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**瀋陽公用發展股份有限公司**  
**Shenyang Public Utility Holdings Company Limited**

*(a joint stock limited company incorporated in the People's Republic of China)*

*(在中華人民共和國註冊成立之股份有限公司)*

**(Stock code: 747)**

**(股份代碼：747)**

**ANNOUNCEMENT OF INTERIM RESULTS**  
**FOR THE SIX MONTHS ENDED 30 JUNE 2020**  
**截至2020年6月30日止6個月**  
**中期業績公佈**

The board of directors of Shenyang Public Utility Holdings Company Limited (the "Company") is pleased to present the unaudited condensed consolidated interim results of the Company and its subsidiaries for the six months ended 30 June 2020.

瀋陽公用發展股份有限公司(「本公司」)董事會欣然提呈本公司及其附屬公司截至2020年6月30日止6個月的未經審計簡明綜合中期業績。

# Condensed Consolidated Statement of Profit or Loss

For the six months ended 30 June 2020

# 簡明綜合損益表

截至2020年6月30日止6個月

		<b>Six months ended 30 June</b>	
		<b>截至6月30日止六個月</b>	
		<b>2020</b>	<b>2019</b>
		<b>(Unaudited)</b>	<b>(Unaudited)</b>
		<b>(未經審計)</b>	<b>(未經審計)</b>
		<b>RMB'000</b>	<b>RMB'000</b>
		<b>人民幣千元</b>	<b>人民幣千元</b>
	<i>Notes</i>		
	<i>附註</i>		
<b>Revenue</b>			
Leases		199	–
Interest under effective interest method		–	4,167
<b>Total revenue</b>	3	<b>199</b>	4,167
Cost of sales		–	(372)
<b>Gross profit</b>		<b>199</b>	3,795
Other income	5	2,579	569
Exchange loss, net		(247)	(86)
Gain on disposal of subsidiaries		–	1,656
Staff costs		(2,157)	(2,150)
Other operating expenses		(2,643)	(4,915)
Share of loss of an associate		–	(1,309)
Finance cost	6	(14)	(31)
<b>Loss before tax</b>	7	<b>(2,283)</b>	(2,471)
Income tax expense	8	–	(31)
<b>Loss for the period</b>		<b>(2,283)</b>	(2,502)
<b>(Loss) profit attributable to:</b>			
– owners of the Company		(2,375)	(2,545)
– non-controlling interests		92	43
		<b>(2,283)</b>	(2,502)
<b>Loss per share</b>			
– Basic (RMB cents)	9	<b>(0.16)</b>	(0.17)
– Diluted (RMB cents)		<b>N/A不適用</b>	N/A不適用
<b>Dividends</b>	10	–	–

# Condensed Consolidated Statement of Comprehensive Income

For the six months ended 30 June 2020

# 簡明綜合全面收益表

截至2020年6月30日止6個月

		<b>Six months ended 30 June</b>	
		<b>截至6月30日止六個月</b>	
		<b>2020</b>	<b>2019</b>
		<b>(Unaudited)</b>	<b>(Unaudited)</b>
		<b>(未經審計)</b>	<b>(未經審計)</b>
		<b>RMB'000</b>	<b>RMB'000</b>
		<b>人民幣千元</b>	<b>人民幣千元</b>
<b>Loss for the period</b>	<b>期內虧損</b>	<b>(2,283)</b>	<b>(2,502)</b>
<b>Other comprehensive income:</b>	<b>其他全面收入：</b>		
<i>Items that will not be reclassified to profit or loss:</i>	<i>不會重新分類至損益的項目：</i>		
Fair value gain on investments in equity instruments at fair value through other comprehensive income ("FVTOCI")	按公允價值計入其他全面收入（「按公允價值計入其他全面收入」）的股本工具投資的公允價值收益	-	3,000
<i>Items that may be reclassified subsequently to profit or loss:</i>	<i>其後可重新分類至損益的項目：</i>		
Exchange differences arising on translation of foreign operations	換算海外業務產生之匯兌差額	<b>1,191</b>	73
Other comprehensive income for the period, net of tax	期內其他全面收入，扣除稅項	<b>1,191</b>	3,073
<b>Total comprehensive (expense) income for the period</b>	<b>期內全面(開支)收入總額</b>	<b>(1,092)</b>	571
<b>Total comprehensive (expense) income attributable to:</b>	<b>下列應佔全面(開支)收入總額：</b>		
- owners of the Company	- 本公司擁有人	<b>(1,520)</b>	479
- non-controlling interests	- 非控股權益	<b>428</b>	92
		<b>(1,092)</b>	571

# Condensed Consolidated Statement of Financial Position

At 30 June 2020

# 簡明綜合財務狀況表

於2020年6月30日

		<b>30 June 2020 2020年 6月30日 (Unaudited) (未經審計) RMB'000 人民幣千元</b>	31 December 2019 2019年 12月31日 (Audited) (經審計) RMB'000 人民幣千元
	<i>Notes</i> <i>附註</i>		
<b>NON-CURRENT ASSETS</b>	<b>非流動資產</b>		
Property, plant and equipment	物業、廠房及設備	<b>49,309</b>	49,411
Right-of-use assets	使用權資產	<b>15,217</b>	15,834
Investment properties	投資物業	<b>157,728</b>	19,400
Goodwill	商譽	–	–
Interest in an associate	於一間聯營公司的權益	–	–
Equity instruments at FVTOCI	按公允價值計入其他全 面收入的股本工具	<b>52,743</b>	52,743
Deposit paid for acquisition of properties	收購物業所支付的訂金	<b>149,100</b>	147,100
Deposit paid for potential investments	潛在投資所支付的訂金	<b>110,000</b>	166,000
Deferred tax assets	遞延稅項資產	<b>854</b>	839
		<b>534,951</b>	451,327
<b>CURRENT ASSETS</b>	<b>流動資產</b>		
Contract costs	合約成本	<b>129,156</b>	128,124
Loan and interest receivables	應收貸款及利息	<b>14,619</b>	14,339
Deposits and other receivables	按金及其他應收款	<b>49,121</b>	74,998
Restricted bank balance	受限制銀行結餘	<b>81,258</b>	80,542
Bank balances and cash	銀行結餘及現金	<b>2,333</b>	7,627
		<b>276,487</b>	305,630
Assets classified as held for sale	分類為持作銷售的資產	<b>241,457</b>	239,454
		<b>517,944</b>	545,084

# Condensed Consolidated Statement of Financial Position

At 30 June 2020

# 簡明綜合財務狀況表

於2020年6月30日

			<b>30 June 2020 2020年 6月30日 (Unaudited) (未經審計) RMB'000 人民幣千元</b>	31 December 2019 2019年 12月31日 (Audited) (經審計) RMB'000 人民幣千元
<b>CURRENT LIABILITIES</b>	<b>流動負債</b>			
Trade payables	應付賬款	13	<b>63,731</b>	67,231
Contract liabilities	合約負債		<b>61,749</b>	61,749
Other payables and accruals	其他應付款及應計費用		<b>85,631</b>	22,926
Lease liabilities – current portion	租賃負債 – 流動部分		<b>497</b>	754
Amount due to a non-controlling interest	應付一名非控股股東 款項		<b>1,901</b>	2,625
Amount due to a shareholder	應付一名股東款項		<b>183</b>	5,219
Deposits received	已收訂金		<b>20,000</b>	20,000
Tax liabilities	稅項負債		<b>1,551</b>	1,605
			<b>235,243</b>	182,109
Liabilities associated with assets classified as held for sale	分類為持作銷售與資產相 關的負債		<b>8,656</b>	6,525
			<b>243,899</b>	188,634
<b>NET CURRENT ASSETS</b>	<b>流動資產淨值</b>		<b>274,045</b>	356,450
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>	<b>總資產減流動負債</b>		<b>808,996</b>	807,777
<b>NON-CURRENT LIABILITY</b>	<b>非流動負債</b>			
Lease liabilities – non-current portion	租賃負債 – 非流動部分		<b>101</b>	264
<b>NET ASSETS</b>	<b>資產淨值</b>		<b>808,895</b>	807,513
<b>CAPITAL AND RESERVES</b>	<b>資本及儲備</b>			
Share capital	股本		<b>1,469,376</b>	1,469,376
Reserves	儲備		<b>(751,971)</b>	(750,451)
Equity attributable to owners of the Company	本公司擁有人應佔權益		<b>717,405</b>	718,925
Non-controlling interests	非控股權益		<b>91,490</b>	88,588
<b>TOTAL EQUITY</b>	<b>總權益</b>		<b>808,895</b>	807,513

# Notes to the Condensed Consolidated Financial Statements

For the six months ended 30 June 2020

## 1. BASIS OF PREPARATION

The condensed consolidated financial statements have been prepared in accordance with Hong Kong Accounting Standard 34 (“HKAS 34”) “Interim Financial Reporting” issued by the Hong Kong Institution of Certified Public Accountants as well as with the applicable disclosure requirements of Appendix 16 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

## 2. PRINCIPAL ACCOUNTING POLICIES

The condensed consolidated financial statements have been prepared on the historical cost basis except for certain investment properties and financial instruments, which are measured at revalued amounts or fair value, as appropriate.

Other than additional accounting policies resulting from application of amendments to Hong Kong Financial Reporting Standards (“HKFRSs”), the accounting policies and methods of computation used in the condensed consolidated financial statements for the six months ended 30 June 2020 are the same as those presented in the Group’s annual consolidated financial statements for the year ended 31 December 2019.

### Application of amendments to HKFRSs

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

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

# 簡明綜合財務報表附註

截至2020年6月30日止6個月

## 1. 編製基準

簡明綜合財務報表乃根據香港會計師公會所頒佈的香港會計準則第34號(「香港會計準則第34號」)「中期財務報告」及香港聯合交易所有限公司證券上市規則附錄十六所載之適用披露規定而編製。

## 2. 主要會計政策

簡明綜合財務報表乃以歷史成本基準編製，惟若干投資物業及金融工具除外，其按重估金額或公允價值計量(倘適合)。

除應用香港財務報告準則(「香港財務報告準則」)修訂本所產生之額外會計政策外，截至2020年6月30日止六個月的簡明綜合財務報表所使用的會計政策及計算方法，與編製本集團截至2019年12月31日止年度的年度綜合財務報表所使用者相同。

### 應用香港財務報告準則修訂本

於本中期期間，本集團已就編製本集團的簡明綜合財務報表，首次應用香港財務報告準則中對概念框架參考修訂及以下於2020年1月1日或之後開始之年度期間強制生效的由香港會計師公會頒佈的經修訂香港財務報告：

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

## 2. PRINCIPAL ACCOUNTING POLICIES (Continued)

### Application of amendments to HKFRSs (Continued)

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

#### 2.1 Impacts of application on Amendments to HKAS 1 and HKAS 8 "Definition of Material"

The amendments provide a new definition of material that states "information is material if omitting, misstating or obscuring it could reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements, which provide financial information about a specific reporting entity." The amendments also clarify that materiality depends on the nature or magnitude of information, either individually or in combination with other information, in the context of the financial statements taken as a whole.

The application of the amendments in the current period had no impact on the condensed consolidated financial statements. Changes in presentation and disclosures on the application of the amendments, if any, will be reflected on the consolidated financial statements for the year ending 31 December 2020.

## 2. 主要會計政策(續)

### 應用香港財務報告準則修訂本(續)

除下文說明者外，於本期間應用香港財務報告準則中對概念框架參考修訂及經修訂香港財務報告準則對本集團於本期間及過往期間的財務狀況及表現及／或簡明綜合財務報表所載的披露並無重大影響。

#### 2.1 應用香港會計準則第1號及香港會計準則第8號(修訂本)「重大的定義」的影響

該等修訂為「重大」提供新的定義，列明「倘遺漏、錯誤陳述或隱瞞資料可以合理預期會影響一般用途財務報表的主要使用者根據該等財務報表(提供特定報告實體之財務資料)作出之決策，則該資料屬重大」。該等修訂亦釐清，重大性取決於資料的性質或重要性大小，在整體財務報表內以單獨或與其他資料結合考慮。

本期間應用等修訂對簡明綜合財務報表並無影響。應用該等修訂之呈報及披露如有變動，將於截至2020年12月31日止年度之綜合財務報表中反映。

## 2.2 Impacts and accounting policies on application of Amendments to HKFRS 3 “Definition of a Business”

### 2.2.1 Accounting policies

#### *Business combinations or asset acquisitions*

#### Optional concentration test

Effective from 1 January 2020, the Group can elect to apply an optional concentration test, on a transaction-by-transaction basis, that permits a simplified assessment of whether an acquired set of activities and assets is not a business. The concentration test is met if substantially all of the fair value of the gross assets acquired is concentrated in a single identifiable asset or group of similar identifiable assets. The gross assets under assessment exclude cash and cash equivalents, deferred tax assets, and goodwill resulting from the effects of deferred tax liabilities. If the concentration test is met, the set of activities and assets is determined not to be a business and no further assessment is needed.

### 2.2.2 Transition and summary of effects

The Group has elected to apply the optional concentration test on the acquisition of Target Companies (as defined in Note 11(b)) as detailed in Note 14 and concluded that such acquisition does not constitute a business.

## 2.2 應用香港財務報告準則第3號修訂本「業務的定義」的影響及會計政策

### 2.2.1 會計政策

#### 業務合併或資產收購

#### 選擇性集中度測試

自2020年1月1日起，本集團可選擇在逐筆交易的基礎上實施選擇性集中度測試，簡化所收購的一組活動及資產是否屬於業務的評估。如所收購總資產之公允價值基本上都集中於單一可識別資產或一組相似的可識別資產中，則滿足集中度測試。評估總資產不包括現金及現金等值項目、遞延稅項資產以及由遞延稅項負債的影響所產生的商譽。若滿足集中度測試，則該組活動及資產不是一項業務，因此無需進行進一步評估。

### 2.2.2 過渡及影響概要

誠如附註14所詳述，本集團已選擇就收購目標公司(定義見附註11(b))應用選擇性集中度測試，並總結該收購並不構成業務。



### 3. REVENUE

An analysis of the Group's revenue for the period is as follows:

Leases (Note a)	租賃(附註a)
Interest under effective interest method	按實際利率法計算的利息

Note a: Leases

For operating leases:  
Lease payments that are fixed

### 4. SEGMENT INFORMATION

Information reported to the board of directors, being the chief operating decision maker (the "CODM"), for the purposes of resource allocation and assessment of segment performance focus on types of goods or services delivered or provided. No operating segments identified by the CODM have been aggregated in arriving at the reportable segments of the Group.

During the year ended 31 December 2019, the Group commenced the business engaging in property investment along with the acquisition of Beijing Yufeng Chengyou Technology Company Limited\* and it is considered as a new operating and reportable segment by the CODM.

### 3. 收益

期內本集團之收益分析如下：

Six months ended 30 June 截至 6 月 30 日止六個月	
2020 (Unaudited) (未經審計) RMB'000 人民幣千元	2019 (Unaudited) (未經審計) RMB'000 人民幣千元
199	—
—	4,167
<b>199</b>	<b>4,167</b>

附註a：租賃

Six months ended 30 June 截至 6 月 30 日止六個月	
2020 (Unaudited) (未經審計) RMB'000 人民幣千元	2019 (Unaudited) (未經審計) RMB'000 人民幣千元
199	—

### 4. 分部資料

就資源分配及分部表現評估而言，向董事會(即主要經營決策者(「主要經營決策者」))匯報之資料專注於所交付或提供之商品或服務類別。於達致本集團可報告分部時，並無併入獲主要經營決策者所識別的經營分部。

截至2019年12月31日止年度，本集團於收購北京御風程游科技有限公司後開展物業投資業務，其被主要經營決策者視為新經營及可報告分部。

#### 4. SEGMENT INFORMATION (Continued)

Specifically, the Group's reporting segments under HKFRS 8 are as follows:

- Construction of infrastructure and development of properties
- Credit business
- Securities investments
- Property investments

\* For identification purpose only

#### Segment revenues and results

The following is an analysis of the Group's revenue and results by reportable segment:

#### For the six months ended 30 June (unaudited)

		Segment revenue 分部收益		Segment results 分部業績	
		2020 RMB'000 人民幣千元	2019 RMB'000 人民幣千元	2020 RMB'000 人民幣千元	2019 RMB'000 人民幣千元
Construction of infrastructure and development of properties	基礎設施建設及物業發展	-	-	-	(195)
Credit business	信貸業務	-	4,167	-	3,990
Securities investments	證券投資	-	-	-	-
Property investments	物業投資	199	-	199	-
Total	總計	199	4,167	199	3,795
Share of loss of an associate	分佔一間聯營公司虧損			-	(1,309)
Other income	其他收入			2,579	569
Exchange loss, net	匯兌虧損淨額			(247)	(86)
Gain on disposal of subsidiaries	出售附屬公司收益			-	1,656
Finance cost	財務成本			(14)	(31)
Other unallocated operating expenses	其他未分配經營開支			(4,800)	(7,065)
Loss before tax	除稅前虧損			(2,283)	(2,471)

#### 4. 分部資料(續)

具體而言，本集團根據香港財務報告準則第8號的可報告分部如下：

- 基礎設施建設及物業發展
- 信貸業務
- 證券投資
- 物業投資

\* 僅供識別

#### 分部收益及業績

以下為本集團按可報告分部劃分的收益及業績分析：

#### 截至6月30日止六個月(未經審計)

5. OTHER INCOME

Bank interest income  
Dividend income  
Sundry income

銀行利息收入  
股息收入  
雜項收入

5. 其他收入

Six months ended 30 June  
截至 6 月 30 日止六個月  
2020 2019  
(Unaudited) (Unaudited)  
(未經審計) (未經審計)  
RMB'000 RMB'000  
人民幣千元 人民幣千元

5 96  
1,921 –  
653 473

2,579 569

6. FINANCE COST

Interest on lease liabilities

租賃負債利息

6. 融資成本

Six months ended 30 June  
截至 6 月 30 日止六個月  
2020 2019  
(Unaudited) (Unaudited)  
(未經審計) (未經審計)  
RMB'000 RMB'000  
人民幣千元 人民幣千元

14 31

7. LOSS BEFORE TAX

Donation  
Expense relating to short-term leases  
Depreciation of property, plant and  
equipment  
Depreciation of right-of-use assets

捐款  
與短期租賃相關的開支  
物業、廠房及設備折舊  
使用權資產折舊

7. 除稅前虧損

Six months ended 30 June  
截至 6 月 30 日止六個月  
2020 2019  
(Unaudited) (Unaudited)  
(未經審計) (未經審計)  
RMB'000 RMB'000  
人民幣千元 人民幣千元

– 1,000  
23 83  
100 71  
617 692

**8. INCOME TAX EXPENSE**

Current tax:	即期稅項：
– Hong Kong	– 香港

**9. LOSS PER SHARE**

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

Loss for the period attributable to owners of the Company	本公司擁有人應佔期內虧損
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**Number of shares**

Weighted average number of ordinary shares for the purpose of basic loss per share

No diluted loss per share are disclosed as there was no potential ordinary shares in issue for both periods.

**8. 所得稅開支**

<b>Six months ended 30 June</b>	
<b>截至 6 月 30 日止六個月</b>	
<b>2020</b>	<b>2019</b>
<b>(Unaudited)</b>	<b>(Unaudited)</b>
<b>(未經審計)</b>	<b>(未經審計)</b>
<b>RMB'000</b>	<b>RMB'000</b>
<b>人民幣千元</b>	<b>人民幣千元</b>

–	31
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**9. 每股虧損**

本公司擁有人應佔每股基本虧損是根據以下數據計算：

<b>Six months ended 30 June</b>	
<b>截至 6 月 30 日止六個月</b>	
<b>2020</b>	<b>2019</b>
<b>(Unaudited)</b>	<b>(Unaudited)</b>
<b>(未經審計)</b>	<b>(未經審計)</b>
<b>RMB'000</b>	<b>RMB'000</b>
<b>人民幣千元</b>	<b>人民幣千元</b>

<b>(2,375)</b>	<b>(2,545)</b>
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<b>Six months ended 30 June</b>	
<b>截至 6 月 30 日止六個月</b>	
<b>2020</b>	<b>2019</b>
<b>'000</b>	<b>'000</b>
<b>千股</b>	<b>千股</b>

<b>1,469,376</b>	<b>1,469,376</b>
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由於該兩期間概無潛在普通股發行，概無披露每股攤薄虧損。

## 10. DIVIDENDS

No dividend was paid or proposed during the interim period. The directors of the Company have determined that no dividend will be paid in respect of the interim period.

## 11. DEPOSIT PAID FOR POTENTIAL INVESTMENTS

Deposit paid for acquisition of San He Jing Jiao (defined in Note a)	收購三河京郊(定義見附註a)所支付的訂金
Deposit paid for potential investments (defined in Note b)	潛在投資(定義見附註b)所支付的訂金

Notes:

- (a) On 28 October 2019, Shenzhen Shenhe Chuangli Investment and Development Company Limited\* (“Shenhe Chuangli”), a wholly-owned subsidiary of the Company, Beijing Shen Shang Investment & Consulting Company Limited (“Beijing Shen Shang”), San He Jing Jiao Property Development Company Limited (the “San He Jing Jiao”) and vendor A, vendor B and vendor C, (collectively referred to as “Vendors I”) entered into a sale and purchase agreement, pursuant to which Shenhe Chuangli has conditionally agreed to purchase and the Vendors I have conditionally agreed to sell 78% equity interest of San He Jing Jiao at the consideration of RMB321,000,000 (the “San He Jing Jiao Acquisition Agreement”). Details of the acquisition of San He Jing Jiao has been disclosed in the Company’s announcements dated 28 October 2019, 18 November 2019, 20 December 2019, 6 February 2020, 11 March 2020 and 15 April 2020, 15 May 2020, 15 June 2020, 15 July 2020 and 14 August 2020.

Pursuant to the San He Jing Jiao Acquisition Agreement, Beijing Shen Shang and San He Jing Jiao mutually agreed to transfer the deposit received from Beijing Shen Shang Investment & Consulting Company Limited, a wholly-owned subsidiary of the Company, at the amount of RMB110,000,000 to the vendor A.

As at 31 December 2019 and 30 June 2020, the acquisition has not been completed.

## 10. 股息

於本中期期間概無股息獲派付或建議。本公司董事釐定就本中期期間而言概無股息將獲派付。

## 11. 潛在投資所支付訂金

30 June 2020 2020年 6月30日 (Unaudited) (未經審計) RMB’000 人民幣千元	31 December 2019 2019年 12月31日 (Audited) (經審計) RMB’000 人民幣千元
110,000	110,000
–	56,000
<b>110,000</b>	<b>166,000</b>

附註：

- (a) 於2019年10月28日，深圳市深合創立投資發展有限公司(「深合創立」，本公司全資附屬公司)、北京瀋商投資諮詢有限公司(「北京瀋商」)、三河京郊房地產開發有限公司(「三河京郊」)與賣方A、賣方B及賣方C(統稱「賣方I」)訂立買賣協議，據此，深合創立有條件同意購買而賣方I有條件同意出售三河京郊78%權益，代價為人民幣321,000,000元(「三河京郊收購協議」)。有關三河京郊收購協議的詳情於本公司日期分別為2019年10月28日、2019年11月18日、2019年12月20日、2020年2月6日、2020年3月11日、2020年4月15日、2020年5月15日、2020年6月15日、2020年7月15日及2020年8月14日的公告中披露。

根據三河京郊收購協議，北京瀋商及三河京郊互相同意轉撥已自本公司全資附屬公司北京瀋商投資諮詢有限公司收取訂金人民幣110,000,000元予賣方A。

於2019年12月31日及2020年6月30日，該收購事項尚未完成。

## 11. DEPOSIT PAID FOR POTENTIAL INVESTMENTS (Continued)

- (b) On 30 December 2019, Shenhe Chuangli, and a vendor ("Vendor II") entered into a sale and purchase agreement, pursuant to which Shenhe Chuangli has conditionally agree to purchase and the Vendor II has conditionally agreed to sell 95% equity interest of eight companies, collectively (1) Beijing Herun wànwù Technology Co., Ltd.\*, (2) Beijing Wanxiang Shengrun Technology Co., Ltd.\*, (3) Ningyun Runyu Technology (Beijing) Co., Ltd.\*, (4) Yueyu Wanrun (Beijing) Culture Communication Co., Ltd.\*, (5) Jiao Yanpengda Technology (Beijing) Co., Ltd.\*, (6) Beijing Shuying Wanyu Culture Communication Co., Ltd.\*, (7) Wu Ruo Yue Xiu (Beijing) Cultural Communication Co., Ltd.\*, and (8) Beijing Ronghui Guangyi Technology Co., Ltd.\* (collectively the "Target Companies") at the consideration of RMB71,000,000, in which RMB47,000,000 was payable to Vendor II as the purchase consideration and the remaining RMB24,000,000 was paid on behalf of the Target Companies to its creditor.

Target Companies comprises of companies established under the Companies laws of the PRC with limited liability, which are principally engaged in the investment holding. Target Companies hold a total of 125 subsidiaries, each of which has entered into a Beijing Commercial Real Estate Sale and Purchase Contract\* (the "Contract") with an independent third party, involving acquisitions of total 125 properties (the "Properties"). The Properties are located in the Zhiying Commercial Center in Liangxiang Higher Education Park, Fangshan, Beijing, adjacent to Liangxiang University City North Station. Details of the acquisition has been disclosed in Note 14 and the Company's announcement dated 30 December 2019.

As at 31 December 2019, RMB56,000,000 represented deposit paid for the acquisition of the Target Companies.

The acquisition has been completed on 7 April 2020.

\* *English name for identification purpose only*

## 11. 潛在投資所支付訂金(續)

- (b) 於2019年12月30日，深合創立與一名賣方(「賣方II」)訂立買賣協議，據此，深合創立有條件同意購買而賣方II有條件同意出售八間公司95%股權，即(1)北京和潤萬物科技有限公司、(2)北京萬祥盛潤科技有限公司、(3)凝雲潤宇科技(北京)有限公司、(4)月鈺萬潤(北京)文化傳播有限公司、(5)郊燕鵬達科技(北京)有限公司、(6)北京疏影婉玉文化傳播有限公司、(7)緲若粵秀(北京)文化傳播有限公司及(8)北京融匯廣益科技有限公司(統稱「目標公司」)，代價為人民幣71,000,000元，其中人民幣47,000,000元應付予賣方II(作為購買代價)及餘下人民幣24,000,000元乃代表目標公司支付予其債權人。

目標公司包括根據中國公司法成立的多間有限公司，主要從事投資控股業務。目標公司持有合共125間附屬公司，其各自與獨立第三方訂立《北京市商品房現房買賣合約》(「該合約」)，涉及收購合共125項物業(「該等物業」)。該等物業位於北京房山良鄉高教園內的智盈商業中心，毗鄰良鄉大學城北站。有關收購事項的詳情於附註14及本公司日期為2019年12月30日的公告中披露。

於2019年12月31日，人民幣56,000,000元指收購目標公司所支付的訂金。

該收購事項已於2020年4月7日完成。

\* 英文名稱僅供識別

## 12. LOAN AND INTEREST RECEIVABLES

Fixed-rate loan and interest receivables 定息應收貸款及利息  
Less: Allowance for credit losses 減：信貸虧損撥備

At 30 June 2020, the loan receivables arising from credit business, bear fixed interest at 6% (31 December 2019: 6%) per annum.

The exposure to the Group's fixed-rate loan receivables to interest rate risks and their contractual maturity dates are as follows:

On demand 按要求

The loan and interest receivables outstanding as at 30 June 2020 and 31 December 2019 are denominated in HK\$.

## 12. 應收貸款及利息

30 June 2020 2020年 6月30日 (Unaudited) (未經審計) RMB'000 人民幣千元	31 December 2019 2019年 12月31日 (Audited) (經審計) RMB'000 人民幣千元
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<b>32,646</b>	31,812
<b>(18,027)</b>	(17,473)
<b>14,619</b>	<b>14,339</b>

於2020年6月30日，信貸業務產生的應收貸款按固定年利率6%（2019年12月31日：6%）計息。

本集團應收定息貸款的利率風險及其合約到期日如下：

30 June 2020 2020年 6月30日 (Unaudited) (未經審計) RMB'000 人民幣千元	31 December 2019 2019年 12月31日 (Audited) (經審計) RMB'000 人民幣千元
--	--

<b>14,619</b>	<b>14,339</b>
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於2020年6月30日及2019年12月31日尚未償還的應收貸款及利息以港元計值。

### 13. TRADE PAYABLES

Trade payables represented construction payables on construction comprises construction costs and other project-related expenses which are payable based on project progress measured by the Group. The suppliers have not specified the credit period granted to the Group.

The following is an aged analysis of trade payables at the end of the reporting period:

Within 90 days	90日內
Over 90 days	90日以上

### 14. ACQUISITION OF ASSETS THROUGH ACQUISITION OF SUBSIDIARIES

#### During the period ended 30 June 2020

As detailed in Note 11(b), on 30 December 2019, Shenhe Chuangli and Vendor III entered into a sale and purchase agreement, pursuant to which Shenhe Chuangli purchase 95% equity interest of Target Companies at the consideration of RMB71,000,000, in which RMB47,000,000 was payable to Vendor II as the purchase consideration and the remaining RMB24,000,000 was paid on behalf of the Target Companies to its creditor. As at 31 December 2019, the acquisition has not been completed and RMB56,000,000 was recognised as deposit paid. The acquisition was completed on 7 April 2020.

Target Companies are principally engaged in the investment holding.

The above acquisition has been accounted for acquisition of asset.

### 13. 應付賬款

應付賬款為應計建築開支包括建築費用及其他項目相關開支，乃根據本集團計量的項目進度支付。供應商並無授予本集團指定信貸期。

以下為於報告期末的應付賬款的賬齡分析：

30 June 2020 2020年 6月30日 (Unaudited) (未經審計) RMB'000 人民幣千元	31 December 2019 2019年 12月31日 (Audited) (經審計) RMB'000 人民幣千元
-	9,907
63,731	57,324
<hr/>	<hr/>
63,731	67,231

### 14. 透過收購附屬公司收購資產

#### 截至2020年6月30日止期間

誠如附註11(b)所詳述，於2019年12月30日，深合創立與賣方III訂立買賣協議，據此，深合創立已購入目標公司之95%股權，代價為人民幣71,000,000元，其中人民幣47,000,000元應付予賣方II(作為購買代價)及餘下人民幣24,000,000元乃代表目標公司支付予其債權人。於2019年12月31日，該收購事項尚未完成，並已確認人民幣56,000,000元作為已付訂金。收購事項已於2020年4月7日完成。

目標公司主要從事投資控股業務。

上述收購事項已以資產收購入賬。



**14. ACQUISITION OF ASSETS THROUGH ACQUISITION OF SUBSIDIARIES (Continued)**

During the period ended 30 June 2020 (Continued)

**Consideration transferred:**

Cash	現金	15,000
Deposit paid	已付訂金	32,000

Assets acquired and liabilities recognised at the date of acquisition are as follows:

Investment properties	投資物業	138,328
Bank balances and cash	銀行結餘及現金	69
Other payables	其他應付款	(64,923)
Amount due to Shenhe Chuangli	應付深合創立款項	(24,000)
Net assets acquired of Non-controlling interests in Target Companies	所收購淨資產於目標公司的非控股權益	49,474 (2,474)
Total consideration	總代價	47,000

**Net cash outflow on acquisition of assets through acquisition of Target Companies**

Cash paid	已付現金	(15,000)
Less: Bank balance and cash acquired	減：所收購銀行結餘及現金	69

Total  
總計  
RMB'000  
人民幣千元

47,000

**14. 透過收購附屬公司收購資產(續)**

截至2020年6月30日止期間(續)

**所轉讓代價：**

Cash	現金	15,000
Deposit paid	已付訂金	32,000

於收購日期所收購資產及所確認負債如下：

Investment properties	投資物業	138,328
Bank balances and cash	銀行結餘及現金	69
Other payables	其他應付款	(64,923)
Amount due to Shenhe Chuangli	應付深合創立款項	(24,000)
Net assets acquired of Non-controlling interests in Target Companies	所收購淨資產於目標公司的非控股權益	49,474 (2,474)
Total consideration	總代價	47,000

**透過收購目標公司收購資產的現金流出淨額**

Cash paid	已付現金	(15,000)
Less: Bank balance and cash acquired	減：所收購銀行結餘及現金	69

Total  
總計  
RMB'000  
人民幣千元

(14,931)

## 15. CAPITAL COMMITMENTS

At the end of the reporting period, the Group had the following capital commitment:

## 15. 資本承擔

於報告期末，本集團的資本承擔如下：

		<b>30 June 2020 2020年 6月30日 (Unaudited) (未經審計) RMB'000 人民幣千元</b>	31 December 2019 2019年 12月31日 (Audited) (經審計) RMB'000 人民幣千元
Capital expenditure contracted for but not provided in the consolidated financial statements in respect of:	有關下列事項的已訂約但尚未於綜合財務報表內撥備的資本開支：		
(i) Capital contribution to subsidiaries	(i) 向附屬公司注資	<b>7,350</b>	7,350
(ii) Acquisition of properties	(ii) 收購物業	<b>3,700</b>	5,700
(iii) Acquisition of San He Jing Jiao (Note 11(a))	(iii) 收購三河京郊 (附註11(a))	<b>211,000</b>	211,000
(iv) Acquisition of Target Companies (Note 11(b))	(iv) 收購目標公司 (附註11(b))	-	15,000
		<b>222,050</b>	<b>239,050</b>

## 16. EVENTS AFTER THE REPORTING PERIOD

### Acquisition of properties in Hebei Province

On 24 August 2020, vendor A, Shenhe Chuangli, San He Jing Jiao and Beijing Shen Shang entered into the termination agreement (the “**Termination Agreement**”), pursuant to which i) each of the parties of the San He Jing Jiao Acquisition Agreement agreed to terminate the San He Jing Jiao Acquisition Agreement; ii) vendor A shall refund the paid deposit of RMB110,000,000 to Shenhe Chuangli; and iii) Beijing Shen Shang and San He Jing Jiao shall resume the sale and purchase of properties by entering into another agreement (the “**Second Supplemental Agreement**”).

Pursuant to the Second Supplemental Agreement, which San He Jing Jiao has conditionally agreed to sell, and Beijing Shen Shang has conditionally agreed to acquire and resume the original sale and purchase of the properties at the consideration of RMB110,000,000.

The new consideration of RMB110,000,000 shall be payable by Beijing Shen Shang to San He Jing Jiao. Shenhe Chuangli agreed to pay the new consideration on behalf of Beijing Shen Shang and RMB110,000,000 shall be payable by vendor A to San He Jing Jiao within 3 days from the date of the Second Supplemental Agreement. The liabilities between Shenhe Chuangli and Beijing Shen Shang shall be set off accordingly.

The properties, comprises 11 shop units with a total gross floor area of approximately 3,168 sq.m. together with 60 car parking spaces on basement level of Phase 5 of Tian Zi Zhuang Yuan (天子莊園), located at Yanjiao National High-Tech Industrial Development Area, Sanhe City, Hebei Province.

The Second Supplemental Agreement and the transactions contemplated thereunder shall be completed on or before 28 February 2021, or such later date as the parties may agree.

Please refer to the announcement of the Company dated 24 August 2020 for details.

## 16. 期後事項

### 收購河北省物業

於2020年8月24日，賣方A、深合創立、三河京郊及北京瀋商訂立終止協議(「**終止協議**」)，據此，i)三河京郊收購協議各訂約方同意終止三河京郊收購協議；ii)賣方A須向深合創立退還已付訂金人民幣110,000,000元；iii)北京瀋商與三河京郊須透過訂立另一份協議(「**第二份補充協議**」)恢復買賣物業。

根據第二份補充協議，三河京郊已有條件同意出售，而北京瀋商已有條件同意收購及恢復原來該等物業之買賣，代價為人民幣110,000,000元。

北京瀋商須向三河京郊支付新代價人民幣110,000,000元。深合創立同意代表北京瀋商支付新代價，而賣方A須於第二份補充協議日期起計3日內向三河京郊支付人民幣110,000,000元。深合創立與北京瀋商之間的負債須相應抵銷。

該等物業包括位於河北省三河市燕郊國家高新技術產業開發區天子莊園五期的11個商舖單位，總建築面積約為3,168平方米，連同60個地庫停車位。

第二份補充協議及其項下擬進行之交易將於2021年2月28日或之前或訂約方可能協定之較後日期完成。

有關詳情請參閱本公司日期為2020年8月24日之公告。

## MANAGEMENT DISCUSSION AND ANALYSIS

### FINANCIAL REVIEW

During the Period, the revenue of the Group amounted to approximately RMB199,000 (2019 Corresponding Period: RMB4,167,000), representing a significant decrease in revenue comparing with that of the six months ended 30 June 2019. The substantial decrease in revenue is mainly due to the decrease in revenue generated by the credit business.

Loss before tax of the Group for the Period amounted to RMB2,283,000, representing a decrease of 7.61% as compared with loss before tax of RMB2,471,000 for the 2019 Corresponding Period. The loss was mainly attributable to, among other things, the decrease in the revenue from the credit business as compared to that for 2019 Corresponding Period. Loss per share was approximately RMB0.0016 (2019 Corresponding Period: basic loss per share of RMB0.0017).

### BUSINESS REVIEW

#### Infrastructure Construction Business

As at 30 June 2020, the Group completed the procedures for acceptance and transfer of accumulated 4000-mu construction land and 38.6-mu slope stabilization works of Zhongfang Chaozhou. During the Period, no revenue from completion of procedures for acceptance of completion and transfer of any construction land was recorded.

The settlement of Zhongfang Chaozhou Jing Nan Industrial Park Project is expected to be completed in 2020. The Group will maintain communication with Chaozhou Jinshan to actively push ahead the progress of settlement of the project and the transfer of the remaining construction land.

#### Credit Business

Following the capital reduction in Chung Hwa Finance for the financial year ended 31 December 2017, the Group gradually rationalised the credit business in Hong Kong and terminated the money lending licence in Hong Kong in September 2018.

During the Period, no revenue from the credit business was recorded by the Group (2019 Corresponding Period: RMB4,167,000).

#### Property Investment Business

The Group has property investment business in Guangzhou, Beijing and Sanhe cities. Some properties have generated rental income and recorded the revenue of RMB199,000 (2019 Corresponding Period: nil). The Group will continue to identify potential property investment projects.

## 管理層討論與分析

### 財務回顧

於本期，本集團實現收益約為人民幣199,000元(2019年同期：人民幣4,167,000元)，比較截至2019年6月30日止六個月收益有大幅下降。收益大幅下降主要是由於信貸業務收益之下降所致。

本集團於本期之除稅前虧損為人民幣2,283,000元(2019年同期：除稅前虧損人民幣2,471,000元)，減幅7.61%。虧損主要由於(其中包括)信貸業務收益較2019年同期減少所致。每股虧損約為人民幣0.0016元(2019年同期：每股基本虧損人民幣0.0017元)。

### 業務回顧

#### 基礎設施建設業務

截至2020年6月30日，本集團累計完成中房潮州4000畝建設用地及38.6畝斜坡鞏固工程的驗收交付手續。於本期，並無就完成任何建設用地驗收交付手續錄得任何收入。

中房潮州徑南工業園項目結算工作預期於2020年完成。本集團將保持與潮州金山溝通，積極推進項目的結算及剩餘建設用地的交付進度。

#### 信貸業務

截至2017年12月31日止財政年度完成中華信貸減資後，本集團逐步精簡香港的信貸業務，並於2018年9月終止香港持牌放債人的資格。

於本期，本集團確認信貸業務收入為人民幣0元(2019年同期：人民幣4,167,000元)。

#### 物業投資業務

本集團物業投資業務分布於廣州、北京及三河等城市，部分物業已產生租金收入並錄得收益人民幣199,000元(2019年同期：無)。本集團將繼續物色有潛力物業投資項目。

## Business Prospects

Affected by the pandemic in 2020, the global economic situation is uncertain, the Group will adhere to the development objective of making steady progress, continue to maintain its core competitiveness. The Group will actively respond to the state's policy of increasing infrastructure investment and push ahead the development of existing projects. The Company will maintain its core business, improve the Group's ability to resist risks, and at the same time promote the operation of existing property projects and open up new profit points. In addition, the Board will continue to devote efforts to explore various investment opportunities and enhance the Group's market competitiveness.

## LIQUIDITY AND FINANCIAL RESOURCES

As at 30 June 2020, the Group's total assets amounted to RMB1,052,895,000 (2019: RMB996,411,000), representing an increase of 5.7%. As at 30 June 2020, the non-current assets and current assets were RMB534,951,000 (2019: RMB451,327,000) and RMB517,944,000 (2019: RMB545,084,000), respectively. The assets were financed by current liabilities of RMB243,899,000 (2019: RMB188,634,000) and shareholders' funds of RMB717,405,000 (2019: RMB718,925,000).

With a prudent financial management policy and a solid financial position, the working capital of the Group is usually financed by its internally generated resources. As of 30 June 2020, the Group had net current assets of approximately RMB274,045,000 (31 December 2019: RMB356,450,000), including cash and cash equivalents of RMB2,333,000 (31 December 2019: RMB7,627,000).

As of 30 June 2020, the Group had no bank borrowings. The Group's current ratio (current assets/current liabilities) and gearing ratio (total liabilities/total assets) was 2.12 (As of 31 December 2019: 2.89) and 0.23 (As of 31 December 2019: 0.19), respectively.

## 業務展望

2020年受疫情影響，全球經濟形勢不明朗，本集團將繼續堅持穩中求進的發展目標，保持核心競爭力。本集團積極響應國家加大基礎設施建設投資的政策，努力推動既有項目發展。本公司將保持核心業務，提高本集團抗禦風險能力，同時推進現有物業項目的運營，開闢新的贏利點。此外，董事會將繼續致力於開拓不同的投資機遇及提升本集團的市場競爭力。

## 流動資金與財務資源

於2020年6月30日，本集團的資產總值為人民幣1,052,895,000元（2019年：人民幣996,411,000元），增加5.7%。於2020年6月30日，非流動資產及流動資產分別為人民幣534,951,000元（2019年：人民幣451,327,000元）及人民幣517,944,000元（2019年：人民幣545,084,000元）。資產以流動負債人民幣243,899,000元（2019年：人民幣188,634,000元）及股東資金人民幣717,405,000元（2019年：人民幣718,925,000元）撥付。

本集團遵循審慎財務管理政策以及擁有良好的財務狀況，一般以內部產生之資源作為營運資金。於2020年6月30日，本集團擁有流動資產淨值約人民幣274,045,000元（2019年12月31日：人民幣356,450,000元），其中包括現金及現金等價物人民幣2,333,000元（2019年12月31日：人民幣7,627,000元）。

於2020年6月30日，本集團並無銀行貸款。本集團的流動比率（流動資產／流動負債）及資產負債比率（總負債／總資產）分別為2.12（於2019年12月31日：2.89）及0.23（於2019年12月31日：0.19）。

## MATERIAL ACQUISITION AND DISPOSAL OF SUBSIDIARIES AND ASSOCIATES

### Pre-acquisition of property in Beijing PRC

On 15 November 2016, Beijing Shen Shang, being the subscriber entered into the pre-acquisition agreement with Beijing Zhong Tou, pursuant to which Beijing Zhong Tou agreed to sell and Beijing Shen Shang agreed to acquire a property at a total consideration of RMB152,800,000. The property is a commercial premise with the construction area of 2,800 sq.m. (with the right to use 5,000 sq.m. of car parks at the basement level two of the Beijing International Zone Convention Center\* 北京會展國際港展館 (the “**Convention Center**”), being part of Phase 3 of the ancillary facility project of the Convention Center to be constructed in Beijing Shunyi District Tianzhu Airport Commercial Zone\* 北京市順義區天竺空港商務區 (the “**Beijing Property**”). Please refer to the announcement of the Company dated 15 November 2016 for details.

On 26 March 2018, Beijing Shen Shang and Beijing Zhong Tou entered into a supplemental agreement in relation to the pre-acquisition agreement to postpone the date of the acceptance and transfer of the Beijing Property to 31 December 2019. The pre-sale permit for the project has been obtained on 17 August 2018.

However, due to multiple factors including the 70th anniversary of the National Day, important meetings and the haze days, the construction was suspended at the request of the government, resulting in postponement of completion. Coupling with the impact of the pandemic in 2020, the progress of the subsequent construction has been affected, resulting in the completion of construction and delivery the Beijing Property has not yet been completed.

On 20 May 2020, Beijing Shen Shang and Beijing Zhong Tou entered into a supplemental agreement to further postpone the date of the completion of construction and delivery of the Beijing Property to 30 June 2021 due to the outbreak of coronavirus, and Beijing Shen Shang agreed to exempt the penalty of Beijing Zhong Tou for the delay of completion of construction. The acquisition is expected to be completed on or before 30 June 2021.

As at the date hereof, the transaction is still in progress.

\* For identification purpose only

## 重大收購及出售附屬及聯營公司

### 預購於中國北京的物業

於2016年11月15日，北京瀋商(即認購方)與北京中投訂立預購協議，據此，北京中投同意出售及北京瀋商同意收購物業，總代價為人民幣152,800,000元。物業為建築面積2,800平方米並有權使用北京會展國際港展館(「**會展中心**」)地下負二層5,000平方米停車場之商用物業，即位於北京市順義區天竺空港商務區將興建的會展中心配套設施項目3期的一部分(「**北京物業**」)。有關詳情載於本公司日期為2016年11月15日的公告。

於2018年3月26日，北京瀋商與北京中投就預購協議訂立補充協議以推遲北京物業驗收交付日期至2019年12月31日。該項目已於2018年8月17日取得預售許可證。

然而，由於國慶70週年、重大會議及霧霾天等多重因素影響，工程應政府要求暫停施工，導致延長竣工。加上2020年疫情影響，其後工程進度受阻，導致北京物業仍未竣工交付。

於2020年5月20日，北京瀋商與北京中投訂立補充協議，將北京物業的竣工交付日期進一步推遲至2021年6月30日，而北京瀋商同意豁免北京中投延遲竣工的罰款。收購事項預期於2021年6月30日或之前完成。

於本公告日期，該交易仍在進行當中。

\* 僅供識別



### Adjustment to the transaction model of acquisition of properties in Hebei Province

On 9 February 2018 (after trading hours), Beijing Shen Shang and San He Jing Jiao entered into an agreement (the “**Property Acquisition Agreement**”) pursuant to which San He Jing Jiao has conditionally agreed to sell, and Beijing Shen Shang has conditionally agreed to acquire, the properties at the cash consideration of RMB110,000,000. The properties, comprise 11 shop units (including Shop No. 5-1-101, 5-1-102, 5-1-103, 5-1-104, 5-5-111, 5-5-112, 5-5-222, 5-5-223, 5-5-324, 5-5-425, 5-5-426) with a total gross floor area of approximately 3,168 sq.m. together with 60 car parking spaces (No. 001-005, 008-010, 012-024, 027-029, 032-034, 036-055, 059-071) on basement level of Phase 5 of Tian Zi Zhuang Yuan (天子莊園), located at Yanjiao National High-Tech Industrial Development Area, Sanhe City, Hebei Province. San He Jing Jiao and Beijing Shen Shang shall have completed and performed all of their respective obligations under the Property Acquisition Agreement no later than 9 August 2018, or such later date as the parties may agree in writing. Please refer to the announcement of the Company dated 9 February 2018 for details of the Property Acquisition Agreement.

On 17 August 2018, Beijing Shen Shang entered into a supplemental agreement with San He Jing Jiao to extend the long stop date to 31 December 2018.

On 18 March 2019, San He Jing Jiao and Beijing Shen Shang entered into the compensation agreement pursuant to which it is agreed that San He Jing Jiao shall additionally deliver the rights to use one car parking space as compensation for delay in processing the real property ownership certificate. The application of real property ownership certificate was completed in April 2019.

On 5 August 2019, San He Jing Jiao and Beijing Shen Shang entered into the termination agreement with respect to the Property Acquisition Agreement and compensation agreement to proceed with.

On 28 October 2019, Shenzhen Shenhe and Shanghai Wanbang Enterprise Group Company Limited\* 上海萬邦企業集團有限公司 (“**Shanghai Wanbang**”), Shenzhen Wanbang Real Estate Company Limited\* 深圳市萬邦置業有限公司 (“**Shenzhen Wanbang**”) and Shenzhen Zhaowanda Investment Company Limited\* 深圳市兆萬達投資有限公司 (“**Shenzhen Zhaowanda**”) entered into the sale and purchase agreement, pursuant to which Shenzhen Shenhe has conditionally agreed to purchase and the vendors have conditionally agreed to sell the Sale Shares, representing 78% equity interest of San He Jing Jiao at the consideration of RMB321,000,000. San He Jing Jiao is currently engaged in a property development project, namely Tian Zi Zhuang Yuan. It is a large scale residential development project developed on a site formed by various parcels of land with a total land area of approximately 300,243.3 sq.m. located at the northern side of Jingha Road (京哈路) within Yanjiao National High-Tech Industrial Development Area, Sanhe City.

\* For identification purpose only

### 調整收購河北省物業交易模型

於2018年2月9日(交易時段後),北京瀋商與三河京郊訂立一份協議(「**物業收購協議**」),據此,三河京郊有條件同意出售,而北京瀋商有條件同意收購該等物業,現金代價為人民幣110,000,000元。該等物業包括於河北省三河市燕郊國家高新技術產業開發區天子莊園五期11個商舖單位(包括第5-1-101、5-1-102、5-1-103、5-1-104、5-5-111、5-5-112、5-5-222、5-5-223、5-5-324、5-5-425、5-5-426號舖),總建築面積約3,168平方米,連同地庫的60個停車位(第001-005、008-010、012-024、027-029、032-034、036-055、059-071號)。三河京郊與北京瀋商須於2018年8月9日前(或各訂約方可能以書面協定之其他較後日期)完成及履行彼等於物業收購協議項下全部的相關責任。有關物業收購協議的詳情載於本公司日期為2018年2月9日之公告。

於2018年8月17日,北京瀋商與三河京郊簽訂一份補充協議,將最後完成期限延至2018年12月31日。

於2019年3月18日,三河京郊與北京瀋商簽訂補償協議,據此,約定三河京郊額外交付1個停車位使用權作為延期辦理物業不動產權利證書的補償。不動產權利證書已於2019年4月辦理完成。

於2019年8月5日,三河京郊與北京瀋商就物業收購協議及補償協議簽訂終止協議。

於2019年10月28日,深圳深合與上海萬邦企業集團有限公司(「**上海萬邦**」)、深圳市萬邦置業有限公司(「**深圳萬邦**」)及深圳市兆萬達投資有限公司(「**深圳兆萬達**」)訂立買賣協議,據此,深圳深合有條件同意購買而賣方有條件同意出售待售股份(相當於三河京郊78%股權),代價為人民幣321,000,000元。三河京郊現時從事一項名為天子莊園之物業開發項目。其為一項大型住宅開發項目,涉及於三河市燕郊國家高新技術產業開發區內京哈路北側總面積約300,243.3平方米之多幅土地上進行開發。

\* 僅供識別

On 24 August 2020, Shanghai Wanbang, Shenzhen Wanbang, Shenzhen Zhaowanda, Shenzhen Shenhe, San He Jing Jiao and Beijing Shen Shang entered into a termination agreement to (i) terminate the sale and purchase agreement dated 28 October 2019; (ii) Shanghai Wanbang shall refund the paid deposit of RMB110,000,000 (the “**Deposit**”) to Shenzhen Shenhe and (iii) Beijing Shen Shang and San He Jing Jiao shall resume the sale and purchase of the properties by entering into another agreement.

Please refer to the announcements of the Company dated 28 October 2019, 18 November 2019, 20 December 2019, 31 December 2019, 6 February 2020, 11 March 2020, 15 April 2020, 15 May 2020, 15 June 2020, 15 July 2020, 14 August 2020 and 24 August 2020 for details.

### **Disposal of 66.67% equity interest of SHHH Development and shareholders’ loan**

On 4 July 2019, Shenzhen Shenxi entered into a disposal agreement with an independent third party, pursuant to which, the independent third party conditionally agreed to acquire and Shenzhen Shenxi conditionally disposed of 66.67% equity interest in SHHH Development and shareholders’ loan at a consideration of RMB173,000,000.

Details of the disposal are set out in the announcements of the Company dated 4 July 2019, 25 July 2019, 30 August 2019, 8 October 2019, 31 October 2019 and 3 December 2019 and the circular of the Company dated 20 December 2019.

As at the date hereof, Shenzhen Shenxi received payment of RMB20,000,000. The transaction is still in progress.

### **Acquisition of 95% equity interest of the 8 PRC Companies**

On 30 December 2019, Shenzhen Shenhe and Beijing Wanzi Apartment Management Company Limited\* 北京萬紫公寓管理有限公司 entered into the sale and purchase agreement, pursuant to which Shenzhen Shenhe has conditionally agreed to purchase and Beijing Wanzi Apartment Management Company Limited has conditionally agreed to sell the 95% equity interest of the 8 PRC Companies (the “**Target Companies**”) at the consideration of RMB71,000,000 in which RMB47,000,000 was payable to the Beijing Wanzi Apartment Management Company Limited as the purchase consideration and the remaining RMB24,000,000 was paid on behalf of the Target Companies to its creditor.

\* For identification purpose only

於2020年8月24日，上海萬邦、深圳萬邦、深圳兆萬達、深圳深合、三河京郊及北京瀋商訂立終止協議，以(i)終止日期為2019年10月28日的買賣協議；(ii)上海萬邦須向深圳深合退還已付訂金人民幣110,000,000元(「**訂立**」)；及(iii)北京瀋商與三河京郊須透過訂立另一份協議恢復買賣該等物業。

詳情請參閱本公司日期分別為2019年10月28日、2019年11月18日、2019年12月20日、2019年12月31日、2020年2月6日、2020年3月11日、2020年4月15日、2020年5月15日、2020年6月15日、2020年7月15日、2020年8月14日及2020年8月24日的公告。

### **出售深圳合輝煌發展66.67%股權及股東貸款**

於2019年7月4日，深圳沈璽與獨立第三方訂立出售協議，據此，獨立第三方有條件同意收購及深圳沈璽有條件出售深圳合輝煌發展之66.67%股權及股東貸款，代價為人民幣173,000,000元。

有關出售事項的詳情載於本公司日期分別2019年7月4日、2019年7月25日、2019年8月30日、2019年10月8日、2019年10月31日及2019年12月3日之公告及本公司日期為2019年12月20日之通函。

於本公告日期，深圳沈璽已收到款項人民幣20,000,000元。交易尚在進行中。

### **收購八家中國公司95%股權**

於2019年12月30日，深圳深合與北京萬紫公寓管理有限公司訂立買賣協議，據此，深圳深合有條件同意購買而北京萬紫公寓管理有限公司有條件同意出售八家中國公司(「**目標公司**」)95%股權，代價為人民幣71,000,000元，其中人民幣47,000,000元應付予北京萬紫公寓管理有限公司(作為購買代價)及餘下人民幣24,000,000元乃代表目標公司支付予其債權人。

\* 僅供識別



The Target Companies hold a total of 125 subsidiaries, each of which has entered into a "Beijing Commercial Real Estate Sale and Purchase Contract\* 北京市商品房現房買賣合同" with an Independent Third Party, involving acquisition of 125 sets of properties ("Properties"). The Properties are located in the Zhiying Commercial Center in Liangxiang Higher Education Park, Fangshan, Beijing, adjacent to Liangxiang University City North Station. It is expected that the Properties will be used for leasing, and will generate stable rental income to the Group in the future.

As at 31 December 2019, RMB56,000,000 represented deposit paid for the acquisition of the Target Companies.

As at the date hereof, the acquisition has been completed.

### ADVANCE TO AN ENTITY

Reference is made to the Company's announcement dated 24 August 2020 in relation to the termination of the major transaction in relation to acquisition of 78% equity interest in San He Jing Jiao and major transaction relating to acquisition of the properties with advance to an entity.

According to the Termination Agreement, Shanghai Wanbang shall refund the paid Deposit of RMB110,000,000 to Shenzhen Shenhe. In addition, pursuant to the Second Supplemental Agreement, the new consideration of RMB110,000,000 shall be payable by Beijing Shen Shang to San He Jing Jiao. Shenzhen Shenhe agreed to pay the new consideration on behalf of Beijing Shen Shang and RMB110,000,000 shall be payable by Shanghai Wanbang to San He Jing Jiao.

As the amount of the Deposit of RMB110,000,000 exceeds 8% under the assets ratio as defined under Rule 13.13 of the Listing Rules, the Deposit is also subject to the general disclosure obligations under Rule 13.15 of the Listing Rules.

Please refer to the announcement of the Company dated 24 August 2020 for details.

### OTHER INVESTMENTS AND TRANSACTIONS

#### Disposal of 20% equity interest in Hai Yue Real Estate

On 12 September 2018, Tai He Chuang Jian transferred 20% equity interest in Hai Yue Real Estate to Hou Feng Trading, the largest shareholder of Hai Yue Real Estate at the consideration of RMB133,000,000.

Hai Yue Real Estate owns Dongshan Plaza (東山廣場) located at No. 69 Xian Lie Zhong Road in Guangzhou comprising 166 office units (owned property available for operation) with a gross floor area of 22,026.54 sq.m. and 122 underground car parking spaces (including 2-storey basement car park) with a total gross floor area of 1,318.02 sq.m.

\* For identification purpose only

目標公司共持有125間附屬公司，其各自已與獨立第三方訂立《北京市商品房現房買賣合同》，涉及收購125套物業（「該等物業」）。該等物業位於北京房山良鄉高教園內的智盈商業中心，毗鄰良鄉大學城北站。預期該等物業將用作出租用途，並於日後為本集團帶來穩定的租金收入。

於2019年12月31日，人民幣56,000,000元指收購目標公司之已付訂金。

於本公告日期，收購已完成。

### 向實體墊款

茲提述本公司日期為2020年8月24日之公告，內容有關終止有關收購三河京郊78%股權之主要交易及與收購該等物業連向實體墊款之主要交易。

根據終止協議，上海萬邦須退還已付訂金人民幣110,000,000元予深圳深合。此外，根據第二份補充協議，北京瀋商須向三河京郊支付新代價人民幣110,000,000元。深圳深合同意代表北京瀋商支付新代價，而上海萬邦須向三河京郊支付人民幣110,000,000元。

由於訂金金額人民幣110,000,000元按上市規則第13.13條所界定之資產比率計算超過8%，故訂金亦須遵守上市規則第13.15條之一般披露責任。

有關詳情請參閱本公司日期為2020年8月24日之公告。

### 其他投資及交易

#### 出售海粵房地產20%股權

於2018年9月12日，泰合創建將於海粵房地產持有的20%的股權以代價人民幣133,000,000元轉讓給海粵房地產第一大股東厚豐貿易。

海粵房地產持有位於廣州市先烈中路69號東山廣場166套總面積22,026.54平方米的寫字樓（可經營自有物業）及地下一、二層總面積1,318.02平方米共計122個停車位。

\* 僅供識別

As the relevant percentage ratio in respect of the transaction exceeds 25%, the transaction contemplated thereunder constitutes a major transaction of the Company and is subject to shareholders' approval at the general meeting. Please refer to the announcements of the Company dated 12 September 2018, 5 October 2018, 1 November 2018, 6 December 2018 and 28 December 2018 and the circular of the Company dated 18 January 2019 for details. The transaction was completed on 4 March 2019.

On 21 April 2020, Tai He Chuang Jian has received a written notice from Hou Feng Trading stating that it has difficulty in the turnover of working capital due to the impact of pandemic and Hou Feng Trading is not able to repay the consideration to Tai He Chuang Jian in time. Hou Feng Trading promised to repay the outstanding consideration of RMB101,100,000 to Tai He Chuang Jian by installments according to the given repayment schedule. Besides, Hou Feng Trading also agreed to provide guarantee in favour of the outstanding consideration of RMB35,000,000 for the Company. The Company has obtained a pledge over the property in Shanghai.

As at the date hereof, Hou Feng Trading settled RMB45,840,000 and the remaining balance of RMB87,160,000 is yet to be paid.

#### **Acquisition of 34,420,335 shares of Chaozhou Rural Credit Cooperative\* 潮州市區農村信用合作聯社 by Zhongfang Chaozhou**

On 3 January 2019, Zhongfang Chaozhou acquired 8,700,000 shares of Chaozhou Rural Credit Cooperative\* 潮州市區農村信用合作聯社 in aggregate held by eight natural persons at RMB1.8 per share. The total consideration of the transaction amounted to RMB15,660,000 (the "1st Acquisition").

On 24 January 2019, Zhongfang Chaozhou acquired 25,720,335 shares of Chaozhou Rural Credit Cooperative\* 潮州市區農村信用合作聯社 in aggregate held by 19 natural persons at RMB1.85 per share. The total consideration of the transaction amounted to approximately RMB48,271,000 (the "2nd Acquisition").

Upon completion of the 1st Acquisition and the 2nd Acquisition, Zhongfang Chaozhou will hold 59,720,335 shares of Chaozhou Rural Credit Cooperative\* 潮州市區農村信用合作聯社 in aggregate. Please refer to the announcements of the Company dated 24 January 2019 and 28 January 2019 for details.

On 21 June 2019, Chaozhou Rural Commercial Bank Co., Ltd. ("Chaozhou Rural Commercial Bank") was established and commenced operation after the restructuring of Chaozhou Rural Credit Cooperative\* 潮州市區農村信用合作聯社, Raoping Rural Credit Cooperative\* 饒平縣農村信用合作聯社 and Chao'an Rural Credit Cooperative\* 潮安區農村信用合作聯社.

\* For identification purpose only

由於各項交易的相關百分比率高於25%，故擬進行交易構成本公司之主要交易，並須於股東大會上獲股東批准。有關詳情，請參閱本公司日期分別為2018年9月12日、2018年10月5日、2018年11月1日、2018年12月6日及2018年12月28日的公告及本公司日期為2019年1月18日的通函。該交易已於2019年3月4日完成。

於2020年4月21日，泰合創建已收到厚豐貿易的書面通知，表示由於疫情影響營運資金周轉出現困難，厚豐貿易未能按時向泰合創建償還代價。厚豐貿易承諾根據既定還款期分期向泰合創建償還未償還代價人民幣101,100,000元。此外，厚豐貿易亦同意就未償還代價人民幣35,000,000元向本公司作出擔保，本公司已獲得一項位於上海的物業抵押權。

於本公告日期，厚豐貿易已結算人民幣45,840,000元，餘額人民幣87,160,000元尚未支付。

#### **中房潮州收購潮州市區農村信用合作聯社 34,420,335股股份**

於2019年1月3日，中房潮州按照每股人民幣1.8元分別收購由8個自然人合計持有的潮州市區農村信用合作聯社8,700,000股股份，交易代價總額為人民幣15,660,000元（「第一次收購」）。

於2019年1月24日，中房潮州以每股人民幣1.85元收購19個自然人合計持有的潮州市區農村信用合作聯社25,720,335股股份，交易代價總額約為人民幣48,271,000元（「第二次收購」）。

完成第一次收購及第二次收購後，中房潮州將合共持有潮州市區農村信用合作聯社59,720,335股股份，有關詳情載於本公司日期分別為2019年1月24日及2019年1月28日之公告。

於2019年6月21日，由潮州市區農村信用合作聯社、饒平縣農村信用合作聯社及潮安區農村信用合作聯社重組的潮州農村商業銀行股份有限公司（「潮州農商銀行」）開業成立。

\* 僅供識別

Since the 1st Acquisition and the 2nd Acquisition occurred during the period of restructuring of Chaozhou Rural Commercial Bank and the shares held by the vendors including the natural persons in Chaozhou Rural Commercial Bank are non-transferable within one year pursuant to the relevant requirements, an aggregate of 34,420,335 shares of Chaozhou Rural Credit Cooperative\* 潮州市區農村信用合作聯社 from the 1st Acquisition and the 2nd Acquisition had not been registered and converted into shares of Chaozhou Rural Commercial Bank during 2019. Upon completion of the registration, Zhongfang Chaozhou will hold an aggregate of 36,490,344 shares of Chaozhou Rural Commercial Bank.

As at the date hereof, the registration is still in progress.

#### **Provision of loans to Guangzhou Leyou**

On 7 November 2018, the Company entered into a loan agreement with Guangzhou Leyou with a loan amount of RMB15,000,000 for a term of eight months at an interest rate of 8% per annum. The loan is guaranteed jointly and severally by a competent guarantor. As the relevant percentage ratios in respect of the transaction are below 5%, the transaction is not subject to any disclosure requirements under the Listing Rules.

On 9 August 2019, the Company and Guangzhou Leyou entered into a supplemental agreement to extend the term of loan for further eight months to 6 March 2020 and adjust the interest rate to 6% per annum.

Guangzhou Leyou settled RMB1,000,000 on 28 April 2020. On 20 May 2020, the Company and Guangzhou Leyou entered into a supplemental agreement to extend the term loan with a amount of RMB14,000,000 for further twelve months to 6 March 2021 with interest rate of 6% per annum.

On 18 June 2020, Guangzhou Leyou repaid RMB1,200,000 and the remaining principal was RMB12,800,000.

#### **SIGNIFICANT INVESTMENTS**

During the Period, save as disclosed above, the Company did not have any significant investments.

由於第一次收購及第二次收購發生在潮州農商銀行重組期間及根據相關規定由賣方(包括自然人)持有的潮州農商銀行股份一年內不能轉讓，因此第一次收購及第二次收購合計34,420,335股潮州市區農村信用合作聯社股份未能於2019年度登記並折算成潮州農商銀行股份。於登記完成後，中房潮州將合計持有潮州農商銀行36,490,344股股份。

於本公告日期，登記工作正在進行中。

#### **向廣州樂游提供借款**

於2018年11月7日，本公司與廣州樂游簽署借款協議，借款金額為人民幣15,000,000元，借款期限為8個月，借款利息為年利率8%，並由有資質的擔保公司提供連帶責任擔保，由於該交易的相關百分比率低於5%，因此，該交易無需遵守上市規則下的任何披露規定。

於2019年8月9日，本公司與廣州樂游訂立補充協議，將貸款年期進一步延長8個月至2020年3月6日，並調整年利率至6%。

廣州樂游已於2020年4月28日結算人民幣1,000,000元。於2020年5月20日，本公司與廣州樂游訂立補充協議，將為數人民幣14,000,000元的有期貸款進一步延長12個月至2021年3月6日，年利率為6%。

於2020年6月18日，廣州樂游償還人民幣1,200,000元，剩餘本金為人民幣12,800,000元。

#### **重大投資**

於本期，除上文所披露者外，本公司並無持有任何重大投資。

\* For identification purpose only

\* 僅供識別

## NUMBER OF EMPLOYEES, EMOLUMENTS, TRAINING SCHEMES AND SHARE OPTION SCHEMES

As at 30 June 2020, the Group employed a total of 45 employees (including the Directors) and the emoluments during the Period amounted to approximately RMB2,157,000 (2019 Corresponding Period: RMB2,150,000) in total. The Group has entered into employment contracts with all employees, and offered them with different emoluments package according with their positions qualifications, experience and ability. The Group also provide benefits to employees, such as contributions to endowment insurance, basic medical insurance and housing reserve in accordance with the relevant laws of the PRC. The Group has not adopted any share option scheme for any of its senior management or employees.

## ASSETS SECURED/PLEDGED

As at 30 June 2020, no asset of the Group was secured or pledged (2019 Corresponding Period: Nil).

## SEGMENTAL INFORMATION

Details of segmental information are set out in Note 4 to the condensed consolidated financial statements in this announcement.

## CURRENCY RISKS

Other than those subsidiaries established in Hong Kong, the revenue and expenses of the Group are mainly denominated in Renminbi. In view of the appreciation of Hong Kong Dollar against Renminbi, the reporting currency, an exchange loss of approximately RMB247,000 (2019 Corresponding Period: loss of RMB86,000) has been recorded in the results for the six months ended 30 June 2020. The Group currently does not have hedging policy against foreign exchange risk. The management will consider hedging significant currency exposure in future should the need arise.

## CONTINGENT LIABILITIES

As at 30 June 2020, the Group had no significant contingent liabilities (2019 Corresponding Period: Nil).

## OTHER INFORMATION

### Code of Corporate Governance

The Company has complied with all of the code provisions of the Corporate Governance Code and Corporate Governance Report (“CG Code”) as set out in Appendix 14 to the Listing Rules during the six months ended 30 June 2020, except the following:

## 僱員人數及薪酬、培訓計劃及購股權計劃

於2020年6月30日，本集團共聘用45名僱員（包括董事在內），於本期提供薪酬總額約為人民幣2,157,000元（2019年同期：人民幣2,150,000元）。本集團與全體僱員均已簽署聘用合同，根據彼等的崗位資歷、經驗及能力向彼等提供不同的薪酬待遇。同時，根據中國有關法律規定，本集團為僱員提供福利如交納養老保險金、基本醫療保險金和住房公積金。本集團尚未採納任何高級管理人員或員工的購股權計劃。

## 資產抵押／質押

於2020年6月30日，本集團並無任何資產抵押及質押（2019年同期：無）。

## 分部資料

分部資料詳載於本公告簡明綜合財務報表附註4。

## 外匯風險

除於香港成立的該等附屬公司外，本集團之收益及開支主要以人民幣計值。鑒於港元兌報貨幣人民幣升值，截至2020年6月30日止六個月的業績錄得匯兌虧損約人民幣247,000元（2019年同期：虧損人民幣86,000元）。本集團目前並無外匯風險的對沖政策。管理層將考慮日後於有需要時對沖重大貨幣風險。

## 或然負債

於2020年6月30日，本集團並無任何重大或然負債（2019年同期：無）。

## 其他資料

### 企業管治守則

本公司已於截至2020年6月30日止六個月遵守上市規則附錄十四所載之企業管治守則及企業管治報告（「企管守則」）之所有守則條文，惟下文除外：

Code provision A.1.8 of the CG Code requires that the Company should arrange appropriate insurance cover in respect of legal action against its directors. The Company did not arrange such insurance cover during the Period as Directors considered that the risk of material legal claims against Directors is minimal. Nevertheless, the Board will review this arrangement from time to time in light of the prevailing circumstances and arrange for appropriate insurance coverage when necessary.

### **Model Code for Securities Transactions by Directors**

The Company has adopted the Model Code as set out in Appendix 10 to the Listing Rules as the code for dealing in securities of the Company by the Directors. Having made enquiry of all Directors, the Company confirms that all the Directors have complied with the required standard set out in the Model Code for the Period.

### **Purchase, Sale or Redemption of Listed Securities of The Company**

Neither the Company, nor any of its subsidiaries has purchased, redeemed or sold any of the listed securities of the Company during the six months ended 30 June 2020.

### **Review of Interim Results**

The Audit Committee of the Company has reviewed the unaudited condensed consolidated financial information of the Group for the six months ended 30 June 2020.

### **Interim Dividend**

The Board does not recommend the payment of interim dividends for the six months ended 30 June 2020 (2019 Corresponding Period: Nil).

### **Events After the Reporting Period**

Details of events after the reporting period are set out in Note 16 to the condensed consolidated financial statements in this announcement.

### **Directors', Chief Executives' and Supervisors' Interests In Securities**

As at 30 June 2020, none of the Directors, Chief Executives and Supervisors of the Company had interests or short positions in any securities of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which are required (a) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they are taken or deemed to have under such provisions of the SFO); or (b) pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (c) pursuant to the required standard of dealings by Directors and Supervisors as referred to in the Model Code to be notified to the Company and the Stock Exchange.

企管守則之守則條文A.1.8規定，本公司應就對其董事之法律行動投購合適之保險險種。由於董事認為對董事提出重大法律索償之風險不大，故本期本公司並無投購有關保險險種。然而，董事會將視乎當前狀況不時檢討此安排，並於有需要時投購合適之保險險種。

### **董事進行證券交易之標準守則**

本公司已採納載於上市規則附錄十所載之標準守則，作為本公司董事買賣證券之守則。經向全體董事作出查詢後，本公司確認全體董事於本期已遵守載於標準守則之規定標準。

### **購買、銷售或贖回本公司上市證券**

截至2020年6月30日止六個月期間，本公司及其附屬公司概無購買、贖回或銷售本公司任何上市證券。

### **審閱中期業績**

本公司審核委員會已審閱截至2020年6月30日止六個月之本集團未經審計簡明綜合財務資料。

### **中期股息**

董事會不建議就截至2020年6月30日止六個月派發中期股息(2019年同期：無)。

### **期後事項**

有關報告期間後事件詳情載於本公告中簡明綜合財務報表附註16。

### **董事、最高行政人員及監事於證券之權益**

於2020年6月30日，概無本公司董事、最高行政人員及監事於本公司或其任何相聯法團(定義見證券及期貨條例第XV部)之任何證券中，擁有(a)須根據證券及期貨條例第XV部第7及第8分部須知會本公司及聯交所之權益或淡倉(包括根據證券及期貨條例之該等條文，彼等被當作或視為擁有之權益或淡倉)；或(b)須根據證券及期貨條例第352條須記入該條例所述之登記冊之權益或淡倉；或(c)根據標準守則所載董事及監事進行交易之規定準則，須知會本公司及聯交所之權益或淡倉。



## Shareholdings of Substantial Shareholders

As at 30 June 2020, save as the Directors, Supervisors and Chief Executives of the Company, the following corporations and individuals had interests and/or short positions in the Company's shares, underlying shares, securities, equity derivatives and/or debentures, which are required to be recorded in the register maintained by the Company pursuant to section 336 of the SFO:

## 主要股東持股情況

截至2020年6月30日，除本公司董事、監事及最高行政人員以外，以下公司及人士擁有本公司的股份、相關股份、證券、股本衍生工具及／或債券中的權益及／或淡倉，且該等權益及／或淡倉須根據證券及期貨條例第336條須於本公司備存的登記冊所記錄：

	Interest owners	Shares	Percentage of total issued share capital 佔已發行股本總數百分比
	權益持有人	股份	
1	Beijing Hua Xia Ding 北京華夏鼎	420,000,000 Domestic Shares 420,000,000股內資股	28.58%
2	Huang Guang Fu (Note 1) 黃廣服(附註1)	420,000,000 Domestic Shares 420,000,000股內資股	28.58%
3	Beijing Lichuang Future 北京力創未來	180,000,000 Domestic Shares 180,000,000股內資股	12.25%
4	Zhai Ming Yue (Note 2) 翟明月(附註2)	180,000,000 Domestic Shares 180,000,000股內資股	12.25%
5	Shenzhen Wan Zhong Run Long 深圳萬眾潤隆	140,000,000 Domestic Shares 140,000,000股內資股	9.53%
6	Zhang Song (Note 3) 張松(附註3)	140,000,000 Domestic Shares 140,000,000股內資股	9.53%
7	HKSCC Nominees Limited (Note 4) 香港中央結算(代理人)有限公司(附註4)	605,376,000 H-Shares (listed shares) 605,376,000股H股(上市股份)	41.20%

Notes:

附註：

- |   |  |
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| <p>1. Huang Guang Fu is a PRC resident who holds 100% equity interests in Beijing Hua Xia Ding. Pursuant to section 316 of the SFO, Huang Guang Fu is also deemed to be interested in the underlying shares of the Company held by Beijing Hua Xia Ding.</p> <p>2. Zhai Mingyue is a PRC resident who holds 100% equity interests in Beijing Li Chuang Future. Pursuant to section 316 of the SFO, Zhai Mingyue is also deemed to be interested in the underlying shares of the Company held by Beijing Li Chuang Future.</p> <p>3. Zhang Song is a PRC resident who holds 100% equity interests in Shenzhen Wan Zhong Run Long. Pursuant to section 316 of the SFO, Zhang Song is deemed to be interested in the underlying shares of the Company held by Shenzhen Wan Zhong Run Long.</p> <p>4. As notified by HKSCC Nominees Limited, as of 30 June 2020, the following participants of CCASS had interests amounting to 5.00% or more of the total issued H-Shares of the Company as shown in the securities accounts in CCASS:</p> <p>(1) The Hongkong and Shanghai Banking Corporation Limited as nominee holds 90,146,740 H-Shares, representing 14.89% of the issued H-Shares of the Company.</p> <p>(2) Bank of China (Hong Kong) Limited as nominee holds 64,812,000 H-Shares, representing 10.7% of the issued H-Shares of the Company.</p> <p>(3) Ever-long Securities Company Limited as nominee holds 64,428,000 H-Shares, representing 10.64% of the issued H-Shares of the Company.</p> | <p>1. 黃廣服是中國公民，於北京華夏鼎持有100%股權。根據證券及期貨條例第316條，黃廣服亦被視為在北京華夏鼎持有的本公司相關股份中擁有權益。</p> <p>2. 翟明月是中國公民，於北京力創未來持有100%股權。根據證券及期貨條例第316條，翟明月亦被視為在北京力創未來持有的本公司相關股份中擁有權益。</p> <p>3. 張松是中國公民，於深圳萬眾潤隆持有100%股權。根據證券及期貨條例第316條，張松被視為在深圳萬眾潤隆持有的本公司相關股份中擁有權益。</p> <p>4. 根據香港中央結算(代理人)有限公司的通知，截至2020年6月30日，下列中央結算系統參與者在中央結算系統股票戶口內持有本公司已發行H股股份總數的5.00%或以上：</p> <p>(1) 香港上海滙豐銀行有限公司代理持有90,146,740股H股，佔本公司已發行H股14.89%。</p> <p>(2) 中國銀行(香港)有限公司代理持有64,812,000股H股，佔本公司已發行H股10.7%。</p> <p>(3) 長雄證券有限公司代理持有64,428,000股H股，佔本公司已發行H股10.64%。</p> |
|---|--|

Save as disclosed above, as at 30 June 2020, the Company has not been notified of any interests and/or short positions in shares, underlying shares, securities, equity derivatives and/or debentures of the Company which are required to be recorded in the register maintained in accordance with section 336 of the SFO.

## GLOSSARY

In this announcement, unless the context otherwise requires, the following expressions shall have the following respective meanings.

“2019 Corresponding Period” 「2019年同期」	for the six months ended 30 June 2019 截至2019年6月30日止六個月
“Beijing Hua Xia Ding” 「北京華夏鼎」	Beijing Hua Xia Ding Technology Company Limited* 北京華夏鼎科技有限公司*
“Beijing Lichuang Future” 「北京力創未來」	Beijing Lichuang Future Technology Company Limited 北京力創未來科技有限公司
“Beijing Shen Shang” 「北京瀋商」	Beijing Shen Shang Investment & Consulting Company Limited*, a wholly owned subsidiary of the Company 北京瀋商投資諮詢有限公司，本公司全資附屬公司
“Beijing Zhong Tou” 「北京中投」	Beijing Zhong Tou Chuang Zhan Property Limited* 北京中投創展置業有限公司
“Board” 「董事會」	the board of Directors 董事會
“Chaozhou Jinshan” 「潮州金山」	Chaozhou Jinshan Investment and Development Company Limited* 潮州市金山投資開發有限公司
“Chung Hwa Finance” 「中華信貸」	Chung Hwa Finance Limited, a subsidiary of the Company 中華信貸有限公司，本公司附屬公司
“Company” 「本公司」	Shenyang Public Utility Holdings Company Limited* 瀋陽公用發展股份有限公司
“Director(s)” 「董事」	the directors of the Company 本公司董事
“Domestic Shares” 「內資股」	domestic shares with a nominal value of RMB1 each in the share capital of the Company which are subscribed for in RMB 本公司股本中每股面值人民幣1元的內資股，以人民幣認購
“Group” 「本集團」	the Company and its subsidiaries 本公司及其附屬公司
“Guangzhou Leyou” 「廣州樂游」	Guangzhou Leyou Internet Technology Company Limited* 廣州樂游互聯網科技有限公司
“Hai Yue Real Estate” 「海粵房地產」	Guangzhou Hai Yue Real Estate Development Company Limited* 廣州海粵房地產發展有限公司

除上述披露外，本公司於2020年6月30日並未接獲有任何須按證券及期貨條例第336條須於備存的登記冊所記錄的本公司股份、相關股份、證券、股本衍生工具及／或債權證中的權益及／或淡倉。

## 專用詞彙

於本公告，除文義另有所指，下列詞彙具有以下各自涵義。

“Hong Kong” 「香港」	the Hong Kong Special Administrative Region of the People’s Republic of China 中華人民共和國香港特別行政區
“Hou Feng Trading” 「厚豐貿易」	Shenzhen Hou Feng Trading Company Limited* 深圳厚豐貿易有限公司
“H-Shares” 「H股」	overseas listed foreign ordinary share(s) of the Company with a nominal value of RMB1 each, all of which are listed on the main board of the Stock Exchange and subscribed for and traded in Hong Kong dollars 本公司股本中每股面值人民幣1元之境外上市外資普通股，全部均在聯交所主板上市及以港元認購及買賣
“Independent Third Party(ies)” 「獨立第三方」	the independent third party(ies) who is/are, to the best of the Directors’ knowledge, information and belief having made all reasonable enquiry, independent of the Company and its connected persons (as defined under the Listing Rules) 於作出一切合理查詢後，就董事深知、得悉及確信，獨立於本公司及其關連人士(定義見上市規則)的獨立第三方
“Listing Rules” 「上市規則」	the Rules Governing the Listing of Securities on the Stock Exchange 聯交所證券上市規則
“Model Code” 「標準守則」	Model Code for Securities Transactions by Directors of Listed Issuers 上市發行人董事進行證券交易的標準守則
“Period” 「本期」	for the six months ended 30 June 2020 截至2020年6月30日止六個月
“PRC” 「中國」	the People’s Republic of China 中華人民共和國
“RMB” 「人民幣」	Renminbi, the lawful currency of the PRC 中國法定貨幣人民幣
“SFO” 「證券及期貨條例」	Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong) 證券及期貨條例(香港法例571章)
“Share” 「股份」	H-Share(s) and Domestic Share(s) H股及內資股
“Shareholders” 「股東」	holders of H-Shares and Domestic Shares H股及內資股持有人
“Shenzhen Shenhe” 「深圳深合」	Shenzhen Shenhe Chuang Li Investment and Development Company Limited*, a wholly-owned subsidiary of the Company 深圳市深合創立投資發展有限公司，本公司全資附屬公司
“Shenzhen Shen He” 「深圳沈和」	Shenzhen Shen He Chuang Jian Investment Development Company Limited*, a wholly-owned subsidiary of the Company 深圳市沈和創建投資發展有限公司，本公司全資附屬公司
“Shenzhen Shenxi” 「深圳沈璽」	Shenzhen Shenxi Investment & Development Company Limited*, a direct wholly-owned subsidiary of the Company 深圳市沈璽投資發展有限公司，本公司之直接全資附屬公司



“Shenzhen Wan Zhong Run Long” 「深圳萬眾潤隆」	Shenzhen Wan Zhong Run Long Investment Company Limited 深圳萬眾潤隆投資有限公司
“SHHH Development” 「深圳合輝煌發展」	Shenzhen He Hui Huang Development Company Limited* 深圳合輝煌發展有限公司
“Shishi Shen Guo Tou” 「石獅深國投」	Shishi Shen Guo Tou Commercial Property Company Limited*, an associate of the Company 石獅深國投商用置業有限公司，本公司之聯營公司
“Stock Exchange” 「聯交所」	The Stock Exchange of Hong Kong Limited 香港聯合交易所有限公司
“Tai He Chuang Jian” 「泰合創建」	Shenzhen Tai He Chuang Jian Investment Development Company Limited*, a wholly-owned subsidiary of the Company 深圳泰合創建投資發展有限責任公司，本公司全資附屬公司
“Zhongfang Chaozhou” 「中房潮州」	Zhongfang Chaozhou Investment Development Company Limited*, a wholly-owned subsidiary of the Company 中房潮州投資開發有限公司，本公司全資附屬公司

\* For identification purpose only

\* 僅供識別

By order of the Board  
**Shenyang Public Utility Holdings Company Limited**  
**Zhang Jing Ming**  
Chairman

承董事會命  
**瀋陽公用發展股份有限公司**  
主席  
**張敬明**

Shenyang, the PRC, 28 August 2020

中國，瀋陽，2020年8月28日

As at the date of this announcement, the executive Directors are Mr. Zhang Jing Ming, Mr. Leng Xiao Rong and Mr. Chau Ting Yan, the non-executive Directors are Mr. Yin Zong Chen and Mr. Ye Zhi E and the independent non-executive Directors are Mr. Chan Ming Sun Jonathan, Mr. Guo Lu Jin and Ms. Gao Hong Hong.

於本公告日期，執行董事為張敬明先生、冷小榮先生及周靈欣先生；非執行董事為尹宗臣先生及葉智鏢先生；及獨立非執行董事為陳銘樂先生、郭魯晉先生及高紅紅女士。