



CHINA SANDI HOLDINGS LIMITED

中國三迪控股有限公司

(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：910

2018-2019

Interim Report 中期報告



Contents

目錄

| | | |
|---|--------------------|----|
| CORPORATE INFORMATION | 公司資料 | 2 |
| UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME | 未經審核簡明綜合損益及其他全面收益表 | 4 |
| UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION | 未經審核簡明綜合財務狀況表 | 6 |
| UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY | 未經審核簡明綜合權益變動表 | 8 |
| UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS | 未經審核簡明綜合現金流量表 | 9 |
| NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS | 未經審核簡明綜合中期財務報表附註 | 11 |
| MANAGEMENT DISCUSSION AND ANALYSIS | 管理層討論及分析 | 61 |
| DISCLOSURE OF ADDITIONAL INFORMATION | 額外資料披露 | 93 |

CORPORATE INFORMATION

公司資料

EXECUTIVE DIRECTORS

Mr. Guo Jiadi (*Chairman*)
Ms. Amika Lan E Guo
Mr. Wang Chao

NON-EXECUTIVE DIRECTOR

Dr. Wong Yun Kuen

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Yu Pak Yan, Peter
Mr. Chan Yee Ping, Michael
Ms. Ma Shujuan
Mr. Zheng Yurui

REGISTERED OFFICE

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS

Unit 3309
33/F., West Tower
Shun Tak Centre
168-200 Connaught Road Central
Hong Kong

COMPANY SECRETARY

Ms. Chan Po Yu

AUDITOR

Deloitte Touche Tohmatsu
35th Floor One Pacific Place
88 Queensway, Admiralty
Hong Kong

執行董事

郭加迪先生 (主席)
Amika Lan E Guo女士
王超先生

非執行董事

黃潤權博士

獨立非執行董事

余伯仁先生
陳貽平先生
馬淑娟女士
鄭玉瑞先生

註冊辦事處

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

總辦事處及主要營業地點

香港
干諾道中168-200號
信德中心
西座33樓
3309室

公司秘書

陳寶茹女士

核數師

德勤•關黃陳方會計師行
香港
金鐘道88號
太古廣場1座35樓

CORPORATE INFORMATION

公司資料

PRINCIPAL BANKERS

Bank of China Limited
Bank of China (Hong Kong) Limited
Chiyu Banking Corporation Ltd.
Hang Seng Bank Limited
The Bank of East Asia Limited

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Codan Services Limited
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

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

STOCK CODE

910

WEBSITE

www.chinasandi.com.hk

主要往來銀行

中國銀行有限公司
中國銀行(香港)有限公司
集友銀行有限公司
交通銀行股份有限公司
東亞銀行有限公司

股份過戶登記總處

Codan Services Limited
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

股份過戶登記分處

卓佳登捷時有限公司
香港
皇后大道東183號
合和中心22樓

股份代號

910

網頁

www.chinasandi.com.hk

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

未經審核簡明綜合損益及其他全面收益表

FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2018 截至二零一八年九月三十日止六個月

| | | For the six months ended 30 September 截至九月三十日止六個月 | |
|--|----------------------------------|---|---|
| | | 2018 HK\$'000 unaudited 二零一八年 千港元 未經審核 | 2017 HK\$'000 unaudited 二零一七年 千港元 未經審核 |
| | | Notes 附註 | |
| Revenue | 收益 | | |
| Goods and services | 貨品及服務 | | 448,415 |
| Rental of investment properties | 投資物業租金 | | 25,380 |
| Total revenue | 總收益 | 4 | 473,795 |
| Cost of sales and services | 銷售及服務成本 | | (254,021) |
| Gross profit | 毛利 | | 219,774 |
| Other income | 其他收入 | 4 | 28,763 |
| Other gains | 其他收益 | 6 | 645 |
| Change in fair value of investment properties | 投資物業之公平值變動 | | (12) |
| Change in fair value of financial assets at fair value through profit or loss | 按公平值計入損益之財務資產公平值變動 | | (25,524) |
| Other operating expenses | 其他經營費用 | | (58,737) |
| Finance costs | 融資成本 | 7 | (28,424) |
| Share of loss of an associate | 應佔聯營公司虧損 | | - |
| (Loss) profit before taxation | 除稅前(虧損)溢利 | 8 | 193,643 |
| Income tax expense | 所得稅開支 | 9 | (64,590) |
| (Loss) profit for the period | 本期間(虧損)溢利 | | 129,053 |
| Other comprehensive (expense) income that may be reclassified subsequently to profit or loss: | 其後可能重新分類至損益之其他全面(開支)收益項目: | | |
| Exchange differences on translation of foreign operations | 換算外國業務之匯兌差額 | | 103,055 |
| Other comprehensive (expense) income for the period (net of tax) (扣除稅項) | 本期間其他全面(開支)收益(扣除稅項) | | 103,055 |
| Total comprehensive (expense) income for the period | 本期間全面(開支)收益總額 | | 232,108 |

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

未經審核簡明綜合損益及其他全面收益表

FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2018 截至二零一八年九月三十日止六個月

| | | For the six months ended 30 September 截至九月三十日止六個月 | |
|--|-------------------|---|---|
| | | 2018 HK\$'000 unaudited 二零一八年 千港元 未經審核 | 2017 HK\$'000 unaudited 二零一七年 千港元 未經審核 |
| | Notes 附註 | | |
| (Loss) profit attributable to: | 以下人士應佔(虧損)溢利: | | |
| Owners of the Company | 本公司擁有人 | (79,634) | 125,882 |
| Non-controlling interests | 非控股權益 | (3,716) | 3,171 |
| | | (83,350) | 129,053 |
| Total comprehensive (expense) income attributable to: | 以下人士應佔全面(開支)收益總額: | | |
| Owners of the Company | 本公司擁有人 | (328,684) | 228,109 |
| Non-controlling interests | 非控股權益 | (3,135) | 3,999 |
| | | (331,819) | 232,108 |
| (Loss) earnings per share (HK cents) | 每股(虧損)盈利(港仙) | | |
| - Basic | -基本 | (1.79) | 3.04 |
| - Diluted | -攤薄 | (1.79) | 3.01 |

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

未經審核簡明綜合財務狀況表

| | | | At 30 September 2018 HK\$'000 於 二零一八年 九月三十日 千港元 | At 31 March 2018 HK\$'000 於 二零一八年 三月三十一日 千港元 |
|---|-----------------------------------|-------|--|---|
| | | Notes | | |
| | | 附註 | | |
| Non-current assets | 非流動資產 | | | |
| Investment properties | 投資物業 | 12 | 3,604,176 | 3,952,998 |
| Property, plant and equipment | 物業、廠房及設備 | 12 | 5,005 | 5,327 |
| Properties under development | 發展中物業 | | 327,815 | 358,190 |
| Interest in an associate | 於一間聯營公司之權益 | 13 | 234,823 | - |
| Deposit for properties under development | 發展中物業之按金 | | 15,066 | 78,978 |
| Deferred tax assets | 遞延稅項資產 | | 18,413 | 14,396 |
| Total non-current assets | 非流動資產總值 | | 4,205,298 | 4,409,889 |
| Current assets | 流動資產 | | | |
| Inventories of properties | 物業存貨 | | 2,238,252 | 1,249,179 |
| Trade and other receivables and prepayments | 應收賬款及其他應收款項及 預付款項 | 14 | 472,559 | 1,079,929 |
| Loan receivables | 應收貸款 | 15 | - | 25,000 |
| Financial assets at fair value through profit or loss ("FVTPL") | 按公平值計入損益 (「按公平值計入損益」)之 財務資產 | 16 | 234,078 | 133,857 |
| Investments held for trading | 持作買賣投資 | 16 | - | 125,745 |
| Amounts due from related companies | 應收關連公司款項 | 26(a) | 130,309 | 140 |
| Prepaid income tax | 預付所得稅 | | 18,341 | 10,369 |
| Restricted bank deposit | 受限制銀行存款 | | 575 | 630 |
| Bank balances and cash | 銀行結餘及現金 | | 257,109 | 201,622 |
| Total current assets | 流動資產總值 | | 3,351,223 | 2,826,471 |
| Total assets | 資產總值 | | 7,556,521 | 7,236,360 |

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

未經審核簡明綜合財務狀況表

| | | | At 30 September 2018 HK\$'000 於 二零一八年 九月三十日 千港元 | At 31 March 2018 HK\$'000 於 二零一八年 三月三十一日 千港元 | |
|---|-------------|----------------------|--|---|------------------|
| | Notes 附註 | | | | |
| Current liabilities | | 流動負債 | | | |
| Trade and other payables and accruals | | 應付賬款以及其他應付款項及應計費用 | 17 | 222,878 | 242,781 |
| Deposits received for sale of properties | | 就銷售物業已收按金 | | - | 1,346,389 |
| Contract liabilities | | 合約負債 | | 2,049,041 | - |
| Amounts due to related companies | | 應付關連公司款項 | | 292,489 | 2,016 |
| Amounts due to non-controlling shareholders of subsidiaries | | 應付附屬公司非控股股東款項 | | 121,670 | 153,885 |
| Bonds payable | 19 | 應付債券 | | 10,579 | - |
| Bank borrowings | 18 | 銀行借貸 | | 187,338 | 184,623 |
| Income tax payable | | 應付所得稅 | | 52,096 | 57,450 |
| Total current liabilities | | 流動負債總額 | | 2,936,091 | 1,987,144 |
| Net current assets | | 流動資產淨值 | | 415,132 | 839,327 |
| Total assets less current liabilities | | 資產總值減流動負債 | | 4,620,430 | 5,249,216 |
| Non-current liabilities | | 非流動負債 | | | |
| Bonds payable | 19 | 應付債券 | | - | 10,339 |
| Deferred tax liabilities | | 遞延稅項負債 | | 687,118 | 757,337 |
| Bank borrowings | 18 | 銀行借貸 | | 801,194 | 1,045,447 |
| Total non-current liabilities | | 非流動負債總額 | | 1,488,312 | 1,813,123 |
| Net assets | | 資產淨值 | | 3,132,118 | 3,436,093 |
| Capital and reserves attributable to owners of the Company | | 本公司擁有人應佔股本及儲備 | | | |
| Share capital | 20 | 股本 | | 44,589 | 44,589 |
| Reserves | 21 | 儲備 | | 3,024,458 | 3,353,019 |
| Equity attributable to owners of the Company | | 本公司擁有人應佔權益 | | 3,069,047 | 3,397,608 |
| Non-controlling interests | | 非控股權益 | | 63,071 | 38,485 |
| Total equity | | 總權益 | | 3,132,118 | 3,436,093 |

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

未經審核簡明綜合權益變動表

FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2018 截至二零一八年九月三十日止六個月

| | | Attributable to owners of the Company 本公司擁有人應佔權益 | | | | Attributable to non-controlling interest 非控股權益 | |
|---|-----------------------------|---|--|---|--------------------------------|---|--------------------------------|
| | | Share capital 股本 HK\$'000 千港元 | Share premium and other reserves 股份溢價及其他儲備 HK\$'000 千港元 | Retained profits 保留溢利 HK\$'000 千港元 | Total 總計 HK\$'000 千港元 | Non controlling interest 非控股權益 | |
| | | | | | | Total 總計 HK\$'000 千港元 | Total 總計 HK\$'000 千港元 |
| | | | | | | | |
| At 1 April 2017 (As previously reported) | 於二零一七年四月一日 (如前呈報) | 33,464 | 1,572,729 | 1,263,523 | 2,869,716 | 23,209 | 2,892,925 |
| Merger accounting restatement | 合併會計法重列 | - | 216,805 | (80,171) | 136,634 | 8,445 | 145,079 |
| Balance at 1 April 2017 | 於二零一七年四月一日結餘 | 33,464 | 1,789,534 | 1,183,352 | 3,006,350 | 31,654 | 3,038,004 |
| Profit for the period | 本期間溢利 | - | - | 125,882 | 125,882 | 3,171 | 129,053 |
| Other comprehensive income | 其他全面收益 | - | 102,227 | - | 102,227 | 828 | 103,055 |
| Total comprehensive income | 全面收益總額 | - | 102,227 | 125,882 | 228,109 | 3,999 | 232,108 |
| Equity-settled share-based transactions | 權益結算以股份為基準之交易 | - | 405 | - | 405 | - | 405 |
| Issue of ordinary shares and cash consideration of entities under common control (note 20(i)) | 發行共同控制實體的普通股及現金代價 (附註20(i)) | 8,000 | (119,440) | - | (111,440) | - | (111,440) |
| At 30 September 2017 (Unaudited) | 於二零一七年九月三十日 (未經審核) | 41,464 | 1,772,726 | 1,309,234 | 3,123,424 | 35,653 | 3,159,077 |
| Balance at 1 April 2018 (As previously reported) | 於二零一八年四月一日結餘 (如前呈報) | 44,589 | 2,013,341 | 1,339,678 | 3,397,608 | 38,485 | 3,436,093 |
| Adjustment (note 3) | 調整 (附註3) | - | - | (7,334) | (7,334) | (386) | (7,720) |
| Balance at 1 April 2018 | 於二零一八年四月一日結餘 | 44,589 | 2,013,341 | 1,332,344 | 3,390,274 | 38,099 | 3,428,373 |
| Loss for the period | 本期間虧損 | - | - | (79,634) | (79,634) | (3,716) | (83,350) |
| Other comprehensive (expense) income | 其他全面 (開支) 收益 | - | (249,050) | - | (249,050) | 581 | (248,469) |
| Total comprehensive expense | 全面開支總額 | - | (249,050) | (79,634) | (328,684) | (3,135) | (331,819) |
| Equity-settled share-based transactions | 權益結算以股份為基準之交易 | - | 7,457 | - | 7,457 | - | 7,457 |
| Capital contribution from non-controlling interest | 非控股權益注資 | - | - | - | - | 28,107 | 28,107 |
| At 30 September 2018 (unaudited) | 於二零一八年九月三十日 (未經審核) | 44,589 | 1,771,748 | 1,252,710 | 3,069,047 | 63,071 | 3,132,118 |

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

未經審核簡明綜合現金流量表

FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2018 截至二零一八年九月三十日止六個月

| | | For the six months ended 30 September 截至九月三十日止六個月 | |
|--|-----------------------|---|---|
| | | 2018 HK\$'000 (Unaudited) 二零一八年 千港元 (未經審核) | 2017 HK\$'000 (Unaudited) 二零一七年 千港元 (未經審核) |
| Net cash from operating activities | 經營活動之現金淨額 | 287,081 | 607,629 |
| Cash flows from investing activities | 投資業務之現金流量 | | |
| Capital injection to an associate | 向一間聯營公司之資本注入 | (235,301) | - |
| Interest received | 已收利息 | 1,723 | 259 |
| Dividend income received from listed investments | 已收上市投資之股息收入 | 639 | 816 |
| Interest income received from debt securities | 已收債務證券之利息收入 | - | 1,529 |
| Interest income from loan receivables | 應收貸款之利息收入 | 395 | 9,454 |
| Decrease in loan receivables | 應收貸款減少 | 25,000 | 265,165 |
| Proceed from disposal of property, plant and equipment | 出售物業、廠房及設備之所得款項 | - | 138 |
| Proceed from disposal of investments held for trading | 出售持作買賣投資之所得款項 | - | 60,000 |
| Purchase of property, plant and equipment | 購置物業、廠房及設備 | (1,156) | (315) |
| Payments to construction of properties under development | 興建發展中物業之付款 | - | (5,811) |
| Payments to construction of investment property | 興建投資物業之付款 | - | (12) |
| Net cash (used in) from investing activities | 投資活動(所用)所得現金淨額 | (208,700) | 331,223 |
| Cash flows from financing activities | 融資活動所得現金流量 | | |
| Repayment of bank borrowings | 償還銀行借貸 | (139,470) | (310,614) |
| Interest paid | 已付利息 | (34,301) | (45,392) |
| Payment for the acquisition of entities under common control | 收購共同控制實體之付款 | - | (111,440) |
| Capital contribution from non-controlling interest | 非控股權益注資 | 28,107 | - |
| Increase in amounts due to non-controlling interests | 應付非控制權益之款項增加 | 96,729 | - |
| Increase/(decrease) in amounts due to related parties | 應付關連人士之款項增加/(減少) | 43,867 | (215,032) |
| Net cash used in financing activities | 融資活動所用現金淨額 | (5,068) | (682,478) |

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

未經審核簡明綜合現金流量表

FOR THE SIX MONTHS ENDED 30 SEPTEMBER 2018 截至二零一八年九月三十日止六個月

| | | For the six months ended 30 September 截至九月三十日止六個月 | |
|--|----------------|---|---|
| | | 2018 HK\$'000 (Unaudited) 二零一八年 千港元 (未經審核) | 2017 HK\$'000 (Unaudited) 二零一七年 千港元 (未經審核) |
| Net increase in cash and cash equivalents | 現金及現金等值增加淨額 | 73,313 | 256,374 |
| Cash and cash equivalents at beginning of period | 期初之現金及現金等值 | 201,622 | 40,824 |
| Effect of foreign exchange rate changes, net | 外幣匯率變動之影響，淨額 | (17,826) | (5,002) |
| Cash and cash equivalents at end of period | 期終之現金及現金等值 | 257,109 | 292,196 |
| Analysis of balance of cash and cash equivalents at end of period | 期終之現金及現金等值結餘分析 | | |
| Bank and cash balances | 銀行及現金結餘 | 257,109 | 292,196 |

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

未經審核簡明綜合財務報表附註

1. GENERAL

China Sandi Holdings Limited (the “Company”) was incorporated in Bermuda as an exempted company with limited liability and its shares are listed on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). The address of registered office and principal place of business of the Company are located at Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda and Unit 3309, 33/F, West Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong respectively. The principal activity of the Company is investment holding. The principal activities of the Company’s principal subsidiaries are engaged in property development, holding of property for investment and rental purpose in the People’s Republic of China (the “PRC”) and money lending business in Hong Kong.

2. BASIS OF PREPARATION

The condensed consolidated interim financial statements of the Group for the six months ended 30 September 2018 (the “Interim Financial Statements”) have been prepared in accordance with the applicable disclosure requirements of Appendix 16 of the Rules Governing the Listing of Securities on the Stock Exchange and the Hong Kong Accounting Standard (the “HKAS”) 34 “Interim Financial Reporting” issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”). The preparation of Interim Financial Statements in conformity with HKAS 34 requires the management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses on a year to date basis. Actual results may differ from these estimates.

1. 一般事項

中國三迪控股有限公司（「本公司」）為於百慕達註冊成立之獲豁免有限公司，其股份於香港聯合交易所有限公司（「聯交所」）上市。本公司之註冊辦事處地址為Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda，而本公司之主要營業地點則位於香港幹諾道中168-200號信德中心西座33樓3309室。本公司之主要業務是投資控股。本公司之主要附屬公司之主要業務為於中華人民共和國（「中國」）物業發展、持有作投資物業及租賃用途之物業以及於香港開展放債業務。

2. 編製基準

本集團截至二零一八年九月三十日止六個月之簡明綜合中期財務報表（「中期財務報表」）乃根據聯交所證券上市規則附錄16之適用披露規定及香港會計師公會（「香港會計師公會」）頒佈之香港會計準則（「香港會計準則」）第34號「中期財務報告」編製。編製符合香港會計準則第34號規定之中期財務報表要求管理層作出判斷、估計及假設，該等判斷、估計及假設影響會計政策之應用及按年初至今基準呈報之資產及負債、收入及支出金額。實際結果可能有別於該等估計數字。

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

未經審核簡明綜合財務報表附註

3. PRINCIPAL ACCOUNTING POLICIES

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

Other than changes in accounting policies resulting from application of new Hong Kong Financial Reporting Standards ("HKFRSs"), the accounting policies and methods of computation used in the condensed consolidated financial statements for the six months ended 30 September 2018 are the same as those followed in the preparation of the Group's annual financial statements for the year ended 31 March 2018.

Application of new and amendments to HKFRSs and an interpretation

In the current interim period, the Group has applied, for the first time, the following new and amendments to HKFRSs and an interpretation issued by the HKICPA which are mandatory effective for the annual period beginning on or after 1 January 2018 for the preparation of the Group's condensed consolidated financial statements.

3. 主要會計政策

除投資物業及若干金融工具按公平值計量外，簡明綜合財務報表乃根據歷史成本慣例編製。

除因應用新訂香港財務報告準則（「香港財務報告準則」）而導致之會計政策變動外，截至二零一八年九月三十日止六個月之簡明綜合財務報表所採用之會計政策及計算方法與編製本集團截至二零一八年三月三十一日止年度之年度財務報表所遵循者相同。

應用新訂香港財務報告準則及其修訂本及詮釋

於本中期期間，本集團已首次應用下列由香港會計師公會所頒佈於二零一八年一月一日或之後開始的年度期間強制生效之新訂香港財務報告準則及其修訂本及詮釋，以編製本集團簡明綜合財務報表。

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

未經審核簡明綜合財務報表附註

3. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

Application of new and amendments to HKFRSs and an interpretation (Continued)

The new HKFRSs have been applied in accordance with the relevant transition provisions in the respective standards which results in changes in accounting policies and amounts reported as described below.

3.1 Impacts and changes in accounting policies of application on HKFRS 15 Revenue from Contracts with Customers ("HKFRS 15")

The Group has applied HKFRS 15 for the first time in the current interim period. HKFRS 15 superseded HKAS 18 Revenue, HKAS 11 Construction Contracts and the related interpretations.

The Group has applied HKFRS 15 retrospectively with the cumulative effect of initially applying this standard recognised at the date of initial application, 1 April 2018. Any difference at the date of initial application is recognised in the opening accumulated profits (or other components of equity, as appropriate) and comparative information has not been restated. Furthermore, in accordance with the transition provisions in HKFRS 15, the Group has elected to apply the Standard retrospectively only to contracts that are not completed at 1 April 2018. Accordingly, certain comparative information may not be comparable as comparative information was prepared under HKAS 18 Revenue and HKAS 11 Construction Contracts and the related interpretations.

3. 主要會計政策 (續)

應用新訂香港財務報告準則及其修訂本及詮釋 (續)

新訂香港財務報告準則已根據相關準則之相關過渡條文應用，導致如下文所述之會計政策及呈報金額變動。

3.1 應用香港財務報告準則第15號來自客戶合約之收益（「香港財務報告準則第15號」）之影響及會計政策變動

本集團於本中期期間首次應用香港財務報告準則第15號。香港財務報告準則第15號取代香港會計準則第18號「收益」、香港會計準則第11號「建築合約」及相關詮釋。

本集團已追溯應用香港財務報告準則第15號，而首次應用該準則之累計影響於首次應用當日（即二零一八年四月一日）確認。於首次應用當日之任何差額於期初累計溢利（或其他權益部分（如適用））確認，並無重列比較資料。此外，根據香港財務報告準則第15號之過渡條文，本集團已選擇僅將該準則追溯應用於在二零一八年四月一日尚未完成之合約。由於比較資料乃根據香港會計準則第18號收益、香港會計準則第11號建築合約及相關詮釋編製，故若干比較資料可能無可比性。

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

未經審核簡明綜合財務報表附註

3. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

Application of new and amendments to HKFRSs and an interpretation (Continued)

3.1 Impacts and changes in accounting policies of application on HKFRS 15 Revenue from Contracts with Customers ("HKFRS 15") (Continued)

The following table summarises the impact of transition to HKFRS 15 on accumulated profits at 1 April 2018.

3. 主要會計政策 (續)

應用新訂香港財務報告準則及其修訂本及詮釋 (續)

3.1 應用香港財務報告準則第15號來自客戶合約之收益 (「香港財務報告準則第15號」) 之影響及會計政策變動 (續)

下表概述過渡至香港財務報告準則第15號對二零一八年四月一日累計溢利的影響。

| | | Notes | Impact of adopting HKFRS 15 at 1 April 2018 HK\$'000 於二零一八年四月一日 採納香港財務報告準則第15號的影響 千港元 |
|--|---------------|-------|---|
| | | 附註 | |
| Retained profits | 保留溢利 | | |
| Recognition of significant financing component | 確認重大融資成分 | (a) | 10,293 |
| Tax effects | 稅務影響 | (a) | (2,573) |
| Impact relating to non-controlling interests | 有關非控股權益的影響 | | (386) |
| Impact at 1 April 2018 | 於二零一八年四月一日的影響 | | 7,334 |

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

未經審核簡明綜合財務報表附註

3. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

Application of new and amendments to HKFRSs and an interpretation (Continued)

3.1 Impacts and changes in accounting policies of application on HKFRS 15 Revenue from Contracts with Customers ("HKFRS 15") (Continued)

The following adjustments were made to the amounts recognised in the condensed consolidated statement of financial position at 1 April 2018. Line items that were not affected by the changes have not been included.

Notes:

3. 主要會計政策 (續)

應用新訂香港財務報告準則及其修訂本及詮釋 (續)

3.1 應用香港財務報告準則第15號來自客戶合約之收益 (「香港財務報告準則第15號」) 之影響及會計政策變動 (續)

簡明綜合財務狀況表於二零一八年四月一日確認之金額已作出以下調整。未受變動影響之項目並不包括在內。

附註：

| | | | Carrying amounts previously reported at 31 March 2018 | Reclassification | Remeasurement | Carrying amounts under HKFRS 15 at 1 April 2018 |
|--|-----------|---------|--|------------------|---------------|---|
| | | Notes | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 |
| | | | 於二零一八年 三月三十一日 先前呈報 之賬面額 | 重新分類 | 重新計量 | 於二零一八年 四月一日 按香港財務報告 準則第15號 之賬面值 |
| | | 附註 | 千港元 | 千港元 | 千港元 | 千港元 |
| NON-CURRENT ASSETS | 非流動資產 | | | | | |
| Defered tax assets | 遞延稅項資產 | (a) | 14,396 | - | 2,573 | 16,969 |
| CURRENT LIABILITIES | 流動負債 | | | | | |
| Deposits received for sale of properties | 就銷售物業已收按金 | (b) | 1,346,389 | (1,346,389) | - | - |
| Contract liabilities | 合約負債 | (a)/(b) | - | 1,346,389 | 10,293 | 1,356,682 |
| CAPITAL AND RESERVES | 股本及儲備 | | | | | |
| Reserves | 儲備 | (b) | 3,353,019 | - | (7,334) | 3,345,685 |
| Non-controlling interests | 非控股權益 | (b) | 38,485 | - | (386) | 38,099 |

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

未經審核簡明綜合財務報表附註

3. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

Application of new and amendments to HKFRSs and an interpretation (Continued)

3.1 Impacts and changes in accounting policies of application on HKFRS 15 Revenue from Contracts with Customers ("HKFRS 15") (Continued)

Notes: (Continued)

- (a) At the date of initial application of HKFRS 15, deposits received for sale of properties of HK\$1,346,389,000 and the significant financing component effect of HK\$10,293,000 as set out in note (a) above, were reclassified or recognised to contract liabilities, as appropriate.
- (b) Certain property sales contracts of the Group contain significant financing component after taking into account the difference between the amount of promised consideration and the cash selling price of the property; and the combined effect of the expected length of time between the Group transferring the property to the customer and the customer paying for the property and the prevailing interest rates in the relevant market. The Group recognised the interest expense only to the extent that a contract liability (deposits received for sale of properties) is recognised in accounting for the contract with the customers and adjusted the promised amount of consideration by using a discount rate that would be reflected in a separate financing transaction between the Group and the customer reflecting the credit characteristics of the Group as well as any collateral or security provided. At the date of initial application, finance costs not eligible for capitalisation of HK\$7,334,000 and HK\$386,000 have been debited to the retained profits and the non-controlling interests, respectively, with corresponding adjustment of HK\$10,293,000 credited to contract liabilities. The corresponding tax effect has been recognised as deferred tax assets.
- (c) The amounts are before the adjustments from the application of HKFRS 9.

3. 主要會計政策 (續)

應用新訂香港財務報告準則及其修訂本及詮釋 (續)

3.1 應用香港財務報告準則第15號來自客戶合約之收益 (「香港財務報告準則第15號」) 之影響及會計政策變動 (續)

附註：(續)

- (a) 於首次應用香港財務報告準則第15號日期，上文附註(a)所載就銷售物業已收按金1,346,389,000港元及重大融資成分影響10,293,000港元已重新分類或確認為合約負債(按情況適用)。
- (b) 經計及承諾代價金額與物業現金售價之差額，以及本集團將物業轉讓予客戶與客戶就物業付款之預計時間長度及相關市場現行利率之綜合影響，本集團若干物業銷售合約含有重大融資成分。本集團僅於合約負債(就銷售物業已收按金)在客戶合約入賬確認後方會確認利息開支，並使用將反映於本集團與客戶之間可反本集團信貸特點以及所提供任何抵押品或抵押之獨立融資交易中之貼現率調整承諾代價金額。於首次應用日期，不合資格作資本化之財務成本7,334,000港元及386,000港元分別自保留溢利及非控股權益扣除，相應調整金額10,293,000港元計入合約負債。相應稅項影響已確認為遞延稅項資產。
- (c) 該等金額未計入應用香港財務報告準則第9號之調整。

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

未經審核簡明綜合財務報表附註

3. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

Application of new and amendments to HKFRSs and an interpretation (Continued)

3.1 Impacts and changes in accounting policies of application on HKFRS 15 Revenue from Contracts with Customers ("HKFRS 15") (Continued)

The following table summarise the impacts of applying HKFRS 15 on the Group's condensed consolidated statement of financial position as at 30 September 2018 and its condensed consolidated statement of profit or loss and other comprehensive income for the six months ended 30 September 2018 for each of the line items affected. Line items that were not affected by the changes have not been included.

Impact on the condensed consolidated statement of financial position as at 30 September 2018

| | | As reported HK\$'000 | Reclassification HK\$'000 | Remeasurement HK\$'000 | Amounts without application of HKFRS 15 HK\$'000 不應用香港財 務報告準則第 15號之金額 千港元 |
|--|-----------|-------------------------|------------------------------|---------------------------|---|
| | | 按呈報 千港元 | 重新分類 千港元 | 重新計量 千港元 | 千港元 |
| NON-CURRENT ASSETS | 非流動資產 | | | | |
| Deferred tax assets | 遞延稅項資產 | 18,413 | - | (8,891) | 9,522 |
| CURRENT LIABILITIES | 流動負債 | | | | |
| Deposits received for sale of properties | 就銷售物業已收按金 | - | 2,013,475 | - | 2,013,475 |
| Contract liabilities | 合約負債 | 2,049,041 | (2,013,475) | (35,566) | - |
| CAPITAL AND RESERVES | 股本及儲備 | | | | |
| Reserves | 儲備 | 3,024,458 | - | 25,341 | 3,049,799 |
| Non-controlling interests | 非控股權益 | 63,071 | - | 1,334 | 64,405 |

3. 主要會計政策 (續)

應用新訂香港財務報告準則及其修訂本及詮釋 (續)

3.1 應用香港財務報告準則第15號來自客戶合約之收益 (「香港財務報告準則第15號」) 之影響及會計政策變動 (續)

下表概述應用香港財務報告準則第15號對本集團於二零一八年九月三十日之簡明綜合財務狀況表及其於截至二零一八年九月三十日止六個月之簡明綜合損益及其他全面收益表各項受影響項目之影響。未受變動影響之項目並不包括在內。

對二零一八年九月三十日之簡明綜合財務狀況表之影響

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

未經審核簡明綜合財務報表附註

3. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

Application of new and amendments to HKFRSs and an interpretation (Continued)

3.1 Impacts and changes in accounting policies of application on HKFRS 15 Revenue from Contracts with Customers ("HKFRS 15") (Continued)

Impact on the condensed consolidated statement of profit or loss and other comprehensive income for the six months ended 30 September 2018

3. 主要會計政策 (續)

應用新訂香港財務報告準則及其修訂本及詮釋 (續)

3.1 應用香港財務報告準則第15號來自客戶合約之收益 (「香港財務報告準則第15號」) 之影響及會計政策變動 (續)

對截至二零一八年九月三十日止六個月之簡明綜合損益及其他全面收益表之影響

| | | As reported HK\$'000 | Reclassification HK\$'000 | Remeasurement HK\$'000 | Amounts without application of HKFRS 15 HK\$'000 不應用香港財 務報告準則第 15號之金額 千港元 |
|---|--------------------|-------------------------|------------------------------|---------------------------|---|
| | | 按呈報 千港元 | 重新分類 千港元 | 重新計量 千港元 | 千港元 |
| Revenue from goods and services | 貨品及服務之收益 | 90,672 | - | - | 90,672 |
| Cost of sales and services | 銷售及服務成本 | (13,024) | - | - | (13,024) |
| Gross profit | 毛利 | 77,648 | - | - | 77,648 |
| Other income | 其他收入 | 16,230 | - | - | 16,230 |
| Change in fair value of investment properties | 投資物業之公平值變動 | (1,192) | - | - | (1,192) |
| Change in fair value of financial assets at fair value through profit or loss | 按公平值計入損益之財務資產公平值變動 | (25,524) | - | - | (25,524) |
| Other operating expenses | 其他經營費用 | (94,420) | - | - | (94,420) |
| Finance costs | 融資成本 | (50,895) | - | 27,380 | (23,515) |
| Share of loss of an associate | 應佔聯營公司虧損 | (478) | - | - | (478) |
| Loss before taxation | 除稅前虧損 | (78,631) | - | 27,380 | (51,251) |
| Income tax expense | 所得稅開支 | (4,719) | - | (6,845) | (11,564) |
| Loss for the period | 本期間虧損 | (83,350) | - | 20,535 | (62,815) |
| Other comprehensive expense | 其他全面開支 | (248,469) | - | 174 | (248,295) |
| Total comprehensive expense for the period | 本期間全面開支總額 | (331,819) | - | 20,709 | (311,110) |

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

未經審核簡明綜合財務報表附註

3. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

Application of new and amendments to HKFRSs and an interpretation (Continued)

3.1 Impacts and changes in accounting policies of application on HKFRS 15 Revenue from Contracts with Customers ("HKFRS 15") (Continued)

The explanations of the above changes affected in the current period by the application of HKFRS 15 as compared to HKAS 11, HKAS 18 and the related Interpretations are set out in notes (a) to (c) above for describing the adjustments made to the condensed consolidated statement of financial position at 1 April 2018 upon the adoption of HKFRS 15.

3.2 Impacts and changes in accounting policies of application on HKFRS 9 Financial Instrument ("HKFRS 9")

In the current period, the Group has applied HKFRS 9 and the related consequential amendments to other HKFRSs. HKFRS 9 introduces new requirements for 1) the classification and measurement of financial assets and financial liabilities, 2) expected credit losses ("ECL") for financial assets and other items (for example, contract assets and lease receivables) and 3) general hedge accounting.

3. 主要會計政策 (續)

應用新訂香港財務報告準則及其修訂本及詮釋 (續)

3.1 應用香港財務報告準則第15號來自客戶合約之收益 (「香港財務報告準則第15號」) 之影響及會計政策變動 (續)

相較於香港會計政策第11號、香港會計準則第18號及有關詮釋，應用香港財務報告準則第15號本期間已受影響之上述變動之說明載列於上文附註(a)至(c)，旨在描述應用香港財務報告準則第15號後對於二零一八年四月一日之簡明綜合財務狀況表作出之調整。

3.2 應用香港財務報告準則第9號金融工具 (「香港財務報告準則第9號」) 之影響及會計政策變動

於本期間，本集團已應用香港財務報告準則第9號及其他香港財務報告準則的相關相應修訂。香港財務報告準則第9號引入有關下列各項之新規定：(1) 財務資產及財務負債的分類及計量；(2) 財務資產及其他項目（例如，合約資產及應收租賃款項）之預期信貸損失（「預期信貸損失」）及(3) 一般對沖會計處理。

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

未經審核簡明綜合財務報表附註

3. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

Application of new and amendments to HKFRSs and an interpretation (Continued)

3.2 Impacts and changes in accounting policies of application on HKFRS 9 Financial Instrument ("HKFRS 9") (Continued)

The Group has applied HKFRS 9 in accordance with the transition provisions set out in HKFRS 9. i.e. applied the classification and measurement requirements (including impairment) retrospectively to instruments that have not been derecognised as at 1 April 2018 (date of initial application) and has not applied the requirements to instruments that have already been derecognised as at 1 April 2018. The difference between carrying amounts as at 31 March 2018 and the carrying amounts as at 1 April 2018 are recognised in the opening accumulated profits, without restating comparative information.

Accordingly, certain comparative information may not be comparable as comparative information was prepared under HKAS 39 *Financial Instruments: Recognition and Measurement*.

3. 主要會計政策 (續)

應用新訂香港財務報告準則及其修訂本及詮釋 (續)

3.2 應用香港財務報告準則第9號金融工具(「香港財務報告準則第9號」)之影響及會計政策變動(續)

本集團已根據香港財務報告準則第9號所載之過渡性條文應用香港財務報告準則第9號，即對於二零一八年四月一日(首次應用日期)尚未終止確認的工具追溯應用分類及計量規定(包括減值)，且未有對於二零一八年四月一日已經終止確認之工具應用該等規定。二零一八年三月三十一日的賬面值與二零一八年四月一日之賬面值之間之差異於期初累計溢利中確認，而並無重列可資比較資料。

由於比較資料乃根據香港會計準則第39號「金融工具：確認及計量」編製，因此若干比較資料可能不具有比較性。

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

未經審核簡明綜合財務報表附註

3. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

Application of new and amendments to HKFRSs and an interpretation (Continued)

3.2 Impacts and changes in accounting policies of application on HKFRS 9 Financial Instrument ("HKFRS 9") (Continued)

3.2.1 Summary of effects arising from initial application of HKFRS 9

The table below illustrates the classification and measurement of financial assets and financial liabilities under HKFRS 9 and HKAS 39 at the date of initial application, 1 April 2018.

| | Original measurement category under HKAS 39 | New measurement category under HKFRS 9 | Original carrying amount under HKAS 39 HK\$'000 | Fair value remeasurement under HKFRS 9 HK\$'000 | Additional loss allowance recognised under HKFRS 9 HK\$'000 | New carrying amount under HKFRS 9 HK\$'000 |
|---|--|--|---|---|---|--|
| | 按香港會計準則第39號原計量類別 | 按香港會計準則第9號新計量類別 | 按香港會計準則第39號之原賬面值 千港元 | 準則第9號之公平值重新計量 千港元 | 根據香港財務報告準則第9號之公允價值之額外虧損撥備 千港元 | 按香港財務報告準則第9號之新賬面值 千港元 |
| Investments held for trading 持作買賣投資 | Financial assets at FVTPL 按公平值計入損益之財務資產 | Financial assets at FVTPL 按公平值計入損益之財務資產 | 125,745 | - | - | - |
| Financial assets at FVTPL 按公平值計入損益之財務資產 | Financial assets at FVTPL 按公平值計入損益之財務資產 | Financial assets at FVTPL 按公平值計入損益之財務資產 | 133,857 | 125,745 | - | 259,602 |
| Trade and other receivables 應收賬款及其他應收款項 | Loans and receivables at amortised cost 按攤銷成本計量之貸款及應收款項 | Financial assets at amortised cost 按攤銷成本計量之財務資產 | 7,329 | - | - | 7,329 |
| Amount due from related companies 應收關連公司款項 | Loans and receivables at amortised cost 按攤銷成本計量之貸款及應收款項 | Financial assets at amortised cost 按攤銷成本計量之財務資產 | 140 | - | - | 140 |
| Restricted bank deposits 受限制銀行存款 | Loans and receivables at amortised cost 按攤銷成本計量之貸款及應收款項 | Financial assets at amortised cost 按攤銷成本計量之財務資產 | 630 | - | - | 630 |

3. 主要會計政策 (續)

應用新訂香港財務報告準則及其修訂本及詮釋 (續)

3.2 應用香港財務報告準則第9號金融工具 (「香港財務報告準則第9號」) 之影響及會計政策變動 (續)

3.2.1 首次應用香港財務報告準則第9號產生之影響概要

下表說明於首次應用當日 (即二零一八年四月一日) 根據香港財務報告準則第9號及香港會計準則第39號項下財務資產及財務負債之分類及計量。

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

未經審核簡明綜合財務報表附註

3. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

Application of new and amendments to HKFRSs and an interpretation (Continued)

3.2 Impacts and changes in accounting policies of application on HKFRS 9 Financial Instrument ("HKFRS 9") (Continued)

3.2.1 Summary of effects arising from initial application of HKFRS 9 (Continued)

| | Original measurement category under HKAS 39 | New measurement category under HKFRS 9 | Original carrying amount under HKAS 39 HK\$'000 | Fair value remeasurement under HKFRS 9 HK\$'000 | Additional loss allowance recognised under HKFRS 9 HK\$'000 | New carrying amount under HKFRS 9 HK\$'000 |
|--|--|---|---|---|---|--|
| | 按香港會計準則第39號原計量類別 | 按香港會計準則第9號新計量類別 | 按香港會計準則第39號之原賬面值 千港元 | 按香港會計準則第9號之公平值重新計量 千港元 | 根據香港財務報告準則第9號之額外確認之虧損撥備 千港元 | 按香港財務報告準則第9號之新賬面值 千港元 |
| Bank balances and cash 銀行結餘及現金 | Loans and receivables at amortised cost 按攤銷成本計量之貸款及應收款項 | Financial assets at amortised cost 按攤銷成本計量之財務資產 | 201,622 | - | - | 201,622 |
| Trade and other payables 應付賬款及其他應付款項 | Financial liabilities at amortised cost 按攤銷成本計量之財務負債 | Financial liabilities at amortised cost 按攤銷成本計量之財務負債 | 159,307 | - | - | 159,307 |
| Amounts due to related companies 應付關連公司款項 | Financial liabilities at amortised cost 按攤銷成本計量之財務負債 | Financial liabilities at amortised cost 按攤銷成本計量之財務負債 | 2,016 | - | - | 2,016 |
| Amounts due to non-controlling shareholders of subsidiaries 應付附屬公司非控股股東款項 | Financial liabilities at amortised cost 按攤銷成本計量之財務負債 | Financial liabilities at amortised cost 按攤銷成本計量之財務負債 | 153,885 | - | - | 153,885 |
| Bonds payable 應付債券 | Financial liabilities at FVTPL 按公平值計入損益之財務負債 | Financial liabilities at FVTPL 按公平值計入損益之財務負債 | 10,339 | - | - | 10,339 |

Note: The amount of the additional impairment loss allowance upon the initial application of HKFRS 9 was insignificant to the condensed consolidated statement of the Group.

3. 主要會計政策 (續)

應用新訂香港財務報告準則及其修訂本及詮釋 (續)

3.2 應用香港財務報告準則第9號金融工具 (「香港財務報告準則第9號」) 之影響及會計政策變動 (續)

3.2.1 首次應用香港財務報告準則第9號產生之影響概要 (續)

| Original carrying amount under HKAS 39 HK\$'000 | Fair value remeasurement under HKFRS 9 HK\$'000 | Additional loss allowance recognised under HKFRS 9 HK\$'000 | New carrying amount under HKFRS 9 HK\$'000 |
|---|---|---|--|
| 按香港會計準則第39號之原賬面值 千港元 | 按香港會計準則第9號之公平值重新計量 千港元 | 根據香港財務報告準則第9號之額外確認之虧損撥備 千港元 | 按香港財務報告準則第9號之新賬面值 千港元 |
| 201,622 | - | - | 201,622 |
| 159,307 | - | - | 159,307 |
| 2,016 | - | - | 2,016 |
| 153,885 | - | - | 153,885 |
| 10,339 | - | - | 10,339 |

附註：於首次應用香港財務報告準則第9號之額外減值虧損撥備金額對於本集團之簡明綜合報表而言並不重大。

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

未經審核簡明綜合財務報表附註

3. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

Application of new and amendments to HKFRSs and an interpretation (Continued)

3.2 Impacts and changes in accounting policies of application on HKFRS 9 Financial Instrument ("HKFRS 9") (Continued)

3.2.1 Summary of effects arising from initial application of HKFRS 9 (Continued)

There were no financial assets and financial liabilities which the Group had previously measured at amortised cost under HKAS 39 that were subject to reclassification, or which the Group has elected to reclassify upon the application of HKFRS 9.

3.3 Impact on opening condensed consolidated statement of financial position arising from the application of all new standards

As a result of the changes in the Group's accounting policies above, the opening condensed consolidated statement of financial position had to be adjusted. The following table shows the adjustments recognised for each individual line item.

3. 主要會計政策 (續)

應用新訂香港財務報告準則及其修訂本及詮釋 (續)

3.2 應用香港財務報告準則第9號金融工具 (「香港財務報告準則第9號」) 之影響及會計政策變動 (續)

3.2.1 首次應用香港財務報告準則第9號產生之影響概要 (續)

並無本集團先前根據香港會計準則第39號按攤銷成本計量而於應用香港財務報告準則第9號須進行重新分類，或本集團已選擇重新分類之財務資產及財務負債。

3.3 應用所有新準則對期初簡明綜合財務狀況表之影響

由於上文所述本集團會計政策變動，須調整期初簡明綜合財務狀況表。下表顯示就各個別項目確認之調整。

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

未經審核簡明綜合財務報表附註

3. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

Application of new and amendments to HKFRSs and an interpretation (Continued)

3.3 Impact on opening condensed consolidated statement of financial position arising from the application of all new standards (Continued)

3. 主要會計政策 (續)

應用新訂香港財務報告準則及其修訂本及詮釋 (續)

3.3 應用所有新準則對期初簡明綜合財務狀況表之影響 (續)

| | | 31 March 2018 二零一八年 三月三十一日 千港元 | HKFRS 15 HK\$'000 香港財務報告 準則第15號 千港元 | HKFRS 9 HK\$'000 香港財務報告 準則第9號 千港元 | 1 April 2018 HK\$'000 二零一八年 四月一日 千港元 |
|--|------------------|--|---|---|--|
| NON-CURRENT ASSETS | 非流動資產 | | | | |
| Investment properties | 投資物業 | 3,952,998 | - | - | 3,952,998 |
| Property, plant and equipment | 物業、廠房及設備 | 5,327 | - | - | 5,327 |
| Property under development | 發展中物業 | 358,190 | - | - | 358,190 |
| Deposits for properties under development | 發展中物業之按金 | 78,978 | - | - | 78,978 |
| Deferred tax assets | 遞延稅項資產 | 14,396 | 2,573 | - | 16,969 |
| | | 4,409,889 | 2,573 | - | 4,412,462 |
| CURRENT ASSETS | 流動資產 | | | | |
| Inventory of properties | 物業存貨 | 1,249,179 | - | - | 1,249,179 |
| Trade receivables, other receivables and prepayments | 應收賬款、其他應收款項及預付款項 | 1,079,929 | - | - | 1,079,929 |
| Loan receivables | 應收貸款 | 25,000 | - | - | 25,000 |
| Financial assets at FVTPL | 按公平值計入損益之財務資產 | 133,857 | - | 125,745 | 259,602 |
| Investments held for trading | 持作買賣投資 | 125,745 | - | (125,745) | - |
| Amounts due from related companies | 應收關連公司款項 | 140 | - | - | 140 |
| Prepaid income tax | 預付所得稅 | 10,369 | - | - | 10,369 |
| Restricted bank deposits | 受限制銀行存款 | 630 | - | - | 630 |
| Bank balances and cash | 銀行結餘及現金 | 201,622 | - | - | 201,622 |
| | | 2,826,471 | - | - | 2,826,471 |

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

未經審核簡明綜合財務報表附註

3. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

Application of new and amendments to HKFRSs and an interpretation (Continued)

3.3 Impact on opening condensed consolidated statement of financial position arising from the application of all new standards (Continued)

3. 主要會計政策 (續)

應用新訂香港財務報告準則及其修訂本及詮釋 (續)

3.3 應用所有新準則對期初簡明綜合財務狀況表之影響 (續)

| | | 31 March 2018 HK\$'000 二零一八年 三月三十一日 千港元 | HKFRS 15 HK\$'000 香港財務報告 準則第15號 千港元 | HKFRS 9 HK\$'000 香港財務報告 準則第9號 千港元 | 1 April 2018 HK\$'000 二零一八年 四月一日 千港元 |
|---|-------------------|--|---|---|--|
| CURRENT LIABILITIES | 流動負債 | | | | |
| Trade and other payables and accruals | 應付賬款以及其他應付款項及應計費用 | 242,781 | - | - | 242,781 |
| Deposits received for sale of properties | 就銷售物業已收按金 | 1,346,389 | (1,346,389) | - | - |
| Contract liabilities | 合約負債 | - | 1,356,682 | - | 1,356,682 |
| Amounts due to related companies | 應付關連公司款項 | 2,016 | - | - | 2,016 |
| Amounts due to non-controlling shareholders of subsidiaries | 應付附屬公司非控股股東款項 | 153,885 | - | - | 153,885 |
| Bank borrowings | 銀行借貸 | | | | |
| - due within one year | - 一年內到期 | 184,623 | - | - | 184,623 |
| Income tax payable | 應付所得稅 | 57,450 | - | - | 57,450 |
| | | 1,987,144 | 10,293 | - | 1,997,437 |
| NET CURRENT ASSETS | 流動資產淨值 | 839,327 | (10,293) | - | 829,034 |
| TOTAL ASSETS LESS CURRENT LIABILITIES | 資產總值減流動負債 | 5,249,216 | (7,720) | - | 5,241,496 |
| CAPITAL AND RESERVES | 股本及儲備 | | | | |
| Share capital | 股本 | 44,589 | - | - | 44,589 |
| Reserves | 儲備 | 3,353,019 | (7,334) | - | 3,345,685 |
| Equity attributable to owners of the Company | 本公司擁有人應佔權益 | 3,397,608 | (7,334) | - | 3,390,274 |
| Non-controlling interests | 非控股權益 | 38,485 | (386) | - | 38,099 |
| TOTAL EQUITY | 總權益 | 3,436,093 | (7,720) | - | 3,428,373 |

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

未經審核簡明綜合財務報表附註

3. PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

Application of new and amendments to HKFRSs and an interpretation (Continued)

3.3 Impact on opening condensed consolidated statement of financial position arising from the application of all new standards (Continued)

| | | 31 March 2018 HK\$'000 二零一八年 三月三十一日 千港元 | HKFRS 15 HK\$'000 香港財務報告 準則第15號 千港元 | HKFRS 9 HK\$'000 香港財務報告 準則第9號 千港元 | 1 April 2018 HK\$'000 二零一八年 四月一日 千港元 |
|--|-----------|--|---|---|--|
| NON-CURRENT LIABILITIES | 非流動負債 | | | | |
| Bonds payable | 應付債券 | 10,339 | - | - | 10,339 |
| Deferred tax liabilities | 遞延稅項負債 | 757,337 | - | - | 757,337 |
| Bank borrowings | 銀行借貸 | | | | |
| - due after one year | - 一年後到期 | 1,045,447 | - | - | 1,045,447 |
| | | 1,813,123 | - | - | 1,813,123 |
| TOTAL EQUITY AND NON-CURRENT LIABILITIES | 總權益及非流動負債 | 5,249,216 | (7,720) | - | 5,241,496 |

Except as described above, the application of other amendments to the HKFRSs and the interpretation in current interim period had no material effect on the amounts reported or disclosures set out in these condensed consolidated financial statements.

除上文所述者外，於本中期期間應用香港財務報告準則之其他修訂本及詮釋對該等簡明綜合財務報表所呈報的金額或所載的披露並無任何重大影響。

3. 主要會計政策 (續)

應用新訂香港財務報告準則及其修訂本及詮釋 (續)

3.3 應用所有新準則對期初簡明綜合財務狀況表之影響 (續)

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

未經審核簡明綜合財務報表附註

4. REVENUE AND OTHER INCOME

Revenue represents income generated from the principal activities of the Group. Revenue and other income recognised during the period are as follows:

4. 收益及其他收入

收益指來自本集團主要業務之收入。於本期間確認之收益及其他收入如下：

| | | For the six months ended 30 September 截至九月三十日止六個月 | |
|--|-------------------|---|---|
| | | 2018 HK\$'000 (Unaudited) 二零一八年 千港元 (未經審核) | 2017 HK\$'000 (Unaudited) 二零一七年 千港元 (未經審核) |
| Revenue | 收益 | | |
| Rental income, and Property management related fee income | 租金收入及物業管理相關費用收入 | 70,421 | 52,890 |
| Sale of properties | 銷售物業 | 20,251 | 420,905 |
| | | 90,672 | 473,795 |
| Other income | 其他收入 | | |
| Bank interest income | 銀行利息收入 | 1,724 | 259 |
| Dividend income from listed investments | 上市投資之股息收入 | 639 | 816 |
| Exchange gain, net | 匯兌收益淨額 | - | 9,034 |
| Gain on disposal of property, plant and equipment | 出售物業、廠房及設備之收益 | - | 98 |
| Interest income from debts securities | 債務證券之利息收入 | - | 1,529 |
| Interest income from financial assets at fair value through profit or loss | 按公平值計入損益之財務資產利息收入 | 13,330 | 13,330 |
| Interest income from loan receivables | 應收貸款之利息收入 | 395 | 3,515 |
| Sundry income | 雜項收入 | 142 | 182 |
| | | 16,230 | 28,763 |

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

未經審核簡明綜合財務報表附註

5. SEGMENTAL INFORMATION

The Group determines its operating segments based on the reports reviewed by the chief operating decision-maker that are used to make strategic decisions.

The Group has identified two reportable segments, the business of property development and property investment. The following summary describes the operations in each of the Group's reportable segments:

- Property development business – development and sale of properties
- Property investment business – letting properties and providing property management services

During the six months ended 30 September 2018 and 2017, there are no inter-segment transactions made. Central revenue and expenses are not allocated to the operating segments as they are not included in the measure of the segments' profit/(loss) that is used by the chief operating decision-maker for assessment of segment performance.

5. 分部資料

本集團根據經主要營運決策者審閱之報告（用於作出策略決定）確定其經營分部。

本集團已識別出兩個須予報告分部，即物業發展以及物業投資。以下概述本集團各須予報告分部之業務：

- 物業發展業務－發展及銷售物業
- 物業投資業務－出租物業及提供物業管理服務

截至二零一八年及二零一七年九月三十日止六個月並無任何分部間交易。中央收支項目並無分配至經營分部，因在計量分部溢利／（虧損）供主要營運決策者用於評估分部表現時並不計入該等項目。

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

未經審核簡明綜合財務報表附註

5. SEGMENTAL INFORMATION (CONTINUED)

5. 分部資料 (續)

(a) Business Segments

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

(a) 業務分部

以下為按經營及須予報告分部劃分之本集團收益及業績分析：

| | | Property development business | | Property investment business | | Total | |
|---|---------------|---------------------------------------|----------|---------------------------------------|----------|---------------------------------------|----------|
| | | For the six months ended 30 September | | For the six months ended 30 September | | For the six months ended 30 September | |
| | | 物業發展業務 | | 物業投資業務 | | 總計 | |
| | | 截至九月三十日止六個月 | | 截至九月三十日止六個月 | | 截至九月三十日止六個月 | |
| | | 2018 | 2017 | 2018 | 2017 | 2018 | 2017 |
| | | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 | HK\$'000 |
| | | 二零一八年 | 二零一七年 | 二零一八年 | 二零一七年 | 二零一八年 | 二零一七年 |
| | | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 | 千港元 |
| Revenue from: | 收益： | | | | | | |
| External sales | 對外銷售 | 20,251 | 420,905 | 70,421 | 52,890 | 90,672 | 473,795 |
| Inter-segment sales | 分部間銷售 | - | - | - | - | - | - |
| Reportable segment revenue | 須予報告分部收益 | 20,251 | 420,905 | 70,421 | 52,890 | 90,672 | 473,795 |
| Reportable segment (loss)/profit | 須予報告分部(虧損)/溢利 | (58,412) | 123,442 | 31,945 | 19,558 | (26,467) | 143,000 |
| Interest income | 利息收入 | 438 | 124 | 1,120 | 3,649 | 1,558 | 3,773 |
| Interest expense | 利息支出 | (27,380) | (3,808) | (22,889) | (24,021) | (50,269) | (27,829) |
| Depreciation | 折舊 | (799) | (693) | (134) | (160) | (933) | (853) |
| Income tax (expense)/credit | 所得稅(開支)/抵免 | 3,258 | (59,066) | (7,977) | (5,524) | (4,719) | (64,590) |
| Share of loss of an associate | 應佔聯營公司虧損 | (478) | - | - | - | (478) | - |
| Change in fair value of investment properties | 投資物業之公平值變動 | - | - | (1,192) | (12) | (1,192) | (12) |

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

未經審核簡明綜合財務報表附註

5. SEGMENTAL INFORMATION (CONTINUED)

(a) Business Segments (Continued)

Assets and liabilities information

| | | Property development business 物業發展業務 | | Property investment business 物業投資業務 | | Total 總計 | |
|--------------------------------|---------|--|---|--|---|--|---|
| | | At 30 September 2018 HK\$'000 於二零一八年 九月三十日 千港元 | At 31 March 2018 HK\$'000 於二零一八年 三月三十一日 千港元 | At 30 September 2018 HK\$'000 於二零一八年 九月三十日 千港元 | At 31 March 2018 HK\$'000 於二零一八年 三月三十一日 千港元 | At 30 September 2018 HK\$'000 於二零一八年 九月三十日 千港元 | At 31 March 2018 HK\$'000 於二零一八年 三月三十一日 千港元 |
| Segment assets | 分部資產 | 3,449,708 | 2,902,495 | 3,834,697 | 3,976,375 | 7,284,405 | 6,878,870 |
| Addition to non-current assets | 添置非流動資產 | 235,979 | 35,582 | - | 12 | 235,979 | 35,594 |
| Segment liabilities | 分部負債 | (2,795,535) | (2,175,244) | (1,444,883) | (1,608,710) | (4,240,418) | (3,783,954) |

5. 分部資料 (續)

(a) 業務分部 (續)

資產及負債資料

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

未經審核簡明綜合財務報表附註

5. SEGMENTAL INFORMATION (CONTINUED)

5. 分部資料 (續)

(b) Reconciliation of reportable segment revenues and profit or loss, assets and liabilities

(b) 須予報告分部收益、損益、資產及負債之對賬

| | | For the six months ended 30 September 截至九月三十日止六個月 | |
|---|--------------------------|---|----------------------------------|
| | | 2018 HK\$'000 二零一八年 千港元 | 2017 HK\$'000 二零一七年 千港元 |
| Revenue | 收益 | | |
| Reportable segment revenue | 須予報告分部收益 | 90,672 | 473,795 |
| Elimination of inter-segment revenue | 對銷分部間收益 | - | - |
| Consolidated revenue | 綜合收益 | 90,672 | 473,795 |
| (Loss)/profit before taxation | 除稅前(虧損)/溢利 | | |
| Reportable segment (loss)/profit | 須予報告分部(虧損)/溢利 | (26,467) | 143,000 |
| Exchange gain, net | 匯兌收益淨額 | - | 9,034 |
| Fair value (loss)/gain on financial assets at FVTPL | 按公平值計入損益之財務資產之公平值(虧損)/收益 | (25,524) | 31,634 |
| Interest income from financial assets at FVTPL | 按公平值計入損益之財務資產之利息收入 | 13,330 | 13,330 |
| Net realised gain on disposal of investments held for trading | 出售持作買賣投資之變現收益淨額 | - | 645 |
| Finance costs | 融資成本 | (626) | (595) |
| Unallocated corporate income | 未分配公司收入 | 1,200 | 2,345 |
| Unallocated corporate expenses | 未分配公司開支 | (40,544) | (5,750) |
| Consolidated (loss)/profit before taxation | 除所得稅前綜合(虧損)/溢利 | (78,631) | 193,643 |

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

未經審核簡明綜合財務報表附註

5. SEGMENTAL INFORMATION (CONTINUED)

(b) Reconciliation of reportable segment revenues and profit or loss, assets and liabilities (Continued)

| | | At 30 September 2018 HK\$'000 於 二零一八年 九月三十日 千港元 | At 31 March 2018 HK\$'000 於 二零一八年 三月三十一日 千港元 |
|-----------------------------------|---------------|--|---|
| Assets | 資產 | | |
| Reportable segment assets | 須予報告分部資產 | 7,284,405 | 6,878,870 |
| Bank balances and cash | 銀行結餘及現金 | 11,205 | 59,993 |
| Financial assets at FVTPL | 按公平值計入損益之財務資產 | 234,078 | 259,602 |
| Loan receivables | 應收貸款 | - | 25,000 |
| Unallocated corporate assets | 未分配公司資產 | 26,833 | 12,895 |
| Consolidated total assets | 綜合資產總值 | 7,556,521 | 7,236,360 |
| Liabilities | 負債 | | |
| Reportable segment liabilities | 須予報告分部負債 | 4,240,418 | 3,783,954 |
| Amounts due to related companies | 應付關連公司款項 | 167,784 | 20 |
| Bonds payable | 應付債券 | 10,579 | 10,339 |
| Unallocated corporate liabilities | 未分配公司負債 | 5,622 | 5,954 |
| Consolidated total liabilities | 綜合負債總值 | 4,424,403 | 3,800,267 |

(c) Geographical information

During the six months ended 30 September 2018 and 2017, the Group's major operations and assets are situated in the PRC in which all of its revenue was derived.

(d) Major customers

There are no customer contributing over 10% of the Group's revenue for the six months ended 30 September 2018 and 2017.

5. 分部資料 (續)

(b) 須予報告分部收益、損益、資產及負債之對賬 (續)

(c) 地區資料

截至二零一八年及二零一七年九月三十日止六個月，本集團之主要業務及資產均位於中國，而所有收益亦源自中國。

(d) 主要客戶

截至二零一八年及二零一七年九月三十日止六個月，概無客戶佔本集團之收益逾10%。

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

未經審核簡明綜合財務報表附註

6. OTHER GAINS

| | | For the six months ended 30 September 截至九月三十日止六個月 | |
|---|-----------------|---|----------------------------------|
| | | 2018 HK\$'000 二零一八年 千港元 | 2017 HK\$'000 二零一七年 千港元 |
| Net realised gain on disposal of investments held for trading | 出售持作買賣投資之變現收益淨額 | - | 645 |

6. 其他收益

7. FINANCE COSTS

| | | For the six months ended 30 September 截至九月三十日止六個月 | |
|-----------------------------------|-------------|---|----------------------------------|
| | | 2018 HK\$'000 二零一八年 千港元 | 2017 HK\$'000 二零一七年 千港元 |
| Interest on bank borrowings | 銀行借貸之利息 | 33,915 | 43,774 |
| Interest on bonds payable | 應付債券之利息 | 626 | 595 |
| Interests on contract liabilities | 合約負債之利息 | 27,380 | - |
| | | 61,921 | 44,369 |
| Less: Interest capitalised (note) | 減：資本化利息(附註) | (11,026) | (15,945) |
| | | 50,895 | 28,424 |

7. 融資成本

Note: Borrowing costs capitalised during the periods arose on the bank borrowings are capitalised fully to expenditure on qualifying assets.

附註：銀行借貸產生之期內資本化借貸成本已悉數資本化，以支銷合資格資產。

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

未經審核簡明綜合財務報表附註

8. (LOSS) PROFIT BEFORE TAXATION

The Group's (loss) profit before taxation is arrived at after charging/(crediting):

8. 除稅前(虧損)溢利

本集團之除稅前(虧損)溢利已扣除/(計入):

| | | For the six months ended 30 September 截至九月三十日止六個月 | |
|---|-------------------|---|----------------------------------|
| | | 2018 HK\$'000 二零一八年 千港元 | 2017 HK\$'000 二零一七年 千港元 |
| Exchange loss (gain), net | 匯兌虧損(收益)·淨額 | 26,164 | (9,034) |
| (Gain) on disposal of property, plant and equipment | 出售物業、廠房及設備之(收益) | - | (98) |
| Depreciation of property, plant and equipment | 物業、廠房及設備折舊 | 1,118 | 1,084 |
| Minimum lease payments under operating leases on leasehold properties | 租賃物業經營租約項下之最低租賃付款 | 1,020 | 1,020 |
| Staff costs (including directors' emoluments): | 員工成本(包括董事薪酬): | | |
| Basic salaries and allowances | 基本薪金及津貼 | 16,654 | 8,248 |
| Retirement benefits scheme contribution | 退休福利計劃供款 | 582 | 141 |

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

未經審核簡明綜合財務報表附註

9. INCOME TAX EXPENSE

9. 所得稅開支

| | | For the six months ended 30 September | |
|-----------------------------------|----------------------|--|----------|
| | | 截至九月三十日止六個月 | |
| | | 2018 | 2017 |
| | | HK\$'000 | HK\$'000 |
| | | 二零一八年 | 二零一七年 |
| | | 千港元 | 千港元 |
| PRC enterprise income tax | 中國企業所得稅 | | |
| – Current period | – 本期間 | 7,995 | 21,963 |
| – Over provision in prior years | – 過往年度超額撥備 | - | (288) |
| | | 7,995 | 21,675 |
| PRC land appreciation tax (“LAT”) | 中國土地增值稅 (「土地增值稅」) | 3,569 | 37,103 |
| Deferred tax (credit)/expense | 遞延稅項(抵免)/開支 | (6,845) | 5,812 |
| Income tax expense | 所得稅開支 | 4,719 | 64,590 |

Hong Kong profits tax is calculated at 16.5% on the estimated assessable profit for the six months ended 30 September 2018 (for the six months ended 30 September 2017: 16.5%). No provision of Hong Kong profits tax was made as there was no assessable profit derived for both periods.

The Group's subsidiaries in the PRC are subject to the PRC enterprise income tax. The applicable PRC enterprise income tax is 25% for the six months ended 30 September 2018 (for the six months ended 30 September 2017: 25%) for the PRC subsidiaries.

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

截至二零一八年九月三十日止六個月，香港利得稅按16.5%（截至二零一七年九月三十日止六個月：16.5%）的估計應課稅溢利計算。由於兩個期間均無產生應課稅溢利，故並無作出香港利得稅撥備。

本集團於中國之附屬公司須繳納中國企業所得稅。中國附屬公司於截至二零一八年九月三十日止六個月之適用中國企業所得稅率為25%（截至二零一七年九月三十日止六個月：25%）。

土地增值稅之撥備按照中國相關稅務法律及法規之規定估算。土地增值稅已在升值幅度的範圍內按累進稅率撥備，並有若干可扣減金額。

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

未經審核簡明綜合財務報表附註

10. DIVIDEND

No dividend was paid or proposed during the six months ended 30 September 2018 (for the six months ended 30 September 2017: Nil), nor has any dividend been proposed since 30 September 2018.

10. 股息

截至二零一八年九月三十日止六個月概無支付或擬支付任何股息（截至二零一七年九月三十日止六個月：無）；自二零一八年九月三十日起亦無擬支付任何股息。

11. (LOSS) EARNINGS PER SHARE

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

11. 每股（虧損）盈利

本公司擁有人應佔每股基本及攤薄盈利／（虧損）乃根據以下數據計算：

| | | For the six months ended 30 September 截至九月三十日止六個月 | |
|--|--------------------------|---|----------------------------------|
| | | 2018 HK\$'000 二零一八年 千港元 | 2017 HK\$'000 二零一七年 千港元 |
| (Loss) profit attributable to owners of the Company | 本公司擁有人應佔（虧損）溢利 | (79,634) | 125,882 |
| (Loss) profit for the purpose of basic and diluted (loss) earnings per share | 用於計算每股基本及攤薄（虧損）溢利之（虧損）溢利 | | |
| | | Number of shares 股份數目 | |
| | | '000 千股 | '000 千股 |
| Weighted average number of ordinary shares for the purposes of Basic (loss) earnings per share | 用於計算每股基本（虧損）溢利之普通股加權平均數 | 4,458,901 | 4,146,402 |
| Effect of dilutive potential ordinary shares: | 潛在普通股之攤薄影響： | | |
| Unlisted warrants | 非上市認股權證 | - | 42,622 |
| Weighted average number of ordinary shares for the purposes of diluted (loss) earnings per share | 用於計算每股攤薄（虧損）溢利之普通股加權平均數 | 4,458,901 | 4,189,024 |

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

未經審核簡明綜合財務報表附註

11. (LOSS) EARNINGS PER SHARE (CONTINUED)

The Company issued 800,000,000 ordinary shares as part of the consideration for the acquisition of Fujian Jingdu Land Co., Ltd. ("Fujian Jingdu") which are under common control and accounted for using merger accounting, the ordinary shares issued are included in the calculation of the weighted average number of shares for the six months ended 30 September 2017 as if these ordinary shares are issued and the acquisition of Fujian Jingdu had completed on 1 April 2016.

The calculation of basic (loss) earnings per share attributable to the owners of the Company for the six months ended 30 September 2018 is based on the loss attributable to the owners of the Company of approximately HK\$79.6 million (for the six months ended 30 September 2017: profit attributable to owners of the Company of HK\$125.9 million) and on the weighted average number of 4,458,901,000 ordinary shares (for the six months ended 30 September 2017: 4,146,402,000 ordinary shares).

Share options:

For the six months ended 30 September 2018, the computation of diluted loss per share does not assume the exercise of share options as they would decrease the loss per share attributable to the owners of the Company and have anti-dilutive effect.

For the six months ended 30 September 2017, the computation of diluted earnings per share does not assume the exercise of share options since the exercise price of those share option is higher than the average market price of the Company's shares for the respective periods.

11. 每股(虧損)盈利(續)

本公司發行800,000,000股普通股，作為收購共同控制並採用合併會計法處理之福建京都置業有限公司(「福建京都」)之部分代價，已發行普通股計入截至二零一七年九月三十日止六個月之加權平均股數，猶如該等普通股已發行及收購福建京都已於二零一六年四月一日完成。

截至二零一八年九月三十日止六個月本公司擁有人應佔每股基本(虧損)盈利之計算乃根據本公司擁有人應佔虧損約79,600,000港元(截至二零一七年九月三十日止六個月：本公司擁有人應佔溢利125,900,000港元)及普通股加權平均數4,458,901,000股普通股(截至二零一七年九月三十日止六個月：4,146,402,000股普通股)計算。

購股權：

截至二零一八年九月三十日止六個月，計算每股攤薄虧損時，概無假設購股權獲行使，原因為該等購股權將減少本公司擁有人應佔每股虧損，且具有反攤薄影響。

截至二零一七年九月三十日止六個月，計算每股攤薄盈利時，概無假設購股權獲行使，原因為該等購股權之行使價高於本公司股份於各期間之平均市價。

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

未經審核簡明綜合財務報表附註

11. (LOSS) EARNINGS PER SHARE

(CONTINUED)

Unlisted warrants:

For the six months ended 30 September 2017, the computation of diluted earnings per share assume the exercise of the unlisted warrants since the exercise price of those unlisted warrants is lower than the average market price of the Company's shares for the respective period.

12. INVESTMENT PROPERTY AND PROPERTY, PLANT AND EQUIPMENT

(a) Capital expenditure

During the six months ended 30 September 2018, additions of investment property and property, plant and equipment amounted to approximately HK\$Nil and HK\$1,156,000 respectively (for the six months ended 30 September 2017: HK\$12,000 and HK\$315,000 respectively).

(b) Valuation

The fair value of the investment property in mainland China at 30 September 2018 and 31 March 2018 were assessed by Asset Appraisal Limited, an independent valuer who holds a recognised and relevant professional qualification and has recent experience in the location and category of the investment property being valued, was based on the direct capitalisation approach.

The direct capitalisation approach was based on the net rental income that can be generated from the property under the leases to be executed for the property with due allowance on the reversionary interest upon expiry of the leases as assessed by the comparison method on vacant possession basis. Discount rate at an opportunity cost of capital is considered in arriving the present value of rental income.

11. 每股(虧損)盈利(續)

非上市認股權證：

截至二零一七年九月三十日止六個月，計算每股攤薄盈利假設行使非上市認股權證，因該等非上市認股權證之行使價低於本公司股份於該期間之平均市價。

12. 投資物業及物業、廠房及設備

(a) 資本開支

截至二零一八年九月三十日止六個月，投資物業及物業、廠房及設備之添置分別為零港元及1,156,000港元（截至二零一七年九月三十日止六個月：分別12,000港元及315,000港元）。

(b) 估值

於二零一八年九月三十日及二零一八年三月三十一日，位於中國內地的投資物業之公平值乃由獨立合資格估值師中誠達資產評估顧問有限公司採用直接資本化法進行評估，該公司持有認可及相關專業資格並於進行估值之投資物業地點及類別擁有近期估值經驗。

直接資本化法以該物業根據物業所簽立租賃可產生之租金收入淨額為基礎，並已充分考慮租賃到期時之復歸權益，有關權益乃採用比較法按空置基準評估得出。計算租金收入之現值時，會考慮貼現率之資本機會成本。

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

未經審核簡明綜合財務報表附註

13. INTEREST IN AN ASSOCIATE

13. 於聯營公司之權益

| | | HK\$'000 千港元 |
|--|----------------|-----------------|
| At 1 April 2018 | 於二零一八年四月一日 | - |
| Cost of investment in an unlisted associate | 於非上市聯營公司之投資成本 | 235,301 |
| Share of post-acquisition losses and other comprehensive expense | 佔收購後之虧損及其他全面開支 | (478) |
| At 30 September 2018 | 於二零一八年九月三十日 | 234,823 |

14. ACCOUNTS RECEIVABLE

A credit period of 30 days (31 March 2018: 30 days) is granted to the tenants, while the Group normally received rental income one month in advance. The Group seeks to maintain strict control over its outstanding receivables to recognised credit risk, with overdue balances regularly reviewed by senior management. Accounts receivable are generally non-interest bearing and their carrying amounts approximate their fair value. The Group did not hold any collateral over these balances.

The ageing analysis of the accounts receivable as at the end of reporting period, based on the invoice date, was as follows:

14. 應收賬款

本集團給予客戶之信貸期為30日(二零一八年三月三十一日: 30日)。本集團一般預收一個月租金收入。本集團致力嚴謹監控其已確認信貸風險之相關尚未收回應收賬款,而高級管理層定期檢討逾期結餘。應收賬款一般為免息,其賬面值與公平值相若。本集團並無就該等結餘持有任何抵押品。

於報告期末根據發票日期計算之應收賬款賬齡分析如下:

| | | At 30 September 2018 HK\$'000 於 二零一八年 九月三十日 千港元 | At 31 March 2018 HK\$'000 於 二零一八年 三月三十一日 千港元 |
|---------------|---------|--|---|
| 0-90 days | 0至90日 | 4,212 | 2,937 |
| 91-180 days | 91至180日 | 1,190 | 635 |
| Over 180 days | 180日以上 | 4,095 | 3,757 |
| | | 9,497 | 7,329 |

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

未經審核簡明綜合財務報表附註

15. LOAN RECEIVABLES

As at 31 March 2018, the loan receivables were secured, interest bearing at fixed rate of 8% per annum and repayable according to the date specified in the respective loan agreements.

The maturity profile of these loan receivables, net of impairment losses recognised, if any, at the end of the reporting period, analysed by the remaining periods to their contracted maturities, was as follows:

| | | At 30 September 2018 HK\$'000 於 二零一八年 九月三十日 千港元 | At 31 March 2018 HK\$'000 於 二零一八年 三月三十一日 千港元 |
|---------------|-----|--|---|
| Within 1 year | 1年內 | - | 25,000 |

The loan receivables had been reviewed by the management of the Group to assess impairment which were based on the evaluation of collectability and credit history, including default or delay on payments, settlement records, and subsequent settlements of the respective loan receivables.

As at 31 March 2018, the directors considered that no impairment loss on loan receivables was necessary as the loan receivables had been subsequently settled or were not yet past due.

15. 應收貸款

於二零一八年三月三十一日，應收貸款無抵押，按8%的固定年利率計息，並應按各貸款協議指定日期償還。

該等應收貸款經扣除已確認減值虧損（如有），按剩餘合約期間分析，於報告期末的到期情況如下：

應收貸款經本集團管理層審核，根據賬目的可收回性及信貸記錄，包括違約或延期付款、結算記錄，以及後續結算各項應收款項。

於二零一八年三月三十一日，董事認為，由於應收貸款已隨後結清或尚未逾期，因此應收貸款並無減值虧損。

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

未經審核簡明綜合財務報表附註

16. INVESTMENTS HELD FOR TRADING/ FINANCIAL ASSETS AT FVTPL

16. 持作買賣投資／按公平 值計入損益之財務資產

| | | At 30 September 2018 HK\$'000 於 二零一八年 九月三十日 千港元 | At 31 March 2018 HK\$'000 於 二零一八年 三月三十一日 千港元 |
|--|-----------------------|--|---|
| Investment held for trading | 持作買賣投資 | | |
| Equity securities listed in Hong Kong at fair value (note) | 香港上市股本證券，按公平值 (附註) | - | 125,745 |
| Financial assets at FVTPL | 按公平值計入損益之財務資產 | | |
| Equity securities listed in Hong Kong at fair value | 香港上市股本證券，按公平值 | 76,173 | - |
| Unlisted bond securities | 非上市債券證券 | 157,905 | 133,857 |
| | | 234,078 | 259,602 |

Note:

The above equity securities are classified as investments held for trading as they have been acquired principally for the purpose of selling in the near term, or are part of a portfolio of identified financial instruments that are managed together and for which there is evidence of a recent actual pattern of short-term profit making. Changes in their fair values are recognised in profit or loss.

附註：

上述股本證券分類為持作買賣投資，原因為其收購目的主要為於短期內出售，或作為集中管理之已識別金融工具組合一部分，且有跡象顯示其近期確實出現短期獲利回吐交易模式。其公平值變動於損益確認。

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

未經審核簡明綜合財務報表附註

17. TRADE AND OTHER PAYABLES AND ACCRUALS

(a) Trade payable

The Group normally obtains credit terms ranging from 30 to 120 days from its suppliers. An ageing analysis of the trade payables as at the end of reporting period, based on the receipt of goods purchased, was as follows:

| | | At 30 September 2018 HK\$'000 | At 31 March 2018 HK\$'000 |
|--|--------------|--|------------------------------------|
| | | 於 二零一八年 九月三十日 千港元 | 於 二零一八年 三月三十一日 千港元 |
| Current or less than 1 month | 即期或少於1個月 | 48,303 | 69,708 |
| 1 to 3 months | 1至3個月 | 12,160 | 19,585 |
| More than 3 months but less than 12 months | 超過3個月但少於12個月 | 2,677 | 2,465 |
| More than 12 months | 超過12個月 | 103,444 | 67,549 |
| | | 166,584 | 159,307 |

The directors consider that the carrying amounts of the Group's accounts payable at 30 September 2018 and 31 March 2018 approximates their fair values.

(b) Other payables and accruals

As at 30 September 2018 and 31 March 2018, the Group's other payables and accruals primarily comprised receipts in advance from customers and rental deposits received from tenants.

17. 應付賬款以及其他應付款項及應計費用

(a) 應付賬款

本集團一般獲供應商給予30日至120日之信貸期。於報告期末根據收訖所購貨品計算之應付賬款賬齡分析如下：

| | | At 30 September 2018 HK\$'000 | At 31 March 2018 HK\$'000 |
|--|--------------|--|------------------------------------|
| | | 於 二零一八年 九月三十日 千港元 | 於 二零一八年 三月三十一日 千港元 |
| Current or less than 1 month | 即期或少於1個月 | 48,303 | 69,708 |
| 1 to 3 months | 1至3個月 | 12,160 | 19,585 |
| More than 3 months but less than 12 months | 超過3個月但少於12個月 | 2,677 | 2,465 |
| More than 12 months | 超過12個月 | 103,444 | 67,549 |
| | | 166,584 | 159,307 |

董事認為，於二零一八年九月三十日及二零一八年三月三十一日，本集團應付賬款之賬面值與其公平值相若。

(b) 其他應付款項及應計費用

於二零一八年九月三十日及二零一八年三月三十一日，本集團之其他應付款項及應計費用主要包括預收客戶之款項以及自租戶收取之租賃按金。

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

未經審核簡明綜合財務報表附註

18. BANK BORROWINGS

18. 銀行借貸

| | | At 30 September 2018 HK\$'000 | At 31 March 2018 HK\$'000 |
|---------------------------|----------|--|------------------------------------|
| | | 於 二零一八年 九月三十日 千港元 | 於 二零一八年 三月三十一日 千港元 |
| Bank borrowings – secured | 銀行借貸—已抵押 | 988,532 | 1,230,070 |

Total current and non-current bank borrowings were repayable as follows:

流動及非流動銀行借貸總額須於以下期間償還：

| | | At 30 September 2018 HK\$'000 | At 31 March 2018 HK\$'000 |
|---|-------------|--|------------------------------------|
| | | 於 二零一八年 九月三十日 千港元 | 於 二零一八年 三月三十一日 千港元 |
| Loans repayable: | 須償還貸款： | | |
| Within one year | 一年內 | 187,338 | 184,623 |
| More than one year, but not exceeding two years | 超過一年但不多於兩年 | 189,032 | 243,205 |
| More than two years, but not exceeding five years | 超過兩年但不多於五年 | 340,393 | 444,155 |
| After five years | 五年後 | 271,769 | 358,087 |
| | | 988,532 | 1,230,070 |
| Portion classified as current liabilities | 分類為流動負債之部分 | (187,338) | (184,623) |
| Portion classified as non-current liabilities | 分類為非流動負債之部分 | 801,194 | 1,045,447 |

The amounts due are based on the scheduled repayment dates in the loan agreements. The loan agreements do not contain any repayment on demand clause.

到期款項乃以貸款協議之預定還款日期為基準。貸款協議並無任何應要求償還條款。

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

未經審核簡明綜合財務報表附註

18. BANK BORROWINGS (CONTINUED)

At 30 September 2018 and 31 March 2018, the bank loans were secured/guaranteed the following:

- (i) the subsidiary's investment property with carrying value of approximately HK\$3,604,176,000 (31 March 2018: HK\$3,952,998,000);
- (ii) the subsidiary's properties under development with carrying value of approximately HK\$327,815,000 (31 March 2018: HK\$358,190,000);
- (iii) the subsidiaries' properties under development for sale with carrying value of approximately HK\$2,066,288,000 (31 March 2018: HK\$1,249,179,000);
- (iv) rental proceeds over the investment property;
- (v) entire ordinary shares of a subsidiary of the Company;
- (vi) corporate guarantees for the bank loan with principal amount of approximately HK\$710,296,000 (31 March 2018: HK\$814,858,000) executed by the Company;
- (vii) corporate guarantees for the bank loan with principal amount of approximately HK\$184,369,000 (31 March 2018: HK\$287,309,000) executed by a subsidiary and Fuzhou Gaojia, which is beneficially owned by Mr. Guo Jiadi, director of the Company;

18. 銀行借貸 (續)

於二零一八年九月三十日及二零一八年三月三十一日，銀行貸款使用以下各項抵押／擔保：

- (i) 賬面值約3,604,176,000港元(二零一八年三月三十一日：3,952,998,000港元)的附屬公司投資物業；
- (ii) 賬面值約327,815,000港元(二零一八年三月三十一日：358,190,000港元)的附屬公司發展中物業；
- (iii) 賬面值約2,066,288,000港元(二零一八年三月三十一日：1,249,179,000港元)的附屬公司發展中待售物業；
- (iv) 投資物業租金所得款項；
- (v) 本公司一間附屬公司的全部普通股；
- (vi) 本公司就本金約710,296,000港元(二零一八年三月三十一日：814,858,000港元)的銀行貸款簽立的企業擔保；
- (vii) 一間附屬公司及福州高佳(由本公司董事郭加迪先生實益擁有)就本金約184,369,000港元(二零一八年三月三十一日：287,309,000港元)的銀行貸款簽立的企業擔保；

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

未經審核簡明綜合財務報表附註

18. BANK BORROWINGS (CONTINUED)

- (viii) corporate guarantees for the bank loan with principal amount of approximately HK\$93,867,000 (31 March 2018: HK\$127,903,000) executed by Fuzhou Gaojia, which is beneficially owned by Mr. Guo Jiadi, director of the Company and Guo Shi Investment Group Co. Limited, which is ultimately owed as to approximately 95% by Mr. Guo Jiadi, director of the Company; and
- (ix) personal guarantees for the bank loan with principal amount of approximately HK\$988,532,000 (31 March 2018: HK\$1,230,070,000) executed by Mr. Guo Jiadi, director of the Company, and Ms. Shen Bizhen, the spouse of Mr. Guo Jiadi.

As at 30 September 2018, the bank loans include loans with principal amounts of HK\$710,296,000 and HK\$93,867,000 which bear interest at 5.88% and 5.70% per annum respectively and are repayable by installments up to 31 December 2025 and 27 January 2021 respectively (31 March 2018: loan principal amounts of HK\$814,858,000 and HK\$127,903,000 which bore interest at 5.88% and 5.70% per annum respectively were repayable by instalments up to 31 December 2025 and 27 January 2021 respectively).

As at 30 September 2018, the bank loans also include a loan with principal amount of HK\$184,369,000 (31 March 2018: HK\$287,309,000) which bears interest at 8.46% (31 March 2018: 8.46%) per annum and is repayable on 28 January 2021 (31 March 2018: 28 January 2021).

18. 銀行借貸 (續)

- (viii) 福州高佳 (由本公司董事郭加迪先生實益擁有) 及郭氏投資集團有限公司 (由本公司董事郭加迪先生最終擁有約95%) 就本金約93,867,000港元 (二零一八年三月三十一日: 127,903,000港元) 的銀行貸款簽立的企業擔保; 及
- (ix) 本公司董事郭加迪先生及郭加迪先生配偶沈碧珍女士就本金約988,532,000港元 (二零一八年三月三十一日: 1,230,070,000港元) 的銀行貸款簽立的個人擔保。

於二零一八年九月三十日, 銀行貸款包括本金為710,296,000港元及93,867,000港元、分別按5.88%及5.70%年利率計息、並分別應於二零二五年十二月三十一日及二零二一年一月二十七日前分期償還的貸款 (二零一八年三月三十一日: 本金為814,858,000港元及127,903,000港元、分別按5.88%及5.70%年利率計息、並分別應於二零二五年十二月三十一日及二零二一年一月二十七日前分期償還的貸款)。

於二零一八年九月三十日, 銀行貸款亦包括本金為184,369,000港元 (二零一八年三月三十一日: 287,309,000港元)、按8.46% (二零一八年三月三十一日: 8.46%) 年利率計息、並應於二零二一年一月二十八日 (二零一八年三月三十一日: 二零二一年一月二十八日) 償還的貸款。

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

未經審核簡明綜合財務報表附註

19. BONDS PAYABLE

19. 應付債券

| | At 30 September 2018 HK\$'000 | At 31 March 2018 HK\$'000 |
|----------------------|--|------------------------------------|
| | 於 二零一八年 九月三十日 千港元 | 於 二零一八年 三月三十一日 千港元 |
| Bonds payable (note) | 10,579 | 10,339 |
| | 應付債券 | |

Note: On 24 July 2015, the Company issued 7% coupon bonds of principal amount of HK\$11,000,000 (the "Bonds") to certain independent third parties. The proceeds received by the Company were HK\$11,000,000, with total issued cost amounted to approximately HK\$1,700,000. The Bonds are denominated in HK\$ and issued at par. Interest is payable semi-annually and the principal will be repaid when the Bonds fall due on 23 July 2019. The effective interest rate of the Bonds is 12.08%. During the six months ended 30 September 2018, interest expense for the Bonds is approximately HK\$626,000 (for the six months ended 30 September 2017: approximately HK\$595,000).

附註：於二零一五年七月二十四日，本公司向若干獨立第三方發行本金額11,000,000港元票息7%債券（「債券」）。本公司已收取所得款項11,000,000港元，總發行成本約1,700,000港元。債券乃以港元計值及按面值發行。利息為半年應付及本金將於債券於二零一八年七月二十三日到期時償還。債券實際利率為12.08%。截至二零一八年九月三十日止六個月，債券利息開支為約626,000港元（截至二零一七年九月三十日止六個月：約595,000港元）。

The Bonds contain a liability component and an early redemption option. Liability component represents the present value of the contractually determined stream of future cash flows discounted at the prevailing market interest rate at that time applicable to instruments of comparable credit status and providing substantially the same cash flows, on the same terms, but without the embedded derivatives. The interest charged on the Bonds for the period is calculated by applying effective interest rates of approximately 12.08% per annum to the liability component since the Bonds were issued.

債券包括負債部份及提早贖回選擇權。負債部份為合約約定的未來現金流量的現值。所使用的折讓率取自同期類似評級及提供大致相同現金流量，但不包括嵌入衍生工具的金融工具之通用市場利率。由於債券已發行，本期間債券負債部份所收取利息按每年實際利率約12.08%計算。

Early redemption options are regarded as embedded derivatives not closely related to the host contract. The directors consider that the fair value of the above early redemption options is insignificant on initial recognition, 31 March 2018 and 30 September 2018.

提早贖回權被視為嵌入衍生工具而與主合約並無密切關連。董事認為，以上提早贖回選擇權之公平值於初步確認時、於二零一八年三月三十一日及二零一八年九月三十日並不重大。

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

未經審核簡明綜合財務報表附註

20. SHARE CAPITAL

20. 股本

| | | At 30 September 2018 於二零一八年九月三十日 | | At 31 March 2018 於二零一八年三月三十一日 | |
|--|-----------------------|---|---------------------------------|---|---------------------------------|
| | | Number of shares '000 股份數目 千股 | Amount HK\$'000 金額 千港元 | Number of shares '000 股份數目 千股 | Amount HK\$'000 金額 千港元 |
| Authorised: | 法定： | | | | |
| Ordinary shares of HK\$0.01 each | 每股面值0.01港元之普通股 | 200,000,000 | 2,000,000 | 200,000,000 | 2,000,000 |
| Convertible preference shares | 可換股優先股 | 602,000 | 6,020 | 602,000 | 6,020 |
| Issued and fully paid: | 已發行及繳足： | | | | |
| Ordinary shares | 普通股 | | | | |
| At beginning of period/year | 於期/年初 | 4,458,901 | 44,589 | 3,346,401 | 33,464 |
| Issue of ordinary shares: | 發行普通股 | | | | |
| - Acquisition of entities under common control (note (i)) | - 收購共同控制實體 (附註(i)) | - | - | 800,000 | 8,000 |
| - Exercise of warrant (note (ii)) | - 行使認股權證 (附註(ii)) | - | - | 312,500 | 3,125 |
| At end of period/year | 於期/年末 | 4,458,901 | 44,589 | 4,458,901 | 44,589 |

Notes:

附註：

(i) Pursuant to the sale and purchase agreement dated 15 December 2016 entered into between Fujian Sinco and Fuzhou Gaojia Real Estate Development Co., Ltd. ("Fuzhou Gaojia"), the Group acquired 95% equity interest of Fujian Jingdu for an agreed consideration of RMB196,000,000. The consideration was satisfied by the allotment and issue of 800,000,000 shares of the Company at the issue price of HK\$0.2745 each to United Century International Limited on 26 May 2017.

(i) 根據福建先科及福州高佳房地產開發有限公司（「福州高佳」）訂立日期為二零一六年十二月十五日之買賣協議，本集團以協定代價人民幣196,000,000元收購福建京都95%股權。代價乃透過本公司於二零一七年五月二十六日按發行價每股0.2745港元向United Century International Limited配發及發行800,000,000股本公司股份支付。

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

未經審核簡明綜合財務報表附註

20. SHARE CAPITAL (CONTINUED)

Notes: (Continued)

- (ii) On 21 December 2017, the Company received written notice issued by the holder of warrant for a full exercise of the warrant to the extent of HK\$75,000,000 at exercise price of HK\$0.24 per share. On 22 December 2017, the Company issued 312,500,000 new ordinary shares with par value of HK\$0.01. Upon the full exercise of warrants, the remaining amount of equity component amounting to approximately HK\$9,261,000 was transferred to share premium. Approximately HK\$3,125,000 and HK\$81,136,000 were recorded in share capital and share premium respectively during the year ended 31 March 2018 after the exercise of warrants.

All the shares issued during the period/year rank pari passu with the existing shares in all respects.

20. 股本 (續)

附註：(續)

- (ii) 於二零一七年十二月二十一日，本公司收到認股權證持有人發出的按行使價每股0.24港元悉數行使75,000,000港元認股權證的書面通知。於二零一七年十二月二十二日，本公司發行312,500,000股每股面值0.01港元之新普通股。悉數行使認股權證後，餘下約9,261,000港元的權益部分轉入股份溢價。行使認股權證後，約3,125,000港元及81,136,000港元分別計入截至二零一八年三月三十一日止年度的股本及股份溢價。

期／年內發行的所有股份在所有方面均與現有股份具有同等權益。

21. RESERVES

Detailed movements of the reserves attributable to owners of the Company are as follows:

| | Share premium account HK\$'000 | Share-based compensation reserve HK\$'000 | Capital reserve HK\$'000 | Merger Reserve HK\$'000 | Exchange fluctuation reserve HK\$'000 | Other reserve HK\$'000 | Retained profits HK\$'000 | Total HK\$'000 |
|---|-----------------------------------|--|-----------------------------|----------------------------|--|---------------------------|------------------------------|-------------------|
| | 股份溢價賬 千港元 | 以股份為基準之補償儲備 千港元 | 資本儲備 千港元 | 合併儲備 千港元 | 匯兌波動儲備 千港元 | (note) 其他儲備 千港元 | 保留溢利 千港元 | 總計 千港元 |
| Balance at 1 April 2018 (As previously reported) | 於二零一八年四月一日 結餘 (如先前呈報) | 605,147 | 4,062 | 8,837 | (94,154) | 27,398 | 1,462,051 | 3,353,019 |
| Adjustment (note 3) | 調整 (附註3) | - | - | - | - | - | (7,334) | (7,334) |
| Balance at 1 April 2018 | 於二零一八年四月一日 結餘 | 605,147 | 4,062 | 8,837 | (94,154) | 27,398 | 1,332,344 | 3,345,685 |
| Loss for the period | 本期間虧損 | - | - | - | - | - | (79,634) | (79,634) |
| Other comprehensive expense | 其他全面開支 | - | - | - | (249,050) | - | - | (249,050) |
| Total comprehensive expense | 全面開支總額 | - | - | - | (249,050) | - | (79,634) | (328,684) |
| Equity-settled share-based transactions | 權益結算以股份為基準之交易 | - | 7,457 | - | - | - | - | 7,457 |
| Balance at 30 September 2018 | 於二零一八年 九月三十日結餘 | 605,147 | 11,519 | 8,837 | (94,154) | (221,652) | 1,252,710 | 3,024,458 |

21. 儲備

本公司擁有人應佔儲備之詳細變動如下：

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

未經審核簡明綜合財務報表附註

21. RESERVES (CONTINUED)

Note: The other reserve represents the difference arising from the share premium reduction which was being effective and approved by the Bermuda Registrar of Companies on 11 May 2016. Under the share premium reduction, entire amount standing to the credit of the share premium account of the Company as at 29 February 2016 in the sum of approximately HK\$3,640,117,000 be reduced, with part of the credit arising therefrom being applied to offset the accumulated losses of the Company in the sum of approximately HK\$2,178,066,000 in full and the remaining balance of the credit in the sum of approximately HK\$1,462,051,000 being credited to the other reserve of the Company.

22. EQUITY-SETTLED SHARE-BASED TRANSACTIONS

The Company adopted a share option scheme (the "Share Option Scheme") which became effective on 16 September 2011. Under the Share Option Scheme, the directors of the Company may grant options to eligible persons to subscribe for the Company's shares subject to the terms and conditions stipulated therein. Unless otherwise cancelled or amended, the Scheme will be valid and effective for a period of 10 years commencing on the date on which it became effective. The directors and employees of the Company and its subsidiaries are entitled to participate in the share option schemes operated by the Company.

The purpose of the Share Option Scheme is to provide the Company with a flexible and effective means of incentivising, rewarding, remunerating, compensating and/or providing benefits to the participants. The Share Option Scheme covers any employee (full time and part time) holding salaries, consultants, agents, contractors, consumers and suppliers as the Board in its sole discretion considers eligible. Moreover, in relation to the various circumstances under which an Option will forfeit, e.g. death and termination of employment, the periods following such circumstances during which an option holder may exercise their options are different under the two schemes.

21. 儲備 (續)

附註：其他儲備指於二零一六年五月十一日生效及由百慕達公司註冊處批准之股份溢價削減所產生的差額。根據股份溢價削減，本公司於二零一六年二月二十九日股份溢價賬之全部進賬額合共約3,640,117,000被削減，當中產生的部分進賬額用作抵銷本公司累計虧損合共約2,178,066,000港元及進賬額餘額合共約1,462,051,000港元已計入本公司其他儲備。

22. 權益結算以股份為基準之交易

本公司採納一項購股權計劃（「購股權計劃」），於二零一一年九月十六日生效。根據購股權計劃，本公司董事可向合資格人士授出購股權，以根據其規定之條款及條件認購本公司股份。除非另有取消或經修訂，該計劃將自其生效之日期開始計十年之有效期。本公司董事及僱員及其附屬公司有權參與本公司進行的購股權計劃。

購股權計劃旨在為本公司帶來靈活彈性及提供有效方法向參與者提供嘉許、獎勵、酬金、補償及／或福利。購股權計劃涵蓋董事會全權酌情認為合資格之任何全職及兼職受薪僱員、顧問、代理、承辦商、消費者及供應商。此外，根據兩項計劃，就將導致購股權沒收之各種情況（如身故及終止受僱）而言，發生該等情況後購股權持有人可行使購股權之期限有別。

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

未經審核簡明綜合財務報表附註

22. EQUITY-SETTLED SHARE-BASED TRANSACTIONS (CONTINUED)

The exercise price of these share options is determinable by the Board, but may not be less than the highest of: (i) the closing price of the Company's shares as stated in the Stock Exchange's daily quotations sheet on the date of the offer of grant, which must be a trading day; (ii) the average closing price of the Company's shares as stated in the Stock Exchange's daily quotations sheets for the five trading days immediately preceding the date of the offer of the grant; and (iii) the nominal value of the Company's shares.

The vesting period, the exercisable period and the number of shares subject to each option will be determined by the Board at the time of grant.

The maximum number of unexercised share options currently permitted to be granted under the Share Option Scheme is an amount equivalent, upon their exercise, to 30% of the shares of the Company in issue at any time. The maximum number of shares issuable under share options to each eligible participant in the Share Option Scheme within any 12-month period is limited to 1% of the shares of the Company in issue at any time. Any further grant of share options in excess of this limit is subject to shareholders' approval in a general meeting.

Share options granted to a director or substantial shareholder of the Company, or to any of their associates, are subject to approval in advance by the independent non-executive directors of the Company. In addition, any share options granted to a substantial shareholder or an independent nonexecutive director of the Company, or to any of their associates, in excess of 0.1% of the shares of the Company in issue at any time and with an aggregate value (based on the price of the Company's shares at the date of the grant) in excess of HK\$5 million, within any 12-month period, are subject to shareholders' approval in advance in a general meeting.

22. 權益結算以股份為基準之交易 (續)

該等購股權之行使價由董事會釐定，惟不得低於以下各項之最高者：(i)本公司股份於提呈授出日期（必須是交易日）在聯交所每日報價表所報之收市價；(ii)本公司股份於緊接提呈授出日期前五個交易日在聯交所每日報價表所報之平均收市價；(iii)本公司股份面值。

董事會將於授出購股權時釐定每份購股權之歸屬期、行使期及所涉及股份數目。

現時獲准按購股權計劃授出尚未行使購股權之數目上限，相等於該等購股權獲行使時本公司於任何時間已發行股份之30%。於任何十二個月期間內根據購股權可向購股權計劃各合資格參與者發行之股數上限，以本公司於任何時間已發行股份之1%為限。如進一步授出之購股權超逾此限額，須在股東大會上取得股東批准。

向本公司董事或主要股東或彼等任何聯繫人士授出購股權前，須事先取得本公司獨立非執行董事批准。此外，如於任何十二個月期間內向本公司主要股東或獨立非執行董事或彼等任何聯繫人士授出之任何購股權所涉及股份超出本公司於任何時間已發行股份之0.1%而總值（按本公司股份於授出日期之價格計算）超出5,000,000港元，須事先在股東大會上取得股東批准。

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

未經審核簡明綜合財務報表附註

22. EQUITY-SETTLED SHARE-BASED TRANSACTIONS (CONTINUED)

The offer of a grant of share options may be accepted within the date specified in the offer, upon payment of a nominal consideration of HK\$1 in total by the grantee. The exercise period of the share options granted is determinable by the directors of the Company, and commences after a certain vesting period and ends on a date which is not later than 10 years from the date of the grant of the share options or the expiry date of the new share option scheme, if earlier.

Detail of the share options that existed at 30 September and 31 March 2018 are as follows:

22. 權益結算以股份為基準之交易 (續)

授出購股權之建議於建議訂明之期間內可供接納，承授人於接納時須支付合共1港元之象徵式代價。所授出購股權之行使期由本公司董事釐定，並於若干歸屬期結束後開始，而結束日期不會遲於購股權授出日期起計十年或新購股權計劃之屆滿日（以較早者為準）。

於二零一八年九月三十日及二零一八年三月三十一日存在的購股權之詳情如下：

| Date of grant | Vesting period | Validity period | Contractual exercise price | Contractual life of options | Number of options outstanding | |
|------------------|---|--------------------------------------|----------------------------|-----------------------------|-------------------------------|------------------|
| | | | | | At 30 September 2018 | At 31 March 2018 |
| 授出日期 | 歸屬期 | 有效期 | 合約行使價 | 購股權之合約有效期 | 於二零一八年九月三十日 | 於二零一八年三月三十一日 |
| 22 February 2016 | Immediately to 3 years from the date of grant | 22 February 2016 to 21 February 2022 | HK\$0.285 | 6 years | 31,000,000 | 31,000,000 |
| 二零一六年二月二十二日 | 即時至自授出日期起計三年 | 二零一六年二月二十二日至二零二二年二月二十一日 | 0.285港元 | 6年 | | |
| 24 April 2018 | Immediately to 2 years from the date of grant | 24 April 2018 to 23 April 2024 | HK\$0.420 | 6 years | 59,700,000 | - |
| 二零一八年四月二十四日 | 即時至自授出日期起計兩年 | 二零一八年四月二十四日至二零二四年四月二十三日 | 0.420港元 | 6年 | | |
| | | | | | 90,700,000 | 31,000,000 |

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

未經審核簡明綜合財務報表附註

22. EQUITY-SETTLED SHARE-BASED TRANSACTIONS (CONTINUED)

Share options granted on 22 February 2016

On 22 February 2016, a total of 46,000,000 shares options were granted to the directors, consultants and employees of the Group at a cash consideration of HK\$1 per grantee which entitle the grantees to subscribe for new ordinary shares of the Company at an exercise price of HK\$0.285 per share. It shall be exercisable during the period from the date of grant, first, second and third anniversary of the date of grant respectively in the following manner:

- (a) 25% of the option will be exercisable during the period from the date of grant;
- (b) 25% of the option will be exercisable during the period from the first anniversary of the date of grant;
- (c) 25% of the option will be exercisable during the period from the second anniversary of the date of grant;
- (d) 25% of the option will be exercisable during the period from the third anniversary of the date of grant.

22. 權益結算以股份為基準之交易 (續)

於二零一六年二月二十二日授出之購股權

於二零一六年二月二十二日，合共46,000,000份購股權已授予本集團之董事、顧問及僱員，每名承授人須支付現金代價1港元，而承授人可憑購股權按每股0.285港元之行使價認購本公司新普通股。其須分別於授出日期、授出日期一週年、兩週年及三週年起期間內按以下方式行使：

- (a) 於授出日期起期間內將可行使25%購股權；
- (b) 於授出日期一週年起期間內將可行使25%購股權；
- (c) 於授出日期兩週年起期間內將可行使25%購股權；
- (d) 於授出日期三週年起期間內將可行使25%購股權。

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

未經審核簡明綜合財務報表附註

22. EQUITY-SETTLED SHARE-BASED TRANSACTIONS (CONTINUED)

Share options granted on 24 April 2018

On 24 April 2018, a total of 59,700,000 shares options were granted to the directors, consultants and employees of the Group at a cash consideration of HK\$1 per grantee which entitle the grantees to subscribe for new ordinary shares of the Company at an exercise price of HK\$0.420 per share. It shall be exercisable during the period from the date of grant, first and second anniversary of the date of grant respectively in the following manner:

- (a) 40% of the option will be exercisable during the period from the date of grant;
- (b) 30% of the option will be exercisable during the period from the first anniversary of the date of grant;
- (c) 30% of the option will be exercisable during the period from the second anniversary of the date of grant.

As at 30 September 2018, the Company had 90,700,000 (31 March 2018: 31,000,000) share options outstanding under the Share Option Scheme, which represented approximately 2.03% (31 March 2018: 0.70%) of the Company's shares in issue as at that date. The exercise in full of the remaining share options would, under the present capital structure of the Company, result in the issue of 90,700,000 (31 March 2018: 31,000,000) additional ordinary shares of the Company and additional share capital of HK\$907,000 (31 March 2018: HK\$310,000) and share premium of HK\$25,332,000 (31 March 2018: HK\$8,525,000) (before issue expenses).

22. 權益結算以股份為基準之交易 (續)

於二零一八年四月二十四日授出之購股權

於二零一八年四月二十四日，合共59,700,000份購股權已授予本集團之董事、顧問及僱員，每名承授人須支付現金代價1港元，而承授人可憑購股權按每股0.420港元之行使價認購本公司新普通股。其須分別於授出日期、授出日期一週年及兩週年起期間內按以下方式行使：

- (a) 於授出日期起期間內將可行使40%購股權；
- (b) 於授出日期一週年起期間內將可行使30%購股權；
- (c) 於授出日期兩週年起期間內將可行使30%購股權。

於二零一八年九月三十日，本公司根據購股權計劃已有90,700,000份（二零一八年三月三十一日：31,000,000份）尚未行使之購股權，佔本公司於該日之已發行股份約2.03%（二零一八年三月三十一日：0.70%）。根據本公司現行股本架構，悉數行使剩餘購股權將會導致本公司須發行90,700,000股（二零一八年三月三十一日：31,000,000股）額外普通股，以及產生額外股本907,000港元（二零一八年三月三十一日：310,000港元）及股份溢價25,332,000港元（二零一八年三月三十一日：8,525,000港元）（未計發行開支）。

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

未經審核簡明綜合財務報表附註

22. EQUITY-SETTLED SHARE-BASED TRANSACTIONS (CONTINUED)

The fair values of the options granted on 22 February 2016 and 24 April 2018 amounted to approximately HK\$6,548,000 and HK\$12,501,000 respectively, which were valued by independent professional valuers as at the date of grant using the Binomial model taking into account the terms and conditions upon which such share options were granted. The following table lists the inputs to the model used:

| | | 22 February 2016 | 24 April 2018 |
|----------------------------------|----------|-------------------------------------|-------------------------------------|
| | | 二零一六年 二月二十二日 | 二零一八年 四月二十四日 |
| Share price at the date of grant | 授出日期之股價 | HK\$0.285 0.285港元 | HK\$0.420 0.420港元 |
| Exercise price | 行使價 | HK\$0.285 0.285港元 | HK\$0.420 0.420港元 |
| Expected volatility | 預期波幅 | 63.39% | 61.23% |
| Expected early exercise multiple | 預期提早行使倍數 | 220% | 220% – 280% |
| Risk free rate | 無風險利率 | 1.17% | 2.05% |
| Expected dividend yield | 預期股息率 | 0% | 0% |
| Life of share option | 購股權之有效期 | 6 years 6年 | 6 years 6年 |
| Vesting period | 歸屬期 | immediately to 3 years 即時至計三年 | immediately to 2 years 即時至計兩年 |

Annualised historical price volatility of the Company as at the valuation date is deemed to be appropriate to serve as the expected volatility of the ordinary shares of the Company and is assumed to be constant and prevailing.

Yield to maturity in continuous compounding of Hong Kong Sovereign Curve with the time to maturity similar to those of the share options is adopted as the risk-free rate.

The options were expected to be exercised when the share price of the underlying security of the options rises to 220% – 280% of the exercise price.

For the past ten years to the valuation date, no dividend has been declared and paid for the shareholders of the Company. Dividend yield is assumed to be zero in the Binomial model.

22. 權益結算以股份為基準之交易 (續)

於二零一六年二月二十二日及二零一八年四月二十四日授出的購股權的公平值分別為約6,548,000港元及12,501,000港元，於授出日期由獨立專業估值師使用二項式模型考慮授出的該等購股權的條款及條件估值。下表列示所用模型的輸入數據：

| | | 22 February 2016 | 24 April 2018 |
|----------------------------------|----------|-------------------------------------|-------------------------------------|
| | | 二零一六年 二月二十二日 | 二零一八年 四月二十四日 |
| Share price at the date of grant | 授出日期之股價 | HK\$0.285 0.285港元 | HK\$0.420 0.420港元 |
| Exercise price | 行使價 | HK\$0.285 0.285港元 | HK\$0.420 0.420港元 |
| Expected volatility | 預期波幅 | 63.39% | 61.23% |
| Expected early exercise multiple | 預期提早行使倍數 | 220% | 220% – 280% |
| Risk free rate | 無風險利率 | 1.17% | 2.05% |
| Expected dividend yield | 預期股息率 | 0% | 0% |
| Life of share option | 購股權之有效期 | 6 years 6年 | 6 years 6年 |
| Vesting period | 歸屬期 | immediately to 3 years 即時至計三年 | immediately to 2 years 即時至計兩年 |

於估值日期本公司的歷史年度價格波動被視為本公司普通股的預期波幅之適當估計，並假設為不變且普遍存在。

採用到期時間與購股權類似之香港主權債券曲線持續複合計算之到期收益率作為無風險利率。

購股權預期於購股權相關證券之股價上升至行使價220%至280%時行使。

過去十年至估值日期，概無宣派及派付股息予本公司股東。二項式模型假設股息收益率為零。

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

未經審核簡明綜合財務報表附註

22. EQUITY-SETTLED SHARE-BASED TRANSACTIONS (CONTINUED)

The Group recognised the total expense of HK\$7,457,000 for the six months ended 30 September 2018 (for the six months ended 30 September 2017: HK\$405,000), in relation to the options granted by the Company.

Movements in the number of share options outstanding and their related weighted average exercise prices are as follows:

22. 權益結算以股份為基準之交易 (續)

本集團確認截至二零一八年九月三十日止六個月本公司授出購股權之總開支約為7,457,000港元(截至二零一七年九月三十日止六個月: 405,000港元)。

尚未行使之購股權數目及其相關加權平均行使價的變動如下:

| | | At 30 September 2018 於二零一八年九月三十日 | | At 31 March 2018 於二零一八年三月三十一日 | |
|---|---------------|-------------------------------------|---|----------------------------------|---|
| | | Number of options 購股權數目 | weighted average exercise prices 加權平均行使價 HK\$ 港元 | Number of options 購股權數目 | weighted average exercise prices 加權平均行使價 HK\$ 港元 |
| Outstanding at beginning of period/year | 於期/年初 尚未行使 | 31,000,000 | 0.285 | 31,000,000 | 0.285 |
| Granted during the period/year | 於期/年內 授出 | 59,700,000 | 0.420 | - | - |
| Outstanding at end of period/year | 於期/年末尚 未行使 | 90,700,000 | 0.374 | 31,000,000 | 0.285 |
| Exercisable at end of period/year | 於期/年末 可行使 | 48,380,000 | 0.352 | 24,500,000 | 0.285 |

The options outstanding at 30 September 2018 have a weighted average remaining contractual life of 4.8 years (31 March 2018: 3.9 years).

於二零一八年九月三十日尚未行使之購股權的加權平均剩餘合約有效期為4.8年(二零一八年三月三十一日: 3.9年)。

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

未經審核簡明綜合財務報表附註

23. CAPITAL COMMITMENTS

As at 30 September 2018 and 31 March 2018, the Group had the following commitments:

| | At 30 September 2018 HK\$'000 於 二零一八年 九月三十日 千港元 | At 31 March 2018 HK\$'000 於 二零一八年 三月三十一日 千港元 |
|--|--|---|
| Capital commitments contracted but not provided for: 已訂約但未撥備之資本承擔: | | |
| Construction in progress (note) 在建工程 (附註) | 275,747 | 299,813 |
| Properties under development 發展中物業 | 177,821 | 923,531 |
| | 453,568 | 1,223,344 |

Note: During the year ended 31 March 2017, Fujian Sinco has entered into an agreement (the "Refurbishment Agreement") in respect of the refurbishment work on its investment property (the "Refurbishment") with an independent contractor (the "Contractor"). The estimated contract sum of the Refurbishment is RMB240 million, and Fujian Sinco has paid RMB240 million as a deposit (the "Refurbishment Deposit") for the Refurbishment during the year. According to the Refurbishment Agreement, the time of completion of the Refurbishment shall be 300 days.

During the year ended 31 March 2017, Fujian Sinco has entered into a loan agreement with the Contractor and pursuant to which, a loan in the sum of RMB240 million (the "Contractor Loan") has been granted to Fujian Sinco by the Contractor. The Contractor Loan is unsecured, interest-free and repayable in the earlier of the date of completion of the Refurbishment or five years.

23. 資本承擔

於二零一八年九月三十日及二零一八年三月三十一日，本集團有以下承擔：

附註：截至二零一七年三月三十一日止年度，福建先科與一名獨立承包商（「承包商」）就其投資物業之翻新工程（「翻新」）訂立一份協議（「翻新協議」）。翻新之估計合約總額為人民幣240,000,000元，福建先科年內已支付人民幣240,000,000元作為翻新之按金（「翻新按金」）。根據翻新協議，完成翻新之時間須為300天。

截至二零一七年三月三十一日止年度，福建先科已與承包商訂立貸款協議，據此承包商已向福建先科授出總額人民幣240,000,000元之貸款（「承包商貸款」）。承包商貸款為無抵押、免息及須於翻新完成日期或五年（以較早者為準）償還。

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

未經審核簡明綜合財務報表附註

23. CAPITAL COMMITMENTS (CONTINUED)

Note: (Continued)

After taking into account the substance and overall commercial effect of these transactions by the directors in the context of the aspects and implications of these transactions as a whole, for the financial reporting purpose, these transactions are regarded as a single linked transaction and accordingly, the Refurbishment Deposit and the Contractor Loan are not separately presented in the Group's consolidated financial statements. As at 30 September 2018, the contract sum of the Refurbishment amounted to RMB240,000,000 (equivalent to HK\$273,432,000 (31 March 2018: equivalent to HK\$299,801,000)) is thereon disclosed as the Group's capital commitment in the unaudited condensed consolidated financial statements.

24. LEASES

The Group leases its office properties for the six months ended 30 September 2018 and 2017. Leases for office properties are negotiated for terms for three years (31 March 2018: three years).

The Group as lessee

At 30 September 2018 and 31 March 2018, the Group had total future minimum lease payments under non-cancellable operating leases falling due as follows:

| | At 30 September 2018 HK\$'000 於 二零一八年 九月三十日 千港元 | At 31 March 2018 HK\$'000 於 二零一八年 三月三十一日 千港元 |
|-----------------|--|---|
| Within one year | 一年內 170 | 327 |

23. 資本承擔 (續)

附註：(續)

鑒於整體而言該等交易之各個方面及涵義，董事於考慮該等交易之內容及總體商業影響後，就財務報告目的，該等交易被視為一項單獨關連的交易，因此翻新按金及承包商貸款並未在本集團之綜合財務報表中單獨呈列。於二零一八年九月三十日，翻新之合約總額240,000,000港元（相等於人民幣273,432,000元）（二零一八年三月三十一日：相等於人民幣299,801,000元）於未經審核簡明綜合財務報表內披露為本集團之資本承擔。

24. 租賃

本集團於截至二零一八年及二零一七年九月三十日止六個月租用其辦公室物業。辦公室物業之租賃經磋商後為期三年（二零一八年三月三十一日：三年）。

本集團作為承租人

於二零一八年九月三十日及二零一八年三月三十一日，本集團根據不可撤銷經營租賃於以下期限到期之未來最低租金付款總額如下：

| At 30 September 2018 HK\$'000 於 二零一八年 九月三十日 千港元 | At 31 March 2018 HK\$'000 於 二零一八年 三月三十一日 千港元 |
|--|---|
| 170 | 327 |

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

未經審核簡明綜合財務報表附註

24. LEASES (CONTINUED)

The Group as lessor

The Group's investment properties were leased to a number of tenants for varying terms.

| | | At 30 September 2018 HK\$'000 於 二零一八年 九月三十日 千港元 | At 31 March 2018 HK\$'000 於 二零一八年 三月三十一日 千港元 |
|---|---------|--|---|
| Not later than one year | 一年內 | 107,055 | 70,201 |
| Later than one year and not later than five years | 一年後但五年內 | 90,634 | 136,775 |
| Later than five years | 五年後 | 79,984 | 146,453 |
| | | 277,673 | 353,429 |

25. CONTINGENT LIABILITIES

As at 30 September 2018 and 31 March 2018, the Company and the Group did not have contingent liabilities.

26. RELATED PARTY TRANSACTIONS

Save as disclosed elsewhere in the Interim Financial Statements, the Group has the following balances and transactions with related parties:

- (a) As at 30 September 2018 and 31 March 2018, the amounts due from related companies are unsecured, interest-free and repayable on demand. Maximum amounts due from related companies during the period was approximately HK\$130,309,000 (31 March 2018: HK\$314,070,000).

24. 租賃(續)

本集團作為出租人

本集團之投資物業已按不同期限出租予多名租戶。

25. 或然負債

於二零一八年九月三十日及二零一八年三月三十一日，本公司及本集團並無或然負債。

26. 有關連人士之交易

除中期財務報表其他部分所披露者外，本集團與有關連人士之結餘及交易如下：

- (a) 於二零一八年九月三十日及二零一八年三月三十一日，應收關連公司款項為無抵押、免息及須應要求償還。期內應收關連公司最高款項約為130,309,000港元(二零一八年三月三十一日：314,070,000港元)。

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

未經審核簡明綜合財務報表附註

26. RELATED PARTY TRANSACTIONS

(CONTINUED)

- (b) Mr. Guo Jiadi, being the chairman and an Executive Director of the Company and Ms. Shen Bizhen (the spouse of Mr. Guo Jiadi) have granted guarantees to banks for the bank loans with principal amount of approximately HK\$998,532,000 (31 March 2018: HK\$1,230,070,000), for due performance of the covenants of bank facilities granted to the subsidiaries of the Company.
- (c) A rental agreement for leasing a portion of a floor of the shopping mall in Fuzhou was signed between the Group and a company of which Mr. Guo Jiadi was beneficially interested in. Rental income charged for the period amounted to approximately HK\$143,000 (for the six months ended 30 September 2017: HK\$138,000).
- (d) Fuzhou Gaojia, which is beneficially owned by Mr. Guo Jiadi, director of the Company, has granted guarantees to banks for the bank loans with principal amount of approximately HK\$278,236,000 (31 March 2018: HK\$415,212,000), for due performance of the covenants of bank facilities granted to the subsidiaries of the Company.
- (e) Guo Shi Investment Co. Limited, which is ultimately owned as to approximately 95% by Mr. Guo Jiadi, has granted a guarantee to a bank for the bank loan with principal amount of approximately HK\$93,867,000 (31 March 2018: HK\$127,903,000), for due performance of the covenants of bank facilities granted to a subsidiary of the Company.

26. 有關連人士之交易

(續)

- (b) 郭加迪先生(本公司主席及執行董事)及沈碧珍女士(郭加迪先生配偶)就本金約998,532,000港元(二零一八年三月三十一日:1,230,070,000港元)的銀行貸款向銀行提供擔保,以擔保妥為履行向本公司附屬公司授予的銀行信貸契諾。
- (c) 本集團與一家由郭加迪先生實益擁有之公司就租用福州一個購物商場一樓層部分訂立一項租賃協議。本期間收取之租金收入約為143,000港元(截至二零一七年九月三十日止六個月:138,000港元)。
- (d) 福州高佳(由本公司董事郭加迪先生實益擁有)就本金約278,236,000港元(二零一八年三月三十一日:415,212,000港元)的銀行貸款向銀行提供擔保,以擔保妥為履行向本公司附屬公司授予的銀行信貸契諾。
- (e) 郭氏投資集團有限公司(由郭加迪先生最終擁有約95%)就本金約93,867,000港元(二零一八年三月三十一日:127,903,000港元)的銀行貸款向銀行提供擔保,以擔保妥為履行向本公司附屬公司授予的銀行信貸契諾。

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

未經審核簡明綜合財務報表附註

27. EVENTS AFTER THE REPORTING PERIOD

- (i) Subsequent to the six months ended 30 September 2018, the Group has acquired a land use rights of a land parcel in Weinan City, Shaanxi Province, the PRC through public auction for a total consideration of approximately RMB53,600,000 with a total site area of approximately 54,267 sq.m.
- (ii) On 27 November 2018, Fujian Sinco entered into a loan agreement with the Shannan Tianyuan Investment Centre and Shannan Shenyuan Investment Centre (collectively, the "Borrowers"), pursuant to which Fujian Sinco has agreed to lend to the Borrowers the loan in the principal amount of up to RMB110,000,000 (the "Loan") at interest of 20% per annum for a term of 18 months (the "Loan Agreement"). On the same date, the Company, Sundo Gas Limited ("Sundo Gas"), the issuer of an exchangeable bonds held by the Company (the "Exchangeable Bonds") and the Mr. Zhong Changming ("Mr. Zhong"), the guarantor entered into a confirmation letter that upon entering into of the Loan Agreement, Sundo Gas and Mr. Zhong shall not have further obligations to repay the outstanding principal amount of the Exchangeable Bonds (to the extent equivalent to the principal amount of the Loan). The Loan is in effect an extension of the principal amount provided to Sundo Gas by the Group under the Exchangeable Bonds since February 2016. The repayment obligations of the Borrowers under the Loan Agreement are secured by the pledge of 98.12% equity interest of Jiangsu Guosheng. In addition, Mr. Zhong agreed to grant an irrevocable joint liability guarantee in favour of the Lender for a term of two years commencing from the expiry date of the term of the Loan Agreement.

27. 報告期後事項

- (i) 於截至二零一八年九月三十日止六個月之後，本集團透過公開拍賣收購位於中國陝西省渭南市一幅地塊之土地使用權，總代價約為人民幣53,600,000元，總地盤面積約為54,267平方米。
- (ii) 於二零一八年十一月二十七日，福建先科與山南天源投資中心及山南盛源投資中心（統稱為「借款方」）訂立借款協議，據此福建先科已同意借予借款方本金額最多人民幣110,000,000元按年利率20%計息之借款（「借款」），為期十八個月。於同日，本公司·Sundo Gas Limited（「Sundo Gas」，本公司持有之可交換債券（「可交換債券」）之發行人）及擔保人鐘長鳴先生（「鐘先生」）訂立確認函，確認於訂立借款協議後，Sundo Gas及鐘先生並無進一步責任以償還可交換債券之尚未支付本金額（以相等於借款之本金額為限）。借款實際上為自二零一六年二月起本集團根據可交換債券向Sundo Gas提供之本金之延期。借款方於借款協議項下之還款責任以質押江蘇國盛之98.12%股權作擔保。此外，鐘先生同意授予一項以出借方為受益人之不可撤銷連帶責任保證，期限為自借款協議期限屆滿日期起兩年。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

FINANCIAL HIGHLIGHTS

For the six months ended 30 September 2018 (the "Interim Period"), the Group recorded a revenue of approximately HK\$90.7 million, representing a decrease of 80.9% compared with the corresponding period for the six months ended 30 September 2017 and the Group's loss attributable to shareholders was approximately HK\$79.6 million, and its loss per share for the period was HK\$1.79 cents (2017: profit of HK\$125.9 million, representing a basic earnings per share of HK\$3.04 cents).

DIVIDENDS

The board (the "Board") of directors of the Company (the "Directors") does not recommend the payment of any interim dividend for the six months ended 30 September 2018 (2017: HK\$Nil).

BUSINESS REVIEW

The Group is principally engaged in property development and holding of property for investment and rental purpose, as well as money lending business.

Property development

Contracted property sales

For the six months ended 30 September 2018, the contracted sales of the Group reached approximately HK\$422,239,000 with a total gross floor area ("GFA") of approximately 31,054 square meters ("sq.m") (for the six months ended 30 September 2017: HK\$766,164,000). The Group focuses on its projects in respect of peripheral facilities seeking to fulfill needs of the middle to upper class households.

財務摘要

截至二零一八年九月三十日止六個月（「中期期間」），本集團錄得收益約90,700,000港元，較截至二零一七年九月三十日止六個月同期減少80.9%。本集團股東應佔虧損約為79,600,000港元，而本期間之每股基本虧損為1.79港仙（二零一七年：溢利125,900,000港元，相當於每股基本盈利3.04港仙）。

股息

本公司董事（「董事」）會（「董事會」）不建議就截至二零一八年九月三十日止六個月派付任何中期股息（二零一七年：零港元）。

業務回顧

本集團主要從事物業發展及持有物業作投資及租賃用途以及放債業務。

物業發展

合約物業銷售

截至二零一八年九月三十日止六個月，本集團合約銷售額達約422,239,000港元，總建築面積（「總建築面積」）約31,054平方米（「平方米」）（截至二零一七年九月三十日止六個月：766,164,000港元）。本集團專注周邊設施項目以滿足中上層家庭需求。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

BUSINESS REVIEW (CONTINUED)

Property Development (Continued)

Contracted Property Sales (Continued)

The table below illustrates the contracted sales (stated before the deduction of applicable taxes) achieved by the Group for the six months ended 30 September 2018:

業務回顧 (續)

物業發展 (續)

合約物業銷售 (續)

下表列示本集團截至二零一八年九月三十日止六個月之合約銷售額 (扣除適用稅項前)：

Contracted Sales for the six months ended 30 September 2018

截至二零一八年九月三十日止六個月合約銷售

| Location | Property projects | Project type | Contracted sales amount HK\$'000 | Contracted sales area (sq.m) | Average price of contracted sales HK\$/sq.m (Note) 合約銷售平均售價 港元/平方米 (附註) | Percentage of total contracted sales amount |
|---|---|----------------------------|-------------------------------------|---------------------------------|---|---|
| 地點 | 物業項目 | 項目類型 | 合約銷售金額 千港元 | 合約銷售面積 (平方米) | | 合約銷售總額 百分比 |
| Fuzhou City, Fujian Province, 福建省福州市 | Fuzhou Sandi Chuangfu Plaza 福州三迪創富廣場 | Commercial/office 商業/辦公 | 1,963 | 390 | 5,040 | 0.5 |
| Xian City, Shaanxi Province 陝西省西安市 | Qujiang Xiangsong Fengdan • Xian Sandi 西安三迪 • 曲江香頌楓丹 | | | | | |
| | - Phase 1 - 第1期 | Residential 住宅 | 25,742 | 1,824 | 14,113 | 6.0 |
| | - Phase 2 - 第2期 | Residential 住宅 | 282,823 | 21,232 | 13,321 | 67.0 |
| | - Phase 3 - 第3期 | Residential 住宅 | 111,711 | 7,608 | 14,683 | 26.5 |
| Total 總計 | | | 422,239 | 31,054 | 13,597 | 100.0 |

Note:

The calculation of average price per sq.m is based on the sales revenue before the deduction of business/value-added tax and other surcharges/taxes.

附註：

每平方米平均售價是基於未扣除營業稅/增值稅及其他附加稅項之銷售收益總額計算。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

BUSINESS REVIEW (CONTINUED)

Property Development (Continued)

Portfolio of property development projects

The table below summaries the portfolio of property development projects as at 30 September 2018:

業務回顧 (續)

物業發展 (續)

物業發展項目組合

下表概述於二零一八年九月三十日之物業發展項目組合：

| Location | Property projects | Project type | Actual/ expected completion dates | Site area sq.m | Completed | Under development/ future development | | Planned GFA for future development sq.m | Group's interest% | | |
|---|---|---|--|-------------------|--|--|----------------------------------|--|----------------------|-----------------------------------|-----|
| | | | | | Saleable GFA delivered/ pre-sold sq.m | GFA available for sale sq.m | GFA under development sq.m | | | for future development sq.m | |
| 地點 | 物業項目 | 項目類型 | 實際/預計 完成日期 | 土地面積 (平方米) | 預售可銷售 建築面積 (平方米) | 可供出售 建築面積 (平方米) | 發展中 建築面積 (平方米) | 發展計劃 建築面積 (平方米) | 本集團權益 百分比 | | |
| Fuzhou City, Fujian Province 福建省福州市 | Fuzhou Sandi Chuangfu Plaza 福州三迪創富廣場 - Zone A - A區 | Commercial/office 商業/辦公 | 2017 | 18,330 | 21,407 | 2,406 | - | - | 95% | | |
| | | | 2018 | | | 1,285 | 2,253 | - | - | 95% | |
| | | Others (Note ii) 其他(附註ii) | 2019 | | | - | - | 69,998 | - | 95% | |
| | - Zone B - B區 | Hotel 酒店 | | | | | | | | | |
| | Sub-total 小計 | | | | 18,330 | 22,692 | 4,659 | 69,998 | - | 95% | |
| Wuyishan City, Fujian Province 福建省武夷山市 | Wuyishan Sandi New Times Square 武夷山三迪新時代廣場 | Residential and Commercial 住宅及商業 | Pending 待定 | 168,669 | - | - | 48,262 | 108,915 | 55% | | |
| Xian City, Shaanxi Province 陝西省西安市 | Qujiang Xiangsong Fengdan • Xian Sandi 曲江香頌楓丹 | Residential 住宅 | 2017 | 54,996 | 66,699 | 618 | - | - | 95% | | |
| | | | Commercial 商業 | 2017 | | | 1,615 | 3,623 | - | - | 95% |
| | - Zone B of Phase 1 - 第1期B區 | Residential, Commercial and Others (Note ii) 住宅、商業及其他(附註ii) | 2018/2019 | | | - | - | 71,363 | - | 95% | |
| | Sub-total 小計 | | | | 54,996 | 68,314 | 4,241 | 71,363 | - | 95% | |
| | - Phase 2 - 第2期 | Residential, Commercial and Others 住宅、商業及其他 | 2021 | | | 34,192 | - | - | 142,595 | - | 95% |
| | - Phase 3 - 第3期 | Residential, Commercial and Others 住宅、商業及其他 | 2022 | | | 35,116 | - | - | 164,463 | - | 95% |
| | | | | | | 69,308 | - | - | 307,058 | - | 95% |
| Total 總計 | | | | 311,303 | 91,006 | 8,900 | 496,681 | 108,915 | | | |
| Total attributable GFA 總應佔建築面積 | | | | | 86,456 | 8,455 | 452,542 | 59,903 | | | |

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

BUSINESS REVIEW (CONTINUED)

Property Development (Continued)

Portfolio of property development projects (Continued)

Notes:

- (i) The table above includes properties for which the Group has obtained the relevant land use rights certificate(s) but has not obtained the requisite construction permits; The figures for “GFA available for sale”, “GFA under development” and “Planned GFA for future development” are based on figures provided in the relevant governmental documents, such as the property ownership certificates, the construction work planning permits, the pre-sale permits, the construction land planning permits or the land use rights certificate. The categories of information are based on our internal records.
- (ii) Others mainly comprises car parks and ancillary facilities.
- (iii) “GFA available for sale” and “GFA under development” and “Planned GFA for future development” are derived from the Group’s internal records and estimates.

The following section provides further details of the development progress and completion of each of the projects.

- 1) Fuzhou Sandi Chuangfu Plaza
Fuzhou Sandi Chuangfu Plaza comprises two zones, namely Zone A and Zone B. The construction works of Zone A was completed. For the six months period ended 30 September 2018, a total GFA of 1,697 sq.m has been delivered to buyers, representing a sales of properties of approximately HK\$20,251,000.

業務回顧 (續)

物業發展 (續)

物業發展項目組合 (續)

附註：

- (i) 上表包括本集團已取得相關土地使用權證但尚未取得必要的施工許可證之物業：「可供出售總建築面積」、「發展中總建築面積」及「未來發展計劃總建築面積」之數字按相關政府文件之數字，如房產證、建築工程規劃許可證、預售許可證、建設用地規劃許可證或土地使用權證。資料類別是基於我們的內部記錄。
- (ii) 其他主要包括停車場及附屬設施。
- (iii) 「可供出售總建築面積」、「發展中總建築面積」及「未來發展計劃總建築面積」源自本集團內部記錄及估計。

以下部分提供向各項目之發展進度及完成情況之詳情。

- 1) 福州三迪創富廣場
福州三迪創富廣場包括兩個區域，即A區及B區。A區建築工程已完成。截至二零一八年九月三十日止六個月期間，總建築面積1,697平方米已交付予買家，物業銷售額約20,251,000港元。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

BUSINESS REVIEW (CONTINUED)

Property Development (Continued)

Portfolio of property development projects (Continued)

- 2) Wuyishan Sandi New Times Square
The project site is situated at Wuyishan, Fujian Province with a total site area of 168,669 sq.m. It is located 4 kilometers west of Da Hong Pao Scenic Area, a PRC National 4A-level scenic spot. The planning intention of the Wuyishan Sandi New Times Square is primarily for low density properties developments with the provision of open space and excellent ancillary facilities. During the six months period ended 30 September 2018, a construction permit of construction GFA of 48,262 sq.m was granted to the Group.
- 3) Qujiang Xiangsong Fengdan • Xian Sandi
The development of the Qujiang Xiangsong Fengdan Xian Sandi is intended to be divided into (i) Zone A of Phase 1; (ii) Zone B of Phase 1; (iii) Phase 2 and (iii) Phase 3. The construction works of Zone A was completed in 2017.

Zone B consists of 2 block of residential buildings and a kindergarten with a total construction GFA of approximately 71,363 sq.m. The construction works of Zone B is expected to be completed in 2019. During the period ended 30 September 2018, a contract sales amount of approximately HK\$25,742,000 was achieved for Phase 1.

Phase 2 consists of 4 blocks of residential buildings with a construction GFA of approximately 142,595 sq.m. The construction works of phase 2 is expected to be completed in 2021. During the period ended 30 September 2018, a contract sales amount of approximately HK\$282,823,000 was achieved for Phase 2.

Phase 3 mainly consists of residential buildings and ancillary retails with a total construction GFA of approximately 164,463 sq.m. The construction works of phase 3 is expected to be completed in 2022. During the period ended 30 September 2018, a contract sales amount of approximately HK\$111,711,000 was achieved for Phase 3.

業務回顧 (續)

物業發展 (續)

物業發展項目組合 (續)

- 2) 武夷山三迪新時代廣場
該項目地處福建省武夷山·總土地面積168,669平方米。其位於大紅袍景區(中國4A級風景區)以西4公里。武夷山三迪新時代廣場擬規劃主要用作低密度物業發展項目,提供開放空間及優良的配套設施。截至二零一八年九月三十日止六個月期間,建設建築面積48,262平方米之建設許可證已授予本集團。
- 3) 西安三迪•曲江香頌楓丹
西安三迪•曲江香頌楓丹的發展擬分為:(i)第1期A區;(ii)第1期B區;(iii)第2期及(iv)第3期。A區建築工程於二零一七年完成。

B區包括兩幢住宅樓宇及一個幼兒園,總建設建築面積約71,363平方米。B區建築工程預期於二零一九年完成。截至二零一八年九月三十日止期間,就第1期已取得合約銷售額約25,742,000港元。

第2期包括4幢住宅樓宇,總建設建築面積約142,595平方米。第2期建築工程預期於二零二一年完成。截至二零一八年九月三十日止期間,就第2期已取得合約銷售額約282,823,000港元。

第3期主要包括住宅樓宇及配套零售,總建設建築面積約164,463平方米。第3期建築工程預期於二零二二年完成。截至二零一八年九月三十日止期間,就第3期已取得合約銷售額約111,711,000港元。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

BUSINESS REVIEW (CONTINUED)

Property Development (Continued)

Land bank replenishment

The Group's strategy is to maintain a land bank portfolio sufficient to support the Group's own development pipeline for the next few years. As at 30 September 2018, the Group had a quality land bank amounting to a total GFA of approximately 614,496 sq.m, comprising (a) a total GFA of approximately 8,900 sq.m completed but remain unsold, (b) a total GFA of approximately 496,681 sq.m under development and construction, and (c) a total planned GFA of approximately 108,915 sq.m. held for future development.

Subsequent to the six months ended 30 September 2018, the Group has acquired a land use rights of a land parcel in Weinan City, Shaanxi Province, the PRC through public auction for a total consideration of approximately RMB53,600,000 with a total site area of approximately 54,267 sq.m.

The property investment business

The current property investment business is mainly operated by Fujian Sinco Industrial Co., Ltd. ("Fujian Sinco") which is engaged in development, operation and management of a home improvement plaza ("Sandi Plaza"). During the period under review, the Group recorded the rental, property management and related fee income of approximately HK\$70.4 million (2017: HK\$52.9 million). The Sandi Plaza had an occupancy rate of approximately 94.1% which represent an increase in the occupancy rate as compared to corresponding period in 2017 of approximately 89.7%. The increase in occupancy rate is primarily due to success of advertising and promotion efforts. The Board is confident on this property investment business and believes it will continuously bring a positive and stable return to the Group in the future.

業務回顧 (續)

物業發展 (續)

土地儲備補充

本集團的策略是維持足以支持本集團未來數年發展之土地儲備組合。於二零一八年九月三十日，本集團擁有總建築面積約614,496平方米之優質土地儲備，包括(a)總建築面積約8,900平方米已建成但仍未出售，(b)總建築面積約496,681平方米發展中及在建，及(c)總規劃建築面積約108,915平方米持作未來發展。

於截至二零一八年九月三十日止六個月後，本集團已透過公開拍賣收購位於中國陝西省渭南市一幅地塊之土地使用權，總代價約為人民幣53,600,000元，總地盤面積約為54,267平方米。

物業投資業務

物業投資業務目前主要由福建先科實業有限公司(「福建先科」)營運，該公司從事家居廣場(「三迪家居廣場」)之發展、營運及管理。於回顧期間內，本集團錄得租金、物業管理及相關費用收入約70,400,000港元(二零一七年：52,900,000港元)。三迪家居廣場出租率約為94.1%，較二零一七年同期出租率約89.7%有所增加。出租率增加乃主要由於成功的廣告宣傳及促銷努力。董事會繼續對此物業投資業務充滿信心，亦相信物業投資業務日後將會繼續為本集團帶來正面穩定回報。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

BUSINESS REVIEW (CONTINUED)

Other investments

Our other investments including investing surplus cash from operations in listed equity securities and loan receivables in Hong Kong and the PRC. We have invested in listed high yield stocks with growth potentials. We have also invested in loan receivables for interest incomes. The objectives of these investments are to strike a balance between risk and return in order to maximise return to shareholders.

The equity securities acquired are principally for short term investment purpose. The Group would closely monitor performances of the mentioned and will seek for disposal opportunities for profit if any. Our principal business is still engaged in property development and property investment business and thus we will continue to proactively take up opportunities in real estate market. Therefore, the Group would consider disposing or downsizing the existing listed-equities investment portfolio when the Group has funding needs for expanding the property development business in the future.

業務回顧 (續)

其他投資

我們的其他投資包括以營運之資金盈餘投入於香港及中國之上市股本證券及應收貸款。我們投資已上市的高回報及具增長潛力的股票。我們亦為利息收入投資應收貸款。該等投資的目標是在風險和回報之間取得平衡，為股東謀求最佳回報。

收購股本證券主要作短期投資。本集團將密切監察上述投資之表現，並將尋求出售機會以獲利（如有）。我們的主要業務仍為物業發展及物業投資業務，故我們將繼續積極投入房地產市場。因此，當本集團未來擴展物業發展業務出現資金需要，本集團將考慮出售或縮減現有上市股本投資組合。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

BUSINESS REVIEW (CONTINUED)

Significant events during the Interim Period

(i) Major Transaction in Relation to A Property Development Project in Xi'an

On 9 August 2018, Fujian Sinco and Grand International Development Limited (“the Grand International”), both being wholly-owned subsidiaries of the Company entered the into a cooperation agreement (the “Cooperation Agreement”) with Xi'an Chongfeng Real Estate Company Limited, an independent third party of the Group, whereby, among other things, (i) Fujian Sinco and Grand International shall make capital contribution of RMB6,200,000 and US\$30,000,000 (equivalent to RMB201,000,000) to the Xi'an Zhichengda Real Estate Company Limited (the “Xi'an Zhichengda” or “Target Company”) in cash; (ii) Fujian Sinco and Grand International shall provide the shareholder's loan of RMB360,900,000 to the Target Company; and (iii) Fujian Sinco shall provide the advance of RMB50,000,000 to the representatives, which hold 26% equity interests (the “Representatives”) in the through the Target Company. On the same date, Fujina Sinco and Grand International entered into the Memorandum with Zhongnan Jiafeng, Chongfeng Real Estate and the Representatives in relation to certain matters regarding the cooperation for the Land Parcels. Upon completion of the Capital Contribution, the Group will be interested in the Target Company of 37%.

The principal assets of the Target Company are three parcels of land located at the south of Zhenghe Jiu Road, the west of Tai'an Road, the east of Taiping Road and the north of Zhenghe Lu Road, Fengdong New Town, Xixian District, Xi'an with a total site area of approximately 182,646 square metres for residential and commercial uses and the total construction GFA would be approximately 625,630 square metres (the “Land Parcels”). The portion of the Land Parcels for residential purpose has a land use rights of 70 years while the portion of the Land Parcels for commercial purpose has a land use rights of 40 years.

業務回顧 (續)

中期期間內之重大事項

(i) 有關西安物業發展項目之主要交易

於二零一八年八月九日，福建先科及廣大國際發展有限公司（「廣大國際」）（均為本公司之全資附屬公司）與西安崇豐置業有限公司（本集團之獨立第三方）訂立合作協議（「合作協議」），據此，（其中包括）(i) 福建先科及廣大國際須以現金向西安智晟達置業有限公司（「西安智晟達」或「目標公司」）分別注資人民幣6,200,000元及30,000,000美元（相當於人民幣201,000,000元）；(ii) 福建先科及廣大國際須向目標公司提供股東貸款人民幣360,900,000元；及(iii) 福建先科須透過目標公司向持有目標公司26%股權之該等代表（「該等代表」）提供貸款人民幣50,000,000元。於同日，福建先科及廣大國際與中南嘉豐、崇豐置業及該等代表就若干有關該等地塊之合作之事宜訂立備忘錄。於注資完成後，本集團將擁有目標公司37%權益。

目標公司之主要資產為位於西安市西咸區灃東新城征和九路南、泰安路西、太平路東及征和六路北之三幅地塊，總地盤面積約為182,646平方米，作住宅及商業用途，且總建設建築面積將約為625,630平方米（「該等地塊」）。作住宅用途之部分地塊擁有70年之土地使用權，而作商業用途之部分地塊擁有40年之土地使用權。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

BUSINESS REVIEW (CONTINUED)

Significant events during the Interim Period (Continued)

(i) Major Transaction in Relation to A Property Development Project in Xi'an (Continued)

According to the latest development proposal of the Land Parcels, the Land Parcels are planned to be developed into a mixed property development project, with a total construction gross floor area of approximately 418,830 square metres for commercial and residential uses, and a total construction gross floor area of approximately 206,800 square metres for ancillary facilities, including carpark. The construction of Nan Mei Commodity Trading Centre Phases 1 and 2 (南美商品貿易中心項目一、二期) is scheduled to commence by the end of 2018 and complete by December 2021. The construction of Nan Mei Commodity Trading Centre Phase 3 (南美商品貿易中心項目三期) is scheduled to commence in the second or third quarter of 2019.

On 28 September 2018, the Group paid up the registered capital in the aggregate amount of RMB207,200,000 in full and, the Group is interested in the Xi'an Zhichengda as to 37%. The interests in Xi'an Zhichengda is accounted for as an associate in the financial statements of the Group.

Further details are set out in the announcement of the Company dated 9 August 2018 and the circular of the Company dated 21 December 2018.

(ii) Very Substantial Acquisition and Connected Transaction – Acquisition of the Entire Issued Share Capital of All Excel Industries Limited (“All Excel”) Involving Issue of Consideration Shares and Convertible Bonds Under Specific Mandate

Reference is made to the announcement (the “Announcement”) of the Company dated 21 September 2018. Capitalised terms used in this report have the same meanings as defined in the Announcement unless the context requires otherwise.

業務回顧 (續)

中期期間內之重大事項 (續)

(i) 有關西安物業發展項目之主要交易 (續)

根據該等地塊之最新發展計劃，該等地塊擬發展為綜合物業發展項目，總建設建築面積約418,830平方米作商業及住宅用途及總建設建築面積約206,800平方米用於配套設施（包括停車場）。南美商品貿易中心項目一、二期建設計劃於二零一八年底開始及於二零二一年十二月底前完工。南美商品貿易中心項目三期建設計劃於二零一九年第二或第三季度開始。

於二零一八年九月二十八日，本集團已悉數繳足註冊資金總額人民幣207,200,000元，及本集團於西安智晟達擁有37%權益。於西安智晟達之權益作為聯營公司於本集團之財務報告表入賬。

進一步詳情載列於本公司日期二零一八年八月九日之公告及本公司日期為二零一八年十二月二十一日之通函。

(ii) 非常重大收購事項及關連交易 – 收購全盛實業有限公司（「全盛」）之全部已發行股本，涉及根據特別授權發行代價股份及可換股債券

茲提述本公司日期為二零一八年九月二十一日之公告（「該公告」）。除文義另有規定者外，本報告內所用之專有詞彙具有該公告內界定之相同涵義。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

BUSINESS REVIEW (CONTINUED)

Significant events during the Interim Period

(Continued)

(ii) Very Substantial Acquisition and Connected Transaction – Acquisition of the Entire Issued Share Capital of All Excel Industries Limited (“All Excel”) Involving Issue of Consideration Shares and Convertible Bonds Under Specific Mandate (Continued)

On 21 September 2018, Grand Supreme Limited (“the Grand Supreme”), a wholly-owned subsidiary of the Company (as purchaser), Primary Partner International Limited (the “Primary Partner”), a company incorporated in the British Virgin Islands with limited liability which is wholly held by Mr. Guo Jiadi (“Mr. Guo”), a director and controlling shareholder of the Company (as vendor) and Mr. Guo (as guarantor) entered into the Agreement, pursuant to which Grand Supreme has conditionally agreed to acquire, and Primary Partner has conditionally agreed to sell the Target Share at the Consideration of HK\$1,500 million, which shall be satisfied as to HK\$200 million by way of cash, as to HK\$600 million by way of the issue of the Promissory Note, as to HK\$200 million by the issue of the Consideration Shares and as to HK\$500 million by the issue of the Convertible Bonds, and the Guarantor has conditionally agreed to guarantee the performance by Primary Partner of its obligations thereunder.

The Target Share represents the entire issued share capital in All Excel, which indirectly holds the entire equity interest in Fuzhou Gaojia which in turn through its subsidiaries owns the Properties. The substance of the Acquisition is the principal property assets held by the Target Group, comprising (i) the Shanghai Property Project; (ii) the Fujian Property Project; (iii) the Baoji Property Project and (iv) the JiLin Property Project.

業務回顧 (續)

中期期間內之重大事項 (續)

(ii) 非常重大收購事項及關連交易 – 收購全盛實業有限公司(「全盛」)之全部已發行股本，涉及根據特別授權發行代價股份及可換股債券 (續)

於二零一八年九月二十一日，本公司之全資附屬公司 Grand Supreme Limited (「Grand Supreme」) (作為買方)、Primary Partner International Limited (「Primary Partner」，為一間於英屬處女群島註冊成立之有限公司，且由本公司董事兼控股股東郭加迪先生(「郭先生」)全資擁有) (作為賣方)及郭先生(作為擔保人)訂立協議，據此Grand Supreme已有條件同意收購及Primary Partner已有條件同意出售目標股份，代價為1,500,000,000港元，其中200,000,000港元將通過現金支付，600,000,000港元將通過發行承兌票據支付，200,000,000港元將通過發行代價股份支付及500,000,000港元將通過發行可換股債券支付，以及擔保人已有條件同意擔保Primary Partner履行其於協議項下的責任。

目標股份為全盛之全部已發行股本，而全盛間接持有福州高佳之全部股權，而後者透過其附屬公司持有該等物業。收購事項之主體為目標集團持有之主要物業資產，包括(i)上海物業項目；(ii)福建物業項目；(iii)寶雞物業項目及(iv)吉林物業項目。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

BUSINESS REVIEW (CONTINUED)

Significant events during the Interim Period (Continued)

(ii) Very Substantial Acquisition and Connected Transaction – Acquisition of the Entire Issued Share Capital of All Excel Industries Limited (“All Excel”) Involving Issue of Consideration Shares and Convertible Bonds Under Specific Mandate (Continued)

The Properties have a total GFA of approximately 1,378,750 sq.m., comprising residential area of approximately 633,431 sq.m., office/hotel area of approximately 236,552 sq.m., retail area of approximately 231,209 sq.m., and carparks and others of approximately 277,558 sq.m., representing approximately 45.9%, 17.2%, 16.8% and 20.1% of the total GFA of the Properties respectively.

Upon Completion, All Excel will become an indirect wholly-owned subsidiary of the Company and the financial statements of the Target Group will be consolidated into the financial statements of the Group.

Further details are set out in the announcement of the Company dated 21 September 2018 and the circular of the Company dated 26 December 2018.

業務回顧 (續)

中期期間內之重大事項 (續)

(ii) 非常重大收購事項及關連交易 – 收購全盛實業有限公司(「全盛」)之全部已發行股本，涉及根據特別授權發行代價股份及可換股債券 (續)

該等物業之總建築面積約1,378,750平方米，包括住宅面積約633,431平方米、辦公／酒店面積約236,552平方米、零售區面積約231,209平方米，以及停車場及其他約277,558平方米，分別佔該等物業總建築面積之約45.9%、17.2%、16.8%及20.1%。

於完成後，全盛將成為本公司之間接全資附屬公司及目標集團之財務報表將綜合至本集團之財務報表。

進一步詳情載列於本公司日期二零一八年九月二十一日之公告及本公司日期為二零一八年十二月二十六日之通函。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

BUSINESS REVIEW (CONTINUED)

Significant events during the Interim Period

(Continued)

(iii) Investment in coal bed methane project in Sundo Gas Limited

A letter of intent dated 24 August 2015 ("Letter of Intent") was entered into among the Company as purchaser, the Shannan Tianyuan Investment Centre as first vendor and Shannan Shengyuan Investment Centre as second vendor (collectively, the "Vendors") in respect of the proposed acquisition of a part of or the entire equity interests in Jiangsu Guosheng Hengtai Energy Development Co., Ltd ("Jiangsu Guosheng") ("Proposed Acquisition"). Jiangsu Guosheng is principally engaged in the business of exploration and production of coalbed methane and provision of related technical services and consultation services. On 29 December 2015, the Company has paid an earnest deposit in the sum of HK\$133,300,000 ("Earnest Deposit"), being the Hong Kong dollars equivalent of RMB110,000,000, to the Vendors pursuant to the Letter of Intent.

On 19 February, 2016 the Company as subscriber, Sundo Gas Limited ("Sundo Gas") as issuer and Mr. Zhong Changming ("Mr. Zhong") entered into a subscription agreement ("Subscription Agreement"), the Company has conditionally agreed to subscribe the redeemable exchangeable bonds in the aggregate principal amount of HK\$133,300,000 with 20% interest rate per annum (the "Bonds") from Sundo Gas. The Bonds can exchange for in aggregate up to a maximum of 123,934 shares in UC Energy, which is a subsidiary of Sundo Gas, upon the occurrence of an initial public offering and listing of and permission to deal in shares of UC Energy on the Stock Exchange or such other internationally recognized investment exchange of the same or higher international standing at the exchange price of approximately US\$138.76 per share in the capital of UC Energy, representing 18.5% of the issued ordinary Shares of UC Energy at the Subscription Agreement date.

業務回顧 (續)

中期期間內之重大事項 (續)

(iii) 於Sundo Gas Limited投資煤層氣項目

本公司(作為買方)、山南天源投資中心(作為第一賣方)及山南盛源投資中心(作為第二賣方)(統稱「賣方」)就建議收購江蘇國盛恒泰能源發展有限公司(「江蘇國盛」)之部份或全部股權(「建議收購事項」)於二零一五年八月二十四日訂立意向書(「意向書」)。江蘇國盛主要從事勘探及生產煤層氣以及提供相關技術服務與諮詢服務。於二零一五年十二月二十九日，本公司根據意向書已向賣方支付誠意金133,300,000港元(「誠意金」)，相當於人民幣110,000,000元。

於二零一六年二月十九日，本公司(作為認購人)、Sundo Gas Limited(「Sundo Gas」，作為發行人)及鍾長鳴先生(「鍾先生」)訂立一份認購協議(「認購協議」)，本公司已有條件同意自Sundo Gas認購本金總額133,300,000港元年利率20%之可贖回可交換債券(「債券」)。在UC Energy(為Sundo Gas之附屬公司)股份首次公開發售及在聯交所(或具有相同或更高國際地位的其他國際認可投資交易所)上市及買賣後，債券合共可交換最多123,934股UC Energy股份，交易價為UC Energy資本每股約138.76美元，相當於UC Energy於認購協議日期已發行普通股之18.5%。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

BUSINESS REVIEW (CONTINUED)

Significant events during the Interim Period (Continued)

(iii) Investment in coal bed methane project in Sundo Gas Limited (Continued)

UC Energy is an exempt company incorporated in the Cayman Islands which is the sole shareholder of UC Energy Technology Limited, a company incorporated in Hong Kong which in turn holds 100% equity interests in United Coal Bed Methane (Nanjing) Development Company Limited* (聯合煤層氣(南京)發展有限公司), a wholly-foreign owned enterprise established under the laws of the PRC (collectively referred to as the "UC Group"). The UC Group is principally engaged in investment holding and through the variable interest entity structure established for the purpose of controlling the Dong Bao Neng Investment (Beijing) Ltd. (the "Dong Bao Neng")* (東寶能投資(北京)有限公司) and the subsidiary of Dong Bao Neng (collectively referred to as the "Dong Bao Neng Group"). Dong Bao Neng Group are principally engaged in the business of exploration and production of coalbed methane in the PRC. Dong Bao Neng Group owns the Zhangzhi Block covers an area of 82.1 km² and is located on the south eastern margin of the Qinshui Basin in Zhangzhi City, Shanxi Province, the PRC (the "Zhangzhi Coalbed Methane Project").

In connection with the subscription for the Bonds, the Group has received the following securities (the "bonds securities"):

- (a) the share charge created in favour of the Company on 19 February 2016 by Sundo Gas in respect of 200,627 shares in UC Energy;
- (b) the pledge of 90% equity interests in Jiangsu Guosheng (Note); and
- (c) a personal guarantee given by Mr. Zhong in favour of the Company.

Note:

Pursuant to the Subscription Agreement dated 19 February 2016, a pledge of not less than 36.7% equity interests in Jiangsu Guosheng shall be given by Shannan Tianyuan Investment Centre in favour of Fujian Sinco as security for the Bonds. The Group has received a pledge of 90% equity interests in Jiangsu Guosheng eventually.

* For identification purposes only

業務回顧 (續)

中期期間內之重大事項 (續)

(iii) 於Sundo Gas Limited投資 煤層氣項目 (續)

UC Energy為於開曼群島註冊成立的獲豁免公司，為UC Energy Technology Limited的唯一股東。UC Energy Technology Limited為於香港註冊成立之公司，持有聯合煤層氣(南京)發展有限公司(根據中國法律成立的外商獨資企業)之100%股權(統稱「UC集團」)。UC集團主要從事投資控股及為透過控制文件控制東寶能投資(北京)有限公司(「東寶能」)及東寶能附屬公司而設立的可變權益實體結構(統稱「東寶能集團」)。東寶能集團主要於中國從事勘探及生產煤層甲烷業務。東寶能集團擁有長子區塊，涵蓋82.1平方公里區域，位於中國山西省長治市沁水盆地的東南邊緣(「長子煤層氣項目」)。

就認購債券而言，本集團已收到以下各項作抵押品(「債券抵押品」)：

- (a) Sundo Gas於二零一六年二月十九日就200,627股UC Energy股份創立的以本公司為受益人之股份質押；
- (b) 江蘇國盛90%的股權質押(附註)；及
- (c) 鐘先生以本公司為受益人而作出的個人擔保。

附註：

根據日期為二零一六年二月十九日之認購協議，山南天源投資中心須將江蘇國盛的不少於36.7%股權質押予福建先科，作為債券的抵押。本集團最終已收到江蘇國盛90%股權的質押。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

BUSINESS REVIEW (CONTINUED)

Significant events during the Interim Period

(Continued)

(iii) Investment in coal bed methane project in Sundo Gas Limited (Continued)

The Company has decided not to proceed with the Proposed Acquisition and the Vendors and the Company mutually agreed to terminate the Letter of Intent. As a result of the termination of the Letter of Intent, the Vendors shall refund the Earnest Deposit in full to the Company. The Company applied the refund of the Earnest Deposit to subscribe the Bonds. Pursuant to the Subscription Agreement, the long stop date for fulfilment of the conditions precedent to the Subscription Agreement is 30 April 2016 (the "Long Stop Date") (or such later date as may be agreed by the Company and Sundo Gas in writing). As certain conditions precedent could not be satisfied on or before the Long Stop Date, the Company, Mr. Zhong and Sundo Gas entered into a supplement agreement to extend the Long Stop Date to 31 October 2016. On 13 October 2016, all the conditions of the Subscription Agreement have been fulfilled pursuant to the terms and conditions therein except the condition relating to a legal opinion issued by the Company's PRC counsel which has been waived by the Company as a condition precedent to Completion. The parties to the Subscription Agreement have agreed that Sundo Gas and Mr. Zhong shall continue to procure the satisfaction of the said condition as soon as possible after and notwithstanding Completion. Completion of the Subscription Agreement took place. Accordingly, the Bonds in the aggregate principal amount of HK\$133,300,000 have been issued to the Company.

業務回顧 (續)

中期期間內之重大事項 (續)

(iii) 於Sundo Gas Limited投資煤層氣項目 (續)

本公司已決定不進行建議收購事項，而賣方及本公司相互協定終止意向書。由於意向書終止，賣方須將誠意金悉數退回本公司。本公司已將所退回的誠意金用於認購債券。根據認購協議，達成認購協議先決條件之最後截止日期為二零一六年四月三十日（「最後截止日期」）（或本公司與Sundo Gas可能書面協定之有關較後日期）。由於若干先決條件不能於最後截止日期或之前達成，本公司、鐘先生及Sundo Gas訂立一份補充協議，以延長最後截止日期至二零一六年十月三十一日。於二零一六年十月十三日，認購協議之所有條件已根據有關條款及條件獲悉數達成，惟有關由本公司之中國律師發出法律意見之條件已由本公司豁免為完成之先決條件。認購協議各訂約方已協定，Sundo Gas及鐘先生將於完成後及儘管完成後盡快促使達成所述條件。認購協議已完成。因此，總本金額為133,300,000港元的債券已發行予本公司。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

BUSINESS REVIEW (CONTINUED)

Significant events during the Interim Period

(Continued)

(iii) Investment in coal bed methane project in Sundo Gas Limited (Continued)

During the year ended 30 September 2018, the Zhangzhi Coalbed Methane Project is still at the development and trial production stage and yet to commence the commercial production. The Bonds had matured on 29 October 2017. As at 30 September 2018, the potential extension is under discussion between the Group and the issuer and no agreement has been reached. After taking into account the latest progress in reaching settlement of the Bond with the Bond issuer and the guarantor, and the Bond securities with supporting information in respect of the estimated value of certain of the bond securities, the directors concluded that there is no recoverability issue of the Bond at end of reporting period.

In November 2018, a balance of approximately HK\$37,452,000 was repaid by Sundo Gas, which represented x) a full repayment of the accrued interest as at repayment date of approximately HK\$27,902,000 and y) a partial repayment of the outstanding principal amount of approximately HK\$9,550,000. After the partial repayment, the outstanding principal amount was HK\$123,750,000.

業務回顧 (續)

中期期間內之重大事項 (續)

(iii) 於Sundo Gas Limited投資煤層氣項目 (續)

截至二零一八年九月三十日止年度，長子煤層氣項目仍處於開發及試產階段，尚未開始商業生產。債券已於二零一七年十月二十九日到期。於二零一八年九月三十日，本集團與發行人正在討論潛在延期，尚未達成協議。經計及與債券發行人及擔保人之間結算債券的最新進展及債券抵押品，以及若干債券抵押品估計價值的支持資料，董事認為，於報告期末債券不存在可收回性問題。

於二零一八年十一月，Sundo Gas已償還餘額約37,452,000港元，相當於x)悉數支付截至還款日期之應計利息約27,902,000港元及y)部分償還未支付本金額約9,550,000港元。於部分還款之後，未償還本金額為123,750,000港元。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

BUSINESS REVIEW (CONTINUED)

Significant events during the Interim Period

(Continued)

(iii) Investment in coal bed methane project in Sundo Gas Limited (Continued)

On 27 November 2018, Fujian Sinco entered into the Loan Agreement with the Shannan Tianyuan Investment Centre and Shannan Shenyuan Investment Centre (collectively, the "Borrowers"), pursuant to which the Fujian Sinco has agreed to lend to the Borrowers the loan in the principal amount of up to RMB110,000,000 (the "Loan") at interest of 20% per annum for a term of 18 months (the "Loan Agreement"). On the same date, The Company, Sundo Gas and the Mr. Zhong entered into a confirmation letter that upon entering into of the Loan Agreement, Sundo Gas and Mr. Zhong shall not have further obligations to repay the outstanding principal amount of the Exchangeable Bonds (to the extent equivalent to the principal amount of the Loan). The Loan is in effect an extension of the principal amount provided to Sundo Gas by the Group under the Exchangeable Bonds since February 2016. The repayment obligations of the Borrowers under the Loan Agreement are secured by the pledge of 98.12% equity interest of Jiangsu Guosheng. In addition, Mr. Zhong agreed to grant an irrevocable joint liability guarantee in favour of the Lender for a term of two years commencing from the expiry date of the term of the Loan Agreement.

Further details are set out in the announcements of the Company dated 24 August 2015, 29 December 2015, 19 February 2016, 14 June 2016, 13 October 2016 and 27 November 2018.

業務回顧 (續)

中期期間內之重大事項 (續)

(iii) 於Sundo Gas Limited投資煤層氣項目 (續)

於二零一八年十一月二十七日，福建先科與山南天源投資中心及山南盛源投資中心（統稱為「借款方」）訂立借款協議（「借款協議」），據此福建先科已同意借予借款方本金額最多人民幣110,000,000元按年利率20%計息之借款（「借款」），為期十八個月。於同日，本公司、Sundo Gas及鐘先生訂立確認函，確認於訂立借款協議後，Sundo Gas及鐘先生並無進一步責任以償還可交換債券之尚未支付本金額（以相等於借款之本金額為限）。借款實際上為自二零一六年二月起本集團根據可交換債券向Sundo Gas提供之本金之延期。借款方於借款協議項下之還款責任以質押江蘇國盛之98.12%股權作擔保。此外，鐘先生同意授予一項以出借方為受益人之不可撤銷連帶責任保證，期限為自借款協議期限屆滿日期起兩年。

進一步詳情載於本公司日期為二零一五年八月二十四日、二零一五年十二月二十九日、二零一六年二月十九日、二零一六年六月十四日、二零一六年十月十三日及二零一八年十一月二十七日之公告。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

OUTLOOK

Looking ahead, we predict stable growth for the Chinese economy. The Group would continue to promote the property projects in Fujian and Shaanxi province, and determine the specific launch time of the properties according to the local economic trend, market demand for the properties and investment atmosphere.

The Group is cautiously optimistic about the future economic development in Xi'an and the PRC as a whole and the associated demand for properties in Xi'an. Benefiting from the rapid development of the northwestern part of the PRC, Xi'an as the capital of Shaanxi Province, will play an important part in contributing to the economic growth of the central-northwest region. Xi'an was designated to serve "One Belt One Road" national strategies, and it has re-emerged as an important cultural, industrial and educational centre of the central-northwest region.

The Group will continue the precise position of its property investment business. And we will remain diversified in its land acquisition channels and proactively took up opportunities to expand its operating scale for continuous development and lay the foundation for persisted growth.

展望

展望未來，我們預測中國經濟穩定增長。本集團將繼續推進福建及陝西省的物業項目，並根據當地經濟趨勢、物業的市場需求及投資氛圍釐定具體推出時間。

本集團對西安及中國整體之未來經濟發展以及西安物業之相關需求審慎樂觀。受益於中國西北地區的迅速發展，西安，作為陝西省省會，將對促進中西北部地區的經濟增長發揮重要作用。西安獲指定為「一帶一路」國家戰略的一部分，並已重新崛起為中西北部地區重要的文化、工業及教育中心。

本集團將繼續準確定位其物業投資業務，並維持土地收購渠道多元化，積極把握機遇，不斷拓展經營規模，為持續增長奠定基礎。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

OPERATING RESULTS AND FINANCIAL REVIEW

Revenue

The Group's revenue is primarily generated from property development and property leasing & management services, which contributed approximately 22.3% and 77.7% respectively of the revenue for the six months ended 30 September 2018. The Group's revenue decreased by approximately HK\$383.1 million, or 80.9%, to HK\$90.7 million for the six months ended 30 September 2018 from approximately HK\$473.8 million for the six months ended 30 September 2017. The decrease in revenue was mainly because of no completion of property development projects in the six months ended 30 September 2018. The table below sets forth the breakdown of the Group's revenue by operating segment as indicated:

營運業績及財務回顧

收益

本集團之收益主要來自物業發展以及物業租賃及管理服務，分別佔截至二零一八年九月三十日止六個月之收益約22.3%及77.7%。本集團之收益由截至二零一七年九月三十日止六個月之約473,800,000港元減少約383,100,000港元或80.9%至截至二零一八年九月三十日止六個月之90,700,000港元。收益減少主要由於截至二零一八年九月三十日止六個月並無物業發展項目完工。下表載列按經營分部劃分之本集團收益明細：

| | For the six months ended 30 September 2018 截至二零一八年 九月三十日止六個月 HK\$'000 千港元 | | For the six months ended 30 September 2017 截至二零一七年 九月三十日止六個月 HK\$'000 千港元 | | |
|---|--|--------|--|---------|-------|
| | | % | | % | |
| Revenue from sales of properties | 物業銷售收益 | 20,251 | 22.3 | 420,905 | 88.8 |
| Rental income, and Property management related fee income | 租賃收入以及物業管理及相關費用收入 | 70,421 | 77.7 | 52,890 | 11.2 |
| | | 90,672 | 100.0 | 473,795 | 100.0 |

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

OPERATING RESULTS AND FINANCIAL REVIEW (CONTINUED)

Property development

The Group's revenue from sales of properties decreased to approximately HK\$20.6 million for the six months ended 30 September 2018 (for the six months ended 30 September 2017: HK\$420.9 million).

The table below summarises the revenue from sales of properties for the six months ended 30 September 2018:

| Location | Property projects | Project type | Sales revenue HK\$'000 | GFA sold (sq.m) | Average price per sq.m HK\$/sq.m (Note) |
|--|---|----------------------------|---------------------------|----------------------|--|
| 地點 | 物業項目 | 項目類型 | 銷售收益 (千港元) | 已售總建築 面積 (平方米) | 每平方米平均售價 港元/平方米 (附註) |
| Fuzhou City, Fujian Province 福建省福州市 | Fuzhou Sandi Chuangfu Plaza 福州三迪創富廣場 | Commercial/office 商業/辦公 | 20,251 | 1,697 | 11,933 |

Note

The calculation of average price per sq.m is based on the sales revenue after the deduction of business/value-added tax and other surcharges/taxes.

營運業績及財務回顧 (續)

物業發展

截至二零一八年九月三十日止六個月，本集團物業銷售收益減少至約20,600,000港元（截至二零一七年九月三十日止六個月：420,900,000港元）。

下表概述截至二零一八年九月三十日止六個月之物業銷售收益：

附註

每平方米平均售價是基於已扣除營業稅/增值稅及其他附加稅項之銷售收益總額計算。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

OPERATING RESULTS AND FINANCIAL REVIEW (CONTINUED)

Rental income and property management and related fee income

The sales for the six months ended 30 September 2018 includes the rental income and property management and related fee income in amount aggregate to approximately HK\$70.4 million (2017: approximately HK\$52.9 million), representing an increase of approximately 33.1% compared with corresponding period in 2017. Reason for the increase mainly due to the increase in the occupancy rate during the period under review.

Cost of properties sales

The Group's cost of properties sales increased to approximately HK\$13.0 million for the six months ended 30 September 2018 (2017: approximately HK\$254.0 million). The decrease was primarily attributable to the decrease in the total GFA of properties delivered compared with the corresponding period in 2017, which led to the decrease in the cost of properties sales.

Change in fair value of investment properties

The change in the fair value of investment properties arising from a home improvement plaza situated in Fuzhou, the PRC. A fair value loss of an investment property of approximately HK\$1.2 million was recognised during the six months ended 30 September 2018 (2017: loss of approximately HK\$12,000).

Change in fair value of financial assets at fair value through profit or loss

Change in fair value of financial assets at fair value through profit or loss for the Interim Period mainly attributable from unrealised fair value losses on equity securities listed in Hong Kong amounted to approximately HK\$49.6 million (2017: net gains of approximately HK\$41.6 million).

營運業績及財務回顧 (續)

租賃收入以及物業管理及相關費用收入

截至二零一八年九月三十日止六個月之銷售額包括租賃收入以及物業管理及相關費用收入總額約70,400,000港元(二零一七年:約52,900,000港元),較二零一七年同期增加約33.1%。增加主要由於回顧期內租用率上升所致。

物業銷售成本

本集團於截至二零一八年九月三十日止六個月之物業銷售成本增加至約13,000,000港元(二零一七年:約254,000,000港元)。減少主要由於相較於二零一七年同期已交付物業總建築面積減少,導致物業銷售成本減少。

投資物業之公平值變動

投資物業之公平值變動由位於中國福州之家居廣場所產生。截至二零一八年九月三十日止六個月期間確認投資性物業之公平值虧損約1,200,000港元(二零一七年:虧損約12,000港元)。

按公平值計入損益之財務資產公平值變動

本中期期間,按公平值計入損益之財務資產公平值變動主要歸因於香港上市之股本證券之未變現公平值虧損約49,600,000港元(二零一七年:淨收益約41,600,000港元)。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

OPERATING RESULTS AND FINANCIAL REVIEW (CONTINUED)

Other operating expenses

The Group's other operating expenses for the six months ended 30 September 2018 in the amount of approximately HK\$94.4 million (2017: approximately HK\$58.7 million) mainly included various administrative and selling expenses.

Finance costs

Finance costs comprise primarily interest costs on bank borrowings and bonds payable, net of capitalized borrowing costs relating to properties under development to the extent that such costs are directly attributable to the acquisition and construction of a project or project phase. The capitalization of borrowing costs relating to property under development commences when the construction of a property starts and ceases when the construction work is completed.

The finance cost increased by approximately HK\$22.5 million or 79.1% from approximately HK\$28.4 million for the six months ended 30 September 2017 to approximately HK\$50.9 million for corresponding period in 2018. The increase was mainly attributable from the interest on contract liabilities recognised during the interim period.

Income tax expense

Income tax expense mainly comprises the PRC enterprise income tax and land appreciation tax amounted to approximately HK\$4.8 million for the six months ended 30 September 2018 (2017: approximately HK\$64.6 million). The substantial decrease was mainly attributable to the decrease in sales of properties recognised during the Interim Period.

營運業績及財務回顧 (續)

其他經營開支

本集團於截至二零一八年九月三十日止六個月之其他經營開支約為94,400,000港元(二零一七年:約58,700,000港元),主要包括多項行政及銷售開支。

融資成本

融資成本主要包括銀行借貸及應付債券之利息成本,扣除與開發中物業有關之已資本化借貸成本,以收購及建設某一項目或項目階段直接應佔之該等成本為限。當物業建設開始時開始資本化發展中物業有關之借貸成本並於建設工程竣工時停止資本化。

融資成本由截至二零一七年九月三十日止六個月約28,400,000港元增加約22,500,000港元或79.1%至二零一八年同期約50,900,000港元。增加主要由於中期期內確認合約負債利息所致。

所得稅開支

截至二零一八年九月三十日止六個月,所得稅開支主要包括中國企業所得稅及土地增值稅約4,800,000港元(二零一七年:約64,600,000港元)。大幅減少主要由於中期期間內確認之物業銷售減少所致。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

OPERATING RESULTS AND FINANCIAL REVIEW (CONTINUED)

營運業績及財務回顧 (續)

Investments held for Trading/Financial assets at FVTPL

持作買賣投資／按公平值計入損益之財務資產

| | | At 30 September 2018 HK\$'000 於 二零一八年 九月三十日 千港元 | At 31 March 2018 HK\$'000 於 二零一八年 三月三十一日 千港元 |
|--|---------------------|--|---|
| Investment held for trading | 持作買賣投資 | | |
| Equity securities listed in Hong Kong at fair value (note a) | 香港上市股本證券，按公平值 (附註a) | - | 125,745 |
| Financial assets at FVTPL | 按公平值計入損益之財務資產 | | |
| Equity securities listed in Hong Kong at fair value (note a) | 香港上市股本證券，按公平值 (附註a) | 76,173 | - |
| Unlisted bond securities (note b) | 非上市債券證券 (附註b) | 157,905 | 133,857 |
| | | 234,078 | 259,602 |

Note a)

The above equity securities as they have been acquired principally for the purpose of selling in the near term.

The carrying amount of the investments held for trading are equal to its fair values, which have been determined by reference to the quoted market bid prices available on the Stock Exchange. During the Interim Period, the Group has recorded net fair value losses on equity securities of approximately HK\$49.6 million (2017: net gain of approximately HK\$41.6 million).

As at 30 September 2018, the equity securities represented an investment portfolio comprising 4 equity securities (31 March 2018: 4 equity securities) listed in Hong Kong. All of them are securities listed on the Main Board of the Stock Exchange. There were no significant acquisitions or disposals of the equity securities during the Interim Period.

附註a)

上述股本證券其收購目的主要為於短期內出售。

持作買賣投資之賬面值等於其公平值，其參考聯交所所報市場報價釐定。於中期期間，本集團錄得股本證券公平值虧損淨額約49,600,000港元（二零一七年：淨收益約41,600,000港元）。

於二零一八年九月三十日，股本證券為投資組合，包括4項香港上市股本證券（二零一八年三月三十一日：4項股本證券）。其全部均為聯交所主板上市證券。中期期間概無重大收購或出售股本證券。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

OPERATING RESULTS AND FINANCIAL REVIEW (CONTINUED)

Investments held for Trading/Financial assets at FVTPL (Continued)

The Group's equity securities were represented as follows:

| Company name/(stock code) | 公司名稱/(股份代號) | Percentage of shareholdings at 30 September 2018 | Realised fair value gain/(loss) for the period | Dividend income for the period | Fair value at 30 September 2018 | Percentage of total investments held for trading | Percentage of total assets of the Group at 30 September 2018 | |
|---|--------------------|--|--|--------------------------------|---------------------------------|--|--|-------|
| | | | | | | | | Notes |
| Equity Securities | 股本證券 | | | | | | | |
| Kingston Financial Group Limited (1031) | 金利豐金融集團有限公司 (1031) | (i) | 0.23% | - | 639 | 66,485 | 87.3% | 0.9 |
| Others | 其他 | (ii) | | - | - | 9,688 | 12.7% | 0.1 |
| | | | | - | 639 | 76,173 | 100.0% | 1.0 |

Notes

- Kingston Financial Group Limited ("Kingston Financial") is principally engaged in the provision of a wide range of financial services which include securities brokerage, underwriting and placements, margin and initial public offering financing, corporate finance advisory services, futures brokerage and asset management services. Kingston Financial also provides gaming and hospitality services in Macau.
- None of these investments represented more than 1% of the total assets of the Group as at 30 September 2018.

營運業績及財務回顧 (續)

持作買賣投資/按公平值計入損益之財務資產 (續)

本集團持作買賣投資情況如下：

附註

- 金利豐金融集團有限公司(「金利豐金融」)主要業務為提供全面金融服務，包括證券經紀、包銷及配售、保證金及首次公開發售融資、企業財務顧問服務、期貨經紀及資產管理服務。金利豐金融亦在澳門提供博彩及酒店服務。
- 於二零一八年九月三十日，概無該等投資佔本集團總資產1%以上。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

OPERATING RESULTS AND FINANCIAL REVIEW (CONTINUED)

Investments held for Trading/Financial assets at FVTPL (Continued)

Note b)

Unlisted bond securities

On 13 October 2016, the Bonds in the aggregate principal amount of HK\$133,300,000 have been issued to the Company.

As at 31 March 2018 and 30 September 2018, the Bonds was compound instruments and designated as financial assets at fair value through profit or loss.

The fair value of the Bonds as at 30 September 2018 was determined by an independent professional valuer, Avista Valuation Advisory Limited engaged by the Group which led to a fair value gain of approximately HK\$24.0 million recognised in the consolidated statement of profit or loss during the period ended 30 September 2018.

During the six months period ended 30 September 2018, the Group recognised interest income from financial assets at fair value through profit or loss of approximately HK\$13.3 million (2017: HK\$13.3 million was recognised as interest income from deposit for subscription of exchangeable bond and interest income from financial assets at fair value).

Details of the Bonds are set out in the section headed "Business Review" in this report.

Interest in an associate

The Group would account for its investment in associate using the equity method, of which the Group's interest in associate is initially recognised at cost and adjusted thereafter for the post-acquisition change in the Group's share of net assets of the associate. As at 30 September 2018, the investments in associate represented the Group's share of net assets of Xi'an Zhichengda (31 March 2018: Nil).

Details of the interest in an associate are set out in the section headed "Business Review" in this report.

營運業績及財務回顧 (續)

持作買賣投資／按公平值計入損益之財務資產 (續)

附註b)

非上市債券證券

於二零一六年十月十三日，本金總額為133,300,000港元的債券已發行予本公司。

於二零一八年三月三十一日及二零一八年九月三十日，債券為複合工具，並指定為按公平值計入損益之財務資產。

於二零一八年九月三十日之債券公平值由本集團委任的獨立專業估值師艾華迪評估諮詢有限公司釐定，導致於截至二零一八年九月三十日止期間於綜合損益表內確認公平值收益約24,000,000港元。

截至二零一八年九月三十日止六個月期間，本集團確認按公平值計入損益之財務資產之利息收入約13,300,000港元（二零一七年：確認認購可交換債券按金之利息收入及按公平值計量之財務資產之利息收入13,300,000港元）。

債券之詳情載於本報告「業務回顧」一節。

於一間聯營公司之權益

本集團將使用權益法入賬其於聯營公司之投資，其中本集團於聯營公司之權益初步按成本確認並其後就本集團分佔聯營公司淨資產之收購後變動作調整。於二零一八年九月三十日，於聯營公司之投資指本集團應佔西安智晟達之淨資產（二零一八年三月三十一日：無）。

於一間聯營公司之權益之詳情載列於本報告「業務回顧」一節。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

OPERATING RESULTS AND FINANCIAL REVIEW (CONTINUED)

Properties under development for sale/Properties held for sale

As at 30 September 2018, properties under development for sale/properties held for sales represented the inventories of properties in aggregated amount of HK\$2,238,252,000 (31 March 2018: HK\$1,249,179,000). The balances primarily consists of phase 1, phase 2 and phase 3 of Qujiang Xiangsong Fengdan • Xian Sandi and Wuyishan Sandi New Times Square. The significant increase mainly attributable from increase in land costs, construction costs and borrowing costs capitalised according to the Group's accounting policy and directly attributable expenses incurred during the development period.

Trade and other receivables and prepayments

As at 31 March 2018 and 30 September 2018, the Group recorded trade and other receivables and prepayments of approximately HK\$1,079,929,000 and HK\$472,559,000 respectively. The substantial decrease of HK\$607,370,000 was mainly because the payment made by the Group for the acquisition of land use rights for Wuyishan Sandi New Times Square of approximately HK\$592,892,000 (equivalent to RMB520,400,000) has been reclassified from trade and other receivables and prepayments to inventories of properties upon obtaining the relevant land use right certificates.

Trade and other payables and accruals

The Group's trade and other payables and accruals as at 31 March 2018 and 30 September 2018 primarily comprised (i) receipts in advance from customers and (ii) rental deposits received from tenants.

營運業績及財務回顧 (續)

待售發展中物業／持作出售物業

於二零一八年九月三十日，待售發展中物業／持作出售物業指總額2,238,252,000港元之物業存貨(二零一八年三月三十一日：1,249,179,000港元)。結餘主要包括西安三迪•曲江香頌楓丹1期、2期及3期以及武夷山三迪新時代廣場。大幅增加主要由於土地成本、建設成本以及根據本集團會計政策資本化之借貸成本以及發展期內已產生之直接應佔開支增加所致。

應收賬款及其他應收款項以及預付款項

於二零一八年三月三十一日及二零一八年九月三十日，本集團錄得應收賬款及其他應收款項以及預付款項分別約為1,079,929,000港元及472,559,000港元。大幅減少607,370,000港元主要因為本集團收購武夷山三迪新時代廣場之土地使用權作出之付款約592,892,000港元(相當於人民幣520,400,000元)，於獲得有關土地使用權證後已從「應收賬款及其他應收款項以及預付款項」重新分類至「物業存貨」。

應付賬款及其他應付款項及應計費用

於二零一八年三月三十一日及二零一八年九月三十日，本集團之應付賬款及其他應付款項及應計費用主要包括(i)預收客戶款項及(ii)自租戶收取之租金按金。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

LIQUIDITY AND FINANCIAL RESOURCES

As at 30 September 2018, the Group had bank borrowings of approximately HK\$988.5 million denominated in RMB (31 March 2018: approximately HK\$1,230.1 million denominated in RMB) and other debts comprising bonds payable in total amount of approximately HK\$10.6 million (31 March 2018: approximately HK\$10.3 million). As at 30 September 2018 and 31 March 2018, all bank borrowings were secured.

As at 30 September 2018, the Group had cash and cash equivalents of approximately HK\$257.1 million (31 March 2018: approximately HK\$201.6 million) which were mainly denominated in HK\$ and RMB.

As at 30 September 2018, the gearing ratio for the Group was approximately 21.3% (31 March 2018: 26.6%), calculated based on the net debts (comprising bank borrowings and bonds payable less cash and cash equivalent and investments held for trading) of approximately HK\$665.8 million (31 March 2018: approximately HK\$913.0 million) over the total equity of approximately HK\$3,132.1 million (31 March 2018: approximately HK\$3,436.1 million). The debt ratio was approximately 58.6% (31 March 2018: approximately 52.4%), calculated as total liabilities over total assets of the Group.

The Group's current available liquidity resources are sufficient to meet its capital commitments. As at 30 September 2018, the Group's net current assets amounted to approximately HK\$415.1 million (31 March 2018: HK\$839.3 million). The Group's current ratio, being percentage of its current assets and its current liabilities, amounted to 114.1% (31 March 2018: 142.2%).

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, issue new shares or sell assets to reduce debt.

流動資金及財務資源

於二零一八年九月三十日，本集團之銀行借貸約為988,500,000港元，以人民幣計值（二零一八年三月三十一日：約1,230,100,000港元，以人民幣計值），及其他債務包括應付債券總額約為10,600,000港元（二零一八年三月三十一日：約10,300,000港元）。於二零一八年九月三十日及二零一八年三月三十一日，所有銀行借貸均有抵押。

於二零一八年九月三十日，本集團有現金及現金等值約257,100,000港元（二零一八年三月三十一日：約201,600,000港元），其主要以港元及人民幣計值。

於二零一八年九月三十日，本集團按淨債務（包括銀行借貸以及應付票據減現金及現金等值和持作買賣投資）約665,800,000港元（二零一八年三月三十一日：約913,000,000港元）對權益總額約3,132,100,000港元（二零一八年三月三十一日：約3,436,100,000港元）計算之負債與資產比率約為21.3%（二零一八年三月三十一日：26.6%）。負債比率約為58.6%（二零一八年三月三十一日：約52.4%），按本集團負債總額對資產總額計算。

本集團現時可動用之流動資金足以應付資本承擔所需。於二零一八年九月三十日，本集團之流動資產淨值約為415,100,000港元（二零一八年三月三十一日：839,300,000港元）。本集團之流動比率（即流動資產與流動負債之百分比）為114.1%（二零一八年三月三十一日：142.2%）。

為維持或調整資本架構，本集團可能會調整支付予股東之股息金額，發行新股份或出售資產以降低債務。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

SHARE CAPITAL AND CAPITAL STRUCTURE

The share capital and capital structure of the Group during the Interim Period is summarised as follows:

(i) Bank borrowings

As at 30 September 2018, the Group had bank borrowings of approximately HK\$988.5 million (31 March 2018: HK\$1,230.1 million), of which approximately HK\$187.3 million are repayable within one year and the remaining HK\$801.2 million are repayable beyond one year. The Group's bank borrowings bears interest rates ranging from approximately 5.88% to 8.46% per annum. All the bank borrowings were denominated in RMB.

At 30 September 2018, the Group's bank borrowings were secured by the Group's investment property with carrying amount of approximately HK\$3,604.2 million (31 March 2018: approximately HK\$3,953.0 million); rental proceeds over the investment property; Group's properties under development and properties under development for sale with carrying amount of HK\$1,921.8 million (31 March 2018: approximately HK\$1,607.4 million), entire ordinary shares of a subsidiary of the Company; corporate guarantees for the bank loan with principal amount of approximately HK\$710.3 million (31 March 2018: HK\$814.9 million) executed by the Company; corporate guarantees for the bank loan with principal amount of approximately HK\$278.2 million (31 March 2018: HK\$287.3 million) executed by Fuzhou Gaojia, which is beneficially owned by Mr. Guo Jiadi, director of the Company; corporate guarantees for the bank loan with principal amount of approximately HK\$93.9 million (31 March 2018: HK\$127.9 million) executed by Guo Shi Investment Group Co. Limited, which is ultimately owed by Mr. Guo Jiadi, director of the Company; and personal guarantees for the bank loan with principal amount of approximately HK\$988.5 million (31 March 2018: HK\$1,230.1 million) executed by Mr. Guo Jiadi, a director of the Company, and Ms. Shen Bizhen, the spouse of Mr. Guo Jiadi.

股本及資本架構

於中期期間本集團之股本及資本架構總結如下：

(i) 銀行借貸

於二零一八年九月三十日，本集團之銀行借貸約為988,500,000港元（二零一八年三月三十一日：約為1,230,100,000港元），其中約187,300,000港元須於一年內償還，其餘801,200,000港元須於一年後償還。本集團之銀行借貸按年利率約5.88厘至8.46厘計息。所有銀行借貸以人民幣計值。

於二零一八年九月三十日，本集團之銀行借貸以本集團賬面值約3,604,200,000港元（二零一八年三月三十一日：約3,953,000,000港元）之投資物業；投資物業租金所得款項；本集團賬面值為1,921,800,000港元（二零一八年三月三十一日：約1,607,400,000港元）之發展中物業及待售發展中物業；本公司一間附屬公司之全部普通股；本公司就本金約710,300,000港元（二零一八年三月三十一日：814,900,000港元）之銀行貸款簽立之企業擔保；福州高佳（由本公司董事郭加迪先生實益擁有）就本金約278,200,000港元（二零一八年三月三十一日：287,300,000港元）之銀行貸款簽立之企業擔保；郭加迪先生最終擁有之郭氏投資集團有限公司就本金約93,900,000港元（二零一八年三月三十一日：127,900,000港元）之銀行貸款簽立之企業擔保；及本公司董事郭加迪先生及郭加迪先生配偶沈碧珍女士就本金約988,500,000港元（二零一八年三月三十一日：1,230,100,000港元）之銀行貸款簽立之個人擔保作抵押。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

SHARE CAPITAL AND CAPITAL STRUCTURE (CONTINUED)

(ii) Bonds payable

As at 30 September 2018 and 31 March 2018, the Company had a 4-year 7% coupon bonds with principal amount to HK\$11 million (the “7% Coupon Bonds”) to certain independent third parties. The 7% Coupon Bonds are denominated in HK\$. Interest is payable semiannually and the principal will be repaid when the 7% Coupon Bonds fall due on 23 July 2019. There is no early redemption of the 7% Coupon Bonds neither by the Company nor the 7% Coupon Bonds holders during the six months ended 30 September 2018.

MATERIAL ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES AND FUTURE PLANS FOR MATERIAL INVESTMENTS OR CAPITAL ASSETS

Save as set forth in the section headed “Business Review- Significant events during the Interim Period (i) Major Transaction in relation to a Property Development Project in Xi’an in this report and (ii) Very Substantial Acquisition and Connected Transaction- Acquisition of All Excel Industries Limited Involving Issue of Consideration Shares and Convertible Bonds under Specific Mandate, there were no other material acquisitions or disposals of subsidiaries, associates and joint ventures during the period, nor was there any plan authorised by the Board for other material investments or additions of capital assets at the date of this report.

股本及資本架構 (續)

(ii) 應付債券

於二零一八年九月三十日及二零一八年三月三十一日，本公司向若干獨立第三方發行4年期票息7厘本金11,000,000港元之債券（「票息7厘債券」）。票息7厘債券以港元計值。利息每半年派息一次，及本金將於二零一九年七月二十三日票息7厘債券到期時償還。截至二零一八年九月三十日止六個月，本公司或票息7厘債券持有人並無提前贖回票息7厘債券。

重大收購及出售附屬公司、聯營公司及合營企業以及重大投資或資本資產的未來計劃

除「業務回顧—中期間內之重大事項(i)於本報告日期有關西安物業發展項目之主要交易及(ii)非常重大收購事項及關連交易—收購全盛實業有限公司，涉及根據特別授權發行代價股份及可換股債券」一節所述者外，本期間並無其他重大收購或出售附屬公司、聯營公司及合營企業，於本報告日期亦無董事會授權其他重大投資或增加資本資產的任何計劃。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

USE OF NET PROCEEDS FROM THE EQUITY FUND RAISING ACTIVITIES

The use of the net proceeds from the equity fund raising activities during the six months ended 30 September 2018 are summarised as follows:

Issue of Warrant Shares of the Company

On 19 December 2017, a total of 312,500,000 shares were allotted and issued to the Beyond Steady Limited, the warrant holder, raising gross proceeds of approximately HK\$75,000,000. The Group intends to apply the net proceeds for general working capital, capital expenditures and future investments.

As at 30 September 2018, approximately HK\$5.0 million has been utilised as general working capital, and approximately HK\$70.0 million had been utilised to satisfy part of the investment costs in an associate. Details of Investments in Associate are set out in the section headed "Business Review" in this report.

股本集資活動所得款項淨額之用途

截至二零一八年九月三十日止六個月之股本集資活動所得款項淨額用途概述如下：

發行本公司認股權證股份

於二零一七年十二月十九日，合共312,500,000股股份獲配發及發行予認股權證持有人Beyond Steady Limited，籌集所得款項總額約75,000,000港元。本集團擬將所得款項淨額用作一般營運資金、資本開支及未來投資。

於二零一八年九月三十日，約5,000,000港元已用作一般營運資金，約70,000,000港元已用於結價部分聯營公司之投資成本。於聯營公司投資之詳情載於本報告「業務回顧」一節。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

CHARGE ON THE GROUP'S ASSETS

As at 30 September 2018, the Group's investment property with respective fair value of approximately HK\$3,604.2 million (31 March 2018: approximately HK\$3,953.0 million), the Group's properties under development and properties under development for sale with carrying amount of approximately HK\$1,921.8 million (31 March 2018: approximately HK\$1,607.4 million) were pledged to secure the Group's bank borrowings.

CONTINGENT LIABILITIES

As at 30 September 2018 and 31 March 2018, the Group did not have any material contingent liabilities.

CAPITAL COMMITMENTS

As at 30 September 2018, the Group has capital commitments in respect of investment properties amounted to approximately HK\$275.7 million (31 March 2018: HK\$299.8 million), properties under development for sales amounted to 79.0 million (31 March 2018: HK\$376.4 million) and properties under development amounted to approximately HK\$98.8 million (31 March 2018: HK\$547.1 million).

本集團資產抵押

於二零一八年九月三十日，各自公平值約3,604,200,000港元（二零一八年三月三十一日：約3,953,000,000港元）之本集團投資物業、賬面值約1,921,800,000港元（二零一八年三月三十一日：約1,607,400,000港元）之本集團發展中物業及待售發展中物業已抵押作為本集團銀行借貸之擔保。

或然負債

於二零一八年九月三十日及二零一八年三月三十一日，本集團並無任何重大或然負債。

資本承擔

於二零一八年九月三十日，本集團有關投資物業的承擔約275,700,000港元（二零一八年三月三十一日：299,800,000港元），有關待售展中物業的承擔約79,000,000港元（二零一八年三月三十一日：376,400,000港元）及有關發展中物業的承擔約98,800,000港元（二零一八年三月三十一日：547,100,000港元）。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

FOREIGN EXCHANGE EXPOSURE

The Group has transactional currency exposures. Such exposures arise from the business operations in the PRC and Hong Kong denominated in RMB and HK\$ respectively. The functional currency of the Company and certain of its subsidiaries which operate in Hong Kong as investment holding companies or companies providing corporate services to other group entities is HK\$. The functional currency of the Company's principal operating subsidiaries in the PRC is RMB. The RMB is not freely convertible into other foreign currencies and conversion of the RMB into foreign currencies is subject to rules and regulations of foreign exchange control promulgated by the PRC government. As at 30 September 2018, the Group does not have a foreign currency hedging policy in respect of its foreign currency assets and liabilities. The Group will closely monitor its foreign currency exposure and will consider using hedging instruments in respect of significant foreign currency exposure as and when appropriate. As at 30 September 2018, the Group had no investment in any financial derivatives, foreign exchange contracts, interest or currency swaps, hedging or other financial arrangements for hedging purposes to reduce any currency risk nor made any over-the-counter contingent forward transactions.

EMPLOYEES

As at 30 September 2018, the Group employed a total of approximately 119 employees (31 March 2018: approximately 84) of which 116 employees (31 March 2018: 81) were hired in the PRC and 3 (31 March 2018: 3) employees in Hong Kong. In addition to competitive remuneration package offered to the employees, other benefits included contributions to mandatory provident fund, as well as group medical and accident insurance. Ongoing training sessions were also conducted to enhance the competitiveness of the Group's human assets. The Company also maintains a share option scheme, pursuant to which share options may be granted to the Directors, executives and employees of the Company to provide them with incentives in the growth of the Group.

外匯風險

本集團承受交易貨幣風險。該等風險來自分別以人民幣及港幣計值之中國及香港業務運作。本公司及其在香港經營的若干附屬公司（為投資控股公司或向其他集團實體提供企業服務之公司）之功能貨幣為港元。本公司在中國的主要經營附屬公司之功能貨幣為人民幣。人民幣不能自由兌換為其他外幣，而人民幣與外幣之兌換受中國政府頒布之外匯管制規則及規例限制。於二零一八年九月三十日，本集團並無有關其外幣資產及負債之外匯對沖政策。本集團將密切監察其外匯風險，並將於適當時候考慮就重大外匯風險使用對沖工具。於二零一八年九月三十日，本集團並無投資於任何金融衍生工具、外匯合約、利率或貨幣掉期、對沖或其他財務安排作對沖用途以減少任何貨幣風險，及並無進行任何場外遠期交易。

僱員

於二零一八年九月三十日，本集團合共用約119名（二零一八年三月三十一日：約84名）僱員，其中於中國聘用116名（二零一八年三月三十一日：81名）僱員及3名（二零一八年三月三十一日：3名）僱員駐守香港。除向僱員提供具競爭力之薪酬組合外，本集團提供之其他福利包括強制性公積金供款以及集體醫療及意外保險。本集團亦提供持續培訓課程，以提升本集團人才之競爭力。本公司亦設有購股權計劃，據此，本公司董事、行政人員及僱員可獲授購股權，以激勵彼等對本集團發展作出貢獻。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

SIGNIFICANT EVENTS AFTER THE REPORTING PERIOD

- (i) Subsequent to the six months ended 30 September 2018, the Group has acquired a land use rights of a land parcel in Weinan City, Shaanxi Province, the PRC through public auction for a total consideration of approximately RMB53,600,000 with a total site area of approximately 54,267 sq.m.
- (ii) On 27 November 2018, Fujian Sinco entered into a loan agreement with the Shannan Tianyuan Investment Centre and Shannan Shenyuan Investment Centre (collectively, the "Borrowers"), pursuant to which Fujian Sinco has agreed to lend to the Borrowers the loan in the principal amount of up to RMB110,000,000 (the "Loan") at interest of 20% per annum for a term of 18 months (the "Loan Agreement"). On the same date, the Company, Sundo Gas Limited ("Sundo Gas"), the issuer of an exchangeable bonds held by the Company (the "Exchangeable Bonds") and the Mr. Zhong Changming ("Mr. Zhong"), the guarantor entered into a confirmation letter that upon entering into of the Loan Agreement, Sundo Gas and Mr. Zhong shall not have further obligations to repay the outstanding principal amount of the Exchangeable Bonds (to the extent equivalent to the principal amount of the Loan). The Loan is in effect an extension of the principal amount provided to Sundo Gas by the Group under the Exchangeable Bonds since February 2016. The repayment obligations of the Borrowers under the Loan Agreement are secured by the pledge of 98.12% equity interest of Jiangsu Guosheng. In addition, Mr. Zhong agreed to grant an irrevocable joint liability guarantee in favour of the Lender for a term of two years commencing from the expiry date of the term of the Loan Agreement.

Except as disclosed above, there is no other significant event occurred subsequently after the reporting period.

報告期後重大事項

- (i) 於截至二零一八年九月三十日止六個月之後，本集團透過公開拍賣收購位於中國陝西省渭南市一幅地塊之土地使用權，總代價約為人民幣53,600,000元，總地盤面積約為54,267平方米。
- (ii) 於二零一八年十一月二十七日，福建先科與山南天源投資中心及山南盛源投資中心（統稱為「借款方」）訂立借款協議，據此福建先科已同意借予借款方本金額最多人民幣110,000,000元按年利率20%計息之借款（「借款」），為期十八個月。於同日，本公司、Sundo Gas Limited（「Sundo Gas」，本公司持有之可交換債券（「可交換債券」）之發行人）及擔保人鐘長鳴先生（「鐘先生」）訂立確認函，確認於訂立借款協議後，Sundo Gas及鐘先生並無進一步責任以償還可交換債券之尚未支付本金額（以相等於借款之本金額為限）。借款實際上為自二零一六年二月起本集團根據可交換債券向Sundo Gas提供之本金之延期。借款方於借款協議項下之還款責任以質押江蘇國盛之98.12%股權作擔保。此外，鐘先生同意授予一項以出借方為受益人之不可撤銷連帶責任保證，期限為自借款協議期限屆滿日期起兩年。

除上文所披露者外，於報告期後概無發生其他重大事項。

DISCLOSURE OF ADDITIONAL INFORMATION

額外資料披露

CORPORATE GOVERNANCE

For the six months ended 30 September 2018 and up to date of this report, the Company has complied with the code provisions (“Code Provisions”) set out in the Corporate Governance Code (the “CG Code”) under Appendix 14 of the Listing Rules except for the deviations from the Code Provision A.2.1, A.6.7 and E.1.2 and the Board is committed to complying with the CG Code to the extent that the Directors consider it to be practical and applicable to the Company.

The corporate governance principles of the Company emphasize an effective Board, sound internal control, appropriate independence policy, transparency and accountability to the shareholders of the Company (“Shareholders”). The Board will continue to monitor and revise the Company’s corporate governance policies in order to ensure that such policies may meet the general rules and standards required by the Listing Rules. Board believes that sound and reasonable corporate governance practices are essential for sustainable growth of the Group and for safeguarding the interests and the Group’s assets. The Company had complied with the CG Code throughout the period except for the following deviations:

Code Provision A.2.1

The roles of the chairman and the chief executive officer should be segregated and not be exercised by the same individual. The chairman is responsible for the corporate strategic planning and formulation of corporate policies for the Group, while the chief executive officer is responsible for overseeing day-to-day management of the Group’s business.

Mr. Guo Jiadi (“Mr. Guo”) currently serves as the Chairman of the Board (the “Chairman”).

企業管治

截至二零一八年九月三十日止六個月及截至本報告日期，本公司一直遵守上市規則附錄14所載企業管治守則（「企業管治守則」）之守則條文（「守則條文」），惟偏離守則條文第A.2.1、A.6.7及E.1.2條情況除外。

董事會致力在董事認為切實可行及適用於本公司之前提下，遵從企業管治守則。本公司企業管治原則重視有效之董事會、健全之內部監控及恰當之獨立政策，並為本公司股東（「股東」）提供透明度及問責制度。董事會將繼續監察及修訂本公司之企業管治政策，以確保此等政策符合上市規則規定之一般規則及標準。董事會相信，奏效及合理之企業管治常規對本集團之可持續增長攸關重要，同時可保障權益及本集團資產。本公司於本期間一直遵守企業管治守則，惟下列偏離情況除外：

守則條文第A.2.1條

主席及行政總裁之角色須分開且不應由同一人擔任。主席須負責本集團之企業策略規劃及制定公司政策，而行政總裁須負責監督本集團業務日常管理。

郭加迪先生（「郭先生」）目前擔任董事會主席（「主席」）。

DISCLOSURE OF ADDITIONAL INFORMATION

額外資料披露

CORPORATE GOVERNANCE (CONTINUED)

Code Provision A.2.1 (Continued)

Up to date of this report, no individual was appointed as the chief executive officer of the Company (the "CEO"). The day-to-day management of the Group's business is monitored by the executive Directors and senior management. Given the size and that the Company's and the Group's current business operations and administration have been stable, the Board is justified that the current structure is able to effectively discharge the duties of both positions. However, going forward, the Board will review from time to time the need to separate the roles of the Chairman and the CEO if the situation warrants it.

Code Provision A.6.7

Code provision A.6.7 stipulates that independent non-executive directors and other non-executive directors should attend general meetings and develop a balanced understanding of the view of shareholders of the Company ("Shareholders").

Mr. Yu Pak Yan, Peter and Mr. Zheng Yurui were unable to attend the annual general meeting (the "2018 AGM") of the Company held on 20 August 2018 due to other business engagements. As an action plan to address the aforesaid deviation, the Company will require all the independent non-executive Directors and other non-executive Directors to attend all future general meetings in order to comply with the code provision A.6.7 of the CG Code.

Code Provision E.1.2

The code provision E.1.2 currently in force stipulates, among other things, that the chairman of the issuer should attend the annual general meeting.

企業管治 (續)

守則條文第A.2.1條 (續)

截至本報告日期，概無個別人士獲委任為本公司行政總裁（「行政總裁」）。執行董事及高級管理層監察本集團業務之日常管理。鑑於規模及本公司與本集團目前業務運作及行政已經穩定，董事會認為目前架構能有效履行兩個職位之職責。然而，展望將來，董事會將不時檢討，如情況需要則分開主席及行政總裁之角色。

守則條文第A.6.7條

守則條文第A.6.7條規定，獨立非執行董事及其他非執行董事應出席股東大會並對本公司股東（「股東」）之意見有公正瞭解。

余伯仁先生及鄭玉瑞先生因處理其他事務而未能出席本公司於二零一八年八月二十日舉行之股東週年大會（「二零一八年股東週年大會」）。作為解決上述偏離之一項行動計劃，本公司將要求所有獨立非執行董事及其他非執行董事出席所有未來股東會議，以遵守企業管治守則之守則條文第A.6.7條。

守則條文第E.1.2條

守則條文第E.1.2條現時生效，當中規定（其中包括）發行人之主席應出席股東週年大會。

DISCLOSURE OF ADDITIONAL INFORMATION

額外資料披露

CORPORATE GOVERNANCE (CONTINUED)

Code Provision E.1.2 (Continued)

Mr. Guo being the Chairman, was unable to attend the 2018 AGM due to another commitment and Mr. Guo appointed Ms. Amika Lan E Guo, an executive Director, to act as his representative at the 2018 AGM and take the chair of the said 2018 AGM and to ensure that proceedings of the meeting would be conducted in order. The Company considers that sufficient measures have been taken to ensure the Company's corporate governance practices are no less exacting than those in the CG Code. This constitutes a deviation of the code provision E.1.2.

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issues (the "Model Code") as set out in Appendix 10 of the Listing Rules as its own code of conduct in respect of the securities dealing by the Directors. The Company has made specific enquiry of all Directors in respect of the securities dealing by the Directors and all Directors confirmed that they have complied with the Model Code during the six months ended 30 September 2018.

企業管治 (續)

守則條文第E.1.2條 (續)

郭先生(主席)由於其他事務未能出席二零一八年股東週年大會且郭先生已委任執行董事Amika Lan E Guo女士作為其代表出席二零一八年股東週年大會並擔任前述二零一八年股東週年大會之主席,以確保大會之各項程序均有序進行。本公司認為已採取充足措施以確保本公司之企業管治常規不遜於企業管治守則所載者。此事項構成偏離守則條文第E.1.2條。

董事進行證券交易之標準守則

本公司已就董事買賣證券採納上市規則附錄10所載上市發行人董事進行證券交易的標準守則(「標準守則」)作為其行為準則。本公司已就董事買賣證券向全體董事作出具體查詢,並於截至二零一八年九月三十日止六個月全體董事確認其已遵守標準守則。

DISCLOSURE OF ADDITIONAL INFORMATION

額外資料披露

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS IN SHARES AND SHORT POSITION IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY OR ANY ASSOCIATED CORPORATION

As at 30 September 2018, the interests and short positions of the Directors and chief executives 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 (Cap. 571, Laws of Hong Kong) ("SFO") which (i) were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO); or (ii) were recorded in the register required to be kept by the Company under Section 352 of the SFO; or (iii) which were required to be notified to the Company and the Stock Exchange pursuant to the Model Code as set out in Appendix 10 to the Listing Rules, were as follows:

(a) Long positions in the Shares and underlying Shares

| Name of Director | Capacity | Number of Shares | Number of underlying Shares | Number of share options held | Approximate percentage of the issued capital as at 30 September 2018 |
|------------------------|---|------------------------------------|----------------------------------|--------------------------------|--|
| 董事姓名 | 身份 | 股份數目 | 相關股份數目 | 所持購股權數目 | 佔於二零一八年九月三十日已發行股本之概約百分比 |
| Mr. Guo Jiadi 郭加迪先生 | Interest of controlled corporation 受控法團之權益 | 2,901,469,002 (Note 1) (附註1) | 312,500,000 (Note 2) (附註2) | - | 72.1% |
| | Beneficial owner 實益擁有人 | - | - | 4,400,000 (Note 3) (附註3) | 0.1% |
| Mr. Wang Chao 王超先生 | Beneficial owner 實益擁有人 | - | - | 3,000,000 (Note 4) (附註4) | 0.1% |

董事及主要行政人員於股份之權益以及於本公司或其相聯法團之股份、相關股份及債權證之淡倉

於二零一八年九月三十日，董事及本公司主要行政人員於本公司或其相聯法團（定義見香港第571章法例證券及期貨條例（「證券及期貨條例」）第XV部）之股份、相關股份及債權證中，擁有(i)須根據證券及期貨條例第XV部第7及第8分部知會本公司及聯交所（包括根據證券及期貨條例相關條文被當作或視為之權益及淡倉）；或(ii)根據證券及期貨條例第352條由本公司存置之登記冊所記錄；或(iii)須根據載於上市規則附錄十之標準守則知會本公司及聯交所之任何權益或淡倉如下：

(a) 於股份及相關股份之好倉

DISCLOSURE OF ADDITIONAL INFORMATION

額外資料披露

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS IN SHARES AND SHORT POSITION IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY OR ANY ASSOCIATED CORPORATION (CONTINUED)

董事及主要行政人員於股份之權益以及於本公司或其相關法團之股份、相關股份及債權證之淡倉（續）

(a) Long positions in the Shares and underlying Shares (Continued)

(a) 於股份及相關股份之好倉（續）

| Name of Director | Capacity | Number of Shares | Number of underlying Shares | Number of share options held | Approximate percentage of the issued capital as at 30 September 2018 |
|--|---------------------------|------------------|-----------------------------|--------------------------------|--|
| 董事姓名 | 身份 | 股份數目 | 相關股份數目 | 所持購股權數目 | 佔於二零一八年九月三十日已發行股本之概約百分比 |
| Ms. Amika Lan E Guo Amika Lan E Guo女士 | Beneficial owner 實益擁有人 | - | - | 4,400,000 (Note 5) (附註5) | 0.1% |
| Ms. Ma Shujuan 馬淑娟女士 | Beneficial owner 實益擁有人 | - | - | 4,400,000 (Note 6) (附註6) | 0.1% |
| Mr. Zheng Yurui 鄭玉瑞先生 | Beneficial owner 實益擁有人 | - | - | 4,400,000 (Note 7) (附註7) | 0.1% |

Notes:

- The 2,901,469,002 Shares comprised (a) 2,581,054,801 Shares in issue held by United Century and (b) 320,414,201 Shares held by King Partner. By virtue of the SFO, Mr. Guo is deemed to be interested in the Shares held by United Century and King Partner respectively.

附註：

- 2,901,469,002股股份包括：(a)由United Century持有之2,581,054,801股已發行股份及(b)King Part持有之320,414,201股股份。根據證券及期貨條例，郭先生被視為於United Century及King Partner分別持有之股份中擁有權益。

DISCLOSURE OF ADDITIONAL INFORMATION

額外資料披露

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS IN SHARES AND SHORT POSITION IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY OR ANY ASSOCIATED CORPORATION (CONTINUED)

(a) Long positions in the Shares and underlying Shares (Continued)

Notes: (Continued)

2. This represented United Century's long position in 312,500,000 underlying Shares which constituted unlisted physically settled equity derivatives pursuant to an arrangement entered into with Beyond Steady Limited ("Beyond Steady"). Beyond Steady is taken to have the short position in the same underlying shares. Beyond Steady is a company incorporated in BVI with limited liability which is indirectly wholly owned by Huarong International Financial Holdings Limited ("Huarong").
3. As at 30 September 2018, Mr. Guo Jiadi, an executive Director and Chairman of the Company was entitled to receive share options to subscribe for a maximum of 4,400,000 Shares upon exercise of the options in full.
4. As at 30 September 2018, Mr. Wang Chao, an executive Director was entitled to receive share options to subscribe for a maximum of 3,000,000 Shares upon exercise of the options in full.
5. As at 30 September 2018, Ms. Amika Lan E Guo, an executive Director was entitled to receive share options to subscribe for a maximum of 4,400,000 Shares upon exercise of the options in full.
6. As at 30 September 2018, Ms. Ma Shujuan, an Independent non-executive Director was entitled to receive share options to subscribe for a maximum of 4,400,000 Shares upon exercise of the options in full.
7. As at 30 September 2018, Mr. Zheng Yurui, an Independent non-executive Director was entitled to receive share options to subscribe for a maximum of 4,400,000 Shares upon exercise of the options in full.

董事及主要行政人員於股份之權益以及於本公司或其相關聯法團之股份、相關股份及債權證之淡倉(續)

(a) 於股份及相關股份之好倉(續)

附註: (Continued)

2. 其指 United Century 於 312,500,000 股相關股份的好倉，根據與 Beyond Steady Limited (「Beyond Steady」) 訂立的安排，構成非上市實物結算股本衍生工具。Beyond Steady 被視為於相同相關股份中擁有淡倉。Beyond Steady 為於英屬處女群島註冊成立的有限公司，由華融國際金融控股有限公司(「華融」)間接全資擁有。
3. 於二零一八年九月三十日，本公司執行董事兼主席郭加迪先生於全數行使購股權後有權獲得購股權以認購最多 4,400,000 股股份。
4. 於二零一八年九月三十日，本公司執行董事王超先生於全數行使購股權後有權獲得購股權以認購最多 3,000,000 股股份。
5. 於二零一八年九月三十日，本公司執行董事 Amika Lan E Guo 女士於全數行使購股權後有權獲得購股權以認購最多 4,400,000 股股份。
6. 於二零一八年九月三十日，本公司獨立非執行董事馬淑娟女士於全數行使購股權後有權獲得購股權以認購最多 4,400,000 股股份。
7. 於二零一八年九月三十日，本公司獨立非執行董事鄭玉瑞先生於全數行使購股權後有權獲得購股權以認購最多 4,400,000 股股份。

DISCLOSURE OF ADDITIONAL INFORMATION

額外資料披露

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS IN SHARES AND SHORT POSITION IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY OR ANY ASSOCIATED CORPORATION (CONTINUED)

董事及主要行政人員於股份之權益以及於本公司或其相關法團之股份、相關股份及債權證之淡倉(續)

(b) Short positions in the Shares and underlying Shares

(b) 於股份及相關股份之淡倉

| Name of Director | Capacity | Number of underlying Shares | Approximate percentage of issued capital as at 30 September 2018 |
|------------------|------------------------------------|-----------------------------|--|
| 董事姓名 | 身份 | 相關股份數目 | 已發行股本之概約百分比 |
| Mr. Guo (Note) | Interest of controlled corporation | 125,000,000 (Note) | 2.8% |
| 郭先生(附註) | 受控法團之權益 | (附註) | |

Note:

This represents United Century's short position in 125,000,000 underlying Shares which constituted unlisted physically settled equity derivatives pursuant to an arrangement entered into with Chance Talent Management Limited (the "Chance Talent"). Chance Talent's intermediate holding company is CCB International Group Holdings Limited, and the ultimate holding company is Central Huijin Investment Ltd. Chance Talent is taken to have the long position in the same underlying Shares.

附註:

其指United Century於125,000,000股相關股份之淡倉。根據與Chance Talent Management Limited (「Chance Talent」)訂立的安排，構成非上市實物結算股本衍生工具。Chance Talent之直接控股公司為建行國際集團控股有限公司及最終控股公司為中央匯金投資有限責任公司。Chance Talent被視為於相同相關股份中擁有好倉。

(c) Long positions in associated corporation

(c) 於相關法團之好倉

| Name of Director | Name of associated corporation | Capacity | Approximately percentage of registered capital 佔已註冊資本之概約百分比 |
|------------------|---|------------------------------------|---|
| 董事姓名 | 相關法團名稱 | 身份 | |
| Mr. Guo (Note) | Fujian Jiake Industrial Company Limited | Interest of controlled corporation | 49% |
| 郭先生(附註) | 福建佳科實業有限公司 | 受控法團之權益 | |

Note: Mr. Guo's interest in Fujian Jiake is held through Fuzhou Gaojia Real Estate Development Co., Ltd., a company established in the PRC and ultimately controlled by Mr. Guo.

附註: 郭先生於福建佳科之權益乃透過福州高佳房地產開發有限公司(一間於中國成立之公司)持有及由郭先生最終控制。

DISCLOSURE OF ADDITIONAL INFORMATION

額外資料披露

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS IN SHARES AND SHORT POSITION IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY OR ANY ASSOCIATED CORPORATION (CONTINUED)

Save as disclosed above, as at 30 September 2018, none of the Directors nor the chief executive of the Company had any interests or short position in any shares, underlying shares or debentures of the Company or any of its associated corporation (within the meaning of Part XV of the SFO) as recorded in the register required to be kept by the Company under Section 352 of the SFO, otherwise notified to the Company and Stock Exchange pursuant to the Model Code. Nor any of the Directors and chief executive had any interest in, or had been granted any right to subscribe for the securities of the Company and its associated corporations (within the meaning of Part XV of the SFO) or had exercised any such right during the six months ended 30 September 2018.

SUBSTANTIAL SHAREHOLDERS' INTEREST AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

As at 30 September 2018, other than the interests of a director or chief executive of the Company as disclosed under the heading "Directors' and chief executive's interest in shares, underlying shares and debentures of the Company and its associated corporations" above, the following persons (not being a Director or the chief executive officer of the Company) have an interest or a short position in Shares or underlying Shares which would be required to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO and required to be entered in the register maintained by the Company pursuant to section 336 of the SFO were as follows:

董事及主要行政人員於股份之權益以及於本公司或其相聯法團之股份、相關股份及債權證之淡倉 (續)

除上文披露者外，於二零一八年九月三十日，概無董事及本公司主要行政人員於本公司或其相聯法團（定義見證券及期貨條例第XV部）之股份、相關股份或債權證中，擁有須根據證券及期貨條例第352條由本公司存置之登記冊所記錄，或根據標準守則以其他方式知會本公司及聯交所之任何權益或淡倉。截至二零一八年九月三十日止六個月，概無任何董事及主要行政人員於本公司及其相聯法團（定義見證券及期貨條例第XV部）之證券中擁有權益或已獲授予任何權利認購該等證券或已行使任何該等權利。

主要股東於股份及相關股份之權益及淡倉

於二零一八年九月三十日，除「董事及主要行政人員於本公司及其相聯法團之股份、相關股份及債權證之權益」一段披露外，以下人士（並非董事或本公司行政總裁）於股份或相關股份中，擁有根據證券及期貨條例第XV部第2及第3分部條文須向本公司及聯交所披露之權益或淡倉，及根據證券及期貨條例第336條存置之登記冊之權益或淡倉，而該等股本附有權利可於任何情況下在本集團任何其他成員公司之股東大會上投票：

DISCLOSURE OF ADDITIONAL INFORMATION

額外資料披露

SUBSTANTIAL SHAREHOLDERS' INTEREST AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES (CONTINUED)

主要股東於股份及相關股份之權益及淡倉(續)

| Name of Shareholder | Capacity | Number of Shares | Number of underlying Shares | Approximate percentage of issued capital as at 30 September 2018 佔於二零一八年九月三十日已發行股本之概約百分比 |
|----------------------------------|-------------------------------------|---------------------------|-----------------------------|---|
| Long Position | | | | |
| 好倉 | | | | |
| United Century (Note 1) | Beneficial owner | 2,581,054,801 (Note 1) | 312,500,000 (Note 2a) | 64.9% |
| United Century (附註1) | 實益擁有人 | (附註1) | (附註2a) | |
| King Partner (Note 1) | Beneficial owner | 320,414,201 (Note 1) | – | 7.2% |
| King Partner (附註1) | 實益擁有人 | (附註1) | | |
| Central Huijin Investment Ltd. | Interest of controlled corporations | – | 2,399,039,555 (Note 2) | 53.8% |
| 中央匯金投資有限責任公司 | 受控法團之權益 | | (附註2) | |
| Chance Talent Management Limited | Beneficial owner | – | 2,399,039,555 (Note 2) | 53.8% |
| Chance Talent Management Limited | 實益擁有人 | | (附註2) | |
| Huarong | Interest of controlled corporations | 312,500,000 (Note 3a) | 625,000,000 (Note 3b) | 21.0% |
| 華融 | 實益擁有人 | (附註3a) | (附註3b) | |
| Beyond Steady Limited | Beneficial owner | 312,500,000 (Note 3a) | 625,000,000 (Note 3b) | 21.0% |
| Beyond Steady Limited | 受控法團之權益 | (附註3a) | (附註3b) | |

DISCLOSURE OF ADDITIONAL INFORMATION

額外資料披露

SUBSTANTIAL SHAREHOLDERS' INTEREST AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES (CONTINUED)

主要股東於股份及相關股份之權益及淡倉(續)

| Name of Shareholder | Capacity | Number of Shares | Number of underlying Shares | Approximate percentage of issued capital as at 30 September 2018 佔於二零一八年九月三十日已發行股本之概約百分比 |
|-------------------------|-------------------------------------|------------------|-----------------------------|---|
| Short Position | | | | |
| 淡倉 | | | | |
| Huarong | Interest of controlled corporations | – | 312,500,000 (Note 3c) | 7.0% |
| 華融 | 受控法團之權益 | | (附註3c) | |
| Beyond Steady Limited | Beneficial owner | – | 312,500,000 (Note 3c) | 7.0% |
| Beyond Steady Limited | 實益擁有人 | | (附註3c) | |
| United Century (Note 1) | Beneficial owner | – | 125,000,000 (Note 1) | 2.8% |
| United Century (附註1) | 實益擁有人 | | (附註1) | |

DISCLOSURE OF ADDITIONAL INFORMATION

額外資料披露

SUBSTANTIAL SHAREHOLDERS' INTEREST AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES (CONTINUED)

主要股東於股份及相關股份之權益及淡倉(續)

Notes:

附註:

1. Please refer to Note (b) under section headed "Directors' and Chief Executives' interests in shares and short position in shares, underlying shares and debentures of the Company or any associated corporation" on page 100.
 2. The 2,399,039,555 underlying shares comprises: (a) security interest in 2,274,039,555 underlying Shares of the Company, and (b) a long position in 125,000,000 underlying Shares which constituted unlisted physically settled equity derivatives pursuant to an arrangement entered into with United Century. United Century is taken to have the short position in the same underlying Shares.
 3. (a) The 312,500,000 held by Beyond Steady, a company incorporated in BVI with limited liability which is indirectly wholly owned by Huarong.

(b) Beyond Steady has security interest in 625,000,000 underlying shares of the Company.

(c) This represented Beyond Steady's short position in 312,500,000 underlying shares which constituted unlisted physically settled equity derivatives pursuant to an arrangement entered into with United Century. United Century is taken to have the long position in the same underlying shares.
1. 請參閱第100頁之「董事及主要行政人員於股份之權益以及於本公司或相聯法團之股份、相關股份及債權證之淡倉」一節項下之附註(b)。
 2. 2,399,039,555股相關股份包括：(a)於2,274,039,555股本公司相關股份中之擔保權益，及(b)於125,000,000股相關股份之好倉，根據與United Century訂立的安排，構成非上市實物結算股本衍生工具。United Century被視為於相同相關股份中擁有淡倉。
 3. (a) 312,500,000股由Beyond Steady持有，Beyond Steady為於英屬處女群島註冊成立的有限公司及由華融間接全資擁有。

(b) Beyond Steady於625,000,000股本公司相關股份中擁有擔保權益。

(c) 其指Beyond Steady於312,500,000股相關股份的淡倉，根據與United Century訂立的安排，構成非上市實物結算股本衍生工具。United Century被視為於相同相關股份中擁有淡倉。

DISCLOSURE OF ADDITIONAL INFORMATION

額外資料披露

SUBSTANTIAL SHAREHOLDERS' INTEREST AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES (CONTINUED)

Save as disclosed above, as at 30 September 2018, the Company had not been notified by any persons (other than the Directors and the chief executive of the Company) who had interests or short positions in the Shares or underlying Shares of the Company which would have to be notified to the Company and the Stock Exchange pursuant to Divisions 2 and 3 Part XV of the SFO, or which were recorded in the register required to be kept by the Company under Section 336 of the SFO.

EQUITY-LINKED AGREEMENTS

Details of the equity-linked agreement entered into during the six months ended 30 September 2018 are set out below:

(a) Share Option Scheme

The Company adopted a share option scheme (the "Share Option Scheme") which became effective on 16 September 2011. Under the Share Option Scheme, the directors of the Company may grant options to eligible persons to subscribe for the Company's shares subject to the terms and conditions stipulated therein. Unless otherwise cancelled or amended, the Scheme will be valid and effective for a period of 10 years commencing on the date on which it became effective. The directors and employees of the Company and its subsidiaries are entitled to participate in the share option schemes operated by the Company.

On 24 April 2018, a total of 59,700,000 shares options were granted to the directors, consultants and employees of the Group at a cash consideration of HK\$1 per grantee which entitle the grantees to subscribe for new ordinary shares of the Company at an exercise price of HK\$0.420 per share. It shall be exercisable during the period from the date of grant, first and second anniversary of the date of grant.

主要股東於股份及相關股份之權益及淡倉(續)

除上文披露者外，於二零一八年九月三十日，本公司並無獲任何人士（董事及本公司主要行政人員除外）知會其於本公司之股份或相關股份中擁有根據證券及期貨條例第XV部第2及3分部須通知本公司及聯交所或根據證券及期貨條例第336條須存置之登記冊中記錄之權益或淡倉。

股票掛鈎協議

截至二零一八年九月三十日止六個月之股票掛鈎協議詳情載列如下：

(a) 購股權計劃

本公司採納一項購股權計劃（「購股權計劃」），於二零一一年九月十六日生效。根據購股權計劃，本公司董事可向合資格人士授出購股權，以根據其規定之條款及條件認購本公司股份。除非另有取消或經修訂，該計劃將自其生效之日期起計十年之有效期。本公司董事及僱員及其附屬公司有權參與與本公司進行的購股權計劃。

於二零一八年四月二十四日，合共59,700,000份購股權已授予本集團之董事、顧問及僱員，每名承授人須支付現金代價1港元，而承授人可憑購股權按每股0.420港元之行使價認購本公司新普通股。其須分別於授出日期、授出日期一週年及兩週年起期間內行使。

DISCLOSURE OF ADDITIONAL INFORMATION

額外資料披露

EQUITY-LINKED AGREEMENTS (CONTINUED)

股票掛鈎協議 (續)

(a) Share Option Scheme (Continued)

Details of movements in the number of outstanding share options under the Share Option Scheme during the six months period ended 30 September 2018 are as follows:

(a) 購股權計劃 (續)

截至二零一八年九月三十日止六個月期間，購股權計劃項下尚未行使之購股權數目變動詳情如下：

| | | Number of shares options 購股權數目 | | | | End of the period 期末 | Exercise price per share 每股行使價 | Date of grant of share option 購股權授出日期 | Exercisable period 行使期 |
|-------------------------------|-----------------------------------|-------------------------------------|--|----------|----------|-------------------------|-----------------------------------|--|--|
| Beginning of the period 期初 | Granted during the period 期內授出 | Exercised during the period 期內行使 | Cancelled/Expired during the period 期內註銷/屆滿 | | | | | | |
| Directors | 董事 | | | | | | | | |
| Mr. Guo Jiadi | 郭加迪先生 | 2,400,000 | - | - | - | 2,400,000 | HK\$0.285 0.285港元 | 22 February 2016 二零一六年 二月二十二日 | 22 February 2016 to 21 February 2022 二零一六年 二月二十二日至 二零二二年 二月二十一日 |
| | | - | 2,000,000 | - | - | 2,000,000 | HK\$0.420 0.420港元 | 24 April 2018 二零一八年 四月二十四日 | 24 April 2018 to 23 April 2024 二零一八年 四月二十四日至 二零二四年 四月二十三日 |
| Mr. Wang Chao | 王超先生 | 3,000,000 | - | - | - | 3,000,000 | HK\$0.285 0.285港元 | 22 February 2016 二零一六年 二月二十二日 | 22 February 2016 to 21 February 2022 二零一六年 二月二十二日至 二零二二年 二月二十一日 |
| Ms. Amika Lan E Guo | Amika Lan E Guo女士 | - | 4,400,000 | - | - | 4,400,000 | HK\$0.420 0.420港元 | 24 April 2018 二零一八年 四月二十四日 | 24 April 2018 to 23 April 2024 二零一八年 四月二十四日至 二零二四年 四月二十三日 |
| Ms. Ma Shujuan | 馬淑娟女士 | - | 4,400,000 | - | - | 4,400,000 | HK\$0.420 0.420港元 | 24 April 2018 二零一八年 四月二十四日 | 24 April 2018 to 23 April 2024 二零一八年 四月二十四日至 二零二四年 四月二十三日 |
| Mr. Zheng Yurui | 鄭玉瑞先生 | - | 4,400,000 | - | - | 4,400,000 | HK\$0.420 0.420港元 | 24 April 2018 二零一八年 四月二十四日 | 24 April 2018 to 23 April 2024 二零一八年 四月二十四日至 二零二四年 四月二十三日 |
| Sub-total | 小計 | 5,400,000 | 15,200,000 | - | - | 20,600,000 | | | |

DISCLOSURE OF ADDITIONAL INFORMATION

額外資料披露

EQUITY-LINKED AGREEMENTS (CONTINUED)

股票掛鈎協議 (續)

(a) Share Option Scheme (Continued)

Details of movements in the number of outstanding share options under the Share Option Scheme during the six months period ended 30 September 2018 are as follows:

(a) 購股權計劃 (續)

截至二零一八年九月三十日止六個月期間，購股權計劃項下尚未行使之購股權數目變動詳情如下：

| | | Number of shares options 購股權數目 | | | | End of the period 期末 | Exercise price per share 每股行使價 | Date of grant of share option 購股權授出日期 | Exercisable period 行使期 |
|------------------------------|-------|-------------------------------------|---|---|--|----------------------------|---|---|--|
| | | Beginning of the period 期初 | Granted during the period 期內授出 | Exercised during the period 期內行使 | Cancelled/ Expired during the period 期內註銷/ 屆滿 | | | | |
| Ex-Director | 前董事 | 2,500,000 | - | - | - | 2,500,000 | HK\$0.285 0.285港元 | 22 February 2016 二零一六年 二月二十二日 | 22 February 2016 to 21 February 2022 二零一六年 二月二十二日至 二零二二年 二月二十一日 |
| Sub-total | 小計 | 2,500,000 | - | - | - | 2,500,000 | | | |
| Employees and consultants | 僱員及顧問 | 23,100,000 | - | - | - | 23,100,000 | HK\$0.285 0.285港元 | 22 February 2016 二零一六年 二月二十二日 | 22 February 2016 to 21 February 2022 二零一六年 二月二十二日至 二零二二年 二月二十一日 |
| | | - | 44,500,000 | - | - | 44,500,000 | HK\$0.420 0.420港元 | 24 April 2018 二零一八年 四月二十四日 | 24 April 2018 to 23 April 2024 二零一八年 四月二十四日至 二零二四年 四月二十三日 |
| Sub-total | 小計 | 23,100,000 | 44,500,000 | - | - | 67,600,000 | | | |
| Total | 總計 | 31,000,000 | 59,700,000 | - | - | 90,700,000 | | | |

DISCLOSURE OF ADDITIONAL INFORMATION

額外資料披露

ARRANGEMENTS TO PURCHASE SHARES OR DEBENTURES

Other than the share option scheme adopted, at no time during the six months ended 30 September 2018, the Company or any of its subsidiaries a party to any arrangements to enable the Directors to acquire benefits by means of the acquisition of Shares in, or debentures of, the Company or any other body corporate.

DIRECTORS' INTERESTS IN A COMPETING BUSINESS

As at 30 September 2018, save and except for Mr. Guo, an executive Director, none of the Directors nor their respective associates had any businesses or interests that compete or might compete with the business of the Group or any other conflict of interests with the Group.

Mr. Guo carries out property development and investment businesses in the PRC through Fujian Sandi Property Development Company Limited and Fuzhou Gaojia Real Estate Development Co., Ltd.. To deal with the potential conflict of interests between Mr. Guo and the Company, Mr. Guo and the Company had entered into the deed of non-competition on 15 March 2017, pursuant to which, among other things, Mr. Guo had given non-compete undertakings in favour of the Company on the terms as summarised in the announcement of the Company dated 15 March 2017.

PURCHASE, REDEMPTION OR SALE OF LISTING SECURITIES BY THE COMPANY

Neither the Company nor any of its subsidiaries have purchased, sold or redeemed any of the Company's securities for the six months ended 30 September 2018.

SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the best knowledge of the Directors, it is confirmed that there is sufficient public float of more than 25 per cent of the Company's issued shares as at the date of this interim report.

購買股份或債權證之安排

除上文所披露之採納購股權計劃及非上市認股權證外，於截至二零一八年九月三十日止六個月內任何時間，本公司或其任何附屬公司概無訂立任何安排，致使本公司董事可藉著購入本公司或任何其他法人團體之股份或債權證而獲益。

董事於競爭業務中之權益

於二零一八年九月三十日，除執行董事郭先生外，董事或其各自聯繫人概無擁有與本集團業務構成或可能構成競爭之業務或權益或與本集團存在任何其他利益衝突。

郭先生透過福建三迪房地產開發有限公司及福州高佳房地產開發有限公司在中國經營物業發展及投資業務。為解決郭先生與本公司之潛在利益衝突，郭先生及本公司已於二零一七年三月十五日訂立之不競爭契據，據此，(其中包括)郭先生已按本公司日期為二零一七年三月十五日之公告概述之條款向本公司作出不競爭承諾。

本公司購買、贖回或出售上市證券

截至二零一八年九月三十日止六個月，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證券。

足夠之公眾持股量

根據本公司所得之公開所得資料及就董事所深知，已確認於本中期報告日期，公眾持股量已達到超過本公司已發行股份25%之足夠水準。

DISCLOSURE OF ADDITIONAL INFORMATION

額外資料披露

INTERIM DIVIDEND

The Board has not recommended the payment of any interim dividend for the six months ended 30 September 2018 (2017: HK\$Nil).

AUDIT COMMITTEE AND REVIEW OF FINANCIAL STATEMENT

The Company has established an audit committee for the purposes of reviewing and providing supervision over the Group's financial reporting process and internal controls. It also reviews the effectiveness of the audit process and risk evaluation. The audit committee of the Company presently comprises the three independent non-executive Directors, namely, Mr. Chan Yee Ping, Michael, Mr. Zheng Yurui and Mr. Yu Pak Yan, Peter.

The audit committee has reviewed the unaudited condensed consolidated financial statements and the interim report for the period, and was of the opinion that the accounting policies of the Group are in accordance with the current best practice in Hong Kong.

By order of the Board
China Sandi Holdings Limited
Guo Jiadi
Chairman

Hong Kong, 29 November, 2018

中期股息

董事會不建議就截至二零一八年九月三十日止六個月派付任何中期股息（二零一七年：零港元）。

審核委員會及審閱財務報表

本公司已經成立審核委員會，藉以檢討及監察本集團之財務申報流程及內部監控制度，並檢討審核程序及風險評估之成效。本公司審核委員會現時由三名獨立非執行董事組成，包括陳貽平先生、鄭玉瑞先生及余伯仁先生。

審核委員會已審閱本期間之未經審核簡明綜合財務報表及中期報告，並認為本集團之會計政策符合香港當前之最佳常規。

承董事會命
中國三迪控股有限公司
主席
郭加迪

香港，二零一八年十一月二十九日



CHINA SANDI HOLDINGS LIMITED
中國三迪控股有限公司