



Glory Flame Holdings Limited

朝威控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立的有限公司)

Stock Code 股份代號: 8059

2020 Interim Report
中期報告

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香港聯合交易所有限公司(「聯交所」) GEM的特色

GEM乃為較於聯交所上市的其他公司帶有更高投資風險的公司提供上市的市場。有意投資者應瞭解投資於該等公司的潛在風險，並應經過審慎周詳考慮後方作出投資決定。

由於GEM上市公司普遍為中小型公司，在GEM買賣的證券可能會較於主板買賣之證券承受較大的市場波動風險，同時無法保證在GEM買賣的證券會有高流通量的市場。

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本報告乃遵照聯交所GEM證券上市規則(「GEM上市規則」)而刊載，旨在提供有關朝威控股有限公司(「本公司」)的資料，本公司董事(「董事」)對本報告共同及個別承擔全部責任。董事於作出一切合理查詢後確認，就彼等所深知及確信，本報告所載資料在各重大方面均屬準確完整，且無誤導或欺騙成分，亦無遺漏任何其他事項，致使本報告或其所載任何聲明產生誤導。

CONTENTS

目錄

		Page 頁次
1. Financial Highlight	財務摘要	3
2. Condensed Consolidated Statement of Profit and Loss and Other Comprehensive Income (unaudited)	簡明綜合損益及其他全面收入表(未經審核)	4
3. Condensed Consolidated Statement of Financial Position (unaudited)	簡明綜合財務狀況表(未經審核)	6
4. Condensed Consolidated Statement of Changes in Equity (unaudited)	簡明綜合權益變動表(未經審核)	8
5. Condensed Consolidated Statement of Cash Flows (unaudited)	簡明綜合現金流量表(未經審核)	9
6. Notes to the Condensed Consolidated Interim Financial Statements	簡明綜合中期財務報表附註	10
7. Management Discussion and Analysis	管理層討論及分析	25
8. Corporate Governance and Other Information	企業管治及其他資料	35

FINANCIAL HIGHLIGHT

For the six months ended 30 June 2020, the operating results of the Group were as follows:

- Revenue amounted to approximately HK\$33.2 million (six months ended 30 June 2019: approximately HK\$41.9 million), representing a decrease of approximately 20.8% from the corresponding period of last year.
- Net loss amounted to approximately HK\$9.3 million as compared to net loss of approximately HK\$15.9 million for the corresponding period of last year.
- Basic and diluted loss per share based on weighted average number of ordinary shares was approximately HK 0.79 cents (six months ended 30 June 2019: basic and diluted loss per share of approximately HK 1.46 cents).
- The Board does not recommend the payment of an interim dividend for the six months ended 30 June 2020 (six months ended 30 June 2019: Nil).

財務摘要

截至二零二零年六月三十日止六個月，本集團經營業績如下：

- 收入約為33,200,000港元（截至二零一九年六月三十日止六個月：約41,900,000港元），由上年同期減少約20.8%。
- 淨虧損約為9,300,000港元，上年同期淨虧損約為15,900,000港元。
- 按普通股加權平均數計算的每股基本及攤薄虧損約為0.79港仙（截至二零一九年六月三十日止六個月：每股基本及攤薄虧損約1.46港仙）。
- 董事會建議不派付截至二零二零年六月三十日止六個月的中期股息（截至二零一九年六月三十日止六個月：無）。

INTERIM RESULTS

中期業績

The board (“Board”) of Directors is pleased to present the unaudited condensed consolidated financial statements of the Company and its subsidiaries (collectively the “Group”) for the six months ended 30 June 2020 (the “Reporting Period”), together with the unaudited comparative figures for the corresponding period in 2019, as follows:–

董事會（「董事會」）欣然提呈本公司及其附屬公司（統稱「本集團」）截至二零二零年六月三十日止六個月（「報告期」）的未經審核簡明綜合財務報表，連同二零一九年同期的未經審核比較數字如下：–

CONDENSED CONSOLIDATED STATEMENT OF PROFIT AND LOSS AND OTHER COMPREHENSIVE INCOME (UNAUDITED)

簡明綜合損益及其他全面收入表（未經審核）

		Notes 附註	Unaudited Three months ended 30 June 未經審核 截至六月三十日 止三個月		Unaudited Six months ended 30 June 未經審核 截至六月三十日 止六個月	
			2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Revenue	收入	4	18,900	23,910	33,187	41,902
Cost of sales	銷售成本		(12,109)	(14,773)	(22,966)	(28,883)
Gross profit	毛利		6,791	9,137	10,221	13,019
Other income and net gains	其他收入及 收益淨額		2,843	323	3,037	1,043
Administrative and other operating expenses	行政及其他營運 開支		(9,992)	(11,887)	(20,158)	(28,038)
Operating loss	營運虧損	7	(358)	(2,427)	(6,900)	(13,976)
Finance costs	融資成本		(1,323)	(1,169)	(2,367)	(1,919)
Loss before income tax	除所得稅前虧損		(1,681)	(3,596)	(9,267)	(15,895)
Income tax expenses	所得稅開支	8	–	–	–	–
Loss for the period	期內虧損		<u>(1,681)</u>	<u>(3,596)</u>	<u>(9,267)</u>	<u>(15,895)</u>

CONDENSED CONSOLIDATED STATEMENT OF PROFIT AND LOSS AND OTHER COMPREHENSIVE INCOME (UNAUDITED) (Continued)

簡明綜合損益及其他全面收入表(未經審核)(續)

		Notes 附註	Unaudited Three months ended 30 June 未經審核 截至六月三十日 止三個月		Unaudited Six months ended 30 June 未經審核 截至六月三十日 止六個月	
			2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Other comprehensive profit/(loss): Items that may be reclassified to profit or loss	其他全面溢利/(虧損): 可能重新分類為損益的項目		<u>50</u>	<u>(1,532)</u>	<u>(366)</u>	<u>(715)</u>
Total comprehensive loss for the period	期內全面虧損總額		<u><u>(1,631)</u></u>	<u><u>(5,128)</u></u>	<u><u>(9,633)</u></u>	<u><u>(16,610)</u></u>
Profit/(Loss) for the period attributable to: Owners of the Company Non-controlling interests	以下人士應佔期內溢利/(虧損): 本公司擁有人 非控股權益		<u>(978)</u> <u>(703)</u>	<u>(4,219)</u> <u>623</u>	<u>(7,963)</u> <u>(1,304)</u>	<u>(14,705)</u> <u>(1,190)</u>
			<u><u>(1,681)</u></u>	<u><u>(3,596)</u></u>	<u><u>(9,267)</u></u>	<u><u>(15,895)</u></u>
Total comprehensive income/(loss) for period attributable to: Owners of the Company Non-controlling interests	以下人士應佔期內全面收益/(虧損)總額: 本公司擁有人 非控股權益		<u>(900)</u> <u>(731)</u>	<u>(5,822)</u> <u>694</u>	<u>(8,744)</u> <u>(889)</u>	<u>(14,328)</u> <u>(2,282)</u>
Total comprehensive loss for the period	期內全面虧損總額		<u><u>(1,631)</u></u>	<u><u>(5,128)</u></u>	<u><u>(9,633)</u></u>	<u><u>(16,610)</u></u>
			HK cents 港仙	HK cents 港仙	HK cents 港仙	HK cents 港仙
Basic and diluted loss per share	每股基本及攤薄虧損	10	<u><u>(0.10)</u></u>	<u><u>(0.42)</u></u>	<u><u>(0.79)</u></u>	<u><u>(1.46)</u></u>

**CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION
(UNAUDITED)**

簡明綜合財務狀況表(未經審核)

			30 June 2020	31 December 2019
			二零二零年 六月三十日	二零一九年 十二月三十一日
		Notes 附註	HK\$'000 千港元	HK\$'000 千港元
			Unaudited 未經審核	Audited 經審核
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	11	13,821	15,490
Right-of-use assets	使用權資產		10,690	12,753
Goodwill	商譽		938	938
			<u>25,449</u>	<u>29,181</u>
Current assets	流動資產			
Inventories	存貨		5,815	2,359
Trade and other receivables	貿易及其他應收款項	12	74,492	76,706
Tax receivables	應收稅項		800	—
Bank and cash balances	銀行及現金結餘		31,056	30,492
			<u>112,163</u>	<u>109,557</u>
Current liabilities	流動負債			
Trade and other payables	貿易及其他應付款項	13	15,919	13,640
Borrowings	借款	14	64,250	45,800
Lease liabilities	租賃負債		3,007	4,607
Amount due to a director	應付一名董事之款項		—	10,450
Tax payable	應付稅項		599	156
			<u>83,775</u>	<u>74,653</u>
Net current assets	流動資產淨值		<u>28,388</u>	34,904
Total assets less current liabilities	總資產減流動負債		<u>53,837</u>	<u>64,085</u>
Non-current liabilities	非流動負債			
Lease liabilities	租賃負債		8,198	8,813
Deferred tax liabilities	遞延稅項負債		433	433
			<u>8,631</u>	<u>9,246</u>
NET ASSETS	資產淨值		<u>45,206</u>	<u>54,839</u>

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION
(UNAUDITED) *(Continued)*
 簡明綜合財務狀況表(未經審核)(續)

		30 June 2020 二零二零年 六月三十日 HK\$'000 千港元 Unaudited 未經審核	31 December 2019 二零一九年 十二月三十一日 HK\$'000 千港元 Audited 經審核
	Notes 附註		
Capital and reserves			
Share capital	15	10,106	10,106
Reserves		40,312	49,056
Equity attributable to owners of the Company		50,418	59,162
Non-controlling interests		(5,212)	(4,323)
TOTAL EQUITY		45,206	54,839

**CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
(UNAUDITED)**

簡明綜合權益變動表(未經審核)

For the six months ended 30 June 2020

截至二零二零年六月三十日止六個月

		Attributable to owners of the Company 本公司擁有人應佔									
		Share capital	Share premium	Merger reserves	Share-based payment	Foreign currency translation reserve	Other reserve	Accumulated losses	Total	Non-controlling interest	Total equity
		HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
Balance at 1 January 2020	於二零二零年 一月一日結餘	10,106	268,953	15,800	4,764	(3,913)	(1,672)	(234,876)	59,162	(4,323)	54,839
Loss and total comprehensive loss for the period	期內虧損及全面虧損總額	—	—	—	—	(781)	—	(7,963)	(8,744)	(889)	(9,633)
Balance at 30 June 2020 (unaudited)	於二零二零年 六月三十日 結餘(未經審核)	<u>10,106</u>	<u>268,953</u>	<u>15,800</u>	<u>4,764</u>	<u>(4,694)</u>	<u>(1,672)</u>	<u>(242,839)</u>	<u>50,418</u>	<u>(5,212)</u>	<u>45,206</u>
Balance at 1 January 2019	於二零一九年 一月一日結餘	10,106	268,953	15,800	4,764	(3,289)	(1,672)	(190,465)	104,197	(61)	104,136
Loss and total comprehensive loss for the period	期內虧損及全面虧損總額	—	—	—	—	377	—	(14,705)	(14,328)	(2,282)	(16,610)
Balance at 30 June 2019 (unaudited)	於二零一九年 六月三十日 結餘(未經審核)	<u>10,106</u>	<u>268,953</u>	<u>15,800</u>	<u>4,764</u>	<u>(2,912)</u>	<u>(1,672)</u>	<u>(205,170)</u>	<u>89,869</u>	<u>(2,343)</u>	<u>87,526</u>

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS (UNAUDITED)
簡明綜合現金流量表(未經審核)

		Six months ended	
		30 June	
		截至六月三十日止六個月	
		2020	2019
		二零二零年	二零一九年
		HK\$'000	HK\$'000
		千港元	千港元
Net cash outflow from operating activities	經營活動現金流出淨額	(1,686)	(7,567)
Net cash (outflow)/inflow from investing activities	投資活動現金(流出)／流入淨額	(818)	8,838
Net cash inflow from financing activities	融資活動現金流入淨額	2,948	13,549
Net increase in cash and cash equivalents	現金及現金等價物增加淨額	444	14,820
Effect of foreign exchange rate changes	匯率變動的影響	120	(660)
Cash and cash equivalents at 1 January	於一月一日的現金及現金等價物	30,492	39,173
Cash and cash equivalents at 30 June	於六月三十日的現金及現金等價物	31,056	53,333
Analysis of balances of cash and cash equivalents:	現金及現金等價物結餘分析：		
— Cash and bank balances	— 現金及銀行結餘	31,056	48,786
— Short term investment of money market fund	— 貨幣市場基金短期投資	—	4,547
		31,056	53,333

1. GENERAL INFORMATION

Glory Flame Holdings Limited was incorporated in the Cayman Islands on 25 April 2014 as an exempted company with limited liability under the Companies Law of the Cayman Islands and its shares have been listed on the GEM of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) with effect from 15 August 2014.

The address of the Company’s registered office is Clifton House, 75 Fort Street, PO Box 1350, Grand Cayman KY1-1108, Cayman Islands. The address of the Company’s principal place of business in Hong Kong is Suite 3513, 35th Floor, Tower 6, the Gateway, Harbour City, Tsim Sha Tsui, Kowloon, Hong Kong. The Company is an investment holding company. The Company and its subsidiaries (collectively referred as to the “Group”) are engaged in (i) provision of construction services and components (the “Construction Business”), (ii) sales of agriculture-related products (the “Agriculture Business”), and (iii) trading of clean coal and others (the “Trading Business”).

1. 一般資料

朝威控股有限公司於二零一四年四月二十五日根據開曼群島公司法在開曼群島註冊成立為獲豁免有限公司，其股份自二零一四年八月十五日起在香港聯合交易所有限公司（「聯交所」）GEM上市。

本公司的註冊辦事處位於 Clifton House, 75 Fort Street, PO Box 1350, Grand Cayman KY1- 1108, Cayman Islands。本公司的香港主要營業地點位於香港九龍尖沙咀海港城港威大廈6座35樓3513室。本公司為投資控股公司。本公司及其附屬公司（統稱「本集團」）從事(i)提供建築服務及組件（「建築業務」）、(ii)銷售農業相關產品（「農業業務」），及(iii)買賣清潔煤及其他（「貿易業務」）。

2. BASIS OF PREPARATION

The unaudited condensed consolidated financial statements for the six months ended 30 June 2020 have been prepared by the Directors in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”) issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) and the disclosure requirements of the GEM Listing Rules. HKFRSs include Hong Kong Accounting Standards and interpretations. Intra-group balances and transactions, if any, have been fully and properly eliminated. Other than additional accounting policies resulting from application of amendments to HKFRSs, the accounting policies and basis of preparation adopted in the preparation of the financial statements for the six months ended 30 June 2020 are consistent with those adopted in the annual financial statements of the Company for the year ended 31 December 2019.

The financial statements for the six months ended 30 June 2020 have not been audited by the Company’s independent auditors, but have been reviewed by the Company’s audit committee.

The financial statements for the six months ended 30 June 2020 are presented in Hong Kong dollars (“HK\$”), which is the same functional currency of the Company.

2. 編製基準

董事乃根據香港會計師公會（「香港會計師公會」）頒佈的香港財務報告準則（「香港財務報告準則」）及GEM上市規則的披露規定編製截至二零二零年六月三十日止六個月的未經審核簡明綜合財務報表。香港財務報告準則包括香港會計準則及詮釋。集團內公司間結餘及交易（如有）已全部及妥善予以抵銷。除因應用香港財務報告準則的修訂產生的新增會計政策外，編製截至二零二零年六月三十日止六個月的財務報表採納的會計政策及編製基準與本公司截至二零一九年十二月三十一日止年度的年度財務報表所採納者一致。

截至二零二零年六月三十日止六個月的財務報表尚未經本公司獨立核數師審核，但已由本公司審核委員會審閱。

截至二零二零年六月三十日止六個月的財務報表以港元（「港元」）呈列，與本公司的功能貨幣相同。

2. BASIS OF PREPARATION (Continued)

Application of amendments to HKFRSs

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

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

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

3. ESTIMATES

The preparation of interim financial statements requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, income and expense. Actual results may differ from these estimates.

2. 編製基準(續)

應用香港財務報告準則的修訂

於本中期期間，本集團首次應用香港財務報告準則之概念框架指引的修訂及香港財務報告準則的下列修訂，該等修訂就編製本集團簡明綜合財務報表而言於二零二零年一月一日或之後開始的年度期間強制生效：

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

在本期間應用香港財務報告準則之概念框架指引的修訂及香港財務報告準則的修訂，對本集團於本期間及以往期間的財務狀況及業績表現及／或簡明綜合財務報表所載的披露資料並無重大影響。

3. 估計

編製中期財務報表時，管理層須作出判斷、估計及假設，而該等判斷、估計及假設會影響會計政策應用及呈報之資產及負債、收入及開支金額。實際結果可能有別於此等估計。

3. ESTIMATES (Continued)

In preparing this condensed consolidated interim financial statements, the significant judgements made by management in applying the Group's accounting policies and the key sources of estimation uncertainty were the same as those that applied to the consolidated financial statements for the year ended 31 December 2019.

4. REVENUE

Revenue recognised during the Reporting Period are as follows:

3. 估計 (續)

編製此簡明綜合中期財務報表時，管理層於應用本集團的會計政策時所作出之重大判斷及估計之不確定因素的主要來源與截至二零一九年十二月三十一日止年度之綜合財務報表所應用者一致。

4. 收益

於報告期內確認的收益如下：

		Six months ended	
		30 June	
		截至六月三十日止六個月	
		2020	2019
		二零二零年	二零一九年
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Turnover	營業額		
Construction Business	建築業務		
— Provision of concrete demolition and construction engineering services	— 提供混凝土拆卸及建築工程服務	30,800	32,520
— Manufacturing and trading of prefabricated precast construction components	— 裝配式建築預製組件製造及貿易	2,387	7,128
		33,187	39,648
Trading Business	貿易業務		
— Trading of clean coal	— 買賣清潔煤	—	761
Others	其他		
— Provision of insurance brokerage and consultancy services	— 提供保險經紀及諮詢服務	—	1,493
		33,187	41,902

5. SEGMENT INFORMATION

The Group determines its operating segments based on the reports reviewed by the executive directors for the purposes of resources allocation and performance assessment. For the six months ended 30 June 2020, the Group has four reportable operating segments as follows:

Construction Business	Provision of concrete demolition and construction engineering services and prefabricated precast construction
Agriculture Business	Trading of ecological LED cultivation cabinet system and other related products
Trading Business	Trading of clean coal and others
Others	Provision of insurance brokerage and consultancy services, and factoring services

The Group's reportable segments are strategic business units that offer different products and services. They are managed separately because each business requires different technology and marketing strategies.

The accounting policies of the reportable operating segments are the same as those described in the consolidated financial statements. Segment profits or losses do not include interest income, income tax, gains or losses from investments, non-lease related finance cost and other unallocated corporate income and expenses. Segment assets do not include bank and cash balance, financial assets at fair value through profit or loss and other unallocated corporate assets. Segment liabilities do not include loan from a former director, current tax liabilities, deferred tax liabilities and other unallocated corporate liabilities.

5. 分部資料

本集團根據經由執行董事審閱的報告釐定其經營分部，以分配資源及評估業績。截至二零二零年六月三十日止六個月，本集團擁有以下四個可呈報經營分部：

建築業務	提供混凝土拆卸及建築工程服務及裝配式建築
農業業務	買賣環保LED生態種植櫃系統及其他相關產品
貿易業務	買賣清潔煤等
其他	提供保險經紀及諮詢服務以及保理服務

本集團之可呈報分部乃提供不同產品及服務之策略業務單位，並因各項業務要求不同技術及市場推廣策略而單獨管理。

可呈報經營分部的會計政策與綜合財務報表所述的相同。分部溢利或虧損並不包括利息收入、所得稅、投資收入或虧損、非租賃相關財務成本及其他未分配公司收入及開支。分部資產並不包括銀行及現金結餘、按公平值計入損益之金融資產，以及其他未分配公司資產。分部負債並不包括前任董事貸款、即期稅項負債、遞延稅項負債及其他未分配公司負債。

5. SEGMENT INFORMATION (Continued)

5. 分部資料 (續)

Information about reportable segment profit or loss, assets and liabilities:

有關可呈報分部損益、資產及負債之資料如下：

		Construction Business 建築業務 HK\$'000 千港元	Agriculture Business 農業業務 HK\$'000 千港元	Trading Business 貿易業務 HK\$'000 千港元	Others 其他 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Six months ended 30 June 2020	截至二零二零年六月三十日止六個月					
Revenue from external customers	來自外部客戶的收入	33,187	—	—	—	33,187
Inter-segment revenue	分部間收入	—	—	—	—	—
		<u>33,187</u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>33,187</u>
Timing of revenue recognition	收入確認時間					
At a point in time	於某一時間點	—	—	—	—	—
Over time	隨時間	<u>33,187</u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>33,187</u>
		<u>33,187</u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>33,187</u>
Segment profit/(loss)	分部溢利/(虧損)	<u>359</u>	<u>(9)</u>	<u>(1,202)</u>	<u>(8)</u>	<u>(860)</u>
Six months ended 30 June 2019	截至二零一九年六月三十日止六個月					
Revenue from external customers	來自外部客戶的收入	39,648	—	761	1,493	41,902
Inter-segment revenue	分部間收入	—	—	—	—	—
		<u>39,648</u>	<u>—</u>	<u>761</u>	<u>1,493</u>	<u>41,902</u>
Timing of revenue recognition	收入確認時間					
At a point in time	於某一時間點	—	—	761	1,493	2,254
Over time	隨時間	<u>39,648</u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>39,648</u>
		<u>39,648</u>	<u>—</u>	<u>761</u>	<u>1,493</u>	<u>41,902</u>
Segment profit/(loss)	分部溢利/(虧損)	<u>416</u>	<u>—</u>	<u>(339)</u>	<u>(414)</u>	<u>(337)</u>
Total segment assets	分部資產總值					
30 June 2020	二零二零年六月三十日	84,703	—	4,281	87	89,071
31 December 2019	二零一九年十二月三十一日	<u>91,081</u>	<u>83</u>	<u>5,088</u>	<u>83</u>	<u>96,335</u>
Total segment liabilities	分部負債總額					
30 June 2020	二零二零年六月三十日	21,666	—	1,701	—	23,367
31 December 2019	二零一九年十二月三十一日	<u>16,795</u>	<u>—</u>	<u>1,602</u>	<u>—</u>	<u>18,397</u>

5. SEGMENT INFORMATION (Continued)

Reconciliations of reportable segment profit or loss:

Profit or loss	損益
Total loss of reportable segments	可呈報分部虧損總額
Corporate expenses, net	公司開支淨額
Write-off of property, plant and equipment	撤銷物業、廠房及設備
Gain on disposal of subsidiaries	出售附屬公司之收益
Consolidated loss before tax	綜合除稅前虧損

6. FINANCIAL RISK MANAGEMENT

The Group's activities exposed it to a variety of financial risks: foreign exchange risk, interest rate risk, credit risk and liquidity risk.

The interim condensed consolidation financial statements do not include all financial risk management information and disclosures required in the annual financial statements, and should be read in conjunction with the Group's annual financial statements as at 31 December 2019.

There have been no changes in the risk management policies since year end.

5. 分部資料 (續)

可呈報分部損益之對賬：

Six months ended	
30 June	
截至六月三十日止六個月	
2020	2019
二零二零年	二零一九年
HK\$'000	HK\$'000
千港元	千港元
(Unaudited)	(Unaudited)
(未經審核)	(未經審核)
(860)	(337)
(9,573)	(15,443)
(32)	(115)
1,198	—
<u>(9,267)</u>	<u>(15,895)</u>

6. 財務風險管理

本集團的活動承受各種財務風險：外匯風險、利率風險、信貸風險及流動資金風險。

中期簡明綜合財務報表並不包括年度財務報表所規定之全部財務風險管理資料及披露，故應與本集團於二零一九年十二月三十一日之年度財務報表一併閱讀。

自年末以來，風險管理政策並無變動。

7. OPERATING LOSS

An analysis of the amounts presented as operating items charged/(credited) in the financial information is given below:

7. 經營虧損

以下為在財務資料內扣除／(計入)並列為營運項目之金額分析：

		Six months ended	
		30 June	
		截至六月三十日止六個月	
		2020	2019
		二零二零年	二零一九年
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Staff cost, including directors' remuneration	員工成本，包括董事酬金	15,189	17,849
Depreciation of property, plant and equipment	物業、廠房及設備折舊	3,582	3,691
Depreciation of right-of-use assets	使用權資產折舊	3,097	2,831
Impairment loss on trade receivables	貿易應收款項減值虧損	147	2,615
Reversal of impairment loss on trade receivables	貿易應收款項減值虧損撥回	(51)	—
Gain on disposal of subsidiaries	出售附屬公司之收益	(1,198)	—
Write-off of property, plant and equipment	物業、廠房及設備撇銷	32	115
Impairment loss on other receivables	其他應收款項減值虧損	—	281
Written-off of inventories	存貨撇銷	—	689
Government grant income	政府補助收入	(1,608)	—

8. INCOME TAX EXPENSE

No provision for Hong Kong Profit Tax and People's Republic of China Enterprise Income Tax has been made as the Group does not generate any assessable profits for The Reporting Period (2019: Nil).

9. INTERIM DIVIDEND

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

8. 所得稅開支

由於本集團於報告期內並無產生任何應課稅溢利，故並無作出香港利得稅及中華人民共和國企業所得稅撥備(二零一九年：無)。

9. 中期股息

董事會建議不派付截至二零二零年六月三十日止六個月的股息(截至二零一九年六月三十日止六個月：無)。

10. LOSS PER SHARE

(a) Basic

The calculations of basic loss per share for the six months ended 30 June 2020 and 2019 are based on the followings:

	Three months ended 30 June		Six months ended 30 June	
	2020 二零二零年 HK\$'000 千港元 (Unaudited) (未經審核)	2019 二零一九年 HK\$'000 千港元 (Unaudited) (未經審核)	2020 二零二零年 HK\$'000 千港元 (Unaudited) (未經審核)	2019 二零一九年 HK\$'000 千港元 (Unaudited) (未經審核)
Loss:	虧損:			
Loss for the period attributable to the owners of the Company (HK\$'000)	本公司擁有人應佔期內虧損 (千港元)			
	<u>(978)</u>	<u>(4,219)</u>	<u>(7,963)</u>	<u>(14,705)</u>
Number of shares:	股份數目:			
Weighted average number of ordinary shares for the purpose of calculating basic earnings per share (in thousand)	就計算每股基本盈利而言的普通股加權平均數 (千股)			
	<u>1,010,605</u>	<u>1,010,605</u>	<u>1,010,605</u>	<u>1,010,605</u>

The calculation of the basic loss per share attributable to owners of the Company was based on (i) the loss for the period attributable to owners of the Company and (ii) the weighted average number of ordinary shares issued during the period as stated above.

(b) Diluted

The diluted loss per share is equal to the basic loss per share as there were no dilutive potential ordinary shares in issue during the period ended 30 June 2020 and 2019.

10. 每股虧損

(a) 基本

截至二零二零年及二零一九年六月三十日止六個月的每股基本虧損基於下列者計算：

Three months ended 30 June		Six months ended 30 June	
2020 二零二零年 HK\$'000 千港元 (Unaudited) (未經審核)	2019 二零一九年 HK\$'000 千港元 (Unaudited) (未經審核)	2020 二零二零年 HK\$'000 千港元 (Unaudited) (未經審核)	2019 二零一九年 HK\$'000 千港元 (Unaudited) (未經審核)
虧損:			
本公司擁有人應佔期內虧損 (千港元)			
<u>(978)</u>	<u>(4,219)</u>	<u>(7,963)</u>	<u>(14,705)</u>
股份數目:			
就計算每股基本盈利而言的普通股加權平均數 (千股)			
<u>1,010,605</u>	<u>1,010,605</u>	<u>1,010,605</u>	<u>1,010,605</u>

本公司擁有人應佔每股基本虧損乃基於(i)本公司擁有人應佔期內虧損及(ii)期內已發行普通股加權平均數目(如上文所載)而計算。

(b) 攤薄

每股攤薄虧損等於每股基本虧損，蓋因於截至二零二零年及二零一九年六月三十日止期間概無發行任何攤薄性的潛在普通股。

11. PROPERTY, PLANT AND EQUIPMENT

During the Reporting Period, the Group acquired property, plant and equipment of HK\$2,019,000 (Six months ended 30 June 2019: HK\$4,864,000). There were write-off of items of property, plant and equipment of HK\$32,000 (Six months ended 30 June 2019: HK\$115,000). There was none of disposal item of property, plant and equipment for the Reporting Period (Six months ended 30 June 2019: Nil).

12. TRADE AND OTHER RECEIVABLES

11. 物業、廠房及設備

於報告期內，本集團收購物業、廠房及設備2,019,000港元(截至二零一九年六月三十日止六個月：4,864,000港元)。物業、廠房及設備項目撇銷32,000港元(截至二零一九年六月三十日止六個月：115,000港元)。於報告期內，並無處置物業、廠房及設備項目(截至二零一九年六月三十日止六個月：無)。

12. 貿易及其他應收款項

		At 30 June 2020 於二零二零年 六月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	At 31 December 2019 於二零一九年 十二月三十一日 HK\$'000 千港元 (audited) (經審核)
Trade receivables	貿易應收款項	85,416	87,680
Less: allowance for impairment of trade receivables	減：貿易應收款項 減值撥備	(51,922)	(51,777)
Trade receivables, net	貿易應收款項，淨額	33,494	35,903
Retention receivables	保留應收款項	2,030	2,911
Less: allowance for impairment of retention receivables	減：保留應收款項 減值撥備	(28)	(28)
Retention receivables, net	保留應收款項，淨額	2,002	2,883
Prepayments and trade deposits	預付款項及交易按金	52,015	57,861
Less: allowance for impairment of prepayments and trade deposits	減：預付款項及交易按金 減值撥備	(50,568)	(56,156)
		1,447	1,705
Other deposits and receivables	其他按金及應收款項	37,549	46,793
Less: allowance for impairment of other receivables	減：其他應收款項 減值撥備	—	(10,578)
		37,549	36,215
		74,492	76,706

12. TRADE AND OTHER RECEIVABLES

(Continued)

Note:

Trade receivables are past due when a counterparty has failed to make a payment when contractually due. The average credit period granted to customers is 45 days generally.

The ageing analysis of the trade receivables based on invoice date is as follows:

0-30 days	0-30日
31-60 days	31-60日
61-90 days	61-90日
91-365 days	91-365日
Over 365 days	超過365日

12. 貿易及其他應收款項(續)

附註：

當對手方不能於合約到期時支付款項，貿易應收款項即為逾期。授予客戶的平均信貸期一般為45日。

貿易應收款項基於發票日期的賬齡分析如下：

At 30 June 2020 於二零二零年 六月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	At 31 December 2019 於二零一九年 十二月三十一日 HK\$'000 千港元 (audited) (經審核)
9,785	6,305
1,944	4,909
3,738	6,499
10,614	12,909
7,413	5,281
<u>33,494</u>	<u>35,903</u>

13. TRADE AND OTHER PAYABLES

Trade payables	貿易應付款項
Accruals	應計費用
Other payables	其他應付款項

Note:

Payment terms granted by suppliers are average 30 days from the invoice date of the relevant purchases.

The ageing analysis of trade payables based on the invoice date is as follows:

0-30 days	0-30日
31-60 days	31-60日
61-90 days	61-90日
Over 90	超過90日

13. 貿易及其他應付款項

At 30 June 2020 於二零二零年 六月三十日 HK\$'000 (Unaudited) (未經審核)	At 31 December 2019 於二零一九年 十二月三十一日 HK\$'000 (audited) (經審核)
7,892	5,560
3,820	3,940
4,207	4,140
15,919	13,640

附註：

供應商授予的付款期限為自有關採購的發票日期起計平均30日。

貿易應付款項基於發票日期的賬齡分析如下：

At 30 June 2020 於二零二零年 六月三十日 HK\$'000 (Unaudited) (未經審核)	At 31 December 2019 於二零一九年 十二月三十一日 HK\$'000 (audited) (經審核)
2,990	1,378
1,826	324
207	587
2,869	3,271
7,892	5,560

14. BORROWINGS

			30 June 2020 二零二零年 六月三十日	31 December 2019 二零一九年 十二月三十一日
		Note 附註	HK\$'000 千港元	HK\$'000 千港元
Other loan	其他貸款	(a)	40,000	40,000
Bonds payables	債券應付款項	(b)	5,800	5,800
Loans from a director	一名董事貸款	(c)	18,450	—
			<u>64,250</u>	<u>45,800</u>

- (a) The other loan of HK\$40,000,000 was unsecured, interest bearing at 7.5% per annum and repayable on 25 November 2020.
- (b) The Company issued a number of HK\$-denominated bonds with an aggregate principal of HK\$5,800,000. The bonds are unsecured, bearing interest rates at 9% per annum and repayable during the period from July 2020 to August 2020. The maturity date of the bonds may be extended by one year if both the bondholder and the Company agree. For the maturity extension period, the interest rate of the bonds will be at 12% p.a..
- (c) The loans from a director were an interest-bearing portion of HK\$18,450,000 which was unsecured, interest bearing at 10% per annum and repayable during the period from March 2021 to June 2021.
- (d) All the borrowings were repayable within one year. The carrying amounts of all the borrowings approximate their fair value.

14. 借貸

			30 June 2020 二零二零年 六月三十日	31 December 2019 二零一九年 十二月三十一日
		Note 附註	HK\$'000 千港元	HK\$'000 千港元
Other loan	其他貸款	(a)	40,000	40,000
Bonds payables	債券應付款項	(b)	5,800	5,800
Loans from a director	一名董事貸款	(c)	18,450	—
			<u>64,250</u>	<u>45,800</u>

- (a) 其他貸款40,000,000港元為無抵押、年利率為7.5%並須於二零二零年十一月二十五日償還。
- (b) 本公司發行一系列港元計值債券，總本金額為5,800,000港元。該等債券為無抵押、按年利率9%計息及須於二零二零年七月至二零二零年八月期間償還。倘債券持有人及本公司同意，債券到期日可延後一年。於延長期間內，債券按年利率12%計息。
- (c) 一名董事貸款為18,450,000港元的計息部分，為無抵押、按年利率10%計息及須於二零二一年三月至二零二一年六月期間償還。
- (d) 全部借貸須於一年內償還。全部借貸的賬面值與其公平值大致相同。

15. SHARE CAPITAL

Ordinary shares of HK\$0.01 each:

Authorised:

法定：

Ordinary shares at 31 December 2019 and 30 June 2020 於二零一九年十二月三十一日及二零二零年六月三十日的普通股

Number of ordinary shares	Amount
普通股數目	面值
<u>2,000,000,000</u>	<u>20,000</u>

Issued and fully paid:

已發行及繳足：

Ordinary shares at 31 December 2019 and 30 June 2020 於二零一九年十二月三十一日及二零二零年六月三十日的普通股

Number of ordinary shares	Amount
普通股數目	面值
<u>1,010,605,000</u>	<u>10,106</u>

15. 股本

每股面值0.01港元的普通股：

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

BUSINESS REVIEW AND OUTLOOK

業務回顧及展望

The principal activity of the Company is investment holding. For the six months ended 30 June 2020 (the “Reporting Period”), the Group mainly engaged in (i) provision of construction services and components (the “Construction Business”), (ii) sales of agriculture-related products (the “Agriculture Business”) and (iii) trading of clean coal and others (the “Trading Business”).

本公司的主要活動為投資控股。截至二零二零年六月三十日止六個月（「報告期」），本集團主要從事(i)提供建築服務及組件（「建築業務」）、(ii)銷售農業相關產品（「農業業務」）及(iii)買賣清潔煤及其他（「貿易業務」）。

Construction Business

建築業務

(a) Concrete demolition services and construction works

(a) 混凝土拆卸服務及建築工程

Concrete demolition is one of the areas of the construction industry in Hong Kong. The Group’s concrete demolition services were mainly concerned with the removal of pieces or section of concrete from concrete structures by applying a variety of methods, such as core drilling, sawing, bursting and crushing. Concrete demolition services are usually performed by subcontractors in general building works, especially for alteration and redevelopment projects; and civil engineering works. Concrete demolition work can be applied in various situations, such as the construction of underground utilities, creation of openings for elevator, door, and window installation, redevelopment of buildings, roads, tunnels and underground facilities, removal of concrete during building construction and the preparation of road surfaces.

混凝土拆卸行業為香港建築行業特定領域之一。本集團的混凝土拆卸服務主要涉及透過採用各種方法，例如鑽取土芯、鋸切、逼裂及鉗碎等，移除混凝土結構的混凝土塊或組件。混凝土拆卸服務通常由分包商於一般建築工程，特別是改建及重建工程；及土木工程所進行。混凝土拆卸工程可用於地下公共設施建設、電梯開口、門窗安裝、樓宇、道路、隧道及地下設施重建、建築施工過程中混凝土拆除及路面預備。

The customers of the Group's concrete demolition services mainly include main contractors and subcontractors of various different types of construction and civil engineering projects in Hong Kong. Such customers can generally be categorized into public sector projects' customers and private sector projects' customers. Public sector projects refer to projects of which the main contractors are employed by Government departments or statutory bodies in Hong Kong, while private sector projects refer to projects that are not public sector projects.

本集團的混凝土拆卸服務的客戶主要為香港各類建築及土木工程項目的總承建商及分包商。相關客戶一般可分類為公營及私營界別項目客戶。公營界別項目指由香港政府部門或法定機構聘請總承建商的項目，而私營界別項目指非公營界別項目。

		Six months ended	
		30 June	
		截至六月三十日止六個月	
		2020	2019
		二零二零年	二零一九年
		HK\$'000	HK\$'000
		千港元	千港元
Revenue from	收益來自		
— private sector project	— 私營界別項目	27,086	25,991
— public sector project	— 公營界別項目	3,714	6,529
		<hr/> 30,800 <hr/>	<hr/> 32,520 <hr/>

(b) Prefabricated precast construction

Prefabricated precast construction is a new kind of architecture with the construction process. That is splitting the traditional building products into precast reinforced concrete member produced in the factory and transported to the construction site for assembling into a whole building. Precast concrete contributes to green building practices as it can be very durable and energy-efficient. Prefabricated precast construction also reduces construction waste and debris on construction site as the precast concrete components are factory-made and employed by exact-batching technologies.

Driven by the growth in infrastructure investment and industrialization and increase in new construction projects in the emerging countries, the Group expects that the global precast concrete construction market is poised to grow strong. The Group has been working in close cooperation with a high-tech construction company which is based in Guangzhou, the PRC in a bid to explore the construction projects in the overseas countries along the Belt and Road.

The Company sets to expand the Construction Business into the PRC market with our own strong team, focusing on prefabricated precast construction, and also tap into the oversea market with the support of this co-operative construction team. However, during the Reporting Period, the Covid-19 pandemic had dampened market sentiment and forced property developers to defer projects to be launched, the Group expects that it may take more long time to get the Group's market diversification plan off the ground.

(b) 装配式建築

装配式建築是將傳統建築產品分拆成於工廠生產的預製鋼筋混凝土部件並運輸至施工現場組裝成完整建築的一種新型建築形式。預製混凝土非常耐用及節能，有助於綠色建築實踐。由於預製混凝土部件乃於工廠生產並採用精確的配料技術，装配式建築亦減少施工現場的建築垃圾及瓦礫。

受新興國家基礎設施投資及工業化增長以及新建築項目增加的驅動，本集團預期全球装配式混凝土建築市場的增长勢頭強勁。本集團現正與一間高科技建築公司(其位於中國廣州)緊密合作，以發掘一帶一路倡議所惠及海外國家的建築項目。

本公司憑藉本身強大的團隊將建築業務拓展至中國市場，專注於装配式建築，並在該合作建築團隊的支持下進軍海外市場。然而，於報告期內，新冠病毒疫症抑制市場氣氛，迫使物業發展商延遲推出項目，本集團預期可能需要較長時間才能實現本集團的市場多元化計劃。

Agriculture Business

With the globally increasing concerns about healthy living and food security, the Group believes that the demand for green food will continue to rise. The Group has now been formulating the business strategy and plan for the Agriculture Business and also initiating the negotiation with certain agribusinesses to explore the feasibility of cooperation to develop the business in relation to agricultural produce and its related products.

On 22 July 2019, the Company and Hubei Bio-great Agricultural Technology Co., Ltd* (湖北凱瑞百穀農業科技股份有限公司) (the “Target Company”), a company established in the People’s Republic of China (the “PRC”) with limited liability, entered into a non-legally binding cooperative intent agreement (the “Intent Agreement”) in relation to the proposed investment (the “Proposed Investment”) in the Target Company. It was proposed that the Company shall invest in the Target Company by way of subscription of 51% or more of the registered capital of the Target Company.

Pursuant to the Intent Agreement, the Company intended to invest in and cooperate with the Target Company to expand high-tech seed industry projects through the development of potatoes and agricultural products cold chain, processing, logistics and distribution centers, leisure sightseeing agricultural tourism and large scale construction, etc.

The negotiation and due diligence review in respect of the Proposed Investment is still ongoing.

農業業務

在全球對健康生活及食品安全關注日益提升的情況下，本集團認為，對綠色食品的需求將繼續增加。本集團現時正制定農業業務的業務策略及計劃，並已與若干農業綜合企業開展討論，以探討公司發展農作物及農業相關產品業務的可行性。

於二零一九年七月二十二日，本公司與湖北凱瑞百穀農業科技股份有限公司（「目標公司」，一間於中華人民共和國（「中國」）成立的有限公司）就建議投資目標公司（「建議投資」）訂立不具法律約束力的合作意向協議（「意向協議」）。本公司擬透過認購目標公司51%或以上註冊資本，以此來投資目標公司。

根據意向協議，本公司有意投資目標公司並與其合作，以透過發展土豆及農產品冷鏈、加工、物流及分銷中心、休閒觀光農業旅遊及大型工程等擴展高科技種業項目。

有關建議投資的磋商及盡職審查仍在進行中。

Trading Business

Trading Business primarily comprised the trading of clean coal. Its coal resource is from the Ordos City, Inner Mongolia, the PRC. The Group ceased the clean coal trading business as it had operated at a loss. The Group has only maintained the service of coal washing for certain suppliers and received processing fee. During the Reporting Period, the Group has no concrete plan to restart the clean coal trading while the economy is probably tanking.

FINANCIAL REVIEW

Revenue

Revenue decreased by approximately HK\$8.7 million or 20.8% from approximately HK\$41.9 million for the six months ended 30 June 2019 (“HY2019”) to approximately HK\$33.2 million for the Reporting Period. An analysis of revenue was shown as follows:

Revenue by nature

		For the six months ended	
		30 June	
		截至六月三十日止六個月	
		2020	2019
		二零二零年	二零一九年
		HK\$'000	HK\$'000
		千港元	千港元
Construction Business	建築業務		
— Provision for construction services	— 提供建築服務	30,800	32,520
— Prefabricated precast construction	— 裝配式建築	2,387	7,128
		33,187	39,648
Trading Business	貿易業務		
— Trading of clean coal and others	— 買賣清潔煤及其他	—	761
Others	其他		
— Provision of insurance brokerage and consultancy services	— 提供保險經紀及諮詢服務	—	1,493
		33,187	41,902

貿易業務

貿易業務主要包括買賣清潔煤。其煤資源來自中國內蒙鄂爾多斯市之清潔煤。由於清潔煤貿易業務一直處於虧損狀態，故本集團終止經營該業務。本集團僅維持為若干供應商清洗煤炭的服務，並收取處理費。於報告期內，在經濟可能下滑的情況下，本集團並無確切計劃重新開展清潔煤貿易業務。

財務回顧

收入

收入由截至二零一九年六月三十日止六個月（「二零一九年上半年」）約41,900,000港元減少約8,700,000港元或20.8%至約33,200,000港元。報告期的收入分析如下：

收入性質

Revenue from Construction Business

Construction Business comprises 1) provision of concrete demolition and construction engineering services (the “Construction Services”) and 2) manufacturing and trading of prefabricated precast construction components (the “Prefabricated Precast Construction”).

For the Reporting Period, revenue attributable to Construction Business was approximately HK\$33.2 million, representing a decrease of approximately HK\$6.4 million or 16.2% as compared with approximately HK\$39.6 million for HY2019. The decrease was primarily due to a decrease of approximately HK\$1.7 million in revenue from Construction Services and a decrease of approximately HK\$4.7 million in revenue from Prefabricated Precast Construction.

Decrease of HK\$1.7 million in revenue from Construction Services was primarily due to a decrease of approximately HK\$2.8 million in revenue from public sector project. As a result of a filibustering in the legislature leading to a serious delay of Hong Kong government’s infrastructure project, the total gross value of construction public sector project in Hong Kong decreased for two years in a row from year 2018. In case this stagnation continues, the Group may face keen competition for the public sector project as the construction work expenditure of the Hong Kong government dwindles.

建築業務收益

建築業務包括1) 提供混凝土拆卸及建築工程服務(「建築服務」)及2) 裝配式建築預製組件製造及貿易(「裝配式建築」)。

於報告期內，建築業務的收益約為33,200,000港元，較二零一九年上半年期間的約39,600,000港元減少約6,400,000港元或16.2%。該減少主要由於建築服務收益減少約1,700,000港元及裝配式建築收益減少約4,700,000港元所致。

建築服務收益減少1,700,000港元，主要因為公營界別項目收益減少約2,800,000港元。由於立法機關「拉布」，使香港政府基建項目受到嚴重阻延，香港公營界別項目建築合共總值自二零一八年起連續兩年減少。倘阻滯持續，因為香港政府之建設工程開支減少，本集團或會在公營界別項目方面面對激烈競爭。

Due to the outbreak of COVID-19, the PRC government has implemented emergency public health measures and taken various actions to prevent the spread of the COVID-19 pandemic, including travel restriction and delay in resuming work after the Chinese New Year holiday in 2020. Such measures resulted in a general disruption of production, supply chain and logistics services across the PRC, which has led to delay the delivery of the prefabricated precast components to the customers, which in turns decreased by HK\$4.7 million in revenue from Prefabricated Precast Construction during the Reporting Period.

Trading Business

The Group recorded no revenue from Trading Business during the Reporting Period. Since the outbreak of COVID-19 in early 2020, there was no delivery of finished products of coal washing to the customers. The revenue was generated from coal washing for HY2019.

Gross Profit and Gross Profit Margin

Gross profit decreased by HK\$2.8 million or 21.5% from approximately HK\$13.0 million for HY2019 to approximately HK\$10.2 million for the Reporting Period.

Gross profit margin slightly decreased from 31.1% for HY2019 to 30.8% for the Reporting Period.

由於新冠病毒爆發，中國政府實施緊急公眾健康措施，並採取多項行動避免新冠病毒疫症擴散，包括出行限制及二零二零年春節假期後延後復工。該等措施導致中國全國的生產、供應鏈及物流服務全面中斷，導致向客戶交付裝配式預製組件有所延誤，從而使報告期內裝配式建築收益減少4,700,000港元。

貿易業務

於報告期內，貿易業務並無錄得收入。由於新冠病毒在二零二零年初爆發，並無向客戶交付清洗煤炭成品。於二零一九年上半年，收益來自清洗煤炭服務。

毛利及毛利率

毛利由二零一九年上半年的約13,000,000港元減少2,800,000港元或21.5%至報告期內的約10,200,000港元。

於報告期內，毛利率由二零一九年上半年的31.1%微減至30.8%。

Administrative and Other Operating Expenses

Administrative and other operating expenses decreased by approximately HK\$7.9 million from approximately HK\$28.0 million for HY2019 to approximately HK\$20.2 million for the Reporting Period. The decrease was primarily due to (i) a decrease of approximately HK\$2.1 million in staff cost, including directors' remuneration, (ii) a decrease of approximately HK\$2.5 million in provision for impairment loss on trade receivables during the Reporting Period, (iii) a decrease of approximately HK\$1.0 million in impairment loss on other receivables and written-off of inventories for the Agriculture Business and (iv) a decrease of approximately HK\$0.3 million in research expenses for prefabricated precast construction.

Loss Attributable to Owners of the Company

As a result of the foregoing, net loss attributable to the owners of the Company decreased by approximately HK\$6.7 million from approximately HK\$14.7 million for HY2019 to approximately HK\$8.0 million for the Reporting Period.

Liquidity, Financial Resources, and Capital Structure

As at 30 June 2020, the Group's current assets amounted to approximately HK\$112.2 million, of which approximately HK\$31.1 million was bank and cash balances, and approximately HK\$74.5 million were trade and other receivables. Current liabilities were approximately HK\$83.8 million, of which approximately HK\$15.9 million were trade and other payables and approximately HK\$64.3 million were interest-bearing borrowings. The Group's net current assets were approximately HK\$28.4 million as at 30 June 2020. The gearing ratio of the Group as at 30 June 2020 (defined as total borrowings including interest bearing and non-interest bearing, divided by the Group's total equity) was approximately 1.42 as compared to approximately 0.84 as at 31 December 2019.

行政及其他營運開支

行政及其他營運開支由二零一九年上半年約28,000,000港元減少約7,900,000港元至報告期的約20,200,000港元。該減少主要因為(i)員工成本(包括董事酬金)減少約2,100,000港元、(ii)報告期內貿易應收款項的減值虧損撥備減少約2,500,000港元、(iii)農業業務的其他應收款項減值虧損及存貨撇銷減少約1,000,000港元及(iv)裝配式建築研究支出減少約300,000港元所致。

本公司擁有人應佔虧損

由於上述原因，本公司擁有人應佔虧損淨額由二零一九年上半年約14,700,000港元減少約6,700,000港元至報告期的約8,000,000港元。

流動資金、財務資源及資本架構

於二零二零年六月三十日，本集團的流動資產約為112,200,000港元，其中約31,100,000港元為銀行及現金結餘及約74,500,000港元為貿易及其他應收款項。流動負債約為83,800,000港元，其中約15,900,000港元為貿易及其他應付款項及約64,300,000港元為計息借貸。於二零二零年六月三十日，本集團的流動資產淨值約為28,400,000港元。於二零二零年六月三十日，本集團的資產負債比率(按借貸總額(包括計息及不計息)除以本集團總權益計算)約為1.42，而於二零一九年十二月三十一日約為0.84。

Treasury Policy

The Group adopted a prudent financial management approach towards its treasury policies and maintained a healthy liquidity position throughout the Reporting Period. The Group strove to reduce exposure to credit risk by performing ongoing credit assessments and evaluations of the financial status of its customers. To manage liquidity risk, the Board closely monitored from time to time the Group's liquidity position to ensure that the liquidity structure of the Group's assets, liabilities and other commitments can meet its funding requirements.

Foreign Currency Risk

The Group principally operates its businesses in Hong Kong and the PRC. Most of the operating transactions, revenue, expenses, monetary assets and liabilities were denominated in HK dollar. The Group has certain subsidiaries operating in the PRC, in which most of their transactions, including revenue, expenses and other financing activities, are denominated in Chinese Renminbi. As such, our Directors were of the view that the Group is not exposed to any significant foreign exchange transaction risk in relation to these currencies and had not entered into any foreign exchange contract as hedging measures against these currencies.

Debts and Charge on Assets

As at 30 June 2020, the borrowings of the Group amounted to approximately HK\$64.3 million (31 December 2019: approximately HK\$45.8 million). The annual interest rate of the borrowings ranged from 7.5% to 10.0% per annum. All of the borrowings are unsecured and matures within one year. It was accounted for as current liabilities of the Group. All of the above were denominated in HK Dollars.

庫務政策

本集團對其庫務政策採取審慎的財務管理方針，在整個報告期內維持穩健的流動資金狀況。本集團致力透過進行持續的信貸評估及評估其客戶的財務狀況以降低信貸風險。為管理流動資金風險，董事會不時密切監視本集團的流動資金狀況，以確保本集團資產、負債及其他承擔的流動資金架構可符合其資金需求。

外匯風險

本集團主要在香港及中國經營業務。其大部分經營交易、收益、開支、貨幣資產及負債均以港元計值。本集團有若干附屬公司於中國營運，大部分交易(包括收入、開支及其他融資活動)以人民幣計值。因此，董事認為，本集團並未就該等外幣承受重大外匯交易風險，亦無就該等外幣訂立任何外匯合約作為對沖措施。

債務及資產抵押

於二零二零年六月三十日，本集團借貸總額約為64,300,000港元(二零一九年十二月三十一日：約45,800,000港元)。借貸的年利率為7.5%至10.0%不等。所有借貸為無抵押及於一年內到期。借貸入賬列作本集團的流動負債。上述所有借貸均以港元計值。

Employee and Remuneration Policies

As at 30 June 2020, the Group employed 104 staff. The total staff costs (including directors' emoluments) for the Reporting Period amounted to approximately HK\$15.2 million (HY2019: approximately HK\$17.8 million).

The salary and benefits of the employees of the Group were competitive. This is very important as the construction industry had been experiencing labour shortage in general. Individual performance of our employees was awarded through the Group's salary and bonus system. In addition, the Group provided adequate job training to employees in order to equip them with practical knowledge and skills for tackling challenges encountered in diverse work sites.

Commitments and Contingent Liability

The Group did not have material capital commitments and contingent liabilities as at 30 June 2020 (31 December 2019: Nil).

僱員及薪酬政策

於二零二零年六月三十日，本集團共有104名員工。報告期內員工成本總額(包括董事酬金)約為15,200,000港元(二零一九年上半年：約17,800,000港元)。

本集團僱員的薪金及福利均具競爭力，而由於建築行業整體上一直面臨勞工短缺，故此具競爭力的薪金及福利水平十分重要。僱員根據個人表現透過本集團薪金及花紅制度獲得回報。此外，本集團為僱員提供足夠在職培訓，以便讓僱員備有實用知識及技能，處理不同工作場所遭遇的挑戰。

承擔及或然負債

於二零二零年六月三十日，本集團並無重大資本承擔及或然負債(二零一九年十二月三十一日：無)。

DISCLOSURE OF INTERESTS

權益披露

A. Directors' and Chief Executives' Interests and Short Positions in Shares, Underlying Shares and Debentures of the Company and its Associated Corporation

A. 董事及主要行政人員於本公司及其相聯法團股份、相關股份及債權證的權益及淡倉

As at 30 June 2020, interests or short positions of the Directors, chief executives of the Company in the shares (the "Shares"), underlying Shares and debentures of the Company or any of its associated corporation (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the "SFO")) which were required (i) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO), or (ii) pursuant to Section 352 of the SFO, to be entered in the register referred to therein, or (iii) pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules, to be notified to the Company and the Stock Exchange, were as follows:

於二零二零年六月三十日，董事、本公司主要行政人員於本公司或其任何相聯法團（定義見香港法例第571章證券及期貨條例（「證券及期貨條例」）第XV部）的股份（「股份」）、相關股份及債權證中擁有須(i)根據證券及期貨條例第XV部第7及8分部知會本公司及聯交所的權益或淡倉（包括根據證券及期貨條例有關條文彼等被當作或視作擁有的權益及淡倉），或(ii)根據證券及期貨條例第352條登記於該條例所述登記冊的權益或淡倉，或(iii)根據GEM上市規則第5.46至5.67條知會本公司及聯交所的權益或淡倉如下：

(i) Long Position in the Shares and underlying Shares

(i) 於股份及相關股份的好倉

Name of Directors	Capacity/Nature	Number of Shares and underlying Shares held/interested in	Approximate percentage of shareholding
董事姓名	身份／性質	所持有／擁有權益的股份及相關股份數目	概約持股百分比
Zhou Jin	Beneficial owner 實益擁有人	284,500,000	28.15%

(ii) *Interests in debentures of the Company*

(ii) 於本公司債權證的權益

Name of Chief Executive	Capacity/ Nature of interest	Type/Class of debentures	Amount of Bonds held/interest in 所持有/擁有權益的 債券金額
主要行政人員姓名	身份/權益性質	債權證類型/類別	
Lai Xiaoliang 賴曉亮	Beneficial owner 實益擁有人	Fixed rate bond (Note) 固定利率債券 (附註)	HK\$5,800,000 5,800,000港元

Note: the fixed rate bonds are freely transferrable and not convertible to the Shares of the Company

附註：該固定利率債券可予自由轉讓，不可轉換為本公司股份

(iii) *Short positions*

(iii) 淡倉

As at 30 June 2020, none of the Directors or chief executive nor their associates had any short positions in any Shares, underlying Shares or debentures of the Company or any of its associated corporations.

於二零二零年六月三十日，概無董事或主要行政人員或彼等的聯繫人於本公司或其任何相聯法團的股份、相關股份或債權證中擁有任何淡倉。

B. Substantial Shareholders' and Other Persons' Interests and Short Positions in the Shares and Underlying Shares

B. 主要股東及其他人士於股份及相關股份的權益及淡倉

Save as disclosed below, as at 30 June 2020 and so far as is known to the Directors, no person other than certain Directors or chief executive of the Company had any interests or short positions in the Shares and underlying shares of the Company which were required to be recorded in the register of substantial shareholders maintained by the Company pursuant to Section 336 of the SFO, or which would fall to be disclosed to the Company under Divisions 2 and 3 of Part XV of the SFO or who were directly or indirectly interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any member of the Group.

除下文所披露者外，於二零二零年六月三十日及據董事所知悉，概無人士(本公司若干董事或主要行政人員除外)於本公司股份及相關股份中擁有須根據證券及期貨條例第336條於本公司存置的主要股東名冊記錄的任何權益或淡倉，或擁有須根據證券及期貨條例第XV部第2及3分部向本公司披露的任何權益或淡倉，或直接或間接持有附有權利可於任何情況下於本集團任何成員公司股東大會上投票的任何類別股本面值10%或以上的權益。

Name of Shareholder	Capacity/ Nature of interest	Number of Shares held/ interested in 所持有／擁有 權益的股份數目	Long/Short position 好／淡倉	Approximate percentage of shareholding 概約持股 百分比
Huang Cheng 黃成	Beneficial owner 實益擁有人	188,620,000	Long 好倉	18.66%
Zhu Zhou 朱洲	Beneficial owner 實益擁有人	129,000,000	Long 好倉	12.76%

COMPETING INTERESTS

Having made specific enquiry to all Directors, all of them have confirmed that neither themselves nor their respective close associates (as defined in the GEM Listing Rules) held any position or had interest in any businesses or companies that were or might be competing with the business of the Group, or gave rise to any concern regarding conflict of interests during the Reporting Period.

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

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities during the Reporting Period.

CORPORATE GOVERNANCE CODE

The Corporate Governance Code ("the Code") in Appendix 15 to the GEM Listing Rules sets out the principles of good corporate governance, code provisions and recommended best practices. Issuers are expected to comply with the code provisions or devise their own code on corporate governance on the terms they consider appropriate provided that considered reasons are given. Throughout the Reporting Period, the Company had complied with the applicable code provisions of the Code.

競爭權益

經向全體董事作出特定查詢後，彼等均已確認，於報告期內彼等或彼等各自的緊密聯繫人(定義見GEM上市規則)並無於與本集團業務構成或可能構成競爭的任何業務或公司出任任何職務或於當中擁有權益，或產生任何有關利益衝突的疑慮。

購買、出售或贖回本公司的上市證券

於報告期內，本公司及其任何附屬公司概無已購買、出售或贖回本公司的任何上市證券。

企業管治守則

GEM上市規則附錄15內的企業管治守則(「守則」)載列良好企業管治的原則、守則條文及建議最佳常規。發行人預期須遵守守則條文或在企業管治上按彼等認為合適的條款設立其自身的守則，惟須作出合理解析。於報告期內，本公司一直遵守守則的適用守則條文。

CODE OF CONDUCT REGARDING SECURITIES TRANSACTIONS BY DIRECTORS

The Group had adopted the required standards of dealings set out in Rules 5.48 to 5.67 of the GEM Listing Rules as the code of conduct for securities transactions by the Directors in respect of the Shares (the “Code of Conduct”). Having made specific enquiries with the Directors, all Directors have confirmed that they complied with the required standards set out in the Code of Conduct during the Reporting Period.

DIVIDEND

The Board does not recommend payment of interim dividend to shareholders of the Company for the Reporting Period (six months ended 30 June 2020: Nil).

SHARE OPTION SCHEME

The Company has conditionally adopted the Share Option Scheme on 2 August 2014. The Share Option Scheme will be valid and effective for a period of 10 years from the date of adoption. The terms of the Share Option Scheme are in accordance with the provisions of Chapter 23 of the GEM Listing Rules.

有關董事進行證券交易的行為守則

本集團已採納GEM上市規則第5.48條至第5.67條載列的買賣規定準則，作為董事就股份進行證券交易的行為守則（「行為守則」）。經向董事作出特定查詢後，全體董事已確認彼等於報告期內一直遵守行為守則載列的規定準則。

股息

董事會不建議就報告期向本公司股東派付中期股息（截至二零二零年六月三十日止六個月：無）。

購股權計劃

本公司已於二零一四年八月二日有條件地採納購股權計劃。購股權計劃將自採納日期起計十年期內有效及生效。購股權計劃的條款根據GEM上市規則第23章的條文制定。

Particulars of the outstanding and movement of share options under the Share Option Scheme during the Reporting Period are as follows:

於報告期內，購股權計劃項下購股權的發行及變動詳情如下：

Grantee 承授人	Date of grant 授出日期	Number of Share Options 購股權數目				As at 30 June 2020 於二零二零年 六月三十日	Exercise Period 行使期	Exercise price per share 每股行使價
		As at 1 January 2020 於二零二零年 一月一日	Granted during the Reporting Period 於報告期 內授出	Exercised/ Lapsed during the Reporting Period 於報告期內 已行使/失效				
Former Directors 前任董事	14 June 2016 二零一六年 六月十四日	6,200,000	—	—	6,200,000	15 June 2016 to 14 June 2026 二零一六年 六月十五日至 二零二六年 六月十四日	HK\$0.830 0.830港元	
	19 June 2018 二零一八年 六月十九日	10,106,050	—	(10,106,050)	—	20 June 2018 to 19 June 2020 二零一八年 六月二十日至 二零二零年 六月十九日	HK\$0.628 0.628港元	
		<u>16,306,050</u>	<u>—</u>	<u>(10,106,050)</u>	<u>6,200,000</u>			

During the Reporting Period, the total number of share options lapsed was 10,106,050 and none of share options were granted, exercised and cancelled.

於報告期內，已失效購股權總數為10,106,050份，並無購股權獲授出、行使及註銷。

AUDIT COMMITTEE

The Company established an audit committee on 2 August 2014 (the “Audit Committee”) with its written terms of reference in compliance with paragraphs C.3.3 and C.3.7 of the Code. The primary duties of the Audit Committee are to review and supervise the Group’s financial reporting process and internal control system, nominate and monitor external auditors and to provide advice and comments to the Board on matters related to corporate governance. As at the date of this report, the Audit Committee consists of three members, namely, Mr. Li Kar Fai, Peter (chairman of Audit Committee), Mr. Chan Chi Pan and Mr. Cao Hongmin.

The Audit Committee has reviewed this report and the unaudited consolidated financial statements of the Group for the Reporting Period.

By order of the Board
Glory Flame Holdings Limited
Liu Yingjie
Chairman

Hong Kong, 10 August 2020

As at the date of this report, the executive Directors are Mr. Liu Yingjie and Ms. Zhou Jin; and the independent non-executive Directors are Mr. Cao Hongmin, Mr. Chan Chi Pan and Mr. Li Kar Fai, Peter.

審核委員會

本公司於二零一四年八月二日成立審核委員會(「審核委員會」)，並根據守則第C.3.3段及第C.3.7段制定其書面職權範圍。審核委員會的主要職責是檢討及監察本集團的財務申報程序及內部監控系統、提名及監察外聘核數師，並就企業管治相關事宜向董事會提供意見及建議。於本報告日期，審核委員會由三名成員組成，即李嘉輝先生(審核委員會主席)、陳志斌先生及曹洪民先生。

審核委員會已審閱本報告及本集團於報告期的未經審核綜合財務報表。

承董事會命
朝威控股有限公司
主席
劉英杰

香港，二零二零年八月十日

於本報告日期，執行董事為劉英杰先生及Zhou Jin女士；以及獨立非執行董事為曹洪民先生、陳志斌先生及李嘉輝先生。



Glory Flame Holdings Limited
朝威控股有限公司

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