

LT Commercial Real Estate Limited 勒泰商業地產有限公司

| Incorporated in Hong Kong with limited liability 於香港註冊成立之有限公司 |

| Stock Code 股份代號 : 112 |



2017 Interim Report 中期報告



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* *Should there be any discrepancy between the English and Chinese versions, the English version shall prevail.*

* 倘中英文版本出現歧義，概以英文版本為準。

Corporate Information

公司資料

Directors	<i>Executive Directors:</i> Mr. Yang Longfei (Chairman and Chief Executive Officer) Mr. Yang Shao Xing Max <i>Independent Non-executive Directors:</i> Mr. Hung Ka Hai Clement Mr. Lo Wai Hung Ms. Shek Pui Michelle	董事	執行董事： 楊龍飛先生 (主席兼行政總裁) 楊少星先生 獨立非執行董事： 洪嘉禧先生 盧偉雄先生 石蓓女士
Audit Committee	Mr. Lo Wai Hung (Chairman) Mr. Hung Ka Hai Clement Ms. Shek Pui Michelle	審核委員會	盧偉雄先生(主席) 洪嘉禧先生 石蓓女士
Remuneration Committee	Mr. Hung Ka Hai Clement (Chairman) Mr. Yang Longfei Ms. Shek Pui Michelle	薪酬委員會	洪嘉禧先生(主席) 楊龍飛先生 石蓓女士
Nomination Committee	Mr. Hung Ka Hai Clement (Chairman) Mr. Yang Longfei Ms. Shek Pui Michelle	提名委員會	洪嘉禧先生(主席) 楊龍飛先生 石蓓女士
Company Secretary	Mr. Wong Shui Yeung	公司秘書	黃瑞洋先生
Auditor	Deloitte Touche Tohmatsu 35/F One Pacific Place 88 Queensway Hong Kong	核數師	德勤•關黃陳方會計師行 香港 金鐘道88號 太古廣場一期35樓
Principal Banker	Industrial and Commercial Bank of China Limited The Bank of East Asia (China) Limited East West Bank China Construction Bank Corporation China Merchants Bank	主要往來銀行	中國工商銀行股份有限公司 東亞銀行(中國)有限公司 華美銀行 中國建設銀行股份有限公司 招商銀行

Registered Office and Principal Place of Business	Units 5101-02 & 13 51st Floor The Center 99 Queen's Road Central Central, Hong Kong	註冊辦事處及主要營業地點	香港中環 皇后大道中99號 中環中心 51樓 5101-02及13室
Registrar and Transfer Office	Tricor Secretaries Limited Level 22, Hopewell Centre 183 Queen's Road East Hong Kong	股份過戶登記處	卓佳秘書商務有限公司 香港 皇后大道東183號 合和中心22樓
Website	http://www.lth.com.hk	網址	http://www.lth.com.hk
Stock Code	112	股份代號	112
Board Lot	2,000 Shares	買賣單位	2,000股
Investor Relations	For enquiries relating to investor relations, please contact: Tel: (852) 2530 3313 Fax: (852) 3102 9203 E-mail: info@lth.com.hk	投資者關係	有關投資者關係之查詢， 請聯絡： 電話：(852) 2530 3313 傳真：(852) 3102 9203 電郵：info@lth.com.hk

The background of the page is a vibrant blue sky filled with soft, wispy white clouds. At the bottom right corner, there is a dark, silhouetted shape that appears to be the top of a hill or a mountain range.

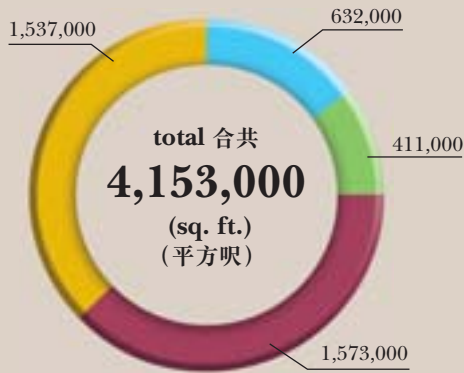
Investment and Development Highlights 投資及發展摘要



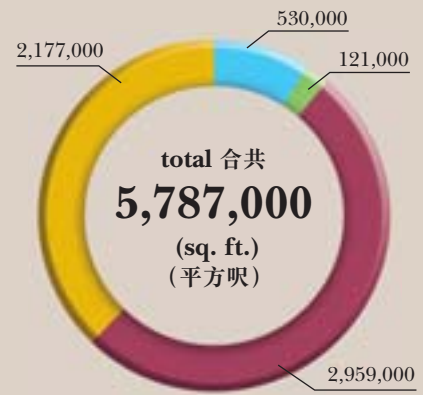
 **勒泰中心**
LERTHAI CENTER

Investment and Development Highlights

投資及發展摘要



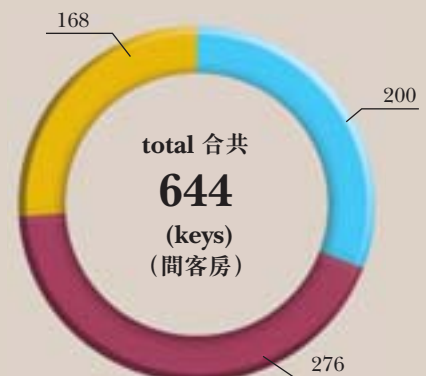
Invested Land Area (sq. ft.)
投資土地面積 (平方呎)



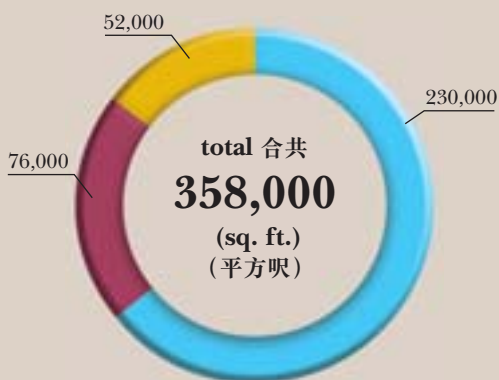
Planned Retail Space (sq. ft.)
計劃零售空間 (平方呎)



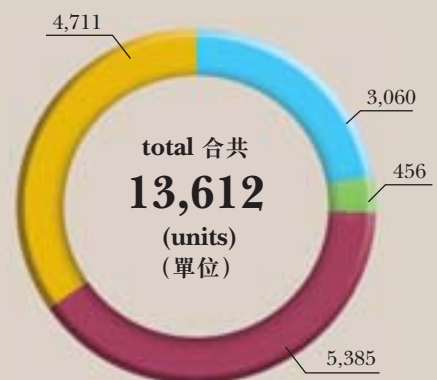
Planned Office Space (sq. ft.)
計劃辦公室空間 (平方呎)



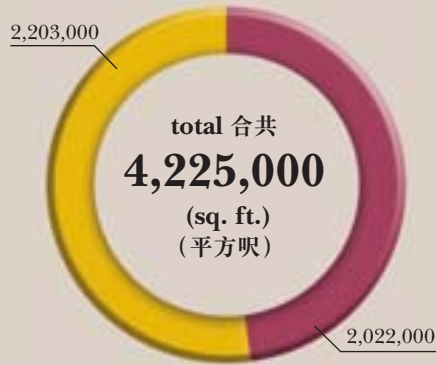
Planned Hotel Space (keys)
計劃酒店空間 (客房數目)



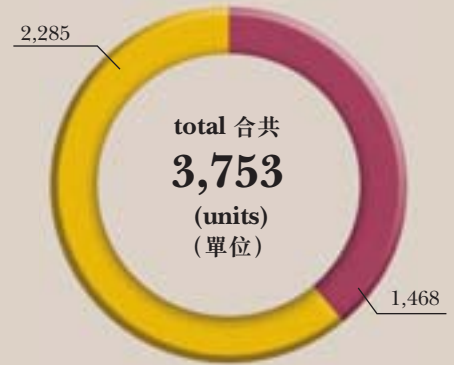
Planned Apartment Space (sq. ft.)
計劃公寓空間 (平方呎)



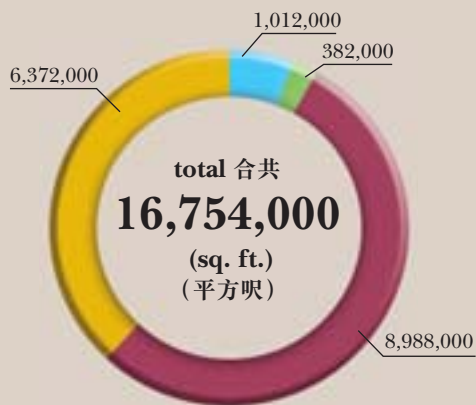
Planned Car-parking Space (Nos)
計劃車位空間 (數目)



Planned Residential Space (sq. ft.)
計劃住宅空間 (平方呎)



Planned Residential Units (Nos)
計劃住宅單位 (數目)



Planned Total GFA (sq. ft.)
總計劃建築面積 (平方呎)

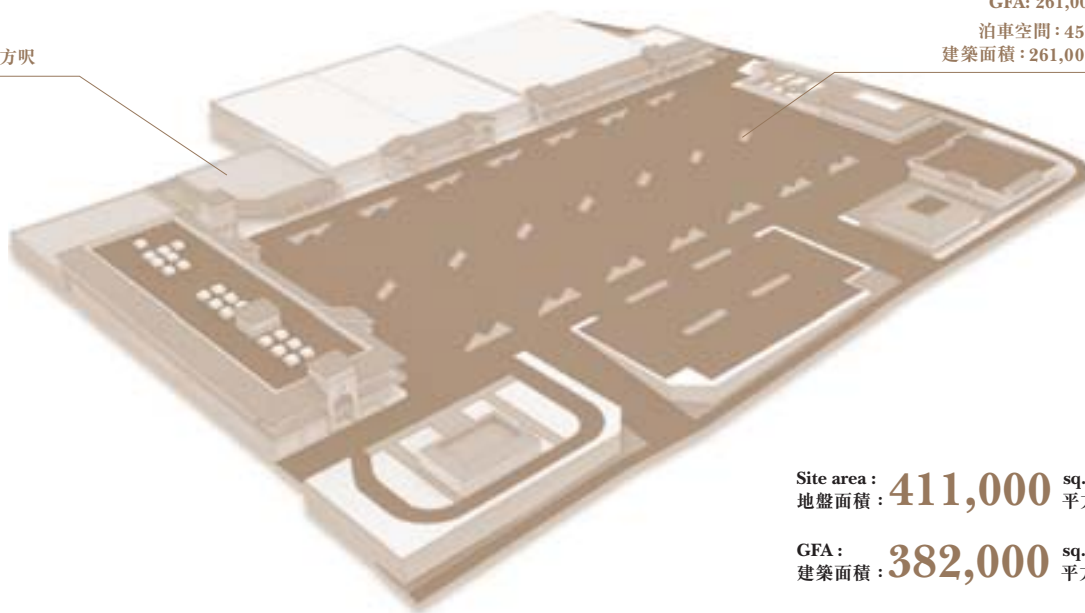
- Anaheim, US
美國安納海姆
- South Hills, US
美國南山
- Tangshan, China
中國唐山
- Handan, China
中國邯鄲

Investment Portfolio in USA 美國投資組合

Lerthai South Hills Plaza 勒泰南山廣場 (Shopping Mall, West Covina, USA) (美國西科維納商場)

Low-rise Commercial
Retail Shopping Mall
GFA: 121,000 sq. ft.
低層商業零售商場
建築面積: 121,000平方呎

Parking Space: 456 Units
GFA: 261,000 sq. ft.
泊車空間: 456個車位
建築面積: 261,000平方呎



Site area : 411,000 sq. ft.
地盤面積 : 411,000 平方呎

GFA : 382,000 sq. ft.
建築面積 : 382,000 平方呎

Lerthai Platinum Center 勒泰鉑金中心

(Mixed use Complex, Anaheim, California, USA)
(美國加州安納海姆混合用途綜合體)

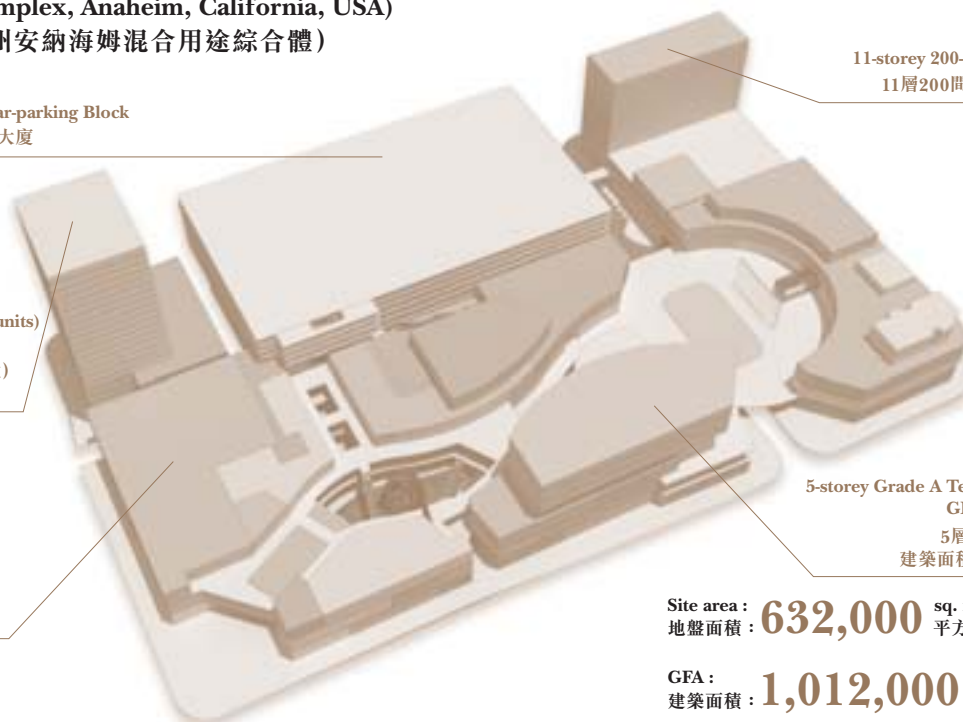
High-rise Car-parking Block
高層停車場大廈

11-storey 200-key Hotel Tower
11層200間客房的酒店大廈

Condominium Tower (150 units)
GFA: 230,000 sq. ft.
公寓式住宅大廈 (150個單位)
建築面積: 230,000平方呎

Regional Retail Mall
GFA: 529,505 sq. ft.
地區零售商場
建築面積: 529,505平方呎

5-storey Grade A Technology Office
GFA: 77,000 sq. ft.
5層甲級科技辦公室
建築面積: 77,000平方呎



Site area : 632,000 sq. ft.
地盤面積 : 632,000 平方呎

GFA : 1,012,000 sq. ft. (Note 1)
建築面積 : 1,012,000 平方呎 (附註1)

Note 1: Planned Total GFA of Individual Project in USA
附註1: 美國個別項目的總計劃建築面積

Investment Portfolio in PRC 中國投資組合

Tangshan Lerthai City 唐山勒泰城

(A Mixed use Development Complex, Tangshan City, Hebei Province, China)
(中國河北省唐山市混合用途發展綜合體)

Regional Shopping Mall Zone A and Zone B
GFA: 2,207,000 sq. ft.
大型區域商場 (A區及B區)
建築面積: 2,207,000 平方呎

18-storey Grade A Office
GFA: 269,000 sq. ft.
18層甲級辦公室
建築面積: 269,000 平方呎

27-storey Grade A Office
GFA: 339,000 sq. ft.
27層甲級辦公室
建築面積: 339,000 平方呎

18-storey, 276-key Hotel and Apartment
GFA: 175,000 sq. ft.
18層276間客房的酒店及公寓
建築面積: 175,000 平方呎

Mall Zone C (China Town F&B/
Entertainment Complex Gigantic LED
Sky Screen Zone)
GFA: 922,000 sq. ft.
商場 (C區) (唐人街餐飲/
娛樂綜合體巨型LED燈天幕區)
建築面積: 922,000 平方呎

Site area : **1,573,000** sq. ft.
地盤面積 : 1,573,000 平方呎

GFA : **8,988,000** sq. ft. (Note 2)
建築面積 : 8,988,000 平方呎 (附註2)

Residential Area
Completed GFA: 1,283,000 sq. ft.
落成住宅區
建築面積: 1,283,000 平方呎

Construction
under Planning
規劃中建築

Car-parking Space
5,385 Units
泊車空間
5,385個單位

24-storey Office
GFA: 370,000 sq. ft.
24層辦公室
建築面積: 370,000 平方呎

Total Commercial
Space
GFA: 5,795,000 sq. ft. 5,795,000 平方呎

Handan Lerthai City — Chuancheng Street 邯鄲勒泰城 — 串城街

(A Mixed use Development Complex, Handan City, Hebei Province, China)
(中國河北省邯鄲市混合用途發展綜合體)

5-storey
Serviced Apartment
GFA: 52,000 sq. ft.
5層高
服務式公寓
建築面積: 52,000 平方呎

Gymnasium
健身會所

Specialized Food & Bar Street
GFA: 254,000 sq. ft.
特色小吃酒吧街
建築面積: 254,000 平方呎

Huimin Street
回民街

Specialized Food & Bar Street
GFA: 254,000 sq. ft.
特色小吃酒吧街
建築面積: 254,000 平方呎

5-Storey, 168 Keys
Spring & Spa Hotel
GFA: 137,000 sq. ft.
5層168間客房的溫泉假日酒店
建築面積: 137,000 平方呎

Chuancheng Street
串城街

Emperor Zhao City Plaza
趙王城廣場

4-storey Congtai (Parade Terrace)
4層叢台 (列隊平台)

Site area : **943,000** sq. ft.
地盤面積 : 943,000 平方呎

GFA : **3,037,000** sq. ft. (Note 3)
建築面積 : 3,037,000 平方呎 (附註3)

High Fashion Shopping Mall
GFA: 666,000 sq. ft.
時尚購物中心
建築面積: 666,000 平方呎

Note 2 and Note 3: Planned Total GFA of Individual Project in PRC
附註2及附註3: 中國個別項目總計劃建築面積



Disclaimer:

This report contains forward-looking statements (including statements, figures, plans, images and others information) that are based on current estimates and assumptions made by the Board of Directors of LT Commercial Real Estate Limited to the best of our knowledge. Such forward-looking statements are subject to risks and uncertainties, the non-occurrence or occurrence of which could cause the actual results, including the financial condition and profitability of LT Commercial Real Estate Limited, to differ materially from, or be more negative than, those expressed or implied by such forward-looking statements. This also applies to the forward-looking estimates and forecasts derived from third-party studies. Consequently, neither the Company nor its management can give any assurance regarding the future accuracy of the opinions set forth in this report or the actual occurrence of the predicted developments.

免責聲明：

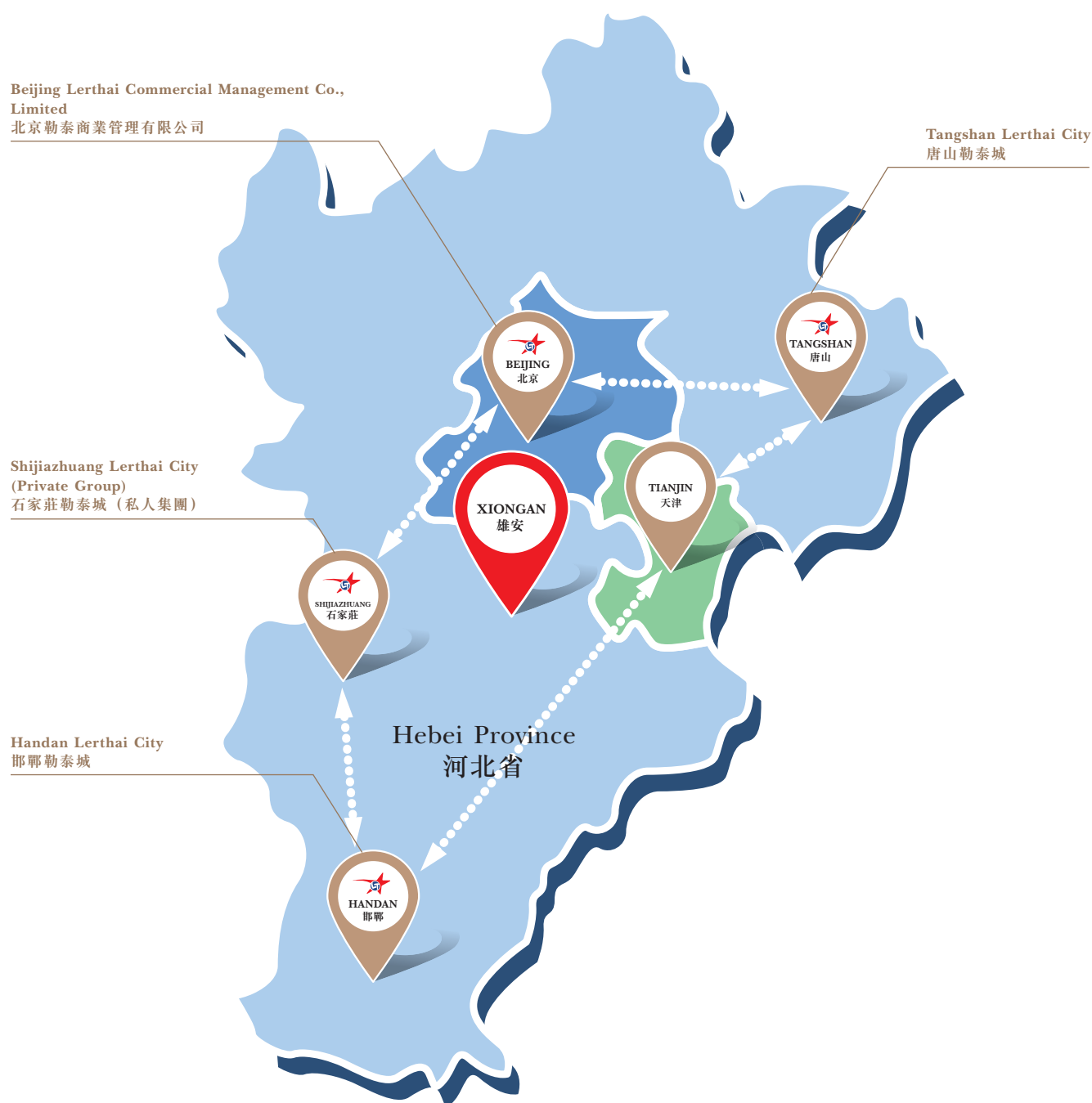
本報告載有前瞻性陳述(包括陳述、數字、計劃、圖像及其他資料)，此乃基於勒泰商業地產有限公司董事會就彼等深知所作出的現有估計及假設。有關前瞻性陳述可能會存在風險及不明朗因素，其並無發生或發生可導致實際業績(包括勒泰商業地產有限公司的財務狀況及盈利能力)與有關前瞻性陳述表示或暗示的該等結果出現重大差異或更為負面。此亦應用於第三方研究衍生的前瞻性估計及預測。因此，本公司或其管理層概不保證本報告所載意見或預期發展實際出現的未來準確性。

Policies of Hebei “Xiongan New Area” Concept, Beijing-Tianjin-Hebei Integration and Geographical Relationship with Lerthai Businesses

河北「雄安新區」概念、京津冀一體化政策及勒泰業務地理關聯

In early 2017, the CPC Central Committee and the State Council announced that the Xiongan New Area would be established in Hebei Province. It is of great practical national significance to advance the integrated development of the Beijing-Tianjin-Hebei and to cultivate a new engine for the innovation and development.

中共中央及國務院於二零一七年初宣佈，決定設立河北省雄安新區。提出設立雄安新區，優化京津冀城市整合發展及培育創新驅動發展新引擎。



Note:
附註：



denotes feeder city development and potential of growing city nodes.
意指聯接城市發展及潛在增長中城市節點。



PLATINUM

R. JEFF

WEIWAY
KEYIYU

VIVIANT
SUSY SESHU

JERRY O
JEN X ADAP

MICHELLE L
WUJAY WERLON



Chairman's Statement 主席報告



Chairman's Statement 主席報告



The Vision of LT Commercial Real Estate

On behalf of the board (the “Board”) of director (the “Director”) of LT Commercial Real Estate Limited (the “Company”), I hereby present the interim report of the Company and its subsidiaries (which are together referred to as the “Group”) for the six months ended 30 June 2017 (the “Period”).

勒泰商業地產願景

本人謹此代表勒泰商業地產有限公司(「本公司」)董事(「董事」)會(「董事會」)，提呈本公司連同其附屬公司(統稱「本集團」)截至二零一七年六月三十日止六個月(「本期間」)之中期報告。

Yang, Longfei

楊龍飛
Chairman
主席

Half Year Review

In the first half of 2017, the Chinese government further implement the “One Belt One Road” principle to stimulate and foster Asian and global economic development. Meanwhile, Hebei Province, the People’s Republic of China (“PRC”), one of the key development areas of the Chinese government in recent years, has been the Group’s strategic investment regions. I believe that the related development policies will bring in long-term and enormous strategic significance for the Group and provide new momentum for the Group’s future development. With the completion of its properties in Tangshan during the Period and the scheduled opening of the regional shopping mall of the Handan Lerthai City in the last quarter of 2017, I am confident that the Company has stepped into another important milestone for its development and will be in its harvest period due to the completion of more properties.

半年回顧

二零一七年上半年，中國政府進一步落實「一帶一路」方針，刺激及推動亞洲及全球經濟的發展。同時，本集團戰略性的投資地域－中華人民共和國(「中國」)河北省，是中國政府近年來的重點發展地區之一。本人相信有關發展政策對本集團具有長遠及巨大的戰略發展意義並為本集團的未來發展提供新動力。隨著唐山物業於本期間落成及邯鄲勒泰城的大型區域商場預期於二零一七年最後一季正式開業，本人自信本公司已邁進另一個重要發展里程碑並將迎來更多物業落成的收成期。

Property Investment and Real Estate Development

Property Investment and Real Estate Development in China

Tangshan Lerthai City, a large-scale mixed use complex of the Group, located in the western part of Tangshan and close to the Tangshan High-speed Railway and Beijing-Tangshan Inter-city Railway. This project has a GFA of approximately 8,988,000 sq. ft. with residential units, regional shopping mall, hotels, offices and mega complexes. With the opening of Zone A and Zone B of Tangshan Lerthai City's shopping mall in December 2016 and the delivery of the residential units of Towers 4, 6, 7, 8 and 9 in Tangshan Lerthai City to the buyers during the Period, it is believed that the Tangshan Lerthai City has enhanced the Group's property portfolio in terms of our leasable areas and the properties held for sales, providing stable cash support to the Group in the future. The Group is confident in its business prospect and future development.

Handan Lerthai City, a large-scale mixed use complex of the Group, located at the central business district in Handan City, Chuancheng Street, a historical avenue of the city. Handan is famous for being a city of international fame, with a vivid historic heritage as home to the birth of Qin Shi Huang, the first Emperor in China who unified China and later built the Beijing section of the Great Wall. The commercial section of Handan Lerthai City aims to rejuvenate the cityscape for reliving the 3,000-year culture of Handan with a contemporary touch around Chuancheng Street, so named since the ancient time of the Seven Warring States 3,000 years ago. This project has a planned GFA of approximately 3,037,000 sq. ft with a prestigious regional complex for tourism, mega commercial facilities, leisure shopping, luxurious hotel, quadruple courts, as well as a wide range of dining, entertainment and sports venues. The shopping mall of the Handan Lerthai City is scheduled for official opening in the last quarter of 2017.

"Lerthai Jiayuan", a residential project in Handan City with a planned GFA of approximately 3,335,000 sq. ft., has obtained the pre-sale permit in the fourth quarter of 2016 and commenced the pre-sales during 2016. The Group expected that the overall project will be completed and delivered in 2018.

Property Investment and Real Estate Development in the United State of America ("USA")

The Group's first own-developed project in the overseas, namely the Lerthai Platinum Centre, was located in Anaheim, California, USA, the second largest city in Orange County of California in the USA. The site area of approximately 632,000 sq. ft. will be turned into a regional modern complex comprising premium residential units and multi-purpose commercial facilities, which tentatively scheduled to include, among others, luxury residential units, premium hotel rooms and a modern regional shopping and entertainment centre and offices. This project is currently at planning stage and it is expected to be completed on or around 2023. Upon completion of the Lerthai Platinum Centre, it is expected that Lerthai Platinum Centre will become the Group's cash cow project and generate stable and long-term recurring revenue and cash flows in the future.

物業投資及房地產開發

中國物業投資及房地產開發

唐山勒泰城是本集團位於與唐山高速鐵路及京唐城際鐵路相鄰的唐山西部大型混合用途綜合體。該項目建築面積約8,988,000平方呎，集住宅單元、大型區域商場、酒店、辦公樓及大型綜合體為一體。隨著唐山勒泰城商場A區及B區於二零一六年十二月開業以及期內向買家交付唐山勒泰城第4、6、7、8及9棟住宅單元，相信唐山勒泰城在可租賃面積及持作出售物業方面已加強本集團的物業組合，可於日後為本集團提供穩定的現金支持。本集團對其業務前景及未來發展充滿信心。

邯鄲勒泰城為本集團位於邯鄲市中心商業區串城街(該市歷史名街)的大型混合用途綜合體。邯鄲聞名中外，擁有栩栩如生的歷史古跡，是統一中國而後建立長城北京段的中國首個皇帝秦始皇的出生地。邯鄲勒泰城商業區旨在於串城街附近進行重建以復原邯鄲的城市風貌，再現三千年的文化氣息，並融入現代元素。串城街之名自三千年前戰國七雄爭霸時代起由來已久。該項目規劃建築面積約為3,037,000平方呎，將打造涵蓋旅遊、大型商業設施、休閒購物、豪華酒店、四合院、各式飲食娛樂運動場所的馳名區域綜合體。邯鄲勒泰城的商場計劃於二零一七年冬季正式開幕。

邯鄲市住宅項目「勒泰家園」，規劃建築面積約3,335,000平方呎，已於二零一六年第四季度取得預售許可證，並於二零一六年開始預售。本集團預期整個項目將於二零一八年完工及交付。

美利堅合眾國(「美國」)物業投資及房地產開發

本集團於海外的首個自行開發項目，即勒泰鉑金中心，位於美國加州安納海姆(美國加州橘郡第二大城市)。約632,000平方呎的地盤面積將建成區域性現代化綜合體(含高檔住宅單元及多用途商業設施)，暫定包括豪華住宅單元、高檔酒店客房及區域性現代化購物及娛樂中心及寫字樓。該項目目前處於規劃階段及預期於二零二三年或前後完工。於勒泰鉑金中心完工後，預期勒泰鉑金中心將成為本集團的搖錢樹項目並於未來長期賺取穩定經常性收益及現金流。

Chairman's Statement 主席報告

The Group's first acquired property in the overseas, namely the South Hills Plaza, was located in the City of West Covina, California, USA. It is a retail shopping mall with a total GFA of approximately 382,000 sq. ft.. This property is held by the Group as an investment property for recurring rental income. Looking forward, it is expected that this project will bring stable and considerable rental income to the Group.

Securities Investment and Finance Business

Lerthai's Capital Group currently holds Type 1, 2, 4 and 9 Licenses of the Securities and Futures Commission of Hong Kong to carry out regulated activities in the financial services sector. The Group has been actively seeking for investment opportunities for our potential qualified investors. It is expected that, through conducting asset securitisation of our real estate business by Lerthai's Capital Group, the Group would be able to make breakthroughs to turn into an asset light company and develop more real estate related asset management operations in the future.

Outlook

With the support from Chinese government's development plans and the recovery of global economy, LT Commercial Real Estate has been adhering to the vision of "improving urban life with commercial properties for global businesses": design and develop with the concept of "chain operation without duplication". By combining local history and culture with the environment, the Company customises the projects to fit different cities, realise the "one city, one landscape, and one landmark" philosophy and becomes a "florist" of urban commerce. By creating urban commercial landmarks and cultural landmarks, the Company also creates its unique market value.

At the same time, the Group endeavours to continue to strategically identify competent partners, land replenishments opportunities and other potential investment projects, with a view to enhancing long-term value to shareholders.

Last but not least, I would take this opportunity to express my sincere gratitude to the members of the Board and the management, as well as our global employees for their contributions during the Period.

Yang, Longfei

Chairman

Hong Kong, 9 August 2017

本集團於海外購買的首個物業，即南山廣場，位於美國加州西科維納市，為零售商場，總建築面積約382,000平方呎。該物業由本集團持作投資物業以賺取經常性租金收入。展望未來，預期該項目將為本集團帶來穩定可觀的租金收入。

證券投資及金融業務

勒泰金融集團目前持有香港證券及期貨事務監察委員會所頒發於金融服務行業進行受規管活動的第1、2、4及9類牌照。本集團正積極為潛在合資格投資者物色投資機遇。預計通過勒泰金融集團進行我們房地產業務的資產證券化，本集團能夠實現突破，轉型為輕資產公司及日後發展更多房地產相關資產管理業務。

展望

憑藉中國政府發展規劃的支持加上全球經濟復甦，勒泰商業地產一直秉承「攜手世界商業，改變城市生活」的品牌理念：以「連鎖不複製」的規劃理念進行設計與開發，通過結合當地歷史文化與環境，為城市「量體裁衣」，打造「一城、一景、一地標」，成為城市商業的「花藝師」，在打造城市商業地標與文化精神地標的同時，創造自己獨特的市場價值。

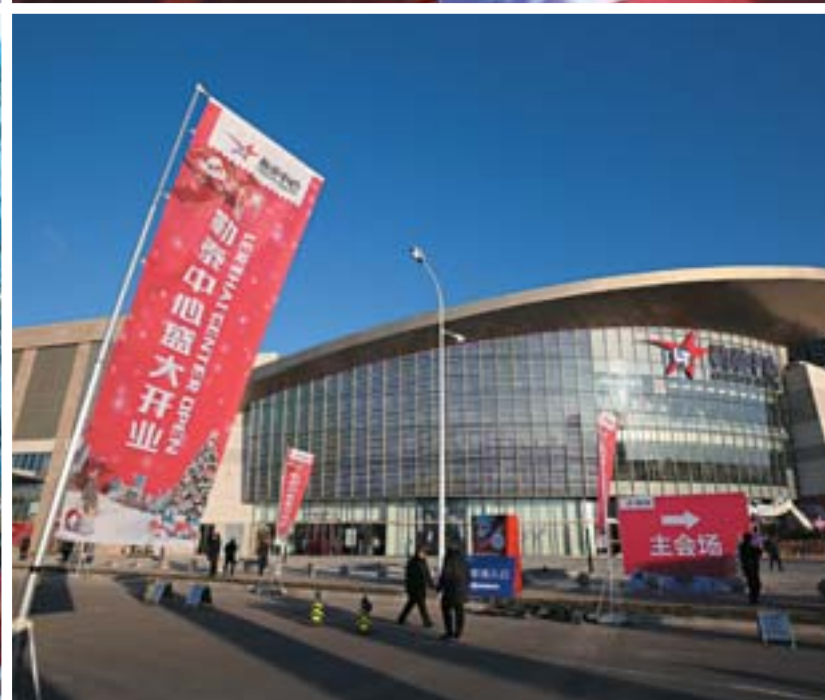
同時，本集團致力於持續策略性地物色合資格夥伴、土地儲備機遇及其他潛在投資項目，為股東創造長遠價值。

最後，本人藉此機會對董事會成員、各管理層成員，以及全球員工在本期間內的貢獻，致以由衷的謝意！

主席

楊龍飛

香港，二零一七年八月九日





Management Discussion and Analysis 管理層討論及分析



Business Review

The global economy for the first half of the 2017 remained uncertain, Britain's exit from the European Union brought uncertainties to the European economy, while the macro-economic conditions of the USA remained volatile with the adoption of "America first" approach to boost domestic employment opportunities. The withdrawal of the USA from the Trans-Pacific Partnership and the intention to renegotiate for the North American Free Trade Agreement casted doubts on policies prediction. In contrast, the economy in the PRC sustained a 6.7% gross domestic product ("GDP") growth in 2016, fuelled as one of the global economic growth drivers. Whilst Chinese government promotes the "One Belt One Road" initiative assertively, it is anticipated that China's GDP may further grow in future.

Property Investment and Real Estate Development

Property Investment and Real Estate Development in China

Overview

The Chinese government continues its policy on the coordinated development of Beijing-Tianjin-Hebei Region to promote the synergetic development of the three municipalities to build a new capital-centered economic circle. Such policy promotes the innovation of regional development of population, economy, environment and resources. The construction of Beijing and

業務回顧

二零一七年上半年全球經濟仍不明朗，英國退出歐盟為歐洲經濟帶來不確定，而美國的宏觀經濟狀況為帶動國內就業而採納「美國第一」方針依然動蕩。美國退出跨太平洋夥伴關係協定以及計劃重新商定北美自由貿易協定為政策預期蒙上疑雲。與此相反，中國經濟於二零一六年維持6.7%的國內生產總值（「國內生產總值」）增長，為全球經濟發展推動力之一。中國政府明確推動「一帶一路」方針，預期中國的國內生產總值日後將進一步增長。

物業投資及房地產開發

中國物業投資及房地產開發

概覽

中國政府持續推進京津冀地區協調發展的政策，旨在促進三大地區的協同發展，建立新資本中心經濟圈。此政策促進區域發展機制創新，推動人口、經濟、環境與資源發展。京唐城際鐵路於二零一六年開始建設並預期於二零二零年底完工。此外，北京霸州城際鐵路於二零一七年開始建設，計劃於二

Tangshan Inter-city Railway since 2016 is expected to be completed by the end of 2020. Besides, the Beijing-Bazhou Inter-city Railway commenced construction in 2017 and is scheduled to open by the end of 2019. The Central Committee of the Communist Party of China and the State Council issued a notice in April 2017 to set up the Xiongan New Area in Hubei Province. The Xiongan New Area covers the counties of Xiongxian, Rongcheng, Anxin in Hebei Province and their surrounding area, which aims to relieve the non-capital functions of Beijing and to advance the integrated development of the Beijing-Tianjin-Hebei Region. Xiongan maybe a new engine for the innovation and development of the Beijing-Tianjin-Hebei clusters of cities. The Group believes that the establishment of Xiongan New Area will bring long-term positive and strategic significance to our projects in Hebei Province.

零一九年底前通勤。中國共產黨中央委員會與國務院於二零一七年四月發佈建立河北省雄安新區的通知。雄安新區覆蓋河北省雄縣、容城縣、安新縣及周圍地區，旨在疏解北京非首都功能，推動京津冀地區全面發展。雄安或會成為京津冀城市群的創新與發展創造新動力。本集團認為建立雄安新區將為我們於河北省的項目帶來長遠積極的戰略意義。



Management Discussion and Analysis

管理層討論及分析

The Group has invested in two large-scale mixed use projects in Hebei Province, namely Lerthai City, Tangshan City (“Tangshan Lerthai City”) and Lerthai City, Handan City (“Handan Lerthai City”), with aggregate gross floor areas (“GFA”) of approximately 15,360,000 sq. ft.. These two projects integrated residential, shopping, leisure, entertainment, culture, and business growth of that city.

During the Period, these two projects were advancing with (i) the completion residential units of Towers 4, 6, 7, 8 and 9 in Tangshan Lerthai City in the first quarter of 2017 and delivered to the buyers during the Period; and (ii) the pre-sales permit of Lerthai Jiayuan in Handan was issued in November 2016. The residential units are expected to be delivered in 2018. The sale proceeds of properties in Tangshan Lerthai City was recognised as “Revenue” in the Condensed Consolidated Financial Statements during the Period while the pre-sale deposits for remaining towers of Tangshan Lerthai City and Handan Lerthai Jiayuan totaling approximately HK\$940.3 million will be realised as revenue in the respective period upon completion of the construction and delivery of such residential properties to buyers in late 2017 or 2018.

Tangshan Lerthai City

Tangshan Lerthai City, a large-scale mixed use complex, located in the western part of Tangshan. It is close to the Tangshan High-speed Railway and Beijing-Tangshan Inter-city Railway. This project has a GFA of approximately 8,988,000 sq. ft. with residential units, regional shopping mall, hotels, offices and mega complexes. The Lerthai Centre equipped with a regional shopping mall, with a total GFA of approximately 2,959,000 sq. ft.. Besides, the residential portion occupied a total GFA of approximately 2,022,000 sq. ft. with the development of approximately 1,500 residential units.

The Zone A and Zone B of Tangshan Lerthai City’s shopping mall was opened in December 2016. The market response was positive. The residential units of Towers 4, 6, 7, 8 and 9 in Tangshan Lerthai City were completed during the first quarter of 2017. Units completed were delivered to the buyers. The sale proceeds of properties was recognised as “Revenue” in the Condensed Consolidated Financial Statements during the Period. The Group is confident in the business prospects and future development of Tangshan Lerthai Centre.

本集團已投資河北省的兩個大型綜合體項目，即唐山市勒泰城（「唐山勒泰城」）及邯鄲市勒泰城（「邯鄲勒泰城」），總建築面積（「建築面積」）約15,360,000平方呎。該兩個項目為該城市帶來住宅、購物、休閒、娛樂、文化及商業發展。

於本期間，該兩個項目正如期進行，(i)唐山勒泰城第4、6、7、8及9棟住宅單元已於二零一七年第一季度竣工並於本期間交付予買家；及(ii)邯鄲勒泰家園的預售許可證已於二零一六年十一月發出，住宅單位預期於二零一八年交付。銷售唐山勒泰城物業的所得款項於本期間於簡明綜合財務報表確認為「收益」，而總計約9億4,030萬港元之預售唐山勒泰城及邯鄲勒泰家園餘下塔樓之已收取按金將於二零一七年末或二零一八年竣工及交付該等住宅物業予買家時確認為該期收益。

唐山勒泰城

唐山勒泰城是位於與唐山高速鐵路及京唐城際鐵路相鄰的唐山西部大型混合用途綜合體。該項目建築面積約8,988,000平方呎，集住宅單元、區域購物中心、酒店、辦公樓及大型綜合體為一體。勒泰中心擁有總建築面積約2,959,000平方呎的區域購物中心。此外，住宅部分的總建築面積約2,022,000平方呎，可發展成為約1,500個住宅單元。

唐山勒泰城的購物商場的A區及B區於二零一六年十二月正式揭幕。市場反應良好。唐山勒泰城第4、6、7、8及9棟的住宅單元已於二零一七年第一季度竣工。該等竣工單位已交付予買家。銷售物業的所得款項於本期間於簡明綜合財務報表確認為「收益」。本集團對唐山勒泰中心業務景前及日後發展充滿信心。

Handan Lerthai Jiayuan

The residential project “Lerthai Jiayuan” obtained presale permit in the fourth quarter of 2016 and commenced the pre-sale during the Period. As at 30 June 2017, the Group received pre-sale deposits of approximately HK\$489.7 million. Deposits were recorded as “Deposits received from sales of properties” in the Condensed Consolidated Financial Statements. The Group expected that the overall project will be completed and delivered in 2018.

Handan Lerthai City on Chuancheng Street

Handan Lerthai City, a large-scale mixed use complex, located at the central business district in Handan City. Chuancheng Street, a historical avenue of the city, is rebuilt to rejuvenate the cityscape. It is situated at the north of Renmin Road, east of Lingxi Street, south of Congtai Road and west of Congtai Park. This project has a planned GFA of approximately 3,037,000 sq. ft with regional shopping mall, hotels, tourism facilities and mega commercial space.

邯鄲勒泰家園

「勒泰家園」住宅項目於二零一六年第四季度取得預售許可證，並於本期開始預售。於二零一七年六月三十日，本集團已收取預售按金約4億8,970萬港元。按金於簡明綜合財務報表列為「出售物業之已收取按金」。本集團預期整個項目將於二零一八年竣工及交付。

邯鄲申城街•勒泰城

邯鄲勒泰城為位於邯鄲市中心商業區的大型混合用途綜合體。申城街為該市的歷史名街，經重建以提升城市景觀。該街道位處人民路以北、陵西街以東、叢台路以南及叢台公園以西。該項目的計劃建築面積約3,037,000平方呎，涵蓋區域購物中心、酒店、旅遊設施及大型商業空間。



Management Discussion and Analysis

管理層討論及分析

Handan is famous for being a city of international fame, with a vivid historic heritage as home to the birth of Qin Shi Huang, the first Emperor in China who unified China and later built the Beijing section of the Great Wall. The commercial section of Handan Lerthai City aims to relive the 3,000-year culture of Handan with a contemporary touch and will be built around Chuancheng Street, so named since the ancient time of the Seven Warring States 3,000 years ago. Such area will be redeveloped into a prestigious regional complex for tourism, mega commercial facilities, leisure shopping, luxurious hotel, quadruple courts, as well as a wide range of dining, entertainment and sports venues.

The regional shopping mall of the Handan Lerthai City is scheduled for official opening in the last quarter of 2017. Currently, we have been actively attracting and selecting high quality tenants so as to maintain a diverse mix of tenants and to assure an optimised tenancy mix.

Property Investment and Real Estate Development in the USA

Overview

The USA economy recorded an approximate GDP growth rate of 1.4% in the first quarter of 2017, which was better than the previous estimate of 1.2%, showing positive signs amidst stable development. Meanwhile, California was ranked sixth globally in 2016 in terms of GDP.

The Group has invested in two projects in USA, including (i) the Lerthai South Hills Plaza, West Covina, California, which already in operation since the Group's acquisition in 2014; and (ii) the Lerthai Platinum Centre in Anaheim, California, with aggregate scheduled GFA of approximately 1,394,000 sq. ft.. The former is a shopping mall, while the latter is a mixed use complex comprising residential units, shopping mall, leisure and entertainment facilities.

邯鄲聞名中外，擁有形象的歷史古跡，是統一中國而後建立長城北京段的中國首個皇帝秦始皇的出生地。邯鄲勒泰城商業部分旨在以現代手法復刻邯鄲三千年的悠久文化，將建於串城街附近，有以中國三千年來從未改變命名的戰國七雄年代的「串城街」為核心掛帥，打造涵蓋旅遊、大型商業設施、休閒購物、豪華酒店、四合院、全方位飲食娛樂運動場所的優越區域綜合體。

邯鄲勒泰城的區域購物中心計劃於二零一七年最後一季正式開幕，我們現正積極物色和選擇優質商戶，以維持商戶組合多元化及確保商戶組合最佳。

美國物業投資及房地產開發

概覽

於二零一七年首個季度，美國經濟錄得約1.4%的國內生產總值增長，高於原先估計的1.2%，顯示穩中有升的發展跡象。同時，加州於二零一六年的國內生產總值位居全球第六。

本集團已投資美國的兩個項目，包括(i)自本集團於二零一四年收購起已開始營運的加州西科維納勒泰南山廣場；及(ii)加州安納海姆勒泰鉑金中心，計劃總建築面積約1,394,000平方呎。前者為購物中心，後者則為住宅單元、購物中心、休閒及娛樂設施組成的混合用途綜合體。

Lerthai Platinum Centre, Anaheim, California, USA

The Lerthai Platinum Centre, located in Anaheim, California, USA near the California Disneyland, the second largest city in Orange County of California in the USA. The site area of approximately 632,000 sq. ft. is expected to turn into a regional modern complex comprising premium residential units and multi-purpose commercial facilities with a GFA of approximately 1,012,000 sq. ft. upon completion, which tentatively scheduled to include, among others, 150 luxury residential units, 200 premium hotel rooms and a modern regional shopping and entertainment centre with a total GFA of approximately 530,000 sq. ft., office space with GFA of approximately 77,000 sq. ft. and parking spaces of 3,060 units. This project is expected to be completed on or around 2023. The Group expects the Lerthai Platinum Centre will generate stable and long-term recurring revenue for the Group in the future upon its completion.

Lerthai South Hills Plaza, West Covina, California, USA

The South Hills Plaza, located in the City of West Covina, California, USA covers a total GFA of approximately 382,000 sq. ft. which mainly comprising (i) the retail shopping mall with GFA of approximately 121,000 sq. ft.; and (ii) parking space of 456 units. Such property is being held by the Group as an investment property for its rental income with the occupancy rate of approximately 87.3% as at 30 June 2017. Looking forward, it is expected that this project will bring stable and considerable rental income to the Group in the future.

Securities Investment and Finance Business

Lerthai's Capital Group currently holds Type 1, 2, 4 and 9 Licenses of the Securities and Futures Commission of Hong Kong to carry out regulated activities in the financial services sector. The Group has been actively seeking for investment opportunities for our potential qualified investors. Looking ahead, it is anticipated that the Group will devote its commitment in commencing the related business in the second half of 2017.

美國加州安納海姆勒泰鉑金中心

勒泰鉑金中心位於美國加州安納海姆加州迪斯尼樂園附近，是美國加州橘郡的第二大城市。該地塊佔地約632,000平方呎，預期將打造成一個區域性現代化的高尚住宅及多元化現代商業綜合體，落成後建築面積將達約1,012,000平方呎，計劃包括150個豪華住宅單元、200間高級酒店客房，及總建築面積達約530,000平方呎之現代區域購物及娛樂中心，建築面積約77,000平方呎的辦公樓面及約3,060個停車位。整個項目預期約於二零二三年完成。本集團預期勒泰鉑金中心竣工後日後將為本集團帶來穩定及長期經常收益。

美國加州西科維納勒泰南山廣場

南山廣場位於美國加州西科維納，總建築面積約382,000平方呎，主要由(i)建築面積約121,000平方呎的零售購物中心；及(ii)456個停車位組成。該物業目前由本集團持作投資物業以賺取租金收入，於二零一七年六月三十日的入住率約87.3%。展望未來，預期該項目日後將為本集團帶來穩定及可觀的租金收入。

證券投資及金融業務

勒泰金融集團目前持有香港證券及期貨事務監察委員會頒發於金融服務行業進行受規管活動的第1、2、4及9類牌照。本集團正積極為潛在合資格投資者物色投資機遇。展望未來，預期本集團將於二零一七年下半年致力於啟動有關業務。

Prospect

The Group remains optimistic of the real estate industry of the PRC and in the USA. With Chinese government's planning and implementation of the "One Belt One Road" initiative, the coordinated development of Beijing-Tianjin-Hebei Region and China's targeted GDP growth of 6.5%, these three acts indicated positive signs for the economy in China. Besides, the USA started hiking rate cycle in tandem with the Federal Reserve led to its gradual economic recovery, it is anticipated that the future business environment remains favourable.

With the opening of the Tangshan Lerthai City in December 2016 and the expected opening of the Handan Lerthai City on Chuancheng Street in the last quarter of 2017, it is anticipated that these projects will generate stable rental cash flows and revenue for the Group in the coming periods. With the completion of residential units of Tangshan Lerthai City and Handan Lerthai Jiayuan that is expected to be completed in 2018, it is also expected that these projects will bring considerable sales and revenue contribution to the Group in the coming few years.

The portfolio of property projects will continue to improve and create value to the Group in the near future. At the same time, the Group endeavours to continue to strategically identify competent partners, land replenishments opportunities and other potential investment projects, with a view to enhancing long-term value to shareholders.

Financial Review

During the Period, total revenue of the Group was approximately HK\$896.1 million (six months ended 30 June 2016: HK\$6.3 million). The revenue derived from the real estate business in Tangshan and West Covina of approximately HK\$889.2 million (six months ended 30 June 2016: Nil) and HK\$6.9 million (six months ended 30 June 2016: HK\$6.3 million) respectively.

Net gain of other income, gains and losses increased to approximately HK\$3.8 million for the Period (six months ended 30 June 2016: net loss of approximately HK\$8.2 million) arising from the decrease in fair value loss of convertible bonds designated at fair value through profit or loss to approximately HK\$2.5 million (six months ended 30 June 2016: HK\$14.8 million).

前景

本集團對中國及美國房地產行業的前景保持樂觀。隨著中國政府規劃及實施「一帶一路」、京津冀地區的協調發展方針以及中國國內生產總值增長目標定為6.5%，這三個行動預示了中國經濟的積極信號。此外，美國啟動加息週期，與美聯儲共同推動經濟逐步復甦，故預期未來營商環境持續有利。

隨著唐山勒泰城於二零一六年十二月開幕及邯鄲城街•勒泰城預期於二零一七年最後一季開幕，預期該等項目將於未來期間為本集團帶來穩定的租金現金流量及收益。隨著唐山勒泰城及邯鄲勒泰家園住宅單元預期於二零一八年竣工，預期該等項目於未來數年將為本集團貢獻可觀的銷售額及收益。

物業項目組合於不遠將來將繼續改善及為本集團創造價值。同時，本集團致力於持續策略性地物色合資格夥伴、土地儲備機遇及其他潛在投資項目，為股東創造長遠價值。

財務回顧

於本期間，本集團的總收益約8億9,610萬港元（截至二零一六年六月三十日止六個月：630萬港元）。唐山及西科維納房地產業務產生收益分別約8億8,920萬港元（截至二零一六年六月三十日止六個月：無）及690萬港元（截至二零一六年六月三十日止六個月：630萬港元）。

於本期間的其他收入、收益及虧損的淨收益增加至約380萬港元（截至二零一六年六月三十日止六個月：淨虧損約820萬港元），乃由指定為按公平值計入損益之可換股債券公平值損失減少至約250萬港元（截至二零一六年六月三十日止六個月：1,480萬港元）所產生。

During the six months ended 30 June 2016, the Group recorded share-based payment of approximately HK\$69.2 million, relating to share options granted to employees and a director. This expense item did not have impact on cash flow, but has been recognised as an expense in accordance with Hong Kong Financial Reporting Standards. The Group did not grant any share options during the Period.

The Group recorded an increase of fair value of the investment properties of approximately HK\$182.9 million (six months ended 30 June 2016: HK\$117.0 million), primarily due to the capital appreciation of Lerthai South Hills Plaza, Tangshan Lerthai City and Handan Lerthai City during the Period.

Selling and marketing expenses increased significantly to approximately HK\$20.6 million (six months ended 30 June 2016: HK\$10.6 million) which was mainly incurred for the promotion campaigns held for Tangshan Lerthai City for attracting and retaining high quality tenants and the pre-sale promotion activities for Handan Lerthai City.

Administrative expenses increased to approximately HK\$66.5 million (six months ended 30 June 2016: HK\$63.7 million) which was mainly incurred as back office support upon the opening of Tangshan Lerthai City.

Finance costs recognised as expenses for the Period were approximately HK\$61.3 million (six months ended 30 June 2016: HK\$48.8 million). The increase was mainly due to the interest expense on convertible bonds issued during the Period is not eligible for capitalisation to investment properties under construction and properties under development for sales.

As a result of the various factors outlined above, the profit for the period attributable to owners of the Company was approximately HK\$83.1 million (six months ended 30 June 2016: loss for the period attributable to owners of the Company of approximately HK\$107.3 million).

截至二零一六年六月三十日止六個月，本集團錄得以股份為基礎的付款約6,920萬港元，與授予僱員及一名董事的購股權有關。此開支項目對現金流量並無影響，惟已根據香港財務報告準則確認為開支。本集團於本期間並無授出任何購股權。

本集團錄得投資物業公平值增加約1億8,290萬港元（截至二零一六年六月三十日止六個月：1億1,700萬港元），主要是由於本期間勒泰南山廣場、唐山勒泰城及邯鄲勒泰城資本增值所致。

銷售及推廣開支大幅增至約2,060萬港元（截至二零一六年六月三十日止六個月：1,060萬港元），主要與唐山勒泰城舉辦吸引挽留優質租戶的推廣活動及邯鄲勒泰城的預售推廣活動有關。

行政開支增至約6,650萬港元（截至二零一六年六月三十日止六個月：6,370萬港元），主要由唐山勒泰城開幕後的後台支持產生。

於本期間確認為開支的財務費用約6,130萬港元（截至二零一六年六月三十日止六個月：4,880萬港元），出現增加主要是由於本期間已發行可換股債券的利息開支不合資格將為在建投資物業及開發中待售物業進行資本化。

由於以上各項因素，本公司擁有人應佔期內溢利約8,310萬港元（截至二零一六年六月三十日止六個月：本公司擁有人應佔期內虧損約1億730萬港元）。

Management Discussion and Analysis 管理層討論及分析

Liquidity and Financial Resources

As at 30 June 2017, the Group's cash and cash equivalents maintained at approximately HK\$163.5 million (31 December 2016: HK\$51.8 million). The current ratio was 0.84 times (31 December 2016: 0.92 times) as at 30 June 2017.

The Group's gearing ratio was 48.4% (31 December 2016: 47.2%), which is calculated based on the Group's total interest-bearing borrowings of approximately HK\$3,808.6 million (31 December 2016: HK\$3,388.7 million) to total assets of approximately HK\$7,865.1 million (31 December 2016: HK\$7,181.7 million).

Cash Flow Management and Liquidity Risk

The objective of liquidity risk management is to ensure that the Group always has sufficient cash to repay its maturing debt, perform other payment obligations and meet other funding requirements for normal business development.

The Group's liquidity management involves the regular cash flow forecast and the consideration of its liquid assets level and new financings necessary to meet future cash flow requirements.

With banking and controlling shareholder's facilities in place and the recurrent income generation from its operations, the Group has adequate financial resources in meeting the funding requirements for its ongoing operations as well as its future expansion.

Foreign Exchange Exposure

The Group's investment, assets and liabilities are mainly denominated in Hong Kong dollar ("HK\$"), Renminbi ("RMB") and United States dollar ("US\$") and no hedging has been made during the Period. The convertible bonds, senior notes and bonds of the Group are denominated in HK\$. The Group will continue to monitor closely its exposure to exchange rate and interest rate risks, and may employ derivative financial instruments to hedge against risks when necessary.

流動資金及財務資源

於二零一七年六月三十日，本集團現金及現金等價物維持在約1億6,350萬港元(二零一六年十二月三十一日：5,180萬港元)之水平。於二零一七年六月三十日之流動比率為0.84倍(二零一六年十二月三十一日：0.92倍)。

本集團之資產負債比率為48.4%(二零一六年十二月三十一日：47.2%)，乃按本集團計息借款總額約38億860萬港元(二零一六年十二月三十一日：33億8,870萬港元)與總資產約78億6,510萬港元(二零一六年十二月三十一日：71億8,170萬港元)之比率計算。

現金流量管理及流動資金風險

現金流量管理目標為確保本集團一直擁有充裕的現金可償還到期債務、履行其他付款責任及滿足正常業務發展的其他資金需求。

本集團之流動資金管理涉及定期現金流量預測，考慮流動資產水平及為滿足未來現金流量需求而須進行的新融資。

計及現有銀行及控股股東融資以及營運產生的經常性收入，本集團擁有足夠的財政資源可滿足日常運作以及日後擴展之資金需求。

外匯風險

於本期間，本集團之投資、資產及負債主要以港元(「港元」)、人民幣(「人民幣」)及美元(「美元」)計值，故並無進行對沖。本集團的可換股債券、優先票據及債券以港元計值。本集團將持續密切監察所涉及的匯率風險和利率風險，並於有需要時利用衍生金融工具對沖風險。

Charge of Assets

As at 30 June 2017, the Group's facilities and other loans of approximately HK\$2,404.5 million (31 December 2016: HK\$2,645.4 million) were pledged with investment properties, properties under development for sales, properties held for sales and cash and deposits with an aggregate carrying amount of approximately HK\$5,894.6 million (31 December 2016: HK\$4,992.9 million).

Capital Commitment and Contingent Liabilities

As at 30 June 2017, the Group's contingent liabilities amounted to approximately HK\$1,125.2 million (31 December 2016: HK\$574.3 million) relating to guarantees given by the Group to financial institutions on behalf of our purchasers of our property units in the PRC in relation to which the related Building Ownership Certificate (房產證) had not yet been issued at 30 June 2017 (and such guarantees will be released upon the issuance of the Building Ownership Certificate). The guarantees were secured by the Group's pledged bank deposits amounting to approximately HK\$21.1 million (31 December 2016: HK\$17.3 million).

As at 30 June 2017, the Group had contracted but not provided for commitments for development cost and capital expenditure in amount of approximately HK\$2,214.2 million (31 December 2016: HK\$3,224.3 million).

Employee and Remuneration Policy

The remuneration of the employees is in line with the market and commensurate with the level of pay in the industry. Discretionary year-end bonuses are payable to the employees based on individual performance. Other benefits to the employees include mandatory provident fund, medical insurance and performance related bonus. The Group has adopted the share award scheme and share option scheme as part of the long term incentives for the employees.

資產抵押

於二零一七年六月三十日，本集團賬面總值約58億9,460萬港元(二零一六年十二月三十一日：49億9,290萬港元)的投資物業、開發中待售物業、持待售物業及現金及存款已抵押作為本集團的信貸及其他借款約24億450萬港元(二零一六年十二月三十一日：26億4,540萬港元)的擔保。

資本承擔及或然負債

於二零一七年六月三十日，本集團就相關房產證並未於二零一七年六月三十日獲頒發而須代表中國物業單位之買方向金融機構作出擔保所造成的或然負債約11億2,520萬港元(二零一六年十二月三十一日：5億7,430萬港元)(而有關擔保將於頒發房產證時獲解除)。本集團之已抵押銀行存款所抵押之擔保約2,110萬港元(二零一六年十二月三十一日：1,730萬港元)。

於二零一七年六月三十日，本集團就開發成本及資本開支有已訂約但未撥備承擔約22億1,420萬港元(二零一六年十二月三十一日：32億2,430萬港元)。

員工及薪酬政策

僱員薪酬與市場標準一致，並與業內薪酬水平相當。本集團根據個別僱員之表現而酌情派發年終花紅。其他僱員福利包括強制性公積金、醫療保險及表現相關花紅。本集團已採納股份獎勵計劃及購股權計劃作為僱員長期獎勵的一部分。

Management Discussion and Analysis

管理層討論及分析

As at 30 June 2017, the Group had 261 employees (30 June 2016: 255 employees). Total staff costs for the Period amounted to approximately HK\$44.9 million (six months ended 30 June 2016: HK\$118.8 million), which comprised (i) directors' remuneration of approximately HK\$2.9 million (six months ended 30 June 2016: HK\$11.3 million) and (ii) staff costs (other than directors' remuneration) of approximately HK\$42.0 million (six months ended 30 June 2016: HK\$107.5 million). Decrease in total staff costs was mainly due to the share-based payments of approximately HK\$69.2 million from the grant of share options to employees and a director during the six months ended 30 June 2016.

Property Valuation

The Group's investment properties located in the USA and the PRC were revalued as at 30 June 2017 by independent qualified professional valuers, Los Angeles Valuation Group, Inc. and Cushman & Wakefield respectively. The valuations were based on income capitalisation approach and residual method by making reference to comparable market information as available in the relevant markets.

For investment properties under development, the valuation has also taken into account the construction costs expended and to be expended to complete the development.

The Group's investment properties were valued at approximately HK\$4,119.5 million as at 30 June 2017 (31 December 2016: HK\$2,968.7 million), an increase in fair value of approximately HK\$182.9 million (Year ended 31 December 2016: HK\$99.9 million) was recognised in the condensed consolidated statement of profit or loss and other comprehensive income for the Period.

於二零一七年六月三十日，本集團共有261名僱員（二零一六年六月三十日：255名僱員）。本期間之總員工成本約4,490萬港元（截至二零一六年六月三十日止六個月：1億1,880萬港元），當中包括(i)董事薪酬約290萬港元（截至二零一六年六月三十日止六個月：1,130萬港元）及(ii)不包括董事酬金的員工成本約4,200萬港元（截至二零一六年六月三十日止六個月：1億750萬港元）。總員工成本減少主要由於截至二零一六年六月三十日止六個月授予僱員及一名董事購股權而產生約6,920萬港元以股份為基礎的付款所致。

物業估值

本集團於美國和中國的投資物業於二零一七年六月三十日分別由獨立合資格專業估值師Los Angeles Valuation Group, Inc.及戴德梁行進行重新估值。估值根據收入資本化法及剩餘法參考相關市場可得的可供比較市場資料而定。

就發展中投資物業而言，估值亦已考慮為完成開發已支付及將支付的建築成本。

本集團投資物業於二零一七年六月三十日之估值為41億1,950萬港元（二零一六年十二月三十一日：29億6,870萬港元），而公平值增加1億8,290萬港元（截至二零一六年十二月三十一日止年度：9,990萬港元）已於本期間之簡明綜合損益及其他全面收益表中確認。





Other Information 其他資料

Directors' and Chief Executives' Interests in the Securities of the Company and Associated Corporations

As at 30 June 2017, the following Directors or chief executives of the Company had interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) as recorded in the register kept by the Company under section 352 of the SFO, or as otherwise notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers contained in Appendix 10 (the "Model Code") to the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules"):

董事及最高行政人員於本公司及相聯法團之證券權益

於二零一七年六月三十日，以下董事或本公司最高行政人員於本公司或其任何相聯法團(定義見證券及期貨條例(「證券及期貨條例」)第XV部)之股份、相關股份或債券中擁有根據證券及期貨條例第352條須置存之登記冊所載錄或根據香港聯合交易所有限公司(「聯交所」)證券上市規則(「上市規則」)附錄十所載《上市發行人董事進行證券交易的標準守則》(「標準守則」)須另行知會本公司及聯交所之權益或淡倉：

Name 姓名	Number of Shares (ordinary Shares) or underlying Shares 股份(普通股)或 相關股份數目	Capacity 身份	Percentage of total number of Shares in issue 佔已發行股份 總數之百分比 (approximately) (概約)
Mr. Yang Longfei (Note 1) 楊龍飛先生(附註1)	254,055,888 (L)	Interest of Controlled Corporation 受控法團權益	75%
Mr. Yang Shao Xing Max (Note 2) 楊少星先生(附註2)	3,387,659 (L)	Beneficial Owner 實益擁有人	1%
(L): Long position		(L): 好倉	
Notes:		附註:	
1. The 254,055,888 shares of the Company held by China Lerthai Commercial Real Estate Holdings Limited ("China Lerthai"), and Mr. Yang Longfei beneficially owns the entire issued share capital of China Lerthai. By virtue of the SFO, Mr. Yang Longfei is deemed to be interested in the 254,055,888 shares of the Company held by China Lerthai.		1. 本公司254,055,888股股份由中國勒泰商業地產控股有限公司(「中國勒泰」)持有，而楊龍飛先生實益擁有中國勒泰之全部已發行股本。根據證券及期貨條例，楊龍飛先生被視為於中國勒泰所持有的本公司254,055,888股股份中擁有權益。	
2. The 3,387,659 shares represent the share options granted by the Company on 16 May 2016 under the Share Option Scheme.		2. 3,387,659股股份代表本公司於二零一六年五月十六日根據購股權計劃授出的購股權。	

Other Information 其他資料

Save as disclosed above, none of the Directors or chief executives of the Company had or was deemed to have any interests or short position in the shares, underlying shares or debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO) which were required to be recorded in the register required to be kept under section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

During the Period, none of the Directors or chief executives of the Company, nor their spouses or children under the age of 18 years, were granted or had exercised any right to subscribe for any securities of the Company or its associated corporations.

Substantial Shareholders' Interests in the Securities of the Company

As at 30 June 2017, so far as are known to any Director or chief executive of the Company, the following parties (other than a Director or chief executive of the Company) were recorded in the register kept by the Company under section 336 of the SFO, or as otherwise notified to the Company, as being directly or indirectly interested or deemed to be interested in 5% or more of the issued share capital of the Company:

除上文披露外，概無董事或本公司最高行政人員於本公司或其任何相聯法團(定義見證券及期貨條例第XV部)之股份、相關股份或債券中擁有或視為擁有任何根據證券及期貨條例第352條須置存之登記冊所載錄或根據標準守則須另行知會本公司及聯交所之權益或淡倉。

本期間內，董事或本公司最高行政人員以及彼等之配偶或十八歲以下子女概無獲授或已行使任何以認購本公司或其相聯法團任何證券之權利。

主要股東於本公司之證券權益

於二零一七年六月三十日，就董事或本公司最高行政人員所知悉，本公司根據證券及期貨條例第336條須置存之登記冊所載錄或另行知會本公司，直接或間接擁有或被視為擁有本公司已發行股本5%或以上權益之人士(董事或本公司最高行政人員除外)如下：

Name 名稱	Number of Shares (ordinary Shares) or underlying Shares 股份(普通股)或 相關股份數目	Capacity 身份	Percentage of total number of Shares in issue 佔已發行股份 總數之百分比 (approximately) (概約)
China Lerthai Commercial Real Estate Holdings Limited (Note 1) 中國勒泰商業地產控股有限公司(附註1)	254,055,888 (L)	Beneficial owner 實益擁有人	75%
Fantastic Stargaze Limited (Note 2) Fantastic Stargaze Limited(附註2)	30,000,000 (L)	Beneficial owner 實益擁有人	8.86%
	254,055,888 (L)	Security interest 抵押權益	75%
Peace Winner Limited (Note 3) Peace Winner Limited(附註3)	30,000,000 (L)	Beneficial owner 實益擁有人	8.86%
	254,055,888 (L)	Security interest 抵押權益	75%

Other Information
其他資料

Name 名稱	Number of Shares (ordinary Shares) or underlying Shares 股份(普通股)或 相關股份數目	Capacity 身份	Percentage of total number of Shares in issue 佔已發行股份 總數之百分比 (approximately) (概約)
Huarong Overseas Investment Holdings Co., Limited (Note 4) 中國華融海外投資控股有限公司(附註4)	30,000,000 (L)	Beneficial owner	8.86%
	254,055,888 (L)	實益擁有人 Security interest 抵押權益	75%
華融華僑資產管理股份有限公司 (Note 5) 華融華僑資產管理股份有限公司(附註5)	30,000,000 (L)	Beneficial owner	8.86%
	254,055,888 (L)	實益擁有人 Security interest 抵押權益	75%
華融致遠投資管理有限責任公司 (Note 6) 華融致遠投資管理有限責任公司(附註6)	30,000,000 (L)	Beneficial owner	8.86%
	254,055,888 (L)	實益擁有人 Security interest 抵押權益	75%
China Huarong Asset Management Co., Ltd. (Note 7) 中國華融資產管理股份有限公司(附註7)	30,000,000 (L)	Beneficial Interest held by controlled corporation	8.86%
	254,055,888 (L)	受控法團持有之實益權益 Security interest held by controlled corporation 受控法團持有之抵押權益	75%
Ministry of Finance of the People's Republic of China (Note 8) 中華人民共和國財政部(附註8)	30,000,000 (L)	Beneficial owner	8.86%
	254,055,888 (L)	實益擁有人 Security interest 抵押權益	75%
廣東錦峰集團有限公司 (Note 9) 廣東錦峰集團有限公司(附註9)	30,000,000 (L)	Beneficial owner	8.86%
	254,055,888 (L)	實益擁有人 Security interest 抵押權益	75%
Hong Kong Kam Fung Group Company Limited (Note 10) 香港錦峰集團有限公司(附註10)	30,000,000 (L)	Beneficial owner	8.86%
	254,055,888 (L)	實益擁有人 Security interest 抵押權益	75%
Sun Siu Ki (Note 11) 孫少杰(附註11)	30,000,000 (L)	Beneficial owner	8.86%
	254,055,888 (L)	實益擁有人 Security interest 抵押權益	75%

Other Information 其他資料

Notes:

- Note 1: As at 30 June 2017, China Lerthai is wholly-owned by Mr. Yang Longfei, the chairman, chief executive officer and executive Director of the Company.
- Note 2: As at 30 June 2017, China Lerthai has provided a first priority share charge in respect of the 254,055,888 shares of the Company held by it in favour of Fantastic Stargaze Limited, a subsidiary of China Huarong Asset Management Co. Ltd., to secure the payment obligations under the convertible bonds in the principal amount of HK\$450 million issued by the Company. Fantastic Stargaze Limited is the holder of convertible bonds of the Company in the principal amount of HK\$450 million convertible into 30,000,000 shares of the Company. Please refer to the announcement of the Company dated 22 January 2017 for further details.
- Note 3: As at 30 June 2017, Peace Winner Limited is a wholly-owned subsidiary of Huarong Overseas Investment Holdings Co., Limited.
- Note 4: As at 30 June 2017, Fantastic Stargaze Limited is a wholly-owned subsidiary of Huarong Overseas Investment Holdings Co., Limited.
- Note 5: As at 30 June 2017, Huarong Overseas Investment Holdings Co., Limited is a wholly-owned subsidiary of 華融華僑資產管理股份有限公司.
- Note 6: As at 30 June 2017, 華融致遠投資管理有限責任公司 is interested in 51% of equity interests in 華融華僑資產管理股份有限公司.
- Note 7: As at 30 June 2017, 華融致遠投資管理有限責任公司 is a wholly-owned subsidiary of China Huarong Asset Management Co. Ltd.
- Note 8: As at 30 June 2017, Ministry of Finance of the People's Republic of China is interested in 67.75% of equity interests in China Huarong Asset Management Co. Ltd.
- Note 9: As at 30 June 2017, 廣東錦峰集團有限公司 is interested in 40% of equity interests in 華融華僑資產管理股份有限公司.
- Note 10: As at 30 June 2017, 廣東錦峰集團有限公司 is a wholly-owned subsidiary of Hong Kong Kam Fung Group Company Limited.
- Note 11: As at 30 June 2017, 香港錦峰集團有限公司 is wholly-owned by Sun Siu Ki.

Save as disclosed above, as at 30 June 2017, the Company had not been notified by any persons (other than Directors or chief executives of the Company) who had interests or short positions in the shares, underlying shares and debentures of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO or which were recorded in the register required to be kept by the Company under section 336 of the SFO.

Share Option Scheme

On 22 August 2014, the Company adopted the Share Option Scheme, pursuant to which the Board may, at its discretion, grant options to any Directors and any employee of the Company or the Group, who, in the absolute opinion of the Board, have contributed or will contribute to the Company or the Group.

附註：

- 附註1：於二零一七年六月三十日，中國勒泰由本公司主席、行政總裁兼執行董事楊龍飛先生全資擁有。
- 附註2：於二零一七年六月三十日，中國勒泰已就其持有的254,055,888股本公司股份向中國華融資產管理股份有限公司的附屬公司Fantastic Stargaze Limited提供絕對優先權股份押記，以為由本公司發行本金額為4億5,000萬港元的可換股債券項下的付款責任提供抵押。Fantastic Stargaze Limited是本金額為4億5,000萬港元之可換股債券(可轉換為30,000,000股本公司股份)之持有人。更多詳情請參閱本公司日期為二零一七年一月二十二日之公告。
- 附註3：於二零一七年六月三十日，Peace Winner Limited為中國華融海外投資控股有限公司之全資附屬公司。
- 附註4：於二零一七年六月三十日，Fantastic Stargaze Limited為中國華融海外投資控股有限公司之全資附屬公司。
- 附註5：於二零一七年六月三十日，中國華融海外投資控股有限公司為華融華僑資產管理股份有限公司之全資附屬公司。
- 附註6：於二零一七年六月三十日，華融致遠投資管理有限責任公司擁有華融華僑資產管理股份有限公司51%股權之權益。
- 附註7：於二零一七年六月三十日，華融致遠投資管理有限責任公司為中國華融資產管理股份有限公司之全資附屬公司。
- 附註8：於二零一七年六月三十日，中華人民共和國財政部擁有中國華融資產管理股份有限公司67.75%股權之權益。
- 附註9：於二零一七年六月三十日，廣東錦峰集團有限公司擁有華融華僑資產管理股份有限公司40%股權之權益。
- 附註10：於二零一七年六月三十日，廣東錦峰集團有限公司為香港錦峰集團有限公司之全資附屬公司。
- 附註11：於二零一七年六月三十日，香港錦峰集團有限公司由孫少杰全資擁有。

除上文披露外，於二零一七年六月三十日，概無任何人士(董事或本公司最高行政人員除外)曾知會本公司其於本公司股份、相關股份及債券中擁有根據證券及期貨條例第XV部第2及第3分部之條文須向本公司披露或記載於本公司根據證券及期貨條例第336條須置存之登記冊內的權益或淡倉。

購股權計劃

於二零一四年八月二十二日，本公司採納購股權計劃。據此，董事會可酌情向其全權認為對本公司或本集團作出或將作出貢獻之本公司或本集團任何董事及任何僱員授予購股權。

The purpose of the Share Option Scheme is to provide all Directors (whether executive or non-executive and whether independent or not) and any employee (whether fulltime or part-time) of the Company or the Group (whether on an employment or contractual or honorary basis and whether paid or unpaid), who, in the absolute opinion of the Board, have contributed or will contribute to the Company or the Group (the “Participants”) with an opportunity to obtain an equity interest in the Company, thus linking their interests with the interests of the Group and thereby providing them with an incentive to work better for the interests of the Group. Unless otherwise determined by the Board in the relevant offer letter to a grantee, there is no minimum period for which any option must be held before it can be exercised and no performance target which needs to be achieved by a grantee before the options can be exercised. Under the Share Option Scheme, the Board will have absolute discretion in determining the subscription price (subject to the Listing Rules) in respect of any Option. The Board is of the view that the flexibility given to the Board will place the Group in a better position to reward the Participants and retain human resources that are valuable to the growth and development of the Group as a whole.

The subscription price shall be such price determined by the Board in its absolute discretion and notified to the Participant in the offer and shall be at least the higher of (i) the closing price of a share as stated in the daily quotations sheet issued by the Stock Exchange on the date of offer of the grant; and (ii) the average closing price of the shares as stated in the daily quotations sheets issued by the Stock Exchange for the five business days immediately preceding the date of offer of the grant.

The consideration payable for acceptance of the option by each Participant is HK\$1.00. If the Participant does not accept such grant of option pursuant to the procedures specified in the respective offer letter or notice within the stipulated time frame, such option shall be regarded as unaccepted and lapsed.

Based on the 338,765,987 shares in issue as at the date of adoption of the Share Option Scheme, the maximum number of shares to be issued upon the exercise of options that may be granted under the Share Option Scheme are 33,876,598 shares, being 10% of the shares in issue.

購股權計劃旨在為董事會全權認為對本公司或本集團作出或將作出貢獻之本公司或本集團所有董事（無論為執行或非執行及無論為獨立或非獨立）及任何僱員（無論為全職或兼職）（無論為聘用或合約或榮譽基準，亦無論是否受薪）（「參與者」）提供獲得本公司股本權益之機會，通過將個人權益與本集團權益掛鈎，繼而激勵彼等更好地為本集團權益服務。除非董事會於寄予承授人之相關要約函件另有界定，任何購股權在其可予行使前毋須持有最短期限，且承授人無需於購股權可予行使前達到任何表現目標。根據購股權計劃，董事會將擁有絕對酌情權釐定任何購股權之認購價（受上市規則所規限）。董事會認為，董事會獲授之靈活性將令本集團得以更好地獎勵參與者並挽留對本集團之整體增長及發展具有寶貴意義之人力資源。

認購價須為董事會全權酌情釐定之有關價格，並於要約時通知參與者，且不低於(i)聯交所於授出要約日期發出之每日報價表所示之股份收市價；及(ii)聯交所於緊接授出要約日期前五個營業日發出之每日報價表所示之股份平均收市價之較高者。

各參與者接納購股權時應付之代價為1.00港元。倘參與者並無在指定時限內按照相關要約函件或通告上列明之程序接納有關授出購股權，則有關購股權須被視為不獲接納且失效。

根據於購股權計劃採納日期已發行之338,765,987股股份計算，根據購股權計劃可能授出之購股權獲行使而將予發行之股份最高數目為33,876,598股股份，即已發行股份之10%。

Other Information 其他資料

Subject to the obtaining of Shareholders' approval with respect to the adoption of the Share Option Scheme, pursuant to Rule 17.03 of the Listing Rules, the total number of shares which may be issued upon the exercise of all options to be granted under the Share Option Scheme must not, in aggregate, exceed 10% of the shares in issue as at the date of approval of the Share Option Scheme. The Board shall not grant any options which would result in the maximum aggregate number of shares which may be issued upon exercise of all outstanding options granted but yet to be exercised under the Share Option Scheme and any other share option schemes adopted by the Company exceeding, in aggregate, 30% of the shares in issue from time to time.

The total number of shares issued and to be issued upon exercise of the options granted under the Share Option Scheme and any other share option schemes of the Company to each Participant (including both exercised and outstanding options) in any 12-month period shall not exceed 1% of the total number of shares in issue (the "Individual Limit"). Any further grant of options to a Participant which would result in the shares issued and to be issued upon exercise of all options granted and to be granted to such Participant (including exercised, cancelled and outstanding options) in the 12-month period up to and including the date of such further grant exceeding the Individual Limit shall be subject to approval of the Shareholders in general meeting with such Participant and his close associates (or his associates if such Participant is a connected person) abstaining from voting.

An option may be exercised in accordance with the terms of the Share Option Scheme at any time during a period as the Board may determine which shall not exceed 10 years from the date of grant subject to the provisions of early termination thereof.

The Share Option Scheme will remain in force for a period of 10 years commencing from 22 August 2014, the date of adoption of the Share Option Scheme.

待取得股東就採納購股權計劃之批准後，按照上市規則第17.03條，根據購股權計劃將授出之所有購股權獲行使而可能發行之股份總數，合共不得超過本公司於批准購股權計劃當日已發行股份之10%。董事會不得授出任何購股權，導致根據購股權計劃及本公司採納之任何其他購股權計劃已授出但尚未行使之所有購股權獲行使而可能發行之股份最高數目合共超過不時已發行股份之30%。

於任何12個月期間，根據本公司購股權計劃及任何其他購股權計劃向各參與者授出之購股權(包括已行使及尚未行使購股權)獲行使而發行及將予發行之股份總數，不得超過已發行股份總數之1%(「個人上限」)。如向某參與者進一步授出購股權，將導致於直至及包括該次進一步授出購股權當日止12個月期間，向及將向該參與者授出之全部購股權(包括已行使、已註銷及尚未行使購股權)獲行使而發行及將予發行之股份超過個人上限，則須經股東於股東大會上批准，而該參與者及其緊密聯繫人(或倘該參與者為關連人士，則其聯繫人)須於該股東大會上放棄投票。

購股權可於董事會可能釐定而不得超過授出日期起計十年期間內，在有關提前終止條文之規限下隨時根據購股權計劃之條款行使。

購股權計劃有效日期由二零一四年八月二十二日購股權計劃採納日期起計十年。

The following shows the outstanding position of the Director and the other employees of the Company as at 30 June 2017 with respect to their share options granted under both the Share Option Scheme.

以下顯示董事及本公司其他僱員根據購股權計劃獲授購股權於二零一七年六月三十日尚未行使的狀況。

Name or category of grantees	Date of grant of share options	Exercise Price	Exercise Period	Number of share options 購股權數目					
				Balance as at 01.01.2017 二零一七年一月一日之結餘	Granted during the Period 期內已授出	Exercised during the Period 期內已行使	Lapsed during the Period 期內已失效	Cancelled during the Period 期內已註銷	Balance as at 30.06.2017 二零一七年六月三十日之結餘
Director									
Yang Shao Xing Max	16 May 2016 (Note)	4.11	16 May 2016 to 15 May 2026	3,387,659	-	-	-	-	3,387,659
董事									
楊少星先生	二零一六年五月十六日(附註)		二零一六年五月十六日至二零二六年五月十五日						
Other Employees									
In aggregate	16 May 2016 (Note)	4.11	16 May 2016 to 15 May 2026	30,488,931	-	-	-	-	30,488,931
其他僱員									
總計	二零一六年五月十六日(附註)		二零一六年五月十六日至二零二六年五月十五日						
Total				33,876,590	-	-	-	-	33,876,590
合共									

Note: The closing price of the shares immediately before 16 May 2016, on which those options were granted, was HK\$4.11.

附註：緊接二零一六年五月十六日前的股份收市價為4.11港元，有關購股權於該日授出。

Purchase, Sale or Redemption of the Company's Listed Securities

During the Period, neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's listed securities.

購買、出售或贖回本公司之上市證券

本期間內，本公司或其任何附屬公司並無購買、出售或贖回本公司之任何上市證券。

Review by Audit Committee

The audit committee of the Company (the "Audit Committee"), which comprised all the independent non-executive Directors has reviewed with management of the accounting policies adopted by the Group, the risk management and internal control systems, the effectiveness of the internal audit function and the unaudited condensed consolidated financial statements for the Period.

經審核委員會審閱

由所有獨立非執行董事組成之本公司審核委員會(「審核委員會」)與管理層已就本集團採納之會計政策、風險管理及內部監控系統、內部審核職能成效，以及本期間之未經審核簡明綜合財務報表進行審閱。

Other Information 其他資料

Corporate Governance

The Company is committed to maintain high standards of corporate governance in order to ensure high transparency and protection of interests of the shareholders and the Company as a whole. The Company has adopted the code provisions and certain recommended best practices (with amendments from time to time) as set out in the Corporate Governance Code and Corporate Governance Report (the “CG Code”) under Appendix 14 to the Listing Rules.

Upon review of the corporate governance practice of the Company, the Board believed that the Company has applied the principles in the CG Code and complied with the code provisions of the CG Code during the Period. None of the Directors was aware of any information that would reasonably indicate that the Company was during the Period in compliant with the code provisions of the CG Code, except for the deviations as follows:

Under code provision A.2.1 of the CG Code, the roles of chairman and chief executive should be separate and should not be performed by the same individual. Mr. Yang Longfei was appointed as the chairman (the “Chairman”) and the chief executive officer of the Company (the “CEO”) on 28 February 2013 and 20 March 2014 respectively. The Group therefore did not separate the roles of the Chairman and the CEO. The Board considered that Mr. Yang Longfei had in-depth knowledge and experience in the property investment and development industry and was the most appropriate person to manage the Group, therefore, the roles of Chairman and CEO by the same individual, Mr. Yang Longfei, was beneficial to the business prospects and management of the Group.

Under Rule 3.10(1) and Rule 3.21 of the Listing Rules, every board of directors of a listed issuer must include at least three independent non-executive directors and the audit committee of every listed issuer must comprise a minimum of three members. After Mr. Fan Chun Wah Andrew’s resignation on 1 January 2017 and before Mr. Hung Ka Hai Clement’s appointment on 24 February 2017 as the independent non-executive director, the Board and audit committee of the Company comprised only two independent non-executive directors.

Save as the above, to the best knowledge of the Board, the Company had complied with the code provisions in the CG Code during the Period.

企業管治

本公司致力維持高水平之企業管治，以確保本公司具有高透明度以及保障股東及本公司之整體利益。本公司已採納上市規則附錄14之企業管治守則及企業管治報告（「企管守則」）所載之守則條文及若干建議最佳常規（因應不時之修訂）。

經檢討本公司之企業管治常規後，董事會相信本公司已於本期間內應用企管守則內之原則並已遵守企管守則之守則條文。董事概不知悉有任何資料可合理顯示本公司於本期間內並無遵守企管守則之守則條文，惟以下偏離者除外：

根據企管守則之守則條文第A.2.1條，主席與行政總裁的角色應有區分，並不應由一人同時兼任。楊龍飛先生分別於二零一三年二月二十八日及二零一四年三月二十日獲委任為本公司主席（「主席」）及行政總裁（「行政總裁」），因此，本集團並無區分主席及行政總裁之角色。董事會認為，楊龍飛先生於物業投資及開發行業擁有豐富知識及經驗，乃管理本集團之最合適人選。因此，主席及行政總裁由楊龍飛先生一人兼任，有利於本集團的業務前景及管理。

根據上市規則第3.10(1)及第3.21條，上市發行人的董事會必須包括至少三名獨立非執行董事，而每名上市發行人的審核委員會至少要有三名成員。於范駿華先生於二零一七年一月一日辭任後及洪嘉禧先生於二零一七年二月二十四日獲委任為獨立非執行董事前期間，董事會及本公司審核委員會僅有兩名獨立非執行董事。

除上述者外，據董事會深知，本公司於本期間已遵行企管守則的守則條文。

Model Code for Securities Transactions

The Company has adopted the Model Code as a code of conduct regarding securities transactions by the Directors. Having made specific enquiry of all Directors, all Directors confirmed that they have complied with the required standard set out in the Model Code throughout the Period.

Disclosure of Change of Information of Directors under Rules 13.51(2) and 13.51B(1) of the Listing Rules

Pursuant to Rule 13.51B(1) of the Listing Rules, the change of information on the Directors are as follows:

Mr. Fan Chun Wah Andrew

- was resigned as the independent non-executive director of the Company on 1 January 2017

Mr. Hung Ka Hai Clement

- was appointed as the independent non-executive director of the Company on 24 February 2017, re-designated to the non-executive director of the Company on 3 March 2017 and re-designated to the independent non-executive director of the Company on 30 June 2017
- was appointed as the managing director of Titan Global Finance Limited on 4 May 2017
- was appointed as an independent non-executive director of Sheng Ye Capital Limited (Stock Code: 8469) on 19 June 2017
- was appointed as the supervisor of China Guangfa Bank on 1 August 2017

Mr. Lo Wai Hung

- was appointed as the independent non-executive director of the Company on 3 March 2017

Ms. Dai Hui

- was resigned as the non-executive director of the Company on 17 July 2017

證券交易之標準守則

本公司已採納標準守則作為董事進行證券交易之操守準則。本公司在向所有董事作出具體查詢後，所有董事確認彼等於本期間內一直遵守標準守則載列之所需標準。

按上市規則第13.51(2)及第13.51B(1)條規定就董事資料變動之披露

根據上市規則第13.51B(1)條，有關董事之資料變動如下：

范駿華先生

- 於二零一七年一月一日辭任本公司獨立非執行董事

洪嘉禧先生

- 於二零一七年二月二十四日獲委任為本公司獨立非執行董事，於二零一七年三月三日調任為本公司非執行董事及於二零一七年六月三十日調任為本公司獨立非執行董事
- 於二零一七年五月四日獲委任為天泰環球金融有限公司的董事總經理
- 於二零一七年六月十九日獲委任為盛業資本有限公司(股份代號：8469)獨立非執行董事
- 獲委任為廣發銀行股份有限公司監事，自二零一七年八月一日生效

盧偉雄先生

- 於二零一七年三月三日獲委任為本公司獨立非執行董事

戴輝女士

- 於二零一七年七月十七日辭任本公司非執行董事

Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income 簡明綜合損益及其他全面收益報表

For the six months ended 30 June 2017 截至二零一七年六月三十日止六個月

		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 (Unaudited) (未經審核)	2016 二零一六年 HK\$'000 千港元 (Unaudited) (未經審核)
		NOTES 附註	
Continuing operations	持續經營業務		
Revenue	收益	3	896,126
Cost of sales	銷售成本		(754,745)
Gross profit	毛利		141,381
Other income, gains and losses	其他收入、收益及虧損	4	3,785
Share-based payments	以股份為基礎的付款		–
Increase in fair value of investment properties	投資物業公平值增加		182,851
Selling and marketing expenses	銷售及市場營銷支出		(20,633)
Administrative expenses	行政開支		(66,485)
Share of loss of a joint venture	分佔一間合資公司虧損		–
Finance costs	財務費用		(61,342)
Profit (loss) before taxation	除稅前溢利(虧損)	5	179,557
Income tax expense	所得稅開支	6	(96,543)
Profit (loss) for the period attributable to owners of the Company	本公司擁有人應佔本期間溢利(虧損)		83,014
Other comprehensive expense	其他全面開支		
<i>Item that will not be reclassified subsequently to profit or loss:</i>	<i>其後不會重新分類至損益之項目：</i>		
Exchange differences arising from translation of functional currency to presentation currency	由功能貨幣換算為呈報貨幣產生之匯兌差額		(9,117)
<i>Items that may be reclassified subsequently to profit or loss:</i>	<i>其後可能重新分類至損益之項目：</i>		
Exchange differences arising from translation of foreign operations	換算海外業務產生之匯兌差額		–
Other comprehensive expense for the period	本期間其他全面開支		(9,117)
Total comprehensive income (expense) for the period attributable to owners of the Company	本公司擁有人應佔本期間全面收入(開支)總額		73,897
Earnings (loss) per share (HK cents)	每股盈利(虧損)(港仙)		
Basic	基本	7	24.50
Diluted	攤薄		24.50

Condensed Consolidated Statement of Financial Position

簡明綜合財務狀況報表

At 30 June 2017 於二零一七年六月三十日

		NOTES 附註	30 June 2017 二零一七年 六月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	31 December 2016 二零一六年 十二月三十一日 HK\$'000 千港元 (Audited) (經審核)
Non-current assets	非流動資產			
Investment properties	投資物業	9	4,119,536	2,968,666
Property, plant and equipment	物業、廠房及設備		10,347	8,621
Pledged bank deposits	已抵押銀行存款		55,717	17,323
Deferred tax assets	遞延稅項資產		6,528	22,931
Other non-current assets	其他非流動資產		3,300	3,300
			4,195,428	3,020,841
Current assets	流動資產			
Properties under development for sales	開發中待售物業		2,705,138	3,413,157
Properties held for sales	持作出售物業		47,968	-
Trade and other receivables, deposits and prepayments	貿易及其他應收賬款、按金 及預付款項	10	711,759	650,874
Restricted bank balances	受限制銀行結餘		41,263	32,093
Pledged bank deposits	已抵押銀行存款		-	12,944
Bank balances	銀行結餘		163,538	51,818
			3,669,666	4,160,886
Current liabilities	流動負債			
Trade and other payables and accruals	貿易及其他應付賬款 及應計款項	11	2,697,361	2,223,745
Deposits received from sales of properties	出售物業之已收取按金		940,269	1,278,801
Amounts due to related companies	應付關聯公司款項	12	2,826	2,788
Tax payable	應付稅項		4,943	4,943
Convertible bonds	可換股債券	13	61,805	444,518
Bank and other borrowings	銀行及其他借款	14	495,713	384,168
Senior notes	優先票據		184,342	180,983
			4,387,259	4,519,946
Net current liabilities	流動負債淨值		(717,593)	(359,060)
Total assets less current liabilities	資產總額減流動負債		3,477,835	2,661,781
Capital and reserves	資本及儲備			
Share capital	股本	15	498,548	498,548
Reserves	儲備		(203,695)	(277,592)
Total equity attributable to owners of the Company	本公司擁有人應佔股本權益 總額		294,853	220,956

Condensed Consolidated Statement of Financial Position
簡明綜合財務狀況報表

At 30 June 2017 於二零一七年六月三十日

			30 June 2017 二零一七年 六月三十日	31 December 2016 二零一六年 十二月三十一日
		NOTES 附註	HK\$'000 千港元 (Unaudited) (未經審核)	HK\$'000 千港元 (Audited) (經審核)
Non-current liabilities	非流動負債			
Rental deposits received	已收取租金按金		971	677
Bank and other borrowings	銀行及其他借款	14	2,168,469	2,037,182
Convertible bonds	可換股債券	13	390,273	-
Bonds	債券		40,320	38,660
Senior notes	優先票據		94,151	90,309
Loan from a related company	來自一間關聯公司貸款	16	373,572	212,881
Deferred tax liabilities	遞延稅項負債		115,226	61,116
			3,182,982	2,440,825
			3,477,835	2,661,781

Condensed Consolidated Statement of Changes in Equity 簡明綜合股本權益變動表

For the six months ended 30 June 2017 截至二零一七年六月三十日止六個月

		Attributable to owners of the Company 本公司擁有人應佔				Total 總額 HK\$'000 千港元
		Share capital 股本 HK\$'000 千港元	Share option reserve 購股權 儲備 HK\$'000 千港元	Exchange reserve 匯兌儲備 HK\$'000 千港元	Retained profits (Accumulated losses) 保留溢利 (累計虧損) HK\$'000 千港元	
At 1 January 2016 (Audited)	於二零一六年一月一日(經審核)	498,548	-	(39,228)	(20,911)	438,409
Loss for the period	本期間虧損	-	-	-	(107,343)	(107,343)
Other comprehensive expense for the period	本期間其他全面開支	-	-	(23,014)	-	(23,014)
Total comprehensive expense for the period	本期間全面開支總額	-	-	(23,014)	(107,343)	(130,357)
Recognition of share-based payments	確認以股份為基礎之付款	-	69,242	-	-	69,242
At 30 June 2016 (Unaudited)	於二零一六年六月三十日(未經審核)	498,548	69,242	(62,242)	(128,254)	377,294
At 1 January 2017 (Audited)	於二零一七年一月一日(經審核)	498,548	69,242	(85,677)	(261,157)	220,956
Profit for the period	本期間溢利	-	-	-	83,014	83,014
Other comprehensive expense for the period	本期間其他全面開支	-	-	(9,117)	-	(9,117)
Total comprehensive (expense) income for the period	本期間全面(開支)收益總額	-	-	(9,117)	83,014	73,897
At 30 June 2017 (Unaudited)	於二零一七年六月三十日(未經審核)	498,548	69,242	(94,794)	(178,143)	294,853

Condensed Consolidated Statement of Cash Flows 簡明綜合現金流量表

For the six months ended 30 June 2017 截至二零一七年六月三十日止六個月

		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 (Unaudited) (未經審核)	2016 二零一六年 HK\$'000 千港元 (Unaudited) (未經審核)
Net cash from (used in) operating activities	來自(用於)經營業務之現金淨額	718,425	(51,317)
Net cash used in investing activities	用於投資業務之現金淨額		
Interest received	已收利息	433	157
Additions to investment properties	投資物業增加	(786,642)	(378,217)
Additions to property, plant and equipment	物業、廠房及設備之添置	(3,532)	(1,122)
Net cash inflow on acquisition of a subsidiary	收購一家附屬公司現金流入淨額	–	1,140
Placement of pledged bank deposits	存置已抵押銀行存款	(37,562)	(7,048)
Release of pledged bank deposits	解除已抵押銀行存款	12,944	–
Placement of restricted bank balance	存置受限制銀行結餘	(34,624)	(5,415)
Release of restricted bank balance	解除受限制銀行結餘	26,689	48,251
		(822,294)	(342,254)
Net cash from financing activities	來自融資業務之現金淨額		
New bank and other borrowings raised	新籌集銀行及其他借款款項	231,702	740,939
Repayment of bank loans	償還銀行貸款	(76,156)	(29,313)
Advance of loan from related companies	關聯公司借款之墊款	443,765	305,976
Repayment of loan from related companies	償還關聯公司的貸款	(296,475)	(520,928)
Repayment of convertible bonds	償還可換股債券	(385,000)	(55,000)
Net proceeds on issuance of convertible bonds	發行可換股債券之所得款項淨額	439,030	–
Interest paid	已付利息	(131,476)	(60,220)
		225,390	381,454
Net increase (decrease) in cash and cash equivalents	現金及現金等值項目增加(減少)淨額	121,521	(12,117)
Cash and cash equivalents at 1 January	於一月一日之現金及現金等值項目	51,818	71,980
Effect of foreign exchange rate changes	外匯匯率變動之影響	(9,801)	(11,056)
Cash and cash equivalents at 30 June represented by	於六月三十日之現金及現金等值項目 以下列呈列		
Bank balances	銀行結餘	163,538	48,807

Notes to the Condensed Consolidated Financial Statements 簡明綜合財務報表附註

For the six months ended 30 June 2017 截至二零一七年六月三十日止六個月

1. BASIS OF PREPARATION

The condensed consolidated financial statements have been prepared in accordance with Hong Kong Accounting Standard 34 “Interim Financial Reporting” issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) as well as with the applicable disclosure requirements of Appendix 16 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“HKSE”).

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

The Company has delivered the financial statements for the year ended 31 December 2016 to the Registrar of Companies as required by section 662(3) of, and Part 3 of Schedule 6, to the Hong Kong Companies Ordinance (Cap. 622) (the “Companies Ordinance”).

The Company’s auditor has reported on those financial statements. The auditor’s report was unqualified; did not include a reference to any matters to which the auditor drew attention by way of emphasis without qualifying its report; and did not contain a statement under sections 406(2), 407(2) or (3) of the Companies Ordinance.

In preparing the condensed consolidated financial statements, the directors of the Company have given due and careful considerations to the future liquidity of the Group in light of the Group’s current liabilities exceeds current assets by approximately HK\$717,593,000 as at 30 June 2017. The Directors have carefully assessed the Group’s liquidity position. Having taken into account (i) the estimated proceeds from the sales of properties in the next twelve months from the end of the financial period; (ii) the available facilities provided by banks, a financial institution and Mr. Yang Longfei (“Mr Yang”); and (iii) the deposits received from sales of properties of HK\$940,269,000 that do not expect to have a cash outflow impact, the directors of the Company are satisfied that the Group will have sufficient working capital for its present requirements. Accordingly, the condensed consolidated financial statements have been prepared on a going concern basis.

1. 編製基準

簡明綜合財務報表乃根據香港會計師公會（「香港會計師公會」）頒佈之香港會計準則第34號「中期財務報告」之規定以及香港聯合交易所有限公司（「香港聯交所」）證券上市規則附錄16之適用披露規定編製。

儘管作為比較信息被納入該等簡明綜合財務報表與截至二零一六年十二月三十一日止年度有關之財務信息來源於本公司之法定年度綜合財務報表，惟不構成本公司之法定年度綜合財務報表。與該等法定財務報表有關之進一步資料如下：

按照香港公司條例（第622章）（「公司條例」）第662(3)條及附表6第3部之要求，本公司已向香港公司註冊處遞交截至二零一六年十二月三十一日止年度之財務報表。

本公司核數師已就該等財務報表出具報告。該核數師報告並無保留意見；不包含核數師在不出具保留意見的情況下以強調方式提請使用者注意的任何事項；亦不包含根據公司條例第406(2)條或第407(2)或(3)條作出的聲明。

於編製簡明綜合財務報表時，鑒於於二零一七年六月三十日本集團的流動負債超逾流動資產約717,593,000港元，本公司董事已審慎考慮本集團日後之流動資金情況。董事已仔細評估本集團之流動資金狀況。經考慮(i)自財政期末起未來十二個月銷售物業之估計所得款項；(ii)銀行、金融機構及楊龍飛先生（「楊先生」）提供之可用信貸；及(iii)銷售物業之已收按金940,269,000港元預期並無現金流出影響，本公司董事信納本集團將擁有足夠營運資金滿足其現時需求。因此，簡明綜合財務報表乃根據持續經營基準編製。

Notes to the Condensed Consolidated Financial Statements 簡明綜合財務報表附註

For the six months ended 30 June 2017 截至二零一七年六月三十日止六個月

2. PRINCIPAL ACCOUNTING POLICIES

The condensed consolidated financial statements have been prepared on the historical cost basis except for investment properties and certain financial instruments, which are measured at fair values.

The accounting policies and methods of computation used in the condensed consolidated financial statements for the six months ended 30 June 2017 are the same as those followed in the preparation of the Group's consolidated financial statements for the year ended 31 December 2016.

Furthermore, during the current interim period, certain amount of properties under development for sales are transferred to properties held for sales upon the completion of construction. Properties held for sales are stated at the lower of cost and net realisable value. Cost includes the cost of land, development costs attributable to the properties held for sales and other costs that have been incurred in bringing the properties to their existing condition such as finance costs.

In the current interim period, the Group has applied, for the first time, certain amendments to Hong Kong Financial Reporting Standards ("HKFRSs") issued by the HKICPA that are mandatorily effective for the current interim period.

The application of the new amendments to HKFRSs in the current interim period has had no material effect on the amounts reported in these condensed consolidated financial statements and/or disclosures set out in these condensed consolidated financial statements.

2. 主要會計政策

簡明綜合財務報表乃根據歷史成本法編製，惟按公平值計量之投資物業及若干金融工具除外。

截至二零一七年六月三十日止六個月的簡明綜合財務報表所採用之會計政策及計算方法與編製本集團截至二零一六年十二月三十一日止年度之綜合財務報表所依循者相同。

此外，於當前中期期間，開發中待售物業的若干金額乃於工程完工時轉撥至持作出售物業。持作出售物業乃按成本與可變現淨值之較低者列值。成本包括土地成本、持作出售物業應佔開發成本及將物業變至現有狀況所產生的其他成本(如財務費用)。

於當前中期期間，本集團首次應用由香港會計師公會頒佈並於當前中期期間強制生效之香港財務報告準則(「香港財務報告準則」)若干修訂。

於當前中期期間，本集團應用香港財務報告準則之新修訂並無對簡明綜合財務報表所報金額及／或簡明綜合財務報表的披露資料構成重大影響。

Notes to the Condensed Consolidated Financial Statements
簡明綜合財務報表附註

For the six months ended 30 June 2017 截至二零一七年六月三十日止六個月

3. REVENUE AND SEGMENT INFORMATION

During the current interim period, due to the expansion of projects' scale of the Group, the Group has re-identified its operating segments to four core projects: (i) Real estate business in Tangshan, the People's Republic of China ("PRC"); (ii) Real estate business in Handan, the PRC; (iii) Real estate business in West Covina, the United State of America ("USA"); and (iv) Real estate business in Anaheim, the USA. This is based on which internal reports are provided to the chief operating decision maker ("CODM") for the purposes of resource allocation and assessment of segment performance. Following to the change of operating segments reported to CODM, revenue and segment information for the six months ended 30 June 2016 are restated.

The following is an analysis of the Group's revenue and results by reportable and operating segments:

3. 收益及分部資料

於當前中期期間，由於本集團項目規模擴大，本集團已將其經營分部重新確定為四個核心項目：(i) 於中華人民共和國(「中國」)唐山之房地產業務；(ii) 於中國邯鄲之房地產業務；(iii) 於美利堅合眾國(「美國」)西科維納之房地產業務；及(iv) 於美國安納海姆之房地產業務。此乃按照提供內部報告予主要營運決策者(「主要營運決策者」)以進行資源分配及分部表現評估作為基準。於變更向主要營運決策者報告之經營分部後，截至二零一六年六月三十日止六個月的收益及分部資料已予重列。

以下為根據可呈報及經營分部之本集團收益及業績分析：

	Segment revenue six months ended 30 June 分部收益 截至六月三十日止六個月		Segment profit (loss) six months ended 30 June 分部溢利(虧損) 截至六月三十日止六個月	
	2017 二零一七年 HK\$'000 千港元 (Unaudited) (未經審核)	2016 二零一六年 HK\$'000 千港元 (Unaudited) (未經審核) (Restated) (經重列)	2017 二零一七年 HK\$'000 千港元 (Unaudited) (未經審核)	2016 二零一六年 HK\$'000 千港元 (Unaudited) (未經審核) (Restated) (經重列)
Real estate business in Tangshan, the PRC	889,150	–	198,766	106,623
Real estate business in Handan, the PRC	–	–	50,720	(6,990)
Real estate business in West Covina, the USA	6,976	6,260	36,436	1,944
Real estate business in Anaheim, the USA	–	–	(6)	(17,964)
	896,126	6,260	285,916	83,613
Unallocated items				
Other income, gains and losses			3,785	(8,201)
Unallocated corporate expenses, net			(48,802)	(34,663)
Shared-based payments			–	(69,242)
Finance costs			(61,342)	(48,782)
Share of loss of a joint venture			–	(1,108)
Profit (loss) before taxation			179,557	(78,383)

Notes to the Condensed Consolidated Financial Statements
簡明綜合財務報表附註

For the six months ended 30 June 2017 截至二零一七年六月三十日止六個月

3. REVENUE AND SEGMENT INFORMATION (continued)

Segment assets and liabilities

The following is an analysis of the Group's assets and liabilities by reportable and operating segments:

3. 收益及分部資料(續)

分部資產及負債

以下為根據可呈報及經營分部之本集團資產及負債分析：

		30 June 2017 二零一七年 六月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	31 December 2016 二零一六年 十二月三十一日 HK\$'000 千港元 (Audited) (經審核) (Restated) (經重列)
Segment assets	分部資產		
Real estate business in Tangshan, the PRC	於中國唐山之房地產業務	3,794,740	3,867,137
Real estate business in Handan, the PRC	於中國邯鄲之房地產業務	3,542,124	2,823,217
Real estate business in West Covina, the USA	於美國西科維納之房地產業務	221,160	189,870
Real estate business in Anaheim, the USA	於美國安納海姆之房地產業務	230,341	227,485
Total segment assets	分部資產總額	7,788,365	7,107,709
Deferred tax assets	遞延稅項資產	6,528	22,931
Pledged bank deposits	已抵押銀行存款	34,580	12,944
Bank balances	銀行結餘	16,226	19,701
Unallocated corporate assets	未分配企業資產	19,395	18,442
Consolidated total assets	綜合總資產	7,865,094	7,181,727

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3. REVENUE AND SEGMENT INFORMATION (continued)

3. 收益及分部資料(續)

Segment assets and liabilities (continued)

分部資產及負債(續)

		30 June 2017 二零一七年 六月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	31 December 2016 二零一六年 十二月三十一日 HK\$'000 千港元 (Audited) (經審核) (Restated) (經重列)
Segment liabilities	分部負債		
Real estate business in Tangshan, the PRC	於中國唐山之房地產業務	2,949,119	3,246,065
Real estate business in Handan, the PRC	於中國邯鄲之房地產業務	3,190,924	2,535,051
Real estate business in West Covina, the USA	於美國西科維納之房地產業務	117,620	117,547
Real estate business in Anaheim, the USA	於美國安納海姆之房地產業務	-	1,540
Total segment liabilities	分部負債總額	6,257,663	5,900,203
Bank and other borrowings	銀行及其他借款	30,991	-
Convertible bonds	可換股債券	452,078	444,518
Senior notes	優先票據	278,493	271,292
Loan from a related company	來自一間關聯公司貸款	373,572	212,881
Bonds	債券	40,320	38,660
Tax payable	應付稅項	4,943	4,943
Deferred tax liabilities	遞延稅項負債	115,226	61,116
Unallocated corporate liabilities	未分配企業負債	16,955	27,158
Consolidated total liabilities	綜合總負債	7,570,241	6,960,771

4. OTHER INCOME, GAINS AND LOSSES

4. 其他收入、收益及虧損

		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 (Unaudited) (未經審核)	2016 二零一六年 HK\$'000 千港元 (Unaudited) (未經審核)
Interest income from bank deposits	銀行存款利息收入	433	157
Exchange gain	匯兌收益	-	388
Change of fair value of convertible bonds designated at fair value through profit or loss ("FVTPL")	指定為按公平值計入損益(「按公平值計入損益」)之可換股債券的公平值變動	(2,488)	(14,774)
Others	其他	5,840	6,028
		3,785	(8,201)

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5. PROFIT (LOSS) BEFORE TAXATION

5. 除稅前溢利(虧損)

		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 (Unaudited) (未經審核)	2016 二零一六年 HK\$'000 千港元 (Unaudited) (未經審核)
Profit (loss) before taxation has been arrived at after charging (crediting):	除稅前溢利(虧損)已扣除(計入)下列各項目:		
Interest on convertible bonds	可換股債券之利息	32,743	42,893
Interest on loan from a related company	來自一間關聯公司貸款之利息	17,454	44,880
Interest on senior notes	優先票據之利息	20,193	16,171
Interest on bonds	債券之利息	1,660	1,623
Interest on bank and other borrowings	銀行及其他借款之利息	36,783	23,440
		108,833	129,007
Total finance costs	總財務費用		
Less: amount capitalised to investment properties under construction and properties under development for sales	減: 在建投資物業及開發中待售物業之資本化金額	(47,491)	(80,225)
		61,342	48,782
Depreciation	折舊	1,974	1,076
Directors' emoluments	董事酬金		
– Fees	– 袍金	819	813
– Salaries, bonuses and allowances	– 薪金、花紅及津貼	2,077	2,738
– Share-based payments	– 以股份為基礎的付款	–	7,739
– Retirement benefits cost	– 退休福利成本	54	50
		2,950	11,340
Other staff costs	其他員工成本		
– Salaries, bonuses and allowances	– 薪金、花紅及津貼	36,855	43,324
– Share-based payments	– 以股份為基礎的付款	–	61,503
– Retirement benefits cost	– 退休福利成本	5,141	2,643
		41,996	107,470
Total employee benefits expenses	總僱員福利開支	44,946	118,810
Less: amount capitalised to investment properties under construction and properties under development for sales	減: 在建投資物業及開發中待售物業之資本化金額	(7,686)	(18,256)
		37,260	100,554
Cost of properties sold (included in cost of sales)	已售出物業的成本(已計入銷售成本)	754,745	–
Rental charge under operating lease	經營租賃下的租金費用	7,272	5,648

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6. INCOME TAX EXPENSE

6. 所得稅開支

		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 (Unaudited) (未經審核)	2016 二零一六年 HK\$'000 千港元 (Unaudited) (未經審核)
Current tax	即期稅項		
– PRC Enterprise Income Tax (“EIT”)	– 中國企業所得稅 (「企業所得稅」)	(10,297)	–
– Land Appreciation Tax (“LAT”)	– 土地增值稅(「土地增值稅」)	(17,684)	–
		(27,981)	–
Deferred taxation	遞延稅項	(68,562)	(28,960)
		(96,543)	(28,960)

Hong Kong Profits Tax is calculated at 16.5% of the estimated assessable profit of the companies incorporated in Hong Kong.

香港利得稅乃根據於香港註冊成立之公司之估計應課稅溢利按稅率16.5%計算。

Under the Law of the PRC on Enterprise Income Tax (the “EIT Law”) and Implementation Regulation of the EIT Law, the tax rate of the Group’s PRC subsidiaries is 25%.

根據中國企業所得稅法(「企業所得稅法」)及企業所得稅法實施條例，本集團中國附屬公司的稅率為25%。

Under the Provisional Regulations on LAT implemented upon the issuance of the Provisional Regulations of the PRC on January 27, 1995, all gains arising from transfer of real estate property in the PRC effective from January 1, 1994 are subject to LAT at progressive rates ranging from 30% to 60% on the appreciation of land value, being the proceeds of sales of properties less deductible expenditures including land costs, borrowings costs and all property development expenditures.

在根據一九九五年一月二十七日頒佈的《中華人民共和國土地增值稅暫行條例》而施行的暫行條例下，所有於一九九四年一月一日起轉讓中國房地產物業產生的收益均須以土地價值增值部分(即出售物業所得款項減可扣稅開支(包括土地成本、借貸成本及所有物業發展開支))按介乎30%至60%的累進稅率繳納土地增值稅。

The subsidiaries in the USA are subject to Federal Income Tax of 35% and State Tax of 8.8% on the taxable income. Certain subsidiaries are limited liability companies which are by default disregarded entities (i.e. viewed as divisions of the holding company) and taxed as part of their holding company for federal and state tax purposes.

美國附屬公司須按聯邦所得稅35%及州稅8.8%繳付所得稅。若干附屬公司屬有限公司，本身不被視為實體(即視為控股公司之分部)，就聯邦所得稅及州稅而言當作控股公司一部分計算稅項。

No provision for income tax has been made as the Company and the subsidiaries in Hong Kong and the USA incurred tax loss.

由於本公司及於香港及美國之附屬公司分別產生稅項虧損，因此並無就所得稅作出撥備。

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7. EARNINGS (LOSS) PER SHARE

The calculation of the basic and diluted earnings (loss) per share attributable to owners of the Company is based on the following data:

		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 (Unaudited) (未經審核)	2016 二零一六年 HK\$'000 千港元 (Unaudited) (未經審核)
Earnings (loss)	盈利(虧損)		
Earnings (loss) for the purpose of basic and diluted earnings (loss) per share (profit (loss) for the period attributable to owners of Company)	計算每股基本及攤薄盈利(虧損)之盈利(虧損)(本公司擁有人應佔期內溢利(虧損))	83,014	(107,343)

7. 每股盈利(虧損)

本公司擁有人應佔每股基本及攤薄盈利(虧損)根據以下資料計算：

		Six months ended 30 June 截至六月三十日止六個月	
		2017 二零一七年 '000 千股 (Unaudited) (未經審核)	2016 二零一六年 '000 千股 (Unaudited) (未經審核)
Number of shares	股份數目		
Number of ordinary shares for the purpose of basic and diluted earnings (loss) per share	計算每股基本及攤薄盈利(虧損)之普通股數目	338,766	338,766

The computation of diluted earnings (loss) per share had not taken into account the effects of convertible bonds and share options as it would result in increase (decrease) in earnings (loss) per share.

計算每股攤薄盈利(虧損)並未計及可換股債券及購股權之影響，因其會導致每股盈利(虧損)增加(減少)。

8. DIVIDENDS

No dividends were paid, declared or proposed during the current interim period. The directors of the Company have determined that no dividend will be paid in respect of the current interim period.

8. 股息

於當前中期期間內並無派付、宣派或建議任何股息。本公司董事已確定不會就當前中期期間派付股息。

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9. INVESTMENT PROPERTIES

9. 投資物業

		Completed investment property situated on a freehold land located in the USA 位於美國 永久業權 土地之已落成 投資物業 HK\$'000 千港元	Completed investment property situated on a land in the PRC under medium lease term 位於中國 中期租賃 土地之已落成 投資物業 HK\$'000 千港元	Investment properties under construction situated on a land in the PRC under medium lease term 位於中國 中期租賃 土地之在建 投資物業 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At fair value	於公平值				
At 1 January 2016 (Audited)	於二零一六年一月一日 (經審核)	184,466	-	1,090,471	1,274,937
Acquisition of a subsidiary	收購一間附屬公司	-	-	522,685	522,685
Additions	添置	-	-	1,156,890	1,156,890
Change in fair value included in profit or loss – unrealised	計入損益之公平值變動 —未兌現	1,552	-	98,365	99,917
Effect of foreign exchange difference	外匯差額之影響	77	-	(85,840)	(85,763)
At 31 December 2016 (Audited)	於二零一六年十二月三十一日 (經審核)	186,095	-	2,782,571	2,968,666
Additions	添置	210	-	811,571	811,781
Transfer upon completion	落成後轉撥	-	2,303,238	(2,303,238)	-
Change in fair value included in profit or loss – unrealised	計入損益之公平值變動 —未兌現	30,205	89,480	63,166	182,851
Effect of foreign exchange difference	外匯差額之影響	1,305	14,015	140,918	156,238
At 30 June 2017 (Unaudited)	於二零一七年六月三十日 (未經審核)	217,815	2,406,733	1,494,988	4,119,536

The fair value of the Group's investment properties at 30 June 2017 have been arrived at on the basis of valuations carried out on those dates by Cushman & Wakefield and Los Angeles Valuation Group, Inc., independent qualified professional valuers not connected to the Group.

本集團投資物業於二零一七年六月三十日之公平值乃根據戴德梁行及 Los Angeles Valuation Group, Inc. (與本集團並無關連之獨立合資格專業估值師) 於當日進行之估值達致。

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9. INVESTMENT PROPERTIES (continued)

Below are the valuation techniques used at 30 June 2017:

The values of the completed investment properties are derived from the capitalisation of net income method with due allowance for the reversionary income.

For investment properties under construction located in the PRC that are measured at fair value, residual method of valuation is adopted. The values are based on the development potential of the properties as if they were completed in accordance with the existing development controls at the date of valuation. The values have also taken into consideration all costs of development and allowance of profit required for the development, which duly reflected the risks associated with the development.

10. TRADE AND OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS

Trade receivables	貿易應收賬款
Prepayment of business taxes and other PRC taxes	營業稅及其他中國稅項之預付款項
Prepayment for purchase of construction materials	購買建築材料之預付款項
Prepayment for construction costs	建築成本之預付款
Other receivables, deposits and prepayments	其他應收賬款、按金及預付款項

Trade receivables represent rental receivables due from the property manager appointed by the Group. Pursuant to the agreement between the property manager and the Group, the property manager shall pay the rental collected on behalf of the Group to the Group within 30 days. At the end of the reporting period, these trade receivables are not yet due for payment.

9. 投資物業(續)

以下為於二零一七年六月三十日使用之估值法：

已落成投資物業價值來自資本化淨收益及復歸收益之適當津貼。

位於中國的在建投資物業按公平值計量時，剩餘估值法獲採納。該等價值按物業之開發潛力，猶如物業根據估值日期之目前開發控制完成。該等價值亦計及所有開發成本及開發所需之溢利折現，充分反映與開發相關的風險。

10. 貿易及其他應收賬款、按金及預付款項

	30 June 2017 二零一七年 六月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	31 December 2016 二零一六年 十二月三十一日 HK\$'000 千港元 (Audited) (經審核)
Trade receivables	1,870	1,791
Prepayment of business taxes and other PRC taxes	98,362	100,865
Prepayment for purchase of construction materials	539,569	518,954
Prepayment for construction costs	30,963	-
Other receivables, deposits and prepayments	40,995	29,264
	711,759	650,874

貿易應收賬款為本集團委任之物業經理代收之租金。根據物業經理與本集團之協議，物業經理須於30日內向本集團支付代理本集團收取之租金。於報告期結算日，該等貿易應收賬款仍未到期支付。

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11. TRADE AND OTHER PAYABLES AND ACCRUALS

11. 貿易及其他應付賬款及應計款項

		30 June 2017 二零一七年 六月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	31 December 2016 二零一六年 十二月三十一日 HK\$'000 千港元 (Audited) (經審核)
Construction cost payables	應付建築成本	139,740	57,153
Accrued construction costs	應計建築成本	1,868,523	1,499,471
Deposits received from suppliers/contractors on contracts tendering	就合約投標已收供應商／承建商之按金	42,578	28,510
Advance received from government (Note)	自政府收取的墊款(附註)	610,952	589,008
Other payables and accruals	其他應付賬款及應計款項	35,568	49,603
		2,697,361	2,223,745

Note: The amount represents advance from government for construction of relocated residence for residents who originally lived in a site which acquired by the Group for property development.

附註：金額指政府就本集團因物業發展收購原居民品而建設回遷安置區作出之墊款。

Construction costs payables are aged within one year, based on invoice date.

應付建築成本根據發票日期於一年內到期。

12. AMOUNTS DUE TO RELATED COMPANIES

12. 應付關聯公司款項

The amounts represent (a) certain operating expenses of the Group in the PRC paid on behalf of the Group by the related companies which are unsecured, interest-free and repayable on demand and (b) accrued interest on loan from a related company. These related companies are controlled by Mr. Yang, the ultimate controlling shareholder.

有關金額指(a)關聯公司代表本集團支付的本集團若干中國經營支出(有關金額乃無抵押、免息及須應要求償還)及(b)來自一間關聯公司貸款之應計利息。該等關聯公司由最終控股股東楊先生控制。

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13. CONVERTIBLE BONDS

13. 可換股債券

		30 June 2017 二零一七年 六月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	31 December 2016 二零一六年 十二月三十一日 HK\$'000 千港元 (Audited) (經審核)
At 1 January	於一月一日	444,518	456,759
Issue of convertible bonds	發行可換股債券	450,000	–
Expense on issue of convertible bonds	發行可換股債券支出	(10,970)	–
Repayment of convertible bonds	償還可換股債券	(385,000)	(55,000)
Interest charged during the period/year	期間／年度利息開支	32,743	84,038
Interest paid	已付利息	(81,701)	(44,986)
Change in fair value	公平值變動	2,488	3,707
At the end of the period/year	期／年末	452,078	444,518
Analysed for reporting purposes as:	就申報目的而作出的分析如下：		
Current liabilities	流動負債	61,805	444,518
Non-current liabilities	非流動負債	390,273	–
		452,078	444,518

On 10 January 2014, the Company issued convertible bonds (“CB1”) to an independent third party in the principal amount of HK\$550,000,000. CB1 was matured on 9 January 2017 and the Company has fully repaid CB1 during the current interim period.

於二零一四年一月十日，本公司向一名獨立第三方發行本金額為550,000,000港元之可換股債券（「第一批可換股債券」）。第一批可換股債券於二零一七年一月九日到期及本公司已於當前中期期間悉數償還第一批可換股債券。

On 26 January 2017, the Company issued convertible bonds (“CB2”) to an independent third party in the principal amount of HK\$450,000,000. CB2 will mature on the third anniversary after date of issue. Details of the terms and conditions of CB2 are set out in the Company’s announcement dated 22 January 2017.

於二零一七年一月二十六日，本公司向一名獨立第三方發行本金額為450,000,000港元之可換股債券（「第二批可換股債券」）。第二批可換股債券將於發行日期後第三週年到期。第二批可換股債券條款及條件之詳情載列於本公司日期為二零一七年一月二十二日刊發之公佈。

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13. CONVERTIBLE BONDS (continued)

CB2 can be converted into shares at an initial price of HK\$3.9 per share up to an aggregate of 30,000,000 shares. The details of terms of conversion and redemption and other terms of CB2 are set out in the announcement issued by the Company on 22 January 2017. Accordingly, the principal amount of convertible bonds with conversion feature is HK\$117,000,000 (“CB2 with Conversion Feature”) and principal amount of convertible bonds without conversion feature is HK\$333,000,000 (“Straight Note 2”).

CB2 are secured by the Company’s shares held by China Lerthai Commercial Real Estate Holdings Limited, the ultimate holding company of the Company, the entire issued shares of two wholly-owned subsidiaries, namely Handan LT Commercial (International) Holdings Limited and Handan LT Commercial (HK) Limited and guarantee provided by Mr. Yang. Mr. Yang did not charge the Company for the guarantee provided.

CB2 have been designated as financial liabilities through FVTPL as they contain more than one nonclosely related embedded derivatives. The fair value of CB2 are determined by aggregating the fair value of (i) Straight Note 2 and (ii) CB2 with Conversion Feature. The fair value of the Straight Note 2 was calculated as the present value of the contractually determined stream of future cash flows discounted at an interest rate which are determined by referencing HK\$ Sovereign plus a credit spread by reference to the credit analysis of the Company and the market rate of comparable companies with similar credit ratio. The fair value of CB2 with Conversion Feature is determined using Binomial Option Pricing Model with the following key inputs.

13. 可換股債券(續)

第二批可換股債券可按初始價格每股3.9港元轉換為股份，該等股份合共最多為30,000,000股股份。有關第二批可換股債券之轉換及贖回條款以及其他條款之詳情載列於本公司於二零一七年一月二十二日刊發之公佈。因此，具轉換特徵之可換股債券之本金額為117,000,000港元(「具轉換特徵之第二批可換股債券」)，而並無轉換特徵之可換股債券之本金額為333,000,000港元(「第二批普通票據」)。

第二批可換股債券乃以本公司之最終控股公司中國勒泰商業地產控股有限公司持有之本公司股份、兩間全資附屬公司(即邯鄲勒泰商業(國際)控股有限公司及邯鄲勒泰商業(香港)有限公司)之全部已發行股份及楊先生提供之擔保作抵押。楊先生並無就所提供擔保抵押本公司。

由於第二批可換股債券包括一項以上非緊密關聯嵌入式衍生工具，因此被指定為按公平值計入損益之金融負債。第二批可換股債券之公平值乃按(i)第二批普通票據及(ii)具轉換特徵之第二批可換股債券之公平值之總和釐定。第二批普通票據公平值乃按經參考本公司信貸分析及相近信貸比率之可比較公司之市場利率後之港元債券加信貸息差釐定之利率貼現之合約所釐定之未來現金流現值計算。具轉換特徵之第二批可換股債券公平值乃使用二項式期權定價模式輸入以下主要數據釐定。

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13. CONVERTIBLE BONDS (continued)

13. 可換股債券(續)

		At 26 January 2017 於二零一七年 一月二十六日	At 30 June 2017 於二零一七年 六月三十日
Share price of the Company	本公司股價	HK\$3.87 3.87港元	HK\$3.49 3.49港元
Risk free rates	無風險利率	1.17%	0.82%
Discount rate	折讓率	16.07%	14.25%
Dividend yield	股息收益率	0%	0%
Option life	購股權年期	3 years 3年	2.58 years 2.58年
Volatility	波動性	38.86%	38.73%
Exercise price	行使價	HK\$3.9 3.9港元	HK\$3.9 3.9港元

The above risk free rates were determined with reference to yields of 3 years and 2.58 years Hong Kong Exchange Fund Notes available as of 26 January 2017 and 30 June 2017 respectively. The expected volatility was determined based on the historical volatility of the Company's share price for the past 3 years and 2.58 years respectively.

At 30 June 2017, an increase in volatility would result in an increase in the fair value of convertible bonds, and vice versa. If the volatility is 10% higher and lower while all other variables are held constant, the carrying amount of the convertible bonds would increase by approximately HK\$2,154,000 and decrease by approximately HK\$2,168,000 respectively. An increase in discount rate would result in a decrease in the fair value of convertible bonds, and vice versa. If the discount rate is 10% higher and lower while all other variables are held constant, the carrying amount of the convertible bonds would decrease by approximately HK\$7,781,000 and increase by approximately HK\$8,069,000 respectively.

The fair values of convertible bonds at initial recognition and 30 June 2017 were arrived at on the basis of a valuation carried out on those dates by Asset Appraisal Limited, an independent qualified professional valuer not connected to the Group. They are categorised as Level 3 under the fair value hierarchy set out in HKFRS 13 Fair Value Measurement. Level 3 fair value measurements are those derived from valuation techniques that include inputs for that asset or liability that are not based on observable market data (unobservable inputs).

上述無風險利率乃分別經參考於二零一七年一月二十六日及二零一七年六月三十日之香港外匯基金票據收益3年及2.58年釐定。預期波動性乃分別根據本公司過往3年及2.58年股價之歷史波動性釐定。

於二零一七年六月三十日，波動性增加將導致可換股債券之公平值增加，反之亦然。倘波動性上升及下降10%，而其他可變值不變，可換股債券之賬面值將分別增加約2,154,000港元及減少約2,168,000港元。折讓率增加將導致可換股債券公平值減少，反之亦然。倘折讓率上升及下降10%，而其他可變值不變，可換股債券之賬面值將分別減少約7,781,000港元及增加約8,069,000港元。

可換股債券於初始確認及二零一七年六月三十日之公平值乃根據中誠達資產評估顧問有限公司(與本集團概無關連之獨立合資格專業估值師)於該等日期之估值釐定。根據香港財務報告準則第13號公平值計量，彼等於公平值分級制中分類為第三級。第三級公平值計量衍生自資產或負債輸入數據並非根據可觀察市場數據(不可觀察輸入數據)的估值法。

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14. BANK AND OTHER BORROWINGS

As at 30 June 2017, balances of approximately HK\$2,435,496,000 represent floating rate borrowings (31 December 2016: HK\$2,200,878,000). The remaining balances of approximately HK\$228,686,000 (31 December 2016: HK\$220,472,000) are borrowings carried at fixed-rate. The floating rate borrowings are arranged at the interest rate based on the benchmark interest rates of the base rate of People's Bank of China or Daily Wall Street Journal Prime Rate.

Movements in bank and other borrowings are analysed as follows:

		30 June 2017 二零一七年 六月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	31 December 2016 二零一六年 十二月三十一日 HK\$'000 千港元 (Audited) (經審核)
At 1 January	於一月一日	2,421,350	522,303
Proceeds of bank and other borrowings	銀行及其他借款之所得款項	231,702	2,068,082
Repayments of bank and other borrowings	償還銀行及其他借款	(76,156)	(134,540)
Effect of foreign exchange difference	匯兌差額之影響	87,286	(34,495)
At the end of the period/year	於期/年末	2,664,182	2,421,350

The range of effective interest rates per annum (which are also equal to contracted interest rates) on the Group's borrowings are as follows:

		30 June 2017 二零一七年 六月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	31 December 2016 二零一六年 十二月三十一日 HK\$'000 千港元 (Audited) (經審核)
Fixed rate borrowings	定息借款	13.6%	13.6%
Floating rate borrowings	浮息借款	1.3% – 6.86%	3% – 6.86%

14. 銀行及其他借款

於二零一七年六月三十日，金額約2,435,496,000港元為浮息借款(二零一六年十二月三十一日：2,200,878,000港元)。餘額約228,686,000港元(二零一六年十二月三十一日：220,472,000港元)為定息借款。浮息借款的利率以中國人民銀行基準利率或華爾街日報最優惠利率為依據。

銀行及其他借款之變動分析如下：

本集團借款之實際年利率(其亦等於合約利率)範圍如下：

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14. BANK AND OTHER BORROWINGS (continued)

The bank and other borrowings are:

- secured by the Group's certain investment properties;
- secured by properties of related companies controlled by Mr. Yang;
- guaranteed by the related companies controlled by Mr. Yang and/or Mr. Yang and his spouse;
- secured by the Group's certain properties under development for sale;
- charged all the sales proceeds or income from certain secured properties;
- secured by the assignment of all rents of certain investment property located in the USA; and
- personal guarantee by Mr. Yang.

14. 銀行及其他借款(續)

銀行及其他借款為：

- 由本集團若干投資物業作抵押；
- 由楊先生控制的關聯公司的物業作抵押；
- 由楊先生及／或楊先生及其配偶控制的關聯公司擔保；
- 由本集團若干開發中待售物業作抵押；
- 押記所有來自若干已抵押物業的銷售所得款項或收入；
- 由轉讓位於美國的若干投資物業的所有租金作抵押；及
- 由楊先生個人擔保。

15. SHARE CAPITAL

15. 股本

	Number of shares 股份數目	Share capital 股本 HK\$'000 千港元
Issued and fully paid ordinary shares		
At 1 January 2016 (Audited),		
31 December 2016 (Audited)		
and 30 June 2017 (Unaudited)		
已發行及繳足普通股		
於二零一六年一月一日(經審核)、		
二零一六年十二月三十一日(經審核)		
及二零一七年六月三十日(未經審核)	338,765,987	498,548

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16. LOAN FROM A RELATED COMPANY

The related company is company controlled by Mr. Yang, the controlling shareholder of the Company and the chairman of the Board.

As at 30 June 2017, included is an amount of HK\$373,572,000 (31 December 2016: HK\$212,881,000) drawn down from the revolving loan facility of RMB700,000,000 (approximately to HK\$806,855,000) provided by a related company controlled by Mr. Yang. The amount is unsecured, interest bearing at 12% per annum and repayable in full on the day falling 36 months from the date on which the loan is drawn down. During the current interim period, the Group obtained new loan amounting to HK\$443,765,000 and repaid loan amounting to HK\$296,475,000 under this revolving loan facility.

17. ACQUISITION OF A SUBSIDIARY

On 3 May 2016, Handan LT Real Estate Development Company Limited (“Handan LT”), an indirectly wholly owned subsidiary of the Company, Handan Municipal Investment Real Estate Development Company Limited (“Handan Municipal Real Estate”), an independent third party and Handan LT Municipal Investment Real Estate Development Company Limited (“JV”), a joint venture of the Company entered into a letter of intent for the transfer of 50% equity interest in JV held by Handan Municipal Real Estate to Handan LT. On the same date, Handan LT, Handan Municipal Real Estate, Shijiazhuang Lerthai Real Estate Development Company Limited (“Shijiazhuang LT”), a related company which wholly owned by the controlling shareholder of the Company, and the JV entered into a loan purchase agreement (the “Loan Purchase Agreement”), pursuant to which Handan Municipal Real Estate agreed to dispose of and Shijiazhuang LT agreed to purchase the loan advanced by Handan Municipal Real Estate to the JV and Handan Municipal Real Estate ceased its participation in the management and operation of the JV. An equity transfer agreement in relation thereto was also entered into on 3 May 2016. On 4 May 2016, representative from Handan Municipal Real Estate resigned and representative from the Company has been appointed as legal representative and general manager of JV. The JV became a wholly owned subsidiary of the Group accordingly. Details of which were disclosed in the circular of the Company dated 31 October 2016. The cash consideration for acquiring the remaining equity interest in JV was RMB1 (equivalent to HK\$1).

16. 來自一間關聯公司貸款

關聯公司為本公司控股股東及董事會主席楊先生控制的公司。

截至二零一七年六月三十日，包括從楊先生控制的關聯公司提供循環貸款融通人民幣700,000,000元(約806,855,000港元)提取的款額373,572,000港元(二零一六年十二月三十一日：212,881,000港元)。金額為無抵押、按年利率12%計息且須自貸款提取當日起計滿36個月當日悉數償還。於當前中期期間，本集團從該循環貸款融通獲取新貸款443,765,000港元，且已償還貸款296,475,000港元。

17. 收購一間附屬公司

於二零一六年五月三日，邯鄲勒泰房地產開發有限公司(「邯鄲勒泰」)(本公司間接全資附屬公司)、邯鄲市城投房地產開發有限公司(「邯鄲市城投房地產」)(獨立第三方)與本公司合資公司邯鄲勒泰城投房地產開發有限公司(「合資公司」)訂立意向函，邯鄲市城投房地產向邯鄲勒泰轉讓其持有合資公司50%股權。於同日，邯鄲勒泰、邯鄲市城投房地產、石家莊勒泰房地產開發有限公司(「石家莊勒泰」)(由本公司控股股東全資擁有之關連公司)與合資公司訂立貸款購買協議(「貸款購買協議」)，據此，邯鄲市城投房地產同意出售而石家莊勒泰同意購買邯鄲市城投房地產向合資公司墊付的貸款，而邯鄲市城投房地產終止其於合資公司在管理及營運上的參與。於二零一六年五月三日，就此亦已訂立股權轉讓協議。於二零一六年五月四日，邯鄲市城投房地產的代表已辭任，而本公司代表獲委任為合資公司的法律代表及總經理。因此，合資公司已成為本集團全資附屬公司。詳情於本公司日期為二零一六年十月三十一日之通函中披露。收購合資公司餘下股權之現金代價為人民幣1元(等於1港元)。

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17. ACQUISITION OF A SUBSIDIARY
(continued)

The net assets recognised at the date of acquisitions:

17. 收購一間附屬公司(續)

於收購當日確認之資產淨值：

		HK\$'000 千港元 (Audited) (經審核)
Net assets acquired:	購入的淨資產：	
Plant and equipment	廠房及設備	809
Investment properties	投資物業	522,685
Properties under development	開發中待售物業	980,048
Deposits and prepayments	按金及預付款項	26,340
Bank and cash balances	銀行及現金結餘	1,140
Trade payables	貿易應付賬款	(9,664)
Other payables and accruals	其他應付賬款及應計款項	(621,943)
Loan from a related party	來自一名關聯方之貸款	(445,940)
Loan from the Group	來自本集團之貸款	(453,475)
Net cash inflow arising on acquisition:	收購產生之現金流入淨額：	
Bank and cash balance acquired	已獲取銀行及現金結餘	1,140

Included in the loss for the period ended 30 June 2016 was loss of HK\$2,306,000 attributable to the subsidiary. There is no revenue attributable to the subsidiary for the interim period.

計入截至二零一六年六月三十日止期間之虧損為附屬公司應佔虧損2,306,000港元。於中期期間，附屬公司並無應佔收益。

Had the acquisition of the subsidiary been effective at the beginning of the period ended 30 June 2016, the amount of loss for the period ended 30 June 2016 would have been HK\$108,451,000. The pro-forma information is for illustrative purposes only and is not necessarily an indication of revenue and results of operations of the Group that actually would have been achieved had the acquisition been completed at the beginning of the interim period, nor is it intended to be a projection of future results.

倘附屬公司之收購事項於截至二零一六年六月三十日止期初生效，截至二零一六年六月三十日止期間之虧損金額為108,451,000港元。備考資料僅供說明用途，並不代表收購事項於中期期初完成之情況下本集團收益及營運業績之指標，亦不打算用作未來業績之預測。

In determining the 'pro-forma' loss of the Group had the subsidiary been acquired at the beginning of the period ended 30 June 2016, the directors calculated depreciation and amortisation of plant and equipment based on the recognised amounts of plant and equipment at the date of the acquisition.

為釐定本集團的「備考」虧損，倘本集團於截至二零一六年六月三十日止期初收購附屬公司，董事則按照於收購當日廠房及設備之已確認金額來計算廠房及設備之折舊及攤銷。

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18. COMMITMENTS

As of the end of the reporting period, the Group had the following commitments:

		30 June 2017 二零一七年 六月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	31 December 2016 二零一六年 十二月三十一日 HK\$'000 千港元 (Audited) (經審核)
Capital commitment	資本承擔		
Development costs for investment properties under construction	在建投資物業之開發成本	921,447	1,084,798
Other commitment	其他承擔		
Development costs for properties under development held for sales	開發中待售物業之開發成本	1,292,789	2,139,509

18. 承擔

於報告期末，本集團持有下列之承擔：

19. CONTINGENT LIABILITIES

		30 June 2017 二零一七年 六月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	31 December 2016 二零一六年 十二月三十一日 HK\$'000 千港元 (Audited) (經審核)
Guarantees given to banks in favour of its customers in respect of mortgage loans provided by the banks	就銀行提供之按揭貸款向銀行作出以其客戶為受益人之擔保	1,125,172	574,276

19. 或然負債

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19. CONTINGENT LIABILITIES (continued)

The guarantees are given to banks with respect to loans procured by the purchasers of the Group's properties. Such guarantees will be released by banks upon the delivery of the properties to the purchasers and completion of the registration of the mortgage with the relevant mortgage registration authorities or settlement of the outstanding mortgage loans. In the opinion of the directors of the Company, the fair values of the financial guarantee contracts are not significant as the possibility of default by the relevant purchasers is remote and, in case of default in payments, the net realisable value of the related properties can recover the repayment of the outstanding mortgage principals together with the accrued interest and penalty. Accordingly, no provision has been made in the condensed consolidated financial statements for these guarantees.

The guarantees are secured by the Group's pledged bank deposits amounting to HK\$21,138,000 (31 December 2016: HK\$17,323,000).

20. SHARE-BASED PAYMENTS

The Company's Share Option Scheme was adopted on 22 August 2014, for the primary purpose of providing the participants with an opportunity to obtain an equity interest in the Company, thus linking their interests with the interests of the Group and thereby providing them with an incentive to work better for the interests of the Group, and will expire on 22 August 2024.

On 16 May 2016, a total of 33,876,590 share options were granted to a director and employees of the Group under the Share Option Scheme. The share options are exercisable during the period from 16 May 2016 to 15 May 2026.

19. 或然負債(續)

就本集團物業買方促成之貸款向銀行作出擔保。向買方交付物業及於有關按揭登記管理局完成按揭登記或清償尚未償還之按揭貸款後，相關擔保將由銀行解除。本公司董事認為，由於有關買方違約的可能性甚微，且倘出現付款違約，相關物業之可變現淨值能夠彌補尚未清償之按揭本金連同應計利息與處罰，故金融擔保合約之公平值並不重大。因此，並未於簡明綜合財務報表就相關擔保作出撥備。

本集團已抵押銀行存款抵押之擔保為21,138,000港元(二零一六年十二月三十一日：17,323,000港元)。

20. 以股份為基礎之付款

本公司購股權計劃於二零一四年八月二十二日獲採納，主要由於向參與人士提供獲得本公司股權的機會，因此令本集團之利益與其利益有所聯繫，從而向彼等提供對本集團利益更為有利的工作動力，並將於二零二四年八月二十二日屆滿。

於二零一六年五月十六日，合共33,876,590份購股權已根據購股權計劃向本集團一名董事及僱員授出。購股權於二零一六年五月十六日至二零二六年五月十五日期間可予行使。

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For the six months ended 30 June 2017 截至二零一七年六月三十日止六個月

20. SHARE-BASED PAYMENTS (continued)

The fair value of options granted by the Company was assessed using the binomial model. The following inputs were used:

Date of grant	16 May 2016
Share price on date of grant	HK\$4.11
Exercise price	HK\$4.11
Expected volatility (Note (a))	57.76%
Expected life	10 years
Risk-free rate (Note (b))	1.189%
Expected dividend yield	0%

Notes:

- (a) Expected volatility was determined based on the historic daily volatility of the Company's share prices (calculated based on the expected life of the share options).
- (b) Risk-free rate was determined based on the yields to maturity of respective Hong Kong Sovereign Curve.

The binomial option pricing model had been used to estimate the fair value of the share options. The variables and assumptions used in computing the fair value of the share options are based on the best assessment of the directors of the Company on the valuer's estimation. Changes in variables and assumptions may result in changes in the fair value of the share options.

The estimated fair value of the options granted was approximately HK\$69,242,000. For the six months ended 30 June 2016, the Group recognised share-based payments of HK\$69,242,000 in profit or loss and the corresponding amount has been credited to share option reserve. No liabilities were recognised due to share-based payment transactions.

20. 以股份為基礎之付款(續)

本公司授出的購股權公平值採用二項式模式評估得出。所用輸入數據如下：

授出日期	二零一六年五月十六日
授出日期之股價	4.11港元
行使價	4.11港元
預期波幅(附註(a))	57.76%
預期年期	10年
無風險利率(附註(b))	1.189%
預期股息收益率	0%

附註：

- (a) 預期波幅乃按本公司股價之過往每日波動(根據購股權之預期年期計算)而釐定。
- (b) 無風險利率乃經參考香港主權債券曲線收益率而釐定。

二項式期權定價模式已用於估計購股權之公平值。用於計算購股權之公平值的變數及假設乃根據本公司董事按估值師估計作出的最佳評估。變數及假設之變動或會導致購股權之公平值變動。

已授出購股權之估計公平值約為69,242,000港元。截至二零一六年六月三十日止六個月，本集團已確認於損益中以股份為基礎之付款為69,242,000港元，而相應金額已計入購股權儲備。並無負債因以股份為基礎之付款交易而被確認。

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For the six months ended 30 June 2017 截至二零一七年六月三十日止六個月

21. MATERIAL RELATED PARTY TRANSACTIONS

Apart from related party transactions disclosed in notes 12, 13, 14, 16 and certain assets of the Group agreed to be charged as guarantee of loan due by a related party pursuant to Loan Purchase Agreement as set out in the Company's announcement dated 19 July 2016, during the period, the Group had the following transaction with related parties:

21. 重大關聯方交易

除附註12、13、14、16披露之關聯方交易，以及本公司日期為二零一六年七月十九日之公告所載協定根據貸款購買協議入賬為關聯方作出之貸款擔保之本集團若干資產外，於本期間，本集團與關聯方進行以下交易：

		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 (Unaudited) (未經審核)	2016 二零一六年 HK\$'000 千港元 (Unaudited) (未經審核)
Interest expense on loan from related companies	關聯公司貸款之利息開支	7,486	16,121

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