



IMPERIAL PACIFIC

INTERNATIONAL HOLDINGS

博華太平洋國際控股有限公司

2019

INTERIM REPORT

中期報告

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: 1076

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# Corporate Information

## 公司資料

### BOARD OF DIRECTORS

#### Executive Directors

Ms. Cui Li Jie (*Chairperson*)

Ms. Xia Yuki Yu

Mr. Teng Sio I

#### Independent Non-executive Directors

Mr. Robert James Woolsey

Mr. Ng Hoi Yue

Mr. Tso Hon Sai Bosco

Mr. Lee Kwok Leung

### EXECUTIVE COMMITTEE

Ms. Xia Yuki Yu (*Chairperson*)

Mr. Teng Sio I

### AUDIT COMMITTEE

Mr. Ng Hoi Yue (*Chairman*)

Mr. Tso Hon Sai Bosco

Mr. Lee Kwok Leung

### NOMINATION COMMITTEE

Mr. Ng Hoi Yue (*Chairman*)

Mr. Tso Hon Sai Bosco

Mr. Lee Kwok Leung

### REMUNERATION COMMITTEE

Mr. Ng Hoi Yue (*Chairman*)

Mr. Tso Hon Sai Bosco

Mr. Lee Kwok Leung

### COMPANY SECRETARY

Ms. Lee Yuen Ting

### PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Conyers Corporate Services (Bermuda) Limited

Clarendon House

2 Church Street

Hamilton HM11

Bermuda

### 董事會

#### 執行董事

崔麗杰女士(主席)

Xia Yuki Yu 女士

丁少儀先生

#### 獨立非執行董事

Robert James Woolsey 先生

伍海于先生

曹漢璽先生

李國樑先生

### 執行委員會

Xia Yuki Yu 女士(主席)

丁少儀先生

### 審核委員會

伍海于先生(主席)

曹漢璽先生

李國樑先生

### 提名委員會

伍海于先生(主席)

曹漢璽先生

李國樑先生

### 薪酬委員會

伍海于先生(主席)

曹漢璽先生

李國樑先生

### 公司秘書

李琬婷女士

### 主要股份過戶登記處

Conyers Corporate Services (Bermuda) Limited

Clarendon House

2 Church Street

Hamilton HM11

Bermuda

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

Hong Kong Registrars Limited  
Shops 1712–1716  
17/F, Hopewell Centre  
183 Queen's Road East  
Wanchai  
Hong Kong

**REGISTERED OFFICE**

Clarendon House  
2 Church Street  
Hamilton HM11  
Bermuda

**PRINCIPAL PLACE OF BUSINESS**

Suites 7001, 7002 and 7014–7016, 70/F  
Two International Finance Centre  
No. 8 Finance Street  
Central  
Hong Kong

**INDEPENDENT AUDITOR**

Ernst & Young

**PRINCIPAL BANKERS**

DBS Bank (Hong Kong) Limited  
Bank of Saipan  
The Macau Chinese Bank Limited

**WEBSITE**

<http://www.equitynet.com.hk/1076>  
<http://www.imperialpacific.com>

**STOCK CODE**

01076

**香港股份過戶登記分處**

香港證券登記有限公司  
香港  
灣仔  
皇后大道東 183 號  
合和中心 17 樓  
1712 至 1716 號舖

**註冊辦事處**

Clarendon House  
2 Church Street  
Hamilton HM11  
Bermuda

**主要營業地點**

香港  
中環  
金融街 8 號  
國際金融中心二期  
70 樓 7001、7002 及 7014–7016 室

**獨立核數師**

安永會計師事務所

**主要往來銀行**

星展銀行(香港)有限公司  
Bank of Saipan  
澳門華人銀行有限公司

**網站**

<http://www.equitynet.com.hk/1076>  
<http://www.imperialpacific.com>

**股份代號**

01076

# Management Discussion and Analysis

## 管理層討論與分析

### BUSINESS REVIEW

Imperial Pacific International Holdings Limited (the “**Company**”) is an investment holding company, and the Company and its subsidiaries (collectively referred to as the “**Group**”) are principally engaged in the gaming and resort business including the development and operation of integrated resort on the Island of Saipan.

#### Gaming and Resort Business

In August 2014, Imperial Pacific International (CNMI), LLC (the “**Licensee**” or “**IPI**”), an indirect wholly-owned subsidiary of the Company, and the Commonwealth of the Northern Mariana Islands (“**CNMI**”) entered into a casino license agreement (as amended) in respect of the exclusive casino resort developer license for the Island of Saipan pursuant to which the Casino Resort Developer License was granted subject to the terms and conditions as stipulated therein.

#### Imperial Palace • Saipan

On 6 July 2017, the casino portion of Imperial Palace • Saipan commenced operation (with maximum capacity of up to 193 tables and 365 slot machines upon completion of Imperial Palace • Saipan).

During the six months ended 30 June 2019, unaudited VIP table games rolling of United States Dollars (“**US\$**”) 1,063 million (equivalent to approximately HK\$8,336 million) (six months ended 30 June 2018: US\$12,793 million (equivalent to approximately HK\$100,284 million)) was generated from the operations of Imperial Palace • Saipan, both the VIP table games, rolling and gross revenue showing a decline compared to the first half of last year due to adverse market conditions and tightening market credits.

Major global construction companies, consulting firms, design and engineering firms as well as local sub-contractors are engaged. As at 30 June 2019, approximately US\$828 million (equivalent to approximately HK\$6,494 million) (31 December 2018: US\$792 million, equivalent to approximately HK\$6,218 million) has been invested in design, consulting, engineering, construction material and labour. The lack of the labour situation has been ameliorated tremendously during the period, we have secured adequate labour supply from the Philippines and Taiwan to ensure the need of the construction.

### 業務回顧

博華太平洋國際控股有限公司(「**本公司**」)為投資控股公司，而本公司及其附屬公司(統稱「**本集團**」)則主要從事博彩及度假村業務，包括發展及經營塞班島綜合度假村。

#### 博彩及度假村業務

於二零一四年八月，本公司之間接全資附屬公司 Imperial Pacific International (CNMI), LLC (「**持牌人**」或「**IPI**」)與北馬里亞納群島聯邦(「**北馬里亞納**」)就獨家塞班島娛樂場度假村開發商牌照訂立娛樂場牌照協議(經修訂)，據此，獲授娛樂場度假村開發商牌照，惟須受當中所載條款及條件約束。

#### 博華塞班度假村酒店

於二零一七年七月六日，博華塞班度假村酒店轄下娛樂場開始投入運作。待博華塞班度假村酒店落成後，最高容量可達193張賭枱及365部角子機。

截至二零一九年六月三十日止六個月，博華塞班度假村酒店業務營運所產生之未經審核貴賓賭枱轉碼數為10億6,300萬美元(「**美元**」)(相當於約83億3,600萬港元)(截至二零一八年六月三十日止六個月：127億9,300萬美元(相當於約1,002億8,400萬港元))，貴賓賭枱轉碼數及總收入均較去年上半年有所下跌，乃由於不利市況及收緊信用借款簽單信貸所致。

本集團已委聘全球主要建築公司、顧問公司、設計及工程公司以及當地分包商。於二零一九年六月三十日，本集團已投放約8億2,800萬美元(相當於約64億9,400萬港元)(二零一八年十二月三十一日：7億9,200萬美元，相當於約62億1,800萬港元)於設計、顧問、工程、建材及勞工方面。期內勞工短缺情況已大大改善，我們從菲律賓及台灣取得充足人手供應，確保足以應付建築需求。

## BUSINESS OUTLOOK

### Integrated Resort Development

Imperial Palace • Saipan, perched on the water front of downtown Garapan, will boast restaurants with Michelin Stars, in addition to the 193 gaming tables and 365 slot machines, and 329 hotel rooms and 15 villas upon completion of construction. It will be partially opened on or before 30 September 2019.

We expect to commence collaboration with gaming promoters. Having the advantage of CNMI's relatively low tax regime, we believe we will be able to offer very competitive commission rates to potential gaming promoters.

Visitation and hotel industry were on the fast track of recovery from the aftermath of super Typhoon Yutu in October 2018. Hotel occupancy and room rates remained high; according to the Hotel Association of the Northern Mariana Islands, for first half of the calendar year of 2019, average hotel rates kept high at US\$149.26 per night with average hotel occupancy rates of 83.43%, representing a slight decline of US\$3.85 (or 2.51%) and 3.48% respectively compared to the same period of 2018. We currently have 3 villas and 4 yachts in place as well as hotel rooms secured from local high-quality hotels to provide premium accommodations to our VIP customers. We also expect the successional opening of villas and hotel rooms of Imperial Palace • Saipan will to a great extent enhance our capacity to better accommodate patrons.

According to the Mariana's Visitors Authority, for the first half of the calendar year of 2019, though total visitors to the CNMI declined by 24.4% to 230,223, monthly visitations have been growing steadily for the last seven months and June 2019 marked the best monthly performance since super Typhoon Yutu. Visitors from China and Korean remained the anchor markets of CNMI's visitation. In spite of the rising RMB-USD exchange rate, China still took its position as the top-performing market with market share of 46.8% over Korea's 41.6%. Continued growth is expected for the second half of the year from China due to the robust outbound visitation and Golden Week holiday, as well as from Korea as Jeju Air, a leading low-cost carrier in Korea, has decided to add more flights from Incheon to Saipan to target the coming peak season.

Benefiting from Saipan's favorable weather, stunning attractions, proximity location and flexible visa policies, with more hotel rooms to be built and opened, we believe visitation to the Island of Saipan still has great potential.

### 業務展望

#### 綜合度假村發展

博華塞班度假村酒店位於加拉班市中心之海濱。待落成後，除193張賭枱、365部角子機、329間客房及15幢別墅外，博華塞班度假村酒店將設有米芝蓮星級餐廳。部分將於二零一九年九月三十日或之前開業。

我們預計即將開始與博彩中介人合作。憑藉北馬里亞納相對低稅率制度的優勢，我們相信可向潛在博彩中介人提供非常具有競爭力的佣金率。

超強颱風玉兔於二零一八年十月吹襲以來，訪客及酒店行業一直迅速復元。酒店入住率及房租維持高位；根據北馬里亞納群島酒店協會之數據，於二零一九曆年上半年，平均酒店房租維持每晚149.26美元的高水平，而平均酒店入住率則為83.43%，與二零一八年同期相比略為下跌分別3.85美元（或2.51%）及3.48%。我們目前設有3幢別墅及4艘遊艇，並獲當地優質酒店提供客房，為貴賓客戶提供理想住宿環境。我們亦預期陸續開放博華塞班度假村酒店的別墅及酒店房間將大大提升我們的待客能力。

據馬里亞納訪客局(Mariana's Visitors Authority)指出，於二零一九曆年上半年，儘管北馬里亞納旅客總人數減少24.4%至230,223人，每月旅客人數於過去七個月穩定增加，於二零一九年六月更錄得自颱風玉兔吹襲以來最佳每月表現。來自中國及韓國的旅客仍為北馬里亞納旅客的主要市場。儘管人民幣兌美元匯率上升，中國仍為表現最好的市場，佔市場份額其中46.8%，而韓國則佔41.6%。預期下半年中國的有關表現將繼續增長，原因為強勁的出境旅客人數及黃金週假期，韓國方面亦將繼續增長，原因為韓國領先的低成本航空濟州航空決定增加來往仁川及塞班島的航班以聚焦接下來的旺季。

塞班島氣候怡人、景色秀麗、地點便捷及簽證政策靈活，加上將會興建及開關更多客房，我們相信到訪塞班島的旅客人數仍具有龐大增長潛力。

# Management Discussion and Analysis

## 管理層討論與分析

### **BUSINESS OUTLOOK** *(Continued)*

#### **Debt/Equity Fund Raising and Refinancing**

The Company has recently collaborated with a financial institution, whereby the financial institution will invest by lending a total sum of US\$500,000,000 in the development of the Company's Saipan phase I integrated resort project, of which the first tranche of US\$100,000,000 has already been made as of 15 May 2019.

The Board does not rule out the possibility that the Company may carry out debt and/or equity fund raising plan(s) to further strengthen the financial position of the Group in the event that suitable fund raising opportunities arise in support of the development of the Group, including the casino and the integrated resort on the Island of Saipan. As at the date of this report, the Company has not yet identified any concrete fund raising opportunities.

#### **FINANCIAL REVIEW**

For the six months ended 30 June 2019, the Group achieved revenue of approximately HK\$399 million which is principally contributed by the casino gaming operations. Loss attributable to owners of the Company for the six months ended 30 June 2019 of approximately HK\$1,880 million, as compared with the profit attributable to owners of approximately HK\$79 million in the corresponding period of last year. Basic and diluted loss per share were HK1.31 cents and HK1.31 cents respectively, as compared with basic and diluted earnings per share of HK0.06 cent and HK0.03 cent respectively in the corresponding period of last year.

### **業務展望** (續)

#### **債務／股本集資及再融資**

近期本公司與一家金融機構合作，據此該金融機構將透過借出合共500,000,000美元的款項，投資本公司於塞班島的第一期綜合度假村發展項目，其第一筆款項100,000,000美元已於二零一九年五月十五日到位。

倘出現合適集資機會，董事會不排除本公司可能會進行債務及／或股本集資計劃以進一步加強本集團的財務狀況，從而支持本集團(包括於塞班島之娛樂場及綜合度假村)之發展。於本報告日期，本公司尚未物色到任何實質集資機會。

#### **財務回顧**

截至二零一九年六月三十日止六個月，本集團錄得收益約3億9,900萬港元，主要來自娛樂場博彩業務。截至二零一九年六月三十日止六個月，本公司持有人應佔虧損約為18億8,000萬港元，而去年同期之持有人應佔溢利則約為7,900萬港元。每股基本及攤薄虧損分別為1.31港仙及1.31港仙，而去年同期之每股基本及攤薄盈利則分別為0.06港仙及0.03港仙。

# Management Discussion and Analysis

## 管理層討論與分析

### FINANCIAL REVIEW (Continued)

#### Casino Gaming Operations

The following table set forth the results of the casino gaming operations for the six months ended 30 June 2019 and 2018:

### 財務回顧(續)

#### 娛樂場博彩業務

下表列載截至二零一九年及二零一八年六月三十日止六個月之娛樂場博彩業務業績：

		For the six months ended 30 June	
		截至六月三十日止六個月	
		2019	2018
		二零一九年	二零一八年
		HK\$'000	HK\$'000
		千港元	千港元
		(unaudited)	(unaudited)
		(未經審核)	(未經審核)
(in thousands, except for number of gaming tables and slot machines and Electronic Table Game ("ETG") and percentage)	(以千計，賭枱及角子機及電子桌面博彩(「電子桌面博彩」)之數目及百分比除外)		
Average number of VIP gaming tables in operation	營運中之貴賓賭枱平均數目	14	30
VIP table games rolling	貴賓賭枱轉碼數	8,336,136	100,283,756
VIP gross table games win	貴賓賭枱總贏額	380,974	3,420,358
VIP table games win percentage	貴賓賭枱贏率百分比	4.57%	3.41%
Average number of Mass Gaming tables in operation	營運中之中場賭枱平均數目	26	48
Mass games drop	中場博彩投注額	324,308	387,624
Mass games gross table games win	中場賭枱總贏額	97,757	124,408
Mass games win percentage	中場博彩贏率百分比	30.14%	32.10%
Average number of slot machines and ETG in operation	營運中之角子機及電子桌面博彩平均數目	300	246
Slot machines and ETG handle	角子機及電子桌面博彩收入總額	444,601	520,230
Slot machines and ETG gross win	角子機及電子桌面博彩總贏額	30,058	32,698
Slot machines and ETG hold percentage	角子機及電子桌面博彩贏率百分比	6.76%	6.29%
Commissions	佣金	106,730	1,292,956



# Management Discussion and Analysis

## 管理層討論與分析

### FINANCIAL REVIEW (Continued)

#### VIP Gaming Operations

A significant portion of our VIP casino customers is sourced through the Group's own marketing channels. Such high-spending VIP customers generally receive commission and allowances based on a percentage of the rolling chip turnover. The allowances can be utilised for expenses incurred on hotel rooms, food and beverages and other discretionary customer-related expenses. The Group's VIP players are also brought to us via intensive marketing campaigns.

VIP gaming operations also include premium mass gaming operations that do not receive commissions from the Group.

In addition, a minor operation of the Group's VIP customers has been sourced via a new licensed junket operator since August 2016. The establishment of a new licensed junket incentive allowed the Group to bring in new players which mitigated the Group's credit concerns.

VIP rolling chip volume reached approximately HK\$8,336 million (six months ended 30 June 2018: HK\$100,284 million) for the first six months of 2019. VIP gaming revenue was approximately HK\$255 million (six months ended 30 June 2018: HK\$2,033 million) with a win percentage of 4.57% (2018: 3.41%). Our VIP customers primarily consist of credit players. Geographically, most of our direct VIP patrons come from China, Hong Kong, Macau and Korea.

#### Impairment

The gross trade receivables decreased to approximately HK\$9,167 million (31 December 2018: HK\$9,670 million) from VIP gaming operations for the period ended 30 June 2019. While the scale of VIP gaming operations had a significant impact to the Group, the Group regularly reviews the recoverability of trade receivables to ensure that adequate impairments are made for irrecoverable amounts.

#### 財務回顧(續)

##### 貴賓博彩業務

我們娛樂場大部分貴賓客源來自本集團自設市場營銷渠道。該等高消費貴賓客戶一般按轉碼營業額之百分比獲取佣金及津貼。津貼可用於支付酒店房間、餐飲及其他客戶相關酌情開支所產生之費用。密集式市場推廣活動亦為本集團帶來貴賓客戶。

貴賓博彩業務亦包括高端中場博彩業務，本集團不會就該業務支付佣金。

此外，自二零一六年八月起，本集團小部分貴賓客源來自新持牌中介人營運商。設立新持牌中介人獎勵令本集團得以吸引新客戶，減低本集團之信貸問題。

二零一九年首六個月之貴賓轉碼金額達約83億3,600萬港元(截至二零一八年六月三十日止六個月：1,002億8,400萬港元)。貴賓博彩收益約為2億5,500萬港元(截至二零一八年六月三十日止六個月：20億3,300萬港元)，贏率百分比則為4.57%(二零一八年：3.41%)。我們的貴賓客戶主要為信貸客戶。從地理位置而言，我們大部分直接貴賓客戶主要來自中國、香港、澳門及韓國。

##### 減值

截至二零一九年六月三十日止期間，來自貴賓博彩業務之應收貿易賬款總額減至約91億6,700萬港元(二零一八年十二月三十一日：96億7,000萬港元)。由於貴賓博彩業務的規模對本集團構成重大影響，本集團定期檢討應收貿易賬款的可收回性以確保就不可收回款項作出足夠減值。

### FINANCIAL REVIEW (Continued)

#### Impairment (Continued)

Impairment of the Group's trade receivables was estimated based on expected credit losses which has taken into consideration the collectability of individual customers, debts' ageing profile, security provided in the form of front money and guarantee deposits as well as experience with collection trends in the casino industry and forward looking factors including economic outlook and business conditions and provision for impairment was made on certain customers' trade receivables as follows:

- (i) as at 30 June 2019, the provision for impairment of trade receivables due from the Group's largest and the ten largest customers amounted to approximately HK\$1,090 million and approximately HK\$2,483 million (31 December 2018: HK\$657 million and HK\$1,922 million) respectively. The aforementioned provisions were made based on the expected credit losses, which includes a review of individual customer's facts and circumstances (such as financial position and ongoing dialogue on settlement arrangements, etc), aging of the outstanding amounts, securities provided and past repayment records.
- (ii) as at 30 June 2019, the provision for impairment of trade receivables due from the remaining customers of the Group amounted to approximately HK\$3,536 million (31 December 2018: HK\$2,768 million) arising from regular review of the overdue balances by the management.

The Board has also prudently benchmarked against its industry peers on provision of bad debt on trade receivables and considered that the impairment of trade receivables as estimated by the Company in the condensed consolidated statement of profit or loss and other comprehensive income for the period ended 30 June 2019 to be comparable and in line with global industry standard.

#### 財務回顧(續)

#### 減值(續)

本集團應收貿易賬款減值乃根據預期信貸虧損估計作出，並考慮到個別客戶款項之可收回能力、債務之賬齡、以預付款及保證金形式提供之擔保、對娛樂場行業收款趨勢之經驗、經濟前景及業務狀況等前瞻性因素以及就若干客戶應收貿易賬款所作出減值撥備如下：

- (i) 於二零一九年六月三十日，來自本集團最大及十大客戶之應收貿易賬款減值撥備分別為約10億9,000萬港元及約24億8,300萬港元(二零一八年十二月三十一日：6億5,700萬港元及19億2,200萬港元)。上述撥備乃根據預期信貸虧損，包括對個別客戶的實際情況及狀況(例如財務狀況及在還款安排上之持續溝通等)、未償還款項之賬齡、所提供抵押及過往還款記錄的審閱而作出：
- (ii) 於二零一九年六月三十日，本集團其餘客戶的應收貿易賬款減值撥備為約35億3,600萬港元(二零一八年十二月三十一日：27億6,800萬港元)乃產生自管理層對逾期結餘的定期審閱。

董事會亦審慎以同行對應收貿易賬款壞賬作出之撥備為基準，認為本公司於截至二零一九年六月三十日止期間之簡明綜合損益及其他全面收益表內估計之應收貿易賬款減值可資比較，並符合全球行業標準。

# Management Discussion and Analysis

## 管理層討論與分析

### FINANCIAL REVIEW (Continued)

#### Impairment (Continued)

The Board also wishes to elaborate below measures taken by the Group to recover the trade receivables:

- (i) credit terms extended by the Group are generally 30 days for gaming operations. The Group's credit and collection department, along with representatives of the VIP marketing department, regularly meet on a monthly basis to identify customers whose debts are due and the VIP marketing department will make contact with customers for recovery of the outstanding debts; and
- (ii) once the receivables are overdue for repayment and if the customers still have not repaid the outstanding debts within six months of the programme end date, the Group's credit and collection department will then issue demand letters to the customers, along with its guarantors (if applicable), for demand of immediate payments. If no responses were received thereafter, the Group's management may consider bringing legal actions against the customers in order to collect the outstanding debts.

#### Mass Gaming Operations

For the six months ended 30 June 2019, revenue from mass gaming operations amounted to approximately HK\$98 million (six months ended 30 June 2018: HK\$124 million) and mass gaming drop reached approximately HK\$324 million (six months ended 30 June 2018: HK\$388 million). Customers from the mass gaming operations do not receive commissions from the Group.

Going forward, we will continue to review our mass gaming areas to maximise table utilisation, to expand or refurbish our gaming areas, to innovate our gaming products and to invest in technologies and analytical capability to enhance table productivity and customer retention.

### 財務回顧(續)

#### 減值(續)

董事會亦謹此說明本集團就收回應收貿易賬款而採取之以下措施：

- (i) 本集團一般就博彩業務給予30日信貸期。本集團之信貸及收款部門連同貴賓營銷部門之代表會每個月定期識別債務到期之客戶，而貴賓營銷部門會聯絡客戶以收回未償還債務；及
- (ii) 應收款項一旦出現逾期還款及倘客戶於計劃結束日期六個月內仍未償還債務，本集團之信貸及收款部門將向客戶及其擔保人(如適用)發出要求還款通知書，要求即時還款。倘其後並無接獲任何回覆，則本集團管理層可能考慮向客戶採取法律行動以收回未償還債務。

#### 中場博彩業務

截至二零一九年六月三十日止六個月，中場博彩業務之收益約為9,800萬港元(截至二零一八年六月三十日止六個月：1億2,400萬港元)，而中場博彩投注額則約為3億2,400萬港元(截至二零一八年六月三十日止六個月：3億8,800萬港元)。中場博彩業務之客戶並無收取本集團佣金。

展望未來，我們將會繼續評審中場博彩區以盡力提升賭枱使用率、擴大或翻新博彩區、革新我們的博彩產品以及投資於技術及分析能力以提升賭枱贏率及留住客戶。

# Management Discussion and Analysis

## 管理層討論與分析

### FINANCIAL REVIEW (Continued)

#### Slot Machines and ETG Gaming Operations

Revenue from the slot machines and ETG amounted to approximately HK\$30 million (six months ended 30 June 2018: HK\$33 million) and hold percentage reached 6.76% (2018: 6.29%) for the six months ended 30 June 2019.

Going forward, we will continue to re-examine the mix of our slot machines and ETG games in operation to maximise our casino profitability. We will also aim to develop technologies to enhance our analytical capability to help us deliver much more personal and precision marketing efforts.

#### Cost of Sales

Cost of sales for the six months ended 30 June 2019 was approximately HK\$120 million (six months ended 30 June 2018: HK\$262 million) which comprise principally the direct casino costs such as half year casino license fee of US\$7.5 million (equivalent to approximately HK\$58.8 million) (six months ended 30 June 2018: HK\$58.8 million) and Saipan's business gross revenue tax of US\$2.5 million (equivalent to approximately HK\$19.6 million) (six months ended 30 June 2018: HK\$179.2 million).

#### Other income, gains and losses

Other gains and losses for the six months ended 30 June 2019 mainly represents compensation received from insurance claims approximately HK\$8 million (six months ended 30 June 2018: Nil).

#### Operating expenses

Operating expenses, excluding impairment of trade receivables, decreased to approximately HK\$523 million. The decrease is mainly attributable to a decrease in staff costs of approximately HK\$165 million, a decrease in professional fee of approximately HK\$95 million, a decrease in rental expenses of approximately HK\$35 million and a decrease in other operating expenses of approximately HK\$67 million, whereas depreciation and amortisation increased by approximately HK\$53 million during the six months ended 30 June 2019.

### 財務回顧(續)

#### 角子機及電子桌面博彩業務

截至二零一九年六月三十日止六個月，角子機及電子桌面博彩之收益約為3,000萬港元(截至二零一八年六月三十日止六個月：3,300萬港元)，而贏率則為6.76%(二零一八年：6.29%)。

展望未來，我們將會繼續重新檢討我們旗下角子機及電子桌面博彩之博彩組合以盡力提升娛樂場之盈利能力。我們亦致力於開發新技術，以提高我們的分析能力，有助我們提供更具個性及精闢獨到的市場推廣工作。

#### 銷售成本

截至二零一九年六月三十日止六個月之銷售成本約為1億2,000萬港元(截至二零一八年六月三十日止六個月：2億6,200萬港元)，主要包括直接娛樂場成本，如半年期娛樂場牌照費750萬美元(相當於約5,880萬港元)(截至二零一八年六月三十日止六個月：5,880萬港元)及塞班島營業總收益稅250萬美元(相當於約1,960萬港元)(截至二零一八年六月三十日止六個月：1億7,920萬港元)。

#### 其他收入、收益及虧損

截至二零一九年六月三十日止六個月之其他收益及虧損主要指自保險索償取得賠償約800萬港元(截至二零一八年六月三十日止六個月：無)。

#### 營運開支

營運開支(不包括應收貿易賬款減值)減至約5億2,300萬港元。該減幅主要由於截至二零一九年六月三十日止六個月，員工成本減少約1億6,500萬港元、專業費用減少約9,500萬港元、租金開支減少約3,500萬港元及其他營運開支減少約6,700萬港元，折舊及攤銷則增加約5,300萬港元。

# Management Discussion and Analysis

## 管理層討論與分析

### FINANCIAL REVIEW (Continued)

#### Adjusted (LBITDA)/EBITDA

The following table reconciles Adjusted (LBITDA)/EBITDA to its most directly comparable Hong Kong Financial Reporting Standards ("HKFRSs") measurement, profit/(loss) attributable to owners of the Company, for the six months ended 30 June 2019 and 2018.

### 財務回顧(續)

#### 經調整(LBITDA)/EBITDA

下表列載截至二零一九年及二零一八年六月三十日止六個月經調整(LBITDA)/EBITDA與其最直接可比較香港財務報告準則(「香港財務報告準則」)之計量即本公司持有人應佔溢利/(虧損)之對賬。

		For the six months ended 30 June	
		截至六月三十日止六個月	
		2019	2018
		二零一九年	二零一八年
		HK\$'000	HK\$'000
		千港元	千港元
		(unaudited)	(unaudited)
		(未經審核)	(未經審核)
<b>Profit/(loss) for the period attributable to the owners of the Company</b>	本公司持有人應佔期內溢利/(虧損)	<b>(1,879,944)</b>	78,977
Add/(less):	加/(減):		
Depreciation	折舊	132,270	76,802
Amortisation of prepaid land lease payments	預付土地租賃款項攤銷	–	2,964
Casino license fees	娛樂場牌照費	58,822	58,791
Fair value loss/(gain) on derivative financial instruments, net	衍生金融工具之公允價值虧損/(收益)淨額	23	(193)
Finance costs	財務費用	169,967	112,675
Taxes	稅項	132,493	89,845
Share-based payments	以股份為基礎之付款開支	5,906	8,649
Net foreign currency differences	匯兌差額淨額	(35,431)	21,968
Adjusted (LBITDA)/EBITDA (Note) (unaudited) 經調整(LBITDA)/EBITDA(附註) (未經審核)		<b>(1,415,894)</b>	450,478

Note: Adjusted (LBITDA)/EBITDA is used by management as the primary measure of the Group's operating performance with that of our competitors. Adjusted (LBITDA)/EBITDA should not be considered in isolation, construed as an alternative to result or operating result as reported under HKFRSs or cash flow data, or interpreted as an alternative to cash flow as a measure of liquidity. Adjusted (LBITDA)/EBITDA presented in this report may not be comparable to other similarly titled measures of other companies operating in the gaming or other business industry sectors.

附註：管理層採用經調整(LBITDA)/EBITDA，作為比較本集團與我們的競爭對手之經營表現之主要計量指標。經調整(LBITDA)/EBITDA不應視作獨立參考數據；不應當作按香港財務報告準則呈列之業績或經營業績之替代指標或現金流量數據之指標；亦不應解作替代現金流量作為流動性計量指標。本報告所呈列經調整(LBITDA)/EBITDA未必適合與其他經營博彩業務或其他行業之公司之其他類似名目之計量作比較。

# Management Discussion and Analysis

## 管理層討論與分析

### FINANCIAL REVIEW (Continued)

#### Significant Investment and Acquisition

Apart from the development of integrated resort on the Island of Saipan, the Company did not have any significant investment, acquisition or disposal during the six months period ended 30 June 2019 that should be notified to the shareholders of the Company.

Regarding the acquisition of American Sinopan subsequent to 30 June 2019, please refer to the announcement of the Company dated 10 July 2019 for details.

#### Capital expenditure

The Group incurred capital expenditure of approximately HK\$529 million (31 December 2018: HK\$1,196 million) during the six months ended 30 June 2019, mainly for construction of the Imperial Palace

- Saipan and acquisition of gaming related equipment.

#### Liquidity and Financial Resources

The Group monitors capital using a gearing ratio, which is net debt divided by the adjusted capital plus net debt. Net debt includes convertible bonds, unsecured bonds and notes, loans from related parties, other borrowings, less cash and cash equivalents. Capital represents total equity attributable to owners of the Company. The gearing ratios as at the end of the reporting periods were as follows:

### 財務回顧(續)

#### 重大投資及收購事項

除於塞班島發展綜合度假村外，截至二零一九年六月三十日止六個月，本公司並無須提請本公司股東垂注之任何重大投資、收購事項或出售事項。

有關於二零一九年六月三十日後收購美國申班事宜，詳情請參閱本公司日期為二零一九年七月十日之公告。

#### 資本開支

截至二零一九年六月三十日止六個月，本集團產生資本開支約5億2,900萬港元(二零一八年十二月三十一日：11億9,600萬港元)，主要用於興建博華塞班度假村酒店及購買博彩相關設備。

#### 流動資金及財務資源

本集團利用資本負債比率(淨債務除以經調整資本加淨債務)監察資本。淨債務包括可換股債券、無抵押債券及票據、來自關聯方之貸款、其他借款、減去現金及現金等值物。資本指本公司持有人應佔權益總額。於報告期末的資產負債比率如下：

		30 June 2019 二零一九年 六月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	31 December 2018 二零一八年 十二月三十一日 HK\$'000 千港元 (Audited) (經審核)
Net debt	淨債務	6,173,791	5,450,189
Total equity/(deficiency in assets)	總權益/(資產虧絀)	(944,525)	890,253
Capital and net debt	資本及淨債務	5,229,266	6,340,442
Gearing ratio	資本負債比率	118.1%	86.0%

# Management Discussion and Analysis

## 管理層討論與分析

### FINANCIAL REVIEW (Continued)

#### Capital structure

During the six months ended 30 June 2019, there was no change to the authorised and issued share capital of the Company.

As at 30 June 2019, the total number of the issued ordinary shares with the par value of HK\$0.0005 each was 142,984,807,678 (31 December 2018: 142,984,807,678).

#### Risk of Foreign Exchange Fluctuation

The business transactions of the Group are mainly carried in HK\$ and US\$ meaning that it will be subject to limited exchange rate exposure given HK\$ and US\$ are pegged. However, the Group will closely monitor this risk exposure and would take prudent measures as and when appropriate.

#### Capital Commitments

As at 30 June 2019, the Group had capital commitments of approximately HK\$523 million (31 December 2018: HK\$458 million).

#### Contingent Liabilities

Save as disclosed in note 21 of the interim financial information, the Group did not have any other significant contingent liabilities as at 30 June 2019.

#### Pledge of Assets

As at 30 June 2019, the Group pledged an item of property, plant and equipment with a carrying amount of HK\$113 million (31 December 2018: Nil), as a security for an interest-bearing loan with a carrying amount of HK\$62 million (31 December 2018: Nil).

### EMPLOYEES AND REMUNERATION POLICIES

The total number of staff of the Group as at 30 June 2019 was 1,175 (31 December 2018: 1,786).

Remuneration packages are reviewed annually and determined with reference to market and individual performance. In addition to salary payments, the Group also provides other employment benefits such as provident fund.

### 財務回顧(續)

#### 資本架構

截至二零一九年六月三十日止六個月，本公司之法定及已發行股本並無變動。

於二零一九年六月三十日，本公司每股面值為0.0005港元之已發行普通股總數為142,984,807,678股(二零一八年十二月三十一日：142,984,807,678股)。

#### 外匯波動風險

本集團之業務交易主要以港元及美元進行。鑑於港元與美元掛鈎，本集團只須面對有限匯兌風險。然而，本集團將密切監視該風險，並適時採取審慎措施。

#### 資本承擔

於二零一九年六月三十日，本集團之資本承擔約為5億2,300萬港元(二零一八年十二月三十一日：4億5,800萬港元)。

#### 或然負債

除中期財務資料附註21所披露者外，於二零一九年六月三十日，本集團並無任何其他重大或然負債。

#### 資產抵押

於二零一九年六月三十日，本集團抵押一項賬面值為1億1,300萬港元之物業、廠房及設備(二零一八年十二月三十一日：無)，作為一項賬面值為6,200萬港元之計息貸款(二零一八年十二月三十一日：無)之擔保。

#### 僱員及薪酬政策

於二零一九年六月三十日，本集團員工總數為1,175名(二零一八年十二月三十一日：1,786名)。

薪酬待遇乃按年審閱並參照市場及個人表現而釐定。除支付薪俸外，本集團亦提供其他僱員福利，例如公積金。

## SHARE OPTION SCHEME

The purpose of the Group's existing share option scheme adopted on 27 June 2013 (the "Share Option Scheme") is to enable the Group to attract, retain and motivate talented participants, including employee, officer, agent, consultant or representative of any member of the Group to strive for future development and expansion of the Group. The Share Option Scheme shall be valid and effective for a period of ten years.

At the beginning of the six months ended 30 June 2019, 1,534,781,992 share options were outstanding pursuant to the Share Option Scheme (each option shall entitle the holder of the option to subscribe for one new share of the Company ("Share")) and 13,623,880,768 Shares, being 9.53% of the Shares then in issue, were available for issue.

The total number of the shares issued and to be issued upon exercise of the options granted to each participant, together with all options granted and to be granted to him/her under any other share option scheme(s) of the Company, within the 12-month period immediately preceding the proposed date of grant (including exercised, cancelled and outstanding options) shall not exceed 1% of the total number of the shares in issue as at the proposed date of grant. The subscription price will be a price determined by the Board and at least the highest of: (a) the closing price of the shares as stated in the Stock Exchange's daily quotations sheets on the date of grant of the option, which must be a business day; (b) the average closing price of the shares as stated in the Stock Exchange's daily quotation sheets for the five business days immediately preceding the date of grant of the option; and (c) the nominal value of the shares. The total number of shares which may be issued upon exercise of options must not exceed 30% of the number of shares in issue from time to time. No options may be granted if such grant would result in the 30% limit being exceeded.

## 購股權計劃

本集團於二零一三年六月二十七日採納之現有購股權計劃(「購股權計劃」)旨在幫助本集團招攬、留任及激勵具有才幹之參與者，包括本集團任何成員公司之員工、高級職員、代理、顧問或代表，以致力專注於本集團之未來發展及擴充。購股權計劃之有效及生效期限為十年。

於截至二零一九年六月三十日止六個月初，根據購股權計劃有 1,534,781,992 份購股權尚未行使(各份購股權賦予購股權持有人權利認購一股本公司新股份(「股份」))，並有 13,623,880,768 股股份(即當時已發行股份之 9.53%)可予發行。

於緊接建議授出日期前 12 個月期間內，授予各參與者之購股權連同根據本公司任何其他購股權計劃已授予及將授予各參與者之所有購股權(包括已行使、已註銷及尚未行使之購股權)獲行使時已發行及將予發行之股份總數，不得超過於建議授出日期已發行股份總數之 1%。認購價將為董事會釐定之價格，並最少為下列三者中之最高者：(a) 股份於購股權授出日期(必須為營業日)在聯交所每日報價表所報收市價；(b) 股份於緊接購股權授出日期前五個營業日在聯交所每日報價表所報平均收市價；及(c) 股份面值。因行使購股權而可能發行之股份總數，不得超過不時之已發行股份數目之 30%。倘將導致超過該 30% 限額，則不得授出任何購股權。



## Other Information 其他資料

### SHARE OPTION SCHEME (Continued)

Movement of the share options under the Share Option Scheme during the six months ended 30 June 2019 is as follows:

### 購股權計劃(續)

截至二零一九年六月三十日止六個月，購股權計劃項下購股權之變動如下：

Categories of Participants	As at 1 January 2019 於 二零一九年 一月一日	Granted 已授出	Exercised 已行使	Cancelled/ Lapsed 已註銷/ 已失效	As at 30 June 2019 於 二零一九年 六月三十日	Exercise Price (HKS) 行使價 (港元)	Grant Date 授出日期	Exercise Period 行使期
<b>Directors</b>								
<b>董事</b>								
Ms. Xia Yuki Yu	3,527,272	-	-	-	3,527,272	0.22	18 June 2015	18 June 2018 — 17 June 2025
	3,527,272	-	-	-	3,527,272	0.22	18 June 2015	18 June 2019 — 17 June 2025
	3,527,272	-	-	-	3,527,272	0.22	18 June 2015	18 June 2020 — 17 June 2025
	3,527,272	-	-	-	3,527,272	0.22	18 June 2015	18 June 2021 — 17 June 2025
	2,664,000	-	-	-	2,664,000	0.15	5 April 2017	5 April 2018 — 4 April 2027
	2,664,000	-	-	-	2,664,000	0.15	5 April 2017	5 April 2019 — 4 April 2027
	2,672,000	-	-	-	2,672,000	0.15	5 April 2017	5 April 2020 — 4 April 2027
Xia Yuki Yu 女士							二零一五年六月十八日	二零一八年六月十八日至二零二五年六月十七日
							二零一五年六月十八日	二零一九年六月十八日至二零二五年六月十七日
							二零一五年六月十八日	二零二零年六月十八日至二零二五年六月十七日
							二零一五年六月十八日	二零二一年六月十八日至二零二五年六月十七日
							二零一七年四月五日	二零一八年四月五日至二零二七年四月四日
							二零一七年四月五日	二零一九年四月五日至二零二七年四月四日
							二零一七年四月五日	二零二零年四月五日至二零二七年四月四日
Mr. Teng Sio I	6,660,000	-	-	-	6,660,000	0.15	5 April 2017	5 April 2018 — 4 April 2027
	6,660,000	-	-	-	6,660,000	0.15	5 April 2017	5 April 2019 — 4 April 2027
	6,680,000	-	-	-	6,680,000	0.15	5 April 2017	5 April 2020 — 4 April 2027
丁少儀先生							二零一七年四月五日	二零一八年四月五日至二零二七年四月四日
							二零一七年四月五日	二零一九年四月五日至二零二七年四月四日
							二零一七年四月五日	二零二零年四月五日至二零二七年四月四日
Mr. Robert James Woolsey	286,753	-	-	-	286,753	0.15	5 April 2017	5 April 2018 — 4 April 2027
	286,753	-	-	-	286,753	0.15	5 April 2017	5 April 2019 — 4 April 2027
	287,614	-	-	-	287,614	0.15	5 April 2017	5 April 2020 — 4 April 2027
Robert James Woolsey 先生							二零一七年四月五日	二零一八年四月五日至二零二七年四月四日
							二零一七年四月五日	二零一九年四月五日至二零二七年四月四日
							二零一七年四月五日	二零二零年四月五日至二零二七年四月四日
Mr. Ng Hoi Yue	66,600	-	-	-	66,600	0.15	5 April 2017	5 April 2018 — 4 April 2027
	66,600	-	-	-	66,600	0.15	5 April 2017	5 April 2019 — 4 April 2027
	66,800	-	-	-	66,800	0.15	5 April 2017	5 April 2020 — 4 April 2027
伍海于先生							二零一七年四月五日	二零一八年四月五日至二零二七年四月四日
							二零一七年四月五日	二零一九年四月五日至二零二七年四月四日
							二零一七年四月五日	二零二零年四月五日至二零二七年四月四日
Mr. Tso Hon Sai Bosco	66,600	-	-	-	66,600	0.15	5 April 2017	5 April 2018 — 4 April 2027
	66,600	-	-	-	66,600	0.15	5 April 2017	5 April 2019 — 4 April 2027
	66,800	-	-	-	66,800	0.15	5 April 2017	5 April 2020 — 4 April 2027
曹漢璽先生							二零一七年四月五日	二零一八年四月五日至二零二七年四月四日
							二零一七年四月五日	二零一九年四月五日至二零二七年四月四日
							二零一七年四月五日	二零二零年四月五日至二零二七年四月四日

SHARE OPTION SCHEME (Continued)

購股權計劃(續)

Categories of Participants	As at 1 January 2019 於 二零一九年 一月一日	Granted 已授出	Exercised 已行使	Cancelled/ Lapsed 已註銷/ 已失效	As at 30 June 2019 於 二零一九年 六月三十日	Exercise Price (HK\$) 行使價 (港元)	Grant Date 授出日期	Exercise Period 行使期
Mr. Lee Kwok Leung	66,600	-	-	-	66,600	0.15	5 April 2017	5 April 2018 – 4 April 2027
	66,600	-	-	-	66,600	0.15	5 April 2017	5 April 2019 – 4 April 2027
	66,800	-	-	-	66,800	0.15	5 April 2017	5 April 2020 – 4 April 2027
李國樑先生							二零一七年四月五日	二零一八年四月五日至二零二七年四月四日
							二零一七年四月五日	二零一九年四月五日至二零二七年四月四日
							二零一七年四月五日	二零二零年四月五日至二零二七年四月四日
Employees and others (in aggregate)	1,120,000,000	-	-	-	1,120,000,000	0.10525	3 December 2014	3 December 2014–2 December 2024
	50,841,996	-	-	-	50,841,996	0.22	18 June 2015	18 June 2018–17 June 2025
	50,841,996	-	-	-	50,841,996	0.22	18 June 2015	18 June 2019–17 June 2025
	50,841,996	-	-	-	50,841,996	0.22	18 June 2015	18 June 2020–17 June 2025
	50,841,996	-	-	-	50,841,996	0.22	18 June 2015	18 June 2021–17 June 2025
	950,000	-	-	-	950,000	0.255	26 November 2015	26 November 2016–25 November 2025
	950,000	-	-	-	950,000	0.255	26 November 2015	26 November 2017–25 November 2025
	950,000	-	-	-	950,000	0.255	26 November 2015	26 November 2018–25 November 2025
	950,000	-	-	-	950,000	0.255	26 November 2015	26 November 2019–25 November 2025
	54,626,585	-	-	-	54,626,585	0.15	5 April 2017	5 April 2018–4 April 2027
	54,626,585	-	-	-	54,626,585	0.15	5 April 2017	5 April 2019–4 April 2027
	54,790,630	-	-	-	54,790,630	0.15	5 April 2017	5 April 2020–4 April 2027
僱員及其他(合計)							二零一四年十二月三日	二零一四年十二月三日至二零二四年十二月二日
							二零一五年六月十八日	二零一八年六月十八日至二零二五年六月十七日
							二零一五年六月十八日	二零一九年六月十八日至二零二五年六月十七日
							二零一五年六月十八日	二零二零年六月十八日至二零二五年六月十七日
							二零一五年六月十八日	二零二一年六月十八日至二零二五年六月十七日
							二零一五年十一月二十六日	二零一六年十一月二十六日至 二零二五年十一月二十五日
							二零一五年十一月二十六日	二零一七年十一月二十六日至 二零二五年十一月二十五日
							二零一五年十一月二十六日	二零一八年十一月二十六日至 二零二五年十一月二十五日
							二零一五年十一月二十六日	二零一九年十一月二十六日至 二零二五年十一月二十五日
							二零一七年四月五日	二零一八年四月五日至二零二七年四月四日
							二零一七年四月五日	二零一九年四月五日至二零二七年四月四日
							二零一七年四月五日	二零二零年四月五日至二零二七年四月四日
Total 總計	1,534,781,992	-	-	-	1,534,781,992			

During the period under review, no grantee had exercised any share options, no share options were granted and no share options lapsed. As at 30 June 2019, there were 1,534,781,992 share options outstanding pursuant to the Share Option Scheme (each option shall entitle the holder of the option to subscribe for one new Share).

在回顧期內，概無承授人行使任何購股權，並無購股權已獲授出，亦無購股權已失效。於二零一九年六月三十日，根據購股權計劃有1,534,781,992份購股權尚未行使(各份購股權賦予購股權持有人權利認購一股新股份)。

## Other Information

### 其他資料

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

As at 30 June 2019, the interests and short positions of each Director and chief executive in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")), which are required (i) to be notified to the Company and the Stock Exchange pursuant to the provisions of Division 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO); (ii) pursuant to section 352 of Part XV of the SFO, to be entered in the register referred to therein; or (iii) pursuant to the Model Code for Securities Transactions by Directors of the Listed Issuers contained in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") (the "Listing Rules") (the "Model Code") to be notified to the Company and the Stock Exchange, were as follows:

Long positions in the ordinary shares/underlying shares of the Company:

#### 董事及主要行政人員於股份、相關股份及債券中之權益及淡倉

於二零一九年六月三十日，各董事及主要行政人員於本公司及其相聯法團(定義見證券及期貨條例(「證券及期貨條例」)第XV部)之股份、相關股份及債券中擁有(i)須根據證券及期貨條例第XV部第7及8分部條文通知本公司及聯交所(包括根據證券及期貨條例有關條文彼等被認為或視作擁有之權益或淡倉)；(ii)須根據證券及期貨條例第XV部第352條記入該條所述之登記冊內；或(iii)須根據香港聯合交易所有限公司(「聯交所」)證券上市規則(「上市規則」)所載上市發行人董事進行證券交易的標準守則(「標準守則」)通知本公司及聯交所之權益及淡倉如下：

於本公司普通股／相關股份之好倉：

Name of Director	Capacity	Long position/ Short position	Number of Shares/ underlying shares held 所持股份/ 相關股份數目	Percentage of issued share capital of the Company 佔本公司 已發行股本百分比
董事姓名	身分	好倉／淡倉		
Ms. Xia Yuki Yu Xia Yuki Yu女士	Beneficial owner 實益擁有人	Long position 好倉	383,109,088 (Note 1) 383,109,088 (附註1)	0.27% 0.27%
Ms. Cui Li Jie 崔麗杰女士	Interest of controlled corporation 受控制法團權益	Long position 好倉	90,755,089,280 90,755,089,280	63.47% 63.47%
	Interest of controlled corporation 受控制法團權益	Short position 淡倉	3,268,733,333 (Note 2) 3,268,733,333 (附註2)	2.29% 2.29%
Mr. Teng Sio I 丁少儀先生	Beneficial owner 實益擁有人	Long position 好倉	20,000,000 (Note 3) 20,000,000 (附註3)	0.01% 0.01%
Mr. Robert James Woolsey Robert James Woolsey先生	Beneficial owner 實益擁有人	Long position 好倉	861,120 (Note 4) 861,120 (附註4)	0.00% 0.00%

## Other Information 其他資料

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

### 董事及主要行政人員於股份、相關股份 及債券中之權益及淡倉(續)

Name of Director 董事姓名	Capacity 身分	Long position/ Short position 好倉／淡倉	Number of Shares/ underlying shares held 所持股份／ 相關股份數目	Percentage of issued share capital of the Company 佔本公司 已發行股本百分比
Mr. Ng Hoi Yue 伍海于先生	Beneficial owner 實益擁有人	Long position 好倉	200,000 (Note 5) 200,000 (附註5)	0.00% 0.00%
Mr. Tso Hon Sai Bosco 曹漢墾先生	Beneficial owner 實益擁有人	Long position 好倉	200,000 (Note 5) 200,000 (附註5)	0.00% 0.00%
Mr. Lee Kwok Leung 李國樑先生	Beneficial owner 實益擁有人	Long position 好倉	200,000 (Note 5) 200,000 (附註5)	0.00% 0.00%

Notes:

附註：

- |   |  |
|---|--|
| <p>1. On 18 June 2015 and 5 April 2017, 14,109,088 share options (after share options adjustments) and 8,000,000 share options were granted to Ms. Xia Yuki Yu pursuant to the Share Option Scheme respectively.</p> <p>2. Inventive Star Limited had granted options over its shares of the Company at the exercise price of HK\$0.24 per share, exercisable to purchase a maximum of 3,268,733,333 shares.</p> <p>3. On 5 April 2017, 20,000,000 share options were granted to Mr. Teng Sio I pursuant to the Share Option Scheme.</p> <p>4. On 5 April 2017, 861,120 share options were granted to Mr. Robert James Woolsey pursuant to the Share Option Scheme.</p> <p>5. On 5 April 2017, 200,000 share options were granted to Mr. Ng Hoi Yue, Mr. Tso Hon Sai Bosco and Mr. Lee Kwok Leung respectively pursuant to the Share Option Scheme.</p> | <p>1. 於二零一五年六月十八日及二零一七年四月五日，Xia Yuki Yu 女士根據購股權計劃分別獲授 14,109,088 份購股權（經購股權調整後）及 8,000,000 份購股權。</p> <p>2. Inventive Star Limited 已就本公司股份授出購股權，行使相關購股權可按行使價每股 0.24 港元購買最多 3,268,733,333 股股份。</p> <p>3. 於二零一七年四月五日，丁少儀先生根據購股權計劃獲授 20,000,000 份購股權。</p> <p>4. 於二零一七年四月五日，Robert James Woolsey 先生根據購股權計劃獲授 861,120 份購股權。</p> <p>5. 於二零一七年四月五日，伍海于先生、曹漢墾先生及李國樑先生根據購股權計劃分別獲授 200,000 份購股權。</p> |
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## Other Information

### 其他資料

#### **DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES** (Continued)

Save as disclosed above, as at 30 June 2019, none of the Directors is a director or employee of a company which has an interest or short position in the shares and underlying shares of the Company which would fall to be disclosed to the Company under the provision of Divisions 2 and 3 Part XV of the SFO and none of the Directors, the chief executive of the Company nor their associates (as defined in the Listing Rules) had any other interests or short positions in the shares of the Company, underlying shares and debentures of the Company or any associated corporations (within the meaning of Part XV of the SFO) which (a) were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which any such Director or the chief executive of the Company is taken or deemed to have under such provisions of the SFO); or (b) were required to be entered into the register maintained by the Company, pursuant to Section 352 of the SFO; or (c) were required to be notified to the Company or the Stock Exchange, pursuant to the Model Code for Securities Transaction by Directors of Listed Companies contained in the Listing Rules.

#### **SUBSTANTIAL SHAREHOLDER**

As at 30 June 2019, in accordance with the register of the substantial shareholders kept by the Company under Section 336 of the SFO, or to be disclosed under the provisions of Divisions 2 and 3 of Part XV of the SFO and the Listing Rules, the following person was interested (including short positions) in the shares or underlying shares of the Company:

#### **董事及主要行政人員於股份、相關股份及債券中之權益及淡倉(續)**

除上述披露者外，於二零一九年六月三十日，概無董事為根據證券及期貨條例第XV部第2及3分部之條文持有須向本公司披露之本公司股份及相關股份之權益或淡倉之公司之董事或僱員，且概無董事、本公司主要行政人員或彼等之聯繫人士（定義見上市規則）於本公司股份、本公司或任何相聯法團（定義見證券及期貨條例第XV部）相關股份及債券中，擁有任何其他權益或淡倉而(a)須根據證券及期貨條例第XV部第7及8分部通知本公司及聯交所（包括任何有關董事或本公司主要行政人員根據證券及期貨條例有關條文被認為或視作擁有之權益或淡倉）；或(b)須根據證券及期貨條例第352條記入本公司存置之登記冊內；或(c)須根據上市規則所載上市公司董事進行證券交易的標準守則通知本公司或聯交所。

#### **主要股東**

於二零一九年六月三十日，根據本公司遵照證券及期貨條例第336條須存置之主要股東登記冊，或根據證券及期貨條例第XV部第2及3分部之條文及上市規則須予披露，以下人士擁有本公司股份或相關股份之權益（包括淡倉）：

## Other Information 其他資料

### SUBSTANTIAL SHAREHOLDER (Continued)

Long positions in the ordinary shares/underlying shares of the Company:

### 主要股東(續)

於本公司普通股/相關股份之好倉：

Name of shareholder 股東名稱/姓名	Capacity 身分	Long position/ Short position 好倉/淡倉	Number of shares 股份數目	Approximate percentage of interest 概約權益百分比
Inventive Star Limited (Note 1)	Beneficial owner	Long position	90,755,089,280	63.47%
		Short position	3,268,733,333	2.29%
			(Note 2)	
Inventive Star Limited (附註1)	實益擁有人	好倉	90,755,089,280	63.47%
		淡倉	3,268,733,333	2.29%
			(附註2)	
Ms. Cui Li Jie (Note 1)	Interest of controlled corporation	Long position	90,755,089,280	63.47%
		Short position	3,268,733,333	2.29%
			(Note 2)	
崔麗杰女士(附註1)	受控制法團權益	好倉	90,755,089,280	63.47%
		淡倉	3,268,733,333	2.29%
			(附註2)	
Mr. Ji Xiaobo (Note 3)	Interest of controlled corporation	Long position	128,689,860,000	90.00%
紀曉波先生(附註3)	受控制法團權益	好倉	128,689,860,000	90.00%
Super Champion Global Limited (Note 3)	Beneficial owner	Long position	128,000,000,000	89.52%
超冠環球有限公司(附註3)	實益擁有人	好倉	128,000,000,000	89.52%

Notes:

附註：

- |  |  |
|--|--|
| <p>1. Inventive Star Limited is wholly and beneficially owned by Ms. Cui Li Jie.</p> <p>2. Inventive Star Limited had granted options over its shares of the Company at the exercise price of HK\$0.24 per share, exercisable to purchase a maximum of 3,268,733,333 shares.</p> <p>3. Super Champion Global Limited is wholly and beneficially owned by Mr. Ji Xiaobo and Super Champion Global Limited held the convertible notes issued by the Company in the principal amount of HK\$400,000,000 which were convertible to 128,000,000,000 conversion shares if the underlying conversion rights were exercised in full.</p> | <p>1. Inventive Star Limited 由崔麗杰女士全資實益擁有。</p> <p>2. Inventive Star Limited 已就本公司股份授出購股權，行使相關購股權可按行使價每股0.24港元購買最多3,268,733,333股股份。</p> <p>3. 超冠環球有限公司由紀曉波先生全資實益擁有，而超冠環球有限公司持有本公司所發行本金額為400,000,000港元之可換股票據，倘全面行使相關兌換權，則可兌換為128,000,000,000股兌換股份。</p> |
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## Other Information

### 其他資料

#### **SUBSTANTIAL SHAREHOLDER** *(Continued)*

Save as disclosed above, as at 30 June 2019, no person (other than a Director or chief executive of the Company) had registered an interest or short position in the securities or underlying shares of the Company that was required to be recorded pursuant to Section 336 of the SFO.

#### **PURCHASE, REDEMPTION OR SALE OF LISTED SHARES**

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities during the period.

#### **PUBLIC FLOAT**

Based on the information that is publicly available to the Company and to the best knowledge of its Directors, the Company has maintained sufficient public float as required under the Listing Rules as at the date of this report.

#### **DIRECTORS' BIOGRAPHICAL INFORMATION**

##### **Executive Directors**

Ms. Xia Yuki Yu ("Ms. Xia"), aged 46, has been appointed as an executive Director of the Company with effect from 21 November 2013. She is also a director of certain subsidiaries of the Company. She has over fifteen years of experience in the public relation and marketing industry. Before joining the Group, Ms. Xia held executive positions in various enterprise groups operating in the gaming industry.

#### **主要股東(續)**

除上文所披露者外，於二零一九年六月三十日，概無其他人士(董事或本公司主要行政人員除外)於本公司之證券或相關股份中登記擁有根據證券及期貨條例第336條須予備存之權益或淡倉。

#### **購買、贖回或出售上市股份**

於期內，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上市證券。

#### **公眾持股量**

根據本公司所獲公開資料及就董事所知，於本報告日期，本公司已按上市規則規定維持足夠之公眾持股量。

#### **董事履歷資料**

##### **執行董事**

Xia Yuki Yu女士(「Xia女士」)，46歲，獲委任為本公司執行董事，自二零一三年十一月二十一日起生效。彼亦為本公司若干附屬公司之董事。彼於公共關係及市場推廣行業擁有逾十五年經驗。於加入本集團前，Xia女士曾於博彩行業在營的數間集團公司擔任行政要職。

## DIRECTORS' BIOGRAPHICAL INFORMATION

(Continued)

### Executive Directors (Continued)

Mr. Teng Sio I ("Mr. Teng"), aged 38, joined the Company in November 2015 and has been appointed as an executive Director of the Company with effect from 18 April 2017. He is also a director of certain subsidiaries of the Company. Mr. Teng has solid experience in his roles as senior human resources management in sizable organisations of different fields. Prior to joining the Company, Mr. Teng served as a senior HR executive at one of Macau's leading gaming-integrated resort complex (a complex with over 20,000 current employees). Under his supervision, he had led the team from pre-opening planning to successful openings during his years of service as senior management of the HR department. Mr. Teng is a bachelor degree holder in management. He is also a qualified trainer certified by Box Hill Institute and an expert certified by DDI, a global human resources consulting firm, in target selection.

Ms. Cui Li Jie ("Ms. Cui"), aged 61, the Chairperson of the Board, has been appointed as an executive Director of the Company with effect from 4 May 2017. She has been engaged in real estate projects and building materials trading, and has gained extensive experience in investment. Ms. Cui is also the sole director and sole shareholder of Inventive Star, the controlling shareholder (as defined in the Listing Rules) of the Company.

### Independent Non-Executive Directors

Mr. Ng Hoi Yue ("Mr. Ng"), aged 55, has been appointed as an independent non-executive Director of the Company with effect from 21 November 2013. He is a fellow member of The Institute of Chartered Accountants in England and Wales, the Hong Kong Institute of Certified Public Accountants and the Association of Chartered Certified Accountants. He has been practising as a certified public accountant in Hong Kong since 1989. Mr. Ng is currently an executive director and the Deputy Chief Executive Officer of Asian Citrus Holdings Limited (stock code: 73) and an independent non-executive director Ulferts International Limited (stock code: 1711), both are companies listed on the Stock Exchange. He was an independent non-executive director of Emperor Cultural Group Limited (stock code: 491), a company listed on the Stock Exchange, for the period from 16 May 2002 to 13 November 2018.

## 董事履歷資料(續)

### 執行董事(續)

丁少儀先生(「丁先生」)，38歲，於二零一五年十一月加盟本公司並自二零一七年四月十八日起獲委任為本公司執行董事。彼亦為本公司若干附屬公司之董事。丁先生於不同行業之大型機構擔當高級人力資源管理職務方面具備豐富經驗。於加盟本公司前，丁先生於澳門一家頂尖博彩綜合度假村(現有超過20,000名僱員)擔任高級人力資源行政人員。在擔任人力資源部高級經理之任期內，彼自該度假村之開業前計劃以至成功開業均負責監管並帶領其團隊工作。丁先生持有管理學士學位。彼亦為Box Hill Institute認可之合資格培訓員，及全球人力資源顧問機構DDI認可之目標挑選專家。

崔麗杰女士(「崔女士」)，61歲，董事會主席，獲委任為本公司執行董事，自二零一七年五月四日起生效。其先後經營房地產項目及建材貿易，並於投資方面具備多年豐富經驗。崔女士亦為本公司之控股股東(定義見上市規則) Inventive Star之唯一董事及唯一股東。

### 獨立非執行董事

伍海于先生(「伍先生」)，55歲，獲委任為本公司獨立非執行董事，自二零一三年十一月二十一日起生效。彼為英格蘭及威爾士特許會計師協會、香港會計師公會及特許公認會計師公會資深會員。彼自一九八九年起在香港從事執業會計師工作。伍先生現時擔任亞洲果業控股有限公司(股份代號：73)之執行董事兼副行政總裁及歐化國際有限公司(股份代號：1711)之獨立非執行董事，兩間公司均於聯交所上市。彼曾於二零零二年五月十六日至二零一八年十一月十三日期間擔任聯交所上市公司英皇文化產業集團有限公司(股份代號：491)之獨立非執行董事。



## Other Information

### 其他資料

#### DIRECTORS' BIOGRAPHICAL INFORMATION

(Continued)

##### Independent Non-Executive Directors (Continued)

Mr. Tso Hon Sai Bosco ("Mr. Tso"), aged 54, has been appointed as an independent non-executive Director of the Company with effect from 21 November 2013. He is currently a Consultant with Messrs. Tso Au Yim & Yeung, Solicitors and has been a Hong Kong practising solicitor since 1990. Mr. Tso received his Bachelor of Laws degree from King's College London. He was an independent non-executive director of Legend Strategy International Holdings Group Company Limited (stock code: 1355), a company listed on the Stock Exchange, for the period from 25 June 2015 to 6 September 2018.

Mr. Lee Kwok Leung ("Mr. Lee"), aged 65, has been appointed as an independent non-executive Director of the Company with effect from 21 November 2013. He has years of direct investment, fund management and banking experience. Mr. Lee holds an investment advisor status from the Securities and Futures Commissions from 2000. He has been appointed as an executive director of China Internet Investment Finance Holdings Limited (formerly known as Opes Asia Development Limited) (stock code: 810) since 8 May 2014, and the chairman and executive director of Mayer Holdings Limited (stock code: 1116) since 9 October 2014.

#### 董事履歷資料(續)

##### 獨立非執行董事(續)

曹漢璽先生(「曹先生」)，54歲，獲委任為本公司獨立非執行董事，自二零一三年十一月二十一日起生效。彼現為曹歐嚴楊律師行之顧問，並自一九九零年起一直為香港執業律師。曹先生獲倫敦King's College頒授法律學士學位。彼曾於二零一五年六月二十五日至二零一八年九月六日期間擔任聯交所上市公司枋濬國際集團控股有限公司(股份代號：1355)之獨立非執行董事。

李國樑先生(「李先生」)，65歲，獲委任為本公司獨立非執行董事，自二零一三年十一月二十一日起生效。彼在直接投資、基金管理及銀行方面擁有多年經驗。李先生於二零零零年取得證券及期貨事務監察委員會認可之投資顧問資格。彼自二零一四年五月八日起獲委任為中國互聯網投資金融集團有限公司(前稱華保亞洲發展有限公司)(股份代號：810)之執行董事，以及自二零一四年十月九日起獲委任為美亞控股有限公司(股份代號：1116)之主席及執行董事。

## CORPORATE GOVERNANCE

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 believes that good corporate governance is essential to the success of the Group and the enhancement of shareholders' value.

During the six months ended 30 June 2019, the Company was in full compliance with the Code Provisions set out in Appendix 14 of the Listing Rules (the "CG Code"), except for the following deviation:

### Code Provision A.2.1

Under code provision A.2.1 of the CG Code, the roles of chairman and chief executive should be separated and should not be performed by the same individual. The division of responsibilities between the chairman and chief executive should be clearly established and set out in writing. The Company currently does not have any officer with the title chief executive. At present, Ms. Cui Li Jie, being the Chairperson and an Executive Director of the Company and who has considerable industry experience, is responsible for the strategic planning, formulation of overall corporate development policies and managing the businesses of the Group. Notwithstanding the aforementioned, the Board will review the current structure from time to time and as and when appropriate if candidate with suitable leadership, knowledge, skills and experience is identified, the Company may make the necessary modification to the management structure.

### Code Provision A.6.7

Under code provision A.6.7 of the CG Code, independent non-executive directors and other non-executive directors should attend the general meetings and develop a balanced understanding of the views of shareholders. Due to other engagements, two independent non-executive Directors of the Company, Mr. Lee Kwok Leung and Mr. Robert James Woolsey, were unable to attend the annual general meeting of the Company held on 25 June 2019. However, the Board believes that the presence of the other independent non-executive Directors at such general meeting allowed the Board to develop a balanced understanding of the views of shareholders.

## 企業管治

本公司致力以透明、問責及獨立原則於合理框架內維持高水平企業管治。董事會認為，良好企業管治對本集團之成功及提升股東價值尤為重要。

截至二零一九年六月三十日止六個月，本公司已全面遵守上市規則附錄十四所載守則條文（「企業管治守則」），惟偏離以下事項：

### 守則條文第A.2.1條

根據企業管治守則之守則條文第A.2.1條，主席與行政總裁的角色應有所區分，並不應由同一人擔任。主席與行政總裁之職責分工應清晰界定並以書面列明。本公司現時並無任何職位為行政總裁之職員。現時，崔麗杰女士為本公司主席兼執行董事，彼擁有豐富行業經驗，負責本集團之策略規劃、制訂整體公司發展政策及管理本集團業務。然而，董事會將不時檢討現行架構，倘於適當時候物色到具備合適領導才能、知識、技術及經驗的候選人，本公司或會對管理架構作出所需修訂。

### 守則條文第A.6.7條

根據企業管治守則之守則條文第A.6.7條，獨立非執行董事及其他非執行董事須出席股東大會，從而對股東意見有持平了解。由於有其他事務在身，兩名本公司獨立非執行董事李國樑先生及Robert James Woolsey先生無法出席於二零一九年六月二十五日舉行之股東週年大會。然而，董事會相信，出席有關股東大會之其他獨立非執行董事能夠讓董事會對股東意見有持平了解。

## Other Information

### 其他資料

#### MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code as set out in Appendix 10 to the Listing Rules. The Company had made specific enquiries of all Directors regarding any non-compliance with the Model Code during the period under review, and received confirmations from all Directors that they had fully complied with the standards as set out in the Model Code.

#### DIVIDEND

No dividend for the six months ended 30 June 2019 (six months ended 30 June 2018: Nil) is recommended by the Board.

#### AUDIT COMMITTEE REVIEW

An audit committee of the Company (the "Audit Committee") has been established for the purposes of reviewing and providing supervision over the financial reporting process and internal controls of the Group. The Audit Committee comprises three independent non-executive Directors. The Group's condensed consolidated financial statements for the six months ended 30 June 2019 have been reviewed and approved by the Audit Committee.

#### REVIEW OF INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION

The Group's unaudited interim condensed consolidated financial information for the six months ended 30 June 2019 has been reviewed by the Audit Committee of the Company and by the Company's independent auditor in accordance with Hong Kong Standard on Review Engagements 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the HKICPA.

On behalf of the Board

**Imperial Pacific International Holdings Limited**

**Cui Li Jie**

*Chairperson and Executive Director*

Hong Kong, 29 August 2019

*In the event of any inconsistency, the English text of this report shall prevail over the Chinese text.*

#### 董事進行證券交易之標準守則

本公司已採納上市規則附錄十所載標準守則。本公司已於回顧期間內向全體董事就任何不遵守標準守則作出特別查詢，並取得全體董事確認其已全面遵守標準守則所載準則。

#### 股息

董事會不建議派付截至二零一九年六月三十日止六個月之股息(截至二零一八年六月三十日止六個月：無)。

#### 審核委員會之審閱

本公司審核委員會(「審核委員會」)已告成立以審閱及監察本集團之財務申報制度及內部監控程序。審核委員會由三名獨立非執行董事組成。本集團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已由審核委員會審閱及批准。

#### 審閱中期簡明綜合財務資料

本集團截至二零一九年六月三十日止六個月之未經審核中期簡明綜合財務資料已經由本公司審核委員會及本公司獨立核數師根據香港會計師公會頒佈之香港審閱委聘準則第2410號「由實體的獨立核數師審閱中期財務資料」審閱。

代表董事會

**博華太平洋國際控股有限公司**

主席兼執行董事

**崔麗杰**

香港，二零一九年八月二十九日

本報告之中英文本如有任何歧義，概以英文本為準。



To the board of directors of  
**Imperial Pacific International Holdings Limited**  
(incorporated in Bermuda with limited liability)

## INTRODUCTION

We have reviewed the interim financial information set out on pages 29 to 76 which comprises the condensed consolidated statement of financial position of Imperial Pacific International Holdings Limited (the “**Company**”) and its subsidiaries 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 months then ended, and 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 (“**HKICPA**”).

The directors of the Company are responsible for the preparation and presentation of this interim financial information in accordance with HKAS 34. Our responsibility is to express a conclusion on this interim financial information based on our review. Our report is made solely to you, as a body, in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

致博華太平洋國際控股有限公司董事會

(於百慕達註冊成立之有限公司)

## 緒言

本核數師(以下簡稱「吾等」)已審閱載於第29至第76頁之中期財務資料，此中期財務資料包括博華太平洋國際控股有限公司(「**貴公司**」)及其附屬公司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相關之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闡明附註。香港聯合交易所有限公司證券上市規則規定就中期財務資料編製報告須遵守其相關條文及香港會計師公會(「**香港會計師公會**」)頒佈之香港會計準則第34號「中期財務報告」(「**香港會計準則第34號**」)。

貴公司董事須負責根據香港會計準則第34號編製及呈列中期財務資料。吾等之責任為根據吾等審閱對本中期財務資料作出結論。吾等之報告根據吾等協定之委聘條款僅向整體董事會報告，除此以外本報告別無其他目的。吾等不會就本報告之內容向任何其他人士負上或承擔任何責任。

# Independent Auditor's Report

## 獨立核數師報告

### 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 HKICPA. A review of interim financial information 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 interim financial information is not prepared, in all material respects, in accordance with HKAS 34.

### MATERIAL UNCERTAINTY RELATED TO GOING CONCERN

We draw attention to note 2.1 to the interim financial information which indicates that the Group incurred a net loss of HK\$1,879,944,000 during the six-month period ended 30 June 2019 and, as of that date, had net current liabilities of HK\$4,593,214,000, net liabilities of HK\$944,525,000 and capital commitments of HK\$522,792,000 as disclosed in note 20 to the interim financial information. These conditions, along with other matters as set forth in note 2.1, indicate the existence of a material uncertainty which may cast significant doubt on the Group's ability to continue as a going concern. Our review conclusion is not modified in respect of this matter.

**Ernst & Young**  
Certified Public Accountants  
22/F CITIC Tower  
1 Tim Mei Avenue  
Central  
Hong Kong

29 August 2019

### 審閱範圍

吾等已根據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。中期財務資料審閱包括對負責財務及會計事宜之主要人員作出查詢以及應用分析及其他審閱程序。審閱範圍遠遜於根據香港審核準則進行之審核，因此吾等未能保證吾等將知悉在審核中可能被發現之所有重大事項。因此，吾等不會發表審核意見。

### 結論

按照吾等之審閱，吾等並無發現任何事項，令吾等相信該等簡明綜合財務報表在各重大方面未有根據香港會計準則第34號編製。

### 與持續經營相關之重大不明朗因素

我們謹請股東垂注中期財務資料附註2.1，當中顯示貴集團於截至二零一九年六月三十日止六個月期間產生虧損淨額1,879,944,000港元，截至該日之流動負債淨額為4,593,214,000港元，負債淨額為944,525,000港元及誠如中期財務資料附註20所披露之資本承擔為522,792,000港元。該等情況連同附註2.1所載其他事宜，反映存在可能對貴集團繼續持續經營之能力構成重大疑問之重大不明朗因素。我們並無就該事宜修訂我們之意見。

**安永會計師事務所**  
執業會計師  
香港  
中環  
添美道1號  
中信大廈22樓

二零一九年八月二十九日

# 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 30 June		
		截至六月三十日止六個月		
		2019	2018	
		二零一九年	二零一八年	
		HK\$'000	HK\$'000	
		千港元	千港元	
		(Unaudited)	(Unaudited)	
		(未經審核)	(未經審核)	
Revenue	收益	4	399,438	2,214,795
Cost of sales	銷售成本		<u>(120,468)</u>	<u>(261,716)</u>
Gross profit	毛利		<b>278,970</b>	1,953,079
Other income, gains and losses, net	淨其他收入、收益及虧損		<b>8,909</b>	(34)
Selling and marketing expenses	銷售及市場推廣開支		<b>(9,213)</b>	(26,678)
Operating and administrative expenses	經營及行政開支		<b>(522,677)</b>	(831,574)
Impairment losses recognised for trade receivables, net	確認應收貿易賬款之 減值虧損淨額	11	<b>(1,347,121)</b>	(983,802)
Share-based payments	以股份為基礎之付款開支		<b>(5,906)</b>	(8,649)
Finance costs	財務費用	6	<b>(169,967)</b>	<u>(112,675)</u>
<b>LOSS BEFORE TAX</b>	<b>除稅前虧損</b>	5	<b>(1,767,005)</b>	(10,333)
Income tax credit/(expense)	所得稅抵免/(開支)	7	<b>(112,939)</b>	<u>89,310</u>
<b>PROFIT/(LOSS) FOR THE PERIOD ATTRIBUTABLE TO OWNERS OF THE COMPANY</b>	<b>本公司持有人應佔期內 溢利/(虧損)</b>		<b><u>(1,879,944)</u></b>	<u>78,977</u>
<b>OTHER COMPREHENSIVE INCOME/(LOSS)</b>	<b>其他全面收入/(虧損)</b>			
Other comprehensive income/(loss) that may be reclassified to profit or loss in subsequent periods:	於其後期間可能重新分類至 損益之其他全面 收入/(虧損)：			
Exchange differences on translation of foreign operations	換算海外業務產生之 匯兌差額		<b>(16,999)</b>	<u>35,396</u>

# 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 30 June	
		截至六月三十日止六個月	
		2019	2018
		二零一九年	二零一八年
Note		HK\$'000	HK\$'000
附註		千港元	千港元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Net other comprehensive income/(loss) that may be reclassified to profit or loss in subsequent periods	於其後期間可能重新分類至損益之其他全面收入／(虧損)淨額	<u>(16,999)</u>	<u>35,396</u>
Other comprehensive income/(loss) that will not be reclassified to profit or loss in subsequent periods:	於其後期間不會重新分類至損益之其他全面收入／(虧損)：		
Equity investments designated at fair value through other comprehensive income:	指定為按公允價值計入其他全面收入之股本投資：		
Changes in fair value	公允價值變動	<u>1,982</u>	<u>(35,682)</u>
Net other comprehensive income/(loss) that will not be reclassified to profit or loss in subsequent periods	於其後期間不會重新分類至損益之其他全面收入／(虧損)淨額	<u>1,982</u>	<u>(35,682)</u>
<b>OTHER COMPREHENSIVE LOSS FOR THE PERIOD</b>	期內其他全面虧損	<u>(15,017)</u>	<u>(286)</u>
<b>TOTAL COMPREHENSIVE INCOME/(LOSS) ATTRIBUTABLE TO OWNERS OF THE COMPANY</b>	本公司持有人應佔全面收入／(虧損)總額	<u>(1,894,961)</u>	<u>78,691</u>
<b>EARNINGS/(LOSS) PER SHARE ATTRIBUTABLE TO OWNERS OF THE COMPANY</b>	本公司持有人應佔每股盈利／(虧損)		
		9	
Basic	基本	<u>HK(1.31) cents</u> 港仙	<u>HK0.06 cent</u> 港仙
Diluted	攤薄	<u>HK(1.31) cents</u> 港仙	<u>HK0.03 cent</u> 港仙

# 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

		30 June 2019 二零一九年 六月三十日	31 December 2018 二零一八年 十二月三十一日
		Notes 附註	Notes 附註
		HK\$'000 千港元 (Unaudited) (未經審核)	HK\$'000 千港元 (Audited) (經審核)
<b>NON-CURRENT ASSETS</b>		<b>非流動資產</b>	
Property, plant and equipment	物業、廠房及設備	10	6,804,169
Prepaid land lease payments	預付土地租賃款項		–
Right-of-use assets	使用權資產		254,739
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項		186,387
Equity investments designated at fair value through other comprehensive income	指定為按公允價值計入其他 全面收入之股本投資		20,453
Trade receivables	應收貿易賬款	11	–
Deferred tax assets	遞延稅項資產		399,200
Total non-current assets	非流動資產總值		7,664,948
<b>CURRENT ASSETS</b>		<b>流動資產</b>	
Prepaid land lease payments	預付土地租賃款項		–
Inventories	存貨		25,255
Trade receivables	應收貿易賬款	11	3,147,902
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項		163,526
Derivative financial asset	衍生金融資產	16	–
Restricted bank deposits	受限制銀行存款		46,214
Cash and cash equivalents	現金及現金等值物		69,650
Total current assets	流動資產總值		3,452,547



# 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

			30 June 2019 二零一九年 六月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	31 December 2018 二零一八年 十二月三十一日 HK\$'000 千港元 (Audited) (經審核)
<b>CURRENT LIABILITIES</b>	<b>流動負債</b>			
Trade payables	應付貿易賬款	12	86,186	91,739
Other payables and accruals	其他應付款項及應計款項	13	5,329,135	5,782,782
Derivative financial liabilities	衍生金融負債	16	-	1
Other borrowings	其他借款	14	1,684,354	2,962,525
Loans from related parties	來自關聯方之貸款	15	218,670	125,398
Convertible bonds	可換股債券	16	-	48,879
Unsecured bonds and notes	無抵押債券及票據	17	467,745	747,777
Tax payable	應付稅項		259,671	236,353
Total current liabilities	流動負債總額		<u>8,045,761</u>	<u>9,995,454</u>
<b>NET CURRENT LIABILITIES</b>	<b>流動負債淨額</b>		<u>(4,593,214)</u>	<u>(4,747,679)</u>
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>	<b>資產總值減流動負債</b>		<u>3,071,734</u>	<u>2,726,788</u>
<b>NON-CURRENT LIABILITIES</b>	<b>非流動負債</b>			
Other payables and accruals	其他應付款項及應計款項	13	143,587	212,772
Other borrowings	其他借款	14	2,044,830	-
Loans from related parties	來自關聯方之貸款	15	375,431	448,816
Unsecured bonds and notes	無抵押債券及票據	17	1,452,411	1,174,947
Total non-current liabilities	非流動負債總額		<u>4,016,259</u>	<u>1,836,535</u>
<b>NET ASSETS/(LIABILITIES)</b>	<b>資產淨值/(負債淨額)</b>		<u>(944,525)</u>	<u>890,253</u>
<b>CAPITAL AND RESERVES</b>	<b>資本及儲備</b>			
Share capital	股本	18	71,492	71,492
Reserves	儲備		<u>(1,016,017)</u>	<u>818,761</u>
Total equity/(deficiency in assets)	總權益/(資產虧絀)		<u>(944,525)</u>	<u>890,253</u>

# 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 本公司持有人應佔							
		Share capital	Convertible notes reserves	Share premium account	Share option reserve	Exchange reserve	Investment reserve (non- recycling)	(Accumulated losses)/ retained earnings	Total equity
		股本	可換股票據 儲備	股份 溢價賬	購股 權儲備	匯兌儲備	投資儲備 (不可轉回)	(累計虧損)/ 保留盈利	總權益
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
		(note 16) (附註 16)							
At 1 January 2018	於二零一八年一月一日	71,492	1,480,332	2,265,796	70,792	34,368	(33,589)	(36,226)	3,852,965
Profit for the period	期內溢利	-	-	-	-	-	-	78,977	78,977
Other comprehensive income/(loss) for the period:	期內其他全面收入/(虧損):								
Changes in fair value of equity investments designated at fair value through other comprehensive income, net	指定為按公允價值計入其他全面收入之股本投資之公允價值變動淨額	-	-	-	-	-	(35,682)	-	(35,682)
Exchange differences on translation of foreign operations	換算海外業務產生之匯兌差額	-	-	-	-	35,396	-	-	35,396
Total comprehensive income/(loss) for the period	期內全面收入/(虧損)總額	-	-	-	-	35,396	(35,682)	78,977	78,691
Equity-settled share option arrangements	權益結算購股權安排	-	-	-	8,649	-	-	-	8,649
Transfer of reserve upon the lapse of share options	購股權失效時轉移儲備	-	-	-	(6,393)	-	-	6,393	-
At 30 June 2018 (unaudited)	於二零一八年六月三十日 (未經審核)	71,492	1,480,332	2,265,796	73,048	69,764	(69,271)	49,144	3,940,305

# 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 本公司持有人應佔								
		Share capital	Convertible notes reserve	Share premium account	Share option reserve	Exchange reserve	Other reserve	Investment reserve (non-recycling)	Accumulated losses	Total equity
		股本	可換股票據儲備	股份溢價賬	購股權儲備	匯兌儲備	其他儲備	投資儲備 (不可轉回)	累計虧損	總權益
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
			(note 16)							
			(附註16)							
At 1 January 2019	於二零一九年一月一日	71,492	1,480,332*	2,265,796*	73,218*	38,374*	45,000*	(97,582)*	(2,986,377)*	890,253
Loss for the period	期內虧損	-	-	-	-	-	-	-	(1,879,944)	(1,879,944)
Other comprehensive income/ (loss) for the period:	期內其他全面收入/ (虧損):									
Changes in fair value of equity investments designated at fair value through other comprehensive income, net	指定為按公允價值計入其他全面收入之股本投資之公允價值變動淨額	-	-	-	-	-	-	1,982	-	1,982
Exchange differences on translation of foreign operations	換算海外業務產生之匯兌差額	-	-	-	-	(16,999)	-	-	-	(16,999)
Total comprehensive income/ (loss) for the period	期內全面收入/ (虧損) 總額	-	-	-	-	(16,999)	-	1,982	(1,879,944)	(1,894,961)
Equity-settled share option arrangements	權益結算購股權安排	-	-	-	5,906	-	-	-	-	5,906
Deemed capital contribution from a shareholder (note 15)	來自一名股東之視作注資 (附註15)	-	-	-	-	-	54,277	-	-	54,277
At 30 June 2019 (unaudited)	於二零一九年六月三十日 (未經審核)	71,492	1,480,332*	2,265,796*	79,124*	21,375*	99,277*	(95,600)*	(4,866,321)*	(944,525)

\* These reserve accounts comprise the consolidated negative reserves of HK\$1,016,017,000 (31 December 2018: consolidated reserves of HK\$818,761,000) in the condensed consolidated statement of financial position as at 30 June 2019.

\* 此等儲備賬目包括於二零一九年六月三十日之簡明綜合財務狀況表內之綜合負儲備1,016,017,000港元(二零一八年十二月三十一日: 綜合儲備818,761,000港元)。

# 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 30 June	
		截至六月三十日止六個月	
		2019	2018
		二零一九年	二零一八年
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Net cash flows generated from/(used in) operating activities	經營業務所得/(所用)之現金流量淨額	4,237	(619,235)
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		<b>來自投資業務之現金流量</b>	
Purchases of items of property, plant and equipment	購買物業、廠房及設備項目	(467,033)	(296,306)
Decrease/(increase) in restricted bank deposit	受限制銀行存款減少/(增加)	9,473	(68,656)
Other investing cash flows	其他投資現金流量	730	585
Net cash flows used in investing activities	投資業務所用之現金流量淨額	(456,830)	(364,377)
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		<b>來自融資業務之現金流量</b>	
Proceeds from other borrowings	來自其他借款之所得款項	1,513,458	1,158,727
Repayment of other borrowings	償還其他借款	(799,974)	(223,334)
Proceeds from loans from related parties	來自關聯方之貸款之所得款項	131,887	5,000
Repayment of loans from related parties	償還來自關聯方之貸款	(211,010)	(95,926)
Proceeds from issue of unsecured notes	發行無抵押票據之所得款項	-	32,795
Redemption of CB2017	贖回二零一七年可換股債券	(50,000)	-
Principal portion of lease payments	租賃款項之本金部分	(16,542)	-
Other cash flows arising from financing activities	融資業務產生之其他現金流量	(104,804)	(56,511)
Net cash flows from financing activities	融資業務所得之現金流量淨額	463,015	820,751
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS	現金及現金等值物增加/(減少)淨額	10,422	(162,861)
Cash and cash equivalents at beginning of period	期初之現金及現金等值物	58,153	284,520
Effect of foreign exchange rate changes, net	匯率變動之影響淨額	1,075	1,490
CASH AND CASH EQUIVALENTS AT END OF PERIOD	期末之現金及現金等值物	69,650	123,149
<b>ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS</b>		<b>現金及現金等值物結餘分析</b>	
Cash and bank balances	現金及銀行結餘	69,650	123,149

# Notes to Interim Financial Information

## 中期財務資料附註

30 June 2019

二零一九年六月三十日

### 1. CORPORATE INFORMATION

Imperial Pacific International Holdings Limited (the “**Company**”) was incorporated in Bermuda as an investment holding company with limited liability under the Companies Act 1981 of Bermuda. The address of its registered office is Clarendon House, 2 Church Street, Hamilton HM11, Bermuda. The principal place of business is Suites 7001, 7002 and 7014–7016, 70/F., Two International Finance Centre, No. 8 Finance Street, Central, Hong Kong. The Company’s shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

During the period, the Company and its subsidiaries (collectively referred to as the “**Group**”) are principally engaged in the gaming and resort business, including the development of an integrated resort on the Island of Saipan, Commonwealth of the Northern Mariana Islands (“**CNMI**”).

In the opinion of the directors of the Company (the “**Directors**”), Inventive Star Limited (“**Inventive Star**”), a company incorporated in the British Virgin Islands, is the ultimate holding company of the Company and Ms. Cui Li Jie is the ultimate controlling party.

#### 2.1 BASIS OF PRESENTATION

Despite that the Group reported a net loss of HK\$1,879,944,000 for the six months ended 30 June 2019 and had net current liabilities of HK\$4,593,214,000, net liabilities of HK\$944,525,000 and capital commitments of approximately HK\$522,792,000 as at 30 June 2019 as detailed in note 20 to the interim financial information, the Directors consider that the Group will have adequate funds available to enable it to operate as a going concern, based on the Group’s profit forecast and cash flow projection which, inter alia, take into account the past actual operating performance of the Group and the following:

- (a) subsequent to the end of the reporting period, the Company has raised new unsecured loans for an aggregate amount of approximately HK\$673,287,000 from independent third parties. Except for a loan principal of HK\$50,000,000 which is repayable in October 2019, all the loans are repayable in July 2020 or after;

### 1. 公司資料

博華太平洋國際控股有限公司(「**本公司**」)乃根據百慕達一九八一年公司法於百慕達註冊成立為投資控股有限公司。其註冊辦事處地址為Clarendon House, 2 Church Street, Hamilton HM11, Bermuda，而其主要營業地點為香港中環金融街8號國際金融中心二期70樓7001、7002及7014–7016室。本公司股份於香港聯合交易所有限公司(「**聯交所**」)主板上市。

期內，本公司及其附屬公司(統稱「**本集團**」)主要從事博彩及度假村業務，包括發展北馬里亞納群島聯邦(「**北馬里亞納**」)塞班島綜合度假村。

本公司董事(「**董事**」)認為，Inventive Star Limited(「**Inventive Star**」，一家於英屬處女群島註冊成立之公司)為本公司最終控股公司，而崔麗杰女士為最終控制人。

#### 2.1 呈列基準

儘管本集團於截至二零一九年六月三十日止六個月錄得虧損淨額1,879,944,000港元，及於二零一九年六月三十日有流動負債淨額4,593,214,000港元、負債淨額944,525,000港元及資本承擔約522,792,000港元(詳情載於中期財務資料附註20)，惟董事認為，基於本集團的溢利預測及現金流預測，本集團將有足夠可用資金，讓其可持續經營，當中已考慮(其中包括)本集團之過往實際經營業績及下列各項：

- (a) 於報告期間結束後，本公司已自獨立第三方籌得新無抵押貸款，總金額約為673,287,000港元。除一筆本金額為50,000,000港元的貸款須於二零一九年十月償還外，所有貸款須於二零二零年七月或之後償還；

# Notes to Interim Financial Information

## 中期財務資料附註

30 June 2019  
二零一九年六月三十日

### 2.1 BASIS OF PRESENTATION (Continued)

- (b) subsequent to the end of the reporting period, on 22 August 2019, Inventive Star has issued a deed pursuant to which Inventive Star has agreed that, under all conditions, the Company shall have the sole discretion to determine the redemption dates of the unsecured notes with an aggregate outstanding principal amounts of HK\$1,263,301,000, together with the interest accrued thereon of HK\$136,523,000, issued to Inventive Star, which were originally due for redemption in February and March 2021. Accordingly, these amounts will be reclassified into perpetual loans under the Company and the Group's Reserves in the Consolidated Statement of Financial Position from the date of the agreement;
- (c) on 8 July 2019, Inventive Star entered into a contract with Guan Lian Capital Holdings Group Limited ("**Guan Lian Capital**"), an independent third party, pursuant to which Inventive Star has granted rights to Guan Lian Capital to purchase 14,000,000,000 shares of the Company, representing 9.79% of the issued shares of the Company. Inventive Star has also undertaken that the proceeds from the shares' disposal will be offered as loans to the Company upon completion of transaction. Further details are disclosed in the Company's announcement dated 8 July 2019;
- (d) as at the end of the reporting period, the Company has unutilised credit facility of US\$400,000,000 (equivalent to HK\$3,125,000,000) from an independent third party for its working capital needs. The total facility amount is US\$500,000,000 (equivalent to HK\$3,906,250,000), of which an amount of US\$100,000,000 (equivalent to HK\$781,250,000) was drawn down as at the end of the reporting period;
- (e) in addition to the arrangement as disclosed in notes (b) and (c) above, Inventive Star and other related parties have undertaken to provide continuous financial support to the Group by not demanding repayment of any amounts due to them until the Group is in a financial position to repay without impairing its liquidity position, and to provide additional funding to finance the Group's operations and capital investments;

### 2.1 呈列基準(續)

- (b) 於報告期間結束後，於二零一九年八月二十二日，Inventive Star發出契據，據此，Inventive Star同意，根據所有條件下，本公司將有全權酌情權決定發行予Inventive Star之無抵押票據(未償還本金總額為1,263,301,000港元及其累計利息為136,523,000港元)之贖回日期，相關無抵押票據及累計利息原定於二零二一年二月及三月到期贖回。因此，自協議日期起該等金額重新分類至本公司之永續貸款及綜合財務狀況表內本集團之儲備；
- (c) 於二零一九年七月八日，Inventive Star與獨立第三方冠聯資本控股集團有限公司(「冠聯資本」)訂立合同，據此，Inventive Star給予冠聯資本權利購買14,000,000,000公司股份，佔本公司已發行股份的9.79%。Inventive Star亦承諾於該交易完成後，出售股份之所得款項將作為貸款提供予本公司。有關進一步詳情載於本公司日期為二零一九年七月八日之公告；
- (d) 於報告期間結束後，本公司有來自獨立第三方之未動用信貸融資額400,000,000美元(相當於3,125,000,000港元)供其營運資金所需。融資總金額為500,000,000美元(相當於3,906,250,000港元)，截至報告期末止，已提取其中100,000,000美元(相當於781,250,000港元)；
- (e) 除上文附註(b)及(c)所披露安排外，Inventive Star及其他關聯方已承諾向本集團提供持續財務援助而不會要求償還任何應付彼等之款項，直至本集團之財務狀況足以償還有關款項而不會損害其流動資金狀況為止，以及提供額外資金以撥資本集團營運及資本投資；

# Notes to Interim Financial Information

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### 2.1 BASIS OF PRESENTATION (Continued)

- (f) the management will consider other financing arrangements with a view to increasing the Group's capitalisation/equity; and
- (g) the management will consider to refinance and/or roll-over the Group's existing loans with a view to improving the Group's liquidity.

Further details are set out in note 23 for events after the reporting period.

The Directors believe that, taking into account the above factors, the Group will have sufficient working capital to satisfy its present requirements for at least the next 12 months from the end of the reporting period. However, should the above financing be unavailable, the Group may be unable to continue as a going concern, in which case adjustments might have to be made to the carrying values of the Group's assets to state them at their realisable values, to provide for any further liabilities which might arise and to reclassify its non-current assets and non-current liabilities to current assets and current liabilities, respectively. The effect of these adjustments has not been reflected in the interim financial information.

### 2.2 BASIS OF PREPARATION AND ACCOUNTING POLICIES

The unaudited interim condensed consolidated financial information for the six months ended 30 June 2019 has been prepared in accordance with the applicable disclosure requirements of Appendix 16 to the Rules Governing the Listing of Securities on the Stock Exchange and Hong Kong Accounting Standard ("HKAS") 34 *Interim Financial Reporting* issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA").

The unaudited interim condensed consolidated financial information does not include all the information and disclosures required in the annual financial statements, and should be read in conjunction with the Group's annual consolidated financial statements for the year ended 31 December 2018.

### 2.1 呈列基準 (續)

- (f) 管理層將考慮其他融資安排以增加本集團之市值／權益；及
- (g) 管理層會考慮將本集團現有貸款進行再融資及／或延期以改善本集團之流動資金。

有關報告期後事項之進一步詳情載於附註23。

董事經考慮上述因素後認為，本集團將有足夠營運資金應付其自報告期間結束後起計至少12個月之現時需求。然而，倘未能取得上述資金，本集團可能無法持續經營，於該情況下，可能需對本集團資產的賬面值作出調整，按其可變現價值列賬，就可能產生的任何其他負債作出撥備及將其非流動資產及非流動負債重新分類為流動資產及流動負債。有關調整之影響並無於中期財務資料中反映。

### 2.2 編製基準及會計政策

截至二零一九年六月三十日止六個月之未經審核中期簡明綜合財務資料乃根據聯交所證券上市規則附錄十六之適用披露規定及香港會計師公會（「香港會計師公會」）頒佈之香港會計準則（「香港會計準則」）第34號「中期財務報告」編製。

未經審核中期簡明綜合財務資料並不包括年度財務報表所需一切資料及披露，並應與本集團截至二零一八年十二月三十一日止年度之年度綜合財務報表一併閱讀。

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### 2.2 BASIS OF PREPARATION AND ACCOUNTING POLICIES (Continued)

This unaudited interim condensed consolidated financial information has been prepared under the historical cost convention, except for equity investments designated at fair value through other comprehensive income and derivative financial instruments, which have been measured at fair value. This unaudited interim condensed consolidated financial information is presented in Hong Kong dollars (“HK\$”) and all values are rounded to the nearest thousand except when otherwise indicated.

### 2.3 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES

The accounting policies adopted in the preparation of the interim condensed consolidated financial information are consistent with those applied in the preparation of the Group’s annual consolidated financial statements for the year ended 31 December 2018, except for the adoption of the new and revised Hong Kong Financial Reporting Standards (“HKFRSs”) effective as of 1 January 2019.

Amendments to HKFRS 9	<i>Prepayment Features with Negative Compensation</i>
HKFRS 16	<i>Leases</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>
HK(IFRIC)-Int 23	<i>Uncertainty over Income Tax Treatments</i>
Annual Improvements to 2015–2017 Cycle	Amendments to HKFRS 3, HKFRS 11, HKAS 12 and HKAS 23

Other than as explained below regarding the impact of HKFRS 16 *Leases* and HK(IFRIC)-Int 23 *Uncertainty over Income Tax Treatments*, the new and revised standards are not relevant to the preparation of the Group’s interim condensed consolidated financial information. The nature and impact of the new and revised HKFRSs are described below:

### 2.2 編製基準及會計政策(續)

除指定為按公允價值計入其他全面收入之股本投資及按公允價值計量之衍生金融工具外，未經審核中期簡明綜合財務資料乃按歷史成本法編製。除另有說明者，此等未經審核中期簡明綜合財務資料乃以港元(「港元」)呈列，而全部價值均調整至最近千元。

### 2.3 會計政策及披露變動

除採納於二零一九年一月一日生效之新訂及經修訂香港財務報告準則(「香港財務報告準則」)外，編製中期簡明綜合財務資料所採納會計政策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綜合財務報表所應用者貫徹一致。

香港財務報告準則第9號(修訂本)	具有負補償之提前還款特性
香港財務報告準則第16號	租賃
香港會計準則第19號(修訂本)	計劃修正、縮減或清償
香港會計準則第28號(修訂本)	於聯營公司及合營企業之長期權益
香港(國際財務報告詮釋委員會)一詮釋第23號	所得稅處理之不確定性
二零一五年至二零一七年週期之年度改進	香港財務報告準則第3號、香港財務報告準則第11號、香港會計準則第12號及香港會計準則第23號(修訂本)

除下文所闡釋有關香港財務報告準則第16號「租賃」及香港(國際財務報告詮釋委員會)一詮釋第23號「所得稅處理之不確定性」之影響外，新訂及經修訂準則與編製本集團之中期簡明綜合財務資料無關。新訂及經修訂香港財務報告準則之性質及影響說明如下：



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### 2.3 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (Continued)

#### (a) Adoption of HKFRS 16

HKFRS 16 replaces HKAS 17 *Leases*, HK(IFRIC)-Int 4 *Determining whether an Arrangement contains a Lease*, HK(SIC)-Int 15 *Operating Leases — Incentives* and HK(SIC)-Int 27 *Evaluating the Substance of Transactions Involving the Legal Form of a Lease*. The standard sets out the principles for the recognition, measurement, presentation and disclosure of leases and requires lessees to account for all leases under a single on-balance sheet model. Lessor accounting under HKFRS 16 is substantially unchanged from HKAS 17. Lessors will continue to classify leases as either operating or finance leases using similar principles as in HKAS 17. Therefore, HKFRS 16 did not have any financial impact on leases where the Group is the lessor.

The Group adopted HKFRS 16 using the modified retrospective method of adoption with the date of initial application of 1 January 2019. Under this method, the standard is applied retrospectively with the cumulative effect of initial adoption as an adjustment to the opening balance of accumulated losses at 1 January 2019, and the comparative information for 2018 was not restated and continues to be reported under HKAS 17.

#### **New definition of a lease**

Under HKFRS 16, a contract is, or contains a lease if the contract conveys a right to control the use of an identified asset for a period of time in exchange for consideration. Control is conveyed where the customer has both the right to obtain substantially all of the economic benefits from use of the identified asset and the right to direct the use of the identified asset. The Group elected to use the transition practical expedient allowing the standard to be applied only to contracts that were previously identified as leases applying HKAS 17 and HK(IFRIC)-Int 4 at the date of initial application. Contracts that were not identified as leases under HKAS 17 and HK(IFRIC)-Int 4 were not reassessed. Therefore, the definition of a lease under HKFRS 16 has been applied only to contracts entered into or changed on or after 1 January 2019.

### 2.3 會計政策及披露變動(續)

#### (a) 採納香港財務報告準則第16號

香港財務報告準則第16號取代香港會計準則第17號「租賃」、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」、香港(常務詮釋委員會)－詮釋第15號「經營租賃－優惠」及香港(常務詮釋委員會)－詮釋第27號「評估涉及租賃法律形式交易的實質」。該準則載列確認、計量、呈列及披露租賃的原則，並要求承租人就所有租賃按單一資產負債表模式入賬。香港財務報告準則第16號內出租人的會計處理方式與香港會計準則第17號相比大致上維持不變。出租人將繼續使用與香港會計準則第17號類似的原則將租賃分類為經營租賃或融資租賃。因此，香港財務報告準則第16號對本集團作為出租人的租賃並無任何財務影響。

本集團於首次應用日期二零一九年一月一日使用經修訂追溯採納法採納香港財務報告準則第16號。根據此方法，準則已追溯應用，首次採納之累計影響乃作為二零一九年一月一日累計虧損期初結餘之調整，而二零一八年之比較資料並未重列及繼續根據香港會計準則第17號呈報。

#### **租賃之新定義**

根據香港財務報告準則第16號，倘合約為換取代價而給予在一段時間內控制可識別資產使用的權利，則該合約屬或包含租賃。倘客戶有權從使用可識別資產中獲取絕大部分經濟利益及有權主導已識別資產的使用，則表示擁有控制權。本集團選擇使用過渡可行權宜方法，在首次應用日期僅對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號識別為租賃的合約應用該準則。根據香港會計準則第17號及香港(國際財務報告詮釋委員會)－詮釋第4號未有識別為租賃的合約並未予以重新評估。因此，香港財務報告準則第16號的租賃定義僅應用於二零一九年一月一日或之後訂立或變更的合約。

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### 2.3 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (Continued)

#### (a) Adoption of HKFRS 16 (Continued)

##### **New definition of a lease (Continued)**

At inception or on reassessment of a contract that contains a lease component, the Group allocates the consideration in the contract to each lease and non-lease component on the basis of their stand-alone prices. A practical expedient is available to a lessee not to separate non-lease components and to account for the lease and the associated non-lease components (e.g., property management services for leases of properties) as a single lease component.

##### **As a lessee — Leases previously classified as operating leases**

###### *Nature of the effect of adoption of HKFRS 16*

The Group has lease contracts for various items of property and aircraft. As a lessee, the Group previously classified leases as either finance leases or operating leases based on the assessment of whether the lease transferred substantially all the rewards and risks of ownership of assets to the Group. Under HKFRS 16, the Group applies a single approach to recognise and measure right-of-use assets and lease liabilities for all leases, except for two elective exemptions for leases of low value assets (elected on a lease by lease basis) and short-term leases (elected by class of underlying asset). The Group has elected not to recognise right-of-use assets and lease liabilities for (i) leases of low-value assets; and (ii) leases, that at the commencement date, have a lease term of 12 months or less. Instead, the Group recognises the lease payments associated with those leases as an expense on a straight-line basis over the lease term.

### 2.3 會計政策及披露變動(續)

#### (a) 採納香港財務報告準則第16號(續) **租賃之新定義(續)**

在包含租賃部分的合約開始時或獲重新評估時，本集團將該合約的代價分配至各租賃部分及非租賃部分(以其獨立價格為基準)。承租人可採用可行權宜方法不會分開非租賃部分，而將租賃部分與相關的非租賃部分(如物業租賃的物業管理服務)作為一項單一租賃部分入賬。

##### **作為承租人 — 過往分類為經營租賃的租賃**

###### *採納香港財務報告準則第16號之影響之性質*

本集團擁有多項物業及飛機的租賃合約。作為承租人，本集團先前按有關租賃是否已將其資產所有權的絕大部分回報及風險轉予本集團的評估將租賃分類為融資租賃或經營租賃。根據香港財務報告準則第16號，本集團就所有租賃應用單一方法確認及計量使用權資產及租賃負債，惟就低價值資產租賃(按個別租賃基準選擇)及短期租賃(按相關資產類別選擇)的兩個可選擇豁免除外。本集團已選擇不就(i)低價值資產租賃；及(ii)於開始日期當日租期為12個月或以下的租賃確認使用權資產及租賃負債。取而代之，本集團將有關該等租賃的租賃付款在租賃期內按直線法確認為開支。

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### 2.3 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (Continued)

#### (a) Adoption of HKFRS 16 (Continued)

##### **As a lessee — Leases previously classified as operating leases (Continued)**

###### *Impacts on transition*

Lease liabilities at 1 January 2019 were recognised based on the present value of the remaining lease payments, discounted using the incremental borrowing rate at 1 January 2019 and included in other borrowings.

The right-of-use assets were measured at the amount of the lease liability, adjusted by the amount of any prepaid or accrued lease payments relating to the lease recognised in the statement of financial position immediately before 1 January 2019. All these assets were assessed for any impairment based on HKAS 36 on that date. The Group elected to present the right-of-use assets separately in the statement of financial position. This includes the lease assets recognised previously under prepaid land lease payments of HK\$182,832,000.

The Group has used the following elective practical expedients when applying HKFRS 16 at 1 January 2019:

- Applied the short-term lease exemptions to leases with a lease term that ends within 12 months from the date of initial application
- Used hindsight in determining the lease term where the contract contains options to extend/terminate the lease
- Used a single discount rate to portfolio of leases with reasonably similar characteristics
- Excluded the initial direct costs from the measurement of the right-of-use asset at date of initial application

### 2.3 會計政策及披露變動(續)

#### (a) 採納香港財務報告準則第16號(續) 作為承租人 — 過往分類為經營租賃的租賃(續)

##### *過渡之影響*

於二零一九年一月一日的租賃負債按剩餘租賃付款的現值確認，按於二零一九年一月一日的增量借款利率貼現，並計入其他借款。

使用權資產按租賃負債的金額計量，並以任何與緊接二零一九年一月一日前在財務狀況表確認的租賃有關的任何預付或累計租賃付款的金額予以調整。所有該等資產均於該日按香港會計準則第36號作減值評估。本集團選擇在財務狀況表內獨立呈列使用權資產。此包括先前於預付土地租賃付款項下確認之租賃資產182,832,000港元。

於二零一九年一月一日應用香港財務報告準則第16號時，本集團已使用以下選擇性可行權宜方法：

- 就租期於自首次應用日期起計12個月內結束的租賃應用短期租賃豁免
- 倘合約包含延長／終止租賃的選擇權，在確認租賃期限時採用事後確認法
- 就具有合理類似特徵之租賃組合採用單一貼現率
- 自於初次應用日期之使用權資產計量撇除初始直接成本

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### 2.3 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (Continued)

(a) **Adoption of HKFRS 16** (Continued)

**As a lessee — Leases previously classified as operating leases** (Continued)

*Impacts on transition* (Continued)

The impacts arising from the adoption of HKFRS 16 as at 1 January 2019 are as follows:

### 2.3 會計政策及披露變動(續)

(a) **採納香港財務報告準則第16號(續)**  
**作為承租人 — 過往分類為經營租賃的租賃(續)**

*過渡之影響(續)*

於二零一九年一月一日採納香港財務報告準則第16號所產生影響如下：

	Increase/ (decrease) 增加/(減少) HK\$'000 千港元 (Unaudited) (未經審核)
<b>Assets</b>	
Increase in right-of-use assets	268,892
Decrease in prepaid land lease payments	(182,832)
Decrease in property, plant and equipment	(9,823)
Increase in total assets	<u>76,237</u>
<b>Liabilities</b>	
Increase in other borrowings	<u>76,237</u>
Increase in total liabilities	<u>76,237</u>

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### 2.3 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (Continued)

#### (a) Adoption of HKFRS 16 (Continued)

##### As a lessee — Leases previously classified as operating leases (Continued)

##### Impacts on transition (Continued)

The lease liabilities as at 1 January 2019 reconciled to the operating lease commitments as at 31 December 2018 is as follows:

		HK\$'000 千港元 (Unaudited) (未經審核)
<b>Operating lease commitments as at 31 December 2018</b>	於二零一八年十二月三十一日之經營租賃承擔	137,907
Weighted average incremental borrowing rate as at 1 January 2019	於二零一九年一月一日之加權平均增量借款利率	12%
Discounted operating lease commitments as at 1 January 2019	於二零一九年一月一日之已貼現經營租賃承擔	86,502
Less: Commitments relating to short-term leases and those leases with a remaining lease term ending on or before 31 December 2019	減：短期租賃及餘下租賃期於二零一九年十二月三十一日或之前結束之租賃之相關承擔	(18,655)
Payments for optional extension periods not recognised as at 31 December 2018	於二零一八年十二月三十一日未確認選擇性延長期間之付款	8,390
<b>Lease liabilities as at 1 January 2019</b>	於二零一九年一月一日之租賃負債	<b>76,237</b>

#### Summary of new accounting policies

The accounting policy for leases as disclosed in the annual financial statements for the year ended 31 December 2018 is replaced with the following new accounting policies upon adoption of HKFRS 16 from 1 January 2019:

### 2.3 會計政策及披露變動(續)

#### (a) 採納香港財務報告準則第16號(續)作為承租人 — 過往分類為經營租賃的租賃(續)

#### 過渡之影響(續)

於二零一九年一月一日之租賃負債與於二零一八年十二月三十一日之經營租賃對賬如下：

#### 新訂會計政策概要

自二零一九年一月一日採納香港財務報告準則第16號後，截至二零一八年十二月三十一日止年度的年度財務報表所披露有關租賃的會計政策由以下新會計政策取代：

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### 2.3 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (Continued)

#### (a) Adoption of HKFRS 16 (Continued)

##### **Summary of new accounting policies (Continued)**

###### *Right-of-use assets*

Right-of-use assets are recognised at the commencement date of the lease. Right-of-use assets are measured at cost, less any accumulated depreciation and any impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Unless the Group is reasonably certain to obtain ownership of the leased asset at the end of the lease term, the recognised right-of-use assets are depreciated on a straight-line basis over the shorter of the estimated useful life and the lease term.

###### *Lease liabilities*

Lease liabilities are recognised at the commencement date of the lease at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for termination of a lease, if the lease term reflects the Group exercising the option to terminate. The variable lease payments that do not depend on an index or a rate are recognised as an expense in the period in which the event or condition that triggers the payment occurs.

### 2.3 會計政策及披露變動(續)

#### (a) 採納香港財務報告準則第16號(續) 新訂會計政策概要(續)

##### *使用權資產*

使用權資產在租賃生效日期確認。使用權資產按成本減任何累計折舊及減值虧損計量，並就任何租賃負債的重新計量作出調整。使用權資產的成本包括已確認的租賃負債金額、已產生的初始直接成本及在開始日期或之前作出的租賃付款減任何已收取的租賃優惠。除非本集團合理確定將在租賃期屆滿時取得租賃資產的所有權，否則已確認的使用權資產在其估計可使用年期或租賃期(以較短者為準)內按直線法計提折舊。

##### *租賃負債*

租賃負債於租賃開始日期以租賃期內租賃付款的現值確認。租賃付款包括固定付款(包括實質固定付款)減任何應收租賃優惠、基於指數或利率的可變租賃付款及剩餘價值擔保下的預期支付款項。租賃付款亦包括合理確定將由本集團行使的購買權的行使價及為終止租賃而支付的罰款(倘租賃期反映本集團行使終止權)。並非基於指數或利率的可變租賃付款將在導致付款的事件或條件所發生期間確認為開支。

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### 2.3 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (Continued)

#### (a) Adoption of HKFRS 16 (Continued)

##### **Summary of new accounting policies (Continued)**

##### *Lease liabilities (Continued)*

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. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in future lease payments arising from change in an index or rate, a change in the lease term, a change in the in-substance fixed lease payments or a change in assessment to purchase the underlying asset.

##### **Amounts recognised in the interim condensed consolidated statement of profit or loss**

The Group recognised rental expenses from short-term leases of HK\$10,958,000 for the six months ended 30 June 2019.

- (b) HK(IFRIC)-Int 23 addresses the accounting for income taxes (current and deferred) when tax treatments involve uncertainty that affects the application of HKAS 12 (often referred to as “**uncertain tax positions**”). The interpretation does not apply to taxes or levies outside the scope of HKAS 12, nor does it specifically include requirements relating to interest and penalties associated with uncertain tax treatments. The interpretation specifically addresses (i) whether an entity considers uncertain tax treatments separately; (ii) the assumptions an entity makes about the examination of tax treatments by taxation authorities; (iii) how an entity determines taxable profits or tax losses, tax bases, unused tax losses, unused tax credits and tax rates; and (iv) how an entity considers changes in facts and circumstances. The interpretation did not have any significant impact on the Group’s interim condensed consolidated financial information.

### 2.3 會計政策及披露變動(續)

#### (a) 採納香港財務報告準則第16號(續) 新訂會計政策概要(續)

##### *租賃負債(續)*

計算租賃付款的現值時，倘租賃中隱含的利率不可輕易確定，則本集團採用在租賃開始日期的增量借款利率。在開始日期後，租賃負債的金額予以增加以反映利息的累增，並就已作出的租賃付款予以減少。此外，如有修改、租賃付款日後因指數或利率變動而出現變動、租賃期發生變化、實質固定租賃付款變動或購買相關資產的評估變化，則租賃負債的賬面值會重新計量。

##### **於中期簡明綜合損益表確認之金額**

截至二零一九年六月三十日止六個月，本集團自短期租賃確認租金開支10,958,000港元。

- (b) 香港(國際財務報告詮釋委員會)－詮釋第23號處理倘稅項處理涉及影響香港會計準則第12號的應用之不確定性(通常被稱為「**不確定稅務狀況**」)，該情況下的所得稅(即期及遞延)會計處理方法。該詮釋不適用於香港會計準則第12號範圍外的稅項或徵稅，尤其亦不包括與不確定稅項處理相關的權益及處罰相關規定。該詮釋具體處理(i)實體是否個別考慮不確定稅項處理；(ii)實體對稅務機關的稅項處理檢查所作的假設；(iii)實體如何釐定應課稅溢利或稅項虧損、稅基、未動用稅項虧損、未動用稅項抵免及稅率；及(iv)實體如何考慮事實及情況變動。該詮釋對本集團的中期簡明綜合財務資料並無任何重大影響。

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### 2.4 ISSUED BUT NOT YET EFFECTIVE HKFRSs

The Group has not early adopted any standard, interpretation or amendment that has been issued but is not yet effective for the current reporting period.

### 3. OPERATING SEGMENT INFORMATION

The Group is principally engaged in the gaming and resort business, including the development of an integrated resort on the Island of Saipan. No separate operating segment information is presented as the Group has only one operating segment.

Geographical information is not presented since all of the Group's revenue was derived from the Island of Saipan, where the Group provides the services to its customers. Over 95% of the Group's non-current assets are located in the Island of Saipan. Accordingly, the presentation of geographical information would provide no additional useful information to the users of this interim financial information.

### 4. REVENUE

The Group's revenue is as follows:

### 2.4 已頒佈但尚未生效之香港財務報告準則

於本報告期內，本集團並無提早採納已頒佈惟尚未生效之任何準則、詮釋或修訂本。

### 3. 經營分部資料

本集團主要從事博彩及度假村業務，包括發展塞班島綜合度假村。由於本集團僅有一個經營分部，故並無呈列個別經營分部資料。

由於本集團所有收益均來自塞班島（本集團向其客戶提供服務之地點），故並無呈列地區資料。本集團超過95%之非流動資產位於塞班島。因此，呈列地區資料不會向本中期財務資料使用者提供有用的額外資料。

### 4. 收益

本集團之收益如下：

		For the six months ended 30 June	
		截至六月三十日止六個月	
		2019	2018
		二零一九年	二零一八年
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
VIP gaming operations	貴賓博彩業務	254,705	2,033,042
Mass gaming operations	中場博彩業務	97,757	124,408
Slot machines and Electronic Table Game ("ETG") gaming operations	角子機及電子桌面博彩（「電子桌面博彩」）業務	30,058	32,698
Food and beverage	餐飲	16,918	24,647
		<u>399,438</u>	<u>2,214,795</u>



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### 5. LOSS BEFORE TAX

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

### 5. 除稅前虧損

本集團之除稅前虧損已扣除／(計入)以下各項：

		For the six months ended 30 June	
		截至六月三十日止六個月	
		2019	2018
		二零一九年	二零一八年
Note		HK\$'000	HK\$'000
附註		千港元	千港元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Cost of inventories sold*	已出售存貨成本*	4,491	11,998
Business gross revenue tax ("BGRT")*	營業總收益稅 (「營業總收益稅」)*	19,554	179,155
Depreciation of property, plant and equipment	物業、廠房及設備折舊	114,160	76,802
Depreciation of right-of-use assets	使用權資產折舊	18,110	–
Amortisation of prepaid land lease payments	預付土地租賃款項攤銷	–	2,964
Casino licence fees*	娛樂場牌照費*	58,822	58,791
Minimum lease payments under operating leases	根據經營租賃之 最低租賃款項	–	45,306
Rental expense of short-term leases	短期租賃之租金開支	10,958	–
Foreign exchange differences, net	匯兌差額淨額	(35,431)	21,968
Loss on disposal/write-off of items of property, plant and equipment**	出售／撇銷物業、廠房及 設備項目虧損**	446	1,333
Fair value loss/(gain) on derivative financial instruments, net**	衍生金融工具之公允價值 虧損／(收益)淨額**	23	(193)
Dividend income from equity investments designated at fair value through other comprehensive income**	來自指定按公允價值計入 其他全面收入之股本投資之 股息收入**	(729)	(538)
Staff costs (including directors' remuneration):	員工成本(包括董事薪酬)：		
Salaries, bonus and allowances***	薪金、花紅及津貼***	262,054	376,125
Retirement benefits scheme contributions	退休金計劃供款	789	1,231
Total staff cost	總員工成本	262,843	377,356
Compensation received from insurance claims**	自保險索償取得賠償**	(7,686)	–

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### 5. LOSS BEFORE TAX (Continued)

- \* Included in "Cost of sales" on the face of the condensed consolidated statement of profit or loss and other comprehensive income.
- \*\* Included in "Other income, gains and losses, net" on the face of the condensed consolidated statement of profit or loss and other comprehensive income.
- \*\*\* Staff costs of HK\$128,774,000 (six months ended 30 June 2018: HK\$78,217,000) included in the above were capitalised under property, plant and equipment.

### 6. FINANCE COSTS

An analysis of finance costs is as follows:

### 5. 除稅前虧損(續)

- \* 計入簡明綜合損益及其他全面收益表之「銷售成本」內。
- \*\* 計入簡明綜合損益及其他全面收益表之「淨其他收入、收益及虧損」內。
- \*\*\* 計入上文之員工成本 128,774,000 港元(截至二零一八年六月三十日止六個月: 78,217,000 港元)乃於物業、廠房及設備項下資本化。

### 6. 財務費用

財務費用分析如下:

		For the six months ended 30 June	
		截至六月三十日止六個月	
		2019	2018
		二零一九年	二零一八年
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Interest on lease liabilities	租賃負債利息	4,726	-
Interest on other borrowings and loans from related parties	其他借款及來自關聯方之貸款利息	222,810	133,035
Interest on unsecured bonds and notes	無抵押債券及票據之利息	79,727	75,616
Interest on convertible bonds and notes (note 16)	可換股債券及票據之利息 (附註 16)	2,091	2,043
		309,354	210,694
Less: Interest capitalised*	減: 資本化利息*	(139,387)	(98,019)
		169,967	112,675

\* The borrowing costs have been capitalised at the weighted average rate of 9.96% for the six months ended 30 June 2019 (six months ended 30 June 2018: 9.34%).

\* 截至二零一九年六月三十日止六個月，借款成本已按加權平均利率 9.96% 資本化(截至二零一八年六月三十日止六個月: 9.34%)。

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### 7. INCOME TAX

No provision for Hong Kong profits tax has been made as the Group did not generate any assessable profits arising in Hong Kong during the six months ended 30 June 2019 and 2018. Income tax provision for the six months ended 30 June 2019 and 2018 represents income tax on casino operations for the subsidiaries operating in the CNMI, which is calculated at the applicable tax rates for the six months ended 30 June 2019 and 2018.

### 7. 所得稅

由於本集團於截至二零一九年及二零一八年六月三十日止六個月內並無在香港產生任何應課稅溢利，故並無就香港利得稅作出撥備。截至二零一九年及二零一八年六月三十日止六個月之所得稅撥備指於北馬里亞納經營之附屬公司就娛樂場業務應繳納之所得稅，乃根據截至二零一九年及二零一八年六月三十日止六個月之適用稅率計算。

		For the six months ended 30 June	
		截至六月三十日止六個月	
		2019	2018
		二零一九年	二零一八年
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Current tax — CNMI	即期稅項 — 北馬里亞納		
Charge for the period	期內支出	—	34,543
Deferred tax	遞延稅項		
Credit for the period	期內抵免	(151,370)	(123,853)
Impairment of deferred tax assets	遞延稅項資產減值	264,309	—
		<u>112,939</u>	<u>(89,310)</u>
Tax charge/(credit) for the period	期內稅項支出/(抵免)		

The Covenant of the CNMI provides for the imposition of the Internal Revenue Code of the United States as the local income tax. CNMI legislation provides for income tax rebates with the descending graduated percentages ranging from 90% to 50% on local income tax on CNMI source income. The CNMI also imposes graduated (1.5% to 5%) BGRT. For casino gaming revenue, the rebate offset amount shall be 100% of the income tax imposed on net gaming revenue taxable income up to US\$15 million. For casino net gaming taxable income in excess of US\$15 million, the rebate offset amount ranges from 90% to 50% of the income tax imposed.

北馬里亞納的契據規定實施美國國內稅收守則則作為當地所得稅。北馬里亞納法例規定，所得稅退稅須按就北馬里亞納來源收入徵收之當地所得稅由90%遞減至50%之百分比計算。北馬里亞納亦徵收(由1.5%遞增至5%)營業總收益稅。就娛樂場博彩收益而言，退稅抵銷金額須為就博彩收益應課稅收入淨額(上限為15,000,000美元)徵收之所得稅之100%。就超過15,000,000美元的娛樂場博彩收益應課稅收入淨額而言，退稅抵銷金額介乎所徵收所得稅之90%至50%。

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### 7. INCOME TAX (Continued)

The legislation requires the payment of corporate income tax on CNMI source income only to the extent the pre-rebate income tax exceeds BGRT. The Group records its income tax expenses net of the aforementioned BGRT credit, gaming rebate and income tax rebate.

### 8. INTERIM DIVIDEND

No dividend was paid or proposed by the Company for the six months ended 30 June 2019 and 2018.

### 9. EARNINGS/(LOSS) PER SHARE ATTRIBUTABLE TO OWNERS OF THE COMPANY

The calculation of the basic earnings/(loss) per share amounts for the period is based on the profit/(loss) for the period attributable to owners of the Company, and the weighted average number of ordinary shares of approximately 142,984,808,000 (six months ended 30 June 2018: approximately 142,984,808,000) in issue during the period.

No adjustment had been made to the basic loss per share amount presented for the period ended 30 June 2019 in respect of a dilution as the impact of the share options, convertible bonds had an anti-dilutive effect on the basic loss per share amount presented.

The calculation of the diluted earnings per share amount for the six months ended 30 June 2018 was based on the profit for the period attributable to owners of the Company, adjusted to reflect the effect of the deemed exercise of or conversion of all dilutive potential ordinary shares into ordinary shares. The weighted average number of ordinary shares used in the calculation was the number of ordinary shares in issue during the period, as used in the basic earnings per share calculation, and the weighted average number of ordinary shares assumed to have been issued at no consideration on the deemed exercise or conversion of all dilutive potential ordinary shares into ordinary shares.

### 7. 所得稅(續)

該法例規定，僅在退稅前所得稅超過營業總收益稅之情況下方須就北馬里亞納來源收入繳納企業所得稅。本集團記錄之所得稅開支已扣除上述營業總收益稅抵免、博彩回饋及所得稅退稅。

### 8. 中期股息

本公司概無派付或建議派付截至二零一九年及二零一八年六月三十日止六個月之股息。

### 9. 本公司持有人應佔每股盈利/(虧損)

期內每股基本盈利/(虧損)金額乃根據本公司持有人應佔期內溢利/(虧損)及期內已發行普通股加權平均數約142,984,808,000股(截至二零一八年六月三十日止六個月：約142,984,808,000股)計算。

由於購股權及可換股債券對所呈列每股基本虧損金額具反攤薄效應，故並無就攤薄對截至二零一九年六月三十日止期間呈列之每股基本虧損金額作出調整。

截至二零一八年六月三十日止六個月之每股攤薄盈利金額乃根據本公司持有人應佔期內溢利計算，並作出調整以反映視為行使或兌換所有潛在攤薄普通股為普通股之影響。在計算時所採用之普通股加權平均數即為計算每股基本盈利所採用之期內已發行普通股數目，以及視為行使或兌換所有潛在攤薄普通股為普通股後假設已無償發行之普通股加權平均數。

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### 9. EARNINGS/(LOSS) PER SHARE ATTRIBUTABLE TO OWNERS OF THE COMPANY (Continued)

The calculations of the basic and diluted earnings/(loss) per share are based on:

### 9. 本公司持有人應佔每股盈利/(虧損)(續)

每股基本及攤薄盈利/(虧損)乃按下列各項計算得出：

		For the six months ended 30 June	
		截至六月三十日止六個月	
		2019	2018
		二零一九年	二零一八年
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
<b>Earnings</b>	<b>盈利</b>		
Profit/(loss) attributable to owners of the Company, used in the basic and diluted earnings/(loss) per share calculation	用於計算每股基本及攤薄盈利/(虧損)之本公司持有人應佔溢利/(虧損)	<b>(1,879,944)</b>	78,977
		For the six months ended 30 June	
		截至六月三十日止六個月	
		2019	2018
		二零一九年	二零一八年
		Number of shares	Number of shares
		股份數目	股份數目
		'000	'000
		千股	千股
<b>Shares</b>	<b>股份</b>		
Weighted average number of ordinary shares in issue during the period used in the basic earnings/(loss) per share calculation	用於計算每股基本盈利/(虧損)之期內已發行普通股加權平均數	<b>142,984,808</b>	142,984,808
Effect of dilution — weighted average number of ordinary shares:	攤薄影響 — 普通股加權平均數：		
Share options	購股權	—	3,856
Convertible notes (note)	可換股票據(附註)	—	128,000,000
Weighted average number of ordinary shares in issue during the period used in the diluted earnings/(loss) per share calculation	用於計算每股攤薄盈利/(虧損)之期內已發行普通股加權平均數	<b>142,984,808</b>	270,988,664

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### 9. EARNINGS/(LOSS) PER SHARE ATTRIBUTABLE TO OWNERS OF THE COMPANY (Continued)

Note: The impact of the convertible notes issued on 19 March 2014 had a dilutive effect on the basic earnings per share amount presented for the six months ended 30 June 2018. CB 2017 (as detailed in note 16) had no dilutive effect on the basic earnings per share amount presented as the exercise prices of CB 2017 were higher than the average market price of the ordinary shares of the Company during the period ended 30 June 2018.

### 10. PROPERTY, PLANT AND EQUIPMENT

During the six months ended 30 June 2019, the Group acquired items of property, plant and equipment of HK\$529,241,000 (six months ended 30 June 2018: HK\$311,858,000).

### 11. TRADE RECEIVABLES

The Group's trading terms with customers are mainly on credit. The credit terms are generally 30 days for gaming operations. Each customer has a maximum credit limit. For new customers, payment in advance is normally required. Overdue balances are reviewed regularly by the management. Trade receivables are non-interest bearing.

An ageing analysis of trade receivables as at the end of the reporting period, based on the program end date and net of loss allowance, is as follows:

### 9. 本公司持有人應佔每股盈利／(虧損)(續)

附註：於二零一四年三月十九日發行之可換股票據對截至二零一八年六月三十日止六個月所呈列之每股基本盈利金額產生攤薄影響。二零一七年可換股債券(詳情載於附註16)對所呈列之每股基本盈利金額並無產生攤薄影響，此乃由於二零一七年可換股債券之行使價高於截至二零一八年六月三十日止期間本公司普通股之平均市價所致。

### 10. 物業、廠房及設備

截至二零一九年六月三十日止六個月，本集團已收購價值為529,241,000港元之物業、廠房及設備項目(截至二零一八年六月三十日止六個月：311,858,000港元)。

### 11. 應收貿易賬款

本集團與客戶之交易條款主要為信貸形式。博彩業務之信貸期一般為30日。各客戶均有最高信貸限額。新客戶則通常需要預先付款。管理層會定期審閱逾期結餘。應收貿易賬款為免息。

於報告期末，應收貿易賬款按博彩計劃結算日及扣除虧損撥備之賬齡分析如下：

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### 11. TRADE RECEIVABLES (Continued)

### 11. 應收貿易賬款(續)

		30 June 2019 二零一九年 六月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	31 December 2018 二零一八年 十二月三十一日 HK\$'000 千港元 (Audited) (經審核)
Within 1 month	一個月內	16,181	87,670
More than 1 month but within 3 months	多於一個月但三個月內	85,753	250,375
More than 3 months but within 6 months	多於三個月但六個月內	157,255	698,009
More than 6 months but within 1 year	多於六個月但一年內	922,149	2,893,206
More than 1 year	多於一年	7,985,466	5,740,637
		<b>9,166,804</b>	9,669,897
Impairment	減值	<b>(6,018,902)</b>	(4,690,161)
		<b>3,147,902</b>	4,979,736
Less: non-current portion	減：非流動部分	-	(113,341)
Current portion	流動部分	<b>3,147,902</b>	4,866,395

As at 30 June 2019, the Group had received guarantee deposits of HK\$1,084,148,000 (31 December 2018: HK\$1,824,700,000) (note 13) from certain patrons/guarantors which can be used to offset against certain of the above trade receivables in an aggregate amount of approximately HK\$1,084,148,000 (31 December 2018: HK\$1,497,242,000) due from certain casino patrons in the event that the Group cannot recover the trade receivable amounts from these patrons in the normal course of its business.

於二零一九年六月三十日，本集團已收到來自若干客戶／擔保人之保證按金1,084,148,000港元(二零一八年十二月三十一日：1,824,700,000港元)(附註13)，倘本集團未能在日常業務過程中向若干客戶收回彼等結欠之若干上述應收貿易賬款，則有關保證按金可用於抵銷此等客戶結欠之有關應收貿易賬款總額約1,084,148,000港元(二零一八年十二月三十一日：1,497,242,000港元)。

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### 11. TRADE RECEIVABLES (Continued)

The movements in the loss allowance for impairment of trade receivables are as follows:

		30 June 2019 二零一九年 六月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	31 December 2018 二零一八年 十二月三十一日 HK\$'000 千港元 (Audited) (經審核)
At beginning of period/year	期／年初	4,690,161	4,747,037
Impairment losses recognised	已確認之減值虧損	1,663,264	5,359,561
Impairment losses reversed	撥回減值虧損	(316,143)	(1,003,872)
Uncollectible amounts written off	撇銷不可收回金額	-	(4,424,715)
Exchange differences	匯兌差額	(18,380)	12,150
At end of period/year	期／年末	<u>6,018,902</u>	<u>4,690,161</u>

### 12. TRADE PAYABLES

An ageing analysis of the trade payables as at the end of the reporting period, based on the invoice date, is as follows:

		30 June 2019 二零一九年 六月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	31 December 2018 二零一八年 十二月三十一日 HK\$'000 千港元 (Audited) (經審核)
Within 1 month	一個月內	6,455	6,090
More than 1 month but within 3 months	多於一個月但三個月內	5,414	16,381
More than 3 months but within 6 months	多於三個月但六個月內	10,609	35,715
More than 6 months but within 1 year	多於六個月但一年內	40,951	28,704
More than 1 year	多於一年	22,757	4,849
		<u>86,186</u>	<u>91,739</u>

The trade payables are non-interest bearing and have no fixed terms of repayment.

### 11. 應收貿易賬款(續)

應收貿易賬款之減值虧損撥備變動如下：

### 12. 應付貿易賬款

於報告期末，應付貿易賬款按發票日期之賬齡分析如下：

應付貿易賬款為免息及無固定償還條款。



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### 13. OTHER PAYABLES AND ACCRUALS

### 13. 其他應付款項及應計款項

		30 June 2019 二零一九年 六月三十日	31 December 2018 二零一八年 十二月三十一日
	Notes 附註	HK\$'000 千港元 (Unaudited) (未經審核)	HK\$'000 千港元 (Audited) (經審核)
Deposits received	已收按金	460,776	550,103
Patron deposits and other gaming liabilities	客戶按金及其他博彩負債	(a) 2,294,692	2,846,612
Loyalty program liabilities	客戶忠誠計劃負債	(a) 230,475	233,819
Outstanding chip liabilities	未償還籌碼負債	(a) 4,915	4,847
BGRT payable	應付營業總收益稅	46,932	27,378
Construction related payables	應付建築相關款項	1,252,783	1,308,605
CN 2015 payable	應付二零一五年可換股票據	16 23,400	23,400
Provision for regulatory matters	監管事宜撥備	63,435	65,792
Other payables and accruals	其他應付款項及應計款項	(b) 1,095,314	934,998
		<b>5,472,722</b>	5,995,554
Less: Non-current portion	減：非流動部分	<b>(143,587)</b>	(212,772)
Current portion	流動部分	<b>5,329,135</b>	5,782,782

Notes:

- (a) There is often a timing difference between the cash payment by the customers and recognition of revenue for each of the associated performance obligations. The Group has the following main types of liabilities associated with contracts with customers: (1) outstanding chip liability, (2) loyalty program liability and (3) patron deposits and other gaming liabilities for gaming and non-gaming products and services yet to be provided.

附註：

- (a) 客戶現金付款與確認每項相關履約責任相關收益之間通常存在時間差異。本集團有以下涉及客戶合約之主要負債類別：(1) 未償還籌碼負債、(2) 客戶忠誠計劃負債及(3) 客戶按金及其他與有待提供博彩及非博彩產品及服務有關之博彩負債。

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### 13. OTHER PAYABLES AND ACCRUALS (Continued)

Notes: (Continued)

(a) (Continued)

The outstanding chip liability represents the collective amounts owed to junket operators and patrons in exchange for gaming chips in their possession. Outstanding chips are expected to be recognised as revenue or redeemed for cash within one year of being purchased. The loyalty program liability represents a deferral of revenue until patron redemption of complimentary commissions or points earned. The loyalty program liabilities are expected to be redeemed and recognised as revenue within one year of being earned. Patron deposits and other gaming liabilities represent cash deposits made by customers for future services provided by the Group. The majority of these patron deposits and other gaming liabilities are expected to be recognised as revenue or refunded to the customers within one year of the date the deposit was recorded.

As at 30 June 2019, included in the Group's deposits received were deposits of HK\$1,084,148,000 (31 December 2018: HK\$1,824,700,000) from certain patrons/guarantors who have guaranteed the repayment of the trade receivables due from certain of the Group's casino patrons (the "Guarantee"). In the opinion of the directors, based on independent legal advice, the Group has the enforceable right to set off the deposits against any irrecoverable trade receivables due from these patrons under the Guarantee.

(b) As at 30 June 2019, included in the amount was interest payable of HK\$192,845,000 (31 December 2018: HK\$154,558,000) to related parties.

### 13. 其他應付款項及應計款項(續)

附註：(續)

(a) (續)

未償還籌碼負債指中介人及客戶換取所持博彩籌碼所涉及之總額。未償還籌碼預期於購買後一年內確認為收益或兌換為現金。客戶忠誠計劃負債指直至客戶兌換所賺取免費佣金或積分為止之遞延收益。客戶忠誠度計劃負債預期於賺取後一年內兌換並確認為收益。客戶按金及其他博彩負債指客戶就本集團日後所提供服務以現金支付之按金。大部分客戶按金及其他博彩負債預期於按金記錄日期起計一年內確認為收益或退還予客戶。

於二零一九年六月三十日，來自若干客戶／擔保人就償還若干本集團娛樂場客戶結欠之應收貿易賬款作出擔保之按金1,084,148,000港元(二零一八年十二月三十一日：1,824,700,000港元)(「擔保」)已計入本集團之已收按金內。根據獨立法律意見，董事認為，本集團擁有可強制執行權利將此等按金抵銷擔保所擔保之娛樂場客戶結欠之任可不可收回應收貿易賬款。

(b) 於二零一九年六月三十日，該款項包括應付關聯方之利息192,845,000港元(二零一八年十二月三十一日：154,558,000港元)。

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### 14. OTHER BORROWINGS

An analysis of other borrowings is as follows:

		<b>30 June 2019</b>	31 December 2018
		二零一九年 六月三十日	二零一八年 十二月三十一日
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
		<b>(Unaudited)</b>	(Audited)
		(未經審核)	(經審核)
Lease liabilities	租賃負債	<b>64,411</b>	–
Other interest-bearing loans	其他計息貸款	<b>3,664,773</b>	2,962,525
		<b>3,729,184</b>	2,962,525
Less: Non-current portion	減：非流動部分	<b>(2,044,830)</b>	–
Current portion	流動部分	<b>1,684,354</b>	2,962,525

At the end of the reporting period, the Group's other interest-bearing loans were repayable as follows:

		<b>30 June 2019</b>	31 December 2018
		二零一九年 六月三十日	二零一八年 十二月三十一日
		<b>HK\$'000</b>	HK\$'000
		千港元	千港元
		<b>(Unaudited)</b>	(Audited)
		(未經審核)	(經審核)
Within 1 year or on demand (note i)	一年內或應要求(附註i)	<b>1,638,935</b>	1,657,080
In the second year (note ii)	於第二年(附註ii)	<b>882,029</b>	952,925
In the third to fifth years (note ii)	第三至第五年(附註ii)	<b>1,143,809</b>	352,520
		<b>3,664,773</b>	2,962,525
Less: Non-current portion (note ii)	減：非流動部分(附註ii)	<b>(2,025,838)</b>	–
Current portion	流動部分	<b>1,638,935</b>	2,962,525

### 14. 其他借款

其他借款分析如下：

於報告期末，本集團其他計息貸款償還如下：

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### 14. OTHER BORROWINGS (Continued)

The other interest-bearing loans are unsecured, interest-bearing at 8%–18% (31 December 2018: 6%–15%) per annum.

As at 30 June 2019, an aggregate amount of HK\$605,577,000 (31 December 2018: HK\$605,925,000) included in the Group's other interest-bearing loans was pledged by certain patrons/guarantors who have guaranteed the repayment of the trade receivables due from some of the Group's patrons (the "Loan Guarantee"). In the opinion of the directors, based on independent legal advice, the Group has the enforceable right to set off the pledged loans against any irrecoverable trade receivables due from these patrons under the Loan Guarantee.

As 30 June 2019, an interest-bearing loan of HK\$61,720,000 (31 December 2018: Nil) was secured by an item of the Group's property, plant and equipment with a carrying amount of HK\$113,000,000 (31 December 2018: Nil).

Notes:

- (i) As at 31 December 2018, the balance included other interest-bearing loans of HK\$586,850,000 and HK\$612,500,000 that were due to be repaid before 31 December 2018 and after 31 December 2018 up to the date of issuance of the Group's consolidated financial statements for the year ended 31 December 2018, respectively. During the six months ended 30 June 2019 and up to the date of issuance of the Group's consolidated financial statements for the year ended 31 December 2018, save for loan amounts of HK\$350,000,000 and HK\$10,000,000 which had been subsequently repaid on 22 March 2019 and 24 March 2019, respectively, the Group has agreed with its lenders to extend the repayment tenure of the remaining loan amounts of HK\$839,350,000, which were overdue before these latest extension agreements, to the second half of 2019 or thereafter.

As at 30 June 2019, the loan amounts have been classified into their contractual repayment periods as the lenders have agreed to grant the waiver for any event of default as stipulated in the relevant loan agreements.

### 14. 其他借款 (續)

其他計息貸款為無抵押、按年利率8厘至18厘計息(二零一八年十二月三十一日: 6厘至15厘)。

於二零一九年六月三十日, 本集團其他計息貸款其中合共605,577,000港元(二零一八年十二月三十一日: 605,925,000港元)由若干客戶/擔保人就保證償還本集團部分客戶結欠之應收貿易賬款而抵押(「貸款擔保」)。董事經參考獨立法律意見後認為, 本集團擁有可強制執行權利將抵押貸款抵銷貸款擔保項下該等客戶結欠之任何不可收回應收貿易賬款。

於二零一九年六月三十日, 計息貸款61,720,000港元(二零一八年十二月三十一日: 無)以本集團賬面值113,000,000港元(二零一八年十二月三十一日: 無)之物業、廠房及設備項目作抵押。

附註:

- (i) 於二零一八年十二月三十一日, 有關結餘包括其他計息貸款, 直至本集團截至二零一八年十二月三十一日止年度之綜合財務報表刊發日期, 586,850,000港元及612,500,000港元分別須於二零一八年十二月三十一日之前及二零一八年十二月三十一日之後償還。截至二零一九年六月三十日止六個月及直至本集團截至二零一八年十二月三十一日止年度之綜合財務報表刊發日期, 除已於二零一九年三月二十二日及二零一九年三月二十四日償還分別為數350,000,000港元及10,000,000港元之貸款外, 本集團與其貸款人協定, 將金額為839,350,000港元之貸款餘額(於最新延期協議前已逾期)之還款期延至二零一九年下半年或之後。

於二零一九年六月三十日, 貸款金額已分類至其合約還款期, 原因為貸款人已同意按相關貸款協議所規定就任何違約事件授出豁免。

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### 14. OTHER BORROWINGS (Continued)

Notes: (Continued)

- (ii) As at 31 December 2018, for the other interest-bearing loans included in current liabilities, HK\$952,925,000 and HK\$352,520,000 are repayable in 2020 and 2021, respectively. These loan agreements have included a clause which stated that an event of default would occur if any indebtedness of the Group is not paid when due. Upon the occurrence of this event of default, as further detailed in note 14(i) to this interim financial information, these lenders could have demanded for immediate repayment of these loans. Notwithstanding that the Group had not received any notice of default/demand for the accelerated repayment for any of these loan amounts up to the date of issuance of the Group's consolidated financial statements for the year ended 31 December 2018 and despite this aggregate amount of HK\$1,305,445,000 is repayable after 2019, they had all been included in current liabilities as at 31 December 2018.

As at 30 June 2019, the loan amounts have been classified into their contractual repayment periods as the lenders have agreed to grant the waiver for any event of default as stipulated in the relevant loan agreements.

### 15. LOANS FROM RELATED PARTIES

At the end of the reporting period, the maturity profile of loans from related parties, based on the scheduled repayment dates set out in the loan agreements, is as follows:

		30 June 2019 二零一九年 六月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	31 December 2018 二零一八年 十二月三十一日 HK\$'000 千港元 (Audited) (經審核)
Within 1 year or on demand	一年內或應要求	218,670	125,398
In the second year (note)	第二年(附註)	137,160	248,000
In the third to fifth years (note)	第三年至第五年(附註)	238,271	200,816
		<b>594,101</b>	574,214
Less: Non-current portion	減：非流動部分	<b>(375,431)</b>	(448,816)
Current portion	流動部分	<b>218,670</b>	125,398

### 14. 其他借款(續)

附註：(續)

- (ii) 於二零一八年十二月三十一日，就計入流動負債之其他計息貸款，其中952,925,000港元及352,520,000港元分別須於二零二零年及二零二一年償還。該等貸款協議包括一項條款規定，當中列明倘本集團未能償還到期債務即視作發生違約事件。一旦發生此違約事件(進一步詳情載於本中期財務資料附註14(i))，該等貸款人可要求即時償還該等貸款。儘管本集團截至二零一八年十二月三十一日止年度之綜合財務報表刊發當日，本集團尚未就任何有關貸款接獲任何違約通知/提前還款要求，且合共1,305,445,000港元於二零一九年之後方須償還，惟全部有關貸款已於二零一八年十二月三十一日計入流動負債。

於二零一九年六月三十日，貸款金額已分類至其合約還款期，原因為貸款人已同意按相關貸款協議所規定就任何違約事件授出豁免。

### 15. 來自關聯方之貸款

於報告期末，根據貸款協議所載計劃還款日期來自關聯方之貸款之到期日組合如下：

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### 15. LOANS FROM RELATED PARTIES (Continued)

Except for certain loan amount of HK\$297,431,000 (31 December 2018: HK\$238,816,000) that is interest-free and carried at amortised cost with an effective interest rate of 8% per annum, all loans from related parties are unsecured, interest-bearing at 7.5%–12% (31 December 2018: 7.5%–12%) per annum.

On initial recognition, the interest-free loans were discounted using the effective interest rate and respective imputed interest was credited to equity as deemed capital contribution from a shareholder.

### 16. CONVERTIBLE NOTES AND CONVERTIBLE BONDS

#### CN 2014

On 19 March 2014 (the “**Completion Date**”), the Company completed the acquisition (the “**Acquisition**”) of the entire issued share capital of and a shareholder’s loan to Excel Earth Limited (“**Excel Earth**”) and obtained a profit guarantee given by the vendor. The principal asset of Excel Earth was its interests under, and entitlements to, the transfer of five percent (5%) of the distributable profit of Hang Seng Sociedade Unipessoal Limitada, for each twelve-month period, which had commenced on 1 January 2014 and terminated on 28 October 2015.

The Acquisition was satisfied by issuing zero coupon convertible notes (“**CN 2014**”) at the conversion price of HK\$0.05 per conversion share (as adjusted from HK\$1.00 per conversion share by the effect of the share subdivision) in the aggregate principal amount of HK\$400,000,000 due on the sixteenth anniversary of the Completion Date to the vendor in accordance with the terms and conditions of the acquisition agreement. The conversion price has been subsequently adjusted to HK\$0.003125 per conversion share after the bonus issue on 3 July 2015. On the Completion Date, the fair value of CN 2014 was approximately HK\$1,480,000,000, based on a valuation report issued by an independent valuer, Roma Appraisals Limited, dated 29 August 2014. Details of the Acquisition had been disclosed in the circular of the Company dated 8 January 2014. CN 2014 were recognised as equity in its entirety without a liability portion in accordance with the Group’s accounting policy for mandatorily convertible notes.

### 15. 來自關聯方之貸款(續)

除若干為數297,431,000港元(二零一八年十二月三十一日: 238,816,000港元)之免息、按攤銷成本列賬且實際年利率為8厘之貸款外,所有來自關聯方之貸款均無抵押、按年利率7.5厘至12厘計息(二零一八年十二月三十一日: 7.5厘至12厘)。

於初始確認時,免息貸款以實際利率貼現,而有關推算利息作為來自一名股東的視作注資計入至權益。

### 16. 可換股票據及可換股債券

#### 二零一四年可換股票據

於二零一四年三月十九日(「**完成日期**」),本公司已完成收購坤佳有限公司(「**坤佳**」)之全部已發行股本及股東貸款(「**收購事項**」),並獲賣方提供溢利保證。坤佳之主要資產為就自二零一四年一月一日起至二零一五年十月二十八日終止各個十二個月期間向恒升一人有限公司取得其可分派溢利百分之五(5%)之權益及轉讓權。

根據收購協議之條款及條件,收購事項已透過按兌換價每股兌換股份0.05港元(已就股份拆細之影響自每股兌換股份1.00港元予以調整)向賣方發行本金總額為400,000,000港元於完成日期後滿十六週年到期之零息可換股票據(「**二零一四年可換股票據**」)償付。於二零一五年七月三日進行紅股發行後,兌換價其後已調整為每股兌換股份0.003125港元。於完成日期,根據獨立估值師羅馬國際評估有限公司所發出日期為二零一四年八月二十九日之估值報告,二零一四年可換股票據之公允價值約為1,480,000,000港元。收購事項之詳情已於本公司日期為二零一四年一月八日之通函內披露。根據本集團有關強制可換股票據之會計政策,二零一四年可換股票據確認為完全並無負債部分之權益。

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### 16. CONVERTIBLE NOTES AND CONVERTIBLE BONDS (Continued)

#### CN 2015

On 21 August 2015, the Company issued zero coupon convertible notes in the aggregate principal amount of HK\$841,900,000 ("CN 2015"). CN 2015 matured after 24 months from the date of issuance and were convertible into ordinary shares of the Company at any time between the date of issue of the notes and their settlement date. CN 2015 were convertible at the conversion price of HK\$0.225 per share.

HK\$213,000,000 and HK\$300,000,000 of CN 2015 had been converted into ordinary shares of the Company in 2015 and 2017, respectively.

CN 2015 matured on 20 August 2017 and as at 30 June 2019, the Company was in the process to redeem the remaining CN 2015 of an aggregate principal amount of HK\$23,400,000 (31 December 2018: HK\$23,400,000).

#### CB 2017

On 27 June 2017, the Company issued convertible bonds in the aggregate principal amount of HK\$50,000,000 which bear interest at 4% per annum ("CB 2017"). CB 2017 matured after 24 months from the date of issuance and were convertible into ordinary shares of the Company at any time between the date of issue of the bonds and their settlement date. CB 2017 were convertible at conversion price of HK\$0.176 per share.

The interest amortised for the period is calculated by applying an effective interest rate of 8.82% to the liability component for the 24-month period from the bonds' issue date.

### 16. 可換股票據及可換股債券(續)

#### 二零一五年可換股票據

於二零一五年八月二十一日，本公司發行本金總額為841,900,000港元之零息可換股票據(「二零一五年可換股票據」)。二零一五年可換股票據自發行日期起計24個月後到期，可於發行日期至其結算日期期間任何時間兌換為本公司普通股。二零一五年可換股票據乃按每股0.225港元之兌換價兌換。

213,000,000港元及300,000,000港元之二零一五年可換股票據分別於二零一五年及二零一七年轉換為本公司股份。

二零一五年可換股票據已於二零一七年八月二十日到期，於二零一九年六月三十日，本公司正在贖回二零一五年可換股票據餘下本金總額23,400,000港元(二零一八年十二月三十一日：23,400,000港元)。

#### 二零一七年可換股債券

於二零一七年六月二十七日，本公司發行本金總額為50,000,000港元之可換股債券(「二零一七年可換股債券」)，有關債券按年利率4厘計息。二零一七年可換股債券自發行日期起計24個月後到期，可於發行日期至其結算日期期間任何時間兌換為本公司普通股。二零一七年可換股債券乃按每股0.176港元之兌換價兌換。

期內已攤銷利息乃透過對自債券發行日期起24個月期間之負債部分應用實際利率8.82厘計算。

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### 16. CONVERTIBLE NOTES AND CONVERTIBLE BONDS (Continued)

#### CB 2017 (Continued)

CB 2017 matured on 27 June 2019 and the Company redeemed the CB 2017 of an aggregate principal amount of HK\$50,000,000 on 28 June 2019.

The net proceeds received from the issuance of CB 2017 had been split into the liability and derivative components and their movements are as follows:

### 16. 可換股票據及可換股債券(續)

#### 二零一七年可換股債券(續)

二零一七年可換股債券於二零一九年六月二十七日到期，本公司已於二零一九年六月二十八日贖回本金總額50,000,000港元之二零一七年可換股債券。

發行二零一七年可換股債券之已收所得款項淨額已分拆為負債及衍生部分，其變動明細如下：

		Liability component	Derivative financial asset	Derivative financial liabilities	Total
	Note	負債部分	衍生金融資產	衍生金融負債	總計
	附註	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
At 1 January 2019 (audited)	於二零一九年一月一日 (經審核)	48,879	(24)	1	48,856
Interest expense	利息支出	2,091	-	-	2,091
Coupon interest paid	已付票息	(970)	-	-	(970)
Redemption	贖回	(50,000)	-	-	(50,000)
Fair value loss/(gain)	公允價值虧損/(收益)	-	24	(1)	23
		-	24	(1)	23
At 30 June 2019 (unaudited)	於二零一九年六月三十日 (未經審核)	-	-	-	-
		-	-	-	-



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### 17. UNSECURED BONDS AND NOTES

### 17. 無抵押債券及票據

	Notes 附註	30 June 2019 二零一九年六月三十日			31 December 2018 二零一八年十二月三十一日		
		Effective interest rate (%) 實際利率 (%)	Maturity 到期	HK\$'000 千港元	Effective interest rate (%) 實際利率 (%)	Maturity 到期	HK\$'000 千港元
Current:							
流動：							
— 2017 Notes — 8.5%	(b),(j)	8.65	2020	467,745	-	-	-
— 二零一七年票據 — 8.5%							
— Promissory notes	(i)	-	-	-	0-12	2019	117,757
— 承兌票據							
				<u>467,745</u>			<u>117,757</u>
Repayable in the second year							
於第二年償還							
— 2017 Notes — 8.5%	(b),(j)	-	-	-	8.65	2020	547,136
— 二零一七年票據 — 8.5%							
— 2017 Bonds AI — 5.25%	(c),(j)	-	-	-	9.53	2020	12,555
— 二零一七年債券 AI — 5.25%							
				<u>-</u>			<u>559,691</u>
Repayable in the third to fifth years, inclusive							
於第三至第五年(包括首尾兩年)償還							
— 2018 Bonds AAI — 5.25%	(e),(j)	-	-	-	9.53	2021	23,234
— 二零一八年債券 AAI — 5.25%							
— 2017 Bonds AII — 6.0%	(d),(j)	-	-	-	9.56	2022	13,497
— 二零一七年債券 AII — 6.0%							
— 2018 Bonds AAll — 6.0%	(f),(j)	-	-	-	9.56	2022	6,193
— 二零一八年債券 AAll — 6.0%							
				<u>-</u>			<u>42,924</u>
Repayable beyond five years							
於五年後償還							
— 2017 Bonds B — 6.0%	(g),(j)	-	-	-	9.56	2025	23,298
— 二零一七年債券 B — 6.0%							
— 2018 Bonds BB — 6.0%	(h),(j)	-	-	-	9.56	2025	4,107
— 二零一八年債券 BB — 6.0%							
				<u>-</u>			<u>27,405</u>
				<u>467,745</u>			<u>747,777</u>

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### 17. UNSECURED BONDS AND NOTES (Continued)

### 17. 無抵押債券及票據(續)

	30 June 2019 二零一九年六月三十日			31 December 2018 二零一八年十二月三十一日			
	Notes 附註	Effective interest rate (%) 實際利率 (%)	Maturity 到期	HK\$'000 千港元	Effective interest rate (%) 實際利率 (%)	Maturity 到期	HK\$'000 千港元
Non-current: 非流動：							
Repayable in the second year 於第二年償還							
— 2017 Notes — 7.8%	(a)	7.8	2021	1,172,043	—	—	—
— 二零一七年票據 — 7.8%							
— 2017 Notes — 8.5%	(b)	8.65	2021	78,418	—	—	—
— 二零一七年票據 — 8.5%							
— 2017 Bonds AI — 5.25%	(c)	9.53	2020	12,803	—	—	—
— 二零一七年債券 AI — 5.25%							
— 2018 Bonds AAI — 5.25%	(e)	9.53	2021	23,678	—	—	—
— 二零一八年債券 AAI — 5.25%							
— Promissory notes — 承兌票據	(i)	0–12	2021	117,757	—	—	—
				<u>1,404,699</u>			<u>—</u>
Repayable in the third to fifth years, inclusive 於第三至第五年(包括首尾兩年)償還							
— 2017 Bonds All — 6.0%	(d)	9.56	2022	13,702	—	—	—
— 二零一七年債券 All — 6.0%							
— 2018 Bonds AAll — 6.0%	(f)	9.56	2022	6,280	—	—	—
— 二零一八年債券 AAll — 6.0%							
— 2017 Notes — 7.8%	(a),(k)	—	—	—	7.8	2021	1,174,947
— 二零一七年票據 — 7.8%							
				<u>19,982</u>			<u>1,174,947</u>
Repayable beyond five years 於五年後償還							
— 2017 Bonds B — 6.0%	(g)	9.56	2025	23,575	—	—	—
— 二零一七年債券 B — 6.0%							
— 2018 Bonds BB — 6.0%	(h)	9.56	2025	4,155	—	—	—
— 二零一八年債券 BB — 6.0%							
				<u>27,730</u>			<u>—</u>
				<u>1,452,411</u>			<u>1,174,947</u>

# Notes to Interim Financial Information

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### 17. UNSECURED BONDS AND NOTES (Continued)

Notes:

- (a) On 22 February 2017 and 21 March 2017, the Company issued the 2017 Notes — 7.8% with principal amounts of US\$100,000,000 (approximately HK\$781,362,000) and US\$50,000,000 (approximately HK\$390,681,000), to Inventive Star, which are interest bearing at 7.8% per annum and repayable on 21 February 2019 and 20 March 2019, respectively. On 27 August 2018, Inventive Star issued a letter of undertaking to the Company, pursuant to which Inventive Star undertakes that a notice of redemption will not be issued to the Company before February 2021 and March 2021 for the redemption and payment of the outstanding principal amounts of HK\$781,362,000 and HK\$390,681,000, respectively, together with the accrued interest thereon.
- (b) On 25 January 2017, 27 January 2017 and 7 February 2017, the Company issued the 2017 Notes — 8.5% with an aggregate principal amount of US\$70,000,000 (approximately HK\$546,163,000) to certain independent third parties, which are interest bearing at 8.5% per annum and repayable on 24 January 2020, 26 January 2020 and 7 February 2021 (31 December 2018: 7 February 2020), respectively.
- (c) On 15 September 2017, 20 September 2017, 13 October 2017, 3 November 2017 and 17 November 2017, the Company issued the 2017 Bonds AI — 5.25% with an aggregate principal amount of HK\$13,500,000 to certain independent third parties, which are interest bearing at 5.25% per annum and repayable in the second half of 2020.
- (d) On 15 September 2017, 3 November 2017 and 9 November 2017, the Company issued the 2017 Bonds All — 6.0% with an aggregate principal amount of HK\$15,000,000 to certain independent third parties, which are interest bearing at 6% per annum and repayable in 2022.
- (e) On 18 April 2018, 8 May 2018 and 28 May 2018, the Company issued the 2018 Bonds AAI — 5.25% with an aggregate principal amount of HK\$25,500,000 to certain independent third parties, which are interest bearing at 5.25% per annum and repayable in the first half of 2021.
- (f) On 15 May 2018 and 14 June 2018, the Company issued the 2018 Bonds AAll — 6% with an aggregate principal amount of HK\$7,000,000, to certain independent third parties, which are interest bearing at 6% per annum and repayable in 2022.
- (g) On 12 September 2017, 6 November 2017 and 20 November 2017, the Company issued the 2017 Bonds B — 6.0% with an aggregate principal amount of HK\$28,000,000 to certain independent third parties, which are interest bearing at 6% per annum and repayable in 2025.

### 17. 無抵押債券及票據 (續)

附註：

- (a) 於二零一七年二月二十二日及二零一七年三月二十一日，本公司向Inventive Star發行本金額分別為100,000,000美元(約781,362,000港元)及50,000,000美元(約390,681,000港元)之二零一七年票據 — 7.8%，有關票據按年利率7.8厘計息及分別須於二零一九年二月二十一日及二零一九年三月二十日償還。於二零一八年八月二十七日，Inventive Star向本公司發出承諾書，據此，Inventive Star承諾不會於二零二一年二月及二零二一年三月前向本公司發出贖回通知，以贖回及支付未償還本金額分別781,362,000港元及390,681,000港元連同相關應計利息。
- (b) 於二零一七年一月二十五日、二零一七年一月二十七日及二零一七年二月七日，本公司向若干獨立第三方發行本金總額為70,000,000美元(約546,163,000港元)之二零一七年票據 — 8.5%，有關票據按年利率8.5厘計息及須於二零二零年一月二十四日、二零二零年一月二十六日及二零二一年二月七日(二零一八年十二月三十一日：二零二零年二月七日)償還。
- (c) 於二零一七年九月十五日、二零一七年九月二十日、二零一七年十月十三日、二零一七年十一月三日及二零一七年十一月十七日，本公司向若干獨立第三方發行本金總額為13,500,000港元之二零一七年債券AI-5.25%，有關債券按年利率5.25厘計息及須於二零二零年下半年償還。
- (d) 於二零一七年九月十五日、二零一七年十一月三日及二零一七年十一月九日，本公司向若干獨立第三方發行本金總額為15,000,000港元之二零一七年債券All-6.0%，有關債券按年利率6厘計息及須於二零二二年償還。
- (e) 於二零一八年四月十八日、二零一八年五月八日及二零一八年五月二十八日，本公司向若干獨立第三方發行本金總額為25,500,000港元之二零一八年債券AAI-5.25%，有關債券按年利率5.25厘計息及須於二零二一年上半年償還。
- (f) 於二零一八年五月十五日及二零一八年六月十四日，本公司向若干獨立第三方發行本金總額為7,000,000港元之二零一八年債券AAll-6%，有關債券按年利率6厘計息及須於二零二二年償還。
- (g) 於二零一七年九月十二日、二零一七年十一月六日及二零一七年十一月二十日，本公司向若干獨立第三方發行本金總額為28,000,000港元之二零一七年債券B-6.0%，有關債券按年利率6厘計息及須於二零二五年償還。

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### 17. UNSECURED BONDS AND NOTES (Continued)

Notes: (Continued)

(h) On 17 April 2018 and 1 June 2018, the Company issued the 2018 Bonds BB — 6% with an aggregate principal amount of HK\$5,000,000, to certain independent third parties, which are interest bearing at 6% per annum and repayable in 2025.

(i) In 2018, the Company issued certain unsecured promissory notes with principal amounts of US\$11,700,000 (approximately HK\$91,258,000) and US\$3,400,000 (approximately HK\$26,499,000) to Inventive Star and certain independent third parties, respectively. Except for a note amount of US\$2,550,000 (approximately HK\$19,874,000) that is interest-free, all notes are interest bearing at 12% per annum and repayable in the first half of 2021 (31 December 2018: 2019).

(j) As at 31 December 2018, included in the amounts were unsecured notes with an aggregate principal amount of HK\$637,380,000 that were repayable in 2020 or after. These notes included a clause which stated that an event of default would occur if any indebtedness of the Group is not paid when due. Upon the occurrence of an event of default, as further detailed in note 14(i) to the interim financial information, these note holders could have demanded for immediate repayment of these notes. Despite these notes were repayable in 2020 or after, the aggregate carrying amount of HK\$630,020,000 had been included in current liabilities as at 31 December 2018.

As at 30 June 2019, the unsecured notes amounts have been classified into their contractual repayment periods as the lenders have agreed to grant the waiver for any event of default as stipulated in the relevant loan agreements.

(k) As at 31 December 2018, Inventive Star could have demanded for the immediate repayment pursuant to the occurrence of a condition which could trigger an event of default customary in these types of notes' agreements, as further detailed in note 14(i) to the interim financial information. However, these notes had continued to be classified as non-current liabilities in accordance with the original notes' maturity dates because Inventive Star had agreed to waive any notice of default, to continue providing financial support to the Group and would not demand repayment of any amounts owed by the Group until it is in a position to repay without impairing its financial condition.

The unsecured notes issued by the Group are denominated in US\$. The unsecured bonds issued by the Group are denominated in HK\$.

### 17. 無抵押債券及票據 (續)

附註：(續)

(h) 於二零一八年四月十七日及二零一八年六月一日，本公司向若干獨立第三方發行本金總額為5,000,000港元之二零一八年債券BB-6%，有關債券按年利率6厘計息及須於二零二五年償還。

(i) 於二零一八年，本公司向Inventive Star及若干獨立第三方分別發行本金額為11,700,000美元(約91,258,000港元)及3,400,000美元(約26,499,000港元)之若干無抵押承兌票據。除為數2,550,000美元(約19,874,000港元)之票據金額為免息外，所有票據按年利率12厘計息及須於二零二一年上半年(二零一八年十二月三十一日：二零一九年)償還。

(j) 於二零一八年十二月三十一日，有關金額包括本金總額為637,380,000港元之無抵押票據，須於二零二零年或之後償還。該等票據包括一項條款規定，當中列明倘本集團未能償還到期債務即視作發生違約事件。一旦發生此違約事件(進一步詳情載於中期財務資料附註14(i))，該等票據持有人可要求即時償還該等票據。儘管該等票據須於二零二零年或之後償還，惟賬面總值630,020,000港元之有關票據已於二零一八年十二月三十一日計入流動負債。

於二零一九年六月三十日，無抵押票據金額已分類至其合約還款期，原因為貸款人已同意按相關貸款協議所規定就任何違約事件授出豁免。

(k) 於二零一八年十二月三十一日，Inventive Star可因發生可能引致該類票據協議的違約事件的情況而要求即時還款(進一步詳情載於本中期財務資料附註14(i))。然而，該等票據仍按原先票據到期日分類為非流動負債，原因為Inventive Star已同意豁免任何違約通知以繼續向本集團提供財務支援，並將不會要求本集團償還任何結欠款項，直至可在不會導致其財務狀況減值情況下還款為止。

本集團發行之無抵押票據以美元計值。本集團發行之無抵押債券以港元計值。

# Notes to Interim Financial Information

## 中期財務資料附註

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### 18. SHARE CAPITAL

### 18. 股本

		30 June 2019 二零一九年 六月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	31 December 2018 二零一八年 十二月三十一日 HK\$'000 千港元 (Audited) (經審核)
Authorised:	法定：		
300,000,000,000 ordinary shares of HK\$0.0005 each	300,000,000,000 股每股面值 0.0005 港元之普通股	<u>150,000</u>	<u>150,000</u>
Issued and fully paid:	已發行及繳足：		
142,984,807,678 ordinary shares of HK\$0.0005 each	142,984,807,678 股每股面值 0.0005 港元之普通股	<u>71,492</u>	<u>71,492</u>

### 19. FAIR VALUE AND FAIR VALUE HIERARCHY

The carrying amounts and fair values of the Group's financial instruments, other than those with carrying amounts that reasonably approximate to fair values, are as follows:

### 19. 公允價值及公允價值級別

本集團金融工具的賬面值及公允價值如下(賬面值與公允價值合理相若者除外)：

	Carrying amounts		Fair values	
	賬面值		公允價值	
	30 June 2019 二零一九年 六月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	31 December 2018 二零一八年 十二月三十一日 HK\$'000 千港元 (Audited) (經審核)	30 June 2019 二零一九年 六月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	31 December 2018 二零一八年 十二月三十一日 HK\$'000 千港元 (Audited) (經審核)
<b>Financial assets</b>	<b>金融資產</b>			
Equity investments designated at fair value through other comprehensive income	指定為按公允價值計入 其他全面收入之 股本投資		<u>20,453</u>	18,471
Derivative financial assets	衍生金融資產		-	24
	<u>20,453</u>	18,495	<u>20,453</u>	18,495

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## 中期財務資料附註

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### 19. FAIR VALUE AND FAIR VALUE HIERARCHY

(Continued)

### 19. 公允價值及公允價值級別(續)

	Carrying amounts		Fair values	
	賬面值		公允價值	
	30 June 2019 二零一九年 六月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	31 December 2018 二零一八年 十二月三十一日 HK\$'000 千港元 (Audited) (經審核)	30 June 2019 二零一九年 六月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	31 December 2018 二零一八年 十二月三十一日 HK\$'000 千港元 (Audited) (經審核)
<b>Financial liabilities</b>	<b>金融負債</b>			
Derivative financial liabilities	-	1	-	1
Other borrowings	3,664,773	2,962,525	3,677,765	2,962,525
Loans from related parties	594,101	574,214	597,340	576,304
Convertible bonds	-	48,879	-	48,879
Unsecured bonds and notes	1,920,156	1,922,724	1,889,432	1,890,014
	<b>6,179,030</b>	<b>5,508,343</b>	<b>6,164,537</b>	<b>5,477,723</b>

Management has assessed that the fair values of cash and cash equivalents, restricted bank deposits, trade receivables, trade payables, financial assets included in prepayments, deposits and other receivables, financial liabilities included in other payables and accruals approximate to their carrying amounts largely due to the short term maturities of these instruments.

The Group's finance department headed by the Chief Financial Officer is responsible for determining the policies and procedures for the fair value measurement of financial instruments. The Chief Financial Officer reports directly to the Chief Executive Officer and the Audit Committee. At each reporting date, the finance department analyses the movements in the values of financial instruments and determines the major inputs applied in the valuation. The valuation is reviewed and approved by the Chief Financial Officer. The valuation process and results are discussed with the Audit Committee twice a year for interim and annual financial reporting.

管理層已評估，現金及現金等值物、受限制銀行存款、應收貿易賬款、應付貿易賬款、包括於預付款項、按金及其他應收款項之金融資產、包括於其他應付款項及應計款項之金融負債的公允價值與其賬面值相若，主要由於此等工具於短期內到期所致。

本集團由首席財務官領導的財務部門負責決定金融工具公允價值計量之政策及程序。首席財務官直接向行政總裁及審核委員會匯報。於各報告日期，財務部門分析金融工具之價值變動，並釐定估值中適用的主要輸入值。首席財務官審閱及批准估值，並就中期及年度財務報告的估值過程及結果與審核委員會每年進行兩次討論。

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### 19. FAIR VALUE AND FAIR VALUE HIERARCHY

*(Continued)*

The fair values of the non-current portion of other borrowings, loans from related parties and unsecured bonds and notes have been calculated by discounting the expected future cash flows using rates currently available for instruments with similar terms, credit risk and remaining maturities. The fair value of the liability portion of the convertible bonds was estimated by discounting the expected future cash flows using an equivalent market interest rate for a similar convertible bond with consideration of the Group's own non-performance risk.

The fair values of listed equity investments are based on quoted market prices.

The fair values of the embedded derivatives in convertible bonds were determined by valuation techniques and based on assumptions on market conditions existing at the end of the reporting period. The valuation model requires the input of subjective assumptions, including the stock price, expected volatility and risk free rate.

As at 30 June 2019, the Group had equity investments designated at fair value through other comprehensive income amounting to HK\$20,453,000 (31 December 2018: HK\$18,471,000) measured at Level 1 fair value.

As at 31 December 2018, the Group had derivative financial assets amounting to HK\$24,000 measured at Level 2 fair value.

As at 31 December 2018, the Group had derivative financial liabilities amounting to HK\$1,000 measured at Level 2 fair value.

During the period, there were no transfers of fair value measurements between Level 1 and Level 2 and no transfers into or out of Level 3 for both financial assets and financial liabilities (six months ended 30 June 2018: Nil).

### 19. 公允價值及公允價值級別(續)

其他借款、來自關聯方之貸款及無抵押債券及票據非流動部分之公允價值乃按擁有相若條款、信貸風險及餘下年期工具的現時可用比率貼現預期未來現金流量計算。可換股債券負債部分之公允價值，乃按相若可換股債券所用相等市場利率並考慮到本集團本身之不履約風險，貼現預期未來現金流量作出估計。

上市股本投資的公允價值乃按市場報價計算。

可換股債券之嵌入式衍生工具之公允價值乃按估值方法釐定及按於報告期末對現時市場狀況之假設計算。估值模式規定主觀假設之輸入值，包括股價、預期波動及無風險息率。

於二零一九年六月三十日，本集團之指定為按公允價值計入其他全面收入之股本投資20,453,000港元(二零一八年十二月三十一日：18,471,000港元)乃按第一級公允價值計量。

於二零一八年十二月三十一日，本集團之衍生金融資產24,000港元乃按第二級公允價值計量。

於二零一八年十二月三十一日，本集團之衍生金融負債1,000港元乃按第二級公允價值計量。

期內，第一級與第二級之間概無任何公允價值計量之轉移，且金融資產及金融負債均無轉入或轉出第三級(截至二零一八年六月三十日止六個月：無)。

# Notes to Interim Financial Information

## 中期財務資料附註

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### 20. COMMITMENTS

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

### 20. 承擔

本集團於報告期末之承擔如下：

		30 June 2019 二零一九年 六月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	31 December 2018 二零一八年 十二月三十一日 HK\$'000 千港元 (Audited) (經審核)
<b>Capital commitments</b>			
Contracted, but not provided for:			
Property, plant and equipment	資本承擔 已訂約，但未撥備： 物業、廠房及設備	444,590	379,336
Leasehold land	租賃土地	78,202	78,421
		<u>522,792</u>	<u>457,757</u>
<b>Other commitments</b>			
Casino licence fee:			
Within one year	其他承擔 娛樂場牌照費： 一年內	117,182	117,510
In the second to fifth years, inclusive	第二至第五年(包括首尾兩年)	468,846	470,040
After five years	五年後	1,757,556	1,762,650
		<u>2,343,584</u>	<u>2,350,200</u>
Community development fund fees:			
Within one year	社區發展資金費用： 一年內	156,243	156,680
		<u>2,499,827</u>	<u>2,506,880</u>



# Notes to Interim Financial Information

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### 21. CONTINGENT LIABILITIES

#### Unasserted claims and assessments

The Group may be exposed to payment of damages assessed by the United States Equal Employment Opportunity Commission (“EEOC”). As at 30 June 2019, several former employees of a subsidiary had filed discrimination claims against that subsidiary for alleged violation of EEOC regulations. Violations of EEOC regulations may expose the subsidiary to payment of damages, court costs and other fees.

In the opinion of the Directors, after taking into account the respective legal advice, as the aforementioned matters are possible un-asserted claims and assessments and the likelihood of the Group making any significant amount of payments in respect of claims for damages is remote, the Group has not made any provision for loss in the interim financial information.

#### Regulatory oversight

The Group is subject to the jurisdiction of various state, local and federal regulatory agencies (the “Regulatory Authorities”) in the conduct of its casino operations. Specifically, the Group is required to comply with the rules and regulations of the Commonwealth Casino Commission in the conduct of its gaming operations. The Group is also under the jurisdiction of the Financial Crimes Enforcement Network in terms of its compliance with the anti-money laundering provisions of the Bank Secrecy Act (“BSA”). Should the Group violate the requirements of the Regulatory Authorities, it could be subject to various sanctions and disciplinary actions including monetary fines and penalties, restrictions and conditions on the scope of its operations, and the potential revocation of its gaming licence.

### 21. 或然負債

#### 未確立之申索及評估

本集團經美國公平就業機會委員會(「EEOC」)評估後可能面臨損害賠償。於二零一九年六月三十日，一間附屬公司涉嫌違反EEOC之規例而遭其數名前僱員向其提出歧視申索。違反EEOC之規例可能令該附屬公司面臨損害賠償、法院成本及其他費用。

董事認為，經考慮相關法律意見後，由於上述事項為潛在未確立之申索及評估，且本集團就損害賠償申索作出任何大額付款之機會不大，故本集團概無於中期財務資料中就虧損作出任何撥備。

#### 規管監督

本集團於進行其娛樂場業務時受不同州、地方及聯邦監管機構(「監管機構」)所監督。具體而言，本集團於進行其博彩業務時須遵照聯邦賭場委員會(Commonwealth Casino Commission)之規則及法規。在遵照銀行保密法之反洗黑錢條文(「銀行保密法」)方面，本集團亦受打擊金融罪行執法網絡所監督。倘本集團違反監管機構之規定，則其可能面臨不同制裁及處分，包括罰款及罰則、限制及約束其業務範疇，以及可能撤銷其博彩牌照。

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## 中期財務資料附註

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### 21. CONTINGENT LIABILITIES (Continued)

#### Regulatory oversight (Continued)

During 2017, Imperial Pacific International (CNMI), LLC (“IPI”), a subsidiary of the Company, was subject to a routine BSA compliance examination conducted by the Internal Revenue Service (“IRS”). During the period ended 30 June 2019, the IRS issued a report with preliminary findings on IPI’s anti-money laundering compliance. IPI, with the advices from its external legal and other professional advisers, has submitted the response to the IRS during the period. Based on the facts currently known, it is not practicable at this time for the Group to accurately predict the resolution of this matter, including timing or any possible impact on the Group. IPI has been and is under normal operation without any interruption from this examination.

#### Other litigation matters

As at the end of the reporting period and up to the date of approval of this interim financial information, apart from where expressly stated above, the Group is a party to a number of civil litigations cases, as a plaintiff or defendant. In the opinion of the directors, after taking into account the respective legal advices, these cases are either premature and/or the Group has a very high likelihood of success in its action and, therefore will not have any adverse impact to the Group’s results or financial position. In the opinion of the directors, adequate provision has been made in this interim financial information.

### 21. 或然負債(續)

#### 規管監督(續)

於二零一七年，本公司的附屬公司Imperial Pacific International (CNMI), LLC (「IPI」) 受到美國國家稅務局(「國稅局」)所進行之例行銀行保密法合規性核查。於截至二零一九年六月三十日止期間，國稅局已就有關IPI反洗黑錢遵規情況之初步調查結果發出報告。IPI藉其外聘法律及其他專業顧問之意見，已於期內向國稅局遞交回應。根據目前已知事實，本集團當前無法準確預測此事宜之解決方案，包括需時長短或對本集團可能造成之影響。IPI自接受是次核查以來業務一直保持正常營運，並無出現任何業務中斷。

#### 其他訴訟事項

於報告期末及直至本中期業績公告獲批准日期，除上文明確列明者外，本集團作為原告或被告涉及數項民事訴訟案件。董事認為，經考慮相關法律意見後，此等案件尚處於早期階段及／或本集團於其訴訟之勝訴機會相當高，故將不會對本集團之業績或財務狀況構成任何不利影響。董事認為，本中期財務資料已作出充足撥備。

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### 22. RELATED PARTY TRANSACTIONS

- (a) In addition to the transactions detailed elsewhere in this interim financial information, the Group had the following transactions with related parties during the period:

### 22. 關聯方交易

- (a) 除在此中期財務資料其他章節詳述之交易外，本集團於期內有下列關聯方交易：

	For the six months ended 30 June	
	2019	2018
	二零一九年	二零一八年
Notes	HK\$'000	HK\$'000
附註	千港元	千港元
	(Unaudited)	(Unaudited)
	(未經審核)	(未經審核)

Continuing connected transactions: 持續關連交易：

Salary paid to Ji Xiaobo ("Mr. Ji")	支付予紀曉波先生 (「紀先生」)之薪金	(i)	3,922	3,919
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Exempted connected transactions: 獲豁免關連交易：

Interest expense on loans from and notes issued to related parties	來自關聯方之貸款及向其發行之票據之利息開支	(ii)	63,724	56,034
Project management service fees to Worldwide Asia Engineering Limited ("WWA")	支付予環球亞洲工程有限公司(「環球亞洲」)之項目管理服務費	(iii)	-	10,880

Notes:

- (i) On 8 December 2017, Best Fortune Corporation Limited, a direct wholly-owned subsidiary of the Company, entered into an employment agreement (the "Employment Agreement") with Mr. Ji, the son of the ultimate controlling party of the Company, pursuant to which Mr. Ji was appointed as the project director of the casino resort project on the Island of Saipan. According to the Employment Agreement, Mr. Ji is entitled to a basic annual salary of US\$1,000,000 (equivalent to HK\$7,843,000) and a discretionary bonus. The aggregate amount of remuneration has an annual cap of US\$2,000,000 (equivalent to HK\$15,686,000).
- (ii) During the six months ended 30 June 2019, interest expense of HK\$63,724,000 (six months ended 30 June 2018: HK\$56,034,000) was charged on loans from and notes issued to related parties. The interest rates ranged from 7.5% to 12% (six months ended 30 June 2018: 7.5%–8%) per annum.

附註：

- (i) 於二零一七年十二月八日，本公司之直接全資附屬公司振裕興業有限公司與本公司最終控制人之兒子紀先生訂立僱用協議(「僱用協議」)，據此，紀先生獲委任為於塞班島進行之娛樂場度假村項目之項目總監。根據僱用協議，紀先生有權每年收取基本薪金1,000,000美元(相當於7,843,000港元)及酌情花紅。薪酬總額上限為2,000,000美元(相當於15,686,000港元)。
- (ii) 截至二零一九年六月三十日止六個月，來自關聯方之貸款及向其發行之票據須支付利息開支63,724,000港元(截至二零一八年六月三十日止六個月：56,034,000港元)。年利率介乎7.5厘至12厘(截至二零一八年六月三十日止六個月：7.5厘至8厘)。

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## 中期財務資料附註

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### 22. RELATED PARTY TRANSACTIONS (Continued)

(a) (Continued)

Notes: (Continued)

- (iii) During the six months ended 30 June 2018, service fees of HK\$10,880,000 was payable to WWA, a company in which Mr. Wu, a sibling of Ms. Wu who is a related party of the Company's controlling shareholder, is a director, for the project management services rendered to the Group. The amount mainly included reimbursements on staff costs and office overheads.
- (b) Details of the Group's interest payable to related parties, loans from related parties and unsecured notes issued to a related party as at the end of the reporting period are included in notes 13, 15 and 17 to the interim financial information, respectively.
- (c) Compensation of key management personnel of the Group:

Remuneration for key management personnel of the Group, including amounts paid to the Company's directors and the senior management, is as follows:

### 22. 關聯方交易 (續)

(a) (續)

附註：(續)

- (iii) 截至二零一八年六月三十日止六個月，就向本集團提供之項目管理服務應付環球亞洲(一間由Wu先生(本公司控股股東之關聯方Wu女士的兄弟)擔任董事的公司)之服務費為10,880,000港元。該款項主要包括員工成本及辦公室開支的報銷。
- (b) 本集團於報告期末應付關聯方之利息、來自關聯方之貸款及發行予一名關聯方之無抵押票據之詳情分別載於中期財務資料附註13、15及17。
- (c) 本集團主要管理人員之酬金：

本集團主要管理人員之薪酬(包括支付予本公司董事及高級管理層之金額)如下：

		For the six months ended 30 June	
		截至六月三十日止六個月	
		2019	2018
		二零一九年	二零一八年
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Short term employee benefits	短期僱員福利	20,489	19,089
Post-employment benefits	離職後福利	287	109
Share-based payments	以股份為基礎之付款	1,641	1,223
		22,417	20,421

# Notes to Interim Financial Information

## 中期財務資料附註

30 June 2019

二零一九年六月三十日

### 23. EVENTS AFTER THE REPORTING PERIOD

- (a) From July 2019 and up to the date of approval of the interim financial information, the Company has raised unsecured loans which are interest-bearing at 8%–15% per annum in an aggregate amount of approximately HK\$673,287,000 from independent third parties. Except for a loan principal of HK\$50,000,000 which is repayable in October 2019, all the loans are repayable in July 2020 or after;
- (b) On 10 July 2019, the Group entered into a sale and purchase agreement with First Sinopan International Limited, an independent third party incorporated in Hong Kong with limited liability, to acquire 50% equity interest in American Sinopan LLC (“**American Sinopan**”) at a total consideration of US\$23,653,000 (equivalent to HK\$184,494,000). For details of the acquisition of American Sinopan, please refer to the announcement of the Company dated 10 July 2019; and
- (c) On 22 August 2019, Inventive Star issued a deed pursuant to which Inventive Star has agreed that the Company shall have the sole discretion to determine the redemption dates of the unsecured notes with an aggregate outstanding principal amounts of HK\$1,263,301,000, together with the interest accrued thereon of HK\$136,523,000, issued to Inventive Star, which were originally due for redemption in February and March 2021.

### 24. COMPARATIVE AMOUNTS

Certain comparative amounts have been reclassified to conform with the current period’s presentation and disclosures.

### 25. APPROVAL OF THE INTERIM FINANCIAL INFORMATION

This interim financial information was approved and authorised for issue by the board of directors on 29 August 2019.

### 23. 報告期後事項

- (a) 自二零一九年七月起至中期財務資料獲批准日期止，本集團已自獨立第三方籌得無抵押貸款合共約673,287,000港元，乃按年利率8厘至15厘計息。除本金金額50,000,000港元之貸款須於二零一九年十月償還外，所有貸款須於二零二零年七月或之後償還；
- (b) 於二零一九年七月十日，本集團與一名獨立第三方第一申班國際有限公司（香港註冊成立的有限公司）訂立買賣協議，以總代價23,653,000美元（相當於184,494,000港元）收購美國申班有限公司（「美國申班」）的50%股權。有關收購美國申班之詳情，請參閱本公司日期為二零一九年七月十日之公告；及
- (c) 於二零一九年八月二十二日，Inventive Star發出契據，據此，Inventive Star同意本公司將有全權酌情權決定發行予Inventive Star之無抵押票據（未償還本金總額為1,263,301,000港元及其累計利息為136,523,000港元）之贖回日期，有關無抵押票據及累計利息原定於二零二一年二月及三月到期贖回。

### 24. 比較數字

若干比較數字已重新分類以符合本期間之呈列及披露規定。

### 25. 批准中期財務資料

本中期財務資料已於二零一九年八月二十九日獲董事會批准及授權刊發。



IMPERIAL PACIFIC

INTERNATIONAL HOLDINGS

博華太平洋國際控股有限公司