



# 中國疏浚環保控股有限公司

## China Dredging Environment Protection Holdings Limited

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立的有限公司)

Stock Code 股份代號: 871



# INTERIM REPORT

## 中期報告

# 2017

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# Corporate Information

## 公司資料

### BOARD OF DIRECTORS

#### Executive Directors:

Mr. Liu Kaijin (*Chairman*)  
Mr. Wu Bin (*Vice Chairman*)  
Mr. Wu Xuze (*Chief Executive Officer*)  
Ms. Zhou Shuhua

#### Non-Executive Director:

Mr. Liu Longhua (*Vice Chairman*)

#### Independent Non-Executive Directors:

Mr. Huan Xuedong  
Mr. Chan Ming Sun Jonathan  
Mr. Liang Zequan

### AUDIT COMMITTEE

Mr. Chan Ming Sun Jonathan (*Chairman*)  
Mr. Huan Xuedong  
Mr. Liang Zequan

### REMUNERATION COMMITTEE

Mr. Liang Zequan (*Chairman*)  
Mr. Liu Longhua  
Mr. Chan Ming Sun Jonathan

### NOMINATION COMMITTEE

Mr. Liu Longhua (*Chairman*)  
Mr. Chan Ming Sun Jonathan  
Mr. Liang Zequan

### AUTHORISED REPRESENTATIVES

Mr. Liu Kaijin  
Ms. Wong Kwan Lai

### COMPANY SECRETARY

Ms. Wong Kwan Lai

### LEGAL ADVISOR

Chiu & Partners (as to Hong Kong Law)

### 董事會

#### 執行董事：

劉開進先生(主席)  
伍斌先生(副主席)  
吳旭澤先生(行政總裁)  
周淑華女士

#### 非執行董事：

劉龍華先生(副主席)

#### 獨立非執行董事：

還學東先生  
陳銘樂先生  
梁澤泉先生

### 審核委員會

陳銘樂先生(主席)  
還學東先生  
梁澤泉先生

### 薪酬委員會

梁澤泉先生(主席)  
劉龍華先生  
陳銘樂先生

### 提名委員會

劉龍華先生(主席)  
陳銘樂先生  
梁澤泉先生

### 授權代表

劉開進先生  
黃君麗女士

### 公司秘書

黃君麗女士

### 法律顧問

趙不渝馬國強律師事務所(香港法律顧問)

## AUDITOR

CWC CPA Limited  
Certified Public Accountants

## PRINCIPAL BANKERS

China Merchants Bank Co., Ltd. Yancheng Branch  
Yancheng City Branch office of Agricultural Bank of China Limited  
China Construction Bank Asia Corporation

## REGISTERED ADDRESS

Cricket Square, Hutchins Drive,  
P.O. Box 2681, Grand Cayman KY1-1111,  
Cayman Islands

## HEADQUARTERS AND PRINCIPAL PLACE OF BUSINESS

*The People's Republic of China:*  
No. 1 Xingyu Road, Baocai Industrial Zone,  
Yandu District, Yancheng City,  
Jiangsu Province, the PRC

*Hong Kong:*  
Office 19, 36th Floor, China Merchants Tower,  
Shun Tak Centre,  
Nos.168–200 Connaught Road Central,  
Hong Kong

## PRINCIPAL SHARE REGISTRAR

Conyers Trust Company (Cayman) Limited  
(formerly known as Codan Trust Company (Cayman) Limited)

## HONG KONG SHARE REGISTRAR

Tricor Investor Services Limited

## WEBSITE

[www.cdep.com.hk](http://www.cdep.com.hk)

## 核數師

張黃會計師事務所有限公司  
執業會計師

## 主要往來銀行

中國招商銀行鹽城分行  
中國農業銀行股份有限公司鹽城分行  
中國建設銀行(亞洲)股份有限公司

## 註冊地址

Cricket Square, Hutchins Drive,  
P.O. Box 2681, Grand Cayman KY1-1111,  
Cayman Islands

## 總部及主要營業地點

中華人民共和國：  
中國江蘇省  
鹽城市鹽都區  
寶才工業區興宇路1號

香港：  
香港  
干諾道中168–200號  
信德中心  
招商局大廈36樓19號

## 主要股份登記處

Conyers Trust Company (Cayman) Limited  
(前稱Codan Trust Company (Cayman) Limited)

## 香港證券登記處

卓佳證券登記有限公司

## 網站

[www.cdep.com.hk](http://www.cdep.com.hk)

# Definition

## 釋義

|   |  |
|---|--|
| <p><b>“Audit Committee”</b><br/>「審核委員會」</p>                                 | <p>the audit committee of the Company<br/>本公司審核委員會</p>   |
| <p><b>“Board”</b><br/>「董事會」</p>   | <p>the board of Directors<br/>董事會</p>  |
| <p><b>“CG Code”</b><br/>「企業管治守則」</p>  | <p>the code provisions as contained in “Corporate Governance Code and Corporate Governance Report” set out in Appendix 14 to the Listing Rules (as amended from time to time), which are adopted (with modification) by the Board as its corporate governance code<br/>上市規則附錄十四所載的「企業管治守則及企業管治報告」中所列的守則條文(經不時修訂)，董事會已附加修訂採用作為其企業管治守則</p> |
| <p><b>“Company”/“China Dredging ENV”</b><br/>「本公司」/「中國疏浚環保」</p>             | <p>China Dredging Environment Protection Holdings Limited<br/>中國疏浚環保控股有限公司</p>   |
| <p><b>“Contractual Arrangements”</b><br/>「合約安排」</p>                         | <p>a series of contracts, pursuant to which all economic benefits and risks arising from the business of Jiangsu Xingyu are transferred to Xiangyu PRC, details of which were set out in the prospectus of the Company dated 8 June 2011<br/>一系列合約，據此江蘇興宇的業務中產生的一切經濟利益及風險均轉撥至翔宇中國，詳情載於本公司日期為二零一一年六月八日的招股章程</p>                           |
| <p><b>“Director(s)”</b><br/>「董事」</p>  | <p>director(s) of the Company<br/>本公司董事</p>  |
| <p><b>“Group”</b><br/>「本集團」</p>   | <p>the Company and its subsidiaries<br/>本公司及其附屬公司</p>  |
| <p><b>“HK\$”</b><br/>「港元」</p>   | <p>Hong Kong dollars, the lawful currency of Hong Kong<br/>港元，香港法定貨幣</p>   |
| <p><b>“Jiangsu Xingyu”/“PRC Operational Entity”</b><br/>「江蘇興宇」/「中國經營實體」</p> | <p>Jiangsu Xingyu Holdings Group Limited* (formerly known as Jiangsu Xingyu Port Construction Company Limited*), a wholly-owned subsidiary of the Company<br/>江蘇興宇控股集團有限公司(前稱江蘇興宇港建有限公司)，本公司一間全資附屬公司</p>   |
| <p><b>“Listing Rules”</b><br/>「上市規則」</p>                                    | <p>Rules Governing the Listing of Securities on the Stock Exchange (as amended from time to time)<br/>聯交所證券上市規則(經不時修訂)</p>   |
| <p><b>“Model Code”</b><br/>「標準守則」</p>                                       | <p>Model Code for Securities Transactions by Directors of Listed Issuers set out in Appendix 10 to the Listing Rules (as amended from time to time)<br/>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(經不時修訂)</p>  |

Definition (continued)  
釋義(續)

|  |  |
|--|--|
| <b>“Mr. Liu”</b><br>「劉先生」                  | Mr. Liu Kaijin, chairman and an executive Director (who is the spouse of Ms. Zhou)<br>主席兼執行董事劉開進先生(為周女士之配偶)                                |
| <b>“Ms. Zhou”</b><br>「周女士」                 | Ms. Zhou Shuhua, an executive Director (who is the spouse of Mr. Liu)<br>執行董事周淑華女士(為劉先生之配偶)  |
| <b>“Nomination Committee”</b><br>「提名委員會」   | the nomination committee of the Company<br>本公司提名委員會  |
| <b>“PRC”</b><br>「中國」                       | the People’s Republic of China<br>中華人民共和國  |
| <b>“Remuneration Committee”</b><br>「薪酬委員會」 | the remuneration committee of the Company<br>本公司薪酬委員會  |
| <b>“Reporting Period”</b><br>「報告期間」        | the six months ended 30 June 2017<br>截至二零一七年六月三十日止六個月  |
| <b>“RMB”</b><br>「人民幣」                      | Renminbi, the lawful currency of the PRC<br>人民幣·中國法定貨幣   |
| <b>“SFO”</b><br>「證券及期貨條例」                  | the Securities and Futures Ordinance (Cap 571 of the Laws of Hong Kong) (as amended from time to time)<br>香港法例第571章證券及期貨條例(經不時修訂)          |
| <b>“Shareholder(s)”</b><br>「股東」            | shareholder(s) of the Company<br>本公司股東   |
| <b>“Share(s)”</b><br>「股份」                  | ordinary share(s) of the Company<br>本公司之普通股  |
| <b>“Share Option Scheme”</b><br>「購股權計劃」    | the share option scheme approved by Shareholders on 24 May 2011<br>股東於二零一一年五月二十四日批准之購股權計劃  |
| <b>“Stock Exchange”</b><br>「聯交所」           | The Stock Exchange of Hong Kong Limited<br>香港聯合交易所有限公司   |
| <b>“Xiangyu PRC”</b><br>「翔宇中國」             | Jiangsu Xiangyu Port Constructing Project Administration Co. Ltd.*; a wholly-owned subsidiary of the Company<br>江蘇翔宇港建工程管理有限公司·本公司一間全資附屬公司 |

\* For identification purpose only  
僅供識別

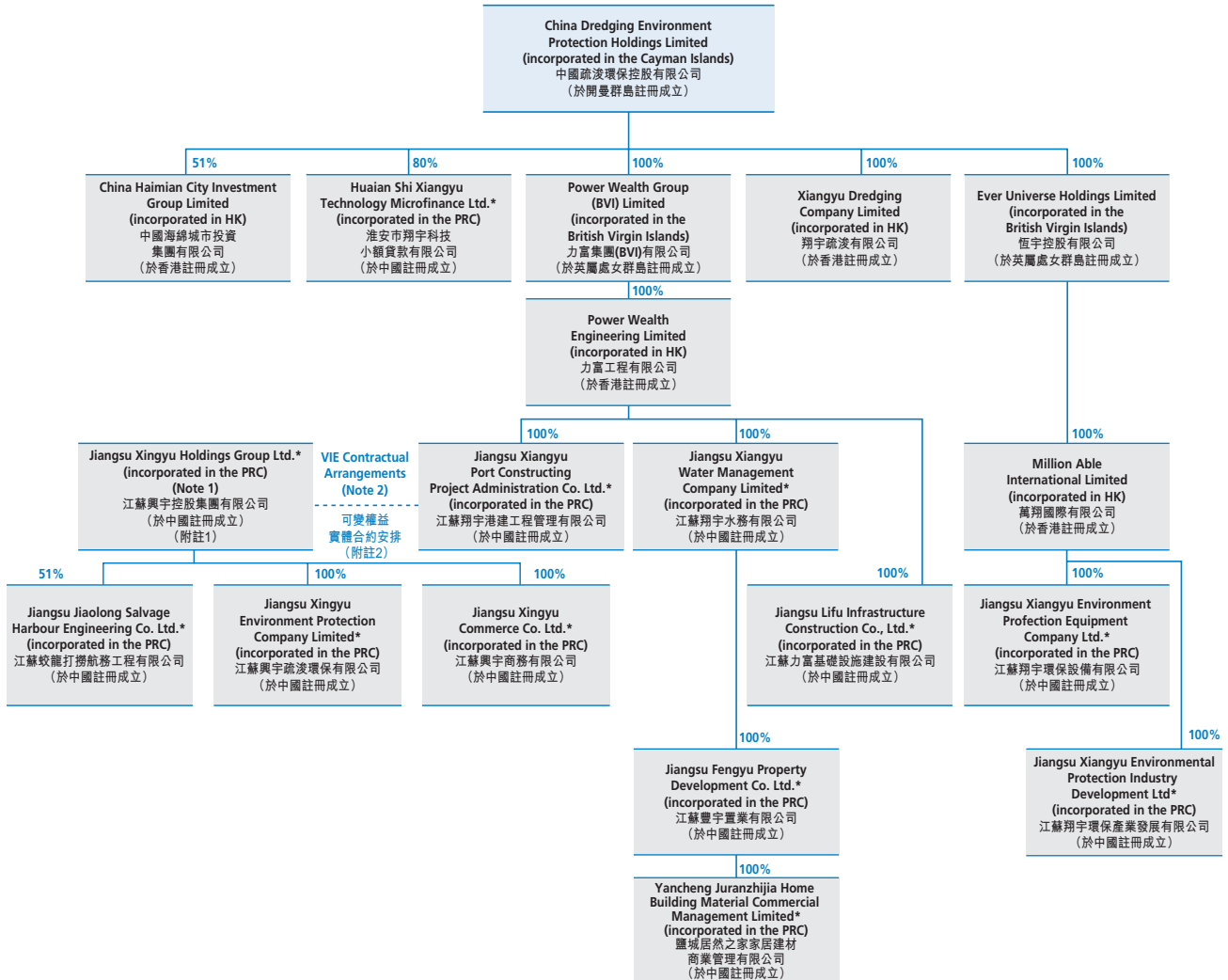


# Group Chart

## 集團架構

The following sets out the corporate structure of the Group as at 30 June 2017:

下圖列示本集團於二零一七年六月三十日的企業架構：



Notes:

- Mr. Liu and Ms. Zhou are the registered holders of the registered capital in Jiangsu Xingyu, and Ms. Zhou holds all her equity interest in Jiangsu Xingyu as trustee for Mr. Liu.
- On 19 April 2011, Jiangsu Xingyu, Xiangyu PRC, Mr. Liu and Ms. Zhou entered into the Contractual Arrangements, pursuant to which all economic benefits and risks arising from the business of Jiangsu Xingyu are transferred to Xiangyu PRC.

\* For identification purpose only

附註：

- 劉先生及周女士為江蘇興宇註冊資本的登記持有人，及周女士作為劉先生的信託人持有其於江蘇興宇的所有股權。
- 於二零一一年四月十九日，江蘇興宇、翔宇中國、劉先生及周女士訂立合約安排，據此，江蘇興宇業務產生的所有經濟利益及風險均轉讓予翔宇中國。

\* 僅供識別

# Management Discussion and Analysis

## 管理層討論及分析

### OVERVIEW

The Group is primarily engaged in dredging business, which can be divided into three main operating and reportable segments, namely, (i) capital and reclamation dredging business (the “CRD Business”); (ii) environmental protection dredging (“EPD”) and water management business (the “EPD and Water Management Business”); and (iii) other works operated in marine sites such as hoisting works (the “Other Marine Business”). In addition, the Group also commenced property management business (the “Property Management Business”) in respect of the management of 居然之家鹽城店 (Easyhome Yancheng Shopping Mall\*).

### BUSINESS REVIEW

During the Reporting Period, the Group recorded a revenue of approximately RMB335.8 million, representing a decrease of 3.0% from approximately RMB346.2 million the same period last year. Gross profits was approximately RMB145.1 million, representing a 22.1% increase from RMB118.8 million over the same period last year. Net profit was approximately RMB55.1 million, representing a decrease of approximately 14.8% from approximately RMB64.6 million the first half of 2016. The Group recorded profits attributable to Shareholders of approximately RMB52.2 million for the Reporting Period.

The CRD Business is the Group’s core business. Despite a decrease in income generated from the CRD Business segment during the Reporting Period, the gross profit margin generated from this business segment continues to increase, showing a growth of 7.2 percentage points to 47.8% over the first half of 2016, due to our adoption of a robust and prudent business strategy and conducting deeper and more meticulous background research and due diligence on newly contracted projects, including but not limited to the feasibility of financing, natural conditions and construction status of the projects, in order to ensure that the capital return of such projects are reliable and that gross profits is more manageable.

The EPD and Water Management Business segment is a business that the Group proactively expands and develops. Due to the sludge dewatering equipment produced by the Group for the sole use of EPD projects, it is expected that the Group’s EPD capacity will be increased by 2 million cubic meters to 10 million cubic meters per annum by the end of this year, up from 8 million cubic meters per annum in the second half of 2016.

### 概覽

本集團主要致力於疏浚業務，相關的業務可分為三個主要營運及呈報分部，即(i)基建及填海疏浚業務(「基建及填海疏浚業務」)；(ii)環保疏浚(「環保疏浚」)及水務管理業務(「環保疏浚及水務管理業務」)；(iii)海上操作的其他工程，如吊裝工程(「其他海事業務」)。此外，本集團就管理居然之家鹽城店亦開始經營物業管理業務(「物業管理業務」)。

### 業務回顧

於報告期間，本集團錄得收益約人民幣335,800,000元，較去年同期的約人民幣346,200,000元下降3.0%。毛利約人民幣145,100,000元，較去年同期的118,800,000元上升22.1%。純利約為人民幣55,100,000元，較二零一六年上半年的約人民幣64,600,000元下降約14.8%。本集團於報告期間錄得股東應佔溢利約人民幣52,200,000元。

基建及填海疏浚業務為本集團的核心業務，儘管基建及填海疏浚業務分部於報告期間所產生之收益減少，惟自該業務分部所產生之毛利率持續增加，較二零一六年上半年增加7.2個百分點至47.8%，因我們採用穩健和審慎的經營策略，對新承接工程的背景瞭解和盡職調查更加細緻深入，包括但不限於對其資金籌集的可靠性、工程的自然條件和施工狀況等，以確保新承接工程資金回籠可靠，毛利空間更加可控。

環保疏浚及水務管理業務分部為本集團積極積極開拓發展的業務。由於僅用於環保疏浚工程並由本集團生產的泥漿脫水設備，令本集團的環保疏浚能力，由二零一六年下半年的每年800萬立方米，有望於今年年底增加200萬立方米，至於每年1,000萬立方米。



## Management Discussion and Analysis (continued)

## 管理層討論及分析(續)

**BUSINESS REVIEW (Continued)**

The Other Marine Business refers to services including hoisting and installation of wind power generation equipment, bulk material installation in dock and bridge construction, underwater pipeline installation and other engineering services. With the development of the global economy, the market for wind energy, as a clean renewable energy, has also developed rapidly. Domestically, there is a strong surge of enthusiasm in offshore wind power construction currently, and the Group is refitting part of its fleet in order to grasp more such business opportunities.

Easyhome Yancheng Shopping Mall, located in the core area of Yancheng National High-tech Industrial Development Zone of the government administration centre of Yandu District, Yancheng City, Jiangsu Province, the PRC with a gross floor area of 75,600 square meters and used for commercial leasing under the Property Management business, is a large scale shopping centre themed on home building materials which mainly provides customers with “one-stop” services for items such as furniture, household products and furnishing and decoration materials. Currently, Easyhome Yancheng Shopping Mall has approximately 100 tenants, including renowned home furnishing brands Steel-Land (詩帝羅蘭), Cheers (芝華仕) and M&Z Furniture (掌上明珠). The Group hopes that, through the “Easyhome” brand and its business model, we will gain popularity and raise brand influence, as well as obtain long-term and stable rental income in order to provide steady cash flow support for the Group’s further expansion of our environmental protection business.

The Group is constructing a 17-floor hotel with 200 guest rooms situated at the west side of Caihong Road, Yancheng City, Jiangsu province, the PRC with a gross floor area of 20,000 square meters, which is preliminarily estimated to be completed by the end of 2018, with the principal part of the hotel’s construction already capped. It is believed that when the hotel comes into operation, it will also provide a steady cash flow support for the Group’s expansion of our environmental protection business.

**業務回顧(續)**

其他海事業務，即包括風力發電設備吊裝，碼頭和橋樑建設大件安裝，水下管線鋪設及其他工程服務。隨著全球經濟的發展，作為一種清潔的可再生能源，風能市場也迅速發展起來。目前國內海上風電建設的熱潮高漲，本集團正對部分船舶改造，以抓住更多商機。

居然之家鹽城店位於中國江蘇省鹽城市鹽都區行政中心和鹽城國家高新技術產業開發區核心地段，總建築面積達7.56萬平方米，用於物業管理業務之商業租賃，主要為顧客提供傢俱、家居用品及裝潢裝飾材料等「一站式」服務的大型家居建材主題購物中心。目前，居然之家鹽城店約有100個租戶，其中包括著名家居品牌商戶詩帝羅蘭、芝華仕及掌上明珠。本集團希望透過「居然之家」的品牌和其經營模式，聚集人氣，提升品牌影響力，獲取長期和穩定的租金收入，以便為集團進一步拓展環保業務提供穩定的現金流支持。

本集團於中國江蘇省鹽城市彩虹路西側區建設一家樓高17層200間客房的酒店，總建築面積約2萬平方米，初步預計將於二零一八年年底完工，目前酒店主體工程已經封頂。相信該項業務運營後，亦可為集團拓展環保業務提供穩定的現金流支援。

## FINANCIAL REVIEW

### Revenue

During the Reporting Period, the Group recorded a revenue of approximately RMB335.8 million, representing a decrease of 3.0% as compared with approximately RMB346.2 million in the corresponding period of 2016. The decrease in the revenue of the Group during the Reporting Period is mainly due to the adoption of more prudent selection criteria in undertaking the construction projects.

Regarding the CRD Business segment and EPD and Water Management Business segment, the respective revenues generated during the Reporting Period were approximately RMB178.1 million and approximately RMB74.9 million which represented a decrease of 3.1% and 9.6% respectively from the corresponding segments' revenue in the corresponding period of 2016. The decrease in revenue from the CRD Business segment was primarily due to the drop in numbers of newly contracted construction projects as the Group implemented a more prudent and careful operating strategy in selecting projects. The decrease in revenue from the EPD and Water Management Business segment for the Reporting Period was due to the slow progress and relatively long pre-construction preparation works of new EPD projects.

The Other Marine Business contributed a revenue of approximately RMB79.6 million to the Group for the Reporting Period, which represented an increase of 2.1% as compared with approximately RMB78.0 million in the corresponding period of 2016.

The revenue of the Property Management Business for the Reporting Period was approximately RMB3.2 million, which represented an increase of 91.1% as compared with approximately RMB1.7 million in the corresponding period of 2016.

### 財務回顧

#### 收益

於報告期間，本集團收益約為人民幣335,800,000元，較二零一六年同期的約人民幣346,200,000元下跌3.0%。本集團於報告期間的收益下降主要由於對建築項目採用更為審慎的篩選所致。

於報告期間，基建及填海疏浚業務分部及環保疏浚及水務管理業務分部分別錄得收益約人民幣178,100,000元及約人民幣74,900,000元，分別較二零一六年同期相應分部收益分別減少3.1%及9.6%。基建及填海疏浚業務分部收益減少乃主要由於本集團對新項目的篩選採用更為穩健和審慎的經營策略導致承接工程項目減少。環保疏浚及水務管理業務分部收益於報告期間錄得下降，此乃由於環保疏浚項目推進進度緩慢及新環保疏浚及水務管理業務施工前期準備工作時間較長所致。

其他海事業務於報告期間為本集團貢獻約人民幣79,600,000元，較二零一六年同期約人民幣78,000,000元上升2.1%。

於報告期間的物業管理業務收入約人民幣3,200,000元，較二零一六年同期約人民幣1,700,000元上升91.1%。



## Management Discussion and Analysis (continued)

## 管理層討論及分析(續)

**FINANCIAL REVIEW (Continued)****Operating costs and gross profit**

The Group's operating costs significantly decreased from approximately RMB227.4 million for the six months ended 30 June 2016 to approximately RMB190.7 million for the Reporting Period, representing a decrease of 16.1%, which was due to the implementation of effective cost control measures.

The Group recorded a gross profit of approximately RMB145.1 million for the Reporting Period, representing an increase of 22.1% as compared with the six months ended 30 June 2016 of RMB118.8 million. The increase in gross profit was mainly due to the better gross profit margin for the newly contracted projects resulting from the adoption of a more pursuant selection criteria by the Group and also the start of new hoisting and installation of wind power generation equipment business during the Reporting Period.

The segment gross profit margin of the CRD Business increased from 40.6% for the six months ended 30 June 2016 to 47.8% for the Reporting Period, mainly due to the better gross profit terms for new capital and reclamation dredging projects which had been screened during the Reporting Period.

The segment gross profit margin of the EPD and Water Management Business for the Reporting Period was 23.0% which was lower than 29.9% for the corresponding period last year.

The segment gross profit margin of the Other Marine Business increased by 4.9 percentage points from 8.9% for the six months ended 30 June 2016 to 13.8% for the Reporting Period, mainly due to the start of new hoisting and installation of wind power generation equipment business during the Reporting Period.

As a result, the overall gross profit margin of the Group increased from 34.3% for the six months ended 30 June 2016 to 43.2% for the Reporting Period.

**Other income**

Other income decreased from approximately RMB17.5 million for the six months ended 30 June 2016 to approximately RMB11.3 million for the Reporting Period, mainly due to the decrease in interest income in respect of non-current accounts receivables during the Reporting Period.

**財務回顧(續)****營運成本及毛利**

本集團的營運成本由截至二零一六年六月三十日止六個月的約人民幣227,400,000元大幅減至報告期間的約人民幣190,700,000元，降幅為16.1%，乃由於實施有效的成本控制措施。

本集團於報告期間錄得毛利約人民幣145,100,000元，較截至二零一六年六月三十日止六個月的約人民幣118,800,000元增加22.1%。毛利增加乃主要由於本集團對新簽訂項目的毛利條件篩選較嚴緊，以及於報告期間增添風力發電設備吊裝的新項目。

報告期間的基建及填海疏浚業務的分部毛利率由截至二零一六年六月三十日止六個月的40.6%上升至47.8%，主要由於報告期間對新基建及填海疏浚工程項目篩選後毛利條件略好所致。

報告期間的環保疏浚及水務管理業務的分部毛利率為23.0%，較去年同期的29.9%有所下降。

其他海事業務的分部毛利率由截至二零一六年六月三十日止六個月的8.9%增加至報告期間的13.8%，增加4.9個百分點，主要由於增添風力發電設備吊裝的新項目所致。

因此，本集團的整體毛利率由截至二零一六年六月三十日止六個月34.3%上升至報告期間的43.2%。

**其他收入**

報告期間，其他收入由截至二零一六年六月三十日止六個月的約人民幣17,500,000元減少至約人民幣11,300,000元，主要是由於報告期間非即期應收賬款利息減少。

## FINANCIAL REVIEW (Continued)

### Marketing and promotion expenses

Marketing and promotion expenses for the Reporting Period was approximately RMB4.3 million representing a decrease of 24.6% as compared with the six months ended 30 June 2016 of approximately RMB5.7 million, which was mainly due to the launch of a series of one-off marketing and promotion activities for the grand opening of Easyhome Yancheng Shopping Mall in March 2016 resulting in the expenses increasing dramatically in the same period of last year.

### Administrative expenses

Administrative expenses of the Group for the Reporting Period amounted to approximately RMB34.1 million, representing an increase of 29.1% from approximately RMB26.4 million for the six months ended 30 June 2016. This was mainly due to the increase in depreciation and maintenance cost of the property and the increase in the related professional fees.

### Finance costs

Finance costs increased by 16.6% to approximately RMB41.5 million for the Reporting Period as compared to the six months ended 30 June 2016.

### Income tax expense

Although profit before tax for the Reporting Period decreased, income tax expense increased from approximately RMB28.9 million for the corresponding period in 2016 to approximately RMB29.0 million for the Reporting Period which was mainly due to the increase of the effective tax rate from 30.9% to 34.5%.

### Profit for the period

As a combined effect of the above, the net profit for the period decreased by 14.8% from approximately RMB64.6 million for the six months ended 30 June 2016 to approximately RMB55.1 million for the Reporting Period.

### Earnings per share

Basic earnings per Share for the Reporting Period was RMB0.035 per Share, representing a decrease of about 30.0% as compared to earnings per Share of RMB0.05 for the six months ended 30 June 2016.

## 財務回顧(續)

### 市場推廣及宣傳開支

於報告期間的市場推廣及宣傳開支約為人民幣4,300,000元，較於截至二零一六年六月三十日止六個月的約人民幣5,700,000元減少24.6%，此乃主要由於居然之家鹽城店於二零一六年三月開業，本集團推出一系列的一次性推廣宣傳活動，導致較去年同期開支增加顯著。

### 行政開支

本集團的行政開支由截至二零一六年六月三十日止六個月的約人民幣26,400,000元增加29.1%至報告期間的約人民幣34,100,000元。此乃主要由於物業的折舊和維護費用，以及相關的專業費增加。

### 融資成本

融資成本由截至二零一六年六月三十日止六個月增加16.6%至報告期間的約人民幣41,500,000元。

### 所得稅開支

雖然報告期間除稅前溢利有所下降，但所得稅開支由二零一六年同期約人民幣28,900,000元增加至報告期間約人民幣29,000,000元，主要由於實際稅率由30.9%上升至34.5%。

### 期內溢利

由於以上因素的綜合影響，期內純利由截至二零一六年六月三十日止六個月的約人民幣64,600,000元下跌14.8%至報告期間的約人民幣55,100,000元。

### 每股盈利

報告期間每股基本盈利為每股人民幣0.035元，較截至二零一六年六月三十日止六個月每股盈利人民幣0.05元，下降約30.0%。

## Management Discussion and Analysis (continued)

### 管理層討論及分析(續)

## FINANCIAL REVIEW (Continued)

### Financial position

As at 30 June 2017, total equity of the Group amounted to approximately RMB2,324.6 million (31 December 2016: approximately RMB 2,269.5 million).

The Group's net current assets as at 30 June 2017 amounted to approximately RMB39.7 million (31 December 2016: net current liabilities approximately RMB56.7 million). The current ratio, which is calculated by dividing current assets by current liabilities as at 30 June 2017 was 1.03 (31 December 2016: 0.96).

### Liquidity and financial resources

The Group adopts a prudent cash and financial management policy. In order to achieve better cost control and improve the usage efficiency of funds, the Group's treasury activities are centralised and cash is generally deposited with banks and denominated mostly in Renminbi and Hong Kong dollars.

Included in net current assets were cash and various bank deposits totaling approximately RMB90.0 million as at 30 June 2017, representing an increase of approximately RMB40.5 million as compared with approximately RMB49.5 million as at 31 December 2016.

The Group's accounts receivables as at 30 June 2017 increased by 10.3% from approximately RMB1,361.0 million as at 31 December 2016 to approximately RMB1,501.2 million.

Total liabilities of the Group increased from approximately RMB1,561.1 million as at 31 December 2016 to approximately RMB1,655.2 million as at 30 June 2017. The increase in total liabilities was mainly due to the increase of bank borrowings and amounts due to directors. The Group's gearing ratio (calculated by interest bearing instruments (including bank borrowings, other borrowings and convertible bonds) divided by total equity) increased to a level of 36.5% (2016: 35.2%), which the Board believes is at a healthy level.

## 財務回顧(續)

### 財務狀況

於二零一七年六月三十日，本集團的權益總額約為人民幣2,324,600,000元(二零一六年十二月三十一日：約人民幣2,269,500,000元)。

本集團於二零一七年六月三十日的流動資產淨值約為人民幣39,700,000元(二零一六年十二月三十一日：流動負債淨值約人民幣56,700,000元)。於二零一七年六月三十日的流動比率(按流動資產除以流動負債計算)為1.03(二零一六年十二月三十一日：0.96)。

### 流動資金及財務資源

本集團採取審慎的現金及財務管理政策。為求能夠更好控制成本及提高資金使用效率，本集團的財資活動均為集中管理，而現金一般會存放於銀行，大部分以人民幣及港元計值。

於二零一七年六月三十日，流動資產淨值中包括現金及多項銀行存款共約人民幣90,000,000元，較於二零一六年十二月三十一日的約人民幣49,500,000元增加約人民幣40,500,000元。

本集團於二零一七年六月三十日的應收賬款由二零一六年十二月三十一日的約人民幣1,361,000,000元增加約10.3%至約人民幣1,501,200,000元。

於二零一七年六月三十日，本集團的總負債約為人民幣1,655,200,000元，較於二零一六年十二月三十一日約人民幣1,561,100,000元有所增加。總負債增加主要由於銀行借貸及應付董事款項增加。本集團的資產負債比率(以計息工具(包括銀行借貸、其他借貸及可換股債券)除以權益總額計算)上升至36.5%(二零一六年：35.2%)，董事會認為屬健康水平。

## FINANCIAL REVIEW (Continued)

### Capital Structure of the Group

The capital structure of the Group consists of debts, which include amounts due to Directors, amounts due to non-controlling interests of a subsidiary, bank borrowings, other borrowings, the Bonds and equity reserves attributable to owners of the Company, comprising issued share capital and various reserves.

The Directors review the capital structure on a semi-annual basis. As part of this review, the Directors consider the cost of capital and the risks associated with each class of capital. Based on the recommendations of the Directors, the Group will balance its overall capital structure through new share issues and share buy-backs as well as the issue of new debts or the redemption of existing debts.

The Group's monetary assets, liabilities and transactions are mainly denominated in Renminbi and Hong Kong dollars. During the Reporting Period, most of the transactions were denominated and settled in Renminbi. The Group believes that its exposure to exchange rate risk is minimal. The Group recorded a net exchange gain amounting to RMB7.7 million during the Reporting Period.

### Charge over assets of the Group

As at 30 June 2017, the Group's bank borrowings were secured by pledged bank deposits of approximately RMB80.0 million, charges over certain dredgers and land owned by the Group, a property owned by a company which Mr. Liu has beneficial interest, and personal guarantees by Mr. Liu and Ms. Zhou. There were also intra-group charges between two of the Company's wholly-owned subsidiaries as a result of the contractual arrangements, pursuant to which all economic benefits and risks arising from the business of 江蘇興宇控股集團有限公司 (Jiangsu Xingyu Holding Group Limited\*) have been transferred to 江蘇翔宇港建工程管理有限公司 (Jiangsu Xiangyu Port Constructing Project Administration Co. Ltd.\*).

Pursuant to the amendment agreements and supplemental deed to the original deed poll entered into between the Company and Citic Capital China Access Fund Limited ("CITIC") on 15 December 2016, 21 March 2017 and 5 June 2017 respectively in relation to, among other things, the extension of the redemption of the convertible bonds at a total nominal value of HK\$243,000,000 issued on 8 November 2013 (the "Bonds") to 21 September 2017, the Group shall pledge over a dredger, an industrial premises located in Jiangsu Province, the PRC and a residential property located in Shandong Province, the PRC in favour of CITIC and/or its affiliate. Please refer to the Company's announcements dated 16 December 2016, 22 March 2017 and 5 June 2017 for details.

## 財務回顧(續)

### 本集團的資本結構

本集團的資本結構由債務組成，其中包括應付董事款項、應付一間附屬公司非控股權益的款項、銀行借貸、其他借貸、債券以及本公司所有人應佔權益儲備，包括已發行股本及各種儲備。

董事每半年檢討資本結構一次。作為檢討的一部分，董事考慮資本成本及每一類資本附帶的風險。根據董事的建議，本集團將透過發行新股及購回股份以及發行新債或贖回現行債務平衡其整體資本結構。

本集團的貨幣資產、負債及交易主要以人民幣及港元計值。於報告期間，大部分交易以人民幣計值及結算。本集團相信其所承受的匯率風險不大。本集團於期內錄得匯兌收益淨額人民幣7,700,000元。

### 本集團資產抵押

於二零一七年六月三十日，本集團的銀行借貸乃以已抵押銀行存款約人民幣80,000,000元、本集團所持有的若干挖泥船及土地、劉先生擁有實益權益的一家公司所持有的一處物業以及劉先生及周女士的個人擔保作抵押。本公司兩間全資附屬公司間因合約安排(據此由江蘇興宇控股集團有限公司的業務中產生的一切經濟利益及風險均轉撥至江蘇翔宇港建工程管理有限公司)而產生集團內抵押。

根據本公司與Citic Capital China Access Fund Limited(「CITIC」)分別於二零一六年十二月十五日、二零一七年三月二十一日及二零一七年六月五日就有關(其中包括)延長債券贖回日期至二零一七年九月二十一日而訂立之於二零一三年十一月八日發行之可換股債券(「債券」)，總代價為243,000,000港元，本集團將向CITIC及/或其聯屬人士抵押一艘挖泥船、位於中國江蘇省的一所工業物業及位於中國山東省的一處住宅物業作為擔保。詳情請參閱本公司日期為二零一六年十二月十六日、二零一七年三月二十二日及二零一七年六月五日之公告。

## Management Discussion and Analysis (continued)

## 管理層討論及分析(續)

**FINANCIAL REVIEW (Continued)****Risk management policies**

The Group in its ordinary course of business is exposed to market risks such as currency risk and interest rate risk. The Group's risk management strategy aims to minimise the adverse effects of these risks on its financial performance.

As most of the Group's trading transactions, monetary assets and liabilities were denominated mainly in Renminbi, which was the Group's functional and reporting currencies, and save for the Bonds and certain bank borrowing and balances denominated in United States dollars and Hong Kong dollars, the foreign exchange gain recognised for the Reporting Period was approximately RMB7.7 million (30 June 2016: loss of approximately RMB5.9 million). The Group is giving full attention to respond to the related foreign exchange rate risks.

As current interest rates stay at relatively low levels, the Group has not entered into any interest rate hedging contracts or any other interest rate related derivative financial instrument. However, the Group continues to monitor its related interest rate exposure closely.

**Material acquisitions and disposals**

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

**Capital commitments and contingent liabilities**

As at 30 June 2017, the Group had capital commitments of approximately RMB125.9 million (31 December 2016: approximately RMB125.9 million) which mainly included the construction cost of approximately RMB118.8 million for a hotel.

As at 30 June 2017, the Group did not have any material contingent liability (31 December 2016: nil).

**財務回顧(續)****風險管理政策**

本集團於其一般業務過程中面臨市場風險(例如貨幣風險及利率風險)。本集團的風險管理策略旨在將該等風險對其財務表現的不利影響降至最低。

由於本集團的大部分買賣交易、貨幣資產及負債主要以人民幣(本集團的功能及呈報貨幣)計值，惟債券及若干銀行貸款及結餘以美元及港元計值，於報告期確認匯兌收益約人民幣7,700,000元(二零一六年六月三十日：虧損約人民幣5,900,000元)，本集團正密切應對相關匯率風險。

由於現行利率處於相對較低水平，故本集團並無訂立任何利率對沖合約或任何其他利率相關衍生金融工具。然而，本集團將繼續密切監察其所面對的相關利率風險。

**重大收購事項及出售事項**

於本報告期間，本公司及其附屬公司概無購買、出售或贖回任何本公司證券。

**資本承擔及或然負債**

於二零一七年六月三十日，本集團的資本承擔約為人民幣125,900,000元(二零一六年十二月三十一日：約人民幣125,900,000元)，當中主要包括一間酒店的建設成本約人民幣118,800,000元。

於二零一七年六月三十日，本集團並無任何重大或然負債(二零一六年十二月三十一日：無)。

## Management Discussion and Analysis (continued)

### 管理層討論及分析(續)

## PROSPECTS

Looking towards the future, as mainland China pursues an “intensified construction of an ecological civilisation”, the Central Government continues to promote various environmental management policies in 2017, which brings a lot of business opportunities for the dredging industry. Meanwhile, with the enormous potential and boundless prospects for wind power and technological advancement and development in the green industry, wind power will be fully able to compete commercially with coal-fired power. The Group will strengthen its research and development investment in the environmental protection business and are committed to continuously accumulating its leading edge on technology, in order to build a solid foundation for the Group’s future development.

At the same time, in our Property Management Business segment, the Group will also continue to expand our brand influence and streamline management, in order to obtain a stable revenue source from rental, so as to provide a stable cash flow support for the Group’s further expansion in our environmental protection business in future.

As for capital operation, the Group will actively identify and materialise healthy and feasible financial plans based on the progress of our business development, so as to provide the necessary support for the operations of our projects and technological research and development.

## EMPLOYEES AND REMUNERATION POLICY

As at 30 June 2016, the Group had a workforce of 620 employees (31 December 2016: 645). Total staff cost for the Reporting Period was about RMB21.1 million (30 June 2016: approximately RMB25.1 million). The Group’s remuneration policy is basically determined by the Directors, based on the performance of individual employees and the market conditions. In addition to salaries and discretionary bonuses, employee benefits included pension contributions and options which may be granted under the Share Option Scheme (under which options to subscribe for shares of the Company that could be granted to independent non-executive Directors would be subject to the applicable conditions and independence restrictions as set out in the Listing Rules). The Group also provides on-going training to its employees.

During the Reporting Period, the Group did not experience any strikes, work stoppages or significant labour disputes which affected its operations or any significant difficulties in recruiting and retaining qualified staff.

## 未來展望

展望未來，隨著中國內地「加強生態文明建設」，中央政府於二零一七年繼續推行各項環境治理政策，相關政策為疏浚行業帶來了各種源源不斷的商機。同時，風能發電蘊量巨大，前景廣闊，隨著技術進步和環保事業的發展，風能發電在商業上將完全可以與燃煤發電競爭。本集團將在環保領域加大研發投入，繼續深耕細作，持續積累技術領先優勢，為集團的後續發展奠定堅實基礎。

與此同時，在物業管理業務方面，本集團亦會繼續擴大品牌影響力，精益化管理，以便獲取穩定的租金收入來源，為集團今後進一步拓展環保業務提供穩定的現金流支持。

在資本運營方面，本集團亦會根據業務拓展進度，積極尋找落實穩妥可行的融資管道和方案，為項目運營和技術研發提供必要支撐。

## 僱員及薪酬政策

於二零一六年六月三十日，本集團擁有620名僱員(二零一六年十二月三十一日：645名)。報告期間的員工成本總額約為人民幣21,100,000元(二零一六年六月三十日：約人民幣25,100,000元)。本集團的薪酬政策乃主要由董事根據個別僱員表現及市況釐定。除薪金及酌情花紅外，僱員福利亦包括退休金供款及根據購股權計劃可能授出的購股權(據此可授予獨立非執行董事認購股份的購股權須遵守上市規則所載的適用條件及獨立性限制)。本集團亦為其僱員提供持續性培訓。

於報告期間，本集團並無經歷任何影響其營運的罷工、停工或重大勞資糾紛，本集團在聘用及挽留合資格員工方面亦無遇到任何重大困難。



# Disclosure of Interests and Other Information

## 權益披露及其他資料

### DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES OF THE COMPANY AND ASSOCIATED CORPORATIONS

As at 30 June 2017, the Directors and the Company's chief executive, and their respective associates had the following interests in the Shares and underlying shares of the Company and its associated corporations (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they are taken or deemed to have under such provisions of the SFO) or pursuant to the Model Code, or were required to be entered in the register kept by the Company pursuant to Section 352 of the SFO:

#### Interests in the Company

| Name of Director<br>董事姓名 | Capacity<br>身份                                 | Notes<br>附註 | Long position<br>好倉                |  |
|--------------------------|--|-------------|------------------------------------|--|
|                          |  |             | Number of ordinary Shares<br>普通股數目 | *Approximate percentage of total number of Shares<br>*佔總股數的概約百分比 |
| Mr. Liu Kaijin<br>劉開進先生  | Interest in controlled corporation<br>於受控法團的權益 | 1           | 351,600,000                        | 23.79%   |
|                          | Beneficial owner<br>實益擁有人                      | 1           | 36,703,000                         | 2.48%  |
| Ms. Zhou Shuhua<br>周淑華女士 | Interest in spouse<br>配偶權益                     | 2           | 388,303,000                        | 26.27%   |
| Mr. Wu Bin<br>伍斌先生       | Beneficial owner<br>實益擁有人                      |             | 7,218,000                          | 0.49%  |
| Mr. Wu Xuze<br>吳旭澤先生     | Interest in spouse<br>配偶權益                     |             | 28,242,000                         | 1.91%  |

\* These percentages are calculated based on the 1,478,064,000 Shares in issue as at 30 June 2017.

Notes:

- Mr. Liu is the sole beneficial owner of Wangji Limited ("Wangji"), a company incorporated in the British Virgin Islands with limited liability, which is the direct owner of the 351,600,000 Shares. Further, Mr. Liu is the beneficial owner of 36,703,000 Shares.
- Ms. Zhou is the spouse of Mr. Liu who is also a Director. By virtue of the SFO, Ms. Zhou is deemed to be interested in all interests of Mr. Liu in the Company including long position and short position.

### 董事及主要行政人員於本公司及相聯法團的股份及相關股份的權益及淡倉

於二零一七年六月三十日，董事及本公司主要行政人員及彼等各自的聯繫人士於本公司及其相聯法團(定義見證券及期貨條例第XV部)的股份及相關股份中，擁有根據證券及期貨條例第XV部第7及8分部(包括彼等根據證券及期貨條例的該等條文被當作或視為擁有的權益及淡倉)或根據標準守則須知會本公司及聯交所，或根據證券及期貨條例第352條須記錄於本公司所存置的登記冊的權益如下：

#### 於本公司的權益

| Name of Director<br>董事姓名 | Capacity<br>身份                                 | Notes<br>附註 | Long position<br>好倉                |  |
|--------------------------|--|-------------|------------------------------------|--|
|                          |  |             | Number of ordinary Shares<br>普通股數目 | *Approximate percentage of total number of Shares<br>*佔總股數的概約百分比 |
| Mr. Liu Kaijin<br>劉開進先生  | Interest in controlled corporation<br>於受控法團的權益 | 1           | 351,600,000                        | 23.79%   |
|                          | Beneficial owner<br>實益擁有人                      | 1           | 36,703,000                         | 2.48%  |
| Ms. Zhou Shuhua<br>周淑華女士 | Interest in spouse<br>配偶權益                     | 2           | 388,303,000                        | 26.27%   |
| Mr. Wu Bin<br>伍斌先生       | Beneficial owner<br>實益擁有人                      |             | 7,218,000                          | 0.49%  |
| Mr. Wu Xuze<br>吳旭澤先生     | Interest in spouse<br>配偶權益                     |             | 28,242,000                         | 1.91%  |

\* 該等百分比乃根據於二零一七年六月三十日已發行的1,478,064,000股股份計算。

附註：

- 劉先生為旺基有限公司(「旺基」)(一間於英屬處女群島註冊成立的有限公司)的唯一實益擁有人，而旺基為351,600,000股股份的直接擁有人。此外，劉先生為36,703,000股股份的實益擁有人。
- 周女士為劉先生的配偶，彼亦為一名董事。根據證券及期貨條例，周女士被視為於劉先生持有的所有本公司權益(包括好倉及淡倉)中擁有權益。

Disclosure of Interests and Other Information (continued)  
權益披露及其他資料(續)

**DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES OF THE COMPANY AND ASSOCIATED CORPORATIONS (Continued)**

**董事及主要行政人員於本公司及相聯法團的股份及相關股份的權益及淡倉(續)**

Interests in associated corporations

於相聯法團的權益

| Name of Director<br>董事姓名 | Name of associated corporation<br>相聯法團名稱 | Capacity<br>身份             | Notes<br>附註 | Long position<br>好倉                                     | Approximate percentage of total number of shareholding<br>佔總股權的概約百分比 |
|--------------------------|--|----------------------------|-------------|---|--|
|                          |  |                            |             | Share capital<br>股本                                     |  |
| Mr. Liu Kaijin<br>劉開進先生  | Wangji<br>旺基                             | Beneficial owner<br>實益擁有人  | 1           | 200 ordinary shares<br>200股普通股                          | 100%   |
|                          | Jiangsu Xingyu<br>江蘇興宇                   | Beneficial owner<br>實益擁有人  |             | Register capital of RMB39,315,800<br>註冊資本人民幣39,315,800元 | 100%   |
| Ms. Zhou Shuhua<br>周淑華女士 | Wangji<br>旺基                             | Interest in spouse<br>配偶權益 | 2           | 200 ordinary shares<br>200股普通股                          | 100%   |
|                          | Jiangsu Xingyu<br>江蘇興宇                   | Interest in spouse<br>配偶權益 |             | Register capital of RMB39,315,800<br>註冊資本人民幣39,315,800元 | 100%   |

Notes:

- Mr. Liu is the sole beneficial owner of the entire registered capital of Jiangsu Xingyu. Mr. Liu and Ms. Zhou are the registered holders of 98.47% and 1.53% respectively in the registered capital in Jiangsu Xingyu. The 1.53% interest in the registered capital of Jiangsu Xingyu were held on trust by Ms. Zhou for Mr. Liu pursuant to a shareholding confirmation dated 12 July 2010.
- Ms. Zhou is the spouse of Mr. Liu who is a Director. By virtue of the SFO, Ms. Zhou is deemed to be interested in all interests of Mr. Liu in the associated corporations including long position and short position.

附註：

- 劉先生為江蘇興宇的全部註冊資本的唯一實益擁有人。劉先生及周女士分別為江蘇興宇98.47%及1.53%註冊資本的登記持有人。根據二零一零年七月十二日訂立的一項股權確認，周女士以信託方式代劉先生持有江蘇興宇註冊資本的1.53%權益。
- 周女士為劉先生的配偶，彼為一名董事。根據證券及期貨條例，周女士被視為於劉先生持有的所有相聯法團權益(包括好倉及淡倉)中擁有權益。

Saved as disclosed above, none of the Directors and chief executive of the Company or any of their associates had any interests or short positions in the Shares, underlying Shares or debentures of the Company or any associated corporation as at 30 June 2017 (within the meaning of Part XV of the SFO), which had been notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which the Directors or chief executive of the Company were deemed or taken to have under such provisions of the SFO) or as recorded in the register required to be kept by the Company under Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

除上文所披露者外，於二零一七年六月三十日，董事及本公司主要行政人員或彼等的任何聯繫人士概無於本公司或任何相聯法團(定義見證券及期貨條例第XV部)的股份、相關股份或債券中，擁有根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所的任何權益或淡倉(包括董事或本公司主要行政人員根據證券及期貨條例的該等條文被視為或當作擁有的權益及淡倉)或根據證券及期貨條例第352條須記錄於本公司須予存置的登記冊的任何權益或淡倉，或根據標準守則須知會本公司及聯交所的任何權益或淡倉。

Disclosure of Interests and Other Information (continued)  
權益披露及其他資料(續)

## SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES OF THE COMPANY

As at 30 June 2017, other than the Directors' and the chief executive's interests and short positions in the Shares and underlying Shares as recorded in the register required to be kept under Section 336 of the SFO, to the best of the knowledge and belief of the Directors, the following substantial Shareholders had interests or short positions in the Shares or underlying Shares which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under Section 336 of the SFO or otherwise notified to the Company and the Stock Exchange:

### Interests in the Company

## 主要股東於本公司股份及相關股份中的權益及淡倉

於二零一七年六月三十日，除根據證券及期貨條例第336條須予存置的登記冊中所記錄的董事及主要行政人員於股份及相關股份的權益及淡倉外，就董事所深知及深信，以下主要股東於股份或相關股份中擁有根據證券及期貨條例第XV部第2及3分部須向本公司披露或根據證券及期貨條例第336條須記錄於本公司須予存置的登記冊，或已知會本公司及聯交所的權益或淡倉：

### 於本公司的權益

| Name of Shareholder<br>股東姓名   | Capacity<br>身份            | Notes<br>附註 | Long position<br>好倉                |  |
|---|---------------------------|-------------|------------------------------------|--|
|   |                           |             | Number of ordinary Shares<br>普通股數目 | *Approximate percentage of total number of Shares<br>*佔總股數的概約百分比 |
| Wangji<br>旺基  | Beneficial owner<br>實益擁有人 |             | 351,600,000                        | 23.79%   |
| 東台際華機械配件有限公司  | Beneficial owner<br>實益擁有人 |             | 171,120,000                        | 11.58%   |
| Luck Morgan Investment Limited                                      | Nominee<br>提名人            | 1           | 246,000,000                        | 16.64%   |
| Jiangsu Baisite Environment Engineering Co., Ltd*<br>江蘇百斯特環境工程有限公司* | Beneficial Owner<br>實益擁有人 |             | 246,000,000                        | 16.64%   |

\* These percentages are calculated based on the 1,478,064,000 Shares in issue as at 30 June 2017.

\* 該等百分比乃根據於二零一七年六月三十日已發行的1,478,064,000股股份計算。

Disclosure of Interests and Other Information (continued)  
權益披露及其他資料(續)

## SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES OF THE COMPANY (Continued)

### Interests in the Company (Continued)

Note:

- 1 Luck Morgan Investment Limited acts as nominee for Jiangsu Baisite Environment Engineering Co. Ltd to hold 246,000,000 Shares.

Saved as disclosed above, as at 30 June 2017, no person (other than Directors and the Company's chief executive whose interests are set out in the section headed "Directors' and Chief Executive's Interests and Short Positions in Shares and Underlying Shares of the Company and Associated Corporations" above) had interest or short position in the Shares or underlying shares of the Company and associated corporations that was required to be recorded in the register of interests required to be kept by the Company pursuant to Section 336 of the SFO or which would fall to be disclosed to the Company and the Stock Exchange pursuant to Divisions 2 and 3 of Part XV of the SFO.

## SHARE OPTION SCHEME

The Company has adopted the Share Option Scheme for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations. The Directors consider the Share Option Scheme, with its broadened basis of participation, will enable the Group to reward the employees, the Directors and other selected participants for their contributions to the Group.

During the Reporting Period, no share options was granted or exercised nor cancelled or lapsed under the Share Option Scheme. As at 30 June 2017, the Company had no outstanding options under the Share Option Scheme. The total number of Shares available for issue under the Share Option Scheme and the percentage to the total issued share capital of the Company that it represents as at 30 June 2017 were 85,560,000 Shares and approximately 5.79% respectively.

## 主要股東於本公司股份及相關股份中的權益及淡倉(續)

### 於本公司的權益(續)

附註：

- 1 Luck Morgan Investment Limited 以江蘇百斯特環境工程有限公司的提名人身份持有 246,000,000 股股份。

除上文所披露者外，於二零一七年六月三十日，概無任何人士(董事及本公司主要行政人員(彼等的權益乃載列於上文「董事及主要行政人員於本公司及相聯法團的股份及相關股份的權益及淡倉」一節)除外)於本公司及相聯法團的股份或相關股份中擁有根據證券及期貨條例第336條須記錄於本公司須予備存的權益登記冊的權益或淡倉，或根據證券及期貨條例第XV部第2及3分部須向本公司及聯交所披露的權益或淡倉。

## 購股權計劃

本公司已採納購股權計劃，以嘉許及獎勵為本集團成功營運作出貢獻的合資格參與者。董事認為，購股權計劃(參與基準有所放寬)使得本集團能夠就僱員、董事及其他選定參與者為本集團所作貢獻對彼等作出獎勵。

於報告期間，購股權計劃下概無購股權獲授出、行使、註銷或失效。於二零一七年六月三十日，本公司購股權計劃項下概無尚未行使的購股權。於二零一七年六月三十日，根據購股權計劃可供發行的股份總數及佔本公司已發行股本總數百分比分別為 85,560,000 股股份及約 5.79%。

## Disclosure of Interests and Other Information (continued)

### 權益披露及其他資料(續)

## COMPLIANCE WITH CORPORATE GOVERNANCE CODE

The Company is committed to high standards of corporate governance. The Directors believe that the Company has complied with all the applicable code provisions of the Corporate Governance Code ("CG Code") contained in Appendix 14 of the Listing Rules for the Reporting Period save for a minor deviation from code provision A.2.1 of the CG Code as explained below.

As disclosed in the Company's 2016 Annual Report, Mr. Liu acted as the chairman and the chief executive officer of the Company during the period from 23 September 2016 to 4 January 2017. The Company appointed Mr. Wu Xuze as the chief executive officer to replace Mr. Liu on 5 January 2017. Hence, the Company has re-complied with the code provision from that date onwards.

## AUDIT COMMITTEE AND REVIEW OF UNAUDITED FINANCIAL STATEMENTS

The Audit Committee has been set up in accordance with the Listing Rules. Members of the Audit Committee as at 30 June 2017 comprised Mr. Chan Ming Sun Jonathan (chairman), Mr. Huan Xuedong and Mr. Liang Zequan, all of whom are independent non-executive Directors.

The Audit Committee has reviewed with the management the accounting principles and practices adopted by the Group, financial reporting matters including a review of the unaudited consolidated results for the Reporting Period prior to recommending them to the Board for approval.

## REMUNERATION COMMITTEE

The Remuneration Committee has been set up in accordance with Appendix 14 to the Listing Rules with written terms of reference.

The principal responsibilities of the Remuneration Committee include making recommendations to the Board on the Group's policy and structure for all remuneration of Directors and senior management and reviewing the specific remuneration packages of all executive Directors and senior management by reference to corporate goals and objectives resolved by the Board from time to time.

As at 30 June 2017, the Remuneration Committee comprised of Mr. Liang Zequan (chairman) and Mr. Chan Ming Sun Jonathan, both of whom are independent non-executive Directors, and Mr. Liu Longhua, a non-executive Director.

## 遵守企業管治守則

本公司致力達致高水平的企業管治。董事認為，除下列解釋中企業管治守則第A.2.1條守則條文的少許偏離外，本公司於報告期間內一直遵守上市規則附錄十四所載企業管治守則(「企業管治守則」)的所有適用守則條文，且與企業管治守則並無任何重大偏離。

如本公司二零一六年年報所披露，劉先生於二零一六年九月二十三日至二零一七年一月四日期間擔任本公司主席及行政總裁。本公司於二零一七年一月五日委任吳旭澤先生代替劉先生擔任行政總裁。因此，本公司自該日期起已重新遵守守則條文。

## 審核委員會及未經審核財務報表的審閱

本公司已根據上市規則成立審核委員會。於二零一七年六月三十日，審核委員會的成員包括陳銘樂先生(主席)、還學東先生及梁澤泉先生，彼等均為獨立非執行董事。

審核委員會於提出建議供董事會批准前，已與管理層審閱本集團採納的會計準則及慣例及財務報告事項(包括審閱報告期間的未經審核綜合業績)。

## 薪酬委員會

本公司已根據上市規則附錄十四成立薪酬委員會，並制定書面職權範圍。

薪酬委員會的主要職責包括就本集團董事及高級管理層的全體薪酬政策及架構向董事會提出建議，及因應董事會不時所訂的企業方針及目標而檢討全體執行董事及高級管理層的特定薪酬待遇。

於二零一七年六月三十日，薪酬委員會成員包括獨立非執行董事梁澤泉先生(主席)及陳銘樂先生，以及非執行董事劉龍華先生。

Disclosure of Interests and Other Information (continued)  
權益披露及其他資料(續)

## NOMINATION COMMITTEE

The Nomination Committee has been set up in accordance with Appendix 14 to the Listing Rules with written terms of reference.

The principal responsibilities of the Nomination Committee include formulating nomination policy and making recommendations to the Board on nomination and appointment of Directors and Board succession, developing selection procedures for nomination of candidates, reviewing the size, structure and composition of the Board, as well as assessing the independence of the independent non-executive Directors.

As at 30 June 2017, the Nomination Committee comprised of Mr. Liu Longhua (chairman), a non-executive Director, Mr. Chan Ming Sun Jonathan and Mr. Liang Zequan, both of whom are independent non-executive Directors.

## INTERIM DIVIDEND

The Directors have determined that no dividend will be paid in respect of the Reporting Period (six months ended 30 June 2016: Nil).

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

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

## DIRECTORS' COMPLIANCE WITH THE MODEL CODE

The Company has adopted the Model Code as set out in Appendix 10 to the Listing Rules as its own code of conducts regarding Directors' securities dealings. Specific enquiries had been made to all Directors, who confirmed that they had complied with the required standard set out in the Model Code during the Reporting Period.

## 提名委員會

本公司已根據上市規則附錄十四成立提名委員會，並制定書面職權範圍。

提名委員會的主要職責包括制定提名政策以及就董事的提名及委任及董事會繼任向董事會提出建議、擬定提名候選人的甄選程序、審閱董事會的規模、架構及組成，並評估獨立非執行董事的獨立性。

於二零一七年六月三十日，提名委員會成員包括非執行董事劉龍華先生(主席)，以及獨立非執行董事陳銘樂先生及梁澤泉先生。

## 中期股息

董事已決定將不會支付有關報告期間之任何股息(截至二零一六年六月三十日止六個月：無)。

## 購買、出售或贖回本公司的上市證券

於報告期間，本公司及其任何附屬公司概無購買、出售或贖回本公司的任何證券。

## 董事遵守標準守則

本公司已採納上市規則附錄十所載的標準守則，作為董事進行證券交易的操守守則。本公司已向全體董事作出特定查詢，而全體董事已確認，彼等於報告期間一直遵守標準守則所載的規定準則。

# Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income

## 簡明綜合損益及其他全面收益表

For the six months ended 30 June 2017 截至二零一七年六月三十日止六個月

Six months ended 30 June

截至六月三十日止六個月

2017

2016

二零一七年

二零一六年

Notes

RMB'000

RMB'000

附註

人民幣千元

人民幣千元

**(Unaudited)****(Unaudited)****(未經審核)****(未經審核)**

|   |                    |    |                  |           |
|---|--------------------|----|------------------|-----------|
| Revenue   | 收益                 | 5  | <b>335,761</b>   | 346,187   |
| Operating costs   | 營運成本               |    | <b>(190,679)</b> | (227,362) |
| Gross profit  | 毛利                 |    | <b>145,082</b>   | 118,825   |
| Other income  | 其他收入               | 6  | <b>11,270</b>    | 17,480    |
| Other gains and losses  | 其他收益及虧損            | 7  | <b>7,676</b>     | 24,886    |
| Marketing and promotion expenses                                      | 市場推廣及宣傳開支          |    | <b>(4,283)</b>   | (5,679)   |
| Administrative expenses   | 行政開支               |    | <b>(34,134)</b>  | (26,437)  |
| Finance costs   | 融資成本               | 8  | <b>(41,520)</b>  | (35,619)  |
| Profit before tax   | 除稅前溢利              |    | <b>84,091</b>    | 93,456    |
| Income tax expense  | 所得稅開支              | 9  | <b>(29,030)</b>  | (28,867)  |
| Profit and total comprehensive income for the period                  | 期內溢利及全面收益總額        | 10 | <b>55,061</b>    | 64,589    |
| Profit and total comprehensive income for the period attributable to: | 下列人士應佔期內溢利及全面收益總額： |    |                  |           |
| Owners of the Company   | 本公司所有人             |    | <b>52,215</b>    | 62,040    |
| Non-controlling interests   | 非控股權益              |    | <b>2,846</b>     | 2,549     |
|   |                    |    | <b>55,061</b>    | 64,589    |
| Earnings per share  | 每股盈利               | 11 |                  |           |
| — basic (RMB cents)   | — 基本(人民幣分)         |    | <b>3.5</b>       | 5.0       |
| — diluted (RMB cents)   | — 攤薄(人民幣分)         |    | <b>3.5</b>       | 5.0       |

# Condensed Consolidated Statement of Financial Position

## 簡明綜合財務狀況表

At 30 June 2017 於二零一七年六月三十日

|   |                   |    | At 30 June<br>2017<br>於二零一七年<br>六月三十日<br>RMB'000<br>人民幣千元<br>(Unaudited)<br>(未經審核) | At 31 December<br>2016<br>於二零一六年<br>十二月三十一日<br>RMB'000<br>人民幣千元<br>(Audited)<br>(經審核) |
|---|-------------------|----|--|---|
| <b>NON-CURRENT ASSETS</b>                                     | <b>非流動資產</b>      |    |  |   |
| Property, plant and equipment                                 | 物業、廠房及設備          | 13 | 1,612,940  | 1,639,358   |
| Prepaid land lease payments                                   | 預付土地租約款           | 13 | 103,574  | 105,210   |
| Investment properties   | 投資物業              | 14 | 416,222  | 413,194   |
| Goodwill  | 商譽                |    | 201  | 201   |
| Other intangible asset  | 其他無形資產            |    | 4,625  | 4,750   |
| Deposit paid for acquisition of property, plant and equipment | 已付收購物業、廠房及設備的按金   |    | 77,753   | 85,642  |
| Deferred tax assets   | 遞延稅項資產            |    | 103,323  | 103,323   |
| Accounts and other receivables due after one year             | 一年後到期的應收賬款及其他應收款  | 15 | 77,503   | 89,887  |
|   |                   |    | <b>2,396,141</b>   | 2,441,565   |
| <b>CURRENT ASSETS</b>   | <b>流動資產</b>       |    |  |   |
| Prepaid land lease payments                                   | 預付土地租約款           | 13 | 3,073  | 3,075   |
| Accounts and other receivables and prepayments                | 應收賬款及其他應收款以及預付款   | 15 | 1,490,553  | 1,336,508   |
| Pledged bank deposits   | 已抵押銀行存款           |    | 80,000   | 15,000  |
| Bank balances and cash  | 銀行結餘及現金           |    | 9,979  | 34,500  |
|   |                   |    | <b>1,583,605</b>   | 1,389,083   |
| <b>CURRENT LIABILITIES</b>                                    | <b>流動負債</b>       |    |  |   |
| Accounts and other payables                                   | 應付賬款及其他應付款        | 16 | 478,232  | 485,146   |
| Amounts due to directors                                      | 應付董事款項            | 17 | 63,272   | 28,480  |
| Amounts due to non-controlling interests of a subsidiary      | 應付一間附屬公司非控股權益的款項  |    | 1,764  | 2,476   |
| Tax payable   | 應付稅項              |    | 152,280  | 130,548   |
| Bank borrowings   | 銀行借貸              | 18 | 530,192  | 485,215   |
| Other borrowings  | 其他借貸              |    | 66,580   | 67,538  |
| Bonds payable   | 應付債券              | 20 | 251,537  | 246,381   |
|   |                   |    | <b>1,543,857</b>   | 1,445,784   |
| <b>NET CURRENT ASSETS (LIABILITIES)</b>                       | <b>流動資產(負債)淨值</b> |    | <b>39,748</b>  | (56,701)  |
| <b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>                  | <b>總資產減流動負債</b>   |    | <b>2,435,889</b>   | 2,384,864   |



## Condensed Consolidated Statement of Financial Position (continued)

## 簡明綜合財務狀況表(續)

At 30 June 2017 於二零一七年六月三十日

|  |                  |             | At 30 June<br>2017<br>於二零一七年<br>六月三十日<br>RMB'000<br>人民幣千元<br>(Unaudited)<br>(未經審核) | At 31 December<br>2016<br>於二零一六年<br>十二月三十一日<br>RMB'000<br>人民幣千元<br>(Audited)<br>(經審核) |
|--|------------------|-------------|--|---|
|  |                  | Notes<br>附註 |  |   |
| <b>CAPITAL AND RESERVES</b>                              | <b>股本及儲備</b>     |             |  |   |
| Share capital  | 股本               | 19          | <b>123,483</b>   | 123,483   |
| Reserves   | 儲備               |             | <b>2,038,098</b>   | 1,985,883   |
| Equity attributable to owners of the Company             | 本公司所有人應佔權益       |             | <b>2,161,581</b>   | 2,109,366   |
| Non-controlling interests                                | 非控股權益            |             | <b>162,982</b>   | 160,136   |
| <b>TOTAL EQUITY</b>                                      | <b>權益總額</b>      |             | <b>2,324,563</b>   | 2,269,502   |
| <b>NON-CURRENT LIABILITIES</b>                           | <b>非流動負債</b>     |             |  |   |
| Amounts due to non-controlling interests of a subsidiary | 應付一間附屬公司非控股權益的款項 |             | <b>63,155</b>  | 67,611  |
| Deferred tax liabilities                                 | 遞延稅項負債           |             | <b>14,367</b>  | 14,367  |
| Other borrowings   | 其他借貸             |             | <b>33,804</b>  | 33,384  |
|  |                  |             | <b>111,326</b>   | 115,362   |
|  |                  |             | <b>2,435,889</b>   | 2,384,864   |

# Condensed Consolidated Statement of Changes in Equity

## 簡明綜合權益變動表

For the six months ended 30 June 2017 截至二零一七年六月三十日止六個月

|  |                       | Attributable to owners of the Company |               |                   |               |                  | Non-controlling interests |           |           |  |
|--|-----------------------|---------------------------------------|---------------|-------------------|---------------|------------------|---------------------------|-----------|-----------|--|
|  |                       | 本公司所有人應佔                              |               |                   |               |                  |                           |           |           |  |
|  |                       | PRC                                   |               |                   |               |                  |                           |           |           |  |
|  |                       | Share capital                         | Share premium | statutory reserve | Other reserve | Retained profits | Total                     | interests | Total     |  |
|  |                       | 股本                                    | 股份溢價          | 中國法定儲備            | 其他儲備          | 留存溢利             | 總額                        | 非控股權益     | 總額        |  |
|  |                       | RMB'000                               | RMB'000       | RMB'000           | RMB'000       | RMB'000          | RMB'000                   | RMB'000   | RMB'000   |  |
|  |                       | 人民幣千元                                 | 人民幣千元         | 人民幣千元             | 人民幣千元         | 人民幣千元            | 人民幣千元                     | 人民幣千元     | 人民幣千元     |  |
|  |                       |                                       |               | (Note (i))        | (Note (ii))   |                  |                           |           |           |  |
|  |                       |                                       |               | (附註(i))           | (附註(ii))      |                  |                           |           |           |  |
| At 1 January 2016 (audited)                                      | 於二零一六年一月一日<br>(經審核)   | 102,045                               | 869,127       | 19,658            | 204,554       | 769,897          | 1,965,281                 | 158,136   | 2,123,417 |  |
| Profit and total comprehensive income for the period (unaudited) | 期內溢利及全面收益總額<br>(未經審核) | —                                     | —             | —                 | 249           | 62,040           | 62,289                    | 2,549     | 64,838    |  |
| Dividend paid to non-controlling interests (unaudited)           | 支付予非控股權益的股息<br>(未經審核) | —                                     | —             | —                 | —             | —                | —                         | (4,456)   | (4,456)   |  |
| At 30 June 2016 (unaudited)                                      | 於二零一六年六月三十日<br>(未經審核) | 102,045                               | 869,127       | 19,658            | 204,803       | 831,937          | 2,027,570                 | 156,229   | 2,183,799 |  |
| At 1 January 2017 (audited)                                      | 於二零一七年一月一日<br>(經審核)   | 123,483                               | 922,980       | 19,658            | 204,554       | 838,691          | 2,109,366                 | 160,136   | 2,269,502 |  |
| Profit and total comprehensive income for the period (unaudited) | 期內溢利及全面收益總額<br>(未經審核) | —                                     | —             | —                 | —             | 52,215           | 52,215                    | 2,846     | 55,061    |  |
| Dividend paid to non-controlling interests (unaudited)           | 支付予非控股權益的股息<br>(未經審核) | —                                     | —             | —                 | —             | —                | —                         | —         | —         |  |
| At 30 June 2017 (unaudited)                                      | 於二零一七年六月三十日<br>(未經審核) | 123,483                               | 922,980       | 19,658            | 204,554       | 890,906          | 2,161,581                 | 162,982   | 2,324,563 |  |

## Notes:

- (i) According to the rules and regulations in the PRC, a portion of the profit after taxation of the Company's PRC subsidiaries is required to be transferred to a PRC statutory reserve before distribution of a dividend to their equity owners. The transfer can cease when the balance of the reserve reaches 50% of the registered capital of the respective subsidiaries. The reserve can be applied either to set off accumulated losses or to increase capital.
- (ii) The other reserve of the Group represents the difference between the nominal amount of the share capital issued by the Company in exchange for the nominal amount of the share capital and share premium of its subsidiaries pursuant to the group reorganisation in 2011.

## 附註:

- (i) 根據中國的規則及法規，本公司的中國附屬公司須將部分除稅後溢利在向權益所有人分派股息之前轉撥至中國法定儲備。當儲備結餘達至各自附屬公司註冊資本的50%時可終止轉撥。該儲備可用於抵銷累計虧損或增加資本。
- (ii) 本集團的其他儲備指本公司用作交換股本面值而發行之股本面值與因二零一一年集團重組而產生之其附屬公司股份溢價兩者之差額。

# Condensed Consolidated Statement of Cash Flows

## 簡明綜合現金流量表

For the six months ended 30 June 2017 截至二零一七年六月三十日止六個月

Six months ended 30 June  
截至六月三十日止六個月

|             |             |
|-------------|-------------|
| 2017        | 2016        |
| 二零一七年       | 二零一六年       |
| RMB'000     | RMB'000     |
| 人民幣千元       | 人民幣千元       |
| (Unaudited) | (Unaudited) |
| (未經審核)      | (未經審核)      |

| OPERATING ACTIVITIES  | 經營活動                    |                 |          |
|---|-------------------------|-----------------|----------|
| Operating cash flows before movements in working capital  | 營運資金變動前營運現金流量           | 162,100         | 154,137  |
| Decrease (increase) in accounts and other receivables and prepayments                               | 應收賬款及其他應收款以及預付款減少(增加)   | 21,909          | (43,937) |
| (Increase) decrease in accounts and other payables  | 應付賬款及其他應付款(增加)減少        | (105,145)       | 22,015   |
| Cash generated from operations  | 營運所得的現金                 | 78,864          | 132,215  |
| PRC income tax paid   | 已付中國所得稅                 | (29,030)        | (7,175)  |
| <b>NET CASH FROM OPERATING ACTIVITIES</b>   | <b>經營活動所得現金淨額</b>       | <b>49,834</b>   | 125,040  |
| <b>INVESTING ACTIVITIES</b>   | <b>投資活動</b>             |                 |          |
| Consideration received from Hongji Construction   | 已收鴻基建築代價                | —               | 70,774   |
| Repayment from shareholder's loan to Yongheng   | 償還提供予咏恆的股東貸款            | —               | 14,804   |
| Interest received   | 已收利息                    | 79              | 193      |
| Purchase of property, plant and equipment   | 購買物業、廠房及設備              | (19,699)        | (5,654)  |
| Additions to investment properties under construction   | 添置在建投資物業                | (3,028)         | (20,812) |
| Placement of pledged bank deposits  | 存入已抵押銀行存款               | (65,000)        | (60,000) |
| Withdrawal of pledged bank deposits   | 提取已抵押銀行存款               | —               | 7,572    |
| Purchase of available-for-sale investment   | 購買可供出售投資                | —               | (6,000)  |
| Proceeds on disposal of available-for-sale investment   | 出售可供出售投資所得款項            | —               | 20,921   |
| Proceeds on disposal of property, plant and equipment   | 出售物業、廠房及設備所得款項          | (424)           | —        |
| Settlement of other payables in relation to purchase of property, plant and equipment in prior year | 結算過往年度就購買物業、廠房及設備之其他應付款 | —               | (30,620) |
| Settlement of other payables in relation to purchase of investment properties                       | 結算就購買投資物業之其他應付款         | —               | (5,066)  |
| Disposal of a subsidiary  | 出售一間附屬公司                | —               | (8)      |
| <b>NET CASH USED IN INVESTING ACTIVITIES</b>  | <b>投資活動所用現金淨額</b>       | <b>(88,072)</b> | (13,896) |

Condensed Consolidated Statement of Cash Flows (continued)  
簡明綜合現金流量表(續)

For the six months ended 30 June 2017 截至二零一七年六月三十日止六個月

Six months ended 30 June

截至六月三十日止六個月

2017

2016

二零一七年

二零一六年

RMB'000

RMB'000

人民幣千元

人民幣千元

(Unaudited)

(Unaudited)

(未經審核)

(未經審核)

|  |                                  |                  |           |
|--|----------------------------------|------------------|-----------|
| <b>FINANCING ACTIVITIES</b>  | <b>融資活動</b>                      |                  |           |
| New bank borrowings raised   | 新增銀行借貸                           | <b>356,961</b>   | 335,288   |
| Advance from a director  | 來自一名董事的墊支款項                      | —                | 983       |
| New other borrowings raised  | 新增其他借貸                           | <b>1,921</b>     | 2,708     |
| Advance from non-controlling interests of a subsidiary                                       | 來自一間附屬公司的非控股權益<br>墊支款項           | —                | 500       |
| Repayment of bank borrowings   | 償還銀行借貸                           | <b>(328,176)</b> | (428,292) |
| Repayment of other borrowings  | 償還其他借貸                           | <b>(500)</b>     | (1,354)   |
| Repayment to non-controlling interests of a subsidiary                                       | 向一間附屬公司的非控股權益<br>償還款項            | <b>(4,456)</b>   | (15,821)  |
| Settlement of Bonds  | 支付債券                             | <b>(8,879)</b>   | —         |
| Interest paid  | 已付利息                             | <b>(3,154)</b>   | (33,029)  |
| <b>NET CASH GENERATED FROM (USED IN) FINANCING ACTIVITIES</b>                                | <b>融資活動所得(所用)的現金淨額</b>           | <b>13,717</b>    | (139,017) |
| <b>NET DECREASE IN CASH AND CASH EQUIVALENTS</b>   | <b>現金及現金等值物減少淨值</b>              | <b>(24,521)</b>  | (27,873)  |
| <b>CASH AND CASH EQUIVALENTS AT BEGINNING OF THE PERIOD</b>                                  | <b>期初的現金及現金等值物</b>               | <b>34,500</b>    | 153,569   |
| <b>CASH AND CASH EQUIVALENTS AT END OF THE PERIOD, REPRESENTED BY BANK BALANCES AND CASH</b> | <b>期末的現金及現金等值物，<br/>即銀行結餘及現金</b> | <b>9,979</b>     | 125,696   |

# Notes to the Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

For the six months ended 30 June 2017 截至二零一七年六月三十日止六個月

### 1. 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 (“HKICPA”) as well as with the applicable disclosure requirements of Appendix 16 to the Listing Rules.

The condensed consolidated financial statements are presented in RMB, which is also the functional currency of the Company.

### 2. GOING CONCERN BASIS OF THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

During the year ended 31 December 2016, the Group had not settled the convertible bonds (the “Bonds”, see Note 20) when the Bonds fell due for repayment on their maturity date. The Bonds remained overdue for repayment as at the end of the reporting period. On 21 March 2017 and 5 June 2017, the Company and CITIC Capital China Access Fund Limited (the “Bondholder” or “CITIC”) entered into the Second Amendment Agreement and the Third Amendment Agreement (both as defined in Note 20) pursuant to which the Company needs to repay the principal amount of the Bonds of approximately HK\$289,957,000 (equivalent to approximately RMB251,537,000) together with the interest amount due by 21 September 2017.

### 1. 編製基準

簡明綜合財務報表已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」及上市規則附錄十六的適用披露規定編製。

簡明綜合財務報表以人民幣(亦為本公司的功能貨幣)呈列。

### 2. 簡明綜合財務報表之持續經營基準

截至二零一六年十二月三十一日止年度，本集團於債券在到期日到期償還時並未償還可換股債券(「債券」，見附註20)。於報告期末，債券仍為逾期還款。於二零一七年三月二十一及二零一七年六月五日，本公司與CITIC Capital China Access Fund Limited(「債券持有人」或「CITIC」)訂立第二份修訂協議及第三份修訂協議(定義見附註20)，據此，本公司須償還本金約為289,957,000港元(相當於約人民幣251,537,000元)連同於二零一七年九月二十一日逾期之利息金額。

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

For the six months ended 30 June 2017 截至二零一七年六月三十日止六個月

## 2. GOING CONCERN BASIS OF THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Continued)

The conditions described above indicate the existence of a material uncertainty which may cast significant doubt on the Group's ability to continue as a going concern and hence, its ability to realise its assets and discharge its liabilities in the normal course of business. Nevertheless, the condensed consolidated financial statements were prepared based on the assumption that the Group can be operated as a going concern and the Directors are of the view that the Group will have sufficient working capital to finance its operations in the next twelve months from 30 June 2017, after taking into consideration of the following:

- (1) The Group continues to generate cash inflows from its operating activities by implementing measures to tighten cost controls over various operating expenses in order to improve its cash flows position and to generate greater positive cash inflows from its operations in the future;
- (2) Since most of the bank borrowings as at 30 June 2017 were secured by the Group's assets and highly probable that they can be renewed in the next twelve months; and
- (3) As at 30 June 2017, the Group has unutilised banking facilities of RMB463.1 million which will be available for use by the Group in the next twelve months.

On the basis of the above considerations, the Directors believe that the Group can satisfy its financial obligations in the foreseeable future and accordingly, the condensed consolidated financial statements have been prepared on a going concern basis.

## 2. 簡明綜合財務報表之持續經營基準(續)

上文所述狀況顯示存在重大不明朗因素，可能對本集團繼續按持續經營基準之能力及其後對其於一般業務過程中變現其資產及償還負債之能力產生重大疑問。然而，於考慮下列各項後，簡明綜合財務報表乃按本集團可持續經營之假設而編製，及董事認為本集團有足夠營運資金為自二零一七年六月三十日起計未來十二個月之經營提供資金：

- (1) 本集團繼續通過實施對各項經營開支之成本控制緊縮措施，產生來自其經營活動之現金流量，從而改善其從經營中的日後現金流量狀況及產生更大的正現金流入；
- (2) 由於於二零一七年六月三十日之大部分銀行借貸由本集團資產作抵押及很大可能於未來十二個月被續貸；及
- (3) 於二零一七年六月三十日，本集團尚未動用銀行融資為人民幣463,100,000元，可供本集團於未來十二個月使用。

根據上述考慮因素，董事認為本集團於可預見未來可應付其財務責任，因此簡明綜合財務報表乃按持續經營基準編製。

## Notes to the Condensed Consolidated Financial Statements (continued)

## 簡明綜合財務報表附註(續)

For the six months ended 30 June 2017 截至二零一七年六月三十日止六個月

**3. PRINCIPAL ACCOUNTING POLICIES**

The condensed consolidated financial statements have been prepared on the historical cost basis except for certain financial instruments and investment properties that are measured at fair values at the end of each reporting period.

The accounting policies and methods of computation used in the condensed consolidated financial statements for the Reporting Period are the same as those followed in the preparation of the annual financial statements of the Group for the year ended 31 December 2016.

The application of the following amendments to Hong Kong Financial Reporting Standards issued by the HKICPA that are mandatorily effective for annual periods that begin on or after 1 January 2017 has had no material effect on the amounts reported in these condensed consolidated financial statements and/or disclosures set out in these condensed consolidated financial statements:

|   |  |
|---|--|
| Amendments to HKAS 7                            | Disclosure Initiative                                    |
| Amendments to HKAS 12                           | Recognition of Deferred Tax Assets for Unrealised Losses |
| Annual Improvements to HKFRSs (2014–2016 Cycle) |  |

**3. 主要會計政策**

於各報告期間末，簡明綜合財務報表乃按歷史成本基準編製，惟若干金融工具及投資物業乃按公平值計量除外。

報告期間的簡明綜合財務報表所採用的會計政策及計算方法，與編製本集團截至二零一六年十二月三十一日止年度的年度財務報表所採用者相同。

採用香港會計師公會頒佈之於二零一七年一月一日或之後開始的年度期間強制生效之香港財務報告準則之下列修訂對此等簡明綜合財務報表所呈報的金額及／或此等簡明綜合財務報表所載的披露事項並無任何重大影響：

|                                  |                    |
|----------------------------------|--------------------|
| 香港會計準則<br>第7號(修訂本)               | 披露計劃               |
| 香港會計準則<br>第12號(修訂本)              | 就未變現虧損確認<br>遞延稅項資產 |
| 香港財務報告準則(二零一四年至<br>二零一六年週期)的年度改進 |                    |

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

For the six months ended 30 June 2017 截至二零一七年六月三十日止六個月

#### 4. KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in Note 3 to the condensed consolidated financial statements, the Directors are required to make judgments, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods.

##### Key sources of estimation uncertainty

The key sources of estimation uncertainty at the end of the Reporting Period that may have a significant risk of causing a material adjustment to the carrying amounts of assets within the next financial period are disclosed below.

##### Estimated allowance for accounts and other receivables

Management regularly reviews the recoverability of accounts and other receivables. Allowance for these receivables is made based on evaluation of collectability and on management's judgment by reference to the estimation of the future cash flows discounted at the original effective interest rate to calculate the present value. A considerable amount of judgment is required in assessing the ultimate realisation of these debtors, including their current creditworthiness. If the actual future cash flows are less than expected, additional allowance may be required. As at 30 June 2017, the carrying amount of accounts and other receivables is approximately RMB1,523,303,000 net of allowance for doubtful debts of approximately RMB437,777,000 (31 December 2016: carrying amount of accounts and other receivable of approximately RMB1,375,745,000 net of allowance for doubtful debts of approximately RMB437,777,000).

#### 4. 估計不明朗因素的主要來源

於應用本集團的會計政策(載述於簡明綜合財務報表附註3)時,董事須作出有關未能從其他來源直接獲得的資產及負債賬面金額的判斷、估計及假設。估計及相關假設乃基於過往經驗及被認為有關的其他因素作出。實際結果可能有別於該等估計。

估計及相關假設乃按持續經營基準予以檢討。倘會計估計的修訂僅影響估計獲修訂的期間,則會計估計的修訂於該期間予以確認,倘若修訂影響現時及未來期間,則會計估計的修訂於修訂及未來期間內予以確認。

##### 估計不明朗因素的主要來源

於報告期間末,有重大風險或會導致下個財政年度資產的賬面金額出現重大調整的估計不明朗因素的主要來源的披露如下。

##### 應收賬款及其他應收款的估計撥備

管理層定期審閱應收賬款及其他應收款的可收回情況。該等應收款項撥備乃根據可收回情況的評估及管理層經參考按原有實際利率貼現至現值的估計未來現金流量後所作判斷而作出。評估該等應收賬款最終變現情況時,須作大量判斷,包括其當前信譽度。倘實際未來現金流量少於預期,或須作額外撥備。於二零一七年六月三十日,應收賬款及其他應收款的賬面值約為人民幣1,523,303,000元,已扣除呆賬撥備約人民幣437,777,000元(二零一六年十二月三十一日:應收賬款及其他應收款的賬面值約為人民幣1,375,745,000元,已扣除呆賬撥備約人民幣437,777,000元)。



## Notes to the Condensed Consolidated Financial Statements (continued)

## 簡明綜合財務報表附註(續)

For the six months ended 30 June 2017 截至二零一七年六月三十日止六個月

**5. REVENUE AND SEGMENT INFORMATION 5. 收益及分部資料**

The Group determines its operating segments based on the reports reviewed by the executive Directors who are also the chief operating decision makers that are used to make strategic decisions. Information reported to the Chief Operating Decision Makers ("CODM") is based on the different nature of projects carried out by the Group. No operating segments identified by the CODM have been aggregated in arriving at the reportable segments of the Group.

Details of the Group's four reportable segments are as follows:

- (i) Capital and Reclamation Dredging Business refers to the capital and reclamation dredging services and related consultation services provided by the Group;
- (ii) Environmental Protection Dredging and Water Management Business refers to dredging or water management services or constructions for promoting environmental interests and water quality mainly for inland rivers provided by the Group;
- (iii) Other Marine Business mainly comprises marine hoisting, installation, salvaging, vessel chartering and other engineering services provided by the Group; and
- (iv) Property Management Business refers to the management of leasing of a shopping mall constructed by the Group.

本集團基於執行董事(亦為制定戰略決定的主要運營決策者)審閱的報告釐定其營運分部。向主要運營決策者(「主要運營決策者」)呈報的資料乃基於本集團運營項目的不同性質而編製。於達致本集團之可呈報分部時概無匯集由主要營運決策者識別之經營分部。

本集團四個可呈報分部的詳情載列如下：

- (i) 基建及填海疏浚業務指本集團提供的基建及填海疏浚服務及相關顧問服務；
- (ii) 環保疏浚及水務管理業務指本集團主要就提升內河的環保效益及水質而提供的疏浚或水務管理服務或工程；
- (iii) 其他海事業務主要包括本集團提供的海上吊裝、安裝、打撈、船舶包租及其他工程服務；及
- (iv) 物業管理業務指由本集團建設的商場的租賃管理。

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

For the six months ended 30 June 2017 截至二零一七年六月三十日止六個月

## 5. REVENUE AND SEGMENT INFORMATION (Continued) 5. 收益及分部資料(續)

### Segment results

An analysis of the Group's reportable segment revenue and segment results is as below.

### 分部業績

本集團呈報分部收益及分部業績分析如下。

|  |                              | Capital and<br>Reclamation<br>Dredging<br>Business<br>基建及填海<br>疏浚業務<br>RMB'000<br>人民幣千元<br>(Unaudited)<br>(未經審核) | Environmental<br>Protection<br>Dredging and<br>Water<br>Management<br>Business<br>環保疏浚及<br>水務管理業務<br>RMB'000<br>人民幣千元<br>(Unaudited)<br>(未經審核) | Other Marine<br>Business<br>其他海事<br>業務<br>RMB'000<br>人民幣千元<br>(Unaudited)<br>(未經審核) | Property<br>Management<br>Business<br>物業管理<br>業務<br>RMB'000<br>人民幣千元<br>(Unaudited)<br>(未經審核) | Total<br>總計<br>RMB'000<br>人民幣千元<br>(Unaudited)<br>(未經審核) |
|--|------------------------------|--|--|---|---|--|
| <b>Six months ended<br/>30 June 2017</b> | <b>截至二零一七年六月<br/>三十日止六個月</b> |  |  |   |   |  |
| Segment revenue                          | 分部收益                         | 178,067  | 74,850   | 79,598  | 3,246   | 335,761  |
| Segment results                          | 分部業績                         | 85,106   | 17,201   | 11,002  | 1,631   | 114,940  |
| Unallocated other income                 | 未分配其他收入                      |  |  |   |   | 10,460   |
| Other gains and losses                   | 其他收益及虧損                      |  |  |   |   | 7,676  |
| Unallocated corporate expenses           | 未分配企業開支                      |  |  |   |   | (10,619)   |
| Unallocated finance costs                | 未分配融資成本                      |  |  |   |   | (38,366)   |
| Group's profit before tax                | 本集團的除稅前溢利                    |  |  |   |   | 84,091   |

## Notes to the Condensed Consolidated Financial Statements (continued)

## 簡明綜合財務報表附註(續)

For the six months ended 30 June 2017 截至二零一七年六月三十日止六個月

## 5. REVENUE AND SEGMENT INFORMATION 5. 收益及分部資料(續)

(Continued)

### Segment results (Continued)

### 分部業績(續)

|  |                              | Environmental<br>Protection<br>Capital and<br>Reclamation<br>Dredging<br>Business<br>基建及填海<br>疏浚業務<br>RMB'000<br>人民幣千元<br>(Unaudited)<br>(未經審核) | Environmental<br>Protection<br>Dredging and<br>Water<br>Management<br>Business<br>環保疏浚及<br>水務管理業務<br>RMB'000<br>人民幣千元<br>(Unaudited)<br>(未經審核) | Other Marine<br>Business<br>其他海事<br>業務<br>RMB'000<br>人民幣千元<br>(Unaudited)<br>(未經審核) | Property<br>Management<br>Business<br>物業管理<br>業務<br>RMB'000<br>人民幣千元<br>(Unaudited)<br>(未經審核) | Total<br>總計<br>RMB'000<br>人民幣千元<br>(Unaudited)<br>(未經審核) |
|--|------------------------------|---|--|---|---|--|
| <b>Six months ended<br/>30 June 2016</b> | <b>截至二零一六年六月<br/>三十日止六個月</b> |   |  |   |   |  |
| Segment revenue                          | 分部收益                         | 183,705   | 82,827   | 77,956  | 1,699   | 346,187  |
| Segment results                          | 分部業績                         | 74,552  | 24,794   | 6,926   | (2,623)   | 103,649  |
| Unallocated other income                 | 未分配其他收入                      |   |  |   |   | 17,434   |
| Other gains and losses                   | 其他收益及虧損                      |   |  |   |   | 24,886   |
| Unallocated corporate expenses           | 未分配企業開支                      |   |  |   |   | (20,358)   |
| Unallocated finance costs                | 未分配融資成本                      |   |  |   |   | (32,155)   |
| Group's profit before tax                | 本集團的除稅前溢利                    |   |  |   |   | 93,456   |

The accounting policies of the reportable segments are the same as the Group's accounting policies described in note 3 to the condensed consolidated financial statements.

Segment results represent profit earned by each segment, without allocation of central administrative expenses, other gains and losses, certain other income and certain finance costs. This is the measure reported to the Executive directors for the purposes of resource allocation and performance assessment.

可呈報分部之會計政策與本集團簡明綜合財務報表附註3所述之會計政策相同。

分部業績為各分部所賺取的溢利(未分配中央行政開支、其他收益及虧損、若干其他收入及若干融資成本)。此乃向執行董事呈報資源分配及業績評估的舉措。

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

For the six months ended 30 June 2017 截至二零一七年六月三十日止六個月

## 6. OTHER INCOME

## 6. 其他收入

|   |              | Six months ended 30 June<br>截至六月三十日止六個月                    |  |
|---|--------------|--|--|
|   |              | 2017<br>二零一七年<br>RMB'000<br>人民幣千元<br>(Unaudited)<br>(未經審核) | 2016<br>二零一六年<br>RMB'000<br>人民幣千元<br>(Unaudited)<br>(未經審核) |
| Government financial incentive (Note)                             | 政府財政獎勵(附註)   | 6,730  | 6,703  |
| Bank interest income  | 銀行利息收入       | 79   | 193  |
| Interest income in respect of non-current<br>accounts receivables | 非即期應收賬款的利息收入 | 3,609  | 6,293  |
| Sundry income   | 雜項收入         | 852  | 4,291  |
|   |              | <b>11,270</b>  | <b>17,480</b>  |

Note: Pursuant to a document issued by a PRC local government authority, one of the Company's PRC subsidiaries was granted financial incentive for a period of three years for its contribution to the economic development of the locality, provided it is duly registered in the locality and pays taxes according to tax laws. No other conditions are attached to the financial incentive.

The PRC local government authority confirmed that the amount of such financial incentive that the Group was entitled for the Reporting Period was RMB6,730,000 (six months ended 30 June 2016: RMB6,703,000). Accordingly, the Group recognised such amount as other income for the Reporting Periods.

附註：根據中國地方政府機關發佈的文件，本公司的其中一間中國附屬公司已獲授予一項為期三年的財政獎勵，以嘉許其為地方經濟發展作出的貢獻，條件為其須於當地正式註冊並根據稅法繳稅。除此之外，財政獎勵並無任何其他附帶條件。

中國地方政府機關確認，本集團於報告期間可享受的該項財政獎勵金額為人民幣6,730,000元(截至二零一六年六月三十日止六個月：人民幣6,703,000元)。因此，本集團已將有關金額確認為報告期間的其他收入。

## Notes to the Condensed Consolidated Financial Statements (continued)

## 簡明綜合財務報表附註(續)

For the six months ended 30 June 2017 截至二零一七年六月三十日止六個月

## 7. OTHER GAINS AND LOSSES

## 7. 其他收益及虧損

|  |                         | Six months ended 30 June<br>截至六月三十日止六個月                    |  |
|--|-------------------------|--|--|
|  |                         | 2017<br>二零一七年<br>RMB'000<br>人民幣千元<br>(Unaudited)<br>(未經審核) | 2016<br>二零一六年<br>RMB'000<br>人民幣千元<br>(Unaudited)<br>(未經審核) |
| Fair value changes of derivative financial liabilities embedded in the Bonds (note 20) | 嵌入債券的衍生金融負債之公平值變動(附註20) | —  | 6,567  |
| Exchange gain (loss)   | 匯兌收益(虧損)                | 7,676  | (5,931)  |
| Gain on disposal of subsidiary   | 出售一間附屬公司收益              | —  | 24,250   |
|  |                         | <b>7,676</b>   | <b>24,886</b>  |

## 8. FINANCE COSTS

## 8. 融資成本

|  |                | Six months ended 30 June<br>截至六月三十日止六個月                    |  |
|--|----------------|--|--|
|  |                | 2017<br>二零一七年<br>RMB'000<br>人民幣千元<br>(Unaudited)<br>(未經審核) | 2016<br>二零一六年<br>RMB'000<br>人民幣千元<br>(Unaudited)<br>(未經審核) |
| Interest expenses on:                                      | 下列各項利息開支：      |  |  |
| Bank borrowings  | 銀行借貸           | 15,192   | 24,386   |
| The Bonds  | 債券             | 20,688   | —  |
| Others   | 其他             | 5,640  | 2,787  |
| Effective interest on Bonds (Note 20)                      | 債券之實際利息(附註20)  | —  | 16,761   |
| Total borrowing costs                                      | 總借貸成本          | <b>41,520</b>  | <b>43,934</b>  |
| Less: Amounts capitalised in the cost of qualifying assets | 減：合資格資產成本資本化金額 | —  | (8,315)  |
|  |                | <b>41,520</b>  | <b>35,619</b>  |

Borrowing cost capitalised during the six months ended 30 June 2016 of approximately RMB8,315,000 arose on the general borrowing pool calculated by applying a capitalisation rate of 10.9% per annum. Borrowing cost was capitalised as part of the investment properties under construction, which was complete in March 2016. Since then, the borrowing costs were ceased to be capitalised.

截至二零一六年六月三十日止六個月，資本化之借貸成本約人民幣8,315,000元乃由一般借貸組合按資本化比率每年10.9%產生。借貸成本資本化為在建投資物業的一部分。該物業已於二零一六年三月竣工。此後，借貸成本不再予以資本化。

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

For the six months ended 30 June 2017 截至二零一七年六月三十日止六個月

## 9. INCOME TAX EXPENSE

## 9. 所得稅開支

### Six months ended 30 June

截至六月三十日止六個月

| 2017        | 2016        |
|-------------|-------------|
| 二零一七年       | 二零一六年       |
| RMB'000     | RMB'000     |
| 人民幣千元       | 人民幣千元       |
| (Unaudited) | (Unaudited) |
| (未經審核)      | (未經審核)      |

|                                   |                      |               |               |
|-----------------------------------|----------------------|---------------|---------------|
| The charge comprises:             | 支出包括：                |               |               |
| Current tax                       | 即期稅項                 |               |               |
| PRC Enterprise Income Tax ("EIT") | 中國企業所得稅<br>(「企業所得稅」) | 29,030        | 29,712        |
| Deferred taxation                 | 遞延稅項                 | —             | (845)         |
|                                   |                      | <b>29,030</b> | <b>28,867</b> |

### (i) PRC EIT

PRC EIT is calculated at 25% of the assessable profits for both periods.

### (ii) Hong Kong Profits Tax

Hong Kong Profits Tax is calculated at 16.5% of the estimated assessable profits for both periods, if any.

No provision for Hong Kong Profits Tax has been made in the condensed consolidated financial statements as the Group had no assessable profits arising in or derived from Hong Kong for both periods.

### (i) 中國企業所得稅

中國企業所得稅乃按兩個期間的應課稅溢利以稅率25%計算。

### (ii) 香港利得稅

香港利得稅乃按兩個期間的估計應課稅溢利(如有)以稅率16.5%計算。

由於本集團於兩個期間內並無於香港產生或源自香港之應課稅溢利，故簡明綜合財務報表內並無就香港利得稅作出撥備。

## Notes to the Condensed Consolidated Financial Statements (continued)

## 簡明綜合財務報表附註(續)

For the six months ended 30 June 2017 截至二零一七年六月三十日止六個月

## 10. PROFIT FOR THE PERIOD

## 10. 期內溢利

## Six months ended 30 June

截至六月三十日止六個月

| 2017        | 2016        |
|-------------|-------------|
| 二零一七年       | 二零一六年       |
| RMB'000     | RMB'000     |
| 人民幣千元       | 人民幣千元       |
| (Unaudited) | (Unaudited) |
| (未經審核)      | (未經審核)      |

Profit for the period has been arrived at after charging (crediting): 期內溢利已經扣除(計入)下列各項:

|  |             |         |        |
|--|-------------|---------|--------|
| Depreciation of property, plant and equipment            | 物業、廠房及設備折舊  | 46,541  | 49,802 |
| Depreciation of investment properties under construction | 在建之投資物業折舊   | —       | 2,366  |
| Amortisation of other intangible asset                   | 其他無形資產攤銷    | 125     | 83     |
| Net foreign exchange (gain) loss                         | 匯兌(收益)虧損淨額  | (7,676) | 5,931  |
| Sub-contracting charges included in operating costs      | 計入營運成本的分包費用 | 134,203 | 89,813 |

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

For the six months ended 30 June 2017 截至二零一七年六月三十日止六個月

## 11. EARNINGS PER SHARE

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

## 11. 每股盈利

本公司所有人應佔每股基本及攤薄盈利乃按下列數據計算：

|   |                             | <b>Six months ended 30 June</b> |             |
|---|-----------------------------|---------------------------------|-------------|
|   |                             | 截至六月三十日止六個月                     |             |
|   |                             | 2017                            | 2016        |
|   |                             | 二零一七年                           | 二零一六年       |
|   |                             | RMB'000                         | RMB'000     |
|   |                             | 人民幣千元                           | 人民幣千元       |
|   |                             | (Unaudited)                     | (Unaudited) |
|   |                             | (未經審核)                          | (未經審核)      |
| <b>Earnings</b>   | <b>盈利</b>                   |                                 |             |
| Profit for the period attributable to owners of the Company for the purpose of basic and diluted earnings per share | 就計算每股基本及攤薄盈利而言的本公司所有人應佔期內溢利 | <b>52,215</b>                   | 62,040      |
|   |                             | <b>'000</b>                     | '000        |
|   |                             | 千股                              | 千股          |
| <b>Number of shares</b>   | <b>股份數目</b>                 |                                 |             |
| Weighted average number of ordinary shares for the purposes of basic earnings per share                             | 就計算每股基本盈利而言的普通股加權平均數        | <b>1,478,064</b>                | 1,232,064   |

The weighted average number of shares for the purposes of basic earnings per share for both periods were calculated based on the weighted average number of shares in issue during both periods.

計算兩個期間的每股基本盈利的加權平均股份數目乃根據於兩個期間已發行股份之加權平均數計算。

The computation of diluted earnings per share for the six months period ended 30 June 2016 did not assume the conversion of the Company's outstanding the Bonds since their exercise would result in an increase in earnings per share. As disclosed in Note 20, the conversion options embedded in the Bonds are no longer exercisable after the Original Maturity Date (as defined under Note 20). As at 30 June 2017, the Group does not have any potential ordinary shares.

計算截至二零一六年六月三十日止六個月期間的每股攤薄盈利時並未假設本公司之未償還債券已獲轉換，原因為行使將導致每股盈利增加。如附註20所披露，由於債券中之可換股股權於原到期日(定義見附註20)後不再行使。於二零一七年六月三十日，本集團概無任何潛在普通股。



## Notes to the Condensed Consolidated Financial Statements (continued)

## 簡明綜合財務報表附註(續)

For the six months ended 30 June 2017 截至二零一七年六月三十日止六個月

**12. DIVIDENDS**

No dividends were paid, declared or proposed during both periods. The Directors have determined that no dividend will be paid in respect of the Reporting Period (six months ended 30 June 2016: nil).

**12. 股息**

於兩個期間概無支付、宣派或建議派付任何股息。董事已決定將不會支付有關報告期間之任何股息(截至二零一六年六月三十日止六個月：無)。

**13. MOVEMENTS IN PROPERTY, PLANT AND EQUIPMENT/PREPAID LAND LEASE PAYMENTS**

During the Reporting Period, the Group made additions to property, plant and equipment of approximately RMB19,699,000 (six months ended 30 June 2016: RMB6,262,000).

**13. 物業、廠房及設備變動／預付土地租約款變動**

於報告期間，本集團添置物業、廠房及設備約人民幣19,699,000元(截至二零一六年六月三十日止六個月：人民幣6,262,000元)。

**14. INVESTMENT PROPERTIES/INVESTMENT PROPERTIES UNDER CONSTRUCTION**

During the six months ended 30 June 2017, the Group made additions to investment properties of approximately RMB3,028,000. During the six months ended 30 June 2016, the Group made additions to investment properties under construction of approximately RMB20,812,000 and transferred approximately RMB336,828,000 to investment properties upon completion.

**14. 投資物業／在建投資物業**

截至二零一七年六月三十日止六個月，本集團添置投資物業約人民幣3,028,000元。截至二零一六年六月三十日止六個月，本集團添置在建投資物業約人民幣20,812,000元及於竣工後轉撥約人民幣336,828,000元至投資物業。

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

For the six months ended 30 June 2017 截至二零一七年六月三十日止六個月

## 15. ACCOUNTS AND OTHER RECEIVABLES

## 15. 應收賬款及其他應收款

|   |                  | At 30 June<br>2017<br>於二零一七年<br>六月三十日<br>RMB'000<br>人民幣千元<br>(Unaudited)<br>(未經審核) | At 31 December<br>2016<br>於二零一六年<br>十二月三十一日<br>RMB'000<br>人民幣千元<br>(Audited)<br>(經審核) |
|---|------------------|--|---|
| Non-current:  |                  |  |   |
|   | 非即期：             |  |   |
| Accounts receivables (Notes (i) & (ii))             | 應收賬款(附註(i)及(ii)) | 75,706   | 88,090  |
| Value-added tax recoverable (Note (iv))             | 可收回增值稅(附註(iv))   | 1,797  | 1,797   |
|   |                  | <b>77,503</b>  | 89,887  |
| Current:  |                  |  |   |
|   | 即期：              |  |   |
| Accounts receivables (Notes (i) and (ii))           | 應收賬款(附註(i)及(ii)) | 1,425,498  | 1,272,936   |
| Bills receivable (Note (iii))                       | 應收票據(附註(iii))    | 4,962  | 4,312   |
| Government financial incentive receivables (note 6) | 應收政府財政獎勵(附註6)    | 17,137   | 10,407  |
| Deposits and prepayments                            | 按金及預付款項          | 34,874   | 40,643  |
| Others  | 其他               | 8,082  | 8,210   |
|   |                  | <b>1,490,553</b>   | 1,336,508   |
|   |                  | <b>1,568,056</b>   | 1,426,395   |

Notes:

- (i) Before accepting any new customer, the Group assesses the potential customer's credit quality and defines its credit limits based on reputation of the customers within the industry.

The Group prepares an aged analysis for its accounts receivables based on the dates when the Group and the customers agreed on the quantum of the services provided, as evidenced by progress certificates. Periodical statements are issued and agreed by the Group to the customers for the work performed and services rendered for the customers. Most of the contracts require the customers to make monthly progress payments with reference to the value of work completed (typically 55% to 85% of the value of work completed in the previous month) within thirty days after the issuance of the progress certificate. According to these contracts, the remaining balance (15% to 45% of the value of work completed) is to be paid by the customers within thirty to sixty days after the project is completed and accepted by the customers and the customers receive payment from the project owners.

附註：

- (i) 於接納任何新客戶前，本集團基於客戶於行業內的聲譽評估該潛在客戶的信貸質素及設定其信貸限額。

本集團基於本集團與客戶協定就所提供服務量的日期(由進度證書證明)編製其應收賬款的賬齡分析。就已進行工程及向客戶提供服務的定期報表乃由本集團向客戶發出並經由客戶同意。大部分合同需客戶於發出進度證書後三十日內參考完成工程價值(通常為上月完成工程價值的55%至85%)支付月度進度付款。根據該等合同，餘下結餘(完成工程價值的15%至45%)由客戶於項目完成及接納後，客戶從項目擁有人收取款項後三十至六十日內支付。

## Notes to the Condensed Consolidated Financial Statements (continued)

## 簡明綜合財務報表附註(續)

For the six months ended 30 June 2017 截至二零一七年六月三十日止六個月

15. ACCOUNTS AND OTHER RECEIVABLES  
(Continued)

Notes: (Continued)

(i) (Continued)

The aged analysis of the Group's accounts receivables, prepared based on the dates of certification of work done, which approximate the respective revenue recognition dates (net of allowance on accounts receivables), at the end of each reporting period is as follows:

## Aged analysis of the Group's accounts receivables

|                |          | <b>At 30 June<br/>2017</b> | At 31 December<br>2016 |
|----------------|----------|----------------------------|------------------------|
|                |          | 於二零一七年<br>六月三十日            | 於二零一六年<br>十二月三十一日      |
|                |          | <b>RMB'000</b>             | RMB'000                |
|                |          | 人民幣千元                      | 人民幣千元                  |
|                |          | <b>(Unaudited)</b>         | (Audited)              |
|                |          | (未經審核)                     | (經審核)                  |
| 0-30 days      | 0至30天    | <b>80,254</b>              | 117,338                |
| 31-60 days     | 31至60天   | <b>58,472</b>              | 66,517                 |
| 61-90 days     | 61至90天   | <b>55,317</b>              | 69,072                 |
| 91-180 days    | 91至180天  | <b>138,160</b>             | 101,847                |
| 181-365 days   | 181至365天 | <b>365,832</b>             | 212,753                |
| 1 year-2 years | 1年至2年    | <b>510,370</b>             | 433,730                |
| Over 2 years   | 超過2年     | <b>292,799</b>             | 359,769                |
|                |          | <b>1,501,204</b>           | 1,361,026              |

Included in the accounts receivables balance is retention money of approximately RMB182,000,000 (31 December 2016: RMB180,000,000) as at 30 June 2017.

15. 應收賬款及其他應收款  
(續)

附註：(續)

(i) (續)

於各報告期末，根據工程完成後通過核證的日期(接近於各自收益的確認日期)而編製的本集團應收賬款(扣除應收賬款撥備)的賬齡分析如下：

## 本集團的應收賬款賬齡分析

|                | <b>At 30 June<br/>2017</b> | At 31 December<br>2016 |
|----------------|----------------------------|------------------------|
|                | 於二零一七年<br>六月三十日            | 於二零一六年<br>十二月三十一日      |
|                | <b>RMB'000</b>             | RMB'000                |
|                | 人民幣千元                      | 人民幣千元                  |
|                | <b>(Unaudited)</b>         | (Audited)              |
|                | (未經審核)                     | (經審核)                  |
| 0-30 days      | <b>80,254</b>              | 117,338                |
| 31-60 days     | <b>58,472</b>              | 66,517                 |
| 61-90 days     | <b>55,317</b>              | 69,072                 |
| 91-180 days    | <b>138,160</b>             | 101,847                |
| 181-365 days   | <b>365,832</b>             | 212,753                |
| 1 year-2 years | <b>510,370</b>             | 433,730                |
| Over 2 years   | <b>292,799</b>             | 359,769                |
|                | <b>1,501,204</b>           | 1,361,026              |

於二零一七年六月三十日，應收賬款結餘包括保留金約為人民幣182,000,000元(二零一六年十二月三十一日：人民幣180,000,000元)。

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

For the six months ended 30 June 2017 截至二零一七年六月三十日止六個月

## 15. ACCOUNTS AND OTHER RECEIVABLES (Continued)

Notes: (Continued)

(i) (Continued)

The amount of accounts receivables which were past due based on the terms of contracts, but for which the Group has not provided for impairment loss is analysed as follows:

### Aged analysis of accounts receivables which were past due but not impaired

|                |          | At 30 June<br>2017<br>於二零一七年<br>六月三十日<br>RMB'000<br>人民幣千元<br>(Unaudited)<br>(未經審核) | At 31 December<br>2016<br>於二零一六年<br>十二月三十一日<br>RMB'000<br>人民幣千元<br>(Audited)<br>(經審核) |
|----------------|----------|--|---|
| 0-30 days      | 0至30天    | —  | —   |
| 31-60 days     | 31至60天   | 15,223   | 43,262  |
| 61-90 days     | 61至90天   | 15,641   | 64,564  |
| 91-180 days    | 91至180天  | 71,898   | 110,339   |
| 181-365 days   | 181至365天 | 392,370  | 233,189   |
| 1 year-2 years | 1年至2年    | 407,171  | 313,236   |
| Over 2 years   | 超過2年     | 200,819  | 259,527   |
|                |          | <b>1,103,122</b>   | <b>1,024,117</b>  |

The Directors performed a review on the recoverable amount of the trade and other receivables with reference to the latest repayment pattern, commitment provided by customers and the expected repayment dates of respective customers and concluded that no further allowance for doubtful debts should be recognised during the six months ended 30 June 2017 (Six months ended 30 June 2016: Nil).

## 15. 應收賬款及其他應收款 (續)

附註：(續)

(i) (續)

已逾期(按合約期限劃分)但本集團並無計提減值虧損撥備之應收賬款分析如下：

### 已逾期但未減值的應收賬款的賬齡分析

|                | At 30 June<br>2017<br>於二零一七年<br>六月三十日<br>RMB'000<br>人民幣千元<br>(Unaudited)<br>(未經審核) | At 31 December<br>2016<br>於二零一六年<br>十二月三十一日<br>RMB'000<br>人民幣千元<br>(Audited)<br>(經審核) |
|----------------|--|---|
| 0-30 days      | —  | —   |
| 31-60 days     | 15,223   | 43,262  |
| 61-90 days     | 15,641   | 64,564  |
| 91-180 days    | 71,898   | 110,339   |
| 181-365 days   | 392,370  | 233,189   |
| 1 year-2 years | 407,171  | 313,236   |
| Over 2 years   | 200,819  | 259,527   |
|                | <b>1,103,122</b>   | <b>1,024,117</b>  |

董事參考最近還款模式、客戶作出承諾及有關客戶的預期還款日期，對應收賬款及其他應收款的可收回金額進行審閱，並確定毋須於截至二零一七年六月三十日止六個月確認額外呆賬撥備(截至二零一六年六月三十日止六個月：無)。

## Notes to the Condensed Consolidated Financial Statements (continued)

## 簡明綜合財務報表附註(續)

For the six months ended 30 June 2017 截至二零一七年六月三十日止六個月

15. ACCOUNTS AND OTHER RECEIVABLES  
(Continued)

Notes: (Continued)

- (ii) Non-current accounts receivable represents amounts due from several customers for contract works, for which the contracts include clauses for extended payment terms beyond one year. During the Reporting Period, interest income of about RMB3,609,000 (six months ended 30 June 2016: RMB6,293,000) was recognised.
- (iii) The aged analysis of the Group's bills receivable, presented based on the relevant dates of certification of work, at the end of each reporting period is as follows:

## Aged analysis of the Group's bills receivable

|               |         | <b>At 30 June<br/>2017<br/>於二零一七年<br/>六月三十日<br/>RMB'000<br/>人民幣千元<br/>(Unaudited)<br/>(未經審核)</b> | At 31 December<br>2016<br>於二零一六年<br>十二月三十一日<br>RMB'000<br>人民幣千元<br>(Audited)<br>(經審核) |
|---------------|---------|--|---|
| 0-30 days     | 0至30天   | <b>2,362</b>   | 1,500   |
| 31-60 days    | 31至60天  | <b>500</b>   | —   |
| 61-90 days    | 61至90天  | —  | 2,100   |
| 91-180 days   | 91至180天 | —  | 712   |
| Over 180 days | 超過180天  | <b>2,100</b>   | —   |
|               |         | <b>4,962</b>   | 4,312   |

- (iv) Value-added tax paid of approximately RMB1,797,000 (31 December 2016: RMB1,797,000) by the Group in connection with its construction in-progress could be set-off against future value added tax payable generated from the Group. As the amount is not expected to be recovered within one year from the end of reporting and is accordingly is classified as non-current.

15. 應收賬款及其他應收款  
(續)

附註：(續)

- (ii) 非即期應收賬款指應收若干客戶之合約工程款項，而相關工程之合約載有可將付款期延長超過一年之條款。於報告期間，利息收入約人民幣3,609,000元(截至二零一六年六月三十日止六個月：人民幣6,293,000元)已獲確認。
- (iii) 於各報告期間末基於竣工證書之相關日期所呈列之本集團應收票據的賬齡分析如下：

## 本集團應收票據賬齡分析

| <b>At 30 June<br/>2017<br/>於二零一七年<br/>六月三十日<br/>RMB'000<br/>人民幣千元<br/>(Unaudited)<br/>(未經審核)</b> | At 31 December<br>2016<br>於二零一六年<br>十二月三十一日<br>RMB'000<br>人民幣千元<br>(Audited)<br>(經審核) |
|--|---|
|--|---|

- (iv) 本集團就其在建工程所支付的增值稅約人民幣1,797,000元(二零一六年十二月三十一日：人民幣1,797,000元)可用於抵銷本集團將來產生的應付增值稅。由於並不預期該筆款項可於本報告末起計一年內收回，故分類為非流動。

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

For the six months ended 30 June 2017 截至二零一七年六月三十日止六個月

## 16. ACCOUNTS AND OTHER PAYABLES

## 16. 應付賬款及其他應付款

|   |                         | At 30 June<br>2017<br>於二零一七年<br>六月三十日<br>RMB'000<br>人民幣千元<br>(Unaudited)<br>(未經審核) | At 31 December<br>2016<br>於二零一六年<br>十二月三十一日<br>RMB'000<br>人民幣千元<br>(Audited)<br>(經審核) |
|---|-------------------------|--|---|
| Accounts payables   | 應付賬款                    |  |   |
| Sub-contracting charge  | 分包費用                    | 142,797  | 132,044   |
| Fuel cost   | 燃料成本                    | 46,642   | 36,080  |
| Repair and maintenance  | 維修及保養                   | 22,962   | 15,270  |
| Others  | 其他                      | 24,382   | 5,703   |
|   |                         | <b>236,783</b>   | 189,097   |
| Other payables  | 其他應付款項                  |  |   |
| Payable for property, plant and equipment   | 物業、廠房及設備應付款項            | 8,768  | 11,880  |
| Payable for construction cost of investment properties/investment properties under construction | 投資物業/在建投資物業<br>建築成本應付款項 | 82,941   | 115,853   |
| Accrued other taxes   | 應計其他稅項                  | 112,090  | 111,630   |
| Accrued staff salaries and welfare  | 應計員工薪金及福利               | 18,843   | 26,576  |
| Receipts in advance   | 預收款項                    | 5,351  | 9,036   |
| Interest on the Bonds   | 債券利息                    | 2,640  | 4,334   |
| Others  | 其他                      | 10,816   | 16,740  |
|   |                         | <b>241,449</b>   | 296,049   |
|   |                         | <b>478,232</b>   | 485,146   |

## Notes to the Condensed Consolidated Financial Statements (continued)

## 簡明綜合財務報表附註(續)

For the six months ended 30 June 2017 截至二零一七年六月三十日止六個月

**16. ACCOUNTS AND OTHER PAYABLES**

(Continued)

The aged analysis of the Group's accounts payables presented based on the invoice dates, except for sub-contracting charge which is presented based on dates of the progress certificates, as at the end of each reporting period is as follows:

|               |         | <b>At 30 June<br/>2017</b> | At 31 December<br>2016 |
|---------------|---------|----------------------------|------------------------|
|               |         | 於二零一七年<br>六月三十日            | 於二零一六年<br>十二月三十一日      |
|               |         | <b>RMB'000</b>             | RMB'000                |
|               |         | 人民幣千元                      | 人民幣千元                  |
|               |         | <b>(Unaudited)</b>         | (Audited)              |
|               |         | (未經審核)                     | (經審核)                  |
| 0-30 days     | 0至30天   | <b>80,259</b>              | 45,771                 |
| 31-60 days    | 31至60天  | <b>6,046</b>               | 12,784                 |
| 61-90 days    | 61至90天  | <b>6,239</b>               | 10,324                 |
| 91-180 days   | 91至180天 | <b>21,804</b>              | 22,194                 |
| Over 180 days | 超過180天  | <b>122,435</b>             | 98,024                 |
|               |         | <b>236,783</b>             | 189,097                |

**17. AMOUNTS DUE TO DIRECTORS**

The amounts are unsecured interest-free, repayable on demand and non-trade in nature.

**18. BANK BORROWINGS**

During the Reporting Period, the Group raised bank loans of RMB356,961,000 (six months ended 30 June 2016: RMB335,288,000) and repaid bank loans of RMB328,176,000 (six months ended 30 June 2016: RMB428,292,000). As at 30 June 2017, the effective interest rates of the bank borrowings ranged from 3.81% to 10.44% (31 December 2016: 3.81% to 10.44%) per annum.

**16. 應付賬款及其他應付款**

(續)

本集團於各報告期間末按發票日期呈列的應付賬款(按進度證書日期呈列的分包費用除外)的賬齡分析如下:

**17. 應付董事款項**

該等款項均為無擔保、免息、須應要求償還及非貿易性質。

**18. 銀行借貸**

於報告期間，本集團借入銀行貸款人民幣356,961,000元(截至二零一六年六月三十日止六個月：人民幣335,288,000元)並償還銀行貸款人民幣328,176,000元(截至二零一六年六月三十日止六個月：人民幣428,292,000元)。於二零一七年六月三十日，銀行借貸的實際年利率介乎3.81%至10.44%(二零一六年十二月三十一日：3.81%至10.44%)之間。

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

For the six months ended 30 June 2017 截至二零一七年六月三十日止六個月

## 19. SHARE CAPITAL

## 19. 股本

|  |   | Number of<br>shares | Amount    | RMB<br>equivalent<br>amount |
|--|---|---------------------|-----------|-----------------------------|
|  |   | 股份數目                | 金額        | 人民幣<br>等同金額                 |
|  |   |                     | HK\$'000  | RMB'000                     |
|  |   |                     | 千港元       | 人民幣千元                       |
| Ordinary shares of HK\$0.10 each   | 每股面值0.10港元的普通股  |                     |           |                             |
| <b>Authorised</b>  | <b>法定</b>   |                     |           |                             |
| At 1 January 2016, 30 June 2016,<br>31 December 2016 and<br>30 June 2017 | 於二零一六年一月一日，<br>二零一六年六月三十日，<br>二零一六年十二月三十一日<br>及二零一七年六月三十日 | 10,000,000,000      | 1,000,000 | N/A                         |
| <b>Issued and fully paid</b>   | <b>已發行及繳足</b>   |                     |           |                             |
| At 1 January 2016  | 於二零一六年一月一日  | 1,232,064           | 123,206   | 102,045                     |
| At 30 June 2016  | 於二零一六年六月三十日   | 1,232,064           | 123,206   | 102,045                     |
| Placing of shares  | 配售股份  | 246,000             | 24,600    | 21,438                      |
| At 31 December 2016 and<br>30 June 2017                                  | 於二零一六年十二月三十一日<br>及二零一七年六月三十日                              | 1,478,064           | 147,806   | 123,483                     |



## Notes to the Condensed Consolidated Financial Statements (continued)

## 簡明綜合財務報表附註(續)

For the six months ended 30 June 2017 截至二零一七年六月三十日止六個月

**20. BONDS PAYABLE**

The Company issued unsecured convertible bonds (the "Bonds") to CITIC at a total nominal value of HK\$243,000,000 (equivalent to RMB191,970,000) on 8 November 2013, carrying an interest rate of 3% per annum with the maturity date of 7 November 2016 (the "Original Maturity Date"). The Bondholder had the option to either convert them into the Company's ordinary shares at a conversion price of HK\$2.7 per share, subject to anti-dilutive adjustments, at any time after six months from the date of issue and up to the Original Maturity Date, or to require the Company to redeem them at 133.792% of the nominal value of the Bonds, which amounted to approximately HK\$325,115,000 (equivalent to approximately RMB290,818,000) (the "Original Redemption Amount"), upon maturity. The Company had no right to early redeem the Bonds.

At the time when the Bonds were issued, the Bonds were analysed by the management of the Group to contain two components, the host debt component and the conversion option. The Bonds are denominated in HK\$, which is a currency other than the Company's functional currency. Therefore, the conversion option in the Bonds does not exchange a fixed number of the Company's own equity instrument for a fixed amount of cash, denominated in HK\$. Accordingly, the conversion option is accounted for separately as a derivative liability, which is not closely related to the host debt component. The fair values of the debt component and the derivative component were determined at the date of issue. Subsequent to initial recognition, the debt component was carried at amortised cost while the derivative component was measured at fair value, with changes in fair value recognised in profit or loss. The effective interest rate of the debt component was 16.9%.

**20. 應付債券**

本公司於二零一三年十一月八日向 CITIC 發行總面值 243,000,000 港元(相當於人民幣 191,970,000 元)的無抵押可換股債券(「債券」)，利息為每年 3%，於二零一六年十一月七日期到期(「原到期日」)。債券持有人可於發行日期後六個月至原到期日的任何時間選擇以兌換價每股 2.7 港元(可就反攤薄事件作出調整)兌換成本公司的普通股，或於到期後要求本公司按債券面值的 133.792% 贖回約 325,115,000 港元(相當於約人民幣 290,818,000 元)(「原始贖回金額」)。本公司無權提早贖回該等債券。

當債券發行時，債券由本集團管理層分析以包含兩部分，即主債務部份及換股權。債券乃以港元計值，而港元為本公司功能貨幣以外的貨幣。因此，債券的換股權不能以固定數量的本公司自身權益工具兌換固定金額港元現金。因此，換股權分開入賬列為衍生負債，與主債務部分並非密切相關。債務部份及衍生工具部份的公平值於發行日期釐定。初步確認後，債務部份按攤薄成本計算，衍生工具部份則按公平值計算，公平值的變動於損益內確認。債務部份的實際利率為 16.9%。

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

For the six months ended 30 June 2017 截至二零一七年六月三十日止六個月

## 20. BONDS PAYABLE (Continued)

The Group had not made the Original Redemption Amount and the last interest payment on the Original Maturity Date to CITIC. Overdue interest of approximately HK\$945,000 (equivalent to approximately RMB840,000) was incurred. During the year ended 31 December 2016, the Company and CITIC entered into a framework agreement on 14 November 2016 (as amended by supplemental framework agreements, collectively the "Framework Agreement") and a standstill and amended agreement and supplemental deed to the original deed poll regarding the Bonds (the "Amendment Agreement") on 15 December 2016, pursuant to which CITIC agreed to a) extend the maturity from the Original Maturity Date to 14 March 2017 and b) reduce the principal amount of Original Redemption Amount to approximately HK\$275,415,000 (equivalent to approximately RMB246,381,000), subject to certain conditions as stated in the Amendment Agreement.

Furthermore, the conversion option under the Bonds was removed under the Amendment Agreement. Accordingly, no embedded derivative was recognised at 31 December 2016 and at the end of subsequent accounting periods.

During the Reporting Period, the Company has settled approximately RMB8,879,000 to CITIC. The Company and CITIC entered into the second amendment agreement and supplemental deed to the original deed poll regarding the Bonds (the "Second Amendment Agreement") on 21 March 2017 and the third amendment agreement and supplement deed to the original deed poll regarding the Bonds (the "Third Amendment Agreement") on 5 June 2017 to further extend the maturity date to 21 September 2017 and to revise the principal amount of the Bonds to approximately HK\$289,957,000 (equivalent to approximately RMB251,537,000), which included the interest incurred up to 4 June 2017.

Details of each of the agreements are set out in the announcements of the Company dated 7 November 2016, 15 November 2016, 16 November 2016, 16 December 2016, 22 March 2017 and 5 June 2017.

## 20. 應付債券(續)

於原到期日，本集團尚未向CITIC支付原始贖回金額及最後一筆利息，產生逾期利息約945,000港元(相當於約人民幣840,000元)。截至二零一六年十二月三十一日止年度，於二零一六年十一月十四日，本公司與CITIC訂立框架協議(經補充框架協議修訂，統稱「框架協議」)及於二零一六年十二月十五日訂立有關債券的經暫緩及修訂協議以及原平邊契據的補充契據(「修訂協議」)，據此，CITIC同意a)將屆滿時間自原到期日延長至二零一七年三月十四日；及b)減少原始贖回金額至約275,415,000港元(相當於約人民幣246,381,000元)，惟受限於修訂協議所述若干條件。

此外，債券的轉換權根據修訂協議移除。因此，概無內置衍生債券於二零一六年十二月三十一日及其後的會計期間結束時確認。

於報告期間，本公司已結算約人民幣8,879,000元予CITIC。於二零一七年三月二十一日，本公司與CITIC訂立有關債券的第二份修訂協議及原平邊契據的補充契據(「第二份修訂協議」)及於二零一七年六月五日，本公司與CITIC訂立有關債券的第三份修訂協議及原平邊契據的補充契據(「第三份修訂協議」)以進一步延長到期日至二零一七年九月二十一日及撥回債券本金至約289,957,000港元(相當於約人民幣251,537,000元)，包括直至二零一七年六月四日產生之利息。

有關各協議之詳情載於本公司日期為二零一六年十一月七日、二零一六年十一月十五日、二零一六年十一月十六日、二零一六年十二月十六日、二零一七年三月二十二日及二零一七年六月五日之公告。

## Notes to the Condensed Consolidated Financial Statements (continued)

## 簡明綜合財務報表附註(續)

For the six months ended 30 June 2017 截至二零一七年六月三十日止六個月

## 20. BONDS PAYABLE (Continued)

Based on the revised agreements, interest rates are as follows:

| Period<br>期間  | Interest rate<br>per annum<br>年利率 |
|---|-----------------------------------|
| From 15 November 2016 and up to 14 December 2016<br>二零一六年十一月十五日至二零一六年十二月十四日 | 13%                               |
| From 15 December 2016 and up to 14 March 2017<br>二零一六年十二月十五日至二零一七年三月十四日     | 15%                               |
| From 15 March 2017 and up to 4 June 2017<br>二零一七年三月十五日至二零一七年六月四日            | 18%                               |
| From 5 June 2017 and up to 21 June 2017<br>二零一七年六月五日至二零一七年六月二十一日            | 13%                               |
| From 22 June 2017 and up to 21 September 2017<br>二零一七年六月二十二日至二零一七年九月二十一日    | 18%                               |

Note: The above interest shall accrue on a day to day basis and be calculated on the basis of a 365-day calendar year on the Reduced Redemption Amount/ revised principal amount and compounded on a monthly basis.

Under the abovementioned agreements entered into the Company and CITIC, the Bonds are personally guaranteed by Mr. Liu and Ms. Zhou, and certain subsidiaries of the Company shall pledge in favour of CITIC and/or its affiliates a dredger, and an industrial premises and a residential property owned by them.

## 20. 應付債券(續)

基於經修訂協議，利率如下：

附註：該等減少贖回金額／經修訂本金額的違約利息將按每歷年365日為基準每日累計且按月計算複利。

根據上述本公司與CITIC訂立之協議，債券由劉先生及周女士提供個人擔保，及本公司若干附屬公司應以CITIC為受益人及／或其聯屬人士，抵押由其持有之一艘挖泥船，及一處工業樓宇及一處住宅物業。

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

For the six months ended 30 June 2017 截至二零一七年六月三十日止六個月

## 20. BONDS PAYABLE (Continued)

The Bonds recognised in the condensed consolidated statement of financial position are calculated as follows:

## 20. 應付債券(續)

於簡明綜合財務狀況表確認之債券計算如下：

|  |               | <b>Debt<br/>component)</b> | <b>Conversion<br/>option<br/>(derivative<br/>component)</b> | <b>Total</b> |
|--|---------------|----------------------------|---|--------------|
|  |               | 債務部分                       | (衍生部分)  | 總計           |
|  |               | RMB'000                    | RMB'000   | RMB'000      |
|  |               | 人民幣千元                      | 人民幣千元   | 人民幣千元        |
| As at 1 January 2016                         | 於二零一六年一月一日    | 249,553                    | 7,030   | 256,583      |
| Amortisation using effective interest method | 採用實際利率法攤銷     | 30,668                     | —   | 30,668       |
| Interest settlement                          | 利息結算          | (3,150)                    | —   | (3,150)      |
| Changes in fair value                        | 公平值變動         | —                          | (7,030)   | (7,030)      |
| Accrued overdue interests                    | 應計逾期利息        | 840                        | —   | 840          |
| Amounts waived under the Framework Agreement | 框架協議下豁免的款項    | (13,781)                   | —   | (13,781)     |
| Settlement under the agreements              | 協議項下結算        | (34,453)                   | —   | (34,453)     |
| Exchange realignment                         | 匯兌調整          | 16,704                     | —   | 16,704       |
| Accrued interests                            | 應計利息          | 4,334                      | —   | 4,334        |
| At 31 December 2016                          | 於二零一六年十二月三十一日 | 250,715                    | —   | 250,715      |
| Accrued interests                            | 應計利息          | 20,688                     | —   | 20,688       |
| Settlement                                   | 結算            | (8,879)                    | —   | (8,879)      |
| Exchange realignment                         | 匯兌調整          | (8,347)                    | —   | (8,347)      |
| At 30 June 2017                              | 於二零一七年六月三十日   | 254,177                    | —   | 254,177      |

## Notes to the Condensed Consolidated Financial Statements (continued)

## 簡明綜合財務報表附註(續)

For the six months ended 30 June 2017 截至二零一七年六月三十日止六個月

## 20. BONDS PAYABLE (Continued)

The Bonds as the end of the reporting periods are represented by:

## 20. 應付債券(續)

於報告期間末債券呈列如下:

|  | <b>At 30 June<br/>2017</b> | At 31 December<br>2016 |
|--|----------------------------|------------------------|
|  | 於二零一七年<br>六月三十日            | 於二零一六年<br>十二月三十一日      |
|  | <b>RMB'000</b>             | RMB'000                |
|  | 人民幣千元                      | 人民幣千元                  |
|  | <b>(unaudited)</b>         | (Audited)              |
|  | (未經審核)                     | (經審核)                  |
| Interest payable within one year included in other payable | 2,640                      | 4,334                  |
| Bonds payable within one year                              | 251,537                    | 246,381                |
|  | <b>254,177</b>             | 250,715                |

## 21. CAPITAL COMMITMENTS

## 21. 資本承擔

|   | <b>At 30 June<br/>2017</b> | At 31 December<br>2016 |
|---|----------------------------|------------------------|
|   | 於二零一七年<br>六月三十日            | 於二零一六年<br>十二月三十一日      |
|   | <b>RMB'000</b>             | RMB'000                |
|   | 人民幣千元                      | 人民幣千元                  |
|   | <b>(unaudited)</b>         | (Audited)              |
|   | (未經審核)                     | (經審核)                  |
| Capital commitments contracted but not provided for relating to the followings: |                            |                        |
| — Acquisition of property, plant and equipment                                  | 118,809                    | 118,809                |
| — Investment in conducting micro-financing business (Note)                      | 7,122                      | 7,122                  |

Note: Pursuant to an investment agreement dated 16 May 2015 entered into between the Company and 2 other investors in relation to setting up a company which principally conducts capital financing business, the proposed registered capital of US\$20 million will be contributed in proportion to the respective equity holdings of the Company and two other investors of US\$16 million, US\$2 million and US\$2 million respectively. At the end of the Reporting Period, capital of US\$14.9 million was injected by the Group whilst the other two investors are still in progress in obtaining approval from regulators for capital injection.

附註: 根據本公司於二零一五年五月十六日與其他兩名投資者就設立主營資本融資業務的公司訂立之投資協議, 建議註冊資本20,000,000美元將由本公司及另外兩名投資者按各自之股權分別出資16,000,000美元、2,000,000美元及2,000,000美元。於報告期間末, 本集團已注資14,900,000美元, 而另外兩名投資者仍在就注資取得監管部門的批准。

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

For the six months ended 30 June 2017 截至二零一七年六月三十日止六個月

## 22. PLEDGE OF ASSETS

At the end of the Reporting Period, the following assets of the Group were pledged to secure the Group's bank borrowings, bonds payable and credit facilities granted to the Group:

## 22. 資產抵押

於報告期間末，本集團已將以下資產作為授予本集團的銀行借貸、應付債券及信貸額的抵押：

|  | <b>30 June</b><br><b>2017</b><br>二零一七年<br>六月三十日<br><b>RMB'000</b><br>人民幣千元<br><b>(unaudited)</b><br>(未經審核) | 31 December<br>2016<br>二零一六年<br>十二月三十一日<br>RMB'000<br>人民幣千元<br>(Audited)<br>(經審核) |
|--|--|---|
| Dredgers included in property, plant and equipment | <b>997,393</b>   | 958,777   |
| Leasehold land and buildings                       | <b>47,217</b>  | —   |
| Prepaid land lease payments                        | <b>88,133</b>  | 85,660  |
| Pledged bank deposits                              | <b>80,000</b>  | 15,000  |
|  | <b>1,212,743</b>   | 1,059,437   |

In addition, as at 30 June 2017, the Group's bank borrowing to the extent of RMB75,000,000 (31 December 2016: RMB17,415,000) was secured by the Group's dredgers with carrying amount of RMB880,372,000 (31 December 2016: RMB226,643,000) being held as a collateral.

此外，於二零一七年六月三十日，本集團人民幣75,000,000元(二零一六年十二月三十一日：人民幣17,415,000元)的銀行借貸乃由本集團持作抵押品的賬面值為人民幣880,372,000元(二零一六年十二月三十一日：人民幣226,643,000元)的一艘挖泥船作抵押。

Furthermore, as at 30 June 2017, the Bonds payable was secured by a dredger, an industrial property and a residential property owned by the Group.

此外，於二零一七年六月三十日，應付債券由本集團持有之一艘挖泥船、一處工業物業及一處住宅物業擔保。

## Notes to the Condensed Consolidated Financial Statements (continued)

## 簡明綜合財務報表附註(續)

For the six months ended 30 June 2017 截至二零一七年六月三十日止六個月

**23. FAIR VALUE MEASUREMENTS OF FINANCIAL INSTRUMENTS****Fair value of the Group's financial liabilities that are measured at fair value of a recurring basis**

Some of the Group's financial liabilities are measured at fair value at the end of each reporting period. The following table gives information about how the fair values of these financial liabilities are determined (in particular, the valuation technique(s) and inputs used), as well as the level of the fair value hierarchy into which the fair value measurements are categorised (Levels 1 to 3) based on the degree to which the inputs to the fair value measurements is observable.

- Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active market for identical assets or liabilities;
- Level 2 fair value measurements are those derived from inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
- Level 3 fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The Directors consider that the carrying amounts of financial assets and financial liabilities recorded at amortised cost in the condensed consolidated financial statements approximate to their fair values.

**23. 金融工具之公平值計量****本集團持續按公平值計量之金融負債之公平值**

本集團部分金融負債於各報告期間未按公平值計量。下表載列有關如何釐定該等金融負債的公平值(尤其是所使用的估值技術及輸入數據),以及公平值計量按照公平值計量輸入數據的可觀察程度進行分類的公平值層級(1至3級)的資料。

- 第1級公平值計量指以在活躍市場就相同資產或負債取得之報價(未經調整)所進行之計量;
- 第2級公平值計量指以第1級報價以外之資產或負債之可觀察輸入數據(無論是直接(即價格)或間接(即按價格推算)所進行之計量;及
- 第3級公平值計量指透過運用並非基於可觀察市場數據之資產或負債輸入數據(不可觀察輸入數據)之估值技術所進行之計量。

董事認為按攤銷成本於簡明綜合財務報表記賬的金融資產及金融負債的賬面金額與其公平值相若。

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

For the six months ended 30 June 2017 截至二零一七年六月三十日止六個月

## 24. RELATED PARTY DISCLOSURES

### (i) Related party transactions

During the Reporting Period, the Group paid rentals of RMB48,000 (six months ended 30 June 2016: RMB48,000) to certain companies controlled by Mr. Liu, an executive Director, the chairman and the ultimate controlling shareholder of the Company, in respect of office premises.

In addition, the Group received other advances from, and made repayments to, Mr. Liu during the six months ended 30 June 2017 and 2016. As at 30 June 2017, the amount due to Mr. Liu was RMB60,856,000 (31 December 2016: RMB26,499,000).

### (ii) Pledge of assets and guarantees in support of the Group's borrowings

As at 30 June 2017 and 31 December 2016, other than pledge of assets of the Group, the Group's bank borrowings were also supported by:

- (a) corporate guarantee given by Xiangyu PRC;
- (b) personal guarantees provided by Mr. Liu and Ms. Zhou, a director of the Company; and
- (c) two properties owned by certain non-controlling shareholders of the Company's subsidiary.

In addition, as at 30 June 2017 the Group's bank borrowings to the extent of RMB133 million (31 December 2016: RMB98 million) was partially supported by a property owned by a company in which Mr. Liu has beneficial interest.

## 24. 關連方披露

### (i) 關連方交易

於報告期間，本集團向由本公司執行董事、主席兼最終控股股東劉先生控制之若干公司就辦公室物業支付租金人民幣48,000元（截至二零一六年六月三十日止六個月：人民幣48,000元）。

此外，截至二零一七年及二零一六年六月三十日止六個月，本集團接獲來自劉先生之其他墊款且已向劉先生作出償還。於二零一七年六月三十日，應付劉先生款項為人民幣60,856,000元（二零一六年十二月三十一日：人民幣26,499,000元）。

### (ii) 為支持本集團借貸作出的資產抵押及擔保

於二零一七年六月三十日及二零一六年十二月三十一日，除本集團已抵押資產以外，本集團銀行借貸亦由下列各項支持：

- (a) 翔宇中國作出的公司擔保；
- (b) 劉先生及本公司董事周女士提供的個人擔保；及
- (c) 本公司附屬公司若干非控股股東擁有的兩項物業。

此外，於二零一七年六月三十日，本集團為數人民幣133,000,000元（二零一六年十二月三十一日：人民幣98,000,000元）的銀行借貸，部分乃由劉先生擁有實益權益的一間公司擁有的一處物業予以支持。



## Notes to the Condensed Consolidated Financial Statements (continued)

## 簡明綜合財務報表附註(續)

For the six months ended 30 June 2017 截至二零一七年六月三十日止六個月

**24. RELATED PARTY DISCLOSURES (Continued)****(iii) Compensation of key management personnel**

Details of the emoluments paid or payable to the directors and the chief executive of the Company during each period are as follows:

**24. 關連方披露 (續)****(iii) 主要管理層成員補償**

各報告期間已付或應付董事及本公司主要行政人員的酬金詳情如下：

**Six months ended 30 June**

截至六月三十日止六個月

| <b>2017</b>        | 2016        |
|--------------------|-------------|
| <b>二零一七年</b>       | 二零一六年       |
| <b>RMB'000</b>     | RMB'000     |
| <b>人民幣千元</b>       | 人民幣千元       |
| <b>(Unaudited)</b> | (Unaudited) |
| <b>(未經審核)</b>      | (未經審核)      |

|                          |       |              |       |
|--------------------------|-------|--------------|-------|
| Short-term benefits      | 短期福利  | <b>1,050</b> | 1,050 |
| Post-employment benefits | 離職後福利 | —            | —     |
|                          |       | <b>1,050</b> | 1,050 |



# 中國疏浚環保控股有限公司

## China Dredging Environment Protection Holdings Limited

(Incorporated in the Cayman Islands with limited liability) (於開曼群島註冊成立的有限公司)

Stock Code 股份代號: 871



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