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CNQC INTERNATIONAL HOLDINGS LIMITED

青建國際控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock code: 1240)

INTERIM RESULTS ANNOUNCEMENT FOR THE SIX MONTHS ENDED 30 JUNE 2019

The board (the “Board”) of directors (the “Directors”) of CNQC International Holdings Limited (the “Company”) is pleased to present the unaudited condensed consolidated interim results of the Company and its subsidiaries (collectively referred to as the “Group”) for the six months ended 30 June 2019 (the “Reporting Period”), together with the comparative figures for the six months ended 30 June 2018 as follows:

INTERIM CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

FOR THE SIX MONTHS ENDED 30 JUNE 2019

		Six months ended 30 June	
	Note	2019 HK\$'000 (Unaudited)	2018 HK\$'000 (Unaudited) (Restated) (Note 4)
Revenue	7	5,021,909	5,138,744
Cost of sales		(4,754,260)	(4,479,174)
Gross profit		267,649	659,570
Other income	8	26,925	10,885
Other gains/(losses) — net	9	168,850	(3,747)
Selling and marketing expenses		(69,592)	(70,737)
General and administrative expenses		(133,040)	(174,185)
Operating profit	10	260,792	421,786
Finance income		28,629	38,905
Finance costs		(62,516)	(84,962)
Finance costs, net	11	(33,887)	(46,057)
Share of profit/(losses) of associated companies		492	(25,776)
Share of profit of joint ventures		6,129	4,345
Profit before income tax		233,526	354,298
Income tax expense	12	(34,093)	(76,327)
Profit for the period		199,433	277,971

	Six months ended	
	30 June	
<i>Note</i>	2019	2018
	HK\$'000	HK\$'000
	(Unaudited)	(Unaudited)
		<i>(Restated)</i>
		<i>(Note 4)</i>
Other comprehensive loss		
Item that may be reclassified to profit or loss		
— Currency translation differences	(29,770)	(35,688)
Item that will not be reclassified to profit or loss		
— Fair value loss on financial assets at fair value through other comprehensive income	(9,210)	—
	<u>160,453</u>	<u>242,283</u>
Total comprehensive income for the period		
Profit for the period attributable to:		
Owners of the Company	195,207	226,712
Non-controlling interests	4,226	51,259
	<u>199,433</u>	<u>277,971</u>
Total comprehensive income for the period attributable to:		
Owners of the Company	157,095	190,961
Non-controlling interests	3,358	51,322
	<u>160,453</u>	<u>242,283</u>
Earnings per share attributable to owners of the Company during the period	<i>13</i>	
Basic earnings per share		
— ordinary shares (HK\$)	0.119	0.136
— convertible preference shares (HK\$)	0.119	0.136
Diluted earnings per share		
— ordinary shares (HK\$)	0.119	0.136
— convertible preference share (HK\$)	0.119	0.136

INTERIM CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION
AS AT 30 JUNE 2019

	<i>Note</i>	30 June 2019 <i>HK\$'000</i> (Unaudited)	31 December 2018 <i>HK\$'000</i> (Restated) <i>(Note 4)</i>	1 January 2018 <i>HK\$'000</i> (Restated) <i>(Note 4)</i>
ASSETS				
Non-current assets				
Property, plant and equipment		542,681	331,481	414,202
Right-of-use assets		65,753	–	–
Investment properties under development		577,710	561,012	518,546
Goodwill		558,979	563,327	565,755
Other intangible assets		35,626	38,475	44,708
Investments in associated companies		1,036	25,523	21,081
Investments in joint ventures		19,261	13,049	415
Deferred income tax assets		22,785	43,625	67,102
Financial assets at fair value through profit or loss		228,149	340,568	230,696
Financial assets at fair value through other comprehensive income		10,881	8,914	28,489
Prepayments and other receivables	<i>14</i>	971,980	915,709	973,127
		3,034,841	2,841,683	2,864,121
Current assets				
Development properties for sale		5,358,844	2,056,174	4,341,527
Trade and other receivables, prepayments and deposits	<i>14</i>	1,411,787	2,135,144	1,798,183
Contract costs		22,499	–	–
Contract assets		1,543,217	843,682	37,852
Tax recoverable		9,089	27,534	25,981
Pledged bank deposits		88,434	188,314	247,889
Cash and cash equivalents		1,202,488	1,511,833	3,168,184
		9,636,358	6,762,681	9,619,616
Total assets		12,671,199	9,604,364	12,483,737

		30 June	31 December	1 January
		2019	2018	2018
	<i>Note</i>	HK\$'000	<i>HK\$'000</i>	<i>HK\$'000</i>
		(Unaudited)	(Restated)	(Restated)
			<i>(Note 4)</i>	<i>(Note 4)</i>
EQUITY AND LIABILITIES				
Equity attributable to owners of the Company				
Share capital — ordinary shares	16	15,183	14,559	14,852
Share capital — convertible preference shares	16	1,249	1,879	1,879
Share premium		3,261,225	3,262,361	3,317,938
Treasury shares		–	(1,142)	–
Other reserves		(1,166,799)	(1,133,277)	(1,149,868)
Retained earnings		1,173,203	1,067,997	1,101,317
		3,284,061	3,212,377	3,286,118
Non-controlling interests		353,567	110,177	187,048
Total equity		3,637,628	3,322,554	3,473,166
LIABILITIES				
Non-current liabilities				
Borrowings		4,290,215	2,268,331	2,566,405
Lease liabilities		52,013	–	–
Derivative financial instruments		–	1,146	5,298
Deferred income tax liabilities		71,598	61,494	55,150
		4,413,826	2,330,971	2,626,853
Current liabilities				
Trade and other payables	15	1,793,545	1,989,246	3,793,379
Contract liabilities		55,364	63,118	–
Tax payables		104,046	71,718	148,244
Borrowings		2,642,605	1,824,714	2,438,880
Lease liabilities		21,312	–	–
Derivative financial instruments		2,873	2,043	3,215
		4,619,745	3,950,839	6,383,718
Total liabilities		9,033,571	6,281,810	9,010,571
Total equity and liabilities		12,671,199	9,604,364	12,483,737

NOTES TO THE UNAUDITED INTERIM FINANCIAL INFORMATION

1 GENERAL INFORMATION

CNQC International Holdings Limited (the “Company”) is an investment holding company. The Company and its subsidiaries (together the “Group”) are principally engaged in the foundation and superstructure construction business in Hong Kong and Macau, and construction business in Singapore and Southeast Asia and property development business in Singapore.

The Company is a limited liability company incorporated in the Cayman Islands. The address of the Company’s registered office is Clifton House, 75 Fort Street, PO Box 1350, Grand Cayman, KY1-1108, Cayman Islands.

The Company has its primary listing on the Main Board of The Stock Exchange of Hong Kong Limited.

This condensed consolidated interim financial information (“Interim Financial Information”) is presented in Hong Kong Dollar (“HK\$”), unless otherwise stated.

2 BASIS OF PREPARATION

This Interim Financial Information for the six months ended 30 June 2019 has 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”).

The unaudited Interim Financial Information should be read in conjunction with the consolidated financial statements for the year ended 31 December 2018 (“2018 Financial Statements”), which have been prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRS”) issued by HKICPA.

3 ACCOUNTING POLICIES

Except as described below, the accounting policies applied to prepare this unaudited Interim Financial Information for the six months ended 30 June 2019 are consistent with the 2018 Financial Statements.

- (a) Relevant new standards and amendments to existing standards effective for the financial year beginning 1 January 2019:

HKAS 19 (Amendments)	Employee Benefits
HKAS 28 (Amendments)	Long-term investment in associate and joint ventures
HKFRS 9 (Amendments)	Prepayment features with negative compensation
HKFRS 16	Leases
Annual improvement projects	Annual improvements 2015–2017 Cycle (Amendments)
HK (IFRIC)-Int 23	Uncertainty over income tax treatments

The impact of the adoption of the HKFRS 16 is disclosed in Note 4(a). The other standards did not have any significant impact to the financial position and results of the Group and did not require retrospective adjustments.

- (b) The following new standards and amendments to existing standards have been published but are not yet effective and which the Group has not early adopted:

		Effective for annual periods beginning on or after
Amendment to HKAS 1 and HKAS 8	Definition of material	1st January 2020
Amendment to HKFRS 3	Definition of a business	1st January 2020
Conceptual Framework for Financial Reporting 2018	Revised Conceptual Framework for Financial Reporting	1st January 2020*
HKFRS 17	Insurance contracts	1st January 2021
HKFRS 10 and HKAS 28 (Amendments)	Sale or contribution of assets between an investor and its associate and joint venture	To be determined

- * The HKICPA will start using the revised Conceptual Framework immediately when revising or developing Standards or Accounting Guidelines. The revised Conceptual Framework has an effective date of 1 January 2020 for companies that use the Conceptual Framework to develop accounting policies when no Standards or Accounting Guidelines applies to a particular transaction. Earlier application is permitted.

Management is in the process of making an assessment of the financial impact of adoption of these new standards and amendments to existing standards. The management will adopt the new standards and amendments to standards when they become effective.

4 CHANGE IN ACCOUNTING POLICIES

This note explains the impact of the adoption of HKFRS 16 “Leases” on the Group’s financial statements and also disclose the new accounting policies that have been applied from 1 January 2019, where they are different to those applied in prior periods.

The Group has adopted HKFRS 16 retrospectively from 1 January 2019, but has not restated comparatives for the 2018 reporting period, as permitted under the specific transitional provisions in the standard. The reclassifications and the adjustments arising from the new leasing rules are therefore recognised in the opening statement of financial position on 1 January 2019.

(a) Adjustments recognised on adoption of HKFRS 16

On adoption of HKFRS 16, the Group recognised lease liabilities in relation to leases which had previously been classified as “operating leases” under the principles of HKAS 17 “Leases”. These liabilities were measured at the present value of the remaining lease payments, discounted using the lessee’s incremental borrowing rate as of 1 January 2019. The weighted average lessee’s incremental borrowing rate applied to the lease liabilities on 1 January 2019 was 3.1%.

For leases previously classified as finance leases, the entity recognised the carrying amount of the lease asset and lease liability immediately before transition as the carrying amount of the right-of-use asset and the lease liability at the date of initial application. The measurement principles of HKFRS 16 are only applied after that date. The remeasurements to the lease liabilities were recognised as adjustments to the related right-of-use assets immediately after the date of initial application.

	2019 HK\$000
Operating lease commitments disclosed as at 31 December 2018	90,188
Discounted using the lessee’s incremental borrowing rate at the date of initial application	84,208
Add: finance lease liabilities recognised as at 31 December 2018	5,660
(Less): short-term leases recognised on a straight-line basis as expense	(32,465)
	<hr/>
Lease liabilities recognised as at 1 January 2019	57,403
	<hr/>
Of which are:	
Current lease liabilities	9,864
Non-current lease liabilities	47,539
	<hr/>
	57,403
	<hr/>

The associated right-of-use assets for property leases were measured on a retrospective basis as if the new rules had always been applied, adjusted by the amount of any prepaid or accrued lease payments relating to that lease recognised in the statement of financial position as at 31 December 2018. There were no onerous lease contracts that would have required an adjustment to the right-of-use assets at the date of initial application.

The recognised right-of-use assets relate to the following types of assets:

	30 June 2019 <i>HK\$'000</i>	1 January 2019 <i>HK\$'000</i>
Properties	58,602	43,725
Machines	7,050	5,582
Motor vehicles	101	1,093
Total right-of-use assets	<u>65,753</u>	<u>50,400</u>

(i) *Practical expedients applied*

In applying HKFRS 16 for the first time, the Group has used the following practical expedients permitted by the standard:

- the use of a single discount rate to a portfolio of leases with reasonably similar characteristics;
- the accounting for operating leases with a remaining lease term of less than 12 months as at 1 January 2019 as short-term leases; and
- the exclusion of initial direct costs for the measurement of the right-of-use asset at the date of initial application.

The Group has also elected not to reassess whether a contract is, or contains a lease at the date of initial application. Instead, for contracts entered into before the transition date the Group relied on its assessment made applying HKAS 17 and HK(IFRIC)-Int 4 Determining whether an Arrangement contains a Lease.

(ii) *The Group's leasing activities and how these are accounted for*

The Group leases various offices, warehouses, machines and motor vehicles. The rental contracts are typically made for fixed periods of 1 to 18 years. The lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. The lease agreements do not impose any covenants, but the leased assets may not be used as a security for any borrowing purposes.

Until the year ended 31 December 2018, the leases of property, plant and equipment were classified as either the finance or operating leases. Payments made under the operating leases (net of any incentives received from the lessor) were charged to profit or loss on a straight-line basis over the period of the lease.

From 1 January 2019, leases are recognised as a right-of-use asset and a corresponding liability at the date at which the leased asset is available for use by the Group. Each lease payment is allocated between the liability and finance cost. The finance cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period. The right-of-use asset is depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis.

Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the net present value of the following lease payments:

- fixed payments (including in-substance fixed payments), less any lease incentives receivable; and
- the exercise price of a purchase option if the lessee is reasonably certain to exercise that option.

The lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be determined, the lessee should use its incremental borrowing rate, ie the rate that the lessee would have to pay to borrow the funds necessary to obtain an asset of similar value in a similar economic environment with similar terms and conditions.

Right-of-use assets are measured at cost comprising the following:

- the amount of the initial measurement of lease liability; and
- any lease payments made at or before the commencement date less any lease incentives received.

The payments associated with short-term leases are recognised on a straight-line basis as expense in profit or loss. The short-term leases are leases with a lease term of 12 months or less.

(b) The changes of accounting policies of interest capitalisation of development properties for sale

During the period ended 30 June 2019, the International Financial Reporting Standard Interpretation Committee (“IFRIC”) has finalised an agenda decision on the capitalisation of borrowing costs in relation to the construction of a residential multi-unit estate development. For the entities which revenue recognised overtime under International Financial Reporting Standard (“IFRS”) 15 for sales of residential units in the development, no borrowing cost should be capitalised due to the lack of qualifying assets. The HKFRS follows the after-mentioned agenda decision.

The following table shows the adjustments in relation to the change in accounting policy of the interest capitalisation of development properties for sale and the adoption of HKFRS 16 “Lease” recognised for each individual line item in the consolidated statement of financial position as at 31 December 2018, 1 January 2019, respectively:

	As at 31 December 2018, as originally presented <i>HK\$'000</i>	Effect of the change in accounting policy of interest capitalisation of development properties for sale <i>HK\$'000</i>	As at 31 December 2018, as restated <i>HK\$'000</i>	Effect of the adoption of HKFRS 16 <i>HK\$'000</i>	As at 1 January 2019, as restated <i>HK\$'000</i>
Consolidated statement of financial position					
Property, plant and equipment	331,481	–	331,481	(6,498)	324,983
Right-of-use assets	–	–	–	50,400	50,400
Deferred income tax assets	33,646	9,979	43,625	–	43,625
Development properties for sale	2,102,129	(45,955)	2,056,174	–	2,056,174
Trade and other receivables, prepayments and deposits	3,063,600	(12,747)	3,050,853	–	3,050,853
Trade and other payables	2,038,087	(48,841)	1,989,246	–	1,989,246
Lease liabilities	–	–	–	57,403	57,403
Borrowings	4,093,045	–	4,093,045	(5,660)	4,087,385
Retained earnings	1,054,224	13,773	1,067,997	(7,841)	1,060,156
Non-controlling interests	123,832	(13,655)	110,177	–	110,177

5 SEGMENT INFORMATION

The Group's reportable and operating segments, which are based on information reported to the executive directors (being the chief operating decision maker ("CODM")) of the Company for the purpose of resource allocation and performance assessment under HKFRS 8 are as follows:

- Foundation and construction — Hong Kong and Macau
- Property development — Hong Kong
- Construction — Singapore and Southeast Asia
- Property development — Singapore and Southeast Asia

Information regarding the above segments is reported below.

	Foundation and construction — Hong Kong and Macau <i>HK\$'000</i>	Property development — Hong Kong <i>HK\$'000</i>	Construction — Singapore and Southeast Asia <i>HK\$'000</i>	Property development — Singapore and Southeast Asia <i>HK\$'000</i>	Total <i>HK\$'000</i>
Six months ended					
30 June 2019 (Unaudited)					
Sales					
Sales to external parties	314,924	–	1,408,836	3,298,149	5,021,909
Inter-segment sales	–	–	227,086	–	227,086
Total segment sales	<u>314,924</u>	<u>–</u>	<u>1,635,922</u>	<u>3,298,149</u>	<u>5,248,995</u>
Adjusted segment profit	35,657	551	139,610	130,019	305,837
Depreciation	27,139	–	14,718	1,361	43,218
Amortisation	–	–	2,897	–	2,897
Share-based payment expenses	719	–	1,323	289	2,331

	Foundation and construction — Hong Kong and Macau <i>HK\$'000</i>	Construction — Singapore and Southeast Asia <i>HK\$'000</i>	Property development — Singapore <i>HK\$'000</i>	Total <i>HK\$'000</i>
Six months ended 30 June 2018, as restated (Unaudited) (Note 4)				
Sales				
Sales to external parties	686,243	1,030,882	3,421,619	5,138,744
Inter-segment sales	—	254,906	—	254,906
Total segment sales	<u>686,243</u>	<u>1,285,788</u>	<u>3,421,619</u>	<u>5,393,650</u>
Adjusted segment (loss)/profit	(19,604)	37,847	325,440	343,683
Depreciation	28,700	10,268	1,152	40,120
Amortisation	—	2,956	—	2,956
Share-based payment expenses	<u>1,567</u>	<u>2,735</u>	<u>600</u>	<u>4,902</u>

The following tables present segment assets and liabilities as at 30 June 2019 and 31 December 2018 respectively.

	Foundation and construction — Hong Kong and Macau <i>HK\$'000</i>	Property Development — Hong Kong <i>HK\$'000</i>	Construction — Singapore and Southeast Asia <i>HK\$'000</i>	Property development — Singapore and Southeast Asia <i>HK\$'000</i>	Total <i>HK\$'000</i>
As at 30 June 2019 (Unaudited)					
Segment assets	<u>1,617,968</u>	<u>645,569</u>	<u>6,219,842</u>	<u>5,005,587</u>	<u>13,488,966</u>
Segment liabilities	<u>423,361</u>	<u>215,616</u>	<u>4,632,930</u>	<u>4,124,258</u>	<u>9,396,165</u>
Segment assets include:					
Additions to property, plant and equipment	246,591	—	5,377	33	252,001
Additions to right-of-use assets	3,806	—	20,254	2,453	26,513
Additions to investment properties under development	—	—	12,885	—	12,885
Additions to intangible assets	—	—	—	132	132
Investments in associated companies	—	—	1,036	—	1,036

	Foundation and construction — Hong Kong and Macau <i>HK\$'000</i>	Property development — Hong Kong <i>HK\$'000</i>	Construction — Singapore and Southeast Asia <i>HK\$'000</i>	Property development — Singapore and Southeast Asia <i>HK\$'000</i>	Total <i>HK\$'000</i>
As at 31 December 2018 (Audited) (Restated) (Note 4)					
Segment assets	<u>698,483</u>	<u>2,002,214</u>	<u>3,647,758</u>	<u>4,428,557</u>	<u>10,777,012</u>
Segment liabilities	<u>513,698</u>	<u>344,664</u>	<u>2,681,943</u>	<u>3,658,839</u>	<u>7,199,144</u>
Segment assets include:					
Additions to property, plant and equipment	11,362	-	14,442	-	25,804
Additions to investment properties under development	-	-	-	52,420	52,420
Investments in associated companies	-	-	12,581	12,942	25,523

A reconciliation of segment results to profit before income tax is as follows:

	Six months ended 30 June	
	2019	2018
	<i>HK\$'000</i>	<i>HK\$'000</i>
	(Unaudited)	(Unaudited)
		(Restated)
		(Note 4)
Adjusted segment profit for reportable segments	305,837	343,683
Unallocated expenses	(16,524)	(28,507)
Elimination	(28,521)	106,610
Finance income	28,629	38,905
Finance costs	(62,516)	(84,962)
Share of profit/(losses) of associated companies	492	(25,776)
Share of profit of joint ventures	6,129	4,345
Profit before income tax	<u>233,526</u>	<u>354,298</u>

A reconciliation of segment assets to total assets is as follows:

	As at	As at
	30 June	31 December
	2019	2018
	<i>HK\$'000</i>	<i>HK\$'000</i>
	(Unaudited)	(Audited)
		(Restated)
		(Note 4)
Segment assets	13,488,966	10,777,012
Unallocated	859,769	835,198
Elimination	(1,677,536)	(2,007,846)
Total assets	<u>12,671,199</u>	<u>9,604,364</u>

A reconciliation of segment liabilities to total liabilities is as follows:

	As at 30 June 2019 HK\$'000 (Unaudited)	As at 31 December 2018 HK\$'000 (Audited) (Restated) (Note 4)
Segment liabilities	9,396,165	7,199,144
Unallocated	814,336	598,770
Elimination	(1,176,930)	(1,516,104)
Total liabilities	<u>9,033,571</u>	<u>6,281,810</u>

6 BUSINESS COMBINATION

On 25 February 2019, the Bohai Investments (Sengkang) Pte. Ltd (“Bohai”), an indirectly wholly-owned subsidiary of the Company, acquired 5% of equity interest in Qingjian Realty (Choa Chu Kang) Pte. Ltd. (“QJR CCK”) QJR CCK for a consideration of SGD2,500,000 (equivalent to approximately HK\$14,531,000). After the acquisition, the Group’s interest in QJR CCK increased from 46% to 51% equity interest and QJR CCK changed from an associated company to a subsidiary of the Group. As a result, a gain on deemed disposal of previously owned interest in QJR CCK of HK\$168,671,000 was recognised in “other gains/(losses) — net” (Note 9).

The following table summarises the consideration paid for QJR CCK, the fair value of assets acquired and liabilities assumed at the acquisition date.

	<i>HK\$'000</i>
Consideration: At 25 February 2019	
Cash	14,531
Fair value of existing shares held by the Group	<u>155,573</u>
Total consideration	<u><u>170,104</u></u>
Recognised amounts of identifiable assets acquired and liabilities assumed	
Cash and cash equivalents	130,219
Trade and other receivables and prepayments	54,763
Development properties for sale	2,437,048
Deferred income tax assets	7,057
Trade and other payables	(158,184)
Contract liabilities	(1,267,573)
Borrowings	(431,544)
Loan due to non-controlling interest	(360,681)
Deferred income tax liabilities	<u>(75,282)</u>
Total identifiable net assets	335,823
Non-controlling interest	<u>(165,719)</u>
	<u><u>170,104</u></u>

**25 February
2019**
HK\$'000

Cash consideration	14,531
Cash and cash equivalents in subsidiaries acquired	<u>(130,219)</u>
Outflow of cash to acquire business, net of cash acquired	<u><u>(115,688)</u></u>

7 REVENUE

Six months ended 30 June
2019 **2018**
HK\$'000 *HK\$'000*
(Unaudited) **(Unaudited)**

Revenue		
Construction contract income	1,723,760	1,715,946
Sales of development properties	3,296,504	3,421,528
Sales of goods	143	–
Rental of equipment	1,502	1,270
	<u>5,021,909</u>	<u>5,138,744</u>
Timing of revenue recognition:		
— At a point in time	3,312,127	3,123,491
— Over time	1,709,782	2,015,253
	<u>5,021,909</u>	<u>5,138,744</u>

8 OTHER INCOME

Six months ended 30 June
2019 **2018**
HK\$'000 *HK\$'000*
(Unaudited) **(Unaudited)**

Management fee income from an associated company	7,699	1,711
Rental Income	8,468	5,314
Dividend income	5,765	–
Income from default payments of development properties	299	33
Sundry Income	4,694	3,827
	<u>26,925</u>	<u>10,885</u>

9 OTHER GAINS/(LOSSES) — NET

	Six months ended 30 June	
	2019	2018
	HK\$'000	HK\$'000
	(Unaudited)	(Unaudited)
Loss on disposal of property, plant and equipment	(515)	(4,576)
Gain on disposal of subsidiaries	1,735	–
Fair value (loss)/gain on derivative financial instruments	(1,041)	1,727
Fair value loss on financial assets at fair value through profit or loss	–	(898)
Gain on deemed disposal of previously owned interest in an associated company (<i>Note 6</i>)	168,671	–
	<u>168,850</u>	<u>(3,747)</u>
Other gains/(losses) — net	<u>168,850</u>	<u>(3,747)</u>

10 OPERATING PROFIT

Operating profit is stated after charging the following:

	Six months ended 30 June	
	2019	2018
	HK\$'000	HK\$'000
	(Unaudited)	(Unaudited)
Subcontracting and material costs included in “Cost of sales”	1,732,316	1,436,023
Property development costs included in “Cost of sales”	2,643,079	2,804,810
Sales commissions	60,001	60,075
Show flat costs	2,218	2,567
Marketing expenses	7,438	8,096
Staff costs, including directors’ emoluments	389,615	303,875
Depreciation of owned assets	32,809	31,817
Depreciation of right-of-use assets	10,409	–
Depreciation of assets under finance leases	–	8,303
Amortisation of intangible assets	2,897	2,956
Legal and professional fees	11,493	12,743
Rental expenses on operating leases	33,400	22,394
	<u>33,400</u>	<u>22,394</u>

During the six months ended 30 June 2019, staff costs included share-based payment expenses of approximately HK\$4,590,000 (six months ended 30 June 2018: approximately HK\$9,698,000).

11 FINANCE COSTS — NET

	Six months ended 30 June	
	2019	2018
	<i>HK\$'000</i>	<i>HK\$'000</i>
	(Unaudited)	(Unaudited) (Restated) <i>(Note 4)</i>
Finance income		
Interest income from bank deposits	5,626	13,387
Interest income from loans to associated companies	17,336	24,671
Interest income from loans to other related parties	5,667	847
	<u>28,629</u>	<u>38,905</u>
Finance costs		
Interest expenses on lease liabilities	(978)	–
Interest expenses on finance leases	–	(563)
Interest expenses on bank borrowings and arrangement fee amortised in respect of bank facilities	(57,986)	(71,881)
Interest expenses in medium term note	(14,500)	(14,779)
Interest expenses on loans from non-controlling shareholders of the subsidiaries	(9,811)	(15,276)
	<u>(83,275)</u>	<u>(102,499)</u>
Less: Interest expenses capitalised	15,214	33,244
	<u>(68,061)</u>	<u>(69,255)</u>
Net foreign exchange gains/(losses)	5,545	(15,707)
	<u>5,545</u>	<u>(15,707)</u>
Finance costs — net	<u><u>(33,887)</u></u>	<u><u>(46,057)</u></u>

12 INCOME TAX EXPENSE

Hong Kong profits tax, Macau profits tax, Malaysia income tax and Singapore income tax have been provided for at the rate of 16.5%, 12%, 24% and 17% respectively for the six months ended 30 June 2019 and 2018 on the estimated assessable profit for the period in the respective jurisdiction.

	Six months ended 30 June	
	2019	2018
	<i>HK\$'000</i>	<i>HK\$'000</i>
	(Unaudited)	(Unaudited) (Restated) <i>(Note 4)</i>
Current income tax		
— Hong Kong profits tax	1,088	1,229
— Macau profits tax	103	2,750
— Malaysia income tax	821	417
— Singapore income tax	68,110	58,563
Deferred income tax	(36,029)	13,368
	<u>34,093</u>	<u>76,327</u>
Income tax expense	<u><u>34,093</u></u>	<u><u>76,327</u></u>

13 EARNINGS PER SHARE

Basic

Basic earnings per share is calculated by dividing the profit attributable to owners of the Company by the weighted average number of ordinary shares in issue during the respective periods.

	Six months ended 30 June	
	2019 <i>HK\$'000</i> (Unaudited)	2018 <i>HK\$'000</i> (Unaudited) (Restated) <i>(Note 4)</i>
Profit attributable to ordinary shares	176,980	201,212
Profit attributable to CPS	18,227	25,500
Profit attributable to owners of the Company	195,207	226,712

	Six months ended 30 June 2019		Six months ended 30 June 2018	
	Ordinary shares (Unaudited)	CPS (Unaudited)	Ordinary shares (Unaudited)	CPS (Unaudited)
Weighted average number of issued shares for the purpose of calculating basic earnings per share (in thousands)	1,490,116	153,108	1,485,169	187,837
Basic earnings per share (HK\$)	0.119	0.119	0.136	0.136

Basic earnings per share is calculated by dividing the profit attributable to owners of the Company by the weighted average number of ordinary shares and convertible preference shares ("CPS") outstanding for each of the periods presented.

In addition to a non-cumulative preferred distribution from the date of the issue of the CPS at a rate of 0.01% per annum on the issue price of HK\$2.75 per CPS payable annually in arrears, each CPS is entitled to any dividend pari passu with the holders of the ordinary shares. In addition, the holders of the CPS shall have priority over the holders of ordinary shares on the assets and funds of the Company available for distribution in a distribution of assets on liquidation, winding-up or dissolution of the Company up to an amount equal to the aggregate nominal amounts of the CPS issued. Distributions beyond this amount are to be made on a pari passu basis among the holders of any class of shares including the CPS. Hence, the rights of the CPS to the entitlements of dividend and distribution of assets are substantially the same as those of the ordinary shares of the Company. Accordingly, the CPS is accounted for as an equity instrument and is included in the calculation of earnings per share.

Diluted

	Six months ended 30 June 2019		Six months ended 30 June 2018	
	Ordinary shares (Unaudited)	CPS (Unaudited)	Ordinary shares (Unaudited)	CPS (Unaudited)
Weighted average number of issued shares for the purpose of calculating basic earnings per share (in thousands)	1,490,116	153,108	1,485,169	187,837
Adjustments for outstanding share options (in thousands)	42	–	58	–
	1,490,158	153,108	1,485,227	187,837
Dilutive earnings per share (HK\$)	0.119	0.119	0.136	0.136

Diluted earnings per share is calculated by adjusting the weighted average number of ordinary shares and CPS outstanding to assume conversion of all dilutive potential ordinary shares relating to the outstanding share options issued by the Company as at period end dates. The number of shares that would have been issued assuming the exercise of the share options less the number of shares that could have been issued at fair value (determined as the average market price of the Company's share for the year) for the same total proceeds is the number of shares issued for no consideration. The resulting number of shares issued for no consideration is included in the weighted average number of ordinary shares as the denominator for calculating diluted earnings per share.

14 TRADE AND OTHER RECEIVABLES

	30 June 2019 HK\$'000 (Unaudited)	31 December 2018 HK\$'000 (Restated) (Note 4)	1 January 2018 HK\$'000 (Restated) (Note 4)
Current			
Trade receivables (Note (b))			
— An associated company	54,045	224,538	34,772
— Other related parties	6,710	2,439	5,787
— Third parties	455,564	560,234	611,802
	516,319	787,211	652,361
Retention receivables from customers for contract work from (Note (c))			
— Other related parties	4,597	656	—
— Third parties	260,448	280,729	279,075
	265,045	281,385	279,075
Development properties — due from customers	—	3,353	605,619
Other receivables (Note (d))			
— Associated companies	151,118	151,247	81,318
— A joint venture	112,207	112,204	—
— Other related parties	896	17,164	8,986
— Third parties	149,941	159,027	33,893
Prepayments	166,380	399,890	85,808
Deposits	41,725	48,380	35,822
Staff advances	4,860	3,410	3,097
Goods and services tax receivable	3,296	8,416	12,204
	630,423	899,738	261,128
Loans receivables			
— An associated company (Note (e))	—	163,457	—
	1,411,787	2,135,144	1,798,183
Non-current			
Loans to			
— Associated companies (Note (e))	864,679	858,835	959,953
— Other related parties	47,591	37,244	—
Prepayments and other receivables	59,710	19,630	13,174
	971,980	915,709	973,127

Notes:

- (a) The credit periods granted to customers were 14 to 60 days. No interest was charged on the outstanding balance.
- (b) The aging analysis of trade receivables based on invoice date is as follows:

	30 June 2019 HK\$'000 (Unaudited)	31 December 2018 HK\$'000 (Restated) (Note 4)	1 January 2018 HK\$'000 (Restated) (Note 4)
1–30 days	406,258	704,899	509,089
31–60 days	26,254	35,759	18,409
61–90 days	14,024	2,062	1,754
Over 90 days	69,783	44,491	123,109
	<u>516,319</u>	<u>787,211</u>	<u>652,361</u>

During the six months ended 30 June 2019, no additional provision was recorded for its trade receivables (30 June 2018: Nil).

- (c) Retention receivables in respect of the construction and foundation businesses are settled in accordance with the terms of respective contracts. Retention receivables held by customers for construction and foundation work amounting to approximately HK\$11,681,000 (31 December 2018: HK\$9,039,000) are expected to be recovered in more than twelve months from the reporting date.
- (d) The other receivables due from related parties included amounts due from associated companies, a joint venture and other related parties. These balances were unsecured, interest-free and repayable on demand. The other receivables did not contain any impaired assets.
- (e) Loans to associated companies were lent to company in which the Group invested to develop properties in Singapore. The loans were made in proportion to the percentages of the Group's shareholding in these companies. The loans were unsecured, and interest-bearing at a fixed rate at 5% per annum as at 30 June 2019 (31 December 2018: same).

The carrying amounts of the Group's trade and other receivables (excluding prepayments) approximated their fair values. The Group did not hold any collateral as security for its trade and other receivables.

15 TRADE AND OTHER PAYABLES

	30 June 2019 HK\$'000 (Unaudited)	31 December 2018 HK\$'000 (Restated) (Note 4)	1 January 2018 HK\$'000 (Restated) (Note 4)
Current			
Trade payables to:			
— Other related parties	21,072	29,643	68,145
— Third parties	601,008	1,609,003	1,794,337
	622,080	1,638,646	1,862,482
Non-trade payables to:			
— Non-controlling shareholders of the subsidiaries	70,572	44,184	120,722
— Associated companies	28,852	—	—
— Other related parties	13,121	18,742	26,913
— Third parties	82,918	42,362	96,027
— Good and service tax payable	6,043	9,401	2,355
	201,506	114,689	246,017
Accruals for operating expenses	916,560	129,065	171,409
Accruals for construction costs	2,077	6,568	65,596
Advanced proceeds received from customers	—	—	1,412,419
Deferred gain	8,837	58,380	22,178
Put option exercisable by non-controlling shareholder of the subsidiaries	14,008	13,614	13,278
Provision for foreseeable losses on certain construction contracts	28,477	28,284	—
	969,959	235,911	1,684,880
Total trade and other payables	1,793,545	1,989,246	3,793,379

The credit terms granted by the suppliers were usually within 14 to 60 days.

The aging analysis of trade payables (including amounts due to related parties and a fellow subsidiary of trading in nature) based on invoice date was as follows:

	30 June 2019 <i>HK\$'000</i> (Unaudited)	31 December 2018 <i>HK\$'000</i> (Restated) <i>(Note 4)</i>	1 January 2018 <i>HK\$'000</i> (Restated) <i>(Note 4)</i>
1–30 days	570,731	1,583,570	1,784,492
31–60 days	31,367	24,822	44,593
61–90 days	3,461	3,965	15,218
Over 90 days	16,521	26,289	18,179
	622,080	1,638,646	1,862,482

The amounts due to non-controlling shareholders of the subsidiaries, associated companies, other related parties, and third parties were unsecured, interest-free and repayable on demand. The carrying amounts of trade and other payables approximated their fair values.

16 SHARE CAPITAL

	Number of shares <i>(thousands)</i>	Share capital <i>HK\$'000</i>	Treasury Shares <i>HK\$'000</i>
Authorised:	6,000,000	60,000	–
<i>Ordinary Shares</i>			
As 1 January 2018, 30 June 2018, 1 January 2019 and 30 June 2019	<u>6,000,000</u>	<u>60,000</u>	<u>–</u>
<i>CPS</i>			
As 1 January 2018, 30 June 2018, 1 January 2019 and 30 June 2019	<u>1,000,000</u>	<u>10,000</u>	<u>–</u>
Issued and fully paid:			
<i>Ordinary shares</i>			
At 1 January 2018	1,485,239	14,852	–
Shares repurchase	<u>–</u>	<u>–</u>	<u>(12,958)</u>
At 30 June 2018	<u>1,485,239</u>	<u>14,852</u>	<u>(12,958)</u>
At 1 January 2019	1,455,941	14,559	(1,142)
Conversion of CPS	62,961	630	–
Cancellation of shares	<u>(582)</u>	<u>(6)</u>	<u>1,142</u>
At 30 June 2019	<u>1,518,320</u>	<u>15,183</u>	<u>–</u>
<i>CPS</i>			
At 1 January 2018 and 30 June 2018	<u>187,837</u>	<u>1,879</u>	<u>–</u>
At 1 January 2019	187,837	1,879	–
Conversion during the period	<u>(62,961)</u>	<u>(630)</u>	<u>–</u>
At 30 June 2019	<u>124,876</u>	<u>1,249</u>	<u>–</u>

Note:

The Group had not bought back the Company's shares during the six months ended 30 June 2019 (2018: 5,792,500). The total consideration paid including the expenses directly relating to buy back these shares was nil (2018: HK\$12,958,000), which has been deducted from equity attributable to the owners of the Company.

17 DIVIDENDS

- (a) At a meeting held on 29 August 2019, the directors declared an interim dividend of HK\$0.06 per ordinary share and CPS (totalling approximately HK\$98,592,000) for the year ending 31 December 2019. The dividend is not reflected as dividend payable in the interim financial information, but will be reflected as an appropriation of retained earnings for the year ending 31 December 2019. No interim dividends were paid for the six months ended 30 June 2019.
- (b) At a meeting held on 28 March 2019, the directors recommended a final dividend of HK\$0.05 per ordinary share and CPS (totalling approximately HK\$82,160,000) for the year ended 31 December 2018, which was paid during the period and had been reflected as an appropriation of retained earnings for the six months ended 30 June 2019.

18 COMMITMENTS

Capital commitment

	30 June 2019	31 December 2018
	<i>HK\$'000</i>	<i>HK\$'000</i>
	(Unaudited)	(Audited)
Contracted but not provided for:		
Development expenditure	31,498	7,495
Investment in the fund	473,891	478,268
Machineries	6,972	–
	<u>512,361</u>	<u>485,763</u>

19 CONTINGENT LIABILITIES

(a) Guarantees

As at each statement of financial position date, the Group had the following contingent liabilities:

	30 June 2019	31 December 2018
	<i>HK\$'000</i>	<i>HK\$'000</i>
	(Unaudited)	(Audited)
Guarantees on performance bonds in respect of contracts	<u>231,449</u>	<u>157,393</u>

Subsidiaries of the Group also issued corporate guarantees to banks for borrowings of the Group's associated companies and related companies in which subsidiaries of the Company are non-controlling shareholders. As at 30 June 2019, these bank borrowings amounted to HK\$1,681,574,000 (31 December 2018: HK\$2,774,170,000).

(b) Pending litigation

In the ordinary course of the Group's contract works business, the Group has been subject to a number of claims due to personal injuries suffered by employees of the Group or the Group's subcontractors in accidents arising out of and in the course of their employment. The directors are of the opinion that such claims are well covered by insurance and would not result in any material adverse impact on the financial position or results and operations of the Group. No provision has been made in respect of these claims in the financial statements.

20 SUBSEQUENT EVENTS

On 25 July 2019, a tender submitted by the Group for purchase of Phoenix Heights, at a total consideration of SGD42,600,000 (approximately equivalent to HK\$234,800,000) has been duly accepted by the vendors of Phoenix Heights, representing over 80% of the total owners of Phoenix Heights. The land site is planned for redeveloping into residential apartments after completion of acquisition.

MANAGEMENT DISCUSSION AND ANALYSIS

Business Review

During the Reporting Period, the Group had two major sources of income from construction business and property development business.

Construction business — Hong Kong and Macau

The construction projects undertaken by the Group can be broadly divided into foundation works, ancillary services with particular specialisation in piling works and superstructure construction. The foundation work relates to projects in both the public sector, including building and infrastructure related projects, and the private sector in Hong Kong and Macau. The Group also provides superstructure works for developers.

Revenue from the construction contracts in Hong Kong for the Reporting Period was approximately HK\$314.9 million (six months ended 30 June 2018: approximately HK\$686.2 million). During the Reporting Period, the Group had undertaken 8 new projects, mainly foundation and superstructure work for residential, commercial and infrastructure projects in Hong Kong and Macau. The total contract sum of these projects was approximately HK\$1 billion. As at 30 June 2019, there were 17 projects on hand with outstanding contract sums of HK\$1.42 billion.

Construction business — Singapore and Southeast Asia

The Group's Construction revenue from Singapore and Southeast Asia for the Reporting Period was approximately HK\$1,408.8 million (six months ended 30 June 2018: approximately HK\$1,031.0 million). The Group completed 4 construction projects including 2 Housing and Development Board ("HDB") construction projects, 1 private project and 1 owned property development project. As at 30 June 2019, there were 22 construction projects on hand and the outstanding contract sums are approximately HK\$7.98 billion.

Property development business — Singapore

During the reporting period, the sales revenue and average selling price ("ASP") of the major development projects realised by the Group are set out in the table below:

Projects	Sales Revenue	ASP
	(HK\$' billion)	(HK\$/sq.m)
	1H 2019	1H 2019
I iNz Residence	2.46	49,403
II Le Quest	0.72	83,417

The Group started to hand over units at the iNz Residence which obtained its Temporary Occupation Permit ("TOP") in April 2019.

Le Quest is a private complex under development and it started to recognize sales revenue from year 2018 based on its percentage of completion. Therefore, it recognized pre-sales revenue of HK\$723.8 million during the Reporting Period.

As at 30 June 2019, the Group's portfolio of property development projects with significant interest consisted of 3 projects across Singapore, focusing on the development of private apartments.

Project	Location	Intended use	Site Area sq.m.	Total SFA sq.m.	Cumulative Contracted sales amount (HK\$ billion)	% of	Ownership interest	
						completion as at 30 June 2019		Estimated year of construction completion
1	Le Quest Bukit Batok West Avenue 6, Singapore	Residential, Private & Retail Space	14,697	37,562	2.08	81.96%	March 2020	73%
2	Jadescape 314-319 Shunfu Road 18, Singapore	Residential, Private & Retail Space	37,991	107,259	3.20	16.16%	May 2021	45%
3	Goodluck Garden 32-46 Toh Tuck Road, Singapore	Residential, Private	33,457	47,308	N/A	0%	Dec 2022	51%

Land bank status

(1) Phoenix Heights project, Singapore

On 25 July 2019, the vendors, representing over 80% of the total owners of Phoenix Heights, accepted the Group's tender to purchase Phoenix Heights at a total consideration of SGD42.6 million (equivalent to approximately HK\$243.8 million). It is a strata development with a total land area of approximately 63,000 sq.ft. After completion of the acquisition, the land site is planned for redeveloping into residential apartments with an expected plot ratio of approximately 1.4.

(2) Yau Tong project, Hong Kong

The Group acquired the land parcels at Yau Tong Marine Lot No. 58 and 59 and the extensions thereto for a total consideration of HK\$530 million. The total site area of the lots and its extensions to the harbour are approximately 17,400 sq.ft. and 5,400 sq.ft. respectively and the maximum plot ratio under the approved outline zoning plan is 5. It is intended to be a residential redevelopment. Planning application to facilitate the redevelopment is undergoing.

(3) Sham Shui Po project, Hong Kong

The Group acquired over 80% ownership of two blocks of old residential buildings in Sham Shui Po, Hong Kong through joint venture and it is intended as a residential redevelopment project after 100% ownership is acquired. Application for Compulsory Sales for Redevelopment has been submitted to Lands Tribunal.

Financial Review

Revenue

The Group's total revenue for the Reporting Period was approximately HK\$5,021.9 million (six months ended 30 June 2018: approximately HK\$5,138.7 million), representing a decrease of approximately 2.3% over the six months ended 30 June 2018.

Gross Profit Margin

The Group's gross profit margin during the Reporting Period was approximately 5.3% (six months ended 30 June 2018: approximately 12.8%). The decrease was mainly due to the lower gross profit margin from the property development project in Singapore due to the accounting treatment of a step up acquisition. During the Reporting Period, the Group had a step up acquisition which increased its equity interest in QJR CCK from 46% to 51% and QJR CCK changed from an associated company to a subsidiary of the Group. QJR CCK holds a property development project namely "iNz Residence" in Singapore. From the step up acquisition, the carrying value of the net assets of QJR CCK, including the iNz Residence project, has been fair valued up which resulted in a lower gross profit margin recognised when the project's relevant properties were sold. The fair value up from the step up acquisition had resulted in a deemed disposal gain of HK\$168,671,000 which was recognised in "Other gains/(losses) — net". The Group's gross profit margin for the Reporting Period would be 10.1% if excluding the above project.

Selling and Marketing Expenses

The Group's selling and marketing expenses for the Reporting Period were approximately HK\$69.6 million (six months ended 30 June 2018: approximately HK\$70.7 million), which was approximately 1.4% (six months ended 30 June 2018: approximately 1.4%) of the Group's total revenue.

General and Administrative Expenses

The Group's general and administrative expenses for the Reporting Period were approximately HK\$133.0 million (six months ended 30 June 2018: approximately HK\$174.2 million), representing a decrease of approximately 23.7% over the six months ended 30 June 2018. This was mainly attributable to the decrease in staff remuneration during the Reporting Period.

Net Profit

During the Reporting Period, the Group reported a net profit of approximately HK\$199.4 million (six months ended 30 June 2018: approximately HK\$278.0 million), representing a decrease of 28.3% over the six months ended 30 June 2018. The profit attributable to owners of the Company was approximately HK\$195.2 million (six months ended 30 June 2018: approximately HK\$226.7 million), representing a decrease of 13.9% over the six months ended 30 June 2018. Basic earnings per share was HK\$0.119 (six months ended 30 June 2018: HK\$0.136)

Prospects

The U.S. Federal Reserve announced to cut down the interest rate by a quarter-point at the end of July this year for the first time in the past ten years. The major economies around the world intended to adopt an easing monetary policy, and it was generally considered by the market participants that the market interest rate would remain at a relatively low level in the coming period with even more room to cut in the second half of the year, facilitating the development of property market.

In the first half of 2019, the Sino-US trade war was still in a state of stalemate, and it may take a long time for China and the US to reach an agreement. Pursuant to the Global Economic Prospects recently published by the World Bank, the global economic growth rate for 2019 was expected to be revised from 2.9% at the beginning of the year to 2.6%. However, the World Bank predicted that the global economic growth rate would rebound to 2.7% next year, meaning that the global economy would gradually recover.

It was the major development strategy of the Group to increase the land bank. In June 2019, the Group obtained all the legal ownership of Goodluck Garden after undergoing legal procedures and therefore Goodluck Garden formally became the Group's land bank. The site is located in a high class residential area in central Singapore and is planned to be rebuilt into over 600 residential units. In addition, the Group tendered for the acquisition of the project named Phoenix Heights. The tender was officially accepted by the vendor in July 2019. The project will become new land bank of the Group upon completion of the acquisition, and was intended to be redeveloped into residential units. The Group would continue to evaluate property projects in Hong Kong, Singapore and Southeast Asia proactively, and seek opportunities to increase land bank.

In order to enhance the product quality, the Group continued to upgrade the industrialization or prefabricated prefinished volumetric construction technology (i.e. PPVC technology). We own a self-operated PPVC factory in Singapore. With the long-term technical advancement and practice of the research team, the Group has achieved a leading edge in technology. In respect of the smart community technology, the smart community platform "Hi-Life" launched by our Singapore subsidiary in 2015 ranked the foremost with respect to the local smart community service market shares in just two years. Currently, The Group continues to carry out relevant business development with partners in Vietnam and Indonesia.

To enhance the capital use efficiency, the Group will look into opportunities to invest in new and high technology industries for superior investment returns.

For the benefit of the long-term development of the Group, we will continue to expand into the countries and areas in the "Belt and Road" initiative, including Malaysia, Indonesia, Vietnam, Cambodia, etc., and vigorously grasp the new market and new project opportunities in the Guangdong-Hong Kong-Macau Greater Bay Area.

Debts and Charge on Assets

The total interest bearing bank borrowings of the Group, including bank loans, finance leases and lease liabilities, increased from approximately HK\$4.1 billion as at 31 December 2018 to approximately HK\$6.9 billion as at 30 June 2019. These banking facilities were secured by the Group's property, plant and equipment, investment properties under development and development properties for sale with net carrying amounts of HK\$61,285,000 (As at 31 December 2018: HK\$62,029,000), HK\$577,710,000 (As at 31 December 2018: HK\$561,012,000) and HK\$5,347,110,000 (As at 31 December 2018: HK\$2,056,174,000), respectively.

Borrowings were denominated mainly in Singapore Dollar, Hong Kong Dollar, Renminbi and US Dollar. Interests on bank borrowings were charged at floating rates. The Group currently does not have an interest rate hedging policy and the Group monitors interest risks continuously and considers hedging any excessive risk when necessary.

Liquidity, Financial Resources and Capital Structure

The Group has funded the liquidity and capital requirements primarily through capital contributions from the Shareholders, bank borrowings and cash inflows from the operating activities.

As at 30 June 2019, the Group had cash and cash equivalents of approximately HK\$1.2 billion (As at 31 December 2018: HK\$1.5 billion) of which approximately 61.7% was held in Singapore Dollar, 26.4% was held in Hong Kong dollar, 0.7% was held in US Dollars and the remaining was mainly held in Malaysian Ringgit, Macau Patacas, Renminbi, Vietnamese Dong and Indonesian Rupiah. The gearing ratio of the Group as at 30 June 2019 (defined as the net debt divided by total equity plus net debt, where net debt is defined as borrowings less cash and cash equivalents and pledged bank deposits) was approximately 60.8% (As at 31 December 2018: approximately 41.9%). The increase was mainly due to the approximately SGD427 million (equivalent to HK\$2,464 million) bank loan drawn down for settlement of the outstanding consideration to the vendors of Goodluck Garden in June 2019.

During the Reporting Period, the Group has employed foreign exchange forward contracts for hedging purposes.

Foreign Exchange

Since the Group mainly operates in Singapore and Hong Kong and most of the revenue and transactions arising from its operations were settled in Singapore Dollar and Hong Kong Dollar, and the Group's assets and liabilities were primarily denominated in Singapore Dollar and Hong Kong Dollar, the Board believes that the Group will have sufficient foreign exchange to meet its foreign exchange requirements. The Group has not experienced any material difficulties or effects on its operations or liquidity as a result of fluctuations in currency exchange rates and has not adopted any currency hedging policy or other hedging instruments other than disclosed in "Liquidity, Financial Resources and Capital Structure" during the Reporting Period.

Significant Investment, Material Acquisitions and Disposal of Subsidiaries and Associated Companies

During the Reporting Period, there was no significant acquisitions and disposals of subsidiaries and associated companies save as disclosed in note 6 of the Interim Financial Information.

Capital Commitments

As at 30 June 2019, the Group had capital commitments of approximately HK\$31.5 million (31 December 2018: HK\$7.5 million) for development expenditure, HK\$473.9 million (31 December 2018: HK\$478.3 million) for investment in Great Wall and CNQC Fund and HK\$7.0 million (31 December 2018: Nil) for purchase of machinery.

Contingent Liabilities

Save as disclosed in note 19 to the Interim Financial Information, the Group had no other contingent liabilities as at 30 June 2019 and 31 December 2018.

Event after the Reporting Period

On 25 July 2019, a tender submitted by the Group for the purchase of Phoenix Heights, at a total consideration of SGD42.6 million (equivalent to HK\$243.8 million) has been duly accepted by the vendors of Phoenix Heights, representing over 80% of the total owners of Phoenix Heights. The property purchase is conditional upon, among other terms, the vendors of Phoenix Heights obtaining a statutory sales order. It is a strata development with a total land area of approximately 63,000 sq.ft. The land site is planned for redeveloping into residential apartments after completion of acquisition with an expected plot ratio of approximately 1.4.

Employees and Remuneration Policy

As at 30 June 2019, the Group had 2,196 full-time employees (31 December 2018: 1,846 full-time employees). Most of the Group's employees were based in Singapore and Hong Kong. The remuneration policy and package of the Group's employees are periodically reviewed. Apart from mandatory provident fund and in-house training programmes, salaries increment and discretionary bonuses may be awarded to employees according to the assessment of individual performance.

The total remuneration cost incurred by the Group for Reporting Period was approximately HK\$389.6 million compared to approximately HK\$303.9 million for the six months ended 30 June 2018.

Share Options

Share Option Scheme

On 27 June 2014, the Company granted an aggregate of 19,500,000 share options (the “2014 Share Options”) to certain Directors, employees and consultants of the Group (collectively, the “2014 Grantees”) under its share option scheme adopted on 11 September 2012 (the “Share Option Scheme”). The 2014 Share Options enable the 2014 Grantees to subscribe for an aggregate of 19,500,000 new Shares of the Company (the “Share”), representing 6.5% of the issued share capital of the Company as at the date of grant, subject to certain vesting periods.

On 28 April 2016, the Company granted an aggregate of 10,500,000 share options (the “2016 Share Options”) to certain Directors of the Group (collectively, the “2016 Grantees”) under the Share Option Scheme. The 2016 Share Options enable the 2016 Grantees to subscribe for an aggregate of 10,500,000 new Shares, representing 1.59% of the issued share capital of the Company as at the date of grant, subject to certain vesting periods.

Since then, the Company has not granted any new options under the Share Option Scheme up to the date of this interim report and no options has been exercised.

The Shareholders have approved at the annual general meeting of the Company held on 29 April 2016 the refreshment of the 10% scheme mandate limit of the Share Option Scheme, which the Directors are authorized to issue options to subscribe for a total of 66,020,250 Shares.

Management Share Scheme

Pursuant to the terms of the Share Purchase Agreement, a management share scheme (the “Management Share Scheme”) was set up and a trust (the “Trust”) was constituted whereby awards (the “Awards”) were conditionally granted to certain senior management and employees of Guotsing PRC. and its subsidiaries (the “Selected Participants”) to purchase from the Trust up to a total of 304,599,273 new non-redeemable convertible preference shares of the Company (“CPS”) in accordance with the terms and conditions of the Management Share Scheme. For further details of the Management Share Scheme, including the list of the Selected Participants, please refer to the announcements of the Company dated 23 May 2015, 8 June 2015, 12 June 2015, 23 July 2015, 25 September 2015, 15 October 2015 and the circular of the Company dated 25 September 2015.

60,919,852 CPS and 55,843,197 CPS were vested and converted to Shares in 2016 and in 2017 respectively. During the reporting period, 62,961,027 CPS were vested and converted to Shares. As at the date of this interim report, there were 124,875,197 CPS remaining under the trust.

Interim Dividend

The Board has resolved to declare an interim dividend of HK\$0.06 (six months ended 30 June 2018: HK\$0.06) per ordinary share and per CPS for the six months ended 30 June 2019 to the Shareholders whose names appear in the register of members of the Company on Friday 4 October 2019. It is expected that the payment of the interim dividend will be made on or before Friday, 25 October 2019.

Closure of Register of Members

The register of members of the Company will be closed from Wednesday, 2 October 2019 to Friday, 4 October 2019, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for the interim dividend, all transfers of shares accompanied by the relevant share certificates must be lodged with the Company's Branch Share Registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Monday, 30 September 2019.

Purchase, Sale and Redemption of the Company's Securities

On 21 May 2019, the Company's shareholders granted a general mandate (the "Repurchase Mandate") to the directors of the Company to repurchase shares of the Company at the annual general meeting (the "AGM"). Pursuant to the Repurchase Mandate, the Company is allowed to repurchase up to 151,832,003 shares, being 10% of the total number of issued shares of the Company as at the date of the AGM, on The Stock Exchange of Hong Kong Limited (the "Stock Exchange").

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

Corporate Governance

Corporate Governance Code

The Company had complied with all the applicable code provisions as set out in the Corporate Governance Code contained in Appendix 14 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") during the Reporting Period.

Code of Conduct Regarding Directors' Securities Transactions

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 to the Listing Rules as its code of conduct regarding securities transactions by the Directors. All Directors have confirmed, following a specific enquiry by the Company, that they have complied with the required standard as set out in the Model Code throughout the Reporting Period.

Audit Committee and Review of Financial Information

The audit committee of the Company has reviewed with the Company's management the accounting principles and practices adopted by the Group and discussed internal controls and financial reporting matters including the review of the unaudited interim financial statements for the Reporting Period.

Publication of Interim Results Announcement and Interim Report

This announcement is published on the websites of the Company (www.cnqc.com.hk) and the Stock Exchange (www.hkexnews.hk). The 2019 interim report will be despatched to the Shareholders and available on the above websites in due course.

By order of the Board
CNQC International Holdings Limited
Mr. Cheng Wing On, Michael
Chairman

Hong Kong, 29 August 2019

As at the date of this announcement, the Board comprises (i) three executive Directors, namely Mr. Cheng Wing On, Michael (Chairman), Mr. Wang Congyuan, and Mr. Zhang Yuqiang; (ii) one non-executive Director, namely Mr. Chen Anhua; and (iii) three independent non-executive Directors, namely, Mr. Ching Kwok Hoo, Pedro, Mr. Tam Tak Kei, Raymond and Mr. Chan Kok Chung, Johnny.