



DREAM EAST
梦东方

DreamEast Group Limited 夢東方集團有限公司

(Incorporated in Bermuda with limited liability and carrying on business in Hong Kong as "DreamEast Cultural Entertainment")
(於百慕達註冊成立之有限公司，並以「夢東方文化娛樂」名稱於香港經營業務)
(Stock Code 股份代號: 593)

Interim Report 報中
2022 告期

SHARE THE BEAUTY OF
CHINA WITH THE WORLD
全球共享东方之美



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DreamEast Group Profile

夢東方集團簡介

Founded in 2003, DreamEast Group Limited is listed on the Main Board of The Stock Exchange of Hong Kong Limited (stock code: 593.HK) with our global headquarters located in Hong Kong, China and China headquarters in Beijing. DreamEast is the first to propose “all-IPs” concept and “new entertainment” principle. With the vision of “Share the Beauty of China with the World”, the Group adheres to originality and ingenuity, we incorporate Chinese history, culture, art and so on into our works to create a unique offline entertainment platform and new entertainment experience that combines online and offline perfectly.

DreamEast focuses on the two core products of tourist resorts and films and animations, with its tourist resorts extending around three core areas of “Greater Beijing, Greater Shanghai and Greater Shenzhen”. At present, the DreamEast Jiashan (a children dream world for the whole family), the Hengyang DreamEast Resort (presenting the world a city of Hunan’s rich culture history), DreamEast Xiake Island Ecological City (original wetland life forms and an exceptional experience of the Xu Xiake culture) and the DreamEast Future World Aerospace Theme Park (being China’s first and the world’s second aerospace theme park) and other projects are gradually completed and put into operation.

夢東方集團有限公司始創於2003年，是香港聯合交易所有限公司主板上市公司（股份代號：593.HK），集團全球總部位於中國香港，中國總部位於北京。夢東方率先提出「全IP」理念和「新娛樂」概念，以「讓全球共享東方之美」為願景，堅持原創與匠心，把中國的歷史、人文、藝術等融入產品，打造獨一無二的線下娛樂平台，線上線下完美融合的新娛樂體驗。

夢東方專注於旅遊度假區、影視動畫兩大核心產品，旗下旅遊度假區圍繞「大北京、大上海、大深圳」三大核心區域向外延伸。目前，夢東方夢幻嘉善（全家人的童夢世界）、衡陽夢東方旅遊度假區（獻給世界一座湖湘文化之城）、夢東方霞客島生態城（原生態濕地度假及徐霞客文化體驗）及夢東方未來世界航天主題樂園（中國首家、全球第二家航天主題樂園）等項目逐步建成投入運營。

BOARD OF DIRECTORS

Zhou Jin
Executive Director and Chairman

Yang Lei
Executive Director

Lau King Pak
Non-Executive Director

Chiu Wai Shing
Non-Executive Director

Chen Guanglei
Independent Non-Executive Director

Meng Xiaosu
Independent Non-Executive Director

Yang Buting
Independent Non-Executive Director

Zhao Daxin
Independent Non-Executive Director

Choi, Clifford Wai Hong
Independent Non-Executive Director

AUDIT COMMITTEE

Chen Guanglei *Chairman*

Lau King Pak

Chiu Wai Shing

Meng Xiaosu

Yang Buting

Zhao Daxin

Choi, Clifford Wai Hong

REMUNERATION COMMITTEE

Chen Guanglei *Chairman*

Lau King Pak

Chiu Wai Shing

Meng Xiaosu

Yang Buting

Zhao Daxin

Choi, Clifford Wai Hong

NOMINATION COMMITTEE

Zhou Jin *Chairman*

Lau King Pak

Chiu Wai Shing

Chen Guanglei

Meng Xiaosu

Yang Buting

Zhao Daxin

Choi, Clifford Wai Hong

董事會

周金
執行董事、主席

楊蕾
執行董事

劉勁柏
非執行董事

趙偉誠
非執行董事

陳廣壘
獨立非執行董事

孟曉蘇
獨立非執行董事

楊步亭
獨立非執行董事

趙大新
獨立非執行董事

蔡偉康
獨立非執行董事

審核委員會

陳廣壘 *主席*

劉勁柏

趙偉誠

孟曉蘇

楊步亭

趙大新

蔡偉康

薪酬委員會

陳廣壘 *主席*

劉勁柏

趙偉誠

孟曉蘇

楊步亭

趙大新

蔡偉康

提名委員會

周金 *主席*

劉勁柏

趙偉誠

陳廣壘

孟曉蘇

楊步亭

趙大新

蔡偉康

Corporate Information

公司資料

PRINCIPAL BANKERS

The Hongkong and Shanghai Banking Corporation Limited
China Construction Bank Corporation
Industrial and Commercial Bank of China
Hengfeng Bank
Bank of Beijing

REGISTERED OFFICE

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS

Suite 2901, Tower Two
Times Square
1 Matheson Street
Causeway Bay, Hong Kong

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE IN BERMUDA

MUFG Fund Services (Bermuda) Limited
4th Floor North
Cedar House
41 Cedar Avenue
Hamilton HM 12
Bermuda

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Boardroom Share Registrars (HK) Limited
Room 2103B, 21/F
148 Electric Road
North Point
Hong Kong

COMPANY SECRETARY

Sham Ying Man

AUTHORISED REPRESENTATIVES

Zhou Jin
Sham Ying Man

AUDITOR

Mazars CPA Limited
Certified Public Accountants

主要往來銀行

香港上海匯豐銀行有限公司
中國建設銀行股份有限公司
中國工商銀行
恒豐銀行
北京銀行

註冊辦事處

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

總辦事處及主要營業地點

香港銅鑼灣
勿地臣街1號
時代廣場
2座2901室

百慕達股份過戶登記總處

MUFG Fund Services (Bermuda) Limited
4th Floor North
Cedar House
41 Cedar Avenue
Hamilton HM 12
Bermuda

香港股份過戶登記分處

實德隆證券登記有限公司
香港
北角
電氣道148號
21樓2103B室

公司秘書

岑影文

授權代表

周金
岑影文

核數師

中審眾環(香港)會計師事務所有限公司
執業會計師

SOLICITORS

P.C. Woo & Co.
Conyers Dill & Pearman
Keith Lam Lau & Chan

STOCK CODE

593

INVESTOR RELATIONS DEPARTMENT OF THE COMPANY

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COMPANY WEBSITE

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LISTING PLACE

Main Board of The Stock Exchange of Hong Kong Limited

FINANCIAL YEAR END

31 December

FINANCIAL CALENDAR

Annual Results Announcement Date
30 March 2022

Interim Results Announcement Date
30 August 2022

ANNUAL GENERAL MEETING

16 June 2022

律師

胡百全律師事務所
Conyers Dill & Pearman
劉林陳律師行

股份代號

593

公司投資者關係部

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公司網址

www.dreameast.com

上市地點

香港聯合交易所有限公司主板

財務年結

12月31日

財務日誌

全年業績公佈日期
2022年3月30日

中期業績公佈日期
2022年8月30日

股東周年大會

2022年6月16日

Chairman's Statement

主席報告

I am pleased to present the interim results of DreamEast Group Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") for the six months ended 30 June 2022 (the "period under review"). During the period under review, the Group recorded total revenue of approximately HK\$6.8 million, a decrease of approximately HK\$30.3 million or 81.7% compared to approximately HK\$37.1 million for the corresponding period in 2021. The drop in revenue was mainly resulted from no sales of properties during the period under review. The Group recorded a net loss of approximately HK\$28.2 million for the period under review (six months ended 30 June 2021: net loss of approximately HK\$448.4 million). Such decrease was mainly resulted from a substantial gain on share of results of joint ventures of approximately HK\$298.9 million for the current period compared to the loss on share of results of joint ventures of approximately HK\$24.0 million for the same period of last year. In addition, there was reversal of provision for settlement fee and other relevant cost incurred in respect of the litigation with certain construction contractors and lenders of approximately HK\$11.6 million for the current period compared to the provision for that of approximately HK\$113.0 million for the same period of last year.

As at 30 June 2022, the deficit attributable to the owners of the Company amounted to approximately HK\$142.4 million, representing an increase of approximately HK\$60.5 million from that of 31 December 2021.

The Board of Directors of the Company ("Board" or "Directors") has decided not to pay an interim dividend.

本人欣然提呈夢東方集團有限公司（「本公司」）及其附屬公司（統稱「本集團」）截至2022年6月30日止6個月（「回顧期」）之中期業績。回顧期內，本集團錄得總收入約6.8百萬港元，較2021年同期（約37.1百萬港元）減少約30.3百萬港元或81.7%，收入的減少主要由於回顧期內無物業銷售。本集團於回顧期內錄得淨虧損約28.2百萬港元（截至2021年6月30日止6個月：淨虧損約448.4百萬港元）。該減少主要是由於當期分佔合營企業業績的收益約為298.9百萬港元，而去年同期分佔合營企業業績的虧損則約為24.0百萬港元。此外，就與某些承建商及貸款人提起的訴訟而產生的結算費用和其他費用撥回撥備約11.6百萬港元，而去年同期則計提撥備約為113.0百萬港元。

於2022年6月30日，本公司擁有人應佔虧損約為142.4百萬港元，相較2021年12月31日增加約60.5百萬港元。

本公司董事會（「董事會」或「董事」）決定不派發中期股息。

Management Discussion and Analysis

管理層討論及分析

BUSINESS REVIEW

The Group adhered to the cultural entertainment industry as the core, closely followed social opportunities, and continued to promote the implementation of its strategy, focusing on project development in the three major metropolitan areas, including Greater Beijing, Greater Shanghai and Greater Shenzhen. During the period under review, the principal activities of the Group included the development and operation of cultural tourist resorts and theme parks under the brand of “DreamEast”, property development and leasing businesses.

Since 2022, there are several factors such as the downward pressure on the macro economy has increased significantly, residents’ income is expected to weaken and the market expectations are unstable. The impact of such factors on the real estate market is particularly obvious, and the conservative sentiment atmosphere of buyers has increased. In the first half of 2022, affected by unexpected factors such as the repeated pandemic in many places in China, the national real estate market has experienced unprecedented challenges. The financial pressures of enterprises have continued to increase, coupled with the continuous market adjustment trend, led to the lack of enthusiasm of real estate enterprises to start new construction. Meanwhile, the sales volume of commercial residential buildings has dropped sharply, and the real estate development and investment had negative growth in aggregation for the first time year-on-year.

According to statistics from the National Bureau of Statistics, the real estate climate index was 95.40 in June 2022, and it was the lowest for the past 12 months. From January to June 2022, the real estate development investment in China decreased by 5.4% and the real estate developers contributed capital of RMB7,684.7 billion, representing a decrease of 25.3% year-on-year.

In the first half of 2022, the multi-point outbreak of the COVID-19 hit the already struggling cultural and tourism industry hard again. According to the domestic tourism data in the first half of 2022 issued by the Ministry of Culture and Tourism and the results of sample surveys on domestic tourism, the total number of domestic tourists was 1.455 billion in the first half of 2022, representing a year-on-year decrease of 22.2%. According to the statistics, more than 70% of scenic spots suffered serious losses in the past year.

業務回顧

夢東方集團堅持以文化娛樂產業為核心，緊隨社會機遇，繼續推進戰略落地，圍繞大北京、大上海、大深圳三大核心區域開展項目開發工作。回顧期內，本集團之主要業務包括開發與運營「夢東方」品牌之文化旅遊度假區及主題樂園、地產開發及租賃業務。

2022年以來，宏觀經濟下行壓力明顯加大、居民收入預期走弱以及市場預期不穩等因素，對房地產市場的影響尤其明顯，購房者觀望情緒加重。2022年上半年，受中國多地疫情反覆等超預期因素影響，全國房地產市場經歷了前所未有的挑戰，企業資金壓力不減，疊加市場調整態勢延續，導致房地產企業缺乏積極性去開展新工程。與此同時，商品房銷售規模大幅下降，房地產開發和投資累計同比首次出現負增長。

根據國家統計局數據顯示，在2022年6月份，房地產開發景氣指數為95.40，為過去12個月以來最低值。自2022年1月至6月，全國房地產開發投資下降5.4%，而房地產開發企業投入資本76,847億元，同比下降25.3%。

2022年上半年，多點爆發的疫情使得本就舉步維艱的文旅業再次受到重創。根據國家文化和旅遊部發布的2022年上半年國內旅遊數據和國內旅遊抽樣調查統計結果，2022年上半年的國內旅遊總人數達14.55億，與去年同期相比下降22.2%。數據顯示，有超過70%的景區於過去一年嚴重虧損。

Management Discussion and Analysis

管理層討論及分析

Due to the continuous pandemic control, the cultural tourism industry was again open intermittently in the "transition period". Under the pressure, the rupture of the supply chain, the sharp decline in revenue and the insufficiency of cash flow had become the new normal for the development of the cultural tourism industry. In the context of repeated pandemic, the recovery of the cultural tourism market is under challenge. The pandemic has caused cultural tourism enterprises to continue to be under high pressure.

CULTURAL ENTERTAINMENT BUSINESS

HENGYANG DREAMEAST RESORT

The Hengyang DreamEast Resort is situated in Hengyang, Hunan Province, China. It is at the south of Mount Heng, which is surrounded by time-honoured cultural heritage and magnificent natural landscape, and is the important origin of Huxiang Culture. Hengyang DreamEast Resort selects its site in the urban district of south Hengyang, backed by Yumu Mountain and Hengshan Technology City in the east. It is approximately 15 kilometers away from Hengnan County in a straight line, and is created as a city of memory related to Huxiang Culture with Huxiang Culture as the soul and Huxiang landscape as the skeleton.

The development of the Hengyang DreamEast Resort comprised of "Four Towns and Five Parks", including the cultural town, the science and technology town, the forest town and the agricultural town as the Four Towns, and the DreamEast Adventure Park, the Fantasy Waterpark, the Pets Kingdom, the Agricultural Cultural Park and the International Sports Park as the Five Theme Parks. The DreamEast Shooting (Clay) Centre with a site area of approximately 69,000 square meters in the Hengyang DreamEast Resort was completed, and held the clay shooting match of the thirteenth sports game of Hunan province and the Hunan "DreamEast Cup" Youth Shooting Championship (Clay Project) successfully. The shooting centre will be opened to tourists for shooting experience in the future as one of the entertainment activities.

因疫情常態化管控，文旅行業再次陷入間歇性「陣痛期」。在重壓之下，供應鏈斷裂、營收斷崖式下跌和現金流入不敷出等困局，成為文旅行業發展的新常態。在疫情反覆的背景下，文旅市場的復甦之路並不順暢。疫情令文旅企業繼續承受高壓。

文化娛樂業務

衡陽夢東方旅遊度假區

衡陽夢東方旅遊度假區位於中國湖南省衡陽市，地處南嶽衡山之南，歷史悠久的人文景觀和美麗的自然景觀遍佈，是湖湘文化的重要發源地。夢東方擇址衡陽南城版塊，背靠兩母山脈，東枕衡山科學城，距衡陽市中心、衡南縣城直線距離均約15公里，以湖湘文化為靈魂，湖湘山水為骨骼，打造一座湖湘文化記憶之城。

衡陽夢東方旅遊度假區整體規劃為「四鎮五園」。其中，「四鎮」包括文化小鎮、科技小鎮、森林小鎮和農耕小鎮，同時在四個主題小鎮中，重點打造五大主題公園，包括夢東方探險樂園、奇幻水世界、寵物王國、農耕文化公園、國際體育公園。區內佔地面積約6.9萬平方米的夢東方射擊（飛碟）中心已建設完成，並先後成功舉辦湖南省第十三屆運動會飛碟射擊比賽，以及湖南省「夢東方杯」青少年射擊錦標賽（飛碟項目），未來亦將成為遊樂項目之一，開放予遊客進行射擊體驗。





Taking advantages of the rich historical cultural and ecological resources of Hunan Province, and its superior development location, Hengyang DreamEast Resort undertakes the historical opportunities for the development and transformation of the entire city. With the support of vigorously developing the cultural and tourism industry by the nation, provinces and cities, Hengyang DreamEast Resort is expected to emerge as a tourist destination in Hengyang City and a national benchmark of industry linkage among primary, secondary, tertiary industry, and industry-city integration development, with aims to achieve a new industrial development model featuring with industry-city integration, tourism-city integration, and ecological integration, and thus creating a new center of Hengyang cultural and tourism industry that is green, ecological and sustainable development under the background of the new economic normal to present the world a city of Huxiang Culture, and become the core driving force of the “Southern Expansion” of Hengyang, thereby forming a new pattern characterized by “Mount Heng in the North and DreamEast in the South”.

In May 2022, the construction of Hengyang DreamEast Resort, which has been suspended for a long time, began to resume according to the principle of “house delivery guarantee”. However, the resistance is still large. The Company is actively negotiating with the relevant government departments and the Bank of Beijing to deal with the debt problem, to ensure the orderly progress of the project.

衡陽夢東方秉承湖南省豐富的歷史文化和生態資源，地處優越的發展區位，承接整個城市發展轉型的歷史機遇，借助國家和省市大力發展文旅產業的東風，建成衡陽市城市旅遊目的地和中國一二三產聯動、產城融合發展的國家樣板，實現了產城相融、旅城一體、生態結合的新型產業開發模式。在經濟新常態的背景下，打造一個綠色、生態、可持續發展的衡陽文旅產業新中心，獻給世界一座湖湘文化之城，成為衡陽「南拓」的核動力，形成衡陽「北有衡山、南有夢東方」的新格局。

2022年5月，停工多時的衡陽夢東方旅遊度假區項目本著「保交房」的原則開始復工，但阻力仍然較大。本公司正在與相關政府部門及北京銀行積極協商進行債務關係處理，確保工程得以有序進行。

DREAMEAST JIASHAN

夢東方•夢幻嘉善



The DreamEast Jiashan is positioned itself as a children dream world for the whole family and located in Jiashan County, Jiaxing City, Zhejiang Province in Greater Shanghai, China. In terms of comprehensive strength, Jiashan County is one of the top 100 counties in China. Situated at the intersection of Jiangsu Province, Zhejiang Province and Shanghai, Jiashan is the core district of the Yangtze River Delta city cluster and the first connection between Zhejiang Province and Shanghai. The DreamEast Jiashan is located in the tourist resort of Dayun Town, Jiashan with a planned area of approximately 733,000 square meters and will be developed in three phases. Phase 1 covers DreamEast Jiashan Experience Zone, Deer Elf Discovery Park, Dream Theatre, Dream Space, Hyatt Place Hotel, etc.; Phase 2 and Phase 3 comprise of a water village incorporating the millennia-old Wuyue culture with the functions of cultural experience, homestay tour, themed business, boutique inn and tourist residence, which is a children dream world that connects the whole family with art, aesthetics and innovation.

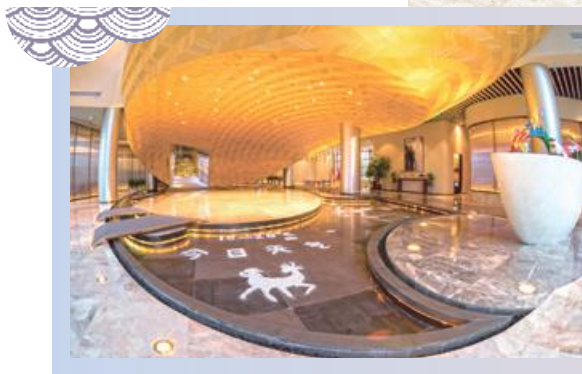
The 101 Experience Centre, which integrates cultural and artistic display and experience, was opened to the public. Later, it will be served as a tourist reception centre and image display window of the DreamEast Jiashan and even the Sweet Town, and be used to display various art forms such as painting, photography, sculpture, Jiangnan folk culture and Jiashan non-heritage culture, so that the whole family can be baptized with art and culture in happiness.

夢東方•夢幻嘉善的定位是全家人的童夢世界，位於中國大上海地區的浙江省嘉興市嘉善縣。嘉善縣是全國綜合實力百強縣之一，位於江浙滬兩省一市交匯處，長三角城市群核心區域，是浙江省接軌上海的第一站。夢東方•夢幻嘉善位於嘉善大雲鎮旅遊度假區，約73.3萬平方米規劃，分三期開發旅遊度假目的地，一期涵蓋夢東方•夢幻嘉善體驗區、鹿精靈探索樂園、夢劇場、夢空間、凱悅嘉軒酒店等部分；二期、三期是以千年吳越文化為核心的江南水鄉，具備文化體驗、民宿巡演、主題商業、精品客棧、旅遊居住等功能，是用藝術、美學與創新基因聯結全家人的童夢世界。

融合了文化藝術展示、體驗等多功能的101體驗中心已正式對外開放，後期將作為夢東方•夢幻嘉善乃至甜蜜小鎮的遊客接待中心及形象展示窗口，用於展示繪畫、攝影、雕塑等各種藝術形式、江南民俗文化及嘉善非遺文化，讓全家人在快樂中接受藝術文化的洗禮。

Phase 2 of the DreamEast Jiashan was included in the plans including “Zhejiang Province’s ‘4 + 1’ Major Project Construction Plan”, “Zhejiang Province’s ‘Five 100 Billion’ Investment Project”, “Major Projects Intensively Commenced in Zhejiang Province” and “Major Project Plan of the Service Industry in Zhejiang Province”. After the project is completed and put into operation, it will bring considerable benefits. It will further increase the development level of the culture and tourism industry in Jiashan, strengthen the integration and upgrade of cultural and tourism projects in the region, accelerate the construction of Jiashan Chocolate Sweet Town, promote the transformation and upgrading of service industries in the region, to achieve a win-win situation for enterprises and local fiscal revenue.

夢東方•夢幻嘉善二期被列入「浙江省『4+1』重大項目建設計劃」、「浙江省『五個千億』投資工程」、「浙江省集中開工重大項目」、「浙江省服務業重大項目計劃」等規劃中。項目建成投入運營後將帶來可觀的收益，將會進一步提高嘉善文化和旅遊產業的發展水平，加速推動區域內文化和旅遊項目的整合升級，加快推進嘉善巧克力甜蜜小鎮建設，促進區域內服務產業轉型升級，實現企業與當地財政增收的雙贏。



Since September 2020, the construction of DreamEast Jiashan has been temporarily suspended. During the period under review, the Group is still actively exploring various possibilities for revitalizing the project. Once there is further progress, the Company will issue an announcement at an appropriate time.

自2020年9月以來，夢幻嘉善項目暫時處於停工狀態。在回顧期內，本集團仍在積極探討盤活該項目的各種可能性，一旦有進一步進展，本公司將於適當時機刊發公告。

Management Discussion and Analysis

管理層討論及分析

XIAKE ISLAND ECOLOGICAL CITY

Xiake Island Ecological City is located in Xu Xiake Town, Jiangyin City in Jiangsu Province within the greater Shanghai region. With the Yangtze River on its north and Taihu Lake a little way on its south, Jiangyin has been an important transportation hub and a key military site since ancient times. It has a long history and rich cultural heritage, and was the home of the famous explorer Xu Xiake, and has been called “the Ancient County of Yanling” and “a loyal and righteous state”. Having the most listed companies in the county, it is also called the “Number One County-level City with the Most Capital in China”. By leveraging on its nearly 3.33 million square meters of natural wetland resources, Xiake Island Ecological City will turn itself into a highland to present and promote the Xu Xiake culture, and a tourist destination for “its original wetland life forms and an exceptional experience of the Xu Xiake culture”.

霞客島生態城

霞客島生態城位於大上海地區的江蘇省江陰市徐霞客鎮。江陰北枕長江，南近太湖，歷來為重要交通樞紐和軍事要地；歷史悠久，人文薈萃，是遊聖徐霞客的故鄉，有「延陵古邑」、「忠義之邦」之稱，也因擁有最多上市公司而被譽為「中國資本第一縣」。霞客島生態城，依託近333.3萬平方米天然濕地資源，將打造徐霞客文化展示傳播高地，以「原生態濕地度假以及徐霞客文化體驗為目的地」的度假勝地。



With a unique shape of “Paradise + Town”, Xiake Island Ecological City is a cultural town of Xu Xiake that integrates Xiake Academy, Mufu Clubhouse and theater space, combining with Xu Xiake Adventure Park that integrates motor-driven game, specialty catering and themed Concept Guesthouse representing a rare cultural travel model in China. It is believed that by leveraging on the cultural IP of “Xu Xiake”, Xiake Island Ecological City will achieve the integration and connection of multiple commercial activities to emerge as a new Chinese cultural and tourism complex for all ages. In the future, Xiake Island Ecological City will not only become a destination of learning and recreation for families in the Pan-Yangtze River Delta, but also will attract tourists from all over the world to have fun here!

霞客島生態城擁有「樂園+小鎮」的獨特形態，是集合霞客書院、木府會所、劇場空間等業態的徐霞客文化小鎮，與機動遊戲、特色餐飲、主題民宿匯聚一身的徐霞客探險樂園雙劍合璧，是目前國內少有的文旅模式。相信借用「徐霞客」的文化大IP，霞客島生態城將完成多元業態融合串聯，劍指全年齡層的中國文旅複合新城，未來這裏不僅將成為泛長三角家庭求知遊樂的目的地，更將吸引全世界遊客在這裏遊玩！

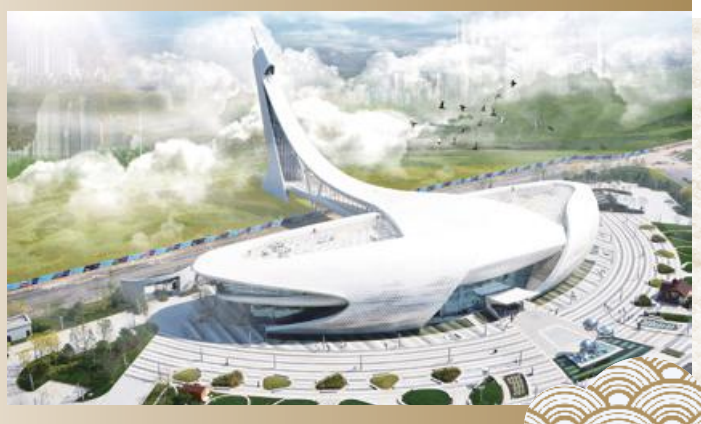
On 22 January 2019, the Group made a successful bid for the land use rights of three pieces of lands situated at Xu Xiake Town, Jiangyin City in Jiangsu Province for commercial use at the total price of RMB474 million (approximately HK\$551 million). Meanwhile, the Group entered into the cooperation agreement with 金茂蘇皖企業管理(天津)有限公司 (Jinmao Suwan Corporate Investment (Tianjin) Company Limited**) (“Jinmao Investment”) on 30 January 2019, in relation to the establishment of a joint venture company for co-development of Xiake Island Ecological City. Jinmao Investment was an indirect wholly-owned subsidiary of China Jinmao Holdings Group Limited (Stock Code: 817.HK). Pursuant to the cooperation agreement, the joint venture company will be owned as to 51% by the Group and 49% by Jinmao Investment. The joint venture company will be accounted for as a jointly controlled entity of the Group and the Group will recognise its interest in the joint venture company using the equity method in accordance with the relevant accounting principles. The revenue, assets and liabilities of the joint venture company will hence not be consolidated into the consolidated financial statements of the Group.

於2019年1月22日，本集團成功以共計人民幣4.74億元（約5.51億港元）投得位於江蘇省江陰市徐霞客鎮之三塊商業用地之使用權，並於2019年1月30日與金茂蘇皖企業管理(天津)有限公司（「金茂管理」）訂立合作協議，成立合營企業共同開發霞客島生態城項目。金茂管理為中國金茂控股集團有限公司（股份代號：817HK）的間接全資附屬公司。根據合作協議，合營企業將由本集團擁有51%權益及由金茂管理擁有49%權益。合營企業將作為本集團之共同控制實體入賬及本集團將根據相關會計原則使用權益法確認其於合營企業之權益。因此，合營企業之收入、資產及負債將不會於本集團之合併財務報表內綜合入賬。



At the end of June 2022, Xiake Island Ecological City was in the grand delivery season. Under the dual influence of the current economic environment and the pandemic, this big test of the delivery is more stringent. Xiake Island Eco-City has again contributed a “big surprise” to the market this time. Its quality obtained the high score, and the real estate scene is even more delicate than the perspective. In the current turbulent and changing market, the on-time delivery is the most powerful proof of an enterprise’s strength and responsibility.

2022年6月底，霞客島生態城迎來盛大交付季。在如今經濟環境和疫情的雙重影響下，交付更為嚴竣。這一次霞客島生態城又給市場貢獻了一個「巨大驚喜」，品質高分兌現，樓盤實景甚至比效果圖還要精緻。在動蕩更迭的當前市場下，按時交付，是企業實力和責任感的最有力證明。



DREAMEAST FUTURE WORLD AEROSPACE THEME PARK

DreamEast Future World is the first aerospace theme park in China and the second in the world, and a national AAAA-level tourist attraction. Located in Yanjiao National High-tech Development Zone in the east of Beijing, the scenic spot enjoys a unique geographical location. It is only a 30-minute drive from Tiananmen Square in Beijing, just across the river from Beijing's sub-center, and adjacent to transportation hubs such as Beijing Capital International Airport and Yanjiao Railway Station. It has been honored as a social classroom resource unit for primary and secondary school students in Beijing, one of the top ten cultural industry projects in Hebei Province, the scientific quality education base for all citizens in Hebei Province and the municipal best research and learning scenic spot. In March 2020, in view of the high-quality aerospace science resources and huge social influence of DreamEast Future World, it has been identified as the first batch of Hebei science popularization demonstration base by the Department of Science and Technology of Hebei Province, which greatly meets the needs of aerospace culture popularization in the Beijing-Tianjin-Hebei region.

DreamEast Future World covers a total area of 16,000 square metres and contains more than 30 high-tech experience projects. It is a comprehensive aerospace science and technology museum that integrates aerospace technology exhibitions, extracurricular science popularization education, and high-tech interactive experiences. The scenic spot adheres to the mission of "Popularizing Aerospace Knowledge and Spreading Aerospace Spirit" and has accumulatively received more than one million primary and middle school students and members of research and study groups at home and abroad. Through entertaining science popularization, it stimulates children's love for the aerospace undertaking, plants the seeds of science for children, and enlightens their aerospace dream. It is the second classroom for primary and middle school students to learn and grow and has developed into an influential aerospace technology research and study destination in China.

夢東方未來世界航天主題樂園

夢東方未來世界是中國首家、全球第二家航天主題樂園，是國家AAAA級旅遊景區，位於北京東部燕郊國家高新技術開發區，景區地理位置得天獨厚，距離北京天安門僅30分鐘車程，距離北京城市副中心僅一河之隔，毗鄰首都國際機場、燕郊火車站等交通樞紐。未來世界歷獲北京市中小學生社會大課堂資源單位、河北省十大文化產業項目、河北省全民科學素質教育基地和市級最佳研學景區等殊榮，2020年3月，鑒於夢東方未來世界優質的航天科普資源和巨大的社會影響力，經河北省科技廳認定為首批河北省科普示範基地，極大地滿足了京津冀地區航天文化科普的需求。

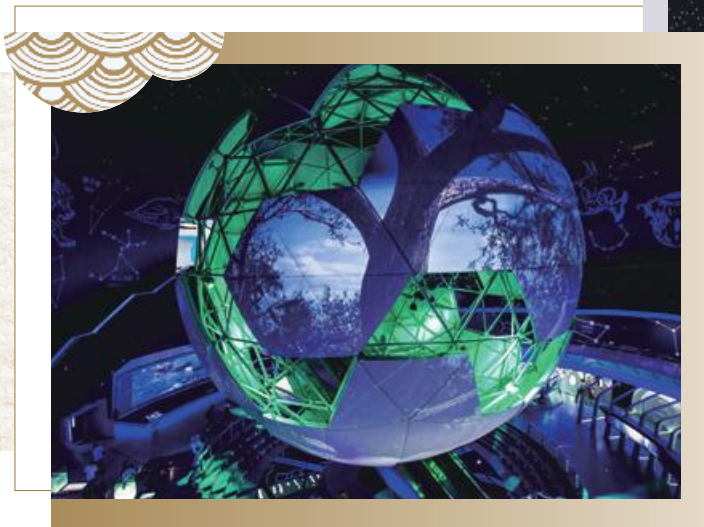
夢東方未來世界總佔地16,000平米，內設30餘項高科技體驗項目，是集航天科技展覽展示、課外科普教育、高科技互動體驗於一體的綜合性航天科技館，景區堅持以「普及航天知識、傳播航天精神」為使命，累計接待國內外100餘萬中小學生和研學團隊，通過寓教於樂的科普形式，激發孩子對航天事業的熱愛，為孩子種下科學的種子，啟迪航天夢想，是中小學生學習與成長的第二課堂，已發展成為全國極具影響力的航天科普研學旅行目的地。

Due to the COVID-19 pandemic was serious in the Jing-Jin-Ji Region in the first half of 2022, the parks' operations have been greatly affected by the strict prevention and control policy of the COVID-19 pandemic, and they were only open for business normally for 62 days in the first half of the year. Tourists from the extra-territorial and intra-territorial tourist tours and research teams were limited, and individual tourists were mainly from local tourist sources in regions such as Yanjiao and Beisan County only, and they were unable to expand to the other regional tourist source markets. In the first half of the year, the number of tourists received by them decreased by 63.05% compared with the same period in 2021, and decreased by 55.22% year-on-year.

However, DreamEast Future World is still making efforts to increase operating income through various methods. In the first half of 2022, it worked on online new media operation, spreaded knowledge of aerospace science and expanded its brand influence through WeChat tweets and short videos in Tik Tok, and used community drainage to promote traffic realization and improve operating income. The official WeChat account and Tik Tok account of the project have currently become the main channels for project publicity and sales, effectively saving marketing costs. The project also conducted promotions by planning and implementing several festival activities, and increased the purchasing rate of tourists for tickets to parks through adaption of appropriate pricing strategies. In January, the Future World launched a ticket-buying carnival event; in February, the pre-sale activities of visiting parks during the Spring Festival in the Year of the Tiger Garden Party was planned; in March, the activities of introducing aerospace science popularization to thousands of families and benefiting the people were planned and implemented; and it launched again the month of space science popularization into ten thousand families and benefiting the people after the unsealing and opening of parks in late June. The measures above had effectively promoted the sales of tickets and maintained the brand influence of the project.

在2022年上半年，由於京津冀區域新冠疫情嚴重，新冠疫情的嚴格防控政策對樂園運營影響巨大，上半年樂園正常開門營業僅62天，域外域內旅遊團隊、研學團隊遊客均受阻、散客也只能靠燕郊及北三縣區域本地的客源，而無法拓展其它區域客源市場，因此，上半年度遊客接待較2021年同期下降63.05%，同比下降55.22%。

儘管如此，夢東方未來世界仍然在努力通過多種方式提升經營收入。2022上半年度，未來世界發力運營線上新媒體，通過微信推文、抖音短視頻傳播航天科普知識，擴大品牌影響力，利用社群引流促進流量變現，提升經營收入，目前項目官方微信和抖音號已經成為項目外宣及銷售的主要渠道，有效節省了營銷成本。項目還通過策劃實施一些節慶活動來進行促銷，用合適的價格策略提升遊客購票入園率。未來世界在一月舉辦了搶票狂歡節、二月策劃了虎年新春遊園會預售活動、三月策劃實施了航天科普進萬家惠民活動及六月下旬解封開園後再次推出了航天科普進萬家惠民活動月，以上措施有效促進了門票的銷售，也保持了項目的品牌影響力。



PROPERTY DEVELOPMENT AND LEASING BUSINESS

BEIJING FANGSHAN “COMB+” PROJECT (THE “FANGSHAN PROJECT”)

The Beijing Fangshan “COMB+” Project is located between the Southwest 5th and 6th Ring Roads in Beijing, China and only 2 minutes’ walk from Suzhuang Station on Fangshan Line of the Beijing Subway. In July 2014, the Group acquired 3 land parcels for the North, Central and South Zones of the project at a total consideration of approximately HK\$3.3 billion. The project occupies a total site area of approximately 147,000 square metres, with a gross floor area of approximately 434,000 square metres and a planned gross floor area of approximately 322,000 square metres.

The project is the first large-scaled integrated community in the district, which is not only the then key investment solicitation project on Fangshan District, but also the key project of constructing knowledge economy international demonstration zone. However, in the second half of 2017, the Beijing government implemented various adjustment measures to cool down the property market, coupled with adjustments to the policies of bank loan granting, resulting in the substantial stagnation of sales of Fangshan “COMB+” Project with slow development progress and difficult operation. Up to now, the sold gross floor area of Fangshan Project is 66,000 square meters, and the overall remaining salable sold gross floor area is approximately 256,000 square meters.

Even though the Fangshan Project is subject to Enforcement Action, it is still available for rent and sale. This remains to be the current status of the Fangshan Project. The Company is in the course of negotiating the operating directions of the Fangshan Project with Shandong Asset. The Company is also in the course of negotiating a supplemental loan agreement with Shandong Asset. If there is further information, the Company will disclose it in a timely manner.

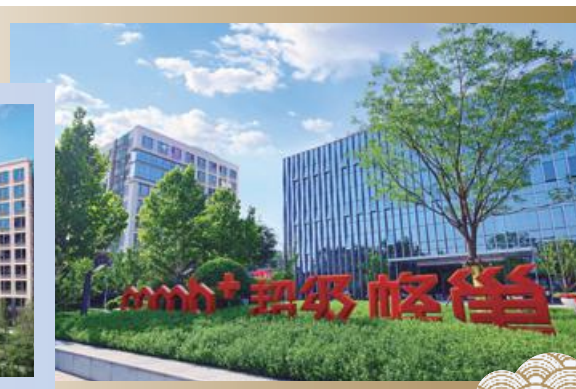
地產開發及租賃業務

北京房山超級蜂巢項目（「房山項目」）

北京房山超級蜂巢項目位於中國北京市西南五環、六環之間，由北京地鐵房山線蘇莊站步行2分鐘可達。項目之北區、中區、南區三塊土地為本集團於2014年7月以總代價約33億港元投得。項目總土地面積約14.7萬平方米，總建築面積約43.4萬平方米，規劃總樓面面積約32.2萬平方米。

該項目為區域內首個大型綜合社區，是當年房山區重點招商引資項目，也是打造知識經濟國際示範區的重點項目。但在2017年下半年，北京市政府推出多項調控政策，使得當地之房地產市場熱度有所降溫，加上銀行貸款政策調整，致使房山超級蜂巢項目銷售基本停滯，開發進度遲緩，項目運營舉步維艱。截至目前，房山項目已售建築面積為6.6萬平方米，整體剩餘可售體量約25.6萬平方米。

儘管房山項目受執行行動規限，但其仍可進行出租和銷售。此仍為房山項目的現狀。本公司正與山東資管商討房山項目的經營方向。本公司亦正與山東資管商討補充貸款協議。若有進一步消息，本公司將及時進行披露。



PROSPECTS

In the second half of the year, it is expected that policies which are beneficial to the stable and healthy development of the real estate industry will continue to be introduced, and the real estate market will gradually stabilize and recover, but the downward trend will be difficult to change throughout the year. The central government has repeatedly stated that it supports local governments in carrying out targeted policy for respective cities to stabilize the real estate market. However, the current control policies in some cities remain relatively restrained. At present, there are still problems in the current real estate control policy, such as the supply-side relaxation is not as good as the demand-side, there are still many restrictions on improving demand, and the market-oriented adjustment mechanism in the real estate market still needs to be improved. In the future, it is necessary for the policy to continue to introduce powerful measures from both the supply and demand sides to maintain the stable operation of the real estate market under the premise of adhering to the policy of houses are for inhabitation, not for speculation.

In July 2022, the National Development and Reform Commission and the Ministry of Culture and Tourism jointly issued the “National Tourism and Leisure Development Outline (2022-2030)”, which aims to further optimize the tourism and leisure environment, improve the relevant public service system, improve the quality of products and services, enrich the connotation of tourism and leisure and promote the integration of related business forms. According to the “Development Plan for the Tourism Sector during the 14th Five-Year Plan Period (2021-2025)”, announced by the State Council, China will fully enter the era of mass tourism during the “14th Five-Year Plan” period. Building a culturally strong country has clarified the development direction of the tourism industry in China, and the tourism industry also needs to play a more active role in the meantime. To promote the development of a strong culture, it is required to reshape the tourism industry with cultural activities and boost the culture industry with tourism resources, supporting the integration of cultural and tourism sectors. Under such context, strengthening cultural protection, enhancing cultural self-confidence, and inheriting the splendid traditional culture have become the main theme of strengthening the construction of socialist spiritual civilization.

DreamEast will be vigilant to market changes any time, seek breakthroughs, pursue innovation from the crisis, and prepare for the rebirth of the cultural tourism industry.

展望

下半年，預計有利於房地產行業平穩健康發展的政策將繼續出台，房地產市場將逐步企穩恢復，但全年難改下行態勢。中央政府多次表態支持地方政府因城施策穩定房地產市場。但目前部分城市調控政策力度仍保持相對克制。當前房地產調控政策仍存在供給端放鬆不及需求端、改善型需求限制依然較多、房地產市場化調節機制仍有待完善等問題。未來，政策有必要在堅持房住不炒的前提下，繼續從供給和需求兩端推出有力舉措，維持房地產市場平穩運行。

2022年7月，國家發展和改革委員會、文化和旅遊部聯合印發《國民旅遊休閒發展綱要（2022-2030年）》，旨在進一步優化旅遊休閒環境，完善相關公共服務體系，提升產品和服務質量，豐富旅遊休閒內涵，促進相關業態融合。而國務院刊發的《「十四五」旅遊業發展規劃(2021-2025)》明確指出，「十四五」時期，我國將全面進入大眾旅遊時代。建設文化強國為旅遊業明確了發展方向，旅遊業也需要更加主動發揮其作用。推進文化強國建設，要求堅持以文塑旅、以旅彰文，推進文化和旅遊融合發展。在文旅融合的大背景下，加強文化保護、增強文化自信、傳承中華優秀傳統文化成為加強社會主義精神文明建設的主旋律。

夢東方將隨時觀察市場變化，尋找突破點，從危機中來找尋創新點，為文旅產業的破繭重生做好準備。

LIQUIDITY AND FINANCIAL RESOURCES

As at 30 June 2022, the Group had a financial position with net assets value of HK\$35.2 million (31 December 2021: HK\$112.3 million). Net current liabilities amounted to HK\$3,667.2 million (31 December 2021: HK\$3,502.7 million) with current ratio decreasing from approximately 0.58 times at 31 December 2021 to approximately 0.56 times at 30 June 2022. The Group's total current assets as at 30 June 2022 amounted to approximately HK\$4,732.3 million (31 December 2021: approximately HK\$4,926.8 million), which comprised properties under development for sale, completed properties held for sale, inventories, trade receivables, other receivables, deposits and prepayments, amounts due from related companies, other current assets, bank balances and cash. Cash and cash equivalents were mainly denominated in RMB and HK\$. The Group's total current liabilities as at 30 June 2022 amounted to approximately HK\$8,399.6 million (31 December 2021: approximately HK\$8,429.5 million), which comprised trade and other payables and accruals, contract liabilities, amounts due to related companies and a joint venture, lease liabilities, tax payable, bank and other borrowings – within one year and convertible bonds and bonds. Bank and other borrowings were denominated in RMB and HK\$. Bank and other borrowings of HK\$785.6 million were obtained at fixed rate.

As at 30 June 2022, the Group's gearing ratio was approximately 256.1 times (31 December 2021: approximately 80.6 times) based on total liabilities of approximately HK\$9,015.9 million (31 December 2021: approximately HK\$9,047.7 million) and total equity of approximately HK\$35.2 million (31 December 2021: approximately HK\$112.3 million).

On 24 December 2015, the Company issued a five-year term RMB zero coupon convertible bonds due 2020 (the "SkyOcean CB") in an aggregate principal amount of RMB1,500 million to SkyOcean Investment Holdings Limited ("SkyOcean Investment"), the immediate holding company of the Company. As at 31 December 2020, the outstanding principal amount of the SkyOcean CB amounted to RMB450 million (equivalent to approximately HK\$520.6 million). On 28 October 2020, the Company and SkyOcean Investment entered into the deed of amendment, pursuant to which it is agreed that, (i) the maturity date of the outstanding SkyOcean CB shall be extended from 23 December 2020 to 23 December 2025; (ii) the existing conversion price of HK\$6.80 per Share will be adjusted to the revised conversion price of HK\$2.00 per Share; and (iii) the SkyOcean CB shall bear interest from, and including the effective date at the rate of 5% per annum of the outstanding principal amount of the SkyOcean CB, which is payable semi-annually.

流動資金及財務資源

於2022年6月30日，本集團的資產淨值為35.2百萬港元（2021年12月31日：112.3百萬港元），流動負債淨額為3,667.2百萬港元（2021年12月31日：3,502.7百萬港元），流動比率由2021年12月31日之約0.58倍減少至2022年6月30日之約0.56倍。本集團於2022年6月30日之流動資產總值約為4,732.3百萬港元（2021年12月31日：約4,926.8百萬港元），包括發展中待售物業、已竣工待售物業、存貨、貿易應收款項、其他應收款項、按金及預付款項、應收關聯公司款項、其他流動資產、銀行結餘及現金。現金及現金等價物主要以人民幣及港元計值。本集團於2022年6月30日之流動負債總額約8,399.6百萬港元（2021年12月31日：約8,429.5百萬港元），包括貿易及其他應付款項及預提款項、合約負債、應付關聯公司及合營公司款項、租賃負債、應繳稅項、一年期銀行及其他借貸及可換股債券及債券。銀行及其他借貸以人民幣及港元計值。以固定利率取得的銀行及其他借貸為785.6百萬港元。

於2022年6月30日，本集團的資產負債比率約為256.1倍（2021年12月31日：約80.6倍），乃根據總負債約9,015.9百萬港元（2021年12月31日：約9,047.7百萬港元）及總權益約35.2百萬港元（2021年12月31日：約112.3百萬港元）計算。

於2015年12月24日，本公司發行於2020年到期本金總額為人民幣1,500百萬元的五年期人民幣計值零票息之可換股債券（「天洋可換股債券」）予本公司之直接控股公司天洋投資控股有限公司（「天洋投資」）。於2020年12月31日，天洋可換股債券之未償還本金總額為人民幣450百萬元（相等於約520.6百萬港元）。於2020年10月28日，本公司與天洋投資訂立修訂契據，據此雙方協定(i)尚未行使之天洋可換股債券到期日將由2020年12月23日延長至2025年12月23日；(ii)現有換股價每股6.80港元將調整為經修訂換股價每股2.00港元；及(iii)天洋可換股債券將自生效日期（包括該日）起按天洋可換股債券未償還本金額5%的年利率計息，並須每半年支付。

On 12 November 2015 and on 28 June 2016, the Company entered into subscription agreements with Chance Talent Management Limited, an indirect wholly-owned subsidiary of CCB International (Holdings) Limited (the “CCBI Bond Holder”), pursuant to which the CCBI Bond Holder subscribed for bonds (“CCBI Bonds”) in aggregate of HK\$740 million and convertible bonds (“CCBI CB”) of RMB29.5 million (equivalent to HK\$36.0 million), respectively. As at 30 June 2022, the outstanding principal amount of the CCBI Bonds was HK\$501 million (31 December 2021: HK\$501 million) and the balance was matured on 30 June 2021. The outstanding principal amount of the CCBI CB as at 30 June 2022 and 31 December 2021 was Nil. The Company was in the process of negotiation with the CCBI Bond Holder on repayment schedule at the end of the reporting period.

As at the date of this report, the outstanding principal amounts of the CCBI Bonds in the sum of HK\$501 million with interest have not been settled.

GOING CONCERN AND MITIGATION MEASURES

In order to meet its financial obligations as and when they fall due within the next twelve months and improve the Group’s current ratio, the Company has been undertaking a number of measures to improve the Group’s liquidity and financial position, and to remediate certain delayed repayments to financial institutions, which include:

- i. The Group has been actively negotiating with certain financial institutions and identifying various options for financing the Group’s working capital, repayments of the overdue borrowings as well as the commitments in the foreseeable future;
- ii. The Group will seek to accelerate the pre-sales and sales of its properties under development and completed properties. Hengyang DreamEast Resort has resumed construction in the second quarter of 2022, and then will gradually launch pre-sale;
- iii. The Group has been actively consulting with an independent third party to sell 51% of the equity of DreamEast Jiashan, and signed a preliminary cooperation agreement on 3 June 2021. However, its progress has been delayed due to related policy factors. The Vendor and the Purchaser are still in the course of negotiating the terms of the formal sale and purchase agreement.

於2015年11月12日及2016年6月28日，本公司與建銀國際(控股)有限公司之間接全資附屬公司Chance Talent Management Limited(「建銀國際債券持有人」)訂立認購協議，據此，建銀國際債券持有人分別認購合共740百萬港元之債券(「建銀國際債券」)及人民幣29.5百萬元(相等於36.0百萬港元)之可換股債券(「建銀國際可換股債券」)。於2022年6月30日，建銀國際債券之未償還本金額為501百萬港元(2021年12月31日：501百萬港元)，餘額已於2021年6月30日到期。於2022年6月30日及2021年12月31日，建銀國際可換股債券之未償還本金額為零。於報告期末，本公司正在與建銀國際債券持有人磋商還款時間表。

截至本報告日期，建銀國際債券的未償還本金總額為501百萬港元及利息尚未結清。

持續經營和緩解措施

為履行其於未來十二個月內到期的財務責任並提高本集團的流動比率，本公司已積極推行若干措施以改善本集團的流動資金及財務狀況，並補救若干延後向金融機構還款的問題，包括：

- i. 本集團一直與若干金融機構積極進行磋商，並物色本集團於可見將來應付營運資金、償還逾期借貸及承擔的不同方案；
- ii. 本集團將尋求加快預售及銷售其發展中物業及已落成物業。衡陽夢東方旅遊度假區已於2022年第二季度恢復開工建設，並將逐步啟動預售；
- iii. 本集團一直積極與獨立第三方進行磋商，擬出售夢東方·夢幻嘉善的51%股權，並於2021年6月3日簽署初步合作協議。但由於相關政策因素影響，其進展已被推遲。賣方及買方仍在就正式買賣協議的條款進行磋商；

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- iv. The Group has been actively negotiating with a number of financial institutions for renewal and extension of bank borrowings and credit facilities; and
 - v. The Group will continue to take active measures to control administrative costs through various channels, including human resources optimization, management remuneration adjustments and capital expenditures reduction.
- iv. 本集團一直與若干金融機構積極進行磋商，以重續及延長銀行借貸及信貸融資；及
 - v. 本集團將繼續採取積極措施通過不同渠道控制行政成本，包括優化人力資源、調整管理層薪酬及節約資本開支。

CURRENCY AND FINANCIAL RISK MANAGEMENT

With the majority of the Group's businesses transacted in RMB and HK\$, the aforesaid currencies are defined as the functional currency of the Company and some of its subsidiaries respectively. Apart from certain bank balances and cash and bonds denominated in foreign currencies, the Group is not subject to any significant risk from fluctuations in exchange rates. No currency hedging arrangement had been made by the Group during the reporting period. The Group will closely monitor and manage its exposure to fluctuation in foreign exchange rates.

PLEDGE OF ASSETS

As at 30 June 2022, properties under development for sale with carrying amount of approximately HK\$3,454.8 million (31 December 2021: approximately HK\$3,592.3 million), investment properties with carrying amount of approximately HK\$2,520.1 million (31 December 2021: approximately HK\$2,650.0 million), completed properties held for sale with carrying amount of approximately HK\$267.4 million (31 December 2021: approximately HK\$279.5 million), property, plant and equipment with carrying amount of approximately HK\$85.8 million (31 December 2021: approximately HK\$90.7 million) and right-of-use assets with carrying amount of approximately HK\$30.3 million (31 December 2021: approximately HK\$32.4 million) were pledged to certain banks, a financial institution and a related party to secure borrowings obtained from the aforesaid parties.

SIGNIFICANT INVESTMENT HELD

During the six months ended 30 June 2022, the Group held approximately 42% effective equity interests of 天洋地產(唐山)有限公司 (SkyOcean Real Estate (Tangshan) Co., Ltd.***) and 51% equity interests of 天茂文化發展(江陰)有限公司 (TianMao Cultural Development (Jiangyin) Co., Ltd.***). As of 30 June 2022, investment gain in joint ventures has increased significantly due to the major properties have been delivered to the customers during the period. The Company expects that investment in joint ventures will continue to improve in the future.

貨幣及財務風險管理

鑒於本集團大部份業務以人民幣及港元交易，故此上述貨幣分別被界定為本公司及其若干附屬公司各自之功能貨幣。除了若干銀行結餘及現金以及債券以外幣計值外，本集團並無面對任何重大匯率波動風險。於報告期內，本集團並無作出任何貨幣對沖安排。本集團會密切監察及管理其所面對之匯率波動風險。

資產抵押

於2022年6月30日，賬面值約3,454.8百萬港元（2021年12月31日：約3,592.3百萬港元）之發展中待售物業、賬面值約2,520.1百萬港元（2021年12月31日：約2,650.0百萬港元）之投資物業、賬面值約267.4百萬港元（2021年12月31日：約279.5百萬港元）的已竣工待售物業、賬面值約85.8百萬港元（2021年12月31日：約90.7百萬港元）的物業、廠房及設備、賬面值約30.3百萬港元（2021年12月31日：約32.4百萬港元）的使用權資產已抵押予若干銀行、一家金融機構及一個關聯方，作為自上述各方所得之借貸之擔保。

所持重大投資

截至2022年6月30日止6個月，本集團持有天洋地產(唐山)有限公司約42%實際股權及天茂文化發展(江陰)有限公司51%的股權。於2022年6月30日，由於主要的項目物業已經順利交房，因此合營企業投資收益大幅增加。本公司預計合營企業投資未來會持續向好。

MATERIAL ACQUISITION AND DISPOSAL OF SUBSIDIARIES AND ASSOCIATES

During the six months ended 30 June 2022, there were no material acquisitions or disposals of subsidiaries and associates by the Group.

MANAGEMENT AND STAFF

As at 30 June 2022, the total number of employees (including both full time and part time) was approximately 94 (six months ended 30 June 2021: approximately 98). Total staff costs amounted to approximately HK\$7.9 million (six months ended 30 June 2021: approximately HK\$9.2 million). The Group offers competitive remuneration packages, together with discretionary bonuses to its staff, based on industry practices, and individual and Group performances. The Group also offers training courses and continuous education sessions as part of the Group's emphasis on staff training and development.

CONTINGENT LIABILITIES

As at 30 June 2022, the Group guaranteed mortgage loans to purchasers of its properties in the aggregate outstanding principal amount of HK\$141.8 million (31 December 2021: HK\$166.2 million).

LEGAL DISPUTES

As at 30 June 2022, the Group is subjected to legal claims amounted to approximately HK\$4,832.7 million (31 December 2021: approximately HK\$5,014.7 million), mainly in relation to disputes under construction contracts in respect of its various property development projects and defaults of repayment of several bank and other borrowings, which arose during the normal course of business, involving (i) disputes under construction contracts in the amount of approximately HK\$813.0 million (31 December 2021: approximately HK\$779.7 million) in respect of its various property development projects; (ii) defaults of repayment of several bank and other borrowings in the amount of approximately HK\$3,960.8 million (31 December 2021: approximately HK\$4,142.8 million); and (iii) other miscellaneous legal claims in the amount of approximately HK\$58.9 million (31 December 2021: approximately HK\$92.2 million) which arose during the normal course of business.

有關附屬公司及聯營公司之重大收購及出售事項

截至2022年6月30日止6個月，本集團並無進行有關附屬公司及聯營公司之重大收購或出售事項。

管理層及僱員

於2022年6月30日，本集團共有約94名僱員（包括全職及兼職）（截至2021年6月30日止6個月：約98名）。總員工成本約為79百萬元（截至2021年6月30日止6個月：約9.2百萬元）。本集團根據行業慣例、僱員個人表現及本集團之表現為僱員提供具競爭力之薪酬組合及酌情花紅。本集團亦十分重視僱員培訓及發展，為僱員提供培訓課程及持續進修機會。

或然負債

於2022年6月30日，本集團為購買物業之買方提供按揭貸款擔保，未償還本金總額為141.8百萬元（2021年12月31日：166.2百萬元）。

法律糾紛

於2022年6月30日，本集團涉及若干法律申索，金額約為4,832.7百萬元（2021年12月31日：約5,014.7百萬元），內容主要有關其於正常業務過程中的不同物業發展項目的建築合約下的糾紛及償還若干銀行及其他借貸的違約，涉及(i)與其多個物業發展項目有關的約813.0百萬元（2021年12月31日：約779.7百萬元）的建築合約糾紛；(ii)數項銀行及其他借款拖欠償還約3,960.8百萬元（2021年12月31日：約4,142.8百萬元）；及(iii)在正常業務過程中產生的其他雜項法律申索，金額約為58.9百萬元（2021年12月31日：約92.2百萬元）。

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In these legal proceedings, the Group has received court orders to restrict the disposition of certain investment properties, property, plant and equipment, right-of-use assets, properties under development for sale and properties held for sale in an aggregate amount of approximately HK\$6,140.9 million (31 December 2021: approximately HK\$6,408.2 million) and the withdrawal of bank deposits of approximately HK\$9.2 million (31 December 2021: approximately HK\$10.3 million) as at 30 June 2022.

The Company considers that the claims made by the construction contractors are mainly related to construction works that did not meet the required standards and pursuant to the terms of the construction contracts, the Group has the right not to certify those construction works claimed by the contractors. In addition, the Group has already made or is in the process of making counter claims for compensation from the construction contractors for causing delay in delivering of the properties to the customers of the Group.

The management has sought legal advice from the independent legal advisors or internal legal counsel on these matters. As at 30 June 2022, the Group has provided construction cost liabilities due to litigation amounting to approximately HK\$177.5 million (31 December 2021: approximately HK\$192.1 million) in relation to the above mentioned construction contracts under dispute.

At 30 June 2022, other outstanding legal claims that are subjected to legal proceedings and/or appeal amounted to approximately HK\$4,019.6 million (31 December 2021: approximately HK\$4,235.0 million) in aggregate. For legal claims other than disputes under construction contracts, provision for litigation on other claims amounted to approximately HK\$76.0 million (31 December 2021: approximately HK\$84.9 million) has been made in respect of these claims at 30 June 2022. The Company considers that the Group has reasonable ground to defend those legal claims and consider that those legal claims would not result in any material adverse effects on the financial position of the Group.

於該等法律程序中，本集團已接獲法院頒令，對處置於2022年6月30日總值約6,140.9百萬港元（2021年12月31日：約6,408.2百萬港元）的若干投資物業、物業、廠房及設備、使用權資產、發展中待售物業及持作出售物業以及提取約9.2百萬港元（2021年12月31日：約10.3百萬港元）的銀行存款施加限制。

本公司認為，承建商提出的申索主要與不符合規定標準的建築工程有關，而根據建築合約條款，本集團有權拒絕為承建商申索的建築工程作出證明。此外，本集團已作出或正在作出反申索，就導致延遲向本集團最終客戶交付物業向承建商索償。

管理層已就該等事項向獨立法律顧問或內部法律顧問諮詢意見，於2022年6月30日，本集團已就上述建築合約糾紛計提建築成本負債訴訟撥備約177.5百萬港元（2021年12月31日：約192.1百萬港元）。

於2022年6月30日，其他處於法律程序及／或上訴程序下之未了結法律申索總額約4,019.6百萬港元（2021年12月31日：約4,235.0百萬港元）。對於建築合約糾紛以外的法律申訴，於2022年6月30日已就該等申訴計提訴訟撥備約76.0百萬港元（2021年12月31日：約84.9百萬港元）。本公司認為，本集團具有合理的理據就該等法律申索抗辯，且認為該等法律申索不會對本集團財務狀況構成重大不利影響。

Except for the matters disclosed elsewhere in this interim report, the Group has the following litigations with some of its lenders:

(1) 北京天洋基業投資有限公司(BEIJING SKYOCEAN FOUNDATION INVESTMENTS CO., LTD) (“BEIJING SKYOCEAN”)**

On 10 January 2017, Beijing SkyOcean, an indirect wholly-owned subsidiary of the Company entered into a loan agreement with 恒豐銀行股份有限公司北京分行 (Hengfeng Bank Securities Co., Ltd. Beijing Branch**) (“Hengfeng Bank”), pursuant to which Hengfeng Bank granted a term loan in the amount of RMB2,800.0 million (equivalent to approximately HK\$3,327.0 million) to Beijing SkyOcean for a term of 5 years for the purpose of financing the development and construction cost of a parcel of land in Fangshan District, Beijing, the PRC, under the COMB+ project (the “Fangshan Land and CIP”). The Fangshan Land was charged to Hengfeng Bank as one of the securities for the repayment of the loan.

On 28 February 2020, Beijing SkyOcean was informed that all rights under the loan and the relevant securities charged were transferred from Hengfeng Bank to 山東省金融資產管理股份有限公司 (Shandong Financial Assets Management Securities Co., Ltd.***) (“Shandong Assets”).

On 13 August 2020,北京市第二中級人民法院 (Second Intermediate People’s Court of Beijing**) (the “Beijing Court”) issued an enforcement judgment, pursuant to which it made an order that, amongst other things, Shandong Assets has the right to enforce the security of the loan by auctioning or selling the southern zone of Fangshan Land and CIP and entitle to the priority over to the proceeds of the auction, the sale or the rental income generated (as the case may be) (“Enforcement Judgement”).天洋控股集團有限公司(SkyOcean Holdings Group Co., Ltd.**), a company beneficially owned as to 80% by Mr. Zhou Zheng and being one of the guarantors of the loan (the “Guarantor”), applied to the Beijing Court for an order that the Enforcement Judgment should not be enforced, which was rejected by the Beijing Court on 13 November 2020.

除本中期報告別處所披露的事項外，本集團與若干貸款人有下列訴訟：

(1) 北京天洋基業投資有限公司 (「北京天洋」)

於2017年1月10日，本公司的間接全資附屬公司北京天洋與恒豐銀行股份有限公司北京分行 (「恒豐銀行」) 訂立貸款協議，據此，恒豐銀行向北京天洋授出定期貸款人民幣2,800.0百萬元 (相當於約3,327.0百萬港元)，為期五年，用於撥付超級蜂巢項目下之中國北京房山區一幅土地 (「房山土地及在建工程」) 的開發及建築成本。房山土地已抵押予恒豐銀行，作為償還貸款的抵押品之一。

於2020年2月28日，北京天洋獲告知，貸款及相關抵押品下的所有權利已由恒豐銀行轉讓予山東省金融資產管理股份有限公司 (「山東資管」)。

於2020年8月13日，北京市第二中級人民法院 (「北京法院」) 已頒佈執行裁定書，據此，其頒令 (其中包括) 山東資管有權透過拍賣或出售房山土地南區及在建工程強制執行貸款的抵押品，並就拍賣、銷售或出租 (視情況而定) 所得款項享有優先權 (「執行裁定書」)。天洋控股集團有限公司，一間由周政先生實益擁有80%權益之公司並為貸款的擔保人之一 (「擔保人」)，已向北京法院申請頒令禁止強制執行執行裁定書，但於2020年11月13日被北京法院駁回。

Management Discussion and Analysis

管理層討論及分析

In December 2020, Beijing SkyOcean was informed by Shandong Assets that (i) it intended to enforce the security over the southern zone of Fangshan Land and CIP by putting it on an public auction (the "Auction") in satisfaction of the loan (the "Enforcement Action"); and (ii) an application has been made to the Beijing Court for a valuation of the southern zone of Fangshan Land and CIP, which shall be relied upon by Shandong Assets as the base price of the Auction. Based on the valuation report dated 2 December 2020 prepared by an independent valuer employed by the Beijing Court, the valuation of the southern zone of Fangshan Land and CIP as at 23 October 2020 was approximately RMB2,798.7 million (equivalent to approximately HK\$3,325.3 million) (the "Valuation").

On 31 December 2020, Beijing SkyOcean was in default of an outstanding principal of approximately RMB2,510 million (equivalent to approximately HK\$2,982.3 million) and the accrued interest of approximately RMB213.7 million (equivalent to approximately HK\$254.0 million).

On 13 January 2021, the Guarantor filed an application to the Beijing Court to object to the Valuation (the "Application"), and as informed by the Beijing Court in early March 2021, the Beijing Court has appointed 北京房地產估價師和土地估價師與不動產登記代理人協會 (Beijing Real Estate Valuer and Land Valuer and Immovable Asset Registration Agency Association**) to provide a professional technical assessment (the "Assessment") on the merit of the Application.

The result of the Assessment was released on 30 March 2021 and concluded that the Application was without merit. On 15 April 2021, the Beijing Court issued a notice to Beijing SkyOcean that the Auction for southern zone of Fangshan Land was scheduled to take place at 阿里巴巴司法拍賣網絡平台 (Alibaba Judicial Auction Network Platform**) ("Platform") of the Beijing Court from 27 May 2021 to 28 May 2021.

Based on the information disclosed on the Platform after the close of the Auction on 28 May 2021, no bid was received for the southern zone of Fangshan Land and CIP and the Auction was unsuccessful.

於2020年12月，北京天洋獲山東資管告知，(i)其有意透過公開拍賣(「拍賣」)房山土地南區及在建工程強制執行該土地的抵押，作為貸款的補償(「強制執行行動」)；及(ii)已向北京法院申請取得房山土地南區及在建工程的估值，作為山東資管釐定拍賣底價的依據。根據由北京法院委任獨立估值師所編製日期為2020年12月2日的估值報告，房山土地南區及在建工程於2020年10月23日的估值約為人民幣2,798.7百萬元(相當於約3,325.3百萬港元)(「估值」)。

於2020年12月31日，北京天洋拖欠未償還本金約人民幣2,510百萬元(相當於約2,982.3百萬港元)及應計利息約人民幣213.7百萬元(相當於約254.0百萬港元)。

於2021年1月13日，擔保人向北京法院申請反對估值(「申請」)，並於2021年3月初獲北京法院告知，北京法院已委任北京房地產估價師和土地估價師與不動產登記代理人協會就申請依據提供專業技術評審工作(「評審」)。

評估結果已於2021年3月30日公佈，結論是該申請並無依據。於2021年4月15日，北京法院向北京天洋發出通知，房山土地南區的拍賣定於2021年5月27日至2021年5月28日在北京法院的阿里巴巴司法拍賣網絡平台(「平台」)進行。

根據平台在2021年5月28日拍賣結束後所披露的信息，房山土地南區及在建工程均未收到投標，拍賣未成功。

According to legal procedures, the case was automatically entered into the sell-off process after unsuccessful auction. The sell-off process of southern zone of Fangshan Land and CIP took place at the Platform from 30 July 2021 to 28 September 2021.

Based on the information disclosed on the Platform after the close of the sell-off process on 28 September 2021, no bid was received for the southern zone of Fangshan Land and CIP and the sell-off process was unsuccessful.

On 13 December 2021, the Beijing Court issued another notice to Beijing SkyOcean that another auction for central zone of Fangshan Land is scheduled to take place at the Platform on 30 December 2021.

Based on the information disclosed on the Platform after the close of the auction on 30 December 2021, no bid was received for the central zone of Fangshan Land.

As at 30 June 2022, fair value of the Fangshan Land and CIP was (classified as properties under development for sale) amounted to approximately HK\$2,635 million.

The Company is in the process of obtaining a new loan from an independent financial institution for repayment to Shangdong Assets and nothing is concluded up to the date of approval of these condensed consolidated financial statements.

(2) **湖南夢東方文化發展有限公司 (HUNAN DREAMEAST CULTURAL DEVELOPMENT CO., LTD.**)** (“HUNAN DREAMEAST”)

On 15 May 2018, Hunan DreamEast, an indirect wholly-owned subsidiary of the Company entered into a loan agreement with 北京銀行股份有限公司長沙分行 (Bank of Beijing Co., Ltd. Changsha Branch**) (“Bank of Beijing”), pursuant to which Bank of Beijing granted a 5-years term loan in the amount of approximately RMB320.0 million (equivalent to approximately HK\$364.8 million) to Hunan DreamEast for the purpose of financing the development and construction cost of a parcel of land in Hengyang, the PRC, under the Hengnan Project (the “Hengyang Land”).

根據法定程序，該案件於流拍後自動進入變賣程序。房山土地南區及在建工程於2021年7月30日至2021年9月28日在平台上進行變賣。

根據平台在2021年9月28日變賣結束後所披露的信息，房山土地南區及在建工程均未收到投標，變賣未成功。

於2021年12月13日，北京法院向北京天洋發出另一份通知，定於2021年12月30日在平台上舉行另一場房山土地中區的拍賣。

根據平台在2021年12月30日拍賣結束後所披露的信息，房山土地中區未收到任何投標。

截至2022年6月30日，房山土地及在建工程（分類為發展中待售物業）的公允價值約為2,635百萬港元。

本公司正在向一家獨立金融機構獲取新貸款以向山東資管還款，而截至本簡明合併財務報表批准之日，尚未達成任何結論。

(2) **湖南夢東方文化發展有限公司**
（「湖南夢東方」）

於2018年5月15日，本公司的間接全資附屬公司湖南夢東方與北京銀行股份有限公司長沙分行（「北京銀行」）訂立貸款協議，據此，北京銀行向湖南夢東方授出定期貸款約人民幣320.0百萬元（相當於約364.8百萬港元），為期五年，用於撥付衡南項目於中國衡陽一幅土地（「衡陽土地」）的開發及建築成本。

Management Discussion and Analysis

管理層討論及分析

Hunan DreamEast was in default of an outstanding principal of approximately RMB263.1 million (equivalent to approximately HK\$312.6 million) in 2020. Without notice to Hunan DreamEast, Bank of Beijing filed a civil claim of approximately RMB263.1 million against Hunan DreamEast with 湖南省長沙市中級人民法院 (Intermediate People's Court of Changsha, Hunan Province**) on 17 November 2020. Hunan DreamEast is in the process of negotiation with Bank of Beijing on revising the repayment schedule and nothing is concluded up to the date of approval of these condensed consolidated financial statements.

EVENTS AFTER THE REPORTING PERIOD

There were no important events affecting the Group since the end of the reporting period and up to the date of this interim report.

INTERIM DIVIDEND

The Board resolved not to declare any interim dividend for the six months ended 30 June 2022 (six months ended 30 June 2021: Nil).

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

Neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the listed securities of the Company during the six months ended 30 June 2022.

於2020年，湖南夢東方拖欠未償還本金約人民幣263.1百萬元（相當於約312.6百萬港元）。未向湖南夢東方發出通知的情況下，北京銀行於2020年11月17日向湖南省長沙市中級人民法院提出民事申索，向湖南夢東方索償人民幣263.1百萬元。湖南夢東方正與北京銀行磋商修改還款計劃，而截至本簡明合併財務報表批准之日，尚未達成任何結論。

報告期後事項

自報告期結束後起直至本中期報告日期，概無影響本集團的重大事項。

中期股息

董事會已議決不會就截至2022年6月30日止6個月宣派任何中期股息（截至2021年6月30日止6個月：無）。

購買、出售或贖回上市證券

於截至2022年6月30日止6個月內，本公司及其任何附屬公司概無購買、出售或贖回本公司之任何上市證券。

Investor Relations Report

投資者關係報告

The Company attached great importance to communications with investors, financial institutions, the media and other stakeholders in order to establish a more efficient communication channel between the Company and the capital market. The investor relations department has maintained effective mutual communication and close relationships with investors, financial institutions and media through various channels such as the publication of annual report and interim report, press release, corporate newsletter and announcement, as well as the website of the Company. We believe that effective investor relations will help reduce financial costs and improve the liquidity of the shares of the Company, leading to a more solid shareholder base. The Company therefore undertakes to maintain high transparency and to release the financial and operation conditions and the latest news to the market promptly and accurately in compliance with the principle of “accurate, timely, and transparent” information disclosure. The Company strives to make the market have a deep understanding of the Company and maintain high corporate transparency in order to create maximum value for shareholders and other stakeholders.

本公司極為重視與投資者、金融機構、媒體及其他利益相關人士的溝通，致力於為本公司和資本市場之間搭建更為高效的溝通橋樑。投資者關係部門通過多種渠道，包括刊發年度報告及中期報告、發放新聞稿、企業通訊及公告和公司網站等，以保持與投資者、金融機構、媒體的有效雙向溝通及緊密聯繫。公司相信有效的投資者關係有助降低融資成本，改善本公司股份的市場流動性，並建立更穩固的股東基礎。因此，本公司承諾保持公司高透明度及遵循「準確、及時、透明」的資訊披露原則，適時準確地向市場傳達本公司的財務、經營狀況以及最新消息。本公司致力深化市場對本公司的了解，及保持企業高透明度，從而為股東及持份者創造最大價值。

SHARE PERFORMANCE

股價表現

For the 6 months period
ended 30 June 2022

截至2022年6月30日止6個月內

Highest
最高

Lowest
最低

The Company's share
price per share (HK\$)

本公司每股股價 (港元)

1.350

0.600

SHARE PERFORMANCE DURING THE 6 MONTHS PERIOD ENDED 30 JUNE 2022 (3 JANUARY 2022 TO 30 JUNE 2022)

As at 30 June 2022, the Company had a total of 285,490,845 Shares and the market price per Share was HK\$1.01. Based on the closing price as at 30 June 2022, the market capitalisation of the Company amounted to approximately HK\$288 million.

截至2022年6月30日止6個月內股 價表現 (2022年1月3日至2022年6月 30日)

於2022年6月30日，本公司總股數為285,490,845股，每股市場價格為1.01港元。以2022年6月30日的收市價格計算，本公司的市值為約288百萬港元。

The investor relations department will continue to enhance the quality of communication with investors and maintain corporate transparency. To ensure easy access to the Company's updated information, all of our published information including announcements, interim and annual reports and press releases, are posted on the Company's website www.dreameast.com in a timely manner. Interested parties can also make enquiries by contacting the investor relations department (email: investor.inquiry@dreameast.com).

本公司的投資者關係部門將繼續加強和提升與投資者的聯絡及溝通質量，並且保持公司的透明度。為確保容易獲得本公司的最新資訊，所有本公司刊發的資料包括公告、中期及年度報告及新聞稿均會及時上載至本公司網頁 www.dreameast.com。有興趣人士亦可聯絡投資者關係部 (電郵: investor.inquiry@dreameast.com) 查詢。

Other Information 其他資料

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

As at 30 June 2022, the interests and short positions of the Directors and chief executive of the Company in the Shares, underlying Shares and debentures of the Company or its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the "SFO")), as recorded in the register required to be kept by the Company pursuant to section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO or pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") contained in Appendix 10 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules"), were as follows or as disclosed under the section headed "Share Option Scheme" below:

董事及最高行政人員於股份、相關股份及債券之權益及淡倉

於2022年6月30日，本公司董事及最高行政人員於本公司或其任何相聯法團（定義見香港法例第571章證券及期貨條例（「證券及期貨條例」）第XV部）的股份、相關股份及債券中擁有本公司根據證券及期貨條例第352條須予備存的登記冊所記錄的權益及淡倉；或根據證券及期貨條例第XV部第7及8分部或根據香港聯合交易所有限公司證券上市規則（「上市規則」）附錄十所載的上市發行人董事進行證券交易的標準守則（「標準守則」）須知會本公司及聯交所的權益及淡倉如下或如下文「購股權計劃」一節所披露：

Name of Director 董事姓名	Nature of interests 權益性質	Number of shares and underlying shares held 持有股份及相關股份數目	Approximate % of the relevant issued share capital 佔有關已發行股本之概約百分比
Yang Lei 楊蕾	Beneficial owner (Note 1) 受益擁有人 (附註1)	205,790	0.07%
Meng Xiaosu 孟曉蘇	Beneficial owner (Note 1) 受益擁有人 (附註1)	61,737	0.02%
Yang Buting 楊步亭	Beneficial owner (Note 1) 受益擁有人 (附註1)	61,737	0.02%
Zhao Daxin 趙大新	Beneficial owner (Note 1) 受益擁有人 (附註1)	61,737	0.02%

Notes:

1. These interests in shares and underlying shares of the Company are held pursuant to the share options granted under the Share Option Scheme.
2. All interests stated above represent long position.

附註：

1. 於本公司股份及相關股份的該等權益乃按根據購股權計劃授出的購股權持有。
2. 所有上述權益指好倉。

SHARE OPTION SCHEME

The Company adopted a share option scheme on 29 November 2018.

On 11 December 2018, 4,928,676 share options with exercise price of HK\$8.18 per share are granted to certain directors and employees. These share options are with vesting periods from 11 December 2018 to 10 December 2022 and were exercisable in 4 tranches of 25% each, from 11 December 2019, 2020, 2021, 2022 to 29 November 2028.

During the period from 1 January 2022 to 30 June 2022, the changes in share options granted by the Company under the Share Option Scheme are as follows:

購股權計劃

本公司於2018年11月29日採納一項購股權計劃。

4,928,676份購股權(行使價為每股8.18港元)於2018年12月11日授予若干董事及僱員。該等購股權之歸屬期為2018年12月11日至2022年12月10日,分為四批,每批25%,於2019年、2020年、2021年及2022年12月11日至2028年11月29日行使。

自2022年1月1日至2022年6月30日止期間,本公司根據購股權計劃授出的購股權變動如下:

			Granted during the six months ended 30 June 2022 截至 2022年 6月30日 止六個月內 授出	Exercised during the six months ended 30 June 2022 截至 2022年 6月30日 止六個月內 行使	Cancelled/ lapsed during the six months ended 30 June 2022 截至 2022年 6月30日 止六個月內 註銷/失效	30 June 2022
Date of grant	Exercise price	1 January 2022				30 June 2022
授出日期	行使價 HK\$ 港元	2022年 1月1日				2022年 6月30日
Directors 董事						
Mr. Yang Lei 楊蕾先生	11 December 2018 2018年12月11日	8.18	205,790	-	-	205,790
Dr. Meng Xiaosu 孟曉蘇博士	11 December 2018 2018年12月11日	8.18	61,737	-	-	61,737
Mr. Yang Buting 楊步亭先生	11 December 2018 2018年12月11日	8.18	61,737	-	-	61,737
Mr. Zhao Daxin 趙大新先生	11 December 2018 2018年12月11日	8.18	61,737	-	-	61,737
			391,001	-	-	391,001
Other Eligible Participants 其他合資格參與人	11 December 2018 2018年12月11日	8.18	1,070,109	-	(205,790)	864,319
			1,461,110	-	(205,790)	1,255,320

Other Information

其他資料

DIRECTORS' INTERESTS IN COMPETING BUSINESS

None of the Directors is or was interested in any business that competes or competed or is or was likely to compete, either directly or indirectly, with the Group's business at any time during the period ended 30 June 2022 and as at the date of this report.

DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS AND CONTRACTS OF SIGNIFICANCE

No transactions, arrangements or contracts of significance to which the Company, its holding company, or any of its subsidiaries or fellow subsidiaries was a party and in which the Directors had a material interest, whether directly or indirectly, subsisted at the end of the reporting period or at any time during the reporting period.

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

At 30 June 2022, the following Shareholders had interests in the shares and underlying shares of the Company as recorded in the register required to be kept under Section 336 of the SFO:

董事在構成競爭業務中之權益

於截至2022年6月30日止期間內任何時間及於本報告刊發日期，董事目前或過去概無在與本集團業務構成或可能構成直接或間接競爭的業務中擁有任何權益。

董事在重大交易、安排及合約中之權益

於報告期間結束時或於報告期間內任何時間，本公司、其控股公司或其任何附屬公司或同系附屬公司並無訂立董事直接或間接擁有重大權益之任何重大交易、安排及合約。

主要股東及其他人士於股份及相關股份之權益及淡倉

於2022年6月30日，根據證券及期貨條例第336條規定所存置之登記冊所載，擁有本公司股份及相關股份權益之股東如下：

Name of shareholders	Nature of interests	Number of shares and underlying shares held	Approximate % of the relevant issued share capital (based on 285,490,845 issued Shares as at 30 June 2022) 佔有關已發行股本之概約百分比 (以2022年6月30日已發行股份為285,490,845股為基準)	Note
股東名稱	權益性質	持有股份及相關股份數目		附註
Knowledge Silicon Valley Limited 知識矽谷有限公司	Interest of controlled corporation 受控制法團之權益	465,487,480	163.05%	1 and 5
Sheng Bang Holdings Limited ("Sheng Bang") 勝邦控股有限公司 ("勝邦")	Interest of controlled corporation 受控制法團之權益	465,487,480	163.05%	1 and 5
Zhou Zheng 周政	Interest of controlled corporation 受控制法團之權益	465,487,480	163.05%	1 and 5

Name of shareholders	Nature of interests	Number of shares and underlying shares held	Approximate % of the relevant issued share capital (based on 285,490,845 issued Shares as at 30 June 2022)	Note
股東名稱	權益性質	持有股份及相關股份數目	佔有關已發行股本之概約百分比 (以2022年6月30日已發行股份為285,490,845股為基準)	附註
China Construction Bank Corporation 中國建設銀行股份有限公司	Person having a security interest in shares 擁有股份抵押權益的人士	489,240,917	171.37%	2, 3, 4 and 5
Central Huijin Investment Ltd. 中央匯金投資有限公司	Person having a security interest in shares 擁有股份抵押權益的人士	489,240,917	171.37%	2, 3, 4 and 5
Lai Kar Yan (in the capacity of joint and several receiver) 黎嘉恩 (以共同及個別接管人身份)	Receiver appointed by Chance Talent Management Limited 由Chance Talent Management Limited委任的接管人	489,240,917	171.37%	2, 3, 4 and 5
Yeung Lui Ming (in the capacity of joint and several receiver) 楊磊明 (以共同及個別接管人身份)	Receiver appointed by Chance Talent Management Limited 由Chance Talent Management Limited委任的接管人	489,240,917	171.37%	2, 3, 4 and 5

Notes:

- This includes interest in (i) 205,182,287 shares of the Company, and (ii) convertible bonds (upon exercise if the conversion rights attached to which, 260,305,193 shares will be allotted and issued by the Company) of the Company held by SkyOcean Investment, a wholly-owned subsidiary of Knowledge Silicon Valley Limited. Knowledge Silicon Valley Limited was owned as to 80% by Sheng Bang, which in turns was wholly-owned by Mr. Zhou Zheng. By virtue of the SFO, each of Mr. Zhou Zheng, Sheng Bang and Knowledge Silicon Valley Limited was deemed to be interested in the shares and underlying shares owned by SkyOcean Investment.
- This includes the Charged Existing CB in the aggregate principal amount of RMB450,000,000 (details as disclosed below). The Receivers considered the exchange rate to be RMB0.79209 to HK\$1, meaning that the aggregate principal amount was HK\$568,117,259. Upon full conversion of the Charged Existing CB at the conversion price of HK\$2, 284,058,630 Shares will be issued by the Company.
- This includes security interests held by Chance Talent Management Limited, an indirect wholly-owned subsidiary of China Construction Bank Corporation. China Construction Bank Corporation in turn is owned as to 57.11% by Central Huijin Investment Ltd.

附註：

- 該權益包括天洋投資(為知識矽谷有限公司之全資附屬公司)持有之(i)本公司205,182,287股股份,及(ii)本公司可換股債券(於隨附換股權獲行使時,本公司將配發及發行260,305,193股股份)。知識矽谷有限公司由勝邦(由周政先生全資擁有)擁有80%之權益。根據證券及期貨條例,周政先生、勝邦及知識矽谷有限公司各自被視為於天洋投資擁有之股份及相關股份中擁有權益。
- 該權益包括本金總額為人民幣450,000,000元的已押記現有可換股債券(詳情於以下披露)。接管人以0.79209人民幣兌1港元為基準計算,本金總額即為568,117,259港元。於已押記現有可換股債券全數以2港元換股價被行使時,本公司將發行284,058,630股股份。
- 該權益包括中國建設銀行股份有限公司的間接全資子公司Chance Talent Management Limited所持有的抵押權益。中國建設銀行股份有限公司由中央匯金投資有限公司持有57.11%的股份。

Other Information

其他資料

4. On 15 November 2021, Mr. Lai Kar Yan and Mr. Yeung Lui Ming of Deloitte Touche Tohmatsu were appointed as joint and several receivers over the charged assets which include:
- (i) 205,182,287 Shares (equivalent to approximately 71.87% of the total number of issued Shares of the Company) owned by SkyOcean Investment, and which are charged by SkyOcean Investment in favour of the Subscriber pursuant to the 2015 Share Charge and the 2019 Share Charge (as amended by the 2020 Supplemental Deed to Share Charge); and
 - (ii) the Charged Existing CB in the aggregate principal amount of RMB450,000,000, which are charged by SkyOcean Investment in favour of the Subscriber pursuant to the 2016 Charge over Existing CB and the 2019 Charge over Existing CB (as amended by the 2020 Supplemental Deed to Charge over Existing CB). Details were set out in the announcement of the Company dated 30 November 2021.
5. All interests states above represent long positions.
4. 於2021年11月15日，德勤•關黃陳方會計師行的黎嘉恩先生及楊磊明先生由認購人委任為已押記資產的共同及個別接管人，該等資產包括：
- (i) 天洋投資擁有並被天洋投資根據二零一五年股份押記及二零一九年股份押記（經二零二零年股份押記之補充契據所修訂）以認購人為受益人押記的205,182,287股股份（相當於本公司已發行股份總數約71.87%）；及
 - (ii) 天洋投資根據二零一六年現有可換股債券之押記及二零一九年現有可換股債券之押記（經二零二零年現有可換股債券之押記之補充契據所修訂）以認購人為受益人押記的本金總額為人民幣450,000,000元的已押記現有可換股債券。詳情載於本公司2021年11月30日的公佈。
5. 所有上述權益指好倉。

SPECIFIC PERFORMANCE OF CONTROLLING SHAREHOLDERS UNDER RULE 13.18 OF THE LISTING RULES

The Group entered into subscription agreements containing covenants relating to specific performance of the controlling shareholders of the Company which were subject to announcement disclosure under Rule 13.18 of the Listing Rules and requirements of disclosure in this interim report under Rule 13.21 of the Listing Rules, the details of which are set out below:

Pursuant to the terms and conditions of the Convertible Bonds I and the Bonds I and II, at all times throughout the terms of the Convertible Bonds I and the Bonds I and II, (a) the controlling shareholders, namely SkyOcean Investment and Mr. Zhou Zheng, shall maintain an aggregate beneficial ownership (directly or indirectly) of not less than 51% in the issued share capital of the Company on a Fully-Diluted Basis; (b) SkyOcean Investment shall not (i) exercise any of its rights to convert all or any portion of the Charged Convertible Bonds II into Shares; and (ii) amend any terms or conditions of the Convertible Bonds II Sale and Purchase Agreement, the Convertible Bonds II Terms and Conditions, the Uncharged Convertible Bonds II Terms and Conditions and the Charged Convertible Bonds II Terms and Conditions. A breach of such covenants constitutes an Event of Default.

控股股東根據上市規則第13.18條須履行之特定責任

本集團已就本公司控股股東根據上市規則第13.18條受公告披露規定及根據上市規則第13.21條於本中期報告披露有關須履行之特定責任之規定，訂立附帶契諾之認購協議，其詳情載列如下：

根據可換股債券I以及債券I及債券II之條款及條件，於可換股債券I以及債券I及債券II之整個年期內任何時間，(a)控股股東（即天洋投資及周政先生）須一直維持直接或間接實益擁有合共不少於本公司按全面攤薄基準之已發行股本之51%；(b)天洋投資不得(i)行使其任何權利將全部或任何部分已押記可換股債券II轉換為股份；及(ii)修改可換股債券II買賣協議、可換股債券II條款及條件、未押記可換股債券II條款及條件及已押記可換股債券II條款及條件之任何條款或條件。違反有關契諾即構成違約事件。

As at the date of this interim report, (a) SkyOcean Investment and Mr. Zhou Zheng beneficially owns approximately 71.87% of the issued share capital of the Company; (b) SkyOcean Investment has not (i) exercised any of its rights to convert all or any portion of the Charged Convertible Bonds II into Shares; and (ii) amended any terms or conditions of the Convertible Bonds II Sale and Purchase Agreement, the Convertible Bonds II Terms and Conditions, the Uncharged Convertible Bonds II Terms and Conditions and the Charged Convertible Bonds II Terms and Conditions.

CORPORATE GOVERNANCE AND OTHER INFORMATION

CHANGES IN DIRECTORS' INFORMATION

Changes of information of Directors which are required to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules since the date of the 2021 Annual Report are set out below:

Dr. Chen Guanglei, Independent Non-executive Director of the Company, has resigned as an independent non-executive director of Zhengzhou Qianweiyangchu Food Co., Ltd (a company listed on the Shenzhen Stock Exchange, stock code 001215) since June 2022.

COMPLIANCE WITH THE CORPORATE GOVERNANCE CODE

During the six months ended 30 June 2022, the Company has applied the principles of, and complied with, the applicable code provisions of the Corporate Governance Code ("CG Code") contained in Appendix 14 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, except for certain deviations which are summarised below:

CODE PROVISIONS E.1.2, D.3.3 AND C.1.8

Code Provisions E.1.2 and D.3.3 of the CG Code stipulate that the terms of reference of the remuneration committee and audit committee should include, as a minimum, those specific duties as set out in the respective code provisions.

於本中期報告日期，(a)天洋投資及周政先生實益擁有本公司已發行股本約71.87%；(b)天洋投資並無(i)行使其任何權利將全部或任何部分已押記可換股債券II轉換為股份；及(ii)修改可換股債券II買賣協議、可換股債券II條款及條件、未押記可換股債券II條款及條件及已押記可換股債券II條款及條件之任何條款或條件。

企業管治及其他資料

董事資料變動

自2021年年報報告日期起，根據上市規則第13.51B(1)條須予披露的董事資料變動載列如下：

本公司獨立非執行董事陳廣壘博士自2022年6月起辭任鄭州千味央廚食品股份有限公司（一家於深圳證券交易所上市的公司，股份代號001215）之獨立非執行董事。

企業管治守則之遵守

於截至2022年6月30日止6個月，除下列概述之若干偏離行為外，本公司已應用及一直遵守香港聯合交易所有限公司證券上市規則附錄十四所載之企業管治守則（「企業管治守則」）之原則及適用守則條文：

守則條文E.1.2、D.3.3及C.1.8

企業管治守則之守則條文E.1.2及D.3.3規定薪酬委員會及審核委員會之職權範圍應最低限度包括相關守則條文所載之特定職責。

Other Information

其他資料

The terms of reference of the remuneration committee ("Remuneration Committee") adopted by the Company are in compliance with Code Provision E.1.2 of the CG Code except that the Remuneration Committee shall make recommendations to the Board on the remuneration packages of the Executive Directors only and not senior management (as opposed to Executive Directors and senior management under the code provision).

The terms of reference of the Audit Committee adopted by the Company are in compliance with Code Provision D.3.3 of the CG Code except that the Audit Committee (i) shall recommend (as opposed to implement under the code provision) the policy on the engagement of the external auditors to supply non-audit services; (ii) only possesses the effective ability to scrutinise (as opposed to ensure under the code provision) whether management has performed its duty to have an effective internal control system; and (iii) can promote (as opposed to ensure under the code provision) the co-ordination between the internal and external auditors, and check (as opposed to ensure under the code provision) whether the internal audit function is adequately resourced.

Further details of the reasons for relevant deviations of the terms of reference were set out in the Corporate Governance Report contained in the Company's Annual Report for the financial year ended 31 December 2021. The Board considers that the Remuneration Committee and the Audit Committee should continue to operate according to the relevant terms of reference as adopted and amended by the Company. The Board will review the terms at least annually and make appropriate changes if considered necessary.

Code provision C.1.8 of the CG Code stipulates that the Company should arrange appropriate insurance cover in respect of legal action against the Directors. However, the Company was unable to obtain a favorable quotation on the directors and officers ("D&O") liability insurance policy from the insurers in light of the existing operating cash flow of the Company. The Board will consider the terms and conditions of any new D&O liability insurance cover that are offered by the insurers from time to time and within the budget of the Company.

本公司已採納之薪酬委員會(「薪酬委員會」)職權範圍符合企業管治守則之守則條文E.1.2之規定，惟薪酬委員會僅會就執行董事(不包括高級管理人員)(而非守則條文所述之執行董事及高級管理人員)之薪酬待遇向董事會提出建議除外。

本公司已採納之審核委員會職權範圍符合企業管治守則之守則條文D.3.3之規定，惟審核委員會(i)應就委聘外聘核數師提供非核數服務之政策作出建議(而非守則條文所述之執行)；(ii)僅具備有效能力監察(而非守則條文所述之確保)管理層是否已履行其職責建立有效之內部監控系統；及(iii)能促進(而非守則條文所述之確保)內部及外聘核數師的協作，並檢查(而非守則條文所述之確保)內部核數職能是否獲得足夠資源。

有關上述職權範圍偏離行為之理由之進一步詳情已載於本公司截至2021年12月31日止財政年度年報之企業管治報告內。董事會認為薪酬委員會及審核委員會應繼續根據本公司採納及修訂之相關職權範圍運作。董事會將最少每年檢討該等職權範圍一次，並在其認為需要時作出適當更改。

企業管治守則之守則條文C.1.8規定發行人應就其董事可能會面對的法律行動作適當的投保安排。然而，鑒於本公司當前的經營現金流，本公司未能就董事及高級職員(「D&O」)責任保險自保險公司獲得合適的報價。董事會將會在本公司預算範圍內考慮不時由保險公司提供的任何新D&O責任保險的條款及條件。

CODE OF CONDUCT REGARDING SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code as set out in Appendix 10 of the Listing Rules to govern securities transactions by the Directors. Further to the specific enquiries made by the Company to Directors, they have confirmed that they have fully complied with the required standard as set out in the Model Code throughout the period from 1 January 2022 to 30 June 2022.

AUDIT COMMITTEE REVIEW

The Audit Committee has reviewed the unaudited interim condensed consolidated financial statements for the six months ended 30 June 2022 and the corresponding accounting principles and practices adopted by the Group.

COMPLIANCE WITH LAWS AND REGULATIONS

Compliance procedures are in place to ensure adherence to applicable laws, rules and regulations in particular, those have significant impact on the Group. The Audit Committee is delegated by the Board to monitor the Group's policies and practices on compliance with legal and regulatory requirements and such policies are regularly reviewed. Any changes in the applicable laws, rules and regulations are brought to the attention of relevant employees and relevant operation units from time to time.

As far as the Company is aware, the Group has complied in material respects with the relevant laws and regulations which have a significant impact on the business and operations of the Company during the six months ended 30 June 2022.

On behalf of the Board

DreamEast Group Limited

Zhou Jin

Chairman and Executive Director

Hong Kong, 30 August 2022

董事進行證券交易之行為守則

本公司已採納上市規則附錄十所載的標準守則以規範董事的證券交易。經本公司向董事作出特定查詢後，所有董事均確認彼於2022年1月1日至2022年6月30日期間已全面遵守標準守則所載之規定標準。

審核委員會之審閱

審核委員會已審閱截至2022年6月30日止6個月之未經審核中期簡明合併財務報表及本集團採納的相應會計準則及常規。

遵守法律法規

本集團已制定合規程序，確保遵守適用法律、規則及法規，尤其是對本集團有重大影響者。董事會已委派審核委員會監察有關本集團遵守法律及監管規定之政策及常規，並定期審閱相關政策。相關僱員及相關運營單位均不時獲悉適用法律、規則及法規之任何變動。

據本公司所知，本集團於截至2022年6月30日止6個月內已在各重要方面遵守對本公司之業務及營運有重大影響之相關法律及法規。

代表董事會

夢東方集團有限公司

周金

主席及執行董事

香港，2022年8月30日

Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income

簡明合併損益及其他綜合收益表

For the six months ended 30 June 2022 截至2022年6月30日止6個月

		Six months ended 截至下列日期止6個月	
		30.6.2022 2022年 6月30日 HK\$'000 千港元 (Unaudited) (未經審核)	30.6.2021 2021年 6月30日 HK\$'000 千港元 (Unaudited) (未經審核)
		NOTES 附註	
Revenue	收入	4	
Sales of properties	物業銷售		–
Rental income	租金收入		31,352
Tourism park operations and other services	旅遊樂園營運及其他服務		2,361
			1,259
			6,786
			37,098
Cost of sales and services	銷售及服務成本		(3,944)
			(34,321)
Gross profit	毛利		2,842
Other gains and losses	其他收益及虧損	6	(4,873)
Other income	其他收入		2,777
Share of results of joint ventures	分佔合營企業業績	14	(4,873)
Fair value changes of investment properties	投資物業公允價值變動	13	206
Selling expenses	銷售費用		6,931
Administrative expenses	行政費用		(17,507)
Finance costs	財務費用	7	(871)
			(2,199)
			(12,038)
			(299,261)
			(260,945)
Loss before tax	除稅前虧損	8	(32,588)
Income tax credit	所得稅抵免	9	(451,804)
			4,377
			3,418
Loss for the period	期內虧損		(28,211)
			(448,386)
Other comprehensive (loss) gain:	其他綜合(虧損)收益:		
Item that may be reclassified to profit or loss:	或會重新分類至損益之項目:		
Exchange differences on translation of foreign operations	換算海外業務產生之匯兌差額		(2,574)
Share of other comprehensive (loss) income of joint ventures	分佔合營企業其他綜合(虧損)收益		3,713
			(67,648)
			13,840
			(70,222)
			17,553
Item that will not be reclassified subsequently to profit or loss:	其後不會重新分類至損益之項目:		
Exchange differences on translation to presentation currency	換算為呈列貨幣產生之匯兌差額		21,143
			(5,814)
Other comprehensive (loss) gain for the period	期內其他綜合(虧損)收益		(49,079)
			11,739

Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income
簡明合併損益及其他綜合收益表

For the six months ended 30 June 2022 截至2022年6月30日止6個月

		Six months ended 截至下列日期止6個月	
		30.6.2022 2022年 6月30日 HK\$'000 千港元 (Unaudited) (未經審核)	30.6.2021 2021年 6月30日 HK\$'000 千港元 (Unaudited) (未經審核)
		NOTES 附註	
Total comprehensive loss for the period	期內綜合虧損總額		
		(77,290)	(436,647)
Loss for the period attributable to:	歸屬於下列各項之期內虧損：		
Owners of the Company	本公司擁有人	(18,728)	(444,802)
Non-controlling interests	非控制性權益	(9,483)	(3,584)
		(28,211)	(448,386)
Total comprehensive loss for the period attributable to:	歸屬於下列各項之期內綜合虧損總額：		
Owners of the Company	本公司擁有人	(60,614)	(434,456)
Non-controlling interests	非控制性權益	(16,676)	(2,191)
		(77,290)	(436,647)
Loss per share:	每股虧損：	11	
- Basic	- 基本		HK\$(1.5580)港元
- Diluted	- 攤薄		HK\$(1.5580)港元
			HK\$0.0656港元
			HK\$0.0656港元

Condensed Consolidated Statement of Financial Position

簡明合併財務狀況表

At 30 June 2022 於2022年6月30日

			30.6.2022	31.12.2021
			2022年	2021年
			6月30日	12月31日
		NOTES	HK\$'000	HK\$'000
		附註	千港元	千港元
			(Unaudited)	(Audited)
			(未經審核)	(經審核)
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	12	200,919	210,009
Right-of-use assets	使用權資產		32,471	34,037
Investment properties	投資物業	13	2,520,142	2,649,951
Investment in joint ventures	於合營企業之投資	14	1,449,445	1,218,177
Other non-current assets	其他非流動資產	16	115,765	121,088
			4,318,742	4,233,262
Current assets	流動資產			
Properties under development for sale	發展中待售物業	15	3,853,506	3,988,987
Completed properties held for sale	已竣工待售物業	15	267,411	279,548
Inventories	存貨		203	205
Trade receivables	貿易應收款項	17	6,712	5,515
Other receivables, deposits and prepayments	其他應收款項、按金及預付款項	18	23,100	23,148
Amounts due from related companies	應收關聯公司款項		349,602	349,747
Other current assets	其他流動資產	16	216,990	261,175
Restricted bank balance	受限制銀行結餘		9,190	10,323
Bank balances and cash	銀行結餘及現金		5,634	8,164
			4,732,348	4,926,812
Current liabilities	流動負債			
Trade and other payables and accruals	貿易及其他應付款項及應計款項	19	1,222,813	1,255,651
Contract liabilities	合約負債	20	336,254	351,695
Amounts due to related companies	應付關聯公司款項		1,045,082	1,179,109
Lease liabilities	租賃負債		8,042	6,058
Tax payable	應繳稅項		70,848	73,417
Bank and other borrowings – within one year	銀行及其他借貸 – 一年內到期	21	4,757,332	4,760,289
Due to a joint venture	應付合營企業款項		290,207	191,270
Convertible bonds and bonds	可換股債券及債券	22	669,009	611,994
			8,399,587	8,429,483
Net current liabilities	流動負債淨額		(3,667,239)	(3,502,671)
Total assets less current liabilities	總資產減流動負債		651,503	730,591

Condensed Consolidated Statement of Financial Position
簡明合併財務狀況表

At 30 June 2022 於2022年6月30日

		NOTES 附註	30.6.2022 2022年 6月30日 HK\$'000 千港元 (Unaudited) (未經審核)	31.12.2021 2021年 12月31日 HK\$'000 千港元 (Audited) (經審核)
Non-current liabilities	非流動負債			
Deferred tax liabilities	遞延稅項負債		185,294	198,244
Bank and other borrowings	銀行及其他借貸			
– over one year	– 一年後到期	21	–	–
Lease liabilities	租賃負債		101	630
Convertible bonds and bonds	可換股債券及債券	22	430,935	419,385
			616,330	618,259
Net assets	資產淨值		35,173	112,332
Capital and reserves	資本及儲備			
Share capital	股本	23	28,550	28,550
Reserves	儲備		(170,989)	(110,506)
Deficit attributable to owners of the Company	本公司擁有人應佔虧損		(142,439)	(81,956)
Non-controlling interests	非控制性權益		177,612	194,288
Total equity	權益總額		35,173	112,332

Condensed Consolidated Statement of Changes in Equity

簡明合併權益變動表

For the six months ended 30 June 2022 截至2022年6月30日止6個月

		Deficit attributable to owners of the Company 本公司擁有人應佔虧損								Equity attributable to non-controlling interests		Total equity
		Share capital	Share premium	Statutory surplus reserve	Other reserve	Share option reserve	Convertible bonds equity reserve	Exchange translation reserve	Retained profits	Total	非控制性權益應佔權益	權益總額
		股本	股份溢價	法定盈餘儲備	其他儲備	購股權儲備	可換股債券權益儲備	外匯換算儲備	保留溢利	總計	權益總額	權益總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
At 1 January 2022	於2022年1月1日	28,550	855,716	127,880	(629,463)	4,881	180,962	(190,241)	(460,241)	(81,956)	194,288	112,332
Loss for the period	期內虧損	-	-	-	-	-	-	-	(18,728)	(18,728)	(9,483)	(28,211)
Other comprehensive (loss) income:	其他綜合(虧損)收益:											
Share of other comprehensive loss of joint ventures	分佔合營企業其他綜合虧損	-	-	-	-	-	-	(67,648)	-	(67,648)	-	(67,648)
Exchange differences on translation	換算產生之匯兌差額	-	-	-	-	-	-	25,762	-	25,762	(7,193)	18,569
Total comprehensive loss for the period	期內綜合虧損總額	-	-	-	-	-	-	(41,886)	(18,728)	(60,614)	(16,676)	(77,290)
Transactions with owners:	與擁有人的交易:											
<i>Contributions and distributions</i>	<i>供款及分派</i>											
Equity settled share-based payments	按權益結算以股份為基礎的付款	-	-	-	-	131	-	-	-	131	-	131
Share option forfeited	購股權沒收	-	-	-	-	(687)	-	-	687	-	-	-
As at 30 June 2022	於2022年6月30日	28,550	855,716	127,880	(629,463)	4,325	180,962	(232,127)	(478,282)	(142,439)	177,612	35,173
At 1 January 2021	於2021年1月1日	28,550	855,716	127,880	(629,463)	8,413	180,962	(213,012)	396,142	755,188	195,499	950,687
Loss for the period	期內虧損	-	-	-	-	-	-	-	(444,802)	(444,802)	(3,584)	(448,386)
Other comprehensive income (loss):	其他綜合收益(虧損):											
Share of other comprehensive income of joint ventures	分佔合營企業其他綜合收益	-	-	-	-	-	-	13,840	-	13,840	-	13,840
Exchange differences on translation	換算產生之匯兌差額	-	-	-	-	-	-	(3,494)	-	(3,494)	1,393	(2,101)
Total comprehensive (loss) gain for the period	期內綜合(虧損)收益總額	-	-	-	-	-	-	10,346	(444,802)	(434,456)	(2,191)	(436,647)
Transactions with owners:	與擁有人的交易:											
<i>Contributions and distributions</i>	<i>供款及分派</i>											
Equity settled share-based payments	按權益結算以股份為基礎的付款	-	-	-	-	501	-	-	-	501	-	501
Share option forfeited	購股權沒收	-	-	-	-	(2,746)	-	-	2,746	-	-	-
As at 30 June 2021	於2021年6月30日	28,550	855,716	127,880	(629,463)	6,168	180,962	(202,666)	(45,914)	321,233	193,308	514,541

Condensed Consolidated Statement of Cash Flows

簡明合併現金流量報表

For the six months ended 30 June 2022 截至2022年6月30日止6個月

		Six months ended 截至下列日期止6個月	
		30.6.2022 2022年 6月30日 HK\$'000 千港元 (Unaudited) (未經審核)	30.6.2021 2021年 6月30日 HK\$'000 千港元 (Unaudited) (未經審核)
OPERATING ACTIVITIES	經營活動		
Net cash from (used in) operating activities	經營活動所得(所用)現金淨額	5,425	(5,465)
INVESTING ACTIVITIES	投資活動		
Interest received	已收利息	18	2
Purchase of property, plant and equipment	購買物業、廠房及設備	(468)	-
Decrease in restricted bank balance	受限制銀行結餘減少	1,133	5,281
Advance to related companies	向關聯公司墊款	(4,021)	(21,212)
Net cash used in investing activities	投資活動所用現金淨額	(3,338)	(15,929)
FINANCING ACTIVITIES	融資活動		
Interest paid	已付利息	(3,526)	(17,941)
Repayment of bank and other borrowings (Repayment to) Advances from related companies	償還銀行及其他借貸(向關聯公司還款)	(65)	(746)
Advances from a joint venture	關聯公司墊款	(110,745)	9,941
Repayment of lease liabilities	合營企業墊款	110,843	30,586
	償還租賃負債	(544)	(685)
Net cash (used in) from financing activities	融資活動(所用)所得現金淨額	(4,037)	21,155
Net decrease in cash and cash equivalents	現金及現金等價物減少淨額	(1,950)	(239)
Cash and cash equivalents at the beginning of the period	於期初之現金及現金等價物	8,164	10,771
Effect of foreign exchange rate changes	匯率變動之影響	(580)	261
Cash and cash equivalents at the end of the period, represented by bank balances and cash	於期末之現金及現金等價物，計為銀行結餘及現金	5,634	10,793

Notes to the Condensed Consolidated Financial Statements

簡明合併財務報表附註

For the six months ended 30 June 2022 截至2022年6月30日止6個月

1. GENERAL INFORMATION

The Company is a limited liability company incorporated in Bermuda. The principal activities of the Company and its subsidiaries (together the "Group") are involved in the provision of property development and leasing as well as tourism park operations and other service.

The functional currency of the Company is Renminbi ("RMB"), and for the purpose of more convenience to the readers of the condensed consolidated financial statements, the condensed consolidated financial statements are presented in Hong Kong dollars ("HK\$").

2. BASIS OF PREPARATION

The condensed consolidated financial statements have been prepared in accordance with Hong Kong Accounting Standard ("HKAS") 34 *Interim Financial Reporting* issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA") as well as with the applicable disclosure provisions under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited. The condensed consolidated financial statements do not include all the information and disclosures required in the annual financial statements, and should be read in conjunction with the Group's consolidated financial statements for the year ended 31 December 2021.

1. 一般資料

本公司為一間於百慕達註冊成立的有限公司。本公司及其附屬公司（統稱「本集團」）的主要業務為提供物業開發及租賃以及旅遊樂園營運及其他服務。

本公司之功能貨幣為人民幣（「人民幣」），為更方便簡明合併財務報表之讀者閱覽，此等簡明合併財務報表以港元（「港元」）呈列。

2. 編製基準

本簡明合併財務報表乃根據香港會計師公會（「香港會計師公會」）頒佈的香港會計準則（「香港會計準則」）第34號「中期財務報告」以及香港聯合交易所有限公司證券上市規則之適用披露規定編製。簡明合併財務報表並不包括年度財務報表所規定之所有信息和披露，並應與本集團截至2021年12月31日止年度的合併財務報表一併閱讀。

For the six months ended 30 June 2022 截至2022年6月30日止6個月

2. BASIS OF PREPARATION – continued GOING CONCERN

These condensed consolidated financial statements have been prepared in conformity with the principles applicable to a going concern basis. The applicability of these principles are dependent upon continued availability of adequate finance or attaining profitable operations in future and the success of the below plans and measures in view of the excess of current liabilities over current assets.

The Group reported a net loss attributable to the owners of the Company of approximately HK\$18.7 million (*six months ended 30 June 2021: approximately HK\$444.8 million*) for the six months ended 30 June 2022. As at 30 June 2022, the Group's current liabilities exceeded its current assets by approximately HK\$3,667.2 million (*31 December 2021: approximately HK\$3,502.7 million*). As at the same date, the Group had bank and other borrowings and convertible bonds and bonds payables amounted to approximately HK\$5,857.3 million (*31 December 2021: approximately HK\$5,791.7 million*), of which current borrowings amounted to approximately HK\$5,426.3 million (*31 December 2021: approximately HK\$5,372.3 million*), while its cash and cash equivalents amounted to approximately HK\$5.6 million (*31 December 2021: approximately HK\$8.2 million*) only. The financial resources available to the Group as at 30 June 2022 and up to the date of approval of the condensed consolidated financial statements for issuance may not be sufficient to satisfy the above operating cash flow requirements.

2. 編製基準—續 持續經營

該等簡明合併財務報表已按適用於持續經營基準之原則編製。鑒於流動負債超過流動資產，該等原則的適用程度取決於未來能否持續獲得充足的資金或能否取得可獲利業務及達成如下計劃及措施。

截至2022年6月30日止6個月，本集團錄得本公司擁有人應佔虧損淨額約18.7百萬港元（截至2021年6月30日止6個月：約444.8百萬港元）。於2022年6月30日，本集團流動負債超過其流動資產約3,667.2百萬港元（2021年12月31日：約3,502.7百萬港元）。於同日，本集團銀行及其他借貸以及應付可換股債券及債券約為5,857.3百萬港元（2021年12月31日：約5,791.7百萬港元），其中流動借貸約為5,426.3百萬港元（2021年12月31日：約5,372.3百萬港元），而其現金及現金等價物僅約為5.6百萬港元（2021年12月31日：約8.2百萬港元）。本集團於2022年6月30日及直至此簡明合併財務報表批准發行之日可用之財務資源可能不足以滿足以上經營現金流需求。

Notes to the Condensed Consolidated Financial Statements

簡明合併財務報表附註

For the six months ended 30 June 2022 截至2022年6月30日止6個月

2. BASIS OF PREPARATION – continued GOING CONCERN – continued

As at 30 June 2022, the Group is subjected to legal claims amounted to approximately HK\$4,832.7 million (31 December 2021: approximately HK\$5,014.7 million), mainly in relation to disputes under construction contracts in respect of its various property development projects and defaults of repayment of several bank and other borrowings, which arose during the normal course of business. In these legal proceedings, the Group has received court orders to restrict the disposition of certain investment properties, property, plant and equipment, right-of-use asset, properties under development for sale and completed properties held for sale in an aggregate amount of approximately HK\$6,140.9 million (31 December 2021: approximately HK\$6,408.2 million) and the withdrawal of bank deposits of approximately HK\$9.2 million (31 December 2021: approximately HK\$10.3 million) as at 30 June 2022. Details of which were set out in note 26 to the condensed consolidated financial statements for the six months ended 30 June 2022 and note 34 to the consolidated financial statements for the year ended 31 December 2021. Provision for litigation and compensation of approximately HK\$253.5 million and approximately HK\$111.3 million (31 December 2021: approximately HK\$277.0 million and approximately HK\$99.8 million) respectively, other than the liabilities already recognised, has been made based on best estimation on the outcomes of the disputes by the management in consideration of the development of negotiations with the creditors and advice sought from the independent legal advisors and internal legal counsel.

2. 編製基準—續 持續經營—續

於2022年6月30日，本集團涉及若干法律申索，金額約為4,832.7百萬港元（2021年12月31日：約5,014.7百萬港元），內容主要有關其於正常業務過程中的不同物業發展項目的建築合約下的糾紛及償還若干銀行及其他借貸的違約。於該等法律程序中，本集團已接獲法院法令，對處置於2022年6月30日總值約6,140.9百萬港元（2021年12月31日：約6,408.2百萬港元）的若干投資物業、物業、廠房及設備、使用權資產、發展中待售物業及已竣工待售物業以及提取約9.2百萬港元（2021年12月31日：約10.3百萬港元）的銀行存款施加限制。其詳情載於截至2022年6月30日止6個月的簡明合併財務報表附註26及截至2021年12月31日止年度的合併財務報表附註34。已根據管理層考慮與債權人的磋商進度及尋求獨立法律顧問及內部法律顧問的意見對糾紛結果做出的最佳估計分別計提訴訟及賠償撥備約253.5百萬港元及約111.3百萬港元（2021年12月31日：約277.0百萬港元及約99.8百萬港元），惟不包括已確認的負債。

For the six months ended 30 June 2022 截至2022年6月30日止6個月

2. BASIS OF PREPARATION – continued GOING CONCERN – continued

As at 30 June 2022, loan from an asset management company with principal of approximately HK\$2,935.0 million (31 December 2021: approximately HK\$3,070.0 million) and interest payable of approximately HK\$648.9 million (31 December 2021: approximately HK\$535.6 million) (the “Overdue Borrowings”) were overdue. As the Group failed to repay the loan in accordance with the repayment schedule for the year ended 31 December 2020, the loan has been considered as default and became immediately due in accordance with terms of loan agreement. Hence, the entire principal of approximately HK\$2,935.0 million (31 December 2021: approximately HK\$3,070.0 million) together with interest payable of approximately HK\$648.9 million (31 December 2021: approximately HK\$535.6 million) were classified as current liabilities at 30 June 2022.

As stipulated in the relevant loan and financing agreements in respect of certain borrowings of the Group other than those mentioned above, the default of the guarantors may result in default of the Group’s borrowings. As a result of the guarantor’s default in 2020, the principal amount of a borrowing of approximately HK\$307.6 million (31 December 2021: approximately HK\$321.8 million) was considered to be default (“Cross-default Borrowing”) with the entire amount of this borrowing became immediately overdue in 2020 since then and has been classified as current liabilities at 30 June 2022 and 31 December 2021.

The Group is in active negotiations with the lender in respect of the Overdue Borrowings for a debt restructuring so as to settle the Overdue Borrowings by using the proceeds from new borrowing plans. The Group is also negotiating with the Cross-default Borrowing lender to renew the relevant borrowing. The Group is confident that agreements will be reached in due course.

2. 編製基準－續 持續經營－續

於2022年6月30日，來自一間資產管理公司本金約2,935.0百萬港元(2021年12月31日：約3,070.0百萬港元)及應付利息約648.9百萬港元(2021年12月31日：約535.6百萬港元)的貸款已逾期(「逾期借貸」)。由於截至2020年12月31日止年度本集團未能根據還款計劃償還貸款，因此根據貸款協議之條款，該等貸款被視為已逾期且已即時到期。因此，於2022年6月30日，全部本金約2,935.0百萬港元(2021年12月31日：約3,070.0百萬港元)連同應付利息約648.9百萬港元(2021年12月31日：約535.6百萬港元)已分類為流動負債。

根據有關本集團若干借貸(不包括上述借貸)的相關貸款及融資協議的規定，擔保人違約可能導致本集團之借貸違約。由於擔保人於2020年違約，一筆本金額約為307.6百萬港元(2021年12月31日：約321.8百萬港元)的借貸被視為違約(「交叉違約借貸」)，此後，該借貸的全部金額於2020年即時逾期，並已於2022年6月30日及2021年12月31日分類為流動負債。

本集團正與逾期借貸之貸款人積極協商，以進行債務重組，透過利用新借貸計劃之收益償還逾期借貸。本集團亦與交叉違約借貸之貸款人就重續相關借貸進行磋商。本集團有信心將於適時達成協議。

Notes to the Condensed Consolidated Financial Statements

簡明合併財務報表附註

For the six months ended 30 June 2022 截至2022年6月30日止6個月

2. BASIS OF PREPARATION – continued GOING CONCERN – continued

Because of the aforementioned actions taken, management is confident that the lender(s) of the Overdue Borrowings and Cross-default Borrowing will not enforce their rights of requesting for immediate repayment.

The Company considers that, the claims made by the construction contractors are mainly related to construction works that did not meet the required standards and pursuant to the terms of the construction contracts, the Group has the right not to certify those construction work claimed by the contractors.

All the above conditions indicate the existence of material uncertainties which may cast significant doubt about the Group's ability to continue as a going concern and the Group may be unable to realise its assets and discharge its liabilities in the normal course of business.

In view of such circumstances, the Company has given careful consideration to the future liquidity and performance of the Group and its available sources of financing in assessing whether the Group will have sufficient financial resources to continue as a going concern. Certain measures have been taken by the Group to mitigate its liquidity pressure and to improve its financial position which include, but are not limited to, the following:

- i. The Group has been actively negotiating with certain financial institutions and identifying various options for financing the Group's working capital, repayments of the overdue borrowings as well as the commitments in the foreseeable future;

2. 編製基準—續 持續經營—續

由於已採取上述措施，管理層有信心逾期借貸及交叉違約借貸之貸款人不會行使其權利要求即時還款。

本公司認為，承建商所作申索主要與不符合所規定標準的建築工程有關。根據建築合約條款，本集團有權拒絕為承建商申索的建築工程作出證明。

上述所有情況顯示存在重大不確定事項，可能對本集團持續經營能力構成重大疑慮，且本集團未必能於正常業務過程中變現資產及履行負債。

鑒於此等情況，本公司在評估本集團是否將有充足財務資源繼續按持續經營基準經營時，已審慎考慮本集團未來流動資金及表現以及其可用資金來源。本集團已採取若干措施以紓解流動資金壓力及改善其財務狀況，其中包括（但不限於）下列各項：

- i. 本集團一直積極與若干金融機構進行磋商，尋求多項方案為本集團的營運資金、償還逾期借貸及可預見未來之承擔提供資金；

Notes to the Condensed Consolidated Financial Statements 簡明合併財務報表附註

For the six months ended 30 June 2022 截至2022年6月30日止6個月

2. BASIS OF PREPARATION – continued GOING CONCERN – continued

- ii. The Group will seek to accelerate the pre-sales and sales of its properties under development and completed properties. Hengyang DreamEast Resort has resumed construction in the second quarter of 2022, and will gradually launch its pre-sale;
- iii. The Group has been actively consulting with an independent third party to sell 51% of the equity of DreamEast Jiashan, and signed a preliminary cooperation agreement on 3 June 2021. However, its progress has been delayed due to related policy factors. The Vendor and the Purchaser are still in the course of negotiating the terms of the formal sale and purchase agreement;
- iv. The Group has been actively negotiating with a number of financial institutions for renewal and extension of bank borrowings and credit facilities; and
- v. The Group will continue to take active measures to control administrative costs through various channels, including human resources optimization, management remuneration adjustments and containment of capital expenditures.

2. 編製基準—續 持續經營—續

- ii. 本集團將努力加快預售及銷售其發展中物業及已落成物業。衡陽夢東方旅遊度假區在2022年第二季度已恢復建設，然後將逐步啟動預售；
- iii. 本集團一直積極與獨立第三方進行磋商，擬出售夢東方·夢幻嘉善的51%股權，並於2021年6月3日簽署初步合作協議。但由於相關政策因素影響，其進展已被推遲。賣方及買方仍在就正式買賣協議的條款進行磋商；
- iv. 本集團一直積極與多家金融機構磋商重續及延長銀行借貸及信貸融資；及
- v. 本集團將持續採取積極措施，通過人力資源優化、管理層薪酬調整及控制資本開支等多種渠道控制行政成本。

Notes to the Condensed Consolidated Financial Statements

簡明合併財務報表附註

For the six months ended 30 June 2022 截至2022年6月30日止6個月

2. BASIS OF PREPARATION – continued GOING CONCERN – continued

The Company considers that, taking into account the abovementioned plans and measures, the Group will have sufficient working capital to finance its operations and to meet its financial obligations as and when they fall due within twelve months from 30 June 2022. Accordingly, the Company considers that it is appropriate to prepare the condensed consolidated financial statements of the Company on a going concern basis. Notwithstanding the above, significant uncertainties exist as to whether management of the Company will be able to achieve its plans and measures as described above. Whether the Group will be able to continue as a going concern would depend upon the Group's ability to generate adequate financing and operating cash flows through the following:

- i. Successful obtaining new sources of financing as and when needed;
- ii. Successful accelerating the pre-sales and sales of properties under development and completed properties and speeding up the collection of outstanding sales proceeds, and controlling costs and capital expenditure so as to generate adequate net cash inflows;
- iii. Successful negotiations with the lenders for renewal of or extension for repayments beyond year 2022 for those borrowings that (a) are scheduled for repayment (either based on the original agreements or the existing arrangements) in next twelve months; and (b) were overdue as at 30 June 2022 because of the Group's failure to repay the principal and interest on or before the scheduled repayment dates; and
- iv. Successful persuading the Group's existing lenders not to take action to demand for immediate repayment of the defaulted borrowings in next twelve months.

2. 編製基準—續 持續經營—續

本公司考慮上述計劃及措施後認為，本集團將擁有足夠的營運資金以滿足經營所需，以及履行自2022年6月30日起計十二個月內到期的財務責任。因此，本公司認為，按持續經營基準編製本公司簡明合併財務報表屬恰當。儘管有上文所述，但本公司管理層能否達成其上述計劃及措施仍存在重大不確定性。本集團能否維持持續經營，將取決於本集團透過以下渠道獲得充足融資及經營現金流之能力：

- i. 於需要時成功獲得新融資來源；
- ii. 成功加快預售及銷售其發展中物業及已落成物業，以及加快未收的銷售所得款項的回籠，並控制成本及資本開支，藉以產生足夠的淨現金流入；
- iii. 成功就(a)計劃於未來十二個月償還(根據原協議或現有安排)之借貸；及(b)因本集團未能於計劃償還日期或之前償還本金及利息而於2022年6月30日逾期之借貸與貸款人協商重續或延長至2022年以後償還；及
- iv. 成功說服本集團當前貸款人不會採取措施要求立即償還於未來十二個月違約的借貸。

Notes to the Condensed Consolidated Financial Statements

簡明合併財務報表附註

For the six months ended 30 June 2022 截至2022年6月30日止6個月

2. BASIS OF PREPARATION – continued GOING CONCERN – continued

Should the Group fail to achieve the abovementioned plans and measures, it might not be able to continue to operate as a going concern, and adjustments would have to be made to write down the carrying values of the Group's assets to their recoverable amounts, to provide for any further liabilities which might arise, and to reclassify non-current assets and non-current liabilities as current assets and current liabilities, respectively. The effects of these adjustments have not been reflected in these condensed consolidated financial statements.

3. PRINCIPAL ACCOUNTING POLICIES

The condensed consolidated financial statements have been prepared on the historical cost basis, except for investment properties, which are measured at fair values.

The accounting policies used in preparing the condensed consolidated financial statements are consistent with those used in the Group's annual financial statements for the year ended 31 December 2021, except for the adoption of the new/revised Hong Kong Financial Reporting Standards ("HKFRSs") and HKASs which are relevant to the Group's operation and are effective for the Group's financial year beginning on 1 January 2022 as described below.

Amendments to HKAS 16	Proceeds before Intended Use
Amendments to HKAS 37	Cost of Fulfilling a Contract
Amendments to HKFRS 3	Reference to the Conceptual Framework
Annual Improvements to HKFRSs	2018-2020 Cycle

The adoption of this amendment to HKFRSs and HKASs did not result in substantial changes to the Group's accounting policies and amounts reported for the current and prior periods.

2. 編製基準—續 持續經營—續

倘本集團未能達成上述計劃及措施，則可能無法維持持續經營並須作出調整，分別將本集團資產之賬面值撇減至其可收回金額、就可能產生之任何進一步負債作出撥備，以及將非流動資產及非流動負債重新分類為流動資產及流動負債。該等調整之影響尚未在該等簡明合併財務報表內反映。

3. 主要會計政策

除投資物業以公允價值計量外，簡明合併財務報表乃根據歷史成本基準編製。

如下所述，除採納與本集團業務相關並於本集團自2022年1月1日起之財政年度生效之新訂／經修訂香港財務報告準則（「香港財務報告準則」）及香港會計準則外，編製簡明合併財務報表所使用之會計政策與本集團截至2021年12月31日止年度之年度財務報表所採用者一致。

香港會計準則第16號 (修訂本)	作擬定用途前之所得款項
香港會計準則第37號 (修訂本)	履約成本
香港財務報告準則第3號 (修訂本)	對概念框架之提述
香港財務報告準則之年度改進	2018年至2020年週期

採納此等香港財務報告準則及香港會計準則之修訂並未導致本集團本期及過往期間之會計政策及所呈報金額產生重大變動。

Notes to the Condensed Consolidated Financial Statements

簡明合併財務報表附註

For the six months ended 30 June 2022 截至2022年6月30日止6個月

4. REVENUE

For the six months ended 30 June 2022
(Unaudited)

		Property development and leasing 物業發展 及租賃 HK\$'000 千港元	Tourism park operations 旅遊樂園 營運 HK\$'000 千港元	Consolidated 總計 HK\$'000 千港元
Revenue from contracts with customers within HKFRS 15	香港財務報告準則第15號內 來自客戶合約之收入			
Recognised at a point in time	於時間點確認			
Sales of properties	銷售物業	-	-	-
Entrance fee, food and beverage	入場費及餐飲	-	1,259	1,259
		-	1,259	1,259
Revenue from other sources	來自其他來源的收入			
Gross rental income from investment properties	投資物業所得租金收入總額	5,527	-	5,527
Total revenue generated in the PRC	於中國產生的總收入	5,527	1,259	6,786

For the six months ended 30 June 2021
(Unaudited)

截至2021年6月30日止6個月 (未經審核)

		Property development and leasing 物業發展 及租賃 HK\$'000 千港元	Tourism park operations 旅遊樂園 營運 HK\$'000 千港元	Consolidated 總計 HK\$'000 千港元
Revenue from contracts with customers within HKFRS 15	香港財務報告準則第15號內 來自客戶合約之收入			
Recognised at a point in time	於時間點確認			
Sales of properties	銷售物業	31,352	-	31,352
Entrance fee, food and beverage	入場費及餐飲	-	3,385	3,385
		31,352	3,385	34,737
Revenue from other sources	來自其他來源的收入			
Gross rental income from investment properties	投資物業所得租金收入總額	2,361	-	2,361
Total revenue generated in the PRC	於中國產生的總收入	33,713	3,385	37,098

Notes to the Condensed Consolidated Financial Statements

簡明合併財務報表附註

For the six months ended 30 June 2022 截至2022年6月30日止6個月

5. SEGMENT INFORMATION

Information reported to the Group's executive directors, being the chief operating decision maker ("CODM"), for the purposes of resource allocation and assessment of segment performance focused on the types of goods or services delivered or provided. The Group's reportable segments for the CODM's purposes are (i) property development and leasing and (ii) tourism park operations. No analysis of segment asset and segment liability is presented as such information is not regularly provided to the CODM for the purposes of resources allocation and performance assessment.

SEGMENT REVENUE AND RESULTS

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

For the six months ended 30 June 2022 (Unaudited)

5. 分類資料

向本集團執行董事(即主要經營決策者(「主要經營決策者」))呈報以供作出資源分配及評估分類表現之資料,集中於所交付或提供之貨品或服務類型。本集團供主要經營決策者之可報告分類為:(i)物業發展及租賃及(ii)旅遊樂園營運。概無呈列分類資產及分類負債分析,原因是主要經營決策者並無定期審閱用於分配資源及評估表現之有關資料。

分類收入及業績

本集團按可報告分類劃分之收入及業績分析載列如下。

截至2022年6月30日止6個月(未經審核)

		Property development and leasing 物業發展 及租賃 HK\$'000 千港元	Tourism park operations 旅遊樂園 營運 HK\$'000 千港元	Consolidated 總計 HK\$'000 千港元
Revenue from external customer and segment revenue	來自外部客戶之收入及分類收入	5,527	1,259	6,786
Reportable segment results	可報告分類業績	(233,118)	(4,418)	(237,536)
Unallocated income and expenses	未分配收入及開支			
Other gains and losses	其他收益及虧損			(4,873)
Other income	其他收入			206
Share of results of joint ventures	應佔合營企業業績			298,914
Administrative expenses	行政費用			(1,102)
Finance costs	財務費用			(88,197)
Loss before tax	除稅前虧損			(32,588)

Notes to the Condensed Consolidated Financial Statements
簡明合併財務報表附註

For the six months ended 30 June 2022 截至2022年6月30日止6個月

5. SEGMENT INFORMATION – continued
SEGMENT REVENUE AND RESULTS – continued

For the six months ended 30 June 2021
(Unaudited)

5. 分類資料－續

分類收入及業績－續

截至2021年6月30日止6個月 (未經審核)

		Property development and leasing 物業發展 及租賃 HK\$'000 千港元	Tourism park operations 旅遊樂園 營運 HK\$'000 千港元	Consolidated 總計 HK\$'000 千港元
Revenue from external customer and segment revenue	來自外部客戶之收入及 分類收入	33,713	3,385	37,098
Reportable segment results	可報告分類業績	(230,523)	(2,823)	(233,346)
Unallocated income and expenses	未分配收入及開支			
Other gains and losses	其他收益及虧損			(134,986)
Other income	其他收入			6,931
Share of results of joint ventures	應佔合營企業業績			(24,046)
Administrative expenses	行政費用			(1,917)
Finance costs	財務費用			(64,440)
Loss before tax	除稅前虧損			(451,804)

6. OTHER GAINS AND LOSSES

6. 其他收益及虧損

		Six months ended 截至下列日期止6個月	
		30.6.2022 2022年 6月30日 HK\$'000 千港元 (Unaudited) (未經審核)	30.6.2021 2021年 6月30日 HK\$'000 千港元 (Unaudited) (未經審核)
Foreign exchange gain, net	匯兌收益淨額	(46)	75
Reversal (Provision) for litigation	訴訟撥回 (撥備)	11,647	(112,986)
Provision for compensation	賠償撥備	(16,420)	(21,378)
Others	其他	(54)	(697)
		(4,873)	(134,986)

Notes to the Condensed Consolidated Financial Statements
 簡明合併財務報表附註

For the six months ended 30 June 2022 截至2022年6月30日止6個月

7. FINANCE COSTS

7. 財務費用

		Six months ended	
		截至下列日期止6個月	
		30.6.2022	30.6.2021
		2022年	2021年
		6月30日	6月30日
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Interest expenses on:	利息費用：		
– Bank and other borrowings	– 銀行及其他借貸	216,596	196,434
– Convertible bonds and bonds	– 可換股債券及債券	88,150	64,352
– Lease liabilities	– 租賃負債	121	159
		304,867	260,945
Less: Borrowing costs capitalised in properties under development for sale, investment properties under construction and construction in progress	減：發展中待售物業、在建投資物業及在建工程資本化之借貸成本	(5,606)	–
		299,261	260,945

Notes to the Condensed Consolidated Financial Statements

簡明合併財務報表附註

For the six months ended 30 June 2022 截至2022年6月30日止6個月

8. LOSS BEFORE TAX

Loss before tax for the period has been arrived at after charging (crediting):

8. 除稅前虧損

期內除稅前虧損經扣除(計入)下列各項後達致:

		Six months ended	
		截至下列日期止6個月	
		30.6.2022	30.6.2021
		2022年	2021年
		6月30日	6月30日
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Gross rental income from investment properties	投資物業所得租金收入總額	(5,527)	(2,361)
Less: Direct operating expenses, as include in selling expenses	減: 計入銷售費用的直接經營費用	97	332
		(5,430)	(2,029)
Other items	其他項目		
Depreciation of property, plant and equipment	物業、廠房及設備折舊	1,149	1,304
Depreciation of right-of-use assets	使用權資產折舊	2,282	1,575

9. INCOME TAX CREDIT

9. 所得稅抵免

		Six months ended	
		截至下列日期止6個月	
		30.6.2022	30.6.2021
		2022年	2021年
		6月30日	6月30日
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Deferred Tax	遞延稅項		
PRC Enterprise Income Tax ("EIT") and Land Appreciation Tax ("LAT")	中國企業所得稅(「企業所得稅」)及土地增值稅(「土地增值稅」)	(4,377)	(3,418)

Notes to the Condensed Consolidated Financial Statements 簡明合併財務報表附註

For the six months ended 30 June 2022 截至2022年6月30日止6個月

9. INCOME TAX CREDIT – continued

No provision for Hong Kong Profit Tax had been provided as the Group did not have any assessable profit from Hong Kong for the six months ended 30 June 2022 and 2021.

No provision for EIT had been provided as the Group's subsidiaries in the PRC incurred a loss for taxation purpose for the six months ended 30 June 2022 and 2021.

The provision of PRC LAT was estimated according to the requirements set forth in the relevant PRC tax laws and regulations. LAT had been provided at ranges of progressive rates of the appreciation value, with certain allowable exemptions and deductions.

No deferred tax liabilities for undistributed profits of the PRC subsidiaries have been recognised as Directors are of the opinion that there is no plan of dividend distribution out of the PRC in the foreseeable future by these PRC subsidiaries. At 30 June 2022 and 31 December 2021, the aggregate undistributed profits of the PRC subsidiaries were approximately HK\$495,390,000 and HK\$694,616,000 respectively with corresponding unrecognised deferred tax liabilities amounted to approximately HK\$24,770,000 and HK\$34,731,000 respectively.

10. DIVIDENDS

The Directors do not recommend the payment of interim dividend for the six months ended 30 June 2022 and 2021.

9. 所得稅抵免—續

於截至2022年及2021年6月30日止6個月，由於本集團並無自香港產生任何應課稅溢利，故並無就香港利得稅計提撥備。

於截至2022年及2021年6月30日止6個月，由於本集團中國附屬公司發生稅務虧損，故並無就企業所得稅計提撥備。

中國土地增值稅撥備乃根據相關中國稅法及法規所載之規定估計。土地增值稅已按增值額之漸進稅率範圍撥備，且有若干可減免及扣減項目。

董事認為，由於中國附屬公司並無計劃於可見將來從中國分派股息，因此概無就該等中國附屬公司的未分派溢利確認遞延稅項負債。於2022年6月30日及2021年12月31日，中國附屬公司的未分派溢利總額分別約為495,390,000港元及694,616,000港元，相應的未確認遞延稅項負債分別約為24,770,000港元及34,731,000港元。

10. 股息

董事不建議就截至2022年及2021年6月30日止6個月派付中期股息。

Notes to the Condensed Consolidated Financial Statements

簡明合併財務報表附註

For the six months ended 30 June 2022 截至2022年6月30日止6個月

11. LOSS PER SHARE

The calculation of basic and diluted loss per share attributable to owners of the Company is based on the following data:

		Six months ended	
		截至下列日期止6個月	
		30.6.2022	30.6.2021
		2022年	2021年
		6月30日	6月30日
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Loss	虧損		
Loss for the period attributable to owners of the Company for the purpose of basic and diluted loss per share	用以計算每股基本及攤薄虧損之本公司擁有人應佔期內虧損	(18,728)	(444,802)

		Six months ended	
		截至下列日期止6個月	
		30.6.2022	30.6.2021
		2022年	2021年
		6月30日	6月30日
		'000	'000
		千股	千股
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Number of shares	股份數目		
Weighted average number of shares for the purposes of basic and diluted loss per share	用以計算每股基本及攤薄虧損之股份加權平均數	285,491	285,491

The computation of diluted loss per share for the six months ended 30 June 2022 and 2021 did not assume the conversion of the Company's Convertible Bonds II (as defined in note 22 to the condensed consolidated financial statements) since its assumed exercise would result in a decrease in loss per share.

It also did not assume the exercise of share options under the Company's share option scheme since its assumed exercise would have anti-dilutive effect on loss per share for the six months ended 30 June 2022 and 2021.

11. 每股虧損

本公司擁有人應佔每股基本及攤薄虧損乃按下列數據計算：

		Six months ended	
		截至下列日期止6個月	
		30.6.2022	30.6.2021
		2022年	2021年
		6月30日	6月30日
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Loss	虧損		
Loss for the period attributable to owners of the Company for the purpose of basic and diluted loss per share	用以計算每股基本及攤薄虧損之本公司擁有人應佔期內虧損	(18,728)	(444,802)

		Six months ended	
		截至下列日期止6個月	
		30.6.2022	30.6.2021
		2022年	2021年
		6月30日	6月30日
		'000	'000
		千股	千股
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Number of shares	股份數目		
Weighted average number of shares for the purposes of basic and diluted loss per share	用以計算每股基本及攤薄虧損之股份加權平均數	285,491	285,491

計算截至2022年及2021年6月30日止6個月之每股攤薄虧損時並無假設轉換本公司之可換股債券II (定義見簡明合併財務報表附註22)，原因為其假設行使將會導致每股虧損減少。

其亦無假設根據本公司之購股權計劃行使購股權，原因為其假設行使將會對截至2022年及2021年6月30日止6個月每股虧損產生反攤薄效應。

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簡明合併財務報表附註

For the six months ended 30 June 2022 截至2022年6月30日止6個月

12. MOVEMENTS IN PROPERTY, PLANT AND EQUIPMENT 12. 物業、廠房及設備變動

		Six months ended 截至下列日期止6個月	
		30.6.2022 2022年 6月30日 HK\$'000 千港元 (Unaudited) (未經審核)	30.6.2021 2021年 6月30日 HK\$'000 千港元 (Unaudited) (未經審核)
Addition of property, plant and equipment:	添置物業、廠房及設備：		
- Furniture, fixtures and office equipment	- 傢俬、裝置及辦公室設備	6	-
- Construction in progress	- 在建工程	1,093	-
		1,099	-

At 30 June 2022, the disposition of certain buildings of the Group, with net carrying amounts amounting to approximately HK\$26,943,000 (31 December 2021: approximately HK\$29,111,000), were restricted according to the court orders due to the defaults of repayment of several bank and other borrowings. Details of the relevant legal proceedings were set out in note 26 to the condensed consolidated financial statements for the six months ended 30 June 2022 and note 34 to the consolidated financial statements for the year ended 31 December 2021.

At 30 June 2022, the Group pledged certain of its property, plant and equipment amounting to approximately HK\$85,855,000 (31 December 2021: approximately HK\$90,731,000) to a bank to secure borrowings obtained, details of which are set out in note 21 to the condensed consolidated financial statements for the six months ended 30 June 2022 and note 25 to the consolidated financial statements for the year ended 31 December 2021.

於2022年6月30日，本集團之若干樓宇因拖欠數筆銀行及其他借貸還款而受法院命令限制出售，該等樓宇之賬面淨值約為26,943,000港元（2021年12月31日：約29,111,000港元）。相關法律訴訟之詳情載於截至2022年6月30日止6個月之簡明合併財務報表附註26及截至2021年12月31日止年度之合併財務報表附註34。

於2022年6月30日，本集團向一間銀行抵押其金額約為85,855,000港元（2021年12月31日：約90,731,000港元）之若干物業、廠房及設備，為已取得借貸作抵押，有關詳情載於截至2022年6月30日止6個月之簡明合併財務報表附註21及截至2021年12月31日止年度之合併財務報表附註25。

Notes to the Condensed Consolidated Financial Statements

簡明合併財務報表附註

For the six months ended 30 June 2022 截至2022年6月30日止6個月

13. INVESTMENT PROPERTIES

13. 投資物業

		30.6.2022	30.6.2021
		2022年	2021年
		6月30日	6月30日
		HK\$'000	HK\$'000
		千港元	千港元
Fair value	公允價值		
At 1 January (Audited)	於1月1日 (經審核)	2,649,951	2,609,669
Additions	添置	1,310	-
Loss on fair value change of investment properties	投資物業公允價值變動之虧損	(17,507)	(13,672)
Exchange realignment	匯兌調整	(113,612)	29,953
At 30 June (Unaudited)	於6月30日 (未經審核)	2,520,142	2,625,950

The fair values of the Group's investment properties as at 30 June 2022 were arrived at on the basis of valuation carried out by CHFT Advisory and Appraisal Ltd. (31 December 2021: CHFT Advisory and Appraisal Ltd.), an independent qualified professional valuer not connected with the Group.

The Group engaged the independent qualified professional valuer to perform the valuation. The Company works closely with the valuer to establish the appropriate valuation techniques and inputs to the model.

The fair values of the completed investment properties were determined based on the income approach. Income approach took into account the current passing rents of the property interests and the reversionary values of the properties, and capitalised the existing tenancies' in the remaining tenancy terms into the term interest and assembled it with the reversionary interest.

本集團投資物業於2022年6月30日之公允價值乃根據華坊諮詢評估有限公司 (2021年12月31日：華坊諮詢評估有限公司) 進行之估值計算。該評估師為與本集團概無關連的獨立合資格專業評估師。

本集團委聘獨立合資格專業評估師進行估值。公司與評估師密切協作以設立適用之估值技術及模型之輸入數據。

已竣工投資物業之公允價值根據收入法釐定。收入法計及物業權益之現時租金及物業之復歸價值，於餘下租期將現有租賃資本化為定期利息，並與復歸權益彙集。

For the six months ended 30 June 2022 截至2022年6月30日止6個月

13. INVESTMENT PROPERTIES – continued

Fair value of the investment properties under development were derived using the multiple valuation techniques, including residual approach and comparison approach. Under the residual approach, the valuer made reference to strata units comparable as available in the market to arrive the capital value of the property as if the proposed development were completed and also took into consideration the development cost already spent and to be spent to reflect the quality of the completed development. Residual approach also involved an estimation of the capital value of a proposed development with reference to its development potential by deducting costs and developer's profit from its estimated completed development cost. Comparison approach consisted of comparisons based on prices on price realised or current asking prices of comparable properties. Comparable properties of similar size, character and location are selected and analysed.

In measuring the fair value of the properties, the highest and best use of the properties is their current use. The investment properties are classified as Level 3 (31 December 2021: Level 3) fair value measurement in the fair value hierarchy. There were no transfer between Level 1 and Level 2, or transfers into or out of Level 3 during the six months ended 30 June 2022.

At 30 June 2022, the disposition of certain investment properties of the Group, with net carrying amount amounting to approximately HK\$2,330,827,000 (31 December 2021: approximately HK\$2,451,810,000), was restricted according to the court orders due to the defaults of repayment of several bank and other borrowings. Details of the relevant legal proceedings were set out in note 26 to the condensed consolidated financial statements for the six months ended 30 June 2022 and note 34 to the consolidated financial statements for the year ended 31 December 2021.

13. 投資物業—續

發展中投資物業之公允價值採用多重估值技術(包括剩餘價值法及比較法)釐定。根據剩餘價值法,估值師參考市場上可用的可比較地層單位以達至物業資本價值,猶如擬定發展項目已完成,亦計及已支出及將支出的發展成本,以反映已竣工發展項目的質量。剩餘價值法亦涉及參考擬定發展項目的潛力以估計資本價值,方式為從估計已竣工發展成本中扣除成本及開發商溢利。比較法由基於已變現價格或可比較物業的現行賣出價的比較組成。估值師會選擇及分析規模、特徵及位置類似的可比較物業。

於計量物業之公允價值時,物業的最高及最佳用途為現時用途。投資物業歸類為公允價值層級中的第三層(2021年12月31日:第三層)公允價值計量。於截至2022年6月30日止6個月,第一層及第二層之間並無公允價值計量之轉撥,且並無轉入及轉出自第三層。

於2022年6月30日,由於拖欠數筆銀行及其他借貸還款,根據法院頒令,本集團賬面淨值約為2,330,827,000港元(2021年12月31日:約2,451,810,000港元)的若干投資物業限制處置。相關法律程序的詳情載於截至2022年6月30日止6個月之簡明合併財務報表附註26及截至2021年12月31日止年度之合併財務報表附註34。

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簡明合併財務報表附註

For the six months ended 30 June 2022 截至2022年6月30日止6個月

13. INVESTMENT PROPERTIES – continued

As at 30 June 2022 and 31 December 2021, the Group pledged all of its investment properties to certain banks and financial institutions to secure borrowings obtained from the therefrom, details of which are set out in note 21 to the condensed consolidated financial statements for the six months ended 30 June 2022 and note 25 to the consolidated financial statements for the year ended 31 December 2021.

13. 投資物業—續

於2022年6月30日及2021年12月31日，本集團將其所有的投資物業抵押予若干銀行及金融機構，以作為自上述銀行及金融機構獲取借貸之擔保，有關詳情載於截至2022年6月30日止6個月之簡明合併財務報表附註21及截至2021年12月31日止年度之合併財務報表附註25。

14. INVESTMENT IN JOINT VENTURES

14. 於合營企業之投資

		30.6.2022	31.12.2021
		2022年	2021年
		6月30日	12月31日
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Audited)
		(未經審核)	(經審核)
Cost of investment, unlisted	投資成本，非上市	1,411,516	1,411,516
Share of post-acquisition results and other comprehensive income (losses)	分佔收購後業績及其他綜合收益(虧損)	37,929	(193,339)
At the end of the period	期末	1,449,445	1,218,177

The following sets out the particulars of joint ventures of the Group as at 30 June 2022 and 31 December 2021:

以下載列本集團於2022年6月30日及2021年12月31日之合營企業的詳情：

Name of joint venture 合營企業名稱	Place of establishment/ operations 成立/營運地點	Class of shares held 所持股份類別	Proportion of ownership interest 擁有權益比例		Proportion of voting rights held 所持投票權比例		Nature of business 業務性質
			30 June 2022 2022年 6月30日	31 December 2021 2021年 12月31日	30 June 2022 2022年 6月30日	31 December 2021 2021年 12月31日	
SkyOcean Real Estate (Tangshan) Co., Ltd ("SkyOcean Tangshan") 天洋地產(唐山)有限公司(「天洋唐山」)	PRC 中國	Paid capital 繳足股本	42%	42%	50%	50%	Property development 物業開發
TianMao Cultural Development (Jiangyin) Co., Ltd ("TianMao") 天茂文化發展(江陰)有限公司(「天茂」)	PRC 中國	Paid capital 繳足股本	51%	51%	51%	51%	Property development 物業開發

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簡明合併財務報表附註

For the six months ended 30 June 2022 截至2022年6月30日止6個月

14. INVESTMENT IN JOINT VENTURES – continued

Notes:

- (i) Upon the completion of the disposal on 15 November 2018, the Group, through SkyOcean International United Limited (“SkyOcean United”), a subsidiary of which 82.35% interest is held by the Group, held 51% equity interest of SkyOcean Tangshan.
- (ii) As stipulated in the articles of association of SkyOcean Tangshan, the Group has the right to appoint one out of two directors which are responsible for making decisions of its relevant activities and those decisions require the unanimous consent of both directors. In this regard, the Group’s 42% effective equity interest in SkyOcean Tangshan is accounted for as a joint venture of the Group.
- (iii) On 30 January 2019, SkyOcean Cultural Development Company Limited (“SkyOcean Cultural”), an indirectly wholly-owned subsidiary of the Group, entered into an agreement with Jinmao Suwan Corporate Investment (Tianjin) Company Limited (“Jinmao Investment”), an independent third party, pursuant to which TianMao was established as the key investment entity to obtain a land in JiangSu and to undertake a property development project. In accordance with the agreement, TianMao is owned as to 51% by SkyOcean Cultural and 49% by Jinmao Investment, and as at 30 June 2019, SkyOcean Cultural contributed RMB71,400,000 (equivalent to approximately HK\$83,551,000) in proportion of its equity interest in TianMao. On 22 October 2019, SkyOcean Cultural further contributed RMB30,600,000 (equivalent to approximately HK\$33,958,000) in proportion of its equity interest in TianMao. During the year ended 31 December 2020, SkyOcean Cultural has further contributed RMB51,000,000 (equivalent to approximately HK\$56,321,000) in aggregate in proportion of its equity interest in TianMao. As the decisions about the relevant activities of TianMao require the unanimous consent of all shareholders, accordingly, TianMao is accounted for as a joint venture of the Group.

14. 於合營企業之投資—續

附註：

- (i) 於2018年11月15日完成出售後，本集團透過天洋國際聯合有限公司（「天洋聯合」）（一間本集團持有82.35%權益的附屬公司）持有天洋唐山51%股權。
- (ii) 如天洋唐山組織章程細則所規定，本集團有權委任兩名董事中的一名董事負責其相關活動作出決策，且有關於決策需要兩名董事的一致同意。就此而言，本集團於天洋唐山的42%實際股權入賬為本集團的合營企業。
- (iii) 於2019年1月30日，本集團間接全資附屬公司天洋文化發展有限公司（「天洋文化」）與獨立第三方金茂蘇皖企業管理（天津）有限公司（「金茂管理」）訂立一份協議，據此成立天茂作為主要投資實體，以獲得江蘇一幅土地及承接物業開發項目。根據協議，天茂由天洋文化擁有51%權益及由金茂管理擁有49%權益，而於2019年6月30日天洋文化將其於天茂之股權比例出資人民幣71,400,000元（相當於約83,551,000港元）。於2019年10月22日，天洋文化按其於天茂之股權比例進一步出資人民幣30,600,000元（相當於約33,958,000港元）。於截至2020年12月31日止年度，天洋文化按其於天茂之股權比例進一步出資共人民幣51,000,000元（相當於約56,321,000港元）。由於有關天茂相關活動之決定需要全體股東一致同意，故天茂入賬為本集團之合營企業。

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簡明合併財務報表附註

For the six months ended 30 June 2022 截至2022年6月30日止6個月

14. INVESTMENT IN JOINT VENTURES – continued

The joint ventures both engaged in property development and are strategic partners of the Group in developing the tactical and strategic investment business. The joint ventures are accounted for using the equity method in these consolidated financial statements.

Summarised consolidated financial information in respect of SkyOcean Tangshan is set out below. The summarised consolidated financial information below represents amounts shown in SkyOcean Tangshan's consolidated financial statements prepared in accordance with HKFRSs.

14. 於合營企業之投資—續

合營企業均從事物業開發，且均為本集團開發戰術及策略投資業務的戰略夥伴。合營企業使用權益法於該等合併財務報表入賬。

天洋唐山的合併財務資料概要載列如下。下文所載合併財務資料概要指根據香港財務報告準則編製之天洋唐山合併財務報表中所示之金額。

		30.6.2022 2022年 6月30日 HK\$'000 千港元 (Unaudited) (未經審核)	31.12.2021 2021年 12月31日 HK\$'000 千港元 (Audited) (經審核)
Non-current assets	非流動資產	1,213,613	1,284,991
Current assets	流動資產	2,179,992	2,161,593
Current liabilities	流動負債	(695,656)	(725,136)
Non-current liabilities	非流動負債	(804,445)	(659,207)
The above amounts of assets and liabilities include the following:	上述資產及負債金額包括以下各項：		
Cash and cash equivalents	現金及現金等價物	15,760	14,602

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14. INVESTMENT IN JOINT VENTURES
– continued

14. 於合營企業之投資—續

		Six months ended	
		截至下列日期止6個月	
		30.6.2022	30.6.2021
		2022年	2021年
		6月30日	6月30日
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
<i>Gross amounts</i>	<i>總額</i>		
Revenue	收入	16,274	35,709
Loss for the period	期內虧損	(71,185)	(48,439)
Other comprehensive (loss) income for the period	期內其他綜合(虧損)收益	(97,554)	23,703
Total comprehensive loss for the period	期內綜合虧損總額	(168,739)	(24,736)
The Group's share of:	本集團分佔：		
Loss for the period	期內虧損	(36,305)	(24,704)
Other comprehensive (loss) income for the period	期內其他綜合(虧損)收益	(49,753)	12,089
Total comprehensive loss for the period	期內綜合虧損總額	(86,058)	(12,615)

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簡明合併財務報表附註

For the six months ended 30 June 2022 截至2022年6月30日止6個月

14. INVESTMENT IN JOINT VENTURES – continued

Reconciliation of the above consolidated financial information to the carrying amount of the interest in SkyOcean Tangshan recognised in the condensed consolidated financial statements:

		30.6.2022 2022年 6月30日 HK\$'000 千港元 (Unaudited) (未經審核)	31.12.2021 2021年 12月31日 HK\$'000 千港元 (Audited) (經審核)
Net assets	資產淨值	1,893,504	2,062,241
The Group's share of net assets	本集團分佔資產淨值	965,687	1,051,743

Summarised financial information in respect of TianMao is set out below. The summarised financial information below represents amounts shown in TianMao's financial statements prepared in accordance with HKFRSs.

14. 於合營企業之投資－續

上述合併財務資料與於簡明合併財務報表內確認之於天洋唐山之權益之賬面值的對賬：

天茂的財務資料概要載列如下。下文所載財務資料概要指根據香港財務報告準則編製之天茂財務報表內所示之金額。

		30.6.2022 2022年 6月30日 HK\$'000 千港元 (Unaudited) (未經審核)	31.12.2021 2021年 12月31日 HK\$'000 千港元 (Audited) (經審核)
Non-current assets	非流動資產	168	268
Current assets	流動資產	2,285,957	4,835,896
Current liabilities	流動負債	(1,337,581)	(4,509,824)
The above amounts of assets and liabilities include the following:	上述資產及負債金額包括以下各項：		
Cash and cash equivalents	現金及現金等價物	1,070,887	468,869

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簡明合併財務報表附註

For the six months ended 30 June 2022 截至2022年6月30日止6個月

14. INVESTMENT IN JOINT VENTURES
– continued

14. 於合營企業之投資—續

		Six months ended 截至下列日期止6個月	
		30.6.2022 2022年 6月30日 HK\$'000 千港元 (Unaudited) (未經審核)	30.6.2021 2021年 6月30日 HK\$'000 千港元 (Unaudited) (未經審核)
<i>Gross amounts</i>	總額		
Revenue	收入	3,465,768	–
Profit for the period	期內溢利	657,292	1,291
Other comprehensive (loss) income for the period	期內其他綜合(虧損)收益	(35,088)	3,433
Total comprehensive income for the period	期內綜合收益總額	622,204	4,724
The Group's share of:	本集團分佔：		
Profit for the period	期內溢利	335,219	658
Other comprehensive (loss) income for the period	期內其他綜合(虧損)收益	(17,895)	1,751
Total comprehensive income for the period	期內綜合收益總額	317,324	2,409

Reconciliation of the above financial information to the carrying amount of the interest in TianMao recognised in the condensed consolidated financial statements:

上述財務資料與於簡明合併財務報表內確認之於天茂之權益之賬面值的對賬：

		30.6.2022 2022年 6月30日 HK\$'000 千港元 (Unaudited) (未經審核)	31.12.2021 2021年 12月31日 HK\$'000 千港元 (Audited) (經審核)
Net assets	資產淨值	948,544	326,340
The Group's share of net assets	本集團分佔資產淨值	483,758	166,434

For the six months ended 30 June 2022 截至2022年6月30日止6個月

15. PROPERTIES UNDER DEVELOPMENT FOR SALE/COMPLETED PROPERTIES HELD FOR SALE

At 30 June 2022, the disposition of certain properties under development for sale and completed properties held for sale of the Group, with net carrying amount amounting to approximately HK\$3,485,397,000 and HK\$267,411,000 (31 December 2021: approximately HK\$3,615,371,000 and HK\$279,548,000), was restricted according to the court orders due to the defaults of repayment of several bank and other borrowings. Details of the relevant legal proceedings were set out in note 26 to the condensed consolidated financial statements for six months ended 30 June 2022 and note 34 to the consolidated financial statements for the year ended 31 December 2021.

At 30 June 2022 and 31 December 2021, the Group pledged certain of its properties under development for sale and completed properties held for sale with an aggregate carrying amount of approximately HK\$3,454,823,000 and HK\$267,411,000 (31 December 2021: approximately HK\$3,592,325,000 and HK\$279,548,000) to asset management companies, related party and other financial institutions to secure borrowings obtained from the aforesaid asset management companies, related party and other financial institutions, details of which are set out in note 21 to the condensed consolidated financial statements for six months ended 30 June 2022 and note 25 to the consolidated financial statements for the year ended 31 December 2021.

15. 發展中待售物業／已竣工待售物業

於2022年6月30日，由於拖欠數筆銀行及其他借貸還款，根據法院頒令，本集團賬面淨值分別約為3,485,397,000港元及267,411,000港元(2021年12月31日：約3,615,371,000港元及279,548,000港元)的若干發展中待售物業及已竣工待售物業限制處置。相關法律程序的詳情載於截至2022年6月30日止6個月之簡明合併財務報表附註26及截至2021年12月31日止年度之合併財務報表附註34。

於2022年6月30日及2021年12月31日，本集團將其總賬面值約為3,454,823,000港元及267,411,000港元(2021年12月31日：約3,592,325,000港元及279,548,000港元)的若干發展中待售物業及已竣工待售物業抵押予資產管理公司、關聯方及其他金融機構，以作為自上述資產管理公司、關聯方及其他金融機構獲取借貸之擔保，有關詳情載於截至2022年6月30日止6個月之簡明合併財務報表附註21及截至2021年12月31日止年度之合併財務報表附註25。

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簡明合併財務報表附註

For the six months ended 30 June 2022 截至2022年6月30日止6個月

16. OTHER NON-CURRENT/CURRENT ASSETS 16. 其他非流動／流動資產

		30.6.2022 2022年 6月30日 HK\$'000 千港元 (Unaudited) (未經審核)	31.12.2021 2021年 12月31日 HK\$'000 千港元 (Audited) (經審核)
Prepayments for certain land use rights for investment properties construction purpose (note i)	用作投資物業建設用途之若干土地使用權預付款(附註i)	115,765	121,088
Prepayments for certain land use rights for properties under development for sale (note i)	用於發展中待售物業之若干土地使用權預付款(附註i)	201,243	210,495
Prepayments for taxes	預付稅項	15,747	50,680
Other current assets	其他流動資產	216,990	261,175

Notes:

- (i) Amounts represented the prepayment for certain land use rights of pieces of land in the PRC with the lease term between 40 and 70 years for the purpose of properties under development for sale and investment properties under development.

As at 30 June 2022, included therein are advance to certain local government authority of approximately RMB271,102,000 (equivalent to approximately HK\$317,008,000) (31 December 2021: approximately RMB271,102,000 (equivalent to approximately HK\$331,583,000)), which is unsecured and will be treated as the prepayment for acquiring certain land use rights in the areas controlled by such local government in the future. Advances in relation to the land use rights for the purpose of properties under development for sale were recorded as other current assets. The amount is expected to be recovered over 1 year.

附註：

- (i) 該款項指用於發展中待售物業及發展中投資物業之若干中國土地使用權之預付款項，租期介乎40年至70年。

於2022年6月30日，該等款項包括向若干地方政府部門之墊款約人民幣271,102,000元(相當於約317,008,000港元)(2021年12月31日：人民幣約271,102,000元(相當於約331,583,000港元))，為無抵押並將視作用於日後收購有關地方政府所控制地區之若干土地使用權之預付款項。用於發展中待售物業之土地使用權之墊款入賬為其他流動資產。該款項預計將於一年後收回。

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簡明合併財務報表附註

For the six months ended 30 June 2022 截至2022年6月30日止6個月

17. TRADE RECEIVABLES

17. 貿易應收款項

		30.6.2022	31.12.2021
		2022年	2021年
		6月30日	12月31日
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Audited)
		(未經審核)	(經審核)
Trade receivables	貿易應收款項	6,712	5,515
Less: allowance for credit losses	減：信貸虧損撥備	-	-
		6,712	5,515

In respect of revenue arising from sales of properties and property leasing, the Group normally does not grant any credit term to its customers. The ageing analysis of trade receivables (net of allowance for credit losses) by invoice date is as follow:

對於自物業銷售及物業租賃產生之收入，本集團一般不給予其客戶任何信貸期。按發票日期劃分的貿易應收款項（扣除信貸虧損撥備）之賬齡分析如下：

		30.6.2022	31.12.2021
		2022年	2021年
		6月30日	12月31日
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Audited)
		(未經審核)	(經審核)
Current to 90 days	即期至90日	6,712	5,515

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簡明合併財務報表附註

For the six months ended 30 June 2022 截至2022年6月30日止6個月

18. OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS

18. 其他應收款項、按金及預付款項

		30.6.2022 2022年 6月30日 HK\$'000 千港元 (Unaudited) (未經審核)	31.12.2021 2021年 12月31日 HK\$'000 千港元 (Audited) (經審核)
Other receivables	其他應收款項	35,943	33,465
Deposits paid	已付按金	1,565	1,646
Prepayments	預付款項	2,781	6,017
		40,289	41,128
Less: allowance for credit losses	減：信貸虧損撥備	(17,189)	(17,980)
		23,100	23,148

19. TRADE AND OTHER PAYABLES AND ACCRUALS

19. 貿易及其他應付款項及應計款項

		30.6.2022 2022年 6月30日 HK\$'000 千港元 (Unaudited) (未經審核)	31.12.2021 2021年 12月31日 HK\$'000 千港元 (Audited) (經審核)
Trade and bills payables	貿易應付款項及應付票據	738,908	748,179
Other payables, accruals and deposits received	其他應付款項、應計款項及已收按金	119,087	130,716
Provision for litigation (Note i)	訴訟撥備 (附註i)	253,545	277,000
Provision for compensation (Note ii)	賠償撥備 (附註ii)	111,273	99,756
		1,223,813	1,255,651

Trade payables comprise construction costs payable and other project-related expenses payable. The average credit period in purchases of goods is 120 days (31 December 2021: 120 days).

貿易應付款項包括應付的建築成本及應付的其他項目相關開支。採購貨品之平均信貸期為120日(2021年12月31日: 120日)。

Notes to the Condensed Consolidated Financial Statements
簡明合併財務報表附註

For the six months ended 30 June 2022 截至2022年6月30日止6個月

19. TRADE AND OTHER PAYABLES AND ACCRUALS – continued

The ageing analysis of trade and bills payables by invoice date at the end of reporting period is as follows:

		30.06.2022	31.12.2021
		2022年	2021年
		6月30日	12月31日
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Audited)
		(未經審核)	(經審核)
0 – 180 days	0至180日	34,684	308
181 – 365 days	181至365日	296	105
Over 365 days	超過365日	703,928	747,766
		738,908	748,179

Notes:

- (i) The provision for litigation represented provision made, other than the trade and other payables and borrowings already recognised, in relation to disputes under construction contracts in respect of the Group's various property development projects and defaults of repayment of bank and other borrowings. The provision was made based on best estimation on the outcomes of the disputes in consideration of the development of negotiations with the creditors and advice sought from the independent legal advisors and internal legal counsel. Details of the legal proceedings are set out in note 26 to the condensed consolidated financial statements for the six months ended 30 June 2022 and note 34 to the consolidated financial statements for the year ended 31 December 2021.
- (ii) The provision for compensation represented compensation to end customers of properties sales due to late delivery of real estate certificates in accordance with the sales and purchase agreements. Additional provision amounted to approximately HK\$15,902,000 was recognised for the six months ended 30 June 2022 (Year ended 31 December 2021: approximately HK\$39,047,000).

19. 貿易及其他應付款項及應計款項－續

於報告期末，按發票日期劃分的貿易應付款項及應付票據之賬齡分析如下：

	30.06.2022	31.12.2021
	2022年	2021年
	6月30日	12月31日
	HK\$'000	HK\$'000
	千港元	千港元
	(Unaudited)	(Audited)
	(未經審核)	(經審核)
0 – 180 days	34,684	308
181 – 365 days	296	105
Over 365 days	703,928	747,766
	738,908	748,179

附註：

- (i) 訴訟撥備指就有關本集團若干物業發展項目之建築合約糾紛及未能償還銀行及其他借貸而作出的撥備，已確認的貿易及其他應付款項及借貸除外。撥備乃根據對糾紛結果的最佳估計而作出，當中已考慮與債權人磋商的進展以及向獨立法律顧問及內部法律顧問尋求的意見。有關法律程序之詳情載於截至2022年6月30日止6個月之簡明合併財務報表附註26及截至2021年12月31日止年度之合併財務報表附註34。
- (ii) 賠償撥備指根據買賣協議，因延遲交付房地產證書而向物業銷售的最終客戶作出的賠償。截至2022年6月30日止6個月確認額外撥備約15,902,000港元(截至2021年12月31日止年度：約39,047,000港元)。

Notes to the Condensed Consolidated Financial Statements
簡明合併財務報表附註

For the six months ended 30 June 2022 截至2022年6月30日止6個月

20. CONTRACT LIABILITIES

20. 合約負債

		30.6.2022	31.12.2021
		2022年	2021年
		6月30日	12月31日
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Audited)
		(未經審核)	(經審核)
Sale of properties	銷售物業	334,862	349,402
Lease receivable	應收租金	691	1,124
Tourism park service and other services	旅遊樂園服務及其他服務	701	1,169
		336,254	351,695

All contract liabilities are expected to be settled within the Group's normal operating cycle, and are classified as current.

所有合約負債預期於本集團正常營業週期內結清，並分類為流動。

The Group recognised contract liabilities as the Group receives payments from customers based on billing schedules as established in the property sale contracts. Payments are usually received in advance of the performance of the contracts which is mainly the sales of properties.

由於本集團根據於物業銷售合約中確定的開票時間表收取客戶款項，本集團確認合約負債。付款通常在合約的履約義務完成前收到，而該等合約主要來自物業銷售。

At 30 June 2022 and 31 December 2021, the transaction price allocated to the performance obligations that are unsatisfied related to sales of properties is as follows:

於2022年6月30日及2021年12月31日，分配至與物業銷售有關的未履行履約義務的交易價格如下：

		30.6.2022	31.12.2021
		2022年	2021年
		6月30日	12月31日
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Audited)
		(未經審核)	(經審核)
Expected to be satisfied over one year	預期一年後履行	334,862	349,402

Notes to the Condensed Consolidated Financial Statements
簡明合併財務報表附註

For the six months ended 30 June 2022 截至2022年6月30日止6個月

21. BANK AND OTHER BORROWINGS

21. 銀行及其他借貸

		30.6.2022 2022年 6月30日 HK\$'000 千港元 (Unaudited) (未經審核)	31.12.2021 2021年 12月31日 HK\$'000 千港元 (Audited) (經審核)
Secured/guaranteed	有抵押／有擔保		
Bank borrowings	銀行借貸	387,853	387,343
Other borrowings	其他借貸	4,369,479	4,372,946
		4,757,332	4,760,289
Total borrowings are repayable as follows:	借貸總額之還款情況如下：		
– Repayable immediate or within one year	– 即時或一年內償還	4,757,332	4,760,289
– Repayable over 1 year and within 2 years	– 一年後但兩年內償還	–	–
		4,757,332	4,760,289
Less: Amounts shown under current liabilities	減：流動負債項下列示之金額	(4,757,332)	(4,760,289)
Amounts shown under non-current liabilities	非流動負債項下列示之金額	–	–
Fixed rate borrowings	定息借貸	785,564	767,369
Floating rate borrowings	浮息借貸	3,971,768	3,992,920
		4,757,332	4,760,289
Bank and other borrowings denominated in:	以下列貨幣計值之銀行及其他借貸：		
– RMB	– 人民幣	4,757,332	4,760,289

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簡明合併財務報表附註

For the six months ended 30 June 2022 截至2022年6月30日止6個月

21. BANK AND OTHER BORROWINGS
– continued

The details of secured and guaranteed other borrowings of the Group are as follows:

21. 銀行及其他借貸一續

本集團之有抵押及有擔保其他借貸詳情如下：

		30.6.2022	31.12.2021
		2022年	2021年
		6月30日	12月31日
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Audited)
		(未經審核)	(經審核)
Loans from trust fund and assets management companies (note i)	來自信託基金及資產管理公司之貸款 (附註i)	4,037,158	4,045,416
Loans from immediate holding company (note ii)	來自直接控股公司之貸款 (附註ii)	332,321	327,530
		4,369,479	4,372,946

Notes:

附註：

(i) At 30 June 2022 and 31 December 2021, the loans from trust fund and assets management companies are secured by certain property, plant and equipment of approximately HK\$85,855,000 and HK\$90,731,000 respectively; properties under development for sale of approximately HK\$3,454,821,000 and HK\$3,592,325,000 respectively; right-of-use assets of approximately HK\$30,283,000 and HK\$32,399,000 respectively; completed properties held for sale of approximately HK\$267,411,000 and HK\$279,548,000 respectively and investment properties of approximately HK\$2,520,144,000 and HK\$2,649,951,000 respectively. The loans are jointly guaranteed by Mr. Zhou Zheng and SkyOcean Holdings Company Limited, a company beneficially owned as to 80% by Mr. Zhou Zheng. The loans carry interest at 6.36% and 12.41% (31 December 2021: 6.36% and 12.41%) per annum and are repayable immediate or within one year.

(i) 於2022年6月30日及2021年12月31日，來自信託基金及資產管理公司之貸款由分別約85,855,000港元及90,731,000港元之若干物業、廠房及設備；分別約3,454,821,000港元及3,592,325,000港元之發展中待售物業；分別約30,283,000港元及32,399,000港元的使用權資產；分別約267,411,000港元及279,548,000港元之已竣工待售物業；及分別約2,520,144,000港元及2,649,951,000港元之投資物業作抵押。該等貸款由周政先生及天洋控股集團有限公司（由周政先生實益擁有80%權益之公司）共同擔保。該等貸款按年利率6.36%及12.41%（2021年12月31日：6.36%及12.41%）計息，並須即時或於一年內償還。

(ii) At 30 June 2022 and 31 December 2021, the loan from SkyOcean Investment Holdings Limited (“SkyOcean Investment”), the immediate holding company of the Company which is beneficially owned as to 80% by Mr. Zhou Zheng, is secured by certain properties under development for sale of approximately HK\$364,352,000 and HK\$370,055,000 respectively. The loan carries interest at 11.80% (31 December 2021: 11.8%) per annum and is repayable in 2022.

(ii) 於2022年6月30日及2021年12月31日，來自本公司的直接控股公司天洋投資控股有限公司（「天洋投資」，由周政先生實益擁有80%權益）之貸款以分別約為364,352,000港元及370,055,000港元之若干發展中待售物業作抵押，按年利率11.80%（2021年12月31日：11.8%）計息並須於2022年償還。

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簡明合併財務報表附註

For the six months ended 30 June 2022 截至2022年6月30日止6個月

**21. BANK AND OTHER BORROWINGS
– continued**

The secured bank and other borrowings of the Group were secured by certain assets of the Group and their carrying amounts are as follows:

21. 銀行及其他借貸—續

本集團之有抵押銀行及其他借貸由本集團之若干資產抵押，其賬面值如下：

		30.6.2022	31.12.2021
		2022年	2021年
		6月30日	12月31日
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Audited)
		(未經審核)	(經審核)
Property, plant and equipment (note 12)	物業、廠房及設備 (附註12)	85,855	90,731
Right-of-use assets	使用權資產	30,283	32,399
Properties under development for sale (note 15)	發展中待售物業 (附註15)	3,454,821	3,592,325
Investment properties (note 13)	投資物業 (附註13)	2,520,144	2,649,951
Completed properties held for sale (note 15)	已竣工待售物業 (附註15)	267,411	279,548
		6,358,514	6,644,954

22. CONVERTIBLE BONDS AND BONDS

22. 可換股債券及債券

		30.6.2022	31.12.2021
		2022年	2021年
		6月30日	12月31日
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Audited)
		(未經審核)	(經審核)
Liability components	負債部分		
Current	流動		
– Convertible bond I (note i)	– 可換股債券I (附註i)	3,903	3,726
– Bond I (note i)	– 債券I (附註i)	139,910	127,954
– Bond II (note i)	– 債券II (附註i)	525,196	480,314
		669,009	611,994
Non-current	非流動		
– Convertible bond II (note ii)	– 可換股債券II (附註ii)	430,935	419,385

For the six months ended 30 June 2022 截至2022年6月30日止6個月

22. CONVERTIBLE BONDS AND BONDS – continued

Notes:

(i) Convertible Bonds I, Bonds I and Bonds II

On 12 November 2015, the Company issued a two-year 8.5% secured convertible bonds in an aggregate principal of RMB29,520,000 (the “Convertible Bonds I”) to an independent third party. In addition, the Company issued a two-year 8.5% secured guaranteed bonds in an aggregate principal of HK\$270,000,000 (the “Bonds I”) to the holder of Convertible Bonds I on the same date. The Convertible Bonds I and the Bonds I were jointly guaranteed by Mr. Zhou Zheng and certain related parties. Corporate guarantee was provided by Beijing SkyOcean International Holdings Limited (“Beijing SkyOcean Holdings”), a company beneficially owned as to 80% by Mr. Zhou Zheng. The Convertible Bonds I and the Bonds I are also secured by charge over certain number of ordinary shares of the Company held by SkyOcean Investment.

On 28 June 2016, the Company entered into a subscription agreement with the holder of the Convertible Bonds I and the Bonds I to issue three-year 8% secured guaranteed bonds in an aggregate principal of HK\$470,000,000 (the “Bonds II”). The Bonds II was jointly guaranteed by Mr. Zhou Zheng and certain related parties. Corporate guarantee was provided by Beijing SkyOcean Holdings. The Bonds II was also secured by a charge over certain number of the Company’s ordinary shares held by SkyOcean Investment. Pursuant to the subscription agreement, SkyOcean Investment, being the holder of Convertible Bonds II (as defined in note (ii) below), charged over partial of the Convertible Bonds II (the “Charged Convertible Bonds II”) in favour of the holder of the Bonds II.

On 28 June 2016, the Company reached an agreement with the holder of the Convertible Bonds I and the Bonds I to extend the maturity date of Convertible Bonds I and the Bonds I from 12 November 2017 to 30 June 2019. The extension did not result in material financial impact on the Group.

During the year ended 31 December 2017, the holder of the Convertible Bonds I exercised its right to convert certain Convertible Bonds I, with principal of RMB9,840,000 (equivalent to approximately HK\$12,000,000) into ordinary shares of the Company.

During the year ended 31 December 2018, the holder of the Bond II with aggregate principal of HK\$70,000,000, exercised its right to redeem the Bonds II on hand in full.

22. 可換股債券及債券—續

附註：

(i) 可換股債券I、債券I及債券II

於2015年11月12日，本公司向一名獨立第三方發行本金總額為人民幣29,520,000元的兩年期8.5%有抵押可換股債券（「可換股債券I」）。此外，本公司於同日向可換股債券I持有人發行本金總額為270,000,000港元的兩年期8.5%有抵押有擔保債券（「債券I」）。可換股債券I及債券I由周政先生及若干關聯人士共同擔保。公司擔保由北京天洋國際控股有限公司（「北京天洋控股」，一間由周政先生實益擁有80%權益之公司）提供。可換股債券I及債券I亦由天洋投資持有的若干本公司普通股數目之押記作抵押。

於2016年6月28日，本公司與可換股債券I及債券I之持有人訂立認購協議，以發行本金總額為470,000,000港元的三年期8%有抵押有擔保債券（「債券II」）。債券II由周政先生及若干關聯人士共同擔保。公司擔保由北京天洋控股提供。債券II亦由天洋投資持有的若干本公司普通股數目之押記作抵押。根據認購協議，天洋投資（為可換股債券II（定義見下文附註(ii)）之持有人）以債券II持有人為受益人抵押可換股債券II的若干部分（「已抵押可換股債券II」）。

於2016年6月28日，本公司與可換股債券I及債券I之持有人達成協議，將可換股債券I及債券I之到期日由2017年11月12日延長至2019年6月30日。上述延期並無對本集團造成重大財務影響。

於截至2017年12月31日止年度，可換股債券I持有人行使其權利將若干可換股債券I（本金額為人民幣9,840,000元（相當於約12,000,000港元））轉換為本公司普通股。

於截至2018年12月31日止年度，本金總額為70,000,000港元的債券II持有人已行使其權利以悉數贖回手頭的債券II。

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22. CONVERTIBLE BONDS AND BONDS – continued

Notes: – continued

(i) Convertible Bonds I, Bonds I and Bonds II – continued

On 27 August 2019, the Company reached an agreement with the holder of the Convertible Bonds I, the Bonds I and the Bonds II to modify their terms retrospectively effective from 1 July 2019. The modification include (i) extend the maturity date of the three bonds from 30 June 2019 to 30 June 2020 with extension fee of HK\$8,910,000, representing 1.50% of the outstanding principals; (ii) the Company redeems the Bonds I with principal of HK\$100,000,000 on 30 November 2019; (iii) the coupon rates of the Convertible Bonds I and the Bonds I adjusted from 8.5% to 9.5% whereas that of the Bonds II adjusted from 8% to 9.5%; and (iv) the conversion price of the Convertible Bonds I adjusted from HK\$12 per share to HK\$7.2482 per share.

As a result, the outstanding amounts of the Bonds I and the Bonds II at 30 June 2019 were remeasured at amortised costs by applying effective interest rates (11.12% – 11.18%) after netting off the extension costs of HK\$8,550,000. On the other hand, the liability and equity components of the old Convertible Bonds I amounted to approximately HK\$21,949,000 and HK\$68,000 were derecognised respectively on 30 June 2019 with the liability and equity components of the extended Convertible Bonds I amounted to approximately HK\$23,057,000 and HK\$583,000 recognised respectively on 1 July 2019 with the difference of approximately HK\$1,623,000 together with extension cost of HK\$360,000 recognised to profit or loss.

During the year ended 31 December 2019, the holder of the Bond I with aggregate principal of HK\$100,000,000 exercised its right to redeem the Bonds I on hand in full and the Company redeemed the Bonds I with principal of HK\$10,000,000.

22. 可換股債券及債券—續

附註：—續

(i) 可換股債券I、債券I及債券II—續

於2019年8月27日，本公司與可換股債券I、債券I及債券II持有人就修訂其條款達成協議，追溯自2019年7月1日起生效。修訂包括：(i)將三類債券的到期日由2019年6月30日延長至2020年6月30日，延期費為8,910,000港元，相當於未償還本金額的1.50%；(ii)本公司於2019年11月30日贖回本金額為100,000,000港元的債券I；(iii)將可換股債券I及債券I之票息由8.5%調整至9.5%，而債券II之票息由8%調整至9.5%；及(iv)可換股債券I之換股價由每股12港元調整為每股7.2482港元。

因此，於2019年6月30日債券I及債券II的未償還金額採用實際利率（11.12%至11.18%）按攤餘成本重新計量，當中已扣除延期費8,550,000港元。另一方面，於2019年6月30日已分別終止確認舊可換股債券I的負債及權益部分約21,949,000港元及68,000港元，而於2019年7月1日分別確認已延長可換股債券I的負債及權益部分約23,057,000港元及583,000港元，差額約1,623,000港元連同延期費360,000港元於損益內確認。

於截至2019年12月31日止年度，本金總額為100,000,000港元的債券I持有人已行使其權利以悉數贖回手頭的債券I，且本公司贖回本金額為10,000,000港元的債券I。

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22. CONVERTIBLE BONDS AND BONDS – continued

Notes: – continued

(i) Convertible Bonds I, Bonds I and Bonds II – continued

On 19 June 2020, the Company reached an agreement with the holder of the Convertible Bonds I, the Bonds I and the Bonds II to modify their terms effective from 1 July 2020. The modification include (i) extend the maturity date of the three bonds from 30 June 2020 to 30 June 2021 with extension fee of HK\$8,670,000, representing 1.50% of the outstanding principals; (ii) the Company redeems the Bonds I with principal of HK\$30,000,000 on 31 July 2020, HK\$100,000,000 on 31 December 2020 and HK\$24,000,000 on 30 June 2021.

As a result, the liability components of the Bonds I and the Bonds II and Convertible Bonds I at 30 June 2020 were remeasured at amortised costs by applying effective interest rates (11.40% – 12.30%) after netting off the extension costs of HK\$8,670,000, with the difference between the remeasured and carrying amounts of the Bonds I and the Bonds II and Convertible Bonds I of approximately HK\$8,020,000 in aggregate recognised to profit or loss.

During the year ended 31 December 2020, the holder of Bonds I with aggregate principal of HK\$36,000,000 exercised its right to demand redemption of the Bonds I on hand in full.

On 31 December 2020, Mr. Zhou Zheng and a related party reached an agreement with the holder of the Convertible Bonds I, the Bonds I and the Bonds II to charge over the properties of them in favour of the holder of the Convertible Bonds I, the Bonds I and the Bonds II up to HK\$100,000,000.

22. 可換股債券及債券—續

附註：—續

(i) 可換股債券I、債券I及債券II—續

於2020年6月19日，本公司與可換股債券I、債券I及債券II持有人就修訂其條款達成協議，自2020年7月1日起生效。修訂包括：(i)將三類債券的到期日由2020年6月30日延長至2021年6月30日，延期費為8,670,000港元，相當於未償還本金額的1.50%；(ii)本公司分別於2020年7月31日、2020年12月31日及2021年6月30日贖回本金額為30,000,000港元、100,000,000港元及24,000,000港元的債券I。

因此，於2020年6月30日債券I及債券II以及可換股債券I的負債部分採用實際利率（11.40%至12.30%）按攤餘成本重新計量，當中已扣除延期費8,670,000港元，債券I及債券II以及可換股債券I重新計量與賬面值之間的差額合共約8,020,000港元於損益內確認。

於截至2020年12月31日止年度，本金總額為36,000,000港元的債券I持有人已行使其權利以悉數贖回手頭的債券I。

於2020年12月31日，周政先生及一名關聯人士與可換股債券I、債券I及債券II之持有人達成協議，向可換股債券I、債券I及債券II之持有人質押彼等不超過100,000,000港元的物業。

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22. CONVERTIBLE BONDS AND BONDS – continued

Notes: – continued

(i) Convertible Bonds I, Bonds I and Bonds II – continued

On 30 June 2021, Bonds I and Bonds II became overdue and default. On 15 November 2021, the holders of Bonds I and Bonds II appointed receiver (“Receiver”) over the Charged Assets which include (i) 205,182,287 shares of the Company (representing approximately 71.84% of total number of issued shares of the Company) and (ii) the Convertible bond II which amounted to RMB450,000,000 held by SkyOcean Investment. Upon the appointment of the Receiver, the power to deal with or to exercise any rights attached to the Charged Assets was suspended.

During the year ended 31 December 2021, the Company redeemed the Convertible Bonds I with principal of RMB19,680,000 (approximately HK\$24,000,000) and the remaining balance under Convertible Bonds I represents the remaining interest and penalty outstanding at 31 December 2021. Also, the holder of the Bonds I with aggregate principal of HK\$23,000,000 exercised its right to demand redemption of the Bonds I on hand in full.

During the period ended 30 June 2022 and year ended 31 December 2021, there was no change of any terms and conditions of the Convertible Bonds I, the Bonds I and the Bonds II. At 30 June 2022 and 31 December 2021, the outstanding principal for Bonds I and Bonds II is HK\$101,000,000 and HK\$400,000,000 respectively. The coupon rate for outstanding bonds is 9.5% for both years.

22. 可換股債券及債券—續

附註：—續

(i) 可換股債券I、債券I及債券II—續

於2021年6月30日，債券I及債券II逾期並違約。於2021年11月15日，債券I及債券II之持有人委任已押記資產（包括天洋投資持有的(i) 205,182,287股本公司股份（相當於本公司已發行股份總數約71.84%）；及(ii)可換股債券II人民幣450,000,000元）的接管人（「接管人」）。於委任接管人後，買賣或行使已押記資產所附帶任何權利的權力被暫停。

截至2021年12月31日止年度，本公司贖回本金額為人民幣19,680,000元（約24,000,000港元）的可換股債券I，可換股債券I的餘額指於2021年12月31日尚未支付的剩餘利息及罰款。此外，本金總額為23,000,000港元的債券I之持有人行使其權利要求悉數贖回手頭的債券I。

截至2022年6月30日止期間及截至2021年12月31日止年度，可換股債券I、債券I及債券II的任何條款及條件並無變動。於2022年6月30日及2021年12月31日，債券I及債券II的未償還本金額分別為101,000,000港元及400,000,000港元。於兩個年度未償還債券的票息為9.5%。

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22. CONVERTIBLE BONDS AND BONDS – continued

Notes: – continued

(ii) Convertible Bonds II

On 24 December 2015, the Company issued a five-year zero coupon convertible bonds in an aggregate principal of RMB1,500,000,000 (the “Convertible Bonds II”) to SkyOcean Investment.

On 28 October 2020, the Company reached an agreement with the holder of the Convertible Bonds II to modify the terms with effective from 10 December 2020. The modification include (i) extend the maturity date of the Convertible Bonds II from 23 December 2020 to 23 December 2025; (ii) the conversion price of the Convertible Bonds II adjusted from HK\$6.80 per share to HK\$2.00 per share; and (iii) the Convertible Bonds II bear interest from, and including the effective date at 5% per annum, which is payable semi-annually.

During the six months ended 30 June 2022, there was no change of any terms and conditions of the Convertible Bonds II, details of which were disclosed in note 26 to the Group’s consolidated financial statements for the year ended 31 December 2021.

The movements of the above bonds and convertible bonds for the six months ended 30 June 2022 and 2021 are set out below:

22. 可換股債券及債券—續

附註：—續

(ii) 可換股債券II

於2015年12月24日，本公司發行本金總額為人民幣1,500,000,000元的五年期零票息之可換股債券（「可換股債券II」）予天洋投資。

於2020年10月28日，本公司與可換股債券II持有人就修訂條款達成協議，自2020年12月10日起生效。修訂包括：(i)將可換股債券II的到期日由2020年12月23日延長至2025年12月23日；(ii)可換股債券II之換股價由每股6.80港元調整為每股2.00港元；及(iii)可換股債券II將由生效日期起（包括該日）按每年5%計息，每半年支付一次。

截至2022年6月30日止6個月，可換股債券II之任何其他條款及條件（其詳情於本集團截至2021年12月31日止年度之合併財務報表附註26中披露）概無變動。

上述債券及可換股債券於截至2022年及2021年6月30日止6個月之變動載列如下：

		Bonds I and Bonds II	Liability component of Convertible Bonds I 可換股債券 負債部分	Liability component of Convertible Bonds II 可換股債券II 負債部分	Total 總計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
At 1 January 2022 (Audited)	於2022年1月1日 (經審核)	608,268	3,726	419,385	1,031,379
Interest charged	利息支出	56,838	351	30,961	88,150
Exchange realignment	匯兌調整	-	(174)	(19,411)	(19,585)
At 30 June 2022 (Unaudited)	於2022年6月30日 (未經審核)	665,106	3,903	430,935	1,099,944
At 1 January 2021 (Audited)	於2021年1月1日 (經審核)	542,315	24,717	352,460	919,492
Interest charged	利息支出	36,297	1,612	26,443	64,352
Exchange realignment	匯兌調整	-	29	4,105	4,134
At 30 June 2021 (Unaudited)	於2021年6月30日 (未經審核)	578,612	26,358	383,008	987,978

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23. SHARE CAPITAL

23. 股本

		30.6.2022 2022年6月30日 (Unaudited) (未經審核)		31.12.2021 2021年12月31日 (Audited) (經審核)	
		Number of ordinary shares 普通股數目	HK\$'000 千港元	Number of ordinary shares 普通股數目	HK\$'000 千港元
Authorised:	法定：				
Ordinary shares of HK\$0.10 each	每股面值0.10港元之 普通股	3,000,000,000	300,000	3,000,000,000	300,000
Issued and fully paid:	已發行及繳足：				
Ordinary shares of HK\$0.10 each	每股面值0.10港元之 普通股				
At 1 January and 30 June/31 December	於1月1日及 6月30日/ 12月31日	285,490,845	28,550	285,490,845	28,550

24. CONTINGENT LIABILITIES

24. 或然負債

		30.6.2022 2022年 6月30日 HK\$'000 千港元 (Unaudited) (未經審核)	31.12.2021 2021年 12月31日 HK\$'000 千港元 (Audited) (經審核)
Mortgage loan guarantees provided by the Group to banks in favour of its customers (note)	本集團為其客戶向銀行提供 的按揭貸款擔保(附註)	141,867	166,211

Note:

In the opinion of the Company, the fair values of the financial guarantee contracts of the Group are insignificant at initial recognition, taking into consideration the possibility of default by the relevant buyers and, in case of default in payments, the net realisable value of the related properties can recover the repayment of the outstanding mortgage principals together with the accrued interest and penalty. No provision has been made for the six months ended 30 June 2022 and year ended 31 December 2021 for these guarantees.

附註：

本公司認為，本集團的財務擔保合約公允價值於初步確認時並不重大，乃考慮到相關買方拖欠款項的可能性，以及倘若買家拖欠款項，有關物業的可變現淨值可抵償未償還按揭本金的還款，連同應計利息及罰款。截至2022年6月30日止6個月及截至2021年12月31日止年度，概無就該等擔保作出撥備。

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25. COMMITMENTS

25. 承擔

		30.6.2022	31.12.2021
		2022年	2021年
		6月30日	12月31日
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Audited)
		(未經審核)	(經審核)
Development expenditure in respect of:	下列項目之發展開支：		
Investment properties	投資物業	543,377	568,360
Properties under development for sale	發展中待售物業	2,352,634	2,460,799
Property, plant and equipment	物業、廠房及設備	210,406	220,080
		3,106,417	3,249,239

26. LEGAL DISPUTES

As at 30 June 2022, the Group is subjected to legal claims amounted to approximately HK\$4,832.7 million (31 December 2021: approximately HK\$5,014.7 million), involving (i) disputes under construction contracts of approximately HK\$813.0 million (31 December 2021: approximately HK\$779.7 million) in respect of its various property development projects; (ii) defaults of repayment of several bank and other borrowings of approximately HK\$3,960.8 million (31 December 2021: approximately HK\$4,142.8 million); and (iii) other miscellaneous legal claims of approximately HK\$58.9 million (31 December 2021: approximately HK\$92.2 million).

In these legal proceedings, the Group has received court orders to restrict the disposition of certain investment properties, property, plant and equipment, right-of-use assets, properties under development for sale and properties held for sale in an aggregate amount of approximately HK\$6,140.9 million (31 December 2021: approximately HK\$6,408.2 million) and the withdrawal of bank deposits of approximately HK\$9.2 million (31 December 2021: approximately HK\$10.3 million) at 30 June 2022.

26. 法律糾紛

於2022年6月30日，本集團涉及若干法律申索，金額約為4,832.7百萬港元（2021年12月31日：約5,014.7百萬港元），其中包括(i)涉及與建築合約有關的多個物業發展項目的糾紛，金額約為813.0百萬港元（2021年12月31日：約779.7百萬港元）；(ii)拖欠多筆銀行及其他借貸還款約3,960.8百萬港元（2021年12月31日：約4,142.8百萬港元）；及(iii)其他雜項法律申索約58.9百萬港元（2021年12月31日：約92.2百萬港元）。

於該等法律程序中，本集團已接獲法院頒令，對處置於2022年6月30日總額約6,140.9百萬港元（2021年12月31日：約6,408.2百萬港元）的若干投資物業、物業、廠房及設備、使用權資產、發展中待售物業及持作出售物業以及提取約9.2百萬港元（2021年12月31日：約10.3百萬港元）的銀行存款施加限制。

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26. LEGAL DISPUTES – continued

At 30 June 2022, the assets of the Group restricted for disposition or withdrawal by the court orders are as follows:

		30.6.2022	31.12.2021
		2022年	2021年
		6月30日	12月31日
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Audited)
		(未經審核)	(經審核)
Property, plant and equipment (note 12)	物業、廠房及設備 (附註12)	26,943	29,111
Right-of-use assets	使用權資產	30,283	32,399
Properties under development for sale (note 15)	發展中待售物業 (附註15)	3,485,397	3,615,371
Completed properties held for sale (note 15)	已竣工待售物業 (附註15)	267,411	279,548
Investment properties (note 13)	投資物業 (附註13)	2,330,827	2,451,810
Bank balances	銀行結餘	9,190	10,323
		6,150,051	6,418,562

The Company considers that the claims made by the construction contractors are mainly related to construction works that did not meet the required standards pursuant to the terms of the construction contracts, the Group has the right not to certify those construction work claimed by the contractors. In addition, the Group has already made or is in the process of making counter claims for compensation from the construction contractors for causing delay in delivering of the properties to the customers of the Group.

The management has sought legal advice from the independent legal advisors or internal legal counsel on these legal proceedings and the Group has provided construction cost liabilities due to litigation amounted to approximately HK\$177.5 million at 30 June 2022 (31 December 2021: approximately HK\$192.1 million) in relation to the above mentioned construction contracts under dispute.

26. 法律糾紛—續

於2022年6月30日，本集團被法院頒令限制處置或提取的資產如下：

本公司認為，承建商提出的申索主要與不符合建築合約條款所規定標準的建築工程有關，本集團有權拒絕為承建商申索的建築工程作出證明。此外，本集團已作出或正在作出反申索，就導致延遲向本集團客戶交付物業向承建商索償。

管理層已就該等法律程序向獨立法律顧問或內部法律顧問徵求法律意見，於2022年6月30日，本集團已就上述建築合約糾紛計提建築成本負債訴訟撥備約177.5百萬港元（2021年12月31日：約192.1百萬港元）。

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26. LEGAL DISPUTES – continued

At 30 June 2022, other outstanding claims that are subjected to legal proceedings and/or appeal amounted to approximately HK\$4,019.6 million (31 December 2021: approximately HK\$4,235.0 million) in aggregate. For legal claims other than disputes under construction contracts, provision for litigation on other claims amounted to approximately HK\$76.0 million (31 December 2021: approximately HK\$84.9 million) has been made in respect of these claims at 30 June 2022. The Company considers that the Group has reasonable ground to defend those legal claims and consider that those legal claims would not result in any material adverse effects on the financial position of the Group.

Other than as disclosed elsewhere in the condensed consolidated financial statements, the Group has the following litigations with some of its lenders:

(1) BEIJING SKYOCEAN FOUNDATION INVESTMENTS CO., LTD** (“BEIJING SKYOCEAN”)

On 10 January 2017, Beijing SkyOcean, an indirect wholly-owned subsidiary of the Company entered into a loan agreement with Hengfeng Bank Securities Co., Ltd. Beijing Branch** (“Hengfeng Bank”), pursuant to which Hengfeng Bank granted a term loan in the amount of RMB2,800.0 million (equivalent to approximately HK\$3,327.0 million) to Beijing SkyOcean for a term of 5 years for the purpose of financing the development and construction cost of a parcel of land in Fangshan District, Beijing, the PRC, under the COMB+ project (the “Fangshan Land and CIP”). The Fangshan Land was charged to Hengfeng Bank as one of the securities for the repayment of the loan.

On 28 February 2020, Beijing SkyOcean was informed that all rights under the loan and the relevant securities charged were transferred from Hengfeng Bank to Shandong Financial Assets Management Securities Co., Ltd. ** (“Shandong Assets”).

26. 法律糾紛—續

於2022年6月30日，涉及法律訴訟及／或上訴的其他尚未解決的申索總額約為4,019.6百萬港元（2021年12月31日：約4,235.0百萬港元）。對於建築合約糾紛以外的法律申索，於2022年6月30日，已就該等其他申索計提訴訟撥備約76.0百萬港元（2021年12月31日：約84.9百萬港元）。本公司認為，本集團有合理的理據對該等法律申索抗辯，並認為該等法律申索不會對本集團的財務狀況造成任何重大不利影響。

除簡明合併財務報表其他地方所披露的事項外，本集團與其若干貸款人有以下訴訟：

(1) 北京天洋基業投資有限公司（「北京天洋」）

於2017年1月10日，本公司的間接全資附屬公司北京天洋與恒豐銀行股份有限公司北京分行（「恒豐銀行」）訂立貸款協議，據此，恒豐銀行向北京天洋授出定期貸款人民幣2,800.0百萬元（相當於約3,327.0百萬港元），為期五年，用於撥付超級蜂巢項目下之中國北京房山區一幅土地（「房山土地及在建工程」）的開發及建築成本。房山土地已抵押予恒豐銀行，作為償還貸款的抵押品之一。

於2020年2月28日，北京天洋獲告知貸款及相關抵押品下的所有權利已由恒豐銀行轉讓予山東省金融資產管理股份有限公司（「山東資管」）。

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26. LEGAL DISPUTES – continued

(1) BEIJING SKYOCEAN FOUNDATION INVESTMENTS CO., LTD** (“BEIJING SKYOCEAN”) – continued

On 13 August 2020, Second Intermediate People’s Court of Beijing** (the “Beijing Court”) issued an enforcement judgement, pursuant to which it made an order that, amongst other things, Shandong Assets has the right to enforce the security of the loan by auctioning or selling the southern zone of Fangshan Land and CIP and entitle to the priority over to the proceeds of the auction, the sale or the rental income generated (as the case may be) (“Enforcement Judgement”). SkyOcean Holding Group Co., Ltd.**, a company beneficially owned as to 80% by Mr. Zhou Zheng and being one of the guarantors of the loan (the “Guarantor”), applied to the Beijing Court for an order that the Enforcement Judgement should not be enforced, which was rejected by the Beijing Court on 13 November 2020.

In December 2020, Beijing SkyOcean was informed by Shandong Assets that (i) it intended to enforce the security over the southern zone of Fangshan Land and CIP by putting it on public auction (the “Auction”) in satisfaction of the loan (the “Enforcement Action”); and (ii) an application has been made to the Beijing Court for a valuation of the southern zone of Fangshan Land and CIP, which shall be relied upon by Shandong Assets as the base price of the Auction. Based on the valuation report dated 2 December 2020 prepared by an independent professional valuer employed by the Beijing Court, the valuation of the southern zone of Fangshan Land and CIP as at 23 October 2020 was approximately RMB2,798.7 million (equivalent to approximately HK\$3,325.3 million) (the “Valuation”).

26. 法律糾紛－續

(1) 北京天洋基業投資有限公司 (“北京天洋”)－續

於2020年8月13日，北京市第二中級人民法院（「北京法院」）頒佈執行裁定書，據此，其頒令（其中包括）山東資管有權透過拍賣或出售房山土地南區及在建工程強制執行貸款的抵押品，並就拍賣、銷售或出租（視情況而定）所得款項享有優先權（「執行裁定書」）。天洋控股集團有限公司，一間由周政先生實益擁有80%權益之公司並為貸款的擔保人之一（「擔保人」），已向北京法院申請頒令禁止強制執行執行裁定書，但於2020年11月13日被北京法院駁回。

於2020年12月，北京天洋獲山東資管告知，(i)其有意透過公開拍賣（「拍賣」）房山土地南區及在建工程強制執行該土地的抵押，作為貸款的補償（「強制執行行動」）；及(ii)已向北京法院申請取得房山土地南區及在建工程的估值，作為山東資管釐定拍賣底價的依據。根據由北京法院委聘的獨立專業估值師所編製日期為2020年12月2日的估值報告，房山土地南區及在建工程於2020年10月23日的估值約為人民幣2,798.7百萬元（相當於約3,325.3百萬元）（「估值」）。

For the six months ended 30 June 2022 截至2022年6月30日止6個月

26. LEGAL DISPUTES – continued

(1) BEIJING SKYOCEAN FOUNDATION INVESTMENTS CO., LTD** (“BEIJING SKYOCEAN”) – continued

On 31 December 2020, Beijing SkyOcean was in default of an outstanding principal of approximately RMB2,510 million (equivalent to approximately HK\$2,982.3 million) and the accrued interest of approximately RMB213.7 million (equivalent to approximately HK\$254.0 million).

On 13 January 2021, the Guarantor filed an application to the Beijing Court to object to the Valuation (the “Application”), and as informed by the Beijing Court in early March 2021, the Beijing Court has appointed Beijing Real Estate Valuer and Land Valuer and Immovable Asset Registration Agency Association** to provide a professional technical assessment (the “Assessment”) on the merit of the Application.

The result of the Assessment was released on 30 March 2021 and concluded that the Application was without merit. On 15 April 2021, the Beijing Court also issued a notice to Beijing SkyOcean that the Auction for southern zone of Fangshan Land was scheduled to take place at Alibaba Judicial Auction Network Platform** of the Beijing Court (the “Platform”) from 27 May 2021 to 28 May 2021.

Based on the information disclosed on the Platform after the close of the Auction on 28 May 2021, no bid was received for the southern zone of Fangshang Land and CIP and the Auction was unsuccessful.

According to legal procedures, the case was automatically entered into the sell-off process after the unsuccessful auction. The sell-off process of the southern zone of Fangshang Land and CIP took place at the Platform from 30 July 2021 to 28 September 2021.

26. 法律糾紛－續

(1) 北京天洋基業投資有限公司 (「北京天洋」)－續

於2020年12月31日，北京天洋拖欠未償還本金約人民幣2,510百萬元(相當於約2,982.3百萬港元)及應計利息約人民幣213.7百萬元(相當於約254.0百萬港元)。

於2021年1月13日，擔保人向北京法院申請反對估值(「申請」)，並於2021年3月初獲北京法院告知，北京法院已委任北京房地產估價師和土地估價師與不動產登記代理人協會就申請依據提供專業技術評審工作(「評審」)。

評審的結果已於2021年3月30日公布，結論為申請並無依據。於2021年4月15日，北京法院亦向北京天洋發出通知，房山土地南區的拍賣定於2021年5月27日至2021年5月28日在北京法院的阿里巴巴司法拍賣網絡平台(「平台」)進行。

根據平台在2021年5月28日拍賣結束後所披露之資料，房山土地南區及在建工程未收到任何投標，拍賣未成功。

根據法律程序，該案件於流拍後自動進入變賣程序。房山土地南區及在建工程自2021年7月30日至2021年9月28日在平台進行變賣。

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26. LEGAL DISPUTES – continued

(1) BEIJING SKYOCEAN FOUNDATION INVESTMENTS CO., LTD (“BEIJING SKYOCEAN”) – continued**

Based on the information disclosed on the Platform after the close of the sell-off process on 28 September 2021, no bid was received for the southern zone of Fangshan Land and CIP and the sell-off process was unsuccessful.

On 13 December 2021, the Beijing Court issued another notice to Beijing SkyOcean that another auction for central zone of Fangshan Land is scheduled to take place at the Platform on 30 December 2021.

Based on the information disclosed on the Platform after the close of the auction on 30 December 2021, no bid was received for the central zone of Fangshan Land.

As at 30 June 2022, the southern zone of Fangshan Land and CIP was recognised as properties under development for sale amounted to approximately HK\$2,635 million (31 December 2021: approximately HK\$2,852 million).

The Company is in the process of obtaining a new loan from an independent financial institution for repayment of the Shandong Asset loan and nothing is concluded up to the date of approval of these condensed consolidated financial statements.

26. 法律糾紛－續

(1) 北京天洋基業投資有限公司 (「北京天洋」)－續

根據平台在2021年9月28日變賣程序結束後所披露之資料，房山土地南區及在建工程未收到任何投標，變賣未成功。

於2021年12月13日，北京法院向北京天洋發出另一份通知，定於2021年12月30日在平台另行拍賣房山土地中區。

根據平台在2021年12月30日拍賣結束後所披露之資料，房山土地中區未收到任何投標。

於2022年6月30日，房山土地南區及在建工程確認為發展中待售物業約為2,635百萬港元 (2021年12月31日：約2,852百萬港元)。

本公司正從一家獨立金融機構獲取新貸款，以向山東資管還款，而截至本簡明合併財務報表批准之日，尚未達成任何結論。

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26. LEGAL DISPUTES – continued

(2) HUNAN DREAMEAST CULTURAL DEVELOPMENT CO., LTD.** (“HUNAN DREAMEAST”)

On 15 May 2018, Hunan DreamEast Cultural Development Co., Ltd.** (“Hunan DreamEast”), an indirect wholly-owned subsidiary of the Company entered into a loan agreement with Bank of Beijing Co., Ltd. Changsha Branch** (“Bank of Beijing”), pursuant to which Bank of Beijing granted a 5-years term loan in the amount of approximately RMB320.0 million (equivalent to approximately HK\$364.8 million) to Hunan DreamEast for the purpose of financing the development and construction cost of a parcel of land in Hengyang, the PRC, under the Hengnan Project (the “Hengyang Land”).

Hunan DreamEast was in default of an outstanding principal of approximately RMB263.1 million (equivalent to approximately HK\$312.6 million) in 2020. Without notice to Hunan DreamEast, Bank of Beijing filed a civil claim of approximately RMB263.1 million against Hunan DreamEast with Intermediate People’s Court of Changsha, Hunan Province** on 17 November 2020. Hunan DreamEast is in the process of negotiation with Bank of Beijing to revise the repayment schedule and nothing is concluded up to the date of approval of these condensed consolidated financial statements.

26. 法律糾紛—續

(2) 湖南夢東方文化發展有限公司 （「湖南夢東方」）

於2018年5月15日，本公司的間接全資附屬公司湖南夢東方文化發展有限公司（「湖南夢東方」）與北京銀行股份有限公司長沙分行（「北京銀行」）訂立貸款協議，據此，北京銀行向湖南夢東方授出定期貸款約人民幣320.0百萬元（相當於約364.8百萬港元），為期五年，用於撥付衡南項目於中國衡陽一幅土地（「衡陽土地」）的開發及建築成本。

於2020年，湖南夢東方拖欠未償還本金約人民幣263.1百萬元（相當於約312.6百萬港元）。在沒有通知湖南夢東方的情況下，北京銀行於2020年11月17日向湖南省長沙市中級人民法院對湖南夢東方提出約人民幣263.1百萬元的民事索賠。湖南夢東方正與北京銀行磋商修改還款計劃，而截至本簡明合併財務報表批准之日，尚未達成任何結論。

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27. RELATED PARTY DISCLOSURES

Apart from the related party transactions and balances disclosed elsewhere in these condensed consolidated financial statements, the Group had the following significant related party transactions during the period.

(A) During the year ended 31 December 2019, the Group entered into an agreement with DreamEast Pictures Co., Ltd. ("DreamEast Pictures"), a company held as to 80% by Mr. Zhou Zheng, pursuant to which DreamEast Pictures would provide the Intellectual Properties Rights to the Group from 1 August 2019 to 31 July 2021. The service expenses for six months ended 30 June 2022 was HK\$ Nil (*six months ended 30 June 2021: approximately HK\$2,241,000*).

(B) During the year ended 31 December 2017, the Group entered into a tenancy agreement with Sanhe SkyOcean Real Estate Development Co., Ltd. ("Sanhe SkyOcean"), a company held as to 80% by Mr. Zhou Zheng, pursuant to which Sanhe SkyOcean would lease the theme park to the Group with lease term from October 2017 to December 2019. On 13 December 2019, a new agreement was signed by both parties with lease term from 1 January 2020 to 31 December 2022, which was early terminated on 31 December 2020 and replaced by a new agreement signed by both parties with lease term from 1 January 2021 to 31 December 2021. During 2022, a new agreement was signed by both parties and the rental expenses for six months ended 30 June 2022 was approximately HK\$1,207,000 (*six months ended 30 June 2021: approximately HK\$1,199,000*).

27. 關聯人士之披露

除本簡明合併財務報表其他部分所披露之關聯人士交易及結餘外，本集團於期內曾進行下述重大關聯人士交易。

(A) 於截至2019年12月31日止年度，本集團與夢東方電影有限公司（「夢東方電影」）（一間由周政先生持有80%權益之公司）訂立協議，據此，夢東方電影自2019年8月1日至2021年7月31日將向本集團提供知識產權。截至2021年6月30日止6個月的服務費用為零港元（截至2021年6月30日止6個月：約2,241,000港元）。

(B) 於截至2017年12月31日止年度，本集團與三河天洋城房地產開發有限公司（「三河天洋城」，一間由周政先生持有80%權益之公司）訂立租賃協議，據此，三河天洋城將向本集團出租主題樂園，租期由2017年10月至2019年12月。於2019年12月13日，雙方簽署新協議，租期為2020年1月1日至2022年12月31日，該協議已於2020年12月31日提早終止，並由雙方簽署的租期為2021年1月1日至2021年12月31日的新租賃協議所取代。於2022年，雙方簽署新協議，截至2022年6月30日止6個月的租賃開支約為1,207,000港元（截至2021年6月30日止6個月：約1,199,000港元）。

For the six months ended 30 June 2022 截至2022年6月30日止6個月

**27. RELATED PARTY DISCLOSURES
– continued**

(C) OUTSTANDING BALANCES WITH RELATED PARTIES

- (i) At 30 June 2022, amounts due from related companies of HK\$349,602,000 (31 December 2021: HK\$349,747,000) were all non-trade nature, unsecured, interest-free and repayable within one year. Mr. Zhou Zheng has controlling interest in these related companies.
- (ii) At 30 June 2022, amounts due to related companies and due to a joint venture of HK\$1,045,082,000 and HK\$290,207,000 (31 December 2021: HK\$1,179,109,000 and HK\$191,270,000) were all non-trade nature, unsecured, interest-free and repayable on demand. Mr. Zhou Zheng has controlling interest in these related companies.

(D) GUARANTEES PROVIDED BY RELATED PARTIES

- (i) At 30 June 2022, Mr. Zhou Zheng and certain related parties provided joint personal guarantee for the borrowings granted by certain banks, related party and other financial institutions to the Group with the carrying amount of RMB4,068,423,000 (31 December 2021: RMB3,892,012,000), which was equivalent to approximately HK\$4,757,332,000 (31 December 2021: approximately HK\$4,760,289,000), details of which are set out in note 21 to these condensed consolidated financial statements.

27. 關聯人士之披露—續

(C) 與關聯人士之未償還結餘

- (i) 於2022年6月30日，應收關聯公司款項349,602,000港元(2021年12月31日：349,747,000港元)均屬非貿易性質、無抵押、免息及須於一年內償還。周政先生擁有此等關聯公司之控制性權益。
- (ii) 於2022年6月30日，應付關聯公司及應付合營企業款項1,045,082,000港元及290,207,000港元(2021年12月31日：1,179,109,000港元及191,270,000港元)均屬非貿易性質、無抵押、免息及須按要償還。周政先生擁有此等關聯公司之控制性權益。

(D) 關聯人士提供之擔保

- (i) 於2022年6月30日，周政先生及若干關聯人士就若干銀行、關聯人士及其他金融機構向本集團授出之賬面值為人民幣4,068,423,000元(2021年12月31日：人民幣3,892,012,000元)(相當於約4,757,332,000港元(2021年12月31日：約4,760,289,000港元))之借貸共同作出個人擔保，有關詳情載於該等簡明合併財務報表附註21。

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**27. RELATED PARTY DISCLOSURES
– continued**

**(D) GUARANTEES PROVIDED BY RELATED
PARTIES – continued**

- (ii) At 30 June 2022, SkyOcean Holdings Group Limited, a company beneficially owned as to 80% by Mr. Zhou Zheng, provided corporate guarantee for the borrowings granted by certain banks, related party and other financial institutions to the Group with the carrying amount of RMB4,068,423,000 (31 December 2021: RMB3,892,012,000), which is equivalent to approximately HK\$4,757,332,000 (31 December 2021: approximately HK\$4,760,289,000), details of which are set out in note 21 to these condensed consolidated financial statements.
- (iii) At 30 June 2022, DreamEast (Sanhe) Entertainment Limited, a company beneficially owned as to 80% by Mr. Zhou Zheng, provided corporate guarantee for the borrowings granted by certain banks to the Group with the carrying amount of RMB306,688,000 (31 December 2021: RMB291,692,000), which is equivalent to approximately HK\$358,620,000 (31 December 2021: approximately HK\$356,766,000), details of which are set out in note 21 to these condensed consolidated financial statements.

27. 關聯人士之披露－續

(D) 關聯人士提供之擔保－續

- (ii) 於2022年6月30日，周政先生實益擁有80%權益之公司天洋控股集團有限公司就若干銀行、關聯人士及其他金融機構向本集團授出之賬面值為人民幣4,068,423,000元（2021年12月31日：人民幣3,892,012,000元）（相當於約4,757,332,000港元（2021年12月31日：約4,760,289,000港元））之借貸提供公司擔保，有關詳情載於該等簡明合併財務報表附註21。
- (iii) 於2022年6月30日，周政先生實益擁有80%權益之公司夢東方（三河）娛樂有限公司就若干銀行向本集團授出之賬面值為人民幣306,688,000元（2021年12月31日：人民幣291,692,000元）（相當於約358,620,000港元（2021年12月31日：約356,766,000港元））之借貸提供公司擔保，有關詳情載於該等簡明合併財務報表附註21。

For the six months ended 30 June 2022 截至2022年6月30日止6個月

**27. RELATED PARTY DISCLOSURES
– continued**

**(D) GUARANTEES PROVIDED BY RELATED
PARTIES – continued**

- (iv) At 30 June 2022 and 31 December 2021, Mr. Zhou Zheng and a related party, provided joint personal guarantee and Beijing SkyOcean Holdings, a company beneficially owned as to 80% by Mr. Zhou Zheng, provided corporate guarantee in favour of the holders of the Convertible Bonds I, the Bonds I and the Bonds II. Furthermore, Convertible Bonds I, the Bonds I and the Bonds II are also secured by a charge over certain number of ordinary shares of the Company held by SkyOcean Investment Holdings Limited, the immediate holding company of the Company and a charge over properties of Mr. Zhou Zheng and a related party, up to HK\$100,000,000. In addition, SkyOcean Investment Holdings Limited, being the holder of Convertible Bonds II, charged over certain part of Convertible bonds II in favour of the holder of Bonds II. The details are set out in note 22 to these condensed consolidated financial statements.

27. 關聯人士之披露－續

(D) 關聯人士提供之擔保－續

- (iv) 於2022年6月30日及2021年12月31日，周政先生及一名關聯人士向可換股債券I、債券I及債券II之持有人共同作出個人擔保，而周政先生實益擁有80%權益之公司北京天洋控股向彼等提供公司擔保。此外，可換股債券I、債券I及債券II亦以本公司直接控股公司天洋投資控股有限公司持有之本公司若干普通股之押記以及周政先生及關連人士的物業押記（最高為100,000,000港元）作抵押。此外，可換股債券II持有人天洋投資控股有限公司已向債券II持有人押記若干可換股債券II。詳情載於該等簡明合併財務報表附註22。

Notes to the Condensed Consolidated Financial Statements
簡明合併財務報表附註

For the six months ended 30 June 2022 截至2022年6月30日止6個月

**27. RELATED PARTY DISCLOSURES
– continued**

**(E) COMPENSATION OF KEY MANAGEMENT
PERSONNEL OF THE GROUP**

27. 關聯人士之披露—續

(E) 本集團主要管理人員報酬

		Six months ended	
		截至下列日期止6個月	
		30.6.2022	30.6.2021
		2022年	2021年
		6月30日	6月30日
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Short-term benefits*	短期福利*	968	1,518

* Certain executive directors of the Company received emoluments from a related company of the Group for six months ended 30 June 2022 and 2021, part of which are in relation to their services to the Company. No apportionment has been made as the Directors consider that it is not feasible to apportion the amount between their services to the Company and their services to the related company. The related company is wholly owned by the immediate family members of Mr. Zhou Zheng.

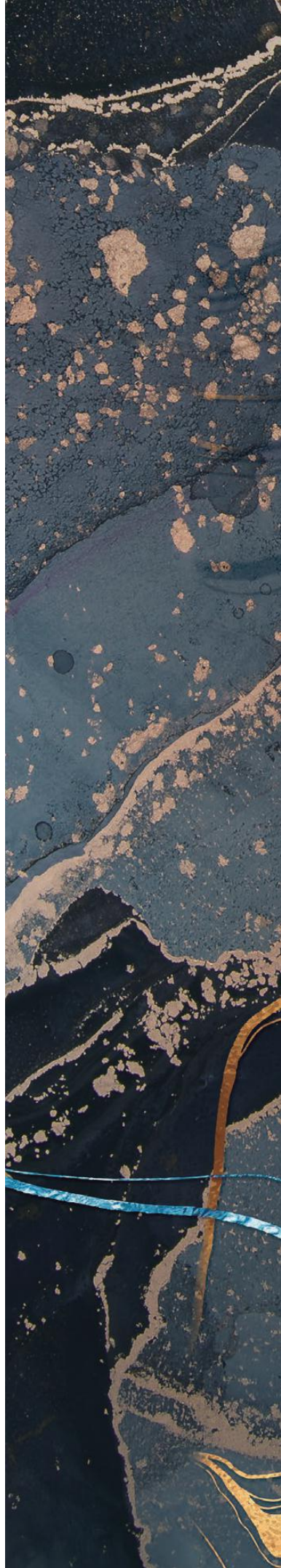
* 於截至2022及2021年6月30日止6個月，本公司若干執行董事從本集團一間關聯公司收取酬金，當中部分酬金與彼等向本公司提供之服務有關。由於董事認為將有關酬金攤分為彼等為本公司提供服務之酬金及彼等為關聯公司提供服務之酬金並不可行，故並無分攤有關酬金。該關聯公司由周政先生之直系家屬全資擁有。

28. EVENTS AFTER THE REPORTING PERIOD

There were no important events affecting the Group since the end of the reporting period and up to the date of this report.

28. 報告期後事項

自報告期結束後起直至本報告日期，概無影響本集團的重大事項。



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