



中國誠通發展集團有限公司

China Chengtong Development Group Limited

(於香港註冊成立之有限公司)

(Incorporated in Hong Kong with limited liability)

股份代號 Stock Code: 217



2019

中期報告

INTERIM REPORT

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Corporate Information 公司資料

BOARD OF DIRECTORS

Executive Directors

Zhang Bin (*Chairman and Managing Director*)
Wang Tianlin

Independent Non-Executive Directors

Chang Qing
Lee Man Chun, Tony
He Jia

AUDIT COMMITTEE

Lee Man Chun, Tony (*Chairman*)
Chang Qing
He Jia

REMUNERATION COMMITTEE

He Jia (*Chairman*)
Lee Man Chun, Tony
Zhang Bin

NOMINATION COMMITTEE

Chang Qing (*Chairman*)
Lee Man Chun, Tony
Zhang Bin

COMPANY SECRETARY

Poon Tsz Kin

AUDITOR

BDO Limited
Certified Public Accountants

董事會

執行董事

張 斌(*主席兼董事總經理*)
王天霖

獨立非執行董事

常 清
李萬全
何 佳

審核委員會

李萬全(*主席*)
常 清
何 佳

薪酬委員會

何 佳(*主席*)
李萬全
張 斌

提名委員會

常 清(*主席*)
李萬全
張 斌

公司秘書

潘子健

核數師

香港立信德豪會計師事務所有限公司
執業會計師

Corporate Information 公司資料

PRINCIPAL BANKERS

Agricultural Bank of China Limited
Bank of China (Hong Kong) Limited
The Hongkong and Shanghai Banking Corporation Limited
Dah Sing Bank Limited
Luso International Banking Limited
Morgan Stanley Asia International Limited

REGISTERED OFFICE AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

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SHARE REGISTRAR & TRANSFER OFFICE

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Wanchai, Hong Kong
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STOCK CODE

217

主要往來銀行

中國農業銀行股份有限公司
中國銀行(香港)有限公司
香港上海滙豐銀行有限公司
大新銀行有限公司
澳門國際銀行股份有限公司
摩根士丹利亞洲國際有限公司

註冊辦事處及香港主要營業地點

香港灣仔
港灣道18號
中環廣場64樓
6406室
電話：(852) 2160-1600
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股份過戶登記處

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香港灣仔
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股份代號

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Independent Review Report 獨立審閱報告



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Report on Review of Interim Financial Information

To the Board of Directors of
China Chengtong Development Group Limited
(incorporated in Hong Kong with limited liability)

INTRODUCTION

We have reviewed the interim financial information set out on pages 6 to 45, which comprises the condensed consolidated statement of financial position of China Chengtong Development Group Limited (the “**Company**”) and its subsidiaries as of 30 June 2019 and the related condensed consolidated income statement, condensed consolidated statement of comprehensive income, condensed consolidated statement of changes in equity and condensed consolidated statement of cash flows for the six-month period then ended and other explanatory notes. The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited require the preparation of a report on interim financial information to be in compliance with the relevant provisions thereof and Hong Kong Accounting Standard 34 “Interim Financial Reporting” issued by the Hong Kong Institute of Certified Public Accountants. The directors of the Company are responsible for the preparation and presentation of the interim financial information in accordance with Hong Kong Accounting Standard 34 “Interim Financial Reporting”. Our responsibility is to express a conclusion on this interim financial information based on our review and to report our conclusion solely to you, as a body, in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

SCOPE OF REVIEW

We conducted our review in accordance with Hong Kong Standard on Review Engagements 2410 “Review of Interim Financial Information Performed by the Independent Auditor of the Entity” issued by the Hong Kong Institute of Certified Public Accountants. A review of 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 on the interim financial information.

中期財務資料的審閱報告

致中國誠通發展集團有限公司董事會

(於香港註冊成立之有限公司)

引言

我們已審閱刊載於第6至45頁之中期財務資料，包括中國誠通發展集團有限公司(「**貴公司**」)及其附屬公司於二零一九年六月三十日之簡明綜合財務狀況表及截至該日止六個月期間之相關簡明綜合損益表、簡明綜合全面收益表、簡明綜合權益變動表及簡明綜合現金流量表以及其他解釋附註。香港聯合交易所有限公司證券上市規則規定，有關中期財務資料之報告，須按照上市規則之相關條文及香港會計師公會頒佈之香港會計準則第34號「中期財務報告」之規定編製。貴公司董事有責任按照香港會計準則第34號「中期財務報告」編製及呈報此中期財務資料。我們之責任是根據審閱工作對中期財務資料作出結論，並按照雙方協定之委聘條款，僅向全體董事會報告。除此以外，本報告不作其他用途。我們不會就本報告之內容對任何其他人士負責或承擔任何責任。

審閱範圍

我們已根據香港會計師公會頒佈之香港審閱工作準則第2410號「實體的獨立核數師對中期財務資料的審閱」進行審閱。中期財務資料審閱工作包括主要向負責財務會計事項之人員作出查詢並實施分析和其他審閱程序。由於審閱之範圍遠較按照香港審核準則進行審核的範圍為小，所以不能保證我們會注意到在審核中可能會被發現之所有重大事項。因此我們不會就中期財務資料發表任何審核意見。

Independent Review Report 獨立審閱報告

CONCLUSION

Based on our review, nothing has come to our attention that causes us to believe that the interim financial information for the six months ended 30 June 2019 is not prepared, in all material respects, in accordance with Hong Kong Accounting Standard 34 “Interim Financial Reporting”.

BDO Limited

Certified Public Accountants

Lui Chi Kin

Practising Certificate Number P06162

Hong Kong, 23 August 2019

結論

根據我們的審閱，我們並無發現到任何事項，使我們相信截至二零一九年六月三十日止六個月之中期財務資料在所有重大方面並無按照香港會計準則第34號「中期財務報告」之規定編製。

香港立信德豪會計師事務所有限公司

執業會計師

呂智健

執業證書編號P06162

香港，二零一九年八月二十三日



Condensed Consolidated Income Statement

簡明綜合收益表

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

		Unaudited 未經審核	
		Six months ended 30 June 截至六月三十日止六個月	
		2019 二零一九年 HK\$'000 港幣千元	2018 二零一八年 HK\$'000 港幣千元
		Notes 附註	
Turnover	營業額	3	507,888
Cost of sales	銷售成本		(452,960)
Gross profit	毛利		54,928
Other income	其他收入	4	27,575
Selling expenses	銷售費用		(7,937)
Administrative expenses	行政費用		(41,553)
Fair value gain on investment properties	投資物業之公平值收益	10	-
Finance costs	融資成本	5	(3,686)
Profit before income tax	除所得稅前溢利	7	29,327
Income tax expense	所得稅開支	6	(12,145)
Profit for the period	期內溢利		17,182
Profit for the period attributable to:	應佔期內溢利：		
Owners of the Company	本公司擁有人		18,733
Non-controlling interests	非控股權益		(1,551)
			17,182
Earnings per share for profit attributable to owners of the Company during the period	本公司擁有人期內應佔溢利之每股盈利	9	HK cent 港仙
Basic and diluted	基本及攤薄		0.32

Condensed Consolidated Statement of Comprehensive Income

簡明綜合全面收益表

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

		Unaudited 未經審核	
		Six months ended 30 June 截至六月三十日止六個月	
		2019 二零一九年 HK\$'000 港幣千元	2018 二零一八年 HK\$'000 港幣千元
Profit for the period	期內溢利	17,182	14,763
Other comprehensive income	其他全面收益		
Item that will not be reclassified subsequently to profit or loss:	其後將不可重新分類至損益之項目：		
Net change in fair value of equity investments at fair value through other comprehensive income	按公平值變動計入其他全面收益的權益投資的公平值淨變動	70,918	15,240
Items that may be reclassified subsequently to profit or loss:	其後可能重新分類至損益之項目：		
Exchange differences arising on translation to presentation currency	折算呈列貨幣產生的匯兌差額	(184)	(22,369)
Net change in fair value of debt investments at fair value through other comprehensive income	按公平值變動計入其他全面收益的債務投資之公平值淨變動	-	3,551
Total comprehensive income for the period	期內全面收益總額	87,916	11,185
Total comprehensive income attributable to:	應佔全面收益總額：		
Owners of the Company	本公司擁有人	89,453	11,332
Non-controlling interests	非控股權益	(1,537)	(147)
		87,916	11,185

Condensed Consolidated Statement of Financial Position

簡明綜合財務狀況表

As at 30 June 2019 | 於二零一九年六月三十日

		Notes 附註	Unaudited 未經審核 At 30 June 2019 於二零一九年 六月三十日 HK\$'000 港幣千元	Audited 經審核 At 31 December 2018 於二零一八年 十二月三十一日 HK\$'000 港幣千元
ASSETS AND LIABILITIES	資產及負債			
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	10	240,154	187,803
Prepaid land lease payments	預付土地租賃付款	10	-	38,592
Investment properties	投資物業	10	101,528	101,528
Loans receivable	應收貸款	11	387,551	245,700
Other financial assets	其他金融資產	13	4,782	4,984
			734,015	578,607
Current assets	流動資產			
Properties held for sale	持作銷售物業		193,309	202,005
Properties under development	發展中物業		174,020	152,233
Properties held for development	持作發展物業		281,386	281,386
Inventories	存貨		4,146	15,970
Trade and other receivables	貿易及其他應收款項	12	133,022	186,706
Loans receivable	應收貸款	11	313,593	421,236
Prepaid land lease payments	預付土地租賃付款	10	-	2,011
Other financial assets	其他金融資產	13	644,427	840,612
Taxation recoverable	可收回稅項		2,647	2,119
Pledged bank deposits	已抵押銀行存款		1,535	3,815
Deposits in other financial institution	於其他金融機構存款		2,422	112,338
Bank balances and cash	銀行結存及現金		1,073,416	791,265
			2,823,923	3,011,696

Condensed Consolidated Statement of Financial Position

簡明綜合財務狀況表

As at 30 June 2019 | 於二零一九年六月三十日

		Notes 附註	Unaudited 未經審核 At 30 June 2019 於二零一九年 六月三十日 HK\$'000 港幣千元	Audited 經審核 At 31 December 2018 於二零一八年 十二月三十一日 HK\$'000 港幣千元
Current liabilities	流動負債			
Trade and other payables	貿易及其他應付款項	14	114,063	120,726
Contract liabilities	合約負債		204,905	207,096
Lease liabilities	租賃負債		2,092	-
Taxation payable	應付稅項		5,872	38,843
Bank borrowings	銀行借貸	15	200,000	274,100
Unsecured other loan	無抵押其他貸款		600	600
			527,532	641,365
Net current assets	流動資產淨值		2,296,391	2,370,331
Total assets less current liabilities	總資產減流動負債		3,030,406	2,948,938
Non-current liabilities	非流動負債			
Lease liabilities	租賃負債		2,738	-
Deferred tax liabilities	遞延稅項負債		42,608	51,794
			45,346	51,794
Net assets	資產淨值		2,985,060	2,897,144
EQUITY	權益			
Equity attributable to owners of the Company	本公司擁有人應佔之權益			
Share capital	股本	16	2,185,876	2,185,876
Reserves	儲備		665,282	575,829
			2,851,158	2,761,705
Non-controlling interests	非控股權益		133,902	135,439
Total equity	總權益		2,985,060	2,897,144

Condensed Consolidated Statement of Changes in Equity

簡明綜合權益變動表

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

Equity attributable to owners of the Company 本公司擁有人應佔之權益													
Share capital	Capital reserve	Statutory reserve	Shares held for share award scheme	Other reserve	Available-for-sale financial assets revaluation reserve	Financial assets at fair value through other comprehensive income reserve	Employee share-based compensation reserve	Exchange reserve	Accumulated profits	Total	Non-controlling interests	Total equity	
股本	資本儲備	法定儲備	為股份獎勵計劃持有之股份	其他儲備	可供出售金融資產重估儲備	按公平值變動計入其他全面收益之金融資產儲備	以股份支付的僱員酬金儲備	匯兌儲備	累計溢利	總計	非控股權益	總權益	
HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	
港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	
			(note)										
			(附註)										
Unaudited for the six months ended 30 June 2018													
截至二零一八年六月三十日止六個月(未經審核)													
At 31 December 2017 as originally presented (Audited)													
原呈列於二零一七年十二月三十一日(經審核)													
2,185,876	2,814	43,771	(6,494)	296	(34,585)	-	702	(3,826)	650,060	2,838,614	147,833	2,986,447	
Effect of adjustment on adoption of HKFRS 9													
採納香港財務報告準則第9號的調整影響													
-	-	-	-	-	34,585	(34,777)	-	-	1,252	1,060	-	1,060	
At 1 January 2018 (restated)	2,185,876	2,814	43,771	(6,494)	296	-	(34,777)	702	(3,826)	651,312	2,839,674	147,833	2,987,507
於二零一八年一月一日(經重列)													
Profit for the period	-	-	-	-	-	-	-	-	14,265	14,265	498	14,763	
期內溢利													
Other comprehensive income for the period:													
期內其他全面收入:													
Exchange difference arising on translation to presentation currency	-	-	-	-	-	-	-	(21,724)	-	(21,724)	(645)	(22,369)	
折算呈列貨幣產生的匯兌差額													
Net change in fair value of financial assets at fair value through other comprehensive income	-	-	-	-	-	18,791	-	-	-	18,791	-	18,791	
按公平值變動計入其他全面收益的金融資產之公平值淨變動													
Total comprehensive income for the period	-	-	-	-	-	18,791	-	(21,724)	14,265	11,332	(147)	11,185	
期內全面收入總額													
At 30 June 2018 (Unaudited)	2,185,876	2,814	43,771	(6,494)	296	-	(15,986)	702	(25,550)	665,577	2,851,006	147,686	2,998,692
於二零一八年六月三十日(未經審核)													

Condensed Consolidated Statement of Changes in Equity

簡明綜合權益變動表

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

	Equity attributable to owners of the Company											
	本公司擁有人應佔之權益											
	Share capital	Capital reserve	Statutory reserve	Shares held for share award scheme	Other reserve	Financial assets at fair value through other comprehensive income reserve	Employee share-based compensation reserve	Exchange reserve	Accumulated profits	Total	Non-controlling interests	Total equity
	股本	資本儲備	法定儲備	為股份獎勵計劃持有之股份	其他儲備	按公平值變動計入其他全面收益之金融資產	以股份支付的僱員酬金儲備	匯兌儲備	累計溢利	總計	非控股權益	總權益
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
			(note)									
			(附註)									
Unaudited for the six months ended 30 June 2019												
截至二零一九年六月三十日止六個月												
(未經審核)												
At 31 December 2018 (Audited)	2,185,876	2,814	59,248	(6,494)	296	(91,650)	702	(138,362)	749,275	2,761,705	135,439	2,897,144
於二零一八年十二月三十一日(經審核)												
Profit/(loss) for the period	-	-	-	-	-	-	-	-	18,733	18,733	(1,551)	17,182
期內溢利/(虧損)												
Other comprehensive income for the period:												
期內其他全面收入:												
Exchange difference arising on translation to presentation currency	-	-	-	-	-	-	-	(198)	-	(198)	14	(184)
折算呈列貨幣產生的匯兌差額												
Net change in fair value of financial assets at fair value through other comprehensive income	-	-	-	-	-	70,918	-	-	-	70,918	-	70,918
按公平值變動計入其他全面收益的金融資產之公平值淨變動												
Total comprehensive income for the period	-	-	-	-	-	70,918	-	(198)	18,733	89,453	(1,537)	87,916
期內全面收入總額												
At 30 June 2019 (Unaudited)	2,185,876	2,814	59,248	(6,494)	296	(20,732)	702	(138,560)	768,008	2,851,158	133,902	2,985,060
於二零一九年六月三十日(未經審核)												

Note: Statutory reserve represents the Group's share of statutory reserves of the subsidiaries in the People's Republic of China (the "PRC"), which is based on 10% profit for the year of these subsidiaries. Such statutory reserve is non-distributable and to be used to (i) make up prior years' losses or (ii) expand production operations of these subsidiaries.

附註：法定儲備指本集團應佔於中華人民共和國(「中國」)之附屬公司之法定儲備份額，乃基於此等附屬公司之年內溢利之10%計算。此等法定儲備不可供分派且將用作(i)彌補往年虧損或(ii)擴大該等附屬公司之生產經營。

Condensed Consolidated Statement of Cash Flows

簡明綜合現金流量表

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

		Unaudited 未經審核	
		Six months ended 30 June 截至六月三十日止六個月	
		2019 二零一九年 HK\$'000 港幣千元	2018 二零一八年 HK\$'000 港幣千元
Net cash (used in)/generated from operating activities	經營活動(所用)/產生之現金淨額	(25,566)	178,735
Cash flow from investing activities	投資活動產生之現金流量		
Purchase of property, plant and equipment	購買物業、廠房及設備	(14,019)	(134)
Deposits paid for acquisition of property, plant and equipment	收購物業、廠房及設備支付的按金	-	(19,863)
Purchase of other financial assets	購買其他金融資產	(178,250)	(565,800)
Settlement of other financial assets	結算其他金融資產	447,350	95,540
Interest received	已收利息	22,369	8,151
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備的所得款項	405	70
Repayment from amount due from a non-controlling shareholder of a subsidiary	應收一間附屬公司一名非控股股東款項的還款	-	18,450
Decrease/(increase) in pledged bank deposits	已抵押銀行存款減少/(增加)	2,280	(14)
Decrease in short-term deposits with maturity beyond three months but within one year	於三個月以上但一年內到期的短期存款減少	-	12,000
Net cash generated from/(used in) investing activities	投資活動產生/(所用)之現金淨額	280,135	(451,600)
Cash flow from financing activities	融資活動產生之現金淨額		
New bank loan raised	新籌集之銀行貸款	-	6,175
Repayment of bank loan	償還銀行貸款	(74,750)	-
Payment for lease liabilities	租賃負債付款	(2,132)	-
Interest paid	已付利息	(4,980)	(3,337)
Net cash (used in)/generated from financing activities	融資活動(所用)/產生之現金淨額	(81,862)	2,838
Net increase/(decrease) in cash and cash equivalents	現金及現金等價物增加/(減少)淨額	172,707	(270,027)
Cash and cash equivalents at beginning of period	於期初之現金及現金等價物	903,603	823,908
Effect of foreign exchange rates, net	外匯匯率影響淨額	(472)	3,797
Cash and cash equivalents at end of period	於期末之現金及現金等價物	1,075,838	557,678
Analysis of cash and cash equivalents:	現金及現金等價物分析:		
Bank balance and cash	銀行結餘及現金	1,073,416	512,915
Deposits in other financial institution	於其他金融機構存款	2,422	44,763
		1,075,838	557,678

Notes to the Interim Financial Information 中期財務資料附註

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

1 CORPORATE INFORMATION AND BASIS OF PREPARATION

China Chengtong Development Group Limited (the “**Company**”) is a limited company incorporated in Hong Kong. The address of its registered office and its principal place of business is Suite 6406, 64/F., Central Plaza, 18 Harbour Road, Wanchai, Hong Kong. The Company and its subsidiaries (collectively known as the “**Group**”) is principally engaged in investment holding, bulk commodity trading, property development, property investment, finance leasing and hotel and marine travelling services.

The Company’s shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”). As at 30 June 2019, the Company’s immediate holding company is World Gain Holdings Limited, which is incorporated in the British Virgin Islands and the directors of the Company consider the Group’s ultimate holding company to be China Chengtong Holdings Group Limited (“**CCHG**”), a company incorporated in the PRC.

The interim financial information is presented in Hong Kong Dollars (“**HK\$**”), unless otherwise stated.

The interim financial information has been prepared in accordance with the applicable disclosure provisions of the Rules Governing the Listing of Securities on the Stock Exchange and Hong Kong Accounting Standard (“**HKAS**”) 34 “Interim Financial Reporting” issued by the Hong Kong Institute of Certified Public Accountants (the “**HKICPA**”).

The interim financial information has been prepared with the same accounting policies adopted in the 2018 annual financial statements, except for the change in accounting policies due to the adoption of Hong Kong Financial Reporting Standard 16 Leases (“**HKFRS 16**”) as described in note 2.1 below.

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

1 公司資料及編製基準

中國誠通發展集團有限公司(「**本公司**」)乃於香港註冊成立之有限公司。其註冊辦事處及主要營業地點位於香港灣仔港灣道18號中環廣場64樓6406室。本公司及其附屬公司(統稱為「**本集團**」)主要從事投資控股、大宗商品貿易、物業發展、物業投資、融資租賃及酒店和海上旅遊服務。

本公司之股份於香港聯合交易所有限公司(「**聯交所**」)主板上市。於二零一九年六月三十日，本公司之直接控股公司為World Gain Holdings Limited(於英屬維爾京群島註冊成立)，本公司董事認為本集團之最終控股公司為中國誠通控股集團有限公司(「**誠通控股**」)(一間於中國註冊成立的公司)。

除另有說明外，中期財務資料以港幣(「**港幣**」)呈列。

中期財務資料已根據聯交所證券上市規則之適用披露規定並按照香港會計師公會(「**香港會計師公會**」)頒佈之香港會計準則(「**香港會計準則**」)第34號「中期財務報告」之規定而編製。

中期財務資料乃按與二零一八年年報財務報表所採納的相同會計政策編製，惟會計政策因採納下文附註2.1詳述的香港財務報告準則第16號「租賃」(「**香港財務報告準則第16號**」)之變動另作別論。

中期財務資料並無載入年度財務報表所要求的全部資料，且應與本集團截至二零一八年十二月三十一日止年度的年度財務報表一併閱讀。

Notes to the Interim Financial Information

中期財務資料附註

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

1 CORPORATE INFORMATION AND BASIS OF PREPARATION (Continued)

The financial information relating to the year ended 31 December 2018 that is included in the interim financial information as comparative information does not constitute the Company's statutory annual consolidated financial statements for that year but is derived from those financial statements. Further information relating to these statutory financial statements required to be disclosed in accordance with Section 436 of the Hong Kong Companies Ordinance (Chapter 622 of the laws of Hong Kong) (the "**Companies Ordinance**") is as follows:

The Company has delivered the financial statements for the year ended 31 December 2018 to the Registrar of Companies as required by Section 662(3) of, and Part 3 of Schedule 6 to, the Companies Ordinance.

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

2 CHANGES IN ACCOUNTING POLICIES

The accounting policies used in the interim financial information are consistent with those followed in the preparation of the Group's annual financial statements for the year ended 31 December 2018 except as described below.

In the current interim period, the Group has adopted, for the first time, the following amendments to Hong Kong Financial Reporting Standards ("**HKFRSs**") issued by the HKICPA, which are relevant to and effective for the Group's financial year beginning on 1 January 2019:

HKAS 19	<i>Plan Amendment Curtailment or Settlement (amendments)</i>
HKFRS 16	<i>Leases</i>
HK(IFRIC) – Int 23	<i>Uncertainty over Income Tax Treatments</i>
Amendments to HKFRS 9	<i>Prepayment Features with Negative Compensation</i>
Amendments to HKAS 28	<i>Long-term Interests in Associates and Joint Ventures</i>
Amendments to HKFRSs	<i>Annual Improvements to HKFRSs 2015–2017 cycle</i>

Except for HKFRS 16 Leases, none of the developments have had a significant effect on the interim financial information.

1 公司資料及編製基準(續)

中期財務資料所載截至二零一八年十二月三十一日止年度的財務資料(作為比較資料)並不構成本公司該年度的法定年度綜合財務報表，惟乃摘錄自該等財務報表。根據香港法例第622章香港公司條例(「**公司條例**」)第436條規定須披露有關該等法定財務報表之進一步資料如下：

按照公司條例第662(3)條及附表6第3部之規定，本公司已向公司註冊處處長遞交截至二零一八年十二月三十一日止年度之財務報表。

本公司的獨立核數師已就該等財務報表提交報告。該獨立核數師報告為無保留意見；並無包含獨立核數師在並無對其報告作出保留意見下以強調方式所關注之任何事項之提述；亦未載有根據公司條例第406(2)條、第407(2)或(3)條作出的陳述。

2 會計政策變動

除下述者外，中期財務資料所採用的會計政策與編製本集團截至二零一八年十二月三十一日止年度的年度財務報表所採用者一致。

於本中期期間，本集團首次應用下列由香港會計師公會頒佈之香港財務報告準則(「**香港財務報告準則**」)之修訂，該等準則與本集團於二零一九年一月一日開始之財政年度相關並已生效：

香港會計準則第19號	計劃修訂、縮減或結算(修訂)
香港財務報告準則第16號	租賃
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
香港財務報告準則第9號之修訂	具有負補償之提早還款特性
香港會計準則第28號之修訂	於聯營公司及合營公司的長期權益
香港財務報告準則之修訂	香港財務報告準則2015年至2017年週期之年度改進

除香港財務報告準則第16號租賃外，概無發展對中期財務資料有重大影響。

Notes to the Interim Financial Information 中期財務資料附註

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

2 CHANGES IN ACCOUNTING POLICIES (Continued)

The HKICPA has issued a number of new or revised standards, interpretations and amendments to standards which are not effective for accounting period beginning on 1 January 2019 and the Group has not early adopted the rules.

2.1 HKFRS 16

HKFRS 16 replaces HKAS 17 Leases (“**HKAS 17**”), HK(IFRIC) – Int 4 Determining whether an Arrangement contains a Lease (“**HK(IFRIC) – Int 4**”), HK(SIC) – Int 15 Operating Leases – Incentives and HK(SIC) – Int 27 Evaluating the Substance of Transactions Involving the Legal Form of a Lease.

HKFRS 16 introduces a single lessee accounting model and requires a lessee to recognise assets and liabilities for all leases with a term of more than twelve months, unless the underlying asset is of low value. 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.

Details of the nature and effect of the changes in accounting policies and the transition options applied are set out below:

(i) **New definition of a lease**

The change in the definition of a lease mainly relates to the concept of control. HKFRS 16 defines a lease on the basis of whether a customer controls the use of an identified asset for a period of time, which may be determined by a defined amount of use. Control is conveyed where the customer has both the right to direct the use of the identified asset and to obtain substantially all of the economic benefits from that use.

2 會計政策變動(續)

香港會計師公會已頒佈多項於二零一九年一月一日開始的會計期間尚未生效的新訂或經修訂準則、詮釋及準則之修訂，而本集團並無提前採納該等規則。

2.1 香港財務報告準則第16號

香港財務報告準則第16號取代香港會計準則第17號「租賃」(「**香港會計準則第17號**」)、香港(國際財務報告解釋委員會)解釋公告第4號「確定一項安排是否包含租賃」(「**香港(國際財務報告解釋委員會)解釋公告第4號**」)、香港(常設解釋委員會)解釋公告第15號「營運租賃 – 激勵措施」，以及香港(常設解釋委員會)解釋公告第27號「評價涉及租賃法律形式交易的實質」。

香港財務報告準則第16號引入單一承租人會計模式，規定承租人就年期為12個月以上的所有租賃確認資產及負債，惟相關資產為低價值除外。承租人須確認使用權資產(代表其使用相關租賃資產之權利)及租賃負債(代表其支付租賃款項之責任)。

有關會計政策變動的性質及影響以及所應用的過渡選項的詳情載列下文：

(i) **新的租賃定義**

租賃定義的改變主要涉及控制權的概念。香港財務報告準則第16號根據客戶是否在一段時間內控制已識別資產的使用而定義租約，該期限可由確定的使用量釐定。在客戶既有權主導使用已識別資產又有權從該用途獲得實質上所有經濟利益的情況下，控制權即賦予客戶。

Notes to the Interim Financial Information 中期財務資料附註

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

2 CHANGES IN ACCOUNTING POLICIES (Continued)

2.1 HKFRS 16 (Continued)

(ii) Lessee accounting

HKFRS 16 eliminates the requirement for a lessee to classify leases as either operating leases or finance leases, as was previously required by HKAS 17. Instead, the Group is required to capitalise all leases when it is the lessee, including leases previously classified as operating leases under HKAS 17.

Where the contract contains lease components and non-lease components, the Group has elected not to separate non-lease components and accounts for each lease component and any associated non-lease components as a single lease component for all leases.

Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities are measured at the present value of the following lease payments:

- fixed payments (including in-substance fixed payments), less any lease incentives receivables;
- variable lease payments that are based on an index or a rate;
- amounts expected to be payable under residual value guarantees;
- the exercise price of purchase option if it is reasonably certain to exercise that option; and
- payments of penalties for terminating the lease reflecting the lessee exercising an option to terminate the lease.

The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined, or the Group's incremental borrowing rate.

2 會計政策變動(續)

2.1 香港財務報告準則第16號(續)

(ii) 承租人會計處理

香港財務報告準則第16號取消先前根據香港會計準則第17號中承租人須將租賃分類為營運租賃或融資租賃的要求。相反，本集團須在其作為承租人時將所有租賃資本化，包括先前根據香港會計準則第17號分類為營運租賃的租賃。

倘合約包含租賃組成部分及非租賃組成部分，本集團已選擇不分開處理非租賃組成部分，並將各租賃組成部分及任何相關非租賃組成部分(即所有租賃)入賬為單一租賃組成部分。

產生自租賃的資產及負債初步按現值基準計量。租賃負債包括以下租賃付款的現值淨額：

- 固定付款(包括實質性固定付款)，減任何應收租賃優惠；
- 基於指數或利率的可變租賃付款；
- 根據餘值擔保預期須支付的金額；
- 倘合理地肯定行使購買權，該購買權的行使價；及
- 於行使終止租賃的選擇權時所需支付的終止租賃罰款。

租賃付款按租賃所隱含的利率(倘該利率可釐定)或本集團的增量借款率貼現。

Notes to the Interim Financial Information 中期財務資料附註

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

2 CHANGES IN ACCOUNTING POLICIES (Continued)

2.1 HKFRS 16 (Continued)

(ii) Lessee accounting (Continued)

Right-of-use assets are measured at cost comprising the following:

- the amount of initial measurement of lease liabilities;
- any lease payment made at or before the commencement date less any lease incentives received;
- any initial direct costs; and
- restoration costs.

The right-of-use asset is subsequently stated at cost less accumulated depreciation and impairment losses. Lease liability is subsequently measured by increasing the carrying amount to reflect interest on the lease liability and reducing the carrying amount to reflect the lease payment made.

Each lease payment is allocated between the liability and finance cost. The finance cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period. The right-of-use asset is depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis.

There are recognition exemptions for short-term leases and leases of low-value items. Short-term leases are leases with a lease term of 12 months or less at the commencement date. Payments associated with short-term leases and leases of low value items are recognised on a straight-line basis as expenses in profit or loss.

In prior years, rental payable under operating leases were charged to profit or loss on a straight-line basis over the lease term.

2 會計政策變動(續)

2.1 香港財務報告準則第16號(續)

(ii) 承租人會計處理(續)

使用權資產的成本計量包括以下各項：

- 租賃負債的初步計量金額；
- 於開始日期或之前所作的任何租賃付款，減去已收取的任何租賃優惠；
- 任何初始直接成本；及
- 修復成本。

使用權資產其後按成本減累計折舊及減值虧損列賬。租賃負債其後透過增加賬面值計量以反映租賃負債的利息及透過削減賬面值計量以反映已作的租賃付款。

各項租賃付款於負債及融資成本間分配。融資成本於租賃期間在損益中扣除，以制定出各期間負債剩餘結餘的固定定期利率。使用權資產於資產可用年期與租約年期的較短者中按直線法折舊。

就短期租賃及低價值項目租賃設有確認豁免。短期租賃指於開始日期租約年期為12個月或少於12個月的租賃。與短期租賃及低價值項目租賃有關的付款按直線法於損益中確認為開支。

於過往年度，來自營運租賃的應付租金按直線法在該租期自損益中扣除。

Notes to the Interim Financial Information 中期財務資料附註

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

2 CHANGES IN ACCOUNTING POLICIES (Continued)

2.1 HKFRS 16 (Continued)

(iii) Lessor accounting

HKFRS 16 substantially carries forward the lessor accounting requirements of the superseded 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.

(iv) Transitional impact and practical expedients applied

The Group has transitioned to HKFRS 16 in accordance with the modified retrospective approach and, therefore, the information presented for 2018 has not been restated. The right-of-use asset for property lease was measured at the amount equal to the lease liability, adjusted by the amount of any prepayments relating to that lease recognised in the consolidated statement of financial position as at 31 December 2018.

The reconciliation of operating lease commitment to lease liabilities is set out below:

		HK\$'000 港幣千元
Operating lease commitment at 31 December 2018	於二零一八年十二月三十一日的 營運租約承擔	8,685
Less: short-term leases with remaining lease term ending on or before 31 December 2019	減：截至二零一九年十二月三十一日或之前餘下 租期的短期租賃	(2,979)
Gross lease liabilities at 1 January 2019	於二零一九年一月一日的 租賃負債總額	5,706
Less: total future interest expenses	減：未來利息開支總額	(666)
Lease liabilities at 1 January 2019	於二零一九年一月一日的 租賃負債	5,040
Of which are:	當中包括：	
- Current lease liabilities	- 即期租賃負債	1,428
- Non-current lease liabilities	- 非即期租賃負債	3,612
		5,040

2 會計政策變動(續)

2.1 香港財務報告準則第16號(續)

(iii) 出租人會計處理

香港財務報告準則第16號大致轉承了香港會計準則第17號的出租人會計處理方法的規定。因此，出租人繼續將其租賃分類為營運租賃或融資租賃，並且以不同方式將兩類租賃入賬。

(iv) 過渡影響及所採用的可行權宜方法

本集團已根據經修訂追溯法過渡至香港財務報告準則第16號，因此，就二零一八年呈報的資料並未獲重列。物業租賃的使用權資產按相等於租賃負債的金額計量，並按與於二零一八年十二月三十一日的綜合財務狀況表確認的與該租賃相關的任何預付款項金額進行調整。

營運租約承擔與租賃負債的對賬載列如下：

Notes to the Interim Financial Information 中期財務資料附註

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

2 CHANGES IN ACCOUNTING POLICIES (Continued)

2.1 HKFRS 16 (Continued)

(iv) Transitional impact and practical expedients applied (Continued)

The lessee's weighted average incremental borrowing rate applied to the lease liabilities on 1 January 2019 was 7.2%.

Prepaid land lease payments in respect of the land use right in the PRC are currently recognised as right-of-use assets upon application of HKFRS 16 and are included in the same line item as property, plant and equipment as that within which the corresponding assets..

The following table summarises the impact of the adoption of HKFRS 16 on the Group's condensed consolidated statement of financial position as at 1 January 2019. The information presented for 2018 has not been restated.

		As at 31 December 2018 於二零一八年 十二月三十一日 HK\$'000 港幣千元	HKFRS 16 Reclassification 香港財務報告 準則第16號 重新分類 HK\$'000 港幣千元	HKFRS 16 Contract capitalisation 香港財務報告 準則第16號 合約資本化 HK\$'000 港幣千元	As at 1 January 2019 於二零一九年 一月一日 HK\$'000 港幣千元
Assets:	資產:				
Property, plant and equipment	物業、廠房及設備	187,803	41,090	5,040	233,933
Prepaid land lease payments	預付土地租賃付款	40,603	(40,603)	-	-
Trade and other receivables	貿易及其他應收款項	186,706	(487)	-	186,219
Liabilities:	負債:				
Lease liabilities	租賃負債	-	-	(5,040)	(5,040)

2 會計政策變動(續)

2.1 香港財務報告準則第16號(續)

(iv) 過渡影響及所採用的可行權宜方法(續)

於二零一九年一月一日，適用於租賃負債的承租人的加權平均增量借款率為7.2%。

於採用香港財務報告準則第16號後，就中國土地使用權的預付土地租賃付款現已確認為使用權資產，並計入相應資產屬於的同一項目內，列作物業、廠房及設備。

下表概述採納香港財務報告準則第16號對本集團於二零一九年一月一日的簡明綜合財務狀況表的影響。就二零一八年呈列的資料不予重列。

Notes to the Interim Financial Information 中期財務資料附註

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

2 CHANGES IN ACCOUNTING POLICIES (Continued)

2.1 HKFRS 16 (Continued)

(iv) *Transitional impact and practical expedients applied* (Continued)

As allowed by HKFRS 16, the Group has used the practical expedient to grandfather the previous assessment of which existing arrangements are, or contain, leases. The Group has therefore applied the new definition of a lease in HKFRS 16 only to contracts that are entered into on or after the date of initial application. In addition, the Group has also elected the practical expedient for not applying the new accounting model to short-term leases (i.e. lease term of 12 months or less).

3 TURNOVER AND SEGMENT INFORMATION

The information reported to the executive directors of the Company, being the chief operating decision makers for the purpose of resources allocation and assessment of performance, is the financial information of the Group as a whole as reported under HKFRSs. The Group's chief operating decision makers have identified the reportable segments of the Group as follows:

- (1) Property development – holding land for property development projects
- (2) Property investment – providing rental services and holding investment properties for appreciation
- (3) Finance leasing – providing finance leasing services including arranging sales and leaseback transactions
- (4) Bulk commodity trade – trading of coal, steel and non-ferrous metals
- (5) Hotel and marine travelling services – providing hotel and marine travelling services

2 會計政策變動(續)

2.1 香港財務報告準則第16號(續)

(iv) *過渡影響及所採用的可行權宜方法*(續)

按香港財務報告準則第16號允許，本集團已採用實際權宜方法以豁免屬租賃或包含租賃的現有安排的過往評估。因此，本集團僅將香港財務報告準則第16號租賃之新定義應用於初步採納日期或之後訂立的合約。此外，本集團選擇採用實際權宜方法不對短期租賃(即租期為12個月或以下)應用新會計模式。

3 營業額及分類資料

向本公司執行董事(即主要經營決策者)呈報以供分配資源及評估表現的資料乃根據香港財務報告準則所呈報本集團整體財務資料。本集團主要經營決策者已辨識下列本集團的可呈報分類：

- (1) 物業發展 – 持有土地作物業發展項目用途
- (2) 物業投資 – 提供租賃服務及持有投資物業以待增值
- (3) 融資租賃 – 提供融資租賃服務(包括安排售後回租交易)
- (4) 大宗商品貿易 – 煤炭、鋼材及有色金屬貿易
- (5) 酒店和海上旅遊服務 – 提供酒店和海上旅遊服務

Notes to the Interim Financial Information 中期財務資料附註

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

3 TURNOVER AND SEGMENT INFORMATION (Continued)

Segment revenue and results

The following is an analysis of the Group's revenue and results by reportable segments for the period under review:

3 營業額及分類資料(續)

分類收益及業績

以下為本集團於回顧期間按報告分類劃分之收益及業績分析：

		Unaudited 未經審核					
		For the six months ended 30 June 2019 截至二零一九年六月三十日止六個月					
		Property development	Property investment	Finance leasing	Bulk commodity trade 大宗 商品貿易	Hotel and marine travelling services 酒店和海上 旅遊服務	Total
		物業發展 HK\$'000 港幣千元	物業投資 HK\$'000 港幣千元	融資租賃 HK\$'000 港幣千元	大宗 商品貿易 HK\$'000 港幣千元	酒店和海上 旅遊服務 HK\$'000 港幣千元	總計 HK\$'000 港幣千元
Turnover	營業額						
Segment revenue	分類收益						
- external sales and income	- 外部銷售及收入	<u>16,199</u>	<u>1,083</u>	<u>33,050</u>	<u>439,387</u>	<u>18,169</u>	<u>507,888</u>
Results	業績						
Segment results (Note (a))	分類業績(附註(a))	<u>3,681</u>	<u>927</u>	<u>28,227</u>	<u>471</u>	<u>(3,905)</u>	<u>29,401</u>
Fair value gain on other financial assets measured at fair value through profit or loss ("FVPL")	按公平值計入損益 (「按公平值計入損益」) 之其他金融資產之 公平值收益						404
Unallocated finance costs	未分配融資成本						(1,758)
Unallocated corporate expenses	未分配企業開支						(21,362)
Unallocated corporate income	未分配企業收入						<u>22,642</u>
Profit before income tax	除所得稅前溢利						<u>29,327</u>

Notes to the Interim Financial Information 中期財務資料附註

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

3 TURNOVER AND SEGMENT INFORMATION (Continued)

Segment revenue and results (Continued)

Note:

	Property development	Property investment	Finance leasing	Bulk commodity trade	Hotel and marine travelling services	Unallocated	Total
	物業發展	物業投資	融資租賃	大宗商品貿易	酒店和海上旅遊服務	未分配	總計
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
(a) Amounts included in measurement of segment results	分類業績計量已計入之金額						
Interest income from deposits and other financial assets	1,170	-	1,694	333	74	22,320	25,591
Depreciation	(17)	-	(77)	(428)	(6,999)	(1,701)	(9,222)
Finance costs	-	-	(1,702)	(57)	(169)	(1,758)	(3,686)

3 營業額及分類資料(續)

分類收益及業績(續)

附註：

Notes to the Interim Financial Information 中期財務資料附註

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

3 TURNOVER AND SEGMENT INFORMATION (Continued)

3 營業額及分類資料(續)

Segment revenue and results (Continued)

分類收益及業績(續)

		Unaudited 未經審核					
		For the six months ended 30 June 2018 截至二零一八年六月三十日止六個月					
		Property development	Property investment	Finance leasing	Bulk commodity trade	Hotel and marine travelling services	Total
		物業發展	物業投資	融資租賃	大宗 商品貿易	酒店和海上 旅遊服務	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
Turnover	營業額						
Segment revenue	分類收益						
- external sales and income	- 外部銷售及收入	35,110	1,382	23,637	578,417	24,839	663,385
Results	業績						
Segment results (Note (a))	分類業績(附註(a))	8,485	1,218	18,336	9,327	(832)	36,534
Fair value gain on other financial assets measured at FVPL	按公平值計入損益之其他金融資產之公平值收益						1,335
Fair value gain on investment properties (Note (b))	投資物業之公平值收益(附註(b))						504
Unallocated finance costs	未分配融資成本						(2,236)
Unallocated corporate expenses	未分配企業開支						(26,727)
Unallocated corporate income	未分配企業收入						20,148
Profit before income tax	除所得稅前溢利						29,558

Notes to the Interim Financial Information 中期財務資料附註

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

3 TURNOVER AND SEGMENT INFORMATION (Continued)

Segment revenue and results (Continued)

Notes:

	Property development	Property investment	Finance leasing	Bulk commodity trade	Hotel and marine travelling services	Unallocated	Total
	物業發展	物業投資	融資租賃	大宗商品貿易	酒店和海上旅遊服務	未分配	總計
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
(a) Amounts included in measurement of segment results	分類業績計量已計入之金額						
Interest income from deposits and other financial assets							
Depreciation							
Finance costs							
	1,432	-	755	99	256	19,661	22,203
	(44)	-	(74)	(15)	(5,536)	(2,199)	(7,868)
	-	-	(241)	(37)	-	(2,236)	(2,514)
(b) Amounts regularly provided to the chief operating decision maker for the analysis of the segment's performance	定期向主要營運決策者提供以供其分析分類表現之金額						
Fair value gain on investment properties							
	-	504	-	-	-	-	504

For the six months ended 30 June 2019 and 2018, unallocated corporate income mainly comprised interest income from deposits and other financial assets which are not directly attributable to the business activities of any operating segment.

For the six months ended 30 June 2019 and 2018, unallocated corporate expenses mainly comprised staff costs and legal and professional expenses of the Group's headquarter which are not directly attributable to the business activities of any operating segment.

Segment results do not include income tax expense, while segment assets include the tax recoverable except those recognised by the head office and the inactive subsidiaries.

3 營業額及分類資料(續)

分類收益及業績(續)

附註:

	Property development	Property investment	Finance leasing	Bulk commodity trade	Hotel and marine travelling services	Unallocated	Total
	物業發展	物業投資	融資租賃	大宗商品貿易	酒店和海上旅遊服務	未分配	總計
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
(a) Amounts included in measurement of segment results	分類業績計量已計入之金額						
Interest income from deposits and other financial assets							
Depreciation							
Finance costs							
	1,432	-	755	99	256	19,661	22,203
	(44)	-	(74)	(15)	(5,536)	(2,199)	(7,868)
	-	-	(241)	(37)	-	(2,236)	(2,514)
(b) Amounts regularly provided to the chief operating decision maker for the analysis of the segment's performance	定期向主要營運決策者提供以供其分析分類表現之金額						
Fair value gain on investment properties							
	-	504	-	-	-	-	504

截至二零一九年及二零一八年六月三十日止六個月，未分配企業收入主要包括來自存款及其他金融資產之利息收入，並不直接歸屬於任何經營分類的業務活動。

截至二零一九年及二零一八年六月三十日止六個月，未分配企業開支主要包括本集團總部的員工成本、法律及專業開支，並不直接歸屬於任何經營分類的業務活動。

分類業績不包括所得稅開支，而分類資產則包括可收回稅項，由總辦事處及不活躍附屬公司確認者除外。

Notes to the Interim Financial Information 中期財務資料附註

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

3 TURNOVER AND SEGMENT INFORMATION (Continued)

Segment assets

The following is an analysis of the Group's assets by reportable segments:

		Unaudited 未經審核 At 30 June 2019 於二零一九年 六月三十日 HK\$'000 港幣千元	Audited 經審核 At 31 December 2018 於二零一八年 十二月三十一日 HK\$'000 港幣千元
Segment assets	分類資產		
Property development	物業發展	718,696	849,182
Property investment*	物業投資*	101,528	101,528
Finance leasing	融資租賃	791,714	889,029
Bulk commodity trade	大宗商品貿易	153,546	188,112
Hotel and marine travelling services	酒店和海上旅遊服務	213,942	208,104
Total segment assets	分類資產總額	1,979,426	2,235,955
Unallocated	未分配		
- Other financial assets	- 其他金融資產	637,810	695,666
- Deposits in other financial institution	- 於其他金融機構存款	7	15,026
- Bank balances and cash	- 銀行結存及現金	886,453	552,011
- Other unallocated assets	- 其他未分配資產	54,242	91,645
Total assets	總資產	3,557,938	3,590,303

* Segment assets of property investment segment include investment properties but segment results excluded the related fair value change for the period.

3 營業額及分類資料(續)

分類資產

以下為本集團的資產按可呈報分類之分析：

	Unaudited 未經審核 At 30 June 2019 於二零一九年 六月三十日 HK\$'000 港幣千元	Audited 經審核 At 31 December 2018 於二零一八年 十二月三十一日 HK\$'000 港幣千元
Segment assets		
Property development	718,696	849,182
Property investment*	101,528	101,528
Finance leasing	791,714	889,029
Bulk commodity trade	153,546	188,112
Hotel and marine travelling services	213,942	208,104
Total segment assets	1,979,426	2,235,955
Unallocated		
- Other financial assets	637,810	695,666
- Deposits in other financial institution	7	15,026
- Bank balances and cash	886,453	552,011
- Other unallocated assets	54,242	91,645
Total assets	3,557,938	3,590,303

* 物業投資分類的分類資產包括投資物業，惟分類業績並不包括期內相關公平值變動。

Notes to the Interim Financial Information 中期財務資料附註

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

3 TURNOVER AND SEGMENT INFORMATION (Continued)

Turnover

Set out below is the disaggregation of the Group's revenue for major services or products lines:

		Unaudited 未經審核 Six months ended 30 June 截至六月三十日止六個月	
		2019 二零一九年 HK\$'000 港幣千元	2018 二零一八年 HK\$'000 港幣千元
Rental income	租金收入	1,083	1,382
Sales of properties	出售物業	16,199	35,110
Interest income	利息收入	24,913	23,637
Consultancy service income from finance leasing arrangements	融資租賃安排之諮詢服務收入	8,137	-
Bulk commodity trade	大宗商品貿易	439,387	578,417
Hotel and marine travelling services	酒店和海上旅遊服務	18,169	24,839
		507,888	663,385

4 OTHER INCOME

3 營業額及分類資料(續)

營業額

下文載列本集團就主要服務或生產線之收入之分列賬款：

		Unaudited 未經審核 Six months ended 30 June 截至六月三十日止六個月	
		2019 二零一九年 HK\$'000 港幣千元	2018 二零一八年 HK\$'000 港幣千元
Rental income	租金收入	1,083	1,382
Sales of properties	出售物業	16,199	35,110
Interest income	利息收入	24,913	23,637
Consultancy service income from finance leasing arrangements	融資租賃安排之諮詢服務收入	8,137	-
Bulk commodity trade	大宗商品貿易	439,387	578,417
Hotel and marine travelling services	酒店和海上旅遊服務	18,169	24,839
		507,888	663,385

4 其他收入

		Unaudited 未經審核 Six months ended 30 June 截至六月三十日止六個月	
		2019 二零一九年 HK\$'000 港幣千元	2018 二零一八年 HK\$'000 港幣千元
Interest income from:	來自以下項目之利息收入：		
- deposits and other financial assets	- 存款及其他金融資產	25,591	22,203
- a non-controlling shareholder of a subsidiary	- 一間附屬公司的一名非控股股東	-	202
		25,591	22,405
Fair value gain on other financial assets measured at FVPL	按公平值計入損益之其他金融資產之公平值收益	404	1,335
Gain on disposal of property, plant and equipment	出售物業、廠房及設備之收益	195	-
Others	其他	1,385	1,074
		27,575	24,814

Notes to the Interim Financial Information 中期財務資料附註

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

5 FINANCE COSTS

5 融資成本

		Unaudited 未經審核	
		Six months ended 30 June 截至六月三十日止六個月	
		2019 二零一九年 HK\$'000 港幣千元	2018 二零一八年 HK\$'000 港幣千元
Interest on bank borrowings	銀行借貸之利息	5,318	3,337
Interest on lease liabilities	租賃負債之利息	226	-
		5,544	3,337
Less: Amounts capitalised on properties under development	減：發展中物業之撥作資本化之金額	(1,858)	(823)
		3,686	2,514

6 INCOME TAX EXPENSE

6 所得稅開支

Hong Kong Profits Tax is calculated at 16.5% on the estimated assessable profits arising in Hong Kong during the period. The subsidiaries established in the PRC are subject to enterprise income tax of 25%. The current tax for the period also included PRC land appreciation tax ("LAT"). The provision for LAT is estimated according to the requirements set forth in the relevant PRC tax laws and regulations. LAT has been provided at ranges of progressive rates of the appreciation value, with certain allowable deductions.

香港利得稅乃就期內於香港產生之估計應課稅溢利按16.5%之稅率計算。於中國成立的附屬公司的企業所得稅稅率為25%。本期稅項亦包括中國土地增值稅(「土地增值稅」)。土地增值稅撥備乃根據相關中國稅法及條例所載之規定估計。土地增值稅已按增值額之累進稅率範圍撥備，且有若干可扣減項目。

		Unaudited 未經審核	
		Six months ended 30 June 截至六月三十日止六個月	
		2019 二零一九年 HK\$'000 港幣千元	2018 二零一八年 HK\$'000 港幣千元
Income tax expense comprises:	所得稅開支包括：		
Current tax	本期稅項	11,866	13,200
Deferred taxation	遞延稅項	279	1,595
Total income tax expense for the period	期內所得稅開支總額	12,145	14,795

Notes to the Interim Financial Information 中期財務資料附註

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

7 PROFIT BEFORE INCOME TAX

7 除所得稅前溢利

		Unaudited 未經審核	
		Six months ended 30 June 截至六月三十日止六個月	
		2019 二零一九年 HK\$'000 港幣千元	2018 二零一八年 HK\$'000 港幣千元
Profit before income tax has been arrived at after charging/(crediting):	除所得稅前溢利已扣除／(計入)：		
Depreciation:	折舊：		
– property, plant and equipment (net of amount capitalised on properties under development)	– 物業、廠房及設備 (已扣除發展中物業撥作資本化之金額)	9,222	7,868
Amortisation of prepaid land lease payments	預付土地租賃付款攤銷	–	2,903
(Gain)/loss on disposal of property, plant and equipment	出售物業、廠房及設備之(收益)／虧損	(195)	345
Written off of property, plant and equipment	撇銷物業、廠房及設備	–	313
Net impairment charge/(reversal of impairment) on financial assets	金融資產減值支出／(撥回減值)淨額	205	(94)
Exchange gain, net	匯兌收益淨額	(23)	(161)
Expenses capitalised on properties under development:	發展中物業之資本化支出：		
Depreciation	折舊	3	7
Finance costs	融資成本	1,858	823
Staff costs	員工成本	1,766	1,387

8 DIVIDENDS

The directors of the Company did not declare any interim dividend for the six months ended 30 June 2019 and 2018 and the Company did not recommend the payment of any dividend for the year ended 31 December 2018.

8 股息

本公司董事並無就截至二零一九年及二零一八年六月三十日止六個月宣派任何中期股息，而本公司並不建議就截至二零一八年十二月三十一日止年度宣派任何股息。

Notes to the Interim Financial Information 中期財務資料附註

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

9 EARNINGS PER SHARE

The calculation of basic earnings per share is based on the earnings for the period attributable to owners of the Company of HK\$18,733,000 (for the six months ended 30 June 2018: HK\$14,265,000) and on the weighted average number of 5,796,985,000 (for the six months ended 30 June 2018: 5,796,985,000) ordinary shares in issue during the period excluding ordinary shares purchased by the Company for share award scheme.

There were no potential dilutive ordinary share outstanding for both periods and therefore the dilutive earnings per share is the same as basic earnings per share.

10 MOVEMENTS IN PROPERTY, PLANT AND EQUIPMENT, PREPAID LAND LEASE PAYMENTS AND INVESTMENT PROPERTIES

(a) Property, plant and equipment

During the six months ended 30 June 2019, the Group acquired and disposed of property, plant and equipment with carrying amounts of approximately HK\$14,019,000 and HK\$210,000 respectively (for the six months ended 30 June 2018: acquired of HK\$134,000, disposed of HK\$401,000 and written off of HK\$303,000).

As discussed in note 2.1, the Group has initially applied HKFRS 16 using the modified retrospective method and adjusted the opening balances at 1 January 2019 to recognise right-of-use assets relating to leases which were previously classified as operating leases under HKAS 17. The net book values of the Group's right-of-use assets included in property, plant and equipment as at 1 January 2019 and 30 June 2019 represented the properties leased for own use and leasehold land and carried at depreciated cost.

During the six months ended 30 June 2019, the Group entered into a lease agreement for use of office, and therefore recognised the additions to properties leased for own use of HK\$1,692,000. The minimum annual lease payment terms of the leases of office are fixed.

9 每股盈利

每股基本盈利乃按期內本公司擁有人應佔盈利港幣18,733,000元(截至二零一八年六月三十日止六個月:港幣14,265,000元)及加權平均股數5,796,985,000股(截至二零一八年六月三十日止六個月:5,796,985,000股)本期間已發行普通股(不包括本公司為股份獎勵計劃而購買的普通股)為計算基準。

於兩個期間均無發行在外的潛在攤薄普通股,因此每股攤薄盈利與每股基本盈利相同。

10 物業、廠房及設備、預付土地租賃付款及投資物業之變動

(a) 物業、廠房及設備

截至二零一九年六月三十日止六個月,本集團收購並出售賬面值分別約為港幣14,019,000元及港幣210,000元(截至二零一八年六月三十日止六個月:已收購港幣134,000元、已出售港幣401,000元及已撇銷港幣303,000元)的物業、廠房及設備。

誠如附註2.1所討論,本集團初步已根據經修訂追溯法應用香港財務報告準則第16號,並調整於二零一九年一月一日的期初結餘以確認與先前根據香港會計準則第17號分類為經營租約的相關的使用權資產。本集團於二零一九年一月一日及二零一九年六月三十日計入物業、廠房及設備的使用權資產的賬面淨值指租賃作自用物業及租賃土地,並按折舊成本列賬。

截至二零一九年六月三十日止六個月,本集團就使用辦公室訂立租賃協議,故確認租賃作自用物業添置港幣1,692,000元。辦公室租約的最低年度租賃付款條款為固定的。

Notes to the Interim Financial Information 中期財務資料附註

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

10 MOVEMENTS IN PROPERTY, PLANT AND EQUIPMENT, PREPAID LAND LEASE PAYMENTS AND INVESTMENT PROPERTIES (Continued)

(b) Prepaid land lease payments

The carrying amount of the prepaid land lease payments is reclassified to property, plant and equipment as right-of-use assets upon the initial application of HKFRS 16.

During the six months ended 30 June 2018, no prepaid land lease payments was acquired or disposed of.

(c) Investment properties

During the six months ended 30 June 2019 and 2018, the Group had no addition, disposal or transfer of investment properties.

The fair values of the Group's investment properties at 30 June 2019 and 31 December 2018 have been arrived at on the basis of valuations carried out on these dates by Jones Lang Lasalle Corporate Appraisal and Advisory Limited ("JLL"), an independent qualified professional valuer. JLL is a member of the Hong Kong Institute of Surveyors and has appropriate qualifications and recent experiences in the valuation of similar properties in the relevant locations. The valuation was arrived at income approach and based on the estimated rental value of the properties. The valuation takes into account the expected vacancy rates and rental growth rates of the respective properties which are supported by the terms of the existing lease, other contracts and external evidence such as current market rents of similar properties. There has been no fair value change on the Group's investment properties during the six months ended 30 June 2019 (for the year ended 31 December 2018: fair value gain of HK\$3,535,000).

10 物業、廠房及設備、預付土地租賃付款及投資物業之變動 (續)

(b) 預付土地租賃付款

於初始採用香港財務報告準則第16號後，預付土地租賃付款賬面值重新分類至物業、廠房及設備作為使用權資產。

截至二零一八年六月三十日止六個月期間，概無收購或出售預付土地租賃付款。

(c) 投資物業

截至二零一九年及二零一八年六月三十日止六個月，本集團概無添置、出售或轉讓投資物業。

本集團於二零一九年六月三十日及二零一八年十二月三十一日之投資物業之公平值以獨立合資格專業估值師仲量聯行企業評估及諮詢有限公司(「仲量聯行」)於該等日期進行之估值基準達致。仲量聯行為香港測量師學會會員，擁有合適資格，最近亦有評估相關地點類似物業之經驗。估值乃按收入法及根據物業的估計租賃價值得出。估值計及預期空置率及有關物業的租賃增長率，其以現有租賃條款、其他合約及類似物業現行市場租金等外部證據為根據。截至二零一九年六月三十日止六個月期間，本集團的投資物業並無公平值變動(截至二零一八年十二月三十一日止年度：公平值收益港幣3,535,000元)。

Notes to the Interim Financial Information 中期財務資料附註

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

11 LOANS RECEIVABLE

As at 30 June 2019, the Group had twelve (31 December 2018: eleven) sale and leaseback agreements pursuant to which the customers (the “lessees”) sold their equipment and facilities to the Group and leased back the equipment and facilities with the lease period of 3 to 5 years (31 December 2018: 1 to 3 years) from the date of inception. In addition, the ownership of leased assets will be transferred to the lessees at a purchase option of RMB1 upon the settlement of the receivable and the interest accrued under the sale and leaseback arrangements. The lessees retain control of the equipment and facilities before and after entering into the sale and leaseback arrangements, which do not therefore constitute a lease for accounting purposes. Rather, the arrangements have been accounted for as a secured loan and recognised as financial assets at amortised cost in accordance with HKFRS 9 Financial Instruments.

11 應收貸款

於二零一九年六月三十日，本集團共有12份(二零一八年十二月三十一日：11份)售後回租協議，據此，客戶(「承租方」)將其設備及設施出售予本集團，並於協議生效之日起三至五年(二零一八年十二月三十一日：一至三年)租賃期內租回該等設備及設施。此外，於出售後回租安排項下應收款項及應計利息結清後，將在承租方以人民幣1元行使購買權的情況下，把租賃資產的所有權轉讓予承租方。在訂立該等出售後回租安排前後，承租方保留設備及設施的控制權，故就會計核算而言並不構成一項租賃，而有關安排已作為一項有抵押貸款列賬，並根據香港財務報告準則第9號「金融工具」確認為以攤銷成本入賬的金融資產。

	Unaudited 未經審核 At 30 June 2019 於二零一九年 六月三十日 HK\$'000 港幣千元	Audited 經審核 At 31 December 2018 於二零一八年 十二月三十一日 HK\$'000 港幣千元
Analysed for reporting purposes as:		
Current assets	313,593	421,236
Non-current assets	387,551	245,700
	701,144	666,936

As at 30 June 2019, effective interest rates ranged from approximately 5.22% to 8.12% (31 December 2018: 5.22% to 8.12%) per annum.

於二零一九年六月三十日，實際年利率介乎約5.22%至8.12%(二零一八年十二月三十一日：5.22%至8.12%)。

As at 30 June 2019, loans receivable of HK\$5,080,000 had been past due (31 December 2018: nil). The loans receivable under the sale and leaseback arrangements are secured by the leased equipment, facilities and customers' deposits and the Group has obtained guarantees provided by the related parties of the lessees. The Group is not permitted to sell or re-pledge the collateral in absence of default by the lessees. The lessees are obliged to settle the amounts according to the terms set out in the relevant contracts.

於二零一九年六月三十日，應收貸款港幣5,080,000元(二零一八年十二月三十一日：無)出現逾期。出售後回租協議項下應收貸款以租賃設備、設施及客戶按金作為保障，且本集團獲得承租方的關連方提供之擔保。在承租方未違約的情況下，本集團不得出售該抵押品或將其轉押。承租方有義務根據相關協議所載條款結算相關款項。

As at 30 June 2019, loss allowance of HK\$141,000 was made against the gross amount of loans receivable (31 December 2018: HK\$121,000).

於二零一九年六月三十日，已就應收貸款總額計提虧損撥備港幣141,000元(二零一八年十二月三十一日：港幣121,000元)。

Notes to the Interim Financial Information 中期財務資料附註

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

12 TRADE AND OTHER RECEIVABLES

12 貿易及其他應收款項

		Unaudited 未經審核 At 30 June 2019 於二零一九年 六月三十日 HK\$'000 港幣千元	Audited 經審核 At 31 December 2018 於二零一八年 十二月三十一日 HK\$'000 港幣千元
Trade and bills receivables (note a)	貿易應收款項及應收票據 (附註a)	7,383	8,475
Prepayments to suppliers	向供應商預付款	86,434	111,353
Other prepayments and deposits	其他預付款項及按金	4,526	43,747
Other receivables (note b)	其他應收款項(附註b)	34,679	23,131
		133,022	186,706

Notes:

(a) Details of the trade and bills receivables are as follows:

附註:

(a) 貿易應收款項及應收票據之詳情載列如下:

		Unaudited 未經審核 At 30 June 2019 於二零一九年 六月三十日 HK\$'000 港幣千元	Audited 經審核 At 31 December 2018 於二零一八年 十二月三十一日 HK\$'000 港幣千元
Trade and bills receivables	貿易應收款項及應收票據	7,384	8,475
Less: allowance for impairment	減: 減值撥備	(1)	-
Trade and bills receivables – net	貿易應收款項及應收票據淨額	7,383	8,475

Notes to the Interim Financial Information 中期財務資料附註

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

12 TRADE AND OTHER RECEIVABLES (Continued)

Notes: (Continued)

(a) (Continued)

As at 30 June 2019 and 31 December 2018, trade receivables mainly arose from bulk commodity trading. No credit period has been granted to customers of bulk commodity trade business for the six months ended 30 June 2019 (31 December 2018: nil).

The Group normally grants credit terms to its customers according to industry practice together with consideration of their creditability and repayment history. The Group seeks to maintain strict control over its outstanding receivables. Overdue balances are regularly reviewed by senior management.

As at 30 June 2019, loss allowance of HK\$1,000 (31 December 2018: nil) was made against the gross amount of trade and bills receivables.

The following is an ageing analysis of gross trade and bills receivables, presented based on the invoice date at the end of reporting period:

		Unaudited 未經審核 At 30 June 2019 於二零一九年 六月三十日 HK\$'000 港幣千元	Audited 經審核 At 31 December 2018 於二零一八年 十二月三十一日 HK\$'000 港幣千元
Within 90 days	90天內	7,337	378
91-180 days	91-180天	46	8,097
		7,383	8,475

(b) As at 30 June 2019, loss allowance of HK\$361,000 (31 December 2018: HK\$177,000) was made against the gross amount of other receivables.

12 貿易及其他應收款項 (續)

附註：(續)

(a) (續)

於二零一九年六月三十日及二零一八年十二月三十一日，貿易應收款項主要來自大宗商品貿易。截至二零一九年六月三十日止六個月，並無給予大宗商品貿易業務客戶除賬期(二零一八年十二月三十一日：無)。

本集團通常根據業內常規並考慮客戶的信用程度及償還記錄，向彼等授出除賬期。本集團力求對其未收回之應收款項維持嚴格的控制。逾期結餘定期由高級管理層檢視。

於二零一九年六月三十日，已就貿易應收款項及應收票據總額計提虧損撥備港幣1,000元(二零一八年十二月三十一日：無)。

於報告期末按發票日期呈報之貿易應收款項及應收票據總額之賬齡分析如下：

(b) 於二零一九年六月三十日，就其他應收款項的總額計提虧損撥備港幣361,000元(二零一八年十二月三十一日：港幣177,000元)。

Notes to the Interim Financial Information 中期財務資料附註

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

13 OTHER FINANCIAL ASSETS

13 其他金融資產

		Unaudited 未經審核 At 30 June 2019 於二零一九年 六月三十日 HK\$'000 港幣千元	Audited 經審核 At 31 December 2018 於二零一八年 十二月三十一日 HK\$'000 港幣千元
Non-current:	非流動：		
Financial assets measured at fair value through other comprehensive income ("FVOCI") (non-recycling)	按公平值變動計入其他全面收益(「按公平值變動計入其他全面收益」)之金融資產(不可轉入)		
- Equity investments	- 權益投資	4,782	4,984
Current:	流動：		
Financial assets measured at FVOCI (non-recycling)	按公平值變動計入其他全面收益之金融資產(不可轉入)		
Equity investments	權益投資		
- Shares listed in Hong Kong	- 於香港上市的股份	175,260	104,140
Financial assets measured at FVPL	按公平值計入損益的金融資產		
- Shares listed in Hong Kong	- 於香港上市的股份	1,058	1,125
- Unlisted investments	- 非上市投資	314,209	421,847
Financial assets at amortised cost	以攤銷成本入賬的金融資產		
- Unlisted investments with interest ranged from 3.9% to 4.0% (2018: 4.0% to 7.0%) per annum	- 介乎按年3.9%至4.0%(二零一八年：4.0%至7.0%)的附息非上市投資	11,400	74,100
- Structured bank deposits with interest ranged from 3.5% to 4.4% (2018: 2.9% to 4.5%) per annum	- 介乎按年3.5%至4.4%(二零一八年：2.9%至4.5%)的附息結構性銀行存款	142,500	239,400
		644,427	840,612

Notes to the Interim Financial Information 中期財務資料附註

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

14 TRADE AND OTHER PAYABLES

14 貿易及其他應付款項

		Unaudited 未經審核 At 30 June 2019 於二零一九年 六月三十日 HK\$'000 港幣千元	Audited 經審核 At 31 December 2018 於二零一八年 十二月三十一日 HK\$'000 港幣千元
Trade payables (note)	貿易應付款項(附註)	14,364	13,030
Other payables and accruals	其他應付款項及應計款項	33,399	52,516
Deposits received	已收按金	27,636	14,820
Accrual of construction costs	應計工程費用	38,664	40,360
		114,063	120,726

Note:

The following is an ageing analysis of trade payables, presented based on the invoice date at the end of reporting period:

附註：

於報告期末按發票日期呈報的貿易應付款項之賬齡分析如下：

		Unaudited 未經審核 At 30 June 2019 於二零一九年 六月三十日 HK\$'000 港幣千元	Audited 經審核 At 31 December 2018 於二零一八年 十二月三十一日 HK\$'000 港幣千元
Within 1 year	一年內	11,440	10,105
Over 1 year but less than 2 years	超過一年但少於兩年	-	-
Over 2 years but less than 3 years	超過兩年但少於三年	-	2,925
Over 3 years	超過三年	2,924	-
		14,364	13,030

Notes to the Interim Financial Information 中期財務資料附註

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

15 BANK BORROWINGS

15 銀行借貸

		Unaudited 未經審核 At 30 June 2019 於 二零一九年 六月三十日 HK\$'000 港幣千元	Audited 經審核 At 31 December 2018 於 二零一八年 十二月三十一日 HK\$'000 港幣千元
Short-term bank borrowings	短期銀行借貸		
Unsecured	無抵押	200,000	274,100

The short-term bank loans were repayable within one year from the end of the reporting period. The effective interest rate of the short-term bank loans was 4.53% per annum at 30 June 2019 (31 December 2018: 2.67% to 5.90% per annum).

短期銀行貸款須於報告期末起一年內償還。於二零一九年六月三十日，該等短期銀行貸款的實際年利率為4.53%（二零一八年十二月三十一日：年利率介乎2.67%至5.90%）。

16 SHARE CAPITAL

16 股本

		Unaudited 未經審核 At 30 June 2019 於二零一九年 六月三十日		Audited 經審核 At 31 December 2018 於二零一八年 十二月三十一日	
		Number of shares 股份數目 '000 千股	Share capital 股本 HK\$'000 港幣千元	Number of shares 股份數目 '000 千股	Share capital 股本 HK\$'000 港幣千元
Issued and fully paid: At 1 January and at period/ year end	已發行及已繳足： 於一月一日及於期/ 年末	5,808,735	2,185,876	5,808,735	2,185,876

Notes to the Interim Financial Information 中期財務資料附註

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

17 RELATED PARTY TRANSACTIONS

Save as disclosed elsewhere in the interim financial information, during the period, the Group had also entered into the following significant transactions with the following related parties:

(a) Transactions and balances with related parties

17 關連方交易

除中期財務資料內其他部分所披露者外，本集團在期內亦與下列關連方進行以下重大交易：

(a) 與關連方之交易及結餘

Name of related parties 關連方名稱	Nature of transactions/ balances 交易／結餘性質	Unaudited 未經審核	
		Six months ended 30 June 截至六月三十日止六個月	Six months ended 30 June 截至六月三十日止六個月
		2019 二零一九年 HK\$'000 港幣千元	2018 二零一八年 HK\$'000 港幣千元
Wholly-owned subsidiaries of the ultimate holding company of the Company: 本公司最終控股公司之全資附屬公司：			
中國寰島集團有限公司	Other receivables 其他應收款項	480	461
China Chengtong Finance Corporation Ltd. 誠通財務有限責任公司	Deposits 存款	2,422	44,763
	Interest income 利息收入	17	1,393
Hainan Huandao Taide Hotel Property Management Co. Ltd. 海南寰島泰得酒店物業管理有限公司	Property management expenses 物業管理開支	-	147
	Other payables 其他應付款項	-	1,045
中國黑色金屬材料北京公司	Storage fee 儲藏費	72	246
珠海紅塔仁恒包裝股份有限公司	Other income 其他收入	46	451
中國紙業投資有限公司	Sale of coal 銷售煤炭	-	6,887

Notes to the Interim Financial Information 中期財務資料附註

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17 RELATED PARTY TRANSACTIONS (Continued)

(b) Transactions and balances with other relevant government-related entities

The Group itself is part of a larger group of companies controlled by CCHG (CCHG and its subsidiaries are referred to as the “**CCHG Group**”) which is a state-owned enterprise under the direct supervision of the State Council of the PRC. The directors of the Company consider that the Company is ultimately controlled by the government of the PRC and the Group operates in an economic environment currently dominated by entities controlled, jointly controlled or significantly influenced by the PRC government (“**government-related entities**”).

Apart from transactions with CCHG Group, the Group has transactions including but not limited to finance leasing arrangements with other relevant government-related entities.

Details of the transactions with relevant government-related entities are set out below:

17 關連方交易(續)

(b) 與其他相關政府關連實體之交易及結餘

本集團自身為中國國務院直接監管之國有企業誠通控股(誠通控股及其附屬公司合稱「**誠通控股集團**」)旗下一個大型公司集團之一部分。本公司董事認為，本公司受中國政府最終控制，而本集團目前營運所處的經濟環境受中國政府控制、聯合控制或有重大影響之實體(「**政府關連實體**」)主導。

除與誠通控股集團之交易外，本集團還與其他相關政府關連實體進行交易，包括但不限於融資租賃安排。

與相關政府關連實體之交易之詳情載列如下：

		Unaudited 未經審核	
		Six months ended 30 June 截至六月三十日止六個月	
		2019 二零一九年 HK\$'000 港幣千元	2018 二零一八年 HK\$'000 港幣千元
Transactions with other relevant government-related entities:	與其他相關政府關連實體之交易：		
Interest income	利息收入	22,336	23,637
Consultancy service income from finance leasing arrangements	融資租賃安排的諮詢服務收入	8,137	-

In addition, the Group has entered into various transactions involving other purchases and operating expenses with other government-related entities. In the opinion of the directors of the Company, except for the transactions disclosed above, other transactions and balances are considered as individually and collectively insignificant to the operation of the Group for the six months ended 30 June 2019 and 30 June 2018.

此外，本集團亦與其他政府關連實體訂立多項交易，涉及其他採購及經營開支。本公司董事認為，除上文披露的交易外，其他交易及結餘(個別及共同衡量)對截至二零一九年六月三十日及二零一八年六月三十日止六個月本集團營運而言並不屬重大。

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

17 RELATED PARTY TRANSACTIONS (Continued)

(b) Transactions and balances with other relevant government-related entities (Continued)

The Group also has bank deposits, financial assets investments and other general banking facilities with certain banks and financial institutions, which are government-related entities, in its ordinary course of business. In view of the nature of those banking transactions, the directors of the Company are of the opinion that separate disclosure would not be material to the interim financial information.

(c) Remunerations of key management personnel

The remunerations of key management personnel, who are the directors of the Company, during the period were as follows:

17 關連方交易(續)

(b) 與其他相關政府關連實體之交易及結餘(續)

本集團亦於日常業務過程中與屬政府關連實體之若干銀行及金融機構進行銀行存款、金融資產投資及其他一般銀行融資活動。鑒於該等銀行交易的性質，本公司董事認為單獨披露對中期財務資料並無重大影響。

(c) 主要管理人員之酬金

期內主要管理人員(即本公司董事)之酬金如下：

		Unaudited 未經審核	
		Six months ended 30 June 截至六月三十日止六個月	
		2019 二零一九年 HK\$'000 港幣千元	2018 二零一八年 HK\$'000 港幣千元
Short-term benefits and bonus	短期福利及獎金	540	1,020
Post-employment benefits	離職後福利	-	220
		540	1,240

Notes to the Interim Financial Information 中期財務資料附註

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

17 RELATED PARTY TRANSACTIONS (Continued)

- (d) In March 2016, the Group entered into a guarantee agreement (“**Guarantee Agreement**”) with China Chengtong Coal Investment Limited (“**Chengtong Coal**”), a subsidiary of the ultimate holding company of the Company, for a period of three years. The aforesaid guarantee provided by the Group has been discharged during the year ended 30 June 2019.

Pursuant to the Guarantee Agreement, the Group has provided a guarantee by pledging its office premises with net book value of approximately HK\$45,367,000 as at 31 December 2018 and issuing a guarantee letter to the Supreme People’s Court of Guangxi Zhuang Autonomous Region to the extent of RMB53,540,000 (approximately HK\$61,036,000). The Group also entered into a deed of counter-indemnity (“**Indemnity Deed**”) with China Chengtong Hong Kong Company Limited (“**CCHK**”), an intermediate holding company of the Company, pursuant to which CCHK agreed to indemnify the Group in full for its liabilities and loss, if any, which may arise from the above guarantee provided by the Group. Further details of the Guarantee Agreement and Indemnity Deed are disclosed in note 19(b).

Pursuant to the Guarantee Agreement, Chengtong Coal shall pay an annual arrangement fee of 1% over the guarantee amount to the Group. During the six months ended 30 June 2019, the Group recognised guarantee income of HK\$258,000 to the profit or loss for the period (for the six months ended 30 June 2018: HK\$302,000).

17 關連方交易(續)

- (d) 於二零一六年三月，本集團與本公司最終控股公司的附屬公司中國誠通煤業投資有限公司(「誠通煤業」)訂立擔保協議(「擔保協議」)，為期三年。以上由本集團提供的擔保已於截至二零一九年六月三十日止年度解除。

根據擔保協議，本集團於二零一八年十二月三十一日透過抵押其賬面淨值約為港幣45,367,000元的辦公室物業提供擔保，並向廣西壯族自治區高級人民法院出具金額約為人民幣53,540,000元(約港幣61,036,000元)。本集團亦與本公司中介控股公司中國誠通香港有限公司(「誠通香港」)訂立彌償契據(「彌償契據」)，據此，誠通香港同意就本集團提供上述擔保所承擔的責任或遭受的損失(如有)向本集團作出全額彌償。擔保協議及彌償契據的進一步詳情於附註19(b)中披露。

根據擔保協議，誠通煤業須按擔保金額的1%向本集團支付年度安排費用。截至二零一九年六月三十日止六個月期間，本集團於期內的損益確認港幣258,000元(截至二零一八年六月三十日止六個月：港幣302,000元)的擔保收入。

18 CAPITAL COMMITMENTS

Contracted but not provided for:
Purchase of property,
plant and equipment

已訂約但未撥備：
購買物業、廠房及設備

18 資本承擔

	Unaudited 未經審核 At 30 June 2019 於二零一九年 六月三十日 HK\$'000 港幣千元	Audited 經審核 At 31 December 2018 於二零一八年 十二月三十一日 HK\$'000 港幣千元
	8,327	21,601

Notes to the Interim Financial Information 中期財務資料附註

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

19 CONTINGENT LIABILITIES

- (a) As at 30 June 2019, the Group had contingent liabilities in relation to guarantees of approximately HK\$198,696,000 (31 December 2018: HK\$211,918,000) given to banks in respect of mortgage loans granted to purchasers of certain property units.

Pursuant to the terms of the guarantees, upon default in mortgage payments by these purchasers, the Group is responsible to repay the outstanding mortgage principals together with any accrued interest and penalty owed by the defaulted purchasers to the banks, and the Group is entitled to take over the legal title and possession of the related properties.

- (b) On 29 March 2016, the Group entered into the Guarantee Agreement with Chengtong Coal, a subsidiary of the ultimate holding company of the Company, pursuant to which the Group has provided a guarantee by pledging its office premises with net book value of approximately HK\$45,367,000 as at 31 December 2018 and issuing a guarantee letter to Supreme People's Court of Guangxi Zhuang Autonomous Region to the extent of RMB53,540,000 (approximately HK\$61,036,000) for a period of three years. The guarantee was for the purpose of supporting a property preservation order on certain subject assets under a litigation between Chengtong Coal and its debtors.

On 29 March 2016, the Group also entered into the Indemnity Deed with CCHK, pursuant to which CCHK agreed to indemnify the Group in full for its liabilities and loss, if any, which may arise from the aforesaid guarantee provided by the Group.

The aforesaid guarantee provided by the Group has been discharged during the six months ended 30 June 2019.

In the opinion of the directors of the Company, the financial impact arising from providing the above financial guarantees is insignificant and accordingly, they are not accounted for in the interim financial information.

19 或有負債

- (a) 於二零一九年六月三十日，本集團擁有與擔保相關的或有負債約港幣198,696,000元（二零一八年十二月三十一日：港幣211,918,000元），擔保是因銀行向若干物業單位買家授予按揭貸款而提供。

根據擔保條款，若該等買家拖欠按揭付款，本集團有責任向銀行償還違約買家未償還的按揭本金，連同所產生的利息和罰金，而本集團有權接管相關物業的法定業權及所有權。

- (b) 於二零一六年三月二十九日，本公司與本公司最終控股公司的附屬公司誠通煤業訂立擔保協議，據此，本集團已透過質押其於二零一八年十二月三十一日賬面淨值約港幣45,367,000元的辦公室物業及向廣西壯族自治區高級人民法院出具金額約為人民幣53,540,000元（約港幣61,036,000元）為限的保函以提供擔保，期限為三年，以用作支持就誠通煤業與其債務人的訴訟中若干主要資產的財產保全令。

於二零一六年三月二十九日，本集團亦與誠通香港訂立彌償契據，據此，誠通香港同意悉數彌償本集團因向誠通煤業提供以上擔保而可能產生的負債及虧損（如有）。

由本集團所提供的以上擔保已於截至二零一九年六月三十日止六個月期間解除。

本公司董事認為，提供上述財務擔保產生的財務影響輕微，故並無在中期財務資料中入賬。

Notes to the Interim Financial Information 中期財務資料附註

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

20 FAIR VALUE MEASUREMENT OF FINANCIAL INSTRUMENTS

(a) Financial assets measured at fair value

(i) Fair value hierarchy

The following table presents the fair value of the Group's financial instruments measured at the end of the reporting period on a recurring basis, categorised into the three-level fair value hierarchy as defined in HKFRS 13, Fair value measurement. The level into which a fair value measurement is classified is determined with reference to the observability and significance of the inputs used in the valuation technique as follows:

Level 1 valuations: Quoted prices in active markets for identical items (unadjusted);

Level 2 valuations: Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices);

Level 3 valuations: Fair value measured using significant unobservable inputs.

20 金融工具的公平值計量

(a) 以公平值入賬的金融資產

(i) 公平值等級

下表呈列於報告期末按經常性基準計量的本集團金融工具的公平值，歸類為香港財務報告準則第13號「公平值計量」定義的三級公平值等級。公平值計量歸類的層級經參考估值技術中使用的輸入參數的可觀察性及重要性釐定如下：

一級評估：相同項目於活躍市場之報價（未經調整）；

二級評估：除計入一級的報價之外，資產或負債的直接（即價格）或間接（即從價值衍生得出）可觀察輸入數據；

三級評估：使用重大不可觀察輸入數據計量的公平值。

Notes to the Interim Financial Information 中期財務資料附註

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

20 FAIR VALUE MEASUREMENT OF FINANCIAL INSTRUMENTS (Continued)

(a) Financial assets measured at fair value (Continued)

(i) Fair value hierarchy (Continued)

20 金融工具的公平值計量(續)

(a) 以公平值入賬的金融資產(續)

(i) 公平值等級(續)

		Unaudited 未經審核			
		Fair value measurement as at 30 June 2019 於二零一九年六月三十日的公平值計量			
		Level 1	Level 2	Level 3	Fair value as at 30 June 2019 於 二零一九年 六月三十日 的公平值
		一級 HK\$'000 港幣千元	二級 HK\$'000 港幣千元	三級 HK\$'000 港幣千元	HK\$'000 港幣千元
Recurring fair value measurement	經常性公平值計量				
<u>Financial assets:</u>	<u>金融資產:</u>				
Other financial assets:	其他金融資產:				
Financial assets measured at FVOCI (non-recycling):	按公平值變動計入 其他全面收益之金融資產 (不可轉入):				
- unlisted equity investment	- 非上市股權投資	-	-	4,782	4,782
- shares listed in Hong Kong	- 於香港上市的股份	175,260	-	-	175,260
Financial assets measured at FVPL:	按公平值計入損益的金融資產:				
- shares listed in Hong Kong	- 於香港上市的股份	1,058	-	-	1,058
- unlisted investments	- 非上市投資	-	-	314,209	314,209

Notes to the Interim Financial Information 中期財務資料附註

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

20 FAIR VALUE MEASUREMENT OF FINANCIAL INSTRUMENTS (Continued)

(a) Financial assets measured at fair value (Continued)

(i) Fair value hierarchy (Continued)

20 金融工具的公平值計量(續)

(a) 以公平值入賬的金融資產(續)

(i) 公平值等級(續)

				Audited 經審核
				Fair value measurement as at 31 December 2018 於二零一八年十二月三十一日的公平值計量
				Fair value as at 31 December 2018 於 二零一八年 十二月 三十一日 的公平值
Level 1	Level 2	Level 3		
一級 HK\$'000 港幣千元	二級 HK\$'000 港幣千元	三級 HK\$'000 港幣千元		
Recurring fair value measurement				
<u>Financial assets:</u>				
Other financial assets:				
Financial assets measured at FVOCI (non-recycling):				
- unlisted equity investment			4,984	4,984
- shares listed in Hong Kong	104,140		-	104,140
Financial assets measured at FVPL:				
- shares listed in Hong Kong	1,125		-	1,125
- unlisted investments	-	421,847	-	421,847
	<u> </u>	<u> </u>	<u> </u>	<u> </u>

There were no transfers amongst Level 1, Level 2 and Level 3 in the fair value hierarchy during the period/year.

期/年內公平值等級的一級、二級及三級之間概無轉移。

Notes to the Interim Financial Information 中期財務資料附註

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

20 FAIR VALUE MEASUREMENT OF FINANCIAL INSTRUMENTS (Continued)

(a) Financial assets measured at fair value (Continued)

(ii) Valuation techniques and inputs used in Level 3 fair value measurements

		Valuation techniques 估值技術	Significant unobservable inputs 重大不可觀察輸入數據	Range 範圍
Financial assets:	金融資產：			
Other financial assets:	其他金融資產：			
- financial assets measured at FVOCI: unlisted equity investment	- 按公平值變動計入其他全面收益之金融資產： 非上市股權投資	Discounted cash flow 貼現現金流量	Discount rate and discount for lack of marketability 貼現率及缺乏市場流動性貼現	Discount rate: 17.8% (2018: 15.3%) 貼現率：17.8% (二零一八年：15.3%) Discount for lack of marketability: 20% 缺乏市場流動性貼現：20% (2018: 20%) (二零一八年：20%)
- financial assets measured at FVPL: unlisted investments	- 按公平值計入損益之金融資產： 非上市投資	Discounted cash flow 貼現現金流量	Expected yield and discount rate 預期回報及貼現率	Expected yield: 3.96%-9.50% (2018: 3.30%-8.90%) 預期回報： 3.96%-9.50% (二零一八年： 3.30%-8.90%) Discount rate: 3.96%-9.50% (2018: 2.57%-4.90%) 貼現率： 3.96%-9.50% (二零一八年： 2.57%-4.90%)

(b) Fair values of financial assets and liabilities carried at other than fair value

The directors of the Company consider that the carrying amounts of the Group's financial instruments that are measured at amortised cost approximate to their fair values as at 30 June 2019 and 31 December 2018.

20 金融工具的公平值計量(續)

(a) 以公平值入賬的金融資產(續)

(ii) 三級公平值計量使用的估值技術及輸入數據

(b) 按公平值以外列賬的金融資產及負債的公平值

本公司董事認為，本集團按攤銷成本計量的金融工具的賬面值與其於二零一九年六月三十日及二零一八年十二月三十一日之公平值相若。

Management Discussion and Analysis

管理層討論與分析

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

I. RESULTS AND DIVIDEND

For the six months ended 30 June 2019, the consolidated turnover of the Group decreased by approximately 23% to approximately HK\$507.89 million (the corresponding period of last year: approximately HK\$663.39 million). The decrease in turnover was mainly due to the substantial decrease in turnover from bulk commodity trade as a result of weak demand and supply of coal in China during the first half of the year. The profit for the period attributable to owners of the Company was approximately HK\$18.73 million (the corresponding period of last year: approximately HK\$14.27 million), representing a year-on-year increase of approximately 31%. The increase in the profit for the period was mainly due to: (i) a year-on-year decrease in administrative expenses by approximately 15% to approximately HK\$41.55 million (the corresponding period of last year: approximately HK\$49.02 million); (ii) a year-on-year increase in the interest income from deposits and other financial assets recorded under other income by approximately 15% to approximately HK\$25.59 million (the corresponding period of last year: approximately HK\$22.20 million); and (iii) a year-on-year decrease in the income tax expenses by approximately 18% to approximately HK\$12.15 million (the corresponding period of last year: approximately HK\$14.80 million). Mainly as a result of the decrease in turnover from coal trading, consolidated gross profits decreased year-on-year by approximately 14% to approximately HK\$54.93 million (the corresponding period of last year: approximately HK\$63.67 million). Besides, due to the increase in interest rates during the period, finance costs increased year-on-year by approximately 47% to approximately HK\$3.69 million (the corresponding period of last year: approximately HK\$2.51 million), reducing the profit for the period.

The board (“**Board**”) of directors (“**Directors**”) of the Company did not recommend the declaration of any interim dividend for the six months ended 30 June 2019 (the corresponding period of last year: nil).

一. 業績及股息

截至二零一九年六月三十日止六個月，本集團錄得之綜合營業額減少約23%至約港幣5億789萬元(去年同期：約港幣6億6,339萬元)，營業額下降主要是由於上半年國內煤炭供需疲弱的市場情況下，導致大宗商品的煤炭貿易營業額大幅減少。本公司擁有人應佔期內溢利約港幣1,873萬元(去年同期：約港幣1,427萬元)，同比上升約31%，期內溢利上升主要原因是：(i)行政費用同比減少約15%至約港幣4,155萬元(去年同期：約港幣4,902萬元)；(ii)其他收入項下存款及其他金融資產的利息收入同比增加約15%至約港幣2,559萬元(去年同期：約港幣2,220萬元)；及(iii)所得稅開支較去年同期減少約18%至約港幣1,215萬元(去年同期：約港幣1,480萬元)。主要由於煤炭貿易的營業額下跌，導致綜合毛利同比減少約14%至約港幣5,493萬元(去年同期約港幣6,367萬元)；及期內由於利率上升，令融資成本同比增加約47%至約港幣369萬元(去年同期：約港幣251萬元)，減少了期內溢利。

本公司董事(「**董事**」)會(「**董事會**」)不建議就截至二零一九年六月三十日止六個月宣派中期股息(去年同期：無)。

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II. BUSINESS REVIEW

Segment Revenue and Results

The revenue of the Group was mainly derived from the five business segments in the PRC, including property development, property investment, finance leasing, bulk commodity trade and hotel and marine travelling services.

(1) Property Development

During the period under review, the sales revenue from property development of the Group was generated from two projects, namely CCT-Champs-Elysees in Zhucheng City of Shandong Province of the PRC and Chengtong International City in Dafeng City of Jiangsu Province of the PRC. The two aforementioned projects altogether brought a turnover for the property development segment of approximately HK\$16.20 million (the corresponding period of last year: approximately HK\$35.11 million), representing a year-on-year decrease of approximately 54%, and the segment profit before tax decreased to approximately HK\$3.68 million, representing a decrease of approximately 57% as compared to that for the corresponding period of last year (the corresponding period of last year: approximately HK\$8.49 million). Details of the two aforementioned projects are as follows:

(i) Zhucheng City of Shandong Province – CCT-Champs-Elysees

The CCT-Champs-Elysees project, which is wholly-owned by the Group, is located at the northern side of Eastern Section of No. 1 Mizhou West Road, Zhucheng City, Shandong Province, the PRC (Lot No. 01213003). The project has a total site area of approximately 146,006 square metres and has been developing in three phases, which is located in a county level city. During the period under review, despite the implementation of more lenient austerity measures in the third and fourth-tier cities, sales revenue from the project decreased substantially due to limited purchasing power and the tightening mortgage credit lines granted by banks. Mainly because of the decrease in areas sold by approximately 58% to approximately 2,077 square metres as compared to that in the corresponding period of last year (the corresponding period of last year: approximately 4,944 square metres), the sales revenue was approximately HK\$16.20 million (the corresponding period of last year: approximately HK\$34.71 million), representing a year-on-year substantial decrease of approximately 53%. The profit before tax amounted to approximately HK\$5.12 million (the corresponding period of last year: approximately HK\$9.84 million), representing a year-on-year decrease of approximately 48%.

二. 業務回顧

分類收益及業績

本集團業務收入主要來自於中國境內的五項分類業務包括：物業發展、物業投資、融資租賃、大宗商品貿易及酒店和海上旅遊服務。

(1) 物業發展

於回顧期內，本集團的物業發展銷售收入乃來自中國山東省諸城市之誠通香榭里及中國江蘇省大豐市之「誠通國際城」兩個項目，綜合上述兩個項目為本集團帶來物業發展的分類營業額約港幣1,620萬元(去年同期：約港幣3,511萬元)，同比下降約54%，分類除稅前溢利較去年同期減少約57%至約港幣368萬元(去年同期：約港幣849萬元)。上述兩個項目的業務詳情如下：

(i) 山東省諸城市 – 誠通香榭里

本集團全資持有的誠通香榭里項目位於中國山東省諸城市密州西路1號東段北側(地段編號為第01213003號)，總地盤面積約146,006平方米，項目分三期發展，項目所在地是縣級市。於回顧期內，儘管三四線城市受國家調控較為寬鬆，但受購買力所限，加上銀行樓按信貸收縮，導致該項目銷售收入大幅下降。主要由於售出之面積較去年同期減少約58%至約2,077平方米(去年同期：約4,944平方米)，導致銷售收入約港幣1,620萬元(去年同期：約港幣3,471萬元)，同比大幅減少約53%。除稅前溢利約港幣512萬元(去年同期：約港幣984萬元)，同比減少約48%。

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As at 30 June 2019, the unsold areas of phase I, phase II and phase III of CCT-Champs-Elysees project included residential area of approximately 27,308 square metres (as at 31 December 2018: approximately 29,392 square metres) and commercial spaces of approximately 1,410 square metres (as at 31 December 2018: approximately 1,410 square metres) (excluding the leased area of approximately 7,565 square metres (as at 31 December 2018: approximately 7,565 square metres)).

Construction works of phase III of CCT-Champs-Elysees project have commenced, parts of which were sold, while the remaining parts are expected to be completed and delivered in 2020.

(ii) *Dafeng City of Jiangsu Province – Chengtong International City*

The Group holds 66.67% equity interest in “Chengtong International City”, which is located at North Portion of Lot No. 2, Port Serviced Area, Dafeng Ocean Economic Development Area, Dafeng City, Jiangsu Province, the PRC. The total site area is approximately 118,974 square metres and the initial development area was developed in two sections. Dafeng City is a third and fourth-tier city in the territory of the PRC. Given that the project was situated far from the major cities and due to the continued downturn of the real estate market in the region, no sales revenue of the project was recorded during the period under review (the corresponding period of last year: approximately HK\$0.4 million). The loss before tax amounted to approximately HK\$1.44 million (the corresponding period of last year: approximately HK\$1.35 million), representing a year-on-year increase in loss of approximately 7%.

As at 30 June 2019, the unsold residential areas of Chengtong International City project was approximately 10,930 square metres (as at 31 December 2018: approximately 10,930 square metres) and the unsold area of commercial space was approximately 9,540 square metres (as at 31 December 2018: approximately 9,540 square metres).

於二零一九年六月三十日，誠通香榭里項目第一、二、三期未售出之住宅面積約27,308平方米(於二零一八年十二月三十一日：約29,392平方米)及商業面積約1,410平方米(於二零一八年十二月三十一日：約1,410平方米)(不包括已出租約7,565平方米(於二零一八年十二月三十一日：約7,565平方米)之面積)。

誠通香榭里項目第三期土建工程已動工，部份已經銷售，餘下部份預期將於二零二零年期間全數竣工交房。

(iii) *江蘇省大豐市 – 誠通國際城*

本集團持有位於中國江蘇省大豐市大豐海洋經濟開發區口岸服務區2號地塊北側之「誠通國際城」66.67%股權，總地盤面積約118,974平方米，首開區分兩標段開發。大豐市屬於中國境內三、四線城市，由於項目距離大城市較為偏遠及區內房地產市場持續低迷，回顧期內該項目沒有錄得銷售收入(去年同期：約港幣40萬元)，除稅前虧損約港幣144萬元(去年同期虧損：約港幣135萬元)，同比虧損增加約7%。

於二零一九年六月三十日，誠通國際城項目未售出之住宅面積約10,930平方米(於二零一八年十二月三十一日：約10,930平方米)及商業面積約9,540平方米(於二零一八年十二月三十一日：約9,540平方米)。

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Land Resources Development

The Group still planned to dispose of the land situated in Dafeng City, Jiangsu Province, the PRC. 誠通大豐海港開發有限公司 (unofficial English translation being Chengtong Dafeng Harbour Development Limited) (“**Dafeng Development**”), a 66.67%-owned subsidiary of the Company, held a parcel of industrial land situated in the south of Shugang Highway, Dafeng City, Jiangsu Province, the PRC and three parcels of residential and commercial land situated at lot number 1 to 3 in the Port Serviced Area, Ocean Economic Development Zone, Dafeng City, Jiangsu Province.

On 3 July 2014, the Group entered into two resumption agreements with Dafeng Land Reserve Center and Management Committee of the Jiangsu Dafeng Harbour Economic Development Zone (“**Dafeng Harbour Committee**”) and two compensation agreements with the Dafeng Harbour Committee and 江蘇大豐海港控股集團有限公司 (unofficial English translation being Jiangsu Dafeng Harbour Holdings Group Limited). Details of the relevant agreements related to the resumption of land were set out in the Company’s announcement dated 3 July 2014. However, the relevant land has not been resumed as of 30 June 2019 and the date of this announcement.

(2) Property Investment

The rental income from property investment of the Group was generated from the commercial properties of CCT-Champs-Elysees project in Zhucheng City, Shandong Province, the PRC. Leaseable area from the project was approximately 7,565 square metres. Due to the surrender of some tenancies during the period under review, the actual leased area was approximately 5,368 square metres as at 30 June 2019 (as at 30 June 2018: approximately 7,030 square metres), representing a year-on-year decrease of approximately 24%. Accordingly, there was a year-on-year decrease of approximately 22% in the rental income to approximately HK\$1.08 million (the corresponding period of last year: approximately HK\$1.38 million). The profit before tax was approximately HK\$0.93 million (the corresponding period of last year: approximately HK\$1.22 million), representing a year-on-year decrease of approximately 24%.

土地資源開發

本集團仍計劃出售江蘇省大豐市土地。本公司持有66.67%權益之附屬公司誠通大豐海港開發有限公司(「大豐開發」)，持有一塊位於中國江蘇省大豐市疏港公路南側的工業用地，及三塊位於江蘇省大豐市海洋經濟開發區口岸服務區一標至三標段地塊的商住用地。

於二零一四年七月三日，本集團與大豐市土地儲備中心及江蘇大豐港經濟開發區管理委員會(「大豐港委員會」)訂立兩份收回協議，並與大豐港委員會及江蘇大豐海港控股集團有限公司訂立兩份補償協議，土地收回有關協議詳情載於本公司日期為二零一四年七月三日的公告。然而，截至二零一九年六月三十日及本公告日期止，有關土地尚未被收回。

(2) 物業投資

本集團物業投資的租金收入乃來自於中國山東省諸城市的誠通香榭里項目內的商業物業，該項目可用作出租面積約7,565平方米。由於於回顧期內部分商戶退租，導致於二零一九年六月三十日實際已經出租面積約5,368平方米(於二零一八年六月三十日：約7,030平方米)，同比減少約24%，令租金收入同比下跌約22%至約港幣108萬元(去年同期：約港幣138萬元)。除稅前溢利約港幣93萬元(去年同期：約港幣122萬元)，同比減少約24%。

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(3) Finance Leasing

During the period under review, the turnover from the finance leasing business amounted to approximately HK\$33.05 million (the corresponding period of last year: approximately HK\$23.64 million), representing a year-on-year increase of approximately 40%. The profit before tax was approximately HK\$28.23 million (the corresponding period of last year: approximately HK\$18.34 million), representing a year-on-year increase of approximately 54%. The increase in profit was mainly attributable to (i) the recording of income from financing consultancy service of approximately HK\$8.14 million during the period under review, while no such income was recorded during the corresponding period of last year; and (ii) the year-on-year increase in interest and other income by approximately HK\$1.73 million to approximately HK\$2.48 million (the corresponding period of last year: approximately HK\$0.75 million).

(4) Bulk Commodity Trade

During the period under review, turnover from bulk commodity trade business segment was approximately HK\$439.39 million (the corresponding period of last year: approximately HK\$578.42 million), representing a year-on-year decrease of approximately 24%. Segment profit before tax was approximately HK\$0.47 million (the corresponding period of last year: approximately HK\$9.33 million), representing a significant year-on-year decrease of approximately 95%. The details of the trading of coal and steel under bulk commodity trade are as follows:

(i) Trading of Coal

In the first half of 2019, due to the tightened domestic supply of coal and the decrease in coal demand from downstream enterprises, turnover from coal trading decreased significantly as a result of weak demand and supply. During the period under review, the sales volume of coal trading amounted to approximately 320,000 tons (the corresponding period of last year: approximately 520,000 tons), representing a year-on-year decrease of approximately 38%. The average unit selling price decreased by approximately 5% from approximately RMB623 per ton in the corresponding period of last year to approximately RMB593 per ton during the period under review, resulting in a year-on-year decrease in turnover by approximately 49% to approximately HK\$218.54 million (the corresponding period of last year: approximately HK\$430.49 million). Mainly due to the decrease in sales volume, gross profit decreased year-on-year by approximately HK\$6.32 million to approximately HK\$0.64 million (the corresponding period of last year: approximately HK\$6.96 million). Accordingly, there was a turnaround from profit to loss for the period under review during which a loss before tax of approximately HK\$0.85 million was recorded, while a profit before tax of approximately HK\$4.93 million was recorded during the corresponding period of last year.

(3) 融資租賃

於回顧期內，融資租賃業務的營業收入約港幣3,305萬元(去年同期：約港幣2,364萬元)，同比增加約40%。除稅前溢利約港幣2,823萬元(去年同期：約港幣1,834萬元)，同比上升約54%，溢利增加主要原因是：(i)於回顧期內錄得融資諮詢服務收入約港幣814萬元，而去年同期沒有錄得相關收入；及(ii)利息及其他收入同比增加約港幣173萬元至約港幣248萬元(去年同期：約港幣75萬元)。

(4) 大宗商品貿易

於回顧期內，來自大宗商品貿易的分類營業額約港幣4億3,939萬元(去年同期：約港幣5億7,842萬元)，同比減少約24%，分類除稅前溢利約港幣47萬元(去年同期：約港幣933萬元)，同比大幅減少約95%。大宗商品貿易項下之煤炭貿易及鋼材貿易業務詳情如下：

(i) 煤炭貿易

二零一九年上半年因國內煤炭產地供應緊張，而下游企業也減少煤炭需求，在供需疲弱的市場情況下，導致煤炭貿易營業收入大幅減少。於回顧期內，煤炭貿易銷售量約32萬噸(去年同期：約52萬噸)，同比減少約38%，加上銷售平均單價由去年同期每噸約人民幣623元減少約5%至於回顧期內的每噸約人民幣593元，導致營業額較去年同期下跌約49%至約港幣2億1,854萬元(去年同期：約港幣4億3,049萬元)。主要由於銷售量下跌，毛利同比減少約港幣632萬元至約港幣64萬元(去年同期：約港幣696萬元)。因此，回顧期內轉盈為虧錄得除稅前虧損約港幣85萬元，而去年同期錄得除稅前溢利約港幣493萬元。

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(ii) Steel and Non-ferrous Metal Trade

In the first half of 2019, demand for steel in the domestic market remained stable. However, due to the faster growth of steel production capacity, the steel market revealed an oversupply condition where steel prices continued to fall. The sales volume of steel was approximately 58,719 tons (the corresponding period of last year: approximately 35,337 tons), representing a year-on-year increase of approximately 66%.

During the period and for the corresponding period of last year, no turnover was recorded for non-ferrous metal. The turnover of steel was approximately HK\$220.85 million (the corresponding period of last year: HK\$147.93 million), representing a year-on-year increase of approximately 49%. Due to a decrease in the average unit selling price of steel by approximately 4% from approximately RMB3,404 per ton for the corresponding period of last year to approximately RMB3,271 per ton for the period under review, gross profit decreased by approximately 23% year-on-year to approximately HK\$3.67 million (the corresponding period of last year: approximately HK\$4.77 million). Also, as selling expenses increased from that for the corresponding period of last year, profit before tax amounted to approximately HK\$1.32 million (the corresponding period of last year: approximately HK\$4.40 million), representing a year-on-year decrease of approximately 70%.

(5) Hotel and Marine Travelling Services

The hotel and marine travelling services mainly consist of marine travelling business, hotel operation and travelling agency business.

(i) Marine Travelling Business

During the period under review, the turnover of the marine travelling business was approximately HK\$18.12 million (the corresponding period of last year: approximately HK\$23.12 million), representing a year-on-year decrease of approximately 22%, which was mainly attributable to the substantial decrease in the number of tourists travelling to Yalong Bay in Sanya during the first half of the year as a result of the negative impacts of the property-purchase limitation policies in Hainan and the diversion of tourists to other cities and counties in Hainan and the newly developed tourist areas in Sanya. Due to the decrease in turnover, gross profit decreased by approximately 33% year-on-year from approximately HK\$14.00 million to approximately HK\$9.44 million. There was a turnaround from profit to loss for the period under review which a loss before tax of approximately HK\$0.10 million was recorded, while a profit before tax of approximately HK\$3.58 million was recorded during the corresponding period of last year.

(ii) 鋼材及有色金屬貿易

二零一九年上半年，國內市場鋼材需求保持平穩。但受鋼鐵產能增長較快影響，鋼材市場呈現供大於求局面，鋼材價格繼續下降。鋼材貿易的銷售量約58,719噸(去年同期：約35,337噸)，同比增加約66%。

期內及去年同期沒有錄得有色金屬貿易的營業額。鋼材營業額約港幣2億2,085萬元(去年同期：約港幣1億4,793萬元)，同比增加約49%。鋼材銷售平均單價由去年同期每噸約人民幣3,404元下跌約4%至於回顧期內的每噸約人民幣3,271元，令毛利同比下跌約23%至約港幣367萬元(去年同期：約港幣477萬元)，加上銷售費用較去年同期增加，導致除稅前盈利約港幣132萬元(去年同期：約港幣440萬元)，同比減少約70%。

(5) 酒店和海上旅遊服務

酒店和海上旅遊服務主要包括：海上旅遊業務、酒店經營及旅行社業務。

(i) 海上旅遊業務

於回顧期內，海上旅遊業務的營業額約港幣1,812萬元(去年同期：約港幣2,312萬元)，同比減少約22%，主要原因是由於海南房地產受限購政策，及海南其他市縣、三亞新發展旅遊區對遊客的分流等原因的負面影響，上半年三亞亞龍灣遊客數量大幅下降。由於營業額下跌，毛利從去年同期約港幣1,400萬元減少約33%至約港幣944萬元，回顧期內轉盈為虧錄得除稅前虧損約港幣10萬元，而去年同期錄得除稅前溢利約港幣358萬元。

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(ii) Hotel Business

Due to the renovation of hotel and temporary suspension of business since March 2018, no turnover was recorded during the period under review (the corresponding period of last year: approximately HK\$1.61 million). Loss before tax amounted to approximately HK\$3.60 million (loss for the corresponding period of last year: approximately HK\$4.05 million), representing a year-on-year decrease in loss of approximately 11%, which was mainly attributable to the decrease in selling and administrative expenses.

(iii) Travelling Agency Business

During the period under review, the turnover of the travelling agency business was approximately HK\$0.05 million (the corresponding period of last year: approximately HK\$0.11 million), representing a year-on-year decrease of approximately 55%. Loss before tax was approximately HK\$0.21 million (loss for the corresponding period of last year: approximately HK\$0.36 million), representing a decrease in loss of approximately 42%.

The above three businesses contributed a total segment turnover of approximately HK\$18.17 million (the corresponding period of last year: approximately HK\$24.84 million), representing a year-on-year decrease of approximately 27%. Segment loss before tax amounted to approximately HK\$3.91 million (loss for the corresponding period of last year: approximately HK\$0.83 million), representing an increase in loss of approximately HK\$3.08 million.

Other income

The aggregate amount of other income for the period was approximately HK\$27.58 million (for the corresponding period of last year: approximately HK\$24.81 million), representing a year-on-year increase of approximately 11%, which mainly included interest income from deposits and other financial assets of approximately HK\$25.59 million (the corresponding period of last year: approximately HK\$22.20 million) and fair value gain on other financial assets measured at fair value through profit or loss of approximately HK\$0.40 million (the corresponding period of last year: approximately HK\$1.34 million).

(ii) 酒店業務

酒店自二零一八年三月起進行裝修及暫停營業，於回顧期內沒有營業收入(去年同期：約港幣161萬元)。除稅前虧損約港幣360萬元(去年同期虧損：約港幣405萬元)，虧損同比減少約11%，主要原因是銷售及行政費用減少所致。

(iii) 旅行社業務

於回顧期內，旅行社業務的營業額約港幣5萬元(去年同期：約港幣11萬元)，同比下跌約55%，除稅前虧損約港幣21萬元(去年同期虧損：約港幣36萬元)，虧損減少約42%。

綜合上述三項業務共為本集團帶來分類營業額約港幣1,817萬元(去年同期：約港幣2,484萬元)，同比下降約27%。分類除稅前虧損約港幣391萬元(去年同期虧損：約港幣83萬元)，虧損增加約港幣308萬元。

其他收入

期內，其他收入總金額約港幣2,758萬元(去年同期：約港幣2,481萬元)，同比增加約11%，主要包括存款及其他金融資產之利息收入約港幣2,559萬元(去年同期：約港幣2,220萬元)，及按公平值計入損益的其他金融資產之公平值收益約港幣40萬元(去年同期：約港幣134萬元)。

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Selling and administrative expenses

The selling expenses for the period was approximately HK\$7.94 million (the corresponding period of last year: approximately HK\$7.89 million), which was similar with that for the corresponding period of last year. Administrative expenses amounted to approximately HK\$41.55 million (the corresponding period of last year: approximately HK\$49.02 million), representing a year-on-year decrease of approximately 15%, which was mainly due to the decrease in staff cost as a result of the temporary suspension of the hotel business for renovation during the period, and the decrease in amortisation of prepaid land lease payments during the period following the disposal of Cuidao Hotspring Hotel in September last year.

Finance costs

The total finance costs for the period were approximately HK\$5.54 million (the corresponding period of last year: approximately HK\$3.34 million), representing a year-on-year increase of approximately 66%, which was mainly due to the year-on-year increase in the borrowing interest rates in Hong Kong. After deducting the finance costs of approximately HK\$1.86 million (the corresponding period of last year: approximately HK\$0.82 million) which were capitalised during the period under review, the net finance costs were approximately HK\$3.68 million (the corresponding period of last year: approximately HK\$2.51 million), representing a year-on-year increase of approximately 47%. The finance costs consist mainly of interest on bank borrowings.

III. OUTLOOK

Currently, the Group is engaged in finance leasing, property development and property investment, bulk commodity trade, hotel and marine travelling services.

For finance leasing, the Group actively plans to expand the finance leasing business to promote the transformation and upgrading of existing business. During the period, two sales and leaseback projects were completed. At the same time, the Group also spent more effort in doing research on business areas including transport logistics, energy conservation, environmental protection, high-end equipment and “One Belt and One Road” cross-border leasing, and also reserved a number of projects. Looking into the second half of the year, the Group will strengthen the deployment of professional teams to expand the scale of the finance leasing business and to strengthen the communication with domestic and foreign banks and financial institutions with a view to achieving breakthrough in obtaining bank credit facilities. The Group will fully utilise the advantage of the background of its ultimate controlling shareholder and will, under the premise of strict control of operating risk, consolidate the existing resources in further strengthening and enlarging the scale of the finance leasing business with a view to improving profitability.

銷售及行政費用

期內，銷售費用約港幣794萬元(去年同期：約港幣789萬元)，與去年同期相若。行政費用約港幣4,155萬元(去年同期：約港幣4,902萬元)，同比減少約15%。主要原因是期內酒店業務暫停營業及進行裝修導致員工成本減少；及去年九月由於出售翠島溫泉酒店，令期內的預付土地租賃付款攤銷費用減少。

融資成本

期內，融資總成本約港幣554萬元(去年同期：約港幣334萬元)，同比上升約66%，主要原因是香港貸款利率同比上升。扣除於回顧期內資本化融資成本約港幣186萬元(去年同期：約港幣82萬元)，融資淨成本約港幣368萬元(去年同期：約港幣251萬元)，同比增加約47%。融資成本主要為銀行借款利息。

三. 前景展望

本集團目前從事的主營業務為融資租賃、物業發展及物業投資、大宗商品貿易、酒店和海上旅遊服務。

關於融資租賃，本集團積極謀劃做大融資租賃業務，推動現有業務轉型升級，期內完成了兩項售後回租項目；同時亦加大了對交通物流、節能環保、高端裝備、「一帶一路」跨境租賃等業務領域的研究，儲備了多個項目。於下半年，本集團將加強專業團隊引進力度，在做大融資租賃業務規模的同時，加強與境內外銀行等金融機構的溝通，力爭在銀行授信融資工作上取得突破。本集團將充分發揮最終控股股東的背景優勢，在嚴控經營風險的前提下，整合現有資源進一步做強做大融資租賃業務規模，提高盈利能力。

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For property development and property investment, the overall strategy of the Group is to exit the investment in some projects selectively and recover cash flow to serve the strategic transformation of the Group. During the first half of the year, while expediting the sales of existing properties, the Group promoted the development and construction of land lot number 3 in Phase III of the CCT-Champs-Elysees project with the intention to exit the investment upon final completion of the development of the project. At the same time, the Group also intends to push ahead the equity restructuring in respect of the Chengtong International City project in Dafeng City, Jiangsu Province, the PRC with other potential partners.

For bulk commodity trade, the Group will actively seek to commence business cooperation with its related party, Chengtong International Limited, an indirect non-wholly owned subsidiary of CCHG, to jointly carry out international trade business. The Group will make appropriate announcement in a timely manner to disclose further details when the parties reach an agreement.

For hotel and marine travelling services, the key work for the first half of 2019 was to push ahead the alteration work of 海南寰島海底世界酒店 (unofficial English translation being Hainan Huandao Underwater World Hotel). The alteration work has been completed and the hotel has resumed its business operation.

關於物業發展和物業投資，本集團的總體策略是選擇性退出部分項目，回收現金資源服務於本集團戰略轉型。今年上半年，本集團在加快銷售的同時，推進誠通香榭里三期三標段的開發建設，擬在項目最終開發完成後退出；本集團擬推進與其他潛在合作伙伴有關位於中國江蘇省大豐市的誠通國際城項目的股權重組工作。

關於大宗商品貿易，本集團將積極尋求與關連單位，誠通國際貿易有限公司(誠通控股的間接非全資附屬公司)，共同合作開展國際貿易業務，並將於達成協議時及時作出適當公告以披露進一步詳情。

關於酒店和海上旅遊服務，今年上半年的重點工作是推進海南寰島海底世界酒店的改建工作。該改建工程已竣工，酒店亦已重新開業。

IV. ASSET STRUCTURE, LIQUIDITY AND FINANCIAL RESOURCES

The Group continues to maintain a sound financial position. As at 30 June 2019, equity attributable to owners of the Company amounted to approximately HK\$2,851.16 million (as at 31 December 2018: approximately HK\$2,761.71 million), representing an increase of approximately HK\$89.45 million as compared with that as at 31 December 2018. As at 30 June 2019, the total assets of the Group amounted to approximately HK\$3,557.94 million, representing a decrease of approximately HK\$32.36 million as compared to that as at 31 December 2018. The amount of total current assets of the Group was approximately HK\$2,823.92 million, accounting for approximately 79% of the total assets and representing a decrease of approximately HK\$187.77 million as compared to that as at 31 December 2018. The current ratio was approximately 5.4 times, representing an increase of approximately 15% as compared to approximately 4.7 times as at 31 December 2018. The total non-current assets of the Group amounted to approximately HK\$734.02 million, accounting for approximately 21% of the total assets and representing an increase of approximately HK\$155.41 million as compared to that as at 31 December 2018.

四. 資產結構、資本流動性及財政資源

本集團繼續維持良好的財務狀況。於二零一九年六月三十日，本公司擁有人應佔之權益約港幣28億5,116萬元(於二零一八年十二月三十一日：約港幣27億6,171萬元)，較於二零一八年十二月三十一日的本公司擁有人應佔之權益增加約港幣8,945萬元。於二零一九年六月三十日，本集團的資產總值約港幣35億5,794萬元，較於二零一八年十二月三十一日減少約港幣3,236萬元。本集團流動資產總值約港幣28億2,392萬元，佔總資產值約79%，較於二零一八年十二月三十一日減少約港幣1億8,777萬元，流動比率約5.4倍，較於二零一八年十二月三十一日約4.7倍增加約15%。本集團的非流動資產總值約港幣7億3,402萬元，佔總資產值約21%，較於二零一八年十二月三十一日增加約港幣1億5,541萬元。

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As at 30 June 2019, the total liabilities of the Group amounted to approximately HK\$572.88 million, representing a decrease of approximately HK\$120.28 million as compared with that of approximately HK\$693.16 million as at 31 December 2018. The total non-current liabilities of the Group amounted to approximately HK\$45.35 million, accounting for approximately 8% of the total liabilities and representing a decrease of approximately HK\$6.45 million as compared with that as at 31 December 2018. The total current liabilities of the Group amounted to approximately HK\$527.53 million, accounting for approximately 92% of total liabilities and representing a decrease of approximately HK\$113.83 million as compared with that as at 31 December 2018.

As at 30 June 2019, the Group held cash and deposits (including pledged bank deposits, deposits in other financial institution, bank balances and cash) of approximately HK\$1,077.37 million, primarily in Renminbi (“RMB”), Hong Kong dollars (“HKD”) and the United States dollars (“USD”), accounting for approximately 30% and approximately 36% of the total assets and the net assets respectively and representing an increase of approximately HK\$169.95 million as compared with the cash and deposits as at 31 December 2018, indicating that the Group had a strong liquidity position.

As at 30 June 2019, the bank borrowings of the Group amounted to HK\$200 million, representing a decrease of HK\$74.10 million as compared with the bank borrowings of HK\$274.10 million as at 31 December 2018. As at 30 June 2019, the bank borrowings was a revolving loan denominated in HKD with a final repayment date in the year of 2020. The effective interest rate of the bank borrowings was approximately 4.53% per annum. The Group expects that it will have sufficient financial resources to cope with the commitments and liabilities for the following year. During the period under review, the interest coverage ratio (as calculated by dividing consolidated profit before income tax and finance costs by finance costs) was approximately 9 times (the corresponding period of last year: approximately 12.8 times), representing a year-on-year decrease of approximately 30%. The decrease in interest coverage ratio was mainly due to the year-on-year increase in the borrowing interest rate in Hong Kong.

V. DEBT TO EQUITY RATIO

The debt to equity ratio (calculated by dividing total interest-bearing borrowings by total equity) as at 30 June 2019 was approximately 6.7%, representing a decrease of approximately 2.8% as compared with the debt to equity ratio of approximately 9.5% as at 31 December 2018, which indicated a stable financial position and a low liability level of the Group.

於二零一九年六月三十日，本集團的負債總額約港幣5億7,288萬元，較於二零一八年十二月三十一日的負債總額約港幣6億9,316萬元減少約港幣1億2,028萬元。本集團的非流動負債總額約港幣4,535萬元，佔負債總額約8%，較於二零一八年十二月三十一日的非流動負債總額減少約港幣645萬元。本集團的流動負債總額約港幣5億2,753萬元，佔負債總額約92%，較於二零一八年十二月三十一日的流動負債總額減約港幣1億1,383萬元。

於二零一九年六月三十日，本集團持有現金及存款(包括已抵押銀行存款、於其他金融機構存款及銀行結存及現金)約港幣10億7,737萬元，主要以人民幣(「人民幣」)、港幣(「港幣」)及美元(「美元」)計值，分別佔資產總值及資產淨值約30%及約36%，較於二零一八年十二月三十一日的現金及存款增加約港幣1億6,995萬元，反映本集團資金流動性強。

於二零一九年六月三十日，本集團的銀行借款港幣2億元，較於二零一八年十二月三十一日的銀行借款港幣2億7,410萬元減少港幣7,410萬元。於二零一九年六月三十日，銀行借款為以港幣計值的循環貸款，最後還款日在二零二零年，銀行借款實際年利率約4.53%。本集團預期具備足夠財務資源以應付來年之承擔及負債，於回顧期內，利息保障比率(其計算方式為綜合除所得稅及融資成本前溢利除融資成本)約9倍(去年同期：約12.8倍)，同比減少約30%，利息保障比率減少主要原因是香港貸款利率同比上升。

五. 負債與權益比率

於二零一九年六月三十日之負債權益比率(其計算方式為附息貸款總和除以總權益)約6.7%，較於二零一八年十二月三十一日之負債權益比率約9.5%，減少約2.8%，反映本集團財政狀況穩健，負債仍然維持在低水準。

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VI. SIGNIFICANT INVESTMENTS

Details of the significant investments in the portfolio under other financial assets as at 30 June 2019 are as follows:

Description of investment	Interest rate per annum (approximate)	Approximate investment amount as at 30 June 2019	Fair value as at 30 June 2019	Approximate percentage to the Group's total assets as at 30 June 2019	Fair value change in 2019
投資概述	概約年利率	於二零一九年六月三十日的概約投資金額 ('000) (千元)	於二零一九年六月三十日的公平值 (HK\$'000) (港幣千元)	佔於二零一九年六月三十日本集團資產總值的概約百分比	二零一九年公平值變動 (HK\$'000) (港幣千元)
254,000,000 shares in Honghua Group Limited (Stock code: 196) (Note 1) 宏華集團有限公司(股份代號: 196) 254,000,000股股份(附註1)	N/A	HK\$195,580 港幣195,580	175,260	4.9%	71,120 (Note 2) (附註2)
Unlisted trust schemes and investment products issued by PRC banks and financial institutions 由中國的銀行及金融機構的 非上市信託計劃及發行的投資產品	5.0%–9.5%	RMB275,622 人民幣275,622	314,209	8.8%	471 (Note 3) (附註3)
Unlisted interest bearing wealth management products issued by PRC banks 中國的銀行付息非上市理財產品	3.9%–4.0%	RMB10,000 人民幣10,000	11,400	0.3%	–
Interest bearing structured bank deposits with PRC banks 中國的付息結構性銀行存款	3.5%–4.4%	RMB125,000 人民幣125,000	142,500	4.0%	–

Note 1: The principal businesses of Honghua Group Limited are manufacturing of drilling rigs, offshore engineering, manufacturing of oil & gas exploitation equipment and providing drilling services. During the period under review, Honghua Group Limited did not declare any dividend.

Note 2: The financial asset is measured at fair value through other comprehensive income (non-recycling).

Note 3: The financial asset is measured at fair value through profit or loss.

於二零一九年六月三十日，其他金融資產內的重大投資詳情如下：

Description of investment	Interest rate per annum (approximate)	Approximate investment amount as at 30 June 2019	Fair value as at 30 June 2019	Approximate percentage to the Group's total assets as at 30 June 2019	Fair value change in 2019
投資概述	概約年利率	於二零一九年六月三十日的概約投資金額 ('000) (千元)	於二零一九年六月三十日的公平值 (HK\$'000) (港幣千元)	佔於二零一九年六月三十日本集團資產總值的概約百分比	二零一九年公平值變動 (HK\$'000) (港幣千元)
254,000,000 shares in Honghua Group Limited (Stock code: 196) (Note 1) 宏華集團有限公司(股份代號: 196) 254,000,000股股份(附註1)	N/A	HK\$195,580 港幣195,580	175,260	4.9%	71,120 (Note 2) (附註2)
Unlisted trust schemes and investment products issued by PRC banks and financial institutions 由中國的銀行及金融機構的 非上市信託計劃及發行的投資產品	5.0%–9.5%	RMB275,622 人民幣275,622	314,209	8.8%	471 (Note 3) (附註3)
Unlisted interest bearing wealth management products issued by PRC banks 中國的銀行付息非上市理財產品	3.9%–4.0%	RMB10,000 人民幣10,000	11,400	0.3%	–
Interest bearing structured bank deposits with PRC banks 中國的付息結構性銀行存款	3.5%–4.4%	RMB125,000 人民幣125,000	142,500	4.0%	–

附註1：宏華集團有限公司的主要業務為製造鑽機、離岸工程、製造油氣開採設備及提供鑽探服務。於回顧期內，宏華集團有限公司沒有宣派任何股息。

附註2：本金融資產乃按公平值計入其他全面收益(不可轉入)之方法計量。

附註3：本金融資產乃按公平值計入損益之方法計量。

For more details of the Group's other financial assets, please refer to note 13 in the interim financial information. Looking ahead, the Group anticipates to receive investment income from these investments and the Group intends to actively explore other potential investment opportunities to maximise shareholder's value.

有關本集團其他金融資產的詳情請參閱中期財務資料附註13。展望未來，本集團預期自該等投資取得投資收入，且本集團有意積極探求其他具潛力的投資機遇，將股東價值最大化。

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VII. TREASURY POLICIES

The business activities and operation of the Group are mainly carried out in Mainland China and Hong Kong, with transactions denominated in RMB, HKD and USD, which expose the Group to foreign currency risks. The HKD-denominated bank borrowings of the Group of HK\$200 million were based on floating interest rates which exposed the Group to interest rate risks. The Group will use interest rate and foreign currency swaps and forward foreign exchange contracts as and when appropriate for risk management and hedging purposes with a view to managing the Group's exposure to interest rate and foreign exchange rate fluctuations. It is the Group's policy not to enter into derivative financing transactions for speculative purposes. It is also the Group's policy not to invest in financial products with significant underlying leverage or derivative exposure including hedge funds or similar products.

VIII. INTEREST RATE RISK

As at 30 June 2019, the Group's bank borrowings of HK\$200 million were based on floating interest rates. With the sufficient capital and strong liquidity of the banks in Hong Kong and the recent interest rate reduction policy implemented by the government of the United States, the floating interest rates are stabilised at a low level. Although the Group does not currently have any hedging measures against such interest rate risks, the Group will continue to closely monitor the risks arising from such interest rate fluctuation. When interest rate rises, hedging instruments will be used in due course to reduce the interest rate risks caused by the HKD-denominated bank borrowings which are based on floating interest rates.

IX. FOREIGN EXCHANGE RISK

During the period under review, the Group's businesses were principally conducted in RMB, while most of the Group's assets and liabilities were denominated in HKD and RMB. Any fluctuation in the exchange rate of HKD against RMB may have an impact on the Group's results. As at 30 June 2019, the net assets of the Group's business within the territory of the PRC were approximately RMB2,038.96 million. According to HKASs, such amount of net assets denominated in RMB should be converted at the exchange rate applicable as at the end of the reporting period. As at 30 June 2019, the exchange rate of RMB remained similar as that at the end of last year and the Group's foreign exchange reserve decreased by approximately HK\$0.20 million. Although foreign currency fluctuations during the period under review did not pose significant risks to the Group and the Group does not currently have any hedging measures against such exchange risks, the Group will still continue to closely monitor the risks arising from such currency fluctuations.

X. PLEDGE OF ASSETS

As at 30 June 2019, pledged bank deposits of the Group in the sum of approximately HK\$1.26 million were pledged as security for banking facilities granted to mortgagees (as at 31 December 2018: approximately HK\$1.26 million). The remaining balance of approximately HK\$0.28 million of the Group's pledged bank deposit (as at 31 December 2018: approximately HK\$2.56 million) was guaranteed deposits.

七. 理財政策

本集團之業務活動及營運所在地主要在中國內地及香港，交易以人民幣、港幣及美元計值，令本集團承受外匯風險。本集團之港幣銀行借款2億元以浮息為基礎，令本集團承受利率風險。本集團將在適當時候以利率與外匯掉期及遠期外匯合約用作風險管理、對沖交易，以及調控本集團面對之利率與匯率波動風險。本集團之政策是不參與投機性之衍生融資交易，亦不會投資於具有重大相關槓桿效應或衍生風險之金融產品上，包括對沖基金或類似之產品。

八. 利率風險

於二零一九年六月三十日，本集團之銀行借款港幣2億元是以浮息為基礎，由於香港銀行資金充裕流動性強，加上近期美國政府實施減息政策，浮息利率仍處於穩定低水準。儘管本集團現時並無就該等利率風險採取任何對沖措施，本集團將會密切監控有關利率波動產生的風險，在利率趨升時，適時採用利率對沖工具，以減少港幣銀行借款以浮息為基礎產生的利率風險。

九. 外匯風險

於回顧年內，本集團主要以人民幣進行業務，而本集團的大部分資產及負債以港幣及人民幣計值，港幣兌人民幣的匯率波動可能對本集團的業績產生影響。於二零一九年六月三十日，本集團位於中國境內業務之資產淨值約人民幣20億3,896萬元，遵照香港會計準則，該人民幣資產淨值應按本公告期間結算日之適用匯率換算。於二零一九年六月三十日人民幣的匯率與去年底相若，減少本集團外匯儲備約港幣20萬元，儘管期內外匯波動並無使本集團面對重大風險且我們現時並無就該等外匯風險採取任何對沖措施，本集團也將會密切監控有關貨幣波動可能產生的風險。

十. 資產抵押

於二零一九年六月三十日，本集團的已抵押銀行存款中約港幣126萬元(於二零一八年十二月三十一日：約港幣126萬元)為授予按揭人之銀行融資的抵押。餘下約港幣28萬元的本集團之已抵押銀行存款(二零一八年十二月三十一日：約港幣256萬元)為保證存款。

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XI. CAPITAL COMMITMENTS AND CONTINGENT LIABILITIES

As at 30 June 2019, the Group's capital commitments consisted of the purchase of property, plant and equipment. The purchase will be funded by internal resources of the Group. Please refer to notes 18 and 19 in the interim financial information for details of the capital commitments and contingent liabilities of the Group.

XII. FUTURE PLANS FOR MATERIAL INVESTMENTS OR CAPITAL ASSETS

Save as disclosed in this report, the Group does not have any other future plans for material investments or capital assets in the coming year.

XIII. HUMAN RESOURCES AND EMOLUMENT POLICY

As at 30 June 2019, the Group employed a total of 274 employees (as at 31 December 2018: 267), of which 11 (as at 31 December 2018: 11) were based in Hong Kong and 263 (as at 31 December 2018: 256) were based in Mainland China. During the period under review, the total staff costs of the Group (including directors' emoluments and provident funds) were approximately HK\$32.12 million. Employees' remunerations are determined in accordance with the employees' experiences, competence, qualifications, nature of duties, and current market trend so as to maintain competitiveness. Apart from basic salary, discretionary bonus and other incentives are offered to the employees of the Group as a reward for their performance and contributions. The emoluments of the Directors are determined having regard to the Company's corporate goals and the individual performance of the Directors.

The Company has adopted a share option scheme under which the Company may grant options to Directors and eligible employees to subscribe for shares of the Company. The Company has also adopted a share award scheme, under which shares of the Company will be awarded, with the approval of the Board, to selected employees to recognise their contribution and to give them incentives thereto in order to retain them for the continual operation and development of the Group, as well as to attract suitable personnel for the growth and further development of the Group.

In addition, the Group provides or subsidises various training programs and courses to its employees according to business needs. The Group ensures that its employees are kept updated with relevant laws and regulations, such as the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules"), accounting standards, risk management knowledge, labour regulations and the employee's code of conduct.

XIV. EVENT AFTER REPORTING PERIOD

Subsequent to the end of the reporting period, on 8 August 2019, the Group, as lender, entered into a loan agreement with 中國寰島集團有限公司, a wholly-owned subsidiary of CCHG, to provide a loan in the principal amount of RMB30,000,000 for a term of one year. The interest rate for the loan is 9% per annum. Please refer to the announcement of the Company dated 8 August 2019 for more details.

十一. 資本承擔及或有負債

於二零一九年六月三十日，本集團的資本承擔為購置物業、廠房及設備。有關採購由本集團內部資源撥資。有關本集團資本承擔及或有負債之詳情請參閱中期財務資料內附註18及19。

十二. 重大投資或資本資產之未來計劃

除本報告所披露者外，本集團於來年並無任何其他重大投資或資本資產之未來計劃。

十三. 人力資源及薪酬政策

於二零一九年六月三十日，本集團共僱用274名僱員(於二零一八年十二月三十一日：267名)，其中11名(於二零一八年十二月三十一日：11名)受僱於香港，263名(於二零一八年十二月三十一日：256名)受僱於中國內地。於回顧期內，本集團之員工成本總額(包括董事酬金及強積金)約為港幣3,212萬元。員工薪酬乃根據彼等經驗、技能、資格、職責性質及當前市場趨勢釐定以保持競爭力。除基本薪酬外，本集團向僱員發放酌情花紅等獎勵以表揚彼等之表現及貢獻。董事之薪酬經參考本公司企業目標、個別董事之表現釐定。

本公司採納一項購股權計劃，據此可向董事及合資格僱員授出購股權以認購本公司股份。本公司亦已採納一項股份獎勵計劃，據此，經董事會批准，可向經甄選僱員授出本公司股份，作為認同彼等的貢獻並予以獎勵之措施，以留聘彼等為本集團之持續經營及發展以及吸引合適人才為本集團之成長及進一步發展效力。

此外，本集團根據業務需求向其僱員提供或資助不同之培訓課程以確保其僱員能及時更新對相關法律法規的知識，如聯交所證券上市規則(「上市規則」)、會計準則、風險管理、勞工條例及員工守則等。

十四. 報告期後事項

於報告期結束後，於二零一九年八月八日，本集團(作為貸款人)與誠通控股之全資附屬公司，中國寰島集團有限公司，訂立貸款協議並同意向其提供本金額為人民幣30,000,000元的貸款，為期一年，貸款的年利率為9%。詳情請參照本公司日期為二零一九年八月八日之公告。

Other Information 其他資料

PURCHASE, SALE AND REDEMPTION OF LISTED SECURITIES

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

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

As at 30 June 2019, Directors and chief executive of the Company who had any interests or short positions in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong) ("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 Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers ("Model Code") as set out in Appendix 10 to the Listing Rules are as follows:

Long Position

Name of director	Interests in the Company or its associated corporation	Nature of interest	Class of shares	Number of shares	Approximate percentage of issued share capital of the Company
董事姓名	於本公司或其相關法團的權益	權益性質	股份類別	股份數目	佔本公司已發行股本概約百分比
Zhang Bin 張斌	The Company 本公司	Beneficial owner 實益擁有人	Ordinary 普通	300,000	0.0052%
Wang Tianlin 王天霖	The Company 本公司	Beneficial owner 實益擁有人	Ordinary 普通	400,000	0.0069%

Save as disclosed above, as at 30 June 2019, none of the Directors nor the chief executive of the Company had any interest or short position in the shares, underlying shares and debentures of the Company or any of its associated corporations that was required to be recorded and kept in the register under section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

購買、出售及贖回上市證券

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

董事及主要行政人員於股份、相關股份或債券中之權益及淡倉

於二零一九年六月三十日，於本公司或其相聯法團的股份、相關股份及債券中，擁有須根據證券及期貨條例第XV部(香港法例第571章)(「證券及期貨條例」)第352條列入該條所述之登記冊或根據上市規則附錄10所載上市發行人董事進行證券交易之標準守則(「標準守則」)須知會本公司及聯交所的權益或淡倉的本公司各董事及主要行政人員如下：

好倉

除上文所披露者外，於二零一九年六月三十日，概無本公司董事或主要行政人員於本公司或其任何相聯法團之股份、相關股份及債券中擁有任何須記錄及存置於本公司根據證券及期貨條例第352條的登記冊之權益或淡倉，或根據標準守則須另行知會本公司及聯交所之權益或淡倉。

Other Information 其他資料

SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

As at 30 June 2019, the following persons, other than a Director or chief executive of the Company, had interests or short positions in the shares and underlying shares of the Company as recorded in the register required to be kept under section 336 of the SFO:

Long Position

Name of shareholder	Nature of interest	Class of shares	Number of shares	Approximate percentage of issued share capital of the Company 佔本公司已發行股本概約百分比
股東名稱	權益性質	股份類別	股份數目	
World Gain Holdings Limited ("World Gain")	Beneficial owner (Note 1) 實益擁有人(附註1)	Ordinary 普通	3,022,154,119	52.03%
CCHK 誠通香港	Controlled corporation (Note 1) 受控制法團(附註1)	Ordinary 普通	3,022,154,119	52.03%
CCHG 誠通控股	Controlled corporation (Note 1) 受控制法團(附註1)	Ordinary 普通	3,022,154,119	52.03%

Note:

- The entire issued share capital of World Gain is beneficially owned by CCHK, the entire issued share capital of which is beneficially owned by CCHG. Both CCHK and CCHG are deemed to be interested in all the shares of the Company held by World Gain under the SFO.

Save as disclosed above, as at 30 June 2019, no other person, other than a Director or chief executive of the Company, had any interest or short position in the shares or underlying shares of the Company which were recorded in the register required to be kept by the Company under section 336 of the SFO.

主要股東於股份及相關股份的 權益及淡倉

於二零一九年六月三十日，除本公司董事或行政人員外，下列人士於本公司股份或相關股份中擁有記錄於本公司根據證券及期貨條例第336條存置的登記冊的權益或淡倉：

好倉

Name of shareholder	Nature of interest	Class of shares	Number of shares	Approximate percentage of issued share capital of the Company 佔本公司已發行股本概約百分比
股東名稱	權益性質	股份類別	股份數目	
World Gain Holdings Limited ("World Gain")	Beneficial owner (Note 1) 實益擁有人(附註1)	Ordinary 普通	3,022,154,119	52.03%
CCHK 誠通香港	Controlled corporation (Note 1) 受控制法團(附註1)	Ordinary 普通	3,022,154,119	52.03%
CCHG 誠通控股	Controlled corporation (Note 1) 受控制法團(附註1)	Ordinary 普通	3,022,154,119	52.03%

附註：

- World Gain全部已發行股本由誠通香港實益擁有，而誠通香港全部已發行股本由誠通控股實益擁有。按照證券及期貨條例，誠通香港及誠通控股均被視為於World Gain持有之本公司所有股份中擁有權益。

除上文所披露者外，於二零一九年六月三十日，除本公司董事或行政人員外，概無任何其他人士於本公司的股份或相關股份中擁有任何須記錄於本公司根據證券及期貨條例第336條存置的登記冊的權益或淡倉。

Other Information 其他資料

SHARE OPTION SCHEME

Pursuant to an ordinary resolution passed at the annual general meeting of the Company held on 27 June 2013, the Company has adopted its existing share option scheme (“**Share Option Scheme**”). The Share Option Scheme is for a term of 10 years from the date of adoption. No option has been granted since the adoption of the Share Option Scheme.

The total number of ordinary shares of the Company which may be allotted and issued upon exercise of all options to be granted under the Share Option Scheme and any other share option scheme of the Group must not in aggregate exceed 10% of the ordinary shares of the Company in issue as at the date on which the Share Option Scheme was adopted, which was 484,073,477 ordinary shares, representing approximately 8.33% of the issued share capital of the Company as at the date of this report.

Please refer to the circular of the Company dated 28 May 2013 for details of the Share Option Scheme.

During the six months ended 30 June 2019, no option was granted, exercised, cancelled or lapsed under the Share Option Scheme. There was no option outstanding at the beginning and at the end of the period under review.

SHARE AWARD SCHEME

After the expiry of the previous share award scheme of the Company on 24 April 2017, the Company adopted the existing share award scheme (“**Share Award Scheme**”) which became effective on 1 July 2017. The purpose of the Share Award Scheme is to continue providing a means to (i) recognise the contributions by certain selected employees and to give incentives to them for the continual operation and development of the Group; and (ii) attract suitable personnel for the growth and further development of the Group.

Pursuant to the Share Award Scheme, ordinary shares of the Company will be awarded, with the approval of the Board, to selected employees based on, inter alia, the employee’s work performance and such other matters that the Board considers relevant.

The Board shall not make any further award which will result in the total number of ordinary shares awarded by the Board under the Share Award Scheme exceeding 1% of the total number of ordinary shares of the Company as at 1 July 2017 (being 58,087,347 ordinary shares, representing approximately 1% of the issued shares of the Company as at the date of this report). Unless terminated earlier or extended by the Board in accordance with the Share Award Scheme rules, the Share Award Scheme operates for five years commencing on 1 July 2017.

No shares have been awarded by the Company under the Share Award Scheme since its effective date.

購股權計劃

根據於二零一三年六月二十七日舉行的本公司股東週年大會所通過的一項普通決議案，本公司已採納其現有購股權計劃（「**購股權計劃**」），有效期自採納日期起為期十年。自採納購股權計劃以來，本公司並無授出任何購股權。

根據購股權計劃及本集團任何其他購股權計劃，將授予之所有購股權獲行使後可供配發及發行的本公司普通股總數不得超過於購股權計劃獲採納當日本公司已發行普通股總額之10%，即484,073,477股普通股，佔於本報告日期本公司已發行股本約8.33%。

有關購股權計劃的詳情請參閱本公司日期為二零一三年五月二十八日的通函。

截至二零一九年六月三十日止六個月期間，概無購股權根據購股權計劃授出、行使、註銷或失效。於回顧期初及回顧期末概無尚未行使之購股權。

股份獎勵計劃

於二零一七年四月二十四日本公司先前的股份獎勵計劃到期後，本公司採納現有股份獎勵計劃（「**股份獎勵計劃**」），自二零一七年七月一日起生效。股份獎勵計劃旨在持續提供方法(i)表揚若干經甄選僱員的貢獻並給予他們獎勵以促進本集團持續經營及發展；及(ii)吸引合適人才為本集團成長及進一步發展效力。

根據股份獎勵計劃，於董事會批准後，本公司普通股將按照(其中包括)僱員工作表現及董事會認為相關的其他事宜而授予經甄選僱員。

董事會不得作出將會導致董事會根據股份獎勵計劃所獎勵普通股總數超過本公司於二零一七年七月一日普通股總數之1%(即58,087,347普通股股份，佔本公司於本報告日期已發行股份約1%)的任何進一步獎勵。除非董事會根據股份獎勵計劃規則提前終止或延續，否則股份獎勵計劃自二零一七年七月一日起計運作五年。

自股份獎勵計劃生效日期起，本公司概無根據股份獎勵計劃授出股份。

Other Information 其他資料

LOAN AGREEMENT WITH COVENANTS RELATING TO SPECIFIC PERFORMANCE OF THE CONTROLLING SHAREHOLDER

On 23 March 2017, the Company, as borrower, entered into a facility agreement (“**Facility Agreement**”) with a licensed bank in Hong Kong in respect of a revolving loan facility granted to the Company up to a principal amount of HK\$200 million (“**Commitment**”). Save as otherwise provided in the Facility Agreement, all outstanding principal of the loan granted thereunder and the interest accrued thereon would become due and payable on the date falling three years from the date of the Facility Agreement.

Pursuant to the Facility Agreement, the Company has undertaken that it shall, amongst other matters, ensure that there shall be no concentrative or dilutive corporate event or circumstance (including subdivision, consolidation or re-classification of the Company’s shares, bonus or rights issue but excluding any cash dividends) which will directly or indirectly result in CCHG, which is the controlling shareholder of the Company, (a) holding less than 40% of the Company’s shares after such event, or (b) ceasing to be the single largest shareholder of the Company or ceasing to have the management control on the Company (“**Control Event**”). Upon the occurrence of a Control Event or if, at any time, there exists an event or circumstance that can result or has already resulted in a Control Event, the bank may immediately cancel the Commitment, and all loans together with accrued interest and all other amounts accrued under the Facility Agreement and other related finance documents may become immediately due and payable by the Company.

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted its own code of conduct (“**Code of Conduct**”) regarding Directors’ securities transactions on terms no less exacting than the required standard set out in the Model Code. Having made specific enquiry to each of the Directors, the Company has received confirmations from all Directors that they have complied with the required standards as set out in the Code of Conduct and the Model Code during the six months ended 30 June 2019.

控股股東須履行特定責任相關 契約的貸款協議

於二零一七年三月二十三日，本公司(作為借方)與香港一間持牌銀行訂立融資協議(「**融資協議**」)，內容有關向本公司授出本金最多為港幣2億元的循環貸款融資(「**承擔**」)。除融資協議另行規定者外，根據融資協議授出的貸款的所有未償還本金及就其所產生的應計利息將於融資協議日期起計三年之日到期應付。

根據融資協議，本公司已承諾，其應(其中包括)確保並無任何集中或攤薄企業事件或情況(包括細拆、合併或重新分類本公司股份、發行紅股或供股(但不包括任何現金股息)將直接或間接導致誠通控股(本公司的控股股東)(a)於該企業事件後，持有少於本公司40%的股份；或(b)不再為本公司的單一最大股東或不再對本公司有管理控制權(「**控制權事件**」)。發生控制權事件後，或如於任何時間存在可導致或已經導致控制權事件的事件或情況，銀行可立即撤回承擔，而融資協議及其他相關融資文件項下的所有貸款連同應計利息以及全部其他應計金額可立即到期並應由本公司支付。

董事進行證券交易的標準守則

本公司已採納標準守則所要求標準更高的董事進行證券交易的操守守則(「**操守守則**」)。經向各董事作出具體查詢，本公司已接獲全體董事的確認，彼等於截至二零一九年六月三十日止六個月內一直符合操守守則及標準守則規定之標準。

Other Information 其他資料

CHANGES IN INFORMATION OF DIRECTORS

Changes in information of Directors since the date of the annual report of the Company for the year ended 31 December 2018 up to the date of this report, which is required to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules, are set out below:

Mr. Zhang Bin

Mr. Zhang Bin, an executive Director and the Managing Director, was appointed as the Chairman of the Board with effect from 26 June 2019. Mr. Zhang served as the Acting Chairman of the Board since 1 December 2018 prior to his appointment as the Chairman of the Board.

Professor He Jia

Professor He Jia, an independent non-executive Director, acts as a member of the Finance Development Decision-making Consultation Committee of Shenzhen, the PRC (深圳市金融發展決策諮詢委員會) with effect from May 2019. Professor He has resigned as an independent director of Shenzhen Xinguodu Technology Co., Ltd., the shares of which are listed on ChiNext of Shenzhen Stock Exchange, with effect from 30 May 2019.

CORPORATE GOVERNANCE

The Board considers that good corporate governance is vital to the healthy and sustainable development of the Group. In the opinion of the Directors, the Company has complied with all the code provisions of the Corporate Governance Code ("CG Code") as set out in Appendix 14 to the Listing Rules for the six months ended 30 June 2019, save as disclosed below:

During the period, Mr. Zhang Bin performed both the roles of the Acting Chairman/Chairman of the Board and the Managing Director, which constitutes a deviation from Code Provision A.2.1 of the CG Code which provides that the roles of chairman and chief executive should not be performed by the same individual. Mr. Zhang, who has been the Managing Director of the Company, served as the Acting Chairman of the Board since 1 December 2018 and was appointed as the Chairman of the Board with effect from 26 June 2019. The Board believes that it is in the best interest of the Company to have Mr. Zhang taking up both the roles of the Acting Chairman/Chairman and the Managing Director in the meantime for effective management and business development. Meanwhile, the Company is identifying suitable candidate for the position of Managing Director in order to re-comply with Code Provision A.2.1 of the CG Code.

董事資料的變動

截至二零一八年十二月三十一日止年度至本報告日期止，根據上市規則第13.51B(1)條須予披露之本公司自本公司年報日期以來董事資料之變動載列如下：

張斌先生

執行董事兼董事總經理張斌先生自二零一九年六月二十六日起獲委任為董事會主席。張先生於獲委任為董事會主席前自二零一八年十二月一日起一直擔任董事會署理主席。

何佳教授

獨立非執行董事何佳教授自二零一九年五月起擔任深圳市金融發展決策諮詢委員會委員。何教授自二零一九年五月三十日起辭任深圳市新國都技術股份有限公司(其股份於深圳證券交易所中國創業板上市)獨立董事。

企業管治

董事會認為良好企業管治對本集團健康及持續發展之重要性。董事認為，於截至二零一九年六月三十日止六個月期間，除下文所披露外，本公司已遵守上市規則附錄14所載企業管治守則(「企業管治守則」)的所有守則條文：

於本期間，張斌先生同時擔任董事會代理主席／主席兼董事總經理職位，此乃偏離企業管治守則第A.2.1條守則條文規定，該條文規定主席與行政總裁的角色不應由同一人士擔任。張先生一直擔任本公司董事總經理，於二零一八年十二月一日出任董事會代理主席並於二零一九年六月二十六日獲委任為董事會主席，董事會相信，張先生同時擔任代理主席／主席兼董事總經理職務可於期間有效地管理及業務發展符合本公司最佳利益。本公司正物色合適候選人擔任董事總經理職位，以重新遵守企業管治守則第A.2.1條守則條文規定。

Other Information 其他資料

REVIEW OF ACCOUNTS

The Board is of the view that the disclosure of financial information in this report complies with Appendix 16 to the Listing Rules. The financial information for the six months ended 30 June 2019 in this report has not been audited. The audit committee of the Company has reviewed the Group's unaudited interim financial information for the six months ended 30 June 2019, which has also been reviewed by the Company's auditor, 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.

By order of the Board
China Chengtong Development Group Limited
Zhang Bin
Chairman and Managing Director

Hong Kong, 23 August 2019

審閱賬目

董事會認為，本報告披露之財務資料符合上市規則附錄16之規定。本報告內截至二零一九年六月三十日止六個月之財務資料尚未經審核。本公司審核委員會已審閱截至二零一九年六月三十日止六個月之本集團未經審核中期財務資料，該等資料亦經本公司核數師香港立信德豪會計師事務所有限公司根據香港會計師公會頒佈的香港審閱委聘準則第2410號「由實體獨立核數師審閱中期財務資料」審閱。

承董事會命
中國誠通發展集團有限公司
主席兼董事總經理
張斌

香港，二零一九年八月二十三日



中國誠通發展集團有限公司
China Chengtong Development Group Limited

