



IMPERIAL PACIFIC

INTERNATIONAL HOLDINGS

博華太平洋國際控股有限公司

Incorporated in Bermuda with limited liability

於百慕達註冊成立之有限公司

Stock Code 股份代號: 1076



2020

INTERIM REPORT

中期報告

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Corporate Information

公司資料

BOARD OF DIRECTORS

Executive Directors

Ms. Cui Li Jie (*Chairperson*)

Ms. Xia Yuki Yu (resigned on 15 June 2020)

Mr. Teng Sio I (resigned on 6 April 2020)

Ms. Cui Limei (appointed on 15 June 2020 and retired on 29 June 2020)

Non-executive Director

Mr. Ma Wentao

Independent Non-executive Directors

Mr. Robert James Woolsey

Mr. Ng Hoi Yue

Mr. Tso Hon Sai Bosco

Mr. Lee Kwok Leung

EXECUTIVE COMMITTEE

Ms. Cui Li Jie (*Chairperson*)

AUDIT COMMITTEE

Mr. Ng Hoi Yue (*Chairman*)

Mr. Tso Hon Sai Bosco

Mr. Lee Kwok Leung

NOMINATION COMMITTEE

Mr. Ng Hoi Yue (*Chairman*)

Mr. Tso Hon Sai Bosco

Mr. Lee Kwok Leung

REMUNERATION COMMITTEE

Mr. Ng Hoi Yue (*Chairman*)

Mr. Tso Hon Sai Bosco

Mr. Lee Kwok Leung

COMPANY SECRETARY

Ms. Lee Yuen Ting

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Conyers Corporate Services (Bermuda) Limited

Clarendon House

2 Church Street

Hamilton HM11

Bermuda

董事會

執行董事

崔麗杰女士(主席)

Xia Yuki Yu 女士(於二零二零年六月十五日辭任)

丁少儀先生(於二零二零年四月六日辭任)

崔麗梅女士(於二零二零年六月十五日獲委任及於二零二零年六月二十九日退任)

非執行董事

馬文濤先生

獨立非執行董事

Robert James Woolsey 先生

伍海于先生

曹漢璽先生

李國樑先生

執行委員會

崔麗杰女士(主席)

審核委員會

伍海于先生(主席)

曹漢璽先生

李國樑先生

提名委員會

伍海于先生(主席)

曹漢璽先生

李國樑先生

薪酬委員會

伍海于先生(主席)

曹漢璽先生

李國樑先生

公司秘書

李琬婷女士

主要股份過戶登記處

Conyers Corporate Services (Bermuda) Limited

Clarendon House

2 Church Street

Hamilton HM11

Bermuda

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Hong Kong Registrars Limited
Shops 1712–1716
17/F, Hopewell Centre
183 Queen's Road East
Wanchai
Hong Kong

REGISTERED OFFICE

Clarendon House
2 Church Street
Hamilton HM11
Bermuda

PRINCIPAL PLACE OF BUSINESS

Units 05–06, 16th Floor,
Global Trade Square, No.21
Wong Chuk Hang Road,
Hong Kong

INDEPENDENT AUDITOR

Ernst & Young (retired on 29 June 2020)

INDEPENDENT PRACTITIONER

HLB Hodgson Impey Cheng Limited

PRINCIPAL BANKERS

DBS Bank (Hong Kong) Limited
Bank of Saipan

WEBSITE

<http://www.equitynet.com.hk/1076>

STOCK CODE

01076

香港股份過戶登記分處

香港證券登記有限公司
香港
灣仔
皇后大道東 183 號
合和中心 17 樓
1712 至 1716 號舖

註冊辦事處

Clarendon House
2 Church Street
Hamilton HM11
Bermuda

主要營業地點

香港
黃竹坑道 21 號
環匯廣場
16 樓 05 至 06 室

獨立核數師

安永會計師事務所
(於二零二零年六月二十九日退任)

獨立執業會計師

國衛會計師事務所有限公司

主要往來銀行

星展銀行(香港)有限公司
Bank of Saipan

網站

<http://www.equitynet.com.hk/1076>

股份代號

01076

Management Discussion and Analysis

管理層討論與分析

BUSINESS REVIEW

Imperial Pacific International Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) is an investment holding company, and the Group is principally engaged in the gaming and resort business including the development and operation of integrated resorts on the Island of Saipan.

Integrated Resort Business

In August 2014, Imperial Pacific International (CNMI), LLC, an indirect wholly-owned subsidiary of the Company, and the Commonwealth of the Northern Mariana Islands (“**CNMI**”) entered into a casino license agreement (as amended) in respect of the exclusive casino resort developer license for the Island of Saipan pursuant to which the Casino Resort Developer License was granted subject to the terms and conditions as stipulated therein.

Imperial Palace • Saipan

On 6 July 2017, the casino portion of Imperial Palace • Saipan commenced operation (with maximum capacity of up to 193 tables and 365 slot machines upon completion of Imperial Palace • Saipan).

During the six months ended 30 June 2020, unaudited VIP table games rolling of United States Dollars (“**US\$**”) 109 million (equivalent to approximately HK\$846 million) (six months ended 30 June 2019: HK\$8,336 million) was generated from the operations of Imperial Palace • Saipan. The VIP table games rolling showed a decline compared to the first half of last year due to the outbreak of coronavirus disease 2019 (“**COVID-19**”) pandemic which has severely reduced the number of visitor arrivals to Saipan since March 2020.

Since the outbreak of COVID-19 in around January 2020, a number of travel restrictions remain in place all over the world, which are significantly affecting the number of visitors to Saipan. To cope with the measures imposed by local government, the casino in Imperial Palace • Saipan has suspended operations since 17 March 2020 to help curb the spread of the COVID-19.

Major global construction companies, consulting firms, design and engineering firms as well as local sub-contractors have been engaged. As at 30 June 2020, approximately US\$904 million (equivalent to approximately HK\$7,009 million) (31 December 2019: US\$879 million (equivalent to approximately HK\$6,890 million) has been invested in design, consulting, engineering, construction material and labour.

業務回顧

博華太平洋國際控股有限公司(「**本公司**」，連同其附屬公司，統稱「**本集團**」)為投資控股公司，而本集團則主要從事博彩及度假村業務，包括發展及經營塞班島綜合度假村。

綜合度假村業務

於二零一四年八月，本公司之間接全資附屬公司 Imperial Pacific International (CNMI), LLC 與北馬里亞納群島聯邦(「**北馬里亞納**」)就獨家塞班島娛樂場度假村開發商牌照訂立娛樂場牌照協議(經修訂)，據此，獲授娛樂場度假村開發商牌照，惟須受當中所載條款及條件約束。

博華皇宮 • 塞班

於二零一七年七月六日，博華皇宮 • 塞班轄下娛樂場開始投入運作。待博華皇宮 • 塞班落成後，最高容量可達 193 張賭枱及 365 部角子機。

截至二零二零年六月三十日止六個月，博華皇宮 • 塞班業務營運所產生之未經審核貴賓賭枱轉碼數為 1 億 900 萬美元(「**美元**」)(相當於約 8 億 4,600 萬港元)(截至二零一九年六月三十日止六個月：83 億 3,600 萬港元)。貴賓賭枱轉碼數較去年上半年有所下跌，乃由於爆發 2019 冠狀病毒病(「**COVID-19**」)疫情，前往塞班的遊客數量自二零二零年三月以來嚴重減少所致。

自二零二零年一月前後 COVID-19 爆發以來，世界各地仍然實施多項旅遊限制，嚴重影響塞班島旅客人次。為配合地方政府所採取之措施，博華皇宮 • 塞班轄下娛樂場自二零二零年三月十七日起暫停營運，以遏制 COVID-19 傳播。

本集團已委聘全球主要建築公司、顧問公司、設計及工程公司以及當地分包商。於二零二零年六月三十日，本集團已投放約 9 億 400 萬美元(相當於約 70 億 900 萬港元)(二零一九年十二月三十一日：8 億 7,900 萬美元，相當於約 68 億 9,000 萬港元)於設計、顧問、工程、建材及勞工方面。

BUSINESS REVIEW (Continued)

Imperial Casha Hotel

On 10 July 2019, the Group acquired 50% equity interest in American Sinopan LLC, which (among others) owns the land for the Imperial Casha Hotel. Due to the COVID-19 pandemic, construction work for Imperial Casha Hotel has been temporarily suspended.

BUSINESS OUTLOOK

Integrated Resort Development

Imperial Palace • Saipan, perched on the water front of downtown Garapan, will boast 10 restaurants of Michelin grade standard, in addition to the 193 gaming tables and 365 slot machines, and 329 hotel rooms and 15 villas upon completion of construction. As of 30 June 2020, the villa resort has been partially ready for operation and we have been test-running 6 of the villas. We expect the successional opening of villas and hotel rooms of Imperial Palace • Saipan during 2021 will enhance our capacity to better accommodate our high-end patrons to a great extent.

At the same time, Imperial Casha Hotel is also targeted to be one of the largest hotels in Saipan. The project is expected to provide over 1,000 rooms upon completion.

According to the Mariana's Visitors Authority, monthly visitations had been declining for the first three months of year 2020. Furthermore, from 27 March 2020, the Commonwealth Ports Authority has limited aircraft landing/flight operations at the Saipan International Airport due to the COVID-19 pandemic situation.

Hotel room rates remained high. According to the Hotel Association of the Northern Mariana Islands, for the first four months of year 2020, average hotel rates kept high at US\$161.26 per night (2019: US\$148.20 per night) with average hotel occupancy rates of 40.87% (2019: 80.43%), representing a drastic decrease in occupancy rate due to COVID-19. While it is premature to forecast when COVID-19 can be contained, a prolonged coronavirus crisis may have a material effect on our 2020 financial results and our integrated resorts developments in Saipan, at least for the year 2020.

業務回顧 (續)

博華 • 凱獅酒店

於二零一九年七月十日，本集團收購美國申班有限公司的50%股權，後者擁有(其中包括)博華 • 凱獅酒店的土地。由於COVID-19疫情，博華 • 凱獅酒店的施工已暫停。

業務展望

綜合度假村發展

博華皇宮 • 塞班位於加拉班市中心之海濱。待落成後，除193張賭枱、365部角子機、329間酒店客房及15幢別墅外，博華塞班度假村酒店將設有10間米芝蓮星級餐廳。截至二零二零年六月三十日，度假別墅已局部就緒可投入營運，而6幢別墅正進行試運。預計博華皇宮 • 塞班之別墅及酒店客房於二零二一年相繼開業後將可提升我們的接待能力，令入住的高端住客更加稱心滿意。

與此同時，博華 • 凱獅酒店亦旨在成為塞班島最大的酒店之一。預期該項目完工後可提供超過1,000間客房。

據馬里亞納訪客局(Mariana's Visitors Authority)指出，二零二零年首三個月每月旅客人數持續下跌。此外，由於COVID-19疫情形勢，自二零二零年三月二十七日起，聯邦港口管理局(Commonwealth Ports Authority)在塞班島國際機場進行有限的飛機降落/飛行操作。

酒店房租維持高位。根據北馬里亞納群島酒店協會之數據，於二零二零年首四個月，平均酒店房租維持每晚161.26美元(二零一九年：每晚148.20美元)的高水平，而平均酒店入住率則為40.87%(二零一九年：80.43%)，入住率因COVID-19疫情急劇下跌。儘管目前預測COVID-19何時能得到控制尚為時過早，但持久的冠狀病毒危機或會對我們二零二零年的財務業績及至少二零二零年塞班島的綜合度假村發展產生重大影響。

Management Discussion and Analysis

管理層討論與分析

BUSINESS OUTLOOK (Continued)

Integrated Resort Development (Continued)

Despite the current adverse circumstances, the CNMI continues to have one of the lowest numbers of COVID-19 cases in both the US and in the world. We believe visitation to the Island of Saipan still has great potential in the long run benefiting from the island's favorable weather, stunning attractions, proximity location and flexible visa policies, with more hotels to be built and opened.

Debt/Equity Fund Raising and Refinancing

The Board does not rule out the possibility that the Company may carry out debt and/or equity fund raising plan(s) to further strengthen the financial position of the Group in the event that suitable fund raising opportunities arise in support of the development of the Group. As at the date of this report, the Company has not yet identified any concrete fund raising opportunities.

FINANCIAL REVIEW

Casino Gaming Operations

For the six months ended 30 June 2020, the Group achieved revenue of approximately HK\$27 million which is principally contributed by the casino gaming operations. Loss attributable to owners of the Company for the six months ended 30 June 2020 amounted to approximately HK\$798 million, as compared with the loss attributable to owners of approximately HK\$1,880 million in the corresponding period of last year. Basic and diluted loss per share were HK0.56 cents and HK0.56 cents respectively, as compared with basic and diluted loss per share of HK1.31 cent and HK1.31 cent respectively in the corresponding period of last year.

VIP Gaming Operations

A significant portion of our VIP casino customers is sourced through the Group's own marketing channels. Such high-spending VIP customers generally receive commission and allowances based on a percentage of the rolling chip turnover. The allowances can be utilised for expenses incurred on hotel rooms, food and beverages and other discretionary customer-related expenses. The Group's VIP players are also brought to us via intensive marketing campaigns.

業務展望(續)

綜合度假村發展(續)

儘管當前環境不利，但鑒於北馬里亞納的COVID-19病例人數持續居於美國及全球最低水平。受益於塞班島氣候怡人、景色秀麗、地點便捷及簽證政策靈活，加上將會興建及開闢更多酒店，我們相信長遠而言到訪塞班島的旅客人數仍具有龐大潛力。

債務／股本集資及再融資

倘出現合適集資機會，董事會不排除本公司可能會進行債務及／或股本集資計劃以進一步加強本集團的財務狀況，從而支持本集團之發展。於本報告日期，本公司尚未物色到任何實質集資機會。

財務回顧

娛樂場博彩業務

截至二零二零年六月三十日止六個月，本集團錄得收益約2,700萬港元，主要來自娛樂場博彩業務。截至二零二零年六月三十日止六個月，本公司持有人應佔虧損約為7億9,800萬港元，而去年同期之持有人應佔虧損則約為18億8,000萬港元。每股基本及攤薄虧損分別為0.56港仙及0.56港仙，而去年同期之每股基本及攤薄虧損則分別為1.31港仙及1.31港仙。

貴賓博彩業務

娛樂場大部分貴賓客源來自本集團自設市場營銷渠道。該等高消費貴賓客戶一般按轉碼營業額之百分比獲取佣金及津貼。津貼可用於支付酒店房間、餐飲及其他客戶相關酌情開支所產生之費用。密集式市場推廣活動亦為本集團帶來貴賓客戶。

FINANCIAL REVIEW (Continued)

VIP Gaming Operations (Continued)

VIP gaming operations also include premium mass gaming operations that do not receive commissions from the Group.

In addition, a minor operation of the Group's VIP customers has been sourced via a licensed junket operator since August 2016. The establishment of a licensed junket incentive allowed the Group to bring in new players which mitigated the Group's credit concerns.

VIP rolling chip volume reached approximately HK\$846 million (six months ended 30 June 2019: HK\$8,336 million) for the first six months of 2020. Our VIP customers primarily consist of credit players. Geographically, most of our direct VIP patrons come from China, Hong Kong, Macau and Korea.

Impairment

The gross trade receivables decreased to approximately HK\$9,051 million (31 December 2019: HK\$9,086 million) from VIP gaming operations for the period ended 30 June 2020. While the scale of VIP gaming operations had a significant impact to the Group, the Group regularly reviews the recoverability of trade receivables to ensure that adequate impairments are made for irrecoverable amounts.

Impairment of the Group's trade receivables was estimated based on expected credit losses which has taken into consideration the collectability of individual customers, debts' ageing profile, security provided in the form of front money and guarantee deposits as well as experience with collection trends in the casino industry and forward looking factors including economic outlook and business conditions and provision for impairment was made on certain customers' trade receivables as follows:

財務回顧(續)

貴賓博彩業務(續)

貴賓博彩業務亦包括高端中場博彩業務，本集團不會就該業務支付佣金。

此外，自二零一六年八月起，本集團小部分貴賓客源來自持牌中介人營運商。設立持牌中介人獎勵令本集團得以吸引新客戶，減低本集團之信貸問題。

二零二零年首六個月之貴賓轉碼金額達約8億4,600萬港元(截至二零一九年六月三十日止六個月：83億3,600萬港元)。我們的貴賓客戶主要為信貸客戶。從地理位置而言，我們大部分直接貴賓客戶主要來自中國、香港、澳門及韓國。

減值

截至二零二零年六月三十日止期間，來自貴賓博彩業務之應收貿易賬款總額減至約90億5,100萬港元(二零一九年十二月三十一日：90億8,600萬港元)。由於貴賓博彩業務的規模對本集團構成重大影響，本集團定期檢討應收貿易賬款的可收回性以確保就不可收回款項作出足夠減值。

本集團應收貿易賬款減值乃根據預期信貸虧損估計作出，並考慮到個別客戶款項之可收回能力、債務之賬齡、以預付款及保證金形式提供之擔保、對娛樂場行業收款趨勢之經驗、經濟前景及業務狀況等前瞻性因素以及就若干客戶應收貿易賬款所作出減值撥備如下：

Management Discussion and Analysis

管理層討論與分析

FINANCIAL REVIEW (Continued)

Impairment (Continued)

- (i) as at 30 June 2020, the provision for impairment of trade receivables due from the Group's largest and the ten largest customers amounted to approximately HK\$1,081 million and approximately HK\$3,061 million (31 December 2019: HK\$1,086 million and HK\$2,738 million) respectively. The aforementioned provisions were made based on the expected credit losses, which includes a review of individual customer's facts and circumstances (such as financial position and ongoing dialogue on settlement arrangements, etc.), aging of the outstanding amounts, securities provided and past repayment records.
- (ii) as at 30 June 2020, the provision for impairment of trade receivables due from the remaining customers of the Group amounted to approximately HK\$4,087 million (31 December 2019: HK\$4,223 million) arising from regular review of the overdue balances by the management.

The Board has also prudently benchmarked against its industry peers on provision of bad debt on trade receivables and considered that the impairment of trade receivables as estimated by the Company in the condensed consolidated statement of profit or loss and other comprehensive income for the period ended 30 June 2020 to be comparable and in line with global industry standard.

財務回顧(續)

減值(續)

- (i) 於二零二零年六月三十日，來自本集團最大及十大客戶之應收貿易賬款減值撥備分別為約10億8,100萬港元及約30億6,100萬港元(二零一九年十二月三十一日：10億8,600萬港元及27億3,800萬港元)。上述撥備乃根據預期信貸虧損，包括對個別客戶的實際情況及狀況(例如財務狀況及在還款安排上之持續溝通等)、未償還款項之賬齡、所提供抵押及過往還款記錄的審閱而作出。
- (ii) 於二零二零年六月三十日，本集團其餘客戶的應收貿易賬款減值撥備為約40億8,700萬港元(二零一九年十二月三十一日：42億2,300萬港元)乃產生自管理層對逾期結餘的定期審閱。

董事會亦審慎以同行對應收貿易賬款壞賬作出之撥備為基準，認為本公司於截至二零二零年六月三十日止期間之簡明綜合損益及其他全面收益表內估計之應收貿易賬款減值可資比較，並符合全球行業標準。

FINANCIAL REVIEW (Continued)

Impairment (Continued)

The Board also wishes to elaborate below measures taken by the Group to recover the trade receivables:

- (i) credit terms extended by the Group are generally 30 days for gaming operations. The Group's credit and collection department, along with representatives of the VIP marketing department, regularly meet on a monthly basis to identify customers whose debts are due and the VIP marketing department will make contact with customers for recovery of the outstanding debts; and
- (ii) once the receivables are overdue for repayment and if the customers still have not repaid the outstanding debts within six months of the programme end date, the Group's credit and collection department will then issue demand letters to the customers, along with its guarantors (if applicable), for demand of immediate payments. If no responses were received thereafter, the Group's management may consider bringing legal actions against the customers in order to collect the outstanding debts.

Mass Gaming Operations

For the six months ended 30 June 2020, revenue from mass gaming operations amounted to approximately HK\$33 million (six months ended 30 June 2019: HK\$98 million) and mass gaming drop reached approximately HK\$110 million (six months ended 30 June 2019: HK\$324 million). Customers from the mass gaming operations do not receive commissions from the Group.

Going forward, we will continue to review our mass gaming areas to maximise table utilisation, to expand or refurbish our gaming areas, to innovate our gaming products and to invest in technologies and analytical capability to enhance table productivity and customer retention.

財務回顧(續)

減值(續)

董事會亦謹此說明本集團就收回應收貿易賬款而採取之以下措施：

- (i) 本集團一般就博彩業務給予30日信貸期。本集團之信貸及收款部門連同貴賓營銷部門之代表會每個月定期識別債務到期之客戶，而貴賓營銷部門將會聯絡客戶以收回未償還債務；及
- (ii) 應收款項一旦出現逾期還款及倘客戶於計劃結束日期六個月內仍未償還債務，本集團之信貸及收款部門將向客戶及其擔保人(如適用)發出要求還款通知書，要求即時還款。倘其後並無接獲任何回覆，則本集團管理層可能考慮向客戶採取法律行動以收回未償還債務。

中場博彩業務

截至二零二零年六月三十日止六個月，中場博彩業務之收益約為3,300萬港元(截至二零一九年六月三十日止六個月：9,800萬港元)，而中場博彩投注額則約為1億1,000萬港元(截至二零一九年六月三十日止六個月：3億2,400萬港元)。中場博彩業務之客戶並無收取本集團佣金。

展望未來，我們將會繼續評審中場博彩區以盡力提升賭枱使用率、擴大或翻新博彩區、革新我們的博彩產品以及投資於技術及分析能力以提升賭枱贏率及留住客戶。

Management Discussion and Analysis

管理層討論與分析

FINANCIAL REVIEW (Continued)

Slot Machines and ETG Gaming Operations

Revenue from the slot machines and ETG amounted to approximately HK\$13 million (six months ended 30 June 2019: HK\$30 million) and hold percentage reached 7.30% (2019: 6.76%) for the six months ended 30 June 2020.

Going forward, we will continue to re-examine the mix of our slot machines and ETG games in operation to maximise our casino profitability. We will also aim to develop technologies to enhance our analytical capability to help us deliver much more personal and precision marketing efforts.

Cost of Sales

Cost of sales for the six months ended 30 June 2020 was approximately HK\$80 million (six months ended 30 June 2019: HK\$120 million) which comprise principally the direct casino costs such as half year casino license fee of US\$7.5 million (equivalent to approximately HK\$60.2 million) (six months ended 30 June 2019: HK\$58.8 million) and Saipan's business gross revenue tax of US\$0.2 million (equivalent to approximately HK\$1.2 million) (six months ended 30 June 2019: HK\$19.6 million).

Other income, gains and losses

Other gains and losses for the six months ended 30 June 2020 mainly represents gain on disposal of subsidiaries of approximately HK\$15 million (six months ended 30 June 2019: HK\$Nil).

Other gain and losses for the six months ended 30 June 2019 mainly represents compensation received from insurance claims of approximately HK\$8 million (six months ended 30 June 2020: HK\$Nil).

Operating expenses

Operating expenses, excluding impairment of trade receivables, decreased to approximately HK\$439 million. The decrease is mainly attributable to a decrease in staff costs of approximately HK\$127 million, partially offset by an increase in depreciation and amortisation of approximately HK\$8 million and an increase in foreign exchange loss of approximately HK\$35 million during the six months ended 30 June 2020.

財務回顧(續)

角子機及電子桌面博彩業務

截至二零二零年六月三十日止六個月，角子機及電子桌面博彩之收益約為1,300萬港元(截至二零一九年六月三十日止六個月：3,000萬港元)，而贏率則為7.30%(二零一九年：6.76%)。

展望未來，我們將會繼續重新檢討我們旗下角子機及電子桌面博彩之博彩組合以盡力提升娛樂場之盈利能力。我們亦致力於開發技術，以提高我們的分析能力，有助我們提供更具個性及精闢獨到的市場推廣工作。

銷售成本

截至二零二零年六月三十日止六個月之銷售成本約為8,000萬港元(截至二零一九年六月三十日止六個月：1億2,000萬港元)，主要包括直接娛樂場成本，如半年期娛樂場牌照費750萬美元(相當於約6,020萬港元)(截至二零一九年六月三十日止六個月：5,880萬港元)及塞班島營業總收益稅20萬美元(相當於約120萬港元)(截至二零一九年六月三十日止六個月：1,960萬港元)。

其他收入、收益及虧損

截至二零二零年六月三十日止六個月之其他收益及虧損主要指出售附屬公司的收益約1,500萬港元(截至二零一九年六月三十日止六個月：零港元)。

截至二零一九年六月三十日止六個月之其他收益及虧損主要指就保險索償收取的賠償約800萬港元(截至二零二零年六月三十日止六個月：零港元)。

營運開支

營運開支(不包括應收貿易賬款減值)減至約4億3,900萬港元。該減幅主要由於截至二零二零年六月三十日止六個月，員工成本減少約1億2,700萬港元，惟部分因折舊及攤銷則增加約800萬港元及外匯虧損增加約3,500萬港元所抵銷。

FINANCIAL REVIEW (Continued)

Significant Investment and Acquisition

Apart from the development of integrated resort on the Island of Saipan, the Company did not have any significant investment, acquisition or disposal during the six months period ended 30 June 2020 that should be notified to the shareholders of the Company.

Capital expenditure

The Group incurred capital expenditure of approximately HK\$253 million (31 December 2019: HK\$889 million) during the six months ended 30 June 2020, mainly for construction of the Imperial Palace • Saipan and acquisition of gaming related equipment.

Liquidity and Financial Resources

The Group monitors capital using a gearing ratio, which is net debt divided by the adjusted capital plus net debt. Net debt includes convertible bonds, unsecured bonds and notes, loans from related parties, other borrowings, less cash and cash equivalents. Capital represents total equity attributable to owners of the Company. The gearing ratios as at 30 June 2020 was approximately 120.8% (31 December 2019: 97.1%).

Capital structure

During the six months ended 30 June 2020, there was no change to the authorised and issued share capital of the Company (31 December 2019: No change).

As at 30 June 2020, the total number of the issued ordinary shares with the par value of HK\$0.0005 each was 142,984,807,678 (31 December 2019: 142,984,807,678).

Risk of Foreign Exchange Fluctuation

The business transactions of the Group are mainly carried in HK\$ and US\$ meaning that it will be subject to limited exchange rate exposure given HK\$ and US\$ are pegged. However, the Group will closely monitor this risk exposure and would take prudent measures as and when appropriate.

財務回顧(續)

重大投資及收購事項

除於塞班島發展綜合度假村外，截至二零二零年六月三十日止六個月，本公司並無須提請本公司股東垂注之任何重大投資、收購事項或出售事項。

資本開支

截至二零二零年六月三十日止六個月，本集團產生資本開支約2億5,300萬港元(二零一九年十二月三十一日：8億8,900萬港元)，主要用於興建博華皇宮•塞班及購買博彩相關設備。

流動資金及財務資源

本集團利用資本負債比率(淨債務除以經調整資本加淨債務)監察資本。淨債務包括可換股債券、無抵押債券及票據、來自關聯方之貸款、其他借款、減去現金及現金等值物。資本指本公司持有人應佔權益總額。資本負債比率於二零二零年六月三十日約為120.8%(二零一九年十二月三十一日：97.1%)。

資本架構

截至二零二零年六月三十日止六個月，本公司之法定及已發行股本並無變動(二零一九年十二月三十一日：並無變動)。

於二零二零年六月三十日，本公司每股面值為0.0005港元之已發行普通股總數為142,984,807,678股(二零一九年十二月三十一日：142,984,807,678股)。

外匯波動風險

本集團之業務交易主要以港元及美元進行。鑑於港元與美元掛鈎，本集團只須面對有限匯兌風險。然而，本集團將密切監視該風險，並適時採取審慎措施。

Management Discussion and Analysis

管理層討論與分析

FINANCIAL REVIEW (Continued)

Capital Commitments

As at 30 June 2020, the Group had capital commitments of approximately HK\$512 million (31 December 2019: HK\$545 million).

Contingent Liabilities

Save as disclosed in note 19 of this interim financial information, the Group did not have any other significant contingent liabilities as at 30 June 2020 (31 December 2019: Nil).

Pledge of Assets

As at 30 June 2020, the Group pledged an item of property, plant and equipment with a carrying amount of approximately HK\$98 million (31 December 2019: HK\$103 million) and the issued shares of a subsidiary of the Company (the relevant share charge arrangement has not been completed as of the date of issuance of this report), as securities for interest-bearing loans with carrying amounts of approximately HK\$35 million (31 December 2019: HK\$43 million) and HK\$1,163 million (31 December 2019: HK\$1,168 million), respectively.

EMPLOYEES AND REMUNERATION POLICIES

The total number of staff of the Group as at 30 June 2020 was 1,053 (31 December 2019: 1,086).

Remuneration packages are reviewed annually and determined with reference to market and individual performance. In addition to salary payments, the Group also provides other employment benefits such as provident fund.

財務回顧(續)

資本承擔

於二零二零年六月三十日，本集團之資本承擔約為5億1,200萬港元(二零一九年十二月三十一日：5億4,500萬港元)。

或然負債

除本中期財務資料附註19所披露者外，於二零二零年六月三十日，本集團並無任何其他重大或然負債(二零一九年十二月三十一日：無)。

資產抵押

於二零二零年六月三十日，本集團抵押賬面值約9,800萬港元(二零一九年十二月三十一日：1億300萬港元)的物業、廠房及設備及本公司一間附屬公司的已發行股份(於本報告刊發日期相關股份抵押安排尚未完成)作為賬面值分別約3,500萬港元(二零一九年十二月三十一日：4,300萬港元)及11億6,300萬港元(二零一九年十二月三十一日：11億6,800萬港元)的計息貸款的擔保。

僱員及薪酬政策

於二零二零年六月三十日，本集團員工總數為1,053名(二零一九年十二月三十一日：1,086名)。

薪酬待遇乃按年審閱並參照市場及個人表現而釐定。除支付薪俸外，本集團亦提供其他僱員福利，例如公積金。

SHARE OPTION SCHEME

The purpose of the Group's existing share option scheme adopted on 27 June 2013 (the "Share Option Scheme") is to enable the Group to attract, retain and motivate talented participants, including employee, officer, agent, consultant or representative of any member of the Group to strive for future development and expansion of the Group. The Share Option Scheme shall be valid and effective for a period of ten years.

At the beginning of the six months ended 30 June 2020, 1,521,268,016 share options were outstanding pursuant to the Share Option Scheme (each option shall entitle the holder of the option to subscribe for one new share of the Company ("Share")) and 13,623,880,768 Shares, being 9.53% of the Shares then in issue, were available for issue.

The total number of the shares issued and to be issued upon exercise of the options granted to each participant, together with all options granted and to be granted to him/her under any other share option scheme(s) of the Company, within the 12-month period immediately preceding the proposed date of grant (including exercised, cancelled and outstanding options) shall not exceed 1% of the total number of the shares in issue as at the proposed date of grant. The subscription price will be a price determined by the Board and at least the highest of: (a) the closing price of the shares as stated in the Stock Exchange's daily quotations sheets on the date of grant of the option, which must be a business day; (b) the average closing price of the shares as stated in the Stock Exchange's daily quotation sheets for the five business days immediately preceding the date of grant of the option; and (c) the nominal value of the shares. The total number of shares which may be issued upon exercise of options must not exceed 30% of the number of shares in issue from time to time. No options may be granted if such grant would result in the 30% limit being exceeded.

購股權計劃

本集團於二零一三年六月二十七日採納之現有購股權計劃(「購股權計劃」)旨在幫助本集團招攬、留任及激勵具有才幹之參與者，包括本集團任何成員公司之員工、高級職員、代理、顧問或代表，以致力專注於本集團之未來發展及擴充。購股權計劃之有效及生效期限為十年。

於截至二零二零年六月三十日止六個月初，根據購股權計劃有1,521,268,016份購股權尚未行使(各份購股權賦予購股權持有人權利認購一股本公司新股份(「股份」))，並有13,623,880,768股股份(即當時已發行股份之9.53%)可予發行。

於緊接建議授出日期前12個月期間內，授予各參與者之購股權連同根據本公司任何其他購股權計劃已授予及將授予各參與者之所有購股權(包括已行使、已註銷及尚未行使之購股權)獲行使時已發行及將予發行之股份總數，不得超過於建議授出日期已發行股份總數之1%。認購價將為董事會釐定之價格，並最少為下列三者中之最高者：(a)股份於購股權授出日期(必須為營業日)在聯交所每日報價表所報收市價；(b)股份於緊接購股權授出日期前五個營業日在聯交所每日報價表所報平均收市價；及(c)股份面值。因行使購股權而可能發行之股份總數，不得超過不時之已發行股份數目之30%。倘將導致超過該30%限額，則不得授出任何購股權。

Other Information 其他資料

SHARE OPTION SCHEME (Continued)

Movement of the share options under the Share Option Scheme during the six months ended 30 June 2020 is as follows:

購股權計劃(續)

截至二零二零年六月三十日止六個月，購股權計劃項下購股權之變動如下：

Categories of Participants	As at 1 January 2020 於 二零二零年 一月一日	Granted 已授出	Exercised 已行使	Cancelled/ Lapsed 已註銷/ 已失效	As at 30 June 2020 於 二零二零年 六月三十日	Exercise Price (HK\$) 行使價 (港元)	Grant Date 授出日期	Exercise Period 行使期
Directors								
董事								
Mr. Robert James Woolsey	286,753	-	-	-	286,753	0.15	5 April 2017	5 April 2018 – 4 April 2027
	286,753	-	-	-	286,753	0.15	5 April 2017	5 April 2019 – 4 April 2027
	287,614	-	-	-	287,614	0.15	5 April 2017	5 April 2020 – 4 April 2027
Robert James Woolsey先生							二零一七年四月五日	二零一八年四月五日至二零二七年四月四日
							二零一七年四月五日	二零一九年四月五日至二零二七年四月四日
							二零一七年四月五日	二零二零年四月五日至二零二七年四月四日
Mr. Ng Hoi Yue	66,600	-	-	-	66,600	0.15	5 April 2017	5 April 2018 – 4 April 2027
	66,600	-	-	-	66,600	0.15	5 April 2017	5 April 2019 – 4 April 2027
	66,800	-	-	-	66,800	0.15	5 April 2017	5 April 2020 – 4 April 2027
伍海于先生							二零一七年四月五日	二零一八年四月五日至二零二七年四月四日
							二零一七年四月五日	二零一九年四月五日至二零二七年四月四日
							二零一七年四月五日	二零二零年四月五日至二零二七年四月四日
Mr. Tso Hon Sai Bosco	66,600	-	-	-	66,600	0.15	5 April 2017	5 April 2018 – 4 April 2027
	66,600	-	-	-	66,600	0.15	5 April 2017	5 April 2019 – 4 April 2027
	66,800	-	-	-	66,800	0.15	5 April 2017	5 April 2020 – 4 April 2027
曹漢鏗先生							二零一七年四月五日	二零一八年四月五日至二零二七年四月四日
							二零一七年四月五日	二零一九年四月五日至二零二七年四月四日
							二零一七年四月五日	二零二零年四月五日至二零二七年四月四日
Mr. Lee Kwok Leung	66,600	-	-	-	66,600	0.15	5 April 2017	5 April 2018 – 4 April 2027
	66,600	-	-	-	66,600	0.15	5 April 2017	5 April 2019 – 4 April 2027
	66,800	-	-	-	66,800	0.15	5 April 2017	5 April 2020 – 4 April 2027
李國棟先生							二零一七年四月五日	二零一八年四月五日至二零二七年四月四日
							二零一七年四月五日	二零一九年四月五日至二零二七年四月四日
							二零一七年四月五日	二零二零年四月五日至二零二七年四月四日

SHARE OPTION SCHEME (Continued)

購股權計劃(續)

Categories of Participants	As at 1 January 2020 於二零二零年一月一日	Granted 已授出	Exercised 已行使	Cancelled/ Lapsed 已註銷/ 已失效	As at 30 June 2020 於二零二零年六月三十日	Exercise Price (HK\$) 行使價 (港元)	Grant Date 授出日期	Exercise Period 行使期
Employees and others (in aggregate)	1,120,000,000	-	-	-	1,120,000,000	0.10525	3 December 2014	3 December 2014-2 December 2024
	54,369,268	-	-	4,409,092	46,432,904	0.22	18 June 2015	18 June 2018-17 June 2025
	54,369,268	-	-	4,409,092	46,432,904	0.22	18 June 2015	18 June 2019-17 June 2025
	54,369,268	-	-	4,409,092	46,432,904	0.22	18 June 2015	18 June 2020-17 June 2025
	54,369,268	-	-	4,409,092	46,432,904	0.22	18 June 2015	18 June 2021-17 June 2025
	950,000	-	-	-	950,000	0.255	26 November 2015	26 November 2016-25 November 2025
	950,000	-	-	-	950,000	0.255	26 November 2015	26 November 2017-25 November 2025
	950,000	-	-	-	950,000	0.255	26 November 2015	26 November 2018-25 November 2025
	950,000	-	-	-	950,000	0.255	26 November 2015	26 November 2019-25 November 2025
	63,950,585	-	-	10,703,852	43,922,733	0.15	5 April 2017	5 April 2018-4 April 2027
	63,950,585	-	-	10,703,852	43,922,733	0.15	5 April 2017	5 April 2019-4 April 2027
僱員及其他(合計)	64,142,630	-	-	10,735,996	42,922,733	0.15	5 April 2017	5 April 2020-4 April 2027
							二零一四年十二月三日	二零一四年十二月三日至二零二四年十二月二日
							二零一五年六月十八日	二零一八年六月十八日至二零二五年六月十七日
							二零一五年六月十八日	二零一九年六月十八日至二零二五年六月十七日
							二零一五年六月十八日	二零二零年六月十八日至二零二五年六月十七日
							二零一五年六月十八日	二零二一年六月十八日至二零二五年六月十七日
							二零一五年十一月二十六日	二零一六年十一月二十六日至二零二五年十一月二十五日
							二零一五年十一月二十六日	二零一七年十一月二十六日至二零二五年十一月二十五日
							二零一五年十一月二十六日	二零一八年十一月二十六日至二零二五年十一月二十五日
							二零一五年十一月二十六日	二零一九年十一月二十六日至二零二五年十一月二十五日
							二零一七年四月五日	二零一八年四月五日至二零二七年四月四日
							二零一七年四月五日	二零一九年四月五日至二零二七年四月四日
							二零一七年四月五日	二零二零年四月五日至二零二七年四月四日
Total	1,521,268,016	-	-	49,780,068	1,471,487,948			
總計								

During the period under review, no grantee had exercised any share options, no share options were granted and 49,780,068 share options lapsed. As at 30 June 2020, there were 1,471,487,948 share options outstanding pursuant to the Share Option Scheme (each option shall entitle the holder of the option to subscribe for one new Share).

在回顧期內，概無承授人行使任何購股權，並無購股權已獲授出，49,780,068份購股權已失效。於二零二零年六月三十日，根據購股權計劃有1,471,487,948份購股權尚未行使(各份購股權賦予購股權持有人權利認購一股新股份)。

Other Information 其他資料

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

As at 30 June 2020, the interests and short positions of each Director and chief executive in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (“SFO”)), which are required (i) to be notified to the Company and the Stock Exchange pursuant to the provisions of Division 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO); (ii) pursuant to section 352 of Part XV of the SFO, to be entered in the register referred to therein; or (iii) pursuant to the Model Code for Securities Transactions by Directors of the Listed Issuers contained in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) (the “**Listing Rules**”) (the “**Model Code**”) to be notified to the Company and the Stock Exchange, were as follows:

Long/short positions in the ordinary shares/underlying shares of the Company:

董事及主要行政人員於股份、相關股份及債券中之權益及淡倉

於二零二零年六月三十日，各董事及主要行政人員於本公司及其相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）之股份、相關股份及債券中擁有(i)須根據證券及期貨條例第XV部第7及8分部條文通知本公司及聯交所（包括根據證券及期貨條例有關條文彼等被認為或視作擁有之權益或淡倉）；(ii)須根據證券及期貨條例第XV部第352條記入該條所述之登記冊內；或(iii)須根據香港聯合交易所有限公司（「聯交所」）證券上市規則（「上市規則」）所載上市發行人董事進行證券交易的標準守則（「標準守則」）通知本公司及聯交所之權益及淡倉如下：

於本公司普通股／相關股份之好倉／淡倉：

Name of Director	Capacity	Long position/ Short position	Number of Shares/ underlying shares held	Percentage of issued share capital of the Company
董事姓名	身份	好倉／淡倉	所持股份／ 相關股份數目	佔本公司 已發行股本百分比
Ms. Cui Li Jie	Interest of controlled corporation	Long position	90,755,089,280	63.47%
崔麗杰女士	受控制法團權益	好倉	90,755,089,280	63.47%
	Interest of controlled corporation	Short position	86,310,855,333 (Note 1)	60.36%
	受控制法團權益	淡倉	86,310,855,333 (附註1)	60.36%
Mr. Robert James Woolsey	Beneficial owner	Long position	861,120 (Note 2)	0.00%
Robert James Woolsey 先生	實益擁有人	好倉	861,120 (附註2)	0.00%

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES (Continued)

董事及主要行政人員於股份、相關股份 及債券中之權益及淡倉(續)

Name of Director 董事姓名	Capacity 身份	Long position/ Short position 好倉/淡倉	Number of Shares/ underlying shares held 所持股份/ 相關股份數目	Percentage of issued share capital of the Company 佔本公司 已發行股本百分比
Mr. Ng Hoi Yue 伍海于先生	Beneficial owner 實益擁有人	Long position 好倉	200,000 (Note 3) 200,000 (附註3)	0.00% 0.00%
Mr. Tso Hon Sai Bosco 曹漢璽先生	Beneficial owner 實益擁有人	Long position 好倉	200,000 (Note 3) 200,000 (附註3)	0.00% 0.00%
Mr. Lee Kwok Leung 李國樑先生	Beneficial owner 實益擁有人	Long position 好倉	200,000 (Note 3) 200,000 (附註3)	0.00% 0.00%

Notes:

附註：

- Inventive Star had granted options over its shares of the Company at the exercise price of HK\$0.24 per share, exercisable to purchase a maximum of 3,268,733,333 shares. On 8 July 2019, Inventive Star entered into a contract with Guan Lian Capital Holdings Group Limited ("Guan Lian Capital") to grant rights to Guan Lian Capital to purchase 14,000,000,000 Shares of the Company. On 19 November 2019, Inventive Star entered into a contract with Brave Access Investments Limited ("Brave Access") granting Brave Access rights to purchase from Inventive Star an aggregate of 7,000,000,000 Shares of the Company.
- On 5 April 2017, 861,120 share options were granted to Mr. Robert James Woolsey pursuant to the Share Option Scheme.
- On 5 April 2017, 200,000 share options were granted to Mr. Ng Hoi Yue, Mr. Tso Hon Sai Bosco and Mr. Lee Kwok Leung respectively pursuant to the Share Option Scheme.

- Inventive Star已就本公司股份授出購股權，行使相關購股權可按行使價每股0.24港元購買最多3,268,733,333股股份。於二零一九年七月八日，Inventive Star與冠聯資本控股集團有限公司(「冠聯資本」)訂立合約，以給予冠聯資本權利購買14,000,000,000股本公司股份。於二零一九年十一月十九日，Inventive Star與進英投資有限公司(「進英」)訂立合約，以給予進英權利向Inventive Star購買合共7,000,000,000股本公司股份。
- 於二零一七年四月五日，Robert James Woolsey先生根據購股權計劃獲授861,120份購股權。
- 於二零一七年四月五日，伍海于先生、曹漢璽先生及李國樑先生根據購股權計劃分別獲授200,000份購股權。

Other Information 其他資料

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES (Continued)

Save as disclosed above, as at 30 June 2020, none of the Directors is a director or employee of a company which has an interest or short position in the shares and underlying shares of the Company which would fall to be disclosed to the Company under the provision of Divisions 2 and 3 Part XV of the SFO and none of the Directors, the chief executive of the Company nor their associates (as defined in the Listing Rules) had any other interests or short positions in the shares of the Company, underlying shares and debentures of the Company or any associated corporations (within the meaning of Part XV of the SFO) which (a) were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which any such Director or the chief executive of the Company is taken or deemed to have under such provisions of the SFO); or (b) were required to be entered into the register maintained by the Company, pursuant to Section 352 of the SFO; or (c) were required to be notified to the Company or the Stock Exchange, pursuant to the Model Code for Securities Transaction by Directors of Listed Companies contained in the Listing Rules.

SUBSTANTIAL SHAREHOLDER

As at 30 June 2020, in accordance with the register of the substantial shareholders kept by the Company under Section 336 of the SFO, or to be disclosed under the provisions of Divisions 2 and 3 of Part XV of the SFO and the Listing Rules, the following person was interested (including short positions) in the shares or underlying shares of the Company:

董事及主要行政人員於股份、相關股份及債券中之權益及淡倉(續)

除上述披露者外，於二零二零年六月三十日，概無董事為根據證券及期貨條例第XV部第2及3分部之條文持有須向本公司披露之本公司股份及相關股份之權益或淡倉之公司之董事或僱員，且概無董事、本公司主要行政人員或彼等之聯繫人士（定義見上市規則）於本公司股份、本公司或任何相聯法團（定義見證券及期貨條例第XV部）相關股份及債券中，擁有任何其他權益或淡倉而(a)須根據證券及期貨條例第XV部第7及8分部通知本公司及聯交所（包括任何有關董事或本公司主要行政人員根據證券及期貨條例有關條文被認為或視作擁有之權益或淡倉）；或(b)須根據證券及期貨條例第352條記入本公司存置之登記冊內；或(c)須根據上市規則所載上市公司董事進行證券交易的標準守則通知本公司或聯交所。

主要股東

於二零二零年六月三十日，根據本公司遵照證券及期貨條例第336條須存置之主要股東登記冊，或根據證券及期貨條例第XV部第2及3分部之條文及上市規則須予披露，以下人士擁有本公司股份或相關股份之權益（包括淡倉）：

SUBSTANTIAL SHAREHOLDER (Continued)

Long/short positions in the ordinary shares/underlying shares of the Company:

主要股東(續)

於本公司普通股/相關股份之好倉/淡倉：

Name of shareholder 股東名稱/姓名	Capacity 身份	Long position/ Short position 好倉/淡倉	Number of shares 股份數目	Approximate percentage of interest 概約權益百分比
Inventive Star Limited (Note 1)	Beneficial owner	Long position	90,755,089,280	63.47%
		Short position	86,310,855,333	60.36%
			(Note 2)	
Inventive Star Limited (附註1)	實益擁有人	好倉	90,755,089,280	63.47%
		淡倉	86,310,855,333	60.36%
			(附註2)	
Ms. Cui Li Jie (Note 1)	Interest of controlled corporation	Long position	90,755,089,280	63.47%
		Short position	86,310,855,333	60.36%
			(Note 2)	
崔麗杰女士(附註1)	受控制法團權益	好倉	90,755,089,280	63.47%
		淡倉	86,310,855,333	60.36%
			(附註2)	
Fresh Idea Ventures Limited	Beneficial owner	Long position	62,375,642,000	43.62%
	實益擁有人	好倉	62,375,642,000	43.62%
Huarong International Financial Holdings Limited	Interest of controlled corporation	Long position	62,375,642,000	43.62%
	受控制法團權益	好倉	62,375,642,000	43.62%
China Huarong Asset Management Co., Ltd.	Interest of controlled corporation	Long position	62,375,642,000	43.62%
中國華融資產管理股份有限公司	受控制法團權益	好倉	62,375,642,000	43.62%
Mr. Ji Xiaobo (Note 3)	Interest of controlled corporation	Long position	128,689,860,000	90.00%
紀曉波先生(附註3)	受控制法團權益	好倉	128,689,860,000	90.00%
Super Champion Global Limited (Note 3)	Beneficial owner	Long position	128,000,000,000	89.52%
超冠環球有限公司(附註3)	實益擁有人	好倉	128,000,000,000	89.52%
Guan Lian Capital Holdings Group Limited	Beneficial owner	Long position	14,000,000,000	9.79%
冠聯資本控股集團有限公司	實益擁有人	好倉	14,000,000,000	9.79%

Other Information 其他資料

SUBSTANTIAL SHAREHOLDER (Continued)

Notes:

1. Inventive Star Limited is wholly and beneficially owned by Ms. Cui Li Jie.
2. Inventive Star had granted options over its shares of the Company at the exercise price of HK\$0.24 per share, exercisable to purchase a maximum of 3,268,733,333 shares. On 8 July 2019, Inventive Star entered into a contract with Guan Lian Capital to grant rights to Guan Lian Capital to purchase 14,000,000,000 Shares of the Company. On 19 November 2019, Inventive Star entered into a contract with Brave Access granting Brave Access rights to purchase from Inventive Star an aggregate of 7,000,000,000 Shares of the Company.
3. Super Champion Global Limited is wholly and beneficially owned by Mr. Ji Xiaobo and Super Champion Global Limited held the convertible notes issued by the Company in the principal amount of HK\$400,000,000 which were convertible to 128,000,000,000 conversion shares if the underlying conversion rights were exercised in full.

Save as disclosed above, as at 30 June 2020, no person (other than a Director or chief executive of the Company) had registered an interest or short position in the securities or underlying shares of the Company that was required to be recorded pursuant to Section 336 of the SFO.

PURCHASE, REDEMPTION OR SALE OF LISTED SHARES

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities during the period.

PUBLIC FLOAT

Based on the information that is publicly available to the Company and to the best knowledge of its Directors, the Company has maintained sufficient public float as required under the Listing Rules as at the date of this report.

主要股東(續)

附註：

1. Inventive Star Limited由崔麗杰女士全資實益擁有。
2. Inventive Star已就本公司股份授出購股權，行使相關購股權可按行使價每股0.24港元購買最多3,268,733,333股股份。於二零一九年七月八日，Inventive Star與冠聯資本訂立合約，以給予冠聯資本權利購買14,000,000,000股本公司股份。於二零一九年十一月十九日，Inventive Star與進英訂立合約，以給予進英權利向Inventive Star購買合共7,000,000,000股本公司股份。
3. 超冠環球有限公司由紀曉波先生全資實益擁有，而超冠環球有限公司持有本公司所發行本金額為400,000,000港元之可換股票據，倘全面行使相關兌換權，則可兌換為128,000,000,000股兌換股份。

除上文所披露者外，於二零二零年六月三十日，概無其他人士(董事或本公司主要行政人員除外)於本公司之證券或相關股份中登記擁有根據證券及期貨條例第336條須予備存之權益或淡倉。

購買、贖回或出售上市股份

於期內，本公司或其任何附屬公司概無購買、出售或贖回任何本公司上市證券。

公眾持股量

根據本公司所獲公開資料及就董事所知，於本報告日期，本公司已按上市規則規定維持足夠之公眾持股量。

DIRECTORS' BIOGRAPHICAL INFORMATION

Executive Director

Ms. Cui Li Jie (“**Ms. Cui**”), aged 62, the Chairperson of the Board, has been appointed as an executive Director of the Company with effect from 4 May 2017. She has been engaged in real estate projects and building materials trading, and has gained extensive experience in investment. Ms. Cui is also the sole director and sole shareholder of Inventive Star, the controlling shareholder (as defined in the Listing Rules) of the Company.

Non-executive Director

Mr. Ma Wentao (“**Mr. Ma**”), aged 35, has been appointed as a non-executive Director of the Company with effect from 3 September 2019. Mr. Ma graduated from the Beijing Business Management College and has accumulated extensive experience in sales aspect for years. Since 2010, Mr. Ma has invested in Beijing Yangguang Zongheng Culture Development Limited (北京央廣縱橫文化發展有限公司) and acted as chief executive officer of the company. Currently, he is a director of two joint ventures (including American Sinopan LLC which operates the Casha resort hotel) in which the Group holds 50% of the equity interests.

Independent Non-Executive Directors

Mr. Ng Hoi Yue (“**Mr. Ng**”), aged 56, has been appointed as an independent non-executive Director of the Company with effect from 21 November 2013. He is a fellow member of The Institute of Chartered Accountants in England and Wales, the Hong Kong Institute of Certified Public Accountants and the Association of Chartered Certified Accountants. He has been practising as a certified public accountant in Hong Kong since 1989. Mr. Ng is currently an executive director and the Deputy Chief Executive Officer of Asian Citrus Holdings Limited (stock code: 73) and an independent non-executive director Ulferts International Limited (stock code: 1711), both are companies listed on the Stock Exchange. He was an independent non-executive director of Emperor Cultural Group Limited (stock code: 491), a company listed on the Stock Exchange, for the period from 16 May 2002 to 13 November 2018.

董事履歷資料

執行董事

崔麗杰女士(「**崔女士**」)，62歲，董事會主席，獲委任為本公司執行董事，自二零一七年五月四日起生效。其先後經營房地產項目及建材貿易，並於投資方面具備多年豐富經驗。崔女士亦為本公司之控股股東(定義見上市規則) Inventive Star之唯一董事及唯一股東。

非執行董事

馬文濤先生(「**馬先生**」)，35歲，獲委任為本公司非執行董事，自二零一九年九月三日起生效。馬先生畢業於北京企業管理研修學院，並於銷售方面具備多年豐富經驗。馬先生由二零一零年至今投資於北京央廣縱橫文化發展有限公司，兼任首席執行官，現亦為兩間本集團持有50%股權之合營企業(包括營運凱獅度假酒店項目之美國申班有限公司)的董事。

獨立非執行董事

伍海于先生(「**伍先生**」)，56歲，獲委任為本公司獨立非執行董事，自二零一三年十一月二十一日起生效。彼為英格蘭及威爾士特許會計師協會、香港會計師公會及特許公認會計師公會資深會員。彼自一九八九年起在香港從事執業會計師工作。伍先生現時擔任亞洲果業控股有限公司(股份代號：73)之執行董事兼副行政總裁及歐化國際有限公司(股份代號：1711)之獨立非執行董事，兩間公司均於聯交所上市。彼曾於二零零二年五月十六日至二零一八年十一月十三日期間擔任聯交所上市公司英皇文化產業集團有限公司(股份代號：491)之獨立非執行董事。

Other Information 其他資料

DIRECTORS' BIOGRAPHICAL INFORMATION

(Continued)

Independent Non-Executive Directors (Continued)

Mr. Tso Hon Sai Bosco (“**Mr. Tso**”), aged 55, has been appointed as an independent non-executive Director of the Company with effect from 21 November 2013. He has been a Hong Kong practising solicitor since 1990 and has been an independent non-executive director of Carnival Group International Holdings Limited (Stock Code: 996), a company listed on the Stock Exchange, since May 2019. He is also currently a consultant with Messrs. Tso Au Yim & Yeung, Solicitors. He was an independent non-executive director of Legend Strategy International Holdings Group Company Limited (stock code: 1355) for the period from 25 June 2015 to 6 September 2018 and a non-executive director of ICO Group Limited (Stock Code: 1460) from 11 October 2019 to 22 April 2020, both are companies listed on the Stock Exchange.

Mr. Lee Kwok Leung (“**Mr. Lee**”), aged 66, has been appointed as an independent non-executive Director of the Company with effect from 21 November 2013. He has years of direct investment, fund management and banking experience. Mr. Lee holds an investment advisor status from the Securities and Futures Commissions from 2000. He has been appointed as an executive director of China Internet Investment Finance Holdings Limited (stock code: 810) since 8 May 2014, the chairman and executive director of Mayer Holdings Limited (stock code: 1116) since 9 October 2014 and an independent non-executive director of Guoan International Limited (stock code: 143) since 1 June 2020, all being companies listed on the Stock Exchange.

Mr. Robert James Woolsey (“**Ambassador Woolsey**”), aged 78, has been appointed as an independent non-executive Director of the Company with effect from 16 May 2016, held Presidential appointments in two Republican and two Democratic administrations, most recently, from 1993 to 1995, as Director of Central Intelligence under President Bill Clinton. During his twelve years of government service, in addition to heading the CIA and the Intelligence Community, Ambassador Woolsey was Ambassador to the Negotiation on Conventional Armed Forces in Europe from 1989 to 1991, Under Secretary of the Navy from 1977 to 1979, and General Counsel to the U.S. Senate Committee on

董事履歷資料(續)

獨立非執行董事(續)

曹漢璽先生(「**曹先生**」)，55歲，獲委任為本公司獨立非執行董事，自二零一三年十一月二十一日起生效。彼自一九九零年起一直為香港執業律師並自二零一九年五月起擔任聯交所上市公司嘉年華國際控股有限公司(股份代號：996)之獨立非執行董事。彼亦現為曹歐嚴楊律師行之顧問。彼曾於二零一五年六月二十五日至二零一八年九月六日期間擔任枋濬國際集團控股有限公司(股份代號：1355)之獨立非執行董事並自二零一九年十月十一日至二零二零年四月二十二日擔任揚科集團有限公司(股份代號：1460)之非執行董事，兩間公司均為聯交所上市公司。

李國樑先生(「**李先生**」)，66歲，獲委任為本公司獨立非執行董事，自二零一三年十一月二十一日起生效。彼在直接投資、基金管理及銀行方面擁有多年經驗。李先生於二零零零年取得證券及期貨事務監察委員會認可之投資顧問資格。彼自二零一四年五月八日起獲委任為中國互聯網投資金融集團有限公司(股份代號：810)之執行董事、自二零一四年十月九日起獲委任為美亞控股有限公司(股份代號：1116)之主席及執行董事以及自二零二零年六月一日起獲委任為國安國際有限公司(股份代號：143)之獨立非執行董事，全部均為聯交所上市的公司。

Robert James Woolsey先生(「**Woolsey大使**」)，78歲，自二零一六年五月十六日起獲委任為本公司獨立非執行董事，曾分別於兩任共和黨及兩任民主黨治下接受總統任命任職，最近期為於一九九三年至一九九五年出任克林頓總統直轄之中央情報局局長。Woolsey大使服務政府十二年期間，除領導中央情報局及情報體系外，曾於一九八九年至一九九一年出任歐洲常規武裝力量談判大使(Ambassador to the Negotiation on Conventional Armed Forces in Europe)，於一九七七年至一九七九年出任海軍副部長，及

DIRECTORS' BIOGRAPHICAL INFORMATION

(Continued)

Independent Non-Executive Directors (Continued)

Armed Services from 1970 to 1973. He was appointed by the President to serve in Geneva, Switzerland, from 1983 to 1986 as Delegate at Large to the U.S. Soviet Strategic Arms Reduction Talks (START) and Nuclear and Space Arms Talks (NST). As an officer in the U.S. Army, he was an adviser on the U.S. Delegation to the Strategic Arms Limitation Talks (SALT I), in Helsinki and Vienna, from 1969 to 1970. He has served on numerous government and non-profit advisory boards such as the National Commission on Energy Policy and chaired the Clean Fuels Foundation and the New Uses Council. He also served as a Trustee of Stanford University and chaired the Executive Committee of the Board of Regents of The Smithsonian Institution. He has been a member of The National Commission on Terrorism, The Commission to Assess the Ballistic Missile Threat to the U.S., The President's Commission on Federal Ethics Law Reform, The President's Blue Ribbon Commission on Defense Management, and The President's Commission on Strategic Forces. Ambassador Woolsey has also been a law partner at Shea & Gardner and a Vice President with the consulting firm of Booz Allen Hamilton. He also served on the boards of directors of a number of companies, including British Aerospace, Inc., Martin Marietta and Fairchild Industries. In 2009, he was the Annenberg Distinguished Visiting Fellow at the Hoover Institution at Stanford University; and from 2010 to 2011 he was a Senior Fellow at Yale University, where he taught in the Jackson Institute for Global Affairs. Ambassador Woolsey received his B.A. degree from Stanford University, where he graduated Magna Cum Laude and Phi Beta Kappa; an M.A. from Oxford University, where he was a Rhodes Scholar; and an LL.B from Yale Law School, where he was Managing Editor of the Yale Law Journal.

董事履歷資料(續)

獨立非執行董事(續)

於一九七零年至一九七三年出任美國參議院軍事委員會總顧問。彼於一九八三年至一九八六年獲總統指派前往瑞士日內瓦擔當美蘇削減戰略武器談判(U.S. Soviet Strategic Arms Reduction Talks (START))及核武器與太空武器談判(Nuclear and Space Arms Talks (NST))之總代表(Delegate at Large)。作為美國陸軍軍官，彼於一九六九年至一九七零年在赫爾辛基及維也納擔任第一輪戰略武器限制談判(Strategic Arms Limitation Talks (SALT I))之美國代表團(U.S. Delegation)顧問。彼亦曾任職多個政府及非牟利諮詢委員會，如國家能源政策委員會(National Commission on Energy Policy)，並擔任Clean Fuels Foundation及New Uses Council之主席。彼另曾出任史丹福大學之理事及史密森尼學會(The Smithsonian Institution)董事會轄下執行委員會主席。彼為全國反恐主義委員會(The National Commission on Terrorism)、美國彈道導彈威脅評估委員會(The Commission to Assess the Ballistic Missile Threat to the U.S.)、聯邦道德法改革總統委員會(The President's Commission on Federal Ethics Law Reform)、美國國防管理特別工作委員會(The President's Blue Ribbon Commission on Defense Management)及戰略部隊總統委員會(The President's Commission on Strategic Forces)成員。Woolsey大使亦為Shea & Gardner之法律合夥人及博思艾倫漢密爾頓(Booz Allen Hamilton)諮詢公司之副總裁。彼另曾於多間公司擔任董事會職位，包括英國航太公司(British Aerospace, Inc.)、馬丁•馬瑞塔(Martin Marietta)及Fairchild Industries。於二零零九年，彼為史丹福大學胡佛研究所(Hoover Institution)之Annenberg傑出客座研究員(Annenberg Distinguished Visiting Fellow)，後於二零一零年至二零一一年出任耶魯大學之高級研究員，並曾於Jackson Institute for Global Affairs授課。Woolsey大使於史丹福大學取得文學士學位，以優等成績(Magna Cum Laude)及美國大學優等生之榮譽學會(Phi Beta Kappa)身份畢業；於牛津大學取得文學碩士學位，獲選為羅德學者；及於耶魯法學院取得法學士學位，為耶魯法學雜誌(Yale Law Journal)總編輯。

Other Information 其他資料

CORPORATE GOVERNANCE

The Company is committed to maintaining a high standard of corporate governance within a sensible framework with an emphasis on the principles of transparency, accountability and independence. The Board believes that good corporate governance is essential to the success of the Group and the enhancement of shareholders' value.

During the six months ended 30 June 2020, the Company was in full compliance with the Code Provisions set out in Appendix 14 of the Listing Rules (the "CG Code"), except for the following deviation:

Code Provision A.1.8

Code provision A.1.8 of the CG Code provides that appropriate insurance cover in respect of legal action against directors should be arranged. Currently, the Company does not have insurance cover for legal action against its Directors as the previous insurance cover has just expired. The Board is seeking to obtain appropriate insurance cover in this regard.

Code Provision A.2.1

Under code provision A.2.1 of the CG Code, the roles of chairman and chief executive should be separated and should not be performed by the same individual. The division of responsibilities between the chairman and chief executive should be clearly established and set out in writing. The Company currently does not have any officer with the title chief executive. At present, Ms. Cui Li Jie, being the Chairperson and an Executive Director of the Company and who has considerable industry experience, is responsible for the strategic planning, formulation of overall corporate development policies and managing the businesses of the Group. Notwithstanding the aforementioned, the Board will review the current structure from time to time and as and when appropriate if candidate with suitable leadership, knowledge, skills and experience is identified, the Company may make the necessary modification to the management structure.

企業管治

本公司致力以透明、問責及獨立原則於合理框架內維持高水平企業管治。董事會認為，良好企業管治對本集團之成功及提升股東價值尤為重要。

截至二零二零年六月三十日止六個月，本公司已全面遵守上市規則附錄十四所載守則條文（「企業管治守則」），惟偏離以下事項：

守則條文第A.1.8條

企業管治守則之守則條文第A.1.8條規定，應就董事面臨的法律訴訟安排適當保險保障。現時，本公司並無就董事面臨的法律訴訟投保，因為之前的保險剛到期。董事會正尋求就此取得適當保險保障。

守則條文第A.2.1條

根據企業管治守則之守則條文第A.2.1條，主席與行政總裁的角色應有所區分，並不應由同一人擔任。主席與行政總裁之職責分工應清晰界定並以書面列明。本公司現時並無任何職位為行政總裁之職員。現時，崔麗杰女士為本公司主席兼執行董事，彼擁有豐富行業經驗，負責本集團之策略規劃、制訂整體公司發展政策及管理本集團業務。然而，董事會將不時檢討現行架構，倘於適當時候物色到具備合適領導才能、知識、技術及經驗的候選人，本公司或會對管理架構作出所需修訂。

CORPORATE GOVERNANCE (Continued)

Code Provision A.6.7

Under code provision A.6.7 of the CG Code, independent non-executive directors and other non-executive directors should attend the general meetings and develop a balanced understanding of the views of shareholders. Due to other engagements, a non-executive Director and an independent non-executive Director of the Company, Mr. Ma Wentao and Mr. Robert James Woolsey, were unable to attend the annual general meeting of the Company held on 29 June 2020. However, the Board believes that the presence of the other independent non-executive Directors at such general meeting allowed the Board to develop a balanced understanding of the views of shareholders.

Code Provision E.1.2

According to code provision E.1.2 of the CG Code, the chairman of the board should attend the annual general meeting. Ms. Cui Li Jie, being the Chairperson and an Executive Director of the Company, was unable to attend the annual general meeting of the Company held on 29 June 2020. Other Directors, including three independent non-executive Directors, attended and Mr. Ng Hoi Yue chaired the aforementioned meeting. All resolutions proposed were duly passed by shareholders' voting at the meeting.

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code as set out in Appendix 10 to the Listing Rules. The Company had made specific enquiries of all Directors regarding any non-compliance with the Model Code during the period under review, and received confirmations from all Directors that they had fully complied with the standards as set out in the Model Code.

DIVIDEND

No dividend for the six months ended 30 June 2020 (six months ended 30 June 2019: Nil) is recommended by the Board.

企業管治 (續)

守則條文第 A.6.7 條

根據企業管治守則之守則條文第 A.6.7 條，獨立非執行董事及其他非執行董事須出席股東大會，從而對股東意見有持平了解。由於有其他事務在身，本公司非執行董事及獨立非執行董事馬文濤先生及 Robert James Woolsey 先生無法出席於二零二零年六月二十九日舉行之股東週年大會。然而，董事會相信，出席有關股東大會之其他獨立非執行董事能夠讓董事會對股東意見有持平了解。

守則條文第 E.1.2 條

根據企業管治守則之守則條文第 E.1.2 條，董事會主席應出席股東週年大會。本公司主席兼執行董事崔麗杰女士未能出席本公司於二零二零年六月二十九日舉行之股東週年大會。其他董事（包括三名獨立非執行董事）出席上述大會，伍海于先生擔任大會主席。所有提呈決議案均獲股東於大會上表決正式通過。

董事進行證券交易之標準守則

本公司已採納上市規則附錄十所載標準守則。本公司已於回顧期間內向全體董事就任何不遵守標準守則作出特別查詢，並取得全體董事確認其已全面遵守標準守則所載準則。

股息

董事會不建議派付截至二零二零年六月三十日止六個月之股息（截至二零一九年六月三十日止六個月：無）。

Other Information 其他資料

AUDIT COMMITTEE REVIEW

An audit committee of the Company (the “**Audit Committee**”) has been established for the purposes of reviewing and providing supervision over the financial reporting process and internal controls of the Group. The Audit Committee comprises three independent non-executive Directors. The Group’s condensed consolidated financial statements for the six months ended 30 June 2020 have been reviewed and approved by the Audit Committee.

REVIEW OF INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION

The Group’s unaudited interim condensed consolidated financial information for the six months ended 30 June 2020 has been reviewed by the Audit Committee of the Company and by HLB Hodgson Impey Cheng Limited in accordance with Hong Kong Standard on Review Engagements 2400 (Revised), “Engagements to Review Historical Financial Statements” issued by the HKICPA.

On behalf of the Board

Imperial Pacific International Holdings Limited

Cui Li Jie

Chairperson and Executive Director

Hong Kong, 31 August 2020

In the event of any inconsistency, the English text of this report shall prevail over the Chinese text.

審核委員會之審閱

本公司審核委員會(「**審核委員會**」)已告成立以審閱及監察本集團之財務申報制度及內部監控程序。審核委員會由三名獨立非執行董事組成。本集團截至二零二零年六月三十日止六個月之簡明綜合財務報表已由審核委員會審閱及批准。

審閱中期簡明綜合財務資料

本集團截至二零二零年六月三十日止六個月之未經審核中期簡明綜合財務資料已經由本公司審核委員會及國衛會計師事務所有限公司根據香港會計師公會頒佈之香港審閱委聘準則第2400號(經修訂)「審閱歷史財務報表之委聘」審閱。

代表董事會

博華太平洋國際控股有限公司

主席兼執行董事

崔麗杰

香港，二零二零年八月三十一日

本報告之中英文本如有任何歧義，概以英文本為準。

Independent Practitioners' Review Report 獨立執業會計師審閱報告



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TO THE BOARD OF DIRECTORS OF IMPERIAL PACIFIC INTERNATIONAL HOLDINGS LIMITED

(incorporated in the Bermuda with limited liability)

致博華太平洋國際控股有限公司董事會

(於百慕達註冊成立的有限公司)

INTRODUCTION

We have reviewed the condensed consolidated interim financial statements of Imperial Pacific International Holdings Limited (the “**Company**”) and its subsidiaries (collectively referred to as the “**Group**”) set out on pages 30 to 64, which comprise the condensed consolidated statement of financial position as of 30 June 2020 and the related condensed consolidated statement of profit or loss and other comprehensive income, condensed consolidated statement of changes in equity and condensed consolidated statement of cash flows for the six months period then ended, and certain explanatory notes (the “**condensed consolidated interim financial statements**”). The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited require the preparation of a report on interim financial information to be in compliance with the relevant provisions thereof and Hong Kong Accounting Standard 34 “Interim Financial Reporting” (“**HKAS 34**”) issued by the Hong Kong Institute of Certified Public Accountants. The directors of the Company are responsible for the preparation and presentation of the condensed consolidated interim financial statements in accordance with HKAS 34. Our responsibility is to express a conclusion on the condensed consolidated interim financial statements based on our review, and to report our conclusion solely to you, as a body, in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

緒言

吾等已審閱列載於第30至64頁的博華太平洋國際控股有限公司(「**貴公司**」)及其附屬公司(統稱「**貴集團**」)簡明綜合中期財務報表，當中包括於二零二零年六月三十日的簡明綜合財務狀況表以及截至該日止六個月期間的相關簡明綜合損益及其他全面收益表、簡明綜合權益變動表及簡明綜合現金流量表連同若干闡釋附註(「**簡明綜合中期財務報表**」)。香港聯合交易所有限公司證券上市規則規定，就中期財務資料編製的報告必須符合當中有關條文及香港會計師公會頒佈的香港會計準則第34號「中期財務報告」(「**香港會計準則第34號**」)。貴公司的董事須負責根據香港會計準則第34號編製及呈列簡明綜合中期財務報表。吾等的責任是基於吾等的審閱工作，對該等簡明綜合中期財務報表作出結論，並按協定委聘條款僅向董事會整體呈報吾等結論，除此之外，不可作其他用途。吾等概不就本報告內容向任何其他人士承擔或負上任何責任。

Independent Practitioners' Review Report

獨立執業會計師審閱報告

SCOPE OF REVIEW

We conducted our review in accordance with Hong Kong Standard on Review Engagements 2400 (Revised) "Engagements to Review Historical Financial Statements" ("HKSRE 2400 (Revised)") issued by the Hong Kong Institute of Certified Public Accountants. HKSRE 2400 (Revised) requires us to conclude whether anything has come to our attention that causes us to believe that the condensed consolidated interim financial statements, taken as a whole, are not prepared in all material respects in accordance with the applicable financial reporting framework. This standard also requires us to comply with relevant ethical requirements. A review of financial statements in accordance with HKSRE 2400 (Revised) is a limited assurance engagement. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, as appropriate, and applying analytical and other review procedures.

A review is substantially less in scope than an audit conducted in accordance with Hong Kong Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

CONCLUSION

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

MATERIAL UNCERTAINTY RELATED TO GOING CONCERN

We draw attention to note 2.1 to the condensed consolidated interim financial statements which indicates that the Group incurred a net loss of HK\$797,924,000 during the six-month period ended 30 June 2020 and, as of that date, had net current liabilities of HK\$5,421,453,000, net liabilities of HK\$731,782,000, capital commitments of HK\$511,958,000 as disclosed in note 18 to the condensed consolidated interim financial statements and event after the reporting period as disclosed in note 21 to the condensed consolidated interim financial statements.

審閱範圍

吾等已根據香港會計師公會頒佈的香港審閱委聘準則第2400號(修訂本)「審閱過往財務報表的委聘」(「香港審閱委聘準則第2400號(修訂本)」)進行審閱。根據香港審閱委聘準則第2400號(修訂本)的要求，吾等應就任何令吾等相信簡明綜合中期財務報表在各重大方面未有根據適用財務報告框架編製的事項進行總結，該準則亦要求吾等遵守相關道德規範。根據香港審閱委聘準則第2400號(修訂本)審閱財務報表為有限鑒證工作。審閱中期財務資料包括主要向財務及會計事務的負責人員作出查詢(如適用)，並進行分析及其他審閱程序。

審閱範圍遠小於根據香港核數準則進行審核的範圍，故吾等不能保證吾等將知悉在審核中可能發現的所有重大事項。因此，吾等並不發表審核意見。

結論

基於吾等的審閱工作，吾等並無發現任何事項，令吾等相信簡明綜合中期財務報表在各重大方面未有根據香港會計準則第34號編製。

與持續經營相關之重大不明朗因素

吾等注意到簡明綜合中期財務報表附註2.1，當中顯示 貴集團於截至二零二零年六月三十日止六個月期間產生虧損淨額797,924,000港元及截至該日的流動負債淨額5,421,453,000港元、負債淨額731,782,000港元、簡明綜合中期財務報表附註18所披露之資本承擔511,958,000港元以及簡明綜合中期財務報表附註21所披露之報告期後事項。

Independent Practitioners' Review Report

獨立執業會計師審閱報告

MATERIAL UNCERTAINTY RELATED TO GOING CONCERN (Continued)

We also draw attention to note 19 to the condensed consolidated interim financial statements which indicates that the principal subsidiary of the Group that holds the gaming license is subject to regulatory oversight in respect of its compliance with the relevant laws and regulations including, inter alia, the Bank Secrecy Act ("BSA"). This subsidiary received a letter from the Financial Crimes Enforcement Network ("FinCEN") of the US Department of the Treasury dated 4 March 2020, which indicated that there were apparent violations of the BSA and its implementing regulations based on its prior examination, and has requested the subsidiary to provide certain information and documents relevant to its compliance with these regulatory requirements from 2016 and up to the current date, before FinCEN evaluates the assessment of any civil money penalties or to take additional enforcement action. The Group is in the process of preparing for the required information and documents for submission to FinCEN.

These conditions, along with other matters as set forth in notes 2.1, note 18, note 19 and note 21, indicate the existence of a material uncertainty which may cast significant doubt on the Group's ability to continue as a going concern. Our review conclusion is not modified in respect of this matter.

OTHER MATTER

The comparatives in the condensed consolidated statement of profit or loss and other comprehensive income, the condensed consolidated statement of changes in equity and the condensed consolidated statement of cash flows for the six months period ended 30 June 2020, and the related explanatory notes have not been reviewed in accordance with HKSRE 2400 (Revised) or audited.

HLB Hodgson Impey Cheng Limited
Certified Public Accountants

Hon Koon Fai, Alex
Practising Certificate Number: P05029

Hong Kong, 31 August 2020

與持續經營相關之重大不明朗因素(續)

吾等亦注意到簡明綜合中期財務報表附註19，當中顯示 貴集團持有博彩牌照之主要附屬公司就其遵守相關法律及法規(包括(其中包括)銀行保密法(「銀行保密法」))受到規管監督。該附屬公司接獲美國財政部金融罪行執法網絡(「金融罪行執法網絡」)所發出日期為二零二零年三月四日之函件，指出根據先前進行之調查存在可能違反銀行保密法及其實施條例之情況，並要求該附屬公司提供自二零一六年至今與遵守此等監管規定有關之若干資料及文件後，金融罪行執法網絡方會評估是否施加任何民事罰款或採取其他執法行動。 貴集團現正準備將向金融罪行執法網絡提交之所需資料及文件。

該等情況連同附註2.1、附註18、附註19及附註21所載其他事宜，反映存在重大不明朗因素可能對 貴集團繼續持續經營的能力構成重大疑問。吾等並無就該事宜修訂吾等的審閱結論。

其他事項

截至二零二零年六月三十日止六個月期間的簡明綜合損益及其他全面收益表、簡明綜合權益變動表及簡明綜合現金流量表的比較數字，以及相關闡釋附註並未經根據香港審閱委聘準則第2400號(修訂本)進行審閱或審核。

國衛會計師事務所有限公司
香港執業會計師

韓冠輝
執業證書編號：P05029

香港，二零二零年八月三十一日

Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income

簡明綜合損益及其他全面收益表

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	26,672
Cost of sales	銷售成本		(79,659)
Gross (loss)/profit	毛(損)/利		(52,987)
Other income, gains and losses, net	淨其他收入、收益及虧損		15,890
Selling and marketing expenses	銷售及市場推廣開支		(1,294)
Operating and administrative expenses	經營及行政開支		(439,119)
Impairment losses recognised for trade receivables, net	確認應收貿易賬款之減值虧損淨額	11	(222,120)
Share-based payments	以股份為基礎之付款		(527)
Finance costs	財務費用	6	(96,921)
Share of loss of a joint venture	應佔合營企業虧損		(846)
Loss before tax	除稅前虧損	5	(797,924)
Income tax expenses	所得稅開支	7	-
Loss for the period attributable to owners of the Company	本公司持有人應佔期內虧損		(797,924)
OTHER COMPREHENSIVE (LOSS)/ INCOME	其他全面(虧損)/收入		
Other comprehensive loss that may be reclassified to profit or loss in subsequent periods:	於其後期間可能重新分類至損益之其他全面虧損：		
Exchange differences on translation of foreign operations	換算海外業務產生之匯兌差額		(49,725)
Reclassification for foreign operation disposed of during the period	期內出售海外業務重新分類		(2)

Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income

簡明綜合損益及其他全面收益表

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	
Net other comprehensive loss that may be reclassified to profit or loss in subsequent periods	於其後期間可能重新分類至損益之其他全面虧損淨額		(49,727) (16,999)
Other comprehensive (loss)/income that will not be reclassified to profit or loss in subsequent periods:	於其後期間不會重新分類至損益之其他全面(虧損)/收入:		
Equity investments designed at fair value through other comprehensive income:	指定為按公允價值計入其他全面收入之股本投資:		
Changes in fair value	公允價值變動		(3,131) 1,982
Net other comprehensive (loss)/income that will not be reclassified to profit or loss in subsequent periods:	於其後期間不會重新分類至損益之其他全面(虧損)/收入淨額:		(3,131) 1,982
OTHER COMPREHENSIVE LOSS FOR THE PERIOD	期內其他全面虧損		(52,858) (15,017)
TOTAL COMPREHENSIVE LOSS ATTRIBUTABLE TO OWNERS OF THE COMPANY	本公司持有人應佔全面虧損總額		(850,782) (1,894,961)
LOSS PER SHARE ATTRIBUTABLE TO OWNERS OF THE COMPANY	本公司持有人應佔每股虧損		
— Basic	— 基本	9	HK(0.56) cents 港仙 HK(1.31)cents 港仙
— Diluted	— 攤薄		HK(0.56) cents 港仙 HK(1.31)cents 港仙

Condensed Consolidated Statement of Financial Position

簡明綜合財務狀況表

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 ASSETS				
	非流動資產			
Property, plant and equipment	物業、廠房及設備	10	7,187,435	7,086,635
Right-of-use assets	使用權資產		214,918	231,178
Investment in a joint venture	於合營企業之投資		148,491	149,283
Prepayment, deposits and other receivables	預付款項、按金及其他應收款項		12,456	29,069
Equity investments designated at fair value through fair value through other comprehensive income	指定為按公允價值計入其他全面收入之股本投資		5,342	8,473
Total non-current assets	非流動資產總值		<u>7,568,642</u>	<u>7,504,638</u>
CURRENT ASSETS				
	流動資產			
Inventories	存貨		24,107	23,466
Trade receivables	應收貿易賬款	11	1,902,379	2,124,660
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項		303,818	346,362
Restricted bank deposits	受限制銀行存款		44,400	44,621
Cash and cash equivalents	現金及現金等值物		62,254	100,497
Total current assets	流動資產總值		<u>2,336,958</u>	<u>2,639,606</u>
CURRENT LIABILITIES				
	流動負債			
Trade payables	應付貿易賬款	12	74,337	77,023
Other payables and accruals	其他應付款項及應計款項	13	3,146,773	2,643,694
Other borrowings	其他借款	14	1,158,378	1,358,405
Lease liabilities	租賃負債		13,053	23,240
Contract liabilities	合約負債		2,649,816	2,622,360
Unsecured bonds and notes	無抵押債券及票據	15	608,965	480,357
Loans from a joint venture	合營企業之貸款		8,477	10,046
Tax payable	應付稅項		98,612	99,063
Total current liabilities	流動負債總額		<u>7,758,411</u>	<u>7,314,188</u>

Condensed Consolidated Statement of Financial Position

簡明綜合財務狀況表

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)
NET CURRENT LIABILITIES	流動負債淨額		(5,421,453)	(4,674,582)
TOTAL ASSETS LESS CURRENT LIABILITIES	資產總值減流動負債		2,147,189	2,830,056
NON-CURRENT LIABILITIES	非流動負債			
Other payable and accruals	其他應付款項及應計款項	13	319,775	418,157
Other borrowings	其他借款	14	2,489,226	2,092,351
Lease liabilities	租賃負債		20,931	21,741
Unsecured bonds and notes	無抵押債券及票據	15	49,039	176,894
Total non-current liabilities	非流動負債總額		2,878,971	2,709,143
NET (LIABILITIES)/ASSETS	(負債淨額)/資產淨值		(731,782)	120,913
CAPITAL AND RESERVES	資本及儲備			
Share capital	股本	16	71,492	71,492
Reserves	儲備		(803,274)	49,421
(DEFICIENCY IN ASSETS)/ TOTAL EQUITY	(資產虧絀)/總權益		(731,782)	120,913

Condensed Consolidated Statement of Changes in Equity

簡明綜合權益變動表

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 owners of the Company 本公司持有人應佔								Total equity/ (deficiency in assets) 總權益/ (資產虧絀)
		Share capital 股本 HK\$'000 千港元	Convertible notes reserves 可換股票據儲備 HK\$'000 千港元	Share premium account 股份溢價賬 HK\$'000 千港元	Share option reserve 購股權儲備 HK\$'000 千港元	Exchange reserve 匯兌儲備 HK\$'000 千港元	Other reserve 其他儲備 HK\$'000 千港元	Investments reserved (non-recycling) 投資儲備(不可轉回) HK\$'000 千港元	Accumulated losses 累計虧損 HK\$'000 千港元	
At 1 January 2019	於二零一九年一月一日	71,492	1,480,332	2,265,796	73,218	38,374	45,000	(97,582)	(2,986,377)	890,253
Loss for the period	期內虧損	-	-	-	-	-	-	-	(1,879,944)	(1,879,944)
Other comprehensive loss for the period:	期內其他全面虧損：									
Changes in fair value of equity investments designated at fair value through other comprehensive income, net	指定為按公允價值計入其他全面收入之股本投資之公允價值變動淨額	-	-	-	-	-	-	1,982	-	1,982
Exchange differences on translation of foreign operations	換算海外業務產生之匯兌差額	-	-	-	-	(16,999)	-	-	-	(16,999)
Total comprehensive loss for the period	期內全面虧損總額	-	-	-	-	(16,999)	-	1,982	(1,879,944)	(1,894,961)
Equity-settled share option arrangements	權益結算購股權安排	-	-	-	5,906	-	-	-	-	5,906
Deemed capital contribution from a shareholder (note 15)	視為一名股東出資(附註15)	-	-	-	-	-	54,277	-	-	54,277
At 30 June 2019 (unaudited)	於二零一九年六月三十日(未經審核)	71,492	1,480,332	2,265,796	79,124	21,375	99,277	(95,600)	(4,866,321)	(944,525)

Condensed Consolidated Statement of Changes in Equity

簡明綜合權益變動表

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 owners of the Company 本公司持有人應佔									
		Share capital	Convertible notes reserves	Share premium account	Share option reserve	Exchange reserve	Other reserve	Perpetual loans	Investments reserved (non-recycling)	Accumulated losses	Total equity/ (deficiency) in assets
		股本	可換股票據儲備	溢價賬	購股權儲備	匯兌儲備	其他儲備	永續貸款	(不可轉回) 投資儲備	累計虧損	(資產虧絀) 總權益/
		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
At 31 December 2019	於二零一九年十二月三十一日	71,492	1,480,332*	2,265,796*	77,759*	9,910*	99,277*	3,112,310*	(107,580)*	(6,888,383)*	120,913
Loss for the period	期內虧損	-	-	-	-	-	-	-	-	(797,924)	(797,924)
Other comprehensive loss for the period:	期內其他全面虧損：										
Changes in fair value of equity investments designated at fair value through other comprehensive income, net	指定為按公允價值計入其他全面收入之股本投資之公允價值變動淨額	-	-	-	-	-	-	-	(3,131)	-	(3,131)
Exchange differences on translation of foreign operations	換算海外業務產生之匯兌差額	-	-	-	-	(49,725)	-	-	-	-	(49,725)
Reclassification for foreign operation disposed of during the period	期內已出售海外業務之重新分類	-	-	-	-	(2)	-	-	-	-	(2)
Total comprehensive loss for the period	期內全面虧損總額	-	-	-	-	(49,727)	-	-	(3,131)	(797,924)	(850,782)
Equity-settle share option arrangements	權益結算購股權安排	-	-	-	527	-	-	-	-	-	527
Transfer of reserve upon the lapse of share options	購股權失效時轉移儲備	-	-	-	(4,151)	-	-	-	-	4,151	-
Repayment on perpetual loans	償還永續貸款	-	-	-	-	-	-	(2,440)	-	-	(2,440)
At 30 June 2020 (unaudited)	於二零二零年六月三十日(未經審核)	71,492	1,480,332*	2,265,796*	74,135*	(39,817)*	99,277*	3,109,870*	(110,711)*	(7,682,156)*	(731,782)

* These reserve accounts comprise the consolidated negative reserves of HK\$803,274,000 (31 December 2019: consolidated reserves of HK\$49,421,000) in the condensed consolidated statement of financial position as at 30 June 2020.

* 此等儲備賬目包括於二零二零年六月三十日之簡明綜合財務狀況表內之綜合負儲備803,274,000港元(二零一九年十二月三十一日：綜合儲備49,421,000港元)。

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 flows generated from operating activities	經營業務所得之現金流量淨額	3,776	4,237
Cash flows from investing activities	來自投資業務之現金流量		
Purchases of items of property, plant and equipment	購買物業、廠房及設備項目	(253,322)	(467,033)
Decrease in restricted bank deposit	受限制銀行存款減少	-	9,473
Other investing cash flows	其他投資現金流量	-	730
Net cash flows used in investing activities	投資業務所用之現金流量淨額	(253,322)	(456,830)
Cash flows from financing activities	來自融資業務之現金流量		
Proceeds from other borrowings	來自其他借款之所得款項	250,819	1,513,458
Repayment of other borrowings	償還其他借款	(21,613)	(799,914)
Proceeds from loans from related parties	來自關聯方之貸款之所得款項	-	131,887
Repayment of loans from related parties	償還來自關聯方之貸款	-	(211,010)
Redemption of CB2017	贖回二零一七年可換股債券	-	(50,000)
Principal portion of lease payments	租賃款項之本金部分	(15,635)	(16,542)
Other cash flows arising from financing activities	融資業務產生之其他現金流量	(2,440)	(104,804)
Net cash flows from financing activities	融資業務所得之現金流量淨額	211,131	463,015
Net (decrease)/increase in cash and cash equivalents	現金及現金等值物(減少)/增加淨額	(38,415)	10,422
Cash and cash equivalents at beginning of period	期初之現金及現金等值物	100,497	58,153
Effect of foreign exchange rate changes, net	匯率變動之影響淨額	172	1,075
Cash and cash equivalents at end of period	期末之現金及現金等值物	62,254	69,650
Analysis of balances of cash and cash equivalents	現金及現金等值物結餘分析		
Cash and bank balances	現金及銀行結餘	62,254	69,650

Notes to Interim Financial Information

中期財務資料附註

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

Imperial Pacific International Holdings Limited (the “**Company**”) was incorporated in Bermuda as an investment holding company with limited liability under the Companies Act 1981 of Bermuda. The address of its registered office is Clarendon House, 2 Church Street, Hamilton HM11, Bermuda. The principal place of business is Units 05–06, 16th Floor, Global Trade square, No. 21 Wong Chuk Hang Road, Hong Kong. The Company’s shares are listed on The Main Board of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

During the period, the Company and its subsidiaries (collectively referred to as the “**Group**”) are principally engaged in the gaming and resort business, including the development of an integrated resort on the Island of Saipan, Commonwealth of the Northern Mariana Islands (“**CNMI**”).

In the opinion of the Directors, Inventive Star Limited (“**Inventive Star**”), a company incorporated in the British Virgin Islands, is the ultimate holding company of the Company and Ms. Cui Li Jie (“**Ms. Cui**”) is the ultimate controlling party.

2.1 BASIS OF PRESENTATION

Despite that the Group reported a net loss of approximately HK\$797,924,000 for the six months ended 30 June 2020 and had net current liabilities of approximately HK\$5,421,453,000, net liabilities of approximately HK\$731,782,000 and capital commitments of approximately HK\$511,958,000 as at 30 June 2020 as detailed in note 18 to condensed consolidated interim financial statements, and the expected impact from the coronavirus disease 2019 (“**COVID-19**”) pandemic as disclosed on note 21, the Directors consider that the Group will have adequate funds available to enable it to operate as a going concern, based on the Group’s profit forecast and cash flow projection which, inter alia, take into account the past actual operating performance of the Group and the following:

- (a) as at the end of the reporting period, the Company has unutilised credit facility of US\$350,000,000 (equivalent to HK\$2,712,664,000) from an independent third party for its working capital needs. The total facility amount is US\$500,000,000 (equivalent to HK\$3,875,234,000), of which an amount of US\$150,000,000 (equivalent to HK\$1,162,570,000) was drawn down as at the end of the reporting period;

1. 公司資料

博華太平洋國際控股有限公司(「**本公司**」)乃根據百慕達一九八一年公司法於百慕達註冊成立為投資控股有限公司。其註冊辦事處地址為Clarendon House, 2 Church Street, Hamilton HM11, Bermuda, 而其主要營業地點為香港黃竹坑道21號環匯廣場16樓05–06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。

期內,本公司及其附屬公司(統稱「**本集團**」)主要從事博彩及度假村業務,包括發展北馬里亞納群島聯邦(「**北馬里亞納**」)塞班島綜合度假村。

董事認為, Inventive Star Limited(「**Inventive Star**」, 一家於英屬處女群島註冊成立之公司)為本公司最終控股公司, 而崔麗杰女士(「**崔女士**」)為最終控制人。

2.1 呈列基準

儘管本集團於截至二零二零年六月三十日止六個月錄得虧損淨額約797,924,000港元, 及於二零二零年六月三十日有流動負債淨額約5,421,453,000港元、負債淨額約731,782,000港元及資本承擔約511,958,000港元(詳情見簡明綜合中期財務報表附註18及附註21所披露二零一九年冠狀病毒病(「**COVID-19**」)疫情的預期影響), 惟基於本集團的溢利預測及現金流預測, 董事認為, 本集團將有足夠可用資金, 讓其可持續經營, 當中已考慮(其中包括)本集團之過往實際經營表現及下列各項:

- (a) 於報告期間結束後, 本公司有來自獨立第三方之未動用信貸融資350,000,000美元(相當於2,712,664,000港元)供其營運資金所需。融資總金額為500,000,000美元(相當於3,875,234,000港元), 截至報告期末止, 已提取其中150,000,000美元(相當於1,162,570,000港元);

Notes to Interim Financial Information

中期財務資料附註

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

2.1 BASIS OF PRESENTATION (Continued)

- (b) the Company has obtained unsecured credit facilities in aggregate amounts of HK\$490,000,000 from certain independent third parties;
- (c) Inventive Star and other related parties have undertaken to provide additional funding to finance the Group's operations and capital investments as and when necessary;
- (d) the management will consider other financing arrangements with a view to increasing the Group's capitalisation/equity; and
- (e) the management will consider to refinance and/or rollover the Group's existing loans with a view to improving the Group's liquidity.

Further details are set out in note 21 for events after the reporting period.

The Directors believe that, taking into account the above factors, the Group will have sufficient working capital to satisfy its present requirements for at least the next 12 months from the end of the reporting period. However, should the above financing be unavailable, the Group may be unable to continue as a going concern, in which case adjustments might have to be made to the carrying values of the Group's assets to state them at their realisable values, to provide for any further liabilities which might arise and to reclassify its non-current assets and non-current liabilities to current assets and current liabilities, respectively. The effect of these adjustments has not been reflected in the condensed consolidated interim financial statements.

2.1 呈列基準 (續)

- (b) 本公司已向若干獨立第三方取得無抵押信貸融資合計金額490,000,000港元；
- (c) Inventive Star及其他關聯方已承諾提供額外資金以撥資本集團營運及資本投資(如必要)；
- (d) 管理層將考慮其他融資安排以增加本集團之市值/權益；及
- (e) 管理層會考慮將本集團現有貸款進行再融資及/或延期以改善本集團之流動資金。

有關報告期後事項之進一步詳情載於附註21。

董事經考慮上述因素後認為，本集團將有足夠營運資金滿足其自報告期間結束後起計至少未來12個月之現時需求。然而，倘未能取得上述資金，本集團可能無法持續經營，於該情況下，可能需對本集團資產的賬面值作出調整，按其可變現價值列賬，就可能產生的任何其他負債作出撥備及將其非流動資產及非流動負債分別重新分類為流動資產及流動負債。有關調整之影響並無於簡明綜合中期財務報表反映。

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2.1 BASIS OF PRESENTATION (Continued)

Compliance with Casino License Agreement

As disclosed in the note 19(b) to the condensed consolidated interim financial statements, the Group was subject to a Bank Secrecy Act (“BSA”) compliance examination during 2017 by the Financial Crimes Enforcement Network (“FinCEN”). The Group received a letter from the FinCEN dated 4 March 2020, which requested the Group to provide certain information and documents relevant to compliance with the BSA requirements from October 2016 through the present. FinCEN has indicated in the letter that there were apparent violations of the BSA and its implementing regulations and it is considering whether to impose civil money penalty or take additional enforcement action against the Group. As of the date of issuance of these condensed consolidated interim financial statements, the Group is still in the process of preparing for the required information and documents. The Directors believe it is not practicable for the Company to accurately predict the resolution of this matter, including timing or any possible impact to the Group. Notwithstanding the aforesaid, the Directors have made a provision for the estimated civil money penalty in respect of the identified and potential violations, and the Group has been and is under normal operation, save for the temporary closure of its casino operation in Saipan due to the COVID-19 outbreak as further disclosed in note 21 to the condensed consolidated interim financial statements. Based on the Group’s external and internal legal counsel’s advice, the Directors believe that the ongoing investigation would not result in a material breach (“Material Breach”) of the provisions of the Group’s Casino License Agreement (“CLA”) or the Commonwealth Casino Commission (“CCC”)’s regulations.

However, should the above matter be construed as a Material Breach, the Group might then not be able to continue as a going concern, in which case adjustments might have to be made to the carrying values of the Group’s assets to state them at their realisable values, to provide for any further liabilities which might arise and to reclassify its non-current assets and non-current liabilities to current assets and current liabilities, respectively. The effect of these adjustments has not been reflected in the condensed consolidated interim financial statements.

2.1 呈列基準 (續)

遵守娛樂場牌照協議

誠如簡明綜合中期財務報表附註19(b)所披露，本集團於二零一七年受金融罪行執法網絡(「金融罪行執法網絡」)進行之銀行保密法(「銀行保密法」)合規檢查。本集團接獲金融罪行執法網絡所發出日期為二零二零年三月四日之函件，要求本集團提供自二零一六年十月至今與遵守銀行保密法規定有關之若干資料及文件。金融罪行執法網絡在函件中指出，存在可能違反銀行保密法及其實施條例之情況，並正在考慮是否對本集團施加民事罰款或採取其他執法行動。截至刊發該等簡明綜合中期財務報表日期，本集團仍在準備所需資料及文件。董事相信，本公司準確預測此事宜之解決方案(包括需時長短或對本集團可能造成之影響)並不可行。儘管有上文所述，董事已就所識別及潛在違規情況之估計民事罰款計提撥備，除簡明綜合中期財務報表附註21所進一步披露因COVID-19疫情爆發以致其塞班島娛樂場暫時停業外，本集團一直及現正保持正常營運。根據本集團外聘及內部法律顧問意見，董事相信，持續調查不會導致嚴重違反本集團娛樂場牌照協議(「娛樂場牌照協議」)之條文或聯邦賭場委員會(「聯邦賭場委員會」)之法規(「嚴重違規」)。

然而，倘上述事宜被詮釋為嚴重違規，則本集團可能無法持續經營，在此情況下，可能須對本集團資產之賬面值進行調整，以按其可變現價值列報，就可能產生之任何其他負債計提撥備，並將其非流動資產及非流動負債分別重新分類為流動資產及流動負債。此等調整之影響並無在簡明綜合中期財務報表反映。

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截至二零二零年六月三十日止六個月

2.2 BASIS OF PREPARATION AND ACCOUNTING POLICIES

The unaudited condensed consolidated interim financial statements for the six months ended 30 June 2020 has been prepared in accordance with Hong Kong Accounting Standard 34 (“**HKAS 34**”) “*Interim Financial Reporting*” issued by the Hong Kong Institute of Certified Public Accountants (“**HKICPA**”) as well as with the applicable disclosure requirements of Appendix 16 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

Other than additional accounting policies resulting from application of amendments to Hong Kong Financial Reporting Standards (“**HKFRSs**”), the accounting policies and methods of computation used in the condensed consolidated interim 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.

The unaudited condensed consolidated interim financial statements has been prepared under the historical cost convention, except for equity investments designated at fair value through other comprehensive income (“**FVOCI**”), which have been measured at fair value. This unaudited condensed consolidated interim financial statements is presented in Hong Kong dollars (“**HK\$**”) and all values are rounded to the nearest thousand except when otherwise indicated.

2.2 編製基準及會計政策

截至二零二零年六月三十日止六個月之未經審核簡明綜合中期財務報表乃根據香港會計師公會(「香港會計師公會」)頒佈之香港會計準則第34號(「香港會計準則第34號」)「中期財務報告」以及香港聯合交易所有限公司證券上市規則附錄16的適用披露規定編製。

除因應用香港財務報告準則(「香港財務報告準則」)的修訂本而產生的新增會計政策外，截至二零二零年六月三十日止六個月之簡明綜合中期財務報表所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。

除指定為按公允價值計入其他全面收入(「按公允價值計入其他全面收入」)並按公允價值計量之股本投資外，未經審核簡明綜合中期財務報表乃按歷史成本法編製。除另有說明者，本未經審核簡明綜合中期財務報表乃以港元(「港元」)呈列，而全部價值均調整至最近千元。

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截至二零二零年六月三十日止六個月

2.3 APPLICATION OF AMENDMENTS TO HKFRSs

In the current interim period, the Group has applied the Amendments to References to the Conceptual Framework in HKFRS Standards and the following amendments to HKFRSs issued by the HKICPA, for the first time, which are mandatorily effective for the annual period beginning on or after 1 January 2020 for the preparation of the Group's condensed consolidated financial statements:

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

The adoption of the Amendments to References to the Conceptual Framework in HKFRS Standards and the amendments to HKFRSs in the current period has had no material impact on the Group's financial positions and performance for the current and prior periods and/or on the disclosures set out in these condensed consolidated interim financial statements.

2.3 應用香港財務報告準則之修訂本

於本中期期間，本集團於編製本集團簡明綜合財務報表時已首次應用由香港會計師公會頒佈的香港財務報告準則中對概念框架的提述之修訂本及以下香港財務報告準則之修訂本，該等修訂本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 (修訂本)	重大之定義
香港財務報告準則第3號 (修訂本)	業務之定義
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

於本期間採納香港財務報告準則中對概念框架的提述之修訂本及香港財務報告準則之修訂本並無對本集團於本期間及過往期間的財務狀況及表現及／或該等簡明綜合中期財務報表所載的披露造成重大影響。

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3. OPERATING SEGMENT INFORMATION

The Group is principally engaged in the gaming and resort business, including the development of an integrated resort on the Island of Saipan. No separate operating segment information is presented as the Group has only one operating segment.

Geographical information is not presented since all of the Group's revenue was derived from the Island of Saipan, where the Group provides the services to its customers. Over 95% of the Group's non-current assets are located in the Island of Saipan. Accordingly, the presentation of geographical information would provide no additional useful information to the users of this condensed consolidated interim financial statements.

4. REVENUE

The Group's revenue is as follows:

3. 經營分部資料

本集團主要從事博彩及度假村業務，包括發展塞班島綜合度假村。由於本集團僅有一個經營分部，故並無呈列個別經營分部資料。

由於本集團所有收益均來自塞班島（本集團向其客戶提供服務之地點），故並無呈列地區資料。本集團超過95%之非流動資產位於塞班島。因此，呈列地區資料不會向本簡明綜合中期財務報表使用者提供有用的額外資料。

4. 收益

本集團之收益如下：

		For the 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)
VIP gaming operations	貴賓博彩業務	(24,728)	254,705
Mass gaming operations	中場博彩業務	32,837	97,757
Slot machines and Electronic Table Game ("ETG") gaming operations	角子機及電子桌面博彩 ("電子桌面博彩")業務	12,762	30,058
Food and beverage	餐飲	5,801	16,918
		26,672	399,438

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截至二零二零年六月三十日止六個月

5. LOSS BEFORE TAX

The Group's loss before tax is arrived at after charging/
(crediting):

5. 除稅前虧損

本集團之除稅前虧損已扣除／(計入)以下各項後達致：

		For the 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)
Cost of inventories sold*	已出售存貨成本*	1,639	4,491
Business gross revenue tax ("BGRT")	營業總收益稅 (「營業總收益稅」)	1,185	19,554
Depreciation of property, plant and equipment	物業、廠房及設備折舊	125,480	114,160
Depreciation of right-of-use assets	使用權資產折舊	14,574	18,110
Casino licence fees*	娛樂場牌照費*	60,158	58,822
Rental expenses of short-term leases	短期租賃之租金開支	1,446	10,958
Foreign exchange differences, net	匯兌差額淨額	84	(35,431)
Loss on disposal/write-off of items of property, plant and equipment**	出售／撇銷物業、廠房及 設備項目虧損**	–	446
Fair value loss on derivative financial instruments, net**	衍生金融工具之公允價值 虧損淨額**	–	23
Dividend income from equity investments designated at FVOCI **	來自指定按公允價值計入 其他全面收入之股本投資 之股息收入**	–	(729)
Gain on disposal of subsidiaries**	出售附屬公司收益**	(15,227)	–
Staff costs (including directors' remuneration):	員工成本(包括董事薪酬)：		
Salaries, bonuses and allowances***	薪金、花紅及津貼***	135,294	262,054
Retirement benefits scheme contributions	退休金計劃供款	131	789
Total staff cost	總員工成本	135,425	262,843
Compensation received from insurance claims**	自保險索償取得賠償**	–	(7,686)

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5. LOSS BEFORE TAX (Continued)

- * Included in "Cost of sales" on the face of the condensed consolidated statement of profit or loss and other comprehensive income.
- ** Included in "Other income, gains and losses, net" on the face of the condensed consolidated statement of profit or loss and other comprehensive income.
- *** Staff costs of HK\$74,049,000 (six months ended 30 June 2019: HK\$128,774,000) included in the above were capitalised under property, plant and equipment.

6. FINANCE COSTS

An analysis of finance costs is as follows:

5. 除稅前虧損(續)

- * 計入簡明綜合損益及其他全面收益表之「銷售成本」內。
- ** 計入簡明綜合損益及其他全面收益表之「淨其他收入、收益及虧損」內。
- *** 計入上文之員工成本74,049,000港元(截至二零一九年六月三十日止六個月: 128,774,000港元)於物業、廠房及設備項下資本化。

6. 財務費用

財務費用分析如下:

		For the 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 lease liabilities	租賃負債利息	2,831	4,726
Interest on other borrowings and loans from related parties	其他借款及來自關聯方之貸款利息	193,324	222,810
Interest on unsecured bonds and notes	無抵押債券及票據之利息	34,905	79,727
Interest on convertible bonds and notes	可換股債券及票據之利息	—	2,091
		231,060	309,354
Less: Interest capitalised*	減: 資本化利息*	(134,139)	(139,387)
		96,921	169,967

* The borrowing costs have been capitalised at the weighted average rate of 11.08% for the six months ended 30 June 2020 (six months ended 30 June 2019: 9.96%).

* 截至二零二零年六月三十日止六個月，借款成本已按加權平均利率11.08%資本化(截至二零一九年六月三十日止六個月: 9.96%)。

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7. INCOME TAX

No provision for Hong Kong profits tax has been made as the Group did not generate any assessable profits arising in Hong Kong during the six months ended 30 June 2020 and 2019. Income tax provision for the six months ended 30 June 2020 and 2019 represents income tax on casino operations for the subsidiaries operating in the CNMI, which is calculated at the applicable tax rates for the six months ended 30 June 2020 and 2019.

7. 所得稅

由於本集團於截至二零二零年及二零一九年六月三十日止六個月內並無在香港產生任何應課稅溢利，故並無就香港利得稅作出撥備。截至二零二零年及二零一九年六月三十日止六個月之所得稅撥備指於北馬里亞納經營之附屬公司就娛樂場業務應繳納之所得稅，乃根據截至二零二零年及二零一九年六月三十日止六個月之適用稅率計算。

		For the 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 — CNMI	即期稅項 — 北馬里亞納		
Charge for the period	期內支出	—	—
Deferred tax	遞延稅項		
Credit for the period	期內抵免	—	(151,370)
Impairment of deferred tax assets	遞延稅項資產減值	—	264,309
Tax charge for the period	期內稅項支出	—	112,939

The Covenant of the CNMI provides for the imposition of the Internal Revenue Code of the United States as the local income tax. CNMI legislation provides for income tax rebates with the descending graduated percentages ranging from 90% to 50% on local income tax on CNMI source income. The CNMI also imposes graduated (1.5% to 5%) BGRT. For casino gaming revenue, the rebate offset amount shall be 100% of the income tax imposed on net gaming revenue taxable income up to US\$15 million. For casino net gaming taxable income in excess of US\$15 million, the rebate offset amount ranges from 90% to 50% of the income tax imposed.

北馬里亞納的契據規定實施美國國內稅收守則作為當地所得稅。北馬里亞納法例規定，所得稅退稅須按就北馬里亞納來源收入徵收之當地所得稅由90%遞減至50%之百分比計算。北馬里亞納亦徵收(由1.5%遞增至5%)營業總收益稅。就博彩收益而言，退稅抵銷金額須為就博彩收益應課稅收入淨額(上限為15,000,000美元)徵收之所得稅之100%。就超過15,000,000美元的賭場博彩收益應課稅收入淨額而言，退稅抵銷金額介乎所徵收所得稅之90%至50%。

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7. INCOME TAX (Continued)

The legislation requires the payment of corporate income tax on CNMI source income only to the extent the pre-rebate income tax exceeds BGRT. The Group records its income tax expenses net of the aforementioned BGRT credit, gaming rebate and income tax rebate.

8. INTERIM DIVIDEND

No dividend was paid or proposed by the Company for the six months ended 30 June 2020 and 2019.

9. LOSS PER SHARE ATTRIBUTABLE TO OWNERS OF THE COMPANY

The calculation of the basic loss per share amounts for the period is based on the loss for the period attributable to owners of the Company, and the weighted average number of ordinary shares of approximately 142,984,808,000 (six months ended 30 June 2019: approximately 142,984,808,000) in issue during the period.

No adjustment had been made to the basic loss per share amount presented for the period ended 30 June 2020 in respect of a dilution as the impact of the share options (2019: share option and convertible bonds) had an anti-dilutive effect on the basic loss per share amount presented.

10. PROPERTY, PLANT AND EQUIPMENT

During the six months ended 30 June 2020, the Group acquired items of property, plant and equipment of approximately HK\$253,322,000 (six months ended 30 June 2019: approximately HK\$529,241,000).

7. 所得稅 (續)

該法例規定，僅在退稅前所得稅超過營業總收益稅之情況下方須就北馬里亞納來源收入繳納企業所得稅。本集團所記錄之所得稅開支已扣除上述營業總收益稅抵免、博彩回饋及所得稅退稅。

8. 中期股息

本公司概無派付或建議派付截至二零二零年及二零一九年六月三十日止六個月之股息。

9. 本公司持有人應佔每股虧損

期內每股基本虧損金額根據本公司持有人應佔期內虧損及期內已發行普通股加權平均數約142,984,808,000股(截至二零一九年六月三十日止六個月：約142,984,808,000股)計算。

由於購股權(二零一九年：購股權及可換股債券)對所呈列每股基本虧損金額具反攤薄效應，故並無就攤薄對截至二零二零年六月三十日止期間呈列之每股基本虧損金額作出調整。

10. 物業、廠房及設備

截至二零二零年六月三十日止六個月，本集團已收購價值為約253,322,000港元之物業、廠房及設備項目(截至二零一九年六月三十日止六個月：約529,241,000港元)。

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11. TRADE RECEIVABLES

The Group's trading terms with customers are mainly on credit. The credit terms are generally 30 days for gaming operations. Each customer has a maximum credit limit. For new customers, payment in advance is normally required. Overdue balances are reviewed regularly by the management. Trade receivables are non-interest bearing.

An ageing analysis of trade receivables as at the end of the reporting period, based on the program end date and net of loss allowance, is 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)	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 month	一個月內	–	20,921
More than 1 month but within 3 months	多於一個月但三個月內	–	41,811
More than 3 months but within 6 months	多於三個月但六個月內	14,871	60,855
More than 6 months but within 1 year	多於六個月但一年內	122,974	218,544
More than 1 year	多於一年	8,913,002	8,743,573
		9,050,847	9,085,704
Less: allowance for expected credit losses	減：預期信貸虧損撥備	(7,148,468)	(6,961,044)
		1,902,379	2,124,660

As at 30 June 2020, the Group had received guarantee deposits of HK\$1,063,784,000 (31 December 2019: HK\$1,069,073,000) from certain patrons/guarantors which can be used to offset against certain of the above trade receivables in an aggregate amount of approximately HK\$1,004,332,000 (31 December 2019: HK\$1,009,386,000) due from certain casino patrons in the event that the Group cannot recover the trade receivable amounts from these patrons in the normal course of its business.

11. 應收貿易賬款

本集團與客戶之交易條款主要為信貸形式。博彩業務之信貸期一般為30日。各客戶均有最高信貸限額。新客戶則通常需要預先付款。管理層會定期審閱逾期結餘。應收貿易賬款為免息。

於報告期末，應收貿易賬款按博彩計劃結算日及扣除虧損撥備之賬齡分析如下：

於二零二零年六月三十日，本集團已收到來自若干客戶／擔保人之保證按金1,063,784,000港元（二零一九年十二月三十一日：1,069,073,000港元），倘本集團未能在日常業務過程中向若干娛樂場客戶收回彼等結欠之若干上述應收貿易賬款，則有關保證按金可用於抵銷此等客戶結欠之有關應收貿易賬款總額約1,004,332,000港元（二零一九年十二月三十一日：1,009,386,000港元）。

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12. TRADE PAYABLES

An ageing analysis of the trade payables as at the end of the reporting period, based on the invoice date, is 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)	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 month	一個月內	7,320	6,928
More than 1 month but within 3 months	多於一個月但三個月內	7,625	6,089
More than 3 months but within 6 months	多於三個月但六個月內	10,981	15,734
More than 6 months but within 1 year	多於六個月但一年內	17,752	12,455
More than 1 year	多於一年	30,659	35,817
		74,337	77,023

The trade payables are non-interest bearing and repayable on demand.

12. 應付貿易賬款

於報告期末，應付貿易賬款按發票日期之賬齡分析如下：

應付貿易賬款為免息及須按要求償還。

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截至二零二零年六月三十日止六個月

13. OTHER PAYABLES AND ACCRUALS

13. 其他應付款項及應計款項

		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)
	Note 附註		
Deposits received	已收按金	477,448	479,822
BGRT payable	應付營業總收益稅	72,985	73,230
Construction related payables	應付建築相關款項	1,313,985	1,230,451
CN 2015 payable	應付二零一五年可換股票據	23,400	23,400
Provision for regulatory matters	監管事宜撥備	202,443	203,449
Other payables and accruals	其他應付款項及應計款項 (a)	<u>1,376,287</u>	<u>1,051,499</u>
		3,466,548	3,061,851
Less: Non-current portion	減：非流動部分	<u>(319,775)</u>	<u>(418,157)</u>
Current portion	流動部分	<u>3,146,773</u>	<u>2,643,694</u>

Note:

- (a) As at 30 June 2020, included in the amount was interest payable of HK\$13,591,000 (31 December 2019: HK\$13,591,000) to related parties.

附註：

- (a) 於二零二零年六月三十日，該款項包括應付關聯方之利息13,591,000港元(二零一九年十二月三十一日：13,591,000港元)。

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中期財務資料附註

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截至二零二零年六月三十日止六個月

14. OTHER BORROWINGS

At the end of the reporting period, the Group's other interest-bearing loans were repayable 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)	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 or on demand	一年內或應要求	1,158,378	1,358,405
In the second year	於第二年	2,489,226	1,730,256
In the third to fifth years	第三至第五年	-	362,095
		3,647,604	3,450,756
Less: Non-current portion	減：非流動部分	(2,489,226)	(2,092,351)
Current portion	流動部分	1,158,378	1,358,405

As at 30 June 2020, the interest-bearing loans are unsecured and interest-bearing at 7% to 13% (31 December 2019: 7%–13%) per annum, save for (i) an interest-bearing loan amount of HK\$35,235,000 (31 December 2019: HK\$42,602,000) which is secured by the Group's aircraft with a carrying amount of HK\$98,422,000 (31 December 2019: HK\$103,116,000) and interest-bearing at LIBOR + 4% per annum; and (ii) an interest-bearing loan amount of HK\$1,162,530,000 (31 December 2019: HK\$1,168,350,000) which is secured by the issued shares of a subsidiary of the Company (the relevant shares charge arrangement has not been completed as of the date of issuance of these condensed consolidated interim financial statements), guaranteed by Mr. Ji Xiaobo ("Mr. Ji"), Ms. Cui and Inventive Star and interest bearing at fixed rate of 12% per annum.

As at 30 June 2020, an aggregate amount of HK\$685,388,000 (31 December 2019: HK\$685,086,000) included in the Group's other interest-bearing loans was pledged by certain patrons/guarantors who have guaranteed the repayment of the trade receivables due from some of the Group's patrons (the "Loan Guarantee"). In the opinion of the directors, based on independent legal advice, the Group has the enforceable right to set off the pledged loans against any irrecoverable trade receivables due from these patrons under the Loan Guarantee.

14. 其他借款

於報告期末，本集團其他計息貸款償還如下：

於二零二零年六月三十日，計息貸款為無抵押及按年利率7厘至13厘（二零一九年十二月三十一日：7厘至13厘）計息，惟(i)計息貸款35,235,000港元（二零一九年十二月三十一日：42,602,000港元）以本集團賬面值為98,422,000港元（二零一九年十二月三十一日：103,116,000港元）之飛機作抵押，並按倫敦銀行同業拆息另加年利率4厘計息；及(ii)計息貸款1,162,530,000港元（二零一九年十二月三十一日：1,168,350,000港元）以本公司附屬公司之已發行股份（相關股份抵押安排於此等簡明綜合中期財務報表刊發日期尚未完成）作抵押且由紀曉波先生（「紀先生」）、崔女士及Inventive Star作擔保，並按固定年利率12厘計息除外。

於二零二零年六月三十日，本集團其他計息貸款中合共685,388,000港元（二零一九年十二月三十一日：685,086,000港元）由若干客戶／擔保人就保證償還本集團部分客戶結欠之應收貿易賬款而抵押（「貸款擔保」）。董事經參考獨立法律意見後認為，本集團擁有可強制執行權利將抵押貸款抵銷貸款擔保項下該等客戶結欠之任何不可收回應收貿易賬款。

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15. UNSECURED BONDS AND NOTES

15. 無抵押債券及票據

	Notes 附註	30 June 2020 (Unaudited) 二零二零年六月三十日 (未經審核)			31 December 2019 (Audited) 二零一九年十二月三十一日 (經審核)		
		Effective interest rate (%) 實際利率 (%)	Maturity 到期	HK\$'000 千港元	Effective interest rate (%) 實際利率 (%)	Maturity 到期	HK\$'000 千港元
Current: 流動：							
— 2017 Notes — 8.5%	(a)	8.65	2021	544,631	8.65	2020	467,290
— 二零一七年票據 — 8.5%			二零二一年			二零二零年	
— 2017 Bonds AI — 5.25%	(b)	9.53	2020	13,340	9.53	2020	13,067
— 二零一七年債券 AI — 5.25%			二零二零年			二零二零年	
— 2018 Bonds AAI — 5.25%	(d)	9.53	2021	24,642	—	—	—
— 二零一八年債券 AAI — 5.25%			二零二一年				
— Promissory notes — 承兌票據	(h)	0-12	2021	26,352	—	—	—
			二零二一年				
				<u>608,965</u>			<u>480,357</u>
Non-current: 非流動：							
Repayable in the second year 於第二年償還							
— 2017 Notes — 8.5%	(a)	—	—	—	8.65	2021	77,880
— 二零一七年票據 — 8.5%						二零二一年	
— 2017 Bonds All — 6%	(c)	9.56	2022	14,136	—	—	—
— 二零一七年債券 All — 6%			二零二二年				
— 2018 Bonds AAI — 5.25%	(d)	—	—	—	9.53	2021	24,151
— 二零一八年債券 AAI — 5.25%						二零二一年	
— Promissory notes — 承兌票據	(h)	—	—	—	0-12	2021	26,499
						二零二一年	
				<u>14,136</u>			<u>128,530</u>

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15. UNSECURED BONDS AND NOTES (Continued)

15. 無抵押債券及票據 (續)

	Notes 附註	30 June 2020 (Unaudited) 二零二零年六月三十日 (未經審核)			31 December 2019 (Audited) 二零一九年十二月三十一日 (經審核)		
		Effective interest rate (%) 實際利率 (%)	Maturity 到期	HK\$'000 千港元	Effective interest rate (%) 實際利率 (%)	Maturity 到期	HK\$'000 千港元
Repayable in the third to fifth years, inclusive 於第三至第五年(包括首尾兩年)償還							
— 2017 Bonds All — 6%	(c)	-	-	-	9.56	2022	13,915
— 二零一七年債券All — 6%						二零二二年	
— 2017 Bonds B — 6%	(f)	9.56	2025	24,177	-	-	-
— 二零一七年債券B — 6%							
— 2018 Bonds AAll — 6%	(e)	9.56	2022	6,469	9.56	2022	6,373
— 二零一八年債券AAll — 6%						二零二二年	
				<u>30,646</u>			<u>20,288</u>
Repayable beyond five years 於五年後償還							
— 2017 Bonds B — 6%	(f)	-	-	-	9.56	2025	23,871
— 二零一七年債券B — 6%						二零二五年	
— 2018 Bonds BB — 6%	(g)	9.56	2025	4,257	9.56	2025	4,205
— 二零一八年債券BB — 6%						二零二五年	
				<u>4,257</u>			<u>28,076</u>
				<u>49,039</u>			<u>176,894</u>

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

15. UNSECURED BONDS AND NOTES (Continued)

Notes:

- (a) On 25 January 2017, 27 January 2017 and 7 February 2017, the Company issued the 2017 Notes — 8.5% with an aggregate principal amount of US\$70,000,000 (approximately HK\$544,631,000) to certain independent third parties, which are interest bearing at 8.5% per annum and repayable on 25 April 2021, 26 January 2021 and 6 February 2021 respectively.
- (b) On 15 September 2017, 20 September 2017, 13 October 2017, 3 November 2017 and 17 November 2017, the Company issued the 2017 Bonds AI — 5.25% with an aggregate principal amount of HK\$13,500,000 to certain independent third parties, which are interest bearing at 5.25% per annum and repayable on 14 September 2020, 19 September 2020, 12 October 2020, 2 November 2020 and 16 November 2020 respectively.
- (c) On 15 September 2017, 3 November 2017 and 9 November 2017, the Company issued the 2017 Bonds All — 6.0% with an aggregate principal amount of HK\$15,000,000 to certain independent third parties, which are interest bearing at 6% per annum and repayable on 14 March 2022, 2 May 2022 and 8 May 2022 respectively.
- (d) On 18 April 2018, 8 May 2018 and 28 May 2018, the Company issued the 2018 Bonds AAI — 5.25% with an aggregate principal amount of HK\$25,500,000 to certain independent third parties, which are interest bearing at 5.25% per annum and repayable on 17 April 2021, 7 May 2021 and 27 May 2021 respectively.
- (e) On 15 May 2018 and 14 June 2018, the Company issued the 2018 Bonds AAll — 6% with an aggregate principal amount of HK\$7,000,000, to certain independent third parties, which are interest bearing at 6% per annum and repayable on 14 November 2022 and 13 December 2022 respectively.
- (f) On 12 September 2017, 6 November 2017 and 20 November 2017, the Company issued the 2017 Bonds B — 6.0% with an aggregate principal amount of HK\$28,000,000 to certain independent third parties, which are interest bearing at 6% per annum and repayable on 11 March 2025, 5 May 2025 and 19 May 2025 respectively.
- (g) On 17 April 2018 and 1 June 2018, the Company issued the 2018 Bonds BB — 6% with an aggregate principal amount of HK\$5,000,000, to certain independent third parties, which are interest bearing at 6% per annum and repayable on 16 October 2025 and 30 November 2025 respectively.

15. 無抵押債券及票據 (續)

附註：

- (a) 於二零一七年一月二十五日、二零一七年一月二十七日及二零一七年二月七日，本公司向若干獨立第三方發行本金總額為70,000,000美元（約544,631,000港元）之二零一七年票據 — 8.5%，按年利率8.5厘計息，並分別須於二零二一年四月二十五日、二零二一年一月二十六日及二零二一年二月六日償還。
- (b) 於二零一七年九月十五日、二零一七年九月二十日、二零一七年十月十三日、二零一七年十一月三日及二零一七年十一月十七日，本公司向若干獨立第三方發行本金總額為13,500,000港元之二零一七年債券AI — 5.25%，按年利率5.25厘計息，並分別須於二零二零年九月十四日、二零二零年九月十九日、二零二零年十月十二日、二零二零年十一月二日及二零二零年十一月十六日償還。
- (c) 於二零一七年九月十五日、二零一七年十一月三日及二零一七年十一月九日，本公司向若干獨立第三方發行本金總額為15,000,000港元之二零一七年債券All — 6.0%，按年利率6厘計息，並分別須於二零二二年三月十四日、二零二二年五月二日及二零二二年五月八日償還。
- (d) 於二零一八年四月十八日、二零一八年五月八日及二零一八年五月二十八日，本公司向若干獨立第三方發行本金總額為25,500,000港元之二零一八年債券AAI — 5.25%，按年利率5.25厘計息，並分別須於二零二一年四月十七日、二零二一年五月七日及二零二一年五月二十七日償還。
- (e) 於二零一八年五月十五日及二零一八年六月十四日，本公司向若干獨立第三方發行本金總額為7,000,000港元之二零一八年債券AAll — 6%，按年利率6厘計息，並分別須於二零二二年十一月十四日及二零二二年十二月十三日償還。
- (f) 於二零一七年九月十二日、二零一七年十一月六日及二零一七年十一月二十日，本公司向若干獨立第三方發行本金總額為28,000,000港元之二零一七年債券B — 6.0%，按年利率6厘計息，並分別須於二零二五年三月十一日、二零二五年五月五日及二零二五年五月十九日償還。
- (g) 於二零一八年四月十七日及二零一八年六月一日，本公司向若干獨立第三方發行本金總額為5,000,000港元之二零一八年債券BB — 6%，按年利率6厘計息，並分別須於二零二五年十月十六日及二零二五年十一月三十日償還。

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15. UNSECURED BONDS AND NOTES (Continued)

Notes: (Continued)

(h) In 2018, the Company issued certain unsecured promissory notes with principal amounts of US\$11,700,000 (approximately HK\$91,258,000) and US\$3,400,000 (approximately HK\$26,352,000) to Inventive Star and certain independent third parties, respectively. Except for a note amount of US\$2,550,000 (approximately HK\$19,764,000) that is interest-free, all notes are interest bearing at 12% per annum and repayable on 24 January 2021 and 6 February 2021 respectively.

On 22 August 2019, Inventive Star issued a deed pursuant to which Inventive Star has agreed that the Company shall have the sole discretion to determine the redemption dates of certain notes together with the interest accrued thereon. Accordingly, the notes were reclassified into perpetual loans under the Company and the Group's reserves in the statement of financial position from the date of the deed.

The unsecured notes issued by the Group are denominated in US\$. The unsecured bonds issued by the Group are denominated in HK\$.

15. 無抵押債券及票據 (續)

附註：(續)

(h) 於二零一八年，本公司分別向 Inventive Star 及若干獨立第三方發行若干本金額為 11,700,000 美元 (約 91,258,000 港元) 及 3,400,000 美元 (約 26,352,000 港元) 之無抵押承兌票據。除為數 2,550,000 美元 (約 19,764,000 港元) 之免息票據外，所有票據均按年利率 12 厘計息，並分別須於二零二一年一月二十四日及二零二一年二月六日償還。

於二零一九年八月二十二日，Inventive Star 發出契據，據此，Inventive Star 同意本公司可全權酌情決定若干票據連同應計利息之贖回日期。因此，自契據日期起，票據重新分類為本公司之永續貸款及本集團財務狀況表內之儲備。

本集團發行之無抵押票據以美元計值。本集團發行之無抵押債券以港元計值。

16. SHARE CAPITAL

16. 股本

		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)
Authorised:	法定：		
300,000,000,000 ordinary shares of HK\$0.0005 each	300,000,000,000 股每股面值 0.0005 港元之普通股	150,000	150,000
Issued and fully paid:	已發行及繳足：		
142,984,807,678 ordinary shares of HK\$0.0005 each	142,984,807,678 股每股面值 0.0005 港元之普通股	71,492	71,492

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17. FAIR VALUE AND FAIR VALUE HIERARCHY

The carrying amounts and fair values of the Group's financial instruments, other than those with carrying amounts that reasonably approximate to fair values, are as follows:

17. 公允價值及公允價值級別

本集團金融工具的賬面值及公允價值如下(賬面值與公允價值合理相若者除外)：

		Carrying amounts		Fair values	
		賬面值		公允價值	
		30 June	31 December	30 June	31 December
		2020	2019	2020	2019
		二零二零年	二零一九年	二零二零年	二零一九年
		六月三十日	十二月三十一日	六月三十日	十二月三十一日
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
		(Unaudited)	(Audited)	(Unaudited)	(Audited)
		(未經審核)	(經審核)	(未經審核)	(經審核)
Financial assets	金融資產				
Equity investments designated at fair value through other comprehensive income	指定為按公允價值計入其他全面收入之股本投資	5,342	8,473	5,342	8,473
Financial liabilities	金融負債				
Other borrowings	其他借款	3,647,604	3,450,756	3,698,383	3,497,531
Loans from a joint venture	來自一間合營企業之貸款	8,477	10,046	8,477	10,046
Unsecured bonds and notes	無抵押債券及票據	658,004	657,251	652,638	648,279
		4,314,085	4,118,053	4,359,498	4,155,856

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17. FAIR VALUE AND FAIR VALUE HIERARCHY

(Continued)

Management has assessed that the fair values of cash and cash equivalents, restricted bank deposits, trade receivables, trade payables, financial assets included in deposits and other receivables, financial liabilities included in other payables and accruals and lease liabilities approximate to their carrying amounts largely due to the short term maturities of these instruments.

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

The fair values of the non-current portion of other borrowings, loans from related parties and unsecured bonds and notes 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 changes in fair value as a result of the Group's own non-performance risk for other borrowings, and unsecured bonds and notes as at 30 June 2020 were assessed to be insignificant.

The fair values of listed equity investments are based on quoted market prices.

As at 30 June 2020, the Group had equity investments designated at fair value through other comprehensive income amounting to HK\$5,342,000 (31 December 2019: HK\$8,473,000) measured at Level 1 fair value.

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

17. 公允價值及公允價值級別(續)

管理層已評估，現金及現金等值物、受限制銀行存款、應收貿易賬款、應付貿易賬款、計入按金及其他應收款項之金融資產、計入其他應付款項及應計款項之金融負債以及租賃負債的公允價值與其賬面值相若，主要由於此等工具於短期內到期所致。

本集團由首席財務官領導的財務部門負責決定金融工具公允價值計量之政策及程序。首席財務官直接向行政總裁及審核委員會匯報。於各報告日期，財務部門分析金融工具之價值變動，並釐定估值中適用的主要輸入值。首席財務官審閱及批准估值，並就中期及年度財務報告的估值過程及結果與審核委員會每年進行兩次討論。

其他借款、來自關聯方之貸款以及無抵押債券及票據非流動部分之公允價值乃按擁有相若條款、信貸風險及餘下年期工具的現時可用比率貼現預期未來現金流量計算。於二零二零年六月三十日，本集團因本身就其他借款以及無抵押債券及票據之不履約風險而導致之公允價值變動被評為並不重大。

上市股本投資的公允價值乃按市場報價計算。

於二零二零年六月三十日，本集團之指定為按公允價值計入其他全面收入之股本投資5,342,000港元(二零一九年十二月三十一日：8,473,000港元)乃按第一級公允價值計量。

期內，第一級與第二級之間概無任何公允價值計量之轉移，且金融資產及金融負債均無轉入或轉出第三級(截至二零一九年六月三十日止六個月：無)。

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18. COMMITMENTS

The Group had the following commitments at the end of the reporting period:

18. 承擔

本集團於報告期末之承擔如下：

		30 June 2020	31 December 2019
		二零二零年 六月三十日	二零一九年 十二月三十一日
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Audited)
		(未經審核)	(經審核)
Capital commitments	資本承擔		
Contracted, but not provided for:	已訂約，但未撥備：		
Property, plant and equipment	物業、廠房及設備	434,373	466,989
Leasehold land	租賃土地	77,585	77,971
		511,958	544,960
Other commitments	其他承擔		
Casino licence fee:	娛樂場牌照費：		
Within one year	一年內	116,257	116,835
In the second to fifth years, inclusive	第二至第五年(包括首尾兩年)	465,028	467,340
After five years	五年後	1,577,561	1,635,690
		2,158,846	2,219,865
Community development fund fees:	社區發展資金費用：		
Within one year	一年內	155,009	155,780
In the second to fifth years, inclusive	第二至第五年(包括首尾兩年)	620,037	623,120
After five years	五年後	1,860,112	1,869,360
		2,635,158	2,648,260
		4,794,004	4,868,125

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19. CONTINGENT LIABILITIES

(a) Unasserted claims and assessments

The Group may be exposed to payment of damages assessed by the United States Equal Employment Opportunity Commission (“EEOC”). As at 30 June 2020, several former employees of a subsidiary have filed discrimination claims against that subsidiary for alleged violations of EEOC regulations. Violations of EEOC regulations may expose the subsidiary to payment of damages, civil and administrative fines or penalties.

In the opinion of the Directors, after taking into account the respective legal advices, as the aforementioned matters are possible unasserted claims and assessments and the likelihood of the Group making any significant amount of payments in respect of claims for damages is remote, the Group has not made any provision for loss in the condensed consolidated interim financial statements.

(b) Regulatory oversight — BSA compliance

The Group is subject to the jurisdiction of the Regulatory Authorities in the conduct of its casino operations through IPI, its wholly-owned subsidiary. Specifically, IPI is required to comply with the rules and regulations of the CCC in the conduct of its gaming operations. IPI is also under the jurisdiction of the FinCEN in terms of its compliance with the anti-money laundering provisions of the BSA. Should IPI violate the requirements of the Regulatory Authorities, it could be subject to various sanctions and disciplinary actions including monetary fines and penalties, restrictions and conditions in the scope of operations, and the potential suspension or revocation of its gaming license.

19. 或然負債

(a) 未確立之申索及評估

本集團經美國公平就業機會委員會（「公平就業機會委員會」）評估後可能面臨損害賠償。於二零二零年六月三十日，一間附屬公司涉嫌違反公平就業機會委員會之規例而遭其數名前僱員向其提出歧視申索。違反公平就業機會委員會之規例可能令該附屬公司面臨損害賠償、民事及行政罰款或處分。

董事認為，經考慮各自的法律意見後，由於上述事項為潛在未確立之申索及評估，且本集團不大可能就損害申索作出任何大額付款，故本集團概無於簡明綜合中期財務報表就虧損作出任何撥備。

(b) 規管監督 — 遵守銀行保密法

本集團透過其全資附屬公司IPI於進行其賭場業務時受監管機構所監督。具體而言，IPI於進行其博彩業務時須遵照聯邦賭場委員會之規則及法規。在遵照銀行保密法之反洗黑錢條文方面，IPI亦受金融罪行執法網絡所監督。倘IPI違反監管機構之規定，則其可能面臨不同制裁及處分，包括徵收罰款、限制及約束其業務範疇，以及可能暫停或撤銷其博彩牌照。

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19. CONTINGENT LIABILITIES (Continued)

(b) Regulatory oversight — BSA compliance

(Continued)

During 2017, IPI was subject to a routine BSA compliance examination conducted by the Internal Revenue Service (“IRS”) for the period from October 2016 to March 2017. During the year, the IRS issued a report (“IRS Report”) with findings on IPI’s compliance with the BSA. IPI, through its external legal counsel, had responded to the IRS Report and acknowledged certain of the findings of violations noted in the IRS Report. IPI received a letter from FinCEN dated 4 March 2020, which has requested IPI to provide certain information and documents relevant to compliance with these regulatory requirements from October 2016 through the present. FinCEN has indicated in the letter that there were apparent violations of the BSA and its implementing regulations and it is considering whether to impose civil money penalties or take additional enforcement action against IPI. As of the date of issuance of these condensed consolidated interim financial statements, IPI is still in the process of preparing for the information to be submitted to FinCEN. Accordingly, it is not practicable for the Company to accurately predict the resolution of this matter, including timing or any possible impact to the Group. Notwithstanding the aforesaid, the Directors, based on external advice, have made a provision for the estimated civil money penalty in respect of the identified and potential violations. The Group has been and is under normal operation without any interruption from this ongoing investigation, save for the temporary closure of its casino operation in Saipan due to the COVID-19 outbreak.

19. 或然負債(續)

(b) 規管監督 — 遵守銀行保密法(續)

於二零一七年，IPI受到美國國家稅務局(「國稅局」)在二零一六年十月至二零一七年三月期間進行之例行銀行保密法合規性核查。年內，國稅局已就有關IPI銀行保密法合規情況之調查結果發出報告(「國稅局報告」)。IPI已透過其外聘法律顧問回應國稅局報告，並承認國稅局報告所述若干違規調查結果。IPI接獲金融罪行執法網絡所發出日期為二零二零年三月四日之函件，要求IPI提供自二零一六年十月至今與遵守此等監管規定有關之若干資料及文件。金融罪行執法網絡在函件中指出，存在可能違反銀行保密法及其實施條例之情況，並正在考慮是否對IPI施加民事罰款或採取其他執法行動。截至此等簡明綜合中期財務報表刊發日期，IPI仍在準備將向金融罪行執法網絡提交之資料。因此，本公司當前無法準確預測此事宜之解決方案，包括需時長短或對本集團可能造成之影響。儘管如此，根據外部建議，董事已就所識別及潛在違規情況之估計民事罰款計提撥備。本集團自接受是次核查以來業務一直及現正保持正常營運，並無出現任何業務中斷，惟因COVID-19爆發以致其塞班島娛樂場暫時停業除外。

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19. CONTINGENT LIABILITIES (Continued)

(c) Investigation by Federal Government Authorities

As disclosed in the Company's announcement dated 7 November 2019, on 7 November, 2019, the Federal Government Authorities conducted a search of IPI offices requesting certain documents and information. Subsequently, a federal grand jury issued two grand jury subpoenas on IPI to provide additional documents and information in December 2019. IPI is fully cooperating with the Federal Government Authorities in providing documents and information.

The Group has engaged external legal counsels to conduct an independent investigation on the financial transactions undertaken by the Group with the named parties in the two subpoenas for the period from 2013 to 2019. Based on the findings from the investigation reports, the Directors have not identified any transactions which were assessed to be either of a high or moderate risk to a criminal liability exposure. Both the external and internal legal counsels of IPI have also opined that the criminal liability exposures which were assessed to be of a low to moderate risk in the investigation reports do not amount to a material breach of any provisions of IPI's CLA or the CCC's regulations. The Directors also believe that IPI had not undertaken any unlawful activities, and IPI has sound defenses that it had acted in good faith and conduct. The Group continues to cooperate with the Federal Government Authorities.

As of the date of issuance of these condensed consolidated interim financial statements, the investigation is still ongoing and it is premature to predict the eventual outcome. Accordingly, the potential for any fines, penalties or other consequences cannot currently be assessed. It is also not yet possible to identify the timescale in which these issues might be resolved.

19. 或然負債(續)

(c) 聯邦政府機構調查

誠如本公司日期為二零一九年十一月七日之公告所披露，於二零一九年十一月七日，聯邦政府機構對IPI辦事處搜查，要求提供若干文件及資料。其後，聯邦大陪審團於二零一九年十二月對IPI發出兩份大陪審團傳票，要求提供其他文件及資料。IPI與聯邦政府機構全面合作，提供文件及資料。

本集團已委聘外聘法律顧問對本集團與名列兩份傳票之各方於二零一三年至二零一九年期間所進行財務交易進行獨立調查。根據調查報告結果，董事並無識別出任何被評估為刑事責任風險偏高或中等之交易。IPI內部及外聘法律顧問均認為，在調查報告中被評估為刑事責任風險偏低至中等之交易不足以構成嚴重違反任何IPI娛樂場牌照協議之條文或聯邦賭場委員會之規例。董事亦相信，IPI並無進行任何非法活動，而IPI因真誠行事及行為良好而有充分抗辯理據。本集團繼續與聯邦政府機構合作。

截至此等簡明綜合中期財務報表刊發日期，調查仍在進行中，亦難以預測最終結果。因此，目前無法評估可能產生之罰款、刑罰或其他後果，亦可能無法確定解決此等事宜之時間。

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19. CONTINGENT LIABILITIES (Continued)

(d) Other litigation matters

As at the end of the reporting period and up to the date of issuance of these condensed consolidated interim financial statements, apart from expressly stated above, the Group is a party to a number of civil litigation cases, as either a plaintiff or defendant. In the opinion of the Directors, after taking into account of the respective legal advices, these cases are either premature and/or the Group has a very high likelihood of success in its action and, therefore these cases will not have any significant adverse impact on the Group's results and financial position. In the opinion of the Directors, adequate provision has been made in these condensed consolidated interim financial statements.

20. RELATED PARTY TRANSACTIONS

- (a) In addition to the transactions detailed elsewhere in this condensed consolidated interim financial statements, the Group had the following transactions with related parties during the period:

19. 或然負債(續)

(d) 其他訴訟事項

於報告期末及直至此等簡明綜合中期財務報表刊發日期，除上文明確訂明者外，本集團作為原告或被告涉及數項民事訴訟案件。董事認為，經考慮各自之法律意見後，此等案件尚處於早期階段及／或本集團於其訴訟之成功率相當高，故此等案件將不會對本集團之業績及財務狀況構成任何重大不利影響。董事認為，已於此等簡明綜合中期財務報表作出充分撥備。

20. 關聯方交易

- (a) 除在此簡明綜合中期財務報表其他章節詳述之交易外，本集團於期內有下列關聯方交易：

		For the 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	
<i>Continuing connected transactions:</i>			
持續關連交易：			
Salary paid to Mr. Ji	支付予紀先生之薪金	(i)	180
3,922			
<i>Exempted connected transactions:</i>			
獲豁免關連交易：			
Interest expense on loans from and notes issued to related parties	來自關聯方之貸款及向其發行之票據之利息開支	(ii)	-
			63,724

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20. RELATED PARTY TRANSACTIONS (Continued)

(a) (Continued)

Notes:

- (i) On 8 December 2017, Best Fortune Corporation Limited, a direct wholly-owned subsidiary of the Company, entered into an employment agreement (the "Employment Agreement") with Mr. Ji, the son of the ultimate controlling party of the Company, pursuant to which Mr. Ji was appointed as the project director of the casino resort project on the Island of Saipan. According to the Employment Agreement, Mr. Ji is entitled to a basic annual salary of US\$1,000,000 (equivalent to HK\$7,843,000) and a discretionary bonus. The aggregate amount of remuneration has an annual cap of US\$2,000,000 (equivalent to HK\$15,686,000).
- (ii) During the six months ended 30 June 2020, interest expense of HK\$Nil (six months ended 30 June 2019: HK\$63,724,000) was charged on loans from and notes issued to related parties. The interest rates ranged from N/A% to N/A% (six months ended 30 June 2019: 7.5%–12%) per annum.

- (b) Details of the Group's interest payable to related parties as at the end of the reporting period is included in notes 13 to the condensed consolidated interim financial statements, respectively.
- (c) Compensation of key management personnel of the Group:

Remuneration for key management personnel of the Group, including amounts paid to the Company's directors and the senior management, is as follows:

20. 關聯方交易 (續)

(a) (續)

附註：

- (i) 於二零一七年十二月八日，本公司之直接全資附屬公司振裕興業有限公司與本公司最終控制人之兒子紀先生訂立僱用協議（「僱用協議」），據此，紀先生獲委任為於塞班島進行之娛樂場度假村項目之項目總監。根據僱用協議，紀先生有權每年收取基本薪金1,000,000美元（相當於7,843,000港元）及酌情花紅。薪酬總額上限為2,000,000美元（相當於15,686,000港元）。
- (ii) 截至二零二零年六月三十日止六個月，來自關聯方之貸款及向其發行之票據須支付利息開支零港元（截至二零一九年六月三十日止六個月：63,724,000港元）。年利率介乎不適用厘至不適用厘（截至二零一九年六月三十日止六個月：7.5厘至12厘）。

- (b) 本集團於報告期末應付關聯方之利息之詳情分別載於簡明綜合中期財務報表附註13。

- (c) 本集團主要管理人員之酬金：

本集團主要管理人員之薪酬（包括支付予本公司董事及高級管理層之金額）如下：

		For the 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)
Short-term employee benefits	短期僱員福利	10,603	20,489
Post-employment benefits	離職後福利	45	287
Share-based payments	以股份為基礎之付款	50	1,641
		10,698	22,417

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截至二零二零年六月三十日止六個月

21. EVENTS AFTER THE REPORTING PERIOD

- (a) In January 2020, an outbreak of a respiratory illness caused by the COVID-19 was reported in Mainland China. From 2 February 2020, all foreign nationals who were physically present within Mainland China during the 14-day period preceding their attempted entry are not permitted to enter into the US, including Saipan, the CNMI. From 17 March 2020, the Group's casino operation in Saipan has been temporarily closed, until further notice, to support the public effort in the control of the COVID-19 outbreak. Furthermore, from 27 March 2020, the Commonwealth Ports Authority has limited aircraft landing/flight operations at the Saipan International Airport to the hours between 8am and 12pm daily.

The duration and intensity of this global health emergency and related disruptions is uncertain if travel and visitation continue to be restricted. Given the dynamic nature of these circumstances, the Group has been monitoring the impact from the COVID-19 which is expected to have a material effect on the Group's results for at least the second half of 2020.

- (b) On 19 August 2020, IPI received a response letter from Commonwealth of the Northern Mariana Islands Office of the Governor (the "**Governor**") which related to the abatement of the casino license fee for the year 2020 and delay payment of the Commonwealth Casino Commission Regulatory fee. According to the response letter, IPI entitled to an adequate and reasonable time to cure.

As at the date of these condensed consolidated interim financial statements, the Group is still actively exploring and negotiating with the Governor on the settlement of the casino license fee.

21. 報告期後事項

- (a) 於二零二零年一月，中國內地爆發 COVID-19 引致的呼吸系統疾病。自二零二零年二月二日起，所有試圖進入美國前 14 日內曾於中國內地境內停留的外國公民均不獲准進入美國（包括北馬里亞納內的塞班）。自二零二零年三月十七日起，本集團於塞班的娛樂場已暫停營運直至另行通知，為支持遏制 COVID-19 傳播出一分力。此外，自二零二零年三月二十七日起，聯邦港口管理局規定塞班國際機場的飛機著陸／飛行操作時間限於每日上午八時正至下午十二時正。

倘旅遊及探訪繼續受到限制，此項全球公共衛生緊急事件及相關破壞的持續時間及影響程度仍未能確定。由於有關情況變化不定，本集團一直監察 COVID-19 所帶來的影響，預期最少對本集團於二零二零年下半年的業績造成重大影響。

- (b) 於二零二零年八月十九日，IPI 接獲北馬里亞納群島聯邦總督（「**總督**」）辦公室的回函，內容有關減少二零二零年娛樂場牌照費及延遲支付聯邦娛樂場委員會監管費。根據回函，IPI 有權獲得足夠及合理的處理時間。

於該等簡明綜合中期財務報表日期，本集團仍就結算娛樂場牌照費積極探索並與總督進行磋商。

Notes to Interim Financial Information

中期財務資料附註

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

22. COMPARATIVE AMOUNTS

Certain comparative amounts have been reclassified to conform with the current period's presentation and disclosures.

23. APPROVAL OF THE INTERIM FINANCIAL INFORMATION

This condensed consolidated interim financial statements was approved and authorised for issue by the board of directors on 31 August 2020.

22. 比較數字

若干比較數字已重新分類以符合本期間之呈列及披露規定。

23. 批准中期財務資料

本簡明綜合中期財務報表已於二零二零年八月三十一日獲董事會批准及授權刊發。



IMPERIAL PACIFIC

INTERNATIONAL HOLDINGS

博華太平洋國際控股有限公司