

Hifood Group Holdings Co., Limited 海福德集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立的有限公司)

Stock Code 股份代號: 442



2020

Interim Report 中期報告



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CORPORATE INFORMATION

公司資料

BOARD OF DIRECTORS

Executive Directors

Mr. Su Zhiyi (*Chairman and Executive Director*)

Mr. Xiong Cong (*Chief Executive Officer and Executive Director*)

Mr. Cai Si (*Executive Director*)

Independent non-executive Directors

Mr. Ting Tit Cheung

Mr. Chan Chi Kuen

Mr. Lo Chun Pong

Company secretary

Mr. Chau Chi Lai (FCPA, CFA, CA, CPA Auditor (Canada), CPA (US))

Authorised representatives

Mr. Xiong Cong

Mr. Chau Chi Lai

Audit committee

Mr. Chan Chi Kuen (*Chairman*)

Mr. Ting Tit Cheung

Mr. Lo Chun Pong

Remuneration committee

Mr. Ting Tit Cheung (*Chairman*)

Mr. Su Zhiyi

Mr. Xiong Cong

Mr. Chan Chi Kuen

Mr. Lo Chun Pong

董事會

執行董事

蘇志一先生 (主席兼執行董事)

熊聰先生 (行政總裁兼執行董事)

蔡斯先生 (執行董事)

獨立非執行董事

丁鐵翔先生

陳志權先生

盧振邦先生

公司秘書

周智禮先生 (FCPA, CFA, CA,
CPA Auditor (Canada), CPA (US))

授權代表

熊聰先生

周智禮先生

審核委員會

陳志權先生 (主席)

丁鐵翔先生

盧振邦先生

薪酬委員會

丁鐵翔先生 (主席)

蘇志一先生

熊聰先生

陳志權先生

盧振邦先生

Nomination committee

Mr. Su Zhiyi (*Chairman*)
Mr. Xiong Cong
Mr. Ting Tit Cheung
Mr. Chan Chi Kuen
Mr. Lo Chun Pong

Auditors

PricewaterhouseCoopers
22/F, Prince's Building
Central, Hong Kong

Principal bankers

Bank of Communications Co., Hong Kong Branch
10/F, Fortis Tower, No. 77 Gloucester Road
Wan Chai
Hong Kong

DBS Bank (Hong Kong) Limited
16/F, The Centre
99 Queen's Road Central
Central, Hong Kong

Principal share registrar

Estera Trust (Cayman) Limited
Clifton House, 75 Fort Street
Grand Cayman
KY1-1108
Cayman Islands

Hong Kong share registrar

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

提名委員會

蘇志一先生 (主席)
熊聰先生
丁鐵翔先生
陳志權先生
盧振邦先生

核數師

羅兵咸永道會計師事務所
香港中環
太子大廈22樓

主要往來銀行

交通銀行股份有限公司香港分行
香港
灣仔
告士打道77號富通大廈10樓

星展銀行(香港)有限公司
香港中環
皇后大道中99號
中環中心16樓

主要股份過戶登記處

Estera Trust (Cayman) Limited
Clifton House, 75 Fort Street
Grand Cayman
KY1-1108
Cayman Islands

香港股份過戶登記處

卓佳證券登記有限公司
香港
皇后大道東183號
合和中心54樓

CORPORATE INFORMATION

公司資料

Registered office

Clifton House
75 Fort Street
Grand Cayman
KY1-1108
Cayman Islands

註冊辦事處

Clifton House
75 Fort Street
Grand Cayman
KY1-1108
Cayman Islands

Place of business and headquarter in Hong Kong

Unit 1705-07, 17/F,
K11 Atelier, Victoria Dockside,
18 Salisbury Road,
Tsim Sha Tsui, Kowloon,
Hong Kong

香港營業地點及總部

香港
九龍尖沙咀
梳士巴利道 18 號
維港文化匯 K11 辦公大樓
17 樓 1705 至 07 室

Stock code

442

股份代號

442

Company's website

www.ktl.com.hk

公司網站

www.ktl.com.hk

Revenue was approximately HK\$39.5 million for the six months ended 30 September 2020 (the “Period”), representing a decrease of approximately 59.7% as compared with the same for the six months ended 30 September 2019.

截至2020年9月30日止六個月（「本期間」），收益約為39.5百萬港元，較截至2019年9月30日止六個月減少約59.7%。

Gross profit was approximately HK\$3.1 million for the six months ended 30 September 2020, representing a decrease of approximately 38.7% as compared with the same for the six months ended 30 September 2019.

截至2020年9月30日止六個月，毛利約為3.1百萬港元，較截至2019年9月30日止六個月減少約38.7%。

Gross profit margin increased to approximately 7.7% for the six months ended 30 September 2020, as compared with approximately 5.1% for the six months ended 30 September 2019.

截至2020年9月30日止六個月，毛利率上升至約7.7%，而截至2019年9月30日止六個月則約為5.1%。

For the six months ended 30 September 2020, Hifood Group Holdings Co., Limited (the “Company”) and its subsidiaries (collectively, the “Group”) recorded a consolidated loss attributable to the owners of the parent of approximately HK\$89.9 million, compared with consolidated losses of approximately HK\$37.8 million for the corresponding period of 2019.

截至2020年9月30日止六個月，海福德集團控股有限公司（「本公司」）及其附屬公司（統稱為「本集團」）錄得母公司擁有人應佔綜合虧損約為89.9百萬港元，而2019年同期綜合虧損約為37.8百萬港元。

Basic and diluted losses per share amounted to approximately HK\$0.52 for the six months ended 30 September 2020, compared with the basic and diluted losses per share of approximately HK\$0.22 for the six months ended 30 September 2019.

截至2020年9月30日止六個月，每股基本及攤薄虧損約為0.52港元，而截至2019年9月30日止六個月每股基本及攤薄虧損約為0.22港元。

The board (the “Board”) of directors (the “Directors”) of the Company does not recommend the payment of an interim dividend for the six months ended 30 September 2020.

本公司董事（「董事」）會（「董事會」）不建議就截至2020年9月30日止六個月派付中期股息。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

BUSINESS OVERVIEW

Being an integrated fine jewellery provider and an original design manufacturer with a well-established operating history in Hong Kong, the Group is primarily engaged in designing, manufacturing and exporting fine jewellery to jewellery wholesalers and retailers mainly in Hong Kong, Mainland China, the Americas and Europe (including Russia). The Group has been offering a wide range of fine jewellery products in karat gold encompassing rings, earrings, pendants, necklaces, bracelets, bangles, cufflinks, brooches and anklets that are generally targeted at the mass to middle segment, the lowest among the three tiers of the fine jewellery market segments in terms of retail prices. At the same time, in order to enrich the product range, the Group also provides gold products and watches. The Group's customers are mainly wholesalers and retailers of jewellery products.

During the Period, global economic situation remained difficult. The uncertainties caused by the escalated trade conflict between China and the U.S. as well as the U.S. presidential election, all weighted on the global risk sentiment. Coupled with the fact that the COVID-19 pandemic has not been effectively controlled, the continuous quarantine measures implemented for slowing down the spread has brought significant challenges to the jewellery industry, which has further severely and adversely affected the Group's sales performance in all regions. Due to the business travel restrictions and the fact that many large-scale international jewelry fairs have been cancelled or postponed, there had been significant reductions in orders, shipments and production during the Period.

業務概覽

作為一家於香港營運歷史悠久的優質珠寶綜合供應商及原設計製造商，本集團主要從事優質珠寶設計及製造，並主要出口予香港、中國內地、美洲及歐洲（包括俄羅斯）的珠寶批發商及零售商。本集團供應多款K金優質珠寶產品，包括戒指、耳環、吊墜、項鏈、手鐲、臂鐲、袖扣、胸針及踝飾，有關產品一般鎖定優質珠寶市場分部按零售價劃分的三個級別中最低的大眾至中端分部。同時，為豐富產品種類，本集團亦提供黃金製品及手錶產品。本集團客戶主要為珠寶產品批發商及零售商。

於期內，全球經濟狀況依舊艱難。中美貿易糾紛加劇以及美國大選帶來的不確定性因素，使得全球風險氛圍加重，加上COVID-19疫情尚未有效控制的情況下，各地持續實施的檢疫措施為珠寶業帶來重大挑戰，進一步打擊集團於所有地區的銷售表現。由於商務差旅受限及多個大型國際性珠寶展銷會已被取消或推遲，因此期間的訂單、付運及產量大幅下降。

The Mainland China market continued to experience a challenging operating environment with the protracted COVID-19 pandemic. The Mainland China has been able to control the pandemic to certain extent, however, the consumer's demand for gold and jewellery has not shown any sign of recovery in the short term. Also, the escalation of Sino-US trade conflict and the U.S. presidential election, as well as the uncertainty over the policies towards China of the new U.S. president, were dampening the business sentiment and significantly curbing consumer confidence and expenditure. In light of this situation, for the six months ended 30 September 2020, revenue generated from sales to the Mainland China market registered a decrease of approximately 92% to approximately HK\$793,000 as compared with the same period last year. U.S. announced to end the preferential economic treatment for Hong Kong and imposed sanctions on certain Hong Kong officials, such actions has severely and adversely affected Hong Kong market, and therefore, the revenue generated from Hong Kong market decreased by approximately 94% to approximately HK\$5.2 million.

The Americas market, which was severely plagued by the pandemic, has also begun to see signs that its COVID-19 hospitalizations may be slowing down. Coupled with the fact that the U.S. Federal Reserve has taken positive actions to boost the economy, the number of Americans seeking unemployment benefits fell slightly recently, and the US stock market index hit record high. Therefore, for the six months ended 30 September 2020, revenue generated from sales in the Americas market increased by 431% to approximately HK\$21.2 million. However, the Group remains conservative and prudent about the Americas market outlook, primarily due to the U.S. presidential election and the uncertainty over the policies towards China of the new U.S. president, and taking into account that the business environment has not improved, which increased the potential risk of the Group's business in Americas market.

曠日持久的 COVID-19 疫情持續為中國大陸市場帶來嚴峻經營環境的考驗。儘管中國某程度上能夠控制疫情，但消費者對黃金珠寶的需求短期仍未見任何復蘇跡象。加上中美貿易衝突升級，以及美國舉行總統大選，新任美國總統對華政策仍存在不確定因素，使業務氣氛低迷，大幅削弱消費者的信心及消費。在此陰霾下，截至 2020 年 9 月 30 日止六個月，本集團來自中國大陸市場銷售所產生的收益較去年同期下跌約 92% 至約 79.3 萬港元。早前美國宣佈取消給予香港貿易上的特殊地位，並對若干香港官員實施制裁，有關行動對香港市場形成重大打擊，因此來自香港市場所產生的收益亦下降約 94% 至約 5.2 百萬港元。

原本飽受 COVID-19 疫情困擾的美國市場，COVID-19 疫情一度呈現放緩跡象，加上美聯儲持續採取積極的行動以提振經濟，近期申請失業救濟金的人數亦輕微下降，美股指數亦創歷史新高。因此，截至 2020 年 9 月 30 日止六個月，美洲市場銷售所產生的收益上升至約 21.2 百萬港元，升幅 431%。不過，對於美洲市場前景，集團保持保守審慎的態度，主要由於美國總統大選，新任美國總統對華政策仍存在不確定因素，並考慮到營商環境未見好轉，集團於當地市場的潛在風險增加。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

In Europe (including Russia), the spread of COVID-19 pandemic has slowed down for a while, the restriction measures and border closure implemented by many countries had also been relieved. Coupled with the rebound of international crude oil prices, the declining European countries (including Russia) economy were temporarily rejuvenated despite the COVID-19 crisis, which stimulated the Group's sales to rise. For the six months ended 30 September 2020, revenue generated from sales to the Europe (including Russia) market increased 1,143% to approximately HK\$12.3 million. However, with another wave of COVID-19 infections spread in Europe (including Russia) market, many countries have re-implemented lockdown measures to combat the spread of coronavirus. It is expected that the economic plight of Europe (including Russia) market will be exacerbated and the road to recovery is hampered.

To better adapt to uncertain market outlook, the Group has relentlessly applied stringent controls over capital expenditures. For the six months ended 30 September 2020, the Group's administrative expenses were approximately HK\$12.1 million, which were approximately 17.5% lower than that of the corresponding period of last year, while selling expenses increased by approximately 22.9% to approximately HK\$2.8 million, which was mainly because the provision for samples and consignments used for exhibition.

在歐洲（包括俄羅斯），COVID-19 疫情亦同樣一度放緩，連帶各國實施的限制及跨境封鎖措施亦有所寬減，加上國際原油價格從谷底反彈，為已陷入經濟衰退的歐洲諸國（包括俄羅斯）迎來短暫喘息的空間，帶動集團在當地的銷售增加。截至2020年9月30日止六個月，本集團於歐洲（包括俄羅斯）市場銷售所產生的收益上升1,143%至約12.3百萬港元。然而，隨著第二波 COVID-19 疫情再度於歐洲（包括俄羅斯）市場肆虐，多國已重新實施封城等防疫措施，以遏止病毒傳播，預計歐洲（包括俄羅斯）經濟困境將會加劇，經濟復蘇之路道阻且長。

面對前景不明的市場形勢，本集團不遺餘力嚴格控制資本開支。截至2020年9月30日止六個月，本集團行政開支約為12.1百萬港元，較去年同期減少約17.5%，而銷售開支同期增加約22.9%至約2.8百萬港元，主要因為就用於展銷的樣版及寄售貨作出撥備。

PROSPECTS

Looking ahead, under the influence of uncertain factors such as the Sino-U.S. trade conflict, the uncertainty over the policies towards China of the new U.S. president and the global spread of COVID-19, the downward pressure on the global economy is obvious, the Group reckons that the global economy will continue to experience several stages of adjustments and is cautiously prudent about the outlook for 2021.

In Europe (including Russia), the economy was temporarily rejuvenated with the containment of COVID-19 pandemic and the rebound of international crude oil prices. However, with the second wave of COVID-19 infections, many countries have re-implemented lockdown measures to combat the spread of coronavirus. There are many uncertainties in those countries, leading to the questions about when and how their economies will restart.

The U.S. has the most serious outbreak of COVID-19. The continuous fermentation of the epidemic and the large-scale “pause” of the economy have continued, resulting in serious economic losses. At the same time, the uncertainty over the policies towards China of the new president and the continuing Sino-U.S. trade conflict may hinder China’s economic growth.

In addition, COVID-19 will promote the rapid enhancement of science and technology, including the next generation of remote working technology, digital transformation and upgrading as well as contactless business models. Consumption habits will also change, and the traditional jewellery industry will face a new business and technological environment.

前景

展望未來，受中美貿易衝突、新任美國總統對華政策仍存在不確定因素及 COVID-19 在全球的擴散等不確定因素的影響，全球經濟下行壓力明顯。本集團認為全球經濟將持續進行階段性調整，並對 2021 年的前景持審慎態度。

在歐洲（包括俄羅斯），儘管因 COVID-19 疫情得到遏制及國際原油價格從谷底反彈，經濟暫時復蘇，然而隨著第二波 COVID-19 疫情再度肆虐，多國已重新實施封城等防疫措施，以遏止病毒傳播。該等國家存在諸多不確定性，為各國經濟何時及如何重啟帶來各種問題。

美國已成為 COVID-19 疫情爆發最嚴重的國家，疫情持續發酵和經濟大面積「停擺」延續，經濟損失嚴重。與此同時，新任總統對華政策仍存在不確定因素，且中美貿易衝突持續，將阻礙中國經濟的增長。

此外，COVID-19 疫情將推動科技的快速進步，包括下一代遠端工作技術、數字化轉型升級和非接觸式經濟模式等。消費習慣也將隨之改變，傳統珠寶首飾行業將面臨全新的商業和技術環境。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

In order to cope with the probable uncertainties and adverse market environment in the future, the management of the Group will continue to actively optimise resource allocation, improve operating efficiency and seek new business growth areas.

BUSINESS STRATEGIES

With continued political, economic and market uncertainties, the existing business of the Group in manufacturing and sale of jewellery products has a decrease in both revenue and gross profit. In light of the operations and financial position of the Group, the Group intends to explore other possible business opportunities both locally and abroad while staying on with its jewellery business.

Concurrently, the Group remains committed to maintain its status as a top fine jewellery manufacturer and exporter in Hong Kong by strengthening its sales and marketing force, solidifying its presence in existing markets and reinforcing market recognition of its brand name globally.

The Group continues to explore opportunities where it believes would benefit the integrated services it is offering, i.e. providing a wider range of styles and designs tailored for individual markets and adjusting its production resources and capacity to better cater for the varied product lead time, consumer preferences and festive shopping practices. The Group will also draw on strength of its established corporate brand name and proven design capabilities to increase resources in a bid to further attract jewellery wholesalers or chain stores in the trade. The Group will spend its sales and marketing resources on promoting its brand and products, participating in selected trade exhibitions, and allocate sufficient design and product development resources to offer a wider range of designs that are favourable to consumers in different markets.

為應對未來可能的不確定性風險及不利的市場環境，本集團管理層將繼續積極優化資源配置、改善經營效率及尋求新的業務增長點。

業務策略

因著政治、經濟及市場持續不明朗，本集團現有的製造及銷售珠寶產品業務出現收益及毛利下降。鑒於本集團的營運及財務狀況，本集團有意於繼續從事其珠寶業務的同時，探索開拓本地及海外的其他可能業務機會。

與此同時，本集團將繼續透過加強銷售及市務推廣力度、鞏固於現有珠寶市場的佔有率及強化旗下品牌在全球的知名度，務求保持其作為香港優質珠寶製造商及出口商翹楚的地位。

本集團將繼續挖掘其認為會受惠於其所提供的綜合服務的商機，即通過提供各種專為各別市場度身訂造的造型及設計，以及調整其生產資源及產能，從而更好地迎合不同產品交付期，消費者喜好及節日購物慣例。本集團將借助公司的企業品牌效應及卓越設計能力的優勢，投入更多資源，以吸引業內的珠寶批發商或連鎖店。本集團將投入更多銷售及市場推廣資源以推廣其品牌及產品，選擇性地參加貿易展覽，並投放充足設計及產品開發資源，以提供更多更符合各地消費者的設計。

FINANCIAL REVIEW

財務回顧

Six months ended 30 September
截至9月30日止六個月

		2020	2019
		2020年	2019年
		(unaudited)	(unaudited)
		(未經審核)	(未經審核)
Revenue (HK\$'000)	收益 (千港元)	39,520	98,001
Gross profit (HK\$'000)	毛利 (千港元)	3,054	4,980
Gross profit margin (%)	毛利率 (%)	7.7	5.1
Loss attributable to the owners of the parent (HK\$'000)	母公司擁有人應佔虧損 (千港元)	(89,882)	(37,767)

REVENUE

The Group's revenue during the Period was approximately HK\$39.5 million, representing a decrease of approximately HK\$58.5 million or 59.7% over the corresponding period in 2019. The decrease in Group's revenue was mainly due to a substantial decrease of approximately HK\$77.8 million in sales in the Hong Kong market. The significant decrease in the Hong Kong market was due to the revocation of the special trade status granted to Hong Kong by the U.S. and related sanctions imposed by the U.S. The sales in the Mainland China decreased by approximately HK\$8.9 million, which was negatively affected by the trade conflict between China and the U.S. With the normalisation of the COVID-19, the U.S. Federal Reserve continued to take positive actions to boost the economy, and the revenue from sales in the Americas market increased by approximately HK\$17.2 million. In Europe (including Russia), the COVID-19 had slowed down for a period, and epidemic controlling measures had been relaxed. The revenue generated from sales in Europe (including Russia) increased by approximately HK\$11.3 million.

收益

本集團於本期間的收益約為39.5百萬港元，較2019年同期下降約58.5百萬港元或59.7%。本集團的收益下降主要由於香港市場受美國廢除給予香港貿易上的特殊地位及美國實施的相關制裁措施影響，銷售額大幅下降約77.8百萬港元。受中美貿易衝突的不利影響，中國內地的銷售額亦減少約8.9百萬港元。隨著COVID-19疫情常態化，美聯儲持續採取積極的行動以提振經濟，美洲市場銷售所產生的收益上升約17.2百萬港元。而在歐洲（包括俄羅斯），COVID-19疫情一度放緩，防疫措施有所放寬，在歐洲（包括俄羅斯）市場銷售所產生的收益上升約11.3百萬港元。

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GROSS PROFIT AND GROSS PROFIT MARGIN

The Group's gross profit for the Period was approximately HK\$3.1 million, representing a decrease of approximately HK\$1.9 million or 38.7% over the corresponding period in 2019. Gross profit margin increased to approximately 7.7% from approximately 5.1%, which was mainly due to the increase in sales of jewellery business with higher gross profit.

SELLING EXPENSES

The Group's selling expenses increased by approximately HK\$0.5 million or 22.9%, to approximately HK\$2.8 million for the Period from approximately HK\$2.3 million for the six months ended 30 September 2019. The increase was primarily due to the expansion of new markets and the consolidation of new businesses causing an increase in the cost by approximately HK\$1.2 million, which was partially offset by the cost reduction of business adjustment and optimisation of resource allocation by approximately HK\$0.7 million.

ADMINISTRATIVE EXPENSES

The Group's administrative expenses decreased by approximately HK\$2.6 million or 17.5%, to approximately HK\$12.1 million for the Period from approximately HK\$14.7 million for the six months ended 30 September 2019. The decrease was primarily due to the combined effects of (i) the adjustment of business operation resulted in a decrease of expenses of approximately HK\$1.6 million; (ii) reasonable allocation of resources, promotion of energy conservation and environmental protection, and continuous implementation of cost control measures to reduce the utility costs in office by approximately HK\$0.5 million; and (iii) the decrease in the loan charges by approximately HK\$0.3 million during the Period.

毛利及毛利率

本集團於本期間的毛利約為3.1百萬港元，較2019年同期減少約1.9百萬港元或38.7%。毛利率則由約5.1%上升至約7.7%，主要由於毛利較高的珠寶首飾業務銷售上升所致。

銷售開支

本集團的銷售開支由截至2019年9月30日止六個月的約2.3百萬港元上升約0.5百萬港元或22.9%至本期間的約2.8百萬港元。上升主要因拓展新市場，穩固新業務，導致成本增加約1.2百萬港元，當中部分由業務調整及優化資源配置而減少成本約0.7百萬港元所抵銷。

行政開支

本集團的行政開支由截至2019年9月30日止六個月約14.7百萬港元減少約2.6百萬港元或17.5%，至本期間的約12.1百萬港元。行政開支減少主要由於以下各項之結合影響：(i) 業務運營調整，導致開支下降約1.6百萬港元；(ii) 合理配置資源及提倡節能環保，持續實行成本控制措施，減少辦公及水電費用約0.5百萬港元；及(iii) 本期間借款手續費減少約0.3百萬港元。

FINANCE COSTS

The Group's finance costs decreased by approximately HK\$0.2 million or 36.5% from approximately HK\$0.5 million for the six months ended 30 September 2019 to approximately HK\$0.3 million for the Period. The decrease was primarily due to the decrease in average borrowing balance as compared with the corresponding period in 2019.

LOSS ATTRIBUTABLE TO THE OWNERS OF THE PARENT

During the Period, the Group recorded a consolidated loss (the "Loss") attributable to the owners of the parent of approximately HK\$89.9 million, compared with a consolidated loss of approximately HK\$37.8 million for the corresponding period of 2019. The loss was mainly attributable to a decline in the Group's revenue by approximately HK\$58.5 million or 59.7% and gross profit by approximately HK\$1.9 million or 38.7% for the Period, as compared to the corresponding period in 2019.

The net Loss for the Period was deteriorated further by the impact of capital market fluctuations in Hong Kong. Certain financial assets, mainly the shares of China Automobile New Retail (Holdings) Limited (stock code: 526) and China U-Ton Future Space Industrial Group Holdings Limited (stock code: 6168), at fair value held by the Group demonstrated a decrease in valuation, which in turn led to a significant unrealised loss in fair value changes. The net loss arising in change in fair value of financial assets at fair value through profit or loss was approximately HK\$77.7 million for the Period.

財務成本

本集團的財務成本由截至2019年9月30日止六個月約0.5百萬港元減少約0.2百萬港元或36.5%，至本期間約0.3百萬港元。財務成本減少主要由於平均貸款結餘較2019年同期減少所致。

母公司擁有人應佔虧損

於本期間，本集團錄得母公司擁有人應佔綜合虧損（「虧損」）約89.9百萬港元，而於2019年同期則錄得綜合虧損約37.8百萬港元。虧損主要由於本集團於本期間收益減少約58.5百萬港元或59.7%及毛利較2019年同期減少約1.9百萬港元或38.7%。

受香港資本市場波動的影響，本期間的淨虧損進一步惡化。本集團持有的部分以公允值計量的金融資產（主要是中國汽車新零售（控股）有限公司（股份代號：526）及中國優通未來空間產業集團控股有限公司（股份代號：6168）的股份）估值下降，從而造成重大的公允值變動未變現虧損。於本期間按公允值計入損益的金融資產公允值變動產生的淨虧損約為77.7百萬港元。

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LIQUIDITY AND FINANCIAL RESOURCES

As at 30 September 2020, the Group had current assets of approximately HK\$125.6 million (31 March 2020: approximately HK\$286.9 million) which comprised cash and bank balances of approximately HK\$56.2 million (31 March 2020: approximately HK\$27.9 million). As at 30 September 2020, the Group had non-current liabilities of approximately HK\$1.0 million (31 March 2020: HK\$1.1 million), and its current liabilities amounted to approximately HK\$32.2 million (31 March 2020: approximately HK\$30.0 million), consisting mainly of payables arising in the normal course of operation and short-term loan. Accordingly, the current ratio, being the ratio of current assets to current liabilities, was approximately 3.9 at 30 September 2020 (31 March 2020: approximately 9.5).

GEARING RATIO

The gearing ratio of the Group as at 30 September 2020 was not applicable as cash and bank balances exceeded interest-bearing bank and other borrowings and obligations under finance lease.

TREASURY POLICIES

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

流動資金及財務資源

於2020年9月30日，本集團的流動資產約125.6百萬港元(2020年3月31日：約286.9百萬港元)，包括現金及銀行結餘約56.2百萬港元(2020年3月31日：約27.9百萬港元)。於2020年9月30日，本集團的非流動負債約為1.0百萬港元(2020年3月31日：1.1百萬港元)，及流動負債約為32.2百萬港元(2020年3月31日：約30.0百萬港元)，主要包括日常營運過程中產生的應付款項及短期借款。因此，於2020年9月30日，流動比率(即流動資產與流動負債的比率)約為3.9(2020年3月31日：約9.5)。

資本負債比率

本集團於2020年9月30日的資本負債比率並不適用，原因是現金及銀行結餘超過計息銀行及其他借貸以及融資租賃承擔。

庫務政策

本集團在執行庫務政策上貫徹採取審慎的財務管理策略，於本期間整段時間內維持健全的流動資金狀況。本集團透過就若干客戶的應收款項購買信用保險，不斷評估其客戶的信貸狀況及財務狀況，務求降低信貸風險。為控制流動資金風險，董事會密切監察本集團的流動資金狀況，確保本集團資產、負債及其他承擔的流動資金架構可不時滿足其資金需要。

FOREIGN EXCHANGE EXPOSURE

For the Period, the Group had monetary assets and monetary liabilities denominated in foreign currencies, i.e. currency other than the functional currency of the respective Group entities, which are mainly trade receivables, other receivables, cash and bank balance, trade and other payables. Consequently, the Group had foreign exchange risk exposure from conversion of amount denominated in foreign currencies as at 30 September 2020. Since HK\$ is pegged to US\$, the Group does not expect any significant movements in HK\$/US\$ exchange rate. We are exposed to foreign exchange risk primarily with respect to Renminbi (“RMB”). If HK\$ as at 30 September 2020 had strengthened/weakened by 5% against RMB with all other variables held constant, the loss for the period attributable to the owners of the parent would have been increased/decreased by approximately HK\$5,000 for the Period (30 September 2019: loss for the period attributable to the owners of the parent would have been increased/decreased by approximately HK\$6,000).

The Group does not engage in any derivatives activities and does not commit to any financial instruments to hedge its exposure to foreign currency risk.

CAPITAL STRUCTURE

There was no change in the capital structure of the Group as at 30 September 2020 as compared with that as at 31 March 2020.

CAPITAL COMMITMENTS

As at 30 September 2020, the Group had no capital commitments (31 March 2020: nil).

外匯風險

於本期間，本集團有以外幣（即相關集團實體功能貨幣以外的貨幣）計值的貨幣資產及貨幣負債，主要為貿易應收款項、其他應收款項、現金及銀行結餘、貿易及其他應付款項。因此，本集團於2020年9月30日面臨來自換算以外幣計值的款項的外匯風險。由於港元與美元掛鈎，本集團預期港元兌美元的匯率不會發生任何重大變動。我們承受的外匯風險主要與人民幣（「人民幣」）有關。倘港元於2020年9月30日兌人民幣升值／貶值5%，而其他所有變數保持不變，本期間的母公司擁有人應佔期內虧損將增加／減少約5,000港元（2019年9月30日：母公司擁有人應佔期內虧損將增加／減少約6,000港元）。

本集團並無從事任何衍生工具活動，亦無利用任何財務工具對沖其外幣風險。

資本架構

本集團於2020年9月30日的資本架構相對於2020年3月31日概無變動。

資本承擔

於2020年9月30日，本集團概無資本承擔（2020年3月31日：無）。

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INTERIM DIVIDEND

The Board does not recommend the payment of an interim dividend for the Period.

INFORMATION ON EMPLOYEES

As at 30 September 2020, the Group had 26 employees (31 March 2020: 31), including the executive Directors. Remuneration is determined with reference to market conditions and individual employees' performance, qualification and experience.

Apart from the provident fund scheme (operation in accordance with the provisions of the Mandatory Provident Fund Schemes Ordinance for Hong Kong employees) or social insurance fund (including retirement pension insurance, medical insurance, unemployment insurance, injury insurance and maternity insurance for the PRC employees), discretionary bonuses and employee share options are also awarded to employees according to the Group's performance as well as assessment of individual performance. Since the adoption of the share option scheme on 10 February 2015 and up to 30 September 2020, no options had been granted by the Company.

The Directors believe that the salaries and benefits of the Group's employees are kept at a competitive level and employees are rewarded on a performance-related basis within the general framework of the Group's salary and bonus system, which is reviewed annually.

中期股息

董事會不建議就本期間派付中期股息。

僱員資料

於2020年9月30日，本集團有26名僱員(2020年3月31日：31名)，包括執行董事。薪酬乃參考市況及個別僱員之表現、資格及經驗而釐定。

除公積金計劃(根據強制性公積金計劃條例的條文為香港僱員設立)或社會保險基金(包括為中國僱員設立的退休養老保險、醫療保險、失業保險、工傷保險及生育保險)外，本公司會參考本集團表現及個別員工表現評估向僱員發放酌情花紅及僱員購股權。自2015年2月10日採納購股權計劃起至2020年9月30日，本公司概無授出購股權。

董事認為，本集團僱員之薪金及福利維持在具競爭力的水平，僱員在本集團薪金及花紅制度(每年進行檢討)的總體框架下按表現獲得獎勵。

SHARE OPTION SCHEME

The Company has adopted the share option scheme on 10 February 2015 (the “Scheme”) under which certain selected classes of participants (including, among others, Directors and full-time employees) may be granted options to subscribe for the shares. Unless otherwise cancelled or amended, the scheme will remain in force for 10 years from that date. No share option had ever been granted under the Scheme since its adoption.

SIGNIFICANT INVESTMENTS HELD

During the period, the Group held the following significant investments in equity interest of other companies:

購股權計劃

本公司已於2015年2月10日採納購股權計劃(「計劃」)，據此，若干選定類別的參與者(包括(其中包括)董事及全職僱員)可獲授購股權以認購股份。除非以其他方式註銷或修訂，計劃於該日起計10年內仍有效。自其採納以來，並無根據計劃授出任何購股權。

持有之重大投資

於本期間，本集團持有其他公司的重大股權投資如下：

Name	Place of incorporation	HK stock code	Date of acquisitions	Number of acquired shares as at 30 September 2020	Proportion of acquired shares in the total issued share capital of investee as at 30 September 2020	Cost HK\$ (exclusive of transaction costs)	Principal activities
名稱	註冊成立地點	香港股份代號	收購日期	於2020年9月30日已收購股份數目	已收購股份佔於2020年9月30日被投資方已發行股本總額的比例	成本港元(不包括交易成本)	主要業務
China Automobile New Retail (Holdings) Limited (the former name is “Lisi Group (Holdings) Limited”) (“Lisi Group”)	Bermuda	0526	11 and 16 July 2019	86,672,000	Approximately 1.08%	Approximately 68,789,000	Provision of car trading platform related services, trading of imported cars, manufacturing and trading of household products, operation of supermarkets, wholesale of wine and electrical appliances and investments holding
中國汽車新零售(控股)有限公司(前稱為「利時集團(控股)有限公司」(「利時集團」))	百慕達	0526	2019年7月11日及16日	86,672,000	約1.08%	約68,789,000	提供汽車交易平台相關服務、買賣進口汽車、家用品之製造及貿易、經營超級市場、酒類及電器批發以及投資控股

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Name	Place of incorporation	HK stock code	Date of acquisitions	Number of acquired shares as at 30 September 2020	Proportion of acquired shares in the total issued share capital of investee as at 30 September 2020	Cost HK\$ (exclusive of transaction costs)	Principal activities
名稱	註冊成立地點	香港股份代號	收購日期	於2020年9月30日已收購股份數目	已收購股份佔於2020年9月30日被投資方已發行股本總額的比例	成本港元 (不包括交易成本)	主要業務
China U-Ton Holdings Limited ("China U-Ton")	Cayman Islands	6168	11 July and 14 August 2019	200,540,000	Approximately 7.01%	Approximately 69,658,000	Provision of design, deployment and maintenance of optical fibers services, the provision of other communication networks services, the provision of environmentally intelligent technical products and services and the money lending services
中國優通控股 有限公司 (「中國優通」)	開曼群島	6168	2019年7月11日及8月14日	200,540,000	約7.01%	約69,658,000	提供光纖設計、佈放及維護服務、提供其他通訊網絡服務、提供環保智能技術產品及服務以及放債服務
Xiezhong International Holdings Limited ("Xiezhong International")	Cayman Islands	3663	11 July and 14 August 2019	19,296,000	Approximately 2.41%	Approximately 36,390,000	(i) Design, production and sale of automotive heating, ventilation and cooling systems and a range of automotive HVAC components and rendering of services; and (ii) 4S dealership business
協眾國際控股 有限公司 (「協眾國際」)	開曼群島	3663	2019年7月11日及8月14日	19,296,000	約2.41%	約36,390,000	(i) 設計、生產及銷售汽車供暖、通風及冷卻系統及不同種類的汽車HVAC部件以及提供服務；及(ii)4S經銷業務

For further information, please refer to (i) the announcement dated 17 July 2019 in relation to acquisitions of the shares of Lisi Group; (ii) the announcements dated 16 August and 19 August 2019 in relation to acquisitions of the shares of China U-Ton and Xiezhong International; and (iii) the circular dated 19 September 2019 in relation to acquisitions of the shares of China U-Ton.

FUTURE PLAN FOR MATERIAL INVESTMENTS AND CAPITAL ASSETS

There was no definite future plan for material investments and acquisition of material capital assets as at 30 September 2020.

MATERIAL ACQUISITION AND DISPOSAL OF SUBSIDIARIES AND AFFILIATED COMPANIES

Save as disclosed in the paragraph headed “Significant Investment Held” in this report, the Group did not have any material acquisition and disposal of subsidiaries and affiliated companies during the Period.

CHARGE OF ASSETS

The Group did not have any charge of assets as at 30 September 2020 (31 March 2020: the Group’s other borrowings were secured by its trade receivables of approximately HK\$9.9 million).

CONTINGENT LIABILITIES

The Group had no material contingent liabilities as at 30 September 2020 (31 March 2020: nil).

有關進一步的資料，請參閱(i)日期為2019年7月17日有關收購利時集團股份的公佈；(ii)日期為2019年8月16日及8月19日有關收購中國優通及協眾國際股份的公佈；以及(iii)日期為2019年9月19日有關收購中國優通股份的通函。

重大投資及資本資產之未來計劃

於2020年9月30日，本集團概無任何有關重大投資及重大資本資產收購之具體未來計劃。

重大收購及出售附屬公司及聯屬公司

除本報告「持有之重大投資」一段披露外，本集團於本期間概無任何重大收購及出售附屬公司及聯屬公司事項。

資產抵押

於2020年9月30日，本集團概無資產抵押(2020年3月31日：本集團其他借貸由金額約9.9百萬港元的貿易應收款項作為抵押)。

或然負債

於2020年9月30日，本集團概無任何重大或然負債(2020年3月31日：無)。

CORPORATE GOVERNANCE

企業管治

CORPORATE GOVERNANCE PRACTICES

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 believes that good corporate governance is one of the areas that lead to the success of the Company and in balancing 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.

For the Period, the Company had complied with the code provisions (“Code Provisions”) set out in the Corporate Governance Code and Corporate Governance Report contained in Appendix 14 to the Listing Rules.

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 regarding securities transaction by Directors of the Company. Having made specific enquiries to all the Directors, the Directors confirmed that they had complied with the required standard as set out in the Model Code during the Period.

DISCLOSURE OF DIRECTORS’ INFORMATION PURSUANT TO RULES 13.51(2) AND 13.51B OF THE LISTING RULES

For the six months ended 30 September 2020, Mr. Li Neng has resigned as the chairman of the Board (the “Chairman”) and an executive Director, and no longer served as the chairman of the nomination committee of the Company (the “Nomination Committee”) and a member of the remuneration committee of the Company (the “Remuneration Committee”) with effect from 16 September 2020.

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。

於本期間，本公司一直遵守上市規則附錄十四所載的企業管治守則及企業管治報告的守則條文（「守則條文」）。

董事進行證券交易的標準守則

本公司已採納上市規則附錄十所載之上市發行人董事進行證券交易的標準守則（「標準守則」），作為本公司董事進行證券交易之行為守則。經向全體董事作出具體查詢後，董事確認於本期間已遵守標準守則所載規定標準。

根據上市規則第13.51(2)條及第13.51B條披露董事資料

截至2020年9月30日止六個月，李能先生已辭任董事會主席（「主席」）及執行董事職務，並不再擔任公司提名委員會（「提名委員會」）主席及公司薪酬委員會（「薪酬委員會」）成員，自2020年9月16日起生效。

For the six months ended 30 September 2020, Mr. Zhao Minhao has resigned as an executive Director and the chief executive officer of the Company (the “Chief Executive Officer”), and no longer served as a member of the Nomination Committee and the Remuneration Committee and an authorised representative with effect from 16 September 2020.

截至2020年9月30日止六個月，趙旻昊先生已辭任執行董事及公司行政總裁（「行政總裁」）職務，並不再擔任提名委員會及薪酬委員會成員以及授權代表，自2020年9月16日起生效。

For the six months ended 30 September 2020, Mr. Zhao Yeyong has resigned as an executive Director with effect from 16 September 2020.

截至2020年9月30日止六個月，趙葉勇先生已辭任執行董事職務，自2020年9月16日起生效。

For the six months ended 30 September 2020, Mr. Su Zhiyi has been appointed as the Chairman and an executive Director, the chairman of the Nomination Committee and a member of the Remuneration Committee with effect from 16 September 2020.

截至2020年9月30日止六個月，蘇志一先生已獲委任為主席、執行董事、提名委員會主席及薪酬委員會成員，自2020年9月16日起生效。

For the six months ended 30 September 2020, Mr. Xiong Cong has been appointed as an executive Director and the Chief Executive Officer, a member of the Nomination Committee and Remuneration Committee and an authorised representative with effect from 16 September 2020.

截至2020年9月30日止六個月，熊聰先生已獲委任為執行董事、行政總裁、提名委員會及薪酬委員會成員以及授權代表，自2020年9月16日起生效。

For the six months ended 30 September 2020, Mr. Cai Si has been appointed as an executive Director with effect from 16 September 2020.

截至2020年9月30日止六個月，蔡斯先生已獲委任為執行董事，自2020年9月16日起生效。

Details of the above changes of Directors and their resumes have been disclosed in the announcement dated 16 September 2020.

有關上文董事變更事項及董事履歷詳情已於2020年9月16日之公佈披露。

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

簡明綜合損益及其他全面收益表

For the six months ended 30 September 2020

截至2020年9月30日止六個月

		Six months ended 30 September 截至9月30日止六個月	
		2020 2020年 HK\$'000 千港元 (unaudited) (未經審核)	2019 2019年 HK\$'000 千港元 (unaudited) (未經審核)
	Notes 附註		
Revenue	收益	4	
Cost of sales	銷售成本	39,520	98,001
		(36,466)	(93,021)
Gross profit	毛利	3,054	4,980
Other income	其他收入	459	233
Selling expenses	銷售開支	(2,828)	(2,301)
Administrative expenses	行政開支	(12,136)	(14,715)
Operating loss	營運虧損	(11,451)	(11,803)
Other losses, net	其他虧損淨額	5	(25,417)
Finance costs	財務成本	6	(499)
Share of loss of a joint venture	應佔合營公司虧損	(5)	(5)
Loss before tax	除稅前虧損	7	(37,724)
Income tax expense	所得稅開支	8	(43)
Loss for the Period attributable to the owners of the parent	母公司擁有人應佔 本期間虧損	(89,882)	(37,767)

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

簡明綜合損益及其他全面收益表

For the six months ended 30 September 2020

截至2020年9月30日止六個月

		Six months ended 30 September 截至9月30日止六個月	
		2020	2019
		2020年	2019年
		HK\$'000	HK\$'000
		千港元	千港元
		(unaudited)	(unaudited)
		(未經審核)	(未經審核)
Other comprehensive income/(loss) to be reclassified to profit or loss in subsequent periods, net of tax	日後期間將予重新分類至損益賬的其他全面收益／(虧損)，扣除稅項		
Exchange differences on translation of foreign operations	換算國外業務產生的匯兌差額	1,005	(1,139)
Other comprehensive income/(loss) for the period, net of tax	期內其他全面收益／(虧損)，扣除稅項	1,005	(1,139)
Total comprehensive loss for the period attributable to the owners of the parent	母公司擁有人應佔期內全面虧損總額	(88,877)	(38,906)
Losses per share attributable to ordinary equity holders of the parent:	母公司普通股權益持有人應佔每股虧損：		
Basic and diluted	基本及攤薄	10 HK\$(0.52) (0.52) 港元	(0.22) HK\$(0.22) (0.22) 港元

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

簡明綜合財務狀況表

At 30 September 2020

於 2020 年 9 月 30 日

			At 30 September 2020 於 2020 年 9 月 30 日 HK\$'000 千港元 (unaudited) (未經審核)	At 31 March 2020 於 2020 年 3 月 31 日 HK\$'000 千港元 (audited) (經審核)
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	11	3,612	4,721
Intangible assets	無形資產		1,317	–
Right-of-use assets	使用權資產		896	1,009
Investment in a joint venture	於合營公司之投資		99	105
Financial asset at fair value through profit or loss	按公允值計入損益之 金融資產	12	91,181	16,720
Total non-current assets	非流動資產總值		97,105	22,555
Current assets	流動資產			
Inventories	存貨	13	33,220	18,664
Trade receivables	貿易應收款項	14	29,754	78,910
Prepayments, deposits and other receivables	預付款項、按金及 其他應收款項	15	6,412	9,222
Financial asset at fair value through profit or loss	按公允值計入損益之 金融資產	12	–	152,201
Cash and bank balances	現金及銀行結餘		56,225	27,915
Total current assets	流動資產總值		125,611	286,912
Total assets	資產總值		222,716	309,467

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

簡明綜合財務狀況表

At 30 September 2020

於 2020 年 9 月 30 日

			At 30 September 2020 於 2020 年 9 月 30 日 HK\$'000 (unaudited) (未經審核)	At 31 March 2020 於 2020 年 3 月 31 日 HK\$'000 (audited) (經審核)
	Notes 附註			
Current liabilities		流動負債		
Trade and other payables	16	貿易及其他應付款項	31,798	19,725
Lease liabilities		租賃負債	237	254
Interest-bearing other borrowings	17	計息其他借貸	-	9,924
Tax payable		應付稅項	210	145
Total current liabilities		流動負債總額	32,245	30,048
Non-current liabilities		非流動負債		
Lease liabilities		租賃負債	743	814
Deferred tax liabilities		遞延稅項負債	299	299
Total non-current liabilities		非流動負債總額	1,042	1,113
Total liabilities		負債總額	33,287	31,161
Equity		權益		
Equity attributable to owners of parent		母公司擁有人應佔權益		
Share capital	18	股本	863	863
Reserves		儲備	188,566	277,443
Total equity		權益總額	189,429	278,306
Total equity and liabilities		權益及負債總額	222,716	309,467

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

簡明綜合權益變動表

For the six months ended 30 September 2020

截至2020年9月30日止六個月

		Attributable to the owners of the parent (unaudited) 母公司擁有人應佔(未經審核)								
		Share capital	Share premium	Statutory surplus reserve	Merger reserve	Capital surplus	Exchange fluctuation reserve	Warrant reserve	Retained profits	Total equity
		股本	股份溢價	法定盈餘儲備	合併儲備	資本盈餘	外匯波動儲備	認股權證儲備	保留溢利	權益總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
At 1 April 2020	於2020年4月1日	863	122,787	7,946	1,940	105,366	(4,878)	-	44,282	278,306
Loss for the period	期內虧損	-	-	-	-	-	-	-	(89,882)	(89,882)
Other Comprehensive loss for the period:	期內其他全面虧損：									
Exchange differences on translation of foreign operations	換算國外業務產生的匯兌差額	-	-	-	-	-	1,005	-	-	1,005
Total comprehensive loss for the period	期內全面虧損總額	-	-	-	-	-	1,005	-	-	1,005
Transfer from retained profits	轉撥自保留溢利	-	-	-	-	-	-	-	-	-
At 30 September 2020	於2020年9月30日	863	122,787*	7,946*	1,940*	105,366*	(3,873)*	-	(45,600)*	189,429

* These reserve accounts comprise the consolidated reserves of approximately HK\$188,566,000 (31 March 2020: approximately HK\$277,443,000) in the condensed consolidated statement of financial position.

* 該等儲備賬構成簡明綜合財務狀況表中的綜合儲備約188,566,000港元(2020年3月31日：約277,443,000港元)。

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

簡明綜合權益變動表

For the six months ended 30 September 2020
截至2020年9月30日止六個月

Attributable to the owners of the parent (unaudited)
母公司擁有人應佔(未經審核)

		Share capital	Share premium	Statutory	Merger reserve	Capital	Exchange	Warrant reserve	Retained profits	Total equity
				surplus reserve		surplus	fluctuation reserve			
		股本	股份溢價	法定盈餘儲備	合併儲備	資本盈餘	外匯波動儲備	認股權證儲備	保留溢利	權益總額
		HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
At 1 April 2019	於2019年4月1日	863	122,787*	7,842*	1,940*	105,366*	(3,367)*	2,470*	109,610*	347,511
Loss for the period	期內虧損	-	-	-	-	-	-	-	(37,767)	(37,767)
Other Comprehensive loss for the period:	期內其他全面虧損：									
Exchange differences on translation of foreign operations	換算國外業務產生的匯兌差額	-	-	-	-	-	(1,139)	-	-	(1,139)
Total comprehensive loss for the period	期內全面虧損總額	-	-	-	-	-	(1,139)	-	-	(1,139)
Transfer from retained profits	轉撥自保留溢利	-	-	-	-	-	-	(2,470)	2,470	-
At 30 September 2019	於2019年9月30日	863	122,787*	7,842*	1,940*	105,366*	(4,506)*	-	74,313*	308,605

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

簡明綜合現金流量表

For the six months ended 30 September 2020

截至2020年9月30日止六個月

		Six months ended 30 September	
		截至9月30日止六個月	
		2020	2019
		2020年	2019年
		HK\$'000	HK\$'000
		千港元	千港元
		(unaudited)	(unaudited)
		(未經審核)	(未經審核)
NET CASH FLOWS FROM/ (USED IN) OPERATING ACTIVITIES	經營活動所得／(所用) 現金流量淨額	37,216	(44,835)
CASH FLOWS FROM INVESTING ACTIVITIES	投資活動現金流量		
Interest received	已收利息	19	26
Dividend received	已收股息	434	-
Purchases of items of property, plant and equipment	購置物業、廠房及 設備項目	(70)	(2,698)
Proceeds from disposal of items of property, plant and equipment	出售物業、廠房及 設備項目所得款項	-	316
Purchase of financial assets at fair value through profit or loss	購置按公允值計入損益之 金融資產	-	(198,763)
Net cash flows from/(used in) investing activities	投資活動所得／(所用) 現金流量淨額	383	(201,119)

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

簡明綜合現金流量表

For the six months ended 30 September 2020

截至2020年9月30日止六個月

		Six months ended 30 September	
		截至9月30日止六個月	
		2020	2019
		2020年	2019年
		HK\$'000	HK\$'000
		千港元	千港元
		(unaudited)	(unaudited)
		(未經審核)	(未經審核)
CASH FLOWS FROM FINANCING ACTIVITIES	融資活動現金流量		
Proceeds from bank and other borrowings	銀行及其他貸款所得款項	–	10,710
Repayment of bank and other borrowings	償還銀行及其他貸款	(9,924)	–
Repayment of lease liabilities	償還租賃負債	(123)	(46)
Net cash flows (used in)/from financing activities	融資活動(所用)/所得現金流量淨額	(10,047)	10,664
Net increase/(decrease) in cash and cash equivalents	現金及現金等價物增加/(減少)淨額	27,552	(235,290)
Cash and cash equivalents at beginning of period	期初現金及現金等價物	27,915	270,808
Effect of foreign exchange rate changes, net	外匯匯率變動的影響淨額	758	75
Cash and cash equivalents at the end of period	期末現金及現金等價物	56,225	35,593
Analysis of balances of cash and cash equivalents	現金及現金等價物結餘分析		
Cash and bank balances as stated in the condensed consolidated statement of financial position	簡明綜合財務狀況表所列的現金及銀行結餘	56,225	35,593

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

1. CORPORATE AND GROUP INFORMATION

Hifood Group Holdings Co., Limited (the “Company”) was incorporated as an exempted company with limited liability in the Cayman Islands on 6 June 2014. The registered office of the Company is located at Clifton House, 75 Fort Street, Grand Cayman KY1-1108, Cayman Islands.

During the period, the Company and its subsidiaries (collectively the “Group”) were principally involved in the manufacture and sale of jewellery and related products, and trading of watches.

In the opinion of the directors, the holding company of the Company is HNA Aviation Investment Holding Company Ltd., which was incorporated in Cayman Islands. The ultimate controlling company is HNA Group Co., Ltd.

The Shares of the Company were listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) on 11 March 2015 (the “Listing”).

1. 公司及集團資料

海福德集團控股有限公司（「本公司」）於2014年6月6日在開曼群島註冊成立為獲豁免有限公司。本公司的註冊辦事處設於Clifton House, 75 Fort Street, Grand Cayman KY1-1108, Cayman Islands。

期內，本公司及其附屬公司（統稱「本集團」）主要從事珠寶及相關產品的製造及銷售，及買賣手錶。

董事認為，本公司的控股公司為於開曼群島註冊成立的HNA Aviation Investment Holding Company Ltd.，而其最終控股公司為海航集團有限公司。

本公司股份於2015年3月11日在香港聯合交易所有限公司（「聯交所」）主板上市（「上市」）。

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

2. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES

2.1 Basis of preparation

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

The condensed consolidated interim financial statements have not been audited by the Company’s independent auditors but have been reviewed by the Company’s audit committee.

The unaudited condensed consolidated interim financial statements have been prepared under the historical cost convention except for financial asset at fair value through profit or loss, which has been measured at fair values.

Other than changes in accounting policies resulting from application of new and amendments to Hong Kong Financial Reporting Standards (“HKFRSs”, which also include HKASs and Interpretations), the significant accounting policies and basis of preparation adopted in the preparation of the unaudited condensed consolidated interim financial statements are consistent with those used in the Group’s audited consolidated financial statements for the year ended 31 March 2020.

2. 編製基準及重大會計政策

2.1 編製基準

本期間的未經審核簡明綜合中期財務報表乃根據香港會計師公會（「香港會計師公會」）頒佈的香港會計準則（「香港會計準則」）第34號「中期財務報告」及聯交所證券上市規則（「上市規則」）附錄十六的適用披露規定編製。

簡明綜合中期財務報表未經本公司獨立核數師審核，惟已經本公司審核委員會審閱。

未經審核簡明綜合中期財務報表乃按歷史成本法編製，惟按公允值計入損益之金融資產以公允值計量除外。

除應用新訂香港財務報告準則及香港財務報告準則修訂本（「香港財務報告準則」），亦包括香港會計準則及詮釋）產生的會計政策變動外，編製未經審核簡明綜合中期財務報表所採用之重大會計政策及編製基準與編製本集團截至2020年3月31日止年度之經審核綜合財務報表所用者一致。

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

2. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.2 Changes in accounting policies and disclosures

New amendments to standards and interpretations already adopted

The Group has adopted the following new standards, new interpretations and amendments to standards and interpretations for the first time since the financial year beginning 1 April 2020.

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

2. 編製基準及重大會計政策 (續)

2.2 會計政策及披露之變動

已採納的新準則和詮釋的修 訂本

本集團已自2020年4月1日開始的財政年度首次採納以下新訂準則、新訂詮釋及準則和詮釋的修訂本。

香港會計準則第1號 及香港會計準則 第8號(修訂本)	重要性的定義
香港財務報告準則 第3號(修訂本)	業務的定義
香港財務報告準則 第9號、香港會計 準則第39號及香港 財務報告準則 第7號(修訂本)	利率基準改革

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

2. BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

2.2 Changes in accounting policies and disclosures (Continued)

New amendments to standards and interpretations already adopted (Continued)

Except as described below, the application of the amendments to HKFRSs in the current period has had no material impact on the Group's financial positions and performance for the current and prior periods and/or on the disclosures set out in these condensed consolidated financial statements.

Impacts of application on Amendments to HKAS 1 and HKAS 8 "Definition of Material"

The amendments provide a new definition of material that states "information is material if omitting, misstating or obscuring it could reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements, which provide financial information about a specific reporting entity." The amendments also clarify that materiality depends on the nature or magnitude of information, either individually or in combination with other information, in the context of the financial statements taken as a whole.

The application of the amendments in the current period had no impact on the condensed consolidated financial statements. Changes in presentation and disclosures on the application of the amendments, if any, will be reflected on the consolidated financial statements for the year ending 31 March 2021.

2. 編製基準及重大會計政策 (續)

2.2 會計政策及披露之變動 (續)

已採納的新準則和詮釋的修 訂本(續)

除下文所述者外，於本期間應用香港財務報告準則的修訂本並無對本期間及過往期間的本集團財務狀況及表現及／或該等簡明綜合財務報表所載的披露造成重大影響。

應用香港會計準則第1號及 香港會計準則第8號修訂本 「重大的定義」之影響

該等修訂本提供重大的新定義，列明「倘資料遭忽略、錯誤陳述或隱瞞時可合理預期會影響一般用途財務報表主要使用者基於該等提供有關特定報告實體的財務資料的財務報表作出的決定，則該資料屬重大」。該等修訂本亦澄清重大與否視乎資料的性質或幅度，在整體財務報表中以單獨或與其他資料結合考慮。

於本期間應用該等修訂本對簡明綜合財務報表並無影響。應用該等修訂本對呈列或披露的變動(如有)將於截至2021年3月31日止年度之綜合財務報表中反映。

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

3. OPERATING SEGMENT INFORMATION

The Group is primarily engaged in the manufacture and sale of jewellery products, and trading of watches. Management has determined the operating segments based on the reports reviewed by the chief operating decision makers, who have been identified as the executive Directors of the Company. Information reported to the Group's chief operating decision makers, for the purpose of resources allocation and performance assessment, focuses on the operating results of the Group as a whole as the Group's resources are integrated. Accordingly, the Group has identified one reportable operating segment, i.e. manufacture and sale of jewellery products, and trading of watches, and no further analysis thereof is presented.

Geographical information

Information about the Group's revenue by geographical locations is presented based on the area or country in which external customers are operated.

3. 經營分部資料

本集團主要從事珠寶產品的製造及銷售，及買賣手錶業務。管理層已根據首席營運決策者（已獲確定為本公司的執行董事）審閱的報告釐定經營分部。就資源分配及業績評估向本集團首席營運決策者報告的資料著重本集團的整體經營業績，原因在於本集團的資源已整合。因此，本集團已確定一個可報告經營分部，即珠寶產品的製造及銷售，及買賣手錶，且並無呈列有關進一步分析。

地域資料

本集團地域性收益的資料乃根據外部客戶經營業務所在地區或國家呈列。

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FINANCIAL STATEMENTS**
簡明綜合財務報表附註

**3. OPERATING SEGMENT
INFORMATION (CONTINUED)**

Geographical information (Continued)

(a) Revenue from external customers

3. 經營分部資料 (續)

地域資料 (續)

(a) 外部客戶的收益

		Six months ended 30 September	
		截至9月30日止六個月	
		2020	2019
		2020年	2019年
		HK\$'000	HK\$'000
		千港元	千港元
		(unaudited)	(unaudited)
		(未經審核)	(未經審核)
Americas	美洲	21,212	3,991
Europe (including Russia)	歐洲 (包括俄羅斯)	12,253	985
Hong Kong	香港	5,178	82,997
Mainland China	中國內地	793	9,698
Other countries	其他國家	84	330
		39,520	98,001

Information about the Group's non-current assets, excluding financial asset at fair value through profit or loss, is presented based on the locations of the assets.

本集團非流動資產 (不包括按公允值計入損益之金融資產) 的資料乃根據資產所在地區呈列。

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

3. OPERATING SEGMENT INFORMATION (CONTINUED)

Geographical information (Continued)

(b) Non-current assets

3. 經營分部資料 (續)

地域資料 (續)

(b) 非流動資產

		At 30 September 2020 於2020年 9月30日 HK\$'000 千港元 (unaudited) (未經審核)	At 31 March 2020 於2020年 3月31日 HK\$'000 千港元 (audited) (經審核)
Hong Kong	香港	4,683	4,377
Mainland China	中國內地	1,241	1,458
		5,924	5,835

The Company is domiciled in the Cayman Islands while the Group operates its business in Hong Kong and Mainland China. During the Period, no revenue was generated from any customer in the Cayman Islands and no assets were located in the Cayman Islands.

本公司的原駐地為開曼群島，而本集團於香港及中國內地經營其業務。於本期間，並無任何來自開曼群島客戶的收益，且並無任何資產位於開曼群島。

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4. REVENUE

Revenue represents the net amounts received and receivable arising from sales of jewellery products, and trading of watches during the Period.

4. 收益

收益指本期間銷售珠寶產品及買賣手錶所產生的已收及應收款項淨額。

Six months ended 30 September
截至9月30日止六個月

	2020	2019
	2020年	2019年
	HK\$'000	HK\$'000
	千港元	千港元
	(unaudited)	(unaudited)
	(未經審核)	(未經審核)
Revenue recognised at a point in time		
— Sales of jewellery products*	39,520	92,319
— Trading of watches	—	5,682
	39,520	98,001

* Among the sales of jewellery products, no products (2019: HK\$71,000) were sold to any related party.

* 在銷售珠寶產品中，概無向任何關聯方銷售產品(2019年：71,000港元)。

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

5. OTHER LOSSES, NET

An analysis of other losses, net, is as follows:

		Six months ended 30 September	
		截至9月30日止六個月	
		2020	2019
		2020年	2019年
		HK\$'000	HK\$'000
		千港元	千港元
		(unaudited)	(unaudited)
		(未經審核)	(未經審核)
Net gains on disposal of subsidiary and items of property, plant and equipment, net	出售附屬公司及物業、廠房及設備項目收益淨額	-	210
Foreign exchange differences, net	外匯差額淨額	(369)	(439)
Fair value losses on financial assets at fair value through profit or loss	按公允價值計入損益的金融資產的公允價值虧損	(77,740)	(25,243)
Gains on disposal of raw materials, net	處置原材料的收益淨額	-	55
		(78,109)	(25,417)

5. 其他虧損淨額

其他虧損淨額分析如下：

6. FINANCE COSTS

An analysis of finance cost is as follows:

		Six months ended 30 September	
		截至9月30日止六個月	
		2020	2019
		2020年	2019年
		HK\$'000	HK\$'000
		千港元	千港元
		(unaudited)	(unaudited)
		(未經審核)	(未經審核)
Interest on other borrowings	其他借貸利息	276	369
Interest on factoring of trade receivables	貿易應收款項保理利息	-	101
Interest on lease liabilities	租賃負債利息	41	29
		317	499

6. 財務成本

財務成本分析如下：

**NOTES TO CONDENSED CONSOLIDATED
FINANCIAL STATEMENTS**
簡明綜合財務報表附註

7. LOSS BEFORE TAX

The Group's loss before tax is arrived at after charging/(crediting):

7. 除稅前虧損

本集團的除稅前虧損已扣除/(計入)下列各項：

		Six months ended 30 September	
		截至9月30日止六個月	
		2020	2019
		2020年	2019年
		HK\$'000	HK\$'000
		千港元	千港元
		(unaudited)	(unaudited)
		(未經審核)	(未經審核)
Cost of inventories sold*	已售存貨成本*	31,727	90,116
Depreciation	折舊	1,189	1,376
Write-down/(write-back) of inventories to net realisable value	撇減/(撥回)存貨至可變現淨值	1,250	(88)
Minimum lease payments under operating lease	經營租賃最低租賃款項	75	392

* These items are included in "Cost of sales" on the face of the condensed consolidated statement of profit or loss and other comprehensive income.

* 該等項目計入簡明綜合損益及其他全面收益表「銷售成本」內。

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

8. INCOME TAX EXPENSE

The statutory income tax rates for Hong Kong and Mainland China are 16.5% and 25.0%, respectively. A subsidiary of the Group enjoyed a lower profit tax rate during the Period as further explained below. The profit tax of the Group has been provided at the applicable tax rates on estimated assessable profits arising in Hong Kong and Mainland China during the Period.

8. 所得稅開支

香港與中國內地的法定所得稅率分別為16.5%及25.0%。誠如下文詳述，本集團一家附屬公司於本期間享有較低利得稅率。於本期間，本集團的利得稅乃就於香港和中國內地產生的估計應課稅溢利按適用稅率計提撥備。

Six months ended 30 September 截至9月30日止六個月

		2020	2019
		2020年	2019年
		HK\$'000	HK\$'000
		千港元	千港元
		(unaudited)	(unaudited)
		(未經審核)	(未經審核)
Current — Hong Kong	即期 — 香港		
Charge for the period	期內支出	—	—
Current — Mainland China	即期 — 中國內地		
Charge for the period	期內支出	—	43
Deferred	遞延	—	—
<hr/>			
Total tax charge for the period	期內稅項支出總額	—	43

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS 簡明綜合財務報表附註

8. INCOME TAX EXPENSE (CONTINUED)

In relation to the Departmental Interpretation and Practice Notes No. 21 (Revised) (apportionment under a 50:50 basis) of the Inland Revenue Department Hong Kong, a portion of profits from KTL Jewellery Trading Limited (“KTL Trading”), a wholly-owned subsidiary of the Company, is considered neither arisen in, nor derived from Hong Kong. Accordingly, that portion of KTL Trading’s profit is not subject to Hong Kong Profits Tax. Further, in the opinion of the Directors that portion of KTL Trading’s profit is not subject to taxation in any other jurisdiction in which KTL Trading operates during the Period.

9. INTERIM DIVIDEND

The Directors do not recommend the payment of an interim dividend for the Period (six months ended 30 September 2019: nil).

8. 所得稅開支(續)

就香港稅務局《稅務條例釋義及執行指引第21號》(經修訂)(按50:50基準攤分)而言,本公司全資附屬公司三和珠寶貿易有限公司(「三和珠寶貿易」)的部分溢利被視為既不產生於亦非得自香港。因此,三和珠寶貿易的該部分溢利毋須繳納香港利得稅。此外,董事認為,本期間三和珠寶貿易的該部分溢利毋須就三和珠寶貿易經營所在的任何其他司法權區繳納稅項。

9. 中期股息

董事不建議於本期間派付中期股息(截至2019年9月30日止六個月:無)。

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

10. LOSSES PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT

The calculation of the basic losses per share amounts is based on the loss for the Period attributable to ordinary equity holders of the parent of approximately HK\$89,882,000 (2019: losses of approximately HK\$37,767,000), and the weighted average number of ordinary shares in issue of 172,600,000 (2019: 172,600,000). The Group has no potentially dilutive ordinary shares in issue during the periods ended 30 September 2020 and 2019.

10. 母公司普通股權益持有人應 佔每股虧損

每股基本虧損金額乃根據母公司普通股權益持有人應佔本期間虧損約 89,882,000 港元 (2019 年：虧損約 37,767,000 港元) 及已發行普通股的加權平均數 172,600,000 股 (2019 年：172,600,000 股) 計算。截至 2020 年及 2019 年 9 月 30 日止各期間，本集團並無具有潛在攤薄效應的已發行普通股。

Six months ended 30 September 截至 9 月 30 日止六個月

2020	2019
2020 年	2019 年
HK\$'000	HK\$'000
千港元	千港元
(unaudited)	(unaudited)
(未經審核)	(未經審核)

Losses	虧損		
Losses attributable to ordinary equity holders of the parent used in the basic losses per share calculation	計算每股基本虧損時使用的母公司普通股權益持有人應佔虧損	(89,882)	(37,767)

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簡明綜合財務報表附註

**10. LOSSES PER SHARE ATTRIBUTABLE
TO ORDINARY EQUITY HOLDERS
OF THE PARENT (CONTINUED)**

**10. 母公司普通股權益持有人應
佔每股虧損(續)**

	Number of shares	
	股份數目	
	Six months ended 30 September	
	截至9月30日止六個月	
	2020	2019
	2020年	2019年
	(unaudited)	(unaudited)
	(未經審核)	(未經審核)
Shares		
Weighted average number of ordinary shares in issue during the period used in the basic losses per share calculation	172,600,000	172,600,000

股份
計算每股基本虧損時
使用的期內
已發行普通股

**11. PROPERTY, PLANT AND
EQUIPMENT**

During the Period, the Group acquired items of property, plant and equipment with an aggregate cost of approximately HK\$70,000 (six months ended 30 September 2019: approximately HK\$2,698,000). During the Period, no items of property, plant and equipment were disposed by the Group (six months ended 30 September 2019: an aggregate carrying amount of approximately HK\$636,000 were disposed).

11. 物業、廠房及設備

於本期間，本集團收購物業、廠房及設備項目之成本合共約70,000港元(截至2019年9月30日止六個月：約2,698,000港元)。於本期間，本集團未出售任何物業、廠房及設備項目(截至2019年9月30日止六個月：已出售賬面總值約636,000港元)。

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

12. FINANCIAL ASSET AT FAIR VALUE THROUGH PROFIT OR LOSS

(i) Classification of financial assets at fair value through profit or loss

The Group classifies the following financial assets at FVPL:

- debt instruments that do not qualify for measurement at either amortised cost or at FVOCI;
- equity investments that are held for trading; and
- equity investments for which the entity has not elected to recognise fair value gains or losses through other comprehensive income.

Financial assets mandatorily measured at FVPL include the following:

12. 按公允值計入損益之金融資產

(i) 按公允值計入損益之金融資產分類

本集團將以下金融資產分類為按公允值計入損益：

- 不符合按攤銷成本或按公允值計入其他全面收益計量的債務工具；
- 持作買賣的股本投資；及
- 實體並無選擇透過其他全面收益確認公允值收益或虧損的股本投資。

按公允值計入損益強制計量的金融資產包括以下各項：

	At 30 September 2020 於2020年 9月30日 HK\$'000 千港元 (unaudited) (未經審核)	At 31 March 2020 於2020年 3月31日 HK\$'000 千港元 (audited) (經審核)
Included in non-current assets:		
Life insurance policy (a)	17,020	16,720
Hong Kong listed equity securities (b)	74,161	-
Included in current assets:		
Hong Kong listed equity securities (b)	-	152,201
	91,181	168,921

**NOTES TO CONDENSED CONSOLIDATED
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**12. FINANCIAL ASSET AT FAIR VALUE
THROUGH PROFIT OR LOSS
(CONTINUED)**

**(i) Classification of financial assets at fair
value through profit or loss (Continued)**

(a) Under the life insurance policy (the “Policy”), the beneficiary and policy holder is KTL Trading and the total insured sum is approximately US\$6,500,000 (approximately HK\$50,375,000). The Group paid an upfront premium for the Policy of approximately US\$2,325,000 (approximately HK\$18,020,000) and may surrender any time by filing a written request and receive cash based on the surrender value of the Policy at the date of withdrawal, which is calculated by the insurer. In the opinion of the directors, the surrender value of the Policy provided by the insurance company is the best approximation of its fair value, which is categorised within Level 3 of the fair value hierarchy.

The movements in fair value measurement within Level 3 (life insurance policy) during the period are as follows:

		At 30 September 2020 於 2020 年 9 月 30 日 HK\$'000 千港元 (unaudited) (未經審核)	At 30 September 2019 於 2019 年 9 月 30 日 HK\$'000 千港元 (unaudited) (未經審核)
At the beginning of the period	於期初	16,720	16,189
Change in fair value	公允值變動	300	187
At the end of the period	於期末	17,020	16,376

**12. 按公允值計入損益之金融資產
(續)**

**(i) 按公允值計入損益之金融
資產分類(續)**

(a) 根據人壽保險保單(「該保單」)，受益人及保單持有人為三和珠寶貿易，且承保總金額約為 6,500,000 美元(約 50,375,000 港元)。本集團為該保單預付保費約 2,325,000 美元(約 18,020,000 港元)及可能透過提交書面請求隨時退保，並根據該保單於撤回日期的退保價值(由承保人計算)收取現金。董事認為，保險公司規定的該保單退保價值與其公允值相若，歸類為公允值架構的第 3 級。

期內公允值計量第 3 級(人壽保險保單)的變動如下：

		At 30 September 2020 於 2020 年 9 月 30 日 HK\$'000 千港元 (unaudited) (未經審核)	At 30 September 2019 於 2019 年 9 月 30 日 HK\$'000 千港元 (unaudited) (未經審核)
At the beginning of the period	於期初	16,720	16,189
Change in fair value	公允值變動	300	187
At the end of the period	於期末	17,020	16,376

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

12. FINANCIAL ASSET AT FAIR VALUE THROUGH PROFIT OR LOSS (CONTINUED)

(i) **Classification of financial assets at fair value through profit or loss (Continued)**

(b) The fair values of Hong Kong listed equity securities are determined based on the quoted market closing prices available on the Stock Exchange at the end of the reporting period.

(ii) **Amounts recognised in profit or loss**

During the period, the following (losses)/gains were recognised in profit or loss:

12. 按公允值計入損益之金融資產 (續)

(i) **按公允值計入損益之金融資產分類 (續)**

(b) 於報告期末，香港上市股權證券的公允值按照聯交所所報收市價釐定。

(ii) **於損益確認的金額**

期內，下列(虧損)/收益在損益中確認：

	At 30 September 2020 於2020年 9月30日 HK\$'000 千港元 (unaudited) (未經審核)	At 30 September 2019 於2019年 9月30日 HK\$'000 千港元 (unaudited) (未經審核)
Fair value (losses)/gains on financial assets at FVPL		
— Life insurance policy	300	187
— Hong Kong listed equity securities	(78,040)	(25,430)
	(77,740)	(25,243)

**NOTES TO CONDENSED CONSOLIDATED
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13. INVENTORIES

13. 存貨

		At 30 September 2020 於2020年 9月30日 HK\$'000 千港元 (unaudited) (未經審核)	At 31 March 2020 於2020年 3月31日 HK\$'000 千港元 (audited) (經審核)
Raw materials	原材料	17,625	10,812
Work in progress	在製品	5,875	3,550
Finished goods	製成品	9,720	4,302
		33,220	18,664

14. TRADE RECEIVABLES

14. 貿易應收款項

		At 30 September 2020 於2020年 9月30日 HK\$'000 千港元 (unaudited) (未經審核)	At 31 March 2020 於2020年 3月31日 HK\$'000 千港元 (audited) (經審核)
Trade receivables	貿易應收款項	33,152	82,269
Less: Allowance for doubtful debts	減：呆賬撥備	(3,398)	(3,359)
		29,754	78,910

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

14. TRADE RECEIVABLES (CONTINUED)

The Group's trading terms with its customers are mainly on credit, except for new customers. Before accepting any new customer, the Group will apply an internal credit assessment policy to assess the potential customer's credit quality and define credit limits by customer. The credit period is generally for a period of 90 to 120 days for major customers. Each customer has a maximum credit limit. The Group seeks to maintain strict control over its outstanding receivables and has a treasury department to minimise the credit risk. Overdue balances are reviewed regularly by senior management. Trade receivables are non-interest-bearing.

An aged analysis of the trade receivables at the end of the reporting period, based on the invoice date and net of provisions, is as follows:

14. 貿易應收款項(續)

本集團與其客戶的貿易條款主要為信貸，惟新客户除外。於接納任何新客户之前，本集團將採用內部信貸評估政策以評估潛在客戶的信貸質素並確定客戶的信貸額度。主要客戶的信貸期一般為90至120天。每位客戶均設有最高信貸額度。本集團致力就未清償應收款項進行嚴格控制，並設立庫務部以降低信貸風險。逾期結餘由高級管理層定期審閱。貿易應收款項不計利息。

於報告期末按發票日期呈列及扣除撥備的貿易應收款項的賬齡分析如下：

		At 30 September 2020 於2020年 9月30日 HK\$'000 千港元 (unaudited) (未經審核)	At 31 March 2020 於2020年 3月31日 HK\$'000 千港元 (audited) (經審核)
Within 1 month	一個月內	14,942	15,782
1 to 2 months	一至兩個月	4,061	6,991
2 to 3 months	兩至三個月	5,880	3,778
Over 3 months	超過三個月	8,269	55,718
		33,152	82,269

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**15. PREPAYMENT, DEPOSIT AND
OTHER RECEIVABLES**

**15. 預付款項、按金及其他應收
款項**

		At 30 September 2020 於2020年 9月30日 HK\$'000 千港元 (unaudited) (未經審核)	At 31 March 2020 於2020年 3月31日 HK\$'000 千港元 (audited) (經審核)
Deposits	按金	1,665	6,292
Prepayment	預付款項	645	875
Other receivables	其他應收款項	4,102	2,055
		6,412	9,222

16. TRADE AND OTHER PAYABLES

16. 貿易及其他應付款項

		At 30 September 2020 於2020年 9月30日 HK\$'000 千港元 (unaudited) (未經審核)	At 31 March 2020 於2020年 3月31日 HK\$'000 千港元 (audited) (經審核)
Trade payables	貿易應付款項	21,636	6,358
Other payables:	其他應付款項：		
Salaries and bonus payables	應付薪金及花紅	5,579	6,307
Other taxes payables	其他應付稅項	2,399	2,399
Auditor's remuneration	核數師酬金	1,567	1,475
Interest payable	應付利息	-	740
Others	其他	617	2,446
		31,798	19,725

**NOTES TO CONDENSED CONSOLIDATED
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**16. TRADE AND OTHER PAYABLES
(CONTINUED)**

An aged analysis of the trade payables as at the end of the reporting period, based on the invoice date, is as follows:

16. 貿易及其他應付款項(續)

於報告期末按發票日期呈列的貿易應付款項的賬齡分析如下：

		At 30 September 2020 於2020年 9月30日 HK\$'000 千港元 (unaudited) (未經審核)	At 31 March 2020 於2020年 3月31日 HK\$'000 千港元 (audited) (經審核)
Within 1 month	一個月內	15,154	2,252
1 to 2 months	一至兩個月	2,502	957
2 to 3 months	兩至三個月	781	647
Over 3 months	超過三個月	3,199	2,502
		21,636	6,358

The trade payables are non-interest-bearing and the credit period of purchases ranges from 30 to 180 days. Other payables are non-interest-bearing and have an average term of one to three months. The Group has financial risk management policies in place to ensure that all payables are paid within the credit timeframe.

貿易應付款項乃不計息且採購的信貸期介乎30至180天。其他應付款項乃不計息且平均期限為一至三個月。本集團已實施財務風險管理政策，以確保全部應付款項於信貸期間內償付。

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17. BORROWINGS

17. 借貸

	At 30 September 2020 於2020年 9月30日 HK\$'000 千港元 (unaudited) (未經審核)	At 31 March 2020 於2020年 3月31日 HK\$'000 千港元 (audited) (經審核)
Secured borrowings	已抵押借貸	–
		9,924

In June 2018, the Group entered into three loan facilities agreements with a financial institution, which provided for a revolving facility amount in the sum of HK\$60 million. The borrowings under the facility agreements bear an interest rate of HIBOR plus 6% per annum, and are due for repayment in one calendar year after drawdown of such borrowings. The borrowings shall be secured by the pledge of the Group's trade receivables with the same amount as that of the outstanding borrowings. As at 31 March 2020, the borrowings outstanding under the facility agreements amounted to HK\$9,924,000. The borrowings were fully repaid by the Group as at the period ended 30 September 2020.

於2018年6月，本集團與一家金融機構訂立三份貸款融資協議，該協議提供循環融資金額合共60百萬港元。融資協議項下的借貸按香港銀行同業拆息加年利率6%計息，在有關借貸提取當日起計一個日曆年內應予償還。有關借貸應以本集團貿易應收款項質押，有關款項金額與未償還借貸金額相同。於2020年3月31日，該融資協議項下的未償還借貸為9,924,000港元。本集團已於截至2020年9月30日止期間償還所有借貸。

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

18. SHARE CAPITAL

18. 股本

	At 30 September 2020 於2020年 9月30日 HK\$'000 千港元 (unaudited) (未經審核)	At 31 March 2020 於2020年 3月31日 HK\$'000 千港元 (audited) (經審核)
Authorised:		
2,000,000,000 (31 March 2020: 2,000,000,000) ordinary shares of HK\$0.005 each (31 March 2020: HK\$0.005 each)	2,000,000,000 (2020年3月31日：2,000,000,000股) 每股面值0.005港元 (2020年3月31日： 每股面值0.005港元) 的普通股	2,000,000,000 (2020年3月31日： 172,600,000股) 每股面值0.005港元 (2020年3月31日： 每股面值0.005港元) 的普通股
	10,000	10,000
Issued and fully paid:		
172,600,000 (31 March 2020: 172,600,000) ordinary shares of HK\$0.005 each (31 March 2020: HK\$0.005 each)	172,600,000 (2020年3月31日：172,600,000股) 每股面值0.005港元 (2020年3月31日： 每股面值0.005港元) 的普通股	172,600,000 (2020年3月31日： 172,600,000股) 每股面值0.005港元 (2020年3月31日： 每股面值0.005港元) 的普通股
	863	863

19. COMMITMENTS

At 30 September 2020, the Group had no capital commitments.

19. 承擔

於2020年9月30日，本集團概無資本承擔。

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

20. RELATED PARTY TRANSACTIONS

(a) In addition to the transactions detailed elsewhere in the unaudited condensed consolidated interim financial statements, the Group had the following material related parties transactions during the six months ended 30 September 2020:

- (i) During the six months ended 30 September 2020, total service fees of approximately HK\$175,000 were paid to Guarantee Travel Limited, an entity controlled by a close family member of a director of subsidiary of the Company, for provision of reservation services for tickets and hotel accommodation etc. to a subsidiary of the Group. The service charges were based on the terms and conditions mutually agreed between both parties.
- (ii) During the Period, no products were sold to Dynamic Tactics (Hong Kong) Limited, a joint venture of the Group (2019: approximately HK\$71,000, the sales were based on the terms and conditions mutually agreed between both parties).

20. 關聯方交易

(a) 除該未經審核簡明綜合中期財務報表詳述的交易外，於截至2020年9月30日止六個月，本集團有以下主要關聯方交易：

- (i) 於截至2020年9月30日止六個月，服務費用總額約175,000港元已支付予保誠旅遊有限公司，一家由本公司的附屬公司董事的近親控制的實體，目的為向本集團一家附屬公司提供機票及酒店預訂服務等。服務乃根據雙方共同協定的條款及條件釐定。
- (ii) 於本期間，本集團概無向本集團的合營公司Dynamic Tactics (Hong Kong) Limited銷售產品(2019年：約71,000港元，有關銷售乃根據雙方相互同意之條款及條件進行)。

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

20. RELATED PARTY TRANSACTIONS (CONTINUED)

(b) Compensation of key management personnel of the Group:

20. 關聯方交易 (續)

(b) 本集團主要管理人員的薪酬：

		Six months ended 30 September	
		截至9月30日止六個月	
		2020	2019
		2020年	2019年
		HK\$'000	HK\$'000
		千港元	千港元
		(unaudited)	(unaudited)
		(未經審核)	(未經審核)
Short-term employee benefits	短期僱員福利	6,898	3,916
Pension scheme contributions	退休金計劃供款	9	9
<hr/>			
Total compensation paid to key management personnel	支付予主要管理人員的薪酬總額	6,907	3,925

**NOTES TO CONDENSED CONSOLIDATED
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**21. FAIR VALUE AND FAIR VALUE
HIERARCHY OF FINANCIAL
INSTRUMENTS**

The carrying amount and fair value of the Group's financial instruments, other than those with carrying amounts that reasonably approximate to fair values, are as follows:

21. 金融工具公允值及公允值層級

本集團金融工具的賬面值及公允值(賬面值與公允值合理地相若的金融工具除外)載列如下:

	Carrying amount 賬面值		Fair value 公允值	
	At 30 September 2020 於2020年 9月30日 HK\$'000 千港元 (unaudited) (未經審核)	At 31 March 2020 於2020年 3月31日 HK\$'000 千港元 (audited) (經審核)	At 30 September 2020 於2020年 9月30日 HK\$'000 千港元 (unaudited) (未經審核)	At 31 March 2020 於2020年 3月31日 HK\$'000 千港元 (audited) (經審核)
Financial asset	金融資產			
Hong Kong listed equity securities (i)	香港上市 股權證券(i)			
Life insurance policy (ii)	人壽保險保單(ii)			
	74,161	152,201	74,161	152,201
	17,020	16,720	17,020	16,720
	91,181	168,921	91,181	168,921

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

21. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (CONTINUED)

- (i) The fair value of Hong Kong listed equity securities is based on the quoted market closing prices available on the stock exchange at the end of the reporting period. These instruments are included in Level 1 of the fair value hierarchy.
- (ii) The fair value of the Policy is estimated at the surrender value of the Policy as disclosed in Note 12 as at the end of reporting period. As there is no active market to demonstrate the fair value of FVPL, and the potential exit price in a hypothetical transfer of the life insurance policy to another market participant cannot be reliably estimated, the directors believe that the estimated fair value resulting from the surrender value is reasonable and is the most appropriate value at the end of the reporting period. This instrument is included in Level 3 of the fair value hierarchy.

Management has assessed that the fair values of cash and bank balances, trade receivables, financial assets included in other receivables, trade payables and financial liabilities included in other payables approximate to their carrying amounts largely due to the short term maturities of these instruments.

21. 金融工具公允值及公允值層級 (續)

- (i) 香港上市的股本證券的公允值根據於報告期末於聯交所所報的市場收市價釐定。該等工具計入第一級公允值層級。
- (ii) 誠如附註12所披露，於報告期末該保單之公允值已根據該保單的退保價值估算。由於沒有活躍市場展示按公允值計入損益之金融資產的公允值，且無法可靠地估計假設將人壽保險保單轉讓予另一個市場參與者的潛在脫售價格，董事認為根據退保價值所得出的估計公允值屬合理，而且為於報告期末最恰當的價值。此工具計入第三級公允值層級。

管理層已評估現金及銀行結餘、貿易應收款項、計入其他應收款項的金融資產、貿易應付款項及計入其他應付款項的金融負債的公允值與賬面值相若，主要由於該等工具於短期內到期。

**NOTES TO CONDENSED CONSOLIDATED
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簡明綜合財務報表附註

**21. FAIR VALUE AND FAIR VALUE
HIERARCHY OF FINANCIAL
INSTRUMENTS (CONTINUED)**

Fair value hierarchy

The following table illustrates the fair value measurement hierarchy of the Group's financial instruments: As at 30 September 2020, the financial assets measured at fair value are as followings:

21. 金融工具公允值及公允值層級 (續)

公允值層級

下表說明本集團的金融工具的公允值計量層級：於2020年9月30日，以公允值計量的金融資產如下：

		Fair value measurement using 採用公允值計量			
		Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)	Total
		活躍市場中 報價 (第1級)	重大可觀察 輸入數據 (第2級)	重大不可觀察 輸入數據 (第3級)	合計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
		(unaudited) (未經審核)	(unaudited) (未經審核)	(unaudited) (未經審核)	(unaudited) (未經審核)
As at 30 September 2020	於2020年9月30日				
Hong Kong listed equity securities	香港上市的股本證券	74,161	-	-	74,161
Life insurance policy	人壽保險保單	-	-	17,020	17,020
<hr/>					
As at 31 March 2020	於2020年3月31日				
Hong Kong listed equity securities	香港上市的股本證券	152,201	-	-	152,201
Life insurance policy	人壽保險保單	-	-	16,720	16,720

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簡明綜合財務報表附註

21. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (CONTINUED)

The Group did not have any financial liabilities measured at fair value as at 30 September 2020 and 31 March 2020.

During the Period, there were no transfers of fair value measurements between Level 1 and Level 2 and no transfers into or out of Level 3 for both financial assets and financial liabilities.

22. APPROVAL OF INTERIM FINANCIAL REPORT

The interim financial report was approved and authorised for issue by the Board on 23 November 2020.

21. 金融工具公允值及公允值層 級 (續)

本集團在2020年9月30日及2020年3月31日並無任何按公允值計值的金融負債。

於期內，就金融資產及金融負債而言，第1級和第2級的公允值計量之間並無轉移及並無轉入第3級或自第3級轉出。

22. 批准中期財務報告

董事會已於2020年11月23日批准及授權刊發本中期財務報告。

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES AND INTEREST IN ASSOCIATED CORPORATION

As at 30 September 2020, none of the Directors, chief executives of the Company nor their respective associates had any interests or short positions in any shares, underlying shares or debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 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 which were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein, or which were required, pursuant to the Model Code of the Listing Rules.

SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND/ OR SHORT POSITION IN SHARES AND UNDERLYING SHARES OF THE COMPANY

As at 30 September 2020, so far as was known to the Directors, the following persons/entities (other than the Directors or chief executive of the Company) had, or were deemed to have, interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under Section 336 of the SFO were as follows:

董事及主要行政人員於股份、相關股份及債券中之權益及淡倉及於相聯法團之權益

於2020年9月30日，本公司並無董事、主要行政人員或彼等各自的聯繫人於本公司或其相聯法團（定義見證券及期貨條例第XV部）之任何股份、相關股份或債券中擁有任何根據證券及期貨條例第XV部第7及8分部須通知本公司及聯交所之權益或淡倉（包括根據證券及期貨條例有關條文被當作或被視作擁有之權益或淡倉），或根據證券及期貨條例第352條須記入該條所指之股東名冊之權益或淡倉，或根據上市規則所載之標準守則須通知本公司及聯交所之權益或淡倉。

主要股東及其他人士於本公司股份及相關股份中之權益及／或淡倉

於2020年9月30日，就董事所知，以下人士／實體（董事或本公司主要行政人員除外）於本公司股份或相關股份中，擁有或被視為擁有根據證券及期貨條例第XV部第2及第3分部條文須向本公司披露的權益或淡倉，或已錄入根據證券及期貨條例第336條本公司須存置的股東名冊內的權益或淡倉如下：

OTHER INFORMATION

其他資料

Name of Shareholder	Capacity/ nature of interest	Number of shares	Approximately percentage of shareholding in our Company 佔本公司股權的 概約百分比
股東名稱	身份／權益性質	股份數目	
HNA Aviation Investment Holding Company Ltd. (Note 1) (附註 1)	Beneficial owner 實益擁有人	129,372,494 (long position) 129,372,494 股 (好倉)	74.96%
HNA Aviation (Hong Kong) Holdings Co., Limited 海航航空(香港)控股有限公司	Interest of a controlled corporation 受控制法團權益	129,372,494 (long position) 129,372,494 股 (好倉)	74.96%
HNA Tourism (International) Investment Group Co., Ltd. 海航旅業(國際)投資集團有限公司	Interest of a controlled corporation 受控制法團權益	129,372,494 (long position) 129,372,494 股 (好倉)	74.96%
HNA Tourism International (Hong Kong) Co., Limited 海航旅業國際(香港)有限公司	Interest of a controlled corporation 受控制法團權益	129,372,494 (long position) 129,372,494 股 (好倉)	74.96%
HNA Tourism Group Limited 海航旅遊集團有限公司	Interest of a controlled corporation 受控制法團權益	129,372,494 (long position) 129,372,494 股 (好倉)	74.96%

OTHER INFORMATION

其他資料

Name of Shareholder	Capacity/ nature of interest	Number of shares	Approximately percentage of shareholding in our Company 佔本公司股權的 概約百分比
股東名稱	身份／權益性質	股份數目	
HNA Group Co., Ltd. 海航集團有限公司	Interest of a controlled corporation 受控制法團權益	129,372,494 (long position) 129,372,494 股 (好倉)	74.96%
Hainan Traffic Administration Holding Co. Ltd. 海南交管控股有限公司	Interest of a controlled corporation 受控制法團權益	129,372,494 (long position) 129,372,494 股 (好倉)	74.96%
Tang Dynasty Development (Yangpu) Company Limited 盛唐發展(洋浦)有限公司	Interest of a controlled corporation 受控制法團權益	129,372,494 (long position) 129,372,494 股 (好倉)	74.96%
Hainan Province Cihang Foundation 海南省慈航公益基金會	Interest of a controlled corporation 受控制法團權益	129,372,494 (long position) 129,372,494 股 (好倉)	74.96%
China Huarong Asset Management Co., Ltd. (Note 2) 中國華融資產管理股份 有限公司(附註2)	Security interest 抵押權益	129,372,494 (long position) 129,372,494 股 (好倉)	74.96%

OTHER INFORMATION

其他資料

Notes:

1. HNA Aviation Investment Holding Company Ltd. is a wholly owned subsidiary of HNA Aviation (Hong Kong) Holdings Co., Limited which is owned as to 51.28% by HNA Tourism (International) Investment Group Co., Limited. HNA Tourism (International) Investment Group Co., Limited is a wholly owned subsidiary of HNA Tourism International (Hong Kong) Co., Limited. HNA Tourism International (Hong Kong) Co., Limited is a wholly owned subsidiary of HNA Tourism Group Limited (“海航旅遊集團有限公司”). HNA Group Co., Ltd. owns 69.96% of HNA Tourism Group Limited (“海航旅遊集團有限公司”). HNA Group Co., Ltd. is owned as to 70% by Hainan Traffic Administration Holding Co. Ltd.. Hainan Traffic Administration Holding Co. Ltd. is owned as to 50% by Tang Dynasty Development (Yangpu) Company Limited. Tang Dynasty Development (Yangpu) Company Limited is owned as to 65% by Hainan Province Cihang Foundation.

To the best of the Directors' knowledge, information and belief, after 31 August 2018, Cihang Sino-Western Cultural and Educational Exchange Foundation Limited directly held 100% shareholdings of Pan-American Aviation Holding Company. Pan-American Aviation Holding Company directly held 98% shareholdings of Tang Dynasty Development Company Limited which in turn directly held 35% shareholdings of Tang Dynasty Development (Yangpu) Company Limited* (盛唐發展(洋浦)有限公司).

附註：

1. HNA Aviation Investment Holding Company Ltd. 為海航航空(香港)控股有限公司一家全資附屬公司，後者由海航旅業(國際)投資集團有限公司持有51.28%權益。海航旅業(國際)投資集團有限公司為海航旅業國際(香港)有限公司的全資附屬公司。海航旅業國際(香港)有限公司為海航旅遊集團有限公司的全資附屬公司。海航集團有限公司持有海航旅遊集團有限公司69.96%權益。海航集團有限公司由海南交管控股有限公司持有70%權益，後者由盛唐發展(洋浦)有限公司持有50%權益，而盛唐發展(洋浦)有限公司由海南省慈善公益基金會持有65%權益。

就董事所知、所悉及所信，於2018年8月31日後，慈航東西方文教交流基金會有限公司直接持有Pan-American Aviation Holding Company之100%股權，而Pan-American Aviation Holding Company直接持有盛唐發展有限公司之98%股權，而盛唐發展有限公司則直接持有盛唐發展(洋浦)有限公司之35%股權。

2. According to the disclosure of interest notice filed by China Huarong Asset Management Co., Ltd. on 26 February 2020 (“CHAM Notice”), Option Best Holdings Limited (“Option Best”) held direct interest in 129,372,494 underlying Shares and is a wholly-owned subsidiary of Linewear Assets Limited (“Linewear Assets”). Linewear Assets is a wholly-owned subsidiary of Huarong International Financial Holdings Limited (“HIFH”). HIFH is owned as to 51% by Camellia Pacific Investment Holding Limited (“CPIH”). CPIH is a wholly-owned subsidiary of China Huarong International Holdings Limited (“CHIH”). CHIH is held as to 11.90% by Huarong Zhiyuan Investment & Management Co., Ltd. (“HZIM”) and as to 88.10% by Huarong Real Estate Co., Ltd. (“HRE”). Each of HZIM and HRE is a wholly-owned subsidiary of China Huarong Asset Management Co., Ltd.. Accordingly, Linewear Assets, HIFH, CPIH, CHIH, HZIM, HRE and China Huarong Asset Management Co., Ltd. are deemed to be interested in the underlying Shares held by Option Best by virtue of the provisions of the SFO.

Save as disclosed above, as at 30 September 2020, the Directors were not aware of any other persons/entities (other than the Directors and chief executive of the Company) who had interests and short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO or which were recorded in the register required to be kept by the Company under Section 336 of the SFO.

2. 根據中國華融資產管理股份有限公司於2020年2月26日存檔之權益披露通知(「中國華融通知」)，Option Best Holdings Limited(「Option Best」)持有129,372,494股相關股份之直接權益，並為Linewear Assets Limited(「Linewear Assets」)之全資附屬公司。Linewear Assets為Huarong International Financial Holdings Limited(「HIFH」)之全資附屬公司，而HIFH由Camellia Pacific Investment Holding Limited(「CPIH」)擁有51%權益。CPIH為China Huarong International Holdings Limited(「CHIH」)之全資附屬公司。CHIH由Huarong Zhiyuan Investment & Management Co., Ltd.(「HZIM」)及華融置業有限責任公司(「華融置業」)分別持有11.90%及88.10%權益。HZIM及華融置業各自為中國華融資產管理股份有限公司之全資附屬公司。因此，根據證券及期貨條例之條文，Linewear Assets、HIFH、CPIH、CHIH、HZIM、華融置業及中國華融資產管理股份有限公司被視為於Option Best持有之相關股份中擁有權益。

除上文所披露者外，於2020年9月30日，董事並不知悉有任何其他人士／實體(本公司董事及主要行政人員除外)於本公司股份或相關股份擁有根據證券及期貨條例第XV部第2及3分部須向本公司披露之權益及淡倉，或根據證券及期貨條例第336條記入本公司規定存置的股東名冊之權益及淡倉。

OTHER INFORMATION

其他資料

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

Save as disclosed in this report, during the Period, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities.

BOARD OF DIRECTORS

As at the date of this report, the Board comprises three executive Directors, namely Mr. Su Zhiyi (Chairman), Mr. Xiong Cong and Mr. Cai Si and three independent non-executive Directors, namely Mr. Ting Tit Cheung, Mr. Chan Chi Kuen and Mr. Lo Chun Pong. Changes in the composition of the Board during the Period is disclosed in the Corporate Governance section.

AUDIT COMMITTEE

The audit committee of the Company (the "Audit Committee") consists of three independent non-executive Directors, namely Mr. Chan Chi Kuen (Chairman of the Audit Committee), Mr. Ting Tit Cheung and Mr. Lo Chun Pong.

The Audit Committee has reviewed the Company's unaudited interim report (containing the unaudited condensed consolidated interim financial statements) for the Period, including the accounting principles and practices adopted by the Group, and discussed with management regarding internal control and financial reporting matters.

By order of the Board

Su Zhiyi

Chairman and Executive Director

Hong Kong, 23 November 2020

購買、出售或贖回本公司的上市證券

除本報告所披露者外，於本期間，本公司或其任何附屬公司並無購買、出售或贖回本公司任何上市證券。

董事會

於本報告日期，董事會由三名執行董事，即蘇志一先生（主席）、熊聰先生及蔡斯先生，以及三名獨立非執行董事，即丁鐵翔先生、陳志權先生及盧振邦先生組成。於本期間，有關董事會成員的變動，已於企業管治章節中披露。

審核委員會

本公司的審核委員會（「審核委員會」）由三名獨立非執行董事組成，即陳志權先生（審核委員會主席）、丁鐵翔先生及盧振邦先生。

審核委員會已審閱本公司於本期間的未經審核中期報告（載有未經審核簡明綜合中期財務報表），包括本集團採納的會計原則及準則，並與管理層討論有關內部監控及財務報告事宜。

承董事會命

主席兼執行董事

蘇志一

香港，2020年11月23日

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