

MUNSUN 麥盛

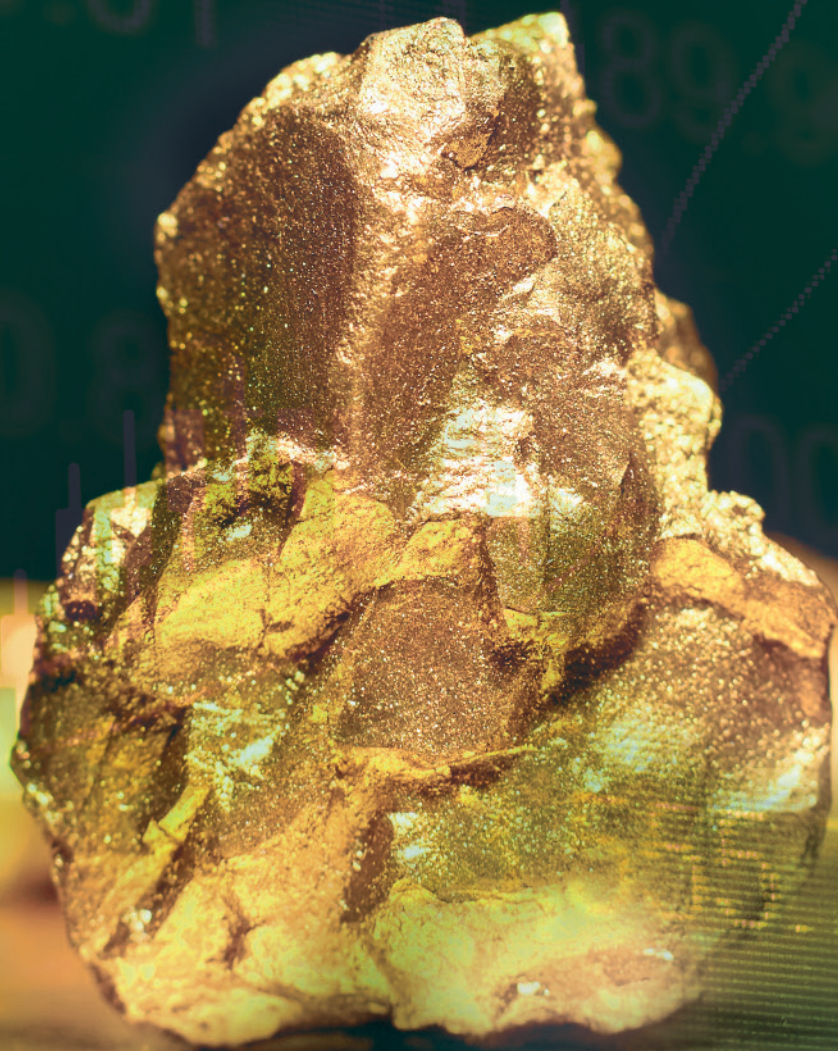
Munsun Capital Group Limited
麥盛資本集團有限公司

Incorporated in the Cayman Islands with limited liability

於開曼群島註冊成立之有限公司

Stock code 股份代號：1194

2017 INTERIM REPORT
中期報告



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CHAIRMAN'S STATEMENT

主席報告

Dear Shareholders,

It gives me great pleasure to report to you on behalf of the Board the interim report of the Group for the six months ended 30 June 2017.

The first half of 2017 was volatile for the global financial market. Investors were challenged with market concerns about US interest rate hikes, down turn of the Mainland China's economy as well as the geopolitical and economic uncertainties which also presented a big challenge to the capital market and securities industry. On the other hand, gold price boosted in the first quarter of 2017. Following the twice raising the interest rate by the US Federal Reserve, the gold's rally slowed down in the second quarter of 2017.

During the first half of 2017, the Group continued with its efforts on exploration, organic expansion and as well as cost control in an environmentally friendly manner. We remain dedicated to the local communities, as "Operating in a Safe and Environmental friendly Manner" is our philosophy.

Following completion of a series of acquisitions of certain companies with business of asset management and securities, the Group has diversified its operation into the financial services industry in Hong Kong and the PRC, including asset management and securities brokerage and advisory services in September 2016 and January 2017. During the reporting period, the Group has successfully operated a significant number of major projects and set up different investment funds focusing on high investment return despite the fluctuation in overall economic environment. In particular, the total asset under management of Shenzhen Munsun Asset Management Company Limited ("Shenzhen Munsun"), a wholly-owned subsidiary of the Company, has increased substantially since January 2017. The asset management business will contribute largely to the Group's overall growth as it expands.

尊敬的各位股東：

本人謹代表董事會欣然向閣下匯報本集團截至二零一七年六月三十日止六個月的中期報告。

對於全球金融市場而言，二零一七年上半年屬於波動的一年。投資者須面對有關美國利率上漲、中國內地經濟下滑以及地理和經濟的不確定性的市場憂慮，而此等憂慮亦為資本市場及證券行業帶來極大的挑戰。另一方面，黃金價格於二零一七年第一季度迅速上升，惟隨著美國聯儲局兩次加息後，黃金的回升於二零一七年第二季度有所減緩。

於二零一七年上半年，本集團以環保方式繼續在勘探、自新產能和資源擴張以及控制成本方面持續作出努力。我們繼續致力為當地社區作出貢獻，將「以安全及環保方式經營」作為我們的經營理念。

在完成對擁有資產管理及證券業務的若干公司作出一系列收購後，本集團於二零一六年九月及二零一七年一月進行多元化經營，將業務拓展至香港及中國的金融服務行業，包括資產管理及證券經紀與顧問服務。於報告期內，儘管整體經濟環境波動，本集團仍能成功營運許多重大項目，並設立側重於高投資回報的各項投資基金。特別是，深圳市麥盛資產管理有限公司（「深圳麥盛」）（本公司的全資附屬公司）的總資產管理規模自二零一七年一月起一直大幅增加。資產管理業務隨著其擴展而將大力推動本集團的整體增長。

Looking forward to the second half of 2017, expectation of the US Federal Reserve's stance to tone down its aggressive interest rate hike for the year as well as the prolonged geopolitical tensions would support gold price for the rest of the year. The Group will continue to enhance the mining production process and improve the technology to achieve the cost efficiency.

In the light of the US Federal Reserve's stance to tone down aggressive interest rate hike and the Mainland China's improving economy with the stable growth in gross domestic products, investors' sentiment is improving. Management is cautiously optimistic on the outlook for financial services industry in the second half of 2017. With our experienced management team as well as firm and clear development direction, the Group through working closely with our business partners will strive to seek new investment opportunities for achieving the long term growth in a world of fast-changing threats and opportunities. The Group will continue to maintain a prudent and balanced approach to position our loan and investment assets and to keep strict oversight in the risk and costs management.

On behalf of the Board, I finally would like to extend our sincere gratitude to all shareholders, business partners, customers and all staff of the Group for their continued support and encouragement.

Li Xianghong

Chairman and Chief Executive Officer

Hong Kong, 30 August 2017

展望二零一七年下半年，預期美國聯儲局調低其年內積極加息的立場以及長期地緣政治緊張局勢將會支持本年度餘下時間的黃金價格。本集團將繼續改進開採生產流程及升級技術，以實現成本效益。

鑒於美國聯儲局調低其積極加息的立場，且中國內地經濟轉好而國內生產總值穩定增長，投資者的情緒逐漸回升。管理層對二零一七年下半年的金融服務行業展望持審慎樂觀的態度。憑藉我們經驗豐富的管理層團隊以及堅定清晰的發展方向，本集團透過與業務夥伴的緊密合作，致力尋找新投資機遇，力求在瞬息萬變的挑戰和機會之中實現長期增長。本集團將持審慎權衡的態度，去調配貸款及投資資產，並且嚴格監控風險和成本管理工作。

最後，本人謹代表董事會衷心感謝所有股東、業務夥伴、客戶及本集團全體員工對本集團的持續支持及鼓勵。

李向鴻

主席及行政總裁

香港，二零一七年八月三十日

CONDENSED CONSOLIDATED INCOME STATEMENT

簡明綜合收益表

For the six months ended 30 June 2017 — unaudited

(Expressed in Hong Kong dollars)

截至二零一七年六月三十日止六個月—未經審核

(以港幣列示)

		Six months ended 30 June	
		截至六月三十日止六個月	
		2017	2016
		二零一七年	二零一六年
		HK\$'000	HK\$'000
		千港元	千港元
Revenue	收益	4(a) 391,305	372,145
Cost of sales	銷售成本	(224,133)	(232,540)
Gross profit	毛利	167,172	139,605
Other revenue	其他收入	5 9,556	17,638
Other net loss	其他虧損淨額	5 (99,628)	(3,167)
Selling and distribution costs	銷售及分銷成本	(7,683)	(4,138)
Administrative expenses	行政費用	(83,919)	(75,679)
(Loss)/profit from operations	經營(虧損)/溢利	(14,502)	74,259
Finance costs	財務成本	6(a) (173,944)	(221,479)
Share of profit of associate	應佔聯營公司 溢利	971	—
Loss before tax	除稅前虧損	6 (187,475)	(147,220)
Income tax credit/(expense)	所得稅抵免/(開支)	7 3,591	(6,985)
Loss for the period attributable to owners of the Company	本公司擁有人應佔 本期虧損	(183,884)	(154,205)
		HK cents	HK cents
		港仙	港仙
Loss per share	每股虧損	9	
Basic	基本	(1.32)	(1.76)
Diluted	攤薄	(1.32)	(1.76)

The notes on pages 12 to 50 form part of these interim financial statements.

第12至第50頁之附註屬本中期財務報表之一部份。

CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

簡明綜合全面收益表

For the six months ended 30 June 2017 — unaudited
(Expressed in Hong Kong dollars)
截至二零一七年六月三十日止六個月—未經審核
(以港幣列示)

Six months ended 30 June
截至六月三十日止六個月

		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Loss for the period	本期虧損	(183,884)	(154,205)
Other comprehensive income/(loss) for the period (net of tax)	本期其他全面收益/ (虧損)(除稅後)		
<i>Item that may be reclassified subsequently to profit or loss:</i>	其後可能重新分類入 損益的項目：		
Exchange differences on translation of financial statements of subsidiaries during the period	換算附屬公司財務 報表產生之 本期匯兌差額	160,700	(108,881)
Total comprehensive loss for the period attributable to owners of the Company	本公司擁有人應佔本期 全面虧損總額	(23,184)	(263,086)

The notes on pages 12 to 50 form part of these interim financial statements.

第12至第50頁之附註屬本中期財務報表之一部份。

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

簡明綜合財務狀況表

As at 30 June 2017 — unaudited

(Expressed in Hong Kong dollars)

於二零一七年六月三十日 — 未經審核

(以港幣列示)

		Note	At 30 June 2017 於二零一七年 六月三十日 HK\$'000 千港元	At 31 December 2016 於二零一六年 十二月三十一日 HK\$'000 千港元
Non-current assets	非流動資產			
Intangible assets	無形資產	10	6,386,306	6,339,926
Fixed assets	固定資產	11	4,994,268	4,751,182
Deposits paid for gold mining and exploration rights	就金礦採礦及探礦權所付按金		161,965	156,942
Available-for-sale investments	可供出售投資		253,421	234,255
Trade, loans and other receivables, deposits and prepayments	應收賬款、貸款及其他應收款項、按金及預付款項	12	85,770	90,111
Investment in associate	於聯營公司之投資		7,630	—
Pledged deposits	已抵押存款	18	46,048	211,945
Deposits paid for fixed assets	就固定資產所付按金		90,121	91,420
Other deposits	其他按金		35,951	36,739
Total non-current assets	非流動資產總額		12,061,480	11,912,520
Current assets	流動資產			
Inventories	存貨		119,644	109,995
Trade, loans and other receivables, deposits and prepayments	應收賬款、貸款及其他應收款項、按金及預付款項	12	218,199	250,463
Financial assets at fair value through profit or loss	透過損益按公平值列賬之金融資產	13	125,047	304,865
Pledged deposits	已抵押存款	18	1,079,790	806,527
Client trust bank balances	客戶信託銀行結餘		8,933	3,230
Cash and cash equivalents	現金及現金等價物		215,976	105,595
Total current assets	流動資產總額		1,767,589	1,580,675
Current liabilities	流動負債			
Trade and other payables	應付賬款及其他應付款項	14	563,821	531,576
Bank and other borrowings	銀行及其他貸款	15	3,086,273	2,288,609
Financial liabilities at fair value through profit or loss	透過損益按公平值列賬之金融負債		529,436	561,652
Convertible bonds	可換股債券	16	376,448	—
Derivative financial instruments	衍生金融工具	16	1,431	—
Tax payable	應付稅項		454	7,322
Total current liabilities	流動負債總額		4,557,863	3,389,159

The notes on pages 12 to 50 form part of these interim financial statements.

第12至第50頁之附註屬本中期財務報表之一部份。

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION (CONTINUED)

簡明綜合財務狀況表(續)

As at 30 June 2017 — unaudited
(Expressed in Hong Kong dollars)
於二零一七年六月三十日—未經審核
(以港幣列示)

			At 30 June 2017 於二零一七年 六月三十日 HK\$'000 千港元	At 31 December 2016 於二零一六年 十二月三十一日 HK\$'000 千港元
Net current liabilities	流動負債淨值		(2,790,274)	(1,808,484)
Total assets less current liabilities	總資產減流動負債		9,271,206	10,104,036
Non-current liabilities	非流動負債			
Bank and other borrowings	銀行及其他貸款	15	1,475,784	1,720,593
Financial liabilities at fair value through profit or loss	透過損益按公平值列賬 之金融負債		—	166,096
Convertible bonds	可換股債券	16	—	368,308
Derivative financial instruments	衍生金融工具	16	—	30,830
Deferred tax liabilities	遞延稅項負債		577,517	577,120
Total non-current liabilities	非流動負債總額		2,053,301	2,862,947
NET ASSETS	資產淨值		7,217,905	7,241,089
CAPITAL AND RESERVES	股本及儲備			
Share capital	股本	17	1,737,240	1,737,240
Reserves	儲備		5,480,665	5,503,849
TOTAL EQUITY ATTRIBUTABLE TO OWNERS OF THE COMPANY	本公司擁有人應佔 權益總額		7,217,905	7,241,089

The notes on pages 12 to 50 form part of these interim financial statements.

第12至第50頁之附註屬本中期財務報表之一部份。

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

簡明綜合權益變動表

For the six months ended 30 June 2017 — unaudited

(Expressed in Hong Kong dollars)

截至二零一七年六月三十日止六個月一未經審核

(以港幣列示)

				Convertible bonds equity reserve	Capital reserve	Exchange reserve	(Accumulated losses)/ Retained profits	Total equity
	Share capital	Share premium	Statutory reserves	可換股 債券 權益儲備	資本儲備	匯兌儲備	(累計虧損)/ 保留溢利	權益總額
	HK\$'000	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	千港元
At 1 January 2017	1,737,240	5,611,589	139,147	—	210,429	(351,853)	(105,463)	7,241,089
Changes in equity for six months ended 30 June 2017:								
Loss for the period	—	—	—	—	—	—	(183,884)	(183,884)
Other comprehensive loss for the period	—	—	—	—	—	160,700	—	160,700
Total comprehensive loss for the period	—	—	—	—	—	160,700	(183,884)	(23,184)
Lapse of share options	—	—	—	—	(8,272)	—	8,272	—
Appropriation of safety production fund	—	—	4,053	—	—	—	(4,053)	—
Utilisation of safety production fund	—	—	(2,267)	—	—	—	2,267	—
At 30 June 2017	1,737,240	5,611,589	140,933	—	202,157	(191,153)	(282,861)	7,217,905

The notes on pages 12 to 50 form part of these interim financial statements.

第12至第50頁之附註屬本中期財務報表之一部份。

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 2017 — unaudited

(Expressed in Hong Kong dollars)

截至二零一七年六月三十日止六個月一未經審核

(以港幣列示)

		Share capital	Share premium	Statutory reserves	Convertible bonds equity reserve	Capital reserve	Exchange reserve	(Accumulated losses)/ Retained profits	Total equity
		股本	股份溢價	法定儲備	可換股債券權益儲備	資本儲備	匯兌儲備	(累計虧損)/ 保留溢利	權益總額
		HK\$'000	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	千港元
		(Note 17)							
		(附註17)							
At 1 January 2016	於二零一六年一月一日	689,879	4,578,060	138,408	2,203	126,715	(27,951)	258,468	5,765,782
Changes in equity for six months ended 30 June 2016:	截至二零一六年六月三十日止六個月之權益變動:								
Loss for the period	本期虧損	—	—	—	—	—	—	(154,205)	(154,205)
Other comprehensive loss for the period	本期其他全面虧損	—	—	—	—	—	(108,881)	—	(108,881)
Total comprehensive loss for the period	本期全面虧損總額	—	—	—	—	—	(108,881)	(154,205)	(263,086)
Issue of new shares upon the Convertible Bonds Restructure	可換股債券重組後發行新股份	147,033	202,906	—	—	—	—	—	349,939
Extinguishment upon the Convertible Bonds Restructure	可換股債券重組後註銷	—	—	—	(2,203)	—	—	687	(1,516)
Issue of new shares upon loan capitalisations	貸款資本化後發行新股份	74,640	62,697	—	—	—	—	—	137,337
Issue of new shares by share subscriptions and placements	透過股份認購及配售發行新股份	614,736	516,379	—	—	—	—	—	1,131,115
Transaction costs attributable to issue of new shares by share subscriptions and placements	透過股份認購及配售發行新股份應佔交易成本	—	(4,179)	—	—	—	—	—	(4,179)
Lapse of share options	購股權失效	—	—	—	—	(3,811)	—	3,811	—
Appropriation of safety production fund	撥付安全生產基金	—	—	3,376	—	—	—	(3,376)	—
Utilisation of safety production fund	動用安全生產基金	—	—	(1,685)	—	—	—	1,685	—
At 30 June 2016	於二零一六年六月三十日	<u>1,526,288</u>	<u>5,355,863</u>	<u>140,099</u>	<u>—</u>	<u>122,904</u>	<u>(136,832)</u>	<u>107,070</u>	<u>7,115,392</u>

The notes on pages 12 to 50 form part of these interim financial statements.

第12至第50頁之附註屬本中期財務報表之一部份。

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

簡明綜合現金流量表

For the six months ended 30 June 2017 — unaudited

(Expressed in Hong Kong dollars)

截至二零一七年六月三十日止六個月—未經審核

(以港幣列示)

		Six months ended 30 June 截至六月三十日止六個月	
		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
		Note 附註	
Cash generated from operations	經營活動產生之現金		219,547
Income tax paid	已付所得稅		(21,897)
Net cash generated from operating activities	經營活動產生之現金淨額		197,650
Investing activities	投資活動		
Payment for purchase of fixed assets	購置固定資產		(120,227)
Decrease/(increase) in deposits paid for fixed assets	就固定資產所付按金減少/(增加)		3,266
Proceeds from disposal of financial assets at fair value through profit or loss	出售按公平值計入損益之金融資產所得款項		59,921
Net cash consideration paid for acquisition of subsidiary	收購附屬公司所付現金代價淨額	20	(26,264)
Other cash flows arising from investing activities	投資活動產生之其他現金流		2,065
Net cash used in investing activities	投資活動所用之現金淨額		(81,239)
Financing activities	融資活動		
Payment for the Convertible Bonds Restructure	可換股債券重組付款		—
Net proceeds from new bank and other borrowings	新增銀行及其他貸款之所得款項淨額		657,372
Repayment of bank and other borrowings	償還銀行及其他貸款		(202,714)
Net proceeds from financial liabilities at fair value through profit or loss	透過損益按公平值列賬之金融負債之所得款項淨額		108,760
Repayment of financial liabilities at fair value through profit or loss	償還透過損益按公平值列賬之金融負債		(324,863)
Net proceeds from issue of new shares by share subscriptions and placements	透過股份認購及配售發行新股份之所得款項淨額		—
Increase in pledged deposits	已抵押存款增加		(77,662)
Finance costs paid	已付財務成本		(171,197)
Net cash (used in)/generated from financing activities	融資活動(所用)/所得現金淨額		(10,304)

The notes on pages 12 to 50 form part of these interim financial statements.

第12至第50頁之附註屬本中期財務報表之一部份。

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS (CONTINUED)

簡明綜合現金流量表(續)

For the six months ended 30 June 2017 — unaudited
(Expressed in Hong Kong dollars)
截至二零一七年六月三十日止六個月—未經審核
(以港幣列示)

		Six months ended 30 June 截至六月三十日止六個月	
		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Net increase in cash and cash equivalents	現金及現金等價物 增加淨額	106,107	113,311
Cash and cash equivalents at 1 January	於一月一日之現金及 現金等價物	105,595	88,148
Effect of foreign exchange rate changes	匯率變動之影響	4,274	(2,435)
Cash and cash equivalents at 30 June	於六月三十日之現金及 現金等價物	215,976	199,024
Analysis of balance of cash and cash equivalents	現金及現金等價物 結餘分析		
Cash and bank balances	現金及銀行結餘	215,976	199,024
Cash and cash equivalents as stated in the condensed consolidated statement of cash flows	簡明綜合現金流量表 所呈報之現金及 現金等價物	215,976	199,024

The notes on pages 12 to 50 form part of these interim financial statements.

第12至第50頁之附註屬本中期財務報表之一部份。

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(除另有列明者外，所有款項以港幣列示)

1. GENERAL INFORMATION

Munsun Capital Group Limited (the “Company”) was incorporated in the Cayman Islands with limited liability. The address of its registered office and principal place of business are disclosed in the corporate information section of the interim report. The Company and its subsidiaries (collectively the “Group”) are principally engaged in mining and processing of gold ores and sale of gold products in The People’s Republic of China (the “PRC”), and provision of financial services business in Hong Kong and the PRC, including asset management, securities brokerage, financing and advisory services.

2. BASIS OF PREPARATION

The interim condensed consolidated financial statements of the Company have been prepared in accordance with the applicable disclosure provisions of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and Hong Kong Accounting Standard (“HKAS”) 34 “Interim financial reporting” issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”). It was authorised for issue by the board of directors of the Company on 30 August 2017.

The interim condensed consolidated financial statements have been prepared in accordance with the same accounting policies adopted in the 2016 annual financial statements, except for the accounting policy changes that are expected to be reflected in the 2017 annual financial statements. Details of these changes in accounting policies are set out in note 3.

The preparation of the interim condensed consolidated financial statements in conformity with HKAS 34 requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses on a year to date basis. Actual results may differ from these estimates.

1. 一般資料

麥盛資本集團有限公司(「本公司」)為一間於開曼群島註冊成立之有限公司。其註冊辦事處地址及主要營業地點於中期報告公司資料一節中披露。本公司及其附屬公司(統稱「本集團」)主要於中華人民共和國(「中國」)從事金礦開採、加工及黃金產品銷售，以及在香港及中國從事提供金融服務業務，包括資產管理、證券經紀、融資及諮詢服務。

2. 編製基準

本公司之中期簡明綜合財務報表乃根據香港聯合交易所有限公司證券上市規則之適用披露規定，以及香港會計師公會(「香港會計師公會」)頒佈之《香港會計準則》(「香港會計準則」)第34號「中期財務報告」而編製。本報表於二零一七年八月三十日獲本公司董事會授權刊發。

本中期簡明綜合財務報表已按照與二零一六年度財務報表內所採納之相同會計政策編製，惟預期將於二零一七年度財務報表反映之會計政策變動則除外。該等會計政策變動之詳情載於附註3。

編製符合香港會計準則第34號之中期簡明綜合財務報表需要管理層作出可影響政策之應用，以及按年截至報告日期為止呈報之資產及負債、收入及支出之金額之判斷、估計及假設。實際結果有可能與該等估計有所差異。

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2. BASIS OF PREPARATION (continued)

The interim condensed consolidated financial statements contain condensed consolidated statement of financial position as at 30 June 2017 and the related condensed consolidated income statement, condensed consolidated statement of comprehensive income, condensed consolidated statement of changes in equity and condensed consolidated statement of cash flows for the six months period then ended 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 2016 annual financial statements. The interim condensed consolidated financial statements and notes thereon do not include all of the information required for a full set of financial statements prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”).

The interim condensed consolidated financial statements are unaudited, but has been reviewed by the independent auditor, Ascenda Cachet CPA Limited, in accordance with Hong Kong Standard on Review Engagements 2410 “Review of interim financial information performed by the independent auditor of the entity” issued by the HKICPA, and the Audit Committee of the Company.

2. 編製基準(續)

本中期簡明綜合財務報表載有於二零一七年六月三十日之簡明綜合財務狀況表及截至該日止六個月期間之相關簡明綜合收益表、簡明綜合全面收益表、簡明綜合權益變動表及簡明綜合現金流量表，以及部份說明性附註。附註所載之解釋，有助於了解自二零一六年度財務報表以來，對本集團財務狀況和業績表現方面之變動構成重要影響之事項及交易。上述中期簡明綜合財務報表及附註並無包括根據《香港財務報告準則》(「香港財務報告準則」)編製之全份財務報表所需之所有資料。

本中期簡明綜合財務報表乃未經審核，惟已由獨立核數師天健德揚會計師事務所有限公司，根據香港會計師公會所頒佈之《香港審閱工作準則》第2410號「該企業之獨立核數師對中期財務資料之審閱」進行審閱以及本公司審核委員會審閱。

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2. BASIS OF PREPARATION (continued)

The financial information relating to the financial year ended 31 December 2016 that is included in the interim condensed consolidated financial statements as comparative information does not constitute the Company's statutory financial statements for that financial year but is derived from those financial statements.

In preparing the interim condensed consolidated financial statements, the Company's directors have considered the future liquidity of the Group. The Group incurred a consolidated net loss attributable to owners of the Company of HK\$183,884,000 for the six months ended 30 June 2017 and, as at 30 June 2017, the Group had net current liabilities of HK\$2,790,274,000. These conditions indicate that the existence of a material uncertainty which may cast a doubt on the Group's ability to continue as a going concern. Nevertheless, the Company's directors are of the opinion that the Group will be able to finance its future working capital and financial requirements given that:

- (i) Subsequent to the end of the reporting period, the Group has renewed bank and other borrowings of approximately HK\$265 million. Details are set out in note 23(a). Save as disclosed above, the Company's directors are of the opinion that the Group will be able to obtain the renewal of bank and other borrowings due in the foreseeable future.

2. 編製基準(續)

中期簡明綜合財務報表所載有關截至二零一六年十二月三十一日止財政年度列作比較資料之財務資料，並不構成本公司於該財政年度之法定財務報表，但來自該等財務報表。

於編製中期簡明綜合財務報表時，本公司之董事已對本集團之未來流動資金作出考慮。本集團於截至二零一七年六月三十日止六個月產生本公司擁有人應佔綜合虧損淨額183,884,000港元，及本集團於二零一七年六月三十日之流動負債淨值為2,790,274,000港元。該等情況顯示重大不確定性之存在，從而可能令本集團之持續經營能力備受質疑。然而，考慮下述事項後，本公司之董事認為本集團將可應付其未來營運資金及財務所需：

- (i) 於報告期末後，本集團已獲延續的銀行及其他貸款約265百萬港元。有關詳情載於附註23(a)。除上文所披露者外，本公司董事認為本集團將於可見未來獲得銀行及其他貸款到期之延續。

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2. BASIS OF PREPARATION (continued)

- (ii) A shareholder and executive director of the Company, Mr. Liu Liyang (“Mr. Liu”), has agreed to provide continuing financial support as necessary to enable the Group to meet its liabilities as and when they fall due in the foreseeable future.
- (iii) Based on a cash flow forecast prepared by the Group’s management for the twelve months ending 30 June 2018, the Group will be able to generate adequate cash flows from its continuing operations and to obtain sufficient fundings to meet the debts of the Group as and when they fall due in the foreseeable future.

Accordingly, the Company’s directors are of the opinion that it is appropriate to prepare the interim condensed consolidated financial statements for the six months ended 30 June 2017 on a going concern basis. The interim condensed consolidated financial statements have not reflected any effects of adjustments, should the Group be unable to operate as a going concern.

2. 編製基準(續)

- (ii) 本公司股東及執行董事劉力揚先生(「劉先生」)已同意於有需要時候會提供持續財務支援，讓本集團能償付其於可見未來到期之負債。
- (iii) 基於本集團管理層編製之截至二零一八年六月三十日止十二個月之現金流量預測，本集團將可從其持續經營項目中產生足夠之現金流量及獲取足夠資金，以應付本集團於可見未來到期之債務。

因此，本公司之董事認為按持續經營基準編製截至二零一七年六月三十日止六個月之中期簡明綜合財務報表乃屬合適。倘本集團未能按持續經營基準繼續經營，本中期簡明綜合財務報表並無反映任何該等調整之影響。

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3. CHANGES IN ACCOUNTING POLICIES

The HKICPA has issued the following amendments to HKFRSs that are first effective for the current reporting period of the Group. Of these, the following developments are relevant to the Group's interim condensed consolidated financial statements:

Amendments to HKAS 7	Statement of cash flows: Disclosure initiative
Amendments to HKAS 12	Income taxes: Recognition of deferred tax assets for unrealised losses
Amendments to HKFRSs	Amendments to HKFRS 12 included in Annual improvements to HKFRS 2014-2016 cycle

The application of the amendments to HKFRSs has had no material effect on the interim condensed consolidated financial statements of the Group for the current or prior reporting periods.

The Group has not early applied any new and revised standards, amendments or interpretations that have been issued but are not yet effective for the financial year ending 31 December 2017. The Group is still in the process of making an assessment on the impact of these amendments.

3. 會計政策變動

香港會計師公會已頒佈下列香港財務報告準則修訂於本集團本報告期間首次生效。在該等準則修訂當中，以下變動與本集團之中期簡明綜合財務報表相關：

香港會計準則 第7號(修訂本)	現金流量表： 披露計劃
香港會計準則 第12號(修訂本)	所得稅：就未變現 虧損確認遞延 稅項資產
香港財務報告 準則(修訂本)	香港財務報告 準則第12號 (修訂本) (列入香港 財務報告準則 二零一四年至 二零一六年 週期的年度 改進)

採納香港財務報告準則修訂對本報告期間或過往報告期間之本集團中期簡明綜合財務報表並無任何重大影響。

本集團於截至二零一七年十二月三十一日止財政年度並無提早應用任何已頒佈但尚未生效之新訂及經修訂準則、修訂或詮釋。本集團仍正在評估應用該等修訂帶來之影響。

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4. REVENUE AND SEGMENT INFORMATION

(a) Revenue

Revenue represents sales value of gold products and other by-products to customers (net of value added tax, returns and discounts) under the Gold Mining Operation (as defined below) and management and performance fees, securities commission and brokerage fee and interest income under the Financial Services Operation (as defined below). The revenue during the reporting period is analysed as follows:

Revenue from	金礦開採業務收益
Gold Mining Operation	
Sale of	銷售
— Gold products	— 黃金產品
— Other by-products	— 其他副產品
Revenue from Financial Services Operation	金融服務業務收益

4. 收益及分部資料

(a) 收益

收益包括金礦開採業務(定義如下)下之出售黃金產品及其他副產品之銷售價值(減增值稅、退貨及折扣)及金融服務業務(定義如下)下之管理及表現費用、證券買賣佣金及經紀費用以及利息收入。報告期內收益分析如下：

Six months ended 30 June 截至六月三十日止六個月

2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
321,965	335,289
62,193	26,576
384,158	361,865
7,147	10,280
391,305	372,145

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4. REVENUE AND SEGMENT INFORMATION

(continued)

(b) Segment Information

For management purposes, the Group is organised into business units based on their products and services and has two reportable operating segments as follows:

- (i) mining and processing of gold ores and sales of gold products and other by-products (the “Gold Mining Operation”); and
- (ii) provision of financial services including asset management, securities brokerage, financing and advisory services (the “Financial Services Operation”).

Management monitors the results of the Group’s operating segments separately for the purpose of making decisions about resources allocation and performance assessment. Segment performance is evaluated based on reportable segment profit or loss, which is a measure of adjusted profit or loss before tax. The adjusted profit or loss before tax is measured consistently with the Group’s profit or loss before tax except that interest income and finance costs are excluded from such measurement.

All assets are allocated to reporting operating segments.

Segment liabilities exclude bank and other borrowings, convertible bonds and their related derivative financial instruments and other unallocated corporate liabilities as these liabilities are managed on a group basis.

More than 90% of the Group’s revenue was derived from activities in the PRC and its principal assets were located in the PRC during the reporting period. Accordingly, no analysis by geographical information is provided.

4. 收益及分部資料(續)

(b) 分部資料

就管理目的而言，本集團根據其產品及服務，組織其業務單位，並擁有以下兩個可報告經營分部：

- (i) 金礦開採、加工及黃金產品及其它副產品之銷售(「金礦開採業務」)；及
- (ii) 提供金融服務業務，包括提供資產管理、證券經紀、融資及諮詢服務(「金融服務業務」)。

管理層關注本集團各經營分部業績以決定如何進行資源分配及評估其表現。分部業績是根據可報告分部利潤或虧損進行評估，該分部利潤為經調整的除稅前溢利或虧損。經調整的除稅前溢利或虧損與本集團的除稅前溢利計量一致，除利息收入及財務成本不在此計量。

所有資產均分配至可報告經營分部。

分部負債不包括銀行及其他借貸、可換股債券及其相關衍生金融工具以及其他未分配公司負債，因為該等負債以集團形式管理。

於報告期內，本集團超過90%之收益主要來自中國之活動，而其主要資產位於中國。因此，並無提供地區資料分析。

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4. REVENUE AND SEGMENT INFORMATION

(continued)

(b) Segment Information (continued)

The Group's operation by business segment is as follows:

4. 收益及分部資料(續)

(b) 分部資料(續)

本集團按業務分部劃分的營運如下：

		Six months ended 30 June 2017			Six months ended 30 June 2016		
		截至二零一七年六月三十日止六個月			截至二零一六年六月三十日止六個月		
		Gold Mining Operation	Financial Services Operation	Total	Gold Mining Operation	Financial Services Operation	Total
		金礦開採業務	金融服務業務	總計	金礦開採業務	金融服務業務	總計
		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
Segment revenue	分部收入						
Revenues from external customers	來自外部客戶收入	384,158	7,147	391,305	361,865	10,280	372,145
Segment profit/(loss)	分部溢利/(虧損)	85,840	(105,708)	(19,868)	61,466	(1,791)	59,675
Reconciliation:	調節項：						
Interest income	利息收入			6,337			14,584
Finance costs	財務成本			(173,944)			(221,479)
Loss before tax	除稅前虧損			(187,475)			(147,220)
Other segment information	其他分部資料						
Capital expenditure	資本支出	120,199	28	120,227	218,987	687	219,674
Depreciation and amortisation	折舊及攤銷	(86,387)	(607)	(86,994)	(95,334)	(215)	(95,549)
Fair value loss on financial assets at fair value through profit or loss	按公平值計入損益之金融資產公平值虧損	—	(101,313)	(101,313)	—	(186)	(186)
Share of profit of associate	分佔聯營公司溢利	—	971	971	—	—	—

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4. REVENUE AND SEGMENT INFORMATION

(continued)

(b) Segment Information (continued)

Segment assets and					
total assets	分部資產及總資產	13,024,613	804,456	13,829,069	
Segment liabilities	分部負債	1,636,348	34,880	1,671,228	
Reconciliation:	調節項：				
Corporate and other	公司及其他				
unallocated liabilities	未分配負債			4,939,936	4,408,340
Total liabilities	負債合計			6,611,164	6,252,106

Revenues from customers, which are all in the Gold Mining Operation, contributing 10% or more of the total revenue of the Group are as follows:

Customer A	客戶甲
Customer B	客戶乙
Customer C	客戶丙
Customer D	客戶丁
Customer E	客戶戊

* The transactions with these respective customers did not contribute 10% or more of total revenue of the Group during the six months ended 30 June 2016.

4. 收益及分部資料(續)

(b) 分部資料(續)

At 30 June 2017			At 31 December 2016		
於二零一七年六月三十日			於二零一六年十二月三十一日		
Gold Mining Operation	Financial Services	Total	Gold Mining Operation	Financial Services	Total
金礦開採業務	金融服務業務	總計	金礦開採業務	金融服務業務	總計
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
13,024,613	804,456	13,829,069	12,553,900	939,295	13,493,195
1,636,348	34,880	1,671,228	1,795,473	48,293	1,843,766
		4,939,936			4,408,340
		6,611,164			6,252,106

來自貢獻本集團總收益10%或以上之客戶(全部來自金礦開採業務)之收益如下：

Six months ended 30 June 截至六月三十日止六個月

2017	2016
二零一七年	二零一六年
HK\$'000	HK\$'000
千港元	千港元
119,535	N/A (不適用)*
84,249	76,062
54,374	N/A (不適用)*
41,902	134,959
41,272	78,791

* 於截至二零一六年六月三十日止六個月，與該等客戶個別進行之交易並無佔本集團總收益之10%或以上。

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5. OTHER REVENUE AND OTHER NET LOSS

5. 其他收入及其他虧損淨額

		Six months ended 30 June 截至六月三十日止六個月	
		2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
Other revenue	其他收入		
Bank interest income	銀行利息收入	6,337	14,584
Dividend income from financial assets at fair value through profit or loss	按公平值計入 損益之金融資產 之股息收入	155	—
Sundry incomes	雜項收益	3,064	3,054
		9,556	17,638
Other net loss	其他虧損淨額		
Exchange gain/(loss), net	匯兌收益／(虧損)淨額	1,689	(2,990)
Fair value loss on financial assets at fair value through profit or loss (note 13)	透過損益按公平值列賬之 金融資產之公平值虧損 (附註13)	(101,313)	(186)
(Loss)/gain on disposal of fixed assets	出售固定資產 (虧損)／收益	(4)	9
		(99,628)	(3,167)

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6. LOSS BEFORE TAX

Loss before tax is arrived at after charging/(crediting):

<p>(a) Finance costs:</p> <p>Interest on bank and other borrowings</p> <p>Interest on convertible bonds (note 16)</p> <p>Interest on financial liabilities at fair value through profit or loss</p> <p>Total interest expenses on financial liabilities</p> <p>Less: Interest capitalised into construction in progress and deposits paid for proposed acquisitions of gold mining and exploration rights</p> <p>Fair value loss on financial liabilities at fair value through profit or loss</p> <p>Fair value gain on derivative financial instruments (note 16)</p> <p>Loss on the Convertible Bonds Restructure</p>	<p>(a) 財務成本：</p> <p>銀行及其他貸款之利息</p> <p>可換股債券利息 (附註16)</p> <p>透過損益按公平值列賬之金融負債利息</p> <p>金融負債之利息開支總額</p> <p>減：於在建工程及擬收購金礦採礦及探礦權所付按金內資本化之利息</p> <p>透過損益按公平值列賬之金融負債公平值虧損</p> <p>衍生金融工具公平值收益(附註16)</p> <p>可換股債券重組之虧損</p>
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6. 除稅前虧損

除稅前虧損已扣除／(計入)下列各項：

Six months ended 30 June
截至六月三十日止六個月

2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
172,660	152,663
21,778	29,803
194,438	182,466
13,448	15,326
207,886	197,792
(5,593)	(29,834)
202,293	167,958
1,050	2,663
(29,399)	(12,256)
—	63,114
173,944	221,479

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6. LOSS BEFORE TAX (continued)

Loss before tax is arrived at after charging/(crediting):
(continued)

6. 除稅前虧損(續)

除稅前虧損已扣除/(計入)下列各項：(續)

		Six months ended 30 June 截至六月三十日止六個月	
		2017 二零一七年 <i>HK\$'000</i> 千港元	2016 二零一六年 <i>HK\$'000</i> 千港元
(b) Other items:	(b) 其他項目：		
Cost of inventories sold under the Gold Mining Operation	金礦開採業務之 已出售存貨成本	224,133	227,200
Direct costs under the Financial Services Operation	金融服務業務 之直接貸款成本	—	5,340
Total cost of sales	銷售成本總額	224,133	232,540
Amortisation of intangible assets	無形資產攤銷	48,192	47,016
Depreciation and amortisation of fixed assets	固定資產折舊及攤銷	38,802	48,533
Operating lease charges in respect of	有關以下各項之 經營租賃費用		
— land and buildings	— 土地及建築物	10,726	6,883
— machinery and equipment	— 機器及設備	53	23

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(除另有列明者外，所有款項以港幣列示)

7. INCOME TAX

- (a) Tax in the condensed consolidated income statement represents:

Current tax	本期稅項
— PRC income tax	— 中國所得稅
(Under)/over-provision in prior years	往年(不足)/ 超額撥備
— PRC income tax	— 中國所得稅
— Hong Kong profits tax	— 香港利得稅
Deferred tax credit/(expense)	遞延稅項抵免/(開支)
Total income tax credit/(expense)	所得稅抵免/(開支)總額

- (b) (i) The provision for PRC income tax is calculated on the assessable profits of the Group's subsidiaries incorporated in the PRC at 25% during the six months ended 30 June 2017 and 2016.
- (ii) No provision for the Hong Kong profits tax has been made as the Group did not have any assessable profit subject to Hong Kong profits tax during the six months ended 30 June 2017 and 2016.
- (iii) Pursuant to the rules and regulations of the Cayman Islands and the British Virgin Islands, the Group is exempted from any income tax in the Cayman Islands and the British Virgin Islands.

7. 所得稅

- (a) 簡明綜合收益表所示之稅項為：

Six months ended 30 June 截至六月三十日止六個月

2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
(13,608)	(6,561)
(1,353)	780
366	—
(987)	780
(14,595)	(5,781)
18,186	(1,204)
3,591	(6,985)

- (b) (i) 中國所得稅撥備乃根據本集團於中國註冊成立之附屬公司於截至二零一七年及二零一六年六月三十日止六個月期間內之應課稅溢利按25%計算。
- (ii) 由於本集團於截至二零一七年及二零一六年六月三十日止六個月期間並無任何須繳納香港利得稅之應課稅溢利，故並無就香港利得稅作出撥備。
- (iii) 根據開曼群島及英屬處女群島之規例及規則，本集團獲豁免繳納任何開曼群島及英屬處女群島之所得稅。

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8. DIVIDEND

The directors do not recommend the payment of an interim dividend for the six months ended 30 June 2017 and 2016.

8. 股息

董事不建議就截至二零一七年及二零一六年六月三十日止六個月派付中期股息。

9. LOSS PER SHARE

(a) Basic loss per share

The calculation of basic loss per share is based on the loss attributable to owners of the Company of HK\$183,884,000 (six months ended 30 June 2016: HK\$154,205,000) and on the weighted average number of 13,897,919,000 (six months ended 30 June 2016: 8,775,740,000) ordinary shares in issue during the six months ended 30 June 2017.

Weighted average number of ordinary shares:

9. 每股虧損

(a) 每股基本虧損

每股基本虧損乃根據本公司擁有人應佔虧損183,884,000港元(截至二零一六年六月三十日止六個月：154,205,000港元)以及於截至二零一七年六月三十日止六個月期間已發行普通股之加權平均數13,897,919,000股(截至二零一六年六月三十日止六個月：8,775,740,000股)計算。

普通股之加權平均數：

Six months ended 30 June 截至六月三十日止六個月

	2017 二零一七年	2016 二零一六年
	Number of shares 股份數目	
	'000 千股	'000 千股
Issued ordinary shares at 1 January 於一月一日之已發行普通股	13,897,919	5,519,031
Effect of issue of new shares upon the Convertible Bonds Restructure 於可換股債券重組後發行新股份之影響	—	691,541
Effect of issue of new shares upon loan capitalisations 貸款資本化後發行新股份之影響	—	305,122
Effect of issue of new shares by share subscriptions and placements 透過股份認購及配售發行新股份之影響	—	2,260,046
Weighted average number of ordinary shares 普通股之加權平均數	13,897,919	8,775,740

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9. LOSS PER SHARE (continued)

(b) Diluted loss per share

The calculation of diluted loss per share does not assume the exercise of the Company's outstanding share options or conversion of outstanding convertible bonds which had anti-dilutive effect and would result in a reduction in loss per share during the six months ended 30 June 2017 and 2016. Therefore, the diluted loss per share is same as basic loss per share during the six months ended 30 June 2017 and 2016.

10. INTANGIBLE ASSETS

(a) The intangible assets include mainly mining rights and exploration rights and assets and the goodwill arisen from the acquisitions of subsidiaries, as further detailed in the Company's consolidated financial statements for the year ended 31 December 2016. During the reporting period, the Group has addition to intangible asset of goodwill HK\$7,225,000 (six months ended 30 June 2016: addition of exploration assets of HK\$18,000) (note 20). No intangible assets were disposed of during the six months ended 30 June 2017 and 2016. The amortisation charge of HK\$48,192,000 (six months ended 30 June 2016: HK\$47,016,000) is included in cost of sales in the condensed consolidated income statement.

(b) As at 30 June 2017, the Group's mining rights with a total carrying amount of HK\$2,923,236,000 (31 December 2016: HK\$2,903,813,000) were pledged as securities for the Group's bank and other borrowings (note 18).

9. 每股虧損(續)

(b) 每股攤薄虧損

計算每股攤薄虧損時，並無假設本公司尚未行使之購股權獲行使或轉換尚未轉換之可換股債券(彼等具反攤薄效果並將導致截至二零一七年及二零一六年六月三十日止六個月之每股虧損減少)。因此，截至二零一七年及二零一六年六月三十日止六個月，每股攤薄虧損與每股基本虧損相同。

10. 無形資產

(a) 無形資產主要包括採礦權及探礦權及資產、收購附屬公司產生的商譽(詳見本公司截至二零一六年十二月三十一日止年度的綜合財務報表之進一步說明)。於報告期間，本集團增加7,225,000港元之商譽無形資產(截至二零一六年六月三十日止六個月：增加採礦資產18,000港元)(附註20)。截至二零一七年及二零一六年六月三十日止六個月，並無出售無形資產。攤銷支出48,192,000港元(截至二零一六年六月三十日止六個月：47,016,000港元)計入簡明綜合收益表之銷售成本。

(b) 於二零一七年六月三十日，本集團賬面值總額為2,923,236,000港元(二零一六年十二月三十一日：2,903,813,000港元)之採礦權已用於抵押本集團之銀行及其他貸款(附註18)。

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11. FIXED ASSETS

- (a) During the reporting period, the Group has addition to fixed assets of HK\$120,227,000 (six months ended 30 June 2016: HK\$219,674,000) and disposed of fixed assets with a total net carrying amount of HK\$4,000 (six months ended 30 June 2016: HK\$14,000), resulting in a loss of HK\$4,000 (six months ended 30 June 2016: gain of HK\$9,000).
- (b) As at 30 June 2017, fixed assets of the Group with a total net carrying amount of HK\$1,323,935,000 (31 December 2016: HK\$1,298,933,000) were pledged as security for the Group's bank and other borrowings (note 18).
- (c) During the reporting period, interest on bank and other borrowings capitalised in construction in progress included in fixed assets was HK\$5,593,000 (six months ended 30 June 2016: HK\$27,243,000). The borrowing costs have been capitalised at a rate of 9% (six months ended 30 June 2016: 9%) per annum on the specific borrowings used for financing the construction in progress.

11. 固定資產

- (a) 於報告期間，本集團固定資產增加120,227,000港元(截至二零一六年六月三十日止六個月：219,674,000港元)及出售賬面淨值為4,000港元(截至二零一六年六月三十日止六個月：14,000港元)之固定資產，產生4,000港元之虧損(截至二零一六年六月三十日止六個月：9,000港元之收益)。
- (b) 於二零一七年六月三十日，本集團固定資產賬面淨值總額為1,323,935,000港元(二零一六年十二月三十一日：1,298,933,000港元)已用於抵押本集團之銀行及其他貸款(附註18)。
- (c) 於報告期間，計入固定資產內的在建工程資本化的銀行及其他貸款利息為5,593,000港元(截至二零一六年六月三十日止六個月：27,243,000港元)。貸款成本乃就用於支付在建工程的相關貸款按年利率9%(截至二零一六年六月三十日止六個月：9%)資本化。

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12. TRADE, LOANS AND OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS

12. 應收賬款、貸款以及其他應收款項、按金及預付款項

		At 30 June 2017 於二零一七年 六月三十日 HK\$'000 千港元	At 31 December 2016 於二零一六年 十二月三十一日 HK\$'000 千港元
Trade and loans receivables	應收賬款及貸款	115,561	150,173
Less: Allowance for doubtful debts	減：呆賬撥備	—	—
		115,561	150,173
Other receivables	其他應收款項	111,951	132,198
Sub-total	小計	227,512	282,371
Deposits and prepayments	按金及預付款項	76,457	58,203
		303,969	340,574
Non-current portion	非即期部分	85,770	90,111
Current portion	即期部分	218,199	250,463
		303,969	340,574

Note
附註

At the end of the reporting period, all of the trade, loans and other receivables, deposits and prepayments are expected to be recovered or recognised as expenses within one year, except for the non-current portion.

於報告期末，所有應收賬款、貸款及其他應收款項、按金及預付款項均預期於一年內予以收回或確認為開支，惟非即期部分除外。

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12. TRADE, LOANS AND OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS (continued)

(a) Trade and loans receivables

Trade receivables under the Gold Mining Operation	金礦開採業務下之 應收賬款
Trade and loans receivables under the Financial Services Operation	金融服務業務下之 應收賬款及貸款

12. 應收賬款、貸款以及其他應收款項、按金及預付款項(續)

(a) 應收賬款及貸款

	At 30 June 2017 於二零一七年 六月三十日 HK\$'000 千港元	At 31 December 2016 於二零一六年 十二月三十一日 HK\$'000 千港元
Note 附註		
(b)	14,076	54,839
(c)	101,485	95,334
	115,561	150,173

(b) Trade receivables under the Gold Mining Operation

- (i) The ageing analysis of the trade receivables under the Gold Mining Operation (net of allowance for doubtful debts) based on invoice date at end of the reporting period is as follows:

Less than two months	少於兩個月
More than two months but less than six months	多於兩個月但少於六個月

(b) 金礦開採業務下應收賬款

- (i) 於報告期末，金礦開採業務下應收賬款(已扣除呆賬撥備)根據發票日期之賬齡分析如下：

	At 30 June 2017 於二零一七年 六月三十日 HK\$'000 千港元	At 31 December 2016 於二零一六年 十二月三十一日 HK\$'000 千港元
Less than two months	13,834	54,839
More than two months but less than six months	242	—
	14,076	54,839

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(除另有列明者外，所有款項以港幣列示)

12. TRADE, LOANS AND OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS (continued)

(b) Trade receivables under the Gold Mining Operation (continued)

(i) (continued)

The Group generally requires the customers to make payment on the date of delivery of products or within 7 days after delivery of products. Credit term within two months is granted to the customers with high credibility.

- (ii) The ageing analysis of trade receivables that are neither individually nor collectively considered to be impaired is as follows:

Neither past due nor impaired	未逾期或減值
Less than six months past due	逾期少於六個月

At the end of the reporting period, trade receivables that were neither past due nor impaired relate to certain independent customers for whom there was no recent history of default. Receivables that were past due but not impaired relate to certain independent customers that have a good track record with the Group. Based on past experience, management believed that no impairment allowance was necessary in respect of these balances as there had not been a significant change in credit quality and the balances were still considered fully recoverable. The Group did not hold any collateral over these balances.

12. 應收賬款，貸款以及其他應收款項、按金及預付款項(續)

(b) 金礦開採業務下應收賬款(續)

(i)(續)

本集團一般要求客戶於產品付運日或產品付運後七日內作出付款。兩個月以內之信貸期授予具有高信貸質素之客戶。

- (ii) 並無個別或整體被視為已減值之應收賬款之賬齡分析如下：

At 30 June 2017 於二零一七年 六月三十日 HK\$'000 千港元	At 31 December 2016 於二零一六年 十二月三十一日 HK\$'000 千港元
13,834	54,839
242	—
14,076	54,839

於報告期末，既未逾期亦未減值之應收賬款與最近沒有拖欠記錄之若干獨立客戶有關。逾期但並無減值之應收款項與若干於本集團過往記錄良好之獨立客戶有關。根據過往經驗，管理層相信毋須就該等結餘作出減值撥備，由於其信貸質素並無重大變動，並認為該等結餘可全數收回。本集團並無就該等結餘持有任何抵押品。

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12. TRADE, LOANS AND OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS (continued)

(c) Trade and loans receivables under the Financial Services Operation

12. 應收賬款，貸款以及其他應收款項、按金及預付款項(續)

(c) 金融服務業務下應收賬款及貸款

		At 30 June 2017 於二零一七年 六月三十日 HK\$'000 千港元	At 31 December 2016 於二零一六年 十二月三十一日 HK\$'000 千港元
Trade receivables from securities brokerage business:	證券經紀業務應收賬款：		
– Cash clients	– 現金客戶	2,777	3,324
– Clearing house in HK	– 位於香港之結算所	80	283
		2,857	3,607
Trade and loan receivables from other business	其他業務應收賬款及貸款	98,628	91,727
		101,485	95,334

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12. TRADE, LOANS AND OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS (continued)

(c) Trade and loans receivables under the Financial Services Operation (continued)

- (i) The settlement terms of trade receivables from securities brokerage business are two days after the trade date. No ageing analysis is disclosed as the ageing analysis does not give additional value in view of the nature of these trade receivables. The credit terms on trade and loan receivables from the other business under the Financial Services Operation are ranging from one year to three years. The ageing analysis of these trade and loans receivables (net of allowance for doubtful debts) from other business under the Financial Services Operation based on the age of these receivables since the effective dates of the relevant contracts at end of the reporting period is as follows:

Less than one year 少於一年

12. 應收賬款，貸款以及其他應收款項、按金及預付款項(續)

(c) 金融服務業務下應收賬款及貸款(續)

- (i) 證券經紀業務之應收賬款之還款期為交易日後兩日。鑑於此等應收賬款之性質，賬齡分析不會提供額外價值，因此並無披露賬齡分析。金融服務業務下之其他業務之應收賬款及貸款之信貸期由一年至三年不等。於報告期末，根據自有關合約生效日期起此等金融服務業務下之其他業務應收款項的賬齡計算，應收賬款及貸款(已扣除呆賬撥備)的賬齡分析如下：

At 30 June 2017 於二零一七年 六月三十日 HK\$'000 千港元	At 31 December 2016 於二零一六年 十二月三十一日 HK\$'000 千港元
98,628	91,727

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12. TRADE, LOANS AND OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS (continued)

(c) Trade and loans receivables under the Financial Services Operation (continued)

- (ii) The trade and loans receivables that are neither individually nor collectively considered to be impaired are as follows:

Neither past due nor impaired	並無逾期或減值
Less than six months past due	逾期少於六個月
More than six months but less than one year past due	逾期超過六個月但少於一年
More than one year past due	逾期多於一年

At the end of the reporting period, trade and loans receivables of the Group that were neither past due nor impaired relate to certain independent customers for whom there was no recent history of default. Receivables that were past due but not impaired relate to cash clients from securities brokerage business. The Group held the securities of these cash clients as collateral over their individual balance.

12. 應收賬款，貸款以及其他應收款項、按金及預付款項(續)

(c) 金融服務業務下應收賬款及貸款(續)

- (ii) 並無個別或共同視作減值的應收賬款及貸款如下：

At 30 June 2017 於二零一七年 六月三十日 HK\$'000 千港元	At 31 December 2016 於二零一六年 十二月三十一日 HK\$'000 千港元
98,860	92,173
866	1,203
76	140
1,683	1,818
2,625	3,161
101,485	95,334

於報告期末，本集團既未逾期亦未減值之應收賬款及貸款與最近沒有拖欠記錄之若干獨立客戶有關。已逾期但未減值之應收款項與證券經紀業務之現金客戶有關。本集團持有該等現金客戶之證券作為彼等之個人結餘之抵押品。

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13. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

Listed securities	上市證券
Unlisted equity investments in investment funds	投資基金的 非上市股權投資

At 30 June 2017, all of the Group's listed securities were pledged as security for the Group's bank and other borrowings (note 18).

During the reporting period, the Group recognised fair value loss on financial assets at fair value through profit or loss of HK\$101,313,000 (six months ended 30 June 2016: HK\$186,000) (note 5), which includes fair value loss arisen from listed shares and unlisted equity investments in investment funds of HK\$96,838,000 (six months ended 30 June 2016: HK\$186,000) and HK\$4,475,000 (six months ended 30 June 2016: nil) respectively.

Subsequent to the end of the reporting period and up to the date of approval of these interim condensed consolidated financial statements, the Group's listed securities with the carrying value of HK\$66,854,000 at 30 June 2017 have been disposed of with a gain of HK\$3,124,000. The carrying value and the fair value of the remaining listed securities at 30 June 2017 and at the date of approval of these interim condensed consolidated financial statements are HK\$58,193,000 and HK\$73,711,000 respectively.

13. 透過損益按公平值列賬之金融資產

At 30 June 2017 於二零一七年 六月三十日 HK\$'000 千港元	At 31 December 2016 於二零一六年 十二月三十一日 HK\$'000 千港元
125,047	253,808
—	51,057
125,047	304,865

於二零一七年六月三十日，所有本集團上市證券已用於抵押本集團之銀行及其他貸款(附註18)。

於報告期間，本集團確認按公平值計入損益之金融資產公平值虧損為101,313,000港元(截至二零一六年六月三十日止六個月：186,000港元)(附註5)，其中包括上市股票及非上市股權投資之公平值虧損分別為96,838,000港元(截至二零一六年六月三十日止六個月：186,000港元)及4,475,000港元(截至二零一六年六月三十日止六個月：無)。

報告期末及直至該等中期簡明綜合財務報表批准日，本集團於二零一七年六月三十日賬面價值為66,854,000港元之上市證券的已被出售，收益為3,124,000港元。剩餘上市證券於二零一七年六月三十日以及中期簡明綜合財務報表的批准日期之賬面價值及公平值分別為58,193,000港元及73,711,000港元。

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14. TRADE AND OTHER PAYABLES

Trade payables	應付賬款
Accrued charges and other payables	預提費用及 其他應付款項
Financial liabilities measured at amortised cost	按攤銷成本計量之 金融負債
Receipts in advance	預收賬款

(a) Trade payables

Trade payables under the Gold Mining Operation	金礦開採業務下 之應付賬款
Trade payables under the Financial Services Operation	金融服務業務下之 應付賬款

14. 應付賬款及其他應付款項

	At 30 June 2017 於二零一七年 六月三十日 HK\$'000 千港元	At 31 December 2016 於二零一六年 十二月三十一日 HK\$'000 千港元
Note (a) to (c) 附註	59,811	42,499
	445,751	452,925
	505,562	495,424
	58,259	36,152
	563,821	531,576

(a) 應付賬款

	At 30 June 2017 於二零一七年 六月三十日 HK\$'000 千港元	At 31 December 2016 於二零一六年 十二月三十一日 HK\$'000 千港元
Note (b) 附註	50,979	38,820
(c) 附註	8,832	3,679
	59,811	42,499

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14. TRADE AND OTHER PAYABLES (continued)

(b) Trade payables under the Gold Mining Operation

The ageing analysis of trade payables based on invoice date at the end of the reporting period is as follows:

Less than three months	少於三個月
More than three months but less than one year	超過三個月 但少於一年
More than one year	超過一年

(c) Trade payables under the Financial Services Operation

Trade payables from securities brokerage business:	證券經紀業務 應付賬款：
– Cash clients	– 現金客戶

The settlement terms of trade payables from securities brokerage business are two days after the trade date. Trade payables to cash clients also include those payables placed in trust and segregated accounts with authorised institutions. No ageing analysis is disclosed as the ageing analysis does not give additional value in view of the nature of these trade payables.

14. 應付賬款及其他應付款項(續)

(b) 金礦開採業務下應付賬款

於報告期末，應付賬款根據發票日期之賬齡分析如下：

At 30 June 2017 於二零一七年 六月三十日 HK\$'000 千港元	At 31 December 2016 於二零一六年 十二月三十一日 HK\$'000 千港元
42,058	33,844
7,980	3,189
941	1,787
50,979	38,820

(c) 金融服務業務下應付賬款

At 30 June 2017 於二零一七年 六月三十日 HK\$'000 千港元	At 31 December 2016 於二零一六年 十二月三十一日 HK\$'000 千港元
8,832	3,679

證券經紀業務之應付賬款之還款期為交易日後兩日。應付現金客戶賬款亦包括存放於認可機構之獨立信託賬戶之應付賬款。鑑於此等應付賬款之性質，賬齡分析不會提供額外價值，因此並無披露賬齡分析。

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15. BANK AND OTHER BORROWINGS

As at 30 June 2017, the Group had secured bank and other borrowings of HK\$3,367,473,000 (31 December 2016: HK\$2,816,969,000) and unsecured bank and other borrowings of HK\$1,194,584,000 (31 December 2016: HK\$1,192,233,000) including unsecured loans from shareholders of HK\$300,000,000 (31 December 2016: HK\$305,687,000) (note 21(a)(ii)).

As at 30 June 2017, the Group's secured bank and other borrowings and the financial liabilities at fair value through profit or loss were secured by the pledge of the Group's assets and share charge of certain subsidiaries of the Group (note 18) and guarantees given by certain subsidiaries and the Company, two executive directors of the Company and three related parties (notes 21(a)(iii) to (v)). At 31 December 2016, the Group's secured bank and other borrowings and financial liabilities at fair value through profit or loss were pledged by the Group's assets and share charge of certain subsidiaries of the Group, share charge of a company which is wholly owned by an ex-executive director of the Company, and guarantees given by certain subsidiaries and the Company, two executive directors of the Company and a related party.

At 30 June 2017, the Group's unsecured bank and other borrowings of HK\$173 million (31 December 2016: HK\$167 million) were guaranteed by certain subsidiaries and the Company and two senior management staff of two subsidiaries. Save as disclosed above, the remaining balance of HK\$1,022 million at 30 June 2017 (31 December 2016: HK\$1,025 million) was unsecured and unguaranteed (note 21(a)(vi)).

15. 銀行及其他貸款

於二零一七年六月三十日，本集團擁有已抵押銀行及其他貸款3,367,473,000港元(二零一六年十二月三十一日：2,816,969,000港元)以及無抵押銀行及其他貸款1,194,584,000港元(二零一六年十二月三十一日：1,192,233,000港元)(包括來自股東的無抵押貸款300,000,000港元(二零一六年十二月三十一日：305,687,000港元))(附註21(a)(ii))。

於二零一七年六月三十日，本集團已抵押銀行及其他貸款以及透過損益按公平值列賬之金融負債已透過本集團之資產及本集團若干附屬公司之股份質押作抵押(附註18)及由若干附屬公司及本公司、本公司兩名執行董事及三名關聯方作出擔保(附註21(a)(iii)至(v))。於二零一六年十二月三十一日，本集團之已抵押銀行及其他貸款以及透過損益按公平值列賬之金融負債已以本集團之資產及本集團若干附屬公司之股份質押、一家公司(由本公司一名前執行董事全資擁有)之股份質押，及由若干附屬公司及本公司以及本公司兩名執行董事及一名關聯方作出之擔保作抵押。

於二零一七年六月三十日，本集團之無抵押銀行及其他貸款173百萬港元(二零一六年十二月三十一日：167百萬港元)由若干附屬公司、本公司及兩間附屬公司兩名高級管理人員擔保。除上文所披露者外，於二零一七年六月三十日的剩餘結餘1,022百萬港元(二零一六年十二月三十一日：1,025百萬港元)為無抵押及無擔保(附註21(a)(vi))。

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16. CONVERTIBLE BONDS

At 31 December 2016 and 1 January 2017	於二零一六年十二月三十一日 及二零一七年一月一日
Interest expense charged to condensed consolidated income statement (note 6(a))	計入簡明綜合收益表 之利息開支 (附註6(a))
Interest paid	已付利息
Fair value gain (note 6(a))	公平值收益 (附註6(a))
At 30 June 2017	於二零一七年六月三十日
Representing:	指：
At 30 June 2017 Current liabilities	於二零一七年六月三十日 流動負債
At 31 December 2016 Non-current liabilities	於二零一六年十二月三十一日 非流動負債

The convertible bonds bear interest at 7.25% per annum and will be mature on 4 February 2018, the other key terms of the convertible bonds are further detailed in the Company's financial statements for the year ended 31 December 2016. Accordingly, the liability component and derivatives were reclassified from non-current liabilities to current liabilities as at 30 June 2017.

During the reporting period, none of the convertible bonds were exercised. At 30 June 2017, the outstanding principal amount of the convertible bonds was approximately HK\$376 million.

During the reporting period, the conversion price of the convertible bonds was adjusted from HK\$0.26 to HK\$0.25 under the conversion price reset with effect from 4 February 2017. Details are set out in the Company's announcement on 6 February 2017.

16. 可換股債券

Liability component	Derivatives	Total
負債部份	衍生工具	總計
HK\$'000	HK\$'000	HK\$'000
千港元	千港元	千港元
368,308	30,830	399,138
21,778	—	21,778
(13,638)	—	(13,638)
—	(29,399)	(29,399)
376,448	1,431	377,879
376,448	1,431	377,879
368,308	30,830	399,138

可換股債券按年利率7.25厘計息並將於二零一八年二月四日到期。可換股債券的其他主要條款進一步詳述於截至二零一六年十二月三十一日止年度本公司的財務報表。因此，於二零一七年六月三十日，負債部份及衍生工具從非流動負債分類為流動負債。

於報告期間，概無可換股債券獲行使。於二零一七年六月三十日，可換股債券之未償還本金額約為376百萬港元。

於報告期間，可換股債券之兌換價根據重訂兌換價由0.26港元調整至0.25港元於二零一七年二月四日生效。有關詳情載於本公司日期為二零一七年二月六日之公佈內。

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16. CONVERTIBLE BONDS (continued)

At 30 June 2017, the following assumptions are used to calculate the respective fair values of the derivatives of the convertible bonds based on a valuation performed by ROMA using the Monte Carlo simulation method:

Share price (HK\$)	股價(港元)	0.087	0.225
Conversion price (HK\$)	兌換價(港元)	0.25	0.26
Expected remaining life of the convertible bonds (years)	可換股債券預期剩餘年期(年)	0.6	1.1
Expected volatility (%)	預期波動(%)	124	52
Risk free rate (%)	無風險利率(%)	1.00	1.48
Expected dividend yield (%)	預期股息率(%)	0	0
Discount rate (%)	貼現率(%)	8.1	7.97

17. SHARE CAPITAL

Authorised:

Ordinary shares of HK\$0.125 each	每股面值0.125港元之普通股
At 31 December 2016 and 1 January 2017	於二零一六年十二月三十一日及二零一七年一月一日
Increased during the period	期內增加
At 30 June 2017	於二零一七年六月三十日

Ordinary shares issued and fully paid:

Ordinary shares of HK\$0.125 each	每股面值0.125港元之普通股
At 31 December 2016, 1 January 2017 and 30 June 2017	於二零一六年十二月三十一日、二零一七年一月一日及二零一七年六月三十日

16. 可換股債券(續)

於二零一七年六月三十日，下列假設乃用於計算可換股債券之各衍生工具之公平值(根據羅馬使用蒙特卡羅模擬方法編製之估值釐定)：

At 30 June 2017 於二零一七年六月三十日	At 31 December 2016 於二零一六年十二月三十一日
0.087	0.225
0.25	0.26
0.6	1.1
124	52
1.00	1.48
0	0
8.1	7.97

17. 股本

Note 附註	Number of shares 股份數目 '000 千股	HK\$'000 千港元
	20,000,000	2,500,000
(a)	10,000,000	1,250,000
	<u>30,000,000</u>	<u>3,750,000</u>
	13,897,919	1,737,240

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(除另有列明者外，所有款項以港幣列示)

17. SHARE CAPITAL (continued)

- (a) By an ordinary resolution passed at the annual general meeting of the Company on 22 June 2017, the Company's authorised ordinary share capital was increased from HK\$2,500 million to HK\$3,750 million by the creation of additional 10,000 million ordinary shares of \$0.125 each. These shares rank pari passu in all respects with the then existing ordinary shares of the Company.

18. PLEDGE OF ASSETS

The Group's assets with the following carrying amounts have been pledged to secure bank and other borrowings (note 15) and financial liabilities at fair value through profit or loss:

Intangible assets — mining rights	無形資產—採礦權
Fixed assets	固定資產
Available-for-sale investments	可供出售投資
Financial assets at fair value through profit or loss	按公平值計入損益之金融資產
Pledged deposits	已抵押存款

As at 30 June 2017, all issued shares of five (31 December 2016: six) subsidiaries of the Company were subject to share charge as security pledged for the Group's bank and other borrowings (note 15).

17. 股本(續)

- (a) 根據本公司二零一七年六月二十二日舉行之股東週年大會上通過之一項普通決議案，透過額外增設10,000百萬股每股面值0.125港元的普通股，本公司之法定普通股股本由2,500百萬港元增加至3,750百萬港元。該等股份在各方面與本公司當時之現有普通股享有同等權益。

18. 資產抵押

本集團以下賬面值之資產已用於抵押有關銀行及其他貸款(附註15)及透過損益按公平值列賬之金融負債：

	At 30 June 2017 於二零一七年 六月三十日 HK\$'000 千港元	At 31 December 2016 於二零一六年 十二月三十一日 HK\$'000 千港元
Note 附註		
	2,923,236	2,903,813
	1,323,935	1,298,933
	241,751	117,128
	125,047	253,808
	1,125,838	1,018,472
	5,739,807	5,592,154

於二零一七年六月三十日，本公司五間(二零一六年十二月三十一日：六間)附屬公司之所有已發行股份已用作於抵押本集團之銀行及其他貸款(附註15)。

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19. CAPITAL COMMITMENTS

As at 30 June 2017, the Group had contracted capital commitments in respect of acquisition of gold mining and exploration rights of HK\$14,390,000 (31 December 2016: HK\$13,944,000), fixed assets of HK\$94,818,000 (31 December 2016: HK\$91,950,000), investment in unlisted equity investment funds of HK\$44,908,000 (31 December 2016: nil) and capital contribution in associate of HK\$4,604,000 (31 December 2016: nil).

20. BUSINESS COMBINATIONS

On 22 April 2016, the Company and a wholly-owned subsidiary of the Company (the “Purchaser”) entered into an agreement (the “Shenzhen Munsun Agreement”) with all shareholders (the “Shenzhen Munsun Sellers”) of Shenzhen Munsun Asset Management Company Limited (“Shenzhen Munsun”), a company incorporated in the PRC. Pursuant to the Shenzhen Munsun Agreement, the Shenzhen Munsun Sellers agreed to sell and the Purchaser agreed to purchase the entire equity interest in Shenzhen Munsun at a consideration of RMB25,000,000 (equivalent to approximately HK\$27,830,000). On 3 January 2017, the Group completed the acquisition of the entire equity interest in Shenzhen Munsun. Shenzhen Munsun is engaged in asset management and advisory services in the PRC. The acquisition was made to expansion on the Group’s existing businesses into asset management and advisory service industry in the PRC and to broaden its source of revenue.

19. 資本承擔

於二零一七年六月三十日，本集團就收購金礦採礦及探礦權擁有已訂約資本承擔14,390,000港元(二零一六年十二月三十一日：13,944,000港元)、就購買固定資產擁有已訂約資本承擔94,818,000港元(二零一六年十二月三十一日：91,950,000港元)、非上市股權投資基金的投資承擔44,908,000港元(二零一六年十二月三十一日：無)以及聯營公司的資本承擔4,604,000港元(二零一六年十二月三十一日：無)。

20. 業務合併

於二零一六年四月二十二日，本公司及本公司之全資附屬公司（「買方」）與深圳市麥盛資產管理有限公司（「深圳麥盛」，一間於中國註冊成立的公司）之全體股東（「深圳麥盛賣方」）訂立協議（「深圳麥盛協議」）。根據深圳麥盛協議，深圳麥盛賣方同意出售而買方同意購買深圳麥盛之全部股權，代價為人民幣25,000,000元（相當於約27,830,000港元）。於二零一七年一月三日，本集團完成收購深圳麥盛全部股權。深圳麥盛在中國從事資產管理及諮詢服務之業務。進行收購是為了擴大本集團於中國資產管理及諮詢服務行業，讓現時業務組合更多樣化，以及擴闊集團之收入來源。

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20. BUSINESS COMBINATIONS (continued)

The fair values of identifiable assets and liabilities of Shenzhen Munsun as at the date of completion on the acquisition are as follows:

20. 業務合併(續)

於收購完成當日，深圳麥盛可識別資產及負債之公平值為：

	Note	HK\$'000
	附註	千港元
Net assets acquired:		
Fixed assets		4,386
Available-for-sale investment		11,284
Investment in associate		6,424
Other receivables, deposits and prepayments		13,460
Cash and cash equivalents		1,566
Trade and other payables		(16,477)
Deferred tax liabilities		(38)
Total identifiable net assets at fair value		20,605
Goodwill	10(a)	7,225
		<u>27,830</u>
Satisfied by cash		<u>27,830</u>
Net cash outflow arising from acquisition (for consolidated cash flows)		
Cash consideration paid		(27,830)
Cash and cash equivalents acquired		1,566
		<u>(26,264)</u>

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20. BUSINESS COMBINATIONS (continued)

- (i) Shenzhen Munsun contributed revenue and net loss after tax of HK\$965,000 and HK\$5,902,000 respectively to the Group for the period between the date of completion on the acquisition and the end of the reporting period. Had the acquisition of Shenzhen Munsun taken place at 1 January 2017, the revenue and the net loss after tax of the Group for the year would have been HK\$391,305,000 and HK\$184,025,000.
- (ii) The fair value of the other receivables were HK\$11,563,000 as at the date of completion of the acquisition. The gross contractual amounts of the other receivables were HK\$11,563,000. None of the receivables was expected to be uncollectible at the date of completion on the acquisition.
- (iii) The Group incurred transaction costs of HK\$92,000 for this acquisition. The transaction costs have been expensed and are included in consolidated income statement.
- (iv) The goodwill arising from the acquisition of Shenzhen Munsun is attributable to the expansion on the Group's businesses into asset management and advisory service industry in the PRC and revenue sources from the anticipated profitability and revenue growth of Shenzhen Munsun. None of the goodwill recognised is expected to be deductible for income tax purpose.

20. 業務合併(續)

- (i) 深圳麥盛於收購完成日期後直至報告期末之期間為本集團帶來收入及稅後淨虧損分別為965,000港元及5,902,000港元。假如收購深圳麥盛於二零一七年一月一日已進行，則本集團於年內之收入及稅後淨虧損應分別為391,305,000港元及184,025,000港元。
- (ii) 其他應收款項於收購完成日期的公平值為11,563,000港元。其他應收款項的總合約金額為11,563,000港元。於收購完成日期，概無應收款項預期乃無法收回。
- (iii) 本集團就是項收購產生交易成本92,000港元。交易成本已支銷，並於綜合損益表入賬。
- (iv) 收購深圳麥盛產生的商譽乃由於擴大本集團於中國資產管理及諮詢服務行業及深圳麥盛的預期盈利能力及收入增長產生的收入來源。概無已確認之商譽預期可就所得稅扣稅。

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21. RELATED PARTY TRANSACTIONS

- (a) During the reporting period, the Group had the following related party transactions:
- (i) As further detailed in note 20, the Group completed the acquisition of Shenzhen Munsun on 3 January 2017. Mr. Li Xianghong (“Mr. Li”), the chairman, the chief executive officer and executive director of the Company, is one of the executive directors and the shareholders of Shenzhen Munsun and Mr. Li’s spouse is also one of the shareholders of Shenzhen Munsun. Mr. Zhang Lirui is one of the shareholders of Shenzhen Munsun and is the executive director of the Company. The spouse of Mr. Zhang Lirui is also one of the shareholders of Shenzhen Munsun. The above acquisition transaction has been approved by the Company’s shareholders at extraordinary general meeting on 20 July 2016. Further details are set out in the Company’s circular on 4 July 2016 and announcements on 22 April 2016, 1 June 2016, 20 July 2016, 25 October 2016 and 3 January 2017.

21. 關連人士交易

- (a) 於報告期間內，本集團進行下列關連人士交易：
- (i) 誠如附註20進一步詳述，本集團於二零一七年一月三日完成收購深圳麥盛。本公司主席、行政總裁兼執行董事李向鴻先生(「李先生」)為深圳麥盛之執行董事兼股東。李先生之配偶亦為深圳麥盛的股東之一。張利銳先生為深圳麥盛之股東及本公司執行董事。張利銳先生之配偶亦為深圳麥盛的股東之一。上述收購交易已獲本公司股東於二零一六年七月二十日在股東特別大會上批准。進一步詳情載於本公司日期為二零一六年七月四日之通函以及日期為二零一六年四月二十二日、二零一六年六月一日、二零一六年七月二十日、二零一六年十月二十五日及二零一七年一月三日之公佈內。

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21. RELATED PARTY TRANSACTIONS (continued)

- (ii) During the year ended 31 December 2016, Munsun Assets Management Ltd (“Munsun Assets”) and Tai Ning Investment Holdings Limited (“Tai Ning”) (the “Joint Lenders”) jointly granted a loan of HK\$300 million (the “Joint Loan”) to the Group and the Group through the acquisition of Munsun Asset Management (Asia) Limited (“Munsun Asia”) had a loan of HK\$165 million (the “Loan”) due to Munsun Assets. Munsun Assets and Tai Ning hold approximately 14.91% (31 December 2016: 18.87%) and 7.12% (31 December 2016: 7.78%), respectively, shareholding in the Company at 30 June 2017. Mr. Li holds 31.63% shareholding in Munsun Assets and is an executive director of Munsun Assets. Tai Ning is wholly-owned by Mr Liu. Both loans are charged at an effective interest rate of 9% per annum and unsecured. The Joint Loan and the Loan will be repayable in January 2018 and repayable on demand respectively. During the reporting period, the Joint Lenders and the Group have agreed to extend the repayment date of the Joint Loan to January 2019. The Group recognised interest on the Joint Loan and the Loan of HK\$13,389,000 (six months ended 30 June 2016: HK\$nil) and HK\$30,000 (six months ended 30 June 2016: HK\$nil) respectively in the consolidated income statement during the reporting period.

At 30 June 2017, the outstanding balances of the Joint Loan and the Loan, including accrued interest, were HK\$300,000,000 (31 December 2016: HK\$300,259,000) and HK\$nil (31 December 2016: HK\$5,428,000) respectively, included in the Group’s bank and other borrowings (note 15).

21. 關連人士交易(續)

- (ii) 截至二零一六年十二月三十一日止年度，麥盛資產管理有限公司(「麥盛資產」)及泰寧投資控股有限公司(「泰寧」)(「聯席放款人」)聯席向本集團授出一筆300百萬港元的貸款(「聯席貸款」)，而本集團透過收購麥盛資產管理(亞洲)有限公司(「麥盛亞洲」)因而欠付麥盛資產165百萬港元的貸款(「貸款」)。麥盛資產及泰寧於二零一七年六月三十日分別持有本公司約14.91%(二零一六年十二月三十一日：18.87%)及7.12%(二零一六年十二月三十一日：7.78%)股權。李先生持有麥盛資產31.63%股權並為麥盛資產的執行董事。泰寧由劉先生全資擁有。兩筆貸款均按實際利率每年9%計算，屬無抵押。聯席貸款須於二零一八年一月償還，而貸款須按要求償還。於報告期間，聯席放款人與本集團協定將聯席貸款的還款日期延至二零一九年一月。本集團於報告期間分別於綜合損益表就聯席貸款及貸款確認利息13,389,000港元(截至二零一六年六月三十日止六個月：零港元)及30,000港元(截至二零一六年六月三十日止六個月：零港元)。

於二零一七年六月三十日，聯席貸款及貸款的未償還結餘(包括應計利息)分別為300,000,000港元(二零一六年十二月三十一日：300,259,000港元)及零港元(二零一六年十二月三十一日：5,428,000港元)，計入本集團的銀行及其他貸款(附註15)。

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21. RELATED PARTY TRANSACTIONS (continued)

(a) (continued)

- (iii) During the reporting period, Mr. Li and Mr. Zhang Shuguang (“Mr. Zhang”), an executive director of the Company, and their spouses have provided the joint personal guarantee for bank and other borrowings facilities granted to the Group of HK\$342 million (six months ended 30 June 2016: HK\$nil) (note 15). During the six months ended 30 June 2016, Mr. Zhang and his spouse have provided personal guarantee for bank and other borrowings facilities granted to the Group with an aggregate amount of HK\$560 million.
- (iv) Save as disclosed in note 21(a)(iii) above, during the reporting period, Mr. Li and Mr. Zhang have provided the joint personal guarantee for bank and other borrowings facilities granted to the Group of HK\$173 million (six months ended 30 June 2016: HK\$nil) (note 15).
- (v) During the reporting period, Mr. Chang Yim Yang (“Mr. Chang”), who was appointed as the executive director of the Company on 19 June 2008 and resigned on 9 August 2016, has provided his personal guarantee for bank and other borrowings facilities granted to the Group of approximately HK\$295 million (note 15). During the six months ended 30 June 2016, Mr. Chang provided the share charge of his wholly-owned company as security together with his personal guarantee for bank and other borrowings facilities granted to the Group approximately HK\$1,085 million.

21. 關連人士交易 (續)

(a) (續)

- (iii) 於報告期間，李先生及本公司執行董事張曙光先生(「張先生」)及其配偶就本集團獲授之銀行及其他貸款融資342百萬港元(截至二零一六年六月三十日止六個月：零港元)提供聯席個人擔保(附註15)。截至二零一六年六月三十日止六個月，張先生及其配偶就本集團獲授之銀行及其他貸款融資總額560百萬港元提供個人擔保。
- (iv) 除於以上附註21(a)(iii)披露者外，於報告期間，李先生及張先生已就本集團獲授之銀行及其他貸款信貸173百萬港元(截至二零一六年六月三十日止六個月：零港元)提供聯席個人擔保(附註15)。
- (v) 於報告期間，張賢陽先生「張先生」，於二零零八年六月十九日獲委任為本公司執行董事，以及於二零一六年八月九日辭任就本集團獲授之銀行及其他貸款信貸約295百萬港元提供其個人擔保(附註15)。截至二零一六年六月三十日止六個月張先生就本集團獲授之銀行及其他貸款信貸約1,085百萬港元其全資擁有公司之股份質押作抵押連同其個人擔保。

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21. RELATED PARTY TRANSACTIONS (continued)

- (a) (continued)
- (vi) During the reporting period, two senior management staff of two subsidiaries have provided personal guarantee for bank and other borrowings facilities granted to the Group of approximately HK\$173 million (six months ended 30 June 2016: HK\$nil) (note 15).

(b) Key management personnel remuneration

Remuneration for key management personnel, including amounts paid to the Company's directors, is as follows:

Short-term employee benefits	短期僱員福利
Post-employment benefits	離職福利

21. 關連人士交易 (續)

- (a) (續)
- (vi) 於報告期間，兩間附屬公司之兩名高級管理人員已就本集團獲授之銀行及其他貸款信貸約173百萬港元(截至二零一六年六月三十日止六個月：零港元)提供個人擔保(附註15)。

(b) 主要管理人員酬金

主要管理人員酬金(包括支付予本公司董事之款項)如下：

Six months ended 30 June 截至六月三十日止六個月

2017 二零一七年 HK\$'000 千港元	2016 二零一六年 HK\$'000 千港元
9,931	11,855
78	81
10,009	11,936

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22. FAIR VALUE MEASUREMENT OF FINANCIAL INSTRUMENTS

(a) Financial assets and liabilities carried at fair value

Fair value hierarchy

The following table presents the fair value of the Group's financial instruments measured at the end of the reporting period on a recurring basis, categorised into the three level fair value hierarchy as defined in HKFRS 13 Fair value measurement. The level into which a fair value measurement is classified is determined with reference to the observability and significance of the inputs used in the valuation technique as follows:

- Level 1 valuations: Fair value measured using only Level 1 inputs, i.e. unadjusted quoted prices in active markets for identical assets or liabilities at the measurement date.
- Level 2 valuations: Fair value measured using Level 2 inputs, i.e. observable inputs which fail to meet Level 1, and not using significant unobservable inputs. Unobservable inputs are inputs for which market data are not available.
- Level 3 valuations: Fair value measured using significant unobservable inputs.

22. 金融工具的公平值計量

(a) 按公平值列賬的金融資產及負債

公平值階層

下表呈列於報告期末按經常性基準計量的本集團金融工具的公平值，分類為香港財務報告準則第13號「公平值計量」所界定的三級公平值階層。公平值計量歸類的階層經參考估值技術中使用的輸入參數的可觀察性及重要性釐定如下：

- 第一階層估值：公平值僅按第一階層輸入數據（即相同資產或負債於計量日期在活躍市場的未經調整報價）計算。
- 第二階層估值：公平值利用第二階層輸入數據（即未能達到第一階層且並無利用重大不可觀察輸入數據的可觀察輸入數據）計算。不可觀察輸入數據為並無市場數據的輸入數據。
- 第三階層估值：公平值利用重大不可觀察輸入數據計量。

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22. FAIR VALUE MEASUREMENT OF FINANCIAL INSTRUMENTS (continued)

(a) Financial assets and liabilities carried at fair value (continued)

Fair value hierarchy (continued)

Recurring fair value measurements	經常性公平值計量
Assets/(Liabilities):	資產／(負債)：
Financial assets at fair value through profit or loss	透過損益按公平值列賬之金融資產
Financial liabilities at fair value through profit or loss	透過損益按公平值列賬之金融負債
Derivative financial instruments	衍生金融工具

There were no transfers between instruments in all levels during the six months ended 30 June 2017.

An independent valuation company with appropriate recognised professional qualifications is engaged to value the financial liabilities at fair value through profit or loss and derivative financial instruments at each financial reporting period. Appropriate valuation methods and assumptions with reference to market conditions existing at each financial reporting period to determine the fair value of the financial liabilities at fair value through profit or loss and derivative financial instruments are adopted.

22. 金融工具的公平值計量(續)

(a) 按公平值列賬的金融資產及負債(續)

公平值階層 (續)

At 30 June 2017		At 31 December 2016	
於二零一七年六月三十日		於二零一六年十二月三十一日	
Level 1	Level 2	Level 1	Level 2
第1級	第2級	第1級	第2級
HK\$'000	HK\$'000	HK\$'000	HK\$'000
千港元	千港元	千港元	千港元
125,047	—	253,808	51,057
—	(529,436)	—	(727,748)
—	(1,431)	—	(30,830)

截至二零一七年六月三十日止六個月期間，工具於所有等級之間並無進行轉移。

於每個財務報告期間，本公司委聘一獨立估值公司(具有獲適當認可之專業資格)對透過損益按公平值列賬之金融負債及衍生金融工具進行估值。為釐定透過損益按公平值列賬之金融負債及衍生金融工具的公平值，須參照於每個財務報告期間的現行市況，採納適當估值方法和假設。

NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

中期簡明綜合財務報表附註

For the six months ended 30 June 2017 — unaudited
截至二零一七年六月三十日止六個月—未經審核
(Expressed in Hong Kong dollars unless otherwise indicated)
(除另有列明者外，所有款項以港幣列示)

22. FAIR VALUE MEASUREMENT OF FINANCIAL INSTRUMENTS (continued)

(b) Fair value of financial assets and liabilities carried at other than fair value

The carrying amounts of the Group's financial instruments carried at cost or amortised cost are not materially different from their fair values as at 30 June 2017 except for the convertible bonds. As at 30 June 2017, the fair value of the convertible bonds amounted to approximately HK\$351,799,000 which is categorised into Level 1 fair value measurements (i.e. unadjusted quoted prices).

23. EVENT AFTER THE REPORTING PERIOD

Save as disclosed in note 13, the Group had the following significant event subsequent to the end of the reporting period and up to the date of approval of the interim condensed consolidated financial statements:

- (a) The Group has renewed bank and other borrowings of approximately HK\$265 million.

22. 金融工具的公平值計量(續)

(b) 按公平值以外列賬之金融資產及負債之公平值

本集團按成本或攤銷成本列賬之金融工具之賬面值與其於二零一七年六月三十日之公平值並無存在重大差異，惟可換股債券除外。於二零一七年六月三十日，可換股債券之公平值約為351,799,000港元，乃分類為第一階層公平值計量(即未經調整報價)。

23. 報告期後事項

除於附註13所披露者外，本集團於報告期末後及直至中期簡明綜合財務報表之批准日期發生下列重大事項：

- (a) 本集團已獲延續的銀行及其他貸款約265百萬港元。

INDEPENDENT AUDITOR'S REVIEW REPORT

獨立核數師之審閱報告



13F Neich Tower
128 Gloucester Road
Wanchai Hong Kong
香港灣仔
告士打道 128 號
祥豐大廈 13 樓 F 室

TO THE BOARD OF DIRECTORS OF MUNSUN CAPITAL GROUP LIMITED

(Incorporated in the Cayman Islands with limited liability)

致麥盛資本集團有限公司董事會

(於開曼群島註冊成立之有限公司)

INTRODUCTION

We have reviewed the interim condensed consolidated financial statements set out on pages 4 to 50, which comprises the condensed consolidated statement of financial position of Munsun Capital Group Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") as at 30 June 2017 and the related condensed consolidated income statement, condensed consolidated statement of comprehensive income, condensed consolidated statement of changes in equity and condensed consolidated statement of cash flows for the six month period then ended and a summary of significant accounting policies and other explanatory notes. The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited require the preparation of the interim condensed consolidated financial statements to be in compliance with the relevant provisions thereof and Hong Kong Accounting Standard 34 "Interim financial reporting" issued by the Hong Kong Institute of Certified Public Accountants. The directors of the Company are responsible for the preparation and fair presentation of the interim condensed consolidated financial statements in accordance with Hong Kong Accounting Standard 34.

Our responsibility is to form a conclusion, based on our review, on the interim condensed consolidated financial statements and to report our conclusion solely to you, as a body, in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

引言

我們已審閱列載於第 4 至第 50 頁之中期簡明綜合財務報表，此中期簡明綜合財務報表包括麥盛資本集團有限公司（「貴公司」）及其附屬公司（合稱「貴集團」）於二零一七年六月三十日之簡明綜合財務狀況表與截至該日止六個月期間之相關簡明綜合收益表、簡明綜合全面收益表、簡明綜合權益變動表和簡明綜合現金流量表以及主要的會計政策概要及附註解釋。《香港聯合交易所有限公司證券上市規則》規定必須編製符合上市規則中之相關規定和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」之中期簡明綜合財務報表。貴公司的董事負責根據《香港會計準則》第 34 號編製及公平地反映中期簡明綜合財務報表。

我們之責任是根據我們之審閱對中期簡明綜合財務報表作出結論，並按照我們雙方所協定之應聘條款，僅向閣下（作為一個實體）報告。除此以外，我們之報告不可用作其他用途。我們概不就本報告之內容，對任何其他人士負責或承擔責任。

INDEPENDENT AUDITOR'S REVIEW REPORT

獨立核數師之審閱報告

SCOPE OF REVIEW

We conducted our review in accordance with Hong Kong Standard on Review Engagements 2410 "Review of interim financial information performed by the independent auditor of the entity" issued by the Hong Kong Institute of Certified Public Accountants. A review of the interim condensed consolidated financial statements consists of making enquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Hong Kong Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

CONCLUSION

Based on our review, nothing has come to our attention that causes us to believe that the interim condensed consolidated financial statements are not prepared, in all material respects, in accordance with Hong Kong Accounting Standard 34 "Interim financial reporting".

Ascenda Cachet CPA Limited

Certified Public Accountants

Hong Kong, 30 August 2017

Chan Yuk Tong

Practising Certificate Number P03723

審閱範圍

我們已根據香港會計師公會頒佈之《香港審閱工作準則》第2410號「該企業之獨立核數師對中期財務資料之審閱」進行審閱。中期簡明綜合財務報表審閱工作包括向主要負責財務會計事宜之人員詢問，並實施分析和其他審閱程序。由於審閱之範圍遠較按照《香港審計準則》進行審核之範圍為小，所以不能保證我們會注意到在審核中可能會被發現之所有重大事項。因此，我們不會發表任何審核意見。

結論

根據我們之審閱工作，我們並沒有注意到任何事項，使我們相信中期簡明綜合財務報表在所有重大方面沒有按照《香港會計準則》第34號「中期財務報告」之規定編製。

天健德揚會計師事務所有限公司

執業會計師

香港，二零一七年八月三十日

陳育棠

執業牌照號碼 P03723

FINANCIAL REVIEW

Key highlights

- Revenue increased by 5% to HK\$391 million (2016: HK\$372 million)
- Gold production increased by 6% to 37 thousand ounces (2016: 35 thousand ounces)
- Net loss increased by 19% to HK\$184 million (2016: HK\$154 million)
- Total comprehensive loss decreased by 91% to HK\$23 million (2016: HK\$263 million)
- Gearing ratio increased to 36% at 30 June 2017 (31 December 2016: 35%)

Revenue and Results

During the reporting period, the Group's revenue and gold production increased by 5% to HK\$391 million (2016: HK\$372 million) and 6% to 37 thousand ounces (2016: 35 thousand ounces) respectively. The increase in revenue is mainly arisen from the bounce of gold price.

During the reporting period, the Group's net loss after tax increased by 19% to HK\$184 million as compared to HK\$154 million last reporting period. The increase in net loss is mainly due to the fair value loss on financial assets at fair value through profit or loss of HK\$101 million recorded by the Group during the reporting period as compared to HK\$0.2 million last reporting period (details are set out in notes 5 and 13 in the interim condensed consolidated financial statements). However, the Group's loss is reduced by the one-off transaction relating to a loss on the Convertible Bonds Restructure of HK\$63 million recorded by the Group last reporting period, no relevant loss incurred during the reporting period. The Group's total comprehensive loss decreased by 91% to HK\$23 million during the reporting period as compared to HK\$263 million last reporting period. The decrease in loss is attributable to the Group's recognition on an exchange gain on translation of financial statements of PRC subsidiaries of HK\$160 million during the reporting period (2016: exchange loss of HK\$109 million) arisen from appreciation of exchange rate of RMB against HK\$.

財務回顧

重點摘要

- 收益增加5%至391百萬港元(二零一六年：372百萬港元)
- 黃金產量增加6%至3.7萬盎司(二零一六年：3.5萬盎司)
- 淨虧損增加19%至184百萬港元(二零一六年：154百萬港元)
- 全面虧損總額減少91%至23百萬港元(二零一六年：263百萬港元)
- 於二零一七年六月三十日資產負債比率增加至36%(二零一六年十二月三十一日：35%)

收益及業績

於報告期間，本集團的收益增加5%至391百萬港元(二零一六年：372百萬港元)及黃金產量增加6%至3.7萬盎司(二零一六年：3.5萬盎司)。收益增加主要因金價反彈所致。

於報告期間，本集團的稅後淨虧損增加19%至184百萬港元，而去年報告期間則錄得稅後淨虧損154百萬港元。稅後淨虧損增加主要是由於於報告期間本集團就透過損益按公平值列賬之金融資產的公平值虧損為101百萬港元而去年報告期間則為0.2百萬港元(詳情載於中期簡明綜合財務報表附註5及13)。然而，於去年報告期間本集團就可換股債券重組錄得虧損63百萬港元所涉及之一次性交易，報告期間並無產生相關虧損，故本集團的虧損因而減少。於報告期間，本集團的全面虧損總額減少91%至23百萬港元，而去年報告期間則為263百萬港元。全面虧損總額減少由於人民幣兌港元匯率升值，令本集團於報告期間確認換算中國附屬公司財務報表產生之匯兌收益160百萬港元(二零一六年：匯兌虧損109百萬港元)。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Details of the segment information of the Group's revenue and results from its gold mining business and financial services business are set out in note 4 in the interim condensed consolidated financial statements.

During the reporting period, the loss per share of the Company was HK1.32 cents (2016: HK1.76 cents).

Selling and Distribution Costs

During the reporting period, the Group's selling and distribution costs increased to HK\$7.7 million (2016: HK\$4.1 million). The increase is mainly attributable to the completion of acquisitions of Munsun Asia and Munsun Securities Limited ("Munsun Securities") in September 2016 and Shenzhen Munsun in January 2017 by the Group and the diversification of its business into asset management, securities brokerage and advisory services.

Administrative Expenses

During the reporting period, the Group's administrative expenses increased to HK\$84 million (2016: HK\$76 million). The increase is mainly attributable to the completion of acquisitions of Munsun Asia and Munsun Securities in September 2016 and Shenzhen Munsun in January 2017 by the Group and the diversification of its business into asset management, securities brokerage and advisory services.

Finance Costs

During the reporting period, the Group's finance costs was HK\$174 million (2016: HK\$221 million), representing an decrease by 21% as compared to last reporting period. The decrease is mainly due to the one-off transaction relating to a loss on the Convertible Bonds Restructure of HK\$63 million recorded by the Group last reporting period, but, no relevant loss incurred during the reporting period.

本集團金礦開採業務及金融服務業務的收益及業績分部資料詳情載於中期簡明綜合財務報表附註4。

於報告期間，本公司每股虧損為1.32港仙(二零一六年：1.76港仙)。

銷售和分銷成本

於報告期間，本集團之銷售和分銷成本上升至7.7百萬港元(二零一六年：4.1百萬港元)。該增加主要是由於本集團於二零一六年九月完成收購麥盛亞洲及麥盛證券有限公司(「麥盛證券」)及二零一七年一月完成收購深圳麥盛以及本集團於資產管理、證券經紀及諮詢服務方面業務多元化所致。

行政費用

於報告期間，本集團之行政費用上升至84百萬港元(二零一六年：76百萬港元)。該增加主要是由於本集團於二零一六年九月完成收購麥盛亞洲及麥盛證券及二零一七年一月完成收購深圳麥盛以及本集團於資產管理、證券經紀及諮詢服務方面業務多元化所致。

財務成本

於報告期間，本集團之財務成本為174百萬港元(二零一六年：221百萬港元)，較去年報告期間減少21%。減少乃主要由於於去年報告期間本集團就可換股債券重組錄得虧損63百萬港元，但報告期間並無產生相關虧損。

Deferred Tax

As at 30 June 2017, the Group's deferred tax liabilities amounted to HK\$577 million (31 December 2016: HK\$577 million), which represented mainly the estimated tax effects of the temporary differences arising from acquisitions of gold mines by the Group in previous years and was calculated at PRC income tax rate of 25% on the increase in fair value of mining rights. The deferred tax liability balance is subsequently reversed and credited to the consolidated income statement as a result of tax effect of the amortisation of the mining rights. Such liabilities were accounted for in accordance with the accounting principle and therefore no repayment is required.

Liquidity and Financial Resources

At 30 June 2017, the Group's cash and bank balances (including pledged deposits) and net current liabilities were HK\$1,342 million (31 December 2016: HK\$1,124 million) and HK\$2,790 million (31 December 2016: HK\$1,808 million) respectively. The increase in the Group's net current liabilities is mainly attributable from a reclassification of convertible bonds and their derivatives in an aggregate amount of HK\$378 million from non-current liabilities to current liabilities at 30 June 2017 (details are set out in note 16 in the interim condensed consolidated financial statements) and increase of the Group's new short-term bank and other borrowings of approximately HK\$657 million during the reporting period. The Group's net assets slightly decreased to HK\$7,218 million at 30 June 2017 (31 December 2016: HK\$7,241 million).

The Group has met its needs of working capital and capital expenditure mainly through cash generated from operations and bank and other borrowings. As at 30 June 2017, the Group's bank and other borrowings were repayable within one to six years and its fixed rate borrowings over total borrowings was 75%. There is no significant seasonality of the borrowings demand of the Group. Further details of the Group's bank and other borrowings are set out in note 15 in the interim condensed consolidated financial statements. The Company's directors are of the opinion that the Group will be able to finance its future working capital and financial requirements as further detailed in note 2 in the interim condensed consolidated financial statements.

遞延稅項

於二零一七年六月三十日，本集團遞延稅項負債為577百萬港元(二零一六年十二月三十一日：577百萬港元)，乃主要指本集團於過往年度收購金礦而產生暫時性差異之估計稅務影響，並按採礦權公平值之增加部份以25%之中國所得稅稅率計算。該等遞延稅項負債餘額隨後按採礦權攤銷之稅務影響撥回並計入綜合收益表。該項債務乃按會計準則入賬，且毋需償還。

流動資金及財務資源

於二零一七年六月三十日，本集團之現金及銀行結餘(包括已抵押存款)為1,342百萬港元(二零一六年十二月三十一日：1,124百萬港元)，流動負債淨值為2,790百萬港元(二零一六年十二月三十一日：1,808百萬港元)。本集團流動負債淨值增加主要是由於總額為378百萬港元之可轉換債券及其衍生工具的重新分類，由非流動負債分類至於二零一七年六月三十日的流動負債(詳情載於中期簡明綜合財務報表之附註16)，報告期內本集團新增短期銀行及其他借款約657百萬港元。本集團於二零一七年六月三十日的資產淨值輕微減少至7,218百萬港元(二零一六年十二月三十一日：7,241百萬港元)。

本集團主要以各項營運所得現金和銀行及其他貸款滿足其營運資金及資本支出的需要。於二零一七年六月三十日，本集團的銀行及其他貸款須於一至六年內償還，而其定息貸款佔貸款總額為75%。本集團貸款需求並無重大季節性因素。本集團的銀行及其他貸款的進一步詳情載於中期簡明綜合財務報表附註15。本公司之董事認為本集團將可提供其未來營運資金及財務所需，進一步詳情載於中期簡明綜合財務報表附註2。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

The Group's cash and bank balances and bank and other borrowings are mainly denominated in Hong Kong Dollars, Renminbi and United States Dollars.

CAPITAL STRUCTURE

As at 30 June 2017, the total number of issued ordinary shares of the Company was 13,897,918,781 shares, each of HK\$0.125. No share options and convertible bonds of the Company were exercised during the reporting period.

The Group actively and regularly reviews and manages its capital structure to maintain a balance between the higher returns to the owners of the Company that might be possible with higher levels of borrowings and the advantages and security afforded by a sound capital position, and makes adjustments to the capital structure in light of changes in economic conditions. There were no changes in the Group's approach to capital management during the reporting period.

At 30 June 2017, the Group's gearing ratio increased to 36% (31 December 2016: 35%). The Group monitors capital using a gearing ratio, which is net debts divided by total equity plus net debts. The Group's net debts include bank and other borrowings, financial liabilities at fair value through profit or loss and convertible bonds, less cash and cash equivalents and pledged deposits. The Group's total equity comprises total share capital and reserves of the Group.

PLEDGE OF ASSETS

Details of the pledge of the Group's assets are set out in note 18 in the interim condensed consolidated financial statements.

CONTINGENT LIABILITIES

As at 30 June 2017, the Group did not have any material contingent liabilities.

本集團之現金及銀行結餘和銀行及其他貸款主要以港元、人民幣及美元計值。

資本架構

於二零一七年六月三十日，本公司每股面值0.125港元之已發行普通股總數為13,897,918,781股。於報告期間，概無本公司購股權及可換股債券獲行使。

本集團定期積極審閱及管理資本架構，於維持本公司擁有人較高回報及可能出現之高借貸水平之間取得平衡、並保持穩健資本狀況所享有之優勢和安全，亦因應經濟狀況變動而調整資本架構。報告期內本集團資本管理之方法並無改變。

於二零一七年六月三十日，本集團的資產負債比率增至36%（二零一六年十二月三十一日：35%）。本集團利用資產負債比率（其為淨債項除以總權益加淨債項）監控資本。本集團之淨債項包括銀行及其他貸款、透過損益按公平值列賬之金融負債及可換股債券，減去現金及現金等價物及已抵押存款。本集團之總權益包括本集團總股本及儲備。

資產抵押

本集團資產抵押之詳情載於中期簡明綜合財務報表附註18。

或然負債

於二零一七年六月三十日，本集團並無任何重大或然負債。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

FOREIGN EXCHANGE RISK

The Group's principal assets and liabilities are located in the PRC and are denominated in RMB which is the functional currency of the Group's subsidiaries in the PRC. The Group did not enter into any forward foreign exchange contracts to manage its foreign currency risk during the reporting period as the directors considered that the Group's exposure to exchange rate risk can be managed.

BUSINESS RISK

The Group is exposed to price risks arising from the market price fluctuations on gold products and equity securities. To protect the Group from the impact of price fluctuations in gold products, the Group entered into gold forward contracts during the reporting period. The Group did not enter into any forward equity securities contracts to manage its equity securities price risk. The Group mitigates its price risk by performing detailed analysis of investments and dedicated professionals are assigned to oversee and monitor the performance of investments.

SIGNIFICANT INVESTMENTS

At 30 June 2017, the Group had available-for-sale investments of HK\$253 million, representing 1.8% of the Group's total assets, which include mainly investment in an unlisted company in the PRC of RMB210 million (equivalent to approximately HK\$242 million) (further details are set out in the Company's financial statements for the year ended 31 December 2016) and investment in a private equity fund in the PRC of HK\$11 million, and investment in listed securities under financial assets at fair value through profit or loss of HK\$125 million, representing 0.9% of the Group's total assets.

Save as disclosed above, the Group did not have any other investments at 30 June 2017.

外匯風險

本集團主要資產及負債來自中國以及按人民幣(為本集團中國國內之附屬公司的功能貨幣)計值, 因董事認為本集團所面臨之外匯風險能夠控制, 故報告期間本集團並無訂立任何遠期外匯合約管理其外幣風險。

業務風險

本集團承受因黃金產品及股本證券市價波動而產生之價格風險。為保障本集團避免因黃金產品價格波動而受到影響, 本集團已於本報告期間內訂立黃金遠期合約。本集團並無訂立任何股本證券遠期合約管理其股本證券價格風險。本集團透過對投資進行詳細分析降低價格風險, 並指派專業人士監督及監控投資表現。

重大投資

於二零一七年六月三十日, 本集團可供出售投資 253 百萬港元, 佔本集團總資產的 1.8%, 主要包括於一間中國境內投資非上市公司人民幣 210 百萬元(相當於約 242 百萬港元)(進一步詳情載於本公司截至二零一六年十二月三十一日止年度之財務報表)及投資於一間中國私募股權基金 11 百萬港元, 以及透過損益按公平值列賬之金融資產下投資之上市證券 125 百萬港元, 佔集團總資產的 0.9%。

除上文所披露者外, 於二零一七年六月三十日, 本集團並無其他投資。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

EMPLOYEES

As at 30 June 2017, the Group employed approximately 870 employees in the PRC and Hong Kong. All employees are remunerated according to their performance, experience and prevailing industry practices. Both on-the-job and professional training are provided as well. The Group provides retirement benefits in the form of Mandatory Provident Fund Scheme under the Hong Kong Mandatory Provident Fund Scheme Ordinance to its employees in Hong Kong. The Group provides defined contribution retirement benefit schemes organised by the relevant local government authorities in the PRC to its employees in the PRC.

EVENT AFTER THE REPORTING PERIOD

Details of the Group's event after the reporting period are set out in note 23 in interim condensed consolidated financial statements.

GOLD MARKET OUTLOOK

In the first quarter 2017, the total gold demand decreased by 18% to about 1,034 tonnes as compared to the same period last year. The drop was mainly caused by the continued slower demand of the central bank as well as the resumption of inflows into Exchange Traded Funds ("ETF") at less exceptional levels. ETF inflows totalled 109 tonnes, although solid, were nonetheless a fraction of last year's near-record inflows, which were mainly concentrated in Europe due to the continued political disturbances in the region. Central bank buying fell 27% to 76 tonnes as compared to the same period last year. The demand of China's central bank was on pause during the first quarter as its foreign exchange reserves remained under pressure. Looking towards the trend in a longer term, the slow rate of gold demand among central banks is likely to continue throughout 2017. Bars and coins investment grew by 9% for the same period last year, reaching 290 tonnes in the first quarter which were driven by the rising gold price with strong interest from Chinese investors, while demand in both the jewellery and technology sectors remained steady.

僱員

於二零一七年六月三十日，本集團於中國內地及香港共有僱員約870人。本集團根據員工之表現、經驗及現時行業慣例釐定所有僱員薪酬，並提供在職及專業訓練予員工。本集團透過香港強制性公積金計劃條例項下強制性公積金計劃為其本港僱員提供退休福利，並為中國內地員工提供由中國內地有關地方政府機關成立之定額退休供款計劃。

報告期後事項

本集團於報告期後之事項詳情載於中期簡明綜合財務報表附註23。

黃金市場前景

於二零一七年第一季度，黃金總需求較去年同期下降18%至約1,034噸。該下降主要是由於央行需求持續放緩以及黃金按不大理想水平恢復流入交易所交易基金（「交易所交易基金」）所致。交易所交易基金共增持109噸，主要來自歐洲，雖然保持穩定，但較去年接近歷史記錄的規模仍相去甚遠，這是由於該地區政治環境的持續不確定所致。與去年同期相比，央行購買量下降27%至76噸。中國央行的需求於首季度暫停，原因是其外匯儲備仍然受壓。展望長遠趨勢，央行之間對黃金需求的放緩速度很可能於二零一七年整個期間持續。金條及金幣投資較去年同期增長9%，於第一季度達290噸，這是由黃金價格上升及中國投資者投資興趣強烈所帶動，而金飾及科技行業的需求則依然穩定。

Total gold supply reduced sharply by 12% to 1,032 tonnes in the first quarter of 2017 as compared to the same period last year. Low levels of recycling and continued net de-hedging by producers explain the fall. Mine production was virtually unchanged.

In the first half of 2017, gold prices rebounded and soared by 8% on fears of geopolitical uncertainties, the weaker US dollar and the doubt about President Trump's ability to push through his campaign agenda. The boost in the gold price was actually concentrated in the first quarter of 2017. The gold's rally slowed down in the second quarter of 2017 following the US Federal Reserve raised the interest rate twice. Likelihood of the US Federal Reserve's stance to tone down its aggressive interest rate hike for the year and the prolonged geopolitical tensions would support gold price in the second half of 2017.

BUSINESS REVIEW

Gold Mining Business

During the period under review, the Group continued to focus on mine development and reserve converting exploration. Total gold production was 37 thousand ounces during the reporting period, a 6% increase as compared to last reporting period.

Nevertheless, the Group has from time to time sought to enhance its exploration and mining activities by identifying suitable exploration and mining methods. Such measures aim at raising production capacity of the Group's existing mines as well as reducing its mining costs. During the first half of 2017, the Group continued with its efforts on exploration, organic expansion and as well as cost control in an environmentally friendly manner. We remain dedicated to the local communities, as "Operating in a Safe and Environmental friendly Manner" is our philosophy.

During the reporting period, in Henan Jinxing Mine, the production exploration plan had been implemented to improve the diamond drilling efficiency.

於二零一七年第一季度，黃金總供應量較去年同期大幅下降12%至1,032噸。下滑是由於回收再生水平的降低以及持續的生產商淨解除套保所致。開採的生產量基本上不變。

於二零一七年上半年，由於對地緣政治不明朗的恐懼令黃金價格回升8%、美元疲弱及對特朗普總統推行其選舉議題的能力存疑。黃金價格的飆升實際上集中在二零一七年第一季度。隨著美國聯儲局兩次加息後，黃金的回升於二零一七年第二季度有所減緩。美國聯儲局很可能調低其年內積極加息的立場及長期地緣政治緊張局勢將會支持二零一七年下半年的黃金價格。

業務回顧

金礦開採業務

於回顧期間，本集團繼續專注於礦場開發及儲量轉換勘探。於報告期內，黃金總產量為3.7萬盎司，較去年報告期間產量增加6%。

然而，本集團不時透過物色適當的勘探工作及開採方式，致力於提升其勘探及開採活動。上述措施旨在提高本集團現有礦場的產能並降低採礦成本。於二零一七年上半年，本集團以環保方式繼續在勘探、自新產能和資源擴張以及控制成本方面持續作出努力。我們繼續致力為當地社區作出貢獻，將「以安全及環保方式經營」作為我們的經營理念。

於報告期內，在河南金興金礦已實施生產勘探計劃，以提升鑽探工程的效率。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

In Henan Luanling Mine, the construction works of ongoing exploration activities and reinforcement projects in the four mining sites have been taking place. On top of that, the mining exploration and processing plants renovation work have been moved forward. These ongoing special projects serve to increase and upgrade the resources and capacity for Luanling Mine in the long run. In February 2017, Luanling Mine received two awards. One was the “2016 Advanced Unit for Operation Management in the Gold Industry of Luoyang City (2016 年度洛陽市黃金行業經營管理先進單位)” by the Luoyang Gold Administration Bureau and the other was the “Honor of Advanced Corporate (先進企業榮譽)” by the People’s Government of Tantou Town.

In Yunnan Mojiang Mine, diamond drilling and processing plant expansion projects continue to progress.

In Yunnan Hengyi Mine, the exploration and drilling projects in Jiazutian area and Shangzhai area had been formulated and completed. The current diamond drilling work focuses on Bianfushan area. The development of surface and underground mines have made smooth progress.

Financial Services Business

Following the completion of the Group’s acquisitions of Munsun Asia and Munsun Securities last year and Shenzhen Munsun in January 2017, the Group has diversified its operation into the financial services industry in Hong Kong and the PRC, including asset management and securities brokerage and advisory services.

During the period under review, the Group has successfully operated a significant number of major projects and established different investment funds focusing on high investment returns including but not limited to the followings:

Shenzhen Munsun is engaged in the asset management and advisory services in the PRC. Its total asset under management has increased by approximately RMB3.8 billion during the period and will continue to grow substantially for the rest of 2017.

河南樂靈金礦的四個礦場的勘探活動及加固工程之建築工程一直進行中。此外，開採勘探及加工廠房翻新工程已向前提進。從長遠看，該等正在進行的專案旨在增加及提升樂靈金礦的資源量及產量。於二零一七年二月，樂靈金礦獲取兩個獎項。一個是由洛陽市黃金局頒授的「2016年度洛陽市黃金行業經營管理先進單位」，而另一個是由潭頭鎮人民政府頒授的「先進企業榮譽」。

於雲南墨江金礦，鑽探工程及加工廠房擴展工程持續進行中。

於雲南恒益金礦，假足田地及上寨地區的勘探及鑽探項目已經編制完成。目前的鑽探工程集中在蝙蝠山地區。地面及地下礦場開發進展順利。

金融服務業務

隨着本集團於去年完成收購麥盛亞洲及麥盛證券及於二零一七年一月完成收購深圳麥盛後，本集團已進行多元化經營，將業務拓展至香港及中國的金融服務行業，包括資產管理及證券經紀與諮詢服務。

於回顧期內，本集團成功營運許多重大項目，並設立側重於高投資回報的各項投資基金，包括但不限於以下各項：

深圳麥盛從事中國資產管理及諮詢服務業務。其資產管理總規模於期內已增加約人民幣38億元，並將於二零一七年餘下期間繼續大幅增長。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

In March 2017, Shenzhen Munsun together with a few investors set up Hefei Xing Sheng Assets Management Co. Ltd. (合肥興盛投資管理有限公司) (“Hefei Assets Management”). The registered capital of Hefei Assets Management is RMB10 million of which Shenzhen Munsun contributed 40%. Hefei Assets Management is now in the process of raising funds to establish a fund which will focus on investment opportunities arising out of the state-owned enterprises mixed ownership reform in Hefei City, Anhui Province in the PRC.

In March 2017, Zhuhai Munsun Assets Management Co. Ltd. (珠海麥盛資產管理有限公司), a PRC incorporated company was established to mainly carry out securities investment fund business in the PRC. It would broaden the income stream of the Group.

INTERIM REVIEW – EXPLORATION AND INFRASTRUCTURE DEVELOPMENT

The Group continued its exploration work in its mines, and in total has completed trenching of approximately 22,323m and diamond drilling of approximately 2,253m during the reporting period.

Jinxing Mine 金興金礦

1) Exploration activities 礦區勘探活動

i) Exploration area and size 勘探區域及範圍面積	Jinxing (5km ²) 金興(5平方公里)	Xiepojing (0.05km ²) 斜坡井(0.05平方公里)
ii) Exploration project 勘探工程	Trenches (10,473m) 坑探(10,473米)	Trenches (5,706m) 坑探(5,706米)
iii) No. of drillholes 鑽探洞孔數目	3 drilling spots of each of 41 mine mouths 共41個坑口，每個坑口平均3個 工作面	4 drilling spots of each of 4 mine mouths 共4個坑口，每個坑口平均 4個工作面
iv) Average size of drillholes 鑽探洞孔平均大小	Trenching of 2.2*2m 坑道2.2*2米	Trenching of 2.2*2m 坑道2.2*2米

於二零一七年三月，深圳麥盛與若干投資者共同成立合肥興盛投資管理有限公司(「合肥資產管理」)。合肥資產管理的註冊資本為人民幣一千萬元，其中深圳麥盛出資40%。合肥資產管理現正籌集資金以成立基金，而該基金將主要參與中國安徽省合肥市國有企業混合所有制改革中產生的投資機會。

於二零一七年三月，成立珠海麥盛資產管理有限公司(一間於中國註冊成立之公司)，其主要從事於中國的證券投資基金業務。此將擴大本集團的收入來源。

中期回顧－勘探及基建發展

於報告期間，本集團於其礦山持續從事勘探工作，共完成坑探工程量約22,323米，鑽探工程量約2,253米。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

2) Development/construction activities 礦區發展／建設活動

i)	Area 礦區名稱	Jinxing 金興	Xiepojing 斜坡井
ii)	Infrastructure construction 基礎設施建設	Development of main tunnel and engineering cut works of mine mouths No. 18, 28, 19, 3, Xingshuya, Moshigou, Houmushi, Qiaogou, Xiaobeigou tunnels, etc. 18坑、28坑、19坑、3坑、杏樹埡、磨石溝、后母寺、橋溝、小北溝等坑道主巷開拓及採切工程	Development of the main tunnel and engineering cut works of Xiepojing, extension of slope mine 斜坡井主巷開拓、採切工程及斜井延深

Luanling Mine 樂靈金礦

1) Exploration activities 礦區勘探活動

i)	Exploration area and size 勘探區域及範圍面積	South Area (2.7km ²) 南區(2.7平方公里)	North Area (6.3km ²) 北區(6.3平方公里)
ii)	Exploration project 勘探工程	Trenches (3,092m) 坑探(3,092米)	Trenches (1,694m) 坑探(1,694米)
iii)	No. of drillholes 鑽探洞孔數目	3 drilling spots of each of 9 mine mouths 共9個坑口，每個坑口平均3個工作面	4 drilling spots of each of 8 mine mouths 共8個坑口，每個坑口平均4個工作面
iv)	Average size of drillholes 鑽探洞孔平均大小	Trenching of 2.2*2m 坑道2.2*2米	Trenching of 2.2*2m 坑道2.2*2米

2) Development/construction activities 礦區發展／建設活動

i)	Area 礦區名稱	South Area 南區	North Area 北區
ii)	Infrastructure construction 基礎設施建設	Development of main tunnel and engineering cut works of tunnel No.307, 301, 309, 305, 304 and slope extension project of tunnel No.301 307坑、301坑、309坑、305坑、304坑主巷開拓及採切工程，301坑斜井延深工程	Development of main tunnel and engineering cut works of Dongpo No.100 and 13, Huichungou No.201 and 200, Wangzhuang No.401 東坡100坑、13坑，茴椿溝201坑、200坑，汪莊401坑主坑巷開拓及採切工程

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Mojiang Mine 墨江金礦

1) Exploration activities 礦區勘探活動

i)	Exploration area and size 勘探區域及範圍面積	Open Cut (0.4km ²) 露天採區(0.4平方公里)	Underground (3km ²) 地下採區(3平方公里)
ii)	Exploration project 勘探工程	Diamond drilling (610m) 鑽探(610米)	Trenches (300m) 坑探(300米)
iii)	No. of drillholes 鑽探洞孔數目	2 drill holes 2個鑽孔	4 drillings spots of each of 6 mine mouths 共6個坑口，每個坑口平均 4個工作面
iv)	Average size of drillholes 鑽探洞孔平均大小	Diameter of 75mm 鑽孔直徑75毫米	Trenching of 2.2*2m 坑道2.2*2米
v)	Average depth of drillholes 鑽探洞孔平均深度	305m 305米	N/A 不適用

2) Development/construction activities 礦區發展/建設活動

i)	Area 礦區名稱	Open Cut 露天採區	Underground 地下採區
ii)	Infrastructure construction 基礎設施建設	Construction of a four-stage mining stope to separate the stripping and mining area, and 10 other heap leaching plants 共建4期採場，分別剝離、採礦區， 共建堆浸廠10個	No. 2 and No. 1 bulkhead wall for mining junkyard, phase two mine mouth mining and rehabilitation project 2號及1號排土場擋渣工程， 二期礦井口開採及修復工程

Hengyi Mine 恆益金礦

1) Exploration activities 礦區勘探活動

i)	Exploration area and size 勘探區域及範圍面積	Bianfushan (2km ²) 蝙蝠山(2平方公里)	Shangzhai (7km ²) 上寨(7平方公里)
ii)	Exploration project 勘探工程	Diamond drilling (1,643m) 鑽探(1,643米)	Trenches (1,058m) 坑探(1,058米)
iii)	No. of drillholes 鑽探洞孔數目	13 drillholes 13個鑽孔	3 drilling spots of each of 3 mine mouths 共3個坑口，每個坑口平均3個工作面
iv)	Average size of drillholes 鑽探洞孔平均大小	Diameter of drillholes of 75mm 鑽孔直徑75毫米	Trenching of 2.4*2.6m 坑道2.4*2.6米
v)	Average depth of drillholes 鑽探洞孔平均深度	126m 126米	N/A 不適用

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

2) *Development/construction activities* 礦區發展／建設活動

i)	Area 礦區名稱	Bianfushan 蝙蝠山	Shangzhai 上寨
ii)	Infrastructure construction 基礎設施建設	N/A 不適用	Development of the main tunnel and engineering cut works of Langnitang's midpoint of pit mouths of 1350, 1400 and 1450 浪泥塘 1350 中段、1400 中段及 1450 中段 主巷開拓及採切工程

EXPLORATION, DEVELOPMENT AND MINING PRODUCTION EXPENDITURES

During the reporting period, the Group had capital expenditures of HK\$119 million for exploration, development and mining production and entered into certain significant contracts with certain independent contractors for provision of exploration and infrastructure development of the Group. Details of the relevant exploration and infrastructure development work are set in above section headed "Interim Review — Exploration and Infrastructure Development". Details of the Group's capital commitments are set out in note 19 to the interim condensed consolidated financial statements.

During the reporting period, the Group incurred production costs of HK\$224 million which included raw materials of HK\$33 million, amortisation and depreciation of HK\$82 million, wages and subcontractors' fees of HK\$65 million, resources compensation fees and taxes of HK\$16 million and other miscellaneous mining and processing costs of HK\$28 million.

勘探、開發及開採生產活動開支

於報告期間，本集團有關勘探、開發及開採活動的資本開支為 119 百萬港元及與若干名獨立承包商訂立若干重大合約，以為本集團提供勘探及基建發展工程。相關勘探及基建發展工程的詳情載於上文「中期回顧－勘探及基建發展」一節。本集團資本承擔的詳情載於中期簡明綜合財務報表附註 19。

於報告期間，本集團產生生產成本 224 百萬港元，其中包括原材料 33 百萬港元、攤銷及折舊費用 82 百萬港元、工薪及分承包商費用 65 百萬港元、資源補償費用及稅項 16 百萬港元以及其他各類開採及加工成本 28 百萬港元。

MERGERS AND ACQUISITIONS AND DISPOSAL

On 22 April 2016, the Company and a wholly-owned subsidiary of the Company (the “Purchaser”) entered into an agreement (the “Shenzhen Munsun Agreement”) with all shareholders (the “Shenzhen Munsun Sellers”) of Shenzhen Munsun, a company incorporated in the PRC. Pursuant to the Shenzhen Munsun Agreement, the Shenzhen Munsun Sellers agreed to sell and the Purchaser agreed to purchase the entire equity interest in Shenzhen Munsun at a consideration of RMB25 million. The above acquisition transaction, further details of which are set out in notes 20 and 21(a)(i) to the interim condensed consolidated financial statements, has been approved by the Company’s shareholders at an extraordinary general meeting on 20 July 2016. The completion of acquisition of Shenzhen Munsun has taken place on 3 January 2017.

Mr. Li Xianghong (“Mr. Li”), the Chairman, Executive Director and Chief Executive Officer of the Company, one of the Shenzhen Munsun Sellers, is a connected person of the Company under the Listing Rules. Ms. Kong Jian, one of the Shenzhen Munsun Sellers, is the spouse of Mr. Li and is therefore also a connected person of the Company. Mr. Zhang Lirui (“Mr. Zhang”), one of the Shenzhen Munsun Sellers, is an executive Director of the Company, and hence is a connected person of the Company under the Listing Rules. Ms. Wei Hua, one of the Shenzhen Munsun Sellers, is the spouse of Mr. Zhang and is therefore also a connected person of the Company.

CONNECTED TRANSACTION

Details of non-exempted connected transaction entered into by the Company during the period under review was set out in the section headed “Mergers and Acquisitions and Disposal” in the Management Discussion and Analysis. The related party transactions as disclosed in notes 21(a) (ii) to (vi) to the interim condensed consolidated financial statements are fully exempted connected transactions under chapter 14A of the Listing Rules.

併購及出售

於二零一六年四月二十二日，本公司及本公司一家全資附屬公司（「買方」）與深圳麥盛（一家於中國註冊成立的公司）之全體股東（「深圳麥盛賣方」）訂立協議（「深圳麥盛協議」）。根據深圳麥盛協議，深圳麥盛賣方同意出售而買方同意購買深圳麥盛之全部股權，代價為人民幣25百萬元。上述收購交易（有關詳情已列載於中期簡明綜合財務報表附註20及21(a)(i)內）已獲本公司股東於二零一六年七月二十日在股東特別大會上批准。收購深圳麥盛已於二零一七年一月三日完成。

本公司主席、執行董事兼行政總裁李向鴻先生（「李先生」）為其中一名深圳麥盛賣方，根據上市規則，彼亦為本公司之關連人士。孔健女士（其中一名深圳麥盛賣方）為李先生之配偶，因此亦為本公司之關連人士。張利銳先生（「張先生」）（其中一名深圳麥盛賣方）為本公司執行董事，因此，根據上市規則，彼亦為本公司之關連人士。魏樺女士（其中一名深圳麥盛賣方）為張先生的配偶，因此亦為本公司之關連人士。

關連交易

本公司於回顧期內訂立的非豁免關連交易載於管理層討論及分析「併購及出售」一節。根據上市規則第14A章，中期簡明綜合財務報表附註21(a)(ii)至(vi)所載各關連人士交易，乃全面豁免於關連交易。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

CORPORATE STRATEGY AND CORPORATE PROSPECTS

Looking forward to the second half of 2017, expectation of the US Federal Reserve's stance to tone down its aggressive interest rate hike for the year as well as the prolonged geopolitical tensions will support gold price in the rest of the year. We remain optimistic on the prospects of the gold mining market. Being one of the largest privately owned China-based gold mining companies, the Group commits our strategy as to realize its potential mining processing capacity as well as to further enhance its production processes and technology improvements for achieving cost efficiency. More effort will be paid to: (i) expand production capacity at our existing mines, (ii) speed up construction work of the capacity expansion and improve the exploration efficiency, and (iii) continue to conduct further exploration projects in order to increase resources and upgrade reserves.

At the same time, the Management of the Company is cautiously optimistic on the outlook for financial services industry in the rest of the year taking into account of improving investors' sentiment due to the US Federal Reserve's stance to tone down aggressive interest rate hike and the Mainland China's improving economy with the stable growth in gross domestic products. Following the Group's diversification of its operations into financial services industry in Hong Kong and the PRC, including asset management and securities brokerage and advisory service in September 2016 and January 2017, the Group will seek new investment opportunities for broadening the income streams in a world of fast-changing threats and opportunities. As always, the Group will remain vigilant on costs and adopt a prudent approach in its growth strategies.

公司戰略及前景

展望二零一七年下半年，預期美國聯儲局調低其年內積極加息的立場以及長期地緣政治緊張局勢將會支持本年度餘下時間的黃金價格。我們對金礦開採市場的前景仍然抱持樂觀態度。作為中國其中一個最大的民營金礦企業，本集團將堅守我們的策略，以實現其潛在開採加工產量以及進一步提升其生產過程及改進技術以達致成本效益。我們將致力進行以下各項：(i) 擴充我們現有礦場的產能；(ii) 加快產能擴充建設工程及改善勘探效率；及(iii) 持續進行進一步勘探工程，以增加資源量及提升儲量。

同時，考慮到美國聯儲局調低其積極加息的立場，且中國內地經濟轉好而國內生產總值穩定增長，投資者的投資情緒因此而逐漸回升，本公司管理層對年內餘下時間的金融服務行業展望持審慎樂觀的態度。隨著本集團於二零一六年九月及二零一七年一月進行多元化經營，將業務拓展至香港及中國的金融服務行業(包括資產管理及證券經紀與諮詢服務)後，本集團將致力尋找新投資機遇，力求在瞬息萬變的挑戰和機會之中擴大收入來源。一如既往，本集團繼續嚴緊控制成本，並將審慎地實施我們的增長策略。

DIRECTORS' AND CHIEF EXECUTIVE'S INTEREST IN SHARES

As at 30 June 2017, the interests of the Directors and chief executive in the shares or underlying shares of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (“SFO”)), which were notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and/or short positions which they are taken or deemed to have under such provisions of the SFO) or which were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or which were required, pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the “Model Code”) to be notified to the Company and the Stock Exchange were as follows:

董事及行政總裁於股份之權益

於二零一七年六月三十日，董事及行政總裁於本公司及其相聯法團(定義見證券及期貨條例(「證券及期貨條例」)第XV部)之股份或相關股份中，擁有須根據證券及期貨條例第XV部第7及8分部之規定已知會本公司及聯交所的權益(包括彼等根據證券及期貨條例該等條文被當作或視為擁有的權益及／或淡倉)；或根據證券及期貨條例第352條之規定載入該條所述登記冊之權益；或根據上市發行人董事進行證券交易的標準守則(「標準守則」)須知會本公司及聯交所之權益載列如下：

Name of Directors 董事姓名	Personal Interests 個人權益	Family Interests 家族權益	Corporate Interests 公司權益	Number of shares (including underlying shares) 股份數目(包括相關股份)		Approximate % of Issued Share Capital 佔已發行股本 之概約權益 百分比
				Number of underlying shares held under equity derivatives (Note d) 以股本衍生 工具持有之 相關股份數 (附註d)	Total 合計	
Mr. Li Xianghong 李向鴻先生	15,000,000	11,836,000 (Note a) (附註a)	—	138,000,000	164,836,000	1.19%
Mr. Liu Liyang 劉力揚先生	1,700,000	—	989,682,869 (Note b) (附註b)	138,000,000	1,129,382,869	8.13%
Mr. Zhang Lirui 張利銳先生	678,000	—	—	138,000,000	138,678,000	1.00%
Mr. Wang Hao 王浩先生	1,936,000	—	—	138,000,000	139,936,000	1.01%
Mr. Zhang Shuguang 張曙光先生	14,456,000	—	—	50,000,000	64,456,000	0.46%
Professor Xiao Rong Ge (Note c) 肖榮閣教授(附註c)	—	—	—	3,000,000	3,000,000	0.02%

OTHER INFORMATION

其他資料

Notes:

- (a) Mr. Li Xianghong is deemed to be interests in 11,836,000 shares through the interests of his spouse.
- (b) Tai Ning Investment Holdings Limited (“Tai Ning”) is wholly-owned by Mr. Liu Liyang. Accordingly, Mr. Liu Liyang is taken to be interested in the shares held by Tai Ning.
- (c) Professor Xiao Rong Ge is an Independent Non-Executive Director.
- (d) These represent the interests in underlying shares in respect of the share options granted by the Company, the details of which are set out in the section headed “Share Options Scheme” below.

Save as disclosed above, as at 30 June 2017, none of the Directors or chief executive of the Company nor their associates, had any interest in long position or short position in the shares, underlying shares or debentures of the Company or its associated corporations which they are taken or deemed to have under such provision of the SFO, or which were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or which were required to be notified to the Company and the Stock Exchange pursuant to the Model Code.

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code as set out in Appendix 10 to the Listing Rules as its code of conduct regarding Directors’ securities transactions. Having made specific enquiries with the Directors, all Directors have confirmed their full compliance with the required standard as set out in the Model Code during the six months ended 30 June 2017.

附註：

- (a) 李向鴻先生透過其配偶之權益，被視作持有 11,836,000 股股份的權益。
- (b) 泰寧投資控股有限公司(「泰寧」)由劉力揚先生全資擁有。因此，劉力揚先生被認為於泰寧所持有的股份中擁有權益。
- (c) 肖榮閣教授為獨立非執行董事。
- (d) 此乃本公司授出之購股權涉及之相關股份權益，有關詳情載於下述名為「購股權計劃」一節。

除以上所披露者外，於二零一七年六月三十日，本公司董事或行政總裁或其聯繫人於本公司或其相聯法團之股份、相關股份或債券中，概無擁有任何彼等根據證券及期貨條例該等條文被當作或視為擁有、或根據證券及期貨條例第352條規定載入該條所述之登記冊、或根據標準守則須知會本公司及聯交所之任何好倉或淡倉之權益。

董事進行證券交易的標準守則

本公司已採納上市規則附錄十所載的標準守則作為有關其董事進行證券交易之操守守則。在向所有董事作出特定查詢後，全體董事已確認，截至二零一七年六月三十日止六個月，彼等已全面遵守標準守則所載的規定標準。

SHARE OPTIONS SCHEME

The Company has two share option schemes: the 2004 Share Option Scheme and the 2014 Share Option Scheme.

The 2004 Share Option Scheme was adopted by a resolution passed by the Company's shareholders on 18 September 2004 whereby the directors of the Company were authorised, at their discretion, to invite directors and employees of the Group, to take up options to subscribe for shares of the Company up to a maximum of 160,000,000 shares. By a resolution passed by the Company's shareholders on 26 May 2011, the Company refreshed the limit in respect of the granting of share options under the 2004 Share Option Scheme and all other share options scheme up to 10% of the total number of ordinary shares of the Company in issue. The 2004 Share Option Scheme would be valid and effective for a period of 10 years ended on 17 September 2014. By a resolution passed by the Company's shareholders on 30 May 2014, the 2004 Share Option Scheme was terminated and thereafter no further options would be offered or granted under the 2004 Share Option Scheme. However, outstanding options granted under the 2004 Share Option Scheme remain valid and exercisable.

購股權計劃

本公司有兩項購股權計劃：二零零四年購股權計劃及二零一四年購股權計劃。

二零零四年購股權計劃由本公司股東通過決議案於二零零四年九月十八日採納，據此，本公司董事獲授權酌情邀請本集團董事及僱員接納購股權以認購最多160,000,000股本公司股份。透過本公司股東於二零一一年五月二十六日通過的一項決議案，本公司已更新根據二零零四年購股權計劃及所有其他購股權計劃授出購股權之上限至本公司已發行普通股份總數最多10%。二零零四年購股權計劃有效期為十年，至二零一四年九月十七日止。透過本公司股東於二零一四年五月三十日通過的一項決議案，二零零四年購股權計劃已終止並且本公司其後將不再根據二零零四年購股權計劃提呈或授出購股權。然而，在二零零四年購股權計劃項下已授出且尚未行使的購股權仍將有效及可予行使。

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其他資料

The 2014 Share Option Scheme was adopted by a resolution passed by the Company's shareholders on 30 May 2014. The 2014 Share Option Scheme provides that the board of the directors of the Company (the "Board") may specify the eligible participants to whom the options shall be granted. The eligible participants include directors, employees, suppliers, customers, consultants, agents and advisers of the Company and its subsidiaries and any person who, in the sole discretion of the Board, has contributed or may contribute to the Group in recognition of their contribution to the Group. The Board shall determine the exercise price of option in accordance with the terms of the 2014 Share Option Scheme, which cannot in any event fall below the price stipulated in the Listing Rules. The maximum number of the ordinary shares of the Company which may be issued upon exercise of all options to be granted under the 2014 Share Option Scheme and any other schemes of the Company must not in aggregate exceed 10% (i.e. 435,127,903 shares) of the ordinary shares of the Company in issue as at the date when the 2014 Share Option Scheme is approved and adopted. The 2014 Share Option Scheme was effective on 4 June 2014 and will remain valid and effective for a period of 10 years from that date. The existing scheme mandate limit in respect of the granting of options to subscribe for shares under the 2014 Share Option Scheme was refreshed and renewed at the an extraordinary general meeting of the Company held on 19 September 2016. The maximum number of the ordinary shares of the Company upon exercise of all options to be granted under the 2014 Share Option Scheme and any other schemes of the Company must not in aggregate exceed 10% (i.e. 1,385,769,378 shares) of the ordinary shares of the Company in issue as at 19 September 2016 being the date of approval of the refreshment of the existing scheme mandate limit. On 12 October 2016, 1,385,769,378 options have been granted under the 2014 Share Option Scheme. No share options under the 2014 Share Option Scheme of the Company have been granted since 13 October 2016 up to the date of issue of this interim report.

The principal terms of the 2004 Share Option Scheme and the 2014 Share Option Scheme are set out in the annual report of the Company for the year ended 31 December 2016.

本公司股東於二零一四年五月三十日通過決議案採納二零一四年購股權計劃。二零一四年購股權計劃規定，本公司董事會（「董事會」）可指定獲授購股權之合資格參與者。合資格參與者包括本公司及其附屬公司之董事、僱員、供應商、客戶、諮詢顧問、代理及顧問以及董事會全權酌情釐定對本集團作出或可能作出貢獻之任何人士，以認可其對本集團之貢獻。董事會將根據二零一四年購股權計劃之條款釐定購股權之行使價，惟無論如何不得低於上市規則所訂明之價格。根據二零一四年購股權計劃及本公司任何其他購股權計劃授出的所有購股權獲行使而可能發行之本公司最大普通股數目合共不得超過於二零一四年購股權計劃獲批准及採納當日本公司已發行普通股之10%（即435,127,903股股份）。二零一四年購股權計劃於二零一四年六月四日生效，並將由該日計起十年期間仍然有效。有關根據二零一四年購股權計劃授出之購股權以認購股份之現有計劃授權上限已於二零一六年九月十九日舉行之本公司股東特別大會上獲更新及續期。根據二零一四年購股權計劃及本公司任何其他計劃將予授出之所有購股權獲行使後，本公司普通股之最高數目合共不得超過於二零一六年九月十九日（即現有計劃授權上限獲批准及更新之日期）本公司已發行普通股之10%（即1,385,769,378股股份）。於二零一六年十月十二日，根據二零一四年購股權計劃已授出1,385,769,378份購股權。本公司並無自二零一六年十月十三日起直至此中期報告刊發日期根據二零一四年購股權計劃授出購股權。

二零零四年購股權計劃及二零一四年購股權計劃之主要條款載列於本公司截至二零一六年十二月三十一日止年度之年報。

OTHER INFORMATION

其他資料

During the six months ended 30 June 2017, no options have been granted, exercised or cancelled under the 2004 Share Option Scheme. Details of the outstanding share options under the 2004 Share Option Scheme as at 30 June 2017 are as follows:

截至二零一七年六月三十日止六個月期間，在二零零四年購股權計劃項下並無授出、行使或註銷購股權。以下為於二零一七年六月三十日，根據二零零四年購股權計劃尚未行使的購股權之詳情：

	Date of grant 授出日期	Exercise Price 行使價 HK\$ 港元	Number of option shares 購股權涉及之股份數目			
			Outstanding at 1 January 2017 二零一七年一月一日 尚未行使	Lapsed during the period 期內失效	Exercised during the period 期內行使	Outstanding at 30 June 2017 二零一七年六月三十日 尚未行使
Mr. Zhang Shuguang 張曙光先生	28 October 2011 二零一一年十月二十八日	1.51	20,000,000	—	—	20,000,000
Professor Xiao Rong Ge 肖榮閣教授	28 October 2011 二零一一年十月二十八日	1.51	3,000,000	—	—	3,000,000
Other senior management staff and employees 其他高級管理人員及僱員	28 October 2011 二零一一年十月二十八日	1.51	86,100,000	(8,000,000)	—	78,100,000
Total 合計			<u>109,100,000</u>	<u>(8,000,000)</u>	<u>—</u>	<u>101,100,000</u>

OTHER INFORMATION

其他資料

During the six months ended 30 June 2017, no options have been granted, exercised or cancelled under the 2014 Share Option Scheme. Details of the outstanding share options under the 2014 Share Option Scheme as at 30 June 2017 are as follows:

截至二零一七年六月三十日止六個月期間，在二零一四年購股權計劃項下並無授出、行使或註銷購股權。以下為於二零一七年六月三十日，根據二零一四年購股權計劃尚未行使的購股權之詳情：

	Date of grant 授出日期	Exercise Price 行使價 HK\$ 港元	Number of option shares 購股權涉及之股份數目			
			Outstanding at 1 January 2017 二零一七年一月一日 尚未行使	Lapsed during the period 期內失效	Exercised during the period 期內行使	Outstanding at 30 June 2017 二零一七年六月三十日 尚未行使
Mr. Li Xianghong 李向鴻先生	12 October 2016 二零一六年十月十二日	0.2486	138,000,000	—	—	138,000,000
Mr. Liu Liyang 劉力揚先生	12 October 2016 二零一六年十月十二日	0.2486	138,000,000	—	—	138,000,000
Mr. Wang Hao 王浩先生	12 October 2016 二零一六年十月十二日	0.2486	138,000,000	—	—	138,000,000
Mr. Zhang Lirui 張利銳先生	12 October 2016 二零一六年十月十二日	0.2486	138,000,000	—	—	138,000,000
Mr. Zhang Liwei 張力維先生	12 October 2016 二零一六年十月十二日	0.2486	30,000,000	(30,000,000)	—	—
Mr. Zhang Shuguang 張曙光先生	12 October 2016 二零一六年十月十二日	0.2486	30,000,000	—	—	30,000,000
Other senior management staff and Employees 其他高級管理人員及僱員	12 October 2016 二零一六年十月十二日	0.2486	730,544,378	—	—	730,544,378
Total 合計			<u>1,342,544,378</u>	<u>(30,000,000)</u>	<u>—</u>	<u>1,312,544,378</u>

SUBSTANTIAL SHAREHOLDERS' INTERESTS IN SHARES OF THE COMPANY

As at 30 June 2017, as far as known to the Directors, the following persons (other than the Directors or chief executive of the Company) who had 5% or more interests in the shares or underlying shares of the Company that would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO which were recorded in the register required to be kept by the Company pursuant to section 336 of the SFO were as follows:

LONG POSITION IN THE SHARES OF THE COMPANY

Name of shareholders 股東名稱	Nature of interest and capacity 權益性質及身份	Number of ordinary shares of the Company 本公司普通股數目	Total Percentage 總百分比
1. Munsun Assets Management Ltd 麥盛資產管理有限公司	Corporate (Note (a)) 公司(附註(a))	2,071,533,189	14.91%
2. Citic Guoan Group Limited 中信國安集團有限公司	Corporate (Note (b)) 公司(附註(b))	1,304,347,826	9.38%
3. Tai Ning Investment Holdings Limited 泰寧投資控股有限公司	Corporate (Note (c)) 公司(附註(c))	989,682,869	7.12%

Notes:

- (a) Munsun Assets Management Ltd is interested in the shares of the Company by virtue of (a) itself being the investment manager of certain investment funds which hold 28,666,400 shares (representing approximately 0.21% of the issued share capital of the Company); and (b) its direct holding of 2,042,866,789 shares (representing approximately 14.70% of the issued share capital of the Company).
- (b) Road Shine Developments Limited is wholly-owned by Guoan (HK) Holdings Limited which is wholly-owned by Citic Guoan Group Limited. Road Shine Developments Limited is directly holding 1,304,347,826 shares and Citic Guoan Group Limited is deemed to hold 1,304,347,826 shares through its controlled interests in Road Shine Developments Limited.
- (c) Tai Ning Investment Holdings Limited is wholly and beneficially owned by Mr. Liu Liyang, an Executive Director of the Company.

主要股東於本公司股份之權益

於二零一七年六月三十日，據董事所知，按本公司根據證券及期貨條例第336條規定存置的登記冊所記錄，除本公司董事或行政總裁外，下列人士於本公司股份或相關股份中擁有5%或以上權益，而該等權益須根據證券及期貨條例第XV部第2及3分部之規定向本公司披露如下：

本公司股份之好倉

Name of shareholders 股東名稱	Nature of interest and capacity 權益性質及身份	Number of ordinary shares of the Company 本公司普通股數目	Total Percentage 總百分比
1. Munsun Assets Management Ltd 麥盛資產管理有限公司	Corporate (Note (a)) 公司(附註(a))	2,071,533,189	14.91%
2. Citic Guoan Group Limited 中信國安集團有限公司	Corporate (Note (b)) 公司(附註(b))	1,304,347,826	9.38%
3. Tai Ning Investment Holdings Limited 泰寧投資控股有限公司	Corporate (Note (c)) 公司(附註(c))	989,682,869	7.12%

附註：

- (a) 麥盛資產管理有限公司因(a)作為若干投資基金之投資經理，其持有28,666,400股股份(佔本公司已發行股本約0.21%)；及(b)直接持有2,042,866,789股股份而在本公司股份中擁有權益(佔本公司已發行股本約14.70%)。
- (b) Road Shine Developments Limited由國安(香港)控股有限公司全資擁有，而國安(香港)控股有限公司由中信國安集團有限公司全資擁有。Road Shine Developments Limited直接持有1,304,347,826股股份，而中信國安集團有限公司透過其於Road Shine Developments Limited的控制權益視為持有1,304,347,826股股份。
- (c) 泰寧投資控股有限公司由本公司執行董事劉力揚先生全資及實益擁有。

OTHER INFORMATION

其他資料

Saved as disclosed above, as at 30 June 2017, the Company has not been notified of any other persons (other than the Directors or chief executive of the Company) who had any interest or short position in the shares or underlying shares of the Company as recorded in the register required to be kept under Section 336 of the SFO.

AUDIT COMMITTEE

The Audit Committee has, together with the Company's directors and external independent auditor, reviewed the interim condensed consolidated financial statements, accounting principles and practices adopted by the Group for the six months ended 30 June 2017.

CHANGE IN DIRECTOR'S INFORMATION

Pursuant to Rule 13.51B(1) of the Listing Rules, the change in information on Director is as follow:

Positions held with the Group

1. Mr. Wang Hao was appointed as the chairman of Shenzhen Munsun Asset Management Company Limited with effect from 28 June 2017.

CORPORATE GOVERNANCE

The Company has applied the principles of, and complied with the applicable code provisions of the Corporate Governance Code and Corporate Governance Report ("CG Code") as set out in Appendix 14 of the Listing Rules throughout the six months ended 30 June 2017, except for certain deviations which are summarized belows:

Code Provision A.2.1

In accordance with the code provision A.2.1 of the CG Code, the roles of chairman and chief executive officer should be separated and should not be performed by the same individual. Furthermore, the division of responsibilities between the chairman and chief executive officer should be clearly established.

除上文所披露者外，於二零一七年六月三十日，本公司並無接獲任何其他人士（不包括本公司之董事或行政總裁）通知指彼等擁有根據證券及期貨條例第336條須記錄於登記冊的本公司股份或相關股份的任何權益或淡倉。

審核委員會

審核委員會連同本公司董事及外聘獨立核數師共同審閱截至二零一七年六月三十日止六個月之中期簡明綜合財務報表以及本集團採納的會計原則及慣例。

董事資料之變更

根據上市規則第13.51B(1)條，董事之資料變更如下：

於本集團所擔當的職位

1. 王浩先生於二零一七年六月二十八日獲委任為深圳市麥盛資產管理有限公司之董事長。

企業管治

於截至二零一七年六月三十日止六個月期間，除下列摘要之若干偏離行為外，本公司已應用及一直遵守上市規則附錄十四所載之企業管治守則及企業管治報告（「《企業管治守則》」）之原則及適用之守則條文：

守則條文 A.2.1

根據企業管治守則之守則條文A.2.1，主席及行政總裁之職務應予以區分，不應由同一人士擔任。此外，主席及行政總裁間之職責應明確劃分。

The role of both the chairman and chief executive officer were vesting in Mr. Li Xianghong. The Board considers vesting the role of both the chairman and the chief executive officer of the Company in Mr Li as Mr. Li has in-depth experience in business management and development and can lead the Group to have continuous growth in the future. The Board also believes that the balance of power and authority for the present arrangement will not be impaired and is adequately ensured by the current Board which comprises experienced and high caliber individuals.

Code Provision A.6.7

In accordance with the code provision A.6.7 of the CG Code, independent non-executive directors and other non-executive directors should attend general meetings and develop a balanced understanding of the views of shareholders.

Due to other business engagements, some Executive Directors and Independent Non-Executive Directors could not attend the annual general meeting of the Company held on 22 June 2017. However, at the annual general meeting of the Company, Mr. Liu Liyang, an Executive Director and some Independent Non-Executive Director present to enable the Board to develop a balanced understand of the views of the Shareholders.

Code Provision E.1.2

In accordance with the code provision E.1.2 of the CG Code, the chairman of the board should attend the annual general meeting. He should also invite the chairmen of the audit, remuneration, nomination and any other committees (as appropriate) to attend. In their absence, he should invite another member of the committee or failing this his duty appointed delegate to attend. These persons should be available to answer questions at the annual general meeting.

Due to other business engagements, Mr. Li Xianghong, Chairman of the Board, was not able to attend the annual general meeting of the Company held on 22 June 2017. However, Mr. Liu Liyang, an Executive Director of the Company, took the chair of that meeting and Chairman of the Audit Committee and Remuneration Committee were present thereat to be available to answer any question to ensure effective communication with the Shareholders.

主席及行政總裁由李向鴻先生兼任。董事會認為本公司主席及行政總裁之職位均由李先生擔任，乃由於李先生於業務管理及發展方面擁有豐富的經驗，並可帶領本集團實現未來的持續增長。董事會亦相信，現時之安排不會削弱職權及權限平衡，而現在由有經驗及高素質人才組成的董事會，亦可充分確保職權及權限平衡。

守則條文 A.6.7

根據企業管治守則之守則條文A.6.7，獨立非執行董事及其他非執行董事應出席股東大會，並對股東之意見有持平瞭解。

若干執行董事及獨立非執行董事因其他公事而未能出席於二零一七年六月二十二日舉行之本公司股東週年大會。然而，於本公司股東週年大會上，執行董事劉力揚先生與若干獨立非執行董事出席大會，令董事會得以對股東之意見有持平瞭解。

守則條文 E.1.2

根據企業管治守則之守則條文E.1.2，董事會主席應出席股東週年大會。彼亦應邀請審核委員會、薪酬委員會、提名委員會及任何其他委員會(如適用)之主席出席，或應在該等委員會主席未克出席時邀請另一名委員會成員(或倘該名委員會成員未能出席，則其正式委任代表)出席大會。該等人士須在股東週年大會上回答提問。

董事會主席李向鴻先生因其他公事而未能出席於二零一七年六月二十二日舉行之本公司股東週年大會。然而，本公司執行董事劉力揚先生擔任該大會主席，而審核委員會及薪酬委員會之主席均出席以回答任何提問，確保與股東保持有效溝通。

OTHER INFORMATION

其他資料

PURCHASE, REDEMPTION OR SALE OF LISTED SECURITIES

During the period under review, neither the Company nor any of its subsidiaries purchased, redeemed or sold any of the Company's listed securities.

On behalf of the Board

Liu Liyang

Executive Director

Hong Kong, 30 August 2017

收購、贖回或出售上市證券

於回顧期間，本公司或其任何附屬公司概無購買、贖回或出售本公司任何上市證券。

代表董事會

執行董事

劉力揚

香港，二零一七年八月三十日

BOARD OF DIRECTORS**Executive Directors**

LI Xianghong (*Chairman & Chief Executive Officer*)
(resigned on 31 August 2017)
LIU Liyang (appointed as Chairman on 6 September 2017)
WANG Hao
ZHANG Lirui
ZHANG Shuguang (resigned on 31 August 2017)
YU Yong (appointed on 6 September 2017)
WANG Baozhi (appointed on 21 August 2017)
CHEN Sheng (appointed on 6 September 2017)
ZANG Dongling (appointed on 6 September 2017)

Independent Non-Executive Directors

XIAO Rong Ge
WU Tai Cheung
YIN Chenggang (resigned on 31 August 2017)
ZHANG Tianyu (appointed on 21 August 2017)

COMPANY SECRETARY

LEUNG Lai Seung

AUTHORISED REPRESENTATIVES

LI Xianghong (resigned on 31 August 2017)
LIU Liyang
LEUNG Lai Seung (appointed on 31 August 2017)

EXECUTIVE COMMITTEE

LIU Liyang (*Chairman*)
WANG Hao
ZHANG Lirui
YU Yong
WANG Baozhi
CHEN Sheng
ZANG Dongling

AUDIT COMMITTEE

WU Tai Cheung (*Chairman*)
XIAO Rong Ge
ZHANG Tianyu

董事會**執行董事**

李向鴻(*主席及行政總裁*)
(於2017年8月31日辭任)
劉力揚(於2017年9月6日委任為主席)
王浩
張利銳
張曙光(於2017年8月31日辭任)
余勇(於2017年9月6日委任)
王保志(於2017年8月21日委任)
陳勝(於2017年9月6日委任)
臧東玲(於2017年9月6日委任)

獨立非執行董事

肖榮閣
胡大祥
尹成剛(於2017年8月31日辭任)
張田余(於2017年8月21日委任)

公司秘書

梁麗嫦

法定代表

李向鴻(於2017年8月31日辭任)
劉力揚
梁麗嫦(於2017年8月31日委任)

執行委員會

劉力揚(*主席*)
王浩
張利銳
余勇
王保志
陳勝
臧東玲

審核委員會

胡大祥(*主席*)
肖榮閣
張田余

CORPORATE INFORMATION

公司資料

REMUNERATION COMMITTEE

ZHANG Tianyu (*Chairman*)
WU Tai Cheung
LIU Liyang

NOMINATION COMMITTEE

LIU Liyang (*Chairman*)
WU Tai Cheung
ZHANG Tianyu

CORPORATE GOVERNANCE COMMITTEE

LIU Liyang (*Chairman*)
WANG Baozhi
ZANG Dongling

REGISTERED OFFICE

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

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Units 7809-7812
The Center
99 Queen's Road Central
Hong Kong

薪酬委員會

張田余(*主席*)
胡大祥
劉力揚

提名委員會

劉力揚(*主席*)
胡大祥
張田余

企業管治委員會

劉力揚(*主席*)
王保志
臧東玲

註冊辦事處

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

香港主要營業地點

香港
皇后大道中 99 號
中環中心
7809-7812 室

AUDITORS

Ascenda Cachet CPA Limited
Certified Public Accountants

LEGAL ADVISERS

As to Hong Kong law:
King & Wood Mallesons

As to PRC law:
Bastion Law Firm

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Royal Bank of Canada Trust Company (Cayman) Limited

4th Floor, Royal Bank House
24 Shedden Road, George Town
Grand Cayman KY1-1110
Cayman Islands

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

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

核數師

天健德揚會計師事務所有限公司
執業會計師

法律顧問

香港法律：
金杜律師事務所

中國法律：
邦盛律師事務所

股份過戶登記總處

Royal Bank of Canada Trust Company
(Cayman) Limited

4th Floor, Royal Bank House
24 Shedden Road, George Town
Grand Cayman KY1-1110
Cayman Islands

香港股份過戶登記分處

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

CORPORATE INFORMATION

公司資料

PRINCIPAL BANKERS

In Hong Kong:

Bank of China (Hong Kong) Limited

In the PRC:

Ping An Bank

Bank of Communications

WEBSITE OF THE COMPANY

<http://cpm.etnet.com.hk>

主要往來銀行

香港：

中國銀行(香港)有限公司

中國：

平安銀行

交通銀行

公司網頁

<http://cpm.etnet.com.hk>

MUNSUN 麥盛

