



勒泰集團有限公司 LERTHAI GROUP LIMITED

Incorporated in Hong Kong with limited liability
於香港註冊成立之有限公司
Stock Code 股份代號: 112

INTERIM REPORT 中期報告 2020



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* Should there be any discrepancy between the English and Chinese versions, the English version shall prevail.

* 倘中英文版本出現歧義，概以英文版本為準。

Corporate Information

公司資料

Directors

Executive Directors:

Mr. Yang Longfei
(Chairman and Chief Executive Officer)
Ms. Zhang Yan
(Vice Chairlady and
Co-Chief Executive Officer)

Non-executive Directors:

Mr. Yang Shao Ming
Mr. Chan Ho Yin
Ms. Chi Lai Man Jocelyn

Independent Non-executive Directors:

Mr. Wong Hon Kit
Mr. Wong Tat Keung
Ms. Chan Lai Ping

Audit and Risk Management Committee

Mr. Wong Tat Keung (Chairman)
Mr. Wong Hon Kit
Ms. Chan Lai Ping

Remuneration Committee

Mr. Wong Hon Kit (Chairman)
Mr. Wong Tat Keung
Mr. Yang Longfei

Nomination Committee

Mr. Wong Tat Keung (Chairman)
Mr. Wong Hon Kit
Mr. Yang Longfei

Corporate Social Responsibility Committee

Mr. Yang Longfei (Chairman)
Mr. Yang Shao Ming
Ms. Zhang Yan

Company Secretary

Mr. Wong Shui Yeung

董事

執行董事：
楊龍飛先生
(主席兼行政總裁)
張妍女士
(副主席兼
聯席行政總裁)

非執行董事：
楊少明先生
陳浩然先生
徐麗雯女士

獨立非執行董事：
黃漢傑先生
黃達強先生
陳麗平女士

審核及風險 管理委員會

黃達強先生(主席)
黃漢傑先生
陳麗平女士

薪酬委員會

黃漢傑先生(主席)
黃達強先生
楊龍飛先生

提名委員會

黃達強先生(主席)
黃漢傑先生
楊龍飛先生

企業社會責任 委員會

楊龍飛先生(主席)
楊少明先生
張妍女士

公司秘書

黃瑞洋先生

Auditor	ZHONGHUI ANDA CPA Limited Unit 701, 7/F. Citicorp Centre 18 Whitfield Road Causeway Bay Hong Kong	核數師	中匯安達會計師事務所 有限公司 香港 銅鑼灣 威非路道18號 萬國寶通中心 7樓701室
Principal Banker	Industrial and Commercial Bank of China Limited China Construction Bank Corporation Bank of China (Hong Kong) Limited	主要往來銀行	中國工商銀行股份 有限公司 中國建設銀行股份 有限公司 中國銀行(香港)有限公司
Registered Office and Principal Place of Business	Room 3303, Tower Two Lippo Centre 89 Queensway Admiralty, Hong Kong	註冊辦事處及 主要營業地點	香港金鐘 金鐘道89號 力寶中心 第2座3303室
Registrar and Transfer Office	Tricor Secretaries Limited Level 54, Hopewell Centre 183 Queen's Road East Hong Kong	股份過戶登記處	卓佳秘書商務有限公司 香港 皇后大道東183號 合和中心54樓
Website	http://www.lerthai.com.hk	網址	http://www.lerthai.com.hk
Stock Code	112	股份代號	112
Board Lot	2,000 Shares	買賣單位	2,000股
Investor Relations	Investor Relations Department Tel: (852) 2530 3313 Fax: (852) 3102 9203 E-mail: info@lth.com.hk	投資者關係	投資者關係部 電話：(852) 2530 3313 傳真：(852) 3102 9203 電郵：info@lth.com.hk

Management Discussion and Analysis

管理層討論及分析

Business Review

Operating Results

In the first half of 2020, the net loss of the Group amounted to HK\$464,064,000. As compared to net profit of HK\$60,275,000 in the corresponding period of 2019, the profit decreased HK\$524,339,000. Loss per share amounted to HK\$0.53, representing a decrease of HK\$0.61 as compared to earnings per share of HK\$0.08 in the corresponding period of 2019.

Review by Segment

Real Estate Business in Tangshan, the PRC

Tangshan Lerthai City

Tangshan Lerthai City, a large-scale mixed use complex, situated in the western part of Tangshan which is adjacent to the Tangshan Highspeed Railway station and Beijing Tangshan Intercity Railway station. This project has a gross floor area ("GFA") of approximately 8,988,000 sq. ft. comprised residential units, regional retail shopping mall, hotels, commercial offices, entertainment facilities and sports facilities within the mega complexes. Tangshan Lerthai City mainly comprises (i) the Lerthai Centre, a regional shopping mall with a total GFA of approximately 4,024,000 sq. ft.; and (ii) the residential area of a total GFA of approximately 2,510,000 sq. ft. with approximately 1,700 residential units. Revenue of HK\$11,976,000 was recorded for the period (six months ended 30 June 2019: HK\$17,188,000).

Tangshan Pelagic Mall

Tangshan Pelagic Mall is a commercial complex with a total GFA of approximately 1,257,000 sq. ft., of which a total GFA of approximately 25,000 sq. ft. have been sold, and the remaining approximately 1,232,000 sq. ft. are held by Tangshan Lerthai Oceancity Corporate Management Company Limited for leasing purpose, as well as for the office uses by the Group. Tangshan Pelagic Mall is located in a popular business and entertainment district of Tangshan, Hebei Province surrounded by high-end residential real estate projects of renowned property developers in the PRC. During the six months ended 30 June 2020, revenue of HK\$61,815,000 (six months ended 30 June 2019: HK\$88,510,000) was generated from Tangshan Pelagic Mall.

業務回顧

經營業績

於二零二零年上半年，本集團淨虧損為464,064,000港元。與二零一九年同期的淨利潤60,275,000港元相較，利潤減少524,339,000港元。每股虧損為0.53港元，較二零一九年同期每股盈利0.08港元減少0.61港元。

按分部回顧

於中國唐山的房地產業務

唐山勒泰城

唐山勒泰城是位於唐山西部的大型混合用途綜合體，與唐山高速鐵路站及京唐城際鐵路站相鄰。該項目的建築面積（「建築面積」）約8,988,000平方呎，集住宅單元、區域零售商場、酒店、商用辦公樓、娛樂設施及運動設施為一體的大型綜合體。唐山勒泰城主要包括(i)勒泰中心（區域購物中心）擁有總建築面積約4,024,000平方呎；及(ii)住宅部分的總建築面積約2,510,000平方呎，涵蓋約1,700個住宅單元。本期間錄得收益11,976,000港元（截至二零一九年六月三十日止六個月：17,188,000港元）。

唐山遠洋城

唐山遠洋城為總建築面積約1,257,000平方呎的商用綜合物業，其中總建築面積約25,000平方呎已售出，而餘下約1,232,000平方呎由唐山勒泰遠洋城企業管理有限公司持有作租賃用途以及由本集團用作辦公室用途。唐山遠洋城位於河北省唐山知名商業及娛樂區，附近為中國知名物業開發商高端房地產項目。截至二零二零年六月三十日止六個月，唐山遠洋城產生收益61,815,000港元（截至二零一九年六月三十日止六個月：88,510,000港元）。

Real Estate Business in Handan, the PRC

Lerthai Jiayuan

The residential project “Lerthai Jiayuan” obtained pre-sale permit in the fourth quarter of 2016 and commenced pre-sale in 2017. The Group received accumulated pre-sale deposits of HK\$1,329,308,000 as at 30 June 2020. Deposits were recorded as “Contract liabilities” in the unaudited condensed consolidated financial statements.

Handan Lerthai City on Chuancheng Street

Handan Lerthai City, a large-scale mixed use complex, located at the central business district in Handan City, Chuancheng Street is situated at the north of Renmin Road, south of Congtai Road, east of Lingxi Street and west of Congtai Park. This project has a planned GFA of approximately 3,037,000 sq. ft. with regional shopping mall, hotels, tourism facilities and mega commercial space.

The regional shopping mall of the Handan Lerthai City is under construction. Currently, most of the shops have been leased out as various quality tenants are attracted to place their retail presences in the shopping mall and Handan Lerthai City will be another key revenue driver to the Group in the future.

Real Estate Business in Shijiazhuang, the PRC

Shijiazhuang Lerthai Centre is a commercial complex with a GFA of approximately 6,425,000 sq. ft.. It comprises a tower phase of approximately 2,308,000 sq. ft. and a shopping mall phase of approximately 4,117,000 sq. ft.. The tower phase is served as both offices and hotel purpose while the shopping mall phase comprise shops and car parking lots. During the six months ended 30 June 2020, revenue of HK\$215,716,000 (six months ended 30 June 2019: HK\$429,229,000) was generated from Shijiazhuang Lerthai Centre.

於中國邯鄲的房地產業務

勒泰家園

「勒泰家園」住宅項目於二零一六年第四季度取得預售許可證，並於二零一七年開始預售。於二零二零年六月三十日，本集團已收取累計預售按金1,329,308,000港元。按金於未經審核簡明綜合財務報表列為「合約負債」。

串城街邯鄲勒泰城

邯鄲勒泰城是位於邯鄲市中心商業區的大型混合用途綜合體。串城街位處人民路以北、叢台路以南、陵西街以東及叢台公園以西。該項目的計劃建築面積約3,037,000平方呎，涵蓋區域購物中心、酒店、旅遊設施及大型商業空間。

邯鄲勒泰城的區域購物中心正在建設中，現時，大部分商舖已租出，由於引入眾多優質租戶進駐，邯鄲勒泰城將於未來成為本集團另一個主要收入來源。

於中國石家莊的房地產業務

石家莊勒泰中心為總建築面積約6,425,000平方呎的商用綜合體。其包括大廈部分(約2,308,000平方呎)及購物商場部分(約4,117,000平方呎)。大廈部分用作辦公室及酒店，而購物商場部分包括店舖及停車場。截至二零二零年六月三十日止六個月，石家莊勒泰中心產生收益215,716,000港元(截至二零一九年六月三十日止六個月：429,229,000港元)。

Management Discussion and Analysis 管理層討論及分析

Financial Services Businesses

Through its wholly owned subsidiaries, LERTHAI Securities (Hong Kong) Limited which holds Type 1 and Type 2 licenses, and LERTHAI Asset Management Limited which, holds Type 4 and Type 9 licenses from the Securities and Futures Commission of Hong Kong, the Company has been developing a vibrant business in securities, futures and asset management.

In August 2017, Lerthai Global Commercial Real Estate Fund SPC, a segregated portfolio company, was incorporated in Cayman Islands. Since its setup, Lerthai Global Commercial Real Estate Fund SPC has established three segregated portfolios to invest in commercial real estates in the mainland China. These three segregated portfolios are: China Handan Lerthai Commercial Real Estate Fund SP, China Shijiazhuang Lerthai Commercial Real Estate Fund SP and China Tangshan Lerthai Oceancity Commercial Real Estate SP. LERTHAI Asset Management Limited was appointed as investment manager for China Handan Lerthai Commercial Real Estate Fund SP.

In May 2018, LERTHAI Asset Management Limited established Lerthai Equity Investment Fund Management (Shenzhen) Co., Limited (勒泰股權投資基金管理(深圳)有限公司) in Qianhai, Shenzhen, under the Qualified Foreign General Partner (合格境外普通合夥人) scheme. Lerthai Equity Investment Fund Management (Shenzhen) Co., Limited aims at providing an efficient channel for overseas investors to invest in commercial real estate assets that benefit from the prosperous new retail and trading-up consumption in mainland China.

金融服務業務

本公司一直透過其全資附屬公司勒泰證券(香港)有限公司(持有香港證券及期貨事務監察委員會頒發的第一類及第二類牌照)及勒泰資產管理有限公司(持有第四類及第九類牌照)積極發展證券、期貨和資產管理業務。

二零一七年八月，勒泰環球商業不動產基金獨立投資組合公司(SPC)於開曼群島註冊成立。自成立以來，勒泰環球商業不動產基金SPC已經建立了三個獨立的投資組合，投資中國內地的商業房地產。這三個獨立的投資組合是：中國邯鄲勒泰商業不動產基金SP，中國石家莊勒泰商業不動產基金SP及中國唐山勒泰遠洋城商業不動產SP。勒泰資產管理有限公司獲委任為中國邯鄲勒泰商業地產基金SP的投資經理。

於二零一八年五月，勒泰資產管理有限公司根據中國內地《合格境外普通合夥人》新規定，在深圳前海成立了勒泰股權投資基金管理(深圳)有限公司。目標是為海外投資者建立一個順暢的渠道，投資於從中國內地蓬勃的新零售和消費升級中受益的商業地產。

Financial Review

During the period under review, total revenue of the Group was HK\$289,507,000 (six months ended 30 June 2019: HK\$536,679,000). The decrease in revenue for the six months ended 30 June 2020 was mainly due to the outbreak of COVID-19 pandemic and restrict movements policies in the PRC, which lead to the decrease in revenue arising from property development, property leasing and provision of comprehensive property management services.

Other income and (losses)/gains, net decreased to net loss of HK\$1,077,000 for the period (six months ended 30 June 2019: net gain of HK\$9,311,000). The decrease was primarily due to no "changes in fair value of convertible bond designated at fair value through profit or loss" recognised during the reporting period.

The Group recorded a decrease in fair value of the investment properties of HK\$260,138,000 (six months ended 30 June 2019: increase in fair value of the investment properties of HK\$168,017,000), mainly attributable to the decrease as adversely affected by the outbreak of COVID-19 pandemic.

Selling and marketing expenses decreased to HK\$1,932,000 (six months ended 30 June 2019: HK\$2,871,000). Since most of the pre-sale activities for Tangshan Lerthai City and Handan projects were completed, the promotion scale had been downsized.

Administrative expenses amounted to HK\$71,689,000 (six months ended 30 June 2019: HK\$89,954,000). The decrease was primarily attributable to the decrease in employee benefits expenses as the Company strengthened cost control during the reporting period.

Finance costs recognised as expenses amounted to HK\$379,174,000 (six months ended 30 June 2019: HK\$340,540,000). The increase was mainly attributable to the default interest charged for certain banking facilities during the reporting period.

As a result of the various factors outlined above, the loss for the period attributable to equity holders of the Company was HK\$464,064,000 (six months ended 30 June 2019: profit for the period attributable to equity holders of the Company of HK\$60,275,000).

財務回顧

於回顧期間內，本集團的總收益為**289,507,000**港元(截至二零一九年六月三十日止六個月：**536,679,000**港元)。截至二零二零年六月三十日止六個月收益減少乃主要由於新冠肺炎疫情爆發及限制出行政策導致來自物業發展、物業租賃及提供綜合物業管理服務的收益減少。

期內其他收入及(虧損)/收益淨額下降至淨虧損**1,077,000**港元(截至二零一九年六月三十日止六個月：淨收益**9,311,000**港元)，主要是由於報告期內沒有「指定按公平值計入損益的可換股債券公平值」所致。

本集團錄得投資物業公平值減少**260,138,000**港元(截至二零一九年六月三十日止六個月：投資物業公平值增加**168,017,000**港元)，乃主要由於受新冠肺炎疫情爆發的不利影響，公平值減少。

銷售及推廣開支減少至**1,932,000**港元(截至二零一九年六月三十日止六個月：**2,871,000**港元)，原因為唐山勒泰城及邯鄲項目的大多數預售活動已完成，相關推廣規模已縮減所致。

行政開支為**71,689,000**港元(截至二零一九年六月三十日止六個月：**89,954,000**港元)。減少乃主要由於本公司於報告期內加強成本控制，使僱員福利開支減少。

於本期間確認為開支的財務費用為**379,174,000**港元(截至二零一九年六月三十日止六個月：**340,540,000**港元)。增加乃主要由於報告期內若干銀行融資的違約利息所致。

由於以上各項因素，本公司權益持有人應佔期內虧損**464,064,000**港元(截至二零一九年六月三十日止六個月：本公司權益持有人應佔期內溢利**60,275,000**港元)。

Outlook

The COVID-19 epidemic started in the beginning of 2020 has a major impact on the economic industry. From a global perspective, the world economy is facing a major test. Problems such as global economic slowdown, complicated and changeable international pattern, and uneven domestic development will exist for a long time, and there is still high uncertainty of the movement of COVID-19, which made countries to gain a new understanding of the completeness of their own industrial chains and to think about de-globalisation.

Through the effective control of the Chinese government, the domestic epidemic situation has been gradually controlled. The national economic development in 2020 and the near future will continue to be in a period of structural phase transition. The COVID-19 epidemic will bring changes to people's lifestyles and working methods and cause short-term impact on all walks of life. Commercial retail is also affected by the short-term psychological impact of the public on the epidemic.

Looking forward, we are cautiously optimistic about the upcoming macroeconomic environment. It is China's target to build a moderately prosperous society in all respects in 2020. It is also an important year for the satisfactory conclusion of the 13th five-year plan. Economic development is still very much focused on "Stability" and progress should be made within a reasonable range. It is expected that national economic growth will operate in a reasonable space under the new norm of the Chinese economy and will continue to optimise the industrial structure. The way characterised by digitisation will usher in structural favorable changes in the epidemic.

The Group will continue to focus on quality, operation and services, on commitments, on process management and control, and on sustainable development as usual.

展望

二零二零年開年的新冠肺炎疫情蔓延到全球後，對經濟產業帶來了打擊。放眼全球，世界經濟面臨著一次重大的考驗。全球經濟增長放緩、國際格局複雜多變、國內發展不均衡等問題會在一段時間內長期存在，新冠肺炎疫情的演變還存在高度不確定性，引發各國對自身產業鏈完備性的重新認識和去全球化的思考。

透過中國政府的有效管控，目前，國內疫情已逐步受到控制。二零二零年及未來一段時間的國民經濟發展將持續處於結構性階段轉換時期，新型冠狀肺炎疫情對人們的生活方式、工作方式將帶來變化，對各行各業造成短期衝擊，商業零售同樣受到市民對疫情短期的心理影響。

展望未來，我們對宏觀經濟保持謹慎且樂觀的態度。二零二零年，是我國全面建成小康社會和「十三五」規劃圓滿收官的關鍵之年，經濟發展仍將以「穩」字當頭，穩中求進。預計我國經濟增速將在新常態下運行在合理空間，產業結構繼續優化（以數位化為特徵的賽道在疫情中將迎來結構性利好變化）。

一如既往，本集團將持續關注品質、運營和服務，關注承諾兌現，關注過程管控，關注可持續發展。

Liquidity and Financial Resources

As at 30 June 2020, the Group's cash and bank balances maintained at HK\$53,427,000 (31 December 2019: HK\$127,828,000). The current ratio was 0.35 times (31 December 2019: 0.36 times) as at 30 June 2020.

The Group's gearing ratio was 45.41% (31 December 2019: 43.74%), which is calculated based on the Group's total interest-bearing borrowings of HK\$10,624,828,000 (31 December 2019: HK\$10,538,928,000) to total assets of HK\$23,399,346,000 (31 December 2019: HK\$24,094,756,000).

Cash Flow Management and Liquidity Risk

The objective of liquidity risk management is to ensure that the Group has sufficient cash to repay its maturing debt, perform other payment obligations and meet other funding requirements for normal business development.

The Group's liquidity management involves the regular cash flow forecast and the consideration of its liquid assets level and new financings necessary to meet future cash flow requirements.

Foreign Exchange Exposure

The Group's investment, assets and liabilities are mainly denominated in Hong Kong dollar ("HK\$"), Renminbi ("RMB") and United States dollar ("US\$") and no hedging has been made during the period. The revenue to be generated from the PRC's operations will be denominated in RMB, while the convertible bond, senior notes and bonds of the Group are denominated in HK\$. The Group will continue to monitor closely its exposure to exchange rate and interest rate risks, and may employ derivative financial instruments to hedge against risks when necessary.

流動資金及財務資源

於二零二零年六月三十日，本集團現金及銀行結餘為53,427,000港元(二零一九年十二月三十一日：127,828,000港元)之水平。於二零二零年六月三十日之流動比率為0.35倍(二零一九年十二月三十一日：0.36倍)。

本集團之資產負債比率為45.41%(二零一九年十二月三十一日：43.74%)，乃按本集團計息借款總額10,624,828,000港元(二零一九年十二月三十一日：10,538,928,000港元)與總資產23,399,346,000港元(二零一九年十二月三十一日：24,094,756,000港元)之比率計算。

現金流量管理及流動資金風險

流動資金風險管理目標為確保本集團擁有充裕的現金可償還到期債務、履行其他付款責任及滿足正常業務發展的其他資金需求。

本集團之流動資金管理涉及定期預測現金流量，考慮流動資產水平及為滿足未來現金流量需求而須進行的新融資。

外匯風險

於本期間，本集團之投資、資產及負債主要以港元(「港元」)、人民幣(「人民幣」)及美元(「美元」)計值，故並無進行對沖。本集團於中國的業務產生的收益以人民幣計值，而本集團的可換股債券、優先票據及債券則以港元計值。本集團將持續密切監察所涉及的匯率風險和利率風險，並於有需要時利用衍生金融工具對沖風險。

Charge of Assets

As at 30 June 2020, the Group's facilities and other loans of HK\$7,819,258,000 (31 December 2019: HK\$7,937,618,000) were pledged with investment properties and properties under development for sales with an aggregate carrying amount of HK\$19,786,555,000 (31 December 2019: HK\$20,043,329,000).

Capital Commitment and Contingent Liabilities

As at 30 June 2020, the Group's contingent liabilities amounted to HK\$448,688,000 (31 December 2019: HK\$834,335,000) relating to guarantees given by the Group to financial institutions on behalf of our purchasers of our property units in the PRC in relation to which the related Building Ownership Certificate (房產證) had not yet been issued at 30 June 2020 (and such guarantees will be released upon the issuance of the Building Ownership Certificate). The guarantees were secured by the Group's pledged bank deposits amounting to HK\$25,139,000 (31 December 2019: HK\$28,483,000).

As at 30 June 2020, the Group issued financial guarantees to banks in respect of banking facilities granted to related companies and third parties with an aggregate amount of HK\$696,928,000 (31 December 2019: HK\$722,332,000). The amount represents the aggregate amounts that could be required to be paid if the guarantees were called upon in entirety.

As at 30 June 2020, the Group had contracted but not provided for commitments for development cost and capital expenditure in amount of HK\$623,340,000 (31 December 2019: HK\$608,661,000).

資產抵押

於二零二零年六月三十日，本集團賬面總值為**19,786,555,000**港元(二零一九年十二月三十一日：**20,043,329,000**港元)的投資物業及開發中待售物業已抵押作為本集團的融資及其他借款**7,819,258,000**港元(二零一九年十二月三十一日：**7,937,618,000**港元)的擔保。

資本承擔及或然負債

於二零二零年六月三十日，本集團之或然負債為**448,688,000**港元(二零一九年十二月三十一日：**834,335,000**港元)，該或然負債與本集團代表中國物業單位之買方向金融機構作出之擔保有關，相關房產證於二零二零年六月三十日尚未發出，該擔保將於發出房產證時解除。由本集團已抵押銀行存款抵押之擔保為**25,139,000**港元(二零一九年十二月三十一日：**28,483,000**港元)。

於二零二零年六月三十日，本集團就授予關連公司及第三方的銀行融資總額**696,928,000**港元(二零一九年十二月三十一日：**722,332,000**港元)向銀行作出財務擔保。該金額指倘被要求全數履行擔保責任時可能須支付的總金額。

於二零二零年六月三十日，本集團就開發成本及資本開支有已訂約但未撥備承擔為**623,340,000**港元(二零一九年十二月三十一日：**608,661,000**港元)。

Employee and Remuneration Policy

The remuneration of the employees is in line with the market and commensurate with the level of pay in the industry. Discretionary year-end bonuses are payable to the employees based on individual performance. Other benefits to the employees include mandatory provident fund, medical insurance and performance related bonus. The Group has adopted the share award scheme and share option scheme as part of the long term incentives for the employees.

As at 30 June 2020, the Group had 152 employees (six months ended 30 June 2019: 169 employees). Total staff costs for the period amounted HK\$24,098,000 (six months ended 30 June 2019: HK\$34,831,000), which comprised (i) Directors' remuneration of HK\$4,992,000 (six months ended 30 June 2019: HK\$5,185,000) and (ii) staff costs (other than Directors' remuneration) of HK\$19,106,000 (six months ended 30 June 2019: HK\$29,646,000).

Property Valuation

The Group's investment properties located in the PRC was revalued as at 30 June 2020 by an independent qualified professional valuer, Knight Frank Petty Limited. The valuation was based on income capitalisation approach and residual method by making reference to comparable market information as available in the relevant markets.

For investment properties under development, the valuation has also taken into account the construction costs expended and to be expended to complete the development.

The Group's investment properties were valued at HK\$19,340,366,000 as at 30 June 2020 (31 December 2019: HK\$19,977,883,000). The decrease in fair value of the investment properties of HK\$260,138,000 (six months ended 30 June 2019: increase in fair value of the investment properties of HK\$168,017,000) was recognised in the condensed consolidated statement of profit or loss for the period.

員工及薪酬政策

僱員薪酬與市場標準一致，並與業內薪酬水平相當。本集團根據個別僱員之表現而酌情派發年終花紅。其他僱員福利包括強制性公積金、醫療保險及表現相關花紅。本集團已採納股份獎勵計劃及購股權計劃作為僱員長期獎勵的一部分。

於二零二零年六月三十日，本集團共有152名僱員（截至二零一九年六月三十日止六個月：169名僱員）。本期間的總員工成本24,098,000港元（截至二零一九年六月三十日止六個月：34,831,000港元），當中包括(i)董事薪酬4,992,000港元（截至二零一九年六月三十日止六個月：5,185,000港元）及(ii)不包括董事酬金的員工成本19,106,000港元（截至二零一九年六月三十日止六個月：29,646,000港元）。

物業估值

本集團於中國的投資物業於二零二零年六月三十日由獨立合資格專業估值師萊坊測量師行有限公司進行重新估值。估值根據收入資本化法及剩餘法參考相關市場可得的可供比較市場資料而定。

就發展中投資物業而言，估值亦已考慮為完成開發已支出及將來需支出的興建成本。

本集團投資物業於二零二零年六月三十日的估值為19,340,366,000港元（二零一九年十二月三十一日：19,977,883,000港元）。於期內簡明綜合損益報表內確認投資物業公平值減少260,138,000港元（截至二零一九年六月三十日止六個月：投資物業公平值增加168,017,000港元）。

Other Information 其他資料

Share Award Scheme

The Company has adopted the share award scheme (the “Share Award Scheme”) to recognise the contributions of certain employees and help retain them for the Group’s operations and further development. The Share Award Scheme was adopted by the Board on 8 August 2014 (“Adoption Date”) and shall remain in force for a period of 10 years.

The initial maximum number of shares which can be awarded under the Share Award Scheme is 10% (i.e. 33,876,598 shares) of shares in issue as at the Adoption Date and the maximum number of shares which can be awarded to a selected employee under the Share Award Scheme shall not exceed 1% of the number of issued shares of the Company at the date of grant.

The rules and trust deed of the Share Award Scheme are available on the Company’s website.

No ordinary share of the Company has been purchased and awarded pursuant to the Award Scheme since its adoption.

Share Option Scheme

On 22 August 2014, the Company adopted the share option scheme (the “Share Option Scheme”), pursuant to which the Board may, at its discretion, grant options to any Directors and any employee of the Company or the Group, who, in the absolute opinion of the Board, have contributed or will contribute to the Company or the Group.

Based on the 338,765,987 shares in issue as at the date of adoption of the Share Option Scheme, the maximum number of shares to be issued upon the exercise of options that may be granted under the Share Option Scheme are 33,876,598 shares, being 10% of the shares in issue. Thereafter, the maximum number may be refreshed and the maximum number shall not exceed 10% of the shares in issue as at the date of approval of the refreshed limit by the shareholders. On 26 June 2019, the shareholders of the Company had passed an ordinary resolution on the annual general meeting to refresh the maximum number of shares which can be awarded under the Share Option Scheme to 76,765,486 shares. The maximum aggregate number of shares which may be issued upon exercise of all outstanding options granted but yet to be exercised under the Share Option Scheme and any other share option schemes adopted by the Company is 30% of the shares in issue from time to time. The Share Option Scheme will remain in force for a period of 10 years commencing from 22 August 2014, the date of adoption of the Share Option Scheme. The Share Option Scheme is available on the Company’s website.

股份獎勵計劃

本公司已採納股份獎勵計劃(「股份獎勵計劃」)以表彰若干僱員之貢獻及挽留彼等繼續為本集團之營運及持續發展効力。董事會於二零一四年八月八日(「採納日期」)採納之股份獎勵計劃有效期為自採納日期起計十年。

根據股份獎勵計劃可獎勵授出的股份之初步最高數目為於採納日期已發行股份的**10%**(即**33,876,598**股股份)及根據股份獎勵計劃向經選定僱員可獎勵授出的股份最高數目為不得超過授出當日本公司已發行股份數目之**1%**。

股份獎勵計劃的規則及信託契據可於本公司網站查閱。

自股份獎勵計劃採納以來，本公司並未根據股份獎勵計劃購回及作為獎勵授出任何普通股。

購股權計劃

於二零一四年八月二十二日，本公司採納購股權計劃(「購股權計劃」)。據此，董事會可酌情向其全權認為對本公司或本集團作出或將作出貢獻之本公司或本集團任何董事及任何僱員授予購股權。

根據於購股權計劃採納日期已發行之**338,765,987**股股份計算，根據購股權計劃可能授出之購股權獲行使而將予發行之股份最高數目為**33,876,598**股股份，即已發行股份之**10%**。其後股份最高數目經更新且不得超過股東批准更新限額日期已發行股份之**10%**。於二零一九年六月二十六日，本公司股東於股東週年大會通過普通決議案更新根據購股權計劃可獎勵股份之最高數目至**76,765,486**股。根據購股權計劃及本公司採納之任何其他購股權計劃已授出但尚未行使之所有購股權獲行使而可能發行之股份最高數目為本公司不時已發行股份之**30%**。購股權計劃有效期由二零一四年八月二十二日(即獲採納當日)起計十年。購股權計劃可於本公司網站查閱。

The following table discloses details of the Company's share options in issue during the period:

下表披露本公司於期內已發行購股權之詳情：

Name or category of grantees	Date granted	Exercisable period	Exercise price per share HK\$ 每股行使價 港元	Number of share options 購股權數目			
				Outstanding at 1 January 2020 於二零二零年一月一日 尚未行使	Granted during the period 於本期內 授出	Exercised during the period 於本期內 行使	Outstanding at 30 June 2020 於二零二零年六月三十日 尚未行使
Category 1: Directors 第一類：董事							
Zhang Yan 張妍	16 May 2016 二零一六年五月十六日	16 May 2016–15 May 2026 二零一六年五月十六日至 二零二六年五月十五日	4.11	3,387,659	-	-	3,387,659
Total for directors 董事合計				3,387,659	-	-	3,387,659
Category 2: Employees 第二類：僱員							
	16 May 2016 二零一六年五月十六日	16 May 2016–15 May 2026 二零一六年五月十六日至 二零二六年五月十五日	4.11	30,488,931	-	-	30,488,931
Total for employees 僱員合計				30,488,931	-	-	30,488,931
Total for all categories 所有類別合計				33,876,590	-	-	33,876,590

Directors' and Chief Executives' Interests in the Securities of the Company and Associated Corporations

As at 30 June 2020, the interests or short positions of the Directors or chief executives of the Company in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) as recorded in the register kept by the Company 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 contained in Appendix 10 (the "Model Code") to Listing Rules were as follow:

Ordinary shares of the Company

Name of director	Capacity/nature of interests	Number of ordinary share(s) held	Number underlying share(s) held	Percentage of total number of shares in issue (approximately)
董事名稱	身份／權益性質	持有普通股股份數目	持有相關股份數目	佔已發行股份總數百分比(概約)
Yang Longfei ¹ 楊龍飛 ¹	Beneficial owner 實益擁有人	206,666,666 (L)	155,555,556 (L)	33.78%
	Interest in controlled corporation 受控法團權益	254,055,888 (L)	—	23.70%
Zhang Yan ² 張妍 ²	Beneficial owner 實益擁有人	2,178,000 (L)	3,387,659 (L)	0.73%

(L) demotes long position

(L) 指好倉

Notes:

附註：

- Mr. Yang Longfei is the holder of 206,666,666 Shares and 155,555,556 underlying shares of the Company under the convertible securities issued by the Company to him on 20 April 2018. The 254,055,888 Shares were held by China Lerthai Commercial Real Estate Holdings Limited ("China Lerthai"), a company which was wholly and beneficially owned by Mr. Yang Longfei. By virtue of the SFO, Mr. Yang Longfei is deemed to be interested in the 254,055,888 shares of the Company held by China Lerthai.
- The 3,387,659 underlying shares of the Company hold by Ms. Zhang Yan represent the share options granted by the Company on 16 May 2016 under Share Option Scheme. Detail please refer to heading "Share Option Scheme" above.

- 楊龍飛先生為206,666,666股股份及本公司於二零一八年四月二十日向其發行之可換股證券項下之155,555,556股相關股份之持有人。254,055,888股股份由楊龍飛先生全資及實益擁有之公司中國勒泰商業地產控股有限公司(「中國勒泰」)持有。根據證券及期貨條例，楊龍飛先生被視為於中國勒泰持有之254,055,888股本公司股份中擁有權益。
- 張妍女士持有之本公司3,387,659股相關股份相當於本公司根據購股權計劃於二零一六年五月十六日授出之購股權。有關詳情請參閱上文「購股權計劃」。

董事及最高行政人員於本公司及相聯法團之證券權益

於二零二零年六月三十日，董事或本公司最高行政人員於本公司或其任何相聯法團(定義見證券及期貨條例(「證券及期貨條例」)第XV部)之股份、相關股份或債券中擁有須記錄於本公司根據證券及期貨條例第352條置存之登記冊，或根據上市規則附錄十所載上市發行人董事進行證券交易的標準守則(「標準守則」)須知會本公司及聯交所之權益或淡倉如下：

本公司普通股

Save as disclosed above, none of the Directors or chief executives of the Company had or was deemed to have any interests or short position in the shares, underlying shares or debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO) which were required to be 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.

During the period, none of the Directors or chief executives of the Company, nor their spouses or children under the age of 18 years, were granted or had exercised any right to subscribe for any securities of the Company or its associated corporations.

Substantial Shareholders' Interests in the Securities of the Company

As at 30 June 2020, so far as are known to any Director or chief executives of the Company, the following parties (other than a Director or chief executives of the Company) had interests or short positions in the shares or underlying shares of the Company as recorded in the register required to be kept by the Company under Section 336 of the SFO:

Name of shareholders	Capacity/nature of interests	Number of ordinary share(s) held	Number of underlying share(s) held	Percentage of total number of shares in issue (approximately)
		持有普通股股份數目	持有相關股份數目	佔已發行股份總數百分比(概約)
China Lerthai ¹ 中國勒泰 ¹	Beneficial owner 實益擁有人	254,055,888 (L)	–	23.70%
Fantastic Stargaze Limited ²	Having a security interest in shares 於股份中擁有抵押權益	490,722,554 (L)	–	63.92%
Peace Winner Limited ³	Having a security interest in shares 於股份中擁有抵押權益	490,722,554 (L)	–	63.92%

除上述披露者外，概無董事或本公司最高行政人員於本公司或其任何相聯法團(定義見證券及期貨條例第XV部)之股份、相關股份或債券中擁有或視為擁有須記錄於根據證券及期貨條例第352條置存之登記冊或根據標準守則須知會本公司及聯交所之權益或淡倉。

於本期間，董事及本公司最高行政人員以及彼等之配偶或十八歲以下子女概無獲授或已行使任何可認購本公司或其相聯法團任何證券之權利。

主要股東於本公司之證券權益

於二零二零年六月三十日，就董事或本公司最高行政人員所知悉，本公司根據證券及期貨條例第336條須置存之登記冊所載錄於本公司股份或相關股份中擁有權益或淡倉之人士(董事或本公司最高行政人員除外)如下：

Other Information 其他資料

Name of shareholders	Capacity/nature of interests	Number of ordinary share(s) held	Number of underlying share(s) held	Percentage of total number of shares in issue (approximately)
股東名稱	身份／權益性質	持有普通股股份數目	持有相關股份數目	佔已發行股份總數百分比(概約)
China Huarong Overseas Investment Holdings Co., Limited ⁴ 中國華融海外投資控股有限公司 ⁴	Beneficial interest held by controlled corporation 受控法團持有實際權益	490,722,554 (L)	–	63.92%
華融華僑資產管理股份有限公司 ⁵	Beneficial interest held by controlled corporation 受控法團持有實際權益	490,722,554 (L)	–	63.92%
Huarong Zhiyuan Investment & Management Co., Limited ⁶ 華融致遠投資管理有限責任公司 ⁶	Beneficial interest held by controlled corporation 受控法團持有實際權益	490,722,554 (L)	–	63.92%
China Huarong Asset Management Co., Limited ⁷ 中國華融資產管理股份有限公司 ⁷	Beneficial interest held by controlled corporation 受控法團持有實際權益	490,722,554 (L)	–	63.92%
Chan Ho Yin ⁸ 陳浩然 ⁸	In the capacity as the Joint and Several Receiver 作為共同及個別接管人	416,278,110 (L)	–	54.23%
Chi Lai Man Jocelyn ⁸ 徐麗雯 ⁸	In the capacity as the Joint and Several Receiver 作為共同及個別接管人	416,278,110 (L)	–	54.23%

Name of shareholders	Capacity/nature of interests	Number of ordinary share(s) held	Number of underlying share(s) held	Percentage of total number of shares in issue (approximately)
股東名稱	身份／權益性質	持有普通股股份數目	持有相關股份數目	佔已發行股份總數百分比(概約)
Golden Smart Profit Limited 金駿盈有限公司	Beneficial owner 實際擁有人	110,666,666 (L)	—	10.32%
中國同祥控股集團有限公司 ⁹	Beneficial interest 實際權益	113,749,999 (L)	—	10.61%
Whitestream Development Limited	Beneficial interest 實際權益	65,308,444 (L)	—	6.09%
Zhao Zhijiang 趙志江	Beneficial interest 實際權益	62,222,222 (L)	—	5.80%

(L) denotes long position

(L)指好倉

Notes:

附註：

- China Lerthai was wholly-owned by Mr. Yang Longfei, the chairman, chief executive officer and executive Director of the Company and Mr. Chan Ho Yin has become the shareholder of China Lerthai as a result of appointment as the Joint and Several Receivers over the 416,278,110 shares in the Company.
- Mr. Yang Longfei and China Lerthai have provided a first priority share charge in respect of (i) the HK\$200,000,000 convertible securities issued by the Company on 20 April 2018 and 254,055,888 shares and (ii) 162,222,222 shares of the Company held by them respectively in favour of Fantastic Stargaze Limited, a subsidiary of Huarong Overseas Investment Holdings Co., Limited, to secure the payment obligations under the convertible notes in the principal amount of HK\$450,000,000 issued by the Company. Fantastic Stargaze Limited is the holder of the convertible notes of the Company in the principal amount of HK\$450,000,000. Please refer to the announcement of the Company dated 22 January 2017 for further details.
- Peace Winner Limited is a wholly-owned subsidiary of China Huarong Overseas Investment Holdings Co., Limited.

- 中國勒泰之前由本公司主席、行政總裁兼執行董事楊龍飛先生全資擁有，其後陳浩然先生因獲委任為本公司416,278,110股股份的共同及個別接管人而成為中國勒泰的股東。
- 楊龍飛先生與中國勒泰已就彼等分別持有的(i)本公司於二零一八年四月二十日發行之200,000,000港元可換股證券及254,055,888股股份及(ii)162,222,222股本公司股份向中國華融海外投資控股有限公司的附屬公司Fantastic Stargaze Limited提供優先權股份押記，以為由本公司發行本金額為450,000,000港元的可換股票據項下的付款責任提供抵押。Fantastic Stargaze Limited是本金額為450,000,000港元之可換股票據之持有人。更多詳情請參閱本公司日期為二零一七年一月二十二日之公告。
- Peace Winner Limited為中國華融海外投資控股有限公司之全資附屬公司。

Other Information 其他資料

4. Fantastic Stargaze Limited is a wholly-owned subsidiary of China Huarong Overseas Investment Holdings Co., Limited.
5. China Huarong Overseas Investment Holdings Co., Limited is a wholly-owned subsidiary of 華融華僑資產管理股份有限公司.
6. 華融致遠投資管理有限責任公司 is interested in 91% of equity interests in 華融華僑資產管理股份有限公司.
7. 華融致遠投資管理有限責任公司 is a wholly-owned subsidiary of China Huarong Asset Management Co. Limited.
8. Chan Ho Yin and Chi Lai Man Jocelyn have been appointed as the Joint and Several Receivers over the 416,278,110 shares in Lerthai Group Limited on 20 January 2020.
9. 中國同祥控股集團有限公司, a company owned as to 50% by 傅建永 and as to 50% by 傅一翔.
10. Golden Smart Profit Limited is a wholly-owned by Xing Jianyong.
4. Fantastic Stargaze Limited為中國華融海外投資控股有限公司之全資附屬公司。
5. 中國華融海外投資控股有限公司為華融華僑資產管理股份有限公司之全資附屬公司。
6. 華融致遠投資管理有限責任公司擁有華融華僑資產管理股份有限公司91%股權之權益。
7. 華融致遠投資管理有限責任公司為中國華融資產管理股份有限公司之全資附屬公司。
8. 陳浩然及徐麗雯已於二零二零年一月二十日獲委任為勒泰集團有限公司416,278,110股股份的共同及個別接管人。
9. 中國同祥控股集團有限公司分別由傅建永及傅一翔擁有50%權益。
10. 金駿盈有限公司由Xing Jianyong全資擁有。

Save as disclosed above, as at 30 June 2020, the Company had not been notified by any persons (other than Directors or chief executives of the Company) who had interests or short positions in the shares, underlying shares and debentures of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO or which were recorded in the register required to be kept by the Company under section 336 of the SFO.

Arrangements to Purchase Shares or Debentures

Save as the Share Option Scheme and Share Award Scheme disclosed above, there were no arrangements to which the Company, its ultimate holding company, or any of its ultimate holding company's subsidiaries was a party to enable the Directors to acquire benefit by means of the acquisition of shares in, or debentures of, the Company or any other body corporate during the period.

除上文披露外，於二零二零年六月三十日，概無任何人士（董事或本公司最高行政人員除外）曾知會本公司其於本公司股份、相關股份及債券中擁有根據證券及期貨條例第XV部第2及第3分部之條文須向本公司披露或記載於本公司根據證券及期貨條例第336條須置存之登記冊內的權益或淡倉。

購買股份或債券之安排

除上文披露之購股權計劃及股份獎勵計劃外，本公司、其最終控股公司或其最終控股公司之任何附屬公司概無於本期間內作出任何安排，以使董事可藉購入本公司或任何其他法人團體之股份或債券而獲得利益。

Purchase, Sale or Redemption of the Company's Listed Securities

During the Period, neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's listed securities.

Review by Audit and Risk Management Committee

The audit committee of the Company (the "Audit Committee") comprises all three independent non-executive Directors, namely Mr. Wong Tat Keung (chairman of the Audit Committee), Mr. Wong Hon Kit and Ms. Chan Lai Ping. The Audit Committee has reviewed with management of the accounting policies adopted by the Group, the risk management and internal control systems, the effectiveness of the internal audit function and the unaudited condensed consolidated financial statements for the period.

Corporate Governance

The Company is committed to maintain high standards of corporate governance in order to ensure high transparency and protection of interests of the shareholders and the Company as a whole. The Company has adopted the code provisions and certain recommended best practices (with amendments from time to time) as set out in the Corporate Governance Code and Corporate Governance Report (the "CG Code") under Appendix 14 to the Listing Rules.

Upon review of the corporate governance practice of the Company, the Board believed that the Company has applied the principles in the CG Code and complied with the code provisions of the CG Code during the period. None of the Directors was aware of any information that would reasonably indicate that the Company was not during the period in compliance with the code provisions of the CG Code, except for the deviation as follows:

購買、出售或贖回本公司上市證券

於本期間，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。

經審核及風險管理委員會審閱

本公司審核委員會(「審核委員會」)由全部三名獨立非執行董事組成，即黃達強先生(審核委員會主席)、黃漢傑先生及陳麗平女士。審核委員會與管理層已就本集團採納之會計政策、風險管理及內部監控系統、內部審核職能成效，以及本期間之未經審核簡明綜合財務報表進行審閱。

企業管治

本公司致力維持高水平之企業管治，以確保本公司具有高透明度以及保障股東及本公司之整體利益。本公司已採納上市規則附錄十四之企業管治守則及企業管治報告(「企管守則」)所載之守則條文及若干建議最佳常規(因應不時之修訂)。

經檢討本公司之企業管治常規後，董事會相信本公司已於本期間內應用企管守則內之原則並已遵守企管守則之守則條文。董事概不知悉有任何資料可合理顯示本公司於本期間內並無遵守企管守則之守則條文，惟以下偏離者除外：

Other Information 其他資料

Under code provision A.1.8 of the Corporate Governance Code, an issuer should arrange appropriate insurance cover in respect of legal action against its directors. With regular, timely and effective communications among the directors and the management of the Group, the management of the Group believes that all potential claims and legal actions against the directors of the Company can be handled effectively, and the possibility of actual litigation against the directors of the Company is relatively low. The Company will review and consider to make such arrangement as and when it thinks necessary.

Under Rule 3.10(1) and Rule 3.21 of the Listing Rules, every board of directors of a listed issuer must include at least three independent non-executive directors and the audit and risk management committee of every listed issuer must comprise a minimum of three members. After Mr. Wan Ka Ming's resignation on 27 December 2019 and before Ms. Chan Lai Ping's appointment on 27 March 2020, the Board and audit and risk management committee of the Company comprised only two independent non-executive Directors.

Save as the above, to the best knowledge of the Board, the Company had complied with the code provisions in the CG Code during the Period.

Model Code for Securities Transactions

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers contained in Appendix 10 (the "Model Code") to the Listing Rules as a code of conduct regarding securities transactions by the Directors. Having made specific enquiry of all the Directors, all the Directors confirmed that they have complied with the required standard set out in the Model Code throughout the period.

根據企管守則之守則條文A.1.8，發行人須就董事面臨的法律訴訟作出適當的投保安排。透過董事及本集團管理層之間定期、適時及有效的溝通，本集團管理層認為，所有可能向本公司董事提出之申索及法律訴訟均能有效地處理，且本公司董事遭確切起訴之機會較微。本公司將於其認為必要時檢討及考慮作出相關安排。

根據上市規則第3.10(1)及第3.21條，上市發行人的董事會必須包括至少三名獨立非執行董事，而上市發行人的審核及風險管理委員會至少要有三名成員。於溫嘉明先生於二零一九年十二月二十七日辭任後至陳麗平女士於二零二零年三月二十七日獲委任前期間，董事會及本公司審核及風險管理委員會僅有兩名獨立非執行董事。

除上述者外，據董事會所知，本公司於本期間已遵守企管守則的所有守則條文。

證券交易之標準守則

本公司已採納上市規則附錄十所載《上市發行人董事進行證券交易的標準守則》(「標準守則」)作為董事進行證券交易之操守準則。在向所有董事作出具體查詢後，所有董事確認彼等於本期間內一直遵守標準守則載列之規定標準。

Condensed Consolidated Statement of Profit or Loss

簡明綜合損益報表

For the six months ended 30 June 2020 截至二零二零年六月三十日止六個月

		Six months ended 30 June 截至六月三十日止六個月	
		2020 二零二零年 HK\$'000 千港元 (Unaudited) (未經審核)	2019 二零一九年 HK\$'000 千港元 (Unaudited) (未經審核)
		Notes 附註	
Revenue	收益	4	289,507
Cost of sales	銷售成本		(96,484)
Gross profit	毛利		193,023
Interest revenue	利息收益		18,130
Other income and (losses)/gains, net	其他收入及(虧損)/收益， 淨額	5	(1,077)
Gain on disposal of a subsidiary	出售一間附屬公司之收益		-
(Decrease)/increase in fair value of investment properties	投資物業公平值(減少)/增加		(260,138)
Selling and marketing expenses	銷售及市場營銷開支		(1,932)
Administrative expenses	行政開支		(71,689)
(Loss)/profit from operations	經營(虧損)/溢利		(123,683)
Finance costs	財務費用	6	(379,174)
(Loss)/profit before tax	除稅前(虧損)/溢利		(502,857)
Income tax credit/(expense)	所得稅抵免/(開支)	7	38,793
(Loss)/profit for the period attributable to equity holders of the Company	本公司權益持有人應佔期內 (虧損)/溢利	8	(464,064)
(Loss)/earnings per share (HK dollars)	每股(虧損)/盈利(港元)	9	
Basic	基本		(0.53)
Diluted	攤薄		(0.53)

Condensed Consolidated Statement of Comprehensive Income

簡明綜合全面收益報表

For the six months ended 30 June 2020 截至二零二零年六月三十日止六個月

		Six months ended 30 June 截至六月三十日止六個月	
		2020 二零二零年 HK\$'000 千港元 (Unaudited) (未經審核)	2019 二零一九年 HK\$'000 千港元 (Unaudited) (未經審核)
(Loss)/profit for the period	期內(虧損)/溢利	(464,064)	60,275
Other comprehensive loss:	其他全面虧損：		
<i>Item that will not be reclassified to profit or loss:</i>	不會重新分類至損益之項目：		
Fair value loss on financial liabilities designated at fair value through profit or loss attributable to change in credit risk	指定按公平值計入損益之金融負債因信貸風險變動而產生之公平值虧損	-	(10,298)
<i>Item that may be reclassified to profit or loss:</i>	可能會重新分類至損益之項目：		
Exchange differences on translating foreign operations	換算海外業務之匯兌差額	(173,673)	(1,339)
Other comprehensive loss for the period, net of tax	期內其他全面虧損(除稅後)	(173,673)	(11,637)
Total comprehensive (loss)/income for the period attributable to equity holders of the Company	本公司權益持有人應佔期內全面(虧損)/收益總額	(637,737)	48,638

Condensed Consolidated Statement of Financial Position

簡明綜合財務狀況報表

As at 30 June 2020 於二零二零年六月三十日

			30 June 2020 二零二零年 六月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	31 December 2019 二零一九年 十二月三十一日 HK\$'000 千港元 (Audited) (經審核)
		Notes 附註		
Non-current assets	非流動資產			
Investment properties	投資物業	11	19,340,366	19,977,883
Property, plant and equipment	物業、廠房及設備	12	19,357	19,954
Right-of-use assets	使用權資產		1,356	2,712
Deposit and prepayment	按金及預付款項		198,485	202,342
Pledged bank deposits	已抵押銀行存款		18,646	21,960
Deferred tax assets	遞延稅項資產		5,969	6,167
Other non-current assets	其他非流動資產		3,300	3,300
			19,587,479	20,234,318
Current assets	流動資產			
Properties under development for sales	開發中待售物業		3,078,174	3,023,091
Properties held for sales	持作出售物業		274,532	314,199
Equity investment at fair value through profit or loss	按公平值計入損益之股權投資		2,209	2,409
Trade and other receivables, deposits and prepayments	貿易及其他應收賬款、按金及預付款項	13	397,032	386,384
Restricted bank balances	受限制銀行結餘		-	4
Pledged bank deposits	已抵押銀行存款		6,493	6,523
Cash and bank balances	現金及銀行結餘		53,427	127,828
			3,811,867	3,860,438
Current liabilities	流動負債			
Trade and other payables and accruals	貿易及其他應付賬款及應計款項	14	3,184,433	3,238,209
Contract liabilities	合約負債		1,680,741	1,685,661
Tax payable	應付稅項		88,403	92,743
Bank and other borrowings	銀行及其他借款	15	5,436,581	5,236,123
Convertible bond	可換股債券	16	453,493	386,117
Senior notes	優先票據	17	113,803	109,327
Bonds	債券	18	44,288	42,485
Lease liabilities	租賃負債		1,570	2,997
			11,003,312	10,793,662
Net current liabilities	流動負債淨額		(7,191,445)	(6,933,224)
Total assets less current liabilities	總資產減流動負債		12,396,034	13,301,094

Condensed Consolidated Statement of Financial Position 簡明綜合財務狀況報表

As at 30 June 2020 於二零二零年六月三十日

		Notes 附註	30 June 2020 二零二零年 六月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	31 December 2019 二零一九年 十二月三十一日 HK\$'000 千港元 (Audited) (經審核)
Non-current liabilities	非流動負債			
Bank and other borrowings	銀行及其他借款	15	4,536,254	4,708,209
Convertible securities	可換股證券	19	40,409	56,667
Deferred tax liabilities	遞延稅項負債		2,887,043	2,986,009
			7,463,706	7,750,885
Net assets	資產淨值		4,932,328	5,550,209
Capital and reserves	資本及儲備			
Share capital	股本	20	2,924,727	1,548,192
Reserves	儲備		1,559,663	3,554,079
Equity attributable to equity holders of the Company	本公司權益持有人應佔權益			
Perpetual capital instruments	永續資本工具	21	4,484,390	5,102,271
			447,938	447,938
Total equity	總權益		4,932,328	5,550,209

Condensed Consolidated Statement of Changes in Equity

簡明綜合股本權益變動表

For the six months ended 30 June 2020 截至二零二零年六月三十日止六個月

		Attributable to equity holders of the Company 本公司權益持有人應佔										
		Share capital	Share reduction reserve	Share option reserve	Statutory reserve	Convertible securities equity reserve	Exchange reserve	Merger reserve	Revaluation reserve	Retained profits	Perpetual capital instruments	Total equity
		股本	削減儲備	購股權儲備	法定儲備	可換股證券權益儲備	匯兌儲備	合併儲備	重估儲備	保留溢利	資本工具	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
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
At 1 January 2019 (As originally stated, audited)	於二零一九年一月一日 (按原列，經審核)	2,086,958	-	69,242	5,548	2,405,382	(801,800)	(5,496,678)	14,240	6,658,874	1,150,471	6,092,237
Effect of adoption of HKFRS 16	採納香港財務報告準則第16號之影響	-	-	-	-	-	-	-	-	(231)	-	(231)
At 1 January 2019 (Restated)	於二零一九年一月一日 (經重列)	2,086,958	-	69,242	5,548	2,405,382	(801,800)	(5,496,678)	14,240	6,658,643	1,150,471	6,092,006
Total comprehensive (expense)/ income for the period	本期間全面(開支)/ 收益總額	-	-	-	-	-	(1,339)	-	(10,298)	60,275	-	48,638
Issue of shares upon conversion of convertible securities (Note 20)	於轉換可換股證券時 發行股份(附註20)	361,234	-	-	-	(355,505)	-	-	-	-	-	5,729
At 30 June 2019 (Unaudited)	於二零一九年六月三十日 (未經審核)	2,448,192	-	69,242	5,548	2,049,877	(803,139)	(5,496,678)	3,942	6,718,918	1,150,471	6,146,373
At 1 January 2020 (Audited)	於二零二零年一月一日 (經審核)	1,548,192	133,440	69,242	5,548	2,049,877	(810,417)	(5,496,678)	41,158	7,561,909	447,938	5,550,209
Total comprehensive expense for the period	本期間全面開支總額	-	-	-	-	-	(173,673)	-	-	(464,064)	-	(637,737)
Issue of shares upon conversion of convertible securities (Note 20)	於轉換可換股證券時 發行股份(附註20)	1,376,535	-	-	-	(1,356,679)	-	-	-	-	-	19,856
At 30 June 2020 (Unaudited)	於二零二零年六月三十日 (未經審核)	2,924,727	133,440	69,242	5,548	693,198	(984,090)	(5,496,678)	41,158	7,097,845	447,938	4,932,328

Condensed Consolidated Statement of Cash Flows

簡明綜合現金流量表

For the six months ended 30 June 2020 截至二零二零年六月三十日止六個月

		Six months ended 30 June 截至六月三十日止六個月	
		2020 二零二零年 HK\$'000 千港元 (Unaudited) (未經審核)	2019 二零一九年 HK\$'000 千港元 (Unaudited) (未經審核)
Net cash generated from operating activities	經營業務所得現金淨額	14,462	46,843
Cash flows from investing activities	來自投資業務的現金流量		
Interest received	已收利息	16,928	3,031
Payment for investment properties	投資物業付款	(3,895)	–
Purchase of items of property, plant and equipment	購置物業、廠房及設備項目	–	(1,825)
Net cash outflow from disposal of a subsidiary	出售一間附屬公司所得現金流出淨額	–	(5,892)
Net cash generated from/(used in) investing activities	投資業務所得/(所用)現金淨額	13,033	(4,686)
Cash flows from financing activities	來自融資業務的現金流量		
New bank and other borrowings raised	新籌集銀行及其他借款	–	226,532
Repayment of bank and other borrowings	償還銀行及其他借款	–	(38,800)
Loan from related companies	來自關連公司貸款	139,113	–
Repayment on loan from related companies	償還來自關連公司貸款	(75,056)	–
Interest paid	已付利息	(169,928)	(261,959)
Repayment to tenants and other companies	向租戶及其他公司還款	(6,162)	(25,509)
Release of restricted bank balances	解除受限制銀行結餘	4	–
Placement of restricted bank balances	存置受限制銀行結餘	–	(58,042)
Release of pledged bank deposits	解除已抵押銀行存款	5,605	70,273
Placement of pledged bank deposits	存置已抵押銀行存款	(3,058)	–
Principal portion of lease payment	租賃付款本金部分	(1,427)	(1,374)
Net cash used in financing activities	融資業務所用現金淨額	(110,909)	(88,879)

Condensed Consolidated Statement of Cash Flows
簡明綜合現金流量表

For the six months ended 30 June 2020 截至二零二零年六月三十日止六個月

		Six months ended 30 June 截至六月三十日止六個月	
		2020 二零二零年 HK\$'000 千港元 (Unaudited) (未經審核)	2019 二零一九年 HK\$'000 千港元 (Unaudited) (未經審核)
Net decrease in cash and cash equivalents	現金及現金等值項目減少淨額	(83,414)	(46,722)
Effect of foreign exchange rate changes, net	匯率變動之影響，淨額	9,013	6,843
Cash and cash equivalents at 1 January	於一月一日之現金及現金等值項目	127,828	184,107
Cash and cash equivalents at 30 June	於六月三十日之現金及現金等值項目	53,427	144,228
Analysis of cash and cash equivalents	現金及現金等值項目分析		
Cash and bank balances	現金及銀行結餘	53,427	144,228

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 June 2020 截至二零二零年六月三十日止六個月

1. CORPORATE INFORMATION

Lerthai Group Limited was incorporated in Hong Kong with limited liability under the Hong Kong Companies Ordinance. The address of its registered office and principal place of business is Room 3303, Tower Two, Lippo Centre, 89 Queensway, Admiralty, Hong Kong. The Company's shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange").

These unaudited condensed consolidated financial statements are presented in Hong Kong dollar ("HK\$"), unless otherwise stated.

The financial information relating to the year ended 31 December 2019 that is included in these unaudited condensed consolidated financial statements as comparative information does not constitute the Company's statutory annual consolidated financial statements for that year but is derived from those consolidated financial statements. Further information relating to these statutory financial statements is as follow:

The Company has delivered the financial statements for the year ended 31 December 2019 to the Registrar of Companies as required by section 662(3) of the Hong Kong Company Ordinance (Cap. 622).

2. BASIS OF PREPARATION – GOING CONCERN

These unaudited condensed consolidated financial statements have been prepared in accordance with Hong Kong Accounting Standard 34 "Interim Financial Reporting" issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA") and the applicable disclosures required by the Rules Governing the Listing of Securities on the Stock Exchange. These unaudited condensed consolidated financial statements was reviewed by the audit committee of Board. The Board has approved these unaudited condensed consolidated financial statements on 28 August 2020.

1. 公司資料

勒泰集團有限公司為一間按照香港公司條例於香港註冊成立的有限公司。本公司註冊辦事處及主要營業地址為香港金鐘金鐘道89號力寶中心第2座3303室。本公司股份於香港聯合交易所有限公司(「聯交所」)主板上市。

除另有指明外，此等未經審核簡明綜合財務報表以港元(「港元」)呈列。

儘管作為比較資料而納入此等未經審核簡明綜合財務報表與截至二零一九年十二月三十一日止年度有關之財務資料來源於本公司之法定年度綜合財務報表，惟不構成本公司於該年度之法定年度綜合財務報表。與該等法定財務報表有關之進一步資料如下：

按照香港法例第622章香港公司條例第662(3)條之要求，本公司已向公司註冊處處長遞交截至二零一九年十二月三十一日止年度之財務報表。

2. 編製基準 – 持續經營

此等未經審核簡明綜合財務報表乃根據香港會計師公會(「香港會計師公會」)頒佈之香港會計準則第34號「中期財務報告」之要求以及聯交所證券上市規則規定之適用披露規定編製。此等未經審核簡明綜合財務報表已由董事會轄下審核委員會審閱。董事會已於二零二零年八月二十八日批准此等未經審核簡明綜合財務報表。

2. BASIS OF PREPARATION – GOING CONCERN (continued)

As at 30 June 2020, the Group had net current liabilities of HK\$7,191,445,000. The cash and bank balances is decreased from HK\$127,828,000 to HK\$53,427,000. In addition, the Group has capital commitments of HK\$386,504,000 and other commitments of HK\$236,836,000 as at 30 June 2020. These conditions indicate the existence of a material uncertainty which may cast significant doubt on the Group's ability to continue as a going concern. Therefore, the Group may be unable to realise its assets and discharge its liabilities in the normal course of business.

Winding up petitions

On 28 July 2020, Industrial and Commercial Bank of China (Asia) Limited (the "Petitioner") filed a winding-up petition ("Petition") against the Company in the High Court of the Hong Kong Special Administrative Region (the "High Court") under HCCW 233 of 2020. The Petition was filed against the Company for failure to settle the loans provided by the Petitioner to LT Commercial Limited, a subsidiary of the Company in the principal sum of HK\$1,425,000,000; interest and default interest accrued in the total sum of HK\$259,462,000; and daily default interest of HK\$463,523 from 3 July 2020 until payment in full and all other costs and expenses of HK\$9,891,000 in relation to the default of the Loans. The Petition will be heard at the Court of First Instance of the High Court on 28 October 2020.

The Group's ability to continue as a going concern is dependent on the ongoing availability of finance supports to the Group and successful implementation of debt restructuring. If these finance supports were not available, the Group may be unable to meet its financial obligations as and when they fall due. These conditions, indicate a material uncertainty which may cast significant doubt on the Group's ability to continue as a going concern.

2. 編製基準 – 持續經營(續)

於二零二零年六月三十日，本集團的流動負債淨額為7,191,445,000港元。現金及銀行結餘由127,828,000港元減少至53,427,000港元。此外，於二零二零年六月三十日，本集團之資本承擔及其他承擔分別為386,504,000港元及236,836,000港元。該等情況顯示存在重大不確定因素可能對本集團的持續經營能力構成重大疑慮。因此，本集團可能無法於日常業務過程變現資產及償還負債。

清盤呈請

中國工商銀行(亞洲)有限公司(「呈請人」)已於二零二零年七月二十八日根據高等法院公司清盤案件2020年第233宗針對本公司向香港特別行政區高等法院(「高等法院」)提交清盤呈請(「呈請」)。提交該呈請的原因為無法償付呈請人向本公司附屬公司勒泰商業有限公司提供之貸款本金1,425,000,000港元；利息及拖欠利息總額259,462,000港元；及自二零二零年七月三日起至全額支付的違約利息每日463,523港元，以及與貸款違約相關的所有其他成本和費用9,891,000港元。該呈請將於二零二零年十月二十八日在高等法院原訟法庭聆訊。

本集團之持續經營能力取決於本集團可獲得之財務支持的持續性以及成功實施債務重組。倘本集團未能獲得上述財務支持，本集團可能無法履行其到期的財務責任。此等狀況顯示存在重大不確定因素，可能會對本集團之持續經營能力構成重大疑慮。

Notes to the Condensed Consolidated Financial Statements 簡明綜合財務報表附註

For the six months ended 30 June 2020 截至二零二零年六月三十日止六個月

2. BASIS OF PREPARATION – GOING CONCERN (continued)

Winding up petitions (continued)

The Group is in active negotiation with the banks and lenders for further arrangements, including the extension of repayment and renewal of the overdue borrowing. In view of such circumstances, the Directors of the Company have given careful consideration to the future liquidity and performance of the Group and its available sources of financing in assessing whether the Group will have sufficient financial resources to continue as a going concern. Certain measures have been taken to mitigate the liquidity pressure and to improve its financial position which include, but not limited to the following:

- (i) The Group has been actively negotiating with a number of commercial banks for renewal or extension of repayment of the loans;
- (ii) The Group has been actively negotiating with Industrial and Commercial Bank of China (Asia) Limited for restructuring or extension of repayment of the loans with the hope to withdraw the winding-up petition;
- (iii) The Group is also negotiating with various financial institutions and identifying various options for financing the Group's working capital and commitments;
- (iv) The Group has accelerated the sales of its properties under development, completed properties and investment properties to solve the liquidity problem; and
- (v) The Group will continue to take active measures to control administrative costs and containment of capital expenditures.

2. 編製基準 – 持續經營(續)

清盤呈請(續)

本集團正就進一步安排與銀行及放債人積極磋商，包括延長還款期限及重續逾期借款。鑑於上述情況，本公司董事在評估本集團會否擁有充足財務資源持續經營業務時，已審慎考慮本集團的未來流動資金及表現以及可動用的資金來源。本集團已採取若干措施以減輕流動資金壓力及改善其財務狀況，當中包括但不限於以下各項：

- (i) 本集團一直與多家商業銀行積極磋商重續或延長貸款還款期限；
- (ii) 本集團一直積極與中國工商銀行(亞洲)有限公司就重組或延期償還貸款進行磋商，希望其撤回清盤呈請；
- (iii) 本集團亦正與多家金融機構磋商及物色不同融資方案，以撥付本集團營運資金及承擔；
- (iv) 本集團已加快銷售其發展中物業、已落成物業及投資物業以解決流動資金問題；及
- (v) 本集團將繼續採取積極措施控制行政成本及節約資本開支。

2. BASIS OF PREPARATION – GOING CONCERN (continued)

Winding up petitions (continued)

As at the date of this report, the implementations of these measures are still in progress. The validity of the going concern assumption on which the unaudited condensed consolidated financial statements are prepared is dependent on the successful and favourable outcomes of the measures taken by the Directors of the Company as described above. The unaudited condensed consolidated financial statements have been prepared on the assumption that the Group will continue as a going concern and, therefore, do not include any adjustments relating to the realisation and classification of non-current assets and non-current liabilities that may be necessary if the Group is unable to continue as a going concern. Should the going concern assumption be inappropriate, adjustments may have to be made to reflect the situation that assets may need to be realised at amounts other than those currently recorded in the unaudited condensed consolidated statement of financial position. In addition, the Group may have to provide for further liabilities that might arise, and to reclassify non-current assets and non-current liabilities as current assets and current liabilities.

3. PRINCIPAL ACCOUNTING POLICIES

These unaudited condensed consolidated financial statements have been prepared on historical cost basis except for investment properties and certain financial instruments which are carried at their fair values/fair values less costs to sell.

Other than changes in accounting policies resulting from application of new and amendments to Hong Kong Financial Reporting Standards (“HKFRSs”), the accounting policies and methods of computation used in the preparation of these unaudited condensed consolidated financial statements for the six months ended 30 June 2020 are the same as those presented in the Group’s annual financial statements for the year ended 31 December 2019.

2. 編製基準 – 持續經營(續)

清盤呈請(續)

於本報告日期，該等措施的實施仍在進行中。編製未經審核簡明綜合財務報表所依據的持續經營假設的有效性，取決於本公司董事採取的上述措施獲得成功有利的結果。未經審核簡明綜合財務報表乃基於本集團將持續經營的假設編製，因此，未包括有關在本集團無法持續經營的情況下將非流動資產及非流動負債變現及分類的任何調整。如持續經營假設不適當，可能須作出調整，以反映資產可能需要按與現時於未經審核簡明綜合財務狀況報表入賬的不同金額變現的情況。此外，本集團可能須就可能產生的其他負債作出撥備，並將非流動資產及非流動負債重新分類為流動資產及流動負債。

3. 主要會計政策

此等未經審核簡明綜合財務報表乃根據歷史成本法編製，惟按公平值／公平值減出售成本計量之投資物業及若干金融工具除外。

除因應用新訂及經修訂之香港財務報告準則（「香港財務報告準則」）而導致的會計政策變動外，編製截至二零二零年六月三十日止六個月之此等未經審核簡明綜合財務報表所採用之會計政策及計算方法與本集團截至二零一九年十二月三十一日止年度之年度財務報表所呈列者相同。

Notes to the Condensed Consolidated Financial Statements 簡明綜合財務報表附註

For the six months ended 30 June 2020 截至二零二零年六月三十日止六個月

3. PRINCIPAL ACCOUNTING POLICIES (continued)

Application of new and amendments to HKFRSs

In the current interim period, the Group has applied, for the first time, the following new and amendments to HKFRSs issued by the HKICPA which are mandatory effective for the annual period beginning on or after 1 January 2020 for the preparation of the Group's unaudited condensed consolidated financial statements:

Amendments to HKAS 1 and HKAS 8 *Definition of Material*

Amendments to HKFRS 3 *Definition of a Business*

Amendments to HKAS 39, HKFRS 7 and HKFRS 9 *Interest Rate Benchmark Reform*

Except as described below, the application of the new and amendments to HKFRSs in the current period has had no material impact on the Group's financial performance and position for the current and prior periods and/or on the disclosures set out in these unaudited condensed consolidated financial statements.

New and amended standards and interpretations have been published but are not yet effective for the period ended 30 June 2020

The Group has not applied the new HKFRSs that have been issued but are not yet effective. The application of these new HKFRSs will not have material impact on the financial statements of the Group. The Group has already commenced an assessment of the impact of these new HKFRSs but is not yet in a position to state whether these new HKFRSs would have a material impact on its results of operations and financial position.

3. 主要會計政策(續)

應用新訂及經修訂之香港財務報告準則

於本中期期間，本集團就編製本集團未經審核簡明綜合財務報表首次應用以下由香港會計師公會頒佈的新訂及經修訂香港財務報告準則(於二零二零年一月一日或之後開始的年度期間強制生效)：

香港會計準則第1號及
香港會計準則第8號
之修訂 重大之定義

香港財務報告準則第3號
之修訂 業務之定義

香港會計準則第39號、
香港財務報告準則第7號
及香港財務報告準則
第9號之修訂 利率基準改革

除下文所述者外，於本期間應用新訂及經修訂之香港財務報告準則對本集團於本期間及過往期間之財務表現及狀況及/或此等未經審核簡明綜合財務報表所載披露並無重大影響。

於截至二零二零年六月三十日止期間已頒佈但尚未生效之新訂及經修訂準則及詮釋

本集團並無應用已頒佈但尚未生效之新訂香港財務報告準則。應用該等新訂香港財務報告準則將不會對本集團之財務報表產生重大影響。本集團已開始評估該等新訂香港財務報告準則之影響，惟尚未可評論該等新訂香港財務報告準則會否對其經營業績及財務狀況造成重大影響。

Notes to the Condensed Consolidated Financial Statements
簡明綜合財務報表附註

For the six months ended 30 June 2020 截至二零二零年六月三十日止六個月

4. REVENUE AND SEGMENT INFORMATION

Revenue represents the income from property development, property leasing and provision of comprehensive property management services, net of other sales related taxes and after deduction of any trade discounts.

Revenue represents the aggregate amounts received and receivable, analysed as follows:

4. 收益及分部資料

收益為來自物業發展、物業租賃及提供綜合物業管理服務的收入，並經扣除其他銷售相關稅項以及任何交易折扣。

收益指已收及應收之合計金額，分析如下：

		Six months ended 30 June 截至六月三十日止六個月	
		2020 二零二零年 HK\$'000 千港元 (Unaudited) (未經審核)	2019 二零一九年 HK\$'000 千港元 (Unaudited) (未經審核)
Sales of properties	物業銷售	34,619	211,308
Revenue from property management services	物業管理服務之收益	92,174	127,920
Revenue from contracts with customers	來自客戶合約之收益	126,793	339,228
Rental income	租金收入	162,714	197,451
Total revenue	總收益	289,507	536,679

Disaggregation of revenue from contracts with customers:

來自客戶合約之收益分類：

		Six months ended 30 June 截至六月三十日止六個月	
		2020 二零二零年 HK\$'000 千港元 (Unaudited) (未經審核)	2019 二零一九年 HK\$'000 千港元 (Unaudited) (未經審核)
Timing of revenue recognition	收益確認時間		
At a point in time	於某一時間點	34,619	211,308
Over time	一段時間內	92,174	127,920
Total	總額	126,793	339,228

Notes to the Condensed Consolidated Financial Statements
簡明綜合財務報表附註

For the six months ended 30 June 2020 截至二零二零年六月三十日止六個月

4. REVENUE AND SEGMENT INFORMATION
(continued)

4. 收益及分部資料(續)

Segment revenue and results

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

分部收益及業績

以下為根據可呈報及經營分部劃分之本集團收益及業績分析：

		Segment revenue 分部收益		Segment profit/(loss) 分部溢利/(虧損)	
		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	
		2020 二零二零年	2019 二零一九年	2020 二零二零年	2019 二零一九年
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
		(Unaudited) (未經審核)	(Unaudited) (未經審核)	(Unaudited) (未經審核)	(Unaudited) (未經審核)
Real estate business in Tangshan, the People's Republic of China (the "PRC")	於以下地區之房地產業務 中華人民共和國(「中國」) 唐山	73,791	105,698	2,279	40,875
Shijiazhuang, the PRC	中國石家莊	215,716	429,229	169,317	287,686
Handan, the PRC	中國邯鄲	-	-	(5,151)	(9,181)
West Covina, the United States of America (the "USA")	美利堅合眾國(「美國」) 西科維納	-	1,752	-	1,010
		289,507	536,679	166,445	320,390
<i>Unallocated amounts:</i>	<i>未分配金額：</i>				
Other income and (losses)/gains, net	其他收入及(虧損)/收益， 淨額			(1,077)	9,311
Gain on disposal of a subsidiary	出售一間附屬公司之收益			-	8,460
(Decrease)/increase in fair value of investment properties	投資物業公平值(減少)/ 增加			(260,138)	168,017
Finance costs	財務費用			(379,174)	(340,540)
Unallocated corporate expenses, net	未分配企業開支，淨額			(28,913)	(25,955)
(Loss)/profit before tax	除稅前(虧損)/溢利			(502,857)	139,683

Notes to the Condensed Consolidated Financial Statements
簡明綜合財務報表附註

For the six months ended 30 June 2020 截至二零二零年六月三十日止六個月

4. REVENUE AND SEGMENT INFORMATION
(continued)

4. 收益及分部資料(續)

Segment assets and liabilities

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

分部資產及負債

以下為根據可呈報及經營分部劃分之本集團資產及負債分析：

		30 June 2020 二零二零年 六月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	31 December 2019 二零一九年 十二月三十一日 HK\$'000 千港元 (Audited) (經審核)
Segment assets	分部資產		
Real estate business in	於以下地區之房地產業務		
Tangshan, the PRC	中國唐山	7,859,163	8,254,510
Shijiazhuang, the PRC	中國石家莊	11,142,350	11,559,469
Handan, the PRC	中國邯鄲	4,303,487	4,106,931
West Covina, the USA	美國西科維納	-	-
Total segment assets	總分部資產	23,305,000	23,920,910
<i>Unallocated amounts:</i>	<i>未分配金額：</i>		
Pledged bank deposits	已抵押銀行存款	25,139	28,483
Deferred tax assets	遞延稅項資產	5,969	6,167
Restricted bank balances	受限制銀行結餘	-	4
Cash and bank balances	現金及銀行結餘	53,427	127,828
Unallocated corporate assets	未分配企業資產	9,811	11,364
Consolidated total assets	綜合總資產	23,399,346	24,094,756
Segment liabilities	分部負債		
Real estate business in	於以下地區之房地產業務		
Tangshan, the PRC	中國唐山	1,949,564	1,964,356
Shijiazhuang, the PRC	中國石家莊	703,038	715,811
Handan, the PRC	中國邯鄲	2,160,852	2,220,357
West Covina, the USA	美國西科維納	-	-
Total segment liabilities	總分部負債	4,813,454	4,900,524
<i>Unallocated amounts:</i>	<i>未分配金額：</i>		
Tax payable	應付稅項	88,403	92,743
Bank and other borrowings	銀行及其他借款	9,972,835	9,944,332
Convertible bonds	可換股債券	453,493	386,117
Senior notes	優先票據	113,803	109,327
Bonds	債券	44,288	42,485
Convertible securities	可換股證券	40,409	56,667
Deferred tax liabilities	遞延稅項負債	2,887,043	2,986,009
Unallocated corporate liabilities	未分配企業負債	53,290	26,343
Consolidated total liabilities	綜合總負債	18,467,018	18,544,547

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5. OTHER INCOME AND (LOSSES)/GAINS,
NET

5. 其他收入及(虧損)/收益，
淨額

		Six months ended 30 June 截至六月三十日止六個月	
		2020 二零二零年 HK\$'000 千港元 (Unaudited) (未經審核)	2019 二零一九年 HK\$'000 千港元 (Unaudited) (未經審核)
Exchange (loss)/gain, net	匯兌(虧損)/收益淨額	(2,866)	(10,519)
Changes in fair value of convertible bonds designated at fair value through profit or loss ("FVTPL")	指定為按公平值計入損益(「按公平值計入損益」)之可換股債券公平值變動	-	12,530
Changes in fair value of equity investment at FVTPL	按公平值計入損益之股權投資公平值變動	(59)	(226)
Loss on disposal of items property, plant and equipment	出售物業、廠房及設備項目之虧損	(3)	(366)
Penalties for deferred settlement	延遲償付的罰款	339	-
Others	其他	1,512	7,892
		(1,077)	9,311

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6. FINANCE COSTS

6. 財務費用

		Six months ended 30 June 截至六月三十日止六個月	
		2020 二零二零年 HK\$'000 千港元 (Unaudited) (未經審核)	2019 二零一九年 HK\$'000 千港元 (Unaudited) (未經審核)
Interest on:	以下項目之利息：		
- bank and other borrowings	- 銀行及其他借款	314,849	322,621
- bonds	- 債券	1,803	1,658
- convertible bonds	- 可換股債券	67,376	18,055
- convertible securities	- 可換股證券	2,397	3,253
- lease liabilities	- 租賃負債	115	245
- senior notes	- 優先票據	4,476	6,876
		391,016	352,708
Management fee to ABS scheme manager	資產支持證券計劃管理人之管理費	24,052	24,512
		415,068	377,220
Less: Amount capitalised to investment properties under construction and properties under development for sales	減：在建投資物業及開發中待售物業之資本化金額	(35,894)	(36,680)
		379,174	340,540

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7. INCOME TAX (CREDIT)/EXPENSE

7. 所得稅(抵免)/開支

		Six months ended 30 June 截至六月三十日止六個月	
		2020 二零二零年 HK\$'000 千港元 (Unaudited) (未經審核)	2019 二零一九年 HK\$'000 千港元 (Unaudited) (未經審核)
Current tax – the PRC	即期稅項 – 中國		
– PRC Enterprise Income Tax (the “EIT”)	– 中國企業所得稅	31	81
– Land Appreciation Tax (the “LAT”)	– 土地增值稅	3,462	10,565
		3,493	10,646
Deferred tax	遞延稅項	(42,286)	68,762
		(38,793)	79,408

Hong Kong Profits Tax is calculated at 16.5% (six months ended 30 June 2019: 16.5%) of the estimated assessable profit of the companies incorporated in Hong Kong. No provision for income tax has been made as the Company and subsidiaries in Hong Kong incurred tax losses.

Under the Law of the PRC on the EIT Law and Implementation Regulation of the EIT Law, the tax rate of the Group’s PRC subsidiaries is 25% (six months ended 30 June 2019: 25%).

Under the Provisional Regulations on the LAT implemented upon the issuance of the Provisional Regulations of the PRC on 27 January 1995, all gains arising from transfer of real estate property in the PRC effective from 1 January 1994 are subject to the LAT at progressive rates ranging from 30% to 60% on the appreciation of land value, being the proceeds of sales of properties less deductible expenditures including land costs, borrowings costs and all property development expenditures.

The subsidiaries in the USA are subject to Federal Income Tax of 21% (six months ended 30 June 2019: 21%) and State Tax of 8.8% (six months ended 30 June 2019: 8.8%) on the taxable income. Certain subsidiaries are limited liability companies which are by default disregarded entities (i.e. viewed as divisions of the holding company) and taxed as part of their holding company for federal and state tax purposes.

香港利得稅乃根據於香港註冊成立之公司之估計應課稅溢利按稅率16.5%(截至二零一九年六月三十日止六個月: 16.5%)計算。由於本公司及於香港之附屬公司分別產生稅項虧損, 因此並無就所得稅作出撥備。

根據中國企業所得稅法及企業所得稅法實施條例, 本集團中國附屬公司的稅率為25%(截至二零一九年六月三十日止六個月: 25%)。

在根據一九九五年一月二十七日頒佈的《中華人民共和國土地增值稅暫行條例》而施行的暫行條例下, 所有於一九九四年一月一日起轉讓中國房地產物業產生的收益均須以土地價值增值部分(即出售物業所得款項減可扣除開支(包括土地成本、借貸成本及所有物業發展開支))按介乎30%至60%的累進稅率繳納土地增值稅。

美國附屬公司須按聯邦所得稅21%(截至二零一九年六月三十日止六個月: 21%)及州稅8.8%(截至二零一九年六月三十日止六個月: 8.8%)就應課稅收入繳付所得稅。若干附屬公司屬有限公司, 本身不被視為實體(即視為控股公司之分部), 就聯邦所得稅及州稅而言當作控股公司一部分計算稅項。

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8. (LOSS)/PROFIT FOR THE PERIOD

8. 期內(虧損)/溢利

The Group's (loss)/profit for the period is stated after charging/(crediting) the following:

本集團的期內(虧損)/溢利經扣除/(計入)下列各項後列示：

		Six months ended 30 June 截至六月三十日止六個月	
		2020 二零二零年 HK\$'000 千港元 (Unaudited) (未經審核)	2019 二零一九年 HK\$'000 千港元 (Unaudited) (未經審核)
Employee benefits expenses including Directors' and chief executive's emoluments	僱員福利開支(包括董事及最高行政人員之酬金)		
- Salaries, bonuses and allowances	- 薪金、花紅及津貼	22,453	31,542
- Retirement benefits cost	- 退休福利成本	1,645	3,289
Total employee benefits expenses	僱員福利開支總額	24,098	34,831
Less: Amount capitalised to investment properties under construction and properties under development for sales	減：在建投資物業及開發中待售物業之資本化金額	(1,559)	(3,263)
		22,539	31,568
Cost of properties held for sales recognised as an expense	確認為開支的持作出售物業成本	17,109	86,612
Depreciation	折舊	2,542	4,143
Gross rental and management fee income from investment properties	投資物業之租金及管理費收入總額	(254,888)	(325,371)
Less: Direct operating expenses incurred for investments properties that generated rental and management fee income	減：產生租金及管理費收入之投資物業產生之直接經營開支	55,222	48,806
		(199,666)	(276,565)

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9. (LOSS)/EARNINGS PER SHARE

(a) Basic (loss)/earnings per share

The calculation of basic loss per share is based on the loss for the period attributable to equity holders of the Company of HK\$464,064,000 for the six months ended 30 June 2020 (six months ended 30 June 2019: profit for the period attributable to equity holders of the Company of HK\$60,275,000) and the weighted average of 883,738,000 ordinary shares (six months ended 30 June 2019: 716,527,000 ordinary shares) in issue during the interim period.

(b) Diluted (loss)/earnings per share

There was no difference between basic and diluted loss per share for the six months ended 30 June 2020.

For the six months ended 30 June 2019, the calculation of diluted earnings per share is based on the profit for the period attributable to equity holders of the Company of HK\$63,528,000 and the weighted average number of ordinary shares of 1,235,229,000.

10. DIVIDENDS

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

9. 每股(虧損)/盈利

(a) 每股基本(虧損)/盈利

截至二零二零年六月三十日止六個月期間每股基本虧損是按照本公司權益持有人應佔期內虧損**464,064,000**港元(截至二零一九年六月三十日止六個月：本公司權益持有人應佔期內溢利**60,275,000**港元)，以及考慮中期期間已發行加權平均普通股股數**883,738,000**股(截至二零一九年六月三十日止六個月：**716,527,000**股)計算。

(b) 每股攤薄(虧損)/盈利

截至二零二零年六月三十日止六個月期間的每股基本和攤薄虧損之間並無差異。

截至二零一九年六月三十日止六個月期間每股攤薄盈利是按照本公司權益持有人應佔期內溢利**63,528,000**港元，以及按普通股的加權平均數**1,235,229,000**股計算。

10. 股息

董事會不建議就截至二零二零年六月三十日止六個月派付股息(截至二零一九年六月三十日止六個月：無)。

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11. INVESTMENT PROPERTIES

11. 投資物業

		Completed investment properties in the USA 位於美國之 已落成 投資物業 HK\$'000 千港元	Completed investment properties in the PRC 位於中國之 已落成 投資物業 HK\$'000 千港元	Investment properties under construction in the PRC 位於中國之 在建 投資物業 HK\$'000 千港元	Leasehold land for future development 用作 未來發展之 租賃土地 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At fair value	按公平值					
At 1 January 2019	於二零一九年一月一日	223,269	18,059,334	2,226,646	149,271	20,658,520
Additions	添置	-	92,112	8,252	-	100,364
Disposal of a subsidiary	出售一間附屬公司	(223,655)	-	-	-	(223,655)
Transfer to properties under development for sales	轉撥至開發中待售物業	-	(56,203)	(351,573)	-	(407,776)
Changes in fair value included in profit or loss	計入損益之公平值變動	-	84,274	140,938	2,381	227,593
Exchange realignment	匯兌調整	386	(336,395)	(38,354)	(2,800)	(377,163)
At 31 December 2019 and 1 January 2020 (Audited)	於二零一九年十二月三十一日及二零二零年一月一日(經審核)	-	17,843,122	1,985,909	148,852	19,977,883
Additions	添置	-	3,895	-	-	3,895
Changes in fair value included in profit or loss	計入損益之公平值變動	-	(499,117)	238,979	-	(260,138)
Exchange realignment	匯兌調整	-	(339,261)	(39,175)	(2,838)	(381,274)
At 30 June 2020 (Unaudited)	於二零二零年六月三十日(未經審核)	-	17,008,639	2,185,713	146,014	19,340,366

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11. INVESTMENT PROPERTIES (continued)

All of the Group's property interests held to earn rentals or for capital appreciation purpose are measured using the fair value model and are classified and accounted for as investment properties.

The fair value of the Group's investment properties as at 30 June 2020 and 31 December 2019 have been arrived at on the basis of valuations carried out on those dates by Knight Frank Petty Limited, an independent qualified professional valuers not connected to the Group.

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

For investment properties under construction located in the PRC that are measured at fair value, residual method of valuation is adopted. The value is based on the development potential of the properties as if they were completed in accordance with the existing development controls at the date of valuation. The value has also taken into consideration all costs of development and allowance of profit required for the development, which duly reflected the risks associated with the development.

The Group's investment properties with an aggregate carrying amount of HK\$10,857,428,000, HK\$339,936,000, HK\$7,431,862,000 and HK\$136,762,000 (31 December 2019: HK\$11,190,412,000, HK\$353,672,000, HK\$7,701,025,000 and HK\$142,289,000) as at 30 June 2019 were pledged to secure bank and other borrowings granted to the Group, pledged to secured borrowings obtained by related companies, pledged to secured borrowings obtained by unrelated companies and restricted in rights respectively.

11. 投資物業(續)

所有持作為賺取租金或資本增值之本集團物業權益按公平值模型計量，並分類及計入投資物業。

於二零二零年六月三十日及二零一九年十二月三十一日，本集團投資物業之公平值乃按與本集團並無關連之獨立合資格專業估值師萊坊測量師行有限公司於該等日期進行之估值達致。

已落成投資物業價值由收入淨額資本化法得出，並就復歸收入作出適當撥備。

位於中國的在建投資物業按公平值計量時，採納餘值法。該價值基於物業之開發潛力，猶如物業根據估值日期之現時開發控制完成。該價值亦計及所有開發成本及開發所需之溢利撥備，充分反映與開發相關的風險。

於二零二零年六月三十日，本集團的賬面值總額為10,857,428,000港元、339,936,000港元、7,431,862,000港元及136,762,000港元(二零一九年十二月三十一日：11,190,412,000港元、353,672,000港元、7,701,025,000港元及142,289,000港元)的投資物業已抵押，分別作為本集團所獲授銀行及其他借款的擔保，作為關連公司所獲得借款的擔保，作為無關連公司所獲得借款的擔保及有權利限制。

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12. PROPERTY, PLANT AND EQUIPMENT

Acquisition and disposals

During the six months ended 30 June 2019, the Group acquired assets with total cost of HK\$Nil (30 June 2019: HK\$1,825,000) and disposed assets amounted to HK\$186,224 (30 June 2019: HK\$6,119,000).

13. TRADE AND OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS

12. 物業、廠房及設備

收購及出售

於截至二零一九年六月三十日止六個月內，本集團收購資產總成本為零港元(二零一九年六月三十日：1,825,000港元)，及出售資產金額為186,224港元(二零一九年六月三十日：6,119,000港元)。

13. 貿易及其他應收賬款、按金及預付款項

		30 June 2020 二零二零年 六月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	31 December 2019 二零一九年 十二月三十一日 HK\$'000 千港元 (Audited) (經審核)
Trade receivables	貿易應收賬款	107,862	106,397
Prepayment of other PRC taxes	其他中國稅項之預付款項	148,650	145,802
Prepayment for purchase of construction materials	購買建築材料之預付款項	1,170	2,820
Prepayment for construction costs	建築成本之預付款項	36,433	45,324
Other receivables, deposits and prepayments	其他應收賬款、按金及預付款項	102,917	86,041
		397,032	386,384

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13. TRADE AND OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS (continued)

The aging analysis of trade receivables, based on the date of revenue recognition or invoice date of rental and services, is as follows:

13. 貿易及其他應收賬款、按金及 預付款項(續)

根據收益確認日期或租賃及服務發票日期呈列的貿易應收賬款的賬齡分析如下：

		30 June 2020 二零二零年 六月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	31 December 2019 二零一九年 十二月三十一日 HK\$'000 千港元 (Audited) (經審核)
Within 30 days	30日內	15,481	18,313
Over 30 days but within 1 year	超過30日但於一年內	75,813	52,736
Over 1 year	超過一年	16,568	35,348
		107,862	106,397

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14. TRADE AND OTHER PAYABLES AND ACCRUALS

14. 貿易及其他應付賬款及應計款項

		30 June 2020 二零二零年 六月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	31 December 2019 二零一九年 十二月三十一日 HK\$'000 千港元 (Audited) (經審核)
Construction cost payables	應付建築成本	405,085	417,249
Accrued construction costs	應計建築成本	2,008,644	2,107,601
Advanced receipts from tenants	租戶之預付款	74,782	113,435
Deposits received from suppliers/ contractors on contracts tendering	就合約投標已收供應商/ 承建商之按金	98,652	104,919
Due to related companies (Note)	應付關連公司款項(附註)	64,057	-
Penalties and penalties interest payables	應付罰款及罰款利息	164,917	168,121
Rental deposits	租賃按金	45,972	50,440
Other tax payables	應付其他稅項	32,226	35,316
Other payables and accruals	其他應付賬款及應計款項	290,098	241,128
		3,184,433	3,238,209

Note: Amounts due to related companies are unsecured, interest free and have no fixed term of repayment.

附註：應付關連公司款項為無抵押、免息且無固定還款期限。

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14. TRADE AND OTHER PAYABLES AND ACCRUALS (continued)

The aging analysis of construction cost payables, based on the invoice date, is as follows:

14. 貿易及其他應付賬款及應計 款項(續)

根據發票日期呈列的應付建築成本的賬齡分析如下：

		30 June 2020 二零二零年 六月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	31 December 2019 二零一九年 十二月三十一日 HK\$'000 千港元 (Audited) (經審核)
Within 1 year	一年內	33,681	90,054
Over 1 year but within 3 years	超過一年但三年內	91,851	234,558
Over 3 years	超過三年	279,553	92,637
		405,085	417,249

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15. BANK AND OTHER BORROWINGS

15. 銀行及其他借款

		30 June 2020 二零二零年 六月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	31 December 2019 二零一九年 十二月三十一日 HK\$'000 千港元 (Audited) (經審核)
Secured bank borrowings with carrying amount repayable:	須於以下期間償還之有抵押銀行借款賬面值：		
- Within 1 year	- 一年內	1,821,957	1,697,824
- Over 1 year but within 2 years	- 一年以上但兩年內	153,468	55,875
- Over 2 years but within 5 years	- 兩年以上但五年內	602,910	435,825
- Beyond 5 years	- 多於五年	246,645	502,875
		2,824,980	2,692,399
Secured other borrowings with carrying amount repayable:	須於以下期間償還之有抵押其他借款賬面值：		
- Within 1 year	- 一年內	3,614,624	3,538,299
- Over 1 year but within 5 years (Note)	- 一年以上但五年內(附註)	3,398,220	3,576,000
		7,012,844	7,114,299
Total secured bank and other borrowings	有抵押銀行及其他借款總額	9,837,824	9,806,698
Unsecured other borrowings with carrying amount repayable	須於以下期間償還之無抵押其他借款賬面值		
- Over 1 year but within 5 years	- 一年以上但五年內	135,011	137,634
Total bank and other borrowings	銀行及其他借款總額	9,972,835	9,944,332
Less: Amounts shown under non-current liabilities	減：呈列於非流動負債項下之金額	(4,536,254)	(4,708,209)
Amounts shown under current liabilities	呈列於流動負債項下之金額	5,436,581	5,236,123

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15. BANK AND OTHER BORROWINGS (continued)

Note: On 3 August 2017, SJZ Property Development Co. Limited ("SJZ Property Development") issued leased ABS of RMB3,500,000,000 in the Shenzhen Stock Exchange. The ABS scheme includes RMB3,100,000,000 class A securities and RMB400,000,000 class B securities. Class A securities are held by qualified investors who enjoy fixed return of income from the ABS, the entire class B securities are held by SJZ Property Development which entitle to receive any residual income from the ABS. Income of the ABS are derived from the rental and operational income from the investment properties securitised by SJZ Property Development. In the event that the rental and operating income is not sufficient to cover the expected return payable to class A securities holders, SJZ Property Development is obliged to compensate the shortfall so that the class A securities holders will still enjoy the fixed expected return. The ABS has a term of five years, and the fund manager may arrange for the listing of the securities as public REITs within the first three years or at the end of the third year or may, at its sole discretion, arrange for the listing of the securities as public REITs or seek the best opportunities to sell the investment properties to third parties in the market during the period from the beginning of the fourth year to the end of the fifth year. Upon expiry of the term, the principal amount of RMB3,100,000,000 and the outstanding fixed return as of on that date shall be returned to the class A securities holders, and the residual amounts are to be retained by SJZ Property Development.

As the underlying investment properties did not meet the criteria of derecognition, the Group did not derecognise such assets, and the proceeds received was treated as financial liabilities. As at 30 June 2020, the carrying amount of such transferred but not derecognised investment properties amounted to HK\$7,344,540,000 (31 December 2019: HK\$7,610,175,000) and the corresponding the carrying amount of recognised financial liabilities was HK\$3,421,240,000 (31 December 2019: HK\$3,553,365,000).

15. 銀行及其他借款(續)

附註：於二零一七年八月三日，石家莊勒泰房地產開發有限公司(「石家莊房地產開發」)於深圳證券交易所發行人民幣3,500,000,000元的租賃資產支持證券。資產支持證券計劃包括人民幣3,100,000,000元A類證券及人民幣400,000,000元B類證券。A類證券由合格投資者持有，彼等享有資產支持證券的固定收益回報，全部B類證券由石家莊房地產開發持有，其有權收取資產支持證券的任何餘下收入。資產支持證券的收入來自石家莊房地產開發證券化的投資物業的租金及營業收入。如租金及營業收入不足以支付應付A類證券持有人的預期回報，則石家莊房地產開發有義務補償差額，以便A類證券持有人仍享有固定的預期回報。資產支持證券為期五年，在三年內或第三年末，基金管理人可安排產品以公募REITs產品形式上市或在第四年初至第五年末，基金管理人可自行決定安排產品以公募REITs產品形式上市，或可尋找最佳交易機會，將物業出售給市場第三方。於期滿後，本金額人民幣3,100,000,000元及截至該日的未償還固定收益應退還A類證券持有人，剩餘金額由石家莊房地產開發保留。

由於相關投資物業不符合終止確認條件，本集團並未終止確認該等資產，所收取的所得款項被視為金融負債。於二零二零年六月三十日，該等已轉讓但未終止確認的投資物業的賬面值為7,344,540,000港元(二零一九年十二月三十一日：7,610,175,000港元)，而相應的已確認金融負債賬面值為3,421,240,000港元(二零一九年十二月三十一日：3,553,365,000港元)。

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15. BANK AND OTHER BORROWINGS
 (continued)

The carrying amounts of the Group's bank and other borrowings and weighted average effective interest rates per annum are as follows:

		30 June 2020 二零二零年 六月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	Effective interest rate 實際利率	31 December 2019 二零一九年 十二月三十一日 HK\$'000 千港元 (Audited) (經審核)	Effective interest rate 實際利率
Fixed rate borrowings	定息借款	203,934	13.00%	202,030	13.00%
Floating rate borrowings	浮息借款	9,768,901	2.49%–9.76%	9,742,302	4.96%–12.72%

本集團銀行及其他借款賬面值以及加權平均實際年利率如下：

The bank and other borrowings are:

- guaranteed by the related companies controlled by Mr. Yang and/or Mr. Yang and his spouse ("Mrs. Yang");
- personal guarantee provided by Mr. Yang and/or Mrs. Yang;
- pledged by equity and charged interest held by the Group;
- secured by certain investment properties owned by a related company controlled by Mr. Yang;
- secured by the Group's certain investment properties under construction;
- secured by the Group's certain investment properties;
- secured by the Group's certain property, plant and equipment;

銀行及其他借款：

- 由楊先生及／或楊先生及其配偶(「楊太太」)控制的關連公司擔保；
- 由楊先生及／或楊太太提供個人擔保；
- 由本集團所持的股本權益及押記權益作抵押；
- 由受楊先生控制的一間關連公司持有的若干投資物業作抵押；
- 由本集團若干在建投資物業作抵押；
- 由本集團若干投資物業作抵押；
- 由本集團若干物業、廠房及設備作抵押；

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15. BANK AND OTHER BORROWINGS (continued)

- secured by the Group's certain properties under development for sale;
- secured by the assignment of all rents of certain investment properties located in the PRC; and
- secured by certain convertible securities held by Mr. Yang.

As at 30 June 2020, bank and other borrowings with a total principal and interest amounts of HK\$5,163,910,000 (31 December 2019: HK\$4,995,265,000) were overdue and became immediately repayable. As at the date of this report, the Group has not obtained renewal or extension of repayment of loans from the relevant lenders. The Petitioner has taken legal action against the Group to demand immediate repayment as disclosed in notes 2 and 26(a) to the unaudited condensed consolidated financial statements.

16. CONVERTIBLE BOND

15. 銀行及其他借款(續)

- 由本集團若干開發中待售物業作抵押；
- 由位於中國的若干投資物業分配的的所有租金作抵押；及
- 由楊先生持有的若干可換股證券作抵押。

於二零二零年六月三十日，銀行及其他借款本金及利息總額5,163,910,000港元(二零一九年十二月三十一日：4,995,265,000港元)已逾期並須即時償還。於本報告日期，本集團尚未獲得相關貸方同意重續或延期償還貸款。如未經審核簡明綜合財務報表附註2及附註26(a)所披露，呈請人已採取法律行動，要求本集團即時還款。

16. 可換股債券

		30 June 2020 二零二零年 六月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	31 December 2019 二零一九年 十二月三十一日 HK\$'000 千港元 (Audited) (經審核)
At beginning of the period/year	於期／年初	386,117	380,363
Interest charged during the period/year	期間／年度利息開支	67,376	35,113
Interest paid	已付利息	–	(5,667)
Change in fair value	公平值變動	–	(23,692)
At end of the period/year	於期／年末	453,493	386,117

16. CONVERTIBLE BOND (continued)

On 26 January 2017, the Company issued convertible bond to an independent third party in the principal amount of HK\$450,000,000 (“Convertible Bonds”) with a maturity period of three years to 25 January 2020 (“Maturity Date”). Net proceeds from the issue shall be solely used to finance the repayment of another convertible bonds to an independent third party in the principal amount of HK\$550,000,000 issued on 10 January 2014. The Convertible Bond is denominated in HK\$ and bear interest at 8% per annum. The interests shall be payable semi-annually in arrears, commencing on 30 June 2017. In addition, on the dates when all or a portion of the outstanding Convertible Bond was redeemed or if the Convertible Bond has not been fully redeemed prior to Maturity Date, on such redemption date or on Maturity Date, as the case may be, the Company shall pay to the bondholder an additional interest in an amount equal to 1% per annum of the principal amount of the Convertible Bond so redeemed or matured.

Pursuant to the terms and conditions of the Convertible Bond, the Company is required to repay certain amounts of the principal on the first and second anniversary of the date of issue of the Convertible Bond. The Company may at any time on or after the date falling the eleventh calendar month after the date of issue and up to the Maturity Date by at least thirty days’ notice in writing to the bondholder redeems the whole or part of the outstanding principal amount of the bond, provided that the principal amount to be so redeemed on each occasion shall not be less than the lesser of (i) HK\$50,000,000; and (ii) 100% of the then outstanding principal amount of the Convertible Bond. Details of the repayment terms and the conditions are set out in the Company’s announcements dated 22 January 2017.

16. 可換股債券(續)

於二零一七年一月二十六日，本公司向一名獨立第三方發行本金額為450,000,000港元之可換股債券(「可換股債券」)，至二零二零年一月二十五日(「到期日」)為期三年。發行所得款項淨額僅用作撥付償還於二零一四年一月十日向獨立第三方發行本金額為550,000,000港元之另一可換股債券。可換股債券以港元列值並以8%年利率計息。利息自二零一七年六月三十日起計，每半年未支付一次。此外，於尚未償還可換股債券全部或部分贖回當日或倘可換股債券於到期日前尚未悉數贖回，於有關贖回日期或到期日(視情況而定)，本公司須向債券持有人支付金額等同於所贖回或到期之可換股債券本金額每年1%之額外利息。

根據可換股債券之條款及條件，本公司須於可換股債券發行日期之第一及第二週年日期償付本金額之若干金額。自發行日期後滿第十一個曆月當日或之後直至到期日之間的任何時間，並向票據持有人發出最少三十日書面通知之情況下，本公司可贖回全部或部分未償還本金額的債券，惟於各情況下因此贖回之本金額不得少於下述較低者：(i) 50,000,000港元；及(ii)可換股債券之當時尚未償還本金額之100%。有關償還條款及條件載列於本公司於二零一七年一月二十二日之公告。

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16. CONVERTIBLE BOND (continued)

The Convertible Bond can be converted into shares at a conversion price of HK\$3.90 per share up to an aggregate of 30,000,000 shares or a number of shares that represents 8.14% of the then issued share capital of the Company as enlarged by and immediately following the issue of shares upon such conversion, whichever is higher. The details of the terms of conversion and redemption and other terms of the Convertible Bond are set out in the announcement issued by the Company on 22 January 2017. As at 30 June 2020, the principal amount of convertible bond was HK\$370,000,000.

The Convertible Bond is secured by the Company's shares held by Mr. Yang and China Lerthai, convertible securities held by Mr. Yang and guaranteed by Mr. Yang.

As at 31 December 2019, the convertible bond has been designated as financial liabilities at FVTPL as they contain more than one non-closely related embedded derivatives. The fair value of the convertible bond is determined by aggregating the fair value of (i) the Straight Note and (ii) CB with Conversion Feature. The fair value of the Straight Note was calculated as the present value of the contractually determined stream of future cash flows discounted at an interest rate which are determined by referencing the HK\$ Fund Note plus a credit spread by reference to the credit analysis of the Company and the market rate of comparable companies with similar credit ratio. The fair value of convertible bond with Conversion Feature is determined using binomial option pricing model with the following key inputs.

16. 可換股債券(續)

可換股債券可按換股價每股3.90港元轉換為股份，該等股份合共最多為30,000,000股股份或相當於緊隨因轉換而發行股份後及因此而經擴大之本公司當時已發行股本之8.14%之股份數目(以較高者為準)。有關可換股債券之轉換及贖回條款以及其他條款之詳情載列於本公司於二零一七年一月二十二日刊發之公告。於二零二零年六月三十日，可換股債券之本金額為370,000,000港元。

可換股債券由楊先生及中國勒泰持有之本公司股份、楊先生持有之可換股證券作抵押並由楊先生提供擔保。

於二零一九年十二月三十一日，由於可換股債券包括一項以上非密切相關嵌入式衍生工具，因此被指定為按公平值計入損益之金融負債。可換股債券之公平值乃按(i)普通票據及(ii)具轉換特徵之可換股債券之公平值之總和釐定。普通票據公平值乃按經參考本公司信貸分析及相近信貸比率之可比較公司之市場利率後之港元基金票據加信貸息差釐定之利率貼現之合約所釐定之未來現金流現值計算。具轉換特徵之可換股債券公平值乃使用二項式期權定價模式輸入以下主要數據釐定。

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16. CONVERTIBLE BOND (continued)

16. 可換股債券(續)

At 31 December
 2019
 二零一九年
 十二月三十一日

Share price of the Company	本公司股價	HK\$4.58 4.58港元
Risk free rates	無風險利率	1.46%
Discount rate	折現率	10.15%
Dividend yield	股息收益率	0%
Option life	購股權年期	0.07 year 0.07年
Volatility	波動性	20.12%
Exercise price	行使價	HK\$3.90 3.90港元

The above risk free rates were determined with reference to yields of 0.07 year HKMA Hong Kong Exchange Fund Bills available as of 31 December 2019. The expected volatility was determined based on the historical volatility of the Company's share price for the past 0.07 year.

上述無風險利率乃分別經參考於二零一九年十二月三十一日之0.07年期香港金管局香港外匯基金票據之收益率釐定。預期波動性乃分別根據本公司過往0.07年股價之歷史波動性釐定。

The key inputs of the fair value changes in the credit risk recognised in other comprehensive income are as follows:

於其他全面收益中確認的信貸風險公平值變動的主要輸入數據如下：

At 31 December
 2019
 二零一九年
 十二月三十一日

Internal rate of return ("IRR")	內部回報率(「內部回報率」)	6.17%
Benchmark interest rate	基準利率	8.69%
Instrument-specific component of IRR	內部回報率的工具特定組成部分	3.37%
Discount rate used for calculation of credit risk portion	用於計算信貸風險部分的折現率	12.06%

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16. CONVERTIBLE BOND (continued)

On 24 April 2020, the Company received a statutory demand from Fantastic Stargaze Limited (“FSL”) (“FSL Statutory Demand”) demanding repayment of an outstanding sum of HK\$437,618,000 under the convertible bond issued by the Company to FSL. FSL is a wholly-owned subsidiary of China Huarong Overseas Investment Holdings Co., Limited (“Huarong”). The Company is now in the course of taking legal advice on the matters mentioned above in order to assess its legal position. Since the receipt of the FSL Statutory Demand, the Company has engaged in proactive negotiations with Huarong on the restructuring plan, in order to attain the support from Huarong and reach an amicable understanding. Detail of which was disclosed in the announcement of the Company dated 4 August 2020.

17. SENIOR NOTES

16. 可換股債券(續)

於二零二零年四月二十四日，本公司收到來自Fantastic Stargaze Limited(「FSL」)之法定要求償債書(「FSL法定要求償債書」)，要求償還本公司向FSL發行的可換股債券未償還金額合共437,618,000港元。FSL是中國華融海外投資控股有限公司(「華融」)的全資附屬公司。本公司現正就上述事項尋求法律意見，以評估其法律立場。自收到FSL法定要求償債書之後，本公司一直與華融進行友好磋商，積極探討重組方案，並爭取華融的支持，竭力達成友好諒解。詳情披露於本公司日期為二零二零年八月四日之公告。

17. 優先票據

		30 June 2020 二零二零年 六月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	31 December 2019 二零一九年 十二月三十一日 HK\$'000 千港元 (Audited) (經審核)
At beginning of the period/year	於期／年初	109,327	100,226
Interest charged during the period/year	期間／年度利息開支	4,476	13,564
Interest paid	已付利息	-	(4,463)
At end of the period/year	於期／年末	113,803	109,327

17. SENIOR NOTES (continued)

During the year ended 31 December 2016, the Company issued senior notes with aggregated principal amount of HK\$100,000,000 to independent third parties (“2018 Senior Notes”). The 2018 Senior Notes are denominated in HK\$, unsecured, transferrable, bear fixed interest at 7% per annum and will be redeemed at 100% of their principal amount on 29 November 2018. The Company may, on or at any time after the issue date and prior to 29 November 2018, upon giving not less than five business days’ prior written notice to the noteholders, redeem the 2018 Senior Notes, in whole but not in part, at 101% of the principal amount, together with accrued interest.

On 22 November 2018, the Company and the trustee have entered into a supplemental trust deed pursuant to which the 2018 Senior Notes is extended to 29 November 2019 and the interest rate is adjusted to 9% per annum for such extended year.

On 19 December 2019, the holders of the notes served on the Company statutory demands (the “Statutory Demands”) requesting the Company to repay the 2018 Senior Notes within three weeks after the service of the Statutory Demands. Details are set out in the Company’s announcement dated 20 January 2020.

As at 30 June 2020 and 31 December 2019, the principal amount of the 2018 Senior Notes is HK\$100,000,000.

17. 優先票據(續)

截至二零一六年十二月三十一日止年度，本公司向獨立第三方發行本金總額為100,000,000港元的優先票據(「二零一八年優先票據」)。二零一八年優先票據以港元列賬，乃無抵押及可轉讓，以固定年利率7%計息，並將於二零一八年十一月二十九日贖回其本金額100%。本公司可於發行日或之後任何時間及二零一八年十一月二十九日之前，在向票據持有人提供不少於五個營業日之預先書面通知後，按本金額101%連同應計利息贖回全部而非部份二零一八年優先票據。

於二零一八年十一月二十二日，本公司及受託人已訂立補充信託契據，據此，二零一八年優先票據已延長至二零一九年十一月二十九日及利率於延長年度調整至年利率9%。

於二零一九年十二月十九日，票據持有人向本公司送達法定要求償債書(「法定要求償債書」)，要求本公司於法定要求償債書送達後三星期內償還二零一八年優先票據。詳情載於本公司日期為二零二零年一月二十日的公告。

於二零二零年六月三十日及二零一九年十二月三十一日，二零一八年優先票據之本金為100,000,000港元。

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18. BONDS

18. 債券

		30 June 2020 二零二零年 六月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	31 December 2019 二零一九年 十二月三十一日 HK\$'000 千港元 (Audited) (經審核)
At beginning of the period/year	於期／年初	42,485	39,062
Interest charged during the period/year	期間／年度利息開支	1,803	3,423
At end of the period/year	於期／年末	44,288	42,485

The bonds are denominated in HK\$, transferrable, unsecured, matured on eight years after the date of issue and bear interest at 8% per annum. The Company may at any time prior to the maturity date redeem the bonds at 101% of the outstanding principal amount (in whole or in part) in cash by serving at least five business days' prior written notice to the bondholders. In the opinion of the Directors, the fair value of the option to early redeem the bonds is insignificant at initial recognition and at the end of the reporting period.

As at 30 June 2020 and 31 December 2019, the Group did not meet certain covenants of the bonds which was therefore reclassified as current liabilities.

The bonds will mature on the date immediately following eight years after issuance which are 4 November 2022 and 6 January 2023.

債券以港元列賬，為可轉讓、無抵押及於發行日期後第八年到期，並按每年8%計息。本公司可於到期日前任何時間，於提前最少五個營業日前向債券持有人送達書面通知後，按未償還本金額(全部或部分)101%以現金贖回債券。董事認為，提早贖回債券之期權公平值於初步確認時及報告期末並不重大。

於二零二零年六月三十日及二零一九年十二月三十一日，本集團未能遵守債券之若干契諾，因此其重新分類為流動負債。

債券將於緊隨發行後滿八個年度之日(分別為二零二二年十一月四日及二零二三年一月六日)到期。

19. CONVERTIBLE SECURITIES

On 20 April 2018, the Company issued convertible securities to Mr. Yang with the principal amount of HK\$4,000,000,000 (“Convertible Securities”) as consideration for the acquisition of the entire issued share capital of two target companies. The Convertible Securities has no maturity date, bears a coupon rate of 2% per annum and will cease to bear any coupon after the fifth anniversary of the date of issue. During the first five years, the coupon shall be accrued on the outstanding principal amount of the 2018 Convertible Securities and payable annually subject to the Company’s sole discretion to defer the coupon payment for a maximum period of 10 years from the dates when the relevant coupon fall due by giving notice to the security holders. Details of the terms and the conditions of the Convertible Securities are set out in the Company’s circular dated 28 March 2018.

The Convertible Securities with principal amount of HK\$4,000,000,000 can be converted into shares at a conversion price of HK\$4.5 per share (subject to anti-dilution clauses) up to an aggregate of 888,888,888 shares. As at 30 June 2020, the principal amount of the Convertible Securities was HK\$700,000,000 (31 December 2019: HK\$2,070,000,000).

The Convertible Securities are issued in HK\$. However, upon issuance of the Convertible Securities and throughout the period until maturity date, the Convertible Securities shall be translated at the exchange rate at the date of issuance of RMB1.00 = HK\$1.23965. Any payment in the event of redemption by the Company shall be made in RMB by reference to the exchange rate of RMB1.00 = HK\$1.23965. Any conversion shall be made by reference to the principal amounts stated in HK\$.

19. 可換股證券

於二零一八年四月二十日，本公司向楊先生發行本金額為4,000,000,000港元之可換股證券（「可換股證券」），作為收購兩間目標公司全部已發行股本之代價。可換股證券並無到期日，年票面息率為2%，並將於發行日期五週年後不再附有任何票息。於首五年，票息按二零一八年可換股證券未償還本金額累計並須每年支付，由本公司全權酌情決定於相關票息到期日透過向證券持有人發出通知而延遲票息付款最多10年。有關可換股證券之條款及條件載於本公司日期為二零一八年三月二十八日之通函。

本金額為4,000,000,000港元之可換股證券可按轉換價每股4.5港元（受反攤薄條款所規限）轉換為最多合共888,888,888股股份。於二零二零年六月三十日，可換股證券之本金額為700,000,000港元（二零一九年十二月三十一日：2,070,000,000港元）。

可換股證券以港元發行。然而，於發行可換股證券後及於直至到期日止之整個期間，可換股證券將按發行日期之人民幣1.00元兌1.23965港元之匯率換算。本公司贖回涉及之任何付款參考人民幣1.00元兌1.23965港元之匯率以人民幣作出。任何轉換將根據以港元列賬之本金額作出。

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19. CONVERTIBLE SECURITIES (continued)

The Convertible Securities contain two components, liability (together with embedded derivative for early redemption right by the Company which is closely related to the host debt) and equity elements. At the date of the issuance, the fair value of the liability component is determined using the prevailing market interest rate of similar non-convertible debts and the fair value of the conversion option for the security holders to convert the notes into equity which is included in equity (equity component of Convertible Securities) is determined using the Binomial Model.

The fair values of the embedded derivative for conversion rights by the security holders at the date of the issuance are calculated using the Binomial Model. The inputs into the Binomial Model were as follows:

		At 20 April 2018 於二零一八年 四月二十日
Share price of the Company	本公司股價	HK\$4.43 4.43港元
Risk free rate	無風險利率	2.10%
Dividend yield	股息收益率	0%
Volatility	波動性	48.66%
Exercise price	行使價	HK\$4.50 4.50港元

The fair values of the liability component and equity component for Convertible Securities at the date of the issuance were as follows:

		HK\$'000 千港元
Liability component	負債部分	87,951
Equity component	權益部分	3,961,106

19. 可換股證券(續)

可換股證券包含兩部分，即負債(連同與主負債密切相關並附有本公司可行使提前贖回權利的嵌入式衍生工具)及權益兩個部份。於發行日，負債部份之公平值乃利用類似非可換股債務的現行市場利率釐定，而為證券持有人轉換票據為權益之轉換期權之公平值(計入權益)(可換股證券權益部分)乃利用二項式模式釐定。

於發行日證券持有人就轉換權嵌入式衍生工具之公平值利用二項式模式計算。二項式模式輸入值如下：

於發行日可換股證券負債部分及權益部分之公平值如下：

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19. CONVERTIBLE SECURITIES (continued)

The effective interest rate of the liability component is 11.81% for Convertible Securities at the date of the issuance.

The movement of the liability component of the Convertible Securities for the period is set out below:

19. 可換股證券(續)

於發行日可換股證券負債部分之實際利率為11.81%。

可換股證券負債部分於本期間之變動如下：

		30 June 2020 二零二零年 六月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	31 December 2019 二零一九年 十二月三十一日 HK\$'000 千港元 (Audited) (經審核)
At beginning of the period/year	於期／年初	56,667	56,444
Interest charged during the period/year	期／年內利息開支	2,397	6,461
Conversion	轉換	(19,856)	(5,729)
Exchange realignment	匯兌調整	1,201	(509)
At end of the period/year	於期／年末	40,409	56,667

The fair value of the Convertible Securities at initial recognition were arrived at on the basis of a valuation carried out on those dates by Colliers International (Hong Kong) Company Limited, an independent qualified professional valuer not connected to the Group. They are categorised as Level 3 under the fair value hierarchy set out in HKFRS 13. Level 3 fair value measurements are those derived from valuation techniques that include inputs for that asset or liability that are not based on observable market data (unobservable inputs).

可換股證券於初步確認時之公平值乃基於高力國際顧問(香港)有限公司(與本集團並無關連的獨立合資格專業估值師)於該等日期進行的估值而釐定。根據香港財務報告準則第13號，彼等於公平值分級制中分類為第三級。第三級公平值計量指透過運用並非基於可觀察市場數據的資產或負債輸入數據(不可觀察輸入數據)之估值方法所進行之計量。

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20. SHARE CAPITAL

20. 股本

		Number of ordinary shares 普通股 股份數目	Share capital 股本 HK\$'000 千港元
Issued and fully paid:	已發行及繳足：		
At 31 December 2018 and 1 January 2019 (Audited)	於二零一八年十二月三十一日及二零一九年一月一日(經審核)	687,877,084	2,086,958
Issue of shares upon conversion of convertible securities (Note a)	於轉換可換股證券時發行股份(附註a)	79,777,777	361,234
Capital reduction (Note b)	資本削減(附註b)	-	(900,000)
At 31 December 2019 and 1 January 2020 (Audited)	於二零一九年十二月三十一日及二零二零年一月一日(經審核)	767,654,861	1,548,192
Issue of shares upon conversion of convertible securities (Note c)	於轉換可換股證券時發行股份(附註c)	304,444,443	1,376,535
At 30 June 2020 (Unaudited)	於二零二零年六月三十日(未經審核)	1,072,099,304	2,924,727

Notes:

- (a) On 26 April 2019, the Company received the conversion notices from 2 securities holders to exercise the conversion rights attached to the convertible securities for the aggregate principal amount of HK\$359,000,000. An aggregate of 79,777,777 conversion shares at the price of HK\$4.50 per conversion share were allotted and issued on 26 April 2019.
- (b) Pursuant to a resolution passed in the extraordinary general meeting held on 26 June 2019, regarding the reduction of the issued share capital of the Company by HK\$900,000,000 (the "Capital Reduction"), the credit arising from the Capital Reduction has been applied to a capital reduction reserve account of the Company and such reserve to be used to set off against the accumulated loss of HK\$766,560,000 of the Company as at the effective date (i.e. 12 August 2019).
- (c) On 20 January 2020 and 21 January 2020, the Company received the conversion notices from 4 securities holders to exercise the conversion rights attached to the convertible securities for the principal amount of HK\$788,000,000 and HK\$582,000,000 respectively. An aggregate of 304,444,443 conversion shares at the price of HK\$4.50 per conversion share were allotted and issued.

附註：

- (a) 於二零一九年四月二十六日，本公司收到兩名證券持有人就行使本金總額為359,000,000港元之可換股證券所附帶之轉換權的轉換通知。合共79,777,777股換股股份已於二零一九年四月二十六日按每股換股股份4.50港元之換股價予以配發及發行。
- (b) 根據於二零一九年六月二十六日舉行的股東特別大會通過的決議案，就削減本公司已發行股本900,000,000港元(「資本削減」)，資本削減產生的進賬已應用於本公司資本削減儲備賬，而該儲備賬將於生效日期(即二零一九年八月十二日)用作抵銷本公司累計虧損766,560,000港元。
- (c) 於二零二零年一月二十日及二零二零年一月二十一日，本公司收到四名證券持有人就行使本金總額分別為788,000,000港元及582,000,000港元之可換股證券所附帶之轉換權的轉換通知。合共304,444,443股換股股份已按每股換股股份4.50港元之換股價予以配發及發行。

21. PERPETUAL CAPITAL INSTRUMENTS

Pursuant to the perpetual loan agreements entered on 30 June 2018 between certain wholly-owned subsidiaries of the Company and the related companies controlled by Mr. Yang (the “Perpetual Loan Agreements”), the loans bear interest at 8%-10% per annum. Interest payments on the loans are paid annually on or before 31 December and can be deferred at the discretion of the Group. The related companies could not request for repayment of the principal and accrued interest save and except when the Group elects to repay the principal and accrued interest at its sole discretion, or in the event of liquidation.

Under the Perpetual Loan Agreements, no guarantee of any kind is required to be given by any member of the Group to either the related companies for the loans.

As at 30 June 2020, the perpetual capital instruments holders were entitled to receive interest of HK\$101,487,000 (31 December 2019: HK\$86,340,000) but only payable when the Group elects to pay at its sole discretion or in the event of liquidation. In the opinion of the Directors, the perpetual capital instruments do not contain any contractual obligation to pay cash or other financial assets for the interest pursuant to the terms and conditions, accordingly, the recognition of the interest has been deferred until become payable in the future, if required.

21. 永續資本工具

根據本公司若干全資附屬公司與楊先生控制之關連公司訂立的日期為二零一八年六月三十日的永續債協議（「永續債協議」），貸款年利率為8%至10%。每年於十二月三十一日或之前支付貸款利息，且本集團可自行酌情遞延。關連公司不能要求償還本金及應計利息（本集團自行決定選擇償還本金及應計利息或清算除外）。

根據永續債協議，本集團任何成員概不被要求為任何關連公司就貸款提供任何形式擔保。

於二零二零年六月三十日，永續資本工具持有人有權收取利息101,487,000港元（二零一九年十二月三十一日：86,340,000港元），但僅於本集團自行決定選擇支付或清算時支付。董事認為，永續資本工具並無包含根據條款及條件就利息支付現金或其他金融資產的任何合約責任，因此利息確認已遞延直至日後應付（如有需要）。

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22. CONTINGENT LIABILITIES

22. 或然負債

		30 June 2020 二零二零年 六月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	31 December 2019 二零一九年 十二月三十一日 HK\$'000 千港元 (Audited) (經審核)
Guarantees given to banks in favour of its customers in respect of mortgage loans provided by the banks	就銀行提供之按揭貸款向銀行作出以其客戶為受益人之擔保	448,688	834,335
Financial guarantees given to banks in favour of its related companies	向銀行作出以其關連公司為受益人之財務擔保	660,335	685,028
Financial guarantees given to banks in favour of its third parties	向銀行作出以其第三方為受益人之財務擔保	36,593	37,304
		1,145,616	1,556,667

The guarantees are given to banks with respect to loans procured by the purchasers of the Group's properties. Such guarantees will be released by banks upon the delivery of the properties to the purchasers and completion of the registration of the mortgage with the relevant mortgage registration authorities or settlement of the outstanding mortgage loans. In the opinion of the Directors, the fair values of the financial guarantee contracts are not significant as the possibility of default by the relevant purchasers is remote and, in case of default in payments, the net realisable value of the related properties can recover the repayment of the outstanding mortgage principals together with the accrued interest and penalty. Accordingly, no provision has been made in these unaudited condensed consolidated financial statements for these guarantees.

本集團就其物業買方取得之貸款向銀行作出擔保。向買方交付物業及於有關按揭登記管理局完成按揭登記或清償尚未償還之按揭貸款後，相關擔保將由銀行解除。董事認為，由於有關買方違約的可能性極低，且倘出現付款違約，相關物業之可變現淨值能夠彌補尚未清償之按揭本金連同應計利息與罰款，故財務擔保合約之公平值並不重大。因此，並未於此等未經審核簡明綜合財務報表就該等擔保作出撥備。

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22. CONTINGENT LIABILITIES (continued)

The guarantees are secured by the Group's pledged bank deposits amounting to HK\$25,139,000 (31 December 2019: HK\$28,483,000).

The Group issued financial guarantees to banks in respect of banking facilities granted to related companies and third parties. The amount disclosed above represents the aggregate amounts that could be required to be paid if the guarantees were called upon in entirety. In the opinion of the Directors, the fair values of the financial guarantee contracts are not significant as the possibility of default by the relevant related companies is remote. Accordingly, no provision has been made in these unaudited condensed consolidated financial statements for these guarantees.

22. 或然負債(續)

本集團已抵押銀行存款抵押之擔保為25,139,000港元(二零一九年十二月三十一日：28,483,000港元)。

本集團就授予關連公司及第三方的銀行融資發出財務擔保予銀行。上文披露的金額指倘被要求全數履行擔保責任時可能需支付的總金額。董事認為，財務擔保合約的公平值並不重大，乃由於相關關連公司違約的可能性極低。因此，並未於此等未經審核簡明綜合財務報表就該等擔保作出撥備。

23. RELATED PARTY TRANSACTIONS

During the period, the Group had the following material transactions with related parties:

23. 關連方交易

於本期間，本集團與關連方進行了以下重大交易：

		Six months ended 30 June 截至六月三十日止六個月	
		2020 二零二零年 HK\$'000 千港元 (Unaudited) (未經審核)	2019 二零一九年 HK\$'000 千港元 (Unaudited) (未經審核)
Interest revenue on promissory note from a Director	來自一名董事之承兌票據利息收益	-	4,581
Property management fee expense paid to a related company	支付予一間關連公司的物業管理費開支	15,158	15,438

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24. FAIR VALUE MEASUREMENTS

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The following disclosures of fair value measurements use a fair value hierarchy that categorises into three levels the inputs to valuation techniques used to measure fair value:

Level 1 inputs: quoted prices (unadjusted) in active markets for identical assets or liabilities that the Group can access at the measurement date.

Level 2 inputs: inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly or indirectly.

Level 3 inputs: unobservable inputs for the asset or liability.

The Group's policy is to recognise transfers into and transfers out of any of the three levels as of the date of the event or change in circumstances that caused the transfer.

24. 公平值計量

公平值為市場參與者於計量日期進行之有序交易中出售資產所收取或轉移負債所支付之價格。以下公平值計量披露資料所用的公平值層級按用以計量公平值的估值方法所使用的輸入數據分為三個等級：

第一級輸入數據： 本集團可於計量日期得出相等資產或負債的活躍市場報價(未經調整)。

第二級輸入數據： 直接或間接的資產或負債可觀察之輸入數據，而非第一級所包括的報價。

第三級輸入數據： 資產或負債的不可觀察得出之輸入數據。

本集團之政策為確認截至事件或變化日期導致轉撥的任何三個級別轉入及轉出情況。

24. FAIR VALUE MEASUREMENTS (continued)

24. 公平值計量(續)

Disclosures of level in fair value hierarchy:

公平值層級披露：

Description	描述	Fair value at 公平值於		Fair value hierarchy 公平值層級
		30 June 2020 二零二零年 六月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	31 December 2019 二零一九年 十二月三十一日 HK\$'000 千港元 (Audited) (經審核)	
Recurring fair value measurements:	經常性公平值計量：			
Assets	資產			
Equity investments at FVTPL	按公平值計入損益之股權 投資			
Listed securities in India	印度上市證券	2,209	2,409	Level 1 第一級
Investment properties	投資物業			
Commercial – the PRC	商業 – 中國	19,340,366	19,977,883	Level 3 第三級
Liabilities	負債			
Convertible bonds	可換股債券	-	(386,117)	Level 3 第三級
Total recurring fair value measurements	經常性公平值計量總額	19,342,575	19,594,175	

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25. OTHER MATTERS

As at 30 June 2020, the Group had disputes with some of the suppliers, as a result the Group received court orders with either freezing the bank deposits or sealing up the properties with equivalent amount. As at the date of this report, the Group is still in the course of negotiation with the suppliers for settlement. The relevant disputes have been previously disclosed and such amount has been fully provided for in the unaudited condensed consolidated financial statements of the Group.

26. EVENTS AFTER THE REPORTING PERIOD

- (a) On 3 August 2020, the Company was made aware that Petition was filed on 28 July 2020 by Petitioner against the Company in the High Court for an order that the Company be wound up by the High Court. The Petition was filed against the Company for failure to settle the loans provided by the Petitioner to LT Commercial Limited, a subsidiary of the Company in the principal sum of HK\$1,425,000,000; interest and default interest accrued in the total sum of HK\$259,462,000; and daily default interest of HK\$463,523 from 3 July 2020 until payment in full and all other costs and expenses of HK\$9,891,000 in relation to the default of the Loans. Detail of which was disclosed in the announcement of the Company dated 4 August 2020.

The Petition will be heard at the Court of First Instance of the High Court on 28 October 2020.

25. 其他事項

於二零二零年六月三十日，本集團與若干供應商存在糾紛，因此，本集團已收到法院頒令凍結銀行存款或查封等同金額的物業。於本報告日期，本集團仍與供應商磋商有關償付事宜。有關爭議此前已予以披露而未償付金額已於本集團未經審核簡明綜合財務報表中作出全數撥備。

26. 報告期後事項

- (a) 本公司於二零二零年八月三日被告知呈請人已於二零二零年七月二十八日針對本公司向高等法院提交的呈請，以要求高等法院作出將本公司清盤之頒令。提交該呈請的原因為無法償付呈請人向本公司附屬公司勒泰商業有限公司提供之貸款**1,425,000,000**港元；利息及拖欠利息總額**259,462,000**港元；及自二零二零年七月三日起至全額支付的違約利息每日**463,523**港元，以及與貸款違約相關的所有其他成本和費用**9,891,000**港元。詳情披露於本公司日期為二零二零年八月四日之公告。

該呈請將於二零二零年十月二十八日在高等法院原訟法庭聆訊。

26. EVENTS AFTER THE REPORTING PERIOD (continued)

- (b) On 3 August 2017, SJZ Property Development issued leased ABS of RMB3,500,000,000 in the Shenzhen Stock Exchange. The ABS scheme includes RMB3,100,000,000 class A securities and RMB400,000,000 class B securities. Class A securities are held by qualified investors who enjoy fixed return of income from the ABS, the entire class B securities are held by SJZ Property Development which entitle to receive any residual income from the ABS. Income of the ABS are derived from the rental and operating incomes from the investment properties securitised by SJZ Property Development. In the event that the rental and operating incomes are not sufficient to cover the expected return payable to class A securities holders, SJZ Property Development is obliged to compensate the shortfall so that the class A securities holders will still enjoy the fixed expected return. The ABS has a term of five years, and the fund manager may arrange for the listing of the securities as public REITs within the first three years or at the end of the third year or may, at its sole discretion, arrange for the listing of the securities as public REITs or seek the best opportunities to sell the investment properties to third parties in the market during the period from the beginning of the fourth year to the end of the fifth year. Upon expiry of the term, the principal amount of RMB3,100,000,000 and the outstanding fixed return as of on that date shall be returned to the class A securities holders, and the residual amounts are to be retained by SJZ Property Development.

26. 報告期後事項(續)

- (b) 石家莊房地產開發於二零一七年八月三日在深圳證券交易所發行人民幣3,500,000,000元的租賃資產支持證券。資產支持證券計劃包括人民幣3,100,000,000元A類證券及人民幣400,000,000元B類證券。A類證券由合格投資者持有，彼等享有資產支援證券的固定收益回報，全部B類證券由石家莊房地產開發持有，其有權收取資產支持證券的任何餘下收入。資產支持證券的收入來自石家莊房地產開發證券化的投資物業的租金及營業收入。如租金及營業收入不足以支付應付A類證券持有人的預期回報，則石家莊房地產開發有義務補償差額，以便A類證券持有人仍享有固定的預期回報。資產支持證券為期五年，在三年內或第三年末，基金管理人可安排產品以公募REITs產品形式上市或在第四年初至第五年末，基金管理人可自行決定安排產品以公募REITs產品形式上市，或可尋找最佳交易機會，將物業出售給市場第三方。於期滿後，本金額人民幣3,100,000,000元及截至該日的未償還固定收益應退還A類證券持有人，剩餘金額由石家莊房地產開發保留。

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26. EVENTS AFTER THE REPORTING PERIOD (continued)

(b) (continued)

On 3 August 2020, pursuant to the terms of the prospectus of the special scheme, SJZ Property Development issued a reply letter to the scheme manager confirming its intention to exercise its preemptive right to acquire, either by itself or its designated entity, the underlying investment properties of the special scheme. If SJZ Property Development fails to pay the full consideration for the acquisition into the account of the special scheme within 35 working days after the confirmation, the special scheme will enter a special period of disposal. Currently, the Group is negotiating with several commercial banks and investors for extension of the term of the special scheme.

27. COMPARATIVE AMOUNTS

Certain comparative amounts have been represented to conform to the presentation of current period.

26. 報告期後事項(續)

(b) (續)

於二零二零年八月三日，根據專項計劃說明書的約定，石家莊房地產開發已向計劃管理人發出確認行使優先收購權的回函，其有權選擇自行或指定主體優先收購專項計劃持有的專項計劃基礎資產。若石家莊房地產開發未能在確認後的35個工作日內將收購價款完整支付至專項計劃帳戶，則專項計劃進入特殊處置期。目前本集團正在跟多間商業銀行及投資者磋商延展專項計劃期限。

27. 比較金額

若干比較金額已重列，以符合本期間之呈列方式。



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