(Incorporated in Hong Kong with limited liability)

集團有限公司

代號 Stock code: 171

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附註：

1. 基於2020年6月30日本公司已發行及已繳足普通股(「股份」，每「股份」)2,304,849,611股(2019年：2,304,849,611股)及2020年6月30日之收市價每股0.97

COMPANY SECRETARY

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吳海良

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核數師

安永會計師事務所
執業會計師

PRINCIPAL BANKERS

Bank of China (Hong Kong) Limited
Industrial and Commercial Bank of China (Asia) Limited

主要往來銀行

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STOCK CODE

171

股份代號

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BUSINESS REVIEW

During the six months ended 30 June 2020 (the "Period 2020"), the

BUSINESS REVIEW *(Continued)*

Investments

Compared to the segment loss of approximately HK$8,441,000 for the six months ended 30 June 2019 (the "Period 2019"), the Group made a profit of approximately HK$59,298,000 in its investments business segment for Period 2020, mainly due to (a) the increase in interest income received from advances provided by the Group; and (b) the increase in the fair value loss on the Group's investments in financial assets as a result of the economic downturn and the COVID-19 pandemic in the first half of 2020. The Board will further enhance the Group's investments business with a focus on (i) investments in non-

BUSINESS REVIEW *(Continued)*

Property Leasing

展望及前景(續)

憑藉合併帶來的業務轉型及升級之優勢，該合營企業一直積極制訂進一步發展計劃，並已於本報告日期編制相關可行性研究報告。該合營企業將向政府備案，並尋求股東批准以促成該等發展計劃儘快實施，其包括建設旨在擴充及改良該合營企業潤滑油產品系列的高端潤滑油產品的生產裝置，以及高性能聚烯烴產品的生產裝置。本集團亦將以聚烯烴作為原料，向下游終端產品延伸產業鏈。

於2020年下半年，本集團將加快出售其於不良債權資產的投資，同時抓住當前市場環境提供的單項重組項目機會，增加收入來源。本集團將採取輕資產的發展思路，在管控風險的前提下探索和創新規模化業務投資。其亦擬發展增信業務、供應鏈金鴦裔喫暧™髦™髦游終端理政忝暧裝蒠眩 / 樹

FINANCIAL REVIEW *(Continued)*

(ii) the increase in other income, gains and losses to approximately HK$151,767,000 for Period 2020, as compared with that of approximately HK$56,857,000 for Period 2019, which was mainly due to the increase in the interest income generated through advances provided by the Group during Period 2020;

(iii) the turn from a fair value gain on investment properties of approximately HK$17,794,000 recorded by the Group for Period 2019 to a fair value loss on investment properties of approximately HK$16,641,000 for Period 2020;

(iv) the increase in the loss in the fair value of the financial assets at fair value through profit or loss from approximately HK$32,073,000 for Period 2019 to approximately HK$73,434,000 for Period 2020, mainly attributable to the decrease in the fair value of such financial assets held by the Group as at 30 June 2020, which was partially offset by the gain on the disposal of one of these financial assets during Period 2020;

(v) the increase in the finance costs incurred by the Group from approximately HK$33,713,000 for Period 2019 to approximately HK$100,886,000 for Period 2020, as a result of the issuance of the Convertible Bonds (as defined in the section headed "Issue of Convertible Bonds — Placing of Convertible Bonds to Independent Placee(s)" below in the CEO's Statements) in the aggregate principal amount of HK$1,150,000,000 by the Company in July 2019;

財務回顧*(續)*

(ii) 2020年期間的其他收入、收益及虧損增加至約151,767,000港元，而2019年期間增加約56,857,000港元，主要由於2020年期間透過本集團提供的墊支款產生的利息收入增加；

(iii) 本集團於2019年期間錄得的投資物業公允值收益約17,794,000港元，轉為2020年期間投資物業公允值虧損約16,641,000港元；

(iv) 按公允值計量且其變動計入損益之金融資產的公允值虧損由2019年期間的約32,073,000港元增加至2020年期間的約73,434,000港元，主要由於本集團於2020年6月30日所持該等金融資產的公允值減少所致，並部分由2020年期間出售其中一項該等金融資產的收益所抵銷；

(v) 本集團產生的財務費用由2019年期間的約33,713,000港元增加至2020年期間的約100,886,000港元，此乃由於本公司於2019年7月發行本金總額為1,150,000,000港元的可換股債券(定義見下文首席執行官報告「發行可換股債券 — 可換股債券配售予獨立承配人」一節)所致；

FINANCIAL REVIEW *(Continued)*

(vi) the profit from discontinued operation of approximately HK$78,280,000 recorded by the Group in Period 2019 (which was absent in Period 2020), in relation to the disposal of the Group's trading of petrochemical products and provision of subcontracting service business segment following the completion (the "Completion") of the merger (the "Merger") on 15 July 2019, pursuant to which 泰州東聯化工有限公司 (Tai Zhou United East Petrochemical Company Limited), a former 68.07% indirectly owned subsidiary of the Company ("TZ United East") and 中海油氣(泰州)石化有限公司 (Zhong Hai You Qi (Tai Zhou) Petrochemical Company Limited), a former 33% associate of the Company with approximately 22.46% of its equity interest being effectively held by the Company ("Zhong Hai You Qi"), were absorbed and merged with 中海瀝青(泰州)有限責任公司 (China Offshore Bitumen (Taizhou) Co., Ltd.) ("COBT"). Upon Completion, TZ United East and COBT were dissolved and deregistered, and Zhong Hai You Qi became the surviving entity and a joint venture of the Company (i.e. ZHYQ JV), in which the Company owned approximately 51% of its equity interest through one of its indirect non-wholly owned subsidiaries (i.e. the Company effectively held approximately 34.72% of the equity interest of ZHYQ JV);

(vii) the decline in the performance of Zhong Hai You Qi from a profit of approximately HK$2,170,000 in Period 2019 (during which it was accounted for by the Group as an associate of the Company), to a loss of approximately HK$77,381,000 in Period 2020 (during which ZHYQ JV, the surviving entity resulted from the Merger, was accounted for by the Group as a joint venture of the Company), which was mainly attributable to (a) the overhaul and the upgrade carried out at the factories of ZHYQ JV in March 2020, which resulted in the suspension of the operation of ZHYQ JV for the entire month of March in 2020; and (b) the outbreak of the COVID-19 pandemic which led to a slowdown in the economy and thus, a reduction in the demand for ZHYQ JV's petrochemical products; and

FINANCIAL REVIEW *(Continued)*

財務回顧*(續)*

C. Change in fair value of financial assets at fair value through profit of loss

The increase in the loss in the fair value of the financial assets at fair value through profit or loss from approximately HK$32,073,000 for Period 2019 to approximately HK$73,434,000 for Period 2020, was mainly attributable to the decrease in the fair value of such financial assets held by the Group as at 30 June 2020, which was partially offset by the gain on the disposal of one of these financial assets during Period 2020.

C. 按公允值計入損益之金融資產之公允值變動

按公允值計入損益之金融資產之公允值虧損由2019年期間約32,073,000港元增加至2020年期間約73,434,000港元，主要由於本集團於2020年6月30日持有之該等金融資產之公允值減少，並部分由2020年期間出售其中一項金融資產之收益抵銷。

D. Administrative expenses

The increase in administrative expenses from approximately HK$60,800,000 for Period 2019 to approximately HK$75,879,000 for Period 2020 was mainly due to: (i) the increase in employee benefit expense of approximately HK$5,761,000, mainly attributable to the increase in the number of staff recruited in the Guangzhou office of the Group in Period 2020 as a result of business expansion; and (ii) the increase in other tax of approximately HK$4,300,000 because of the increase in loan interest income earned by the Group during Period 2020.

D. 行政開支

行政開支由2019年期間約60,800,000港元增加至2020年期間約75,879,000港元，主要由於：(i)僱員福利開支增加約5,761,000港元，主要由於本集團因2020年期間的業務擴充而位於廣州的辦公室增聘員工；及(ii)因2020年期間本集團所得貸款利息收入增加而導致其他稅項增加約4,300,000港元所致。

FINANCIAL REVIEW *(Continued)*

E. Share of profit or loss of associates and a joint venture

While the Company's share of loss of associates for Period 2020 in the amount of approximately HK$16,674,000 represented the Company's share in the loss of Cinda Jianrun for Period 2020, the Company's share of profit of associates for Period 2019 of approximately HK$6,010,000 was comprised of the Company's share in the profit of approximately HK$3,840,000 of Cinda Jianrun for Period 2019 and the Company's share in the profit of approximately HK$2,170,000 of Zhong Hai You Qi for Period 2019, during which Zhong Hai You Qi was accounted for by the Group as an associate of the Company. After Completion of the Merger in July 2019, Zhong Hai You Qi was transformed into a joint venture of the Company (i.e. ZHYQ JV). The Company's share of the loss of ZHYQ JV for Period 2020 was approximately HK$77,381,000, which was reflected in the Company's share of loss of a joint venture (Period 2019: nil).

While the decline in the performance of Cinda Jianrun was mainly due to the decrease in the fair value of the financial assets it held as at 30 June 2020, that of Zhong Hai You Qi/ ZHYQ JV was mainly attributable to (i) the overhaul and the upgrade carried out at the factories of ZHYQ JV in March 2020, which resulted in the suspension of the operation of ZHYQ JV for the entire month of March in 2020; and (ii) the outbreak of the COVID-19 pandemic which led to a slowdown in the economy and thus, a reduction in the demand for ZHYQ JV's petrochemical products.

F. Deposits, prepayments and other receivables

The increase in deposits, prepayments and other receivables from approximately HK$192,987,000 as at 30 June 2019 to approximately HK$265,698,000 as at 30 June 2020 was mainly attributable to (i) a deposit of approximately HK$74,200,000 paid by the Group in Period 2020 to acquire non-performing assets; and (ii) a deposit of approximately HK$2,400,000 paid by the Group in Period 2020 to acquire an asset management company in Hong Kong.

財務回顧*(續)*

E. 分佔聯營公司及一家合營企業損益

本公司於2020年期間分佔聯營公司虧損約16,674,000港元乃本公司於2020年期間分佔信達建潤虧損的份額，而本公司於2019年期間分佔聯營公司溢利約6,010,000港元則由本公司於2019年期間分佔信達建潤溢利約3,840,000港元及本公司於2019年期間分佔中海油泰州石化溢利約2,170,000港元組成，期間中海油泰州石化由本集團列賬為本公司一家聯營公司。緊隨合併於2019年7月完成後，中海油泰州石化轉而成為本公司一間合營企業(即該合營企業)。本公司於2020年期間分佔該合營企業虧損約77,381,000港元，其已反映於本公司分佔一家聯營企業虧損之中(2019年期間：無)。

儘管信達建潤的業績轉差主要由於其於2020年6月30日持有的金融資產公允值下跌，但中海油泰州石化／該合營企業的業績轉差主要由於(i)該合營企業的工廠於2020年3月進行大維修及升級工程，導致該合營企業於2020年3月整月暫停營運；及(ii)新冠肺炎疫情的爆發導致經濟放緩，導致該合營企業的石化產品的需求減少。

F. 按金、預付款及其他應收款

按金、預付款及其他應收款由2019年6月30日約192,987,000港元增加至2020年6月30日約265,698,000港元主要由於(i)於2020年期間，本集團為收購不良資產而支付按金約74,200,000港元；及(ii)於2020年期間，本集團為收購香港的資產管理公司而支付一筆約2,400,000港元的按金所致。

匯兌風險

於2020年期間，本集團的主要資產、負債、收入及支出均以港元、人民幣及美元計值。董事會認為，於可預見未來，人民幣仍然將會是受管制之貨幣。雖然市場普遍預期人民幣之波動將會增加，然而董事會預期其將不會對本集團之財務狀況構成任何重大的負面影響。然而，

WORKING CAPITAL AND BORROWINGS

As at 30 June 2020, the Group's total borrowings and the Convertible Bonds amounted to approximately HK$2,227,968,000 in aggregate, the composition of which is summarised below:

營運資金及借貸

於2020年6月30日，本集團之借貸總額及可換股債券合共為約2,227,968,000港元，其組成摘要如下：

		Unaudited 未經審核 **30 June 2020** **2020年 6月30日** ***HK$'000*** *千港元*	Audited 經審核 31 December 2019 2019年 12月31日 *HK$'000* *千港元*
Short-term borrowings	短期借貸	**164,256**	261,941
Long-term borrowings	長期借貸	**862,875**	672,991
Convertible Bonds	可換股債券	**1,200,837**	1,170,351
Total borrowings	借貸總額	**2,227,968**	2,105,283
Cash and bank balances (including pledged bank deposits)	現金及銀行結餘(包括抵押銀行存款)	**(223,589)**	(212,568)
Net borrowings	借貸淨額	**2,004,379**	1,892,715

Interests for all borrowings of the Group for Period 2020 were charged at fixed and floating rates ranging from 3.05% per annum (Period 2019: 3.0% per annum) to 12% per annum (Period 2019: 5.6% per annum).

於2020年期間，本集團所有借貸之利息均是以固定及浮動利率計算，利率區間由年利率3.05%(2019年期間：年利率3.0%)至年利率12%(2019年期間：年利率5.6%)。

Out of the borrowings of the Group which remained outstanding as at 30 June 2020, approximately HK$50,000,000 (31 December 2019: HK$130,000,000), approximately HK$879,535,000 (31 December 2019: HK$804,932,000) and approximately HK$97,596,000 (31 December 2019: nil) were denominated in HK$, RMB and USD respectively, and approximately HK$608,598,000 (31 December 2019: HK$715,938,000) carried floating interest rates and approximately HK$418,533,000 (31 December 2019: HK$218,994,000) carried fixed interest rates. As at 30 June 2020 and 31 December 2019, the Company also had outstanding Convertible Bonds due in July 2022, which were of the aggregate principal amount of HK$1,150,000,000 with interest payable at 7% per annum.

本集團於2020年6月30日尚未償還之借貸中，約50,000,000港元(2019年12月31日：130,000,000港元)、約879,535,000港元(2019年12月31日：804,932,000港元)及約97,596,000港元(2019年12月31日：無)分別以港元、人民幣及美元計值，且約608,598,000港元(2019年12月31日：715,938,000港元)按浮動利率計息，而 約418,533,000港 元(2019年12月31日：218,994,000港元)則按固定利率計息。於2020年6月30日及2019年12月31日，本公司亦有於2022年7月到期之尚未償付可換股債券，本金額合共1,150,000,000港元，並按年利率7%支付利息。

營運資金及借貸(續)

於2020年6月30日，本集團之現金及銀行結餘(包括抵押銀行存款)總額約為223,589,000港元(2019年12月31日：212,568,000港 元)，

WORKING CAPITAL AND BORROWINGS *(Continued)*

As at 30 June 2020, the gearing ratio (calculated as borrowings and the Convertible Bonds over equity attributable to owners of the Company) and the current ratio (calculated as current assets over current liabilities) of the Group were 34.6% (31 December 2019: 31.5%) and 5.3x (31 December 2019: 4.4x) respectively. These ratios are key performance indicators used by the management of the Group to measure the Group's level of leverage to ensure the Group has the liquidity to meet its financial obligations at all times. Both ratios have been maintained at good levels during the period under review.

PLEDGE OF ASSETS

As at 30 June 2020, the Group pledged certain investment properties and leasehold land and buildings with an aggregate carrying value of approximately HK$2,349,822,000 (31 December 2019: HK$2,408,486,000) and approximately HK$218,800,000 (31 December 2019: HK$241,800,000) respectively to secure general banking facilities granted to the Group, other loans and other payables to an independent third party. As at 30 June 2020, the Group pledged bank deposits of approximately HK$21,906,000 (31 December 2019: HK$22,321,000) to secure bank facilities granted to a joint venture of the Group.

COMMITMENTS

As at 30 June 2020, the Group had capital expenditures contracted for but not provided for in its unaudited condensed consolidated financial statements in respect of the acquisition of unlisted equity securities, non-performing assets HK$241S

CONTINGENT LIABILITIES

或然負債

As at 30 June 2020 and 31 December 2019, the Group did not have any material contingent liabilities.

CAPITAL STRUCTURE

As at 30 June 2020, the shareholders' fund of the Company was approximately HK$6,429,992,000 (31 December 2019: HK$6,675,541,000), representing a decrease of approximately HK$245,549,000 or 3.7% as compared to that as at 31 December 2019. The decrease was mainly contributed by (i) the depreciation of RMB against HK$ of approximately 1.9% during Period 2020 and therefore an exchange loss charged to the exchange translation reserve resulting from the translation of the books of the subsidiaries of the Company in the PRC; (ii) the loss for Period 2020; and (iii) the decrease in the fair value of leasehold properties as at 30 June 2020 charged to assets revaluation reserve.

ISSUE OF CONVERTIBLE BONDS

Placing of Convertible Bonds to Independent Placee(s)

On 20 May 2019, the Company entered into a placing agreement (the "Placing Agreement") with CMB International Capital Limited (the "Placing Agent"), pursuant to which the Company conditionally agreed to place through the Placing Agent, on a best effort basis, 7% senior unsecured and guaranteed convertible bonds (the "Convertible Bonds") of the Company due 2022 of an aggregate principal amount of up to HK$200,000,000, to placees who and whose subsidiaries or associates are independent third parties (within the meaning of the Rules (the "Listing Rules") Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Stock Exchange")) of the Company, at the conversion price (the "Conversion Price") of HK$2.33 per ordinary share with no par value (the "Conversion Share") of the Company (the "Placing").

於2020the "Placing").

ISSUE OF CONVERTIBLE BONDS *(Continued)*

Placing of Convertible Bonds to Independent Placee(s) *(Continued)*

On 22 May 2019, the Company entered into a subscription agreement (the "JIC Subscription Agreement") with JIC (Hong Kong) Holding Limited ("JIC") (a placee procured by the Placing Agent, who and whose ultimate beneficial owner(s) are independent third parties (within the meaning of the Listing Rules)), in relation to JIC's subscription for the Convertible Bonds with a principal amount of up to HK$200,000,000 (the "JIC Subscription").

Save for (a) the date of the agreement; (b) the identity of the subscriber; (c) the principal amount of the Convertible Bonds to be subscribed; and (d) the inclusion of two additional conditions precedent to the completion of the JIC Subscription Agreement (namely, (i) Mr. Chu Hing Tsung ("Mr. Chu"), the chairman of the Company (the "Chairman"), a non-executive Director and a substantial shareholder (within the meaning of the Listing Rules) of the Company, having executed and delivered to JIC the Guarantees (as defined below); and (ii) the Company shall have completed all of the obligations under the JIC Subscription Agreement required on or before the completion date), the principal terms of the JIC Subscription Agreement are substantially the same as to those of the Connected Subscription Agreements (as defined below). Principal terms of the Connected Subscription Agreements are set out in the sub-section headed "Subscription of Convertible Bonds by Connected Subscribers" below.

ISSUE OF CONVERTIBLE BONDS *(Continued)*

發行可換股債券*(續)*

, R, agreeme025.8056(theed&6&HPUXIVVXkXoXnl, eRdCXeVjXoXiV&6k'.山關連認購人認購可換股債券&k

於2019年5月20日，本公司亦與星耀國際有限公司(「星耀」)、高建民先生(「高先生」)、皓天財經集團控股有限公司(「皓天」)、陸晴女士(「陸女士」)及Excel Bright Capital Limited(「Excel Bright」)各自(統稱為「關連認購人」及各自稱為「關連認購人」(彼等於關連認購協議日期全為本公司關連人士(定義見上市規則))訂立認購協議(「關連認購協議」，統稱為「關連認購協議」)，據此，本公司有條件同意發行，且相關關連認購人有條件同意以兌換價認購本金總額為950,000,000港元的可換股債券(「關連認購事項」)。朱先生已根據中國建投認購協議及關連認購協議以相關認購人為受益人提供個人擔保(「擔保」)。

於關連認購協議日期，Excel Bright由惠小惠女士全資擁有，其為惠小兵先生(前非執行董事兼董事會副主席，彼於2019年1月辭任)之胞姊。因此，Excel Bright為惠小兵先生之聯繫人(定義見上市規則)，故於關連認購協議日期為本公司之關連人士(定義見上市規則)。

於關連認購協議日期，高先生為本公司執行董事兼董事總經理，因此，高先生為本公司之關連人士(定義見上市規則)。高先生已於2019年9月2日由執行董事獲調任為非執行董事，並辭任本公司董事總經理。彼自2020年1月1日起辭任非執行董事。

ISSUE OF CONVERTIBLE BONDS *(Continued)*

Subscription of Convertible Bonds by Connected Subscribers *(Continued)*

As at the date of the Connected Subscription Agreements, (i) Ms. Luk was the spouse of Mr. Liu Tianni ("Mr. Liu"), a former executive Director and the deputy managing director of the Company who resigned from the aforesaid positions in January 2019; and (ii) Mr. Liu indirectly owned approximately 67.56% of the issued share capital of Wonderfulsky. Accordingly, each of Ms. Luk and Wonderfulsky was an associate (within the meaning of the Listing Rules) of Mr. Liu and therefore a connected person (within the meaning of the Listing Rules) of the Company as at the date of the Connected Subscription Agreements.

As at the date of the Connected Subscription Agreements, Regent Star directly owned 438,056,000 Shares, representing approximately 19.01% of the issued share capital of the Company and hence a connected person (within the meaning of the Listing Rules) of the Company.

Completion of the Connected Subscription Agreements is conditional upon fulfilment or wavier (if applicable) of the following conditions:

(a) the relevant subscriber having conducted due diligence exercise (technical, financial and legal) on the Group and satisfied with the results thereof;

(b) the relevant subscriber having obtained all necessary approvals for completion of its subscription of the Convertible Bonds (in accordance with its internal decision-making procedures if such subscriber is a corporate person);

(c) the relevant subscriber having completed all relevant third-party entities' (including but not limited to any government or regulatory department) required approval(s) and/or filing procedures for completion of its subscription of the Convertible Bonds in accordance with applicable laws;

發行可換股債券*(續)*

由關連認購人認購可換股債券*(續)*

於關連認購協議日期，(i)陸女士為劉天倪先生(「劉先生」)之配偶，其為本公司之前執行董事兼副董事總經理，彼於2019年1月辭任上述職位；及(ii)劉先生間接擁有皓天已發行股本約67.56%。因此，陸女士及皓天各自為劉先生之聯繫人(定義見上市規則)，故於關連認購協議日期為本公司之關連人士(定義見上市規則)。

於關連認購協議日期，星耀直接擁有438,056,000股股份，相當於本公司已發行股本約19.01%，故為本公司之關連人士(定義見上市規則)。

關連認購協議須待以下條件達成或獲豁免(如適用)後，方可完成：

(a) 相關認購人已對本集團進行盡職審查(技術、財務及法律上)並信納相關結果；

(b) 相關認購人已(如該認購人為法團人士，則按內部決策程序)取得完成認購可換股債券之一切必要批文；

(c) 相關認購人已完成一切相關第三方實體(包括但不限於任何政府或監管部門)所需批核及／或備案程序，以根據適用法律完成認購可換股債券；

發行可換股債券*(續)*

發行可換股債券*(續)*

可換股債券之主要條款

可換股債券之發行價為可換股債券本金總額之100%，合共1,150,000,000港元(其中本金額200,000,000港元透過配售事項配售予中國建投；而本金額450,000,000

可換股債券(1)

ISSUE OF CONVERTIBLE BONDS *(Continued)*

Principal terms of the Convertible Bonds *(Continued)*

Unless previously redeemed, converted, purchased or cancelled, the Company will redeem all of the Convertible Bonds on the Maturity Date at such amount equivalent to 116.5% of the principal amount of the outstanding Convertible Bonds (inclusive of interests received up to the Maturity Date).

The Convertible Bonds constitute direct, unsubordinated, unconditional and unsecured obligations of the Company and shall at all times rank pari passu and without any preference or priority among themselves and pari passu with all other present and future direct, unsubordinated, unconditional and unsecured obligations of the Company.

Reasons for and benefits of the Placing and the Connected Subscriptions

The Directors considered that the issue of the Convertible Bonds would provide the Company with (i) immediate funding to repay its short-term debt and optimise its capital structure without immediate dilution of the shareholding of the existing Shareholders; (ii) funding for its expansion to the financial investment and service businesses to further diversify its exposure to specific markets and operations; and (iii) an opportunity to enlarge and strengthen its capital base and also broaden its shareholder base by the introduction of new investors, if the conversion rights attached to the Convertible Bonds are exercised.

發行可換股債券*(續)*

可換股債券之主要條款*(續)*

除非已於先前贖回、轉換、購買或註銷，本公司將於到期日按相當於尚未償付可換股債券本金額之116.5%之金額贖回所有可換股債券，包括截至到期日所收取之利息。

可換股債券構成本公司直接、非後償、無條件及無抵押之責任，且彼此之間於任何時間應一直享有同等地位，並無任何優先次序或優惠，及與本公司所有其他現有及未來直接、非後償、無條件及無抵押之責任享有同等地位。

進行配售事項及關連認購事項的原因及裨益

董事認為發行可換股債券將為本公司提供(i)即時資金以償還短期債務並完善其資本架構而不會即時攤薄現有股泣鯧鵂瀧兿

ISSUE OF CONVERTIBLE BONDS *(Continued)*

發行可換股債券*(續)*

Dilutive impact of the conversion of the Convertible Bonds

轉換可換股債券的攤薄影響

As at the date of this interim financial report, none of the Convertible Bonds has been converted.

於本中期財務報告日期，概無可換股債券獲兌換。

Assuming there is full conversion of the Convertible Bonds at the Conversion Price of HK$2.33 per Share, the net subscription price for each Conversion Share is approximately HK$2.32 per Share and an aggregate of 493,562,227 Shares shall be allotted and issued (among which 85,836,909 Shares will be issued under the Placing and 407,725,318 Shares will be issued under the Connected Subscriptions), representing approximately 21.4% of the total number of Shares in issue as at the date of this interim financial report and approximately 17.6% of the total number of Shares in issue as enlarged by the allotment and issue of the Conversion Shares (assuming no other change in the issued share capital of the Company). Such allotment and issue of the Conversion Shares will result in the respective shareholdings of the Shareholders being diluted by approximately 17.6%.

假設可換股債券按兌換價每股股份2.33港元悉數轉換，每股兌換股份的淨認購價約為每股股份2.32港元，而合共493,562,227股股份將予配發及發行(其中85,836,909股股份將根據配售事項發行，而407,725,318股股份將根據關連認購事項發行)，佔於本中期財務報告日期已發行股份總數約21.4%，及經配發及發行兌換股份擴大後已發行股份總數約17.6%(假設本公司已發行股本並無其他變動)。該兌換股份之配發及發行將導致股東各自的股權被攤薄約17.6%。

Set out below is the dilution effect on the equity interest of the substantial Shareholders (within the meaning of the Listing Rules) if there had been full conversion of the outstanding Convertible Bonds as at 30 June 2020:

以下載列倘於2020年6月30日已悉數轉換未償付可換股債券，對主要股東(定義見上市規則)權益產生的攤薄影響：

ISSUE OF CONVERTIBLE BONDS *(Continued)* 發行可換股債券*(續)*

Dilutive impact of the conversion of the Convertible Bonds *(Continued)* 轉換可換股債券的攤薄影響*(續)*

Name of Shareholders 股東名稱	As at 30 June 2020 於2020年6月30日		Upon full conversion of the Convertible Bonds under the Placing 根據配售事項 全面兌換可換股債券後		Upon full conversion of the Convertible Bonds under the Connected Subscriptions 根據關連認購事項 全面兌換可換股債券後		Upon full conversion of the Convertible Bonds under the Placing and the Connected Subscriptions 根據配售事項及關連認購事項 全面兌換可換股債券後	
	Number of Shares held 所持股份數目	Approximate percentage of shareholding 概約持股百分比	Number of Shares held 所持股份數目	Approximate percentage of shareholding 概約持股百分比	Number of Shares held 所持股份數目	Approximate percentage of shareholding 概約持股百分比	Number of Shares held 所持股份數目	Approximate percentage of shareholding 概約持股百分比
Zhuguang Holdings *(Note)* 珠光控股*(附註)*	681,240,022	29.56%	681,240,022	28.5%	681,240,022	25.1%	681,240,022	24.3%
Regent Star 星耀	438,056,000	19.01%	438,056,000	18.3%	631,189,047	23.3%	631,189,047	22.6%

Note: Zhuguang Holdings Group Company Limited ("Zhuguang Holdings") owns 681,240,022 Shares through its wholly-owned subsidiary, Splendid Reach Limited. Zhuguang Holdings is owned as to 67.08% by Rong De Investments Limited, and Mr. Chu, the Chairman and a non-executive Director, holds 34.06% of the equity interest in Rong De Investments Limited.

*附註：*珠光控股集團有限公司(「珠光控股」)通過其全資附屬公司熙達有限公司擁有681,240,022股股份。珠光控股由融德投資有限公司擁有67.08%股權，而主席兼非執行董事朱先生於融德投資有限公司中持有34.06%的股本權益。

As at 30 June 2020, the Group had total net assets of approximately HK$7,317,888,000 and total net current assets of approximately HK$2,362,346,000. Based on the financial and liquidity positions of the Group and to the best knowledge and belief of the Company, the Company expects that it will be able to meet its redemption obligations under the Convertible Bonds.

於2020年6月30日，本集團淨資產總額約7,317,888,000港元，淨流動資產總額約2,362,346,000港元。按本集團之財務及流動資金狀況，以及就本公司深知及確信，本公司預期將有能力應付可換股債券項下之贖回責任。

ISSUE OF CONVERTIBLE BONDS *(Continued)*

發行可換股債券*(續)*

Dilutive impact of the conversion of the Convertible Bonds *(Continued)*

轉換可換股債券的攤薄影響*(續)*

An analysis of the Company's share price at which it would be equally financially advantageous for the holders of the Convertible Bonds to convert or redeem the Convertible Bonds based on their implied internal rate of return at a range of dates in the future is set out below:

根據日後若干日期之可換股債券的隱含內部回報率，可換股債券之持有人轉換或贖回可換股債券將具有同等財務優勢之情況之本公司股價分析載列如下：

		Share price 股價 *(HK$)* *(港元)*
31 December 2020	2020年12月31日	每股2.88 per Share
30 June 2021	2021年6月30日	每股2.80 per Share
31 December 2021	2021年12月31日	每股2.80 per Share
4 July 2022 (i.e. the Maturity Date, on which the Company will redeem all of the Convertible Bonds at such amount equivalent to 116.5% of the principal amount of the outstanding Convertible Bonds, inclusive of interests received up to the Maturity Date, unless any of such Convertible Bonds have already been previously redeemed, converted, purchased or cancelled)	2022年7月4日(即到期日，除非已於先前贖回、轉換、購買或註銷，本公司將於當日按相當於尚未償付可換股債券本金額(包括截至到期日止收取之利息)之116.5%之金額贖回全部可換股債券)	每股2.71 per Share

Details of the Placing, the JIC Subscription and the Connected Subscriptions are set out in the announcements of the Company dated 20 May 2019, 22 May 2019 and 27 June 2019, and the circular of the Company dated 10 June 2019.

有關配售事項、中國建投認購事項及關連認購事項的詳情載於本公司日期為2019年5月20日、2019年5月22日及2019年6月27日的公告及本公司日期為2019年6月10日的通函。

HUMAN RESOURCES

As at 30 June 2020, the Group employed 99 employees (31 December 2019: 96 employees) in Hong Kong and in the PRC. Total employee benefit expenses from continuing operations for Period 2020 were approximately HK$30,058,000, as compared to those of approximately HK$24,297,000 for Period 2019.

During Period 2020, the Group offered its employees competitive remuneration packages, which were consistent with the prevailing market practices in the relevant jurisdictions. The remuneration package for each employee of the Group contains a combination or modification of some or all of the following four main components: (i) basic salary; (ii) incentive bonus; (iii) share options (no share option scheme of the Company in force as at the date of this interim financial report); and (iv) other benefits, such as statutory retirement scheme and medical insurance. Incentive bonus and share options for each employee are determined with reference to the employee's position, performance and ability to contribute to the overall success of the Group. The Group's remuneration policies remained unchanged during Period 2020. The employees of the Group are remunerated according to their respective job nature, market conditions, individual performance and qualifications. As the Group sees career development as an important aspect of its employees, ongoing training has been provided to the employees according to the needs of the Group during Period 2020.

INTERIM DIVIDEND

The Board has resolved not to declare any interim dividend for the six months ended 30 June 2020 (Period 2019: nil).

PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES

During Period 2020, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the listed securities of the Company.

人力資源

於2020年6月30日，本集團於香港及中國共聘用99名員工(2019年12月31日：96名員工)。於2020年期間，持續經營業務之僱員福利開支總額為約30,058,000港元，而2019年期間為約24,297,000港元。

於2020年期間，本集團為其僱員提供符合相關司法權區市場慣例且具有競爭性的薪酬制度。本集團各僱員之薪酬組合為下列四個主要成分之部分或全部之組合或修改：(i)基本工資；(ii)獎勵花紅；(iii)購股權(於本中期財務報告日期並無本公司之有效購股權計劃)；及(iv)本集莒藹硼极쉴뉇

CORPORATE GOVERNANCE

The Company is committed to maintaining high standards of corporate governance in the interests of its shareholders.

The Board acknowledges its responsibilities for preparing the condensed consolidated financial statements of the Group, which give a true and fair view of the state of affairs of the Company and of the Group on a going concern basis. In preparing the Group's unaudited condensed consolidated financial statements for the six months ended 30 June 2020, the Board has selected suitable accounting policies and applied them consistently and made judgments and estimates that are prudent and reasonable.

Except for the deviation specified below, the Company has complied with all mandatory provisions set out in the Corporate Governance Code and Corporate Governance Report (the "Code") contained in Appendix 14 to the Listing Rules throughout Period 2020.

Provision E.1.2 of the Code stipulates that the chairman of the board should attend the annual general meeting of the company. Mr. Chu Hing Tsung, the Chairman, was out of town and was therefore unable to attend the annual general meeting of the Company held on 12 June 2020. The Chairman will endeavour to attend all future annual general meetings of the Company unless unexpected or special circumstances prevent him from doing so.

企業管治

為符合股東利益，本公司致力維持高水平的企業管治。

董事會確認按持續經營標準編製能真實及公平地反映本公司及本集團事務狀況的簡明綜合財務報表乃屬其責任。在編製本集團截至2020年6月30日止六個月之未經審核簡明綜合財務報表時，董事會採用了合適的會計政策並持續應用該等會計政策，同時亦以審慎及合理的態度作出判斷及估計。

除下文所述之偏離事件外，本公司於2020年期間已遵守上市規則附錄14所載之《企業管治守則》及《企業管治報告》(「守則」)之所有強制條文。

守則條文第E.1.2條要求董事會主席應出席本公司股東週年大會。主席朱慶淞先生因身處海外緣故未能出席本公司於2020年6月12日舉行的股東週年大會。主席將竭力出席本公司於未來召開的所有股東週年大會，除非出現不可預見或特殊的情況導致其未能出席。

企業管治*(續)*

本公司就董事及有關僱員(定義見守則)進行的證券交易，已採納不遜於上市規則附錄10所載《上市發行人董事進行證券交易的標準守則》(「標準守則」q絹膸숝礲贈油鍥雝鏃꽣뮞疵髯述麗翱멧찐齬

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

主要股東於股份及相關股份之權益及淡倉

As at 30 June 2020, the following companies and persons, other than a Director or the chief executive of the Company, had interest in 5% or more of the Shares, as recorded in the register required to be kept by the Company under Section 336 of SFO:

於2020年6月30日，以下公司及人士(除董事或本公司最高行政人員以外)於本公司根據證券及期貨條例第336條規定須予存置的登記冊記錄所顯示，擁有佔股份5%或以上權益：

Long position in the Shares

股份之好倉

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SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN THE SHARES AND UNDERLYING SHARES *(Continued)*

Notes:

主要股東於股份及相關股份之權益及淡倉 *(續)*

附註：

1. 本公司於2020年6月30日之已發行股份總數(即2,304,849,611股)已用作計算本公司之持股概約百分比。

2. 中國信達資產管理直接持有中國信達(香港)控股100%已發行股份，而中國信達(香港)控股持有該438,056,000股股份之實益擁有人星耀100%已發行股份。因此，中國信達資產管理及中國信達(香港)控股根據證券及期貨條例第XV部被視為擁有星耀所持有股份之權益。

3. 廖先生直接持有融德的36%已發行股份，而融德持有珠光控股67.08%已發行股份，而珠光控股持有該681,240,022股股份之實益擁有人熙達100%已發行股份。因此，廖先生、融德及珠光控股根據證券及期貨條例第XV部被視為擁有熙達所持有股份之權益。

相關股份之好倉

主要股東於股份及相關股份之權益及淡倉 *(續)*

附註：

1. 於2020年6月30日，本公司的已發行股份總數(即2,304,849,611股股份)已被用於計算本公司的概約持股百分比。

2. 中國信達資產管理直接持有中國信達(香港)(即蠟耜髫

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS 簡明綜合損益表

For the six months ended 30 June 2020
截至2020年6月30日止六個月

	(Unaudited)	(Unaudited)
	（未經審核）	（未經審核）
	Six months ended 30 June	
	〉 祽蜼㓗	



CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS 簡明綜合損益表

For the six months ended 30 June 2020
截至2020年6月30日止六個月

		(Unaudited)	(Unaudited)
		（未經審核）	（未經審核）
		Six months ended 30 June	
		截至**6**月**30**日止六個月	
		2020	2019
	Note	***HK$'000***	千港元

CONDENSED CONSOLIDATED STATEMENT OF OTHER COMPREHENSIVE INCOME 簡明綜合其他全面收益表

For the six months ended 30 June 2020
截至2020年6月30日止六個月

	(Unaudited) (Unaudited)
	（未經審核） （未經審核）
	Six months ended 30 June
	截至**6**月**30**日止六個月
	2020 2019
	HK$'000 *HK$'000*
	千港元 *千港元*
(LOSS)/PROFIT FOR THE PERIOD	

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION 簡明綜合財務狀況表

At 30 June 2020
於2020年6月30日

		Notes 附註	**(Unaudited)** （未經審核） **As at 30 June 2020** 於**6**月**30**日 **2020** ***HK$'000*** *千港元*	(Audited) （經審核） As at 31 December 2019 於12月31日 2019 *HK$'000* *千港元*
NON-CURRENT ASSETS	非流動資產			

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION 簡明綜合財務狀況表

At 30 June 2020
於2020年6月30日

		Notes 附註	(Unaudited) (未經審核) As at 30 June 於6月30日 2020 HK$'000 千港元	(Audited) (經審核) As at 31 December 於12月31日 2019 HK$'000 千港元
NET CURRENT ASSETS	淨流動資產		**2,362,346**	2,268,668
TOTAL ASSETS LESS CURRENT LIABILITIES	資產總值減流動負債		**9,667,495**	9,698,039
NON-CURRENT LIABILITIES	非流動負債			
Borrowings	借貸	*19*	**862,875**	672,991
Convertible bonds	可換股債券		**1,200,837**	1,170,351
Lease liabilities	租賃負債		**44,488**	—
Deferred tax liabilities	遞延稅項負債	*20*	**241,407**	251,996
Total non-current liabilities	非流動負債總值		**2,349,607**	2,095,338
Net assets	淨資產		**7,317,888**	7,602,701
EQUITY	股權			
Equity attributable to owners of the Company	本公司擁有人應佔股權			
Share capital	股本	*18*	**3,626,781**	3,626,781
Reserves	儲備		**2,803,211**	3,048,760
			6,429,992	6,675,541
Non-controlling interests	非控制權益		**887,896**	927,160
Total equity	股權總值		**7,317,888**	7,602,701

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY 簡明綜合權益變動報表

For the six months ended 30 June 2020
截至2020年6月30日止六個月

		Attributable to owners of the Company 本公司擁有人應佔							
		Share capital 股本 HK$'000 千港元	Asset revaluation reserve 資產重估儲備 HK$'000 千港元	Translation reserve 匯兌儲備 HK$'000 千港元	Retained profits 保留盈利 HK$'000 千港元	Amounts recognised in other comprehensive income and accumulated in equity relating to assets classified as held for sale 分類為持作出售資產於其他全面收益確認及於權益累計之相關金額 HK$'000 千港元	Sub-total 小計 HK$'000 千港元	Non-controlling interests 非控制權益 HK$'000 千港元	Total equity 股權總值 HK$'000 千港元
At 1 January 2020 (audited)	於2020年1月1日(經審核)	**3,626,781**	**282,249**	**56,557**	**2,709,954**	**–**	**6,675,541**	**927,160**	**7,602,701**
Loss for the period	期內虧損	**–**	**–**	**–**	**(151,150)**	**–**	**(151,150)**	**(22,634)**	**(173,784)**
Other comprehensive (loss)/income for the period:	期內其他全面(虧損)/收益:								
Exchange difference on translation of foreign operations	換算海外業務產生之匯兌差額	**–**	**–**	**(79,635)**	**–**	**–**	**(79,635)**	**(16,630)**	**(96,265)**
Loss arising on property valuation, net of tax	重估物業產生之虧損(除稅後)	**–**	**(14,764)**	**–**	**–**	**–**	**(14,764)**	**–**	**(14,764)**
Reclassification adjustment on disposal of leasehold properties	出售租賃物業之重新分類調整	**–**	**(16,166)**	**–**	**16,166**	**–**	**–**	**–**	**–**
Total comprehensive loss for the period	期內全面虧損總額	**–**	**(30,930)**	**(79,635)**	**(134,984)**	**–**	**(245,549)**	**(39,264)**	**(284,813)**
At 30 June 2020 (unaudited)	於2020年6月30日(未經審核)	**3,626,781**	**251,319**	**(23,078)**	**2,574,970**	**–**	**6,429,992**	**887,896**	**7,317,888**
At 1 January 2019 (audited)	於2019年1月1日(經審核)	3,626,781	288,940	178,897	2,654,141	–	6,748,759	854,447	7,603,206
Profit for the period	期內溢利	–	–	–	46,319	–	46,319	16,042	62,361
Other comprehensive income/(loss) for the period:	期內其他全面收益(虧損):								
Exchange difference on translation of foreign operations	換算海外業務產生之匯兌差額	–	–	(29,458)	–	–	(29,458)	(6,436)	(35,894)
Gain arising on property revaluation, net of tax	重估物業產生之收益(除稅後)	–	2,588	–	–	–	2,588	–	2,588
Total comprehensive income/(loss) for the period	期內全面收益/(虧損)總額	–	2,588	(29,458)	46,319	–	19,449	9,606	29,055
Transfer to amounts recognised in other comprehensive income and accumulated equity relating to assets classified as held for sale	轉移至分類為持作出售資產於其他全面收益確認及於權益累計之相關金額	–	–	(3,282)	–	3,282	–	–	–
At 30 June 2019 (unaudited)	於2019年6月30日(未經審核)	3,626,781	291,528	146,157	2,700,460	3,282	6,768,208	864,053	7,632,261

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2020年6月30日止六個月

		(Unaudited) (未經審核) Six months ended 30 June 截至6月30日止六個月	(Unaudited) (未經審核)
		2020	2019
		HK$'000	*HK$'000*
		千港元	*千港元*
NET CASH FLOWS (USED IN)/FROM OPERATING ACTIVITIES	經營業務(所用)／所得之淨現金流量	**(88,065)**	80,013
CASH FLOWS FROM INVESTING ACTIVITIES	投資業務所得現金流量		
Interest received	已收利息	**89,009**	44,852
Purchases of items of property, plant and equipment	購入物業、廠房及設備項目	**(2,844)**	(188,897)
Proceeds on disposal of property, plant and equipment	出售物業、廠房及設備所得款項	**19,634**	—
Receipt of loan receivables	收取應收貸款	**100,000**	488,636
Advance of loan receivables	墊支應收貸款	**(50,000)**	(505,682)
Advance to an associate	墊支一家聯營公司款	**(48,285)**	(113,875)
Advance to a joint venture	墊支一家合營企業款	**(25,192)**	(79,576)
Deposit paid for acquisition of distressed asset portfolio	收購不良資產組合支付的按金	**(74,192)**	(115,909)
Withdrawal of restricted bank balances	提取受限制銀行結餘	**—**	40,056
Withdrawal of pledged bank deposits	提取抵押銀行存款	**—**	322,432
Net cash flows from/(used in) investing activities	投資業務所得／(所用)淨現金流量	**8,130**	(107,963)
CASH FLOWS FROM FINANCING ACTIVITIES	融資業務所得現金流量		
Proceeds from borrowings	借貸所得款項	**294,365**	1,039,091
Repayment of borrowings	借貸償還	**(187,179)**	(1,003,068)
Principal portion of lease payments	租賃付款之本金部份	**(11,101)**	—
Net cash flows from financing activities	融資業務所得淨現金流量	**96,085**	36,023
NET INCREASE IN CASH AND CASH EQUIVALENTS	現金及現金等值增加淨額	**16,150**	8,073
Cash and cash equivalents at the beginning of the period	現金及現金等值期初數額	**190,247**	497,244
Effect of foreign currency rate changes, net	外幣匯率變動之影響，淨額	**(4,714)**	(9,930)
CASH AND CASH EQUIVALENTS AT THE END OF THE PERIOD	現金及現金等值期末數額	**201,683**	495,387
ANALYSIS OF THE BALANCES OF CASH AND CASH EQUIVALENTS	現金及現金等值結餘分析		
Bank balances and cash	銀行結餘及現金	**201,683**	483,258
Bank balances and cash included in assets classified as held for sale	計入分類為持作出售資產的銀行結餘及現金	**—**	12,129
		201,683	495,387

2. PRINCIPAL ACCOUNTING POLICIES

The accounting policies adopted in the preparation of these interim unaudited condensed consolidated financial statements for the six months ended 30 June 2020 are consistent with those applied in the preparation of the Group's annual consolidated financial statements for the year ended 31 December 2019, except for the adoption of the following new and revised Hong Kong Financial Reporting Standards (the "HKFRSs") for the first time for the current period's financial statements.

Amendments to HKFRS 3	Definition of a Business
Amendments to HKFRS 9, HKAS 39 and HKFRS 7	Interest Rate Benchmark Reform
Amendments to HKAS 1 and HKAS 8	Definition of Material

The nature and impact of the new and revised HKFRSs are described below:

(a) Amendments to HKFRS 3 clarify and provide additional guidance on the definition of a business. The amendments clarify that for an integrated set of activities and assets to be considered a business, it must include, at a minimum, an input and a substantive process that together significantly contribute to the ability to create output. A business can exist without including all of the inputs and processes needed to create outputs. The amendments remove the assessment of whether market participants are capable of acquiring the business and continue to produce outputs. Instead, the focus is on whether acquired inputs and acquired substantive processes together significantly contribute to the ability to create outputs. The amendments have also narrowed the definition of outputs to focus on goods or services provided to customers, investment income or other income from ordinary activities. Furthermore, the amendments provide guidance to assess whether an acquired process is substantive and introduce an optional fair value concentration test to permit a simplified assessment of whether an acquired set of activities and assets is not a business. The Group has applied the amendments prospectively to transactions or other events that occurred on or after 1 January 2020. The amendments did not have any impact on the financial position and performance of the Group.

2. 主要會計政策

除採用期內財務報表首次生效的下述新及經修訂香港財務報告準則(「香港財務報告準則」)以外，編製截至2020年6月30日止六個月之此等中期未經審核簡明綜合財務報表所採用的會計政策與編製截至2019年12月31日止年度之年度綜合財務報表所採用的會計政策一致。

香港財務報告準則第3號(修訂本)	業務的定義
香港財務報告準則第9號、香港會計準則第39號及香港財務報告準則第7號(修訂本)	利率基準改革
香港會計準則第1號及香港會計準則第8號(修訂本)	重大的定義

3. OPERATING SEGMENT INFORMATION

For management purposes, the Group is organised into business units based on their products and has the following reporting segments:

(a) the investments segment representing the investments in financial assets at fair value through profit or loss and loan receivables; and

(b) the property leasing segment representing the holding of properties for rental income potential and/or for capital appreciation.

Management of the Group monitors the results of the Group's operating segments separately for the purpose of making decisions about resources allocation and performance assessment. Segment performance is evaluated based on reportable segment profit/loss, which is a measure of adjusted profit/loss before tax. The adjusted profit/loss before tax is measured consistently with the Group's profit/loss before tax except that finance costs, share of results of associates and a joint venture and corporate expenses are excluded from such measurement.

No segment assets or liabilities are presented as the chief operating decision maker of the Company does not regularly review segment assets and liabilities.

3. 經營分部資料

就管理而言，本集團按產品劃分業務單位，並設有以下可呈報分部：

(a) 投資分部指於以公允值計量且其變動計入損益的金融資產及應收貸款的投資；及

(b) 物業租賃分部指為獲取租金收入及／或資本增值目的持有物業。

本集團之管理層個別監察本集團經營分部業績，以便作出資源分配決策及評估表現。分部表現按可呈報分部溢利／虧損評估，即計量經調整除稅前溢利／虧損。經調整除稅前溢利／虧損之計量與本集團除稅前溢利／虧損貫徹一致，惟有關計量不包括財務費用、分佔聯營公司及一家合營企業業績以及企業開支。

由於本公司之主要營運決策者並無定期審閱分部資產及負債，因此並無呈列分部資產或負債。

3. 經營分部資料

3. OPERATING SEGMENT INFORMATION *(Continued)*

Six months ended 30 June 2019 (Unaudited)

3. 經營分部資料*(續)*

截至**2019**年**6**月**30**日止六個月(未經審核)

	Investments 投資 *HK$'000* *千港元*	Property leasing 物業租賃 *HK$'000* *千港元*	Consolidated 綜合 *HK$'000* *千港元*

3. OPERATING SEGMENT INFORMATION *(Continued)*

3. 經營分部資料*(續)*

Geographical information

地域資料

Continuing operations

持續經營業務

Revenue from external customers

來自外部客戶的收益

		Revenue 收入 Six months ended 30 June 截至6月30日止六個月	
		2020 ***HK$'000*** *千港元* **(Unaudited)** （未經審核）	2019 *HK$'000* *千港元* (Unaudited) （未經審核）
Hong Kong	香港	**116**	620
PRC	中國	**47,803**	55,069
		47,919	55,689

The revenue information above is based on the locations of the customers.

以上收益資料乃基於客戶所在的地點。

Six months ended 30 June 截至6月30日止六個月

4. DISCONTINUED OPERATION *(Continued)*

The calculations of the basic and diluted earnings per share from discontinued operation are based on:

4. 已終止經營業務(續)

已終止經營業務之每股基本及攤薄盈利按以下基準計算：

	Six months ended 30 June 截至6月30日止六個月 2019 *HK$'000 千港元*
Profit attributable to owners of the Company from discontinued operation, used in the basic and diluted earnings per share calculations 用以計算每股基本及攤薄盈利之已終止經營業務之本公司擁有人應佔溢利	53,285

	Six months ended 30 June 截至6月30日止六個月 2019 *In thousand 千股*
Number of shares: 股份數目：	
Weighted average number of ordinary shares in issue during the period used in the basic and diluted earnings per share calculations 用以計算每股基本及攤薄盈利之期內已發行普通股加權平均數	2,304,850

Basic earnings per share from discontinued operation was not applicable to the six months ended 30 June 2020 given that the Group did not have any discontinued operation during that period.

截至2020年6月30日止六個月，已終止經營業務之每股基本盈利並不適用，此乃由於本集團於該期間並無任何已終止經營業務。

No diluted earnings per share from discontinued operation for the six months ended 30 June 2019 were presented as the Company had no potentially dilutive ordinary shares in issue during the six months ended 30 June 2019.

截至2019年6月30日止六個月，由於本公司並無已發行潛在攤薄普通股，因此並無列示已終止經營業務之每股攤薄盈利。

4. DISCONTINUED OPERATION *(Continued)*

Profit for the six months ended 30 June 2019 from discontinued operation was arrived at after charging:

		Six months ended 30 June 截至6月30日止六個月 2019 *HK$'000 千港元* (Unaudited) (未經審核)
Depreciation of property, plant and equipment	物業、廠房及設備之折舊	109,785
Depreciation of right-of-use assets	使用權資產之折舊	2,077
Cost of inventories recognised as an expense		

5. REVENUE, OTHER INCOME, GAINS AND LOSSES *(Continued)*

An analysis of other income, gains and losses from continuing operations is as follows:

		Six months ended 30 June 截至6月30日止六個月	
		2020	2019
		HK$'000	*HK$'000*
		千港元	*千港元*
		(Unaudited)	(Unaudited)
		（未經審核）	（未經審核）
Interest income	利息收入		
— bank deposits	— 銀行存款	**324**	2,018
— amounts due from an associate	— 應收一家聯營公司款	**10,995**	11,479
— amounts due from a joint venture	— 應收一家合營企業款	**49,918**	—
— loan receivables	— 應收貸款	**90,194**	42,542
Net foreign exchange loss	匯兌虧損淨額	**(702)**	(14)
Net loss on disposal of property, plant and equipment	出售物業、廠房及設備之虧損淨額	**(23)**	—
Government grants	政府補貼	**852**	16
Others	其他	**209**	816
		151,767	56,857- Tf.3336 0 TD.02

7. TAXATION

No provision for Hong Kong profits tax has been made as the Company and its subsidiaries in Hong Kong incurred tax losses for both reporting periods.

The taxation charge of the PRC Corporate Income Tax ("CIT") for the reporting periods has been made based on the Group's

8. LOSS BEFORE TAXATION FROM CONTINUING OPERATIONS

The Group's loss before taxation from continuing operations was arrived at after charging/(crediting):

8. 來自持續經營業務之除稅前虧損

本集團來自持續經營業務之除稅前虧損經已扣除／(計入)：

		Six months ended 30 June 截至6月30日止六個月	
		2020 ***HK$'000*** *千港元* **(Unaudited)** (未經審核)	2019 *HK$'000* *千港元* (Unaudited) (未經審核)
Auditor's remuneration	核數師酬金	**2,250**	1,400
Depreciation of property, plant and equipment	物業、廠房及設備之折舊	**5,821**	6,383
Depreciation of right-of-use assets	使用權資產之折舊	**944**	—
Change in fair value of financial assets at fair value through profit or loss	以公允值計量且其變動計入損益之金融資產之公允值變動	**73,434**	32,073
Employee benefit expense including directors' and chief executives' remuneration	僱員福利開支包括董事及高級行政人員酬金		
Wages and salaries	工資及薪金	**29,813**	23,585
Pension scheme contribution (defined contribution scheme)	退休金計劃供款(定額供款計劃)	**245**	712
		30,058	24,297
Rental income under operating leases for investment properties, less outgoings of HK$6,129,000 (six months ended 30 June 2019: HK$5,317,000)	投資物業項下之營運租約之租金收入，扣除開支6,129,000港元(截至2019年6月30日止六個月：5,317,000港元)	**(41,674)**	(50,287)
Impairment loss on financial assets, net	金融資產減值虧損淨額	**11,254**	10,474
Change in fair value of investment properties	投資物業公允值變動	**16,641**	(17,794)
Change in fair value of a derivative financial instrument	衍生金融工具公允值變動	**(639)**	—

9. (LOSS)/EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY

9. 本公司普通權益持有人應佔每股(虧損)／盈利

For (loss)/profit for the period

期內(虧損)／溢利

The calculations of the basic and diluted (loss)/earnings per share attributable to the ordinary equity holders of the Company are based on the following data:

本公司普通權益持有人應佔的每股基本及攤薄(虧損)／盈利乃根據下列數據計算所得：

		Six months ended 30 June 截至6月30日止六個月	
		2020	2019
		HK$'000	*HK$'000*
		千港元	*千港元*
		(Unaudited)	(Unaudited)
		（未經審核）	（未經審核）
(Loss)/profit attributable to ordinary equity holders of the Company used in the basic and diluted (loss)/earnings per share calculation:	用以計算每股基本及攤薄(虧損)／盈利之本公司普通權益持有人應佔(虧損)／溢利：		
From continuing operations	來自持續經營業務	**(151,150)**	(6,966)
From discontinued operation	來自已終止經營業務	**—**	53,285
Total	總計	**(151,150)**	46,319

		Six months ended 30 June 截至6月30日止六個月	
		2020	2019
		in thousand	*in thousand*
		千股	*千股*
Number of shares:	股份數目：		
Weighted average number of ordinary shares in issue during the period used in the basic and diluted (loss)/earnings per share calculation	用以計算每股基本及攤薄(虧損)／盈利之期內已發行普通股加權平均數	**2,304,850**	2,304,850

9. (LOSS)/EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY *(Continued)*

For (loss)/profit for the period *(Continued)*

9. 本公司普通權益持有人應佔每股(虧損)／盈利*(續)*

期內(虧損)／溢利*(續)*

由於本公司尚未償付之可換股債券對所呈列每股基本虧損具有反攤薄影響，因此並無就截至2020年6月30日止六個月呈列之每股基本虧損作出攤薄調整。

截至2019年6月30日止六個月，由於本公司並無已發行潛在攤薄普通股，因此並無就截至2019年6月30日止六個月呈列之每股基本盈利作出攤薄調整。

來自持續經營業務

本公司普通權益持有人應佔來自持續經營業務的每股基本及攤薄虧損乃根據下列數據計算所得：

12. MOVEMENTS IN PROPERTY, PLANT AND EQUIPMENT

During the current interim period, the Group paid approximately HK$2,844,000 (six months ended 30 June 2019: HK$2,894,000) for the acquisition of property, plant and equipment. During the current interim period, the Group disposed of certain property, plant and equipment with carrying amounts of approximately HK$19,657,000 for the proceeds of approximately HK$19,634,000, resulting in a loss on disposal of approximately HK$23,000 (six months ended 30 June 2019: nil).

During the six months ended 30 June 2019, the Group also paid approximately HK$186,003,000 of construction costs for the optimisation of the production facilities of the Group.

The fair values of the Group's leasehold land and buildings as at 30 June 2020 and 31 December 2019 have been arrived at on the basis of the respective valuations as at those dates carried out by Vigers and A-Plus Surveyors Limited ("A-Plus"). The valuations were arrived at using the direct comparison method by reference to sales evidence as available on the market. The revaluation deficit on revaluation of the leasehold land and buildings amounting to approximately HK$21,108,000 (six months ended 30 June 2019: revaluation surplus of HK$2,535,000) was charged to the asset revaluation reserve.

12. 物業、廠房及設備之變動

於本中期期間，本集團為收購物業、廠房及設備支付約2,844,000港元(截至2019年6月30日止六個月：2,894,000港元)。於本中期期間，本集團以約19,634,000港元所得款項出售賬面值約19,657,000之若干物業、廠房及設備，出售產生虧損約23,000港元(截至2019年6月30日止六個月：無)。

截至2019年6月30日止六個月，本集團亦支付約186,003,000港元的建築成本，以優化本集團的生產設備。

於2020年6月30日及2019年12月31日本集團的租賃土地及樓宇之公允值乃基於威格斯及恒信測量師行有限公司(「恒信」)就該等日期所作出之相關價值評估所得。評估值乃使用直接比較法經參照市場可取得的銷售證據而釐定。租賃土地及樓宇重估虧絀金額約為21,108,000港元(截至2019年6月30日止六個月：重估盈餘2,535,000港元)已扣除資產重估儲備。

13. AMOUNTS DUE FROM AN ASSOCIATE/A JOINT VENTURE

The amount due from an associate as at 30 June 2020 was unsecured, non-trade in nature, bearing interest of 4% per annum and repayable within one year. As at 30 June 2020, the amount due from an associate was assessed individually and reversal of impairment allowance of approximately HK$1,767,000 (2019: impairment allowance of HK$882,000) was made for the current interim period as a result of the change in the credit risk of the associate of the Group.

As at 30 June 2020, amounts due from a joint venture consisted of (i) an amount of approximately HK$862,579,000 which was unsecured, non-trade in nature, bearing interest at 4.35% per annum and repayable on 31 December 2022; and (ii) an amount of approximately HK$55,153,000 which was unsecured, non-trade in nature, interest-free and repayable on demand. As at 30 June 2020, the amounts due from a joint venture were assessed individually and an impairment loss of approximately HK$15,496,000 (2019: nil) was made for the current interim period as a result of the change in the credit risk of the joint venture of the Group.

13. 應收一家聯營公司款／一家合營企業款

於2020年6月30日應收一家聯營公司款之金額均為無抵押、非交易性、以年利率4%計息及須於一年內償還。於2020年6月30日，就應收本集團一家聯營公司款已作單獨評估並於本中期期間為本集團一家聯營公司之信貸風險變動而作出減值撥備回撥約1,767,000港元(2019年：減值撥備882,000港元)。

於2020年6月30日，應收一家合營企業款之金額包括(i)一項約862,579,000港元之金額，其為無抵押、非交易性、以年利率4.35%計息及須於2022年12月31日償還；及(ii)一項約55,153,000港元之金額，其為無抵押、非交易性、不計息及按要求償還。於2020年6月30日，已就應收本集團一家合營企業款作單獨評估，並因本集團一家合營企業的信貸風險出現變動而於本中期期間作出減值虧損約15,496,000港元(2019年：無)。

14. TRADE RECEIVABLES

The Group allows a credit period of 30 to 60 days for its trade customers.

14. 應收賬款

本集團給予其貿易客戶30至60日信用期。

下列是按發票日為基準之應收賬款與相對之收入確認日期相約之應收賬款於各報告期末之賬齡分析：

15. 應收貸款及利息

於2020年6月30日，應收貸款為無抵押，並按4.75%至15%年利率計息。於2020年6月30日，本公司已就該等應收貸款虧損撥備作單獨評估，由於該等應收貸款的債務人

方）

期期間作出減值撥備回撥約2,475,000港元(2019年12月31日：減值撥備9,592,000港元)。

於2020年6月30日，應收貸款及利息合共約179,648,000港元(2019年12月31日：163,020,000港元)已獲泰州市新濱江開發有限責任公司

英文名稱的翻譯僅供識別

非控制股東)擔保。

16. IMPAIRMENT ASSESSMENT ON FINANCIAL ASSETS AND OTHER ITEMS SUBJECT TO EXPECTED CREDIT LOSS MODEL

16. 預期信貸虧損模式對金融資產及其他項目的減值評估

		Six months ended 30 June 截至6月30日止六個月	
		2020	2019
		HK$'000	*HK$'000*
		千港元	*千港元*
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Impairment loss provision/(reversal) recognised in respect of:	就以下項目已確認之減值虧損撥備／(回撥)：		
Loan receivables	應收貸款	**(2,475)**	9,592
Amounts due from an associate and a joint venture	應收一家聯營公司及一家合營企業款	**13,729**	882
		11,254	10,474

The basis of determining the inputs and assumptions and the

截至2020年6月30日止六個月，此等未經審核簡明綜合財務報表所採用之數據及假設以及估計方法的基準與編製本集團截至2019年12月31日止年度的經審核綜合財務報表所採用的基準相同。

於本中期期間，本集團計提減值虧損撥備約11,254,000港元(截至2019年6月30日止六個月：10,474,000港元)。

17. PLEDGE OF ASSETS

As at 30 June 2020, the Group pledged certain investment properties and leasehold land and buildings with an aggregate carrying value at the end of the reporting period of approximately HK$2,349,822,000 (31 December 2019: HK$2,408,486,000) and approximately HK$218,800,000 (31 December 2019: HK$241,800,000) respectively to secure general banking facilities granted to the Group, other loans and other payables to an independent third party.

As at 30 June 2020, bank deposits of approximately HK$21,906,000 (31 December 2019: HK$22,321,000) were pledged to banks to secure banking facilities granted to a joint venture of the Group.

17. 資產抵押

於2020年6月30日，本集團已將其於本報告期末累計賬面總額分別為約2,349,822,000港元(2019年12月31日：2,408,486,000港元)及約218,800,000港元(2019年12月31日：241,800,000港元)之若干投資物業及租賃土地及樓宇抵押作為本集團獲授予一般性銀行融資、其他貸款及一名獨立第三方的其他應付款的條件。

於2020年6月30日，本集團將其銀行存款約21,906,000港元(2019年12月31日：22,321,000港元)用以抵押本集團一家合營企業的銀行融資。

18. SHARE CAPITAL

18. 股本

		Number of shares 股份數目 *In thousand* *千股*	Nominal value 票面值 *HK$'000* *千港元*
Issued and fully paid	*已發行及已繳足股本*		
At 1 January 2019, 31 December 2019, 1 January 2020 and 30 June 2020	於2019年1月1日、2019年12月31日、2020年1月1日及2020年6月30日	2,304,850	3,626,781

19. BORROWINGS *(Continued)* 19. 借貸*(續)*

		As at 30 June 2020 (Unaudited) 於2020年6月30日 (未經審核) HK$'000 千港元	As at 31 December 2019 (Audited) 於2019年12月31日 (經審核) HK$'000 千港元
Analysed into:	分析為：		
Bank loans repayable	應償還銀行貸款		
Within one year or on demand	一年內或按要求	**82,859**	163,482
In the second year	第二年	**43,812**	39,063
In the third to fifth years, inclusive	第三至第五年(包括首尾兩年)	**153,340**	145,089
Over five years	五年後	**328,587**	368,303
		608,598	715,937
Other loans repayable	應償還其他貸款		
Within one year	一年內	**81,397**	98,459
In the second year	第二年	**337,136**	120,536
		418,533	218,995
		1,027,131	934,932

Included in the borrowings of the Group as at 30 June 2020 are revolving loans with an aggregate principal amounting to approximately HK$50,000,000 (31 December 2019: HK$130,000,000), of which the respective loan agreements contain a repayment on-demand clause giving the bank the unconditional right to call in the loans at any time and therefore, for the purpose of the above maturity profile, the total amount is classified as "on demand".

於2020年6月30日，本集團借貸包括本金總額約為50,000,000港元(2019年12月31日：130,000,000港元)的循環貸款，其相關貸款協議載有按要求償還條文，賦予銀行無條件權利可隨時催繳貸款，因此，就上述到期情況而言，全數金額已分類為「按要求」。

20. DEFERRED TAX LIABILITIES

The followings are the major deferred tax assets and liabilities recognised and movements thereon during the current interim period:

20. 遞延稅項負債

以下為於本中期期間已確認的主要遞延稅項資產與負債及其變動：

		Accelerated tax depreciation 加速稅務折舊 *HK$'000* *千港元*	Revaluation of properties 物業重估 *HK$'000* *千港元*	Tax losses 稅務虧損 *HK$'000* *千港元*	Total 總額 *HK$'000* *千港元*
At 31 December 2019 (audited)	於2019年12月31日(經審核)	(55)	(253,749)	1,808	(251,996)
Credited to profit or loss for the period					

21. 承擔

本集團於報告期末有以下資本承擔：

22. RELATED PARTY TRANSACTIONS

In addition to the transactions detailed elsewhere in these unaudited condensed consolidated financial statements, the Group had the following transactions with related parties during the reporting periods:

22. 關聯方交易

除此等未經審核簡明綜合財務報表其他部分所述之交易外，本集團於報告期內與關聯方進行下述交易：

		Six months ended 30 June 截至6月30日止六個月	
		2020	2019
		HK$'000	*HK$'000*
		千港元	*千港元*
		(Unaudited)	(Unaudited)
		（未經審核）	（未經審核）
From discontinued operation:	來自已終止經營業務：		
Sub-contracting income from an associate	來自一家聯營公司的加工費收入	**—**	282,725
Sales of raw materials to an associate	銷售原材料予一家聯營公司	**—**	5,656
Interest expense to a subsidiary of a substantial shareholder	主要股東之一家附屬公司的利息支出	**—**	21,081
From continuing operations:	來自持續經營業務：		
Interest income from an associate	一家聯營公司的利息收入	**10,995**	11,479
Interest expense to non-controlling shareholders of subsidiaries	附屬公司之非控制股東的利息支出	**901**	941
Interest income from a joint venture	一家合營企業之利息收入	**49,918**	—
Interest expense to a substantial shareholder	一名主要股東之利息支出	**27,420**	—
Rental payment to a substantial shareholder	支付一名主要股東之租金	**1,299**	—

The above transactions were conducted in accordance with the terms of the related underlying agreements. In the opinion of the directors of the Company, the above related party transactions were conducted in the ordinary course of business of the Group.

上述交易乃根據有關相關協議之條款進行。本公司董事認為，上述關聯方交易乃於本集團日常業務過程中進行。

23. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS

As at 30 June 2020, the carrying amounts of the Group's financial instruments reasonably approximated to their fair values.

Management has assessed that the fair values of trade receivables, financial assets included in deposits, prepayments and other receivables, amounts due from a joint venture and an associate, loan receivables, pledged bank deposits, bank balances and cash, financial liabilities included in accrued charges, rental deposits and other payables and the current portion of borrowings approximated to their carrying amounts as at 30 June 2020 largely due to the short term maturities of these instruments.

The Group's finance department headed by the directors of the Company is responsible for determining the policies and procedures for the fair value measurement of financial instruments. The finance department reports directly to the directors and the audit committee of the Company. At each reporting date, the finance department of the Group analyses the movements in the values of the financial instruments and determines the major inputs applied in the valuation. The valuation is reviewed and approved by the directors of the Company. The valuation process and results are discussed with the audit committee of the Company twice a year for interim and annual financial reporting.

The fair values of the financial assets and liabilities are included at the amount at which the instruments could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

23. 金融工具之公允值及公允值等級

於2020年6月30日，本集團金融工具之賬面值合理地與其公允值相若。

管理層已評估應收賬款、計入按金、預付款及其他應收款之金融資產、應收一家合營企業及一家聯營公司款、應收貸款、抵押銀行存款、銀行結餘及現金、計入應計費用、租務按金及其他應付款之金融負債以及借貸的即期部分之公允值與其於2020年6月30日的賬面值相若，主要由於該等工具之到期日短。

以本公司董事為首的本集團財務部門負責釐定金融工具公允值計量之政策及程序。財務部門直接向本公司董事及審核委員會報告。於各報告日期，本集團財務部門會分析金融工具之價值變動並釐定估值所用之主要輸入數據。估值由本公司董事審核及批准。估值過程及結果由本公司審核委員會每年討論兩次，以便呈列中期及年度財務報告。

金融資產及負債之公允值按金融工具由自願各方在現有交易中可交換之金額入賬，強制或清算銷售除外。

23. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS *(Continued)*

The following methods and assumptions were used to estimate the fair values:

The fair values of loan receivables and borrowings have been calculated by discounting the expected future cash flows using rates currently available for instruments with similar terms, credit risk and remaining maturities. The fair value of the liability component of the convertible bonds is estimated by discounting the expected future cash flows using an equivalent market interest rate for a similar convertible bond with consideration given to the Group's own non-performance risk. The changes in fair value as a result of the Group's own non-performance risk for borrowings as at 30 June 2020 and 31 December 2019 were assessed to be insignificant.

The fair values of the listed equity investments are based on their quoted market prices. The fair values of certain club debentures have been valued based on historical transaction price from the relevant institutions, which are classified as Level 2. The fair values of unlisted securities and unlisted funds are based on adjusted net assets approach by adjusting the book value of assets and liabilities of the investees to their fair value, or estimated by using a discounted cash flow valuation model based on the contractual disposal price of an unlisted security.

The fair value of the non-performing asset portfolio is estimated by discounting the expected future cash flows using rates for instruments with similar terms, credit risk and the aggregate of the values of the underlying collateral securing the respective outstanding receivables owned by the creditors. The Group's own non-performance risk for the non-performing asset portfolio as at 30 June 2020 and 31 December 2019 was assessed to be insignificant.

23. 金融工具之公允值及公允值等級*(續)*

估計公允值時所用之方法及假設載述如下：

應收貸款及借貸的公允值乃透過使用當前可供金融工具使用之利率按類似條款、信貸風險及餘下到期日，貼現預期未來現金流量而計算。考慮到本集團之不履約風險，可換股債券負債部分之公允值按類似可換股債券之同等市場利率貼現預期未來現金流量進行估計。於2020年6月30日及2019年12月31日，因本集團本身借貸之不履約風險而引致之公允值變動經評估為並不重大。

上市股本投資之公允值乃基於市場報價釐定。若干會所債券之公允值乃按相關工具過往之交易價為基準估值，故列為第2級。非上市證券及非上市基金之公允值乃透過將被投資公司之資產及負債賬面值調整至其公允值，根據經調整淨資產法釐定，或根據一項非上市證券之合約出售金額使用折現現金流量模式估計。

不良資產組合之公允值乃使用具類似條款及信貸風險的工具之貼現率，及就債權人所擁有之各未償還應收款作出抵押之相關抵押品之總價值貼現之預期未來現金流量進行估計。於2020年6月30日及2019年12月31日，本集團就不良資產組合承受之不履約風險經評估為並不重大。

23. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS *(Continued)*

23. 金融工具之公允值及公允值等級*(續)*

The directors of the Company believe that the estimated fair values resulting from the valuation technique, which were recorded in the unaudited condensed consolidated statement of financial position as at 30 June 2020 of the Group, and the related changes in fair values, which were recorded in the unaudited condensed consolidated statement of profit or loss for the six months ended 30 June 2020 of the Group, were reasonable, and that they were the most appropriate values at the end of the reporting period.

本公司董事認為，由估值技術所得出之估計公允值(計入本集團於2020年6月30日之未經審核簡明綜合財務狀況表)及公允值相關變動(計入本集團截至2020年6月30日止六個月之未經審核簡明綜合損益表)屬合理，且為報告期末最合適之估值。

Set out below is a summary of the significant unobservable inputs used in the valuations of the unlisted equity securities, unlisted funds and non-performing asset portfolio:

以下為非上市股本證券、非上市基金及不良資產組合估值所用的重大不可觀察輸入數據概要：

	Valuation techniques 估值方法	Significant unobservable inputs 重大不可觀察輸入數據	30 June 2020 2020年6月30日 (Unaudited) (未經審核)	31 December 2019 2019年12月31日 (Audited) (經審核)
Unlisted equity securities and unlisted funds 非上市股本證券及非上市基金	Adjusted net asset approach 經調整淨資產法	Book value of assets and liabilities of the investees adjusted to their fair value (HK$ million) 被投資公司之資產及負債的賬面值調整至其公允值(百萬港元)	**546**	642
	Discounted cash flow approach 折現現金流量法	Present value of contracted disposal price of an unlisted security (HK$ million) 一項非上市證券之合約出售金額之現值(百萬港元)	**nil** 無	25
Non-performing asset portfolio 不良資產組合	Discounted cash flow approach 折現現金流量法	Aggregate of the valuation of the individual underlying collaterals securing the respective outstanding receivables owned by the creditors (HK$ million) 對債權人所擁有的相應未償還應收款作抵押的個別相關抵押品的估值總額(百萬港元)	**139**	178

23. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS *(Continued)*

23. 金融工具之公允值及公允值等級*(續)*

The following table illustrates the fair value measurement hierarchy of the Group's financial instruments:

下表展示本集團金融工具之公允值計量等級：

Fair value hierarchy

公允值等級

		Fair value measurement using 使用下列各項之公允值計量			
		Quoted prices in active markets 於活躍市場之報價 (Level 1) (第1級)	Significant observable inputs 重大可觀察輸入數據 (Level 2) (第2級)	Significant unobservable inputs 重大不可觀察輸入數據 (Level 3) (第3級)	Total 總計
HK$'000	*千港元*				
Assets measured at fair value as at 30 June 2020:	*於2020年6月30日按公允值計量之資產：*				
Financial assets at fair value through profit or loss	按公允值計量且其變動計入損益之金融資產	3,461	2,780	685,832	692,073
Assets measured at fair value as at 31 December 2019:	*於2019年12月31日按公允值計量之資產：*				
Financial assets at fair value through profit or loss	按公允值計量且其變動計入損益之金融資產	4,198	2,780	803,309	810,287
Liabilities measured at fair value as at 30 June 2020:	*於2020年6月30日按公允值計量之負債：*				
Derivative financial instruments	衍生金融工具	—	—	1,508	1,508
Liabilities measured at fair value as at 31 December 2019:	*於2019年12月31日按公允值計量之負債：*				
Derivative financial instruments	衍生金融工具	—	—	2,147	2,147

During the six months ended 30 June 2020, there were no transfers of fair value measurements between Level 1 and Level 2 (year ended 31 December 2019: nil) and no transfers into or out of Level 3 for both financial assets and financial liabilities (year ended 31 December 2019: nil).

截至2020年6月30日止六個月，金融資產及金融負債概無於第1級與第2級之間轉撥任何公允值計量(截至2019年12月31日止年度：無)，亦無轉入或轉出第3級(截至2019年12月31日止年度：無)。

23. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS *(Continued)*

The movements in fair value measurements in Level 3 during the six months ended 30 June 2020 and the year ended 31 December 2019 are as follows:

23. 金融工具之公允值及公允值等級*(續)*

截至2020年6月30日止六個月及截至2019年12月31日止年度，第3級內之公允值計量變動如下：

	F a c a	F a c a

