

大悅城控股
GRANDJOY



中糧
COFCO
自然之源 重塑你我

JOY CITY PROPERTY LIMITED

大悅城地產有限公司

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 : 207

大悅中國·賦美生活

JOY UP OUR LIFE
ENJOY THE WORLD

Interim Report 中期報告

2019



Innovation
創新

Integrity
誠信

Professional
專業

Our Visions
我們的願景

Maximize the benefits of customers, shareholders and staff members wholeheartedly

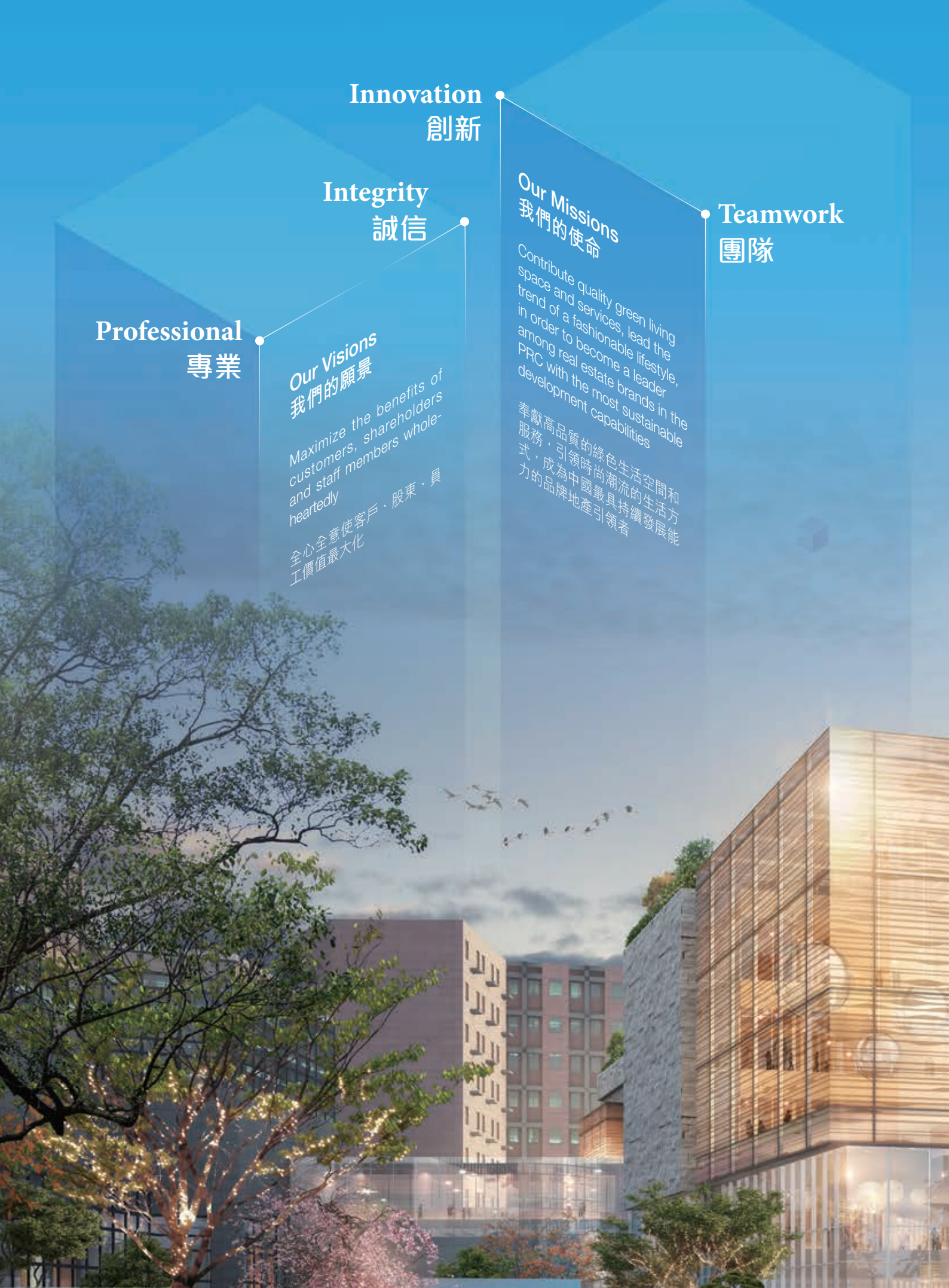
全心全意使客戶、股東、員工價值最大化

Our Missions
我們的使命

Contribute quality green living space and services, lead the trend of a fashionable lifestyle, in order to become a leader among real estate brands in the PRC with the most sustainable development capabilities

奉獻高品質的綠色生活空間和服務，引領時尚潮流的生活方式，成為中國最具持續發展能力的品牌地產引領者

Teamwork
團隊



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Become a **Leader**
among the PRC real estate brands
with **Sustainable**
Development Capabilities



致力於成為中國
最具持續發展能力
的品牌地產引領者



COMPANY PROFILE

公司概要

Joy City Property Limited (the “Company”) is a large-scale commercial property developer and operator, focusing on the development, operation, sales, leasing and management of complexes and commercial properties in the PRC. COFCO Corporation, the ultimate controlling shareholder of the Company, is one of the 49 major state-owned enterprises under the administration of the Central Government of China, and has been selected as one of the Fortune Global 500 for more than 26 consecutive years. COFCO Corporation is one of the 21 enterprises under the direct management of the Central Government with the approval of SASAC to engage in the development, investment and management of real estate projects. The Company, together with its parent Grandjoy Holdings, is the only platform for commercial property business of COFCO Corporation.

大悅城地產有限公司（「本公司」）是專注於在中國開發、經營、銷售、出租及管理綜合體和商業物業的大型商業地產開發商及運營商。本公司的最終控股股東中糧集團有限公司，是中國中央政府管理的 49 家國有重要骨幹企業之一，超過 26 年連續入圍財富世界 500 強。中糧集團作為獲得國資委批准的以房地產開發、投資及管理為業務的 21 家中央直屬企業之一，本公司及其母公司大悅城控股是其旗下唯一的商業地產業務平台。



Company Profile

公司概要

The Group mainly engages in the development, operation and management of urban complexes under the brand of Joy City. It also engages in the development, sales, investment and management of other property projects. The Group has four business segments, namely investment properties, property development, hotel operation and output management and other services. As of 30 June 2019, the Group has expanded into the core cities and their surrounding areas in five metropolises including Beijing-Tianjin-Hebei, Yangtze River Delta, Pearl River Delta, Chengdu-Chongqing and middle Yangtze River city group. Meanwhile, the Group successfully entered 13 cities including Beijing, Shanghai, Tianjin, Shenyang, Yantai, Hangzhou, Chengdu, Xi'an, Chongqing, Qingdao, Wuhan, Kunming and Sanya. It operates or manages 16 Joy City urban complexes, 2 Joy Breeze projects and premium investment properties at prime locations in first-tier cities, including Beijing COFCO Plaza, Hong Kong COFCO Tower and Beijing COFCO Landmark Tower, as well as high quality properties held for sale, namely Hainan COFCO • Hong Tang Joy Sea, Qingdao Gold Sand • COFCO Shine City, Qingdao Chuangzhi • COFCO Splendid City and a number of international top-class luxury hotels in operation, including St. Regis Sanya Yalong Bay Resort and MGM Grand Sanya. The Group's property projects are located in central districts of first- or second-tier cities, all of which have advantageous geographical position, with superior quality as well as good investment value and appreciation potentials.

Upon completion of reorganisation by Grandjoy Holdings (000031.SZ), Joy City Property (00207.HK) became a subsidiary of Grandjoy Holdings and Grandjoy Holdings became the only professional property development platform of COFCO Corporation. Leveraging on this reorganization and the wealth of experience of its management team, the Group will stride into a brand new stage of development. Persisting in the development strategy of precise investment, scientific operation, strong risk control and great return, the Group will strive to become a leader among the PRC real estate brands with sustainable development capabilities and a creator of beautiful urban life with the strongest capability of sustainable development to create perpetual value for the cities and better life for the people.

本集團堅持以開發、經營和管理大悅城為品牌的城市綜合體為主要業務方向，同時開發、銷售、投資管理其他物業項目，擁有投資物業、物業開發、酒店運營、管理輸出及其他服務四大業務板塊。截止2019年6月30日，本集團已經佈局京津冀、長三角、珠三角、成渝、長江中游城市群等五大都市圈的核心城市及周邊輻射區域，成功進駐北京、上海、天津、瀋陽、煙台、杭州、成都、西安、重慶、青島、武漢、昆明、三亞等13個城市，擁有或管理16個大悅城城市綜合體項目，2個大悅春風里項目，以及北京中糧廣場、香港中糧大廈、北京中糧置地廣場等一線城市黃金地段的優質投資物業。海南中糧·紅塘悅海、青島金沙·中糧祥雲、青島創智·中糧錦雲等高品質銷售物業，以及運營中的三亞亞龍灣瑞吉度假酒店、三亞美高梅度假酒店等國際頂級品牌奢華酒店。本集團的物業項目位於一線城市或二線城市的核心地段，地理位置優越、品質出眾，具有良好的投資價值與增值空間。

大悅城控股(000031.SZ)已經完成對大悅城地產(00207.HK)的重組工作，大悅城地產成為大悅城控股旗下子公司，後者成為中糧集團唯一的地產專業化平台。憑借本次重組契機，以及自身管理團隊的豐富經驗，本集團將開啟全新發展階段。本集團將堅持「精準投資、科學運營、力控風險、良好回報」的發展戰略，致力於成為中國最具持續發展能力的品牌地產引領者，力爭成為更具持續發展能力的城市美好生活創造者，為城市創造永續價值，為人民創造美好幸福生活。



FINANCIAL HIGHLIGHTS

財務摘要

For the six months ended 30 June

截至六月三十日止六個月

Item	項目	2019	2018	Change (%) 變動(%)
		二零一九年 (unaudited) (未經審核) RMB' 000 人民幣千元	二零一八年 (unaudited) (未經審核) RMB' 000 人民幣千元	
Revenue	收入	6,732,035	4,026,749	67.2
Including:	其中：			
Gross income from investment property rental and related services	投資物業租金及相關服務收入總額	2,206,722	1,715,167	28.7
Property development	物業開發	4,021,045	1,823,567	120.5
Hotel operations	酒店經營	433,653	433,776	-0.0
Primary land development	土地一級開發	2,751	2,957	-7.0
Output management	管理輸出	22,158	16,591	33.6
Other services	其他服務收入	45,706	34,691	31.8
Gross profit	毛利	3,573,079	2,197,887	62.6
Profit attributable to owners of the Company	本公司擁有人應佔溢利	877,463	1,687,959	-48.0
Core net profit attributable to owners of the Company (Note 1)	本公司擁有人應佔核心淨利潤(附註1)	550,624	1,526,305	-63.9
Basic earnings per share (RMB cent)	每股基本盈利(人民幣分)	5.7	11.0	-48.2

Item	項目	30 June 2019	31 December 2018	Change (%) 變動(%)
		二零一九年 六月三十日 (unaudited) (未經審核) RMB' 000 人民幣千元	二零一八年 十二月三十一日 (audited) (經審核) RMB' 000 人民幣千元	
Total assets	資產總額	102,670,935	98,860,489	3.9
Equity attributable to owners of the Company	本公司擁有人應佔權益	28,266,494	28,209,016	0.2
Net debt to total equity ratio (%) (Note 2)	淨負債佔總權益比率(%) (附註2)	50.2	45.3	4.9 (Note 3) (附註3)

Notes:

- Core net profit attributable to owners of the Company = profit attributable to owners of the Company - foreign exchange gain/(loss) attributable to owners of the Company - fair value gains after tax of investment property attributable to owners of the Company
- Net debt to total equity ratio = (bank borrowings + guaranteed notes + loans from fellow subsidiaries, non-controlling interests and third parties + corporate bonds - cash and bank balances - restricted bank deposits - pledged deposits)/total equity
- Change in percentage

附註：

- 本公司擁有人應佔核心淨利潤=本公司擁有人應佔溢利-本公司擁有人應佔匯兌收益/(損失)-本公司擁有人應佔投資物業公允價值稅後增益
- 淨負債與總權益比率=(銀行借款+有擔保票據+自同系附屬公司及非控股權益給予的貸款及第三方借款+公司債券-現金和銀行結存-受限制銀行存款-已抵押存款)/總權益
- 百分比之變動

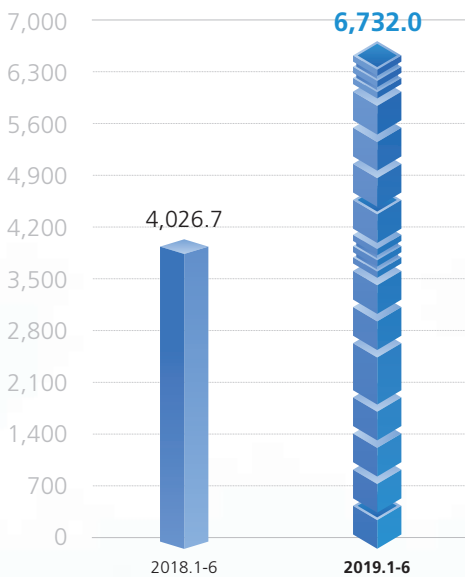
Financial Highlights

財務摘要

Revenue

收入

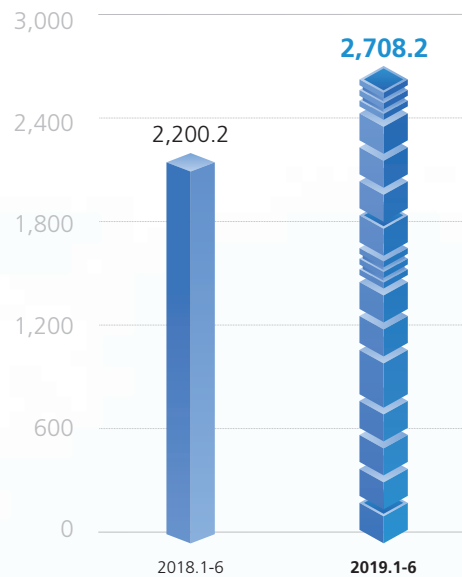
RMB: million 人民幣：百萬元



Recurring revenue (Note 4)

持續性收入 (附註4)

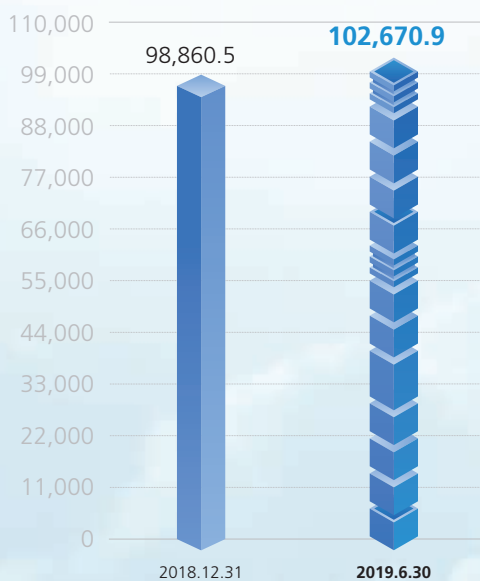
RMB: million 人民幣：百萬元



Total assets

資產總額

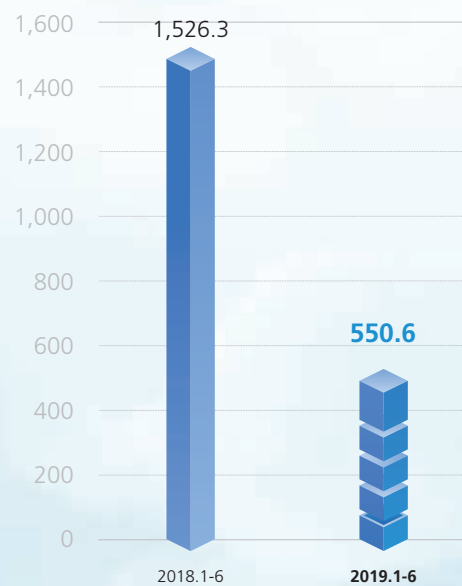
RMB: million 人民幣：百萬元



Core net profit attributable to owners of the Company

本公司擁有人應佔核心淨利潤

RMB: million 人民幣：百萬元



Note:

4 Recurring revenue = gross rental income from investment properties and revenue from related services + revenue from hotel operations + revenue from output management projects + revenue from other services

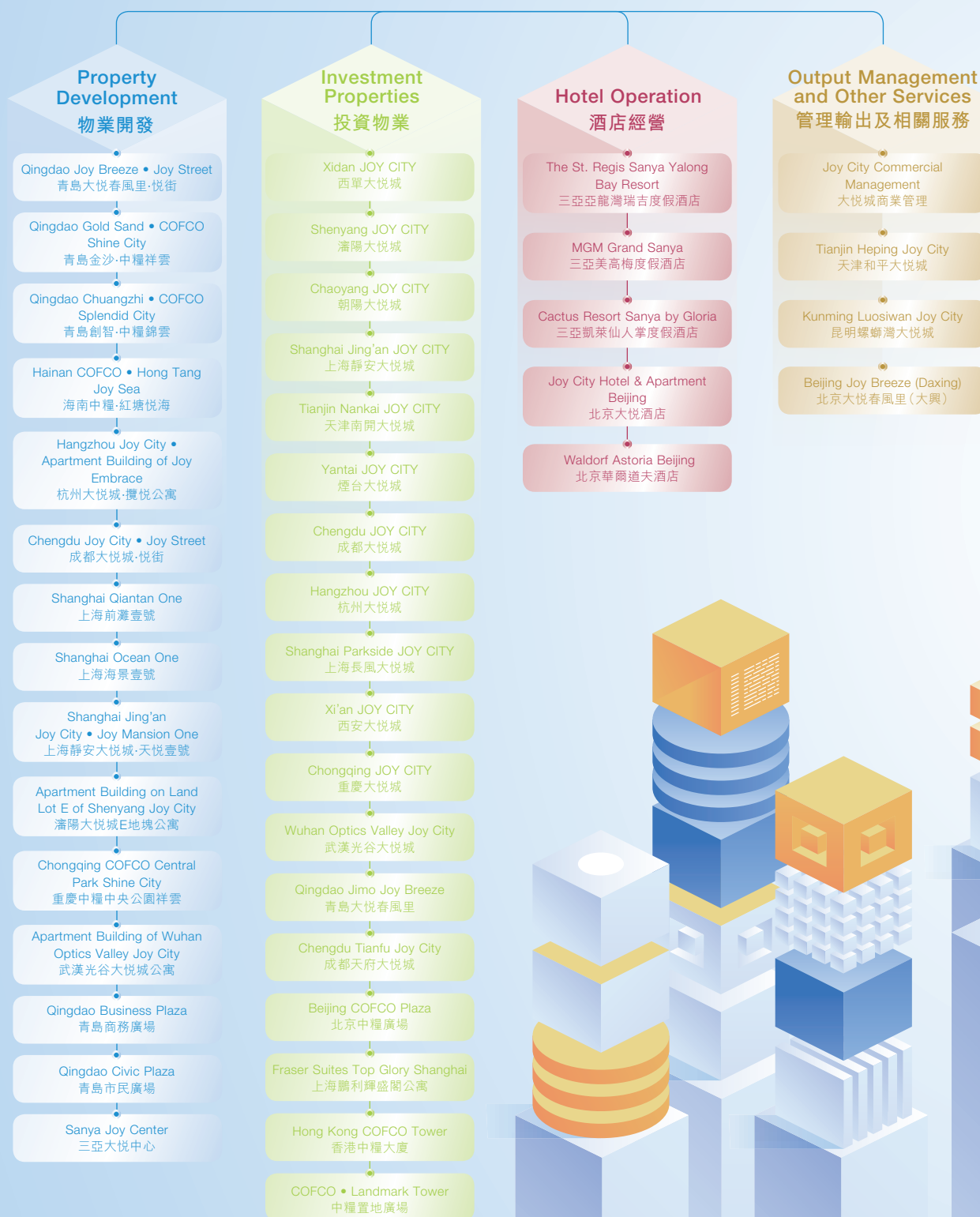
附註：

4. 持續性收入=投資物業租金及相關服務收入總額+酒店經營收入+管理輸出收入+其他服務收入

MAJOR BUSINESS STRUCTURE

主要業務架構

Joy City Property Limited 大悅城地產有限公司



Integration with Grandjoy Holdings 上市公司整合

The integration of the Group with Grandjoy Holdings, a milestone in the development of the Group, spanned two years. The reorganisation of the Group, formally started at the end of July 2017, was approved by the State-owned Assets Supervision and Administration Commission (SASAC) in June 2018, and then passed at a shareholders meeting of COFCO Property (Group) Co., Ltd. (000031.SZ) in the same month. The reorganisation scheme was approved by the National Development and Reform Commission and by China Securities Regulatory Commission in August and December 2018, respectively. In January 2019, the Group completed registration of the equity transfer involved in the reorganisation, following which “COFCO Property”, the controlling shareholder of the Group, was renamed “Grandjoy Holdings”.

The integration turned the red chip into an affiliate of an A-share company, and the Group officially became a subsidiary of Grandjoy Holdings, thereby injecting fresh growth momentum and resources into the Group:

First, while maintaining a leading position in the commercial properties market, the Group will accelerate sales capacity building and scale up its sales operations, leveraging Grandjoy Holdings’ sales-oriented housing

本集團與大悅城控股整合歷時兩年，為本集團發展過程中的一大里程碑事件。本集團自2017年7月底正式啟動整合，2018年6月獲國資委批覆，當月獲中糧地產（集團）股份有限公司(000031.SZ)股東會通過。2018年8月，國家發改委對重組予以核准。2018年12月中國證監會通過重組方案。2019年1月，本集團重組交易完成資產過戶，其後控股公司名稱由「中糧地產」變更為「大悅城控股」。

完成上市公司「A控紅籌」整合後，本集團正式成為大悅城控股旗下子公司，整合完成後將為本集團的發展注入強勁動力和新鮮血液：

首先，本集團將在確保商業地產領先地位的前提下，通過借助大悅城控股的住宅銷售型業務開發與其人才、技術、市場和品牌能力，加快自身銷



Joy-Full Occasions

悦精彩

property business development capability and related human, technology, marketing and branding resources. The improvement in sales capability and scale will also provide financial, talents, marketing and branding support for the development of urban complexes of Joy City, creating a “virtuous circle” in which the two business segments, “residential property” and “commercial property”, are seamlessly integrated and supplement each other.

Secondly, in terms of land banking, the Group will utilize the land reserves and industrial strengths of Grandjoy Holdings and COFCO Corporation to expand land acquisition channels and reduce land acquisition costs. First of all, COFCO Corporation possesses a large number of ports, terminals and parks. In pace with the continuous urbanization in China, certain regions are well-equipped with fully developed commercial infrastructure, and a considerable amount of high-quality land resources will become available once the land assets are unlocked. Furthermore, Grandjoy Holdings’ massive urban re-development projects in the Guangdong – Hong Kong – Macao Greater Bay Area, coupled with its comprehensive urban development projects in Xi’an, Kunming, Zhengzhou and other cities, will create excellent opportunities for the development of Joy City urban complexes. Finally, the shareholder’s strong industrial connection capabilities and the Group’s exceptional commercial capabilities will achieve “win-win cooperation” by leveraging the advantages of industrial, commercial and branding, allowing them to acquire top quality land resources at low cost and on an extensive scale.

Third, the Group will also rely on Grandjoy Holdings’ brand and human and financial resources to step up capacity building efforts. In terms of branding, brands of commercial property, residential property, hotels, office buildings and industrial parks will be synergistically integrated to reap the benefits of urban development and boost its overall urban development capacity. In terms of human resources, the Group will build a talent pool covering various development projects with the assistance of the shareholders. The integration will also help the Group optimise its financial operations and credit rating, reduce financing costs and secure funding supports, benefiting the long-term sustainable development of the Group.

售型業務能力的打造，擴大銷售型業務規模。銷售能力與規模的提升也將為大悅城城市綜合體的發展提供資金、人才、市場以及品牌等全方面的支持，形成「住宅」+「商業」兩大板塊互相融合、互為支持的「良性循環」。

第二，在土地儲備方面，本集團將借助大悅城控股及中糧集團的土地儲備和產業優勢，擴大土地獲取渠道，降低土地獲取成本。一方面，中糧集團擁有大量港口、碼頭、園區資源，隨着中國城市化的不斷發展，一些區域已經形成了成熟的商業條件，未來激活土地資產能夠帶來大量優勢土儲；另一方面，大悅城控股在大灣區地區的大面積城市更新項目以及西安、昆明、鄭州等地的片區開發業務將為大悅城城市綜合體項目的發展提供有力機遇；第三，借助股東強大的產業能力聯合本集團領先的商業能力，將實現「強強聯合」，利用產業、商業及品牌優勢低成本、大規模獲取優質土地。

第三，本集團還將借助股東背景的強大品牌、人才優勢以及資金優勢，加強自身能力建設。品牌方面，通過整合商業、住宅、酒店、寫字樓及產業園區品牌形成合力，分享城市發展增值，打造片區開發能力；人才方面，通過股東背景獲取全業態開發人才儲備；完成合併後，也將對本集團財務優化、信用評級、融資成本以及資金支持帶來強力支持，利於企業的長期可持續發展。

Sustaining the Brand with a Youth Culture; Making Life More Enjoyable via Platform Integration

青年文化加持品牌 平台整合賦美生活

Brand popularity and quality are equally important for fashion-conscious young consumers. With the ongoing platform integration, Joy City revisited and upgraded its “youth fashion” branding strategy in line with changes in macroeconomic policies and the latest market trends, and launched the “Space for the Young” campaign with the aim of creating a “cultural landmark for the young consumers” that caters to the actual needs of target customers pursuing better life.

年輕與時尚齊飛，潮流共品位一色。大悅城在平台整合的節點上，通過縱觀宏觀政策、審視行業競爭，反觀自身品牌本質「青年時尚」，進行品牌升級，將品牌建設內核聚焦於「青年文化」，並提出「青年引力場」計劃，旨在打造「青年文化地標」，更好地滿足目標客群對美好生活的需求。



Joy-Full Occasions 悦精彩



Youth culture boosts brand value

As the market becomes increasingly homogenous, Joy City has adapted itself to the rising spiritual demand of China's emerging middle class. In as early as 2013, it began to communicate the main message of the JOY UP brand to young people through original content, seeking to establish common values with target customers and improve spiritual connections with them so as to enhance brand identity and value.

The year 2019 marks the 100th anniversary of the May 4th Movement. Riding on this opportunity, Joy City, with its strategic focus on young consumers aged between 18 and 35, launched its annual nationwide brand event dubbed "Joy, up to Youth" based on a thorough understanding of the youth culture. The event had over 900 million hits and reached 30 million young people across the country. It attracted 3.2 million people to interactive entertainment events in 12 Joy City shopping malls within two weeks. It further deepens the positioning of Joy City as a "youth culture landmark" among young consumers.

As the creator of theme "precincts", Joy City targets a specific customer base and aligns product development with the latest trends among young consumers. Xiao Island, a bookstore for literary youths founded by famous Chinese composer, songwriter and music producer Gao Xiaosong, opened in the DOCK in Chaoyang Joy City, nourishing the inner self-growth of the emerging middle class with a "spiritual island" hidden in the city. UNI_JOY creates a space gathering the energy of youth through cooperation with Modernsky. The Golden Street in Tianjin Nankai Joy City is aimed at young customers and delivers the pioneering attitude of trendsetters.

As part of the "Space for the Young" campaign, the Company incorporates local features into projects nationwide, and organised a diverse range of events to promote the "youth fashion" brand. The "Youth Rover Conference 2019" (with the theme of Always All Ways) was held in Chaoyang Joy City, bringing together Key Opinion Leaders (KOLs) in various areas to share their insights with young consumers. It represents another innovative attempt by Joy City to refresh the boundaries of culture and brand.



青年文化赋能品牌價值

在行業同質競爭白熱化的當下，大悅城敏銳捕捉到新興中產階級精神層次的需求地位逐漸抬升。因此，大悅城早在2013年便開始依托原創IP向年輕人傳達JOY UP品牌精神，通過文化與目標客群建立共同的三觀，增強精神聯接，從而提升品牌認同與價值。

2019年，借勢「五四運動」百周年契機，始終深耕18-35歲年輕客群的大悅城深度洞察渴望多元人生的青年核心文化，以「Joy, up to Youth浪出斜槓力」主題策動年度全國品牌活動，獲得了超9億曝光量，觸達全國3,000萬年輕人，2周內吸引了全國320萬觀眾走進12座大悅城觀展互動，使大悅城「青年文化地標」的定位在青年群體中不斷深化。

作為主題街區創造者，大悅城聚焦特定客群，賦予產品青年文化屬性。朝陽大悅城「度刻」，引入著名文化人高曉松的文青陣地「曉島」，用大隱於市的「精神島嶼」涵養新中產內心的自我生長；「UNI_JOY」跨生態合作摩登天空，打造青年能量匯聚地；天津南開大悅城「高街」錨定年輕客群，釋放潮人先鋒態度。

基於「青年引力場」行動計劃，全國各項目結合屬地化特色，舉辦多樣化活動，持續釋放大悅城「青年時尚」品牌本質。朝陽大悅城「2019青年漫遊者大會」召集不同領域的青年KOL（意見領袖）與群體在購物中心展開對話，成為大悅城刷新文化與品牌邊界的又一次創新嘗試。



Breaking through homogenous marketing with innovation

"Joy City Hi New", a discount campaign and new IP of Joy City, was launched in 13 Joy City malls across China from April 27 to May 4. The event is an unprecedented attempt to upgrade the original IP.

The innovative PR+SP marketing model drives sales in the form of exhibition and helps lift the bottleneck of homogenous marketing in the industry. Tango Doors Comic Solo Exhibition of Chaoyang Joy City, targeting young people from a new perspective, achieves accurate offline marketing and effectively boosts the cosmetics sales by a year on year growth of 61.5%. With the theme of "A Preview of the Future", the "Exhibition of Award-winning Design Concepts from the Red Dot Award: Design Concept" organized by Shanghai Jing'an Joy City released hundreds of popular products. The "Woodstock of Eating Spring Block Party" rolled out by Tianjin Nankai Joy City created a venue for young people to act out their fantasies.

Defying traditional promotion models, "Joy City Hi New" kicked off a new IP and further established a strong link with youth culture, constantly highlighting the cultural landmark value of Joy City as a "Space for the Young". It uses spiritual values to build a strong connections with loyal consumers, providing strong momentum for the multi-dimensional connection with people, goods and malls in Joy City, and providing new ideas for the marketing of brick-and-mortar retailers.

求變立新突圍同質促銷

4月27日至5月4日，大悅城全新IP—「大悅嗨新節」在全國13家大悅城同步啟動，是原創IP煥然升級的一場歷史性嘗試。

創新PR+SP營銷模式，以展帶售，突破行業同質營銷瓶頸。朝陽大悅城「Tango任意門漫畫個展」，以全新視角對準青年，實現線下精準營銷，有效拉動化妝品品類銷售額同比提升61.5%；上海靜安大悅城「預見未來—紅點展」以設計之名推百款新品好物；天津南開大悅城「伍德吃托克春風市集」打造青春狂想沉浸場，引領青年潮玩生活。

「大悅嗨新節」淡化傳統促銷色彩，成功打響全新IP，進一步建立與青年文化之間的強聯繫，不斷強化大悅城「青年引力場」的文化地標價值，以精神價值連接忠實的消費者社群，為大悅城人、貨、場的多維聯動注入強勢動能，為實體商業營銷提供全新思路。

Joy-Full Occasions

悦精彩

Platform integration catalyzes brand expansion

"Joy Now", another innovative commercial IP for the Joy City brand to "go out", aims to enhance the influence of the Joy City brand, improve indoor navigation in shopping centers while providing consumers with beautiful life for travel, entertainment, community (including colleges and universities) and other scenarios, improve the rights and interests of members, enhance the loyalty of Joy City partners, and actualize win-win cooperation.

Travel scenario: Joy Now in Shanghai Pudong International Airport made its debut in January 2019, and had been widely noted as the first cross-border cooperation between a domestic airport and a commercial real estate brand. Entertainment scenario: In the first half of 2019, Joy Now joined hands with Strawberry Music Festival in Shanghai, Chengdu and Xi'an respectively to offer consumers the best songs and meals. Community scenario: Characterised by "light, interactive and fast" operations, Joy Now has penetrated into a growing number of residential property developments including the Wuhan Optics Valley Shine City.

In the future, Joy Now, with its diverse content and flexible space, will take on more tasks of multi-business integration and overall brand image enhancement for Joy City.

平台整合激勵品牌外延

「移動大悅城」是大悅城實踐品牌「走出去」戰略的又一創新商業IP，旨在提升大悅城品牌影響力、實現場內引流的同時，為消費者提供出行、娛樂、社區（含高校）等場景的美好生活，提升會員權益，增強大悅城合作方粘性、互利共贏。

出行場景，今年1月，上海浦東國際機場移動大悅城正式開幕亮相，成為國內機場空間與商業地產品牌的首次跨界合作。娛樂場景，上半年「移動大悅城」分別落地上海、成都、西安三地草莓音樂節，讓消費者聽最嗨的歌，吃最酷的餐。社區場景，「移動大悅城」現已與武漢光谷祥雲等住宅聯動，並正在以「輕」、「動」、「快」的運營特點逐步深入住宅地產。

未來，內容多元、空間靈活的移動大悅城也將擔負起大悅城多業務整合、整體品牌形象提升的任務。



Deconstructing culture to make life more enjoyable

On 20 June, members of the Company's core business team, led by Chairman Zhou Zheng, organised a salon attended by more than 30 thought leaders in the fields of culture, art and fashion. They engaged in in-depth discussions on core business topics such as culture and people, culture and content, and culture and space.

"Joy City is not a static space but an experience and social platform we jointly build with all retailers", Chairman Zhou Zheng said at the salon, "We must work together to serve consumers, so that consumers can experience true lifestyle, culture, and cultural confidence." With the establishment of "Joy City Elite Salon" at the event, Joy City will deliver better results integrating business and culture in its future business practices. While diversifying business forms, bringing new experience for consumers, and giving impetus to the development of culture brands, Joy City will also contribute to China's commercial evolution.

解構文化共築美好生活

6月20日，主席周政率領大悅城商業核心團隊，以沙龍的形式召集了全國30餘位文化藝術時尚潮流領域的頂級從業者，就文化與人、文化與內容、文化與空間等商業核心話題進行了思想交鋒。

主席周政在會上說到「大悅城不是一個靜態空間，而是和所有商戶朋友一起打造的體驗和社交平台，我們要一起攜手服務消費者，讓消費者真正體驗到什麼是生活方式，什麼是文化，什麼是文化自信。」伴隨着此次會上「大悅雅集—大悅城商業精英沙龍」的成立，大悅城會在未來的商業實踐中，產出更多商業和文化融合的成果。不僅為大悅城帶來更豐富的業態，為消費者帶來嶄新體驗，為文化品牌發展助力，更會對中國的商業疊代貢獻力量。



Conclusion

According to Brand Finance, a branded business valuation consultancy, the brand value of Joy City is nearly RMB13.6 billion. Looking ahead, Joy City, as a high value brand, will continue to tap into the "youth culture", strengthen the differentiation of its brands, grow together with the younger generation of customers who are constantly changing and upgrading, create greater value for investors, and build more shopping facilities where consumers can make the most of their leisure time.

結語

世界權威品牌價值評估公司Brand Finance評估大悅城品牌價值近人民幣136億元。未來，具有高品牌價值的大悅城，將持續深耕「青年文化」，強化自身品牌區隔，與不斷更疊升級的青年客群共成長，為投資人創造品牌價值持續升值的商業，為消費者打造美好生活的理想空間。

CHAIRMAN'S STATEMENT

主席致辭

Dear Shareholders,

During the period under review, profit attributable to owners of the Company amounted to

RMB877.5 million,

and basic earnings per share amounted to

RMB0.057.

尊敬的各位股東：

回顧期內，本公司擁有人應佔溢利為

人民幣877.5百萬元。

每股基本盈利為

人民幣0.057元。



Chairman's Statement

主席致辭



Chairman's Statement

主席致辭

Board's Statement

In terms of financial Capital, the Group consistently implemented prudent financial policies. As of 30 June 2019, the Group's net gearing ratio amounted to 50.2%, representing an increase of 4.9 percentage points as compared to 45.3% as of the end of 2018. The Company kept its lower average financing costs at 4.58% in the industry by maintaining a good bank-enterprise relationship, representing an increase of 0.19 percentage point compared with 31 December 2018 against the backdrop of the tense financing environment in China.

China's GDP grew by 6.3% in the first half of 2019. This is a remarkable achievement, considering the slowdown in global economic growth. It attests to the resilience and vitality of the Chinese economy, confirming the prediction that China's long-term economic fundamentals will remain positive. The overall social consumption remained stable, up 9.5% year on year in total retail sales of consumer goods from January to June, a slight slowdown as compared with the corresponding period of last year.

In the first half of 2019, China's commercial real estate showed signs of stock reduction, with a slash in commercial properties for sale of 260,000 square meters in the first quarter alone. Key indicators indicate a year on year decline where the growth rate of commercial business housing investment fell faster than that of office buildings. Competition among existing commercial properties, especially shopping malls, will intensify, and innovations are still lacking in the market. New commercial areas in major first-tier, new first-tier and second-tier cities have decreased in the first quarter. In particular, only two commercial properties measuring more than 50,000 square meters were developed in the first-tier cities, and only 11 in new first-tier cities, representing a substantial decline in comparison with the same period of last year.

Despite the challenging macroeconomic conditions and consumer market, in the first half of 2019, the overall rental income of Joy City amounted to RMB1.87 billion, representing a year on year growth of 25%. In particular, Shenyang Joy City's sales continued to increase, reaching RMB1.22 billion, an increase of 16.1% year on year. In addition, the sales of Tianjin Joy City, Yantai Joy City, Chengdu Joy City, and other projects saw a significant growth. These earnings results underlined the value promotion of commercial shopping centers fueled by the powerful innovation and operation capabilities of Joy City in its course of development.

董事會致辭

財務資金方面，本集團一貫保持穩健的財務政策。截至二零一九年六月三十日，本集團淨負債率50.2%，較二零一八年末的45.3%增長4.9個百分點。在境內融資環境趨緊的情況下，公司通過維護良好的銀企關係，保持平均融資成本水平在4.58%，較二零一八年十二月三十一日上升0.19個百分點，資金成本維持在業內較低水平。

2019年上半年中國GDP實現6.3%左右的強勁增長。在全球經濟普遍放緩的大背景下，中國經濟取得這一成績實屬不易，凸顯了中國經濟的韌性與活力，印證了中國經濟基本面長期向好的基本判斷。社會消費整體保持平穩，全國1-6月社會消費品零售總額同比增長9.5%，增速較去年同期稍有放緩。

2019年上半年，中國商業地產出現存量消化狀態，僅一季度商業地產待售存量減少26萬平方米，主要指標均出現同比下滑，其中商業經營用房投資增速下滑速度超過辦公樓。商業地產特別是購物中心領域的存量競爭將愈加激烈，同時市場創新能力略顯不足。一季度，一線、新一線和二線主要城市的新增商業面積均出現了一定縮減，5萬方以上新增商業面積一線城市僅增加2個，新一線城市僅增加11個，開業數目明顯少於去年同期。

在當前充滿挑戰的宏觀經濟和消費市場背景下，2019年上半年大悅城整體租金收入達人民幣18.7億元，同比增長25%。其中，沈陽大悅城銷售額持續提升，達人民幣12.2億元，同比增幅16.1%。此外，天津大悅城、煙台大悅城、成大悅城等項目銷售額也得到顯著提升。這些經營成果凸顯出大悅城發展中，鮮活的創新能力以及強勁的運營能力為商業購物中心帶來的價值提升。

Chairman's Statement

主席致辭

Looking forward to the second half of 2019, China will further propel the transformation of the economy to high-quality development to boost the vitality of the consumer market, further improve the quality and efficiency of real economy and allow more people to benefit from institutional reforms. Among others, the mismatch between the old and new consumption structures will be removed. China will unlock the growth potential of the consumer market through structural optimization to provide higher-quality and innovative services and products for more people, thus achieving the “expansion” and “inclusion” of “quality products and services”, business model innovation, information matching optimization, and transaction cost reduction at the same time.

The commercial property market, particularly the retail real estate sector, will go through in-depth development following the introduction of a new round of consumer market reforms. Firstly, the demand of the emerging middle class has changed profoundly, with strong growth in consumer demand for experiential, parent-child, cultural and spiritual products and services. Secondly, the consumer market will continue to expand. Citizens in second- and third-tier cities and new-generation consumers have great spending power and demonstrate enormous potential for growth. Thirdly, offline retail sales have recovered driven by the diversification of new business models, new experiences and new contents, and the fusing of online and offline services. The consumer market is undergoing profound changes. Core commercial product lines of Joy City Property such as Joy City and Joy Breeze will continue to open up markets in the key first-tier, new first-tier, second- and third-tier cities to offer innovative and quality services for more customers, thus propelling the upgrade and development of the Chinese consumer market.

After the platform integration of A+H shares, Joy City Property became a subsidiary of Grandjoy Holdings. The Group will coordinate the allocation of residential and commercial resources in a more effective manner, step up the integration of multiple business formats, build a collaborative development model of “held-for-sale” and “self-operated” properties, and give full play to the strengths of both parties in terms of financing, marketing, talents, land and branding, so as to stimulate new growth potential and achieve the “multiplier effect”. Joy City Property seeks to establish itself as a leader in the commercial property development market, a super IP with national influence, strong appealing power and huge customer traffic.

展望2019年下半年，我國將進一步推動經濟向高質量發展轉型，激發消費市場活力，實體經濟將進一步提質增效，釋放制度性改革紅利。其中，消費市場將打破新舊錯配，通過結構優化激發消費市場增長潛力。為更廣泛的人口提供更優質、更創新的服務與產品，從而實現「優質產品與服務」的「下沉」與「普惠」，同時創新商業模式、優化信息匹配、降低交易成本。

商業地產，特別是零售地產領域將隨着消費市場的新一輪革新深入發展。第一，新中產消費需求發生深刻變化，體驗類、親子類、文化和精神消費增長明顯；第二，消費人群不斷拓展，二三線城市居民及新生代消費群體消費能力及潛力巨大；第三，隨着新業態、新體驗、新內容的不斷豐富，線上線下深度融合，線下銷售回流增長明顯。消費市場深刻的變化正在發生。大悅城、大悅春風里等大悅城核心商業產品將不斷拓展市場，從一線、新一線到二線和三線核心城市，為更廣泛的客戶帶來創新與優質的服務，助推中國消費市場的升級發展。

經過A+H的平台整合，大悅城地產成為大悅城控股旗下子公司。本集團將更有效的協調住宅與商業的資源配比，加速多業態融合，打通「銷售」與「持有」的協同開發模式，充分利用雙方融資、市場、人才、土地及品牌等各方面優勢，打造全新增長空間，實現「乘數效益」。大悅城地產將引領商業地產領先發展模式，將大悅城打造成為具有全國影響力，強大號召力和龐大流量的超級IP。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

1. Market Review

In the first half of 2019, China's economy showed great resilience in the face of tremendous impacts from external international trade and financial conditions, maintaining a medium-to-high growth rate of about 6.3%. At present, China's economy has a good long-term growth foundation, with the continued unleashing of dividends of reform and opening-up. The first half of 2019 saw a steady increase in spending power, with total retail sales of consumer goods in China exceeding RMB19.7 trillion. Consumption has become the biggest driving force of economic growth. With rising disposable income of residents, the spending of consumers in second- and third-tier cities and the new generation of residents has soared, and the trend of consumption upgrade in the domestic retail market has become even more pronounced. These rapid shifts in the consumer market have brought more opportunities and space for the development of commercial properties.

In the first half of 2019, 194 new large-scale commercial shopping malls were opened nationwide, covering a commercial floor area of 14.51 million square meters. The number of newly-opened projects continued to decline, down over 15% year on year. Newly-opened commercial shopping malls remain concentrated in the first-tier and new first-tier markets in East, South and Southwest China. Meanwhile, the commercial shopping malls market in the third- and fourth-tier cities has expanded substantially, signifying a broad market.

1. 市場回顧

2019年上半年，中國經濟面對外部國際貿易和金融條件的巨大衝擊，表現出了極大的韌性，上半年保持6.3%左右的中高速增長。當前中國經濟有良好的長期增長基礎，改革開放紅利不斷釋放。2019年上半年社會消費能力平穩增長，中國社會消費品零售總額突破19.7萬億，消費增長是經濟增長的第一拉動力。隨着居民可支配收入的不斷上升，二三線及新生代居民消費能力增長迅速，中國零售消費市場消費升級趨勢更為明顯，這些消費市場快速轉變的動向，為商業地產的發展帶來更大的機遇與空間。

2019年上半年，全國新開業大型商業購物中心194個，商業體量達1,451萬平方米，大型購物中心開業數目繼續降溫，同比下滑15%以上。新增商業購物中心仍集中在華東、華南和西南地區的一線及新一線市場，同時三四線城市的購物中心市場增量顯著，有較大市場空間。



Management Discussion and Analysis

管理層討論與分析

2. Business Review

During the period under review, the Group achieved decent performance for its four business segments, namely investment properties, property development, hotel operation, and output management and other services.

In terms of investment properties, the Group's investment properties were in good operation, the operational efficiency of Joy City was improved, and properties developed rapidly, with rental income reaching approximately RMB1.868 billion, up by 25.3% year on year. In particular, Shenyang Joy City's sales continued to increase, reaching RMB1.22 billion, an increase of 16.1% year on year. Furthermore, the sales of Chengdu Joy City, Shanghai Parkside Joy City and other projects increased by more than 15%. The operation and expansion capacity of Joy City were further improved.

In terms of property development, the Group continued to improve the premium quality of its products and customer experience, gaining warm responses from the market. During the period under review, the contracted sales from property development were RMB1.699 billion. In particular, Chongqing Central Park Shine City of Chongqing Joy City achieved notable sales of RMB470 million, recording a robust sales. Hainan COFCO • Hong Tang Joy Sea, Qingdao Gold Sand • COFCO Shine City, Qingdao Chuangzhi • COFCO Splendid City and other sales-oriented properties sold well.

In terms of hotel operation, the Group maintained stable earnings in its hotel business by continually strengthening operation capability, actively responding to market changes and improving service quality. In the first half of 2019, Joy City Hotel & Apartment Beijing was opened in a fresh look and recognized by the market and was in good operation.

In terms of output management and other services, the Group fully capitalized the strong appealing power of the "Joy City" brand and its operating capability, and expedited the deployment of light assets in various manners such as output management. Existing output management projects of the Group include Tianjin He Ping Joy City and Kunming Joy City, etc. It successfully acquired the Beijing Joy Breeze (Daxing) project, in collaboration with COFCO-Go High M&A Fund. Going forward, the Group will continue to speed up the development of light assets in Joy City and consolidate its brand presence.

2. 業務回顧

回顧期內，本集團在投資物業、物業開發、酒店經營、管理輸出及其他服務四大板塊均取得了良好的業績表現。

投資物業方面，本集團投資物業運營情況良好，大悅城運營效率提升，物業快速發展，租金收入約達人民幣18.68億元，同比增長25.3%。其中，沈陽大悅城銷售額持續提升達人民幣12.2億元同比增幅16.1%。此外，成都大悅城、上海長風大悅城等項目銷售額增長達15%以上。大悅城運營與拓展能力進一步提升。

物業開發方面，本集團繼續堅持提升產品高端品質和客戶體驗，市場反應熱烈。回顧期內，物業開發合同銷售金額人民幣16.99億元。其中，重慶大悅城重慶中央公園祥雲勁銷4.7億，市場銷售火爆。海南中糧·紅塘悅海，青島金沙·中糧祥雲、青島創智·中糧錦雲等銷售型物業銷售良好。

酒店經營方面，本集團酒店業務不斷強化運營能力，積極應對市場變化，優化服務水平，經營業績整體保持穩定盈利。上半年，北京大悅酒店煥新開業，獲得市場認可，經營情況良好。

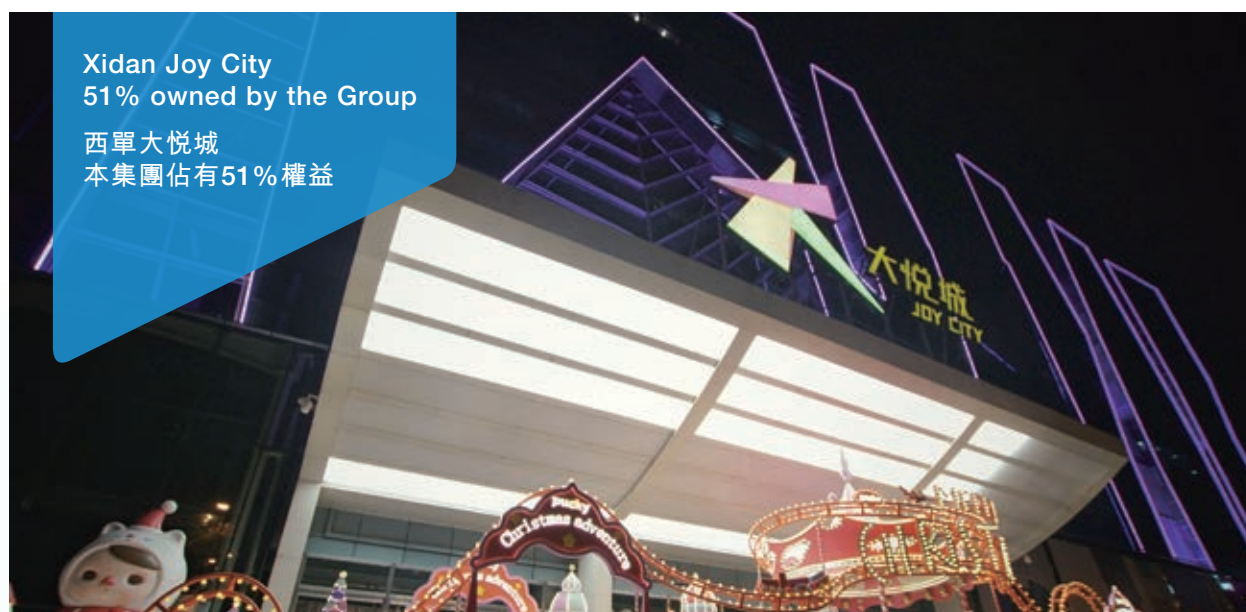
管理輸出及其他服務方面，本集團充分發揮「大悅城」品牌號召力及運營能力，通過管理輸出等方式加快輕資產佈局。本集團現有管理輸出項目包括天津和平大悅城、昆明大悅城等。在中糧一高和併購基金的參與下，成功獲取北京大悅春風里(大興)項目。未來，本集團將繼續加快大悅城輕資產發展速度，鞏固品牌影響力。

Management Discussion and Analysis

管理層討論與分析

3. Project Development

3. 項目發展



Situated in the prime location in Xicheng District, Beijing, the project has a gross floor area of 195,000 sq.m. and a gross leasable area of 53,900 sq.m.

項目位於北京西城黃金地段，總建築面積19.5萬平方米，可出租面積5.39萬平方米。

Strengthening leading position through brand optimization, creating uniqueness through smart operation and maximizing space through empowering

品牌優化強引領、智慧運營創獨有、空間賦能最極致

Xidan Joy City has established itself as a leader of the “pilgrim place for fashion” by deepening its positioning of building an international youth city and being home to the first store of STARTER (a US popular brand) in Greater China, a customized store of Li Ning (a famous fashion brand in China), a flagship store of New Era, the first SPARY GROUND outlet in Beijing, the first store of Kwei Mun Lung (the original west lake boat banquet), the first store of BATH&BODY WORKS (a famous fragranced bath brand) in China, among others. It improved the intelligent equipment and system by adopting cutting-edge technologies, effectively improved the operational performance and customer satisfaction based on the face-swiping payment system and membership applet functions developed on Joy·Cloud System, thus creating the best-quality, and the most fashionable and convenient intelligent shopping experience. In addition, innovative marketing has been conducted in shopping precincts, which led to continuous marketing optimization of Chat Garden, Young Street and Rose Garden. These commercial properties have won a number of major awards in the industry in recognition of the high-quality spaces they offer.

深化國際青年城定位，引入美國街頭潮牌 STARTER大中華區首店、國潮品牌中國李寧西單大悅城定制店、New Era潮流配飾旗艦店、北京首家SPARY GROUND、原創西湖船宴一桂滿隴北京首店、首進中國的香氛護理品牌 BATH&BODY WORKS等頭部品牌，全面樹立西單大悅城「潮流朝聖地」引領地位。完善智能設備和系統，與前沿科技接軌，依托於悅·雲系統開發的刷臉支付系統、會員小程序的功能有效提升運營效能及消費者滿意度，打造最優質、最新潮、最便捷的智能化購物體驗。創新街區營銷，查特花園、樣街、玫瑰園兩街一園持續優化營銷，打造品質空間，斬獲多項行業大獎。

During the period under review, the project recorded sales of approximately RMB1,910 million, operating revenue of approximately RMB415 million, and rental income of approximately RMB386 million, indicating that the operating performance of Xidan Joy City was further improved.

回顧期內，項目銷售額約人民幣19.1億元，營業收入約人民幣4.15億元，租金收入人民幣3.86億元。經營業績進一步提升。

Management Discussion and Analysis

管理層討論與分析

Situated in the prime location in Dongzhong Street Commercial Zone, Dadong District, Shenyang, the project occupied a site area of 51,000 sq.m. with a gross floor area of 322,700 sq.m. and a gross leasable area of 95,400 sq.m.

Upgrading brand, creating IP and improving customer quality to build a “beautiful, friendly and secure” Joy City

Shenyang Joy City has continuously improved the influence and reputation of “Joy City” in northeast China, in line with its commitment to building a “beautiful, customer-friendly and secure” Joy City. During the year, Shenyang Joy City went through a brand facelift. Retailers in the mall include, among others, the first MUJI Chinese flagship store, the first KFC “smart restaurant” in northeast areas, the first Li-Ning flagship store in Liaoning and supermarket chain “O FOOD”. Meanwhile, Joyer V+ Member Growth Plan was officially put into operation to promote the 10th Anniversary SVIP program. During the year, Shenyang Joy City launched its own IP – “Joy Play!”, a youth culture festival that encompasses a summer carnival with live performance, scenario-based experience and fashion shopping.

During the period under review, Shenyang Joy City recorded an operating revenue and sales of RMB160 million and RMB1.22 billion, representing a year on year increase of 12.6% and 16.1%, respectively. The customer traffic and car flow amounted to 12 million and 461,000, respectively, outranking most other retail complexes in the city.

項目位於瀋陽市大東區東中街商業區核心地段，總佔地面積5.1萬平方米，總建築面積32.27萬平方米，總可出租面積9.54萬平方米。

品牌升級，打造IP，提升客質，塑造「美麗、友好、安全」大悅城

瀋陽大悅城經營不斷提升「大悅城」在東北地區的影響力和美譽度，實現塑造「美麗、友好、安全」大悅城的目標。年內，瀋陽大悅城持續提升品牌級數，其中東北首家MUJI中國旗艦店和東北首家KFC智慧餐廳落戶瀋陽大悅城，遼寧首家中國李寧旗艦店、O FOOD超市首次進駐；同時悅客V+會員成長計劃正式上線，深化十周年超級會員概念。同時，瀋陽大悅城年內推出自創IP—「噪悅青年文化節」，打造融合現場演藝、場景體驗、時尚嗨購的夏日狂歡季。

回顧期內，項目營業收入人民幣1.6億元，同比增幅12.6%；銷售額約達人民幣12.2億元，同比增幅16.1%；客流量超過1200萬人次，車流達46.1萬輛，在瀋陽商業領域大放異彩。



Management Discussion and Analysis

管理層討論與分析



Chaoyang Joy City
45.9% owned by the Group

朝陽大悅城
本集團佔有45.9%權益

Located in the prime location in Chaoyang District of Beijing, the project occupies a total site area of approximately 59,000 sq.m. with a gross floor area of approximately 338,500 sq.m. and a leasable area of 122,600 sq.m.

項目位於北京市朝陽區黃金地段，總佔地面積約為5.90萬平方米，總建築面積約為33.85萬平方米，租金面積為12.26萬平方米。

Youth culture and continuous innovation

Chaoyang Joy City created a youth culture gathering space with the concept of “gathering youth along the Youth Road”. It cooperated with Gao Xiaosong to build an operation culture communication space – Xiao Island in the “Duke” Space, organized humanity, art and academic sharing activities regularly, in order to create a well-equipped art youth campsite. It originally launched the “young rover meeting” to gather force from the youth cultural ecosystem, watching the youth development trend and jointly thinking about business innovation. Through the multiple experiences of talk + experience + social intercourse, it had established close connection with the young consumer groups. Chaoyang Joy City cooperated with Modernsky and launched a new fashion themed space “UNI_JOY” to realize the integration of cross-discipline business activities, fashion culture, life style and the youth groups, and the collision of music, visual art, fashion, electronic sports and new entertainment. It continued to optimize the overall atmosphere of fashion, internationalization and quality, and introduced various international famous brands, such as Victoria’s Secret flagship store, ARMANI and CHANEL to diversify the types in Joy City and improve its brand awareness among customers. With the aim of increasing the membership value, Chaoyang Joy City rolled out a new paid membership system – V+ membership to refine the customer groups and promote the Grand Membership system.

During the period under review, Chaoyang Joy City realized sales income of RMB2.214 billion, representing an increase of 2.8% year on year. The sales per square meter increased to 7.1%, and the flow of customers exceeded 13.17 million, representing a year-on-year growth of 5.7%.

青年文化、持續創新

朝陽大悅城以「青年路，一路青年」的主張打造青年文化引力場。與高曉松於「度刻」空間共建運營文化傳播空間—「曉島」，定期組織開展人文、藝術、學術分享活動，打造全副武裝的文藝青年陣地。自創「青年漫遊者大會」聚合青年文化生態圈中各方力量，同觀青年趨勢，共思商業創新；通過對話+體驗+社交的多重體驗，與青年消費群體建立起更「走心」的連結。與摩登天空聯手推出了全新潮流主題空間「UNI_JOY」，實現跨界業態、潮流文化、生活方式和青年社群的融合，音樂、視覺藝術、時尚、電競、新娛樂的碰撞。持續優化一層時尚、國際、品質的整體氛圍，引入維多利亞的秘密旗艦店及ARMANI、CHANEL等國際一線品牌，豐富大悅城品牌層次與客群輻射廣度。以提升會員價值為核心推出全新付費會員制度—V+會員，提純客群，深度運營大會員體系。

回顧期內，朝陽大悅城實現銷售額人民幣22.14億元，同比上漲2.8%，銷售坪效持續上漲達7.1%，客流突破1317萬人次，同比提升5.7%。

Management Discussion and Analysis

管理層討論與分析

Shanghai Jing'an Joy City
51% owned by the Group

上海靜安大悅城
本集團佔有51%權益



Located in the core area of Suzhou Creek, Jing'an District, Shanghai, the project occupies a total site area of 22,300 sq.m. with a gross floor area of 163,000 sq.m. and a leasable area of 66,000 sq.m.

Adjusting, upgrading brand and deepening IP

In the first half of 2019, Jing'an Joy City, adhering to the “youth and fashion” market positioning, made across-the-board changes to retail facilities in the southern and northern buildings to highlight the strategic positioning. The southern building features fashion brands, while the northern building sells mostly upscale products. The first store of Mi Home and Xiaomi Youpin in Shanghai started business on the first and second floors of the southern building respectively. They make the southern building look more fashionable, sharpening the division of product lines. In the first half of 2019, hot IP exhibitions continued to be held, including the Secret Love Paradise, a collaborative project of Sky Ring and Doraemon, Detective Conan-themed restaurant and Junji Ito's first immersive experience-based exhibition in China settled in Jing'an Joy City. During the first half of 2019, Jing'an Joy City won 12 awards, and its brand influence and reputation were further improved.

During the period under review, Jing'an Joy City's sales revenue grew by 9.3% year on year to RMB731 million; customer traffic rose by 11.3% year on year to 6.452 million; and rental income increased by 4.7% year on year to RMB115 million.

項目位於上海市靜安區蘇河灣核心區域，總佔地面積2.23萬平米，總建築面積16.3萬平米，可出租面積6.6萬平米。

組團調整，品牌升級，IP深化

上半年靜安大悅城在堅持年輕、時尚的核心定位下，對南北樓的零售品類組團作出了調整，強化定位屬性表達。南樓突出潮流，北樓突出品味。小米之家和小米有品上海首店進駐南座1F與2F，為南座的潮流酷炫屬性添磚加瓦，逐步推動更加清晰的品類組團。上半年熱點IP展覽持續助力，摩天輪與哆啦A夢合作愛的秘密道具樂園，名偵探柯南主題餐廳，伊藤潤二國內首家浸入式體驗展都落地靜安大悅城。上半年靜安大悅城共斬獲行業內評獎12個，持續提升品牌影響力和美譽度。

回顧期內，靜安大悅城銷售額完成人民幣7.31億元，同比增長9.3%，客流實現645.2萬人次，同比增長11.3%；租金收入達人民幣1.15億元，同比增長4.7%。

Management Discussion and Analysis

管理層討論與分析

Tianjin Nankai Joy City
51% owned by the Group

天津南開大悅城
本集團佔有51%權益



Located in the core area of Nankai District, Tianjin, the project occupies a total site area of approximately 77,500 sq.m. with a gross floor area of approximately 290,000 sq.m. and a leasable area of 88,300 sq.m.

Upgrading brand, injecting new vitality into the space, precision operating and improving member quality

During the period under review, Tianjin Nankai Joy City introduced unique brands to bolster customer loyalty. Adjustments were made to 85 brands, which translated into an 8% increase in sales per square meter and a 3% rise in rent per square meter. It launched China's first fashion shopping theme space "Golden Street" and a secret garden belonging to all girls "Shoes Garden" to provide customers with the ultimate shopping experience. The popular IP enhanced its attraction for new members, while the original IP Wangwang continued to gain traction among consumers through in-depth operation maintenance efforts. It continuously injected new vitality into the theme space, which is evidenced by the following facts: No. 5 Park joined hands with Story FM and UKiyoe to depict city stories; Cheer Market propelled interaction through video-recording to build a communication platform for the youth. Wangjie held Woodstock of Eating and Curious Vintage Fete to attract fashion-conscious young people. A delicacy management was carried out to take earnings performance to a new level. By improving member quality and cross-sector linkage, Tianjin Nankai Joy City improved customer-to-member conversion, inclusive marketing and indoor customer navigation. Besides, it created the first multi-functional hall "Xu Space" and organised theme exhibitions of cultural and creative arts to enrich the cultural rights and interests of members, as well as to strengthen the emotional connection with members. During the first half of the year, it won a number of awards in the industry in recognition of its outstanding performance.

Taking the youth culture as its label, Tianjin Nankai Joy City continuously increased its attraction to retail brands and consumers, bringing new lifestyles to young people in the city. During the period under review, its sales spiked 11% year on year and reached RMB1.49 billion, and customer traffic rose by 3.3% year on year to 12.10 million.

項目位於天津市南開區核心區域，總佔地面積約為7.75萬平方米，總建築面積約為29萬平方米，可出租面積為8.83萬平方米。

品牌提級，空間賦能，精準運營，會員提質

回顧期內，進行獨有品牌引入，強化消費黏性，共調整品牌85家，帶動銷售坪效提升8%，租金坪效提升3%。實力打造全國首個潮酷先鋒主題空間「高街」，屬於所有女孩的秘密花園「鞋履花園」，為顧客提供極致購物體驗。大熱IP增強吸引納新，原創IP旺旺深度運維，不斷強化在消費者中的話題性、傳播性。主題空間持續賦能，5號車庫聯合故事FM與浮世繪，書寫城市故事；騎鵝公社「抖屏」互動，塑造青年交流平台；旺街舉辦伍德吃托克、浩棋市集打造潮流青年聚集地。精細管理，深挖業績增長，力促業績再攀新高。會員提質，跨界聯動，實現場內客流的會員轉化，全員營銷、導流到店；打造首個多功能廳「序·空間」，舉辦藝術文創類、主題性、話題性展覽展示活動，豐富會員文化權益，增強與會員的情感聯結。半年內表現出色，斬獲業內多項大獎。

天津大悅城堅持以青年文化為標籤，聚集全城新青年生活方式，不斷增強產品引力及客群引力；回顧期內，實現銷售額人民幣14.90億元，同比增長11%，實現客流量1210.0萬人次，同比增長3.3%。

Management Discussion and Analysis

管理層討論與分析

Located in Zhifuwan, Zhifu District, Yantai, the project is the only project on the coast in the main urban area, and occupies a total site area of 40,000 sq.m., a gross floor area of 220,000 sq.m. and a leasable area of approximately 76,000 sq.m.

Upgrading brand, conducting meticulous operation, working on membership programme and optimising customer quality

During the period under review, consistently adhering to the operating principle of “focusing on operation, enhancing performance, optimising service and improving quality”, Yantai Joy City continued to consolidate its leading position in the regional market through effective classification-based merchant management, membership programme and delicacy management, riding on the market rally. It entered into performance contracts with important brands to stimulate them to deliver better performance and build champion stores in terms of regional sales to achieve regional leadership, and explore merchants’ resources in greater depth, thus promoting sales and rents to grow simultaneously. It focused its attention on the selection of customer groups and new communication channels, and optimised the strategy for customer exploration to achieve precise marketing. It also optimised members’ rights and interests, diversified the activities designed for members and delegated functions to merchants, all with a view to building an ecosystem for premium members.

During the period under review, Yantai Joy City recorded sales of RMB484 million, there were 625,600 members in aggregate who contributed 41.5% of the total consumption, and the customer traffic was 5.3 million.

煙台大悅城位於煙台市芝罘區芝罘灣，是主城區內唯一的一個臨海項目，總佔地面積4萬平方米，總建築面積22萬平方米，可出租面積約7.6萬^m²。

品牌升級，精細運營，深耕會員，優化客質

回顧期內，煙台大悅城以持續堅持「聚焦運營、業績提升、優化服務、提升品質」的運營原則，通過對商戶的分級管理、達高做高、強化會員、精細管理，繼續夯實在區域市場的引領地位。重點品牌簽訂業績合同，實行業績激勵，打造區域銷冠店鋪，實現區域引領，深挖商戶資源，實現銷售租金雙提升；重點關注面向客群、新興傳播渠道的選擇，優化拓客策略，精準投放；優化會員權益，豐富會員活動，賦能商戶，打造優質會員生態圈。

回顧期內，煙台大悅城銷售額人民幣4.84億元，會員累計62.56萬，會員消費佔比41.5%，客流量530萬人次。

Yantai Joy City
51% owned by the Group

煙台大悅城
本集團佔有51%權益



Management Discussion and Analysis

管理層討論與分析



Located in Wuhou District, Chengdu, the project occupies a total site area of 66,500 sq.m. with a gross floor area of approximately 290,000 sq.m., of which the shopping mall has a leasable area of approximately 106,800 sq.m.

Growing its presence, promoting upgrade, strengthening the positioning and upgrading quality

In the first half of 2019, Chengdu Joy City mapped out the 5G technology introduction plan to optimise business operations with the help of big data and other new technologies, adhering to the strategy of “revamping management, increasing returns and driving innovation-driven high-quality development”. It unveiled a non-inductive WeChat Pay bonus system to improve systematic marketing methods; strengthened the label of a space for the young to continue to create its own IP; upgraded brand, implemented classified management for merchants, leveraging all kinds of effective operating measures to enhance performance and achieve solid financial returns. Chengdu Joy City, sticking to the green development mode of “whole-process management of energy efficiency”, won the award of Best Practices of G20 International of 2019 Top Tens (Top Ten Best Available Technologies & Best Practices) in June 2019.

During the period under review, the project recorded sales of RMB829 million, representing a year on year increase of 15%, and attracted 9.925 million customers, representing a year on year increase of 7.7%, making it the most influential commercial flagship in Chengdu and even in Southwestern China.

項目位於成都市武侯區，總佔地面積6.65萬平方米，總建築面積29萬平方米，其中購物中心可出租面積約為10.68萬平方米。

深耕經營，提檔升級，強化定位，品質升級

上半年，成都大悅城以「創新引領、深耕經營、提升回報、高質發展」為經營戰略，以大數據為引擎，確立5G技術引進方案，科技賦能助力經營；強化系統營銷手段，實現微信支付無感積分；強化青年引力標籤，持續打造自有IP；品牌提檔升級，商戶分類管理，運用各項有效經營舉措助力業績增長，實現良好財務回報。成都大悅城堅持「能效目標全過程管理」的綠色開發模式，並於2019年6月榮獲2019年G20國際「雙十佳」最佳節能實踐獎。

回顧期內，項目銷售額人民幣8.29億元，同比增長15%，客流達到992.5萬人次，同比增長7.7%，成為成都乃至西南最具影響力的商業旗艦。

Management Discussion and Analysis

管理層討論與分析

Shanghai Parkside Joy City
100% owned by the Group

上海長風大悅城
本集團佔有100%權益



Situated in the prime location of Changfeng Ecological Business District, Putuo District, Shanghai, the project occupies a total site area of approximately 28,600 sq.m. with a gross floor area of approximately 122,000 sq.m. and a leasable area of 54,900 sq.m.

Building new brand highlights, and improving earnings results to create a Center for Quality Life in Shanghai

In the first half of 2019, Parkside Joy City, centering on the theme of “quality life”, pioneered the latest retail facility designs through innovation. By introducing the latest forms of marketing events into the venue based on operations with Joy City characteristics, it updated and created a “One-Day Urban Resort” integrating sports, culture and experience to provide Shanghai residents with a one-stop center for quality life, focusing on affluent families in the city. It gave priority to creation of proprietary IP activities with better cost performance. Parkside Joy City successively hosted the “World of Little Adult and Big Child”, “Modern Spring Market”, “Parkside Flower 2.0” etc. Nearly 100 member activities such as music sharing sessions and flower salons were held, attracting more than 1,600 households of 5,000 people. With the opening of Sky Park to the public, Parkside Joy City has become the new landmark of fashion sports in Shanghai. In June 2019, Sky Park won the Silver award for Design and Development in China of ICSC.

During the period under review, the operating revenue of Parkside Joy City continued to rise, with a remarkable year on year increase of 48.6% and 22.2% in terms of sales and customer traffic in May and June, respectively. From 30 April to 4 May, the “Joy City Hi New” & Anniversary was held, with a year on year increase of sales and car flow of 255% and 69.4% respectively.

項目位於上海市普陀區長風生態商務區黃金地段，總佔地面積約2.86萬平方米，總建築面積約12.20萬平方米，可出租面積5.49萬平方米。

持續塑造品牌亮點，全力提升經營業績，打造滬上「品質生活中心」

2019年上半年，長風大悅城緊緊圍繞「品質生活」主題，創新打造引領性商業空間，以極具「大悅城style」的運營方式不斷將最新鮮的活動引入場內，錨定品質家庭客群，將運動、文化、體驗等元素與商業融合，升級打造「長風城市微度假區」，為滬上居民提供一站式品質生活中心。重點打造性價比更高的自主IP活動，相繼舉辦的「大小人和大人的世界」、「葦美菜市場」、「長風花起2.0」等各類活動，累計舉辦近100場音樂分享會、花藝沙龍等各種會員社群活動，超過1,600組品質家庭、5,000人次參與活動。Sky Park高登公園全面開放運營，長風大悅城正成長為滬上時尚運動新地標。2019年6月，Sky Park高登公園獲得ICSC中國區設計和開發類銀獎。

回顧期內，長風大悅城經營業績持續提升，5-6月銷售額、客流量同比2018年分別提升48.6%及22.2%，業績提升效果顯著。4月30日至5月4日，隆重舉辦大悅嗨新節暨周年慶，銷售同比提升255%，車流同比增長69.4%。

Management Discussion and Analysis

管理層討論與分析



Situated in the southern part of Gongshu District, Hangzhou, the complex measures approximately 75,400 sq.m. in total land area, with a gross floor area of approximately 335,000 sq.m. and a leasable area of 72,300 sq.m.

Strengthening positioning and meticulous operation to create a new waterfront landmark

In the first half of 2019, Hangzhou Joy City continued to strengthen the positioning of “experiential waterside fashionable shopping paradise”. To this end, it introduced influential brands such as Dior and Starbucks Reserve, and built on the market reach and influence of new experiential services such as indoor wind tunnel flying, indoor diving, future animal town, as well as niche catering brands such as Mr. Rong, Tai Er, and Yanyu Restaurant throughout Hangzhou. It pushed ahead with the customer acquisition campaign, and tapped into resources to improve the sales performance of tenants. On 1 May, it held “Joy City Hi New”, recording sales of over RMB13.07 million per day, creating 12 national and 35 regional sales champions. It held a theme exhibition of “Saint Seiya 30th anniversary”, “All for Fans”, the “First National Exhibition of POPMART Fashion Factory”, the “First National Exhibition Wu Huang Wan Shui You Miao Bing” and other popular theme exhibitions for young consumers, achieving a steady increase in monthly flow and sales, and establishing itself as a “New Cultural Landmark for Urban Youth” by the waterside.

During the period under review, Hangzhou Joy City delivered remarkable earnings performance and registered sales, operating revenue and rental income of approximately RMB429 million, RMB119 million and RMB94 million, respectively, showing robust business performance.

項目位於杭州市拱墅區南部，總佔地面積約7.54萬平方米，總建築面積約33.5萬平方米，可出租面積7.23萬平方米。

強化定位，精細運營，穩健提升，打造城市水岸新地標

2019年上半年，杭州大悅城持續強化「體驗式水岸潮聖購物樂園」的定位，引入Dior、Starbucks Reserve等頗具影響力的品牌；同時，進一步強化室內風洞、室內潛水、未來動物城等新興體驗業態和榮先森、太二、宴遇等特色餐飲品牌在全市範圍內的輻射影響。精耕客群、深挖資源，持續促進租戶銷售業績提升，5月1日舉辦「大悅嗨新節」，單日銷售突破1307萬，創造12家全國銷冠、35家區域銷冠。舉行「聖斗士星矢燃燒30周年主題特展」、「青春有你粉絲站」、「POPMART潮流工廠全國首展」、「吾皇萬睡有喵病全國首展」等深受年輕客群喜愛的主題展覽活動，實現每月客流與銷售的穩健攀高，同時樹立起水岸「城市青年文化新地標」的市場地位。

回顧期內，項目銷售額約人民幣4.29億元，營業收入約人民幣1.19億元，租金收入約人民幣0.94億元，經營業績穩健。

Management Discussion and Analysis

管理層討論與分析



Strategically located in Dayan Pagoda Southern Square in Qujiang New District, Xi'an and 50 meters away from Dayan Pagoda, a scenic spot, the project enjoys excellent resources and occupies a total site area of approximately 39,700 sq.m. with a gross floor area of approximately 146,500 sq.m. and a leasable area of 63,000 sq.m.

Reinventing fashion capital of thirteen dynasties with trendy brands and meticulous operation

The development was officially opened to the public in December 2018. From the outset of its acquisition, it has been in the spotlight. It is one of the retail complexes that drew the attention and won the support of Xi'an. Xi'an Joy City is ingenious in its design with the world's first 500 square meters diamond photoelectric glass curtain wall at the entrance, and innovatively creates an appearance of "traditional + modern" elements, which has made it a landmark of urban lights. Xi'an Joy City has recruited 30% of brands which first opened their outlets in the northwest, 190 brands first into Xi'an and Qujiang District, establishing a brand image of "Fashion Capital of Thirteen Dynasties". International traffic IP, LINE FRIENDS and the Impression – Monet were first introduced, a peak of passenger flow at the opening. A series of widely celebrated events, such as the New Year Fashion, Dream City Balloon Exhibition, Origami Art Exhibition and Hong Kong Miniature Art Exhibition, were held, attracting more than 31 million participants.

During the period under review, the total sales of Xi'an Joy City reached RMB780 million, with maximum daily sales of RMB13.35 million. The total customer traffic was 11.7 million, with an average daily customer traffic of 65,000 and a maximum daily customer traffic of 208,000.

項目位於西安市曲江新區大雁塔南廣場，距離大雁塔景區50米，地段資源絕佳。總佔地面積約3.97萬平方米，總建築面積約14.65萬平方米，可出租面積6.3萬平方米。

新潮品牌，精細運營，引領十三「潮」風尚

項目已於2018年12月正式對外營業，從收購伊始，便備受社會矚目，是西安市重點關注、大力支持商業項目之一。西安大悅城在設計方面匠心獨運，在建築入口處打造全球首例500平米鑽石體光電玻璃幕牆；創新性地打造「傳統風+現代感」的外觀，成為城市光影地標。西安大悅城成功簽約30%首進西北品牌，190家首進西安及曲江區域品牌，樹立「十三潮主場」品牌形象，首度引入LINE FRIENDS與印象莫奈國際雙流量IP，開業搶佔客流高點。潮流跨年季、夢境之城氣球展、折紙藝術展、香港微型藝術展等一系列具有強感染力的活動全線強勢傳播，覆蓋超3,100萬人次。

回顧期內，西安大悅城總銷售已完成人民幣7.8億元，最高單日銷售額可達人民幣1,335萬元；客流總計1,170萬人次，日均客流6.5萬人次，最高單日客流可達20.8萬人次。

Management Discussion and Analysis

管理層討論與分析



This development is located in the core business district of Yubei Central Park, Chongqing, a key development area and a new city center designated by the Chongqing government. It occupies a total site area of approximately 46,000 sq.m. with a gross floor area of 357,000 sq.m., of which the shopping mall covers an area of 144,000 sq.m.

Chongqing Joy City is expected to open in 2021 and will become a new commercial landmark in the city. Construction of the complex is currently underway as scheduled.

本項目位於重慶市渝北區中央公園核心商務區，是重慶市重點發展區域，定位為重慶新中心。項目總佔地面積約4.6萬平方米，總建築面積35.7萬平方米，其中購物中心面積約14.4萬平方米。

重慶大悅城預計將於2021年開業，將成為城市商業新地標。項目工程進度將按計劃進行。現已開工建設。

Management Discussion and Analysis

管理層討論與分析

Wuhan Joy City
51% owned by the Group

武漢大悅城
本集團佔有51%權益



Located at the heart of Wuhan East Lake Hi-tech Industrial Development Zone, this project demonstrates great commercial value and growth potential. Wuhan Joy City occupies a total site area of approximately 157,500 sq.m. with a gross floor area of approximately 704,200 sq.m., of which 136,100 sq.m have been allocated for the shopping mall.

During the period under review, the project progressed smoothly as the established plan and is scheduled to open in December 2021.

本項目位於武漢東湖高新技術產業開發區核心位置，商業價值突出，發展潛力巨大。武漢大悅城的總佔地面積約15.75萬平方米，總建築面積約70.42萬平方米，購物中心總建築面積13.61萬平方米。

回顧期內，項目工程進度按照既定節點順利推進，計劃2021年12月開業。

Management Discussion and Analysis

管理層討論與分析

Qingdao · Joy Breeze 100% owned by the Group

青島·大悅春風里
本集團佔有100%權益



Located in Jimo Economic Development Zone, Qingdao, Qingdao Joy Breeze measures 54,000 sq.m in land area, with a gross floor area of 82,000 sq.m. It is the first complex business center integrating a shopping mall, shopping precincts, office buildings and high-end ecological residential area in Jimo District of Qingdao.

The development is positioned as the strongest retail platform and a 24/7 dynamic business center. Bringing the “one-stop lifestyle” to the city, it aims to improve the living standard of Qingdao and inject new commercial vitality into the region, combining leisure, entertainment and shopping facilities. Construction of the complex progressed steadily during the period under review.

青島·大悅春風里位於青島市即墨區經濟開發區，總佔地面積5.4萬平方米，總計容建築面積8.2萬平方米，是青島即墨區首個集Mall、室外商街、辦公樓及高端生態居住區為一體的複合型商業中心。

項目致力於打造最強零售購物平台、全天候活力商業中心；將一站式生活方式賦予這座城市，囊括休閒、娛樂、購物等，提升片區生活能級，為區域注入全新商業活力。回顧期內，項目工程進度穩步推進。

Chengdu Tianfu Joy City 100% owned by the Group

成都天府大悅城
本集團佔有100%權益



Located in Tianfu New Area of Chengdu, the project occupies a total site area of 36,000 sq.m. with a gross floor area of 290,000 sq.m.

The project is progressing steadily as planned.

項目位於成都市天府新區，總佔地面積3.6萬平米，總建築面積29萬平米。

項目工程進度按計劃穩步推進。

Management Discussion and Analysis

管理層討論與分析

Located in the core area adjacent to Chang'an Avenue in the Second Ring Road of Beijing, the project occupies a total site area of approximately 22,600 sq.m. with a gross floor area of approximately 120,000 sq.m.

Growing steadily and hitting a new record high in performance

In the first half of 2019, the rental income of COFCO Plaza amounted to RMB144 million with an hourly occupancy rate of 90.4%. In 2019, the office lease business is confronted with severe challenges due to a spike in office supply and increased volatility in the financial sector. Against this backdrop, COFCO Plaza secured lease renewals totaling 10,500 sq.m. including leading brands in various industries in the first half of 2019, by continuously deepening its operational services and building a 3C service system.

項目位於中國首都二環內核心區，長安街旁。總佔地面積約2.26萬平米，總建築面積約為12萬平米。

穩步提升，業績創歷史新高

中糧廣場2019年上半年租金收入共計人民幣1.44億元，時點出租率90.4%，2019年寫字樓市場受新增供應量及金融業不穩定性持續增高等因素影響，寫字樓租賃形勢嚴峻。中糧廣場在此大環境下，通過持續深化運營服務，深度打造3C服務體系，完成了對包括行業龍頭企業的續租工作，上半年共計完成續租1.05萬平米。

COFCO Plaza
51% owned by the Group

中糧廣場
本集團佔有51%權益



Management Discussion and Analysis

管理層討論與分析



Located at No.208, Andingmenwai Street, Dongcheng District, Beijing, the project occupies a total site area of 13,000 sq.m. with a gross floor area of 72,700 sq.m. and a leasable area of 56,600 sq.m.

Focusing on operation with a view to being an industry leader

COFCO Landmark Tower has insisted on crossover cooperation, created new Work-CO-Life model, carried out layered marketing, in order to enhance the brand awareness. In the first year of operation, COFCO Landmark Tower carried out all activities with a focus on improving services and enhancing operation. On one hand, it acted based on the principle of sharing concepts and improved building facilities to meet the demands of tenants, group customers and industry customers; on the other hand, it signed agreements with external customers, such as igetget.com, to extend the business ecosystem. In addition, it organized exhibitions and culture salons regularly to empower the physical space with arts and create diversified business scenarios, leading the office building market in style. Meanwhile, it had close communication and cooperation with the government to realize government-enterprise linkage and create culture together, establishing a benchmark for the office building industry. During the period under review, the average occupancy rate of COFCO Landmark Tower reached 69%, with contracted rents much higher than the historical average level of class A office buildings in Beijing.

項目位於北京市東城區安定門外大街208號，佔地面積1.30萬平方米，總建築面積7.27萬平方米，可租賃面積5.66萬平方米。

深耕重度運營 爭做行業翹楚

中糧置地廣場始終堅持跨界合作，打造Work-CO-Life新物種，開展圈層營銷，強化品牌影響力。在首個運營年度，中糧置地廣場以強服務與重運營為全部工作展開的出發點。秉承共享理念，完善樓內配套的原則，滿足樓內租戶，集團客戶及行業內客戶的需求的同時，與「得到」等外部客戶簽約，延長樓內商務生態鏈，定期舉辦展覽及文化沙龍，藝術賦能物理空間，領銜樓宇圈層風範，打造多元商務場景，同時始終緊密與政府溝通合作，實行政企聯動，文化共建，樹立寫字樓產業標桿。回顧期內，項目平均出租率69%。簽約租金遠超北京市甲級寫字樓歷史平均租金水平。

Management Discussion and Analysis

管理層討論與分析

Qingdao Business Plaza
51% owned by the Group

青島商務廣場
本集團佔有51%權益



Qingdao Business Plaza is located in Taidong Business Area, Shibei District, Qingdao, and adjacent to Tsingtao Brewery. The project occupies a total site area of 16,800 sq.m. with a gross floor area of 70,700 sq.m. It is an integrated high-quality business center offering offices, apartments and retail facilities.

At present, the construction is proceeding as scheduled.

青島商務廣場位於青島市市北區台東商圈，毗鄰青島啤酒廠。項目佔地面積1.68萬平方米，計容建築面積7.07萬平方米，是涵蓋辦公、公寓、商業的綜合高品質商務中心。

目前施工按計劃進行。

Qingdao Civic Plaza is located in Taidong Business Area, Shibei District, Qingdao, and adjacent to Tsingtao Brewery. The project occupies a total site area of 23,800 sq.m. with a gross floor area of 26,200 sq.m. It is designed as a beer-themed shopping precinct, the venue of a beer festival that will never end.

The project's design adopts a new German-style architecture, implements a business model of unified operation for shops and an all-weather operation philosophy. With leisure, entertainment and catering as the main functions, supplemented by some small- and medium-sized anchors, it creates a new middle-class gathering place for family consumption, youth and fashion and business gatherings, aiming to create a "forever spokesperson" of Qingdao with Qingdao beer culture as its core.

The project is currently under construction as planned.

青島市民廣場位於青島市市北區台東商圈，毗鄰青島啤酒廠。項目佔地面積2.38萬平方米，計容建築面積2.62萬平方米，開發啤酒風情商業街，規劃打造永不落幕的啤酒節。

項目設計採用新德式建築風格，實行商舖統一經營模式，執行全天候的經營理念，以休閒、娛樂、餐飲功能為主，輔以部分中小型主力店，營造家庭消費、年輕時尚及商務聚會的新興中產潮流聚集地，旨在打造以青啤文化為核心，青島「永遠的城市名片」。

項目目前施工按計劃進行。

Qingdao Civic Plaza
51% owned by the Group

青島市民廣場
本集團佔有51%權益



Management Discussion and Analysis

管理層討論與分析

Located in the east coast of the core area of Headquarters Economy Area, Sanya, Hainan Province, the project occupies a total site area of approximately 20,800 sq.m. with a gross floor area of approximately 147,600 sq.m. It is a high-end resort tourism real estate.

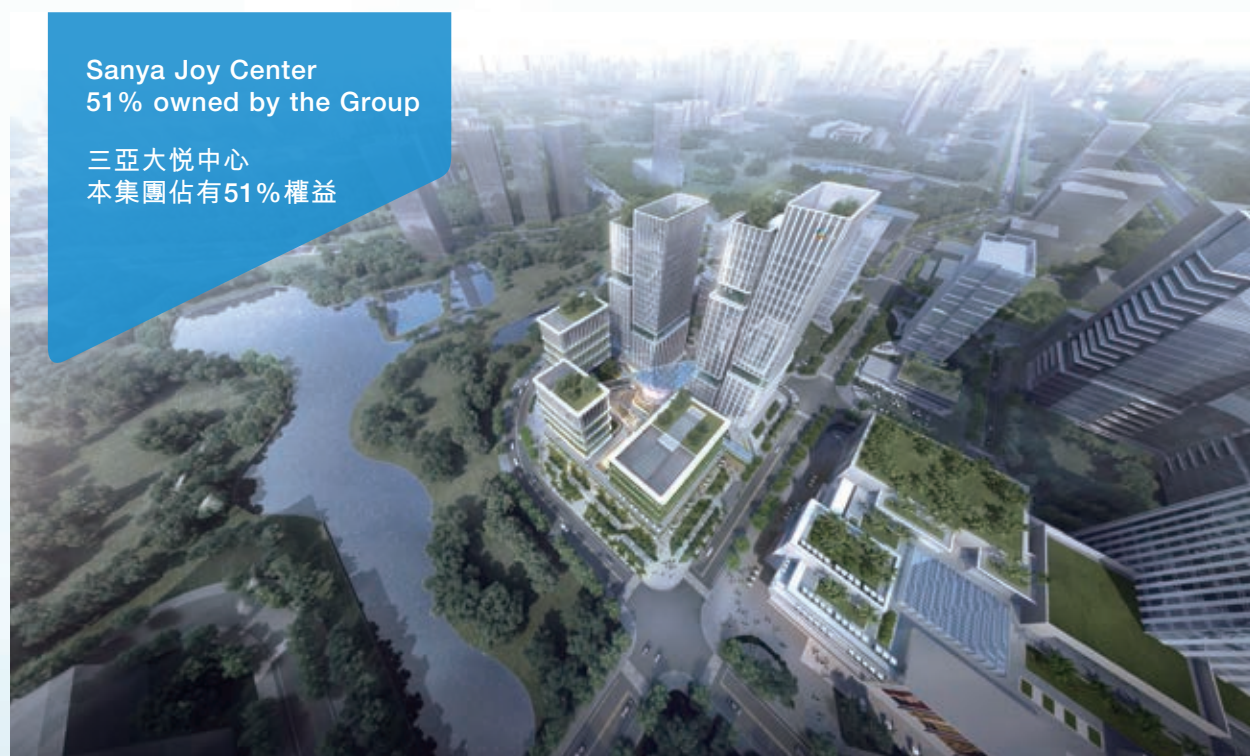
The project has made efforts to ride the upsurge of building free trade zones (ports) across Hainan Island, create differentiated products, access the market early and attract customers in advance to seize market opportunities.

During the period under review, the project has been progressing steadily as planned, and is currently in the initial stage.

項目位於海南省三亞市總部經濟區核心區東岸片區，總佔地面積約2.08萬平方米，總建築面積約14.76萬平方米，是高端度假旅遊地產。

項目抓住海南全島建設自貿區(港)的熱潮，打造差異化產品，提早入市，提前蓄客，搶佔市場先機。

回顧期內，項目工程進度按計劃穩步推進，項目目前處於前期階段。



Management Discussion and Analysis

管理層討論與分析



**Qingdao Gold Sand •
COFCO Shine City**
51% owned by the Group

青島金沙·中糧祥雲
本集團佔有51%權益

Located in Shibei District, an old quarter of Qingdao, and surrounded by well-developed communities and schools, Qingdao Gold Sand • COFCO Shine City consists of three plots and measures 21,500 sq.m. in land area, with a gross floor area of 62,200 sq.m. It is a high-quality and school-nearby residential development in the downtown area, offering a pleasant life for residents.

青島金沙·中糧祥雲位於青島市市北老城區，四周環繞成熟小區及學校。項目包括三個地塊，總佔地2.15萬平方米，總計容建築面積6.22萬平方米，是享學區、悅生活，城央高端品質居所。

Amid the downturn of the real estate market in Qingdao, Gold Sand • COFCO Shine City adopted various marketing strategies. During the period under review, Gold Sand • COFCO Shine City recorded RMB305 million in contract value.

金沙·中糧祥雲項目面對青島房地產市場下行，採取多種營銷策略。回顧期內，金沙·中糧祥雲實現合同簽約金額人民幣3.05億元。



**Chuangzhi •
COFCO Splendid City**
100% owned by the Group

創智·中糧錦雲
本集團佔有100%權益

Located in Jimo Economic Development Zone, Qingdao, Chuangzhi • COFCO Splendid City occupies a total site area of 60,000 sq.m. with a gross floor area of 108,000 sq.m.

創智·中糧錦雲位於青島市即墨區經濟開發區。項目總佔地面積6.0萬平方米，總計容建築面積10.8萬平方米。

During the period under review, the project advanced steadily and the main body of the project is currently under construction. It was launched for sale on 16 March 2019. During the period under review, it realized RMB367 million in contract value.

回顧期內，項目工程進度穩步推進，目前正在進行主體施工。2019年3月16日項目銷售開盤，回顧期內實現合同簽約金額人民幣3.67億元。

Management Discussion and Analysis

管理層討論與分析

Hainan COFCO • Hong Tang Joy Sea
51% owned by the Group

海南中糧•紅塘悅海
本集團佔有51%權益



Located in Hongtangwan Tourist Resort, Sanya, Hainan Province, the project occupies a total site area of approximately 149,700 sq.m. with a gross floor area of approximately 189,000 sq.m. It is a high-end resort tourism real estate.

During the period under review, the contracted sales amounted to RMB206 million to actively complete the liquidation of Hong Tang Joy Sea.

項目位於海南省三亞市紅塘灣旅遊度假區，總佔地面積約14.97萬平方米，總建築面積約18.90萬平方米，是高端度假旅遊地產。

回顧期內，實現合同銷售金額人民幣2.06億元，積極完成紅塘悅海清盤工作。

Management Discussion and Analysis

管理層討論與分析

The St. Regis Sanya
Yalong Bay Resort
51% owned by the Group

三亞亞龍灣瑞吉度假酒店
本集團佔有51%權益



Located in Yalong Bay National Resort District, Sanya, Hainan Province, the project occupies a total site area of approximately 204,000 sq.m. with a gross floor area of approximately 90,900 sq.m. It is a first-class luxury resort hotel with 373 rooms and 28 villas operated and managed by Marriott Group.

During the year, St. Regis Hotel held a variety of themed marketing campaigns to expand the market development outside Hainan Island, enhance product activity in the market and increase the occupancy rate in low seasons. The project continued to gain profit. In terms of sales, it strengthened OTA platform management, developed customers through multiple channels, and refined the highlights of major activities for promotion. As regards catering services, it formulated well-defined catering themes, and Hainan specialty dishes were offered in various restaurants. For banquets, it expanded and developed the local wedding market, focusing on nearby high-end customers' demand for conference and event services.

During the period under review, the project registered an operating revenue of RMB128 million and EBITDA of RMB37.64 million.

項目位於海南省三亞市亞龍灣國家旅遊度假區，總佔地面積約20.40萬平方米，總建築面積約9.09萬平方米，是擁有373間客房和28套別墅的頂級奢華度假酒店，由萬豪集團經營管理。

年內，瑞吉度假酒店舉行多種主題營銷推廣，擴大海南島外的市場開發，提升產品在市場上的活躍度，提升淡季出租率。保持項目實現繼續盈利。銷售方面，強化OTA平台管理，開發多渠道客戶，提煉主要活動亮點進行推廣。餐飲方面，制定清晰餐飲主題概念，各餐廳開設海南特色菜品主題。宴會方面，拓展及開發本地婚禮市場。重點開發酒店周邊高端客戶的會議及活動需求。

回顧期內，項目實現營業收入人民幣1.28億元，EBITDA實現人民幣3,764.0萬元。

Management Discussion and Analysis

管理層討論與分析



MGM Grand Sanya
100% owned by the Group

三亞美高梅酒店
本集團佔有100%權益

Located in Yalong Bay National Resort District, Sanya, Hainan Province, the project occupies a total site area of approximately 106,700 sq.m. with a gross floor area of approximately 108,300 sq.m., comprising 675 rooms in total. The project is a first-rate luxury hotel operated and managed by MGM Group.

During the year, MGM Grand Sanya optimised its pricing system and monitored the market in real time to generate revenues from multiple sources. Customised packages and refined products were developed for different customer groups, catering to their actual needs. It established fans group for direct-channel customers, offered promotional products from time to time, retained guests to dine in the hotel through low-cost room plus meal package activities.

During the period under review, the project posted an operating revenue of RMB186 million and EBITDA of RMB67.372 million.

項目位於海南省三亞市亞龍灣國家旅遊度假區，總佔地面積約10.67萬平方米，總建築面積約10.83萬平方米，共有客房675間，本項目是美高梅集團經營管理的頂級奢華酒店。

年內，美高梅酒店優化價格體系並對市場的實時監控，多渠道創收。結合客群及客需，針對性打包定制套餐及細化產品。建立直客渠道客戶粉絲團，不定期推出酒店的優惠產品，通過低價的房包餐活動將客人保留在酒店用餐。

回顧期內，項目實現營業收入人民幣1.86億元，EBITDA實現人民幣6,737.2萬元。

Management Discussion and Analysis

管理層討論與分析

Located in Xidan Commercial Area, Beijing, the project occupies a total site area of approximately 32,800 sq.m. with a gross floor area of approximately 23,600 sq.m., comprising 347 rooms in total.

Joy City Hotel & Apartment Beijing went into trial operation on 22 March 2019. With the opening of online marketing channels, the overall operating revenue, occupancy rate, average room rate and other operating indicators of the hotel gradually increased. On 24 May 2019, the hotel was officially opened. Through cross-sector cooperation with I DO, SLY/Moussy and other brands, it launched featured rooms for customers, reflecting a significant difference in the hotel market.

During the period under review, the project recorded an operating revenue of RMB11.57 million.

項目位於北京市西單商業區，總佔地面積約3.28萬平方米，總建築面積約2.36萬平方米，共有客房347間。

北京大悅酒店於2019年3月22日開始試營業，隨着線上營銷渠道全面開通，酒店整體營業收入、出租率、平均房價等經營指標逐步提升。2019年5月24日酒店正式開業，通過與商業跨界，與I DO、SLY/Moussy等品牌合作推出特色房並對客開放，在酒店市場中體現出明顯的差異化。

回顧期內，項目實現營業收入人民幣1,157萬元。



Management Discussion and Analysis

管理層討論與分析



Located in the Wangfujing Commercial Area of Beijing, the project occupies a total site area of approximately 6,100 sq.m. with a gross floor area of approximately 42,600 sq.m. and owns 176 rooms in total.

Since its operation, Waldorf Astoria Beijing has adhered to the positioning of building a luxury and high-end brand. Amid the significant impact on the overall hotel market in Beijing imposed by political and economic factors in 2019, the average room rate and revenue per room of Waldorf Astoria Beijing were still in an upward trend in comparison with the corresponding period of the previous year.

During the period under review, the project recorded an operating revenue of RMB73.29 million and EBITDA of RMB7.467 million.

項目位於北京市王府井商業區，總佔地面積約0.61萬平方米，總建築面積約4.26萬平方米，共有客房176間。

華爾道夫酒店開業以來堅持奢華高端品牌定位，在2019年北京酒店市場整體受到政治和經濟因素影響較大的情況下，華爾道夫酒店的平均房價和每房收益對比去年同期仍有上升。

回顧期內，項目實現營業收入人民幣7,329萬元，EBITDA實現人民幣746.7萬元。

Management Discussion and Analysis

管理層討論與分析

4. Land Bank

Adhering to strategic guidance, the Group keeps to a balanced dual-pronged and dual-core development mode. On the one hand, it actively participated in open market competition. On the other hand, leveraging its business edge, the Group expanded cooperation projects and explored integration opportunities among existing properties. During the first half of the year, the Group acquired a total of 93,500 sq.m. of land bank, and was qualified as the social investor for the primary development of a piece of land of 2.3 million sq.m. in Shangtao, Xi'an.

4. 土地儲備

本集團堅持戰略引領，採取輕重並舉、雙輪雙核的發展模式，一方面積極參與公開市場競爭，另一方面充分發揮本集團在商業領域優勢，積極拓展合作項目併發掘存量市場的整合機會。半年內，本集團共獲取土儲9.35萬平，並獲取西安上塔坡項目土地一級開發社會投資人資格230萬方。

Name of land parcel 地塊名稱	Location 位置	Site area 佔地面積 (sq.m.) (平米)	Floor area 計容建面 (sq.m.) (平米)	Project type 項目類型	Actual shareholding ratio 實際股權佔比 (%)
Land parcel of CBD boot area, east coast of Sanya 三亞市東岸CBD啟動區地塊	Next to the wetland park on the east coast of Yuechuan District in Sanya 三亞市月川片區東岸濕地公園旁	20,772.5	93,476.34	Business + retail business 商務+零售商業用地	100%

Management Discussion and Analysis

管理層討論與分析

5. Financial Review

Overall Performance Review

For the six months ended 30 June 2019, the Group's operating revenue was RMB6,732.0 million (for the corresponding period of 2018: RMB4,026.7 million), representing a year-on-year increase of 67.2%, mainly due to the increase in sales revenue resulting from the improved performance of property and land development business.

For the six months ended 30 June 2019, the profit of the Group amounted to RMB1,690.5 million (for the corresponding period of 2018: RMB2,262.1 million), of which, the profit attributable to the owners of the Company amounted to RMB877.5 million (for the corresponding period of 2018: RMB1,688.0 million). Excluding the fair value changes after tax of investment properties and the exchange rate changes, the core net profit amounted to RMB1,179.3 million (for the corresponding period of 2018: RMB1,925.1 million), of which, the core net profit attributable to the owners of the Company amounted to RMB550.6 million (for the corresponding period of 2018: RMB1,526.3 million), decreasing by 63.9% compared with the same period of last year, mainly because the non-recurring after-tax income of the disposal of subsidiaries in 2018 was approximately RMB1,107.3 million. Excluding the impact of this factor, the core net profit for the period attributable to the owners of the Company was 31.4% higher than that of the last year.

5. 財務回顧

整體業績回顧

截至二零一九年六月三十日止六個月，本集團的營業收入為人民幣6,732.0百萬元（二零一八年同期：人民幣4,026.7百萬元），同比增長67.2%。主要因物業及土地開發業務業績提升，致使銷售收入增加。

截至二零一九年六月三十日止六個月，本集團之溢利為人民幣1,690.5百萬元（二零一八年同期：人民幣2,262.1百萬元），其中本公司擁有人應佔溢利為人民幣877.5百萬元（二零一八年同期：人民幣1,688.0百萬元）。剔除投資物業稅後公平值變動及匯率變動之核心淨利潤為人民幣1,179.3百萬元，（二零一八年同期：人民幣1,925.1百萬元），其中本公司擁有人應佔核心淨利潤為人民幣550.6百萬元，（二零一八年同期：人民幣1,526.3百萬元），較上年同期下降63.9%，主要因二零一八年處置附屬公司錄得非經常性稅後收益約人民幣1,107.3百萬元，剔除該因素影響，本公司擁有人期內應佔核心淨利潤較上年同期增長31.4%。

Management Discussion and Analysis

管理層討論與分析

Revenue

For the six months ended 30 June 2019, the Group's revenue amounted to RMB6,732.0 million, representing an increase of 67.2% as compared to RMB4,026.7 million for the corresponding period of 2018.

收益

截至二零一九年六月三十日止六個月，本集團收入為人民幣6,732.0百萬元，較二零一八年同期人民幣4,026.7百萬元上升67.2%。

For the six months ended 30 June 截至六月三十日止六個月

Revenue by business segments	按業務分佈劃分之收入	2019 二零一九年 (Unaudited) (未經審核)		2018 二零一八年 (Unaudited) (未經審核)		Year-on-year change (%) 變動 百分比(%)
		RMB' 000 人民幣千元	Percentage of total revenue (%) 佔總收入之百分比(%)	RMB' 000 人民幣千元	Percentage of total revenue (%) 佔總收入之百分比(%)	
Investment properties	投資物業	2,206,722	32.8	1,715,167	42.6	28.7
Property and land development	物業及土地開發	4,023,796	59.8	1,826,524	45.4	120.3
Hotel operations	酒店經營	433,653	6.4	433,776	10.8	-0.0
Output management and other services	管理輸出及其他服務	67,864	1.0	51,282	1.2	32.3
Total	合計	6,732,035	100.0	4,026,749	100.0	67.2

For the six months ended 30 June 2019, the rental income from investment properties and related services income accounted for 32.8% of the total revenue, representing an increase of 28.7% as compared with the corresponding period of 2018, of which the rental income from Joy City Shopping Malls recorded RMB1,545.8 million, representing an increase of 24.7% as compared to RMB1,239.6 million for the corresponding period of 2018. Excluding the impact of the two newly opened projects, Hangzhou Joy City in August 2018 and Xi'an Joy City in December 2018, the rental income of shopping malls increased by 9.1% as compared with the corresponding period of last year.

截至二零一九年六月三十日止六個月，投資物業租金及相關服務收入總額佔收入總額32.8%，較二零一八年同期增長28.7%，其中大悅城購物中心租金收入錄得人民幣1,545.8百萬元，較二零一八年同期人民幣1,239.6百萬元增長24.7%，杭州大悅城、西安大悅城分別於二零一八年八月和十二月開業，剔除兩間新開業項目影響，購物中心租金收入同比增長9.1%。

Management Discussion and Analysis

管理層討論與分析

Revenue from sales of property development and income from land development accounted for 59.8% of the total revenue, representing an increase of 120.3% as compared to the corresponding period of 2018, mainly due to the delivery and settlement of Shanghai Qiantan One, resulting in a substantial increase in revenue. In the first half of 2019, settlement area and unit settlement price were 66,590 sq.m. and RMB60,343, representing an increase of 24.4% and 77.1% respectively as compared to the corresponding period of 2018.

Revenue from hotel operations accounted for 6.4% of the total revenue, remaining basically stable as compared to the corresponding period of 2018.

Revenue from output management and other services accounted for 1.0% of the total revenue, representing an increase of 32.3% as compared to the corresponding period of 2018.

Cost of Sales and Gross Profit Margin

For the six months ended 30 June 2019, the Group's cost of sales was approximately RMB3,159.0 million, and the overall gross profit margin was 53.1%, representing a decrease of 1.5 percentage points as compared to 54.6% for the corresponding period of 2018. The gross profit margin of investment properties for the current period remained basically stable as compared to the corresponding period of last year. During the period, the gross profit margin of properties and land development recorded an increase as compared with the corresponding period of last year due to the differences in products of projects delivered. The gross profit margin of hotel operations during the year was slightly lower than that of last year.

物業開發銷售收入及土地開發收入佔收入總額59.8%，較二零一八年同期上升120.3%。主要為上海前灘壹號交付結算致使收入大幅增加。二零一九年上半年結算面積為66,590平方米，較二零一八年同期上升24.4%，二零一九年上半年結算單價為人民幣60,343元，較二零一八年同期上升77.1%。

酒店經營收入佔收入總額6.4%，較二零一八年同期基本持平。

管理輸出及其他服務收入佔收入總額1.0%，較二零一八年同期上升32.3%。

銷售成本及毛利率

截至二零一九年六月三十日止六個月，本集團的銷售成本約為人民幣3,159.0百萬元，整體銷售毛利率為53.1%，較二零一八年同期54.6%下降1.5個百分點。本期投資物業毛利率較上年同期基本持平；本期因交付項目的產品不同，物業及土地開發毛利率較上年同期有所上升；本年度酒店經營毛利率較上年有所下降。

		For the six months ended 30 June 截至六月三十日止六個月	
		2019 二零一九年 (Unaudited) (未經審核)	2018 二零一八年 (Unaudited) (未經審核)
Gross profit margin by business segments		Gross profit margin (%) 毛利率(%)	Gross profit margin (%) 毛利率(%)
Investment properties	投資物業	77.8	77.3
Property and land development	物業及土地開發	41.8	35.4
Hotel operations	酒店經營	37.5	48.2
Output management and related services	管理輸出及其他服務	20.5	33.9
The Group	本集團	53.1	54.6

Management Discussion and Analysis

管理層討論與分析

Other Income

For the six months ended 30 June 2019, the Group's other income was approximately RMB111.6 million, representing an increase of 8.7% as compared to RMB102.7 million for the corresponding period of 2018, mainly due to the increase in interest income in the first half of 2019.

Other Gains and Losses

For the six months ended 30 June 2019, in respect of total loss of other gains and losses, the Group recorded a loss of RMB66.9 million, representing an increase of 52.6% as compared to the loss of RMB43.9 million for the corresponding period of 2018. The loss in the first half of 2019 was mainly due to the impairment loss of goodwill of approximately RMB68.7 million. As the Group's non-wholly owned subsidiary, Shanghai Yueyao Real Estate Development Co., Ltd., sold and transferred most of its properties (the cash-generating unit to which goodwill is allocated, it is expected to benefit from the synergy effect of the consolidation) held for sale to customers in the current period, the goodwill allocated to the property and land development segments was decreased accordingly.

Disposal of Subsidiaries

For the six months ended 30 June 2019, the Group did not have any disposal of subsidiaries. In the same period of 2018, the Group recorded before-tax gains of approximately RMB1,144.6 million from the disposal of subsidiaries, due to the disposal of the 100% equity held by wholly-owned subsidiaries of the Group in COFCO Hotel (Beijing) Co., Ltd.

Fair Value Gain of Investment Properties

For the six months ended 30 June 2019, the fair value gain of investment properties held by the Group was approximately RMB690.8 million (for the corresponding period of 2018: RMB534.7 million). The gain on fair value recorded in the first half of 2019 was mainly contributed by Hangzhou Joy City, Chaoyang Joy City and Hong Kong COFCO Tower, while the gain on fair value recorded in the same period of 2018 was mainly contributed by Hangzhou Joy City, COFCO • Landmark Tower and Tianjin Nankai Joy City. Fair value gain was mainly due to the higher contracted rents of the Group's leasable properties and the general increase in the rental income from leased properties.

其他收入

截至二零一九年六月三十日止六個月，本集團其他收入約為人民幣111.6百萬元，較二零一八年同期人民幣102.7百萬元上升8.7%。主要因二零一九年上半年利息收入增加所致。

其他收益及虧損

截至二零一九年六月三十日止六個月，本集團其他收益及虧損合計虧損約為人民幣66.9百萬元，較二零一八年同期人民幣43.9百萬元增加虧損52.6%，二零一九年上半年虧損主要因商譽減值損失約為人民幣68.7百萬元，本集團非全資附屬公司上海悅耀房地產開發有限公司因持有的絕大部分待售物業（為獲分配商譽的現金產生單位，預期受益於合併協同效應）在本期中出售並轉讓給客戶，使得分配於物業及土地開發部分的商譽隨之減少。

出售附屬公司

截至二零一九年六月三十日止六個月，本集團無出售附屬公司，二零一八年同期本集團全資附屬公司出售持有之中糧酒店（北京）有限公司100%權益錄得稅前收益約人民幣1,144.6百萬元。

投資物業公允價值增益

截至二零一九年六月三十日止六個月，本集團持有的投資性物業公允價值增益約為人民幣690.8百萬元（二零一八年同期：人民幣534.7百萬元），二零一九年上半年公允價值收益主要來自於杭州大悅城、朝陽大悅城、香港中糧大廈等，二零一八年同期之公允價值收益主要來自於杭州大悅城、中糧·置地廣場、天津南開大悅城等。公允價值收益主要由於本集團用作出租物業簽約租金水平較高及已出租物業租金收入整體增長。

Management Discussion and Analysis

管理層討論與分析

Distribution and Selling Costs

For the six months ended 30 June 2019, the Group's distribution and selling costs amounted to RMB262.5 million, representing an increase of 27.4% as compared with RMB206.0 million for the corresponding period of 2018, mainly due to the increase in the corresponding expenses after the newly opened projects, such as Hangzhou Joy City, Xi'an Joy City and Kunming Joy City, were put into operation. Excluding the impact of the new projects, the distribution and selling costs increased by approximately 4.7% over the same period in 2018. Distribution and selling costs accounted for 3.9% of the total revenue (for the corresponding period of 2018: 5.1%).

Administrative Expenses

For the six months ended 30 June 2019, the Group's administrative expenses amounted to RMB458.3 million, representing an increase of 24.0% as compared with RMB369.6 million for the corresponding period of 2018. Excluding the impact of the newly opened and acquired projects, administrative expenses increased by 9.7% as compared with the corresponding period of 2018. The administrative expenses mainly included, amongst others, staff salaries, social insurance and benefits for staff, insurance expenses, depreciation and amortisation, travel and entertainment expenses, certain taxation expenses, overhead costs and professional third-party service fees, which accounted for 6.8% of the total revenue (for the corresponding period of 2018: 9.2%).

Finance Costs

For the six months ended 30 June 2019, the Group's finance costs amounted to RMB574.0 million, representing an increase of 67.6% as compared with RMB342.5 million for the corresponding period of 2018.

For the six months ended 30 June 2019, the Group's weighted average borrowing cost was 4.58% (for the corresponding period of 2018: 4.20%). The Group's efforts in maintaining a good rapport with banks enabled the Group to maintain low financing costs in the industry despite the tightening financing environment in the domestic market.

分銷及銷售成本

截至二零一九年六月三十日止六個月，本集團分銷及銷售成本為人民幣262.5百萬元，較二零一八年同期人民幣206.0百萬元增長27.4%，主要因新開業項目杭州大悅城、西安大悅城及昆明大悅城等項目進入運營期相應費用增加所致，剔除新項目影響，分銷及銷售成本較二零一八年同期增長約4.7%。分銷及銷售成本佔總收入之百分比為3.9%（二零一八年同期：5.1%）。

行政開支

截至二零一九年六月三十日止六個月，本集團之行政開支為人民幣458.3百萬元，較二零一八年同期人民幣369.6百萬元上升24.0%。剔除新開業及新收購項目影響，行政開支較二零一八年同期增長9.7%。行政開支主要包括僱員薪資、僱員社會保險和福利、保險開支、折舊及攤銷、差旅與招待費用、若干稅項支出、一般辦公支出、專業第三方服務費用及其他。行政開支佔本集團總收入之百分比為6.8%（二零一八年同期：9.2%）。

融資成本

截至二零一九年六月三十日止六個月，本集團之融資成本為人民幣574.0百萬元，較二零一八年同期人民幣342.5百萬元上升67.6%。

截至二零一九年六月三十日止六個月，本集團加權平均借貸成本為4.58%（二零一八年同期：4.20%）。本集團致力於維護良好的銀行關係，在境內融資環境趨緊的情況下仍可保持融資成本維持在業內較低水平。

Management Discussion and Analysis

管理層討論與分析

Taxation

For the six months ended 30 June 2019, the Group's tax expense was RMB1,305.3 million, representing an increase of 71.1% as compared to RMB762.9 million for the corresponding period of 2018, mainly due to the increase in corporate income tax and land value-added tax as a result of the increase in property development settlement income in the first half of 2019. In the first half of 2019, the effective tax rate of the Group was 43.6% (for the same period of 2018: 25.2%), because the Group's property development business contributed a relatively high profit and its tax rate was relatively high in the first half of 2019, while the profit of disposal of subsidiaries in the first half of 2018 was relatively high with relatively low tax rate. Therefore, the effective tax rate increased significantly compared with the same period in 2018.

Profit Attributable to Owners of the Company

For the six months ended 30 June 2019, profit attributable to owners of the Company was RMB877.5 million, representing a decrease of 48.0% as compared to RMB1,688.0 million for the corresponding period of 2018. Basic earnings per share for the current period were RMB0.057, representing a decrease of 48.2% as compared to RMB0.11 for the corresponding period of 2018.

Investment Properties

As of 30 June 2019, investment properties included Joy City Projects, Beijing COFCO Plaza, Fraser Suites Top Glory Shanghai, Hong Kong COFCO Tower and Beijing COFCO Landmark Tower. As of 30 June 2019, investment properties increased to RMB60,356.2 million from RMB58,611.9 million as of 31 December 2018, mainly attributable to the synergy of the additional purchases and construction costs of projects under construction, and the increase in the valuation of all the properties benefiting from sound operation during the period.

稅項

截至二零一九年六月三十日止六個月，本集團的稅項支出為人民幣1,305.3百萬元，較二零一八年同期人民幣762.9百萬元上升71.1%，主要由於二零一九年上半年物業開發結算收入增加致使企業所得稅及土地增值稅相應增加。本集團於二零一九年上半年有效稅率為43.6%（二零一八年同期：25.2%），因二零一九年上半年物業開發業務貢獻利潤較大，及稅負率相對較高，但二零一八年上半年出售附屬公司貢獻利潤較大稅負率相對較低，因此有效稅率較二零一八年同期大幅上升。

本公司擁有人應佔溢利

截至二零一九年六月三十日止六個月，本公司擁有人應佔溢利為人民幣877.5百萬元，較二零一八年同期人民幣1,688.0百萬元下降48.0%；本期每股基本盈利為人民幣0.057元，較二零一八年同期人民幣0.11元下降48.2%。

投資物業

於二零一九年六月三十日，投資物業包括大悅城項目、北京中糧廣場、上海輝盛閣、香港中糧大廈、北京中糧置地廣場等。投資物業由二零一八年十二月三十一日的人民幣58,611.9百萬元增加至二零一九年六月三十日的人民幣60,356.2百萬元，主要因在建項目新增購建支出，及各物業運營良好，期內估值增加等綜合因素影響所致。

Management Discussion and Analysis

管理層討論與分析

Properties under Development for Sale

The properties under development for sale increased from RMB14,929.5 million as of 31 December 2018 to RMB15,364.0 million as of 30 June 2019, which was mainly due to the increase in the area of properties under development for sale resulting from the addition of the Chengdu Tianfu (成都天府), Sanya Joy Center (三亞大悅中心) and Xi'an Shangtapo (西安上塔坡) projects, and the increase in purchases and construction costs of projects under development during the period.

Properties Held for Sale

As of 30 June 2019, properties held for sale mainly included Shanghai Jing'an Joy City commercial street and Hainan COFCO • Hong Tang Joy Sea Project. Properties held for sale decreased from RMB1,123.5 million as of 31 December 2018 to RMB826.9 million as of 30 June 2019, mainly because of the transferring-out of some property projects upon their deliveries.

Accounts Receivable

As of 30 June 2019, accounts receivable included rental receivables, property management fee receivables, hotel operation receivables and other accounts receivable. Accounts receivable decreased from RMB226.7 million as of 31 December 2018 to RMB203.6 million as of 30 June 2019, mainly due to the decrease in receivables related to property management and hotel services caused by the Group's strengthening of receivables management.

Accounts Payable

As of 30 June 2019, accounts payable primarily included trade payables and accrued expenditure on construction (including construction costs of properties under development in respect of construction of properties held for sale) and other project-related expenses. Accounts payable decreased from RMB2,143.7 million as of 31 December 2018 to RMB1,685.1 million as of 30 June 2019, mainly due to the increase in construction payments made in the current period.

待售在建物業

待售在建物業由二零一八年十二月三十一日的人民幣14,929.5百萬元增長至二零一九年六月三十日的人民幣15,364.0百萬元，主要因期內新增成都天府、三亞大悅中心及西安上塔坡項目，新增待售在建物業面積，以及期內在建項目購建支出增加。

待售物業

於二零一九年六月三十日，持有待售物業主要包括上海靜安大悅城商業街、海南中糧·紅塘悅海。持有待售物業由二零一八年十二月三十一日的人民幣1,123.5百萬元下降至二零一九年六月三十日的人民幣826.9百萬元，主要因部分項目交付轉出。

應收賬款

於二零一九年六月三十日，應收賬款包括應收租金、應收物業管理費、酒店經營應收款項及其他應收賬款。由二零一八年十二月三十一日的人民幣226.7百萬元下降至二零一九年六月三十日的人民幣203.6百萬元，主要由於本集團加強應收款項管理，物業管理及酒店服務相關應收款項減少。

應付賬款

於二零一九年六月三十日，應付賬款主要包括貿易應付款項及工程累計開支（包括在建物業的建築成本（涉及建設待售物業）及其他項目相關開支。由二零一八年十二月三十一日的人民幣2,143.7百萬元下降至二零一九年六月三十日的人民幣1,685.1百萬元，主要由於當期支付的工程款增加所致。

Management Discussion and Analysis

管理層討論與分析

Bank Borrowings

Bank borrowings recorded an increase from RMB16,280.8 million as of 31 December 2018 to RMB19,370.1 million as of 30 June 2019, representing an increase of approximately 19.0%.

Analysis on the Group's bank borrowings is as follows:

銀行借款

銀行借款由二零一八年十二月三十一日的人民幣16,280.8百萬元增長至二零一九年六月三十日的人民幣19,370.1百萬元，增長約19.0%。

以下為本集團之銀行借款的分析：

Item	項目	As of 30 June	As of 31 December
		2019	2018
		二零一九年	二零一八年
		六月三十日	十二月三十一日
		(Unaudited)	(Audited)
		(未經審核)	(經審核)
		(RMB' 000)	(RMB' 000)
		(人民幣千元)	(人民幣千元)
Carrying amount repayable:	應償還賬面值：		
Within one year	一年內	1,717,744	1,595,961
Over one year	超過一年	17,652,366	14,684,797
Total	合計	19,370,110	16,280,758

Bank borrowings of approximately RMB1,717.7 million are repayable within one year and are shown as current liabilities. All the Group's borrowings are denominated in Renminbi, Hong Kong dollars and U.S. dollars. There is no material seasonal impact on the Group's needs for borrowings.

銀行借款約人民幣1,717.7百萬元需於一年內償還，並列為流動負債。本集團所有借款以人民幣及港幣及美元計值。本集團的借款需求並無重大的季節性影響。

As of 30 June 2019, the Group had banking facilities of approximately RMB36,209.93 million, of which RMB23,518.18 million was utilised and all were denominated in Renminbi, Hong Kong dollars and U.S. dollars.

於二零一九年六月三十日，本集團有銀行信貸額度折人民幣約36,209.93百萬元，已動用銀行信貸額度為人民幣23,518.18百萬元，全部以人民幣、港幣和美元計值。

Management Discussion and Analysis

管理層討論與分析

Guaranteed Notes

On 18 November 2014, Double Rosy Limited, a wholly-owned subsidiary of the Group, issued five-year guaranteed notes of US\$800 million guaranteed by the Company to the independent third parties at a coupon rate of 3.625%. COFCO (HK), an intermediate holding company of the Company, entered into a Keep well Deed and a Deed of Undertaking to provide support for the issue of such guaranteed notes. The net proceeds (after deducting underwriting commissions and estimated offering expenses) received by Double Rosy Limited were approximately US\$791 million, which were used for general corporate purposes and to on-lend to the Company for payment of partial consideration in relation to the acquisition of Joy City Projects which were completed on 4 December 2014.

Corporate Bonds

On 14 January 2016, a subsidiary of the Company issued five-year domestic corporate bonds in the total principal amount of RMB3 billion, which will be due on 14 January 2021. The corporate bonds bear interest on its outstanding principal amount at the rate of 3.20% per annum payable annually in arrears on 14 January each year. Pursuant to the terms and conditions of the corporate bonds, the coupon rate may be adjusted at the option of the subsidiary from 14 January 2019 on the condition that the subsidiary will have to announce the adjustment to the coupon rate within 20 trading days before 14 January 2019. Otherwise, the coupon rate will remain the same until the maturity date. The holders of the corporate bonds may, on giving notice to the subsidiary within 5 trading days after the announcement of the coupon rate adjustment made by the subsidiary, require early redemption of all or part of such holder's corporate bonds, together with interest accrued but unpaid to such date.

As of 14 January 2019, corporate bonds with a principal amount of about RMB2.27 billion were redeemed by the proceeds from new issuances of six-year and seven-year term unguaranteed corporate bonds in the PRC on 9 January 2019, with respective principals in the amount of RMB1.66 billion with a coupon rate of 3.94% per annum and RMB0.7 billion with a coupon rate of 4.1% per annum. Details are set out in the announcements on 8 and 10 January 2019. The adjusted coupon rate of the remaining Corporate Bonds is 3.95% for the next two years.

有擔保票據

於二零一四年十一月十八日，本集團全資附屬公司倍隆有限公司向獨立第三方發行由本公司作擔保的5年期總額為8億美元的有擔保票據，票面利率3.625%。並由本公司之中間控股公司中糧香港簽署維好協議以及承諾契據提供支持。經扣除包銷佣金及估計發售開支後，倍隆有限公司所得款項淨額約為7.91億美元。用作一般公司用途及轉借予本公司用於支付在二零一四年十二月四日完成收購的大悅城項目之部分代價。

公司債券

於二零一六年一月十四日，本公司之一間附屬公司發行五年期之境內公司債券，本金總額為人民幣30億元，將於二零二一年一月十四日到期。公司債券按尚欠本金額以年息3.20%計算每年應付利息，並按期末支付方式於每年一月十四日支付。根據公司債券之條款及條件，自二零一九年一月十四日起依該附屬公司選擇予以調整，惟該附屬公司自二零一九年一月十四日前20個交易日內宣佈票面利率會做出調整；否則票面利率將會維持不變，直至到期日。公司債券持有人可於該附屬公司公布票面利率做出調整後5個交易日內通知該附屬公司要求提早贖回該持有人全部或部分債券連同截至該日期到期應付而未付之利息。

於二零一九年一月十四日，本金額為約人民幣22.7億元的公司債券已於二零一九年一月九日在中國新發行本金額為人民幣16.6億元、票面利率為3.94%的六年期無擔保公司債券及本金額為人民幣7億元、票面利率為4.1%的七年期無擔保公司債券（詳情載於日期為二零一九年一月八日及十日的公告）所得款項而贖回。剩餘公司債券於未來兩年的經調整票面利率為3.95%。

Management Discussion and Analysis

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Medium-Term Notes

On 6 September 2017, the Company completed the issuance of the first tranche of three-year medium-term notes in a total principal amount of RMB1 billion and at the coupon rate of 4.95%.

Net Gearing Ratio

Item	項目	30 June 2019 二零一九年 六月三十日 (unaudited) (未經審核) (RMB' 000) (人民幣千元)	31 December 2018 二零一八年 十二月三十一日 (audited) (經審核) (RMB' 000) (人民幣千元)
Bank borrowings (current and non-current)	銀行借款(流動及非流動)	19,370,110	16,280,758
Guaranteed notes	有擔保票據	5,518,120	5,502,007
Corporate bonds	公司債券	4,181,610	4,108,227
Borrowings from fellow subsidiaries, non-controlling interests and third parties (current and non-current)	自同系附屬公司、非控股權益及第三方借款(流動及非流動)	3,120,217	1,702,605
Total interest-bearing borrowings	有息借款合計	32,190,057	27,593,597
Less: Cash and bank balances	扣除：現金和銀行結存	8,311,613	7,107,503
Restricted and pledged bank deposits	受限制及已抵押銀行存款	1,315,869	12,522
Net debt	淨負債	22,562,575	20,473,572
Total equity	總權益	44,937,454	45,170,784
Net debt to total equity ratio	淨負債佔總權益比率	50.2%	45.3%

Liquidity

The Group previously financed its working capital and capital expenditures with cash flows from operations, commercial bank loans and issue of bonds or notes and issue of share capital. In the future, the Group will continue to rely on cash from operating activities and business loans, and will also consider the issuance of bonds or other securities.

As of 30 June 2019, the Group had cash and cash equivalents (including restricted bank deposits and pledged deposits) of RMB9,627.5 million, mainly denominated in Renminbi, Hong Kong dollars and U.S. dollars (31 December 2018: RMB7,120.0 million).

中期票據

於二零一七年九月六日，本公司完成發行第一期中期票據，本金總額為人民幣10億元，為期三年，票面利率為4.95%。

淨負債率

Item	項目	30 June 2019 二零一九年 六月三十日 (unaudited) (未經審核) (RMB' 000) (人民幣千元)	31 December 2018 二零一八年 十二月三十一日 (audited) (經審核) (RMB' 000) (人民幣千元)
Bank borrowings (current and non-current)	銀行借款(流動及非流動)	19,370,110	16,280,758
Guaranteed notes	有擔保票據	5,518,120	5,502,007
Corporate bonds	公司債券	4,181,610	4,108,227
Borrowings from fellow subsidiaries, non-controlling interests and third parties (current and non-current)	自同系附屬公司、非控股權益及第三方借款(流動及非流動)	3,120,217	1,702,605
Total interest-bearing borrowings	有息借款合計	32,190,057	27,593,597
Less: Cash and bank balances	扣除：現金和銀行結存	8,311,613	7,107,503
Restricted and pledged bank deposits	受限制及已抵押銀行存款	1,315,869	12,522
Net debt	淨負債	22,562,575	20,473,572
Total equity	總權益	44,937,454	45,170,784
Net debt to total equity ratio	淨負債佔總權益比率	50.2%	45.3%

流動資金

本集團過往以經營所得現金流量、商業銀行借款、發行債券或票據、股本發行撥付運營資金及資本開支。未來本集團會繼續依賴經營活動所得現金及商業貸款，亦會考慮發行債券或其他證券。

於二零一九年六月三十日，本集團有現金及現金等價物(包括受限制銀行存款及已抵押存款)人民幣9,627.5百萬元，主要以人民幣、港幣及美元計值(二零一八年十二月三十一日：7,120.0百萬元)。

Management Discussion and Analysis

管理層討論與分析

The Group's net cash inflow for the six months ended 30 June 2019 amounted to RMB1,203.7 million, which included:

Net cash outflow from operating activities of RMB830.4 million, mainly attributable to the proceeds received from property sales and deposits received from property presales, the rentals from property leasing, and the revenue from hotel operations of the Group, which were partly offset by the payment for construction costs, taxation and appropriation of restricted funds.

Net cash inflow from investment activities amounted to RMB233.5 million, primarily attributable to recovery of loans to non-controlling shareholders and joint ventures, which were partially offset by the purchase and construction of investment properties, purchase of property, plant and equipment, and loans to non-controlling shareholders and associates.

Net cash inflow from financing activities was RMB1,800.7 million, primarily attributable to the addition of bank borrowings, the issuance of corporate bonds, borrowings from third parties and capital injection from minority shareholders, which were partially offset by repayment of bank loans, repayment of corporate bonds, payment of interests, repayment of borrowings from fellow subsidiaries and perpetual capital instruments.

Equity and Non-redeemable Convertible Preference Shares

Equity

		Number of shares 股份數目	Amount (HK\$'000) 金額 (港幣千元)	Amount (RMB'000) 金額 (人民幣千元)
Issued and fully paid	已發行及繳足			
Ordinary shares of HK\$0.10 each As of 31 December 2018 and 30 June 2019	每股面值0.10元港幣之普通股 於二零一八年十二月三十一日 及二零一九年六月三十日	14,231,124,858	1,423,112	1,122,414

Non-redeemable Convertible Preference Shares

As of 30 June 2019, the Company issued 1,095,300,778 non-redeemable convertible preference shares. Save for these non-redeemable convertible preference shares, there are no other issued convertible securities.

Details of movements in equity during the period are set out in Note 20 to the consolidated financial statements.

截至二零一九年六月三十日止六個月，本集團現金流入淨額為人民幣1,203.7百萬元，包括：

經營性活動現金流出淨額為人民幣830.4百萬元，主要是由於本集團收到物業銷售款及預售物業已收按金、物業租金、酒店經營收入等，部分因支付建築成本、稅費、撥付受限資金等而被抵消。

投資活動現金流入淨額為人民幣233.5百萬元，主要是由於收回非控股股東及合營企業借款，部分因購建投資物業、購置物業、廠房和設備、給予非控股股東及聯營企業借款而被抵消。

融資活動現金流入淨額為1,800.7百萬元，主要由於新增銀行借款、發行公司債、向第三方借款及吸收少數股東注資等，部分因償還銀行貸款、償還公司債券、支付利息、償還同系附屬公司及永續性資本工具而被抵消。

股本和不可贖回可轉換優先股

股本

不可贖回可轉換優先股

於二零一九年六月三十日，本公司已發行不可贖回可轉換優先股1,095,300,778股，除此不可贖回可轉換優先股外，並無其他已發行的可轉換證券。

期內股本變動詳情載於綜合財務報表附註20。

Management Discussion and Analysis

管理層討論與分析

Pledge of Assets

As of 30 June 2019, the Group's bank and other borrowings were secured by the Group's investment properties of RMB45,367.4 million, property, plant and equipment of RMB2,774.7 million, properties under development for sale of RMB6,724.7 million, the right-of-use asset of RMB528.7 million, trade receivables of RMB40.0 million and bank deposits of RMB13.4 million, details of which are set out in Note 21 to the consolidated financial statements.

Contingent Liabilities

As of 30 June 2019, details of the Group's contingent liabilities and non-compliance issues are set out in Note 27 to the consolidated financial statements. Directors of the Company believe that, based on the reasons and circumstances of those non-compliances and the advices of PRC legal counsels, the Group is unlikely to be subject to any fine, penalty or demolition or confiscation.

Capital Commitments

As of 30 June 2019, the capital expenditure contracted for the purchase and construction of investment properties and the purchase of property, plant and equipment as well as capital injection commitments to a newly established offshore fund of the Group were approximately RMB3,812.8 million (as of 31 December 2018: RMB3,728.4 million). Directors of the Company believe that the amount was not material and the Group has sufficient funds to settle the expenditures.

Interest Rate Risk

The Group is exposed to fair value interest rate risk in relation to fixed-rate loans from fellow subsidiaries and non-controlling interests, guaranteed notes and corporate bonds, and also exposed to cash flow interest rate risk in relation to variable-rate bank balances and variable-rate bank borrowings. The Group's policies are to reduce the interest rates by negotiating the terms of the interest-bearing borrowings, and explore direct financing at low interest rates such as the issuance of corporate bonds to replace the borrowings at high interest rates. For variable-rate borrowings, the Group maintains a reasonable proportion and tries to reduce the risk of interest fluctuation with interest rate swap of a certain proportion.

抵押資產

於二零一九年六月三十日，本集團的銀行及其他借款以本集團的投資性物業人民幣45,367.4百萬元、物業、廠房及設備人民幣2,774.7百萬元、在建待售物業人民幣6,724.7百萬元、使用權資產人民幣528.7百萬元、貿易應收款人民幣40.0百萬元、銀行存款人民幣13.4百萬元作為抵押。詳情載於綜合財務報表附註21。

或然負債

於二零一九年六月三十日，本集團或然負債及不合規事宜詳情載於綜合財務報表附註27，本公司董事認為，基於有關不合規事項的原因及情況以及中國法律意見，本集團不大可能面臨被處罰款、罰金或拆除或沒收的風險。

資本承擔

於二零一九年六月三十日，本集團購建投資性物業，購置物業、廠房及設備訂約的資本開支及新設立的離岸基金的注資承諾約人民幣3,812.8百萬元（於二零一八年十二月三十一日：人民幣3,728.4百萬元）。本公司董事認為金額不大，本集團有足夠資金支付。

利率風險

本集團面對與同系附屬公司、非控股權益給予的定息貸款、有擔保票據及公司債券有關的公允價值利率風險。同時面對與浮息銀行結存及浮息銀行借款有關的現金流量利率風險。本集團政策為通過磋商計息借款之條款以降低利率，並開拓低利率的直接融資渠道，如發行公司債券，以取代高利率的借款。對於浮動利息借款，本集團保持合理佔比並以一定比例的利率掉期降低利息波動風險。

Management Discussion and Analysis

管理層討論與分析

Foreign Exchange Risk

The daily transaction currency for the principal business operations of the Group is Renminbi. Save for certain bank deposits, bank and other borrowings and notes denominated in foreign currencies, the Group is not exposed to any material risk directly arising from the volatility of exchange rate. The Group will pay close attention to the change of financial environment where it operates and adjust its funding policy accordingly, such as domestic corporate bonds, to act against the change of external environment. In addition, in order to avoid exchange rate risk, the Group maintains a reasonable proportion of foreign currency borrowing and considers a certain percentage of lock in exchange rate.

Employees and Remuneration Policies

The Group attaches great importance to the selection, employment, training and retainment of talents. By continuously improving the staff selection and recruitment mechanisms, diversifying recruitment channels, building a professional talent reserve and optimising the remuneration incentive mechanism, the Group has developed a human resources management system based on the concept of “shared growth of the company and its employees”, aiming to “stimulate organisational vitality, promote talent development and enhance performance”. This has enabled the Group to attract and establish a lean, competent and highly efficient staff team, which provides HR support to fulfill of the Group’s strategic targets. As of 30 June 2019, the Group had 4,487 employees in total.

Employment

The Group, with sound recruitment process in place and diversified recruitment channels, provides equal employment opportunities for applicants and a great career development platform for employees. (1) In 2019, the Group carried out campus recruitment for the “Joy City Trainee Programme” in order to build a talent reserve for Joy City Property. On-campus recruitment is considered by the Group to be an important source of talents. It enables the Company to recruit high-caliber talents and form a new driving force for its future development. Through clear-defined recruitment criteria, unified recruitment schedule and innovative recruitment activities, the quality of employees recruited from higher education institutions has continued to improve. In 2019, the Group has recruited more than 42 graduates from some of the most prestigious universities, with more than 78% of them completing postgraduate education. (2) In order to further stimulate organisational vitality and realise the strategy of employing talents for its growth, the Group implemented “ten-hundred-thousand” talents programme in 2019 to recruit experienced high-quality talents from the market. After investigation and comprehensive assessment, dozens of professional talents were recruited, continuously strengthening the excellent team of Joy City Property.

外匯風險

本集團主要經營業務以人民幣為日常交易貨幣，除部分以外幣計值的銀行存款、銀行及其他借款及票據外，本集團並無因匯率波動而直接影響的任何重大風險。本集團密切關注所處金融環境的變化趨勢，度勢調整資金策略，如境內公司債，以適應外部環境的波動。此外，為規避匯率風險，本集團保持外幣借款合理佔比並考慮一定比例的匯率鎖定。

僱員及薪酬政策

本集團高度重視人才的選、用、育、留，不斷完善選人用人機制，拓展招聘渠道，打造專業人才梯隊，優化薪酬激勵機制，形成了以「企業與員工共同成長發展」為理念，以「激發組織活力、促進人才成長、提高業績水平」為目標的人力資源管理體系，吸引和建立了精簡幹練高效的員工團隊，為本集團戰略目標實現提供人才支持。截止到二零一九年六月三十日，本集團共有員工4,487名。

僱傭

集團通過完善的招聘流程，多元化的招聘途徑，為應聘者提供了平等的就業機會，為員工提供良好的職業發展平台。(1)2019年集團為打造大悅城地產人才搖籃，開展校園招聘「優悅生計劃」。集團始終將校園招聘作為人才培養的重要來源，為公司未來發展儲備高質量人才，打造公司發展的新生力量，通過明確的招聘標準、統一的招聘節奏、創新的招聘活動，不斷提升校園招聘人才質量。集團2019年校園招聘共計42餘人，畢業院校均為知名重點院校，研究生學歷佔比超過78%。(2)為進一步激發組織活力，實現人才強企戰略，2019年集團實施「十百千」人才工程，引進市場化高素質成熟人才；經考察、綜合評價已引進數十名專業化人才，持續打造大悅城地產優秀團隊。

Management Discussion and Analysis

管理層討論與分析

Remuneration Policies and Retirement Scheme

In order to improve its performance, attract and retain professional talents, the Group has established a sound and performance-oriented remuneration and incentive system by continuously benchmarking its remuneration against market rates. (1) In order to develop a good rapport with its staff, the Group provides competitive salaries and comprehensive benefits including pension insurance, medical insurance, maternity insurance, work-related injury insurance, unemployment insurance, housing provident fund, commercial health insurance, accident insurance and corporate annuity plan. (2) The Group continues to improve project-oriented medium and long-term incentive mechanisms at all levels, and promotes close link between compensation of core staff members and operating performance, and encourages and restricts key personnel who can influence the achievement of performance for projects. (3) The remuneration system for senior management of the Group is more focused on the link between the compensation of senior management and the Company's overall performance. The Group continues to promote stock bonus incentive programme of senior management to highlight the guidance of the Group's overall performance towards the remuneration of senior management. Meanwhile, given the current status and the future of the Company as well as the development of personal ability, the Group establishes a dynamic remuneration adjustment mechanism, so as to realise mutual development of individuals and the Group.

The Group provides its employees in Hong Kong with retirement benefits through the mandatory provident fund scheme and medical insurance. In Mainland China, the Group pays pension insurance contributions for employees in accordance with the laws and regulations of the relevant provinces and cities in China. After reaching the mandatory retirement age, employees can receive basic pension from the social security departments and enjoy the benefits of basic pension insurance. In addition, to establish a multilayer pension insurance system and provide better protection for the post-retirement living standards of its employees, the Group provides the supplementary pension scheme, "Enterprise Annuity", to eligible companies.

薪酬政策及退休計劃

為推動集團業績提升、吸引及保留專業人才，本集團持續對標市場薪酬水平，建立了較為完善的以業績為導向的薪酬激勵體系。(1)本集團為僱員提供具有競爭力的薪金以及完善的福利保障，包括養老保險、醫療保險、生育保險、工傷保險、失業保險、住房公積金、商業醫療保險、意外保險、企業年金計劃等，與僱員建立和諧一致的勞動關係。(2)不斷完善各項目層面中長期激勵機制，促進核心人才薪酬水平與經營業績緊密鏈接，激勵並約束影響項目經營業績達成的關鍵崗位人員。(3)本集團高管人員薪酬體系更加注重高管個人薪酬水平與公司整體業績的鏈接，持續推進高管人員股票獎金激勵計劃，突出集團整體業績對高管薪酬的牽引作用；同時兼顧公司的現狀、未來和個人能力的發展，建立薪酬動態調整機制，實現個人與集團的共同發展。

本集團通過強制性公積金計劃為在香港的員工提供退休福利，並提供醫療保險。在中國大陸依據有關省市法律、法規規定為員工上繳養老保險，待員工達到法定退休年齡時，可向社會保險部門領取養老金，享受基本養老保險待遇。此外，為建立多層次的養老保險體系，本集團對符合條件的公司推行「企業年金」補充養老計劃，更好地保障員工退休後的生活水平。

Management Discussion and Analysis

管理層討論與分析

Employee Training and Development

Upholding the core principle of “promoting business development and increasing the return on human resources”, the Group has established a “comprehensive and multi-level” talent training mechanism covering each stage of employees’ career path, and adopted various methods such as centralized training, action-based learning, project research and other means to help employees improve their abilities. The Group has now established a talent training system based on its “Golden Helmsman” and “Golden Seed” training programmes and with the support of “Joy Seminar” platform, as well as a dual-career-path development system for management and professionalism by integrating the features of the industry and the relevant positions. Through the “Team Members Competition” programme designed to stimulate internal competition, the “Team Members Swapping” programme designed for rotation training and the “Team Members Training” programme designed to foster young beginners, the Group facilitates internal talents exchange and the internal talent transfer and promotion, which provides a clear development path for employees.

6. Outlook

Looking ahead to the second half of 2019, China’s economy will maintain strong endogenous growth momentum. As old drivers of economic structure are replaced with new ones and new businesses and industries continue to grow and improve, China is set to see more stable economic growth, which will provide assurance for an upgrade in the domestic consumer sector. In this context, the domestic commercial real estate market still has a sound foundation and room for development.

In the future, a new round of innovative development is emerging in China’s commercial real estate market. The accelerated integration of online and offline resources in the commercial real estate market and the transformation of high-quality content and IPs into offline businesses will bring more diversified content and massive customer traffic to shopping malls. The traditional shopping model in combination with experiential environment is giving rise to subversive consumption scenarios. Sports leisure, cultural entertainment, parent-child education and other new businesses targeting the new middle-class have continued to evolve and emerge. With rising income of young people and residents in third- and fourth- tier cities, the customer base of the commercial real estate market has kept expanding. Given ample room for business expansion in third- and fourth-tier cities, the commercial real estate market still enjoys great growth potential.

員工培訓與發展

集團始終秉持「助力業務發展，提升人力回報」的核心理念，建立起覆蓋員工職業生涯各階段的「全方位，多層次」的人才培養機制，通過集中培訓、行動學習、項目調研等方式，助力員工能力提升。集團目前已建立起以「金舵手」、「金種子」培養計劃為核心，以「悅講堂」平台為輔助的人才培養體系；並結合行業及相關職位的特點，建立了管理與專業雙通道職業發展體系，通過內部競聘「競馬計劃」、輪崗鍛煉「換馬計劃」、為青年員工打造的基層鍛煉「育馬計劃」，深化內部人才交流，暢通內部人才流動渠道，為員工成長提供明確的發展途徑。

6. 未來展望

展望下半年，中國經濟仍將保持強韌的內生發展動力。經濟結構中新舊動能轉換，及新業務新產業的培育與升級都將不斷深化，中國經濟增長將更為堅定，同時也為國內消費行業升級帶來堅實保障。在這種情況下，中國商業地產市場仍具有良好的發展基礎與市場空間。

未來，商業地產市場正孕育一場新的創新發展。商業地產市場線上線下深入融合將進一步加速，優質內容與IP轉型線下業態，為商業購物中心帶來更豐富的內容與龐大的流量人群。傳統購物方式結合體驗式環境正在形成顛覆式消費場景，體育休閒、文化娛樂、親子教育等新中產新需求業態不斷發育和湧現。隨着青年人口和三四線人口收入不斷提升，商業地產服務客群不斷補充，下沉空間逐步展現，商業地產待開發潛力仍然十分巨大。

CORPORATE GOVERNANCE HIGHLIGHTS AND OTHER INFORMATION

企業管治摘要及其他資料

Corporate Governance Practices

The Company is committed to maintaining a high standard of corporate governance within a sensible framework with an emphasis on the principles of transparency, accountability and independence. The Board considers that during the six months ended 30 June 2019, the Company had complied with all code provisions as set out in the CG Code except for code provision E.1.2. Code provision E.1.2 stipulates that the chairman of the board of directors should attend the annual general meeting. The Chairman of the Board was unable to attend the annual general meeting of the Company on 30 May 2019 due to another business engagement, Mr. Cao Ronggen, the Executive Director, chaired the annual general meeting on behalf of the Chairman of the Board and was available to answer questions.

Accountability and Review

Accountability

Management provides each Director, on a monthly basis, a monthly financial reporting update, which provides each Director with a balanced and understandable assessment of the Group's performance, financial position and prospects. With such update, the Board as a whole and each Director are facilitated to discharge their duties under the Listing Rules.

The Directors acknowledge their responsibilities for preparing all information and representations contained in the financial statements of the Company for the period under review. The Directors consider that the financial statements have been prepared in conformity with the generally accepted accounting principles in Hong Kong, and reflect amounts that are based on the best estimates and reasonable, informed and prudent judgment of the Board and the management. After appropriate enquires, the Directors were not aware of any material uncertainties relating to events or conditions which may cast significant doubt upon the Company's ability to continue as a going concern. Accordingly, the Directors have prepared the financial statements of the Company on a going concern basis.

Review

Both the Audit Committee and Deloitte Touche Tohmatsu, the auditor of the Company, have reviewed the unaudited condensed consolidated financial statements of the Company for the six months ended 30 June 2019.

企業管治常規

本公司致力於切合實際範圍內維持高水準之企業管治，以強調透明度、問責性及獨立性為原則。董事會認為，於截至二零一九年六月三十日止六個月，除守則條文第E.1.2條外，本公司一直遵守《企業管治守則》所載之守則條文。常規守則條文第E.1.2條要求董事會主席應出席股東周年大會。董事會主席由於另有要務在身，未能出席二零一九年五月三十日的股東周年大會。執行董事曹榮根先生代表董事會主席主持股東周年大會，並回答會上提問。

問責及審閱

問責

管理層按月向各董事提供有關本集團表現、財務狀況及前景之均衡易明評估的每月最新財務報告。有此最新資料，董事會整體及各董事更能履行彼等於《上市規則》下之職責。

各董事承認彼等有責任編製本公司於回顧期內的財務報表所載的一切資料及陳述。各董事認為財務報表已遵照香港普遍接納會計原則編製，並反映根據董事會及管理層的最佳估計、合理知情及審慎的判斷所得的數額。經適當查詢後，董事並不知悉有關任何事件或情況的重大不明朗因素可能對本公司持續經營的能力產生重大質疑。因此，董事已按照持續經營基準編製本公司的財務報表。

審閱

審核委員會及本公司核數師德勤•關黃陳方會計師行已審閱本公司截至二零一九年六月三十日止六個月之未經審核簡明綜合財務報表。

Corporate Governance Highlights and Other Information

企業管治摘要及其他資料

Non-Competition Undertaking

Pursuant to the Non-Competition Undertaking, COFCO Corporation has undertaken in favour of the Company for itself and on behalf of its subsidiaries that, during the term of the Non-Competition Undertaking, COFCO Corporation shall not, and shall procure that none of its subsidiaries (excluding Grandjoy Holdings and its subsidiaries) shall, directly or indirectly, whether as principal or agent, and whether undertaken solely or jointly and whether through intermediate holding companies or otherwise, carry on, engage, invest, participate or otherwise be interested in any business or company which is directly or indirectly engaged in the Restricted Business in competition with the Group in the PRC and Hong Kong. After review of all relevant information during the six months ended 30 June 2019, the Independent Board Committee considered that COFCO Corporation had complied with the Non-Competition Undertaking during the six months ended 30 June 2019.

Compliance with the Model Code

The Company has adopted the Model Code as its code of conduct regarding Directors' securities transactions. After specific enquiry by the Company, all Directors have confirmed that they have complied with the required standards set out in the Model Code during the six months ended 30 June 2019.

The Company has also adopted a code for securities transactions by relevant employees (the "Employees Trading Code") based on the Model Code concerning dealings by relevant employees in the securities of the Company. Relevant employees who are likely to be in possession of unpublished inside information of the Group are required to comply with the Employee Trading Code in respect of their dealings in the securities of the Company. The terms of the Employees Trading Code are no less exacting than the required standards set out in the Model Code.

不競爭承諾

根據不競爭承諾，中糧集團向本公司（為其本身及代表其附屬公司）承諾，於不競爭承諾期間，中糧集團將不會且促使其附屬公司（大悅城控股及其附屬公司除外）不會直接或間接（無論作為當事人或代理以及是否獨立或聯同他人或透過中間控股公司或其他）於中國及香港進行、從事、投資、參與或以其他方式擁有任何直接或間接從事與本集團受限制業務構成競爭的業務或公司權益。於審閱所有截至二零一九年六月三十日止六個月的相關資料後，獨立董事委員會認為截至二零一九年六月三十日止六個月，中糧集團已遵守不競爭承諾。

《標準守則》的遵守

本公司已採納《標準守則》作為董事進行證券交易之操守守則。經本公司作出具體查詢後，各董事均已確認，於截至二零一九年六月三十日止六個月期間其已遵守《標準守則》所載之規定標準。

本公司亦已就有關僱員進行本公司證券交易採納一套根據《標準守則》而編製的有關僱員進行證券交易守則（「《僱員交易守則》」）。可能擁有本集團未公開發佈的內幕消息的有關僱員必須遵守《僱員交易守則》以進行本公司證券交易。《僱員交易守則》之條款不遜於《標準守則》所載列之規定標準。

Corporate Governance Highlights and Other Information

企業管治摘要及其他資料

Change in the Information of the Director Since Last Annual Report

The change in the information of the Director as required to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules is set out below:

Mr. ZENG Xianfeng has resigned as a non-executive Director and has ceased to be a member of the Audit Committee with effect from 30 May 2019.

Mr. CAO Ronggen has been appointed as a member of the Audit Committee with effect from 30 May 2019.

Mr. LAU Hon Chuen, Ambrose, an independent non-executive Director of the Company, has resigned as an independent non-executive director of Brightoil Petroleum (Holdings) Limited (stock code: 933), a company listed on the main board of the Stock Exchange with effect from 19 June 2019.

Material Acquisition and Disposal of Subsidiaries and Affiliated Companies

Save as disclosed in notes 24 and 25 to the consolidated financial statements, the Group did not have other material acquisition and disposal of subsidiaries, associates and joint ventures for the six months ended 30 June 2019.

Interests of Directors and Chief Executive

As at 30 June 2019, the interests and short positions of the Directors and chief executive of the Company in the shares, underlying shares and debentures of the Company and any of its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register of interests of the Company required to be kept under Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code were as follows:

自上一次年報刊發後董事資料之變動

根據上市規則第13.51B(1)條，須予披露之董事資料變更載列如下：

曾憲鋒先生自二零一九年五月三十日起辭任非執行董事，且不再擔任審核委員會成員。

曹榮根先生自二零一九年五月三十日起獲委任為審核委員會成員。

本公司獨立非執行董事劉漢銓先生自二零一九年六月十九日起辭任聯交所主板上市公司光匯石油(控股)有限公司(股份代號：933)獨立非執行董事。

重大收購及出售附屬公司及聯屬公司

除於綜合財務報表附註24及25所披露者外，本集團截至二零一九年六月三十日止六個月並無其他重大收購及出售附屬公司、聯營公司及合營公司。

董事及最高行政人員之權益

於二零一九年六月三十日，根據《證券及期貨條例》第352條規定而備存之本公司權益登記冊之記錄，或根據《標準守則》向本公司及聯交所發出之通知，各董事及本公司最高行政人員持有本公司及其任何相聯法團（定義見《證券及期貨條例》第XV部）之股份、相關股份及債權證之權益及淡倉如下：

Corporate Governance Highlights and Other Information

企業管治摘要及其他資料

Aggregate Long Position(s) in the Shares, Underlying Shares and Debentures of the Company and Its Associated Corporations

於本公司及其相聯法團之股份、相關股份及債權證中之合計好倉

Name of Directors/Chief Executive	Company/Name of associated corporations	Capacity	Number of issued ordinary shares held (Note 1) 持有已發行普通股數目 (附註1)	Approximate percentage of the issued share capital 佔已發行股本概約百分比
董事／最高行政人員姓名	本公司／相聯法團名稱	身份		
Mr. JIANG Yong 姜勇先生	The Company 本公司	Beneficial owner 實益擁有人	300,000	0.00% (Note 2) (附註2)
	China Foods Limited 中國食品有限公司	Beneficial owner 實益擁有人	50,000	0.00% (Note 3) (附註3)
Mr. LAM Kin Ming, Lawrence 林建明先生	The Company 本公司	Beneficial owner 實益擁有人	6,000	0.00% (Note 2) (附註2)

Notes:

- Long positions in the shares of the Company or its associated corporations, other than equity derivatives such as share options, warrants or convertible bonds.
- The percentage (rounded to 2 decimal places) was calculated based on the total number of ordinary shares of the Company in issue as at 30 June 2019, i.e. 14,231,124,858 ordinary shares.
- The percentage (rounded to 2 decimal places) were calculated based on the total number of ordinary shares of China Foods Limited in issue as at 30 June 2019, i.e. 2,797,223,396 ordinary shares.

附註：

- 於本公司或其相聯法團股份（不包括股本衍生工具，如購股權、認股權證或可換股債券）中之好倉。
- 該百分比（計及至小數點後兩個位）乃根據於二零一九年六月三十日已發行普通股總數（即14,231,124,858股普通股）進行計算。
- 該百分比（計及至小數點後兩個位）乃根據中國食品有限公司於二零一九年六月三十日已發行普通股份總數（即2,797,223,396股普通股份）進行計算。

Save as disclosed herein, as at 30 June 2019, none of the Directors or chief executive of the Company had any interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register of interests of the Company required to be kept under Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

除本文披露者外，於二零一九年六月三十日，根據《證券及期貨條例》第352條規定而備存之本公司權益登記冊之記錄，或根據《標準守則》向本公司及聯交所發出之通知，概無任何董事或本公司最高行政人員於本公司或其任何相聯法團（定義見《證券及期貨條例》第XV部）之股份、相關股份或債權證中擁有任何權益或淡倉。

Save as disclosed herein, at no time during the six months ended or as at 30 June 2019 was the Company or any of the Company's subsidiaries or holding companies or any subsidiary of any of the Company's holding companies a party to any arrangement to enable the Directors or their respective associates to acquire benefits by an acquisition of shares in, or debentures of, the Company or any other body corporate.

除本文披露者外，本公司或本公司任何附屬公司或控股公司或任何本公司之控股公司之任何附屬公司概無於截至二零一九年六月三十日止六個月內任何時間或於二零一九年六月三十日參與任何安排，使董事或其各自聯繫人可藉購入本公司或任何其他法人團體之股份或債權證而獲得利益。

Corporate Governance Highlights and Other Information

企業管治摘要及其他資料

Interests of Substantial Shareholders

As at 30 June 2019, the interests and short positions of substantial shareholders in the shares and underlying shares of the Company as recorded in the register of interests of the Company required to be kept under Section 336 of the SFO, or as otherwise notified to the Company and the Stock Exchange were as follow:

Aggregate Interests and Short Positions in the Shares and Underlying Shares of the Company

主要股東之權益

於二零一九年六月三十日，根據《證券及期貨條例》第336條規定而備存之本公司權益登記冊之記錄，或根據向本公司及聯交所發出之通知，主要股東持有本公司股份及相關股份之權益及淡倉如下：

於本公司之股份及相關股份之合計權益及淡倉

Name of substantial shareholders 主要股東名稱	Class of shares 股份類別	Number of shares held 所持股份數目	Approximate percentage of the issued share capital (Note 1) 佔已發行股本的概約百分比(附註1)
COFCO Corporation 中糧集團	Ordinary shares 普通股	9,501,359,644 (L) (Note 2) (附註2)	66.76%
	CPS 可轉換優先股	1,095,300,778 (L) (Note 3) (附註3)	100%
COFCO (HK) 中糧香港	Ordinary shares 普通股	9,501,359,644 (L) (Note 2) (附註2)	66.76%
	CPS 可轉換優先股	1,095,300,778 (L) (Note 3) (附註3)	100%
Vibrant Oak 明毅	Ordinary shares 普通股	9,133,667,644 (L) (Note 2) (附註2)	64.18%
Grandjoy Holdings 大悅城控股	Ordinary shares 普通股	9,133,667,644 (L)	64.18%
Achieve Bloom 得茂	Ordinary shares 普通股	367,692,000 (L)	2.58%
	CPS 可轉換優先股	1,095,300,778 (L)	100%
GIC Private Limited	Ordinary shares 普通股	1,135,920,000 (L) (Note 4) (附註4)	7.98%
Citigroup Inc.	Ordinary shares 普通股	1,074,982,763(L)	7.55%
		8,000(S)	0.00%
		1,074,928,763(P)	7.55%

Corporate Governance Highlights and Other Information

企業管治摘要及其他資料

Notes:

1. The percentages (rounded to 2 decimal places) of the Shares were calculated based on the total number of Shares in issue as at 30 June 2019, i.e. 14,231,124,858 Shares, and assuming that 1,095,300,778 CPS were not fully converted into 1,095,300,778 Shares.

The percentages of CPS were calculated based on 1,095,300,778 CPS in issue as at 30 June 2019.

2. Vibrant Oak, through its non-wholly owned subsidiary, Grandjoy Holdings, was deemed to be interested in 9,133,667,644 Shares as at 30 June 2019.

COFCO (HK), through its wholly-owned subsidiaries, Achieve Bloom and Vibrant Oak, and through its non-wholly owned subsidiary, Grandjoy Holdings, was deemed to be interested in 9,501,359,644 Shares as at 30 June 2019.

COFCO Corporation, through its wholly-owned subsidiary, COFCO (HK), was deemed to be interested in 9,501,359,644 Shares as at 30 June 2019.

3. COFCO (HK), through its wholly-owned subsidiary, Achieve Bloom, was deemed to be interested in 1,095,300,778 CPS as at 30 June 2019.

COFCO Corporation, through its wholly-owned subsidiary, COFCO (HK), was deemed to be interested in 1,095,300,778 CPS as at 30 June 2019.

4. GIC Private Limited held 1,135,920,000 Shares as investment manager as at 30 June 2019.

L. Indicates a long position.

S. Indicates a short position.

P. Indicates a lending pool.

Save as disclosed herein, as at 30 June 2019, the Company had not been notified of any other persons who had interests or short positions in the shares or underlying shares of the Company, which are required to be recorded in the register of interests of the Company required to be kept under Section 336 of the SFO.

Disclosure under Rule 13.21 of the Listing Rules

On 18 January 2018, the Company as borrower entered into a facility letter with Bank of China (Hong Kong) Limited (“BOCHK”) as lender whereby the banking facilities of (i) a term loan up to HK\$700,000,000 or its equivalent amount in USD (the “Term Loan I”); (ii) a revolving loan up to HK\$300,000,000 or its equivalent amount in USD (the “Revolving Loan”); and (iii) a treasury credit limit of HK\$60,000,000 (collectively the “Facilities I”) would be made available by the BOCHK to the Company subject to the terms and conditions of the facility letter. The Term Loan I shall be repaid in full on the date falling three years from the date of first drawdown while the Revolving Loan shall be repaid or reborrowed at the end of each interest period or shall be repaid in full on demand. Pursuant to the facility letter, if COFCO Corporation (a) fails to remain as a company under the State-owned Assets Supervision and Administration Commission of the State Council of the People’s Republic of China; and/or (b) fails to maintain as single largest shareholder and/or the management controlling position of the Company, it would constitute an event of default upon which BOCHK shall be entitled to debit at any time and from time to time thereafter all amounts due and payable by the Company in respect of the Facilities I from any of the account(s) of the Company without prior notice to the Company. Details of the transaction are set out in the announcement dated 18 January 2018.

附註：

1. 普通股百分比（計及至小數點後兩個位）乃根據於二零一九年六月三十日已發行普通股總數（即14,231,124,858股普通股，並假設1,095,300,778股可轉換優先股無悉數轉換為1,095,300,778股普通股）進行計算。

可轉換優先股百分比乃根據於二零一九年六月三十日已發行1,095,300,778股可轉換優先股進行計算。

2. 於二零一九年六月三十日，明毅被視為透過其非全資附屬公司大悅城控股於9,133,667,644股普通股中擁有權益。

於二零一九年六月三十日，中糧（香港）被視為分別透過其全資附屬公司得茂及明毅及其非全資附屬公司大悅城控股於9,501,359,644股普通股中擁有權益。

於二零一九年六月三十日，中糧集團被視為透過其全資附屬公司中糧（香港）於9,501,359,644股普通股中擁有權益。

3. 於二零一九年六月三十日，中糧（香港）被視為透過其全資附屬公司得茂於1,095,300,778股可轉換優先股中擁有權益。

於二零一九年六月三十日，中糧集團被視為透過其全資附屬公司中糧（香港）於1,095,300,778股可轉換優先股中擁有權益。

4. 於二零一九年六月三十日，GIC Private Limited作為投資管理人持有1,135,920,000股普通股。

L. 表示好倉。

S. 表示淡倉。

P. 表示可供借出的股份。

除本文披露者外，於二零一九年六月三十日，本公司並無獲悉任何其他人士持有本公司之股份或相關股份之權益或淡倉，而須登記於根據《證券及期貨條例》第336條規定而備存之本公司權益登記冊。

根據《上市規則》第13.21條作出的披露

於二零一八年一月十八日，本公司作為借款人與中國銀行（香港）有限公司（「中銀香港」）作為貸款人簽訂授信函。銀行按照授信函所載的條款及條件向本公司提供授信額度：(i)定期貸款700,000,000港元或等值之美元（「定期貸款I」）；(ii)循環貸款300,000,000港元或等值之美元（「循環貸款」）；及(iii)財務信用額度60,000,000港元（統稱「該等額度I」）。定期貸款I須於首次提款日期後滿三年當日悉數償還；而循環貸款則須於每個利息期完結時償還或再借貸，或當按中銀香港要求時全額償還。根據授信函，倘中糧集團(a)未能維持中華人民共和國國務院國有資產監督管理委員會轄下的公司；及/或(b)未能維持作為本公司單一最大股東及/或未能維持管理控制本公司，則將構成違約事件。當發生違約事件時，中銀香港有權不作另行通知隨時或之後不時於本公司的銀行帳戶中扣除本公司就有關該等額度I尚欠及應付中銀香港的所有款項。交易詳情載於日期為二零一八年一月十八日的公告。

Corporate Governance Highlights and Other Information

企業管治摘要及其他資料

On 24 September 2018, the Company as borrower entered into a facility agreement with BOCHK, Hongkong and Shanghai Banking Corporation and DBS Bank (Hong Kong) Limited (collectively, the “Lenders”) whereby a US\$350,000,000 or its Hong Kong Dollars equivalent term loan facility (the “Loan”) would be made available by the Lenders to the Company subject to the terms and conditions of the facility agreement. The loan shall be repaid on the date falling 36 months from the date of the facility agreement. Pursuant to the facility agreement, if (a) COFCO Corporation and COFCO (HK) together do not or cease to be, directly or indirectly, the single largest shareholder of the Company; and/or have management control over the Company; and/or (b) COFCO Corporation is not or ceases to be majority owned or otherwise controlled by the State-owned Assets Supervision and Administration Commission of the State Council of the People’s Republic of China or China Central Government, it would constitute an event of default upon which all or any part of the amount of the loan committed by the Lenders shall be cancelled and be reduced to zero; and/or all or part of the loans, together with accrued interest, and all other amounts accrued or outstanding be immediately due and payable. Details of the transaction are set out in the announcement dated 24 September 2018.

On 29 January 2019, the Company as borrower entered into a facility letter with a bank as lender whereby the banking facility of an uncommitted revolving loan up to HK\$500,000,000 would be made available by the bank to the Company subject to the terms and conditions of the facility letter. The expiry of the banking facility shall be determined by the bank in its sole discretion. Pursuant to the facility letter, COFCO Corporation shall remain as the single largest shareholder of the Company, otherwise, the facility letter will be terminated upon which all outstanding indebtedness in connection with the banking facility shall be repaid and settled in full. Details of the transaction are set out in the announcement dated 29 January 2019.

On 25 March 2019, Fortune Set Limited, a non-wholly owned subsidiary of the Company, (the “Fortune Set”) as borrower entered into a facility letter with a bank as lender whereby the banking facilities of (i) a term loan up to HKD1,200,000,000 or its equivalent amount in USD; and (ii) treasury credit limit up to HKD300,000,000 (the “Facilities II”) would be made available by the bank to Fortune Set subject to the terms and conditions of the facility letter. The final maturity date of the term loan shall be two years from the signing date of the facility letter and the maximum tenor of each transaction of the treasury credit limit shall be less than 3 years or up to the final maturity date of the term loan, whichever is earlier. Pursuant to the facility letter, if COFCO Corporation (a) fails to remain as a company under the State-owned Assets Supervision and Administration Commission of the State Council of the People’s Republic of China; and/or (b) fails to maintain as single largest shareholder of the Company and/or ceases to have management control over the Company, it would constitute an event of default upon which the bank shall be entitled to debit at any time and from time to time thereafter all amounts due and payable by Fortune Set in respect of the Facilities II from any of the account(s) of Fortune Set without prior notice. Details of the transaction are set out in the announcement dated 25 March 2019.

於二零一八年九月二十四日，本公司作為借款人與中銀香港、香港上海匯豐銀行有限公司和星展銀行（香港）有限公司（統稱「貸款人」）簽訂融資協議。貸款人按照融資協議所載的條款及條件向本公司提供350,000,000美元或等值港元之定期貸款額度。該貸款須於融資協議日期起計滿36個月當日悉數償還。根據融資協議，倘(a)中糧集團及中糧香港共同（直接或間接）並非或不再為本公司單一最大股東；及／或對本公司有管理控制權；及／或(b)中糧集團並非或不再大部份由國務院國有資產監督管理委員會或中國中央政府擁有或以其他方式控制，則將構成違約事件。當發生違約事件時，貸款人所承擔的貸款額的全部或任何部分應予以取消，並減至零；及／或全部或部分貸款連同應計利息及所有其他應計或未償還的款項應立即到期償還。交易詳情載於日期為二零一八年九月二十四日的公告。

於二零一九年一月二十九日，本公司作為借款人與一家銀行作為貸款人簽訂授信函。銀行按照授信函所載的條款及條件向本公司提供非承諾循環貸款500,000,000港元的授信。該授信的屆滿日應由銀行自行決定。根據授信函，中糧集團應維持作為本公司單一最大股東，否則授信函將被終止，且與該授信有關的所有未償債務應全額償還和結清。交易詳情載於日期為二零一九年一月二十九日的公告。

於二零一九年三月二十五日，本公司之非全資附屬公司立運有限公司（「立運」）作為借款人與一家銀行作為貸款人簽訂授信函。銀行按照授信函所載的條款及條件向立運提供授信額度：(i)定期貸款1,200,000,000港元或等值之美元；及(ii)財務信用額度300,000,000港元（統稱「該等額度II」）。定期貸款的最終到期日為授信函簽訂日期後滿兩年當日；而財務信用額度每筆交易的最高期限為少於三年或直至定期貸款的最終到期日，以較早者為準。根據授信函，倘中糧集團(a)未能維持中華人民共和國國務院國有資產監督管理委員會轄下的公司；及／或(b)未能維持作為本公司單一最大股東及／或不再對本公司擁有管理控制權，則將構成違約事件，惟只適用於定期貸款。當發生違約事件時，銀行有權不作另行通知隨時或之後不時於立運的銀行帳戶中扣除立運就有關該等額度II尚欠及應付銀行的所有款項。交易詳情載於日期為二零一九年三月二十五日的公告。

Corporate Governance Highlights and Other Information

企業管治摘要及其他資料

On 4 July 2019, the Company as borrower entered into facility letters with a bank as lender whereby the banking facilities of (i) a committed term loan up to HKD780,000,000 (the “Term Loan II”); and (ii) a short term loan up to HKD400,000,000 or its equivalent amount in USD (the “Short Term Loan”) (collectively the “Facilities III”) would be made available by the bank to the Company subject to the terms and conditions of the facility letters. The final maturity date of the Term Loan II shall be one year from the signing date of the facility letter while the Short Term Loan shall be one year from the issuance date of the facility letter. Pursuant to the facility letters, if COFCO Corporation (a) is not or ceases to be majority owned or otherwise controlled by the State-owned Assets Supervision and Administration Commission of the State Council of the People’s Republic of China or China Central Government; and/or (b) is not or ceases to be, directly or indirectly, the single largest shareholder of the Company and/or have management control over the Company, it would constitute an event of default upon which the Facilities III and all interest thereon, and all other sums payable thereunder shall become immediately due and payable and shall immediately be repaid or paid to the bank. Details of the transaction are set out in the announcement dated 4 July 2019.

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

During the six months ended 30 June 2019, neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company’s listed securities.

於二零一九年七月四日，本公司作為借款人與一家銀行作為貸款人簽訂授信函。銀行按照授信函所載的條款及條件向本公司提供授信額度：(i) 承諾定期貸款780,000,000港元（「定期貸款II」）；及(ii) 短期貸款400,000,000港元或等值之美元（「短期貸款」）（統稱「該等額度III」）。定期貸款II的最終到期日為該授信函簽訂日期後滿一年當日；而短期貸款的最終到期日為該授信函發出日期後滿一年當日。根據授信函，倘中糧集團(a)不是或不再是中華人民共和國國務院國有資產監督管理委員會或中國中央政府大部份擁有或以其他方式控制；及／或(b)不是或不再是本公司單一最大股東及／或對本公司擁有管理控制權（直接或間接），則將構成違約事件。當發生違約事件時，該等額度III、其所有利息及所有其他應付款項應立即到期及應付，並應立即償還或支付予銀行。交易詳情載於日期為二零一九年七月四日的公告。

購買、出售或贖回本公司之上市證券

於截至二零一九年六月三十日止六個月，本公司或其任何附屬公司概無購買、出售或贖回任何本公司之上市證券。

REPORT ON REVIEW OF CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表審閱報告

TO THE BOARD OF DIRECTORS OF JOY CITY PROPERTY LIMITED
(Incorporated in Bermuda with limited liability)

致大悅城地產有限公司董事會
(於百慕達註冊成立之有限公司)

Introduction

We have reviewed the condensed consolidated financial statements of Joy City Property Limited (the “Company”) and its subsidiaries (collectively referred to as the “Group”) set out on pages 70 to 128, which comprise the condensed consolidated statement of financial position as at 30 June 2019 and the related condensed consolidated statement of profit or loss and other comprehensive income, condensed consolidated statement of changes in equity and condensed consolidated statement of cash flows for the six-month period then ended, and certain explanatory notes. The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited require the preparation of a report on interim financial information to be in compliance with the relevant provisions thereof and Hong Kong Accounting Standard 34 “Interim Financial Reporting” (“HKAS 34”) issued by the Hong Kong Institute of Certified Public Accountants. The directors of the Company are responsible for the preparation and presentation of these condensed consolidated financial statements in accordance with HKAS 34. Our responsibility is to express a conclusion on these condensed consolidated financial statements based on our review, and to report our conclusion solely to you, as a body, in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

Scope of Review

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

Conclusion

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

Deloitte Touche Tohmatsu
Certified Public Accountants
Hong Kong

28 August 2019

緒言

本核數師已完成審閱第70頁至第128頁所載之大悅城地產有限公司(「貴公司」)及其附屬公司(以下統稱「貴集團」)之簡明綜合財務報表，該等財務報表包括於二零一九年六月三十日之簡明綜合財務狀況表及截至該日止六個月期間之相關簡明綜合損益及其他全面收益表、簡明綜合權益變動表及簡明綜合現金流量表，以及若干說明附註。根據香港聯合交易所有限公司證券上市規則規定，中期財務資料報告須按照其相關條文及香港會計師公會頒佈之香港會計準則第34號「中期財務報告」(「香港會計準則第34號」)編製。貴公司董事負責按照香港會計準則第34號編製及呈報該等簡明綜合財務報表。我們之責任是根據我們審閱工作的結果對該等簡明綜合財務報表發表意見。根據我們所協定之委聘條款，本報告僅向列位董事報告，除此之外別無其他目的。本核數師不會就本報告內容向任何其他人士負上或承擔任何責任。

審閱範圍

我們已按照香港會計師公會頒佈之香港審閱委聘準則第2410號「由實體之獨立核數師執行中期財務資料審閱」進行審閱工作。簡明綜合財務報表審閱工作包括主要向負責財務及會計事務的人員作出查詢，及進行分析性及其他審閱程序。審閱的範圍遠小於根據香港審核準則進行審核的範圍，故不能令我們可保證我們將知悉在審核中可能被發現的所有重大事項。因此，我們不會發表審核意見。

結論

根據我們的審閱結果，我們並無發現有任何事項導致我們相信簡明綜合財務報表在各重大方面未有按照香港會計準則第34號編製。

德勤•關黃陳方會計師行
執業會計師
香港

二零一九年八月二十八日

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

簡明綜合損益及其他全面收益表

For the six months ended 30 June 2019 截至二零一九年六月三十日止六個月

		Six months ended 截至下列日期止六個月	
		30.06.2019 RMB' 000 人民幣千元 (Unaudited) (未經審核)	30.06.2018 RMB' 000 人民幣千元 (Unaudited) (未經審核)
		NOTES 附註	
Revenue	收益	4	6,732,035
Cost of sales and services rendered	銷售及提供服務的成本		(3,158,956)
Gross profit	毛利		3,573,079
Other income	其他收入	5	111,577
Other gains and losses, net	其他收益及虧損淨額	6	(66,924)
Impairment losses under expected credit loss model, net of reversal	預期信貸虧損模式項下之減值虧損，扣除撥回	14	2,474
Gain on disposal of a subsidiary	出售附屬公司收益	25	-
Distribution and selling costs	分銷及銷售成本		(262,454)
Administrative expenses	行政開支		(458,271)
Fair value gain/(loss) on: investment properties	下列各項公允價值收益/(虧損): 投資物業	12	690,764
financial assets at fair value through profit or loss	透過損益按公允價值列賬之金融資產		(8,310)
Finance costs	財務成本	7	(574,007)
Share of profits of associates	應佔聯營公司溢利		401
Share of losses of joint ventures	應佔合營企業虧損		(12,470)
Profit before tax	除稅前溢利	8	2,995,859
Income tax expense	所得稅開支	9	(1,305,343)
Profit for the period	期內溢利		1,690,516
Profit for the period attributable to:	下列各項應佔期內溢利:		
Owners of the Company	本公司擁有人		877,463
Holder of perpetual capital instruments	永久性資本工具持有人		87,230
Non-controlling interests	非控股權益		725,823
			1,690,516
Basic and diluted earnings per share	每股基本及攤薄盈利	10	RMB5.7 cents 人民幣5.7分
			RMB11.0 cents 人民幣11.0分

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

For the six months ended 30 June 2019 截至二零一九年六月三十日止六個月

		Six months ended 截至下列日期止六個月	
		30.06.2019 RMB' 000 人民幣千元 (Unaudited) (未經審核)	30.06.2018 RMB' 000 人民幣千元 (Unaudited) (未經審核)
Other comprehensive expense:	其他全面開支：		
<i>Items that may be reclassified subsequently to profit or loss:</i>	<i>其後可能重新歸類至損益的項目：</i>		
Exchange differences on translation	換算匯兌差額	(11,578)	(984)
Fair value loss on hedging instruments designated in cash flow hedges	指定為現金流量對沖的對沖工具公允價值虧損	(269)	-
Other comprehensive expense for the period	期內其他全面開支	(11,847)	(984)
Total comprehensive income for the period	期內全面收入總額	1,678,669	2,261,114
Total comprehensive income for the period attributable to:	下列各項應佔期內全面收入總額：		
Owners of the Company	本公司擁有人	865,748	1,686,975
Holder of perpetual capital instruments	永久性資本工具持有人	87,230	89,413
Non-controlling interests	非控股權益	725,691	484,726
		1,678,669	2,261,114

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

簡明綜合財務狀況表

As at 30 June 2019 於二零一九年六月三十日

		NOTES 附註	30.06.2019 RMB' 000 人民幣千元 (Unaudited) (未經審核)	31.12.2018 RMB' 000 人民幣千元 (Audited) (經審核)
Non-current assets	非流動資產			
Investment properties	投資物業	12	60,356,224	58,611,949
Property, plant and equipment	物業、廠房及設備	12	3,956,098	3,314,820
Right-of-use assets	使用權資產	12	1,785,088	–
Leasehold land and land use rights	租賃土地及土地使用權		–	609,010
Intangible assets	無形資產		90,330	80,193
Interests in associates	所持聯營公司權益		135,612	154,374
Interests in joint ventures	所持合營企業權益		5,350,506	5,315,396
Loan to a joint venture	給予合營企業貸款	17	92,290	92,290
Loans to associates	給予聯營公司貸款	17	1,313,595	403,098
Financial assets at fair value through profit or loss	透過損益按公允價值列賬之金融資產		510	510
Goodwill	商譽		184,297	253,042
Deposits	按金		19,768	10,000
Deferred tax assets	遞延稅項資產		48,364	51,944
			73,332,682	68,896,626
Current assets	流動資產			
Inventories	存貨		35,181	35,561
Properties held for sale	待售物業		826,939	1,123,521
Properties under development for sale	待售在建物業		15,363,998	14,929,521
Accounts receivable	應收賬款	13	203,565	226,727
Contract costs	合約成本		42,276	43,057
Deposits, prepayments and other receivables	按金、預付款項及其他應收款項		1,223,641	1,680,035
Amount due from the ultimate holding company	應收最終控股公司款項	16	7	12
Amounts due from fellow subsidiaries	應收同系附屬公司款項	16	16,478	3,604
Amounts due from non-controlling interests	應收非控股權益款項	16	51,657	59,470
Amount due from a joint venture	應收合營企業款項	16	39,345	55,915
Amount due from an associate	應收聯營公司款項	16	190,432	113,371
Loans to associates	給予聯營公司貸款	17	917,306	1,876,354
Loans to joint ventures	給予合營企業貸款	17	689,100	1,451,659
Loan to non-controlling interests	給予非控股權益貸款	17	–	1,100,000
Tax recoverable	可收回稅項		110,846	145,031
Restricted bank deposits	受限制銀行存款	15	1,302,474	–
Pledged deposits	已抵押存款		13,395	12,522
Cash and bank balances	現金及銀行結存		8,311,613	7,107,503
			29,338,253	29,963,863
Total assets	資產總額		102,670,935	98,860,489

Condensed Consolidated Statement of Financial Position

簡明綜合財務狀況表

As at 30 June 2019 於二零一九年六月三十日

	NOTES 附註	30.06.2019 RMB' 000 人民幣千元 (Unaudited) (未經審核)	31.12.2018 RMB' 000 人民幣千元 (Audited) (經審核)
Current liabilities	流動負債		
Accounts payable	應付賬款	1,685,092	2,143,707
Other payables and accruals	其他應付款項及應計費用	5,879,883	5,847,456
Lease liabilities	租賃負債	34,948	-
Contract liabilities	合約負債	4,358,477	6,959,696
Amount due to the ultimate holding company	應付最終控股公司款項	6,177	1,159
Amount due to an intermediate holding company	應付中間控股公司款項	682	61
Amount due to the immediate holding company	應付直接控股公司款項	559,440	-
Amounts due to non-controlling interests	應付非控股權益款項	1,933,165	1,843,205
Amounts due to joint ventures	應付合營企業款項	16	5
Amounts due to fellow subsidiaries	應付同系附屬公司款項	82,105	95,325
Loans from fellow subsidiaries	同系附屬公司給予的貸款	627,459	410,200
Loan from a third party	第三方給予的貸款	19,536	-
Bank borrowings	銀行借款	1,717,744	1,595,961
Income tax and land appreciation tax payables	應付所得稅及土地增值稅	1,471,378	916,319
Deferred income	遞延收入	1,978	2,074
Guaranteed notes	有擔保票據	5,518,120	5,502,007
Bonds payable	應付債券	57,915	2,360,148
Other financial liabilities	其他金融負債	2,285	-
		23,956,400	27,677,323
Net current assets	流動資產淨值	5,381,853	2,286,540
Total assets less current liabilities	總資產減流動負債	78,714,535	71,183,166
Non-current liabilities	非流動負債		
Other payables and accruals	其他應付款項及應計費用	922,192	836,547
Loan from non-controlling interests	非控股權益給予的貸款	652,095	672,233
Loans from fellow subsidiaries	同系附屬公司給予的貸款	863,863	620,172
Loan from a third party	第三方給予的貸款	957,264	-
Bank borrowings	銀行借款	17,652,366	14,684,797
Lease liabilities	租賃負債	157,187	-
Deferred tax liabilities	遞延稅項負債	7,490,458	7,403,751
Contract liabilities	合約負債	873,871	-
Bonds payable	應付債券	4,123,695	1,748,079
Amounts due to fellow subsidiaries	應付同系附屬公司款項	32,673	19,147
Amount due to an intermediate holding company	應付中間控股公司款項	-	618
Other financial liabilities	其他金融負債	-	2,016
Amount due to non-controlling interest	應付非控股權益款項	51,417	25,022
		33,777,081	26,012,382
Net assets	資產淨值	44,937,454	45,170,784

Condensed Consolidated Statement of Financial Position

簡明綜合財務狀況表

As at 30 June 2019 於二零一九年六月三十日

		NOTE 附註	30.06.2019 RMB'000 人民幣千元 (Unaudited) (未經審核)	31.12.2018 RMB'000 人民幣千元 (Audited) (經審核)
Capital and reserves	股本及儲備			
Share capital	股本	20	1,122,414	1,122,414
Reserves	儲備		27,144,080	27,086,602
Equity attributable to the owners of the Company	本公司擁有人應佔權益		28,266,494	28,209,016
Perpetual capital instruments	永久性資本工具		1,630,556	2,743,326
Non-controlling interests	非控股權益		15,040,404	14,218,442
Total equity	總權益		44,937,454	45,170,784

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

簡明綜合權益變動表

For the six months ended 30 June 2019 截至二零一九年六月三十日止六個月

		Attributable to owners of the Company 本公司擁有人應佔													
		Ordinary share capital	Share premium	Non- redeemable convertible preference shares 不可贖回	Special reserve	Other reserve	Capital reserve	Statutory reserve	Property revaluation reserve	Foreign currency translation reserve	Retained profits	Sub-total	Perpetual capital instruments 永久性 資本工具	Non- controlling interests	Total equity
		RMB' 000	RMB' 000	RMB' 000	RMB' 000	RMB' 000	RMB' 000	RMB' 000	RMB' 000	RMB' 000	RMB' 000	RMB' 000	RMB' 000	RMB' 000	RMB' 000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
At 31 December 2018 (audited)	於二零一八年十二月 三十一日(經審核)	1,122,414	17,993,202	1,722,317	(20,801,408)	2,799,531	6,140,228	768,000	76,497	(120,861)	18,509,096	28,209,016	2,743,326	14,218,442	45,170,784
Profit and other comprehensive (expense)/income for the period	期內溢利及其他全面 (開支)/收入	—	—	—	—	(137)	—	—	—	(11,578)	877,463	865,748	87,230	725,691	1,678,669
Repayment of perpetual capital Instruments (Note)	償還永久性資本工具 (附註)	—	—	—	—	—	—	—	—	—	—	—	(1,200,000)	—	(1,200,000)
Dividend declared to non-controlling interests	向非控股權益宣派的股息	—	—	—	—	—	—	—	—	—	—	—	—	(171,148)	(171,148)
Final 2018 dividend declared (Note 11)	已宣派二零一八年 末期股息(附註11)	—	—	—	—	—	—	—	—	—	(808,270)	(808,270)	—	—	(808,270)
Acquisition of subsidiaries (Note 24)	收購附屬公司(附註24)	—	—	—	—	—	—	—	—	—	—	—	—	167,694	167,694
Deregistration of a subsidiary	注銷一家附屬公司	—	—	—	—	—	—	—	—	—	—	—	—	(275)	(275)
Capital injection by non-controlling interests	非控股權益注資	—	—	—	—	—	—	—	—	—	—	—	—	100,000	100,000
At 30 June 2019 (unaudited)	於二零一九年六月三十日 (未經審核)	1,122,414	17,993,202	1,722,317	(20,801,408)	2,799,394	6,140,228	768,000	76,497	(132,439)	18,578,289	28,266,494	1,630,556	15,040,404	44,937,454

Note:

The Group repaid perpetual capital instruments with principal amount of RMB1,200 million to the ultimate holding company during the current interim period.

附註：

於本中期中間，本集團已向最終控股公司償還永久性資本工具，本金金額為人民幣1,200百萬元。

Condensed Consolidated Statement of Changes in Equity

簡明綜合權益變動表

For the six months ended 30 June 2019 截至二零一九年六月三十日止六個月

		Attributable to owners of the Company 本公司擁有人應佔													
		Ordinary share capital	Share premium	Non- redeemable convertible preference shares 不可贖回	Special reserve	Other reserve	Capital reserve	Statutory reserve	Property revaluation reserve	Foreign currency translation reserve	Retained profits	Sub-total	Perpetual capital instruments 永久性 資本工具	Non- controlling interests	Total equity
		普通股本	股份溢價	可轉換優先股	特別儲備	其他儲備	資本儲備	法定儲備	重估儲備	換算儲備	保留溢利	小計	資本工具	非控股權益	總權益
		RMB' 000	RMB' 000	RMB' 000	RMB' 000	RMB' 000	RMB' 000	RMB' 000	RMB' 000	RMB' 000	RMB' 000	RMB' 000	RMB' 000	RMB' 000	RMB' 000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
At 1 January 2018 (audited)	於二零一八年一月一日 (經審核)	1,122,414	17,993,202	1,722,317	(20,801,408)	3,137,029	6,140,228	643,466	78,944	(31,331)	17,028,608	27,033,469	2,767,681	12,696,866	42,498,016
Profit and other comprehensive (expense)/income for the period	期內溢利及其他全面 (開支)/收入	-	-	-	-	-	-	-	-	(984)	1,667,959	1,686,975	89,413	484,726	2,261,114
Repayment of perpetual capital instruments	償還永久性資本工具	-	-	-	-	-	-	-	-	-	-	-	(200,000)	-	(200,000)
Dividend declared to non-controlling interests	向非控股權益宣派的股息	-	-	-	-	-	-	-	-	-	-	-	-	(89,500)	(89,500)
Final 2017 dividend declared (Note 11)	已宣派二零一七年末期股息 (附註11)	-	-	-	-	-	-	-	-	-	(500,696)	(500,696)	-	-	(500,696)
Statutory reserve appropriation	法定儲備撥款	-	-	-	-	-	-	10,385	-	-	(10,385)	-	-	-	-
Others	其他	-	-	-	-	-	-	-	(2,447)	-	2,447	-	-	-	-
At 30 June 2018 (unaudited)	於二零一八年六月三十日 (未經審核)	1,122,414	17,993,202	1,722,317	(20,801,408)	3,137,029	6,140,228	653,851	76,497	(32,315)	18,207,933	28,219,748	2,657,094	13,092,092	43,968,934

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

簡明綜合現金流量表

For the six months ended 30 June 2019 截至二零一九年六月三十日止六個月

		Six months ended 截至下列日期止六個月	
		30.06.2019	30.06.2018
		RMB' 000	RMB' 000
		人民幣千元	人民幣千元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Net cash (used in)/from operating activities (Note)	經營活動(所用)/所得現金淨額(附註)	(830,436)	3,088,277
Cash flows from investing activities	投資活動所得現金流量		
Interest received	已收利息	-	56,146
Payments for investment properties	投資物業付款	(881,867)	(744,364)
Payments for property, plant and equipment	物業、廠房及設備付款	(90,282)	(270,138)
Payments for intangible assets	無形資產付款	(18,780)	(5,541)
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備所得款項	2,122	31,869
Proceeds from disposal of intangible assets	出售無形資產所得款項	1,398	-
Loans to joint ventures	給予合營企業的貸款	-	(9,800)
Recovery of loans to joint ventures	收回給予合營企業的貸款	534,100	-
Net cash inflow on acquisition of subsidiaries	收購附屬公司的淨現金流入	304	-
Recovery of loan from a third party on acquisition of a subsidiary	收回第三方就收購一間附屬公司給予的貸款	(338,982)	-
Acquisition of interests in associates	收購聯營公司權益	-	(67,879)
Acquisition of interests in a joint venture	收購一間合營企業的權益	-	(50)
Capital injection to a joint venture	向一間合營企業的注資	(65,000)	-
Settlements from fellow subsidiaries	同系附屬公司結算	-	16,715
Loans to associates	給予聯營公司的貸款	(122,731)	(759,306)
Loan to non-controlling interests	給予非控股權益的貸款	(750,000)	(750,000)
Recovery of loan to non-controlling interests	收回給予非控股權益的貸款	1,850,000	-
Net cash inflow on disposal of a subsidiary	出售一間附屬公司的淨現金流入	-	662,541
Settlements from non-controlling interests	非控股權益結算	19,600	-
Advance to non-controlling interests	給予非控股權益的墊款	(75,418)	-
Recovery of loans to associates	收回給予聯營公司的貸款	171,282	-
Advance to associates	給予聯營公司的墊款	(1,416)	(1,197)
Increase in pledged deposits	已抵押存款增加	(873)	(1,502)
Net cash from/(used in) investing activities	投資活動所得/(所用)現金淨額	233,457	(1,842,506)

Condensed Consolidated Statement of Cash Flows

簡明綜合現金流量表

For the six months ended 30 June 2019 截至二零一九年六月三十日止六個月

		Six months ended 截至下列日期止六個月	
		30.06.2019	30.06.2018
		RMB' 000	RMB' 000
		人民幣千元	人民幣千元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Cash flows from financing activities	融資活動所得現金流量		
Interest paid	已付利息	(444,264)	(316,865)
Interest paid to guaranteed notes holders	向有擔保票據持有人支付之利息	(99,828)	(91,361)
Interest paid to corporate bonds holders	向公司債券持有人支付之利息	(96,000)	(96,000)
Repayment of perpetual capital instruments	償還永久性資本工具	(1,200,000)	(200,000)
Issue of bonds	發行債券	2,349,774	–
Repayment of bonds payable	償還應付債券	(2,267,788)	–
Proceeds from bank borrowings	銀行借款所得款項	4,283,557	2,068,871
Repayment of bank borrowings	償還銀行借款	(1,882,752)	(666,031)
Repayment of leases liabilities	償還租賃負債	(13,184)	–
Advance from the ultimate holding company	最終控股公司給予的墊款	5,018	4,948
Loans from fellow subsidiaries	同系附屬公司給予的貸款	259,171	100,146
Loan from a third party	第三方給予的貸款	976,800	622,730
Repayment of loans from fellow subsidiaries	償還同系附屬公司給予的貸款	(117,600)	(6,150)
Repayment of loans from non-controlling interests	償還非控股權益給予的貸款	(20,917)	–
Repayment to fellow subsidiaries	償還同系附屬公司款項	(24,584)	(37,113)
Advance from non-controlling interests	非控股權益給予的墊款	–	14,678
Dividend paid to non-controlling interests	向非控股權益派付的股息	(6,751)	(273,014)
Contribution from non-controlling interests	非控股權益注資	100,000	–
Net cash from financing activities	融資活動所得現金淨額	1,800,652	1,124,839
Net increase in cash and cash equivalents	現金及現金等價物增加淨額	1,203,673	2,370,610
Cash and cash equivalents at the beginning of period	期初之現金及現金等價物	7,107,503	9,127,596
Effects of exchange rate changes on the balance of cash held in foreign currencies	以外幣持有之現金結餘之匯率變動影響	437	21,742
Cash and cash equivalents at the end of period	期末之現金及現金等價物	8,311,613	11,519,948

Note:

The net cash outflows used in operating activities for the current interim period was mainly due to the increase in restricted bank deposits, which are designated for relocating existing residents on the lands on which certain property development projects of the Group are located, amounting to RMB1,302,474,000 as at 30 June 2019, details of which are set out in Note 15 to these condensed consolidated financial statements.

附註：

於本中期間經營活動中動用的現金流出淨額主要是由於受限制銀行存款增加所致，其用於遷移本集團若干物業開發項目所在土地上的現有居民，於2019年6月30日金額為人民幣1,302,474,000元。詳情載於本簡明綜合財務報表附註15。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

For the six months ended 30 June 2019 截至二零一九年六月三十日止六個月

1. General Information

Joy City Property Limited (the “Company”, together with its subsidiaries, collectively referred to as the “Group”) was incorporated in Bermuda with limited liability and its ordinary shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”).

The principal activity of the Company is investment holding. The Company’s subsidiaries are principally involved in investment holding, property investment and development and hotel operations.

The immediate holding company of the Company changed from Vibrant Oak Limited, a company incorporated in the British Virgin Islands, to Grandjoy Holdings Group Co., Ltd (“Grandjoy Holdings”, formally known as COFCO Property (Group) Co., Ltd.), a company established in the People’s Republic of China (the “PRC”) with its A shares listed on the Shenzhen Stock Exchange, in January 2019. Vibrant Oak Limited and Grandjoy Holdings are both under common control of COFCO (Hong Kong) Limited (the “COFCO (HK)”), an intermediate holding company of the Company. In the opinion of the directors of the Company (the “Directors”), before and subsequent to the change of immediate holding company, the ultimate holding company of the Company is COFCO Corporation, a company established in the PRC.

The condensed consolidated financial statements are presented in Renminbi (“RMB”), the currency of the primary economic environment in which most of the group entities operate (the functional currency of the Company and most of the entities comprising the Group), and all values are rounded to the nearest thousand (‘000) unless otherwise indicated.

2. Basis of Preparation

The condensed consolidated financial statements for the six months ended 30 June 2019 have been prepared in accordance with Hong Kong Accounting Standard (“HKAS”) 34 *Interim Financial Reporting* issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”) as well as with the applicable disclosure requirements of Appendix 16 to The Rules Governing the Listing of Securities on the Stock Exchange. The condensed consolidated financial statements do not include all the information and disclosures required in the annual financial statements, and should be read in conjunction with the Group’s financial statements for the year ended 31 December 2018.

1. 一般事項

大悅城地產有限公司(「本公司」, 連同其附屬公司, 統稱「本集團」) 為於百慕達註冊成立之有限公司, 其普通股於香港聯合交易所有限公司(「聯交所」) 主板上市。

本公司之主要業務為投資控股。本公司之附屬公司主要從事投資控股、物業投資及發展及酒店經營。

本公司的直接控股公司由明毅有限公司(一間於英屬處女群島註冊成立的公司) 變更為大悅城控股集團股份有限公司(簡稱「大悅城控股」, 前稱中糧地產(集團)股份有限公司)(一間於中華人民共和國(「中國」) 成立的公司, 其A股於二零一九年一月在深圳證券交易所上市)。明毅有限公司及大悅城控股均受中糧集團(香港)有限公司(「中糧(香港)」)(本公司的一間中間控股公司) 的共同控制。本公司董事(「董事」) 認為, 於直接控股公司變更前後, 本公司的最終控股公司為中糧集團(一間於中國成立的公司)。

簡明綜合財務報表以大部分集團實體經營所處主要經濟環境之貨幣(本公司及本集團旗下大部分實體之功能貨幣) 人民幣(「人民幣」) 列示, 除另有指明外, 所有值均四捨五入至最接近千位(「千元」)。

2. 編製基準

截至二零一九年六月三十日止六個月之簡明綜合財務報表乃按照香港會計師公會(「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」及適用之聯交所證券上市規則附錄十六披露規定編製。簡明綜合財務報表不包括須於年度財務報表載列之所有資料及披露, 並應與本集團截至二零一八年十二月三十一日止年度之財務報表一併閱讀。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 June 2019 截至二零一九年六月三十日止六個月

3. Principal Accounting Policies

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

Other than changes in accounting policies resulting from application of new and amendments to 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 June 2019 are the same as those presented in the Group’s annual financial statements for the year ended 31 December 2018.

Application of new and amendments to HKFRSs

In the current interim period, the Group has applied, for the first time, the following new and amendments to HKFRSs issued by the HKICPA which are mandatory effective for the annual period beginning on or after 1 January 2019 for the preparation of the Group’s condensed consolidated financial statements:

HKFRS 16	<i>Leases</i>
HK(IFRIC)-Int 23	<i>Uncertainty over Income Tax Treatments</i>
Amendments to HKAS 19	<i>Plan Amendment, Curtailment or Settlement</i>
Amendments to HKAS 28	<i>Long-term Interests in Associates and Joint Ventures</i>
Amendments to HKFRSs	<i>Annual Improvements to HKFRSs 2015-2017 Cycle</i>

Except as described below, the application of the new and amendments to HKFRSs in the current period has had no material impact on the Group’s financial performance and positions for the current and prior periods and/or on the disclosures set out in these condensed consolidated financial statements.

3. 主要會計政策

除按公允價值計量的投資物業及若干金融工具外，簡明綜合財務報表按歷史成本編製。

除應用新訂及經修訂香港財務報告準則（「香港財務報告準則」）導致的會計政策變動外，截至二零一九年六月三十日止六個月的簡明綜合財務報表所用會計政策及計算方式與截至二零一八年十二月三十一日止年度本集團年度財務報表所呈列者相同。

應用新訂及經修訂香港財務報告準則

於本中期期間，本集團已首次應用下列由香港會計師公會頒佈並於二零一九年一月一日或之後開始的年度期間強制生效的新訂及經修訂香港財務報告準則，以編製本集團簡明綜合財務報表：

香港財務報告準則第16號	<i>租賃</i>
香港（國際財務報告詮釋委員會）— 詮釋第23號	<i>所得稅處理之不確定性</i>
香港會計準則第19號（修訂本）	<i>計劃修訂、削減或結算</i>
香港會計準則第28號（修訂本）	<i>於聯營公司及合營企業的長期權益</i>
香港財務報告準則（修訂本）	<i>香港財務報告準則二零一五年至二零一七年週期之年度改進</i>

除下文所述者外，於本期間應用新訂及經修訂香港財務報告準則對本集團於本期間及過往期間之財務表現及狀況及／或對此等簡明綜合財務報表所載之披露資料並無重大影響。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 June 2019 截至二零一九年六月三十日止六個月

3. Principal Accounting Policies (Continued) 3. 主要會計政策 (續)

Application of new and amendments to HKFRSs (Continued)

3.1 Impacts and changes in accounting policies of application on HKFRS 16 Leases

The Group has applied HKFRS 16 for the first time in the current interim period. HKFRS 16 superseded HKAS 17 *Leases* ("HKAS 17"), and the related interpretations.

3.1.1 Key changes in accounting policies resulting from application of HKFRS 16

The Group applied the following accounting policies in accordance with the transition provisions of HKFRS 16.

Definition of a lease

A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

For contracts entered into or modified on or after the date of initial application, the Group assesses whether a contract is or contains a lease based on the definition under HKFRS 16 at inception or modification date. Such contract will not be reassessed unless the terms and conditions of the contract are subsequently changed.

As a lessee

Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to leases of office building that have a lease term of 12 months or less from the commencement date and do not contain a purchase option. It also applies the recognition exemption for lease of low-value assets. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

應用新訂及經修訂香港財務報告準則 (續)

3.1 應用香港財務報告準則第16號租賃的會計政策影響及變動

本集團已於本中期期間首次應用香港財務報告準則第16號。香港財務報告準則第16號已取代香港會計準則第17號租賃(「香港會計準則第17號」)及相關詮釋。

3.1.1 應用香港財務報告準則第16號導致會計政策的主要變動

本集團根據香港財務報告準則第16號的過渡條文應用下列會計政策。

租賃的定義

倘合約為換取代價而給予一段時間內控制可識別資產使用的權利，則該合約是租賃或包含租賃。

就於首次應用日期或之後訂立或修改的合約而言，本集團根據香港財務報告準則第16號定義於初始或修改日期評估該合約是否為租賃或包含租賃。除非合約的條款及條件其後出現變動，否則有關合約將不予重新評估。

作為承租人

短期租賃及低價值資產租賃

對於租期自開始日期起計十二個月或以內且並無包含購買選擇權的辦公樓宇租賃，本集團應用短期租賃確認豁免。本集團亦對低價值資產租賃應用確認豁免。短期租賃及低價值資產租賃的租賃付款按直線法基準於租期內確認為開支。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 June 2019 截至二零一九年六月三十日止六個月

3. Principal Accounting Policies (Continued)

Application of new and amendments to HKFRSs (Continued)

3.1 Impacts and changes in accounting policies of application on HKFRS 16 Leases (Continued)

3.1.1 Key changes in accounting policies resulting from application of HKFRS 16 (Continued)

As a lessee (Continued)

Right-of-use assets

Except for short-term leases and leases of low value assets, the Group recognises right-of-use assets at the commencement date of the lease (i.e. the date the underlying asset is available for use). Except for those that are classified as investment properties and measured under fair value model, right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities.

The cost of right-of-use asset includes:

- the amount of the initial measurement of the lease liability;
- any lease payments made at or before the commencement date, less any lease incentives received;
- any initial direct costs incurred by the Group; and
- an estimate of costs to be incurred by the Group in dismantling and removing the underlying assets, restoring the site on which it is located or restoring the underlying asset to the condition required by the terms and conditions of the lease, unless those costs are incurred to produce inventories.

Right-of-use assets in which the Group is reasonably certain to obtain ownership of the underlying leased assets at the end of the lease term is depreciated from commencement date to the end of the useful life. Otherwise, right-of-use assets are depreciated on a straight-line basis over the shorter of its estimated useful life and the lease term.

3. 主要會計政策 (續)

應用新訂及經修訂香港財務報告準則 (續)

3.1 應用香港財務報告準則第16號租賃的會計政策影響及變動 (續)

3.1.1 應用香港財務報告準則第16號導致會計政策的主要變動 (續)

作為承租人 (續)

使用權資產

除短期租賃及低價值資產租賃外，本集團於租賃開始日期（即相關資產可供使用的日期）確認使用權資產。除獲分類為投資物業並按公允價值模型計量者外，使用權資產按成本計量，減任何累計折舊及減值虧損，並就租賃負債的任何重新計量作出調整。

使用權資產的成本包括：

- 租賃負債的初步計量金額；
- 於開始日期或之前作出的任何租賃付款減去任何已收租賃優惠；
- 本集團產生的任何初步直接成本；及
- 本集團拆解及搬遷相關資產、復原所在場地或復原相關資產至租賃條款及條件所規定的狀況而產生的成本估計，除非該等成本乃為生產存貨而產生。

就本集團能於租期結束時合理確定獲取相關租賃資產所有權的使用權資產而言，有關使用權資產自開始日期起至可使用年期結束期間計提折舊。否則，使用權資產按直線基準於其估計可使用年期及租期（以較短者為準）內計提折舊。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 June 2019 截至二零一九年六月三十日止六個月

3. Principal Accounting Policies (Continued) 3. 主要會計政策 (續)

Application of new and amendments to HKFRSs (Continued)

應用新訂及經修訂香港財務報告準則 (續)

3.1 Impacts and changes in accounting policies of application on HKFRS 16 Leases (Continued)

3.1 應用香港財務報告準則第16號租賃的會計政策影響及變動 (續)

3.1.1 Key changes in accounting policies resulting from application of HKFRS 16 (Continued)

3.1.1 應用香港財務報告準則第16號導致會計政策的主要變動 (續)

As a lessee (Continued)

作為承租人 (續)

Right-of-use assets (Continued)

使用權資產 (續)

The Group presents right-of-use assets that do not meet the definition of investment property as a separate line item on the consolidated statement of financial position. The right-of-use assets that meet the definition of investment property are presented within “investment properties”.

本集團於綜合財務狀況表將不符合投資物業定義的使用權資產呈列為單獨項目。符合投資物業定義的使用權資產於「投資物業」內呈列。

Lease liabilities

租賃負債

At the commencement date of a lease, the Group recognizes and measures the lease liability at the present value of lease payments that are unpaid at that date. In calculating the present value of lease payments, the Group uses the incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable.

於租賃開始日期，本集團按於該日未付的租賃付款現值確認及計量租賃負債。於計算租賃付款現值時，倘租賃隱含的利率難以釐定，則本集團使用租賃開始日期的增量借款利率計算。

The lease payments include:

租賃付款包括：

- fixed payments (including in-substance fixed payments) less any lease incentives receivable;
- variable lease payments that depend on an index or a rate;
- amounts expected to be paid under residual value guarantees;

- 固定付款 (包括實質固定付款) 減任何應收租賃優惠；
- 跟隨指數或利率而定的可變租賃付款；
- 根據剩餘價值擔保預期將支付的金額；

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 June 2019 截至二零一九年六月三十日止六個月

3. Principal Accounting Policies (Continued)

Application of new and amendments to HKFRSs (Continued)

3.1 Impacts and changes in accounting policies of application on HKFRS 16 Leases (Continued)

3.1.1 Key changes in accounting policies resulting from application of HKFRS 16 (Continued)

As a lessee (Continued)

Lease liabilities (Continued)

- the exercise price of a purchase option reasonably certain to be exercised by the Group; and
- payments of penalties for terminating a lease, if the lease term reflects the Group exercising the option to terminate.

After the commencement date, lease liabilities are adjusted by interest accretion and lease payments.

The Group remeasures lease liabilities (and makes a corresponding adjustment to the related right-of-use assets) whenever:

- the lease term has changed or there is a change in the assessment of exercise of a purchase option, in which case the related lease liability is remeasured by discounting the revised lease payments using a revised discount rate at the date of reassessment.
- the lease payments change due to changes in market rental rates following a market rent review in which cases the related lease liability is remeasured by discounting the revised lease payments using the initial discount rate.

3. 主要會計政策 (續)

應用新訂及經修訂香港財務報告準則 (續)

3.1 應用香港財務報告準則第16號租賃的會計政策影響及變動 (續)

3.1.1 應用香港財務報告準則第16號導致會計政策的主要變動 (續)

作為承租人 (續)

租賃負債 (續)

- 本集團合理確定行使購買權的行使價；及
- 倘租期反映本集團會行使選擇權終止租賃，則為終止租賃的罰款。

於開始日期後，租賃負債就應計利息及租賃付款作出調整。

倘出現以下情況，本集團重新計量租賃負債（並對相關使用權資產作出相應調整）：

- 租賃期有所變動或行使購買選擇權的評估發生變化，在此情況下，相關租賃負債透過使用重新評估日期的經修訂貼現率貼現經修訂租賃付款而重新計量。
- 租賃付款因進行市場租金調查後市場租金變動而出現變動，在此情況下，相關租賃負債使用初始貼現率貼現經修訂租賃付款而重新計量。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 June 2019 截至二零一九年六月三十日止六個月

3. Principal Accounting Policies (Continued) 3. 主要會計政策 (續)

Application of new and amendments to HKFRSs (Continued)

3.1 Impacts and changes in accounting policies of application on HKFRS 16 Leases (Continued)

3.1.1 Key changes in accounting policies resulting from application of HKFRS 16 (Continued)

As a lessee (Continued)

Lease modifications

The Group accounts for a lease modification as a separate lease if:

- the modification increases the scope of the lease by adding the right to use one or more underlying assets; and
- the consideration for the leases increases by an amount commensurate with the stand-alone price for the increase in scope and any appropriate adjustments to that stand-alone price to reflect the circumstances of the particular contract.

For a lease modification that is not accounted for as a separate lease, the Group remeasures the lease liability based on the lease term of the modified lease by discounting the revised lease payments using a revised discount rate at the effective date of the modification.

Taxation

For the purposes of measuring deferred tax for leasing transactions in which the Group recognises the right-of-use assets and the related lease liabilities, the Group first determines whether the tax deductions are attributable to the right-of-use assets or the lease liabilities.

For leasing transactions in which the tax deductions are attributable to the lease liabilities, the Group applies HKAS 12 *Income Taxes* requirements to the leasing transaction as a whole. Temporary differences relating to right-of-use assets and lease liabilities are assessed on a net basis. Excess of depreciation on right-of-use assets over the lease payments for the principal portion of lease liabilities resulting in net deductible temporary differences.

應用新訂及經修訂香港財務報告準則 (續)

3.1 應用香港財務報告準則第16號租賃的會計政策影響及變動 (續)

3.1.1 應用香港財務報告準則第16號導致會計政策的主要變動 (續)

作為承租人 (續)

租賃修改

倘出現以下情況，本集團將租賃修改作為一項單獨租賃進行入賬：

- 該項修改透過增加使用一項或多項相關資產的權利擴大了租賃範圍；及
- 調高租賃的代價，增加的金額相當於範圍擴大對應的單獨價格，加上按照特定合約的實際情況對單獨價格進行的任何適當調整。

就未作為一項單獨租賃入賬的租賃修改而言，本集團基於透過使用修改生效日期的經修訂貼現率貼現經修訂租賃付款的經修改租賃的租期重新計量租賃負債。

稅項

就計量本集團確認使用權資產及相關租賃負債的租賃交易的遞延稅項而言，本集團首先釐定稅項減扣應歸屬於使用權資產還是租賃負債。

就稅項扣減歸屬於租賃負債的租賃交易而言，本集團對整個租賃交易應用香港會計準則第12號所規定。使用權資產及租賃負債的相關暫時性差異按淨額基準課稅。使用權資產的折舊超出租賃負債本金部分的租賃付款產生可扣減暫時性差異淨額。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 June 2019 截至二零一九年六月三十日止六個月

3. Principal Accounting Policies (Continued) 3. 主要會計政策 (續)

Application of new and amendments to HKFRSs (Continued)

應用新訂及經修訂香港財務報告準則 (續)

3.1 Impacts and changes in accounting policies of application on HKFRS 16 Leases (Continued)

3.1 應用香港財務報告準則第16號租賃的會計政策影響及變動 (續)

3.1.1 Key changes in accounting policies resulting from application of HKFRS 16 (Continued)

3.1.1 應用香港財務報告準則第16號導致會計政策的主要變動 (續)

As a lessor

作為出租人

Lease modification

租賃修改

The Group accounts for a modification to an operating lease as a new lease from the effective date of the modification, considering any prepaid or accrued lease payments relating to the original lease as part of the lease payments for the new lease.

本集團將經營租賃的修改作為一項自修改生效日期起的新租賃進行入賬，並將與原租賃相關的任何預付或應計租賃付款視為新租賃的租賃付款一部分。

Sale and leaseback transactions

售後回租交易

The Group acts as a seller-lessee

本集團作為出售承租人

The Group applies the requirements of HKFRS 15 to assess whether sale and leaseback transaction constitutes a sale by the Group as a seller-lessee. For a transfer that does not satisfy the requirements as a sale, the Group accounts for the transfer proceeds as borrowing within the scope of HKFRS 9.

本集團根據香港財務報告準則第15號規定評估售後回租交易是否構成本集團作為出售承租人的出售事項。就不符合作為出售事項規定的轉讓而言，本集團在香港財務報告準則第9號範圍內將轉讓所得款項作為借款入賬。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 June 2019 截至二零一九年六月三十日止六個月

3. Principal Accounting Policies (Continued) 3. 主要會計政策 (續)

Application of new and amendments to HKFRSs (Continued)

3.1 Impacts and changes in accounting policies of application on HKFRS 16 Leases (Continued)

3.1.2 Transition and summary of effects arising from initial application of HKFRS 16

Definition of a lease

The Group has elected the practical expedient to apply HKFRS 16 to contracts that were previously identified as leases applying HKAS 17 and HK(IFRIC)-Int 4 *Determining whether an Arrangement contains a Lease* and not apply this standards to contracts that were not previously identified as containing a lease. Therefore, the Group has not reassessed contracts which already existed prior to the date of initial application.

For contracts entered into or modified on or after 1 January 2019, the Group applies the definition of a lease in accordance with the requirements set out in HKFRS 16 in assessing whether a contract contains a lease.

應用新訂及經修訂香港財務報告準則 (續)

3.1 應用香港財務報告準則第16號租賃的會計政策影響及變動 (續)

3.1.2 首次應用香港財務報告準則第16號產生的過渡及影響概要

租賃的定義

本集團已選擇可行權宜方法，就先前應用香港會計準則第17號及香港（國際財務報告詮釋委員會）— 詮釋第4號釐定安排是否包括租賃識別為租賃的合約應用香港財務報告準則第16號，而並無對先前並未識別為包括租賃的合約應用該準則。因此，本集團並無重新評估於首次應用日期前已存在的合約。

就於二零一九年一月一日或之後訂立或修訂的合約，本集團於評估合約是否包含租賃時根據香港財務報告準則第16號所載規定應用租賃的定義。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 June 2019 截至二零一九年六月三十日止六個月

3. Principal Accounting Policies (Continued)

Application of new and amendments to HKFRSs (Continued)

3.1 Impacts and changes in accounting policies of application on HKFRS 16 Leases (Continued)

3.1.2 Transition and summary of effects arising from initial application of HKFRS 16 (Continued)

As a lessee

The Group has applied HKFRS 16 retrospectively with the cumulative effect recognised at the date of initial application, 1 January 2019. Any difference at the date of initial application is recognised in the opening retained profits and comparative information has not been restated.

When applying the modified retrospective approach under HKFRS 16 at transition, the Group applied the following practical expedients to leases previously classified as operating leases under HKAS 17, on lease-by-lease basis, to the extent relevant to the respective lease contracts:

- i. elected not to recognise right-of-use assets and lease liabilities for leases with lease term ends within 12 months of the date of initial application;
- ii. applied a single discount rate to a portfolio of leases with a similar remaining terms for similar class of underlying assets in similar economic environment. Specifically, discount rate for certain leases of properties in the PRC was determined on a portfolio basis.

On transition, the Group has made the following adjustments upon application of HKFRS 16:

The Group recognised lease liabilities of RMB194,361,000 and right-of-use assets of RMB673,283,000 at 1 January 2019.

3. 主要會計政策 (續)

應用新訂及經修訂香港財務報告準則 (續)

3.1 應用香港財務報告準則第16號租賃的會計政策影響及變動 (續)

3.1.2 首次應用香港財務報告準則第16號產生的過渡及影響概要 (續)

作為承租人

本集團已追溯應用香港財務報告準則第16號，累計影響於首次應用日期(二零一九年一月一日)確認。於首次應用日期之任何差異於期初留存溢利確認且比較資料不予重列。

於過渡期應用香港財務報告準則第16號項下的經修訂追溯法時，本集團按逐項租賃基準就先前根據香港會計準則第17號分類為經營租賃且與各租賃合約相關的租賃應用以下可行權宜方法：

- i. 選擇不就租期於首次應用日期起計十二個月內結束的租賃確認使用權資產及租賃負債；
- ii. 對類似經濟環境內相似級別相關資產的類似剩餘租期的租賃組合應用單一貼現率。具體而言，中國若干物業租賃的貼現率按組合基準釐定。

於過渡時，本集團已於應用香港財務報告準則第16號後作出以下調整：

本集團於二零一九年一月一日確認租賃負債人民幣194,361,000元及使用權資產人民幣673,283,000元。

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簡明綜合財務報表附註

For the six months ended 30 June 2019 截至二零一九年六月三十日止六個月

3. Principal Accounting Policies (Continued) 3. 主要會計政策 (續)

Application of new and amendments to HKFRSs (Continued)

3.1 Impacts and changes in accounting policies of application on HKFRS 16 Leases (Continued)

3.1.2 Transition and summary of effects arising from initial application of HKFRS 16 (Continued)

As a lessee (Continued)

When recognising the lease liabilities for leases previously classified as operating leases, the Group has applied incremental borrowing rates of the relevant group entities at the date of initial application. The weighted average lessee's incremental borrowing rate applied is 4.39%.

應用新訂及經修訂香港財務報告準則 (續)

3.1 應用香港財務報告準則第16號租賃的會計政策影響及變動 (續)

3.1.2 首次應用香港財務報告準則第16號產生的過渡及影響概要 (續)

作為承租人 (續)

於確認先前分類為經營租賃的租賃的租賃負債時，本集團已應用於首次應用日期相關集團實體的增量借款利率。所應用的加權平均承租人增量借款利率為4.39%。

	Note 附註	At 1 January 2019 於二零一九年 一月一日 RMB' 000 人民幣千元
Operating lease commitments disclosed as at 31 December 2018	於二零一八年十二月三十一日 披露之經營租賃承擔	229,720
Lease liabilities discounted at relevant incremental borrowing rates	以相關增量借款利率貼現之 租賃負債	194,443
Less: Recognition exemption – short-term leases	減：確認豁免 – 短期租賃	(62)
Recognition exemption – low value assets	確認豁免 – 低值資產	(20)
Lease liabilities relating to operating leases recognised upon application of HKFRS 16 as at 1 January 2019	於二零一九年一月一日應用香港 財務報告準則第16號後確認 與經營租賃相關之租賃負債 (a)	194,361
Analysed as	分析為	
Current	流動	29,194
Non-current	非流動	165,167
		194,361

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簡明綜合財務報表附註

For the six months ended 30 June 2019 截至二零一九年六月三十日止六個月

3. Principal Accounting Policies (Continued) 3. 主要會計政策 (續)

Application of new and amendments to HKFRSs (Continued)

3.1 Impacts and changes in accounting policies of application on HKFRS 16 Leases (Continued)

3.1.2 Transition and summary of effects arising from initial application of HKFRS 16 (Continued)

As a lessee (Continued)

The carrying amount of right-of-use assets as at 1 January 2019 comprises the following:

		Notes 附註	Right-of-use assets 使用權資產 RMB'000 人民幣千元
Right-of-use assets relating to operating leases recognised upon application of HKFRS 16	應用香港財務報告準則第16號後確認與經營租賃相關之使用權資產	(a)	42,631
Reclassified from leasehold land and land use rights	從租賃土地及土地使用權重新分類	(b)	630,652
			673,283
By class:	按類別：		
Buildings	樓宇		42,631
Leasehold land and land use rights	租賃土地及土地使用權		630,652
			673,283

(a) The right-of-use assets amounting to RMB151,730,000 that meet the definition of investment property are presented within "investment properties".

(b) Upfront payments for leasehold lands in the PRC were classified as leasehold land and land use rights as at 31 December 2018. Upon application of HKFRS 16, the current and non-current portions of leasehold land and land use rights amounting to RMB21,642,000 and RMB609,010,000 respectively were reclassified to right-of-use assets.

應用新訂及經修訂香港財務報告準則 (續)

3.1 應用香港財務報告準則第16號租賃的會計政策影響及變動 (續)

3.1.2 首次應用香港財務報告準則第16號產生的過渡及影響概要 (續)

作為承租人 (續)

使用權資產於二零一九年一月一日之賬面值包含以下各項：

(a) 滿足投資物業定義的金額為人民幣151,730,000元的使用權資產於「投資物業」中列賬。

(b) 於中國的租賃土地預付款項於二零一八年十二月三十一日分類為租賃土地及土地使用權。應用香港財務報告準則第16號後，租賃土地及土地使用權之流動及非流動部份，分別為人民幣21,642,000元及人民幣609,010,000元，已重新分類至使用權資產。

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簡明綜合財務報表附註

For the six months ended 30 June 2019 截至二零一九年六月三十日止六個月

3. Principal Accounting Policies (Continued) 3. 主要會計政策 (續)

Application of new and amendments to HKFRSs (Continued)

應用新訂及經修訂香港財務報告準則 (續)

3.1 Impacts and changes in accounting policies of application on HKFRS 16 Leases (Continued)

3.1 應用香港財務報告準則第16號租賃的會計政策影響及變動 (續)

3.1.2 Transition and summary of effects arising from initial application of HKFRS 16 (Continued)

3.1.2 首次應用香港財務報告準則第16號產生的過渡及影響概要 (續)

As a lessor

作為出租人

In accordance with the transitional provisions in HKFRS 16, the Group is not required to make any adjustment on transition for leases in which the Group is a lessor but account for these leases in accordance with HKFRS 16 from the date of initial application and comparative information has not been restated.

根據香港財務報告準則第16號的過渡性條文，本集團毋須就本集團為出租人的租賃過渡進行任何調整，但需自首次應用之日起根據香港財務報告準則第16號就該等租賃進行會計處理，且並無重述比較資料。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 June 2019 截至二零一九年六月三十日止六個月

3. Principal Accounting Policies (Continued) 3. 主要會計政策 (續)

Application of new and amendments to HKFRSs (Continued)

3.1 Impacts and changes in accounting policies of application on HKFRS 16 Leases (Continued)

3.1.2 Transition and summary of effects arising from initial application of HKFRS 16 (Continued)

Sales and leaseback transactions

The Group acts as a seller-lessee

In accordance with the transition provisions of HKFRS 16, sale and leaseback transactions entered into before the date of initial application were not reassessed. Upon application of HKFRS 16, the Group applies the requirements of HKFRS 15 to assess whether sales and leaseback transaction constitutes a sale. During the period, the Group entered into a sale and leaseback transaction in relation to certain properties and the transaction satisfy the requirements as a sale.

The following adjustments were made to the amounts recognised in the condensed consolidated statement of financial position at 1 January 2019. Line items that were not affected by the changes have not been included.

			Carrying amounts previously reported at 31 December 2018 於二零一八年 十二月三十一日 先前呈報的賬面值	Adjustments	Carrying amounts under HKFRS 16 at 1 January 2019 於二零一九年一月一日 香港財務報告準則 第16號項下的賬面值
	Notes 附註	RMB' 000 人民幣千元	RMB' 000 人民幣千元	調整 RMB' 000 人民幣千元	RMB' 000 人民幣千元
Current Assets	流動資產				
Deposits, prepayments and other receivable	(b)	1,680,035	(21,642)		1,658,393
Non-current assets	非流動資產				
Investment property	(a)	58,611,949	151,730		58,763,679
Right-of-use assets	(a)	-	673,283		673,283
Leasehold land and land use rights	(b)	609,010	(609,010)		-
Current liabilities	流動負債				
Lease liabilities	(a)	-	29,194		29,194
Non-current Liabilities	非流動負債				
Lease liabilities	(a)	-	165,167		165,167

應用新訂及經修訂香港財務報告準則 (續)

3.1 應用香港財務報告準則第16號租賃的會計政策影響及變動 (續)

3.1.2 首次應用香港財務報告準則第16號產生的過渡及影響概要 (續)

售後回租交易

本集團作為賣方 – 承租人

根據香港財務報告準則第16號的過渡條文，於首次應用日期前訂立的售後回租交易並無重估。於應用香港財務報告準則第16號後，本集團應用香港財務報告準則第15號的規定評估售後回租交易是否構成出售事項。在此期間，本集團就若干物業訂立售後回租交易，且該交易符合構成出售事項的要求。

於二零一九年一月一日簡明綜合財務狀況表中確認的金額予以下列調整。未列示未受變更影響的項目。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 June 2019 截至二零一九年六月三十日止六個月

3. Principal Accounting Policies (Continued)

Application of new and amendments to HKFRSs (Continued)

3.1 Impacts and changes in accounting policies of application on HKFRS 16 Leases (Continued)

3.1.2 Transition and summary of effects arising from initial application of HKFRS 16 (Continued)

Sales and leaseback transactions (Continued)

The Group acts as a seller-lessee (Continued)

Notes: For the purpose of reporting cash flows from operating activities under indirect method for the six months ended 30 June 2019, movements in working capital have been computed based on opening statement of financial position as at 1 January 2019 as disclosed above.

- (a) Upon application of HKFRS 16, the Group recognised right-of-use assets and investment property of RMB42,631,000 and RMB151,730,000 with corresponding lease liabilities of RMB29,194,000 and RMB165,167,000 recorded in current portion and non-current portion.
- (b) The Group's current portion and non-current portion of leasehold land and land use rights of RMB21,642,000 and RMB609,010,000 were reclassified to right-of-use assets upon application of HKFRS 16.

4. Revenue and Segment Information

Revenue represents the net amounts received and receivable for goods sold and services rendered during the period.

The Group is organised into certain business units according to the nature of goods sold or services provided. The operating segments of the Group are determined by the Directors based on the business units by reference to the goods sold or services provided. These business units are the basis of internal reports provided to the Directors, the chief operating decision maker, for the purposes of resources allocation and performance assessment. The operating segments of the entities comprising the Group with similar economic characteristics and similar nature of goods sold or services provided have been aggregated into different reportable segments as follows:

Property investment	Property letting and related services
Property and land development	Development and sale of properties, and development of lands
Hotel operations	Hotel ownership and management
Output management project and other services	Provision of agency services and output management services

3. 主要會計政策 (續)

應用新訂及經修訂香港財務報告準則 (續)

3.1 應用香港財務報告準則第16號租賃的會計政策影響及變動 (續)

3.1.2 首次應用香港財務報告準則第16號產生的過渡及影響概要 (續)

售後回租交易 (續)

本集團作為賣方 – 承租人 (續)

附註：為以間接方法呈報截至二零一九年六月三十日止六個月經營活動所產生的現金流量，營運資金的變動已根據上文所披露於二零一九年一月一日的期初財務狀況表計算。

- (a) 應用香港財務報告準則第16號後，本集團確認使用權資產與投資物業人民幣42,631,000元及人民幣151,730,000元，而相應的租賃負債人民幣29,194,000元及人民幣165,167,000元分別計入流動部分與非流動部分。
- (b) 應用香港財務報告準則第16號後，本集團租賃土地及土地使用權之流動及非流動部份，分別為人民幣21,642,000元及人民幣609,010,000元，已重新分類至使用權資產。

4. 收益及分部資料

收益即期內所售商品及所提供服務的已收及應收款項淨額。

本集團根據所售商品或所提供服務的性質分為若干業務單位。本集團經營分部由董事參考各業務單位所售商品或所提供服務後決定。該等業務單位作為內部報告基礎提供予董事及主要營運決策者用作分配資源及評估表現。本集團旗下實體具有類似經濟特徵且所售商品或所提供服務性質相若的經營分部已併入不同的可呈報分部，如下：

物業投資	物業租賃及相關服務
物業及土地開發	開發及銷售物業與土地開發
酒店經營	酒店持有及管理
管理輸出項目及其他服務	提供代理服務及管理輸出服務

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 June 2019 截至二零一九年六月三十日止六個月

4. Revenue and Segment Information (Continued) 4. 收益及分部資料(續)

An analysis of the Group's revenue, which is also turnover of the Group, for the period is as follows:

於期內，本集團收益（亦即本集團營業額）分析如下：

		Six months ended 截至下列日期止六個月	
		30.06.2019 RMB' 000 人民幣千元 (Unaudited) (未經審核)	30.06.2018 RMB' 000 人民幣千元 (Unaudited) (未經審核)
Property investment and development:	物業投資及開發：		
Rental income from investment properties and related services	投資物業及相關服務租金收入	2,206,722	1,715,167
Sales of properties held for sale	銷售待售物業	4,021,045	1,823,567
Service income for primary land development	一級土地開發服務收入	2,751	2,957
Output management project	管理輸出項目	22,158	16,591
Other service income	其他服務收入	45,706	34,691
		6,298,382	3,592,973
Hotel operations:	酒店經營：		
Hotel room revenue	客房收益	309,741	323,170
Other ancillary service	其他配套服務	123,912	110,606
		433,653	433,776
Total revenue	總收益	6,732,035	4,026,749

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 June 2019 截至二零一九年六月三十日止六個月

4. Revenue and Segment Information (Continued) 4. 收益及分部資料(續)

Disaggregation of revenue from goods and services

來自商品及服務的收益分類

		For the six months ended 30 June 2019 截至二零一九年六月三十日止六個月				
		Property investment	Property and land development	Hotel operations	Output management project and other services	Total
		物業投資	物業及土地開發	酒店經營	管理輸出項目及其他服務	合計
		RMB' 000	RMB' 000	RMB' 000	RMB' 000	RMB' 000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Types of goods or services	商品或服務種類	269,245	4,023,796	433,653	67,864	4,794,558
		269,245	4,023,796	433,653	67,864	4,794,558
Geographical markets	地區市場					
Mainland China	中國內地	263,884	4,023,796	433,653	58,418	4,779,751
Hong Kong	香港	5,361	-	-	9,446	14,807
		269,245	4,023,796	433,653	67,864	4,794,558
Timing of revenue recognition	收益確認時間					
A point in time	一個時點	-	4,021,045	123,912	-	4,144,957
Over time	一段期間	269,245	2,751	309,741	67,864	649,601
		269,245	4,023,796	433,653	67,864	4,794,558

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簡明綜合財務報表附註

For the six months ended 30 June 2019 截至二零一九年六月三十日止六個月

4. Revenue and Segment Information (Continued) 4. 收益及分部資料(續)

Disaggregation of revenue from goods and services (Continued)

來自商品及服務的收益分類(續)

Set out below is reconciliation of the revenue from contracts with customers with the amounts disclosed in the segment information.

下表載列來自客戶合約的收益與於分部資料披露的款項的對賬。

		For the six months ended 30 June 2019 截至二零一九年六月三十日止六個月				
		Property investment	Property and land development	Hotel operations	Output management project and other services	Total
		物業投資	物業及土地開發	酒店經營	其他服務	合計
		RMB' 000	RMB' 000	RMB' 000	RMB' 000	RMB' 000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Revenue disclosed in segment information	於分部資料披露的收益					
External customers	外部客戶	2,211,398	4,023,796	433,653	67,864	6,736,711
Inter-segment	分部間	4,260	-	-	64,448	68,708
Total	合計	2,215,658	4,023,796	433,653	132,312	6,805,419
Less: rental income eliminations	減：租金收入對銷	(1,942,153)	-	-	-	(1,942,153)
		(4,260)	-	-	(64,448)	(68,708)
Revenue from contracts with customers	來自客戶合約的收益	269,245	4,023,796	433,653	67,864	4,794,558

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 June 2019 截至二零一九年六月三十日止六個月

4. Revenue and Segment Information (Continued) 4. 收益及分部資料(續)

Disaggregation of revenue from goods and services (Continued)

來自商品及服務的收益分類(續)

		For the six months ended 30 June 2018 截至二零一八年六月三十日止六個月				Total
		Property investment	Property and land development	Hotel operations	Output management project and other services	
		物業投資	物業及土地開發	酒店經營	管理輸出項目及 其他服務	合計
		RMB' 000	RMB' 000	RMB' 000	RMB' 000	RMB' 000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Types of goods or services	商品或服務種類	198,590	1,826,524	433,776	51,282	2,510,172
		198,590	1,826,524	433,776	51,282	2,510,172
Geographical markets	地區市場					
Mainland China	中國內地	188,798	1,826,524	433,776	41,542	2,490,640
Hong Kong	香港	9,792	-	-	9,740	19,532
		198,590	1,826,524	433,776	51,282	2,510,172
Timing of revenue recognition	收益確認時間					
A point in time	一個時點	-	1,823,567	110,606	-	1,934,173
Over time	一段期間	198,590	2,957	323,170	51,282	575,999
		198,590	1,826,524	433,776	51,282	2,510,172

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 June 2019 截至二零一九年六月三十日止六個月

4. Revenue and Segment Information 4. 收益及分部資料(續)

Disaggregation of revenue from goods and services (Continued)

來自商品及服務的收益分類(續)

Set out below is reconciliation of the revenue from contracts with customers with the amounts disclosed in the segment information.

下表載列來自客戶合約的收益與於分部資料披露的款項的對賬。

		For the six months ended 30 June 2018 截至二零一八年六月三十日止六個月					
		Property investment	Property and land development	Hotel operations	Output management project and other services	Total	
		物業投資	物業及土地開發	酒店經營	管理輸出項目及其他服務	合計	
		RMB' 000	RMB' 000	RMB' 000	RMB' 000	RMB' 000	
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	
Revenue disclosed in segment information	於分部資料披露的收益						
External customers	外部客戶	1,714,262	1,826,524	433,776	51,282	4,025,844	
Inter-segment	分部間	3,502	-	14	72,380	75,896	
Total	合計	1,717,764	1,826,524	433,790	123,662	4,101,740	
Less: rental income eliminations	減：租金收入對銷	(1,515,672)	-	-	-	(1,515,672)	
		(3,502)	-	(14)	(72,380)	(75,896)	
Revenue from contracts with customers	來自客戶合約的收益	198,590	1,826,524	433,776	51,282	2,510,172	

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 June 2019 截至二零一九年六月三十日止六個月

4. Revenue and Segment Information (Continued) 4. 收益及分部資料(續)

Information regarding the above segments is reported below.

有關上述分部資料呈報如下。

Segment revenue and segment results

分部收益及分部業績

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

下表載列本集團可呈報及經營分部的收益及業績分析：

		Property Investment	Property and land development	Hotel operations	Output management project and other services	Segment total	Inter segment elimination	Total
		物業投資	物業及土地開發	酒店經營	管理輸出項目及其他服務	分部合計	分部間對銷	合計
		RMB' 000	RMB' 000	RMB' 000	RMB' 000	RMB' 000	RMB' 000	RMB' 000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Six months ended 30 June 2019	截至二零一九年六月三十日止六個月							
(Unaudited)	(未經審核)							
Segment revenue	分部收益							
External customers	外部客戶	2,211,398	4,023,796	433,653	67,864	6,736,711	-	6,736,711
Inter-segment revenue	分部間收益	4,260	-	-	64,448	68,708	(68,708)	-
Consolidated	綜合	2,215,658	4,023,796	433,653	132,312	6,805,419	(68,708)	6,736,711
Rental adjustments	租金調整							(4,676)
Revenue as presented in condensed consolidated statement of profit or loss and other comprehensive income	簡明綜合損益及其他全面收益表所呈列的收益							6,732,035
Segment results	分部業績	2,061,356	1,530,642	16,984	8,958	3,617,940	-	3,617,940
Unallocated corporate income and other gains	未分配企業收入及其他收益							30,741
Unallocated corporate expenses and other losses	未分配企業開支及其他虧損							(66,746)
Finance costs	融資成本							(574,007)
Share of profits of associates	應佔聯營公司溢利							401
Share of losses of joint ventures	應佔合營企業虧損							(12,470)
Profit before tax as presented in condensed consolidated statement of profit or loss and other comprehensive income	簡明綜合損益及其他全面收益表所呈列的除稅前溢利							2,995,859

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簡明綜合財務報表附註

For the six months ended 30 June 2019 截至二零一九年六月三十日止六個月

4. Revenue and Segment Information (Continued) 4. 收益及分部資料(續)

Segment revenue and segment results (Continued)

分部收益及分部業績(續)

		Property Investment	Property and land development	Hotel operations	Output management project and other services	Segment total	Inter segment elimination	Total
		物業及 土地開發 物業投資	物業及 土地開發 物業投資	酒店經營	管理輸出項目及 其他服務	分部合計	分部間對銷	合計
		RMB' 000	RMB' 000	RMB' 000	RMB' 000	RMB' 000	RMB' 000	RMB' 000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Six months ended 30 June 2018	截至二零一八年六月三十日							
(Unaudited)	(未經審核)							
<u>Segment revenue</u>	<u>分部收益</u>							
External customers	外部客戶	1,714,262	1,826,524	433,776	51,282	4,025,844	-	4,025,844
Inter-segment revenue	分部間收益	3,502	-	14	72,380	75,896	(75,896)	-
<u>Consolidated</u>	<u>綜合</u>	<u>1,717,764</u>	<u>1,826,524</u>	<u>433,790</u>	<u>123,662</u>	<u>4,101,740</u>	<u>(75,896)</u>	<u>4,025,844</u>
Rental adjustments	租金調整							905
Revenue as presented in condensed consolidated statement of profit or loss and other comprehensive income	簡明綜合損益及其他全面收益表所呈列的收益							4,026,749
<u>Segment results</u>	<u>分部業績</u>	<u>1,581,509</u>	<u>572,336</u>	<u>1,187,470</u>	<u>2,058</u>	<u>3,343,373</u>	<u>-</u>	<u>3,343,373</u>
Unallocated corporate income and other gains	未分配企業收入及其他收益							49,007
Unallocated corporate expenses and other losses	未分配企業開支及其他虧損							(29,330)
Finance costs	融資成本							(342,520)
Share of profits of associates	應佔聯營公司溢利							4,749
Share of losses of joint ventures	應佔合營企業虧損							(279)
Profit before tax as presented in condensed consolidated statement of profit or loss and other comprehensive income	簡明綜合損益及其他全面收益表所呈列的除稅前溢利							3,025,000

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 June 2019 截至二零一九年六月三十日止六個月

4. Revenue and Segment Information (Continued) 4. 收益及分部資料(續)

Segment revenue and segment results (Continued)

Inter-segment revenue was charged at prices agreed between group entities.

Segment revenue represents revenue earned by each segment without rental adjustments for property letting relating to the recognition of rental income from operating lease on a straight-line basis over the term of the relevant lease. Segment results represents the profit earned by each segment without allocation of certain items incurred for management purpose, including certain other income, other gains and losses, distribution and selling costs, administrative expenses, finance costs, share of results of associates and joint ventures, and income tax expense. The above is the measure reported to the Directors for the purposes of resources allocation and performance assessment.

Segment assets and liabilities

Segment assets and liabilities are not disclosed in the condensed consolidated financial statements as they are not regularly provided to the Directors for the purposes of resources allocation and performance assessment.

5. Other Income

An analysis of the Group's other income for the period is as follows:

		Six months ended 截至下列日期止六個月	
		30.06.2019 RMB' 000 人民幣千元 (Unaudited) (未經審核)	30.06.2018 RMB' 000 人民幣千元 (Unaudited) (未經審核)
Interest income from:	來自以下各項的利息收入：		
Banks	銀行	26,711	55,965
Loans to joint ventures	給予合營企業的貸款	18,132	8,729
Loans to associates	給予聯營公司的貸款	56,482	26,115
Loan to non-controlling interests	給予非控股權益的貸款	2,604	181
Government grants	政府補助	1,921	90
Refund of PRC value added tax and surcharges	退回中國增值稅及附加費	860	5,361
Others	其他	4,867	6,221
		111,577	102,662

分部收益及分部業績(續)

分部間收益按集團實體協定的價格入賬。

分部收益指各分部所賺取的收益，不包括於經營租賃年內按直線法就確認有關經營租賃之租金收入而對物業租賃作出的租金調整。分部業績指各分部所賺取的溢利，不包括就管理產生的若干項目作出的分配(包括若干其他收入、其他收益及虧損、分銷及銷售成本、行政開支、融資成本、應佔聯營公司及合營企業業績及所得稅開支)。上文所述為向董事呈報的計量，以供分配資源及評估表現。

分部資產及負債

分部資產及負債並無定期向董事呈報以分配資源及評估表現，因此並未於簡明綜合財務報表中披露。

5. 其他收入

於期內，本集團其他收入分析如下：

Six months ended 截至下列日期止六個月	
30.06.2019 RMB' 000 人民幣千元 (Unaudited) (未經審核)	30.06.2018 RMB' 000 人民幣千元 (Unaudited) (未經審核)

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簡明綜合財務報表附註

For the six months ended 30 June 2019 截至二零一九年六月三十日止六個月

6. Other Gains and Losses, Net

An analysis of the Group's other gains and losses, net, for the period are as follows:

6. 其他收益及虧損淨額

於期內，本集團其他收益及虧損淨額分析如下：

		Six months ended 截至下列日期止六個月	
		30.06.2019	30.06.2018
		RMB' 000	RMB' 000
		人民幣千元	人民幣千元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
(Loss)/gain on disposal of property, plant and equipment	出售物業、廠房及設備之(虧損)/收益	(110)	14,540
Impairment loss on goodwill (Note)	商譽減值虧損(附註)	(68,745)	–
Exchange loss, net	匯兌虧損淨額	(18,060)	(64,020)
Others	其他	19,991	5,627
		(66,924)	(43,853)

Note:

Based on the impairment assessment review, an impairment loss of goodwill which has been allocated to property and land development segment of approximately RMB68,745,000 (six months ended 30 June 2018: nil) was recognised in the condensed consolidated statement of profit or loss for the current interim period due to substantially all properties held for sale of Shanghai Yueyao Real Estate Co., Ltd., which is the cash-generating unit to which goodwill is allocated that is expected to benefit from the synergies of the combination, were sold and transferred to customers during the current interim period.

附註：

根據減值評估審查，分配至物業及土地開發分部的商譽減值虧損約人民幣68,745,000元(截至二零一八年六月三十日止六個月：無)於本中期間的簡明綜合損益表中確認，乃因上海悅置業發展有限公司的絕大部分待售物業(為獲分配商譽的現金產生單位，預期受益於合併協同效應)已於本中期間出售及轉讓予客戶。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 June 2019 截至二零一九年六月三十日止六個月

7. Finance Costs

7. 融資成本

An analysis of the Group's finance costs is as follows:

本集團融資成本分析如下：

		Six months ended 截至下列日期止六個月	
		30.06.2019	30.06.2018
		RMB' 000	RMB' 000
		人民幣千元	人民幣千元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Interest on:	以下各項利息：		
Bank borrowings	銀行借款	419,899	287,586
Loans from a non-banking financial institution*	非銀行金融機構給予的貸款*	28,069	21,994
Loans from fellow subsidiaries	同系附屬公司給予的貸款	406	2,478
Loan from non-controlling interests	非控股權益給予的貸款	25,958	756
Loan from a third party	第三方給予的貸款	12,226	609
Guaranteed notes	有擔保票據	105,567	97,694
Corporate bonds	公司債券	87,397	76,599
Others	其他	5,851	2,345
Lease liabilities	租賃負債	4,013	-
Total interest expenses	利息支出總額	689,386	490,061
Less: interest capitalised on:	減：資本化利息：		
Investment properties under development	在建投資物業	(37,080)	(25,734)
Properties under development for sale	待售在建物業	(78,299)	(121,807)
		(115,379)	(147,541)
Finance costs	融資成本	574,007	342,520

* The non-banking financial institution is COFCO Finance Corporation Limited ("COFCO Finance"), a fellow subsidiary of the Group.

* 非銀行金融機構指本集團同系附屬公司中糧財務有限責任公司(「中糧財務」)。

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簡明綜合財務報表附註

For the six months ended 30 June 2019 截至二零一九年六月三十日止六個月

8. Profit before Tax

The Group's profit before tax is arrived at after charging:

8. 除稅前溢利

本集團之除稅前溢利已扣除：

		Six months ended 截至下列日期止六個月	
		30.06.2019 RMB' 000 人民幣千元 (Unaudited) (未經審核)	30.06.2018 RMB' 000 人民幣千元 (Unaudited) (未經審核)
Amortisation:	攤銷：		
- Intangible assets (included in cost of sales)	- 無形資產(計入銷售成本)	473	598
- Intangible assets (included in administrative expenses)	- 無形資產(計入行政開支)	6,210	4,302
- Intangible assets (included in distribution and selling costs)	- 無形資產(計入分銷及銷售成本)	1,125	1,150
		7,808	6,050
Amortisation of leasehold land and land use rights	租賃土地及土地使用權攤銷	-	10,036
Depreciation of property, plant and equipment	物業、廠房及設備折舊	114,750	127,088
Amortisation of right-of-use assets	使用權資產攤銷	49,816	-
Cost of sales and services rendered:	銷售及所提供服務成本：		
Cost of properties sold	已售物業成本	2,340,660	1,177,754
Cost of primary land development services provided	所提供一級土地開發服務成本	2,770	2,975
Direct operating expenses arising from investment properties letted	出租投資物業所產生的直接營運開支	490,345	389,542
Direct operating expenses arising from provision of property management and related services	因提供物業管理及相關服務所產生的直接營運開支	53,937	33,905
Direct operating expenses from hotel services provided	因所提供酒店服務所產生的直接營運開支	271,244	224,686
		3,158,956	1,828,862

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 June 2019 截至二零一九年六月三十日止六個月

9. Income Tax Expense

9. 所得稅開支

		Six months ended 截至下列日期止六個月	
		30.06.2019	30.06.2018
		RMB' 000	RMB' 000
		人民幣千元	人民幣千元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Current tax:	即期稅項：		
PRC Enterprise Income Tax	中國企業所得稅	627,319	342,761
Land appreciation tax	土地增值稅	558,521	117,727
PRC dividend withholding tax	中國股息預扣稅	-	1,987
Hong Kong Profits Tax	香港利得稅	14,703	5,314
		1,200,543	467,789
Under provision in prior years:	過往年度撥備不足：		
PRC Enterprise Income Tax	中國企業所得稅	14,556	22,016
Deferred tax	遞延稅項	90,244	273,097
		1,305,343	762,902

The Company and its certain offshore subsidiaries have applied to the relevant tax authorities for recognition of Chinese resident enterprises and expect to be approved during the year.

Pursuant to "Notice on Determination of Tax Resident Enterprises of Chinese-controlled Offshore Incorporated Enterprises in accordance with Their De Facto Management Bodies", which was issued by the State Administration of Taxation of the PRC, if the relevant conditions are met, enterprises controlled by Chinese enterprises or enterprise groups and registered outside China shall be regarded as Chinese resident enterprises. Once it is recognized as a Chinese resident enterprise, it is not required to withhold and pay enterprise income tax when any dividends are declared and paid by its subsidiaries registered in China.

本公司及其若干中國境外附屬公司已向相關稅務機關申請中國居民企業認定，並預期於本年度內認定。

根據中國國家稅務總局發佈的《關於境外註冊中資控股企業依據實際管理機構標準認定為居民企業有關問題的通知》，倘符合相關條件，中國企業或企業集團控制的並在中國境外註冊的企業應被視為中國居民企業。如被認定為中國居民企業，其中國境內註冊的附屬公司向其分派股息時，無需代扣代繳企業所得稅。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 June 2019 截至二零一九年六月三十日止六個月

10. Earnings per Share

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

10. 每股盈利

本公司擁有人應佔每股基本盈利乃根據以下數據計算：

		Six months ended 截至下列日期止六個月	
		30.06.2019 RMB' 000 人民幣千元 (Unaudited) (未經審核)	30.06.2018 RMB' 000 人民幣千元 (Unaudited) (未經審核)
Earnings	盈利		
Earnings for the purpose of basic earnings per share (Profit for the period attributable to owners of the Company)	藉以計算每股基本盈利之盈利(本公司擁有人應佔期內溢利)	877,463	1,687,959
Number of shares (' 000)	股份數目(千股)		
For the purpose of basic earnings per share:	藉以計算每股基本盈利：		
Number of ordinary shares	普通股數目	14,231,125	14,231,125
Number of non-redeemable convertible preference shares	不可贖回可轉換優先股數目	1,095,301	1,095,301
Number of shares for the purpose of basic earnings per share	藉以計算每股基本盈利之股份數目	15,326,426	15,326,426

The number of shares used for the purpose of calculating basic earnings per share for the six months ended 30 June 2019 and 2018 is calculated on the basis of the number of ordinary shares of the Company and non-redeemable convertible preference shares in issue during the periods.

用於計算截至二零一九年及二零一八年六月三十日止六個月每股基本盈利的股份數目乃基於本公司於期內已發行普通股數目及期內已發行之不可贖回可轉換優先股計算。

The calculation of the diluted earnings per share for the six months ended 30 June 2019 does not assume the exercise of the written put option on shares of a subsidiary as the dilution effect is not considered material. No diluted earnings per share for the six months ended 30 June 2018 is presented as there was no potential ordinary share in issue during the prior year.

計算截至二零一九年六月三十日止六個月的每股攤薄盈利時並無假設行使對附屬公司股份的沽出認沽期權，因為有關攤薄影響並不重大。於截至二零一八年六月三十日止六個月並無呈列每股攤薄盈利，乃因於前一年並無已發行潛在普通股。

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簡明綜合財務報表附註

For the six months ended 30 June 2019 截至二零一九年六月三十日止六個月

11. Dividends

During the current interim period, a final dividend of HKD6 cents per share in respect of the year ended 31 December 2018 (six months ended 30 June 2018: HKD4 cents per share in respect of the year ended 31 December 2017) was declared to the owners of the Company. The aggregate amount of the final dividend declared in the current interim period amounted to RMB808,270,000 (six months ended 30 June 2018: RMB500,696,000).

The Directors have determined that no dividend will be paid in respect of the current interim period (six months ended 30 June 2018: nil).

12. Investment Properties, Property, Plant and Equipment and Right-of-Use Assets

The fair value of the Group's completed investment properties and investment properties under development in Hong Kong and Mainland China at 30 June 2019 and 31 December 2018 has been arrived at on the basis of a valuation carried out as at these dates by Cushman & Wakefield ("C&W"), an independent qualified professional valuer not connected with the Group.

For completed investment properties, the valuations were arrived at by making reference to the comparable market transactions as available in the market and where appropriate, by valuing the properties on the basis of capitalisation of the rental income derived from the existing tenancy agreements with due allowance for the reversionary income potential of the properties.

For investment properties under development, the valuations were arrived at using the residual method. Residual method is essentially a means of valuing the project by reference to its development potential by deducting development costs together with developer's profit and risk from the estimated capital value of the proposed development assuming completed in accordance with the existing development plans as at the date of valuation, which duly reflected the risk associated with the development.

11. 股息

於本中期期間，本公司擁有人獲宣派截至二零一八年十二月三十一日止年度的末期股息每股6港仙（截至二零一八年六月三十日止六個月：就截至二零一七年十二月三十一日止年度每股4港仙）。於本中期期間宣派的末期股息總額為人民幣808,270,000元（截至二零一八年六月三十日止六個月：人民幣500,696,000元）。

董事決定不會就本中期期間派付任何股息（截至二零一八年六月三十日止六個月：零）。

12. 投資物業、物業、廠房及設備以及使用權資產

於二零一九年六月三十日及二零一八年十二月三十一日，本集團於香港及中國內地已竣工的投資物業及在建投資物業公允價值基於與本集團並無關連之獨立合資格專業估值師戴德梁行（「C&W」）於有關日期進行之估值確定。

對於已竣工投資物業，參照市場現有的可資比較市場交易進行估值，及在適當情況下將現有租賃協議所產生的租金收入撥作資本，並就物業的可復歸收入潛力計提適當撥備以評估物業。

對於在建投資物業，採用餘值法進行估值。餘值法本質上是一種對工程進行估值的手段，於估值日根據現行開發計劃，參照工程開發潛力，從假定開發完工的預計資本價值中扣除開發成本和開發者的溢利及風險，其充分反映了與開發有關的風險。

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簡明綜合財務報表附註

For the six months ended 30 June 2019 截至二零一九年六月三十日止六個月

12. Investment Properties, Property, Plant and Equipment and Right-of-Use Assets (Continued)

There has been no change in the valuation technique during the current period.

The resulting increase in fair value of investment properties (including completed investment properties and investment properties under construction) of RMB690,764,000 has been recognised directly in profit or loss for the six months ended 30 June 2019 (six months ended 30 June 2018: RMB534,652,000). The amount of the change in fair value recognised in profit or loss were related to investment properties held at the end of each reporting period.

As at 30 June 2019, building ownership certificates in respect of certain properties of the Group in Mainland China classified under property, plant and equipment and investment properties with an aggregate net carrying amount of approximately RMB3,234,733,000 (31 December 2018: RMB2,909,875,000) had not been issued by the relevant PRC authorities.

During the six months ended 30 June 2019, properties under development for sale with an aggregate carrying amount of RMB28,811,000 were transferred to investment properties with fair value change recognised in profit or loss of RMB189,000 at the time of transfer.

During the current interim period, the Group entered into a new lease agreement for the use of vehicle for 5 years. The Group is required to make fixed monthly payments. On lease commencement, the Group recognized right-of-use assets and lease liabilities of RMB6,945,000, respectively.

12. 投資物業、物業、廠房及設備以及使用權資產(續)

於本期間，估值技術並無改變。

截至二零一九年六月三十日止六個月之投資物業(包括已竣工投資物業及在建投資物業)之公允價值之增加人民幣690,764,000元(截至二零一八年六月三十日止六個月：人民幣534,652,000元)已直接於損益中確認。於損益確認之公允價值變動數額與各報告期末所持投資物業有關。

於二零一九年六月三十日，本集團於中國內地賬面淨值合共約人民幣3,234,733,000元(二零一八年十二月三十一日：人民幣2,909,875,000元)並歸類為物業、廠房及設備及投資物業之若干物業尚未獲中國有關部門授出房屋所有權證書。

於截至二零一九年六月三十日止六個月，賬面值合共為人民幣28,811,000元之待售在建物業已轉撥至投資物業，人民幣189,000元之公允價值變動已於轉撥時於損益中確認。

於本中期期間，本集團就使用車輛訂立新租賃協議，使用期限為5年。本集團須每月支付固定款項。於租賃開始時，本集團確認使用權資產及租賃負債分別為人民幣6,945,000元。

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簡明綜合財務報表附註

For the six months ended 30 June 2019 截至二零一九年六月三十日止六個月

13. Accounts Receivable

13. 應收賬款

		30.06.2019 RMB' 000 人民幣千元 (Unaudited) (未經審核)	31.12.2018 RMB' 000 人民幣千元 (Audited) (經審核)
Rental receivables	應收租金	149,292	138,708
Property management fee receivables	應收物業管理費	22,831	35,106
Receivables from hotel operations and related services	酒店經營及相關服務 應收款項	29,080	43,093
Others	其他	1,326	1,411
Less: Allowance for credit losses	減：信貸虧損撥備	(26,377)	(24,466)
		176,152	193,852
Rental adjustments*	租金調整*	27,413	32,875
		203,565	226,727

* Rental adjustments relating to the recognition of rental income from operating lease on a straight-line basis over the term of the relevant lease.

* 於經營租賃年內按直線法就確認有關租賃之租金收入而作出的租金調整。

At 30 June 2019, accounts receivable with an aggregate carrying amount of RMB39,981,000 (31 December 2018: RMB25,400,000) were pledged to secure certain banking facilities granted to the Group (Note 21).

於二零一九年六月三十日，賬面值總額為人民幣39,981,000元（二零一八年十二月三十一日：人民幣25,400,000元）的應收賬款用作抵押，以擔保本集團獲授的若干銀行融資（附註21）。

The Group does not hold any collateral over the above balances.

本集團並無就上述結餘持有任何抵押品。

The following is an aged analysis of accounts receivable at the end of the reporting period, excluding rental adjustments and net of impairment losses, presented based on invoice date, except for aged analysis of rental receivables, which were presented based on the date of rental demand notice issued:

下表載列報告期末按發票日期呈列的應收賬款（不包括租金調整，並已扣除減值虧損）賬齡分析，惟應收租金賬齡分析按租金催款通知發出當日呈列：

		30.06.2019 RMB' 000 人民幣千元 (Unaudited) (未經審核)	31.12.2018 RMB' 000 人民幣千元 (Audited) (經審核)
Less than 3 months	3個月以內	160,938	175,104
3 months to 1 year	3個月至1年	14,436	16,819
1 to 2 years	1至2年	335	483
2 to 3 years	2至3年	443	1,446
		176,152	193,852

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簡明綜合財務報表附註

For the six months ended 30 June 2019 截至二零一九年六月三十日止六個月

14. Impairment Assessment on Financial Assets and Other Items Subject to Expected Credit Loss (“ECL”) Model

14. 根據預期信貸虧損（「預期信貸虧損」）模式對金融資產及其他項目之減值評估

		Six months ended 截至下列日期止六個月	
		30.06.2019 RMB' 000 人民幣千元 (Unaudited) (未經審核)	30.06.2018 RMB' 000 人民幣千元 (Unaudited) (未經審核)
Impairment loss (reversed)/recognized in respect of:	就以下款項之（已撥回）／已確認減值虧損：		
- accounts receivable	- 應收賬款	(2,288)	(2,501)
- deposits, prepayments and other receivables	- 按金、預付款項及其他應收款項	4,762	1,439
		2,474	(1,062)

The basis of determining the inputs and assumptions and the estimation techniques used in the condensed consolidated financial statements for the six months ended 30 June 2019 are the same as those followed in the preparation of the Group's annual financial statements for the year ended 31 December 2018.

截至二零一九年六月三十日止六個月的簡明綜合財務報表中所用的釐定輸入數據以及假設及估計方法的基準與編製本集團截至二零一八年十二月三十一日止年度之年度財務報表所用基準相同。

15. Restricted Bank Deposits

The restricted bank deposits represented funds designated for relocating existing residents on the lands on which certain property development projects of the Group are located.

15. 受限制銀行存款

受限制銀行存款指用於重新安置本集團若干物業開發項目所在土地現有居民的資金。

16. Amounts Due from/to Fellow Subsidiaries, Holding Companies, Joint Ventures, Associates and Non-controlling Interests

The amounts due from/to holding companies, joint ventures, associates, fellow subsidiaries and non-controlling interests classified under current assets and current liabilities, respectively, were unsecured, interest-free and repayable on demand. The amounts due to fellow subsidiaries, an intermediate holding company and non-controlling interests classified under non-current liabilities, were unsecured, interest-free and repayable based on scheduled repayment dates set out in the respective agreements.

Included in amounts due to non-controlling interests as at 30 June 2019 was dividend payable to non-controlling interests of RMB613,179,000.

16. 應收／應付同系附屬公司、控股公司、合營企業、聯營公司及非控股權益款項

分別分類為流動資產及流動負債的應收／應付控股公司、合營企業、聯營公司、同系附屬公司及非控股權益款項為無抵押、免息及須於要求時償還。分類為非流動負債的應付同系附屬公司、中間控股公司及非控股權益款項為無抵押、免息及須於各自協議所載列的指定還款日償還。

於二零一九年六月三十日，應付非控股權益款項包括應付非控股權益之股息人民幣613,179,000元。

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簡明綜合財務報表附註

For the six months ended 30 June 2019 截至二零一九年六月三十日止六個月

17. Loans to/from Associates, Joint Ventures, Fellow Subsidiaries, Non-controlling Interests and a Third Party

17. 給予／來自聯營公司、合營企業、同系附屬公司、非控股權益及第三方的貸款

		30.06.2019 RMB' 000 人民幣千元 (Unaudited) (未經審核)	31.12.2018 RMB' 000 人民幣千元 (Audited) (經審核)
Classified under current assets:			
	分類為流動資產：		
Loans to associates (Note (a))	給予聯營公司的貸款(附註(a))	917,306	1,876,354
Loan to non-controlling interests (Note (b))	給予非控股權益的貸款(附註(b))	-	1,100,000
Loans to joint ventures (Note (c))	給予合營企業的貸款(附註(c))	689,100	1,451,659
		1,606,406	4,428,013
Classified under non-current assets:			
	分類為非流動資產：		
Loans to associates (Note (a))	給予聯營公司的貸款(附註(a))	1,313,595	403,098
Loan to a joint venture (Note (c))	給予合營企業的貸款(附註(c))	92,290	92,290
		1,405,885	495,388
Classified under current liabilities:			
	分類為流動負債：		
Loans from fellow subsidiaries (Note (d))	同系附屬公司給予的貸款(附註(d))	627,459	410,200
Loan from a third party (Note (f))	第三方給予的貸款(附註(f))	19,536	-
		646,995	410,200
Classified under non-current liabilities:			
	分類為非流動負債：		
Loans from fellow subsidiaries (Note (d))	同系附屬公司給予的貸款(附註(d))	863,863	620,172
Loan from non-controlling interests (Note (e))	非控股權益給予的貸款(附註(e))	652,095	672,233
Loan from a third party (Note (f))	第三方給予的貸款(附註(f))	957,264	-
		2,473,222	1,292,405

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簡明綜合財務報表附註

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17. Loans to/from Associates, Joint Ventures, Fellow Subsidiaries, Non-controlling Interests and a Third Party (Continued)

Notes:

- (a) The loans to associates as at 30 June 2019 were unsecured, carried interest at rates ranging from 7% to 10% per annum (31 December 2018: 7.00% to 10.00% per annum) and were classified into current assets and non-current assets according to their repayment term.
- (b) The loan to non-controlling interests as at 31 December 2018 was settled in 2019.
- (c) The loan to a joint venture as at 30 June 2019 was unsecured, interest bearing at 10% per annum (31 December 2018: 4.61% to 10.00% per annum) and was classified into current assets and non-current assets according to their repayment term.
- (d) The loans from fellow subsidiaries carried interest at floating rates ranging from 4.30% to 5.39% per annum as at 30 June 2019 (31 December 2018: 4.28% to 4.75% per annum) and were classified into current liabilities and non-current liabilities according to their repayment term. Included in the above loans from fellow subsidiaries, RMB391,000,000 of which were guaranteed by COFCO Land Management Company Limited, a fellow subsidiary, as at 30 June 2019 (31 December 2018: RMB392,000,000).
- (e) The unsecured loan from non-controlling interests classified under non-current liabilities at 30 June 2019 was interest bearing at 8% per annum (31 December 2018: 8% per annum) and will be repayable in more than one year.
- (f) The unsecured loan from a third party carried interest at a rate of 8.9% per annum and was classified into current liability and non-current liability according to its repayment terms.

17. 給予／來自聯營公司、合營企業、同系附屬公司、非控股權益及第三方的貸款 (續)

附註：

- (a) 於二零一九年六月三十日，給予聯營公司的貸款為無抵押，按年利率介乎7%至10% (二零一八年十二月三十一日：年利率7.00%至10.00%)計息，且根據其還款期限被分類為流動資產及非流動資產。
- (b) 於二零一八年十二月三十一日，給予非控股權益的貸款已於二零一九年結清。
- (c) 於二零一九年六月三十日，給予一間合營企業的貸款為無抵押，按年利率10% (二零一八年十二月三十一日：年利率4.61%至10.00%)計息，且根據其還款期限被分類為流動資產及非流動資產。
- (d) 於二零一九年六月三十日，同系附屬公司給予的貸款按浮動年利率介乎4.30%至5.39% (二零一八年十二月三十一日：年利率4.28%至4.75%)計息，且根據其還款期限被分類為流動負債及非流動負債。於二零一九年六月三十日，上述同系附屬公司給予的貸款包括同系附屬公司中糧置地管理有限公司提供擔保的貸款人民幣391,000,000元 (二零一八年十二月三十一日：人民幣392,000,000元)。
- (e) 於二零一九年六月三十日，分類為非流動負債的非控股權益給予的無抵押貸款按年利率8% (二零一八年十二月三十一日：年利率8%)計息，並將於一年以上期間償還。
- (f) 第三方給予的無抵押貸款按年利率8.9%計息，並根據償還期限分類為流動負債及非流動負債。

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18. Accounts Payable

		30.06.2019	31.12.2018
		RMB' 000	RMB' 000
		人民幣千元	人民幣千元
		(Unaudited)	(Audited)
		(未經審核)	(經審核)
Trade payables	貿易應付款項	36,822	33,325
Accrued expenditure on construction	工程累計開支	1,648,270	2,110,382
		1,685,092	2,143,707

Accounts payable, including trade payables and accrued expenditure on construction, mainly comprise construction costs and other project-related expenses in relation to properties under development for sale which are payable based on project progress measured by the Group. Trade payables are generally with credit period of 60 to 90 days, except for the retention monies of certain construction costs of which the credit period is up to 2 years. The Group has financial risk management policies in place to ensure that all payables are within the credit timeframe.

The following is an aged analysis of trade payables at the end of the reporting period based on invoice date.

18. 應付賬款

應付賬款(包括貿易應付款項及工程累計開支)主要包括待售在建物業的建築成本及其他項目相關開支,須按本集團衡量的項目進度支付。貿易應付款項的信貸期一般為60至90天,惟部分建築成本保留款項的信貸期最多為兩年。本集團的財務風險管理政策確保於信貸期內支付所有應付款項。

下表載列報告期末按發票日期進行的貿易應付款項賬齡分析。

		30.06.2019	31.12.2018
		RMB' 000	RMB' 000
		人民幣千元	人民幣千元
		(Unaudited)	(Audited)
		(未經審核)	(經審核)
Within 1 year	1年內	21,774	32,978
1 to 2 years	1至2年	14,839	148
2 to 3 years	2至3年	148	79
Over 3 years	3年以上	61	120
		36,822	33,325

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簡明綜合財務報表附註

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19. Bank Borrowings

19. 銀行借款

		30.06.2019	31.12.2018
		RMB' 000	RMB' 000
		人民幣千元	人民幣千元
		(Unaudited)	(Audited)
		(未經審核)	(經審核)
Bank borrowings:	銀行借款：		
Secured	有抵押	15,605,232	12,474,872
Unsecured	無抵押	3,764,878	3,805,886
		19,370,110	16,280,758
Less: Amounts due within one year shown under current liabilities	減：流動負債所列於一年內到期的款項	(1,717,744)	(1,595,961)
Amounts shown under non-current liabilities	非流動負債所列款項	17,652,366	14,684,797

Details of securities for the secured bank borrowings are set out in Note 21.

有抵押銀行借款的抵押詳情載於附註21。

As at 30 June 2019, the effective interest rates (which are also equal to contractual interest rates) on the Group's borrowings ranged from 3.28% to 5.46% (31 December 2018: 2.98% to 5.46%) per annum.

於二零一九年六月三十日，本集團借款的實際年利率（亦相等於合約利率）範圍介乎3.28%至5.46%（二零一八年十二月三十一日：2.98%至5.46%）。

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20. Share Capital

20. 股本

Ordinary share capital of the Company

本公司之普通股股本

		Number of shares 股份數目	Amount 金額 HK\$' 000 千港元	(RMB equivalent) (人民幣等值) RMB' 000 人民幣千元
Authorised:	法定：			
<i>Ordinary shares of HK\$0.10 each</i>	<i>每股面值0.10港元之普通股</i>			
At 1 January 2018, 31 December 2018 and 30 June 2019	於二零一八年一月一日、 二零一八年十二月三十一日及 二零一九年六月三十日	28,904,699,222	2,890,470	2,293,502
Issued and fully paid:	已發行及繳足：			
<i>Ordinary shares of HK\$0.10 each</i>	<i>每股面值0.10港元之普通股</i>			
At 1 January 2018, 31 December 2018 and 30 June 2019	於二零一八年一月一日、 二零一八年十二月三十一日及 二零一九年六月三十日	14,231,124,858	1,423,112	1,122,414

21. Pledge of Assets

21. 資產抵押

The carrying amounts of the non-current and current assets pledged to banks and to secure loan facilities granted to the Group by banks and guarantee provided by the Group in respect of loan facilities utilised by property buyers of the Group are as follows:

抵押予銀行以擔保本集團獲授之貸款融資的非流動及流動資產的賬面值及本集團就本集團物業買家動用之貸款融資提供的擔保如下：

		30.06.2019 RMB' 000 人民幣千元 (Unaudited) (未經審核)	31.12.2018 RMB' 000 人民幣千元 (Audited) (經審核)
Investment properties	投資物業	45,367,400	39,287,000
Property, plant and equipment	物業、廠房及設備	2,774,736	2,263,175
Properties under development for sale	待售在建物業	6,724,667	6,492,645
Properties held for sale	持作出售物業	–	554,742
Right-of-use assets	使用權資產	528,743	–
Leasehold land and land use rights	租賃土地及土地使用權	–	519,843
Accounts receivable	應收賬款	39,981	25,400
Pledged deposits	已抵押存款	13,395	12,522
		55,448,922	49,155,327

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22. Capital Commitments

The Group had the following capital commitments as at the end of the reporting period:

		30.06.2019 RMB' 000 人民幣千元 (Unaudited) (未經審核)	31.12.2018 RMB' 000 人民幣千元 (Audited) (經審核)
Capital commitments in respect of:	有關下述項目的資本承擔：		
Purchase of property, plant and equipment contracted, but not provided for	購買物業、廠房及設備： 已訂約但未撥備	–	19,833
Constructing and developing investment properties contracted, but not provided for	建設及開發投資物業： 已訂約但未撥備	392,753	288,606
Capital injection commitments to a newly established offshore fund	對於新建離岸基金的注資承擔	3,420,000	3,420,000
		3,812,753	3,728,439

22. 資本承擔

本集團於報告期末的資本承擔如下：

23. Operating Lease Arrangements

The Group as lessor

At the end of the reporting period, the Group had contracted with tenants for the following future minimum lease payments under non-cancellable operating leases in respect of office premises, retail shops and residential premises which fall due as follows:

		30.06.2019 RMB' 000 人民幣千元 (Unaudited) (未經審核)	31.12.2018 RMB' 000 人民幣千元 (Audited) (經審核)
Within one year	1年內	2,897,331	2,810,819
In the second to fifth year, inclusive	第2至5年(包括首尾兩年)	4,594,057	4,811,309
After five years	5年以上	1,690,278	1,696,366
		9,181,666	9,318,494

Leases are negotiated for an average term of 1 to 20 years mostly with fixed rentals. Certain lease arrangements contain rental escalation clauses which increase the monthly rental on a yearly basis.

23. 經營租賃安排

本集團作為出租人

於報告期末，本集團就下列辦公場所、零售店舖及住宅的不可撤銷經營租約的未來最低租賃款項與租戶訂有合約，相關到期情況如下：

租約按平均期限1至20年及大部分按固定租金協商。若干租賃安排載有租金自動上調條款，月租按年增長。

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簡明綜合財務報表附註

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24. Business Combinations

On 2 January 2019, the Group acquired 60% interest in COFCO (BVI) NO.97 Limited ("BVI 97", a 40%-owned joint venture of the Group as at 31 December 2018), from an independent third party for a cash consideration of RMB17,051,000 and thereafter, the Group holds 100% equity interest in BVI 97.

The subsidiary of BVI 97 is Taiwan Hotel Limited which is engaged in hotel operations in the PRC.

A summary of fair value of the identifiable assets and liabilities of BVI 97 acquired at the date of the above acquisition was as follows:

24. 業務合併

於二零一九年一月二日，本集團自一名獨立第三方收購COFCO (BVI) NO.97 Limited (「BVI 97」，於二零一八年十二月三十一日為本集團持有40%股權的合營企業)的60%股權，現金代價為人民幣17,051,000元，此後本集團持有BVI 97之100%股權。

BVI 97之附屬公司台灣飯店有限公司於中國從事酒店經營業務。

以下載列於上述收購事項日期已收購的BVI 97可識別資產及負債之公允價值概要：

		RMB'000 人民幣千元
Property, plant and equipment	物業、廠房及設備	699,988
Right-of-use assets	使用權資產	1,150,762
Intangible assets	無形資產	563
Inventories	存貨	637
Accounts receivable	應收賬款	7,775
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	3,925
Cash and bank balances	現金及銀行結存	17,325
Other payables, accruals and deposits received	其他應付款項、應計費用及已收按金	(48,522)
Accounts payable	應付賬款	(93,805)
Amounts due to fellow subsidiaries	應付同系附屬公司款項	(68,133)
Loan from a third party	第三方給予的貸款	(338,982)
Loans from fellow subsidiaries	同系附屬公司給予的貸款	(547,006)
Bank borrowings	銀行借款	(677,280)
		107,247

Goodwill recognised on acquisition

收購時確認之商譽

Consideration transferred	已轉讓代價	17,051
Add: Non-controlling interests	加：非控股權益	78,828
Fair value of 40% in BVI 97 at the date of acquisition above	於上述收購日期持有BVI 97 40%權益的公允價值	11,368
Less: Net assets acquired	減：已收購資產淨額	(107,247)

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For the six months ended 30 June 2019 截至二零一九年六月三十日止六個月

24. Business Combinations (Continued)

24. 業務合併 (續)

Net cash outflows arising on acquisition

收購產生的現金流出淨額

Consideration paid in cash	支付的現金代價	17,051
Less: Cash and bank balances acquired	減：收購所得之現金及銀行結存	(17,325)
Net cash inflow	現金流入淨額	(274)

Included in the profit for the current interim period was a loss of RMB49,739,000 from BVI 97. Revenue for the current interim period includes RMB73,293,000 attributable to BVI 97.

於本中期間溢利包括BVI 97產生的虧損人民幣49,739,000元。於本中期間收益包括可歸屬於BVI 97的收益人民幣73,293,000元。

On 4 January 2019, the Group completed its negotiation with an independent third party to the Group for the acquisition of 51% of Shanxi Ding'an Real Estate Development Company Limited ("Shanxi Ding'an"). The transaction was completed on 28 February 2019 and the acquisition cost of RMB92,493,000 was satisfied in cash.

於二零一九年一月四日，本集團與獨立第三方完成收購Shanxi Ding'an Real Estate Development Company Limited (「Shanxi Ding'an」) 51%股權的洽談。該交易於二零一九年二月二十八日完成且收購成本人民幣92,493,000元以現金結算。

A summary of fair values of the identifiable assets and liabilities acquired at the date of the above acquisition were as follows:

以下載列於上述收購事項日期收購的可識別資產及負債之公允價值概要：

		RMB'000 人民幣千元
Property, plant and equipment	物業、廠房及設備	104
Property under development for sale	待售在建物業	83,350
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	8,323
Cash and bank balances	現金及銀行結存	92,523
Other payable, accruals and deposits received	其他應付款項、應計費用及已收按金	(2,543)
Accounts payable	應付賬款	(398)
		181,359

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For the six months ended 30 June 2019 截至二零一九年六月三十日止六個月

24. Business Combinations (Continued)

24. 業務合併(續)

Goodwill recognised on acquisition

收購時確認之商譽

Consideration transferred	已轉讓代價	92,493
Add: Non-controlling interests	加：非控股權益	88,866
Less: Net assets acquired	減：已收購資產淨額	(181,359)

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Net cash outflows arising on acquisition

收購產生的現金流出淨額

Consideration paid in cash	支付的現金代價	92,493
Less: Cash and bank balances acquired	減：收購所得之現金及銀行結存	(92,523)

Net cash inflow	現金流入淨額	(30)
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Included in the profit for the current interim period was a loss of RMB1,266,000 from Shanxi Ding'an. There was no revenue for the current interim period attributable to Shanxi Ding'an.

本中期間溢利包括Shanxi Ding'an產生的虧損人民幣1,266,000元。概無歸屬於Shanxi Ding'an的本中期間收益。

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25. Disposal of a Subsidiary

On 8 December 2017, Rich Harbour Limited (“Rich Harbour”) and COFCO (BVI) No. 17 Limited (“COFCO BVI17”), which are wholly-owned subsidiaries of the Company, entered into an arrangement on disposal of COFCO Hotel (Beijing) Co., Ltd (“COFCO Hotel (Beijing)”, 65% owned by Rich Harbour and 35% owned by COFCO BVI17). The consideration was determined based on the highest bidding price amounting to RMB1,360 million. The disposal was completed in March 2018. The net assets of COFCO Hotel (Beijing) at the date of disposal were as follows:

25. 出售附屬公司

於二零一七年十二月八日，本公司全資附屬公司Rich Harbor Limited（「Rich Harbor」）及COFCO (BVI) No. 17 Limited（「COFCO BVI 17」）就出售中糧酒店（北京）有限公司（「中糧酒店（北京）」，65%股權由Rich Harbor擁有，35%由COFCO BVI 17擁有）達成一項安排。該代價乃根據最高出價人民幣1,360百萬元釐定。出售事項於二零一八年三月完成。中糧酒店（北京）於出售日期的資產淨值如下：

		RMB' 000 人民幣千元
Consideration	代價	
Consideration received in cash and cash equivalents	以現金及現金等價物收取的代價	1,360,000
Analysis of assets and liabilities over which control was lost	失去控制權之資產與負債分析	
Property, plant and equipment	物業、廠房及設備	853,111
Leasehold land and land use rights	租賃土地及土地使用權	102,110
Intangible assets	無形資產	1,353
Inventories	存貨	1,202
Accounts receivable	應收款項	2,898
Deposits, prepayments and other receivables	按金、預付款項及其他應收款項	7,358
Amounts due from fellow subsidiaries	應收同系附屬公司款項	3,466
Deferred tax assets	遞延稅項資產	8,372
Cash and bank balances	現金及銀行結存	697,459
Accounts payable	應付款項	(3,881)
Other payables and accruals	其他應付款項及應計費用	(25,144)
Loans from a third party	第三方給予的貸款	(1,431,978)
Amount due to a joint venture	應付合營企業款項	(936)
Net assets disposed of	出售資產淨值	215,390
Gain on disposal of a subsidiary:	出售附屬公司收益：	
Consideration on disposal	出售代價	1,360,000
Net assets disposal of	出售資產淨值	(215,390)
Gain on disposal	出售收益	1,144,610

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簡明綜合財務報表附註

For the six months ended 30 June 2019 截至二零一九年六月三十日止六個月

25. Disposal of a Subsidiary (Continued)

25. 出售附屬公司 (續)

		RMB' 000 人民幣千元
Net cash inflow on disposal of a subsidiary	出售附屬公司的淨現金流入	
Consideration received in cash and cash equivalents	以現金及現金等價物收取的代價	1,360,000
Less: Cash and cash equivalents disposed of	減：所出售的現金及現金等價物	(697,459)
Net cash inflow	淨現金流入	662,541

26. Related Party Transactions

26. 關連方交易

In addition to the balances detailed elsewhere in these condensed consolidated financial statements, the Group had the following material transactions with related parties during the period.

除此等簡明綜合財務報表另行詳述的結餘外，本集團於期內與關連方有以下重大交易。

		Six months ended 截至下列日期止六個月	
		30.06.2019 RMB' 000 人民幣千元 (Unaudited) (未經審核)	30.06.2018 RMB' 000 人民幣千元 (Unaudited) (未經審核)
Leasing of properties to:	向下列各方出租物業：		
Fellow subsidiaries	同系附屬公司	69,082	72,321
Intermediate holding company	中間控股公司	1,647	1,778
Ultimate holding company	最終控股公司	2	24
Leasing of properties from:	向下列各方租用物業：		
Ultimate holding company	最終控股公司	6,045	6,045
Provision of hotel management service by:	由下列各方提供酒店管理服務：		
Fellow subsidiaries	同系附屬公司	1,734	1,991
Provision of property management service by:	由下列各方提供物業管理服務：		
Fellow subsidiaries	同系附屬公司	25,213	13,110
Intermediate holding company	中間控股公司	-	12
Provision of property management service to:	向下列各方提供物業管理服務：		
Fellow subsidiaries	同系附屬公司	832	15,726
Intermediate holding company	中間控股公司	212	-
Provision of insurance service by:	由下列各方提供保險服務：		
Fellow subsidiaries	同系附屬公司	1,740	1,776
Sourcing of staple supply and catering service from:	自下列各方採購主食食材及餐飲服務：		
Fellow subsidiaries	同系附屬公司	3,730	2,082
Ultimate holding company	最終控股公司	14	-

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簡明綜合財務報表附註

For the six months ended 30 June 2019 截至二零一九年六月三十日止六個月

26. Related Party Transactions (Continued) 26. 關連方交易 (續)

		Six months ended 截至下列日期止六個月	
		30.06.2019	30.06.2018
		RMB' 000	RMB' 000
		人民幣千元	人民幣千元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Sourcing of staple supply and catering service to:	為下列各方採購主食食材及餐飲服務：		
Fellow subsidiaries	同系附屬公司	-	19
Interest income from:	來自下列各方的利息收入：		
Joint ventures	合營企業	18,132	8,729
Associates	聯營公司	56,482	26,115
Interest expense to:	支付下列各方的利息開支：		
Fellow subsidiaries	同系附屬公司	28,475	24,472

On 20 June 2019, the Group entered into a capital support letter with Shui On Development (Holding) Limited undertaking to provide Colour Bridge Holdings Limited, an associate of the Group, a maximum capital support amounting to RMB2,870,000,000 in supporting Colour Bridge Holdings Limited in meeting its loan repayment obligations.

於二零一九年六月二十日，本集團與Shui On Development (Holding) Limited簽訂資金支持函件，承諾提供彩橋控股有限公司（本集團的一間聯營公司）最高達人民幣2,870,000,000元的資金支持，用以支持彩橋控股有限公司達致其償還義務。

Related party balances

Details of the Group's current account balances with and loans from/to related parties are disclosed in Notes 16 and 17, respectively.

關連方結餘

本集團之往來賬目結餘及來自／給予關連方的貸款詳情分別披露於附註16及17。

Compensation of key management personnel of the Group

本集團主要管理人員之薪酬

		Six months ended 截至下列日期止六個月	
		30.06.2019	30.06.2018
		RMB' 000	RMB' 000
		人民幣千元	人民幣千元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Salaries, allowances and other benefits	薪金、津貼及其他福利	24,795	23,470
Retirement benefit scheme contributions	退休福利計劃供款	827	473
Total compensation paid to key management personnel	支付予主要管理人員之薪酬總額	25,622	23,943

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簡明綜合財務報表附註

For the six months ended 30 June 2019 截至二零一九年六月三十日止六個月

26. Related Party Transactions (Continued) 26. 關連方交易 (續)

Compensation of key management personnel of the Group (Continued)

The key management personnel of the Group includes the Directors and certain top executives of the Company. The remuneration of certain of these Directors and top executives was borne by the ultimate holding company or fellow subsidiaries during the current and prior periods.

Transactions with other government-related entities in the PRC

The Group itself is part of a larger group of companies under COFCO Corporation which is controlled by the PRC government. Thus, the Directors consider that the Group is ultimately controlled by the PRC government. In addition, the Group operates in an economic environment currently predominated by entities controlled, jointly controlled or significantly influenced by the PRC government ("PRC government-related entities"). Apart from the transactions and balances with the ultimate holding company, the immediate holding company, fellow subsidiaries and non-controlling interests set out in "Related party transactions" and "Related party balances" above, the Group also conducts businesses with other PRC government-related entities in the ordinary course of business. Certain of the Group's bank deposits and bank borrowings are entered into with certain banks which are PRC government-related entities in its ordinary course of business. In view of the nature of those banking transactions, the Directors are of the opinion that separate disclosures would not be meaningful. In addition, the Group entered into various transactions, including purchases of land use rights, construction of properties and other operating expenses with other PRC government-related entities in the ordinary course of business. The pricing and the selection of suppliers and service providers are not dependent on whether the counterparties are PRC government-related entities or not. In the opinion of the management of the Group, the above transactions are collectively significant transactions of the Group with PRC government-related entities.

本集團主要管理人員之薪酬 (續)

本集團的主要管理人員包括本公司董事及若干高級行政人員。於本期間及過往期間，若干董事及高級行政人員之薪酬，乃由最終控股公司或同系附屬公司所承擔。

與其他中國政府關連實體之交易

本集團為由中國政府控制之中糧集團旗下規模較大集團公司之一部分。因此，董事認為本集團受中國政府最終控制。此外，本集團經營所處經濟環境現時由受中國政府所控制、共同控制或左右之實體（「中國政府關連實體」）主導。除上文「關連方交易」及「關連方結餘」所載與最終控股公司、直接控股公司、同系附屬公司及非控股權益之交易及結餘外，本集團亦於日常業務過程中與其他中國政府關連實體進行業務。本集團於日常業務過程中與身為中國政府關連實體之若干銀行訂立若干銀行存款及銀行借款。鑒於該等銀行交易的性質，董事認為單獨披露並無意義。此外，本集團亦於日常業務過程中與其他中國政府關連實體訂立多項交易，包括購買土地使用權、建造物業及其他經營開支。定價及挑選供應商及服務提供商並不取決於對手方是否屬中國政府關連實體。本集團管理層認為，上述交易屬於本集團與中國政府關連實體的整體重大交易。

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簡明綜合財務報表附註

For the six months ended 30 June 2019 截至二零一九年六月三十日止六個月

27. Contingent Liabilities

(a) Guarantees

		30.06.2019 RMB' 000 人民幣千元 (Unaudited) (未經審核)	31.12.2018 RMB' 000 人民幣千元 (Audited) (經審核)
Guarantees provided by the Group in respect of loan facilities utilised by property buyers	本集團就物業買家動用的貸款融資提供的擔保	2,823,686	2,600,502

The Group has pledged certain bank deposits and provided guarantees to banks in favour of its customers in respect of the mortgage loans provided by the banks to those customers for the purchase of the Group's properties. These guarantees will be released upon receiving the building ownership certificate of the respective properties by the banks from the customers as security of the mortgage loans granted.

In the opinion of the Directors, the fair value of the financial guarantee contracts at initial recognition and subsequently at the end of each reporting period is not significant as the default rate is low.

- (b) The Group has certain non-compliance incidents which are relating to the failure to comply with certain terms and conditions of the relevant construction works planning permits in respect of two projects, Chaoyang Joy City and Shenyang Joy City. The Group may be subject to a fine of up to 10% of the construction costs, demolition of the relevant property and confiscation of any illegal revenue.

The construction costs of Chaoyang Joy City amounted to RMB3,341 million, including the cost for the non-compliant structure of RMB42 million. The non-compliant structure has been occupied as office and has not generated any revenue. Chaoyang Joy City generated revenue since the year 2010. The aggregate revenue of the shopping mall of Chaoyang Joy City since it generated revenue up to 30 June 2019 amounted to RMB4,340 million.

27. 或然負債

(a) 擔保

本集團為客戶就銀行向其提供購買本集團物業的按揭貸款而抵押若干銀行存款及提供擔保予銀行。該等擔保將於銀行收到客戶提供的房屋所有權證作為所獲按揭貸款的抵押品時解除。

董事認為，由於違約率較低，初始確認與隨後各報告期末的財務擔保合約公允價值並不重大。

- (b) 本集團有若干與未能遵守朝陽大悅城及瀋陽大悅城兩個項目相關建設工程規劃許可證之若干條款及條件有關的不合規事件。本集團或會被處不超過建築成本10%的罰款、拆除相關物業及遭沒收任何不法收益。

朝陽大悅城的建築成本為人民幣3,341百萬元，包括不合規建築的成本人民幣42百萬元。不合規建築用作辦公室，並不產生任何收益。朝陽大悅城自二零一零年起產生收益。朝陽大悅城商場自開始產生收益起至二零一九年六月三十日的總收益為人民幣4,340百萬元。

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For the six months ended 30 June 2019 截至二零一九年六月三十日止六個月

27. Contingent Liabilities (Continued)

(b) (Continued)

The construction costs of Shenyang Joy City amounted to RMB1,899 million, including an estimated cost for the excess area of RMB81 million. Shenyang Joy City generated revenue since the year 2009. The aggregate revenue of Shenyang Joy City since it generated revenue up to 30 June 2019 amounted to RMB2,086 million.

Based on the reasons and circumstances of these non-compliances and the PRC legal advice, the management of the Group considers that the risk of the Group will be subject to any fine, penalty or demolition or confiscation order is remote, and accordingly, no provision has been made in these condensed consolidated financial statements. In addition, COFCO Corporation, the ultimate holding company of the Company, has undertaken to the Company to indemnify the Company against all penalties, losses and expenses that have been or will be suffered or incurred by the Group arising from, or in connection with the above non-compliances.

- (c) The Group was involved in a number of legal proceedings and claims against it in the ordinary course of business. Provision has been made for the probable losses to the Group on those legal proceedings and claims when the management can reasonably estimate the outcome of the legal proceedings and claims taking into account the legal advice. The estimated provision has been made for pending legal proceedings and claims of RMB3,000,000 (2018: RMB3,000,000) which is recorded in other payables and accruals. Except for that, management believes that the probability of loss is remote.

27. 或然負債 (續)

(b) (續)

瀋陽大悅城的建築成本為人民幣1,899百萬元，包括僭建部分的估計成本人民幣81百萬元。瀋陽大悅城自二零零九年起產生收益。瀋陽大悅城自開始產生收益起至二零一九年六月三十日的總收益為人民幣2,086百萬元。

基於該等不合規事項的原因及情況以及中國法律意見，本集團管理層認為本集團不大可能面臨被處罰款、罰金或拆除或沒收命令的風險，因此並無於此等簡明綜合財務報表計提撥備。此外，本公司最終控股公司中糧集團向本公司承諾，將就本集團現時或日後因或就上述不合規事項而遭受或產生的所有罰金、虧損及開支向本公司提供彌償。

- (c) 本集團於日常業務過程中牽涉多項法律程序及申索。管理層經參考法律意見後可合理預測法律程序及申索之結果，並已就該等法律程序及申索可能對本集團造成的損失計提撥備。就待決法律程序及申索計提之估計撥備人民幣3,000,000元(二零一八年：人民幣3,000,000元)計入其他應付款項及應計費用。除此之外，管理層認為造成損失的可能性極低。

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For the six months ended 30 June 2019 截至二零一九年六月三十日止六個月

28. Fair Value Measurements of Financial Instruments

Some of the Group's financial assets and liabilities are measured at fair value at the end of each reporting period. The following table gives information about how the fair values of these financial assets and liabilities are determined (in particular, the valuation techniques(s) and inputs used), as well as the level of the fair value hierarchy into which the fair value measurement is observable.

- Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2 fair value measurements are those derived from inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly; and
- Level 3 fair value measurements are those derived from valuation techniques that included inputs for the assets or liability that are not based on observable market data (unobservable inputs).

28. 金融工具的公允價值計量

本集團部分金融資產及負債於各報告期末按公允價值計量。下表載列有關如何釐定該等金融資產及負債的公允價值的資料（特別是所運用的估值方法及輸入數據），以及公允價值計量中的公允價值級別的可觀察水平。

- 第1級公允價值計量乃源自完全相同的資產或負債於活躍市場之報價（未經調整）；
- 第2級公允價值計量乃源自資產或負債的可直接或間接觀察的輸入數據（第1級計入的報價除外）；及
- 第3級公允價值計量乃源自包括並非以可觀察市場數據為基準的資產或負債之輸入數據（不可觀察輸入數據）的估值方法。

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28. Fair Value Measurements Of Financial Instruments (Continued)

The Group's financial liabilities that are measured at fair value on a recurring basis are set out below:

Financial assets/liabilities
金融資產／負債

Fair value as at
公允價值

30/6/2019
二零一九年
六月三十日

31/12/2018
二零一八年
十二月三十一日

Interest rate swaps
(designed as
hedging instruments)

Liabilities –
RMB2,285,000

Liabilities –
RMB2,016,000

Fair value
hierarchy
公允價值級別

Valuation technique(s) and
key input(s)
估值方法及關鍵輸入數據

Level 2

Discounted cash flow. Future cash flows are estimated based on forward interest rates (from observable yield curves at the end of the reporting period) and contracted interest rates, discounted at a rate that reflects the credit risk of various counterparties.

利率互換(作為套期工具設計)

負債 – 人民幣
2,285,000元

負債 – 人民幣
2,016,000元

第二級

貼現現金流量。未來現金流量乃根據遠期利率(來自報告期末的可觀察收益曲線)及反映多個對手方的信貸風險的比率貼現的合約利率估計。

Loan to an associate

Assets –
RMB403,098,000

Assets –
RMB403,098,000

Level 3

Discounted cash flow. Future cash flows are estimated based on expected repayment of the loan from pre-sale proceeds arising from the properties of the associate, discounted at a rate that reflects the credit risk of the associate.

給予聯營公司的貸款

資產 – 人民幣
403,098,000元

資產 – 人民幣
403,098,000元

第三級

貼現現金流量。未來現金流量乃根據聯營公司物業的預售所得款項貸款的預期還款及反映聯營公司信貸風險的利率貼現而估計。

Obligation arising from put
option to non-controlling
shareholder

Liabilities –
RMB344,780,000

Liabilities –
RMB336,470,000

Level 3

Discounted cash flow. Future cash flows are estimated based on the expected future economic benefits derived from the 49% ownership interest in Joy Valley Limited held by the non-controlling shareholder, discounted at an appropriate discount rate.

因授予非控股股東的認沽期權
而產生的責任

負債 – 人民幣
344,780,000元

負債 – 人民幣
336,470,000元

第三級

貼現現金流量。未來現金流量乃根據非控股股東所持有Joy Valley Limited的49%擁有權產生的預期未來經濟利益及以適當貼現率貼現而估計。

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28. Fair Value Measurements Of Financial Instruments (Continued)

Reconciliation of Level 3 fair value measurements of financial liabilities

			Obligation arising from put option
		Loan to an associate	to non-controlling shareholder
		給予聯營公司的貸款	因授予非控股股東的認沽期權而產生的責任
		RMB' 000	RMB' 000
		人民幣千元	人民幣千元
At 1 January 2019 (audited)	於二零一九年一月一日 (經審核)	403,098	336,470
Fair value loss	公允價值虧損	-	8,310
At 30 June 2019 (unaudited)	於二零一九年六月三十日 (未經審核)	403,098	344,780

The Directors consider that the carrying amounts of financial assets and financial liabilities recorded at amortised cost in the condensed consolidated statement of financial position approximate their respective fair values.

28. 金融工具的公允價值計量 (續)

金融負債第三級公允價值計量之對賬

			Obligation arising from put option
		Loan to an associate	to non-controlling shareholder
		給予聯營公司的貸款	因授予非控股股東的認沽期權而產生的責任
		RMB' 000	RMB' 000
		人民幣千元	人民幣千元

董事認為，於簡明綜合財務狀況表以攤銷成本入賬的金融資產及金融負債的賬面值與其各自的公允價值相若。

In this interim report, unless the context requires otherwise, the following expressions have the following meanings: 於本中期報告內，除文義另有所指外，下列詞彙具有以下涵義：

Audit Committee 審核委員會	the audit committee under the Board 董事會轄下審核委員會
Board 董事會	the board of Directors 董事會
CG Code 《企業管治守則》	the Code on Corporate Governance Practices as set out in Appendix 14 to the Listing Rules 上市規則附錄十四所載之企業管治守則
COFCO Corporation 中糧集團	COFCO Corporation (中糧集團有限公司), a state-owned enterprise incorporated in the PRC in September 1952 under the purview of SASAC of the PRC 中糧集團有限公司，於一九五二年九月在中國註冊成立受中國國資委監管之國有企業
COFCO (Hong Kong) 中糧香港	COFCO (Hong Kong) Limited (中糧集團(香港)有限公司), a company incorporated in Hong Kong with limited liability on 14 August 1981 and wholly-owned by COFCO Corporation 中糧集團(香港)有限公司，於一九八一年八月十四日在香港註冊成立之有限公司，由中糧集團全資擁有
Company 本公司	Joy City Property Limited, a company incorporated under the laws of Bermuda with limited liability on 23 September 1992, the Shares of which are listed on the Main Board of the Stock Exchange (stock code: 00207) 大悅城地產有限公司，於一九九二年九月二十三日根據百慕達法律註冊成立之有限公司，其股份於聯交所主板上市(股份代號：00207)
CPS 可轉換優先股	the non-redeemable convertible preference shares of HK\$0.10 each in the share capital of the Company 本公司股本中每股0.10港元之不可贖回可轉換優先股
Director(s) 董事	director(s) of the Company 本公司董事
Grandjoy Holdings 大悅城控股	Grandjoy Holdings Group Co., Ltd. (formerly known as COFCO Property (Group) Co., Ltd.), a company incorporated in the PRC with limited liability on 8 October 1993, which is listed on the Shenzhen Stock Exchange (stock code: 000031), a subsidiary of COFCO Corporation 大悅城控股集團股份有限公司(前稱中糧地產(集團)股份有限公司)，於一九九三年十月八日在中國註冊成立之有限公司，為中糧集團子公司，於深圳證券交易所上市(股份代號：000031)
Group 本集團	the Company and its subsidiaries 本公司及其附屬公司
HK\$/HKD 港元／港幣	Hong Kong dollars, the lawful currency of Hong Kong 香港法定貨幣港元
Hong Kong 香港	the Hong Kong Special Administrative Region of the PRC 中國香港特別行政區

Glossary

詞彙表

Independent Board Committee	the Independent Board Committee, comprising all independent non-executive Directors (being Mr. LAU Hon Chuen, Ambrose <i>GBS, JP</i> , Mr. LAM Kin Ming, Lawrence and Mr. WU Kwok Cheung <i>MH</i>)
獨立董事委員會	獨立董事委員會，由全體獨立非執行董事（即劉漢銓先生金紫荊星章、太平紳士、林建明先生及胡國祥先生榮譽勳章）組成
Listing Rules	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
上市規則	香港聯合交易所有限公司證券上市規則
Model Code	the Model Code for Securities Transactions by Directors of Listed Issuers as contained in Appendix 10 to the Listing Rules
《標準守則》	上市規則附錄十所載之《上市發行人董事進行證券交易的標準守則》
Non-Competition Undertaking	the deed of non-competition dated 29 November 2013 executed by COFCO Corporation in favour of the Company in relation to the Acquisition
不競爭承諾	中糧集團於二零一三年十一月二十九日就收購事項為本公司簽訂的不競爭契據
PRC	the People's Republic of China, which shall, for the purposes of this interim report, exclude Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
中國	中華人民共和國，在本中期報告中不包括香港、澳門特別行政區及台灣
Restricted Business	(a) the development, operation, sale, leasing or management of any property project which is wholly designated for commercial purpose such as offices, retail, shopping malls, hotels, resorts or serviced apartments; and/or (b) the development, operation, sale, leasing or management of any mixed-use complex project
限制業務	(a)開發，經營，銷售，租賃或管理任何全部指定作為商業用途之物業項目，例如辦公室，零售，商場，酒店，度假村或酒店式公寓，及／或(b)開發，經營，銷售，租賃或管理任何多用途綜合體項目
SASAC	the State-owned Assets Supervision and Administration Commission of the State Council (國務院國有資產監督管理委員會)
國資委	國務院國有資產監督管理委員會
SFO	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
證券及期貨條例	香港法例第571章證券及期貨條例
Stock Exchange	The Stock Exchange of Hong Kong Limited
聯交所	香港聯合交易所有限公司
US\$	United States Dollars, being the lawful currency of the United States of America
美元	美利堅合眾國之法定貨幣美元

Directors

Executive Directors

Mr. ZHOU Zheng (*Chairman*)
Mr. CAO Ronggen

Non-executive Director

Mr. JIANG Yong

Independent Non-executive Directors

Mr. LAU Hon Chuen, Ambrose *GBS, JP*
Mr. LAM Kin Ming, Lawrence
Mr. WU Kwok Cheung *MH*

Audit Committee

Mr. LAU Hon Chuen, Ambrose *GBS, JP*
(*Committee Chairman*)
Mr. CAO Ronggen
Mr. LAM Kin Ming, Lawrence
Mr. WU Kwok Cheung *MH*

Remuneration Committee

Mr. LAU Hon Chuen, Ambrose *GBS, JP*
(*Committee Chairman*)
Mr. CAO Ronggen
Mr. LAM Kin Ming, Lawrence
Mr. WU Kwok Cheung *MH*

Nomination Committee

Mr. ZHOU Zheng (*Committee Chairman*)
Mr. LAU Hon Chuen, Ambrose *GBS, JP*
Mr. LAM Kin Ming, Lawrence
Mr. WU Kwok Cheung *MH*

Executive Committee

Mr. ZHOU Zheng (*Committee Chairman*)
Mr. CAO Ronggen

Company Secretary

Ms. NG Chi Man

董事

執行董事

周政先生 (*主席*)
曹榮根先生

非執行董事

姜勇先生

獨立非執行董事

劉漢銓先生 *金紫荊星章·太平紳士*
林建明先生
胡國祥先生 *榮譽勳章*

審核委員會

劉漢銓先生 *金紫荊星章·太平紳士*
(*委員會主席*)
曹榮根先生
林建明先生
胡國祥先生 *榮譽勳章*

薪酬委員會

劉漢銓先生 *金紫荊星章·太平紳士*
(*委員會主席*)
曹榮根先生
林建明先生
胡國祥先生 *榮譽勳章*

提名委員會

周政先生 (*委員會主席*)
劉漢銓先生 *金紫荊星章·太平紳士*
林建明先生
胡國祥先生 *榮譽勳章*

執行委員會

周政先生 (*委員會主席*)
曹榮根先生

公司秘書

吳芷文女士

Corporate Information

公司資料

Auditor

Deloitte Touche Tohmatsu

Principal Bankers

The Hongkong and Shanghai Banking Corporation Limited
Bank of China (Hong Kong) Limited

Registered Office

Clarendon House, 2 Church Street
Hamilton HM 11, Bermuda

Principal Office in Hong Kong

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262 Gloucester Road
Causeway Bay, Hong Kong

Branch Share Registrar and Transfer Office in Hong Kong

Tricor Progressive Limited
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Hong Kong

Company Website

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STOCK CODE

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核數師

德勤 • 關黃陳方會計師行

主要往來銀行

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告士打道262號
中糧大廈中心33樓

香港股份過戶登記分處

卓佳廣進有限公司
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股份代號

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大悅城控股
GRANDJOY



中糧
COFCO
自然之選 豐饒所聚

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