



**HSIN新昌  
CHONG**

INTERIM REPORT 2017 中期報告

**Hsin Chong Group Holdings Limited  
新昌集團控股有限公司**

(Incorporated in Bermuda with limited liability 於百慕達註冊成立之有限公司)

Stock Code 股份代號: 00404.HK



## VISION 願景

The Leader in Construction, Property and Related Services.  
成為建造、房地產及相關服務的行業領導者。

## MISSION 使命

We are committed to:  
我們致力：

- creating value for our customers and delivering quality services at world-class standard; and  
為客戶創造價值及提供世界級的優質服務；及
- delivering value to our shareholders through maximising market share and returns.  
擴大市場佔有率及提升回報，為股東締造更高的價值。

## VALUES 價值

### Heart and Harmony 全心全意 和諧共勉

- We strive for perfection through service from the **heart** and work **harmoniously** together by complementing and supplementing each other.  
我們盡心服務，力臻完善，並和諧共勉，彼此互補優勢。

### Can-do attitude and Commitment to quality 樂觀積極 優質承諾

- We uphold a **can-do attitude** with integrity and are **committed** to delivering **quality** that will earn the respect and loyalty of our stakeholders.  
我們堅持樂觀積極的態度，堅守誠實廉正的信念，並矢志以優質服務，贏取持份者的尊重與忠誠。



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# Management Discussion and Analysis

## 管理層討論及分析

The board (the “Board”) of directors (the “Directors”) of Hsin Chong Group Holdings Limited (the “Company” or “Hsin Chong”) is pleased to announce the unaudited interim results of the Company and its subsidiaries (collectively, the “Group”) for the six months ended 30 June 2017, financial highlights of which are as follows:

新昌集團控股有限公司（「本公司」或「新昌」）董事（「董事」）會（「董事會」）欣然公佈本公司及其附屬公司（統稱為「本集團」）截至2017年6月30日止六個月之未經審核中期業績，其財務摘要如下：

### Review of Business and Prospects

#### Financial Overview

### 業務回顧及前景

#### 財務回顧

		Six months ended 30 June		Change	
		截至6月30日止六個月		變動	
		2017	2016	Amount	%
(In HK\$ million)		2017年	2016年	金額	
(港幣百萬元)		(Unaudited)	(Unaudited)		
		(未經審核)	(未經審核)		
Revenue	收益	3,437	4,784	-1,347	-28%
Revenue – excluding NSC <sup>#</sup>	收益 – 不包括NSC <sup>#</sup>	3,386	4,621	-1,235	-27%
Gross Profit	毛利	96	242	-146	-60%
Gross profit margin	毛利率	2.8%	5.1%	-2.3%	
Gross profit margin – excluding NSC <sup>#</sup>	毛利率 – 不包括NSC <sup>#</sup>	2.8%	5.2%	-2.4%	
Fair value (loss)/gain on investment properties	投資物業公允值之 (虧損)/收益	(288)	459	-747	-163%
Provision for impairment of properties under development	發展中物業減值撥備	(515)	-	-515	N/A不適用
EBITDA	EBITDA	(1,124)	532	-1,656	-311%
Net finance cost	融資成本淨額	(139)	(42)	-97	-231%
(Loss)/profit attributable to shareholders	股東應佔(虧損)/溢利	(1,087)	378	-1,465	-388%
Basic (loss)/earnings per share (in HK cents)	每股基本(虧損)/ 盈利(港幣仙)	(19.0)	6.9	-25.9	-375%
Interim dividend (in HK cents)	中期股息(港幣仙)	-	-	N/A不適用	N/A不適用

Note:

<sup>#</sup> Nominated subcontractors' work of Macau Galaxy Resort Phase 2 project (“NSC”)

附註：

<sup>#</sup> 「NSC」—澳門銀河娛樂渡假村第二期項目的指定分判商工程

**Business Overview**

Hsin Chong is an integrated construction and property group in the region, which pursues a strategic transformation in its business portfolio by establishing a dynamic property company. While we await the property business to deliver significant revenue contribution to the Group, our Group's construction business remained profitable.

**業務回顧**

作為區內的綜合建造及物業集團，新昌藉著建立一間具發展潛力的物業公司，尋求實現其業務組合的策略轉型。在我們期待物業業務為本集團帶來重大收益貢獻之同時，本集團之建造業務的盈利能力維持不變。

(In HK\$ million) (港幣百萬元)		Six months ended 30 June 截至6月30日止六個月		Change 變動	
		2017 2017年	2016 2016年	Amount 金額	%
<b>Revenue</b>	<b>收益</b>				
Construction – excluding NSC	建造 – 不包括NSC	3,353	4,578	-1,225	-27%
Property development and investment	物業發展及投資	33	43	-10	-23%
		<b>3,386</b>	4,621	<b>-1,235</b>	<b>-27%</b>
Construction – NSC	建造 – NSC	51	163	-112	-69%
		<b>3,437</b>	4,784	<b>-1,347</b>	<b>-28%</b>
Discontinued operation (Note)	已終止經營業務 (附註)	-	1,170	-1,170	-100%
		<b>3,437</b>	5,954	<b>-2,517</b>	<b>-42%</b>
<b>Gross profit</b>	<b>毛利</b>				
Construction	建造	85	230	-145	-63%
Property development and investment	物業發展及投資	11	12	-1	-8%
		<b>96</b>	242	<b>-146</b>	<b>-60%</b>
Discontinued operation (Note)	已終止經營業務 (附註)	-	82	-82	-100%
		<b>96</b>	324	<b>-228</b>	<b>-70%</b>
<b>EBITDA</b>	<b>EBITDA</b>				
Construction	建造	13	176	-163	-93%
Property development and investment	物業發展及投資	(1,079)	452	-1,531	-339%
Corporate overhead and others	企業營運費用及其他	(58)	(96)	38	40%
		<b>(1,124)</b>	532	<b>-1,656</b>	<b>-311%</b>
Discontinued operation (Note)	已終止經營業務 (附註)	-	30	-30	-100%
		<b>(1,124)</b>	562	<b>-1,686</b>	<b>-300%</b>
<b>Gross profit margin (excluding NSC)</b>	<b>毛利率 (不包括NSC)</b>				
Construction	建造	2.5%	5.0%		
Property development and investment	物業發展及投資	33.3%	27.9%		

Note:

The discontinued operation represented interiors and special projects (“ISP”) and property and facility management business upon the disposal of Synergis Holdings Limited, which ceased to be a subsidiary of the Group on 21 November 2016.

附註：

已終止經營業務是指室內裝飾及特殊項目（「室內裝飾及特殊項目」）以及物業及設施管理業務，由於新昌管理集團有限公司已出售，該公司於2016年11月21日不再是本集團的附屬公司。

### Construction Business Review

During the first half of 2017, the Construction Division received total new orders of HK\$136 million (2016: HK\$5,189 million), including the following major contracts:

- (i) a sub-contract for air-conditioning and mechanical ventilation installation for construction of Public Rental Housing Redevelopment at Pak Tin Estate Phases 7 and 8; and
- (ii) a sub-contract for air-conditioning installation for construction of Sports Center, Community Hall and Football Pitches in Area 1, Tai Po.

As of 30 June 2017, the outstanding workload (excluding NSC) reported HK\$9 billion. Among all the contracts on hand, 74% were from the public sector and MTR, including:

- (i) Government & Public Institutions: M+ Museum Main Works Contract at West Kowloon Cultural District and Design & Construction of Kowloon East Regional Headquarters and Operational Base cum Ngau Tau Kok Divisional Police Station;
- (ii) Hong Kong Housing Authority: a public housing project in Tung Chung; and
- (iii) MTR Corporation: Elevated Road along LOHAS Park Road and the Pedestrian Footbridge FBI, Express Rail Link contract for West Kowloon Terminus Station South and Shatin to Central Link contract for Sung Wong Toi and To Kwa Wan Stations and Tunnels.

Another 26% were from private clients, most of which are prestigious property developers like Kerry Properties, New World Development and Lai Sun Development.

During the period under review, the Group's core Construction Business recorded revenue (excluding NSC) of HK\$3.4 billion (2016: HK\$4.6 billion) and gross profit of HK\$85 million (2016: HK\$230 million). The revenue for the period decreased by 27% comparing to that of last year and the gross profit decreased by 63%, our gross margin then decreased by 2.5 percentage point to 2.5%.

### 建造業務回顧

於2017年上半年，建造業務獲得合共港幣1.36億元（2016年：港幣51.89億元）新訂單，包括以下主要合約：

- (i) 白田邨第七期及第八期公共租住房屋重建項目建築工程的空調及機動通風裝置工程分包合約；及
- (ii) 大埔第1區體育館、社區會堂及足球場建築工程的空調裝置工程分包合約。

截至2017年6月30日，手頭未完成合約額（不包括NSC）為港幣90億元。於所有手頭合約中，74%來自公營機構及港鐵公司，包括：

- (i) 政府及公營機構：西九文化區的M+博物館主工程合約及東九龍總區總部及行動基地暨牛頭角分區警署大樓設計及建築項目；
- (ii) 香港房屋委員會：位於東涌的1個公營房屋項目；及
- (iii) 港鐵公司：康城路高架路橋及行人天橋工程、廣深港高鐵西九龍總站（南）與宋王臺及土瓜灣鐵路站及隧道的沙中線合約。

其他26%來自私營客戶，其中大多數是知名物業發展商，例如：嘉里建設、新世界發展及麗新發展。

於回顧期內，本集團的核心建造業務錄得收益（不包括NSC）港幣34億元（2016年：港幣46億元）及毛利港幣0.85億元（2016年：港幣2.30億元）。本期間之收益較去年減少27%，而毛利減少63%，因此毛利率減少2.5個百分點至2.5%。

## Property Development and Investment Business Review

Over the course of last few years, Hsin Chong has pursued a strategic transformation in its property business portfolio. Currently, the Group has two completed properties in the first-tier cities of Beijing and Guangzhou and four properties under development in Foshan, Tai'an, Tianjin and Tieling.

During the period under review, this division delivered a revenue of HK\$33 million and a gross profit of HK\$11 million.

### Property Portfolio

#### Completed properties for investment and/or sale

##### (i) New Times Plaza, Beijing

The property is a commercial development, comprising 15 storeys aboveground and 3 storeys of basement. The shopping mall and car park occupy 9 floors of the property (from 3rd floor of the basement to 6th floor) with a total gross floor area ("GFA") of 55,798 square metres ("sqm"). The apartments are located on the 7th to 15th floors of the property. As at 30 June 2017, approximately 11,962 sqm of GFA are available for sale or lease.

As of 30 June 2017, the occupancy rate of the shopping mall was more than 90%. The contribution has been improving since acquisition. The New Times Plaza has generated stable rental and related income for the period.

##### (ii) Xiyang Computer City, Commercial Portion of Tian Cheng Ming Yuan

The property, which consists of a commercial property and a car park with around 325 carparking spaces, has a total GFA of 26,306 sqm.



Facade of New Times Plaza 新年華購物中心外景

## 物業發展及投資業務回顧

過去幾年來，新昌一直致力實現物業業務組合的策略轉型。目前，本集團於一線城市北京及廣州擁有兩項已完成物業及於佛山、泰安、天津及鐵嶺擁有四項發展中物業。

於回顧期內，此分部產生收益港幣33,000,000元及毛利港幣11,000,000元。

### 物業組合

#### 供投資及／或出售的已落成物業

##### (i) 北京新年華購物中心

該物業為一個商業發展項目，由地上15層及3層地庫組成。購物商場及停車場佔據9層物業（由地庫第3層至地上第6層），總建築面積（「建築面積」）達55,798平方米（「平方米」）。公寓則位於該物業第7層至第15層。於2017年6月30日，可供出售或租賃建築面積約為11,962平方米。

於2017年6月30日，購物商場的出租率超過90%。自收購以來，此物業收益一直在改善。期內新年華購物中心提供穩定租金及相關收入。

##### (ii) 熹陽電腦城（天晟明苑商業部分）

該物業（包括商業物業及擁有約325個停車位的停車場）的總建築面積為26,306平方米。



Facade of Xiyang Computer City 熹陽電腦城外景

(iii) *The Launch of Hsin Chong Outlet Mall*

A ceremony to mark the soft launch of the Hsin Chong Outlet Mall was held on 28 April 2017 in Foshan, Guangdong Province. The 100,000 sqm retail mall indulges visitors with an extensive collection of over 400 chic fashion labels, both local and international, plus a wide selection of leisure and entertainment options. The Company believes this development will become a distinguished integrated tourist, leisure, lifestyle, shopping and entertainment landmark in the Guangdong-Hong Kong-Macao Bay Area. The launch of the Outlet Mall is just a first step in the realisation of the Hsin Chong Town's vision to develop a brand new, integrated residential and recreational community in Lubao Town of Foshan's Sanshui District. Encompassing high quality homes, retail shopping, spa resorts and senior living residences, the Company believes the project will assist Sanshui District to grow into an attractive new destination to live and to visit. The soft launch festivities took place from 28 April 2017 to 1 May 2017, attracting hundreds of thousands of visitors. Lavish praise was received for the designer brand outlets and fascinating interactive experiences ranging from the "VR Auditorium", "Ice World", "Gales Fort" and "I-Jumper", as well as a variety of world-class interactive shows. The Outlet Mall have been in full operation since 29 May 2017.

(iii) 新昌廣場奧特萊斯投入營運

新昌集團位於廣東佛山的新昌廣場奧特萊斯於2017年4月28日舉行試行營業慶典。新昌廣場奧特萊斯佔地十萬平方米，匯聚超過400家國內外時尚品牌及獨具特色的休閒娛樂設施，公司深信可把它打造成為粵港澳大灣區生活圈最具影響力的一站式旅遊、度假、休閒、購物、綜合潮流娛樂新勝地。奧特萊斯的試營業只是我們實現新昌小鎮願景的第一步，公司將在佛山三水區蘆苞鎮發展一個全新的綜合生活及休閒社區，包含高品質住宅、零售商場、溫泉度假村、養老住宅區。公司相信這個項目將有助於三水區成為具吸引力的居住及旅遊目的地。在2017年4月28日至2017年5月1日舉行的試業慶祝活動，吸引了數十萬遊客到訪奧特萊斯，率先感受設計師品牌店及虛擬實景（VR）體驗館、冰雪世界、樂仕堡和彈床主題公園等令人神往的互動體驗，並薈萃多場國際級互動演出，獲得遊客好評如潮。奧特萊斯已經於2017年5月29日全面投入營運。



Commercial Blocks 商業街區



## Property under development

### (i) La Viva, Foshan

La Viva, Foshan project is located at the “Ninety-Ninth Hill” of Dushugang Village, Lubao Town, Sanshui District of Foshan City. The project is 40 kilometers east to the downtown of Guangzhou and close to Hong Kong and Macau in the south. With the established three-dimensional transportation network in the surrounding area, it only takes 2 hours to get to the main cities in the Pearl River Delta Economic Zone, including Guangzhou, Shenzhen, Zhuhai, Dongguan, Zhongshan, Yunfu, Zhaoqing, Huizhou, Qingyuan and Jiangmen. The project enjoys access to a road network consisting of three east-west streets and two north-south streets, among which the existing Golf Avenue, Danan First-Grade Highway and Luhu Road can directly lead to the downtown area of Sanshui District, Guangzhou, Zhaoqing, and Qingyuan. The entrance of the Pearl River Delta Outer-Ring Expressway to be constructed at Lubao Town will be only 5 minutes’ drive to the project. Moreover, the planning route of the Tangxi Highway to be constructed will pass by the project in the east, with a distance of only 1 minute’s drive.

La Viva, Foshan is a mixed-use development project, consisting of a total GFA of approximately 1,900,000 sqm. The project has positioned as the first recreation and shopping resort town in Guangzhou-Foshan area. The project plans 13 featured business forms including hot springs recreation city, golf course, recreational vehicle camping encampment and outlets shopping mall.

Phase 1 comprises the existing retail outlets of approximately 99,000 sqm, which has been opened on 29 May 2017.

The residential development program adopts the “new suburbs life concept” advocating for high-quality of life. A total GFA of approximately 204,400 sqm of low density residential units and serviced apartments are planned for phase 1, of which about 24,000 sqm of low density residential property have been substantially completed. The residential sales will be launched after the phased opening of the retail outlets and granting of sales permit.



Retail Outlets 零售商場

## 發展中物業

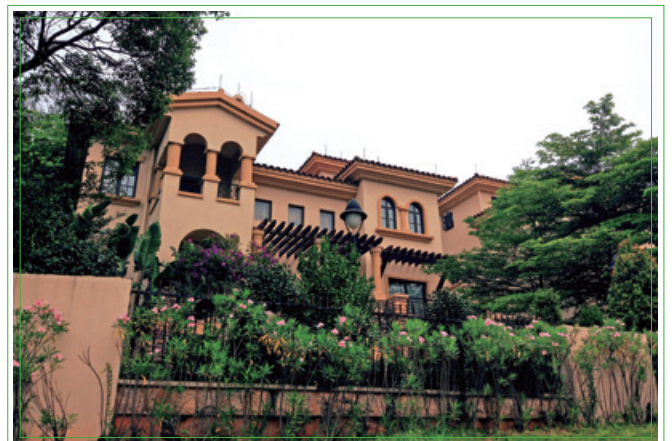
### (i) 佛山星悦南岸

佛山星悦南岸項目位於佛山市三水區蘆苞鎮獨樹崗村「九十九崗」，項目東臨廣州市中心區40公里，南鄰港澳。項目周邊擁有完善的立體交通網絡，只需兩小時便能到達珠三角經濟圈包括廣州、深圳、珠海、東莞、中山、雲浮、肇慶、惠州、清遠、江門等主要城市。項目擁有三橫兩縱的道路系統，其中現有道路包括高爾夫大道、大南一級公路及蘆湖路，可直通三水城區、廣州、肇慶和清遠，即將修建的珠三角外環高速公路在蘆苞鎮的出入口距離項目只有5分鐘車程。此外，即將修建的塘西線公路計劃路線位於項目東側，距離只有1分鐘車程。

佛山星悦南岸為一個混合用途發展項目，總建築面積約為190萬平方米。項目定位為廣佛地區首家休閒購物度假小鎮，規劃了溫泉娛樂城、高爾夫球場、房車露營地、奧特萊斯購物廣場等13大特色業務。

一期包括建築面積約為99,000平方米的零售商場已於2017年5月29日開幕。

住宅發展計劃採用「新效區生活概念」，宣導高品質的生活。一期包括總建築面積約為204,400平方米的低密度住宅單位及酒店式公寓，其中約24,000平方米的低密度住宅物業已基本完工。住宅物業將在零售商場分階段開張及授出銷售許可後推出市場銷售。



Villa 獨棟別墅

(ii) *Commercial development project, Tai'an*

The project is located in the new town in the south of Tai'an city, Shandong Province – Tai'an New and High Tech Industrial Development Zone. It is 70 kilometers from Ji'nan city in its north, approximately 12 kilometers from Dongyue Street in the downtown area of Tai'an city, and 14 kilometers from the trailhead of Mountain Taishan. The project includes commercial properties with a total GFA of 274,977 sqm. The project aims at building an integrated commercial complex featured with tourism and leisure element by integrating traditional business and tourism industry. Based on this comprehensive development framework, the tourism and leisure-oriented project will develop a variety of ancillary facilities integrating various functions such as recreation, leisure, sports, catering, and retail, etc. As at the date of this report, a total of 34 blocks of two-storey commercial retail outlet mall with a total GFA of 100,360 sqm are under construction.

(iii) *Commercial development project, Tianjin*

The Tianjin project is located at the start-up area of the Central Business District of Binhai New Area – the starting point of Xiangluo Bay Business District, an advantageous geographical location. Around the project are mainly office buildings and the development of the project will offer a comprehensive lifestyle centre with leisure, catering, commerce, and recreation for residents from surrounding communities. The project, which consists of a parcel of land, for which development approval has been submitted for commercial and office use, has a GFA of approximately 328,100 sqm.

(iv) *La Viva, Tieling*

La Viva, Tieling is located alongside the south bank of Fanhe River in the Tieling New Town, 8 kilometres north of the old town and about 30 kilometres south of the downtown of Shenyang city. The project includes numerous facilities such as retail, entertainment, tourist attractions, hotel, international school, water park, residential, office buildings and conference and exhibition facilities. It covers an area of 180 hectares and a total GFA of approximately 3 million sqm, of which approximately 2 million sqm are for residential use and approximately 1 million sqm are for commercial and other use.

(ii) *泰安商業發展項目*

項目位於山東省泰安市南部新城—泰安國家高新技術產業開發區內。項目北距濟南市70公里，距離泰安市中心城區東嶽大街約12公里，距離泰山登山口14公里。該項目包括總建築面積為274,977平方米的商業物業。項目定位為將傳統商業與旅遊業結合，形成具有旅遊、休閒特性的複合型商業綜合體。以旅遊休閒功能主導，基於泛旅遊產業綜合發展的構架，融合遊樂、休閒、運動、餐飲、零售等多種功能在內的配套型設施。於本報告日期，共有34棟總建築面積為100,360平方米的兩層商業零售商場正在興建中。

(iii) *天津商業發展項目*

天津項目位於濱海新區中心商務區的起步區—響螺灣商務區的起點，地理位置優越。項目周邊多為辦公樓，該項目的發展能為周邊社區居民帶來一個綜合休閒、餐飲、商業及娛樂的生活中心。項目包括一幅已遞交發展批准可用於商業及辦公用途的土地，建築面積約為328,100平方米。

(iv) *鐵嶺星悅南岸*

鐵嶺星悅南岸位於鐵嶺新城凡河南岸，北距鐵嶺老城區8公里，南距瀋陽市區30餘公里。該項目包含零售、娛樂、觀光旅遊、酒店、國際學校、水上樂園、住宅、辦公樓及會展設施等多項設施。項目佔地面積達180公頃，總建築面積約為300萬平方米，其中約200萬平方米及約100萬平方米分別作住宅用途及商業及其他用途。

Residential development Phase 1 comprises 16 high-rise residential towers and 22 low-rise residential towers, and yields a total saleable area of 225,000 sqm. Upon completion, there will be a total of 2,100 units available for sale, with sizes ranging from 40 to 213 sqm per unit and the average size per unit is 107 sqm. The residential sales will be tied with the phased opening of the retail outlets and water park.

Phase 1 of the commercial development of La Viva comprise of exhibition centre, banquet hall, club house, outlet mall and a water park, one of the key components of the unparalleled La Viva experience.

住宅發展項目1期包括16棟高層住宅及22棟低層住宅，總可售面積為225,000平方米。於完工後將有合共2,100個單位可供銷售，每個單位面積介乎40至213平方米，每個單位平均為107平方米。住宅物業將配合分階段開張的零售商場及水上樂園推出市場銷售。

星悅南岸的第一期商業發展包括展覽中心、宴會廳、會所、商場及構成星悅南岸精彩體驗的重要一環的水上樂園。



Commercial Development Project – Tai'an 泰安商業發展項目



Facade of the Club – La Viva, Tieling 鐵嶺星悅南岸會所外景

## Looking Forward

### Construction business

With Hsin Chong's leading construction industry position and remarkable track record in Hong Kong, we strive our best to take part in the city's infrastructure and building plans. The Group, in joint venture basis with Build King Holdings Limited, secured the Hong Kong Police Force Kowloon East Regional Headquarters Project contract in the second quarter of last year. Involving both design and construction works, the significant project for Hsin Chong also includes electrical and mechanical engineering works.

## 展望

### 建造業務

憑藉新昌在香港建造業的領先地位及彪炳往績，我們力求參與城市的基建及建造計劃。去年第二季度，本集團與利基控股有限公司成立合營企業，取得香港警務處東九龍總區總部項目合約。新昌所承接的這一重大項目不僅涉及設計及建造工程，亦包括機電工程。

## Management Discussion and Analysis 管理層討論及分析

In the coming five years from 2019-20 to 2023-24, Hong Kong is expected to have 25 sites available for production of more than 60,000 flats of which more than 80% are for public housing.

The Group's financial situation has been restraining its ability to obtain new projects since the beginning of the year, which resulted in decrease of the Construction Business' turnover. This in turn cause reduction in the Group's cashflow and increase the financing cost.

Hsin Chong has pursued strategic measures include but not limited to disposal of assets and refinance the current facilities to restore the Group's cashflow and liquidity. During such restoration period, the management notices and foresees that (i) the operating progress of various projects may be affected; (ii) short term financing cost may increase; (iii) new tenders will be restricted until the cashflow and liquidity of the Group restored; and (iv) key staff turnover may increase.

The Group is actively sorting out its current financial and tender restriction issues. After these issues are behind us, the Directors are confident that Hsin Chong, as one of Asia's longest-standing construction groups with its firm foundation in the industry, will continue to strengthen our solid position to sustain further successes in Hong Kong.

Apart from the public sector, we will also pay our attention to high-end private sector customers with our professionalism and corporate tradition. We have been a major player in Hong Kong's infrastructural development, and will continue to focus our efforts on soliciting new opportunities in the competitive construction market.

### PRC Property business

Hsin Chong has been experiencing a strategic transformation in diversifying our business segment with the expansion in PRC property development. We hope to grasp the new opportunities in the Mainland of China's fast developing property market.

A ceremony to celebrate the official opening of Hsin Chong Outlet Mall was held on 29 May 2017 in Foshan, Guandong Province. The retail mall indulges visitors with an extensive collection of chic fashion labels, both local and international, plus a wide selection of leisure and entertainment options. We believe this development will become a distinguished integrated tourist, leisure, lifestyle, shopping and entertainment landmark in the Guangdong-Hong Kong-Macao Bay Area.

The launch of the Outlet Mall is just a first step in the realisation of Hsin Chong Town's vision to develop a brand new, integrated residential and recreational community in Lubao Town of Foshan's Sanshui District. Encompassing high quality homes, retail shopping, spa resorts and senior living residences, we believe the project will assist Sanshui District to grow into an attractive new destination to live and to visit. With these favourable factors, the project would provide a renowned reputation in China's property market and deliver a good return to the Group.

自2019-20年起至2023-24年的未來五年，香港預期將有25幅地盤可用於造出超過60,000個單位，其中80%以上將為公營房屋。

自年初以來，本集團的財務狀況已限制其取得新項目的能力，導致建造業務營業額減少。此轉而導致本集團現金流減少及融資成本增加。

新昌已尋求策略性措施，包括但不限於出售資產及對當前融資進行再融資以恢復本集團的現金流及流動資金。於該恢復期間，管理層注意到及預見(i)多個項目的操作進展可能受到影響；(ii)短期融資成本可能增加；(iii)於本集團恢復現金流及流動資金前，新投標將可能受到限制；及(iv)員工流失率可能增加。

本集團正在積極解決其當前財務及投標限制事項。待該等事項解決後，董事確信，新昌作為亞洲歷史最為悠久並在業內擁有堅實基礎的建造集團之一，將繼續鞏固我們的穩固地位，進一步延續在香港的成功歷程。

除公營界別外，我們亦重視高端私營界別客戶，用專業素養及企業傳統為其服務。作為在香港基建發展方面的主要參與者，我們將持續關注這充滿競爭的建造市場，努力把握新機遇。

### 中國物業業務

隨著中國物業發展的拓展，新昌現正經歷分散業務分類的戰略轉型。我們希望在中國內地發展日新月異的物業市場上取得新機遇。

於2017年5月29日，我們在廣東省佛山市舉行開幕儀式，慶祝新昌廣場奧特萊斯正式營業。該零售商場匯聚國內外時尚品牌及各類休閒娛樂設施，我們深信可將其打造成為粵港澳大灣區生活圈最具影響力的一站式旅遊、度假、休閒、購物、綜合潮流娛樂新勝地。

該奧特萊斯的營業只是我們實現新昌小鎮願景的第一步，我們將在佛山三水區蘆苞鎮發展一個全新的綜合生活及休閒社區，包含高品質住宅、零售商場、溫泉度假村及養老住宅區。我們相信此項目將有助於三水區成為具吸引力的新居住及旅遊目的地。憑藉該等利好因素，該項目將為本集團在中國物業市場上帶來良好聲望及優厚回報。

### International Infrastructure Business – Belt and Road Initiative

The execution of a Memorandum of Understanding (MOU) between the Republic of Chad and Hsin Chong on 18 July 2016 extended the parties' collaboration horizon. A delegation comprising 7 Chad ministers visited Hong Kong in early November 2016 where meetings were held with Chad and potential financing banks on Chad's infrastructure projects. Following a visit to our project sites, including our Anderson Road Public Housing project and a reconnaissance of our M+ Museum project, the delegation invited Hsin Chong to support Chad in carrying out projects within the framework of its first Five-Year Plan under its 2030 Vision. The Company is concurrently considering other infrastructure projects, such as, solar energy, railway and mining projects, in other African countries, e.g. Morocco, Republic of Cote d'Ivoire, Central African Republic, Democratic Republic of Congo, Zimbabwe, Rwanda and Ghana.

Along the 21st-century Maritime Silk Road, Hsin Chong continues its focus on exploring infrastructure projects in Asia Pacific countries such as, India, Bangladesh, Malaysia, Philippines, Nepal and Singapore. At the beginning of 2017, the Group signed a MOU with a developer in Myanmar to provide project management and construction management services for a 1,800 acre large-scale integrated resort project.

### 國際基建業務——一帶一路計劃

新昌與乍得共和國於2016年7月18日簽署的諒解備忘錄將雙方合作地平線延伸。於2016年11月初，由7名乍得部長組成的代表團訪問香港，在港期間，彼等與新昌詳細討論了乍得的基建項目，亦和潛在的融資銀行舉行會議。乍得代表團訪問了我們的建造項目，包括安達臣路公營房屋項目和視察了M+視覺文化博物館項目。代表團邀請新昌支持乍得在其2030年願景中的首個5年規劃內開展項目。與此同時，新昌正探討在其他非洲國家，包括摩洛哥、科特迪瓦共和國、中非共和國、剛果民主共和國、津巴布韋、盧旺達和加納等地，參與其太陽能發電、鐵路和採礦等基建項目。

在21世紀的海上絲綢之路，新昌繼續探討亞太國家的基建項目，如印度、孟加拉國、馬來西亞、菲律賓、尼泊爾和新加坡。集團於2017年初與緬甸一個發展商簽署一份諒解備忘錄，為當地一個佔地1,800英畝的大型綜合度假村項目提供項目管理及建造管理服務。



Public Housing in Au Tau, Yuen Long 元朗凹頭公營房屋

## Management Discussion and Analysis 管理層討論及分析

Along the Silk Road Economic Belt, Hsin Chong also focuses on potential infrastructure projects in Central and Eastern European countries such as: Hungary and the Republic of Czech.

Hsin Chong continues to perform its roles as a Super-Connector under the Belt and Road Initiative and expands its construction expertise by integrating and creating a regional economic co-operation framework.

### International Real Estate and Hospitality Business

In 2016, Hsin Chong has sought real estate investment and hospitality opportunities internationally. Over the period, investment opportunities in Asia and Europe have been explored. A MOU has been signed with H&Co. Real Estate Holdings Ltd, an international developer in Myanmar, with a view that Hsin Chong will provide developer services for a 1,800 acre integrated seaside resort development in Ngwe Saung. Other target areas include Macau, South East Asia and the United Kingdom.

Following the formation of the joint venture company, HC Sapphire Senior Living Ltd, with our Australian partner, Hsin Chong is now working towards developing senior care homes as well as providing fee earning management services for developments in first tier cities in the Mainland of China.

Going forward, Hsin Chong will continue to leverage its global network and development experience to identify real estate development opportunities overseas, broadening the Group's income base and diversifying its business sectors and geographical coverage.

新昌也重點關注沿絲路經濟帶的中歐和東歐國家如匈牙利和捷克共和國的潛在基建項目。

新昌繼續履行其在「一帶一路」倡議下的超級連繫人的角色，並通過整合和創建一個區域經濟合作框架，從而擴展其建造專長。

### 國際地產及旅遊發展業務

於2016年，新昌已尋求世界各地之地產投資及旅遊發展機遇。於該期間，於亞洲及歐洲的投資機遇已得到探索。在緬甸，新昌與國際地產開發商H&Co. Real Estate Holdings Ltd簽訂諒解備忘錄。新昌會以發展商之角色，為一塊位於緬甸Ngwe Saung，土地面積達1,800英畝的綜合海濱度假村發展項目提供項目管理服務。其他目標地區包括澳門、東南亞及英國。

繼新昌與澳洲合作夥伴成立合營企業新藍寶安老生活有限公司後，新昌正準備開發一個長者護理及養老中心，與此同時亦將在中國大陸一線城市發展相關管理收費服務。

未來，新昌將繼續利用其現有之國際人脈關係及開發經驗，尋找海外房地產發展機會，務求擴闊本集團收入來源，使業務更富多元化及國際化。



Saipan 塞班島

### Eco-Friendly and Sustainability Concept

The construction sector is experiencing considerable change. Green building, which is designing and constructing buildings using eco-friendly materials and techniques, will continue to influence the global construction industry in 2017. The social trends such as sustainable and healthy living are set to shape in future years. As an influential construction industry leader in Hong Kong, we hope to act as a pioneer on sustainable development to maintain our superior position.

In 2017, a MOU with Mr. Lao Hoi Bun of Pou Shing (Macau) Limitada regarding the procurement of eco-friendly materials was signed during The 2017 Macao International Environmental Co-operation Forum and Exhibition (MIECF). The Group has been applying eco-friendly measures in our projects and this agreement further demonstrates our commitment to sustainable construction. We will continue to work with our partners to promote sustainable growth and development in Macau, where there is a wealth of opportunity.

### Funding Highlights

#### Issuance of convertible preference shares (“CPS”)

On 8 January 2015 and 8 July 2015, the Company issued a total of 5,654,772,134 CPS as the consideration (excluding the holdback amount) to acquire the Foshan project. On 15 January 2016, the Company further issued 259,263,039 CPS to settle the holdback amount which was pending the determination of the aggregate amount of fee, fine or penalty (if any) charged under the relevant land grant contract or applicable PRC laws at any time after completion but on or before 31 December 2015 in respect of any delay in the development of certain acquired parcels of land. On 26 April 2016, the Company lastly issued 295,833,333 CPS to settle the remaining holdback amount after the issue of land use rights certificates in respect of the remaining land.

#### 3-year senior notes

In January 2016, the Company issued a 3-year senior notes with principal amounts of US\$150 million due on 22 January 2019 bearing interest of 8.5% per annum which is payable semi-annually (the “**Senior Notes 2019**”). The Senior Notes 2019 achieved at a lower coupon than the Senior Notes 2018 which was issued in May 2015 reflects certain market interests in our 3-year USD notes. The Senior Notes 2019 are also listed on the Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

### 環保及可持續發展理念

建造業現正經歷大幅變革。綠色建築作為一種在設計及建造上使用環保材料及技術的建築，將繼續在2017年影響全球建造業。可持續健康生活等社會趨勢定必在未來數年逐漸成形。作為在香港具有重大影響力的建築行業領先企業之一，我們有望充當可持續發展的先行者，維持卓越地位。

於2017年，在澳門國際環保合作發展論壇及展覽2017(MIECF)期間，我們與保盛（澳門）傢俬建材有限公司劉海濱先生簽署有關採購環保材料的諒解備忘錄。本集團一直在項目上運用各種環保措施，此協議則進一步展示我們對可持續發展建造的承諾。我們將繼續與合夥人攜手在充滿機遇的澳門推進可持續增長及發展。

### 資金摘要

#### 發行可轉換優先股（「可轉換優先股」）

於2015年1月8日及2015年7月8日，本公司發行合共5,654,772,134股可轉換優先股作為代價（不包括扣留金額）收購佛山項目。於2016年1月15日，本公司進一步發行259,263,039股可轉換優先股，以清償有關扣留金額，惟該金額有待於完成後但於2015年12月31日或之前任何時間就延遲開發若干幅已收購的土地而釐定根據有關土地出讓合約或中國適用法律扣取之費用、罰款或罰金（如有）的總金額而釐定。於2016年4月26日，本公司最後發行295,833,333股可轉換優先股，以於簽發有關餘下地塊的土地使用權證後清償餘下扣留金額。

#### 3年優先票據

於2016年1月，本公司發行本金額150,000,000美元於2019年1月22日到期的3年期年利率8.5厘，每半年支付利息的優先票據（「**2019年優先票據**」）。2019年優先票據較於2015年5月發行的2018年優先票據的票息更低，反映市場對我們的3年期美元票據有一定的興趣。2019年優先票據亦已於香港聯合交易所有限公司（「**聯交所**」）上市。

### Redemption by holders of 6.0% Convertible Bonds due 2017

On 25 October 2016, the Company has received notices for the exercise of the put option in respect of US\$94,700,000 in principal amount of the Convertible Bonds (the “**Redemption Principal**”), representing approximately 97.33% in principal amount of the Convertible Bonds outstanding as at that date. In November 2016, the Company settled the Redemption Principal together with interest accrued.

On 11 August 2017, the Company redeemed all outstanding US\$100 million 6% convertible bonds due 2017 (“**2017 Convertible Bonds**”) in full at the redemption price equal to 100% of the outstanding principal amount of US\$2,600,000 plus accrued and unpaid interest of US\$30,758. The total redemption price paid by the Company on the redemption date was US\$2,630,758. There are no outstanding 2017 Convertible Bonds in issue after the redemption.

Upon completion of the above redemptions, the 2017 Convertible Bonds have been cancelled and delisted from the Stock Exchange upon the close of business on 25 August 2017.

### Financial Position

The Group monitors its liquidity requirements and arranges refinancing of the Group’s borrowings when appropriate. As of 30 June 2017, the total debts were HK\$12.4 billion of which HK\$7.0 billion were from entrusted loans and HK\$1.0 billion were from other loans, HK\$3.4 billion were from senior notes of which HK\$1.1 billion were issued in January 2016. Convertible bonds remaining balance was HK\$50 million after redemption in November 2016. Total bank borrowings were at HK\$905 million.

As of 30 June 2017, cash and bank deposits stood at HK\$512.3 million (31 December 2016: HK\$1,038.6 million).

Net gearing, representing net debt over tangible net assets (net assets less intangible assets) as at 30 June 2017, was 115% (31 December 2016: 102%).

Based on the current financial position and debt maturity profile, the primary objective of our prudent financial management is to try to lengthen the debt maturity and reduce the cost of finance. The overreliance on any single financing platform in the past would not meet the forthcoming requirements. Our financial professional would take a proactive role to improve the Group’s cashflow through the expansion of funding sources.

### Funding cost

Interest on the Group’s bank borrowings is mainly charged at a spread to Hong Kong Interbank Offered Rate or People’s Bank of China rate. Interest on the other borrowings including entrusted loans for PRC properties and other loans is on fixed rate term.

### 持有人贖回於2017年到期之6.0厘可換股債券

於2016年10月25日，本公司已接獲行使有關本金額為94,700,000美元之可換股債券（「贖回本金」），相當於該日期尚未行使之可換股債券本金額之約97.33%之認沽期權的通知。於2016年11月，本公司已結清贖回本金及應計利息。

於2017年8月11日，本公司悉數贖回全部未行使1億美元於2017年到期之6厘可換股債券（「**2017年可換股債券**」），贖回價相等於其未行使本金額2,600,000美元加應計及未付利息30,758美元。本公司於贖回日期支付之贖回總價為2,630,758美元。於贖回後概無已發行的未行使2017年可換股債券。

於上述贖回完成後，2017年可換股債券已註銷，並於2017年8月25日營業時間結束時從聯交所退市。

### 財務狀況

本集團監察其流動資金需求及適時為本集團之借貸安排再融資。於2017年6月30日，債務總額為港幣124億元，其中港幣70億元乃來自委託貸款及港幣10億元乃來自其他貸款，港幣34億元乃來自優先票據（其中港幣11億元乃於2016年1月發行）。於2016年11月進行贖回後，可換股債券之剩餘金額為港幣50,000,000元。銀行借貸總額為港幣905,000,000元。

於2017年6月30日，現金及銀行存款維持在港幣512,300,000元（2016年12月31日：港幣1,038,600,000元）。

於2017年6月30日，淨負債比率，即淨負債除以有形資產淨值（扣除無形資產的資產淨值）為115%（2016年12月31日：102%）。

根據本集團現時的財務狀況及債務到期狀況，我們的審慎財務管理主要目標是嘗試延長債務到期期限及降低融資成本。過去過度倚賴任何單一融資平台將無法滿足日後的需求。我們的金融專業團隊將積極透過擴大融資渠道的方式改善本集團的現金流量狀況。

### 融資成本

本集團的銀行借貸利息主要按香港銀行同業拆息或中國人民銀行利率加息差計息。中國物業項目的委託貸款及其他貸款等其他借貸的利息屬固定息率。



### Pledge of assets

As at 30 June 2017, the Group pledged its investment properties with carrying amount of HK\$7,838 million (31 December 2016: HK\$7,310 million), property, plant and equipment and leasehold land with carrying amount of HK\$1,601 million (31 December 2016: HK\$2,265 million), non-current asset held for sale with carrying amount of HK\$585 million (31 December 2016: nil), properties under development with carrying amount of HK\$8,352 million (31 December 2016: HK\$8,575 million), stocks of properties with carrying amount of HK\$542 million (31 December 2016: HK\$527 million), other receivable with carrying amount of nil (31 December 2016: 512 million) and bank balances with carrying amount of nil (31 December 2016: HK\$627 million), and its equity interest in certain subsidiaries, as collaterals to various banks, financial institutions and other third parties to secure its borrowings.

### Exposure to fluctuations in exchange rates and related hedges

The Group operates in Hong Kong, Macau, the PRC, Saipan and Cambodia with most of the transactions denominated and settled in local currencies. Foreign exchange risk exposure arising from the Group's operation in Macau and the PRC is monitored by proper synchronisation of receipts and payments in different operating currencies. For the Group's companies with USD as functional currency, it is not expected that there are any significant movements in the USD/HKD exchange rate as the HKD is pegged to the USD. As at 30 June 2017, the Group did not use any derivative financial instruments to hedge its exposure to foreign exchange risk (31 December 2016: nil).

### Commitments

As at 30 June 2017, the Group had capital commitments in respect of contracted but not provided for capital expenditures on properties under development, commercial properties under development under investment properties, construction in progress under property, plant and equipment and leasehold land and other capital investment amounting to HK\$2,789 million (31 December 2016: HK\$2,939 million).

### Contingent liabilities

At 30 June 2017 and 31 December 2016, the Group is subject to various claims on liquidated damages of certain construction contracts during the normal course of business. The Directors are of the opinion that the Group has applied extension of time to mitigate the liquidated damages and any resulting liability would not materially affect the financial position of the Group.

### Interim Dividend

To preserve funds for the expansion and development of the Company, the Board has resolved not to declare the payment of an interim dividend for the six months ended 30 June 2017 (30 June 2016: nil).

### 資產抵押

於2017年6月30日，本集團將其賬面值為港幣7,838,000,000元（2016年12月31日：港幣7,310,000,000元）的投資物業、賬面值為港幣1,601,000,000元（2016年12月31日：港幣2,265,000,000元）的物業、機器及設備及租賃土地、賬面值為港幣585,000,000元（2016年12月31日：零）的持作出售非流動資產、賬面值為港幣8,352,000,000元（2016年12月31日：港幣8,575,000,000元）的發展中物業、賬面值為港幣542,000,000元（2016年12月31日：港幣527,000,000元）的物業存貨、賬面值為零（2016年12月31日：港幣512,000,000元）的其他應收賬款及賬面值為零（2016年12月31日：港幣627,000,000元）的銀行結餘，以及其於若干附屬公司的股權作為抵押物抵押予多間銀行、金融機構及其他第三方，以擔保其借貸。

### 匯率波動風險及相關對沖

本集團於香港、澳門、中國、塞班島及柬埔寨經營業務，其大部分交易以當地貨幣計值和結算。本集團透過對以不同經營貨幣計值的收款及付款進行適當的換算統一監控於澳門及中國經營業務所產生的外匯風險。由於本集團之公司以美元為功能貨幣，而港幣與美元掛鈎，故預期美元兌港幣的匯率並無任何重大變動。於2017年6月30日，本集團並無動用任何衍生財務工具對沖其面臨之外匯風險（2016年12月31日：無）。

### 承擔

於2017年6月30日，本集團就已訂約但未撥備資本開支之發展中物業，投資物業中的發展中商業物業、物業、機器及設備及租賃土地中的在建工程及其他資本投資擁有資本承擔港幣2,789,000,000元（2016年12月31日：港幣2,939,000,000元）。

### 或然負債

於2017年6月30日及2016年12月31日，本集團於一般業務過程中面臨多項涉及若干建造合約之定額賠償索償。董事認為，本集團遞交延期申請以減低定額賠償金額，因此所產生之負債不會對本集團之財務狀況構成任何重大影響。

### 中期股息

為儲備資金以進一步擴展及發展，董事會議決不就截至2017年6月30日止六個月宣派中期股息（2016年6月30日：無）。

### Human Resources

As at 30 June 2017, the total number of employees in the Group was 2,269 full time staff, which included staff in different business segments, such as construction, property development, international business and related services. They are employed in Hong Kong, Macau and Chinese Mainland, and overseas countries.

The Group adopts sound policies of management incentives and competitive remuneration, which align the interests of management, employees and Shareholders. The chief asset of the Group remains the skills and expertise of our loyal staff and we have rightly invested much time and effort in the selection, training, retention and personal improvement of our staff.

The Group sets its remuneration policy by making reference to the prevailing market conditions and a performance-based reward system. It is to ensure that the Group is able to attract, retain and motivate executives of the highest caliber, which is essential to the successful leadership and effective management of the Group. The performance measures are balanced between financial and industrial comparatives. The components of the remuneration package consisted of base salary, allowances, benefits-in-kind, fringe benefits including medical insurance and contributions to pension funds, as well as incentives like discretionary bonus, participation in share option scheme and long-term rewards.

### 人力資源

於2017年6月30日，本集團的僱員總數為2,269名全職員工，當中包括不同業務分部（例如建造業、物業發展、國際業務及相關服務）之僱員。他們受聘於香港、澳門、中國內地及海外國家。

本集團採納具成效之管理層獎勵政策及具競爭力之薪酬，務求令管理層、僱員及股東之利益達成一致。忠誠僱員之技術和專業仍為本集團最重要之資產，因此本集團在對其僱員之甄選、培訓、挽留以及自我提升方面適當地投入大量時間與資源。

本集團在制定其薪酬政策時會參考當時市況及與工作表現掛鈎之獎賞制度，以確保本集團能吸引、挽留及激勵具有卓越才幹、對成功領導及有效管理本集團起關鍵作用之人才。在進行表現評核時會考慮財政狀況及行業指標，以求在兩者間取得平衡。薪酬待遇包括基本薪金、津貼、實物福利、附帶福利（包括醫療保險及養老金供款），以及酌情花紅、參與認股權計劃和長期服務獎金等獎勵。

# Condensed Consolidated Interim Income Statement

## 簡明綜合中期收益表

For the six months ended 30 June 2017  
截至2017年6月30日止六個月

Unaudited  
Six months ended 30 June  
未經審核  
截至6月30日止六個月

		Notes 附註	2017 HK\$'000 港幣千元	2016 HK\$'000 港幣千元
<b>Continuing operations</b>	<b>持續經營業務</b>			
Revenue	收益	4	3,436,563	4,783,236
Cost of sales	銷售成本	9	(3,340,732)	(4,541,777)
Gross profit	毛利		95,831	241,459
Other losses, net	其他虧損淨額	6	(110,106)	(11,555)
Fair value (loss)/gain on investment properties	投資物業公允值(虧損)/收益		(287,664)	459,005
Provision for impairment of properties under development	發展中物業減值撥備		(515,349)	-
Net exchange loss	匯兌虧損淨額		(36,220)	(3,619)
Selling and general administrative expenses	銷售及一般行政開支		(325,458)	(190,137)
Amortisation of intangible assets	無形資產攤銷		(10,323)	(926)
Interest income	利息收入		24,503	3,455
Interest expenses	利息開支	7	(163,264)	(45,484)
(Loss)/profit before taxation	除稅前(虧損)/溢利		(1,328,050)	452,198
Taxation	稅項	8	256,513	(88,270)
(Loss)/profit for the period from continuing operations	來自持續經營業務的 本期間(虧損)/溢利	9	(1,071,537)	363,928
<b>Discontinued operation</b>	<b>已終止經營業務</b>			
Profit for the period from discontinued operation	來自已終止經營業務的 本期間溢利	5	-	18,543
(Loss)/profit for the period	本期間(虧損)/溢利	9	(1,071,537)	382,471
(Loss)/profit attributable to: Equity holders of the Company	應佔(虧損)/溢利: 本公司權益持有人		(1,086,726)	378,473
Non-controlling interests	非控股權益		15,189	3,998
			(1,071,537)	382,471
(Loss)/profit attributable to equity holders of the Company:	本公司權益持有人應佔			
Continuing operations	(虧損)/溢利: 持續經營業務		(1,086,726)	366,391
Discontinued operation	已終止經營業務		-	12,082
			(1,086,726)	378,473
(Loss)/earnings per share from continuing operations (HK cents)	來自持續經營業務之每股 (虧損)/盈利(港幣仙)			
Basic	基本	10	(19.0)	6.7
Diluted	攤薄	10	(19.0)	3.1
Earnings per share from discontinued operation (HK cents)	來自已終止經營業務之 每股盈利(港幣仙)			
Basic	基本	10	-	0.2
Diluted	攤薄	10	-	0.1

# Condensed Consolidated Interim Statement of Comprehensive Income

## 簡明綜合中期全面收益表

For the six months ended 30 June 2017  
截至2017年6月30日止六個月

		Unaudited Six months ended 30 June 未經審核 截至6月30日止六個月	
		2017 HK\$'000 港幣千元	2016 HK\$'000 港幣千元
<b>(Loss)/profit for the period</b>	<b>本期間(虧損)/溢利</b>	<b>(1,071,537)</b>	382,471
<b>Other comprehensive income</b>	<b>其他全面收益</b>		
<i>Items that will not be reclassified to profit or loss:</i>	<i>不會重新分類為損益之項目:</i>		
Fair value gain on leasehold land and building	租賃土地及樓宇之公允值收益	32,924	39,278
Deferred tax on fair value gain of leasehold land and building	租賃土地及樓宇公允值收益之遞延稅項	(5,432)	(6,481)
<i>Items that may be subsequently reclassified to profit or loss:</i>	<i>其後可能重新分類為損益之項目:</i>		
Fair value gain/(loss) on available-for-sale financial asset	可供出售財務資產之公允值收益/(虧損)	159	(799)
Deferred tax on fair value (gain)/loss of available-for-sale financial asset	可供出售財務資產公允值(收益)/虧損之遞延稅項	(40)	200
Exchange differences arising on translation of foreign operations	換算海外業務產生之匯兌差額	444,162	(344,972)
<b>Other comprehensive income for the period, net of tax</b>	<b>本期間經扣除稅項後之其他全面收益</b>	<b>471,773</b>	(312,774)
<b>Total comprehensive income for the period, net of tax</b>	<b>本期間經扣除稅項後之全面收益總額</b>	<b>(599,764)</b>	69,697
<b>Total comprehensive income attributable to:</b>	<b>應佔全面收益總額:</b>		
Equity holders of the Company	本公司權益持有人	(632,564)	66,299
Non-controlling interests	非控股權益	32,800	3,398
		<b>(599,764)</b>	69,697

# Condensed Consolidated Balance Sheet

## 簡明綜合資產負債表

As at 30 June 2017  
於2017年6月30日

		Notes 附註	Unaudited 30 June 2017 未經審核 2017年 6月30日 HK\$'000 港幣千元	Audited 31 December 2016 經審核 2016年 12月31日 HK\$'000 港幣千元
<b>Non-current assets</b>	<b>非流動資產</b>			
Property, plant and equipment and leasehold land	物業、機器及設備及租賃土地		2,412,716	3,010,816
Investment properties	投資物業	12	9,792,727	9,597,022
Intangible assets	無形資產		189,602	194,200
Available-for-sale financial asset	可供出售之財務資產		29,944	29,785
Receivables and prepayments	應收賬款及預付金	15	804,503	661,070
Deferred tax assets	遞延稅項資產		7,480	9,056
			<b>13,236,972</b>	13,501,949
<b>Current assets</b>	<b>流動資產</b>			
Properties under development	發展中物業	14	14,490,193	13,429,518
Stocks and contracting work-in-progress	存貨及興建中工程		2,429,000	2,395,934
Receivables and prepayments	應收賬款及預付金	15	1,975,266	3,063,363
Amounts due from non-controlling interests	應收非控股權益款項		1,134	267
Amounts due from other partners of joint operations	應收共同經營之其他合作夥伴款項		8,219	8,041
Tax recoverable	可收回稅項		5,095	–
Deposits, cash and cash equivalents	存款、現金及等同現金項目		511,990	411,147
Restricted cash	受限制現金		317	627,416
			<b>19,421,214</b>	19,935,686
Non-current asset held for sale	持作出售之非流動資產	13	585,000	–
			<b>20,006,214</b>	19,935,686
<b>Current liabilities</b>	<b>流動負債</b>			
Bank overdrafts	銀行透支		(9,108)	(25,216)
Bank loans	銀行貸款	16	(896,171)	(2,329,735)
Convertible bonds	可換股債券	20	(49,774)	(44,696)
Other borrowings	其他借貸	19	(5,405,228)	(4,151,612)
Senior notes	優先票據	18	(2,306,535)	–
Payables and accruals	應付賬款及應計費用	17	(5,665,507)	(6,011,998)
Amounts due to other partners of joint operations	應付共同經營之其他合作夥伴款項		(51,198)	(22,847)
Financial derivative liability	金融衍生工具負債	20	(1,174)	(183)
Current tax liabilities	當期稅項負債		(93,076)	(81,827)
			<b>(14,477,771)</b>	(12,668,114)
<b>Net current assets</b>	<b>流動資產淨值</b>		<b>5,528,443</b>	7,267,572
<b>Total assets less current liabilities</b>	<b>總資產減流動負債</b>		<b>18,765,415</b>	20,769,521

Condensed Consolidated Balance Sheet  
簡明綜合資產負債表

		Notes 附註	Unaudited 30 June 2017 未經審核 2017年 6月30日 HK\$'000 港幣千元	Audited 31 December 2016 經審核 2016年 12月31日 HK\$'000 港幣千元
<b>Non-current liabilities</b>	<b>非流動負債</b>			
Other borrowings	其他借貸	19	(2,604,868)	(1,610,389)
Senior notes	優先票據	18	(1,131,204)	(3,417,715)
Private bonds	私募債券		(21,446)	-
Long service payment liabilities	長期服務金負債		(2,157)	(2,157)
Deferred tax liabilities	遞延稅項負債		(4,498,829)	(4,632,585)
<b>Total non-current liabilities</b>	<b>非流動負債總計</b>		<b>(8,258,504)</b>	<b>(9,662,846)</b>
<b>Net assets</b>	<b>資產淨值</b>		<b>10,506,911</b>	<b>11,106,675</b>
<b>Equity</b>	<b>權益</b>			
<b>Capital and reserves attributable to the Company's equity holders</b>	<b>本公司權益持有人應佔資本及儲備</b>			
Share capital	股本	21	1,141,084	1,141,084
Other reserves	其他儲備		9,391,003	8,937,241
(Accumulated losses)/retained profits	(累計虧損)/保留溢利		(639,541)	446,785
<b>Non-controlling interests</b>	<b>非控股權益</b>		<b>9,892,546</b>	<b>10,525,110</b>
			<b>614,365</b>	<b>581,565</b>
<b>Total equity</b>	<b>權益總計</b>		<b>10,506,911</b>	<b>11,106,675</b>

# Condensed Consolidated Interim Statement of Cash Flows

## 簡明綜合中期現金流量表

For the six months ended 30 June 2017  
截至2017年6月30日止六個月

**Unaudited**  
**Six months ended 30 June**  
**未經審核**  
**截至6月30日止六個月**

		2017 HK\$'000 港幣千元	2016 HK\$'000 港幣千元
<b>Operating activities</b>	<b>經營活動</b>		
Net cash outflow from operations	經營之現金流出淨額	(261,748)	(1,009,709)
Interest received	已收利息	24,503	3,522
Interest paid	已付利息	(1,115,006)	(352,110)
Tax paid	已付稅項	(3,063)	(4,505)
Net advance from other partners of joint operations	共同經營之其他合作夥伴之墊款淨額	28,173	5,477
<b>Net cash outflow from operating activities</b>	<b>經營活動之現金流出淨額</b>	<b>(1,327,141)</b>	<b>(1,357,325)</b>
<b>Investing activities</b>	<b>投資活動</b>		
Release/(placement) of time deposit over three months	三個月以上定期存款之解除/(存放)	670	(756)
Investment in an associate	於一間聯營公司之投資	-	(50,783)
Advance to an associate	提供予一間聯營公司之墊款	-	(157,777)
Purchase of property, plant and equipment and leasehold land	購買物業、機器及設備及租賃土地	(26,233)	(21,526)
Purchase of intangible assets	購買無形資產	-	(239)
Additions of investment properties	添置投資物業	(141,031)	(173,987)
Deposits paid for a non-current asset	非流動資產已付按金	(10)	(5,941)
Increase in receivables	應收賬款之增加	(137,519)	-
Proceeds from disposal of property, plant and equipment and leasehold land	出售物業、機器及設備及租賃土地所得款項	-	50
<b>Net cash outflow from investing activities</b>	<b>投資活動之現金流出淨額</b>	<b>(304,123)</b>	<b>(410,959)</b>
<b>Financing activities</b>	<b>融資活動</b>		
Deposits paid	已付按金	(144,671)	-
Increase in receivables	應收賬款之增加	519,734	-
Drawdown of bank loans	提取銀行貸款	9,636	640,326
Repayment of bank loans	償還銀行貸款	(929,356)	(1,019,748)
Proceeds from issuance of shares by Synergis to non-controlling interests upon exercise of share options	因行使認股權而新昌管理向非控股權益發行股份所得款項	-	264
Dividends paid to non-controlling interests	已派予非控股權益股息	-	(4,464)
Net proceeds from issuance of senior notes	來自發行優先票據之所得款項淨額	-	1,106,503
Repurchase of shares	購回股份	-	(7,581)
Drawdown of other borrowings	提取其他借貸	5,772,614	1,545,466
Repayment of other borrowings	償還其他借貸	(4,130,530)	(1,009,961)
Proceeds from issuance of private bonds	發行私募債券之所得款項	21,357	-
Decrease in bank overdrafts	銀行透支減少	(16,108)	-
Decrease in restricted deposits	受限制存款減少	627,099	3,174
<b>Net cash inflow from financing activities</b>	<b>融資活動之現金流入淨額</b>	<b>1,729,775</b>	<b>1,253,979</b>

Condensed Consolidated Interim Statement of Cash Flows  
簡明綜合中期現金流量表

		Unaudited Six months ended 30 June 未經審核 截至6月30日止六個月	
		2017 HK\$'000 港幣千元	2016 HK\$'000 港幣千元
<b>Increase/(decrease) in cash and cash equivalents</b>	<b>現金及等同現金項目增加／(減少)</b>	<b>98,511</b>	(514,305)
Cash and cash equivalents at the beginning of the period	於期初之現金及等同現金項目	<b>404,716</b>	1,462,716
Exchange gain/(loss) on cash and cash equivalents	現金及等同現金項目之匯兌收益／(虧損)	<b>3,002</b>	(3,533)
<b>Cash and cash equivalents at the end of the period</b>	<b>於期末之現金及等同現金項目</b>	<b>506,229</b>	944,878
<b>Analysis of the balances of cash and cash equivalents:</b>	<b>現金及等同現金項目結存之分析:</b>		
Bank balances and cash – unrestricted	銀行結存及現金 – 不受限制	<b>511,990</b>	952,381
Less: Time deposit over three months	減: 三個月以上定期存款	<b>(5,761)</b>	(7,503)
<b>Cash and cash equivalents at the end of the period</b>	<b>於期末之現金及等同現金項目</b>	<b>506,229</b>	944,878



# Condensed Consolidated Interim Statement of Changes in Equity

## 簡明綜合中期權益變動表

For the six months ended 30 June 2017  
截至2017年6月30日止六個月

Attributable to equity holders of the Company  
屬於本公司權益持有人

		Share capital	Share premium	Exchange reserve	Capital redemption and general reserve	Special reserve	Revaluation reserve	Share options reserve	Convertible bonds and warrants equity reserve	Retained profits/(accumulated losses)	Total	Non-controlling interests	Total equity
		股本	股份溢價	匯兌儲備	資本贖回及普通儲備	特別儲備	重估儲備	認股權儲備	可換股債券及認股權儲備	保留溢利/(累計虧損)	總計	非控股權益	權益總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
At 1 January 2017 (audited)	於2017年1月1日(經審核)	1,141,084	9,906,163	(1,877,092)	15,864	332,046	537,351	13,035	9,874	446,785	10,525,110	581,565	11,106,675
(Loss)/profit for the period	本期間(虧損)/溢利	-	-	-	-	-	-	-	-	(1,086,726)	(1,086,726)	15,189	(1,071,537)
Other comprehensive income	其他全面收益	-	-	-	-	-	-	-	-	-	-	-	-
Fair value gain on leasehold land and building	租賃土地及樓宇之公允值收益	-	-	-	-	-	32,924	-	-	-	32,924	-	32,924
Deferred tax on fair value gain of leasehold land and building	租賃土地及樓宇公允值收益之遞延稅項	-	-	-	-	-	(5,432)	-	-	-	(5,432)	-	(5,432)
Fair value gain on available-for-sale financial asset	可供出售財務資產之公允值收益	-	-	-	-	-	159	-	-	-	159	-	159
Deferred tax on fair value gain of available-for-sale financial asset	可供出售財務資產之公允值收益之遞延稅項	-	-	-	-	-	(40)	-	-	-	(40)	-	(40)
Exchange difference arising on translation of foreign operations	換算海外業務產生之匯兌差額	-	-	426,551	-	-	-	-	-	-	426,551	17,611	444,162
Total comprehensive income	全面收益總額	-	-	426,551	-	-	27,611	-	-	(1,086,726)	(632,564)	32,800	(599,764)
Transfer upon share options lapsing	因認股權失效而轉撥	-	-	-	-	-	-	(400)	-	400	-	-	-
At 30 June 2017 (unaudited)	於2017年6月30日(未經審核)	1,141,084	9,906,163	(1,450,541)	15,864	332,046	564,962	12,635	9,874	(639,541)	9,892,546	614,365	10,506,911

## Condensed Consolidated Interim Statement of Changes in Equity 簡明綜合中期權益變動表

		Attributable to equity holders of the Company 屬於本公司權益持有人												
		Share capital	Share premium	Exchange reserve	Capital redemption and general reserve	Special reserve	Revaluation reserve	Share options reserve	Convertible bonds and warrants equity reserve	Other reserves	Retained profits	Total	Non-controlling interests	Total equity
		股本	股份溢價	匯兌儲備	資本贖回及普通儲備	特別儲備	重估儲備	認股權儲備	可換股債券及認股權證權益儲備	其他儲備	保留溢利	總計	非控股權益	權益總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
At 1 January 2016 (audited)	於2016年1月1日(經審核)	1,084,335	9,440,807	(881,989)	14,420	588,716	440,606	17,117	-	75,314	3,109,814	13,889,140	658,231	14,547,371
Profit for the period	本期間溢利	-	-	-	-	-	-	-	-	-	378,473	378,473	3,998	382,471
Other comprehensive income	其他全面收益	-	-	-	-	-	-	-	-	-	-	-	-	-
Fair value gain on leasehold land and building	租賃土地及樓宇之公允值收益	-	-	-	-	-	39,278	-	-	-	-	39,278	-	39,278
Deferred tax on fair value gain of leasehold land and building	租賃土地及樓宇公允值收益之遞延稅項	-	-	-	-	-	(6,481)	-	-	-	-	(6,481)	-	(6,481)
Fair value loss on available-for-sale financial asset	可供出售財務資產之公允值虧損	-	-	-	-	-	(799)	-	-	-	-	(799)	-	(799)
Deferred tax on fair value loss of available-for-sale financial asset	可供出售財務資產公允值虧損之遞延稅項	-	-	-	-	-	200	-	-	-	-	200	-	200
Exchange difference arising on translation of foreign operations	換算海外業務產生之匯兌差額	-	-	(344,372)	-	-	-	-	-	-	-	(344,372)	(600)	(344,972)
Total comprehensive income	全面收益總額	-	-	(344,372)	-	-	32,198	-	-	-	378,473	66,299	3,398	69,697
Issue of consideration preference shares	發行代價優先股	55,510	446,702	-	-	(256,670)	-	-	-	-	-	245,542	-	245,542
Issue of shares upon conversion of convertible bonds	因轉換可換股債券而發行股份	2,484	17,819	-	-	-	-	-	-	-	-	20,303	-	20,303
Recognition of equity component upon issuance of convertible bonds	於發行可換股債券時確認權益部分	-	-	-	-	-	-	-	9,874	-	-	9,874	-	9,874
Cancellation on repurchase of shares	購回股份之註銷	(1,444)	-	-	1,444	-	-	-	-	-	(7,581)	(7,581)	-	(7,581)
Issue of shares by Synergis to non-controlling interests upon exercise of share options	因行使認股權而向非控股權益發行股份	-	-	-	-	-	-	(75)	-	-	-	(75)	339	264
Transfer upon share options lapsing	因認股權失效而轉撥	-	-	-	-	-	-	(3,979)	-	-	3,986	7	(7)	-
Equity settled share-based transactions	以股份為基礎之股權結算交易	-	-	-	-	-	-	71	-	-	-	71	-	71
Further acquisition of a subsidiary	再收購一間附屬公司	-	-	-	-	-	-	-	-	-	(1,203)	(1,203)	1,385	182
Dividends paid	已派股息	-	-	-	-	-	-	-	-	-	-	-	(4,464)	(4,464)
		56,550	464,521	-	1,444	(256,670)	-	(3,983)	9,874	-	(4,798)	266,938	(2,747)	264,191
At 30 June 2016 (unaudited)	於2016年6月30日(未經審核)	1,140,885	9,905,328	(1,226,361)	15,864	332,046	472,804	13,134	9,874	75,314	3,483,489	14,222,377	658,882	14,881,259

# Notes to the Condensed Consolidated Interim Financial Information

## 簡明綜合中期財務資料附註

### 1. General information

Hsin Chong Group Holdings Limited (the "Company") (formerly known as "Hsin Chong Construction Group Ltd") and its subsidiaries (collectively, the "Group") are engaged in building construction, civil engineering, electrical and mechanical installation and property development and investment.

The Company is a limited liability company incorporated in Bermuda. The address of its registered office is Clarendon House, 2 Church Street, Hamilton, HM 11, Bermuda. The Company has its primary listing on the main board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange").

This unaudited condensed consolidated interim financial information is presented in thousands of Hong Kong dollars (HK\$'000), unless otherwise stated, which has been approved for issue by the board of directors (the "Board") of the Company on 31 August 2017.

### 2. Basis of preparation and accounting policies

The unaudited condensed consolidated interim financial information has been prepared in accordance with Hong Kong Accounting Standard ("HKAS") 34, Interim Financial Reporting, issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA") and the disclosure requirements of the Rules Governing the Listing of Securities on the Stock Exchange.

The interim financial information has been prepared in accordance with the accounting policies adopted in the Group's annual consolidated financial statements for the year ended 31 December 2016, except for the adoption of the following revised Hong Kong Financial Reporting Standards ("HKFRSs") effective 1 January 2017:

Amendments to HKAS 7	Disclosure Initiative
Amendments to HKAS 12	Recognition of Deferred Tax Assets for Unrealised Losses
Annual Improvements Projects	Annual Improvement to HKFRS 2014-2016 Cycle

The adoption of these revised HKFRSs has had no significant impact on the results and financial position of the Group.

#### Going concern basis

For the six months ended 30 June 2017, the Group reported a net loss attributable to the owners of the Company of HK\$1,087 million (2016: profit of HK\$378 million) and had a net operating cash outflow of HK\$1,327 million (2016: HK\$1,357 million). Total borrowings increased from HK\$11,580 million as at 31 December 2016 to HK\$12,426 million as at 30 June 2017, of which HK\$8,668 million (31 December 2016: HK\$6,551 million) were classified as current liabilities. Unrestricted cash and cash equivalents increased from HK\$411 million as at 31 December 2016 to HK\$512 million as at 30 June 2017.

### 1. 一般資料

新昌集團控股有限公司(「本公司」,前稱「新昌營造集團有限公司」)及其附屬公司(統稱「本集團」)從事樓宇建造、土木工程、機電安裝工程以及物業發展及投資。

本公司為於百慕達註冊成立的有限責任公司。其註冊辦事處地址為Clarendon House, 2 Church Street, Hamilton, HM 11, Bermuda。本公司以香港聯合交易所有限公司(「聯交所」)主板作第一上市地。

除另有列明外,本未經審核簡明綜合中期財務資料以港幣千元為單位列示。本公司董事會(「董事會」)已於2017年8月31日批准刊發本未經審核簡明綜合中期財務資料。

### 2. 編製基準及會計政策

本未經審核簡明綜合中期財務資料已依據香港會計師公會(「香港會計師公會」)頒佈的香港會計準則(「香港會計準則」)第34號「中期財務報告」及聯交所證券上市規則的披露規定而編製。

本中期財務資料已根據本集團截至2016年12月31日止年度的年度綜合財務報表所採納的會計政策編製,惟採納下列於2017年1月1日生效的經修訂香港財務報告準則(「香港財務報告準則」)除外:

香港會計準則第7號 (修訂本)	披露計劃
香港會計準則第12號 (修訂本)	就未變現虧損確認遞延稅項資產
年度改進項目	香港財務報告準則2014年至2016年週期之年度改進

採納該等經修訂香港財務報告準則並無對本集團之業績及財務狀況造成任何重大影響。

#### 持續經營基準

截至2017年6月30日止六個月,本集團錄得本公司擁有人應佔淨虧損港幣1,087,000,000元(2016年:溢利港幣378,000,000元)以及經營現金流出淨額港幣1,327,000,000元(2016年:港幣1,357,000,000元)。總借貸由2016年12月31日之港幣11,580,000,000元增加至2017年6月30日之港幣12,426,000,000元,其中港幣8,668,000,000元(2016年12月31日:港幣6,551,000,000元)分類為流動負債。不受限制的現金及等同現金項目由2016年12月31日之港幣411,000,000元增加至2017年6月30日之港幣512,000,000元。

## 2. Basis of preparation and accounting policies (continued)

### Going concern basis (continued)

As at 30 June 2017 and up to the date of the approval of this interim financial information, the borrowings of the Group in aggregate of HK\$961 million and HK\$2,583 million respectively were overdue but the Group has not been able to obtain extension of repayment of such balances prior to the date of approval of this interim financial information. In respect of the borrowings of the Group in aggregate of HK\$3,893 million as at 30 June 2017, the Group could not meet certain financial ratios as set out in the covenants in the relevant borrowing agreements.

Should the above-mentioned situations constitute or have become events of default under the respective borrowing agreements, including those under the cross-default terms, these might cause an aggregate amount of borrowings up to HK\$6,600 million at 30 June 2017, of which an aggregate amount of HK\$3,289 million had original contractual repayment dates beyond 30 June 2018, to become immediately repayable.

All of the above conditions indicate the existence of material uncertainties which may cast significant doubt about the Group's ability to continue as a going concern.

In view of such circumstances, the directors of the Company have given careful consideration to the future liquidity and performance of the Group and its available sources of financing in assessing whether the Group will have sufficient financial resources to continue as a going concern. Certain measures have been taken to mitigate the liquidity pressure and to improve its financial position which include, but are not limited to, the following:

- i. The Group has been actively negotiating with a number of commercial banks and other financial institutions for renewal and extension of bank and other borrowings and credit facilities. Specifically, the Group is in active negotiations with the lenders to extend the repayment dates of the overdue borrowings, and to obtain waivers from complying with certain restrictive covenants contained in the loan agreements of certain borrowings;
- ii. In addition, the Group is identifying various options for financing the Group's working capital and commitments in the foreseeable future by obtaining finance from shareholders, issuance of shares and debt instruments. In April 2017, a facility of HK\$800 million which is available until and repayable by 30 September 2018 has been successfully obtained from a related company of a substantial shareholder of the Company;

## 2. 編製基準及會計政策 (續)

### 持續經營基準 (續)

於2017年6月30日及直至批准本中期財務資料當日，本集團已逾期借貸總額分別為港幣961,000,000元及港幣2,583,000,000元，但本集團於批准本中期財務資料日前並未取得償還該等結餘的延期。此外，就本集團於2017年6月30日總額為港幣3,893,000,000元的借貸而言，本集團未能達到相關借貸協議中契諾所載的若干財務比率。

倘上述情況根據相關借貸協議構成或成為違約事件（包括交叉違約條款項下者），則可能導致於2017年6月30日的總借貸金額港幣6,600,000,000元（其中總金額港幣3,289,000,000元原有合約還款日期為2018年6月30日之後）變為須立即償還。

所有上述條件顯示存有重大不確定性，或會使本集團的持續經營能力存在重大疑問。

鑒於有關情況，本公司董事於評估本集團是否擁有充足財務資源進行持續經營時已審慎考慮本集團未來的流動資金及表現及其可用資金來源。本集團已採取措施減輕流動資金壓力及改善其財務狀況，包括但不限於以下各項：

- i. 本集團已積極與若干商業銀行及其他金融機構進行磋商，以重續及延長銀行及其他借貸以及信貸融資。具體而言，本集團正積極與貸款人協商延長逾期貸款的還款期，以及豁免遵守若干借貸的貸款協議所載的若干限制性契諾；
- ii. 此外，本集團正在透過從股東獲得融資、發行股份及債務工具物色各類本集團於可預見未來營運資金及承擔的融資選擇。於2017年4月，已從本公司一名主要股東的一間關聯公司成功獲得於2018年9月30日方須償還之港幣800,000,000元之融資；

## 2. Basis of preparation and accounting policies (continued)

### Going concern basis (continued)

- iii. The Group has accelerated disposal plan of its property, plant and equipment and leasehold land, investment properties, properties under development and completed properties held for sale (“Group Properties”). Subsequent to the year end and up to the date of approval of the consolidated financial statements, the Group has successfully entered into certain memorandum of understandings to dispose of the Group Properties. Up to the date of approval of this interim financial information, the Group has successfully entered into certain uncommitted memorandums of understandings to dispose of certain Group Properties. Apart from selling the Group Properties, the Group launched its outlet mall in Foshan in May 2017, which will be followed by pre-sales of certain residential units in Foshan, which are expected to improve the Group’s operating cash inflow in 2017; and
- iv. The Group will continue to take active measures to control administrative costs through various channels including human resources optimisation and management remuneration adjustment and containment of capital expenditures.

The directors have reviewed the Group’s cash flow projections prepared by management. The cash flow projections cover a period of not less than twelve months from 30 June 2017. They are of the opinion that, taking into account the above-mentioned plans and measures, the Group will have sufficient working capital to finance its operations and to meet its financial obligations as and when they fall due within twelve months from 30 June 2017. Accordingly, the directors are satisfied that it is appropriate to prepare the interim financial information on a going concern basis.

Notwithstanding the above, significant uncertainties exist as to whether management of the Company will be able to achieve its plans and measures as described above. Whether the Group will be able to continue as a going concern would depend upon the Group’s ability to generate adequate financing and operating cash flows through the following:

- i. Successful negotiations with the lenders for the renewal of or extension for repayment of outstanding borrowings, including those with overdue principals and interests;
- ii. Successful obtaining of additional new sources of financing as and when needed;
- iii. Successful implementation and acceleration of its disposal plans described above to accelerate its sales of the Group Properties, including timely execution of definitive sales agreements and timely collection of the disposal proceeds, and the successful deferral of capital expenditures for the Group’s unsold projects;
- iv. Successful pre-sales of certain residential units in Foshan so as to generate operating cash inflows;

## 2. 編製基準及會計政策 (續)

### 持續經營基準 (續)

- iii. 本集團已加快其物業、機器及設備以及租賃土地、投資物業、發展中物業及持作出售之已落成物業（「本集團物業」）的出售計劃。於年末後及直至批准該等綜合財務報表當日，本集團已成功訂立若干諒解備忘錄以出售本集團物業。直至批准本中期財務資料當日，本集團已成功訂立若干未作承諾的諒解備忘錄以出售本集團部分物業。除出售本集團物業外，本集團已於2017年5月在佛山推出其購物商場，其後將在佛山預售若干住宅單位，預期本集團於2017年將改善其經營現金流入；及
- iv. 本集團將繼續採取積極措施透過各種渠道（包括人力資源優化及管理層薪酬調整）控制行政成本及資本開支金額。

董事已審閱管理層編製之本集團現金流量預測。該現金流量預測涵蓋自2017年6月30日起計的不少於十二個月的期間。彼等認為，經考慮上述計劃及措施，本集團於2017年6月30日起計十二個月內將擁有充足的營運資金為其經營業務撥資及履行其到期時的財務承擔。因此，董事信納按持續經營基準編製中期財務資料屬適當。

儘管有以上所述，惟本公司管理層能否實現上述計劃及措施仍存有重大不確定性。本集團是否能持續經營將視乎本集團透過以下方式產生充足融資及經營現金流量的能力而定：

- i. 與貸款人成功進行磋商，將未償還借貸（包括逾期本金及利息）重續或延長還款期；
- ii. 於需要時成功獲得新的資金來源；
- iii. 成功實施及加快其上述加快出售本集團物業的出售計劃，包括及時簽訂最終銷售協議並及時取得出售所得款項，以及成功遞延本集團未出售項目之資本開支；
- iv. 成功預售佛山的若干住宅單位，以產生經營現金流入；

## 2. Basis of preparation and accounting policies (continued)

### Going concern basis (continued)

- v. Successful negotiations with the Group's existing lenders such that no action will be taken by the relevant lenders to demand immediate repayment of the borrowings in any breach of loan covenant or default, including those with cross-default terms; and
- vi. Successful maintenance of relationship with the suppliers of the Group, in particular those in relation to the Group's construction business and the property development projects such that no actions will be taken by those suppliers against the Group should the Group not be able to meet all the payment obligations on a timely basis.

Should the Group fail to achieve the above-mentioned plans and measures, it might not be able to continue operate as a going concern, and adjustments would have to be made to write down the carrying values of the Group's assets to their recoverable amounts, to provide for any further liabilities which might arise, and to reclassify non-current assets and non-current liabilities as current assets and current liabilities, respectively. The effects of these adjustments have not been reflected in this interim financial information.

## 3. Financial risk management and financial instruments

### (a) Financial risk factors

The interim condensed consolidated financial information does not include all financial risk management information and disclosures required in the annual financial statements, and should be read in conjunction with the Group's annual financial statements as at 31 December 2016.

There have been no changes in the risk management department since year end or in any risk management policies since the year end.

### (b) Fair value estimation

HKFRS 7 (Amendment) 'Financial Instruments – Disclosures' requires disclosure of fair value measurements by level of the following fair value measurement hierarchy:

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

## 2. 編製基準及會計政策 (續)

### 持續經營基準 (續)

- v. 與本集團之現有貸款人成功進行磋商，使相關貸款人將不會因任何違反貸款契諾或任何違約，包括該等交叉違約條款，而採取行動要求即時償還借貸；及
- vi. 成功與本集團的供應商維持關係，尤其是該等與本集團之建造業務及物業發展項目有關者，使該等供應商在本集團未能按時履行付款義務的情況下將不會針對本集團採取行動。

倘若本集團未能實現上述計劃及措施，則未必能繼續按持續經營業務基準經營，並將會作出調整以將本集團資產的賬面值撇減至其可收回金額，以就可能產生的任何進一步負債作出撥備，及將非流動資產及非流動負債分別重新分類為流動資產及流動負債。該等調整的影響尚未在該中期財務資料內反映。

## 3. 財務風險管理及金融工具

### (a) 財務風險因素

中期簡明綜合財務資料並無載列年度財務報表內規定的所有財務風險管理資料及披露事項，並應與本集團於2016年12月31日之年度財務報表一併閱讀。

風險管理部門自年末以來並無變動，及任何風險管理政策自年末以來亦無變動。

### (b) 公允值估計

香港財務報告準則第7號(修訂本)「金融工具—披露」規定按下列公允值計量層級披露公允值計量：

- 相同資產或負債在活躍市場之報價(未經調整)(第一層)。
- 除第一層所包括之報價外，可就資產或負債直接(即例如價格)或間接(即源自價格)觀察之輸入數據(第二層)。
- 資產或負債並非依據可觀察市場數據之輸入數據(即非可觀察輸入數據)(第三層)。

### 3. Financial risk management and financial instruments

(continued)

#### (b) Fair value estimation (continued)

The Group did not have financial instruments under level 1 and level 2 of fair value measurement hierarchy as at 30 June 2017 and 31 December 2016.

As at 30 June 2017, the Group has available-for-sale financial asset for equity securities amounting to HK\$29,944,000 (31 December 2016: HK\$29,785,000) and is categorised under level 3 of fair value measurement hierarchy (31 December 2016: level 3).

The fair value of the Group's level 3 financial instruments was determined based on valuation report by independent valuers and has been referenced to net asset value of the financial instruments as at reporting date.

Movement of financial asset under level 3 measurements is as follows:

Available-for-sale financial asset	可供出售財務資產	Unaudited 30 June 2017 未經審核 2017年 6月30日 HK\$'000 港幣千元	Audited 31 December 2016 經審核 2016年 12月31日 HK\$'000 港幣千元
At 1 January	於1月1日	29,785	31,662
Fair value gain/(loss)	公允值收益/(虧損)	159	(1,877)
At 30 June/31 December	於6月30日/12月31日	29,944	29,785

Movement of financial liability under level 3 measurements is as follows:

Financial derivative liability	金融衍生工具負債	Unaudited 30 June 2017 未經審核 2017年 6月30日 HK\$'000 港幣千元	Audited 31 December 2016 經審核 2016年 12月31日 HK\$'000 港幣千元
At 1 January	於1月1日	183	206,412
Fair value loss/(gain)	公允值虧損/(收益)	991	(194,168)
Conversion to ordinary shares	轉換為普通股	-	(5,573)
Early redemption	提早贖回	-	(6,488)
At 30 June/31 December	於6月30日/12月31日	1,174	183

### 3. 財務風險管理及金融工具 (續)

#### (b) 公允值估計 (續)

於2017年6月30日及2016年12月31日，本集團並無公允值計量層級中之第一層及第二層之金融工具。

於2017年6月30日，本集團有屬於可供出售財務資產之股本證券，金額為港幣29,944,000元（2016年12月31日：港幣29,785,000元），並分類為公允值計量層級中之第三層（2016年12月31日：第三層）。

本集團第三層金融工具的公允值乃根據獨立估值師之估值報告釐定，並已參考金融工具於報告日期之資產淨值。

按第三層計量的財務資產變動如下：

按第三層計量的財務負債變動如下：

4. Segment information  
(a) Operating segments

In accordance with the Group's internal financial reporting provided to the chief operating decision-maker, identified as the Executive Committee, who are responsible for allocating resources, assessing performance of the operating segments and making strategic decisions, the reportable operating segments are (1) building construction; (2) civil engineering; (3) electrical and mechanical engineering; and (4) property development and investment.

4. 分類資料  
(a) 營運分類

根據本集團提交予主要營運決策者（即執行委員會，由其負責分配資源、評估營運分類表現及作出策略性決定）之內部財務報告，須予呈報之營運分類為(1)樓宇建造；(2)土木工程；(3)機電工程；以及(4)物業發展及投資。

Unaudited six months ended 30 June 2017	未經審核 截至2017年6月30日 止六個月	Continuing operations 持續經營業務					Total	Discontinued operation
		Building construction	Civil engineering	Electrical and mechanical	Property development and investment	Corporate and others (Note 1)		
		樓宇建造 HK\$'000 港幣千元	土木工程 HK\$'000 港幣千元	機電工程 HK\$'000 港幣千元	物業發展及投資 HK\$'000 港幣千元	行政及其他 (附註1) HK\$'000 港幣千元	總額 HK\$'000 港幣千元	已終止經營業務 HK\$'000 港幣千元
Revenue (excl. NSC (Note 2))	收益 (不包括NSC (附註2))	2,358,698	560,954	432,659	32,999	753	3,386,063	-
Gross profit	毛利	55,363	6,742	22,429	11,164	133	95,831	-
Other gains/(losses), net	其他收益/(虧損)淨額	100	-	-	(111,689)	1,483	(110,106)	-
Provision for impairment of properties under development	發展中物業之減值撥備	-	-	-	(515,349)	-	(515,349)	-
Fair value loss on investment properties	投資物業公允值虧損	-	-	-	(287,664)	-	(287,664)	-
Net exchange gain/(loss)	匯兌收益/(虧損)淨額	154	-	5	(46,384)	10,005	(36,220)	-
Selling and marketing expenses	銷售及市場推廣開支	-	-	-	(15,559)	-	(15,559)	-
General and administrative expenses	一般行政開支	(46,501)	(18,807)	(10,910)	(159,922)	(73,759)	(309,899)	-
Operating profit/(loss)	經營溢利/(虧損)	9,116	(12,065)	11,524	(1,125,403)	(62,138)	(1,178,966)	-
Amortisation of intangible assets	無形資產攤銷	-	-	-	(10,241)	(82)	(10,323)	-
Interest income	利息收入	-	-	-	24,469	34	24,503	-
Interest expenses	利息開支	-	-	-	(106,374)	(56,890)	(163,264)	-
Profit/(loss) before taxation	除稅前溢利/(虧損)	9,116	(12,065)	11,524	(1,217,549)	(119,076)	(13,280,050)	-
Taxation	稅項	-	-	-	-	-	256,513	-
Loss for the period	本期間虧損	-	-	-	-	-	(1,071,537)	-
Capital expenditure	資本性開支	(93)	(94)	(85)	(236,106)	(121)	(236,499)	-
Depreciation	折舊	(4,147)	(66)	(128)	(46,303)	(3,857)	(54,501)	-
As at 30 June 2017	於2017年6月30日							
Deposits, cash and cash equivalents	存款、現金及等同現金項目	-	-	-	147,621	364,369	511,990	-
Bank overdrafts	銀行透支	-	-	-	-	(9,108)	(9,108)	-
Bank loans	銀行貸款	-	-	-	(611,753)	(284,418)	(896,171)	-
Convertible bonds	可換股債券	-	-	-	-	(49,774)	(49,774)	-
Other borrowings	其他借貸	-	-	-	(6,980,079)	(1,030,017)	(8,010,096)	-
Financial derivative liability	金融衍生工具負債	-	-	-	-	(1,174)	(1,174)	-
Senior notes	優先票據	-	-	-	-	(3,437,739)	(3,437,739)	-
Private bonds	私募債券	-	-	-	-	(21,446)	(21,446)	-



4. Segment information (continued)  
 (a) Operating segments (continued)

4. 分類資料 (續)  
 (a) 營運分類 (續)

Unaudited six months ended 30 June 2016	未經審核 截至2016年6月30日止 六個月	Continuing operations 持續經營業務					Corporate and others (Note 1) 行政及其他 (附註1)	Total 總額	Discontinued operation 已終止經營業務
		Building construction 樓宇建造 HK\$'000 港幣千元	Civil engineering 土木工程 HK\$'000 港幣千元	Electrical and mechanical 機電工程 HK\$'000 港幣千元	Property development and investment 物業發展及投資 HK\$'000 港幣千元				
Revenue (excl. NSC (Note 2))	收益 (不包括NSC (附註2))	3,236,289	880,242	461,470	42,765	-	4,620,766	1,170,477	
Gross profit	毛利	139,368	39,808	49,987	12,296	-	241,459	82,194	
Other gains/(losses), net	其他收益/(虧損)淨額	320	-	38	704	(12,617)	(11,555)	1,902	
Fair value gain on investment properties	投資物業公允價值收益	-	-	-	459,005	-	459,005	-	
Net exchange (loss)/gain	匯兌 (虧損)/收益淨額	(371)	-	22	2,767	(6,037)	(3,619)	(122)	
Selling and marketing expenses	銷售及市場推廣開支	-	-	-	(9,390)	-	(9,390)	-	
General and administrative expenses	一般行政開支	(27,700)	(17,623)	(13,091)	(40,922)	(81,411)	(180,747)	(55,694)	
Operating profit/(loss)	經營溢利/(虧損)	111,617	22,185	36,956	424,460	(100,065)	495,153	28,280	
Amortisation of intangible assets	無形資產攤銷	-	-	-	-	(926)	(926)	(3,948)	
Interest income	利息收入	-	-	-	1,176	2,279	3,455	67	
Interest expenses	利息開支	-	-	-	(25,235)	(20,249)	(45,484)	(1,625)	
Profit/(loss) before taxation	除稅前溢利/(虧損)	111,617	22,185	36,956	400,401	(118,961)	452,198	22,774	
Taxation	稅項	-	-	-	-	-	(88,270)	(4,231)	
Profit for the period	本期間溢利	-	-	-	-	-	363,928	18,543	
Capital expenditure	資本性開支	(1,936)	-	(155)	(202,974)	(6,354)	(211,419)	(9,518)	
Depreciation	折舊	(4,572)	(69)	(140)	(27,989)	(3,854)	(36,624)	(2,389)	
As at 30 June 2016	於2016年6月30日								
Deposits, cash and cash equivalents	存款、現金及等同現金項目	-	-	-	87,781	753,015	840,796	111,585	
Bank loans	銀行貸款	-	-	-	(2,602,883)	(610,265)	(3,213,148)	(198,720)	
Convertible bonds	可換股債券	-	-	-	-	(601,664)	(601,664)	-	
Other borrowings	其他借貸	-	-	-	(2,875,128)	-	(2,875,128)	-	
Financial derivative liability	金融衍生工具負債	-	-	-	-	(214,000)	(214,000)	-	
Senior notes	優先票據	-	-	-	-	(3,400,231)	(3,400,231)	-	
As at 31 December 2016	於2016年12月31日								
Deposits, cash and cash equivalents	存款、現金及等同現金項目	-	-	-	40,258	370,889	411,147	-	
Bank overdrafts	銀行透支	-	-	-	-	(25,216)	(25,216)	-	
Bank loans	銀行貸款	-	-	-	(1,762,518)	(567,217)	(2,329,735)	-	
Convertible bonds	可換股債券	-	-	-	-	(44,696)	(44,696)	-	
Other borrowings	其他借貸	-	-	-	(4,494,073)	(1,267,928)	(5,762,001)	-	
Financial derivative liability	金融衍生工具負債	-	-	-	-	(183)	(183)	-	
Senior notes	優先票據	-	-	-	-	(3,417,715)	(3,417,715)	-	

Notes:

- Corporate mainly represents corporate and administrative activities, and shared services; others represent international infrastructure business, international real estate, hospitality business and retailing business.
- Nominated subcontractors' works of Macau Galaxy Resort Phase 2 project ("NSC").

附註:

- 行政主要為公司及行政活動，以及共享服務；其他指國際基建業務、國際房地產、旅遊發展業務以及零售業務。
- 澳門銀河娛樂渡假村第二期項目的指定分判商工程（「NSC」）。

4. Segment information (continued)  
(b) Geographical analysis

4. 分類資料 (續)  
(b) 地區分析

		Unaudited Six months ended 30 June 未經審核 截至6月30日止六個月	
		2017 HK\$'000 港幣千元	2016 HK\$'000 港幣千元
Revenue	收益		
<b>Continuing operations</b>	<b>持續經營業務</b>		
Hong Kong	香港	3,132,487	3,934,990
Macau	澳門	265,702	781,314
The People's Republic of China ("PRC")	中華人民共和國 ("中國")	34,427	42,101
Others	其他	3,947	24,831
		<b>3,436,563</b>	<b>4,783,236</b>
<b>Discontinued operation</b>	<b>已終止經營業務</b>		
Hong Kong	香港	-	1,109,999
Macau	澳門	-	12,621
PRC	中國	-	47,857
		-	1,170,477
		<b>3,436,563</b>	<b>5,953,713</b>
		<b>Unaudited 30 June 2017 未經審核 2017年 6月30日 HK\$'000 港幣千元</b>	<b>Audited 31 December 2016 經審核 2016年 12月31日 HK\$'000 港幣千元</b>
Non-current assets	非流動資產		
Hong Kong	香港	30,116	585,447
Macau	澳門	19	23
PRC	中國	13,169,413	12,877,638
		<b>13,199,548</b>	<b>13,463,108</b>
Available-for-sale financial asset	可供出售之財務資產	29,944	29,785
Deferred tax assets	遞延稅項資產	7,480	9,056
Total non-current assets	非流動資產總額	<b>13,236,972</b>	<b>13,501,949</b>

(c) Customer base analysis

(c) 客戶基礎分析

The Group's customer base is diversified and includes three (2016: two) customers with each of whom transactions exceeded 10% of the Group's total revenue. Aggregate revenue from these customers amounted to HK\$1,702 million and was derived from building construction (2016: HK\$2,169 million from building construction).

本集團之客戶基礎分散，而其中三名（2016年：兩名）客戶各自之交易額佔本集團總收益10%以上。該等客戶之收益來自樓宇建造，合共為港幣1,702,000,000元（2016年：港幣2,169,000,000元來自樓宇建造）。

4. Segment information (continued)  
 (d) Reconciliation of reportable segment revenue

		Unaudited Six months ended 30 June 未經審核 截至6月30日止六個月	
		2017 HK\$'000 港幣千元	2016 HK\$'000 港幣千元
<b>Continuing operations</b>	<b>持續經營業務</b>		
Reportable segment revenue	須予呈報分類收益	3,386,063	4,620,766
Revenue – NSC	收益 – NSC	50,500	162,470
		<b>3,436,563</b>	4,783,236
<b>Discontinued operation</b>	<b>已終止經營業務</b>		
Reportable segment revenue	須予呈報分類收益	–	1,170,477
		<b>3,436,563</b>	5,953,713

4. 分類資料 (續)  
 (d) 須予呈報分類收益之對賬

5. Discontinued operation

The discontinued operation represented interiors & special projects and property & facility management business upon the disposal of Synergis Holdings Limited, which ceased to be a subsidiary on 21 November 2016. The results of Synergis Holdings Limited for the period from 1 January 2016 to 30 June 2016 was presented as discontinued operation accordingly.

5. 已終止經營業務

已終止經營業務是指室內裝飾及特殊項目以及物業及設施管理業務，由於新昌管理集團有限公司已出售，該公司於2016年11月21日不再是本集團的附屬公司。因此，新昌管理集團有限公司由2016年1月1日至2016年6月30日止期間之業績呈列為已終止經營業務。

		Unaudited Six months ended 30 June 未經審核 截至6月30日止六個月
		2016 HK\$'000 港幣千元
Revenue	收益	1,170,477
Cost of sales and operating expenses	銷售成本及營運費用	(1,147,703)
Profit before taxation	除稅前溢利	22,774
Taxation	稅項	(4,231)
Profit for the period	本期間溢利	18,543
Profit attributable to:	應佔溢利：	
Equity holders of the Company	本公司權益持有人	12,082
Non-controlling interests	非控股權益	6,461
		18,543

6. Other losses, net

6. 其他虧損淨額

		Unaudited Six months ended 30 June 未經審核 截至6月30日止六個月	
		2017 HK\$'000 港幣千元	2016 HK\$'000 港幣千元
<b>Continuing operations</b>	<b>持續經營業務</b>		
Net (loss)/gain on disposal of property, plant and equipment and leasehold land	出售物業、機器及設備及租賃土地之(虧損)/收益淨額	(12)	32
Change in fair value in financial derivatives (Note 20)	金融衍生工具公允值變動(附註20)	(991)	(12,748)
Provision for impairment of property, plant and equipment and leasehold land	物業、機器及設備及租賃土地之減值撥備	(107,801)	-
Provision for impairment of stock	存貨減值撥備	(4,359)	-
Miscellaneous	其他	3,057	1,161
		(110,106)	(11,555)
<b>Discontinued operation</b>	<b>已終止經營業務</b>		
Net loss on disposal of property, plant and equipment and leasehold land	出售物業、機器及設備及租賃土地之虧損淨額	-	(9)
Miscellaneous	其他	-	1,911
		-	1,902

7. Interest expenses

7. 利息開支

		Unaudited Six months ended 30 June 未經審核 截至6月30日止六個月	
		2017 HK\$'000 港幣千元	2016 HK\$'000 港幣千元
Interest on bank loans and overdrafts	銀行貸款及透支之利息	28,480	55,848
Interest expense on convertible bonds (Note 20)	可換股債券之利息開支 (附註20)	5,683	71,734
Interest expense on other borrowings	其他借貸之利息開支	953,778	214,108
Interest expense on senior notes	優先票據之利息開支	170,325	163,009
Interest expense on private bonds	私募債券之利息開支	208	-
Others	其他	1,337	5
		<b>1,159,811</b>	504,704
Less: amounts capitalised on qualifying assets	減：於合資格資產資本化之款項	<b>(996,547)</b>	(457,595)
		<b>163,264</b>	47,109
Representing:	代表：		
Continuing operations	持續經營業務	163,264	45,484
Discontinued operation	已終止經營業務	-	1,625
		<b>163,264</b>	47,109

The annual weighted average interest rates of bank loans and other borrowings are 3.3% (2016: 3.2%) and 29.8% (2016: 16.2%) respectively, of which the capitalised annual weighted average interest rates are nil (2016: 3.9%) and 42.2% (2016: 16.2%) respectively. The imputed effective capitalised weighted average interest rates of senior notes and convertible bonds are 10.0% and 26.9% respectively (2016: 9.9% for senior notes and 25.8% for convertible bonds).

銀行貸款及其他借貸的加權平均年利率分別為3.3% (2016年：3.2%)及29.8% (2016年：16.2%)，其中資本化加權平均年利率分別為無 (2016年：3.9%)及42.2% (2016年：16.2%)。優先票據及可換股債券的估算實際資本化之加權平均利率分別為10.0%及26.9% (2016年：優先票據為9.9%及可換股債券為25.8%)。

## 8. Taxation

Hong Kong profits tax has been provided at the rate of 16.5% (2016: 16.5%) on the estimated assessable profit for the six months ended 30 June 2017 and 2016 after taking into account the available tax losses brought forward. Taxation on overseas profits has been calculated at the rates of taxation prevailing in the countries in which the Group operates.

## 8. 稅項

香港利得稅乃按截至2017年及2016年6月30日止六個月的估計應課稅溢利，扣除上期結轉的可供扣減的稅務虧損，依稅率16.5%（2016年：16.5%）撥備。海外利得稅是按本集團之經營業務所在國家之現行稅率計算。

**Unaudited**  
**Six months ended 30 June**  
**未經審核**  
**截至6月30日止六個月**

	2017		2016	
	Continuing operations 持續經營業務 HK\$'000 港幣千元	Discontinued operation 已終止經營業務 HK\$'000 港幣千元	Continuing operations 持續經營業務 HK\$'000 港幣千元	Discontinued operation 已終止經營業務 HK\$'000 港幣千元
Hong Kong profits tax	8,456	-	17,731	4,820
PRC income tax	2,539	-	7,906	-
Overseas profits tax	2,887	-	5,289	-
Deferred tax (credit)/charge	(270,395)	-	57,344	(589)
	<b>(256,513)</b>	<b>-</b>	<b>88,270</b>	<b>4,231</b>

9. (Loss)/profit for the period from continuing operations and discontinued operation

(Loss)/profit for the period from continuing operations and discontinued operation has been arrived at after charging the following items:

9. 來自持續經營業務及已終止經營業務於本期間的(虧損)/溢利

來自持續經營業務及已終止經營業務於本期間的(虧損)/溢利已扣除下列各項：

		Unaudited Six months ended 30 June 未經審核 截至6月30日止六個月			
		2017		2016	
		Continuing operations 持續經營業務 HK\$'000 港幣千元	Discontinued operation 已終止經營業務 HK\$'000 港幣千元	Continuing operations 持續經營業務 HK\$'000 港幣千元	Discontinued operation 已終止經營業務 HK\$'000 港幣千元
<b>Cost of sales</b>	<b>銷售成本</b>				
Cost of construction	建造成本				
- Staff costs	- 員工成本	408,714	-	567,045	64,134
- Other construction costs	- 其他建造成本	2,909,563	-	3,944,263	707,909
		<b>3,318,277</b>	<b>-</b>	<b>4,511,308</b>	<b>772,043</b>
Cost of property and facility management services	物業及設施管理服务成本				
- Staff costs	- 員工成本	-	-	-	250,602
- Others	- 其他	-	-	-	65,638
		<b>-</b>	<b>-</b>	<b>-</b>	<b>316,240</b>
Cost of property development and investment	物業發展及投資成本				
- Staff costs	- 員工成本	3,232	-	-	-
- Stock of properties sold	- 已出售之物業存貨	6,785	-	12,921	-
- Others	- 其他	11,818	-	17,548	-
		<b>21,835</b>	<b>-</b>	<b>30,469</b>	<b>-</b>
Cost of retailing	零售成本				
- Others	- 其他	620	-	-	-
		<b>3,340,732</b>	<b>-</b>	<b>4,541,777</b>	<b>1,088,283</b>
Depreciation on property, plant and equipment and leasehold land	物業、機器及設備及租賃土地之折舊	54,501	-	36,624	2,389
Auditor's remuneration	核數師酬金	2,533	-	2,262	571
Operating lease rentals for land and buildings	土地及樓宇經營租賃租金	19,251	-	7,719	3,706
Outgoings in respect of	以下各項之費用				
- Investment properties	- 投資物業	11,012	-	20,902	-
- Owner occupied property	- 自用之物業	2,318	-	1,671	-
Staff costs, included in general and administrative expenses	計入一般行政開支之員工成本	145,501	-	102,504	35,805

## 10. (Loss)/earnings per share

- (a) Basic (loss)/earnings per share is calculated by dividing the Group's unaudited (loss)/profit attributable to the equity holders less dividends to convertible preference shareholders by the weighted average number of ordinary shares in issue during the corresponding period.

## 10. 每股(虧損)/盈利

- (a) 每股基本(虧損)/盈利乃按本集團權益持有人應佔未經審核(虧損)/溢利減可轉換優先股股東股息除以相應期內已發行之普通股加權平均股數計算。

		Unaudited Six months ended 30 June 未經審核 截至6月30日止六個月			
		Continuing operations 持續經營業務		Discontinued operation 已終止經營業務	
		2017	2016	2017	2016
(Loss)/profit attributable to ordinary shareholders (HK\$'000) (Note)	普通股股東應佔(虧損)/溢利(港幣千元)(附註)	(1,086,726)	366,391	-	12,082
Weighted average number of ordinary shares issued ('000)	已發行之普通股加權平均股數(千股)	5,706,671	5,464,996	5,706,671	5,464,996
Basic (loss)/earnings per share (HK cents)	每股基本(虧損)/盈利(港幣仙)	(19.0)	6.7	-	0.2

Note: Pursuant to the terms of the convertible preference shares, the holders are at all times entitled to dividends or other distributions of the same amount with respect to the Company's ordinary shares. There was no dividend declared by the board for the period ended 30 June 2017 and 2016 and accordingly no adjustment has been made in the calculation of the basic (loss)/earnings per share for the periods.

附註：根據可轉換優先股之條款，持有人於任何時候均可享有與本公司普通股獲得同等股息或其他分派之權利。董事會不宣派截至2017年及2016年6月30日止期間之股息，因此，該等期間之每股基本(虧損)/盈利之計算沒有作出調整。



10. (Loss)/earnings per share (continued)

- (b) The diluted loss per share for continuing operations for the six months ended 30 June 2017 is the same as the basic loss per share because the exercise of the Group's share options, convertible preference shares and convertible bonds would result in a decrease in loss per share for the period. The basis for diluted earnings per share for discontinued operation is the same as the basis used in continuing operations. Diluted earnings per share for the six months ended 30 June 2016 is calculated by dividing the Group's unaudited profit attributable to the equity holders by the weighted average number of ordinary shares outstanding after adjustment for the potential dilutive effect in respect of outstanding share options and potential ordinary shares to be issued on convertible bonds outstanding and convertible preference shares during the period.

10. 每股(虧損)/盈利(續)

- (b) 截至2017年6月30日止六個月之持續經營業務每股攤薄虧損與每股基本虧損相同，原因為行使本集團購股權、可轉換優先股及可換股債券將導致本期間每股虧損減少。計算已終止經營業務每股攤薄盈利之基準與持續經營業務所用基準相同。截至2016年6月30日止六個月之每股攤薄盈利乃按本集團之權益持有人應佔未經審核溢利除以就期內之尚未行使購股權及因尚未兌換可換股債券及可轉換優先股將予發行之潛在普通股之潛在攤薄影響作出調整後之已發行普通股加權平均股數計算。

		Unaudited Six months ended 30 June 未經審核 截至6月30日止六個月			
		Continuing operations 持續經營業務		Discontinued operation 已終止經營業務	
		2017	2016	2017	2016
(Loss)/profit attributable to equity holders (HK\$'000)	權益持有人應佔(虧損)/溢利(港幣千元)	(1,086,726)	366,391	-	12,082
Add: Change in fair value in financial derivatives (HK\$'000)	加：金融衍生工具公允值變動(港幣千元)	-	12,748	-	-
		(1,086,726)	379,139	-	12,082
Weighted average number of ordinary shares issued ('000)	已發行之普通股加權平均股數(千股)	5,706,671	5,464,996	5,706,671	5,464,996
Adjustment for convertible preference shares issued ('000)	已發行之可轉換優先股調整(千股)	-	5,704,167	-	5,704,167
Adjustment for convertible bonds issued ('000)	已發行之可換股債券調整(千股)	-	998,263	-	998,263
Weighted average number of ordinary shares for calculating diluted (loss)/earnings per share ('000)	計算每股攤薄(虧損)/溢利之普通股加權平均股數(千股)	5,706,671	12,167,426	5,706,671	12,167,426
Diluted (loss)/earnings per share (HK cents)	每股攤薄(虧損)/溢利(港幣仙)	(19.0)	3.1	-	0.1

## 11. Dividends

The Board has resolved not to declare the payment of an interim dividend for the six months ended 30 June 2017 (30 June 2016: nil).

## 12. Investment properties

<i>At fair value:</i>	按公允值:		
As at 1 January	於1月1日	9,597,022	10,721,129
Addition	添置	190,914	813,891
Disposal of a subsidiary	出售一間附屬公司	-	(3,040)
Transfer to property, plant and equipment and leasehold land	轉撥至物業、機器及設備及租賃土地	-	(371,560)
Fair value loss	公允值虧損	(287,664)	(883,925)
Exchange difference	匯兌差額	292,455	(679,473)
As at 30 June/31 December	於6月30日/12月31日	9,792,727	9,597,022

## 13. Non-current asset held for sale

The leasehold land and building situated in Hong Kong with carrying amount of HK\$570 million at 31 December 2016 was reclassified as non-current asset held for sale following the Group's plan to dispose of the property in April 2017. The property was revalued with a fair value of HK\$585 million at 19 April 2017.

## 11. 股息

董事會議決不派發截至2017年6月30日止六個月之中期股息(2016年6月30日:無)。

## 12. 投資物業

Unaudited 30 June 2017 未經審核 2017年 6月30日 HK\$'000 港幣千元	Audited 31 December 2016 經審核 2016年 12月31日 HK\$'000 港幣千元
9,597,022	10,721,129
190,914	813,891
-	(3,040)
-	(371,560)
(287,664)	(883,925)
292,455	(679,473)
9,792,727	9,597,022

## 13. 持作出售之非流動資產

於2017年4月本集團計劃出售物業後，於2016年12月31日賬面值為港幣570,000,000元之位於香港之租賃土地及樓宇被重新分類為持作出售之非流動資產。物業於2017年4月19日獲重估，公允值為港幣585,000,000元。

## 14. Properties under development

## 14. 發展中物業

		Unaudited 30 June 2017 未經審核 2017年 6月30日 HK\$'000 港幣千元	Audited 31 December 2016 經審核 2016年 12月31日 HK\$'000 港幣千元
As at 1 January	於1月1日	<b>13,429,518</b>	16,808,489
Additions	添置	<b>1,182,980</b>	1,541,647
Provision for impairment	減值撥備	<b>(515,349)</b>	(1,924,025)
Transfer to property, plant and equipment and leasehold land	轉撥至物業、機器及設備及租賃土地	-	(2,014,692)
Exchange difference	匯兌差額	<b>393,044</b>	(981,901)
At 30 June/31 December	於6月30日/12月31日	<b>14,490,193</b>	13,429,518
Properties under development comprise:	發展中物業包括：		
Land use rights	土地使用權	<b>12,363,408</b>	11,863,829
Construction cost and capitalised expenditure	建造成本及資本化開支	<b>2,262,675</b>	1,644,898
Interest expense capitalised	資本化利息開支	<b>2,287,030</b>	1,329,992
Less: Provision for impairment	減：減值撥備	<b>16,913,113</b> <b>(2,422,920)</b>	14,838,719 (1,409,201)
		<b>14,490,193</b>	13,429,518

As at 30 June 2017, the amount of properties under development expected to be completed and available for sale within one year is approximately HK\$1,472,415,000 (31 December 2016: HK\$1,290,906,000). The remaining balance is expected to be recovered after one year.

於2017年6月30日，預期將於一年內竣工及可供出售之發展中物業金額約為港幣1,472,415,000元（2016年12月31日：港幣1,290,906,000元）。餘額預期將於一年後收回。

As at 30 June 2017, a portion of the Group's properties under development with carrying amount of approximately HK\$8,352,073,000 (31 December 2016: HK\$8,574,608,000) was pledged as collateral for the Group's other borrowings.

於2017年6月30日，本集團之發展中物業部分賬面值約港幣8,352,073,000元（2016年12月31日：港幣8,574,608,000元）已抵押作為本集團其他借貸之抵押品。

## 15. Receivables and prepayments

## 15. 應收賬款及預付金

		Unaudited 30 June 2017 未經審核 2017年 6月30日 HK\$'000 港幣千元	Audited 31 December 2016 經審核 2016年 12月31日 HK\$'000 港幣千元
Trade receivables	貿易應收賬款		
– third parties	– 第三方	203,153	856,613
– provision for impairment	– 減值撥備	(423)	(423)
		<b>202,730</b>	856,190
Retention receivables	保固金應收賬款		
– third parties	– 第三方	1,078,604	1,213,917
– provision for impairment	– 減值撥備	(125)	(125)
		<b>1,078,479</b>	1,213,792
		<b>1,281,209</b>	2,069,982
Other receivables	其他應收賬款		
– third parties <sup>1</sup>	– 第三方 <sup>1</sup>	551,097	623,910
– related companies <sup>2</sup>	– 關連公司 <sup>2</sup>	464,736	285,307
		<b>1,015,833</b>	909,217
Deposits and prepayments	按金及預付金		
– third parties	– 第三方	482,727	745,234
		<b>2,779,769</b>	3,724,433
Less: non-current portion	減：非流動部分	(804,503)	(661,070)
		<b>1,975,266</b>	3,063,363

Notes:

- Balance includes deposits of nil (31 December 2016: HK\$512 million) made to a third party as collateral to secure the other borrowings from the corresponding party.
- Related companies represented two companies incorporated in the PRC, which are owned by a former director of the Company, who resigned on 8 June 2017, and/or close member of his family. Balances represent two borrowings granted to the two related companies which carry interest at 12% per annum and at 0.91667% per month and is repayable by 21 August 2024 and 12 November 2018 respectively.

附註：

- 該結餘包括向第三方支付港幣零元(2016年12月31日：港幣512,000,000元)的按金以作為擔保來自該方的其他借貸之抵押品。
- 關連公司指於中國註冊成立的兩間公司，由本公司一名前任董事(彼於2017年6月8日辭任)及/或其近親擁有。該等結餘指授予兩間關連公司的兩項分別按年息12厘及月息0.91667厘計息及分別須於2024年8月21日及2018年11月12日前償還的借貸。

## 15. Receivables and prepayments (continued)

The aging analysis of trade receivables by due date is as follows:

		<b>Unaudited 30 June 2017 未經審核 2017年 6月30日 HK\$'000 港幣千元</b>	Audited 31 December 2016 經審核 2016年 12月31日 HK\$'000 港幣千元
Not yet due	未到期	<b>141,571</b>	758,437
1 to 30 days	1至30天	<b>23,400</b>	85,011
31 to 90 days	31至90天	<b>16,900</b>	2,586
91 to 180 days	91至180天	<b>11,714</b>	6,710
Over 180 days	180天以上	<b>9,145</b>	3,446
		<b>202,730</b>	856,190

The Group's credit terms for its contracting business and property rental services are negotiated with and entered into under normal commercial terms with its trade customers. The credit period for the trade receivables for contracting business generally ranges from 30 to 60 days (31 December 2016: 30 to 60 days). Retention receivables in respect of contracting business are settled in accordance with the terms of respective contracts. Rental income is billed in advance of the rental period.

## 15. 應收賬款及預付金 (續)

貿易應收賬款按到期日之賬齡分析如下：

本集團承建業務及物業租賃服務之信貸期乃按照一般商業條款與其貿易客戶商議及簽訂。建造業務的貿易應收賬款之信貸期一般介乎30至60天(2016年12月31日：30至60天)。承建業務之保固金應收賬款按照個別合約之條款結算。租金收入則於租賃期前開具賬單預收。

16. Bank loans

16. 銀行貸款

		Unaudited 30 June 2017 未經審核 2017年 6月30日 HK\$'000 港幣千元	Audited 31 December 2016 經審核 2016年 12月31日 HK\$'000 港幣千元
Bank loans, wholly payable within five years	須於5年內悉數償還之銀行貸款		
– secured	– 有抵押	611,754	1,982,508
– unsecured	– 無抵押	284,417	347,227
		<b>896,171</b>	2,329,735
The repayment schedule of bank loans is as follows:	銀行貸款之還款期如下：		
Short term revolving bank loans	短期循環銀行貸款	454,416	1,204,416
Portion of bank loans due for repayment within one year	須於一年內償還之 銀行貸款部分	278,250	925,401
		<b>732,666</b>	2,129,817
Portion of bank loans due for repayment after one year but contain a repayment on demand clause	須於一年後償還但包含按 要求償還條文之銀行貸款 部分		
(i) in the second year	(i) 於第二年到期	78,700	75,100
(ii) in the third to fifth years, inclusive	(ii) 於第三至第五年到期 (首尾兩年包括在內)	84,805	124,818
		<b>163,505</b>	199,918
		<b>896,171</b>	2,329,735
Less: Amounts due after one year shown under non-current liabilities	減：非流動負債中於一年後到期之 金額	-	-
		<b>896,171</b>	2,329,735

As at 30 June 2017, the bank loans of the Group were secured by leasehold land and building of nil (31 December 2016: HK\$570,000,000); investment properties of HK\$866,439,000 (31 December 2016: HK\$840,683,000) (Note 12); restricted cash of nil (31 December 2016: HK\$626,573,000); and equity interests of the Group's subsidiary.

於2017年6月30日，本集團之銀行貸款以港幣零元（2016年12月31日：港幣570,000,000元）之租賃土地及樓宇；港幣866,439,000元（2016年12月31日：港幣840,683,000元）之投資物業（附註12）；港幣零元（2016年12月31日：港幣626,573,000元）之受限現金；及本集團附屬公司之股權作抵押。

## 17. Payables and accruals

## 17. 應付賬款及應計費用

		Unaudited 30 June 2017 未經審核 2017年 6月30日 HK\$'000 港幣千元	Audited 31 December 2016 經審核 2016年 12月31日 HK\$'000 港幣千元
Trade payables – third parties	貿易應付賬款 – 第三方	844,452	1,311,707
Retention payables – third parties	保固金應付賬款 – 第三方	883,563	918,800
Accruals for builders' work	承建商工程應計費用	2,097,820	2,249,265
		<b>3,825,835</b>	4,479,772
Other payables, deposits and accruals – third parties	其他應付賬款、按金及應計費用 – 第三方	1,504,522	1,207,039
– accruals for tax liabilities on acquisition of land parcels in Tieling	– 就收購於鐵嶺地塊之 應計稅項負債	335,150	325,187
		<b>5,665,507</b>	6,011,998

The aging analysis of trade payables by due date is as follows:

貿易應付賬款按到期日之賬齡分析如下：

		Unaudited 30 June 2017 未經審核 2017年 6月30日 HK\$'000 港幣千元	Audited 31 December 2016 經審核 2016年 12月31日 HK\$'000 港幣千元
Not yet due	未到期	457,163	668,127
1 to 30 days	1至30天	53,210	307,600
31 to 90 days	31至90天	88,966	145,571
91 to 180 days	91至180天	83,438	77,539
Over 180 days	180天以上	161,675	112,870
		<b>844,452</b>	1,311,707

## 18. Senior notes

In May 2015, the Company issued senior notes with principal amount of United States Dollars ("USD") 300 million (the "USD300 million Senior Notes"). The USD300 million Senior Notes bear interest of 8.75% per annum, which are repayable semi-annually. The USD300 million Senior Notes will mature on 18 May 2018. The Company may at its option, at any time prior to 18 May 2018, redeem the USD300 million Senior Notes in whole but not in part, at a redemption price equal to 100% of the principal amount plus the applicable premium as of, and accrued and unpaid interest to the redemption date. The USD300 million Senior Notes are listed on the Stock Exchange and can be dealt with by way of debt issues for professional investors only.

In January 2016, the Company issued senior notes with principal amount of USD150 million (the "USD150 million Senior Notes"). The USD150 million Senior Notes bear interest of 8.5% per annum, which are repayable semi-annually. The USD150 million Senior Notes will mature on 22 January 2019. The Company may at its option, at any time prior to 22 January 2019, redeem the USD150 million Senior Notes in whole but not in part, at a redemption price equal to 100% of the principal amount plus the applicable premium as of, and accrued and unpaid interest to the redemption date. The USD150 million Senior Notes are listed on the Stock Exchange and can be dealt with by way of debt issues for professional investors only.

The fair value of the USD300 million Senior Notes and the USD150 million Senior Notes at 30 June 2017 amounted to USD148,716,000 and USD72,750,000 (31 December 2016: USD249,187,500 and USD121,406,250) respectively. The fair value of the senior notes is calculated using the quoted price of the senior notes and is within level 1 of the fair value hierarchy.

## 19. Other borrowings

The other borrowings from financial institutions of HK\$6,980,079,000 (31 December 2016: HK\$4,494,073,000) bear weighted average interest rate of 31.5% per annum, in which HK\$4,375,211,000 (31 December 2016: HK\$2,883,684,000) will be repayable within one year. As at 30 June 2017, the other borrowings were secured by the Group's investment properties of HK\$6,971,170,000 (31 December 2016: HK\$6,469,690,000); properties under development of HK\$8,352,073,000 (31 December 2016: HK\$8,574,608,000) (Note 14); property, plant and equipment and leasehold land of HK\$1,601,055,000 (31 December 2016: HK\$1,695,166,000); stock of properties of HK\$541,594,000 (31 December 2016: HK\$527,161,000); and equity interests of the Group's certain subsidiaries.

The other borrowings from third parties amounting to HK\$1,030,017,000 (31 December 2016: HK\$1,267,928,000) will be repayable within one year, with a weighted average interest rate of 19.0% (31 December 2016: 14.8%). As at 30 June 2017, these other borrowings are secured by non-current asset held for sale of HK\$585,000,000 (31 December 2016: nil), receivables and prepayments of nil (31 December 2016: HK\$512,459,000) (note 15) and equity interests of the Group's certain subsidiaries.

## 18. 優先票據

於2015年5月，本公司發行了本金額300,000,000美元（「美元」）的優先票據（「300,000,000美元優先票據」）。300,000,000美元優先票據以8.75厘之年利率計息，每半年償還一次。300,000,000美元優先票據將於2018年5月18日到期。本公司可自行選擇於2018年5月18日之前任何時候按相當於本金額100%加截至贖回日期的適用溢價及直至贖回日期的應計及未付利息的贖回價，贖回全部而非部分300,000,000美元優先票據。300,000,000美元優先票據於聯交所上市且僅可以向專業投資者發行債務的方式處理。

於2016年1月，本公司發行了本金額150,000,000美元的優先票據（「150,000,000美元優先票據」）。150,000,000美元優先票據以8.5厘之年利率計息，每半年償還一次。150,000,000美元優先票據將於2019年1月22日到期。本公司可自行選擇於2019年1月22日之前任何時候按相當於本金額100%加截至贖回日期的適用溢價及直至贖回日期的應計及未付利息的贖回價，贖回全部而非部分150,000,000美元優先票據。150,000,000美元優先票據於聯交所上市且僅可以向專業投資者發行債務的方式處理。

300,000,000美元優先票據及150,000,000美元優先票據於2017年6月30日的公允值分別為148,716,000美元及72,750,000美元（2016年12月31日：249,187,500美元及121,406,250美元）。優先票據的公允值乃按優先票據的報價計算並屬於公允值層級的第1層內。

## 19. 其他借貸

來自金融機構之其他借貸港幣6,980,079,000元（2016年12月31日：港幣4,494,073,000元）加權平均年利率為31.5厘，而其中之港幣4,375,211,000元（2016年12月31日：港幣2,883,684,000元）將須於一年內償還。於2017年6月30日，其他借貸由本集團港幣6,971,170,000元（2016年12月31日：港幣6,469,690,000元）之投資物業；港幣8,352,073,000元（2016年12月31日：港幣8,574,608,000元）之發展中物業（附註14）；港幣1,601,055,000元（2016年12月31日：港幣1,695,166,000元）之物業、機器及設備及租賃土地；港幣541,594,000元（2016年12月31日：港幣527,161,000元）之物業存貨；及本集團若干附屬公司之股權作抵押。

來自第三方之其他借貸為港幣1,030,017,000元（2016年12月31日：港幣1,267,928,000元）將須於一年內償還，加權平均利率為19.0厘（2016年12月31日：14.8厘）。於2017年6月30日，此等其他借貸由本集團之持作出售非流動資產港幣585,000,000元（2016年12月31日：港幣零元）、應收賬款及預付金港幣零元（2016年12月31日：港幣512,459,000元）（附註15）及本集團若干附屬公司之股權作抵押。



## 20. Convertible bonds and financial derivative liability

On 20 November 2015, the Group issued 6.0% convertible bonds at a par value of USD100 million. The bonds mature two years from the issue date at their nominal value of USD100 million or can be converted into shares at the holder's option within the conversion period at the rate of HK\$1.00 per share. On 20 May 2016, the conversion price was adjusted downwards to HK\$0.78 per share. The values of the liability component and the embedded derivative component were determined at the issuance of the bonds. During the year of 2016, principal amount of HK\$734 million was early redeemed by the Company.

On 19 May 2016, the Group issued zero coupon convertible bonds at a par value of HK\$34 million. The bonds mature on the 18th month from the issue date at their nominal value of HK\$34 million or can be converted into shares at the holder's option from the date of issue up to the maturity date at the rate of HK\$1.00 per share. The values of the liability component and the equity component were determined at the issuance of the bonds.

The movements of the liability component of the 6.0% convertible bonds and zero coupon convertible bonds are set out below:

		<b>6.0% convertible bonds 20 November 2015 6.0厘 可換股債券 2015年11月20日 HK\$'000 港幣千元</b>	<b>Zero coupon convertible bonds 19 May 2016 零息 可換股債券 2016年5月19日 HK\$'000 港幣千元</b>	<b>Total  總計 HK\$'000 港幣千元</b>
At 1 January 2016	於2016年1月1日	544,199	-	544,199
Issue of zero coupon convertible bonds	發行零息可換股債券	-	24,126	24,126
Interest expense	利息開支	132,439	3,653	136,092
Conversion to ordinary shares of the Company (Note 21)	轉換為本公司普通股 (附註21)	(15,764)	-	(15,764)
Coupon interest paid	已付票息	(46,478)	-	(46,478)
Early redemption	提早贖回	(597,479)	-	(597,479)
<b>At 31 December 2016</b>	<b>於2016年12月31日</b>	<b>16,917</b>	<b>27,779</b>	<b>44,696</b>
Interest expense (Note 7)	利息開支(附註7)	<b>2,362</b>	<b>3,321</b>	<b>5,683</b>
Coupon interest paid	已付票息	<b>(605)</b>	<b>-</b>	<b>(605)</b>
<b>At 30 June 2017</b>	<b>於2017年6月30日</b>	<b>18,674</b>	<b>31,100</b>	<b>49,774</b>

## 20. 可換股債券及金融衍生工具負債

於2015年11月20日，本集團發行面值100,000,000美元的6.0厘可換股債券。該等債券按其面值100,000,000美元自發行日期起計兩年到期，或可按持有人的選擇於轉換期間內按每股港幣1.00元的轉換價轉換為股份。於2016年5月20日，轉換價下調至每股港幣0.78元。負債部分及嵌入衍生工具部分的價值於發行債券時釐定。於2016年度，本公司提早贖回港幣734,000,000元之本金。

於2016年5月19日，本集團發行面值港幣34,000,000元之零息可換股債券。該等債券按其面值港幣34,000,000元自發行日期起計第十八個月到期，或可按持有人的選擇由發行日期至到期日期間按每股港幣1.00元的轉換價轉換為股份。負債部分及權益部分的價值於發行債券時釐定。

6.0厘可換股債券及零息可換股債券之負債部分之變動如下：

20. Convertible bonds and financial derivative liability

(continued)

The movements of the embedded derivative component of the 6.0% convertible bonds are set out below:

		Unaudited 30 June 2017 未經審核 2017年 6月30日 HK\$'000 港幣千元	Audited 31 December 2016 經審核 2016年 12月31日 HK\$'000 港幣千元
At 1 January	於1月1日	183	206,412
Change in fair value in financial derivatives (Note 6)	金融衍生工具公允值變動 (附註6)	991	(194,168)
Conversion to ordinary shares of the Company (Note 21)	轉換為本公司普通股 (附註21)	-	(5,573)
Early redemption	提早贖回	-	(6,488)
<b>At 30 June/31 December</b>	<b>於6月30日/12月31日</b>	<b>1,174</b>	<b>183</b>

The fair value of the liability component and embedded derivative component of the 6.0% convertible bonds at 30 June 2017 approximately amounted to USD2,400,000 (31 December 2016: USD2,400,000) and USD151,000 (31 December 2016: USD24,000) respectively. The fair value of liability component is calculated using cash flows discounted at effective interest rate at 28.10% (31 December 2016: 28.10%). The fair value of derivative component is calculated using BlackScholes model and is within level 3 of the fair value hierarchy.

The carrying amounts of the zero coupon convertible bonds approximate to their fair value.

20. 可換股債券及金融衍生工具負債 (續)

6.0厘可換股債券之嵌入衍生工具部分變動載列如下：

於2017年6月30日，6.0厘可換股債券之債務部分及嵌入衍生工具部分之公允值分別為約2,400,000美元（2016年12月31日：2,400,000美元）及151,000美元（2016年12月31日：24,000美元）。負債部分之公允值乃使用折現現金流量按實際利率28.10厘（2016年12月31日：28.10厘）計算。衍生工具部分之公允值乃按柏力克－舒爾斯模型計算，並屬於公允值層級第3層內。

零息可換股債券之賬面值與其公允值相近。

## 21. Share capital

## 21. 股本

		Unaudited 30 June 2017 未經審核 2017年6月30日		Audited 31 December 2016 經審核 2016年12月31日	
		Number of shares 股份數目 '000 千股	HK\$'000 港幣千元	Number of shares 股份數目 '000 千股	HK\$'000 港幣千元
<b>Authorised, ordinary shares of HK\$0.1 each:</b>	<b>法定，每股面值港幣0.1元之普通股：</b>				
At 1 January	於1月1日	30,000,000	3,000,000	30,000,000	3,000,000
Addition	增加	-	-	-	-
At 30 June/31 December	於6月30日/12月31日	30,000,000	3,000,000	30,000,000	3,000,000
<b>Authorised, preference shares of HK\$0.1 each:</b>	<b>法定，每股面值港幣0.1元之優先股：</b>				
At 1 January	於1月1日	15,000,000	1,500,000	15,000,000	1,500,000
Addition	增加	-	-	-	-
At 30 June/31 December	於6月30日/12月31日	15,000,000	1,500,000	15,000,000	1,500,000
<b>Ordinary shares, issued and fully paid:</b>	<b>已發行及繳足之普通股：</b>				
At 1 January	於1月1日	5,706,671	570,667	5,188,577	518,858
Issue of shares upon conversion of convertible preference shares <sup>1</sup>	於轉換可轉換優先股時發行股份 <sup>1</sup>	-	-	505,702	50,570
Issue of shares upon conversion of convertible bonds (Note 20) <sup>2</sup>	於轉換可換股債券時發行股份(附註20) <sup>2</sup>	-	-	26,828	2,683
Cancellation on repurchase of shares <sup>3</sup>	購回股份之註銷 <sup>3</sup>	-	-	(14,436)	(1,444)
At 30 June/31 December	於6月30日/12月31日	5,706,671	570,667	5,706,671	570,667
<b>Preference shares, issued and fully paid:</b>	<b>已發行及繳足之優先股：</b>				
At 1 January	於1月1日	5,704,166	570,417	5,654,772	565,477
Exercise of conversion right attached to convertible preference shares <sup>1</sup>	行使可轉換優先股所附帶之轉換權 <sup>1</sup>	-	-	(505,702)	(50,570)
Issue of consideration preference shares <sup>4</sup>	發行代價優先股 <sup>4</sup>	-	-	555,096	55,510
At 30 June/31 December	於6月30日/12月31日	5,704,166	570,417	5,704,166	570,417
		<b>11,410,837</b>	<b>1,141,084</b>	<b>11,410,837</b>	<b>1,141,084</b>

Notes:

- In 2016, ordinary shares were issued upon exercise of conversion rights attached to the convertible preference shares on a one for one basis.
- In 2016, these shares were issued pursuant to the exercise of 6.0% convertible bonds issued on 20 November 2015. These shares rank pari passu in all respects with other shares in issue.
- In April 2016, the Company purchased a total of 14,436,000 shares of the Company, price ranged from HK\$0.51 to HK\$0.54, on the Stock Exchange for an aggregate consideration of HK\$7,556,020. All of the repurchased shares were cancelled, accordingly, the issued share capital of the Company was reduced by the nominal value of these shares.
- In 2016, these shares were issued upon the issue of state-owned land use rights certificates for a land acquired on 8 January 2015.

附註：

- 於2016年，因行使可轉換優先股所附帶之轉換權而按一兌一基準發行普通股。
- 於2016年，該等股份乃因行使於2015年11月20日發行的6.0厘可換股債券而發行。該等股份將於各方面與其他已發行股份享有同等地位。
- 於2016年4月，本公司在聯交所以每股港幣0.51至0.54元購回共14,436,000股本公司股份，總代價為港幣7,556,020元，所有購回之股份經已註銷，本公司之已發行股本已就該等股份之面值相應遞減。
- 於2016年，就2015年1月8日收購之一地塊已發出國有土地使用權證而發行該等股份。

## 22. Commitments under operating leases

As at 30 June 2017, the Group had future aggregate minimum lease payments payable under non-cancellable operating leases as follows:

		<b>Unaudited 30 June 2017 未經審核 2017年 6月30日 HK\$'000 港幣千元</b>	Audited 31 December 2016 經審核 2016年 12月31日 HK\$'000 港幣千元
Land and buildings	土地及樓宇		
– not later than one year	– 第一年內	<b>31,777</b>	36,833
– later than one year but not later than five years	– 第二年至第五年內	<b>33,751</b>	46,393
– more than five years	– 五年以上	<b>12,985</b>	15,874
		<b>78,513</b>	99,100

As at 30 June 2017, the Group had future aggregate minimum lease payments receivable under non-cancellable operating leases as follows:

		<b>Unaudited 30 June 2017 未經審核 2017年 6月30日 HK\$'000 港幣千元</b>	Audited 31 December 2016 經審核 2016年 12月31日 HK\$'000 港幣千元
Land and buildings	土地及樓宇		
– not later than one year	– 第一年內	<b>46,853</b>	49,396
– later than one year but not later than five years	– 第二年至第五年內	<b>69,959</b>	75,283
– more than five years	– 五年以上	<b>27,167</b>	32,589
		<b>143,979</b>	157,268

## 22. 營運租約承擔

於2017年6月30日，本集團根據不可撤銷之營運租約於未來之最低應付租賃款項總額如下：

於2017年6月30日，本集團根據不可撤銷之營運租約於未來之最低應收租賃款項總額如下：

## 23. Capital commitments

As at 30 June 2017, the Group had capital commitments as follows:

		Unaudited 30 June 2017 未經審核 2017年 6月30日 HK\$'000 港幣千元	Audited 31 December 2016 經審核 2016年 12月31日 HK\$'000 港幣千元
Contracted but not provided for	已訂約但未撥備		
– Properties under development, commercial properties under development under investment properties and construction in progress under property, plant and equipment and leasehold land	– 發展中物業，投資物業中的發展中的商業物業及物業、機器及設備及租賃土地中的在建工程	2,560,351	2,709,931
– Other capital investment	– 其他資本投資	228,571	228,571
		<b>2,788,922</b>	<b>2,938,502</b>

## 24. Related party transactions

Details of significant related party transactions between the Group and its related parties are as follows:

		Unaudited Six months ended 30 June 未經審核 截至6月30日止六個月 2017 HK\$'000 港幣千元	2016 HK\$'000 港幣千元
Interest income from related companies (Note)	來自關連公司之利息收入(附註)	22,832	–
Key management compensation	主要管理人員之補償	30,092	56,272

Note:

Loans to related companies were concluded on terms and prices agreed by both parties. Please refer to Note 15 for details.

## 25. Contingent liabilities

At 30 June 2017 and 31 December 2016, the Group is subject to various claims on liquidated damages of certain construction contracts during the normal course of business. The Directors are of the opinion that the Group has applied extension of time to mitigate the liquidated damages and any resulting liability would not materially affect the financial position of the Group.

## 26. Event after the reporting period

Subsequent to the end of the reporting period, the Group completed the disposal of a leasehold land and building in Hong Kong reclassified as non-current asset held for sale (Note 13) at a total consideration of HK\$760 million. The disposal was completed on 14 August 2017.

## 23. 資本承擔

於2017年6月30日，本集團有下列資本承擔：

## 24. 關連方交易

本集團與其關連人士之重大關連方交易之詳情如下：

		Unaudited Six months ended 30 June 未經審核 截至6月30日止六個月 2017 HK\$'000 港幣千元	2016 HK\$'000 港幣千元
Interest income from related companies (Note)	來自關連公司之利息收入(附註)	22,832	–
Key management compensation	主要管理人員之補償	30,092	56,272

附註：

授予關連公司之貸款乃按雙方協定之條款及價格進行。詳情請參閱附註15。

## 25. 或然負債

於2017年6月30日及2016年12月31日，本集團於一般業務過程中面臨多項涉及若干建造合約之定額賠償索償。董事認為，本集團遞交延期申請以減低定額賠償金額，因此所產生之負債不會對本集團之財務狀況構成任何重大影響。

## 26. 報告期後事件

於報告期末後，本集團已完成出售於香港之重新分類為持作出售之非流動資產的租賃土地及樓宇(附註13)，代價總額為港幣760,000,000元。該出售事項已於2017年8月14日完成。

# Report on Review of Interim Financial Information

## 中期財務資料的審閱報告



Tel : +852 2218 8288  
Fax: +852 2815 2239  
www.bdo.com.hk

電話 : +852 2218 8288  
傳真 : +852 2815 2239  
www.bdo.com.hk

25<sup>th</sup> Floor Wing On Centre  
111 Connaught Road Central  
Hong Kong

香港干諾道中111號  
永安中心25樓

**REPORT ON REVIEW OF INTERIM FINANCIAL INFORMATION  
TO THE BOARD OF DIRECTORS OF HSIN CHONG GROUP HOLDINGS LIMITED**  
*(incorporated in Bermuda with limited liability)*

### Introduction

We were engaged to review the interim financial information set out on pages 17 to 51, which comprise the condensed consolidated balance sheet of Hsin Chong Group Holdings Limited (the "Company") and its subsidiaries (together, the "Group") as at 30 June 2017, and the related condensed consolidated interim income statement, condensed consolidated interim statement of comprehensive income, condensed consolidated interim statement of changes in equity and condensed consolidated interim statement of cash flows for the six-month period then ended, and a summary of significant accounting policies and other explanatory information. 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 are responsible for the preparation and fair presentation of this interim financial information in accordance with HKAS 34. Our responsibility is to express a conclusion on this interim financial information. This report is made 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.

Because of the matters described in the Basis for Disclaimer of Conclusion paragraphs, however, we were not able to obtain sufficient appropriate evidence as a basis for expressing a conclusion on the interim financial information.

**中期財務資料的審閱報告**  
**致新昌集團控股有限公司董事會**  
*(於百慕達註冊成立之有限公司)*

### 引言

我們獲委聘審閱載於第17頁至第51頁之中期財務資料，其中包括新昌集團控股有限公司（「貴公司」）及其附屬公司（統稱「貴集團」）於2017年6月30日之簡明綜合資產負債表、截至該日止六個月期間之相關簡明綜合中期收益表、簡明綜合中期全面收益表、簡明綜合中期權益變動表及簡明綜合中期現金流量表，以及主要會計政策概要和其他說明資料。香港聯合交易所有限公司證券上市規則規定，就中期財務資料編製的報告必須符合以上規則的有關條文以及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」（「香港會計準則第34號」）。董事須負責根據香港會計準則第34號編製及公平列報該中期財務資料。我們的責任是對該中期財務資料作出結論，並按照我們協定之委聘條款僅向整體董事會報告，除此之外本報告別無其他目的。我們不會就本報告的內容向任何其他人士負上或承擔任何責任。

然而，由於不發表結論之基準一段所述之事項，我們無法獲得充分及適當之證據作為對中期財務資料作出結論之基準。

## Basis for Disclaimer of Conclusion

### (1) Multiple uncertainties relating to going concern

As described in Note 2 to the interim financial information, the Group reported a net loss attributable to the owners of the Company of HK\$1,087 million and had a net operating cash outflow of approximately HK\$1,327 million during the six-month period ended 30 June 2017. As at the same date, the Group's total borrowings amounted to HK\$12,426 million, of which HK\$8,668 million were classified as current liabilities, while its unrestricted cash and cash equivalents increased from HK\$411 million to HK\$512 million only.

As at 30 June 2017 and up to the date of this report, the borrowings of the Group in aggregate of HK\$961 million and HK\$2,583 million respectively were overdue but the Group has not been able to obtain extension of repayment of such balances prior to the date of this report. The overdue borrowings without extension would be immediately repayable if requested by the lenders. Furthermore, in respect of the borrowings of the Group in aggregate of HK\$3,893 million as at 30 June 2017, the Group could not meet certain financial ratios as set out in the covenants in the relevant borrowing agreements.

Should the above-mentioned situations constitute or have become events of default under the respective borrowing agreements, including those under the cross-default terms, these might cause an aggregate amount of borrowings up to HK\$6,600 million at 30 June 2017, of which an aggregate amount of HK\$3,289 million had original contractual repayment dates beyond 30 June 2018, to become immediately repayable.

These conditions indicate the existence of material uncertainties which may cast significant doubt about the Group's ability to continue as a going concern.

## 不發表結論之基準

### (1) 有關持續經營的多項不明朗因素

誠如中期財務資料附註2所述，貴集團於截至2017年6月30日止六個月期間錄得貴公司擁有人應佔虧損淨額港幣1,087,000,000元，以及經營現金流出淨額約港幣1,327,000,000元。於同日，貴集團借款總額為港幣12,426,000,000元，其中港幣8,668,000,000元分類為流動負債，而其不受限制現金及等同現金項目則僅由港幣411,000,000元增至港幣512,000,000元。

於2017年6月30日及直至本報告日期，貴集團借款分別合共港幣961,000,000元及港幣2,583,000,000元已逾期，惟貴集團於本報告日期未獲得延期償還該等結餘。並無延期的逾期借貸須於貸款人要求時即時償還。此外，就貴集團於2017年6月30日合共港幣3,893,000,000元之借款而言，貴集團可能無法滿足相關借貸協議契諾所載的若干財務比率。

倘上述情況根據相關借貸協議構成或成為違約事件（包括交叉違約條款項下者），則可能導致於2017年6月30日的總借貸金額港幣6,600,000,000元（其中總金額港幣3,289,000,000元原有合約還款日期為2018年6月30日之後）變為須立即償還。

此等狀況表明存在重大不明朗因素可能會對貴集團能否持續經營業務的能力構成重大疑問。

## Basis for Disclaimer of Conclusion (continued)

### (1) Multiple uncertainties relating to going concern (continued)

The directors of the Company have been undertaking a number of measures to improve the Group's liquidity and financial position, and to remediate certain delayed repayments to financial institutions, which are set out in Note 2 to the interim financial information. The interim financial information has been prepared on a going concern basis, the validity of which depends on the outcome of these measures, which are subject to multiple uncertainties, including (i) the successful negotiations with the lenders for the renewal of or extension for repayment of outstanding borrowings, including those with overdue principals and interests; (ii) the successful obtaining of additional new sources of financing as and when needed; (iii) the successful implementation and acceleration of its disposal plan of its property, plant and equipment and leasehold land, investment properties, properties under development and completed properties held for sale, including timely execution of definitive sales agreements and timely collection of the disposal proceeds, and the successful deferral of capital expenditures for the Group's unsold projects; (iv) the successful pre-sales of certain residential units in Foshan so as to generate operating cash inflows; (v) the successful negotiation with the Group's existing lenders such that no action will be taken by the relevant lenders to demand immediate repayment of the borrowings in any breach of loan covenants or default, including those with cross-default terms; and (vi) the successful maintenance of relationship with the suppliers of the Group, in particular those in relation to the Group's construction business and the property development projects such that no actions will be taken by those suppliers against the Group should the Group not be able to meet all the payment obligations on a timely basis.

The Company's auditor did not express audit opinion on the Company's consolidated financial statements for the year ended 31 December 2016 (the "Company's 2016 financial statements") due to the potential interaction of the above-mentioned multiple uncertainties relating to going concern and the possible cumulative effect on the Company's 2016 financial statements, and the other limitations on their scope of audit procedures. The Group's financial position as of 30 June 2017 and up to the date of this report, and the measures undertaken by the directors of the Company to improve the Group's financial position as summarised above are substantially the same as that existing as of 31 December 2016 and as of the date of the auditor's report on the Company's 2016 financial statements. The multiple uncertainties remain unresolved as of 30 June 2017 and their possible cumulative effects on the interim financial information could be both material and pervasive.

## 不發表結論之基準 (續)

### (1) 有關持續經營的多項不明朗因素 (續)

貴公司董事已採取多項措施，以改善 貴集團的流動性及財務狀況，並補救若干延後向金融機構還款的問題，有關資料載於中期財務資料的附註2。中期財務資料乃按持續經營業務基準編製，其有效性取決於該等措施的結果，其受制於多項不確定事項，包括(i)就尚欠借款（包括已逾期償還本金及利息）與貸款人成功磋商達成重續或延展還款安排；(ii)於需要時成功獲得新的資金來源；(iii)成功實施及加快其物業、機器及設備及租賃土地、投資物業、發展中物業及持有待售已落成物業的出售計劃，包括及時簽立正式出售協議、及時收回出售所得款項及就 貴集團的尚未出售項目成功遞延資本開支；(iv)於佛山成功預售若干住宅單位以產生經營現金流入；(v)成功與 貴集團現有貸款人進行磋商，使相關貸款人不會因任何違反貸款契諾或任何違約，包括該等交叉違約條款，而採取行動要求即時償還所拖欠的借款；及(vi)成功與 貴集團供應商維持關係，尤其是有關 貴集團建造業務及物業發展項目的供應商，使該等供應商在 貴集團未能及時滿足所有還款責任的情況下不會對 貴集團採取行動。

貴公司核數師並無就 貴公司截至2016年12月31日止年度的綜合財務報表（「貴公司2016年財務報表」）發表審核意見，此乃由於上述多項有關持續經營的不明朗因素與 貴公司2016年財務報表的潛在累積影響的相互作用以及對核數師執行審計程序的範圍之其他限制所致。 貴集團截至2017年6月30日及截至本報告日期的財務狀況，以及 貴公司董事為改善 貴集團的財務狀況而採取的措施（於上文概述）與截至2016年12月31日及截至 貴公司2016年財務報表的核數師報告日期者大致相同。截至2017年6月30日，多項不明朗因素尚未解決，該等因素對中期財務資料產生重大且全面的潛在累積影響。



## Basis for Disclaimer of Conclusion (continued)

### (1) Multiple uncertainties relating to going concern (continued)

Should the Group fail to achieve the above mentioned plans and measures, it might not be able to continue to operate as a going concern, and adjustments would have to be made to write down the carrying values of the Group's assets to their recoverable amounts, to provide for any further liabilities which might arise and to reclassify non-current assets and non-current liabilities as current assets and current liabilities. The effects of these adjustments have not been reflected in the interim financial information.

### (2) Transactions and balances relating to Mr. Zhou and his related entities

The Company's auditor reported limitation on their scope of work in their audit of the Company's 2016 financial statements in respect of certain transactions and balances relating to a former director of the Company, Mr. Zhou. The transactions and balances are summarised below.

#### (2) (i) Funding arrangements in relation to certain properties in Beijing

A set of agreements ("Agreement A"), which was not complete and fully executed, was entered into by a wholly-owned subsidiary of the Group ("Subsidiary A"), Mr. Zhou Wei ("Mr. Zhou"), and a People's Republic of China (the "PRC") incorporated company indirectly owned by Mr. Zhou and his relative ("Mr. Zhou's Company A"). Pursuant to Agreement A, Mr. Zhou's Company A should sell certain properties in Beijing, the PRC (the "BJ Properties") to the Group at a consideration of RMB500 million. According to Agreement A, the Group should make a first instalment of RMB130 million upon fulfilling certain conditions, of which RMB129 million had been paid by Subsidiary A to Mr. Zhou's Company A in August 2016. This balance was recorded as "Receivables and Prepayments" under non-current assets in the Group's consolidated balance sheet as at 31 December 2016.

## 不發表結論之基準 (續)

### (1) 有關持續經營的多項不明朗因素 (續)

倘若 貴集團未能實現上述計劃及措施，則未必能繼續按持續經營業務基準經營，將會作出調整以將 貴集團的資產的賬面值撇減至其可收回金額，就可能產生的任何進一步負債作出撥備，及將非流動資產及非流動負債分別重新分類為流動資產及流動負債。該等調整的影響尚未在該等中期財務資料內反映。

### (2) 有關周先生及其關聯實體之交易及結餘

貴公司核數師呈報其對 貴公司2016年財務報表中涉及 貴公司前任董事周先生的若干交易及結餘進行的審計工作範圍存在限制。該等交易及結餘概述如下。

#### (2) (i) 有關若干北京物業的融資安排

貴集團全資附屬公司（「附屬公司A」）、周煒先生（「周先生」）與由周先生及其關聯方間接擁有一間中華人民共和國（「中國」）註冊成立公司（「周先生公司A」）訂立一組協議（「協議A」），該等協議尚未完整及全面執行。根據協議A，周先生公司A須向 貴集團按代價人民幣500,000,000元出售若干於中國北京的物業（「北京物業」）。根據協議A， 貴集團須於滿足若干條件後作出第一期分期付款人民幣130,000,000元，其中人民幣129,000,000元已於2016年8月由附屬公司A向周先生公司A支付。此結餘已於 貴集團於2016年12月31日之綜合資產負債表入賬為非流動資產項下之「應收賬款及預付金」。

## Basis for Disclaimer of Conclusion (continued)

### (2) Transactions and balances relating to Mr. Zhou and his related entities (continued)

#### (2) (i) Funding arrangements in relation to certain properties in Beijing (continued)

Another set of agreements (“Complete Agreement A”) were entered by the Subsidiary A, Mr. Zhou and Mr. Zhou’s Company A which was the same as Agreement A, except that they were complete and fully executed. Pursuant to further documents entered by Subsidiary A, another wholly-owned subsidiary of the Group (“Subsidiary B”) and Mr. Zhou’s Company A (“Further Documents”), Complete Agreement A was terminated as Subsidiary A did not provide the remaining funding of RMB370 million under that agreement. Furthermore, the balance of RMB129 million advanced by Subsidiary A was treated as an unsecured loan to Mr. Zhou’s Company A, which carries interest at 12% per annum and is repayable before 21 August 2024.

#### (2) (ii) Cooperation agreement in relation to the BJ Properties

A cooperation agreement was entered into between another wholly-owned subsidiary of the Group (“Subsidiary C”) and another PRC incorporated company owned by Mr. Zhou’s relatives (“Mr. Zhou’s Company B”) together with a guarantee agreement entered into amongst Subsidiary C, Mr. Zhou’s Company A and Mr. Zhou (collectively, “Agreement B”). Pursuant to Agreement B, as considerations for certain services provided by Mr. Zhou’s Company B, Subsidiary C should pay a total amount of RMB247.5 million to Mr. Zhou’s Company B. Payments of RMB126.2 million and RMB121.3 million were made by Subsidiary C to another company indirectly owned by Mr. Zhou on 29 December 2016 and 13 January 2017, respectively, which were financed by a long-term loan facility of RMB420 million provided by a financial institution in the PRC to the Group on 28 December 2016. Pursuant to the relevant loan agreement, Mr. Zhou’s Company A pledged the BJ Properties to the financial institution as a security to the loan facility of RMB420 million. As at 31 December 2016, the first payment was recorded as “Receivables and Prepayments” under non-current assets in the Group’s consolidated balance sheet as at 31 December 2016. No profit or loss was recognised in the Consolidated Income Statement for the year ended 31 December 2016 in this connection.

## 不發表結論之基準 (續)

### (2) 有關周先生及其關聯實體之交易及結餘 (續)

#### (2) (i) 有關若干北京物業的融資安排 (續)

附屬公司A、周先生及周先生公司A已訂立另一組協議(「完整協議A」)·與協議A相同並已完整及全面執行。根據附屬公司A、貴集團另一全資附屬公司(「附屬公司B」)與周先生公司A簽訂的其他文件(「其他文件」)·由於附屬公司A並無根據完整協議A提供剩餘資金人民幣370,000,000元·故完整協議A獲終止。此外·附屬公司A已授出之墊款人民幣129,000,000元之結餘被視作向周先生公司A所作的無抵押貸款·按年利率12%計息並須於2024年8月21日前償付。

#### (2) (ii) 有關若干北京物業的合作協議

貴集團另一全資附屬公司(「附屬公司C」)與由周先生關聯方所擁有的另一中國註冊成立公司(「周先生公司B」)簽訂合作協議·連同由附屬公司C、周先生公司A及周先生簽訂的擔保協議(統稱「協議B」)·根據協議B·作為周先生公司B提供若干服務的代價·附屬公司C須向周先生公司B支付總額人民幣247,500,000元。附屬公司C分別於2016年12月29日及2017年1月13日支付人民幣126,200,000元及人民幣121,300,000元予周先生間接擁有的另一公司·該等款項由一間中國金融機構於2016年12月28日向貴集團所提供的長期貸款融資人民幣420,000,000元進行撥付。根據相關貸款協議·周先生公司A已向該金融機構質押北京物業作為貸款融資人民幣420,000,000元之抵押。於2016年12月31日·第一筆付款已分別於貴集團2016年12月31日之綜合資產負債表入賬為非流動資產項下之「應收賬款及預付金」。截至二零一六年十二月三十一日止年度並無於綜合收益表確認任何損益。

**Basis for Disclaimer of Conclusion** (continued)

**(2) Transactions and balances relating to Mr. Zhou and his related entities** (continued)

**(2) (ii) Cooperation agreement in relation to the BJ Properties** (continued)

Pursuant to another agreement (“Agreement C”), Agreement B was terminated and a loan agreement (“Agreement D”) was entered into, pursuant to which total payments of RMB247.5 million, made on 13 January 2017, in accordance with Agreement B, are treated as a loan from Subsidiary C to Mr. Zhou’s Company B for a term of period from 28 December 2016 to 12 November 2018, which carries interest at 0.91667% per month.

In relation to these transactions and balances with Mr. Zhou and entities related to him under (2)(i) and (2)(ii), together with the concerns on those transactions described in paragraphs (3) and (4) below in this report, the auditor of the Company’s 2016 financial statements requested the Company’s audit committee to commission an independent investigation on the approval, authenticity and commercial substance of the relevant transactions (the “Proposed Investigation”). Because of the above scope limitations and the multiple uncertainties relating to the Group’s ability to continue as a going concern (see sub-section (1) above) the Company’s auditor did not express an opinion on the Company’s 2016 financial statements.

In respect of the matter stated under (2)(i), RMB129 million was recorded as “Receivables and Prepayments” under non-current assets in the Group’s condensed consolidated balance sheet as at 30 June 2017. For the six-month period ended 30 June 2017, interest income of RMB7.2 million was recognised in the Group’s condensed consolidated interim income statement and the corresponding interest receivable was included as “Other Receivable” under current assets in the Group’s condensed consolidated balance sheet as at 30 June 2017.

**不發表結論之基準** (續)

**(2) 有關周先生及其關聯實體之交易及結餘** (續)

**(2) (ii) 有關若干北京物業的合作協議** (續)

根據另一項協議(「協議C」)，協議B已被終止及貸款協議(「協議D」)已獲訂立，據此依據協議B於2017年1月13日作出的付款總額人民幣247,500,000元被視為附屬公司C授予周先生公司B的貸款，貸款期限由2016年12月28日至2018年11月12日，按月利率0.91667%計息。

就有關(2)(i)及(2)(ii)項下周先生及與其相關實體的該等交易及結餘而言，以及我們對於本報告下文第(3)及(4)段落所述該等交易的憂慮，貴公司2016年財務報表之核數師已要求貴公司審核委員會對相關交易的批准、真確性及商業實質性進行獨立調查(「建議調查」)。由於上述範圍限制及有關貴集團持續經營能力的多項不明朗因素(見上文第(1)分節)，貴公司核數師不對貴公司2016年財務報表發表意見。

就第(2)(i)條所述事項而言，人民幣129,000,000元於貴集團在2017年6月30日的簡明綜合資產負債表入賬為非流動資產項下之「應收賬款及預付金」。截至2017年6月30日止六個月期間，貴集團的簡明綜合中期收益表確認利息收入人民幣7,200,000元，而相應的應收利息列入貴集團於2017年6月30日的簡明綜合資產負債表流動資產項下的「其他應收賬款」。

## Basis for Disclaimer of Conclusion (continued)

### (2) Transactions and balances relating to Mr. Zhou and his related entities (continued)

In respect of the matter stated under (2)(ii), RMB247.5 million was recorded as "Receivables and Prepayments" under non-current assets in the Group's condensed consolidated balance sheet as at 30 June 2017. For the six-month period ended 30 June 2017, interest income of RMB12.9 million was recognised in the Group's condensed consolidated interim income statement and the corresponding interest receivable was included as "Other Receivable" under current assets in the Group's condensed consolidated balance sheet as at 30 June 2017.

As at the date of this report, the Proposed Investigation is still in progress and the circumstances in respect of the transactions and balances relating to Mr. Zhou and his related entities remained substantially the same as at 31 December 2016 and the directors of the Company were unable to provide us any further explanation about these transactions and balances. Based on our procedures performed, the following issues which were highlighted in the report of the Company's auditor relating to the Company's 2016 financial statements remained unresolved:

- (i) the business rationale and commercial substance, legitimacy, occurrence, accuracy, completeness and presentation of these transactions and the related balances as at and during the year/period ended 31 December 2016 and 30 June 2017;
- (ii) the valuation of the related balances as at 31 December 2016 and 30 June 2017; and
- (iii) whether the effects of these transactions have been properly accounted for and disclosed, including the accuracy and completeness of any related party transaction disclosures.

## 不發表結論之基準 (續)

### (2) 有關周先生及其關聯實體之交易及結餘 (續)

就第(2)(ii)條所述事項而言，人民幣247,500,000元於 貴集團在2017年6月30日的簡明綜合資產負債表入賬為非流動資產項下之「應收賬款及預付金」。截至2017年6月30日止六個月期間， 貴集團的簡明綜合中期收益表確認利息收入人民幣12,900,000元，而相應的應收利息列入 貴集團於2017年6月30日的簡明綜合資產負債表流動資產項下的「其他應收賬款」。

於本報告日期，建議調查仍在進行，且有關周先生及其關聯實體之交易及結餘的狀況與於2016年12月31日時基本相同，而 貴公司董事未能就該等交易及結餘向我們作出任何進一步解釋。根據所執行的程序，下列於 貴公司核數師有關 貴公司2016年財務報表的報告中強調的事項仍未解決：

- (i) 於2016年12月31日及2017年6月30日以及截至該日止年度／期間之該等交易及相關結餘之商業理據及商業實質、合法性、存在性、準確性、完整性及呈報；
- (ii) 相關結餘於2016年12月31日及2017年6月30日之估值；及
- (iii) 該等交易之影響是否已妥為入賬及披露，包括任何關聯方交易披露之準確性及完整性。

### Basis for Disclaimer of Conclusion (continued)

#### (3) Payments made to a construction company

The Company's auditor reported limitation on their scope of work in their audit of the Company's 2016 financial statements in respect of payments made to a construction company. The details about the payment transactions are summarised below.

Two shop renovation subsidy agreements (the "Subsidy Agreements") entered into by certain wholly-owned subsidiaries of the Group with a construction company incorporated in the PRC (the "Construction Company"), in relation to the Group's property development project in Foshan city, the PRC (the "Foshan project"), and another one in relation to the Group's property development project in Taian city, the PRC (the "Taian project"). There was also a supplemental agreement (the "Supplemental Agreement") in relation to the Foshan project, and an interior renovation construction contract (the "Renovation Contract") in relation to the Taian project.

Total contract sums under the Subsidy Agreements amounted to RMB765 million and RMB136 million for the Foshan project and the Taian project respectively. Amounts of RMB433 million and RMB22 million were paid in accordance with the Subsidy Agreements for the Foshan project and the Taian project respectively in 2016.

Pursuant to the Supplemental Agreement for the Foshan project only, as a result of the Group's revised development and investment plan, an amount of RMB457 million out of the total contract sum of RMB765 million under the Subsidy Agreements was revised to cover certain services ("Services") to be provided by the Construction Company. The remaining balance of RMB308 million was revised as subsidies for the renovation work of the future tenants as stipulated in the Subsidy Agreements, together with other construction work and tender services in relation to the Foshan project, with the final contract sum subject to work certification. As at 31 December 2016, of the total RMB433 million paid by the Group to the Construction Company under the Subsidy Agreements, an amount of RMB409 million was accounted for as partial payment in respect of the work of RMB457 million under the Supplemental Agreement. In August 2016, the Construction Company issued a payment request totaling RMB48 million, to the Group stating that the work under the Services had been completed. This amount was paid by the Group in January 2017.

### 不發表結論之基準 (續)

#### (3) 向一間建造公司作出之付款

貴公司核數師呈報其對 貴公司2016年財務報表中涉及向一間建造公司作出的付款進行的審計工作存在限制。有關付款交易的詳情概述如下。

貴集團之若干全資附屬公司與一間於中國註冊成立之建造公司(「建造公司」)訂立兩份商鋪裝修工程補償協議(「補償協議」)，內容有關 貴集團於中國佛山市之物業發展項目(「佛山項目」)，另一份內容有關 貴集團於中國泰安市之物業發展項目(「泰安項目」)。亦有一份內容有關佛山項目之補充協議(「補充協議」)及一份內容有關泰安項目之室內裝修工程施工合約(「裝修合約」)。

補償協議項下的有關佛山項目及泰安項目的合約總金額分別為人民幣765,000,000元及人民幣136,000,000元。於2016年已根據補償協議項下分別就佛山項目及泰安項目支付人民幣433,000,000元及人民幣22,000,000元的金額。

僅根據佛山項目的補償協議，由於 貴集團修訂了發展及投資計劃，補償協議合約項下總金額人民幣765,000,000元中的人民幣457,000,000元已作出修訂以涵蓋建造公司將提供的若干服務(「該等服務」)。剩餘金額人民幣308,000,000元已修訂為補償協議所訂明的未來租戶裝修工程的補償，連同有關佛山項目的其他建造工程及招標服務，而最終合約金額須根據工程認證情況予以調整。於2016年12月31日， 貴集團根據補償協議向建造公司支付之合共人民幣433,000,000元中，人民幣409,000,000元入賬為就補充協議項下人民幣457,000,000元之工程的部分付款。於2016年8月，建造公司向 貴集團發出付款請求，當中說明該等服務已完成，其請求支付餘額合共人民幣48,000,000元，而 貴集團已於2017年1月償付該款項。

### Basis for Disclaimer of Conclusion (continued)

#### (3) Payments made to a construction company (continued)

Pursuant to the Renovation Contract for the Taian project only, the Construction Company should provide interior decoration service for the first phase outlet mall of the Taian project for a contract sum of RMB500 million. An amount of RMB250 million was paid under the Renovation Contract upon the inception of the Renovation Contract. Management confirmed that as at 31 December 2016, the work under the Renovation Contract has not commenced.

In the Group's consolidated balance sheet as at 31 December 2016, the aggregate amount of RMB272 million paid for the Taian project was included as "Receivables and Prepayments" under non-current assets while for the Foshan project, out of the aggregate amount of RMB433 million paid by the Group, amounts of RMB409 million were accounted for as additions to "Investment Properties" during 2016 and amounts of RMB24 million was included as "Receivables and Prepayments" under non-current assets.

In relation to these payment transactions, together with the concerns on those transactions described in sub-sections headed (2) and (4) in this report, the auditor of the Company's 2016 financial statements has requested the Company's audit committee to commission an independent investigation on the approval, authenticity and commercial substance of the relevant transactions (the "Proposed Investigation"). Because of the above scope limitations and the multiple uncertainties relating to the Group's ability to continue as a going concern (see sub-section (1) above), the Company's auditor did not express an opinion on the Company's 2016 financial statements.

During the six-month ended 30 June 2017, the aggregate amount of RMB148 million paid for the Foshan project of which RMB126 million and RMB22 million was accounted for as addition to "Investment Properties" and "Property, plant and equipment" respectively. In respect of the aggregate amount of RMB24 million which was included as "Receivables and Prepayments" under non-current assets, as mentioned above, RMB19 million and RMB5 million was reclassified to "Investment Properties" and "Property, plant and equipment" respectively during the six-month period ended 30 June 2017.

In the Group's condensed consolidated balance sheet as at 30 June 2017, RMB491 million and RMB90 million was accounted for as "Investment Properties" and "Property, plant and equipment" respectively for the Foshan project and RMB272 million was accounted for as "Receivables and Prepayments" for the Taian project.

### 不發表結論之基準 (續)

#### (3) 向一間建造公司作出之付款 (續)

僅根據泰安項目之裝修合約，建造公司須就泰安項目一期商場提供內部裝修服務，合約金額為人民幣500,000,000元。自裝修合約開始以來已根據裝修合約支付人民幣250,000,000元。管理層確認，於2016年12月31日，裝修合約項下之工程尚未開始。

於 貴集團2016年12月31日之綜合資產負債表中，已就泰安項目支付之總金額人民幣272,000,000元作為非流動資產項下之「應收賬款及預付金」列賬，而 貴集團就佛山項目支付之總金額人民幣433,000,000元中，人民幣409,000,000元入賬為2016年「投資物業」之增置及人民幣24,000,000元作為非流動資產項下「應收賬款及預付金」列賬。

就該等付款交易而言，連同對本報告第(2)及(4)分節所述該等交易的憂慮，貴公司2016年財務報表之核數師要求 貴公司審核委員會對有關相關交易的批准、真確性及商業實質性進行獨立調查（「建議調查」）。由於上述範圍限制及有關 貴集團持續經營能力的多項不明朗因素（見上文第(1)分節），貴公司核數師不對 貴公司2016年財務報表發表意見。

截至2017年6月30日止六個月，已就佛山項目支付總金額人民幣148,000,000元，其中人民幣126,000,000元入賬為「投資物業」之添置及人民幣22,000,000元入賬為「物業、機器及設備」之增置。就上文所述入賬為非流動資產項下的「應收款項及預付金」的人民幣24,000,000元而言，截至2017年6月30日止六個月，人民幣19,000,000元重新分類為「投資物業」及人民幣5,000,000元重新分類為「物業、機器及設備」。

於 貴集團2017年6月30日之簡明綜合資產負債表中，人民幣491,000,000元就佛山項目入賬為「投資物業」及人民幣90,000,000元就佛山項目入賬為「物業、機器及設備」，而人民幣272,000,000元就泰安項目入賬為「應收賬款及預付金」。

### Basis for Disclaimer of Conclusion (continued)

#### (3) Payments made to a construction company (continued)

As at the date of this report, the Proposed Investigation is still in progress and the circumstances in respect of the payment transactions remained substantially the same as at 31 December 2016 and the directors of the Company were unable to provide us any further explanation about these transactions and balances. Based on our procedures performed, the following issues which were highlighted in the report of the Company's auditor relating to the Company's 2016 financial statements remained unresolved:

- (i) the business rationale (including the reasonableness of the subsidies to tenants as compared with common market practices) and commercial substance, occurrence, accuracy, completeness and presentation of these transactions together with the related balances as at and during the year/period ended 31 December 2016 and 30 June 2017;
- (ii) whether the effects of these transactions have been properly accounted for and disclosed, including the potential impact on the carrying amounts of the related assets of the Foshan project and the Taian project including "Investment Properties", "Receivables and Prepayments" or other assets in the Group's consolidated balance sheet as at 31 December 2016 and condensed consolidated balance sheet as at 30 June 2017 and the potential related impact to changes in fair value for investment properties or other items in the consolidated income statement for the year ended 31 December 2016 and the condensed consolidated interim income statement for the six-month period ended 30 June 2017; and
- (iii) disclosure of the related capital commitment, if any.

#### (4) Payments made to certain financial consultancy companies

The Company's auditor reported limitation on their scope of work in their audit of the Company's 2016 financial statements in respect of payments made to certain financial consultancy companies. The details about the payment transactions are summarised below.

In 2016, total payments of RMB120 million to four companies incorporated in the PRC (the "Financial Consultancy Companies") was made by certain wholly-owned subsidiaries of the Group. These balances were capitalised in "Properties under Development" in the consolidated balance sheet as at 31 December 2016.

### 不發表結論之基準 (續)

#### (3) 向一間建造公司作出之付款 (續)

於本報告日期，建議調查仍在進行中，及有關付款交易的情形與2016年12月31日大體相同及 貴公司董事無法就該等交易及結餘向我們提供任何進一步解釋。根據我們所進行的程序，以下於 貴公司核數師報告內就 貴公司2016年財務報表重點描述的事宜仍未解決：

- (i) 於2016年12月31日及2017年6月30日及截至該日止年度/期間之該等交易及相關結餘之商業理據(包括相較常見市場慣例而言給予租戶之補償的合理性)及商業實質、存在、準確性、完整性及呈報；
- (ii) 該等交易之影響是否已妥為入賬及披露，包括對佛山項目及泰安項目相關資產(包括 貴集團於2016年12月31日的綜合資產負債表及於2017年6月30日的簡明綜合資產負債表當中的「投資物業」、「應收賬款及預付金」或其他資產)賬面值之潛在影響及對截至2016年12月31日止年度的綜合收益表及截至2017年6月30日止六個月期間的簡明綜合中期收益表當中之投資物業公允值變動或其他項目之潛在相關影響；及
- (iii) 披露相關資本承擔(如有)。

#### (4) 向若干財務諮詢公司作出之付款

貴公司核數師報告其於審核 貴公司2016年財務報表有關向若干財務諮詢公司作出之付款時的工作範圍存在限制。有關付款交易的詳情概述如下。

於2016年， 貴集團若干全資附屬公司向四間於中國註冊成立之公司(「財務諮詢公司」)作出合共人民幣120,000,000元之付款。該等結餘於2016年12月31日的綜合資產負債表「發展中物業」項下予以資本化。

## Basis for Disclaimer of Conclusion (continued)

### (4) Payments made to certain financial consultancy companies (continued)

For these payments, several financial consultancy service agreements (the "Financial Consultancy Agreements") were entered into by the Group in May 2016, pursuant to which, the Financial Consultancy Agreements, the Financial Consultancy Companies should provide financial consultancy services to the Group. Details of the services were not provided in these agreements however. In addition, a management schedule was provided to relate the aforesaid financial consultancy service fees of RMB120 million to an entrusted loan of RMB750 million obtained by the Group in May 2016, together with certain documents from the Financial Consultancy Companies to the Group stating that the amounts received were related to the aforesaid entrusted loan. However, the names or the existence of the Financial Consultancy Companies as consultants were not mentioned in the corresponding entrusted loan agreement.

In relation to these payment transactions, together with the concerns on those transactions described in sub-sections headed (2) and (3) in this report, the auditor of the Company's 2016 financial statements has requested the Company's audit committee to commission an independent investigation on the approval, authenticity and commercial substance of the relevant transactions (the "Proposed Investigation"). Because of the above scope limitations and the multiple uncertainties relating to the Group's ability to continue as a going concern (see sub-section (1) above), the Company's auditor did not express an opinion on the Company's 2016 financial statements.

As at the date of this report, the Proposed Investigation is still in progress and the circumstances in respect of the payment transactions remained substantially the same as at 31 December 2016 and the directors of the Company were unable to provide us any further explanation about these transactions and balances. Based on our procedures performed, the following issues which were highlighted in the report of the Company's auditor relating to the Company's 2016 financial statements remained unresolved:

- (i) the business rationale and commercial substance, occurrence, accuracy, completeness and presentation of these transactions together with the related balances as at and during the year/period ended 31 December 2016 and 30 June 2017; and

## 不發表結論之基準 (續)

### (4) 向若干財務諮詢公司作出之付款 (續)

至於該等付款，貴集團於2016年5月訂立若干財務諮詢服務協議（「財務諮詢服務協議」）。根據財務諮詢服務協議，財務諮詢公司須向貴集團提供財務諮詢服務。然而，該等協議當中並無提供服務之詳情。此外，已提供一份有關上述財務諮詢費用人民幣120,000,000元（有關貴集團於2016年5月所取得之人民幣750,000,000元的信託貸款）之管理層清單，而貴集團自財務諮詢公司接獲之文件當中則說明該等已收取款項乃與上述信託貸款有關。然而，相應信託貸款協議中卻並無提及財務諮詢公司作為顧問之名稱或存在。

就該等付款交易而言，連同對本報告第(2)及(3)分節所述該等交易的憂慮，貴公司2016年財務報表之核數師要求貴公司審核委員會對有關相關交易的批准、真確性及商業實質性進行獨立調查（「建議調查」）。由於上述範圍限制及有關貴集團持續經營能力的多項不明朗因素（見上文第(1)分節），貴公司核數師不對貴公司2016年財務報表發表意見。

於本報告日期，建議調查仍在進行中，及有關付款交易的情形與2016年12月31日大體相同及貴公司董事無法就該等交易及結餘向我們提供任何進一步解釋。根據我們所進行的程序，以下於貴公司核數師報告內就貴公司2016年財務報表重點描述的事宜仍未解決：

- (i) 於2016年12月31日及2017年6月30日及截至該日止年度／期間之該等交易及相關結餘之商業理據及商業實質、存在、準確性、完整性及呈報；及



### Basis for Disclaimer of Conclusion (continued)

#### (4) Payments made to certain financial consultancy companies (continued)

- (ii) whether the effects of these transactions have been properly accounted for and disclosed, including the potential impact on the carrying amounts of any related assets of the Group's property projects under "Properties under Development" and "Investment Properties" in the consolidated balance sheet as at 31 December 2016 and condensed consolidated balance sheet as at 30 June 2017 and the potential related impact to the consolidated income statement for the year ended 31 December 2016 and the condensed consolidated interim income statement for the six-month period ended 30 June 2017.

### Other Matter

The Company's 2016 financial statements were audited by another auditor who did not express an opinion on the Company's 2016 financial statements.

### Disclaimer of Conclusion

Due to the significance of the matters described in the Basis for Disclaimer of Conclusion paragraphs, we were unable to obtain sufficient appropriate evidence to form a conclusion on the accompanying interim financial information. Accordingly, we do not express a conclusion on this interim financial information.

**BDO Limited**  
Certified Public Accountants

**Au Yiu Kwan**  
Practising Certificate Number P05018

Hong Kong, 31 August 2017

### 不發表結論之基準 (續)

#### (4) 向若干財務諮詢公司作出之付款 (續)

- (ii) 該等交易之影響是否已妥為入賬及披露，包括對2016年12月31日的綜合資產負債表及2017年6月30日的簡明綜合資產負債表當中「發展中物業」及「投資物業」項下的 貴集團物業項目之任何相關資產之賬面值之潛在影響及對截至2016年12月31日止年度之綜合收益表及截至2017年6月30日止六個月之簡明綜合中期收益表之潛在相關影響。

### 其他事項

貴公司之2016年財務報表由另一名並未就 貴公司之2016年財務報表發表意見之核數師進行審核。

### 不發表結論

由於不發表結論之基準段落所述事項的重要性，我們無法獲得充分及適當之證據就相關中期財務資料得出結論。因此，我們不對該中期財務資料發表結論。

**香港立信德豪會計師事務所有限公司**  
執業會計師

**歐耀均**  
執業證書號碼P05018

香港，2017年8月31日

## Other Information 其他資料

### Directors' and Chief Executives' Interests and Short Positions in shares, underlying shares and debentures of the Company and its Associated Corporations

As at 30 June 2017, the interests and short positions of the Directors and the chief executive of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the "SFO")), which were required: (a) to be notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to Division 7 and 8 of Part XV of the SFO (including interests and short positions which they are taken or deemed to have under such provisions of the SFO); or (b) pursuant to section 352 of the SFO, to be entered in the register referred to therein (the "Register"); or (c) to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 to the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules"), were as follows:

#### Long positions in the ordinary shares (the "Shares") and underlying shares of the Company

### 董事及行政總裁於本公司及其相聯法團之股份、相關股份及債券中擁有之權益及淡倉

於2017年6月30日，本公司各董事及行政總裁於本公司或其任何相聯法團（定義見香港法例第571章證券及期貨條例（「證券及期貨條例」）第XV部）之股份、相關股份及債券中擁有須：(a)根據證券及期貨條例第XV部第7及第8分部知會本公司及香港聯合交易所有限公司（「聯交所」）之權益及淡倉（包括根據證券及期貨條例有關條文彼等被當作或視為擁有之權益及淡倉）；或(b)根據證券及期貨條例第352條記錄於該條所述登記冊（「登記冊」）之權益及淡倉；或(c)根據聯交所證券上市規則（「上市規則」）附錄十所載有關《上市發行人董事進行證券交易的標準守則》（「標準守則」）須通知本公司及聯交所之權益及淡倉如下：

#### 於本公司普通股股份（「股份」）及相關股份之好倉

Name of Directors	Capacity	Number of shares held/ involved	Number of underlying shares held	Total	Approximate percentage of interests in the issued share capital
董事姓名	身份	持有／涉及之股份數目	持有之相關股份數目	總計	佔已發行股本之權益概約百分比 (Note 4) (附註4)
LIN Zhuo Yan ("Mr. LIN") 林卓延（「林先生」）	Interests of spouse 配偶權益	1,466,858,789 (Note 1) (附註1)	–	1,466,858,789	25.70%
	Interests of controlled corporation(s) 受控法團權益	–	2,704,166,666 (Note 2) (附註2)	2,704,166,666	47.39%
Joseph CHOI Kin Hung 蔡健鴻	Beneficial owner 實益擁有人	–	1,334,000 (Note 3) (附註3)	1,334,000	0.02%
LUI Chun Pong 呂振邦	Beneficial owner 實益擁有人	–	750,000 (Note 3) (附註3)	750,000	0.01%

Notes:

1. (a) 475,816,993 Shares are held by Neo Summit Limited ("Neo Summit"), which is owned by (a) Pinnacle State Real Estate Limited as to 28.89%; (b) Summit View Holdings Limited ("Summit View") as to 13.33%; (c) Jones Capital Investments Limited as to 28.89%; and (d) Becl World Holding Ltd as to 28.89%. Jones Capital Investments Limited is wholly-owned by Ms. MA Kwing, Pony ("Ms. MA"). As such, Neo Summit is deemed to be a controlled corporation of Ms. MA under the SFO.
- (b) 991,041,796 Shares are held by Summit View, which is owned as to 50% by Ms. MA. As such, Summit View is deemed to be a controlled corporation of Ms. MA under the SFO.
- (c) Mr. LIN, the Non-Executive Chairman of the Company, is the spouse of Ms. MA and is deemed to be interested in the aforesaid 1,466,858,789 Shares under the SFO.

2. As disclosed in (a) the announcement of the Company dated 15 May 2014, Hsin Chong Property Holdings Limited (a wholly-owned subsidiary of the Company) as the Purchaser entered into the Acquisition Agreement with Rich Century Development Limited ("Rich Century") (a company wholly-owned by Mr. LIN) as the Vendor and Mr. LIN as the warrantor regarding a very substantial acquisition in relation to the acquisition of a property development project in the PRC; and (b) the announcement of the Company dated 4 November 2014, a Supplemental Agreement was entered into amongst the same parties. As part of the consideration of the Acquisition Agreement, the Company may issue to Rich Century convertible preference shares ("CPSs") which can be converted into Shares. As such, Rich Century being a company wholly-owned by Mr. LIN is deemed to be a controlled corporation of Mr. LIN under the SFO.

As disclosed in the announcement of the Company dated 8 January 2015 in relation to the issuance of CPSs as part of the consideration, the total number of CPSs (issued or which may be issued) to Rich Century and which can be converted into Shares is 6,253,829,151. Upon issue of certain number of CPSs to Rich Century on 8 January 2015, it then disposed 1,855,563,322 CPSs on the same date. Therefore, as of 30 June 2015, Rich Century held 4,398,265,830 CPSs (rounding difference included).

As further disclosed in the announcements of the Company dated 30 June 2015, 15 January 2016 and 26 April 2016 respectively in relation to the issuance of CPSs as part of the consideration, Rich Century was further allotted by the Company 1,095,042,146 CPSs, 259,263,039 CPSs and 295,833,333 CPSs on 8 July 2015, 15 January 2016 and 26 April 2016 respectively. Rich Century then disposed 1,095,042,146 CPSs, 259,263,039 CPSs, 280,000,000 CPSs and 15,833,333 CPSs on 15 July 2015, 19 January 2016, 29 April 2016 and 31 May 2016 respectively. Therefore, as at 30 June 2017, Rich Century held 2,704,166,666 CPSs.

3. As at 30 June 2017, the interests in the underlying shares held by the Directors represented share options granted pursuant to the share option scheme adopted by the Company on 22 May 2008. Details of share options granted were set out on page 66 under the section "Share Option Schemes".

4. There were 5,706,670,104 Shares in issue as at 30 June 2017.

Save as disclosed above, as at 30 June 2017, none of the Directors or 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) which had been notified to the Company and the Stock Exchange or as recorded in the Register or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

附註:

1. (a) 新峰有限公司(「新峰」)持有475,816,993股股份,並由以下各方(a)峻炫地產有限公司擁有28.89%;(b)峰景控股有限公司(「峰景」)擁有13.33%;(c) Jones Capital Investments Limited擁有28.89%;及(d) Becl World Holding Ltd擁有28.89%。Jones Capital Investments Limited由馬炯女士(「馬女士」)全資擁有。因此,根據證券及期貨條例,新峰被視為馬女士之受控法團。
- (b) 峰景持有991,041,796股股份,並由馬女士擁有50%。因此,根據證券及期貨條例,峰景被視為馬女士之受控法團。
- (c) 本公司非執行主席林先生為馬女士之配偶,故根據證券及期貨條例被視為於上述1,466,858,789股股份中擁有權益。

2. 誠如(a)本公司日期為2014年5月15日之公告所披露,新昌地產控股有限公司(本公司一間全資擁有附屬公司)(作為買方)與利世發展有限公司(一間由林先生全資擁有之公司)(「利世發展」)(作為賣方)及林先生(作為擔保人)就有關收購一項位於中國之物業發展項目之非常重大收購事項訂立收購協議;及(b)本公司日期為2014年11月4日之公告所披露,相同之訂約方訂立補充協議。作為收購協議代價之一部分,本公司可向利世發展發行可轉換優先股(「可轉換優先股」),其可轉換為股份。因此,根據證券及期貨條例,利世發展(林先生全資擁有之公司)被視為林先生之受控法團。

誠如本公司日期為2015年1月8日內容有關發行可轉換優先股作為部分代價之公告所披露,已向或可向利世發展發行之可轉換優先股總數為6,253,829,151股,均可轉換為股份。於2015年1月8日向利世發展發行若干數目之可轉換優先股後,其於同日出售1,855,563,322股可轉換優先股。因此,於2015年6月30日,利世發展持有4,398,265,830股可轉換優先股(四捨五入之差異)。

誠如本公司日期分別為2015年6月30日、2016年1月15日及2016年4月26日內容有關發行可轉換優先股作為部分代價之公告所進一步披露,利世發展分別於2015年7月8日、2016年1月15日及2016年4月26日獲本公司進一步配發1,095,042,146股、259,263,039股及295,833,333股可轉換優先股。利世發展其後分別於2015年7月15日、2016年1月19日、2016年4月29日及2016年5月31日出售1,095,042,146股、259,263,039股、280,000,000股及15,833,333股可轉換優先股。因此,於2017年6月30日,利世發展持有2,704,166,666股可轉換優先股。

3. 截至2017年6月30日,董事持有之相關股份之權益指根據本公司於2008年5月22日採納之認股權計劃授出之認股權。授出之認股權詳情載於第66頁之「認股權計劃」一節內。

4. 於2017年6月30日之已發行股份為5,706,670,104股。

除上文所披露者外,於2017年6月30日,本公司各董事或行政總裁概無於本公司或其任何相聯法團(定義見證券及期貨條例第XV部)之任何股份、相關股份或債券中擁有任何權益或淡倉而已知會本公司及聯交所或記錄於登記冊內,或根據標準守則已知會本公司及聯交所。

Share Option Schemes  
2008 Option Scheme

A share option scheme was adopted by the shareholders of the Company on 22 May 2008 (the "2008 Option Scheme"). Details of the 2008 Option Scheme have been disclosed in the 2016 Annual Report of the Company.

Details of movements in the share options under the 2008 Option Scheme during the period and options outstanding as at the beginning and end of the period are as follows:

Name of grantees	Date of grant	Number of share options held as at 1 January 2017 於2017年1月1日持有之認股權數目	Changes during the period 期內之變動				Number of share options held as at 30 June 2017 於2017年6月30日持有之認股權數目	Exercise price per share 每股行使價 (HK\$) (港幣元)	Exercisable period 行使期 (dd/mm/yyyy) (日/月/年)	Closing price per share immediately before date of grant of share options 緊接認股權授出日前的每股收市價 (HK\$) (港幣元)
			Granted 授出	Exercised 行使	Lapsed 失效	Cancelled 註銷				
<b>Directors</b>										
<b>董事</b>										
Joseph CHOI Kin Hung 蔡健鴻	04/12/2009	1,334,000 <sup>2)</sup>	-	-	-	-	1,334,000	1.02	04/12/2010 – 03/12/2019	1.02
LUI Chun Pong 呂振邦	01/09/2011	750,000 <sup>2)</sup>	-	-	-	-	750,000	1.29	30/09/2012 – 31/08/2021	1.27
<b>Employees (in aggregate)</b>										
<b>僱員 (總計)</b>										
	23/05/2008	14,000,000 <sup>3)</sup>	-	-	-	-	14,000,000	2.13	01/01/2009 – 22/05/2018	2.04
	04/12/2009	1,000,000 <sup>2)</sup>	-	-	(1,000,000)	-	-	1.02	04/12/2010 – 03/12/2019	1.02
	01/09/2011	1,500,000 <sup>2)</sup>	-	-	-	-	1,500,000	1.29	30/09/2012 – 31/08/2021	1.27
<b>Total</b>		<b>18,584,000</b>	<b>-</b>	<b>-</b>	<b>(1,000,000)</b>	<b>-</b>	<b>17,584,000</b>			
<b>總計</b>										

Notes:

- Share options were vested in three portions on 4 December 2010, 2011 and 2012 respectively, and became exercisable for a period from the respective dates and ending on 3 December 2019.
- Share options were vested in three portions on 30 September 2012, 2013 and 2014 respectively, and became exercisable for a period from the respective dates and ending on 31 August 2021.
- Share options were vested in three portions on 1 January 2009, 2010 and 2011 respectively, and became exercisable for a period from the respective dates and ending on 22 May 2018.

認股權計劃  
2008年認股權計劃

一項認股權計劃乃由本公司股東於2008年5月22日採納(「2008年認股權計劃」)。2008年認股權計劃之詳情已披露於本公司2016年年報內。

於2008年認股權計劃下認股權於期內之變動，及於期初及期末之未行使認股權詳情如下：

附註：

- 認股權分別於2010年、2011年及2012年12月4日按三部分歸屬，並於各自日期起至2019年12月3日止期間可予行使。
- 認股權分別於2012年、2013年及2014年9月30日按三部分歸屬，並於各自日期起至2021年8月31日止期間可予行使。
- 認股權分別於2009年、2010年及2011年1月1日按三部分歸屬，並於各自日期起至2018年5月22日止期間可予行使。

## Substantial Shareholders' and Other Persons' Interests and Short Positions in Shares and Underlying Shares of the Company

As at 30 June 2017, the following persons/entities (other than a Director or chief executive of the Company) had or were deemed or taken to have interests and short positions in the Shares and underlying shares of the Company as recorded in the register of interests and short positions of substantial shareholders (the "Register of Substantial Shareholders") required to be kept by the Company pursuant to section 336 of the SFO:

### Long positions in Shares and underlying shares of the Company

## 主要股東及其他人士於本公司股份及相關股份中擁有之權益及淡倉

於2017年6月30日，根據證券及期貨條例第336條本公司須予存置之主要股東權益及淡倉登記冊（「主要股東登記冊」）所記錄，下列人士／實體（本公司董事或行政總裁除外）於本公司股份及相關股份中擁有或被視為或當作擁有權益及淡倉：

### 於本公司股份及相關股份之好倉

Name of Shareholders 股東名稱／姓名	Capacity 身份	Number of shares held/involved 所持／涉及之股份數目	Number of underlying shares 相關股份數目	Approximate percentage of interests in the issued share capital 佔已發行股本之權益概約百分比 (Note 3) (附註3)
(1) Tewoo Group Co., Ltd. 天津物產集團有限公司	Interests of controlled corporation(s) 受控法團權益	513,861,240	3,000,000,000	61.57%
(2) Tewoo Investment Co., Limited 天物投資有限公司	Beneficial owner 實益擁有人	137,940,000	–	2.42%
	Interests of controlled corporation(s) 受控法團權益	375,921,240	3,000,000,000	59.16%
(3) Riant Investment Co., Limited 瑞安投資有限公司	Beneficial owner 實益擁有人	375,921,240	3,000,000,000	59.16%
(4) Neo Summit Limited 新峰有限公司	Beneficial owner 實益擁有人	475,816,993 (Note 1(a)) (附註1(a))	–	8.34%
(5) Summit View Holdings Limited 峰景控股有限公司	Beneficial owner 實益擁有人	991,041,796 (Note 1(b)) (附註1(b))	–	17.37%
(6) MA Kwing, Pony 馬炯	Interests of controlled corporation(s) 受控法團權益	1,466,858,789 (Note 1) (附註1)	–	25.70%
	Interests of spouse 配偶權益	–	2,704,166,666 (Note 2) (附註2)	47.39%
(7) Wilfred WONG Ying Wai 王英偉	Beneficial owner 實益擁有人	26,000,000	–	0.46%
	Interests of controlled corporation(s) 受控法團權益	1,466,858,789 (Note 1) (附註1)	–	25.70%
(8) Rich Century Development Limited 利世發展有限公司	Beneficial owner 實益擁有人	–	2,704,166,666 (Note 2(a)) (附註2(a))	47.39%
(9) China Merchants Securities Co., Ltd. 招商證券股份有限公司	Interests of controlled corporation(s) 受控法團權益	213,755,000 (long position) (好倉)	–	3.75%
		20,000,000 (short position) (淡倉)	–	0.35%
(10) China Merchants Securities International Company Limited 招商證券國際有限公司	Interests of controlled corporation(s) 受控法團權益	213,755,000 (long position) (好倉)	–	3.75%
		20,000,000 (short position) (淡倉)	–	0.35%

## Other Information 其他資料

Name of Shareholders 股東名稱／姓名	Capacity 身份	Number of shares held/involved 所持／涉及之股份數目	Number of underlying shares 相關股份數目	Approximate percentage of interests in the issued share capital 佔已發行股本之權益概約百分比 (Note 3) (附註3)
(11) China Merchants Securities Investment Management (HK) Co., Limited 招商證券投資管理(香港)有限公司	Beneficial owner 實益擁有人	193,755,000 (long position) (好倉)	—	3.40%
(12) Cheng Yu Tung Family (Holdings) Limited	Interests of controlled corporation(s) 受控法團權益	400,000,000 (Note 4) (附註4)	—	7.01%
(13) Cheng Yu Tung Family (Holdings II) Limited	Interests of controlled corporation(s) 受控法團權益	400,000,000 (Note 4) (附註4)	—	7.01%
(14) Chow Tai Fook Capital Limited	Interests of controlled corporation(s) 受控法團權益	400,000,000 (Note 4) (附註4)	—	7.01%
(15) Chow Tai Fook (Holding) Limited	Interests of controlled corporation(s) 受控法團權益	400,000,000 (Note 4) (附註4)	—	7.01%
(16) Chow Tai Fook Nominee Limited 周大福代理人有限公司	Beneficial owner 實益擁有人	400,000,000 (Note 4) (附註4)	—	7.01%
(17) MAK Siu Hang Viola 麥少嫻	Interests of controlled corporation(s) 受控法團權益	434,484,000	—	7.61%
(18) VMS Holdings Limited	Interests of controlled corporation(s) 受控法團權益	434,484,000	—	7.61%
(19) VMS Investment Group Ltd.	Beneficial owner 實益擁有人	434,484,000	—	7.61%

### Notes:

- 475,816,993 Shares are held by Neo Summit, which is owned by (a) Pinnacle State Real Estate Limited as to 28.89%; (b) Summit View as to 13.33%; (c) Jones Capital Investments Limited as to 28.89%; and (d) Bed World Holding Ltd as to 28.89%. Pinnacle State Real Estate Limited is indirectly wholly-owned by Dr. WONG Ying Wai ("Dr. WONG"), a former director of the Company. Jones Capital Investments Limited is wholly-owned by Ms. MA. As such, Neo Summit is deemed to be a controlled corporation of Dr. WONG and Ms. MA under the SFO.
  - 991,041,796 Shares are held by Summit View, which is owned as to 50% by Dr. WONG and 50% by Ms. MA. As such, Summit View is deemed to be a controlled corporation of Dr. WONG and Ms. MA under the SFO.
- As disclosed in (a) the announcement of the Company dated 15 May 2014, Hsin Chong Property Holdings Limited (a wholly-owned subsidiary of the Company) as the Purchaser entered into the Acquisition Agreement with Rich Century (a company wholly-owned by Mr. LIN) as the Vendor and Mr. LIN as the warrantor regarding a very substantial acquisition in relation to the acquisition of a property development project in the PRC; and (b) the announcement of the Company dated 4 November 2014, a Supplemental Agreement was entered into amongst the same parties. As part of the consideration of the Acquisition Agreement, the Company may issue to Rich Century CPSs which can be converted into Shares in the Company.

As disclosed in the announcement of the Company dated 8 January 2015 in relation to the issuance of CPSs as part of the consideration, the total number of CPSs (issued or which may be issued) to Rich Century and which can be converted into Shares is 6,253,829,151. Upon issue of certain number of CPSs to Rich Century on 8 January 2015, it then disposed 1,855,563,322 CPSs on the same date. Therefore, as of 30 June 2015, Rich Century held 4,398,265,830 CPSs (rounding difference included).

### 附註:

- 新峰持有475,816,993股股份，並由以下各方(a)峻炫地產有限公司擁有28.89%；(b)峰景擁有13.33%；(c) Jones Capital Investments Limited擁有28.89%；及(d) Bed World Holding Ltd擁有28.89%。峻炫地產有限公司由本公司之前董事王英偉博士(「王博士」)間接全資擁有。Jones Capital Investments Limited由馬女士全資擁有。因此，根據證券及期貨條例，新峰被視為王博士及馬女士之受控法團。
  - 峰景持有991,041,796股股份，並由王博士及馬女士各自擁有50%。因此，根據證券及期貨條例，峰景被視為王博士及馬女士之受控法團。
- 誠如(a)本公司日期為2014年5月15日之公告所披露，新昌地產控股有限公司(本公司一間全資擁有附屬公司)(作為買方)與利世發展(一間由林先生全資擁有之公司)(作為賣方)及林先生(作為擔保人)就有關收購一項位於中國之物業發展項目之非常重大收購事項訂立收購協議；及(b)本公司日期為2014年11月4日之公告所披露，相同之訂約方訂立補充協議。作為收購協議代價之一部分，本公司可向利世發展發行可轉換優先股，其可轉換為本公司股份。

誠如本公司日期為2015年1月8日內容有關發行可轉換優先股作為部分代價之公告所披露，已向或可向利世發展發行之可轉換優先股總數為6,253,829,151股，均可轉換為股份。於2015年1月8日向利世發展發行若干數目之可轉換優先股後，其於同日出售1,855,563,322股可轉換優先股。因此，於2015年6月30日，利世發展持有4,398,265,830股可轉換優先股(四捨五入之差異)。

As further disclosed in the announcements of the Company dated 30 June 2015, 15 January 2016 and 26 April 2016 respectively in relation to the issuance of CPSS as part of the consideration, Rich Century was further allotted by the Company 1,095,042,146 CPSS, 259,263,039 CPSS and 295,833,333 CPSS on 8 July 2015, 15 January 2016 and 26 April 2016 respectively. Rich Century then disposed 1,095,042,146 CPSS, 259,263,039 CPSS, 280,000,000 CPSS and 15,833,333 CPSS on 15 July 2015, 19 January 2016, 29 April 2016 and 31 May 2016 respectively. Therefore, as at 30 June 2017, Rich Century held 2,704,166,666 CPSS.

(b) Rich Century, being a company wholly-owned by Mr. LIN, is deemed to be a controlled corporation of Mr. LIN under the SFO. Ms. MA is the spouse of Mr. LIN and is deemed to be interested in the aforesaid 1,466,858,789 Shares under the SFO.

- There were 5,706,670,104 Shares in issue as at 30 June 2017.
- As of 30 June 2017, 400,000,000 Shares are held by Chow Tai Fook Nominee Limited, which is owned by Chow Tai Fook (Holding) Limited as to 99.80%. Chow Tai Fook (Holding) Limited is owned by Chow Tai Fook Capital Limited as to 78.58%. Chow Tai Fook Capital Limited is in turn owned by (a) Cheng Yu Tung Family (Holdings) Limited as to 48.98% and (b) Cheng Yu Tung Family (Holdings II) Limited as to 46.65%.

Save as disclosed above, as at 30 June 2017, the Directors were not aware of any persons/entities (other than a Director or chief executive of the Company) who/which had or were deemed or taken to have any other interests or short positions in Shares or underlying shares of the Company as recorded in the Register of Substantial Shareholders required to be kept by the Company pursuant to under section 336 of the SFO.

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

Neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities during the six months ended 30 June 2017.

## Review of Interim Financial Information

The unaudited condensed consolidated interim financial information of the Company for the Period has been reviewed by the Company's external auditor, BDO Limited ("BDO"), in accordance with the HKAS 34 "Interim Financial Reporting" issued by the HKICPA.

The Audit Committee comprises four members, namely Mr. CHENG Sui Sang (chairman of the Audit Committee), Mr. CHUI Kwong Kau, Mr. KWOK Shiu Keung Ernest (resigned with effect from 5 May 2017), Mr. George YUEN Kam Ho and Mr. LAI Chik Fan (appointed with effect from 8 June 2017). The Audit Committee, together with management and the external auditor of the Company, BDO, have reviewed the unaudited condensed consolidated interim financial information of the Company for the six months ended 30 June 2017.

誠如本公司日期分別為2015年6月30日、2016年1月15日及2016年4月26日內容有關發行可轉換優先股作為部分代價之公告所進一步披露，利世發展分別於2015年7月8日、2016年1月15日及2016年4月26日獲本公司進一步配發1,095,042,146股、259,263,039股及295,833,333股可轉換優先股。利世發展其後分別於2015年7月15日、2016年1月19日、2016年4月29日及2016年5月31日出售1,095,042,146股、259,263,039股、280,000,000股及15,833,333股可轉換優先股。因此，於2017年6月30日，利世發展持有2,704,166,666股可轉換優先股。

(b) 根據證券及期貨條例，利世發展（林先生全資擁有之公司）被視為林先生之受控法團。馬女士為林先生的配偶，故根據證券及期貨條例被視為於上述1,466,858,789股股份中擁有權益。

- 於2017年6月30日，已發行股份為5,706,670,104股。
- 於2017年6月30日，周大福代理人有限公司持有400,000,000股股份，其99.80%屬Chow Tai Fook (Holding) Limited持有。而Chow Tai Fook Capital Limited則於Chow Tai Fook (Holding) Limited持有78.58%股股份，而Chow Tai Fook Capital Limited由以下各方(a) Cheng Yu Tung Family (Holdings) Limited擁有48.98%及(b) Cheng Yu Tung Family (Holdings II) Limited擁有46.65%。

除上文所披露者外，於2017年6月30日，董事並無獲悉任何人士／實體（本公司董事或行政總裁除外）於本公司股份或相關股份中擁有或被視為或當作擁有記錄於本公司根據證券及期貨條例第336條須存置之主要股東登記冊之任何其他權益或淡倉。

## 購買、出售或贖回本公司之上市證券

截至2017年6月30日止六個月，本公司及其任何附屬公司概無購買、出售或贖回本公司任何上市證券。

## 審閱中期財務資料

本公司於本期間之未經審核簡明綜合中期財務資料已經由本公司外聘核數師香港立信德豪會計師事務所有限公司（「香港立信德豪會計師事務所」）按照香港會計師公會頒佈之香港會計準則第34號《中期財務報告》進行審閱。

審核委員會由4名成員組成，包括鄭瑞生先生（審核委員會主席）、崔光球先生、郭少強先生（於2017年5月5日起辭任）、袁金浩先生及賴焯禧先生（自2017年6月8日起獲委任）。本公司截至2017年6月30日止六個月之未經審核簡明綜合中期財務資料，已由審核委員會連同管理層及本公司外聘核數師香港立信德豪會計師事務所一併審閱。

## Compliance with the Model Code for Securities Transactions by Directors

The Board has adopted the Model Code as set out in Appendix 10 to the Listing Rules (as amended from time to time by the Stock Exchange) as its own code of conduct for regulating securities transactions by the Directors. Having been made specific enquiries by the Company, all Directors confirmed that they had complied with the required standard set out in the Model Code throughout the six months ended 30 June 2017.

## Changes in Directors' Biographical Details

Pursuant to Rule 13.51B(1) of the Listing Rules, the changes in Directors' biographical details since the date of the 2016 Annual Report of the Company are set out as follows:

### Ir Dr Joseph CHOI Kin Hung

- Was redesignated from Co-Chief Executive Officer to Chief Executive Officer with effect from 8 June 2017
- His position in the Hong Kong Institution of Engineers changed from June 2017 as follows:
  - Ceased to be its President and became the Immediate Past President
  - Was appointed as the Chairman of the Planning Committee for session 2017/2018
- Was awarded the Degree of Honorary Doctorate of Science from the Aston University on 18 July 2017
- Ceased to be the member of Civil and Environmental Engineering Departmental Advisory Committee of the Hong Kong Polytechnic University with effect from 31 August 2017

### Mr. Eric TODD

- Was appointed as an Executive Director and a member of the Executive Committee with effect from 9 March 2017
- Resigned as the Independent Non-executive Director of Ngai Shun Holdings Limited, a company listed on the Main Board of the Stock Exchange (Stock Code: 1246) with effect from 14 August 2017

### Mr. George YUEN Kam Ho

- Ceased to be the Independent Non-executive Director of Easy One Financial Group Limited, a company listed on the Main Board of the Stock Exchange (Stock Code: 221) with effect from 29 August 2017
- Was re-elected as a member of the Court of the University of Hong Kong for a period of three years with effect from 30 September 2017

## 遵守董事進行證券交易的標準守則

董事會已採納由聯交所不時修訂的上市規則附錄十所載標準守則作為其自身規管董事進行證券交易之操守準則。經本公司作出特定查詢後，所有董事均確認彼等於截至2017年6月30日止六個月內一直遵守標準守則所規定之標準。

## 董事履歷詳情之變更

根據上市規則第13.51B(1)條，自本公司2016年年報刊發日期起之董事履歷詳情變更載列如下：

### 蔡健鴻博士工程師

- 由2017年6月8日起由聯席行政總裁改任為行政總裁
- 由2017年6月起彼於香港工程師學會的職位變更如下：
  - 不再擔任其會長，而變更為其上任會長
  - 獲委任為其策劃委員會之主席（2017/2018年度）
- 彼於2017年7月18日取得阿斯頓大學榮譽理學博士學位
- 由2017年8月31日起退任香港理工大學土木及環境工程學系諮詢委員會之成員

### 達振標先生

- 由2017年3月9日起獲委任為執行董事，以及執行委員會之成員
- 由2017年8月14日起辭任毅信控股有限公司（於聯交所主板上市，股份代號：1246）的獨立非執行董事

### 袁金浩先生

- 由2017年8月29日起退任易易壹金融集團有限公司（於聯交所主板上市，股份代號：221）的獨立非執行董事
- 由2017年9月30日起再度當選香港大學校董會之委員，任期3年



#### Mr. LAI Chik Fan

- Was appointed as an Independent Non-executive Director and a member of each of the Audit Committee, the Remuneration Committee and the Nomination Committee with effect from 8 June 2017

Updated biographical details of the Directors are also available on the website of the Company.

Save as disclosed above, there is no other change of Directors' biographical details required to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules.

### Compliance with Corporate Governance Code

The Company has applied the principles of the code provisions and certain recommended best practices contained in the Corporate Governance Code (the "CG Code") as set out in Appendix 14 of the Listing Rules.

During the six months ended 30 June 2017, the Company complied with all code provisions of the CG Code except for the following deviation:

Code provision A.6.7 of the CG Code provides that Independent Non-executive Directors and other Non-executive Directors should attend general meetings and develop a balanced understanding of the views of the Shareholders. Save for three Non-executive Directors who were not able to attend the annual general meeting held on 2 June 2017, due to their own other important business engagements, all other Non-executive Directors (including Independent Non-executive Directors) attended the annual general meeting held on 2 June 2017.

### Composition of the Board of Directors

Pursuant to Rule 3.10A of the Listing Rules, the Company must appoint Independent Non-executive Directors representing at least one-third of the Board. Upon the appointment of Mr. Eric TODD as the Executive Director with effect from 9 March 2017, and with the resignation of Independent Non-executive Director of Mr. KWOK Shiu Keung Ernest on 5 May 2017, the Company did not fulfill the Rule 3.10A of the Listing Rules. However, on 8 June 2017, with the resignation of Mr. ZHOU Wei from the position of Executive Director and the appointment of Mr. LAI Chik Fan as the Independent Non-executive Director respectively, the number of the Independent Non-executive Directors has fulfilled with the minimum number required under Rule 3.10(1) and Rule 3.10A of the Listing Rule.

### Prospects

The Board will closely work with professional parties on the application for the resumption of trading of the Company's shares on the Stock Exchange in the near future and strive for the best return to the shareholders of the Company.

#### 賴焯藩先生

- 由2017年6月8日起獲委任為獨立非執行董事，以及審核委員會、薪酬委員會及提名委員會各自之成員

董事最新之履歷詳情亦載列於本公司網站。

除上文所披露者外，董事履歷詳情概無其他變更須根據上市規則第13.51B(1)條作出披露。

### 遵守企業管治守則

本公司已應用上市規則附錄十四所載之《企業管治守則》（「企業管治守則」）守則條文和若干建議最佳常規之原則。

於截至2017年6月30日止六個月內，本公司已遵守企業管治守則之所有守則條文，惟下列偏離者除外：

企業管治守則第A.6.7條守則條文規定，獨立非執行董事及其他非執行董事應出席股東大會，並對股東的意見有公正的了解。除三名非執行董事因處理其他重要事務而未能出席本公司於2017年6月2日舉行之股東周年大會外，所有其他非執行董事（包括獨立非執行董事）均已出席於2017年6月2日舉行之股東周年大會。

### 董事會之組成

根據上市規則第3.10A條，本公司必須委任至少佔董事會成員人數三分之一的獨立非執行董事。於2017年3月9日委任達振標先生為執行董事及獨立非執行董事郭少強先生於2017年5月5日辭任後，本公司未能符合上市規則第3.10A條之規定。然而，於2017年6月8日，周焯先生辭任執行董事一職及賴焯藩先生獲委任為獨立非執行董事後，獨立非執行董事的人數已符合上市規則第3.10(1)條及第3.10A條項下規定的最低人數。

### 前景

在申請本公司股份在不久將來於聯交所恢復買賣的事宜上，董事會將與專業人士緊密合作，並竭力為本公司股東爭取最佳回報。

# Corporate Information

## 公司資料

### Board of Directors 董事會

LIN Zhuo Yan\*\*  
(Non-executive Chairman)  
林卓延\*\* (非執行主席)  
Joseph CHOI Kin Hung#  
(Chief Executive Officer\*)  
蔡健鴻\* (行政總裁\*)  
Wilfred WU Shek Chun\*(Chief Risk Officer)  
鄔碩晉\* (首席風險官)  
Eric TODD\*\*  
達振標\*\*  
YAN Jie\*\*  
閻傑\*\*  
CHEN Lei\*\*  
陳磊\*\*  
CHUI Kwong Kau\*\*  
崔光球\*\*  
LUI Chun Pong \*\*△  
呂振邦\*\*△  
CHENG Sui Sang\*\*\*  
鄭瑞生\*\*\*  
LEE Jai Ying\*\*\*  
李嘉音\*\*\*  
George YUEN Kam Ho\*\*\*  
袁金浩\*\*\*  
LAI Chik Fan\*\*\*  
賴焯藩\*\*\*  
# Executive Director  
# 執行董事  
\*\* Non-executive Director  
\*\* 非執行董事  
\*\*\* Independent Non-executive Director  
\*\*\* 獨立非執行董事

### Audit Committee 審核委員會

CHENG Sui Sang (Chairman)  
鄭瑞生 (主席)  
CHUI Kwong Kau  
崔光球  
George YUEN Kam Ho  
袁金浩  
LAI Chik Fan®  
賴焯藩®

### Remuneration Committee 薪酬委員會

CHENG Sui Sang (Chairman)  
鄭瑞生 (主席)  
Joseph CHOI Kin Hung  
蔡健鴻  
Wilfred WU Shek Chun  
鄔碩晉  
LEE Jai Ying  
李嘉音  
George YUEN Kam Ho  
袁金浩  
LAI Chik Fan®  
賴焯藩®

### Nomination Committee 提名委員會

LEE Jai Ying (Chairman)  
李嘉音 (主席)  
Joseph CHOI Kin Hung  
蔡健鴻  
LUI Chun Pong△  
呂振邦△  
CHENG Sui Sang  
鄭瑞生  
George YUEN Kam Ho  
袁金浩  
LAI Chik Fan®  
賴焯藩®

### Executive Committee 執行委員會

Joseph CHOI Kin Hung  
蔡健鴻  
Wilfred WU Shek Chun  
鄔碩晉  
Eric TODD\*  
達振標\*

### Company Secretary 公司秘書

CHAN Chi Fai David\*  
陳志輝\*

### Auditor 核數師

BDO Limited◇  
香港立信德豪會計師事務所有限公司◇

### Principal Bankers\* 主要往來銀行\*

The Hongkong and Shanghai  
Banking Corporation Limited  
香港上海滙豐銀行有限公司

### Reference Banks\* 往來銀行\*

Bank of China (Hong Kong) Limited  
中國銀行(香港)有限公司  
Bank of China Limited Macau Branch  
中國銀行股份有限公司澳門分行  
Bank of Communications Co., Ltd.  
Hong Kong Branch  
交通銀行股份有限公司香港分行  
China Everbright Bank Company Limited,  
Hong Kong Branch  
中國光大銀行股份有限公司香港分行  
East West Bank  
華美銀行  
Industrial and Commercial Bank of  
China (Asia) Limited  
中國工商銀行(亞洲)有限公司  
Nanyang Commercial Bank, Limited  
南洋商業銀行有限公司  
NOVO BANCO Asia, S.A.  
新銀行亞洲股份有限公司  
The Bank of East Asia, Limited  
東亞銀行有限公司

\* In alphabetical order  
\* 按字母順序

### Registered Office 註冊辦事處

Clarendon House  
2 Church Street  
Hamilton, HM 11  
Bermuda

### Principal Place of Business in Hong Kong 香港主要營業地點

Hsin Chong Center  
107-109 Wai Yip Street  
Kwun Tong, Kowloon, Hong Kong  
香港九龍觀塘  
偉業街107-109號  
新昌中心

### Principal Share Registrar and Transfer Agent 主要股份過戶登記處

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

### Hong Kong Branch Share Registrar and Transfer Office 香港股份過戶登記分處

Computershare Hong Kong  
Investor Services Limited  
Shops 1712-1716  
17th Floor, Hopewell Centre  
183 Queen's Road East  
Wan Chai, Hong Kong  
香港中央證券登記有限公司  
香港灣仔  
皇后大道東183號  
合和中心17樓  
1712-1716號舖

### Stock Code 股份代號

00404

### Board Lot 每手買賣單位

2,000 shares  
2,000 股

### Website 網址

www.hsinchong.com

### Email Address 電郵地址

info@hcg.com.hk

◇ with effect from 14 August 2017 自2017年8月14日起生效  
 ◎ with effect from 8 June 2017 自2017年6月8日起生效  
 \* with effect from 22 March 2017 自2017年3月22日起生效  
 + with effect from 9 March 2017 自2017年3月9日起生效  
 △ with effect from 1 January 2017 自2017年1月1日起生效



**HSIN新昌**  
**CHONG**

Hsin Chong Center  
107-109 Wai Yip Street  
Kwun Tong, Kowloon, Hong Kong  
Tel : (852) 2579 8238  
Fax : (852) 2516 6596  
Website : [www.hsinchong.com](http://www.hsinchong.com)

香港九龍觀塘  
偉業街107-109號  
新昌中心  
電話：(852) 2579 8238  
傳真：(852) 2516 6596  
網址： [www.hsinchong.com](http://www.hsinchong.com)