



南海控股

NAN HAI CORPORATION LIMITED

Nan Hai Corporation Limited

南海控股有限公司

Incorporated in Bermuda with limited liability
於百慕達註冊成立之有限公司

Stock Code 股份代碼: 680

中期報告 2018

INTERIM REPORT



CORPORATE INFORMATION

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

DIRECTORS

Executive Directors

Mr. YU Pun Hoi (Chairman)

Ms. LIU Rong (Chief Executive Officer)

Non-executive Directors

Mr. LAM Bing Kwan

Mr. LUNG King Cheong

Independent Non-executive Directors

Mr. LAU Yip Leung

Mr. XIAO Sui Ning

Mr. HO Yeung Nang

COMPANY SECRETARY

Ms. Jay Shree Aggarwal

AUDITOR

BDO Limited

Certified Public Accountants

Hong Kong

BERMUDA LEGAL ADVISER

Appleby

HONG KONG LEGAL ADVISER

Gerry K.C. Wai & Co., Solicitors

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

12/F., The Octagon

No.6 Sha Tsui Road

Tsuen Wan

New Territories

Hong Kong

公司資料

於本報告日期，本公司之資料如下：

董事

執行董事

于品海先生(主席)

劉榮女士(行政總裁)

非執行董事

林秉軍先生

龍景昌先生

獨立非執行董事

劉業良先生

肖遂寧先生

何養能先生

公司秘書

Jay Shree Aggarwal 女士

核數師

香港立信德豪會計師事務所有限公司

執業會計師

香港

百慕達法律顧問

Appleby

香港法律顧問

韋智理律師行

香港主要營業地點

香港

新界

荃灣

沙咀道6號

嘉達環球中心12樓

CORPORATE INFORMATION *(Continued)*

REGISTERED OFFICE

Canon's Court
22 Victoria Street
Hamilton HM 12
Bermuda

PRINCIPAL REGISTRAR

MUFG Fund Services (Bermuda) Limited
The Belvedere Building
69 Pitts Bay Road
Pembroke HM 08
Bermuda

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

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

STOCK CODE

680

PRINCIPAL BANKERS

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

WEBSITE ADDRESS

<http://www.nanhaicorp.com>

公司資料 *(續)*

註冊辦事處

Canon's Court
22 Victoria Street
Hamilton HM 12
Bermuda

主要股份過戶登記處

MUFG Fund Services (Bermuda) Limited
The Belvedere Building
69 Pitts Bay Road
Pembroke HM 08
Bermuda

香港股份過戶登記分處

卓佳雅柏勤有限公司
香港
皇后大道東 183 號
合和中心 22 樓

股份代號

680

主要往來銀行

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

網址

<http://www.nanhaicorp.com>



INDEPENDENT REVIEW REPORT

獨立審閱報告



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香港干諾道中111號
永安中心25樓

To the Board of Directors of Nan Hai Corporation Limited
(incorporated in Bermuda with limited liability)

致 Nan Hai Corporation Limited 南海控股有
限公司董事會
(於百慕達註冊成立之有限公司)

INTRODUCTION

We have reviewed the interim condensed consolidated financial statements set out on pages 5 to 81 which comprise the condensed consolidated statement of financial position of Nan Hai Corporation Limited and its subsidiaries (collectively referred to as the "Group") as of 30 June 2018 and the related condensed consolidated income statement, condensed consolidated statement of comprehensive income, condensed consolidated statement of cash flows and condensed consolidated statement of changes in equity for the six-month period then ended, and a summary of significant accounting policies and other explanatory notes (the "interim condensed consolidated financial statements"). The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited require the preparation of a report on interim financial information to be in compliance with the relevant provisions thereof and Hong Kong Accounting Standard 34 "Interim Financial Reporting" ("HKAS 34") issued by the Hong Kong Institute of Certified Public Accountants. The directors are responsible for the preparation and presentation of the interim condensed consolidated financial statements in accordance with HKAS 34.

Our responsibility is to express a conclusion on the interim condensed consolidated financial statements based on our review. This report is made solely to you, as a body, in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

緒言

本核數師已審閱第5至81頁所載中期簡明綜合財務報表，包括Nan Hai Corporation Limited 南海控股有限公司及其附屬公司（統稱「本集團」）截至2018年6月30日的簡明綜合財務狀況表、截至該日止6個月期間的相關簡明綜合收益表、簡明綜合全面收益表、簡明綜合現金流量表及簡明綜合權益變動表，以及主要會計政策概要及其他解釋附註（「中期簡明綜合財務報表」）。根據香港聯合交易所有限公司證券上市規則規定，中期財務資料報告須按照其相關條文以及香港會計師公會頒佈之香港會計準則第34號「中期財務報告」（「香港會計準則第34號」）編製。董事負責按照香港會計準則第34號編製及呈報中期簡明綜合財務報表。

本核數師之責任為基於審閱就中期簡明綜合財務報表發表結論。根據受聘之協定條款，本報告僅向閣下全體匯報，而不作任何其他用途。本核數師不就本報告之內容向任何其他人士承擔或負上任何責任。

INDEPENDENT REVIEW REPORT *(Continued)*

SCOPE OF REVIEW

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

CONCLUSION

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

OTHER MATTER

The comparatives in the condensed consolidated income statement, condensed consolidated statement of comprehensive income, condensed consolidated statement of cash flows and condensed consolidated statement of changes in equity for the six-month period ended 30 June 2017, and the related explanatory notes have not been reviewed in accordance with HKSRE 2410 or audited.

BDO Limited

Certified Public Accountants

Chiu Wing Cheung Ringo

Practising Certificate no. P04434

Hong Kong

29 August 2018

獨立審閱報告 *(續)*

審閱範圍

本核數師根據香港會計師公會頒佈之香港審閱委聘準則第2410號「實體之獨立核數師審閱中期財務資料」進行審閱。中期財務資料之審閱包括詢問(主要對負責財務及會計事務之人士)，以及採納分析及其他審閱程序。審閱之範圍遠小於根據香港審計準則進行之審計，故本核數師無法確保本核數師已知悉可通過審計辨別之所有重要事項。因此，本核數師並不表達審計意見。

結論

基於本核數師之審閱，本核數師並無注意到任何事宜可引起本核數師相信中期簡明綜合財務報表在所有重大方面並非按照香港會計準則第34號編製。

其他事項

截至2017年6月30日止6個月期間之簡明綜合收益表、簡明綜合全面收益報表、簡明綜合現金流量表及簡明綜合權益變動表以及其他解釋附註並未按照香港審閱委聘準則第2410號審閱或審核。

香港立信德豪會計師事務所有限公司

執業會計師

招永祥

執業證書號碼 P04434

香港

2018年8月29日



**CONDENSED CONSOLIDATED INCOME
STATEMENT — UNAUDITED**

For the six months ended 30 June 2018

簡明綜合收益表 — 未經審核

截至2018年6月30日止6個月

		For the six months ended 30 June 截至6月30日止6個月		
		Notes 附註	2018 HK\$'000 千港元	2017 HK\$'000 千港元 (Re-presented) (重列)
Revenue	收益	6(a)	8,635,655	8,184,548
Cost of sales and services provided	銷售及提供服務之成本		(2,703,856)	(3,285,496)
Gross profit	毛利		5,931,799	4,899,052
Other operating income	其他經營收入	6(b)	303,474	202,577
Selling and marketing expenses	銷售及市場推廣開支		(1,711,593)	(1,296,470)
Administrative expenses	行政開支		(672,680)	(455,567)
Other operating expenses	其他經營開支		(921,339)	(453,099)
Finance costs	融資成本	7	(522,270)	(298,015)
Gain on fair value change on financial liabilities at fair value through profit or loss	按公允價值於損益賬處理之金融負債之公允價值變動收益		29,406	21,573
Impairment loss on trade receivables	應收貿易款項減值虧損		(28)	(96)
Impairment loss on other receivables	其他應收款項減值虧損		(16,344)	-
Gain on disposal of non-current assets held-for-sale	出售持作出售非流動資產之收益		21,710	-
Loss on deemed disposal of an associate	視作出售一間聯營公司之虧損		-	(162)
Share of results of associates	應佔聯營公司業績		6,741	10,619
Share of result of a joint venture	應佔一間合營企業業績		521	-
Gain on fair value change on investment properties	投資物業公允價值變動之收益	13	1,053	2,117
Profit before income tax	除所得稅前溢利	8	2,450,450	2,632,529
Income tax expense	所得稅開支	9	(1,452,849)	(1,423,331)
Profit for the period	期內溢利		997,601	1,209,198

CONDENSED CONSOLIDATED INCOME STATEMENT — UNAUDITED (Continued)

For the six months ended 30 June 2018

簡明綜合收益表 — 未經審核 (續)

截至2018年6月30日止6個月

		For the six months ended 30 June 截至6月30日止6個月	
		2018 HK\$'000 千港元	2017 HK\$'000 千港元 (Re-presented) (重列)
		Notes 附註	
Profit/(Loss) for the period attributable to:	以下人士應佔期內溢利/(虧損)：		
Owners of the Company	本公司擁有人	984,438	1,258,972
Non-controlling interests	非控股權益	13,163	(49,774)
		997,601	1,209,198
		HK cent 港仙	HK cent 港仙
Earnings per share for profit attributable to the owners of the Company during the period	期內本公司擁有人應佔溢利之每股盈利		
— Basic	— 基本	11(a)	1.43 1.83
— Diluted	— 攤薄	11(b)	1.43 1.83



**CONDENSED CONSOLIDATED STATEMENT
OF COMPREHENSIVE INCOME — UNAUDITED**

For the six months ended 30 June 2018

**簡明綜合全面收益報表
— 未經審核**

截至2018年6月30日止6個月

		For the six months ended 30 June 截至6月30日止6個月	
		2018 HK\$'000 千港元	2017 HK\$'000 千港元
Profit for the period	期內溢利	997,601	1,209,198
Other comprehensive income, including reclassification adjustments	其他全面收益，包括重新分類 調整		
<i>Items that will not be reclassified subsequently to profit or loss:</i>	<i>其後將不會重新分類至損益賬 之項目：</i>		
Fair value change in financial assets at fair value through other comprehensive income, net of tax	按公允價值於其他全面收益處理 之金融資產之公允價值變動 (扣除稅項)	16,117	-
<i>Items that may be reclassified subsequently to profit or loss:</i>	<i>其後可能重新分類至損益賬 之項目：</i>		
Exchange (loss)/gain on translation of financial statements of foreign operations	換算海外業務財務報表之匯兌 (虧損)/收益	(225,394)	183,203
Exchange (loss)/gain on translation of financial statements of foreign associates	換算海外聯營公司財務報表 之匯兌(虧損)/收益	(1,562)	2,454
Exchange loss on translation of financial statements of a foreign joint venture	換算一間海外合營企業財務報表 之匯兌虧損	(88)	-
Exchange differences reclassified on deemed disposal of an associate, net of tax	視作出售一間聯營公司時重新 分類之匯兌差額(扣除稅項)	-	359
Other comprehensive income for the period, including reclassification adjustments	期內其他全面收益，包括重新 分類調整	(210,927)	186,016
Total comprehensive income for the period	期內全面收益總額	786,674	1,395,214
Total comprehensive income attributable to:	以下人士應佔全面收益總額：		
Owners of the Company	本公司擁有人	787,994	1,442,218
Non-controlling interests	非控股權益	(1,320)	(47,004)
		786,674	1,395,214

CONDENSED CONSOLIDATED STATEMENT
OF FINANCIAL POSITION

As at 30 June 2018

簡明綜合財務狀況報表

於2018年6月30日

	Notes 附註	(Unaudited) (未經審核) 30 June 2018 2018年 6月30日 HK\$'000 千港元	(Audited) (經審核) 31 December 2017 2017年 12月31日 HK\$'000 千港元
ASSETS AND LIABILITIES			
Non-current assets			
Property, plant and equipment	12	5,666,555	5,863,807
Investment properties	13	112,011	112,448
Prepaid land lease payments under operating leases		24,034	24,606
Interests in associates		150,772	145,593
Interest in a joint venture		5,846	5,413
Amounts due from related parties	25(b)	437,759	254,324
Available-for-sale financial assets		–	135,915
Financial assets at fair value through other comprehensive income		151,817	–
Financial assets at fair value through profit or loss		498	–
Long term trade receivables	15	1,185	2,370
Deposits, prepayments and other receivables		1,297,340	901,850
Intangible assets	14	6,335,483	6,438,083
Deferred tax assets		808,790	596,985
Pledged and restricted bank deposits		3,646,153	3,591,605
		18,638,243	18,072,999
Current assets			
Inventories		15,686,035	15,319,232
Financial assets at fair value through profit or loss		98,137	199,474
Financial assets at amortised costs		118,554	–
Held-to-maturity investment		–	120,106
Trade receivables	15	500,357	677,298
Deposits, prepayments and other receivables		3,174,660	2,992,945
Amounts due from associates		12,599	11,238
Amount due from a joint venture		2,403	2,491
Amounts due from related parties	25(b)	1,544	4,064
Pledged and restricted bank deposits		6,081,903	5,080,474
Cash and cash equivalents		3,111,520	4,397,710
		28,787,712	28,805,032
Non-current assets held-for-sale		–	15,018
		28,787,712	28,820,050



**CONDENSED CONSOLIDATED STATEMENT
OF FINANCIAL POSITION** (Continued)**簡明綜合財務狀況報表** (續)

As at 30 June 2018

於2018年6月30日

			(Unaudited) (未經審核) 30 June 2018 2018年 6月30日 HK\$'000 千港元	(Audited) (經審核) 31 December 2017 2017年 12月31日 HK\$'000 千港元
	Notes 附註			
Current liabilities		流動負債		
Trade payables	16	應付貿易款項	1,562,571	2,137,185
Other payables and accruals		其他應付款項及應計費用	1,662,516	1,439,633
Contract liabilities	6(a)	合約負債	7,064,058	-
Receipt in advance and deferred revenue		預收款項及遞延收益	-	6,851,766
Provision for tax		稅項撥備	3,923,873	3,823,364
Amount due to a director		欠一名董事款項	7,177	9,878
Amount due to an associate		欠一間聯營公司款項	5,492	5,492
Amounts due to related parties	25(b)	欠關連公司款項	94,738	135,669
Bank and other borrowings	17	銀行及其他借貸	10,570,674	9,653,920
Finance lease liabilities		融資租賃負債	45,214	59,189
Convertible and exchangeable bonds	18	可換股及可交換債券	1,190,211	1,172,381
Financial liability at fair value through profit or loss	18	按公允價值於損益賬處理之 金融負債	49,709	86,908
			26,176,233	25,375,385
Net current assets		流動資產淨值	2,611,479	3,444,665
Total assets less current liabilities		資產總額減流動負債	21,249,722	21,517,664
Non-current liabilities		非流動負債		
Long term trade payables	16	長期應付貿易款項	2,943	7,757
Other employee benefits		其他僱員福利	2,037	2,064
Bank and other borrowings	17	銀行及其他借貸	12,634,443	13,242,534
Finance lease liabilities		融資租賃負債	11,860	27,984
Provision for warranty		保修撥備	4,058	3,917
Financial liability at fair value through profit or loss		按公允價值於損益賬處理之 金融負債	7,793	-
Deferred tax liabilities		遞延稅項負債	1,010,252	1,038,158
			13,673,386	14,322,414
Net assets		資產淨值	7,576,336	7,195,250
EQUITY		權益		
Share capital	19	股本	686,455	686,455
Reserves		儲備	5,876,077	5,456,775
Equity attributable to the Company's owners		本公司擁有人應佔權益	6,562,532	6,143,230
Non-controlling interests		非控股權益	1,013,804	1,052,020
Total equity		權益總額	7,576,336	7,195,250

**CONDENSED CONSOLIDATED STATEMENT
OF CASH FLOWS — UNAUDITED**

For the six months ended 30 June 2018

**簡明綜合現金流量報表
— 未經審核**

截至2018年6月30日止6個月

		For the six months ended 30 June 截至6月30日止6個月	
		2018 HK\$'000 千港元	2017 HK\$'000 千港元
Cash flows from operating activities	經營活動之現金流量		
<i>Net cash generated from operating activities</i>	<i>經營活動所得現金淨額</i>	981,695	1,619,141
Cash flows from investing activities	投資活動之現金流量		
Payments to acquire intangible assets	購進無形資產之付款	(31,993)	(12,509)
Payments to acquire property, plant and equipment	購進物業、廠房及設備之付款	(387,041)	(544,468)
Payments to acquire financial assets at fair value through profit or loss	購進按公允價值於損益處理之金融資產之付款	(2,015)	(187,420)
Payments to acquire financial assets at fair value through other comprehensive income	購進按公允價值於其他全面收益處理之金融資產之付款	(1,689)	–
Proceeds from sales of financial assets at fair value through profit or loss	出售按公允價值於損益處理之金融資產所得款項	105,051	–
Net cash outflow arising from acquisition of interest in subsidiaries	購進附屬公司權益產生之現金流出淨額	(4,393)	(615)
Increase in long term deposits, other receivables and amount due from related parties	長期按金、其他應收款項及應收關連公司款項增加	(360,820)	(226,112)
Increase in pledged and restricted bank deposits	已抵押及受限制銀行存款增加	(1,188,298)	(2,587,955)
Interest received	已收利息	52,955	93,985
Payments of guarantee deposits	支付保證按金	–	(74,969)
Proceeds from disposal of partial interests in subsidiaries in 2016	於2016年出售附屬公司之部份權益所得款項	–	170,145
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備所得款項	406	19
Proceeds from sales of non-current assets held-for-sale	出售持作出售非流動資產所得款項	36,728	–
Payments for setting up and acquisition of associates	成立及收購聯營公司之付款	–	(9,365)
<i>Net cash used in investing activities</i>	<i>投資活動所用現金淨額</i>	(1,781,109)	(3,379,264)



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

For the six months ended 30 June 2018

**簡明綜合現金流量報表
— 未經審核** (續)

截至2018年6月30日止6個月

		For the six months ended 30 June 截至6月30日止6個月	
		2018 HK\$'000 千港元	2017 HK\$'000 千港元
Cash flows from financing activities	融資活動之現金流量		
Proceeds from bank and other borrowings	銀行及其他借貸所得款項	3,290,283	8,348,099
Repayments of bank and other borrowings	償還銀行及其他借貸	(2,912,361)	(2,099,900)
Repayments of capital element of finance lease liabilities	償還融資租賃負債本金部分	(31,071)	(13,451)
Repayments of interest element of finance lease liabilities	償還融資租賃負債利息部分	(4,776)	(3,097)
Interest paid (Repayment to)/Advance from a director	已付利息 (向一名董事還款)/來自 一名董事之墊款	(778,922)	(537,501)
Payment to acquire non-controlling interests of subsidiaries	就收購附屬公司非控股權益付款	(2,601)	49,510
Capital contribution by non-controlling equity holder of a subsidiary	一間附屬公司非控股權益 持有人注資	(4,652)	(12,717)
		—	3,721
<i>Net cash (used in)/generated from financing activities</i>	<i>融資活動(所用)/所得現金淨額</i>	(444,100)	5,734,664
Net (decrease)/increase in cash and cash equivalents	現金及等同現金項目(減少)/增加淨額	(1,243,514)	3,974,541
Cash and cash equivalents at 1 January	於1月1日之現金及等同現金項目	4,397,710	1,172,620
Effect of foreign exchange rate changes, on cash held	外幣匯率變動對所持現金之影響	(42,676)	74,643
Cash and cash equivalents at 30 June	於6月30日之現金及等同現金項目	3,111,520	5,221,804
Analysis of the balances of cash and cash equivalents	現金及等同現金項目結餘分析		
Cash at banks and in hand	銀行及庫存現金	3,111,520	5,221,804

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2018年6月30日止6個月

		Equity attributable to the Company's owners 本公司擁有人應佔權益							Non-controlling interests	Total equity	
		Share capital	Share premium	Capital reserve	General reserve	FVOCI reserve 按公允價值 於其他全面 收益處理 儲備	Exchange reserve	Retained profits			Total
		股本 (note 19) HK\$'000 千港元	股份溢價 HK\$'000 千港元	資本儲備 HK\$'000 千港元	一般儲備 HK\$'000 千港元	匯兌儲備 HK\$'000 千港元	保留溢利 HK\$'000 千港元	總額 HK\$'000 千港元	非控股權益 HK\$'000 千港元	權益總額 HK\$'000 千港元	
At 1 January 2017 (audited)	於2017年1月1日(經審核)	686,455	965,911	1,564,656	181,722	-	235,866	417,156	4,051,766	1,154,233	5,205,999
Profit/(Loss) for the period	期內溢利/(虧損)	-	-	-	-	-	-	1,258,972	1,258,972	(49,774)	1,209,198
Other comprehensive income	其他全面收益	-	-	-	-	-	183,246	-	183,246	2,770	186,016
Total comprehensive income for the period	期內全面收益總額	-	-	-	-	-	183,246	1,258,972	1,442,218	(47,004)	1,395,214
Acquisition of non-controlling interests in subsidiaries	收購附屬公司之非控股權益	-	-	(3,352)	-	-	-	-	(3,352)	(9,365)	(12,717)
Acquisition of a non-wholly owned subsidiary	收購一間非全資附屬公司	-	-	-	-	-	-	-	-	(10)	(10)
Capital contribution by non-controlling shareholders of subsidiaries	附屬公司非控股股東注資	-	-	-	-	-	-	-	-	3,721	3,721
Dividends relating to 2016 (note 10)	2016年之股息(附註10)	-	-	-	-	-	-	(137,291)	(137,291)	-	(137,291)
At 30 June 2017 (unaudited)	於2017年6月30日(未經審核)	686,455	965,911	1,561,304	181,722	-	419,112	1,538,837	5,353,341	1,101,575	6,454,916
At 1 January 2018 (audited)	於2018年1月1日(經審核)	686,455	965,911	1,564,582	184,034	-	756,668	1,985,580	6,143,230	1,052,020	7,195,250
Effect on adoption of HKFRS 9 (note 3)	採納香港財務報告準則第9號之影響(附註3)	-	-	-	-	(1,580)	-	(104,355)	(105,935)	-	(105,935)
Effect on adoption of HKFRS 15 (note 3)	採納香港財務報告準則第15號之影響(附註3)	-	-	-	-	-	-	(104,537)	(104,537)	-	(104,537)
At 1 January 2018 (restated)	於2018年1月1日(經重述)	686,455	965,911	1,564,582	184,034	(1,580)	756,668	1,776,688	5,932,758	1,052,020	6,984,778
Profit for the period	期內溢利	-	-	-	-	-	-	984,438	984,438	13,163	997,601
Other comprehensive income	其他全面收益	-	-	-	-	16,117	(212,561)	-	(196,444)	(14,483)	(210,927)
Total comprehensive income for the period	期內全面收益總額	-	-	-	-	16,117	(212,561)	984,438	787,994	(1,320)	786,674
Acquisition of non-controlling interests in subsidiaries	收購附屬公司之非控股權益	-	-	(335)	-	-	-	-	(335)	(4,317)	(4,652)
Acquisition of a non-wholly owned subsidiary	收購一間非全資附屬公司	-	-	-	-	-	-	-	-	2,801	2,801
Dividends to non-controlling interest of a subsidiary	向一間附屬公司非控股權益支付之股息	-	-	-	-	-	-	-	-	(35,380)	(35,380)
Dividends relating to 2017 (note 10)	2017年之股息(附註10)	-	-	-	-	-	-	(157,885)	(157,885)	-	(157,885)
At 30 June 2018 (unaudited)	於2018年6月30日(未經審核)	686,455	965,911	1,564,247	184,034	14,537	544,107	2,603,241	6,562,532	1,013,804	7,576,336



NOTES TO CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

For the six months ended 30 June 2018

1. GENERAL INFORMATION

Nan Hai Corporation Limited (the “Company”) is a limited liability company incorporated in Bermuda. The address of the Company’s registered office is Canon’s Court, 22 Victoria Street, Hamilton HM 12, Bermuda, and its principal place of business is 12/F., The Octagon, No. 6 Sha Tsui Road, Tsuen Wan, New Territories, Hong Kong. The Company’s shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “Hong Kong Stock Exchange”).

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

2. BASIS OF PREPARATION

These condensed consolidated interim financial statements have been prepared in accordance with Hong Kong Accounting Standard 34 (“HKAS 34”), issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) and the applicable disclosure provisions of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”). These condensed consolidated interim financial statements were authorised for issue on 29 August 2018.

These condensed consolidated interim financial statements have been prepared with the same accounting policies adopted in the 2017 annual financial statements, except for those that relate to new standards or interpretations effective for the first time for periods beginning on or after 1 January 2018. This is the first set of the Group’s financial statements in which HKFRS 9 and HKFRS 15 have been adopted. Details of any changes in accounting policies are set out in note 3.

簡明綜合中期財務報表附註

截至2018年6月30日止6個月

1. 一般資料

南海控股有限公司(「本公司」)乃於百慕達註冊成立之有限責任公司，本公司之註冊辦事處地址為Canon’s Court, 22 Victoria Street, Hamilton HM 12, Bermuda，其主要營業地點位於香港新界荃灣沙咀道6號嘉達環球中心12樓。本公司股份於香港聯合交易所有限公司(「香港聯交所」)主板上市。

本公司及其附屬公司(「本集團」)主要從事文化與傳播服務、房地產開發、企業雲服務、互聯網生活平台及創意商業。

2. 編製基準

此等簡明綜合中期財務報表乃根據香港會計師公會(「香港會計師公會」)頒佈之香港會計準則第34號(「香港會計準則第34號」)及香港聯合交易所有限公司證券上市規則(「上市規則」)之適用披露規定編製。此等簡明綜合中期財務報表於2018年8月29日獲授權刊發。

此等簡明綜合中期財務報表已按照與2017年年度財務報表所採納之相同會計政策編製，惟不包括於2018年1月1日或之後開始之期間內首次生效之新訂準則或詮釋有關之會計政策。此乃本集團第一套採納香港財務報告準則第9號及香港財務報告準則第15號編制之財務報表。任何會計政策變動之詳情載列於附註3。

NOTES TO CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (Continued)

For the six months ended 30 June 2018

2. BASIS OF PREPARATION (Continued)

The preparation of these condensed consolidated interim financial statements in compliance with HKAS 34 requires the use of certain judgements, estimates and assumptions that affect the application of policies and the reported amounts of assets and liabilities, income and expenses on a year to date basis. Actual results may differ from these estimates. The areas where significant judgements and estimates have been made in preparing the financial statements and their effect are disclosed in note 4.

These condensed consolidated interim financial statements are presented in Hong Kong Dollars ("HK\$"), unless otherwise stated. These condensed consolidated interim financial statements contain condensed consolidated financial statements and selected explanatory notes. The notes include an explanation of events and transactions that are significant to an understanding of the changes in financial position and performance of the Group since the 2017 annual financial statements. These condensed consolidated interim financial statements and notes do not include all of the information required for a complete set of financial statements prepared in accordance with Hong Kong Financial Reporting Standards (the "HKFRSs") and should be read in conjunction with the 2017 annual financial statements.

These condensed consolidated interim financial statements are unaudited, but has been reviewed by BDO Limited in accordance with Hong Kong Standard on Review Engagements 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity", issued by the HKICPA. BDO Limited's independent review report to the Board of Directors is included on pages 3 and 4.

簡明綜合中期財務報表附註(續)

截至2018年6月30日止6個月

2. 編製基準(續)

編製符合香港會計準則第34號之此等簡明綜合中期財務報表須作出會影響政策應用以及年內迄今資產及負債、收入及開支呈報金額之若干判斷、估計及假設。實際結果可能與該等估計有所不同。在編製財務報表及其影響時作出之重大判斷及估計之範圍於附註4內披露。

除另有指明者外，此等簡明綜合中期財務報表乃以港元(「港元」)呈列。此等簡明綜合中期財務報表載有簡明綜合財務報表及選定說明附註。該等附註包括對理解本集團自2017年年度財務報表刊發以來財務狀況及業績變動而言屬重大之事件及交易說明。此等簡明綜合中期財務報表及附註並不包括根據香港財務報告準則(「香港財務報告準則」)編製整套財務報表所需之所有資料，並應與本集團2017年年度財務報表一併閱讀。

此等簡明綜合中期財務報表未經審核，惟已獲香港立信德豪會計師事務所有限公司按照香港會計師公會頒佈之香港審閱委聘準則第2410號「實體之獨立核數師審閱中期財務資料」進行審閱。香港立信德豪會計師事務所有限公司向董事會作出之獨立審閱報告載於第3及4頁。



NOTES TO CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (Continued)

For the six months ended 30 June 2018

3. CHANGES IN HKFRSs

Adoption of new/amended HKFRSs — effective from 1 January 2018

The HKICPA has issued a number of new or amended HKFRSs that are first effective for the current accounting period of the Group:

- HKFRS 9, Financial Instruments
- HKFRS 15, Revenue from Contracts with Customers
- HK(IFRIC)-Interpretation 22, Foreign Currency Transactions and Advance Considerations
- Amendments to HKFRS 2, Classification and Measurement of Share-based Payment Transactions
- Amendments to HKFRS 4, Applying HKFRS 9 Financial Instruments with HKFRS 4 Insurance Contracts
- Amendments to HKAS 28 included in Annual Improvements to HKFRSs 2014–2016 Cycle, Investments in Associates and Joint Ventures
- Amendments to HKAS 40, Transfers of Investment Property
- Amendments to HKFRS 1 included in Annual Improvements to HKFRSs 2014–2016 Cycle, First-time Adoption of Hong Kong Financial Reporting Standards

The impact of the adoption of HKFRS 9 Financial Instruments (see note 3A below) and HKFRS 15 Revenue from Contracts with Customers (see note 3B below) have been summarised below. The other new or amended HKFRSs that are effective from 1 January 2018 did not have any material impact on the Group's accounting policies.

簡明綜合中期財務報表附註(續)

截至2018年6月30日止6個月

3. 香港財務報告準則變動

採納新訂／經修訂香港財務報告準則 — 自2018年1月1日起生效

香港會計師公會已頒佈多項新訂或經修訂香港財務報告準則，該等準則於本集團之當前會計期間首次生效：

- 香港財務報告準則第9號「金融工具」
- 香港財務報告準則第15號「來自客戶合約收益」
- 香港(國際財務報告詮釋委員會)－詮釋第22號「外幣交易及預付代價」
- 香港財務報告準則第2號之修訂「以股份為基礎之付款交易之分類及計量」
- 香港財務報告準則第4號之修訂「連同香港財務報告準則第4號保險合約應用香港財務報告準則第9號金融工具」
- 納入香港財務報告準則2014年至2016年週期年度改進之香港會計準則第28號之修訂「於聯營公司及合營企業之投資」
- 香港會計準則第40號之修訂「轉讓投資物業」
- 納入香港財務報告準則2014年至2016年週期年度改進之香港財務報告準則第1號之修訂「首次採納香港財務報告準則」

採納香港財務報告準則第9號「金融工具」(見下文附註3A)及香港財務報告準則第15號「來自客戶合約收益」(見下文附註3B)之影響概述如下。自2018年1月1日起生效之其他新訂或經修訂香港財務報告準則對本集團之會計政策並無任何重大影響。

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

For the six months ended 30 June 2018

3. CHANGES IN HKFRSs (Continued)**Impact of new/amended HKFRSs which are issued but not yet effective**

The following new/amended HKFRSs, potentially relevant to the Group's financial statements, have been issued, but are not yet effective and have not been early adopted by the Group. The Group's current intention is to apply these changes on the date they become effective.

Annual Improvements to HKFRSs 2014–2016 Cycle	Improvements to HKFRSs ¹
Amendments to HKFRS 9	Prepayment Features with Negative Compensation ¹
HKFRS 16	Leases ¹
HKFRS 17	Insurance Contracts ²
HKAS 19	Employee Benefits ¹
HKAS 28	Long-term Interests in Associates or Joint Ventures ¹
HK(IFRIC)-Int 23	Uncertainty over Income Tax Treatments ¹
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ³

¹ Effective for annual periods beginning on or after 1 January 2019

² Effective for annual periods beginning on or after 1 January 2021

³ The amendments were originally intended to be effective for periods beginning on or after 1 January 2016. The effective date has now been deferred/removed. Early application of the amendments continues to be permitted.

簡明綜合中期財務報表附註 (續)

截至2018年6月30日止6個月

3. 香港財務報告準則變動 (續)**已頒佈但尚未生效之新訂／經修訂香港財務報告準則之影響**

下列可能與本集團財務報表有關之新訂／經修訂香港財務報告準則經已頒佈，惟尚未生效亦未經本集團提早採納。本集團目前擬於該等修訂生效之日期應用有關修訂。

2014年至2016年週期香港財務報告準則之年度改進	香港財務報告準則之改進 ¹
香港財務報告準則第9號之修訂	具有負補償之提前償付特徵 ¹
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	保險合同 ²
香港會計準則第19號	僱員福利 ¹
香港會計準則第28號	於聯營公司或合營企業之長期權益 ¹
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10號及香港會計準則第28號之修訂	投資者與其聯營公司或合營企業之間的資產出售或注資 ³

¹ 於2019年1月1日或之後開始之年度期間生效

² 於2021年1月1日或之後開始之年度期間生效

³ 該等修訂原定於2016年1月1日或之後開始之期間生效。生效日期現已被遞延／移除。提早應用該等修訂仍獲准許。



NOTES TO CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (Continued)

For the six months ended 30 June 2018

3. CHANGES IN HKFRSs (Continued)

Impact of new/amended HKFRSs which are issued but not yet effective (Continued)

HKFRS 16 — Leases

HKFRS 16, which upon the effective date will supersede HKAS 17 “Leases” and related interpretations, introduces a single lessee accounting model and requires a lessee to recognise assets and liabilities for all leases with a term of more than 12 months, unless the underlying asset is of low value. Specifically, under HKFRS 16, a lessee is required to recognise a right-of-use asset representing its right to use the underlying leased asset and a lease liability representing its obligation to make lease payments. Accordingly, a lessee should recognise depreciation of the right-of-use asset and interest on the lease liability, and also classifies cash repayments of the lease liability into a principal portion and an interest portion and presents them in the statement of cash flows. Also, the right-of-use asset and the lease liability are initially measured on a present value basis. The measurement includes non-cancellable lease payments and also includes payments to be made in optional periods if the lessee is reasonably certain to exercise an option to extend the lease, or to exercise an option to terminate the lease. This accounting treatment is significantly different from the lessee accounting for leases that are classified as operating leases under the predecessor standard, HKAS 17.

In respect of the lessor accounting, HKFRS 16 substantially carries forward the lessor accounting requirements in HKAS 17. Accordingly, a lessor continues to classify its leases as operating leases or finance leases, and to account for those two types of leases differently.

The standard will affect primarily the accounting for the Group’s operating leases. As at 30 June 2018, the Group has non-cancellable operating lease commitments of HK\$14,410,912,000. However, the Group has not yet determined to what extent these commitments will result in the recognition of an asset and a liability for a future payments and how this will affect the Group’s profit and classification of cash flows.

簡明綜合中期財務報表附註(續)

截至2018年6月30日止6個月

3. 香港財務報告準則變動(續)

已頒佈但尚未生效之新訂／經修訂香港財務報告準則之影響(續)

香港財務報告準則第16號 — 租賃

香港財務報告準則第16號由生效當日起將取代香港會計準則第17號「租賃」及相關詮釋，其引入單一承租人會計處理模式，並規定承租人就為期超過12個月之所有租賃確認資產及負債，除非相關資產為低價值資產則作別論。具體而言，根據香港財務報告準則第16號，承租人須確認使用權資產(表示其有權使用相關租賃資產)及租賃負債(表示其有責任支付租賃款項)。因此，承租人應確認使用權資產折舊及租賃負債利息，並將租賃負債之現金還款分類為本金部分及利息部分，以於現金流量表內呈列。此外，使用權資產及租賃負債初步按現值基準計量。計量包括不可撤銷租賃付款，亦包括承租人合理地肯定將行使選擇權延續租賃或不行使選擇權終止租賃之情況下，將於選擇權期間內作出之付款。此會計處理方法與承租人會計法顯著不同，後者適用於根據舊有準則香港會計準則第17號分類為經營租賃之租賃。

就出租人會計法而言，香港財務報告準則第16號大致繼承香港會計準則第17號之出租人會計法規定。因此，出租人繼續將其租賃分類為經營租賃及融資租賃，並且對兩類租賃進行不同之會計處理。

該準則將主要影響本集團之經營租賃會計處理。於2018年6月30日，本集團存在不可撤銷經營租賃承擔14,410,912,000港元。然而，本集團尚未確定此等承擔對資產確認及未來付款責任之影響程度，以及其將如何影響本集團之溢利及現金流量分類。

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

For the six months ended 30 June 2018

3. CHANGES IN HKFRSs (Continued)**Impact of new/amended HKFRSs which are issued
but not yet effective** (Continued)*HKFRS 16 — Leases* (Continued)

Some of the commitments may be covered by the exception for short-term and low-value leases and some commitments may relate to arrangements that will not qualify as leases under HKFRS 16.

The standard is mandatory for the first interim periods within annual reporting periods beginning on or after 1 January 2019. At this stage, the Group does not intend to adopt the standard before its effective date.

A. HKFRS 9 Financial Instruments (“HKFRS 9”)**(i) Classification and measurement of financial
instruments**

HKFRS 9 replaces HKAS 39 Financial Instruments: Recognition and Measurement for annual periods beginning on or after 1 January 2018, bringing together all three aspects of the accounting for financial instruments: (1) classification and measurement; (2) impairment and (3) hedge accounting. The adoption of HKFRS 9 from 1 January 2018 has resulted in changes in accounting policies of the Group and the amounts recognised in the condensed consolidated interim financial statements.

簡明綜合中期財務報表附註 (續)

截至2018年6月30日止6個月

3. 香港財務報告準則變動 (續)**已頒佈但尚未生效之新訂／經修
訂香港財務報告準則之影響** (續)*香港財務報告準則第16號 — 租賃* (續)

若干承擔可能被短期及低價值租賃取代，另外若干承擔在或有安排下，可能不符合確認為香港財務報告準則第16號所指之租賃。

該準則於2019年1月1日或之後開始之年度報告期間內之首個中期期間強制執行。現階段本集團無意於生效日期前採用該準則。

**A. 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」）****(i) 金融工具之分類及計量**

香港財務報告準則第9號於2018年1月1日或以後開始之年度期間取代香港會計準則第39號金融工具：確認及計量，合併金融工具會計之所有三個方面：(1)分類及計量；(2)減值；及(3)對沖會計。自2018年1月1日起採納香港財務報告準則第9號已導致本集團會計政策及簡明綜合中期財務報表所確認之金額產生變動。



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

For the six months ended 30 June 2018

簡明綜合中期財務報表附註 (續)

截至2018年6月30日止6個月

3. CHANGES IN HKFRSs (Continued)**A. HKFRS 9 Financial Instruments (“HKFRS 9”)**

(Continued)

**(i) Classification and measurement of financial
instruments** (Continued)

The following tables summarised the impact, net of tax, of transition to HKFRS 9 on the opening balance of retained earnings and FVOCI reserve as of 1 January 2018 as follows (increase/(decrease)):

		HK\$'000 千港元
Retained earnings	保留盈利	
Retained earnings as at 31 December 2017	於2017年12月31日之保留盈利	1,985,580
Increase in expected credit losses (“ECLs”) in trade receivables and other receivables (note 3A(ii) below)	應收貿易款項及其他應收款項之預期信貸虧損(「預期信貸虧損」)增加(下文附註3A(ii))	(139,139)
Increase in deferred tax assets relating to impairment provisions	有關減值撥備之遞延稅項資產增加	34,784
Restated retained earnings as at 1 January 2018	於2018年1月1日之經重述保留盈利	1,881,225
		HK\$'000 千港元
FVOCI reserve	按公允價值於其他全面收益處理之儲備	
Reserves balances at 31 December 2017	於2017年12月31日之儲備結餘	-
Restated reserves balance as at 1 January 2018	於2018年1月1日之經重述儲備結餘	(1,580)
FVOCI reserve as at 1 January 2018	於2018年1月1日之按公允價值於其他全面收益處理之儲備	(1,580)

3. 香港財務報告準則變動 (續)**A. 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」)** (續)**(i) 金融工具之分類及計量** (續)

下表概述過渡至香港財務報告準則第9號對截至2018年1月1日之保留盈利及按公允價值於其他全面收益處理之儲備有如下影響(扣除稅項)(增加/(減少)):

NOTES TO CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (Continued)

For the six months ended 30 June 2018

3. CHANGES IN HKFRSs (Continued)

A. HKFRS 9 Financial Instruments ("HKFRS 9")

(Continued)

(i) Classification and measurement of financial instruments (Continued)

HKFRS 9 basically retains the existing requirements in HKAS 39 for the classification and measurements of financial liabilities. However, it eliminates the previous HKAS 39 categories for financial assets of held-to-maturity financial assets, loans and receivables and available-for-sale financial assets. The adoption of HKFRS 9 has no material impact on the Group's accounting policies related to financial liabilities and derivative financial instruments. The impact of HKFRS 9 on the Group's classification and measurement of financial assets is set out below.

Under HKFRS 9, except for certain trade receivables (that the trade receivables do not contain a significant financing component in accordance with HKFRS 15), an entity shall, at initial recognition, measure a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss ("FVTPL"), transaction costs. A financial asset is classified as: (i) financial assets at amortised cost ("amortised costs"); (ii) financial assets at fair value through other comprehensive income ("FVOCI"); or (iii) FVTPL (as defined in above). The classification of financial assets under HKFRS 9 is generally based on two criteria: (i) the business model under which the financial asset is managed and (ii) its contractual cash flow characteristics (the "solely payments of principal and interest" criterion, also known as "SPPI criterion"). Under HKFRS 9, embedded derivatives is no longer required to be separated from a host financial asset. Instead, the hybrid financial instrument is assessed as a whole for the classification.

簡明綜合中期財務報表附註(續)

截至2018年6月30日止6個月

3. 香港財務報告準則變動(續)

A. 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」)(續)

(i) 金融工具之分類及計量(續)

香港財務報告準則第9號大致保留了現有香港會計準則第39號有關金融負債之分類及計量之規定。然而，其取消了原來香港會計準則第39號中持至到期金融資產、貸款及應收款項以及可供出售金融資產之金融資產類別。採納香港財務報告準則第9號並不會對本集團有關金融負債及衍生金融工具之會計政策造成重大影響。香港財務報告準則第9號對本集團金融資產分類及計量之影響載列如下。

根據香港財務報告準則第9號，除若干應收貿易款項(根據香港財務報告準則第15號，應收貿易款項並無包括重大之融資成分)外，實體於初步確認時，將按公允價值計量金融資產，倘並非按公允價值於損益賬處理(「按公允價值於損益賬處理」)之金融資產，則另加交易成本。金融資產分類為：(i)按攤銷成本(「攤銷成本」)計量之金融資產；(ii)按公允價值於其他全面收益處理(「按公允價值於其他全面收益處理」)之金融資產；或(iii)按公允價值於損益賬處理(如上述定義)。根據香港財務報告準則第9號之金融資產分類一般根據兩個準則：(i)管理金融資產之業務模式及(ii)其合約現金流特徵(「僅為支付本金及利息」準則，亦稱為「SPPI」準則)。根據香港財務報告準則第9號，內含衍生工具無須與主體金融資產分開列示。取而代之，混合式金融工具分類時須整體評估。



NOTES TO CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (Continued)

For the six months ended 30 June 2018

3. CHANGES IN HKFRSs (Continued)

A. HKFRS 9 Financial Instruments ("HKFRS 9")

(Continued)

(i) Classification and measurement of financial instruments (Continued)

A financial asset is measured at amortised cost if it meets both of the following conditions and it has not been designated as at FVTPL:

- It is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows; and
- The contractual terms of the financial asset give rise on specified dates to cash flows that meet the SPPI criterion.

A debt investment is measured at FVOCI if it meets both of the following conditions and it has not been designated as at FVTPL:

- It is held within a business model whose objective is to be achieved by both collecting contractual cash flows and selling financial assets; and
- The contractual terms of the financial asset give rise on specified dates to cash flows that meet the SPPI criterion.

簡明綜合中期財務報表附註(續)

截至2018年6月30日止6個月

3. 香港財務報告準則變動(續)

A. 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」)(續)

(i) 金融工具之分類及計量(續)

當金融資產同時符合以下條件，且並無指定按公允價值於損益賬處理，則該金融資產按攤銷成本計量：

- 由一個旨在通過持有金融資產收取合約現金流量之業務模式所持有；及
- 該金融資產之合約條款於特定日期可提高現金流量，而該現金流量為就符合僅為支付本金及利息準則。

倘債務投資同時符合以下條件，且並非指定按公允價值於損益賬處理，則該債務投資按公允價值於其他全面收益處理：

- 其由一個旨在通過持有資產以收取合約現金流量及銷售金融資產之業務模式所持有；及
- 該金融資產之合約條款於特定日期可提高現金流量，而該現金流量為就符合僅為支付本金及利息準則。

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

For the six months ended 30 June 2018

3. CHANGES IN HKFRSs (Continued)**A. HKFRS 9 Financial Instruments (“HKFRS 9”)**

(Continued)

(i) Classification and measurement of financial instruments (Continued)

On initial recognition of an equity investment that is not held for trading, the Group could irrevocably elect to present subsequent changes in the investment's fair value in other comprehensive income. This election is made on an investment-by-investment basis. All other financial assets not classified at amortised cost or FVOCI as described above are classified as FVTPL. This includes all derivative financial assets. On initial recognition, the Group may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or FVOCI at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

簡明綜合中期財務報表附註 (續)

截至2018年6月30日止6個月

3. 香港財務報告準則變動 (續)**A. 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」) (續)**(i) 金融工具之分類及計量** (續)

於初次確認並非持作買賣用途之股本投資時，本集團可不可撤回地選擇於其他全面收益中呈列投資公允價值後續變動。該選擇乃按投資逐項作出。所有上述非分類為攤銷成本計量或按公允價值於其他全面收益處理之其他金融資產，均分類為按公允價值於損益賬處理。此包括所有衍生金融資產。於初次確認時，本集團可不可撤回地指定金融資產(於其他方面符合按攤銷成本計量或按公允價值於其他全面收益處理)為按公允價值於損益賬處理，前提是有關指定可消除或大幅減少會計錯配發生。



NOTES TO CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (Continued)

For the six months ended 30 June 2018

簡明綜合中期財務報表附註(續)

截至2018年6月30日止6個月

3. CHANGES IN HKFRSs (Continued)

A. HKFRS 9 Financial Instruments ("HKFRS 9")

(Continued)

(i) Classification and measurement of financial instruments (Continued)

The following accounting policies would be applied to the Group's financial assets as follows:

FVTPL

FVTPL is subsequently measured at fair value. Changes in fair value, dividends and interest income are recognised in profit or loss.

按公允價值於損益賬處理

按公允價值於損益賬處理其後按公允價值計量。公允價值、股息及利息收入之變動均於損益中確認。

Amortised costs

Financial assets at amortised cost are subsequently measured using the effective interest rate method. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain on derecognition is recognised in profit or loss.

攤銷成本

按攤銷成本列賬之金融資產其後採用實際利率法計量。利息收入、匯兌損益及減值均於損益中確認。終止確認之任何收入均於損益中確認。

FVOCI (equity investments)

Equity investments at fair value through other comprehensive income are measured at fair value. Dividend income are recognised in profit or loss unless the dividend income clearly represents a recovery of part of the cost of the investments. Other net gains and losses are recognised in other comprehensive income and are not reclassified to profit or loss.

按公允價值於其他全面收益
處理(股本工具)

按公允價值於其他全面收益處理之股本工具其後按公允價值計量。股息收益於損益確認，除非股息收入明確指投資成本部分收回。其他收益及虧損淨額於其他全面收益確認，並不重新分類至損益。

3. 香港財務報告準則變動(續)

A. 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」)(續)

(i) 金融工具之分類及計量(續)

以下會計政策將適用於本集團之金融資產如下：

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

For the six months ended 30 June 2018

3. CHANGES IN HKFRSs (Continued)**A. HKFRS 9 Financial Instruments (“HKFRS 9”)**

(Continued)

(i) Classification and measurement of financial instruments (Continued)

- (a) As of 1 January 2018, certain investment in unlisted equity investments were reclassified from available-for-sale financial assets to FVOCI. The Group intends to hold these equity investments for long term strategic purposes. Under HKFRS 9, the Group has designated these equity investments at the date of initial application as measured at FVOCI. As a result, financial assets with a carrying amount of HK\$135,591,000 were reclassified from available-for-sale financial assets at cost to FVOCI and fair value loss of HK\$1,580,000 were recognised to the FVOCI reserve on 1 January 2018.
- (b) In addition to (a) above, listed debt investments were reclassified from held-to-maturity investment to financial assets at amortised cost, as the Group’s business model is to collect contractual cash flow from these financial assets. These listed debt investments meet the SPPI criterion. As such, listed debt investments with a carrying amount of HK\$120,106,000 were reclassified from held-to-maturity investment to financial assets at amortised costs and there was no impact on the statement of financial position on 1 January 2018.

簡明綜合中期財務報表附註 (續)

截至2018年6月30日止6個月

3. 香港財務報告準則變動 (續)**A. 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」) (續)**(i) 金融工具之分類及計量** (續)

- (a) 於2018年1月1日，若干於非上市股本投資之投資由可供出售金融資產重新分類至按公允價值於其他全面收益處理。本集團擬持有該等股本投資作長期策略性用途。根據香港財務報告準則第9號，於初次應用日期，本集團已指定該等股本投資按公允價值於其他全面收益計量。因此，於2018年1月1日，賬面值為135,591,000港元之金融資產由按成本計量之可供出售金融資產重新分類至按公允價值於其他全面收益處理，以及公允價值虧損1,580,000港元於按公允價值於其他全面收益處理儲備中確認。
- (b) 除上文(a)外，上市債務投資由持有至到期投資重新分類至按攤銷成本計量之金融資產處理，原因是本集團之業務模式乃旨在收取來自該等金融資產之合約現金流量。該等上市債務投資符合SPPI準則。因此，賬面值為120,106,000港元之上市債務投資由持有至到期投資重新分類至按攤銷成本計量之金融資產，對於2018年1月1日之財務狀況表並無影響。



NOTES TO CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (Continued)

For the six months ended 30 June 2018

簡明綜合中期財務報表附註(續)

截至2018年6月30日止6個月

3. CHANGES IN HKFRSs (Continued)

A. HKFRS 9 Financial Instruments ("HKFRS 9")

(Continued)

(i) Classification and measurement of financial instruments (Continued)

The following table summarises the original measurement categories under HKAS 39 and the new measurement categories under HKFRS 9 for each class of the Group's financial assets as at 1 January 2018:

Financial assets	Original classification under HKAS 39	New classification under HKFRS 9	Carrying amount as at 1 January 2018 under HKAS 39 根據香港會計準則第39號 於2018年1月1日之賬面值 HK\$'000 千港元	Carrying amount as at 1 January 2018 under HKFRS 9 根據香港財務報告準則第9號 於2018年1月1日之賬面值 HK\$'000 千港元
金融資產	根據香港會計準則第39號原有類別	根據香港財務報告準則第9號之新類別		
Listed equity investments 上市股本投資	Held-for-trading 持作買賣	FVTPL 按公允價值於損益賬處理	199,474	199,474
Unlisted debt investments 非上市債券投資	Available-for-sale financial assets (at fair value) 可供出售金融資產 (按公允價值計)	FVTPL 按公允價值於損益賬處理	324	324
Listed debt investments 上市債務投資	Held-to-maturity investment (note 3A(i)(b)) 持有至到期投資(附註3A(i)(b))	Amortised cost 攤銷成本	120,106	120,106
Unlisted equity investments 非上市股本投資	Available-for-sale financial assets (at cost) (note 3A(i)(a)) 可供出售金融資產(按成本計) (附註3A(i)(a))	FVOCI 按公允價值於其他全面收益處理	135,591	134,011
Trade and other receivables 貿易及其他應收款項	Loans and receivables 貸款及應收款項	Amortised cost 攤銷成本	2,724,822	2,585,683
Other loans and receivables 其他貸款及應收款項	Loans and receivables 貸款及應收款項	Amortised cost 攤銷成本	272,117	272,117
Pledged and restricted bank deposits 已抵押及受限制銀行存款	Loans and receivables 貸款及應收款項	Amortised cost 攤銷成本	8,672,079	8,672,079
Cash and cash equivalents 現金及等同現金項目	Loans and receivables 貸款及應收款項	Amortised cost 攤銷成本	4,397,710	4,397,710

3. 香港財務報告準則變動(續)

A. 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」)(續)

(i) 金融工具之分類及計量(續)

下表概述本集團於2018年1月1日各類金融資產根據香港會計準則第39號原有計量類別及根據香港財務報告準則第9號之新計量類別：

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

For the six months ended 30 June 2018

3. CHANGES IN HKFRSs (Continued)**A. HKFRS 9 Financial Instruments (“HKFRS 9”)**
(Continued)**(ii) Impairment of financial assets**

The adoption of HKFRS 9 has changed the Group’s impairment model by replacing the HKAS 39 “incurred loss model” to the “ECL model”. HKFRS 9 requires the Group to recognise ECLs for trade receivables, financial assets at amortised costs, contract assets and debt investment at FVOCI earlier than HKAS 39. Cash and cash equivalents and pledged and restricted bank deposits are subject to ECL model but the impairment is immaterial for the current period.

Under HKFRS 9, the losses allowances are measured on either of the following bases: (1) 12 months ECLs: these are the ECLs that result from possible default events within the 12 months after the reporting date; and (2) lifetime ECLs: these are ECLs that result from all possible default events over the expected life of a financial instrument.

Measurement of ECLs

ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive. The shortfall is then discounted at an approximation to the assets’ original effective interest rate.

The Group has elected to measure loss allowances for trade receivables and other receivables using HKFRS 9 simplified approach and has calculated ECLs based on lifetime ECLs. The Group has established a provision matrix that is based on the Group’s historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

簡明綜合中期財務報表附註 (續)

截至2018年6月30日止6個月

3. 香港財務報告準則變動 (續)**A. 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」) (續)**(ii) 金融資產之減值**

採納香港財務報告準則第9號更改本集團之減值模式，將由香港會計準則第39號「已產生虧損模式」更改為「預期信貸虧損模式」。香港財務報告準則第9號規定本集團以較香港會計準則第39號為先就貿易應收賬款、按攤銷成本列賬之金融資產、合約資產及按公允價值於其他全面收益處理之債務投資確認預期信貸虧損。現金及現金等值物以及已抵押及受限制銀行存款須受預期信貸虧損模式所限，惟即期減值並不重大。

根據香港財務報告準則第9號，虧損撥備按以下其中一項基準計量：(1)12個月之預期信貸虧損：其為於報告日期後12個月內發生之潛在違約事件導致之預期信貸虧損；及(2)年限內預期信貸虧損：此乃於金融工具預計年期內所有可能之違約事件將產生之預期信貸虧損。

預期信貸虧損之計量

預期信貸虧損乃基於根據合約應付之合約現金流量與本集團預期收取之所有現金流量之間之差額。該差額其後按資產原有實際利率相近之差額貼現。

本集團已選用香港財務報告準則第9號簡化法將應收貿易款項及其他應收款項之虧損撥備進行計量，並已根據年限內預期信貸虧損計算預期信貸虧損。本集團已設立根據本集團過往信貸虧損經驗計算之撥備矩陣，並按與債務人相關之前瞻性因素及經濟環境調整。



NOTES TO CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (Continued)

For the six months ended 30 June 2018

3. CHANGES IN HKFRSs (Continued)

A. HKFRS 9 Financial Instruments ("HKFRS 9")

(Continued)

(ii) Impairment of financial assets (Continued)

Measurement of ECLs (Continued)

For other debt financial assets, the ECLs are based on the 12-months ECLs. The 12-months ECLs is the portion of the lifetime ECLs that results from default events on a financial instrument that are possible within 12 months after the reporting date. However, when there has been a significant increase in credit risk since origination, the allowance will be based on the lifetime ECLs. When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating ECLs, the Group considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Group's historical experience and informed credit assessment and including forward-looking information. The Group's debt investment at FVOCI are considered to have low credit risk since the issuers' credit rating are high.

The Group assumes that the credit risk on a financial asset has increased significantly if it is more than 90 days past due.

The Group considers a financial asset to be in default when: (1) the borrower is unlikely to pay its credit obligations to the Group in full, without recourse by the Group to actions such as realising security (if any is held); or (2) the financial asset is more than 360 days past due.

The maximum period considered when estimating ECLs is the maximum contractual period over which the Group is exposed to credit risk.

簡明綜合中期財務報表附註(續)

截至2018年6月30日止6個月

3. 香港財務報告準則變動(續)

A. 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」)(續)

(ii) 金融資產之減值(續)

預期信貸虧損之計量(續)

就其他債務金融資產而言，預期信貸虧損以12個月之預期信貸虧損計算。12個月之預期信貸虧損為年限內預期信貸虧損之一部份，其源自可能在報告日期後之12個月內發生之金融工具違約事件。然而，自發生以來信貸風險顯著增加時，撥備將以年限內預期信貸虧損為基準。當釐定金融資產之信貸風險是否自初步確認後大幅增加，並於估計預期信貸虧損時，本集團考慮到相關及毋須付出不必要成本或精力即可獲得之合理及具理據資料。此包括根據本集團之過往經驗及已知信貸評估得出定量及定性之資料及分析，並包括前瞻性資料。本集團按公允價值於其他全面收益處理之債務投資被視為低信貸風險，原因是發行人具備高信貸評級。

本集團假設，倘逾期超過90日，金融資產之信貸風險會大幅增加。

本集團認為金融資產於下列情況下為違約：(1) 借款人不可能在無追索權(例如：變現擔保)(如持有)下向本集團悉數支付其信貸責任；或(2) 該金融資產逾期超過360日。

於估計預期信貸虧損時所考慮之最長期間為本集團面臨信貸風險之最長合約期間。

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

For the six months ended 30 June 2018

3. CHANGES IN HKFRSs (Continued)**A. HKFRS 9 Financial Instruments (“HKFRS 9”)**

(Continued)

(ii) Impairment of financial assets (Continued)*Presentation of ECLs*

Loss allowances for financial assets measured at amortised cost are deducted from the gross carrying amount of the assets. For debt investment at FVOCI, the loss allowance is recognised in OCI, instead of reducing the carrying amount of the assets.

*Impact of the ECL model***(a) Impairment of trade receivables**

As mentioned above, the Group applies the HKFRS 9 simplified approach to measure ECLs which adopts a lifetime ECLs for all trade receivables. To measure the ECLs, trade receivables have been grouped based on shared credit risk characteristics and the days past due. The loss allowance for trade receivables as at 1 January 2018 was determined as follows:

簡明綜合中期財務報表附註 (續)

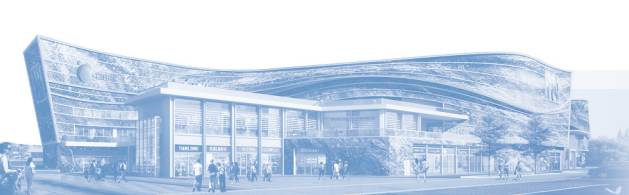
截至2018年6月30日止6個月

3. 香港財務報告準則變動 (續)**A. 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」) (續)**(ii) 金融資產之減值** (續)*預期信貸虧損之呈列*

按攤銷成本計量之金融資產之虧損撥備從資產之總賬面值中扣除。就按公允價值於其他全面收益處理之債務投資而言，虧損撥備於其他全面收益確認，而非從資產賬面值扣除。

預期信貸虧損模式之影響

(a) 應收貿易款項之減值
誠如上文所述，本集團應用香港財務報告準則第9號簡化法計量預期信貸虧損，全部應收貿易款項採用年限內預期信貸虧損。為計量預期信貸虧損，應收貿易款項已根據攤估信貸風險特點及逾期天數分類。於2018年1月1日應收貿易款項之虧損撥備釐定如下：



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

For the six months ended 30 June 2018

3. CHANGES IN HKFRSs (Continued)**A. HKFRS 9 Financial Instruments (“HKFRS 9”)**

(Continued)

(ii) Impairment of financial assets (Continued)

Impact of the ECL model (Continued)

(a) Impairment of trade receivables (Continued)

		0–90 days past due 逾期0至 90日	91–180 days past due 逾期91至 180日	181–270 days past due 逾期181至 270日	271–360 days past due 逾期271至 360日	Overdue for more than 360 days 逾期超過 360日	Total 合計
As at 1 January 2018	於2018年1月1日						
Gross carrying amount (HK\$'000)	總賬面值(千港元)	379,390	223,654	31,496	26,653	48,538	709,731
Less: Individually assessed (HK\$'000)	減：按個別情況 評估(千港元)	-	(52,043)	-	-	(19,977)	(72,020)
Carrying amount under collective measurement (HK\$'000)	根據集體計量之 賬面值(千港元)	379,390	171,611	31,496	26,653	28,561	637,711
Expected credit loss rate (%)	預期信貸虧損率(%)	0.1%	1.0%	3.0%	5.0%	20.0%	
ECL allowance for collectively measurement (HK\$'000)	就集體計量之預期 信貸虧損撥備 (千港元)	(379)	(1,716)	(945)	(1,334)	(5,712)	(10,086)
Individually assessed loss allowance (HK\$'000)	按個別情況評估之 虧損撥備(千港元)	-	(52,043)	-	-	(19,977)	(72,020)
Total loss allowance (HK\$'000)	虧損撥備總額(千港元)	(379)	(53,759)	(945)	(1,334)	(25,689)	(82,106)

The increase in loss allowance for trade receivables upon the transition to HKFRS 9 as of 1 January 2018 were HK\$52,043,000. The loss allowances further increased by HK\$28,000 during the six months period ended 30 June 2018.

於2018年1月1日過渡至香港財務報告準則第9號後之應收貿易款項之虧損撥備增加52,043,000港元。截至2018年6月30日止6個月期間，虧損撥備進一步增加28,000港元。

簡明綜合中期財務報表附註 (續)

截至2018年6月30日止6個月

3. 香港財務報告準則變動 (續)**A. 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」) (續)**(ii) 金融資產之減值** (續)

預期信貸虧損模式之影響(續)

(a) 應收貿易款項之減值
(續)

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

For the six months ended 30 June 2018

3. CHANGES IN HKFRSs (Continued)**A. HKFRS 9 Financial Instruments (“HKFRS 9”)**

(Continued)

(ii) Impairment of financial assets (Continued)*Impact of the ECL model* (Continued)**(b) Impairment of debt investments**

All of the Group’s debt investments at amortised costs and FVTPL are considered to have low credit risk, and the loss allowance recognised during the period was therefore limited to 12 months ECLs. The directors considered that the loss allowance for the Group’s debt investments under 12 months ECLs are insignificant and no provision is made.

簡明綜合中期財務報表附註 (續)

截至2018年6月30日止6個月

3. 香港財務報告準則變動 (續)**A. 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」) (續)**(ii) 金融資產之減值** (續)*預期信貸虧損模式之影響* (續)**(b) 債務投資之減值**

本集團全部按攤銷成本計量及按公允價值於損益賬處理之其他債務投資被視為低信貸風險，因此期內確認之虧損撥備限於12個月之預期信貸虧損。董事認為本集團根據12個月之預期信貸虧損計算之債務投資虧損撥備並不重大，故此並無作出撥備。



NOTES TO CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (Continued)

For the six months ended 30 June 2018

3. CHANGES IN HKFRSs (Continued)

A. HKFRS 9 Financial Instruments ("HKFRS 9")

(Continued)

(ii) Impairment of financial assets (Continued)

Impact of the ECL model (Continued)

(c) Impairment of other receivables

As mentioned above, the Group applies the HKFRS 9 simplified approach to measure ECLs which adopts a lifetime ECLs for other receivables. To measure the ECLs, other receivables have been grouped based on shared credit risk characteristics and the days past due. The loss allowance for other receivables as at 1 January 2018 was determined as follows:

		0-90 days past due	91-180 days past due	181-270 days past due	271-360 days past due	Overdue for more than 360 days	Total
As at 1 January 2018		逾期0至90日	逾期91至180日	逾期181至270日	逾期271至360日	逾期超過360日	合計
Gross carrying amount (HK\$'000)	總賬面值(千港元)	625,569	162,598	136,476	213,084	934,907	2,072,634
Less: Individually assessed (HK\$'000)	減：按個別情況評估(千港元)	(244,413)	(111,570)	(53,322)	(83,253)	(399,653)	(892,211)
Carrying amount under collective measurement (HK\$'000)	根據集體計量之賬面值(千港元)	381,156	51,028	83,154	129,831	535,254	1,180,423
Expected credit loss rate (%)	預期信貸虧損率(%)	0.1%	1.0%	3.0%	5.0%	10.0%	
ECL allowance for collectively measurement (HK\$'000)	就集體計量之預期信貸虧損撥備(千港元)	(381)	(510)	(2,495)	(6,492)	(53,525)	(63,403)
Individually assessed loss allowance (HK\$'000)	按個別情況評估之虧損撥備(千港元)	-	-	-	-	(51,173)	(51,173)
Total loss allowance (HK\$'000)	虧損撥備總額(千港元)	(381)	(510)	(2,495)	(6,492)	(104,698)	(114,576)

簡明綜合中期財務報表附註(續)

截至2018年6月30日止6個月

3. 香港財務報告準則變動(續)

A. 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」)(續)

(ii) 金融資產之減值(續)

預期信貸虧損模式之影響(續)

(c) 其他應收款項之減值

誠如上文所述，本集團應用香港財務報告準則第9號簡化法計量預期信貸虧損，其他應收款項採用年限內預期信貸虧損。為計量預期信貸虧損，其他應收款項已根據攤估信貸風險特點及逾期天數分類。於2018年1月1日其他應收款項之虧損撥備釐定如下：

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

For the six months ended 30 June 2018

3. CHANGES IN HKFRSs (Continued)**A. HKFRS 9 Financial Instruments ("HKFRS 9")**

(Continued)

(ii) Impairment of financial assets (Continued)

Impact of the ECL model (Continued)

(c) Impairment of other receivables (Continued)

The increase in loss allowance for other receivables upon the transition to HKFRS 9 as of 1 January 2018 were HK\$87,096,000. The loss allowances further increased by HK\$16,344,000 during the six months period ended 30 June 2018.

As a result of the above changes, the impact of the new HKFRS 9 impairment model results in additional impairment allowance as follows:

		HK\$'000 千港元
Loss allowance as at 1 January 2018 under HKAS 39	根據香港會計準則第39號 於2018年1月1日之虧損撥備	57,543
Additional impairment recognised for trade receivables	就應收貿易款項確認之額外減值	52,043
Additional impairment recognised for other receivables	就其他應收款項確認之額外減值	87,096
Loss allowance as at 1 January 2018 under HKFRS 9	根據香港財務準則第9號 於2018年1月1日之虧損撥備	196,682

(iii) Hedge accounting

Hedge accounting under HKFRS 9 has no impact on the Group as the Group does not apply hedge accounting in its hedging relationships.

簡明綜合中期財務報表附註 (續)

截至2018年6月30日止6個月

3. 香港財務報告準則變動 (續)**A. 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」) (續)**(ii) 金融資產之減值** (續)

預期信貸虧損模式之影響 (續)

(c) 其他應收款項之減值 (續)

於2018年1月1日過渡至香港財務報告準則第9號後之其他應收款項之虧損撥備增加87,096,000港元。截至2018年6月30日止6個月期間，虧損撥備進一步增加16,344,000港元。

由於上述變動，新訂香港財務報告準則第9號減值模型之影響導致額外減值撥備如下：

(iii) 對沖會計處理

根據香港財務報告準則第9號之對沖會計處理對本集團並無影響，此乃由於本集團並未在對沖關係中應用對沖會計處理。



NOTES TO CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (Continued)

For the six months ended 30 June 2018

3. CHANGES IN HKFRSs (Continued)

A. HKFRS 9 Financial Instruments (“HKFRS 9”)

(Continued)

(iv) Transition

The Group has applied the transitional provision in HKFRS 9 such that HKFRS 9 was generally adopted without restating comparative information. The reclassifications and the adjustments arising from the new ECLs rules are therefore not reflected in the consolidated statement of financial position as at 31 December 2017, but are recognised in the consolidated statement of financial position on 1 January 2018. This mean that differences in the carrying amounts of financial assets and financial liabilities resulting from the adoption of HKFRS 9 are recognised in retained earnings and reserves as at 1 January 2018. Accordingly, the information presented for 2017 does not reflect the requirements of HKFRS 9 but rather those of HKAS 39.

The following assessments have been made on the basis of the facts and circumstances that existed at the date of initial application (the “DIA”) of HKFRS 9:

- The determination of the business model within which a financial asset is held;
- The designation and revocation of previous designations of certain financial assets and financial liabilities as measured at FVTPL; and
- The designation of certain investments in equity investments not held for trading as at FVOCI.

If an investment in a debt investment had low credit risk at the DIA, then the Group has assumed that the credit risk on the asset had not increased significantly since its initial recognition.

簡明綜合中期財務報表附註 (續)

截至2018年6月30日止6個月

3. 香港財務報告準則變動 (續)

A. 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」) (續)

(iv) 過渡安排

本集團已應用香港財務報告準則第9號之過渡性條文，以使香港財務報告準則第9號全面獲採納而毋須重列可資比較資料。因此，新預期信貸虧損規則產生之重新分類及調整並無於2017年12月31日之綜合財務狀況表中反映，惟於2018年1月1日之綜合財務狀況表中確認。其指於2018年1月1日採納香港財務報告準則第9號確認保留盈利及儲備產生之金融資產與金融負債之賬面值差異。因此，2017年呈列之資料並不反映香港財務報告準則第9號之規定，惟反映香港會計準則第39號之規定。

以下評估乃根據香港財務報告準則第9號初次應用日期 (「初次應用日期」) 存在之事實及情況而作出：

- 釐定持有之金融資產之業務模式；
- 指定及撤銷原來指定之若干金融資產及金融負債分類為按公允價值於損益賬處理；及
- 指定對按公允價值於其他全面收益處理且並非持作買賣之股本投資之若干投資。

倘於債務投資之投資在初次應用日期具有較低之信貸風險，則本集團假設該資產之信貸風險自其初始確認起並無顯著增加。

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

For the six months ended 30 June 2018

3. CHANGES IN HKFRSs (Continued)**B. HKFRS 15 Revenue from Contracts with Customers ("HKFRS 15")**

HKFRS 15 supersedes HKAS 11 Construction Contracts, HKAS 18 Revenue and related interpretations. HKFRS 15 has established a five-steps model to account for revenue arising from contracts with customers. Under HKFRS 15, revenue is recognised at the amount that reflects the consideration to which an entity expects to be entitled in exchange for transferring goods or services to a customer.

The Group has adopted HKFRS 15 using the cumulative effect method without practical expedients. The Group has recognised the cumulative effect of initially applying HKFRS 15 as an adjustment to the opening balance of retained earnings at the DIA (that is, 1 January 2018). As a result, the financial information presented for 2017 has not been restated.

The following tables summarised the impact, net of tax, of transition to HKFRS 15 on the opening balance of retained earnings as follows (increase/(decrease)):

		HK\$'000 千港元
Retained earnings	保留盈利	
Contract liabilities (note 3B(a), (b))	合約負債(附註3B(a)·(b))	(136,929)
Increase in deferred tax assets	遞延稅項資產增加	32,392
Impact at 1 January 2018	於2018年1月1日之影響	(104,537)

簡明綜合中期財務報表附註 (續)

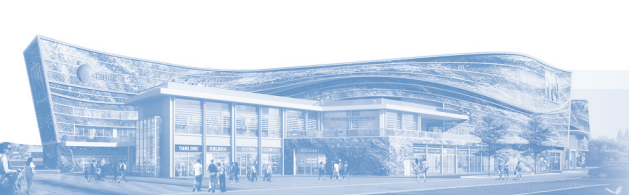
截至2018年6月30日止6個月

3. 香港財務報告準則變動 (續)**B. 香港財務報告準則第15號來自客戶合約收益(「香港財務報告準則第15號」)**

香港財務報告準則第15號取代香港會計準則第11號建築合約、香港會計準則第18號收益及相關詮釋。香港財務報告準則第15號確立一個五步模式，以來自客戶合約之收益入賬。根據香港財務報告準則第15號，收益按能反映實體預期就向客戶轉讓貨物或服務而有權在交換中獲取之代價金額進行確認。

本集團已採用累計影響法採納香港財務報告準則第15號(無可行權宜方法)。本集團已將初次應用香港財務報告準則第15號之累計影響確認為於初次應用日期(即2018年1月1日)對保留盈利期初結餘之調整。因此，就2017年呈列之財務資料並未重新呈列。

下表概述過渡至香港財務報告準則第15號對保留盈利之期初結餘有如下影響(扣除稅項)(增加/(減少)):



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

For the six months ended 30 June 2018

3. CHANGES IN HKFRSs (Continued)**B. HKFRS 15 Revenue from Contracts with
Customers ("HKFRS 15")** (Continued)

The following tables summarised the impact of adopting HKFRS 15 on the Group's condensed consolidated statement of financial position as at 30 June 2018 and its condensed consolidated income statement and condensed consolidated statement of comprehensive income for the six months ended 30 June 2018. There was no material impact on the Group's condensed consolidated statement of cash flow for the six months period ended 30 June 2018.

簡明綜合中期財務報表附註 (續)

截至2018年6月30日止6個月

3. 香港財務報告準則變動 (續)**B. 香港財務報告準則第15號來自客戶合約收益** (「香港財務報告準則第15號」) (續)

下表概述採納香港財務報告準則第15號對本集團於2018年6月30日之簡明綜合財務狀況報表及其截至2018年6月30日止6個月之簡明綜合收益表及簡明綜合全面收益表之影響。本集團截至2018年6月30日止6個月之簡明綜合現金流量報表並無重大影響。

		As reported	Adjustments	Amount without application of HKFRS 15 並無應用 香港財務 報告準則 第15號之 金額
		如呈報 HK\$'000 千港元	調整 HK\$'000 千港元	金額 HK\$'000 千港元
Assets	資產			
Deferred tax assets	遞延稅項資產	808,790	(56,114)	752,676
Equity	權益			
Retained earnings	保留溢利	2,603,241	176,350	2,779,591
Liabilities	負債			
Contract liabilities	合約負債	7,064,058	(7,064,058)	–
Receipt in advance and deferred revenue	預收款項及遞延收益	–	6,831,594	6,831,594

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

For the six months ended 30 June 2018

3. CHANGES IN HKFRSs (Continued)**B. HKFRS 15 Revenue from Contracts with
Customers ("HKFRS 15")** (Continued)

The impact on the condensed consolidated income statement and condensed consolidated statement of comprehensive income for the six months ended 30 June 2018:

		As reported	Adjustments	Amount without application of HKFRS 15 並無應用 香港財務 報告準則 第 15 號之 金額
		如呈報 HK\$'000 千港元	調整 HK\$'000 千港元	HK\$'000 千港元
Revenue (note 3B(a), (b))	收益(附註 3B(a) · (b))	8,635,655	(1,334)	8,634,321
Interest costs (note 3B(a))	融資成本(附註 3B(a))	(522,270)	96,869	(425,401)
Profit before income tax	除所得稅前溢利	2,450,450	95,535	2,545,985
Income tax expense	所得稅開支	(1,452,849)	(23,722)	(1,476,571)
Profit for the period	期內溢利	997,601	71,813	1,069,414
Total comprehensive income for the period	期內全面收益總額	786,674	71,813	858,487

簡明綜合中期財務報表附註 (續)

截至 2018 年 6 月 30 日止 6 個月

3. 香港財務報告準則變動 (續)**B. 香港財務報告準則第 15 號來自客戶合約收益** (「香港財務報告準則第 15 號」) (續)

對截至 2018 年 6 月 30 日止 6 個月簡明綜合收益表及簡明綜合全面收益表之影響：



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

For the six months ended 30 June 2018

簡明綜合中期財務報表附註 (續)

截至2018年6月30日止6個月

3. CHANGES IN HKFRSs (Continued)**B. HKFRS 15 Revenue from Contracts with
Customers ("HKFRS 15")** (Continued)

Details of the new significant accounting policies and the nature of the changes to previous accounting policies in relation to the Group's various goods and services are set out below:

Product/ Note service	Nature of the goods or services, satisfaction of performance obligations and payment terms 商品或服務性質、完成履約責任及 付款條件	Nature of change in accounting policy and impact on 1 January 2018 會計政策變動性質及於 2018年1月1日之影響
附註 產品／服務		
(a) Property development	<p>Customers obtain control of the property units when the properties are delivered to and have been accepted by them. Revenue is thus recognised upon when the customers accept the property units so delivered. In addition, it is the Group's practice to provide standard decoration to customers to maintain the properties' quality, therefore, decoration provision is also considered as a performance obligation by practice.</p> <p>Right of return No right of return is noted from the Group's contract with customers.</p>	As of 1 January 2018, an increase in contract liabilities of HK\$129,558,000, and an decrease in retained earnings of HK\$97,166,000 were recognised for the financing components of the contracts, net of tax.
(a) 房地產開發	<p>客戶於交付及接收物業時取得物業單位控制權，因此收益於客戶接收及交付物業單位時確認。此外，本集團之常規做法乃為客戶提供標準裝修，以維持其物業之質素，因此，提供裝修亦被視為一項慣常之履約責任。</p> <p>退還權利 本集團與客戶之合約並無訂有退還權利。</p>	於2018年1月1日，合約負債增加129,558,000港元及保留盈利減少97,166,000港元於合約融資部分中確認(扣除稅項)。

3. 香港財務報告準則變動 (續)**B. 香港財務報告準則第15號來
自客戶合約收益** (「香港財務
報告準則第15號」) (續)

有關本集團各項商品及服務之新重大會計政策及先前會計政策變動性質之詳情載列如下：

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

For the six months ended 30 June 2018

簡明綜合中期財務報表附註 (續)

截至2018年6月30日止6個月

3. CHANGES IN HKFRSs (Continued)**B. HKFRS 15 Revenue from Contracts with
Customers ("HKFRS 15")** (Continued)**3. 香港財務報告準則變動** (續)**B. 香港財務報告準則第15號來
自客戶合約收益** (「香港財務
報告準則第15號」) (續)

Note	Product/ service	Nature of the goods or services, satisfaction of performance obligations and payment terms 商品或服務性質、完成履約責任及 付款條件	Nature of change in accounting policy and impact on 1 January 2018 會計政策變動性質及於 2018年1月1日之影響
(a)	Property development (Continued)	<p>Financing component Should the contract contain a significant financing component, the transaction price should reflect the time value of money.</p> <p>The Group is not required to consider the time value of money if the period between payment and the transfer of the property unit is one year or less, as a practical expedient. In assessing whether a contract contains a significant financing component, the Group considers various factors, including the length of time between when the Group expected to transfer the property unit to the customer and when the customer pays for them, and the interest rate in the contract and prevailing interest rates in the relevant market.</p> <p>Revenue is discounted when the inflow of cash or cash equivalents is deferred. Interest is calculated and recognised using the effective interest method.</p>	
(a)	房地產開發(續)	<p>融資成分 如合約包含重大融資成分，則交易價格應反映貨幣時間價值。</p> <p>倘物業單位之付款及轉讓期間為一年或以下，為簡易起見，本集團毋須考慮貨幣之時間價值。於評估合約是否包含重大融資成分時，本集團考慮多種因素，包括倘本集團預期向客戶轉讓物業單位與倘客戶就有關物業單位付款之時間，以及合約內之利率及相關市場的現行利率。</p> <p>收益於現金及等價現金項目之現金流入遞延時貼現。利息乃採用實際利率法計算及確認。</p>	



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

For the six months ended 30 June 2018

簡明綜合中期財務報表附註 (續)

截至2018年6月30日止6個月

3. CHANGES IN HKFRSs (Continued)**B. HKFRS 15 Revenue from Contracts with
Customers ("HKFRS 15")** (Continued)**3. 香港財務報告準則變動** (續)**B. 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」) (續)

Note 附註	Product/ service 產品／服務	Nature of the goods or services, satisfaction of performance obligations and payment terms 商品或服務性質、完成履約責任及 付款條件	Nature of change in accounting policy and impact on 1 January 2018 會計政策變動性質及於 2018年1月1日之影響
(b)	Enterprise cloud service	<p>The Group provides a one-stop service from domain name registration, website design services to website constructions with specific add-on features to the website to small and medium enterprise ("SME") customers. The Group accounts for these contracts as a bundle of goods and services and such bundled services as a whole is considered as a single performance obligation. Revenue from such bundled services is recognised over time by reference to the Group's inputs to the satisfaction of the performance obligation relative to the total expected input. Payment received in advance that are related to the provision of such bundled services not yet delivered to customers are deferred and recognised as contract liabilities.</p> <p>The Group provides various corporate cloud products to SME customers. Revenue from the corporate cloud services are recognised on a straight-line basis over the contract period. Payment received in advance that are related to the provision of corporate cloud products not yet delivered to customers are deferred and recognised as contract liabilities.</p> <p>The Group also renders various internet-based services without further bundled services and maintenance service to customers. Revenue from provision of services is recognised when the services are rendered according to the terms of the agreements.</p>	As of 1 January 2018, an increase in contract liability of HK\$7,371,000, and an decrease in retained earnings of HK\$7,371,000 were recognised for the change in the estimate stage of completion of performance obligations.

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

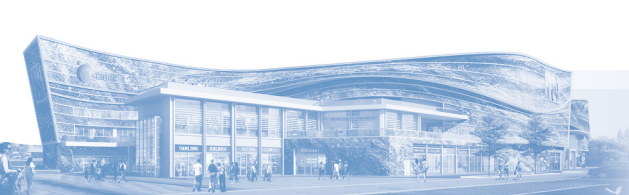
For the six months ended 30 June 2018

簡明綜合中期財務報表附註 (續)

截至2018年6月30日止6個月

3. CHANGES IN HKFRSs (Continued)**B. HKFRS 15 Revenue from Contracts with
Customers ("HKFRS 15")** (Continued)**3. 香港財務報告準則變動** (續)**B. 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」) (續)

Note 附註	Product/ service 產品／服務	Nature of the goods or services, satisfaction of performance obligations and payment terms 商品或服務性質、完成履約責任及 付款條件	Nature of change in accounting policy and impact on 1 January 2018 會計政策變動性質及於 2018年1月1日之影響
(b)	企業雲服務	<p>本集團向中小企業(「中小企業」)客戶提供域名註冊、網站設計服務到具有特定附加功能之網站建設之一站式服務。本集團將此等合同作為捆綁商品及服務入賬，並將此捆綁服務整體視為單一履約義務。來自該捆綁服務之收益乃經參考本集團相對預期總投入就完成履約義務而作出之投入而隨時間確認。提前收取與尚未交付予客戶之提供該捆綁服務有關之付款會遞延處理並確認為合同負債。</p> <p>本集團向中小企業客戶提供各種企業雲產品。來自企業雲服務之收益於合同期內按直線法基準確認。提前收取與尚未交付予客戶之提供企業雲產品有關之付款會遞延處理並確認為合同負債。</p> <p>本集團亦向客戶提供各種互聯網基礎服務，並無進一步捆綁服務及維修服務。提供服務之收益在根據協議條款提供服務時予以確認。</p>	於2018年1月1日，合約負債增加7,371,000港元及保留盈利減少7,371,000港元於履約責任估計完成階段變動中確認。



NOTES TO CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (Continued)

For the six months ended 30 June 2018

簡明綜合中期財務報表附註(續)

截至2018年6月30日止6個月

3. CHANGES IN HKFRSs (Continued)

B. HKFRS 15 Revenue from Contracts with Customers ("HKFRS 15") (Continued)

3. 香港財務報告準則變動(續)

B. 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」)(續)

Note	Product/ service	Nature of the goods or services, satisfaction of performance obligations and payment terms 商品或服務性質、完成履約責任及付款條件	Nature of change in accounting policy and impact on 1 January 2018 會計政策變動性質及於2018年1月1日之影響
(c)	Cinema ticketing income	<p>The Group has determined that for contracts with customers under cinema ticketing income, there is only one performance obligation, which is the provision of movie services in the Group's cinema. The Group has determined that the customers simultaneously receives and consumes the benefits of the Group's performance and thus the Group concludes that the service should be recognised overtime.</p> <p>Tickets are issued according to contractual terms to individual customers which payment is made immediately. For tickets sell through agents, payment is usually payable within 30 days.</p> <p>Right of return No right of return is noted from the Group's contract with customers.</p>	<p>There is no impact on the adoption of HKFRS 15 for ticketing income as the revenue recognised for the ticketing income has been the same under HKAS 18 and HKFRS 15.</p>
(c)	票房收入	<p>本集團確認，票房收入項下與客戶之合約僅有一項履約責任，即於本集團之影院提供電影服務。本集團確認，客戶同時接收及消耗本集團履約之利益，因此本集團認為該服務隨時間確認。</p> <p>門票乃根據合約條款向個別客戶發放，款項立即支付。倘屬銷售代理，款項通常於30天內支付。</p> <p>退還權利 本集團與客戶之合約並無訂有退還權利。</p>	<p>由於與香港會計準則第18號及香港財務報告準則第15號項下票務確認之收入相同，因此採納香港財務報告準則第15號並無影響。</p>

NOTES TO CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (Continued)

For the six months ended 30 June 2018

4. USE OF JUDGEMENTS AND ESTIMATES

In preparing these condensed consolidated interim financial statements, the significant judgements made by the management in applying the Group's accounting policies and the key sources of estimation uncertainty were the same as those that applied to the consolidated financial statements for the year ended 31 December 2017, except for new significant judgements and key sources of estimation uncertainty related to the application of HKFRS 9 and HKFRS 15 as described in note 3.

5. SEGMENT INFORMATION

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

The Group has identified the following five reportable segments:

- (a) Enterprise cloud services
- (b) Property development
- (c) Culture and media services
- (d) Internet lifestyle platform*
- (e) Innovative business

* This segment had gradually transformed itself into a media-driven IT enterprise from a media company. The purpose of this segment is to build an internet lifestyle platform and attract traffic with media content. Its commercial value will be realised through advertising, local lifestyle services and other means. Therefore, the name of the segment was amended from "New media" to "Internet lifestyle platform" to adapt its commercial strategy in 2017.

簡明綜合中期財務報表附註(續)

截至2018年6月30日止6個月

4. 判斷及估計之運用

編製此等簡明綜合中期財務報表時，管理層在應用本集團會計政策時作出之重大判斷及估計不確定因素之主要來源與截至2017年12月31日止年度之綜合財務報表所應用者相同，惟如附註3所述與應用香港財務報告準則第9號及香港財務報告準則第15號相關之新重大判斷及估計不確定因素之主要來源除外。

5. 分部資料

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

本集團已定出以下五項可呈報分部：

- (a) 企業雲服務
- (b) 房地產開發
- (c) 文化與傳播服務
- (d) 互聯網生活平台*
- (e) 創意商業

* 此分部逐漸由媒體公司轉型為以媒體為主要驅動的互聯網企業。此分部旨在構建互聯網生活平台，以媒體內容吸引流量，並將通過廣告、本地生活服務等方式實現商業價值。因此，該分部之名稱於2017年由「新媒體」修訂為「互聯網生活平台」以迎合其商業策略。



NOTES TO CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (Continued)

For the six months ended 30 June 2018

5. SEGMENT INFORMATION (Continued)

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

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

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

簡明綜合中期財務報表附註(續)

截至2018年6月30日止6個月

5. 分部資料(續)

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

由於各項產品及服務所需資源及推廣方針有所不同，各經營分部獨立管理。

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

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

For the six months ended 30 June 2018

簡明綜合中期財務報表附註 (續)

截至2018年6月30日止6個月

5. SEGMENT INFORMATION (Continued)

The segment results for the six months ended 30 June 2018 and 30 June 2017 are as follows:

5. 分部資料 (續)

截至2018年6月30日及2017年6月30日止6個月之分部業績如下：

		For the six months ended 30 June 2018 (Unaudited) 截至2018年6月30日止6個月(未經審核)						
		Enterprise cloud services 企業雲 服務 HK\$'000 千港元	Property development 房地產 開發 HK\$'000 千港元	Culture and media services 文化與 傳播服務 HK\$'000 千港元	Internet lifestyle platform 互聯網 生活平台 HK\$'000 千港元	Innovative business 創意商業 HK\$'000 千港元	All other segments 所有 其他分部 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Revenue	收益							
From external customers	來自對外客戶	503,883	5,106,057	2,691,571	20,916	288,473	24,755	8,635,655
From inter-segments	來自分部間	4,633	-	28,995	81,461	7,634	10,446	133,169
Reportable and all other segments revenue	可呈報及所有其他 分部收益	508,516	5,106,057	2,720,566	102,377	296,107	35,201	8,768,824
Reportable and all other segments (loss)/profit before income tax	可呈報及所有其他 分部除所得稅前 (虧損)/溢利	(68,752)	3,291,124	2,801	(180,517)	(363,482)	(56,724)	2,624,450
		For the six months ended 30 June 2017 (Unaudited) 截至2017年6月30日止6個月(未經審核)						
		Enterprise cloud services 企業雲 服務 HK\$'000 千港元	Property development 房地產 開發 HK\$'000 千港元	Culture and media services 文化與 傳播服務 HK\$'000 千港元	Internet lifestyle platform 互聯網 生活平台 HK\$'000 千港元	Innovative business 創意商業 HK\$'000 千港元	All other segments 所有 其他分部 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Revenue	收益							
From external customers	來自對外客戶	372,472	5,686,196	1,753,940	5,293	341,362	25,285	8,184,548
From inter-segments	來自分部間	-	-	-	124,991	3,600	16,207	144,798
Reportable and all other segments revenue	可呈報及所有其他 分部收益	372,472	5,686,196	1,753,940	130,284	344,962	41,492	8,329,346
Reportable and all other segments (loss)/profit before income tax	可呈報及所有其他 分部除所得稅前 (虧損)/溢利	(32,635)	3,075,653	28,471	(150,207)	(192,235)	(1,882)	2,727,165



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

For the six months ended 30 June 2018

簡明綜合中期財務報表附註 (續)

截至2018年6月30日止6個月

5. SEGMENT INFORMATION (Continued)

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

5. 分部資料 (續)

收益按主要地理市場及收益確認時間分開呈報如下：

		For the six months ended 30 June 2018 (Unaudited) 截至2018年6月30日止6個月(未經審核)						
		Enterprise cloud services 企業雲 服務 HK\$'000 千港元	Property development 房地產 開發 HK\$'000 千港元	Culture and media services 文化與 傳播服務 HK\$'000 千港元	Internet lifestyle platform 互聯網 生活平台 HK\$'000 千港元	Innovative business 創意商業 HK\$'000 千港元	All other segments 所有 其他分部 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Primary geographical markets 主要地區市場								
Mainland China (domicile)	中國內地(註冊地)	503,863	5,106,057	2,691,571	-	4,252	24,755	8,330,498
Hong Kong	香港	20	-	-	20,685	40,805	-	61,510
North America	北美	-	-	-	231	133,303	-	133,534
Europe	歐洲	-	-	-	-	50,554	-	50,554
Australia	澳洲	-	-	-	-	29,374	-	29,374
Others	其他	-	-	-	-	30,185	-	30,185
Total	總計	503,883	5,106,057	2,691,571	20,916	288,473	24,755	8,635,655
Timing of revenue recognition 收益確認時間								
At a point in time	於特定時間點	154,005	5,106,057	313,599	489	288,473	-	5,862,623
Transferred over time	隨時間轉移	349,878	-	2,377,972	20,427	-	24,755	2,773,032
Total	總計	503,883	5,106,057	2,691,571	20,916	288,473	24,755	8,635,655

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

For the six months ended 30 June 2018

5. SEGMENT INFORMATION (Continued)**簡明綜合中期財務報表附註** (續)

截至2018年6月30日止6個月

5. 分部資料 (續)

For the six months ended 30 June 2017 (Unaudited)

截至2017年6月30日止6個月(未經審核)

	Enterprise cloud services 企業雲 服務 HK\$'000 千港元	Property development 房地產 開發 HK\$'000 千港元	Culture and media services 文化與 傳播服務 HK\$'000 千港元 (Re- presented) (重列)	Internet lifestyle platform 互聯網 生活平台 HK\$'000 千港元	Innovative business 創意商業 HK\$'000 千港元	All other segments 所有 其他分部 HK\$'000 千港元	Total 總計 HK\$'000 千港元 (Re- presented) (重列)	
Primary geographical markets 主要地區市場								
Mainland China (domicile)	中國內地(註冊地)	372,462	5,686,196	1,753,938	–	939	25,285	7,838,820
Hong Kong	香港	10	–	2	4,590	65,541	–	70,143
North America	北美	–	–	–	703	152,470	–	153,173
Europe	歐洲	–	–	–	–	49,009	–	49,009
Australia	澳洲	–	–	–	–	38,594	–	38,594
Others	其他	–	–	–	–	34,809	–	34,809
Total	總計	372,472	5,686,196	1,753,940	5,293	341,362	25,285	8,184,548



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

For the six months ended 30 June 2018

簡明綜合中期財務報表附註 (續)

截至2018年6月30日止6個月

5. SEGMENT INFORMATION (Continued)

The reportable segment assets and liabilities as at 30 June 2018 and 31 December 2017 are as follows:

5. 分部資料 (續)於2018年6月30日及2017年12月31日之
可呈報分部資產及負債如下：

		As at 30 June 2018 (Unaudited) 於2018年6月30日(未經審核)						
		Enterprise cloud services 企業雲 服務 HK\$'000 千港元	Property development 房地產 開發 HK\$'000 千港元	Culture and media services 文化與 傳播服務 HK\$'000 千港元	Internet lifestyle platform 互聯網 生活平台 HK\$'000 千港元	Innovative business 創意商業 HK\$'000 千港元	All other segments 所有 其他分部 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Reportable and all other segments assets	可呈報及所有其他 分部資產	471,656	28,177,448	11,629,679	56,187	1,976,156	1,070,965	43,382,091
Reportable and all other segments liabilities	可呈報及所有其他 分部負債	(295,145)	(16,355,430)	(6,806,876)	(20,360)	(777,558)	(40,488)	(24,295,857)
		As at 31 December 2017 (Audited) 於2017年12月31日(經審核)						
		Enterprise cloud services 企業雲 服務 HK\$'000 千港元	Property development 房地產 開發 HK\$'000 千港元	Culture and media services 文化與 傳播服務 HK\$'000 千港元	Internet lifestyle platform 互聯網 生活平台 HK\$'000 千港元	Innovative business 創意商業 HK\$'000 千港元	All other segments 所有 其他分部 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Reportable and all other segments assets	可呈報及所有其他 分部資產	1,187,978	26,853,288	11,014,755	76,538	1,987,794	1,960,132	43,080,485
Reportable and all other segments liabilities	可呈報及所有其他 分部負債	(502,157)	(16,883,989)	(5,977,926)	(16,195)	(833,685)	(154,906)	(24,368,858)

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

For the six months ended 30 June 2018

5. SEGMENT INFORMATION (Continued)

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

簡明綜合中期財務報表附註 (續)

截至2018年6月30日止6個月

5. 分部資料 (續)

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

		(Unaudited) (未經審核)	
		For the six months ended 30 June	
		截至6月30日止6個月	
		2018 HK\$'000 千港元	2017 HK\$'000 千港元 (Re-presented) (重列)
Reportable segments revenue	可呈報分部收益	8,733,623	8,287,854
All other segments revenue	所有其他分部收益	35,201	41,492
Elimination of inter-segment revenue	分部間收益對銷	(133,169)	(144,798)
Group revenue	本集團收益	8,635,655	8,184,548
Reportable segments results before income tax	可呈報分部除所得稅前業績	2,681,174	2,729,047
All other segments results before income tax	所有其他分部除所得稅前業績	(56,724)	(1,882)
Bank interest income	銀行利息收入	32,398	23,699
Other interest income	其他利息收入	900	4,537
Finance costs	融資成本	(110,568)	(60,692)
Depreciation and amortisation	折舊及攤銷	(2,002)	(1,852)
Unallocated corporate expenses	未分配企業開支	(94,728)	(60,328)
Profit before income tax	除所得稅前溢利	2,450,450	2,632,529



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

For the six months ended 30 June 2018

**6. REVENUE AND OTHER OPERATING
INCOME****(a) Revenue**

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

簡明綜合中期財務報表附註 (續)

截至2018年6月30日止6個月

6. 收益及其他經營收入**(a) 收益**

本集團收益指來自其主要業務之下列各項收益：

		(Unaudited) (未經審核)	
		For the six months ended 30 June	
		截至6月30日止6個月	
		2018 HK\$'000 千港元	2017 HK\$'000 千港元 (Re-presented) (重列)
Sales of properties and car parks	物業及車位銷售	5,048,162	5,686,196
Sales of decoration materials	裝修材料銷售	57,895	-
Enterprise cloud services	企業雲服務	503,883	372,472
Property management services	物業管理服務	24,755	25,285
Film distribution services	電影發行服務	1,508	11,855
Cinema ticketing income	票房收入	2,073,604	1,350,871
Sales of food and beverages	食品及飲料銷售	295,087	195,904
Cinema advertising income	影院廣告收入	147,704	90,542
Sales and leases of projection equipment	放映設備銷售及租賃 設備	18,512	10,514
Digital media technology services	數碼媒體科技服務	155,156	94,254
Publication of magazines and advertising income	出版雜誌及廣告收入	20,916	5,293
Sales of botanic-based personal care and fragrance products	草本個人護理及香水產品銷售	287,890	338,897
Innovative catering services	創意餐飲服務	583	2,465
		8,635,655	8,184,548

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

For the six months ended 30 June 2018

**6. REVENUE AND OTHER OPERATING
INCOME** (Continued)**(a) Revenue** (Continued)

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

		(Unaudited) (未經審核)	
		30 June 2018 2018年 6月30日 HK\$'000 千港元	1 January 2018 2018年 1月1日 HK\$'000 千港元 (Restated) (經重述)
Trade receivables	應收貿易款項	501,542	627,625
Contract liabilities	合約負債	7,064,058	6,988,695

The contract liabilities mainly relate to the advance consideration received from customers. HK\$1,334,000 of the contract liabilities as of 1 January 2018 has been recognised as revenue for the six months ended 30 June 2018 from performance obligations satisfied due to the changes in the estimate stage of completion of some contract obligations.

簡明綜合中期財務報表附註 (續)

截至2018年6月30日止6個月

6. 收入及其他經營收入 (續)**(a) 收益** (續)

下表提供有關應收貿易款項及客戶合約之合約負債之資料：

合約負債主要與已收客戶之預付代價有關。於2018年1月1日之合約負債1,334,000港元已由已達成之履約責任確認為截至2018年6月30日止6個月之收益，原因為若干合約義務之估計完成階段有所變更。



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

For the six months ended 30 June 2018

**6. REVENUE AND OTHER OPERATING
INCOME** (Continued)**(b) Other operating income:****簡明綜合中期財務報表附註** (續)

截至2018年6月30日止6個月

6. 收入及其他經營收入 (續)**(b) 其他經營收入：**

		(Unaudited) (未經審核)	
		For the six months ended 30 June	
		截至6月30日止6個月	
		2018 HK\$'000 千港元	2017 HK\$'000 千港元 (Re-presented) (重列)
Bank interest income	銀行利息收入	98,845	86,612
Other interest income	其他利息收入	17,766	7,373
Gain on fair value change on financial assets at fair value through profit or loss	按公允價值於損益賬處理之 金融資產之公允價值變動 之收益	-	1,866
Gain on disposal of property, plant and equipment	出售物業、廠房及設備之收益	203	19
Government grants	政府撥款	41,876	16,091
Rental income	租金收入	18,091	6,532
Write-back of provision for impairment of other receivables	其他應收款項減值撥備撥回	-	20,845
Realised gain on trading of financial assets at fair value through profit or loss	按公允價值於損益賬處理之 金融資產之已變現買賣收益	22,283	-
Dividend income on financial assets at fair value through profit or loss	按公允價值於損益賬處理之 金融資產之股息收入	3,543	6,527
Sundry income	雜項收入	100,867	56,712
		303,474	202,577

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

For the six months ended 30 June 2018

7. FINANCE COSTS**簡明綜合中期財務報表附註** (續)

截至2018年6月30日止6個月

7. 融資成本

		(Unaudited) (未經審核)	
		For the six months ended 30 June	
		截至6月30日止6個月	
		2018 HK\$'000 千港元	2017 HK\$'000 千港元
Interest on bank and other borrowings	銀行及其他借貸之利息	780,241	550,703
Interest on convertible and exchangeable bonds	可換股及可交換債券之利息	58,174	49,522
Interest on finance leases	融資租賃之利息	4,776	3,097
Interest on financing component in contracts with customers	與客戶合約融資組成部分之利息	96,869	–
Total finance costs	融資成本總額	940,060	603,322
Less: Amount capitalised to properties under development	減：就發展中物業資本化之金額	(417,790)	(305,307)
		522,270	298,015



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

For the six months ended 30 June 2018

簡明綜合中期財務報表附註 (續)

截至2018年6月30日止6個月

8. PROFIT BEFORE INCOME TAX**8. 除所得稅前溢利**

		(Unaudited) (未經審核) For the six months ended 30 June 截至6月30日止6個月	
		2018 HK\$'000 千港元	2017 HK\$'000 千港元
Profit before income tax is arrived at after charging/(crediting):	除所得稅前溢利乃經扣除/(計入)		
Amortisation of intangible assets other than goodwill*	下列各項後得出： 除商譽外之無形資產攤銷*	65,034	14,942
Depreciation of property, plant and equipment — owned assets*	物業、廠房及設備折舊 — 自置資產*	492,183	315,042
Depreciation of property, plant and equipment — leased assets*	物業、廠房及設備折舊 — 租賃資產*	9,612	4,741
Costs of sales and services provided	銷售及提供服務之成本	2,703,856	3,285,496
Loss/(Gain) on fair value change on financial assets at fair value through profit or loss	按公允價值於損益賬處理之金融資產 公允價值變動之虧損/(收益)		
— Listed equity investments	— 上市股本投資	21,661	(1,866)
— Derivatives	— 衍生工具	(174)	—
Gain on fair value change on financial liabilities at fair value through profit or loss	按公允價值於損益賬處理之金融 負債公允價值變動之收益		
— Derivatives	— 衍生工具	(29,406)	(21,573)
Write-off of property, plant and equipment*	物業、廠房及設備撤銷*	2,691	9,444
Write-off of inventories*	存貨撤銷*	6,195	—
Write-off of intangible assets other than goodwill*	除商譽外之無形資產撤銷*	2,789	—
Write-off of deposits, prepayments and other receivables*	按金、預付款項及其他應收 款項撤銷*	—	20,551
Minimum lease payments	最低租賃付款	492,602	303,348
Contingent rentals	或然租金	9,563	9,689
Operating lease charges on land and buildings	土地及樓宇之經營租賃費用	502,165	313,037
Operating lease charges on prepaid land lease*	預付土地租賃之經營租賃費用*	272	251
Provision for impairment of trade receivables	應收貿易款項減值撥備	28	96
Provision for impairment of other receivables	其他應收款項減值撥備	16,344	—
Provision for impairment of intangible assets other than goodwill*	不包括商譽之無形資產減值撥備*	1,410	—
Provision for impairment of property, plant and equipment*	物業、廠房及設備減值撥備*	844	—
Provision for impairment of goodwill*	商譽減值撥備*	76,417	—
Loss on disposal of property, plant and equipment*	出售物業、廠房及設備之虧損*	164	232
Gain on disposal of non-current assets held-for-sale	出售持作出售非流動資產之收益	(21,710)	—
Research and development expenses*	研究及開發開支*	61,606	12,594

* included in other operating expenses

* 計入其他經營開支

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

For the six months ended 30 June 2018

9. INCOME TAX EXPENSE**簡明綜合中期財務報表附註** (續)

截至2018年6月30日止6個月

9. 所得稅開支

		(Unaudited) (未經審核)	
		For the six months ended 30 June	
		截至6月30日止6個月	
		2018 HK\$'000 千港元	2017 HK\$'000 千港元
The income tax expense comprises:	所得稅開支包括：		
Current tax	本期稅項		
— Hong Kong Profits Tax	— 香港利得稅		
Tax charge for the period	本期稅項支出	5,222	6,064
— The People's Republic of China ("PRC")	— 中華人民共和國(「中國」)		
Enterprise Income Tax ("EIT")	企業所得稅(「企業所得稅」)		
Tax charge for the period	本期稅項支出	798,978	781,708
Over-provision in respect of prior years	過往年度超額撥備	(943)	—
— Taxation for other jurisdictions	— 其他司法權區之稅項		
Over-provision in respect of prior years	過往年度超額撥備	(31)	—
— PRC land appreciation tax ("LAT")	— 中國土地增值稅(「土地增值稅」)		
Tax charge for the period	本期稅項支出	828,121	858,054
		1,631,347	1,645,826
Deferred tax	遞延稅項		
— Credit for the period	— 於本期計入	(178,498)	(222,495)
		1,452,849	1,423,331

For the six months ended 30 June 2018, Hong Kong Profits Tax has been provided at the rate of 16.5% (six months ended 30 June 2017: 16.5%) on the estimated assessable profit for the period.

For the six months ended 30 June 2018, PRC EIT has been provided on the estimated assessable profits of subsidiaries operating in Mainland China at 25% (six months ended 30 June 2017: 25%), unless preferential rates are applicable in the cities where the subsidiaries are located.

截至2018年6月30日止6個月，香港利得稅乃按期內估計應課稅溢利以16.5%（截至2017年6月30日止6個月：16.5%）之稅率作出撥備。

截至2018年6月30日止6個月，除非附屬公司所在城市設有優惠稅率，否則於中國大陸經營之附屬公司已就其估計應課稅溢利按25%（截至2017年6月30日止6個月：25%）之稅率作出中國企業所得稅撥備。



NOTES TO CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (Continued)

For the six months ended 30 June 2018

9. INCOME TAX EXPENSE (Continued)

For the six months ended 30 June 2018, PRC LAT is levied at progressive rates from 30% to 60% (six months ended 30 June 2017: 30% to 60%) on the estimated appreciation of land value, being the proceeds of sales of properties less deductible expenditure including cost of land use rights and development and construction expenditure.

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

10. DIVIDEND

No dividend was paid and declared during the six months ended 30 June 2018. A final dividend in respect of the year ended 31 December 2017 of 0.23 HK cents per ordinary share (for the year ended 31 December 2016: 0.20 HK cents per ordinary share), amounting to a total dividend of approximately HK\$157,885,000 (six months ended 30 June 2017: approximately HK\$137,291,000) was proposed and approved at the annual general meeting of the Company held on 30 May 2018.

11. EARNINGS PER SHARE

- (a) The calculation of basic earnings per share is based on the profit for the period attributable to the owners of the Company of HK\$984,438,000 (six months ended 30 June 2017: HK\$1,258,972,000) and on 68,645,535,794 (six months ended 30 June 2017: 68,645,535,794) ordinary shares in issue during the period.
- (b) The calculation of diluted earnings per share is based on the profit for the period attributable to the owners of the Company and adjusted to reflect the interests, unrealised exchange difference and fair value change of embedded derivatives on the convertible and exchangeable bonds and profit or loss attributable to non-controlling interests. The weighted average number of ordinary shares used in the calculation is the number of ordinary shares in issue during the year, which is the same as the basic earnings per share calculation.

Diluted earnings per share for the six months ended 30 June 2018 and 30 June 2017 are the same as the basic earnings per share as the convertible and exchangeable bonds outstanding during the periods had an anti-dilutive effect on the basic earnings per share.

簡明綜合中期財務報表附註(續)

截至2018年6月30日止6個月

9. 所得稅開支(續)

截至2018年6月30日止6個月，中國土地增值稅乃就土地價值之估計增值(即出售物業所得款項減可扣稅開支，包括土地使用權成本以及開發及建築成本)按介乎30%至60%(截至2017年6月30日止6個月：30%至60%)之累進稅率計算。

其他司法權區所產生之稅項乃按相關司法權區之現行稅率計算。

10. 股息

截至2018年6月30日止6個月，概無派付或宣派任何股息。有關截至2017年12月31日止年度之末期股息每股普通股0.23港仙(截至2016年12月31日止年度：每股普通股0.20港仙)，股息總額約為157,885,000港元(截至2017年6月30日止6個月：約137,291,000港元)，已於2018年5月30日舉行之本公司股東週年大會建議及批准。

11. 每股盈利

- (a) 每股基本盈利乃按本公司擁有人應佔期內溢利984,438,000港元(截至2017年6月30日止6個月：1,258,972,000港元)及期內已發行普通股68,645,535,794股(截至2017年6月30日止6個月：68,645,535,794股)計算。
- (b) 每股攤薄盈利乃按本公司擁有人應佔期內溢利計算，並經調整以反映可換股及可交換債券之利息、未變現匯兌差額及嵌入式衍生工具公允價值變動以及非控股權益應佔溢利或虧損。計算所用普通股加權平均數即用作計算每股基本盈利之年內已發行普通股數目。

截至2018年6月30日及2017年6月30日止6個月之每股攤薄盈利與每股基本盈利相同，乃由於期內尚未行使之可換股及可交換債券對每股基本盈利有反攤薄影響。

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

For the six months ended 30 June 2018

12. PROPERTY, PLANT AND EQUIPMENT

During the six months ended 30 June 2018, the Group acquired property, plant and equipment with a total cost of HK\$379,356,000 (six months ended 30 June 2017: HK\$572,156,000).

During the six months ended 30 June 2018, property, plant and equipment with net carrying amount of HK\$2,691,000 (six months ended 30 June 2017: HK\$9,444,000) were written off by the Group.

13. INVESTMENT PROPERTIES**Fair value**

At 1 January

Transfer to property, plant and equipment

Fair value change

Exchange differences

At 30 June 2018/

31 December 2017

公允價值

於1月1日

轉撥至物業、廠房及設備

公允價值變動

匯兌差額

於2018年6月30日/

2017年12月31日

(Unaudited)**(未經審核)****30 June****2018****2018年****6月30日****HK\$'000****千港元****(Audited)****(經審核)****31 December****2017****2017年****12月31日****HK\$'000****千港元****112,448**

230,394

(137,361)

1,053

2,137

(1,490)

17,278

112,011

112,448

The fair value of the Group's investment properties at 30 June 2018 and 31 December 2017 have been arrived at on market value basis carried out by 深圳市世聯土地房地產評估有限公司北京分公司, an independent valuer who holds a recognised and relevant professional qualification and has recent experience in the location and category of the investment properties being valued.

本集團投資物業於2018年6月30日及2017年12月31日之公允價值乃由獨立估值師深圳市世聯土地房地產評估有限公司北京分公司按市值基準進行，該獨立估值師持有認可相關專業資格，近期亦有評估投資物業所在地點及類別之經驗。

簡明綜合中期財務報表附註(續)

截至2018年6月30日止6個月

12. 物業、廠房及設備

截至2018年6月30日止6個月，本集團以成本總額379,356,000港元(截至2017年6月30日止6個月：572,156,000港元)採購物業、廠房及設備。

截至2018年6月30日止6個月，本集團撇銷賬面淨值2,691,000港元之物業、廠房及設備(截至2017年6月30日止6個月：9,444,000港元)。

13. 投資物業

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

For the six months ended 30 June 2018

13. INVESTMENT PROPERTIES (Continued)

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

As a result of the update of these valuations, a gain of HK\$1,053,000 (six months ended 30 June 2017: HK\$2,117,000) and deferred tax of HK\$263,000 (six months ended 30 June 2017: HK\$529,000) have been recognised in the profit or loss for the investment properties.

14. INTANGIBLE ASSETS

For the purpose of impairment testing, the carrying amount of goodwill is allocated to the following cash-generating units ("CGUs"):

簡明綜合中期財務報表附註 (續)

截至2018年6月30日止6個月

13. 投資物業 (續)

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

由於更新該等估值，故此已就投資物業於損益賬確認收益1,053,000港元（截至2017年6月30日止6個月：2,117,000港元）及遞延稅項263,000港元（截至2017年6月30日止6個月：529,000港元）。

14. 無形資產

就減值檢測而言，商譽之賬面值分配至下列現金產生單位（「現金產生單位」）：

		(Unaudited) (未經審核)	(Audited) (經審核)
		30 June 2018 2018年 6月30日 HK\$'000 千港元	31 December 2017 2017年 12月31日 HK\$'000 千港元
Property development	房地產開發	1,529,947	1,526,825
Innovative business — Retailing	創意商業 — 零售	603,387	676,698
Enterprise cloud services	企業雲服務	79,358	83,320
Culture and media services — Cinema business	文化與傳播服務 — 影院業務	2,889,535	2,913,494
At 30 June 2018/ 31 December 2017	於2018年6月30日/ 2017年12月31日	5,102,227	5,200,337

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

For the six months ended 30 June 2018

14. INTANGIBLE ASSETS (Continued)

The recoverable amounts for the CGUs of “Enterprise cloud services” and “Culture and media services” were determined based on value in use calculations, covering a detailed five years financial budgets which was approved by management, cash flows for certain CGUs are extrapolated using an estimated weighted average revenue growth rate of 8% to 11% and 3% to 45% respectively (31 December 2017: 8% to 11% and 3% to 32%), which does not exceed the long-term growth rate for the business in which the CGU operates.

Other than the estimated weighted average revenue growth rate, all other assumptions remained consistent with those disclosed in 2017 annual financial statements.

As a result of the updated goodwill impairment assessment, no impairment loss of goodwill for the CGUs of “Enterprise cloud services” and “Culture and media services” has been identified by the directors of the Company (for the year ended 31 December 2017: Nil).

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

簡明綜合中期財務報表附註 (續)

截至2018年6月30日止6個月

14. 無形資產 (續)

「企業雲服務」及「文化與傳播服務」之現金產生單位之可收回金額根據使用價值方法計算，當中涵蓋經管理層批准之五年詳細財政預算，若干現金產生單位之現金流量乃分別使用8%至11%及3%至45%(2017年12月31日：8%至11%及3%至32%)之估計加權平均收益增長率推斷，並無超逾現金產生單位所經營業務之長期增長率。

除估計加權平均收益增長率外，所有其他假設均與2017年度財務報表所披露者維持一致。

由於商譽減值評估作出更新，本公司董事並無識別「企業雲服務」及「文化與傳播服務」之現金產生單位之商譽減值虧損(截至2017年12月31日止年度：無)。

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



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

For the six months ended 30 June 2018

14. INTANGIBLE ASSETS (Continued)

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

Property development

	(Unaudited) (未經審核) 30 June 2018 2018年 6月30日	(Audited) (經審核) 31 December 2017 2017年 12月31日
Estimated market price (per square meter) 估計市價(每平方米)	RMB16,000 人民幣 16,000 元	RMB16,000 人民幣 16,000 元
Pre-tax discount rate 除稅前貼現率	33%	59%

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

Based on the assessment, no impairment loss on goodwill (for the year ended 31 December 2017: Nil) was recognised to profit or loss during the period.

The recoverable amounts for the CGU of "Innovative business — Retailing" were determined based on value in use calculation, covering a detailed eight years financial budgets which was approved by management, cash flows for geographical location within the CGU are extrapolated using an estimated weighted average revenue growth rate of 3% to 65% (31 December 2017: 3% to 43%), which does not exceed the long-term growth rate for the business in which the CGU operates.

Other than the estimated weighted average revenue growth rate, all other assumptions remained consistent with those disclosed in 2017 annual financial statements.

Based on the assessment, an impairment loss on goodwill of approximately HK\$76,417,000 (for the year ended 31 December 2017: approximately HK\$79,612,000) was recognised to profit or loss during the period.

簡明綜合中期財務報表附註 (續)

截至2018年6月30日止6個月

14. 無形資產 (續)

下列為用於計算貼現現金流量之主要假設：

房地產開發

估計市價乃由管理層基於建設項目鄰近地區之市場資料釐定。

基於有關評估，年內並無商譽減值虧損（截至2017年12月31日止年度：無）於損益賬確認。

「創意商業 — 零售」現金產生單位之可收回金額根據使用價值方法計算，當中涵蓋經管理層批准之八年詳細財政預算，現金產生單位所在地理位置之現金流量乃分別使用3%至65%（2017年12月31日：3%至43%）之估計加權平均增長率推斷，並無超逾現金產生單位所經營業務之長期增長率。

除估計加權平均收益增長率外，所有其他假設均與2017年度財務報表所披露者維持一致。

根據評估，已於期內之損益賬內確認商譽減值虧損約76,417,000港元（截至2017年12月31日止年度：約79,612,000港元）。

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

For the six months ended 30 June 2018

15. TRADE RECEIVABLES

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

		(Unaudited) (未經審核) 30 June 2018 2018年 6月30日 HK\$'000 千港元	(Audited) (經審核) 31 December 2017 2017年 12月31日 HK\$'000 千港元
0-90 days	0至90日	291,774	379,390
91-180 days	91至180日	90,887	223,654
181-270 days	181至270日	33,207	31,496
271-360 days	271至360日	115,926	26,653
Over 360 days	超過360日	48,446	48,538
Trade receivables, gross	應收貿易款項毛額	580,240	709,731
Less: Provision for impairment of trade receivables	減：應收貿易款項減值撥備	(78,698)	(30,063)
Trade receivables, net	應收貿易款項淨額	501,542	679,668
Less: Long term trade receivables	減：長期應收貿易款項	(1,185)	(2,370)
Current portion of trade receivables	應收貿易款項之即期部分	500,357	677,298

簡明綜合中期財務報表附註 (續)

截至2018年6月30日止6個月

15. 應收貿易款項

應收貿易款項於出示發票時到期。應收貿易款項按發票日期作出之賬齡分析如下：



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

For the six months ended 30 June 2018

簡明綜合中期財務報表附註 (續)

截至2018年6月30日止6個月

16. TRADE PAYABLES

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

16. 應付貿易款項

應付貿易款項按發票日期作出之賬齡分析如下：

		(Unaudited) (未經審核)	(Audited) (經審核)
		30 June 2018 2018年 6月30日 HK\$'000 千港元	31 December 2017 2017年 12月31日 HK\$'000 千港元
0–90 days	0至90日	1,296,232	1,944,465
91–180 days	91至180日	98,465	84,741
181–270 days	181至270日	58,699	21,826
271–360 days	271至360日	35,376	20,733
Over 360 days	超過360日	76,742	73,177
Trade payables	應付貿易款項	1,565,514	2,144,942
Less: Long term trade payables	減：長期應付貿易款項	(2,943)	(7,757)
Current portion of trade payables	應付貿易款項即期部分	1,562,571	2,137,185

17. BANK AND OTHER BORROWINGS**17. 銀行及其他借貸**

		(Unaudited) (未經審核)	(Audited) (經審核)
		30 June 2018 2018年 6月30日 HK\$'000 千港元	31 December 2017 2017年 12月31日 HK\$'000 千港元
Bank loans	銀行貸款		
— Secured	— 有抵押	13,709,080	14,092,224
— Unsecured	— 無抵押	636,992	697,014
Other borrowings	其他借貸		
— Secured (b)	— 有抵押(b)	7,937,297	8,107,216
— Unsecured (a)	— 無抵押(a)	921,748	—
		23,205,117	22,896,454

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

For the six months ended 30 June 2018

簡明綜合中期財務報表附註 (續)

截至2018年6月30日止6個月

17. BANK AND OTHER BORROWINGS (Continued)

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

17. 銀行及其他借貸 (續)

本集團之銀行及其他借貸須於以下年期償還：

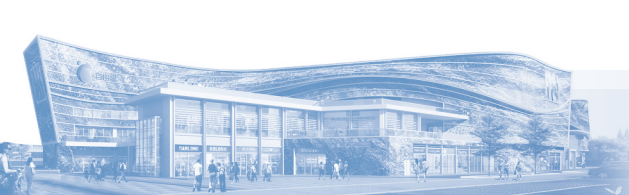
		(Unaudited) (未經審核) 30 June 2018 2018年 6月30日 HK\$'000 千港元	(Audited) (經審核) 31 December 2017 2017年 12月31日 HK\$'000 千港元
On demand or within one year	按要求或一年內	10,570,674	9,653,920
In the second year	第二年	6,060,062	3,373,093
In the third to fifth years	第三至五年	6,574,381	9,869,441
Wholly repayable within five years	五年內悉數償還	23,205,117	22,896,454
Less: Portion due on demand or within one year under current liabilities	減：計入流動負債按要求或於一年內到期之部份	(10,570,674)	(9,653,920)
Portion due over one year under non-current liabilities	計入非流動負債於超過一年到期之部份	12,634,443	13,242,534

(a) On 17 May 2018, a direct wholly-owned subsidiary of the Company issued a one-year senior notes of US\$120,000,000 (equivalent to approximately HK\$941,676,000) with a coupon rate of 9.75% per annum. The effective interest rate is 12.12% per annum.

(a) 於2018年5月17日，本公司之直接全資附屬公司發行120,000,000美元(相當於約941,676,000港元)票面年利率為9.75%之一年期優先票據。實際年利率為12.12%。

(b) On 25 May 2017, a direct wholly-owned subsidiary of the Company issued a three-year credit enhanced notes of US\$500,000,000 (equivalent to approximately HK\$3,885,350,000) at par with a coupon rate of 3.00% per annum. The effective interest rate is 3.41% per annum.

(b) 於2017年5月25日，本公司之直接全資附屬公司發行500,000,000美元(相當於約3,885,350,000港元)票面年利率為3.00%之三年期信用增強票據。實際年利率為3.41%。



NOTES TO CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (Continued)

For the six months ended 30 June 2018

18. CONVERTIBLE AND EXCHANGEABLE BONDS

On 15 June 2016 (“Issue Date”), an indirect wholly-owned subsidiary of the Company (the “Issuer”), issued an aggregate of RMB1,000,000,000 convertible and exchangeable bonds (the “Bonds”) which carry interest at 1.95% per annum with a maturity date of two years from the Issue Date (“Maturity Date”). Interest rate will be adjusted to 5.50% upon redemption of the Bonds and the adjusted interests rate applied retrospectively for the whole life of the Bonds.

The conversion price is initially RMB266,667 per share, subject to adjustments for certain specified dilutive and other events, including the adjustment by reference to the box office revenue. The Bonds are secured by the shares of the Issuer and the Bond holder can convert the Bonds into the Issuer’s shares representing approximately 4.76% of the enlarged issued share capital of the Issuer or exchanged into 100% of the issued share capital of a direct wholly-owned subsidiary of the Issuer.

Unless previously redeemed, converted or exchanged, the Issuer will redeem all the Bonds at the principal amount together with any accrued but unpaid interest on such principal amount on the third anniversary of the Issue Date.

Immediately prior to the closing of a fully underwritten registered public offering by an Issuer group company on an internationally recognised stock exchange (the “Qualified IPO”) in respect of the Issuer, unless previously converted, exchanged or redeemed, the outstanding Bonds shall be automatically exchanged into 100% of the issued share capital of a subsidiary of the Issuer credited as fully paid, at any time between the Issue Date up to the close of business on the date falling on the third anniversary of the Issue Date (the “Exchange Period”).

The holder of the Bonds shall have the right at its sole option to require the Issuer to redeem all of its Bonds outstanding at an amount which yields an internal rate of return of 5.50% per annum on the subscription amount paid by the holder following the Maturity Date, or in case of certain early redemption events happen.

簡明綜合中期財務報表附註(續)

截至2018年6月30日止6個月

18. 可換股及可交換債券

於2016年6月15日(「發行日期」)，本公司一間間接全資附屬公司(「發行人」)發行本金總額為人民幣1,000,000,000元之可換股及可交換債券(「債券」)，按年利率1.95厘計息，自發行日期起計兩年之日(「到期日」)到期。利率將於贖回債券時調整至5.50厘，而經調整利率將追溯應用至債券整個年期。

兌換價初步為每股人民幣266,667元，可就若干特定攤薄及其他事件作出調整，包括經參考票房收益作出調整。債券由發行人股份作抵押，而債券持有人可將債券兌換為發行人股份(相當於發行人經擴大已發行股本約4.76%)，或可交換為發行人一間直接全資附屬公司已發行股本之100%。

除非先前已贖回、兌換或交換，否則發行人將於發行日期第三週年按本金金額連同任何應計但未付本金金額之利息贖回全部債券。

於緊接有關發行人之發行人集團公司於國際認可證券交易所進行之全面包銷註冊公開發售(「合資格首次公開發售」)結束前，除非先前已兌換、交換或贖回，否則未償還債券將自發行日期起直至發行日期第三週年之日營業時間結束為止任何時間(「交換期」)自動兌換為發行人一間附屬公司入賬列作繳足已發行股本之100%。

於到期日後或發生若干提早贖回事件，債券持有人可全權決定要求發行人贖回其全部未償還債券，價格為持有人所支付認購額產生之每年5.50厘內部回報率之金額。

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

For the six months ended 30 June 2018

**18. CONVERTIBLE AND EXCHANGEABLE
BONDS** (Continued)

The holder of the Bonds was granted a put option to request the Company to purchase the Bonds at a price that will yield an internal rate of return of 5.50% per annum on the subscription amount paid by the holder for the Bonds for a period of 90 days after the occurrence of an event of default or other events related to the application of a Qualified IPO (details of the Bonds are more particularly disclosed in the circular dated 23 June 2016 issued by the Company).

The related interest expense of the liability component of the Bonds for the six months ended 30 June 2018 amounted to HK\$58,174,000 (six months ended 30 June 2017: HK\$49,522,000), which was calculated using the effective interest method with an effective interest rate of 10.23%.

The movements in the components of the Bonds during the six months period ended 30 June 2018 and the year ended 31 December 2017 are set out below:

		Liability component	Embedded derivatives	Total
		負債部分 HK\$'000 千港元	嵌入式 衍生工具 HK\$'000 千港元	總計 HK\$'000 千港元
At 1 January 2017 (audited)	於 2017 年 1 月 1 日 (經審核)	1,010,036	113,717	1,123,753
Change in fair value of embedded derivatives	嵌入式衍生工具公允價值變動	-	(26,809)	(26,809)
Interest expense	利息開支	104,549	-	104,549
Interest paid	已付利息	(21,989)	-	(21,989)
Exchange differences	匯兌差額	79,785	-	79,785
At 31 December 2017 (audited) and 1 January 2018	於 2017 年 12 月 31 日 (經審核) 及 2018 年 1 月 1 日	1,172,381	86,908	1,259,289
Change in fair value of embedded derivatives	嵌入式衍生工具公允價值變動	-	(37,199)	(37,199)
Interest expense	利息開支	58,174	-	58,174
Interest paid	已付利息	(24,375)	-	(24,375)
Exchange differences	匯兌差額	(15,969)	-	(15,969)
At 30 June 2018 (unaudited)	於 2018 年 6 月 30 日 (未經審核)	1,190,211	49,709	1,239,920

簡明綜合中期財務報表附註 (續)

截至 2018 年 6 月 30 日止 6 個月

18. 可換股及可交換債券 (續)

於違約事件或其他與合資格首次公開發售申請有關之事件發生後 90 日期間，債券持有人獲授予認沽期權，可要求本公司購入債券，價格為就債券持有人所支付認購額將產生之每年 5.50% 內部回報率（更多債券詳情於本公司日期為 2016 年 6 月 23 日之通函披露）。

截至 2018 年 6 月 30 日止 6 個月，債券負債部分之相關利息開支為 58,174,000 元（截至 2017 年 6 月 30 日止 6 個月：49,522,000 港元），乃採用實際利率法按實際利率 10.23% 計算。

截至 2018 年 6 月 30 日止 6 個月及 2017 年 12 月 31 日止年度債券各部分之變動載列如下：



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

For the six months ended 30 June 2018

19. SHARE CAPITAL**簡明綜合中期財務報表附註** (續)

截至2018年6月30日止6個月

19. 股本

		Number of ordinary shares of HK\$0.01 each 每股面值 0.01 港元之 普通股數目	HK\$'000 千港元
Authorised:	法定：		
At 1 January 2017,	於2017年1月1日、		
31 December 2017 (audited), and	2017年12月31日(經審核)及		
30 June 2018 (unaudited)	2018年6月30日(未經審核)	500,000,000,000	5,000,000
Issued and fully paid:	已發行及繳足：		
At 1 January 2017,	於2017年1月1日、		
31 December 2017 (audited), and	2017年12月31日(經審核)及		
30 June 2018 (unaudited)	2018年6月30日(未經審核)	68,645,535,794	686,455

**20. BUSINESS COMBINATIONS —
UNAUDITED**During the six months ended 30 June 2018 and 30 June 2017,
there was no material business combination.**20. 業務合併 — 未經審核**截至2018年6月30日及2017年6月30日
止6個月，概無重大業務合併。

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

For the six months ended 30 June 2018

21. CAPITAL COMMITMENTS

The Group had outstanding commitments as follows:

		(Unaudited) (未經審核)	(Audited) (經審核)
		30 June 2018	31 December 2017
		2018年 6月30日	2017年 12月31日
		HK\$'000	HK\$'000
		千港元	千港元
Contracted but not provided for in respect of:	已訂約但未撥備：		
— renovation work	— 翻新工程	44,579	57,181
— properties under development	— 發展中物業	1,308,615	2,840,404
— expansion of cinema business	— 擴充影院業務	384,505	186,793
— others	— 其他	10,032	20,243
		1,747,731	3,104,621

22. CONTINGENT LIABILITIESGuarantees given in connection with credit facilities granted to/
guarantee payment recoverable from:

		(Unaudited) (未經審核)	(Audited) (經審核)
		30 June 2018	31 December 2017
		2018年 6月30日	2017年 12月31日
		HK\$'000	HK\$'000
		千港元	千港元
An associate	一間聯營公司	19,994	19,522

簡明綜合中期財務報表附註 (續)

截至2018年6月30日止6個月

21. 資本承擔

本集團有下列未支付資本承擔：

		(Unaudited) (未經審核)	(Audited) (經審核)
		30 June 2018	31 December 2017
		2018年 6月30日	2017年 12月31日
		HK\$'000	HK\$'000
		千港元	千港元
Contracted but not provided for in respect of:	已訂約但未撥備：		
— renovation work	— 翻新工程	44,579	57,181
— properties under development	— 發展中物業	1,308,615	2,840,404
— expansion of cinema business	— 擴充影院業務	384,505	186,793
— others	— 其他	10,032	20,243
		1,747,731	3,104,621

22. 或然負債就下列各方所獲授信貸融資／自其收回
之保證分派作出之擔保：

		(Unaudited) (未經審核)	(Audited) (經審核)
		30 June 2018	31 December 2017
		2018年 6月30日	2017年 12月31日
		HK\$'000	HK\$'000
		千港元	千港元
An associate	一間聯營公司	19,994	19,522



NOTES TO CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (Continued)

For the six months ended 30 June 2018

22. CONTINGENT LIABILITIES (Continued)

There have been no material developments in pending litigation against Banco de Oro Unibank (formerly known as Equitable PCI Bank Inc. and then as Banco de Oro-EPCI Inc.) ("Banco UniBank"), a Filipino bank, and Waterfront Philippines Inc., a Filipino company, as disclosed in the Group's annual audited financial statements for the year ended 31 December 2017. Due to the pending litigation, the Group is not able to obtain any updated indebtedness information from Banco UniBank. Given the foregoing limitation, it is estimated that the outstanding balance of the total indebtedness owing to Banco UniBank was approximately US\$2,548,000 (equivalent to approximately HK\$19,994,000) by reference to the unaudited financial statements of the associate as at 30 June 2018.

23. CREDIT FACILITIES

As at 30 June 2018, the Group's credit facilities were secured by the following:

- (a) charge over prepaid land lease payments under operating leases with a net carrying value of Nil (31 December 2017: approximately HK\$24,410,000);
- (b) charge over certain buildings with total net carrying value of approximately HK\$125,488,000 (31 December 2017: approximately HK\$705,834,000);
- (c) charge over certain investment properties (note 13), properties under development and completed properties held for sale with a total carrying value of approximately HK\$3,290,520,000 (31 December 2017: approximately HK\$3,294,348,000);
- (d) charge over certain financial assets at fair value through profit or loss with a net carrying value of approximately HK\$282,000 (31 December 2017: approximately HK\$326,000);

簡明綜合中期財務報表附註(續)

截至2018年6月30日止6個月

22. 或然負債(續)

誠如本集團截至2017年12月31日止年度之年度經審核財務報表所披露，與一間菲律賓銀行Banco de Oro Unibank(前稱Equitable PCI Bank Inc.，其後稱為Banco de Oro-EPCI Inc.)(「Banco UniBank」)及一間菲律賓公司Waterfront Philippines Inc.之待決訴訟並無重大進展。由於待決訴訟，本集團無法取得Banco UniBank之最新債務資料。鑒於上述限制，參考聯營公司於2018年6月30日之未經審核財務報表，估計結欠Banco UniBank債項總額之未償還結餘約為2,548,000美元(相當於約19,994,000港元)。

23. 信貸融資

於2018年6月30日，本集團之信貸融資以下列各項作為抵押：

- (a) 押記賬面淨值為零港元之經營租賃下之預付土地租賃費(2017年12月31日：約24,410,000港元)；
- (b) 押記賬面淨值合共約為125,488,000港元(2017年12月31日：約705,834,000港元)之若干樓宇；
- (c) 押記賬面值合共約為3,290,520,000港元(2017年12月31日：約3,294,348,000港元)之若干投資物業(附註13)、發展中物業及已落成待售物業；
- (d) 押記賬面淨值約為282,000港元(2017年12月31日：約326,000港元)之若干按公允價值於損益賬處理之金融資產；

**NOTES TO CONDENSED CONSOLIDATED
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For the six months ended 30 June 2018

23. CREDIT FACILITIES (Continued)

- (e) no share in Sino-i Technology Limited ("Sino-i"), a listed subsidiary of the Company, held by the Company indirectly was pledged in favour of certain securities brokers (31 December 2017: 647,309,000 shares, approximately 5.04% of total equity interest of the Company in Sino-i with market value of approximately HK\$56,963,000);
- (f) pledge of certain bank deposits of approximately HK\$7,558,385,000 (31 December 2017: approximately HK\$6,887,637,000) of which approximately HK\$2,389,580,000 (31 December 2017: approximately HK\$2,415,410,000) were for standby letters of credit issued by banks for a total amounts of US\$161,950,000 (31 December 2017: US\$273,000,000), RMB1,083,822,000 (31 December 2017: RMB595,000,000) and HK\$50,000,000 (31 December 2017: Nil);
- (g) personal guarantee given by directors;
- (h) charge over certain property, plant and equipment other than buildings disclosed in note 23(b) with net carrying value of approximately HK\$1,098,852,000 (31 December 2017: approximately HK\$1,113,338,000); and
- (i) pledge of various shares mortgage of certain subsidiaries, bank accounts charges and corporate guarantee of the Company.

24. PENDING LITIGATIONS

There have been no material changes and developments in respect of pending litigations of the Group since the disclosure in the Group's annual financial statements for the year ended 31 December 2017.

簡明綜合中期財務報表附註 (續)

截至2018年6月30日止6個月

23. 信貸融資 (續)

- (e) 概無向若干證券經紀抵押本公司間接持有之中國數碼信息有限公司(「中國數碼」, 本公司之上市附屬公司)股份作為抵押品(2017年12月31日: 647,309,000股股份, 約為本公司於中國數碼總股權5.04%, 市值約為56,963,000港元);
- (f) 質押若干銀行存款約7,558,385,000港元(2017年12月31日: 約6,887,637,000港元), 其中約2,389,580,000港元(2017年12月31日: 約2,415,410,000港元)為銀行發出總額161,950,000美元(2017年12月31日: 273,000,000美元)、人民幣1,083,822,000元(2017年12月31日: 人民幣595,000,000元)及50,000,000港元(2017年12月31日: 零)之備用信用狀;
- (g) 董事給予之個人擔保;
- (h) 押記賬面淨值約1,098,852,000港元(2017年12月31日: 約1,113,338,000港元)之若干物業、廠房及設備(附註23(b)所披露樓宇除外); 及
- (i) 多間附屬公司之股份抵押、銀行賬戶抵押及本公司之公司擔保作抵押。

24. 待決訴訟

自本集團於截至2017年12月31日止年度之年度財務報表作出披露以來, 概無有關本集團待決訴訟之重大變動及發展。



**NOTES TO CONDENSED CONSOLIDATED
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For the six months ended 30 June 2018

25. RELATED PARTY TRANSACTIONS

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

簡明綜合中期財務報表附註 (續)

截至2018年6月30日止6個月

25. 關連方交易

- (a) 主要管理層人員之酬金指支付予董事之金額，詳情如下：

		(Unaudited) (未經審核)	
		For the six months ended 30 June	
		截至6月30日止6個月	
		2018	2017
		HK\$'000	HK\$'000
		千港元	千港元
Directors' fees	董事袍金	356	355
Basic salaries, housing, other allowances and benefits in kind	基本薪金、房屋、其他津貼及 實物利益	570	1,731
Discretionary bonus	酌情花紅	-	-
Pension scheme contributions	退休金計劃供款	20	49
		946	2,135

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

For the six months ended 30 June 2018

25. RELATED PARTY TRANSACTIONS (Continued)

- (b) During the six months ended 30 June 2018, the Group entered into the following material transactions with related parties:

簡明綜合中期財務報表附註 (續)

截至2018年6月30日止6個月

25. 關連方交易 (續)

- (b) 截至2018年6月30日止6個月，本集團與關連公司進行以下重大交易：

	Transaction amounts 交易額 (Unaudited) (未經審核)		Balance owed/(owing) 被結欠/(結欠)結餘 (Unaudited) (Audited) (未經審核) (經審核)	
	For the six months ended 30 June 截至6月30日止6個月	2017 HK\$'000 千港元	30 June 2018 2018年 6月30日 HK\$'000 千港元	31 December 2017 2017年 12月31日 HK\$'000 千港元
Non-exempted continuing connected transactions	非豁免持續關連交易			
Provision of motion pictures by:	由以下公司提供影片：			
— a company controlled by a director	— 由一名董事控制之公司			
Amount in relation to provision of motion pictures				
		(575,424)		
Amount in relation to provision of motion pictures, less distributor fees*			(82,553)	(123,534)
	(13,396)			
Provision of advertising services to:	向以下公司提供廣告服務：			
— a company controlled by a director	— 由一名董事控制之公司			
		5,472	545	789
Sales of projection equipment to:	向以下公司銷售放映設備：			
— a company controlled by a director	— 由一名董事控制之公司			
			226	2,702
Non-exempted connected transactions	非豁免關連交易			
Loan to:	向以下公司提供之貸款：			
— a company controlled by a director	— 由一名董事控制之公司			
		226,860	237,107	240,211
— a partnership controlled by a director	— 由一名董事控制之合夥企業			
	182,567		176,052	
Interest income on loan to:	向以下公司提供貸款之利息收入：			
— a company controlled by a director	— 由一名董事控制之公司			
	11,065	2,836	24,600	14,113
Advance from:	來自：			
— a non-controlling shareholder of a subsidiary	— 一間附屬公司之非控股股東之墊款			
			(12,185)	(12,135)



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

For the six months ended 30 June 2018

25. RELATED PARTY TRANSACTIONS (Continued)

(b) (Continued)

簡明綜合中期財務報表附註 (續)

截至2018年6月30日止6個月

25. 關連方交易 (續)

(b) (續)

	Transaction amounts		Balance owed/(owing)	
	交易額		被結欠/(結欠)結餘	
	(Unaudited)		(Unaudited)	(Audited)
	(未經審核)		(未經審核)	(經審核)
	For the six months ended		30 June	31 December
	30 June		2018	2017
	截至6月30日止6個月		2018年	2017年
	2018	2017	6月30日	12月31日
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	千港元	千港元	千港元	千港元
Exempted connected transactions	獲豁免關連交易			
Rental income from:	來自以下公司之租金收入：			
— companies controlled by a director	795	710	129	131
Provision of advertising services by:	由以下公司提供廣告服務：			
— a company controlled by a director	(66)	(537)	—	—
Information service income from:	來自以下公司之信息服務收入：			
— companies controlled by a director	217	224	118	5
Film investment income from:	來自以下公司之電影投資收入：			
— a company controlled by a director	98	—	526	437

* The Group entered into a business cooperation framework agreement in relation to payment for box sharing motion pictures, on 31 November 2017. Per the agreement a certain percentage of the net box office for a box sharing motion pictures was attributed to the distributor while only up to 1% was for the benefits of a company controlled by a director.

* 本集團於2017年11月31日就分帳影片之付款訂立業務合作框架協議。根據協議，分帳影片淨票房之若干百分比歸予發行人，而僅最多1%歸一名董事控制的公司所有。

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

For the six months ended 30 June 2018

25. RELATED PARTY TRANSACTIONS (Continued)

(b) (Continued)

The terms of above transactions are within normal trade credit terms and above balances owed/(owing) related parties are unsecured, interest-free and repayable on demand, except for the loan to a company controlled by a director, Ms. Liu Rong, of RMB200,000,000 (equivalent to approximately HK\$237,107,000) which is unsecured, due on 10 May 2020 and carries interest rate at 9.00% per annum and the loan to a partnership controlled by a director, Ms. Liu Rong, of RMB148,500,000 (equivalent to approximately HK\$176,052,000) which is secured, interest free and due on 25 February 2023. The maximum outstanding balance during the six months ended 30 June 2018 is equal to the balance as at 30 June 2018 (During the year ended 31 December 2017: approximately HK\$240,211,000).

The Group has not made any provision for bad or doubtful debts in respect of related party debtors nor has any guarantee been given or received during the six months ended 30 June 2018 regarding related party transactions.

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

(c) Parent company

The directors consider the Company's ultimate holding company is Dadi Holdings Limited (incorporated in Hong Kong).

簡明綜合中期財務報表附註 (續)

截至2018年6月30日止6個月

25. 關連方交易 (續)

(b) (續)

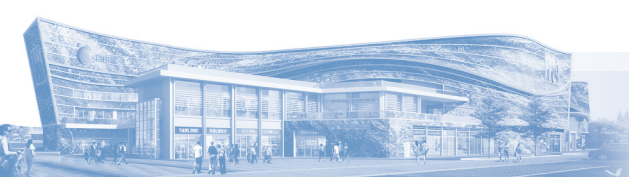
上述交易之條款屬正常貿易信貸條款，而上述被結欠／(結欠)關連方結餘為無抵押、免息及須按要求償還，惟為數人民幣20,000,000元(相當於約237,107,000港元)為向由一名董事劉榮女士控制之公司之貸款(有關貸款為無抵押、於2020年5月10日到期並按9.00%年利率計息)及為數人民幣148,500,000元(相當於約176,052,000港元)為向由一名董事劉榮女士共同控制之合夥企業之貸款(有關貸款為有抵押、免息及於2023年2月25日到期)。截至2018年6月30日止6個月最高未償還結餘相當於2018年6月30日結餘(截至2017年12月31日止年度：約240,211,000港元)。

本集團並無就關連公司債務人之呆壞賬作出任何撥備，亦無就關連公司交易於截至2018年6月30日止6個月作出或獲得任何擔保。

除上文及本簡明綜合中期財務報表其他地方所披露者外，期內概無進行重大關連方交易。

(c) 母公司

董事認為本公司最終控股公司為大地控股有限公司(於香港註冊成立之公司)。



NOTES TO CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (Continued)

For the six months ended 30 June 2018

26. FINANCIAL INSTRUMENTS

(a) Categories of financial instruments

The following table shows the carrying amount and fair value of financial assets and liabilities:

簡明綜合中期財務報表附註(續)

截至2018年6月30日止6個月

26. 金融工具

(a) 金融工具之分類

下表顯示金融資產及負債之賬面值及公允價值：

	(Unaudited) (未經審核)		(Audited) (經審核)	
	30 June 2018 2018年 6月30日 Carrying amount 賬面值 HK\$'000 千港元	30 June 2018 2018年 6月30日 Fair value 公允價值 HK\$'000 千港元	31 December 2017 2017年 12月31日 Carrying amount 賬面值 HK\$'000 千港元	31 December 2017 2017年 12月31日 Fair value 公允價值 HK\$'000 千港元
Financial assets measured at fair value through profit or loss	按公允價值於損益賬計量之金融資產			
— Listed equity investments	98,137	98,137	199,474	199,474
— Derivatives	174	174	—	—
— Unlisted debt investments	324	324	—	—
Financial assets measured at fair value through other comprehensive income	按公允價值於其他全面收益計量之金融資產			
— Unlisted equity investments	151,817	151,817	—	—
— Available-for-sale financial assets	—	—	135,591	N/A 不適用
— Available-for-sale financial assets	—	—	324	324
Financial assets measured at amortised cost	按攤銷成本計量之金融資產			
— Cash and cash equivalents	3,111,520	3,111,520	4,397,710	4,397,710
— Pledged and restricted bank deposits	9,728,056	9,728,056	8,672,079	8,672,079
— Trade receivables	501,542	501,542	679,668	679,668
— Deposits and other receivables	2,297,691	2,297,691	2,045,154	2,045,154
— Amounts due from associates	12,599	12,599	11,238	11,238
— Amount due from a joint venture	2,403	2,403	2,491	2,491
— Amounts due from related parties	439,303	439,303	258,388	258,388
— Listed debt investment	118,554	118,554	—	—
— Held-to-maturity investment	—	—	120,106	120,106
	16,462,120	16,462,120	16,522,223	16,386,632
Financial liabilities measured at fair value	按公允價值計量之金融負債			
— Derivatives	57,502	57,502	86,908	86,908
Financial liabilities measured at amortised costs	按攤銷成本計量之金融負債：			
— Trade payables	1,565,514	1,565,514	2,144,942	2,144,942
— Other payables and accruals	1,630,545	1,630,545	1,362,414	1,362,414
— Amount due to a director	7,177	7,177	9,878	9,878
— Amount due to an associate	5,492	5,492	5,492	5,492
— Amounts due to related parties	94,738	94,738	135,669	135,669
— Bank and other borrowings	23,205,117	23,205,117	22,896,454	22,896,454
— Finance lease liabilities	57,074	57,074	87,173	87,173
— Convertible and exchangeable bonds	1,190,211	1,190,211	1,172,381	1,172,381
— Other employee benefits	2,037	2,037	2,064	2,064
	27,815,407	27,815,407	27,903,375	27,903,375

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

For the six months ended 30 June 2018

26. FINANCIAL INSTRUMENTS (Continued)**(b) Fair value measurement**

A number of assets and liabilities included in these condensed consolidated interim financial statements require measurement at, and/or disclosure of, fair value.

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

- Level 1: Quoted prices in active markets for identical items (unadjusted);
- Level 2: Observable direct or indirect inputs other than Level 1 inputs;
- Level 3: Unobservable inputs (i.e. not derived from market data).

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

(i) Financial instruments not measured at fair value

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

簡明綜合中期財務報表附註 (續)

截至2018年6月30日止6個月

26. 金融工具 (續)**(b) 公允價值計量**

計入該等簡明綜合中期財務報表之多項資產及負債須按公允價值計量及/或作出公允價值披露。

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

- 第一級: 相同項目於活躍市場所報價格(未經調整);
- 第二級: 第一級輸入數據以外直接或間接可觀察輸入數據;
- 第三級: 不可觀察輸入數據(即無法自市場數據衍生)。

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

(i) 並非按公允價值計量之金融工具

並非按公允價值計量之金融工具包括現金及等同現金項目、已抵押及受限制銀行存款、應收貿易款項、按金及其他應收款項、應收聯營公司款項、應收一間合營企業款項、應收關連公司款項、應收貿易款項、其他應付款項及應計費用、融資租賃負債、可換股及可交換債券、銀行及其他借貸、其他僱員福利、欠一名董事款項、欠一間聯營公司款項及欠關連公司款項。



NOTES TO CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (Continued)

For the six months ended 30 June 2018

26. FINANCIAL INSTRUMENTS (Continued)

(b) Fair value measurement (Continued)

- (i) *Financial instruments not measured at fair value (Continued)*

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

The fair value of long term trade receivables, other financial assets, long term trade payables, other employee benefits, bank and other borrowings and finance lease liabilities issued for disclosure purposes has been determined using discounted cash flow models and is classified as level 3 in the fair value hierarchy. Significant inputs include the discount rate used to reflect the credit risks of the borrowers or the Group.

簡明綜合中期財務報表附註(續)

截至2018年6月30日止6個月

26. 金融工具(續)

(b) 公允價值計量(續)

- (i) *並非按公允價值計量之金融工具(續)*

由於到期日較短，故已抵押及受限制銀行存款以及現金及等同現金項目、應收貿易款項、按金及其他應收款項、應收／(欠)聯營公司款項、應收一間合營企業款項、應收／(欠)關連方款項、可換股及可交換債券、欠一名董事款項、應收貿易款項以及其他應付款項及應計費用之賬面值與公允價值相若。

為方便披露用途，長期應收貿易款項、其他金融資產、長期應付貿易款項、其他僱員福利、銀行及其他借貸以及融資租賃負債之公允價值已按貼現現金流量模式釐定，並分類為公允價值級別中的第三層。重大輸入資料包括用作反映借款人或本集團信貸風險之貼現率。

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

For the six months ended 30 June 2018

26. FINANCIAL INSTRUMENTS (Continued)**(b) Fair value measurement** (Continued)*(ii) Financial instruments measured at fair value*

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

The valuation techniques and significant unobservable inputs used in determining the fair value measurement of level 2 and level 3 financial instruments, as well as the relationship between key observable inputs and fair value are set out below.

Information about level 2 fair value measurements

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

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

The fair value of the unlisted equity investment is estimated using a market approach.

簡明綜合中期財務報表附註 (續)

截至2018年6月30日止6個月

26. 金融工具 (續)**(b) 公允價值計量** (續)*(ii) 按公允價值計量之金融工具*

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

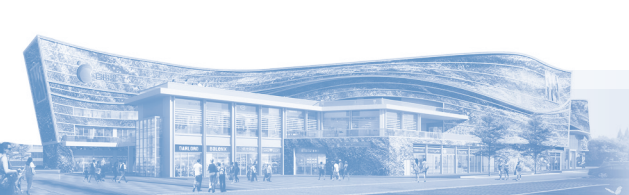
下文載列於釐定第二層及第三層金融工具之公允價值計量時所運用估值技術及重大而無法觀察之輸入資料，以及主要可觀察輸入資料與公允價值之間的關係。

有關第二層公允價值計量之資料

利率掉期之公允價值乃根據可觀察利率曲線計作估計未來現金流量之現值。

利率掉期之公允價值乃根據報告日期之遠期匯率釐定。

非上市股本投資公允價值乃利用市場法估計。



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

For the six months ended 30 June 2018

26. FINANCIAL INSTRUMENTS (Continued)**(b) Fair value measurement** (Continued)

- (ii)
- Financial instruments measured at fair value*
-
- (Continued)

Information about level 3 fair value measurements

The fair value of the financial liability at fair value through profit or loss (i.e. derivatives) of the convertible and exchangeable bonds was determined using the binomial model, and the inputs into the models at the end of reporting period were as follows:

		(Unaudited) (未經審核) 30 June 2018 2018年 6月30日	(Audited) (經審核) 31 December 2017 2017年 12月31日
Conversion price	兌換價	RMB187,580 人民幣 187,580 元	RMB187,580 人民幣 187,580 元
Risk free rate	無風險利率	1.9%	1.5%
Discount rate	折現率	14.0%	13.5%
Volatility	波幅	40.0%	35.0%

Risk free rate is based on the yield of Hong Kong government bond with similar maturity of the convertible and exchangeable bonds, plus country risk differential and converted into continuously compounded rate.

Volatility is calculated with reference to the Company's historical share price movement matching the period of the conversion option.

簡明綜合中期財務報表附註 (續)

截至2018年6月30日止6個月

26. 金融工具 (續)**(b) 公允價值計量** (續)

- (ii)
- 按公允價值計量之金融工具*
-
- (續)

*有關第三層公允價值計量之
資料*

可換股及可交換債券之按公允價值於損益處理之金融負債(即衍生工具)公允價值乃採用二項式估值模式釐定，而於報告期末輸入該模式之輸入數據如下：

無風險利率基準為與可換股及可交換債券到期日相若之香港政府債券收益率，加國家風險差額及兌換為持續複合利率。

波幅乃經參考兌換期權期間本公司過往股價變動計算。

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

For the six months ended 30 June 2018

26. FINANCIAL INSTRUMENTS (Continued)**(b) Fair value measurement** (Continued)*(ii) Financial instruments measured at fair value
(Continued)*

The gain on fair value change of the embedded derivatives of the Bonds for the six months ended 30 June 2018 of HK\$37,199,000 (six months ended 30 June 2017: HK\$21,573,000) was recognised as "gain on fair value change on financial liability at fair value through profit or loss" in the consolidated income statement.

The binomial model required the input of highly subjective assumptions, including the volatility of share price and accordingly, the changes in subjective input assumptions can materially affect the fair value estimates.

Increasing volatility by 1% would increase the fair value of embedded derivatives in convertible and exchangeable bonds by approximately HK\$3,557,000 (31 December 2017: HK\$4,804,000). Decreasing volatility by 1% would decrease the fair value of embedded derivatives in convertible and exchangeable bonds by approximately HK\$2,371,000 (31 December 2017: HK\$3,603,000).

Increasing discount rate by 0.5% would decrease the fair value of embedded derivatives in convertible and exchangeable bonds by approximately HK\$14,226,000 (31 December 2017: HK\$21,619,000). Decreasing discount rate by 0.5% would increase the fair value of embedded derivatives in convertible and exchangeable bonds by approximately HK\$20,154,000 (31 December 2017: HK\$31,227,000).

There were no changes in valuation techniques during the period.

簡明綜合中期財務報表附註 (續)

截至2018年6月30日止6個月

26. 金融工具 (續)**(b) 公允價值計量** (續)*(ii) 按公允價值計量之金融工具
(續)*

截至2018年6月30日止6個月，債券之嵌入式衍生工具公允價值變動收益37,199,000港元(截至2017年6月30日止6個月：21,573,000港元)於綜合收益表確認為「按公允價值於損益賬處理之金融負債之公允價值變動收益」。

二項式模型需要作出高度主觀之假設，包括股價波幅，主觀輸入資料之假設變動可嚴重影響公允價值估計。

波幅增加1%可令可換股及可交換債券之嵌入式衍生工具公允價值增加約3,557,000港元(2017年12月31日：4,804,000港元)。波幅減少1%可令可換股及可交換債券之嵌入式衍生工具公允價值減少約2,371,000港元(2017年12月31日：3,603,000港元)。

貼現率增加0.5%可令可換股及可交換債券之嵌入式衍生工具公允價值減少約14,226,000港元(2017年12月31日：21,619,000港元)。貼現率減少0.5%可令可換股及可交換債券之嵌入式衍生工具公允價值增加約20,154,000港元(2017年12月31日：31,227,000港元)。

期內估值技術並無任何變動。



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

For the six months ended 30 June 2018

26. FINANCIAL INSTRUMENTS (Continued)**(b) Fair value measurement** (Continued)(ii) *Financial instruments measured at fair value*
(Continued)

The financial assets and liabilities measured at fair value in the statement of financial position are grouped into the fair value hierarchy as follows:

簡明綜合中期財務報表附註 (續)

截至2018年6月30日止6個月

26. 金融工具 (續)**(b) 公允價值計量** (續)(ii) 按公允價值計量之金融工具
(續)

於財務狀況報表內按公允價值計量之金融資產及負債乃劃分為以下之公允價值架構：

		Level 1 第1層 HK\$'000 千港元	Level 2 第2層 HK\$'000 千港元	Level 3 第3層 HK\$'000 千港元	Total 總計 HK\$'000 千港元
As at 30 June 2018 (unaudited)	於2018年6月30日 (未經審核)				
Assets	資產				
Financial assets at fair value	按公允價值之金融資產				
— Unlisted equity investments	— 非上市股本投資	—	145,771	6,046	151,817
— Listed equity investments	— 上市股本投資	98,137	—	—	98,137
— Derivatives	— 衍生工具	—	174	—	174
— Unlisted debt investments	— 非上市債務投資	—	324	—	324
Total fair value	公允價值總額	98,137	146,269	6,046	250,452
Liabilities	負債				
Financial liabilities at fair value	按公允價值之金融負債				
— Derivatives	— 衍生工具	—	7,793	49,709	57,502
Total fair value	公允價值總額	—	7,793	49,709	57,502
As at 31 December 2017 (audited)	於2017年12月31日 (經審核)				
Assets	資產				
Financial assets at fair value	按公允價值之金融資產				
— Listed equity investments	— 上市股本投資	199,474	—	—	199,474
— Club debenture	— 會所債券	—	324	—	324
Total fair value	公允價值總額	199,474	324	—	199,798
Liabilities	負債				
Financial liability at fair value	按公允價值計量之 金融負債				
— Embedded derivatives	— 嵌入式衍生工具	—	—	86,908	86,908
Total fair value	公允價值總額	—	—	86,908	86,908

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

For the six months ended 30 June 2018

26. FINANCIAL INSTRUMENTS (Continued)**(b) Fair value measurement** (Continued)*(ii) Financial instruments measured at fair value
(Continued)*

During the six months ended 30 June 2018, there have been no significant transfers between level 1, 2 and 3 in the reporting period (six months ended 30 June 2017: Nil). The methods and valuation techniques used for the purpose of measuring fair value are unchanged compared to the previous reporting period.

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

Financial assets at fair value through
other comprehensive income
— Unlisted equity investments
At 1 January (audited)
Reclassified from available-for-sale
financial assets upon adoption of HKFRS 9

按公允價值於其他全面
收益處理之金融資產
— 非上市股本投資
於1月1日(經審核)
於採納香港財務報告準則
第9號時由可供出售
金融資產重新分類

At 1 January (restated)
Addition

於1月1日(經重述)
新增

At 30 June 2018 (unaudited)/
31 December 2017 (audited)

於2018年6月30日(未經審核)/
2017年12月31日(經審核)

Financial liabilities at fair value through
profit or loss
— Embedded derivatives
At 1 January
Change in fair value of embedded
derivatives

按公允價值於損益賬處理之
金融負債
— 嵌入式衍生工具
於1月1日
嵌入式衍生工具之
公允價值變動

At 30 June 2018 (unaudited)/
31 December 2017 (audited)

於2018年6月30日(未經審核)/
2017年12月31日(經審核)

簡明綜合中期財務報表附註 (續)

截至2018年6月30日止6個月

26. 金融工具 (續)**(b) 公允價值計量** (續)*(ii) 按公允價值計量之金融工具
(續)*

截至2018年6月30日止六個月，第1層、第2層及第3層之間並無重大轉撥(截至2017年6月30日止六個月：無)。用於計量公允價值之方法及估值技術與過往報告期間相比並無改變。

按重大不可觀察輸入數據(第三層)計算之按公允價值列賬之金融工具之對賬載列如下：

		(Unaudited) (未經審核) 30 June 2018 2018年 6月30日 HK\$'000 千港元	(Audited) (經審核) 31 December 2017 2017年 12月31日 HK\$'000 千港元
		-	-
		4,357	-
		4,357	-
		1,689	-
		6,046	-
		86,908	113,717
		(37,199)	(26,809)
		49,709	86,908



NOTES TO CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS (Continued)

For the six months ended 30 June 2018

27. EVENT AFTER REPORTING DATE

On 9 July 2018, a wholly-owned subsidiary of the Company completed the acquisition of 浙江視博影業有限公司 (“Shibo”), through the acquisition of the total issued share capital of Shibo. Up to the date of this report, the initial accounting for the business combination is incomplete and the assessment of the fair value of Shibo’s assets and liabilities is still in progress.

28. COMPARATIVE FIGURES

Comparative amount of cinema advertising income of approximately HK\$90,542,000 has been reclassified from “Other operating income” to “Revenue” in the condensed consolidated income statement for the six months ended 30 June 2017, to conform with the presentation in the current period’s condensed consolidated income statement.

Comparative amount of impairment loss on trade receivables of approximately HK\$96,000 has been reclassified from “Other operating expense” to “Impairment loss on trade receivables” in the condensed consolidated income statement for the six months ended 30 June 2017, to conform with the presentation in the current period’s condensed consolidated income statement.

簡明綜合中期財務報表附註(續)

截至2018年6月30日止6個月

27. 報告期後事項

於2018年7月9日，本公司全資附屬公司完成透過收購浙江視博影業有限公司(「視博」)已發行股本總額以收購視博。於本報告日期，尚未就業務合併完成初始會計處理，且視博資產及負債之公允價值評估仍在進行。

28. 比較數字

截至2017年6月30日止6個月簡明綜合收益表內，影院廣告收入比較金額約90,542,000港元已由「其他經營收入」重新分類至「收益」，以符合本期間簡明綜合收益表之呈列方式。

截至2017年6月30日止6個月簡明綜合收益表內，應收貿易款項減值虧損比較金額約96,000港元已由「其他經營開支」重新分類為「應收貿易款項減值虧損」，以符合本期間簡明綜合收益表之呈列方式。

MANAGEMENT DISCUSSION AND ANALYSIS

The Group continued to operate in the areas of culture and media services, property development and enterprise cloud services, through Dadi Media (HK) Limited and its subsidiaries, Dadi Cinema Investment Limited and its subsidiaries and Oristar Technology (HK) Limited and its subsidiaries (collectively referred to as "Dadi Media"), Nan Hai Development Limited and its subsidiaries (collectively referred to as "Nan Hai Development") and Sino-i Technology Limited (stock code: 250) and its subsidiaries (collectively referred to as "Sino-i"), and the businesses have developed steadily. In the meantime, the Group has also commenced new businesses stably through Dadi News Media (HK) Limited together with its subsidiaries (collectively referred to as "Internet Lifestyle Platform") and Dadi Innovation (HK) Limited together with its subsidiaries (collectively referred to as "Dadi Innovation").

The Group issued US\$120,000,000 guaranteed senior notes at a coupon rate of 9.75% in May 2018, which was due 2019 and successfully listed on the Hong Kong Stock Exchange. The successful issuance of the notes further expanded the Group's financing sources, optimized the Group's debt structure and further enhanced the Group's ability in respect of capital operation in capital market, thereby supporting the Group's growth in the future.

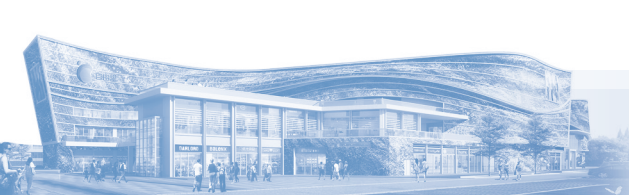
During the reporting period, revenue of the Group was approximately HK\$8,635.7 million (for the six months ended 30 June 2017: HK\$8,184.5 million), representing an increase of approximately HK\$451.2 million as compared to the corresponding period of last year. Profit before income tax was approximately HK\$2,450.5 million (for the six months ended 30 June 2017: HK\$2,632.5 million). After deducting income tax expense of HK\$1,452.8 million (for the six months ended 30 June 2017: HK\$1,423.3 million), profit for the period was approximately HK\$997.6 million (for the six months ended 30 June 2017: HK\$1,209.2 million). The net assets attributable to the owners of the Company were approximately HK\$6,562.5 million (31 December 2017: HK\$6,143.2 million), representing a net asset value of approximately HK\$0.096 (31 December 2017: HK\$0.089) per share.

管理層討論與分析

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

本集團於2018年5月發行了一筆於2019年到期、票面利率為9.75%的120,000,000美元擔保優先票據,並於香港聯交所成功上市。此次票據的成功發行將進一步拓展本集團融資渠道,優化本集團債務結構,並提升本集團在資本市場的資本運作能力,從而支持本集團未來增長。

報告期內,本集團之收益同比增長約451.2百萬港元至8,635.7百萬港元(截至2017年6月30日止6個月: 8,184.5百萬港元),除所得稅前溢利約為2,450.5百萬港元(截至2017年6月30日止6個月: 2,632.5百萬港元),扣除所得稅開支1,452.8百萬港元(截至2017年6月30日止6個月: 1,423.3百萬港元)後,期內溢利約997.6百萬港元(截至2017年6月30日止6個月: 1,209.2百萬港元)。本公司擁有人應佔資產淨值約6,562.5百萬港元(2017年12月31日: 6,143.2百萬港元),相當於每股價值約0.096港元(2017年12月31日: 0.089港元)。



MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

CULTURE AND MEDIA SERVICES

Business Review

During the reporting period, revenue of the culture and media services segment was approximately HK\$2,691.6 million (for the six months ended 30 June 2017: HK\$1,753.9 million). Profit before income tax was approximately HK\$2.8 million (for the six months ended 30 June 2017: HK\$28.5 million).

Cinema Operation

During the reporting period, the national box office in China amounted to RMB29.969 billion (excluding service charges), representing a year-on-year increase of 17.46%. The admission of audiences was approximately 900 million, representing a year-on-year increase of 15.34%. There are 8 films with box office more than RMB1 billion, including 5 domestic films, and 38 films with box office over RMB100 million. During the reporting period, the cinema business of the Group achieved a box office revenue (tax included) of RMB1,745 million (excluding service charges), representing an increase of approximately 40.94% as compared to corresponding period in 2017 (excluding box office (tax included) of City Entertainment Corporation Limited ("City Entertainment") for the corresponding period as the acquisition was completed on 28 July 2017). The main reason for the increase was the inclusion of box office (tax included) income of City Entertainment in the first half of 2018 and the box office growth brought about by the improvement of cinema operating efficiency, contributing to approximately 5.82% of the national box office receipts. That consolidates its status of ranking second among cinema investment and management companies throughout China. Its admission of audiences of 53.13 million marked another record high. As at 30 June 2018, the cinema business of the Company had an aggregate of 476 cinemas with 2,863 screens operating in 29 provinces and 179 cities in China. In addition, there are approximately 320 cinemas contracted to be opened but not yet to be in operation. During the reporting period, the Group continued to optimize the income structure and management model of City Entertainment, further improve its strategic layout and adjust its organizational structure.

管理層討論與分析 (續)

文化與傳播服務

業務回顧

報告期內，文化與傳播服務業務板塊之收益約為2,691.6百萬港元(截至2017年6月30日止6個月：1,753.9百萬港元)，除所得稅前溢利約為2.8百萬港元(截至2017年6月30日止6個月：28.5百萬港元)。

影院終端

報告期內，中國電影票房為299.69億元人民幣(不含服務費)，同比增長17.46%；觀影人次約為9億，同比增長15.34%；票房過10億元人民幣影片8部，其中國產影片5部，票房過億影片38部。報告期內，本集團影院業務含稅票房收入達到17.45億元人民幣(不含服務費)，同比2017年同期票房(未包含橙天嘉禾影城有限公司「橙天嘉禾」同期含稅票房，收購橙天嘉禾於2017年7月28日完成交割)增長約40.94%，增長原因主要為本期計入了橙天嘉禾2018年上半年的含稅票房收入，以及影院經營效率提升帶來的票房增長。含稅票房市場份額全國佔比約為5.82%，繼續鞏固全國影院投資管理公司第二名的市場地位；觀影人次達到5,313萬，再創歷史新高。截至2018年6月30日，本公司影院業務已在全國擁有影院476家，銀幕2,863塊，覆蓋全國29個省，179個城市，除此之外，已簽約未開業影院數量約320家。報告期內，本集團對橙天嘉禾收入結構、管理模式進行持續優化，進一步完善其戰略佈局，調整組織架構。

MANAGEMENT DISCUSSION AND ANALYSIS *(Continued)*

CULTURE AND MEDIA SERVICES *(Continued)*

Business Review *(Continued)*

Cinema Operation *(Continued)*

Riding on the scale of cinema operation, the Company focused on the long-term development of the industry with further deepening and implementation of forward looking "Film +" strategy, which is applied in diversified scene model, set up a number of business segments such as innovative catering, leisure and entertainment, live performances, etc. to form a cohesive professional operation team, creating an ecosystem of cinema experience integrated with diversified operation. In respect of the performance, the Group officially launched "Music Me Live (音樂me現場)", which combined live music with cinemas, allowing interaction between offline performance and online fans and bringing diversified entertainment experience to the audience. At the same time, the Group has also stepped up its efforts in innovation and investment in high-margin businesses, such as film related products, self-catering and multi-brand cross-industry alliance, so as to optimize income structure and increase operating profit. Through these initiatives, the quality resources of all parties have been further integrated and the membership system has been constantly developed.

On this basis, the Company continued to boost its efforts in market expansion based on its optimistic judgment on the development of film market in China in future. Its high-end cinema brands of iFree Cineplex and City Entertainment continued to strengthen the expansion in first and second-tier cities, while further widening the market layout in third, fourth and fifth-tier cities.

In addition, the Group has also expanded its advertising business to other figurative offline entertainment scenes through the cinema-driven marketing model, enhancing brand influence and economic benefits and further accumulating advertising users. As for advertising business development, the Company has further strengthened the professional advertising sales team building, provided professional cinema entertainment integrated marketing solutions for three types of core customers such as national customers, regional customers and business district customers, comprehensively developed the advertising customer market and promoted the improvement of advertising business performance. As for cinema advertising products, the Company continued to innovate and upgrade on the levels of interconnection, interaction, experience and content, setting a benchmark for advertising products in the cinema industry.

管理層討論與分析 *(續)*

文化與傳播服務 *(續)*

業務回顧 *(續)*

影院終端 *(續)*

依託於影院終端的規模化優勢，本公司著眼於行業長期性發展，前瞻佈局的「電影+」戰略得到了進一步深化和落實，並且應用於多元化的場景模式，成立創意餐飲、休閒娛樂、現場演出等多個業務事業部，凝聚專業營運團隊打造多業態經營的體驗式影院生態圈。演出方面正式啟動「音樂me現場」，現場音樂與影院相結合，打通線下演出內容和線上粉絲互動模式，為觀眾帶來多元化的娛樂休閒體驗。同時也加大電影衍生品、自營餐飲、多品牌異業聯盟等高毛利業務的創新與投入，進一步優化收入結構、提升營業利潤。通過這些舉措，各方優質資源進一步整合，會員體系也不斷發展。

在此基礎上，本公司基於對中國電影市場未來發展的樂觀判斷，持續加大市場擴張的力度。旗下高端影院品牌自由人影城與橙天嘉禾繼續強化了在一二線城市的拓展，同時進一步擴大了三四五線城市的市場佈局。

此外，本集團還通過影院場景驅動營銷的模式，將廣告業務拓展至其他具象化的線下娛樂場景，提升品牌影響力和經濟效益，進一步積累了廣告用戶。在廣告業務拓展方面，本公司進一步加強了專業的廣告銷售團隊的建設，為全國性客戶、區域性客戶以及商圈性客戶等三類核心客戶群提供專業的影院娛樂整合營銷方案，更廣泛的開拓廣告客戶市場，促進了廣告經營業績的提升；在影院廣告產品方面，本公司不斷在互聯、互動、體驗、內容幾個層面做創新和迭代，樹立了影院行業廣告產品的標桿。



MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

CULTURE AND MEDIA SERVICES (Continued)

Business Review (Continued)

Dadi Film

Since 2017, the film market in China has returned to a rational level and become mature. In 2018, it entered the era of driving box office by content. With the steady growth of box office of Chinese movies, the film industry in China underwent a gradual and in-depth structural optimization, presenting an overall development trend of “big market, positive energy, new layout”.

To go with the trend, Dadi Media (HK) Limited and its subsidiaries (collectively referred to as “Dadi Film”) under Dadi Media continued to develop content, launch series of products as main producer based on adequate market research and data analysis and purposefully introduce quality films with Chinese elements and international production standards.

During the reporting period, in combination with its own team characteristics and riding on the synergies with the Group’s other segments in different industries, the Company’s film content team actively explored and focused on suitable film categories for its own development and put in a great deal of efforts in this respect, so as to explore core competitiveness and produce quality content. The team secured content reserves and development for relevant film categories through self-development, copyright procurement, cooperation with external established creative teams, etc. At the same time, Dadi Film participated in the investment of a number of movies with good reputation and high box office. During the reporting period, the distribution team was involved in the distribution and promotion of three movies in the capacity of main distributor, as well as the distribution and promotion of a film in the capacity of co-distributor.

管理層討論與分析 (續)

文化與傳播服務 (續)

業務回顧 (續)

大地電影

2017年以來，中國電影市場開始回歸理性，走向成熟。2018年更是全面進入了內容驅動票房的時代。隨著內地電影票房的穩定增長，中國電影產業正在進行著一場逐步深入的結構性優化。總體呈現出「大市場、正能量、新格局」的發展態勢。

為順應這個態勢，大地傳播旗下大地傳播(香港)有限公司及其附屬公司(統稱「大地電影」)繼續深耕於內容，在充分的市場調研及數據分析基礎上，推出主控出品產品系列，同時重點佈局具有中國元素、國際製作水準、品質優良的電影作品。

報告期內，本公司電影內容團隊結合自身團隊特點及與本集團其他板塊行業協同效應，正積極探索適合自身發展的電影品類，並聚焦於此、深耕細作，挖掘核心競爭力，打造精品內容。團隊通過以自主研發、版權採購以及與外部成熟創作團隊合作等方式進行相關品類的內容儲備與開發。同時，大地電影參與投資了多部高口碑高票房電影。報告期內，發行團隊完成了三部影片的主控發行及推廣，以及一部影片的聯合發行及推廣。

MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

CULTURE AND MEDIA SERVICES (Continued)

Business Review (Continued)

Dadi Film (Continued)

As for animation content business, the Company focused on IP (a type of intellectual property which mainly refers to the copyright of literary and artistic works) reserves, operation and licensing regarding quality content in such areas as comics, 2D animation and teen animation under the brand of "Magical Kingdom Anime". As for IP content, the team built up its knowledge by way of self-development, commissioned development, copyright procurement, etc. During the reporting period, the team has cooperated with outstanding content production partners, such as SAMG Animation (a company in South Korea) and Genco (a company in Japan), and invested in a number of TV series and films, thus providing high quality work for the operation of IP content library. As for the IP content operation, according to the differences in the audience of the content, the channels are classified to pursue operational efficiency and value maximization. During the reporting period, the team exclusively distributed new animation series of "Magical Girl Ore (魔法少女 俺)" and "Rokuhodo (鹿楓堂)" on Bilibili, a website that gathers animation fans, as a new attempt to refine the operation of animation content. Besides, the self-developed comic mobile APP — Man Ying Comics (漫影漫畫) was officially launched, which established a platform for refined operation of comic content.

Oristar

After a decade of meticulous efforts, products of Oristar Technology (HK) Limited and its subsidiaries (collectively referred to as "Oristar") are well recognised by the market. During the reporting period, Oristar participated in facility construction for approximately 8,500 halls, and entered into technology service contracts with over 1,400 cinemas, covering 30 provinces, autonomous regions and municipalities across China.

During the reporting period, Oristar launched the platform of "Huiyingyun" (慧影雲) with the big data of cinema users as the core, providing cinemas with comprehensive product development matrix in three major scenarios of marketing, operation and security, and setting up scene marketing channels and data platform to provide comprehensive services.

管理層討論與分析 (續)

文化與傳播服務 (續)

業務回顧 (續)

大地電影 (續)

動漫內容產業方面，本公司以「驚奇大地」為業務品牌，專注於漫畫、二次元動畫、少兒動畫領域優質IP（一種知識產權，主要特指文學藝術作品的版權等）內容儲備、運營及授權。在IP內容方面，團隊通過自主研發、委託開發及版權採購等方式積累。報告期內，團隊已與韓國株式會社SAMG Animation及日本株式會社Genco等優秀內容製作夥伴合作，投資參與了多部劇集及影片，為IP內容庫的營運提供了高質量作品；在IP內容運營方面，針對各內容的受眾群體差異，對渠道進行分類以追求營運效率化、價值最大化。報告期內團隊在二次元受眾集聚的Bilibili網站獨家發行新番《魔法少女 俺》、《鹿楓堂》。以此作為動漫內容精細化運營的新嘗試。自有漫畫手機應用——漫影漫畫也已正式上線，創建了漫畫內容的精細化運營平台。

辰星科技

經過十年的深耕細作，辰星科技(香港)有限公司及其附屬公司(統稱「辰星科技」)的產品取得了良好的市場反響。報告期內，辰星科技累計建設覆蓋影廳近8,500個，技術服務簽約影院達1,400餘家，範圍涵蓋全國30個省、自治區和直轄市。

報告期內，辰星科技在業務上推出了「慧影雲」平台，以影院用戶大數據為核心，為影院提供營銷、運營、保障三大場景佈局影院全方位發展產品矩陣，並為影院建設、經營管理搭建場景營銷通路及數據化平台，提供全方位服務。



MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

CULTURE AND MEDIA SERVICES (Continued)

Business Review (Continued)

Oristar (Continued)

Oristar continued to endeavor in laser screening business and launched the first domestic self-developed 6P RGB laser projection system (6P RGB 激光放映系統). The fast-growing cinema industry in China has commanded higher requirements in terms of screening quality and technical services. To respond to the development trend of the industry, Oristar has proposed “high-quality screening service” — integrated solution for cinemas with laser screening, and continued to provide one-stop integrated solutions and services for cinemas.

Prospects

In the first half of 2018, the national gross box office amounted to RMB29.969 billion (excluding service charges), representing a year-on-year increase of 17.46%. The records in film industry keep refreshing. The box office of domestic films amounted to RMB17.930 billion, representing a year-on-year increase of 81.9%, accounting for 59.82% of the total box office, which dominates the market. Thanks to the enhancement of the quality of domestic films and the increase in the number of screens, the box office of films keep rising and become a key driver of the steady growth of the global film market. The Group will capitalize on two key drivers of urbanization development and consumption upgrading by taking users as the core, adopting multi-brand expansion strategies and standardized business model, using international hi-end screening equipment, intensifying the knock-on effects of the brand and continuously increasing brand awareness and market share.

As for the cinema operation business, the Group will continue to deepen the “Film +” strategy, devote more resources to diversified fields, such as live performances, leisure and recreation, derivatives and catering, so as to create a diversified scene model for the cinema, improve profitability and economic efficiency. Meanwhile, the Group will make use of the OMO (online and offline integration) transformation to pave the way for online and offline operations of cinemas, promote member interests, enhance member loyalty, carry out precise marketing with big data and self-developed ticketing platform, and establish the experience-oriented cinema ecosystem under cross-industry operation with core of “film culture group”.

管理層討論與分析 (續)

文化與傳播服務 (續)

業務回顧 (續)

辰星科技 (續)

辰星科技繼續深耕於激光放映業務，率先推出國內首個自主研发的6P RGB 激光放映系統。高速發展中的中國影院行業對放映質量以及技術服務提出了更高的要求，順應此行業發展趨勢，辰星科技提出了涵蓋以激光放映模式為亮點的「高質量放映服務」的影院整體解決方案，持續為影院提供一站式的整體解決方案和服務。

展望

2018年上半年中國電影票房為299.69億元人民幣(不含服務費)，同比增長17.46%，電影市場數據不斷刷新紀錄，國產影片票房為179.30億元人民幣，同比增長81.9%，占總票房份額的59.82%，佔據市場主體地位。得益於中國電影質量的提升和銀幕的增長，電影票房將持續攀升，成為全球電影市場穩定增長的重要力量。本集團將抓緊城鎮化發展和消費升級雙引擎，以用戶為核心，使用多品牌拓展的策略，標準化的經營模式，採用國際頂級放映設備，擴大品牌連鎖效應，不斷提高品牌影響力及市場份額。

在影院終端業務上，本集團將繼續深化「電影+」戰略，在現場演出、休閒娛樂、衍生品、餐飲等方面投入更多資源，將影院營造為多元化場景模式，提升盈利能力和經濟效益。同時，本集團利用OMO(線上線下融合)轉型，驅動影院經營打通線上線下通路，增加會員權益，增強會員粘性，利用大數據和自有售票平台實現精準營銷，形成以「電影文化族群」為核心的多業態經營的體驗式影院生態圈。

MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

CULTURE AND MEDIA SERVICES (Continued)

Prospects (Continued)

Thanks to the increases in the number of cinema advertising products, the level of digitalization, the recognition of the market towards cinema media and the number of cinemas that can screen advertisements, the Group will have stronger scale economies effect and competitive advantages in the cinema advertising market, which will have a positive impact on the brand awareness and operating results of the Company's advertising business.

As for the content, in the second half of 2018, Dadi Film will continue to develop strategic partnership with high-quality creative teams in the industry with strict budget control and risk control in mind, and make use of quality resources to enrich the existing film lists. At the same time, the Group will conduct in-depth market research and marketing strategy research, and direct the Company's content development and investment strategy based on the market analysis, audience analysis, marketing strategy analysis, etc., so as to launch market-competitive film products efficiently.

As for the animation content, the team plans to cooperate with well-established animation companies and comic studios in China and overseas countries to jointly develop various projects, including animation series of "Katana Maidens ~ Toji No Miko (刀使巫女)", "Dies irae", "Miniforce X (迷你特工隊)" and comics of "Celestial Track of Peng Lai (蓬萊仙師)", and continue to explore and refine the operation model in accordance with the characteristics of the respective IP content. In the future, the Group will strengthen the connection between comics and animation films and series, strive carry out IP content operation and licensing on all-round, multi-angle and international basis and fully control and explore the intrinsic value of IP.

As for the cinema screening service, regarding the fast-growing cinema industry in China, Oristar will actively promote the popularization of the "Huiyingyun" platform, so as to enhance the core competitiveness of the cinemas and improve its operational efficiency and profitability. The Company upholds its faith in "high quality screening service" to provide quality one-stop products and services for cinemas.

管理層討論與分析 (續)

文化與傳播服務 (續)

展望 (續)

隨著影院廣告產品的不斷豐富、數字化程度日益增強，客戶市場對影院媒體認可度逐步提升，以及可投放影院數量的規模不斷擴大，本集團在影院廣告市場中也會具有越來越強的規模效應及競爭優勢，這都會對本公司廣告業務的品牌影響力和經營業績產生積極推動作用。

在內容端方面，2018年下半年，大地電影將在嚴格預算把控及風險控制的基礎上，繼續開拓與業內優質主創團隊的戰略合作關係，並利用優質資源完善現有片單項目。同時深入開展市場調研與營銷策略研究，通過市場分析、觀眾分析、營銷策略分析等，指導本集團內容開發及投資策略，從而更高效地推出具有市場競爭力的電影產品。

在動漫內容方面，團隊計劃與國內外成熟的動畫公司、漫畫工作室展開合作，聯合開發動畫劇集《刀使巫女》、《Dies irae》、《迷你特工隊》、漫畫《蓬萊仙師》等多個項目，並針對各IP內容的特點繼續探索精細化運營模式。未來，本集團將加強漫畫與動畫電影、劇集的聯動，尋求對IP內容進行全方位，多角度，全球化的運營及授權，充分挖掘IP的內在價值。

在影院放映服務方面，針對目前仍在高速發展中的中國影院行業，辰星科技將大力推廣「慧影雲」平台的普及，助力提高影城的核心競爭力，提升經營效率和盈利能力；並以「高質量放映服務」為宗旨，為影院提供優質的一站式產品和服務。



MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

PROPERTY DEVELOPMENT

Business Review

During the reporting period, revenue of this business segment was approximately HK\$5,106.1 million (for the six months ended 30 June 2017: HK\$5,686.2 million) and profit before income tax was approximately HK\$3,291.1 million (for the six months ended 30 June 2017: HK\$3,075.7 million). Profit for the period was mainly attributable to the continuous recognition of the income of Phase 3 of “The Peninsula” during the reporting period.

“The Peninsula” Project in Shenzhen

“The Peninsula” project of Nan Hai Development adheres to provide quality products with exquisite decorations. The sale of Phase 3 of “The Peninsula” was launched on 9 April 2016 in Shekou, Shenzhen. As of 30 June 2018, accumulated sales amounted to RMB20.29 billion. Up to 79,000 sq.m. in Phase 4 of “The Peninsula” will be made available for pre-selling in the second half of 2018. The construction has progressed steadily with established outlook. The project also has commercial area of approximately 55,800 sq.m., which is held by the Group and will be commenced in 2019. It is expected to operate a number of businesses including smart hotel, intelligent business and sharing office.

“Free Man Garden” Project in Guangzhou

The “Free Man Garden” project of Nan Hai Development in Guangzhou is located at the junction of Baiyun District and Huadu District, which not only enjoys the comprehensive ancillary facilities in Baiyun District, but also the favorable factors brought by the airport economic area. There are a total of eight phases in “Free Man Garden”, of which Phase 1, Phase 2, Phase 4 and Phase 7 have been sold out before 2018. The remaining Phase 5, Phase 6 and Phase 8 will be saleable, while Phase 3 will be self-owned for commercial use. Phase 4 obtained the certificate of acceptance for the planning of construction project (規劃驗收合格證) in December 2017 and is expected to be delivered in September 2018. Phase 7 obtained the certificate of acceptance for the planning of construction project (規劃驗收合格證) in June 2018. Phase 5 and Phase 6 are under construction in full swing and have been capped at present with the saleable area of approximately 223,200 sq.m., which is expected to commence pre-selling at the end of 2018 or the beginning of 2019.

管理層討論與分析 (續)

房地產開發

業務回顧

報告期內，此業務部門之收益約5,106.1百萬港元，(截至2017年6月30日止6個月：5,686.2百萬港元)，除所得稅前溢利約3,291.1百萬港元(截至2017年6月30日止6個月：3,075.7百萬港元)，本期盈利的主要原因為「半島·城邦」三期在本報告期內持續確認收入。

深圳「半島·城邦」項目

南海發展旗下項目深圳「半島·城邦」，堅持以質量為核心，精益求精地打造高標準精裝修產品。「半島·城邦」三期，於2016年4月9日在深圳蛇口開盤銷售，截至2018年6月30日，累計銷售額達20.29億元人民幣。「半島·城邦」四期中7.90萬平方米住宅將於2018年下半年進行預售，目前工程進展順利，外立面已全部呈現；該項目另有約5.58萬平方米商業部分將由本集團自持並在2019年開業，預計將運營智能酒店、智能商業、共享辦公等多個業態。

廣州「自由人花園」項目

南海發展旗下項目廣州「自由人花園」處於白雲區和花都區的交界，不僅享有白雲區的成熟配套，而且可以享受空港經濟區帶來的區域利好。廣州「自由人花園」總計八期，其中一期、二期、四期和七期均在2018年前售罄，剩餘五、六期和八期為可售部分，三期為商業自持部分。四期於2017年12月取得規劃驗收合格證，預計2018年9月交付使用。七期於2018年6月取得規劃驗收合格證。五、六期工程正積極推進，目前已全部封頂，可售面積約22.32萬平方米，預計在2018年底或2019年年初對外預售。

MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

PROPERTY DEVELOPMENT (Continued)

Prospects

There were challenges in the real estate industry in 2018. Domestic regulation continued to increase, limiting purchase, loan and price; limited funding sources and rising capital costs have also led to cautious expansion of property developers. Nan Hai Development will actively recoup sales proceeds from pre-selling activities, while developing premium projects in various forms in China to achieve stable and sustainable development of the real estate business.

The Group is committed to green building and environmental-friendly technology, focusing on stereoscopic greening, key technology research and development as well as commercial transformation in the field of ecological construction. Its subsidiary 深圳市翠築科技綠化工程有限公司 (Shenzhen Cui Lu Technology Engineering Company Limited*) will soon launch the first vertical greening system with international technology level in the country, solving a lot of technical problems in stereoscopic greening and will be presented for the first time in the "Free Man Garden" project in Guangzhou in the second half of 2018.

ENTERPRISE CLOUD SERVICES

Business Review

By virtue of the comprehensive cloud computing infrastructure services, e-commerce and total "Internet+" solutions offered for corporate clients in China, this segment spent unremitting efforts on the development of digitalization and smart operation. Leveraging on its unremitting efforts, this segment has successfully established an outstanding national business and localized service network in the industry, so as to effectively address "the last kilometer" problems from service providers to corporate clients. In the meantime, in respect of product development, after prolonged exploration and promotion, this segment successfully launched a series of leading cloud services corporate digitalization and transformation in the industry. 中企動力科技股份有限公司 (CE Dongli Technology Company Limited, "CE Dongli")'s portal business and 北京新網數碼信息技術有限公司 (Beijing Xinnet Cyber Information Company Limited, "Xinnet")'s cloud computing services have also commenced stably, which played a significant role in promoting the growth of the number of users.

* For identification purpose only

管理層討論與分析 (續)

房地產開發 (續)

展望

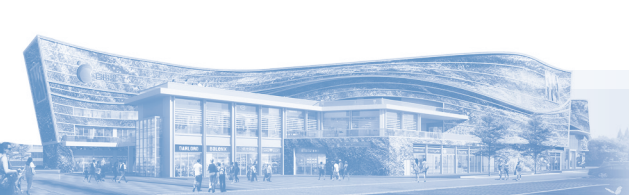
2018年，對房地產行業來說頗不平靜。國內調控持續加碼、限購限貸限價；資金來源受限，資金成本上升，亦使房地產企業謹慎擴張。南海發展將積極回籠預售資金，同時在國內以多種形式開拓優質項目，實現房地產業務的穩定可持續發展。

本集團立志於綠色建築，科技環保，著重於立體綠化、生態建築領域的關鍵性技術研發及商業轉化，旗下深圳市翠築科技綠化工程有限公司即將在國內率先推出具有國際技術水平的垂直綠化系統，亦解決了立體綠化中的諸多技術難題，並將於2018年下半年在廣州「自由人花園」項目中初次呈現。

企業雲服務

業務回顧

本業務部門在向中國的企業客戶提供全方位的雲計算基礎設施服務、電子商務和「互聯網+」整體解決方案的基礎上，持續推進其數字化智能經營進程。通過長期不懈的努力，已經成功建立了業內首屈一指的全國性的商務和本地化服務網絡，有效解決了服務商到企業客戶的「最後一公里」的問題。同時，在產品發展上，本業務部門也進行了長期的探索和推進，並成功推出了一系列業內領先的賦能企業數字化轉型的雲服務，其中中企動力科技股份有限公司（「中企動力」）的門戶業務和北京新網數碼信息技術有限公司（「新網」）的雲計算服務穩定開展，對於用戶量的增長起到了明顯的推動作用。



MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

ENTERPRISE CLOUD SERVICES (Continued)

Business Review (Continued)

During the reporting period, with key subsidiaries CE Dongli and Xinnet as its main business entities, more efforts were continuously made in the development of cloud services for corporate digitalization and smart operation by providing comprehensive IaaS (Infrastructure as a service), cloud application, corporate e-commerce services, "corporate digitalization transformation" total solutions and big data-based business intelligence cloud service to China market. During the reporting period, revenue of this segment was approximately HK\$503.9 million (for the six months ended 30 June 2017: HK\$372.5 million), representing an increase of approximately 35.3% over the corresponding period of last year. Loss before income tax was approximately HK\$68.8 million (for the six months ended 30 June 2017: HK\$32.6 million).

CE Dongli

With 19 years' experience of being a services provider for enterprises in China, CE Dongli has successfully established a corporate "Internet+" product operating system as well as an extensive business and localized service network, providing corporate digitalization and operation solutions. During the reporting period, CE Dongli continued to strengthen the management of its direct branch offices and further enhanced its localized service capacity through the establishment of customer care divisions in various branches across China. In particular, the enhancement in service capacity of the "the last kilometer", which is crucial to enterprises, would make such services closer to user needs. In addition to providing digitalization and operation solutions for SMEs, CE Dongli is also constantly exploring new market opportunities. During the reporting period, CE Dongli launched a high-end customized brand CE Ultimate (中企高呈), which is committed to providing high-end customers with a continuous "Internet +" digitalization and smart operation flagship service, shaping efficient Internet integrated marketing communications, with a view to creating brand-new business value. Since its inception, CE Ultimate has provided a full range of smart services of Internet information for more than a dozen Fortune Global 500 companies and approximately 100 Fortune 500 companies in China. In the meantime, in respect of research and development of new products and supported by the "middle structure of business (業務中台)", more emphasis was put on the needs of different industries and clients under different stages so as to provide customized products and industry solutions to meet the needs of enterprises or certain specific industries.

管理層討論與分析 (續)

企業雲服務 (續)

業務回顧 (續)

報告期內，本業務部門致力於企業數字化智能經營雲服務的發展，以旗下核心企業中企動力及新網為經營主體，面向中國市場提供全方位的IaaS(基礎設施即服務)、雲應用、企業電子商務服務、「企業數字化轉型」整體解決方案以及基於大數據的商業智能雲服務。報告期內，本業務部門之收益約為503.9百萬港元(截至2017年6月30日止6個月：372.5百萬港元)，同比增長約35.3%；除所得稅前虧損約為68.8百萬港元(截至2017年6月30日止6個月：32.6百萬港元)。

中企動力

中企動力基於為中國企業服務19年的經驗，為其搭建運營級的企業「互聯網+」產品體系，建立了龐大的商務和本地化服務網絡，為其提供企業數字化經營解決方案。報告期內，中企動力持續加強全國各地的直屬分支機構管理，並通過在全國各分支機構建立客戶管家部進一步提升其本地化的服務能力，尤其是對企業來說至為關鍵的「最後一公里」的服務能力，以期提供更貼近用戶的服務。除了為中小企業提供數字化經營解決方案外，中企動力也在不斷開拓新的市場機會。報告期內，中企動力推出高端定製品牌中企高呈，致力於為高端客戶提供持續的「互聯網+」數字化智能經營旗艦級服務，塑造高效的互聯網整合營銷傳播，以期創造全新商業價值。成立至今，中企高呈已為十多家世界500強企業和近百家中國500強企業提供互聯網信息全套智慧服務。與此同時，中企動力在新產品的研發方面，以業務中台為支撐，更加偏重對不同行業、不同階段客戶需求的考慮，力爭在企業經營或某些細分的行業領域中，為其提供可以滿足其需求的特定產品和行業解決方案。

MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

ENTERPRISE CLOUD SERVICES (Continued)

Business Review (Continued)

Xinnet

During the reporting period, Xinnet continued its cloud services such as IaaS, domain name hosting and synergistic communication for SMEs and micro-enterprises through internet online and distributor channels established across China. In 2017, after Xinnet officially launched "Arrow Cloud (箭頭雲)", its self-developed new generation cloud computing product, in respect of research and development, the Group continued to develop a cloud business platform and operation platform around Arrow Cloud products, effectively ensuring the strategic implementation of the new cloud computing business, and improving the operational efficiency while bringing better experience to customers. On this basis, Xinnet regards its own cloud products as its core and provides users with more extensive value-added products and a more comprehensive cloud service experience through the application and service market.

Prospects

The management of this segment considers that enterprises in China will continue to increase its investment in digitalization and transformation, and business intelligence services based on big data will be developed. Although it still takes time for market ramp-up and promotion, cloud services for corporate digitalization and smart operation and industrial solutions will enjoy enormous room for development. Going forward, this segment will continue to improve its ground services capability by regarding users as its core, relying on the industry and making full use of Internet, which allows it to quickly respond to the needs of enterprises and provide timely solutions to issues. Meanwhile, this segment will enhance its overall operational capability and online services capability. In respect of product application, with an in-depth understanding of the industry's business scenarios, the Group will quickly respond to the needs of business scenarios in different industries based on the cloud product model and the "middle structure of business (業務中台)". Furthermore, this segment will also increase its capital investment in data centre, cloud computing technology, automatic operation and maintenance technology as well as big data technology, and enhance its overall technical core competence to further develop and optimize its products and services for the enterprise's digital intelligent business scenario.

管理層討論與分析 (續)

企業雲服務 (續)

業務回顧 (續)

新網

報告期內，新網繼續通過網絡在線與遍佈全國的代理商渠道，面向全國中小微企業開展 IaaS、域名託管、協同通訊等雲服務。繼2017年推出自主開發的新一代雲計算產品「箭頭雲」後，本集團在研發方面，圍繞箭頭雲產品，繼續開發了雲業務平台及運營平台，有效的保障了新網雲計算業務的戰略落地，在為客戶帶來更好使用體驗的同時也提升了運營效率。在此基礎上，新網以自有雲產品為核心，通過應用與服務市場，為用戶提供更加豐富的增值產品以及更加全面的雲服務體驗。

展望

本業務部門管理層認為，中國企業會持續加大數字化轉型的投入，基於大數據的商業智能服務將會得到發展。雖然仍需一定的市場培育和推廣時間，但面向企業數字化智能經營的雲服務和行業解決方案會擁有廣闊的市場空間。未來，本業務部門將以用戶為核心，以行業為依託，充分利用互聯網手段，不斷提升自己的地面服務能力，對企業的需求、問題進行快速響應，及時解決，同時全面提升運營支撐能力和在線服務能力。在產品應用方面，在深度理解行業商業場景的基礎上，以雲產品模型、業務中台做支撐，快速響應不同行業的商業場景需求。此外，本業務部門會持續加大對數據中心、雲計算技術、自動化運維技術、大數據技術的資本投入，全面提升核心技術能力，進一步研發和優化面向企業數字化智能經營商業場景的產品和服務。



MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

INTERNET LIFESTYLE PLATFORM

Business Review

There are two business divisions under the Internet lifestyle platform, namely “HK01” and “Duowei Media”. During the reporting period, revenue of the Internet lifestyle platform was approximately HK\$20.9 million (for the six months ended 30 June 2017: HK\$5.3 million). Loss before income tax was approximately HK\$180.5 million (for the six months ended 30 June 2017: HK\$150.2 million).

Based in Hong Kong, “HK01” has more than 750 employees and is a pioneer of innovative media, aiming to create an Internet lifestyle platform for Hong Kong people. By hosting or participating in activities such as market, marathon, live concerts, etc., we will build a user link and launch a number of lifestyle platform services including payment, e-commerce, membership and social networking, etc. to build a better life in Hong Kong. During the reporting period, active users of webpages and mobile applications reached 900,000 at the peak, and active users of mobile applications increased by nearly 90% as compared with last year. In respect of views, webpages have doubled, while mobile applications have grown by 80%. With high-quality news reports, “HK01” has won many awards in the news media awards such as the the SOPA Award for Public Service Journalism.

“Duowei Media” adopts the dual-centre development strategy of news and operations to implement the concept of “data-driven operation, operation-driven content”. During the period, Duowei Media webpage views reached 120 million, representing a year-on-year increase of 60%, while users increased by about 20% as compared with last year. As of the end of June 2018, the number of members of “Duowei Media” has reached 58,000, representing an increase of more than 20% as compared with last year.

Prospects

In the future, we plan to integrate the businesses of “HK01” and “Duowei Media” with a view to enhancing synergies, actively develop innovative new products and fully explore user value.

管理層討論與分析 (續)

互聯網生活平台

業務回顧

互聯網生活平台下包括「香港01」和「多維傳媒」兩個分部。報告期內，互聯網生活平台之收益約20.9百萬港元(截至2017年6月30日止6個月：5.3百萬港元)，除所得稅前虧損約為180.5百萬港元(截至2017年6月30日止6個月：150.2百萬港元)。

「香港01」立足於香港，擁有員工超過750人，以倡議型媒體的先行者為出發點，旨在打造一個屬於香港人的互聯網生活平台。通過主辦或參與墟市、馬拉松、現場音樂會等活動，在建立用戶連結的同時，推出包括支付、電商、會員及社交等多項生活平台服務，致力於構建更美好的香港生活。報告期內，網頁及手機應用的活躍用戶在最高峰時達到90萬，其中手機應用的活躍用戶相比去年增長近90%；在瀏覽量方面，網頁實現翻倍增長，而手機應用實現80%的增長。憑藉優質的新聞報道，「香港01」在亞洲出版業協會公共服務新聞大獎(SOPA)等新聞傳媒獎項屢獲佳績。

「多維傳媒」採用新聞及運營雙中心發展戰略，落實「以數據驅動運營，以運營驅動內容」的理念。報告期內，多維傳媒的網頁瀏覽量高達1.2億，同比去年成長增長60%，而使用者相比去年增長約20%。截至2018年6月底，「多維傳媒」的會員人數已達5.8萬，同比去年增幅超過20%。

展望

未來，我們計劃整合「香港01」和「多維傳媒」的業務，增強協同效應，積極拓展有創意的新產品，充分挖掘用戶價值。

MANAGEMENT DISCUSSION AND ANALYSIS *(Continued)*

INNOVATIVE BUSINESS

Business Review

During the reporting period, revenue of innovative business was approximately HK\$288.5 million (for the six months ended 30 June 2017: HK\$341.4 million) and loss before income tax was approximately HK\$363.5 million (for the six months ended 30 June 2017: HK\$192.2 million), of which one-off loss due to closure and provision for impairment was totaling HK\$95.3 million.

During the reporting period, Crabtree & Evelyn will continue to deepen its reforms, and a number of measures in sales strategy, product planning and new product development, investment in informatization, optimization of supply chain, etc. are steadily advancing.

In respect of sales strategies, Crabtree & Evelyn has secured its profitability through stable pricing policies and discount control measures. Retail gross margin has begun to increase steadily in certain countries. New product research and development progressed smoothly, and product safety and stability testing was carried out in an orderly manner. It is expected that in the 2019, there will be three series of 58 new products to meet the diverse needs of customers. Thanks to the continuous deepening of investment in informatization and optimization of supply chain, the central distribution centre of Crabtree & Evelyn in the Asia Pacific region has been put into use during the reporting period, bringing superior product distribution capabilities to the Asian market, and improving the flexibility of delivery to our distributors and subsidiaries.

Crabtree & Evelyn is committed to developing internet sales platform and third-party online shopping malls. As of 30 June 2018, online shopping platforms of Crabtree & Evelyn in the United Kingdom, Australia, Singapore and Malaysia have been launched, and internet sales platforms in other countries will gradually continue to be launched in the second half of 2018. In March 2018, Crabtree & Evelyn officially entered China market through Tmall World and ranked among the top sales in the 618 Tmall hand cream category. With the development of the online sales platform, the Group reassessed and reviewed offline stores with poor operating and financial performance, and screening out certain stores for closure, which will have a positive impact on improving long-term profitability.

管理層討論與分析 *(續)*

創意商業

業務回顧

報告期內，創意商業之收益約288.5百萬港元（截至2017年6月30日止6個月：341.4百萬港元），除所得稅前虧損約為363.5百萬港元（截至2017年6月30日止6個月：192.2百萬港元），其中一次性關店損失及減值計提共計95.3百萬港元。

報告期內，瑰珀翠(Crabtree & Evelyn)繼續深化改革，在銷售策略、產品規劃與新產品開發、信息化建設與供應鏈優化等方面的多項措施正在穩步推進。

銷售策略上，瑰珀翠通過穩定的定價政策及折扣控制措施，保障了盈利能力，零售毛利率在部分國家已開始穩步提升。新產品研發順利推進，產品安全及穩定性測試有序進行。預計將在2019年陸續推出3個系列58種新產品，以迎合客戶的多樣化需求。得益於在信息化建設及供應鏈優化的不斷深耕，瑰珀翠亞太區的中央配送中心已於報告期內投入使用，為亞洲市場帶來更優越的產品分配能力，提高了向分銷商及各子公司配送的靈活度。

瑰珀翠致力於發展網絡銷售平台及第三方網上商城建設，截至2018年6月30日，瑰珀翠英國、澳大利亞、新加坡及馬來西亞的線上購物平台已先後上線，其他國家的網絡銷售平台也會在2018年下半年陸續上線。2018年3月，瑰珀翠正式通過天貓國際進入中國市場並在618天貓護手霜品類中銷售額名列前茅。隨著線上銷售平台的發展，本集團對經營與財務表現不佳的線下店鋪重新評估審核，篩選出部分店鋪進行關閉處置，對於提升長期盈利能力將產生積極影響。



MANAGEMENT DISCUSSION AND ANALYSIS (Continued)

INNOVATIVE BUSINESS (Continued)

Prospects

In the future, Crabtree & Evelyn will provide customers with a comprehensive channel, online and offline integrated operation and consumption experience on a global scale, forming a user-centric and exclusive service system, and continue to optimize membership system.

FINANCIAL RESOURCES AND LIQUIDITY

The Group continued to adopt prudent funding and treasury policies. As at 30 June 2018, net assets attributable to the owners of the Company amounted to approximately HK\$6,562.5 million (31 December 2017: HK\$6,143.2 million), including cash and bank balances of approximately HK\$12,839.6 million (31 December 2017: HK\$13,069.8 million) which were mainly denominated in Renminbi, Hong Kong dollars and United States dollars. As at 30 June 2018, the Group's aggregate borrowings were approximately HK\$24,452.4 million (31 December 2017: HK\$24,156.0 million), of which approximately HK\$13,023.3 million (31 December 2017: HK\$12,705.3 million) were bearing interest at fixed rates while approximately HK\$11,429.1 million (31 December 2017: HK\$11,450.7 million) were at floating rates. The Group currently has not taken any interest rate hedge.

As at 30 June 2018, the gearing ratio of the Group, which is calculated as the net debt divided by the adjusted capital plus net debt was approximately 60.52% (31 December 2017: 60.64%).

As at 30 June 2018, the capital commitment of the Group was approximately HK\$1,747.7 million (31 December 2017: HK\$3,104.6 million), of which approximately HK\$44.6 million would be used for the renovation of the owned properties, approximately HK\$384.5 million would be used as capital expenditures for the expansion of its cinema business, approximately HK\$1,308.6 million would be used for property development, and approximately HK\$10.0 million would be used for other purposes.

As at 30 June 2018, the Group's contingent liabilities were approximately HK\$20.0 million (31 December 2017: HK\$19.5 million) in connection with the guarantees given to secure credit facilities and guaranteed returns. Details are set out in note 22 to the financial statements.

管理層討論與分析 (續)

創意商業 (續)

展望

未來，瑰珀翠將在全球範圍內向顧客提供全渠道、線上線下一體化的運營消費體驗，形成以用戶為中心的專屬服務體系，並繼續優化會員建設。

財務資源及流動資金

本集團繼續採取審慎之資金及財務政策。於2018年6月30日，本公司擁有人應佔資產淨值約為6,562.5百萬港元(2017年12月31日：6,143.2百萬港元)，包括現金及銀行結存約為12,839.6百萬港元(2017年12月31日：13,069.8百萬港元)，主要以人民幣、港元、美元為單位。於2018年6月30日，本集團之借貸總額約為24,452.4百萬港元(2017年12月31日：24,156.0百萬港元)，其中約13,023.3百萬港元(2017年12月31日：12,705.3百萬港元)乃按固定利率計息，而約11,429.1百萬港元(2017年12月31日：11,450.7百萬港元)則按浮動利率計息。本集團目前並無實行任何利率對沖。

於2018年6月30日，本集團之資本負債比率，即負債淨額除以已調整之資本加負債淨額約為60.52%(2017年12月31日：60.64%)。

於2018年6月30日，本集團之資本承擔約為1,747.7百萬港元(2017年12月31日：3,104.6百萬港元)，其中約44.6百萬港元用作自有物業之翻新工程費用，約384.5百萬港元用作擴展影院業務之資本開支，約1,308.6百萬港元將用作為房地產開發，及約10.0百萬港元將用作為其他用途。

於2018年6月30日，本集團之或然負債約為20.0百萬港元(2017年12月31日：19.5百萬港元)，乃就信貸融資及保證回報提供之擔保所致。詳情載於財務報表附註22。

MANAGEMENT DISCUSSION AND ANALYSIS *(Continued)*

FINANCIAL RESOURCES AND LIQUIDITY *(Continued)*

As at 30 June 2018, certain buildings, other property, plant and equipment, properties under development and completed properties held for sale, investment properties and bank deposits with a total net carrying value of approximately HK\$12,073.2 million (31 December 2017: HK\$12,025.6 million) were pledged to secure the credit facilities granted to the Group. In addition, trading securities with a carrying value of approximately HK\$300,000 (31 December 2017: HK\$300,000) and certain shares of several subsidiaries were pledged and bank accounts were charged for securing the Group's credit facilities. Details are set out in note 23 to the financial statements.

Details of the bank and other borrowings and financing of the Group are set out in notes 17 and 18 to the financial statements.

EXPOSURE TO FLUCTUATION IN EXCHANGE RATES

The majority of the Group's borrowings and transactions were primarily denominated in US dollars, Renminbi and Hong Kong dollars. Both the operating expenses and revenue were primarily denominated in Renminbi and Hong Kong dollars. Uncertainties in global economic development are expected to warrant a fluctuation in Renminbi. The Group's reported assets, liabilities and results may be affected by the Renminbi exchange rates. During the reporting period, fluctuation in Renminbi exchange rates affected the assets and liabilities translation from Renminbi to Hong Kong dollar in financial reporting of the Group, and the Group will keep reviewing and monitoring the fluctuation in exchange rate between Renminbi and Hong Kong dollar. For the funding in US dollar, as Hong Kong dollar are adopted as the reporting currency of the Group, the Group has only a rather slight risk of exchange rate fluctuations owing to the linked exchange rate system that pegs Hong Kong dollar to US dollar. The Group has partially managed this risk through cross currency swap. The Group proactively seeks management measures to minimize the impact arising from risks and uncertainties as far as practicable, and considers using foreign exchange hedging instruments (if appropriate) from time to time, to minimize the risk exposure arising from changes in Renminbi exchange rates, and under practicable circumstances, actively chooses the type of currency for assets and liabilities according to the Group's prejudgment of currency trend.

管理層討論與分析 *(續)*

財務資源及流動資金 *(續)*

於2018年6月30日，本集團之信貸融資是以賬面淨值總額約為12,073.2百萬港元(2017年12月31日：12,025.6百萬港元)之若干樓宇、其他物業、廠房及設備、待發展及已落成待售物業、投資性物業及銀行存款作為抵押。此外，本集團已質押賬面值約為300,000港元(2017年12月31日：300,000港元)之交易證券、數間附屬公司之若干股份、及銀行賬戶作為本集團信貸融資之抵押。詳情載於財務報表附註23。

本集團的銀行及其他借貸及融資詳情載於財務報表附註17及18。

匯率波動風險

本集團大部份借貸及交易主要以美元、人民幣及港元為單位。經營開支及收入主要為人民幣及港元，預期全球經濟發展的不確定性導致人民幣匯率會有波動。本集團所錄之資產、負債以及業績可能亦會受人民幣匯率影響。儘管於報告期內，人民幣匯率波動影響了本集團財務報告中由人民幣匯兌至港元的資產及負債，本集團仍將繼續審視及監察人民幣及港元的匯率波動。至於美元融資方面，本集團以港元為匯報貨幣，基於港元跟美元有聯繫匯率關係，因此本集團僅有較輕微的匯率波動風險，本集團通過交叉貨幣互換工具對此風險進行了部分管理。本集團尋求積極的管理方法，力求在可行的情況下，減輕風險及不確定因素帶來的影響，將不時考慮利用外匯對沖工具(如適合)，降低人民幣匯率變化帶來的風險，亦會在可能的情况下，根據集團對貨幣走勢的預判，主動選擇資產和負債的貨幣種類。



MANAGEMENT DISCUSSION AND ANALYSIS *(Continued)*

EMPLOYEES AND REMUNERATION POLICY

The Company employs and remunerates its employees based on their qualifications, experience and performance. In addition to basic salary payments, other benefits include housing, contributions to mandatory provident fund, group medical insurance, group personal accident insurance and examination leave, etc. Employees are eligible to be granted share options under the Company's share option scheme at the discretion of the Board of the Company. In general, salary review is conducted annually. As at 30 June 2018, the Group had approximately 22,496 employees (30 June 2017: 18,944 employees). The total salaries of and allowances for employees for the six months ended 30 June 2018 were approximately HK\$1,216.5 million (for the six months ended 30 June 2017: HK\$864.7 million).

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

EVENTS SUBSEQUENT TO REPORTING PERIOD

Save as disclosed in note 27 of this report, there was no other significant event after the reporting period up to the date of this report.

管理層討論與分析 *(續)*

僱員及薪酬政策

本集團員工的聘用及薪酬均以員工之學歷、經驗和工作表現為基礎。除基本薪金外，其他福利包括住房、強制性公積金供款、團體醫療保險、團體個人意外保險及考試休假等。員工可根據本公司購股權計劃並按本公司董事會之酌情決定獲授購股權。一般而言，每年均會進行薪金檢討。於2018年6月30日，本集團約有22,496名員工(2017年6月30日：18,944名)。截至2018年6月30日止6個月，員工之薪金及津貼共約為1,216.5百萬港元(截至2017年6月30日止6個月：864.7百萬港元)。

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

報告期後事項

除本報告附註27所披露者外，截至本報告日期，並無任何其他重大報告期後事項。

DIRECTORS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

As at 30 June 2018, the interests and short positions of the directors and chief executive of the Company in shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) as recorded in the register required to be kept under Section 352 of the SFO or as otherwise notified to the Company and the Hong Kong Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 to the Listing Rules were as follows:

THE COMPANY

Long and short positions in shares in issue

董事於股份及相關股份之權益及淡倉

於2018年6月30日，本公司董事及最高行政人員於本公司或其任何相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）之股份、相關股份及債券中，擁有須記錄於根據證券及期貨條例第352條存置之登記冊中或已根據上市規則附錄10所載上市發行人董事進行證券交易的標準守則（「標準守則」）或以其他方式知會本公司及香港聯交所之權益及淡倉如下：

本公司

於已發行股份之好倉及淡倉

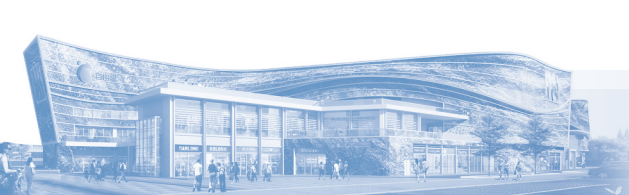
Name of Director 董事姓名	Capacity/Nature of interest 身份／權益性質	Number of shares held 所持股份數目	Approximate percentage holding 持股概約百分比	Notes 附註
Yu Pun Hoi ("Mr. Yu") 于品海（「于先生」）	Corporate interest 公司權益	40,673,177,261 (L) 9,733,091,482 (S)	59.25% 14.18%	1 2

Notes:

- These 40,673,177,261 shares were collectively held by Rosewood Assets Ltd., Pippen Limited, Staverley Assets Limited, First Best Assets Limited and Unicorn Assets Group Limited, companies indirectly wholly owned by Mr. Yu through Dadi Holdings Limited, a company wholly owned by Mr. Yu.
- These 9,733,091,482 shares were charged by Pippen Limited, a company indirectly wholly owned by Mr. Yu through Dadi Holdings Limited, a company wholly owned by Mr. Yu.
- (L) denotes long position and (S) denotes short position.

附註：

- 該等40,673,177,261股股份由于先生透過其全資擁有的公司大地控股有限公司間接全資擁有的Rosewood Assets Ltd.、Pippen Limited、Staverley Assets Limited、First Best Assets Limited及Unicorn Assets Group Limited合共持有。
- 該等9,733,091,482股股份由于先生透過其全資擁有的公司大地控股有限公司間接全資擁有的Pippen Limited抵押。
- (L)指好倉，而(S)指淡倉。



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

董事於股份及相關股份之權益及淡倉(續)

ASSOCIATED CORPORATIONS

As disclosed above, Mr. Yu is entitled to control the exercise of more than one-third of the voting power at general meetings of the Company. As such, Mr. Yu is taken to be interested in the shares of the associated corporations of the Company within the meaning of Part XV of the SFO. Sino-i is a company whose shares are listed on the Hong Kong Stock Exchange, and is an associated corporation of the Company within the meaning of Part XV of the SFO. As at 30 June 2018, the interests of the directors of the Company in shares and underlying shares of Sino-i were as follows:

Sino-i

Long position in shares in issue

相聯法團

如上述所披露，于先生於本公司股東大會上可控制行使超過三分之一之投票權。因此，于先生被視為於本公司相聯法團(定義見證券及期貨條例第XV部)之股份中佔有權益，中國數碼股份於香港聯交所上市，根據證券及期貨條例第XV部，被視為本公司之相聯法團。於2018年6月30日，本公司董事於中國數碼擁有之股份及相關股份之權益如下：

中國數碼

於已發行股份之好倉

Name of Director 董事姓名	Capacity/Nature of interest 身份／權益性質	Number of shares held 所持股份數目	Approximate percentage holding 持股概約百分比	Note 附註
Mr. Yu 于先生	Corporate interest 公司權益	12,838,585,316(L)	64.47%	1
Lung King Cheong 龍景昌	Personal interest 個人權益	150,000(L)	0.00075%	

Note:

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

附註：

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

Save as disclosed above, as at 30 June 2018, none of the directors nor chief executive of the Company had any interests or short positions in shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept under Section 352 of the SFO or as otherwise notified to the Company and the Hong Kong Stock Exchange pursuant to the Model Code as set out in Appendix 10 to the Listing Rules.

除上文所披露者外，於2018年6月30日，本公司董事及最高行政人員概無於本公司或其任何相聯法團(定義見證券及期貨條例第XV部)之股份、相關股份或債券中擁有須記錄於根據證券及期貨條例第352條存置之登記冊中，或已根據上市規則附錄10所載的標準守則或以其他方式知會本公司及香港聯交所之權益或淡倉。

SHARE OPTION SCHEME

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

Since the adoption of the Scheme and during the six months ended 30 June 2018, no share option has been granted, exercised, cancelled or lapsed under the Scheme and there was no outstanding share option under the Scheme as at 30 June 2018 and up to the date of this report.

SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS

As at 30 June 2018, those persons (other than directors and chief executive of the Company) who had interests and short positions in shares or underlying shares of the Company as recorded in the register required to be kept by the Company under Section 336 of the SFO were as follows:

Name of person holding an interest in shares which has been disclosed to the Company under Divisions 2 and 3 of Part XV of the SFO 持有根據證券及期貨條例第XV部第2及3分部已向本公司披露股份權益之人士名稱/姓名	Nature of interest 權益性質	Number of shares held 所持股份數目	Approximate percentage of issued share capital of the Company 佔本公司已發行股本之概約百分比	Notes 附註
Dadi Holdings Limited 大地控股有限公司	Corporate interest 公司權益	40,673,177,261 (L) 9,733,091,482 (S)	59.25% 14.18%	1 4
Rosewood Assets Ltd.	Beneficial interest 實益權益	8,041,150,210 (L)	11.71%	1
Pippen Limited	Beneficial interest 實益權益	14,830,245,497 (L) 9,733,091,482 (S)	21.60% 14.18%	1
Staverley Assets Limited	Beneficial interest 實益權益	4,893,197,974 (L)	7.12%	1
First Best Assets Limited	Beneficial interest 實益權益	9,544,736,998 (L)	13.90%	1
Kung Ai Ming 龔愛明	Corporate interest 公司權益	6,530,443,498 (L)	9.51%	2
Yu Ben Hei 于本熙	Corporate interest 公司權益	6,461,043,498 (L)	9.41%	2
Macro Resources Ltd.	Beneficial interest 實益權益	4,361,043,498 (L)	6.35%	2 & 5

購股權計劃

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

自採納該計劃起及截至2018年6月30日止6個月期間，並無購股權根據該計劃獲授出、行使、註銷或失效，而於2018年6月30日及截至本報告日期，於該計劃項下概無任何尚未行使之購股權。

主要股東之權益及淡倉

於2018年6月30日，根據本公司按照證券及期貨條例第336條存置之登記冊所記錄，以下人士（本公司董事及最高行政人員除外）於本公司之股份或相關股份中擁有權益及淡倉：



SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS

(Continued)

主要股東之權益及淡倉 (續)

Name of person holding an interest in shares which has been disclosed to the Company under Divisions 2 and 3 of Part XV of the SFO 持有根據證券及期貨條例第XV部第2及3分部已向本公司披露股份權益之人士名稱/姓名	Nature of interest 權益性質	Number of shares held 所持股份數目	Approximate percentage of issued share capital of the Company 佔本公司已發行股本之概約百分比	Notes 附註
Lim Siew Choon 林小春	Corporate interest 公司權益	5,514,986,997 (L)	8.03%	3
Empire Gate Industrial Limited	Beneficial interest 實益權益	5,514,986,997 (L)	8.03%	3
Central Huijin Investment Ltd.	Security interest 抵押權益	7,060,000,000 (L)	10.29%	6
	Corporate interest 公司權益	63,091,482 (L)	0.09%	6
China Construction Bank Corporation	Security interest 抵押權益	7,060,000,000 (L)	10.29%	6
	Corporate interest 公司權益	63,091,482 (L)	0.09%	6

Notes:

- Rosewood Assets Ltd., Phippen Limited, Staverley Assets Limited, First Best Assets Limited and Unicorn Assets Group Limited are companies indirectly wholly owned by Mr. Yu through Dadi Holdings Limited, a company wholly owned by Mr. Yu. Their interests in shares are disclosed as the corporate interests of Mr. Yu above.
- Macro Resources Ltd. and K Resources Group Limited. are held as to 50% each by Ms. Kung Ai Ming and Mr. Yu Ben Hei, the son of Mr. Yu. Their respective interest in 4,361,043,498 and 2,100,000,000 shares were included as interest held by Ms. Kung Ai Ming and Mr. Yu Ben Hei. Ms. Kung Ai Ming owns interest of 69,400,000 shares through Redmap Resources Limited, her wholly owned company.
- Empire Gate Industrial Limited is wholly owned by Mr. Lim Siew Choon. Its interest in shares was included as interest held by Mr. Lim Siew Choon.
- These 9,733,091,482 shares were charged by Phippen Limited, a company indirectly wholly owned by Mr. Yu through Dadi Holdings Limited, a company wholly owned by Mr. Yu.

附註：

- Rosewood Assets Ltd.、Phippen Limited、Staverley Assets Limited、First Best Assets Limited及Unicorn Assets Group Limited為于先生間接全資擁有之公司，透過彼全資擁有之大地控股有限公司持控，該等公司之股份權益於上文披露納入為于先生之公司權益。
- 龔愛明女士及于先生之兒子于本熙先生各自持有Macro Resources Ltd.及K Resources Group Limited 50%權益。該等公司分別於4,361,043,498及2,100,000,000股股份之權益納入為龔愛明女士及于本熙先生所持有之權益。龔愛明女士透過其全資擁有之公司Redmap Resources Limited擁有69,400,000股股份之權益。
- Empire Gate Industrial Limited為林小春先生之全資擁有公司。該公司擁有之股份權益納入為林小春先生所持有之權益。
- 該等9,733,091,482股股份由于先生透過其全資擁有的公司大地控股有限公司間接全資擁有的Phippen Limited抵押。

5. Pursuant to Part XV of the SFO, if certain conditions are met, the shareholders of the Company are required to submit a disclosure of interest notice. In the event of changes in the shareholding of the shareholders in the Company, the shareholders will not be required to notify the Company and the Hong Kong Stock Exchange unless certain conditions are met. Therefore, the latest shareholding of the shareholders in the Company may be different from the shareholding submitted to the Hong Kong Stock Exchange.
 6. These 7,123,091,482 shares were indirectly held by Central Huijin Investment Ltd. through China Construction Bank Corporation, CCB International Group Holdings Limited, CCB Financial Holdings Limited, CCB International (Holdings) Limited and CCB International Overseas Limited.
 7. (L) denotes long position and (S) denotes short position.
5. 根據證券及期貨條例第XV部，倘若干條件達成，則本公司股東須呈交披露權益表格。倘股東於本公司的持股量變更，除非若干條件已達成，否則股東毋須知會本公司及香港聯交所，故股東於本公司之最新持股量可能與呈交予香港聯交所的持股量不同。
 6. 該等7,123,091,482股股份由Central Huijin Investment Ltd.透過China Construction Bank Corporation, CCB International Group Holdings Limited, CCB Financial Holdings Limited, CCB International (Holdings) Limited及CCB International Overseas Limited間接持有。
 7. (L)指好倉，而(S)指淡倉。

Save as disclosed above, as at 30 June 2018, no person (other than directors and chief executive of the Company) had notified to the Company any interests or short positions in shares or underlying shares of the Company which was required to be recorded in the register kept by the Company under Section 336 of the SFO.

除上文所披露者外，於2018年6月30日，概無人士（本公司董事及最高行政人員除外）知會本公司，其於本公司之股份或相關股份中擁有須記錄於本公司按照證券及期貨條例第336條存置之登記冊之權益或淡倉。



PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

On 17 May 2018, Top Yield Ventures Limited (a wholly-owned subsidiary of the Company) issued the US\$120,000,000 guaranteed senior notes with an interest rate of 9.75% due 2019. The notes are listed on the Hong Kong Stock Exchange.

Save as disclosed above, neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of its listed securities during the six months ended 30 June 2018.

INTERIM DIVIDEND

The Board does not recommend the payment of an interim dividend for the six months ended 30 June 2018 (for the six months ended 30 June 2017: Nil).

CORPORATE GOVERNANCE

In the opinion of the Board, the Company has complied with the Corporate Governance Code and Corporate Governance Report (the "CG Code") as set out in Appendix 14 to the Listing Rules throughout the six months ended 30 June 2018, except for the deviation mentioned below:

CG Code Provision A.2.1 stipulates that the roles of chairman and chief executive officer (the "CEO") should be separated and should not be performed by the same individual.

Since 12 February 2018, the Company has rectified the previous deviation concerning CG Code Provision A.2.1 by the appointment of Ms. Liu Rong as the CEO with effect from 12 February 2018. Prior to 12 February 2018, the role of CEO was also performed by Mr. Yu Pun Hoi, the chairman of the Company. The Board believed that vesting the roles of both chairman and CEO in the same person provided the Company with strong and consistent leadership, and allowed for effective and efficient planning and implementation of business decisions and strategies. By appointing Ms. Liu Rong as the CEO with effect from 12 February 2018, the Company has complied with the requirements under CG Code Provision A.2.1 since 12 February 2018.

購買、出售或贖回上市證券

於2018年5月17日，豐得創投有限公司(本公司之全資附屬公司)發行於2019年到期、票面利率為9.75%之120,000,000美元擔保優先票據。有關票據已於香港聯交所上市。

除上文所披露者外，本公司或其任何附屬公司於截至2018年6月30日止6個月內概無購買、出售或贖回其任何上市證券。

中期股息

董事會並不建議派發截至2018年6月30日止6個月之中期股息(截至2017年6月30日止6個月：無)。

企業管治

董事會認為，截至2018年6月30日止6個月內，本公司一直遵守上市規則附錄14所載之企業管治守則及企業管治報告(「企業管治守則」)，惟下列所述偏差除外：

企業管治守則條文A.2.1訂明主席及行政總裁(「行政總裁」)應為獨立角色及不應由同一人擔任。

自2018年2月12日起，本公司透過委任劉榮女士為行政總裁，已糾正有關企業管治守則條文A.2.1之上述偏差，自2018年2月12日起生效。行政總裁之職責於2018年2月12日前亦由本公司主席于品海先生履行。董事會相信，將主席及行政總裁之角色歸於同一人，可使本公司獲得鞏固及貫徹之領導，於業務決策及策略方面可有效及高效率地計劃及執行。透過自2018年2月12日起委任劉榮女士為行政總裁，本公司自2018年2月12日起已符合企業管治守則條文A.2.1條之規定。

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

The changes in membership of the Board since the date of the Company's 2017 Annual Report:

Mr. Lung King Cheong, an executive director, has been re-designated as a non-executive director of the Company, with effect from 1 April 2018.

The changes in the information of the Directors since the date of the Company's 2017 Annual Report:

Ms. Liu Rong, an executive director, has been appointed as the chief executive officer of the Company, with effect from 12 February 2018.

Mr. Lam Bing Kwan, a non-executive director, retired as an independent non-executive director of eForce Holdings Limited, a company listed on Hong Kong Stock Exchange with stock code 943, with effect from 4 June 2018.

MODEL CODE FOR SECURITIES TRANSACTIONS

The Company has adopted the Model Code as set out in Appendix 10 to the Listing Rules. Specific enquiries have been made to all the directors and the directors have confirmed that they have complied with the Model Code as set out in Appendix 10 to the Listing Rules throughout the six months ended 30 June 2018.

AUDIT COMMITTEE

The audit committee of the Company (the "Audit Committee") comprises all the independent non-executive directors of the Company, namely Mr. Lau Yip Leung, Mr. Xiao Sui Ning and Mr. Ho Yeung Nang. The Audit Committee has reviewed with management the accounting principles and practices adopted by the Group, the unaudited interim results for the six months ended 30 June 2018, and discussed the financial control, internal control and risk management systems.

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

Hong Kong, 29 August 2018

董事會成員及董事資料變動

自本公司2017年年報日期以來，董事會成員的變動如下：

執行董事龍景昌先生調任為本公司非執行董事，自2018年4月1日起生效。

自本公司2017年年報日期以來，董事資料的變動如下：

執行董事劉榮女士已獲委任為本公司行政總裁，自2018年2月12日起生效。

非執行董事林秉軍先生退任意科控股有限公司（香港聯交所上市公司，股份代號943）獨立非執行董事，自2018年6月4日起生效。

證券交易標準守則

本公司已採納上市規則附錄10所載之標準守則。本公司已向所有董事作出特別查詢，董事們確認，彼等於截至2018年6月30日止6個月內一直遵守上市規則附錄10所載之標準守則。

審核委員會

本公司審核委員會（「審核委員會」）包括本公司所有獨立非執行董事，劉業良先生、肖遂寧先生及何養能先生。審核委員會已與管理層審閱本集團所採納之會計準則及實務，截至2018年6月30日止6個月之未經審核中期業績，並檢討財務監控、內部監控及風險管理制度事宜。

承董事會命
Nan Hai Corporation Limited
主席
于品海

香港，2018年8月29日





南海控股

NAN HAI CORPORATION LIMITED

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

