited) (未經審核)	31 December 2018 2018年 12月31日 HK\$'000 千港元 (Audited) (經審核)
An associate 一間聯營公司	20,692	20,350

There have been no material developments in pending litigation against Banco de Oro Unibank (formerly known as Equitable PCI Bank Inc. and then as Banco de Oro-EPCI Inc.) ("Banco Unibank"), a Filipino bank, and Waterfront Philippines Inc., a Filipino company, as disclosed in the Group's annual audited financial statements for the year ended 31 December 2018. Due to the pending litigation, the Group is not able to obtain any updated indebtedness information from Banco Unibank. Given the foregoing limitation, it is estimated that the outstanding balance of the total indebtedness owing to Banco Unibank was approximately US\$2,649,000 (equivalent to approximately HK\$20,692,000) by reference to the unaudited financial statements of the associate as at 30 June 2019 (31 December 2018: US\$2,599,000 (equivalent to approximately HK\$20,350,000)).

誠如本集團截至2018年12月31日止年度之年度經審核財務報表所披露，與一間菲律賓銀行Banco de Oro Unibank（前稱Equitable PCI Bank Inc.，其後稱為Banco de Oro-EPCI Inc.）（「Banco Unibank」）及一間菲律賓公司Waterfront Philippines Inc.之待決訴訟並無重大進展。由於待決訴訟，本集團無法取得Banco Unibank之最新債務資料。鑒於上述限制，參考聯營公司於2019年6月30日之未經審核財務報表，估計結欠Banco Unibank債項總額之未償還結餘約為2,649,000美元（相當於約20,692,000港元）（2018年12月31日：2,599,000美元（相當於約20,350,000港元））。

簡明綜合中期財務報表附註(續)

截至2019年6月30日止六個月

22. 或然負債

就下列各方所獲授信貸融資給予之擔保：

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For the six months ended 30 June 2019

23. CREDIT FACILITIES

As at 30 June 2019, the Group's credit facilities were secured by the following:

- (a) charge over certain right-of-use assets (31 December 2018: certain interest in prepaid land lease payments under operating leases with a net carrying value of approximately HK\$19,010,000 (31 December 2018: HK\$11,008,000);
- (b) charge over certain buildings with total net carrying value of approximately HK\$582,104,000 (31 December 2018: HK\$662,343,000);
- (c) charge over certain investment properties (note 13), properties under development and completed properties held for sale with a total carrying value of approximately HK\$3,901,801,000 (31 December 2018: HK\$4,197,003,000);
- (d) charge over financial assets at fair value through profit or loss with a net carrying value of approximately HK\$194,000 (31 December 2018: HK\$212,000);
- (e) pledge of certain bank deposits of approximately HK\$9,176,095,000 (31 December 2018: HK\$6,348,712,000), of which approximately HK\$2,370,955,000 (31 December 2018: HK\$2,593,411,000) were for standby letters of credit issued by banks for a total amounts of US\$153,950,000 (31 December 2018: US\$153,950,000), RMB990,877,000 (31 December 2018: RMB1,142,727,000) and HK\$Nil (31 December 2018: HK\$50,000,000);
- (f) personal guarantee given by directors;
- (g) charge over certain property, plant and equipment other than certain right-of-use assets and buildings disclosed in notes 23(a) and 23(b) with net carrying amount of approximately HK\$704,913,000 (31 December 2018: HK\$778,128,000); and
- (h) pledge of various shares mortgage of certain subsidiaries, bank accounts charges and corporate guarantee of the Company.

簡明綜合中期財務報表附註(續)

截至2019年6月30日止六個月

23. 信貸融資

於2019年6月30日，本集團之信貸融資以下列各項作為抵押：

- (a) 押記賬面淨值約19,010,000港元(2018年12月31日：11,008,000港元)之若干使用權資產(2018年12月31日：若干經營租賃項下之預付土地租賃費之權益)；
- (b) 押記賬面淨值合共約為582,104,000港元(2018年12月31日：662,343,000港元)之若干樓宇；
- (c) 押記賬面值合共約為3,901,801,000港元(2018年12月31日：4,197,003,000港元)之若干投資物業(附註13)、發展中物業及已落成待售物業；
- (d) 押記賬面淨值約為194,000港元(2018年12月31日：212,000港元)之按公允價值於損益賬處理之金融資產；
- (e) 質押若干銀行存款約9,176,095,000港元(2018年12月31日：6,348,712,000港元)，其中約2,370,955,000港元(2018年12月31日：2,593,411,000港元)為銀行發出總額153,950,000美元(2018年12月31日：153,950,000美元)、人民幣990,877,000元(2018年12月31日：人民幣1,142,727,000元)及零港元(2018年12月31日：50,000,000港元)之備用信用狀；
- (f) 董事給予之個人擔保；
- (g) 押記賬面淨值約704,913,000港元(2018年12月31日：778,128,000港元)之若干物業、廠房及設備(附註23(a)及23(b)所披露之若干使用權資產及樓宇除外)；及
- (h) 質押若干附屬公司之多項股份抵押、銀行賬戶抵押及本公司之公司擔保。

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24. PENDING LITIGATIONS

There have been no material changes and developments in respect of pending litigations of the Group since the disclosure in the Group's annual financial statements for the year ended 31 December 2018.

25. RELATED PARTY TRANSACTIONS

(a) Remuneration for key management personnel which represents amounts paid to the directors were as follows:

簡明綜合中期財務報表附註(續)

截至2019年6月30日止六個月

24. 待決訴訟

自本集團於截至2018年12月31日止年度之年度財務報表作出披露以來，概無有關本集團待決訴訟之重大變動及發展。

25. 關連方交易

(a) 主要管理層人員之酬金指支付予董事之金額，詳情如下：

		For the six months ended 30 June 截至6月30日止六個月	
		2019 HK\$'000 千港元 (Unaudited) (未經審核)	2018 HK\$'000 千港元 (Unaudited) (未經審核)
Directors' fees	董事袍金	378	356
Basic salaries, housing, other allowances and benefits in kind	基本薪金、房屋、其他津貼及 實物利益	526	570
Discretionary bonus	酌情花紅	-	-
Pension scheme contributions	退休金計劃供款	9	20
		913	946

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For the six months ended 30 June 2019

25. RELATED PARTY TRANSACTIONS (Continued)

- (b) During the six months ended 30 June 2019, the Group entered into the following material transactions with related parties:

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截至2019年6月30日止六個月

25. 關連方交易(續)

- (b) 截至2019年6月30日止六個月，本集團與關連方進行以下重大交易：

	Transaction amounts 交易額		Balances owed/(owing) 被結欠/(結欠)結餘			
	For the six months ended 30 June 截至6月30日止六個月		30 June 2019 2019年 6月30日 HK\$'000 千港元 (Unaudited) (未經審核)	31 December 2018 2018年 12月31日 HK\$'000 千港元 (Audited) (經審核)		
	2019 HK\$'000 千港元 (Unaudited) (未經審核)	2018 HK\$'000 千港元 (Unaudited) (未經審核)				
Amount in relation to provision of motion pictures, less distributor fees by: — a company controlled by a director		由以下公司提供影片之相關款項，減發行費用： — 受一名董事控制之公司	(12,341)	(13,396)	(113,541)	(166,456)
Sales of projection equipment to: — a company controlled by a director		向以下公司銷售放映設備： — 受一名董事控制之公司	-	-	46	130
Advance from: — a non-controlling shareholder of a subsidiary		來自以下人士之墊款： — 一間附屬公司之非控股股東	-	-	(12,131)	(12,159)
Loan to: — a company controlled by a director		向以下公司提供之貸款： — 受一名董事控制之公司	-	-	227,635	227,739
— a company jointly controlled by a director		— 受一名董事共同控制之公司	-	182,567	169,019	169,096
Interest income on loan to: — a company controlled by a director		向以下公司提供貸款之利息收入： — 受一名董事控制之公司	10,428	11,065	44,104	33,876

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25. RELATED PARTY TRANSACTIONS (Continued)

(b) (Continued)

簡明綜合中期財務報表附註(續)

截至2019年6月30日止六個月

25. 關連方交易(續)

(b) (續)

		Transaction amounts 交易額		Balances owed/(owing) 被結欠/(結欠)結餘	
		For the six months ended 30 June 截至6月30日止六個月		30 June 2019 2019年 6月30日	31 December 2018 2018年 12月31日
		2019 HK\$'000 千港元 (Unaudited) (未經審核)	2018 HK\$'000 千港元 (Unaudited) (未經審核)	2019 HK\$'000 千港元 (Unaudited) (未經審核)	2018 HK\$'000 千港元 (Audited) (經審核)
Rental income from:	來自以下公司之租金收入：				
— companies controlled by a director	— 受一名董事控制之 公司	601	795	106	103
Provision of advertising services by:	由以下公司提供廣告服務：				
— a company controlled by a director	— 受一名董事控制之 公司	-	(66)	-	-
Information service income from:	來自以下公司之信息服務收入：				
— companies controlled by a director	— 受一名董事控制之公司	104	217	(161)	(156)
Film investment income from:	來自以下公司之電影投資收入：				
— a company controlled by a director	— 受一名董事控制之公司	-	98	-	506
Advertising income from:	來自以下公司之廣告收入：				
— a company controlled by a director	— 受一名董事控制之公司	-	-	1,264	1,265
Provision of information service by:	由以下公司提供信息服務：				
— a company controlled by a director	— 受一名董事控制之公司	-	-	-	(188)

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (Continued)

For the six months ended 30 June 2019

25. RELATED PARTY TRANSACTIONS (Continued)**(b)** (Continued)

The terms of above transactions are within normal trade credit terms and above balances owed/(owing) related parties are unsecured, interest-free and repayable on demand, except for the loan to a company controlled by a director, Ms. Liu Rong, of RMB200,000,000 (equivalent to approximately HK\$227,635,000) which is unsecured, due on 10 May 2020 and carries interest rate at 9.00% per annum and the loan to a company jointly controlled by a director, Ms Liu Rong, of RMB148,500,000 (equivalent to approximately HK\$169,019,000) which is secured, interest-free, and due on 25 February 2023. The maximum outstanding balance during the six months ended 30 June 2019 is equal to the balance as at 30 June 2019 (during the year ended 31 December 2018: approximately HK\$430,711,000).

The Group has not made any provision for bad or doubtful debts in respect of related party debtors nor has any guarantee been given or received during the six months ended 30 June 2019 regarding related party transactions (six months ended 30 June 2018: Nil).

Except as disclosed above and elsewhere in these condensed consolidated interim financial statements, there was no material related party transaction carried out during the period.

(c) Parent company

The directors consider the Company's ultimate holding company is Dadi Holdings Limited, a company incorporated in Hong Kong with limited liability.

簡明綜合中期財務報表附註 (續)

截至2019年6月30日止六個月

25. 關連方交易 (續)**(b)** (續)

上述交易之條款屬正常貿易信貸條款，而上述被結欠／(結欠)關連方結餘為無抵押、免息及須按要求償還，惟為數人民幣200,000,000元(相當於約227,635,000港元)為授予受董事劉榮女士控制之公司之貸款(有關貸款為無抵押、於2020年5月10日到期並按9.00厘年利率計息)及為數人民幣148,500,000元(相當於約169,019,000港元)為授予受董事劉榮女士共同控制之公司之貸款(有關貸款為有抵押、免息及於2023年2月25日到期)。截至2019年6月30日止六個月最高未償還結餘相當於2019年6月30日的結餘(截至2018年12月31日止年度：約430,711,000港元)。

本集團並無就關連方債務人之呆壞賬作出任何撥備，亦無就關連方交易於截至2019年6月30日止六個月作出或獲得任何擔保(截至2018年6月30日止六個月：無)。

除上文及此等簡明綜合中期財務報表其他地方所披露者外，期內概無進行重大關連方交易。

(c) 母公司

董事認為本公司最終控股公司為大地控股有限公司(於香港註冊成立之有限公司)。

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (Continued)

For the six months ended 30 June 2019

26. SUMMARY OF FINANCIAL ASSETS AND FINANCIAL LIABILITIES BY CATEGORY

The carrying amounts presented in the condensed consolidated statement of financial position relate to the following categories of financial assets and liabilities:

簡明綜合中期財務報表附註(續)

截至2019年6月30日止六個月

26. 按類別劃分之金融資產及金融負債概要

於簡明綜合財務狀況報表呈列之賬面值與以下金融資產及負債類別有關：

		30 June 2019 2019年 6月30日 Carrying amount 賬面值 HK\$'000 千港元 (Unaudited) (未經審核)	30 June 2019 2019年 6月30日 Fair value 公允價值 HK\$'000 千港元 (Unaudited) (未經審核)	31 December 2018 2018年 12月31日 Carrying amount 賬面值 HK\$'000 千港元 (Audited) (經審核)	31 December 2018 2018年 12月31日 Fair value 公允價值 HK\$'000 千港元 (Audited) (經審核)
Financial assets measured at fair value through profit or loss	按公允價值於損益賬處理之金融資產				
— Listed equity investments	— 上市股本投資	5,472	5,472	82,481	82,481
— Derivatives	— 衍生工具	41	41	112	112
Financial assets measured at fair value through other comprehensive income	按公允價值於其他全面收益處理之金融資產				
— Unlisted equity investments	— 非上市股本投資	229,376	229,376	192,112	192,112
— Unlisted debt investments	— 非上市債務投資	324	324	324	324
Financial assets measured at amortised cost	按攤銷成本計量之金融資產				
— Cash and cash equivalents	— 現金及等同現金項目	726,288	726,288	1,334,598	1,334,598
— Pledged and restricted bank deposits	— 已抵押及受限制銀行存款	12,181,487	12,181,487	6,962,975	6,962,975
— Trade receivables	— 應收貿易款項	464,376	464,376	539,564	539,564
— Deposits and other receivables	— 按金及其他應收款項	2,405,312	2,405,312	2,168,201	2,168,201
— Amounts due from associates	— 應收聯營公司款項	21,663	21,663	15,129	15,129
— Amounts due from joint ventures	— 應收合營企業款項	98	98	2,327	2,327
— Amounts due from related parties	— 應收關連方款項	442,174	442,174	432,715	432,715
		16,476,611	16,476,611	11,730,538	11,730,538

NOTES TO THE CONDENSED CONSOLIDATED
INTERIM FINANCIAL STATEMENTS (Continued)

For the six months ended 30 June 2019

26. SUMMARY OF FINANCIAL ASSETS AND
FINANCIAL LIABILITIES BY CATEGORY (Continued)

簡明綜合中期財務報表附註(續)

截至2019年6月30日止六個月

26. 按類別劃分之金融資產及金
融負債概要(續)

		30 June 2019 2019年 6月30日 Carrying amount HK\$'000 千港元 (Unaudited) (未經審核)	30 June 2019 2019年 6月30日 Fair value 公允價值 HK\$'000 千港元 (Unaudited) (未經審核)	31 December 2018 2018年 12月31日 Carrying amount HK\$'000 千港元 (Audited) (經審核)	31 December 2018 2018年 12月31日 Fair value 公允價值 HK\$'000 千港元 (Audited) (經審核)
Financial liabilities measured at fair value through profit or loss	按公允價值於損益賬處理之 金融負債				
— Derivatives	— 衍生工具	3,360	3,360	26,911	26,911
Financial liabilities measured at amortised costs	按攤銷成本計量之金融負債				
— Trade payables	— 應付貿易款項	2,570,760	2,570,760	1,894,715	1,894,715
— Other payables and accruals	— 其他應付款項及應計費用	1,840,555	1,840,555	2,091,610	2,091,610
— Amount due to a director	— 欠一名董事款項	22,144	22,144	65,132	65,132
— Amounts due to associates	— 欠聯營公司款項	5,695	5,695	5,492	5,492
— Amounts due to related parties	— 欠關連方款項	125,833	125,833	178,959	178,959
— Bank and other borrowings	— 銀行及其他借貸	20,218,855	20,218,855	18,719,005	18,719,005
— Finance lease liabilities	— 融資租賃負債	-	-	90,090	90,090
— Lease liabilities	— 租賃負債	6,033,899	6,033,899	-	-
— Convertible and exchangeable bonds	— 可換股及可交換債券	-	-	1,150,721	1,150,721
— Other employee benefits	— 其他僱員福利	47,682	47,682	44,183	44,183
		30,868,783	30,868,783	24,266,818	24,266,818

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (Continued)

For the six months ended 30 June 2019

26. SUMMARY OF FINANCIAL ASSETS AND FINANCIAL LIABILITIES BY CATEGORY (Continued)

(a) Financial instruments not measured at fair value

Financial instruments not measured at fair value include cash and cash equivalents, pledged and restricted bank deposits, trade receivables, deposits and other receivables, amounts due from associates, amounts due from joint ventures, amounts due from related parties, trade payables, other payables and accruals, finance lease liabilities, lease liabilities, convertible and exchangeable bonds, bank and other borrowings, other employee benefits, amount due to a director, amounts due to associates and amounts due to related parties.

Due to their short term nature, the carrying values of pledged and restricted bank deposits and cash and cash equivalents, trade receivables, deposits and other receivables, amounts due from/(to) associates, amounts due from joint ventures, amounts due from/(to) related parties, convertible and exchangeable bonds, amount due to a director, trade payables, other payables and accruals and other employee benefits approximates their fair value.

The fair value of long term trade receivables, deposits and other receivables under non-current assets, long term lease liabilities and other employee benefits and trade payables under non-current liabilities approximates their carrying values as the impact of discounting were immaterial.

The fair values of the bank and other borrowings, have been calculated by discounting the expected future cash flows using rates currently available for instruments with similar terms, credit risk and remaining maturities.

簡明綜合中期財務報表附註(續)

截至2019年6月30日止六個月

26. 按類別劃分之金融資產及金融負債概要(續)

(a) 並非按公允價值計量之金融工具

並非按公允價值計量之金融工具包括現金及等同現金項目、已抵押及受限制銀行存款、應收貿易款項、按金及其他應收款項、應收聯營公司款項、應收合營企業款項、應收關連方款項、應付貿易款項、其他應付款項及應計費用、融資租賃負債、租賃負債、可換股及可交換債券、銀行及其他借貸、其他僱員福利、欠一名董事款項、欠聯營公司款項及欠關連方款項。

由於到期日較短，故已抵押及受限制銀行存款以及現金及等同現金項目、應收貿易款項、按金及其他應收款項、應收/(欠)聯營公司款項、應收合營企業款項、應收/(欠)關連方款項、可換股及可交換債券、欠一名董事款項、應付貿易款項、其他應付款項及應計費用以及其他僱員福利之賬面值與其公允價值相若。

非流動資產項下之長期應收貿易款項、按金及其他應收款項、長期租賃負債以及非流動負債項下之其他僱員福利及應付貿易款項之公允價值與其賬面值相若，原因為貼現影響並不重大。

銀行及其他借貸之公允價值乃按適用於具有類似條款、信貸風險及剩餘年期之工具之現行利率貼現預期未來現金流量計算。

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (Continued)

For the six months ended 30 June 2019

26. SUMMARY OF FINANCIAL ASSETS AND FINANCIAL LIABILITIES BY CATEGORY (Continued)

(b) Financial instruments measured at fair value

The fair value measurement of the Group's financial and non-financial assets and liabilities utilised market observable inputs and data as far as possible. Inputs used in determining fair value measurements are categorised into different levels based on how observable the inputs used in the valuation technique are (the "Fair Value Hierarchy"):

The following table provides an analysis of financial instruments carried at fair value by level of fair value hierarchy:

- Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2: Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
- Level 3: Inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The classification of an item into the above levels is based on the lowest level of the inputs used that has a significant effect on the fair value measurement of the item. Transfers of items between levels are recognised in the period they occur.

The fair value of financial assets and liabilities with standard terms and conditions and traded on active liquid markets are determined with reference to quoted market prices.

The valuation techniques and significant unobservable inputs used in determining the fair value measurement of level 2 and level 3 financial instruments, as well as the relationship between key observable inputs and fair value are set out below.

簡明綜合中期財務報表附註(續)

截至2019年6月30日止六個月

26. 按類別劃分之金融資產及金融負債概要(續)

(b) 按公允價值計量之金融工具

本集團金融及非金融資產及負債之公允價值計量盡可能使用市場可觀察輸入數據及數值。釐定公允價值計量所使用輸入數據乃基於估值方法中所使用輸入數據之可觀察程度分為不同層級(「公允價值層級」)：

下表提供按公允價值層級劃分之按公允價值列賬之金融工具分析：

- 第1層：相同資產或負債於活躍市場所報價格(未經調整)；
- 第2層：就資產或負債而直接(即價格)或間接(即從價格推算)可觀察之輸入數據(不包括第1層所包含之報價)；及
- 第3層：並非根據可觀察市場數據而得出之資產或負債輸入數據(無法觀察輸入數據)。

分類為上述層級之項目乃基於所使用對該項目公允價值計量產生重大影響之最低層級輸入數據確定。層級之間項目轉撥於其產生期間確認。

具備標準條款及條件以及於活躍流通市場買賣之金融資產及負債之公允價值乃參考市場報價而釐定。

下文載列於釐定第2層及第3層金融工具之公允價值計量時所運用估值技術及重大而無法觀察之輸入資料，以及主要可觀察輸入資料與公允價值之間的關係。

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (Continued)

For the six months ended 30 June 2019

26. SUMMARY OF FINANCIAL ASSETS AND FINANCIAL LIABILITIES BY CATEGORY (Continued)

(b) Financial instruments measured at fair value

(Continued)

Information about level 2 fair value measurements

The fair value of interest rate swap is calculated as the present value of the estimated future cash flows based on observed yield curves.

The fair value of exchange rate swap is determined based on the forward exchange rate at the reporting date.

Information about level 3 fair value measurements

The embedded derivatives of the Bonds expired following the maturity of the Bonds and the change in fair value of approximately HK\$21,476,000 (six months ended 30 June 2018: HK\$65,432,000) was recognised in the profit or loss for the period.

簡明綜合中期財務報表附註(續)

截至2019年6月30日止六個月

26. 按類別劃分之金融資產及金融負債概要(續)

(b) 按公允價值計量之金融工具(續)

有關第2層公允價值計量之資料

利率掉期之公允價值乃根據可觀察利率曲線計作估計未來現金流量之現值。

利率掉期之公允價值乃根據報告日期之遠期匯率釐定。

有關第3層公允價值計量之資料

債券之嵌入式衍生工具於債券到期後屆滿，而公允價值變動約21,476,000港元(截至2018年6月30日止六個月：65,432,000港元)於期內損益賬確認。

NOTES TO THE CONDENSED CONSOLIDATED
INTERIM FINANCIAL STATEMENTS (Continued)

For the six months ended 30 June 2019

26. SUMMARY OF FINANCIAL ASSETS AND
FINANCIAL LIABILITIES BY CATEGORY (Continued)

(b) Financial instruments measured at fair value

(Continued)

The financial assets and liabilities measured at fair value in the condensed consolidated statement of financial position are grouped into the fair value hierarchy as follows:

		Level 1 第1層 HK\$'000 千港元	Level 2 第2層 HK\$'000 千港元	Level 3 第3層 HK\$'000 千港元	Total 總計 HK\$'000 千港元
As at 30 June 2019 (unaudited)	於2019年6月30日 (未經審核)				
Assets	資產				
Financial assets at fair value	按公允價值列賬之金融資產				
— Listed equity investments	— 上市股本投資	5,472	—	—	5,472
— Derivatives	— 衍生工具	—	41	—	41
— Unlisted equity investments	— 非上市股本投資	—	223,685	5,691	229,376
— Unlisted debt investments	— 非上市債務投資	—	324	—	324
Total fair value	公允價值總額	5,472	224,050	5,691	235,213
Liabilities	負債				
Financial liabilities at fair value	按公允價值列賬之金融負債				
— Derivatives	— 衍生工具	—	3,360	—	3,360
Total fair value	公允價值總額	—	3,360	—	3,360
As at 31 December 2018 (audited)	於2018年12月31日 (經審核)				
Assets	資產				
Financial assets at fair value	按公允價值列賬之金融資產				
— Listed equity investments	— 上市股本投資	82,481	—	—	82,481
— Derivatives	— 衍生工具	—	112	—	112
— Unlisted equity investments	— 非上市股本投資	—	186,418	5,694	192,112
— Unlisted debt investments	— 非上市債務投資	—	324	—	324
Total fair value	公允價值總額	82,481	186,854	5,694	275,029
Liabilities	負債				
Financial liabilities at fair value	按公允價值列賬之金融負債				
— Derivatives	— 衍生工具	—	5,435	21,476	26,911
Total fair value	公允價值總額	—	5,435	21,476	26,911

簡明綜合中期財務報表附註(續)

截至2019年6月30日止六個月

26. 按類別劃分之金融資產及金融負債概要(續)

(b) 按公允價值計量之金融工具(續)

於簡明綜合財務狀況報表內按公允價值計量之金融資產及負債劃分為以下公允價值層級：

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (Continued)

For the six months ended 30 June 2019

26. SUMMARY OF FINANCIAL ASSETS AND FINANCIAL LIABILITIES BY CATEGORY (Continued)

(b) Financial instruments measured at fair value

(Continued)

During the six months ended 30 June 2019, there have been no significant transfers between level 1, 2 and 3 in the reporting period (six months ended 30 June 2018: no significant transfers). The methods and valuation techniques used for the purpose of measuring fair value are unchanged compared to the previous reporting period.

Reconciliation for financial instruments carried at fair value based on significant unobservable inputs (Level 3) are as follows:

簡明綜合中期財務報表附註(續)

截至2019年6月30日止六個月

26. 按類別劃分之金融資產及金融負債概要(續)

(b) 按公允價值計量之金融工具(續)

截至2019年6月30日止六個月，第1層、第2層及第3層之間於報告期間並無重大轉撥(截至2018年6月30日止六個月：並無重大轉撥)。用於計量公允價值之方法及估值技術與過往報告期間相比並無變動。

按重大不可觀察輸入數據(第3層)計算之按公允價值列賬之金融工具之對賬如下：

		2019 HK\$'000 千港元	2018 HK\$'000 千港元
Financial assets at fair value through other comprehensive income	按公允價值於其他全面收益處理之金融資產		
— Unlisted equity investments	— 非上市股本投資		
At 1 January (audited)	於1月1日(經審核)	5,694	4,357
Addition	添置	—	1,337
Exchange differences	匯兌差額	(3)	—
At 30 June 2019 (unaudited)/	於2019年6月30日(未經審核)/		
31 December 2018 (audited)	2018年12月31日(經審核)	5,691	5,694
Financial liability at fair value through profit or loss	按公允價值於損益賬處理之金融負債		
— Derivatives	— 衍生工具		
At 1 January (audited)	於1月1日(經審核)	21,476	86,908
Change in fair value of embedded derivatives	嵌入式衍生工具之公允價值變動	(21,476)	(65,432)
At 30 June 2019 (unaudited)/	於2019年6月30日(未經審核)/		
31 December 2018 (audited)	2018年12月31日(經審核)	—	21,476

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS *(Continued)*

For the six months ended 30 June 2019

27. EVENT AFTER REPORTING DATE

Pursuant to the terms of the Bonds issued on 15 June 2016 by the Issuer, the guarantee provided by the Company and various discussions between the management of the Issuer and the investor over the past year, the Company will redeem the Bonds on or before 15 September 2019. The Company has informed the investor that it would redeem the Bonds accordingly (details please refer to the announcements of the Company dated 9 May 2016, 15 June 2016 and 13 August 2019 and circular of the Company dated 23 June 2016).

簡明綜合中期財務報表附註(續)

截至2019年6月30日止六個月

27. 報告日期後事項

根據發行人於2016年6月15日發行之債券之條款、本公司提供之擔保，以及發行人與投資者之管理層在過去一年內之多次討論，本公司將於2019年9月15日當天或之前贖回債券。本公司已通知投資者將於相應日期或之前贖回債券（詳情請參閱本公司日期為2016年5月9日、2016年6月15日及2019年8月13日之公告以及本公司日期為2016年6月23日之通函）。

MANAGEMENT DISCUSSION AND ANALYSIS

The Group continued to operate in the areas of culture and media services, property development and enterprise cloud services, through Dadi Media (HK) Limited and its subsidiaries, Dadi Cinema Investment Limited and its subsidiaries and Oristar Technology (HK) Limited and its subsidiaries (collectively referred to as "Dadi Media"), Nan Hai Development Limited and its subsidiaries (collectively referred to as "Nan Hai Development") and Sino-i Technology Limited (stock code: 250) and its subsidiaries (collectively referred to as "Sino-i"), and the businesses have developed steadily. In the meantime, the Group has also commenced businesses stably through Dadi News Media (HK) Limited together with its subsidiaries (collectively referred to as "News Media Business") and Dadi Innovation (HK) Limited together with its subsidiaries (collectively referred to as "Innovative Business").

During the reporting period, revenue of the Group was approximately HK\$5,607.9 million (for the six months ended 30 June 2018: HK\$8,635.7 million). Profit for the period was approximately HK\$9.3 million (for the six months ended 30 June 2018: HK\$997.6 million). The decrease in profit was primarily due to: (i) the decrease of the profit from property development segment which is affected by the revenue recognition of the property development business and the accrued expenses of deferred income tax; and (ii) the drop in the performance of culture and media services which is affected by the decrease of the box office and admission of audiences in China, and the first-time adoption of HKFRS 16-Leases. The net assets of the Group were approximately HK\$6,190.2 million (31 December 2018: HK\$6,955.3 million).

Culture and Media Services

Business Review

During the reporting period, revenue of this business segment was approximately HK\$2,356.8 million (for the six months ended 30 June 2018: HK\$2,691.6 million). Loss before income tax was approximately HK\$451.1 million (for the six months ended 30 June 2018: Profit before income tax was approximately HK\$2.8 million).

Cinema Operation

During the reporting period, the national box office in China amounted to RMB28.852 billion (excluding service charges), representing a year-on-year decrease of 3.73%. The admission of audiences was approximately 809 million, representing a year-on-year decrease of 10.11%. There are 5 films with box office more than RMB1 billion, including 3 domestic films, and 44 films with box office over RMB100 million.

管理層討論與分析

本集團透過旗下大地傳播(香港)有限公司及其附屬公司、大地影院投資有限公司及其附屬公司及辰星科技(香港)有限公司及其附屬公司(統稱「大地傳播」)、南海發展有限公司及其附屬公司(統稱「南海發展」)和中國數碼信息有限公司(股份代碼: 250)及其附屬公司(統稱「中國數碼」)持續深耕於文化與傳播服務、房地產開發及企業雲服務領域,各項業務持續穩步推進。同時,本集團通過大地傳媒(香港)有限公司及其附屬公司(統稱「新聞傳播業務」)及大地創意商業(香港)有限公司及其附屬公司(統稱「創意商業」)繼續穩步佈局相關領域。

報告期內,本集團之收益約為56.079億港元(截至2018年6月30日止六個月:86.357億港元),期內溢利約為0.093億港元(截至2018年6月30日止六個月:9.976億港元)。溢利減少主要是由於:(i)受到房地產開發業務收入確認及計提遞延所得稅費用的影響,房地產開發分部利潤下降;及(ii)受中國電影票房、觀影人次下滑及首次採納香港財務報告準則第16號—租賃的影響,文化與傳播服務分部業績下降。本集團資產淨值約為61.902億港元(2018年12月31日:69.553億港元)。

文化與傳播服務

業務回顧

報告期內,本業務部門之收益約為23.568億港元(截至2018年6月30日止六個月:26.916億港元),所得稅前虧損約為4.511億港元(截至2018年6月30日止六個月:所得稅前溢利約為0.028億港元)。

影院終端

報告期內,中國電影票房為288.52億元人民幣(不含服務費),同比下降3.73%;觀影人次約為8.09億,同比下降10.11%;票房過10億元人民幣影片5部,其中國產影片3部,票房過億元人民幣影片44部。

MANAGEMENT DISCUSSION AND ANALYSIS

(Continued)

Culture and Media Services (Continued)

Cinema Operation (Continued)

During the reporting period, the cinema business of the Group achieved a box office revenue (tax included) of RMB1,629 million (excluding service charges), representing a decrease of approximately 6.65% as compared to corresponding period in 2018. The main reason for the decrease was the overall decreasing trend of the PRC movie market, and the increase in ticket cost of the audiences due to the prohibition of online ticket fee discount. Box office contributes to approximately 5.65% of the national box office receipts (tax included). Admission of audiences reached 44.77 million, that consolidates its status of ranking second among cinema investment and management companies throughout China. As at 30 June 2019, this business segment had an aggregate of 499 cinemas with 3,065 screens operating in 29 provinces and 184 cities in China. In addition, there are approximately 174 cinemas contracted to be opened but not yet in operation.

During the reporting period, the business segment continuously explored the value of its business scenario and members to enhance the operating efficiency of the cinemas and further strengthen the advantageous market position of the PRC cinema operation industry. Leverage on the scale advantage of cinema operation, the business segment further implement its user-oriented "Film +" strategy through diversified expansion of cinema scenario based on the demand of audiences. Our cinemas provided a wide range of products and consumption privileges through industries alliance and external cooperation together with its own brand. In 2019, the business segment extended the official authorization to sell Disney's plush toys and catering products. "Shi Bu (十步)", the Group's food and beverage brand, achieved a stable improvement in its market size.

Besides optimizing the movie experience and increasing the number of audience, the business segment has also actively provided a great variety of integrated entertainment including e-sports, live performance and other cultural activities, so as to enrich the integrated entertainment of the cinema and extend the time spent by audiences in our cinemas, covering more users and enhance their entertainment and consumption experience. Through continuous introduction of diversified consumption privileges and provision of a wide range of entertainment contents, the Group wishes to provide its members with a movie-oriented and in-depth derived value, gradually expand its membership base and improve the ecosystem of cinema experience. Currently, the Group's membership operation has achieved its results in the early stage, number of members increased steadily, proportion of active members increased continuously and more resources came from other industries. Positive momentum has been formed between products, resources and members. This would further enhance the resources consolidating ability and brand influence of the Group.

管理層討論與分析(續)

文化與傳播服務(續)

影院終端(續)

報告期內，本業務部門影院業務含稅票房收入達到16.29億元人民幣(不含服務費)，同比2018年同期票房下降約6.65%，下降原因主要為中國電影市場大盤整體下行，以及線上票補停止導致的觀眾購票成本增加。含稅票房市場份額全國佔比約為5.65%，觀影人次達到4,477萬，繼續鞏固全國影院投資管理公司第二名的市場地位。截至2019年6月30日，本業務部門在全國擁有影院合共499家，銀幕3,065塊，覆蓋全國29個省，184個城市，除此之外，已簽約未開業影院數量約174家。

報告期內，本業務部門通過不斷深挖影院的場景和會員價值，提升影院的經營效率，進一步鞏固中國影院終端行業的優勢市場地位。依託於影院終端的規模化優勢，本業務部門堅持以用戶為核心，圍繞觀影需求，通過影院場景的多樣化拓展，對「電影+」戰略進行深化。通過異業聯合，外部合作等模式，結合自有品牌，為影院引入更加豐富的產品類型和消費權益。2019年，本業務部門延續了與迪士尼毛絨玩具、食品兩大類的售賣的官方授權；旗下餐飲品牌「十步」的市場規模穩步攀升。

本業務部門在優化觀影體驗，夯實觀影人群的基礎上，還積極提供包括電競賽事、現場演出以及其他文化活動在內的多元化娛樂內容，充實影院場景的綜合娛樂性，延長觀影用戶駐留影院的時間，輻射更廣闊的用戶，提升娛樂消費體驗。通過多樣性消費權益的不斷引入，以及多元化娛樂內容的持續提供，本集團希望為會員提供以觀影為核心的、深層次的衍生價值，逐步擴大集團會員基礎，逐漸完善體驗式影院的生態圈。目前，本集團會員經營已經取得初步成效，會員規模穩步增加，活躍會員佔比不斷提升，異業資源的引入日益豐富。產品端、資源端與會員端之間已經形成了良性驅動，這將進一步提升本集團的資源整合能力、品牌影響力。

MANAGEMENT DISCUSSION AND ANALYSIS

(Continued)

Culture and Media Services (Continued)

Cinema Operation (Continued)

During the reporting period, the business segment cooperated with Disney, established a cinema interactive platform to further facilitate its innovative product system, enrich the offline entertainment scenario and strengthen the integrated marketability of all scenario of our cinemas. With the improvement of the attractiveness of the cinema scenario as well as the consolidation of members' privilege, the ability to make precise and in-depth marketing of the business segment has been improving. With a higher degree of understanding towards our target customers and specific industry, we have commenced on the in-depth marketing tools and customized industry solutions and achieved a positive result. With the expansion of advertising business, the establishment of sales team was further strengthened, the sales arrangement was optimized for a quicker response to customers demand. As the local sales terminal becomes more optimized, the business segment's ability to provide professional cinema entertainment integrated marketing solution for three types of core customers such as national customers, regional customers and business district customers has also been improving.

Dadi Film

In the first half of 2019, the overall film market did not meet the expectation. Box office of imported film was in the lead. There is a need for more high quality and appealing PRC movies to enter into the market.

During the reporting period, Dadi Media (HK) Limited and its subsidiaries (collectively referred to as "Dadi Film") under Dadi Media continued to develop its business in three aspects of film content, animation and distribution.

During the reporting period, Dadi Film hold on to its stable content making philosophy and keep looking for room for improvement. It identified and developed projects with market potential on its own or cooperate with the leading production team in the industry. While investing in quality film, it also actively cooperates with top corporate team in the industry to discuss matters such as future promotion and distribution of films. At the same time, investment was made into quality project in the market. The team also actively identified new business models and developed synchronization of cinema and internet through ways such as cooperation with video website. During the Shanghai film festival in June 2019, "Dadi Night (大地之夜)" was successfully organized to promote its own brand, enhance its influence in the industry and build up its brand value.

管理層討論與分析(續)

文化與傳播服務(續)

影院終端(續)

報告期內，本業務部門通過與迪士尼合作，及影院場景互動平台的建設，進一步創新產品體系，深化線下娛樂場景，增強影院全場景的整合營銷能力。伴隨著影院場景吸引力的持續提升，及會員權益的打通與結合，本業務部門進行精準營銷、深度營銷的能力不斷增強。伴隨著對目標客戶、特定行業理解的深化，我們已經開始在深度營銷工具以及定制化行業解決方案領域做出嘗試，並收到了積極的效果。在廣告業務拓展方面，進一步增強了銷售團隊的建設，完善了銷售的在地佈局，對客戶的需求可以更積極響應，隨著在地銷售終端的不斷完善，本業務部門為全國性客戶、區域性客戶以及商圈性客戶三類核心客戶群提供專業影院娛樂整合營銷方案的能力也在不斷增強。

大地電影

2019上半年電影市場總體不及預期，進口影片票房佔據優勢，市場急需更多質量上乘有票房號召力的中國電影入市。

報告期內，大地傳播旗下大地傳播(香港)有限公司及其附屬公司(統稱「大地電影」)繼續在電影內容、動漫以及發行三個業務方向上工作。

報告期內，大地電影依然堅持穩紮穩打精益求精的內容製造理念，自研或與業內創製作一線團隊合作，挖掘開發具有市場潛力的項目。在投資了高質量影片的同時，積極與業內頭部公司團隊合作，探討未來影片宣傳發行等事宜。與此同時，積極參投市場優質項目。團隊還積極探索新的商業模式，開拓同視頻網站合作等方式進行院網同步。同時2019年6月在上海電影節期間，成功舉辦了「大地之夜」，釋放自身聲量，提升業內影響，樹立品牌價值。

MANAGEMENT DISCUSSION AND ANALYSIS

(Continued)

Culture and Media Services (Continued)

Dadi Film (Continued)

As for animation content area, focus was put on K12 market. “驚奇樂園” brand was established surrounding areas such as animation, children books, IP operation etc., gradually becoming a new development force in the animation field. For animation, animation IP matrix was optimized. Emphasis was put on the production of “Mini Force X”. The first part of the film was published on iQIYI and Tencent in October 2018, and on CCTV Children’s Channel in March 2019. The second part of “Mini Force X” was published in May 2019 and remained on top of Tencent Children Hot Search List (騰訊少兒熱搜榜) and iQIYI Children Hot List (愛奇藝兒童類熱播榜), driving up the distribution of the film and sales of its authorized products. As at 30 June 2019, 16 products has been launched into the market and the sales volume has been increasing. For the children books, “Mini Force” book series was launched in May 2019. The book become the best-seller for children comic in offline physical store within a short period of time. As for IP operation, we media (自媒體號) was established on more than 30 platform including toutiao (今日頭條), xigua (西瓜視頻), iQIYI (愛奇藝), Tencent (騰訊), YOUKU (優酷), and Douyin (抖音) etc. to publish high-quality “驚奇樂園” series derived program or drama show, in order to increase the familiarity by the children and the emotional cohesion of the children’s family. Total hit rate was approximately 800 million. A large scale family stage show featuring “Mini Force” transforming machine was produced. As at 30 June 2019, around 10 shows have been performed in Tianjin, Beijing, Shanghai, Yiwu etc. for the first round and favorable comments were received from children and parents.

Oristar

In 2019, Oristar Technology (HK) Limited and its subsidiaries (collectively referred to as “Oristar”) has successfully transformed itself from a traditional software and equipment service provider to a cinema business internet company. A brand new revenue management SaaS (Software as a Service) service platform was launched for the cinemas. More than 200 functions upgrade was made on the new cloud structure and big data system to increase cost efficiency. As at 30 June 2019, the number of cinemas with Oristar service reached more than 1,701, covering approximately 12,070 halls in 31 provinces, municipalities and autonomous regions of the PRC.

During the reporting period, Oristar focused on “Huiyingyun” (慧影雲) advertisement business function. It was the pioneer in the industry which introduced the “Huiyingyun advertisement business platform”, fully realized digitalization and commercialization management of the cinema advertising materials. It provides cinemas with different forms of advertisement in four dimensions, i.e. time, space, contents, and receivers. It also provides advertising clients with comprehensive broadcasting monitoring and user analysis data service.

管理層討論與分析(續)

文化與傳播服務(續)

大地電影(續)

動漫內容領域，聚焦K12市場，圍繞動畫、少兒圖書、IP運營等方面持續建設「驚奇樂園」品牌，逐步成為動漫領域新的發展勢力。動畫方面，優化動漫IP矩陣，重點打造《迷你特工隊X》，繼2018年10月上半部在愛奇藝、騰訊上線，2019年3月登陸央視少兒頻道，2019年5月《迷你特工隊X》下半部陸續上線，始終佔據騰訊少兒熱搜榜、愛奇藝兒童類熱播榜前列，帶動了發行和授權產品的廣泛熱銷，截至2019年6月30日，已上市16個單品，銷量不斷遞增。少兒圖書方面，2019年5月上市《迷你特工隊》圖書系列，短時間內攀升到線下實體店渠道的少兒卡通類暢銷書前列。IP運營方面，建設超過30個平台的自媒體號，包括今日頭條、西瓜視頻、愛奇藝、騰訊、優酷、抖音等，發布高質量的驚奇樂園系列衍生節目或衍生劇，不斷增強IP與小朋友的觸達機會、與小朋友家庭的情感凝聚，累計點擊量將近8億次；打造《迷你特工隊》大型機甲變形親子舞台劇，截至2019年6月30日，已在天津、北京、上海、義烏等地首輪演出近10場，廣受小朋友們和家長的好評。

辰星科技

2019年，辰星科技(香港)有限公司及其附屬公司(統稱「辰星科技」)成功實現了從傳統影院軟件和設備服務商到影院產業互聯網公司的轉型。面向影院推出了全新的收益管理SaaS(軟件即服務)服務平台，在全新的雲架構和大數據體系上，作出了200多項功能升級，為影院的增收節支全面賦能。截至2019年6月30日，辰星科技服務影城數達到1,701餘家，累計覆蓋影廳約12,070個，輻射中國31個省市及自治州地區。

報告期內，辰星科技聚焦「慧影雲」的廣告業務功能，在業內率先推出了「慧影雲廣告業務平台」，全面實現影院廣告資源的數字化和商品化管理，從時間，空間，內容，受眾四個維度出發，為影院提供了更多的廣告售賣方式，同時也為廣告主提供了全面的監播及用戶分析數據服務。

MANAGEMENT DISCUSSION AND ANALYSIS

(Continued)

Culture and Media Services (Continued)

Prospects

Although China film market experienced a short fallback in the first half of 2019, the Group remains positive towards the future development of China film market. As the number of screen keep increasing and the quality of films have improved gradually, China film market still possesses potential for growth. In the future, besides devoting more efforts in market expansion and optimizing the cinema layout and structure throughout the country, the Group will strategically focus on the cinemas of those important regions, to create an innovative cinema service model, establishing a new benchmark for cinema service and spreading to the entire nation.

For the cinema operation business, the Group will continue to implement the OMO (Online — Merge — Offline) business model. We will use “U+” as our unified member brand and promote in nearly 500 cinemas. From the membership operation perspective, the Group will further develop its “Film +” strategy. In the future, the Group will continue to introduce more value-added services including children entertainment activities, live performance, other cultural activities and IP related products to further enrich members’ privilege and perfect the service ecosystem of the cinemas. Relying on the diversified and unique member activities, the user consumption experience will be further enhanced and the Group’s big data resources will be increased, providing support for the further enhancement of members experience and precise marketing.

Thanks to the increase in the number of cinema advertising products, the level of digitalization, the recognition of the market towards cinema media and the number of cinemas that can screen advertisements. With the further expansion of the cinemas of the Group, focusing strategically on the major box office cities, increase of members privilege and loyalty will continue to increase. The Group’s advantage in scale and competitive edge in the cinema advertisement market will be further improved, and its ability in precise marketing and product innovation will also be strengthened, which will have a positive impact on the brand awareness and operating results of the Group’s advertising business.

As for the content, there will be more uncertainties in the film market in the second half of 2019. The overview on the general condition could not be too optimistic. Adapting flexibly and capturing opportunity will be the main theme of the film market in the second half of the year. In the second half of the year, Dadi Film will still pay close attention to the film market and identify leading corporation with high quality to commence multi-dimension and multi-level cooperation, so as to make use of the resource advantage of Dadi Film to participate in more quality projects. Meanwhile, it will continue to promote its existing films, identify business partners such as good promoters and distributors to coordinate relevant distribution work.

管理層討論與分析(續)

文化與傳播服務(續)

展望

雖然中國電影市場在2019年上半年出現了短暫回調，但本集團對於中國電影市場未來發展的樂觀判斷從未改變。隨著銀幕數量的不斷增長以及電影質量的穩步提升，中國電影市場仍然具備很強的增長潛力。未來，本集團在持續加大市場擴張力度、優化全國影院佈局結構的基礎上，將會對重點票倉區域的影院進行戰略聚焦，更有針對性地創新影院服務模式，打造影院觀影服務新標桿，並推廣至全國。

在影院終端業務上，本集團將繼續堅持在OMO(線上線下融合)業務模式上的實踐，以「U+」為統一的會員品牌，持續引入多樣化的消費業態與權益，並積極地在全國近500家影院中進行推廣、複製與共享。本集團將在會員經營的維度繼續深化「電影+」戰略。未來，集團將持續引入包括兒童娛樂活動、現場演出、其他文化消費、IP衍生品等更多類型的增值服務，進一步充實會員權益，完善影院的服務生態圈。依靠豐富、獨特的會員活動，增強影院場景的觸達和用戶消費體驗的提升，充實本集團的大數據資源。進而對會員體驗的進一步提升和精準營銷提供支持。

隨著影院廣告產品的不斷豐富、數字化程度日益增強，客戶市場對影院媒體認可度逐步提升，伴隨著本集團影院的進一步擴張，對票倉城市的戰略聚焦，會員權益的不斷打通，會員粘性的持續增強，本集團在影院廣告市場的規模優勢以及競爭優勢將會日益增強，精準營銷及產品創新能力也會不斷深化。這都會對本集團廣告業務的品牌影響力和經營業績產生積極推動作用。

在內容端方面，2019年下半年電影市場不確定性將會加劇，整體大盤不容樂觀，調整、變化、靈活適應、把握時機將是下半年電影市場主基調。大地電影下半年將會依然密切關注電影市場動向，尋找優質項目頭部團隊展開多維度多層次的合作，繼續發揮大地電影資源優勢參與更多優質項目，同時繼續推進已有影片，尋找優質宣傳發行商務等合作夥伴，統籌協調相關發行工作。

MANAGEMENT DISCUSSION AND ANALYSIS

(Continued)

Culture and Media Services (Continued)

Prospects (Continued)

As for the animation content, the upgrading strategy of domestic contents will be implemented. Content production of "Mini Force" will be improved. A "Mini Force" film will be released by the end of 2019, followed by a brand new season 52 episodes domestic animation series. To enhance its IP operation, the Group will participate in Licensing Expo China, to show its "驚奇樂園" IP matrix for the first time and unify the external authorization. It will also increase the cooperation with different industries, to commence authorized cooperation with units such as the national AAAA grade Qinglongxia Scenic Area and stage performance organization etc.

As for the cinema revenue services, regarding the fast-growing cinema industry in China, Oristar will actively promote the "Huiyingyun" platform, so as to enhance the core competitiveness of the cinemas and improve its operational efficiency and profitability, and strives to provide quality one-stop and internet products and services for cinemas.

Property Development

Business Review

During the reporting period, revenue of this business segment was approximately HK\$2,532.9 million (for the six months ended 30 June 2018: HK\$5,106.1 million) and profit before income tax was approximately HK\$2,387.7 million (for the six months ended 30 June 2018: HK\$3,291.1 million).

"The Peninsula" Project in Shenzhen

"The Peninsula" project of Nan Hai Development locates in the prime triangle zone formed by Qianhai Shenzhen-Hong Kong cooperation free trade zone, Houhai financial and commercial center and Shekou Sea World free trade zone, establishing a diversified business combining high-end housing, intelligent commercial, smart hotel, sharing office, creative theater and yacht club etc.

Phase 1 and 2 of "The Peninsula" have been sold out. The sale of Phase 3 was launched in April 2016 and almost sold out till now. The sale of Phase 4 of "The Peninsula" was launched on 23 April 2019, sell through rate reached 82% on the same date. As of 30 June 2019, accumulated sales of Phase 4 amounted to RMB6.859 billion. The Group is holding 55,800 m² of the commercial portion to establish businesses including smart hotel, social and creative business and shared offices according to the ideology of "world citizen style and stay with the trend". Operation will be commenced by 2020.

管理層討論與分析(續)

文化與傳播服務(續)

展望(續)

動漫內容領域，堅持推進國產化內容升級戰略。加強內容創作，圍繞《迷你特工隊》核心IP，2019年底將上映同名電影，緊隨其後推出全新一季的52集國產動畫劇集；加強IP運營，參加全球授權展·中國站，首次對外集中亮相「驚奇樂園」IP矩陣，統一對外授權；加強異業合作，與國家AAAA級青龍峽景區、舞台劇演出等機構持續開展授權合作。

在影院收益服務方面，針對目前仍在高速發展中的中國影院行業，辰星科技將大力推廣「慧影雲」平台的普及，助力提高影城的核心競爭力，提升經營效率和盈利能力，並為影院提供優質的一站式、互聯網化的產品和服務。

房地產開發

業務回顧

報告期內，本業務部門之收益約為25.329億港元，（截至2018年6月30日止六個月：51.061億港元），所得稅前溢利約為23.877億港元（截至2018年6月30日止六個月：32.911億港元）。

深圳「半島·城邦」項目

南海發展旗下項目深圳「半島·城邦」，地處前海深港合作自貿區、后海金融商業中心與蛇口海上世界自貿區黃金三角核心地帶，打造高端住宅、智能商業、智能酒店、共享辦公、創想劇院、遊艇會等多元業態。

其中，「半島·城邦」一期、二期已售罄，三期於2016年4月開盤，現也已基本售罄。「半島·城邦」四期於2019年4月23日開盤銷售，開盤當天去化率82%，截至2019年6月30日，累計銷售額達68.59億元人民幣；集團自持5.58萬平方米的商業部分，正按照「世界公民風格、與時代同步」的理念打造智能酒店、智能商業、共享辦公等業態，將於2020年開業綻放。

MANAGEMENT DISCUSSION AND ANALYSIS

(Continued)

Property Development (Continued)

Business Review (Continued)

"Free Man Garden" Project in Guangzhou

"Free Man Garden" project of Nan Hai Development in Guangzhou is located at the Guangzhou airport economic development area, with a total gross floor area of 1.5 million m². It is a living complex consists of housing, commercial facilities, cinema, school, garden, clubhouse and various large scale sports facilities, introducing the concept of ecological, sports and living, advocating a modern living style which is environmental friendly, sporty and healthy. It is a high quality large scale ecological oxygen community. There are a total of eight phases in "Free Man Garden" project, of which Phase 1, 2, 4 and 7 have been sold out. The sale of Phase 5 and 6 was launched on 1 December 2018. As of 30 June 2019, a total of 297 flats were sold with the area of 37,345 m² and sales amount of RMB906 million. Phase 3 will be self-owned for commercial use with diversified business of catering, entertainment and culture. Operation will be commenced in the second half of 2019.

Moreover, the Group actively created a new model of operation in real estate business and developed quality projects in various ways. Leveraging on the experience in "The Peninsula" and "Free Man Garden" Project, the Group will continuously invest in the construction of various quality projects.

Prospects

For the real estate industry, despite the increase in PRC policy regulation, and corporate finance tightening in 2019, there are still plenty of new opportunities for value expansion. In light of the circumstances, Nan Hai Development will take advantage on its existing projects, integrate its resources to develop quality projects through commercial real estate, urban renewal, city transformation and upgrade etc., so as to further optimize the strategic network and to create room for development in the future. At the same time, Nan Hai Development will further strengthen its corporate governance and talent optimization, establish an effective internal operation and risk management and control by adopting sound funding strategy, laying a foundation for sustainable development.

管理層討論與分析 (續)

房地產開發 (續)

業務回顧 (續)

廣州「自由人花園」項目

南海發展旗下項目廣州「自由人花園」，坐落廣州空港經濟開發區，總建築面積達150萬平方米，集住宅、商業、影院、學校、園林、會所和各類大型運動設施於一體，引入生態運動人居概念，倡導環保、運動、健康的現代時尚生活方式，是廣州市高品質大型生態活氧社區。「自由人花園」總計八期，其中一期、二期、四期和七期基本售罄，五、六期於2018年12月1日推售，截至2019年6月30日，共售出297套，面積37,345平方米，銷售金額9.06億元人民幣；三期為商業自持部分，打造餐飲、娛樂、文化為一體的多元商業，將於2019年下半年開業。

另外，本集團還積極創新房地產經營模式，以多種形式開拓優質項目，依托「半島·城邦」和「自由人花園」項目經驗，下一步將持續投資建設其他各類優質項目。

展望

針對房地產行業，2019年中國調控持續加碼、企業融資收緊，但仍有很多新的價值拓展機會。新形勢下，南海發展立足現有項目優勢，整合集團產業資源，在商業地產、城市舊改、城市轉型升級等方面積極拓展優質項目，進一步優化戰略佈局，夯實未來發展空間。與此同時，南海發展進一步加強公司治理和人才優化，運用積極穩妥的資金策略，做好內部運營和風險管控，為可持續發展奠定基礎。

MANAGEMENT DISCUSSION AND ANALYSIS

(Continued)

Enterprise Cloud Services

Business Review

By virtue of the comprehensive cloud computing infrastructure services, e-commerce and total “Internet+” solutions offered for corporate clients in China, this segment spent unremitting efforts on the development of digitalization and smart operation. Leveraging on its unremitting efforts, this segment has successfully established an outstanding nation-wide business and localized service network in the industry, so as to effectively address “the last kilometer” problems from service providers to corporate clients. With the rapid development of mobile internet and establishment of de-centralized network ecosystem represented by WeChat applet, 中企動力科技股份有限公司 (CE Dongli Technology Company Limited, “CE Dongli”), a subsidiary of this business segment, launched full network responsive portal on top of its original portal product as well as online and offline marketing and operating one-stop solutions such as “Youyi” (有翼) intelligent business. Together with 北京新網數碼信息技術有限公司 (Beijing Xinnet Cyber Information Company Limited, “Xinnet”)’s cloud computing services played a significant role in promoting the growth of the number of users.

During the reporting period, with key subsidiaries CE Dongli and Xinnet as its main business entities, efforts were continuously made in the development of cloud services for corporate digitalization and smart operation by providing comprehensive IaaS (Infrastructure as a service), cloud application, corporate e-commerce services, “corporate digitalization transformation” total solutions and big databased business intelligence cloud service to China market. During the reporting period, revenue of this business segment was approximately HK\$469.3 million (for the six months ended 30 June 2018: HK\$503.9 million), representing a decrease of approximately 6.9% over the corresponding period last year. Loss before income tax was approximately HK\$45.7 million (for the six months ended 30 June 2018: HK\$68.8 million).

管理層討論與分析(續)

企業雲服務

業務回顧

本業務部門在向中國企業客戶提供全方位的雲計算基礎設施服務、電子商務和「互聯網+」整體解決方案的基礎上，持續推進其數字化智能經營進程。通過長期不懈的努力，已經成功建立了業內首屈一指的全國性的商務和本地化服務網絡，有效解決了服務商到企業客戶的「最後一公里」的問題。伴隨著移動互聯網的高速發展和以微信小程序為代表的去中心化網絡生態的建立，本業務部門的屬中企動力科技股份有限公司（「中企動力」）在原有門戶產品的基礎上推出的全網響應式門戶、有翼智慧商業等線上線下營銷經營一體化解決方案，和北京新網數碼信息技術有限公司（「新網」）的雲計算服務一起對於用戶量的增長起到了明顯的推動作用。

報告期內，本業務部門致力於企業數字化智能經營雲服務的發展，以旗下核心企業中企動力及新網為經營主體，面向中國市場提供全方位的IaaS（基礎設施即服務）、雲應用、企業電子商務服務、「企業數字化轉型」整體解決方案以及基於大數據的商業智能雲服務。報告期內，本業務部門之收益約為4.693億港元（截至2018年6月30日止六個月：5.039億港元），同比下降約6.9%；所得稅前虧損約為0.457億港元（截至2018年6月30日止六個月：0.688億港元）。

MANAGEMENT DISCUSSION AND ANALYSIS

(Continued)

Enterprise Cloud Services (Continued)

Business Review (Continued)

CE Dongli

With 20 years' experience of being a service provider for enterprises in China, CE Dongli has successfully established a corporate "Internet+" product operating system as well as an extensive business and localized service network, providing corporate digitalization and operation solutions. During the reporting period, with 5G network launching in the near future, CE Dongli introduced the full network responsive portal product targeting optimization of mobile internet experience. Hence, the number of potential users increased while enhancing users' experience. For industrial solutions, the launching of foreign trading portal were well-received by the market. Number of foreign trade customers increased by more than 1,200 within six months. For the smart business aspect, CE Dongli launched "Youyi" (有翼) cloud product, providing mobile mall and smart store digital services for customers in the retail service industry. In addition to providing digitalization and operation solutions for SMEs, CE Dongli also expands its major client base by providing more high-end customers with a "MarTech" digitalization and smart operation flagship service. Since the launching of high-end customized brand CE Ultimate (中企高呈), it has provided digital operation services for more than 150 companies that are Fortune Global 500 companies or 100 top companies in various industries in China, enjoying a better competitiveness in various industries including finance, real estate, medical and retail etc.. In the meantime, in the process of meeting the complex digital needs of high-end customers, CE Dongli has continued to build its product and service capabilities, perform sampling and integration, and rely on the support of the product research center, gradually forming specific products and industry solutions for different industries and meeting the needs of customers at different stages, achieving effective integration with small and medium business regarding marketing and design service. For research of new products, CE Dongli is gradually forming a development structure supported by the middle structure of business (業務中台). A flexible and feasible product and industry solution can be made promptly according to the needs of different industry and customer of different stage. Hence, the delivery efficiency of the product development is significantly improved.

管理層討論與分析(續)

企業雲服務(續)

業務回顧(續)

中企動力

中企動力基於為中國企業服務20年的經驗，為其搭建運營級的企業「互聯網+」產品體系，建立了龐大的商務和本地化服務網絡，為其提供企業數字化經營解決方案。報告期內，中企動力在5G來臨的大背景下，推出了針對移動互聯網體驗優化的全網響應式門戶產品，在提升用戶體驗的同時擴大了潛在用戶的數量。行業化解決方案方面，外貿門戶的推出獲得了市場的高度認可，半年內新增超過1,200家外貿客戶。在智慧商業領域，中企動力推出有翼雲產品，為零售服務行業客戶提供移動商城與智慧門店類數字化服務。除了為中小企業提供數字化經營解決方案外，中企動力在大客戶領域的拓展也在持續進行，不斷地為更多高端客戶提供「MarTech」數字化智能經營旗艦級服務。自中企動力推出高端定製品牌中企高呈以來，已為150多家世界500強企業及中國行業百強企業提供數字化服務，在金融、地產、醫藥、零售等多個行業中具備較強的競爭力。與此同時，在滿足高端客戶複雜數字化需求的服務過程中，中企動力不斷沉澱產品與服務能力，抽樣整合，依托產研中心的支撐，逐漸形成了針對不同行業、滿足不同階段客戶群需求的特定產品及行業解決方案，並與中小業務在市場營銷及設計服務方面做到了有效融合。在新產品的研發方面，中企動力逐步建成以業務中台為支撐的開發架構，可以根據不同行業、不同階段客戶的需求快速形成靈活可配置的產品和行業解決方案，大幅度提高了產品開發交付效率。

MANAGEMENT DISCUSSION AND ANALYSIS

(Continued)

Enterprise Cloud Services (Continued)

Business Review (Continued)

Xinnet

During the reporting period, Xinnet continued its cloud services such as IaaS, domain name hosting and synergistic communication for SMEs and micro-enterprises through internet online and distributor channels established across China. In 2017, after Xinnet officially launched "Arrow Cloud (箭頭雲)", its self-developed new generation cloud computing product, this business segment continued to increase its investment in research and development, making reservation with cloud technology, while optimizing and perfecting the existing cloud business platform and operation platform, hence improving the operational efficiency while bringing better experience to customers. On this basis, Xinnet regard its own cloud products as its core and provides users with more extensive value-added products and a more comprehensive cloud service experience through the application and service market.

Prospects

The management of the business segment considers that with the rapid development of mobile internet and gradual establishment of a de-centralized business model, enterprises in China will be facing a wave of digitalization transformation, and business intelligence services based on big data will be developed. Although it still takes time for market ramp-up and promotion, cloud services for corporate digitalization and smart operation and industrial solutions will enjoy the enormous room for development. Going forward, this segment will continue to improve its ground services capability by putting users as its core, relying on the industry and making full use of the Internet, which allows it to quickly respond to the needs of enterprises and provide timely solutions to issues. Meanwhile, this segment will enhance its overall operational capability and online services capability. In respect of product application, with an in-depth understanding of the industry's business scenarios, the Group will quickly respond to the needs of business scenarios in different industries based on the cloud product model and the middle structure of business (業務中台). Furthermore, this segment will also increase its capital investment in the data centre, cloud computing technology, automatic operation and maintenance technology as well as big data technology, and enhance its overall technical core competence to further develop and optimize its products and services for the enterprise's digital intelligent business scenario.

管理層討論與分析(續)

企業雲服務(續)

業務回顧(續)

新網

報告期內，新網繼續通過網絡在線與遍布全國的代理商渠道，面向全國中小微企業開展 IaaS、域名託管、協同通訊等雲服務。繼 2017 年推出自主開發的新一代雲計算產品「箭頭雲」後，本業務部門在研發方面繼續增加投入，進行混合雲技術的儲備，同時優化和完善現有雲業務平台及運營平台，在為客戶帶來更好使用體驗的同時繼續提昇運營效率。在此基礎上，新網以自有雲產品為核心，通過應用與服務市場，為用戶提供更加豐富的增值產品以及更加全面的雲服務體驗。

展望

本業務部門管理層認為，伴隨著移動互聯網高速發展和去中心化商業模式的逐漸確立，中國企業將迎來一次數字化轉型浪潮，基於大數據的智慧商業服務將會得到發展，雖然仍需一定的市場培育和推廣時間，但面向企業數字化智能經營的雲服務和行業解決方案會擁有廣闊的市場空間。未來，本業務部門將以用戶為核心，以行業為依托，充分利用互聯網手段，不斷提升自己的地面服務能力，對企業的需求、問題進行快速響應，及時解決，同時全面提昇運營支撐能力和在線服務能力。在產品應用方面，在深度理解行業商業場景的基礎上，以雲產品模型、業務中台做支撐，快速響應不同行業的商業場景需求。此外，本業務部門會持續加大對數據中心、雲計算技術、自動化運維技術、大數據技術的資本投入，全面提升核心技術能力，進一步研發和優化面向企業數字化智能經營商業場景的產品和服務。

MANAGEMENT DISCUSSION AND ANALYSIS

(Continued)

News Media Business

Business Review

There are two business divisions under the news media business, namely “HK01” and “Duowei Media”. During the reporting period, revenue of this business segment was approximately HK\$39.8 million (for the six months ended 30 June 2018: HK\$102.4 million), of which revenue from third parties increased from approximately HK\$20.9 million to approximately HK\$39.8 million. Loss before income tax was approximately HK\$209.1 million (for the six months ended 30 June 2018: HK\$180.5 million).

Based in Hong Kong, “HK01” has more than 750 employees. It is a pioneer of innovative media, aiming to create an internet lifestyle platform for Hong Kong people, which is a new conception of combining internet with news media business. During the reporting period, besides developing the news media business, HK01 also continued to increase its effort in developing charity platform “01 heart (01心意)”, running services platform “01 marathon (01齊跑)” and food order and takeaway platform “eatojoy (e肚子)”. It also organized different activities including debate competition, singing contest and martial arts expo etc., with an aim to provide Hong Kong people with a more comprehensive and quality internet service in all aspects based on news and information.

During the reporting period, active users of webpages and mobile applications reached 2 million at the peak, and active users of mobile applications increased by two times as compared with that of last year. In respect of views, the average number of daily page views of the website and mobile applications of HK01 exceeded 10 million, which increased about two times as compared to that in 2018. Page views reached approximately 23.50 million at peak. Number of members increased to approximately 500,000, representing an increase of about 3 times as compared to that in last year. With high quality news reports, HK01 achieved remarkable results by winning many news awards, including 4 US Telly Awards, an internationally recognised award and the Excellent Journalism Award (《年度卓越新聞獎》) by The Society of Publishers in Asia.

During the reporting period, we commenced the integration of the content and editing business of “HK01” and “Duowei Media” to enhance synergy effect and cost effectiveness. “Duowei Media” implements the concept of “data-driven operation, operation-driven content”. During the reporting period, Duowei Media webpage views reached 140 million. As of the end of June 2019, the number of members of “Duowei Media” has reached 94,000, representing an increase of more than 60% as compared with that of last year.

管理層討論與分析(續)

新聞傳播業務

業務回顧

新聞傳播業務包括「香港01」和「多維傳媒」兩個分部。報告期內，本業務部門之收益約為0.398億港元(截至2018年6月30日止六個月：1.024億港元)(其中從第三方取得的收益由約為0.209億港元增長至約為0.398億港元)，所得稅前虧損約為2.091億港元(截至2018年6月30日止六個月：1.805億港元)。

「香港01」立足於香港，在香港擁有員工超過750人，以倡議型媒體的先行者為出發點，旨在打造一個屬於香港人的互聯網生活平台，這是一種嶄新的互聯網與新聞媒體業務結合的新構想。報告期內，「香港01」除發展新聞媒體業務外，並持續加大「01心意」慈善平台、「01齊跑」跑步服務平台及「e肚子」外賣自取平台等的投入與發展；亦籌組了不同活動，包括辯論比賽、歌唱比賽及武術博覽會等，目的就是要為香港人提供更全面優質的、以新聞信息為基礎的全方位互聯網服務。

報告期內，網頁及手機應用的活躍用戶在最高峰時接近200萬，其中手機應用的活躍用戶相比去年增長超過兩倍；在瀏覽量方面，「香港01」網頁及手機應用的每日平均瀏覽量超過1,000萬，相比2018年平均數增長接近兩倍，而在最高峰時，瀏覽量更接近2,350萬。會員人數已增至接近50萬，相比去年同期增長近3倍。憑藉優質的新聞報導，「香港01」奪得多個新聞獎項，其中包括4項國際性的美國《Telly Awards》大獎、亞洲出版業協會《年度卓越新聞獎》等，成績斐然。

報告期內，我們啟動整合「香港01」和「多維傳媒」的內容與編輯業務，增強協同效應和成本效益。「多維傳媒」落實「以數據驅動運營，以運營驅動內容」的理念。報告期內，「多維傳媒」的網頁瀏覽量高達1.40億。截至2019年6月底，「多維傳媒」的會員人數已達9.4萬，同比去年增幅超過60%。

MANAGEMENT DISCUSSION AND ANALYSIS

(Continued)

News Media Business (Continued)

Prospects

“HK01” strives to establish an internet lifestyle platform for Hong Kong people. For the media aspect, we plan to improve the contents of social news, entertainment news and lifestyle articles in the future, coupled with online and offline promotion to reach wider audiences and obtain the leading position in Hong Kong media. Moreover, we will launch the “一網打盡” shopping guide platform, “卜卜遊” travel service platform and emphasize on the development of membership economy. We will also activate “01 points (01 積分)” to path the way for internet lifestyle platform and membership economy of “HK01”.

Innovative Business

Business Review

During the reporting period, revenue of this business segment was approximately HK\$166.5 million (for the six months ended 30 June 2018: HK\$288.5 million) and loss before income tax was approximately HK\$185.1 million (for the six months ended 30 June 2018: HK\$363.5 million). The decrease in revenue but improvement in profitability were due to the effective execution of the innovative business restructuring initiated in November 2018. Crabtree & Evelyn’s new focus on direct E-Commerce drove e-commerce revenue to approximately HK\$64 million, an increase of approximately 69% as compared to corresponding period in 2018. Sales in Mainland China increased to approximately HK\$8.2 million, representing an increase of approximately 93% as compared to corresponding period in 2018.

Crabtree & Evelyn’s strategy is to transform from traditional retail to OMO operating model, which is determined to pursue the OMO development path starting from e-commerce. During the reporting period, Crabtree & Evelyn completed its restructuring by successfully shedding all of its traditional retail stores (over 150 stores in 8 countries), shifting its manufacturing and distribution to third party providers and selling its Australian warehouse facility. While traditional retail companies continue to struggle or close, Crabtree & Evelyn is now ahead of the market in meeting the challenges of the current and future business environment.

Crabtree & Evelyn will begin the launch of its new brand, business model, and product portfolio in the second half of 2019, which are the result of two years of research and development on innovative new products. All of these products have been manufactured by third party partnerships, the first result of a faster, more flexible, and lower cost global supply chain. A new global digital platform with full e-commerce and social functionality will be introduced in 35 markets, with corresponding investment in internal teams and capabilities. The new products will also be launched on online shopping malls via exclusive arrangements with TMall global, Amazon, and Feelunique. Initial feedback from both the new millennial consumer and retail partners has been extremely positive.

管理層討論與分析(續)

新聞傳播業務(續)

展望

「香港01」致力打造一個屬於香港人的互聯網生活平台。在媒體方面，未來我們將計劃加強社會新聞、娛樂新聞及生活類的報導，並配合線上及線下宣傳，以接觸更廣的受眾，搶佔香港媒體第一地位。另外，我們亦將推出「一網打盡」導購平台、「卜卜遊」旅遊服務平台及重點發展會員經濟，並會激活「01 積分」，為「香港01」的互聯網生活平台及會員經濟鋪路。

創意商業

業務回顧

報告期內，本業務部門之收益約為1.665億港元(截至2018年6月30日止六個月：2.885億港元)，而所得稅前虧損約為1.851億港元(截至2018年6月30日止六個月：3.635億港元)。收益減少及盈利能力改善乃由於在2018年11月有效執行創意商業重組。瑰柏翠將新重點置於直接電子商務，產生電子商務收益約為0.64億港元，較2018年同期增加約69%。中國內地之銷售額增加至約為0.082億港元，較2018年同期增加約93%。

瑰柏翠之策略為從傳統零售轉型為OMO運營模式，並確定以電子商務為起點，尋求發展OMO。報告期內，瑰柏翠完成其重組，方法為成功削減其所有傳統零售店(8個國家逾150間店鋪)，將其製造及分銷轉移至第三方供應商，以及出售其於澳洲之倉庫設施。在傳統零售公司繼續掙扎求存或倒閉的同時，瑰柏翠已領先市場，迎接當前及未來業務環境的挑戰。

瑰柏翠將於2019年下半年開始推出其新品牌、商業模式及產品組合，展示兩年來研發創新產品之成果。所有該等產品均由第三方合作夥伴製造，為更快速、更靈活、更低成本之全球供應鏈之首項成果。通過對內部團隊及能力作出相應投入，具有全面電子商務及社交功能之全球新數碼平台將在35個市場推出。新產品亦將透過與天貓國際、Amazon及Feelunique之獨家安排在網上商城推出。千禧新世代消費者及零售合作夥伴之初步反饋均非常正面。

MANAGEMENT DISCUSSION AND ANALYSIS

(Continued)

Innovative Business (Continued)

Prospects

The relaunch of Crabtree & Evelyn in the second half of 2019 will inject new vitality, new concept, new product and new model, presenting a new look to our customers. We have prepared for this relaunch with the brand communication, product portfolio, digital communication and distribution model, and the transformation of the operating model along with business restructuring required to attract more users to become loyal customers.

Financial Resources and Liquidity

The Group continued to adopt prudent funding and treasury policies. As at 30 June 2019, net assets attributable to the owners of the Company amounted to approximately HK\$5,606.2 million (31 December 2018: HK\$6,199.8 million), including cash and bank balances of approximately HK\$12,907.8 million (31 December 2018: HK\$8,297.6 million) which were mainly denominated in Renminbi, Hong Kong dollars and United States dollars. As at 30 June 2019, the Group's aggregate borrowings were approximately HK\$20,218.9 million (31 December 2018: HK\$19,959.8 million), of which approximately HK\$9,736.1 million (31 December 2018: HK\$11,759.1 million) were bearing interest at fixed rates while approximately HK\$10,482.8 million (31 December 2018: HK\$8,200.7 million) were at floating rates. The Group has partially managed interest rate risk through interest rate swap.

As at 30 June 2019, the gearing ratio of the Group, which is calculated as the net debt divided by the adjusted capital plus net debt was approximately 54.15% (31 December 2018: 62.64%).

As at 30 June 2019, the capital commitment of the Group was approximately HK\$548.5 million (31 December 2018: HK\$263.6 million), of which approximately HK\$3.0 million would be used for the renovation of the owned properties, approximately HK\$53.7 million would be used as capital expenditures for the expansion of its cinema business, approximately HK\$491.8 million would be used for property development.

As at 30 June 2019, the Group's contingent liabilities were approximately HK\$20.7 million in connection with the guarantees given to secure credit facilities of an associate (31 December 2018: HK\$20.4 million). Details are set out in note 22 to the condensed consolidated interim financial statements.

As at 30 June 2019, certain right-of-use assets, buildings, other property, plant and equipment, properties under development and completed properties held for sale, investment properties and bank deposits with a total net carrying value of approximately HK\$14,383.9 million (31 December 2018: HK\$11,997.2 million) were pledged to secure the credit facilities granted to the Group. In addition, trading securities with a carrying value of approximately HK\$200,000 (31 December 2018: HK\$200,000) and certain shares of several subsidiaries of the Company were pledged and bank accounts were charged for securing the Group's credit facilities. Details are set out in note 23 to the condensed consolidated interim financial statements.

管理層討論與分析(續)

創意商業(續)

展望

於2019年下半年重新出發的瑰柏翠，將注入新活力、新概念、新產品及新模式，向客戶呈現全新形象。在品牌傳播、產品組合、數碼通信、分銷模式以及業務重組方面，我們已準備就緒，在轉變運營模式的同時，吸引更多用戶成為忠誠客戶。

財務資源及流動資金

本集團繼續採取審慎之資金及財務政策。於2019年6月30日，本公司擁有人應佔資產淨值約為56.062億港元(2018年12月31日：61.998億港元)，包括現金及銀行結存約為129.078億港元(2018年12月31日：82.976億港元)，主要以人民幣、港元、美元為單位。於2019年6月30日，本集團之借貸總額約為202.189億港元(2018年12月31日：199.598億港元)，其中約97.361億港元(2018年12月31日：117.591億港元)乃按固定利率計息，而約104.828億港元(2018年12月31日：82.007億港元)則按浮動利率計息。本集團已透過利率掉期管理部分風險。

於2019年6月30日，本集團之資本負債比率，即負債淨額除以已調整之資本加負債淨額約為54.15%(2018年12月31日：62.64%)。

於2019年6月30日，本集團之資本承擔約為5.485億港元(2018年12月31日：2.636億港元)，其中約0.030億港元將用作自有物業之翻新工程費用，約0.537億港元將用作擴展影院業務之資本開支，約4.918億港元將用作房地產開發。

於2019年6月30日，本集團之或然負債約為0.207億港元(2018年12月31日：0.204億港元)，乃就一間聯營公司之信貸融資提供之擔保所致。詳情載於簡明綜合中期財務報表附註22。

於2019年6月30日，本集團之信貸融資是以賬面淨值總額約為143.839億港元(2018年12月31日：119.972億港元)之若干使用權資產、樓宇、其他物業、廠房及設備、待發展及已落成待售物業、投資性物業及銀行存款作為抵押。此外，本集團已質押賬面值約為200,000港元(2018年12月31日：200,000港元)之交易證券、本公司數間附屬公司之若干股份、及銀行賬戶作為本集團信貸融資之抵押。詳情載於簡明綜合中期財務報表附註23。

MANAGEMENT DISCUSSION AND ANALYSIS

(Continued)

Financial Resources and Liquidity (Continued)

Details of the bank and other borrowings and financing of the Group are set out in notes 17 and 19 to the condensed consolidated interim financial statements.

Exposure to Fluctuation in Exchange Rates

The Group operated mainly in the PRC, and its operating expenses and revenue were primarily denominated and settled in Renminbi. The Group adopted Hong Kong dollars as its reporting currency, and the reported assets, liabilities and results may be affected by Renminbi exchange rate. As the majority of the Group's borrowings were primarily denominated in US dollars and Renminbi, it was exposed to foreign exchange risk. The Group has partially managed such risk through cross currency swap. The Group will keep reviewing and monitoring the fluctuation in exchange rates between relevant currencies and consider using foreign exchange hedging instruments from time to time to minimize the risk exposure arising from changes in exchange rates. The Group will also proactively choose the type of currency for assets and liabilities based on its prejudgment of currency trend under practicable circumstances.

Employee and Remuneration Policy

The Company employs and remunerates its employees based on their qualifications, experience and performance. In addition to basic salary payments, other benefits include housing, contributions to mandatory provident fund, group medical insurance, group personal accident insurance and examination leave, etc. Employees are eligible to be granted share options under the Company's share option scheme at the discretion of the Board of the Company. In general, salary review is conducted annually. As at 30 June 2019, the Group had approximately 20,081 employees (30 June 2018: 22,496 employees). The total salaries of and allowances for employees for the six months ended 30 June 2019 were approximately HK\$1,074.7 million (for the six months ended 30 June 2018: HK\$1,216.5 million).

The Group focuses on providing skill and quality training for various levels of staff, and provides on-the-job capability training to its staff; in respect of staff quality, corresponding training on personal work attitude and work habits is also provided.

Events After Reporting Date

Save as disclosed in note 27 to the condensed consolidated interim financial statements of this report, there was no other significant event after the reporting date up to the date of this report.

管理層討論與分析 (續)

財務資源及流動資金 (續)

本集團的銀行及其他借貸及融資詳情載於簡明綜合中期財務報表附註17及19。

匯率波動風險

本集團之主要業務位於中國，經營開支及收益主要以人民幣計值並結算。本集團以港元為匯報貨幣，所錄之資產、負債以及業績可能會受人民幣匯率影響。本集團大部分借貸主要以美元、人民幣計值，面臨外匯風險。本集團通過交叉貨幣互換工具對此風險進行了部分管理。本集團仍將持續審視及監察相關貨幣的匯率波動，不時考慮利用外匯對沖工具，降低匯率變化帶來的風險；亦會在可能的情況下，根據本集團對貨幣走勢的預判，主動選擇資產和負債的貨幣種類。

僱員及薪酬政策

本集團員工的聘用及薪酬均以員工之學歷、經驗和工作表現為基礎。除基本薪金外，其他福利包括住房、強制性公積金供款、團體醫療保險、團體個人意外保險及考試休假等。員工可根據本公司購股權計劃並按本公司董事會之酌情決定獲授購股權。一般而言，每年均會進行薪金檢討。於2019年6月30日，本集團約有20,081名員工(2018年6月30日：22,496名員工)。截至2019年6月30日止六個月，員工之薪金及津貼共約為10.747億港元(截至2018年6月30日止六個月：12.165億港元)。

本集團注重對員工技能和素質的培訓，針對不同崗位的需求，對員工進行崗位能力的培訓；在員工素質方面，對個人工作態度及工作習慣等方面也進行相應的培訓。

報告日期後事項

除本報告簡明綜合中期財務報表附註27所披露者外，截至本報告日期，並無任何其他重大報告日期後事項。

DIRECTORS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

As at 30 June 2019, the interests and short positions of the directors and chief executive of the Company in shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO") as recorded in the register required to be kept under Section 352 of the SFO or as otherwise 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") as set out in Appendix 10 to the Listing Rules were as follows:

The Company

Long and short positions in shares in issue

董事於股份及相關股份之權益及淡倉

於2019年6月30日，本公司董事及最高行政人員於本公司或其任何相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）之股份、相關股份及債券中，擁有記錄於根據證券及期貨條例第352條須存置之登記冊中或已根據上市規則附錄10所載上市發行人董事進行證券交易的標準守則（「標準守則」）以其他方式知會本公司及香港聯交所之權益及淡倉如下：

本公司

於已發行股份之好倉及淡倉

Name of Director	Capacity/ Nature of interest	Number of shares held	Approximate percentage holding	Notes
董事姓名	身份／權益性質	所持股份數目	持股概約 百分比	附註
Yu Pun Hoi ("Mr. Yu") 于品海（「于先生」）	Corporate interest 公司權益	40,673,177,261(L) 9,734,516,130(S)	59.25% 14.18%	1 2

Notes:

- These 40,673,177,261 shares were collectively held by Rosewood Assets Ltd., Pippen Limited, Staverley Assets Limited, First Best Assets Limited and Unicorn Assets Group Limited companies indirectly wholly owned by Mr. Yu through Dadi Holdings Limited, a company wholly owned by Mr. Yu.
- These 9,734,516,130 shares were charged by Pippen Limited, a company indirectly wholly owned by Mr. Yu through Dadi Holdings Limited, a company wholly owned by Mr. Yu.
- (L) denotes long position and (S) denotes short position.

附註：

- 該等40,673,177,261股股份分別由于先生透過其全資擁有的公司大地控股有限公司間接全資擁有的Rosewood Assets Ltd.、Pippen Limited、Staverley Assets Limited、First Best Assets Limited及Unicorn Assets Group Limited共同持有。
- 該等9,734,516,130股股份由于先生透過其全資擁有的公司大地控股有限公司間接全資擁有的Pippen Limited抵押。
- (L)指好倉，而(S)指淡倉。

DIRECTORS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES (Continued)

Associated Corporations

As disclosed above, Mr. Yu is entitled to control the exercise of more than one-third of the voting power at general meetings of the Company. As such, Mr. Yu is taken to be interested in the shares of the associated corporations of the Company within the meaning of Part XV of the SFO. Sino-i is a company whose shares are listed on the Hong Kong Stock Exchange, and is an associated corporation of the Company within the meaning of Part XV of the SFO. As at 30 June 2019, the interests of the directors of the Company in shares and underlying shares of Sino-i were as follows:

Sino-i

Long position in shares in issue

Name of Director	Capacity/Nature of interest	Number of shares held	Approximate percentage holding	Notes
董事姓名	身份／權益性質	所持股份數目	持股概約百分比	附註
Mr. Yu 于先生	Corporate interest 公司權益	12,838,585,316(L)	59.11%	1

Notes:

- These 12,838,585,316 shares were collectively held by Goalrise Investments Limited, View Power Investments Limited and Wise Advance Investments Limited, all of which are wholly-owned subsidiaries of the Company. Mr. Yu was taken to be interested in these shares by virtue of his controlling interests in shares of the Company.
- (L) denotes long position.

Save as disclosed above, as at 30 June 2019, none of the directors nor chief executive of the Company had any interests or short positions in shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept under Section 352 of the SFO or as otherwise notified to the Company and the Hong Kong Stock Exchange pursuant to the Model Code as set out in Appendix 10 to the Listing Rules.

董事於股份及相關股份之權益及淡倉(續)

相聯法團

如上述所披露，于先生於本公司股東大會上可控制行使超過三分之一之投票權。因此，于先生被視為於本公司相聯法團(定義見證券及期貨條例第XV部)之股份中佔有權益，中國數碼股份於香港聯交所上市，根據證券及期貨條例第XV部，被視為本公司之相聯法團。於2019年6月30日，本公司董事於中國數碼之股份及相關股份中擁有之權益如下：

中國數碼

於已發行股份之好倉

附註：

- 該等12,838,585,316股股份分別由本公司之全資附屬公司Goalrise Investments Limited、View Power Investments Limited及Wise Advance Investments Limited共同持有。于先生因於本公司股份持有控股權益而被視為於該等股份中擁有權益。
- (L)指好倉。

除上文所披露者外，於2019年6月30日，本公司董事及最高行政人員概無於本公司或其任何相聯法團(定義見證券及期貨條例第XV部)之股份、相關股份或債券中，擁有記錄於根據證券及期貨條例第352條須存置之登記冊中或已根據上市規則附錄10所載之標準守則以其他方式知會本公司及香港聯交所之權益或淡倉。

SHARE OPTION SCHEME

On 28 May 2012, the Company adopted a share option scheme (the "Scheme"). Under the Scheme, share options may be granted to directors, employees of the Group and those who have contributed or will contribute to the Group at any time within ten years after its adoption at the discretion of the Board.

Since the adoption of the Scheme and during the six months ended 30 June 2019, no share options have been granted under the Scheme by the Company. No share options were granted, exercised, cancelled or lapsed by the Company under the Scheme during the six months ended 30 June 2019 and there were no outstanding share options under the Scheme as at 30 June 2019 and up to the date of this report.

SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS

As at 30 June 2019, those persons (other than directors and chief executive of the Company) who had interests and short positions in shares or underlying shares of the Company as recorded in the register required to be kept by the Company under Section 336 of the SFO were as follows:

購股權計劃

於2012年5月28日，本公司採納一項購股權計劃（「該計劃」）。根據該計劃，於採納後十年內，董事會可隨時酌情授出購股權予本集團之董事、僱員以及曾為或將為本集團作出貢獻之人士。

自採納該計劃以來及截至2019年6月30日止六個月期間，本公司並無根據該計劃授出購股權。於截至2019年6月30日止六個月期間，本公司概無根據該計劃已授出、獲行使、已註銷或已失效之購股權，而於2019年6月30日及截至本報告日期，於該計劃項下概無任何尚未行使購股權。

主要股東之權益及淡倉

於2019年6月30日，根據本公司按照證券及期貨條例第336條須存置之登記冊所記錄，以下人士（本公司董事及最高行政人員除外）於本公司之股份或相關股份中擁有權益及淡倉：

Name of person holding an interest in shares which has been disclosed to the Company under Divisions 2 and 3 of Part XV of the SFO	Nature of interest	Number of shares held	Approximate percentage of issued share capital of the Company	Notes
持有已根據證券及期貨條例第XV部第2及3分部向本公司披露股份權益之人士名稱/姓名	權益性質	所持股份數目	佔本公司已發行股本之概約百分比	附註
Dadi Holdings Limited 大地控股有限公司	Corporate interest 公司權益	40,673,177,261 (L)	59.25%	1
Rosewood Assets Ltd.	Beneficial interest 實益權益	9,734,516,130 (S)	14.18%	4
Pippen Limited	Beneficial interest 實益權益	8,041,150,210 (L)	11.71%	1
Staverley Assets Limited	Beneficial interest 實益權益	14,830,245,497 (L)	21.60%	1
First Best Assets Limited	Beneficial interest 實益權益	9,734,516,130 (S)	14.18%	1
Kung Ai Ming 龔愛明	Beneficial interest 實益權益	9,544,736,998 (L)	13.90%	1
Yu Ben Hei 于本熙	Corporate interest 公司權益	6,530,443,498 (L)	9.51%	2 & 5
Macro Resources Ltd.	Corporate interest 公司權益	6,461,043,498 (L)	9.41%	2 & 5
Lim Siew Choon 林小春	Beneficial interest 實益權益	4,361,043,498 (L)	6.35%	2 & 5
Empire Gate Industrial Limited	Corporate interest 公司權益	5,514,986,997 (L)	8.03%	3
	Beneficial interest 實益權益	5,514,986,997 (L)	8.03%	3

SUBSTANTIAL SHAREHOLDERS' INTERESTS AND
SHORT POSITIONS (Continued)

主要股東之權益及淡倉(續)

Name of person holding an interest in shares which has been disclosed to the Company under Divisions 2 and 3 of Part XV of the SFO 持有已根據證券及期貨條例第 XV 部第 2 及 3 分部向本公司披露股份權益之人士名稱/姓名	Nature of interest 權益性質	Number of shares held 所持股份數目	Approximate percentage of issued share capital of the Company 佔本公司已發行股本之概約百分比	Notes 附註
Central Huijin Investment Ltd.	Security interest 抵押權益	7,060,000,000 (L)	10.29%	6
	Corporate interest 公司權益	63,091,482 (L)	0.09%	6
China Construction Bank Corporation	Security interest 抵押權益	7,060,000,000 (L)	10.29%	6
	Corporate interest 公司權益	63,091,482 (L)	0.09%	6

Notes:

- Rosewood Assets Ltd., Pippen Limited, Staverley Assets Limited, First Best Assets Limited and Unicorn Assets Group Limited are companies indirectly wholly owned by Mr. Yu through Dadi Holdings Limited, a company wholly owned by Mr. Yu. Their interests in shares are disclosed as the corporate interests of Mr. Yu above.
- Macro Resources Ltd. and K Resources Group Limited are held as to 50% each by Ms. Kung Ai Ming and Mr. Yu Ben Hei, the son of Mr. Yu. Their respective interest in 4,361,043,498 and 2,100,000,000 shares were included as interest held by Ms. Kung Ai Ming and Mr. Yu Ben Hei. Ms. Kung Ai Ming owns interest of 69,400,000 shares through Redmap Resources Limited, her wholly owned company.
- Empire Gate Industrial Limited is wholly owned by Mr. Lim Siew Choon. Its interest in shares was included as interest held by Mr. Lim Siew Choon.
- These 9,734,516,130 shares were charged by Pippen Limited, a company indirectly wholly owned by Mr. Yu through Dadi Holdings Limited, a company wholly owned by Mr. Yu.
- Pursuant to Part XV of the SFO, if certain conditions are met, the shareholders of the Company are required to submit a disclosure of interest notice. In the event of changes in the shareholding of the shareholders in the Company, the shareholders will not be required to notify the Company and the Hong Kong Stock Exchange unless certain conditions are met. Therefore, the latest shareholding of the shareholders in the Company may be different from the shareholding submitted to the Hong Kong Stock Exchange.
- These 7,123,091,482 shares were indirectly held by Central Huijin Investment Ltd. through China Construction Bank Corporation, CCB International Group Holdings Limited, CCB Financial Holdings Limited, CCB International (Holdings) Limited and CCB International Overseas Limited.
- (L) denotes long position and (S) denotes short position.

附註:

- Rosewood Assets Ltd.、Pippen Limited、Staverley Assets Limited、First Best Assets Limited 及 Unicorn Assets Group Limited 為于先生間接全資擁有之公司，透過彼全資擁有之大地控股有限公司持控，該等公司之股份權益於上文披露納入為于先生之公司權益。
- 龔愛明女士及于先生之兒子于本熙先生各自持有 Macro Resources Ltd. 及 K Resources Group Limited 50% 權益。該等公司分別於 4,361,043,498 及 2,100,000,000 股股份之權益納入為龔愛明女士及于本熙先生所持有之權益。龔愛明女士透過其全資擁有之公司 Redmap Resources Limited 擁有 69,400,000 股股份之權益。
- Empire Gate Industrial Limited 為林小春先生之全資擁有公司。該公司擁有之股份權益納入為林小春先生所持有之權益。
- 該等 9,734,516,130 股股份由于先生透過其全資擁有的公司大地控股有限公司間接全資擁有的 Pippen Limited 抵押。
- 根據證券及期貨條例第 XV 部，倘符合若干條件，則本公司股東須呈交披露權益通知。倘股東於本公司的持股量變更，除非符合若干條件，否則股東毋須知會本公司及香港聯交所，故股東於本公司之最新持股量可能與呈交予香港聯交所的持股量不同。
- 該等 7,123,091,482 股股份由 Central Huijin Investment Ltd. 透過 China Construction Bank Corporation、CCB International Group Holdings Limited、CCB Financial Holdings Limited、CCB International (Holdings) Limited 及 CCB International Overseas Limited 間接持有。
- (L) 指好倉，而 (S) 指淡倉。

Save as disclosed above, as at 30 June 2019, no person (other than directors and chief executive of the Company) had notified to the Company any interests or short positions in shares or underlying shares of the Company which was required to be recorded in the register kept by the Company under Section 336 of the SFO.

除上文所披露者外，於 2019 年 6 月 30 日，概無人士（本公司董事及最高行政人員除外）知會本公司，其於本公司之股份或相關股份中擁有任何須記錄於本公司按照證券及期貨條例第 336 條存置之登記冊之權益或淡倉。

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

As referred to in the Company's announcement dated 17 May 2018, Top Yield Ventures Limited (a wholly-owned subsidiary of the Company) ("Top Yield") issued the US\$120,000,000 guaranteed senior notes ("2018 Notes") that bear interest at 9.75% per annum due 2019, which was listed on the Hong Kong Stock Exchange. Top Yield has fully repaid the principal amount of the outstanding 2018 Notes together with the accrued interest upon its maturity on 23 May 2019.

Saved as disclosed above, neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of its listed securities during the six months ended 30 June 2019.

INTERIM DIVIDEND

The Board does not recommend the payment of an interim dividend for the six months ended 30 June 2019 (for the six months ended 30 June 2018: Nil).

CORPORATE GOVERNANCE

In the opinion of the Board, the Company has complied with the Corporate Governance Code and Corporate Governance Report as set out in Appendix 14 to the Listing Rules throughout the six months ended 30 June 2019.

CHANGES IN MEMBERSHIP OF THE BOARD AND THE DIRECTOR'S INFORMATION

The changes in membership of the Board since the date of the Company's 2018 Annual Report were as follows:

Mr. Lung King Cheong, has retired as a non-executive director of the Company, with effect from the conclusion of the annual general meeting of the Company on 30 May 2019.

The changes in the information of the Directors since the date of the Company's 2018 Annual Report were as follows:

Mr. Ho Yeung Nang, an independent non-executive director of the Company, has been appointed as an independent non-executive director of Sino-i in May 2019.

Mr. Xiao Sui Ning, an independent non-executive director of the Company, retired as an independent non-executive director of Haitong Securities Co., Ltd. (listed on the Hong Kong Stock Exchange, stock code: 6837) in June 2019.

購買、出售或贖回上市證券

誠如本公司日期為2018年5月17日之公告所述，豐得創投有限公司(本公司之全資附屬公司)(「豐得創投」)發行按年利率9.75%計息、於2019年到期之120,000,000美元擔保優先票據(「2018年票據」)，有關票據於香港聯交所上市。豐得創投已於2019年5月23日到期時悉數償還2018年票據之未償還本金額及應計利息。

除上文所披露者外，本公司或其任何附屬公司於截至2019年6月30日止六個月內概無購買、出售或贖回其任何上市證券。

中期股息

董事會不建議派發截至2019年6月30日止六個月之中期股息(截至2018年6月30日止六個月：無)。

企業管治

董事會認為，截至2019年6月30日止六個月內，本公司一直遵守上市規則附錄14所載之企業管治守則及企業管治報告。

董事會成員及董事資料變動

自本公司2018年年報日期以來，董事會成員的變動如下：

龍景昌先生退任本公司非執行董事，自2019年5月30日本公司股東週年大會結束時起生效。

自本公司2018年年報日期以來，董事資料的變動如下：

本公司獨立非執行董事何養能先生於2019年5月獲委任為中國數碼之獨立非執行董事。

本公司獨立非執行董事肖遂寧先生於2019年6月退任海通證券股份有限公司(於香港聯交所上市，股票代號：6837)之獨立非執行董事。

MODEL CODE FOR SECURITIES TRANSACTIONS

The Company has adopted the Model Code as set out in Appendix 10 to the Listing Rules. Specific enquiries have been made to all the directors and the directors have confirmed that they have complied with the Model Code as set out in Appendix 10 to the Listing Rules throughout the six months ended 30 June 2019.

AUDIT COMMITTEE

The audit committee of the Company (the "Audit Committee") comprises all the independent non-executive directors of the Company, namely Mr. Lau Yip Leung, Mr. Xiao Sui Ning and Mr. Ho Yeung Nang. The Audit Committee has reviewed with management the accounting principles and practices adopted by the Group, the unaudited interim results for the six months ended 30 June 2019, and discussed the financial control, internal control and risk management systems.

By order of the Board
Nan Hai Corporation Limited
Yu Pun Hoi
Chairman

Hong Kong, 29 August 2019

證券交易標準守則

本公司已採納上市規則附錄10所載之標準守則。本公司已向所有董事作出特別查詢，董事們確認，彼等於截至2019年6月30日止六個月內一直遵守上市規則附錄10所載之標準守則。

審核委員會

本公司審核委員會（「審核委員會」）包括本公司全體獨立非執行董事劉業良先生、肖遂寧先生及何養能先生。審核委員會已與管理層審閱本集團所採納之會計準則及實務、截至2019年6月30日止六個月之未經審核中期業績，並商討財務監控、內部監控及風險管理制度事宜。

承董事會命
Nan Hai Corporation Limited
主席
于品海

香港，2019年8月29日



南海控股有限公司
NAN HAI CORPORATION LIMITED

Stock Code 股份代碼: 680
www.nanhaicorp.com

