



**DREAM EAST**  
夢東方



**SHARE  
THE BEAUTY  
OF CHINA**

**全球共享  
東方之美**

INTERIM  
REPORT  
中期報告  
**2017**

**DreamEast Group Limited**  
**夢東方集團有限公司**

(Incorporated in Bermuda with limited liability and carrying on business in  
Hong Kong as "DreamEast Cultural Entertainment")  
(於百慕達註冊成立之有限公司，並以「夢東方文化娛樂」名稱於香港經營業務)

(Stock Code 股份代號：593)

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## BOARD OF DIRECTORS

Zhou Zheng  
*Executive Director, Chairman and Chief Executive Officer*

Lam Yu Yee, Benjamin (appointed on 18 January 2017)  
*Executive Director and Vice Chairman*

Yang Lei (appointed on 13 June 2017)  
*Executive Director*

Chan Tak Kwong  
*Executive Director and Chief Financial Officer*

Zhu Ling (resigned on 18 January 2017)  
*Executive Director*

Yang Hongguang (resigned on 13 June 2017)  
*Executive Director*

Lin Guoxiong (resigned on 13 June 2017)  
*Executive Director*

Yuan Zhihai (appointed on 13 June 2017 and  
resigned on 13 July 2017)  
*Executive Director*

Li Chak Hung  
*Independent Non-Executive Director*

Meng Xiaosu  
*Independent Non-Executive Director*

Yang Buting  
*Independent Non-Executive Director*

Zhao Daxin  
*Independent Non-Executive Director*

## AUDIT COMMITTEE

Li Chak Hung *Chairman*

Meng Xiaosu

Yang Buting

Zhao Daxin

## REMUNERATION COMMITTEE

Li Chak Hung *Chairman*

Yang Hongguang (resigned on 13 June 2017)

Yuan Zhihai (appointed on 13 June 2017 and  
resigned on 13 July 2017)

Meng Xiaosu

Yang Buting

Zhao Daxin

## NOMINATION COMMITTEE

Zhou Zheng *Chairman*

Li Chak Hung

Meng Xiaosu

Yang Buting

Zhao Daxin

## PRINCIPAL BANKERS

The Hongkong and Shanghai Banking Corporation Limited

China Construction Bank Corporation

Industrial and Commercial Bank of China

Hengfeng Bank

Bank of Beijing

## 董事會

周政  
*執行董事、主席兼行政總裁*

林裕兒 (於2017年1月18日獲委任)  
*執行董事兼副主席*

楊蕾 (於2017年6月13日獲委任)  
*執行董事*

陳德光  
*執行董事兼首席財務官*

朱靈 (於2017年1月18日辭任)  
*執行董事*

楊宏光 (於2017年6月13日辭任)  
*執行董事*

林國雄 (於2017年6月13日辭任)  
*執行董事*

苑志海 (於2017年6月13日獲委任，  
並於2017年7月13日辭任)  
*執行董事*

李澤雄  
*獨立非執行董事*

孟曉蘇  
*獨立非執行董事*

楊步亭  
*獨立非執行董事*

趙大新  
*獨立非執行董事*

## 審核委員會

李澤雄 *主席*

孟曉蘇

楊步亭

趙大新

## 薪酬委員會

李澤雄 *主席*

楊宏光 (於2017年6月13日辭任)

苑志海 (於2017年6月13日獲委任，  
並於2017年7月13日辭任)

孟曉蘇

楊步亭

趙大新

## 提名委員會

周政 *主席*

李澤雄

孟曉蘇

楊步亭

趙大新

## 主要往來銀行

香港上海滙豐銀行有限公司

中國建設銀行股份有限公司

中國工商銀行

恒豐銀行

北京銀行

**REGISTERED OFFICE**

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

**HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS**

Unit 1101-12, 11/F, Sun Hung Kai Centre  
30 Harbour Road, Wanchai, Hong Kong

**PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE IN BERMUDA**

MUFG Fund Services (Bermuda) Limited  
The Belvedere Building  
69 Pitts Bay Road  
Pembroke HM08  
Bermuda

**HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE**

Tricor Tengis Limited  
Level 22, Hopewell Centre  
183 Queen's Road East  
Hong Kong

**COMPANY SECRETARY**

Sze Wing Kin, Pierre

**AUTHORISED REPRESENTATIVES**

Sze Wing Kin, Pierre  
Zhou Zheng

**AUDITOR**

Deloitte Touche Tohmatsu  
*Certified Public Accountants*

**SOLICITORS**

P.C. Woo & Co.  
Conyers Dill & Pearman

**STOCK CODE**

593

**INVESTOR RELATIONS DEPARTMENT OF THE COMPANY**

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**COMPANY WEBSITE**

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**註冊辦事處**

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Hamilton HM 11  
Bermuda

**總辦事處及主要營業地點**

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新鴻基中心11樓1101-12室

**百慕達股份過戶登記總處**

MUFG Fund Services (Bermuda) Limited  
The Belvedere Building  
69 Pitts Bay Road  
Pembroke HM08  
Bermuda

**香港股份過戶登記分處**

卓佳登捷時有限公司  
香港  
皇后大道東183號  
合和中心22樓

**公司秘書**

施永健

**授權代表**

施永健  
周政

**核數師**

德勤•關黃陳方會計師行  
*執業會計師*

**律師**

胡百全律師事務所  
Conyers Dill & Pearman

**股份代號**

593

**公司投資者關係部**

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## SHAREHOLDERS' REFERENCE 股東參考資料

### LISTING PLACE

Main Board of The Stock Exchange of Hong Kong Limited

### INVESTOR RELATIONS AND MEDIA CONTACT

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18 Harcourt Road, Hong Kong

### FINANCIAL YEAR END

31 December

### FINANCIAL CALENDER

Annual Results Announcement Date  
29 March 2017

Interim Results Announcement Date  
31 August 2017

### ANNUAL GENERAL MEETING

2 June 2017

### 上市地點

香港聯合交易所有限公司主板

### 投資者關係及媒體聯絡

縱橫財經公關顧問(中國)有限公司

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地址: 香港金鐘夏慤道18號  
海富中心一期2401-2室

### 財務年結

12月31日

### 財務日誌

全年業績公佈日期  
2017年3月29日

中期業績公佈日期  
2017年8月31日

### 股東週年大會

2017年6月2日

I am pleased to present the interim results of DreamEast Group Limited (the "Company") and its subsidiaries (the "Group") for the 6 months ended 30 June 2017. During the period under review, the Group recorded revenue from continuing operations of approximately HK\$1,042.6 million, an HK\$1,032.7 million or 104.3 times increase compared to approximately HK\$9.9 million for the corresponding period in 2016. The increase in revenue mainly resulted from the increase in revenue from property development in Fangshan, Beijing, the People's Republic of China ("PRC"). The Group's results for the period recorded a net profit of HK\$166.7 million (6 months ended 30 June 2016: HK\$92.1 million).

As at 30 June 2017, the equity attributable to the owners of the Company amounted to approximately HK\$2,993.7 million, representing an increase of approximately HK\$243.9 million from that of 31 December 2016.

The Board has decided not to pay an interim dividend.

## BUSINESS REVIEW

### CHANGE OF COMPANY NAME TO DREAMEAST TO EXPAND THE TOURIST RESORTS BUSINESS

As a result of the promulgation of the "13th Five-Year Plan for the Development of the Tourism Industry" (《「十三五」旅遊業發展規劃》) in December 2016, China has entered into the critical period of "embracing the emerging era of mass tourism" as brought forward by Premier Li Keqiang. With the increase in per capita disposable income year by year, the tourism industry in China has maintained rapid growth over the recent years. According to the Annual Report on Tourism Statistics for 2016 (《2016年全年旅遊統計資料報告》) and the Report on Development of China's Tourism Consumer Market 2016-2017 (《2016-2017中國旅遊消費市場發展報告》) issued by China Tourism Academy, in 2016, the number of domestic travelers amounted to 4.44 billion, representing a year-on-year increase of 11%; income from domestic tourism amounted to RMB3.94 trillion, representing an increase of 15.2% and RMB880 per capita; the number of inbound and outbound travelers amounted to 260 million, up by 3.9%; income from inbound and outbound tourism amounted to USD120.0 billion, representing a year-on-year increase of 5.6%, of which tourists for sightseeing and leisure purposes accounted for 33.4%; income from tourism totaled RMB4.69 trillion for the year, up by 13.6%. It is anticipated that the number of domestic travelers for 2017 will reach 4.88 billion, representing a year-on-year increase of 10.0%. The number of inbound travelers is expected to reach 140 million, and income from international tourism will reach USD126.0 billion. These figures reveal the strong demand for domestic tourism and show that the tourism industry continued to lead the economic growth in respect of innovative development.

本人欣然提呈夢東方集團有限公司(「本公司」)及其附屬公司(「本集團」)截至2017年6月30日止6個月之中期業績。於回顧期間，本集團錄得來自持續經營業務收入約1,042.6百萬港元，較2016年同期約9.9百萬港元增加1,032.7百萬港元或104.3倍。收入增加主要由於中華人民共和國(「中國」)北京房山之物業發展之收入增加所致。本集團期內業績錄得溢利淨額166.7百萬港元(截至2016年6月30日止6個月：92.1百萬港元)。

於2017年6月30日，本公司擁有人應佔權益約為2,993.7百萬港元，較2016年12月31日增加約243.9百萬港元。

董事會決定不派付中期股息。

## 業務回顧

### 公司更名夢東方拓展文化旅遊業務

2016年12月，《「十三五」旅遊業發展規劃》出台，目前正是李克強總理提出的「迎接正在興起的大眾旅遊時代」的關鍵期。隨著人均可支配收入的逐年提升，中國旅遊業於近年來保持快速發展。中國旅遊研究院《2016年全年旅遊統計資料報告》及《2016-2017中國旅遊消費市場發展報告》數據顯示：2016年國內旅遊人數44.4億人次，同比增長11%，國內旅遊收入人民幣3.94萬億元，增長15.2%，人均花費約人民幣880元；入出境旅遊人數2.6億人次，增長3.9%，收入1,200億美元，同比增長5.6%，其中以觀光休閒為目的之遊客佔33.4%；全年實現旅遊總收入人民幣4.69萬億元，增長13.6%。預計2017年國內旅遊人數達到48.8億人次，同比增長10.0%；入境旅遊人數有望達到1.4億人次，國際旅遊收入達到1,260億美元。可見國內旅遊需求旺盛，旅遊業在創新發展中繼續領跑經濟增長。





## CHAIRMAN'S STATEMENT

### 主席報告

The Company has accurately captured and kept abreast with the trend of times. The Group has been exploring and researching the cultural tourism industry for more than a decade. Since its establishment of “DreamEast” brand in 2013, the Group has established a relatively high international reputation in cultural, entertainment, tourism and IP creation industries within merely 4 years. In 2017, the Group completed its strategic adjustment and prioritised the development of the cultural tourism business as its core business. In order to reflect the future business plans and strategies of the Group in a more clearly manner and to establish a more appropriate and distinctive corporate image, the Company was officially renamed as “DreamEast Group Limited” in this August. The management believes that the change of company name is conducive to the further growth of the Group’s culture and tourism-related business, thus bringing more stable and sustained returns on investment to its shareholders.

DreamEast has been committed to the mission of “Fill the World with Joy (讓世界充滿歡樂)” and the vision of “Share the Beauty of China with the World (全球共享東方之美)”. Focusing on the major metropolitan areas of Beijing, Shanghai and Shenzhen, DreamEast has planned and designed a number of cultural tourism projects, through which DreamEast will, standing in awe of culture, nature and humanity, establish a superb team to create a unique life experience for customers in the spirit of craftsmanship.

During the period under review, the principal activities of the Group included tourist resorts, property development and leasing and other businesses. The management believes that the co-development of cultural tourism projects and traditional property projects will bring about synergies and enhance the Group’s long-term profitability and strengthen the Group’s overall strength.

本公司準確把握時代動向，緊跟時代潮流。本集團在文化旅遊產業的探索與研究已有10餘年，並於2013年創立「夢東方」品牌，短短4年間已在文化、娛樂、旅遊、IP創造行業享有較高國際知名度。2017年，本集團完成戰略調整，將文化旅遊產業提升為核心產業。為更清晰反映本集團未來業務計劃及戰略，及建立一個更貼切、更鮮明的企業形象，本公司於今年8月份正式更名為「夢東方集團有限公司」。管理層相信，更名有利於本集團進一步壯大文化及旅遊等相關業務，為股東帶來更穩定、更持續的投資回報。

夢東方以「讓世界充滿歡樂」為使命，以「全球共享東方之美」為願景。圍繞大北京、大上海、大深圳3大核心區域，夢東方規劃設計了多個文化旅遊項目。對於這些項目，夢東方懷揣對文化、自然、人性的敬畏之心，整合一流團隊，將以東方的匠心精神為客戶創造獨特的生活體驗。

回顧期內，本集團之主要業務包括文化旅遊、地產開發及租賃及其他業務。管理層相信，文化旅遊與傳統地產項目共同發展將產生協同效應，有助提高本集團的長期盈利能力，加強本集團之綜合實力。

## TOURIST RESORTS AND PROPERTY DEVELOPMENT BUSINESS

### Suzhou DreamEast Tourist Resort (the "Suzhou Project")

The Suzhou DreamEast Tourist Resort is located in the East Taihu Lake Eco-tourism Resort area, Wujiang, Suzhou. Benefitting from the excellent ecological resources of Taihu Lake, the Suzhou Project is designed to become the most stylish urban resort centre offering leisure, entertainment, sports and education pervaded by its aura of joy, energy and intelligent features.

In December 2016, the Group succeeded in the bid of the land use right of land situated in Wujiang District, Suzhou City, Jiangsu Province, the PRC for a consideration of approximately RMB135 million. The land parcel has a site area of approximately 26,000 square metres and will be developed for Phase 1 of the Suzhou Project. Suzhou Project is expected to commence construction in the 2nd half of 2017.

## 文化旅遊及地產開發業務

### 蘇州夢東方旅遊度假區（「蘇州項目」）

蘇州夢東方旅遊度假區位於蘇州吳江東太湖生態旅遊度假區。依託絕佳的太湖生態資源，以樂、動、智為核心，打造國內最時尚的集休閒、娛樂、體育、教育為一體的城市度假中心。

於2016年12月，本集團以約人民幣135百萬元競得位於中國江蘇省蘇州市吳江區地塊的土地使用權，佔地面積約2.6萬平方米。該土地將用作本集團蘇州項目1期之開發。蘇州項目預計將於2017年下半年開工建設。



### DreamEast Dream of Jiashan (the "Jiashan Project")

Combining highest good with the beauty of Jiangnan (the south of the Yangtze River) and integrated with science and technology, culture, leisure, tourism, vacation and entertainment functions, DreamEast Dream of Jiashan is established as a waterfront cultural city that exhibits good and love.

In December 2016, the Group succeeded in the bid of the land use right of land situated in Jiashan County, Jiaxing City, Zhejiang Province, the PRC for a consideration of approximately RMB65 million. The land parcels have a site area of approximately 70,000 square metres and will be developed for Phase 1 of the Jiashan Project. The grand groundbreaking ceremony of the Jiashan Project was held on 9 August 2017.

### 夢東方夢幻嘉善（「嘉善項目」）

夢東方夢幻嘉善以大善之風結合江南之美，集科技、文化、休閒、旅遊、度假、娛樂為一體，構築一座散發善與愛的人文之城，一座由江南生長而出的水韻之城。

於2016年12月，本集團以約人民幣65百萬元成功競得中國浙江省嘉興市嘉善縣地塊的土地使用權，佔地面積約7萬平方米。該土地將用作本集團嘉善項目1期之開發。嘉善項目開工奠基儀式已於2017年8月9日隆重舉行。





### Hengyang DreamEast Tourist Resort (the “Hengyang Project”)

Located in Hengyang City, Hunan Province, the Hengyang DreamEast Tourist Resort consists of a cultural town, a science and technology town, a forest town, a farming town and 5 theme parks. Upon completion, the Hengyang Project will become the national model of linkage among the primary industry, the second industry and the tertiary industry and city-industry integrated development, and is expected to be known as a Hunan culture themed city presented by DreamEast to the world.

In July 2017, the Group succeeded in the bid of the land use right of land situated in Hengnan County, Hengyang City, Hunan Province, the PRC for a consideration of RMB131 million. The land parcels have a site area of approximately 330,000 square metres and will be developed for Phase 1 of the Hengyang Project. The grand groundbreaking ceremony of the Hengyang Project was held on 10 August 2017.

### 衡陽夢東方旅遊度假區（「衡陽項目」）

衡陽夢東方旅遊度假區位於湖南省衡陽市，項目由文化小鎮、科技小鎮、森林小鎮、農耕小鎮和5個主題公園組成。建成後，衡陽項目將成為中國一二三產聯動、產城融合發展的國家樣板，是夢東方獻給世界的一座湖湘文化記憶之城。

於2017年7月，本集團以人民幣131百萬元成功競得中國湖南省衡陽市衡南縣地塊之土地使用權，佔地面積約33萬平方米。該土地將用作本集團衡陽項目1期之開發。衡陽項目開工奠基儀式已於2017年8月10日隆重舉行。



### Beijing Fangshan "COMB+" Project (The "Fangshan Project")

The Fangshan Project is located between the Southwest 5th and 6th Ring Roads in Beijing, the PRC, only 2 minutes' walk from Suzhuang Station on Fangshan Line of the Beijing Subway. The Group acquired 3 land parcels for the North, Central and South Zones of Phase 1 of the project in July 2014. Phase 1 of the project occupies a total site area of approximately 113,000 square metres, with a gross floor area of approximately 430,000 square metres and a planned saleable gross floor area of approximately 323,000 square metres. The project is the 1st large-scaled integrated community in the region. Owing to the high quality, excellent design, well-established auxiliary facilities and supreme service, the products of the Group enjoy a sound reputation. For instance, the show flats and clubhouse of this project were designed by renowned interior designer firm in Hong Kong. As a result, the project garnered strong support from the local government and continuous attention of residents in the local and surrounding cities since its inception.

The construction of the North Zone of Phase 1 of the Fangshan Project was completed during the period under review. Central Zone is expected to be completed in the 2nd half of 2017, and the South Zone is to be completed in 2019. Given the favorable market conditions and strong demand in the region, several apartment buildings of the North Zone of the Fangshan Project were highly sought after when they were launched to the market in May 2016, September 2016 and March 2017. In the 1st half of 2017, some of the apartment units were delivered to buyers as scheduled. During the period under review, the Fangshan Project contributed HK\$1,039.3 million to the revenue of the Group.

The management will keep abreast of the market trend and make timely adjustment to the marketing strategy, with the aim of maximising profitability and shareholders' returns.

### 北京房山超級蜂巢項目（「房山項目」）

房山項目位於中國北京市西南五環、六環之間，由北京地鐵房山線蘇莊站步行2分鐘可達。項目1期之北區、中區及南區3塊土地為本集團於2014年7月投得。項目1期總土地面積約11.3萬平方米，總建築面積約43萬平方米，規劃總可售樓面面積約32.3萬平方米。該項目是區內首個大型綜合社區。本集團之產品以高品質、重設計、齊配套及優秀的服務在業界享有良好口碑，如本項目之示範單位及會所乃由香港之著名室內設計公司所設計。因此，本項目自發展以來，得到當地政府的大力支持及當地和周邊城市居民的持續關注。

房山項目1期之北區已於回顧期內竣工。中區將於2017年下半年竣工，南區預計於2019年竣工。因應區內良好的市場環境及強勁的購買需求，房山項目於2016年5月、9月及2017年3月分別推出北區數棟公寓，認購反應熱烈。2017年上半年，部分公寓已按時向買家交付。於回顧期內，房山項目為本集團帶來之收益為1,039.3百萬港元。

管理層將緊貼市場走勢，適時調整銷售策略，期望以增加獲利空間，為股東帶來最大回報。





**OTHER BUSINESSES****"4th Generation SkyOcean City" Urban Complex (The "Qian'an Project")**

The Qian'an Project is located in Qian'an City of Hebei Province, the PRC. It will be developed into a multifunctional urban complex for commercial, office, apartment, tourism, cultural, dining, entertainment and shopping purposes, with a shopping centre, a commercial zone, offices, restaurants and apartment units. Phase 1 of the Qian'an Project has a total site area of approximately 106,000 square metres and a planned gross floor area of 163,000 square metres with 6 commercial buildings. Phase 2 and 3 of the Project have a total site area of approximately 119,000 square metres and a planned gross floor area of approximately 389,000 square metres.

**Property Project in Irvine, California, U.S.A. (the "Irvine Project")**

In April 2016, the Group established a subsidiary in order to develop the property project located in Irvine, California, U.S.A.. The Group invested US\$22.5 million and owned 90% interests of the subsidiary.

The Irvine Project has a planned gross floor area of 380,000 square feet, and will be used to construct 371 apartment units. During the period under review, the Irvine Project had not commenced construction yet.

**Operation of "COMB+" Global Innovation and Entrepreneurship Incubation Platform ("COMB+")**

The short-term objective of "COMB+" is to build brand recognition and explore the best operating and profit model in the course of development. During the period under review, "COMB+" witnessed rapid business growth by cooperation with overseas famous incubators and provided short-term innovative courses on legal, taxation and marketing matters for overseas startups entering the Chinese market.

**其他業務****「天洋城4代」城市綜合體（「遷安項目」）**

遷安項目位於中國河北省遷安市，將發展成為多用途城市綜合體，集商業、辦公室、公寓、旅遊、文化、飲食、娛樂及購物於一身，附設購物中心、商業區、辦公室、飲食區及公寓單位。遷安項目1期總土地面積約10.6萬平方米，規劃總建築面積為16.3萬平方米，將建成6座商業大廈。項目第2及第3期總土地面積約11.9萬平方米，規劃總建築面積約38.9萬平方米。

**美國加利福尼亞爾灣之地產項目（「爾灣項目」）**

於2016年4月，本集團成立附屬公司，以開發美國加利福尼亞爾灣之地產項目。本集團對附屬公司投資22.5百萬美元，並擁有附屬公司90%之權益。

爾灣項目規劃總建築面積為380,000平方呎，將用於建造371個公寓單位。於回顧期內，爾灣項目尚未開工建設。

**營運「超級蜂巢」全球創新創業孵化平台（「超級蜂巢」）**

超級蜂巢之短期目標為打造品牌知名度、在發展中探索最佳之營運及盈利模式。於回顧期內，超級蜂巢之業務發展迅速，重點發展與海外知名孵化器的合作，為海外創業公司進軍中國市場提供有關法律、稅務、營銷等之短期創新課程。

## PROSPECTS AND DEVELOPMENT PLAN

Amidst the new landscapes of vigorous development of tourism projects across the country, each detailed aspect of a tourism project, including the product contents, tourists' experience, customisation, creativity and the ability to provide sound infrastructure and quality services, is essential. Among them, culture is a soft power which forms unique and mysterious aura at different time and in different places. The Group has many years of experience in property development, and our products have been enjoying good reputation for its committed ingenuity. With exploration of cultural resources for more than a decade, DreamEast has been striving to incorporate Chinese history, humanities, art, aesthetics, fashion and other featured elements into our works. Therefore, the Group is confident that we can develop each tourist resort project under DreamEast brand into unique and exquisite works full of vitality by employing high-tech approach while exploring the characteristics of local culture.

The Group has commenced construction of the Jiashan Project and the Hengyang Project, and is about to commence construction of the Suzhou Project. While focusing on the development of these 3 projects, the Group will continue to identify other projects with potential and spare no efforts to grow the cultural tourism business in scale and strength. Looking ahead, the Group will focus on the areas including tourist destinations, films and animations and commit itself to establishing its own IP ecosystem, so as to achieve its vision of "Share the Beauty of China with the World (全球共享東方之美)".

## 展望與發展計劃

在全國各地旅遊項目蓬勃發展的新格局下，項目的產品內涵、體驗式、定制化、創新性以及能否提供完善的基礎設施和高質量的服務等，每一個細微的環節都至關重要。而文化是一種軟實力，因時間、地域不同，形成了各地獨特、神秘的氣質。本集團擁有多年的地產開發經驗，產品素以「匠心打造」獲得良好口碑；深耕文化10餘年，夢東方致力於把中國的歷史、人文、藝術、美學、時尚等融入我們的作品，因此本集團有信心在深挖當地文化特色的同時，運用高科技手法，把每一個夢東方的文化旅遊項目打造成獨一無二的、極致的、富有生命力的作品。

嘉善項目和衡陽項目已開工建設，蘇州項目亦將動工。在傾力打造這3個項目的同時，本集團仍將繼續物色其他有潛力的項目，全力以赴把文化旅遊產業做大做強。展望未來，本集團將聚焦旅遊度假區、影視動畫等領域，堅持創造自有IP生態系統，實現「全球共享東方之美」之願景。

**Deloitte.**

**德勤**

**TO THE BOARD OF DIRECTORS OF DREAMEAST GROUP LIMITED (FORMERLY KNOWN AS SKYOCEAN INTERNATIONAL HOLDINGS LIMITED)**

夢東方集團有限公司（前稱天洋國際控股有限公司）  
(incorporated in Bermuda with limited liability)

**INTRODUCTION**

We have reviewed the condensed consolidated financial statements of DreamEast Group Limited (the “Company”) and its subsidiaries (collectively referred to as the “Group”) set out on pages 14 to 60, which comprise the condensed consolidated statement of financial position as of 30 June 2017 and the related condensed consolidated statement of profit or loss and other comprehensive income, statement of changes in equity and statement of cash flows for the six-month period then ended, and certain explanatory notes. The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited require the preparation of a report on interim financial information to be in compliance with the relevant provisions thereof and Hong Kong Accounting Standard 34 “Interim Financial Reporting” (“HKAS 34”) issued by the Hong Kong Institute of Certified Public Accountants. The directors of the Company are responsible for the preparation and presentation of these condensed consolidated financial statements in accordance with HKAS 34. Our responsibility is to express a conclusion on these condensed consolidated financial statements based on our review, and to report our conclusion solely to you, as a body, in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

致夢東方集團有限公司（前稱天洋國際控股有限公司）

董事會

（於百慕達註冊成立之有限公司）

**引言**

本核數師已審閱刊載於第14至60頁夢東方集團有限公司（「貴公司」）及其附屬公司（統稱「貴集團」）之簡明合併財務報表，包括於2017年6月30日之簡明合併財務狀況表，及截至該日止6個月期間之相關簡明合併損益及其他綜合收益表、權益變動表及現金流量報表及若干解釋附註。香港聯合交易所有限公司證券上市規則要求編製中期財務資料時須遵守相關規定及香港會計師公會所頒佈之香港會計準則第34號「中期財務報告」（「香港會計準則第34號」）。貴公司董事須負責根據香港會計準則第34號編製及呈列該等簡明合併財務報表。本核數師之責任是根據審閱對該等簡明合併財務報表作出結論，並且本審閱報告是根據協定之委聘條款，僅向貴公司之董事會（作為一個團體）而出具，不應被用於其他任何目的。本核數師不會就本報告之內容向任何其他人士負上或承擔任何責任。

### SCOPE OF REVIEW

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

### CONCLUSION

Based on our review, nothing has come to our attention that causes us to believe that the condensed consolidated financial statements are not prepared, in all material respects, in accordance with HKAS 34.

### 審閱範圍

本核數師已根據香港會計師公會頒佈之香港審閱工作準則第2410號「由實體獨立核數師審閱中期財務資料」進行審閱。審閱該等簡明合併財務報表包括主要向負責財務和會計事務之人員作出詢問，並採用分析性覆核和其他審閱程序。審閱範圍遠少於根據香港審核準則進行審核之範圍，故不能令本核數師保證本核數師將知悉在審核中可能發現之所有重大事項。因此，本核數師不會發表審核意見。

### 結論

按照本核數師之審閱，本核數師並無發現任何事項，令本核數師相信簡明合併財務報表在所有重大方面未有根據香港會計準則第34號編製。

**Deloitte Touche Tohmatsu**  
*Certified Public Accountants*  
Hong Kong  
31 August 2017

德勤•關黃陳方會計師行  
執業會計師  
香港  
2017年8月31日



# CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

## 簡明合併損益及其他綜合收益表

For the six months ended 30 June 2017 截至2017年6月30日止6個月

|   | NOTES<br>附註                   | Six months ended<br>截至下列日期止6個月  |  |
|---|-------------------------------|---|--|
|   |                               | 30.6.2017<br>2017年<br>6月30日<br>HK\$'000<br>千港元<br>(unaudited)<br>(未經審核) | 30.6.2016<br>2016年<br>6月30日<br>HK\$'000<br>千港元<br>(unaudited)<br>(未經審核)<br>(Re-presented)<br>(經重列) |
| <b>Continuing operations</b>  |                               |   |  |
| Revenue   | 持續經營業務<br>收入                  | 1,042,617   | 9,895  |
| Cost of sales and services  | 銷售及服務成本                       | (677,561)   | (3,401)  |
| Gross profit  | 毛利                            | 365,056   | 6,494  |
| Other gains and losses  | 其他收益及虧損                       | 11,363  | 3,474  |
| Other income  | 其他收入                          | 3,235   | 182  |
| Gain on fair value change of investment properties                        | 投資物業公允價值變動之<br>收益             | 16,478  | 242,509  |
| Selling expenses  | 銷售費用                          | (32,118)  | (34,021)   |
| Administrative expenses   | 行政費用                          | (60,724)  | (26,990)   |
| Finance costs   | 財務費用                          | (72,685)  | (40,757)   |
| Profit before tax   | 除稅前溢利                         | 230,605   | 150,891  |
| Income tax expense  | 所得稅開支                         | (63,899)  | (60,738)   |
| <b>Profit for the period from continuing operations</b>                   | 來自持續經營業務之<br>期內溢利             | 166,706   | 90,153   |
| <b>Discontinued operations</b>  |                               |   |  |
| Profit for the period from discontinued operations                        | 已終止經營業務<br>來自已終止經營業務之<br>期內溢利 | -   | 1,985  |
| Profit for the period   | 期內溢利                          | 166,706   | 92,138   |
| <b>Other comprehensive income/ (expense):</b>                             | 其他綜合收益/<br>(開支):              |   |  |
| <b>Item that will not be reclassified subsequently to profit or loss:</b> | 其後不會重分類至損益之<br>項目:            |   |  |
| Exchange differences on translation to presentation currency              | 換算為呈列貨幣產生之<br>匯兌差額            | 81,467  | (62,411)   |
| <b>Item that may be reclassified subsequently to profit or loss:</b>      | 其後或會重分類至損益之<br>項目:            |   |  |
| Exchange differences on translation of foreign operations                 | 換算海外業務財務報表<br>產生之匯兌差額         | (10,111)  | 6,494  |
|   |                               | 71,356  | (55,917)   |

# CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

簡明合併損益及其他綜合收益表

For the six months ended 30 June 2017 截至2017年6月30日止6個月

|  |                | <b>Six months ended</b> |                |
|--|----------------|-------------------------|----------------|
|  |                | 截至下列日期止6個月              |                |
|  |                | <b>30.6.2017</b>        | 30.6.2016      |
|  |                | <b>2017年</b>            | 2016年          |
|  |                | <b>6月30日</b>            | 6月30日          |
| NOTES  |                | <b>HK\$'000</b>         | HK\$'000       |
| 附註   |                | 千港元                     | 千港元            |
|  |                | <b>(unaudited)</b>      | (unaudited)    |
|  |                | (未經審核)                  | (未經審核)         |
|  |                |                         | (Re-presented) |
|  |                |                         | (經重列)          |
| <b>Total comprehensive income for the period</b>                       | 期內綜合收益總額       | <b>238,062</b>          | 36,221         |
| Attributable to:   | 歸屬於：           |                         |                |
| Owners of the Company  | 本公司擁有人         | <b>231,989</b>          | 31,211         |
| Non-controlling interests  | 非控制性權益         | <b>6,073</b>            | 5,010          |
|  |                | <b>238,062</b>          | 36,221         |
| <b>Profit for the period attributable to owners of the Company</b>     | 本公司擁有人應佔期內溢利：  |                         |                |
| – from continuing operations   | – 來自持續經營業務     | <b>160,633</b>          | 85,143         |
| – from discontinued operations   | – 來自已終止經營業務    | –                       | 1,985          |
|  |                | <b>160,633</b>          | 87,128         |
| <b>Profit for the period attributable to non-controlling interests</b> | 非控制性權益應佔期內溢利：  |                         |                |
| – from continuing operations   | – 來自持續經營業務     | <b>6,073</b>            | 5,010          |
|  |                | <b>6,073</b>            | 5,010          |
| <b>Earnings per share</b>  | 每股盈利           |                         |                |
| <b>From continuing and discontinued operations</b>                     | 來自持續經營及已終止經營業務 |                         |                |
| – Basic  | – 基本           | <b>HK\$0.611</b> 港元     | HK\$0.334 港元   |
| – Diluted  | – 攤薄           | <b>HK\$0.394</b> 港元     | HK\$0.254 港元   |
| <b>From continuing operations</b>                                      | 來自持續經營業務       |                         |                |
| – Basic  | – 基本           | <b>HK\$0.611</b> 港元     | HK\$0.327 港元   |
| – Diluted  | – 攤薄           | <b>HK\$0.394</b> 港元     | HK\$0.250 港元   |

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DreamEast  
Group Limited  
夢東方集團  
有限公司

# CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

## 簡明合併財務狀況表

At 30 June 2017 於2017年6月30日

|   |                    | NOTES<br>附註 | 30.6.2017<br>2017年<br>6月30日<br>HK\$'000<br>千港元<br>(unaudited)<br>(未經審核) | 31.12.2016<br>2016年<br>12月31日<br>HK\$'000<br>千港元<br>(audited)<br>(經審核) |
|---|--------------------|-------------|---|--|
| <b>Non-current assets</b>                                   | <b>非流動資產</b>       |             |   |  |
| Property, plant and equipment                               | 物業、廠房及設備           | 11          | 16,542  | 18,244   |
| Investment properties                                       | 投資物業               | 12          | 5,482,751   | 5,167,218  |
| Other long term assets                                      | 其他長期資產             | 14          | 76,479  | 14,189   |
|   |                    |             | <b>5,575,772</b>  | 5,199,651  |
| <b>Current assets</b>                                       | <b>流動資產</b>        |             |   |  |
| Properties under development for sale                       | 發展中待售物業            | 13          | 1,290,529   | 2,093,097  |
| Completed properties held for sale<br>and other inventories | 已竣工待售物業<br>及其他存貨   |             | 967,416   | 403,325  |
| Trade receivables   | 貿易應收款項             | 15          | 6,416   | 4,631  |
| Other receivables, deposits and<br>prepayments              | 其他應收款項、按金及<br>預付款項 | 16          | 973,735   | 992,411  |
| Restricted bank deposits                                    | 有限制銀行存款            |             | 2,050   | 3,589  |
| Other current assets  | 其他流動資產             | 14          | 656,954   | 462,238  |
| Bank balances and cash                                      | 銀行結餘及現金            |             | 2,184,665   | 1,042,268  |
|   |                    |             | <b>6,081,765</b>  | 5,001,559  |
| <b>Current liabilities</b>                                  | <b>流動負債</b>        |             |   |  |
| Trade and other payables and<br>accruals                    | 貿易及其他應付款項及<br>預提款項 | 17          | 665,349   | 917,685  |
| Amounts due to related parties                              | 應付關聯方款項            | 24          | 917,418   | 199,129  |
| Tax payable   | 應付稅項               |             | 41,610  | 1,841  |
| Bank and other borrowings<br>– due within one year          | 銀行及其他借貸<br>– 1年內到期 | 18          | 1,075,433   | 1,218,040  |
|   |                    |             | <b>2,699,810</b>  | 2,336,695  |
| <b>Net current assets</b>                                   | <b>流動資產淨值</b>      |             | <b>3,381,955</b>  | 2,664,864  |
| <b>Total assets less current liabilities</b>                | <b>總資產減流動負債</b>    |             | <b>8,957,727</b>  | 7,864,515  |
| <b>Non-current liabilities</b>                              | <b>非流動負債</b>       |             |   |  |
| Deferred tax liabilities                                    | 遞延稅項負債             |             | 366,171   | 351,193  |
| Bank and other borrowings<br>– due after one year           | 銀行及其他借貸<br>– 1年後到期 | 18          | 3,509,491   | 2,768,771  |
| Convertible bonds and bonds                                 | 可換股債券及債券           | 19          | 2,019,799   | 1,932,313  |
|   |                    |             | <b>5,895,461</b>  | 5,052,277  |
| <b>NET ASSETS</b>   | <b>資產淨值</b>        |             | <b>3,062,266</b>  | 2,812,238  |

**CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION**

簡明合併財務狀況表

At 30 June 2017 於2017年6月30日

|  |             | NOTES<br>附註 | <b>30.6.2017</b><br><b>2017年</b><br><b>6月30日</b><br><b>HK\$'000</b><br><b>千港元</b><br><b>(unaudited)</b><br><b>(未經審核)</b> | 31.12.2016<br>2016年<br>12月31日<br>HK\$'000<br>千港元<br>(audited)<br>(經審核) |
|--|-------------|-------------|--|--|
| <b>Equity</b>                                | <b>權益</b>   |             |  |  |
| Share capital                                | 股本          | 20          | <b>26,322</b>  | 26,222   |
| Reserves                                     | 儲備          |             | <b>2,967,386</b>   | 2,723,531  |
| Equity attributable to owners of the Company | 本公司擁有人應佔權益  |             | <b>2,993,708</b>   | 2,749,753  |
| Non-controlling interests                    | 非控制性權益      |             | <b>68,558</b>  | 62,485   |
| <b>TOTAL EQUITY</b>                          | <b>權益總額</b> |             | <b>3,062,266</b>   | 2,812,238  |

# CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

## 簡明合併權益變動表

For the six months ended 30 June 2017 截至2017年6月30日止6個月

|  |                           | Equity attributable to owners of the Company<br>本公司擁有人應佔權益 |                |                           |                  |                                  |                              |                  | Equity attributable to non-controlling interests |               | Total equity     |
|--|---------------------------|--|----------------|---------------------------|------------------|----------------------------------|------------------------------|------------------|--|---------------|------------------|
|  |                           | Share capital  | Share premium  | Statutory surplus reserve | Other reserve    | Convertible bonds equity reserve | Exchange fluctuation reserve | Retained profits | Total  | 非控制性權益應佔權益    | 權益總額             |
|  |                           | 股本   | 股份溢價           | 法定盈餘儲備                    | 其他儲備             | 可換股債券權益儲備                        | 外匯波動儲備                       | 保留溢利             | 總計   | 非控制性權益        | 權益總額             |
|  |                           | HK\$'000   | HK\$'000       | HK\$'000                  | HK\$'000         | HK\$'000                         | HK\$'000                     | HK\$'000         | HK\$'000   | HK\$'000      | HK\$'000         |
|  |                           | 千港元  | 千港元            | 千港元                       | 千港元              | 千港元                              | 千港元                          | 千港元              | 千港元  | 千港元           | 千港元              |
| At 1 January 2017 (audited)                                    | 於2017年1月1日 (經審核)          | 26,222   | 336,039        | 100,106                   | (634,332)        | 1,327,718                        | (244,916)                    | 1,838,916        | 2,749,753  | 62,485        | 2,812,238        |
| Profit for the period  | 期內溢利                      | -  | -              | -                         | -                | -                                | -                            | 160,633          | 160,633  | 6,073         | 166,706          |
| Exchange differences on translation                            | 換算產生之匯兌差額                 | -  | -              | -                         | -                | -                                | 71,356                       | -                | 71,356   | -             | 71,356           |
| Total comprehensive income for the period                      | 期內綜合收益總額                  | -  | -              | -                         | -                | -                                | 71,356                       | 160,633          | 231,989  | 6,073         | 238,062          |
| Issue of shares upon conversion of convertible bonds (note 19) | 發行可換股債券轉換之股份 (附註19)       | 100  | 11,900         | -                         | -                | (34)                             | -                            | -                | 11,966   | -             | 11,966           |
| <b>At 30 June 2017 (unaudited)</b>                             | <b>於2017年6月30日 (未經審核)</b> | <b>26,322</b>  | <b>347,939</b> | <b>100,106</b>            | <b>(634,332)</b> | <b>1,327,684</b>                 | <b>(173,560)</b>             | <b>1,999,549</b> | <b>2,993,708</b>                                 | <b>68,558</b> | <b>3,062,266</b> |

|   |                           | Equity attributable to owners of the Company<br>本公司擁有人應佔權益 |                |                           |                  |                                  |                              |                  | Equity attributable to non-controlling interests |               | Total equity     |
|---|---------------------------|--|----------------|---------------------------|------------------|----------------------------------|------------------------------|------------------|--|---------------|------------------|
|   |                           | Share capital  | Share premium  | Statutory surplus reserve | Other reserve    | Convertible bonds equity reserve | Exchange fluctuation reserve | Retained profits | Total  | 非控制性權益應佔權益    | 權益總額             |
|   |                           | 股本   | 股份溢價           | 法定盈餘儲備                    | 其他儲備             | 可換股債券權益儲備                        | 外匯波動儲備                       | 保留溢利             | 總計   | 非控制性權益        | 權益總額             |
|   |                           | HK\$'000   | HK\$'000       | HK\$'000                  | HK\$'000         | HK\$'000                         | HK\$'000                     | HK\$'000         | HK\$'000   | HK\$'000      | HK\$'000         |
|   |                           | 千港元  | 千港元            | 千港元                       | 千港元              | 千港元                              | 千港元                          | 千港元              | 千港元  | 千港元           | 千港元              |
| At 1 January 2016 (audited)                     | 於2016年1月1日 (經審核)          | 24,646   | 259,584        | 67,974                    | (643,958)        | 1,327,718                        | (116,173)                    | 1,803,329        | 2,723,120  | 69,062        | 2,792,182        |
| Profit for the period                           | 期內溢利                      | -  | -              | -                         | -                | -                                | -                            | 87,128           | 87,128   | 5,010         | 92,138           |
| Exchange differences on translation             | 換算產生之匯兌差額                 | -  | -              | -                         | -                | -                                | (55,917)                     | -                | (55,917)   | -             | (55,917)         |
| Total comprehensive income for the period       | 期內綜合收益總額                  | -  | -              | -                         | -                | -                                | (55,917)                     | 87,128           | 31,211   | 5,010         | 36,221           |
| Disposal of a subsidiary (note 26)              | 出售一間附屬公司 (附註26)           | -  | -              | -                         | 4,141            | -                                | -                            | -                | 4,141  | -             | 4,141            |
| Acquisition of non-controlling interests (note) | 收購非控制性權益 (附註)             | -  | -              | 3,856                     | -                | -                                | (1,049)                      | 27,902           | 30,709   | (30,709)      | -                |
| Exercise of warrants (note 20)                  | 行使認購股權證 (附註20)            | 1,576  | 76,454         | -                         | -                | -                                | -                            | -                | 78,030   | -             | 78,030           |
| <b>At 30 June 2016 (unaudited)</b>              | <b>於2016年6月30日 (未經審核)</b> | <b>26,222</b>  | <b>336,038</b> | <b>71,830</b>             | <b>(639,817)</b> | <b>1,327,718</b>                 | <b>(173,139)</b>             | <b>1,918,359</b> | <b>2,867,211</b>                                 | <b>43,363</b> | <b>2,910,574</b> |

Note:

During the six months ended 30 June 2016, additional capital injection of RMB150,000,000 was made by the Group to a non-wholly owned subsidiary of the Company, the equity interests of which held by the Group is changed from 90% to 96.02% accordingly. The carrying amounts of the Group's interest and the non-controlling interest are adjusted to reflect the changes in their relative interest in the subsidiary.

附註:

於2016年6月30日止6個月內，本集團向一間非全資控股附屬公司新注資人民幣150,000,000元，藉此，本集團於其中所持之股權由90%變為96.02%。本集團權益及非控股權益之賬面值已經調整以反映其於該附屬公司相關權益之變動。

# CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

## 簡明合併現金流量報表

For the six months ended 30 June 2017 截至2017年6月30日止6個月

|  |                       | 30.6.2017<br>2017年<br>6月30日<br>HK\$'000<br>千港元<br>(unaudited)<br>(未經審核) | 30.6.2016<br>2016年<br>6月30日<br>HK\$'000<br>千港元<br>(unaudited)<br>(未經審核) |
|--|-----------------------|---|---|
| <b>Net cash from/(used in) operating activities</b>  | 經營活動所得／<br>(所用)現金淨額   | <b>191,696</b>  | (866,101)   |
| <b>Investing activities</b>  | 投資活動                  |   |   |
| Disposal of a subsidiary   | 出售一間附屬公司              | –   | (296)   |
| Withdrawal of restricted bank deposits   | 提取有限制銀行存款             | <b>1,539</b>  | –   |
| Withdrawal/(placement) of pledged deposits to a financial institution                            | 提取／(存入)已抵押存款至金融機構     | <b>113,162</b>  | (118,932)   |
| Purchase of property, plant and equipment  | 購買物業、廠房及設備            | <b>(1,122)</b>  | (413)   |
| Payment for acquisition of investment properties   | 支付收購投資物業款項            | <b>(155,142)</b>  | (51,313)  |
| Prepayments to a construction contractor for constructing investment properties                  | 就建造投資物業向建築承包商預付款      | <b>(58,486)</b>   | (547,058)   |
| Bank interest received   | 已收銀行利息                | <b>2,755</b>  | 69  |
| Investment in liquidity funds  | 投資流動基金                | <b>(744,381)</b>  | –   |
| Redemption of liquidity funds  | 贖回流動基金                | <b>747,274</b>  | 137,269   |
| Others   | 其他                    | –   | 1,194   |
| <b>Net cash used in investing activities</b>   | 投資活動所用現金淨額            | <b>(94,401)</b>   | (579,480)   |
| <b>Financing activities</b>  | 融資活動                  |   |   |
| Exercise of warrants   | 行使認股權證                | –   | 78,030  |
| New bank borrowings raised   | 新增銀行借貸                | <b>3,168,542</b>  | 4,443,308   |
| Repayment of bank and other borrowings   | 償還銀行及其他借貸             | <b>(2,705,232)</b>  | (2,378,645)   |
| Advances from related parties  | 關聯方墊款                 | <b>737,187</b>  | –   |
| Repayment of advance from related parties  | 償還關聯方墊款               | –   | (680,266)   |
| Interest paid  | 已付利息                  | <b>(150,263)</b>  | (107,586)   |
| Proceeds from issue of bonds   | 發行債券所得款項              | –   | 70,000  |
| Payment of transaction cost on issue of bonds  | 支付發行債券交易費用            | –   | (1,560)   |
| <b>Net cash from financing activities</b>  | 融資活動所得現金淨額            | <b>1,050,234</b>  | 1,423,281   |
| <b>Net increase/(decrease) in cash and cash equivalents</b>                                      | 現金及現金等價物增加／<br>(減少)淨額 | <b>1,147,529</b>  | (22,300)  |
| <b>Cash and cash equivalents at the beginning of the period</b>                                  | 於期初之現金及現金等價物          | <b>1,042,268</b>  | 242,263   |
| <b>Effect of foreign exchange rate changes</b>   | 匯率變動之影響               | <b>(5,132)</b>  | 2,517   |
| <b>Cash and cash equivalents at the end of the period, represented by bank balances and cash</b> | 於期末之現金及現金等價物計為銀行結餘及現金 | <b>2,184,665</b>  | 222,480   |





# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 簡明合併財務報表附註

For the six months ended 30 June 2017 截至2017年6月30日止6個月

### 1. GENERAL INFORMATION AND BASIS OF PRESENTATION

The Company is a limited liability company incorporated in Bermuda. The principal activities of the Company and its subsidiaries (together the “Group”) are involved in the provision of property development and leasing and investment in financial instruments. In prior years, the Group were also involved in the provision of elderly care services and medical equipment distribution. During the second half of 2016, the Group disposed of certain subsidiaries that were engaged in the business of provision of elderly care services and medical equipment distribution in Hong Kong. The result of these operations have been presented as discontinued operations in these condensed consolidated financial statements (see note 9 for details).

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 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. The condensed consolidated financial statements do not include all the information and disclosures required in the annual financial statements, and should be read in conjunction with the Group’s consolidated financial statements for the year ended 31 December 2016.

The functional currency of the Company is Renminbi (“RMB”), and for the purpose of more convenience to the readers of the condensed consolidated financial statements, the condensed consolidated financial statements are presented in Hong Kong dollars (“HK\$”).

The English name of the Company has been changed from Skyocean International Holdings Limited to DreamEast Group Limited and the Chinese name of the Company has been changed to 夢東方集團有限公司 effective on 8 June 2017.

### 1. 一般資料及呈列基準

本公司為一間於百慕達註冊成立的有限公司。本公司及其附屬公司（合稱「本集團」）之主要業務為從事提供物業發展及租賃服務業務及投資金融工具。於過往年度，本集團亦從事提供護老服務及分銷醫療設備。於2016年下半年，本集團出售若干於香港從事提供護老服務業務及分銷醫療設備業務的附屬公司。該等業務之業績已於本簡明合併財務報表呈列為已終止經營業務（詳見附註9）。

簡明合併財務報表乃根據香港會計師公會頒佈的香港會計準則第34號「中期財務報告」以及香港聯合交易所有限公司證券上市規則附錄16之適用披露規定編製。簡明合併財務報表並不包括年度財務報表所規定之所有資料及披露，並應與本集團截至2016年12月31日止年度的合併財務報表一併閱讀。

本公司之功能貨幣為人民幣（「人民幣」），為更方便簡明合併財務報表之讀者閱覽，此等簡明合併財務報表以港元（「港元」）呈列。

由2017年6月8日起，本公司之英文名稱已由SkyOcean International Holdings Limited更改為DreamEast Group Limited及本公司之中文名稱已更改為夢東方集團有限公司。

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

### 簡明合併財務報表附註

For the six months ended 30 June 2017 截至2017年6月30日止6個月

## 2. BASIS OF PREPARATION AND PRINCIPAL ACCOUNTING POLICIES

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

The accounting policies and methods of computation adopted in the preparation of the condensed consolidated financial statements are consistent with those followed in the preparation of the Group's annual financial statements for the year ended 31 December 2016. The adoption of amendments to standards that are mandatorily effective for the current interim period does not have any material impact on the accounting policy adopted, financial position or performance of the Group and/or disclosures set out in the condensed consolidated financial statements.

## 3. SEGMENT INFORMATION

Information reported to the Group's executive directors, being the chief operating decision maker ("CODM"), for the purpose of resource allocation and assessment of segment performance focused on the types of goods or services delivered or provided.

The Group's reportable and operating segments under Hong Kong Financial Reporting Standard 8 Operating Segments are (i) property development and leasing and (ii) investment in financial instruments.

As the elderly care services and medical equipment distribution operations were discontinued upon disposal of certain subsidiaries in the second half of 2016, the comparatives of segment information have been re-presented. Details of the discontinued operations were disclosed in note 9 to the condensed consolidated financial statements.

The directors of the Company (the "Directors") are of the view that the Group intends to continue to engage in the investment in financial instruments in the future upon available resources allocated.

## 2. 編製基準及主要會計政策

除投資物業乃按公允價值列賬外，簡明合併財務報表乃按歷史成本基準編製。

編製簡明合併財務報表所採納之會計政策及計算方法與編製本集團截至2016年12月31日止年度之年度財務報表所遵循者一致。通過對本中期期間起生效之準則修訂對本集團所採納之會計政策、本集團財務狀況或業績及／或簡明合併財務報表之披露並無任何重大影響。

## 3. 分類資料

向本集團執行董事（即主要經營決策者（「主要經營決策者」）呈報以供作出資源分配及評估分類表現之資料，集中於所交付或提供之貨品及服務類型。

根據香港財務報告準則第8號經營分類，本集團之可報告及經營分類為：(i)提供物業發展及租賃服務；及(ii)投資金融工具。

由於護老服務及醫療設備分銷業務於2016年下半年內出售若干附屬公司後已終止經營，分類資料之比較數據已經重列。已終止經營業務詳見附註9。

本公司董事（「董事」）認為，本集團未來擬根據屆時的可分配資源繼續參與金融工具的投資。

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

### 簡明合併財務報表附註

For the six months ended 30 June 2017 截至2017年6月30日止6個月

### 3. SEGMENT INFORMATION – continued SEGMENT REVENUE AND RESULTS

The following is an analysis of the Group's revenue and results by the two segments for the period under review.

Six months ended 30 June 2017 (unaudited)

### 3. 分類資料－續 分類收入及業績

於回顧期內，本集團兩個分類的收入及業績分析載列如下。

截至2017年6月30日止6個月（未經審核）

|                                |           | Property<br>development<br>and leasing<br>物業發展及租賃<br>HK\$'000<br>千港元 | Investment<br>in financial<br>instruments<br>投資金融工具<br>HK\$'000<br>千港元 | Consolidated<br>總計<br>HK\$'000<br>千港元 |
|--------------------------------|-----------|--|--|---------------------------------------|
| <b>Continuing operations</b>   | 持續經營業務    |  |  |                                       |
| Revenue from external customer | 來自外部客戶之收入 | 1,042,617  | –  | 1,042,617                             |
| Reportable segment revenue     | 可報告分類收入   | 1,042,617  | –  | 1,042,617                             |
| Reportable segment results     | 可報告分類業績   | 295,810  | (4,107)  | 291,703                               |
| Unallocated items:             | 未分配項目：    |  |  |                                       |
| Other gains and losses         | 其他收益及虧損   |  |  | 14,403                                |
| Other income                   | 其他收入      |  |  | 3,235                                 |
| Administrative expenses        | 行政費用      |  |  | (10,195)                              |
| Finance costs                  | 財務費用      |  |  | (68,541)                              |
| Profit before tax              | 除稅前溢利     |  |  | 230,605                               |

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明合併財務報表附註

For the six months ended 30 June 2017 截至2017年6月30日止6個月

### 3. SEGMENT INFORMATION – continued SEGMENT REVENUE AND RESULTS – continued Six months ended 30 June 2016 (unaudited) (Re-presented)

### 3. 分類資料－續 分類收入及業績－續 截至2016年6月30日止6個月（未經審核）（經重列）

|                                |               | Property<br>development<br>and leasing<br>物業發展及租賃<br>HK\$'000<br>千港元 | Investment<br>in financial<br>instruments<br>投資金融工具<br>HK\$'000<br>千港元 | Consolidated<br>總計<br>HK\$'000<br>千港元 |
|--------------------------------|---------------|--|--|---------------------------------------|
| <b>Continuing operations</b>   | <b>持續經營業務</b> |  |  |                                       |
| Revenue from external customer | 來自外部客戶之收入     | 9,795  | 100  | 9,895                                 |
| Reportable segment revenue     | 可報告分類收入       | 9,795  | 100  | 9,895                                 |
| Reportable segment results     | 可報告分類業績       | 185,010  | (2,082)  | 182,928                               |
| Unallocated items:             | 未分配項目：        |  |  |                                       |
| Other gains and losses         | 其他收益及虧損       |  |  | 3,474                                 |
| Other income                   | 其他收入          |  |  | 182                                   |
| Administrative expenses        | 行政費用          |  |  | (4,764)                               |
| Finance costs                  | 財務費用          |  |  | (30,929)                              |
| Profit before tax              | 除稅前溢利         |  |  | 150,891                               |

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

### 簡明合併財務報表附註

For the six months ended 30 June 2017 截至2017年6月30日止6個月

### 3. SEGMENT INFORMATION – continued SEGMENT ASSETS AND LIABILITIES

As at 30 June 2017 (unaudited)

### 3. 分類資料－續 分類資產及負債

於2017年6月30日（未經審核）

|                                |            | Property<br>development<br>and leasing<br>物業發展及租賃<br>HK\$'000<br>千港元 | Investment<br>in financial<br>instruments<br>投資金融工具<br>HK\$'000<br>千港元 | Consolidated<br>總計<br>HK\$'000<br>千港元 |
|--------------------------------|------------|--|--|---------------------------------------|
| <b>Continuing operations</b>   | 持續經營業務     |  |  |                                       |
| Reportable segment assets      | 可報告分類資產    | <b>11,468,015</b>  | <b>8,036</b>   | <b>11,476,051</b>                     |
| Unallocated assets (note)      | 未分配資產（附註）  |  |  | <b>181,486</b>                        |
| <b>Total assets</b>            | <b>總資產</b> |  |  | <b>11,657,537</b>                     |
| Reportable segment liabilities | 可報告分類負債    | <b>6,208,091</b>   | <b>1,135</b>   | <b>6,209,226</b>                      |
| Unallocated liabilities (note) | 未分配負債（附註）  |  |  | <b>2,386,045</b>                      |
| <b>Total liabilities</b>       | <b>總負債</b> |  |  | <b>8,595,271</b>                      |

Note: Other corporate assets (including certain property, plant and equipment, bank balances and cash, certain prepayments, deposits and other receivables) and liabilities (including certain other payables and accruals, convertible bonds and bonds, tax payable and deferred tax liabilities) are unallocated.

附註：其他公司資產（包括若干物業、廠房及設備、銀行結餘及現金、若干預付款項、按金及其他應收款項）及負債（包括若干其他應付款項及預提款項、可換股債券及債券、應付稅項及遞延稅項負債）並未進行分配。

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明合併財務報表附註

For the six months ended 30 June 2017 截至2017年6月30日止6個月

### 3. SEGMENT INFORMATION – continued SEGMENT ASSETS AND LIABILITIES – continued

As at 31 December 2016 (audited)

### 3. 分類資料－續 分類資產及負債－續

於2016年12月31日（經審核）

|                                |               | Property<br>development<br>and leasing<br>物業發展及租賃<br>HK\$'000<br>千港元 | Investment<br>in financial<br>instruments<br>投資金融工具<br>HK\$'000<br>千港元 | Consolidated<br>總計<br>HK\$'000<br>千港元 |
|--------------------------------|---------------|--|--|---------------------------------------|
| <b>Continuing operations</b>   | <b>持續經營業務</b> |  |  |                                       |
| Reportable segment assets      | 可報告分類資產       | 10,052,865   | 7,733  | 10,060,598                            |
| Unallocated assets (note)      | 未分配資產（附註）     |  |  | 140,612                               |
| <b>Total assets</b>            | <b>總資產</b>    |  |  | <b>10,201,210</b>                     |
| Reportable segment liabilities | 可報告分類負債       | 5,097,414  | 577  | 5,097,991                             |
| Unallocated liabilities (note) | 未分配負債（附註）     |  |  | 2,290,981                             |
| <b>Total liabilities</b>       | <b>總負債</b>    |  |  | <b>7,388,972</b>                      |

Note: Other corporate assets (including certain property, plant and equipment, bank balances and cash, certain prepayments, deposits and other receivables) and liabilities (including certain other payables and accruals, convertible bonds and bonds, tax payable and deferred tax liabilities) are unallocated.

附註：其他公司資產（包括若干物業、廠房及設備、銀行結餘及現金、若干預付款項、按金及其他應收款項）及負債（包括若干其他應付款項及預提款項、可換股債券及債券、應付稅項及遞延稅項負債）並未進行分配。



## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

### 簡明合併財務報表附註

For the six months ended 30 June 2017 截至2017年6月30日止6個月

#### 4. OTHER GAINS AND LOSSES

#### 4. 其他收益及虧損

|   |               | Six months ended<br>截至下列日期止6個月  |   |
|---|---------------|---|---|
|   |               | 30.6.2017<br>2017年<br>6月30日<br>HK\$'000<br>千港元<br>(unaudited)<br>(未經審核) | 30.6.2016<br>2016年<br>6月30日<br>HK\$'000<br>千港元<br>(unaudited)<br>(未經審核) |
| <b>Continuing operations</b>            | 持續經營業務        |   |   |
| Net foreign exchange gains              | 匯兌收益淨額        | 11,557  | 3,307   |
| Impairment loss of other<br>receivables | 其他應收款<br>減值損失 | (3,040)   | –   |
| Others                                  | 其他            | 2,846   | 167   |
|   |               | <b>11,363</b>   | 3,474   |

#### 5. FINANCE COSTS

#### 5. 財務費用

|   |                              | Six months ended<br>截至下列日期止6個月  |   |
|---|------------------------------|---|---|
|   |                              | 30.6.2017<br>2017年<br>6月30日<br>HK\$'000<br>千港元<br>(unaudited)<br>(未經審核) | 30.6.2016<br>2016年<br>6月30日<br>HK\$'000<br>千港元<br>(unaudited)<br>(未經審核) |
| <b>Continuing operations</b>  | 持續經營業務                       |   |   |
| Interest expenses on:   | 利息費用：                        |   |   |
| – Bank and other borrowings   | – 銀行及其他借貸                    | 131,207   | 109,650   |
| – Convertible bonds and bonds<br>(note 19)  | – 可換股債券及債券<br>(附註19)         | 91,774  | 63,996  |
| Less: amounts capitalised<br>in properties under<br>development for sale and<br>investment properties | 減：發展中待售物業及<br>投資物業資本化之<br>金額 | (150,296)   | (132,889)   |
|   |                              | <b>72,685</b>   | 40,757  |

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明合併財務報表附註

For the six months ended 30 June 2017 截至2017年6月30日止6個月

### 6. PROFIT BEFORE TAX FROM CONTINUING OPERATIONS

### 6. 來自持續經營業務之除稅前溢利

|  |                              | <b>Six months ended</b> |                |
|--|------------------------------|-------------------------|----------------|
|  |                              | 截至下列日期止6個月              |                |
|  |                              | <b>30.6.2017</b>        | 30.6.2016      |
|  |                              | <b>2017年</b>            | 2016年          |
|  |                              | <b>6月30日</b>            | 6月30日          |
|  |                              | <b>HK\$'000</b>         | HK\$'000       |
|  |                              | 千港元                     | 千港元            |
|  |                              | <b>(unaudited)</b>      | (unaudited)    |
|  |                              | (未經審核)                  | (未經審核)         |
|  |                              |                         | (Re-presented) |
|  |                              |                         | (經重列)          |
| <b>Continuing operations</b>   | <b>持續經營業務</b>                |                         |                |
| Profit for the period from continuing operations has been arrived at after charging (crediting): | 來自持續經營業務之期內溢利經扣除(計入)下列各項後達致: |                         |                |
| Investment income from liquidity funds   | 流動基金之投資收益                    | <b>2,893</b>            | 182            |
| Operating lease rental expenses  | 經營租賃之租金費用                    | <b>3,517</b>            | 2,938          |
| Depreciation of property, plant and equipment  | 物業、廠房及設備折舊                   | <b>3,301</b>            | 1,457          |
| Rental income from investment properties   | 投資物業之租金收入                    | <b>(5,285)</b>          | (3,307)        |
| Less: direct operating expense   | 減: 直接經營費用                    | <b>829</b>              | 3,767          |
|  |                              | <b>(4,456)</b>          | 460            |

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

### 簡明合併財務報表附註

For the six months ended 30 June 2017 截至2017年6月30日止6個月

#### 7. INCOME TAX EXPENSE

#### 7. 所得稅開支

|                              |               | Six months ended<br>截至下列日期止6個月  |  |
|------------------------------|---------------|---|--|
|                              |               | 30.6.2017<br>2017年<br>6月30日<br>HK\$'000<br>千港元<br>(unaudited)<br>(未經審核) | 30.6.2016<br>2016年<br>6月30日<br>HK\$'000<br>千港元<br>(unaudited)<br>(未經審核)<br>(Re-presented)<br>(經重列) |
| <b>Continuing operations</b> | <b>持續經營業務</b> |   |  |
| PRC Enterprises Income Tax:  | 中國企業所得稅：      |   |  |
| Current                      | 當期            | 4   | 15   |
| Deferred                     | 遞延            | 4,120   | 60,628   |
|                              |               | <b>4,124</b>  | 60,643   |
| Land appreciation tax:       | 土地增值稅：        | 59,775  | 95   |
|                              |               | <b>63,899</b>   | 60,738   |

Hong Kong Profits Tax is calculated at 16.5% of the estimated assessable profit for both periods. PRC subsidiaries are subject to PRC Enterprises Income Tax at 25% for both periods.

The provision of land appreciation tax ("LAT") is estimated according to the requirements set forth in the relevant PRC tax laws and regulations. LAT has been provided at ranges of progressive rates of the appreciation value, with certain allowable exemptions and deductions.

於兩個期間，香港利得稅均按估計應課稅溢利之16.5%計算。於兩個期間，中國附屬公司須按25%之稅率計繳中國企業所得稅。

土地增值稅撥備乃根據相關中國稅務法律及法規所載之規定估計。土地增值稅已按增值額之漸進稅率範圍撥備，且有若干可減免及扣減項目。

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

### 簡明合併財務報表附註

For the six months ended 30 June 2017 截至2017年6月30日止6個月

#### 7. INCOME TAX EXPENSE – continued

During both interim periods, deferred tax charge represented deferred tax liability provided for fair value change of investment properties.

No deferred tax liabilities for undistributed earnings of the PRC subsidiaries have been recognised as there is no plan of the dividends distribution out of the PRC in the foreseeable future by these PRC subsidiaries. As at 30 June 2017 and 31 December 2016, the aggregate undistributed profit of the PRC subsidiaries were HK\$976,702,000 and HK\$722,072,000 respectively. The corresponding unrecognised deferred tax liabilities as at 30 June 2017 and 31 December 2016 were HK\$97,670,000 and HK\$72,207,000 respectively.

#### 8. DIVIDENDS

No dividends were paid, declared or proposed during the current interim period. The Directors have determined that no dividend will be paid in respect of the current interim period (six months ended 30 June 2016: nil).

#### 7. 所得稅開支－續

於兩個中期期間，遞延稅項開支主要指就投資物業公允價值變動撥備之遞延稅項負債。

由於中國附屬公司並無計劃於可見將來從中國分派股息，因此概無就該等中國附屬公司的未分派盈利確認遞延稅項負債。於2017年6月30日及2016年12月31日，中國附屬公司的未分派溢利總額分別為976,702,000港元及722,072,000港元。於2017年6月30日及2016年12月31日，相應的未確認遞延稅項負債分別為97,670,000港元及72,207,000港元。

#### 8. 股息

於本中期期間並無派付、宣派或建議派付任何股息。董事已決定不會就本中期期間派付任何股息（截至2016年6月30日止6個月：無）。

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 簡明合併財務報表附註

For the six months ended 30 June 2017 截至2017年6月30日止6個月

### 9. DISCONTINUED OPERATIONS

On 11 July 2016, the Group entered into a sale and purchase agreement with an independent individual (the "Purchaser"), pursuant to which the Group conditionally agreed to sell and the Purchaser conditionally agreed to purchase the entire issued share capital of Cautious Base Limited ("Cautious Base", a then subsidiary of the Company) and its subsidiaries (collectively known as "Cautious Base Group"), which carried out all of the Group's elderly care services and medical equipment distribution operations. The disposal was completed on 26 August 2016, on which date the control of Cautious Base Group was passed to the Purchaser.

The profit from the discontinued operations for the preceding period is set out below. The comparative figures in the condensed consolidated statement of profit or loss and other comprehensive income have been re-presented to re-classify performance of the elderly care services and medical equipment distribution operations as discontinued operations.

### 9. 已終止經營業務

於2016年7月11日，本集團與一名獨立人士（「買方」）訂立買賣協議，據此，本集團有條件同意出售及買方有條件同意購買Cautious Base Limited（「Cautious Base」，彼時本公司之附屬公司）及其附屬公司（統稱「Cautious Base Group」）之全部已發行股本，其為本集團之所有護老服務及醫療設備分銷業務。該出售事項已於2016年8月26日完成，Cautious Base Group之控制權於當日已轉移至買方。

上期來自已終止經營業務之溢利載於下文。簡明合併損益及其他綜合收益表之比較數據已經重列，以重分類作為已終止經營業務之護老服務及醫療設備分銷業務之表現。

Six months  
ended  
30.6.2016  
截至  
2016年  
6月30日  
止6個月  
HK\$'000  
千港元  
(unaudited)  
(未經審核)

|  |                |       |
|--|----------------|-------|
| Profit from the discontinued operations for the preceding period | 來自己終止經營業務之上期溢利 | 1,985 |
|--|----------------|-------|

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明合併財務報表附註

For the six months ended 30 June 2017 截至2017年6月30日止6個月

### 9. DISCONTINUED OPERATIONS – continued

The results of the discontinued operations for the preceding period were as follows:

### 9. 已終止經營業務－續

上期之已終止經營業務之業績載於下文：

|   |                    | Six months<br>ended<br>30.6.2016<br>截至<br>2016年<br>6月30日<br>止6個月<br>HK\$'000<br>千港元<br>(unaudited)<br>(未經審核) |
|---|--------------------|--|
| Revenue   | 收入                 | 40,301   |
| Cost of sales and services                            | 銷售及服務成本            | (37,314)   |
| Gross profit  | 毛利                 | 2,987  |
| Other income  | 其他收入               | 2,562  |
| Administrative expenses                               | 行政費用               | (3,567)  |
| Profit before tax                                     | 除稅前溢利              | 1,982  |
| Income tax credit                                     | 所得稅開支              | 3  |
| Profit for the period from<br>discontinued operations | 來自已終止經營業務<br>之期內溢利 | 1,985  |



## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

### 簡明合併財務報表附註

For the six months ended 30 June 2017 截至2017年6月30日止6個月

#### 9. DISCONTINUED OPERATIONS – continued

Profit for the preceding period from discontinued operations has been arrived at after charging:

#### 9. 已終止經營業務－續

來自已終止經營業務之期內溢利經扣除下列各項後達致：

|   |                     | Six months<br>ended<br>30.6.2016<br>截至<br>2016年<br>6月30日<br>止6個月<br>HK\$'000<br>千港元<br>(unaudited)<br>(未經審核) |
|---|---------------------|--|
| Depreciation of property, plant and<br>equipment          | 物業、廠房及設備折舊          | 269  |
| Operating lease payments in respect of<br>Rented premises | 下列各項之經營租賃付款<br>物業租賃 | 12,356   |
| Equipment   | 設備                  | 25   |
|   |                     | <hr/>  |
|   |                     | 12,381   |

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明合併財務報表附註

For the six months ended 30 June 2017 截至2017年6月30日止6個月

### 10. BASIC AND DILUTED EARNINGS PER SHARE      10. 每股基本及攤薄盈利

|  |  | <b>Six months ended</b> |             |
|--|--|-------------------------|-------------|
|  |  | 截至下列日期止6個月              |             |
|  |  | <b>30.6.2017</b>        | 30.6.2016   |
|  |  | <b>2017年</b>            | 2016年       |
|  |  | <b>6月30日</b>            | 6月30日       |
|  |  | <b>'000</b>             | '000        |
|  |  | 千股                      | 千股          |
|  |  | <b>(unaudited)</b>      | (unaudited) |
|  |  | (未經審核)                  | (未經審核)      |
| <b>Number of shares</b>  | <b>股份數目</b>                                  |                         |             |
| Weighted average number of shares for the purpose of basic earnings per share                            | 用以計算每股基本盈利之加權平均股數                            | <b>262,808</b>          | 260,705     |
| Effect of dilutive potential ordinary shares in respect of:  | 所涉及潛在攤薄普通股之影響：                               |                         |             |
| Warrants   | 認股權證   | -                       | 2,344       |
| Convertible Bonds I and II (six months ended 30 June 2016: Convertible Bonds II) (as defined in note 19) | 可換股債券I及II (2016年6月30日止6個月：可換股債券II) (定義見附註19) | <b>280,889</b>          | 278,485     |
| Weighted average number of ordinary shares for the purpose of diluted earnings per share                 | 用以計算每股攤薄盈利之加權平均普通股數                          | <b>543,697</b>          | 541,534     |

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

### 簡明合併財務報表附註

For the six months ended 30 June 2017 截至2017年6月30日止6個月

#### 10. BASIC AND DILUTED EARNINGS PER SHARE – continued FROM CONTINUING AND DISCONTINUED OPERATIONS

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

#### 10. 每股基本及攤薄盈利 – 續

來自持續經營及已終止經營之業務

本公司擁有人應佔每股基本及攤薄盈利乃根據以下數據計算：

|  |  | <b>Six months ended</b><br>截至下列日期止6個月 |             |
|--|--|---------------------------------------|-------------|
|  |  | <b>30.6.2017</b>                      | 30.6.2016   |
|  |  | <b>2017年</b>                          | 2016年       |
|  |  | <b>6月30日</b>                          | 6月30日       |
|  |  | <b>HK\$'000</b>                       | HK\$'000    |
|  |  | 千港元                                   | 千港元         |
|  |  | <b>(unaudited)</b>                    | (unaudited) |
|  |  | (未經審核)                                | (未經審核)      |
| <b>Earnings</b>  | <b>盈利</b>  |                                       |             |
| Profit for the period for the purpose of basic earnings per share  | 用以計算每股基本盈利之期內溢利                                    | <b>160,633</b>                        | 87,128      |
| Effect of dilutive potential ordinary share:   | 潛在攤薄普通股之影響：  |                                       |             |
| Interest on the Convertible Bonds I and II (six months ended 30 June 2016: Interest on the Convertible Bonds II) (as defined in note 19) | 可換股債券I及II之利息 (2016年6月30日止6個月：可換股債券II之利息) (定義見附註19) | <b>53,332</b>                         | 50,170      |
| Profit for the period for the purpose of diluted earnings per share  | 用以計算每股攤薄盈利之期內溢利                                    | <b>213,965</b>                        | 137,298     |

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明合併財務報表附註

For the six months ended 30 June 2017 截至2017年6月30日止6個月

### 10. BASIC AND DILUTED EARNINGS PER SHARE – continued FROM CONTINUING OPERATIONS

The calculation of basic and diluted earnings per share from continuing operations attributable to owners of the Company is based on the following data:

### 10. 每股基本及攤薄盈利 – 續

來自持續經營業務

本公司擁有人應佔來自持續經營業務之每股基本及攤薄盈利乃根據以下數據計算：

|  |   | <b>Six months ended</b> |                |
|--|---|-------------------------|----------------|
|  |   | 截至下列日期止6個月              |                |
|  |   | <b>30.6.2017</b>        | 30.6.2016      |
|  |   | <b>2017年</b>            | 2016年          |
|  |   | <b>6月30日</b>            | 6月30日          |
|  |   | <b>HK\$'000</b>         | HK\$'000       |
|  |   | 千港元                     | 千港元            |
|  |   | <b>(unaudited)</b>      | (unaudited)    |
|  |   | (未經審核)                  | (未經審核)         |
|  |   |                         | (Re-presented) |
|  |   |                         | (經重列)          |
| <b>Earnings</b>  | <b>盈利</b>                                       |                         |                |
| Profit for the period attributable to owners of the Company  | 本公司擁有人應佔期內溢利                                    | <b>160,633</b>          | 87,128         |
| Less: profit for the period from discontinued operations (note 9)  | 減：來自已終止經營業務之期內溢利 (附註9)                          | –                       | (1,985)        |
| Profit for the period for the purpose of basic earnings per share from continuing operations                               | 用以計算來自持續經營業務每股基本盈利之期內溢利                         | <b>160,633</b>          | 85,143         |
| Effect of dilutive potential ordinary shares:  | 潛在攤薄普通股之影響：                                     |                         |                |
| Interest on the Convertible Bonds I and II (six months ended 30 June 2016; Interest on the Convertible Bonds II) (note 19) | 可換股債券I及II之利息 (2016年6月30日止6個月：可換股債券II之利息) (附註19) | <b>53,332</b>           | 50,170         |
| Profit for the period for the purpose of diluted earnings per share from continuing operations                             | 用以計算來自持續經營業務每股攤薄盈利之期內溢利                         | <b>213,965</b>          | 135,313        |

The denominators used are the same as those detailed above for calculating the basic and diluted earnings per share.

使用之分母與上文詳述之計算每股基本及攤薄盈利相同。

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

### 簡明合併財務報表附註

For the six months ended 30 June 2017 截至2017年6月30日止6個月

#### 10. BASIC AND DILUTED EARNINGS PER SHARE – continued

##### FROM DISCONTINUED OPERATIONS

During the six months ended 30 June 2016, basic and diluted earnings per share from discontinued operations were HK\$0.008 and HK\$0.004 per share respectively, and were calculated based on the profit for the period from discontinued operations of approximately HK\$1,985,000 and the denominators detailed above for calculating basic and diluted earnings per share.

The computation of diluted earnings per share for the six months ended 30 June 2016 does not assume the conversion of the Company's outstanding Convertible Bonds I (as defined in note 19) since the assumed exercise of Convertible Bonds I would result in an increase in earnings per share.

#### 11. MOVEMENTS IN PROPERTY, PLANT AND EQUIPMENT

During the current interim period, the Group spent approximately HK\$1,122,000 (six months ended 30 June 2016: approximately HK\$413,000) on acquisition of property, plant and equipment. No property, plant and equipment were disposed of during the current interim period (six months ended 30 June 2016: approximately HK\$8,000 were disposed of, resulting in a loss on disposal of HK\$8,000).

#### 10. 每股基本及攤薄盈利 – 續

##### 來自已終止經營業務

截至2016年6月30日止6個月期間，已終止經營業務的每股基本及攤薄盈利分別為0.008港元及0.004港元，並以截止此期間已終止經營業務之利潤約1,985,000港元及上文詳述之分母為基礎用以計算每股基本及攤薄盈利。

計算截至2016年6月30日止6個月期間之每股攤薄盈利並無假設本公司之未行使可換股債券I（定義見附註19）獲轉換，原因為行使可換股債券I將會導致每股盈利增加。

#### 11. 物業、廠房及設備變動

於本中期期間，本集團動用約1,122,000港元（截至2016年6月30日止6個月：約413,000港元）購買物業、廠房及設備。於本中期期間，本集團概無出售任何物業、廠房及設備（截至2016年6月30日止6個月：出售約8,000港元之物業、廠房及設備，導致出售虧損8,000港元）。

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### 12. INVESTMENT PROPERTIES

### 12. 投資物業

|   |                          | HK\$'000<br>千港元  |
|---|--------------------------|------------------|
| <b>Fair value</b>                                   | <b>公允價值</b>              |                  |
| At 1 January 2017 (audited)                         | 於2017年1月1日(經審核)          | <b>5,167,218</b> |
| Additions   | 添置                       | <b>245,273</b>   |
| Transferred from completed properties held for sale | 轉撥自己竣工待售物業               | <b>70,179</b>    |
| Gain on fair value change of investment properties  | 投資物業公允價值變動之收益            | <b>16,478</b>    |
| Reclassified as held for sale                       | 重分類為待售                   | <b>(169,922)</b> |
| Exchange realignment                                | 匯兌調整                     | <b>153,525</b>   |
| <b>At 30 June 2017 (unaudited)</b>                  | <b>於2017年6月30日(未經審核)</b> | <b>5,482,751</b> |
| At 1 January 2016 (audited)                         | 於2016年1月1日(經審核)          | <b>4,014,180</b> |
| Additions   | 添置                       | <b>143,711</b>   |
| Transferred from completed properties held for sale | 轉撥自己竣工待售物業               | <b>108,538</b>   |
| Gain on fair value change of investment properties  | 投資物業公允價值變動之收益            | <b>242,509</b>   |
| Exchange realignment                                | 匯兌調整                     | <b>(87,348)</b>  |
| <b>At 30 June 2016 (unaudited)</b>                  | <b>於2016年6月30日(未經審核)</b> | <b>4,421,590</b> |



## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

### 簡明合併財務報表附註

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#### 12. INVESTMENT PROPERTIES – continued

The fair values of the Group's investment properties as at 30 June 2017 were arrived at on the basis of valuation carried out by Crowe Horwath First Trust Appraisal Pte Limited and CBRE Group Inc. (30 June 2016: Crowe Horwath (HK) Consulting & Valuation Limited). Both of these independent qualified professional valuers are not connected with the Group.

The Group engaged the third party qualified valuers to perform the valuation. The Directors work closely with the qualified external valuers to establish the appropriate valuation techniques and inputs to the model.

The fair values of completed investment properties are determined based on the income capitalisation method whereby the rental income of contractual tenancies are capitalised for the unexpired term of tenancies. The reversionary market rent after the expiry of tenancies is also taken into account.

Fair value of the investment properties under development were derived using the multiple valuation techniques, including residual method and direct comparison method. Residual method is essentially a means of valuing the project by reference to its development potential by deducting development costs together with developer's profit and risk from the estimated capital value of the proposed development assuming completed in accordance with the existing development plans as at the date of valuation, which duly reflected the risks associated with the development. Direct comparison method is by reference to market comparable with adjustments to reflect the conditions and locations of the subject properties.

#### 12. 投資物業－續

本集團投資物業於2017年6月30日之公允價值乃根據國富浩華評估有限公司及世邦魏理仕集團(2016年6月30日:國富浩華(香港)諮詢評估有限公司)進行之估值計算。該等評估師為與本集團概無關連的獨立合資格專業評估師。

本集團委聘第三方合資格評估師進行估值。董事與合資格外部評估師密切協作以設立適用之估值技術及模型之輸入數據。

已竣工投資物業之公允價值按收入資本化法釐定。據此，未到期租約期間之合約租約租金收入會撥充資本。此外，亦會計及租約屆滿後之復歸市場租金。

發展中投資物業之公允價值採用多重估值技術，包括剩餘價值法及直接比較法釐定。剩餘價值法本質上乃參考項目的開發潛力並扣減開發成本及開發商從擬開發項目(假設按於估值日期之現有開發計劃竣工)的估計資本價值所得溢利及所涉及風險後對該項目進行估值，其妥為反映了與開發有關的風險。直接比較法乃參考市場可比較物業並作出調整，以反映標的物業之狀況及位置。

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

### 簡明合併財務報表附註

For the six months ended 30 June 2017 截至2017年6月30日止6個月

#### 12. INVESTMENT PROPERTIES – continued

In measuring the fair value of the properties, the highest and best use of the properties is their current use.

As at 30 June 2017, the Group pledged certain of its investment properties with an aggregate fair value approximately of HK\$5,233,201,000 (31 December 2016: HK\$4,808,942,000) to certain bank and other financial institutions to secure borrowings obtained from the aforesaid bank and other financial institutions, details of which are set out in note 18.

#### 13. PROPERTIES UNDER DEVELOPMENT FOR SALE

As at 30 June 2017, the Group pledged certain of its properties under development for sale with an aggregate carrying amount of approximately HK\$170,002,000 (31 December 2016: HK\$1,482,481,000) to certain banks and other financial institutions to secure borrowings obtained from the aforesaid banks and other financial institutions, details of which are set out in note 18.

#### 12. 投資物業－續

於計量物業之公允價值時，物業的最高及最佳用途為現時用途。

於2017年6月30日，本集團將其總公允價值約5,233,201,000港元（2016年12月31日：4,808,942,000港元）之若干投資物業抵押予若干銀行及其他金融機構以取得上述銀行及其他金融機構之借貸。有關詳情載於附註18。

#### 13. 發展中待售物業

於2017年6月30日，本集團將其總賬面值約170,002,000港元（2016年12月31日：1,482,481,000港元）之若干發展中待售物業抵押予若干銀行及其他金融機構以取得上述銀行及其他金融機構之借貸。有關詳情載於附註18。

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

### 簡明合併財務報表附註

For the six months ended 30 June 2017 截至2017年6月30日止6個月

#### 14. OTHER LONG TERM/CURRENT ASSETS

#### 14. 其他長期／流動資產

|  |                            | <b>30.6.2017</b>   | 31.12.2016 |
|--|----------------------------|--------------------|------------|
|  |                            | <b>2017年</b>       | 2016年      |
|  |                            | <b>6月30日</b>       | 12月31日     |
|  |                            | <b>HK\$'000</b>    | HK\$'000   |
|  |                            | 千港元                | 千港元        |
|  |                            | <b>(unaudited)</b> | (audited)  |
|  |                            | (未經審核)             | (經審核)      |
| Prepayments to a construction contractor (note i)                                  | 向建築承包商預付款 (附註i)            | <b>68,702</b>      | 6,215      |
| Others   | 其他                         | <b>7,777</b>       | 7,974      |
| <b>Other long term assets</b>  | <b>其他長期資產</b>              | <b>76,479</b>      | 14,189     |
| Prepayments to construction contractors (note i)                                   | 向建築承包商預付款 (附註i)            | <b>341,045</b>     | 333,574    |
| Prepayments for certain land use rights for property development purpose (note ii) | 用作物業發展用途之若干土地使用權預付款 (附註ii) | <b>306,678</b>     | 102,737    |
| Prepayment for taxes   | 預付稅款                       | <b>7,266</b>       | 24,020     |
| Others   | 其他                         | <b>1,965</b>       | 1,907      |
| <b>Other current assets</b>  | <b>其他流動資產</b>              | <b>656,954</b>     | 462,238    |

Notes:

- (i) Other long term assets consisted of prepayments paid to a contractor in relation to the construction of certain investment properties. Prepayments in relation to the construction of properties for sales paid to certain contractors was recorded as other current assets.
- (ii) During the current interim period, the Group acquired the land use rights of pieces of land in the PRC with the lease term between 40 and 70 years for the purpose of development for sale, at cash considerations of approximately RMB130,955,000 (equivalent to approximately HK\$150,887,000). During the current interim period, the Group has made payment of RMB198,672,000 (equivalent to HK\$228,906,000).

附註:

- (i) 其他長期資產包括就建造若干投資物業向一名承包商預付款。就建造待售物業給予若干承包商之預付款記錄為其他流動資產。
- (ii) 於本中期期間，本集團收購中國境內土地之土地使用權，其租賃期限為40年至70年，用作發展出售用途，代價為人民幣130,955,000元（相當於150,887,000港元）。於本中期期間，本集團已支付人民幣198,672,000元（相當於228,906,000港元）。

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### 15. TRADE RECEIVABLES

### 15. 貿易應收款項

|                   |        | <b>30.6.2017</b>   | 31.12.2016 |
|-------------------|--------|--------------------|------------|
|                   |        | <b>2017年</b>       | 2016年      |
|                   |        | <b>6月30日</b>       | 12月31日     |
|                   |        | <b>HK\$'000</b>    | HK\$'000   |
|                   |        | 千港元                | 千港元        |
|                   |        | <b>(unaudited)</b> | (audited)  |
|                   |        | (未經審核)             | (經審核)      |
| Trade receivables | 貿易應收款項 | <b>6,416</b>       | 4,631      |

In respect of revenue arising from sales of properties and property leasing, the Group normally does not grant any credit term to its customers.

對於來自物業銷售及物業租賃產生之收入，本集團一般不給予其客戶信貸期。

The following is an analysis of trade receivables by age, presented based on invoice date at the end of the reporting period:

按發票日期計算，於報告期末貿易應收款項之賬齡分析呈列如下：

|                    |        | <b>30.6.2017</b>   | 31.12.2016 |
|--------------------|--------|--------------------|------------|
|                    |        | <b>2017年</b>       | 2016年      |
|                    |        | <b>6月30日</b>       | 12月31日     |
|                    |        | <b>HK\$'000</b>    | HK\$'000   |
|                    |        | 千港元                | 千港元        |
|                    |        | <b>(unaudited)</b> | (audited)  |
|                    |        | (未經審核)             | (經審核)      |
| Current to 90 days | 即期至90日 | <b>6,416</b>       | 4,631      |

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

### 簡明合併財務報表附註

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#### 16. OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS

#### 16. 其他應收款項、按金及預付款項

|                            |            | <b>30.6.2017</b>   | 31.12.2016 |
|----------------------------|------------|--------------------|------------|
|                            |            | <b>2017年</b>       | 2016年      |
|                            |            | <b>6月30日</b>       | 12月31日     |
|                            |            | <b>HK\$'000</b>    | HK\$'000   |
|                            |            | 千港元                | 千港元        |
|                            |            | <b>(unaudited)</b> | (audited)  |
|                            |            | <b>(未經審核)</b>      | (經審核)      |
| Pledged deposits (note i)  | 已抵押存款(附註i) | <b>877,961</b>     | 963,656    |
| Other receivables          | 其他應收款項     | <b>17,497</b>      | 13,503     |
| Loan receivables (note ii) | 應收貸款(附註ii) | <b>73,322</b>      | -          |
| Deposits paid              | 已付按金       | <b>8</b>           | 3,005      |
| Prepayments                | 預付款項       | <b>4,947</b>       | 12,247     |
|                            |            | <b>973,735</b>     | 992,411    |

Notes:

- (i) As at 30 June 2017, deposits amounting to RMB762,000,000 (equivalent to HK\$877,961,000) (31 December 2016: RMB862,000,000 (equivalent to HK\$963,656,000)) were pledged to an independent third party to secure the loans amounting to HK\$875,878,000 (31 December 2016: HK\$959,482,000) granted to the Group by a financial institution in the PRC (the "Lender", a related party of the above independent third party), details of which are set out in note 18 (ii). Pursuant to agreements entered into between the Group and the aforesaid independent third party, and agreements entered into between the Group and the Lender, upon maturity of the aforesaid loans, the Lender agreed that the Group does not need to make any repayment of the loans to the Lender. On the other hand, the Group also agreed that the aforesaid independent third party does not need to repay any of the above pledged deposits to the Group. Based on the legal opinions issued by the Company's PRC and Hong Kong legal counsels, the aforesaid agreements effecting the net-off arrangement are legally enforceable.
- (ii) The loan receivables from the local government authority of Hengnan City, Hunan Province at 30 June 2017 was interest-free and unsecured. The loan was fully settled on 2 August 2017.

附註:

- (i) 於2017年6月30日，人民幣762,000,000元（相當於877,961,000港元）（2016年12月31日：人民幣862,000,000元（相當於963,656,000港元））之存款已抵押予獨立第三方，作為中國一間金融機構（「借款人」，上述獨立第三方之關聯方）授予本集團之貸款875,878,000港元（2016年12月31日：959,482,000港元）之抵押，有關詳情載於附註18(ii)。根據本集團與上述獨立第三方訂立之協議及本集團與借款人訂立之協議，在上述貸款到期時，借款人同意本集團無需向其償還有關貸款。另外，本集團亦同意上述獨立第三方無需償還上述已抵押存款予本集團。根據本公司中國及香港法律顧問所提供之法律意見，上述核銷安排協議具有法律執行效力。
- (ii) 於2017年6月30日湖南省衡南市政府機構之貸款應收利息為無息且無擔保。貸款已於2017年8月2日悉數結清。

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### 17. TRADE AND OTHER PAYABLES AND ACCRUALS

### 17. 貿易及其他應付款項及預提費用

|   |                  | <b>30.6.2017</b>   | 31.12.2016 |
|---|------------------|--------------------|------------|
|   |                  | <b>2017年</b>       | 2016年      |
|   |                  | <b>6月30日</b>       | 12月31日     |
|   |                  | <b>HK\$'000</b>    | HK\$'000   |
|   |                  | 千港元                | 千港元        |
|   |                  | <b>(unaudited)</b> | (audited)  |
|   |                  | (未經審核)             | (經審核)      |
| Trade payables  | 貿易應付款項           | <b>341,484</b>     | 326,350    |
| Other payables, accruals and deposits received            | 其他應付款項、預提款項及已收按金 | <b>105,395</b>     | 81,492     |
| Deposits from customers for properties developed for sale | 來自已發展待售物業客戶之按金   | <b>218,470</b>     | 509,843    |
|   |                  | <b>665,349</b>     | 917,685    |

The ageing of trade payables based on invoice date is 0 to 90 days. The average credit period on purchase of goods is 90 days. The Group has financial risk management policies in place to ensure that all payables are settled within the credit timeframe.

按發票日期計算，貿易應付款項之賬齡為0至90日。採購貨品之平均信貸期為90日。本集團制定了財務風險管理政策，確保所有應付款項於信貸期內結償。



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#### 18. BANK AND OTHER BORROWINGS

#### 18. 銀行及其他借貸

|   |                | <b>30.6.2017</b>   | 31.12.2016  |
|---|----------------|--------------------|-------------|
|   |                | <b>2017年</b>       | 2016年       |
|   |                | <b>6月30日</b>       | 12月31日      |
|   |                | <b>HK\$'000</b>    | HK\$'000    |
|   |                | 千港元                | 千港元         |
|   |                | <b>(unaudited)</b> | (audited)   |
|   |                | (未經審核)             | (經審核)       |
| Bank borrowings                               | 銀行借貸           |                    |             |
| Secured/guaranteed                            | 有抵押／擔保         | <b>3,310,441</b>   | 1,025,065   |
| Other borrowings                              | 其他借貸           |                    |             |
| Secured/guaranteed                            | 有抵押／擔保         | <b>1,274,483</b>   | 2,961,746   |
|   |                | <b>4,584,924</b>   | 3,986,811   |
| Total borrowings are repayable as follows:    | 借貸總額之還款情況如下:   |                    |             |
| – Repayable on demand or within one year      | – 按要求或1年內償還    | <b>1,075,433</b>   | 1,218,040   |
| – Repayable over 1 year and within 2 years    | – 1年後但2年內償還    | <b>617,519</b>     | 1,653,189   |
| – Repayable over 2 years and within 5 years   | – 2年後但5年內償還    | <b>2,891,972</b>   | 1,115,582   |
|   |                | <b>4,584,924</b>   | 3,986,811   |
| Less: Amounts shown under current liabilities | 減: 流動資產項下列示之金額 | <b>(1,075,433)</b> | (1,218,040) |
| Amounts shown under non-current liabilities   | 非流動資產項下列示之金額   | <b>3,509,491</b>   | 2,768,771   |
| Floating rate borrowings                      | 浮息借貸           | <b>3,310,441</b>   | 1,025,065   |
| Fixed rate borrowings                         | 定息借貸           | <b>1,274,483</b>   | 2,961,746   |
|   |                | <b>4,584,924</b>   | 3,986,811   |
| Bank and other borrowings denominated in:     | 銀行及其他借貸計值:     |                    |             |
| – RMB   | – 人民幣          | <b>4,500,587</b>   | 3,901,763   |
| – US\$  | – 美元           | <b>84,337</b>      | 85,048      |
|   |                | <b>4,584,924</b>   | 3,986,811   |

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### 18. BANK AND OTHER BORROWINGS – continued

The secured bank loans of the Group were secured by certain assets of the Group and their carrying amounts are as follows:

|  |                | <b>30.6.2017</b>   | 31.12.2016 |
|--|----------------|--------------------|------------|
|  |                | <b>2017年</b>       | 2016年      |
|  |                | <b>6月30日</b>       | 12月31日     |
|  |                | <b>HK\$'000</b>    | HK\$'000   |
|  |                | 千港元                | 千港元        |
|  |                | <b>(unaudited)</b> | (audited)  |
|  |                | <b>(未經審核)</b>      | (經審核)      |
| Properties under development for sales (note 13) | 發展中待售物業 (附註13) | <b>170,002</b>     | 1,033,347  |
| Investment properties (note 12)                  | 投資物業 (附註12)    | <b>4,517,697</b>   | 1,507,693  |
| Completed properties held for sale               | 已竣工待售物業        | <b>611,427</b>     | -          |
| Pledged bank deposits                            | 已抵押銀行存款        | <b>897</b>         | 3,589      |
|  |                | <b>5,300,023</b>   | 2,544,629  |

The bank loans were also jointly guaranteed by Mr. Zhou Zheng, a director and ultimate controlling shareholder of the Company, and certain related parties.

During the current interim period, the Group borrowed new bank loans amounting to RMB2,800,000,000, which is equivalent to HK\$3,168,542,000 (six months ended 30 June 2016: RMB1,840,000,000 (equivalent to HK\$2,188,353,000)) and repaid bank loans amounting to RMB840,000,000 and US\$85,000, which are equivalent to HK\$950,563,000 and HK\$655,000 respectively (six months ended 30 June 2016: RMB1,000,000,000 (equivalent to HK\$1,189,322,500)).

### 18. 銀行及其他借貸－續

本集團之有抵押銀行貸款由本集團若干資產作為抵押，其賬面值如下：

| <b>30.6.2017</b>   | 31.12.2016 |
|--------------------|------------|
| <b>2017年</b>       | 2016年      |
| <b>6月30日</b>       | 12月31日     |
| <b>HK\$'000</b>    | HK\$'000   |
| 千港元                | 千港元        |
| <b>(unaudited)</b> | (audited)  |
| <b>(未經審核)</b>      | (經審核)      |

此銀行貸款亦由周政先生（本公司董事及最終控股股東）及若干關聯方共同作出擔保。

於本中期期間，本集團借入賬面值為人民幣2,800,000,000元（相當於3,168,542,000港元）（截至2016年6月30日止6個月：人民幣1,840,000,000元（相當於2,188,353,000港元））之新增銀行貸款及已分別償還人民幣840,000,000元及85,000美元（分別相當於950,563,000港元及655,000港元）（截至2016年6月30日止6個月：人民幣1,000,000,000元（相當於1,189,322,500港元））之銀行貸款。

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

### 簡明合併財務報表附註

For the six months ended 30 June 2017 截至2017年6月30日止6個月

#### 18. BANK AND OTHER BORROWINGS – continued

The details of secured and guaranteed other borrowings of the Group are as follows:

|  |                    | <b>30.6.2017</b>   | 31.12.2016 |
|--|--------------------|--------------------|------------|
|  |                    | <b>2017年</b>       | 2016年      |
|  |                    | <b>6月30日</b>       | 12月31日     |
|  |                    | <b>HK\$'000</b>    | HK\$'000   |
|  |                    | 千港元                | 千港元        |
|  |                    | <b>(unaudited)</b> | (audited)  |
|  |                    | <b>(未經審核)</b>      | (經審核)      |
| Loans from trust fund companies (note i)     | 來自信託基金公司之貸款 (附註i)  | <b>398,605</b>     | 2,002,264  |
| Loans from a financial institution (note ii) | 來自一間金融機構之貸款 (附註ii) | <b>875,878</b>     | 959,482    |
|  |                    | <b>1,274,483</b>   | 2,961,746  |

Notes:

- (i) During the current interim period, the Group did not raise any new loan from other trust fund companies (six months ended 30 June 2016: the loans amounting to HK\$2,136,023,000 was borrowed from other trust fund companies). The loans from other trust fund companies of RMB1,450,000,000 (six months ended 30 June 2016: RMB1,000,000,000), which is equivalent to HK\$1,640,852,000 (six months ended 30 June 2016: HK\$1,189,322,500) was early repaid in full by the Group. As at 30 June 2017, the remaining loans from other trust fund companies are secured by certain completed properties held for sale with an aggregate carrying amount of approximately HK\$280,426,000 and investment properties of the Group with fair value of approximately HK\$715,504,000 (31 December 2016: secured by certain properties under development for sale with an aggregate carrying amount of approximately HK\$449,134,000 and investment properties with fair value of approximately HK\$605,919,000) and guaranteed by Beijing SkyOcean Foundation Investments Co., Ltd, a subsidiary of the Group, and Beijing SkyOcean International Holdings Limited, a company beneficially owned as to 80% by Mr. Zhou Zheng. The loan carries interest rate at 9.03% per annum (six months ended 30 June 2016: 9.03% per annum). RMB100,000,000 of the loan will be repaid on 2 June 2018. The remaining balance of the loan will be due for repayment on 2 June 2019.

#### 18. 銀行及其他借貸－續

本集團之其他有抵押及有擔保借貸資料詳情如下：

|  | <b>30.6.2017</b>   | 31.12.2016 |
|--|--------------------|------------|
|  | <b>2017年</b>       | 2016年      |
|  | <b>6月30日</b>       | 12月31日     |
|  | <b>HK\$'000</b>    | HK\$'000   |
|  | 千港元                | 千港元        |
|  | <b>(unaudited)</b> | (audited)  |
|  | <b>(未經審核)</b>      | (經審核)      |
| Loans from trust fund companies (note i)     | <b>398,605</b>     | 2,002,264  |
| Loans from a financial institution (note ii) | <b>875,878</b>     | 959,482    |
|  | <b>1,274,483</b>   | 2,961,746  |

附註：

- (ii) 於本中期期間，本集團概無向其他信託基金公司新增任何貸款（截至2016年6月30日止6個月：向其他信託基金公司借入金額2,136,023,000港元）。本集團已提前悉數償還金額為人民幣1,450,000,000元（相當於1,640,852,000港元）（截至2016年6月30日止6個月：人民幣1,000,000,000元（相當於1,189,322,500港元））來自其他信託基金公司之貸款。於2017年6月30日，來自其他信託基金公司之貸款結餘均由本集團總賬面值約為280,426,000港元之若干已竣工待售物業及公允價值約為715,504,000港元之投資物業（2016年12月31日：總賬面值約為449,134,000港元之若干已竣工待售物業及公允價值約為605,919,000港元之投資物業）作抵押，並由北京天洋基業投資有限公司（本集團附屬公司）及北京天洋國際控股有限公司（一間由周政先生實益擁有80%權益之公司）作出擔保。此貸款收取之實際年利率為9.03%（截至2016年6月30日止6個月：年利率為9.03%）。金額為人民幣100,000,000元之貸款將於2018年6月2日償還。貸款之剩餘餘額將於2019年6月2日償還。

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簡明合併財務報表附註

For the six months ended 30 June 2017 截至2017年6月30日止6個月

### 18. BANK AND OTHER BORROWINGS – continued

Notes: – continued

- (ii) As at 30 June 2017, certain loans were borrowed from a financial institution in the PRC which are secured by the Group's pledged deposits of HK\$877,961,000 (31 December 2016: pledged deposits of HK\$963,656,000), bearing interest at a rate of 1.11% to 1.22% (2016: 1.11% to 1.22%) per annum and repayable within one year from 30 June 2017. During the current interim period, the Group did not raise (six months ended 30 June 2016: HK\$118,932,000) any loans but repaid certain loans with carrying amount of RMB100,000,000, which is equivalent to HK\$113,162,000 (six months ended 30 June 2016: Nil) from the aforesaid financial institution.

### 18. 銀行及其他借貸 – 續

附註：– 續

- (ii) 於2017年6月30日，來自一間中國金融機構之若干貸款由本集團已抵押存款877,961,000港元（2016年12月31日：已抵押存款963,656,000港元）作抵押，按介乎1.11%至1.22%（2016年：1.11%至1.22%）之年利率計息，並須於2017年6月30日計起1年內償還。於本中期期間，本集團概無新增（截至2016年6月30日止6個月：118,932,000港元）貸款，但已償還來自上述金融機構之若干貸款，償還金額為人民幣100,000,000元（相當於113,162,000港元（截至2016年6月30日止6個月：無））。

### 19. CONVERTIBLE BONDS AND BONDS

### 19. 可換股債券及債券

|  |  | 30.6.2017<br>2017年<br>6月30日<br>HK\$'000<br>千港元<br>(unaudited)<br>(未經審核) | 31.12.2016<br>2016年<br>12月31日<br>HK\$'000<br>千港元<br>(audited)<br>(經審核) |
|--|--|---|--|
| Liability components   | 負責部分   |   |  |
| – RMB19,680,000<br>(31 December 2016:<br>RMB29,520,000) 8.5%<br>convertible bonds (note i) | – 人民幣19,680,000元<br>(2016年12月31日：<br>人民幣29,520,000元)，<br>按年利率8.5%計息之<br>可換股債券（附註i） | <b>22,636</b>   | 31,985   |
| – HK\$270,000,000 8.5% bonds<br>(note i)   | – 270,000,000港元，<br>按年利率8.5%計息之<br>債券（附註i）   | <b>270,976</b>  | 271,515  |
| – HK\$470,000,000 8% bonds<br>(note i)   | – 470,000,000港元，<br>按年利率8%計息之<br>債券（附註i）   | <b>434,101</b>  | 426,400  |
| – RMB1,500,000,000 zero<br>coupon convertible bonds<br>(note ii)                           | – 人民幣1,500,000,000元，<br>零息可換股債券<br>(附註ii)  | <b>1,292,086</b>  | 1,202,413  |
|  |  | <b>2,019,799</b>  | 1,932,313  |

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DreamEast  
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## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

### 簡明合併財務報表附註

For the six months ended 30 June 2017 截至2017年6月30日止6個月

#### 19. CONVERTIBLE BONDS AND BONDS – continued

- (i) On 12 November 2015, the Company issued a two-year term RMB, 8.5% secured convertible bonds due 2017 in an aggregate principal amount of RMB29,520,000 (the “Convertible Bonds I”) to an independent third party. In addition to which, on the same date, the Company also issued a two-year term HK\$, 8.5% secured guaranteed bonds due 2017 in an aggregate principal amount of HK\$270,000,000 (the “Bonds I”) to the same holder of the Convertible Bonds I.

On 28 June 2016, the Company entered into a subscription agreement with the same holder of the Convertible Bonds I and the Bonds I, for the purpose of issuing three-year term HK\$ 8% secured guaranteed bonds due in 2019 in an aggregate principal amount of HK\$470,000,000 (the “Bonds II”).

On 28 June 2016, the Company reached an agreement with the holder of the Convertible Bonds I and the Bonds I to extend the maturity date of Convertible Bonds I and the Bonds I from 12 November 2017 to 30 June 2019. The extension mentioned above did not result in material impact on the financial information of the Group for both periods.

There was no change of any other terms and conditions of the Convertible Bonds I and the Bonds I during the current interim period, details of which are disclosed in the Group’s annual consolidated financial statements for the year ended 31 December 2016.

In March 2017, certain holders of the Convertible Bonds I exercised their right to convert certain Convertible Bonds I, consisting of principal amount of RMB9,840,000, which is equivalent to HK\$12,000,000, into share capital of the Company. Liability component and equity component of RMB9,812,000, which is equivalent to HK\$11,966,000 and RMB28,000, which is equivalent to HK\$34,000 were derecognised upon conversion, and share capital and share premium of HK\$100,000 and HK\$11,900,000 were recognised accordingly, as a result of which 1,000,000 new ordinary shares were issued during the current interim period.

#### 19. 可換股債券及債券 – 續

- (i) 於2015年11月12日，本公司向獨立第三方發行於2017年到期本金總額為人民幣29,520,000元的2年期有抵押人民幣計值，按年利率8.5%計息之可換股債券（「可換股債券I」）。此外，於同日，本公司亦向可換股債券I之相同持有人發行於2017年到期本金總額為270,000,000港元的2年期有抵押有擔保港元計值，按年利率8.5%計息之債券（「債券I」）。

於2016年6月28日，本公司與可換股債券I及債券I之相同持有人就發行於2019年到期本金總額為470,000,000港元的3年期有抵押有擔保港元計值，按年利率8%計息之債券（「債券II」）訂立一項認購協議。

於2016年6月28日，本公司與可換股債券I及債券I之持有人達成協議，將可換股債券I及債券I之到期日由2017年11月12日延長至2019年6月30日。上文所述之延期並無對本集團上述兩個期間之財務資料造成重大影響。

可換股債券I及債券I之任何其他條款及條件（其詳情於本集團截至2016年12月31日止年度之年度合併財務報表中披露）概無變動。

於2017年3月，若干可換股債券I持有人行使其權利轉換若干可換股債券I（將本金總額為人民幣9,840,000元（相當於12,000,000港元））轉換為本公司股本。負債部分人民幣9,812,000元（相當於11,966,000港元）及權益部分人民幣28,000元（相當於34,000港元）於轉換後被終止確認，股本100,000港元及股權溢價11,900,000港元亦相對地被確認。因此，於本中期間發行了1,000,000股新普通股。

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簡明合併財務報表附註

For the six months ended 30 June 2017 截至2017年6月30日止6個月

### 19. CONVERTIBLE BONDS AND BONDS – continued

(i) – continued

The total net proceeds received by the Company from the issue of the Convertible Bonds I and the Bonds I have been split between a liability component and an equity component in its initial recognition. The movements of the liability component of the Convertible Bonds I, the Bonds I and the Bonds II for the current interim period are set out below:

|  |                                      | <b>Bonds I<br/>and<br/>Bonds II<br/>債券I及<br/>債券II</b> | <b>Liability<br/>component<br/>of the<br/>Convertible<br/>Bonds I<br/>可換股債券I<br/>負債部分</b> | <b>Total<br/>總計</b> |
|--|--------------------------------------|---|---|---------------------|
|  |                                      | HK\$'000<br>千港元                                       | HK\$'000<br>千港元   | HK\$'000<br>千港元     |
| Convertible Bonds I, Bonds I<br>and Bonds II at 1 January 2017 (audited) | 於2017年1月1日之可換股債券I、<br>債券I及債券II (經審核) | <b>697,915</b>  | <b>31,985</b>   | <b>729,900</b>      |
| Conversion of Convertible Bonds I  | 轉換可換股債券I                             | –   | (11,966)  | (11,966)            |
| Interest charged during the period                                       | 期內利息支出                               | <b>38,442</b>   | <b>1,439</b>  | <b>39,881</b>       |
| Interest paid during the period  | 期內已付利息                               | <b>(30,617)</b>                                       | <b>(1,262)</b>  | <b>(31,879)</b>     |
| Exchange realignment   | 匯兌調整                                 | <b>(663)</b>  | <b>2,440</b>  | <b>1,777</b>        |
| <b>At 30 June 2017 (unaudited)</b>                                       | <b>於2017年6月30日 (未經審核)</b>            | <b>705,077</b>  | <b>22,636</b>   | <b>727,713</b>      |
| Convertible Bonds I and Bonds I<br>at 1 January 2016 (audited)           | 於2016年1月1日之可換股債券I及<br>債券I (經審核)      | 269,092   | 35,021  | 304,113             |
| Bonds II issued  | 發行債券II                               | 70,000  | –   | 70,000              |
| Transaction costs incurred   | 產生之交易費用                              | (1,560)   | –   | (1,560)             |
| Interest charged during the period                                       | 期內利息支出                               | 12,175  | 1,651   | 13,826              |
| Interest paid during the period  | 期內已付利息                               | (11,478)  | (1,527)   | (13,005)            |
| Exchange realignment   | 匯兌調整                                 | (1,268)   | –   | (1,268)             |
| <b>At 30 June 2016 (unaudited)</b>                                       | <b>於2016年6月30日 (未經審核)</b>            | <b>336,961</b>  | <b>35,145</b>   | <b>372,106</b>      |

### 19. 可換股債券及債券 – 續

(i) – 續

本公司自發行可換股債券I及債券I所收到之總所得款項淨額於其初步確認時已分為負債部分及權益部分。可換股債券I、債券I和債券II之負債部分於本中期期間之變動載列如下：



## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

### 簡明合併財務報表附註

For the six months ended 30 June 2017 截至2017年6月30日止6個月

#### 19. CONVERTIBLE BONDS AND BONDS – continued

- (ii) On 24 December 2015, the Company issued a five-year term RMB zero coupon convertible bonds due 2020 in an aggregate principal amount of RMB1,500,000,000 (the “Convertible Bonds II”) to SkyOcean Investment Holdings Limited, the immediate holding company of the Company which is beneficially owned as to 80% by Mr. Zhou Zheng.

During the current interim period, there was no change of any terms and conditions of the Convertible Bonds II, details of which are disclosed in the Group’s annual consolidated financial statements for the year ended 31 December 2016.

The total net proceeds received by the Company from the issue of the Convertible Bonds II have been split between a liability component and an equity component in its initial recognition. The movements of the liability component of the Convertible Bonds II for the current interim period are set out below:

#### 19. 可換股債券及債券 – 續

- (ii) 於2015年12月24日，本公司發行於2020年到期本金總額為人民幣1,500,000,000元的5年期人民幣計值零票息之可換股債券（「可換股債券II」）予天洋投資控股有限公司（本公司之直接控股公司並由周政先生實益擁有80%權益）。

於本中期期間，可換股債券II之任何其他條款及條件（其詳情於本集團截至2016年12月31日止年度之年度合併財務報表中披露）概無變動。

本公司自發行可換股債券II所收到之總所得款項淨額於其初步確認時已分為負債部分及權益部分。可換股債券II之負債部分於本中期期間之變動載列如下：

|   |                             | Liability<br>component<br>負債部分<br>HK\$'000<br>千港元 |
|---|-----------------------------|---|
| Convertible Bonds II<br>at 1 January 2017 (audited) | 於2017年1月1日之<br>可換股債券II（經審核） | <b>1,202,413</b>                                  |
| Interest charged during the period                  | 期內利息支出                      | <b>51,893</b>                                     |
| Exchange realignment                                | 匯兌調整                        | <b>37,780</b>                                     |
| <b>At 30 June 2017 (unaudited)</b>                  | <b>於2017年6月30日（未經審核）</b>    | <b>1,292,086</b>                                  |
| Convertible Bonds II at<br>1 January 2016 (audited) | 於2016年1月1日之<br>可換股債券II（經審核） | 1,180,985   |
| Interest charged during the period                  | 期內利息支出                      | 50,170  |
| Exchange realignment                                | 匯兌調整                        | (24,152)  |
| <b>At 30 June 2016 (unaudited)</b>                  | <b>於2016年6月30日（未經審核）</b>    | <b>1,207,003</b>                                  |

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簡明合併財務報表附註

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### 20. SHARE CAPITAL

### 20. 股本

|  |                             | Six months ended<br>30.6.2017 (unaudited)<br>截至2017年6月30日止6個月<br>(未經審核) |                 | Year ended<br>31.12.2016 (audited)<br>截至2016年12月31日止年度<br>(經審核) |                 |
|--|-----------------------------|---|-----------------|---|-----------------|
|  |                             | Number of<br>ordinary<br>shares<br>普通股數目                                | HK\$'000<br>千港元 | Number of<br>ordinary<br>shares<br>普通股數目                        | HK\$'000<br>千港元 |
| Authorised:                                      | 法定:                         |   |                 |   |                 |
| Ordinary shares of<br>HK\$0.10 each              | 每股面值0.10港元之<br>普通股          | 3,000,000,000   | 300,000         | 3,000,000,000   | 300,000         |
| Issued and fully paid:                           | 已發行及繳足:                     |   |                 |   |                 |
| Ordinary shares of<br>HK\$0.10 each              | 每股面值0.10港元之<br>普通股          |   |                 |   |                 |
| At 1 January                                     | 於1月1日                       | 262,211,739   | 26,222          | 246,447,959   | 24,646          |
| Exercise of warrants (note a)                    | 行使認股權證(附註a)                 | -   | -               | 15,763,780  | 1,576           |
| Conversion of<br>Convertible Bonds I<br>(note b) | 轉換可換股債券<br>(附註b)            | 1,000,000   | 100             | -   | -               |
| At 30 June 2017/<br>31 December 2016             | 於2017年6月30日/<br>2016年12月31日 | <b>263,211,739</b>  | <b>26,322</b>   | 262,211,739   | 26,222          |

Notes:

附註:

- (a) During six months ended 30 June 2016, 15,763,780 warrants were exercised at an adjusted subscription price of HK\$4.95 per ordinary share before their expiry date of 4 March 2016. The listing of the warrants were withdrawn from The Stock Exchange of Hong Kong Limited on 4 March 2016.
- (b) During the current interim period, 1,000,000 new ordinary shares were issued upon conversion of certain Convertible Bonds I, details of which are set out in note 19.

- (i) 於2016年6月30日止6個月內，15,763,780份認股權證於其到期日期(即2016年3月4日)前按每股普通股4.95港元之經調整認購價獲行使。該等認股權證已於2016年3月4日於香港聯合交易所有限公司撤銷上市。
- (ii) 於本中期期間，轉換若干可換股債券因而發行1,000,000股新普通股，有關詳情載於附註19。

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DreamEast  
Group Limited  
夢東方集團  
有限公司

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

### 簡明合併財務報表附註

For the six months ended 30 June 2017 截至2017年6月30日止6個月

#### 21. CONTINGENT LIABILITIES

As set out in prior year's consolidated financial statements of the Group, the Group disposed of the entire equity interest in Quality HealthCare Limited, Quality HealthCare Medical Holdings Limited, Quality HealthCare Medical Services Limited, Quality HealthCare Services Limited and Portex Limited ("Disposal Group") in 2010. The Group has signed a tax deed to indemnify the purchaser for tax liabilities of the Disposal Group prior to the completion of the disposal which has not been provided for in the closing account of the Disposal Group as at 30 November 2010. The valid period for claims under the tax deed shall be 7 years from completion. The Group currently considers it is not likely that any liabilities will arise therefrom.

#### 22. OPERATING LEASE COMMITMENTS AS LESSEE

##### Continuing operations

As at 30 June 2017 and 31 December 2016, the Group had outstanding commitments under non-cancellable operating leases in respect of rented premises which fall due as follows:

|   |                    | <b>30.6.2017</b><br><b>2017年</b><br><b>6月30日</b><br><b>HK\$'000</b><br>千港元<br><b>(unaudited)</b><br><b>(未經審核)</b> | 31.12.2016<br>2016年<br>12月31日<br>HK\$'000<br>千港元<br><b>(audited)</b><br><b>(經審核)</b> |
|---|--------------------|---|--|
| Within one year                           | 1年內                | <b>2,974</b>  | 4,780  |
| In the second to fifth year,<br>inclusive | 第2至第5年<br>(包括首尾兩年) | <b>116</b>  | 717  |
|   |                    | <b>3,090</b>  | 5,497  |

Leases are negotiated for a term of six months to five years (31 December 2016: one to five years) and rentals are fixed over the respective leases.

#### 21. 或有負債

誠如本集團去年之合併財務報表所載列，本集團已2010年出售Quality HealthCare Limited、Quality HealthCare Medical Holdings Limited、卓健醫療服務有限公司以及卓健綜合保健有限公司及惠譽有限公司(「已售出集團」)之全部股權。本集團已簽訂稅項契約，向買方彌償已售出集團於出售事項完成前之稅項負債(並未於已售出集團完成日(2010年11月30日)賬目內作出撥備者)。根據稅項契約，索償的有效期間為完成交易起計7年。本集團目前認為不大可能由此產生任何負債。

#### 22. 經營租賃承諾 作為承租人

##### 持續經營業務

於2017年6月30日及2016年12月31日，本集團根據不可撤銷經營租約就已租賃物業之到期未償還承擔如下：

|  | <b>30.6.2017</b><br><b>2017年</b><br><b>6月30日</b><br><b>HK\$'000</b><br>千港元<br><b>(unaudited)</b><br><b>(未經審核)</b> | 31.12.2016<br>2016年<br>12月31日<br>HK\$'000<br>千港元<br><b>(audited)</b><br><b>(經審核)</b> |
|--|---|--|
| 租賃年期協定為6個月至5年(2016年12月31日：1至5年)及有關租賃之租金均為固定租金。 |   |  |

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明合併財務報表附註

For the six months ended 30 June 2017 截至2017年6月30日止6個月

### 22. OPERATING LEASE COMMITMENTS – continued AS LESSOR

#### Continuing operations

The investment properties held by the Group for rental purpose has committed tenants for one to thirteen years of which majority are with fixed rental.

At the end of the reporting period, the Group had contracted with tenants for the following future minimum lease payments under non-cancellable operating leases as follows:

### 22. 經營租賃承諾 – 續

#### 作為出租人

#### 持續經營業務

本集團持有作租賃用途之投資物業之租戶承諾租期為1至13年，其中大部分租賃之租金為固定租金。

於報告期末，本集團根據不可撤銷經營租約與租戶約定之未來最低租金款項如下：

|   |                    | <b>30.6.2017</b><br><b>2017年</b><br><b>6月30日</b><br><b>HK\$'000</b><br>千港元<br><b>(unaudited)</b><br>(未經審核) | 31.12.2016<br>2016年<br>12月31日<br>HK\$'000<br>千港元<br>(audited)<br>(經審核) |
|---|--------------------|--|--|
| Within one year                           | 1年內                | <b>11,431</b>  | 11,030   |
| In the second to fifth year,<br>inclusive | 第2至第5年<br>(包括首尾兩年) | <b>27,374</b>  | 23,465   |
| After five years                          | 5年後                | <b>43,450</b>  | 37,207   |
|   |                    | <b>82,255</b>  | 71,702   |

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

### 簡明合併財務報表附註

For the six months ended 30 June 2017 截至2017年6月30日止6個月

#### 23. COMMITMENTS

|  |            | 30.6.2017<br>2017年<br>6月30日<br>HK\$'000<br>千港元<br>(unaudited)<br>(未經審核) | 31.12.2016<br>2016年<br>12月31日<br>HK\$'000<br>千港元<br>(audited)<br>(經審核) |
|--|------------|---|--|
| Development expenditure in respect of: | 下列項目之發展開支： |   |  |
| Properties under development for sale  | 發展中待售物業    | 1,023,066   | 923,491  |
| Investment properties                  | 投資物業       | 576,429   | 718,389  |
|  |            | <b>1,599,495</b>  | 1,641,880  |

#### 24. RELATED PARTY DISCLOSURES

Apart from the related party transactions and balances disclosed elsewhere in these condensed consolidated financial statements, the Group had the following significant related party transactions during the period.

During the six months ended 30 June 2016, the Group disposed of its entire equity interest in a subsidiary, SkyOcean Culture ZhuoZhou Investment Co., Ltd. ("SkyOcean ZhuoZhou"), to Dreameast Cultural Investment Co., Ltd., a company held as to 80% by Mr. Zhou Zheng, for a consideration of RMB10,000 (equivalent to HK\$11,000), details of the disposal are set out in note 26.

The above transactions also constituted connected transactions as defined in the Chapter 14A of the Listing Rules.

#### 23. 承諾

#### 24. 關聯方之披露

除此等簡明合併財務報表其他部分所披露之關聯方交易及結餘外，本集團於期內曾進行下述重大關聯方交易。

截至2016年6月30日止6個月期間，本集團將其全資子公司天洋涿州投資有限公司（「天洋涿州」）全部股權轉讓給夢東方文化投資有限公司（一間由周政先生實益擁有80%權益之公司），代價為人民幣10,000元（相當於11,000港元），詳情載於附註26。

上述交易亦構成上市規則第14A章所界定的關連交易。

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明合併財務報表附註

For the six months ended 30 June 2017 截至2017年6月30日止6個月

### 24. RELATED PARTY DISCLOSURES – continued

#### (A) OUTSTANDING BALANCES WITH RELATED PARTIES

- (i) At 30 June 2017, amounts due to related companies of HK\$917,418,000 (31 December 2016: HK\$199,129,000) were unsecured, interest-free and repayable on demand. Mr. Zhou Zheng has controlling interest in these related companies.
- (ii) According to the circular announced by the Company on 18 May 2015, the Group proceeded debt restructuring, which had the effect of exchanging an amount due to SkyOcean Real Estate (Qian'an) Co., Ltd of RMB1,500,000,000 by the Convertible Bonds II issued by the Company to SkyOcean Investment Holdings Limited, the immediate holding company of the Company which is beneficially owned as to 80% by Mr. Zhou Zheng. The above debt restructuring was approved by the shareholders of the Company at the special general meeting conducted on 12 June 2015.

The terms and conditions of the Convertible Bonds II were finalised and approved on 24 November 2015, and on 24 December 2015, the Company issued the Convertible Bonds II to SkyOcean Investment Holdings Limited. Further details are set out in note 19.

### 24. 關聯方之披露 – 續

#### (A) 與關聯方之未償還結餘

- (i) 於2017年6月30日，應付關聯公司之款項917,418,000港元（2016年12月31日：199,129,000港元）為無抵押、免息及須應要求償還。周政先生擁有此等關聯公司之控制權權益。
- (ii) 根據本公司於2015年5月18日公佈之通函，本集團繼續進行債務重組，其產生以本公司向天洋投資控股有限公司（本公司之直接控股公司，並由周政先生實益擁有80%權益）發行可換股債券II用以交換應付天洋地產（遷安）有限公司款項人民幣1,500,000,000元之影響。上述債務重組已於2015年6月12日舉行之股東特別大會上獲本公司股東批准。

可換股債券II之條款及條件已於2015年11月24日確定並獲批，而本公司已於2015年12月24日向天洋投資控股有限公司發行可換股債券II。詳情載於附註19。



## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

### 簡明合併財務報表附註

For the six months ended 30 June 2017 截至2017年6月30日止6個月

#### 24. RELATED PARTY DISCLOSURES – continued

##### (B) GUARANTEES PROVIDED BY RELATED PARTIES

- (i) As at 30 June 2017, Mr. Zhou Zheng and certain related parties provided joint personal guarantee for the borrowings granted by certain banks to the Group with a total amount of RMB2,800,000,000, which is equivalent to HK\$3,226,104,000 as at 30 June 2017 (31 December 2016: RMB840,000,000, which is equivalent to HK\$939,062,000), details of which are set out in note 18.
- (ii) As at 30 June 2017, Beijing SkyOcean International Holdings Limited, a company beneficially owned as to 80% by Mr. Zhou Zheng provided corporate guarantee for the other borrowing granted by a financial institution to the Group amounting to RMB346,000,000, which is equivalent to HK\$398,605,000 as at 30 June 2017 (31 December 2016: RMB396,000,000, which was equivalent to HK\$462,882,000), details of which are set out in note 18(i).

#### 24. 關聯方之披露 – 續

##### (B) 關聯方提供之擔保

- (i) 於2017年6月30日，周政先生及若干關聯人士就若干銀行向本集團授出之總金額為人民幣2,800,000,000元（於2017年6月30日相當於3,226,104,000港元）（2016年12月31日：人民幣840,000,000元（相當於939,062,000港元））之借貸共同作出個人擔保，有關詳情載於附註18。
- (ii) 於2017年6月30日，周政先生實益擁有80%權益之北京天洋國際控股有限公司就一間金融機構向本集團授出金額為人民幣346,000,000元（相當於398,605,000港元）（2016年12月31日：人民幣396,000,000元，相當於462,882,000港元）之其他借貸提供公司擔保，有關詳情載於附註18(i)。

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明合併財務報表附註

For the six months ended 30 June 2017 截至2017年6月30日止6個月

### 24. RELATED PARTY DISCLOSURES – continued

#### (B) GUARANTEES PROVIDED BY RELATED PARTIES – continued

- (iii) As at 30 June 2017 and 31 December 2016, Mr. Zhou Zheng and certain related party, provided joint personal guarantee and Beijing SkyOcean International Holdings Limited, a company beneficially owned as to 80% by Mr. Zhou Zheng, provided corporate guarantee in favour of the holders of the Convertible Bonds I, the Bonds I and the Bonds II (note 19). Furthermore, Convertible Bonds I, the Bonds I and the Bonds II are also secured by share charge over certain number of ordinary shares of the Company held by SkyOcean Investment Holdings Limited, the immediate holding company of the Company. In addition, SkyOcean Investment Holdings Limited, being the holder of Convertible Bonds II, charged over certain part of Convertible Bonds II in favour of the holder of Bonds II.
- (iv) As at 31 December 2016, SkyOcean Holding Group Limited, a company beneficially owned as to 80% by Mr. Zhou Zheng provided corporate guarantee for the other borrowings granted by certain financial institutions to the Group amounting to RMB1,400,000,000, which was equivalent to HK\$1,636,470,000. The aforesaid other borrowings were fully repaid by the Group during the current interim period.

### 24. 關聯方之披露 – 續

#### (B) 關聯方提供之擔保 – 續

- (iii) 於2017年6月30日，周政先生及若干關聯人士向可換股債券I、債券I及債券II之持有人共同作出個人擔保，而周政先生實益擁有80%權益之公司北京天洋國際控股有限公司向其提供公司擔保（附註19）。此外，可換股債券I、債券I及債券II亦以本公司直接控股公司天洋投資控股有限公司持有之本公司若干普通股之股份質押作擔保。此外，可換股債券II持有人天洋投資控股有限公司已向債券II持有人質押若干可換股債券II。
- (iv) 於2016年12月31日，周政先生實益擁有80%權益之公司天洋控股集團有限公司就若干金融機構向本集團授出金額為人民幣1,400,000,000元（相當於1,636,470,000港元）之其他借貸提供公司擔保。上述貸款已於本中期期間悉數償還。

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

### 簡明合併財務報表附註

For the six months ended 30 June 2017 截至2017年6月30日止6個月

#### 24. RELATED PARTY DISCLOSURES – continued

##### (C) COMPENSATION OF KEY MANAGEMENT PERSONNEL OF THE GROUP

#### 24. 關聯方之披露 – 續

##### (C) 本集團主要管理人員報酬

|                           |        | <b>Six months ended</b> |             |
|---------------------------|--------|-------------------------|-------------|
|                           |        | 截至下列日期止6個月              |             |
|                           |        | <b>30.6.2017</b>        | 31.12.2016  |
|                           |        | <b>2017年</b>            | 2016年       |
|                           |        | <b>6月30日</b>            | 12月31日      |
|                           |        | <b>HK\$'000</b>         | HK\$'000    |
|                           |        | 千港元                     | 千港元         |
|                           |        | <b>(unaudited)</b>      | (unaudited) |
|                           |        | (未經審核)                  | (未經審核)      |
| Short-term benefits*      | 短期福利*  | <b>522</b>              | 492         |
| Post-employment benefits* | 離職後福利* | –                       | –           |
|                           |        | <b>522</b>              | 492         |

\* Certain executive directors of the Company received emoluments from a related company of the Group for the six months ended 30 June 2017 and 2016, part of which are in relation to their services to the Company. No apportionment has been made as the Directors consider that it is not feasible to apportion the amount between their services to the Company and their services to the related company. The related company is wholly owned by the immediate family members of Mr. Zhou Zheng.

\* 於截至2017年及2016年6月30日止6個月，本公司若干執行董事從本集團一間關聯公司收取酬金，當中部分酬金與彼等向本公司提供之服務有關。由於董事認為將有關酬金攤分為彼等為本公司提供服務之酬金及彼等為關聯公司提供服務之酬金並不可行，故並無分攤有關酬金。有關關聯公司為周政先生之直系家屬全資擁有之公司。

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明合併財務報表附註

For the six months ended 30 June 2017 截至2017年6月30日止6個月

### 25. FAIR VALUE MEASUREMENTS OF FINANCIAL INSTRUMENTS

Fair value of the Group's financial assets and financial liabilities that are not measured at fair value on a recurring basis.

Except as detailed in the following table, the Directors consider that the carrying amounts of financial assets and financial liabilities recorded at amortised cost in the condensed consolidated financial statements approximate their fair value.

### 25. 金融工具之公允價值計量

本集團以非經常性基準按公允價值計量之金融資產及金融負債之公允價值。

除下表所詳述者外，董事認為於簡明合併財務報表按攤餘成本列賬之金融資產及金融負債之賬面值與其公允價值相若。

|                              |             | Carrying amounts<br>賬面值   |  | Fair values<br>公允價值   |  |
|------------------------------|-------------|---|--|---|--|
|                              |             | 30.6.2017<br>2017年<br>6月30日<br>HK\$'000<br>千港元<br>(unaudited)<br>(未經審核) | 31.12.2016<br>2016年<br>12月31日<br>HK\$'000<br>千港元<br>(audited)<br>(經審核) | 30.6.2017<br>2017年<br>6月30日<br>HK\$'000<br>千港元<br>(unaudited)<br>(未經審核) | 31.12.2016<br>2016年<br>12月31日<br>HK\$'000<br>千港元<br>(audited)<br>(經審核) |
| <b>Financial liabilities</b> | <b>金融負債</b> |   |  |   |  |
| Non-current                  | 非流動         |   |  |   |  |
| Liability component of       | 可換股債券II負債部分 |   |  |   |  |
| Convertible Bonds II         |             | <b>1,292,086</b>  | 1,202,413  | <b>1,294,813</b>  | 1,284,090  |

The fair value of the liability component of Convertible Bonds II with fair value hierarchy of level 3, are determined based on the valuation performed by DTZ Cushman & Wakefield Limited using discounted cash flow approach and applying prime rate as adjusted to reflect the credit risk of the issuer as key inputs.

公允價值層級為第3層的可換股債券II之負債部分的公允價值乃根據戴德梁行有限公司使用貼現現金流量法及應用最優惠利率釐定，以反映作為主要輸入數據的發行人的信貸風險。

### 26. DISPOSAL OF A SUBSIDIARY

During the six months ended 30 June 2016, the Group disposed of its entire equity interest in a subsidiary, SkyOcean ZhuoZhou, to Dreameast Cultural Investment Co., Ltd., a company held as to 80% by Mr. Zhou Zheng, for a consideration of RMB10,000 (equivalent to HK\$11,000) and the net cash outflows arising from the disposal was HK\$296,000.

### 26. 出售一間附屬公司

於2016年6月30日止6個月內，本集團以現金代價人民幣10,000元（相當於約11,000港元）及出售產生的現金流出淨額為296,000港元向夢東方文化投資有限公司（一間由周政先生擁有80%權益之公司）出售其於一間附屬公司天洋涿州之全部股本權益。

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

### 簡明合併財務報表附註

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#### 27. EVENTS AFTER THE REPORTING PERIOD

- (i) The Group acquired certain land use rights in Hengnan City, Hunan Province on 4 July 2017 at a total consideration of RMB131 million, which is equivalent to approximately HK\$150 million. Further details of the aforesaid acquisition of land use rights are set out in the announcement of the Company on 4 July 2017.
- (ii) The Group entered into a service agreement with Hunan DreamEast Cultural Investment Co., Ltd (“Hunan DreamEast”), a company held as to 80% by Mr. Zhou Zheng, on 21 July 2017, pursuant to which Hunan DreamEast will prepare the project development plan in relation to a piece of land located in Hengnan City, Hunan Province as mentioned above. The Group will pay a total consideration of RMB9 million, which is equivalent to approximately HK\$10 million. Further details of the aforesaid transaction are set out in the announcement of the Company on 21 July 2017.
- (iii) On 28 July 2017, the Group entered into the sales and purchase agreement with DreamEast Culture Entertainment Group Limited (“DreamEast Cultural”), a company held as to 80% by Mr. Zhou Zheng, pursuant to which the Group acquired 100% equity interest of DreamEast (Tianjin) Limited (“DreamEast Tianjin”) from DreamEast Cultural at a total consideration of RMB5,350,000, which is equivalent to HK\$6,164,000. The principal activities of DreamEast Tianjin are the provision of property development strategy consultancy services. Further details of the aforesaid transaction are set out in the announcement of the Company on 28 July 2017.

Transactions mentioned in (ii) and (iii) above also constitute connected transaction as defined in the Chapter 14A of the Listing Rules.

#### 27. 報告期後事項

- (i) 本集團於2017年7月4日於湖南省衡南市收購若干土地使用權，總代價為人民幣131百萬元（相當於約150百萬港元）。上述收購土地使用權之詳情載於本公司於2017年7月4日之公告。
- (ii) 本集團於2017年7月21日與夢東方（湖南）文化投資有限公司（「湖南夢東方」）（一間由周政先生擁有80%權益之公司）簽訂協議，據此，湖南夢東方將就上述位於衡陽市衡南縣的一塊土地做出開發項目經營成果。本集團將支付總代價人民幣9百萬元（相當於約10百萬港元）。上述交易之詳情載於本公司於2017年7月21日之公告。
- (iii) 於2017年7月28日，本集團與夢東方文化娛樂集團有限公司（「夢東方文化娛樂」）（一間由周政先生擁有80%權益之公司）訂立買賣協議，據此，本集團以總代價人民幣5,350,000元（相當於6,164,000港元）向夢東方文化娛樂收購夢東方（天津）有限公司（「天津夢東方」）之全部股權。天津夢東方之主要業務為提供物業發展策略顧問服務。上述交易之詳情載於本公司於2017年7月28日之公告。

(ii)及(iii)段所述交易亦構成上市規則第14A章所界定的關連交易。

### LIQUIDITY AND FINANCIAL RESOURCES

As at 30 June 2017, the equity attributable to the owners of the Company amounted to HK\$2,993.7 million, representing an increase of HK\$243.9 million from that of 31 December 2016.

On 12 November 2015, the Company issued a 2 year term RMB 8.5% secured convertible bonds due 2017 in an aggregate principal amount of RMB29.5 million (the “Convertible Bonds I”) to an independent 3rd party. In addition to which, on the same date, the Company also issued a 2 year term HK\$ 8.5% secured guaranteed bonds due 2017 in an aggregate principal amount of HK\$270.0 million (the “Bonds I”) to the same holder of the Convertible Bonds I.

On 24 December 2015, the Company issued a 5 year term RMB zero coupon convertible bonds due 2020 in an aggregate principal amount of RMB1,500.0 million (the “Convertible Bonds II”) to SkyOcean Investment Holdings Limited, the immediate holding company of the Company which is beneficially owned as to 80% by Mr. Zhou Zheng.

On 28 June 2016, the Company entered into a subscription agreement with the same holder of the Convertible Bonds I and the Bonds I, for the purpose of issuing 3 year term HK\$ 8% secured guaranteed bond due in 2019 in an aggregate principal amount of HK\$470.0 million (the “Bonds II”). The Company issued the 1st tranche of the Bonds II amounting to HK\$70.0 million on 30 June 2016. The 2nd tranche of the Bonds II amounting to HK\$400.0 million was issued on 5 July 2016.

On 28 June 2016, SkyOcean Investment Holdings Limited, the holder of the Convertible Bonds II entered into a deed of charge with the holder of the Bonds II, and charged over certain part of Convertible Bonds II amounting to RMB450.0 million in favour of the holder of the Bonds II.

### 流動資金及財務資源

於2017年6月30日，本公司擁有人應佔權益為2,993.7百萬港元，較2016年12月31日增加約243.9百萬港元。

於2015年11月12日，本公司向獨立第三方發行於2017年到期本金總額為人民幣29.5百萬元的2年期有抵押人民幣計值，按年利率8.5%計息之可換股債券（「可換股債券I」）。此外，於同日，本公司亦向可換股債券I之相同持有人發行於2017年到期本金總額為270.0百萬港元的2年期有抵押有擔保港元計值，按年利率8.5%計息之債券（「債券I」）。

於2015年12月24日，本公司發行於2020年到期本金總額為人民幣1,500.0百萬元的5年期人民幣計值零票息之可換股債券（「可換股債券II」）予天洋投資控股有限公司（本公司之直接控股公司並由周政先生實益擁有80%權益）。

於2016年6月28日，本公司與可換股債券I及債券I之相同持有人就發行於2019年到期本金總額為470.0百萬港元的3年期有抵押有擔保港元計值，按年利率8%計息之債券（「債券II」）訂立一份認購協議。本公司於2016年6月30日發行第一批金額為70.0百萬港元之債券II。第二批金額為400.0百萬港元之債券II於2016年7月5日發行。

於2016年6月28日，天洋投資控股有限公司（可換股債券II持有人）與債券II持有人訂立抵押契約，並以債券II持有人為受益人抵押部分可換股債券II，金額為人民幣450.0百萬元。



## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論及分析

On 28 June 2016, the Company reached an agreement with the holder of the Convertible Bonds I and the Bonds I to extend the maturity date of Convertible Bonds I and the Bonds I from 12 November 2017 to 30 June 2019.

On 15 March 2017, the holder of Convertible Bonds I converted part of the Convertible Bonds I with principal amount of approximately RMB9.8 million into 1,000,000 ordinary shares of the Company at the specific conversion exchange rate and conversion price.

During the current interim period, there was no change of any terms and conditions of the Convertible Bonds I, Convertible Bonds II, Bonds I, and Bonds II, details of which are disclosed in the Group's annual consolidated financial statements for the year ended 31 December 2016.

On 1 August 2017, the Company reached an agreement with the holder of the Convertible Bonds I, Bonds I and Bonds II to amend certain terms and conditions of the Convertible Bonds I, Bonds I and Bonds II. Further details are set out in the announcement of the Company on 1 August 2017.

As at 30 June 2017, approximately 280,000,000 (31 December 2016: 281,000,000) conversion shares remained outstanding and have not been converted.

The Group normally provides its business with the operating fund that comes from internal cash flow and the credit provided by principal correspondent banks in Hong Kong and the PRC. As at 30 June 2017, the Group's cash and bank balances amounted to approximately HK\$2,184.7 million, the majority of which were held in Hong Kong dollars ("HK\$") and Renminbi ("RMB"). As at 30 June 2017, the Group's bank and other borrowings amounted to approximately HK\$4,584.9 million and were principally settled in RMB carrying interest at fixed and floating lending rates.

於2016年6月28日，本公司與可換股債券I及債券I之持有人達成協議，將可換股債券I及債券I之到期日由2017年11月12日延長至2019年6月30日。

於2017年3月15日，可換股債券I持有人按特定兌換匯率及轉換價將本金額約為人民幣9.8百萬元之可換股債券I轉換為1,000,000股本公司普通股。

於本中期期間，可換股債券I、可換股債券II、債券I及債券II之任何條款及條件（其詳情於本集團截至2016年12月31日止年度之年度合併財務報表中披露）概無變動。

於2017年8月1日，本公司與可換股債券I、債券I及債券II持有人達成協議，修訂可換股債券I、債券I及債券II之若干條款及條件。詳情載於本公司於2017年8月1日之公告。

於2017年6月30日，約280,000,000（2016年12月31日：281,000,000）股兌換股份尚未行使且尚未兌換。

本集團一般以內部現金流量以及香港及中國主要往來銀行所提供的信貸為其業務提供營運資金。於2017年6月30日，本集團有現金及銀行結餘約2,184.7百萬港元。本集團的現金及銀行結餘大部分以港元（「港元」）及人民幣（「人民幣」）持有。於2017年6月30日，本集團的銀行及其他借貸約為4,584.9百萬港元。本集團的銀行及其他借貸主要以人民幣結算，並按固定及浮動借貸利率計算利息。



As at 30 June 2017, the Group's liability component of Bonds and Convertible Bonds with carrying amounts of approximately HK\$2,019.8 million comprised of 4 portions, including bonds in the amounts of HK\$270.0 million and HK\$470.0 million respectively and convertible bonds in the amounts of RMB1,500.0 million and RMB19.7 million respectively. For the 6 months ended 30 June 2017, the interest expenses incurred were approximately HK\$91.8 million.

As at 30 June 2017, the Group's current ratio was 2.25, based on the current assets of approximately HK\$6,081.8 million and current liabilities of approximately HK\$2,699.8 million. As at 30 June 2017, the Group's gearing ratio was approximately 2.81 based on total liabilities of approximately HK\$8,595.3 million and total equity of approximately HK\$3,062.3 million.

## CURRENCY AND FINANCIAL RISK MANAGEMENT

With the majority of the Group's businesses transacted in RMB and HK\$, the aforesaid currencies are defined as the functional currency of the Company and some subsidiaries respectively. Apart from certain bank balances and cash and bonds denominated in foreign currencies, the Group is not subject to any significant risk from fluctuations in exchange rates. No currency hedging arrangement had been made by the Group during the reporting period. The Group will closely monitor and manage its exposure to fluctuation in foreign exchange rates.

## PLEDGE OF ASSETS

As at 30 June 2017, deposits of RMB762.0 million (equivalent to HK\$878.0 million) (31 December 2016: RMB862.0 million (equivalent to HK\$963.7 million)) were pledged to an independent 3rd party to secure the loans amounting to HK\$875.9 million (31 December 2016: HK\$959.5 million) granted to the Group by a financial institution in the PRC.

As at 30 June 2017, the Group pledged certain of its investment properties with an aggregate fair value approximately of HK\$5,233.2 million (31 December 2016: HK\$4,808.9 million) to certain bank and other financial institutions to secure borrowings obtained from the aforesaid bank and other financial institutions.

於2017年6月30日，本集團債券及可換股債券負債部分總計之賬面值約為2,019.8百萬港元，由4筆分別為本金額為270.0百萬港元及470.0百萬港元的債券；本金額為人民幣1,500.0百萬元及人民幣19.7百萬元之可換股債券負債部分組成。於截至2017年6月30日止6個月，相關利息費用約為91.8百萬港元。

於2017年6月30日，本集團流動比率為2.25，乃根據流動資產約6,081.8百萬港元及流動負債約2,699.8百萬港元計算。於2017年6月30日，本集團的資產負債比率約為2.81，乃根據總負債約8,595.3百萬港元及總權益約3,062.3百萬港元計算。

## 貨幣及財務風險管理

鑑於本集團大部分業務以人民幣及港元交易，故此上述貨幣分別被界定為本公司及其若干附屬公司之功能貨幣。除了若干銀行結餘及現金以及債券以外幣計值外，本集團並無面對任何重大匯率波動風險。於報告期內，本集團並無作出任何貨幣對沖安排。本集團會密切監察及管理其所面對之匯率波動風險。

## 資產抵押

於2017年6月30日，保證金人民幣762.0百萬元（相當於878.0百萬港元）（2016年12月31日：保證金人民幣862.0百萬元（相當於963.7百萬港元））已抵押予獨立第三方，作為一間於中國金融機構授予本集團之875.9百萬港元（2016年12月31日：959.5百萬港元）貸款之擔保。

於2017年6月30日，本集團將其總公允價值約5,233.2百萬港元（2016年12月31日：4,808.9百萬港元）之若干投資物業抵押予若干銀行及其他金融機構以取得上述銀行及其他金融機構之借貸。

## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論及分析

As at 30 June 2017, the Group pledged certain of its properties under development for sale with an aggregate carrying amount of approximately HK\$170.0 million (31 December 2016: HK\$1,482.5 million) and completed properties held for sale with an aggregate carrying amount of approximately HK\$891.9 million (31 December 2016: nil) to certain bank and other financial institutions to secure borrowings obtained from the aforesaid bank and other financial institutions.

### CONTINGENT LIABILITIES AND CORPORATE GUARANTEE

As at 30 June 2017, the Group had the following contingent liabilities. Pursuant to the Share Sale Agreement dated 8 October 2010, the Group disposed of the entire interest in Quality HealthCare Limited, Quality HealthCare Medical Holdings Limited, Quality HealthCare Medical Services Limited, Quality HealthCare Services Limited and Portex Limited ("Disposal Group") in 2010. The Group has signed a tax deed to indemnify the purchaser for tax liabilities of the Disposal Group prior to the completion of the disposal which have not been provided for in the closing account of the Disposal Group as at 30 November 2010. The valid period for claims under the tax deed shall be 7 years from completion. The Group currently considers it is not probable that any liabilities will arise therefrom.

### SIGNIFICANT INVESTMENT HELD

During the 6 months period ended 30 June 2017, the Group did not hold any significant investment in equity interest in any other company.

### MATERIAL ACQUISITION AND DISPOSAL OF SUBSIDIARIES AND ASSOCIATES

During the 6 months period ended 30 June 2017, there were no material acquisitions or disposals of subsidiaries and associates by the Group.

### MANAGEMENT AND STAFF

At 30 June 2017, the total number of employees (including both full time and part time) was approximately 259. Total staff costs amounted to approximately HK\$33.6 million for the 6 months period ended 30 June 2017 (6 months ended 30 June 2016: HK\$32.7 million). The Group offers competitive remuneration packages, together with discretionary bonuses to its staff, based on industry practices, and individual and Group performances. The Group also offers training courses and continuous education sessions as part of the Group's emphasis on staff training and development.

於2017年6月30日，本集團將其總賬面值約170.0百萬港元(2016年12月31日：1,482.5百萬港元)之若干發展中待售物業及總賬面值約891.9百萬港元(2016年12月31日：無)之已竣工待售物業抵押予若干銀行及其他金融機構以取得上述銀行及其他金融機構之借貸。

### 或然負債及公司擔保

於2017年6月30日，本集團或然負債情況如下：根據日期為2010年10月8日的股份銷售協議，本集團已於2010年出售Quality HealthCare Limited、Quality HealthCare Medical Holdings Limited、卓健醫療服務有限公司、卓健綜合保健有限公司及惠譽有限公司(「已售出集團」)之全部權益。本集團已簽訂稅項契約，以就並未於2010年11月30日的已售出集團期末賬目內作出撥備的已售出集團於完成出售事項前的稅項負債，向買方作出彌償保證。根據稅項契約索償的有效期為完成交易起計7年。目前本集團相信，因上述事項而招致負債的可能性不大。

### 所持重大投資

截至2017年6月30日止6個月內，本集團並無持有任何其他公司股權之任何重大投資。

### 有關附屬公司及聯營公司之重大收購及出售事項

截至2017年6月30日止6個月內，本集團並無進行有關附屬公司及聯營公司之重大收購及出售事項。

### 管理層及僱員

於2017年6月30日，本集團共有約259名僱員(包括全職及兼職)。截至2017年6月30日止6個月內，總員工成本約33.6百萬港元(截至2016年6月30日止6個月：32.7百萬港元)。本集團根據行業慣例、僱員個人表現及本集團之表現為僱員提供具競爭力之薪酬組合及酌情花紅。本集團亦十分重視僱員培訓及發展，為僱員提供培訓課程及持續進修機會。

## MAJOR RISKS AND UNCERTAINTIES

There are certain risks and uncertainties that the Group face during its operation. Among which, there are certain risks that the Group cannot control. Such risks and uncertainties including factors such as economy conditions of both inside and outside China, credit policy and foreign exchange policies, and changes related to laws and regulations and enforcement policies.

With the growth and expansion of the Group's operations, the potential risks to the Group's business increase as well. In order to identify, assess and control the risks that may create impediments to the Group's success, the Group have implemented a risk management system that covers each material aspect of its operations, including financial security and compliance. The Group's Audit Committee is responsible for overseeing and assessing the Group's risk management policy and they supervise the performance of risk management system.

## SOCIAL RESPONSIBILITIES AND SERVICES AND ENVIRONMENTAL POLICY

The Group is committed to the long-term sustainability of its businesses and the communities with which it engages. The Group pursues this business approach by managing its business prudently and executing management decisions with due care and attention. Over the years, the Group has been fully committed to environmental protection. Periodic seminars are held to update environmental laws and regulations and to make valuable suggestions and recommendations for improvement.

## RELATIONS WITH CUSTOMERS AND SUPPLIERS

Relationship is the fundamentals of business. The Group fully understand this principal and thus maintain good relationship with the customers to fulfil their immediate and longterm need.

The Group strives to maintain fair and co-operating relationship with the suppliers.

## 主要風險及不確定性

本集團的運營面臨著一定的風險及不確定性，其中一些風險是本集團所不能控制的。這些風險及不確定性包括國內外經濟形勢，中國信貸政策及外匯政策，及有關法律、法規和執法政策的變動等因素。

隨著本集團的業務增長及擴展，有關本集團業務的潛在風險亦同時增加。為識別、評估及控制可能阻礙本集團成功的風險，本集團已實施一套風險管理系統，覆蓋我們業務營運各重大方面，包括財務安全與合規。本集團的審核委員會負責監督及評估本集團的風險管理政策及監察風險管理系統的表現。

## 社會責任與服務及環境政策

本集團致力於業務及經營所在社區的長期可持續發展。本集團所追求的經營方針是審慎處理業務並以適切的考慮及關注執行管理決策。多年以來，本集團一直全力實踐對環境保護的承諾。定期舉辦研討會，回顧最新的環境法律及法規，以及就改善環境提出寶貴建議及意見。

## 與客戶及供應商之關係

關係乃業務的根本，本集團深明此理，與客戶保持密切關係以滿足其目前及長期之需要。

本集團致力與供應商維持公平及合作之關係。

# INVESTOR RELATIONS REPORT

## 投資者關係報告

The Company attached great importance to communications with investors, financial institutions, the media and other stakeholders in order to establish a more efficient communication channel between the Company and the capital market. The investor relations department has maintained effective mutual communication and close relationships with investors, financial institutions and media through various channels such as the publication of annual report and interim report, press release, corporate newsletter and announcement, as well as the website of the Company. We believe that effective investor relations will help reduce financial costs and improve the liquidity of the shares of the Company, leading to a more solid shareholder base. The Company therefore undertakes to maintain high transparency and to release the financial and operation conditions and the latest news to the market promptly and accurately in compliance with the principle of “accurate, timely, and transparent” information disclosure. The Company strives to make the market have a deep understanding of the Company and maintain high corporate transparency in order to create maximum value for shareholders and other stakeholders.

本公司極為重視與投資者、金融機構、媒體及其他利益相關人士的溝通，致力於為本公司和資本市場之間搭建更為高效的溝通橋樑。投資者關係部門通過多種渠道，包括刊發年度報告及中期報告、發放新聞稿、企業通訊及公告和公司網站等，以保持投資者、金融機構、媒體的有效雙向溝通及緊密聯繫。公司相信有效的投資者關係有助降低融資成本，改善本公司股份的市場流動性，並建立更穩固的股東基礎。因此，本公司承諾保持公司高透明度及遵循「準確、及時、透明」的資訊披露原則，適時準確的向市場傳達本公司的財務、經營狀況以及最新消息。本公司致力深化市場對本公司的瞭解，及保持企業高透明度，從而為股東及持份者創造最大價值。

### SHARE PERFORMANCE

### 股價表現

For the 6 months period ended  
30 June 2017

截至2017年6月30日  
止6個月內

Highest  
最高

Lowest  
最低

The Company's share price per share (HK\$)

本公司每股股價 (港元)

17.40

10.64

### SHARE PERFORMANCE DURING THE 6 MONTHS PERIOD ENDED 30 JUNE 2017 (3 JANUARY 2017 TO 30 JUNE 2017)

### 截至2017年6月30日止6個月內股價表現 (2017年1月3日至2017年6月30日)

As at 30 June 2017, the Company had a total of 263,211,739 Shares and the market price per Share was HK\$14.26. Based on the closing price as at 30 June 2017, the market capitalisation of the Company amounted to HK\$3,753 million.

截至2017年6月30日，本公司總股數為263,211,739股，每股市場價格為14.26港元。以2017年6月30日的收市價格計算，本公司的市值約為3,753百萬港元。

The investor relations department will continue to enhance the quality of communication with investors and maintain corporate transparency. To ensure easy access to the Company's updated information, all of our published information including announcements, interim and annual reports and press releases, are posted on the Company's website [www.dreameast.com](http://www.dreameast.com) in a timely manner. Interested parties can also make enquiries by contacting the investor relations department (email: [investor.inquiry@dreameast.com](mailto:investor.inquiry@dreameast.com)).

本公司的投資者關係部門將繼續加強和提升與投資者的聯絡及溝通質量，並且保持公司的透明度。為確保容易獲得本公司的最新資訊，所有本公司刊發的資料包括公告、中期及年度報告及新聞稿均會及時上載至本公司網頁 [www.dreameast.com](http://www.dreameast.com)。有興趣人士亦可聯絡投資者關係部 (電郵: [investor.inquiry@dreameast.com](mailto:investor.inquiry@dreameast.com)) 查詢。

## INTERIM DIVIDEND

The Board resolved not to declare any interim dividend for the 6 months ended 30 June 2017 (6 months ended 30 June 2016: nil).

## PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

Neither the Company nor any of its subsidiaries has purchased, sold or redeemed any securities of the Company on the Stock Exchange during the 6 months ended 30 June 2017.

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

As at 30 June 2017, Mr. Zhou Zheng had the following interests in the shares and underlying shares of the Company and its associated corporations, within the meaning of Part XV of the Securities and Futures Ordinance ("SFO"), as recorded in the register required to be kept under Section 352 of the SFO:

| Name of Director | Name of company    | Number of shares and underlying shares held | Approximate % of the relevant issued share capital | Nature of interests                            | Note |
|------------------|--------------------|---|--|--|------|
| 董事姓名             | 公司名稱               | 持有股份及相關股份數目                                 | 佔有關已發行股本之概約百分比                                     | 權益性質   | 附註   |
| Zhou Zheng<br>周政 | the Company<br>本公司 | 461,392,004                                 | 175.29%  | Interest of controlled corporation<br>受控制法團之權益 | 1    |

Notes:

- This includes interests in (i) 182,903,181 shares of the Company, and (ii) convertible bonds (upon exercise of the conversion rights attached to which, 278,488,823 shares will be allotted and issued by the Company) of the Company held by SkyOcean Investment Holdings Limited ("SkyOcean Investment"), a wholly-owned subsidiary of Knowledge Silicon Valley Limited. Knowledge Silicon Valley Limited was owned as to 80% by Sheng Bang Holdings Limited ("Sheng Bang"), which in turn was wholly-owned by Mr. Zhou Zheng. By virtue of the SFO, each of Mr. Zhou Zheng, Sheng Bang and Knowledge Silicon Valley Limited was deemed to be interested in the shares and underlying shares owned by SkyOcean Investment.
- All interests stated above represent long positions.

## 中期股息

董事會已議決不建議派發截至2017年6月30日止6個月之中期股息(截至2016年6月30日止6個月:無)。

## 購買、出售或贖回上市證券

本公司及其任何附屬公司於截至2017年6月30日止6個月內概無於聯交所購買、出售或贖回本公司之任何證券。

## 董事及最高行政人員於股份、相關股份及債券之權益及淡倉

於2017年6月30日，根據證券及期貨條例(「證券及期貨條例」)第352條規定所存置之登記冊所載，周政先生於本公司及其相聯法團股份及相關股份(釋義見證券及期貨條例第XV部)中持有以下權益：

附註：

- 該權益包括天洋投資控股有限公司(「天洋投資」，為知識硅谷有限公司之全資附屬公司)持有之(i)本公司182,903,181股股份，及(ii)可換股債券(於隨附換股權行使時，本公司將配發及發行278,488,823股股份)。知識硅谷有限公司由勝邦控股有限公司(「勝邦」)(由周政先生全資擁有)擁有80%之權益。根據證券及期貨條例，周政先生、勝邦及知識硅谷有限公司各自被視為於天洋投資擁有之股份及相關股份中擁有權益。
- 所有上述權益指好倉。



## OTHER INFORMATION

### 其他資料

Save as disclosed above, at 30 June 2017, none of the then Directors and chief executive of the Company had any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations, within the meaning of Part XV of the SFO, as recorded in the register required to be kept under Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 of the Rules Governing the Listing of Securities on the Stock Exchange ("Listing Rules").

### SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

At 30 June 2017, the following Shareholders had interests in the shares and underlying shares of the Company as recorded in the register required to be kept under Section 336 of the SFO:

除上文所披露者外，於2017年6月30日，本公司當時之各董事及最高行政人員概無於本公司或其任何相聯法團（釋義見證券及期貨條例第XV部）之任何股份、相關股份或債券中擁有須記錄於根據證券及期貨條例第352條規定所存置之登記冊，或根據聯交所證券上市規則（「上市規則」）附錄10所載之上市發行人董事進行證券交易的標準守則須另行知會本公司及聯交所之任何權益或淡倉。

### 主要股東及其他人士於股份及相關股份之權益及淡倉

於2017年6月30日，根據證券及期貨條例第336條規定所存置之登記冊所載，擁有本公司股份及相關股份權益之股東如下：

| Name of shareholders  | Nature of interests                            | Number of shares and underlying shares held | Approximate % of the relevant issued share capital | Note |
|---|--|---|--|------|
| 股東名稱  | 權益性質   | 持有股份及相關股份數目                                 | 佔有關已發行股本之概約百分比                                     | 附註   |
| Knowledge Silicon Valley Limited<br>知識硅谷有限公司                    | Interest of controlled corporation<br>受控制法團之權益 | 461,392,004                                 | 175.29%  | 1    |
| Sheng Bang Holdings Limited<br>("Sheng Bang")<br>勝邦控股有限公司（「勝邦」） | Interest of controlled corporation<br>受控制法團之權益 | 461,392,004                                 | 175.29%  | 1    |
| Zhou Zheng<br>周政  | Interest of controlled corporation<br>受控制法團之權益 | 461,392,004                                 | 175.29%  | 1    |

Notes:

附註：

1. This includes interests in (i) 182,903,181 shares of the Company, and (ii) convertible bonds (upon exercise of the conversion rights attached to which, 278,488,823 shares will be allotted and issued by the Company) of the Company held by SkyOcean Investment, a wholly-owned subsidiary of Knowledge Silicon Valley Limited. Knowledge Silicon Valley Limited was owned as to 80% by Sheng Bang, which in turn was wholly-owned by Mr. Zhou Zheng. By virtue of the SFO, each of Mr. Zhou Zheng, Sheng Bang and Knowledge Silicon Valley Limited was deemed to be interested in the shares and underlying shares owned by SkyOcean Investment.

1. 該權益包括天洋投資（為知識硅谷有限公司之全資附屬公司）持有之(i)本公司182,903,181股股份，及(ii)可換股債券（於隨附換股權獲行使時，本公司將配發及發行278,488,823股股份）。知識硅谷有限公司由勝邦（由周政先生全資擁有）擁有80%之權益。根據證券及期貨條例，周政先生、勝邦及知識硅谷有限公司各自被視為於天洋投資擁有之股份及相關股份中擁有權益。

2. All interests stated above represent long positions. As at 30 June 2017, no short positions were recorded in the register required to be kept under Section 336 of the SFO.

2. 所有上述權益指好倉。於2017年6月30日，根據證券及期貨條例第336條規定所存置之登記冊所載，並無淡倉紀錄。

## SPECIFIC PERFORMANCE OF CONTROLLING SHAREHOLDERS UNDER RULE 13.18 OF THE LISTING RULES

The Group entered into subscription agreements containing covenants relating to specific performance of the controlling shareholders of the Company which were subject to announcement disclosure under Rule 13.18 of the Listing Rules and requirements of disclosure in this interim report under Rule 13.21 of the Listing Rules, the details of which are set out below:

Pursuant to the terms and conditions of the Convertible Bonds I and the Bonds I and II, which details are set out in note 25 to the consolidated financial statements contained in the Company's Annual Report for the financial year ended 31 December 2016, at all times throughout the terms of the Convertible Bonds I and the Bonds I and II, (a) the controlling shareholders, namely SkyOcean Investment and Mr. Zhou Zheng, shall maintain an aggregate beneficial ownership (directly or indirectly) of not less than 51% in the issued share capital of the Company on a Fully-Diluted Basis; (b) SkyOcean Investment shall not (i) exercise any of its rights to convert all or any portion of the Charged Convertible Bonds II into Shares; and (ii) amend any terms or conditions of the Convertible Bonds II Sale and Purchase Agreement, the Convertible Bonds II Terms and Conditions, the Uncharged Convertible Bonds II Terms and Conditions and the Charged Convertible Bonds II Terms and Conditions; and (c) Mr. Zhou Zheng shall remain as a Director and the Chairman of the Company. A breach of such covenants constitutes an Event of Default.

As at the date of this interim report, (a) SkyOcean Investment and Mr. Zhou Zheng beneficially owns approximately 69.49% of the issued share capital of the Company; (b) SkyOcean Investment has not (i) exercised any of its rights to convert all or any portion of the Charged Convertible Bonds II into Shares; and (ii) amended any terms or conditions of the Convertible Bonds II Sale and Purchase Agreement, the Convertible Bonds II Terms and Conditions, the Uncharged Convertible Bonds II Terms and Conditions and the Charged Convertible Bonds II Terms and Conditions; and (c) Mr. Zhou Zheng remains as a Director and the Chairman of the Company.

## 控股股東根據上市規則第13.18條須履行之特定責任

本集團已就本公司控股股東根據上市規則第13.18條受公告披露規定及根據上市規則第13.21條於本中期報告披露有關須履行之特定責任之規定，訂立附帶契諾之認購協議，其詳情載列如下：

根據可換股債券I以及債券I及債券II之條款及條件，詳情載列於本公司截至2016年12月31日止財政年度年報之合併財務報表附註25，於可換股債券I以及債券I及債券II之整個年期內任何時間(a)控股股東（即天洋投資及周政先生）須一直維持直接或間接實益擁有合共不少於本公司按全面攤薄基準之已發行股本之51%；(b)天洋投資不得(i)行使其任何權利將全部或任何部分已押記可換股債券II轉換為股份；及(ii)修改可換股債券II買賣協議、可換股債券II條款及條件、未押記可換股債券II條款及條件及已押記可換股債券II條款及條件之任何條款或條件；及(c)周政先生將留任本公司董事及主席。違反有關契諾即構成違約事件。

於本中期報告日期，(a)天洋投資及周政先生實益擁有本公司已發行股本約69.49%；(b)天洋投資並無(i)行使其任何權利將全部或任何部分已押記可換股債券II轉換為股份；及(ii)修改可換股債券II買賣協議、可換股債券II條款及條件、未押記可換股債券II條款及條件及已押記可換股債券II條款及條件之任何條款或條件；及(c)周政先生留任本公司董事及主席。



## OTHER INFORMATION

其他資料

### CORPORATE GOVERNANCE AND OTHER INFORMATION

#### CHANGE OF DIRECTORS SINCE THE DATE OF THE 2016 ANNUAL REPORT

The changes in the information relating to the Directors since the date of the Company's 2016 Annual Report are set out below:

On 18 January 2017, Mr. Lam Yu Yee, Benjamin was appointed as an executive Director and Vice Chairman of the Board. On the same day, Mr. Zhu Ling resigned as an executive Director to concentrate on his other work commitments.

On 13 June 2017, Mr. Yuan Zhihai was appointed as an executive Director and a member of remuneration committee, and Mr. Yang Lei was appointed as an executive Director. On the same day, Mr. Yang Hongguang resigned as an executive Director and a member of remuneration committee, and Mr. Lin Guoxiong resigned as an executive Director, to concentrate on their other work commitments.

On 13 July 2017, Mr. Yuan Zhihai resigned as an executive Director and a member of remuneration committee to concentrate on his other work commitments.

### COMPLIANCE WITH THE CORPORATE GOVERNANCE CODE

During the 6 months ended 30 June 2017, the Company has applied the principles of, and complied with, the applicable code provisions of the Corporate Governance Code and Corporate Governance Report ("CG Code") contained in Appendix 14 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, except for certain deviations which are summarised below:

#### CODE PROVISIONS B.1.2 AND C.3.3

Code Provisions B.1.2 and C.3.3 of the CG Code stipulate that the terms of reference of the remuneration committee and audit committee should include, as a minimum, those specific duties as set out in the respective code provisions.

The terms of reference of the remuneration committee ("Remuneration Committee") adopted by the Company are in compliance with Code Provision B.1.2 of the CG Code except that the Remuneration Committee shall make recommendations to the Board on the remuneration packages of the executive Directors only and not senior management (as opposed to executive Directors and senior management under the code provision).

### 企業管治及其他資料

#### 自2016年年報日期以後的董事變動

自本集團2016年年報日期之日起本公司董事之資料變更詳情如下：

2017年1月18日，林裕兒先生獲委任為本公司執行董事兼董事會副主席。同日，朱靈先生辭任本公司執行董事，以專注於彼之其他工作事務。

2017年6月13日，苑志海先生獲委任為本公司執行董事及薪酬委員會成員；及楊蕾先生獲委任為本公司執行董事。同日，楊宏光先生辭任本公司執行董事及薪酬委員會成員；及林國雄先生辭任本公司執行董事，以專注於彼等之其他工作事務。

2017年7月13日，苑志海先生辭任本公司執行董事及薪酬委員會成員，以專注於彼之其他工作事務。

### 企業管治守則之遵守

於截至2017年6月30日止6個月，除下列概述之若干偏離行為外，本公司已應用及一直遵守香港聯合交易所有限公司證券上市規則附錄14所載之企業管治守則及企業管治報告（「企業管治守則」）之原則及適用守則條文：

#### 守則條文B.1.2及C.3.3

企業管治守則之守則條文B.1.2及C.3.3規定薪酬委員會及審核委員會之職權範圍應最低限度包括相關守則條文所載之特定職責。

本公司已採納之薪酬委員會（「薪酬委員會」）職權範圍符合企業管治守則之守則條文B.1.2之規定，惟薪酬委員會僅會就執行董事（不包括高級管理人員）（而非守則條文所述之執行董事及高級管理人員）之薪酬待遇向董事會提出建議除外。

The terms of reference of the Audit Committee adopted by the Company are in compliance with Code Provision C.3.3 of the CG Code except that the Audit Committee (i) shall recommend (as opposed to implement under the code provision) the policy on the engagement of the external auditors to supply non-audit services; (ii) only possesses the effective ability to scrutinise (as opposed to ensure under the code provision) whether management has performed its duty to have an effective internal control system; and (iii) can promote (as opposed to ensure under the code provision) the co-ordination between the internal and external auditors, and check (as opposed to ensure under the code provision) whether the internal audit function is adequately resourced.

Further details of the reasons for relevant deviations of the terms of reference were set out in the Corporate Governance Report contained in the Company's Annual Report for the financial year ended 31 December 2016. The Board considers that the Remuneration Committee and the Audit Committee should continue to operate according to the relevant terms of reference as adopted and amended by the Company. The Board will review the terms at least annually and make appropriate changes if considered necessary.

#### CODE PROVISION A.2.1

Code Provision A.2.1 stipulates that the roles of chairman and chief executive should be separate and should not be performed by the same individual.

There has been a deviation from this code provision since the appointment of Mr. Zhou Zheng, the Chairman of the Board, as the Chief Executive Officer of the Company with effect from 27 January 2014. The Board considers this arrangement to be appropriate for the Company in view of Mr. Zhou Zheng's extensive experience in the property development industry in the PRC and his in-depth knowledge of the Group's property development operation and business. The Board believes that a balance of power and authority is adequately ensured by the operation of the Board which comprises experienced and high calibre individuals including 4 independent non-executive directors. Nevertheless, the Board will identify an appropriate person to take up the role of chief executive when necessary.

本公司已採納之審核委員會職權範圍符合企業管治守則之守則條文C.3.3之規定，惟審核委員會(i)應就委聘外聘核數師提供非核數服務之政策作出建議（而非守則條文所述之執行）；(ii)僅具備有效能力監察（而非守則條文所述之確保）管理層是否已履行其職責建立有效之內部監控系統；及(iii)能促進（而非守則條文所述之確保）內部及外聘核數師的協作，並檢查（而非守則條文所述之確保）內部核數職能是否獲得足夠資源。

有關上述職權範圍偏離行為之理由之進一步詳情載於本公司截至2016年12月31日止財政年度年報之企業管治報告內。董事會認為薪酬委員會及審核委員會應繼續根據本公司採納及修訂之相關職權範圍運作。董事會將最少每年檢討該等職權範圍一次，並在其認為需要時作出適當更改。

#### 守則條文A.2.1

守則條文A.2.1訂明，主席及行政總裁之角色應有所區分，並不應由一人同時兼任。

自董事會主席周政先生於2014年1月27日獲委任為本公司行政總裁以來，出現偏離該守則條文之情況。鑑於周政先生於中國物業發展行內經驗豐富，加上彼熟知本集團的物業發展經營及業務，董事會認為該安排對本公司而言屬合適。董事會相信，董事會由經驗豐富及高資歷人士（包括4名獨立非執行董事）組成，足以確保董事會運作之權力及權責平衡。然而，董事會在需要時將物色合適人士出任行政總裁一職。

## CODE OF CONDUCT REGARDING SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code as set out in Appendix 10 of the Listing Rules to govern securities transactions by the Directors. Further to the specific enquiries made by the Company to Directors, they have confirmed that they have fully complied with the required standard as set out in the Model Code throughout the period from 1 January 2017 to 30 June 2017.

## AUDIT COMMITTEE REVIEW

The Audit Committee has reviewed financial reporting matters including a general review of the unaudited interim condensed consolidated financial statements for the 6 months ended 30 June 2017. In carrying out this review, the Audit Committee has relied on a review conducted by the Group's external auditor in accordance with Hong Kong Standard on Review Engagements 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the HKICPA and representations from management. The Audit Committee has not undertaken detailed independent audit checks.

## COMPLIANCE WITH LAWS AND REGULATIONS

Compliance procedures are in place to ensure adherence to applicable laws, rules and regulations in particular, those have significant impact on the Group. The Audit Committee is delegated by the Board to monitor the Group's policies and practices on compliance with legal and regulatory requirements and such policies are regularly reviewed. Any changes in the applicable laws, rules and regulations are brought to the attention of relevant employees and relevant operation units from time to time.

As far as the Company is aware, the Group has complied in material respects with the relevant laws and regulations which have a significant impact on the business and operations of the Company during the 6 months ended 30 June 2017.

## 董事進行證券交易之行為守則

本公司已採納上市規則附錄10所載的《標準守則》以規範董事的證券交易。經向董事作出特定查詢後，所有董事均確認彼等於2017年1月1日至2017年6月30日期間已全面遵守標準守則所載之規定標準。

## 審核委員會之審閱

審核委員會已審閱財務報告事項，包括對截至2017年6月30日止6個月之未經審核中期簡明合併財務報表作出概括之審閱。審核委員會乃依賴本集團外聘核數師按照香港會計師公會頒佈之香港審閱工作準則第2410號「由實體的獨立核數師對中期財務資料的審閱」所作出之審閱結果及管理層的陳述，進行上述審閱。審核委員會並無進行詳細之獨立核數審查。

## 遵守法律法規

本集團已制定合規程序，確保遵守適用法律、規則及法規，尤其是對本集團有重大影響者。董事會已委派審核委員會監察有關本集團遵守法律及監管規定之政策及常規，並定期審閱相關政策。相關僱員及相關運營單位均不時獲悉適用法律、規則及法規之任何變動。

據本公司所知，本集團於截至2017年6月30日止6個月內已在各重要方面遵守對本公司之業務及營運有重大影響之法律及法規。



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