



Stock Code 股份代號: 251

2017

Interim Report 中期報告

與時創建
Building with the times



Directory

DIRECTORS

Executive Directors

Mr. Lu Wing Chi (*Chairman*)
Mr. Lambert Lu (*Chief Executive*)

Non-executive Directors

Mr. Lam Sing Tai
Mr. Lincoln Lu

Independent Non-executive Directors

Mr. Walujo Santoso, Wally
Mr. Leung Hok Lim
Mr. Chung Pui Lam

AUDIT COMMITTEE

Mr. Leung Hok Lim (*Chairman*)
Mr. Walujo Santoso, Wally
Mr. Chung Pui Lam

NOMINATION COMMITTEE

Mr. Lu Wing Chi (*Chairman*)
Mr. Walujo Santoso, Wally
Mr. Leung Hok Lim

REMUNERATION COMMITTEE

Mr. Chung Pui Lam (*Chairman*)
Mr. Lu Wing Chi
Mr. Lambert Lu
Mr. Walujo Santoso, Wally
Mr. Leung Hok Lim

AUTHORISED REPRESENTATIVES

Mr. Lambert Lu
Ms. Chow Siu Yin, Dora

COMPANY SECRETARY

Ms. Chow Siu Yin, Dora

LEGAL ADVISERS

Stephenson Harwood
Mayer Brown JSM
Conyers Dill & Pearman

INDEPENDENT AUDITOR

Deloitte Touche Tohmatsu

PRINCIPAL BANKERS

The Hongkong and Shanghai Banking Corporation Limited
Bank of China (Hong Kong) Limited
Credit Suisse AG Hong Kong Branch
Standard Chartered Bank (Hong Kong) Limited
Hang Seng Bank Limited

REGISTERED OFFICE

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BRANCH REGISTRAR IN HONG KONG

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LISTING

The shares of the Company are listed and traded on the Main Board of The Stock Exchange of Hong Kong Limited.

STOCK CODE AND BOARD LOT

251/2,000 shares

WEBSITE

www.seagroup.com.hk

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60+ Years of Building with the Times

Highlights

For the six months ended 30 June 2017

- Turnover: HK\$236.1 million (2016: HK\$227.9 million)
- Profit attributable to the Shareholders: HK\$255.7 million (2016: HK\$793.9 million)
- NAV of the Group attributable to the Shareholders:

	Total NAV (HK\$' Million)	NAV per share (HK\$)
Book NAV	6,243	9.2
Adjusted NAV*	9,107	13.4

- Unlocked value to the Shareholders through distribution of special cash dividend and restructuring of AGP
- First issue of principal amount of US\$200,000,000 notes with 3-year maturity drew overwhelming market response
- Acquired Shouson Hill Properties at approximately HK\$1.528 billion and Bank of Scotland's Headquarter in London at approximately HK\$2.6 billion



* Hotel property (which is on cost basis in the book) adjusted to fair market value determined by independent property valuers

Property Portfolio

At 30 June 2017

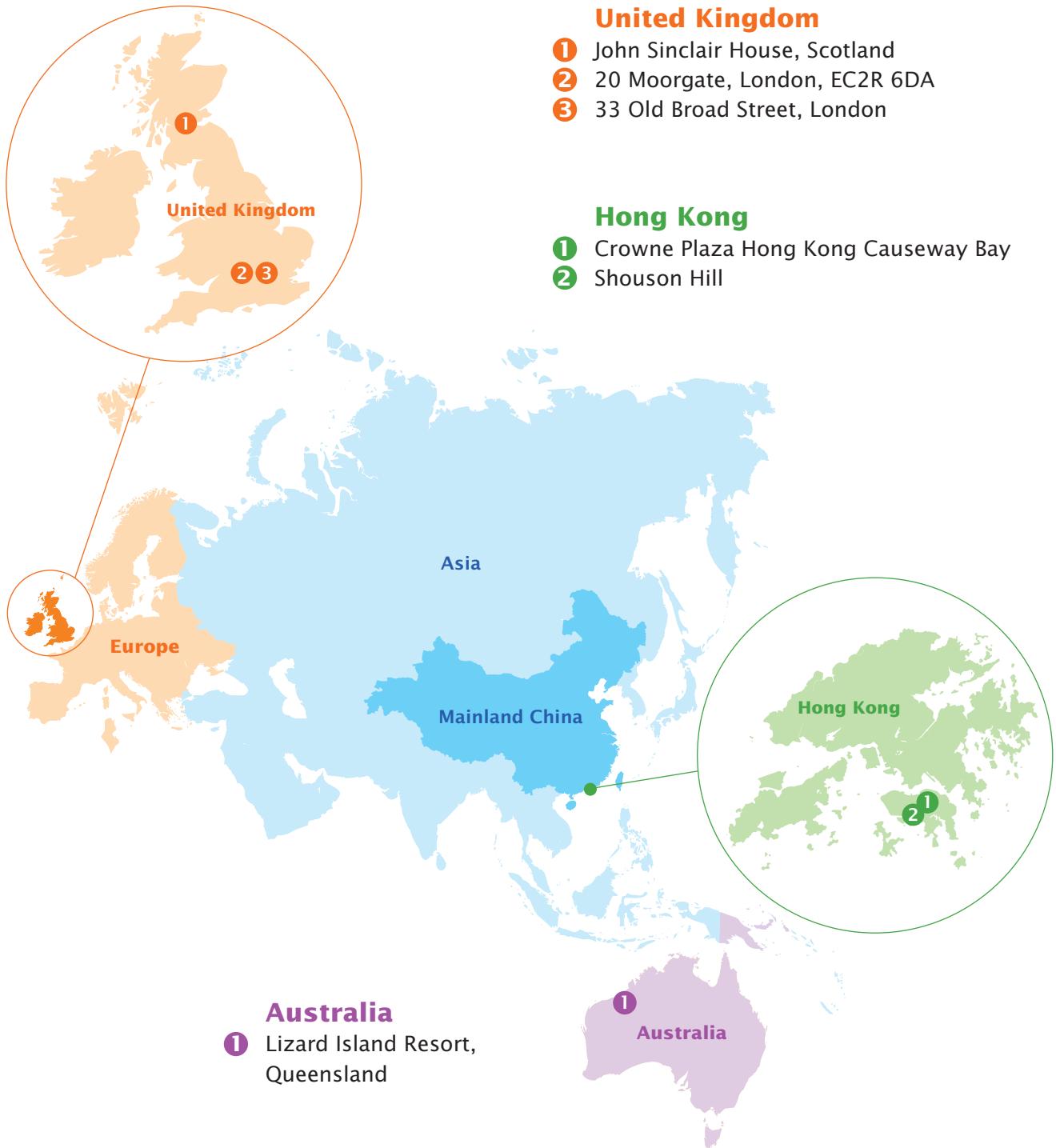
Particulars of Investment Properties

Name	Location	Lease Expiry	Usage	Approximate Gross Floor Area (square metres)	Group's Interest (%)
HONG KONG					
Shouson Hill	Houses 1, 2, 7, 8, 9, 10, 11, 20, 21, 22 and 23 of No. 1 Shouson Hill Road East	30 June 2047	Residential	11 residential properties (each with 2 car parking spaces)	100
AUSTRALIA					
Lizard Island Resort	Lizard Island Tropical North Queensland	30 September 2050	Resort Hotel	10,500	100
UNITED KINGDOM					
John Sinclair House	16 Bernard Terrace, Edinburgh, Scotland	Freehold	Office	2,991 and 53 car parking spaces	100
20 Moorgate, London EC2R 6DA	20 Moorgate, London EC2R 6DA, England	Leasehold	Office	14,386.3	100
33 Old Broad Street, London	33-41 Old Broad Street and 1 to 6 Union Court London	Freehold	Office	17,760	100

Particulars of Hotel Building

Name	Location	Lease Expiry	Usage	Approximate Gross Floor Area (square metres)	Group's Interest (%)
HONG KONG					
Crowne Plaza Hong Kong Causeway Bay	8 Leighton Road, Causeway Bay	6 November 2049	Hotel	14,945	100

Location of the Group's Properties



Chairman's Statement



Crowne Plaza Hong Kong Causeway Bay, Hong Kong

I am pleased to present the unaudited condensed consolidated financial results of the Group for the six months ended 30 June 2017 to the Shareholders.

FINANCIAL SUMMARY

During the period, the Company undertook a Restructuring by implementing the Assets Redistribution and Distribution in Specie.

On 31 March 2017, the Company entered into an agreement with AGP pursuant to which the AGP's non-PRC assets (being certain bank balances and cash, an investment property in the United Kingdom (20 Moorgate), a hotel property in Hong Kong (Crowne Plaza Hong Kong Causeway Bay) and certain short-term treasury investments) were redistributed to the Group by way of sale and purchase. Upon completion of the Assets Redistribution, such non-PRC assets of AGP were held indirectly as to 100% by the Company and AGP continues to hold the AGP's PRC assets. Completion of the Assets Redistribution took place on 15 May 2017.

On 15 May 2017, the Company completed distribution of special non-cash dividend by way of Distribution in Specie of the 861,278,857 AGP shares owned by the Company (representing approximately 97.17% of the issued share capital of AGP) to the Company's qualifying shareholders in proportion to their then respective shareholdings in the Company. Therefore, upon completion of the Distribution in Specie, the AGP Group is no longer a subsidiary of the Company and the Group ceased its business and operations in the PRC (the "Discontinued Operation").

Turnover from continuing operations for the six months ended 30 June 2017 amounted to HK\$236.1 million (2016: HK\$227.9 million). The turnover was principally attributable to the recognition of rental income from investment properties, revenue from hotel operation and income from financial investment. The profit from the Discontinued Operation amounted to HK\$227.6 million (2016: loss HK\$49.7 million).

Profit attributable to the Shareholders for the six months ended 30 June 2017 amounted to HK\$255.7 million (2016: HK\$793.9 million), equivalent to a basic earnings per share of HK37.6 cents (2016: HK117.0 cents). The decrease in profit attributable to the Shareholders in current period was mainly due to the gain of disposal of Dah Sing Financial Centre (now known as Everbright Centre) (approximately HK\$797.4 million) in the same period of last year, net of the realisation of exchange reserve to profit or loss upon Distribution in Specie (approximately HK\$226.9 million) recorded under profit from Discontinued Operation in current period.

Chairman's Statement

The reported profit attributable to the Shareholders included a revaluation surplus on investment properties net of deferred taxation of HK\$8.6 million (2016: revaluation deficit HK\$13.1 million). By excluding the effect of such surplus, the Group's net profit attributable to the Shareholders was HK\$247.1 million (2016: HK\$807.0 million), equivalent to HK36.4 cents (2016: HK119.0 cents) per share.

As at 30 June 2017, the Group's equity attributable to the Shareholders amounted to HK\$6,243.4 million (31 December 2016: HK\$12,051.0 million). The decrease in the Group's equity attributable to the Shareholders as at 30 June 2017 was mainly due to the special non-cash dividend paid on 15 May 2017 by way of Distribution in Specie and the special cash dividend of HK\$3.0 per share paid on 21 June 2017. The net asset value per share attributable to the Shareholders as at 30 June 2017 was HK\$9.16 as compared with HK\$17.81 as at 31 December 2016.

The Group's property assets by geographical location at the period end were as follows:

	30 June 2017 HK\$' million	31 December 2016 HK\$' million
Hong Kong	2,188.2	660.7
United Kingdom	1,654.5	1,555.5
Australia	169.9	158.4
Mainland China	—	2,174.0
Total	4,012.6	4,548.6

INTERIM DIVIDEND

The Board has declared an interim dividend of HK2 cents (2016: HK5 cents) per share for the six months ended 30 June 2017 to the Shareholders whose names appear on the register of members of the Company at the close of business on Wednesday, 4 October 2017. The relevant dividend warrants are expected to be despatched on or before Monday, 16 October 2017.

BUSINESS REVIEW

Property Investment and Development

Following completion of the Restructuring, the Group continues to focus on property development and property investment projects. However, the Group has not committed to limit its sphere of activities solely to outside the PRC or to property related development and investments. The strategy of the Group will be determined by the Board taking into consideration market opportunities, the Group's financial resources and its core competence. It is the Group's approach to review and optimize the project portfolios from time to time. Currently, the Group's core projects mainly consist of a residential project in Hong Kong (No. 1 Shouson Hill Road East), two investment properties in London, United Kingdom (20 Moorgate and 33 Old Broad Street) and an investment property in Australia (Lizard Island).

Hong Kong

On 4 May 2017, the Group entered into several agreements with independent third parties to acquire entire issued share capital of the target companies, which own residential properties (being certain houses at No. 1 Shouson Hill Road East, Hong Kong) for a total consideration of approximately HK\$1,528 million. Completion of the acquisition took place on 13 June 2017.

Chairman's Statement

United Kingdom

In 2016, the Group acquired the property known as 20 Moorgate, London, EC2R 6DA at a total consideration of approximately £154.0 million.

Turnover generated from the property investment projects in the United Kingdom for the six months ended 30 June 2017 was HK\$37.1 million (2016: Nil).

On 15 May 2017, the Group entered into an agreement with an independent third party to acquire entire issued share capital of the target company, which owns an office building at 33 Old Broad Street, London, United Kingdom, for a total consideration of approximately £258 million (approximately HK\$2.6 billion). Subsequent to the end of current period, the completion of the acquisition took place on 17 July 2017.

The final consideration as agreed with the seller is £258,169,018 with the adjustment amounting to £8,350. As such, the highest applicable percentage ratio (as calculated under Rule 14.07 of the Listing Rules) in respect of the final consideration is less than 25%. Hence, the acquisition remains as a disclosable transaction of the Company.



33 Old Broad Street, London

Australia

The property in Australia is sub-leased to and operated by Delaware North Lizard Island as a luxury island resort. The sublease comprises a base and turnover rent and will expire in 2033.

Turnover generated from the property for the period ended 30 June 2017 was HK\$8.0 million (2016: HK\$7.8 million).



Lizard Island Resort, Queensland

Hotel Operation

Crowne Plaza Hong Kong Causeway Bay is a 29-storey five-star hotel comprising 263 guest rooms with ancillary facilities and is managed by the InterContinental Hotels Group. Its performance steadied compared to 2016, which was a result in line with the weakening hotel business market but offset by cost saving measures implemented during the period. The hotel will strive to gain further market share and enhance asset management in the challenging market conditions.

Chairman's Statement

FINANCIAL RESOURCES AND LIQUIDITY

Working Capital and Loan Facilities

During the period, the Group issued guaranteed notes with a principal amount of US\$200,000,000, due on 19 January 2020 (the "Notes"). At maturity, the Notes are payable at their principal amount. The Notes will bear interest at the rate of 4.5% per annum payable semi-annually in arrear on 19 January and 19 July in each year.

As at 30 June 2017, the Group's total bank deposits, bank balances and cash was HK\$6,465.3 million (31 December 2016: HK\$10,537.8 million) and unutilized facilities were HK\$1,248.9 million (31 December 2016: HK\$500.2 million).

As at 30 June 2017, after netting off bank borrowings of HK\$4,992.1 million and the Notes of HK\$1,549.3 million, the Group had a net debt position of HK\$76.1 million with gearing ratio of 1.9%, compared to net cash position of HK\$6,247.1 million as at 31 December 2016.

As at 30 June 2017, maturity of the Group's outstanding borrowings (including the Notes) was as follows:

	30 June 2017 HK\$' million	31 December 2016 HK\$' million
Due		
Within 1 year	2,032.1	2,189.6
1-2 years	50.0	99.5
3-5 years	3,533.5	1,965.5
Over 5 years	947.8	53.8
Less: Front-end fee	6,563.4 (22.0)	4,308.4 (17.7)
	6,541.4	4,290.7

Pledge of Assets

For the Company's subsidiaries operating in Hong Kong, the total bank loans drawn as at 30 June 2017 amounted to HK\$3,862.1 million (31 December 2016: HK\$3,223.5 million) which comprised of secured bank loans of HK\$3,448.9 million (31 December 2016: HK\$2,423.5 million) and unsecured bank loans of HK\$413.2 million (31 December 2016: HK\$800.0 million). The secured bank loans were mainly secured by properties valued at HK\$2,173.6 million (31 December 2016: HK\$1,998.7 million), listed debt securities of HK\$1,448.9 million (31 December 2016: HK\$882.1 million) and pledged cash of HK\$570.0 million (31 December 2016: HK\$533.1 million).

Subsidiaries of the Company operating in Australia and the United Kingdom pledged its investment properties with an aggregate carrying value of HK\$1,824.4 million as at 30 June 2017 (31 December 2016: HK\$1,713.9 million) to secure bank loans of HK\$1,130.0 million (31 December 2016: HK\$1,067.1 million).

Chairman's Statement

Treasury Policies

The Group adheres to prudent treasury policies. As at 30 June 2017, all of the Group's borrowings except the Notes were raised through its wholly-owned or substantially controlled subsidiaries on a non-recourse basis.

STAFF AND EMOLUMENT POLICY

As at 30 June 2017, the Group had a total of 242 employees (2016: 301 employees) in Hong Kong. 11 employees were transferred from the Company to AGP following completion of the Restructuring. Employee costs, including the emoluments of the directors of the Group, amounted to HK\$56.7 million for the period ended 30 June 2017 (2016: 48.5 million).

The Group maintains a good working relationship with its employees and continues to recruit, retain and develop competent individuals committed for its long-term success and growth. Salary and benefits of employees are reviewed at least annually both in response to market conditions and trends, and in conjunction with individual appraisals based on qualifications, experience, skills, responsibilities, performance and development potentials. Discretionary bonuses are granted in line with the Group's financial results and employees' performance. Fringe benefits including medical insurance scheme, study and training allowances, examination leave and voluntary employer contributions to retirement schemes are offered to employees. In addition, to retain and motivate management staff and good performers, the Company has adopted an employee share option scheme and a share award scheme with options to subscribe for shares in the Company and awards of shares being granted by the Board to the Group's employees (including Directors) on a discretionary basis. To further enhance employee relations and communications, recreational activities for general staff with senior management's participation are arranged.



Shouson Hill, Hong Kong

OUTLOOK

The global economy outlook remains uncertain such as geopolitical risks and market concerns on interest rates and currencies movements. The uncertainty within Europe in negotiation of the terms of the United Kingdom's exit from the European Union and the basis of the future relationship will be the key political agendas for some time. In U.S., under the strong employment environment and declining inflation pressure, the Federal Reserve is anticipated to reduce its balance sheet scale gradually, together with the expectation of further U.S. interest rate hikes in the second half of 2017. All of the above may continue to have considerable uncertainties to the global business environment.

Chairman's Statement

Mainland China performed stronger than expected growth in the first half of 2017 as its economy continued to grow steadily. With the Central Government's efforts to maintain policy stability and continuity, particularly through proactive fiscal and prudent monetary policies, Mainland China is expected to maintain growth momentum in the second half year and realize its full-year growth target. The "One Belt, One Road" strategic initiative of Mainland China is expected to create many business opportunities for the region. However, the Central Government has recently taken certain measures to restrict the Chinese companies from investing in property offshore, which may impact on the market sentiment and the magnitude of the impact is to be observed.

The Hong Kong economy accelerated in the second quarter of 2017 with GDP growing by 3.8% year-on-year, although compared to a 4.3% growth in the preceding quarter. With its close economic connectivity and geographical proximity to the Mainland China, as well as its advanced economic development and diversity, Hong Kong will be able to benefit from potential business opportunities ahead.

The recent stable performance of the global market and the Mainland China's steady economic growth provide a positive backdrop for Hong Kong's economic development. This will support stable property market conditions in Hong Kong despite of expectation of U.S. interest rates hike. Hong Kong government's housing policies will nevertheless continue to be a determining factor for the property market in Hong Kong. As for the office leasing market, Chinese enterprises continue to boost up the market with strong demand for office space.

With the sign of a potential slowdown in Mainland China visitor arrivals and the weakness in the Hong Kong dollar, the tourism in Hong Kong remains to be weak. Management shall use their best endeavour to add value to Crowne Plaza Hong Kong Causeway Bay through active asset management.

The uncertainty in the United Kingdom over the European Union exit negotiations constrain consumer and business confidence and spending in the region. Appetite from overseas investors, other than those Chinese companies affected by Central Government's recent measures, for large lot sizes with long, secure income continues to be a key feature of the London market this year. The price will remain firm for prime building and London remains a top priority for global investors. We expect this to keep active transaction levels in the third quarter and the final quarter of the year.

Going forward, we will continue to seek investments with growth prospect and steady recurring income in order to strengthen our profitability. Meanwhile, the Group will continue our prudent financial management approach with a healthy debt ratio while pursuing our growth initiatives and maximizing the return to our Shareholders.



20 Moorgate, London, EC2R 6DA, England

Lu Wing Chi
Chairman

Hong Kong, 31 August 2017

Corporate Governance and Other Information

CORPORATE GOVERNANCE PRACTICES

Throughout the period for the six months ended 30 June 2017, save for the deviations as disclosed below, the Company has applied the principles and complied with all the code provisions set out in the CG Code contained in Appendix 14 to the Listing Rules. As stated in the Corporate Governance Report in the Company's 2016 annual report, Mr. Lu Wing Chi, the Chairman, also held the office of Managing Director overseeing the management and the Group's business. Upon completion of the Restructuring of the Company and AGP (a 97.17%-owned subsidiary of the Company prior to the Restructuring) in May 2017, the roles of the Chairman and the Chief Executive have been separated and performed by Mr. Lu Wing Chi and Mr. Lambert Lu respectively with effect from 15 May 2017.

CG Code	Deviations and reasons
A.4.1 Non-executive directors should be appointed for a specific term, subject to re-election.	Except Mr. Lincoln Lu who has been appointed as the Non-executive Director for a term of three years with effect from 15 May 2017, each of the other Non-executive Directors (including the INED) does not have a specific term of appointment but is subject to retirement by rotation and re-election at the AGMs pursuant to the Bye-laws of the Company. The Bye-laws require that every Director will retire from office no later than the third AGM after he was last elected or re-elected. Further, any person appointed by the Board to fill a casual vacancy or as an additional Director (including Non-executive Director) will hold office only until the next general meeting and will then be eligible for re-election. As such, the Board considers that such requirements are sufficient to meet the underlying objectives of the relevant code provision and will continuously review and recommend such proposal as appropriate in the circumstances of such deviation.
E.1.3 The issuer should arrange for the notice to shareholders to be sent for annual general meetings at least 20 clear business days before the meeting and to be sent at least 10 clear business days for all other general meetings.	Notice regarding the Company's special general meeting in respect of the Restructuring held on 4 May 2017 was sent to Shareholders on 18 April 2017, nine clear business days before the meeting. This was because AGP needed to comply with rules and regulations of the London Stock Exchange plc. regarding the timing of ex-dividend and dividend record dates and the Company had to match with AGP's timetable for the Restructuring. The Board believes that this was a unique situation arising from this particular project timetable and is not likely to recur in future.

Corporate Governance and Other Information

RISK MANAGEMENT AND INTERNAL CONTROL

The Board has overall responsibility for maintaining and ensuring effective implementation of the risk management and internal control systems of the Group to safeguard the Shareholders' interest and the Company's assets.

The Board, through the Audit Committee, reviews regularly the effectiveness and adequacy of the Group's internal control system which includes financial, operational and compliance mechanisms and risk management functions. The review also includes the adequacy of resources, qualifications and experience of staff of the Company's accounting and financial reporting function, and their training programmes and budget.

The Company has engaged an independent internal audit consultant (the "Independent Internal Audit Consultant") to perform a risk assessment review for the Group for the financial year 2017 with the intention to identify, evaluate and prioritize the critical business of the Group.

INTERNAL AUDIT FUNCTION

The Independent Internal Audit Consultant has also performed the internal audit review for the Group for the financial year 2017. The internal audit plan is prepared with a risk-based approach to assist the Company to review the internal control system on certain selected processes.

SECURITIES TRANSACTIONS BY DIRECTORS AND EMPLOYEES

The Company has adopted the Model Code set out in Appendix 10 to the Listing Rules as its own code of conduct regarding securities transactions by the Directors.

In response to the specific enquiry made on them by the Company, all the Directors have confirmed in writing that they had complied with the required standard as set out in the Model Code throughout the period for the six months ended 30 June 2017.

The Company has also adopted a code with no less exacting terms than the Model Code for the directors and employees of the Group (other than the Directors) (the "Relevant Employees") to regulate their dealings in the listed shares of the Company, as the Relevant Employees are likely to be in possession of inside information in relation to such shares because of their office or employment.

DIRECTORS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

As at 30 June 2017, the interests and short positions of the Directors in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept under Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code, were as follows:

Corporate Governance and Other Information

1. Long positions in shares of the Company

Name of Directors	Number of ordinary shares held			Number of underlying shares held under equity derivatives		Approximate % of interest in the issued share capital
	Personal interests (held as beneficial owner)	Corporate interests (held by controlled corporation)	Family interests (interests of spouse)	Personal interests (held as beneficial owner)	Total interests	
Lu Wing Chi	13,107,285	447,617,089 ⁽ⁱ⁾	—	—	460,724,374	67.59
Lambert Lu	17,658,002	—	—	—	17,658,002	2.59
Lam Sing Tai	3,221,739	—	5,739	—	3,227,478	0.47
Lincoln Lu	18,480,002	—	—	—	18,480,002	2.71
Walujo Santoso, Wally	1,200,000	—	—	—	1,200,000	0.18
Leung Hok Lim	1,856,928	—	—	—	1,856,928	0.27
Chung Pui Lam	656,928	—	—	—	656,928	0.10

Notes:

- (i) Among these shares, 4,130,800 shares were held by NYH and 443,486,289 shares were held by NLI. NLI is 63.58% owned by JCS and 30% owned by Mr. Lu Wing Chi. NYH is 100% owned by Mr. Lu Wing Chi. By virtue of Mr. Lu Wing Chi's interests in JCS (as disclosed in paragraph 2 below) and NYH, he is deemed to be interested in these shares.
- (ii) The interests in underlying shares held under equity derivatives represented interests in share options granted to the Directors under the 2005 Share Option Scheme, particulars of which are contained under the section of "Share Option Schemes" below.
- (iii) The total number of issued shares of the Company as at 30 June 2017 was 681,666,726 shares.

2. Long positions in shares of associated corporations

Name of associated corporations	Name of Directors	Number of ordinary shares held			Approximate % of interest in the issued share capital	
		Personal interests (held as beneficial owner)	Corporate interests (held by controlled corporation)	Family interests (interests of spouse)		
AGP	Lu Wing Chi	13,792,397	567,578,466 ⁽ⁱ⁾	—	581,370,863	65.59
	Lambert Lu	22,390,346	—	—	22,390,346	2.53
	Lam Sing Tai	4,085,165	—	7,277	4,092,442	0.46
	Lincoln Lu	23,432,642	—	—	23,432,642	2.64
	Walujo Santoso, Wally	1,521,600	—	—	1,521,600	0.17
	Leung Hok Lim	2,354,584	—	—	2,354,584	0.27
	Chung Pui Lam	551,488	—	—	551,488	0.06
JCS	Lu Wing Chi	22,540	—	—	22,540	49.00
	Lambert Lu	11,730	—	—	11,730	25.50
	Lincoln Lu	11,730	—	—	11,730	25.50
NLI	Lu Wing Chi	46,938	99,480 ⁽ⁱⁱ⁾	—	146,418	93.58
	Lambert Lu	5,021	—	—	5,021	3.21
	Lincoln Lu	5,021	—	—	5,021	3.21

Corporate Governance and Other Information

Notes:

- (i) These shares are beneficially held by NLI and NYH and by virtue of Mr. Lu Wing Chi's interests in NLI and NYH (as disclosed above), he is deemed to be interested in these shares.
- (ii) These shares are beneficially held by JCS and by virtue of Mr. Lu Wing Chi's interests in JCS (as disclosed above), he is deemed to be interested in these shares.

Saved as disclosed herein, as at 30 June 2017, none of the Directors had any interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were required to be recorded in the register kept by the Company under Section 352 of the SFO or which were required to be notified to the Company and the Stock Exchange pursuant to the Model Code.

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

As at 30 June 2017, so far as is known to the Directors, the following substantial Shareholders and other persons (other than Directors) had interests or short positions in the shares and underlying shares of the Company as recorded in the register required to be kept under Section 336 of the SFO:

Long positions in shares of the Company

Name of Shareholders	Number of ordinary shares		Total interests	Approximate % of interest in the issued share capital
	Held as beneficial owner	Held by controlled corporation		
JCS	—	443,486,289 ⁽ⁱ⁾	443,486,289	65.06
NLI	443,486,289	—	443,486,289	65.06

Notes:

- (i) JCS holds about 63.58% of the issued shares in NLI. The above 443,486,289 shares held by NLI are also deemed to be JCS's interest and such shares are, therefore, duplicated between these two shareholders for the purpose of the SFO.
- (ii) Messrs. Lu Wing Chi, Lambert Lu and Lincoln Lu, all being Directors, are also directors of JCS and NLI.

Saved as disclosed herein, as at 30 June 2017, none of the substantial Shareholders and other persons (other than Directors) had any interests or short positions in the shares or underlying shares of the Company as recorded in the register required to be kept under Section 336 of the SFO.

Corporate Governance and Other Information

SHARE OPTION SCHEMES

1. The Company

The 2005 Share Option Scheme expired on 24 August 2015. Upon expiry of the 2005 Share Option Scheme, no further options should be granted thereunder but the options granted and yet to be exercised under the 2005 Share Option Scheme shall remain in force and effect. The Company adopted the 2015 Share Option Scheme on 29 May 2015.

The following table shows the movements in share options under the 2005 Share Option Scheme during the six months ended 30 June 2017 and the options outstanding at the beginning and end of the period:

Name	Date of grant	Exercise price per share (HK\$)	Exercise period	Number of underlying shares comprised in share options		
				As at 01.01.2017	Exercised during the period	As at 30.06.2017
Directors						
Lu Wing Chi	12.07.2012	3.454	01.07.2015 – 30.06.2017	2,230,000	(2,230,000) ⁽¹⁾	—
Chung Pui Lam	12.07.2012	3.454	01.07.2015 – 30.06.2017	222,000	(222,000) ⁽²⁾	—
Total				2,452,000	(2,452,000)	—

Notes:

- (i) The vesting period of the share options granted is from the date of grant until the commencement of the exercisable period.
- (ii) (a) The closing prices of the shares of the Company immediately before the dates on which the share options were exercised by the Directors were:
 - (1) HK\$10.92 per share; and
 - (2) HK\$11.14 per share.
(b) The weighted average closing price of the shares of the Company immediately before the dates on which the share options were exercised by all participants stated in (a) above was HK\$10.94 per share.
- (iii) No share options had been granted, lapsed or cancelled under the 2005 Share Option Scheme during the six months ended 30 June 2017.

Corporate Governance and Other Information

The following table shows the movements in share options under the 2015 Share Option Scheme during the six months ended 30 June 2017 and the options outstanding at the beginning and end of the period:

Name	Date of grant	Exercise price per share (HK\$)	Exercise period	Number of underlying shares comprised in share options			
				As at 01.01.2017	Exercised during the period	Lapsed during the period	As at 30.06.2017
Eligible employees in aggregate	02.07.2015	6.302	01.01.2017 to 31.12.2018	2,650,000	(2,650,000)	—	—
			01.07.2017 to 30.06.2019	2,500,000	—	(1,850,000)	650,000
			01.01.2018 to 31.12.2019	2,550,000	—	(500,000)	2,050,000
			01.07.2018 to 30.06.2020	6,650,000	—	(2,400,000)	4,250,000
Total				14,350,000	(2,650,000)	(4,750,000)	6,950,000

Notes:

- (i) The vesting period of the share options granted is from the date of grant until the commencement of the exercisable period.
- (ii) The weighted average closing price of the shares of the Company immediately before the dates on which the share options were exercised by the eligible employees was HK\$18.38 per share.
- (iii) No share options had been granted or cancelled under the 2015 Share Option Scheme during the six months ended 30 June 2017.

2. ACP

AGP adopted a share option scheme on 16 August 2010. No share options had been granted under the scheme since its adoption. After completion of the Restructuring on 15 May 2017, AGP ceased to be a subsidiary of the Company.

SHARE AWARD SCHEMES

Each of the Company and AGP adopted a share award scheme on 15 June 2010 and 16 August 2010 respectively. The schemes are incentive arrangement for the Group to recognise and acknowledge the performance and/or contributions which the eligible participants (as defined under the schemes) have made or will make to the Group and promote its long term success.

No award was granted by the Company under its share award scheme during the six months ended 30 June 2017.

Corporate Governance and Other Information

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

Neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the listed securities of the Company during the six months ended 30 June 2017.

UPDATE OF DIRECTORS' INFORMATION

Pursuant to Rule 13.51B(1) of the Listing Rules, the changes in Directors' information since the disclosure made in the Company's 2016 annual report up to 31 August 2017 (being the date of approval of this report) are set out below:

- Mr. Lambert Lu was appointed as the Chief Executive and re-designated as a non-executive director of AGP on 15 May 2017; and
- Mr. Lincoln Lu was re-designated as Non-executive Director and appointed as the chief executive officer of AGP on 15 May 2017.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Thursday, 28 September 2017 to Wednesday, 4 October 2017 (both days inclusive) during this period no transfer of shares will be registered.

In order to qualify for the interim dividend, all duly completed and stamped transfer documents accompanied by the relevant share certificates must be lodged for registration with the Company's Branch Share Registrar in Hong Kong, Tricor Standard Limited of Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Wednesday, 27 September 2017.

REVIEW OF CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

The condensed consolidated financial statements of the Group for the six months ended 30 June 2017 have not been audited but have been reviewed by the Audit Committee and by Deloitte in accordance with Hong Kong Standard on Review Engagements 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Hong Kong Institute of Certified Public Accountants.

Report on Review of Condensed Consolidated Financial Statements

Deloitte.

德勤

TO THE BOARD OF DIRECTORS OF S E A HOLDINGS LIMITED
(incorporated in Bermuda with limited liability)

Introduction

We have reviewed the condensed consolidated financial statements of S E A Holdings Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 19 to 42, which comprise the condensed consolidated statement of financial position as of 30 June 2017 and the related condensed consolidated statement of profit or loss, statement of profit or loss and other comprehensive income, statement of changes in equity and statement of cash flows for the six-month period then ended, and certain explanatory notes. The Main Board Listing Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited require the preparation of a report on interim financial information to be in compliance with the relevant provisions thereof and Hong Kong Accounting Standard 34 "Interim Financial Reporting" ("HKAS 34") issued by the Hong Kong Institute of Certified Public Accountants. The directors of the Company are responsible for the preparation and presentation of these condensed consolidated financial statements in accordance with HKAS 34. Our responsibility is to express a conclusion on these condensed consolidated financial statements based on our review, and to report our conclusion solely to you, as a body, in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

Scope of Review

We conducted our review in accordance with Hong Kong Standard on Review Engagements 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Hong Kong Institute of Certified Public Accountants. A review of these condensed consolidated financial statements consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Hong Kong Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

Conclusion

Based on our review, nothing has come to our attention that causes us to believe that the condensed consolidated financial statements are not prepared, in all material respects, in accordance with HKAS 34.

Deloitte Touche Tohmatsu
Certified Public Accountants
Hong Kong
31 August 2017



Making another century of impact
德勤百年慶 開創新紀元

Condensed Consolidated Statement of Profit or Loss

For the six months ended 30 June 2017

	NOTES	Six months ended 30 June	
		2017 HK\$'000 (unaudited)	2016 HK\$'000 (restated and unaudited)
Continuing operations			
Revenue	3	236,116	227,927
Other income		8,746	1,380
Costs:			
Property and related costs	4	(4,662)	(5,711)
Staff costs		(56,724)	(48,483)
Depreciation and amortisation		(13,144)	(15,875)
Other expenses	5	(71,525)	(49,810)
		(146,055)	(119,879)
Profit from continuing operations before fair value changes on investment properties		98,807	109,428
Fair value changes on investment properties		8,809	(800)
Profit from continuing operations after fair value changes on investment properties		107,616	108,628
Other gains	6	1,703	797,385
Finance costs	7	(74,226)	(38,724)
Profit before taxation	8	35,093	867,289
Income tax expense	9	(6,364)	(10,753)
Profit for the period from continuing operations		28,729	856,536
Discontinued operations			
Profit (loss) for the period from discontinued operations	10	713	(49,653)
Gain arising from distribution in specie	25	226,927	—
Profit (loss) for the period from discontinued operations		227,640	(49,653)
Profit for the period		256,369	806,883
Attributable to:			
Company's shareholders			
— Continuing operations		28,720	856,525
— Discontinued operations		226,935	(62,610)
		255,655	793,915
Non-controlling interests			
— Continuing operations		9	11
— Discontinued operations		705	12,957
		714	12,968
Profit for the period		256,369	806,883
Earnings per share for profit attributable to the Company's shareholders	12	HK cents	HK cents
From continuing and discontinued operations			
— Basic		37.6	117.0
— Diluted		37.2	114.3
From continuing operations			
— Basic		4.2	126.2
— Diluted		4.2	123.3
Earnings per share excluding fair value changes on investment properties net of deferred tax	12		
— Basic		36.4	119.0
— Diluted		36.0	116.2

Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income

For the six months ended 30 June 2017

	Six months ended 30 June	
	2017 HK\$'000 (unaudited)	2016 HK\$'000 (restated and (unaudited))
Profit for the period	256,369	806,883
Other comprehensive income (expense):		
<i>Items that may be subsequently reclassified to profit or loss:</i>		
Fair value change on available-for-sale investments	16,830	(3,974)
Exchange differences arising on translation of foreign operations	34,742	(56,601)
Reclassification adjustments for amounts transferred to profit or loss:		
— upon disposal of subsidiaries (note 26)	—	(6,654)
— upon disposal of available-for-sale investments	(1,703)	—
— upon distribution in specie (note 25)	(226,927)	—
	(177,058)	(67,229)
Total comprehensive income for the period	79,311	739,654
Attributable to:		
Company's shareholders	78,708	729,318
Non-controlling interests	603	10,336
	79,311	739,654

Condensed Consolidated Statement of Financial Position

At 30 June 2017

	NOTES	30.6.2017 HK\$'000 (unaudited)	31.12.2016 HK\$'000 (audited)
Non-current assets			
Investment properties	13	3,376,291	3,679,641
Property, plant and equipment	13	655,430	699,280
Club memberships		6,869	6,899
Available-for-sale investments	14	1,593,941	1,377,434
Loan receivables		1,798	3,160
Note receivables		39,026	38,773
Deposit paid for acquisition of investment properties	27	263,234	—
Restricted bank deposits		—	5,589
		5,936,589	5,810,776
Current assets			
Property held for sale		—	192,098
Completed properties		—	192,098
Inventories		1,025	1,196
Loan receivables		295	376
Note receivables		—	15,509
Available-for-sale investments	14	480,183	137,204
Receivables, deposits and prepayments	15	76,039	587,311
Tax recoverable		33	3,120
Amounts due from non-controlling interests	16	732	38
Pledged bank deposits		569,979	533,105
Fixed deposits		4,834,107	4,460,201
Bank balances and cash		1,061,192	5,538,954
		7,023,585	11,469,112
Current liabilities			
Payables, rental deposits and accrued charges	17	119,456	188,421
Tax liabilities		7,526	9,056
Amounts due to non-controlling interests	16	—	87,754
Bank borrowings — due within one year	18	2,031,043	2,186,719
		2,158,025	2,471,950
Net current assets		4,865,560	8,997,162
Total assets less current liabilities		10,802,149	14,807,938

Condensed Consolidated Statement of Financial Position

At 30 June 2017

	NOTES	30.6.2017 HK\$'000 (unaudited)	31.12.2016 HK\$'000 (audited)
Capital and reserves			
Share capital	20	68,167	67,656
Reserves		6,175,268	11,983,321
Equity attributable to the Company's shareholders		6,243,435	12,050,977
Non-controlling interests		3,684	281,727
Total equity		6,247,119	12,332,704
Non-current liabilities			
Bank borrowings - due after one year	18	2,961,039	2,103,935
Guarantee notes	19	1,549,347	—
Deferred taxation	21	44,644	371,299
		4,555,030	2,475,234
Total equity and non-current liabilities		10,802,149	14,807,938

The condensed consolidated financial statements on pages 19 to 42 were approved and authorised for issue by the Board of Directors on 31 August 2017 and are signed on its behalf by:

Lu Wing Chi
Chairman and Executive Director

Lambert Lu
Chief Executive and Executive Director

Condensed Consolidated Statement of Changes in Equity

For the six months ended 30 June 2017

	Attributable to the Company's shareholders												
	Share capital HK\$'000	Share premium HK\$'000	Contributed surplus HK\$'000	Translation reserve HK\$'000	Capital redemption HK\$'000	Share options HK\$'000	Property revaluation HK\$'000	Investment revaluation HK\$'000	Other reserves HK\$'000	Retained profits HK\$'000	Total HK\$'000	Non-controlling interests HK\$'000	Total HK\$'000
At 1 January 2016 (audited)	67,765	270,302	277,707	340,524	4,451	10,722	6,823	(60,004)	19,767	12,136,346	13,074,403	444,030	13,518,433
Profit for the period	—	—	—	—	—	—	—	—	—	793,915	793,915	12,968	806,883
Exchange differences arising on translation of foreign operations	—	—	—	(53,969)	—	—	—	—	—	(53,969)	(2,632)	(56,601)	
Disposal of subsidiaries	—	—	—	(6,654)	—	—	—	—	—	(6,654)	—	(6,654)	
Fair value change on available-for-sale investments	—	—	—	—	—	—	—	(3,974)	—	—	(3,974)	—	(3,974)
Other comprehensive expense for the period	—	—	—	(60,623)	—	—	—	(3,974)	—	—	(64,597)	(2,632)	(67,229)
Total comprehensive income for the period	—	—	—	(60,623)	—	—	—	(3,974)	—	793,915	729,318	10,336	739,654
Recognition of equity-settled share-based payments — share options	—	—	—	—	—	2,867	—	—	—	—	2,867	—	2,867
Shares issued upon exercise of share options	626	27,390	—	—	—	(3,980)	—	—	—	—	24,036	—	24,036
Repurchase of ordinary shares	(510)	(96,192)	—	—	—	—	—	—	—	—	(96,702)	—	(96,702)
Dividends paid	—	—	—	—	—	—	—	—	—	(1,395,794)	(1,395,794)	—	(1,395,794)
Dividends paid to non-controlling interests	—	—	—	—	—	—	—	—	—	—	(47,631)	(47,631)	
At 30 June 2016 (unaudited)	67,881	201,500	277,707	279,901	4,451	9,609	6,823	(63,978)	19,767	11,534,467	12,338,128	406,735	12,744,863
Loss for the period	—	—	—	—	—	—	—	—	—	(109,626)	(109,626)	(125,336)	(234,962)
Exchange differences arising on translation of foreign operations	—	—	—	(94,402)	—	—	—	—	—	(94,402)	860	(93,542)	
Disposal of subsidiaries	—	—	—	8,502	—	—	—	—	381	(381)	8,502	—	8,502
Fair value change on available-for-sale investments	—	—	—	—	—	—	—	921	—	—	921	(185)	736
Other comprehensive expense for the period	—	—	—	(85,900)	—	—	—	921	381	(381)	(84,979)	675	(84,304)
Total comprehensive expense for the period	—	—	—	(85,900)	—	—	—	921	381	(110,007)	(194,605)	(124,661)	(319,266)
Recognition of equity-settled share-based payments — share options	—	—	—	—	—	2,595	—	—	—	—	2,595	—	2,595
Shares issued upon exercise of share options	139	8,980	—	—	—	(1,162)	—	—	—	—	7,957	—	7,957
Repurchase of ordinary shares	(364)	(68,870)	—	—	—	—	—	—	—	—	(69,234)	—	(69,234)
Dividends paid	—	—	—	—	—	—	—	—	—	(33,864)	(33,864)	—	(33,864)
Dividends paid to non-controlling interests	—	—	—	—	—	—	—	—	—	—	—	(347)	(347)
At 31 December 2016 (audited)	67,656	141,610	277,707	194,001	4,451	11,042	6,823	(63,057)	20,148	11,390,596	12,050,977	281,727	12,332,704

Condensed Consolidated Statement of Changes in Equity

For the six months ended 30 June 2017

	Attributable to the Company's shareholders													
	Share capital HK\$'000	Share premium HK\$'000	Contributed surplus HK\$'000	Translation reserve HK\$'000	Capital redemption reserve HK\$'000		Share options reserve HK\$'000	Property revaluation reserves HK\$'000	Investment revaluation reserve HK\$'000	Other reserves HK\$'000	Retained profits HK\$'000	Total HK\$'000	Non-controlling interests HK\$'000	Total HK\$'000
Profit for the period	—	—	—	—	—	—	—	—	—	—	255,655	255,655	714	256,369
Exchange differences arising on translation of foreign operations	—	—	—	35,016	—	—	—	—	—	—	35,016	(274)	34,742	
Realisation of translation reserve upon distribution in specie	—	—	—	(226,927)	—	—	(6,823)	—	—	11	6,812	(226,927)	—	(226,927)
Fair value change on available-for-sale investments	—	—	—	—	—	—	—	16,667	—	—	16,667	163	16,830	
Reclassify to profit or loss on disposal of available-for-sale investments	—	—	—	—	—	—	—	(1,703)	—	—	(1,703)	—	(1,703)	
Other comprehensive (expense) income for the period	—	—	—	(191,911)	—	—	(6,823)	14,964	11	6,812	(176,947)	(111)	(177,058)	
Total comprehensive (expenses) income for the period	—	—	—	(191,911)	—	—	(6,823)	14,964	11	262,467	78,708	603	79,311	
Recognition of equity-settled share-based payments — share options	—	—	—	—	—	(1,659)	—	—	—	2,992	1,333	—	1,333	
Shares issued upon exercise of share options	511	27,232	—	—	—	(2,573)	—	—	—	—	25,170	—	25,170	
Dividends paid	—	—	—	—	—	—	—	—	—	(2,078,544)	(2,078,544)	—	(2,078,544)	
Dividends paid to non-controlling interests	—	—	—	—	—	—	—	—	—	—	—	(314,322)	(314,322)	
Special non-cash dividend by way of distribution in specie (note 25)	—	—	—	—	—	—	—	—	—	(3,834,209)	(3,834,209)	35,676	(3,798,533)	
At 30 June 2017 (unaudited)	68,167	168,842	277,707	2,090	4,451	6,810	—	(48,093)	20,159	5,743,302	6,243,435	3,684	6,247,119	

Contributed surplus represents the excess of the nominal value of the shares of the acquired subsidiaries over the nominal value of the Company's shares issued for the acquisition pursuant to the Group reorganisation in previous years.

Other reserves represent the excess of the consideration paid for acquisition of an additional interest in subsidiaries from non-controlling shareholders over the carrying amount of the non-controlling interests.

Condensed Consolidated Statement of Cash Flows

For the six months ended 30 June 2017

	NOTES	Six months ended 30 June	
		2017 HK\$'000 (unaudited)	2016 HK\$'000 (unaudited)
Net cash from (used in) operating activities		93,205	(19,205)
Investing activities			
Purchase of property, plant and equipment		(3,625)	(1,991)
Acquisitions of subsidiaries	24	(1,541,016)	—
Deposit paid for acquisition of investment properties	27	(263,234)	—
Net proceeds received on			
disposal of property, plant and equipment		454	60
Acquisition of and additional costs on			
properties for development		—	(44,946)
Purchase of available-for-sale investments		(598,266)	(195)
Proceed from disposal of available-for-sale investments		49,480	—
Pledged bank deposits placement		(36,874)	—
Bank deposits placement		(4,834,107)	(7,929,290)
Bank deposits refunded		4,460,201	364,164
Decrease in loan receivables		1,443	461
Decrease in note receivables		15,555	—
Interest received		4,665	10,433
Net consideration received on disposal of subsidiaries	26	—	10,486,748
Net cash (used in) from investing activities		(2,745,324)	2,885,444
Financing activities			
Issue of guarantee notes		1,555,480	—
Draw down of bank loans		1,564,111	381,223
Repayments of bank loans		(819,565)	(2,876,087)
Payment of front-end fee		(22,861)	—
Issue of new shares		25,170	24,036
Advances to non-controlling interests		(694)	(272)
Repurchase of shares		—	(96,702)
Distribution in specie	25	(1,743,434)	—
Dividends paid		(2,078,544)	(1,395,794)
Dividends paid to non-controlling interests		(314,322)	(47,631)
Net cash used in financing activities		(1,834,659)	(4,011,227)
Net decrease in cash and cash equivalents		(4,486,778)	(1,144,988)
Cash and cash equivalents at beginning of period		5,538,954	3,555,870
Effect of foreign exchange rate changes		9,016	(6,817)
Cash and cash equivalents at end of period		1,061,192	2,404,065

Notes to the Condensed Consolidated Financial Statements

For the six months ended 30 June 2017

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 Institute of Certified Public Accountants ("HKICPA") 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 investment properties and certain other financial assets, which are measured at fair values, as appropriate.

Except as described below, the accounting policies and methods of computation used in the condensed consolidated financial statements for the six months ended 30 June 2017 are the same as those followed in the preparation of the Group's annual financial statements for the year ended 31 December 2016.

In the current interim period, the Group has applied, for the first time, the following amendments to Hong Kong Financial Reporting Standards ("HKFRSs") issued by the HKICPA:

Amendments to HKAS 7	Disclosure Initiative
Amendments to HKAS 12	Recognition of Deferred Tax Assets for Unrealised Losses
Amendments to HKFRS 12	As part of the Annual Improvements to HKFRSs
2014 – 2016 Cycle	

The application of the above amendments to HKFRSs in the current interim period has had no material effect on the amounts reported in these condensed consolidated financial statements and/or disclosures set out in these condensed consolidated financial statements.

3. SEGMENT INFORMATION

Information reported to the executive directors of the Company, being the chief operating decision makers, for the purposes of resource allocation and assessment of segment performance is mainly focused on the property development, property investment, hotel operation and financial investment. The property investment segment includes a number of various property locations, each location is considered as a separate operating segment by the chief operating decision maker. For segment reporting, these individual operating segments have been aggregated into a single reportable segment as property investment provide the same nature of income with the same recognition criteria.

The Group's property investment activities are in Hong Kong, Australia and the United Kingdom. The property development, hotel operation and financial investment are in Hong Kong.

Operations in the People Republic of China ("PRC") was discontinued in the current period. The segment information reported below does not include any amounts for these discontinued operations, which are described in more details in note 10.

Notes to the Condensed Consolidated Financial Statements

For the six months ended 30 June 2017

3. SEGMENT INFORMATION *(continued)*

The financial investment segment includes interest income from bank balances under investment portfolio and investment income from equity or bond investments (if any).

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

Six months ended 30 June 2017

Continuing operations

	Property development HK\$'000	Property investment HK\$'000	Hotel operation HK\$'000	Financial investment HK\$'000	Consolidated HK\$'000
SEGMENT REVENUE					
External sales	—	48,230	106,829	81,057	236,116
SEGMENT RESULTS					
Segment (loss) profit	(78)	52,978	27,284	81,364	161,548
Unallocated interest income					1,715
Corporate income					(53,944)
less expenses					(74,226)
Finance costs					
Profit before taxation					35,093

Six months ended 30 June 2016

Continuing operations

	Property development HK\$'000 (restated)	Property investment HK\$'000 (restated)	Hotel operation HK\$'000 (restated)	Financial investment HK\$'000 (restated)	Consolidated HK\$'000 (restated)
SEGMENT REVENUE					
External sales	—	114,462	107,272	6,193	227,927
SEGMENT RESULTS					
Segment (loss) profit	(84)	901,916	25,384	6,192	933,408
Unallocated interest income					208
Corporate income					(27,603)
less expenses					(38,724)
Finance costs					
Profit before taxation					867,289

Notes to the Condensed Consolidated Financial Statements

For the six months ended 30 June 2017

3. SEGMENT INFORMATION *(continued)*

Segment profit of the property investment division for the six months ended 30 June 2017 included an increase in fair value of investment properties of HK\$8,809,000 (30.6.2016: a decrease in fair value of investment properties of HK\$800,000 and gain on disposal of subsidiary of HK\$797,385,000).

The Group does not allocate general interest income, corporate income less expenses and finance costs to individual reportable segment profit or loss for the purposes of resource allocation and performance assessment by the chief operating decision makers.

The accounting policies adopted in preparing the reportable segment information are the same as the Group's accounting policies.

No segment assets and liabilities are presented as the information is not reportable to the chief operating decision makers in the resource allocation and assessment of performance.

4. PROPERTY AND RELATED COSTS

	Six months ended 30 June	
	2017 HK\$'000	2016 HK\$'000 (restated)
Continuing operations		
Selling and marketing expenses	552	768
Direct operating expenses on investment properties	4,110	4,943
	4,662	5,711

5. OTHER EXPENSES

Included in other expenses are the hotel operating expenses amounting to HK\$26,743,000 (1.1.2016 - 30.6.2016: HK\$30,195,000).

Notes to the Condensed Consolidated Financial Statements

For the six months ended 30 June 2017

6. OTHER GAINS

	Six months ended 30 June	
	2017 HK\$'000	2016 HK\$'000 (restated)
Continuing operations		
Gain on disposal of available-for-sale investments	1,703	—
Gain on disposal of subsidiaries (note 26)	—	797,385
	1,703	797,385

7. FINANCE COSTS

	Six months ended 30 June	
	2017 HK\$'000	2016 HK\$'000 (restated)
Continuing operations		
Interest on bank borrowings	37,999	36,217
Interest on guarantee notes	31,259	—
Front end fee	1,660	2,113
Commission on guarantee notes	2,061	—
Other charges	1,247	394
	74,226	38,724

8. PROFIT BEFORE TAXATION

	Six months ended 30 June	
	2017 HK\$'000	2016 HK\$'000 (restated)
Profit before taxation has been arrived at after crediting and (charging):		
Continuing operations		
Interest earned on bank deposits	42,225	4,831
Interest income from second mortgage loans	85	97
Net exchange gain (loss)	5,728	(3,723)

Notes to the Condensed Consolidated Financial Statements

For the six months ended 30 June 2017

9. INCOME TAX EXPENSE

	Six months ended 30 June	
	2017 HK\$'000	2016 HK\$'000 (restated)
Continuing operations		
Current tax		
Hong Kong Profits Tax	(794)	(10,004)
Other jurisdictions	(4,582)	(1,626)
	(5,376)	(11,630)
Overprovision in prior years		
Hong Kong Profits Tax	74	—
	(5,302)	(11,630)
Deferred tax	(1,062)	877
	(6,364)	(10,753)

Hong Kong Profits Tax is calculated at 16.5% of the estimated assessable profits for each of the periods.

Income tax arising in the other jurisdictions is calculated at the rates prevailing in the relevant jurisdictions.

10. DISCONTINUED OPERATIONS

Group reorganisation

During the period, the Company undertook a restructuring (the "Restructuring") by implementing an assets redistribution and a distribution in specie.

On 31 March 2017, the Company entered into a sale and purchase agreement with Asian Growth Properties Limited ("AGP") (a 97.17% owned subsidiary of the Company prior to completion of the Restructuring) pursuant to which AGP's non-PRC assets (being certain bank balances and cash, an investment property in United Kingdom (20 Moorgate), a hotel property in Hong Kong (Crowne Plaza Hong Kong Causeway Bay) and certain short-term treasury investments) were redistributed to the Company by way of sale and purchase (the "Assets Redistribution"). Upon completion of the Assets Redistribution, AGP's non-PRC assets are held indirectly as to 100% by the Company and AGP continues to hold its PRC assets. Completion of the Assets Redistribution took place on 15 May 2017.

On 15 May 2017, the Company completed distribution of special non-cash dividend by way of distribution in specie of the 861,278,857 shares of AGP owned by the Company (representing approximately 97.17% of the issued share capital of AGP) to the Company's qualifying shareholders in proportion to their then respective shareholdings in the Company (the "Distribution in Specie"). Following the Distribution in Specie, AGP ceased to be a subsidiary of the Company, and accordingly, the Group ceased its business and operations in the PRC.

Notes to the Condensed Consolidated Financial Statements

For the six months ended 30 June 2017

10. DISCONTINUED OPERATIONS *(continued)*

Group reorganisation *(continued)*

The financial information of discontinued operations

The profit (loss) for the period from the discontinued operations is analysed as follows:

	Six months ended 30 June	
	2017 HK\$'000	2016 HK\$'000
Profit (loss) for the period from the discontinued operations before gain arising from Distribution in Specie	713	(49,653)
Gain arising from Distribution in Specie: Realisation of translation reserve	226,927	—

The results of the discontinued operations for the period from 1 January 2017 to 15 May 2017, which have been included in the condensed consolidated statement of comprehensive income, were as follows:

	Six months ended 30 June	
	2017 HK\$'000	2016 HK\$'000
Revenue	51,127	79,103
Other income	3,940	8,416
Costs:		
Property and related costs	(9,083)	(19,779)
Staff costs	(20,929)	(39,442)
Depreciation and amortisation	(857)	(8,345)
Other expenses	(14,076)	(24,767)
	(44,945)	(92,333)
Profit (loss) before fair value changes on investment properties	10,122	(4,814)
Fair value changes on investment properties	—	(16,813)
Profit (loss) after fair value changes on investment properties	10,122	(21,627)
Loss on disposal of subsidiaries (note 26)	—	(90,525)
Finance costs	(4,211)	(13,742)
Profit (loss) before tax	5,911	(125,894)
Income tax (expense) credit	(5,198)	76,241
Profit (loss) for the period	713	(49,653)

The carrying amounts of the assets and liabilities of AGP and its subsidiaries upon the Distribution in Specie are set out in note 25.

Notes to the Condensed Consolidated Financial Statements

For the six months ended 30 June 2017

11. DIVIDENDS

	Six months ended 30 June	
	2017 HK\$'000	2016 HK\$'000
Dividends recognised as a distribution during the period:		
Final dividend for the year ended 31 December 2016 of HK6 cents per share (1.1.2016 - 30.6.2016: final dividend for the year ended 31 December 2015 of HK6 cents per share)	40,900	40,654
Special cash dividend of HK\$3 per share (1.1.2016 - 30.6.2016: HK\$2 per share)	2,037,644	1,355,140
Special non-cash dividend by way of Distribution in Specie (note 25)	3,834,209	—
	5,912,753	1,395,794

Subsequent to the end of the reporting period, the board of directors of the Company has declared an interim dividend of HK2 cents (2016: HK5 cents) per share payable to the shareholders of the Company whose names appear on the register of members of the Company on 4 October 2017.

12. EARNINGS PER SHARE

From continuing and discontinued operations

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

	Six months ended 30 June	
	2017 HK\$'000	2016 HK\$'000
Earnings for the purpose of basic and diluted earnings per share:		
Profit for the period attributable to the Company's shareholders	255,655	793,915

Notes to the Condensed Consolidated Financial Statements

For the six months ended 30 June 2017

12. EARNINGS PER SHARE *(continued)*

From continuing and discontinued operations *(continued)*

Number of shares Six months ended 30 June		
	2017	2016
Weighted average number of ordinary shares for the purpose of basic earnings per share	679,087,875	678,439,468
Effect of dilutive potential ordinary shares options	8,005,544	16,021,533
Weighted average number of ordinary shares for the purpose of diluted earnings per share	687,093,419	694,461,001

From continuing operations

Six months ended 30 June		
	2017 HK\$'000	2016 HK\$'000
Earnings for the purpose of basic and diluted earnings per share:		
Profit for the period attributable to the Company's shareholders	255,655	793,915
(Less) add: result for the period from discontinued operations attributable to the Company's shareholders	(226,935)	62,610
Profit for the period from continuing operations attributable to the Company's shareholders	28,720	856,525

From discontinued operations

Six months ended 30 June		
	2017 HK\$'000	2016 HK\$'000
Profit (loss) for the period from discontinued operations attributable to the Company's shareholders	226,935	(62,610)
Basic earnings (loss) per share	HK33.4 cents	(HK9.2) cents
Diluted earnings (loss) per share	HK33.0 cents	(HK9.0) cents

Notes to the Condensed Consolidated Financial Statements

For the six months ended 30 June 2017

12. EARNINGS PER SHARE *(continued)*

For the purpose of assessing the performance of the Group, the directors of the Company are of the view that the profit for the period should be adjusted for the fair value changes on investment properties recognised in profit or loss and the related deferred taxation in arriving at the "adjusted profit attributable to the Company's shareholders". A reconciliation of the adjusted earnings is as follows:

	Six months ended 30 June	
	2017 HK\$'000	2016 HK\$'000
Profit for the period attributable to the Company's shareholders as shown in the condensed consolidated statement of profit or loss	255,655	793,915
Fair value changes on investment properties	(8,809)	17,613
Deferred tax thereon	—	(4,137)
Attributable to non-controlling interests	248	(357)
Adjusted profit attributable to the Company's shareholders	247,094	807,034
Earnings per share excluding fair value changes on investment properties net of deferred tax		
Basic	HK36.4 cents	HK119.0 cents
Diluted	HK36.0 cents	HK116.2 cents

The denominators used in the calculation of basic and diluted adjusted earnings per share are the same as those detailed above.

Notes to the Condensed Consolidated Financial Statements

For the six months ended 30 June 2017

13. INVESTMENT PROPERTIES AND PROPERTY, PLANT AND EQUIPMENT

All of the Group's property interests are held under operating leases to earn rentals and/or for capital appreciation purposes. These properties are measured using the fair value model and are classified and accounted for as investment properties.

Except for a property in United Kingdom, the fair values of the remaining properties, representing the office portion, resort portion and residential units in Hong Kong, United Kingdom and Australia were carried out by the directors. In the opinion of the directors of the Company, there is no material change of the fair value during the interim review period.

In estimating the fair value of investment properties, the Group uses market-observable data to the extent it is available. The Group engages independent qualified external valuer to perform the valuation of the Group's investment properties. At the end of each reporting period, the Group works closely with the independent qualified external valuer to establish and determine the appropriate valuation techniques and inputs to the model.

There has been no change from the valuation technique used in the prior period/year. In estimating the fair value of the properties, the highest and best use of the properties is their current use.

The key inputs used in valuing the investment properties under the income capitalisation approach were the capitalisation rates used and monthly unit rent. A slight increase in the capitalisation rate used would result in a significant decrease in the fair value measurement of the investment properties, and vice versa. The higher the monthly unit rent, the higher the fair value and vice versa.

Valuer	Class of properties	Valuation methodology	Fair value hierarchy
Savills (UK) Limited*	Office portion	The valuer have used the traditional "all risk" yield investment method per annum of valuation, having regard to comparable evidence.	Level 3

Savills (UK) Limited, a firm of chartered surveyors not connected to the Group, is regulated by the Royal Institution of Chartered Surveyors ("RICS"), a subsidiary of Savills Plc. The valuation has been prepared in accordance with RICS Valuation - Professional Standards January 2014 (the "RICS Red Book") published in November 2013 and effective from 6 January 2014.

The valuer has appropriate qualifications and recent experience in the valuation of properties in the relevant locations. There were no transfers between Level 1, 2, and 3 in the period/year presented.

For the period ended 30 June 2017, the Group acquired an investment property of approximately HK\$1,546 million through the acquisition of subsidiaries as set out in note 24.

Notes to the Condensed Consolidated Financial Statements

For the six months ended 30 June 2017

14. AVAILABLE-FOR-SALE INVESTMENTS

	30.6.2017 HK\$'000	31.12.2016 HK\$'000
Unlisted investments at cost:		
— Equity securities	—	5,817
— Convertible loan	—	5,817
Unlisted investments at fair value:		
— Debt securities (Note a)	499,067	496,719
	499,067	508,353
Listed investments at fair value:		
— Equity securities listed in Hong Kong	126,160	124,191
— Debt securities listed in maturing between August 2017 to July 2020 with a fixed interest ranging from 1.9% to 8.0% per annum	1,448,897	882,094
	1,575,057	1,006,285
Total	2,074,124	1,514,638
Analysed for reporting purposes as:		
Current assets	480,183	137,204
Non-current assets	1,593,941	1,377,434
	2,074,124	1,514,638

- (a) In December 2016, the Group subscribed for a note issued by an independent third party in an aggregate principal amount of HK\$500 million with a maturity date in December 2018 at a coupon rate of 7% per annum for the first year and 8% per annum for the second year (the "Note"). The Note entitles the issuer to early redeem on the first anniversary of the issue date of the Note, in whole but not in part, at 100% of the principal amount outstanding, together with the accrued and unpaid interest at the date fixed for redemption. As at 30 June 2017, the Note are measured at fair value determined based on the valuation conducted by the directors (31.12.2016: an independent professional valuer).

Notes to the Condensed Consolidated Financial Statements

For the six months ended 30 June 2017

15. RECEIVABLES, DEPOSITS AND PREPAYMENTS

	30.6.2017 HK\$'000	31.12.2016 HK\$'000
Trade receivables	2,960	8,001
Amount receivables from disposal of subsidiaries	—	445,000
Accrued income	2,162	72,366
Other receivables, deposits and prepayments	70,917	61,944
	76,039	587,311

Trade receivables mainly represent rental receivables from tenants for the use of the Group's properties and receivables from corporate customers and travel agents for the use of hotel facilities. No credit is allowed to tenants. Rentals are payable upon presentation of demand notes. An average credit period of 30 days is allowed to corporate customers and travel agents.

The following is an aged analysis of trade receivables, presented based on the invoice date, at the end of the reporting period:

	30.6.2017 HK\$'000	31.12.2016 HK\$'000
0 to 30 days	2,875	5,622
31 to 60 days	85	344
61 to 90 days	—	18
91 to 365 days	—	1,100
Over 365 days	—	917
	2,960	8,001

16. AMOUNTS DUE FROM/TO NON-CONTROLLING INTERESTS

The balances are unsecured, interest-free and repayable on demand.

17. PAYABLES, RENTAL DEPOSITS AND ACCRUED CHARGES

	30.6.2017 HK\$'000	31.12.2016 HK\$'000
Trade payables	1,282	2,432
Rental deposits	7,305	37,784
Rental received in advance	20,828	33,154
Guarantee notes interest payable	31,370	—
Other payables, other deposits and accrued charges	58,671	115,051
	119,456	188,421

Notes to the Condensed Consolidated Financial Statements

For the six months ended 30 June 2017

17. PAYABLES, RENTAL DEPOSITS AND ACCRUED CHARGES *(continued)*

At 31 December 2016, included in other payables is an aggregate amount of HK\$24,609,000 payable to contractors for the cost in relation to the tenant relocation arrangements, excavation and infrastructure work on certain pieces of land in the PRC.

Rental deposits to be settled after twelve months from the end of the reporting period based on the respective lease terms amounted to HK\$6,009,000 at 30 June 2017 (31.12.2016: HK\$25,610,000).

18. BANK BORROWINGS

During the current interim period, the Group repaid bank loans amounting to HK\$819,565,000 (1.1.2016 to 30.6.2016: HK\$2,876,087,000) and drew bank loans which carry interest at variable rates amounting to HK\$1,564,111,000 (1.1.2016 to 30.6.2016: HK\$381,223,000).

19. GUARANTEE NOTES

On 19 January 2017, the Group issued US\$200,000,000 4.5% guaranteed notes with a maturity of three years due on 19 January 2020 (the "Guarantee Notes"). At maturity, the Guarantee Notes are payable at their principal amount.

The Guarantee Notes bear interest at 4.50% per annum, payable semi-annually in arrears on 19 January and 19 July in each year.

20. SHARE CAPITAL

	Number of ordinary shares of HK\$0.1 each	Nominal value HK\$'000
Authorised	1,000,000,000	100,000
Issued and fully paid:		
At 1 January 2016	677,651,726	67,765
Shares issued upon exercise of share options	6,260,000	626
Repurchase of ordinary shares	(5,100,000)	(510)
At 30 June 2016	678,811,726	67,881
Shares issued upon exercise of share options	1,397,000	139
Repurchase of ordinary shares	(3,644,000)	(364)
At 31 December 2016	676,564,726	67,656
Shares issued upon exercise of share options	5,102,000	511
At 30 June 2017	681,666,726	68,167

Notes to the Condensed Consolidated Financial Statements

For the six months ended 30 June 2017

21. DEFERRED TAXATION

The balance at the end of reporting period mainly represents deferred tax liabilities recognised on the fair value changes of the investment properties amounting to HK\$34,876,000 (31.12.2016: HK\$354,172,000).

22. PLEDGE OF ASSETS

At the end of the reporting period, the Group had pledged the following assets to secure banking facilities granted to the Group:

- (a) Fixed charges on investment properties and property, plant and equipment with an aggregate carrying value of HK\$3,361,791,000 (31.12.2016: HK\$3,066,398,000) together with a floating charge over all the assets of the properties owning subsidiaries and benefits accrued to the relevant properties.
- (b) Fixed charges on hotel properties with an aggregate carrying value of HK\$636,225,000 (31.12.2016: HK\$646,244,000) together with a floating charge over all the assets of the property owning subsidiaries and benefits accrued to the hotel properties.
- (c) Note receivables of HK\$54,282,000 as at 31 December 2016 were released in the current period.
- (d) Pledged bank balances and cash of HK\$569,979,000 (31.12.2016: HK\$533,105,000).
- (e) Listed debt securities of HK\$1,448,897,000 (31.12.2016: HK\$882,094,000).

23. RELATED PARTY DISCLOSURES

The remuneration of the Company's directors who are the Group's key management personnel during the current interim period amounting to HK\$17,252,000 (1.1.2016 - 30.6.2016: HK\$16,793,000).

24. ACQUISITIONS OF SUBSIDIARIES

On 4 May 2017, the Group entered into sale and purchase agreements with independent third parties to acquire the entire issued share capital of the companies that owns the properties known as Shouson Hill properties for a total consideration of approximately HK\$1,541 million. The completion of acquisition took place on 13 June 2017.

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

	HK\$'000
Investment properties	1,546,004
Receivables, deposits and prepayments	1,445
Payables, rental deposits and accrued charges	(3,465)
Tax liabilities	(221)
Deferred taxation	(2,747)
	1,541,016

Notes to the Condensed Consolidated Financial Statements

For the six months ended 30 June 2017

25. DISTRIBUTION IN SPECIE

As set out in note 10, the Company completed the Distribution in Specie. The assets and liabilities of AGP and its subsidiaries upon completion of the Distribution in Specie are as follows:

	HK\$'000
Investment properties	1,967,473
Property, plant and equipment	41,972
Available-for-sale investments	11,682
Properties held for sale	194,521
Receivables, deposits and prepayments	530,301
Restricted bank deposits	5,660
Bank balances and cash	1,743,434
Payables, rental deposits and accrued charges	(126,625)
Tax liabilities	(5,484)
Amounts due to non-controlling interests	(88,860)
Bank borrowings	(133,868)
Deferred taxation	(341,673)
Non-controlling interests	3,798,533
	35,676
Net assets attributable to Company's shareholders and distributed by the Company through Distribution in Specie	3,834,209
Gain arising from Distribution in Specie:	
Realisation of translation reserve upon Distribution in Specie	226,927
Net cash outflow arising on Distribution in Specie	
Bank balances and cash	(1,743,434)

26. GAIN (LOSS) ON DISPOSAL OF SUBSIDIARIES

During the six months ended 30 June 2016, the Group has disposed of certain subsidiaries which owned the following property/projects:

(a) Dah Sing Financial Centre (now known as Everbright Centre)

On 25 February 2016, the Group entered into a sale and purchase agreement, pursuant to which the Group agreed to sell the entire issued shares of SEA (BVI) Limited, which wholly owns the issued shares of Wing Siu Company Limited (the sole registered and beneficial owners of Dah Sing Financial Centre (now known as Everbright Centre)), to an independent third party at an aggregate consideration of HK\$10,101 million in cash. The disposal was completed on 24 May 2016.

Notes to the Condensed Consolidated Financial Statements

For the six months ended 30 June 2017

26. GAIN (LOSS) ON DISPOSAL OF SUBSIDIARIES *(continued)*

(b) Kaifeng Nova City

On 19 April 2016, the Group entered into a sale and purchase agreement, pursuant to which the Group agreed to sell the entire issued share of New Insight Holdings Limited, which wholly owns the issued shares of all investment companies (the beneficial owners of a property development project at Kaifeng Nova City, Henan Province, the PRC), to an independent third party at an aggregate consideration of HK\$900 million in cash. The disposal was completed on 26 April 2016.

The major classes of assets and liabilities of the disposed subsidiaries at the respective date of each disposal were as follows:

	Dah Sing Financial Centre HK\$'000	Kaifeng Nova City HK\$'000	Total HK\$'000
Investment property	8,983,000	—	8,983,000
Property for development	—	531,322	531,322
Property, plant and equipment	213,165	2,129	215,294
Properties held for sale			
Completed properties	—	419,107	419,107
Properties under development	—	148,832	148,832
Trade receivables, deposits and prepayments	18,719	2,360	21,079
Tax (liabilities)/recoverable	(4,130)	3,449	(681)
Bank balances and cash	44,229	118,580	162,809
Payables, deposits and accrued charges	(86,256)	(52,754)	(139,010)
Sales deposits	—	(17,671)	(17,671)
Bank borrowings	—	(159,078)	(159,078)
Deferred tax liabilities	(26,218)	—	(26,218)
Net assets disposed of	9,142,509	996,276	10,138,785

Notes to the Condensed Consolidated Financial Statements

For the six months ended 30 June 2017

26. GAIN (LOSS) ON DISPOSAL OF SUBSIDIARIES *(continued)*

	Dah Sing Financial Centre HK\$'000	Kaifeng Nova City HK\$'000	Total HK\$'000
Gain (Loss) on disposal of subsidiaries:			
Cash Consideration	10,100,710	900,000	11,000,710
Add: Realisation of translation reserve upon disposal	—	6,654	6,654
Less: Transaction costs incurred	(150,250)	(903)	(151,153)
Less: Write off of unamortised front end fee	(10,566)	—	(10,566)
Less: Net assets disposed of	(9,142,509)	(996,276)	(10,138,785)
 Gain (loss) on disposal of subsidiaries	 797,385	 (90,525)	 706,860
 Cash consideration	 10,100,710	 900,000	 11,000,710
Less: Cash consideration receivable	—	(200,000)	(200,000)
Less: Cash and cash equivalents disposed of	(44,229)	(118,580)	(162,809)
Less: Transaction costs paid	(150,250)	(903)	(151,153)
 Net cash inflow arising on disposal	 9,906,231	 580,517	 10,486,748

27. CAPITAL COMMITMENT AND EVENT AFTER THE END OF THE REPORTING PERIOD

During the current interim period, the Group entered into a sale and purchase agreement with independent third party to acquire the entire issued shares of 33 Old Broad Street Investment Company Limited, which wholly owns an investment property located at 33 Old Broad Street London, United Kingdom for a consideration of £258 million (equivalent to HK\$2,612 million), subject to adjustment. A deposit of £26 million (equivalent to HK\$ 263,234,000) was paid in current period. Subsequent to the end of the reporting period, the completion of acquisition took place on 17 July 2017.

Glossary

In this interim report, unless the context otherwise requires, the following expression shall have the following meanings:

"AGM(s)"	the annual general meeting(s) of the Company;
"AGP"	Asian Growth Properties Limited, a company incorporated in the British Virgin Islands and re-domiciled to Bermuda with limited liability whose shares are admitted for trading on the AIM Market;
"AGP Group"	AGP and its subsidiaries;
"AIM Market"	the AIM Market of The London Stock Exchange plc.;
"Assets Redistribution"	the re-distribution of the AGP's non-PRC assets from AGP to SEA by way of sale and purchase;
"Audit Committee"	the audit committee of the Company;
"Board"	the board of Directors;
"CG Code"	the Corporate Governance Code;
"Chairman"	the chairman of the Board;
"Chief Executive"	the chief executive of the Company;
"Company" or "SEA"	S E A Holdings Limited is an exempted company incorporated in Bermuda with limited liability, the shares of which are listed and traded on the Main Board of the Stock Exchange (Stock code: 251);
"Deloitte"	Deloitte Touche Tohmatsu, Certified Public Accountants;
"Director(s)"	the director(s) of the Company;
"Distribution in Specie"	the distribution of a special dividend by SEA in the form of distribution in specie of the 861,278,857 AGP shares held by the Company to the qualifying SEA Shareholders in proportion to their then respective shareholding in the Company, which was completed on 15 May 2017;
"Executive Committee"	the executive committee of the Company;
"Executive Director(s)"	the executive Director(s);
"Group"	the Company and its subsidiaries;
"HK\$"	the lawful currency of Hong Kong for the time being;
"HKAS"	Hong Kong Accounting Standards;

Glossary

“HKFRS”	Hong Kong Financial Reporting Standards;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Independent Non-executive Director(s)” or “INED”	the independent non-executive Director(s);
“JCS”	JCS Limited, an exempted company incorporated in Bermuda with limited liability;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Managing Director”	the managing Director;
“Model Code”	the Model Code for Securities Transactions by Directors of Listed Issuers set out in Appendix 10 to the Listing Rules;
“NAV”	net asset value
“NLI”	Nan Luen International Limited, an exempted company incorporated in Bermuda with limited liability;
“Non-executive Director(s)”	the non-executive Director(s);
“NYH”	NYH Limited, an exempted company incorporated in Bermuda with limited liability;
“PRC” or “Mainland China”	The People’s Republic of China;
“Restructuring”	the corporate restructuring of SEA and AGP which involves, among other things, the Assets Redistribution, the Distribution in Specie and the share exchange offer made by NLI, and all matters respectively relating thereto;
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
“Shareholders”	the shareholders of the Company;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“US\$”	United States dollars, the lawful currency of the United States of America;
“%”	per cent;
“2005 Share Option Scheme”	the share option scheme adopted by the Company on 25 August 2005; and
“2015 Share Option Scheme”	the share option scheme adopted by the Company on 29 May 2015.

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(Incorporated in Bermuda with limited liability)
(於百慕達註冊成立之有限公司)

