



# 新明中国控股

XINMING CHINA

XINMING CHINA HOLDINGS LIMITED

## 新明中國控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立的有限公司)

Stock code 股份代號: 2699

# INTERIM REPORT 中期報告 2021

XINMING CHINA  
HOLDINGS LIMITED





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# CORPORATE INFORMATION

## 公司資料

### DIRECTORS

#### Executive Directors

Mr. Chen Chengshou (*Chairman and Chief Executive Officer*)  
Mr. Feng Cizhao  
Mr. Pu Wei

#### Non-Executive Directors

Ms. Gao Qiaoqin  
Mr. Chou Chiu Ho  
Mr. Choi Clifford Wai Hong (*appointed on 16 April 2021*)

#### Independent Non-Executive Directors

Mr. Lo Wa Kei Roy  
Mr. Fong Wo Felix  
Mr. Chu Kin Wang Peleus (*resigned on 16 August 2021*)  
Mr. Khor Khie Liem Alex (*appointed on 16 August 2021*)

### AUDIT COMMITTEE

Mr. Khor Khie Liem Alex (*Chairman*)  
Mr. Lo Wa Kei, Roy  
Mr. Fong Wo Felix

### REMUNERATION COMMITTEE

Mr. Khor Khie Liem Alex (*Chairman*)  
Mr. Fong Wo Felix  
Mr. Choi Clifford Wai Hong

### NOMINATION COMMITTEE

Mr. Chen Chengshou (*Chairman*)  
Mr. Khor Khie Liem Alex  
Mr. Fong Wo Felix

### AUTHORIZED REPRESENTATIVES

Mr. Chen Chengshou  
Mr. Kam Chun Ying Francis

### COMPANY SECRETARY

Mr. Kam Chun Ying Francis

### REGISTERED OFFICE

Windward 3, Regatta Office Park  
PO Box 1350  
Grand Cayman KY1-1108  
Cayman Islands

### HEADQUARTERS IN THE PRC

5th Floor, Block I  
Hengli Building  
No. 5 Huang Long Road, Hangzhou  
Zhejiang Province, the PRC

### 董事

#### 執行董事

陳承守先生 (*主席兼行政總裁*)  
豐慈招先生  
浦巍先生

#### 非執行董事

高巧琴女士  
周昭何先生  
蔡偉康先生 (*於二零二一年四月十六日獲委任*)

#### 獨立非執行董事

盧華基先生  
方和先生  
朱健宏先生 (*於二零二一年八月十六日辭任*)  
許麒麟先生 (*於二零二一年八月十六日獲委任*)

### 審核委員會

許麒麟先生 (*主席*)  
盧華基先生  
方和先生

### 薪酬委員會

許麒麟先生 (*主席*)  
方和先生  
蔡偉康先生

### 提名委員會

陳承守先生 (*主席*)  
許麒麟先生  
方和先生

### 授權代表

陳承守先生  
甘俊英先生

### 公司秘書

甘俊英先生

### 註冊辦事處

Windward 3, Regatta Office Park  
PO Box 1350  
Grand Cayman KY1-1108  
Cayman Islands

### 中國總部

中國浙江省  
杭州市  
黃龍路5號恒勵大廈  
5樓1座

**PRINCIPAL PLACE OF BUSINESS IN HONG KONG**

Unit B, 17/F., United Centre  
95 Queensway, Admiralty  
Hong Kong

**COMPANY'S WEBSITE ADDRESS**

<http://www.xinm.com.cn>

**PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE**

Ocorian Trust (Cayman) Limited  
Windward 3, Regatta Office Park  
PO Box 1350  
Grand Cayman KY1-1108  
Cayman Islands

**HONG KONG SHARE REGISTRAR**

Tricor Investor Services Limited  
Level 54, Hopewell Centre  
183 Queen's Road East  
Hong Kong

**PRINCIPAL BANKERS**

Pingan Bank, Hangzhou Huanglong Branch  
Hangzhou United Bank, Kangqiao Branch  
Bank of Hangzhou, Guanxiangkou Branch  
Industrial and Commercial Bank of China, Dazu Branch  
Wenzhou Bank, Hangzhou Branch

**AUDITOR**

Mazars CPA Limited  
Certified Public Accountants

**LEGAL ADVISERS TO THE COMPANY**

Jingtian & Gongcheng LLP

**LISTING INFORMATION**

The Company's ordinary shares are listed on the Main Board of  
The Stock Exchange of Hong Kong Limited  
(Stock Code: 02699)

**香港主要營業地點**

香港  
金鐘金鐘道95號  
統一中心17樓B室

**公司網址**

<http://www.xinm.com.cn>

**股份過戶登記總處**

Ocorian Trust (Cayman) Limited  
Windward 3, Regatta Office Park  
PO Box 1350  
Grand Cayman KY1-1108  
Cayman Islands

**香港股份過戶登記處**

卓佳證券登記有限公司  
香港  
皇后大道東183號  
合和中心54樓

**主要往來銀行**

平安銀行杭州黃龍支行  
杭州聯合銀行康橋支行  
杭州銀行官巷口支行  
中國工商銀行大足支行  
溫州銀行杭州分行

**核數師**

中審眾環(香港)會計師事務所有限公司  
執業會計師

**本公司法律顧問**

競天公誠律師事務所有限法律責任合夥

**上市資料**

本公司普通股於香港聯合交易所有限公司  
主板上市  
(股份代號：02699)

# RESULTS HIGHLIGHTS

## 業績摘要

The Group announces the highlights of the consolidated results for the six months ended 30 June 2021 as set out below:

- Revenue of the Group amounted to approximately RMB31.1 million, representing a decrease of approximately 67.3% as compared to the same period of last year.
- Gross profit of the Group amounted to approximately RMB26.1 million, representing a decrease of approximately 35.2% as compared to the same period of last year.
- Loss attributable to the owners of the Company was approximately RMB286.5 million, representing an increase of approximately 3 times in loss as compared to the same period of last year.
- Basic loss per share was approximately RMB0.153.
- The board (the “Board”) of directors (the “Directors”) of the Company did not recommend the payment of interim dividend as at 30 June 2021.

本集團宣佈以下截至二零二一年六月三十日止六個月期間之綜合業績摘要：

- 本集團營業額達約人民幣31.1百萬元，比去年同期下降約67.3%。
- 本集團毛利達約人民幣26.1百萬元，比去年同期下降約35.2%。
- 本公司擁有人應佔虧損達約人民幣286.5百萬元，比去年同期虧損增加約3倍。
- 每股基本虧損達約人民幣0.153元。
- 本公司董事（「董事」）會（「董事會」）不建議就截至二零二一年六月三十日止派付中期股息。



Dear Shareholders,

The Board is pleased to announce the Group's interim results for the six months ended 30 June 2021 (the "Period"). The results were not audited but have been reviewed by the Company's audit committee (the "Audit Committee").

## RESULTS REVIEW

The Group's total revenue for the Period was approximately RMB31.1 million, representing a decrease of approximately 67.3% from approximately RMB95.1 million for the corresponding period of last year.

Loss attributable to owners of the Company for the Period was approximately RMB286.5 million, representing an increase of approximately 3 times in loss as compared with the loss of approximately RMB71.6 million for the corresponding period of last year.

During the Period, loss per share was approximately RMB0.153 (six months ended 30 June 2020: RMB0.035).

As at 30 June 2021, the Group's total assets amounted to approximately RMB6,541.6 million (31 December 2020: approximately RMB6,422.2 million), while total liabilities amounted to approximately RMB5,973.2 million (31 December 2020: approximately RMB5,558.2 million); total equity was approximately RMB568.5 million (31 December 2020: approximately RMB864.1 million), and net asset value per share was approximately RMB0.30 (31 December 2020: approximately RMB0.46).

In the first half of 2021, the global economy continued to be shadowed by the COVID-19 ("COVID-19") pandemic. There are still many economic uncertainties abroad. In contrast, the successful control of the pandemic and the extensive promotion of the nationwide COVID-19 vaccination program in China have facilitated a steady economic recovery. The Chinese government is accelerating the establishment of a new development pattern featuring the major part of domestic big cycle and the interactive promotion of domestic and international dual cycles, with a focus on supply-side structural reforms and an emphasis on demand-side management. The year 2021 marks the beginning of the "14th Five-Year Plan", and the government has clearly stated the principle of housing properties are for living in but not for speculation, equal emphasis on both property leasing and property purchase, and the adoption of differentiated regulatory policies for different cities, to promote the stable and healthy development of the real estate market. The establishment of a long-term real estate financial management mechanism will continue to accelerate, and real estate financial supervision will continue to be strengthened to prevent excessive financialization of the real estate market as well as to prevent and resolve systemic financial risks.

致各位股東：

董事會欣然宣佈本集團截至二零二一年六月三十日止六個月（「本期間」）的中期業績。本集團之中期業績未經審核，但經本公司審核委員會（「審核委員會」）審閱。

## 業績回顧

於本期間，本集團的營業總額約人民幣31.1百萬元，較去年同期約人民幣95.1百萬元，下降約67.3%。

於本期間，本公司擁有人應佔虧損約人民幣286.5百萬元，較去年同期虧損約人民幣71.6百萬元，增加約3倍。

於本期間，每股虧損約人民幣0.153元（截至二零二零年六月三十日止六個月：人民幣0.035元）。

於二零二一年六月三十日，本集團資產總值約人民幣6,541.6百萬元（二零二零年十二月三十一日：約人民幣6,422.2百萬元）；負債總值約人民幣5,973.2百萬元（二零二零年十二月三十一日：約人民幣5,558.2百萬元）；權益總值約人民幣568.5百萬元（二零二零年十二月三十一日：約人民幣864.1百萬元）；每股資產淨值約人民幣0.30元（二零二零年十二月三十一日：約人民幣0.46元）。

二零二一年上半年，全球經濟體尚未走出新型冠狀病毒COVID-19（「新冠病毒」）疫情的陰霾，國外經濟不穩定性因素仍較多。相反，國內成功控制疫情及廣泛推動全國接種新冠疫苗計劃，經濟穩步復甦。中國政府加快構建以國內大循環為主體、國內國際雙循環相互促進的新發展格局，要緊扭供給側結構性改革為主線，注重需求側管理。二零二一年，是「十四五」開局之年，明確提出堅持房子是用來住的、不是用來炒的定位，租購併舉、因城施策，促進房地產市場平穩健康發展，房地產金融長效管理機制繼續加快建立，房地產金融監管將持續強化，防止房地產市場過度金融化，防範化解系統性金融風險。

## CHAIRMAN'S STATEMENT

### 主席報告書

Local governments have successively promulgated corresponding policies to promote the steady and healthy development of the real estate market. More than 20 cities have successively tightened regulation, including the tightening of purchase restrictions, loan restrictions, price restrictions and sales restrictions, and the increase in real estate transaction taxes and fees, coupled with new measure such as second-hand housing reference prices and credit-based lottery for new houses, etc. Although the central government's implementation of real estate market regulation and control policies continued to be tightened, facing the current tightened mortgage bank borrowings for the domestic properties, the longer repayment schedule of the purchasers who applied for mortgage bank borrowings and the slowest recovery of funds, the sales performance of real estate enterprises maintained steady growth. From January to May of 2021, the investment in real estate development nationwide reached RMB5,431.8 billion, an increase of 18.3% year-on-year; the construction area of houses of real estate developers was 8,399.62 million square meters, an increase of 10.1% year-on-year. The sales area of commercial housing was 663.83 million square meters, a year-on-year increase of 36.3%; the sales of commercial housing was approximately RMB7,053.4 billion, an increase of 52.4%. Among them, the average sales value of top 100 real estate enterprises was approximately RMB69.30 billion, a year-on-year increase of 40.0%. In the first half of 2021, the real estate market in China was characterized by "mild adjustment in sales area, steady increase in average sales prices, high level of newly started construction, and medium- and high-speed growth in investment".

During the Period, the Group recorded revenue from sales of properties of approximately RMB2.4 million, representing a decrease of approximately 97.1% compared to that of the same period of last year. It was mainly due to the pandemic impact during the Period which reduced the demands in commercial property market. The Group attempted to sell all remaining inventory of all projects in a short period of time, but just recorded realised sales of approximately RMB2.4 million for the projects of Wenshang Times, Hangzhou Xinming and Shandong Tengzhou Xingmeng International Commercial City ("Shandong Project"), and recorded a decrease of approximately 60% for overall average selling price as compared to the corresponding period last year.

The entire Shanghai Xinming Project is under negotiation for sales, at the same time sales and marketing campaign and preparation for pre-sales have been completed, which enables the project to experience positive cash inflow and reduces related debts in due course.

各地政府陸續發佈相應政策，促進房地產市場平穩健康發展。相繼有20多個城市升級調控，涵蓋升級限購、升級限貸、升級限價、升級限售、增加房地產交易稅費、設立二手房參考價格、新房積分搖號等。中央實施房地產市場調控政策持續緊縮，面對目前全國性房產銀行按揭借貸緊縮情況，買家向銀行申請按揭借貸回款時間較長，資金回流情況非常怠慢。但房企銷售業績保持穩健增長。二零二一年1-5月全國房地產開發投資完成額為54,318億元，同比增長18.3%；全國房地產開發企業房屋施工面積839,962萬平方米，同比增長10.1%。商品房銷售面積66,383萬平方米，同比增長36.3%；商品房銷售額約人民幣70,534億元，增長52.4%。其中，TOP100房企銷售額均值約人民幣693.0億元，同比增長40.0%。二零二一年上半年，全國房地產市場將呈現「銷售面積小幅調整，銷售均價平穩上漲，新開工維持高位，投資中高速增長」的特點。

於本期間，本集團錄得來自物業銷售的收益約人民幣2.4百萬元，較去年同期減少約97.1%，主要是本期間受疫情影響，商業房產市場需求減弱，本集團擬於短期內出售餘下的所有存貨，但只錄得溫商時代、杭州新明和山東滕州興盟國際商城（「山東項目」）等項目實現銷售約人民幣2.4百萬元，整體平均售價皆比去年同期下降約60%。

整個上海新明項目在洽談出售當中，同時已完成銷售推廣活動及預售前期準備，令項目可適時產生正現金流入及減低相關債務。

The commercial and residential planning of Chongqing Project is undergoing adjustment and negotiation with large property developers on the possibilities of jointly developing the commercial and residential project is still ongoing. In the meantime, the marketing and sales of the commercial inventory are under preparation.

During the Period, two pre-sale activities of the residential part for Shandong Project were completed up to the date of this report. The recorded pre-sale deposits of the residential contracts as at 30 June 2021 were approximately RMB402.8 million (31 December 2020: RMB212.1 million). In the second half of the year, the Group will strive to complete another two pre-sale activities, thus further increasing the cash inflows. It is expected that the relevant pre-sales will be recognised as revenue upon the completion of legal registration and transfer for the relevant residential properties in the second half of the year.

## PROSPECTS

It is expected that in the second half of 2021, the pace of development of the real estate market in China will slow down, and the overall sales volume will be under slight pressure of adjustment. In the context of the continuous advancement of new urbanization, the concentration of key resources, such as population and land, in urban agglomerations and central cities will accelerate, which is expected to create more benefits. In the context of "housing properties are for living in but not for speculation", the real estate market control has become more stringent, while the policy of the "three red lines" continued to bring impact. In the first half of 2021, the financing amount of 100 typical real estate enterprises was RMB609 billion, a year-on-year decrease of 34%, the lowest level since 2018. Real estate financial funding are under great pressure. It is expected that in order to speed up payment collection, in the short term, real estate enterprises will increase their marketing efforts, offering more discount and conducting promotional campaigns on various festivals, as well as price-cutting promotion through various platform channels.

As part of the efforts of the central government to curb excessive market speculation, nearly 60 cities including Guangzhou, Chongqing, Chengdu, Hangzhou, Suzhou, and Ningbo raised mortgage interest rates. The rise in mortgage interest rates in 40% of cities has resulted in more control on real estate speculation activities. Mortgage interest rates will maintain an upward trend, and the cost of buying houses will continue to increase, further cracking down on real estate speculation, and housing prices is expected to remain stable.

重慶項目的商住規劃正在調整當中，與大房產合商洽談共同開發商住項目的可能性亦在進行中，商業庫存的推廣與銷售在同步準備。

於本期間，山東項目住宅部份直至本報告日期完成了兩次預售活動。於二零二一年六月三十日，錄得住宅合同預售按金約人民幣402.8百萬元(二零二零年十二月三十一日：人民幣212.1百萬元)，下半年本集團努力完成兩次預售，進一步加大現金流入，預計下半年完成相關住宅房產法定登記及轉讓手續後，相關預售將確認為收入。

## 前景展望

預計二零二一年下半年，全國房地產市場發展節奏將放緩，整體銷量存小幅調整壓力。在新型城鎮化持續推進背景下，人口及土地等關鍵資源將加速向城市群和中心城市聚集，有利城鎮化帶來的紅利。在「房住不炒」的背景下，樓市調控趨於嚴格，「三道紅線」持續發力。二零二一年上半年100家典型房企的融資額為6,090億元，同比下降34%，是2018年以來的最低水平。地產金融資金壓力大。預計房企為了加速回款，短期內將加大推廣力度，提供折扣讓利、造節營銷、借力平台渠道等降價促銷活動。

中央為了遏制市場的過度投機，廣州、重慶、成都、杭州、蘇州、寧波等近60個城市調高房貸利率。四成城市房貸利率上浮，加速抑制炒房。房貸利率將維持上調趨勢，買房成本將持續增加，進一步打擊炒房行為，房價預期將維持穩定。



## CHAIRMAN'S STATEMENT

### 主席報告書

The Group expects that in the second half of 2021, the investment sentiment will improve with the pandemic in China being under control and higher vaccination rate. It is expected that new merchandising strategy will be commenced in late September and the promotional sale of the remaining commercial properties under Shanghai, Chongqing and Taizhou projects will speed up de-stocking and recovery of funds. Second phase of residential properties sales under Shandong project is under preparation. At the same time, Xinming China will actively look for the feasibility of revitalizing various assets, including but not limited to changing the use of the properties and selling the entire property, and negotiating with different financial institutions on the outstanding borrowings of the Group, with a view to improving the debt and financial leverage.

### CONCLUSION

Looking forward to the second half of 2021, China's economic performance is expected to rebound, but the economic development around the world is still facing greater uncertainty. The central government insists on seeking progress while maintaining stability, appropriately expanding aggregate demand, continuing to implement a proactive fiscal policy and a prudent monetary policy, and creating a good macro environment for supply-side structural reforms. Domestic real estate construction investment will reach the trough of the falling trend and stabilize in the second half of 2021, but we will see a slow-down of the overall real estate development investment completion growth rate. The real estate industry will still be in a period of consolidation in the second half of the year.

On behalf of the Board, I would like to take this opportunity to express the heartfelt and sincere gratitude to our management and all staff members for their persistent efforts and all the shareholders for their support and trust.

#### XINMING CHINA HOLDINGS LIMITED

*Chairman, Executive Director and Chief Executive Officer*

**Chen Chengshou**

Hangzhou, PRC  
30 August 2021

本集團預計二零二一年下半年，中國疫情在受控和廣泛接種疫苗利好情況下，投資氣氛回暖，預計上海、重慶和台州項目在九月下旬啟動新招商策略，針對剩餘商業房產促銷，將會加快去倉存回款的速度。山東項目在準備第二期住宅物業銷售。同時，新明中國將積極尋找各種盤活資產的可行性，包括但不限於變更房產用途及整棟房產出售，以及與不同金融機構就本集團就未償還借款進行磋商，務求改善負債及財務槓桿狀況。

### 總結

展望二零二一年下半年，預期中國經濟運行回升，但世界經濟發展仍然面臨較大不確定性。中央政府仍然堅持穩中求進，適度擴大總需求，繼續實施積極的財政政策和穩健的貨幣政策，為供給側結構性改革營造良好宏觀環境。國內房地產建築投資將在2021年下半年止跌回穩，但總體房地產開發投資完成額增速仍將放緩。房地產行業下半年將仍處於整頓期。

本人謹藉此機會，代表董事會向管理層及全體員工的不懈努力，以及全體股東的支持和信賴，表示衷心 and 誠摯的感謝！

#### 新明中國控股有限公司

*主席、執行董事兼行政總裁*

**陳承守**

中國 • 杭州  
二零二一年八月三十日

### INDUSTRY REVIEW

In the first half of 2021, the successful control of the pandemic and the extensive promotion of the nationwide COVID-19 vaccination program in China have facilitated a steady economic recovery. Local governments have successively promulgated corresponding policies to promote the steady and healthy development of the real estate market. More than 20 cities have successively tightened regulation, including the tightening of purchase restrictions, loan restrictions, price restrictions and sales restrictions, and the increase in real estate transaction taxes and fees, coupled with new measure such as second-hand housing reference prices and credit-based lottery for new houses, etc. It is expected that the pace of development of the real estate market in China will slow down, and the overall sales volume will be under slight pressure of adjustment. The central government continues to strengthen housing control, and bank loan extensions and financing channels are tightening, while the real estate financing funding gap is widening. Real estate financial funding are under great pressure. It is expected that in order to speed up payment collection, in the short term, real estate enterprises will increase their marketing efforts, offering more discount and conducting promotional campaigns on various festivals, as well as price-cutting promotion through various platform channels.

### RESULTS OVERVIEW

During the Period, the Group recorded a total revenue of approximately RMB31.1 million, representing a decrease of approximately 67.3% from approximately RMB95.1 million of the same period of last year. The sales revenue and GFA of delivered properties were RMB2.4 million and 739.4 sq.m., respectively, representing respective decrease of approximately 96.1% and 91% as compared to the corresponding period last year; The average selling price for the contracted sales was approximately RMB3,288 per sq.m., representing a decrease of approximately 59.8% compared with approximately RMB8,177.0 for the corresponding period last year. It was mainly due to the pandemic impact during the Period which reduced the demands in commercial properties market. In order to sell the remaining commercial properties inventory of Wenshang Times, Hangzhou Xinming and Shandong Project, the Group adopted a rapid sales and fund recovery strategy which resulted in a significant discount of selling price.

Loss attributable to the owners of the Company for the Period amounted to approximately RMB286.5 million, representing an increase of 3 times from a loss of approximately RMB71.6 million for the corresponding period of last year. The increase in significant loss was mainly due to the decline in GFA of the Group's projects that was sold during the Period. Besides, the increase in other expenses was mainly due to interest penalty and provision for loan default amounting to approximately RMB207.0 million charged relating to certain defaulted borrowings during the Period pursuant to the contractual terms, as well as the impairment of certain properties under development of approximately RMB65.4 million. The loss per share was approximately RMB0.153.

The Board did not recommend the payment of an interim dividend for the six months ended 30 June 2021.

### 行業回顧

二零二一年上半年，國內成功控制疫情及廣泛推動全國接種新冠疫苗計劃，經濟穩步復甦。各地政府陸續出台相應政策，促進房地產市場平穩健康發展。相繼有20多個城市升級調控，涵蓋升級限購、升級限貸、升級限價、升級限售、增加房地產交易稅費、設立二手房參考價格、新房積分搖號等內容。全國房地產市場發展節奏將放緩，整體銷量存小幅調整壓力。中央政府繼續加強房屋調控，銀行貸款延期及融資渠道在收緊，房產金融資金缺口加大。地產金融資金壓力大。預計房企為了加速回款，短期內將加大推廣力度，開啟提供折扣讓利、造節營銷、借力平台渠道等降價促銷活動。

### 業績概覽

於本期間，本集團錄得總收入約人民幣31.1百萬元，較去年同期約人民幣95.1百萬元，下降約67.3%。已交付物業銷售額及建築面積分別約人民幣2.4百萬元及約739.4平方米，較去年同期分別下降約96.1%及91%；合約銷售平均售價為每平方米約人民幣3,288元，按去年同期的約人民幣8,177.0元下跌約59.8%，主要是本期間受疫情影響，商業物業市場需求減弱所致。為出售溫商時代、杭州新明和山東項目餘下商業物業存貨，本集團採取快銷回籠資金策略，導致售價大幅折讓。

本公司擁有人應佔虧損約人民幣286.5百萬元，較去年同期虧損約人民幣71.6百萬元增加3倍。虧損大幅增加主要由於本期間本集團已出售的項目建築面積減少。其次是其他開支增大主要是根據合約條約若干違約借款在本期間相關的利息罰款及貸款違約款項收取的罰款撥備約人民幣207.0百萬元及若干開發中物業減值約人民幣65.4百萬元所致。每股虧損約人民幣0.153元。

董事會不建議派發截至二零二一年六月三十日止六個月中期股息。



## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論與分析

(including financial review) (包括財務回顧)

As at 30 June 2021, the Group's total assets amounted to approximately RMB6,541.6 million (31 December 2020: approximately RMB6,422.2 million). Total liabilities were approximately RMB5,973.2 million (31 December 2020: approximately RMB5,558.2 million), total equity was approximately RMB568.5 million (31 December 2020: approximately RMB864.1 million), and net assets per share were approximately RMB0.3 (31 December 2020: approximately RMB0.46).

於二零二一年六月三十日，本集團資產總值約人民幣6,541.6百萬元(二零二零年十二月三十一日：約人民幣6,422.2百萬元)；負債總值約人民幣5,973.2百萬元(二零二零年十二月三十一日：約人民幣5,558.2百萬元)；權益總值約人民幣568.5百萬元(二零二零年十二月三十一日：約人民幣864.1百萬元)；每股淨資產約人民幣0.3元(二零二零年十二月三十一日：約人民幣0.46元)。

### SALES

During the Period, the Group recorded a total revenue of approximately RMB31.1 million, representing an approximate 67.3% decrease from approximately RMB95.1 million for the corresponding period of last year. During the Period, the Group recorded property sales revenue of approximately RMB2.4 million, representing approximately 7.7% of its total revenue. Total GFA contracted was approximately 739.4 sq.m., representing a decrease of approximately 90.5% as compared to the same period of last year, which was mainly attributed to the pandemic impact during the Period which reduced the demands in commercial properties market causing the significant decrease of sales area. In order to sell the remaining commercial properties inventory of Wenshang Times, Hangzhou Xinming and Shandong Project, the Group adopted a rapid sales and fund recovery strategy which resulted in a significant discount of selling price.

### 銷售

於本期間，本集團的營業總額約人民幣31.1百萬元，較去年同期的約人民幣95.1百萬元，減少約67.3%。於本期間，物業銷售收益分別約為人民幣2.4百萬元，佔總收益約7.7%，總簽約建築面積約為739.4平方米，較去年同期減少約90.5%，主要是本期間受疫情影響，商業物業市場需求減弱，銷售面積大幅減少所致。為出售溫商時代、杭州新明和山東項目餘下商業物業存貨，本集團採取快銷回籠資金策略，導致售價大幅折讓。

The following table shows revenue by operating segment for the Period:

下表載列於本期間按經營分部劃分的收益：

		For the six months ended 30 June 截至六月三十日止六個月			
		2021 二零二一年		2020 二零二零年	
		(RMB million) (人民幣百萬元)	(%)	(RMB million) (人民幣百萬元)	(%)
		(Unaudited) (未經審核)		(Unaudited) (未經審核)	
Sales of properties	物業銷售	2.4	7.7	63.7	67.0
Rental income	租金收入	28.7	92.3	31.4	33.0
Total revenue	收益總額	31.1	100%	95.1	100%

(including financial review) (包括財務回顧)

## PROPERTY SALES

During the Period, the Group recorded property sales of approximately RMB2.4 million, representing a decrease of approximately RMB61.3 million or 96.2% from approximately RMB63.7 million for the same period of last year. This was mainly because the GFA delivered of the property sales during the Period decreased from approximately 7,794.93 sq.m. for the same period of last year by 7,055.53 sq.m. or 90.5% to approximately 739.4 sq.m., mainly due to the pandemic impact which reduced the demands in commercial properties markets.

## PROPERTY LEASING

The Group's property leasing business consists of leasing the Group's commercial properties held for investment and the sold commercial properties leased back from third parties by the Group. As of 30 June 2021, the actual area leased out was approximately 180,005.97 sq.m., representing approximately 84% of the Group's total investment properties held-for-lease and the total GFA of sold commercial properties acquired by leasing back from third parties.

During the Period, rental income amounted to approximately RMB28.7 million, representing a decrease of approximately RMB2.7 million or 8.6% from approximately RMB31.4 million for the same period of last year, mainly due to the rent-free preferential policy that the Group proposed to part of the new and existing tenants, resulting in the decrease of rental income.

## GROSS PROFIT

During the Period, gross profit amounted to approximately RMB26.1 million, representing a decrease of approximately RMB14.2 million or approximately 35.2% compared to RMB40.3 million for the same period of last year. Gross profit margin was approximately 84.0%, representing an increase of approximately 41.7% compared to approximately 42.3% in the same period of last year due to the portion of rental income was increased from 33% in the same period of last year to 92.3% of the Group's total revenue in this Period. It is expected that the Group's gross profit margin will maintain steady in the second half of 2021.

## OTHER INCOME AND GAINS

During the Period, other income and gains amounted to approximately RMB2.4 million, a significant increase of approximately RMB2.0 million or 7 times compared to the approximately RMB0.4 million for the same period of last year, which was mainly derived from the exchange gain arising from the revaluation of assets and liabilities denominated in other currencies during the Period.

## 物業銷售

於本期間，本集團錄得物業銷售收入約人民幣2.4百萬元，較去年同期約人民幣63.7百萬元下降約人民幣61.3百萬元或96.2%。物業銷售建築交付面積約739.4平方米，較去年同期約7,794.93平方米下降約7,055.53平方米或約90.5%，主要是受疫情影響，商業物業市場需求減弱所致。

## 物業租賃

我們通過出租我們持作投資的商業物業及出租本集團向第三方買家回租的已售商業物業，從事物業租賃業務。截至二零二一年六月三十日，本集團持作出租用途的投資物業以及透過第三方買家回租已出售的商業物業的實際租賃面積約為180,005.97平方米，佔全部持作出租用途的投資物業及透過第三方買家回租的已售商業物業約84%。

於本期間，租金收入約人民幣28.7百萬元，較去年同期約人民幣31.4百萬元，減少約人民幣2.7百萬元或8.6%，主要是由於本集團給予部分新舊租戶免租期優惠政策，因此租金收入下降所致。

## 毛利

於本期間的毛利約人民幣26.1百萬元，較去年同期的約人民幣40.3百萬元，減少約人民幣14.2百萬元，減幅約35.2%；毛利率約為84%，比去年同期的約42.3%上升約41.7%，乃由於租金收入佔本集團總收益的比例由去年同期的33%上升至本期間的92.3%。預計二零二一年下半年本集團的毛利率將保持基本穩定。

## 其他收入及增益

於本期間的其他收入及增益約人民幣2.4百萬元，較去年同期的約人民幣0.4百萬元，大幅增加約人民幣2.0百萬元，增幅約7倍，主要來自本期間以其他貨幣計值的資產及負債重估產生的匯兌增益。



## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論與分析

(including financial review) (包括財務回顧)

#### SELLING AND ADMINISTRATIVE EXPENSES

During the Period, selling and administrative expenses amounted to approximately RMB33.3 million, representing a decrease of approximately RMB3.7 million or 10% compared to approximately RMB37.0 million for the same period of last year. Distribution expenses increased by approximately RMB3.0 million, mainly due to the increase of expenses in the merchandising activities of Shandong Project.

#### OTHER EXPENSES

During the Period, other expenses amounted to approximately RMB292.0 million, representing a significant increase of approximately RMB239.3 million or 4.54 times as compared to approximately RMB52.7 million for the same period of last year. This was mainly due to (i) the impairment of certain properties under development of approximately RMB65.4 million adversely impacted by the pandemic and domestic commercial properties market, resulting in the expected decrease of realisable value; (ii) the relevant interest penalty and penalty provision for loan default amount charged during the Period of approximately RMB207.0 million. Breakdown of other expenses are set out below:

#### 銷售及行政費用

於本期間的銷售及行政費用約人民幣33.3百萬元，較去年同期的約人民幣37.0百萬元，減少約人民幣3.7百萬元，減幅約10%。分銷費用增加約人民幣3.0百萬元，主要是山東項目招商活動費用增加所致。

#### 其他費用

於本期間的其他開支約人民幣292.0百萬元，較去年同期的約人民幣52.7百萬元，大幅增加約人民幣239.3百萬元，增加約4.54倍，主要是(i)受到疫情及國內商用房市場嚴重影響，若干發展中物業減值約人民幣65.4百萬元，因此，在可變現值預期下降；(ii)在本期間相關的利息罰款及貸款違約款項收取的罰款撥備約人民幣207.0百萬元所致。其他開支明細載列如下：

#### For the six months ended 30 June 截至六月三十日止六個月

		2021 二零二一年 RMB million 人民幣百萬元	2020 二零二零年 RMB million 人民幣百萬元
Bank charges	銀行手續費	0.1	—
Penalty expenses	罰款支出	111.5	—
Impairment of properties under development	開發中物業減值	65.4	—
Liquidated damages on borrowings	借款違約金	95.4	45.0
Write off of property, plant and equipment	撤銷出售物業、廠房及設備	3.0	—
Others	其他	16.6	1.0
Total	合計	292.0	46.0

*(including financial review)* (包括財務回顧)**OPERATING LOSS**

During the Period, the operating loss was approximately RMB295.6 million, representing a significant increase of approximately RMB216.6 million or approximately 274.2% compared to the loss of approximately RMB79.0 million for the same period of last year.

**CHANGES IN FAIR VALUE OF INVESTMENT PROPERTIES**

During the Period, the changes in fair value of investment properties amounted to the profit of approximately RMB3.0 million, representing an increase in profit of approximately RMB7.6 million compared to the loss of approximately RMB4.6 million for the same period of last year. Such increase was mainly due to the increase in the gain on changes in fair value of the investment properties of Taizhou Property (台州置業) and Wenshang Times of approximately RMB9.0 million. On the contrary, the loss on changes in fair value of investment properties of Shanghai Project amounted to approximately RMB6.0 million.

**NET FINANCE COSTS**

During the Period, net interest costs amounted to approximately RMB0.7 million, representing a decrease of approximately RMB5.3 million or approximately 88.3% compared to approximately RMB6.0 million for the same period of last year. This was mainly due to an increase in capitalised interest.

**INCOME TAX EXPENSES**

During the Period, income tax expenses were approximately RMB1.0 million, representing a decrease of approximately RMB17.3 million or 94.5% as compared with the income tax of approximately RMB18.3 million for the same period of last year. This was mainly due to the decrease in taxable profits and land value-added tax.

**LOSS ATTRIBUTABLE TO OWNERS OF THE COMPANY**

During the Period, the loss attributable to owners of the Company amounted to approximately RMB286.5 million, representing an increase in loss of approximately RMB214.9 million or approximately 3 times compared to the loss of approximately RMB71.6 million for the corresponding period of last year. The basic loss per share was approximately RMB0.153, an increase from loss per share of approximately RMB0.118 for the same period of last year.

**營業虧損**

於本期間的營業虧損約人民幣295.6百萬元，較去年同期的虧損約人民幣79.0百萬元，大幅增加約人民幣216.6百萬元，增加約274.2%。

**投資物業公平值變動**

於本期間的投資物業公平值變動收益約人民幣3.0百萬元，較去年同期變動虧損的約人民幣4.6百萬元，增加收益約人民幣7.6百萬元，主要是台州置業和溫商時代的投資物業公平值變動增加收益約人民幣9.0百萬元所致。相反，上海項目的投資物業公平值變動虧損約6.0百萬元。

**融資成本淨額**

於本期間，淨利息開支約人民幣0.7百萬元，較去年同期的約人民幣6.0百萬元，減少約人民幣5.3百萬元，減幅約88.3%，主要是資本化利息增加所致。

**所得稅開支**

於本期間，所得稅開支約人民幣1.0百萬元，較去年同期的所得稅約人民幣18.3百萬元，減少約人民幣17.3百萬元，減幅約94.5%，主要是應課稅溢利和土地增值稅項減少所致。

**本公司擁有人應佔虧損**

在本期間，本公司擁有人應佔虧損約人民幣286.5百萬元，較去年同期虧損的約人民幣71.6百萬元，增加虧損約人民幣214.9百萬元，增幅約3倍。每股基本虧損較去年同期由每股虧損約人民幣0.118元上升為每股虧損約人民幣0.153元。



## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論與分析

(including financial review) (包括財務回顧)

#### BUSINESS PERFORMANCE

The table below sets forth a summary of our selling property projects of the Group during the Period:

#### 業務表現

下表載列於本期間內本集團物業銷售項目概要：

Property Project	Location	Project Type	GFA sold 銷售 建築面積	Income	Average selling price
物業項目	位置	類型	(sq.m.) (平方米)	收入 (RMB million) (人民幣 百萬元)	平均售價 (RMB/sq.m) (人民幣/ 平方米)
Taizhou Xinming Peninsular 台州新明半島	Jiaojiang District, Taizhou City 台州市椒江區	Residential and commercial 住宅、商用	—	—	—
Xinming Lijiang Garden 新明麗江苑	Jiaojiang District, Taizhou City 台州市椒江區	Residential and commercial 住宅、商用	—	—	—
Wenshang Times • Xinming Household Decorations and Fittings City 溫商時代 • 新明飾品城	Jiaojiang District, Taizhou City 台州市椒江區	Commercial 商用	—	—	—
Wenshang Times • Times Furniture Expo Centre (formerly known as Xinming Apartment) 溫商時代 • 時代傢俱博覽中心 (前稱「新明公館」)	Jiaojiang District, Taizhou City 台州市椒江區	Residential 住宅	345.15	1.0	2,925.66
Shanghai Xinming • Children's World 上海新明 • 兒童世界	Jiading District, Shanghai Municipality 上海市嘉定區	Commercial 商用	—	—	—
Chongqing Xinming • China South-western City Phase 1 重慶新明 • 中國西南城一期	Dazu District, Chongqing 重慶市大足區	Commercial 商用	—	—	—
Xingmeng International Commercial City 興盟國際商城	Tengzhou City, Shandong Province 山東省滕州市	Commercial 商用	324.45	0.9	2,983.68
Hangzhou Xinming • Children's World 杭州新明 • 兒童世界	Gongshu District, Hangzhou City 杭州拱墅區	Commercial 商用	69.8	0.5	6,494.75
Total 合計			739.4	2.4	3,288.04

(including financial review) (包括財務回顧)

**LAND RESERVE**

As at 30 June 2021, the Group's property portfolio included 16 property development projects in cities throughout China. These were at different stages of development, with total GFA amounting to approximately 997,020 sq.m., of which approximately 461,639 sq.m. were completed. Approximately 55,145 sq.m. were still under development, and approximately 480,236 sq.m. were being held for future development.

The table below sets forth a summary of our land reserve classified by geographical location as at 30 June 2021:

**土地儲備**

於二零二一年六月三十日，本集團的物業組合包括位於中國不同城市的16個物業開發項目，這些項目處於不同開發階段，總建築面積約997,020平方米，其中約461,639平方米的建築面積已竣工，約55,145平方米的建築面積正在開發中，另約480,236平方米的建築面積持作未來開發。

下表載列於二零二一年六月三十日本集團按地理位置劃分的土地儲備概要：

Location	Number of projects	Saleable GFA remaining unsold/GFA held for investment 餘下未銷售的可銷售建築面積／持作投資的建築面積 (sq.m.) (平方米)	GFA under development 開發中建築面積 (sq.m.) (平方米)	Planned GFA for future development 未來開發的規劃建築面積 (sq.m.) (平方米)	Total land reserve 總土地儲備 (sq.m.) (平方米)	Proportion of total land reserve 佔總土地儲備的百分比 (%) (%)	Equity interest attributable to the Group 本集團應佔權益 (%) (%)	Project type 項目類型
Taizhou								Residential, commercial and warehousing
台州	10	193,182	—	—	193,182	19.4	100	住宅·商業·倉儲
Shanghai								Commercial, office
上海	1	96,214	—	—	96,214	9.6	79	商業·寫字樓
Chongqing								Residential, commercial
重慶	3	86,167	25,516	301,156	412,839	41.4	95	住宅·商業
Tengzhou								Residential, commercial
滕州	1	53,284	29,629	179,080	261,993	26.3	75	住宅·商業
Hangzhou								Commercial
杭州	1	32,792	—	—	32,792	3.3	100	商業
Total 總計	16	461,639	55,145	480,236	997,020	100.0		

Since the publication of the Group's annual report for the year ended 31 December 2020, there was no material change in the possible future development of the Group's business and the Group's outlook for the Period.

自二零二零年十二月三十一日止本集團年度報告刊發後，本集團業務日後可能的發展和本集團對本期間的展望，並無重大變動。

## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論與分析

(including financial review) (包括財務回顧)

#### CASH FLOWS

As at 30 June 2021, the Group's cash and bank deposits, including restricted cash, were a total of approximately RMB39.7 million (31 December 2020: approximately RMB7.8 million), representing an increase of approximately RMB31.9 million or approximately 4 times mainly due to the increase in net cash inflow from operating activities.

During the Period, net cash generated from operating activities of the Group was approximately RMB106.5 million (for the six months ended 30 June 2020: net cash used of approximately RMB9.6 million). Net cash generated from investment activities was approximately RMB0.09 million (for the six months ended 30 June 2020: net cash generated of approximately RMB0.06 million). Net cash used in financing activities was approximately RMB75.0 million (for the six months ended 30 June 2020: net cash used of approximately RMB164.9 million).

#### TRADE RECEIVABLES, PREPAYMENTS, OTHER RECEIVABLES AND OTHER ASSETS

As at 30 June 2021, the sum of trade receivables, prepayments, other receivables and other assets of the Group was approximately RMB184.8 million, representing a decrease of approximately RMB23.5 million compared to approximately RMB208.3 million as at 31 December 2020 due to the decrease of other receivables for debt repayment.

#### TRADE PAYABLES, CONTRACT LIABILITIES, OTHER PAYABLES AND ACCRUALS

As at 30 June 2021, the sum of trade payables, contract liabilities, other payables and accruals of the Group was approximately RMB1,977.2 million, representing an increase of approximately RMB244.1 million as compared to approximately RMB1,733.1 million as at 31 December 2020 due to abovementioned provision of interest penalties.

#### ASSETS AND LIABILITIES

As at 30 June 2021, the Group's total assets were approximately RMB6,541.6 million, representing an increase of approximately RMB119.4 million compared to approximately RMB6,422.2 million as at 31 December 2020. Total current assets were approximately RMB3,155.5 million, representing an increase of approximately RMB119.5 million from approximately RMB3,036.0 million as at 31 December 2020 and accounting for approximately 48.2% of total assets (31 December 2020: 47.3%). Total non-current assets were approximately RMB3,386.1 million, representing a decrease of approximately RMB0.1 million from approximately RMB3,386.2 million as at 31 December 2020 and accounting for approximately 51.8% of total assets (31 December 2020: 52.7%).

#### 現金流量情況

本集團於二零二一年六月三十日的現金及銀行存款(包括受限制現金)共約人民幣39.7百萬元(二零二零年十二月三十一日:約人民幣7.8百萬元),增加約人民幣31.9百萬元或約4倍,主要是因為經營業務所得現金流入淨額增加。

於本期間,本集團經營業務淨現金產生額約人民幣106.5百萬元(截至二零二零年六月三十日止六個月:淨現金所用額約人民幣9.6百萬元)。投資活動淨現金產生額約人民幣0.09百萬元(截至二零二零年六月三十日止六個月:淨現金產生額約人民幣0.06百萬元)。融資活動淨現金所用額約人民幣75.0百萬元(截至二零二零年六月三十日止六個月:淨現金所用額約人民幣164.9百萬元)。

#### 貿易應收款項、預付款項、其他應收款項及其他資產

於二零二一年六月三十日,本集團的貿易應收款項、預付款項、其他應收款項及其他資產總額約人民幣184.8百萬元,較二零二零年十二月三十一日的約人民幣208.3百萬元,減少約人民幣23.5百萬元,乃由於用於償還債務的其他應收款項減少。

#### 貿易應付款項、合約負債、其他應付賬款及應計費用

於二零二一年六月三十日,本集團的貿易應付款項、合約負債、其他應付賬款及應計費用總額約人民幣1,977.2百萬元,較二零二零年十二月三十一日的約人民幣1,733.1百萬元,增加約人民幣244.1百萬元,乃由於上述利息罰款撥備所致。

#### 資產與負債

於二零二一年六月三十日,本集團資產總額約人民幣6,541.6百萬元,較二零二零年十二月三十一日的約人民幣6,422.2百萬元,增長約人民幣119.4百萬元。流動資產總額約人民幣3,155.5百萬元,較二零二零年十二月三十一日約人民幣3,036.0百萬元,增長約人民幣119.5百萬元,佔資產總額的約48.2%(二零二零年十二月三十一日:47.3%)。非流動資產總額約人民幣3,386.1百萬元,較二零二零年十二月三十一日的約人民幣3,386.2百萬元,減少約人民幣0.1百萬元,佔資產總額的約51.8%(二零二零年十二月三十一日:52.7%)。



*(including financial review)* (包括財務回顧)

As at 30 June 2021, the Group's total liabilities were approximately RMB5,973.2 million, representing an increase of approximately RMB415.0 million compared to approximately RMB5,558.2 million as at 31 December 2020. Total current liabilities were approximately RMB5,391.4 million, representing an increase of approximately RMB414.2 million compared to approximately RMB4,977.2 million as at 31 December 2020 and accounting for approximately 90.3% of total liabilities (31 December 2020: 89.5%). Total non-current liabilities were approximately RMB581.8 million, representing a slight increase of approximately RMB0.8 million from approximately RMB581.0 million as at 31 December 2020 and accounting for approximately 9.7% of total liabilities (31 December 2020: approximately 10.5%).

As at 30 June 2021, the Group had net current liabilities of approximately RMB2,235.9 million, representing an increase of approximately RMB294.8 million from approximately RMB1,941.1 million as at 31 December 2020.

### CURRENT RATIO

As at 30 June 2021, the current ratio of the Group, being the ratio of the current assets divided by the current liabilities, was 0.59 (31 December 2020: 0.61).

### GEARING RATIO

As at 30 June 2021, the gearing ratio of the Group was 78.5% (31 December 2020: 71.1%) as calculated by the total bank borrowings and other borrowings less cash or cash equivalents as a percentage of total equity and net debt.

### CONVERTIBLE BONDS

Pursuant to the general mandate, on 1 June 2018, the Group issued convertible bonds in the amount of HK\$300 million for a term of two years. The bonds bore interest at a rate of 6.5% plus 1% handling fee per annum, and the interest was payable in arrears every half year. The bonds could be converted into shares at the conversion price of HK\$1.39 per conversion share at any time before and after the issue date and up to the close of business on the business day immediately preceding the maturity date. For details, please refer to the Company's announcement dated 15 May 2018. The convertible bonds matured on 1 June 2020.

The Company was informed that Messrs. Lai Kar Yan and Ho Kwok Leung Glen, both from Deloitte Touche Tohmatsu, were appointed on 18 November 2020 by Chance Talent as joint and several receivers (the "Receivers"). Accordingly, the right of management of the director(s) of Xinxing Company Limited over the Charged Shares has been suspended and the Company will not register any transfer of the Charged Shares without prior written consent of the Receivers.

The principal amount of approximately RMB252.6 million (equivalent to HK\$300 million) and interests have not been settled as of the date of this report.

於二零二一年六月三十日，本集團負債總額約人民幣5,973.2百萬元，較二零二零年十二月三十一日的約人民幣5,558.2百萬元，增長約人民幣415.0百萬元。流動負債總額約人民幣5,391.4百萬元，較二零二零年十二月三十一日的約人民幣4,977.2百萬元，增長約人民幣414.2百萬元，佔負債總額的約90.3% (二零二零年十二月三十一日：89.5%)。非流動負債總額約人民幣581.8百萬元，較二零二零年十二月三十一日的約人民幣581.0百萬元，微增約人民幣0.8百萬元，佔負債總額的約9.7% (二零二零年十二月三十一日：約10.5%)。

於二零二一年六月三十日，本集團流動負債淨值約人民幣2,235.9百萬元，較二零二零年十二月三十一日的約人民幣1,941.1百萬元，增加約人民幣294.8百萬元。

### 流動比率

於二零二一年六月三十日，本集團的流動比率(即流動資產除以流動負債之比率)為0.59 (二零二零年十二月三十一日：0.61)。

### 資本負債比率

於二零二一年六月三十日，本集團的銀行借款及其他借款總額減以現金或現金等價物佔權益總額及債務淨值的百分比計算，資本負債比率為78.5% (二零二零年十二月三十一日：71.1%)。

### 可換股債券

於二零一八年六月一日，本集團根據一般授權發行金額為3億港元的可換股債券，期限為二年期。可換股債券的年利率為6.5% (另加每年1%手續費)，並將每半年支付一次利息。可換股債券可在發行日期前及後的任何時間，直至到期日前一個營業日結束可換每股股份換股價1.39港元轉換為股份。有關詳情請參閱本公司日期為二零一八年五月十五日之公告。可換股債券於二零二零年六月一日到期。

本公司獲悉，德勤•關黃陳方會計師行的黎嘉恩先生及何國樑先生(「接管人」)於二零二零年十一月十八日獲Chance Talent委任為共同及個別接管人。因此，Xinxing Company Limited董事管理押記股份之權利已暫停，而本公司未經接管人書面同意前不會註冊轉讓任何押記股份。

本金金額約人民幣252.6百萬元(相當於3億港元)及利息截至本報告日期尚未結算。

## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論與分析

(including financial review) (包括財務回顧)

#### CAPITAL STRUCTURE

The Group's operations were financed mainly by shareholder equity, financing of loans from bank for the Group and internal resources. The Group will continue its treasury policy of placing its cash and cash equivalents as interest bearing deposits.

The Group's loans and cash and cash equivalents were mainly denominated in Renminbi. The bank borrowings denominated in Renminbi of the Group as of 30 June 2021 were approximately RMB1,865.4 million (31 December 2020: RMB1,873.9 million).

#### BORROWINGS

As at 30 June 2021, the Group's total bank borrowings and other borrowings were approximately RMB1,865.4 million, representing a decrease of approximately RMB8.5 million compared to approximately RMB1,873.9 million as at 31 December 2020. Please refer to note 15 to the condensed consolidated financial statements for details of borrowings.

The Group's borrowings repayable on demand or within one year were approximately RMB1,865.4 million, representing a decrease of approximately RMB8.5 million compared to approximately RMB1,873.9 million as at 31 December 2020. Please refer to note 15 to the condensed consolidated financial statements for details of borrowings.

#### SIGNIFICANT INVESTMENTS HELD

Except for investment in subsidiaries, the Group did not hold any significant investment in equity interest in any other company during the Period.

#### FUTURE PLANS FOR MATERIAL INVESTMENT AND CAPITAL ASSETS

The Group had no other plans for material investments and capital assets.

#### MATERIAL ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES AND JOINT VENTURES

The Group did not make any material acquisitions and disposals of subsidiaries and joint ventures during the Period.

#### GUARANTEES ON MORTGAGE FACILITIES

As at 30 June 2021, the Group provided guarantees for the mortgage loans given by certain purchasers of approximately RMB50.4 million (31 December 2020: approximately RMB16.1 million).

#### 資本結構

本集團主要以股東權益、可供本集團使用的銀行信貸及內部資源撥付業務運營所需。本集團將沿用將現金及現金等值物存置為計息存款的財務政策。

本集團的借貸和現金及現金等值物貨幣單位主要為人民幣。本集團截至二零二一年六月三十日以人民幣計值之銀行借款約為人民幣1,865.4百萬元。(二零二零年十二月三十一日：人民幣1,873.9百萬元)。

#### 借款情況

於二零二一年六月三十日，本集團的銀行及其他借款總額約人民幣1,865.4百萬元，較二零二零年十二月三十一日的約人民幣1,873.9百萬元，減少約人民幣8.5百萬元。有關借款情況的詳情載於簡明綜合財務報表附註15。

本集團按要求或須於一年內償還的借款約人民幣1,865.4百萬元，較二零二零年十二月三十一日的約人民幣1,873.9百萬元，減少約人民幣8.5百萬元。有關借款情況的詳情載於簡明綜合財務報表附註15。

#### 持有之重大投資

除於附屬公司的投資外，本集團於本期間並無於任何其他公司的股本權益中持有任何重大投資。

#### 重大投資及資本資產之未來計劃

本集團並無其他重大投資及資本資產計劃。

#### 重大收購及出售附屬公司及合營公司

本集團於本期間並無任何重大收購及出售附屬公司及合營公司事項。

#### 按揭融資的擔保

於二零二一年六月三十日，本集團就若干買家的按揭貸款提供擔保約人民幣50.4百萬元(二零二零年十二月三十一日：約人民幣16.1百萬元)。

*(including financial review)* (包括財務回顧)**ASSETS GUARANTEES**

As at 30 June 2021, the Group had pledged or restricted bank deposits of approximately RMB39.7 million (31 December 2020: approximately RMB7.8 million). In addition, a portion of the other borrowings of the Group were secured by several properties in development and investment properties of the Group and a 100% equity interest in certain subsidiaries of the Group. These were jointly guaranteed by Mr. Chen, the Group's controlling shareholder and an executive Director, the daughter and son of Mr. Chen, Mr. Chen, Miss Chen, Ms. Gao, a non-executive Director and Xinming Group Limited, a related Group company, free of charge.

**CAPITAL EXPENDITURE**

During the Period, the Group's total capital expenditure was approximately RMB0.01 million in respect of purchase of property, plant and equipment (six months ended 30 June 2020: approximately RMB0 million).

**CAPITAL COMMITMENTS**

As at 30 June 2021, capital commitments related to activities of properties under development were approximately RMB286.2 million (31 December 2020: approximately RMB387.8 million).

**EXPOSURE TO EXCHANGE RATE FLUCTUATIONS**

The Group operates mainly in Renminbi, though certain Group bank deposits are denominated in Hong Kong dollars. Save as disclosed above, the Group is not exposed to any material exchange rate fluctuation risk and has not engaged in foreign currency hedging policies. However, the Group will closely monitor the exchange risk and may, as the case may be and depending on foreign currency trends, consider applying significant foreign currency hedging policies in the future.

**EMPLOYEES**

As at 30 June 2021, the Group has a total of 88 employees (30 June 2020: a total of 108 employees). The decrease was mainly due to the adoption of a cost efficiency campaign. The Group continuously promoted the upgrading of talents, cultivated and recruited excellent talents with sales and management experience, improved the allocation system of remuneration linked to performance and maintained harmonious labor relations. The remuneration of employees of the Group will be based on their performance, experience and the prevailing market remuneration. Moreover, the Group has also adopted a share option scheme and a share award scheme.

**資產擔保**

於二零二一年六月三十日，本集團已抵押或限制銀行存款約人民幣39.7百萬元(二零二零年十二月三十一日：約人民幣7.8百萬元)。此外，本集團部分其他借款由若干集團開發中物業，投資性物業及若干集團附屬公司100%股權作抵押。這些由本集團控股股東兼執行董事陳先生及其子女陳先生、陳小姐，非執行董事高女士，新明集團有限公司(相關集團公司)提供免費擔保。

**資本開支**

於本期間，本集團有關購買物業、廠房及設備的資本開支總額約人民幣0.01百萬元(截至二零二零年六月三十日止六個月約人民幣0百萬元)。

**資本承擔**

於二零二一年六月三十日，有關開發中物業活動的資本承擔約為人民幣286.2百萬元(二零二零年十二月三十一日：約人民幣387.8百萬元)。

**匯率波動風險**

本集團主要以人民幣經營業務。本集團若干銀行存款以港元計值。除上述披露者外，本集團並無承受任何重大外匯匯率波動風險。本集團並無訂立外匯對沖政策。然而，本集團會緊密監察外匯風險及日後可能(視情況及外幣走勢而定)考慮採用重大外幣對沖政策。

**員工**

於二零二一年六月三十日，本集團共有僱員88人(於二零二零年六月三十日：共108人)。減少原因主要是採取成本效益措施。本集團繼續推動人才升級，培育招聘優秀銷售及管理經驗人才，完善薪酬表現掛鈎的分配體系和保持良好和諧勞資關係。本集團根據僱員表現、工作經驗及現行市場工資水準給予僱員薪酬。此外，本集團亦採納購股權計劃及股份獎勵計劃。



## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論與分析

(including financial review) (包括財務回顧)

#### CONTINGENT LIABILITIES

As at 30 June 2021, the Company had guarantees in respect of mortgage facilities granted to purchasers of the Group's properties of approximately RMB50.4 million (31 December 2020: approximately RMB16.1 million).

#### MATERIAL EVENTS

The Group has no material events during the Period.

#### EVENTS AFTER THE REPORTING PERIOD

No material events have occurred subsequent to 30 June 2021.

#### DISCLOSURE OF INTERESTS

##### Directors' and chief executives' interests in securities

The Company's shares are listed on the Main Board of the Hong Kong Stock Exchange. As of the date of this report, the interests or short positions of the Directors and chief executives 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 (the "SFO") which (a) were required to be notified to the Company and the Exchange pursuant to Division 7 and 8 of Part XV of the SFO (including interests and short positions which they are deemed or taken to have under such provisions of the SFO); or (b) were required to be recorded in the register referred to therein pursuant to section 352 of the SFO; or (c) were required to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Companies as set out in Appendix 10 of the Listing Rules were as follows:

##### Long positions in the shares and underlying shares:

*The Company*

#### 或然負債

於二零二一年六月三十日，本公司就本集團物業買家獲授的按揭融資提供擔保約人民幣50.4百萬元（於二零二零年十二月三十一日：約人民幣16.1百萬元）。

#### 重大事項

於本期間，本集團並無任何重大事項。

#### 報告期後事項

於二零二一年六月三十日後並無發生重大事件。

#### 權益披露

##### 董事及主要行政人員於證券之權益

本公司股份於香港聯交所主板上市。於本報告日期，董事及主要行政人員於本公司及其相聯法團（按證券及期貨條例（「證券及期貨條例」）第XV部之涵義）之股份、相關股份及債券中擁有(a)根據證券及期貨條例第XV部第7及第8分部須知會本公司及香港聯交所之權益或淡倉（包括根據證券及期貨條例有關條文彼等被視為或當作擁有之權益及淡倉）；或(b)根據證券及期貨條例第352條規定須列入該條例所指之登記冊內之權益或淡倉；或(c)根據載於上市規則附錄10之上市公司董事進行證券交易之標準守則須通知本公司及香港聯交所之權益或淡倉如下：

##### 於股份及相關股份之好倉：

本公司

Name of Directors	Capacity/Nature of interest	Number of shares/ underlying shares	Approximate percentage of the issued share capital of the Company (%) 佔本公司已發行股本概約百分比(%)
董事姓名	身份／權益性質	股份／相關股份數目	
Mr. Chen Chengshou 陳承守先生	Interest of controlled corporation (Note 1) 受控制法團之權益(附註1)	776,467,800 (L)	41.33%
Ms. Gao Qiaoqin 高巧琴女士	Interest of spouse (Note 2) 配偶權益(附註2)	776,467,800 (L)	41.33%
Mr. Feng Cizhao 豐慈招先生	Beneficial owner (Note 3) 實益擁有人(附註3)	129,000(L)	0.0007%

(L): represents long positions

(L): 指好倉

## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論與分析

(including financial review) (包括財務回顧)

Notes:

1. A total of 776,467,800 shares are registered in the name of Xinxing Company Limited, which is wholly owned by Mr. Chen.
2. Ms. Gao is the spouse of Mr. Chen. Under the SFO, Ms. Gao is taken to be interested in the same number of shares in which Mr. Chen is interested.
3. Those shares are award shares granted by the Board on 7 April 2016 pursuant to the Share Award Scheme and have been fully vested.

附註：

1. 776,467,800股股份乃以Xinxing Company Limited之名義登記，該公司由陳先生全資擁有。
2. 高女士為陳先生的配偶。根據證券及期貨條例，高女士被視為於陳先生所擁有權益的相同數目股份中擁有權益。
3. 該等股份為董事會於二零一六年四月七日根據股份獎勵計劃已授出並完全歸屬的獎勵股份。

#### Associated corporation — Xinxing Company Limited

#### 相聯法團 — Xinxing Company Limited

Name of Directors 董事姓名	Nature of interest 權益性質	Number and class of securities in the associated corporation 於相聯法團的 證券數目及類別	Approximate percentage of interest in the associated corporation 於相聯法團的 權益概約百分比
Mr. Chen 陳先生	Beneficial owner 實益擁有人	1 share <sup>(1)</sup> 一股股份 <sup>(1)</sup>	100%
Ms. Gao 高女士	Interest of spouse 配偶權益	1 share <sup>(2)</sup> 一股股份 <sup>(2)</sup>	100%

Notes:

1. The disclosed interest represents the interests in the associated corporation, Xinxing Company Limited, which is held as to 100% by Mr. Chen.
2. Ms. Gao is the spouse of Mr. Chen. By virtue of the SFO, Ms. Gao is deemed to be interested in the 1 share of Xinxing Company Limited held by Mr. Chen.

附註：

1. 所披露權益指於相聯法團Xinxing Company Limited的權益，而於本期間Xinxing Company Limited由陳先生持有100%權益。
2. 高女士為陳先生的配偶。根據證券及期貨條例，高女士被視為於陳先生持有的Xinxing Company Limited一股股份中擁有權益。

Save as disclosed above, as at the date of this report, none of the Directors or chief executives of the Company had or was deemed to have interests or short position in the shares, underlying shares or debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO) which were required to be recorded in the register required to be kept under section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

除上文所披露者外，於本報告日期，概無本公司董事或主要行政人員於本公司或其相關法團（定義見證券與期貨條例第XV部）之股份、相關股份或債券中擁有或被視為擁有須記入根據證券及期貨條例第352條存置之登記冊或須根據標準守則知會本公司及聯交所之權益或淡倉。

## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論與分析

(including financial review) (包括財務回顧)

#### SUBSTANTIAL SHAREHOLDERS' INTERESTS IN THE SECURITIES

The register of substantial shareholders maintained by the Company pursuant to section 336 of the SFO shows that, as at the date of this report, the following shareholders, other than those disclosed in the section headed "Directors' and Chief Executives' Interest in the Securities", had notified the Company of their interests and/or short positions in the shares and underlying shares of the Company which would fall to be disclosed under the provisions of Divisions 2 and 3 of Part XV of the SFO.

#### Interest in the Company

#### 主要股東於證券之權益

本公司根據證券及期貨條例第336條規定而置存之主要股東登記冊表明，於本報告日期，下列股東（於「董事及主要行政人員於證券之權益」一節披露之股東除外）已知會本公司其於本公司股份及相關股份擁有根據證券及期貨條例第XV部第2及第3分部之條文須予以披露之權益及／或淡倉。

#### 於本公司的權益

Name of substantial shareholder	Capacity/Nature of interest	Number of shares/ underlying shares 股份／相關 股份數目	Approximate percentage of the issued share capital of the Company 佔本公司已發行 股本概約百分比
主要股東姓名	身份／權益性質		
Xinxing Company Limited (Note 1 and 2)	Beneficial owner	776,467,800 (long position)	
Xinxing Company Limited (附註1和2)	實益擁有人	776,467,800 (好倉)	41.33%
Ho Kwok Leung Glen and Lai Kar Yan (Note 2)	In the capacity as Receivers	187,862,200 (long position)	
何國樑及黎嘉恩(附註2)	接管人身份	187,862,200 (好倉)	10.00%
Central Huijin Investment Ltd (Note 3)	Person having a security interest in shares	940,000,000 (long position)	
中央匯金投資有限責任公司 (附註3)	於股份擁有抵押權益之人士	940,000,000 (好倉)	50.04%
China Construction Bank Corporation (Note 3)	Person having a security interest in shares	940,000,000 (long position)	
中國建設銀行股份有限公司 (附註3)	於股份擁有抵押權益之人士	940,000,000 (好倉)	50.04%
Chance Talent Management Limited (Note 3)	Person having a security interest in shares	940,000,000 (long position)	
Chance Talent Management Limited (附註3)	於股份擁有抵押權益之人士	940,000,000 (好倉)	50.04%



*(including financial review)* (包括財務回顧)

## Note:

1. Xinxing is held as to 100% by Mr. Chen Chengshou. 752,137,800 shares out of 776,467,800 shares held by Xinxing have been charged to Chance Talent Management Limited ("Chance Talent"). Receivers were appointed on 18 November 2020 over 940,000,000 ordinary shares, representing approximately 50.04% of the total issued share capital of the Company, held by Xinxing in favour of Chance Talent.
2. On 11 February 2021, the Receivers, namely, Messrs. Lai Kar Yan and Ho Kwok Leung Glen, withdrew 187,862,200 shares that have been charged to Chance Talent from CCASS and registered such 187,862,200 shares in their name. As such, the shares held by Xinxing that have been charged to Chance Talent decreased from 940,000,000 shares to 752,137,800 shares, representing approximately 40.04% of the total issued share capital of the Company.
3. Chance Talent has a security interest in 940,000,000 shares of the Company. Central Huijin Investment Ltd holds a 57.11% shareholding in China Construction Bank Corporation. The China Construction Bank Corporation holds a 100% shareholding in CCB International Group Holdings Limited, which in turn holds a 100% shareholding in CCB Financial Holdings Limited. CCB Financial Holdings Limited holds a 100% shareholding in CCB International (Holdings) Limited, which in turn holds a 100% shareholding in CCBI Investments Limited. CCBI Investments Limited holds a 100% shareholding in Chance Talent. Therefore, the above entities are deemed to be interested in 940,000,000 shares, in which Chance Talent is interested.

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

## 附註：

1. Xinxing由陳承守先生持有100%的股權。Xinxing持有的776,467,800股股份中有752,137,800股已押記予Chance Talent Management Limited(「Chance Talent」)。於二零二零年十一月十八日，已委任接管人以接管Xinxing以Chance Talent為受益人持有的940,000,000股普通股，該等股份佔本公司已發行股本總額約50.04%。
2. 於二零二一年二月十一日，接管人(即黎嘉恩先生及何國樑先生)已從中央結算系統撤回已押記予Chance Talent的187,862,200股股份，並且以彼等的名義註冊該等187,862,200股股份。因此，由Xinxing持有並且已押記予Chance Talent的股份從940,000,000股減少至752,137,800股，相當於本公司已發行股本總額的約40.04%。
3. Chance Talent於本公司940,000,000股股份中擁有抵押權益。中央匯金投資有限公司持有中國建設銀行股份有限公司57.11%股權。中國建設銀行股份有限公司持有建行國際集團控股有限公司100%股權，而建行國際集團控股有限公司則持有建行金融控股有限公司100%股權。建行金融控股有限公司持有建銀國際(控股)有限公司100%股權，而建銀國際(控股)有限公司則持有CCBI Investments Limited 100%股權。CCBI Investments Limited持有Chance Talent 100%股權。因此，上述實體被視為於Chance Talent擁有權益的940,000,000股股份中擁有權益。

除上文所披露者外，於本報告日期，本公司並未獲任何人士(本公司董事及主要行政人員除外)知會其於本公司股份、相關股份及債券中擁有根據證券及期貨條例第XV部第2及第3分部之條文須向本公司披露或須記入根據證券及期貨條例第336條本公司須存置之登記冊之權益或淡倉。

## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論與分析

(including financial review) (包括財務回顧)

#### SHARE OPTION SCHEME

The Company has adopted the share option scheme (the “Share Option Scheme”) on 8 June 2015, which will be in force for a period of 10 years. Under the Share Option Scheme, the eligible participants of the scheme, including Directors, full-time employees, advisers, suppliers and customers to our Company or our subsidiaries, (the “Eligible Participants”) may be granted options which entitle them to subscribe for shares, provided that the number of shares to be subscribed under such option together with the options granted under any other schemes initially shall not more than 10% of the shares in issue on the Listing Date.

The Share Option Scheme is a share incentive scheme and is established to recognize and acknowledge the contributions the Eligible Participants have made or may make to the Group. The Share Option Scheme will provide the Eligible Participants an opportunity to have a personal stake in the Company with the view to achieving the following objectives: (i) motivating the Eligible Participants to improve their performance efficiency for the benefit of the Group; and (ii) attracting and retaining or otherwise maintaining on-going business relationships with the Eligible Participants whose contributions are or will be beneficial to the long-term growth of the Group.

The maximum number of shares in respect of which options may be granted (including shares in respect of which options, whether exercised or still outstanding, have already been granted) under the Share Option Scheme and under any other share option schemes of the Company must not in aggregate exceed 10% of the total number of shares in issue on the Listing Date, excluding for this purpose shares which would have been issuable pursuant to options which have lapsed in accordance with the terms of the Share Option Scheme (or any other share option schemes of the Company).

Notwithstanding the foregoing, the shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other share option schemes of the Company at any time shall not exceed 30% of the shares in issue from time to time (the “Maximum Limit”). No options shall be granted under any schemes of the Company, including the Share Option Scheme, if that will result in the Maximum Limit being exceeded.

The Board may, at its discretion, offer to grant an option to the Eligible Participants. An option shall be deemed to have been granted and accepted by the grantee and to have taken effect when the duplicate offer document constituting acceptance of the options duly signed by the grantee, together with a remittance in favor of the Company of HK\$1.00 by way of consideration for the grant thereof, is received by the Company on or before the relevant acceptance date.

#### 購股權計劃

本公司已於二零一五年六月八日採納購股權計劃(「購股權計劃」)，有效期為十年。根據購股權計劃，計劃的合資格參與者(包括本公司或我們附屬公司的董事、全職僱員、顧問、供應商以及客戶等)(「合資格參與者」)可能獲授予賦予彼等權利認購股份的購股權(與根據任何其他計劃授予的購股權合併計算)，可認購的股份數目初步不得超過上市日期已發行股份的10%。

購股權計劃為一項股份獎勵計劃，乃為嘉許及肯定合資格參與者對本集團所作出或可能作出的貢獻而設立。購股權計劃將為合資格參與者提供於本公司持有個人權益的機會，旨在達到下列目的：(i)激勵合資格參與者為本集團的利益盡量提高工作效率；及(ii)吸引及挽留其貢獻目前或將來對本集團長期發展有利的合資格參與者，或以其他方式維持與該等合資格參與者的持續業務關係。

根據購股權計劃及本公司任何其他購股權計劃可能授出的購股權所涉及的股份數目上限(包括已授出的已行使或尚未行使購股權所涉及的股份)，合共不得超過於上市日期已發行股份總數的10%，就此而言，不包括根據購股權計劃(或本公司任何其他購股權計劃)的條款已失效的購股權原應可予發行的股份。

儘管有上述規定，根據購股權計劃及本公司任何其他購股權計劃授出但有待行使的所有未行使購股權獲行使而可能於任何時間發行的股份，不得超過不時已發行股份的30%(「最高限額」)。倘根據本公司任何計劃(包括購股權計劃)授出購股權將導致超出最高限額，則不得授出該等購股權。

董事會可酌情向合資格參與者提呈授出購股權。本公司於有關接納日期或之前收到承授人妥為簽署構成接納購股權的一式兩份要約文件連同向本公司支付作為授出購股權的代價的1.00港元的款項後，購股權即被視為已授出及已獲承授人接納並生效。

(including financial review) (包括財務回顧)

After receipt of the notice and the remittance and, where appropriate, receipt of the certificate by the auditor or the approved independent financial adviser (as the case may be) to the Company, the Company shall allot and issue the relevant number of shares to the grantee credited as fully paid and issue to the grantee certificates in respect of the shares so allotted.

The total number of shares issued and which may fall to be issued upon exercise of the options granted under the Share Option Scheme and any other share option schemes of the Company (including both exercised, outstanding options and shares which were the subject of options which have been granted and accepted under the Share Option Scheme or any other scheme of the Company but subsequently cancelled) to each Eligible Participant in any 12-month period up to the date of grant shall not exceed 1% of the shares in issue as at the date of grant.

As at the date of this report, the total number of shares to be issued under the Share Option Scheme is 188,000,000 shares, representing 10% of the issued shares at Listing Date. No share option was granted, exercised or cancelled by the Company since the adoption of the Share Option Scheme.

### SHARE AWARD SCHEME

On 26 January 2016, the Company adopted the share award scheme (the "Scheme"), pursuant to which Bank of Communications Trustee Limited as trustee (the "Trustee"). The Company adopted the Scheme to recognize the contribution by certain eligible participants and to attract suitable personnel for further development of the Group. Each of the Company and Mr. Chen, an executive Director and controlling shareholder of the Company, may make contribution to the trust for the purpose of vesting awarded shares to the selected participants. Pursuant to the Scheme, the Company may from time to time at its sole discretion subject to requirements under this Scheme, cause to be paid any sums of money to the Trustee and instruct the Trustee to purchase shares in the market at prevailing market price. Mr. Chen may from time to time transfer shares to the Trustee, for the purpose of vesting awarded shares to the selected participants, subject to the compliance with the requirements of the Listing Rules, all applicable laws from time to time as well as the lock-up period. The Trustee will hold the awarded shares on trust for all or one or more of the selected participants until such awarded shares are vested with the relevant selected participants in accordance with the rules of the Scheme.

於收到通知及股款以及(如適用)本公司核數師或獲認可獨立財務顧問(視情況而定)發出的證書後內,本公司須向承授人配發及發行入賬列為繳足的有關數目股份,並就已配發的股份向承授人發出股票。

於任何12個月期間直至授出日期,因根據購股權計劃及本公司任何其他購股權計劃授出的購股權(包括已行使、尚未行使的購股權及根據購股權計劃或本公司任何其他計劃已授出並獲接納但於其後註銷的購股權所涉及股份獲行使而已經及可能向各合資格參與者發行的股份總數不得超過於授出日期已發行股份的1%。

於本報告日期,根據購股權計劃可發行股份總數為188,000,000股,佔上市日期已發行股份的10%。自採納購股權計劃之日起,本公司概無授出、行使或註銷購股權。

### 股份獎勵計劃

本公司於二零一六年一月二十六日採納股份獎勵計劃(「本計劃」),並由交通銀行信託有限公司作為受託人(「受託人」),以嘉許若干合資格參與者所作出之貢獻,及吸引合適人才推動本集團之未來發展。為將獎勵股份歸屬獲選參與者,本公司及本公司執行董事兼控股股東陳先生均可向信託作出供款。根據本計劃,本公司可不時全權酌情根據本計劃之規定向受託人支付任何金額,並指示受託人按現時市價於市場上購買股份。為將獎勵股份歸屬獲選參與者,陳先生可不時向受託人轉讓股份,惟須遵守上市規則及所有適用法例不時之規定並受限制期間規限。受託人將以信託形式為全部或一名或多名合資格參與者持有獎勵股份,直至該等獎勵股份根據本計劃規則歸屬相關獲選參與者為止。



## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論與分析

(including financial review) (包括財務回顧)

The Scheme is a discretionary scheme of the Company and shall be subject to the administration of the Board and the Trustee in accordance with the rules of the Scheme and the trust deed. The Board shall not make any further award of awarded shares which will result in the nominal value of the shares awarded by the Board under the Scheme exceeding ten per cent (10%) of the issued share capital of the Company from time to time. The maximum number of shares which may be awarded to a selected participant under the Scheme shall not exceed one per cent (1%) of the issued share capital of the Company from time to time. The Scheme does not constitute a share option scheme within the meaning of Chapter 17 of the Listing Rules.

The Scheme will remain in force for a period of 10 years since the date of adoption of the Scheme. Early termination should be done by the Board under the rules of the Scheme. On 7 April 2016, the Board resolved to award 13,716,666 awarded shares ("Awarded Shares") to 150 selected participants through the deployment of the shares of the Company. All Awarded Shares have been vested to the eligible participants. For details, please refer to the announcements of the Company dated 18 February 2016 and 7 April 2016. Apart from that, the Company has not granted, exercised or cancelled any Awarded Shares.

During the Period, (i) no share options were granted, exercised or cancelled by the Company and (ii) the Board of the Company has neither paid any funding to the trustee of the Scheme nor allowed the trustee to purchase the shares of the Company on the Stock Exchange. During the Year under Review, the trustee of the Scheme also did not purchase any shares of the Company on the Stock Exchange.

### DIRECTORS' RIGHT TO ACQUIRE SHARES

Save as disclosed above, neither the Company, nor any of its holding companies, its subsidiaries or its fellow subsidiaries was a party to any arrangement to enable the Directors and chief executives of the Company, including their spouses and children under 18 years of age, to hold any interest or short positions in the shares, or underlying shares, or debentures, of the Company or its associated corporations, within the meaning of Part XV of the SFO.

本計劃為本公司一項酌情制訂之計劃。根據本計劃及信託契據之規則，本計劃須受董事會及受託人管理。倘董事會授出獎勵股份後會導致根據本計劃已授出之股份面值超過本公司不時已發行股本之百分之十(10%)，則不應再進一步授出獎勵股份。獲選參與者根據本計劃可獲授之最高股份數目不可超過本公司不時已發行股本之百分之一(1%)。本計劃並不構成上市規則第17章所界定之購股權計劃。

股份獎勵計劃自採納日期起計10年之期限內有效，惟可由董事會根據計劃規則決定提早終止。於二零一六年四月七日，董事會議決向150位獲選參與者透過調配本公司股份的形式授予13,716,666股獎勵股份（「獎勵股份」）。所有獎勵股份已歸屬予合資格獲選參與者。詳情請參閱本公司日期為二零一六年二月十八日及二零一六年四月七日的公告。除此之外，本公司概無授出、行使或註銷任何獎勵股份。

於本期間，(i)本公司概無授出及(ii)行使或註銷購股權，本公司董事會既沒有向計劃之受託人支付任何資金，讓受託人可於聯交所購買本公司之股份。於回顧年度內，計劃之受託人也沒有於聯交所購買本公司之任何股份。

### 董事購買股份的權利

除上文所披露者外，本公司、其任何控股公司、其附屬公司或其同系附屬公司從未訂立任何安排，使本公司董事及主要行政人員（包括彼等的配偶及未滿18歲子女）於本公司或其相聯法團（定義見證券及期貨條例第XV部）的股份或相關股份或債券中持有任何權益或淡倉。

*(including financial review)* (包括財務回顧)**DISCLOSURE PURSUANT TO RULE 13.21 OF THE LISTING RULES AND DISCLAIMER OF OPINION OF 2020 ANNUAL REPORT**

As at 30 June 2021, interest payments of RMB279,514,000 relating to certain borrowings of the Group of a principal amount of RMB1,865,386,000 (“In Default Borrowings”) were not paid in accordance with the repayment schedules pursuant to the borrowing agreements which constituted events of defaults. As at the date of this report, interest of RMB665,725,000 relating to the In Default Borrowings was overdue.

In view of such circumstances, the management of the Group (the “Management”) have given careful consideration to the future liquidity and performance of the Group and its available sources of finance in assessing whether the Group will have sufficient financial resources to continue as a going concern. The Management has also taken and will continue to implement the measures to mitigate the Group’s liquidity pressure and improve the conditions of cash flow. Accordingly, the Management are of the opinion that it is appropriate to prepare the unaudited condensed consolidated financial statements for the Period on a going concern basis.

In order to address the uncertainties which may cast doubt regarding the Group’s ability to continue as a going concern, and with a view to removing the Audit Modification, the management of the Company have been undertaking a number of measures to improve the Group’s liquidity and financial position, and repay overdue interest to financial institutions, which include:

- (i) continuously negotiating with the Group’s existing lenders such that no action will be taken by the relevant lenders to demand immediate repayment of the borrowings with interest payments in default, including those with cross-default terms;
- (ii) continuously negotiating with various financial institutions on the renewal of or extension for repayment of outstanding borrowings, including those with overdue principals and interests;
- (iii) continuously negotiating with various financial institutions and potential lenders/investors to identify various options for additionally financing the Group’s working capital and commitments in the foreseeable future;
- (iv) accelerating the pre-sale and sale of properties under development and completed properties, such as Shandong Project and Chongqing Project and controlling costs and containing capital expenditure so as to generate adequate net cash inflows;

**根據上市規則第13.21條作出之披露及對二零二零年年報之不發表意見**

於二零二一年六月三十日，本集團尚未根據借款協議的還款時間表支付與本集團某些本金為人民幣1,865,386,000元的借款（「未償還借款」）有關的利息人民幣279,514,000元。這些構成違約的事件。截至本報告日期，有關未償還借款的利息人民幣665,725,000元已逾期。

鑒於相關情況，於評估本集團是否擁有充足財務資源繼續持續經營時，本集團的管理層（「管理層」）充分考慮本集團未來流動資金及表現以及其可用財務資源。為緩解本集團的流動資金壓力及改善現金流狀況，管理層亦已採取並將繼續執行各項措施。因此，管理層認為以持續經營基準編製本期間的未經審核簡明綜合財務報表乃屬恰當。

為應對可能對本集團持續經營的能力帶來疑慮的不確定性，且出於撤銷審核保留意見之目的，本公司管理層已就此採取多項措施，以改善本集團的流動性及財務狀況，並向金融機構償還逾期利息，包括：

- (i) 繼續與本集團現有貸款人磋商，確保相關貸款人不會採取行動以要求即時償還拖欠的借款及利息（包括違約條款所涵蓋的借款及利息）；
- (ii) 就尚欠借款（包括已逾期本金及利息）正與各家金融機構繼續磋商達成重續或延展還款安排；
- (iii) 與各家金融機構及潛在貸款人／投資者繼續磋商以物色多種選擇為本集團可見將來的營運資金及承擔額外撥資；
- (iv) 加速開發中物業及已竣工物業之預售和銷售諸如山東項目和重慶項目，以及控制成本和限制資本開支，從而產生充足現金流入淨額；

## MANAGEMENT DISCUSSION AND ANALYSIS

### 管理層討論與分析

(including financial review) (包括財務回顧)

- (v) actively looking for large property development enterprises and cooperating with investors to develop properties under development of the Group through joint efforts; and
  - (vi) actively procuring and negotiating the preliminary terms with large property development enterprises for the sale of individual property development project or whole commercial property at a price deemed appropriate.
- (v) 積極物色大型物業開發企業及與投資者共同合作開發本集團開發中物業；及
  - (vi) 積極促使及與大型物業開發企業磋商有關出售個別物業開發項目或整棟商用房的初步條款(倘認為價格合適)。

### REMOVAL OF THE AUDIT MODIFICATION

In the best case scenario, assuming (i) the Company is able to sell whole or portion of commercial properties in Chongqing, Taizhou, Hangzhou and Shanghai as a package; (ii) the Company is able to successfully extend the repayment schedules of existing borrowings; and (iii) financial institutions are willing to waive penalty after repayment of overdue principal and/or interest, it will be able to fully repay all overdue interests and principal.

Even if the Company could not successfully sell whole or portion of commercial properties in Chongqing, Taizhou, Hangzhou and Shanghai as a package, assuming (i) the Company is able to sell its residential properties in Shandong and commercial properties in Taizhou, Hangzhou and Shanghai to individual customers; (ii) the Company is able to sell whole of commercial properties in Shanghai as a package; (iii) the Company is able to successfully extend the repayment schedules of existing borrowings; and (iv) financial institutions are willing to waive penalty after repayment of overdue principal and/or interest, it will still be able to fully repay the overdue principal and interests due to a financial institution in accordance with the Settlement Agreement, repay all overdue interests and half of overdue principal of other borrowings.

Based on the discussions with financial institutions, the Management is confident that after repayment of overdue interests, the financial institutions will be willing to extend the current repayment schedule of outstanding borrowings. Therefore, the Directors are of the view that the revised action plan is reasonable and adequate to resolve the Audit Modification.

### 撤銷審核保留意見

於最佳情境下，假設(i)本公司能配套出售重慶、台州、杭州及上海的全部或部分商業物業；(ii)本公司能成功延長現有借款的還款時間表；以及(iii)金融機構願意豁免逾期償還本金及／或利息的罰款，本公司將能悉數償還所有逾期利息及本金。

儘管本公司未能成功配套出售重慶、台州、杭州及上海的全部或部分商業物業，假設(i)本公司能向個人客戶出售其山東的住宅物業及台州、杭州及上海的商業物業；(ii)本公司能配套出售上海的全部商業物業；(iii)本公司能成功延長現有借款的還款時間表；以及(iv)金融機構願意豁免逾期本金及／或利息的罰款，本公司仍能根據結算協議悉數償還應付一間金融機構的逾期本金及利息、償還其他借款的所有逾期利息及半數逾期本金。

根據與金融機構的商討，管理層相信償還逾期利息後，金融機構將願意延長目前尚未支付借款的時間表。因此，董事認為，經修訂的行動計劃屬合理並足以應對審核保留意見。



(including financial review) (包括財務回顧)

## AUDIT COMMITTEE'S VIEW ON THE AUDIT MODIFICATION

The Audit Committee has been closely communicating with the Management and the Auditor on the Audit Modification. The Management has reported regularly to the Audit Committee on the measures taken to improve the conditions of the Group's cash flow and their progress during the year. The Board and the Audit Committee have taken into account the following actions taken by the Management prior to publication of the unaudited consolidated financial statements of the Company for the six months ended 30 June 2021, including (i) renewal or extension of outstanding borrowings; (ii) additional financing; (iii) negotiating for the sale of property development project and whole commercial property; (iv) accelerating the pre-sale and sale of properties under development and completed properties; and (v) developing properties through joint efforts.

The Board and the Audit Committee understood that the action plan was still ongoing as at the date of approval of the financial statements and the Company will need time for completing the action plan, in particular the disposal of investment properties which will lead to the Group receiving substantial amount of proceeds and will mitigate the Group's liquidity pressure and address the Audit Modification.

The Company will keep its shareholders informed by publishing further announcement setting out any developments and updates on the renewal of or extension for repayment of outstanding borrowings and the re-financing of such borrowings. The Directors are of the view that the audit modification would be removed in the auditor's report for the year ending 31 December 2021 should the Company is able to successfully implement the action plan mentioned in this report and the other relevant measures.

## 審核委員會關於審核保留意見的觀點

審核委員會已就審核保留意見與管理層及核數師密切溝通。管理層已定期就改善本集團年內現金流狀況及彼等進展所採取的措施向審核委員會匯報。董事會及審核委員會已計及管理層於刊發本公司截至二零二一年六月三十日止六個月的經審核綜合財務報表前所採取的下列行動：包括(i)重續或延長尚欠借款的期限；(ii)額外撥資；(iii)就銷售物業開發項目及全部商業物業進行磋商；(iv)加速開發中物業及已竣工物業的預售及銷售；及(v)共同開發物業。

董事會及審核委員會知悉於財務報表批准日期行動計劃仍在進行中，且本公司將需要時間完成行動計劃，尤其是出售投資物業將會使本集團可收取大量所得款項，並將緩解本集團的流動資金壓力及應對審核保留意見。

本公司將通過發布進一步的公告設置來向股東通報情況續期或延期償還未償還的借款以及為此類借款再融資的任何發展和更新。董事認為，倘本公司能成功執行本報告提述的行動計劃及其他相關措施，則截至二零二一年十二月三十一日止年度的審計師報告中的審計保留意見將被刪除。

# CORPORATE GOVERNANCE AND OTHER INFORMATION

## 企業管治及其他資料

### CORPORATE GOVERNANCE PRACTICES

The Board is of opinion that the Company had adopted, applied and complied with the code provisions as set out in the Corporate Governance Code (the “CG Code”) contained in Appendix 14 to the Listing Rules and complied with the code provisions of the CG Code during the Period. None of the Directors was aware of any information that would reasonably indicate that the Company was in compliance with the code provisions of the CG Code during the Period, except for the deviations as follows:

Under code provision A.2.1 of the CG Code, the roles of chairman and chief executive officer should be separate and should not be performed by the same individual. Mr. Chen is the chairman and the chief executive officer of the Company (“CEO”). The Group therefore did not separate the roles of the chairman and the CEO. The Board considered that Mr. Chen had in-depth knowledge and experience in the property investment and development industry and was the most appropriate person to manage the Group. Therefore, the roles of chairman and CEO were performed by the same individual, Mr. Chen, and such arrangement was considered to be beneficial to the business prospects and management of the Group.

Under code provision F.1.1 of the CG Code, the company secretary of a company should be an employee of the listed company and should have day-to-day knowledge of the Group’s affairs. Ms. Lam Yuen Ling Eva was delegated by an external service provider as the company secretary with a term expiring on 30 June 2016. She also ceased to act as the authorized representative of the Company (the “Authorized Representative”) in accordance with the Listing Rules on the same day. Since 1 July 2016, Mr. Kam Chun Ying Francis (“Mr. Kam”) was appointed by the Company as the company secretary and one of the Authorized Representatives. For further details, please refer to the announcement dated 29 June 2016. Mr. Kam directly and primarily reports to the chairman and the CEO. He also communicates with other Directors and senior management when necessary.

### CHANGES IN DIRECTORS’ INFORMATION UNDER RULE 13.51B(1) OF THE LISTING RULES

Pursuant to Rule 13.51B(1) of the Listing Rules, the changes in Directors’ information since the disclosure made in the Company’s annual report 2020 are set out as below:

Mr. Choi Clifford Wai Hong (“Mr. Choi”), a non-executive Director of the Company, has been re-designated from an independent non-executive director to an executive director of Samson Paper Holdings Limited, a company listed on the Main Board of the Stock Exchange (stock code: 731), with effect from 21 May 2021. Mr. Choi was appointed as a non-executive director of Silk Road Logistics Holdings Limited, a company listed on the Main Board of the Stock Exchange (stock code: 988), with effect from 4 June 2021.

### 企業管治常規

董事會認為，本公司一直採用、應用及遵守上市規則附錄14的企業管治守則（「企業管治守則」）所載之守則條文，並於本期內遵守企業管治守則之守則條文。董事概不知悉有任何資料可合理指出本公司於本期間並無遵守企業管治守則之守則條文，惟下列偏離者除外：

根據企業管治守則之守則條文第A.2.1條，主席與行政總裁之職位應有所區分，且不應由同一人士兼任。陳先生為本公司主席兼行政總裁（「行政總裁」）。故此本集團並無區分主席及行政總裁之職位。董事會相信陳先生於物業投資及發展行業具備淵博的學識及豐富的經驗，為最適合管理本集團之人士，因此，由陳先生一人兼任主席及行政總裁之職務對本集團的業務前景及管理有利。

根據企業管治守則之守則條文F.1.1條，公司秘書須由一名上市公司員工擔任，且該人士須對本集團事務具有日常瞭解。林婉玲女士為一家外部服務提供商所委派，其公司秘書之任期至二零一六年六月三十日止完結，彼亦在同日不再根據上市規則擔任本公司之授權代表（「授權代表」）。由二零一六年七月一日起本公司委任甘俊英先生（「甘先生」）為公司秘書及其中一名授權代表，進一步詳情請參見日期為二零一六年六月二十九日之公告。甘先生主要是直接向主席及行政總裁報告及有需要時亦可同其他董事及高級管理層溝通。

### 根據上市規則第13.51B(1)條變更董事資料

根據上市規則第13.51B(1)條，自本公司二零二零年年報作出的披露變更董事的資料載列如下：

本公司非執行董事蔡偉康先生（「蔡先生」）已由森信紙業集團有限公司\*（Samson Paper Holdings Limited，一間於聯交所主板上市的公司（股份代號：731）的獨立非執行董事調任為執行董事，自二零二一年五月二十一日起生效。蔡先生獲委任為絲路物流控股有限公司（一間於聯交所主板上市的公司（股份代號：988）的非執行董事，自二零二一年六月四日起生效。

Mr. Lo Wa Kei, Roy, an independent non-executive Director of the Company, resigned as an independent non-executive director of Sun Hing Vision Group Holdings Limited, a company listed on the Main Board of the Stock Exchange (stock code: 125), with effect from 1 March 2021.

Save for the information disclosed above, there is no other information required to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules.

### STRUCTURE OF BOARD OF DIRECTORS

The composition of the Board of the Company on 30 June 2021 is as follows:

#### Executive Directors

Mr. Chen Chengshou (Chairman and Chief Executive Officer)	(appointed on 16 January 2014)
Mr. Feng Cizhao	(appointed on 31 October 2015)
Mr. Pu Wei	(appointed on 5 February 2020)

#### Non-executive Directors

Ms. Gao Qiaoqin	(appointed on 10 June 2014)
Mr. Chou Chiu Ho	(appointed as the Executive Directors on 5 February 2020 and re-designated as the Non-executive Director on 1 May 2020)
Mr. Choi Clifford Wai Hong	(appointed on 16 April 2021)

#### Independent Non-executive Directors

Mr. Gu Jiong	(appointed on 8 June 2015 and retired on 24 June 2021)
Mr. Lo Wa Kei, Roy	(appointed on 8 June 2015)
Mr. Fong Wo, Felix	(appointed on 8 June 2015)
Mr. Chu Kin Wang Peleus	(appointed on 16 April 2021 and resigned on 16 August 2021)
Mr. Khor Khie Liem Alex	(appointed on 16 August 2021)

本公司獨立非執行董事盧華基先生已辭任新興光學集團控股有限公司(一間於聯交所主板上市的公司(股份代號: 125))的獨立非執行董事, 自二零二一年三月一日起生效。

除上文所披露的資料外, 概無須根據上市規則第13.51B(1)條披露的其他資料。

### 董事會架構

以下為本公司董事會於二零二一年六月三十日的成員名單:

#### 執行董事

陳承守先生 (主席兼行政總裁)	(於二零一四年一月十六日獲委任)
豐慈招先生	(於二零一五年十月三十一日獲委任)
浦巍先生	(於二零二零年二月五日獲委任)

#### 非執行董事

高巧琴女士	(於二零一四年六月十日獲委任)
周昭何先生	(於二零二零年二月五日獲委任執行董事及於二零二零年五月一日調職為非執行董事)
蔡偉康先生	(於二零二一年四月十六日獲委任)

#### 獨立非執行董事

顧炯先生	(於二零一五年六月八日獲委任及二零二一年六月二十四日離任)
盧華基先生	(於二零一五年六月八日獲委任)
方和先生	(於二零一五年六月八日獲委任)
朱健宏先生	(於二零二一年四月十六日獲委任及二零二一年八月十六日辭任)
許麒麟先生	(於二零二一年八月十六日獲委任)



## CORPORATE GOVERNANCE AND OTHER INFORMATION

### 企業管治及其他資料

#### COMPLIANCE WITH THE MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code, as set out in Appendix 10 to the Listing Rules, as its own code of conduct of dealings in securities of the Company by the Directors. Upon specific enquiries being made to all the Directors, each of them has confirmed that they complied with the required standards set out in the Model Code during the Period.

As required by the Company, relevant officers and employees of the Company are also bound by the Model Code, which prohibits them to deal in securities of the Company at any time when he or she possesses inside information in relation to those securities. No incident of non-compliance of the Model Code by the relevant officers and employees was noted by the Company.

#### AUDIT COMMITTEE

The Company has established written terms of reference in compliance with Rule 3.21 of the Listing Rules and paragraph C3 of the CG Code as set out in Appendix 14 to the Listing Rules. The primary duties of the Audit Committee are to provide the Board with an independent review of the effectiveness of the financial reporting process, internal control and risk management system of the Group, to oversee the audit process and to perform other duties and responsibilities as assigned by the Board.

The Audit Committee has reviewed with management and the Company's international auditors, Mazars CPA Limited, the accounting principles adopted by the Company, laws and regulations and discussed internal control and financial reporting matters of the Group, including the review of the interim results. The Audit Committee considered that the interim result is in compliance with the applicable accounting standards, laws and regulations, and the Company has made appropriate disclosures thereof.

The Audit Committee consists of three independent non-executive Directors, namely Mr. Khor Khie Liem Alex (chairman of the Audit Committee), Mr. Lo Wa Kei, Roy and Mr. Fong Wo, Felix. In compliance with Rule 3.21 of the Listing Rules, the chairman of the Audit Committee possesses the appropriate professional and accounting qualifications.

The Company's unaudited interim results and interim report for the Period have been reviewed by the Audit Committee.

#### 董事進行證券交易遵守標準守則

本公司已採納上市規則附錄十所載的標準守則，作為董事買賣本公司證券的操守準則。經向全體董事作出特定查詢後，全體董事確認彼等於本期間內已遵守標準守則所載的規定標準。

根據本公司要求，本公司有關高級職員及僱員亦須受標準守則約束，當其獲得有關證券內幕消息時，禁止於任何時候買賣本公司證券。本公司並無察覺有相關高級職員及僱員違反標準守則。

#### 審核委員會

本公司已遵照上市規則第3.21條及上市規則附錄14列載之企業管治守則第C3段制訂其書面職權範圍。審核委員會的主要職責為就本集團財務申報程序、內部控制及風險管理制度的有效性向董事會提供獨立審查、監察審核程序及行使由董事會分配之其他職責。

審核委員會已經與管理層人員及本公司的國際核數師中審眾環(香港)會計師事務所有限公司共同審閱本公司採納的會計準則、法律及法規，並已就本集團的內部監控及財務報告事宜(包括審閱本中期業績)進行討論。審核委員會認為本中期業績符合適用會計準則、法律及法規，並已作出適當披露。

審核委員會由三名獨立非執行董事組成，即許麒麟先生(為審核委員會主席)、盧華基先生及方和先生。審核委員會主席具備上市規則第3.21條規定之合適專業及會計資格。

本公司於本期間之未經審核中期業績及中期報告已由審核委員會審核。

### REMUNERATION COMMITTEE

The Remuneration Committee has prepared and published its written terms of reference in compliance with Rule 3.26 of the Listing Rules and code provision B.1.3 of the CG Code as set out in Appendix 14 to the Listing Rules. Its roles to assist the Board in reviewing and determining the framework or broad policy for remuneration packages of the Directors and senior management, overseeing any major changes in employee benefit structures and considering other matters as defined by the Board.

The Remuneration Committee consists of two independent non-executive Directors and one non-executive Director, namely Mr. Khor Khie Liem Alex (Chairman of the Remuneration Committee), Mr. Fong Wo, Felix and Mr. Choi Clifford Wai Hong.

### NOMINATION COMMITTEE

The Nomination Committee has prepared and published its written terms of reference in compliance with code provisions A.5.2 and A.5.3. of the CG Code as set out in Appendix 14 to the Listing Rules. Its roles are to lead the process and to make recommendations for appointments to the Board, whether as additional appointment or to fill up the casual vacancy of directorship as and when they arise, in the light of challenges and opportunities facing the Company, as well as business development and requirements of the Company.

The Nomination Committee consists of one executive Director and two independent non-executive Directors, namely Mr. Chen Chengshou (Chairman of the Nomination Committee), Mr. Khor Khie Liem Alex and Mr. Fong Wo, Felix.

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

Neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the listed securities of the Company as at the date of this report.

### 薪酬委員會

本公司薪酬委員會已遵照上市規則第3.26條及上市規則附錄14列載之企業管治守則第B.1.3條制訂及公開其書面職權範圍。其角色為協助董事會檢討及釐定董事及高級管理層之薪酬架構或具體政策，監督僱員福利架構之任何重大變動，以及考慮董事會釐定之其他事項。

薪酬委員會由二位獨立非執行董事和一位非執行董事組成，即許麒麟先生（為薪酬委員會主席）、方和先生及蔡偉康先生。

### 提名委員會

本公司提名委員會已遵照上市規則附錄14列載之企業管治守則之守則條文第A.5.2條及A.5.3條制訂及公開其書面職權範圍。其角色為就委任程序作出領導及向董事會提出建議，（當不論作為新增委任或填補董事空缺發生時），以應付本公司所面對的挑戰及機遇，以及本公司業務開發及要求。

提名委員會由一位執行董事及二位獨立非執行董事組成，即陳承守先生（為提名委員會主席）、許麒麟先生及方和先生。

### 購買、出售或贖回本公司之上市證券

於本報告日期，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之證券。

## CORPORATE GOVERNANCE AND OTHER INFORMATION

### 企業管治及其他資料

#### INTERIM DIVIDEND

The Board resolved not to declare any interim dividend to the shareholders of the Company for the six months ended 30 June 2021.

By Order of the Board

**Xinming China Holdings Limited**

**Chen Chengshou**

*Chairman, Executive Director and Chief Executive Officer*

Hangzhou, the PRC  
30 August 2021

#### 中期股息

董事會議決不向本公司股東宣派截至二零二一年六月三十日止六個月的任何中期股息。

承董事會命

**新明中國控股有限公司**

**主席、執行董事兼行政總裁**

**陳承守**

中國 • 杭州  
二零二一年八月三十日



# UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

## 未經審核簡明綜合損益及其他全面收益表

For the six months ended 30 June  
截至六月三十日止六個月

		Notes 附註	2021 二零二一年 RMB'000 人民幣千元 (Unaudited) (未經審核)	2020 二零二零年 RMB'000 人民幣千元 (Unaudited) (未經審核)
<b>REVENUE</b>	<b>收益</b>	4	<b>31,086</b>	95,132
Cost of sales	銷售成本		<b>(4,980)</b>	(54,842)
Gross profit	毛利		<b>26,106</b>	40,290
Other income and gains	其他收入及收益	5	<b>2,370</b>	402
Selling and distribution costs	銷售及分銷成本		<b>(12,065)</b>	(9,042)
Administrative expenses	行政支出		<b>(21,319)</b>	(27,998)
Other expenses	其他開支		<b>(292,037)</b>	(52,696)
Changes in fair value of investment properties	投資物業之公允價值變動		<b>3,000</b>	(4,600)
Changes in fair value of convertible bonds	可換股債券之公允價值變動		—	(1,065)
Finance costs	融資成本	6	<b>(656)</b>	(5,961)
<b>LOSS BEFORE INCOME TAX</b>	<b>除所得稅前虧損</b>	6	<b>(294,601)</b>	(60,670)
Income tax expenses	所得稅開支	7	<b>(981)</b>	(18,321)
<b>LOSS FOR THE PERIOD AND TOTAL COMPREHENSIVE LOSS FOR THE PERIOD</b>	<b>期內虧損及期內全面虧損總額</b>		<b>(295,582)</b>	(78,991)
<b>LOSS FOR THE PERIOD AND TOTAL COMPREHENSIVE LOSS FOR THE PERIOD ATTRIBUTABLE TO:</b>	<b>以下人士應佔期內虧損及期內全面虧損總額：</b>			
Owners of the Company	本公司擁有人		<b>(286,529)</b>	(71,580)
Non-controlling interests	非控股權益		<b>(9,053)</b>	(7,411)
			<b>(295,582)</b>	(78,991)
<b>LOSS PER SHARE ATTRIBUTABLE TO OWNERS OF THE COMPANY</b>	<b>本公司擁有人應佔每股虧損</b>	9		
Basic (RMB)	基本(人民幣)		<b>(0.153)</b>	(0.038)
Diluted (RMB)	攤薄(人民幣)		<b>(0.153)</b>	(0.035)

# UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

## 未經審核簡明綜合財務狀況表

		Notes 附註	At 30 June 2021 於二零二一年 六月三十日 RMB'000 人民幣千元 (Unaudited) (未經審核)	At 31 December 2020 於二零二零年 十二月三十一日 RMB'000 人民幣千元 (Audited) (經審核)
<b>NON-CURRENT ASSETS</b>	<b>非流動資產</b>			
Property, plant and equipment	物業、廠房及設備		950	4,009
Investment properties	投資物業	11	3,299,000	3,296,000
Deferred tax assets	遞延稅項資產		86,143	86,199
			<b>3,386,093</b>	3,386,208
<b>CURRENT ASSETS</b>	<b>流動資產</b>			
Properties under development	開發中物業		1,489,658	1,390,487
Completed properties held for sale	持作出售已竣工物業		1,441,359	1,429,376
Trade receivables	貿易應收款項	12	30,968	24,541
Prepayments, other receivables and other assets	預付款項、其他應收款項及其他資產		153,855	183,797
Restricted deposits	受限制存款		2,833	2,573
Cash and cash equivalents	現金及現金等價物		36,858	5,249
			<b>3,155,531</b>	3,036,023
<b>CURRENT LIABILITIES</b>	<b>流動負債</b>			
Trade payables	貿易應付款項	13	378,208	374,613
Other payables and accruals	其他應付款項及應計費用	14	1,598,953	1,358,450
Contract liabilities	合約負債		402,832	212,072
Interest-bearing bank and other borrowings	計息銀行及其他借款	15	1,865,386	1,873,909
Tax payable	應付稅項		893,410	905,520
Convertible bonds	可換股債券	16	252,604	252,604
			<b>5,391,393</b>	4,977,168
<b>NET CURRENT LIABILITIES</b>	<b>流動負債淨值</b>		<b>(2,235,862)</b>	<b>(1,941,145)</b>
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>	<b>總資產減流動負債</b>		<b>1,150,231</b>	1,445,063

# UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

## 未經審核簡明綜合財務狀況表

		At 30 June 2021 於二零二一年 六月三十日 RMB'000 人民幣千元 (Unaudited) (未經審核)	At 31 December 2020 於二零二零年 十二月三十一日 RMB'000 人民幣千元 (Audited) (經審核)
<b>NON-CURRENT LIABILITIES</b>	<b>非流動負債</b>		
Deferred tax liabilities	遞延稅項負債	<b>581,763</b>	581,013
		<b>581,763</b>	581,013
<b>NET ASSETS</b>	<b>資產淨值</b>	<b>568,468</b>	864,050
<b>EQUITY</b>	<b>權益</b>		
Issued capital	已發行股本	<b>14,880</b>	14,880
Reserves	儲備	<b>583,044</b>	869,573
		<b>597,924</b>	884,453
Non-controlling interests	非控股權益	<b>(29,456)</b>	(20,403)
<b>TOTAL EQUITY</b>	<b>權益總額</b>	<b>568,468</b>	864,050

# UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

## 未經審核簡明綜合權益變動表

		Attributable to owners of the Company 本公司擁有人應佔										
		Reserves 儲備							Non-controlling interests		Total equity	
		Issued capital	Share premium	Merger reserve	Capital reserve	Share award scheme reserve	Financial assets at fair value through other comprehensive income reserve	Retained profits	Total reserves	Total	Total equity	
		已發行股本	股份溢價	合併儲備	資本儲備	有關股份獎勵計劃的儲備	按公允價值計入其他全面收益儲備的金融資產	保留溢利	儲備總額	總計	非控股權益	
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	
<b>At 1 January 2021 (Audited)</b>	<b>於二零二一年一月一日 (經審核)</b>	14,880	496,155	81,491	(45,756)	4,533	(1,500)	334,650	869,573	884,453	(20,403)	864,050
Loss and total other comprehensive loss for the period	期內虧損及其他全面虧損總額	—	—	—	—	—	—	(286,529)	(286,529)	(286,529)	(9,053)	(295,582)
<b>At 30 June 2021 (Unaudited)</b>	<b>於二零二一年六月三十日 (未經審核)</b>	14,880	496,155	81,491	(45,756)	4,533	(1,500)	48,121	583,044	597,924	(29,456)	568,468
<b>At 1 January 2020 (Audited)</b>	<b>於二零二零年一月一日 (經審核)</b>	14,880	496,155	81,491	(45,756)	4,533	(1,500)	1,335,406	1,870,329	1,885,209	94,745	1,979,954
Loss and total other comprehensive loss for the period	期內虧損及其他全面虧損總額	—	—	—	—	—	—	(71,580)	(71,580)	(71,580)	(7,411)	(78,991)
<b>At 30 June 2020 (Unaudited)</b>	<b>於二零二零年六月三十日 (未經審核)</b>	14,880	496,155	81,491	(45,756)	4,533	(1,500)	1,263,826	1,798,749	1,813,629	87,334	1,900,963



# UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

## 未經審核簡明綜合現金流量表

		For the six months ended 30 June 截至六月三十日止六個月	
		2021 二零二一年 RMB'000 人民幣千元 (Unaudited) (未經審核)	2020 二零二零年 RMB'000 人民幣千元 (Unaudited) (未經審核)
<b>OPERATING ACTIVITIES</b>	<b>經營活動</b>		
Loss before income tax	除所得稅前虧損	(294,601)	(60,670)
<b>Adjustments for:</b>	<b>就下列各項作出調整：</b>		
Bank interest income	銀行利息收入	(99)	(62)
Changes in fair value of convertible bonds	可換股債券公允價值變動	—	1,065
Changes in fair value of investment properties	投資物業公允價值變動	(3,000)	4,600
Depreciation of property, plant and equipment	物業、廠房及設備折舊	51	568
Depreciation of right-of-use assets	使用權資產折舊	—	499
Finance costs	融資成本	656	5,961
Foreign exchange gain	外匯兌換收益	—	(1,019)
Impairment of financial assets, net	金融資產減值淨額	—	6,650
Impairment of properties under development	開發中物業減值	65,364	—
Interest penalties	罰息	206,912	—
Write off of property, plant and equipment	撇銷物業、廠房及設備	3,020	—
<b>Operating cash flows before changes in working capital</b>	<b>營運資金變動前經營現金流量</b>	<b>(21,697)</b>	<b>(42,408)</b>
<b>Changes in working capital:</b>	<b>營運資金變動：</b>		
Properties under development and completed properties held for sale	開發中物業及持作出售的已竣工物業	(73,463)	26,446
Trade receivables	貿易應收款項	(6,427)	255
Prepayments, other receivables and other assets	預付款項、其他應收款項及其他資產	29,942	(29,347)
Restricted deposits	受限制存款	(260)	2,341
Trade payables	貿易應付款項	3,595	(6,567)
Other payables and accruals	其他應付款項及應計費用	(3,667)	25,859
Contract liabilities	合約負債	190,760	21,052
Cash generated from (used in) operations	經營所得(所用)現金	118,783	(2,369)
Tax paid	已付稅項	(12,285)	(7,249)
<b>NET CASH FROM (USED IN) OPERATING ACTIVITIES</b>	<b>經營活動所得(所用)現金淨額</b>	<b>106,498</b>	<b>(9,618)</b>

# UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

## 未經審核簡明綜合現金流量表

For the six months ended 30 June  
截至六月三十日止六個月

		2021 二零二一年 RMB'000 人民幣千元 (Unaudited) (未經審核)	2020 二零二零年 RMB'000 人民幣千元 (Unaudited) (未經審核)
<b>INVESTING ACTIVITIES</b>	<b>投資活動</b>		
Bank interest income	銀行利息收入	99	62
Purchases of property, plant and equipment	購買物業、廠房及設備	(12)	—
<b>NET CASH FROM INVESTING ACTIVITIES</b>	<b>投資活動產生現金淨額</b>	<b>87</b>	<b>62</b>
<b>FINANCING ACTIVITIES</b>	<b>融資活動</b>		
Interest paid	已付利息	(36,453)	(76,246)
Increase in other receivables	其他應收款項增加	—	(33,320)
Decrease in other payables	其他應付款項減少	—	(51,013)
Repayment of interest-bearing bank and other borrowings	償還計息銀行及其他借款	(8,523)	(3,816)
Repayment of BE City Loan (Note 14)	償還北控城投貸款(附註14)	(30,000)	—
Repayment of lease liabilities	償還租賃負債	—	(539)
<b>NET CASH USED IN FINANCING ACTIVITIES</b>	<b>融資活動所用現金淨額</b>	<b>(74,976)</b>	<b>(164,934)</b>
<b>NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS</b>	<b>現金及現金等價物增加(減少)淨額</b>	<b>31,609</b>	<b>(174,490)</b>
Cash and cash equivalents at the beginning of the reporting period	報告期初現金及現金等價物	5,249	182,225
Effect of foreign exchange rate changes, net	外匯匯率變動的影響淨值	—	1,019
<b>CASH AND CASH EQUIVALENTS AT THE END OF THE REPORTING PERIOD, REPRESENTED BY BANK BALANCES AND CASH</b>	<b>報告期末現金及現金等價物(以銀行結餘及現金呈列)</b>	<b>36,858</b>	<b>8,754</b>

### 1. CORPORATE INFORMATION

Xinming China Holdings Limited (the “Company”) was incorporated in the Cayman Islands on 16 January 2014 as an exempted company with limited liability under the Companies Law, Chapter 22 of the Cayman Islands. In the opinion of the directors of the Company, the ultimate holding company is Xinxing Company Limited and the ultimate controlling shareholder is Mr. Chen Chengshou (the “Controlling Shareholder”). The shares of the Company are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). The address of the Company’s registered office is located at Windward 3, Regatta Office Park, PO Box 1350, Grand Cayman KY1-1108, Cayman Islands.

The Company is an investment holding company. The Company and its subsidiaries (collectively referred to as the “Group”) are principally engaged in investment holding, properties development and properties leasing.

### 2. BASIS OF PREPARATION AND CHANGES TO THE GROUP’S ACCOUNTING POLICIES

#### 2.1 BASIS OF PREPARATION

The unaudited condensed consolidated financial statements of the Group for the six months ended 30 June 2021 (the “Interim Financial Statements”) have been prepared in accordance with International Accounting Standard (“IAS”) 34 “Interim Financial Reporting” issued by the International Accounting Standards Board (the “IASB”) and the applicable disclosure provisions of the Rules Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”).

The Interim Financial Statements are presented in Renminbi (“RMB”) and all amounts are rounded to the nearest thousand (“RMB’000”) except when otherwise indicated.

The preparation of the Interim Financial Statements in conformity with IAS 34 requires the management of the Group to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses on a period to date basis. Actual results may differ from these estimates.

### 1. 公司資料

新明中國控股有限公司(「本公司»)於二零一四年一月十六日在開曼群島根據開曼群島法律第22章公司法註冊成立為獲豁免有限公司。本公司董事認為本公司的最終控股公司為Xinxing Company Limited及最終控股股東為陳承守先生(「控股股東»)。本公司股份在香港聯合交易所有限公司(「聯交所»)主板上市。本公司的註冊辦事處位於Windward 3, Regatta Office Park, PO Box 1350, Grand Cayman KY1-1108, Cayman Islands。

本公司為投資控股公司。本公司及其附屬公司(統稱「本集團»)主要從事於投資控股、物業開發及物業租賃。

### 2. 編製基準及本集團會計政策變動

#### 2.1 編製基準

本集團截至二零二一年六月三十日止六個月的未經審核簡明綜合財務報表(「中期財務報表»)已根據國際會計準則理事會(「國際會計準則理事會»)頒佈的國際會計準則(「國際會計準則»)第34號「中期財務報告」以及聯交所證券上市規則(「上市規則»)的適用披露規定編製。

中期財務報表以人民幣(「人民幣»)呈列,除另有註明外,所有數值均四捨五入至最接近之千位數(「人民幣千元»)。

根據國際會計準則第34號編製中期財務報表,要求本集團管理層作出會影響政策的應用以及迄今為止資產及負債、收入及開支所呈報金額的判斷、估計及假設。實際結果可能有別於該等估計。

## 2. BASIS OF PREPARATION AND CHANGES TO THE GROUP'S ACCOUNTING POLICIES (CONTINUED)

### 2.1 BASIS OF PREPARATION (Continued)

The Interim Financial Statements include an explanation of events and transactions that are significant to an understanding of the changes in financial position and performance of the Group since 31 December 2020, and therefore, do not include all of the information required for full set of financial statements prepared in accordance with the International Financial Reporting Standards ("IFRSs"), which collective term includes all applicable individual IFRSs, IASs and Interpretations issued by the IASB. They shall be read in conjunction with the Group's audited consolidated financial statements for the year ended 31 December 2020 (the "Annual Report").

The Interim Financial Statements have been prepared on historical cost basis except for investment properties and convertible bonds which are measured at fair value.

The accounting policies and methods of computation applied in the preparation of the Interim Financial Statements are consistent with those applied in preparing the Annual Report except for the adoption of the new/revised IFRSs, IASs and Interpretations which are relevant to the Group as detailed in note 2.2 below (hereinafter collectively referred to as the "new/revised IFRSs") which are effective for current interim period.

#### Going Concern

The Group incurred a net loss of approximately RMB295,582,000 for the six months ended 30 June 2021. At 30 June 2021, the Group's current liabilities exceeded its current assets by approximately RMB2,235,862,000.

At 30 June 2021, borrowings with total principal amount of approximately RMB1,865,386,000 and convertible bonds amounting approximately RMB252,604,000 and interest payable of approximately RMB279,514,000 were overdue.

All of the above conditions indicate the existence of material uncertainties which may cast significant doubt on the Group's ability to continue as a going concern.

## 2. 編製基準及本集團會計政策變動(續)

### 2.1 編製基準(續)

中期財務報表包括對理解本集團自二零二零年十二月三十一日以來的財務狀況及表現的變動而言屬重大的事件及交易的解釋，因此並無載列根據國際會計準則理事會頒佈的國際財務報告準則（「國際財務報告準則」，為國際會計準則理事會頒佈的所有適用的個別國際財務報告準則、國際會計準則及詮釋的總稱）編製的全份財務報表所需的所有資料。該等財務報表須與本集團截至二零二零年十二月三十一日止年度的經審核綜合財務報表（「年報」）一併閱讀。

中期財務報表乃按歷史成本基準編製，惟投資物業及可換股債券以公允價值計量。

編製中期財務報表所採用的會計政策及計算方法與編製年報所採用的會計政策及計算方法一致，惟採納下文附註2.2所詳述與本集團相關且於本中期期間生效的新訂／經修訂國際財務報告準則、國際會計準則及詮釋（以下統稱「新訂／經修訂國際財務報告準則」）除外。

#### 持續經營

截至二零二一年六月三十日六個月，本集團產生虧損淨額約人民幣295,582,000元。於二零二一年六月三十日，本集團流動負債超過其流動資產約人民幣2,235,862,000元。

於二零二一年六月三十日，已拖欠本金總額約為人民幣1,865,386,000元之借款及金額約為人民幣252,604,000元之可換股債券，以及約人民幣279,514,000元之應付利息。

所有上述情況表示存在可能對本集團持續經營能力產生重大懷疑的重大不確定性。



## 2. BASIS OF PREPARATION AND CHANGES TO THE GROUP'S ACCOUNTING POLICIES (CONTINUED)

### 2.1 BASIS OF PREPARATION (Continued)

In this regard, the management of the Group have been undertaking a number of measures to improve the Group's liquidity and financial position, and repay overdue interest to financial institutions, which include:

- (i) continuously negotiating with the Group's existing lenders such that no action will be taken by the relevant lenders to demand immediate repayment of the borrowings with interest payments in default, including those with cross-default terms;
- (ii) continuously negotiating with various financial institutions on the renewal of or extension for repayment of outstanding borrowings, including those with overdue principals and interests;
- (iii) continuously negotiating with various financial institutions and potential lenders/investors to identify various options for additionally financing the Group's working capital and commitments in the foreseeable future;
- (iv) accelerating the pre-sale and sale of properties under development and completed properties, such as Shandong Project and Chongqing Project and controlling costs and containing capital expenditure so as to generate adequate net cash inflows;
- (v) actively looking for large property development enterprises and cooperating with investors to develop properties under development of the Group through joint efforts; and
- (vi) actively procuring and negotiating the preliminary terms with large property development enterprises for the sale of individual property development project or whole commercial property at a price deemed appropriate.

Accordingly, the directors of the Company are satisfied that it is appropriate to prepare the Interim Financial Statements on a going concern basis.

## 2. 編製基準及本集團會計政策變動(續)

### 2.1 編製基準(續)

本集團管理層已就此採取多項措施，以改善本集團的流動資金及財務狀況，並向金融機構償還逾期利息，包括：

- (i) 繼續與本集團現有貸款人磋商，確保相關貸款人不會採取行動以要求即時償還拖欠的借款及利息(包括違約條款所涵蓋的借款及利息)；
- (ii) 就尚欠借款(包括已逾期本金及利息)正與各家金融機構繼續磋商達成重續或延展還款安排；
- (iii) 與各家金融機構及潛在貸款人／投資者繼續磋商以物色多種選擇為本集團可見將來的營運資金及承擔額外投資；
- (iv) 加速開發中物業及已竣工物業之預售和銷售諸如山東項目和重慶項目，以及控制成本和限制資本開支，從而產生充足現金流入淨額；
- (v) 積極物色大型物業開發企業及與投資者共同合作開發本集團開發中物業；及
- (vi) 積極促使及與大型物業開發企業磋商有關出售個別物業開發項目或整棟商用房的初步條款(倘認為價格合適)。

因此，本公司董事信納以持續經營基準編製中期財務報表乃屬恰當。

**2. BASIS OF PREPARATION AND CHANGES TO THE GROUP'S ACCOUNTING POLICIES (CONTINUED)**

**2.2 ADOPTION OF NEW/REVISED IFRSs**

In the current interim period, the Group has adopted for the first time the following new/revised IFRSs issued by the IASB, which are effective for the current period.

Amendments to IAS 39, IFRSs 4, 7, 9 and 16	Interest Rate Benchmark Reform — Phase 2
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The adoption of the new/revised IFRSs in the current period had no material impact on the Group's financial position and performance for the current and prior periods and/or on the disclosures set out in the Interim Financial Statements.

At the date of authorisation of the Interim Financial Statements, the IASB has issued a number of new/revised IFRSs that are not yet effective for the current period, which the Group has not early adopted. The directors of the Company do not anticipate that the adoption of the new/revised IFRSs in future periods will have any material impact on the consolidated financial statements of the Group.

**2. 編製基準及本集團會計政策變動(續)**

**2.2 採納新訂／經修訂國際財務報告準則**

於本中期期間，本集團首次採納以下國際會計準則理事會所頒佈且於本期間生效的新訂／經修訂國際財務報告準則。

國際會計準則第39 號、國際財務報 告準則第4號、 第7號、第9號及 第16號修訂本	利率基準改革 — 第二階段
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於本期間採納新訂／經修訂國際財務報告準則並無對本集團於本期間及過往期間的財務狀況和表現及／或中期財務報表所載的披露資料產生重大影響。

於授權中期財務報表當日，國際會計準則理事會已頒佈多項於本期間尚未生效的新訂／經修訂國際財務報告準則，且本集團並無提早採納該等新訂／經修訂國際財務報告準則。本公司董事預計，於未來期間採納新訂／經修訂國際財務報告準則不會對本集團的綜合財務報表產生任何重大影響。

### 3. SEGMENT INFORMATION

For management purposes, the Group is organised into business units based on their products and services and has three reportable operating segments as follows:

- (a) the property development segment engages in the development and sale of properties;
- (b) the property leasing segment engages in leasing out properties for their rental income potential and/or for capital appreciation; and
- (c) the others segment engages in investment holding.

The management monitors the results of the Group's operating segments separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on reportable segment profit or loss, which is a measure of adjusted profit or loss before income tax.

No analysis of the Group's assets and liabilities by operating segment is disclosed as it is not regularly provided to the chief operating decision-maker for review.

Intersegment sales and transfers are transacted with reference to the selling prices used for sales made to third parties at the then prevailing market prices.

### 3. 分部資料

就管理而言，本集團按產品及服務劃分其業務單位，且有以下三個可呈報經營分部：

- (a) 從物業開發及銷售的物業開發分部；
- (b) 從事出租具租金收入潛力及／或資本增值的物業的物業租賃分部；及
- (c) 從事投資控股的其他分部。

管理層獨立監察本集團各經營分部的業績，以作出有關資源分配及業績評估的決策。分部業績乃基於可呈報分部損益（即對經調整除所得稅前損益的計量）進行評估。

由於本集團按經營分部劃分的資產及負債的分析並無定期提交予主要營運決策者審閱，因此並無披露該等分析。

分部間之銷售及轉讓乃按照當時市場價格銷售予第三方之銷售價而進行交易。

# NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

未經審核簡明綜合財務報表附註

## 3. SEGMENT INFORMATION (CONTINUED)

For the six months ended 30 June 2021

## 3. 分部資料(續)

截至二零二一年六月三十日止六個月

		Property development 物業開發 RMB'000 人民幣千元	Property leasing 物業租賃 RMB'000 人民幣千元	Others 其他 RMB'000 人民幣千元	Consolidated 總計 RMB'000 人民幣千元
<b>Segment revenue</b>	<b>分部收益</b>				
Sales to external customers	銷售予外部客戶	2,431	28,655	—	31,086
<b>Segment results</b>	<b>分部業績</b>	(196,277)	(24,583)	(73,741)	(294,601)
Loss before income tax	除所得稅前虧損				(294,601)
<b>Other segment information</b>	<b>其他分部資料</b>				
Additions to property, plant and equipment	添置物業、廠房及設備	12	—	—	12
Bank interest income	銀行利息收入	13	86	—	99
Changes in fair value of investment properties	投資物業之公允價值變動	—	3,000	—	3,000
Depreciation of property, plant and equipment	物業、廠房及設備折舊	(36)	(1)	(14)	(51)
Finance costs (excluding interest on lease liabilities)	融資成本(租賃負債利息除外)	(656)	—	—	(656)
Impairment of properties under development	開發中物業減值	(65,364)	—	—	(65,364)
Interest penalties	罰息	(153,397)	(29,396)	(24,119)	(206,912)
Write off of property, plant and equipment	撇銷物業、廠房及設備	(3,020)	—	—	(3,020)



**3. SEGMENT INFORMATION (CONTINUED)**

For the six months ended 30 June 2020

		Property development 物業開發 RMB'000 人民幣千元	Property leasing 物業租賃 RMB'000 人民幣千元	Others 其他 RMB'000 人民幣千元	Consolidated 總計 RMB'000 人民幣千元
<b>Segment revenue</b>	<b>分部收益</b>				
Sales to external customers	銷售予外部客戶	86,282	8,850	—	95,132
<b>Segment results</b>	<b>分部業績</b>	(34,951)	1,289	(27,008)	(60,670)
Loss before income tax	除所得稅前虧損				(60,670)
<b>Other segment information</b>	<b>其他分部資料</b>				
Bank interest income	銀行利息收入	8	51	3	62
Changes in fair value of convertible bonds	可換股債券之公允價值變動	—	—	(1,065)	(1,065)
Changes in fair value of investment properties	投資物業之公允價值變動	—	(4,600)	—	(4,600)
Depreciation of property, plant and equipment	物業、廠房及設備折舊	(540)	(1)	(27)	(568)
Depreciation of right-of-use assets	使用權資產折舊	—	(197)	(302)	(499)
Finance costs (excluding interest on lease liabilities)	融資成本(租賃負債利息除外)	(5,961)	—	—	(5,961)
Impairment of trade receivables, net	貿易應收款項減值淨額	—	(491)	—	(491)
Impairment of financial assets included in prepayments, other receivables and other assets, net	計入預付款項、其他應收款項及其他資產的金融資產減值淨額	(727)	(536)	(4,896)	(6,159)

**Geographical information**

Since the Group solely operates business in the PRC and almost all of the Group's non-current assets are located in the PRC, geographical segment information in accordance with IFRS 8 Operating Segments is not presented.

**Information about major customers**

None of the customers individually contributed 10% or more of the Group's revenue for the six months ended 30 June 2021 and 2020.

**3. 分部資料(續)**

截至二零二零年六月三十日止六個月

**地理資料**

由於本集團僅於中國經營業務，且本集團幾乎所有非流動資產位於中國，故並無根據國際財務報告準則第8號經營分部呈列地理分部資料。

**有關主要客戶的資料**

截至二零二一年及二零二零年六月三十日止六個月，概無客戶獨自貢獻本集團收益10%或以上。

## NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

### 未經審核簡明綜合財務報表附註

#### 4. REVENUE

#### 4. 收益

		For the six months ended 30 June 截至六月三十日止六個月	
		2021 二零二一年 RMB'000 人民幣千元 (Unaudited) (未經審核)	2020 二零二零年 RMB'000 人民幣千元 (Unaudited) (未經審核)
<b>Revenue from contracts with customers within IFRS 15</b>	<b>國際財務報告準則第15號之客戶合約的收益</b>		
Sales of properties	物業銷售	2,431	63,740
<b>Revenue from other sources</b>	<b>來自其他來源的收益</b>		
Gross rental income from investment properties operating leases	來自投資物業經營租賃的租金收入總額		
— other lease payments, including fixed payments	— 其他租賃付款，包括定額付款	28,655	31,392
		<b>31,086</b>	95,132

##### (a) Disaggregated revenue information

In addition to the information shown in segment disclosures, the revenue from contracts with customers within IFRS 15 is disaggregated as follows:

##### (a) 收入分拆資料

除分部披露所顯示之資料以外，國際財務報告準則第15號範圍內之客戶合約的收益細分如下：

		For the six months ended 30 June 截至六月三十日止六個月	
		2021 二零二一年 RMB'000 人民幣千元 (Unaudited) (未經審核)	2020 二零二零年 RMB'000 人民幣千元 (Unaudited) (未經審核)
Geographical region: — The PRC	地理區域： — 中國	2,431	63,740
Timing of revenue recognition: — at a point in time	收入確認時間 — 於一個時點	2,431	63,740
Type of transaction price: — fixed price	交易價格類別： — 固定價格	2,431	63,740

**4. REVENUE (CONTINUED)****(b) Performance obligations**

Information about the Group's performance obligations in respect of sales of properties is summarised below:

The performance obligation is satisfied when customers obtain the physical possession or the legal title of the completed properties and the Group has right to payment and the collection of the consideration is probable.

**4. 收益(續)****(b) 履約責任**

有關本集團物業銷售履約責任的資料概述如下：

履約責任於客戶取得已竣工物業實際擁有權或合法產權，本集團擁有付款權利且可收取代價時履行。

**5. OTHER INCOME AND GAINS****5. 其他收入及收益**

For the six months ended 30 June

截至六月三十日止六個月

		2021 二零二一年 RMB'000 人民幣千元 (Unaudited) (未經審核)	2020 二零二零年 RMB'000 人民幣千元 (Unaudited) (未經審核)
<b>Other income</b>	<b>其他收入</b>		
Bank interest income	銀行利息收入	99	62
Government grants	政府補助	10	—
Others	其他	679	340
		<b>788</b>	<b>402</b>
<b>Gains</b>	<b>收益</b>		
Exchange gain	匯兌收益	1,582	—
		<b>1,582</b>	<b>—</b>
		<b>2,370</b>	<b>402</b>

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS  
未經審核簡明綜合財務報表附註

6. LOSS BEFORE INCOME TAX

This is stated after charging (crediting):

6. 除所得稅前虧損

經扣除(計入)下列項目後列賬：

		For the six months ended 30 June 截至六月三十日止六個月	
		2021 二零二一年 RMB'000 人民幣千元 (Unaudited) (未經審核)	2020 二零二零年 RMB'000 人民幣千元 (Unaudited) (未經審核)
<b>Finance costs</b>	<b>融資成本</b>		
Interest on interest-bearing bank and other borrowings	計息銀行及其他借款的利息	103,139	77,440
Interest on lease liabilities	租賃負債的利息	—	24
Interest expense arising from revenue contracts	來自收益合約的利息開支	572	—
Total interest expenses	總利息開支	103,711	77,464
Less: Interest capitalised	減：資本化利息	(103,055)	(71,503)
<b>Total finance costs</b>	<b>融資成本總額</b>	<b>656</b>	<b>5,961</b>



## 6. LOSS BEFORE INCOME TAX (CONTINUED)

## 6. 除所得稅前虧損(續)

		For the six months ended 30 June 截至六月三十日止六個月	
		2021 二零二一年 RMB'000 人民幣千元 (Unaudited) (未經審核)	2020 二零二零年 RMB'000 人民幣千元 (Unaudited) (未經審核)
<b>Staff costs (excluding directors' emoluments)</b>	<b>員工成本(董事酬金除外)</b>		
Salaries, allowances and benefits-in-kind	薪金、津貼及實物利益	10,434	10,796
Contribution to defined contribution plans	界定供款計劃的供款	1,279	726
		<b>11,713</b>	11,522
<b>Other items</b>	<b>其他項目</b>		
Auditor's remuneration	核數師酬金	208	2,019
Cost of properties sold	已出售物業的成本	1,935	44,960
Cost of leasing properties	租賃物業成本	3,045	9,882
Depreciation of property, plant and equipment	物業、廠房及設備折舊	51	568
Depreciation of right-of-use assets	使用權資產折舊	—	499
Impairment of financial assets, net (included in "other expenses")	金融資產減值淨額 (計入「其他開支」)		
— Impairment of trade receivables, net	— 貿易應收款項減值淨額	—	491
— Impairment of financial assets included in prepayments, other receivables and other assets, net	— 計入預付款項、其他應收款項及其他資產的金融資產減值淨額	—	6,159
		—	6,650
Impairment of properties under development (included in "other expenses") (Note 10)	開發中物業減值 (計入「其他開支」) (附註10)	65,364	—
Interest penalties (included in "other expenses")	罰息(計入「其他開支」)	206,912	45,004
Lease payments not included in the measurement of lease liabilities	租金付款不包括計量租賃負債	116	6
Write off of property, plant and equipment	撇銷物業、廠房及設備	3,020	—

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7. INCOME TAX

7. 所得稅

		For the six months ended 30 June 截至六月三十日止六個月	
		2021 二零二一年 RMB'000 人民幣千元 (Unaudited) (未經審核)	2020 二零二零年 RMB'000 人民幣千元 (Unaudited) (未經審核)
<b>Current tax</b>	<b>即期稅項</b>		
PRC Enterprise Income Tax	中國企業所得稅	56	467
Land appreciation tax ("LAT")	土地增值稅(「土地增值稅」)	175	1,128
<b>Deferred tax</b>	<b>遞延稅項</b>	231	1,595
		750	16,726
<b>Total income tax expenses for the period</b>	<b>期內所得稅支出總額</b>	981	18,321

The Group is subject to income tax on an entity based on profits arising in or derived from the tax jurisdictions in which members of the Group are domiciled and operated. Pursuant to the rules and regulations of the Cayman Islands and the British Virgin Islands (the "BVI"), the Group's entities incorporated in the Cayman Islands and the BVI are not subject to any income tax.

The Group's subsidiaries incorporated in Hong Kong are not liable for income tax as they did not have any assessable income arising in Hong Kong during both interim periods.

The Group's entities established in the PRC are subject to PRC Enterprise Income Tax at a statutory rate of 25%.

本集團須就實體於本集團成員公司註冊及經營所在司法權區產生或取得的溢利繳納所得稅。根據開曼群島及英屬處女群島(「英屬處女群島」)的規則及規例，本集團於開曼群島及英屬處女群島註冊成立的實體毋須繳納任何所得稅。

本集團於香港註冊成立的附屬公司毋須繳納所得稅，乃因其於兩個中期期間均未在香港產生任何應課稅收入。

本集團於中國成立的實體須按法定稅率25%繳納中國企業所得稅。

**7. INCOME TAX (CONTINUED)**

Taxes on profits assessable elsewhere have been calculated at the tax rates prevailing in the jurisdictions in which the Group operates.

According to the requirements of the Provisional Regulations of the PRC on LAT effective from 1 January 1994, and the Detailed Implementation Rules on the Provisional Regulations of the PRC on LAT effective from 27 January 1995, all income from the sale or transfer of state-owned leasehold interest on land, buildings and their attached facilities in the PRC is subject to LAT at progressive rates ranging from 30% to 60% of the appreciation value, with an exemption provided for property sales of ordinary residential properties if their appreciation values do not exceed 20% of the sum of the total deductible items.

The Group has estimated and made tax provision for LAT according to the requirements set forth in the relevant PRC tax laws and regulations. The actual LAT liabilities are subject to the determination by the tax authorities upon completion of the property development projects and the tax authorities might disagree with the basis on which the provision for LAT is calculated.

**8. DIVIDENDS**

The directors did not recommend the payment of an interim dividend in respect of the six months ended 30 June 2021 (six months ended 30 June 2020: nil).

**9. LOSS PER SHARE**

For the six months ended 30 June 2021, the calculation of the basic loss per share is based on the loss for the period attributable to owners of the Company amounting approximately RMB286,529,000, and the weighted average number of ordinary shares of 1,878,622,000 in issue. The diluted loss per share was same as basic loss per share as there was no potential ordinary shares outstanding for the current interim period.

**7. 所得稅(續)**

其他地區之應課稅溢利稅項乃按本集團經營所在司法權區當時之稅率計算。

根據於一九九四年一月一日生效的《中華人民共和國土地增值稅暫行條例》及於一九九五年一月二十七日生效的《中華人民共和國土地增值稅暫行條例(實施細則)》的規定，出售或轉讓中國國有土地租賃權益、建築物及其附著物所得全部收入均須就增值按30%至60%的累進稅率繳納土地增值稅，惟倘增值並不超過可扣稅項目總和的20%，則普通住宅物業的物業銷售可免繳土地增值稅。

本集團根據相關中國稅法及法規所載規定估計土地增值稅並就此作出稅項撥備。實際土地增值稅負債於物業開發項目竣工後由稅務機關釐定，而稅務機關可能對計算土地增值稅撥備的基準提出異議。

**8. 股息**

董事不建議派付截至二零二一年六月三十日止六個月之中期股息(截至二零二零年六月三十日止六個月：無)。

**9. 每股虧損**

截至二零二一年六月三十日止六個月，計算每股基本虧損乃基於本公司擁有人應佔期內虧損約人民幣286,529,000元，以及已發行普通股加權平均數1,878,622,000股。由於本中期期間並無潛在發行在外普通股，故每股攤薄虧損與每股基本虧損相同。

## 9. LOSS PER SHARE (CONTINUED)

For the six months ended 30 June 2020, the calculation of the basic loss per share is based on the loss for the period attributable to owners of the Company amounting approximately RMB71,580,000, and the weighted average number of ordinary shares of 1,878,622,000 in issue. The calculation of the diluted loss per share is based on the loss for the period attributable to owners of the Company amounting approximately RMB71,580,000, adjusted to reflect the changes in fair value of the convertible bonds of approximately RMB1,065,000. The weighted average number of ordinary shares used in the calculation is the number of ordinary shares in issue during the prior interim period, as used in the basic loss per share calculation of 2,094,449,000 shares, and the weighted average number of ordinary shares assumed to have been issued at no consideration on the deemed conversion of the convertible bonds into ordinary shares of 215,827,000 shares.

## 10. IMPAIRMENT OF PROPERTIES UNDER DEVELOPMENT

The Group makes estimates of the selling prices, the costs of completion of properties under development, and the costs to be incurred in selling the properties based on prevailing market conditions. Based on the assessment, the net realisable value of one of the properties under development is lower than its carrying amount and impairment of approximately RMB65,364,000 was recognised in profit or loss during the six months ended 30 June 2021.

No impairment of the properties under development was recognised in profit or loss during the six months ended 30 June 2020.

## 9. 每股虧損(續)

截至二零二零年六月三十日止六個月，計算每股基本虧損乃基於本公司擁有人應佔期內虧損約人民幣71,580,000元，以及已發行普通股加權平均數1,878,622,000股。計算每股攤薄虧損乃基於本公司擁有人應佔期內虧損約人民幣71,580,000元，經調整以反映可換股債券的公允價值變動約人民幣1,065,000元。計算所使用的普通股加權平均數為計算每股基本虧損所用之上一年中期期間已發行普通股數目2,094,449,000股，以及假設因視作轉換可換股債券為普通股而無償發行之215,827,000股普通股之加權平均數。

## 10. 開發中物業減值

本集團對售價、開發中物業的竣工成本及根據現行市況銷售該物業所產生的成本作出估計。根據評估，截至二零二一年六月三十日止六個月，其中一項開發中物業的可變現淨值低於其賬面值且減值約人民幣65,364,000元已於損益內確認。

截至二零二零年六月三十日止六個月，並無開發中物業減值於損益內確認。



## 11. INVESTMENT PROPERTIES

## 11. 投資物業

		RMB'000 人民幣千元
At 1 January 2021 (audited)	於二零二一年一月一日 (經審核)	3,296,000
Changes in fair value	公允價值變動	3,000
At 30 June 2021 (unaudited)	於二零二一年六月三十日 (未經審核)	3,299,000

The Group's investment properties consist of commercial properties completed in the PRC. The Group's investment properties were revalued on 30 June 2021 based on valuations performed by an independent professionally qualified valuer at approximately RMB3,299,000,000 (2020: RMB3,296,000,000).

At 30 June 2021, the Group's investment properties with aggregate values of RMB3,299,000,000 (2020: RMB3,296,000,000) were pledged to secure interest-bearing bank and other borrowings granted to the Group (note 15).

本集團的投資物業包括於中國已竣工的商業物業。本集團投資物業於二零二一年六月三十日由獨立專業合資格估值師重新估值，約人民幣3,299,000,000元（二零二零年：人民幣3,296,000,000元）。

於二零二一年六月三十日，本集團已抵押價值總額約為人民幣3,299,000,000元（二零二零年：人民幣3,296,000,000元）的投資物業，以擔保本集團獲授的計息銀行及其他借款（附註15）。

## 12. TRADE RECEIVABLES

## 12. 貿易應收款項

		At 30 June 2021 於二零二一年 六月三十日 RMB'000 人民幣千元 (Unaudited) (未經審核)	At 31 December 2020 於二零二零年 十二月三十一日 RMB'000 人民幣千元 (Audited) (經審核)
Trade receivables	貿易應收款項	54,832	48,405
Less: Allowance for impairment	減：減值撥備	(23,864)	(23,864)
		<b>30,968</b>	24,541

Trade receivables represent rentals receivable from tenants which are normally payable on demand and sales income receivables from customers which are payable in accordance with the terms of the related sales and purchase agreements.

Trade receivables are unsecured and non-interest-bearing. The carrying amounts of trade receivables approximate to their fair values.

貿易應收款項指應收租戶的租金（一般按要求支付）及應收客戶的銷售收入（乃根據相關買賣協議的條款支付）。

貿易應收款項為無抵押及免息。貿易應收款項的賬面值與其公允價值相若。

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#### 12. TRADE RECEIVABLES (CONTINUED)

An ageing analysis of the trade receivables as at the end of the reporting period, based on the invoice date, and net of loss allowance, is as follows:

		At 30 June 2021 於二零二一年 六月三十日 RMB'000 人民幣千元 (Unaudited) (未經審核)	At 31 December 2020 於二零二零年 十二月三十一日 RMB'000 人民幣千元 (Audited) (經審核)
Within one year	一年內	<b>30,968</b>	24,541

An ageing analysis of the trade receivables by due date and net of loss allowance as at the end of the reporting period is as follows:

		At 30 June 2021 於二零二一年 六月三十日 RMB'000 人民幣千元 (Unaudited) (未經審核)	At 31 December 2020 於二零二零年 十二月三十一日 RMB'000 人民幣千元 (Audited) (經審核)
Past due	逾期		
Less than 1 month	1個月以下	—	24,541
1 to 3 months	1至3個月	<b>11,116</b>	—
3 months to 1 year	3個月至1年	<b>19,852</b>	—
More than 1 year	1年以上	—	—
		<b>30,968</b>	24,541

#### 12. 貿易應收款項(續)

於報告期末，基於發票日期的貿易應收款項(扣除虧損撥備)賬齡分析如下：

於報告期末基於到期日的貿易應收款項(扣除虧損撥備)賬齡分析如下：

**13. TRADE PAYABLES**

An ageing analysis of the outstanding trade payables at the end of the reporting period, based on the invoice date, is as follows:

		At 30 June 2021 於二零二一年 六月三十日 RMB'000 人民幣千元 (Unaudited) (未經審核)	At 31 December 2020 於二零二零年 十二月三十一日 RMB'000 人民幣千元 (Audited) (經審核)
Less than one year	一年內	49,236	33,155
Over one year	一年以上	328,972	341,458
		<b>378,208</b>	374,613

The trade payables are unsecured and non-interest-bearing.

**14. OTHER PAYABLES AND ACCRUALS**

Included in other payables and accruals at 30 June 2021 was a loan of RMB70,000,000 (31 December 2020: RMB100,000,000) from 北控城投控股集團有限公司 (BE City Investment Holding Group Limited\*) ("BE City Investment") which carries interest rate of 15% per annum and is repayable after one year from date of drawdown (the "BE City Loan"). The BE City Loan is secured by a charge on 75% equity interest in a subsidiary of the Company and a corporate guarantee of a subsidiary of the Company.

BE City Investment is an affiliate of Beijing Enterprises City Investment Holding Group (Hong Kong) Limited (北控城投控股集團(香港)有限公司) who entered into a sales and purchase agreement with Mr. Chen Chengshou, the Controlling Shareholder for purchase of 554,193,490 shares of the Company from Mr. Chen Chengshou (the "Disposal"). The Disposal was terminated pursuant to a termination agreement on 6 August 2021 (the "Termination").

Details of the Disposal and the Termination are set out in the Company's announcements dated 27 October 2020, 28 October 2020 and 24 November 2020 and 6 August 2021, respectively.

\* English name is for identification purpose only.

**13. 貿易應付款項**

於報告期末基於發票日期的未償還貿易應付款項的賬齡分析如下：

	At 30 June 2021 於二零二一年 六月三十日 RMB'000 人民幣千元 (Unaudited) (未經審核)	At 31 December 2020 於二零二零年 十二月三十一日 RMB'000 人民幣千元 (Audited) (經審核)
Less than one year	49,236	33,155
Over one year	328,972	341,458
	<b>378,208</b>	374,613

貿易應付款項為無抵押及免息。

**14. 其他應付款項及應計費用**

於二零二一年六月三十日，其他應付款項及應計費用包括北控城投控股集團有限公司(「北控城投」)提供的貸款人民幣70,000,000元(二零二零年十二月三十一日：人民幣100,000,000元)，以每年15%的利率計息，並自提取之日起計一年後償還(「北控城投貸款」)。北控城投貸款以於本公司一間附屬公司75%股權的押記以及本公司一間附屬公司之公司擔保作擔保。

北控城投為北控城投控股集團(香港)有限公司的一間聯屬公司，而北控城投控股集團(香港)有限公司與控股股東陳承守先生就購買陳承守先生持有本公司554,193,490股股份訂立一份買賣協議(「該出售事項」)。該出售事項於二零二一年八月六日根據終止協議終止(「終止」)。

有關該出售事項及終止的詳情載於本公司日期分別為二零二零年十月二十七日、二零二零年十月二十八日及二零二零年十一月二十四日以及二零二一年八月六日之公告。

# NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 未經審核簡明綜合財務報表附註

### 15. INTEREST-BEARING BANK AND OTHER BORROWINGS

### 15. 計息銀行及其他借款

		At 30 June 2021 於二零二一年六月三十日			At 31 December 2020 於二零二零年十二月三十一日		
		Effective interest rate 實際利率 %	Maturity 到期日	RMB'000 人民幣千元 (Unaudited) (未經審核)	Effective interest rate 實際利率 %	Maturity 到期日	RMB'000 人民幣千元 (Audited) (經審核)
<b>Current</b>	<b>即期</b>						
Current portion of long term bank and other borrowings, secured	長期銀行及其他借款的即期部分 — 有抵押		<b>On demand or within one year 應要求或於一年內</b>	<b>1,865,386</b>		On demand or within one year 應要求或於一年內	<b>1,873,909</b>
		<b>6.80-11.50</b>			<b>6.80-11.67</b>		

		At 30 June 2021 於二零二一年 六月三十日 RMB'000 人民幣千元	At 31 December 2020 於二零二零年 十二月三十一日 RMB'000 人民幣千元
<b>Analysed into:</b>	<b>分析為：</b>		
Bank and other borrowings repayable on demand or within one year	須應要求或於一年內償還銀行及其他借款	<b>1,865,386</b>	<b>1,873,909</b>

At 30 June 2021, interest payments of approximately RMB279,514,000 (31 December 2020: RMB242,977,000) relating to borrowings of the Group of total principal amount of approximately RMB1,865,386,000 (31 December 2020: RMB1,873,909,000) were not paid in accordance with the repayment schedules pursuant to the borrowing agreements which constituted events of defaults.

In connection with the default and cross-default borrowings (if applicable), the Group was subject to a penalty of RMB614,018,000 (31 December 2020: RMB407,106,000) which were included in other payables and accruals at 30 June 2021.

於二零二一年六月三十日，本集團並無按照借款協議之還款時間表支付與本集團本金總額約人民幣1,865,386,000元（二零二零年十二月三十一日：人民幣1,873,909,000元）之借款有關之利息付款約人民幣279,514,000元（二零二零年十二月三十一日：人民幣242,977,000元），其構成違約事件。

本集團就違約及交叉違約借款（如適用）遭受罰款人民幣614,018,000元（二零二零年十二月三十一日：人民幣407,106,000元），計入於二零二一年六月三十日的其他應付款項及應計費用。



**15. INTEREST-BEARING BANK AND OTHER BORROWINGS (CONTINUED)**

The Group's borrowings are secured by the pledges of the following assets at 30 June 2021 as follows:

- (i) The Group's other borrowings of approximately RMB493,000,000 and RMB311,612,000 (31 December 2020: RMB500,000,000 and RMB311,879,000) were secured by the 100% (31 December 2020: 100%) equity interest in 台州溫商時代置業有限公司 (Taizhou Wenshang Times Property Limited) ("Wenshang Times") and 95% (31 December 2020: 95%) equity interest in 重慶新明置業股份有限公司 (Chongqing Xinming Property Company Limited) ("Chongqing Xinming"), subsidiaries of the Company, respectively.

The Group's borrowings of approximately RMB493,000,000, RMB452,778,000, RMB410,806,000 and RMB311,612,000 (31 December 2020: RMB500,000,000, RMB454,892,000, RMB410,817,000 and RMB311,879,000) were secured by investment properties of Wenshang Times, 台州新明置業投資有限公司 (Taizhou Xinming Property Investment Limited) ("Taizhou Investment"), 上海新明環球置業有限公司 (Shanghai Xinming Global Property Limited) ("Shanghai Xinming") and Chongqing Xinming, subsidiaries of the Company, respectively with aggregate carrying values of approximately RMB3,299,000,000 (31 December 2020: RMB3,296,000,000).

**15. 計息銀行及其他借款(續)**

於二零二一年六月三十日，本集團的借款由下列資產的抵押所擔保如下：

- (i) 本集團的其他借款約人民幣493,000,000元及人民幣311,612,000元(二零二零年十二月三十一日：人民幣500,000,000元及人民幣311,879,000元)分別以本公司附屬公司台州溫商時代置業有限公司(「溫商時代」)及重慶新明置業股份有限公司(「重慶新明」)的100%(二零二零年十二月三十一日：100%)股權及95%(二零二零年十二月三十一日：95%)股權作擔保。

本集團的借款約人民幣493,000,000元、人民幣452,778,000元、人民幣410,806,000元及人民幣311,612,000元(二零二零年十二月三十一日：人民幣500,000,000元、人民幣454,892,000元、人民幣410,817,000元及人民幣311,879,000元)分別由本公司附屬公司溫商時代、台州新明置業投資有限公司(「台州投資」)、上海新明環球置業有限公司(「上海新明」)及重慶新明的投資物業作擔保，賬面總值約人民幣3,299,000,000元(二零二零年十二月三十一日：人民幣3,296,000,000元)。

**15. INTEREST-BEARING BANK AND OTHER BORROWINGS (CONTINUED)**

- (ii) The Group's borrowings of approximately RMB311,612,000 (31 December 2020: RMB311,879,000) were jointly secured by completed properties held for sale of Chongqing Xinming and Wenshang Times with aggregate carrying amounts of approximately RMB651,897,000 (31 December 2020: RMB649,243,000).

The Group's borrowings of approximately RMB197,190,000 (31 December 2020: RMB196,320,000) were secured by completed properties held for sale of 杭州新明置業投資有限公司 (Hangzhou Xinming Property Investment Limited) ("Hangzhou Xinming"), a subsidiary of the Company with carrying amount of approximately RMB237,350,000 (31 December 2020: RMB233,000,000).

- (iii) The Group's borrowings of approximately RMB311,612,000 (31 December 2020: RMB311,879,000) were secured by properties under development of Chongqing Xinming, a subsidiary of the Company with carrying amount of RMB659,674,000 (31 December 2020: RMB605,503,000).

**15. 計息銀行及其他借款(續)**

- (ii) 本集團的借款約人民幣311,612,000元(二零二零年十二月三十一日:人民幣311,879,000元)由重慶新明及溫商時代的持作出售已竣工物業作出共同擔保,賬面總值約人民幣651,897,000元(二零二零年十二月三十一日:人民幣649,243,000元)。

本集團的借款約人民幣197,190,000元(二零二零年十二月三十一日:人民幣196,320,000元)分別由本公司附屬公司杭州新明置業投資有限公司(「杭州新明」)的持作出售已竣工物業作擔保,賬面總值約人民幣237,350,000元(二零二零年十二月三十一日:人民幣233,000,000元)。

- (iii) 本集團的借款約人民幣311,612,000元(二零二零年十二月三十一日:人民幣311,879,000元)由本公司附屬公司重慶新明的開發中物業作擔保,賬面總值人民幣659,674,000元(二零二零年十二月三十一日:人民幣605,503,000元)。

**15. INTEREST-BEARING BANK AND OTHER BORROWINGS (CONTINUED)**

- (iv) The Group's borrowings of approximately RMB493,000,000 (31 December 2020: RMB500,000,000) were jointly guaranteed by (i) the Controlling Shareholder, Mr. Chen Chengshou, (ii) the non-executive director, Ms. Gao Qiaoqin, (iii) a subsidiary of the Company and (iv) Xinming Group Limited, a related party of the Group.

The Group's borrowings of approximately RMB910,817,000 (31 December 2020: RMB919,016,000) were jointly guaranteed by (i) the Controlling Shareholder, Mr. Chen Chengshou, (ii) the non-executive director, Ms. Gao Qiaoqin and (iii) a subsidiary of the Company.

The Group's borrowings of approximately RMB311,612,000 (31 December 2020: 311,879,000) were jointly guaranteed by (i) the Controlling Shareholder, Mr. Chen Chengshou, (ii) the non-executive director, Ms. Gao Qiaoqin, (iii) a subsidiary of the Company and (iv) Xinming Group Limited, a related party of the Group.

The Group's borrowings of approximately RMB452,778,000 (31 December 2020: RMB454,893,000) were jointly guaranteed by (i) the Controlling Shareholder, Mr. Chen Chengshou, (ii) the non-executive director, Ms. Gao Qiaoqin, (iii) Xinming Group Limited, a related party of the Group, (iv) Miss Chen Xi and Mr. Chen Junshi, the daughter and the son of the Controlling Shareholder, Mr. Chen Chengshou and (v) a subsidiary of the Company.

**15. 計息銀行及其他借款(續)**

- (iv) 本集團的借款約人民幣493,000,000元(二零二零年十二月三十一日:人民幣500,000,000元)由(i)控股股東陳承守先生, (ii)非執行董事高巧琴女士, (iii)本公司附屬公司及(iv)本集團關聯方新明集團有限公司作出共同擔保。

本集團的借款約人民幣910,817,000元(二零二零年十二月三十一日:人民幣919,016,000元)由(i)控股股東陳承守先生, (ii)非執行董事高巧琴女士及(iii)本公司附屬公司作出共同擔保。

本集團的借款約人民幣311,612,000元(二零二零年十二月三十一日:人民幣311,879,000元)由(i)控股股東陳承守先生, (ii)非執行董事高巧琴女士, (iii)本公司附屬公司及(iv)本集團關聯方新明集團有限公司作出共同擔保。

本集團借款約人民幣452,778,000元(二零二零年十二月三十一日:人民幣454,893,000元)由(i)控股股東陳承守先生, (ii)非執行董事高巧琴女士, (iii)本集團關聯方新明集團有限公司, (iv)陳希女士及陳俊士先生(控股股東陳承守先生的女兒及兒子)及(v)本公司附屬公司作出共同擔保。

## NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

### 未經審核簡明綜合財務報表附註

#### 16. CONVERTIBLE BONDS

On 1 June 2018, the Company issued convertible bonds in the aggregate principal amount of HK\$300,000,000 (equivalent to approximately RMB248,258,000) (the "Convertible Bonds") at the price of 100% of their principal amount. The Convertible Bonds were redeemable at the option of the bondholders at a price of HK\$1.39 per bond on 1 June 2020. The convertible bonds bore interest at the rate of 6.5% plus 1% handling fee per annum (the "Coupon Rate") and were payable in arrears every six months.

The convertible bonds were jointly guaranteed by the Controlling Shareholder, Mr. Chen Chengshou, and the non-executive director, Ms. Gao Qiaoqin, pursuant to a deed of guarantee, and secured by Xinxing Company Limited by 940,000,000 shares of the Company held by Xinxing Company Limited, a company controlled by Mr. Chen Chengshou.

The Convertible Bonds were matured on 1 June 2020 and the outstanding principal amount was not yet settled up to 30 June 2021.

The Convertible Bonds were recognised as financial liabilities designated upon initial recognition as at fair value through profit or loss.

#### 16. 可換股債券

於二零一八年六月一日，本公司以可換股債券價格的100%，發行本金總額300,000,000港元（相當於約人民幣248,258,000元）可換股債券（「可換股債券」）。債券持有人可選擇於二零二零年六月一日以每債券價格1.39港元贖回可換股債券。可換股債券按年息6.5%（另加1%手續費）計息（「票面利率」），及每六個月分期支付。

可換股債券由控股股東陳承守先生與非執行董事高巧琴女士根據擔保契據共同擔保，並由Xinxing Company Limited透過Xinxing Company Limited（一間由陳承守先生控制的公司）持有的940,000,000股本公司股份作抵押。

可換股債券於二零二零年六月一日到期，而直至二零二一年六月三十日，未償還本金金額尚未結清。

可換股債券確認為金融負債，並於初步確認時指定為按公允價值計入損益。

		RMB'000 人民幣千元
At 1 January 2021 (audited)	於二零二一年一月一日（經審核）	252,604
Change in fair value	公允價值變動	—
At 30 June 2021 (unaudited)	於二零二一年六月三十日（未經審核）	252,604

The Group's Convertible Bonds were valued by management of the Group by using discounted cash flow method with the following key assumptions:

Discount rate

Coupon Rate

Details refer to note 20.

本集團的可換股債券由本集團管理層使用現金流量貼現法按以下主要假設估值：

貼現率

票面利率

有關詳情請參閱附註20。



## 17. RELATED PARTY TRANSACTIONS

## Name and relationship

## 17. 關聯方交易

## 名稱／姓名及關係

Name of related party 關聯方名稱／姓名	Relationship with the Group 與本集團的關係
Mr. Chen Chengshou 陳承守先生	Controlling Shareholder 控股股東
Ms. Gao Qiaoqin 高巧琴女士	Wife of the Controlling Shareholder 控股股東之妻子
Xinming Group Limited 新明集團有限公司	Controlled by the Controlling Shareholder 由控股股東控制
Yuanyang Holdings Group Share Limited Company 遠揚控股集團有限公司	Significantly influenced by Mr. Zheng Xiangtian, brother of the Controlling Shareholder 受鄭翔天先生(控股股東的胞兄)重大影響
Hangzhou Taoyuan Shanzhuang Property Development Limited ("Hangzhou Taoyuan") 杭州桃源山莊房地產開發有限公司(「杭州桃源」)	Controlled by the Controlling Shareholder 由控股股東控制
Qi'an Insurance Brokers Limited 祁安保險經紀有限公司	Controlled by the Controlling Shareholder 由控股股東控制
Hangzhou Kaijie Decoration Co., Ltd.	Significantly influenced by Mr. Zheng Xiangtian, brother of the Controlling Shareholder 受鄭翔天先生(控股股東的胞兄)重大影響
Zhejiang Tianmao Landscape Engineering Co., Ltd. 浙江天茂園林工程有限公司	Controlled by Mr. Zheng Xiangtian, brother of the Controlling Shareholder 由鄭翔天先生(控股股東的胞兄)控制

## NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

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#### 17. RELATED PARTY TRANSACTIONS (CONTINUED)

In addition to the information disclosed elsewhere in the Interim Financial Statements, the Group had the following transactions with related parties:

#### 17. 關聯方交易 (續)

除中期財務報表其他部分所披露的資料外，本集團與關聯方有以下交易：

		For the six months ended 30 June 截至六月三十日止六個月	
		2021 二零二一年 RMB'000 人民幣千元 (Unaudited) (未經審核)	2020 二零二零年 RMB'000 人民幣千元 (Unaudited) (未經審核)
Purchases of properties from Hangzhou Taoyuan	購置杭州桃源的物業	—	240

#### Compensation of key management personnel of the Group

#### 本集團主要管理人員的薪酬

		For the six months ended 30 June 截至六月三十日止六個月	
		2021 二零二一年 RMB'000 人民幣千元 (Unaudited) (未經審核)	2020 二零二零年 RMB'000 人民幣千元 (Unaudited) (未經審核)
Short term employee benefits	短期僱員福利	1,425	622
Pension scheme contributions	退休金計劃供款	44	43
Total compensation paid to key management personnel	向主要管理人員支付的薪酬總額	1,469	665

**18. CAPITAL COMMITMENTS**

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

	At 30 June 2021 於二零二一年 六月三十日 RMB'000 (Unaudited) (未經審核)	At 31 December 2020 於二零二零年 十二月三十一日 RMB'000 (Audited) (經審核)
Contracted, but not provided for properties under development	286,239	387,810

**19. CONTINGENT LIABILITIES**

At the end of the reporting period, contingent liabilities not provided for in the Interim Financial Statements were as follows:

	At 30 June 2021 於二零二一年 六月三十日 RMB'000 (Unaudited) (未經審核)	At 31 December 2020 於二零二零年 十二月三十一日 RMB'000 (Audited) (經審核)
Guarantees in respect of mortgage facilities granted to purchasers of the Group's properties	50,430	16,103

The Group provided guarantees in respect of mortgage facilities granted by certain banks to the purchasers of the Group's completed properties held for sale. Pursuant to the terms of the guarantee agreements, in case of default on mortgage payments by the purchasers, the Group is responsible to repay the outstanding mortgage loans together with any accrued interest and penalty owed by the defaulted to banks. The Group is then entitled to take over the legal titles of the related properties. The Group's guarantee period commences from the date of grant of the relevant mortgage loan and ends after the execution of individual purchaser's collateral agreement.

**18. 資本承擔**

本集團於各報告期末有以下資本承擔：

**19. 或然負債**

於報告期末，並無於中期財務報表計提撥備的或然負債如下：

本集團就若干銀行向本集團持作出售已竣工物業的買家獲授的按揭融資提供擔保。根據擔保協議的條款，倘買家拖欠按揭付款，本集團負責償還未償還按揭貸款連同違約方結欠銀行的任何應計利息及罰款。本集團則有權接管相關物業的合法業權。本集團的擔保期自授出相關按揭貸款當日起至執行個別買家的抵押協議後為止。

## NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

### 未經審核簡明綜合財務報表附註

#### 19. CONTINGENT LIABILITIES (CONTINUED)

The Group did not incur any material losses during the six months ended 30 June 2021 and 2020 in respect of the guarantees provided for mortgage facilities granted to purchasers of the Group's completed properties held for sale. The directors of the Company considered that in case of default on payments, the net realisable value of the related properties would be sufficient to repay the outstanding mortgage loans together with any accrued interest and penalty, and therefore no provision has been made in connection with the guarantees.

#### 20. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS

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:

#### 19. 或然負債(續)

本集團並無於截至二零二一年及二零二零年六月三十日止六個月就本集團持作出售已竣工物業的買家獲授的按揭融資提供擔保而產生任何重大虧損。本公司董事認為，倘發生拖欠付款，相關物業的可變現淨值將足以償還未償還按揭貸款連同任何應計利息及罰款，故並無就有關擔保計提任何撥備。

#### 20. 金融工具之公允價值及公允價值層級

本集團金融工具(賬面值與公允價值合理相若者除外)的賬面值及公允價值如下：

		Carrying amounts 賬面值		Fair values 公允價值	
		At 30 June 2021	At 31 December 2020	At 30 June 2021	At 31 December 2020
		於 二零二一年 六月三十日 RMB'000 人民幣千元	於 二零二零年 十二月 三十一日 RMB'000 人民幣千元	於 二零二一年 六月三十日 RMB'000 人民幣千元	於 二零二零年 十二月 三十一日 RMB'000 人民幣千元
<b>Financial liabilities</b>	<b>金融負債</b>				
Convertible bonds	可換股債券	252,604	252,604	252,604	252,604
		252,604	252,604	252,604	252,604

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

管理層已評估，現金及現金等值物、貿易應收款項、貿易應付款項、計入預付款項、其他應收款項及其他資產之金融資產、計入其他應付款項及應計費用之金融負債之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。



**20. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (CONTINUED)**

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair values:

The convertible bonds were recognised as financial liabilities designated upon initial recognition as at fair value through profit or loss.

**Fair value Hierarchy**

Liabilities measured at fair value

**20. 金融工具之公允價值及公允價值層級(續)**

金融資產及負債的公允價值按自願雙方在當前交易(而非強制或清盤出售)中就有關工具進行交易的金額入賬。以下方法及假設用於估計公允價值：

可換股債券確認為金融負債，並於初步確認時指定為按公允價值計入損益。

**公允價值層級**

按公允價值計量的負債

		Level 1 第一級 RMB'000 人民幣千元	Level 2 第二級 RMB'000 人民幣千元	Level 3 第三級 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
<b>Convertible bonds</b>	<b>可換股債券</b>				
<b>At 30 June 2021</b>	<b>於二零二一年 六月三十日</b>	—	—	252,604	252,604
At 31 December 2020	於二零二零年 十二月三十一日	—	—	252,604	252,604

## NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

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#### 20. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (CONTINUED)

##### Fair value Hierarchy (Continued)

At 30 June 2021 and 31 December 2020

Liability	Fair value hierarchy	Valuation technique	Unobservable input	Relationship of unobservable inputs to fair value
負債	公允價值等級	估值技術	不可觀察輸入數據	不可觀察輸入數據與公允價值的關係
Convertible bonds	Level 3	Discounted cash flow method	Discount rate	The higher the discount rate, the lower the fair value
可換股債券	第三級	現金流量貼現法	貼現率	貼現率越高，公允價值越低

During the six months ended 30 June 2021, 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.

During the year ended 31 December 2020, 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 except for convertible bonds amounting approximately RMB252,604,000 which transferred from Level 2 into Level 3 upon maturity.

#### 21. EVENTS AFTER THE REPORTING PERIOD

As of the date of approval of the Interim Financial Statements, the Group did not have any significant event subsequent to 30 June 2021.

#### 22. APPROVAL OF THE UNAUDITED INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION

The unaudited interim financial information was approved and authorized for issue by the board of directors on 30 August 2021.

#### 20. 金融工具之公允價值及公允價值層級(續)

##### 公允價值層級(續)

於二零二一年六月三十日及二零二零年十二月三十一日

截至二零二一年六月三十日止六個月，就金融資產及金融負債而言，公允價值計量無第一級與第二級間的轉換，亦無第三級的轉入或轉出。

截至二零二零年十二月三十一日止年度，就金融資產及金融負債而言，公允價值計量無第一級與第二級間的轉換，亦無第三級的轉入或轉出(於到期後由第二級轉入第三級的可換股債券約人民幣252,604,000元除外)。

#### 21. 報告期後事件

截至中期財務報表批准日期，本集團並無於二零二一年六月三十日後的任何重大事項。

#### 22. 未經審核中期簡明綜合財務資料之批准

未經審核中期財務資料由董事會於二零二一年八月三十日批准及授權刊發。



**新明中国控股**

XINMING CHINA