

Interim Report 2020

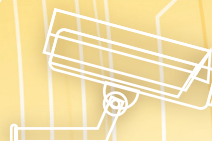
中期報告

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KaShui¹⁹⁸⁰

Ka Shui International Holdings Limited
嘉瑞國際控股有限公司

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：822

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CORPORATE INFORMATION

公司資料

DIRECTORS

Executive Directors

Mr. Lee Yuen Fat (*Chairman*)
Mr. Wong Wing Chuen (*Vice Chairman*)
Ms. Chan So Wah

Independent Non-Executive Directors

Professor Sun Kai Lit, Cliff *BBS, JP*
Ir Dr. Lo Wai Kwok *SBS, MH, JP*
Mr. Andrew Look
Mr. Kong Kai Chuen, Frankie
(formerly known as Kong To Yeung, Frankie)

CHIEF EXECUTIVE OFFICER

Mr. Leung King Kwok, Godfrey *SBS*

AUTHORISED REPRESENTATIVES

Mr. Lee Yuen Fat
Ms. Yam Suk Yee, Celia

COMPANY SECRETARY

Ms. Yam Suk Yee, Celia

AUDIT COMMITTEE

Mr. Kong Kai Chuen, Frankie (*Chairman*)
(formerly known as Kong To Yeung, Frankie)
Professor Sun Kai Lit, Cliff *BBS, JP*
Ir Dr. Lo Wai Kwok *SBS, MH, JP*
Mr. Andrew Look

NOMINATION COMMITTEE

Professor Sun Kai Lit, Cliff *BBS, JP* (*Chairman*)
Ir Dr. Lo Wai Kwok *SBS, MH, JP*
Mr. Andrew Look
Mr. Kong Kai Chuen, Frankie
(formerly known as Kong To Yeung, Frankie)

REMUNERATION COMMITTEE

Professor Sun Kai Lit, Cliff *BBS, JP* (*Chairman*)
Ir Dr. Lo Wai Kwok *SBS, MH, JP*
Mr. Andrew Look
Mr. Kong Kai Chuen, Frankie
(formerly known as Kong To Yeung, Frankie)

董事

執行董事

李遠發先生 (*主席*)
黃永銓先生 (*副主席*)
陳素華女士

獨立非執行董事

孫啟烈教授 *BBS, JP*
盧偉國博士 *SBS, MH, JP*
陸東先生
江啟銓先生
(前稱江道揚)

行政總裁

梁敬國先生 *SBS*

授權代表

李遠發先生
任淑儀小姐

公司秘書

任淑儀小姐

審核委員會

江啟銓先生 (*主席*)
(前稱江道揚)
孫啟烈教授 *BBS, JP*
盧偉國博士 *SBS, MH, JP*
陸東先生

提名委員會

孫啟烈教授 *BBS, JP* (*主席*)
盧偉國博士 *SBS, MH, JP*
陸東先生
江啟銓先生
(前稱江道揚)

薪酬委員會

孫啟烈教授 *BBS, JP* (*主席*)
盧偉國博士 *SBS, MH, JP*
陸東先生
江啟銓先生
(前稱江道揚)

CORPORATE INFORMATION (CONTINUED) 公司資料(續)

REGISTERED OFFICE

PO Box 1350, Clifton House
75 Fort Street, Grand Cayman KY1-1108
Cayman Islands

註冊辦事處

PO Box 1350, Clifton House
75 Fort Street, Grand Cayman KY1-1108
Cayman Islands

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Room A, 29/F, Tower B, Billion Centre
1 Wang Kwong Road, Kowloon Bay
Kowloon, Hong Kong

香港主要營業地點

香港九龍
九龍灣宏光道一號
億京中心B座29樓A室

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

SMP Partners (Cayman) Limited
Royal Bank House, 3rd Floor
24 Shedden Road, P.O. Box 1586
Grand Cayman, KY1-1110
Cayman Islands

主要股份過戶登記處

SMP Partners (Cayman) Limited
Royal Bank House, 3rd Floor
24 Shedden Road, P.O. Box 1586
Grand Cayman, KY1-1110
Cayman Islands

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Computershare Hong Kong Investor Services Limited
17M Floor, Hopewell Centre
183 Queen's Road East, Hong Kong

香港股份過戶登記分處

香港中央證券登記有限公司
香港皇后大道東183號
合和中心17M樓

AUDITOR

RSM Hong Kong

核數師

羅申美會計師事務所

PRINCIPAL BANKERS

The Hongkong and Shanghai Banking Corporation Limited
Standard Chartered Bank (Hong Kong) Limited
Bank of China (Hong Kong) Limited
Chong Hing Bank Limited

主要往來銀行

香港上海匯豐銀行有限公司
渣打銀行(香港)有限公司
中國銀行(香港)有限公司
創興銀行有限公司

WEBSITE

www.kashui.com

網址

www.kashui.com

KEY INFORMATION FOR SHAREHOLDERS

股東主要資料

FINANCIAL CALENDAR

Announcement of 2020 Interim Results
24 August 2020

Ex-dividend Date for 2020 Interim Dividend
7 September 2020

2020 Interim Dividend Payment Date
18 September 2020

STOCK CODE

822

BOARD LOT

2,000 Shares

INVESTOR RELATIONS

Ms. Yam Suk Yee, Celia
Company Secretary
Ka Shui International Holdings Limited
Room A, 29/F, Tower B, Billion Centre
1 Wang Kwong Road, Kowloon Bay
Kowloon, Hong Kong
Tel: (852) 3759 8900
Fax: (852) 2412 1743
Email: celia.yam@kashui.com

財務日誌

二零二零年中期業績公佈
二零二零年八月二十四日

二零二零年中期股息除淨日期
二零二零年九月七日

二零二零年中期股息派發日期
二零二零年九月十八日

股份編號

822

每手股數

2,000股

投資者關係

任淑儀小姐
公司秘書
嘉瑞國際控股有限公司
香港九龍
九龍灣宏光道一號
億京中心B座29樓A室
電話：(852) 3759 8900
傳真：(852) 2412 1743
電郵： celia.yam@kashui.com

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS

簡明綜合損益表

For the six months ended 30 June 2020 截至二零二零年六月三十日止六個月

The board (the “Board”) of directors (the “Directors”) of Ka Shui International Holdings Limited (the “Company”) is pleased to announce the unaudited interim financial results of the Company and its subsidiaries (collectively the “Group”) for the six months ended 30 June 2020, together with the comparative figures for the corresponding period in 2019.

嘉瑞國際控股有限公司(「本公司»)董事(「董事»)董事會(「董事會»)欣然宣佈本公司及其附屬公司(統稱為「本集團»)截至二零二零年六月三十日止六個月之未經審核中期財務業績，連同二零一九年同期之比較數字。

		For the six months ended 30 June 截至六月三十日止六個月		
		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)	
	Note 附註			
Revenue	收入	5	616,265	712,507
Cost of sales	銷售成本		(445,776)	(571,617)
Gross profit	毛利		170,489	140,890
Other income	其他收入	6	13,863	9,050
Reversal of impairment losses on trade receivables	貿易應收款項減值虧損回撥		—	8
Selling and distribution expenses	銷售及分銷開支		(12,723)	(15,048)
General and administrative expenses	一般及行政開支		(105,529)	(109,266)
Other operating expenses and income	其他營運開支及收入		3,505	3,476
Profit from operations	經營溢利		69,605	29,110
Finance costs	融資成本	7	(4,371)	(6,280)
Share of losses of associates	攤分聯營公司損失		(513)	(435)
Profit before tax	除稅前溢利		64,721	22,395
Income tax expense	所得稅開支	8	(13,903)	(8,138)
Profit for the period	期內溢利	9	50,818	14,257
Attributable to:	以下人士應佔權益：			
Owners of the Company	本公司權益持有人		51,026	14,480
Non-controlling interests	非控股權益		(208)	(223)
			50,818	14,257
Earnings per share	每股盈利			
— Basic (HK cents)	— 基本(港仙)	11(a)	5.71	1.62
— Diluted (HK cents)	— 攤薄(港仙)	11(b)	n/a	n/a

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

簡明綜合損益表及其他全面收益表

For the six months ended 30 June 2020 截至二零二零年六月三十日止六個月

For the six months ended 30 June
截至六月三十日止六個月

		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)
Profit for the period	期內溢利	50,818	14,257
Other comprehensive income:	其他全面收益：		
<i>Item that will be reclassified to profit or loss:</i>	<i>將會重新分類至損益之項目：</i>		
Exchange differences on translating foreign operations	換算海外業務產生之匯兌差額	(14,114)	4,974
Other comprehensive income for the period, net of tax	期內除稅後其他全面收益	(14,114)	4,974
Total comprehensive income for the period	期內全面收益總額	36,704	19,231
Attributable to:	以下人士應佔權益：		
Owners of the Company	本公司權益持有人	37,220	19,346
Non-controlling interests	非控股權益	(516)	(115)
		36,704	19,231

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

簡明綜合財務狀況表

As at 30 June 2020 於二零二零年六月三十日

			As 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)	As 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)
Non-current assets	非流動資產			
Property, plant and equipment	物業、機器及設備	12	486,767	504,054
Right-of-use assets	使用權資產	13	215,867	224,525
Club membership	會所會籍		718	718
Investments in associates	於聯營公司之投資		8,273	8,953
Financial assets at fair value through other comprehensive income ("FVTOCI")	按公平值計入其他全面收益之金融資產	14	—	—
Deposits paid for acquisition of property, plant and equipment	預付購買物業、機器及設備之按金		6,990	7,894
Deferred tax assets	遞延稅項資產		146	149
			718,761	746,293
Current assets	流動資產			
Inventories	存貨		172,886	215,957
Right of return assets	退回資產之權利		111	111
Trade receivables	貿易應收款項	15	309,441	340,524
Contract assets	合約資產		13,086	17,731
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項		46,395	47,407
Due from associates	應收聯營公司之款項		428	16
Current tax assets	即期稅項資產		4,078	3,260
Restricted bank balances	有限制銀行存款		1,801	1,835
Bank and cash balances	銀行及現金結餘		293,583	262,252
			841,809	889,093

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION (CONTINUED)

簡明綜合財務狀況表(續)

As at 30 June 2020 於二零二零年六月三十日

		Note	As 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)	As 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)
		附註		
Current liabilities	流動負債			
Trade payables	貿易應付款項	16	152,995	209,014
Contract liabilities	合約負債		8,217	1,005
Refund liabilities	退款負債		241	241
Lease liabilities	租賃負債		4,909	5,681
Other payables and accruals	其他應付款項及 應計費用		79,216	82,572
Due to associates	應付聯營公司款項		1,292	1,305
Bank borrowings	銀行借款	17	132,143	201,532
Current tax liabilities	即期稅項負債		26,056	35,807
			405,069	537,157
Net current assets	流動資產淨值		436,740	351,936
Total assets less current liabilities	資產總值減流動負債		1,155,501	1,098,229
Non-current liabilities	非流動負債			
Bank borrowings	銀行借款	17	90,027	57,514
Lease liabilities	租賃負債		3,775	5,908
Deferred tax liabilities	遞延稅項負債		34,915	26,852
			128,717	90,274
NET ASSETS	資產淨值		1,026,784	1,007,955
Capital and reserves	資本及儲備			
Share capital	股本	18	89,376	89,376
Reserves	儲備		922,560	903,215
Equity attributable to owners of the Company	本公司權益持有人 應佔權益		1,011,936	992,591
Non-controlling interests	非控股權益		14,848	15,364
TOTAL EQUITY	權益總額		1,026,784	1,007,955

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

簡明綜合權益變動表

For the six months ended 30 June 2020 截至二零二零年六月三十日止六個月

		(Unaudited) (未經審核)												
		Attributable to owners of the Company 本公司權益持有人應佔權益												
		Share capital	Share premium	Retained earnings	Capital reserve	Merger reserve	Foreign currency translation reserve	Share option reserve	Statutory reserve	Revaluation reserve	FVTOCI reserve	Total	Non-controlling interest	Total equity
		股本	股份溢價	保留盈利	資本儲備	合併儲備	匯兌儲備	購股權儲備	法定儲備	重估儲備	按公平值計入其他全面收益儲備	總額	非控股權益	權益總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'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	千港元	千港元	千港元
At 1 January 2019	於二零一九年一月一日	89,376	204,650	551,482	8,701	(9,931)	(37,503)	—	58	141,727	(8,303)	940,257	17,603	957,860
Total comprehensive income for the period	期內全面收益總額	—	—	14,480	—	—	4,866	—	—	—	—	19,346	(115)	19,231
Final dividends paid (Note 10)	已付末期股息(附註 10)	—	—	(31,282)	—	—	—	—	—	—	—	(31,282)	—	(31,282)
At 30 June 2019	於二零一九年六月三十日	89,376	204,650	534,680	8,701	(9,931)	(32,637)	—	58	141,727	(8,303)	928,321	17,488	945,809
At 1 January 2020	於二零二零年一月一日	89,376	204,650	608,905	8,701	(9,931)	(50,157)	—	58	149,292	(8,303)	992,591	15,364	1,007,955
Total comprehensive income for the period	期內全面收益總額	—	—	51,026	—	—	(13,806)	—	—	—	—	37,220	(516)	36,704
Final dividends paid (Note 10)	已付末期股息(附註 10)	—	—	(17,875)	—	—	—	—	—	—	—	(17,875)	—	(17,875)
At 30 June 2020	於二零二零年六月三十日	89,376	204,650	642,056	8,701	(9,931)	(63,963)	—	58	149,292	(8,303)	1,011,936	14,848	1,026,784

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

簡明綜合現金流量表

For the six months ended 30 June 2020 截至二零二零年六月三十日止六個月

For the six months ended 30 June
截至六月三十日止六個月

		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)
Net cash generated from operating activities	經營業務所得現金淨額	119,264	73,138
Purchase of property, plant and equipment and deposits paid for acquisition of property, plant and equipment	購買物業、機器及設備及預付購買物業、機器及設備之按金	(28,913)	(13,394)
Proceeds from disposal of property, plant and equipment	出售物業、機器及設備	413	—
Other investing activities	其他投資活動	210	224
Net cash used in investing activities	投資活動所耗現金淨額	(28,290)	(13,170)
Net bank loans repaid	償還銀行貸款淨額	(36,472)	(70,814)
Repayment of amount due to an associate	償還應付聯營公司款項	(416)	(2,570)
Dividends paid	已付股息	(17,856)	(31,282)
Principal elements of lease payments	租賃款項之主要條款	(2,823)	(2,047)
Net cash used in financing activities	融資活動所耗現金淨額	(57,567)	(106,713)
Net increase/(decrease) in cash and cash equivalents	現金及等同現金項目增加／(減少)淨額	33,407	(46,745)
Cash and cash equivalents at beginning of period	於期初的現金及等同現金項目	262,252	250,606
Effect of foreign exchange rate change	匯率變動影響	(2,076)	(84)
Cash and cash equivalents at end of period	於期末的現金及等同現金項目	293,583	203,777
Analysis of cash and cash equivalents	現金及等同現金項目分析		
Bank and cash balances	銀行及現金結餘	293,583	203,777

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

For the six months ended 30 June 2020 截至二零二零年六月三十日止六個月

1. CORPORATE INFORMATION

The Group is principally engaged in the manufacturing and sales of zinc, magnesium and aluminium alloy die casting and plastic injection products and components, trading of lighting products and home appliances, and provision of motor vehicle repairing services.

The Company was incorporated in the Cayman Islands as an exempted company with limited liability under the Companies Law of the Cayman Islands on 7 January 2005.

2. BASIS OF PREPARATION

These condensed consolidated financial statements have been prepared in accordance with Hong Kong Accounting Standard 34 “Interim Financial Reporting” issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”) and the applicable disclosures required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

These condensed consolidated financial statements should be read in conjunction with the 2019 annual consolidated financial statements. The accounting policies (including the significant judgements made by management in applying the Group’s accounting policies and the key sources of estimation uncertainty) and methods of computation used in the preparation of these condensed consolidated financial statements are consistent with those used in the Group’s annual consolidated financial statements for the year ended 31 December 2019.

1. 公司資料

本集團以生產及銷售鋅、鎂、鋁合金壓鑄、塑膠注塑產品及零部件、照明產品和家居器具貿易及提供汽車維修服務為主。

本公司根據開曼群島公司法於二零零五年一月七日在開曼群島註冊成立為受豁免有限公司。

2. 編製基準

此等簡明綜合財務報表乃按照香港會計師公會（「香港會計師公會」）頒佈的香港會計準則第34號「中期財務報告」及香港聯合交易所有限公司證券上市規則之適用披露規定編撰。

此等簡明綜合財務報表應與二零一九年綜合財務報表一併閱覽。編製此等簡明綜合財務報表所使用的會計政策（包括管理層就應用本集團之會計政策及主要估計所作出之重大判斷）及計算方法，與編製本集團截至二零一九年十二月三十一日止年度之全年綜合財務報表時相同。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

簡明綜合財務報表附註(續)

For the six months ended 30 June 2020 截至二零二零年六月三十日止六個月

3. ADOPTION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS

In the current period, the Group has adopted all the new and revised Hong Kong Financial Reporting Standards (“HKFRSs”) issued by the HKICPA that are relevant to its operations and effective for its accounting year beginning on 1 January 2020. HKFRSs comprise Hong Kong Financial Reporting Standards (“HKFRS”); Hong Kong Accounting Standards (“HKAS”); and Interpretations. The Group has not early adopted any other standard, interpretation or amendment that has been issued but is not yet effective.

The accounting policies applied in these financial statements are the same as those applied in the Group’s consolidated financial statements as at and for the year ended 31 December 2019. A number of new or amended standards are effective from 1 January 2020 but they do not have a material effect on the Group’s consolidated financial statements.

4. SEGMENT INFORMATION

For management purposes, the Group’s operation is currently categorised into seven (2019: six) operating divisions — zinc, magnesium, aluminium alloy die casting, plastic injection products and components, trading of lighting products and home appliances, and provision of motor vehicle repairing services. These divisions are the basis of the Group’s five reportable segments. The Group’s reportable segments are strategic business units that offer different products. They are managed separately because each business requires different technology and different cost measurement.

3. 採納新訂及經修訂香港財務報告準則

於本期間，本集團已採納適用於其營運、由香港會計師公會所頒佈並自二零二零年一月一日開始的會計年度生效的所有新訂及經修訂香港財務報告準則（「香港財務報告準則」）。香港財務報告準則包括香港財務報告準則（「香港財務報告準則」）、香港會計準則（「香港會計準則」）及詮釋。本集團尚未提早採納已發佈但尚未生效的任何其他準則、詮釋或修訂。

於財務報表中採用的會計政策與本集團截至二零一九年十二月三十一日止年度之合併財務報表中應用的會計政策相同。若干新訂及經修訂準則自二零二零年一月一日起生效，但對本集團的綜合財務報表並無重大影響。

4. 分部資料

為方便管理，本集團現時業務分為七個（二零一九年：六個）營運部門 — 鋅、鎂、鋁合金壓鑄、塑膠注塑產品和零部件、照明產品和家居器具貿易及提供汽車維修服務為主。該等部門為本集團之呈報五個分部資料的基準。本集團之呈報分部為提供不同產品的策略業務單位。由於有關業務需要不同技術及有不同成本計量方式，故該等分部乃獨立管理。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

簡明綜合財務報表附註(續)

For the six months ended 30 June 2020 截至二零二零年六月三十日止六個月

4. SEGMENT INFORMATION (Continued)

The Group's "Others" operating segment include trading of lighting products and home appliances, and provision of motor vehicle repairing services. None of these operating divisions meet any of the quantitative thresholds for determining reportable segments. The information of these operating divisions is included in the "Others" column.

Segment profits or losses do not include interest income, share of losses of associates, corporate expenses, finance costs and income tax expense.

An analysis of the Group's revenue and results for the period by reportable segments is as follows:

4. 分部資料(續)

本集團的「其他」經營分部包括照明產品和家居器具的貿易及提供汽車維修服務。此等營運部門均未達到決定可呈報分部的任何量化門檻。此等營運部門的資料載於「其他」一欄。

分部溢利或虧損不包括利息收入、攤分聯營公司損失、企業開支、融資成本及所得稅開支。

本集團在期內按呈報分部分類的收入及業績分析如下：

		Magnesium		Aluminium	Plastic	Others	Consolidated
		Zinc alloy die casting	alloy die casting	alloy die casting			
		鋅合金壓鑄	鎂合金壓鑄	鋁合金壓鑄	塑膠注塑	其他	綜合總數
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
		(unaudited)	(unaudited)	(unaudited)	(unaudited)	(unaudited)	(unaudited)
		(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(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						
Revenue from external customers	來自外來客戶的收入	47,986	210,027	48,796	286,170	23,286	616,265
Segment profit	分部溢利	1,668	28,311	2,994	39,753	205	72,931

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

簡明綜合財務報表附註(續)

For the six months ended 30 June 2020 截至二零二零年六月三十日止六個月

4. SEGMENT INFORMATION (Continued)

4. 分部資料(續)

		Magnesium Zinc alloy die casting 鋅合金壓鑄 HK\$'000 千港元 (unaudited) (未經審核)	Aluminium alloy die casting 鋁合金壓鑄 HK\$'000 千港元 (unaudited) (未經審核)	Aluminium alloy die casting 鋁合金壓鑄 HK\$'000 千港元 (unaudited) (未經審核)	Plastic injection 塑膠注塑 HK\$'000 千港元 (unaudited) (未經審核)	Others 其他 HK\$'000 千港元 (unaudited) (未經審核)	Consolidated 綜合總數 HK\$'000 千港元 (unaudited) (未經審核)
For the 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	來自外來客戶的 收入	70,805	232,091	71,018	312,938	25,655	712,507
Segment profit	分部溢利	1,664	8,586	2,041	17,697	3,687	33,675

Reconciliation of reportable segment profit or loss:

呈報分部溢利或虧損之對賬：

		For the six months ended 30 June 截至六月三十日止六個月	
		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)
Total profit of reportable segments	呈報分部總溢利	72,931	33,675
Unallocated amounts:	不分類數目：		
Interest income	利息收入	447	224
Share of losses of associates	攤分聯營公司損失	(513)	(435)
Finance costs	融資成本	(4,371)	(6,280)
Corporate expenses	企業開支	(3,773)	(4,789)
Income tax expense	所得稅開支	(13,903)	(8,138)
Consolidated profit for the period	期內綜合溢利	50,818	14,257

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

簡明綜合財務報表附註(續)

For the six months ended 30 June 2020 截至二零二零年六月三十日止六個月

5. REVENUE

The Group is principally engaged in the manufacture and sale of zinc, magnesium and aluminium alloy die casting and plastic injection products and components that are original equipment manufacturing products (“OEM Products”) which have no alternative use to the Group. The Group also sells lighting products and home appliances which have alternative use to the Group. The Group’s revenue is derived from contracts with customers.

In the following table, revenue is disaggregated by major products and timing of revenue recognition.

5. 收入

本集團以生產及銷售鋅、鎂及鋁合金壓鑄、塑膠注塑產品及零部件為主，該等產品為原設備製造產品(「原設備製造產品」)，對本集團並無替代用途。本集團亦銷售照明產品及家居器具，該等產品對本集團有替代用途。本集團的收入來源於與客戶之合約。

在下表中，收入按主要產品和收入確認時間分類。

		For the six months ended 30 June 截至六月三十日止六個月	
		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)
Timing of revenue recognition 收入確認時間			
Products transferred at a point in time	於某一時點轉移產品	543,274	626,820
Products transferred over time	於一段時間轉移產品	72,991	85,687
		616,265	712,507
Types of products 產品類型			
Die casting products	壓鑄產品	288,207	371,242
Plastic injection products	塑膠注塑產品	212,886	239,711
Moulds	模具	91,886	75,899
Others	其他	23,286	25,655
		616,265	712,507

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

簡明綜合財務報表附註(續)

For the six months ended 30 June 2020 截至二零二零年六月三十日止六個月

5. REVENUE (Continued)

The following table provides information about trade receivables, contract assets and contract liabilities from contracts with customers:

		As at 30 June 2020 二零二零年 六月三十日 HK\$'000 千港元 (unaudited) (未經審核)	As at 31 December 2019 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	309,441	340,524
Contract assets	合約資產	13,086	17,731
Contract liabilities	合約負債	8,217	1,005

The contract assets primarily relate to the Group's rights to consideration for (a) OEM products manufactured under contracts in which the Group has enforceable right to payment but not billed at the reporting date; and (b) moulds with control passed to the customers but are invoiced subsequently together with the related products when they are delivered to the customers after the reporting date. The contract assets are transferred to receivables when the rights become unconditional. This usually occurs when the Group issues an invoice to the customer. The contract liabilities primarily relate to the advance consideration received from customers for sales contracts which exceeds the revenue recognised to date.

The amount of approximately HK\$1,005,000 recognised in contract liabilities at the beginning of the period has been recognised as revenue for the six months ended 30 June 2020.

5. 收入(續)

下表提供了與客戶簽訂的合約中的貿易應收款項、合約資產和合約負債的訊息：

合約資產主要與本集團就以下各項收取代價的權利有關：(a)根據合約製造的原設備製造產品，而本集團有強制執行權利收取付款，但於報告日期尚未發出賬單；及(b)控制權轉移至客戶但其後於報告日期後交付予客戶時連同相關產品發出發票的模具。合約資產於有關權利成為無條件時轉撥至應收款項。此情況一般於本集團向客戶發出發票時發生。合約負債主要與就銷售合約向客戶收取的預付代價超出迄今確認的收入有關。

於期初在合約負債中確認約1,005,000港元已於截至二零二零年六月三十日止六個月確認為收入。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

簡明綜合財務報表附註(續)

For the six months ended 30 June 2020 截至二零二零年六月三十日止六個月

6. OTHER INCOME

6. 其他收入

		For the six months ended 30 June 截至六月三十日止六個月	
		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)
Interest income	利息收入	447	224
Reimbursement from customers	客戶報銷收回	3,673	2,714
Sales of scrap materials	廢料銷售	1,246	1,955
Government grants	政府補助金	7,618	756
Others	其他	879	3,401
		13,863	9,050

7. FINANCE COSTS

7. 融資成本

		For the six months ended 30 June 截至六月三十日止六個月	
		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)
Interest expenses on bank borrowings	銀行借款利息開支	4,189	6,065
Interest expenses on lease liabilities	租賃負債利息開支	182	215
		4,371	6,280

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

簡明綜合財務報表附註(續)

For the six months ended 30 June 2020 截至二零二零年六月三十日止六個月

8. INCOME TAX EXPENSE

8. 所得稅開支

		For the six months ended 30 June 截至六月三十日止六個月	
		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)
Current tax — Hong Kong Profits Tax	即期稅項 — 香港利得稅		
Provision for the period	本期間撥備	5,855	4,042
Current tax — Income tax outside Hong Kong	即期稅項 — 香港以外所得稅		
Provision for the period	本期間撥備	(517)	4,047
Deferred tax	遞延稅項	8,565	49
		13,903	8,138

Under the two-tiered profits tax regime, the first HK\$2 million of assessable profits of qualifying corporations established in Hong Kong is lowered to 8.25%, and assessable profits above HK\$2 million will be subject to the tax rate of 16.5%. For the other Hong Kong established subsidiaries, Hong Kong Profits Tax has been provided at a rate of 16.5% (for the six months ended 30 June 2019: 16.5%) on the estimated assessable profits. Tax charge on profits assessable elsewhere has been calculated at the rates of tax prevailing in the countries in which the Group operates based on existing legislation, interpretation and practices in respect thereof.

在兩級制利得稅制度下，在香港成立的合資格法團的首200萬港元應課稅溢利減至8.25%，而200萬港元以上的應課稅溢利之稅率為16.5%。對於其他在香港成立的附屬公司，已按估計應課稅溢利的16.5%（截至二零一九年六月三十日止六個月：16.5%）的稅率計算香港利得稅。其他地區的應課稅溢利稅項支出按本集團經營所在地的現有法例、詮釋及慣例以當地現行稅率計算。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

簡明綜合財務報表附註(續)

For the six months ended 30 June 2020 截至二零二零年六月三十日止六個月

9. PROFIT FOR THE PERIOD

The Group's profit for the period is arrived at after charging/(crediting):

9. 期內溢利

本集團期內溢利已扣除 / (計入) :

		For the six months ended 30 June 截至六月三十日止六個月	
		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)
Depreciation of property, plant and equipment	物業、機器及設備折舊	36,556	43,015
Depreciation of right-of-use assets	使用權資產折舊	5,845	3,519
Loss on disposal of property, plant and equipment	出售物業、機器及設備虧損	510	—
Property, plant and equipment written off	物業、機器及設備撇銷	337	3,399
Interest income	利息收入	(447)	(224)
Bad debt written off	壞賬撇銷	63	6
Reversal of allowance for inventories	存貨撥備回撥	(4,415)	(6,881)
Reversal of impairment losses on trade receivables	貿易應收款項減值虧損回撥	—	(8)

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

簡明綜合財務報表附註(續)

For the six months ended 30 June 2020 截至二零二零年六月三十日止六個月

10. DIVIDENDS

10. 股息

		For the six months ended 30 June 截至六月三十日止六個月	
		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)
Proposed interim dividend: HK1.0 cent (2019: Nil) per ordinary share	建議中期股息: 每股普通股1.0港仙 (二零一九年: 無)	8,938	—
Dividends paid during the period Final dividend for the year ended 31 December 2019: HK2.0 cents per ordinary share (Final dividend for the year ended 31 December 2018: HK3.5 cents per ordinary share)	於期間內已付股息 截至一九年十二月三十一日 止年度末期股息: 每股普通 股2.0 港仙 (截至二零一八 年十二月三十一日止年度 末期股息: 每股普通股3.5 港仙)	17,875	31,282
		26,813	31,282

Subsequent to the reporting period, the Board proposed the payment of an interim dividend in respect of the six months ended 30 June 2020 of HK1.0 cent (2019: Nil) per ordinary share, totaling approximately HK\$8,938,000 (2019: Nil). The interim dividend for the six months ended 30 June 2020 has not been recognised as a liability at the end of the reporting period.

於報告期間後，董事會建議宣派截至二零二零年六月三十日止六個月的中期股息每股普通股1.0港仙(二零一九年: 無)，總額約為8,938,000港元(二零一九年: 無)。於報告期間末，此中期股息並未確認為負債。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

簡明綜合財務報表附註(續)

For the six months ended 30 June 2020 截至二零二零年六月三十日止六個月

11. EARNINGS PER SHARE

(a) Basic earnings per share

The calculation of basic earnings per share is based on profit attributable to owners of the Company for the six months ended 30 June 2020 of approximately HK\$51,026,000 (for the six months ended 30 June 2019: HK\$14,480,000) and the weighted average number of ordinary shares of 893,761,400 (30 June 2019: 893,761,400) in issue during six months ended 30 June 2020.

(b) Diluted earnings per share

No diluted earnings per share are presented as the Company did not have any dilutive ordinary shares during the six months ended 30 June 2020 and 2019.

12. PROPERTY, PLANT AND EQUIPMENT

During the six months ended 30 June 2020, the Group had disposed of certain property, plant and equipment with a carrying amount of approximately HK\$923,000 (unaudited) (for the year ended 31 December 2019: HK\$5,611,000 (audited)) for proceeds of approximately HK\$413,000 (unaudited) (for the year ended 31 December 2019: HK\$655,000 (audited)), resulting in a loss on disposal of approximately HK\$510,000 (unaudited) (for the year ended 31 December 2019: HK\$4,956,000 (audited)).

The Group had impaired certain property, plant and equipment with a carrying amount of HK\$Nil (unaudited) (for the year ended 31 December 2019: HK\$3,326,000 (audited)).

The Group had written off certain property, plant and equipment with a carrying amount of approximately HK\$337,000 (unaudited) (for the year ended 31 December 2019: HK\$221,000 (audited)).

In addition, the Group acquired property, plant and equipment of approximately HK\$28,913,000 (unaudited) (for the year ended 31 December 2019: HK\$43,936,000 (audited)).

11. 每股盈利

(a) 每股基本盈利

每股基本盈利乃根據截至二零二零年六月三十日止六個月本公司權益持有人應佔溢利約51,026,000港元(截至二零一九年六月三十日止六個月: 14,480,000港元)及截至二零二零年六月三十日的六個月期間已發行的加權平均普通股股數893,761,400港元計算(二零一九年六月三十日: 893,761,400)。

(b) 每股攤薄盈利

由於本公司於截至二零二零年及二零一九年六月三十日止六個月沒有任何攤薄普通股股份，因此沒有呈列每股攤薄盈利。

12. 物業、機器及設備

於截至二零二零年六月三十日止六個月期間，本集團出售賬面值約923,000港元(未經審核)(截至二零一九年十二月三十一日止年度: 5,611,000港元(經審核))的若干物業、機器及設備，所得款項約413,000港元(未經審核)(截至二零一九年十二月三十一日止年度: 655,000港元(經審核))，產生出售虧損約510,000港元(未經審核)(截至二零一九年十二月三十一日止年度: 4,956,000港元(經審核))。

本集團就若干物業、機器及設備作出減值虧損賬面值零港元(未經審核)(截至二零一九年十二月三十一日止年度: 3,326,000港元(經審核))。

本集團撇銷賬面值約337,000港元(未經審核)(截至二零一九年十二月三十一日止年度: 221,000港元(經審核))的若干物業、機器及設備。

此外，本集團購入物業、機器及設備約28,913,000港元(未經審核)(截至二零一九年十二月三十一日止年度: 43,936,000港元(經審核))。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

簡明綜合財務報表附註(續)

For the six months ended 30 June 2020 截至二零二零年六月三十日止六個月

13. RIGHT-OF-USE ASSETS

During the six months ended 30 June 2020, the Group has not entered into any new lease agreement that are required to be recognised as right-of-use assets. For the year ended 31 December 2019, the Group entered into five new lease agreements for use of factories and staff quarters for approximately 2 years. The Group makes fixed payments during the contract period. On lease commencement, the Group recognised approximately HK\$4,489,000 right-of-use assets and approximately HK\$3,829,000 lease liabilities.

14. FINANCIAL ASSETS AT FVTOCI

The investee company has ceased business in previous years and the management has made full impairment loss for the investment.

13. 使用權資產

截至二零一九年六月三十日止六個月，本集團並無訂立任何需要確認為使用權資產的新租賃協議。截至二零一九年十二月三十一日止年度，本集團訂立五份新租賃協議，以使用廠房及員工宿舍約兩年。本集團於合約期內支付固定付款。於租賃開始時，本集團確認約4,489,000港元的使用權資產及約3,829,000港元的租賃負債。

14. 按公平值計入其他全面收益之金融資產

		As at 30 June 2020 二零二零年 六月三十日 HK\$'000 千港元 (unaudited) (未經審核)	As at 31 December 2019 二零一九年 十二月三十一日 HK\$'000 千港元 (audited) (經審核)
Unlisted equity, at fair value	按公平值之非上市股本	—	—
Impairment loss	減值虧損	—	—
		—	—

被投資公司已於數年前終止業務及管理層已對此項投資作出全數減值虧損。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

簡明綜合財務報表附註(續)

For the six months ended 30 June 2020 截至二零二零年六月三十日止六個月

15. TRADE RECEIVABLES

The Group's trading terms with customers are mainly on credit. The credit terms generally range from 30 to 120 days (31 December 2019: 30 to 120 days) after the end of the month in which the invoices have been issued. Each customer has a maximum credit limit. The Group seeks to maintain strict control over its outstanding receivables. Overdue balances are reviewed regularly by the Directors. The ageing analysis of trade receivables as at 30 June 2020, based on the invoice date, and net of allowance for bad and doubtful debts, is stated as follows:

15. 貿易應收款項

本集團與客戶之交易主要以信貸形式進行。信貸期一般介乎開票當月結束後30至120天(二零一九年十二月三十一日: 30日至120日)。每名客戶有最高信貸限額。本集團致力嚴格控制其未償還應收款項, 由董事定期檢討過期未付結餘。於二零二零年六月三十日的貿易應收款項(按發票日期及扣除壞賬及呆賬撥備計算)之賬齡分析載列如下:

		As at 30 June 2020 二零二零年 六月三十日 HK\$'000 千港元 (unaudited) (未經審核)	As at 31 December 2019 二零一九年 十二月三十一日 HK\$'000 千港元 (audited) (經審核)
0 to 30 days	零至30日	155,435	127,728
31 to 60 days	31日至60日	44,137	95,767
61 to 90 days	61日至90日	58,117	48,495
91 to 180 days	91日至180日	50,344	68,429
Over 180 days	180日以上	1,751	448
Less: allowance for bad and doubtful debts	減: 壞賬及呆賬撥備	(343)	(343)
		309,441	340,524

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED) 簡明綜合財務報表附註(續)

For the six months ended 30 June 2020 截至二零二零年六月三十日止六個月

16. TRADE PAYABLES

The Group normally obtains credit terms ranging from 30 to 90 days (31 December 2019: 30 to 90 days) from its suppliers. The ageing analysis of trade payables as at 30 June 2020, based on the date of receipt of goods, is as follows:

		As at 30 June 2020 二零二零年 六月三十日 HK\$'000 千港元 (unaudited) (未經審核)	As at 31 December 2019 二零一九年 十二月三十一日 HK\$'000 千港元 (audited) (經審核)
0 to 30 days	零至30日	70,315	68,995
31 to 60 days	31日至60日	35,325	63,427
61 to 90 days	61日至90日	23,495	38,897
91 to 180 days	91日至180日	16,750	32,385
Over 180 days	180日以上	7,110	5,310
		152,995	209,014

17. BANK BORROWINGS

		As at 30 June 2020 二零二零年 六月三十日 HK\$'000 千港元 (unaudited) (未經審核)	As at 31 December 2019 二零一九年 十二月三十一日 HK\$'000 千港元 (audited) (經審核)
Repayable within one year	一年內到期償還貸款	132,143	201,532
Repayable after one year	一年後到期償還貸款	90,027	57,514
		222,170	259,046

There have been no breaches in the financial covenants of any interest-bearing borrowings for the six months period ended 30 June 2020 and year ended 31 December 2019.

16. 貿易應付款項

本集團一般從其供應商取得30日至90日(二零一九年十二月三十一日: 30日至90日)之信貸期。貿易應付款項於二零二零年六月三十日(按收貨日期計算)的賬齡分析如下:

17. 銀行借款

截至二零二零年六月三十日止六個月期間及截至二零一九年十二月三十一日止年度,概無違反任何計息借款之財務契諾。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

簡明綜合財務報表附註(續)

For the six months ended 30 June 2020 截至二零二零年六月三十日止六個月

18. SHARE CAPITAL

18. 股本

	As at 30 June 2020 二零二零年 六月三十日 HK\$'000 千港元 (unaudited) (未經審核)	As at 31 December 2019 二零一九年 十二月三十一日 HK\$'000 千港元 (audited) (經審核)
Authorised: 法定： 5,000,000,000 ordinary shares of HK\$0.1 each 5,000,000,000每股面值0.1港元之普通股	500,000	500,000
Issued and fully paid: 已發行及繳足： 893,761,400 (as at 31 December 2019: 893,761,400) ordinary shares of HK\$0.1 each 893,761,400 (於二零一九年十二月三十一日：893,761,400)每股面值0.1港元之普通股	89,376	89,376

19. CAPITAL COMMITMENTS

Details of capital commitments in respect of purchase and construction of property, plant and equipment are as follows:

19. 資本承擔

有關購買及建造物業、機器及設備的資本承擔詳情如下：

	As at 30 June 2020 二零二零年 六月三十日 HK\$'000 千港元 (unaudited) (未經審核)	As at 31 December 2019 二零一九年 十二月三十一日 HK\$'000 千港元 (audited) (經審核)
Contracted but not provided for 已訂約但未撥備	43,601	47,321

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

簡明綜合財務報表附註(續)

For the six months ended 30 June 2020 截至二零二零年六月三十日止六個月

20. RELATED PARTY TRANSACTIONS

- (a) The Group had the following transactions with its related party during the period:

		For the six months ended 30 June 截至六月三十日止六個月	
		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)
Purchase from an associate	向聯營公司購買	348	—

(b) Directors' compensation

20. 關聯方交易

- (a) 期內，本集團與其關聯方有以下交易：

		For the six months ended 30 June 截至六月三十日止六個月	
		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)
Salaries, allowances and discretionary bonus	薪金、津貼及酌情花紅	3,141	2,832
Retirement benefits scheme contributions	退休福利計劃供款	27	23
		3,168	2,855

(b) 董事酬金

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

簡明綜合財務報表附註(續)

For the six months ended 30 June 2020 截至二零二零年六月三十日止六個月

21. EMOLUMENTS OF CHIEF EXECUTIVE OFFICER

Mr. Leung King Kwok, Godfrey *SBS* was appointed as the chief executive officer of the Company on 23 July 2019. Mr. Lee has stepped down as the chief executive officer since that date. The remuneration of the chief executive officer for the six months ended 30 June 2020 is as follows:

21. 行政總裁酬金

梁敬國先生*SBS*於二零一九年七月二十三日獲委任為本公司行政總裁，李先生於當日退任行政總裁之職位。截至二零二零年六月三十日止六個月行政總裁之薪酬如下：

		For the six months ended 30 June 2020 截至 二零二零年 六月三十日 止六個月 HK\$'000 千港元 (unaudited) (未經審核)
Salaries, allowances and discretionary bonus	薪金、津貼及酌情花紅	960
Retirement benefits scheme contributions	退休福利計劃供款	9
		969

22. CONTINGENT LIABILITIES

The Group did not have any significant contingent liabilities as at 30 June 2020 (at 31 December 2019: Nil).

22. 或然負債

於二零二零年六月三十日，本集團並無任何重大或然負債(二零一九年十二月三十一日：無)。

23. COMPARATIVE FIGURES

Certain comparative figures have been reclassified to conform to the current period's presentation. The new classification of the accounting items was considered to provide a more appropriate presentation of the state of affairs of the Group.

23. 比較數字

若干比較數字已重新歸類以符合本期間的呈列方式。會計項目的新分類方式被認為較適合用作編列本集團之事務。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

簡明綜合財務報表附註(續)

For the six months ended 30 June 2020 截至二零二零年六月三十日止六個月

24. EVENT AFTER THE REPORTING PERIOD

After the COVID-19 outbreak in early 2020, a series of precautionary and control measures have been and continued to be implemented across the globe. The Group is paying close attention to the development of, and the disruption to business and economic activities caused by the COVID-19 pandemic and will continue to evaluate its impact on the financial position, cash flows and operating results of the Group. Given the dynamic nature of the COVID-19 outbreak, it is not practicable to provide a reasonable estimate of its impacts on the Group's financial position, cash flows and operating results at the date on which these financial statements are authorised for issue.

25. APPROVAL OF CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

The condensed consolidated financial statements were approved and authorised for issue by the Board on 24 August 2020.

24. 報告期後事項

於二零二零年初爆發新型冠狀病毒(「COVID-19」)之後，全球已持續實施一系列預防及控制措施。本集團一直密切關注COVID-19大流行的發展以及因而導致業務及經濟活動受到中斷，並將持續評估其對本集團財務狀況、現金流量及經營業績的影響。鑑於COVID-19疫情的動態性質，於該等財務報表獲授權刊發當日無法合理估計其對本集團財務狀況、現金流量及經營業績的影響。

25. 批准簡明綜合財務報表

簡明綜合財務報表已於二零二零年八月二十四日獲董事會批准並授權刊發。

(A) FINANCIAL REVIEW

In early 2020, the outbreak of COVID-19 pandemic and the subsequent quarantine measures as well as the travel restrictions imposed by various countries have adversely impacted global consumption. In view of this, the Group's revenue for the six months ended 30 June 2020 (the "Period") recorded a mild decrease of approximately 13.5% to HK\$616,265,000 (2019 first half: HK\$712,507,000) when compared with the same period last year. Amid this difficult operating environment, as a result of (i) decrease in the Group's operating cost due to process improvement and product mix, which has led to a drop in cost of sales; (ii) increase in operational efficiency as a result of continuous integration of the Group's resources and optimisation of information systems, from which the Group achieved reduction in manufacturing overhead; and (iii) one-off utility and government subsidies received by the Group during the Period, and the satisfactory progress of the Group's resumption of operations after the Group had received permission from the relevant authorities, the Group has recorded an increase by approximately 252.4% in the consolidated profit attributable to owners of the Company for the Period to HK\$51,026,000 when compared with approximately HK\$14,480,000 for the same period last year. The Groups' gross profit for the Period also grew by 21.0% to HK\$170,489,000 (2019 first half: HK\$140,890,000). The Group's EBITDA, computed as profit before tax, depreciation, amortisation of intangible assets and finance costs, amounted to HK\$111,493,000 (2019 first half: HK\$75,209,000).

(A) 財務回顧

二零二零年初COVID-19大流行爆發和隨後各國實施的檢疫措施及旅遊限制對全球消費產生了不利影響。有鑑於此，本集團截至二零二零年六月三十日止六個月（「本期間」）的收入較去年同期略有下降約13.5%至616,265,000港元（二零一九年上半年：712,507,000港元）。儘管經營環境困難，由於(i)工藝流程改善和產品組合減低本集團營運成本，導致銷售成本下降；(ii)集團持續資源整合和數據系統的優化提高了運營效率，從而降低製造費用；及(iii)本集團於本期間獲得的一次性公用事業和政府補貼，加上本集團獲得有關機關許可後恢復營運的進度理想，集團於本期間的本公司權益持有人應佔綜合溢利較去年同期錄得約252.4%的增長至51,026,000港元，去年同期為約14,480,000港元。集團本期間的毛利亦上升約21.0%至170,489,000港元（二零一九年上半年：140,890,000港元）。本集團的未計利息、稅項、折舊及攤銷前盈利（按稅前利潤、折舊、無形資產攤銷和融資成本計算）為111,493,000港元（二零一九年上半年：75,209,000港元）。

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

管理層討論及分析(續)

(B) BUSINESS REVIEW

Plastic injection moulding business

The outbreak of COVID-19 pandemic has caused disruption to businesses and increase in market uncertainties in affected regions and imposed a negative impact on global economies. As a result, the revenue of plastic injection moulding business had recorded a decrease by approximately 8.6% to HK\$286,170,000 (2019 first half: HK\$312,938,000) as compared with the corresponding period last year. This business segment accounted for approximately 46.4% (2019 first half: 43.9%) of the Group's overall revenue. With the launch of more 5G smartphones, it is expected that the shipment of smartphones and related accessories will gradually increase in the future. In order to enlarge our market share of plastic injection products and precision components, the Group will strive to acquire more customer orders by providing quality products and services and continue its research and development of new production technology.

Magnesium alloy die casting business

During the period under review, despite an increase in demand for personal computers due to the practice of studying and working from home, consumer sentiment, however, was adversely affected by COVID-19 pandemic. Against this backdrop, the revenue of the magnesium alloy die casting business dropped slightly by approximately 9.5% to HK\$210,027,000 (2019 first half: HK\$232,091,000), accounting for approximately 34.1% of the Group's overall revenue (2019 first half: 32.6%). In addition to notebook computer casings, the Group will continue to tap different applications of magnesium alloy especially in the precision component, automotive and construction industry in order to expand its customer base and enhance the profitability of this segment.

(B) 業務回顧

塑膠注塑業務

COVID-19大流行爆發導致受影響地區業務中斷和增加市場不確定性，為全球經濟帶來了負面影響。因此，塑膠注塑業務的收入較去年同期下降約8.6%至286,170,000港元(二零一九年上半年：312,938,000港元)。該業務分部佔集團總收入約46.4%(二零一九年上半年：43.9%)。隨著更多5G智能手機的推出，預計未來智能手機和相關配件的出貨量將會逐步增加。為了擴大塑膠注塑和精密零部件的市場份額，本集團將透過提供優質的產品和服務努力爭取更多的客戶訂單，並繼續研究和開發新的生產技術。

鎂合金壓鑄業務

於回顧期間，儘管在家中學習和工作的現象導致對個人電腦的需求增加，但消費者信心仍受到COVID-19大流行的不利影響。於此背景下，鎂合金壓鑄業務的收入輕微下跌約9.5%至210,027,000港元(二零一九年上半年：232,091,000港元)，約佔集團總收入34.1%(二零一九年上半年：32.6%)。除筆記本電腦外殼外，本集團將繼續探索鎂合金不同方面的應用，尤其是在精密零部件、汽車和建築行業，以擴大其客戶基礎並提高此分部的盈利能力。

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED) 管理層討論及分析(續)

Zinc alloy die casting business

As a result of the poor market demand caused by the COVID-19 pandemic in the Period, the revenue of zinc alloy die casting business decreased by approximately 32.2% to HK\$47,986,000 (2019 first half: HK\$70,805,000) as compared with the same period last year, accounting for approximately 7.8% (2019 first half: 9.9%) of the Group's overall revenue.

Aluminium alloy die casting business

Aluminum alloy die-casting business was also affected by unfavourable market conditions, resulting in a drop of approximately 31.3% in revenue for the Period to HK\$48,796,000 (2019 first half: HK\$71,018,000). This segment accounted for approximately 7.9% of the Group's overall revenue (2019 first half: 10.0%).

Others

The revenue during the Period of other businesses (including trading of lighting products and home appliances and provision of motor vehicle repairing services) decreased by approximately 9.2% to HK\$23,286,000 (2019 first half: HK\$25,655,000).

鋅合金壓鑄業務

由於本期間內受COVID-19大流行所影響而導致市場需求疲弱，鋅合金壓鑄業務的收入較去年同期下降約32.2%至47,986,000港元(二零一九年上半年：70,805,000港元)，約佔集團總收入的7.8%(二零一九年上半年：9.9%)。

鋁合金壓鑄業務

鋁合金壓鑄業務同樣受到市場情況的不利影響，導致本期間收入下降約31.3%至48,796,000港元(二零一九年上半年：71,018,000港元)，佔集團總收入約7.9%(二零一九年上半年：10.0%)。

其他

其他業務於本期間的收入(包括照明產品和家居產品貿易及提供汽車維修服務)減少約9.2%至23,286,000港元(二零一九年上半年：25,655,000港元)。

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

管理層討論及分析(續)

(C) PROSPECTS

Global economy was heavily clouded by the COVID-19 pandemic in the first half of 2020 and trade friction, with production and trading activities falling into a stage of stagnation in the first quarter. By the end of the second quarter, business operations gradually resumed momentum, while market sentiment and consumers' willingness to purchase remained relatively low. Simultaneously, the upcoming United States presidential election later this year and the escalating geopolitical tension also contributed to the uncertainties in the business landscape. The Group will stay flexible and react swiftly to market changes as well as respond to the latest national economic policy, namely, "to accelerate the establishment of a new "dual circulation" development pattern, in which domestic economic cycle plays a leading role while international economic cycle remains its extension and providing a synergy in development" to actively explore deeper involvement into the industry chain within China and expand its product sales for internal consumption in China, so as to balance against the uncertainties faced by the Group in its export activities and open up new market by leveraging on its leading position in providing one-stop service solutions.

(C) 展望

二零二零年上半年，COVID-19大流行及貿易磨擦使全球經濟蒙上陰霾，生產和貿易活動在第一季度陷入停滯階段。到第二季度末，業務營運呈現逐漸復蘇的勢頭，但市場情緒和消費者的購買意慾仍然較低。同時，今年稍後時間舉行的美國總統大選以及不斷升級的地緣政治緊張局勢也加劇了營商前景的不確定性。本集團將保持靈活性並迅速對市場變化作出反應，並因應中國最新「以國內大循環為主體、國內國際雙循環相互促進的新發展格局」的經濟政策積極探索打通國內產業鏈及拓展內需業務，以平衡出口業務的不確定性，並利用其在一站式服務解決方案的領先優勢來開拓新市場。

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED) 管理層討論及分析(續)

The pandemic has radically changed the perception of work and study, by popularising the concept of working and studying from home, which has led to an increase in the demand for personal notebook computers and other mobile devices. According to a market research report by Gartner, Inc., worldwide personal computer shipments reached 64.8 million units in the second quarter of 2020, representing a 2.8% increase from the same period in 2019. As the trend of remote working and studying continues, the market demand for light weight laptops and ultrabooks is expected to sustain, which is anticipated to bolster the Group's sales of computer components to major personal computer brands.

With the expected launch of more new 5G smartphone models in 2020, the Group has been producing and delivering orders of our products that are to be used in communication devices and accessories to its customer for new model launches. The management sees the resilience in the mobile device and accessories industry with ongoing technological innovation, and is optimistic that 5G smartphones will stimulate a new round of mobile device replacement in the second half of the year. The Group will continue to keep abreast of the latest industry and market trends and allocates more resources to technology research and development, so as to enable the Group to grasp more and greater opportunities.

在疫情下廣泛實踐在家工作和學習，此舉徹底地改變了工作和學習的概念，從而導致對個人筆記本電腦及其他移動裝置的需求增加。根據Gartner, Inc.的市場研究報告，在二零二零年第二季度，全球個人筆記本電腦出貨量總數達6,480萬台，比二零一九年同期增長2.8%。隨著遠程工作和學習的趨勢持續，預計市場對輕量筆記本電腦和超級筆記本電腦有一定的需求，並預期將帶動集團對主要個人電腦品牌的電腦零部件銷售額。

隨著更多新5G智能手機型號預計將於二零二零年推出，本集團一直為客戶生產和交付用於通信設備及配件的產品訂單，為新型號的發佈做好準備。管理層認為，隨著不斷的技術創新，移動裝置及配件行業將保持活躍，並對5G智能手機將在下半年刺激新一輪移動裝置的更換抱樂觀態度。本集團將繼續緊貼最新行業及市場趨勢，並分配更多資源進行技術研發，令集團可把握更多及更大的機會。

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED) 管理層討論及分析(續)

New material application have been made possible with the Group's constant pursuit of new product development and technological innovation. Earlier this year, the Group has successfully expanded the use of its self-developed and patented technology – microbeFENCE®, a biocide-free, germ-repellent and safe-to-use antimicrobial solution, to personal health care products in response to the growing concerns of personal hygiene amid the COVID-19 pandemic outbreak. An online sales platform was set up to promote our new brand of anti-epidemic products. These products have been well-received in the market and this showcased the Group's ability and swift response in capturing market opportunities with its diverse technological solutions. In the future, the Group will continue to explore different potential applications of biocide-free germ-repellent plastic in the medical and health care field.

本集團鍥而不捨開發新產品和新技术，因而成就了新材料的應用。為了回應在COVID-19大流行爆發對個人衛生日益關注的情況，本集團於年初已成功將自主開發專利技術microbeFENCE®(一種不含生物殺滅劑、斥菌和安全使用的抗菌解決方案)的使用範圍擴展到個人健康護理產品上。一個線上銷售平台已建立來推廣我們抗疫產品的新品牌。此等產品在市場上廣受好評，充分體現了集團通過多樣化技術解決方案和迅速反應以把握市場機遇的能力。未來，本集團將繼續探索不含生物殺滅劑的斥菌塑料在醫療和個人健康護理領域不同的潛在應用。

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED) 管理層討論及分析(續)

On the other hand, the Group's advanced testing facilities will continue to foster the research and development of metal alloys with different properties and elements as well as production technologies to fit the needs of automotive and technological communication components. The Group's advanced material solutions feature light-weightness, while possessing favourable properties such as high strength and toughness alongside with effective heat dissipation, all of which are crucial to the latest development of products within the automotive and communications industries. Light-weightness of the material coupled with squeeze die casting technology can be leveraged to produce high strength alloy auto components so as to enhance the energy efficiency of automobiles. With decades of experience in aluminum and magnesium alloy die casting and strong capability in mold design and fabrication, the Group has successfully initiated various collaboration projects to develop battery housings for new energy vehicles and will further look for new product applications in other industries. In addition, the Group's self-developed Advanced Out Mold Release ("AOMR"), an environmentally-friendly surface finishing technology which can be used to replace traditional passivation and spray painting, can reduce the discharge of toxic waste water, Volatile Organic Compounds ("VOCs") and carbon emission. It is expected that AOMR will be applied in the Group's mass production process in the second half of this year. Through innovation and advancement of its material application and technology, the Group will endeavor to expand globally, enrich the diversity of its customer network, as well as explore opportunities to extend its product offerings.

另一方面，本集團的先進測試設備將繼續促進研發具有不同特性和元素的合金以及生產技術，以適應汽車和技術通訊組件的需求。本集團先進的材料解決方案具備輕量化，並擁有有利特質如高強度和韌性以及有效的散熱的特點，這些對於汽車和通訊行業產品的最新發展至為重要。輕質材料加上擠壓技術可用於生產高強度合金汽車零部件，從而提高汽車的能源效益。憑藉數十年在鋁和鎂合金壓鑄的經驗及強大的模具設計和製造能力，本集團已成功啟動了多個開發用於新能源汽車電池外殼的合作項目，並將進一步尋找新產品於其他行業的應用。此外，集團自主研發的改進型模外裝飾技術（「AOMR」）是一種環保的表面處理技術，可用於取代傳統鈍化和噴油，能夠減少有毒廢水、揮發性有機化合物（「VOCs」）和碳排放。預計AOMR將在今年下半年應用於本集團的批量生產過程。通過材料應用和技術的創新及進步，本集團將致力拓展全球業務，豐富其客戶網絡的多元化，並探索擴展其產品範圍的機會。

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

管理層討論及分析(續)

The global economic environment remains full of unforeseeable challenges for the rest of 2020 and the Group will cautiously monitor the market and formulate sensible strategies in order to maintain a firm foothold in the industry. Material and technological innovation, internal optimisation and strong client relationship are essential to the Group's profitability, and the Group will leverage on its highly experienced team and its industry expertise to further strengthen its competitive edges and explore potential projects which are expected to have good synergy with existing businesses so as to weather the challenges ahead and bring in more values.

(D) LIQUIDITY AND FINANCIAL RESOURCES

The Group has adopted a prudent policy in financial resources management, maintaining an appropriate level of cash and cash equivalents as well as adequate facilities to meet the requirements of day-to-day operations and business development, while also controlling borrowings at a healthy level.

The principal sources of working capital of the Group during the period under review was from cash flows generated from operating activities and bank borrowings. As at 30 June 2020, the Group had restricted bank balances as well as bank and cash balances of approximately HK\$295,384,000 (31 December 2019: HK\$264,087,000), most of which were denominated in either the US dollars, the Renminbi or the Hong Kong dollars.

The interest-bearing borrowings of the Group as at 30 June 2020 were all bank loans with an aggregate amount of approximately HK\$222,170,000 (31 December 2019: HK\$259,046,000). All of these borrowings were denominated in Hong Kong dollars, Renminbi or Euros (31 December 2019: Hong Kong dollars) and which were primarily subject to floating interest rates. The bank borrowings with maturities falling due within one year, in the second to fifth year with repayment on demand clause and in the second to the fifth year without repayment on demand clause amounted to HK\$132,143,000, Nil and HK\$90,027,000 respectively (31 December 2019: HK\$201,532,000, Nil and HK\$57,514,000 respectively).

二零二零年餘下時間全球經濟環境仍然充滿不可預見的挑戰，本集團將審慎監控市場並製定明智的策略，以保持行業中穩固的立足點。材料及技術創新、內部優化和牢固的客戶關係對於本集團的盈利能力至為重要。本集團將利用其經驗豐富的團隊和行業專業知識來進一步增強競爭力，並尋找預期與現有業務建立良好的協同效應及具發展潛力的項目，以應對未來的挑戰及帶來更多價值。

(D) 流動資金及財務資源

本集團在財務資源管理方面採取了審慎的政策，維持適當水平的現金和現金等價物以及足夠的信貸額度以滿足日常營運和業務發展的需求，同時將借款控制在健康水平。

本集團於回顧期內主要營運資金來源為經營業務所得現金流及銀行借款。於二零二零年六月三十日，本集團擁有有限制銀行存款和銀行及現金結餘約295,384,000港元(二零一九年十二月三十一日：264,087,000港元)，當中大多數以美元、人民幣或港元計值。

本集團於二零二零年六月三十日的計息借款全為銀行貸款，總額約為222,170,000港元(二零一九年十二月三十一日：259,046,000港元)。該等借款全部以港元、人民幣或歐元(二零一九年十二月三十一日：港元)計值，所採用的利率主要為浮動利率。將於一年內到期以及於第二至第五年到期(包括按要求償還條款)及於第二至第五年到期(不含按要求償還條款)之銀行貸款金額分別為132,143,000港元、零港元及90,027,000港元(二零一九年十二月三十一日：分別為201,532,000港元、零港元及57,514,000港元)。

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED) 管理層討論及分析(續)

As at 30 June 2020, the net gearing ratio (a ratio of the sum of the total bank borrowings less the pledged bank deposits, restricted bank balances (if any) and bank and cash balances divided by the total equity) of the Group was not applicable since the Group had net cash (pledged bank deposits, restricted bank balances (if any) and bank and cash balances less total bank borrowings) of HK\$73,214,000 (31 December 2019: HK\$5,041,000).

As at 30 June 2020, the net current assets of the Group was approximately HK\$436,740,000 (31 December 2019: HK\$351,936,000), which consisted of current assets of approximately HK\$841,809,000 (31 December 2019: HK\$889,093,000) and current liabilities of approximately HK\$405,069,000 (31 December 2019: HK\$537,157,000), representing a current ratio of approximately 2.1 (31 December 2019: 1.7).

(E) EXPOSURE TO FOREIGN EXCHANGE RISK

Most of the Group's transactions were conducted in the US dollars, the Hong Kong dollars or the Renminbi. As such, the Group is aware of the potential foreign currency risk that may arise from the fluctuation of exchange rates between the US dollars, the Renminbi and the Hong Kong dollars. Currently, the Group has not entered into any financial instrument for hedging purposes. However, the Group will closely monitor its overall foreign exchange exposure and take appropriate measures to mitigate the risks that the Group faces from exchange rate fluctuations.

(F) CONTINGENT LIABILITIES

As at 30 June 2020, the Group had no material contingent liabilities.

(G) CHARGE ON ASSETS

As at 30 June 2020, the Group's banking facilities were secured by the following assets: (a) all monies assignment of rental over the property situated in Hong Kong owned by the Group; (b) a property situated in Hong Kong owned by the Group; and (c) corporate guarantees provided by the Company and certain subsidiaries of the Group.

於二零二零年六月三十日，由於本集團之現金淨額(已抵押銀行存款、有限制銀行存款(如有)以及銀行及現金結餘減去銀行總借貸)為73,214,000港元(二零一九年：5,041,000港元)，因此，淨借貸比率(以銀行借款總和減已抵押銀行存款、有限制銀行存款(如有)和銀行及現金結餘除以權益總額之比率)不適用於本集團。

於二零二零年六月三十日，本集團流動資產淨值約為436,740,000港元(二零一九年十二月三十一日：351,936,000港元)，包括流動資產約841,809,000港元(二零一九年十二月三十一日：889,093,000港元)及流動負債約405,069,000港元(二零一九年十二月三十一日：537,157,000港元)，流動比率約為2.1(二零一九年十二月三十一日：1.7)。

(E) 外匯風險承擔

本集團的大部分交易均以美元、港元或人民幣進行。因此，本集團已注意到美元、人民幣及港元匯率的波動可能引起的潛在外匯風險承擔。目前，本集團尚未訂立任何金融工具作對沖用途。但是，本集團將密切監察其整體外匯風險承擔及採取合適措施以減低本集團面對匯率波動所帶來之風險。

(F) 或然負債

於二零二零年六月三十日，本集團並無任何重大或然負債。

(G) 資產抵押

於二零二零年六月三十日，本集團的銀行借貸以下列資產作為抵押：(a)本集團擁有的香港物業之一切租金轉讓；(b)本集團擁有的香港物業；及(c)本公司及本集團若干附屬公司提供之企業擔保。

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

管理層討論及分析(續)

(H) MATERIAL ACQUISITIONS AND DISPOSAL

For the six months ended 30 June 2020, the Group has not acquired or disposed of any of its subsidiaries, associates or joint ventures.

(I) HUMAN RESOURCES

As at 30 June 2020, the Group had approximately 4,600 full-time employees (31 December 2019: 3,500). The Group attributes its success to the hard work and dedication of all staff, therefore, they are deemed to be the most valuable assets of the Group. In order to attract and retain high caliber staff, the Group provides a competitive salary package, including retirement schemes, medical benefits and bonuses. The Group's remuneration policy and structure are determined based on market trends, the performance of individual staff as well as the financial performance of the Group. The Group has also adopted a share option scheme and a share award scheme providing incentives and rewards for those qualifying staff who have made contributions to the Group.

The Group provides regular training courses for different levels of staff and holds various training programs together with PRC institutes and external training bodies. Apart from academic and technical training, the Group also organises different kinds of recreational activities, including New Year gathering, various sports competitions and interest groups. The aim is to promote interaction among staff, establish a harmonious team spirit and promote a healthy lifestyle.

(H) 重大收購和出售

截至二零二零年六月三十日止六個月，本集團並無收購或出售其任何附屬公司、聯營公司或合資企業。

(I) 人力資源

於二零二零年六月三十日，本集團約有4,600名全職僱員(二零一九年十二月三十一日：3,500名)。本集團之成功有賴全體僱員的表現和責任承擔，故此本集團把僱員視作為我們的核心資產。為了吸引及保留優秀員工，本集團提供具競爭力的薪酬待遇，包括退休金計劃、醫療福利和花紅獎賞。本集團之薪酬政策及結構乃根據市場趨勢、個人工作表現以及本集團的財務表現而釐定。本集團亦已採納認購股權計劃及股份獎勵計劃，旨在向合資格僱員提供作為彼等對本集團所作出貢獻之鼓勵及獎賞。

本集團定期舉辦多項針對不同階層員工的培訓課程，並與多間國內專上學院及外間培訓機構合辦各種培訓計劃。除學術和技術培訓外，本集團亦舉辦了不同種類的文娛康樂活動，其中包括新春聯誼活動、各種體育比賽和興趣班等，目的為促進各部門員工之間的關係、建立和諧團隊精神及提倡健康生活。

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY AND ITS ASSOCIATED CORPORATIONS

As at 30 June 2020, the interests and short positions of the directors and chief executives of the Company in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) which were required to be notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to Divisions 7 to 9 of Part XV of the SFO (including interests and short positions in which they are taken or deemed to have under such provisions of the SFO); or were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein; or were required to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Companies (the "Model Code") in the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules") were as follows:

董事及主要行政人員於本公司及其相聯法團之股份、相關股份及債券的權益及短倉

於二零二零年六月三十日，本公司董事及主要行政人員，於本公司及其相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）之股份、相關股份及債券中，擁有根據證券及期貨條例第XV部第7至9分部須知會本公司及香港聯合交易所有限公司（「聯交所」）之權益及短倉（包括根據證券及期貨條例該等條文被當作或被視為擁有之任何權益及短倉）；或根據證券及期貨條例第352條須記錄在該條所述登記冊之權益及短倉；或根據聯交所證券上市規則（「上市規則」）上市公司董事進行證券交易的標準守則（「標準守則」）須知會本公司及聯交所之權益及短倉如下：

OTHER INFORMATION (CONTINUED) 其他資料(續)

Long Positions in the Shares

股份之長倉

Name of Directors 董事姓名	Capacity 身份	Number of Shares 股份數目	Approximate percentage of interest in the Company 佔本公司權益概約百分比
Executive Directors 執行董事			
Mr. Lee Yuen Fat ("Mr. Lee") 李遠發先生(「李先生」)	Interest in controlled company ⁽¹⁾ 受控制公司權益 ⁽¹⁾	480,000,000	53.71%
	Founder of a discretionary trust ⁽²⁾ 全權信託之創立人 ⁽²⁾	127,980,000	14.32%
Mr. Wong Wing Chuen 黃永銓先生	Beneficial owner 實益擁有人	11,050,000	1.24%
Independent Non-Executive Directors 獨立非執行董事			
Mr. Andrew Look 陸東先生	Beneficial owner 實益擁有人	8,800,000	0.98%
Ir Dr. Lo Wai Kwok <i>SBS, MH, JP</i> 盧偉國博士 <i>SBS, MH, JP</i>	Beneficial owner 實益擁有人	1,000,000	0.11%

Notes:

- Mr. Lee holds the entire issued share capital of Precisefull Limited ("Precisefull"). As such, Mr. Lee is deemed to have a controlling interest in Precisefull and is therefore deemed to be interested in the interests of Precisefull in the Company.
- The 127,980,000 shares, in which 77,980,000 shares and 50,000,000 shares are held by Beautiful Crystal Development Limited ("Beautiful Crystal") and Beautiful Colour Assets Limited ("Beautiful Colour") respectively (both companies are wholly-owned by YF Lee Family Trust). YF Lee Family Trust is a discretionary trust set up by Mr. Lee as settlor and UBS TC (Jersey) Limited ("UBS TC") as trustee on 20 February 2014. The discretionary objects are family members of Mr. Lee. Mr. Lee is the settlor of YF Lee Family Trust and is deemed to be interested in the 127,980,000 shares held by Beautiful Crystal and Beautiful Colour under the SFO.

附註:

- 李先生持有Precisefull Limited(「Precisefull」)全部已發行股本。因此，李先生被視為擁有Precisefull的控制性權益，並因此而被視為擁有Precisefull於本公司所持有之權益。
- 該127,980,000股股份分別由 Beautiful Crystal Development Limited(「Beautiful Crystal」)及Beautiful Colour Assets Limited(「Beautiful Colour」)持有77,980,000及50,000,000股股份，此等公司由YF Lee Family Trust全資擁有。YF Lee Family Trust乃由李先生作為信託委託人及UBS TC (Jersey) Limited(「UBS TC」)作為受託人於二零一四年二月二十日成立之全權信託，其受益對象為李先生之家族成員。李先生作為YF Lee Family Trust之信託委託人，根據證券及期貨條例，彼被視為於Beautiful Crystal及Beautiful Colour所持有之127,980,000股股份中擁有權益。

OTHER INFORMATION (CONTINUED) 其他資料(續)

Save as disclosed above, as at 30 June 2020, none of the directors or chief executives of the Company had any interests or short positions in shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 to 9 of Part XV of the SFO (including interests and short positions in which they are taken or deemed to have under such provisions of the SFO); or were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein; or were required to be notified to the Company and the Stock Exchange, pursuant to the Model Code. In addition, save as disclosed above, at no time during the period was the Company or any of its subsidiaries a party to any arrangements to enable the directors of the Company or any of their spouses or children under the age of 18 to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate.

除上文所披露者外，於二零二零年六月三十日，概無本公司董事或主要行政人員於本公司及其任何相聯法團(定義見證券及期貨條例第XV部)之股份、相關股份及債券中擁有任何根據證券及期貨條例第XV部第7至9分部須知會本公司及聯交所之權益或短倉(包括彼等根據證券及期貨條例該等條文被當作或視為擁有之權益及短倉)；或根據證券及期貨條例第352條須記錄於該條所述之登記冊之權益及短倉；或根據標準守則須知會本公司及聯交所之權益及短倉。此外，除上述披露外，本公司或其任何附屬公司於期內概無訂立任何安排，令本公司董事或彼等之配偶或未滿十八歲之子女可藉購入本公司或其他法團之股份或債權證而獲益。

OTHER INFORMATION (CONTINUED) 其他資料(續)

INTERESTS AND SHORT POSITIONS OF SUBSTANTIAL SHAREHOLDERS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY AND ITS ASSOCIATED CORPORATIONS

As at 30 June 2020, the following persons, other than the directors or chief executives of the Company, who had interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 to 5 of Part XV of the SFO or, who were, directly or indirectly, interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of the Company, or which were required, pursuant to Section 336 of the SFO, to be entered in the register referred to therein, were as follows:

Long Positions in the Shares

主要股東於本公司及其相聯法團之股份、相關股份及債券的權益及短倉

於二零二零年六月三十日，下列人士(本公司董事或主要行政人員除外)於本公司股份或相關股份中，擁有根據證券及期貨條例第XV部第2至5分部須向本公司披露之權益或短倉，或直接或間接擁有可於任何情況下在本公司股東大會投票之任何類別股本面值5%或以上之權益或短倉，或擁有根據證券及期貨條例第336條須記錄在該條所述登記冊之權益或短倉：

股份之長倉

Name	Capacity	Number of Shares	Approximate percentage of interest in the Company
名稱	身份	股份數目	佔本公司權益概約百分比
Precisefull	Beneficial owner ⁽¹⁾ 實益擁有人 ⁽¹⁾	480,000,000	53.71%
Beautiful Crystal	Beneficial owner ⁽²⁾ 實益擁有人 ⁽²⁾	77,980,000	8.73%
Beautiful Colour	Beneficial owner ⁽²⁾ 實益擁有人 ⁽²⁾	50,000,000	5.59%
UBS TC	Trustee ⁽²⁾ 受託人 ⁽²⁾	127,980,000	14.32%

Note:

1. Mr. Lee holds the entire issued share capital of PreciseFull. As such, Mr. Lee is deemed to have a controlling interest in PreciseFull and is therefore deemed to be interested in the interests of PreciseFull in the Company.
2. 77,980,000 shares and 50,000,000 shares are held by Beautiful Crystal and Beautiful Colour respectively (both companies are wholly owned by YF Lee Family Trust). The YF Lee Family Trust is a discretionary trust set up by Mr. Lee as settlor and UBS TC as trustee on 20 February 2014.

Save as disclosed above, as at 30 June 2020, the directors and the chief executives of the Company were aware of any other persons (other than the directors or chief executives of the Company) who had interests or short positions in the shares and underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 to 5 of Part XV of the SFO, or, who were, directly or indirectly, interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of the Company, or which were required, pursuant to Section 336 of the SFO, to be entered in the register referred to therein.

SHARE OPTION SCHEME

A share option scheme ("Share Option Scheme") was adopted by ordinary resolution of shareholders of the Company at the annual general meeting of the Company held on 19 May 2017.

The purpose of the Share Option Scheme is to provide incentives and rewards to selected eligible persons for their contributions to the Group. The Share Option Scheme will remain valid until 18 May 2027 and each option will be granted at a consideration for HK\$10.

The participants of the Share Option Scheme may include directors, employees, consultants, professionals, customers, suppliers, agents, partners, advisors and contractors of the Group or a company in which the Group holds an interest or a subsidiary of such company.

附註：

1. 李先生持有PreciseFull全部已發行股本。因此，李先生被視為擁有PreciseFull的控制性權益，並因此視為擁有PreciseFull所持有的本公司權益。
2. Beautiful Crystal及Beautiful Colour分別持有77,980,000及50,000,000股股份，此等公司由YF Lee Family Trust全資擁有。YF Lee Family Trust乃由李先生作為信託委託人及UBS TC作為受託人於二零一四年二月二十日成立之全權信託。

除上文所披露者外，於二零二零年六月三十日，本公司董事及主要行政人員並不知悉任何其他人士(本公司董事或主要行政人員除外)於本公司之股份及相關股份中擁有須根據證券及期貨條例第XV部第2至5分部披露之權益或短倉，或直接及間接擁有可於任何情況下在本公司股東大會投票之任何類別股本面值5%或以上權益或短倉，或擁有根據證券及期貨條例第336條須記錄在該條所述登記冊之權益或短倉。

購股權計劃

於二零一七年五月十九日舉行的本公司股東週年大會上，本公司股東以普通決議案方式採納購股權計劃(「購股權計劃」)。

購股權計劃旨在向選定人士提供作為彼等對本集團所作出貢獻之獎勵或獎賞。購股權計劃將一直有效至二零二七年五月十八日及每一購股權將以代價10港元授出。

購股權計劃之參與者包括本集團或本集團持有權益公司或該公司的附屬公司之董事、僱員、顧問、專業人士、客戶、供應商、代理商、合作伙伴、諮詢人及承辦商。

OTHER INFORMATION (CONTINUED) 其他資料(續)

The maximum number of shares which may be issued upon the exercise of all options to be granted under the Share Option Scheme and under any other share option scheme(s) adopted by the Company must not in aggregate exceed 10% of the shares in issue as at the date of approval of the Share Option Scheme. In addition, the maximum number of shares which may be issued upon the exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other schemes involving the issue or grant of share options by the Company must not, in aggregate, exceed 30% of the shares in issue from time to time.

The total number of shares issued and to be issued upon exercise of the options already granted or to be granted to each participant under the Share Option Scheme and any other share option scheme(s) of the Company (including exercised and outstanding share options) in any 12-month period up to and including the date of such grant should not exceed 1% aggregate of the shares in issue as at the date of such grant. Any grant of further options above this 1% limit shall be subject to approval of the shareholders of the Company at general meetings, with such participant and his associates abstaining from voting.

The total number of shares in respect of which options may be granted under the Share Option Scheme shall be 89,376,140 shares, representing 10.0% of the issued share capital of the Company as at the date of this interim report.

The period within which the options must be exercised will be specified by the Board at the time of the offer of grant, and must expire no later than 10 years from the date of grant. There is no general requirement on the minimum period for which an option must be held or the performance targets which must be achieved before an option can be exercised under the terms of the Share Option Scheme.

根據購股權計劃及本公司所採納之其他購股權計劃將予授出之購股權獲悉數行使時可能發行之股份數目，最高不得超過批准新購股權計劃當日已發行股份之10%。此外，根據購股權計劃及任何涉及發行或授出本公司購股權的購股權計劃已授出但尚未行使或將予行使之購股權獲行使時可能發行之股份數目，合共不得超過本公司不時已發行股本之30%。

根據購股權計劃及本公司所採納之其他購股權計劃向各參與者已授出或將予授出之購股權(包括已行使及尚未行使之購股權)獲行使而於任何12個月期間(包括授予當日)已發行及將予發行之股份總數，不得超過授出日期已發行股份總數之1%。任何進一步授予超過1%上限之購股權必須於股東大會上獲股東批准，而有關參與者及其聯繫人士須放棄投票。

根據購股權計劃可能授出的購股權所涉及的股份總數為89,376,140股，相當於本中期報告日期本公司已發行股本10.0%。

董事會將於授出購股權要約時指明購股權須予行使的期限，必須不遲於購股權授出起計十年。購股權計劃之條款下並無有關必須持有購股權之最短期限或可行使購股權而必須達到之表現目標之一般規定。

The subscription price for any share under the Share Option Scheme will be a price determined by the Board and will be not less than the highest of:

- (i) the closing price of a share as stated in the Stock Exchange's daily quotations sheet on the date of grant of the relevant option, which must be a business day;
- (ii) an amount equivalent to the average closing price of a share as stated in the Stock Exchange's daily quotation sheets for the five business days immediately preceding the date of grant of the relevant option; and
- (iii) the nominal value of a share on the date of the grant.

There were no options granted under the Share Option Scheme since its adoption on 19 May 2017.

SHARE AWARD SCHEME

On 10 January 2013 (the "Adoption Date"), the Board of the Company adopted a share award scheme (the "Share Award Scheme") under which the shares of the Company (the "Awarded Shares") may be awarded to selected persons to recognise the contributions by certain employees and persons to the Group and to provide them with incentives in order to retain them for the continual operation and development of the Group and to attract suitable personnel for further development of the Group. The Share Award Scheme will be valid and effective for a term of ten years commencing on the Adoption Date until 9 January 2023.

Based on the 890,435,400 shares in issue as at the Adoption Date, the maximum number of Awarded Shares under the Share Award Scheme would be 44,521,770 Shares and the maximum number of Shares which may be awarded to an awarded person under the Share Award Scheme would be 8,904,354 Shares.

For the six months ended 30 June 2020, no Awarded Shares was granted pursuant to the Share Award Scheme.

購股權計劃項下股份的認購價將由董事會決定，惟該價格不得低於以下最高者：

- (i) 授出有關購股權日期(須為營業日)聯交所每日報價表所列股份收市價；
- (ii) 緊接授出有關購股權日期前五個營業日聯交所每日報價表所列股份平均收市價；及
- (iii) 授出日期股份之面值。

自購股權計劃於二零一七年五月十九日獲採納以來，並無授出購股權。

股份獎勵計劃

於二零一三年一月十日(「採納日期」)，本公司董事會採納股份獎勵計劃(「股份獎勵計劃」)。據此，本公司股份(「獎勵股份」)可授予經甄選人士以表彰本集團若干僱員及人士之貢獻，並給予獎勵以挽留該等僱員及人士為本集團之持續經營和發展而努力，亦為本集團進一步發展吸引合適之人才。股份獎勵計劃將由採納日期起生效，有效期為十年至二零二三年一月九日。

根據於採納日期已發行890,435,400股股份計算，股份獎勵計劃可授出之獎勵股份數目上限為44,521,770股股份及股份獎勵計劃可獎勵予每名獲獎勵人士之股份數目上限為8,904,354股股份。

於截至二零二零年六月三十日止六個月，既無獎勵股份按股份獎勵計劃授出。

OTHER INFORMATION (CONTINUED) 其他資料(續)

INTERIM DIVIDEND

The Board has resolved to declare an interim dividend of HK1.0 cent per share for six months ended 30 June 2020 payable on or about Friday, 18 September 2020, to the shareholders whose names appear on the register of members of the Company on Friday, 11 September 2020.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Wednesday, 9 September 2020 to Friday, 11 September 2020, both days inclusive, during which no transfer of shares will be registered. In order to qualify for the interim dividend, all share transfer documents accompanied by the relevant share certificates and transfer forms must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 8 September 2020.

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES OF THE COMPANY

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

SUFFICIENCY OF PUBLIC FLOAT

Based on the information available to the Company and within the knowledge of the directors, the Company has maintained the prescribed public float under the Listing Rules as at the date of this interim report.

CORPORATE GOVERNANCE

During the period under review, the Company has complied with all the code provisions set out in the Corporate Governance Code (the "CG Code") contained in Appendix 14 of the Listing Rules.

中期股息

董事會議決宣派截至二零二零年六月三十日止六個月之中期股息每股1.0港仙，將於二零二零年九月十八日(星期五)或前後派付予於二零二零年九月十一日(星期五)名列本公司股東名冊之股東。

暫停辦理股份過戶登記手續

本公司將於二零二零年九月九日(星期三)至二零二零年九月十一日(星期五)(包括首尾兩日)暫停辦理股份過戶登記手續，於此期間將不會辦理股份過戶登記。為符合資格獲派中期股息，所有股份過戶文件連同有關股票及過戶表格須於二零二零年九月八日(星期二)下午四時三十分前送交本公司之香港股份過戶登記分處香港中央證券登記有限公司辦理登記手續，地址為香港皇后大道東183號合和中心17M樓。

購買、出售或贖回本公司上市證券

截至二零二零年六月三十日止六個月內，本公司或其任何附屬公司概無購買、出售或贖回本公司任何上市證券。

充足公眾持股量

於本中期報告刊發日期，就本公司所悉及董事所知，本公司已按上市規則規定的要求，維持足夠公眾持股量。

企業管治

於回顧期內，本公司一直遵守上市規則附錄十四「企業管治守則」(「企業管治守則」)內所有守則條文。

AUDIT COMMITTEE

The Company established the Audit Committee in June 2007. The primary duties of the Audit Committee are to review the Company's financial reports, make recommendations on the appointment, removal and remuneration of independent auditor, approve audit and audit-related services, supervise the Company's internal financial reporting procedures and management policies, review the Company's risk management and internal control systems as well as the internal audit function, and other duties under the CG code. The Audit Committee comprises four independent non-executive directors, namely Mr. Kong Kai Chuen, Frankie (formerly known as Kong To Yeung, Frankie), Professor Sun Kai Lit, Cliff *BBS, JP*, Ir Dr. Lo Wai Kwok *SBS, MH, JP* and Mr. Andrew Look and is chaired by Mr. Kong Kai Chuen, Frankie (formerly known as Kong To Yeung, Frankie), a qualified accountant with extensive experience in financial reporting and controls.

NOMINATION COMMITTEE

The Nomination Committee was set up in June 2007 and is mainly responsible for reviewing the structure, size and the composition of the Board and making recommendations on any proposed change to the Board to complement the Company's corporate strategy; assessing the independence of independent non-executive directors; making recommendations to the Board on the appointment of directors and succession planning for directors. The members of the Nomination Committee are Professor Sun Kai Lit, Cliff *BBS, JP*, Ir Dr. Lo Wai Kwok *SBS, MH, JP*, Mr. Andrew Look and Mr. Kong Kai Chuen, Frankie (formerly known as Kong To Yeung, Frankie). Professor Sun Kai Lit, Cliff *BBS, JP* is the chairman of the Nomination Committee.

審核委員會

本公司於二零零七年六月成立審核委員會。審核委員會之主要職責為審閱本公司之財務報告、就委任及罷免獨立核數師以及其薪酬提供推薦建議、批准審計及審計相關服務、監管本公司之內部財務匯報程序及管理政策，檢討本公司之風險管理及內部監控系統以及內部審核職能，以及其他在企業管治常規下的職責。審核委員會由四名獨立非執行董事組成，分別為江啟銓先生(前稱江道揚)、孫啟烈教授*BBS, JP*、盧偉國博士*SBS, MH, JP*及陸東先生，而江啟銓先生(前稱江道揚)為審核委員會之主席，彼為合資格會計師，於財務報告及控制擁有豐富經驗。

提名委員會

提名委員會於二零零七年六月成立，主要負責檢討董事會的架構、規模及組成與就任何為配合本公司企業策略而擬對董事會作出的變動提供推薦建議、評核獨立非執行董事的獨立性、就委任董事及董事繼任計劃向董事會提供意見。提名委員會之成員包括孫啟烈教授*BBS, JP*、盧偉國博士*SBS, MH, JP*、陸東先生及江啟銓先生(前稱江道揚)，而孫啟烈教授*BBS, JP*為提名委員會之主席。

OTHER INFORMATION (CONTINUED) 其他資料(續)

REMUNERATION COMMITTEE

The Company established the Remuneration Committee in June 2007. The major duties of the Remuneration Committee are to make recommendations to the Board on the Company's policy and structure for the remuneration of directors and senior management. It also reviews and determines the terms of remuneration packages, the award of bonuses and other compensation payable to individual directors and senior management with reference to the Board's corporate goals and objectives. The Remuneration Committee consists of Professor Sun Kai Lit, Cliff *BBS, JP*, Ir Dr. Lo Wai Kwok *SBS, MH, JP*, Mr. Andrew Look and Mr. Kong Kai Chuen, Frankie (formerly known as Kong To Yeung, Frankie). The chairman of the Remuneration Committee is Professor Sun Kai Lit, Cliff *BBS, JP*, an independent non-executive director.

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code as set out in Appendix 10 to the Listing Rules. Having made specific enquiry of all directors, all directors have confirmed that they have fully complied with the required standard set out in the Model Code during the period under review.

REVIEW OF FINANCIAL INFORMATION

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

薪酬委員會

本公司於二零零七年六月成立薪酬委員會。薪酬委員會之主要職責為就本公司董事及高級管理人員之薪酬政策及架構向董事會推薦意見，並因應董事會之企業方針及目標而檢討及釐定個別董事及高級管理人員之薪酬待遇、花紅獎賞及其他報酬。薪酬委員會由孫啟烈教授*BBS, JP*、盧偉國博士*SBS, MH, JP*、陸東先生及江啟銓先生(前稱江道揚)組成。薪酬委員會之主席為獨立非執行董事孫啟烈教授*BBS, JP*。

董事進行證券交易的標準守則

本公司已採納上市規則附錄十標準守則所載之標準守則。經向全體董事作出具體查詢後確認，彼等於回顧期內一直全面遵守標準守則所載之規定準則。

審閱財務資料

審核委員會已審閱本集團截至二零二零年六月三十日止六個月之未經審核簡明綜合財務報表。

**DISCLOSURE PURSUANT TO RULE 13.21 OF
THE LISTING RULES**

In accordance with the requirements under Rule 13.21 of the Listing Rules, the Board reported the following details of loan facilities which exist at any time for the six months ended 30 June 2020 and up to the date of this report and include covenants requiring specific performance obligations of the controlling shareholder of the Company.

- (i) On 21 December 2018, Ka Shui Manufactory Co., Limited (the “Borrower”), the indirect wholly owned subsidiary of the Company, entered into a facility agreement with a bank, under which a term loan facility for an aggregate amount of up to HK\$100 million was extended to the Borrower (the “2018 Facility Agreement”). Any draw-down of the loan under the said facility would be repayable by eight quarterly instalments commencing the 15th month after its own draw-down date. The Borrower may drawdown the 2018 Facility Agreement for a period of 18 months from the date of the Facility Agreement. The 2018 Facility Agreement contains a specific performance obligation that Mr. Lee, a controlling shareholder (as defined in the Listing Rules) and an executive director of the Company, shall at all times beneficially own (whether directly or indirectly) not less than 50% of the shareholding and equity interest in the Borrower and the Company and maintain management control over both the Borrower and the Company. A breach of the aforesaid specific performance obligation will constitute an event of default under the 2018 Facility Agreement. If an event of default under the 2018 Facility Agreement occurs and is not remedied in accordance with the terms of the Facility Agreement, the bank may (among other things) cancel its further commitments under Facility Agreement, and/or declare that all or part of the loans together with accrued interests under the 2018 Facility Agreement would become immediately due and payable.

根據上市規則第13.21條之披露

根據上市規則第13.21條之規定，董事會匯報下列於截至二零二零年六月三十日止六個月及截至本報告日期止任何時間存在並附帶對本公司控股股東施加須履行之特定責任之貸款融資詳情。

- (i) 於二零一八年十二月二十一日，本公司之間接全資附屬公司嘉瑞製品有限公司（「借方」）與一間銀行訂立一份融資協議（「2018 融資協議」）。根據此融資協議，借方取得定期貸款融資金額達100,000,000港元。按此融資之任何提取貸款將由各自提取日期起計第15個月開始分八期按季償還。借方可以訂立2018融資協議的18個月期限內提取貸款。2018融資協議載有對本公司控股股東（定義見上市規則）及執行董事李先生須履行之特定責任，李先生須於任何時候於借方及本公司實益擁有（無論直接或間接）不低於50%之股權和權益及維持於借方和本公司之管理控制權。違反上述須履行之特定責任將構成2018融資協議項下之違約事件。若2018融資協議項下之違約事件出現及未有根據2018融資協議的條款予以補救，銀行可根據2018融資協議（其中包括）取消其作出的進一步承諾，及／或宣布全部或部分貸款連同2018融資協議項下的應計利息將隨即到期支付。

OTHER INFORMATION (CONTINUED) 其他資料(續)

- (ii) On 22 September 2017, the Borrower entered into the facility agreement with a bank comprising the following facilities up to an overall limit of HK\$160 million to the Borrower (the “First Facility Agreement”). On 30 November 2018, the Borrower and the bank agreed to revise the First Facility Agreement (the “Revised First Facility Agreement”). Under the Revised First Facility Agreement:
- (a) Trade related facility and revolving loan facility up to an aggregate maximum amount of HK\$80 million, with a sub-limit of (i) HK\$20 million for the revolving loan facility; (ii) HK\$40 million for the aggregate outstanding amount for the utilisation of import invoice financing by PRC value added tax invoices; (iii) HK\$10 million for the aggregate outstanding amount of letter of guarantee/standby letter of credit; and (iv) a treasury credit limit up to HK\$5 million for the purpose of hedging the Borrower’s foreign exchange rate, shall be made available. The life of these facilities are not specified, but is subject to the bank’s overriding right of repayment on demand; and
- (b) Term loan facility of HK\$40 million (the “1st TL Facility”) had been repaid by the Borrower in full before 30 November 2018; and
- (c) Term loan facility of HK\$40 million remains unchanged. The purpose of the 2nd TL Facility is to finance the Group’s working capital expenditures with a loan period of 36 months from the date of the 2nd TL Facility being made available.
- (ii) 於二零一七年九月二十二日，借方與一間銀行訂立融資協議，當中包括下列向借方提供整體限額為160,000,000港元之融資（「第一份融資協議」）。於二零一八年十一月三十日，借方與該銀行同意修訂第一份融資協議（「經修訂第一份融資協議」）。根據經修訂第一份融資協議：
- (a) 貿易相關融資及循環貸款融資總額最高為80,000,000港元，另有下列次限額：(i) 20,000,000港元為循環貸款融資；(ii) 使用以中國增值稅發票作為進口發票融資之未償還總額40,000,000港元；(iii) 保證函／備用信用證之未償還總額10,000,000港元；及(iv) 為對沖借方的外匯匯率而提供的最高達5,000,000港元的資金交易信貸限額。該等融資並無特定期限，惟銀行有權要求隨時償還；及
- (b) 借方已於二零一八年十一月三十日前全數償還定期貸款融資40,000,000港元（「第一項定期貸款融資」）；及
- (c) 定期貸款融資40,000,000港元維持不變。第二項定期貸款融資之目的為本集團營運資本支出提供資金，貸款期限由取得第二項定期貸款融資日期起計為期36個月。

The Revised First Facility Agreement contains a specific performance obligation that Mr. Lee, a controlling shareholder (as defined in the Listing Rules) and an executive director of the Company, shall remain as the single largest shareholder of the Company. A breach of the aforesaid specific performance obligation will constitute an event of default under the Revised First Facility Agreement. If an event of default under the Revised First Facility Agreement occurs, liabilities payable under the Revised First Facility Agreement and the relevant security documents shall become immediately due and payable.

- (iii) On 2 January 2015, the Borrower entered into the facility agreement with a bank to finance the Group's capital expenditures for a term loan facility up to HK\$150 million consisting of two tranches, both repayable by sixteen equal quarterly instalments commencing the 15th month after the first utilisation date. The facility agreement contains a specific performance obligation that Mr. Lee must at all times maintain substantial shareholdings (directly or indirectly) interest in the Borrower. A breach of the aforesaid specific performance obligation will constitute an event of default under the facility agreement. If an event of default under the facility agreement occurs, the bank may terminate the facility agreement and liabilities payable under the facility agreement and the relevant security documents shall become immediately due and payable. This term loan facility had been fully repaid by the Borrower in May 2020.

經修訂第一份融資協議載有須履行之特定責任，規定本公司控股股東(定義見上市規則)及執行董事李先生須繼續為本公司之單一最大股東。違反上述特定責任將構成經修訂第一份融資協議項下之違約事件。如經修訂第一份融資協議違約事件出現，經修訂第一份融資協議及相關擔保文件項下之應付貸款隨即到期支付。

- (iii) 於二零一五年一月二日，借方與一間銀行訂立融資協議，取得定期貸款融資達至150,000,000港元，就本集團之資本支出提供資金。有關融資包括兩期，均由首次提取日期起計第15個月開始分十六期按季等額償還。融資協議載有須履行之特定責任，規定李先生須於任何時候維持於借方之主要控股權益(直接或間接)。違反上述特定責任將構成融資協議項下之違約事件。如融資協議違約事件出現，銀行可終止融資協議，而融資協議及相關擔保文件項下之應付貸款隨即到期支付。借方已於二零二零年五月全數償還此定期貸款融資。

OTHER INFORMATION (CONTINUED) 其他資料(續)

(iv) On 20 June 2017, the Borrower entered into the facility agreement with a bank to finance its working capital for a term loan facility up to HK\$130 million repayable by 36 months after the first utilisation date. The facility agreement contains a specific performance obligation that Mr. Lee (including shares under his family trust) must maintain as the major shareholder (with at least 50% shareholding) of the Company. A breach of the aforesaid specific performance obligation will constitute an event of default under the facility agreement. If an event of default under the facility agreement occurs, the bank may terminate the facility agreement and liabilities payable under the facility agreement and the relevant security documents shall become immediately due and payable.

Save as disclosed above, the directors are not aware of any circumstances which would give rise to a disclosure obligation pursuant to the requirements under Rule 13.18 of the Listing Rules as at 30 June 2020 and as at the date of this report.

ACKNOWLEDGEMENT

On behalf of the Board, I would like to extend our sincere appreciation to our customers, suppliers and shareholders for their continuing support, and our management and staff for their contribution and dedication to the Group throughout the period.

By order of the Board
Lee Yuen Fat
Chairman

Hong Kong, 24 August 2020

(iv) 於二零一七年六月二十日，借方與一間銀行訂立融資協議，取得定期貸款融資金額達至130,000,000港元，就其營運資金提供資金。有關融資須於首次提取日期起計36個月內償還。融資協議載有須履行之特定責任，規定李先生(包括其家族信託下之股份)須維持成為本公司之主要股東(即持股量為50%或以上)。違反上述特定責任將構成融資協議項下之違約事件。如融資協議違約事件出現，銀行可終止融資協議，而融資協議及相關擔保文件項下之應付貸款隨即到期支付。

除上文披露者外，於二零二零年六月三十日及於本報告日期，董事並不知悉有任何其他事項須根據上市規則第13.18條之規定作出披露。

鳴謝

本人謹此代表董事會，對客戶、供應商及股東一直以來鼎力支持致以衷心謝意。本人另對期內管理層所付出之寶貴貢獻及本集團員工之盡職服務表示感謝。

承董事會命
李遠發
主席

香港，二零二零年八月二十四日

KaShui¹⁹⁸⁰

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