



南海控股有限公司
NAN HAI CORPORATION LIMITED

NAN HAI
CORPORATION LIMITED
南海控股有限公司

INTERIM REPORT 2020

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 股份代碼：680

CORPORATE INFORMATION

The information of the Company as at the date of this report was as follows:

Directors

Executive Directors

Mr. YU Pun Hoi (Chairman)

Ms. LIU Rong (Chief Executive Officer)

Non-executive Director

Mr. LAM Bing Kwan

Independent Non-executive Directors

Mr. LAU Yip Leung

Mr. XIAO Sui Ning

Mr. HO Yeung Nang

Company Secretary

Ms. Jay Shree Aggarwal

Auditor

BDO Limited

Certified Public Accountants

Hong Kong

Principal Place of Business in Hong Kong

12/F., The Octagon

No. 6 Sha Tsui Road

Tsuen Wan

New Territories

Hong Kong

Registered Office

Victoria Place, 5th Floor

31 Victoria Street

Hamilton HM10

Bermuda

Principal Registrar

MUFG Fund Services (Bermuda) Limited

4th Floor

North Cedar House

41 Cedar Avenue

Hamilton HM 12

Bermuda

公司資料

於本報告日期，本公司之資料如下：

董事

執行董事

于品海先生(主席)

劉榮女士(行政總裁)

非執行董事

林秉軍先生

獨立非執行董事

劉業良先生

肖遂寧先生

何養能先生

公司秘書

Jay Shree Aggarwal 女士

核數師

香港立信德豪會計師事務所有限公司

執業會計師

香港

香港主要營業地點

香港

新界

荃灣

沙咀道6號

嘉達環球中心12樓

註冊辦事處

Victoria Place, 5th Floor

31 Victoria Street

Hamilton HM10

Bermuda

主要股份過戶登記處

MUFG Fund Services (Bermuda) Limited

4th Floor

North Cedar House

41 Cedar Avenue

Hamilton HM 12

Bermuda

CORPORATE INFORMATION *(Continued)***Hong Kong Branch Share Registrar and Transfer Office**

Tricor Abacus Limited
Level 54, Hopewell Centre
183 Queen's Road East
Hong Kong

Stock Code

680

Principal Bankers

DBS Bank (Hong Kong) Limited
The Hongkong and Shanghai Banking Corporation Limited
China CITIC Bank International Limited
Bank of Communications Co., Ltd.
Luso International Banking Ltd.
China Merchants Bank Co., Ltd.

Website Address

<http://www.nanhaicorp.com>

公司資料 *(續)***香港股份過戶登記分處**

卓佳雅柏勤有限公司
香港
皇后大道東183號
合和中心54樓

股份代號

680

主要往來銀行

星展銀行(香港)有限公司
香港上海滙豐銀行有限公司
中信銀行(國際)有限公司
交通銀行股份有限公司
澳門國際銀行股份有限公司
招商銀行股份有限公司

網址

<http://www.nanhaicorp.com>

CONDENSED CONSOLIDATED INCOME STATEMENT

For the six months ended 30 June 2020

簡明綜合收益表

截至2020年6月30日止六個月

			For the six months ended 30 June 截至6月30日止六個月	
			2020 HK\$'000 千港元 (Unaudited) (未經審核)	2019 HK\$'000 千港元 (Unaudited) (未經審核)
		Notes 附註		
Revenue	收益	7(a)	6,094,908	5,607,886
Cost of sales and services provided	銷售及提供服務之成本		(2,969,073)	(2,504,311)
Gross profit	毛利		3,125,835	3,103,575
Other operating income	其他經營收入	7(b)	348,309	285,531
Selling and marketing expenses	銷售及市場推廣開支		(641,457)	(1,225,988)
Administrative expenses	行政開支		(312,941)	(534,967)
Other operating expenses	其他經營開支		(1,150,755)	(956,129)
Provision for impairment of goodwill	商譽減值撥備	15	(926,988)	–
Finance costs	融資成本	8	(576,201)	(765,229)
Gain on fair value change on financial liabilities at fair value through profit or loss ("FVTPL")	按公允價值於損益賬處理 (「按公允價值於損益賬 處理」)之金融負債之 公允價值變動之收益		2,569	23,551
Expected credit losses ("ECLs") on financial assets	金融資產之預期信貸虧損 (「預期信貸虧損」)		(125,137)	(19,369)
Share of results of associates	應佔聯營公司業績		(3,715)	(14,105)
Share of results of joint ventures	應佔合營企業業績		(2,283)	(511)
(Loss)/Gain on fair value change on investment properties	投資物業公允價值變動之 (虧損)/收益	14	(18,363)	1,428,853
(Loss)/Profit before income tax	所得稅前(虧損)/溢利	9	(281,127)	1,325,212
Income tax expense	所得稅開支	10	(1,219,676)	(1,315,959)
(Loss)/Profit for the period	期內(虧損)/溢利		(1,500,803)	9,253
(Loss)/Profit for the period attributable to:	以下人士應佔期內(虧損) /溢利:			
Owners of the Company	本公司擁有人		(1,310,581)	90,956
Non-controlling interests	非控股權益		(190,222)	(81,703)
			(1,500,803)	9,253
			HK cent	HK cent
			港仙	港仙
(Loss)/Earnings per share for (loss)/profit attributable to the owners of the Company during the period	期內本公司擁有人應佔 (虧損)/溢利之每股 (虧損)/盈利			
— Basic	— 基本	12(a)	(1.91)	0.13
— Diluted	— 攤薄	12(b)	(1.91)	0.13

CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the six months ended 30 June 2020

簡明綜合全面收益報表

截至2020年6月30日止六個月

		For the six months ended 30 June 截至6月30日止六個月	
		2020 HK\$'000 千港元 (Unaudited) (未經審核)	2019 HK\$'000 千港元 (Unaudited) (未經審核)
(Loss)/Profit for the period	期內(虧損)/溢利	(1,500,803)	9,253
Other comprehensive income, including reclassification adjustments	其他全面收益，包括重新分類調整		
<i>Item that will not be reclassified subsequently to profit or loss:</i>	其後將不會重新分類至損益賬之項目：		
Fair value change on financial assets at fair value through other comprehensive income ("FVOCI"), net of tax	按公允價值於其他全面收益處理 (「按公允價值於其他全面收益處理」) 之金融資產之公允價值變動 (扣除稅項)	(13,677)	37,267
<i>Items that may be reclassified subsequently to profit or loss:</i>	其後可能重新分類至損益賬之項目：		
Exchange loss on translation of financial statements of foreign operations	換算海外業務財務報表之匯兌虧損	(258,420)	(23,094)
Exchange loss on translation of financial statements of foreign associates	換算海外聯營公司財務報表之匯兌虧損	(7,267)	(186)
Exchange loss on translation of financial statements of foreign joint ventures	換算海外合營企業財務報表之匯兌虧損	(84)	(9)
Other comprehensive income for the period, including reclassification adjustments	期內其他全面收益，包括重新分類調整	(279,448)	13,978
Total comprehensive income for the period	期內全面收益總額	(1,780,251)	23,231
Total comprehensive income attributable to:	以下人士應佔全面收益總額：		
Owners of the Company	本公司擁有人	(1,588,506)	112,366
Non-controlling interests	非控股權益	(191,745)	(89,135)
		(1,780,251)	23,231

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

簡明綜合財務狀況報表

As at 30 June 2020

於2020年6月30日

			30 June 2020 2020年 6月30日 HK\$'000 千港元 (Unaudited) (未經審核)	31 December 2019 2019年 12月31日 HK\$'000 千港元 (Audited) (經審核)
ASSETS AND LIABILITIES	資產及負債			
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	13	8,197,099	9,382,329
Investment properties	投資物業	14	4,688,540	4,787,476
Interests in associates	於聯營公司之權益		94,506	102,401
Interests in joint ventures	於合營企業之權益		26,131	28,498
Amounts due from related parties	應收關聯方款項	25(b)	443,790	165,959
Financial assets at FVOCI	按公允價值於其他全面收益 處理之金融資產		213,028	226,705
Long term trade receivables	長期應收貿易款項	16	202	1,079
Deposits, prepayments and other receivables	按金、預付款項及其他應收 款項		561,225	587,011
Intangible assets	無形資產	15	5,371,073	6,419,076
Deferred tax assets	遞延稅項資產		1,501,489	1,338,789
Pledged and restricted bank deposits	已抵押及受限制銀行存款		4,622,125	2,647,222
			25,719,208	25,686,545
Current assets	流動資產			
Inventories	存貨		9,617,658	11,913,722
Financial assets at FVTPL	按公允價值於損益賬處理之 金融資產		3,290	6,560
Trade receivables	應收貿易款項	16	414,077	486,166
Deposits, prepayments and other receivables	按金、預付款項及其他應收 款項		3,256,134	3,413,220
Amounts due from associates	應收聯營公司款項		27,529	24,426
Amounts due from joint ventures	應收合營企業款項		865	836
Amounts due from related parties	應收關聯方款項	25(b)	1,679	279,749
Pledged and restricted bank deposits	已抵押及受限制銀行存款		4,873,224	8,330,343
Cash and cash equivalents	現金及等同現金項目		3,411,593	743,055
			21,606,049	25,198,077

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION (Continued)

簡明綜合財務狀況報表(續)

As at 30 June 2020

於2020年6月30日

			30 June 2020 2020年 6月30日 HK\$'000 千港元 (Unaudited) (未經審核)	31 December 2019 2019年 12月31日 HK\$'000 千港元 (Audited) (經審核)
	Notes 附註			
ASSETS AND LIABILITIES		資產及負債		
Current liabilities		流動負債		
Trade payables	17	應付貿易款項	3,022,446	3,132,872
Other payables and accruals		其他應付款項及應計費用	2,334,874	1,682,158
Contract liabilities	7(a)	合約負債	5,229,506	9,411,830
Provision for tax		稅項撥備	5,892,858	4,652,025
Amount due to a director		欠一名董事款項	21,575	12,552
Amounts due to associates		欠聯營公司款項	5,587	5,180
Amounts due to related parties	25(b)	欠關聯方款項	164,747	232,104
Other employee benefits		其他僱員福利	37,309	28,451
Bank and other borrowings	18	銀行及其他借貸	10,453,400	15,173,454
Lease liabilities	19	租賃負債	776,007	439,400
			27,938,309	34,770,026
Net current liabilities		流動負債淨值	(6,332,260)	(9,571,949)
Total assets less current liabilities		資產總值減流動負債	19,386,948	16,114,596
Non-current liabilities		非流動負債		
Long term trade payables	17	長期應付貿易款項	-	212
Other employee benefits		其他僱員福利	25,991	36,508
Bank and other borrowings	18	銀行及其他借貸	9,432,538	3,679,580
Lease liabilities	19	租賃負債	5,073,294	5,607,441
Provision for warranty		保修撥備	2,334	2,575
Financial liabilities at FVTPL		按公允價值於損益賬處理之 金融負債	-	2,569
Deferred tax liabilities		遞延稅項負債	1,337,646	1,491,382
			15,871,803	10,820,267
Net assets		資產淨值	3,515,145	5,294,329
EQUITY		權益		
Share capital	20	股本	686,455	686,455
Reserves		儲備	2,422,106	4,009,545
Equity attributable to the Company's owners		本公司擁有人應佔權益	3,108,561	4,696,000
Non-controlling interests		非控股權益	406,584	598,329
Total equity		權益總額	3,515,145	5,294,329

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

For the six months ended 30 June 2020

簡明綜合現金流量報表

截至2020年6月30日止六個月

		For the six months ended 30 June 截至6月30日止六個月	
		2020 HK\$'000 千港元 (Unaudited) (未經審核)	2019 HK\$'000 千港元 (Unaudited) (未經審核)
Cash flows from operating activities	經營活動之現金流量		
<i>Net cash generated from operating activities</i>	<i>經營活動所得現金淨額</i>	968,838	5,618,478
Cash flows from investing activities	投資活動之現金流量		
Payments to acquire intangible assets	購進無形資產之付款	(78,879)	(1,329)
Payments to acquire property, plant and equipment other than right-of-use assets	購進除使用權資產外之物業、廠房及設備之付款	(3,605)	(253,016)
Proceeds from sales of financial assets at FVTPL	出售按公允價值於損益賬處理之金融資產所得款項	376	92,731
Increase in long term deposits, other receivables and amounts due from related parties	長期按金、其他應收款項及應收關聯方款項增加	(12,387)	(29,433)
Decrease/(Increase) in pledged and restricted bank deposits	已抵押及受限制銀行存款減少/(增加)	1,261,772	(5,315,291)
Interest received	已收利息	93,750	66,798
Payments of guarantee deposits	支付保證按金	(5,472)	(4,439)
Proceeds from disposal of property, plant and equipment	處置物業、廠房及設備所得款項	-	34,734
<i>Net cash generated from/(used in) investing activities</i>	<i>投資活動所得/(所用)現金淨額</i>	1,255,555	(5,409,245)
Cash flows from financing activities	融資活動之現金流量		
Proceeds from bank and other borrowings	銀行及其他借貸所得款項	7,120,903	2,441,707
Repayments of bank and other borrowings	償還銀行及其他借貸	(5,977,923)	(2,152,694)
Repayments of capital element of lease liabilities	償還租賃負債本金部分	(19,091)	(165,491)
Repayments of interest element of lease liabilities	償還租賃負債利息部分	(134,384)	(258,862)
Interest paid	已付利息	(507,806)	(614,912)
Advance from/(Repayment to) a director	來自一名董事之墊款/(向一名董事還款)	9,332	(43,730)
<i>Net cash generated from/(used in) financing activities</i>	<i>融資活動所得/(所用)現金淨額</i>	491,031	(793,982)
Net increase/(decrease) in cash and cash equivalents	現金及等同現金項目增加/(減少)淨額	2,715,424	(584,749)
Cash and cash equivalents at 1 January	於1月1日之現金及等同現金項目	743,055	1,334,598
Effect of foreign exchange rate changes, on cash held	外幣匯率變動對所持現金之影響	(46,886)	(23,561)
Cash and cash equivalents at 30 June	於6月30日之現金及等同現金項目	3,411,593	726,288
Analysis of the balances of cash and cash equivalents	現金及等同現金項目結餘分析		
Cash at banks and in hand	銀行及庫存現金	3,411,593	726,288

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

簡明綜合權益變動表

For the six months ended 30 June 2020

截至2020年6月30日止六個月

		Equity attributable to the Company's owners 本公司擁有人應佔權益										
		Share capital	Share premium	Capital reserve	General reserve	FVOCI reserve	Share-based payments reserve	Exchange reserve	Retained profits	Total	Non-controlling interests	Total equity
		股本 (note 20) (附註20)	股份溢價	資本儲備	一般儲備	按公允價值 於其他全面 收益處理 之儲備	以股份 支付之儲備	匯兌儲備	保留溢利	總額	非控股權益	權益總額
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
At 1 January 2019 (audited)	於2019年1月1日 (經審核)	686,455	11	2,448,044	202,454	3,256	178	118,128	2,741,237	6,199,763	755,576	6,955,339
Effect on adoption of HKFRS 16	採納香港財務報告準則 第16號之影響	-	-	-	-	-	-	-	(604,006)	(604,006)	(82,438)	(686,444)
At 1 January 2019 (restated)	於2019年1月1日(經重述)	686,455	11	2,448,044	202,454	3,256	178	118,128	2,137,231	5,595,757	673,138	6,268,895
Profit/(Loss) for the period	期內溢利/(虧損)	-	-	-	-	-	-	-	90,956	90,956	(81,703)	9,253
Other comprehensive income	其他全面收益	-	-	-	-	37,267	-	(15,857)	-	21,410	(7,432)	13,978
Total comprehensive income for the period	期內全面收益總額	-	-	-	-	37,267	-	(15,857)	90,956	112,366	(89,135)	23,231
Transfer to general reserve	撥入一般儲備	-	-	-	704	-	-	-	(704)	-	-	-
Share-based payments expense	以股份支付之開支	-	-	-	-	-	1,067	-	-	1,067	-	1,067
Dividends relating to 2018 (note 11)	2018年之股息 (附註11)	-	-	-	-	-	-	-	(102,968)	(102,968)	-	(102,968)
At 30 June 2019 (unaudited)	於2019年6月30日 (未經審核)	686,455	11	2,448,044	203,158	40,523	1,245	102,271	2,124,515	5,606,222	584,003	6,190,225
At 1 January 2020 (audited)	於2020年1月1日 (經審核)	686,455	11	2,403,004	264,551	43,333	2,313	(114,418)	1,410,751	4,696,000	598,329	5,294,329
Loss for the period	期內虧損	-	-	-	-	-	-	-	(1,310,581)	(1,310,581)	(190,222)	(1,500,803)
Other comprehensive income	其他全面收益	-	-	-	-	(13,677)	-	(264,248)	-	(277,925)	(1,523)	(279,448)
Total comprehensive income for the period	期內全面收益總額	-	-	-	-	(13,677)	-	(264,248)	(1,310,581)	(1,588,506)	(191,745)	(1,780,251)
Transfer to general reserve	撥入一般儲備	-	-	-	69,326	-	-	-	(69,326)	-	-	-
Share-based payments expense	以股份支付之開支	-	-	-	-	-	1,067	-	-	1,067	-	1,067
At 30 June 2020 (unaudited)	於2020年6月30日 (未經審核)	686,455	11	2,403,004	333,877	29,656	3,380	(378,666)	30,844	3,108,561	406,584	3,515,145

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

For the six months ended 30 June 2020

1. GENERAL INFORMATION

Nan Hai Corporation Limited (the “Company”) is a limited liability company incorporated in Bermuda. The address of the Company’s registered office is Victoria Place, 5th Floor, 31 Victoria Street, Hamilton HM10, Bermuda, and its principal place of business is 12/F., The Octagon, No. 6 Sha Tsui Road, Tsuen Wan, New Territories, Hong Kong. The Company’s shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “Hong Kong Stock Exchange”).

The Company and its subsidiaries (the “Group”) are principally engaged in culture and media services, property development, enterprise cloud services, news media business and innovative business.

As at 30 June 2020, the directors of the Company consider the ultimate holding company to be Dadi Holdings Limited, a limited liability company incorporated in Hong Kong.

2. BASIS OF PREPARATION

These condensed consolidated interim financial statements have been prepared in accordance with Hong Kong Accounting Standard 34, Interim Financial Reporting (“HKAS 34”), issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) and the applicable disclosure provisions of Main Board Listing Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”). These condensed consolidated interim financial statements are unaudited, but have been reviewed by the audit committee of the Company and approved and authorised for issue by the board of directors (the “Board”) on 26 August 2020.

These condensed consolidated interim financial statements have been prepared with the same accounting policies adopted in the 2019 annual financial statements, except for the amendment to HKFRS 16: Covid-19-Related Rent Concessions, which were early adopted before its effective date, and the amendments to HKFRS 3: Definition of a Business. Details of changes in accounting policies, and their effect on these condensed consolidated interim financial statements, are set out in note 4.

The preparation of these condensed consolidated interim financial statements in compliance with HKAS 34 requires the use of certain judgements, estimates and assumptions that affect the application of policies and the reported amounts of assets and liabilities, income and expenses on a year to date basis. Actual results may differ from these estimates. The areas where significant judgements and estimates have been made in preparing these condensed consolidated interim financial statements and their effect are disclosed in note 5.

簡明綜合中期財務報表附註

截至2020年6月30日止六個月

1. 一般資料

Nan Hai Corporation Limited (南海控股有限公司) (「本公司」) 乃於百慕達註冊成立之有限責任公司。本公司之註冊辦事處地址為 Victoria Place, 5th Floor, 31 Victoria Street, Hamilton HM10, Bermuda。其主要營業地點位於香港新界荃灣沙咀道6號嘉達環球中心12樓。本公司股份於香港聯合交易所有限公司(「香港聯交所」)主板上市。

本公司及其附屬公司(「本集團」)主要從事文化與傳播服務、房地產開發、企業雲服務、新聞傳播業務及創意商業。

於2020年6月30日，本公司董事認為最終控股公司為大地控股有限公司，為於香港註冊成立之有限公司。

2. 編製基準

此等簡明綜合中期財務報表乃根據香港會計師公會(「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」)及香港聯合交易所有限公司主板證券上市規則(「上市規則」)之適用披露規定條文編製。此等簡明綜合中期財務報表未經審核，惟已由本公司審核委員會審閱，並於2020年8月26日獲董事會(「董事會」)批准及授權刊發。

此等簡明綜合中期財務報表已按照與2019年年度財務報表所採納之相同會計政策編製，惟香港財務報告準則第16號之修訂：Covid-19相關租金優惠(本集團於其生效日期前提早採納)及香港財務報告準則第3號之修訂：業務之定義除外。會計政策的變動詳情及其對簡明綜合中期財務報表的影響載於附註4。

編製符合香港會計準則第34號之此等簡明綜合中期財務報表須作出會影響政策應用以及年內迄今資產及負債、收入及開支呈報金額之若干判斷、估計及假設。實際結果可能與該等估計有所不同。編製此等簡明綜合中期財務報表所作出重大判斷及估計的項目及其影響於附註5中披露。

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (Continued)

For the six months ended 30 June 2020

2. BASIS OF PREPARATION (Continued)

These condensed consolidated interim financial statements are presented in Hong Kong Dollars ("HK\$"), unless otherwise stated. These condensed consolidated interim financial statements contain condensed consolidated financial statements and selected explanatory notes. The notes include an explanation of events and transactions that are significant to an understanding of the changes in financial position and performance of the Group since the 2019 annual financial statements. These condensed consolidated interim financial statements and notes do not include all of the information required for a complete set of financial statements prepared in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") and should be read in conjunction with the 2019 annual financial statements.

These condensed consolidated interim financial statements have been prepared on a going concern basis which assumes the realisation of assets and satisfaction of liabilities in the ordinary course of business notwithstanding that the Group had net current liabilities of approximately HK\$6,332,260,000 as at 30 June 2020 (31 December 2019: HK\$9,571,949,000). The Board considers that the Group will have sufficient resources to satisfy its future working capital and other financing requirements in the next twelve months based on that the Group is in the progress of renewing or replacing certain bank and other borrowings which will be due in the next twelve months, and that with certain right-of-use assets, buildings, other property, plant and equipment, properties under development and completed properties held for sale, investment properties, financial assets at FVOCI and pledged bank deposits amounting to approximately HK\$15,793,460,000 (31 December 2019: HK\$15,083,273,000) in total being pledged for existing credit facilities, the Board considers that the Group will be able to renew or replace the existing facilities upon expiry.

In view of above, the Board is of the opinion that the Group will have sufficient financial resources to satisfy its future working capital and other financing requirements for at least the next twelve months from the reporting date. Accordingly, these condensed consolidated interim financial statements have been prepared on a going concern basis.

簡明綜合中期財務報表附註(續)

截至2020年6月30日止六個月

2. 編製基準(續)

除另有指明者外，此等簡明綜合中期財務報表乃以港元(「港元」)呈列。此等簡明綜合中期財務報表載有簡明綜合財務報表及選定說明附註。該等附註包括對理解本集團自2019年年度財務報表刊發以來財務狀況及業績變動而言屬重大之事件及交易說明。此等簡明綜合中期財務報表及附註並不包括根據香港財務報告準則(「香港財務報告準則」)編製整套財務報表所需之所有資料，並應與本集團2019年年度財務報表一併閱讀。

儘管本集團於2020年6月30日錄得流動負債淨額約6,332,260,000港元(2019年12月31日：9,571,949,000港元)，惟此等簡明綜合中期財務報表已按持續經營基準編製，即假設可於日常業務過程中變現資產及償還負債。董事會認為本集團將在未來十二個月內具備充足資源滿足其未來營運資金及其他融資需求，此乃基於本集團現正重續或替換將於未來十二個月到期之若干銀行及其他借貸，加上就現有信貸融資已抵押總值約15,793,460,000港元(2019年12月31日：15,083,273,000港元)之若干使用權資產、樓宇、其他物業、廠房及設備、發展中物業及已落成待售物業、投資物業、按公允價值於其他全面收益處理之金融資產以及已抵押銀行存款，故董事會相信本集團於到期時可重續或替換現有融資。

基於上文所述，董事會認為本集團將具備充足財務資源滿足其自報告日期起計未來最少十二個月之未來營運資金及其他融資需求。因此，此等簡明綜合中期財務報表已按持續經營基準編製。

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (Continued)

For the six months ended 30 June 2020

3. SIGNIFICANT CHANGES

The World Health Organisation declared coronavirus and COVID-19 a global health emergency on 30 January 2020. Since then, the Group has experienced significant disruption to its operations in the following respects:

- Interruptions to property development and cinema operations provided by the Group; and
- Uncertainty concerning when government lockdowns will be lifted, social distancing requirements will be eased and the potential long-term effects of the pandemic on the demand for the Group's primary products, if any.

The significant events and transactions that have occurred since 31 December 2019 relate to the effects of the global pandemic on the Group's condensed consolidated interim financial statements for the six months ended 30 June 2020 and are summarised as follows:

(a) Decrease in sales and cash flows, and impairment of goodwill

As disclosed in note 7, the Group's cinema ticketing income have experienced significant reductions since the pandemic's effects became widespread. The Group considered the reduced revenue and reductions in budgeted revenue as indicators of impairment, and therefore determined the recoverable amount for all of its cash-generating units ("CGUs"). The recoverable amount is the higher of fair value less costs of disposal and value in use. Value in use was higher in all cases due to the nature of the assets included in the carrying amount of CGUs.

Groups of CGUs that were tested for impairment are summarised as follows:

- Property development
- Culture and media services
- Innovative business
- Enterprise cloud services

簡明綜合中期財務報表附註(續)

截至2020年6月30日止六個月

3. 重大變動

世界衛生組織於2020年1月30日宣佈冠狀病毒及COVID-19為全球衛生緊急狀態。此後，本集團業務在以下方面嚴重受阻：

- 本集團所提供的房地產開發及影院業務受阻；及
- 有關何時解除政府封鎖、放緩社交距離規定以及疫情對本集團主要產品需求，如有，潛在長期影響的不確定性。

自2019年12月31日以來發生與全球疫情有關的重大事件及交易對本集團截至2020年6月30日止六個月的簡明綜合中期財務報表的影響，並概述如下：

(a) 銷售及現金流量減少，以及商譽減值

誠如附註7所披露，自疫情的影響廣泛傳播以來，本集團的影院票房收入已大幅減少。本集團將收益減少及預算收益減少視為減值指標，繼而釐定其所有現金產生單位（「現金產生單位」）的可收回金額。可收回金額為公允價值減去出售成本及使用價值兩者中的較高者。由於現金產生單位賬面值中包含的資產性質，故使用價值在所有情況下均較高。

進行減值測試的現金產生單位組概述如下：

- 房地產開發
- 文化與傳播服務
- 創意商業
- 企業雲服務

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (Continued)

For the six months ended 30 June 2020

3. SIGNIFICANT CHANGES (Continued)

(a) Decrease in sales and cash flows, and impairment of goodwill (Continued)

Recoverable amount exceeded the carrying amount in the property development and enterprise cloud services CGUs based on forecast cash flows, but it did not for the culture and media services CGU and innovative business CGU. The impairment assessments are disclosed in note 15.

(b) Rent concessions received from lessors

Due to government policy, the Group had to suspend its cinema operations since 24 January 2020. The reopen schedule is subject to the development of COVID-19 and the People's Republic of China ("PRC") government policy, and the suspension has been released on 20 July 2020. The Group has resumed its cinema operations by stages since then.

The Group has received numerous forms of rent concessions from lessors due to being unable to operate for significant periods of time, including:

- Rent forgiveness (e.g. reductions in rent contractually due under the terms of lease agreements); and
- Deferrals of rent (e.g. payment of January–February rent on an amortised basis from July 2020–March 2021).

As disclosed in note 4, the Group has elected to apply the practical expedient introduced by the amendment to HKFRS 16 to all rent concessions that satisfy the criteria. Substantially all of the rent concessions entered into during the six months ended 30 June 2020 satisfy the criteria to apply the practical expedient.

The application of the practical expedient has resulted in the reduction of total lease liabilities of approximately HK\$5,002,000. The effect of this reduction has been recorded in profit or loss in the period in which the event or condition that triggers those payments occurs.

The Group has engaged in further negotiations with lessors subsequent to 30 June 2020.

簡明綜合中期財務報表附註 (續)

截至2020年6月30日止六個月

3. 重大變動 (續)

(a) 銷售及現金流量減少，以及商譽減值 (續)

根據預測現金流量，可收回金額超出房地產開發及企業雲服務現金產生單位的賬面值，惟並無超出文化與傳播服務現金產生單位及創意商業現金產生單位的賬面值。減值評估於附註15披露。

(b) 來自出租人之租金優惠

由於政府政策，本集團自2020年1月24日起須暫停其影院營運。重開時間表視乎COVID-19的發展及中華人民共和國(「中國」)政府的政策而定，而有關暫停已於2020年7月20日解除。自當日起，本集團已分階段恢復其影院業務。

由於長時間無法營運，本集團已自出租人獲取多種形式的租金優惠，包括：

- 租金寬免(例如根據租賃協議的條款按合約規定減少租金)；及
- 延期支付租金(例如於2020年7月至2021年3月按攤銷基準支付1月至2月的租金)。

誠如附註4所披露，本集團已選擇將香港財務報告準則第16號之修訂引入的可行權宜方法應用於所有符合有關準則的租金優惠。截至2020年6月30日止六個月，絕大部分租金優惠均符合應用可行權宜方法的準則。

應用可行權宜方法導致租賃負債總額減少約5,002,000港元。該減少的影響已在觸發該等付款的事件或條件發生的期間內計入損益。

於2020年6月30日後，本集團已與出租人進行進一步磋商。

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (Continued)

For the six months ended 30 June 2020

3. SIGNIFICANT CHANGES (Continued)

(c) Government grants

The Group applied for various government support programs introduced in response to the global pandemic.

Included in profit or loss is approximately HK\$1,586,000 of Hong Kong government grants obtained relating to supporting the payroll of the Group's employees. The Group had to commit to spending the assistance on payroll expenses, and not reduce employee head count below prescribed levels for a specified period of time. Also, the Group has received approximately HK\$6,405,000 from the PRC government to subsidy its cinema operations. The Group has elected to present these government grants separately, rather than reducing the related expenses. The Group does not have any unfulfilled obligations relating to these programs.

(d) ECLs

The Group makes estimates of ECLs attributable to account receivables arising from sales to customers on credit terms, including the incorporation of forward-looking information to supplement historical credit loss rates. The economic downturn and uncertainties that have arisen as a result of COVID-19 have made these estimates more judgemental, which the Group has taken into account in its determination of applicable ECLs.

4. CHANGES IN HKFRSs

The Group has applied the same accounting policies in these condensed consolidated interim financial statements as in its 2019 annual consolidated financial statements, except that it has adopted the following amendments to HKFRSs:

- Amendments to HKFRS 3: Definition of a Business, which is first effective for the current accounting period; and
- Amendment to HKFRS 16: Covid-19-Related Rent Concessions, which is not yet effective for the current accounting period but early adopted by the Group.

簡明綜合中期財務報表附註(續)

截至2020年6月30日止六個月

3. 重大變動(續)

(c) 政府補助

本集團已申請針對全球疫情推出的多項政府支援計劃。

損益賬內包括支持本集團僱員薪金相關的香港政府補助約1,586,000港元。本集團須承諾將援助用於薪金開支，且在特定期間內不得減少員工人數至規定水平以下。此外，本集團已自中國政府收取約6,405,000港元以補貼其影院業務。本集團已選擇獨立呈列該等政府補助，而非減少有關開支。本集團並無任何與該等計劃有關的未履行責任。

(d) 預期信貸虧損

本集團按信貸條款估計客戶銷售產生的應收款項應佔預期信貸虧損，包括使用前瞻性資料補充過往信貸虧損率。COVID-19導致的經濟下滑及不確定性使該等估計更具判斷性，本集團在釐定適用的預期信貸虧損時已考慮該等估計。

4. 香港財務報告準則變動

本集團已於該等簡明綜合中期財務報表中應用與2019年年度綜合財務報表相同的會計政策，惟已採納以下香港財務報告準則之修訂：

- 香港財務報告準則第3號之修訂：業務之定義，於本會計期間首次生效；及
- 香港財務報告準則第16號之修訂：Covid-19相關租金優惠，於本會計期間尚未生效，惟本集團已提早採納。

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (Continued)

For the six months ended 30 June 2020

4. CHANGES IN HKFRSs (Continued)

Amendments to HKFRS 3: Definition of a Business

The amendments clarify the definition of a business and introduce an optional concentration test that permits a simplified assessment of whether an acquired set of activities and assets is not a business. The election to apply the concentration test is made for each transaction. The concentration test is met if substantially all of the fair value of the gross assets acquired is concentrated in a single identifiable asset or group of similar identifiable assets. If the concentration test is met, the set of activities and assets is determined not to be a business. If the concentration test is failed, the acquired set of activities and assets is further assessed based on the elements of a business.

Amendment to HKFRS 16: Covid-19-Related Rent Concessions

Effective on 1 June 2020, HKFRS 16 was amended to provide a practical expedient for lessees accounting for rent concessions that arise as a direct consequence of the COVID-19 pandemic and satisfy the following criteria:

- The change in lease payments results in revised consideration for the lease that is substantially the same as, or less than, the consideration for the lease immediately preceding the change;
- The reduction in lease payments affects only payments originally due on or before 30 June 2021; and
- There is no substantive change to other terms and conditions of the lease.

Rent concessions that satisfy these criteria may be accounted for in accordance with the practical expedient, which means the lessee does not need to assess whether the rent concession meets the definition of a lease modification. Lessees apply other requirements in HKFRS 16 in accounting for the concession.

The Group has elected to early adopt the amendment and applies the practical expedient to all qualifying Covid-19-Related rent concessions granted to the Group during the interim reporting period. Consequently, rent concessions received have been accounted for as negative variable lease payments recognised in profit or loss in the period in which the event or condition that triggers those payments occurred (see note 9(a)). There is no impact on the opening balance of equity as at 1 January 2020.

簡明綜合中期財務報表附註(續)

截至2020年6月30日止六個月

4. 香港財務報告準則變動(續)

香港財務報告準則第3號之修訂：業務之定義

該等修訂澄清業務的定義，並引入選擇性集中度測試，容許簡化評估所購活動及資產組別是否不屬於業務。可選擇對各項交易進行集中度測試。倘所購資產總值的公允價值大致上集中於單一可識別資產或一組類似可識別資產，則符合集中度測試。倘符合集中度測試，則釐定該組活動及資產並非業務。倘不符合集中度測試，則根據業務元素進一步評估所購活動及資產。

香港財務報告準則第16號之修訂：Covid-19相關租金優惠

自2020年6月1日起，香港財務報告準則第16號作出修訂，為承租人提供可行權宜方法以對COVID-19疫情而直接導致並符合以下準則的租金優惠進行會計處理：

- 租賃付款的變動導致租賃代價有所修訂，而經修訂代價與緊接變動前租賃代價大致相同，或少於緊接變動前租賃代價；
- 租賃付款的減幅僅影響原到期日為2021年6月30日或之前的付款；及
- 租賃的其他條款及條件並無實質變動。

符合該等準則的租金優惠可以按可行權宜方法入賬，即表示承租人無需評估租金優惠是否符合租賃修改的定義。承租人應用香港財務報告準則第16號的其他規定將優惠入賬。

本集團已選擇提早採納該修訂，並於中期報告期間內對所有授予本集團的所有合資格Covid-19相關租金優惠應用可行權宜方法。因此，已收租金優惠已在觸發該等付款的事件或條件發生的期間內於損益確認為負可變租賃付款入賬(見附註9(a))。於2020年1月1日的期初權益結餘並無受影響。

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (Continued)

For the six months ended 30 June 2020

4. CHANGES IN HKFRSs (Continued)

Amendment to HKFRS 16: Covid-19-Related Rent Concessions (Continued)

Accounting for the rent concessions as lease modifications would have resulted in the Group remeasuring the lease liability to reflect the revised consideration using a revised discount rate, with the effect of the change in the lease liability recorded against the right-of-use asset. By applying the practical expedient, the Group is not required to determine a revised discount rate and the effect of the change in the lease liability is reflected in profit or loss in the period in which the event or condition that triggers the rent concession occurs. The effect of applying the practical expedient is disclosed in note 3(b).

Conceptual Framework for Financial Reporting (Revised)

The revised Framework is not a Standard nor an Accounting Guideline. It does not override any Standard, any requirement in a Standard or Accounting Guideline. The revised Framework includes: new chapters on measurement and reporting financial performance; new guidance on derecognition of assets and liabilities; updated definitions of asset and liability; and clarifications in the roles of stewardship, prudence and measurement uncertainty in financial reporting.

Except for the impact of the amendment to HKFRS 16: Covid-19-Related Rent Concessions mentioned in note 4, the adoption of these amendments has no material impact on these condensed consolidated interim financial statements.

5. USE OF JUDGEMENTS AND ESTIMATES

In preparing these condensed consolidated interim financial statements, the significant judgements made by the management in applying the Group's accounting policies and the key sources of estimation uncertainty were the same as those that applied to the consolidated financial statements for the year ended 31 December 2019.

However, as disclosed in note 3, the effects of COVID-19 have required significant judgements and estimates to be made, including:

- (a) Whether rent concessions satisfy the criteria to be accounted for using the practical expedient introduced by the amendment to HKFRS 16;
- (b) Assessing whether the entity has reasonable assurance as to whether it will comply with the conditions attached to government grants;

簡明綜合中期財務報表附註(續)

截至2020年6月30日止六個月

4. 香港財務報告準則變動(續)

香港財務報告準則第16號之修訂：Covid-19相關租金優惠(續)

將租金優惠作為租賃修訂進行會計處理將導致本集團使用經修訂貼現率重新計量租賃負債以反映經修訂代價，並將租賃負債變動影響於使用權資產入賬。透過應用可行權宜方法，本集團無需釐定經修訂貼現率，且在觸發租金優惠的事件或條件發生的期間，租賃負債變動影響於損益反映。應用可行權宜方法的影響披露於附註3(b)。

財務報告概念框架(經修訂)

經修訂框架並非準則，亦非會計指引。其並無取代任何準則、準則或會計指引中的任何規定。經修訂框架包括：有關計量及申報財務表現的新章節；終止確認資產及負債的新指引；資產及負債的最新定義；及監管、審慎及計量不確定性於財務報告之角色之澄清。

除附註4所述香港財務報告準則第16號之修訂：Covid-19相關租金優惠的影響外，採納此等修訂對此等簡明綜合中期財務報表概無重大影響。

5. 判斷及估計之運用

編製此等簡明綜合中期財務報表時，管理層在應用本集團會計政策時作出之重大判斷及估計不確定因素之主要來源與截至2019年12月31日止年度之綜合財務報表所應用者相同。

然而，誠如附註3所披露，COVID-19的影響需作出重大判斷及估計，包括：

- (a) 租金優惠是否符合準則以使用香港財務報告準則第16號之修訂所引入的可行權宜方法將其入賬；
- (b) 評估實體是否有合理保證，以及是否將遵守政府補助所附帶的條件；

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (Continued)

For the six months ended 30 June 2020

5. USE OF JUDGEMENTS AND ESTIMATES (Continued)

- (c) Calculating the recoverable amount for CGUs that exhibit indicators of impairment as at the period end, and determining the amount of goodwill impairment attributable to the CGUs; and
- (d) Determining which information obtained subsequent to period end provides evidence of conditions that existed as at the end of the reporting period (“adjusting events after the reporting period”) and which do not (“non-adjusting events after the reporting period”).

Additionally, while the changes in the following estimates and judgements have not had a material impact on the Group, the effects of COVID-19 have required revisions to:

- (a) Determining the net realisable value of inventory that has become slow moving due to the effects of COVID-19;
- (b) Estimates of customer returns and the determination of the Group’s methodology for estimating the transaction price for sales subject to rights of return;
- (c) Estimates of ECLs attributable to accounts receivable arising from sales to customers on credit terms, including the incorporation of forward-looking information to supplement historical credit loss rates;
- (d) The methodology used to estimate the fair value of equity instruments classified as level 3 in the fair value hierarchy, as their valuation techniques incorporate significant unobservable inputs; and

簡明綜合中期財務報表附註 (續)

截至2020年6月30日止六個月

5. 判斷及估計之運用 (續)

- (c) 計算於期末有減值跡象的現金產生單位的可收回金額，並釐定現金產生單位應佔商譽減值金額；及
- (d) 釐定於期末後獲得的何等資料提供於報告期末已存在的條件的證據（「報告期後調整事項」）以及何等資料並無提供有關證據（「報告期後非調整事項」）。

此外，儘管以下估計及判斷的變動對本集團並無重大影響，惟COVID-19的影響需對以下事項作出修訂：

- (a) 釐定因COVID-19的影響而成為滯銷存貨的可變現淨值；
- (b) 估計客戶退貨及釐定本集團估計受退貨權影響的交易價格的方法；
- (c) 根據信貸條款客戶銷售產生的應收賬款應佔預期信貸虧損估計，包括以前瞻性資料補充過往信貸虧損率；
- (d) 用於估計於公允價值層級中分類為第3級的股本工具之公允價值的方法，原因為其估值技術包含大量不可觀察輸入數據；及

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS *(Continued)*

For the six months ended 30 June 2020

5. USE OF JUDGEMENTS AND ESTIMATES *(Continued)*

- (e) Assessment of the Group's ability to continue as a going concern. Although the Group has experienced downturns in several segments during the period, the directors do not consider that there are material uncertainties that cast doubt on the Group's going concern status over the course of the next twelve months. This judgement was made with consideration of the Group's liquidity position, given the underlying strength of the statement of financial position, the maturity dates of existing borrowings and the absence of covenants over such borrowings, the availability of undrawn finance facilities in place, and based on the assumptions modelled within each trading segment as described in note 15. The forecasts indicate that it is appropriate for the going concern basis to be adopted in preparing the interim report and financial statements, and that there are no material uncertainties over the assumptions underpinning this judgement that are required to be disclosed.

簡明綜合中期財務報表附註 *(續)*

截至2020年6月30日止六個月

5. 判斷及估計之運用 *(續)*

- (e) 評估本集團持續經營的能力。儘管期內本集團多個分部下滑，惟董事並不認為存在重大不確定性對本集團未來十二個月的持續經營狀況產生疑問。鑑於財務狀況表的基本實力、現有貸款的到期日及有關貸款並無契諾、有可用之未提取融資額度，以及基於附註15所述各交易分部中的假設，該判斷乃經考慮本集團的流動資金狀況而作出。預測顯示在編製中期報告及財務報表時採用持續經營基礎屬適當，且該判斷的假設並無重大不確定性需予披露。

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (Continued)

For the six months ended 30 June 2020

6. SEGMENT INFORMATION

The Group identifies operating segments and prepares segment information based on the regular internal financial information reported to the executive directors for their decisions about resources allocation to the Group's business components and for their review of the performance of those components. The business components in the internal financial information reported to the executive directors are determined following the Group's major products and service lines.

The Group has identified the following five reportable segments:

- (a) Enterprise cloud services
- (b) Property development
- (c) Culture and media services
- (d) News media business
- (e) Innovative business

Information about other business activities and operating segments that are not reportable are combined and disclosed in "all other segments". All other segments included trading of securities and property management.

Each of these operating segments is managed separately as each of the product and service lines requires different resources as well as marketing approaches.

Inter-segment transactions are priced with reference to prices charged to external parties for similar order. Certain corporate income and expenses are not allocated to the operating segments as they are not included in the measure of segment's profit or loss that is used by the chief operating decision-maker for assessment of segment performance.

簡明綜合中期財務報表附註(續)

截至2020年6月30日止六個月

6. 分部資料

本集團根據就執行董事作出有關向本集團各業務環節分配資源之決策及審閱該等環節表現向彼等報告之一般內部財務資料，釐定經營分部，並編製分部資料。向執行董事報告的內部財務資料所載業務環節按本集團主要產品及服務釐定。

本集團已定出以下五項可呈報分部：

- (a) 企業雲服務
- (b) 房地產開發
- (c) 文化與傳播服務
- (d) 新聞傳播業務
- (e) 創意商業

有關其他未能呈報業務活動及經營分部的資料已加以合併，於「所有其他分部」披露。所有其他分部包括證券買賣及物業管理。

由於各項產品及服務所需資源及推廣方針有所不同，各經營分部獨立管理。

分部間交易之定價乃參考類似訂單向外部人士收取之價格。若干企業收入及開支不會分配至經營分部，原因為其不包括在主要營運決策者評估分部表現所使用之分部損益之計量內。

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (Continued)

For the six months ended 30 June 2020

6. SEGMENT INFORMATION (Continued)

The segment results for the six months ended 30 June 2020 and 30 June 2019 are as follows:

簡明綜合中期財務報表附註(續)

截至2020年6月30日止六個月

6. 分部資料(續)

截至2020年6月30日及2019年6月30日止六個月之分部業績如下：

		For the six months ended 30 June 2020 (Unaudited)						
		截至2020年6月30日止六個月(未經審核)						
		Enterprise cloud services	Property development	Culture and media services	News media business	Innovative business	All other segments	Total
		企業雲服務	房地產開發	文化與傳播服務	新聞傳播業務	創意商業	其他分部	總計
		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
Revenue	收益							
From external customers	來自對外客戶	412,507	5,385,996	158,058	40,722	58,037	39,588	6,094,908
From inter-segments	來自分部間	2,324	-	-	-	-	13,884	16,208
Reportable and all other segments revenue	可呈報及所有其他分部收益	414,831	5,385,996	158,058	40,722	58,037	53,472	6,111,116
Reportable and all other segments (loss)/profit before income tax	可呈報及所有其他分部所得稅前(虧損)/溢利	(3,638)	2,497,540	(1,973,073)	(171,780)	(499,011)	(12,108)	(162,070)

		For the six months ended 30 June 2019 (Unaudited)						
		截至2019年6月30日止六個月(未經審核)						
		Enterprise cloud services	Property development	Culture and media services	News media business	Innovative business	All other segments	Total
		企業雲服務	房地產開發	文化與傳播服務	新聞傳播業務	創意商業	其他分部	總計
		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
Revenue	收益							
From external customers	來自對外客戶	469,332	2,532,919	2,356,817	39,844	166,472	42,502	5,607,886
From inter-segments	來自分部間	3,940	-	-	-	-	9,324	13,264
Reportable and all other segments revenue	可呈報及所有其他分部收益	473,272	2,532,919	2,356,817	39,844	166,472	51,826	5,621,150
Reportable and all other segments (loss)/profit before income tax	可呈報及所有其他分部所得稅前(虧損)/溢利	(45,655)	2,387,743	(451,085)	(209,079)	(185,136)	11,769	1,508,557

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (Continued)

For the six months ended 30 June 2020

6. SEGMENT INFORMATION (Continued)

Revenue is disaggregated by primary geographical markets and timing of revenue recognition as follows:

簡明綜合中期財務報表附註(續)

截至2020年6月30日止六個月

6. 分部資料(續)

收益按主要地區市場及收益確認時間分開呈報如下：

		For the six months ended 30 June 2020 (Unaudited)						Total
		截至2020年6月30日止六個月(未經審核)						
		Enterprise cloud services	Property development	Culture and media services	News media business	Innovative business	All other segments	
		企業雲服務	房地產開發	文化與傳播服務	新聞傳播業務	創意商業	所有其他分部	總計
		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
Primary geographical markets	主要地區市場							
Mainland China	中國內地	412,500	5,385,996	158,058	-	12,779	39,588	6,008,921
Hong Kong	香港	7	-	-	40,722	1,025	-	41,754
North America	北美	-	-	-	-	39,793	-	39,793
Europe	歐洲	-	-	-	-	2,590	-	2,590
Australia	澳洲	-	-	-	-	1,050	-	1,050
Others	其他	-	-	-	-	800	-	800
Total	總計	412,507	5,385,996	158,058	40,722	58,037	39,588	6,094,908
Timing of revenue recognition	收益確認時間							
At a point in time	於某一時間點	15,572	5,385,996	17,053	220	50,888	-	5,469,729
Transferred over time	隨時間轉移	396,935	-	141,005	40,502	7,149	39,588	625,179
Total	總計	412,507	5,385,996	158,058	40,722	58,037	39,588	6,094,908

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (Continued)

For the six months ended 30 June 2020

6. SEGMENT INFORMATION (Continued)

Revenue is disaggregated by primary geographical markets and timing of revenue recognition as follows (Continued):

簡明綜合中期財務報表附註(續)

截至2020年6月30日止六個月

6. 分部資料(續)

收益按主要地區市場及收益確認時間分開呈報如下(續)：

		For the six months ended 30 June 2019 (Unaudited) 截至2019年6月30日止六個月(未經審核)						
		Enterprise cloud services 企業雲服務	Property development 房地產開發	Culture and media services 文化與傳播服務	News media 新聞傳播業務	Innovative business 創意商業	All other segments 其他分部	Total 總計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Primary geographical markets	主要地區市場							
Mainland China	中國內地	469,231	2,532,919	2,356,816	-	13,854	42,502	5,415,322
Hong Kong	香港	101	-	1	39,844	11,594	-	51,540
North America	北美	-	-	-	-	89,386	-	89,386
Europe	歐洲	-	-	-	-	30,823	-	30,823
Australia	澳洲	-	-	-	-	7,921	-	7,921
Others	其他	-	-	-	-	12,894	-	12,894
Total	總計	469,332	2,532,919	2,356,817	39,844	166,472	42,502	5,607,886
Timing of revenue recognition	收益確認時間							
At a point in time	於某一時間點	103,699	2,532,919	259,093	395	160,278	-	3,056,384
Transferred over time	隨時間轉移	365,633	-	2,097,724	39,449	6,194	42,502	2,551,502
Total	總計	469,332	2,532,919	2,356,817	39,844	166,472	42,502	5,607,886

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (Continued)

For the six months ended 30 June 2020

6. SEGMENT INFORMATION (Continued)

The reportable segment assets and liabilities as at 30 June 2020 and 31 December 2019 are as follows:

簡明綜合中期財務報表附註(續)

截至2020年6月30日止六個月

6. 分部資料(續)

於2020年6月30日及2019年12月31日之可呈報分部資產及負債如下：

		As at 30 June 2020 (Unaudited) 於2020年6月30日(未經審核)						
		Enterprise cloud services 企業 雲服務 HK\$'000 千港元	Property development 房地產 開發 HK\$'000 千港元	Culture and media services 文化與 傳播服務 HK\$'000 千港元	News media business 新聞傳播 業務 HK\$'000 千港元	Innovative business 創意商業 HK\$'000 千港元	All other segments 所有 其他分部 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Reportable and all other segments assets	可呈報及所有其他 分部資產	651,281	26,690,713	13,631,597	96,217	768,143	256,145	42,094,096
Reportable and all other segments liabilities	可呈報及所有其他 分部負債	(490,763)	(19,691,803)	(10,789,914)	(39,430)	(751,487)	(59,130)	(31,822,527)

		As at 31 December 2019 (Audited) 於2019年12月31日(經審核)						
		Enterprise cloud services 企業 雲服務 HK\$'000 千港元	Property development 房地產 開發 HK\$'000 千港元	Culture and media services 文化與 傳播服務 HK\$'000 千港元	News media business 新聞傳播 業務 HK\$'000 千港元	Innovative business 創意商業 HK\$'000 千港元	All other segments 所有 其他分部 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Reportable and all other segments assets	可呈報及所有其他 分部資產	619,960	29,502,303	15,784,639	92,331	1,261,182	312,393	47,572,808
Reportable and all other segments liabilities	可呈報及所有其他 分部負債	(455,019)	(23,509,852)	(11,215,989)	(36,143)	(767,978)	(52,541)	(36,037,522)

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (Continued)

For the six months ended 30 June 2020

6. SEGMENT INFORMATION (Continued)

The totals presented for the Group's operating segments results are reconciled to the Group's key financial figures as presented in these condensed consolidated interim financial statements as follows:

簡明綜合中期財務報表附註(續)

截至2020年6月30日止六個月

6. 分部資料(續)

本集團經營分部業績呈列之總額與本集團於此等簡明綜合中期財務報表呈列之主要財務數字對賬如下：

		For the six months ended 30 June 截至6月30日止六個月	
		2020 HK\$'000 千港元 (Unaudited) (未經審核)	2019 HK\$'000 千港元 (Unaudited) (未經審核)
Reportable segments revenue	可呈報分部收益	6,057,644	5,569,324
All other segments revenue	所有其他分部收益	53,472	51,826
Elimination of inter-segment revenue	分部間收益對銷	(16,208)	(13,264)
Group revenue	本集團收益	6,094,908	5,607,886
Reportable segments results before income tax	所得稅前可呈報分部業績	(149,962)	1,496,788
All other segments results before income tax	所得稅前所有其他分部業績	(12,108)	11,769
Bank interest income	銀行利息收入	15,391	4,034
Other interest income	其他利息收入	21,972	25,614
Finance costs	融資成本	(129,268)	(159,446)
Depreciation and amortisation	折舊及攤銷	(9,837)	(3,517)
Unallocated corporate expenses	未分配企業開支	(17,315)	(50,030)
(Loss)/Profit before income tax	所得稅前(虧損)/溢利	(281,127)	1,325,212

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (Continued)

For the six months ended 30 June 2020

7. REVENUE AND OTHER OPERATING INCOME

(a) Revenue

The Group's revenue represents revenue from its principal activities as set out below:

簡明綜合中期財務報表附註(續)

截至2020年6月30日止六個月

7. 收益及其他經營收入

(a) 收益

本集團收益指來自其主要業務之下列各項收益：

		For the six months ended 30 June 截至6月30日止六個月	
		2020 HK\$'000 千港元 (Unaudited) (未經審核)	2019 HK\$'000 千港元 (Unaudited) (未經審核)
Sales of properties and car parks	物業及車位銷售	5,380,693	2,505,781
Sales of decoration materials and decoration services	裝修材料銷售及裝飾服務	5,303	27,138
Enterprise cloud services	企業雲服務	412,507	469,332
Property management services	物業管理服務	39,588	42,502
Film distribution services	電影發行服務	787	470
Cinema ticketing income	影院票房收入	99,036	1,833,480
Sales of food and beverages	食品及飲料銷售	17,053	257,892
Cinema advertising income	影院廣告收入	24,880	132,019
Sales and leases of projection equipment	放映設備銷售及租賃	1,377	1,198
Digital media technology services	數碼媒體科技服務	14,925	131,758
Publication of magazines and advertising income	出版雜誌及廣告收入	40,722	39,844
Sales of botanic-based personal care and fragrance products	草本個人護理及香水產品銷售	50,888	160,278
Innovative catering and fitness services	創意餐飲及健身服務	7,149	6,194
		6,094,908	5,607,886

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (Continued)

For the six months ended 30 June 2020

7. REVENUE AND OTHER OPERATING INCOME (Continued)

(a) Revenue (Continued)

All the Group's revenue is derived from contracts with customers.

The following table provides information about trade receivables and contract liabilities from contracts with customers:

		30 June 2020 2020年 6月30日 HK\$'000 千港元 (Unaudited) (未經審核)	31 December 2019 2019年 12月31日 HK\$'000 千港元 (Audited) (經審核)
Trade receivables	應收貿易款項	414,279	487,245
Contract liabilities	合約負債	5,229,506	9,411,830

The contract liabilities mainly relate to the advance consideration received from customers. Approximately HK\$5,790,121,000 of the contract liabilities as at 31 December 2019 has been recognised as revenue for the six months ended 30 June 2020 (six months ended 30 June 2019: HK\$2,947,548,000) from performance obligations satisfied in the current period due to the changes in the estimate stage of completion of certain contract obligations.

簡明綜合中期財務報表附註(續)

截至2020年6月30日止六個月

7. 收益及其他經營收入(續)

(a) 收益(續)

本集團所有收益來自客戶合約。

下表提供有關應收貿易款項及客戶合約之合約負債之資料：

合約負債主要關於自客戶收取之預付代價。由於若干合約責任完成的估計階段有所變動，於2019年12月31日之合約負債約5,790,121,000港元已確認為截至2020年6月30日止六個月之來自本期間符合履約責任之收益(截至2019年6月30日止六個月：2,947,548,000港元)。

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (Continued)

For the six months ended 30 June 2020

7. REVENUE AND OTHER OPERATING INCOME (Continued)

(b) Other operating income

簡明綜合中期財務報表附註(續)

截至2020年6月30日止六個月

7. 收益及其他經營收入(續)

(b) 其他經營收入

		For the six months ended 30 June 截至6月30日止六個月	
		2020 HK\$'000 千港元 (Unaudited) (未經審核)	2019 HK\$'000 千港元 (Unaudited) (未經審核)
Bank interest income	銀行利息收入	90,803	59,976
Other interest income	其他利息收入	22,422	26,174
Gain on fair value change on financial assets at FVTPL, net	按公允價值於損益賬處理之 金融資產之公允價值變動之淨 收益	–	9,375
Gain on disposal of property, plant and equipment	處置物業、廠房及設備之收益	–	17,367
Government grants	政府補助	62,287	25,668
Exchange gain	匯兌收益	52,799	11,897
Rental income	租金收入	12,046	21,797
Gain on trading of financial assets at FVTPL	按公允價值於損益賬處理之 金融資產之買賣收益	–	6,124
Dividend income	股息收入	3,968	3,702
Sundry income	雜項收入	103,984	103,451
		348,309	285,531

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (Continued)

For the six months ended 30 June 2020

8. FINANCE COSTS

簡明綜合中期財務報表附註(續)

截至2020年6月30日止六個月

8. 融資成本

		For the six months ended 30 June 截至6月30日止六個月	
		2020 HK\$'000 千港元 (Unaudited) (未經審核)	2019 HK\$'000 千港元 (Unaudited) (未經審核)
Interest on bank and other borrowings	銀行及其他借貸之利息	549,260	628,990
Interest on convertible and exchangeable bonds	可換股及可交換債券之利息	–	144,798
Interest on lease liabilities	租賃負債之利息	246,783	258,862
Interest on financing component in contracts with customers	與客戶合約融資組成部分之利息	35,351	81,288
Total finance costs on financial liabilities at amortised cost	按攤銷成本計量之金融負債融資成本總額	831,394	1,113,938
Less: Amount capitalised to properties under development*	減：就發展中物業資本化之金額*	(255,193)	(348,709)
		576,201	765,229

* The finance costs above have been capitalised at a rate of 6.06% to 7.13% (six months ended 30 June 2019: 6.06% to 7.13%) per annum.

* 上述融資成本乃按年率6.06%至7.13%(截至2019年6月30日止六個月：6.06%至7.13%)資本化。

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (Continued)

For the six months ended 30 June 2020

簡明綜合中期財務報表附註(續)

截至2020年6月30日止六個月

9. (LOSS)/PROFIT BEFORE INCOME TAX

9. 所得稅前(虧損)/溢利

		For the six months ended 30 June 截至6月30日止六個月	
		2020 HK\$'000 千港元 (Unaudited) (未經審核)	2019 HK\$'000 千港元 (Unaudited) (未經審核)
	Note 附註		
(Loss)/Profit before income tax is arrived at after charging/(crediting):	所得稅前(虧損)/溢利乃經扣除/(計入)下列各項後得出:		
Amortisation of intangible assets other than goodwill*	除商譽外之無形資產攤銷*	69,027	79,533
Depreciation of property, plant and equipment	物業、廠房及設備折舊		
— Owned assets*	— 自置資產*	374,600	457,103
— Right-of-use assets*	— 使用權資產*	277,059	260,512
Costs of sales and services provided	銷售及提供服務之成本	2,969,073	2,504,311
Loss*/(Gain) on fair value change on financial assets at FVTPL	按公允價值於損益賬處理之金融資產公允價值變動之虧損*/(收益)		
— Listed equity investments	— 上市股本投資	3,534	(9,446)
— Derivatives	— 衍生工具	—	71
Gain on fair value change on financial liabilities at FVTPL	按公允價值於損益賬處理之金融負債公允價值變動之收益		
— Derivatives	— 衍生工具	(2,569)	(23,551)
Write-off of property, plant and equipment*	物業、廠房及設備撇銷*	23,377	4,806
Write-off of inventories*	存貨撇銷*	37,859	—
Interest on lease liabilities	租賃負債之利息	246,783	258,862
Short-term leases expenses	短期租賃開支	12,356	43,135
Variable lease payments	可變租賃付款	251	3,668
Covid-19-Related rent concessions	Covid-19相關租金優惠 (a)	(5,002)	—
Provision for impairment of trade receivables	應收貿易款項減值撥備	11,812	—
Provision for impairment of deposits and other receivables	按金及其他應收款項減值撥備	113,325	19,369
ECLs on financial assets	金融資產之預期信貸虧損	125,137	19,369
Provision for impairment of intangible assets other than goodwill*	除商譽外之無形資產減值撥備*	2,921	—

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (Continued)

For the six months ended 30 June 2020

9. (LOSS)/PROFIT BEFORE INCOME TAX (Continued)

簡明綜合中期財務報表附註(續)

截至2020年6月30日止六個月

9. 所得稅前(虧損)/溢利(續)

		For the six months ended 30 June 截至6月30日止六個月	
		2020 HK\$'000 千港元 (Unaudited) (未經審核)	2019 HK\$'000 千港元 (Unaudited) (未經審核)
Provision for impairment of property, plant and equipment*	物業、廠房及設備減值撥備*	193,715	–
Provision for impairment of goodwill	商譽減值撥備	926,988	–
Loss on disposal of property, plant and equipment*	處置物業、廠房及設備之虧損*	9,555	5,439
Research and development expenses*	研究及開發開支*	82,563	79,453

* included in other operating expenses

(a) As disclosed in note 4, the Group has early adopted the amendment to HKFRS 16, Covid-19-Related Rent Concessions, and has applied the practical expedient introduced by the amendment to all eligible rent concessions received by the Group during the period.

* 計入其他經營開支

(a) 誠如附註4所披露，本集團已提早採納香港財務報告準則第16號之修訂Covid-19相關租金優惠，並已對本集團於期內收取的所有合資格租金優惠應用修訂引入之可行權宜方法。

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (Continued)

For the six months ended 30 June 2020

10. INCOME TAX EXPENSE

簡明綜合中期財務報表附註(續)

截至2020年6月30日止六個月

10. 所得稅開支

		For the six months ended 30 June 截至6月30日止六個月	
		2020 HK\$'000 千港元 (Unaudited) (未經審核)	2019 HK\$'000 千港元 (Unaudited) (未經審核)
The income tax expense comprises:	所得稅開支包括：		
Current tax	本期稅項		
— Hong Kong Profits Tax	— 香港利得稅		
Tax charge for the period	本期稅項支出	—	5,222
— PRC Enterprise Income Tax ("EIT")	— 中國企業所得稅 (「企業所得稅」)		
Tax charge for the period	本期稅項支出	748,005	301,840
(Over)/Under-provision in respect of prior years	過往年度(超額撥備)/撥備不足	(4,054)	150
— Taxation for other jurisdictions	— 其他司法權區之稅項		
Over-provision in respect of prior years	過往年度超額撥備	(203)	—
— PRC Land Appreciation Tax ("LAT")	— 中國土地增值稅(「土地增值稅」)		
Tax charge for the period	本期稅項支出	789,026	354,772
		1,532,774	661,984
Deferred tax	遞延稅項		
— (Credit)/Charge for the period	— 期內(計入)/扣除	(313,098)	653,975
		1,219,676	1,315,959

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (Continued)

For the six months ended 30 June 2020

10. INCOME TAX EXPENSE (Continued)

On 21 March 2018, the Hong Kong Legislative Council passed The Inland Revenue (Amendment) (No.7) Bill 2017 (the "Bill") which introduces the two-tiered profits tax rates regime. The Bill was signed into law on 28 March 2018 and was gazetted on the following day. Under the two-tiered profits tax rates regime, the first HK\$2 million of profits of the qualifying group entity is taxed at 8.25%, and profits above HK\$2 million is taxed at 16.5%. The profits of group entities not qualifying for the two-tiered profits tax rates regime will continue to be taxed at a flat rate of 16.5%.

The directors considered the amount involved upon implementation of the two-tiered profits tax rates is insignificant to the condensed consolidated interim financial statements. No provision for Hong Kong Profits Tax has been made as the Group did not generate any assessable profits arising in Hong Kong for the six months ended 30 June 2020. Hong Kong Profits Tax is calculated at 16.5% of the estimated assessable profit for the six months ended 30 June 2019.

For the six months ended 30 June 2020, PRC EIT has been provided on the estimated assessable profits of subsidiaries operating in Mainland China at 25% (six months ended 30 June 2019: 25%), unless preferential rates are applicable in the cities where the subsidiaries are located.

Taxation arising in other jurisdictions is calculated at the rates prevailing in the relevant jurisdictions.

For the six months ended 30 June 2020, PRC LAT is levied at progressive rates from 30% to 60% (six months ended 30 June 2019: 30% to 60%) on the estimated appreciation of land value, being the proceeds of sales of properties less deductible expenditure including cost of land use rights and development and construction expenditure.

簡明綜合中期財務報表附註(續)

截至2020年6月30日止六個月

10. 所得稅開支(續)

於2018年3月21日，香港立法會通過2017年稅務(修訂)(第7號)條例草案(「條例草案」)，引入兩級制利得稅率制度。條例草案於2018年3月28日簽署成為法律並於翌日刊登憲報。根據兩級制利得稅率制度，合資格集團實體首2百萬港元溢利將按8.25%之稅率徵稅，而超過2百萬港元之溢利則按16.5%之稅率徵稅。不符合兩級制利得稅率制度資格之集團實體之溢利將繼續按16.5%之劃一稅率徵稅。

董事認為，兩級制利得稅率實施後所涉及之金額對簡明綜合中期財務報表而言並不重大。截至2020年6月30日止六個月，由於本集團並無在香港產生任何應課稅溢利，故並無就香港利得稅計提撥備。截至2019年6月30日止六個月，香港利得稅按估計應課稅溢利之16.5%計算。

截至2020年6月30日止六個月，除非附屬公司所在城市設有優惠稅率，否則於中國大陸經營之附屬公司已就其估計應課稅溢利按25%(截至2019年6月30日止六個月：25%)之稅率作出中國企業所得稅撥備。

其他司法權區所產生之稅項乃按相關司法權區之現行稅率計算。

截至2020年6月30日止六個月，中國土地增值稅乃就土地價值之估計增值(即出售物業所得款項減可扣稅開支，包括土地使用權成本以及開發及建築成本)按介乎30%至60%(截至2019年6月30日止六個月：30%至60%)之累進稅率計算。

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (Continued)

For the six months ended 30 June 2020

11. DIVIDEND

No dividend was paid or declared during the six months ended 30 June 2020 (six months ended 30 June 2019: nil).

A final dividend in respect of the year ended 31 December 2018 of 0.15 HK cent per ordinary share, amounting to a total dividend of approximately HK\$102,968,000 was proposed and approved at the annual general meeting of the Company held on 30 May 2019.

12. (LOSS)/EARNINGS PER SHARE

- (a) The calculation of basic loss per share (six months ended 30 June 2019: basic earnings per share) is based on the loss for the period attributable to the owners of the Company of approximately HK\$1,310,581,000 (six months ended 30 June 2019: profit attributable to the owners of the Company of HK\$90,956,000) and on 68,645,535,794 (six months ended 30 June 2019: 68,645,535,794) ordinary shares in issue during the period.
- (b) Diluted loss per share for the six months ended 30 June 2020 was the same as the basic loss per share as there was no potential dilutive ordinary share in issue during the period.

The calculation of diluted earnings per share for the six months ended 30 June 2019 is based on the profit for the period attributable to the owners of the Company adjusted to reflect the interests, unrealised exchange difference and fair value change of embedded derivatives on the convertible and exchangeable bonds and profit or loss attributable to non-controlling interests. The weighted average number of ordinary shares used in the calculation is the number of ordinary shares in issue during the period, which is the same as the basic earnings per share calculation. Diluted earnings per share for the six months ended 30 June 2019 was the same as the basic earnings per share as the convertible and exchangeable bonds outstanding during the period had an anti-dilutive effect on the basic earnings per share.

簡明綜合中期財務報表附註(續)

截至2020年6月30日止六個月

11. 股息

截至2020年6月30日止六個月，概無派付或宣派任何股息(截至2019年6月30日止六個月：無)。

有關截至2018年12月31日止年度之末期股息每股普通股0.15港仙，股息總額約102,968,000港元已於2019年5月30日舉行之本公司股東週年大會提呈及批准。

12. 每股(虧損)/盈利

- (a) 每股基本虧損(截至2019年6月30日止六個月：每股基本盈利)乃按本公司擁有人應佔期內虧損約1,310,581,000港元(截至2019年6月30日止六個月：本公司擁有人應佔溢利90,956,000港元)及期內已發行普通股68,645,535,794股(截至2019年6月30日止六個月：68,645,535,794股)計算。
- (b) 由於截至2020年6月30日止六個月期間並無已發行潛在攤薄普通股，因此期內每股攤薄虧損與每股基本虧損相同。

截至2019年6月30日止六個月之每股攤薄盈利乃按本公司擁有人應佔期內溢利計算，並調整以反映可換股及可交換債券之利息、未變現匯兌差額及嵌入式衍生工具之公允價值變動以及非控股權益應佔損益。計算所用普通股加權平均數即用作計算每股基本盈利之期內已發行普通股數目。截至2019年6月30日止六個月之每股攤薄盈利與每股基本盈利相同，乃由於期內尚未行使之可換股及可交換債券對每股基本盈利有反攤薄影響。

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (Continued)

For the six months ended 30 June 2020

13. PROPERTY, PLANT AND EQUIPMENT

During the six months ended 30 June 2020, the Group acquired property, plant and equipment other than right-of-use assets with total cost of approximately HK\$9,794,000 (six months ended 30 June 2019: HK\$249,910,000).

During the six months ended 30 June 2020, property, plant and equipment with net carrying amount of approximately HK\$23,377,000 (six months ended 30 June 2019: HK\$4,806,000) were written off by the Group.

As at 30 June 2020, the carrying amount of the Group's right-of-use assets is approximately HK\$4,386,972,000 (31 December 2019: HK\$4,868,895,000). During the six months ended 30 June 2020, the Group has entered into several leases for buildings and equipment in Mainland China and Hong Kong (six months ended 30 June 2019: Mainland China, Hong Kong and Singapore), and recognised the additions to right-of-use assets amounting to approximately HK\$70,272,000 (six months ended 30 June 2019: HK\$203,184,000) for the current period.

14. INVESTMENT PROPERTIES

The fair value of the Group's investment properties at 30 June 2020 and 31 December 2019 have been arrived at on market value basis carried out by an independent valuer who holds a recognised and relevant professional qualification and has recent experience in the location and category of the investment properties being valued.

Management has reviewed the independent property valuation and compared it with its own assumptions, with reference to comparable sales transaction data where such information is available, and has concluded that the independent property valuation of the Group's investment properties portfolio is reasonable.

As a result of the update of these valuations, a loss on fair value change of approximately HK\$18,363,000 (six months ended 30 June 2019: gain on fair value change of approximately HK\$1,428,853,000) and deferred tax credit of approximately HK\$4,591,000 (six months ended 30 June 2019: deferred tax charge of HK\$357,213,000) have been recognised in the profit or loss for the investment properties.

簡明綜合中期財務報表附註(續)

截至2020年6月30日止六個月

13. 物業、廠房及設備

截至2020年6月30日止六個月，本集團以成本總額約9,794,000港元(截至2019年6月30日止六個月：249,910,000港元)採購除使用權資產外之物業、廠房及設備。

截至2020年6月30日止六個月，本集團撇銷賬面淨值約23,377,000港元之物業、廠房及設備(截至2019年6月30日止六個月：4,806,000港元)。

於2020年6月30日，本集團使用權資產之賬面值約4,386,972,000港元(2019年12月31日：4,868,895,000港元)。截至2020年6月30日止六個月，本集團就中國內地及香港(截至2019年6月30日止六個月：中國內地、香港及新加坡)之樓宇及設備訂立多份租賃，並於本期間確認添置約70,272,000港元(截至2019年6月30日止六個月：203,184,000港元)之使用權資產。

14. 投資物業

本集團投資物業於2020年6月30日及2019年12月31日之公允價值乃由獨立估值師按市值基準進行，該獨立估值師持有認可相關專業資格，近期亦有評估投資物業所在地點及類別之經驗。

管理層已對獨立物業估值進行審閱，並將其與其自有假設作比較，當中參考過可資比較銷售交易數據之可得資料，認為本集團投資物業組合之獨立物業估值合理。

由於更新該等估值，故此已就投資物業於損益賬確認公允價值變動之虧損約18,363,000港元(截至2019年6月30日止六個月：公允價值變動之收益約1,428,853,000港元)及計入遞延稅項約4,591,000港元(截至2019年6月30日止六個月：扣除遞延稅項357,213,000港元)。

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (Continued)

For the six months ended 30 June 2020

15. INTANGIBLE ASSETS

For the purpose of impairment test, the carrying amount of goodwill is allocated to the following CGUs:

		30 June 2020 2020年 6月30日 HK\$'000 千港元 (Unaudited) (未經審核)	31 December 2019 2019年 12月31日 HK\$'000 千港元 (Audited) (經審核)
Property development	房地產開發	1,529,824	1,529,824
Innovative business — Retailing	創意商業 — 零售	128,759	493,039
Enterprise cloud services	企業雲服務	74,545	75,766
Culture and media services — Cinema business	文化與傳播服務 — 影院業務	2,490,880	3,120,136
Net carrying amount	賬面淨值	4,224,008	5,218,765

The recoverable amounts for the CGUs of “Enterprise cloud services” and “Culture and media services” were determined based on value in use calculations, covering a detailed five-year financial budgets which was approved by management, cash flows for certain CGUs are extrapolated using an estimated weighted average revenue growth rate of 3% to 8% and (6)% to 161% respectively (31 December 2019: 6% to 11% and (48)% to 120%), which does not exceed the long-term growth rate for the business in which the CGU operates. The estimated operating days in 2020 for the CGU of “Culture and media services” has also been dropped to 4 to 6 months (31 December 2019: 6 to 9 months) considering the preventive measure in relation to the COVID-19.

Besides the mentioned changes, all other assumptions have no material change compared with those disclosed in the 2019 annual financial statements.

As a result of the updated goodwill impairment assessments, no impairment loss of goodwill for the CGU of “Enterprise cloud services” has been identified by the directors of the Company during the six months ended 30 June 2020 (six months ended 30 June 2019: nil). An impairment loss on goodwill for the CGU of “Culture and media services” amounting to approximately HK\$566,329,000 was recognised during the six months ended 30 June 2020 (six months ended 30 June 2019: nil).

簡明綜合中期財務報表附註(續)

截至2020年6月30日止六個月

15. 無形資產

就減值檢測而言，商譽之賬面值分配至下列現金產生單位：

「企業雲服務」及「文化與傳播服務」之現金產生單位之可收回金額根據使用價值方法計算，當中涵蓋經管理層批准之五年詳細財政預算，若干現金產生單位之現金流量乃分別使用3%至8%及(6)%至161%(2019年12月31日：6%至11%及(48)%至120%)之估計加權平均收益增長率推斷，並無超越現金產生單位所經營業務之長期增長率。考慮到COVID-19相關的預防措施，「文化與傳播服務」之現金產生單位於2020年的估計營業日數已下降至4至6個月(2019年12月31日：6至9個月)。

除上述變動外，所有其他假設均與2019年年度財務報表所披露者相比並無重大變動。

由於商譽減值評估作出更新，截至2020年6月30日止六個月，本公司董事並無識別「企業雲服務」之現金產生單位之商譽減值虧損(截至2019年6月30日止六個月：無)。截至2020年6月30日止六個月，已確認「文化與傳播服務」之現金產生單位之商譽減值虧損約566,329,000港元(截至2019年6月30日止六個月：無)。

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (Continued)

For the six months ended 30 June 2020

15. INTANGIBLE ASSETS (Continued)

The recoverable amounts for the CGU of “Property development” of 廣州東鏡新城房地產有限公司 was determined based on value in use calculations, covering a detailed five-year financial budgets which was approved by management, cash flows for CGU are extrapolated using projection of future cash flows generated from the sales of properties less cost to completion prepared from the financial budgets.

Below are the key assumptions used for the discounted cash flow calculation:

		30 June 2020 2020年 6月30日 (Unaudited) (未經審核)	31 December 2019 2019年 12月31日 (Audited) (經審核)
Estimated market price (per square meter)	估計市價(每平方米)	RMB26,000 人民幣 26,000 元	RMB26,000 人民幣 26,000 元
Pre-tax discount rate	除稅前貼現率	17%	19%

The estimated market price was determined by the management based on the market information at location nearby the construction project.

Based on the assessment, no impairment loss on goodwill (six months ended 30 June 2019: nil) was recognised in profit or loss during the period.

The recoverable amounts for the CGU of “Innovative business — Retailing” were determined based on value in use calculation, covering a detailed eight-year financial budgets which was approved by management, cash flows for geographical location within the CGU are extrapolated using an estimated weighted average revenue growth rate of 5% to 81% (31 December 2019: 3% to 75%), which does not exceed the long-term growth rate for the business in which the CGU operates.

Other than the estimated weighted average revenue growth rate, all other assumptions remained consistent with those disclosed in the 2019 annual financial statements.

Based on the assessment, an impairment loss on goodwill of approximately HK\$360,659,000 (six months ended 30 June 2019: nil) was recognised in profit or loss during the period.

簡明綜合中期財務報表附註(續)

截至2020年6月30日止六個月

15. 無形資產(續)

廣州東鏡新城房地產有限公司之「房地產開發」現金產生單位之可收回金額根據使用價值方法計算，當中涵蓋經管理層批准之五年詳細財政預算，現金產生單位之現金流量乃使用預測銷售物業所得未來現金流量減財政預算所編製落成成本推斷。

下列為用於計算貼現現金流量之主要假設：

估計市價乃由管理層基於建設項目鄰近地區之市場資料釐定。

基於有關評估，期內並無商譽減值虧損(截至2019年6月30日止六個月：無)於損益賬確認。

「創意商業 — 零售」現金產生單位之可收回金額根據使用價值方法計算，當中涵蓋經管理層批准之八年詳細財政預算，現金產生單位所在地理位置之現金流量乃分別使用5%至81%(2019年12月31日：3%至75%)之估計加權平均收益增長率推斷，並無超逾現金產生單位所經營業務之長期增長率。

除估計加權平均收益增長率外，所有其他假設均與2019年年度財務報表所披露者維持一致。

根據評估，已於期內之損益賬確認商譽減值虧損約360,659,000港元(截至2019年6月30日止六個月：無)。

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (Continued)

For the six months ended 30 June 2020

16. TRADE RECEIVABLES

Trade receivables are due on presentation of invoices. Based on the invoice dates, the aging analysis of the trade receivables is as follows:

		30 June 2020 2020年 6月30日 HK\$'000 千港元 (Unaudited) (未經審核)	31 December 2019 2019年 12月31日 HK\$'000 千港元 (Audited) (經審核)
0-90 days	0 至 90 日	96,747	291,859
91-180 days	91 至 180 日	65,432	86,917
181-270 days	181 至 270 日	115,482	22,816
271-360 days	271 至 360 日	52,519	22,273
Over 360 days	超過 360 日	180,953	151,413
Trade receivables, gross	應收貿易款項毛額	511,133	575,278
Less: Provision for impairment of trade receivables	減：應收貿易款項減值撥備	(96,854)	(88,033)
Trade receivables, net	應收貿易款項淨額	414,279	487,245
Less: Long term trade receivables	減：長期應收貿易款項	(202)	(1,079)
Current portion of trade receivables	應收貿易款項之即期部分	414,077	486,166

17. TRADE PAYABLES

Based on the invoice dates, the aging analysis of the trade payables is as follows:

		30 June 2020 2020年 6月30日 HK\$'000 千港元 (Unaudited) (未經審核)	31 December 2019 2019年 12月31日 HK\$'000 千港元 (Audited) (經審核)
0-90 days	0 至 90 日	1,306,769	2,124,165
91-180 days	91 至 180 日	416,437	84,548
181-270 days	181 至 270 日	1,090,449	736,933
271-360 days	271 至 360 日	29,815	90,765
Over 360 days	超過 360 日	178,976	96,673
Trade payables	應付貿易款項	3,022,446	3,133,084
Less: Long term trade payables	減：長期應付貿易款項	-	(212)
Current portion of trade payables	應付貿易款項即期部分	3,022,446	3,132,872

簡明綜合中期財務報表附註(續)

截至2020年6月30日止六個月

16. 應收貿易款項

應收貿易款項於出示發票時到期。應收貿易款項按發票日期作出之賬齡分析如下：

17. 應付貿易款項

應付貿易款項按發票日期作出之賬齡分析如下：

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (Continued)

For the six months ended 30 June 2020

18. BANK AND OTHER BORROWINGS

		30 June 2020 2020年 6月30日 HK\$'000 千港元 (Unaudited) (未經審核)	31 December 2019 2019年 12月31日 HK\$'000 千港元 (Audited) (經審核)
	Note 附註		
Bank loans	銀行貸款		
— Secured	— 有抵押	9,457,319	11,181,891
— Unsecured	— 無抵押	31,489	52,841
Other borrowings	其他借貸		
— Secured	— 有抵押	10,389,020	7,618,302
— Unsecured	— 無抵押	8,110	-
		19,885,938	18,853,034

The bank and other borrowings of the Group are repayable as follows:

本集團之銀行及其他借貸須於以下年期償還：

		30 June 2020 2020年 6月30日 HK\$'000 千港元 (Unaudited) (未經審核)	31 December 2019 2019年 12月31日 HK\$'000 千港元 (Audited) (經審核)
On demand or within one year	按要求或一年內	10,453,400	15,173,454
In the second year	第二年	9,200,015	2,993,841
In the third to fifth years	第三至五年	232,523	685,739
Wholly repayable within five years	五年內悉數償還	19,885,938	18,853,034
Less: Portion due on demand or within one year under current liabilities	減：計入流動負債按要求或一年內到期之部分	(10,453,400)	(15,173,454)
Portion due over one year under non-current liabilities	計入非流動負債於超過一年到期之部分	9,432,538	3,679,580

簡明綜合中期財務報表附註(續)

截至2020年6月30日止六個月

18. 銀行及其他借貸

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (Continued)

For the six months ended 30 June 2020

18. BANK AND OTHER BORROWINGS (Continued)

- (a) On 25 May 2017, a direct wholly-owned subsidiary of the Company issued a three-year credit enhanced note of US\$500,000,000 (equivalent to approximately HK\$3,885,350,000) at par with a coupon rate of 3.00% per annum. The effective interest rate is 3.41% per annum. During the six months ended 30 June 2020, the note has been settled.

On 21 July 2017, a direct wholly-owned subsidiary of the Company issued a three-year credit enhanced note of US\$400,000,000 (equivalent to approximately HK\$3,124,121,000) at par with a coupon rate of 3.15% per annum. The effective interest rate is 3.54% per annum.

On 8 May 2020, a direct wholly-owned subsidiary of the Company issued a two-year credit enhanced note of US\$500,000,000 (equivalent to approximately HK\$3,877,150,000) at par with a coupon rate of 3.50% per annum. The effective interest rate is 4.19% per annum.

On 11 June 2020, a direct wholly-owned subsidiary of the Company issued a two-year credit enhanced note of US\$350,000,000 (equivalent to approximately HK\$2,714,005,000) at par with a coupon rate of 2.90% per annum. The effective interest rate is 3.63% per annum.

簡明綜合中期財務報表附註(續)

截至2020年6月30日止六個月

18. 銀行及其他借貸(續)

- (a) 於2017年5月25日，本公司之直接全資附屬公司發行500,000,000美元(相當於約3,885,350,000港元)票面年利率3.00%之三年期信用增強票據。實際年利率為3.41%。截至2020年6月30日止六個月，票據已清償。

於2017年7月21日，本公司之直接全資附屬公司發行400,000,000美元(相當於約3,124,121,000港元)票面年利率3.15%之三年期信用增強票據。實際年利率為3.54%。

於2020年5月8日，本公司之直接全資附屬公司發行500,000,000美元(相當於約3,877,150,000港元)票面年利率3.50%之兩年期信用增強票據。實際年利率為4.19%。

於2020年6月11日，本公司之直接全資附屬公司發行350,000,000美元(相當於約2,714,005,000港元)票面年利率2.90%之兩年期信用增強票據。實際年利率為3.63%。

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (Continued)

For the six months ended 30 June 2020

19. LEASE LIABILITIES

(a) Lessee

The analysis of the expense items in relation to lease recognised in profit or loss is as follows:

簡明綜合中期財務報表附註(續)

截至2020年6月30日止六個月

19. 租賃負債

(a) 承租人

與於損益賬確認之租賃有關之開支項目分析如下：

		For the six months ended 30 June 截至6月30日止六個月	
		2020 HK\$'000 千港元 (Unaudited) (未經審核)	2019 HK\$'000 千港元 (Unaudited) (未經審核)
Depreciation charge of right-of-use assets	按相關資產類別劃分		
by class of underlying asset	之使用權資產折舊支出		
— Prepaid land lease payments	— 預付土地租賃費	244	257
— Properties lease contracts	— 物業租賃合約	244,764	249,200
— Equipment	— 設備	32,051	11,055
		277,059	260,512
Interest on lease liabilities (note 8)	租賃負債利息(附註8)	246,783	258,862
Short-term leases expenses	短期租賃開支	12,356	43,135
Variable lease payments	可變租賃付款	251	3,668
Covid-19-Related rent concessions	Covid-19相關租金優惠	(5,002)	—

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (Continued)

For the six months ended 30 June 2020

19. LEASE LIABILITIES (Continued)

(a) Lessee (Continued)

The Group has obtained the right to use on cinemas, offices and store premises through tenancy agreements. The leases typically run for an initial period of 1 to 20 years. Some leases are contracted but not yet commenced. The Group assesses at lease commencement date as at the asset is available to use. Some leases include an option to renew the lease for an additional period after the end of the contract term. Where practicable, the Group seeks to include such extension options exercisable by the Group to provide operational flexibility. The Group assesses at lease commencement date whether it is reasonably certain to exercise the extension options. If the leases contracts are not yet commenced or the Group is not reasonably certain to exercise the extension options, the future lease payments during the extension periods are not included in the measurement of lease liabilities. The potential exposure to the future lease payments contracted but not yet commenced or under extension options not included in lease liabilities (undiscounted) amounted to approximately HK\$3,466,423,000 (31 December 2019: HK\$3,816,373,000).

(b) Lessor

The Group leases out a number of properties. The leases run for an initial period of one to fifteen years (31 December 2019: one to fifteen years), with options for the lessees to renew the lease terms at the expiry dates or at days as mutually agreed between the Group and the lessees. Some of the leases contains contingent rental arrangement which the level of rental depends on the revenue achieved by the lessees.

During the six month ended 30 June 2020, the Group's rental income was approximately HK\$12,046,000 (six month ended 30 June 2019: HK\$21,797,000).

簡明綜合中期財務報表附註(續)

截至2020年6月30日止六個月

19. 租賃負債(續)

(a) 承租人(續)

本集團已透過租賃協議獲得影院、辦公室及店舖物業使用權。租賃一般初步為期1至20年。部分租賃已訂約但尚未開始。本集團於資產可使用日期確認租賃開始日期。部分租賃包括於合約期末後重續租賃以延長租期之選擇權。在切實可行之情況下，本集團力求納入本集團可行使之續租選擇權，以增添營運靈活彈性。本集團於租賃開始日期評估是否合理確定將行使續租選擇權。倘租賃合約尚未開始，或本集團無法合理確定行使續租選擇權，則續租期間之未來租賃付款不會計入租賃負債之計量。並無計入租賃負債(未貼現)之尚未開始租賃合約或續租選擇權項下未來租賃付款之潛在風險約為3,466,423,000港元(2019年12月31日：3,816,373,000港元)。

(b) 出租人

本集團出租多項物業。租約初步為期一至十五年(2019年12月31日：一至十五年)，而承租人有權於租賃到期日或本集團與承租人相互協定之日期重續租約。部分租約包含或然租金安排，或然租金金額視乎承租人的收益而定。

截至2020年6月30日止六個月，本集團之租賃收入約12,046,000港元(截至2019年6月30日止六個月：21,797,000港元)。

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (Continued)

For the six months ended 30 June 2020

20. SHARE CAPITAL

		Number of ordinary shares of HK\$0.01 each 每股面值 0.01 港元之普通股數目	HK\$'000 千港元
Authorised:	法定：		
At 1 January 2019,	於 2019 年 1 月 1 日、		
31 December 2019 (audited) and	2019 年 12 月 31 日 (經審核) 及		
30 June 2020 (unaudited)	2020 年 6 月 30 日 (未經審核)	500,000,000,000	5,000,000
Issued and full paid:	已發行及繳足：		
At 1 January 2019,	於 2019 年 1 月 1 日、		
31 December 2019 (audited) and	2019 年 12 月 31 日 (經審核) 及		
30 June 2020 (unaudited)	2020 年 6 月 30 日 (未經審核)	68,645,535,794	686,455

21. CAPITAL COMMITMENTS

The Group had outstanding commitments as follows:

21. 資本承擔

本集團有下列未支付承擔：

		30 June 2020 2020 年 6 月 30 日 HK\$'000 千港元 (Unaudited) (未經審核)	31 December 2019 2019 年 12 月 31 日 HK\$'000 千港元 (Audited) (經審核)
Contracted but not provided for in respect of:	已訂約但未撥備：		
— Renovation work	— 翻新工程	15,934	16,606
— Properties under development	— 發展中物業	279,594	444,299
— Expansion of cinema business	— 擴充影院業務	37,724	64,964
		333,252	525,869

簡明綜合中期財務報表附註 (續)

截至 2020 年 6 月 30 日止六個月

20. 股本

21. 資本承擔

本集團有下列未支付承擔：

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (Continued)

For the six months ended 30 June 2020

22. CONTINGENT LIABILITIES

Guarantees given in connection with credit facilities granted to:

	30 June 2020 2020年 6月30日 HK\$'000 千港元 (Unaudited) (未經審核)	31 December 2019 2019年 12月31日 HK\$'000 千港元 (Audited) (經審核)
An associate 一間聯營公司	21,313	21,124

There have been no material developments in pending litigation against Banco de Oro Unibank (formerly known as Equitable PCI Bank Inc. and then as Banco de Oro-EPCI Inc.) ("Banco Unibank"), a Filipino bank, and Waterfront Philippines Inc., a Filipino company, as disclosed in the Group's annual audited financial statements for the year ended 31 December 2019. Due to the pending litigation, the Group is not able to obtain any updated indebtedness information from Banco Unibank. Given the foregoing limitation, it is estimated that the outstanding balance of the total indebtedness owing to Banco Unibank was approximately US\$2,750,000 (equivalent to approximately HK\$21,313,000) by reference to the unaudited financial statements of the associate as at 30 June 2020 (31 December 2019: US\$2,699,000 (equivalent to approximately HK\$21,124,000)).

簡明綜合中期財務報表附註(續)

截至2020年6月30日止六個月

22. 或然負債

就下列各方所獲授信貸融資給予之擔保：

誠如本集團截至2019年12月31日止年度之年度經審核財務報表所披露，與一間菲律賓銀行Banco de Oro Unibank(前稱Equitable PCI Bank Inc.，其後稱為Banco de Oro-EPCI Inc.)(「Banco Unibank」)及一間菲律賓公司Waterfront Philippines Inc.之待決訴訟並無重大進展。由於待決訴訟，本集團無法取得Banco Unibank之最新債務資料。鑒於上述限制，參考聯營公司於2020年6月30日之未經審核財務報表，估計結欠Banco Unibank債項總額之未償還結餘約為2,750,000美元(相當於約21,313,000港元)(2019年12月31日：2,699,000美元(相當於約21,124,000港元))。

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (Continued)

For the six months ended 30 June 2020

23. CREDIT FACILITIES

As at 30 June 2020, the Group's credit facilities were secured by the following:

- (a) charge over certain right-of-use assets with a net carrying value of approximately HK\$20,401,000 (31 December 2019: HK\$20,502,000);
- (b) charge over certain buildings with total net carrying value of approximately HK\$577,812,000 (31 December 2019: HK\$615,487,000);
- (c) charge over certain property, plant and equipment other than certain right-of-use assets and buildings disclosed in notes 23(a) and 23(b) with net carrying value of approximately HK\$463,555,000 (31 December 2019: HK\$645,147,000);
- (d) charge over certain investment properties (note 14), properties under development and completed properties held for sale with a total carrying value of approximately HK\$5,388,070,000 (31 December 2019: HK\$5,885,673,000);
- (e) charge over certain financial assets at FVOCI (31 December 2019: financial assets at FVTPL) with a net carrying value of approximately HK\$212,704,000 (31 December 2019: HK\$180,000);
- (f) pledge of certain bank deposits of approximately HK\$9,130,918,000 (31 December 2019: HK\$7,916,464,000), of which approximately HK\$3,721,245,000 (31 December 2019: HK\$4,104,166,000) were for standby letters of credit issued by banks for a total amounts of US\$219,050,000 (31 December 2019: US\$219,050,000) and RMB1,762,120,000 (31 December 2019: RMB2,067,997,000) respectively;
- (g) personal guarantee given by directors; and
- (h) pledge of various shares mortgage of certain subsidiaries, bank accounts charges and corporate guarantee of the Company.

簡明綜合中期財務報表附註(續)

截至2020年6月30日止六個月

23. 信貸融資

於2020年6月30日，本集團之信貸融資以下列各項作為抵押：

- (a) 押記賬面淨值約20,401,000港元(2019年12月31日：20,502,000港元)之若干使用權資產；
- (b) 押記賬面淨值合共約為577,812,000港元(2019年12月31日：615,487,000港元)之若干樓宇；
- (c) 押記賬面淨值約463,555,000港元(2019年12月31日：645,147,000港元)之若干物業、廠房及設備(附註23(a)及23(b)所披露之若干使用權資產及樓宇除外)；
- (d) 押記賬面值合共約為5,388,070,000港元(2019年12月31日：5,885,673,000港元)之若干投資物業(附註14)、發展中物業及已落成待售物業；
- (e) 押記賬面淨值約為212,704,000港元(2019年12月31日：180,000港元)之按公允價值於其他全面收益處理之金融資產(2019年12月31日：按公允價值於損益賬處理之金融資產)；
- (f) 質押若干銀行存款約9,130,918,000港元(2019年12月31日：7,916,464,000港元)，其中約3,721,245,000港元(2019年12月31日：4,104,166,000港元)為銀行發出總額分別219,050,000美元(2019年12月31日：219,050,000美元)及人民幣1,762,120,000元(2019年12月31日：人民幣2,067,997,000元)之備用信用狀；
- (g) 董事給予之個人擔保；及
- (h) 質押若干附屬公司之多項股份抵押、銀行賬戶抵押及本公司之公司擔保。

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (Continued)

For the six months ended 30 June 2020

24. PENDING LITIGATIONS

There have been no material changes and developments in respect of pending litigations of the Group since the disclosure in the Group's annual financial statements for the year ended 31 December 2019.

25. RELATED PARTY TRANSACTIONS

- (a) Remuneration for key management personnel which represents amounts paid to the directors were as follows:

		For the six months ended 30 June 截至6月30日止六個月	
		2020 HK\$'000 千港元 (Unaudited) (未經審核)	2019 HK\$'000 千港元 (Unaudited) (未經審核)
Directors' fees	董事袍金	371	378
Basic salaries, housing, other allowances and benefits in kind	基本薪金、房屋、其他津貼及實物利益	639	526
Discretionary bonus	酌情花紅	-	-
Pension scheme contributions	退休金計劃供款	42	9
		1,052	913

簡明綜合中期財務報表附註(續)

截至2020年6月30日止六個月

24. 待決訴訟

自本集團於截至2019年12月31日止年度之年度財務報表作出披露以來，概無有關本集團待決訴訟之重大變動及發展。

25. 關聯方交易

- (a) 主要管理層人員之酬金指支付予董事之金額，詳情如下：

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (Continued)

For the six months ended 30 June 2020

25. RELATED PARTY TRANSACTIONS (Continued)

- (b) During the six months ended 30 June 2020, the Group entered into the following material transactions with related parties:

簡明綜合中期財務報表附註(續)

截至2020年6月30日止六個月

25. 關聯方交易(續)

- (b) 截至2020年6月30日止六個月，本集團與關聯方進行以下重大交易：

		Transaction amounts 交易額		Balances owed/(owing) 被結欠/(結欠)結餘	
		For the six months ended 30 June 截至6月30日止六個月		30 June 2020年 6月30日	31 December 2019年 12月31日
		2020 HK\$'000 千港元 (Unaudited) (未經審核)	2019 HK\$'000 千港元 (Unaudited) (未經審核)	2020 HK\$'000 千港元 (Unaudited) (未經審核)	2019 HK\$'000 千港元 (Audited) (經審核)
Amount in relation to provision of motion pictures, less distributor fees by:	由以下公司提供影片之相關款項，減發行費用：				
— a company controlled by a director	— 受一名董事控制之公司	(1,487)	(12,341)	(150,105)	(214,499)
Sales of projection equipment to:	向以下公司銷售放映設備：				
— a company controlled by a director	— 受一名董事控制之公司	-	-	44	45
Advance from:	來自以下人士之墊款：				
— a non-controlling shareholder of a subsidiary	— 一間附屬公司之非控股股東	-	-	(12,035)	(12,093)
Loan to:	向以下公司提供之貸款：				
— a company controlled by a director	— 受一名董事控制之公司	-	-	218,890	223,514
— a partnership jointly controlled by a director	— 受一名董事共同控制之合夥企業	-	-	162,526	165,959
Interest income on loan to:	向以下公司提供貸款之利息收入：				
— a company controlled by a director	— 受一名董事控制之公司	10,168	10,428	62,374	53,364
Rental income from:	來自以下公司之租金收入：				
— companies controlled by a director	— 受一名董事控制之公司	183	601	192	200
Information service income from:	來自以下公司之信息服務收入：				
— companies controlled by a director	— 受一名董事控制之公司	93	104	-	-

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (Continued)

For the six months ended 30 June 2020

25. RELATED PARTY TRANSACTIONS (Continued)

(b) (Continued)

The terms of above transactions are within normal trade credit terms and above balances owed/(owing) related parties are unsecured, interest-free and repayable on demand, except for the loan to a company controlled by a director, Ms. Liu Rong, of RMB200,000,000 (equivalent to approximately HK\$218,890,000) which is unsecured, due on 10 November 2021 (31 December 2019: 10 May 2020) and carries interest rate at 9.50% per annum (31 December 2019: 9.00% per annum) and the loan to a partnership jointly controlled by a director, Ms. Liu Rong, of RMB148,500,000 (equivalent to approximately HK\$162,526,000) which is secured, interest-free, and due on 25 February 2023. The maximum outstanding balance during the six months ended 30 June 2020 is equal to the balance as at 30 June 2020 (during the year ended 31 December 2019: approximately HK\$442,837,000).

The Group has not made any provision for bad or doubtful debts in respect of related party debtors nor has any guarantee been given or received during the six months ended 30 June 2020 regarding related party transactions (six months ended 30 June 2019: nil).

Except as disclosed above and elsewhere in these condensed consolidated interim financial statements, there was no material related party transaction carried out during the period.

簡明綜合中期財務報表附註(續)

截至2020年6月30日止六個月

25. 關聯方交易(續)

(b) (續)

上述交易之條款屬正常貿易信貸條款，而上述被結欠／(結欠)關聯方結餘為無抵押、免息及須按要求償還，惟為數人民幣200,000,000元(相當於約218,890,000港元)為授予受董事劉榮女士控制之公司之貸款(有關貸款為無抵押、於2021年11月10日到期(2019年12月31日：2020年5月10日)並按9.50厘年利率(2019年12月31日：年利率9.00厘)計息及為數人民幣148,500,000元(相當於約162,526,000港元)為授予受董事劉榮女士共同控制之合夥企業之貸款，有關貸款為有抵押、免息及於2023年2月25日到期。截至2020年6月30日止六個月最高未償還結餘相當於2020年6月30日的結餘(截至2019年12月31日止年度：約442,837,000港元)。

本集團並無就關聯方債務人之呆壞賬作出任何撥備，亦無就關聯方交易於截至2020年6月30日止六個月作出或獲得任何擔保(截至2019年6月30日止六個月：無)。

除上文及此等簡明綜合中期財務報表其他地方所披露者外，期內概無進行重大關聯方交易。

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (Continued)

For the six months ended 30 June 2020

26. SUMMARY OF FINANCIAL ASSETS AND FINANCIAL LIABILITIES BY CATEGORY

The carrying amounts presented in the condensed consolidated statement of financial position relate to the following categories of financial assets and liabilities:

簡明綜合中期財務報表附註(續)

截至2020年6月30日止六個月

26. 按類別劃分之金融資產及金融負債概要

於簡明綜合財務狀況報表呈列之賬面值與以下金融資產及負債類別有關：

		30 June 2020 2020年 6月30日 Carrying amount 賬面值 HK\$'000 千港元 (Unaudited) (未經審核)	30 June 2020 2020年 6月30日 Fair value 公允價值 HK\$'000 千港元 (Unaudited) (未經審核)	31 December 2019 2019年 12月31日 Carrying amount 賬面值 HK\$'000 千港元 (Audited) (經審核)	31 December 2019 2019年 12月31日 Fair value 公允價值 HK\$'000 千港元 (Audited) (經審核)
Financial assets measured at FVTPL	按公允價值於損益賬處理之金融資產				
— Listed equity investments	— 上市股本投資	3,290	3,290	6,560	6,560
Financial assets measured at FVOCI	按公允價值於其他全面收益處理之金融資產				
— Unlisted equity investments	— 非上市股本投資	212,704	212,704	226,381	226,381
— Unlisted debt investments	— 非上市債務投資	324	324	324	324
Financial assets measured at amortised cost	按攤銷成本計量之金融資產				
— Cash and cash equivalents	— 現金及等同現金項目	3,411,593	3,411,593	743,055	743,055
— Pledged and restricted bank deposits	— 已抵押及受限制銀行存款	9,495,349	9,495,349	10,977,565	10,977,565
— Trade receivables	— 應收貿易款項	414,279	414,279	487,245	487,245
— Deposits and other receivables	— 按金及其他應收款項	2,017,147	2,017,147	2,207,109	2,207,109
— Amounts due from associates	— 應收聯營公司款項	27,529	27,529	24,426	24,426
— Amounts due from joint ventures	— 應收合營企業款項	865	865	836	836
— Amounts due from related parties	— 應收關聯方款項	445,469	445,469	445,708	445,708
		16,028,549	16,028,549	15,119,209	15,119,209

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (Continued)

For the six months ended 30 June 2020

26. SUMMARY OF FINANCIAL ASSETS AND FINANCIAL LIABILITIES BY CATEGORY (Continued)

The carrying amounts presented in the condensed consolidated statement of financial position relate to the following categories of financial assets and liabilities (Continued):

簡明綜合中期財務報表附註(續)

截至2020年6月30日止六個月

26. 按類別劃分之金融資產及金融負債概要(續)

於簡明綜合財務狀況報表呈列之賬面值與以下金融資產及負債類別有關(續)：

		30 June 2020 2020年 6月30日 Carrying amount 賬面值 HK\$'000 千港元 (Unaudited) (未經審核)	30 June 2020 2020年 6月30日 Fair value 公允價值 HK\$'000 千港元 (Unaudited) (未經審核)	31 December 2019 2019年 12月31日 Carrying amount 賬面值 HK\$'000 千港元 (Audited) (經審核)	31 December 2019 2019年 12月31日 Fair value 公允價值 HK\$'000 千港元 (Audited) (經審核)
Financial liabilities measured at FVTPL	按公允價值於損益賬處理之金融負債				
— Derivatives	— 衍生工具	-	-	2,569	2,569
Financial liabilities measured at amortised costs	按攤銷成本計量之金融負債				
— Trade payables	— 應付貿易款項	3,022,446	3,022,446	3,133,084	3,133,084
— Other payables and accruals	— 其他應付款項及應計費用	1,974,446	1,974,446	1,655,660	1,655,660
— Amount due to a director	— 欠一名董事款項	21,575	21,575	12,552	12,552
— Amounts due to associates	— 欠聯營公司款項	5,587	5,587	5,180	5,180
— Amounts due to related parties	— 欠關聯方款項	164,747	164,747	232,104	232,104
— Bank and other borrowings	— 銀行及其他借貸	19,885,938	19,885,938	18,853,034	18,853,034
— Lease liabilities	— 租賃負債	5,849,301	5,849,301	6,046,841	6,046,841
— Other employee benefits	— 其他僱員福利	63,300	63,300	64,959	64,959
		30,987,340	30,987,340	30,005,983	30,005,983

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (Continued)

For the six months ended 30 June 2020

26. SUMMARY OF FINANCIAL ASSETS AND FINANCIAL LIABILITIES BY CATEGORY (Continued)

(a) Financial instruments not measured at fair value

Financial instruments not measured at fair value include cash and cash equivalents, pledged and restricted bank deposits, trade receivables, deposits and other receivables, amounts due from associates, amounts due from joint ventures, amounts due from related parties, trade payables, other payables and accruals, lease liabilities, bank and other borrowings, other employee benefits, amount due to a director, amounts due to associates and amounts due to related parties.

Due to their short term nature, the carrying values of pledged and restricted bank deposits and cash and cash equivalents, trade receivables, deposits and other receivables, amounts due from/(to) associates, amounts due from joint ventures, amounts due from/(to) related parties, amount due to a director, trade payables, other payables and accruals and other employee benefits approximates their fair value.

The fair value of long term trade receivables, deposits and other receivables under non-current assets, long term lease liabilities and other employee benefits and trade payables under non-current liabilities approximates their carrying values as the impact of discounting were immaterial.

The carrying amounts of the bank and other borrowings approximate their fair values as these borrowings are mainly floating-rate borrowings.

(b) Financial instruments measured at fair value

The fair value measurement of the Group's financial and non-financial assets and liabilities utilised market observable inputs and data as far as possible. Inputs used in determining fair value measurements are categorised into different levels based on how observable the inputs used in the valuation technique are (the "Fair Value Hierarchy"):

簡明綜合中期財務報表附註(續)

截至2020年6月30日止六個月

26. 按類別劃分之金融資產及金融負債概要(續)

(a) 並非按公允價值計量之金融工具

並非按公允價值計量之金融工具包括現金及等同現金項目、已抵押及受限制銀行存款、應收貿易款項、按金及其他應收款項、應收聯營公司款項、應收合營企業款項、應收關聯方款項、應付貿易款項、其他應付款項及應計費用、租賃負債、銀行及其他借貸、其他僱員福利、欠一名董事款項、欠聯營公司款項及欠關聯方款項。

由於到期日較短，故已抵押及受限制銀行存款以及現金及等同現金項目、應收貿易款項、按金及其他應收款項、應收/(欠)聯營公司款項、應收合營企業款項、應收/(欠)關聯方款項、欠一名董事款項、應付貿易款項、其他應付款項及應計費用以及其他僱員福利之賬面值與其公允價值相若。

長期應收貿易款項、非流動資產項下之按金及其他應收款項、長期租賃負債以及非流動負債項下之其他僱員福利及應付貿易款項之公允價值與其賬面值相若，原因為貼現影響並不重大。

銀行及其他借貸之賬面值與其公允價值相若，原因為該等借貸主要為浮息借貸。

(b) 按公允價值計量之金融工具

本集團金融及非金融資產及負債之公允價值計量盡可能使用市場可觀察輸入數據及數值。釐定公允價值計量所使用輸入數據乃基於估值方法中所使用輸入數據之可觀察程度分為不同層級(「公允價值層級」)：

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (Continued)

For the six months ended 30 June 2020

26. SUMMARY OF FINANCIAL ASSETS AND FINANCIAL LIABILITIES BY CATEGORY (Continued)

(b) Financial instruments measured at fair value (Continued)

The following table provides an analysis of financial instruments carried at fair value by level of Fair Value Hierarchy:

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

The classification of an item into the above levels is based on the lowest level of the inputs used that has a significant effect on the fair value measurement of the item. Transfers of items between levels are recognised in the period they occur.

The fair value of financial assets and liabilities with standard terms and conditions and traded on active liquid markets are determined with reference to quoted market prices.

The valuation techniques and significant unobservable inputs used in determining the fair value measurement of level 2 financial instruments, as well as the relationship between key observable inputs and fair value are set out below.

The fair value of interest rate swap is calculated as the present value of the estimated future cash flows based on observed yield curves.

The fair value of exchange rate swap is determined based on the forward exchange rate at the reporting date.

簡明綜合中期財務報表附註(續)

截至2020年6月30日止六個月

26. 按類別劃分之金融資產及金融負債概要(續)

(b) 按公允價值計量之金融工具(續)

下表提供按公允價值層級劃分之按公允價值列賬之金融工具分析：

- 第1層：相同資產或負債於活躍市場所報價格(未經調整)；
- 第2層：就資產或負債而直接(即價格)或間接(即從價格推算)可觀察之輸入數據(不包括第1層所包含之報價)；及
- 第3層：並非根據可觀察市場數據而得出之資產或負債輸入數據(無法觀察輸入數據)。

分類為上述層級之項目乃基於所使用對該項目公允價值計量產生重大影響之最低層級輸入數據確定。層級之間項目轉撥於其產生期間確認。

具備標準條款及條件以及於活躍流通市場買賣之金融資產及負債之公允價值乃參考市場報價而釐定。

下文載列於釐定第2層金融工具之公允價值計量時所運用估值技術及重大而無法觀察之輸入資料，以及主要可觀察輸入資料與公允價值之間的關係。

利率掉期之公允價值乃根據可觀察利率曲線計作估計未來現金流量之現值。

匯率掉期之公允價值乃根據報告日期之遠期匯率釐定。

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (Continued)

For the six months ended 30 June 2020

26. SUMMARY OF FINANCIAL ASSETS AND FINANCIAL LIABILITIES BY CATEGORY (Continued)

(b) Financial instruments measured at fair value

(Continued)

The financial assets and liabilities measured at fair value in the condensed consolidated statement of financial position are grouped into Fair Value Hierarchy as follows:

		Level 1 第1層 HK\$'000 千港元	Level 2 第2層 HK\$'000 千港元	Level 3 第3層 HK\$'000 千港元	Total 總計 HK\$'000 千港元
As at 30 June 2020 (unaudited)	於2020年6月30日 (未經審核)				
Assets	資產				
Financial assets at fair value	按公允價值列賬之 金融資產				
— Listed equity investments	— 上市股本投資	3,290	—	—	3,290
— Unlisted equity investments	— 非上市股本投資	—	212,704	—	212,704
— Unlisted debt investments	— 非上市債務投資	—	324	—	324
Total fair value	公允價值總額	3,290	213,028	—	216,318
As at 31 December 2019 (audited)	於2019年12月31日 (經審核)				
Assets	資產				
Financial assets at fair value	按公允價值列賬之 金融資產				
— Listed equity investments	— 上市股本投資	6,560	—	—	6,560
— Unlisted equity investments	— 非上市股本投資	—	226,381	—	226,381
— Unlisted debt investments	— 非上市債務投資	—	324	—	324
Total fair value	公允價值總額	6,560	226,705	—	233,265
Liabilities	負債				
Financial liabilities at fair value	按公允價值列賬之 金融負債				
— Derivatives	— 衍生工具	—	2,569	—	2,569
Total fair value	公允價值總額	—	2,569	—	2,569

During the six months ended 30 June 2020, there have been no significant transfers between level 1, 2 and 3 in the reporting period (six months ended 30 June 2019: no significant transfers). The methods and valuation techniques used for the purpose of measuring fair value are unchanged compared to the previous reporting period.

簡明綜合中期財務報表附註(續)

截至2020年6月30日止六個月

26. 按類別劃分之金融資產及金融負債概要(續)

(b) 按公允價值計量之金融工具(續)

於簡明綜合財務狀況報表內按公允價值計量之金融資產及負債劃分為以下公允價值層級：

截至2020年6月30日止六個月，第1層、第2層及第3層之間於報告期間並無重大轉撥(截至2019年6月30日止六個月：並無重大轉撥)。用於計量公允價值之方法及估值技術與過往報告期間相比並無變動。

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (Continued)

For the six months ended 30 June 2020

26. SUMMARY OF FINANCIAL ASSETS AND FINANCIAL LIABILITIES BY CATEGORY (Continued)

(b) Financial instruments measured at fair value (Continued)

Reconciliation for financial instruments carried at fair value based on significant unobservable inputs (Level 3) are as follows:

簡明綜合中期財務報表附註(續)

截至2020年6月30日止六個月

26. 按類別劃分之金融資產及金融負債概要(續)

(b) 按公允價值計量之金融工具(續)

按重大不可觀察輸入數據(第3層)計算之按公允價值列賬之金融工具之對賬如下:

		2020 HK\$'000 千港元	2019 HK\$'000 千港元
Financial assets at FVOCI	按公允價值於其他全面收益處理之金融資產		
— Unlisted equity investments	— 非上市股本投資		
At 1 January (audited)	於1月1日(經審核)	-	5,694
Disposal	出售	-	(5,694)
At 30 June 2020 (unaudited)/	於2020年6月30日(未經審核)/		
31 December 2019 (audited)	2019年12月31日(經審核)	-	-
Financial liabilities at FVTPL	按公允價值於損益賬處理之金融負債		
— Derivatives	— 衍生工具		
At 1 January (audited)	於1月1日(經審核)	-	21,476
Change in fair value	公允價值變動	-	(21,476)
At 30 June 2020 (unaudited)/	於2020年6月30日(未經審核)/		
31 December 2019 (audited)	2019年12月31日(經審核)	-	-

MANAGEMENT DISCUSSION AND ANALYSIS

The Group continued to operate in the areas of culture and media services, property development and enterprise cloud services, through Dadi Media (HK) Limited and its subsidiaries, Dadi Cinema Investment Limited and its subsidiaries and Oristar Technology (HK) Limited and its subsidiaries (collectively referred to as “Dadi Media”), Nan Hai Development Limited and its subsidiaries (collectively referred to as “Nan Hai Development”) and Sino-i Technology Limited (stock code: 250) and its subsidiaries (collectively referred to as “Sino-i”). In the meantime, the Group has also engaged in businesses through Dadi News Media (HK) Limited together with its subsidiaries (collectively referred to as “News Media Business”) and Dadi Innovation (HK) Limited together with its subsidiaries (collectively referred to as “Innovative Business”).

The Group issued credit enhanced notes in aggregate amount of US\$850 million in May and June 2020, respectively, which were listed on the Hong Kong Stock Exchange. The successful issuance of these notes reduced the financing costs and improved the liability structure of the Group, representing investors’ recognition to the overall strength of the Group.

During the reporting period, revenue of the Group was approximately HK\$6,094.9 million (for the six months ended 30 June 2019: HK\$5,607.9 million). Loss for the period was approximately HK\$1,500.8 million (for the six months ended 30 June 2019: profit of HK\$9.3 million). The loss was primarily due to the impact of the COVID-19 epidemic (“Epidemic”) on the business of the culture and media services segment, and also, as a matter of prudence, the Group made a provision for impairment of the Group’s property, plant and equipment and goodwill of the culture and media services and innovative business segments of approximately HK\$1,120.7 million. Such impairment was calculated in accordance with Hong Kong Accounting Standard 36 — Impairment of Assets. The provision for impairment was a non-cash item and had no impact on the operations and working capital of the Group.

During the reporting period, the Group continued to take measures to control costs and expenses. With the gradual improvement of the Epidemic situation in China and the adjustment of prevention and control measures, the audience’s demand for watching movies is recovering progressively, and the business environment of the industry will improve gradually. The Group will strive to promote the resumption of cinemas and improve the performance of the culture and media services segment. With the increase in consumer disposable income and appetite for culture and personal care products, the business of the Group will sustain growth in the long run.

管理層討論與分析

本集團透過旗下大地傳播(香港)有限公司及其附屬公司、大地影院投資有限公司及其附屬公司及辰星科技(香港)有限公司及其附屬公司(統稱「大地傳播」)、南海發展有限公司及其附屬公司(統稱「南海發展」)和中國數碼信息有限公司(股份代號：250)及其附屬公司(統稱「中國數碼」)持續深耕於文化與傳播服務、房地產開發及企業雲服務領域，各項業務持續推進。同時，本集團通過大地傳媒(香港)有限公司及其附屬公司(統稱「新聞傳播業務」)及大地創意商業(香港)有限公司及其附屬公司(統稱「創意商業」)繼續佈局相關領域。

本集團於2020年5月及6月先後合計發行了8.5億美元的信用增強票據，並於香港聯交所成功上市。該等票據的成功發行有利於本集團降低融資成本，優化負債結構，體現了投資人對本集團整體實力的認可。

報告期內，本集團之收益約為60.949億港元(截至2019年6月30日止六個月：56.079億港元)，期內虧損約為15.008億港元(截至2019年6月30日止六個月：溢利0.093億港元)。造成虧損的主要原因除新型冠狀病毒疫情(「疫情」)對文化與傳播服務分部在業務上的影響外，還有本集團根據謹慎性原則，對文化與傳播服務及創意商業分部之物業、廠房及設備以及商譽計提減值撥備合計約11.207億港元，此項撥備乃根據香港會計準則第36號 — 資產減值計算得出。有關減值撥備屬非現金項目，未對本集團的營運及流動資金產生影響。

在報告期內，本集團持續採取措施控制成本和開支。隨著中國疫情情況逐漸改善和防控措施調整，觀眾的觀影需求逐步恢復，行業的景氣度也在逐漸提升，本集團將努力推動復工進程，提升文化與傳播服務分部業績。隨著消費者可支配收入和對文化、個人護理產品等可選消費需求的增加，本集團業務長期持續向好。

MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

Culture and Media Services

Business Review

During the reporting period, revenue of this business segment was approximately HK\$158.1 million (for the six months ended 30 June 2019: HK\$2,356.8 million). Loss before income tax was approximately HK\$1,973.1 million (for the six months ended 30 June 2019: HK\$451.1 million). During the reporting period, the provision for impairment of property, plant and equipment and goodwill of this business segment was approximately HK\$725.7 million.

Cinema Operation

During the reporting period, according to requirements for Epidemic prevention and control and industry regulatory requirements in all regions in China, all domestic cinemas have been suspended since 24 January 2020. During the reporting period, the national gross box office of the film market amounted to approximately RMB2,084 million (excluding service charges), representing a year-on-year decrease of approximately 92.78%; the total admission of audience was approximately 61 million, representing a year-on-year decrease of approximately 92.46%. At the same time, fixed costs such as employee salaries and cinema rentals were still incurred.

As a result of the foregoing, during the reporting period, the operating income of cinema operation and cinema media advertising decreased significantly as compared to the corresponding period of 2019. The cinema business of this business segment achieved a box office revenue (tax included) of approximately RMB94.40 million (excluding service charges), representing a year-on-year decrease of approximately 94.21%. During the Epidemic, the management of the Company monitored the development of the Epidemic closely and continued to evaluate and adopted the following measures: (1) continue to improve internal management efficiency, accelerate the upgrade of the IT structure and transformation of digitalization of the Group, improve the operation management level of the Group and enhance the competitiveness of the Group as one of the leading cinema operation companies; (2) leverage on internet distribution ecology such as e-commerce platforms and live streaming platforms to expand growth; (3) pay close attention to the supporting policies in relation to the Epidemic of the government and financial institutions, and strive to obtain government subsidies and tax refund to ease the operating pressure during the Epidemic and minimize the adverse impact of the Epidemic; and (4) continue to implement the OMO (Online — Merge — Offline) business model and deepen the "Film +" strategy to enhance precise marketing and personalized consumer satisfaction relying on big data in deepening the behavioral insights of the consumption patterns of audiences, in order to fully prepare for increasing consumer loyalty to the platform after the Epidemic as well as further improving user conversion rates.

管理層討論與分析 (續)

文化與傳播服務

業務回顧

報告期內，本業務部門之收益約為1.581億港元(截至2019年6月30日止六個月：23.568億港元)，所得稅前虧損約為19.731億港元(截至2019年6月30日止六個月：4.511億港元)。報告期內，本業務部門的物業、廠房及設備以及商譽計提減值撥備約為7.257億港元。

影院終端

報告期內，根據中國各地疫情防控及行業監管要求，全國影院自2020年1月24日起全部暫停營業。報告期內，全國電影市場總票房約為20.84億元人民幣(不含服務費)，同比減少約92.78%；觀影總人次約為6,100萬，同比減少約92.46%。但同時仍產生員工薪酬、影院租金等固定成本費用。

受此影響，報告期內影院終端及影院媒體廣告的經營收入較2019年同期大幅減少，本業務部門影院業務含稅票房收入約為9,440萬元人民幣(不含服務費)，同比下降約94.21%。在疫情期間，公司管理層密切關注疫情的發展情況，持續評估並採取以下積極應對措施：(1)持續提升內部管理效率，加速公司IT架構升級和數字化轉型，提高公司經營管理水平，提升公司作為頭部影投公司的競爭力；(2)利用電商平台、直播平台等互聯網分銷生態、拓展利潤增長點；(3)密切關注政府和金融機構的疫情扶持政策，努力爭取政府補貼、稅費返還，緩解疫情期間經營壓力，將疫情造成的不利影響降到最低；及(4)持續深耕OMO(線上線下融合)業務模式，繼續深化「電影+」戰略，依靠大數據深化對觀眾消費行為的洞察，強化精準營銷和個性化消費滿足，為疫情過後增加消費者對於平台的黏性，以及進一步提升用戶轉化率做了充足準備。

MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

Culture and Media Services (Continued)

Business Review (Continued)

Dadi Film

During the reporting period, affected by the Epidemic, the film industry was suspended and the suspension of screenings has brought a significant impact on the film industry. Nevertheless, Dadi Film continued to promote its main business and strived to minimize the impact of the Epidemic.

During the reporting period, Dadi Film continued its strategy for 2019, holding on to its stable content making philosophy and keep striving for room for improvement. It has identified and developed projects with market potential on its own or cooperate with the leading production team in the industry. Dadi Film has strived to develop its project on its own and it has optimized the cooperation with the leading production team to ensure the quality of the output so as to fully prepare for film production after the resumption of work. Dadi Film has also actively explored distribution channels for completed film projects and through new Internet cooperation models.

During the reporting period, the industry of animation contents adjusted its business structure, strategically focused on the in-depth operation of core projects, and continued to maintain a good and stable cooperative relationship with the channels.

Oristar

During the reporting period, the Epidemic has brought unprecedented challenges to the cinema industry and Oristar. However, in the midst of challenges, Oristar captured a rare opportunity of “internal development” in the transformation process. Oristar Technology (HK) Limited and its subsidiaries (collectively referred to as “Oristar”) has implemented the positioning of a digital Internet company in the cinema industry, and has deepened and optimized the revenue management platform of the Oristar cloud cinema (Software as a Service (“SaaS”)-based cinema digitalization total solution) to provide cinemas complete business support including ticket sales, retail, membership management, membership marketing, cinema operation decision-making support and big data BI (business intelligence) services, and offer complete mobile solutions for consumers and operators in respect of APP, H5, mini programs, etc.

During the reporting period, Oristar completed an “error-free” contactless online system switching for nearly 500 cinemas of the Group, and realized the first “non-inductive” cloud-based upgrade in the domestic cinema industry. Subsequently, the Group completed the switching and transfer of information of certain customers in respect of the revenue management platform product of the Oristar cloud, which have won positive feedback from customers in the industry, reflecting Oristar’s spirit of being the first and being innovative as well as its positive industry influence. At the same time, Oristar has further optimized the capabilities of the “Oristar cloud” platform and continued to improve and innovate in terms of empowering cinema marketing, basic revenue management, and in-depth membership operations.

管理層討論與分析 (續)

文化與傳播服務 (續)

業務回顧 (續)

大地電影

報告期內，受疫情影響，電影產業按下了暫停鍵，放映環節的中止給電影產業帶來了嚴重衝擊，但大地電影依舊推進主營業務，努力將疫情的影響降低到最小。

報告期內，大地電影依舊延續2019年的戰略，堅持穩扎穩打、精益求精的原創內容理念，通過自研或與業內創製作一線團隊合作，挖掘開發具有市場潛力的項目。大地電影一方面沉心靜氣打磨自研項目，另一方面優化同一線創作團隊的合作模式保證產出劇本的品質，為復工復產後的影視製作做充足的準備。同時，大地電影也積極探索已成片項目的發行渠道，創新互聯網合作新模式。

報告期內，動漫內容產業方面調整了業務結構，戰略聚焦於核心項目的深度經營，繼續與渠道端保持著良好而穩定的合作關係。

辰星科技

報告期內，疫情給影院行業和辰星科技帶來了前所未有的挑戰，然而危中有機，辰星科技也迎來了轉型過程中一個難得的「修內功」的機會。辰星科技(香港)有限公司及其附屬公司(統稱「辰星科技」)踐行影院產業數字互聯網公司的定位，深化完善辰星雲影院收益管理平台(SaaS(軟件即服務)化的影院數字化整體解決方案)為影院提供從售票、零售、會員管理、會員營銷、影院經營決策支持以及大數據商業智能服務的完整業務閉環支持，並提供完整的APP、H5、小程序等面向消費者和經營者的移動端解決方案。

報告期內，辰星科技完成了本集團近500家影院「零失誤」無接觸純線上系統切換，實現了國內影院行業首創「無感式」雲化升級，隨後完成部分客戶的辰星雲收益管理平台產品的切換與數據遷移，得到業內客戶一致好評，體現了辰星科技敢為人先、勇於創新的精神和良好的行業影響力。同時，辰星科技進一步完善了「辰星雲」的平台能力，在賦能影院營銷、基礎收益管理、會員深度運營等方面持續改進和創新。

MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

Culture and Media Services (Continued)

Business Review (Continued)

Oristar (Continued)

With the continuous expansion of product capabilities and market influence, as at 30 June 2020, Oristar provided services for approximately 1,885 cinemas, covering approximately 11,747 halls in 31 provinces (autonomous regions, municipalities) across China.

Prospects

The Epidemic has a huge impact on the China and global cinema industry. We expect that after the Epidemic stabilizes, the supply of high-quality contents will continue to accelerate and the market will recover steadily. In the future, besides optimizing the nationwide cinema layout and structure, we will strategically focus on the cinemas in those important regions, create a specific innovative cinema service model. We remain optimistic about the medium and long term development of the cinema industry in PRC. In 2020, we will adhere to our core values of “client-oriented, integrity, proactive, entrepreneurship, learn-to-grow” to continue the establishment of a film-based platform of culture and entertainment. We will strengthen cooperation with high-quality commercial resources and focus on the provision of excellent content. At the same time, we will strengthen our competitive advantages to provide consumers with a better viewing experience. We emphasize the demand of audience to realize deep cultivation and coordination of the industrial chain. We will continue to make efforts in all aspects of cinema operation business, content business and cinema revenue service, and set an industry benchmark for cinema service.

Property Development

Business Review

During the reporting period, revenue of this business segment was approximately HK\$5,386.0 million (for the six months ended 30 June 2019: HK\$2,532.9 million) and profit before income tax was approximately HK\$2,497.5 million (for the six months ended 30 June 2019: HK\$2,387.7 million). The increase of revenue was mainly due to the recognition of the income of Phase 4 of “The Peninsula” during the reporting period.

“The Peninsula” Project in Shenzhen

Located in the prime triangle zone formed by Qianhai Shenzhen-Hong Kong cooperation free trade zone, Houhai financial and commercial center and Shekou free trade zone, “The Peninsula”, the project under Nan Hai Development, commands the beautiful landscape of Shenzhen Bay Port. The project is developed in five phases with a total gross floor area over a million sq.m., establishing a diversified business format combining high-end housing, intelligent business, smart hotel, office sharing, creative theater and yacht club etc.

管理層討論與分析 (續)

文化與傳播服務 (續)

業務回顧 (續)

辰星科技 (續)

在產品能力和市場影響力的不斷擴大之下，截至2020年6月30日，辰星科技服務影院數達到約1,885家，累計覆蓋影廳約11,747個，輻射中國31個省（自治區、直轄市）。

展望

疫情對中國乃至全球電影行業衝擊巨大。我們預計，在疫情穩定後，優質內容的供給會不斷加速，市場也會穩定復蘇。未來，在優化全國影院佈局結構的基礎上，我們將持續對重點票倉區域的影院進行戰略聚焦，更有針對性地創新影院服務模式。總體上，我們對中國影院行業中長期發展保持樂觀態度。2020年我們將秉承「客戶至上、誠信正直、主動協作、創業精神、學習成長」的核心價值觀，持續構建以電影為基礎的消費娛樂平台。我們會加強與優質商業資源的合作，專注於優秀內容的提供，同時也會強化差異化競爭優勢，給消費者提供更好的觀影體驗。我們始終強調以觀影用戶的需求為核心，實現產業鏈的深耕和協同，從影院終端業務、內容端業務以及影院收益服務各方面發力，打造影院、電影內容及觀影服務的行業標杆。

房地產開發

業務回顧

報告期內，本業務部門之收益約為53.860億港元，（截至2019年6月30日止六個月：25.329億港元），所得稅前溢利約為24.975億港元（截至2019年6月30日止六個月：23.877億港元）。收益增加的主要原因為「半島·城邦」四期於報告期內確認收入。

深圳「半島·城邦」項目

南海發展旗下項目深圳「半島·城邦」，地處前海深港合作自貿區、後海金融商業中心與蛇口自貿區黃金三角核心地帶，坐擁深圳灣區得天獨厚的山海資源。項目共分五期開發，總建築面積逾百萬平方米，打造高端住宅、智能商業、智能酒店、共享辦公、創想劇院、遊艇會等多元業態。

MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

Property Development (Continued)

Business Review (Continued)

"The Peninsula" Project in Shenzhen (Continued)

Phases 1 and 2 of "The Peninsula" have been sold out. The sale of Phase 3 was launched in April 2016 and almost sold out currently. The sale of Phase 4 of "The Peninsula" was launched on 23 April 2019 with the sell through rate reaching 82% on that day. As at 30 June 2020, accumulated sales amounted to approximately RMB7,447 million. The project is currently in the stage of decoration works. The Group is holding 55,800 sq.m. of the commercial portion to establish businesses including smart hotel, intelligent business and shared offices according to the idea of "world citizen style and stay with the trend". Operation will be commenced by the first half of 2021.

"Free Man Garden" Project in Guangzhou

Located at the Guangzhou airport economic development area, adjacent to Baiyun International Airport and Guangzhou North Comprehensive Passenger Transportation Hub, "Free Man Garden" project of Nan Hai Development in Guangzhou creates an eco-friendly residential area of 1.5 million sq.m. in the north of Baiyun district, Guangzhou featuring new environment-friendly concepts, scarce urban green belts and excellent community operations. It is a complex comprising housing, commercial facilities, cinema, school, garden, clubhouse and various large scale sports facilities, definitely a quality liveable district with eco-friendly and oxygen-rich features in Guangzhou. The "Free Man Garden" project comprises a total of eight phases, of which Phases 1, 2, 4 and 7 have been almost sold out. The sale of Phases 5 and 6 were launched on 1 December 2018. As at 30 June 2020, a total of 527 flats with an aggregate area of approximately 67,109 sq.m. were sold for sales amount of approximately RMB1,639 million. Phase 3 known as "Freedom Lane (自由里)" with a gross floor area of approximately 36,000 sq.m. is self-owned for providing comprehensive services of catering, entertainment and culture and commenced operation with a grand opening held on 28 December 2019. Currently, famous brands including Dadi Cinema, McDonald's and RT-MART have opened.

Moreover, the Group has created a new model of operation in real estate business and developed quality projects in various ways. The "Jinghu Boulevard" Project sitting to the east of "Free Man Garden" in Guangzhou in which the Group has invested in is currently with an aboveground floor area of approximately 80,000 sq.m. and will be developed into a commercial complex integrating catering, hotel, entertainment, etc. Leveraging on the experience accumulated in the development of "The Peninsula" and "Free Man Garden" projects, the Group is actively exploring strategic cooperation in respect of a number of projects and invest in the construction of various quality projects in order to materialize a steady and sustainable development of the property development business.

管理層討論與分析 (續)

房地產開發 (續)

業務回顧 (續)

深圳「半島·城邦」項目 (續)

其中，「半島·城邦」一期、二期已售罄，三期於2016年4月開盤，現已基本售罄。「半島·城邦」四期於2019年4月23日開盤銷售，開盤當天去化率82%，截至2020年6月30日，累計銷售額達約74.47億元人民幣，目前項目進入精裝修施工階段；本集團自持5.58萬平方米的商業部分，正按照「世界公民風格、與時代同步」的理念打造智能酒店、智能商業、共享辦公等業態，計劃將於2021年上半年開業。

廣州「自由人花園」項目

南海發展旗下項目廣州「自由人花園」，坐落廣州空港經濟開發區，毗鄰白雲國際機場與廣州北站綜合交通樞紐，以新銳的環保理念、稀缺的城市綠地、卓越的小區運營，創寫廣州市白雲北150萬平方米生態人居版圖，集住宅、商業、影院、學校、園林、會所和各類大型運動設施於一體，是廣州市高質量大型生態活氧小區。「自由人花園」總計八期，其中一期、二期、四期和七期基本售罄，五、六期於2018年12月1日推售，截至2020年6月30日共售出527套，面積約67,109平方米，銷售金額約16.39億元人民幣；三期自持商業項目「自由里」總建築面積約3.6萬平方米，打造餐飲、娛樂、文化為一體的多元綜合服務體，已於2019年12月28日盛大開業，現已進駐了大地影院、麥當勞和大潤發超市等大型商戶。

另外，本集團積極創新房地產經營模式，以多種形式開拓優質項目，目前投資的位於廣州自由人花園東側的廣州鏡湖大道項目，地上建築面積約8萬平方米，將建設成為涵蓋餐飲、酒店、娛樂等功能的綜合商業項目。本集團依托「半島·城邦」和「自由人花園」項目經驗，積極拓展多個項目的戰略合作，持續投資建設其他各類優質項目，實現房地產業務的穩定可持續發展。

MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

Property Development (Continued)

Business Review (Continued)

"Free Man Garden" Project in Guangzhou (Continued)

During the reporting period, Nan Hai Development also launched a series of measures to respond to the Epidemic, including operation cost control, optimization of the pace of project construction and trial selling of "Free Man Garden" through livestream to ensure the Company's stable operation. At the same time, the outbreak of the Epidemic has also put forward new requirements for the development of the property service industry, and has accelerated the increase of demand for property services. The rational division of internal functional areas, community ancillary facilities, the concept of health inherent in the products and high-quality property services have demonstrated significant values. The property service company of Nan Hai Development has seized the opportunity in this "Epidemic war" to comprehensively improve service quality and capabilities in multiple dimensions such as emergency response, material deployment and innovative technology application, and promote service loyalty and brand value, so as to offer quality life experience.

Prospects

The Epidemic outbreak in early 2020 has a significant impact on the domestic economic development and the operation of the real estate market in China. Overall, although the economy is facing major challenges, the central policy level maintains real estate regulation and control, and holds on to the unchanged position of "houses are for living but not for speculation (房住不炒)". In order to promote the stable operation of the real estate market, the central and local governments have introduced a number of financial policies and prudent monetary policies to support the real estate industry in certain cities, including lowering the loan prime rate, increasing bank credit support, and encouraging bond and equity financing. In response to the impact of the Epidemic, the national macroeconomic policies have enhanced countercyclical adjustments and local policies have been more flexible. With the improving situation of the Epidemic prevention and control and the orderly progress of resumption of work and production, as well as the release of backlog of housing demand after the Epidemic eases, the real estate market in China continues to recover, especially the land markets in major cities.

As the Epidemic prevention and control work stabilizes, this business segment will focus on the construction of the decoration work of Phase 4 of "The Peninsula", the progress of sales collection and the development of new real estate projects in the second half of 2020. Under the current circumstances, Nan Hai Development will capitalize on the advantages in existing projects, integrate the Group's industry resources and actively address the challenges arising from the Epidemic so as to further develop quality projects through commercial real estate, urban renewal, city transformation and upgrade etc. to further optimize the strategic network and comprehensively improve the cost control capability, product creation capability, financing capability and risk control capability, in order to achieve the stable development of the business. Nan Hai Development will also further strengthen its talent development, laying a sound foundation for sustainable development.

管理層討論與分析 (續)

房地產開發 (續)

業務回顧 (續)

廣州「自由人花園」項目 (續)

報告期內，南海發展也推出了一系列應對措施來應對疫情，包括控制運營成本、合理優化工程施工節奏、「自由人花園」試水直播賣房等，保證公司平穩運營。同時，疫情的發生也為物業服務行業的發展提出了新的要求，加速刺激了物業服務需求的釋放，內部功能區域劃分的合理性、小區配套、產品健康理念及高品質物業服務彰顯出重要價值。南海發展旗下物業服務公司在這場「戰疫」中把握契機，在應急響應、物資調配、創新技術應用等多個維度全方位提升服務品質與能力，促成服務黏性和品牌價值釋放，賦能美好生活體驗。

展望

2020年初爆發的疫情對中國經濟發展及房地產市場運行造成較大衝擊。總體來看，雖然經濟面臨較大挑戰，中央政策層面保持房地產調控定力，堅持「房住不炒」定位不變。為促進房地產市場平穩運行，中央和地方多個城市出台若干支持房地產行業的財政政策和穩健的貨幣政策，包括下調貸款基礎利率、加大銀行信貸支持力度、鼓勵債券和股權融資等。為應對疫情帶來的影響，國家宏觀政策逆周期調節力度加大，地方因城施策也更加靈活，隨著疫情防控形勢的向好和復工復產的有序推進，疊加疫情緩和後前期積壓的購房需求積極釋放，中國房地產市場持續恢復，尤其是熱點城市土地市場相對活躍。

隨著疫情防控趨穩，本業務部門於2020年下半年將重點關注「半島·城邦」四期精裝修工程施工、銷售回款進度以及地產新項目拓展。新形勢下，南海發展將立足現有項目優勢，整合集團產業資源，積極應對階段性疫情挑戰，進一步拓展商業地產、城市舊改、城市轉型升級等方面的優質項目，優化戰略佈局，全面提升成本控制能力、產品打造能力、融資能力和抗風險能力，以期實現良好收益，推動行業平穩發展。與此同時，南海發展進一步加強公司人才梯隊建設，為可持續發展奠定堅實基礎。

MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

Enterprise Cloud Services

Business Review

By virtue of the comprehensive digital marketing, total solutions for digital business and cloud computing infrastructure services offered for corporate clients in China, this segment has assisted the clients to continue the development of digitalization and smart operation with our leading professional capability in the industry. The Group has not only provided standardized enterprise service tools to clients through SaaS service, but also established flexible and scalable product capabilities for the specific needs of enterprises, and collaborated with excellent strategic partners in the industry to establish a service ecosystem covering the entire industry chain. Having made unremitting efforts over time, we possess a multi-dimensional business system involving all industries and all channels and have established a nationwide localized service network, so as to effectively address the problems of “the last kilometer” from SaaS software to corporate clients.

With the rapid development of mobile internet and social media, the enterprises' demand for multi-end and responsive promotion of portal products is increasing. The full network responsive portal developed on existing portal products as well as the foreign trade industry solutions launched by 中企動力科技股份有限公司 (CE Dongli Technology Company Limited, “CE Dongli”) under this business segment have effectively met various demands of different clients for portal products in respect of multi-end content display, search engine marketing and social media marketing, as well as domestic and international market promotion. In recent years, the e-commerce area has shown a diversified development trend. Affected by the Epidemic, social e-commerce, community e-commerce and new retail have become the most pressing demands of enterprises. CE Dongli has launched the digitalized e-commerce business in a timely manner, providing its clients with one-stop e-commerce solutions featuring online and offline sales channels for clients to better meet the operation needs of multiple scenarios and channels in the digitalized age. Coupled with 北京新網數碼信息技術有限公司 (Beijing Xinnet Cyber Information Company Limited, “Xinnet”) cloud computing underlying technical support services, clients can better achieve business growth.

During the reporting period, with key subsidiaries CE Dongli and Xinnet as its main business entities, efforts were continuously made in the development of cloud services for corporate digitalization and smart operation by providing comprehensive Infrastructure as a Service (“IaaS”), SaaS application, corporate e-commerce services, “corporate digitalization transformation” total solutions and big database business intelligence cloud service to China market. During the reporting period, revenue of this business segment was approximately HK\$412.5 million (for the six months ended 30 June 2019: HK\$469.3 million), loss before income tax was approximately HK\$3.6 million (for the six months ended 30 June 2019: HK\$45.7 million).

管理層討論與分析 (續)

企業雲服務

業務回顧

本業務部門向中國企業客戶提供全方位的數字營銷、數字商務整體解決方案及雲計算基礎設施服務。我們以業內領先的專業能力，幫助客戶持續推進其數字化智能經營進程，既通過SaaS服務面向廣大客戶提供標準化企業服務工具，也針對企業的個性化需求建立了靈活的可延展產品能力，並結合行業內優質的戰略合作夥伴建立了覆蓋全產業鏈條的服務生態。通過長期不懈的努力，我們不僅擁有涉及全行業、全渠道的立體商務體系，更建立了覆蓋全國的本地化服務運營網絡，有效解決了SaaS軟件到企業客戶的「最後一公里」的問題。

隨著移動互聯網和社交媒體的高速發展，企業對於門戶產品多端化、響應式、易推廣的需求日益明顯，本業務部門下屬中企動力科技股份有限公司（「中企動力」）在原有門戶產品的基礎上推出的全網響應式門戶以及針對外貿客戶推出的外貿行業解決方案，有效滿足了不同客戶對門戶產品的多端內容展示，搜索引擎營銷和社交媒體營銷，以及國內市場和國際市場推廣的不同需求。近幾年，電子商務領域呈現多元化的發展趨勢；受疫情影響，社交電商、社區電商、新零售等成為企業最迫切的需求，中企動力適時推出了數字商務業務，為客戶提供一體化電商解決方案，幫助客戶打通線上線下的銷售通路，更好的滿足數字化時代多場景多渠道的經營需求，並結合北京新網數碼信息技術有限公司（「新網」）的雲計算底層技術支撐服務，幫助客戶更好的實現商業增長。

報告期內，本業務部門致力於企業數字化智能經營雲服務的發展，以旗下核心企業中企動力及新網為經營主體，面向中國市場提供全方位IaaS（基礎設施即服務）、SaaS服務應用、企業電子商務服務、「企業數字化轉型」整體解決方案以及基於大數據的商業智能雲服務。報告期內，本業務部門之收益約為4.125億港元（截至2019年6月30日止六個月：4.693億港元），所得稅前虧損約為0.036億港元（截至2019年6月30日止六個月：0.457億港元）。

MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

Enterprise Cloud Services (Continued)

Business Review (Continued)

CE Dongli

With 20 years' service experience, CE Dongli has successfully developed a SaaS product system that meets the demand for management digitalization from enterprises in China. It has established a market for corporate services in which top players of various industries were involved as cooperative partners, and established an extensive network for business and localized services, providing corporate digitalization and operation solutions for enterprises in China.

During the reporting period, CE Dongli launched self-service website building products, forming a complete product portfolio from large and medium-sized clients to small clients to meet the different needs of clients of various sizes, and to enhance user experiences while expanding the number of potential users. During the reporting period, nearly 8,000 paid users have developed templates for website building. In the area of industrialized solutions, the launch of the foreign trade portal has been highly recognized by the market with a total of more than 7,000 foreign trade clients. In the digitalized commerce area, CE Dongli has served nearly 10,000 corporate clients (including free and paid clients) through major products such as B2B e-commerce portals and B2C mobile malls, and obtained SaaS subscription income of approximately RMB11 million. CE Dongli continues to commit to product research and development, and the B2C e-commerce system has stable and reliable service capabilities in core transaction and key transaction scenarios. Through the three-party ecological cooperation, the integration of mobile payment, logistics and delivery and other related services has been realized, in order to assist the clients to achieve the comprehensive integration of the information flow, capital flow and logistics of e-commerce business. During the reporting period, the digitalized commercial business has established a client operation team with an aim of assisting the clients in completing the WeChat authentication, payment activation, shop establishment (renovation) and shop marketing and promotion to assist traditional clients to create online and offline one-stop sales channel within a short period of time. In respect of the development of new products, CE Dongli has gradually formed a PaaS (Platform as a service) platform supported by the middle structure of business (業務中台) to promptly come up with flexible and feasible products and industry solutions according to the needs of different industries and customers of different stages. Hence, it has significantly improved the delivery efficiency of products and laid a solid foundation for integrating more cooperative partners in future.

管理層討論與分析 (續)

企業雲服務 (續)

業務回顧 (續)

中企動力

中企動力基於超過20年的服務經驗，研發了滿足廣大中國企業經營管理數字化需求的SaaS產品體系，搭建了企業服務生態市場並吸引了廣大的行業頭部合作夥伴入駐，構建了龐大的商務和本地化服務網絡，為中國企業提供企業數字化經營解決方案。

報告期內，中企動力推出了自助建站產品，形成了從大中型客戶到小微客戶的完整產品序列，以滿足各類規模客戶的差異化需求，在提升用戶體驗的同時擴大了潛在用戶的數量。報告期累計已發展模版建站付費用戶近8,000家。行業化解決方案方面，外貿門戶的推出獲得了市場的高度認可，累計超過7,000家外貿客戶。在數字商務領域，中企動力通過B2B電商門戶和B2C移動商城等主要產品共服務企業客戶達上萬家(含免費及收費客戶)，獲取SaaS訂閱收入約1,100萬元人民幣；中企動力在產品研發上持續加大投入，B2C電商系統已經在核心交易環節和主要交易場景上具備穩定可靠的服務能力；通過三方生態合作實現了移動支付，實現了移動支付，物流配送等相關服務的集成，幫助客戶實現了電商業務的信息流，資金流，物流的全面整合；報告期內，數字商務業務已經建立了以客戶成功為目標的客戶運營團隊，幫助客戶完成從微信認證，支付開通，到店鋪搭建(裝修)，以及店鋪營銷推廣等完整的運營服務體系，可以幫助傳統客戶快速的建立起線上線下一體化的銷售渠道。在新產品的研發方面，中企動力逐步建成以業務中台為支撐的PaaS(平台即服務)平台，可以根據不同行業、不同階段客戶的需求快速形成靈活可配置的產品和行業解決方案，大幅度提高了產品的交付效率，也為未來整合更多的生態合作夥伴提供了堅實的基礎支持。

MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

Enterprise Cloud Services (Continued)

Business Review (Continued)

Xinnet

During the reporting period, Xinnet continued to serve domestic medium, small and micro enterprises through online, direct sales and a nationwide agent channel system. In addition to business such as domain name management, public cloud IaaS, mailbox, etc., it also continues to expand the enterprise market in the area of website building and corporate application services. It continues to enrich the product line in respect of public cloud products, adding products including Redis, RabbitMQ, cloud backup and big data in order to meet the needs of users for PaaS products. The scale of the information center continues to expand. In addition to the existing three regions of Northern China I, II, and Hong Kong, the scale of resources of the public cloud continues to increase by adding three regions in the Northern China, so as to meet the growing business needs. At the same time, in view of the weak technical capabilities and strong business needs of medium, small and micro enterprises, as the first domestic company to propose the concept of enterprise cloud service center, it reaches users with the most direct SaaS application, at the same time covering data products of basic cloud resource, which has become one of the few suppliers in China of overall cloud service product, which assists medium, small and micro enterprises to achieve digital transformation.

Prospects

The management of this business segment considers that in recent years, enterprises in China have been undergoing a process of digital transformation, and the Epidemic will accelerate this process significantly. We believe that as a result of the Epidemic, there will be continuous and significant changes in the lifestyle and consumption habits of consumers. The variety and frequency of online shopping will increase significantly, orders from stores in the community can be placed online with the option of pick-up at the store and home delivery. It will continue to expand its service range and consumer groups. With the smart mobile devices becoming increasingly popular, online shopping will no longer be the privilege of the younger generation, and more elderly will join online shopping. As such, enterprises and retail stores will pay more attention to digital operation capabilities such as online display, online promotion, online transaction and customer relationship maintenance. Enterprises will have increasing needs of portal products that are more convenient, smart, multi-channel, and multi-scenario. Therefore, we will continue to improve our products including self-service website building, full network responsive portal and foreign trade portal, and provide clients with more timely and efficient services.

管理層討論與分析 (續)

企業雲服務 (續)

業務回顧 (續)

新網

報告期內，新網繼續通過在線、直銷和遍布全國的代理商渠道體系，服務於全國的中小微企業。除域名托管、公有雲 IaaS、郵箱等業務外，在建站及企業應用服務領域也繼續開拓企業市場。在公有雲產品方面繼續豐富產品線，新增 Redis、RabbitMQ、雲備份、大數據等產品，滿足用戶對 PaaS 層產品的需求。數據中心規模持續增加，公有雲在現有華北一、二、香港三個區域的同時，新增華北三區，資源規模持續增加，以滿足不斷增長的業務需求。同時，針對中小微企業技術能力弱、業務需求強的特點，國內首家提出企業雲服務中心的概念，以最直接的 SaaS 應用觸達用戶，同時涵蓋基礎雲資源的流量產品，形成國內為數不多的整體雲服務產品供應商，助力中小微企業數字化轉型。

展望

本業務部門管理層認為，近幾年，中國企業在持續經歷數字化轉型的進程，而疫情將極大的加速這一進程。我們認為，在疫情的持續影響下，消費者的生活和消費習慣將會發生持續、深刻的變化：在線購物的種類和頻次將會大大增加，社區門店通過線上下單，到店自提，以及配送到家等不斷擴大自己的服務半徑和消費人群；智能移動設備的快速普及，使得網購也將不再是年輕人的專利，更多的老年人也將加入網購的行列。受此影響，企業和零售門店將會更加重視線上展示、線上推廣、線上交易、客戶關係維護等數字化經營能力。企業對於門戶產品更便捷、更智能、多渠道，全場景的推廣需求將會更加凸顯。因此我們將繼續完善我們的自助建站、全網響應式門戶、外貿門戶等產品，並為客戶提供更為及時和高效的服務。

MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

Enterprise Cloud Services (Continued)

Prospects (Continued)

Faced with the diversified consumption needs and online consumption habits of consumers, traditional retail enterprises are eager to transfer the existing loyal customers from offline to online, and to form an integrated online and offline business model. We noticed that in the process of online digital transformation of traditional retail enterprises, they face practical difficulties such as insufficient professional capabilities, limited capital investment, and lack of operating experience. We will strive to develop and strengthen our localized service capability in order to provide clients with faster, more professional and comprehensive operation services. We are aware that perfect SaaS products and efficient services require the support of new Internet technologies and platforms. Going forward, with an in-depth understanding of the business scenarios of clients in various industries, the Group will assist in the realization of digital transformation for clients in traditional industries based on cloud computing, the middle structure of business (業務中台) and SaaS tools, as well as better prepare for the challenges in the digitalization era and respond to the changes in consumer demands. Furthermore, this segment will increase its investment in data center, cloud computing technology, automatic operation and maintenance technology, big data technology as well as smart marketing technology, generally enhancing its core competence of technology to further develop and optimize its products and services for enterprises' digital intelligent business.

News Media Business

Business Review

There are two business divisions under the news media business, namely "HK01" and "Duowei Media". During the reporting period, revenue of this business segment was approximately HK\$40.7 million (for the six months ended 30 June 2019: HK\$39.8 million). Loss before income tax was approximately HK\$171.8 million (for the six months ended 30 June 2019: HK\$209.1 million).

Based in Hong Kong, this business segment has around 780 employees. It is a new idea of combining internet with news media business, aiming at creating an internet lifestyle platform for Hong Kong people. During the reporting period, apart from developing the news media business, this business segment has established doctor searching and health information platform of "ECBook (醫師Easy)", the event platform of "01 Space (01 空間)" and the online bookstore of "01 Subscription (01 訂閱)", as well as focused on developing membership ecosystem, rebuilding the running service platform of "LetZ Goal (齊動)" and food order platform "eatojoy (e 肚子)". In the first half of 2020, various online and offline events such as "01 Community Market (01 社區型活墟)", "Talk Talk Webinar Series (Talk Talk 網上講座系列)", "01 Mobility Gamer (快活流動派)" and "Hong Kong Film Voting Campaign (香港電影我撐場)" were organized to provide Hong Kong people with diversified digital lifestyle services featuring news and information with online and offline activities complementing each other.

管理層討論與分析 (續)

企業雲服務 (續)

展望 (續)

面對消費者多樣化的消費需求以及線上化的消費習慣，傳統的零售企業迫切希望將原本存在於線下的忠實顧客線上化，使之成為自己可以持續經營、推廣的私域流量，並由此形成線上線下一體化經營模式。我們發現，傳統的零售企業在線上數字化轉型過程中，面臨專業能力不足、資金投入有限、運營經驗缺乏等實際困難，我們將會以城市商圈為依托大力發展和強化我們的本地化服務能力，為客戶提供更為快速、專業、全面的運營服務。我們深知，完善的SaaS產品、高效的服務需要互聯網新技術和平台的支撐。未來，在深度理解不同行業客戶的商業場景的基礎上，以雲計算、業務中台、SaaS工具應用做支撐，幫助傳統行業客戶實現數字化轉型，更好迎接數字化時代的挑戰和響應消費者的需求變化。此外，本業務部門會持續加大對數據中心、雲計算技術、自動化運維技術、大數據技術、智能營銷技術的資本投入，全面提升核心技術能力，進一步研發和優化面向企業數字化智能經營商業場景的產品和服務。

新聞傳播業務

業務回顧

新聞傳播業務包括「香港01」和「多維傳媒」。報告期內，本業務部門之收益約為0.407億港元(截至2019年6月30日止六個月：0.398億港元)，所得稅前虧損約為1.718億港元(截至2019年6月30日止六個月：2.091億港元)。

本業務部門立足於香港，在香港擁有正式員工約780人，旨在打造一個屬香港人的互聯網生活平台，是一種嶄新的互聯網與新聞媒體業務結合的新構想。報告期內，本業務部門除發展新聞媒體業務外，更建立「醫師Easy」健康資訊平台、「01 空間」活動平台、「01 訂閱」網上書城；並重點發展會員生態系統、重塑「齊動」跑步服務平台及「e 肚子」餐飲服務平台。2020年上半年，我們亦舉辦了「01 社區型活墟」、「Talk Talk 網上講座系列」、「快活流動派」、「香港電影我撐場」等線上線下活動，持續為香港人提供以新聞信息為基礎、線上線下活動相互配合的多元數碼生活服務。

MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

News Media Business (Continued)

Business Review (Continued)

During the reporting period, active users of the webpages and mobile applications of this business segment reached 1.9 million on average, representing an increase of nearly 50% as compared to the corresponding period of 2019. In respect of page views, the average number of daily page views of the webpages and mobile applications approached over 37 million, increasing two times as compared to the corresponding period of 2019. Page views of "HK01" exceeded 45 million at the peak. As at 30 June 2020, the number of members of this business segment was nearly 1.3 million, nearly doubling over the corresponding period of 2019. Affected by the Epidemic, the overall advertising market in Hong Kong is sluggish. However, during the Epidemic, online advertising increased significantly. During the reporting period, the income from display advertising of "HK01" maintained double-digit growth, especially, the income from mobile applications increased by more than 140%. With high quality news reports, this business segment achieved remarkable results by winning a number of news awards, including four US Telly Awards, four Business Journalism Awards and various photography awards.

Prospects

This business segment strives to establish an internet lifestyle platform for Hong Kong people. For the media aspect, we plan to strengthen the contents of finance, social news and lifestyle articles to reach a wider audience. Due to the Epidemic, the awareness of health management of Hong Kong people has increased, which offered an opportunity for the development of the health information platform "ECBook (醫師Easy)". In the future, we will continue to promote the development of the membership economy, establishing ourselves as a leading internet lifestyle platform in Hong Kong.

Innovative Business

During the reporting period, revenue of this business segment was approximately HK\$58.0 million (for the six months ended 30 June 2019: HK\$166.5 million) and loss before income tax was approximately HK\$499.0 million (for the six months ended 30 June 2019: HK\$185.1 million). The loss was mainly due to the provision for impairment of property, plant and equipment and goodwill of approximately HK\$395.0 million.

管理層討論與分析 (續)

新聞傳播業務 (續)

業務回顧 (續)

報告期內，本業務部門網頁及手機應用的平均活躍用戶達190萬，相比2019年同期增長接近50%；在瀏覽量方面，網頁及手機應用的每日平均瀏覽量超過3,700萬，相比2019年同期平均數增長兩倍，而「香港01」在最高峰時，瀏覽量更超過4,500萬。截至2020年6月30日，本業務部門會員人數已接近130萬，相比2019年同期增長近一倍。受疫情影響，香港整體廣告市場低迷，然而於疫情期間，線上廣告投放明顯增加，報告期內，「香港01」的展示型廣告收入保持雙位數增長，特別是手機應用的收入增長超過140%。另外，憑藉優質的新聞報道，本業務部門奪得多個新聞獎項，其中包括4項國際性的美國《Telly Awards》大獎、4項《恒大商業新聞獎》及多項攝影大獎等，成績卓著。

展望

本業務部門致力打造一個屬於香港人的互聯網生活平台。在媒體方面，我們會加強財經、社會新聞及生活類的報道，以接觸更廣的受眾。因疫情關係，香港市民的健康管理意識加強，這為「醫師Easy」健康資訊平台的發展迎來了契機，未來我們亦將繼續推動會員經濟發展，力求打造香港首屈一指的互聯網生活平台。

創意商業

報告期內，本業務部門之收益約為0.580億港元（截至2019年6月30日止六個月：1.665億港元），而所得稅前虧損約為4.990億港元（截至2019年6月30日止六個月：1.851億港元），該等虧損主要是由於計提物業、廠房及設備及商譽減值撥備約為3.950億港元。

MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

Innovative Business (Continued)

Business Review

In 2019, Crabtree & Evelyn completed restructuring and shed all of its traditional retail stores (except in Mexico) and shifted its manufacturing and distribution to third party suppliers. After the business restructuring in 2019, the cost structure of Crabtree & Evelyn has been improved, and a new business model and product portfolio had been launched in the second half of 2019. During the reporting period, Crabtree & Evelyn continued to focus on executing its digital business strategy. Its new product portfolio is recognized by customers with a weekly compound growth rate of approximately 5% on the sales of its new product portfolio, and in excess of 20% of sales from repeat customers. At the same time, Crabtree & Evelyn's database of registered customers has grown at a weekly compound growth rate of approximately 6%.

Prospects

The growth of Crabtree & Evelyn's new product portfolio and new customer acquisition are driven by sustainable organizational capabilities in product development, social storytelling, and e-commerce. In the second half of 2020, Crabtree & Evelyn plans to launch a major range of new products based on proprietary global explorations as well as a customized gifting program for the holiday season. Social media will be expanding onto more platforms such as Pinterest and Youtube. The completion of product registrations will allow Crabtree & Evelyn to launch its products on e-commerce platforms in China.

Financial Resources and Liquidity

The Group continued to adopt prudent funding and treasury policies. As at 30 June 2020, net assets attributable to the owners of the Company amounted to approximately HK\$3,108.6 million (31 December 2019: HK\$4,696.0 million), including cash and bank balances of approximately HK\$12,906.9 million (31 December 2019: HK\$11,720.6 million) which were mainly denominated in Renminbi, Hong Kong dollars and United States dollars. As at 30 June 2020, the Group's aggregate borrowings were approximately HK\$19,885.9 million (31 December 2019: HK\$18,853.0 million), of which approximately HK\$13,433.2 million (31 December 2019: HK\$10,625.9 million) were bearing interest at fixed rates while approximately HK\$6,452.7 million (31 December 2019: HK\$8,227.1 million) were at floating rates. The Group has not taken any interest rate hedge currently.

As at 30 June 2020, the gearing ratio of the Group, which is calculated as the net debt divided by the adjusted capital plus net debt was approximately 66.50% (31 December 2019: 57.40%).

As at 30 June 2020, the capital commitment of the Group was approximately HK\$333.3 million (31 December 2019: HK\$525.9 million), of which approximately HK\$16.0 million would be used for the renovation of the owned properties, approximately HK\$37.7 million would be used as capital expenditures for the expansion of its cinema business, approximately HK\$279.6 million would be used for property development.

管理層討論與分析 (續)

創意商業 (續)

業務回顧

2019年，瑰柏翠完成其重組，撤出墨西哥以外所有傳統零售店，並將其製造及分銷業務轉移至第三方供貨商。經過2019年的業務重組，瑰柏翠的費用結構得到改善，並於2019年下半年開始推出新的業務模式及產品組合。報告期內，瑰柏翠持續專注於執行其數字業務戰略，其新產品組合受到客戶認可，新產品組合的銷售額每周複合增長率約為5%，超過20%的銷售額來自於回購客戶。同時，瑰柏翠登記客戶數據庫的每周複合增長率約為6%。

展望

產品開發、社交敘事及電子商務的可持續組織能力將驅動瑰柏翠的新產品組合及新客戶的增長。2020年下半年，瑰柏翠計劃推出一系列基於全球探索主題的新產品以及節日定製禮品，同時社交媒體將拓展至更多平台，例如Pinterest及Youtube等。待產品註冊完成後，瑰柏翠系列產品將在中國電子商務平台上推出。

財務資源及流動資金

本集團繼續採取審慎之資金及財務政策。於2020年6月30日，本公司擁有人應佔資產淨值約為31.086億港元(2019年12月31日：46.960億港元)，包括現金及銀行結存約為129.069億港元(2019年12月31日：117.206億港元)，主要以人民幣、港元、美元為單位。於2020年6月30日，本集團之借貸總額約為198.859億港元(2019年12月31日：188.530億港元)，其中約134.332億港元(2019年12月31日：106.259億港元)乃按固定利率計息，而約64.527億港元(2019年12月31日：82.271億港元)則按浮動利率計息。本集團目前並無實行任何利率對沖。

於2020年6月30日，本集團之資本負債比率，即負債淨額除以已調整之資本加負債淨額約為66.50%(2019年12月31日：57.40%)。

於2020年6月30日，本集團之資本承擔約為3.333億港元(2019年12月31日：5.259億港元)，其中約0.160億港元將用作自有物業之翻新工程費用，約0.377億港元將用作擴展影院業務之資本開支，約2.796億港元將用作為房地產開發。

MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

Financial Resources and Liquidity (Continued)

As at 30 June 2020, the Group's contingent liabilities were approximately HK\$21.3 million in connection with the guarantees given to secure credit facilities (31 December 2019: HK\$21.1 million). Details are set out in note 22 to the condensed consolidated interim financial statements.

As at 30 June 2020, certain right-of-use assets, buildings, other property, plant and equipment, properties under development and completed properties held for sale, investment properties and bank deposits with a total net carrying value of approximately HK\$15,580.8 million (31 December 2019: HK\$15,083.3 million) were pledged to secure the credit facilities granted to the Group. In addition, equity investments with a carrying value of approximately HK\$212.7 million (31 December 2019: trading securities of HK\$200,000) and certain shares of several subsidiaries were pledged and bank accounts were charged for securing the Group's credit facilities. Details are set out in note 23 to the condensed consolidated interim financial statements.

Exposure to Fluctuation in Exchange Rates

The Group operated mainly in the PRC, and its operating expenses and revenue were primarily denominated and settled in Renminbi. The Group adopted Hong Kong dollars as its reporting currency, and the reported assets, liabilities and results may be affected by Renminbi exchange rate. As the Group's borrowings were primarily denominated in US dollars and Renminbi, it was exposed to foreign exchange risk. The Group will keep reviewing and monitoring the fluctuation in exchange rates between relevant currencies and consider using foreign exchange hedging instruments from time to time to minimize the risk exposure arising from changes in exchange rates. The Group will also proactively choose the type of currency for assets and liabilities based on its prejudgment of currency trend under practicable circumstances.

Employee and Remuneration Policy

The Group employs and remunerates its employees based on their qualifications, experience and performance. In addition to basic salary payments, other benefits include housing, contributions to mandatory provident fund, group medical insurance, group personal accident insurance and examination leave, etc. Employees are eligible to be granted share options under the Company's share option scheme at the discretion of the Board of the Company. In general, salary review is conducted annually. As at 30 June 2020, the Group had approximately 11,979 employees (30 June 2019: 20,081 employees). The total salaries of and allowances for employees for the six months ended 30 June 2020 were approximately HK\$772.8 million (for the six months ended 30 June 2019: HK\$1,074.7 million).

The Group focuses on providing skill and quality training for various levels of staff, and provides on-the-job capability training to its staff; in respect of staff quality, corresponding training on personal work attitude and work habits is also provided.

管理層討論與分析 (續)

財務資源及流動資金 (續)

於2020年6月30日，本集團之或然負債約為0.213億港元(2019年12月31日：0.211億港元)，乃就信貸融資提供之擔保所致。詳情載於簡明綜合中期財務報表附註22。

於2020年6月30日，本集團之信貸融資是以賬面淨值總額約為155.808億港元(2019年12月31日：150.833億港元)之若干使用權資產、樓宇、其他物業、廠房及設備、待發展及已落成待售物業、投資性物業及銀行存款作為抵押。此外，本集團已質押賬面值約為2.127億港元之股權投資(2019年12月31日：200,000港元之交易證券)、數間附屬公司之若干股份、及銀行賬戶作為本集團信貸融資之抵押。詳情載於簡明綜合中期財務報表附註23。

匯率波動風險

本集團之主要業務位於中國，經營開支及收益主要以人民幣計值並結算。本集團以港元為匯報貨幣，所錄之資產、負債以及業績可能會受人民幣匯率影響。本集團之借貸以美元、人民幣為主，面臨外匯風險。本集團將持續審視及監察相關貨幣的匯率波動，不時考慮利用外匯對沖工具，降低匯率變化帶來的風險；亦會在可能的情況下，根據集團對貨幣走勢的預判，主動選擇資產和負債的貨幣種類。

僱員及薪酬政策

本集團員工的聘用及薪酬均以員工之學歷、經驗和工作表現為基礎。除基本薪金外，其他福利包括住房、強制性公積金供款、團體醫療保險、團體個人意外保險及考試休假等。員工可根據本公司購股權計劃並按本公司董事會之酌情決定獲授購股權。一般而言，每年均會進行薪金檢討。於2020年6月30日，本集團約有11,979名員工(2019年6月30日：20,081名員工)。截至2020年6月30日止六個月，員工之薪金及津貼共約為7.728億港元(截至2019年6月30日止六個月：10.747億港元)。

本集團注重對員工技能和素質的培訓，針對不同崗位的需求，對員工進行崗位能力的培訓；在員工素質方面，對個人工作態度及工作習慣等方面也進行相應的培訓。

DIRECTORS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

As at 30 June 2020, the interests and short positions of the directors and chief executive of the Company in shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO") as recorded in the register required to be kept under Section 352 of the SFO or as otherwise notified to the Company and the Hong Kong Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 to the Listing Rules were as follows:

The Company

Long and short positions in shares in issue

Name of Director	Capacity/ Nature of interest	Number of shares held	Approximate percentage holding	Notes
董事姓名	身份／權益性質	所持股份數目	持股概約 百分比	附註
Yu Pun Hoi ("Mr. Yu") 于品海(「于先生」)	Corporate interest 公司權益	40,673,177,261(L) 17,826,086,957(S)	59.25% 25.97%	1 2

Notes:

- These 40,673,177,261 shares were collectively held by Rosewood Assets Ltd., Pippen Limited, Staverley Assets Limited, First Best Assets Limited and Unicorn Assets Group Limited, companies indirectly wholly owned by Mr. Yu through Dadi Holdings Limited, a company wholly owned by Mr. Yu.
- These 17,826,086,957 shares were charged by Pippen Limited and Rosewood Assets Ltd., such companies are indirectly wholly owned by Mr. Yu through Dadi Holdings Limited, a company wholly owned by Mr. Yu.
- (L) denotes long position and (S) denotes short position.

董事於股份及相關股份之權益及淡倉

於2020年6月30日，本公司董事及最高行政人員於本公司或其任何相聯法團(定義見證券及期貨條例(「證券及期貨條例」)第XV部)之股份、相關股份及債券中，擁有記錄於根據證券及期貨條例第352條須存置之登記冊中或已根據上市規則附錄10所載上市發行人董事進行證券交易的標準守則(「標準守則」)以其他方式知會本公司及香港聯交所之權益及淡倉如下：

本公司

於已發行股份之好倉及淡倉

附註：

- 該等40,673,177,261股股份分別由于先生透過其全資擁有的公司大地控股有限公司間接全資擁有的Rosewood Assets Ltd.、Pippen Limited、Staverley Assets Limited、First Best Assets Limited及Unicorn Assets Group Limited共同持有。
- 該等17,826,086,957股股份由于先生透過其全資擁有的公司大地控股有限公司間接全資擁有的Pippen Limited及Rosewood Assets Ltd.抵押。
- (L)指好倉，而(S)指淡倉。

DIRECTORS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES (Continued)

Associated Corporations

As disclosed above, Mr. Yu is entitled to control the exercise of more than one-third of the voting power at general meetings of the Company. As such, Mr. Yu is taken to be interested in the shares of the associated corporations of the Company within the meaning of Part XV of the SFO. Sino-i is a company whose shares are listed on the Hong Kong Stock Exchange, and is an associated corporation of the Company within the meaning of Part XV of the SFO. As at 30 June 2020, the interests of the directors of the Company in shares and underlying shares of Sino-i were as follows:

Sino-i

Long position in shares in issue

Name of Director	Capacity/Nature of interest	Number of shares held	Approximate percentage holding	Notes
董事姓名	身份／權益性質	所持股份數目	持股概約百分比	附註
Mr. Yu 于先生	Corporate interest 公司權益	12,838,585,316(L)	59.11%	1

Notes:

- These 12,838,585,316 shares were collectively held by Goalrise Investments Limited, View Power Investments Limited and Wise Advance Investments Limited, all of which are wholly-owned subsidiaries of the Company. Mr. Yu was taken to be interested in these shares by virtue of his controlling interests in shares of the Company.
- (L) denotes long position.

Save as disclosed above, as at 30 June 2020, none of the directors nor chief executive of the Company had any interests or short positions in shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept under Section 352 of the SFO or as otherwise notified to the Company and the Hong Kong Stock Exchange pursuant to the Model Code as set out in Appendix 10 to the Listing Rules.

董事於股份及相關股份之權益及淡倉 (續)

相聯法團

如上述所披露，于先生於本公司股東大會上可控制行使超過三分之一之投票權。因此，于先生被視為於本公司相聯法團（定義見證券及期貨條例第XV部）之股份中佔有權益，中國數碼股份於香港聯交所上市，根據證券及期貨條例第XV部，被視為本公司之相聯法團。於2020年6月30日，本公司董事於中國數碼之股份及相關股份中擁有之權益如下：

中國數碼

於已發行股份之好倉

附註：

- 該等12,838,585,316股股份分別由本公司之全資附屬公司Goalrise Investments Limited、View Power Investments Limited及Wise Advance Investments Limited共同持有。于先生因於本公司股份持有控股權益而被視為於該等股份中擁有權益。
- (L)指好倉。

除上文所披露者外，於2020年6月30日，本公司董事及最高行政人員概無於本公司或其任何相聯法團（定義見證券及期貨條例第XV部）之股份、相關股份或債券中，擁有記錄於根據證券及期貨條例第352條須存置之登記冊中或已根據上市規則附錄10所載之標準守則以其他方式知會本公司及香港聯交所之權益或淡倉。

SHARE OPTION SCHEME

On 28 May 2012, the Company adopted a share option scheme (the "Scheme"). Under the Scheme, share options may be granted to directors, employees of the Group and those who have contributed or will contribute to the Group at any time within ten years after its adoption at the discretion of the Board.

Since the adoption of the Scheme and during the six months ended 30 June 2020, no share options have been granted under the Scheme by the Company. No share options were granted, exercised, cancelled or lapsed by the Company under the Scheme during the six months ended 30 June 2020 and there were no outstanding share options under the Scheme as at 30 June 2020 and up to the date of this report.

SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS

As at 30 June 2020, those persons (other than directors and chief executive of the Company) who had interests and short positions in shares or underlying shares of the Company as recorded in the register required to be kept by the Company under Section 336 of the SFO were as follows:

購股權計劃

於2012年5月28日，本公司採納一項購股權計劃（「該計劃」）。根據該計劃，於採納後十年內，董事會可隨時酌情授出購股權予本集團之董事、僱員以及曾為或將為本集團作出貢獻之人士。

自採納該計劃以來及截至2020年6月30日止六個月期間，本公司並無根據該計劃授出購股權。於截至2020年6月30日止六個月期間，本公司概無根據該計劃已授出、獲行使、已註銷或已失效之購股權，而於2020年6月30日及截至本報告日期，於該計劃項下概無任何尚未行使購股權。

主要股東之權益及淡倉

於2020年6月30日，根據本公司按照證券及期貨條例第336條須存置之登記冊所記錄，以下人士（本公司董事及最高行政人員除外）於本公司之股份或相關股份中擁有權益及淡倉：

Name of person holding an interest in shares which has been disclosed to the Company under Divisions 2 and 3 of Part XV of the SFO 持有已根據證券及期貨條例第XV部第2及3分部向本公司披露股份權益之人士名稱／姓名	Nature of interest 權益性質	Number of shares held 所持股份數目	Approximate percentage of issued share capital of the Company 佔本公司已發行股本之概約百分比	Notes 附註
Dadi Holdings Limited 大地控股有限公司	Corporate interest 公司權益	40,673,177,261 (L) 17,826,086,957 (S)	59.25% 25.97%	1 4 & 7
Rosewood Assets Ltd.	Beneficial interest 實益權益	8,041,150,210 (L) 4,600,280,505 (S)	11.71% 6.70%	1
Pippen Limited	Beneficial interest 實益權益	14,830,245,497 (L) 13,225,806,452 (S)	21.60% 19.27%	1
Staverley Assets Limited	Beneficial interest 實益權益	4,893,197,974 (L)	7.12%	1
First Best Assets Limited	Beneficial interest 實益權益	9,544,736,998 (L)	13.90%	1 & 7
Kung Ai Ming 龔愛明	Corporate interest 公司權益	6,530,443,498 (L) 6,461,043,498 (S)	9.51% 9.41%	2
Yu Ben Hei 于本熙	Corporate interest 公司權益	6,461,043,498 (L) 6,461,043,498 (S)	9.41% 9.41%	2
Macro Resources Ltd.	Beneficial interest 實益權益	4,361,043,498 (L) 4,361,043,498 (S)	6.35% 6.35%	2
Lim Siew Choon	Corporate interest 公司權益	5,514,986,997 (L)	8.03%	3
Empire Gate Industrial Limited	Beneficial interest 實益權益	5,514,986,997 (L)	8.03%	3

SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS (Continued)

主要股東之權益及淡倉(續)

Name of person holding an interest in shares which has been disclosed to the Company under Divisions 2 and 3 of Part XV of the SFO 持有已根據證券及期貨條例第 XV 部第 2 及 3 分部向本公司披露股份權益之人士名稱/姓名	Nature of interest 權益性質	Number of shares held 所持股份數目	Approximate percentage of issued share capital of the Company 佔本公司已發行股本之概約百分比	Notes 附註
Central Huijin Investment Ltd.	Security interest 抵押權益	21,735,849,057 (L)	31.66%	5
China Construction Bank Corporation	Security interest 抵押權益	21,735,849,057 (L)	31.66%	5
CITIC Capital Holdings Limited	Corporate interest 公司權益	2,056,850,000 (L)	3%	
	Security interest 抵押權益	6,461,043,498 (L)	9.41%	6
CITIC Capital Equity Investment (Tianjin) Corporation Limited	Beneficial interest 實益權益	1,089,450,000 (L)	1.58%	
	Security interest 抵押權益	6,461,043,498 (L)	9.41%	6

Notes:

附註:

- Rosewood Assets Ltd., Pippen Limited, Staverley Assets Limited, First Best Assets Limited and Unicorn Assets Group Limited are companies indirectly wholly owned by Mr. Yu through Dadi Holdings Limited, a company wholly owned by Mr. Yu. Their interests in shares are disclosed as the corporate interests of Mr. Yu above.
 - Macro Resources Ltd. and K Resources Group Limited are held as to 50% each by Ms. Kung Ai Ming and Mr. Yu Ben Hei, the son of Mr. Yu. Their respective interest in 4,361,043,498 and 2,100,000,000 shares were included as interest held by Ms. Kung Ai Ming and Mr. Yu Ben Hei. Ms. Kung Ai Ming owns interest of 69,400,000 shares through Redmap Resources Limited, her wholly owned company.
 - Empire Gate Industrial Limited is wholly owned by Mr. Lim Siew Choon. Its interest in shares was included as interest held by Mr. Lim Siew Choon.
 - These 17,826,086,957 shares were charged by Pippen Limited and Rosewood Assets Ltd., such companies indirectly wholly owned by Mr. Yu through Dadi Holdings Limited, a company wholly owned by Mr. Yu.
 - These 21,735,849,057 shares were security interest indirectly held by Central Huijin Investment Ltd. through China Construction Bank Corporation, CCB International Group Holdings Limited, CCB Financial Holdings Limited, CCB International (Holdings) Limited and CCB International Overseas Limited.
- Rosewood Assets Ltd.、Pippen Limited、Staverley Assets Limited、First Best Assets Limited 及 Unicorn Assets Group Limited 為于先生間接全資擁有之公司，透過彼全資擁有之大地控股有限公司持控，該等公司之股份權益於上文披露納入為于先生之公司權益。
 - 龔愛明女士及于先生之兒子于本熙先生各自持有 Macro Resources Ltd. 及 K Resources Group Limited 50% 權益。該等公司分別於 4,361,043,498 及 2,100,000,000 股股份之權益納入為龔愛明女士及于本熙先生所持有之權益。龔愛明女士透過其全資擁有之公司 Redmap Resources Limited 擁有 69,400,000 股股份之權益。
 - Empire Gate Industrial Limited 為 Lim Siew Choon 先生之全資擁有公司。該公司擁有之股份權益納入為 Lim Siew Choon 先生所持有之權益。
 - 該等 17,826,086,957 股股份由于先生透過其全資擁有的公司大地控股有限公司間接全資擁有的 Pippen Limited 及 Rosewood Assets Ltd. 抵押。
 - 該等 21,735,849,057 股股份為抵押權益，由 Central Huijin Investment Ltd. 透過 China Construction Bank Corporation、CCB International Group Holdings Limited、CCB Financial Holdings Limited、CCB International (Holdings) Limited 及 CCB International Overseas Limited 間接持有。

SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS *(Continued)*

Notes: *(Continued)*

6. These 6,461,043,498 shares were security interest indirectly held by CITIC Capital Holdings Limited through CITIC Capital MB Investment Limited, Prestige Way Holdings Limited, Prestige Way Limited, CITIC Capital Equity Investment (Tianjin) Corporation Limited and Infinite Benefits Limited.
7. Based on the filings of Mr. Yu, Dadi Holdings Limited and First Best Assets Limited dated 3 July 2020, 3,909,762,100 shares were charged by First Best Assets Limited, a company indirectly wholly owned by Mr. Yu through Dadi Holdings Limited, a company wholly owned by Mr. Yu.
8. (L) denotes long position and (S) denotes short position.

Save as disclosed above, as at 30 June 2020, no person (other than directors and chief executive of the Company) had notified to the Company any interests or short positions in shares or underlying shares of the Company which was required to be recorded in the register kept by the Company under Section 336 of the SFO.

主要股東之權益及淡倉 *(續)*

附註：*(續)*

6. 該等6,461,043,498股股份為抵押權益，由CITIC Capital Holdings Limited透過CITIC Capital MB Investment Limited、Prestige Way Holdings Limited、Prestige Way Limited、CITIC Capital Equity Investment (Tianjin) Corporation Limited及Infinite Benefits Limited間接持有。
7. 基於于先生、大地控股有限公司及First Best Assets Limited日期為2020年7月3日的申報，3,909,762,100股股份由于先生透過其全資擁有的公司大地控股有限公司間接全資擁有的First Best Assets Limited抵押。
8. (L)指好倉，而(S)指淡倉。

除上文所披露者外，於2020年6月30日，概無人士(本公司董事及最高行政人員除外)知會本公司，其於本公司之股份或相關股份中擁有任何須記錄於本公司按照證券及期貨條例第336條存置之登記冊之權益或淡倉。

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

On 8 May 2020 and 11 June 2020, Amber Treasure Ventures Limited, a wholly-owned subsidiary of the Company, successfully completed the issuance of two tranches of credit enhanced notes due in 2022 with an amount of US\$500,000,000 bearing an interest rate of 3.50% per annum and an amount of US\$350,000,000 bearing an interest rate of 2.90% per annum, respectively. Such notes are listed on the Hong Kong Stock Exchange.

As stated in the announcements of the Company dated 25 May 2017 and 21 July 2017, Amber Treasure Ventures Limited issued two tranches of credit enhanced notes due in 2020 with an amount of US\$500,000,000 bearing an interest rate of 3.00% per annum and an amount of US\$400,000,000 bearing an interest rate of 3.15% per annum (the "2017 Notes"), respectively. Such notes are listed on the Hong Kong Stock Exchange. Amber Treasure Ventures Limited has fully repaid the outstanding principal and accrued interest of the 2017 Notes due on 25 May 2020 and 21 July 2020, respectively.

Saved as disclosed above, neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of its listed securities during the six months ended 30 June 2020.

INTERIM DIVIDEND

The Board does not recommend the payment of an interim dividend for the six months ended 30 June 2020 (for the six months ended 30 June 2019: Nil).

CORPORATE GOVERNANCE

In the opinion of the Board, the Company has complied with the Corporate Governance Code and Corporate Governance Report as set out in Appendix 14 to the Listing Rules throughout the six months ended 30 June 2020.

CHANGES IN MEMBERSHIP OF THE BOARD AND THE DIRECTOR'S INFORMATION

The Company has since been notified that Mr. Xiao Sui Ning, an independent non-executive director of the Company, became a director of LexinFintech Holdings Ltd. (listed on the NASDAQ stock exchange, stock code: LX) on 30 September 2019.

Save as disclosed above, there was no change in membership of the Board and the information of the directors of the Company since the date of the Company's 2019 annual report.

購買、出售或贖回上市證券

於2020年5月8日及2020年6月11日，Amber Treasure Ventures Limited（本公司之全資附屬公司）成功完成發行了兩筆於2022年到期的信用增強票據，金額及利率分別為500,000,000美元（年利率3.50%）及350,000,000美元（年利率2.90%），有關票據已於香港聯交所上市。

誠如本公司日期為2017年5月25日及2017年7月21日之公告所述，Amber Treasure Ventures Limited發行了兩筆於2020年到期的信用增強票據，金額及利率分別為500,000,000美元（年利率3.00%）及400,000,000美元（年利率3.15%）（「2017年票據」），有關票據於香港聯交所上市。Amber Treasure Ventures Limited已分別於2020年5月25日及2020年7月21日到期時悉數償還2017年票據之未償還本金額及應計利息。

除上文所披露者外，本公司或其任何附屬公司於截至2020年6月30日止六個月內概無購買、出售或贖回其任何上市證券。

中期股息

董事會並不建議派發截至2020年6月30日止六個月之中期股息（截至2019年6月30日止六個月：無）。

企業管治

董事會認為，截至2020年6月30日止六個月內，本公司一直遵守上市規則附錄14所載之企業管治守則及企業管治報告。

董事會成員及董事資料變動

本公司得悉，本公司獨立非執行董事肖遂寧先生，於2019年9月30日擔任深圳樂信控股有限公司（納斯達克交易所上市公司，股票代號為LX）之董事職位。

除上文所披露者外，自本公司2019年年報日期以來，本公司概無董事會成員及董事資料變動。

MODEL CODE FOR SECURITIES TRANSACTIONS

The Company has adopted the Model Code as set out in Appendix 10 to the Listing Rules. Specific enquiries have been made to all the directors and the directors have confirmed that they have complied with the Model Code as set out in Appendix 10 to the Listing Rules throughout the six months ended 30 June 2020.

AUDIT COMMITTEE

The audit committee of the Company (the "Audit Committee") comprises all the independent non-executive directors of the Company, namely Mr. Lau Yip Leung, Mr. Xiao Sui Ning and Mr. Ho Yeung Nang. The Audit Committee has reviewed with management the accounting principles and practices adopted by the Group, the unaudited interim results for the six months ended 30 June 2020, and discussed the financial control, internal control and risk management systems.

By order of the Board
Nan Hai Corporation Limited
Yu Pun Hoi
Chairman

Hong Kong, 26 August 2020

證券交易標準守則

本公司已採納上市規則附錄10所載之標準守則。本公司已向所有董事作出特別查詢，董事們確認，彼等於截至2020年6月30日止六個月內一直遵守上市規則附錄10所載之標準守則。

審核委員會

本公司審核委員會（「審核委員會」）包括本公司所有獨立非執行董事，劉業良先生、肖遂寧先生及何養能先生。審核委員會已與管理層審閱本集團所採納之會計準則及實務、截至2020年6月30日止六個月之未經審核中期業績，並商討財務監控、內部監控及風險管理制度事宜。

承董事會命
Nan Hai Corporation Limited
主席
于品海

香港，2020年8月26日

Stock Code 股份代碼 : 680
www.nanhaicorp.com

