

Zh 正恒

ZH INTERNATIONAL HOLDINGS LIMITED

正恒國際控股有限公司

(Incorporated in Hong Kong with limited liability)

(於香港註冊成立之有限公司)

(Stock Code 股份代號：185)



INTERIM REPORT

2018 中期報告

The board (the "Board") of directors (the "Directors") of ZH International Holdings Limited (the "Company"), is pleased to announce the unaudited condensed consolidated results of the Company and its subsidiaries (collectively, the "Group") for the six months ended 30 June 2018 together with the comparative figures for the corresponding period in 2017, which have been reviewed by the Company's audit committee (the "Audit Committee").

正恒國際控股有限公司(「本公司」)董事(「董事」)會(「董事會」)欣然公佈本公司及其附屬公司(統稱「本集團」)截至二零一八年六月三十日止六個月之未經審核簡明綜合業績連同二零一七年同期之比較數字，有關業績及比較數字已由本公司審核委員會(「審核委員會」)審閱。

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

FOR THE SIX MONTHS ENDED 30 JUNE 2018

簡明綜合損益及其他全面收益賬

截至二零一八年六月三十日止六個月

		Unaudited Six months ended 30 June 未經審核 截至六月三十日止六個月		
		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元	
Revenue	收益	4	394,323	37,977
Cost of sales and services provided	銷售及所提供服務之成本		(225,718)	(6,741)
Gross profit	毛利		168,605	31,236
Other income	其他收入		1,378	267
Other gains and losses	其他收益及虧損	5	11,374	1,712
Administrative expenses	行政開支		(60,025)	(32,657)
Sales and marketing expenses	銷售及市場推廣開支		(40,791)	(5,773)
Finance costs	融資成本	6	(7,946)	(4,332)
Profit (loss) before taxation	除稅前溢利(虧損)	7	72,595	(9,547)
Income tax expenses	所得稅開支	8	(37,597)	(129)
Profit (loss) for the period	期間溢利(虧損)		34,998	(9,676)
Other comprehensive (expense) income	其他全面(開支)收益			
<i>Item that may be reclassified subsequently to profit or loss:</i>	<i>於隨後可能重新分類至損益之項目：</i>			
Exchange difference arising on translation of foreign operations	因換算海外業務而產生之匯兌差額		(55,568)	30,859
Total comprehensive (expense) income for the period	期間全面(開支)收益總額		(20,570)	21,183

**CONDENSED CONSOLIDATED STATEMENT
OF PROFIT OR LOSS AND OTHER
COMPREHENSIVE INCOME** (Continued)
FOR THE SIX MONTHS ENDED 30 JUNE 2018

簡明綜合損益及其他全面收益賬
(續)

截至二零一八年六月三十日止六個月

		Unaudited	
		Six months ended 30 June	
		未經審核	
		截至六月三十日止六個月	
		2018	2017
		二零一八年	二零一七年
		HK\$'000	HK\$'000
		千港元	千港元
Profit (loss) for the period attributable to:	應佔期間溢利(虧損)：		
Owners of the Company	本公司擁有人	34,750	(9,502)
Non-controlling interests	非控股權益	248	(174)
		34,998	(9,676)
Total comprehensive (expense) income attributable to:	應佔全面(開支)收益總額：		
Owners of the Company	本公司擁有人	(21,055)	20,892
Non-controlling interests	非控股權益	485	291
		(20,570)	21,183
Earnings (loss) per share (HK cent)	每股盈利(虧損)		
Basic	基本	0.56	(0.15)

Notes
附註

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The accompanying notes are an integral part of the condensed consolidated financial statements.

隨附之附註為簡明綜合財務報表之組成部分。

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

AT 30 JUNE 2018

簡明綜合財務狀況報表

於二零一八年六月三十日

		Notes 附註	Unaudited 未經審核 30 June 2018 二零一八年 六月三十日 HK\$'000 千港元	Audited 經審核 31 December 2017 二零一七年 十二月三十一日 HK\$'000 千港元
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	11	25,496	23,810
Investment properties	投資物業	11	784,077	795,464
Pledged deposits	已抵押按金		36,471	63,379
			846,044	882,653
Current assets	流動資產			
Inventories	存貨		196	286
Properties held for sale	持作出售之物業		1,265,941	1,500,042
Properties under development for sale and other contract costs	待售發展中物業及其他合約成本	12	28,082,612	14,455,301
Deposits paid for land acquisitions	已付土地收購按金	13	736,731	3,766,461
Contract assets, accounts receivable, deposits and prepayments	合約資產、應收賬款、按金及預付款項	14	822,899	239,410
Financial assets at fair value through profit or loss	按公平值計入損益之金融資產		188,393	175,242
Tax recoverable	可收回稅項		481,986	173,909
Pledged deposits	已抵押按金		452,242	55,795
Restricted bank balances	受限制銀行結餘		93,628	194,387
Bank balances and cash	銀行結餘及現金		671,139	823,539
			32,795,767	21,384,372
Investment properties classified as held for sale	分類為持作出售之投資物業		4,104	2,833
			32,799,871	21,387,205
Current liabilities	流動負債			
Accounts payable, deposits received and accruals	應付賬款、已收按金及應計費用	15	519,174	2,225,563
Contract liabilities	合約負債	16	7,312,363	3,147,923
Amounts due to related companies	應付關連公司款項	17	231,938	2,878,297
Loans from a related company	來自一間關連公司之貸款	18	15,616,052	3,197,920
Bank and other borrowings - due within one year	銀行及其他借貸 - 於一年內到期		4,207,941	4,637,626
Tax liabilities	稅項負債		100,780	146,583
			27,988,248	16,233,912
Net current assets	流動資產淨值		4,811,623	5,153,293
Total assets less current liabilities	資產總值減流動負債		5,657,667	6,035,946

**CONDENSED CONSOLIDATED STATEMENT
OF FINANCIAL POSITION** (Continued)

AT 30 JUNE 2018

簡明綜合財務狀況報表(續)

於二零一八年六月三十日

		Notes 附註	Unaudited 未經審核 30 June 2018 二零一八年 六月三十日 HK\$'000 千港元	Audited 經審核 31 December 2017 二零一七年 十二月三十一日 HK\$'000 千港元
Capital and reserves	資本及儲備			
Share capital	股本	19	716,706	716,706
Reserves	儲備		641,839	662,894
Total equity attributable to owners of the Company	本公司擁有人應佔權益總額		1,358,545	1,379,600
Non-controlling interests	非控股權益		(5,297)	(5,782)
Total equity	權益總額		1,353,248	1,373,818
Non-current liabilities	非流動負債			
Rental deposits received	已收租賃按金		6,715	6,711
Bank and other borrowings - due after one year	銀行及其他借貸 - 於一年後到期		4,290,093	4,646,849
Deferred tax liabilities	遞延稅項負債		7,611	8,568
			4,304,419	4,662,128
Total equity and non-current liabilities	權益及非流動負債總額		5,657,667	6,035,946

The accompanying notes are an integral part of the condensed consolidated financial statements.

隨附之附註為簡明綜合財務報表之組成部分。

**CONDENSED CONSOLIDATED STATEMENT
OF CHANGES IN EQUITY**

FOR THE SIX MONTHS ENDED 30 JUNE 2018

簡明綜合權益變動表

截至二零一八年六月三十日止六個月

Unaudited
未經審核

		Attributable to owners of the Company 本公司擁有人應佔								
		Share capital	Capital reduction reserve	Exchange reserve	Statutory reserve	Property revaluation reserve	Retained earnings	Total	Non- controlling interests	Total
		股本	資本削減儲 備	外匯儲備	法定儲備	物業重估 儲備	保留盈餘	總計	非控股權益	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
At 1 January 2018	於二零一八年 一月一日	716,706	149,180	2,524	5,577	17,036	488,577	1,379,600	(5,782)	1,373,818
Profit for the period	期間溢利	-	-	-	-	-	34,750	34,750	248	34,998
Exchange difference arising on translation of foreign operations	因換算海外業務而 產生之匯兌差額	-	-	(55,805)	-	-	-	(55,805)	237	(55,568)
Total comprehensive (expense) income for the period	期間全面(開支) 收益總額	-	-	(55,805)	-	-	34,750	(21,055)	485	(20,570)
At 30 June 2018	於二零一八年 六月三十日	716,706	149,180	(53,281)	5,577	17,036	523,327	1,358,545	(5,297)	1,353,248
At 1 January 2017	於二零一七年 一月一日	716,706	149,180	(61,509)	-	17,036	341,698	1,163,111	(6,093)	1,157,018
Loss for the period	期間虧損	-	-	-	-	-	(9,502)	(9,502)	(174)	(9,676)
Exchange difference arising on translation of foreign operations	因換算海外業務而 產生之匯兌差額	-	-	30,394	-	-	-	30,394	465	30,859
Total comprehensive income (expense) for the period	期間全面收益 (開支)總額	-	-	30,394	-	-	(9,502)	20,892	291	21,183
At 30 June 2017	於二零一七年 六月三十日	716,706	149,180	(31,115)	-	17,036	332,196	1,184,003	(5,802)	1,178,201

The accompanying notes are an integral part of the condensed consolidated financial statements.

隨附之附註為簡明綜合財務報表之組成部分。

**CONDENSED CONSOLIDATED STATEMENT
OF CASH FLOWS**

FOR THE SIX MONTHS ENDED 30 JUNE 2018

簡明綜合現金流量表

截至二零一八年六月三十日止六個月

		Unaudited 未經審核	
		Six months ended 30 June 截至六月三十日止六個月	
		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Operating activities	經營業務		
Profit (loss) before taxation	除稅前溢利(虧損)	72,595	(9,547)
Adjustments for:	經下列各項調整：		
Increase in financial assets at fair value through profit or loss	按公平值計入損益之金融資產增加	(12,616)	(1,508)
(Increase) decrease in fair value of investment properties	投資物業公平值(增加)減少	(7,392)	148
Bad debts written-off in respect of accounts receivable	就應收賬款撇銷壞賬	75	434
Depreciation of property, plant and equipment	物業、廠房及設備折舊	1,039	490
Gain on disposal of previously impaired available-for-sale financial assets	出售先前已減值可供出售金融資產之收益	-	(446)
Gain on disposal of property, plant and equipment	出售物業、廠房及設備之收益	(78)	(27)
Interest income	利息收入	(1,329)	(2,315)
Finance costs	融資成本	7,946	4,332
Operating cash flows before movements in working capital	營運資金變動前之經營現金流量	60,240	(8,439)
Decrease (increase) in financial assets at fair value through profit or loss	按公平值計入損益之金融資產減少(增加)	127	(234)
Decrease in inventories	存貨減少	90	35
Increase in contract assets, accounts receivable, deposits and prepayments	合約資產、應收賬款、按金及預付款項增加	(217,326)	(36,529)
Decrease (increase) in restricted bank balances	受限制銀行結餘減少(增加)	100,759	(21,008)
Increase in properties under development for sale and other contract costs	待售發展中物業及其他合約成本增加	(13,569,051)	(3,243,165)
Decrease in properties held for sale	持作出售之物業減少	214,492	-
Decrease (increase) in deposits paid for land acquisitions	已付土地收購按金減少(增加)	2,980,493	(5,798,594)
Decrease in accounts payable, deposits received and accruals	應付賬款、已收按金及應計費用減少	(1,676,195)	(5,111)
Increase in contract liabilities	合約負債增加	4,205,591	523,173
Increase in amounts due to related companies	應付關連公司款項增加	-	2,230,903
Cash used in operating activities	經營業務所用現金	(7,900,780)	(6,358,969)
Tax paid	已繳稅項	(392,688)	(14,055)
Net cash used in operating activities	經營業務所用現金淨額	(8,293,468)	(6,373,024)

**CONDENSED CONSOLIDATED STATEMENT
OF CASH FLOWS** (Continued)

FOR THE SIX MONTHS ENDED 30 JUNE 2018

簡明綜合現金流量表(續)

截至二零一八年六月三十日止六個月

		Unaudited 未經審核	
		Six months ended 30 June 截至六月三十日止六個月	
		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Investing activities	投資活動		
Interest received	已收利息	1,329	2,315
Purchase of investment properties	購入投資物業	-	(214,384)
Purchase of property, plant and equipment	購入物業、廠房及設備	(2,861)	(971)
Proceed from disposal of previously impaired available-for-sale financial assets	出售先前已減值可供出售金融資產所得款項	-	446
Proceeds from disposal of investment properties and investment properties classified as held for sale	出售投資物業及分類為持作出售之投資物業所得款項	14,181	61,738
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備所得款項	286	69
Subscription of notes	認購票據	(368,776)	-
Release of pledged deposits	解除已抵押按金	50,968	3,821
Placement of pledged deposits	存放已抵押按金	(420,507)	(8,722)
Net cash used in investing activities	投資活動所用現金淨額	(725,380)	(155,688)
Financing activities	融資活動		
New bank and other borrowings raised	新增銀行及其他借貸	3,034,913	483,218
Net proceeds from issuance of bonds	發行債券所得淨款	1,564,855	-
Repayment of bank and other borrowings	償還銀行及其他借貸	(5,268,253)	(41,152)
Interest paid	已付利息	(254,691)	(12,906)
Loans advance from a related company	一間關連公司墊付貸款	14,467,601	6,205,569
Loans repaid to a related company	償還一間關連公司貸款	(2,007,664)	-
Repayment to related companies	償還關連公司款項	(2,609,146)	(69,243)
Net cash generated from financing activities	融資活動所得現金淨額	8,927,615	6,565,486
Net (decrease) increase in cash and cash equivalents	現金及現金等值項目(減少)增加淨額	(91,233)	36,774
Cash and cash equivalents at the beginning of the period	於期初之現金及現金等值項目	823,539	230,359
Effect of foreign exchange rate changes	外匯匯率變動影響	(61,167)	4,743
Cash and cash equivalents at the end of the period, represented by bank balances and cash	於期末之現金及現金等值項目指銀行結餘及現金	671,139	271,876

The accompanying notes are an integral part of the condensed consolidated financial statements.

隨附之附註為簡明綜合財務報表之組成部分。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

FOR THE SIX MONTHS ENDED 30 JUNE 2018

1. GENERAL

ZH International Holdings Limited (the "Company") is a public limited liability company incorporated and domiciled in Hong Kong and its shares are listed on The Stock Exchange of Hong Kong Limited (the "Stock Exchange").

The principal activities of the Company and its subsidiaries (hereinafter collectively referred to as the "Group") include property development, property investment and management, hotel operations and securities trading and investment in Hong Kong, People's Republic of China (the "PRC") and overseas.

The condensed consolidated financial statements are presented in Hong Kong dollars ("HK\$").

The condensed consolidated financial statements for the six months ended 30 June 2018 were approved for issue by the Board on 29 August 2018. The condensed consolidated financial statements are unaudited, but have been reviewed by the Company's Audit Committee.

The financial information relating to the year ended 31 December 2017 that is included in the condensed consolidated financial statements for the six months ended 30 June 2018 as comparative information does not constitute the Company's statutory annual consolidated financial statements for that financial year but is derived from those financial statements. Further information relating to these statutory financial statements required to be disclosed in accordance with section 436 of the Hong Kong Companies Ordinance (Cap. 622) is as follows:

The Company has delivered the financial statements for the year ended 31 December 2017 to the Registrar of Companies as required by section 662(3) of, and Part 3 of Schedule 6 to, the Hong Kong Companies Ordinance (Cap. 622).

The Company's auditor has reported on those financial statements. The auditor's report was unqualified; did not include a reference to any matters to which the auditor drew attention by way of emphasis without qualifying its reports; and did not contain a statement under sections 406(2), 407(2) or 407(3) of the Hong Kong Companies Ordinance (Cap. 622).

簡明綜合財務報表附註

截至二零一八年六月三十日止六個月

1. 一般資料

正恒國際控股有限公司(「本公司」)為在香港註冊成立並以香港為註冊地之公眾有限公司，其股份在香港聯合交易所有限公司(「聯交所」)上市。

本公司及其附屬公司(以下統稱「本集團」)之主要業務為於香港、中華人民共和國(「中國」)及海外進行物業發展、物業投資及管理、酒店業務以及證券買賣及投資。

簡明綜合財務報表以港元(「港元」)呈列。

截至二零一八年六月三十日止六個月之簡明綜合財務報表已於二零一八年八月二十九日由董事會批准刊發。簡明綜合財務報表未經審核，惟已由本公司之審核委員會審閱。

截至二零一八年六月三十日止六個月簡明綜合財務報表所載有關截至二零一七年十二月三十一日止年度之財務資料僅作比較用途，並不構成本公司於該財政年度之法定年度綜合財務報表，惟摘錄自該等財務報表。有關根據香港公司條例(第622章)第436條須予披露之該等法定財務報表之進一步資料載列如下：

本公司已根據香港公司條例(第622章)第662(3)條及附表6第3部之規定，向公司註冊處處長呈交截至二零一七年十二月三十一日止年度之財務報表。

本公司核數師已就該等財務報表作出報告。核數師報告並無保留意見；並無載有核數師於並無保留意見下以強調方式提請注意之任何事項之提述；及並無載有根據香港公司條例(第622章)第406(2)、407(2)或407(3)條作出之陳述。

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES

The condensed consolidated financial statements have been prepared in accordance with Hong Kong Accounting Standard ("HKAS") 34 "Interim Financial Reporting" issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA") as well as the applicable disclosure requirements of Appendix 16 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules").

The condensed consolidated financial statements should be read in conjunction with the Group's annual financial statements for the year ended 31 December 2017 which have been prepared in accordance with Hong Kong Financial Reporting Standard ("HKFRSs").

The Group's policies on financial risk management were set out in the financial statements included in the Company's 2017 Annual Report and there have been no significant changes in the financial risk management policies for the six months ended 30 June 2018.

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

The Group's financial assets at fair value through profit or loss are measured at fair value at the end of each reporting period and they are grouped under Level 1 of the fair value hierarchy with reference to quoted market bid prices. The fair values of other financial assets and financial liabilities are determined in accordance with generally accepted pricing models based on discounted cash flow analysis.

The management considers that the carrying amounts of financial assets and financial liabilities recognised in the condensed consolidated financial statements at amortised cost approximate their fair values. There was no transfer between levels of the fair value hierarchy of financial instruments during the six months ended 30 June 2018.

2. 編製基準及會計政策

簡明綜合財務報表乃按照香港會計師公會(「香港會計師公會」)頒佈之香港會計準則(「香港會計準則」)第34號「中期財務報告」及香港聯合交易所有限公司證券上市規則(「上市規則」)附錄十六之適用披露規定編製。

簡明綜合財務報表應當與本集團截至二零一七年十二月三十一日止年度之年度財務報表一併閱讀，有關財務報表乃根據香港財務報告準則(「香港財務報告準則」)編製而成。

本集團之財務風險管理政策已載列於本公司二零一七年年報之財務報表。截至二零一八年六月三十日止六個月，財務風險管理政策並無重大變動。

除投資物業及若干金融工具乃按公平值計量外，簡明綜合財務報表已按歷史成本法編製。

本集團按公平值計入損益之金融資產於各報告期間結算日按公平值計量並根據公平值層級第一級參考市場所報買入價分組。其他金融資產及金融負債之公平值根據貼現現金流量分析之一般公認定價模型釐定。

管理層認為，按攤銷成本計算並於簡明綜合財務報表中確認之金融資產及金融負債賬面值與其公平值相若。於截至二零一八年六月三十日止六個月，金融工具並無發生公平值層級之間轉撥之情況。

Except as described below, the accounting policies applied to the condensed consolidated financial statements for the six months ended 30 June 2018 are consistent with those of the Group's annual financial statements for the year ended 31 December 2017, as described in those annual financial statements.

(a) New and amendments to HKFRSs, that are mandatorily effective for the financial year beginning on or after 1 January 2018

A number of new or amended standards became applicable for the current interim period. Except for the new and amendments to HKFRSs mentioned below, the application of the other new and amendments to HKFRSs has had no material impact on the Group's accounting policies and the condensed consolidated financial statements.

(i) HKFRS 9 Financial Instruments

HKFRS 9 introduces new requirements, in which are relevant to the Group include the classification and measurement of financial instruments with the consideration of the entity's business model and objective on managing the financial instruments and the contractual terms of cash flows and also the impairment methodology on the financial assets and other items.

Upon the application of HKFRS 9, financial assets held by the Group were assessed with the Group's business models and classified its financial instruments into the appropriate HKFRS 9 categories. Loan receivables and notes receivables were held within a business model whose objective is to collect the contractual cash flows that are solely payments of principal and interest on the principal outstanding. Accordingly, these financial assets continue to be subsequently measured at amortised cost.

REIT securities designated as at fair value through profit or loss held give rise to cash flows on specified dates that are not payments of principal and interest on the principal outstanding. Accordingly, these REIT securities continue to be subsequently measured at fair value with subsequent fair value gains or losses to be recognised in the profit or loss.

誠如該等年度財務報表所述，截至二零一八年六月三十日止六個月之簡明綜合財務報表所用會計政策，與本集團截至二零一七年十二月三十一日止年度之年度財務報表所用者一致，惟下文所述者除外。

(a) 於二零一八年一月一日或之後開始之財政年度強制生效之新訂及經修訂香港財務報告準則

數項新訂或經修訂準則於本中期間開始適用。除下文所述之新訂及經修訂香港財務報告準則外，應用其他新訂及經修訂香港財務報告準則對本集團會計政策及簡明綜合財務報表概無重大影響。

(i) 香港財務報告準則第9號金融工具

香港財務報告準則第9號引入新規定，其中與本集團相關之規定包括分類及計量金融工具之新規定，當中考慮實體業務模式及有關管理金融工具之目標、現金流量之合約條款以及有關金融資產與其他項目之減值方法。

於應用香港財務報告準則第9號後，本集團持有之金融資產透過本集團業務模式進行評估，並將其金融工具歸入香港財務報告準則第9號下之合適類別。應收貸款及應收票據以收取純粹為支付本金及未償還本金利息之合約現金流量為目的之業務模式持有。因此，該等金融資產其後繼續按攤銷成本計量。

指定為按公平值計入損益持有之房地產投資信託證券於指定日期產生並非支付本金及尚未償還本金利息之現金流量。因此，該等房地產投資信託證券其後繼續按公平值計量，其後公平值收益或虧損將於損益確認。

The Group assessed on a forward looking basis the expected credit losses associated with its assets measured at amortised cost. The Group applied the simplified approach permitted by HKFRS 9, which requires expected lifetime losses to be recognised from initial recognition for all trade receivables. The adoption of the simplified expected credit loss approach has not resulted any additional impairment allowance as at 1 January 2018. For other financial assets carried at amortised cost, the Group applied expected credit loss model based on 12-month expected credit loss and also depends on whether there has been a significant increase in credit risk. The expected credit loss is considered immaterial after application.

(ii) *HKFRS 15 Revenue from Contracts with Customers*

HKFRS 15 requires entity recognise revenue when (or as) a performance obligation is satisfied, i.e. when control of the goods or services underlying the particular performance obligation is transferred to the customers. Upon application of HKFRS 15, the Directors assessed the Group's contracts with customers on the identification of the performance obligations, no material impact and adjustment resulted on the Group's condensed consolidated financial statements.

Under HKFRS 15, a receivable is recognised only if the group has an unconditional right to consideration. If the group recognises the related revenue before being unconditionally entitled to the consideration for the promised goods and services in the contract, then the entitlement to consideration is classified as a contract asset. Similarly, a contract liability, rather than a payable, is recognised when a customer pays consideration, or is contractually required to pay consideration and the amount is already due, before the group recognises the related revenue. For a single contract with the customer, either a net contract asset or a net contract liability is presented. For multiple contracts, contract assets and contract liabilities of unrelated contracts are not presented on a net basis.

本集團按前瞻性基準評估與其按攤銷成本計量之資產相關之預期信貸虧損。本集團應用香港財務報告準則第9號批准之簡化方法，其規定初始確認所有貿易應收款項時須確認預計使用年期虧損。採用簡化預計信貸虧損法並無導致於二零一八年一月一日之減值撥備出現任何增加。就其他按攤銷成本列賬之金融資產而言，本集團按12個月預期信貸虧損為基準及視乎信貸風險是否已大幅增加，應用預期信貸虧損模式。於應用後，預期信貸虧損被視為不重大。

(ii) *香港財務報告準則第15號客戶合約收益*

香港財務報告準則第15號規定實體於完成履約責任時(或就此)確認收益，即於商品或特定履約責任服務之控制權轉移至客戶時確認收益。於應用香港財務報告準則第15號後，董事已就識別履約責任評估本集團與客戶之合約，且並無對本集團簡明綜合財務報表造成重大影響及調整。

根據香港財務報告準則第15號，僅當本集團有權無條件收取代價時，方會確認應收賬款。倘本集團在無條件享有合約中承諾之商品及服務之代價前確認相關收益，則收取代價之權利須分類為合約資產。同樣，於本集團確認相關收益前，當客戶支付代價或按合約要求須支付代價且金額已到期時，須確認為合約負債而非應付賬款。就與客戶訂立之單一合約而言，須呈列淨合約資產或淨合約負債。就多份合約而言，無關連的合約所產生的合約資產及合約負債不按淨額基準呈列。

Previously, contract balances relating to properties under development for sale and properties held for sale were presented in the statement of financial position under "accounts receivable" or "deposits received and receipts in advance from property buyers" respectively.

此前，有關待售發展中物業及持作出售之物業的合約結餘分別於財務狀況報表下以「應收賬款」或「已收及預收物業買家之按金」呈列。

(b) New and amendments to HKFRSs that have been in issue but not yet effective

HKFRS 16	Leases ¹
HKFRS 17	Insurance Contracts ³
HK (IFRIC) – Int 23	Uncertainty over Income Tax Treatment ¹
Amendments to HKFRS 9	Prepayment Features with Negative Compensation ¹
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ²
Amendments to HKAS 28	Long-term Interests in Associates and Joint Ventures ¹
Amendments to HKFRSs	Annual Improvements to HKFRSs 2015-2017 Cycle ¹

1. Effective for annual periods beginning on or after 1 January 2019
2. Effective for annual periods beginning on or after a date to be determined
3. Effective for annual periods beginning on or after 1 January 2021

The Group will adopt the above new and amendments to HKFRSs when they become effective.

The Group has already commenced an assessment of the related impact of adopting the above new or revised HKFRSs to the Group. The Group is not yet in a position to state whether substantial changes to the Group's accounting policies and presentation of the consolidated financial statements will result.

(b) 已頒佈但尚未生效之新訂及經修訂香港財務報告準則

香港財務報告準則第16號	租賃 ¹
香港財務報告準則第17號	保險合約 ³
香港(國際財務報告詮釋委員會) – 詮釋第23號	所得稅處理之不確定性 ¹
香港財務報告準則第9號修訂本	具有負補償之提早還款特性 ¹
香港財務報告準則第10號及香港會計準則第28號修訂本	投資者與其聯營公司或合營企業之間之資產出售或注入 ²
香港會計準則第28號修訂本	於聯營公司及合營企業之長期權益 ¹
香港財務報告準則修訂本	二零一五年至二零一七年週期香港財務報告準則之年度改進 ¹

1. 於二零一九年一月一日或之後開始之年度期間生效
2. 於將予釐定之日期或之後開始之年度期間生效
3. 於二零二一年一月一日或之後開始之年度期間生效

本集團將於上述新訂及經修訂香港財務報告準則生效時予以採納。

本集團已著手評估採納上述新訂或經修訂香港財務報告準則對本集團之相關影響。本集團未能指出會否對本集團會計政策及綜合財務報表之呈列方式造成重大變動。

3. ESTIMATES

The preparation of the condensed consolidated financial statements in conformity with HKAS 34 requires management to make judgements, estimates and assumptions that affect the application of accounting policies and reported amounts of assets and liabilities, income and expenses. Actual results may differ from these estimates.

In preparing the condensed consolidated financial statements, the significant judgement made by management in applying the Group's accounting policies and key sources of estimation uncertainty were the same as those that applied to the Group's annual financial statements for the year ended 31 December 2017, except for the application of HKFRS 9 and HKFRS 15 as described above.

4. REVENUE AND SEGMENT INFORMATION

3. 估計

在編製符合香港會計準則第34號之簡明綜合財務報表時，管理層須作出影響應用會計政策及所呈報資產及負債、收入及支出金額之判斷、估計及假設。實際結果可能有別於該等估計。

編製簡明綜合財務報表時，管理層就應用本集團之會計政策所作出之重大判斷以及估計不確定性之主要來源，與本集團截至二零一七年十二月三十一日止年度之年度財務報表所應用者相同，惟上述對香港財務報告準則第9號及香港財務報告準則第15號之應用除外。

4. 收益及分部資料

Unaudited
未經審核
Six months ended 30 June
截至六月三十日止六個月

Revenue is analysed as follows:	收益分析如下：
Sale of properties	出售物業
Rental income	租金收入
Property management income	物業管理收入
Dividend income from financial assets at fair value through profit or loss	按公平值計入損益之金融資產股息收入
Income from hotel operations	酒店業務收入
Others	其他

2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
348,629	-
18,398	14,818
17,057	9,766
8,466	8,410
1,773	2,668
-	2,315
394,323	37,977

Information reported to the Board, being the chief operating decision maker ("CODM"), for the purposes of resource allocation and assessment of segment performance is based on different business activities of the Group. This is also the basis upon which the Group is organised and managed.

向董事會(即主要營運決策者(「主要營運決策者」))報告作資源分配及分部表現評估之資料乃以本集團不同業務活動為基礎。此亦為組織及管理本集團之基準。

Accordingly, the Group's reportable segments under HKFRS 8 are as follows:

- a) Property development in the PRC
- b) Property investment and management in the United States of America ("USA" or "U.S.") in American Housing REIT, Inc. ("AHR") and property management in the USA provided to Global Medical REIT, Inc. ("GMR"), both performed through a subsidiary of the Group
- c) Property investment other than AHR
- d) Securities trading and investment
- e) Hotel operations

The Group has property investment and/or management businesses in Hong Kong, the USA, Singapore and Japan. Other than AHR which is operated in the USA, the property investment business in other regions are evaluated together and assessed as one reportable segment by CODM.

因此，本集團根據香港財務報告準則第8號之可報告分部如下：

- a) 於中國之物業發展
- b) 美洲房地產投資信託（「AHR」）於美利堅合眾國（「美國」）之物業投資及管理以及向國際醫療房地產投資信託（「GMR」）提供美國物業管理，兩者均透過本集團一間附屬公司進行
- c) AHR以外之物業投資
- d) 證券買賣及投資
- e) 酒店業務

本集團於香港、美國、新加坡及日本擁有物業投資及／或管理業務。除於美國經營之AHR外，其他地區之物業投資業務乃由主要營運決策者一併估值，並作為一個報告分部予以評估。

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

本集團按可報告及經營分部之收益、業績以及資產分析如下：

Segment revenue and results

分部收益及業績

		Unaudited 未經審核			
		Segment revenue 分部收益		Segment results 分部業績	
		Six months ended 30 June 截至六月三十日止六個月		Six months ended 30 June 截至六月三十日止六個月	
		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元	2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Property development in the PRC	於中國之物業發展	348,629	-	53,287	(11,046)
Property investment and/or management in the USA through AHR and GMR	透過AHR及GMR於美國進行之物業投資及/或管理	27,526	17,159	4,004	(8,075)
Property investment other than AHR	AHR以外之物業投資	7,929	7,425	8,642	2,741
Securities trading and investment	證券買賣及投資	8,466	8,410	20,951	10,306
Hotel operations	酒店業務	1,773	2,668	(2,271)	(990)
Others	其他	-	2,315	-	2,733
		394,323	37,977	84,613	(4,331)
Unallocated corporate income	未分配公司收入			1,339	-
Other gains and losses	其他收益及虧損			(8,734)	(367)
Unallocated corporate expenses	未分配公司開支			(4,623)	(4,849)
Profit (loss) before taxation	除稅前溢利(虧損)			72,595	(9,547)

Segment assets

分部資產

		Unaudited 未經審核 30 June 2018 二零一八年 六月三十日 HK\$'000 千港元	Audited 經審核 31 December 2017 二零一七年 十二月三十一日 HK\$'000 千港元
Property development in the PRC	於中國之物業發展	32,441,129	21,099,394
Property investment and/or management in the USA through AHR and GMR	透過AHR及GMR於美國進行之物業投資及/或管理	345,669	341,902
Property investment other than AHR	AHR以外之物業投資	562,548	560,311
Securities trading and investment	證券買賣及投資	192,554	179,388
Hotel operations	酒店業務	8,034	8,124
		33,549,934	22,189,119
Unallocated assets	未分配資產	95,981	80,739
		33,645,915	22,269,858

There are no differences from the Group's annual financial statements for the year ended 31 December 2017 in the basis of segmentation or in the basis of measurement of segment profit or loss.

Segment results represent the profit from (loss incurred by) each segment without allocation of certain items, mainly comprising certain corporate income, certain other gains and losses, certain corporate administrative expenses, Directors' and chief executives' salaries. This is the measure reported to the CODM for the purposes of resource allocation and performance assessment.

For the purposes of monitoring segment performance and allocating resources between segments, all assets are allocated to operating segments other than unallocated assets (comprising certain property, plant and equipment, certain other receivables, deposits and prepayments, and certain bank balances and cash).

Information about segment liabilities is not regularly reviewed by the CODM. Accordingly, no such information is presented.

本集團截至二零一七年十二月三十一日止年度之年度財務報表與分部基準或分部損益之計量基準並無差異。

分部業績指各分部賺取之溢利(產生之虧損)，並無分配若干項目，主要包括若干公司收入、若干其他收益及虧損、若干公司行政開支以及董事及主要行政人員之薪金。此乃向主要營運決策者呈報以作資源分配及表現評估之計量方式。

就監察分部表現及於分部間分配資源而言，所有資產均獲分配至經營分部，惟未分配資產(包括若干物業、廠房及設備、若干其他應收款項、按金及預付款項以及若干銀行結餘及現金)除外。

主要營運決策者並無定期審閱有關分部負債之資料。因此，並無呈列有關資料。

5. OTHER GAINS AND LOSSES

Gain on disposal of property, plant and equipment	出售物業、廠房及設備之收益	78	27
Increase (decrease) in fair value of investment properties	投資物業公平值增加(減少)	7,392	(148)
Increase in financial assets at fair value through profit or loss	按公平值計入損益之金融資產增加	12,616	1,508
Exchange (loss) gain, net	匯兌(虧損)收益淨額	(8,637)	313
Bad debts written-off in respect of accounts receivable	就應收賬款撇銷壞賬	(75)	(434)
Others	其他	-	446
		11,374	1,712

5. 其他收益及虧損

Unaudited
未經審核
Six months ended 30 June
截至六月三十日止六個月

2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
78	27
7,392	(148)
12,616	1,508
(8,637)	313
(75)	(434)
-	446
11,374	1,712

6. FINANCE COSTS

Interests on:	下列各項之利息：		
Bank and other borrowings	銀行及其他借貸	207,463	12,906
Bonds	債券	47,165	-
Loans from a related company	來自一間關連公司之貸款	544	3,607
		255,172	16,513
Less: capitalised in properties under development for sale and other contract costs	減：於待售發展中物業及其他合約成本資本化	(247,226)	(12,181)
		7,946	4,332

6. 融資成本

Unaudited
未經審核
Six months ended 30 June
截至六月三十日止六個月

2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
207,463	12,906
47,165	-
544	3,607
255,172	16,513
(247,226)	(12,181)
7,946	4,332

Borrowing costs capitalised during the current period arose on borrowings with rates ranged from 4.785% to 7.5% (30 June 2017: 4% to 5.7%) per annum.

於本期間資本化之借貸成本乃源自年利率介乎4.785厘至7.5厘(二零一七年六月三十日：4厘至5.7厘)之借貸。

7. PROFIT (LOSS) BEFORE TAXATION

7. 除稅前溢利(虧損)

		Unaudited 未經審核	
		Six months ended 30 June 截至六月三十日止六個月	
		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Profit (loss) before taxation has been arrived at after charging:	除稅前溢利(虧損)已扣除下列各項後達致：		
Total staff costs (including Directors' emoluments)	員工成本總額(包括董事酬金)	28,864	15,295
Less: capitalised in properties under development for sale and other contract costs	減：於待售發展中物業及其他合約成本資本化	(3,627)	(1,055)
		25,237	14,240
Depreciation of property, plant and equipment	物業、廠房及設備折舊	1,039	490
Operating lease payments	經營租賃付款	1,621	954
Profit (loss) before taxation has been arrived at after crediting:	除稅前溢利(虧損)已計入下列各項後達致：		
Interest income	利息收入	1,329	2,315
Gross rental income from investment properties	投資物業租金收入總額	18,398	14,818
Less: direct operating expenses incurred for:	減：所產生之直接經營開支：		
- investment properties generated rental income	- 產生租金收入之投資物業	(2,939)	(4,018)
- investment properties that did not generate rental income	- 並無產生租金收入之投資物業	(74)	(183)
		(3,013)	(4,201)
		15,385	10,617

8. INCOME TAX EXPENSES

8. 所得稅開支

		Unaudited 未經審核	
		Six months ended 30 June 截至六月三十日止六個月	
		2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
Income tax expenses comprises:	所得稅開支包括：		
Current tax	本期稅項		
- Hong Kong	- 香港	-	-
- The PRC	- 中國	29,138	-
- Overseas	- 海外	190	89
		29,328	89
Under-provision in prior years	過往年度撥備不足		
- Overseas	- 海外	-	40
		-	129
PRC land appreciation tax	中國土地增值稅	8,269	-
		37,597	129

No provision for Hong Kong Profits Tax has been made as the Group had no estimated assessable profits generated in Hong Kong for the six months ended 30 June 2018 and 2017.

Taxation on profits have been calculated on the estimated assessable profits for the six months ended 30 June 2018 at the rates of taxation prevailing in the countries/places in which the Group's entities operate.

PRC land appreciation tax is levied at progressive rates ranging from 30% to 60% on the appreciation of land value, being the proceeds of sales of properties less deductible expenditures including cost of land use rights and all property development expenditures.

由於本集團於截至二零一八年及二零一七年六月三十日止六個月於香港並無產生估計應課稅溢利，故並無就香港利得稅作出撥備。

溢利稅項乃就截至二零一八年六月三十日止六個月估計應課稅溢利，按本集團實體經營業務所在國家／地區之現行稅率計算。

中國土地增值稅乃按土地價格增值額30%至60%之累進稅率徵收，增值額為銷售物業所得款項減土地使用權費用及所有物業發展開支等應扣除開支。

9. DIVIDENDS

No dividend was paid during the six months ended 30 June 2018 (30 June 2017: Nil). The Directors do not recommend the payment of an interim dividend for the six months ended 30 June 2018 (30 June 2017: Nil).

10. EARNINGS (LOSS) PER SHARE

The calculation of basic earnings (loss) per share is based on the profit attributable to owners of the Company for the six months ended 30 June 2018 of approximately HK\$34,750,000 (30 June 2017: loss attributable to owners of the Company of HK\$9,502,000) and the weighted average number of 6,176,819,969 (30 June 2017: 6,176,819,969) ordinary shares in issue during the period.

No dilutive earnings (loss) per share were presented as there were no potential ordinary shares in issue for the six months ended 30 June 2017 and 2018.

11. INVESTMENT PROPERTIES AND PROPERTY, PLANT AND EQUIPMENT

During the six months ended 30 June 2018, the Group acquired investment properties and property, plant and equipment of approximately HK\$2.9 million (30 June 2017: approximately HK\$215.4 million).

In addition, during the six months ended 30 June 2018, the Group disposed of certain investment properties and property, plant and equipment with an aggregate carrying amount of approximately HK\$11.6 million (30 June 2017: approximately HK\$19.2 million).

The fair values of the investment properties as at 30 June 2018 and 31 December 2017 are based on the valuations carried out by APAC Asset Valuation and Consulting Limited which is member of the Hong Kong Institute of Surveyors and Valuers and is independent qualified professional valuers not connected with the Group.

In estimating the fair value of the investment properties, the highest and best use of the investment properties is the current use.

The fair values of the investment properties are derived from the capitalisation of net income method with due allowance for the reversionary income.

9. 股息

於截至二零一八年六月三十日止六個月並無派付任何股息(二零一七年六月三十日:無)。董事並無建議派付截至二零一八年六月三十日止六個月之中期股息(二零一七年六月三十日:無)。

10. 每股盈利(虧損)

每股基本盈利(虧損)乃根據截至二零一八年六月三十日止六個月本公司擁有人應佔溢利約34,750,000港元(二零一七年六月三十日:本公司擁有人應佔虧損9,502,000港元)及期間已發行普通股加權平均數6,176,819,969股(二零一七年六月三十日:6,176,819,969股)計算。

由於在截至二零一七年及二零一八年六月三十日止六個月並無已發行潛在普通股,故並無呈列每股攤薄盈利(虧損)。

11. 投資物業以及物業、廠房及設備

於截至二零一八年六月三十日止六個月,本集團收購投資物業以及物業、廠房及設備約2,900,000港元(二零一七年六月三十日:約215,400,000港元)。

此外,於截至二零一八年六月三十日止六個月,本集團已出售若干投資物業以及物業、廠房及設備,賬面值合共約為11,600,000港元(二零一七年六月三十日:約19,200,000港元)。

投資物業於二零一八年六月三十日及二零一七年十二月三十一日之公平值乃基於亞太資產評估及顧問有限公司所進行估值釐定,其為Hong Kong Institute of Surveyors and Valuers會員且與本集團並無關連之獨立合資格專業估值師。

估計投資物業公平值時,投資物業最常用及最佳用途為現時用途。

投資物業公平值自收入淨額資本化法得出,並為復歸收入作出適當撥備。

All of the fair value measurements of the Group's investment properties other than investment properties classified as held for sale were categorised into Level 3 of the fair value hierarchy. There were no transfers in or out of Level 3 of the fair value hierarchy during the six months ended 30 June 2018.

There was no change to the valuation techniques during the six months ended 30 June 2018.

12. PROPERTIES UNDER DEVELOPMENT FOR SALE AND OTHER CONTRACT COSTS

Properties under development for sale and other contract costs are all situated in the PRC and approximately HK\$28,082,612,000 (31 December 2017: approximately HK\$14,455,301,000) are expected to be realised after twelve months from the end of the reporting period.

13. DEPOSITS PAID FOR LAND ACQUISITIONS

The amount represented deposits paid for land acquisitions arising from the acquisition of land use rights in the PRC. These deposits will be converted into properties under development for sale and other contract costs upon completion of the land acquisition process and fully refundable if the acquisition is not successful. Deposits paid amounting to approximately HK\$92,728,000 (31 December 2017: approximately HK\$2,030,291,000) were completed their handover process and approximately HK\$142,236,000 (31 December 2017: approximately HK\$1,504,853,000) were refunded subsequent to the end of the reporting period.

本集團投資物業(分類為持作出售之投資物業除外)所有公平值計量歸入第三級公平值層級。於截至二零一八年六月三十日止六個月內並無發生轉入或轉出第三級公平值層級之情況。

於截至二零一八年六月三十日止六個月內所用估值技術並無更改。

12. 待售發展中物業及其他合約成本

待售發展中物業及其他合約成本全部位於中國，預期約28,082,612,000港元(二零一七年十二月三十一日：約14,455,301,000港元)將於報告期間結算日起十二個月後變現。

13. 已付土地收購按金

有關金額指於中國收購土地使用權而產生之已付土地收購按金。該等按金將於土地收購程序完成後轉換為待售發展中物業及其他合約成本，倘收購並未成功，則悉數退回。於報告期間結算日後，已付按金約92,728,000港元(二零一七年十二月三十一日：約2,030,291,000港元)已完成移交程序，而約142,236,000港元(二零一七年十二月三十一日：約1,504,853,000港元)則已被退回。

14. CONTRACT ASSETS, ACCOUNTS RECEIVABLE, DEPOSITS AND PREPAYMENTS

14. 合約資產、應收賬款、按金及預付款項

		Unaudited 未經審核 30 June 2018 二零一八年 六月三十日 HK\$'000 千港元	Audited 經審核 31 December 2017 二零一七年 十二月三十一日 HK\$'000 千港元
Contract assets	合約資產	18,522	69,273
Accounts receivable	應收賬款	13,379	13,214
Prepaid business, value-added and other taxes	預繳營業稅、增值稅及其他稅項	366,018	124,869
Notes receivable	應收票據	368,776	-
Other receivables, deposits and prepayments	其他應收款項、按金及預付款項	56,204	32,054
		822,899	239,410
Amounts due from investees	應收投資對象款項	6,346	6,346
Impairment on amounts due from an investee	應收一名投資對象款項減值	(6,346)	(6,346)
		-	-
		822,899	239,410

All contract assets and accounts receivable were aged less than 6 months.

Contract assets and accounts receivable that were neither past due nor impaired related to a wide range of customers for whom there was no recent history of default. Contract assets and accounts receivable of approximately HK\$18,522,000 (31 December 2017: HK\$69,273,000) past due but not impaired were overdue less than 6 months at the end of the reporting period.

As the Group has hold collaterals over the balances, the Directors are of the view that no allowance for impairment is considered necessary in respect of the contract assets and accounts receivable at the end of the reporting period.

全部合約資產及應收賬款之賬齡均少於6個月。

未逾期亦未減值之合約資產及應收賬款涉及大部分近期並無拖欠記錄之客戶。已逾期但未減值之合約資產及應收賬款約18,522,000港元(二零一七年十二月三十一日: 69,273,000港元)於報告期末逾期不足6個月。

由於本集團就該等結餘持有抵押品，故董事認為毋須於報告期末就合約資產及應收賬款作出減值撥備。

Notes receivable of HK\$368,776,000 (31 December 2017: Nil) subscribed during the current reporting period in the principal amount of US\$47,000,000 are unsecured, interest bearing at 9.7% per annum and will be redeemed at the principal amount at maturity on the later of (i) 19 October 2018, or (ii) on such date may agree mutually with the issuer in writing, which shall fall on or before 31 January 2019.

As at 30 June 2018 and 31 December 2017, amounts due from investees were fully impaired.

15. ACCOUNTS PAYABLE, DEPOSITS RECEIVED AND ACCRUALS

Accounts payable	應付賬款
Accrued construction costs (Note)	應計建築成本(附註)
Rental deposits	租賃按金
Retention deposits and payable	保留金及應付款項
Real estate and other taxes payable	應付房產稅及其他稅項
Other payables and accruals	其他應付款項及應計費用

The average credit period of accounts payable ranges from 30 to 90 days (31 December 2017: 30 to 90 days). All accounts payable were aged within one year, based on invoice dates.

Note: Included in accrued construction costs is amounts due to a related company of approximately HK\$21,911,000 (31 December 2017: HK\$291,073,000) for its construction work.

於本報告期內認購本金額47,000,000美元之應收票據368,776,000港元(二零一七年十二月三十一日:無)為無抵押、按年利率9.7厘計息,且本金額將於(i)二零一八年十月十九日或(ii)與發行人共同書面協定日期(須為二零一九年一月三十一日或之前)(以較晚者為準)到期時贖回。

於二零一八年六月三十日及二零一七年十二月三十一日,應收投資對象款項已全部減值。

15. 應付賬款、已收按金及應計費用

Unaudited 未經審核 30 June 2018 二零一八年 六月三十日 HK\$'000 千港元	Audited 經審核 31 December 2017 二零一七年 十二月三十一日 HK\$'000 千港元
60	252
424,713	2,120,891
1,117	1,307
23,976	13,276
13,918	22,205
55,390	67,632
519,174	2,225,563

應付賬款之平均信貸期介乎30至90日(二零一七年十二月三十一日:30至90日)。根據發票日期,全部應付賬款之賬齡均為一年內。

附註: 應計建築成本內約21,911,000港元(二零一七年十二月三十一日:291,073,000港元)為就其建築工程而應付一間關連公司之款項。

16. CONTRACT LIABILITIES

Contract liabilities amounting to approximately HK\$7,049,062,000 (31 December 2017: HK\$2,891,567,000) are expected to be released to profit or loss more than twelve months after the end of the reporting period.

17. AMOUNTS DUE TO RELATED COMPANIES

The amounts due to related companies are unsecured, interest-free and repayable on demand.

Ms. Huang Yanping ("Ms. Huang") and together with her spouse, Mr. Zhang Jingguo ("Mr. Zhang") have the controlling interests over these related companies.

18. LOANS FROM A RELATED COMPANY

The Group has entered into loan agreements with a related company, Henan Zensun Real Estate Co., Ltd. ("Zensun"), in which Ms. Huang has controlling interests, pursuant to which Zensun will provide unsecured loan(s).

The loans amounting to approximately HK\$24,150,000 (31 December 2017: HK\$31,063,000) are unsecured, interest bearing at the lower of (i) 4% per annum or (ii) such other interest rate the Group is able to borrow in an amount equal to the relevant loan from a bank or a financial institution at the date of drawdown. The amounts are repayable within one year.

The remaining loans amounting to approximately HK\$15,591,902,000 (31 December 2017: HK\$3,166,857,000) are unsecured, interest-free and repayable on demand. Those amounts are shown under the current liabilities as Zensun has the discretionary rights to demand immediate repayment.

In the opinion of the Directors, the carrying amounts of the loans approximate their fair values at initial recognition.

19. SHARE CAPITAL OF THE COMPANY

Ordinary shares with no par value:

At 1 January 2017, 30 June 2017, 1 January 2018 and 30 June 2018

無面值之普通股：

於二零一七年一月一日、二零一七年六月三十日、二零一八年一月一日及二零一八年六月三十日

16. 合約負債

合約負債為數約7,049,062,000港元(二零一七年十二月三十一日：2,891,567,000港元)預期將於報告期間結算日後十二個月以後才轉撥至損益。

17. 應付關連公司款項

應付關連公司款項為無抵押、免息並按要求償還。

Huang Yanping女士(「Huang女士」)及其配偶張敬國先生(「張先生」)對該等關連公司擁有控股權益。

18. 來自一間關連公司之貸款

本集團與關連公司河南正商置業有限公司(「正商」, Huang女士於其中擁有控股權益)簽訂貸款協議,據此,正商將提供無抵押貸款。

為數約24,150,000港元(二零一七年十二月三十一日：31,063,000港元)之貸款為無抵押,並按下列較低者計息：(i) 年利率4厘或(ii)在提取日期本集團能夠向銀行或金融機構借入相等於有關貸款金額之有關其他利率。該等款項須於一年內償還。

餘下為數約15,591,902,000港元(二零一七年十二月三十一日：3,166,857,000港元)之貸款為無抵押、免息及須按要求償還。由於正商有酌情權可要求即時還款,故該等款項已列作流動負債。

董事認為,該等貸款之賬面值於首次確認時與其公平值相若。

19. 本公司股本

Number of
ordinary
shares
普通股數目

Amount
金額
HK\$'000
千港元

6,176,819,969

716,706

20. CAPITAL COMMITMENTS

At the end of the reporting period, the Group had the following commitments:

Contracted for but not provided in respect of:	已訂約但未撥備：
Acquisitions of land use rights	收購土地使用權
Property development expenditures	物業發展開支

20. 資本承擔

於報告期間結算日，本集團承擔如下：

Unaudited 未經審核 30 June 2018 二零一八年 六月三十日 HK\$'000 千港元	Audited 經審核 31 December 2017 二零一七年 十二月三十一日 HK\$'000 千港元
-	1,263,778
6,106,472	2,795,093
6,106,472	4,058,871

21. CONTINGENT LIABILITIES

As at 30 June 2018, the Group had contingent liabilities relating to guarantees amounting to approximately HK\$2,739,368,000 (31 December 2017: approximately HK\$1,184,570,000) in respect of mortgage loan facilities provided by certain banks in connection with the mortgage loans entered into by property buyers of the Group's properties. Pursuant to the terms of the guarantees, upon default in mortgage payments by these property buyers, the Group would be responsible for repaying the outstanding mortgage principals together with accrued interests thereon and any penalties owed by the defaulted buyers to the banks. The Group would be entitled to take over legal title to and possession of the related properties. These guarantees will be released upon the earlier of (i) the satisfaction of the mortgage loan by the buyers of the property; and (ii) the issuance of the property ownership certificate for the mortgage property and the completion of the deregistration of the mortgage. In the opinion of the directors of the Company, no provision for the guarantee contracts was recognised in the condensed consolidated financial statements for the six months ended 30 June 2018 as the default risk is low.

21. 或然負債

於二零一八年六月三十日，本集團就有關本集團物業之物業買家訂立之按揭貸款而由若干銀行提供之按揭貸款融資之擔保擁有或然負債約2,739,368,000港元（二零一七年十二月三十一日：約1,184,570,000港元）。根據擔保條款，倘該等物業買家拖欠按揭款項，本集團須負責償還失責買家欠付銀行的未償還按揭本金連同累計利息及任何罰款。本集團將有權接管相關物業的法定業權及擁有權。該等擔保將於以下較早者發生時解除：(i) 物業買家償還按揭貸款；及(ii) 就按揭物業發出物業所有權證並完成按揭的取消登記。本公司董事認為，由於違約風險不大，故並無就擔保合約於截至二零一八年六月三十日止六個月之簡明綜合財務報表確認撥備。

22. RELATED PARTY TRANSACTIONS

The Group had the following transactions with related companies during the six months ended 30 June 2018:

Related company 關連公司	Transactions 交易
Zensun 正商	Interest expenses 利息開支
Relevant members of Henan Zensun Corporate Development Company Limited (the "Zensun Development Group") 河南正商企業發展有限責任 公司之有關成員公司 (「正商發展集團」)	Construction costs (capitalised in properties under development for sale and other contract costs) 建築成本(於待售發展中物業及其 他合約成本資本化)

Zensun and Zensun Development Group are the entities controlled by ultimate controlling party of the Company and together with its spouse.

Balances with related parties are set out in the condensed consolidated statement of financial position, and details of terms are set out in notes 17 and 18 to the condensed consolidated financial statements.

As at 30 June 2018, bonds with carrying amount of approximately HK\$1,566,585,000 (31 December 2017: Nil) and bank and other borrowings with carrying amount of approximately HK\$711,180,000 (31 December 2017: Nil) were guaranteed by related companies, in which controlled by ultimate controlling party of the Company and together with her spouse. No any assets of the Group was pledged to these related companies in respect of the guarantees.

The Group is licensed by Zensun to use the trademark of "Zensun", "正商", on a royalty-free basis until July 2020.

22. 關連人士交易

於截至二零一八年六月三十日止六個月，本集團與關連公司進行下列交易：

Unaudited
未經審核
Six months ended 30 June
截至六月三十日止六個月

2018 二零一八年 HK\$'000 千港元	2017 二零一七年 HK\$'000 千港元
544	3,607
298,906	8,682

正商及正商發展集團為由本公司最終控股方連同其配偶控制之實體。

與關連人士之結餘載列於簡明綜合財務狀況報表，條款詳情載於簡明綜合財務報表附註17及18。

截至二零一八年六月三十日，賬面值約1,566,585,000港元(二零一七年十二月三十一日：無)之債券以及賬面值約711,180,000港元(二零一七年十二月三十一日：無)之銀行及其他借款由本公司最終控股方連同其配偶控制之關連公司擔保。本集團概無就該等擔保向該等關連公司抵押任何資產。

本集團獲正商許可按免專利費基準使用「Zensun」及「正商」商標至二零二零年七月。

Save as disclosed elsewhere in the condensed consolidated financial statements, no transaction has been entered into with Directors (being the key management personnel) during the six months ended 30 June 2018 other than the emoluments paid to them (being key management personnel compensation) (30 June 2017: Nil).

23. EVENTS AFTER THE REPORTING DATE

- (i) On 31 July 2018, the Group has successfully issued the asset-backed securities through the establishment of P&A – Xinghan Zensun's Account Receivables for the Balance Payment of Properties Sold Asset-backed Securities Scheme with an aggregated size of RMB1,600 million (approximately HK\$1,896.5 million) with two tranches. Further information in respect of the issue scheme is available in the Company's announcement dated 31 July 2018.
- (ii) On 14 August 2018, the Group acquired land use rights of a land parcel located in Zhengzhou City, Henan Province, the PRC through listing for sale process in a public auction held by Zhengdong New District Bureau of Land and Resources Bureau of Zhengzhou City for transfer of state-owned land use rights at a consideration of RMB2,480 million (equivalent to HK\$2,939.5 million). The land parcel is designated for residential usage with the term of 70 years. The handover of the land parcel is expected to be completed on or before the fourth quarter of 2018.
- (iii) On 24 August 2018, the Group acquired land use rights of two land parcels located in Zhengzhou City, Henan Province, the PRC through listing for sale process in public auctions held by Land and Resources Bureau of Zhengzhou City for transfer of state-owned land use rights at a consideration of RMB241.64 million (equivalent to HK\$286.4 million) and RMB270.96 million (equivalent to HK\$321.17 million), respectively. The two land parcels is designated for residential usage with the term of 70 years and for retail, wholesale, catering, hostel and commercial finance usages with the term of 40 years, respectively. The handover of the two land parcels is expected to be completed on or before the fourth quarter of 2018.

除本簡明綜合財務報表內其他部分所披露者外，於截至二零一八年六月三十日止六個月並無與董事（即主要管理人員）進行任何交易，惟向彼等支付作為主要管理人員報酬之酬金除外（二零一七年六月三十日：無）。

23. 報告期後事項

- (i) 於二零一八年七月三十一日，本集團透過成立柏瑞愛建－興漢正商購房尾款資產支持專項計劃成功發行資產支持證券，總發行規模為人民幣1,600,000,000元（約1,896,500,000港元），分為兩個份額發行。有關發行計劃之進一步資料載於本公司日期為二零一八年七月三十一日之公佈。
- (ii) 於二零一八年八月十四日，本集團透過掛牌出售程序於鄭州市國土資源局鄭東新區分局舉辦以轉讓國有土地使用權之公開拍賣會中投得位於中國河南省鄭州市一幅地塊之土地使用權，代價為人民幣2,480,000,000元（相當於2,939,500,000港元）。該地塊指定為住宅用地，使用年限為70年。地塊預期於二零一八年第四季度或之前完成移交。
- (iii) 於二零一八年八月二十四日，本集團透過掛牌出售程序於鄭州市國土資源局舉辦以轉讓國有土地使用權之公開拍賣會中投得位於中國河南省鄭州市兩幅地塊之土地使用權，代價分別為人民幣241,640,000元（相當於286,400,000港元）及人民幣270,960,000元（相當於321,170,000港元）。該兩幅地塊分別指定為住宅用地（使用年限為70年）及零售商業、批發市場、餐飲、旅館、商務金融用地（使用年限為40年）。兩幅地塊預期於二零一八年第四季度或之前完成移交。

MANAGEMENT DISCUSSION AND ANALYSIS INTERIM RESULTS AND DIVIDEND

For the six months ended 30 June 2018, the Group recorded a turnover of approximately HK\$394.3 million and gross profit of approximately HK\$168.6 million, representing an increase of 938% as compared to turnover of approximately HK\$38.0 million and increase of 440% as compared to gross profit of approximately HK\$31.2 million in the corresponding period of 2017. The revenue and gross profit in the first half of 2018 were mainly derived from the property development business in the PRC. The significant increase in revenue and gross profit was primarily attributable to the Group's expansion in property development business in the PRC starting from 2015 and the Group launched the delivery of its completed property development projects since the fourth quarter of 2017.

The Group had net other gains of approximately HK\$11.4 million during the six months ended 30 June 2018, as compared to approximately HK\$1.7 million in the corresponding period of 2017. The Group's net other gains in first half of 2018 mainly represented the combined effect of increase in financial assets at fair value through profit or loss of approximately HK\$12.6 million (the corresponding period of 2017: approximately HK\$1.5 million), increase in fair value of investment properties of approximately HK\$7.4 million (the corresponding period of 2017: decrease in fair value of investment properties of approximately HK\$0.1 million) and offset with the net exchange loss of approximately HK\$8.6 million (the corresponding period of 2017: net exchange gain of approximately HK\$0.3 million).

The Group's sales and marketing costs increased by 607% from approximately HK\$5.8 million during the six months ended 30 June 2017 to approximately HK\$40.8 million for the corresponding period of 2018. The Group's administrative expenditure increased by 84% from approximately HK\$32.7 million during the six months ended 30 June 2017 to approximately HK\$60.0 million in the corresponding period of 2018. Such increases were in line with the further business expansion in the Group's property development business in the PRC since the second quarter of 2017.

The Group's income tax expenses increased from approximately HK\$0.1 million during the six months ended 30 June 2017 to approximately HK\$37.6 million in the first half of 2018. The increase was primarily attributable to the increase in PRC Enterprise Income Tax and PRC land appreciation tax arising from the operating profits in property development business in the PRC during the current reporting period.

管理層討論及分析 中期業績及股息

於截至二零一八年六月三十日止六個月，本集團錄得營業額約394,300,000港元及毛利約168,600,000港元，較二零一七年同期之營業額約38,000,000港元增加938%，以及較二零一七年同期之毛利約31,200,000港元增加440%。二零一八年上半年之收益及毛利主要來自中國物業發展業務。收益及毛利大幅增加主要歸功於本集團自二零一五年起擴張中國物業發展業務及自二零一七年第四季度起開始交付其已落成物業發展項目。

本集團於截至二零一八年六月三十日止六個月之其他收益淨額約為11,400,000港元，而於二零一七年同期則約為1,700,000港元。本集團於二零一八年上半年之其他收益淨額主要為按公平值計入損益之金融資產增加約12,600,000港元(二零一七年同期：約1,500,000港元)、投資物業公平值增加約7,400,000港元(二零一七年同期：投資物業公平值減少約100,000港元)及匯兌虧損淨額約8,600,000港元(二零一七年同期：匯兌收益淨額約300,000港元)抵銷之綜合影響。

本集團之銷售及市場推廣成本由截至二零一七年六月三十日止六個月約5,800,000港元增加607%至二零一八年同期約40,800,000港元。本集團之行政開支由二零一七年六月三十日止六個月約32,700,000港元增加84%至二零一八年同期約60,000,000港元。有關增加與本集團之中國物業發展業務自二零一七年第二季度起進行進一步業務擴張相符。

本集團之所得稅開支由截至二零一七年六月三十日止六個月約100,000港元增加至二零一八年上半年約37,600,000港元。有關增加主要由於本報告期內中國物業發展業務之經營溢利產生之中國企業所得稅及中國土地增值稅增加所致。

As a result of the foregoing, the Group's profit attributable to owners of the Company for the current reporting period amounted to approximately HK\$34.8 million (the corresponding period of 2017: loss attributable to owners of the Company amounted to approximately HK\$9.5 million).

The basic earnings per share for the six months ended 30 June 2018 was HK0.56 cents (the corresponding period of 2017: basic loss per share of HK0.15 cents).

The Board does not recommend the payment of a dividend in respect of the first half of 2018 (the corresponding period of 2017: Nil).

BUSINESS REVIEW

Property Development in the PRC

During the six months ended 30 June 2018, the property development business in the PRC contributed revenue of approximately HK\$348.6 million (the corresponding period of 2017: Nil) and segment profit of approximately HK\$53.3 million (the corresponding period of 2017: segment loss of approximately HK\$11.0 million) to the Group. The significant increase in segment revenue and segment profit was attributable to the delivery of the first two completed property development projects since the fourth quarter of 2017.

During the six months ended 30 June 2018, the Group has continuously made successful bids of land parcels through listings for sale processes in auctions held by different local governmental land bureaus in Henan Province, the PRC. Those successful bids further complemented the Group's strategy in expanding its business operation with focus on Zhengzhou City, Henan Province and other first and second tier cities in the PRC. The Group persists continuing effort to expand its land reserve.

During the six months ended 30 June 2018, the Group continued the delivery of its completed property development projects, namely Zensun Xinghan Garden and Zensun Jingkai Plaza, respectively to the customers in accordance with the related terms of sales and purchase agreements.

As at 30 June 2018, the Group had two completed property projects and 20 projects under development and planning with aggregate of total estimated GFA of approximately 6.6 million sq.m. in the PRC. The Group adopts a proactive strategy in project development business and will adjust its pace of business expansion and project development progress as and when appropriate.

基於上述原因，本報告期內本公司擁有人應佔本集團溢利約為34,800,000港元(二零一七年同期：本公司擁有人應佔虧損約為9,500,000港元)。

於截至二零一八年六月三十日止六個月，每股基本盈利為0.56港仙(二零一七年同期：每股基本虧損0.15港仙)。

董事會並無建議派付二零一八年上半年股息(二零一七年同期：無)。

業務回顧

中國物業發展

於截至二零一八年六月三十日止六個月，中國物業發展業務為本集團貢獻收益約348,600,000港元(二零一七年同期：無)及分部溢利約53,300,000港元(二零一七年同期：分部虧損約11,000,000港元)。分部收益及分部溢利大幅增加乃由於自二零一七年第四季度起交付首兩個已落成物業發展項目所致。

於截至二零一八年六月三十日止六個月，本集團繼續成功於中國河南省透過掛牌出售程序於不同地方政府國土資源局舉辦之拍賣會中投得地塊。本集團成功投標進一步補足其集中於河南省鄭州市及中國其他一、二線城市擴大業務營運之策略。本集團持續努力擴大其土地儲備。

於截至二零一八年六月三十日止六個月，本集團繼續根據買賣協議之相關條款向客戶交付其已落成物業發展項目，即正商興漢花園及正商經開廣場。

於二零一八年六月三十日，本集團於中國共有兩個已落成物業項目及20個發展中及籌劃中項目，估計總建築面積合共約為6,600,000平方米。本集團在項目發展業務中採取主動策略，並將適時調整其業務擴張步伐及項目發展進程。

Property Investment and/or Management in the USA on AHR and GMR

During the six months ended 30 June 2018, the property investment and management in the USA on AHR and GMR through Inter-American Management, LLC ("IAM"), the 85%-owned REIT management arm of the Group, contributed revenue of approximately HK\$27.5 million (the corresponding period of 2017: approximately HK\$17.2 million) and segment profit of approximately HK\$4.0 million (the corresponding period of 2017: segment loss of approximately HK\$8.1 million) to the Group. The significant increase in segment revenue and segment profit was resulted from both the increase in management fee from the enlarged capital base of GMR through several fund raising campaigns in the second half of 2017 and the acquisition of two senior housing communities in the USA during the second quarter of 2017 which brought up new rental income to the Group and contributed an increase in fair value of investment properties.

Property Investment other than AHR

During the six months ended 30 June 2018, the property investment other than AHR division contributed segment revenue of approximately HK\$7.9 million (the corresponding period of 2017: approximately HK\$7.4 million) and segment profit of approximately HK\$8.6 million (the corresponding period of 2017: approximately HK\$2.7 million) to the Group. The increase in segment profit was primarily attributable to the increase in fair value of investment properties of approximately HK\$5.8 million during the first half of 2018 as compared to decrease in fair value of investment properties of approximately HK\$0.6 million over the corresponding period of 2017.

Securities Trading and Investment

During the six months ended 30 June 2018, the Group's securities business recorded segment revenue of approximately HK\$8.5 million with segment profit of HK\$21.0 million as compared to segment revenue of approximately HK\$8.4 million with segment profit of approximately HK\$10.3 million over the corresponding period of 2017. The significant increment in segment profit mainly attributed by the increase in financial assets at fair value through profit or loss during the first half of 2018 of approximately HK\$12.6 million (the corresponding period of 2017: approximately HK\$1.5 million).

Hotel Operations

During the six months ended 30 June 2018, revenue from the hotel operation division declined from approximately HK\$2.7 million to approximately HK\$1.8 million contributing to a segment loss of approximately HK\$2.3 million compared to segment loss of approximately HK\$1.0 million over the corresponding period of 2017.

AHR及GMR於美國之物業投資及／或管理

於截至二零一八年六月三十日止六個月，透過Inter-American Management, LLC ("IAM")，由本集團擁有85%權益之房地產投資信託管理分支)經AHR及GMR於美國進行之物業投資及管理為本集團貢獻收益約27,500,000港元(二零一七年同期：約17,200,000港元)及產生分部溢利約4,000,000港元(二零一七年同期：分部虧損約8,100,000港元)。分部收益及分部溢利大幅增加乃由於透過於二零一七年下半年進行數次集資活動擴大GMR之資本基礎而令管理費有所增加，以及在二零一七年第二季度收購美國兩套長者住房院舍，為本集團帶來新的租金收入並增加投資物業公平值。

AHR以外之物業投資

於截至二零一八年六月三十日止六個月，AHR分部以外之物業投資為本集團貢獻分部收益約7,900,000港元(二零一七年同期：約7,400,000港元)及分部溢利約8,600,000港元(二零一七年同期：約2,700,000港元)。分部溢利增加乃主要由於二零一八年上半年投資物業公平值增加約5,800,000港元，而二零一七年同期則投資物業公平值減少約600,000港元。

證券買賣及投資

於截至二零一八年六月三十日止六個月，本集團之證券業務錄得分部收益約8,500,000港元及分部溢利21,000,000港元，而二零一七年同期則錄得分部收益約8,400,000港元及分部溢利約10,300,000港元。分部溢利大幅增長主要由於二零一八年上半年按公平值計入損益之金融資產增加約12,600,000港元(二零一七年同期：約1,500,000港元)所致。

酒店業務

於截至二零一八年六月三十日止六個月，酒店業務分部之收益由約2,700,000港元減少至約1,800,000港元，導致分部虧損約2,300,000港元，而二零一七年同期則為分部虧損約1,000,000港元。

FINANCIAL REVIEW

Liquidity and Capital Resources

Liquidity Position

As at 30 June 2018, the carrying amount of the Group's total cash and bank balances including pledged deposits and restricted bank balances was approximately HK\$1,253.5 million (31 December 2017: approximately HK\$1,137.1 million), representing an increase of approximately 10%. The total cash and bank balances were mainly denominated in Renminbi, Hong Kong dollars, US dollars, Singapore dollars and Japanese Yen.

As at 30 June 2018, certain bank balances and deposits of the Group were pledged to certain banks and financial institutions as securities for the bank and financial institutions facilities granted to the Group and also the mortgage loan facilities granted to the property buyers of the Group. The total pledged deposits was approximately HK\$488.7 million as at 30 June 2018 (31 December 2017: approximately HK\$119.2 million).

Capital Structure, Borrowings and Charges on the Group's assets

The capital structure of the Group consists of net debt, which includes bank and other borrowings, loans from a related company, and amounts due to related companies, net of bank balances and cash, restricted bank balances and pledged deposits, and equity attributable to owners of the Company, comprising issued share capital and reserves. As at 30 June 2018, net debt and equity attributable to owners of the Company were approximately HK\$23,092.5 million (31 December 2017: approximately HK\$14,223.6 million) and approximately HK\$1,358.5 million (31 December 2017: approximately HK\$1,379.6 million), respectively.

As at 30 June 2018, the Group's aggregate borrowings including bank and other borrowings, loans from a related company and amounts due to related companies amounted to approximately HK\$24,346.0 million (31 December 2017: approximately HK\$15,360.7 million), of which approximately HK\$20,055.9 million (31 December 2017: approximately HK\$10,713.8 million) are repayable within one year or on demand, and approximately HK\$4,290.1 million (31 December 2017: approximately HK\$4,646.9 million) are repayable after one year. The aggregate borrowings were mainly denominated in Renminbi, US dollars, Singapore dollars and Hong Kong dollars.

財務回顧

流動資金及資本來源

流動資金狀況

於二零一八年六月三十日，本集團之現金及銀行結餘總額（包括已抵押按金及受限制銀行結餘）之賬面值增加約10%至約1,253,500,000港元（二零一七年十二月三十一日：約1,137,100,000港元）。現金及銀行結餘總額主要以人民幣、港元、美元、新加坡元及日圓列值。

於二零一八年六月三十日，本集團若干銀行結餘及按金已抵押予若干銀行及金融機構，作為本集團獲授銀行及金融機構融資及本集團物業買家獲授按揭貸款融資之抵押。於二零一八年六月三十日，已抵押按金合共約為488,700,000港元（二零一七年十二月三十一日：約119,200,000港元）。

本集團資產之資本架構、借貸及押記

本集團資本架構包括負債淨額（即包括銀行及其他借貸、來自一間關連公司之貸款及應付關連公司款項，減銀行結餘及現金、受限制銀行結餘及已抵押按金）及本公司擁有人應佔權益（包括已發行股本及儲備）。於二零一八年六月三十日，本公司負債淨額及本公司擁有人應佔權益分別為約23,092,500,000港元（二零一七年十二月三十一日：約14,223,600,000港元）及約1,358,500,000港元（二零一七年十二月三十一日：約1,379,600,000港元）。

於二零一八年六月三十日，本集團借貸總額包括銀行及其他借貸、來自一間關連公司之貸款及應付關連公司款項約24,346,000,000港元（二零一七年十二月三十一日：約15,360,700,000港元），其中約20,055,900,000港元（二零一七年十二月三十一日：約10,713,800,000港元）須於一年內或按要求償還，而約4,290,100,000港元（二零一七年十二月三十一日：約4,646,900,000港元）須於一年後償還。借貸總額主要以人民幣、美元、新加坡元及港元列值。

On 14 February 2018, the Company completed the issuance of bonds at principal amount of US\$200 million carrying interest of 7.5% per annum due on 31 January 2019 in accordance with the terms and conditions of the subscription agreement. The bonds are unsecured but guaranteed by a related company, in which Ms. Huang has controlling interests. The bonds proceeds was used for general corporate purposes of the Group. For further information, please refer to the Company's announcements dated 7 February 2018 and 14 February 2018, respectively.

In additions to the fixed rate bonds of 7.5% per annum, the Group's bank and other borrowings carried fixed interest rate of 5.4% per annum and various floating interest rates linking up with international lending rates including Hong Kong Interbank Offered Rate, Singapore Dollar Swap Offered Rate, Singapore Interbank Offered Rate, London Interbank Offered Rate and the base lending rate of the People's Bank of China. The Group's interest rate risk is mainly driven from the bank and other borrowings with floating interest rates. As at 30 June 2018, except the amounts of approximately HK\$24.2 million (31 December 2017: approximately HK\$31.1 million) recorded in loans from a related company carried at a fixed interest rate at the lower of (i) 4% per annum or (ii) such other interest rate the Group is able to borrow in an amount equal to the relevant loan from a bank or a financial institution at the date of drawdown, the remaining amounts in loans from a related company and the amounts due to related companies were interest-free.

As at 30 June 2018, certain bank and financial institutions facilities granted to the Group together the mortgage loan facilities granted to the property buyers of the Group were secured by certain property, plant and equipment, investment properties, properties under development for sale and other contract costs and pledged deposits with total carrying values of approximately HK\$21,083.5 million (31 December 2017: HK\$12,582.6 million). In addition, shares of certain subsidiaries of the Group are pledged to secure certain bank and financial institutions facilities granted to the Group as at 30 June 2018. Certain bank and financial institutions facilities were guaranteed by related companies, in which controlled by ultimate controlling party of the Company and together with her spouse. No any assets of the Group was pledged to these related companies in respect of the guarantees.

The Group did not use any financial instruments for hedging purpose during the six months ended 30 June 2018.

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to shareholders through the optimisation of the debt and equity balance. In view of the Group's expansion strategy, the Group has sourced funding from its related companies and continued to look for external financing sources. The Group's overall strategy remains unchanged from previous year.

於二零一八年二月十四日，本公司根據認購協議之條款與條件完成發行於二零一九年一月三十一日到期之本金額200,000,000美元債券，按年息7.5厘息。債券為無抵押，但由Huang女士擁有控股權益的關連公司擔保。債券所得款項已用作本集團之一般企業用途。有關進一步資料，請參閱本公司日期分別為二零一八年二月七日及二零一八年二月十四日之公佈。

除年息7.5厘的固定利率債券外，本集團之銀行及其他借貸附有固定年息5.4厘以及多項與香港銀行同業拆息、新加坡元掉期利率、新加坡銀行同業拆息、倫敦銀行同業拆息及中國人民銀行貸款基準利率等國際貸款利率掛鈎之浮動利率。本集團之利率風險主要來自附有浮動利率之銀行及其他借貸。於二零一八年六月三十日，除列作來自一間關連公司之貸款之款項約24,200,000港元(二零一七年十二月三十一日：約31,100,000港元)按下列較低者之固定利率計息外，餘下來自一間關連公司之貸款及應付關連公司款項均為免息：(i)年利率4厘或(ii)在提取日期本集團能夠向銀行或金融機構借入相等於有關貸款金額之有關其他利率。

於二零一八年六月三十日，授予本集團之若干銀行及金融機構融資連同授予本集團物業買家之按揭貸款融資已由賬面總值約21,083,500,000港元(二零一七年十二月三十一日：12,582,600,000港元)之若干物業、廠房及設備、投資物業、待售發展中物業及其他合約成本及已抵押按金作抵押。此外，於二零一八年六月三十日，本集團若干附屬公司之股份已作抵押，以取得本集團所獲授之若干銀行及金融機構融資。若干銀行及金融機構融資由本公司最終控股方連同其配偶控制之關連公司擔保。本集團概無就該等擔保向該等關連公司抵押任何資產。

截至二零一八年六月三十日止六個月，本集團並無使用任何金融工具作對沖用途。

本集團管理資本乃為確保本集團實體將能夠持續經營，同時透過讓債務與權益達成最佳平衡為股東帶來最大回報。鑒於本集團之擴張策略，本集團向其關連公司籌集資金及繼續尋求外部融資渠道。本集團之整體策略與過去年度保持不變。

Key Financial Ratios

As at 30 June 2018, the Group recorded a current ratio of 1.2 (31 December 2017: 1.3) and a gearing ratio of approximately 68.6% (31 December 2017: approximately 63.9%). Gearing ratio is defined as the ratio of total borrowings less bank balances and cash, restricted bank balances and pledged deposits to total assets. The increase in gearing ratio was primarily attributable to the increase in loans from a related company for the expansion in property development operation in the PRC and the issuance of bonds during the six months ended 30 June 2018.

Capital Commitments

As at 30 June 2018, the capital commitments of the Group in connection with the property development expenditures was approximately HK\$6,106.5 million (31 December 2017: approximately HK\$2,795.1 million in connection for property development expenditures and approximately HK\$1,263.8 million for land acquisitions, respectively).

Contingent Liabilities

As at 30 June 2018, the Group had contingent liabilities relating to guarantees amounting to approximately HK\$2,739.4 million (31 December 2017: approximately HK\$1,184.6 million) in respect of mortgage facilities provided by certain banks in connection with the mortgage loans entered into by property buyers of the Group. Pursuant to the terms of the guarantees, upon default in mortgage payments by these buyers, the Group would be responsible for repaying the outstanding mortgage principals together with the accrued interest thereon and any penalties owed by the defaulted buyers to the banks. The Group would be entitled to take over legal title to and possession of the related properties. These guarantees will be released upon the earlier of (i) the satisfaction of the mortgage loan by the property buyers; and (ii) the issuance of the property ownership certificate for the mortgage property and the completion of the deregistration of the mortgage. In the opinion of the Directors, no provision for the guarantee contracts was recognised in the financial statements for the six months ended 30 June 2018 as the default risk is low.

Foreign Exchange Exposure

The revenues, expenses, assets and liabilities are denominated substantially in Hong Kong dollars, US dollars, Renminbi, Singapore dollars and Japanese Yen in its respective group entities. Due to the currency peg of the Hong Kong dollars to the US dollars, the exchange rate between these two currencies has remained stable and thus the Group currently does not implement any hedging or other alternatives. Going forward, the Group may formulate a foreign currency hedging policy to provide a reasonable margin of safety for its exposure to Renminbi, Singapore dollars and Japanese Yen through transactions, assets and liabilities should the need arise.

主要財務比率

於二零一八年六月三十日，本集團錄得流動比率為1.2(二零一七年十二月三十一日：1.3)，資產負債比率則約為68.6%(二零一七年十二月三十一日：約63.9%)。資產負債比率定義為借貸總額減銀行結餘及現金、受限制銀行結餘及已抵押按金相對資產總值之比率。資產負債比率增加主要歸因於截至二零一八年六月三十日止一個月就擴張中國物業發展業務而使來自一間關連公司之貸款及發行債券有所增加。

資本承擔

於二零一八年六月三十日，本集團有關物業發展開支之資本承擔為物業發展開支約6,106,500,000港元(二零一七年十二月三十一日：分別有關物業發展開支約2,795,100,000港元及有關土地收購約1,263,800,000港元)。

或然負債

於二零一八年六月三十日，本集團有關若干銀行就本集團物業買家所訂立按揭貸款提供之按揭融資涉及之擔保擁有或然負債約2,739,400,000港元(二零一七年十二月三十一日：約1,184,600,000港元)。根據擔保條款，倘該等買家拖欠按揭款項，本集團須負責償還違約買家欠付銀行之未償還按揭本金連同有關累計利息及任何罰款。本集團將有權接管相關物業之法定業權及擁有權。該等擔保將於以下較早者發生時解除：(i)物業買家償還按揭貸款；及(ii)就按揭物業發出物業所有權證並完成按揭之取消登記手續。董事認為，由於違約風險低，故於截至二零一八年六月三十日止六個月之財務報表並無就擔保合約確認撥備。

外匯風險

收益、開支、資產及負債於有關集團實體絕大部分以港元、美元、人民幣、新加坡元及日圓列值。由於港元與美元掛鈎，故此兩項貨幣之匯率保持穩定，因此，本集團現時並無進行任何對沖或其他類似活動。倘有需要，本集團將來可能制定外匯對沖政策，為涉及人民幣、新加坡元及日圓之交易、資產及負債所面對之外匯風險提供合理保障。

Significant Investment Held, Material Acquisitions and Disposals of Subsidiaries, Associates and Joint Venture and Future Plans for Material Investments or Capital Assets

- (a) In January 2018, the Group has made four successful bids for land use rights for a land parcel in Zhengzhou City, Henan Province, the PRC (i) with site area of approximately 50,920.98 sq.m. for residential use and commercial and financial use at a consideration of RMB1,146,000,000; and three land parcels in Xinzheng City, Henan Province, the PRC: (ii) with site area of approximately 43,470.40 sq.m. for residential use at a consideration of RMB800,870,000; (iii) with site area of approximately 46,805.08 sq.m. for residential use at a consideration of RMB1,024,160,000; and (iv) with site area of approximately 45,515.87 sq.m. for residential use at a consideration of RMB995,490,000. These development projects are expected to be completed gradually and respectively no later than the first quarter, the third quarter and the fourth quarter of 2021 and the first quarter of 2022;
- (b) In March 2018, the Group has made sixteen successful bids for land use rights for sixteen land parcels in Gongyi City, Henan Province, the PRC with total site area of approximately 743,799.14 sq.m. for residential use, commercial and public facilities use at an aggregate consideration of RMB312,420,000. These development projects are expected to be completed gradually and no later than the fourth quarter of 2020.
- (c) In April 2018, the Group has made three successful bids for land use rights of three land parcels in Zhengzhou City, Henan Province, the PRC (i) with site area of approximately 79,585.58 sq.m. for residential use at a consideration of RMB635,420,000; (ii) with site area of approximately 63,391.95 sq.m. for residential use at a consideration of RMB458,650,000; (iii) with site area of approximately 84,309.66 sq.m. for residential use at a consideration of RMB610,070,000; and one land parcel in Xuchang City, Henan Province, the PRC (iv) with site area of approximately 62,832 sq.m. for residential use at a consideration of RMB284,500,000. These development projects are expected to be completed gradually and no later than the fourth quarter of 2021.

所持重大投資、重大收購及出售附屬公司、聯營公司及合營企業以及重大投資或資本資產之未來計劃

- (a) 於二零一八年一月，本集團四次成功投得以下地塊之土地使用權，包括於中國河南省鄭州市之一幅地塊：(i) 佔地面積約50,920.98平方米(為住宅、商業及金融用地)，代價為人民幣1,146,000,000元；以及於中國河南省新鄭市之三幅地塊：(ii) 佔地面積約43,470.40平方米(為住宅用地)，代價為人民幣800,870,000元；(iii) 佔地面積約46,805.08平方米(為住宅用地)，代價為人民幣1,024,160,000元；及(iv) 佔地面積約45,515.87平方米(為住宅用地)，代價為人民幣995,490,000元。預計該等發展項目將分別逐步於二零二一年第一季度、第三季度及第四季度以及二零二二年第一季度前落成；
- (b) 於二零一八年三月，本集團十六次成功以總代價人民幣312,420,000元於中國河南省鞏義市投得十六幅總佔地面積約743,799.14平方米(為住宅、商業及公共設施用地)之地塊之土地使用權。預計該等發展項目將於二零二零年第四季度前逐步落成。
- (c) 於二零一八年四月，本集團三次成功於中國河南省鄭州市投得以下三幅地塊之土地使用權：(i) 佔地面積約79,585.58平方米(為住宅用地)，代價為人民幣635,420,000元；(ii) 佔地面積約63,391.95平方米(為住宅用地)，代價為人民幣458,650,000元；(iii) 佔地面積約84,309.66平方米(為住宅用地)，代價為人民幣610,070,000元；及於中國河南省許昌市投得一幅地塊之土地使用權：(iv) 佔地面積約62,832平方米(為住宅用地)，代價為人民幣284,500,000元。預計該等發展項目將於二零二一年第四季度前逐步落成。

- (d) In June 2018, the Group has made seven successful bids for land use rights for seven land parcels in Gongyi City, Henan Province, the PRC with total site area of approximately 243,903.45 sq.m. for residential use, commercial, accommodation and catering usage at an aggregate consideration of RMB134,890,000. These development projects are expected to be completed gradually and no later than the first quarter of 2021.
- (d) 於二零一八年六月，本集團七次成功以總代價人民幣134,890,000元於中國河南省鞏義市投得七幅總佔地面積約243,903.45平方米(為住宅、商業及住宿餐飲用地)之地塊之土地使用權。預計該等發展項目將於二零二一年第一季度前逐步落成。

Save as disclosed above, the Group did not hold other significant investment, make any other material acquisitions and disposals of subsidiaries, associates or joint venture or future plan for material investment or capital assets during the six months ended 30 June 2018.

除上文所披露者外，本集團於截至二零一八年六月三十日止六個月期間並無持有其他重大投資，進行任何其他重大收購及出售附屬公司、聯營公司或合營企業，亦無有關重大投資或資本資產之未來計劃。

Employee and Remuneration Policy

Remuneration packages are generally structured with reference to prevailing market terms and individual qualifications. Salaries and wages are normally reviewed on an annual basis based on performance appraisals and other relevant factors. Apart from salary payments, there are other staff benefits including mandatory provident fund, medical insurance and performance-related bonuses. The Company has obtained a new award, the Certificate of the Good Employer Charter issued by the Labour Department in recognition of the Company which has adopted employee-oriented and progressive human resource management practices, thereby can help boost staff morale, enhance their employees' sense of belonging and hence laying a solid foundation for business growth. The Company adopted a share option scheme on 28 August 2013 and share options may also be granted to eligible employees of the Group. Total staff costs, including Directors' emoluments during the six months ended 30 June 2018, amounted to approximately HK\$28.9 million (30 June 2017: HK\$15.3 million).

As at 30 June 2018, the Group had 267 employees.

僱員及薪酬政策

薪酬待遇一般參考現行市場條款及個人資歷制定。薪金及工資一般會每年根據表現評估及其他相關因素檢討。除薪金外，本集團另有其他員工福利，包括強制性公積金、醫療保險及表現花紅。本公司新獲勞工處頒發「好僱主約章」證書，以嘉許本公司採取關愛僱員及開明的人力資源管理常規，能夠幫助提升員工士氣、增強僱員歸屬感，從而為業務增長奠定堅實基礎。本公司已於二零一三年八月二十八日採納購股權計劃，而本集團亦可向合資格僱員授出購股權。截至二零一八年六月三十日止六個月，員工成本總額(包括董事酬金)約為28,900,000港元(二零一七年六月三十日：15,300,000港元)。

於二零一八年六月三十日，本集團聘用267名僱員。

Outlook and Prospects

The Group will continue to be principally engaged in the businesses of property development, property investment and management and hotel operations and look for investment opportunities which strengthen profitability under the acceptable risk in Hong Kong, the PRC and overseas markets.

The Group will primarily finance the repayments on financial assistance from the controlling shareholder through proceeds from the pre-sale and sale of Group's properties, internally generated cash flows from other operations, and borrowings from commercial banks and financial institutions. Going forward, the Group believes our future capital needs in support of project construction and land acquisition activities will be satisfied by the above-mentioned sources and additional issuance of equity securities or other capital market instruments.

The Group seeks to manage the level of our liquid assets to ensure the availability of sufficient cash flows to meet any unexpected cash requirements arising from our business operation. The Group will also continue to assess available financial resources in support of our business needs on an ongoing basis and plan and adjust our development schedule or implement cost control measures if necessitated by our then-existing financial conditions and cash requirements.

The Group intends to continue to access existing capital resources, and to seek new sources of funding, to maintain and grow our business on a cost-effective basis.

The PRC

The continuous successful bids for land parcels during first half of 2018 complemented the Group's strategy in expanding its business operation in the PRC. Thus, the Board will continue to identify new property development projects and bid for land use rights of other selective land parcels in the PRC with a focus in Zhengzhou City, Henan Province and other first and second tier cities in the PRC in the coming few years.

In view of the above positive development in land acquisitions and the ongoing property development projects, the Group's needs on construction work for properties development is expected to increase substantially in the near future. In this regard, the Group continuously engaged group members of Henan Zensun Corporate Development Company Limited to cope with construction and development on certain selected property projects under the master service agreement as amended by the supplemental agreement.

前景及展望

本集團將繼續主要從事物業發展、物業投資及管理以及酒店業務等業務，並於香港、中國及海外市場尋求於可接受風險範圍內增強盈利能力之投資機會。

本集團將主要透過預售及銷售本集團物業所得款項、其他營運內部產生之現金流量以及來自商業銀行及金融機構之借貸，償還來自控股股東之財務資助。日後，本集團相信將以上述來源及額外發行股本證券或其他資本市場工具來滿足未來支持項目建設及土地收購活動之資金需求。

本集團致力管理流動資產水平，以確保有充足現金流量應對業務營運所產生之任何突如其來之現金需求。本集團亦將繼續評估可用財務資源以不斷支持業務需求，並計劃及調整發展時間表，或因應我們當時之財務狀況及現金需求推行所需成本控制措施。

本集團擬繼續使用現有資本來源，並尋求新資金來源，以具成本效益方式維持及發展業務。

中國

本集團於二零一八年上半年持續成功投得地塊補足其於中國擴大業務營運之策略。因此，董事會於未來數年將繼續集中在河南省鄭州市及中國其他一、二線城市物色新物業發展項目並競投中國其他經揀選地塊之土地使用權。

鑒於上述土地收購及持續物業發展項目之積極發展，本集團對物業發展建設工程之需求預期於短期內大幅增加。就此，本集團繼續與河南正商企業發展有限責任公司的成員公司按經補充協議修訂之主服務協議合作應付若干經選定物業項目之建造及發展。

Furthermore, the Company takes leverage on the PRC property development and investment experience of its management team to seek development in suitable projects with potential to deliver value to its shareholders. In addition to existing business partners, the Company will continue to seek potential partners' cooperation to explore capital resources, reduce capital investment at an early stage and facilitate project development. The management remains cautiously optimistic on the long-term prospects of the real estate industry and will expedite its property development and sales of its development projects in the PRC through making use of its own advantages and leveraging on the national network and business resources of Zensun. The synergistic effect brought by Zensun will improve the position of the Group in the real estate industry in the PRC.

The U.S.

As at the date of this report, the Group has approximately 12.0% equity interest in a NYSE-listed REIT, GMR and 99% equity interest in AHR, both are operated and managed by IAM, the 85%-owned REIT management arm of the Group, led by a specialised team of highly experienced professionals with deep knowledge in the USA real estate market.

1. GMR

The Group has continued providing REIT management services and receiving recurring management fees directly to and from GMR pursuant to the revised management agreement between GMR and IAM. During the first half of 2018, GMR completed 6 acquisitions of medical and healthcare facilities and continuously enlarged its asset base. It is expected that future fund raising of GMR will further increase its capital base which in return increase the management fee income to be received from GMR.

2. AHR

AHR is currently 99%-controlled by the Company and owns a portfolio of single-family rentals primarily in Texas, Florida, Georgia and North Carolina. With the Group's strategy in seeking for higher-than-average annualised yield, the Group revisits the current properties portfolio of AHR and diversifies its investment from single family housing to senior housing communities in order to seize the potential opportunity for the current strong demand on retirement communities and elderly care industries in the USA.

此外，本公司充分利用其管理團隊之中國物業發展及投資經驗，尋求發展具潛力之合適項目以回饋其股東。除現有業務夥伴外，本公司將繼續尋覓潛在夥伴合作關係，以開拓資本來源、減少前期資金投資及促進項目發展。管理層對房地產行業之長期發展前景保持謹慎樂觀態度，並將透過充分利用自身優勢及正商之全國網絡及業務資源，加快位於中國之發展項目之物業發展及銷售。正商帶來之協同效益將提高本集團於中國房地產行業之地位。

美國

於本報告日期，本集團擁有一項於紐交所上市之房地產投資信託GMR約12.0%股權及一項於AHR之99%股權，均由IAM經營及管理，而IAM為本集團擁有85%權益之房地產投資信託管理分支，由具備深厚美國房地產市場知識之資深專業團隊帶領。

1. GMR

根據GMR與IAM訂立之經修訂管理協議，本集團繼續直接向GMR提供房地產投資信託管理服務並收取經常性管理費。於二零一八年上半年，GMR完成6項醫療保健設施收購事項並持續擴大其資產基礎。預期GMR未來進行集資活動將進一步提升其資本基礎，從而提高將向GMR收取之管理費收入。

2. AHR

AHR現時由本公司控制99%權益，主要於德克薩斯州、佛羅里達州、喬治亞州及北卡羅萊納州擁有單棟出租單位組合。本集團之策略為尋求高於平均年度收益，為把握美國當前退休群體及安老行業所產生強勁需求之潛在機會，本集團已重新審視AHR當前之物業投資組合，並將投資從單棟出租單位分散至長者住房院舍。

Other operations

The Group will regularly review the Singapore property market to explore business opportunity in this market in the foreseeable future. For the non-core Japan hotel business, while the Group is seeking potential buyers to dispose the hotels or operation to enable the Group to deploy its resources in the most efficient way, it is actively seeking ways to enhance its overall profitability with a view to enabling the operation to be self-sustainable.

Overall

The Company will make use of the Group's financial, human and technological resources to enhance its portfolio, asset base and brand image in the PRC, USA and overseas with business growth opportunities.

其他業務

本集團將定期審視新加坡物業市場，以便在可見將來探索此市場之商機。就非核心日本酒店業務方面，本集團正尋覓潛在買家以出售酒店或業務，使本集團能以最有效的方式配置資源，並積極尋求方法加強其整體盈利能力，達至自負盈虧。

概述

本公司將善用本集團之財務、人力及技術資源，以加強其於中國、美國及海外的投資組合、資產基礎及品牌形象，提高業務增長機會。

LAND BANK SUMMARY

As at 30 June 2018, the Group has two completed property projects and 20 property projects under development and planning in the PRC. Interests of all these property projects in the PRC are 100% attributable to the Group.

土地儲備概要

於二零一八年六月三十日，本集團於中國共有二個已落成物業項目及20個發展中及籌劃中物業項目。本集團應佔所有該等中國物業項目之100%權益。

Property Project	Location	Estimated Completion Time	Interest attributable to the Group Use		Total site area (sq.m.) Approximately	Remaining Completed GFA Unsold (sq.m.) Approximately	GFA Under Development (sq.m.) Approximately	GFA Under Planning (sq.m.) Approximately
			本集團應佔權益	用途				
物業項目	項目地址	預計竣工時間			總佔地面積 (平方米) 概約	餘下已竣工仍未 出售建築面積 (平方米) 概約	發展中 建築面積 (平方米) 概約	籌劃中 建築面積 (平方米) 概約

COMPLETED PROPERTY PROJECTS

已落成物業項目

Zensun Jingkai Plaza 正商經開廣場	North of Jingnan 2nd Road and east of Jingkai 9th Avenue, Zhengzhou City 鄭州市經開第九街以東、經南二路以北	N/A 不適用	100%	Commercial 商業	47,736	205,835	—	—
Zensun Xinghan Garden 正商興漢花園	East of the intersection of Dahe Road and Guxu Road, Zhengzhou City 鄭州市大河南路及古須路交叉口以東	N/A 不適用	100%	Residential 住宅	34,439	11,494	—	—

PROPERTY PROJECTS UNDER DEVELOPMENT/PLANNING

發展中/籌劃中物業項目

Zensun Scholar Garden 正商書香銘築	The intersection of east to Sanglin East Road and north to Ruifeng Road, Zhengzhou City 鄭州市桑林東路東、瑞風路北交匯處	4th quarter of 2019 二零一九年 第四季度	100%	Commercial 商業	25,357	—	143,371	—
Zensun Longhushangjing 正商龍湖上境	North of Chaoyang Road and east of Zhongyi Road, Zhengzhou City 鄭州市朝陽路以北、眾意路以東	4th quarter of 2020 二零二零年 第四季度	100%	Residential 住宅	62,286	—	185,842	—
Zensun Voyage Mansion 正商匯航銘築	West of Jingkai 17th Avenue, north of Hanghai East Road, Zhengzhou City 鄭州市航海東路以北、經開第十七大街以西	2nd quarter of 2020 二零二零年 第二季度	100%	Commercial 商業	55,631	—	279,396	—

Property Project	Location	Estimated Completion Time	Interest attributable to the Group Use		Total site area (sq.m.) Approximately	Remaining Completed GFA Unsold (sq.m.) Approximately	GFA Under Development (sq.m.) Approximately	GFA Under Planning (sq.m.) Approximately
			本集團	用途				
物業項目	項目地址	預計竣工時間	應佔權益	用途	總佔地面積 (平方米) 概約	餘下已竣工仍未 出售建築面積 (平方米) 概約	發展中 建築面積 (平方米) 概約	籌劃中 建築面積 (平方米) 概約
PROPERTY PROJECTS UNDER DEVELOPMENT/PLANNING (Continued)								
發展中/籌劃中物業項目(續)								
Zhengzhou Zensun River Valley (Phase I) 鄭州正商河峪州(第一期)	North of Lvda Road and west of Yuxiu Road, Zhengzhou City 鄭州市綠連路以北、毓秀路以西	4th quarter of 2020 二零二零年 第四季度	100%	Residential 住宅	94,426	—	300,681	—
Zhengzhou Zensun River Valley (Phase II) 鄭州正商河峪州(第二期)	North of Lvda Road and east of Hongsong Road, Zhengzhou City 鄭州市綠連路以北、紅松路以東	4th quarter of 2020 二零二零年 第四季度	100%	Residential 住宅	89,025	—	307,638	—
Zensun River Home 正商家河家	South of Xincheng Road, east of Yule Road, and east of Xinxu Street and south of Xinyun Road, Zhengzhou City 鄭州市新成路以南、娛樂路以東及新西街以東及幸連路以南	3rd quarter of 2020 to 4th quarter of 2021 二零二零年 第三季度至 二零二一年 第四季度	100%	Residential 住宅	326,261	—	413,205	631,886
Zensun Prosperity Court 正商啟盛華庭	South of Shisu Road and east of Fengshuo South Road, Zhengzhou City 鄭州市石蘇路以南、豐碩南路以東	2nd quarter of 2020 二零二零年 第二季度	100%	Residential 住宅	8,051	—	37,447	—
Zensun Grand Garden 正商明苑	Huailong Village & Xingong Village, Nanyuan County, Fengtai District, Beijing 北京市豐台區南苑鄉槐房村及新宮村	3rd quarter of 2021 二零二一年 第三季度	100%	Residential & educational 住宅、教育	53,214	—	171,252	—
Zensun Yazu Garden 正商雅築佳苑	5th Avenue District, Shunyi Newtown, Renhe Town, Shunyi District, Beijing 北京市順義區仁和鎮順義新城第五街區	3rd quarter of 2021 二零二一年 第三季度	100%	Residential 住宅	41,170	—	135,392	—
Dengfeng Zensun City • Yu Garden 登封正商城•裕園	Southwest District of Intersection of Taihe Road and Zhengtong Road, Dengfeng City 登封市太和路與政通路交叉口西南區域	1st quarter of 2021 二零二一年 第一季度	100%	Residential 住宅	46,899	—	125,656	—

Property Project	Location	Estimated Completion Time	Interest attributable to the Group Use	Total site area (sq.m.) Approximately	Remaining	GFA Under Development (sq.m.) Approximately	GFA Under Planning (sq.m.) Approximately
					Completed GFA Unsold (sq.m.)		
				總佔地面積 (平方米)	餘下已竣工仍未出售建築面積 (平方米)	發展中建築面積 (平方米)	籌劃中建築面積 (平方米)
物業項目	項目地址	預計竣工時間	本集團應佔權益用途	概約	概約	概約	概約

PROPERTY PROJECTS UNDER DEVELOPMENT/PLANNING (Continued)

發展中/籌劃中物業項目(續)

Dengfeng Zensun City • Xi Garden 登封正商城•禧園	Northeast corner of Intersection of Denggao Road and Fuyou Road, Dengfeng City 登封市登高公路與福佑路交叉口東北角	1st quarter of 2021 二零二一年第一季度	100%	Residential & commercial 住宅、商業	15,992	—	—	62,583
Dengfeng Zensun City • Tai Garden 登封正商城•泰園	Northwest corner of Intersection of Denggao Road and Fuyou Road, Dengfeng City 登封市登高公路與福佑路交叉口西北角	1st quarter of 2021 二零二一年第一季度	100%	Residential & commercial 住宅、商業	32,986	—	—	82,466
Dengfeng Zensun City • Xiang Garden 登封正商城•祥園	Northeast corner of Intersection of Hanque Road and Tianzhong Road, Dengfeng City 登封市漢闕路與天中路交叉口東北角	1st quarter of 2021 二零二一年第一季度	100%	Residential & commercial 住宅、商業	27,210	—	90,716	—
Dengfeng Zensun City • He Garden 登封正商城•和園	Northeast corner of Intersection of Yinghe Road and Tianzhong Road, Dengfeng City 登封市穎河路與天中路交叉口東北角	1st quarter of 2021 二零二一年第一季度	100%	Residential & commercial 住宅、商業	50,436	—	186,983	—
Zensun Twin Cranes Lake 正商雙鶴湖	South of Heshou Outer Ring Road and west of Shuanghe Lake 2nd Street, Zhengzhou City 鄭州市鶴首外環路以南、雙鶴湖二街以西	3rd quarter of 2020 二零二零年第三季度	100%	Commercial 商業	11,215	—	57,440	—
Xuchang Zensun Scholar Mansion 許昌正商書香華府	North of Nongda Road, south of Gui Hua Nong Xuan Road and west of Gui Hua Han Lin Road, Jianan District, Xuchang City 許昌市建安區農大路以北、規劃農軒路以南及規劃漢林路以西	4th quarter of 2020 to 4th quarter of 2021 二零二零年第四季度至二零二一年第四季度	100%	Residential 住宅	115,449	—	421,287	—

Property Project	Location	Estimated Completion Time	Interest attributable to the Group Use		Total site area (sq.m.) Approximately	Remaining Completed GFA Unsold (sq.m.) Approximately	GFA Under Development (sq.m.) Approximately	GFA Under Planning (sq.m.) Approximately
			本集團應佔權益	用途				
物業項目	項目地址	預計竣工時間			總佔地面積 (平方米) 概約	餘下已竣工仍未出售建築面積 (平方米) 概約	發展中建築面積 (平方米) 概約	籌劃中建築面積 (平方米) 概約
PROPERTY PROJECTS UNDER DEVELOPMENT/PLANNING (Continued)								
發展中/籌劃中物業項目(續)								
Xuchang Zensun Golden Mile House 許昌正商金城世家	East of Laodong North Road and south of Gui Hua Zhou Zhuang Street, Jianan District, Xuchang City 許昌市建安區勞動北路以東、規劃周莊街以南	4th quarter of 2020 to 4th quarter of 2021 二零二零年第四季度至二零二一年第四季度	100%	Residential 住宅	60,948	—	—	238,093
Zensun Longshuishangjing 正商瓏水上境	South of North 3rd Ring Road and east of Longhu Neihuan East Road, Zhengzhou City 鄭州市北三環路以南、龍湖內環東路以東	1st quarter of 2021 二零二一年第一季度	100%	Residential 住宅	58,338	—	204,775	—
Xinxiang Zensun Golden Mile House (Phase I) 新鄉正商金城世家一期	South of Kelong Avenue and east of Xiner Street, Xinxiang City 新鄉市科隆大道以南、新二街以東	1st quarter of 2021 二零二一年第一季度	100%	Residential & commercial 住宅、商業	45,591	—	—	159,569
Xinxiang Zensun Golden Mile House (Phase II) 新鄉正商金城世家二期	West of Xinzhong Avenue, southeast corner of intersection of Hongyuan Street and Guihua Road, Xinxiang City 新鄉市新中大道以西、鴻源街與規劃路交叉口東南角	1st quarter of 2021 二零二一年第一季度	100%	Residential & commercial 住宅、商業	36,712	—	—	128,492
Zensun Voyage Garden 正商匯航雅園	West of Jingkai 17th Avenue and south of Jingbei 4th Road, Zhengzhou City 鄭州市經開第十七大街以西、經北四路以南	1st quarter of 2021 二零二一年第一季度	100%	Residential & commercial 住宅、商業	50,921	—	—	203,684
Zensun South Longhu Valley-view Garden 正商南龍湖湖景佳苑	West of Guihua 3rd Road and north of reserve land of Government, Longhu Town, Xinzheng City 新鄭市龍湖鎮規劃三路以西、政府儲備土地以北	1st quarter of 2022 二零二二年第一季度	100%	Residential 住宅	43,470	—	—	130,410

Property Project	Location	Estimated Completion Time	Interest attributable to the Group	Use	Total site area	Remaining Completed GFA Unsold	GFA Under Development	GFA Under Planning
					(sq.m.)	(sq.m.)	(sq.m.)	(sq.m.)
物業項目	項目地址	預計竣工時間	本集團應佔權益	用途	總佔地面積 (平方米) 概約	餘下已竣工仍未 出售建築面積 (平方米) 概約	發展中 建築面積 (平方米) 概約	籌劃中 建築面積 (平方米) 概約
PROPERTY PROJECTS UNDER DEVELOPMENT/PLANNING (Continued)								
發展中/籌劃中物業項目(續)								
Zensun South Longhu Valley-view Court 正商南龍湖怡景華庭	South of Guihua 1st Road, west of Qushi Road, and west of reserve land of Government Longhu Town, Xinzheng City 新鄭市龍湖鎮規劃一路以南、求實路以西及政府儲備土地以西	1st quarter of 2022 二零二二年 第一季度	100%	Residential 住宅	92,321	—	—	276,963
Zensun Xishan Town 正商西山小鎮	Zhaoling Village and Coadian Village, Mihe Town, Gongyi City 鞏義市米河鎮趙嶺村及草店村	4th quarter of 2020 to 1st quarter of 2021 二零二零年 第四季度至 二零二一年 第一季度	100%	Residential, commercial, catering & public utility 住宅、商業、餐飲、公共設施	987,701	—	—	1,198,282
Xuchang Zensun Orchids Mansion 許昌正商蘭亭華府	South of Guihua Zhuyuan Street and east of Guihua Yongxian Road, Jianan District, Xuchang City 許昌市建安區規劃竹園街以南、規劃永賢路以東	2nd quarter of 2022 二零二二年 第二季度	100%	Residential 住宅	62,832	—	—	174,777
ZH International Headquarters Building 正恒國際總部大廈	North of Wanghu Road and east of Heshou Outer Ring Road, Zhengzhou City 鄭州市望湖路以北、饋首外環路以東	2nd quarter of 2021 二零二一年 第二季度	100%	Commercial 商業	10,701	—	—	37,454
Zensun Qingya Court 正商清雅華庭	Northwest corner of Intersection of Tashan Road and National Highway 310, Xingyang City 樂陽市塔山路與310國道交叉口西北角	2nd quarter of 2021 二零二一年 第二季度	100%	Residential 住宅	12,777	—	—	38,331
Grand total	總計				2,600,095	217,329	3,061,081	3,362,990

OTHER INFORMATION**DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SECURITIES**

As at 30 June 2018, the interests and short positions of the Directors and chief executive of the Company in the Shares, underlying Shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance ("SFO")) which were notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they are taken or deemed to have under such provisions of the SFO), or any interest or short positions which were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or any interests and short positions which have to be notified to the Company and the Stock Exchange, pursuant to the Model Code for Securities Transactions by Directors of Listed Companies (the "Model Code") as set out in Appendix 10 of the Listing Rules, were as follows:

Long positions

(i) Interest in ordinary share of the Company

Name of Director	Capacity in which interests are held	Number of Shares held	Approximate percentage of the issued share capital of the Company (%) 約佔本公司已發行股本之百分比(%)
董事姓名	權益持有者身份	所持股份數目	
Mr. Zhang Jingguo 張敬國先生	Spousal Interest (Note 1) 配偶權益(附註1)	3,579,612,209	57.95
Ms. Huang Yanping Huang Yanping女士	Interest of controlled corporation (Note 2) 受控法團權益(附註2)	3,579,612,209	57.95

Notes:

- (1) Mr. Zhang Jingguo (Chairman, Chief Executive Officer and Executive Director of the Company) is the spouse of Ms. Huang Yanping, he is deemed to be interested in 3,579,612,209 Shares.
- (2) 3,579,612,209 Shares are directly held by Joy Town Inc., in which is wholly owned by Zensun Group Limited. Ms. Huang Yanping as the sole shareholder of Zensun Group Limited is deemed to be interested in the Shares held by Joy Town Inc. Both Zensun Group Limited and Joy Town Inc. are holding companies of the Company, each of them is an associated corporation of the Company under SFO.

其他資料**董事及主要行政人員於證券之權益及淡倉**

於二零一八年六月三十日，董事及本公司主要行政人員於股份、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)之相關股份及債券中，擁有根據證券及期貨條例第XV部第7及第8分部已知會本公司及聯交所之權益及淡倉(包括彼等根據證券及期貨條例該等條文被當作或視作擁有之權益及淡倉)，或根據證券及期貨條例第352條須登記於該條例所述登記冊之任何權益或淡倉，或根據上市規則附錄十所載上市公司董事進行證券交易的標準守則(「標準守則」)須知會本公司及聯交所之任何權益及淡倉如下：

好倉

(i) 於本公司普通股中之權益

附註：

- (1) 張敬國先生(本公司主席、行政總裁及執行董事)為Huang Yanping女士之配偶，彼被視作於3,579,612,209股股份中擁有權益。
- (2) 3,579,612,209股股份由Joy Town Inc.直接持有，而Joy Town Inc.由正商集團有限公司(Zensun Group Limited)全資擁有。Huang Yanping女士作為正商集團有限公司之唯一股東，被視作於Joy Town Inc.持有之股份中擁有權益。正商集團有限公司及Joy Town Inc.均為本公司之控股公司，且各自為證券及期貨條例項下本公司之相聯法團。

Long Positions

(ii) Interest in ordinary share of associated corporation of the Company

好倉

(ii) 於本公司相聯法團普通股中之權益

Name of Director	Name of associated corporation	Capacity in which interests are held	Number of shares held	Approximate percentage of the issued share capital (%) 約佔相聯法團已發行股本之百分比
董事姓名	相聯法團名稱	權益持有者身份	所持股份數目	
Ms. Huang Yanping Huang Yanping女士	Zensun Group Limited 正商集團有限公司	Interest controlled corporation (Note) 受控法團權益(附註)	1	100
Ms. Huang Yanping Huang Yanping女士	Joy Town Inc.	Beneficial owner 實益擁有人	1	100

Note: 3,579,612,209 Shares are directly held by Joy Town Inc., in which is wholly owned by Zensun Group Limited. Ms. Huang Yanping as the sole shareholder of Zensun Group Limited is deemed to be interested in the Shares held by Joy Town Inc. Both Zensun Group Limited and Joy Town Inc. are holding companies of the Company, each of them is an associated corporation of the Company under SFO.

附註：3,579,612,209股股份由Joy Town Inc.直接持有，而Joy Town Inc.由正商集團有限公司(Zensun Group Limited)全資擁有。Huang Yanping女士作為正商集團有限公司之唯一股東，被視作於Joy Town Inc.持有之股份中擁有權益。正商集團有限公司及Joy Town Inc.均為本公司之控股公司，且各自為證券及期貨條例項下本公司之相聯法團。

Save as disclosed, as at 30 June 2018, none of the Directors, chief executive of the Company or their respective associates had any interests or short positions in the Shares, underlying Shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which: (a) were notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they are taken or deemed to have under such provisions of the SFO); (b) were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (c) have to be notified to the Company and the Stock Exchange pursuant to the Model Code as set out in Appendix 10 of the Listing Rules.

除所披露者外，於二零一八年六月三十日，董事、本公司主要行政人員或彼等各自之聯繫人士概無於股份、本公司或任何相聯法團(定義見證券及期貨條例第XV部)之相關股份或債券中，擁有(a)根據證券及期貨條例第XV部第7及8分部已知會本公司及聯交所之任何權益或淡倉(包括根據證券及期貨條例有關條文彼等被當作或視作擁有之權益或淡倉)；或(b)根據證券及期貨條例第352條須記入該條所述登記冊之任何權益或淡倉；或(c)根據上市規則附錄十所載標準守則須知會本公司及聯交所之任何權益或淡倉。

SUBSTANTIAL SHAREHOLDERS

As at 30 June 2018, according to the register of interest in Shares and underlying Shares and short positions kept by the Company pursuant to Section 336 of Part XV of the SFO and so far as is known to or can be ascertained after reasonable enquiries by the Directors, the persons (other than the Directors or chief executive of the Company) who were directly or indirectly interested in 5% or more in the Shares and underlying Shares of the Company are as follows:

Long position in the Shares of the Company

Name 名稱／姓名	Nature of interest 權益性質	Number of Shares 股份數目	% %
Zensun Group Limited 正商集團有限公司	Interest of controlled corporation (Note 1) 受控法團權益(附註1)	3,579,612,209	57.95
Joy Town Inc.	Beneficial owner (Note 1) 實益擁有人(附註1)	3,579,612,209	57.95
Chan Heng Fai 陳恒輝	Beneficial owner (Note 2) 實益擁有人(附註2)	322,580,166	5.22
Chan Yoke Keow 陳玉嬌	Beneficial owner (Note 2) 實益擁有人(附註2)	322,580,166	5.22

Note:

- Joy Town Inc. is wholly-owned by Zensun Group Limited. Ms. Huang Yanping as the sole shareholder of Zensun Group Limited is deemed to be interested in the Shares held by Joy Town Inc..
- These Shares are owned by Mr. Chan Heng Fai and Ms. Chan Yoke Keow. Mr. Chan Heng Fai is the spouse of Ms. Chan Yoke Keow, they are deemed interest in the Shares held by each other.

Save as disclosed above, as at 30 June 2018, no person other than the Directors whose interests are set out in the above section headed "Directors' and Chief Executive's Interests and Short Positions in Securities", had registered an interest of 5% or more in the issued share capital of the Company, and short positions in the Shares and underlying Shares that was required to be recorded in the register of interest pursuant to Section 336 of Part XV of the SFO.

主要股東

於二零一八年六月三十日，根據本公司遵照證券及期貨條例第XV部第336條存置之股份及相關股份權益及淡倉登記冊，以及據董事目前所知或於作出合理查詢後所確定，直接或間接擁有本公司股份及相關股份5%或以上權益之人士(董事或本公司主要行政人員除外)如下：

於本公司股份之好倉

Name 名稱／姓名	Nature of interest 權益性質	Number of Shares 股份數目	% %
Zensun Group Limited 正商集團有限公司	Interest of controlled corporation (Note 1) 受控法團權益(附註1)	3,579,612,209	57.95
Joy Town Inc.	Beneficial owner (Note 1) 實益擁有人(附註1)	3,579,612,209	57.95
Chan Heng Fai 陳恒輝	Beneficial owner (Note 2) 實益擁有人(附註2)	322,580,166	5.22
Chan Yoke Keow 陳玉嬌	Beneficial owner (Note 2) 實益擁有人(附註2)	322,580,166	5.22

附註：

- Joy Town Inc. 由正商集團有限公司(Zensun Group Limited)全資擁有。Huang Yanping女士作為正商集團有限公司之唯一股東，被視作於Joy Town Inc.持有之股份中擁有權益。
- 該等股份由陳恒輝先生及陳玉嬌女士擁有。陳恒輝先生為陳玉嬌女士之配偶，彼等被視作於各自所持股份中擁有權益。

除上文披露者外，於二零一八年六月三十日，除權益載於上文「董事及主要行政人員於證券之權益及淡倉」一節之董事外，概無任何人士登記擁有本公司已發行股本5%或以上權益以及須根據證券及期貨條例第XV部第336條記入權益登記冊之股份及相關股份之淡倉。

CHANGES SINCE 31 DECEMBER 2017

Save as disclosed in this report, there were no other significant changes in the Group's financial position or from the information disclosed under Management Discussion and Analysis in the Company's 2017 Annual Report.

CHANGE OF PARTICULARS OF THE DIRECTORS

It was resolved by the remuneration committee of the Company and the Board on 20 August 2018, the Company entered into new service agreements with all the directors of the Company on 20 August 2018 with same terms as the existing service agreements. Save as disclosed, there is no other change of particulars of the Directors or chief executives of the Company as required under the Listing Rules.

SHARE OPTION SCHEME

The Company adopted a new share option scheme (the "2013 Scheme") for the purpose of providing incentives and rewards for the contribution or potential contribution of the eligible participants to the Group since 28 August 2013. During the six months ended 30 June 2018, no share options under the 2013 Scheme were granted, exercised, cancelled or lapsed. As at the end of the reporting period, the Company has no outstanding share options under the 2013 Scheme.

As at the date of this report, the total number of shares available for issue under the 2013 Scheme is 617,681,996 shares, representing 10.0% of the share capital of the Company in issue at the date of this report.

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES OF THE COMPANY

During the six months ended 30 June 2018, neither the Company nor any of its subsidiaries purchased, sold or redeemed any listed securities of the Company.

CODE ON CORPORATE GOVERNANCE PRACTICES

The Company has applied the principles and complied with all code provisions ("Code Provisions") and, where applicable, the recommended best practices of the Corporate Governance Code ("CG Code") as set out in Appendix 14 to the Listing Rules throughout the six months ended 30 June 2018, save for the deviations which are explained below:

Pursuant to code provision A.2.1 of the CG Code, the roles of chairman and chief executive officer of the Company should be segregated. The Company is of the view that it is in the best interest of the Company that Mr. Zhang Jingguo, with his profound expertise in the property business, shall continue in his dual capacity as chairman and chief executive officer.

自二零一七年十二月三十一日以來之變動

除本報告披露者外，本集團之財務狀況或與本公司二零一七年年報內「管理層討論及分析」所披露之資料相比並無其他重大變動。

董事資料變動

本公司薪酬委員會及董事會於二零一八年八月二十日議決，本公司與本公司全體董事於二零一八年八月二十日訂立新服務協議，條款與現有服務協議相同。除所披露者外，董事或本公司主要行政人員根據上市規則之規定所需資料並無其他變動。

購股權計劃

自二零一三年八月二十八日，本公司採納新購股權計劃（「二零一三年計劃」），藉以就合資格參與者對本集團作出之貢獻或可能作出之貢獻給予鼓勵及獎勵。於截至二零一八年六月三十日止六個月，二零一三年計劃項下之購股權概無獲授出、行使、註銷或失效。於報告期末，本公司二零一三年計劃項下概無尚未行使購股權。

於本報告日期，根據二零一三年計劃，可供發行之股份總數為617,681,996股，佔本報告日期本公司已發行股本之10.0%。

購買、出售或贖回本公司上市證券

本公司及其任何附屬公司於截至二零一八年六月三十日止六個月概無購買、出售或贖回本公司任何上市證券。

企業管治常規守則

本公司已於截至二零一八年六月三十日止六個月採納上市規則附錄十四所載之原則，並已遵守當中所載企業管治守則（「企業管治守則」）之所有守則條文（「守則條文」）及（如適用）建議最佳常規，惟下文所述之偏離除外：

根據企業管治守則之守則條文第A.2.1條，本公司主席及行政總裁之角色應作出區分。本公司認為，張敬國先生擁有豐富物業業務經驗，應繼續出任主席兼行政總裁，此乃符合本公司之最佳利益。

Pursuant to code provision C.2.5 of the CG Code, the Group should have an internal audit function. The Company conducted an annual review on the need for setting up an internal audit department. Given the Group's simple operating structure, it was decided that the Board would be directly responsible and review on the adequacy and effectiveness of the risk management and internal control systems of the Group. Review on the risk management and internal control systems of the Group, including the analysis and appraisal of its adequacy and effectiveness, are conducted in an ongoing basis.

COMPLIANCE WITH THE MODEL CODE FOR DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the Model Code as set out in Appendix 10 to the Listing Rules as the code of conduct for Directors in their dealings in the securities of the Company. The Company has made specific enquiry with all the Directors and, all the Directors confirmed that they have fully complied with the required standards set out in the Model Code during the six months ended 30 June 2018.

AUDIT COMMITTEE

The Audit Committee is primarily responsible to assist the Board in reviewing and monitoring the financial reporting process, risk management and internal control systems of the Group, overseeing the audit process and performing other duties and responsibilities as may be assigned by the Board from time to time. The Audit Committee comprises three independent non-executive Directors, namely Mr. Liu Da, Dr. Liu Qiao and Mr. Ma Yuntao.

The Audit Committee has reviewed with the management of the Company, the accounting principles and practices adopted by the Group and discussed, among other things, financial reporting matters including a review of the unaudited condensed consolidated results for the six months ended 30 June 2018 of the Group.

ACKNOWLEDGEMENT

We would like to thank the management and all of our staff for their hard work and dedication, as well as our shareholders for their continuous support to the Group.

By Order of the Board
Zhang Jingguo
Chairman, Chief Executive Officer and Executive Director

Hong Kong, 29 August 2018

根據企業管治守則之守則條文第C.2.5條，本集團應具備內部審核職能。本公司就是否需要建立內部審核部門進行年度檢討。鑒於本集團之營運結構簡單，決定由董事會直接負責檢討本集團之風險管理及內部監控系統之充足性及有效性。本集團之風險管理及內部監控系統持持續基準進行檢討，包括分析及評核其充足性及有效性。

遵守董事進行證券交易之標準守則

本公司已採納載於上市規則附錄十之標準守則，作為董事於進行本公司證券交易之行為守則。本公司已向全體董事作出具體查詢，全體董事確認於截至二零一八年六月三十日止六個月一直全面遵守標準守則所載之規定準則。

審核委員會

審核委員會主要負責協助董事會審閱及監察本集團之財務報告程序、風險管理及內部監控系統，監督審核程序並履行董事會可能不時賦予之其他職務及責任。審核委員會由三名獨立非執行董事劉達先生、劉倩博士及馬運強先生組成。

審核委員會已聯同本公司管理層審閱本集團採納之會計原則及慣例，並討論(其中包括)財務報告事宜，包括審閱本集團截至二零一八年六月三十日止六個月之未經審核簡明綜合業績。

鳴謝

我們謹此向管理人員及全體員工努力不懈、盡心全意為本集團效力，以及股東一直對本集團之鼎力支持，致以衷心謝意。

承董事會命
張敬國
主席、行政總裁兼執行董事

香港，二零一八年八月二十九日

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