



FUJIAN HOLDINGS LIMITED  
閩 港 控 股 有 限 公 司

(Incorporated in Hong Kong with limited liability)

(於香港註冊成立之有限公司)

Stock Code 股份代號：181

INTERIM REPORT  
中期報告 2020



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# Corporate Information

## 公司資料

### Board of Directors

#### Executive Directors:

CHEN Yangbiao (*Chairman of the Board*)

CHEN Danyun

CHEN Yang

#### Non-executive Directors:

FENG Qiang

WANG Ruilian

WENG Weijian

#### Independent Non-executive Directors:

LAM Kwong Siu

NG Man Kung

LIU Mei Ling Rhoda

### Company Secretary

CHAN Tao Ming

### Audit Committee

LIU Mei Ling Rhoda (*Chairman of the Committee*)

LAM Kwong Siu

NG Man Kung

### Remuneration Committee

LAM Kwong Siu (*Chairman of the Committee*)

NG Man Kung

LIU Mei Ling Rhoda

### Nomination Committee

NG Man Kung (*Chairman of the Committee*)

LAM Kwong Siu

LIU Mei Ling Rhoda

### 董事會

#### 執行董事：

陳揚標 (*董事會主席*)

陳丹雲

陳揚

#### 非執行董事：

馮強

王瑞煉

翁衛建

#### 獨立非執行董事：

林廣兆

吳文拱

廖美玲

### 公司秘書

陳道明

### 審核委員會

廖美玲 (*委員會主席*)

林廣兆

吳文拱

### 薪酬委員會

林廣兆 (*委員會主席*)

吳文拱

廖美玲

### 提名委員會

吳文拱 (*委員會主席*)

林廣兆

廖美玲

## Principal Bankers

Hang Seng Bank Limited  
Bank of China Limited  
Industrial Bank Company Limited

## Registered Office

Room 3306–08, 33rd Floor  
West Tower, Shun Tak Tower  
200 Connaught Road Central  
Hong Kong

## Auditors

HLB Hodgson Impey Cheng Limited  
Chartered Accountants  
Certified Public Accountants  
31st Floor, Gloucester Tower, The Landmark  
11 Pedder Street, Central  
Hong Kong

## Solicitors

Paul Hastings  
22nd Floor, Bank of China Tower  
1 Garden Road  
Hong Kong

## Share Registrar

Tricor Standard Limited  
Level 54, Hopewell Centre  
183 Queen's Road East  
Hong Kong

## Stock Code

00181

## Website

[www.fujianholdings.com](http://www.fujianholdings.com)

## 往來銀行

恒生銀行有限公司  
中國銀行有限公司  
興業銀行股份有限公司

## 註冊辦事處

香港  
干諾道中200號  
信德中心西座  
33樓3306–08室

## 核數師

國衛會計師事務所有限公司  
英國特許會計師  
香港執業會計師  
香港  
中環畢打街11號  
置地廣場  
告羅士打大廈31樓

## 律師

普衡律師事務所  
香港  
花園道1號  
中銀大廈22樓

## 股份過戶登記處

卓佳標準有限公司  
香港  
皇后大道東183號  
合和中心54樓

## 股份代號

00181

## 網址

[www.fujianholdings.com](http://www.fujianholdings.com)

# Financial Summary

## 財務摘要

For the six months ended 30 June		30 June 2020 (Unaudited) 二零二零年 六月三十日 (未經審核) HK\$'000 港幣千元	30 June 2019 (Unaudited) 二零一九年 六月三十日 (未經審核) HK\$'000 港幣千元	Change 變動 %
截至六月三十日六個月止				
<b>Financial highlights</b>	<b>財務摘要</b>			
Revenue	收益	<b>7,613</b>	19,336	(60.63)
(Loss)/Profit for the Period	本期(虧損)/盈利	<b>(1,834)</b>	1,854	N/A
(Loss)/Profit attribute to owners of the Company	本公司持有人 應佔(虧損)/盈利	<b>(1,834)</b>	1,854	N/A
(Loss)/Profit per share (HK cents per share) Basic and diluted	每股(虧損)/盈利(每股港仙)  基本及攤薄	<b>(0.16)</b>	0.16	N/A
		<b>RMB 人民幣</b>	RMB 人民幣	
Average daily rate of hotel	平均每天房價	<b>298</b>	316	(5.70)
Hotel occupancy rate	酒店入住率	<b>16%</b>	78%	(79.49)

# Chairman's Statement

## 主席報告

On behalf of the Board (the "Board") of Directors (the "Directors") of Fujian Holdings Limited (the "Company"), I hereby present the interim report and the unaudited condensed consolidated financial statements of the Company together with its subsidiaries (collectively the "Group") for the six months ended 30 June 2020 ("reporting period" or the "period under review") to the shareholders of the Company (the "Shareholders").

### Business Review

For the six months ended 30 June 2020, the Group recorded a turnover of approximately HK\$7.61 million, representing a decrease of approximately 61% as compared to approximately HK\$19.34 million in the corresponding period last year.

Net loss attributable to shareholders was approximately HK\$1.83 million (30 June 2019: Net profit attribute to shareholders was approximately HK\$1.85 million).

Loss per share was approximately 0.16 HK cent for six months ended 30 June 2020 (30 June 2019: Profit per share was approximately 0.16 HK cent).

Net assets (Total assets less total liabilities) decrease by approximately HK\$2.58 million to approximately HK\$408.57 million as at 30 June 2020 compared with HK\$411.15 million as at 31 December 2019.

### Dividends

The Directors do not recommend the payment of any dividend for the six months ended 30 June 2020.

本人謹代表閩港控股有限公司(「本公司」)董事會(「董事會」或「董事」)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之六個月(「本報告期」或「回顧期」)中期報告及簡明綜合中期財務報告，以供本公司股東(「股東」)省覽。

### 業務回顧

截至二零二零年六月三十日止六個月，本集團營業額約為761萬港元，與去年同期約1,934萬港元比較，下降約61%。

本公司持有人應佔虧損約183萬港元(二零一九年六月三十日：應佔盈利約185萬港元)。

截至二零二零年六月三十日止六個月，每股虧損0.16港仙(二零一九年六月三十日：每股盈利約0.16港仙)。

淨資產(總資產減總負債)比截至二零一九年十二月三十一日止之41,115萬港元下降約258萬港元至約為40,857萬港元。

### 股息

董事不建議派發截至二零二零年六月三十日六個月止期間任何股息。

## Prospects

The outbreak of Coronavirus Disease 2019 ("COVID-19") has caused great damage to tourism and hotel industry. With the gradual control of the epidemic and the recovery of the industry, the Group will grasp the long term development trend of tourism and related industries by relying on our advantages in Fujian Province, confront challenges, deploy and implement business strategies in order to enhance our internal driving force and long-term competitiveness for our sustainable development, thereby providing foundation for our future development.

In addition, the Group will speed up its review of its existing business and continuously update its business plans and strategies to keep pace with future development. On the basis of consolidating existing business, we will continue to integrate business clusters, while expanding into industries such as finance, high technology, intelligence, international trade etc. At the same time, the Group will conduct optimisation in internal procedures and enhance management efficiency to regulate and plan for future development strategies with innovative thinking, so as to fully stimulate and enhance the potential and intrinsic values of corporate resources.

Our overall objective is to better utilise the Group's resources in order to maximise every shareholder's interest.

## Acknowledgements

I would like to take this opportunity to extend my sincere gratitude to all shareholders, business partners and customers for their support, and to all our colleagues for their efforts, hard work and dedication. Their hardwork represents the foundation of the Group's future business development.

**Chen Yangbiao**  
*Chairman*

Hong Kong, 31 August 2020

## 前景展望

新型冠狀病毒肺炎(「新冠肺炎」)疫情的爆發對旅遊業和酒店業造成了很大衝擊，隨著疫情逐步控制及行業經營的逐步恢復，本集團將抓緊旅遊產業及相關產業的長線發展態勢，依靠我們於福建省之優勢，勇於面對挑戰，部署和實施好經營策略，以提升本集團持續發展的內在動力與長期競爭力，為未來發展提供有力的支撐。

此外，本集團將加快檢討現有業務及不斷地更新業務計劃與策略以配合未來發展，在鞏固發展現有業務的基礎上繼續整合業務集群，同時向金融、高科技、智能化及國際貿易等產業拓展，實現業務多元化。與此同時，本集團亦將優化內部流程及提升管理效率，以創新的思維規範及規劃企業未來的發展戰略，全面激發並提升企業資源的潛能和內在價值。

本集團之整體目標為更妥善運用其資源，為各股東創造最大之利益。

## 致謝

本人謹此感謝各位股東、合作伙伴及客戶在過去一年對本集團的鼎力支持。本人亦藉此衷心感謝集團全體員工的辛勤工作和無私奉獻，他們的努力為集團未來業務的發展奠定了堅實基礎。

**陳揚標**  
*主席*

香港，二零二零年八月三十一日

# Management Discussion and Analysis

## 管理層討論與分析

### Business Review

For the six months ended 30 June 2020, the Group recorded net loss attributable to owners of the Company of approximately HK\$1.83 million (30 June 2019: Profit of HK\$1.85 million). The Group's net loss is mainly attributable to the decrease of approximately 73.54% in revenue from hotel operations for the period ended 30 June 2020 as compared to the revenue from hotel of approximately HK\$15.76 million for the six months ended 30 June 2019.

The turnover of the Group for the six months ended 30 June 2020 amounted to approximately HK\$7.61 million, representing a decrease of approximately 61% from approximately HK\$19.34 million in the corresponding period of previous year. The increase is mainly due to the reduce in business volume of star-rated hotel operation during the period under review.

Given our good balance sheet status and cash generation ability, our financial position continues to be strong. As at 30 June 2020, the gearing ratio (divided non-current liabilities by equity plus non-current liabilities multiple by 100 which results in percentage) of the Group was 1.0% (31 December 2019: 1.2%).

### Operational Review

#### A. Star-rated hotel operation

Since 2018, the hotel has introduced new management model by carrying out professional manager system reform, successfully restored the title of four-star by passing verification and was also awarded the honor of "the Top 100 Conference Hotel of China".

Star-rated hotel operation is the main source of revenue for the Group. For the six months ended 30 June 2020, the turnover of the hotel operation was approximately HK\$4.71 million (30 June 2019: HK\$15.76 million), representing a decrease of approximately 73.54% from the corresponding period of last year. The decrease mentioned above is mainly attributable to the significant decrease in number of tourists in Mainland China brought by the outbreak of the COVID-19 pandemic in the first half of the financial year of 2020.

### 業務回顧

截至二零二零年六月三十日止六個月，本集團錄得本公司持有人應佔虧損約183萬港元(二零一九年六月三十日：約185萬港元盈利)。本集團的虧損主要歸因於截至二零二零年六月三十日止年度來自酒店業務收益比二零一九年六月三十日止六個月之酒店業務收益約1,576萬港元下降約73.54%。

截至二零二零年六月三十日止六個月內，本集團營業額約為761萬港元，與去年同期約1,934萬港元之數字比較，下降約61%。此乃主要因為於回顧期內，星級酒店業務收入減少所致。

基於本集團優好的資產負債狀況，現金增值能力及財務狀況持續穩健。截至二零二零年六月三十日止期間，本集團資本負債比率(非流動負債與股本權益總額加非流動負債之百分比)為1.0%(二零一九年十二月三十一日：1.2%)。

### 營運回顧

#### A. 星級酒店營運

自二零一八年，酒店創新經營模式，完成職業經理人制度改革，順利通過審核評定，恢復四星級酒店稱號，還被授予「中國會議酒店百強」榮譽。

星級酒店經營是本集團主要收入來源。截至二零二零年六月三十日止六個月內，酒店營業額約為471萬港元(二零一九年六月三十日：1,576萬港元)，較去年相應回顧期內下降約73.54%。上述下降主要由於二零二零年上半年財政年度爆發的新冠肺炎疫情導致本集團內地的旅遊接待人次大幅下降所致。



## Management Discussion and Analysis (Continued)

### 管理層討論與分析(續)

For the period under review, the average occupancy rate was approximately 16% (2019: 78%), representing a decrease of 79.5% over the corresponding period of last year. Average daily rate (ADR) was approximately RMB298 (30 June 2019: RMB316) representing a decrease of 5.7% over the corresponding period of last year.

The following table sets out the amount and percentage of contributions from different businesses of the star-rated hotel operation for the six months ended 30 June 2020, together with comparative figures as of 30 June 2019:

		30 June 2020		30 June 2019	
		二零二零年六月三十日		二零一九年六月三十日	
		HK\$ in thousand 千港元	% of revenue 佔收益	HK\$ in thousand 千港元	% of revenue 佔收益
Accommodation revenue	客房銷售收入	2,076	50%	9,822	62%
Catering	餐飲服務	1,377	33%	4,186	27%
Rental revenue	出租收入	459	11%	1,241	8%
Others	其他	261	6%	511	3%
		4,173	100%	15,760	100%

#### Accommodation revenue

The accommodation revenue was mainly determined by the number of available rooms, occupancy rate and ADR of the Group's hotel. During the period under review, the accommodation revenue of star-rated hotel was approximately HK\$2.08 million, representing a decrease of approximately 79% over the corresponding period of 2019.

#### Catering revenue

Since 2015, the Group has made a major effort to develop the catering business through the hotel. During the period under review, catering revenue of approximately HK\$1.38 million representing approximately 33% of the hotel operation's turnover.

The rising cost of operating environment and hit by the COVID-19 remain the key challenge for the hotel industry. To overcome these adversities, the Group will continue to implement tight cost control measures and seek further improvement in operational efficiency to minimise the adverse impacts.

於回顧期內，平均入住率約為16%（二零一九年：78%），較去年相應回顧期內下降約79.5%。平均每天房價則約為人民幣298元（二零一九年六月三十日：人民幣316元），較去年相應回顧期內下降約5.7%。

本集團星級酒店營運截至二零二零年六月三十日止之六個月，各分類業務的營業額及應佔營業額百分比與二零一九年六月三十日同期比較如下：

#### 客房銷售收入

房間出租收入主要取決於本集團酒店的可供出租客房、入住率及平均每天房價。六個月之回顧期內，星級酒店營運房間出租收入為約208萬港元，較二零一九年同期下降約79%。

#### 餐飲收入

自二零一五年，酒店大力發展其團膳業務。於回顧期內為本集團帶來約138萬港元的收入，佔酒店業務營業額約33%。

營運環境成本不斷高漲，酒店入住率受新冠肺炎疫情爆發影響較大，給行業帶來挑戰。為克服此等不利情況，本集團將繼續實行嚴格成本監控措施，尋求進一步改善營運效率，務求盡量減低不利影響。

## Management Discussion and Analysis (Continued) 管理層討論與分析(續)

Improved customer services and better hotel facilities are core competitive advantages to seize the growth opportunity in local tourism and restaurant industries. The Board believes that the hotel business in Xiamen will contribute positively to the Group. Meanwhile, the hotel is taking measures to deal with the epidemic situation, practising skills, diversifying our operations and enhancing sales force regarding wedding banquet, catering and related services as well.

Looking forward, hospitality business is gradually resuming full operations as mainland has entered the phase of regular epidemic prevention and control.

### Rental revenue

In order to stabilise the income of the hotel operation, the hotel leased out the shopping centre in the Group's hotel. This contributed to approximately HK\$0.46 million in rental revenue during the six months under review, representing approximately 11% of the hotel operation's turnover.

## B. Hong Kong properties held by the Group

As at 30 June 2020, all properties in Hong Kong held by the Group were 100% rented out, which brought a steady rental income to the Group.

During the period under review, the rental income of the properties in Hong Kong was approximately HK\$3.44 million, compared to last year representing a decrease of approximately 4%. The decrease is mainly due to relief provided to tenants on a case-by-case basis. The Group recorded approximately HK\$3.58 million in rental income of properties in Hong Kong for the corresponding period of last year.

## C. Piano Manufacturing

The Group diversified its business into piano manufacturing by acquiring a 25% equity interest in Fuzhou Harmony Piano Co. Ltd. ("Harmony Piano") in 2005. This business interest has brought a steady profit to the Group for the past few years. The Group recorded a share of profit from its interest in Harmony Piano approximately HK\$0.74 million for the period under review (2019: profit of approximately HK\$0.09 million).

優質的客戶服務及良好的酒店設施是進一步提升核心競爭優勢及抓緊當地旅遊及餐飲業增長機遇的主要元素。董事會相信，廈門酒店業務將為本集團帶來正面貢獻。與此同時，酒店管理層亦正採取積極措施應對疫情，練好內功，同時謀劃多元化經營，加強有關婚宴、團膳及相關服務的銷售力度。

展望未來，隨著內地進入常規的流行病預防和控制階段，酒店業務正在逐步恢復全面運作。

### 出租收入

為保持穩定收入，酒店將本集團之酒店內商場出租。此舉為集團於回顧期六個月內貢獻約46萬港元之出租收入，佔酒店業務營業額11%。

## B. 香港物業

截至二零二零年六月三十日，本集團物業之出租率為100%，為本集團持續帶來穩定之租金收入。

於本回顧期內，香港物業租金收入約為344萬港元，較去年同期下降約4%，此乃由於向個別租戶提供租金減免。本集團於去年同期香港物業租金錄得約為358萬港元。

## C. 鋼琴製造

本集團於二零零五年透過完成收購福州和聲鋼琴股份有限公司(「和聲鋼琴」)25%股權而擴展業務至鋼琴製造業。過去多年來此業務為本集團帶來穩定之盈利。於回顧期內，應佔和聲鋼琴之權益錄得約74萬港元盈利(二零一九年：約9萬港元盈利)。

## Management Discussion and Analysis (Continued)

### 管理層討論與分析(續)

#### D. Finance Leasing

For the six months ended 30 June 2020, the interest in associate contributed approximately HK\$3.52 million profit for the period (30 June 2019: profit of approximately HK\$1.7 million).

#### Future Development

Looking forward into 2020, the Group will adhere to the corporate strategy using investment management and operation management as a core method for achieving continuous value-based growth. On the one hand, the Group will continue its searches for assets with healthy profitability and excellent growth potential as long-term investment through investment management. On the other hand, it will establish a group-level multi-dimensional operation-supporting system covering among others, brand operation, management information, human resources and supply chain to advance operation efficiency, lower costs and enhance brand influence.

In the second half of the year, the Company will considering venturing into international trade business areas to broaden its source of revenue, thereby creating greater value for its shareholders.

The near-term economic performance is facing notable downward pressure from COVID-19. However, economic fundamentals of the Mainland are solid and it is expected to have adequate policy tools to maintain macro-economic stability. Once the epidemic is over, the economy of Mainland China will keep growing. The increase of disposable income per capita, the rise of urbanisation level and the accelerating pace of life remain the base driving forces behind the long-term and constant growth of China's hotel industry.

The Group will strive to seize the opportunity presented by the reform of state-owned assets, give full play to the strengths of FTDC as "Top 20 advantage Tourism Group in China" and actively seek new breakthroughs in the field of tourism-related and other business areas. Furthermore, the Group will also accelerate the reform in the area of institutional mechanisms, promote the effective integration of the group resources by the combination of industry and capital, and integrate the industry chains of hotel, tourism and other businesses. Meanwhile, we will expand into industries such as finance, high technology, intelligent technology, international trade, etc. to achieve diversification of our income source, so as to further increase our overall asset return and enterprise value.

#### D. 融資租賃

截至二零二零年六月三十日六個月止，聯營公司貢獻約352萬港元盈利(二零一九年六月三十日：約170萬港元盈利)。

#### 未來發展

展望二零二零年，本集團將繼續以投資管理及營運管理作為推動企業價值持續增長的核心：一方面通過投資管理持續尋找具備健康盈利能力及優秀增長潛力的資產作為長期投資；另一方面通過在集團層面建立品牌營運、信息管理、人力資源、供應鏈等多維度的營運支持體系，提高旗下業務板塊營運效率，降低成本，提升品牌影響力。

二零二零年下半年，本公司將會有意拓展國際貿易業務領域，以擴寬其收入來源，進而為其股東創造更大價值。

短期內經濟表現亦因新冠肺炎疫情而面對顯著的下行壓力。不過，內地經濟基本面平穩，預測有足夠的政策工具維護宏觀經濟穩定。估計疫情過後的增速仍將繼續。人均可支配收入增加、城市化水平上升及生活節奏加快等因素仍然是支撐酒店行業長期持續增長的動力。

本集團將努力把握國資改革機遇，充分發揮旅遊發展集團作為「中國旅遊集團20強」之優勢，於旅遊相關行業及其他商業領域下積極尋求新的突破，加速推進機制體制改革，以產業+資本的模式，加大力度促進資源有效整合，整合酒店資源、旅遊產業及其他產業鏈，同時向金融、高科技、智能化及國際貿易等產業拓展，實現業務收入來源多元化，進一步提升資產的整體回報和企業價值。

## Financial Review

### Capital Structure

As at 30 June 2020, the total share capital of the Company was HK\$898,839,029 divided into 1,145,546,000 ordinary shares.

### Liquidity and Financial Resources

As at 30 June 2020, the Group had a net cash balance of approximately HK\$50.00 million (31 December 2019: HK\$55.97 million). The Group's net asset value (assets less liabilities) was approximately HK\$412.70 million (31 December 2019: HK\$416.15 million), with a liquidity ratio (ratio of current assets to current liabilities) of 4.33 (31 December 2019: 4.10). During the year under review, there was no material change in the Group's funding and treasury policies. The Directors do not expect the Company to experience any problem with liquidity and financial resources in the foreseeable future.

### Charge on Assets

As at 30 June 2020, the Group had not charged any of its assets. (31 December 2019: Nil)

### Funding and Treasury Policies

The funding and treasury policies of existing subsidiaries of the Group are centrally managed and controlled by the Group's senior management in Hong Kong.

### Treasury Management and Cash Funding

The Group's funding and treasury policies are designed to maintain a diversified and balanced debt profile and financing structure. The Group continues to monitor its cash flow position and debt profile, and to enhance the cost-efficiency of funding initiatives by its centralised treasury function. In order to maintain financial flexibility and adequate liquidity for the Group's operations, potential investments and growth, the Group has built a strong base of funding resources and will keep exploring cost-efficient ways of financing.

## 財務回顧

### 資本架構

於二零二零年六月三十日，本公司之股本總額為898,839,029港元，分為1,145,546,000普通股。

### 流動資金及財務資源

截至二零二零年六月三十日止，本集團之現金結餘淨額約為5,000萬港元(二零一九年十二月三十一日：5,597萬港元)。本集團之資產淨值(資產減負債)約為41,270萬港元(二零一九年十二月三十一日：41,615萬港元)。流動比率(流動資產與流動負債之比率)為4.33(二零一九年十二月三十一日：4.10)。於回顧年度內，本集團之資金及財政政策並無重大改變。董事認為，本公司在可預見的未來並不會遇上任何資金流動性和財務資源上的問題。

### 資產抵押

於二零二零年六月三十日，本集團並無就其任何資產作出抵押。(二零一九年十二月三十一日：無)

### 資金及財務政策

本集團之現有附屬公司之資金及財政政策均由香港之高級管理層集中管理及監控。

### 庫務管理及融資

本集團的融資及庫務政策旨在維持債務狀況及融資架構多元化及平衡。本集團持續監控其現金流狀況和負債組合，並由本集團的庫務部門中央統籌以提升融資活動的成本效益。本集團已建立雄厚的資金來源基礎並將持續尋求符合成本效益的融資途徑，為本集團的營運、潛在投資及發展提供充足及靈活的流動資金。

## Management Discussion and Analysis (Continued)

### 管理層討論與分析(續)

#### Bank Loans and Other Borrowings

There was no outstanding bank loan and other borrowing by the Company and the Group as at 30 June 2020 (31 December 2019: Nil).

#### Capitalised Borrowing Costs

No borrowing cost was being capitalised during the six months ended 30 June 2020 (31 December 2019: Nil).

#### Exposure to fluctuation in exchange rate and related hedges

There has been no significant change in the Group's policy in terms of exchange rate exposure. The Group operates mainly in Hong Kong and Mainland China. Most of the transactions and cash and cash equivalents are denominated in Hong Kong dollars ("HK\$") and in Renminbi ("RMB"). The Group is exposed to foreign currency risk due to the exchange rate fluctuation of RMB against HK\$. Moderate fluctuation of RMB against HK\$ was expected. The Group considered the foreign currency risk exposure is acceptable. However, management of the Group will monitor foreign exposure closely and consider the use of hedging instruments when necessary.

As most of the Company's business operations are located in Hong Kong and Mainland China, the Company faces foreign currency risks due to exchange gain/loss from exchange rate fluctuations as well as currency conversion risk due to converted net asset value fluctuations of investment projects in Mainland China. To effectively manage foreign currency risk, the Company closely monitors foreign exchange markets, and utilises multiple strategic approaches, such as optimising cash management strategy and project finance instruments, to manage foreign exchange risk.

The funding and treasury policies of existing subsidiaries of the Group are centrally managed and controlled by the Group's senior management in Hong Kong.

#### 銀行貸款及其他借款

本公司及本集團於二零二零年六月三十日並無銀行貸款及其他借貸(二零一九年十二月三十一日：無)。

#### 借貸成本資本化

於二零二零年六月三十日六個月止，概無借貸成本資本化(二零一九年十二月三十一日：無)。

#### 匯率波動之風險及相關對沖

就匯率風險而言，本集團之政策並無重大變動。本集團主要於香港及中國內地營運。大部分交易及現金及現金等值以港元(「港元」)及人民幣(「人民幣」)計值。本集團就人民幣兌港元之匯率波動承受外匯風險。人民幣兌港幣之匯率預期存在適量波動，本集團認為有關外匯風險可以接受。然而，本集團之管理層將密切監控外匯風險，並於必要時考慮使用對沖工具。

公司目前所經營業務主要集中於香港及中國內地，面臨因匯率波動而導致產生投資於中國境內的項目淨資產值的外幣換算風險。為有效管理外匯風險，公司密切跟蹤匯率市場走勢，通過優化存量資金安排、調整項目融資手段等方式對外匯風險進行多渠道管控。

本集團之現有附屬公司之資金及財政政策均由香港之高級管理層集中管理及監控。

## Management Discussion and Analysis (Continued) 管理層討論與分析(續)

We have cash and cash equivalent balances denominated in various currencies. The following is a breakdown of our cash and cash equivalent balances by currency as at the end of each period/year:

我們的現金及現金等價物結餘以多種貨幣計值。下表按貨幣對各期間／年末，我們的現金及現金等價物結餘進行細分：

		<b>30 June 2020 二零二零年 六月三十日 (Unaudited) (未經審核)</b>	31 December 2019 二零一九年 十二月三十一日 (Audited) (經審核)
Cash and cash equivalents denominated in RMB (in thousands)	以人民幣計值的現金及現金等價物(千元)	<b>38,358</b>	44,280
Cash and cash equivalents denominated in HK\$ (in thousands)	以港元計值的現金及現金等價物(千元)	<b>11,649</b>	11,687

### Capital Management

Our objectives when managing capital are to safeguard our ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

We manage our capital structure and make adjustments to it in order to have funds available to support the business activities which the Board intends to pursue in addition to maximizing the return to shareholders. The Board does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Group's management to sustain future development of the business.

In order to carry out current operations and pay for administrative costs, we will utilise our existing working capital and raise additional amounts as needed. Management reviews our capital management approach on an ongoing basis and believes that this approach, given the relative size of the Group, is reasonable.

### Charge on Assets

As at 30 June 2020, the Group did not charge any of its assets (31 December 2019: Nil).

### 資本管理

我們管理資本的目標是保障我們有持續經營的能力，從而為股東帶來回報及為其他權益持有人提供利益，同時保持最佳的資本結構以降低資本成本。

我們管理資本結構並予以調整，以獲得可用資金，除藉此大幅提高股東回報外，還可支持董事會有意從事的業務活動。董事會並未設立資金定量回報的管理標準，而是依賴本集團管理層的才能維持業務未來的發展。

為執行現時運作及支付行政費用，我們將動用現有營運資金，並按需要籌募額外款項。管理層持續審計資金管理方式，並且認為該管理方式就本集團的相對規模而言屬合理。

### 資產抵押

於二零二零年六月三十日，本集團並無就其任何資產作出抵押(二零一九年十二月三十一日：無)。

## Management Discussion and Analysis (Continued)

### 管理層討論與分析(續)

#### Bank Loans and Other Borrowings

There were no outstanding bank loan and other borrowings by the Company and the Group as at 30 June 2020 (31 December 2019: Nil).

#### Capitalised Borrowing Costs

No borrowing costs were being capitalised during the six months ended 30 June 2020 (31 December 2019: Nil).

#### Significant Investments

The Group held no other significant investment during the reporting period.

#### Acquisition and Disposal of Subsidiaries, Associates and Joint Ventures

The Group had no material acquisition and disposal of subsidiaries, associates and affiliated companies during the period.

#### Material acquisitions and disposals

During the period under review, there were no material acquisition or disposal of any subsidiary, associate or joint venture of the Group.

#### Contingent Liability

The Group did not have any significant contingent liability during the period under review.

#### Major Events

Save as aforesaid, the Group had no material capital commitments and no future plans for material investments or capital assets as at 30 June 2020.

#### Human Resources

As at 30 June 2020, the Group had approximately 119 employees in Hong Kong and Xiamen. The remuneration package was determined with reference to performance and the prevailing market rate. The Group also provides employees with training, the opportunity to join its mandatory provident fund scheme and medical insurance cover.

#### 銀行貸款及其他借款

本公司及本集團於二零二零年六月三十日並無銀行貸款及其他借貸(二零一九年十二月三十一日：無)。

#### 借貸成本資本化

於二零二零年六月三十日六個月止概無借貸成本資本化(二零一九年十二月三十一日：無)。

#### 重大投資

本集團於本報告期間並無持有其他重大投資。

#### 收購及出售附屬公司及聯營公司

本集團於本期間並無重大收購及出售附屬公司、聯營公司或合營企業活動。

#### 重大收購及出售

回顧期內，本集團沒有作出重大收購行動或出售任何附屬公司，聯營或合營企業公司。

#### 或然負債

本集團於本期間內並無任何重大或然負債。

#### 主要事件

除上述者外，於二零二零年六月三十日，本集團並無重大資本承擔，亦無參與重大投資或購入資本資產之未來計劃。

#### 人力資源

於二零二零年六月三十日，本集團於香港及廈門擁有約119名僱員。薪金組合乃根據彼等之表現及市場價格釐定。本集團亦提供僱員培訓、參與強制性公積金計劃及醫療保險之機會。

## Dividends

The Directors do not recommend the payment of a dividend for the six months ended 30 June 2020.

## 股息

董事會不建議派發二零二零年六月三十日六個月止任何股息。

## Purchases, Sale or Redemption of the Company's Listed Securities

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

## 購買、出售或贖回本公司之上市證券

截至二零二零年六月三十日止六個月，本公司或其附屬公司均無購買、出售及贖回任何本公司之上市證券。

## Model Code for Securities Transactions by Directors

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") set out in Appendix 10 to the Listing Rules as its own code of conduct for dealings in securities of the Company by the Directors. In response to specific enquiries made, all Directors confirmed that they had complied with the required standards of dealings as set out in the Model Code during the period under review.

## 董事進行證券交易之標準守則

本公司採納上市規則附錄十所載的《上市發行人董事進行證券交易的標準守則》(「標準守則」)作為董事進行本公司證券交易的操守守則。經作出具體徵詢後，所有董事確認彼等於回顧期間均遵照標準守則所載的規定標準。



# Biographies of Directors and Senior Management

## 董事及高級管理人員履歷

### Executive Directors

**Mr. CHEN Yangbiao**, aged 59, joined the Company in August 2018. He is an Executive Director and Chairman of Board of Directors of the Company. He is responsible for the overall strategic planning of the Group.

Mr. Chen is currently secretary of Communist Party Committee, chairman of the board of directors and legal representative of Fujian Tourism Development Group Co., Ltd. (福建省旅遊發展集團有限公司) ("FTDC"), the chairman of Fujian Enterprises (Holdings) Company Limited (華閩(集團)有限公司), he is in charge of the overall work. Mr. Chen is also an alternate member of the 10th Fujian Provincial Committee of the Communist Party of China ("CPC") (中國共產黨福建省委員會), a member of 12th Fujian Provincial Committee of the Chinese People's Political Consultative Conference (中國人民政治協商會議福建省委員會) and deputy director of the Agriculture and Rural Affairs committee. Mr. Chen was also awarded as the 17th session of Excellent Entrepreneur of Fujian Province. He is also an expert consultant of Fujian Tourism Development Committee (福建省旅遊發展委員會). In 2018, Mr. Chen was awarded the honorary of the 40 Fujian's most influential entrepreneurs in the 40 years of the reform and opening-up.

Mr. Chen holds a bachelor's degree in engineering from Fujian Forestry College (福建林學院) and a master's degree in scientific socialism professional from Party School of the Central Committee of CPC (中共中央黨校). Mr. Chen has extensive experience in administration, corporate and capital management. In 2015, he led the establishment of FTDC, built the leading tourism enterprise in Fujian Province and led FTDC to the top 20 of China Tourism Groups for four consecutive years. Mr. Chen has taken up a number of management posts including Vice Mayor of Wuyishan City, Fujian Province, Director of Planning and Finance Department of Fujian Tourism Bureau, a member of Party Group and the Deputy Director of Fujian Tourism Bureau, the chairman of Fujian Enterprises (Holdings) Company Limited and secretary of Communist Party Committee, chairman of the board of directors and legal representative of FTDC.

### 執行董事

陳揚標先生，59歲，於二零一八年八月加入本集團。陳先生為本公司執行董事及董事會主席。陳先生負責本集團之整體策略性規劃。

陳先生現任福建省旅遊發展集團有限公司（下稱「福建旅遊集團」）黨委書記、董事長（法定代表人），華閩（集團）有限公司董事長，主持集團全面工作。陳先生是中共福建省委第十屆候補委員，第十二屆福建省政協委員、農業農村委員會副主任，第十七屆福建省優秀企業家，福建省旅遊發展委員會專家智庫顧問。陳先生於二零一八年榮獲改革開放40年40位福建最有影響力企業家榮譽稱號。

陳先生持有福建林學院工學學士學位，並持有中央黨校科學社會主義專業研究生學歷。陳先生具有豐富的行政管理、企業管理及資本運作經驗。二零一五年，他主導組建福建旅遊集團，打造福建旅遊龍頭企業，帶領福建旅遊集團連續四年上榜中國旅遊集團20強。陳先生歷任福建省武夷山市副市長，福建省旅遊局計劃財務處處長，福建省旅遊局黨組成員、副局長，華閩（集團）有限公司董事長，福建省旅遊發展集團有限公司黨委書記、董事長（法定代表人）。

## Biographies of Directors and Senior Management (Continued) 董事及高級管理人員履歷(續)

**Ms. CHEN Danyun**, aged 55, joined the Company in August 2015. She is Executive Director and General Manager of the Company. She is responsible for the general operation and management of the Company and to execute the overall strategic planning of the Group.

Ms. Chen has over 30 years of experience in international trade, corporate management and investment management. Ms. Chen graduated from Xiamen University with a bachelor's degree in economics and obtained her Master of Business of Administration degree from Murdoch University in Australia. She is a senior economist.

**Mr. CHEN Yang**, aged 55, is the Executive Director and Vice General Manager of the Company. Mr. Chen joined the Group in June 2015 and assists the general manager in the daily operations of the Group.

Mr. Chen has approximately 30 years' experience in finance management. Mr. Chen has taken up a number of management posts, including a vice general manager of Fuzhou Harmony Piano Co., Ltd. (福州和聲鋼琴股份有限公司), a vice general manager of the finance department of Fujian Huamin Industrial Group Company Limited (福建華閩實業(集團)有限公司) and the financial controller of Fujian Investment and Development Company Limited. Mr. Chen obtained his bachelor degree in economics from Xiamen University in the PRC. Mr. Chen is a senior economist.

### Non-Executive Directors

**Mr. FENG Qiang**, aged 54, is the assistant of General Manager of Fujian Tourism Development Group Company Limited ("FTDC"), the Director of Investment and Planning Department of FTDC, the chairman and general manager of Fujian Tourism Investment Holdings Company Limited. Mr. Feng joined the Group in January 2005.

He spent years of research in the Chinese Academy of Social Science at Fujian for corporate strategies and reforms. He also has practical experience in corporate investment planning, operational management and corporate restructuring during his service in the government of Fujian Province and its related companies. Mr. Feng has over 30 years' corporation and investment management experience.

Mr. Feng has a bachelor degree in economics from Shanghai University of Finance and Economics.

**陳丹雲女士**，55歲，本集團執行董事及總經理。陳女士於二零一五年八月加盟本集團，陳女士負責日常營運管理工作及執行本集團整體之策略。

陳女士於國際貿易、企業管理及投資管理方面擁有超過30年經驗。陳女士持有廈門大學經濟學學士學位及澳大利亞梅鐸大學(Murdoch University)之工商管理碩士學位。彼為高級經濟師。

**陳揚先生**，55歲，本集團執行董事及副總經理。陳先生於二零一五年六月加盟本集團，負責協助總經理執行本集團日常營運之事務。

陳先生於財務管理方面擁有約30年經驗。陳先生曾出任多個管理職位，包括福州和聲鋼琴股份有限公司副總經理、福建華閩實業(集團)有限公司財務部副總經理及華閩投資發展有限公司財務總監。陳先生擁有中國廈門大學經濟學學士學位。陳先生為高級經濟師。

### 非執行董事

**馮強先生**，54歲，福建省旅遊發展集團有限公司(原稱福建省旅遊發展集團有限責任公司)(「旅遊集團」)總經理助理、投資規劃部主任及福建旅遊投資集團有限公司董事長、總經理。馮先生於二零零五年一月加盟本集團。

馮先生曾長期在福建社會科學院從事企業發展戰略和企業改革的研究工作，並曾任職於福建省有關政府部門、企業，從事企業投資策劃、經營管理和企業重組的實務工作。馮先生於企業管理和投資管理方面擁有超過30年的經驗。

馮先生持有上海財經大學經濟學學士學位。

## Biographies of Directors and Senior Management (Continued)

### 董事及高級管理人員履歷(續)

**Mr. WANG Ruilian**, aged 56, is a non-executive director of the Company, and Mr. Wang was an executive director and general manager of the Company from July 2006 to October 2015. With effect from 19 October 2015, Mr. Wang has resigned as executive director and general manager of the Group and has been re-designated from an executive Director to a non-executive Director.

Mr. Wang has over 35 years' experience in management and finance. Mr. Wang has previously been sent to oversea companies to take up a number of senior management posts, including a director and vice general manager of the Finance Department of Fujian Investment and Development Company Limited, and the managing director of Fujian Enterprises (Hungary) Co., Ltd. Currently, he is a director of finance department of Fujian Tourism Development Group Company Limited (FTDC).

Mr. Wang acquired his bachelor degree in economics from Xiamen University in the PRC and master degree of International Management from Australian National University in Australia.

**Ms. WENG Weijian**, aged 49, joined the Company in September 2018 as non-executive director.

Ms. Weng graduated in the major of finance and accounting from Minjiang University and in the major of law from East China University of Political Science and Law. She is a Senior Accountant in Mainland China. She has over 25 years' extensive experience in risk management and control, accounting, assets management and financial management. She is currently the Supervisor of Min Xin Insurance Company Limited, Fujian Minxin Investments Company Limited and Sanming Sanyuan District Minxin Micro Credit Company Limited. She is currently a Chief Auditor of Min Xin Holdings Limited (Stock Code: 00222), and also a director of Land Hot (Hong Kong) Limited, Jian Xing Finance Limited, Jian Xing International Investments Limited, Fancy Time Investment Limited and Sino Earn Holdings Limited, a substantial shareholder of the Company.

**王瑞煉先生**，56歲，王先生於二零零六年七月到二零一五年十月為本公司執行董事及總經理。自二零一五年十月十九日起王先生不再擔任本集執行董事及總經理，並由執行董事調任為非執行董事。

王先生於管理及金融財務方面擁有超過35年經驗，曾派駐海外公司及出任多個高級管理職位，包括華閩投資發展有限公司之董事、金融財務部副總經理及華閩(匈牙利)有限公司之執行董事。目前，王先生為福建省旅遊發展集團有限公司(「旅遊集團」)的財務部主任。

王先生持有中國廈門大學經濟學學士學位及澳大利亞國立大學之國際管理碩士學位。

**翁衛建女士**，49歲，於二零一八年九月加入本集團為非執行董事。

翁女士畢業於閩江大學財務專科及華東政法大學法學本科，並持有中國大陸高級會計師職稱。翁女士在風險管控、會計核算、資產管理和金融管理等方面逾25年豐富經驗。她現時為閩信保險有限公司、福建閩信投資有限公司和三明市三元區閩信小額貸款有限公司之監事。彼是閩信集團有限公司(股票代號：00222)的總稽核，亦分別擔任聯宏泰(香港)有限公司、建興財務有限公司、建興國際投資有限公司、輝達投資有限公司及本公司主要股東華鑫(香港)控股有限公司之董事。

## Biographies of Directors and Senior Management (Continued) 董事及高級管理人員履歷(續)

### Independent Non-Executive Directors

**Mr. LAM Kwong Siu**, *GBS*, aged 86, was the representative of the National People's Congress (10th Session). He is currently the vice chairman of BOC International Holdings Limited, the honorary chairman of Hong Kong Federation of Fujian Association, the life honorary chairman of Hong Kong Fukien Chamber of Commerce, the vice chairman of Fujian-Hong Kong Economic Cooperation, the life honorary chairman of the Chinese General Chamber of Commerce and the Adviser of the Hong Kong Chinese Enterprises Association, the honorary president of Chinese Bankers Club, Hong Kong. Mr. Lam is also the Independent Non-executive Director of Bank of China International Limited, Yuzhou Properties Company Limited, Xinyi Glass Holdings Limited and Far East Consortium International Limited. Mr. Lam was awarded the HKSAR Silver Bauhinia Star in 2003 and HKSAR Gold Bauhinia Star in 2016.

Mr. Lam joined the Group and was appointed as independent non-executive director in 11 December 2003.

**Mr. NG Man Kung**, aged 69, graduated from Hong Kong Polytechnic University with an attendance certificate in banking. Mr. Ng has been senior management in banking industry of Hong Kong for 28 years. He was appointed as the Managing Director and General Manager of Chiyu Banking Corporation Limited in 1992 and the vice-chairman and Chief Executive of Chiyu Banking Corporation Limited in 2001. He retired from Chiyu Banking Corporation Limited in 2012. Mr. Ng was a member of the council of the Hong Kong Polytechnic University from April 1999 to March 2003 and was a member of Fujian Provincial Committee of the Chinese People's Political Consultative Conference from 1993 to 2013. Mr. Ng was served as a management consultant of China Orient Asset Management (International) Holdings Limited from January 2014 to April 2015. Mr. Ng was served as a non-executive director of Roma Group Limited (Stock Code: 8072-GEM) from 24 August 2017 to 18 December 2017. Currently, Mr. Ng serves as an independent non-executive director of ELL Environmental Holdings Limited (Stock Code: 01395) from 5 September 2014, an independent non-executive director of Guoan International Limited (Stock Code: 00143) from 11 March 2016, an independent non-executive director of HKBridge Financial Holdings Limited (Stock Code: 02323) from 23 March 2016, an independent non-executive director of Shanghai Zendai Property Limited (Stock Code: 00755) from 25 May 2017, the Chairman of Supervisor Committee of Well Link Bank in Macau from 31 March 2018 and an independent non-executive director of Green Future Food Hydrocolloid Marine Science Company Limited (Stock Code: 1084) from 25 September 2019.

### 獨立非執行董事

**林廣兆先生**(金紫荊勳章), 86歲, 彼曾任第十屆全國人大港區代表、現任香港中銀國際控股有限公司副董事長、香港福建社團聯會榮譽主席、旅港福建商會永遠榮譽會長、閩港經濟合作促進會副主任、香港中華總商會永遠榮譽會長、香港中國企業協會顧問及香港銀行華員會名譽會長。林廣兆先生亦為中銀國際有限公司、禹州地產股份有限公司、信義玻璃控股有限公司及遠東發展有限公司之獨立非執行董事。林先生於二零零三年獲香港特區政府頒發銀紫荊星勳銜及於二零一六年獲頒發金紫荊星勳銜。

林先生於二零零三年十二月十一日加盟本集團並委任為獨立非執行董事。

**吳文拱先生**, 69歲, 曾於香港理工大學進修銀行學課程。吳先生曾在香港銀行業任職高層管理人員達28年。彼於一九九二年獲任命為集友銀行有限公司常務董事兼總經理, 於二零零一年獲任命為副董事長兼行政總裁至二零一二年退休。吳先生曾於一九九九年四月至二零零三年三月獲委任為香港理工大學校董會成員, 並於一九九三年至二零一三年出任中國人民政治協商會議福建省委員會委員。吳先生於二零一四年一月至二零一五年四月期間擔任中國東方資產管理(國際)控股有限公司的業務顧問, 及於二零一七年八月二十四日至二零一七年十二月十八日期間擔任羅馬集團有限公司(股份代號: 8072 - 創業板)的非執行董事。目前, 吳先生擔任以下公司的職位包括由二零一四年九月五日起擔任強泰環保控股有限公司(股份代號: 1395)的獨立非執行董事。由二零一六年三月十一日起, 擔任國安國際有限公司(股份代號: 143)的獨立非執行董事。由二零一六年三月二十三日起, 擔任港橋金融(控股)有限公司(股份代號: 2323)的獨立非執行董事。由二零一七年五月二十五日起, 擔任上海證大房地產有限公司(股份代號: 755)的獨立非執行董事, 由二零一八年三月三十一日起擔任澳門立橋銀行監事會主席及由二零一九年九月二十五日起, 擔任綠新親水膠體海洋科技有限公司(股份代號: 1084)的獨立非執行董事。

## Biographies of Directors and Senior Management (Continued)

### 董事及高級管理人員履歷(續)

Mr. Ng joined the Group and was appointed as independent non-executive director on 30 June 2014.

**Ms. LIU Mei Ling Rhoda**, aged 58, joined the Group on 1 January 2019 as independent non-executive director, chairman of audit committee, and committee member of nomination committee and remuneration committee.

Ms. Liu is a Member of the Canadian Institute of Chartered Professional Accountants, Fellow Practising Member of the Hong Kong Institute of Certified Public Accountants, Fellow Member of the Taxation Institute of Hong Kong, and Fellow Member of the Hong Kong Institute of Directors. Ms. Liu holds a Bachelor of Art Degree in Finance and Commercial Studies from University of Western Ontario in Canada, Professional Degree in China Law from Tsinghua University in China, and a Master of Business Administration Degree from McMaster University in Canada. Ms. Liu is currently a Practising Certified Public Accountant in Hong Kong and sole proprietor of Liu & Wong, Certified Public Accountants. Ms. Liu is an independent non-executive director and the chairperson of the audit committee of three other listed companies, namely (1) Modern Health Technology Holdings Limited (stock code: 919), a company listed on The Stock Exchange of Hong Kong Limited; (2) Mirach Energy Limited, a company listed on the Singapore Stock Exchange; and (3) Ellipsiz Communications Limited, a company listed on TSX Venture Exchange.

Ms. Liu is a member of the 12th Liaoning Provincial Committee of The Chinese People's Political Consultative Conference.

吳先生於二零一四年六月三十日加盟本集團並委任為獨立非執行董事。

**廖美玲女士**，58歲，於二零一九年一月一日加入本集團。為獨立非執行董事、審核委員會主席、提名委員會成員及薪酬委員會成員。

廖女士為加拿大特許專業會計師、香港會計師公會資深執業會計師、香港稅務學會資深會員及香港董事學會資深會員。廖女士持有加拿大西安大略大學金融及商業科學文學學士學位、中國清華大學中國法學專業學士學位及加拿大麥克馬斯特大學工商管理碩士學位。廖女士現任廖美玲會計師事務所的所長。廖女士亦為三間上市公司獨立非執行董事及審核委員會主席，分別為：(1)一間於香港交易所上市的公司「現代健康科技控股有限公司」(上市代號：919)；(2)一間於新加坡證券交易所上市的公司「瑞德能源集團公司」；及(3)多倫多創業交易所上市公司 Ellipsiz Communications Ltd。

廖女士是第十二屆遼寧省政協委員。

# Corporate Governance Report

## 企業管治報告

### Compliance with the Corporate Governance Code

Adapting and adhering to recognised standards of corporate governance principles and practices has always been one of the top priorities of the Company. The Board of Directors (the “Board”) believes that good corporate governance is one of the areas that leads to the success of the Company and balances the interests of shareholders, customers and employees, and the Board is devoted to ongoing enhancements of the efficiency and effectiveness of such principles and practices.

The Company has fully complied throughout the six months ended 30 June 2020 with the applicable provisions set out in the Corporate Governance Code (the “Code”) contained in Appendix 14 to the Rules Governing the Listing of Securities (the “Listing Rules”) on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”).

In the opinion of the Directors, the Company has complied all code provisions as contained in the Code during the six months ended 30 June 2020.

### Board Composition and Board Practices

The Board is primarily responsible for formulating the business strategy, reviewing and monitoring the business performance of the Group, approving the financial statements and annual budgets as well as directing and supervising the management of the Company. Execution of operational matters and the powers thereof are delegated to the management by the Board with clear directions.

The Board comprises a total of nine Directors, three of whom are Executive Directors, three Non-executive Directors and three Independent Non-executive Directors. One of the Independent Non-executive Directors has appropriate professional qualifications, or accounting or related financial management expertise.

Board composition review will be made regularly to ensure that it has a balance of expertise, skills and expertise appropriate for the requirements of the business of the Group. In accordance with article 101 of the Company’s Articles of Association, one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to one-third shall retire at the forthcoming annual general meeting and shall be eligible for re-election.

### 企業管治守則

配合及遵循企業管治原則及常規之公認標準一貫為本公司最優先原則之一。董事會（「董事會」）認為良好的企業管治是帶領本公司邁向成功及平衡股東、客戶及僱員之間利益之因素之一，董事會致力於持續改善該等原則及常規之效率及有效性。

截至二零二零年六個月止本公司貫徹遵守香港聯合交易所有限公司（「聯交所」）證券上市規則（「上市規則」）附錄十四中所載的「企業管治守則」（「守則」）的適用守則條文規定。

董事認為，公司已於截至二零二零年六月三十日六個月止符合企業管治守則所載之守則條文。

### 董事會組成及董事會常規

董事會主要負責制定業務策略、審閱及監察本集團業務表現、批准財務報表及年度預算，以及監督本公司管理層並向其給予指引。董事會向管理層下放權力，並給予明確指引，以執行營運事宜。

董事會由合共九名董事組成，當中三名為執行董事、三名為非執行董事、及三名為獨立非執行董事。其中一名獨立非執行董事擁有適當之專業資格，或具備會計或相關財務管理專長。

本公司將定期檢討董事會之組成，確保其具備適當及所需之專長、技能及經驗以應付本集團業務之需求。根據本集團之公司組織章程細則第101條之規定，三分之一之現任董事（或倘董事人數並非三位或三之倍數，則為最接近三分之一之人數），任期將於應屆股東週年大會屆滿，惟彼等具備資格膺選連任。

## Independent Non-executive Directors and Non-executive Directors

Mr. Lam Kwong Siu was appointed as an Independent Non-executive Director of the Company on 11 December 2003 and reappointed eight times with tenure of two years and expiring on 10 December 2021.

Mr. Ng Man Kung was appointed as an Independent Non-executive Director of the Company on 30 June 2014 and was reappointed three times with tenure of two years and expiry on 29 June 2022.

Ms. Liu Mei Ling Rhoda has appointed as an Independent Non-executive Director of the Company on 1 January 2019 with tenure of two years and expiry on 31 December 2020.

However, their tenure is subject to retirement by rotation at the Annual General Meeting in compliance with the amended and restated Articles of Association of the Company and the Code on Corporate Governance, under which they have to retire by rotation and make themselves eligible for re-election.

Mr. Feng Qiang, Mr. Wang Ruilian and Ms. Weng Weijian were appointed as Non-executive Directors on 27 January 2005, 19 October 2015 and 11 September 2018 respectively. All are subject to retirement by rotation at the Annual General Meeting in compliance with the amended and restated Articles of Association of the Company.

## 獨立非執行董事及非執行董事

二零零三年十二月十一日起，林廣兆先生為本公司獨立非執行董事，彼等之任期為期兩年，及已重新委任八次，其任期至二零二一年十二月十日屆滿。

吳文拱先生於二零一四年六月三十日獲委任為本公司獨立非執行董事，並獲重新委任三次，其任期至二零二二年六月二十九日。

廖美玲女士於二零一九年一月一日獲委任為本公司獨立非執行董事，彼等之任期為期兩年，其任期至二零二零年十二月三十一日。

然而，其任期須受本公司經修訂及重列的章程及企業管治常規守則之規定，在股東週年大會上董事須輪值告退及重選再任。

馮強先生、王瑞煉先生及翁衛建女士分別於二零零五年一月二十七日及二零一五年十月十九日及二零一八年九月十一日獲委任為非執行董事，惟須按照本集團之經修訂及重列的公司組織章程細則之規定，於股東週年大會屆滿輪值告退並膺選連任。

## Confirmation of Independence of Independent Non-Executive Directors

### Independence of Independent Non-Executive Directors

The Company has complied with the requirements under Rules 3.10(1), 3.10(2) and 3.10A of the Listing Rules. The Company has received confirmation of independence from the three Independent Non-Executive Directors, namely Mr. Lam Kwong Siu, Mr. Ng Man Kung and Ms. Liu Mei Ling Rhoda in accordance with Rule 3.13 of the Listing Rules.

Mr. Lam Kwong Siu have served the Board of the Company for more than nine years. They have clearly demonstrated their willingness to exercise independent judgement and to provide objective challenges to the management. There is no evidence that length of tenure is having an adverse impact on their independence. The Board therefore considers that Mr. Lam remain independent, notwithstanding the length of their tenure.

The Board as well as the Nomination Committee have reviewed the independence of all Independent Non-executive Directors and have concluded that all of them are independent within the definition of the Listing Rules. Further, up to the date of this report, the Board is not aware of the occurrence of any events, which would cause it to believe that the independence of any of the Independent Non-executive Directors has been impaired.

## Financial Reporting

The Board recognises the importance of integrity of financial information and acknowledges its responsibility for preparing interim and annual financial statements that give a true and fair view of the Group's affairs and its results and cash flows in accordance with Hong Kong Financial Reporting Standards and the Companies Ordinance. In presenting the financial information, as well as price-sensitive announcements and other financial disclosures as required by regulations, the Board endeavors to present in a timely manner to shareholders and other stakeholders a balanced and understandable assessment of the Company's

## 獨立非執行董事之獨立性確認書

### 獨立非執行董事的獨立性

本公司已遵守上市規則第3.10(1)、3.10(2)及3.10A條的規定。根據上市規則第3.13條，本公司已收到三位獨立非執行董事：林廣兆先生、吳文拱先生及廖美玲女士的獨立性確認函。

林廣兆先生服務本公司董事會逾九年。彼等的表現清晰反映其進行獨立判斷的意願，並為管理層帶來客觀意見。概無任何證據顯示任期長短對彼等獨立性構成負面影響。因此，董事會認為，不論任期長短，林先生仍為獨立人士。

董事會及提名委員會已評估全體獨立非執行董事的獨立性，並認為彼等均屬上市規則所界定的獨立人士。此外，截至本報告日期，董事會並無知悉有任何將削弱任何一位獨立非執行董事獨立性的事件。

## 財務匯報

董事會確知財務資料完整性的重要性，並須負責根據《香港財務報告準則》及《公司條例》編製半年及年度財務報表，藉以真實及公平地反映集團的財務狀況、業績及現金流。在提呈財務資料、股價敏感公告及規例規定的其他財務披露時，董事會致力向股東及其他持份者適時地對本公司的業績、現況及前景作出平衡及容易理解的評核。因此，適當的會計政策已被選用及貫徹地



## Corporate Governance Report (Continued)

### 企業管治報告(續)

performance, position and prospects. Accordingly, appropriate accounting policies are selected and applied consistently, and judgements and estimates made by the management for financial reporting purpose are prudent and reasonable. The Directors are also responsible for ensuring that the Group keeps accounting records which disclose with reasonable accuracy at any time the financial position of the Group and which enable the preparation of financial statements in accordance with the Companies Ordinance and the applicable accounting standards. Prior to the adoption of the financial statements and the related accounting policies, the relevant financial information is discussed between the external auditors and the management, and then submitted to the Audit Committee for review.

## Internal Controls

### Risk Management and Internal Control

The Board is responsible for the Group's risk management and internal control systems and reviews their effectiveness annually. Such systems are designed to prudently manage the Group's risks within an acceptable risk profile. The Board has delegated to management the implementation of the risk management and internal control systems as well as the review of relevant financial, operational, compliance, risk management and internal control procedures.

The management under the supervision of the Board has established an ongoing process for identifying, evaluating and managing the significant risks faced by the Group and this process includes updating the risk management and internal control systems when there are changes in business, external environment or regulatory guidelines.

The management assists the Board with the implementation of all relevant policies and procedures on risk and control by identifying and assessing the risks faced and designing, operating and monitoring suitable internal controls to mitigate and control these risks. The key processes that have been established in reviewing the adequacy and integrity of the risk management and internal control systems include the following:

應用，而管理人員所作出關於財務匯報的判斷及估算均屬審慎及合理。董事亦須負責確保本集團保存會計記錄，該等記錄須於任何時間合理準確地披露本集團之財務狀況，並可據此按香港公司條例及適用之會計準則編製財務報表。在採納財務報表及相關會計政策前，相關財務資料均經外聘核數師及管理層討論，然後提交審核委員會審閱。

## 內部監控

### 風險管理及內部監控

董事會負責本集團風險管理及內部監控系統，並每年檢討其有效性。然而，系統的設計只為於可接受的風險範圍內謹慎地管理本集團的風險。董事會授權管理層推行風險管理及內部監控系統，並檢討有關財務、營運、合規、風險管理及內部監控程序。

管理層在董事會的監督下，已確立持續的程序，以確定、評估及管理本集團所面對的重大風險，程序包括當營商、外圍環境或規例指引變更時，更新風險管理及內部監控系統。

管理層協助董事會推行所有相關的風險及監控政策及措施，確定及評估所面對的風險，並設計、運作及監察合適的內部監控措施，以減少及控制此等風險。本集團已確立主要程序以審閱風險管理及內部監控系統的足夠性及完整性，該等程序包括：

A defined management structure is maintained with specified limits of authority and control responsibilities, which is designed to (a) safeguard assets from inappropriate use; (b) maintain proper accounts; (c) ensure compliance with regulations; and (d) identify, manage and mitigate key risks to the Group.

The Board reviews the financial controls, risk management and internal control systems of the Group and any significant internal control issues identified by the internal audit team, external auditors and management. It also conducts review of the internal audit functions with particular emphasis on the scope and quality of management's on-going monitoring of risks and of the internal control systems and the work of the internal audits and independence of the internal audit team. During its annual review, the Audit Committee also considers the adequacy of resources, qualifications and experience of staff of the Group's accounting, financial reporting and internal audit functions, and their training programmes and budgets.

The internal audit team monitors compliance with policies and procedures and the effectiveness of the risk management and internal control systems and highlights significant findings in respect of any non-compliance. It plays an important role in the Group's internal control framework, and provides objective assurance to the Board that a sound internal control system is maintained and operated in compliance with the established processes and standards by performing periodic checking. The internal audit team issues reports to the Board and relevant management covering various operational and financial processes of the Group and provides summary reports to the Audit Committee annually together with the status of implementation of their recommendation in Audit Committee meeting. In addition, the internal audit team reviews the continuing connected transactions of the Group and reports to the Audit Committee.

The Board is satisfied that the risk management and internal control systems in place covering all material controls including financial, operational and compliance controls and risk management functions for the period under review and up to the date of issuance of this report and accounts are reasonably effective and adequate.

維持一個權限及監控責任明確界定的清晰管理架構，以(a)保管資產以防不正確使用；(b)保存適當的會計記錄；(c)確保符合相關法例；及(d)確認、管理及減少本集團主要風險。

董事會審閱本集團的財務監控、風險管理及內部監控系統及由內部稽核小組、外聘核數師及管理層所識別的任何重大內部監控事項；亦同時檢討內部審核的功能，特別著重管理層對持續監察風險及內部監控系統的範圍及質素和內部審核工作與內部稽核小組的獨立性。於年度檢討中，審核委員會並考慮本集團在會計、財務匯報及內部審核職能方面的資源、員工資歷及經驗是否足夠，以及員工所接受的培訓課程及有關預算是否充足。

內部稽核小組監察政策及程序的遵從、風險管理及內部監控系統的有效性，及指出任何不遵守事項的重大發現。內部稽核部為本集團內部監控架構重要的一環，透過定期審查，向董事會提供客觀保證，以確保依循既定的程序及標準維持及運作健全的內部監控系統。每年內部稽核小組向董事會及有關管理層提交涉及本集團各種經營和財務程序的報告，並向審核委員會提交摘要報告，及於每次的審核委員會會議上匯報其建議的執行情況。此外，內部稽核小組審核本集團的持續關連交易並向審核委員會報告。

董事會信納回顧年內及截至本報告及賬目刊發日期，現存的風險管理及內部監控系統涵蓋所有重大監控，包括財務、經營及合規監控以及風險管理功能，屬合理地有效及足夠。

## Board Committees

The Board has appointed a number of committees to discharge its functions. Sufficient resources are provided to enable the board committees to undertake their specific roles. The respective role, responsibilities and activities of each board committee are set out below:

### AUDIT COMMITTEE

The audit committee of the Company was established in 1999. Currently, it comprises three members, all of whom are independent non-executive Directors, namely Ms. Liu Mei Ling Rhoda who possesses professional accounting qualification, Mr. Lam Kwong Siu and Mr. Ng Man Kung. Ms. Liu Mei Ling Rhoda is the Chairman of the Audit Committee. The Audit Committee adopted the terms of in accordance with the Code issued by the Stock Exchange. The principal duties of the audit committee include the review and supervision of the Group's financial reporting process and internal controls. Two meetings have been held by the audit committee during the Period. Each Committee meeting was provided with necessary financial information of the Group for consideration, review and assessment of major issues.

The audit committee has reviewed the interim results and the interim report for the six months ended 30 June 2020.

### Remuneration Committee

The Remuneration Committee currently comprises 3 members, all of which are independent non-executive Directors. The Remuneration Committee members are set out on page 2 of the interim report.

The functions of the Remuneration Committee are to formulate transparent procedures for setting remuneration policies and packages for Directors and the senior management of the Group. Its duties include:

- Reviewing and recommending to the Board the remuneration packages of executive and non-executive Directors of the Group
- Reviewing the appropriateness of compensation for Directors of the Group

## 董事會轄下委員會

董事會已委任若干委員會以執行其職能。董事會轄下各委員會均獲得足夠資源，以執行其具體任務。董事會轄下各委員會的個別任務、職責及活動列載如下：

### 審核委員會

本公司於一九九九年設立審核委員會。現時委員會由三名成員組成，彼等均為獨立非執行董事，包括廖美玲女士(具備專業會計師資格)、林廣兆先生及吳文拱先生。廖美玲女士為審核委員會主席。審核委員會已採納與聯交所頒佈守則一致之職權範圍。審核委員會之主要職務包括審閱及檢討本集團之財務申報程序及內部監控。審核委員會於回顧年度內已舉行兩次會議。每次委員會會議均獲提供必須之本集團財務資料，供成員考慮、檢討及評審工作中涉及之重大事宜。

審核委員會已審閱本集團截至二零二零年六月三十日六個月止之中期業績及中期報告。

### 薪酬委員會

薪酬委員會現時由3名成員組成，所有成員皆為獨立非執行董事。薪酬委員會成員載於本中期報告第2頁。

薪酬委員會之職能為制訂一套具透明度的程序，以制定本集團董事及高級管理層的薪酬政策和方案。薪酬委員會的職能包括：

- 檢討本集團執行及非執行董事的薪酬方案並就此向董事會提供建議
- 檢討本集團董事之酬勞的合適程度

## Nomination Committee

The Nomination Committee currently comprises 3 members, all of which are independent non-executive Directors. The Nomination Committee members are out on page 2 of the interim report.

Its duties include:

- to review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
- to identify individuals suitably qualified to become members of the Board and select or make recommendations to the Board on the selection of individual(s) nominated for directorship(s);
- to assess the independence of INEDs;
- to make recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors, in particular the chairman of the Board (if any) and the chief executive;
- to review the Nomination Policy and to ensure disclosure of the same in the Corporate Governance Report, including the nomination procedures and the process and criteria adopted by the nomination committee to select and recommend candidate(s) for directorship;
- to review the Board Diversity Policy periodically and to ensure disclosure of the same or a summary of it in the Corporate Governance Report, including the measurable objectives that the Committee has set for implementing the Board Diversity Policy, and the progress on achieving the objectives; and

## 提名委員會

提名委員會現由3位成員組成，成員為獨立非執行董事。提名委員會成員載列於中期報告第2頁。

提名委員會的職能包括：

- 至少每年檢討董事會的架構、人數及組成(包括技能、知識及經驗方面)，並就任何為配合本公司的企業策略而擬作出的變動向董事會提出建議；
- 物色具備合適資格可擔任董事會成員的人士，並挑選提名有關人士出任董事或就此向董事會提出建議；
- 評估獨立非執行董事的獨立性；
- 就董事的委任或重新委任以及董事(尤其是董事會主席(如有)及行政總裁)的繼任計劃向董事會提出建議；
- 檢討提名政策，及確保於企業管治報告中作出披露，當中包括提名委員會用作遴選及推薦董事候選人而採納的提名程序以及準則；
- 定期檢討董事會成員多元化政策，及確保於企業管治報告中披露該政策或其摘要，當中包括就執行董事會成員多元化政策而制定之可計量目標，以及達致該等目標之進度；

## Corporate Governance Report (Continued)

### 企業管治報告(續)

- to ensure disclosure will be made in the circular to shareholders and/or explanatory statement accompanying the notice of the relevant general meeting where the Board proposes a resolution to elect an individual as an INED at the general meeting:
  - the process used for identifying the individual and why the Board believes the individual should be elected and the reasons why it considers the individual to be independent;
  - if the proposed INED will be holding their seventh (or more) listed company directorship, why the Board believes the individual would still be able to devote sufficient time to the Board;
  - the perspectives, skills and experience that the individual can bring to the Board; and
  - how the individual contributes to diversity of the Board.
- 於董事會擬於股東大會上提呈決議案選任某人士為獨立非執行董事的有關股東大會通告所隨附的致股東通函及／或說明函件中確保披露：
  - 用以物色該名人士的流程、董事會認為應選任該名人士的理由以及他們認為該名人士屬獨立人士的原因；
  - 如果候任獨立非執行董事將出任第七家(或以上)上市公司的董事，董事會認為該名人士仍可投入足夠時間履行董事責任的原因；
  - 該名人士可為董事會帶來的觀點與角度、技能及經驗；及
  - 該名人士如何促進董事會成員多元化。

The Nomination Committee met once in the period under review to review the nomination policies of the newly appointed Directors.

提名委員會於本回顧期內召開一次會議，以檢討新任命之董事提名政策。

## Corporate Governance Functions

The Board is responsible for the corporate governance functions with the following duties:

- to develop and review the Company's policies and practices on corporate governance and make recommendations on changes and updating;
- to review and monitor the training and continuous professional development of Directors and senior management;
- 制訂及檢討本公司的企業管治政策及常規，並就變動及更新提出建議；
- 檢討及監察董事的培訓及持續專業發展；

## 企業管治職能

董事會負責企業管治職能，並有下列職責：

## Corporate Governance Report (Continued)

### 企業管治報告(續)

- to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;
  - to develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees and Directors;
  - to review the Company's compliance with the Code and disclosure in the Corporate Governance Report; and
  - such other corporate governance duties and functions set out in the Code (as amended from time to time) for which the Board are responsible.
- 檢討及監察本公司在遵守法律及監管規定方面的政策及常規；
  - 制訂、檢討及監察適用於僱員及董事的操守守則及合規手冊(如有)；
  - 檢討本公司遵守企業管治守則的情況及於企業管治報告中作出的披露；及
  - 載列於企業管治守則內董事會負責的該等其他企業管治職責及職能(經不時修訂)。

The Company periodically reviews its corporate governance practices to ensure they continue to meet the requirements of the Corporate Governance Code during the six months ended 30 June 2020.

本公司定期檢討其企業管治措施，以確保該等措施於二零二零年六月三十日六個月止內一直符合守則的企業管治規定。

### Independent Non-executive Directors

The Group has complied with Rules 3.10(1) and 3.10(2) of the Listing Rules relating to the appointment of a sufficient number of independent non-executive Directors and at least one independent non-executive Director with appropriate professional qualifications or accounting or related financial management expertise. The Company has appointed three independent non-executive Directors including one with financial management expertise.

### 獨立非執行董事

本公司已遵守上市規則第3.10(1)和3.10(2)條有關委任足夠數量的獨立非執行董事且至少一名獨立非執行董事必須具備適當的專業資格，或具備適當的會計或相關財務管理專長的規定。本公司聘任了三名獨立非執行董事，其中一名獨立非執行董事具有財務管理專長。

### Model Code for Securities Transactions by Directors

The Group has adopted Appendix 10 to the Listing Rules, the Model Code for Securities Transactions by Directors of Listed Issuers ("Model Code"), as its own code of conduct regarding Directors' securities transactions. Specific enquiry has been made with all Directors, and the Directors had complied with the requirements set out in the Model Code for the six months ended 30 June 2020.

### 董事進行證券交易之標準守則

本集團已採納載於上市規則附錄十有關上市公司董事進行證券交易的標準守則(「標準守則」)，作為董事買賣證券之標準守則。經向所有董事作出特定查詢後，各董事於截至二零二零年六月三十日六個月止一直遵守標準守則之規定。

## Board Diversity Policy

The Company recognizes and embraces the benefits of diversity of Board members. While all Board appointments will continue to be made on a merit basis, the Company will ensure that the Board has a balance of skills, experience and diversity of perspectives appropriate to the needs of the Company's business. Selection of candidates will be based on a range of diversity perspectives, including but not limited to gender, age, cultural and educational background, experience (professional or otherwise), skills and knowledge.

## Professional Development

To assist Directors' continuing professional development, the Company recommends Directors to attend relevant seminars to develop and refresh their knowledge and skills. All Directors also participate in continuous professional development programs, to develop and refresh their knowledge and skills in relation to their contribution to the Board. A record of the training received by the respective Directors are kept and updated by the Company Secretary of the Company.

## Directors' and Officers' Insurance

The Company has arranged appropriate insurance cover in respect of potential legal actions against its Directors for the period under review.

## Corporate Monitor

The Board is responsible for monitoring the Group's overall corporate reporting process and control system, while the corporate reporting standard is handled by the accounting department, which makes regular review of resources allocation and financial reporting system properly. Compliance with Corporate Governance Code, the Listing Rules, Securities of Futures Ordinance (the "SFO") and other applicable laws and regulations are handled by the Company Secretary. The Company's management meets with the Executive Directors regularly to review and brief the reporting system, and the Audit Committee annually to review and brief the reporting system.

## 董事會多元化政策

本公司肯定及接受董事會成員多元化的益處。在董事會所有任命將繼續奉行任人唯才的原則的同時，本公司將確保董事會在切合本公司業務所需的技能、經驗、不同觀點方面取得平衡。挑選候選人將基於多種不同觀點，包括但不限於性別、年齡、文化及教育背景、專業或其他經驗、技術及知識。

## 專業發展

為協助董事之持續專業發展，本公司建議董事出席相關之座談會以發展及更新彼等之知識及技能。全體董事亦有出席持續專業發展計劃，如由合資格專業人士所舉辦之外部座談會，就彼等對董事會之貢獻發展及更新彼等之知識及技能。各董事所接受之培訓記錄由本公司公司秘書保管及更新。

## 董事及行政人員的保險

本公司在回顧期內已就其董事可能會面對的法律訴訟作出適當的投保安排。

## 企業監控

董事會有責任監察本集團整體企業匯報過程及控制系統，企業匯報標準已交予會計部負責，由會計部適當地定期檢討資源調配及財務匯報系統。企業管治常規，以及符合上市規則、證券及期貨條例及其他適用法規等事宜，已交予公司秘書負責。本公司管理層定期與執行董事檢討及簡述匯報系統，亦每年與審核委員會檢討及簡述匯報系統。

## Corporate Governance Report (Continued)

### 企業管治報告(續)

A package of detailed materials setting out the duties and responsibilities of the Directors of the Company is provided to each newly appointed Director, in which it is especially specified the applicable rules and regulations (including the Listing Rules) that the first time appointed Directors shall note and understand.

Printed copies of the Model Code in respect of the securities transactions made by Directors and relevant employee, have been distributed to each Director and relevant employees of the Group as stipulated therein. Having made specific enquires of all Directors, all the Directors confirmed that they have complied with the standards set out therein.

Employees who are likely to be in possession of unpublished price-sensitive information about the Group are also subject to compliance with guidelines on no less exacting terms than the Model Code.

本公司每位新委任董事均獲發一份詳盡資料，當中詳述作為本公司董事之責任及職責，並特別註明首次獲委任本公司董事須留意及知悉之適用規則及規例(包括上市規則)。

本集團董事及相關僱員之證券交易守則之印刷本已分發予本公司守則內規定須獲提供之本集團每位董事及相關僱員。在向所有董事作出特選查問後，所有董事已確認，彼等已遵守本公司之守則內所載標準。

該等有可能獲得有關本集團未經刊發股價敏感資料之僱員亦須遵守條款內容不比標準守則寬鬆之指引。



# Directors' Report

## 董事報告

### Disclosure of Interests by Directors

As at 30 June 2020, the interests of the Directors in the shares, underlying shares, and debentures of the Company or its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the "SFO")), which (a) were required 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 the Directors are taken or deemed to have under such provisions of the SFO); or (b) were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein; or (c) were required to be notified to the Company and the Stock Exchange pursuant to the Model Code were as follows:

#### Long position in shares and underlying shares of the Company

Director	Natures of interest	Number of issued ordinary shares held	Percentage of interest
董事	權益性質	所持已發行普通股數目	權益百分比
CHEN Danyun 陳丹雲	Beneficial owner 實益擁有人	420,000	0.04%

Save as disclosed above, as at 30 June 2020, none of the Directors and chief executive had or was deemed to have any interests or short positions in the shares, underlying shares or debentures of the Company and its associated corporations (as defined in Part XV of the SFO) (i) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO); or (ii) which were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (iii) which were required to be notified to the Company and the Stock Exchange pursuant to the Model Code.

### 董事權益披露

於二零二零年六月三十日，董事於本公司或其相聯法團(定義見證券及期貨條例(按香港法例第571章)(「證券及期貨條例」)第XV部)之股份及相關股份擁有(a)須根據證券及期貨條例第XV部第7及8分部通知本公司及聯交所之權益(包括根據證券及期貨條例之該等條文董事被當作或被視作享有之權益及淡倉)；或(b)須記入根據證券及期貨條例第352條規定存置之登記冊之權益；或(c)須根據標準守則通知本公司及聯交所之權益如下：

#### 本公司股份及相關股份之好倉

除上文所披露外，於二零二零年六月三十日，董事及行政總裁概無於本公司及其相聯法團(定義見證券及期貨條例第XV部)之股份、相關股份或債券中擁有或被視為擁有(i)根據證券及期貨條例第XV部第7及第8分部須知會本公司及聯交所(包括根據證券及期貨條例之該等條文被當作或視為擁有之權益或淡倉)；或(ii)根據證券及期貨條例第352條之規定須載入該條文所述之登記冊內之任何權益或淡倉；或(iii)須根據標準守則，須知會本公司及聯交所之任何權益或淡倉。

At no time during the period was the Company or its subsidiaries engaged in any arrangements to enable the directors of the Company or their respective spouses or children under 18 years of age to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate.

本公司或其附屬公司於回顧期內任何時間概無參與任何安排，致使董事或彼等各自之配偶或未滿18歲之子女可透過購入本公司或任何其他法團之股份或債券而獲取利益。

## Interests in Competing Businesses

During the Period, none of the Directors or their respective associates of the Company had any business which competes or is likely to compete, either directly or indirectly, with any business of the Group.

## 於競爭業務中之權益

於本期間，董事或彼等各自之聯繫人士概無直接或間接擁有與本集團任何業務競爭或可能競爭之任何業務。

## Interests in Assets of the Group

During the Period, none of the Directors of the Company had any direct or indirect interests in any assets which have been acquired or disposed of, or leased to, or which are proposed to be acquired or disposed of or leased to, the Company or any of its subsidiaries.

## 於本集團資產中之權益

於本期間，董事概無於本公司或其任何附屬公司已收購或出售或承租，或建議收購或出售或承租之任何資產中擁有任何直接或間接權益。

## Directors' Interests in Contracts

None of the Directors of the Company were materially interested in any contract or arrangement subsisting during the Period which is significant in relation to the business of the Group.

## 董事之合約權益

董事概無於本期間存在而就本集團業務而言屬重大之任何合約或安排中擁有重大權益。

## Substantial Shareholders

As at 30 June 2020, as far as is known to the Directors and the Company, and as confirmed upon reasonable enquiry, the register maintained by the Company under section 336 of the SFO shows that the following persons (not being Directors and employees of the Company) had, or were deemed to have, interests or short positions in the shares and underlying shares of the Company which are required to be disclosed to the Company or the Stock Exchange under the provisions of Divisions 2 and 3 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 any other member of the Company or had an option in respect of such capital were as follows:

## 主要股東

於二零二零年六月三十日，就本公司董事及本公司所知，或於彼等作出合理查詢後所能確定，按照本公司根據證券及期貨條例第336條須存置之登記冊所記錄，下列人士（並非本公司之董事及僱員）擁有或被視為擁有本公司股份或相關股份中根據證券及期貨條例第XV部第2及第3分部須向本公司或聯交所披露之權益或淡倉，或直接或間接擁有附帶權利可於所有情況下於本公司任何其他成員公司之股東大會上投票之任何類別股本面值5%以上，或擁有該等股本之購股權：

## Directors' Report (Continued)

### 董事報告(續)

#### Long positions in the shares of the Company

#### 本公司股份之好倉

Name of Shareholders	Number of shares of the Company held	Percentage of total issued shares of the Company (%)
股東名稱	所持本公司 股份數目	佔已發行本公司 股份總額百分比
HC Technology Capital Company Limited ("HC Technology") 華晶科技投資有限公司(「華晶科技」)	770,016,722 (a)	67.22
Fujian Investment Holdings Company Limited ("FIHC") 華閩投資集團有限公司(「華閩投資」)	785,928,772 (a)	68.61
Fujian Huamin Industrial Group Company Limited ("FHIG") 福建華閩實業(集團)有限公司(「華閩實業」)	785,928,772 (a)	68.61
Fujian Tourism Development Group Company Limited ("FTDC") 福建省旅游發展集團有限公司(「福建旅游集團」)	785,928,772 (a)	68.61
Sino Earn Holdings Limited ("Sino Earn") 華鑫(香港)控股有限公司(「華鑫」)	72,553,382 (b)	6.33
Fujian Huaxing Trust & Investment Company ("FHTI") 福建華興信託投資公司(「華興信託」)	72,553,382 (b)	6.33
Fujian Huaxing Industrial Company ("FHIC") 福建華興實業公司(「華興實業」)	72,553,382 (b)	6.33
Fujian Huaxing Group Company Limited ("FHGC") 福建省華興集團有限責任公司(「福建華興」)	72,553,382 (b)	6.33
Fujian Investment & Development Group Company Limited ("FIDG") 福建省投資開發集團有限責任公司(「開發集團」)	72,553,382 (b)	6.33

Notes:

附註：

(a) HC Technology and its associates hold 785,928,772 Shares (representing approximately 67.95% of the issued share capital of the Company) among which (i) 770,016,722 Shares (representing approximately 67.22% of issued share capital of the Company) are held by HC Technology and (ii) 15,912,050 Shares (representing approximately 1.39% of the issued capital of the company) are held by Pinoge. The issued share capital of each of HC Technology and Pinoge is 100% beneficially owned by FIHC, which is in turn 100% beneficially owned by FHIG, which is in turn 100% beneficially owned by FTDC, a state-owned corporation under the control and supervision of State-owned Assets Supervision and Administration Commission of Fujian Province ("FJSOASAC") in the PRC. Pursuant to the SFO, each of FIHC, FHIG and FTDC is deemed to be interested in 785,928,772 Shares.

(a) 華晶科技及其聯繫人持有785,928,772股股份(佔本公司已發行股本約67.95%)，其中(i)770,016,722股股份(佔本公司已發行股本約67.22%)由華晶科技持有；及(ii)15,912,050股股份(佔本公司已發行股本約1.39%)由浩特持有。華晶科技及浩特各自之已發行股本均由華閩投資全資實益擁有，華閩投資由華閩實業全資實益擁有，而華閩實業則由福建省人民政府國有資產監督管理委員會(「福建國資委」)控制及監督的中國國有企業福建旅游集團全資實益擁有。根據證券及期貨條例，華閩投資、華閩實業及福建旅游集團各自均被視為於785,928,772股股份中擁有權益。

(b) Sino Earn beneficially holds 72,553,382 Shares. The issued share capital of Sino Earn is owned as to 30% by FHTI and 70% by FHIC respectively. Both of FHTI and FHIC are 100% beneficially owned by FHGC, which is in turn 100% beneficially owned by FIDG, a state-owned corporation in the PRC under the control and supervision of FJSOASAC. Pursuant to the SFO, each of FHTI, FHIC, FHGC and FIDG is deemed to be interested in 72,553,382 Shares.

(b) 華鑫實益持有72,553,382股股份。華鑫之已發行股本分別由華興信託及華興實業擁有30%及70%權益。華興信託及華興實業均由福建華興全資實益擁有，而福建華興則由福建國資委控制及監督的中國國有企業開發集團全資實益擁有。根據證券及期貨條例，華興信託、華興實業、福建華興及開發集團各自均被視為於72,553,382股股份中擁有權益。

## Management Contracts

There were no contracts concerning the management and administration of the whole or any substantial part of the business of the Group which were entered into or existed during the period under review.

## 管理合約

本集團於回顧期內並無簽訂任何有關業務管理或行政的其他合同。

## Retirement Benefit Plans

The Group operates a Mandatory Provident Fund ("MPF") Scheme under rules and regulations of MPF Schemes Ordinance for all its employees in Hong Kong. All the employees of the Group in Hong Kong are required to join the MPF Scheme. Contributions are made based on a percentage of the employees' salaries and are charged to consolidated income statement as they become payable in accordance with the rules of the MPF Scheme. The assets of the MPF Scheme are held separately from those of the Group in an independently administered fund. The Group's employer contributions vest fully with the employees when contributed into the MPF Scheme. No forfeited contribution is available to reduce the contribution payable in the future as at 30 June 2020.

## 退休福利計劃

本集團根據強制性公積金計劃(「強積金」)計劃條例之規則及規例，為其所有香港僱員設立強積金。本集團所有香港僱員均須參與強積金計劃。根據強積金計劃規則，供款按僱員薪金一定百分比作出，並於應付時計入綜合收益表。強積金計劃資產與本集團資產分開並由獨立管理基金持有。本集團僱主供款於向強積金計劃作出供款時悉數歸屬予僱員。於二零二零年六月三十日期末，概無已沒收供款可供減少未來數年應付之供款。

The employees of the Group's subsidiary in mainland are members of a state-managed retirement benefit plan operated by the government of the PRC. The subsidiary is required to contribute a specified percentage of payroll cost to the retirement benefit scheme to fund the benefits. The only obligation of the Group with respect to the retirement benefit plan is to make the specified contributions.

本集團於內地之附屬公司遵照中國之適用規則，參與一項國家管理由當地政府經營的退休福利計劃。附屬公司須按工資成本的指定百分比比率向退休福利計劃供款。本集團就退休福利計劃之唯一責任作出指定供款。

During the period under review, the total amounts contributed by the Group to the schemes and costs charged to the consolidated income statement represent contribution payable to the schemes by the Group at rates specified in the rules of the schemes.

於回顧期內，本集團向該等計劃作出之供款總額及計入綜合收益表之成本，指本集團根據該等計劃規則所訂明比率向該等計劃應付之供款。

### **Purchases, Sale or Redemption of the Company's Listed Securities**

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

### **Sufficiency of Public Float**

Based on information available to the Company and within the knowledge of the Directors, at least 25% of the Company's total issued share capital was held by the public as of the date of this report.

On behalf of the Board

**Chen Yangbiao**  
*Chairman*

Hong Kong, 31 August 2020

### **購買、出售或贖回本公司之上市證券**

截至二零二零年六月三十日止，本公司或其附屬公司均無購買、出售及贖回任何本公司之上市證券。

### **足夠公眾持股量**

根據本公司所獲提供資料及據董事所知悉，於本報告日期，公眾人士最少持有本公司已發行股本總額25%。

代表董事會

**陳揚標**  
*主席*

香港，二零二零年八月三十一日

# Condensed Consolidated Interim Statement of Profit or Loss and Other Comprehensive Income

## 簡明綜合中期損益及其他全面收益表

For the period from 1 January 2020 to 30 June 2020 (in HK Dollars)  
由二零二零年一月一日至二零二零年六月三十日止期間(以港元列示)

		Notes	30 June 2020 二零二零年 六月三十日 (Unaudited) (未經審核)	30 June 2019 二零一九年 六月三十日 (Unaudited) (未經審核)
		附註		
<b>Revenue</b>	收益	3	<b>7,612,562</b>	19,335,725
<b>Other income</b>	其他收入	5	<b>165,485</b>	283,084
<b>Other gains and losses</b>	其他收益及虧損	6	<b>489,488</b>	329,607
<b>Employee benefits expense</b>	員工福利支出		<b>(5,858,208)</b>	(7,938,059)
<b>Depreciation of property, plant and equipment</b>	物業、廠房及設備折舊		<b>(1,899,921)</b>	(2,115,371)
<b>Depreciation of right-of-use assets</b>	使用權資產折舊		<b>(1,627,789)</b>	(937,003)
<b>Finance costs</b>	財務成本		<b>(39,422)</b>	—
<b>Share of results of associates</b>	應佔聯營公司之業績		<b>4,262,633</b>	1,790,806
<b>Other operating expenses</b>	其他經營費用		<b>(5,242,352)</b>	(8,589,650)
<b>(Loss)/profit before tax</b>	除稅前(虧損)/盈利		<b>(2,137,524)</b>	2,159,139
<b>Income tax credit/(expense)</b>	所得稅抵免/(開支)	7	<b>303,874</b>	(305,242)
<b>(Loss)/profit for the period</b>	本期(虧損)/盈利	8	<b>(1,833,650)</b>	1,853,897
Other comprehensive expense: <i>Items that may be reclassified subsequently to profit or loss</i>	其他全面開支： 隨後可能重新分類至損益之項目			
Exchange differences on translating foreign operations	換算海外業務產生之匯兌差額		<b>(748,168)</b>	(126,438)
Other comprehensive expense for the period, net of tax	本期全面開支總額，扣除所得稅		<b>(748,168)</b>	(126,438)
Total comprehensive (expense)/income for the period	本公司股東應佔之本期間之全面(開支)/收益		<b>(2,581,818)</b>	1,727,459
<b>(Loss)/profit for the period attributable to:</b>	本期間(虧損)/盈利分配於：			
Owners of the Company	本公司持有人		<b>(1,833,650)</b>	1,853,897
<b>Total comprehensive (expense)/income attributable to:</b>	本期間全面(開支)/收益分配於：			
Owners of the Company	本公司持有人		<b>(2,581,818)</b>	1,727,459
<b>(Loss)/earnings per share</b>	每股(虧損)/盈利			
<b>Basic (HK cents per share)</b>	基本(每股港仙)	9	<b>(0.16)</b>	0.16
<b>Diluted (HK cents per share)</b>	攤薄(每股港仙)	9	<b>(0.16)</b>	0.16

# Condensed Consolidated Interim Statement of Financial Position

## 簡明綜合中期財務狀況表

At 30 June 2020 (in HK Dollars)  
於二零二零年六月三十日(以港元列示)

			<b>30 June 2020</b> 二零二零年 六月三十日 <b>(Unaudited)</b> (未經審核)	31 December 2019 二零一九年 十二月三十一日 (Audited) (經審核)
		Notes 附註		
<b>Non-current assets</b>	<b>非流動資產</b>			
Property, plant and equipment	物業、廠房及設備	11	<b>19,810,909</b>	21,836,468
Right-of-use assets	使用權資產	12	<b>12,453,501</b>	14,081,290
Investment properties	投資物業	13	<b>235,300,000</b>	235,300,000
Interest in associates	於聯營公司之權益		<b>103,507,078</b>	99,244,445
Deferred tax assets	遞延稅項資產		<b>1,886,819</b>	1,886,819
			<b>372,958,307</b>	372,349,022
<b>Current assets</b>	<b>流動資產</b>			
Inventories	存貨	14	<b>268,590</b>	332,289
Trade and other receivables	貿易及其他應收賬款	15	<b>1,327,033</b>	1,653,809
Cash and bank balances	現金及銀行結餘		<b>50,006,699</b>	55,966,829
			<b>51,602,322</b>	57,952,927
<b>Current liabilities</b>	<b>流動負債</b>			
Trade and other payables	貿易及其他應付賬款	16	<b>10,325,511</b>	12,120,533
Lease liabilities	租賃負債	17	<b>1,321,005</b>	1,374,614
Tax payable	應付稅項		<b>214,662</b>	655,792
			<b>11,861,178</b>	14,150,939
<b>Net current assets</b>	<b>流動資產淨值</b>		<b>39,741,144</b>	43,801,988
<b>Total assets less current liabilities</b>	<b>總資產減流動負債</b>		<b>412,699,451</b>	416,151,010
<b>Capital and reserves</b>	<b>資本及儲備</b>			
Equity attributable to owners of the Company	本公司持有人應佔權益			
Share capital	股本	18	<b>898,839,029</b>	898,839,029
Reserves	儲備		<b>(490,267,040)</b>	(487,685,222)
<b>Total equity</b>	<b>股本權益總額</b>		<b>408,571,989</b>	411,153,807
<b>Non-current liabilities</b>	<b>非流動負債</b>			
Lease liabilities	租賃負債	17	<b>1,025,583</b>	1,654,353
Deferred tax liabilities	遞延稅項負債		<b>3,101,879</b>	3,342,850
			<b>4,127,462</b>	4,997,203
			<b>412,699,451</b>	416,151,010

# Condensed Consolidated Interim Statement of Changes in Equity

## 簡明綜合中期權益變動表

For the period from 1 January 2020 to 30 June 2020 (in HK Dollars)  
由二零二零年一月一日至二零二零年六月三十日止期間(以港元列示)

		Attributable to owners of the Company 本公司持有人應佔			
		Share capital 股本	Translation reserve 換算儲備	Accumulated losses 累計虧損	Total 合計
At 1 January 2020 (audited)	於二零二零年一月一日 (經審核)	898,839,029	(11,661,142)	(476,024,080)	411,153,807
Loss for the period	本期間虧損	—	—	(1,833,650)	(1,833,650)
Other comprehensive expense for the period	本期間其他全面開支	—	(748,168)	—	(748,168)
Total comprehensive expense for the period	本期間全面開支總額	—	(748,168)	(1,833,650)	(2,581,818)
<b>At 30 June 2020 (unaudited)</b>	<b>於二零二零年 六月三十日(未經審核)</b>	<b>898,839,029</b>	<b>(12,409,310)</b>	<b>(477,857,730)</b>	<b>408,571,989</b>

		Attributable to owners of the Company 本公司持有人應佔			
		Share capital 股本	Translation reserve 換算儲備	Accumulated losses 累計虧損	Total 合計
At 1 January 2019 (audited)	於二零一九年一月一日 (經審核)	898,839,029	(8,940,191)	(485,486,102)	404,412,736
Profit for the period	本期間盈利	—	—	1,853,897	1,853,897
Other comprehensive expense for the period	本期間其他全面開支	—	(126,438)	—	(126,438)
Total comprehensive income/ (expense) for the period	本期間全面收益/(開支) 總額	—	(126,438)	1,853,897	1,727,459
<b>At 30 June 2019 (unaudited)</b>	<b>於二零一九年 六月三十日(未經審核)</b>	<b>898,839,029</b>	<b>(9,066,629)</b>	<b>(483,632,205)</b>	<b>406,140,195</b>



# Condensed Consolidated Interim Statement of Cash Flows

## 簡明綜合中期現金流量表

For the period from 1 January 2020 to 30 June 2020 (in HK Dollars)  
由二零二零年一月一日至二零二零年六月三十日止期間(以港元列示)

		<b>30 June 2020 (Unaudited) 二零二零年 六月三十日 (未經審核)</b>	30 June 2019 (Unaudited) 二零一九年 六月三十日 (未經審核)
<b>Net cash (used in)/inflow operating activities</b>	經營業務之現金(流出)/流入淨額	<b>(5,516,898)</b>	3,561,794
<b>Net cash used in investing activities</b>	投資業務之現金流出淨額	<b>(11,978)</b>	(74,420)
<b>Net (decrease)/increase in cash and cash equivalents</b>	現金及現金等值(減少)/增加淨額	<b>(5,528,876)</b>	3,487,374
<b>Cash and cash equivalents at the beginning of the period</b>	期初之現金及現金等值	<b>55,966,829</b>	49,541,745
<b>Effects of foreign exchange rate changes, net</b>	淨匯率變動影響	<b>(431,254)</b>	(154,168)
<b>Cash and cash equivalents at the end of the period</b>	期結之現金及現金等值	<b>50,006,699</b>	52,874,951

# Notes to the Condensed Consolidated Interim Financial Statements

## 簡明綜合中期財務報表附註

For the period from 1 January 2020 to 30 June 2020 (in HK Dollars)  
由二零二零年一月一日至二零二零年六月三十日止期間(以港元列示)

### 1. General

Fujian Holdings Limited (the “Company”) is incorporated in Hong Kong as a public limited company and its shares are listed on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). Its immediate holding company is HC Technology Capital Company Limited, a company incorporated in the British Virgin Islands and its ultimate holding company is Fujian Tourism Development Group Company Limited (“FTDC”), a state-owned corporation in the People’s Republic of China (the “PRC”). The addresses of the registered office and principal place of business of the Company is Room 3306–08, 33/F, West Tower, Shun Tak Centre, 200 Connaught Road Central, Hong Kong.

The principal activities of the Company and its subsidiaries (collectively referred to as the “Group”) are investment holding, property investment in Hong Kong and hotel operations in the PRC.

### 2. Basis of Preparation

These unaudited interim condensed consolidated financial statements are prepared in accordance with Hong Kong Accounting Standard (“HKAS”) 34 *Interim Financial Reporting* issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”) and the disclosure requirements of Appendix 16 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”).

The interim financial statements have been prepared in accordance with the same accounting policies adopted in and should be read in conjunction with the 2019 annual financial statements, except for the accounting policy changes that are expected to be reflected in the 2020 interim financial statements. Details of these changes in accounting policies are set out in note 2.1.

The preparation of the interim financial statements in conformity with HKAS 34 requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses on a year to date basis. Actual results may differ from these estimates.

The interim financial statements and selected explanatory notes thereon do not include all of the information required for full set of financial statements prepared in accordance with HKFRSs.

### 1. 一般

閩港控股有限公司(「本公司」)為一家於香港註冊成立之公開上市公司。其股份於香港聯合交易所有限公司(「聯交所」)上市。其直接控股公司為華晶科技投資有限公司，乃於英屬處女群島成立之企業及其最終控股公司則為福建省旅游發展集團有限公司(「福建旅游集團」)，乃中華人民共和國之國有企業。本公司註冊辦事處及主要營業地址為香港干諾道中200號信德中心西座33樓3306至08室。

本公司及其附屬公司(統稱為「本集團」)主要從事投資控股、位於香港之物業投資及位於中國之酒店業務。

### 2. 編製基準

該等未經審核簡明綜合中期財務報告乃根據香港會計師公會(「香港會計師公會」)頒佈之香港會計準則(「香港會計師準則」)第34號「中期財務報告」，以及香港聯合交易所有限公司證券上市規則(「上市規則」)附錄十六之披露規定而編製。

除必需於二零二零年期間財務報表反映的會計政策變動外，編製本中期財務報表所採用的會計政策與編製二零一九年年度財務報表所採用者一致，並應與二零二零年中期財務報表一併閱讀。會計政策變動詳載於附註2.1。

按照香港會計準則第34號編製中期財務報表，需要管理層就會計政策的應用、資產與負債及收入與支出的中期彙報金額作出判斷、估計及假設。其實際結果可能有別於該等估計。

本中期財務報表及有關附註並不包括所有須於一份按香港財務報告準則編製的財務報表披露的資料。

## Notes to the Condensed Consolidated Interim Financial Statements (Continued)

### 簡明綜合中期財務報表附註(續)

For the period from 1 January 2020 to 30 June 2020 (in HK Dollars)  
由二零二零年一月一日至二零二零年六月三十日止期間(以港元列示)

## 2. Basis of Preparation (Continued)

### 2.1 Changes in accounting policies

The HKICPA has issued a number of new and revised HKFRSs and HKASs which are effective for accounting periods commencing on or after 1 January 2020. The Group has adopted, for the first time for the current period financial statements. Except for in certain cases, giving rise to new and revised accounting policies and additional disclosures, the adoption of these new and revised standards and interpretation has had no material effect on these financial statements.

Amendments to HKFRSs	Annual Improvements to HKFRSs 2015–2017 Cycle
Amendments to HKAS 19	Plan Amendment, Curtailment or Settlement
Amendments to HKAS 28	Long-term Interests in Associates and Joint Ventures
Amendments to HKFRS 9	Prepayment Features with Negative Compensation
HK(IFRIC)-Int 23	Uncertainty over Income Tax Treatments
Annual Improvements 2015–2017 Cycle	Amendments to HKFRS 3, HKFRS 11, HKAS 12 and HKAS 23

The new and revised standards have had no significant financial effect on the Group's condensed consolidated financial statements. The Group has not applied any new standards, amendments or interpretation that is not yet effective for the current accounting period.

## 2. 編製基準(續)

### 2.1 會計政策變動

香港會計師公會已頒佈一系列新增及經修訂香港財務報告準則及香港會計準則，由二零二零年一月一日或之後的會計期間開始生效。本集團乃首次就本期間財務報表採納該等新增及經修訂香港財務報告準則及香港會計準則。除於若干情況下，會引致新訂及修訂會計政策並新增披露要求，採納該等新增及經修訂準則及詮釋對該等財務報表並無重大影響。

香港財務報告準則(修訂本)之修訂	香港財務報告準則二零一五年至二零一七年週期之年度改進
香港會計準則第19號之修訂	計劃修訂、縮減或結算
香港會計準則第28號之修訂	於聯營公司及合營企業之長期權益
香港財務報告準則第9號之修訂	提早還款特性及負補償
香港(國際財務報告詮釋委員會)一詮釋第23號之修訂	所得稅處理的不確定性
二零一五年至二零一七年週期之年度改進	香港財務報告準則第3號、香港財務報告準則第11號、香港會計準則第12號及香港會計準則第23號之修訂

上述新訂準則及準則修訂對本集團簡明綜合財務報表並無造成重大財務影響。本集團並未應用任何於本會計期間尚未生效之新訂準則、修訂或詮釋。

## Notes to the Condensed Consolidated Interim Financial Statements (Continued)

### 簡明綜合中期財務報表附註(續)

For the period from 1 January 2020 to 30 June 2020 (in HK Dollars)  
由二零二零年一月一日至二零二零年六月三十日止期間(以港元列示)

### 3. Revenue

### 3. 收益

		30 June 2020 二零二零年 六月三十日 (Unaudited) (未經審核)	30 June 2019 二零一九年 六月三十日 (Unaudited) (未經審核)
Gross rental income from letting of investment properties	出租投資物業租金收入總額	3,439,255	3,576,147
Revenue from hotel operations	酒店業務收益	4,173,307	15,759,578
		<b>7,612,562</b>	19,335,725

(i) Disaggregated of revenue from contract with customers

(i) 來自客戶合同的收入分析

		30 June 2020 二零二零年 六月三十日 (Unaudited) (未經審核)
<b>Types of goods or services</b>	<b>貨物或服務的類別</b>	
Accommodation income	客房銷售收入	2,076,120
Catering and other income	餐飲及其他收入	2,097,187
		<b>4,173,307</b>
<b>Geographical markets</b>	<b>按地區劃分市場</b>	
Mainland China	中國內地	4,173,307
<b>Timing of revenue recognition</b>	<b>收入確認時間</b>	
A point in time	於一個時間點	2,097,187
Over time	於一段時間	2,076,120
		<b>4,173,307</b>

(ii) Performance obligations

For hotel operations, the performance obligation is satisfied when services are rendered.

The transaction prices allocated to the remaining performance obligations (unsatisfied or partially unsatisfied) as at 30 June 2020 are all expected to be recognised within one year.

(ii) 履約責任

酒店營運於完成履約責任時確認收益。

於二零二零年六月三十日，交易價格分配至餘下的履約責任(未獲滿足或部分未獲滿足)預期將一年內獲確認。

## Notes to the Condensed Consolidated Interim Financial Statements (Continued)

### 簡明綜合中期財務報表附註(續)

For the period from 1 January 2020 to 30 June 2020 (in HK Dollars)  
由二零二零年一月一日至二零二零年六月三十日止期間(以港元列示)

#### 4. Segment Information

Information reported to the Board of Directors of the Company, being the chief operating decision maker (“CODM”), for the purpose of resource allocation and assessment of segment performance focuses on the types of services provided.

The Group’s operating and reportable segments under HKFRS 8 are as follows:

Property investment — the rental of investment properties

Hotel operations — the operation of hotel

#### Segment revenue and results

The following is an analysis of the Group’s revenue and results by reportable segments and operating segments:

		Property investment 物業投資		Hotel operations 酒店業務		Consolidated 綜合	
		30 June 2020 二零二零年 六月三十日 (Unaudited) (未經審核)	30 June 2019 二零一九年 六月三十日 (Unaudited) (未經審核)	30 June 2020 二零二零年 六月三十日 (Unaudited) (未經審核)	30 June 2019 二零一九年 六月三十日 (Unaudited) (未經審核)	30 June 2020 二零二零年 六月三十日 (Unaudited) (未經審核)	30 June 2019 二零一九年 六月三十日 (Unaudited) (未經審核)
<b>REVENUE</b>	<b>收益</b>						
Revenue from external customers	外來客戶收益	3,439,255	3,576,147	4,173,307	15,759,578	7,612,562	19,335,725
Segment (loss)/profit before depreciation amortisation and others	未計折舊、攤銷及其他前的分類(虧損)/盈利	3,388,955	3,512,187	(4,126,446)	1,996,715	(737,491)	5,508,902
Depreciation	折舊	—	—	(1,888,822)	(2,093,127)	(1,888,822)	(2,093,127)
Segment results	分類業績	3,388,955	3,512,187	(6,015,268)	(96,412)	(2,626,313)	3,415,775
Unallocated (expenses)/income	未攤分(支出)/收入					(27,978)	61,111
Central administration costs	中央行政成本					(3,745,866)	(3,108,553)
Share of results of associates	應佔聯營公司業績					4,262,633	1,790,806
(Loss)/profit before tax	除稅前(虧損)/盈利					(2,137,524)	2,159,139
Income tax credit/(expense)	所得稅抵免/(開支)					303,874	(305,242)
(Loss)/profit for the period	本期間(虧損)/盈利					(1,833,650)	1,853,897

Segment revenue as reported above represents revenue generated from external customers. There were no inter-segment sales in the current period (30 June 2019: nil).

#### 4. 分類資料

就資源分配及分類表現評估向本公司董事局(即主要經營決策者)所呈報之資料,側重於交付或提供之服務之類型。

本集團根據香港財務報告準則第8號設定之經營及可申報分類如下:

物業投資 — 出租投資物業

酒店業務 — 酒店營運

#### 分類收益及業績

本集團按可申報及營運分類劃分之收益及業績分析如下:

上文所報之分類收益指來自外部客戶之收益。本期間並無分類間的銷售額(二零一九年六月三十日:無)。

## Notes to the Condensed Consolidated Interim Financial Statements (Continued)

### 簡明綜合中期財務報表附註(續)

For the period from 1 January 2020 to 30 June 2020 (in HK Dollars)  
由二零二零年一月一日至二零二零年六月三十日止期間(以港元列示)

#### 4. Segment Information (Continued)

##### Segment revenue and results (Continued)

The accounting policies of the operating segments are the same as the Group's accounting policies. Segment profit represents the profit earned by each segment without allocation of bank interest income and other unallocated income/(expense), corporate administration costs including director's remuneration, share of profit/(loss) of associates and income tax (expense)/credit. This is the measure reported to the CODM for the purposes of resource allocation and performance assessment.

##### Segment assets and liabilities

The following is an analysis of the Group's assets and liabilities by reportable and operating segments:

		Property investment 物業投資		Hotel operations 酒店業務		Consolidated 綜合	
		30 June 2020 二零二零年 六月三十日 (Unaudited) (未經審核)	31 December 2019 二零一九年 十二月三十一日 (Audited) (經審核)	30 June 2020 二零二零年 六月三十日 (Unaudited) (未經審核)	31 December 2019 二零一九年 十二月三十一日 (Audited) (經審核)	30 June 2020 二零二零年 六月三十日 (Unaudited) (未經審核)	31 December 2019 二零一九年 十二月三十一日 (Audited) (經審核)
<b>Assets</b>	<b>資產</b>						
Segment assets	分類資產	249,368,933	247,368,512	69,625,548	78,754,730	318,994,481	326,123,242
Interest in an associate	聯營公司權益					103,507,078	99,244,445
Unallocated corporate assets	未攤分公司資產					2,059,070	4,934,262
Consolidated total assets	綜合總資產					424,560,629	430,301,949
<b>Liabilities</b>	<b>負債</b>						
Segment liabilities	分類負債	(4,759,132)	(2,770,566)	(7,134,562)	(9,178,162)	(11,893,694)	(11,948,728)
Unallocated corporate liabilities	未攤分公司負債					(4,094,946)	(7,199,414)
Consolidated total liabilities	綜合總負債					(15,988,640)	(19,148,142)

All assets are allocated to operating segments other than interest in associates, deferred tax assets, financial assets designated as at fair value through profit or loss and certain cash and bank balances.

All liabilities are allocated to operating segments other than certain balances of current liabilities and deferred tax liabilities.

#### 4. 分類資料(續)

##### 分類收益及業績(續)

可申報及營運分部之會計政策與本集團會計政策相同。分部盈利指各分部賺取之盈利，惟並無分配銀行利息收入及其他未攤分收入/(支出)，企業行政成本包括董事酬金、應佔兩間聯營公司之盈利/(虧損)及所得稅(開支)/抵免。此計量方法呈報予本公司董事局作為資源分配及評估表現之用。

##### 分類資產及負債

本集團按可申報及營運分類劃分之資產及負債分析如下：

除某些現金及銀行結餘，於聯營公司之權益及遞延稅項資產，所有資產均已分配至營運分部。

除某些流動負債結餘及遞延稅項負債外，所有負債均已分配至可申報分部。

## Notes to the Condensed Consolidated Interim Financial Statements (Continued)

### 簡明綜合中期財務報表附註(續)

For the period from 1 January 2020 to 30 June 2020 (in HK Dollars)  
由二零二零年一月一日至二零二零年六月三十日止期間(以港元列示)

#### 4. Segment Information (Continued)

##### Geographical information

The Group operates in two principal geographical areas — the Mainland China and Hong Kong.

Information about the Group's revenue from external customers is presented based on the location of the operations. Information about the Group's non-current assets are present based on the geographical location of asset are detailed below:

		Revenue from external customers 來自外部客戶之收益	
		30 June 2020 二零二零年 六月三十日 (Unaudited) (未經審核)	30 June 2019 二零一九年 六月三十日 (Unaudited) (未經審核)
Mainland China	中國內地	4,173,307	15,759,578
Hong Kong	香港	3,439,255	3,576,147
		<b>7,612,562</b>	19,335,725

#### 5. Other Income

#### 4. 分類資料(續)

##### 地區資料

本集團之業務經營於兩個主要地區區域—中國內地及香港。

按營運位置，本集團來自外部客戶之收益及有關按地理地區劃分之非流動資產資料詳情如下：

#### 5. 其他收入

		30 June 2020 二零二零年 六月三十日 (Unaudited) (未經審核)	30 June 2019 二零一九年 六月三十日 (Unaudited) (未經審核)
Bank interest income	銀行利息收入	89,461	217,841
Others	其他	76,024	65,243
		<b>165,485</b>	283,084

## Notes to the Condensed Consolidated Interim Financial Statements (Continued)

### 簡明綜合中期財務報表附註(續)

For the period from 1 January 2020 to 30 June 2020 (in HK Dollars)  
由二零二零年一月一日至二零二零年六月三十日止期間(以港元列示)

#### 6. Other Gains and Losses

#### 6. 其他收益及虧損

		30 June 2020 二零二零年 六月三十日 (Unaudited) (未經審核)	30 June 2019 二零一九年 六月三十日 (Unaudited) (未經審核)
Gain arising on change in fair value of financial assets designated at fair value through profit or loss	產生自金融資產(結構性存款)之公允值改變之收益(指為通過損益以反映公允值)	<b>617,635</b>	363,418
Net foreign exchange losses	外幣匯率虧損淨額	<b>(128,147)</b>	(33,811)
		<b>489,488</b>	329,607

#### 7. Income Tax Credit/(Expense)

#### 7. 所得稅抵免/(開支)

		30 June 2020 二零二零年 六月三十日 (Unaudited) (未經審核)	30 June 2019 二零一九年 六月三十日 (Unaudited) (未經審核)
Current tax — PRC	即期稅項—中華人民共和國	—	(664,663)
Deferred tax	遞延稅項		
Current period	本期間	<b>303,874</b>	359,421
Income tax expense	所得稅開支	<b>303,874</b>	(305,242)

Under the two-tiered profits tax rates regime, the first HK\$2 million of profits of the qualifying group entity will be taxed at 8.25%, and profits above HK\$2 million will be taxed at 16.5%. The profits of group entities not qualifying for the two-tiered profits tax rates regime will continue to be taxed at a flat rate of 16.5%.

Accordingly, the Hong Kong Profits Tax of the qualifying group entity is calculated at 8.25% on the first HK\$2 million of the estimated assessable profits and at 16.5% on the estimated assessable profits above HK\$2 million.

根據兩級制利得稅率制度，合資格集團成員的首2百萬港元利潤將按8.25%的稅率徵稅，而超過2百萬港元的利潤將按16.5%的稅率徵稅。不符合兩級制利得稅率制度的其他香港集團成員的利潤將繼續按16.5%的統一稅率徵稅。

因此，合資格集團成員按香港利得稅估計應評稅利潤的首2百萬港元計算，稅率為8.25%，而應評稅利潤則按2百萬港元以上的估計應評稅利潤計算，稅率為16.5%。



## Notes to the Condensed Consolidated Interim Financial Statements (Continued)

### 簡明綜合中期財務報表附註(續)

For the period from 1 January 2020 to 30 June 2020 (in HK Dollars)  
由二零二零年一月一日至二零二零年六月三十日止期間(以港元列示)

#### 7. Income Tax Credit/(Expense) (Continued)

No provision for Hong Kong Profits Tax has been made in the consolidated financial statements as the Company and its Hong Kong subsidiaries did not have any assessable profits for the period (30 June 2019: Nil).

Under the Law of the People's Republic of China on Enterprise Income Tax (the "EIT Law") and Implementation Regulation of the EIT Law, the tax rate of the PRC subsidiaries is 25% for both period.

#### 7. 所得稅抵免/(開支)(續)

由於本公司有確認之承前稅務虧損抵銷估計應課稅盈利，及其香港附屬公司並無估計應課稅盈利，故並無於綜合財務報表內就香港利得稅計提撥備(二零一九年六月三十日：無)。

按中華人民共和國企業所得稅法(「企業所得稅法」)及企業所得稅法實施細則，中華人民共和國企業所得稅撥備為25%(二零一九年六月三十日：25%)。

#### 8. (Loss)/Profit for the Period

#### 8. 本期(虧損)/盈利

		30 June 2020 二零二零年 六月三十日 (Unaudited) (未經審核)	30 June 2019 二零一九年 六月三十日 (Unaudited) (未經審核)
(Loss)/Profit for the period has been arrived at after charging/(crediting):	本期間(虧損)/盈利已扣除/(計入)：		
Gross rental income from investment properties	投資物業租金收入總額	<b>(3,439,255)</b>	(3,576,147)
Less: Direct operating expenses that generated rental income during the period	減：期間因租金收入而產生之直接經營成本	<b>50,300</b>	63,960
		<b>(3,388,955)</b>	(3,512,187)
Depreciation of hotel property	酒店物業之折舊	<b>1,224,531</b>	1,224,531
Depreciation of other property, plant and equipment	其他物業、廠房和設備之折舊	<b>675,390</b>	890,840
		<b>1,899,921</b>	2,115,371
Depreciation of right-of-use assets	使用權資產之折舊	<b>1,627,789</b>	937,003
Total depreciation and amortisation	總折舊和攤銷	<b>3,527,710</b>	3,052,374
Salaries and other benefits (including directors' remunerations)	薪金和其他福利(包括董事酬金)	<b>5,591,484</b>	7,445,343
Retirement benefit scheme contributions	退休計劃供款	<b>266,724</b>	492,716
Staff costs	員工成本	<b>5,858,208</b>	7,938,059
Share of tax of associates (included in share of results of associates)	應佔聯營公司稅項(包括應佔聯營公司業績內)	<b>4,262,633</b>	1,790,806

## Notes to the Condensed Consolidated Interim Financial Statements (Continued)

### 簡明綜合中期財務報表附註(續)

For the period from 1 January 2020 to 30 June 2020 (in HK Dollars)  
由二零二零年一月一日至二零二零年六月三十日止期間(以港元列示)

#### 9. (Loss)/Earnings Per Share

The calculation of basic and diluted loss (2019: earnings) per share of the Company is based on the unaudited consolidated net loss attributable to the owner of the Company of HK\$1,833,650 (30 June 2019: Profit of HK\$1,853,897), on 1,145,546,000 ordinary shares in issue during the period.

The diluted (loss)/earnings per share for the respective periods are the same as basic (loss)/earnings per share as there are no potential ordinary shares in issue for the respective period.

#### 10. Interim Dividend

The Board has resolved not to recommend the payment of an interim dividend for the period (30 June 2019: Nil).

#### 9. 每股(虧損)/ 盈利

本公司權益持有人應佔之每股基本及攤薄虧損(二零一九年: 盈利)乃根據回顧期內之本公司權益持有人未經審核的應佔虧損1,833,650港元(二零一九年六月三十日: 盈利1,853,897港元)及已發行普通股1,145,546,000股普通股計算。

由於並無潛在攤薄的普通股, 期間內每股攤薄(虧損)/ 盈利與每股基本(虧損)/ 盈利相同。

#### 10. 中期股息

董事會議決不派發本期之中期股息(二零一九年六月三十日: 無)。

## Notes to the Condensed Consolidated Interim Financial Statements (Continued)

### 簡明綜合中期財務報表附註(續)

For the period from 1 January 2020 to 30 June 2020 (in HK Dollars)  
由二零二零年一月一日至二零二零年六月三十日止期間(以港元列示)

## 11. Property, Plant and Equipment

## 11. 物業、廠房和設備

		Hotel property	Furniture and fixtures	Leasehold improvements	Plant, machinery and equipment	Total
		酒店物業 (Unaudited) (未經審核)	傢俬及裝置 (Unaudited) (未經審核)	物業裝修 (Unaudited) (未經審核)	機器及設備 (Unaudited) (未經審核)	總額 (Unaudited) (未經審核)
<b>At cost</b>	<b>成本</b>					
At 1 January 2019 (audited)	於二零一九年一月一日 (經審核)	92,391,462	3,224,472	19,424,160	6,595,343	121,635,437
Additions	添置	—	28,000	—	188,949	216,949
Disposal and write-off	出售及撇銷	—	(68,012)	—	(56,591)	(124,603)
Exchange adjustments	匯率差額	—	(69,620)	(639,992)	(132,725)	(842,337)
At 31 December 2019 and 1 January 2020 (audited)	於二零一九年 十二月三十一日及 二零二零年一月一日 (經審核)	92,391,462	3,114,840	18,784,168	6,594,976	120,885,446
Additions	添置	—	3,530	—	8,448	11,978
Written off	撇銷	—	—	—	(6,208)	(6,208)
Exchange adjustments	匯率差額	—	(59,248)	(362,357)	(124,242)	(545,847)
As at 30 June 2020	於二零二零年六月三十日	92,391,462	3,059,122	18,421,811	6,472,974	120,345,369
<b>Depreciation and impairment</b>	<b>折舊及減值</b>					
At 1 January 2019 (audited)	於二零一九年一月一日 (經審核)	75,452,107	2,589,347	12,938,790	4,615,837	95,596,081
Provided for the year	本年度折舊	2,449,064	130,434	1,236,120	408,438	4,224,056
Eliminated on disposal and write-off	出售時對銷及撇銷	—	(61,660)	—	(30,687)	(92,347)
Exchange adjustments	匯率差額	—	(58,079)	(519,824)	(100,909)	(678,812)
At 31 December 2019 and 1 January 2020 (audited)	於二零一九年 十二月三十一日及 二零二零年一月一日 (經審核)	77,901,171	2,600,042	13,655,086	4,892,679	99,048,978
Provided for the period	期間折舊	1,224,531	52,026	451,769	171,595	1,899,921
Eliminated on written off	撇銷時對銷	—	—	—	(3,050)	(3,050)
Exchange adjustments	匯率差額	—	(50,256)	(267,772)	(93,361)	(411,389)
As at 30 June 2020	於二零二零年六月三十日	79,125,702	2,601,812	13,839,083	4,967,863	100,534,460
<b>Net carrying amounts as at 30 June 2020</b>	<b>賬面值於二零二零年 六月三十日</b>	13,265,760	457,310	4,582,728	1,505,111	19,810,909
As at 31 December 2019 (audited)	於二零一九年 十二月三十一日 (經審核)	14,490,291	514,798	5,129,082	1,702,297	21,836,468

**Notes to the Condensed Consolidated Interim Financial Statements (Continued)**  
**簡明綜合中期財務報表附註(續)**

For the period from 1 January 2020 to 30 June 2020 (in HK Dollars)  
由二零二零年一月一日至二零二零年六月三十日止期間(以港元列示)

**12. RIGHT-OF-USE ASSETS**

**12. 使用權資產**

		Leasehold Land 租賃土地	Office premise 辦公場所	Total 總額
<b>COST</b>	<b>按成本</b>			
Balance at 1 January 2020	於二零二零年一月一日	12,961,874	4,144,740	17,106,614
Additions	添置	—	—	—
Balance at 30 June 2020	於二零二零年六月三十日	12,961,874	4,144,740	17,106,614
<b>DEPRECIATION</b>	<b>折舊</b>			
Balance at 1 January 2020	於二零二零年一月一日	1,874,007	1,151,317	3,025,324
Provided for the period	本期間折舊	937,003	690,786	1,627,789
Balance at 30 June 2020	於二零二零年六月三十日	2,811,010	1,842,103	4,653,113
<b>CARRYING AMOUNTS</b>	<b>賬面值</b>			
Balance at 31 December 2019	於二零一九年十二月三十一日	11,087,867	2,993,423	14,081,290
<b>Balance at 30 June 2020</b>	<b>於二零二零年六月三十日</b>	<b>10,150,864</b>	<b>2,302,637</b>	<b>12,453,501</b>

		30 June 2020 二零二零年 六月三十日 (Unaudited) (未經審核)	31 December 2019 二零一九年 十二月三十一日 (Audited) (經審核)
Interest on lease liabilities (note 10)	租賃負債之利息(附註10)	<b>39,422</b>	87,227
Expense relating to short-term leases and other leases with lease terms end within 12 months of the date of initial application of HKFRS 16	短期租約和其他帶有租約條款的租約有關的費用於香港財務報告準則第16號初步應用日起12個月內結束	—	345,176
Total cash outflow for leases	租賃現金總流出	<b>721,800</b>	1,548,176
Addition to right-of-use assets	使用權資產添置	—	4,144,740

The Group leases leasehold land and office premise for its operations. Lease terms are agreed on an individual basis and contain a wide range of different terms and conditions. In determining the lease term and assessing the length of the non-cancellable period, the Group applies the definition of a contract and determines the period for which the contract is enforceable.

本集團租賃租用土地和辦公場所進行經營。租賃條款是根據個別情況協商而確定，其中包含各種不同的條款和條件。在確定租賃期限並評估不可取消的期限時，本集團採用合同的定義並確定合同可強制執行的期限。

## Notes to the Condensed Consolidated Interim Financial Statements (Continued)

### 簡明綜合中期財務報表附註(續)

For the period from 1 January 2020 to 30 June 2020 (in HK Dollars)  
由二零二零年一月一日至二零二零年六月三十日止期間(以港元列示)

#### 12. Right-Of-Use Assets (Continued)

The Group entered into short-term leases for staff quarters and office premise. As at 30 June 2020, the portfolio of these outstanding short-term leases is similar to the portfolio during the period ended 30 June 2020.

The lease agreements do not impose any covenants other than security interests in the leased assets that are held by the lessor. Leased assets may not be used as security for borrowing purposes.

Leases for office premise and staff quarters are agreed for terms ranging from one to three years, but may have termination options as described below. The lease for the leasehold land is agreed for a term of twenty years, with remaining of six years as of 1 January 2020.

As at 30 June 2020, the Group's right-of-use assets amounted to HK\$12,453,501 were located in Hong Kong and Mainland China.

As at 30 June 2020, the Group did not enter into any leases that is not yet commenced.

The Group has termination option in the lease for office premise. This is used to maximise operational flexibility in terms of managing the assets used in the Group's operations. The termination option held is exercisable only by the Group and not by the respective lessor.

The lease liabilities of office premise amounting to HK\$2,346,588 are recognised as at 30 June 2020.

In addition, the Group reassesses whether it is reasonably certain not to exercise a termination option, upon the occurrence of either a significant event or a significant change in circumstances that is within the control of the lessee. During the period ended 30 June 2020, there is no such triggering event.

#### 12. 使用權資產(續)

本集團就員工宿舍及辦公室場所訂立短期租賃。於二零二零年六月三十日，這些未償還短期租賃的投資組合與截至二零二零年六月三十日止期間的投資組合類似。

除了由出租人持有的租賃資產中的擔保權益外，租賃協議不施加任何其他約定。租賃資產不可用作借貸擔保。

辦公場所和員工宿舍的租賃期限協定為一年至三年，但可能具有如下所述的終止選擇權。租賃土地的租賃協議為期二十年，於二零二零年一月一日起計剩餘六年。

於二零二零年六月三十日，本集團的使用權資產為12,453,501港元，位於香港及中國內地。

於二零二零年六月三十日，本集團並未訂立尚未開始的任何租賃。

本集團在辦公場所的租賃中具有終止選擇權。在管理集團運營中使用的資產方面，此舉可最大程度地提高運營靈活性。持有的終止選擇權只能由本集團行使，而不由各自的出租人行使。

於二零二零年六月三十日已確認的辦公場所租賃負債為2,346,588港元。

此外，在發生重大事件或承租人控制範圍內的情況發生重大變化時，本集團會重新評估是否可以合理確定不行使終止選擇權。截至二零二零年六月三十日止期間，概無任何觸發事件。

## Notes to the Condensed Consolidated Interim Financial Statements (Continued)

### 簡明綜合中期財務報表附註(續)

For the period from 1 January 2020 to 30 June 2020 (in HK Dollars)  
由二零二零年一月一日至二零二零年六月三十日止期間(以港元列示)

## 12. Right-Of-Use Assets (Continued)

Notes:

- (i) Pursuant to the terms of the joint venture agreement signed between the Xiamen Railway Department Company Limited ("Railway Department") and Yan Hei Limited ("Yan Hei"), both parties have agreed to establish a Sino-foreign co-operative joint venture enterprise known as Xiamen South East Asia Hotel Company, Limited ("Xiamen Plaza"), an indirect wholly-owned subsidiary of the Company to operate and manage the hotel. The land use rights of the Hotel have been granted to the joint venture partner and Xiamen Plaza is vested with the land use rights of the Hotel throughout the operation period of Xiamen Plaza.
- (ii) At the end of the reporting period, the Group carried out a review of the recoverable amount of its leasehold land. The leasehold land is used in the Group's hotel segment. In performing impairment testing, the directors of the Company reviewed the carrying amount of the leasehold land by reference to a valuation performed by Norton Appraisals Limited, an independent qualified professional valuer not connected with the Group. Norton Appraisals Limited is a member of Hong Kong Institute of Surveyors. The recoverable amount of this CGU is determined based on a value in use calculation which uses cash flow projections based on financial budgets approved by management covering a 5-year period and a discount rate of 6.77% (31 December 2019: 6.77%) per annum. The key assumptions for the value in use calculation are those regarding the discount rate, growth in revenue, direct and other operating costs during the period. The management estimates discount rate that reflects current market assessments of the time value of money and the risks specific to the CGU.

There was no impairment for the six months ended 30 June 2020 and 31 December 2019.

## 12. 使用權資產(續)

註:

- (i) 根據廈門鐵路開發公司(「鐵路局」)與本公司附屬公司仁禧有限公司(「仁禧」)簽定一項合資協議之條款，雙方同意成立合作共同控制個體廈門東南亞大酒店有限公司(「東酒」)，本公司之間接全資附屬公司，負責營運及管理廈門東南亞大酒店(「酒店」)。酒店土地使用權已授予合資夥伴，而東酒經營期間酒店之土地使用權屬東酒所有。
- (ii) 於報告期間末，本集團對用作酒店業務之預付土地租賃款項進行可收回價值之審閱。當進行減值測試時，本公司董事於審閱預付土地租賃款項之賬面值時已參考普敦國際評估有限公司之估值。普敦國際評估有限公司為獨立專業評估師和香港測量師學會會員及與本集團沒有關連。該可收回價值之現金產生單位是根據經管理層所批准之五年內財務預算為基礎之現金流預測及每年6.77%(二零一九年十二月三十一日:6.77%)折現率之可用價值計算。可用價值的主要假設為期內折現率、收入增長、直接及其他經營成本。管理層估計之折現率已反映現時市場評估之金錢的時間價值及現金產生單位之特定風險。

截至二零一九年十二月三十一日及二零二零年六月三十日六個月止並無減值虧損。

## Notes to the Condensed Consolidated Interim Financial Statements (Continued)

### 簡明綜合中期財務報表附註(續)

For the period from 1 January 2020 to 30 June 2020 (in HK Dollars)  
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### 13. Investment Properties

### 13. 投資物業

FAIR VALUE	公允值	
At 31 December 2019 and at 30 June 2020	於二零一九年十二月三十一日及 於二零二零年六月三十日	235,300,000

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

所有根據經營租賃協議持有以賺取租金或作資本增值用途之本集團物業權益乃使用公允值模式計量，並分類及入賬為投資物業。

### 14. Inventories

### 14. 存貨

		30 June 2020 二零二零年 六月三十日 (Unaudited) (未經審核)	31 December 2019 二零一九年 十二月三十一日 (Audited) (經審核)
Consumables	易損耗品	268,590	332,289

## Notes to the Condensed Consolidated Interim Financial Statements (Continued)

### 簡明綜合中期財務報表附註(續)

For the period from 1 January 2020 to 30 June 2020 (in HK Dollars)  
由二零二零年一月一日至二零二零年六月三十日止期間(以港元列示)

#### 15. Trade and Other Receivables

#### 15. 貿易及其他應收賬款

		<b>30 June 2020</b> 二零二零年 六月三十日 <b>(Unaudited)</b> (未經審核)	31 December 2019 二零一九年 十二月三十一日 (Audited) (經審核)
Trade receivables	應收貿易賬款	<b>378,491</b>	908,774
Loss allowance	損失撥備	<b>(68,738)</b>	(70,090)
		<b>309,753</b>	838,684
Other receivables, utility deposits and prepayments	其他應收款項、公用設施按金及預付款項	<b>12,398,398</b>	13,472,892
Loss allowance	損失撥備	<b>(11,381,118)</b>	(12,657,767)
		<b>1,017,280</b>	815,125
Total trade and other receivables	貿易及其他應收賬款總額	<b>1,327,033</b>	1,653,809

The following is an aged analysis of trade receivables net of loss allowance presented based on the invoice dates at the end of the reporting period.

以下是報告結束日期時根據發票日期的貿易應收款扣除損失撥備的賬齡分析。

		<b>30 June 2020</b> 二零二零年 六月三十日 <b>(Unaudited)</b> (未經審核)	31 December 2019 二零一九年 十二月三十一日 (Audited) (經審核)
0-30 days	0-30天	<b>290,025</b>	832,043
31-60 days	31-60天	—	2,701
61-90 days	61-90天	<b>920</b>	3,940
91-180 days	91-180天	<b>18,151</b>	—
181-360 days	181-360天	<b>657</b>	—
		<b>309,753</b>	838,684



## Notes to the Condensed Consolidated Interim Financial Statements (Continued) 簡明綜合中期財務報表附註(續)

For the period from 1 January 2020 to 30 June 2020 (in HK Dollars)  
由二零二零年一月一日至二零二零年六月三十日止期間(以港元列示)

### 16. Trade and Other Payables

		<b>30 June 2020</b> 二零二零年 六月三十日 <b>(Unaudited)</b> (未經審核)	31 December 2019 二零一九年 十二月三十一日 (Audited) (經審核)
Trade payables	應付貿易賬款	<b>1,485,653</b>	1,855,425
Other payables	其他應付賬款	<b>8,839,858</b>	10,265,108
<b>Total trade and other payables</b>	<b>貿易及其他應付賬款總額</b>	<b>10,325,511</b>	12,120,533

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

		<b>30 June 2020</b> 二零二零年 六月三十日 <b>(Unaudited)</b> (未經審核)	31 December 2019 二零一九年 十二月三十一日 (Audited) (經審核)
Current to six months	即期至六個月	<b>1,278,641</b>	1,675,682
Over six months and within one year	六個月以上及一年以內	<b>11,682</b>	3,100
Over one year	超過一年	<b>195,330</b>	176,643
		<b>1,485,653</b>	1,855,425

The average credit period is 60 days (31 December 2019: 60 days).

### 16. 貿易及其他應付賬款

應付貿易賬款於年度報表結算日按發票日之賬齡分析如下：

平均信貸期為六十天(二零一九年十二月三十一日：六十天)。

## Notes to the Condensed Consolidated Interim Financial Statements (Continued)

### 簡明綜合中期財務報表附註(續)

For the period from 1 January 2020 to 30 June 2020 (in HK Dollars)  
由二零二零年一月一日至二零二零年六月三十日止期間(以港元列示)

## 17. Lease Liabilities

## 17. 租賃負債

		<b>30 June 2020</b> 二零二零年 六月三十日 <b>(Unaudited)</b> (未經審核)	31 December 2019 二零一九年 十二月三十一日 (Audited) (經審核)
Lease liabilities payable:	應付租賃負債：		
Within one year	於一年內	<b>1,321,005</b>	1,374,614
Within a period of more than one year but not more than two years	多於一年但不超過 二年期間	<b>1,025,583</b>	1,654,353
		<b>2,346,588</b>	3,028,967
Less: Amount due for settlement with 12 months shown under current liabilities	減：流動負債項下顯示 的12個月的應付 結算額	<b>(1,321,005)</b>	(1,374,614)
Amount due for settlement after 12 months shown under non-current liabilities	流動負債項下顯示 的12個月後的應付 結算額	<b>1,025,583</b>	1,654,353

## 18. Share Capital

## 18. 股本

		<b>Number of shares</b> 股票數目	<b>HK\$</b> 港元
Issued and fully paid	已發行及繳足股本		
At 1 January 2019, 31 December 2019 and 30 June 2020	於二零一九年一月一日、 二零一九年十二月三十一日 及二零二零年六月三十日	1,145,546,000	898,839,029

## Notes to the Condensed Consolidated Interim Financial Statements (Continued)

### 簡明綜合中期財務報表附註(續)

For the period from 1 January 2020 to 30 June 2020 (in HK Dollars)  
由二零二零年一月一日至二零二零年六月三十日止期間(以港元列示)

## 19. Related Party Transactions

### Extension of operating period of Xiamen Plaza

Pursuant to an agreement entered into by Yan Hei and Railway Department on 1 October 1985 for co-operation on the construction and operation of Xiamen Plaza and as supplemented and amended subsequently on 18 December 1987 and 21 January 1992 (the "CJV Agreement"), the operating period for Xiamen Plaza will end on 11 December 2015. On 6 June 2005 and 20 July 2005, the Company announced that, Yan Hei entered into an extension agreement with Railway Department, and Fujian Enterprises (Holdings) Company Limited ("Fujian Enterprises") (as a guarantor) on 9 May 2005 ("Extension Agreement"), in which, amongst others, the operation period of Xiamen Plaza will be extended for an additional 10 years up to 31 December 2025 and a change in the terms of the CJV Agreement in respect of the annual amounts to be distributed by Yan Hei to Railway Department. Pursuant to the terms of the Extension Agreement, Yan Hei has agreed to pay annual distributions to Railway Department during the operating period of Xiamen Plaza up to year 2025 as set out below:

2005 to 2006: US\$70,000 per year

2007 to 2011: US\$100,000 per year

2012 to 2025: US\$200,000 per year

## 19. 重大關連人士之交易

### 延長東酒之經營期

根據仁禧與鐵路局於一九八五年十月一日訂立以合作興建及經營該酒店之正式及具法律約束力之協議(其後曾於一九八七年十二月十八日及一九九二年一月二十一日補充及修訂)(「作協議」), 東酒之經營期將於二零一五年十二月十一日終止。於二零零五年六月六日及二零零五年七月二十日, 本公司宣佈, 仁禧與鐵路局及華閩(集團)有限公司(「華閩集團」)(作擔保人)已於二零零五年五月九日訂立延長協議(「延長協議」)。酒店合營企業之經營期將於二零一五年十二月十一日結束。延長協議訂明(其中包括)額外延長酒店合營企業之經營期十年至二零二五年十二月三十一日, 並更改有關每年由仁禧分派予鐵路局之數額之合作協議條款。根據延長協議條款, 仁禧已同意於東酒經營期間直至二零二五年支付分派予鐵路局, 其數額列載如下:

二零零五年至二零零六年: 每年70,000美元

二零零七年至二零一一年: 每年100,000美元

二零一二年至二零二五年: 每年200,000美元

## Notes to the Condensed Consolidated Interim Financial Statements (Continued)

### 簡明綜合中期財務報表附註(續)

For the period from 1 January 2020 to 30 June 2020 (in HK Dollars)  
由二零二零年一月一日至二零二零年六月三十日止期間(以港元列示)

#### 19. Related Party Transactions (Continued)

##### Extension of operating period of Xiamen Plaza (Continued)

At the end of the reporting period, the Group had commitments for future distribution under the Extension Agreement which fall due as follows:

		<b>30 June 2020 二零二零年 六月三十日 (Unaudited) (未經審核)</b>	30 June 2019 二零一九年 六月三十日 (Unaudited) (未經審核)
Within one year	一年內	<b>1,560,000</b>	1,560,000
In the second to fifth years inclusive	兩年至五年內	<b>6,240,000</b>	6,240,000
Over five years	超過五年	<b>780,000</b>	2,340,000
		<b>8,580,000</b>	10,140,000

In addition, Fujian Enterprises irrevocably undertakes to Railway Department that it will guarantee performance by Yan Hei of its obligations under the CJV Agreement (as amended and extended).

Railway Department is the joint venture partner of Xiamen Plaza and is beneficially owned by the State Railway Department. To the best knowledge, information and belief of directors of the Company, having made all reasonable enquiries, Railway Department is considered as an independent third party as despite being a joint venture partner, it has no effective interest in the operations of Xiamen Plaza.

Fujian Enterprises is a trading conglomerate incorporated in Hong Kong with limited liability, and under administration of Fujian Provincial State-owned Asset Administration Commission of the PRC. Both Fujian Enterprises and the Company are control and supervision by the state-owned Assets Supervision and Administration Commission of Fujian Province of the PRC.

#### 19. 重大關連人士之交易(續)

##### 延長東酒之經營期(續)

於報表期間結算日，本集團經營租約之未來分配總額如下：

		<b>30 June 2020 二零二零年 六月三十日 (Unaudited) (未經審核)</b>	30 June 2019 二零一九年 六月三十日 (Unaudited) (未經審核)
Within one year	一年內	<b>1,560,000</b>	1,560,000
In the second to fifth years inclusive	兩年至五年內	<b>6,240,000</b>	6,240,000
Over five years	超過五年	<b>780,000</b>	2,340,000
		<b>8,580,000</b>	10,140,000

此外，華閩集團向鐵路局作出不可撤回承諾，承諾其將保證仁禧履行其根據合作協議(經修訂及延長)之責任。

鐵路局為東酒之合營企業伙伴，其實益擁有人為國家鐵道部。據董事於作出一切合理查詢後所知、得悉及相信，儘管鐵路局為合營企業之合作伙伴，惟其於經營東酒中並無實際權益，故視為獨立第三方。

華閩集團乃一家於香港註冊成立之企業集團式貿易有限公司，由中國福建省國有資產管理委員會管理。華閩集團及本公司均由福建省人民政府國有資產監督委員會控制及監督。

## Notes to the Condensed Consolidated Interim Financial Statements (Continued)

### 簡明綜合中期財務報表附註(續)

For the period from 1 January 2020 to 30 June 2020 (in HK Dollars)  
由二零二零年一月一日至二零二零年六月三十日止期間(以港元列示)

## 19. Related Party Transactions (Continued)

### Compensation of key management personnel

		<b>30 June 2020</b> 二零二零年 六月三十日 <b>(Unaudited)</b> (未經審核)	30 June 2019 二零一九年 六月三十日 (Unaudited) (未經審核)
Short-term employee benefits	短期福利	<b>1,080,000</b>	1,080,000

The remuneration of Directors and key executives is determined by the remuneration committee having regard to the performance of individuals and market trends.

薪酬委員會參照個人表現和市場導向以決定董事及主要行政人員之酬金。

### Lease agreements in respect of certain premises at Xiamen Plaza

Xiamen Plaza as lessor and Huamin Mingrui (Xiamen) Tourism Company Limited (華閩茗睿(廈門)旅遊有限公司) (“Huamin Mingrui”), a non-wholly owned subsidiary of Fujian Huamin Industrial Group Company Limited 福建華閩實業(集團)有限公司 (“Huamin Industrial”), as lessee entered into the lease agreements in respect of the lease of certain premises at Xiamen Plaza.

### 有關東酒若干物業的租務協議

東酒作為出租人和華閩茗睿(廈門)旅遊有限公司(「華閩茗睿」)，由福建華閩實業(集團)有限公司(「華閩實業」)非全資擁有的附屬公司作為承租人，訂立租賃協議承租東酒酒店大堂九至十一號店面。

		<b>30 June 2020</b> 二零二零年 六月三十日 <b>(Unaudited)</b> (未經審核)	30 June 2019 二零一九年 六月三十日 (Unaudited) (未經審核)
Rental income received (included in revenue from hotel operations)	租金收入 (包含於酒店業務之收益)	<b>69,645</b>	398,665
Rental deposit received	押金收入	<b>178,578</b>	184,001
		<b>248,223</b>	582,666

## 20. Approval of the Interim Financial Statement

These condensed interim financial statements were approved and authorised for issue by the Directors on 31 August 2020.

## 20. 批准中期財務報表

簡明中期財務報表於二零二零年八月三十一日獲董事會批准及授權刊發。



 FUJIAN HOLDINGS LIMITED  
閩 港 控 股 有 限 公 司

