



德泰新能源集團有限公司 DeTai New Energy Group Limited

(Incorporated in Bermuda with limited liability)

(於百慕達註冊成立之有限公司)

(香港聯合交易所上市編號 | HK Stock code : 559)



2019/20

INTERIM REPORT 中期報告

Corporate Information 公司資料

DIRECTORS

Executive Directors

WONG Hin Shek (*Chairman*)

CHI Chi Hung, Kenneth (*Chief Executive Officer*)

CHAN Wai Ki

Non-executive Directors

CHUI Kwong Kau

ZHANG Yudan

Independent Non-executive Directors

CHIU Wai On

MAN Kwok Leung

WONG Yun Kuen

COMPANY SECRETARY

TSANG Kwai Ping

REGISTERED OFFICE

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS

Room 2702, 27th Floor

China Resources Building

26 Harbour Road

Wan Chai, Hong Kong

STOCK CODE

559

WEBSITE

www.detai-group.com

董事

執行董事

王顯碩 (主席)

李志雄 (行政總裁)

陳偉祺

非執行董事

崔光球

張彧丹

獨立非執行董事

招偉安

萬國樑

黃潤權

公司秘書

曾桂萍

註冊辦事處

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

總辦事處兼主要營業地點

香港灣仔

港灣道26號

華潤大廈

27樓2702室

股份代號

559

網站

www.detai-group.com

Corporate Information 公司資料

BERMUDA PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

MUFG Fund Services (Bermuda) Limited
4th Floor
North Cedar House
41 Cedar Avenue
Hamilton HM 12
Bermuda

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

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

AUDITOR

BDO Limited

LEGAL ADVISER

Michael Li & Co.

PRINCIPAL BANKS

Bank of Communications Co., Ltd.
China CITIC Bank International Limited
Sumitomo Mitsui Banking Corporation
Canadian Imperial Bank of Commerce
Bank of Tianjin
Swedbank AB

百慕達股份過戶登記總處

MUFG Fund Services (Bermuda) Limited
4th Floor
North Cedar House
41 Cedar Avenue
Hamilton HM 12
Bermuda

香港股份過戶登記分處

卓佳登捷時有限公司
香港
皇后大道東183號
合和中心54樓

核數師

香港立信德豪會計師事務所有限公司

法律顧問

李智聰律師事務所

主要往來銀行

交通銀行股份有限公司
中信銀行(國際)有限公司
三井住友銀行
加拿大帝國商業銀行
天津銀行
瑞典銀行有限公司

The board (the "Board") of directors (the "Directors") of DeTai New Energy Group Limited (the "Company") hereby announces the unaudited consolidated interim results of the Company and its subsidiaries (the "Group") for the six months ended 31 December 2019 as follows:

德泰新能源集團有限公司(「本公司」)董事(「董事」)會(「董事會」)謹此宣佈本公司及其附屬公司(「本集團」)截至二零一九年十二月三十一日止六個月之未經審核綜合中期業績如下：

Condensed Consolidated Statement of Comprehensive Income 簡明綜合全面收益表

For the six months ended 31 December 2019 截至二零一九年十二月三十一日止六個月

		For the six months ended 31 December 截至十二月三十一日止六個月		
		2019 二零一九年 HK\$'000 千港元 (Unaudited) (未經審核)	2018 二零一八年 HK\$'000 千港元 (Unaudited) (未經審核)	
	Notes 附註			
Turnover	營業額	3	28,107	31,311
Cost of sales	銷售成本		(11,774)	(11,073)
Gross profit	毛利		16,333	20,238
Other income and gains or losses	其他收入及收益或虧損	4	8,239	191
Gain on disposal of subsidiaries	出售附屬公司之收益	5	8,512	880
General and administrative expenses	一般及行政開支		(35,328)	(47,920)
Selling and distribution expenses	銷售及分銷開支		(1,051)	(1,040)
Finance costs	融資成本	6	(901)	(618)
Share of loss of an associate	分佔一間聯營公司虧損	13	(208)	-
Impairment loss on loans receivable	應收貸款減值虧損	19	(366)	(29,401)
Impairment loss on intangible assets	無形資產減值虧損	14	-	(6,569)
Loss before taxation	稅前虧損	7	(4,770)	(64,239)
Taxation	稅項	8	519	2,143
Loss for the period	期內虧損		(4,251)	(62,096)
Other comprehensive income	其他全面收入			
<i>Items that may be subsequently reclassified to profit or loss</i>	<i>其後可能重新分類至損益之項目</i>			
Exchange differences arising on translation of financial statements of foreign operations	換算海外業務財務報表所產生匯兌差額		(3,020)	7,468
Release of exchange reserve upon disposal of subsidiaries	出售附屬公司時轉出外匯儲備		(3,910)	-
<i>Item that will not be subsequently reclassified to profit or loss</i>	<i>其後不會重新分類至損益之項目</i>			
Changes in fair value of equity investments at fair value through other comprehensive income	按公平值計入其他全面收入之股權投資公平值變動		-	2,647

Condensed Consolidated Statement of Comprehensive Income

簡明綜合全面收益表

For the six months ended 31 December 2019 截至二零一九年十二月三十一日止六個月

		For the six months ended 31 December	
		2019	2018
		二零一九年	二零一八年
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Other comprehensive income for the period	期內其他全面收入	(6,930)	10,115
Total comprehensive income for the period	期內全面收入總額	(11,181)	(51,981)
Loss for the period attributable to:	下列人士應佔期內虧損：		
Owners of the Company	本公司擁有人	(2,224)	(53,896)
Non-controlling interests	非控股權益	(2,027)	(8,200)
		(4,251)	(62,096)
Total comprehensive income for the period attributable to:	下列人士應佔期內全面收入總額：		
Owners of the Company	本公司擁有人	(9,399)	(44,941)
Non-controlling interests	非控股權益	(1,782)	(7,040)
		(11,181)	(51,981)
Loss per share to owners of the Company	本公司擁有人應佔每股虧損		
— Basic	— 基本	HK(0.01) cent 港仙	HK(0.34) cent 港仙
— Diluted	— 攤薄	HK(0.01) cent 港仙	HK(0.34) cent 港仙

Condensed Consolidated Statement of Financial Position

簡明綜合財務狀況表

As at 31 December 2019 於二零一九年十二月三十一日

			31 December 2019 二零一九年 十二月三十一日 HK\$'000 千港元 (Unaudited) (未經審核)	30 June 2019 二零一九年 六月三十日 HK\$'000 千港元 (Audited) (經審核)
ASSETS AND LIABILITIES	資產及負債			
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	11	478,363	487,804
Investment properties	投資物業	12	18,600	-
Interests in associates	於聯營公司之權益	13	15,392	-
Intangible assets	無形資產	14	-	-
Goodwill	商譽	15	56,384	57,150
Right-of-use assets	使用權資產	16	1,310	-
Loans receivable	應收貸款	19	19,143	-
Financial assets at fair value through profit or loss	按公平值計入損益之金融資產	17	58,161	110,015
Total non-current assets	非流動資產總值		647,353	654,969
Current assets	流動資產			
Inventories	存貨		47,915	50,888
Trade receivables, other receivables, deposits and prepayments	貿易應收賬項、其他應收款項、按金及預付款項	18	38,849	28,523
Loans receivable	應收貸款	19	54,813	92,349
Amount due from non-controlling interests	應收非控股權益款項	27	-	29,369
Financial assets at fair value through profit or loss	按公平值計入損益之金融資產	17	70,876	20,000
Pledged bank balances	已抵押銀行結餘	26	1,325	1,872
Bank balances and cash	銀行結餘及現金		375,202	302,424
Assets of a disposal group held for sale	持作出售之出售集團之資產	20	-	525,425 91,555
Total current assets	流動資產總值		588,980	616,980
Current liabilities	流動負債			
Trade payables, other advances and accruals	貿易應付賬項、其他墊款及應計費用	21	14,871	17,563
Contract liabilities	合約負債		4,190	2,794
Borrowings	借貸	22	22,493	10,766
Lease liabilities	租賃負債	23	1,785	-
Amount due to non-controlling interests	應付非控股權益款項	24	41,625	70,275
Tax payable	應付稅項		2,618	2,618
Liabilities of a disposal group held for sale	持作出售之出售集團之負債	20	-	104,016 402
Total current liabilities	流動負債總額		87,582	104,418

Condensed Consolidated Statement of Financial Position

簡明綜合財務狀況表

As at 31 December 2019 於二零一九年十二月三十一日

		31 December 2019 二零一九年 十二月三十一日	30 June 2019 二零一九年 六月三十日
		HK\$'000 千港元 (Unaudited) (未經審核)	HK\$'000 千港元 (Audited) (經審核)
		Notes 附註	
Net current assets	流動資產淨值	501,398	512,562
Total assets less current liabilities	資產總值減流動負債	1,148,751	1,167,531
Non-current liabilities	非流動負債		
Borrowings	借貸	22 122,826	128,961
Lease liabilities	租賃負債	23 1,995	-
Deferred tax liabilities	遞延稅項負債	70,442	71,928
Total non-current liabilities	非流動負債總額	195,263	200,889
Net assets	資產淨值	953,488	966,642
EQUITY	權益		
Share capital	股本	25 784,776	784,776
Reserves	儲備	213,058	256,987
Equity attributable to owners of the Company	本公司擁有人應佔權益	997,834	1,041,763
Non-controlling interests	非控股權益	(44,346)	(75,121)
Total equity	總權益	953,488	966,642

Condensed Consolidated Statement of Changes in Equity

簡明綜合權益變動表

For the six months ended 31 December 2018 截至二零一八年十二月三十一日止六個月

		Equity attributable to owners of the Company 本公司擁有人應佔權益												
		Share capital	Share premium	Contributed surplus	Income reserve	FVS valuation reserves	Exchange reserve	Special reserve	Share option reserve	Other reserve	Accumulated losses	Non-controlling interests	Total	Total equity
		股本	股份溢價	繳入盈餘	收入儲備	可供出售金融資產公允價值儲備	外匯儲備	特別儲備	購取權儲備	其他儲備	累計虧損	非控股權益	總計	總權益
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
At 1 July 2018, as original presented	於二零一八年七月一日，經重列	784,776	1,217,887	340,932	-	4,831	(59,187)	(43,246)	108,150	(15,990)	(1,200,719)	1,138,434	670	1,139,104
Effect of adoption of IAS/IFRS 9	採納香港財務報告準則第9號之影響	-	-	-	(1,953)	(4,831)	-	-	-	-	(6,606)	(13,390)	-	(13,390)
At 1 July 2018, as restated	於二零一八年七月一日，經重列	784,776	1,217,887	340,932	(1,953)	-	(59,187)	(43,246)	108,150	(15,990)	(1,207,325)	1,125,044	670	1,125,714
Capital injection of non-controlling interests	非控股權益注資	-	-	-	-	-	-	-	-	-	-	-	347	347
Release of fair value through other comprehensive income reserve upon the disposal	出售轉轉出按公平值計入其他全面收入儲備	-	-	-	6,784	-	-	-	-	-	(6,784)	-	-	-
Partial disposal of a subsidiary without loss of control	部分出售一間附屬公司而並無失去控制權	-	-	-	-	-	-	-	-	62,026	-	62,026	(62,026)	-
Recognition of equity-settled share-based payments expense	確認該項結算股份付款開支	-	-	-	-	-	-	-	1,932	-	-	1,932	-	1,932
Transactions with owners	與擁有人交易	-	-	-	6,784	-	-	-	1,932	62,026	(6,784)	63,958	(61,678)	2,279
Comprehensive income	全面收入	-	-	-	-	-	-	-	-	-	-	-	-	-
Loss for the period	期內虧損	-	-	-	-	-	-	-	-	-	(53,896)	(53,896)	(8,200)	(62,096)
Other comprehensive income	其他全面收入	-	-	-	-	-	-	-	-	-	-	-	-	-
Exchange differences arising on translation of financial statements of foreign operations	換算海外業務財務報表所產生匯兌差額	-	-	-	-	-	6,308	-	-	-	-	6,308	1,160	7,468
Changes in fair value of equity investments at fair value through other comprehensive income	按公平值計入其他全面收入之投資	-	-	-	2,647	-	-	-	-	-	-	-	2,647	2,647
Total comprehensive income for the period	期內全面收入總額	-	-	-	2,647	-	6,308	-	-	-	(53,896)	(44,941)	(7,040)	(51,381)
At 31 December 2018	於二零一八年十二月三十一日	784,776	1,217,887	340,932	7,478	-	(52,879)	(43,246)	111,082	46,036	(1,268,005)	1,144,061	(68,049)	1,076,012

Condensed Consolidated Statement of Changes in Equity

簡明綜合權益變動表

For the six months ended 31 December 2019 截至二零一九年十二月三十一日止六個月

		Equity attributable to owners of the Company										
		本公司擁有人應佔權益										
		Share capital	Share premium	Contributed surplus	Exchange reserve	Special reserve	Share option reserve	Other reserve	Accumulated losses	Total	Non-controlling interests	Total equity
		股本	股份溢價	總入盈餘	外匯儲備	特殊儲備	購股權儲備	其他儲備	累計虧損	總計	非控股權益	總權益
		HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
At 1 July 2019, as originally presented	於二零一九年七月一日，原先呈列	784,776	1,217,887	340,932	(51,649)	(43,246)	72,487	46,036	(1,325,460)	1,041,763	(75,121)	966,642
Effect of adoption of HKFRS 16	採納香港財務報告準則第16號之影響	-	-	-	-	-	-	-	(2,227)	(2,227)	(822)	(3,049)
At 1 July 2019, as restated	於二零一九年七月一日，經重列	784,776	1,217,887	340,932	(51,649)	(43,246)	72,487	46,036	(1,327,687)	1,039,536	(75,943)	963,593
Lapse of share options	購股權失效	-	-	-	-	-	(95)	-	95	-	-	-
Recognition of equity-settled share-based payments expense	確認以權益結算股份付款開支	-	-	-	-	-	696	-	-	696	-	696
Contribution from non-controlling interests	非控股權益出資	-	-	-	-	-	-	380	-	380	-	380
Deemed acquisition of subsidiary (note 27)	視作收購附屬公司(附註27)	-	-	-	-	-	-	(33,379)	-	(33,379)	33,379	-
Transactions with owners	與擁有人交易	-	-	-	-	-	601	(32,999)	95	(32,303)	33,379	1,076
Comprehensive income	全面收入	-	-	-	-	-	-	-	-	-	-	-
Loss for the period	期內虧損	-	-	-	-	-	-	-	(2,224)	(2,224)	(2,027)	(4,251)
Other comprehensive income	其他全面收入	-	-	-	-	-	-	-	-	-	-	-
Exchange difference arising on translation of foreign operations	換算海外業務所產生匯兌差額	-	-	-	(3,265)	-	-	-	-	(3,265)	245	(3,020)
Release of exchange reserve to profit or loss upon disposal of subsidiaries	出售附屬公司時轉出外匯儲備至損益	-	-	-	(3,910)	-	-	-	-	(3,910)	-	(3,910)
Total comprehensive income for the period	期內全面收入總額	-	-	-	(7,175)	-	-	-	(2,224)	(9,399)	(1,782)	(11,181)
At 31 December 2019	於二零一九年十二月三十一日	784,776	1,217,887	340,932	(58,824)	(43,246)	73,088	13,037	(1,329,816)	997,834	(44,346)	953,488

Condensed Consolidated Statement of Cash Flows

簡明綜合現金流量表

For the six months ended 31 December 2019 截至二零一九年十二月三十一日止六個月

		For the six months ended 31 December	
		截至十二月三十一日止六個月	
		2019	2018
		二零一九年	二零一八年
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Net cash generated from/(used in) operating activities	經營業務所得/(所用)現金淨額	2,106	(84,016)
Investing activities	投資活動		
Bank interest income received	已收銀行利息收入	13	9
Cash inflow from assignment of loan	轉讓貸款之現金流入	-	9,541
Proceeds of sales of financial assets at fair value through other comprehensive income	出售按公平值計入其他全面收入之金融資產所得款項	-	2,524
Compensation from profit guarantee received	已收溢利保證之補償	10,000	10,000
Purchase of property, plant and equipment	購置物業、廠房及設備	(523)	(1,296)
Sales proceeds of property, plant and equipment	物業、廠房及設備之銷售所得款項	35	4
Net cash outflows from acquisition of a subsidiary	收購一間附屬公司所得現金流出淨額	(6,995)	-
Net cash outflows from acquisition of an associate	收購一間聯營公司所得現金流出淨額	(15,600)	-
Increase in pledged bank balances	已抵押銀行結餘增加	528	2,271
Net cash inflows from disposal of subsidiaries	出售附屬公司所得現金流出淨額	85,802	5,000
Net cash generated from investing activities	投資活動所得現金淨額	73,260	28,053
Financing activities	融資活動		
Interest paid	已付利息	(901)	(618)
Repayments of borrowings	償還借貸	(6,408)	(2,870)
Repayments of principal portion of the lease liabilities	償還租賃負債的本金部分	(911)	-
Capital injection from non-controlling interests	非控股權益注資	-	347
Advance from non-controlling interests	非控股權益墊款	1,193	4,118
Net cash (used in)/generated from financing activities	融資活動(所用)/所得現金淨額	(7,027)	977
Net increase/(decrease) in cash and cash equivalents	現金及現金等值項目增加/(減少)淨額	68,339	(54,986)
Effect of foreign exchange rate, net	匯率影響淨額	4,439	5,817
Cash and cash equivalents at beginning of the period	期初現金及現金等值項目	302,424	421,712
Cash and cash equivalents at end of the period	期終現金及現金等值項目	375,202	372,543
Analysis of the balances of cash and cash equivalents	現金及現金等值項目結餘分析		
Cash and cash equivalents included in cash and bank balances	計入現金及銀行結餘之現金及現金等值項目	375,202	372,522
Cash and bank balances included in assets of a disposal group held for sale	計入持作出售之出售集團資產之現金及銀行結餘	-	21
Cash and cash equivalents at end of the period	期終現金及現金等值項目	375,202	372,543

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 31 December 2019 截至二零一九年十二月三十一日止六個月

1. BASIS OF PREPARATION

The unaudited condensed consolidated interim financial statements of the Group have been 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 applicable disclosure requirements of Appendix 16 to the Rules Governing the Listing of Securities (the “Listing Rules”) on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”).

The unaudited condensed consolidated interim financial statements have been prepared under the historical cost basis except for certain financial instruments, which are measured at fair value.

These unaudited condensed consolidated interim financial statements should be read in conjunction with the audited consolidated financial statements of the Group for the year ended 30 June 2019. The accounting policies used in the unaudited condensed consolidated interim financial statements are consistent with those followed in the preparation of the Group’s consolidated financial statements for the year ended 30 June 2019, except for the adoption of the new or amended Hong Kong Financial Reporting Standards (“HKFRSs”), which include individual HKFRSs, HKAS and Interpretations (“Int”). The Group has not early adopted any new HKFRSs that have been issued but are not yet effective.

1. 編製基準

本集團之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」）所頒佈之香港會計準則（「香港會計準則」）第34號「中期財務報告」及香港聯合交易所有限公司（「聯交所」）證券上市規則（「上市規則」）附錄十六之適用披露規定編製。

除若干按公平值計量之金融工具外，未經審核簡明綜合中期財務報表乃根據歷史成本法編製。

該等未經審核簡明綜合中期財務報表須與本集團截至二零一九年六月三十日止年度之經審核綜合財務報表一併閱覽。除採納新訂或經修訂香港財務報告準則（「香港財務報告準則」，包括個別香港財務報告準則、香港會計準則及詮釋（「詮釋」））外，未經審核簡明綜合中期財務報表所用會計政策與編製本集團截至二零一九年六月三十日止年度之綜合財務報表所遵循者貫徹一致。本集團並無提早採納任何已頒佈但尚未生效之新訂香港財務報告準則。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 31 December 2019 截至二零一九年十二月三十一日止六個月

2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS

2.1 Adoption of new/revised HKFRSs

In the current period, the Group has applied for the first time the following new standards, amendments and interpretations (“the new HKFRSs”) issued by the HKICPA, which are relevant to and effective for the Group’s condensed consolidated financial statements for the annual period beginning on 1 July 2019:

HKFRS 16	Leases
HK(IFRIC)- Interpretation 23	Uncertainty over Income Tax Treatments
Amendments to HKFRS 9	Prepayment Features with Negative Compensation
Amendments to HKAS 28	Long-term Interests in Associates and Joint Ventures
Amendments to HKFRS 3, HKFRS 11, HKAS 12 and HKAS 23	Annual Improvements to HKFRSs 2015–2017 Cycle

Except for the effect stated below, the adoption of the new/revised HKFRSs has no material impact on the Group’s condensed consolidated financial statements.

2. 採納香港財務報告準則

2.1 採納新訂／經修訂香港財務報告準則

於本期間，本集團首次應用以下由香港會計師公會頒佈之新訂準則、修訂及詮釋（「新訂香港財務報告準則」），新訂香港財務報告準則與本集團於二零一九年七月一日開始之年度期間之簡明綜合財務報表相關，並適用於該等財務報表：

香港財務報告準則 第16號	租賃
香港（國際財務報告詮釋 委員會）—詮釋第23號	所得稅處理之不確定性
香港財務報告準則第9號 之修訂	具有負補償之提早 還款特性
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	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

除下文所述影響外，採納該等新訂／經修訂香港財務報告準則對本集團之簡明綜合財務報表並無重大影響。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 31 December 2019 截至二零一九年十二月三十一日止六個月

2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS

(Continued)

2.1 Adoption of new/revised HKFRSs

(Continued)

HKFRS 16 Lease (“HKFRS 16”)

(i) *Impact of the adoption of HKFRS 16*

HKFRS 16 brings significant changes in accounting treatment for lease accounting, primarily for accounting for lessees. It replaces HKAS 17 Leases (“HKAS 17”), HK(IFRIC)-Interpretation 4 Determining whether an Arrangement contains a Lease, HK(SIC)-Interpretation 15 Operating Leases-Incentives and HK(SIC)-Interpretation 27 Evaluating the Substance of Transactions Involving the Legal Form of a Lease. From a lessee’s perspective, almost all leases are recognised in the condensed consolidated statement of financial position as right-of-use assets and lease liabilities, with the narrow exception to this principle for leases which the underlying assets are of low-value or are determined as short-term leases. From a lessor’s perspective, the accounting treatment is substantially unchanged from HKAS 17. For details of HKFRS 16 regarding its new definition of a lease, its impact on the Group’s accounting policies and the transition method adopted by the Group as allowed under HKFRS 16, please refer to section (ii) to (v) of this note.

2. 採納香港財務報告準則 (續)

2.1 採納新訂／經修訂香港財務報告準則 (續)

香港財務報告準則第16號租賃 (「香港財務報告準則第16號」)

(i) *採納香港財務報告準則第16號之影響*

香港財務報告準則第16號對租賃會計之會計處理作出重大變動，主要為承租人會計處理。其取代香港會計準則第17號租賃(「香港會計準則第17號」)、香港(國際財務報告詮釋委員會)－詮釋第4號釐定安排是否包括租賃、香港(準則詮釋委員會)－詮釋第15號經營租賃－優惠及香港(準則詮釋委員會)－詮釋第27號評估涉及租賃法律形式交易之內容。就承租人角度而言，絕大部分租賃於簡明綜合財務狀況表確認為使用權資產及租賃負債，惟該原則中之少數例外情況為相關資產價值較低或被釐定為短期租賃之租賃。就出租人角度而言，會計處理與香港會計準則第17號大致不變。有關香港財務報告準則第16號對租賃之新定義、其對本集團會計政策之影響及香港財務報告準則第16號項下允許本集團採納之過渡方法之詳情，請參閱本附註第(ii)至(v)節。

Notes to the Condensed Consolidated Financial Statements 簡明綜合財務報表附註

For the six months ended 31 December 2019 截至二零一九年十二月三十一日止六個月

2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS

(Continued)

2.1 Adoption of new/revised HKFRSs

(Continued)

HKFRS 16 Lease (“HKFRS 16”) (Continued)

(i) *Impact of the adoption of HKFRS 16 (Continued)*

The Group has applied HKFRS 16 using the cumulative effect approach and recognised all the cumulative effect of initially applying HKFRS 16 as an adjustment to the opening balance of accumulated losses at the date of initial application. The comparative information presented in 2018 has not been restated and continues to be reported under HKAS 17 and related interpretations as allowed by the transition provision in HKFRS 16.

The following tables summarised the impact of the adoption of HKFRS 16 on the Group’s condensed consolidated statement of financial position as at 1 July 2019 as follows (increase/(decrease)):

2. 採納香港財務報告準則 (續)

2.1 採納新訂／經修訂香港財務報告準則 (續)

香港財務報告準則第16號租賃 (「香港財務報告準則第16號」) (續)

(i) *採納香港財務報告準則第16號之影響 (續)*

本集團已採用累計影響法應用香港財務報告準則第16號，並於首次應用日期確認首次應用香港財務報告準則第16號之所有累計影響為累計虧損期初結餘之調整。二零一八年呈列之比較資料概無重列，並繼續根據香港會計準則第17號及香港財務報告準則第16號過渡條文准許之相關詮釋呈報。

下表概述採納香港財務報告準則第16號對於二零一九年七月一日之本集團簡明綜合財務狀況表之影響如下(增加／(減少))：

		HK\$'000 千港元
Condensed consolidated statement of financial position as at 1 July 2019	於二零一九年七月一日之簡明綜合財務狀況表	
Right-of-use assets	使用權資產	1,684
Lease liabilities (non-current)	租賃負債(非流動)	2,891
Lease liabilities (current)	租賃負債(流動)	1,842
Total lease liabilities	租賃負債總額	4,733
Accumulated losses	累計虧損	2,227
Non-controlling interests	非控股權益	(822)

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 31 December 2019 截至二零一九年十二月三十一日止六個月

2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS

(Continued)

2.1 Adoption of new/revised HKFRSs

(Continued)

HKFRS 16 Lease ("HKFRS 16") (Continued)

- (i) *Impact of the adoption of HKFRS 16*
(Continued)

The carrying amount of right-of-use assets as at 1 July 2019 comprises the following:

2. 採納香港財務報告準則 (續)

2.1 採納新訂／經修訂香港財務報告準則 (續)

香港財務報告準則第16號租賃
(「香港財務報告準則第16號」)
(續)

- (i) 採納香港財務報告準則第16號之影響 (續)

於二零一九年七月一日的
使用權資產賬面值包括以下各
項：

		HK\$'000 千港元
Right-of-use assets relating to operating lease recognised upon application of HKFRS 16	應用香港財務報告準則第16號後確認有關經營租賃的使用權資產	4,560
Less: Impairment loss recognised upon initial application of HKFRS 16	減：首次應用香港財務報告準則第16號後確認的減值虧損	(2,876)
Right-of-use assets as at 1 July 2019	於二零一九年七月一日的 使用權資產	1,684

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 31 December 2019 截至二零一九年十二月三十一日止六個月

2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS

(Continued)

2.1 Adoption of new/revised HKFRSs

(Continued)

HKFRS 16 Lease ("HKFRS 16") (Continued)

(i) *Impact of the adoption of HKFRS 16*
(Continued)

The following reconciliation explains how the operating lease commitments disclosed applying HKAS 17 at the end of 30 June 2019 could be reconciled to the lease liabilities at the date of initial application recognised in the condensed consolidated statement of financial position as at 1 July 2019:

Reconciliation of operating lease commitment to lease liabilities

2. 採納香港財務報告準則 (續)

2.1 採納新訂／經修訂香港財務報告準則 (續)

香港財務報告準則第16號租賃 (「香港財務報告準則第16號」) (續)

(i) 採納香港財務報告準則第16號之影響 (續)

以下對賬解釋於二零一九年六月三十日結束時應用香港會計準則第17號披露之經營租賃承擔如何與於二零一九年七月一日之簡明綜合財務狀況表中確認於首次應用日期之租賃負債進行對賬：

經營租賃承擔與租賃負債之對賬

		HK\$'000 千港元
Operating lease commitment as of 30 June 2019	截至二零一九年六月三十日之經營租賃承擔	5,980
Less: short term leases for which lease terms end within 30 June 2020	減：租期於二零二零年六月三十日內完結之短期租賃	(964)
Less: future interest expenses	減：未來利息開支	(283)
Total lease liabilities as of 1 July 2019	截至二零一九年七月一日之租賃負債總額	4,733

The weight average lessee's incremental borrowing rate applied to lease liabilities recognised in the condensed consolidated statement of financial position as at 1 July 2019 is approximately to 4.33%.

於二零一九年七月一日之簡明綜合財務狀況表中確認應用於租賃負債的加權平均承租人增量借款利率約為4.33%。

Notes to the Condensed Consolidated Financial Statements 簡明綜合財務報表附註

For the six months ended 31 December 2019 截至二零一九年十二月三十一日止六個月

2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS

(Continued)

2.1 Adoption of new/revised HKFRSs

(Continued)

HKFRS 16 Lease ("HKFRS 16") (Continued)

(ii) *The new definition of a lease*

Under HKFRS 16, a lease is defined as a contract, or part of a contract, that conveys the right to use an asset (the underlying asset) for a period of time in exchange for consideration. A contract conveys the right to control the use of an identified asset for a period of time when the customer, throughout the period of use, has both: (a) the right to obtain substantially all of the economic benefits from use of the identified asset and (b) the right to direct the use of the identified asset.

2. 採納香港財務報告準則 (續)

2.1 採納新訂／經修訂香港財務報告準則 (續)

香港財務報告準則第16號租賃 (「香港財務報告準則第16號」) (續)

(ii) *租賃之新定義*

根據香港財務報告準則第16號，租賃被定義為於一段時間內給予資產(相關資產)使用權以換取代價之一項合約或合約之一部分。當客戶於整個使用期間同時：(a)有權獲取使用已識別資產帶來之絕大部分經濟利益及(b)有權指示已識別資產之用途時，合約可於一段時間內給予已識別資產使用之控制權。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 31 December 2019 截至二零一九年十二月三十一日止六個月

2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS

(Continued)

2.1 Adoption of new/revised HKFRSs

(Continued)

HKFRS 16 Lease (“HKFRS 16”) (Continued)

(iii) Accounting as a lessee

Under HKAS 17, a lessee has to classify a lease as an operating lease or a finance lease based on the extent to which risks and rewards incidental to ownership of a lease asset lie with the lessor or the lessee. If a lease is determined as an operating lease, the lessee would recognise the lease payments under the operating lease as an expense over the lease term. The asset under the lease would not be recognised in the condensed consolidated statement of financial position.

Under HKFRS 16, all leases (irrespective of they are operating leases or finance leases) are required to be capitalised in the condensed consolidated statement of financial position as right-of-use assets and lease liabilities, but HKFRS 16 provides accounting policy choices for an entity to choose not to capitalise (i) leases which are short-term leases and/or (ii) leases for which the underlying asset is of low-value. The Group has elected not to recognise right-of-use assets and lease liabilities for low-value assets and leases for which at the commencement date have a lease term less than 12 months. The lease payments associated with those leases have been expensed on straight-line basis over the lease term.

2. 採納香港財務報告準則 (續)

2.1 採納新訂／經修訂香港財務報告準則 (續)

香港財務報告準則第16號租賃 (「香港財務報告準則第16號」) (續)

(iii) 作為承租人之會計處理

根據香港會計準則第17號，承租人須根據租賃資產擁有權隨附風險及回報與出租人或承租人之相關程度將租賃分類為經營租賃或融資租賃。倘租賃釐定為經營租賃，承租人將於租期內將經營租賃項下之租賃付款確認為開支。租賃項下之資產將不會於簡明綜合財務狀況表內確認。

根據香港財務報告準則第16號，所有租賃（不論為經營租賃或融資租賃）須於簡明綜合財務狀況表資本化為使用權資產及租賃負債，惟香港財務報告準則第16號為實體提供會計政策選擇，可選擇不將(i)屬短期租賃之租賃及／或(ii)相關資產為低價值之租賃進行資本化。本集團已選擇不就於開始日期租期少於12個月之低價值資產及租賃確認使用權資產及租賃負債。與該等租賃相關之租賃付款已於租期內按直線法支銷。

Notes to the Condensed Consolidated Financial Statements 簡明綜合財務報表附註

For the six months ended 31 December 2019 截至二零一九年十二月三十一日止六個月

2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS

(Continued)

2.1 Adoption of new/revised HKFRSs

(Continued)

HKFRS 16 Lease ("HKFRS 16") (Continued)

(iii) Accounting as a lessee (Continued)

The Group recognised right-of-use assets and lease liabilities at the commencement date of a lease.

Right-of-use asset

The right-of-use asset should be recognised at cost and would comprise: (i) the amount of the initial measurement of the lease liability (see below for the accounting policy to account for lease liability); (ii) any lease payments made at or before the commencement date, less any lease incentives received; (iii) any initial direct costs incurred by the lessee; and (iv) an estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset to the condition required by the terms and conditions of the lease, unless those costs are incurred to produce inventories. The Group measures the right-to-use asset at cost, less any accumulated depreciation and any impairment losses, and adjusted for any remeasurement of lease liability.

2. 採納香港財務報告準則 (續)

2.1 採納新訂／經修訂香港財務報告準則 (續)

香港財務報告準則第16號租賃 (「香港財務報告準則第16號」) (續)

(iii) 作為承租人之會計處理 (續)
本集團於租賃開始日期確認使用權資產及租賃負債。

使用權資產

使用權資產應按成本確認並將包括：(i) 初步計量租賃負債之金額(見下文有關租賃負債入賬之會計政策)；(ii) 於開始日期或之前作出之任何租賃付款減任何已收租賃獎勵；(iii) 承租人產生之任何初步直接成本；及(iv) 承租人將相關資產拆除及移除至租賃條款及條件規定之狀況時將產生之估計成本，除非該等成本乃為生產存貨而產生則除外。本集團按成本減任何累計折舊及任何減值虧損計量使用權資產，並就租賃負債之任何重新計量作出調整。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 31 December 2019 截至二零一九年十二月三十一日止六個月

2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS

(Continued)

2.1 Adoption of new/revised HKFRSs

(Continued)

HKFRS 16 Lease (“HKFRS 16”) (Continued)

(iii) Accounting as a lessee (Continued)

Right-of-use asset (Continued)

For the Group, leasehold land and buildings that were held for rental or capital appreciation purpose would continue to be accounted for under HKAS 40 and would be carried at fair value. The adoption of HKFRS 16 therefore does not have any significant impact on these right-of-use assets. Other than the above right-of-use assets, the Group also has leased a number of properties under tenancy agreements which the Group exercises its judgement and determines that it is a separate class of asset apart from the leasehold land and buildings which is held for own use. As a result, the right-of-use asset arising from the properties under tenancy agreements are carried at depreciated cost.

Lease liability

The lease liability should be recognised at the present value of the lease payments that are not paid at the date of commencement of the lease. The lease payments shall be discounted using the interest rate implicit in the lease, if that rate cannot be readily determined. If that rate cannot be readily determined, the Group shall use the Group’s incremental borrowing rate.

2. 採納香港財務報告準則 (續)

2.1 採納新訂／經修訂香港財務報告準則 (續)

香港財務報告準則第16號租賃 (「香港財務報告準則第16號」) (續)

(iii) 作為承租人之會計處理 (續)

使用權資產 (續)

就本集團而言，持作租賃或資本增值用途之租賃土地及樓宇將繼續根據香港會計準則第40號入賬及將按公平值列賬。因此，採納香港財務報告準則第16號不會對該等使用權資產造成任何重大影響。除上述使用權資產外，本集團亦根據租賃協議租賃多項物業，本集團對其行使判斷及釐定其是否為持作自用之租賃土地及樓宇以外之另一資產類別。因此，租賃協議項下物業產生之使用權資產按折舊成本列賬。

租賃負債

租賃負債應按並非於租賃開始日期支付之租賃付款之現值確認。倘該利率可輕易釐定，租賃付款將採用租賃隱含之利率貼現。倘該利率無法輕易釐定，本集團將使用本集團之增量借款利率。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 31 December 2019 截至二零一九年十二月三十一日止六個月

2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS

(Continued)

2.1 Adoption of new/revised HKFRSs

(Continued)

HKFRS 16 Lease (“HKFRS 16”) (Continued)

(iii) Accounting as a lessee (Continued)

Lease liability (Continued)

The following payments for the right-to-use the underlying asset during the lease term that are not paid at the commencement date of the lease are considered to be lease payments: (i) fixed payments less any lease incentives receivable; (ii) variable lease payments that depend on an index or a rate, initially measured using the index or rate as at commencement date; (iii) amounts expected to be payable by the lessee under residual value guarantees; (iv) the exercise price of a purchase option if the lessee is reasonably certain to exercise that option; and (v) payments of penalties for terminating the lease, if the lease term reflects the lessee exercising an option to terminate the lease.

Subsequent to the commencement date, a lessee shall measure the lease liability by: (i) increasing the carrying amount to reflect interest on the lease liability; (ii) reducing the carrying amount to reflect the lease payments made; and (iii) remeasuring the carrying amount to reflect any reassessment or lease modifications, e.g., a change in future lease payments arising from change in an index or rate, a change in the lease term, a change in the substance fixed lease payments or a change in assessment to purchase the underlying asset.

2. 採納香港財務報告準則 (續)

2.1 採納新訂／經修訂香港財務報告準則 (續)

香港財務報告準則第16號租賃 (「香港財務報告準則第16號」) (續)

(iii) 作為承租人之會計處理 (續) 租賃負債 (續)

下列並非於租賃開始日期支付之租期內就相關使用權資產支付之款項被視為租賃付款：(i) 固定付款減任何應收租賃獎勵；(ii) 初步按開始日期之指數或利率計量之浮動租賃付款(取決於指數或利率)；(iii) 承租人根據剩餘價值擔保預期應付之款項；(iv) 倘承租人合理確定行使購買選擇權，該選擇權之行使價；及(v) 倘租期反映承租人行使選擇權終止租賃，終止租賃之罰款付款。

於開始日期後，承租人將按以下項目計量租賃負債：(i) 增加賬面值以反映租賃負債之利息；(ii) 減少賬面值以反映作出之租賃付款；及(iii) 重新計量賬面值以反映任何重估或租賃修改，如指數或利率變動導致未來租賃付款變動、租期變動、實質固定租賃付款變動或購買相關資產之評估變動。

Notes to the Condensed Consolidated Financial Statements 簡明綜合財務報表附註

For the six months ended 31 December 2019 截至二零一九年十二月三十一日止六個月

2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS

(Continued)

2.1 Adoption of new/revised HKFRSs

(Continued)

HKFRS 16 Lease ("HKFRS 16") (Continued)

(iv) *Accounting as a lessor*

The Group has leased out its investment property to a number of tenants. As the accounting under HKFRS 16 for a lessor is substantially unchanged from the requirements under HKAS 17, the adoption of HKFRS 16 does not have significant impact on these condensed consolidated financial statements.

(v) *Transition*

As mentioned above, the Group has applied HKFRS 16 using the cumulative effect approach and recognised all the cumulative effect of initially applying HKFRS 16 as an adjustment to the opening balance of accumulated losses at the date of initial application (1 July 2019). The comparative information presented in 2018 has not been restated and continues to be reported under HKAS 17 and related interpretations as allowed by the transition provision in HKFRS 16.

The Group has recognised the lease liabilities at the date of 1 July 2019 for leases previously classified as operating leases applying HKAS 17 and measured those lease liabilities at the present value of the remaining lease payments, discounted using the lessee's incremental borrowing rate at 1 July 2019.

2. 採納香港財務報告準則 (續)

2.1 採納新訂／經修訂香港財務報告準則 (續)

香港財務報告準則第16號租賃 (「香港財務報告準則第16號」) (續)

(iv) *作為出租人之會計處理*

本集團出租其投資物業予多名租戶。由於香港財務報告準則第16號項下出租人之會計處理與香港會計準則第17號項下規定大致不變，採納香港財務報告準則第16號對該等簡明綜合財務報表並無重大影響。

(v) *過渡*

誠如上文所述，本集團已採用累計影響法應用香港財務報告準則第16號，並於首次應用日期(二零一九年七月一日)確認首次應用香港財務報告準則第16號之所有累計影響為累計虧損期初結餘之調整。二零一八年呈列之比較資料概無重列，並繼續根據香港會計準則第17號及香港財務報告準則第16號過渡條文准許之相關詮釋呈報。

本集團已於二零一九年七月一日當日就先前應用香港會計準則第17號分類為經營租賃之租賃確認租賃負債，並透過採用於二零一九年七月一日之承租人增量借款利率貼現按餘下租賃付款之現值計量該等租賃負債。

Notes to the Condensed Consolidated Financial Statements 簡明綜合財務報表附註

For the six months ended 31 December 2019 截至二零一九年十二月三十一日止六個月

2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS

(Continued)

2.1 Adoption of new/revised HKFRSs

(Continued)

HKFRS 16 Lease ("HKFRS 16") (Continued)

(v) *Transition* (Continued)

The Group has elected to recognise all the right-of-use assets at 1 July 2019 for leases previously classified operating leases under HKAS 17 as if HKFRS 16 had been applied since the commencement date, but discounted using the lessee's incremental borrowing rate at the date of initial application. For all these right-of-use assets, the Group has applied HKAS 36 Impairment of Assets at 1 July 2019 to assess if there was any impairment as on that date.

The Group has also applied the follow practical expedients: (i) applied a single discount rate to a portfolio of leases with reasonably similar characteristics; and (ii) applied the exemption of not to recognise right-of-use assets and lease liabilities for leases with term that will end within 12 months of the date of initial application (1 July 2019) and accounted for those leases as short-term leases.

2. 採納香港財務報告準則 (續)

2.1 採納新訂／經修訂香港財務報告準則 (續)

香港財務報告準則第16號租賃
(「香港財務報告準則第16號」)
(續)

(v) *過渡* (續)

本集團已選擇於二零一九年七月一日就先前根據香港會計準則第17號分類為經營租賃之租賃確認所有使用權資產，猶如香港財務報告準則第16號自開始日期起已經應用，惟採用首次應用日期之承租人增量借款利率進行貼現。就所有該等使用權資產而言，本集團已於二零一九年七月一日應用香港會計準則第36號資產減值以評估該日是否有任何減值。

本集團亦已應用下列實際權宜方法：(i) 就具有合理相似特徵之租賃組合應用單一貼現率；及(ii) 應用不就租期將於首次應用日期(二零一九年七月一日)起計12個月內結束之租賃確認使用權資產及租賃負債之豁免，並將該等租賃入賬列作短期租賃。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 31 December 2019 截至二零一九年十二月三十一日止六個月

2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS

(Continued)

2.2 New/revised HKFRSs that have been issued but are not yet effective

The following new/revised HKFRSs, potentially relevant to the Group's condensed consolidated financial statements, have been issued, but are not yet effective and have not been early adopted by the Group.

Amendments to HKAS 1 and HKAS 8	Definition of material ¹
Amendments to HKFRS 3	Definition of a business ²
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ³

- ¹ Effective for annual periods beginning on or after 1 January 2020.
- ² Effective for business combinations and assets acquisition for which the acquisition date is on or after the beginning of the first annual period beginning on or after 1 January 2020.
- ³ The amendments were originally intended to be effective for periods beginning on or after 1 January 2017. The effective date has now been deferred/removed. Early application of the amendments continue to be permitted.

2. 採納香港財務報告準則(續)

2.2 已頒佈但尚未生效之新訂／經修訂香港財務報告準則

本集團並無提早採納下列可能與本集團簡明綜合財務報表有關之已頒佈但尚未生效之新訂／經修訂香港財務報告準則。

香港會計準則第1號及香港會計準則第8號之修訂	重大之定義 ¹
香港財務報告準則第3號之修訂	業務之定義 ²
香港財務報告準則第10號及香港會計準則第28號之修訂	投資者與其聯營公司或合營企業間之資產出售或出資 ³

- ¹ 於二零二零年一月一日或之後開始之年度期間生效。
- ² 對收購日期為於二零二零年一月一日或之後開始之首個年度期間開始或之後的業務合併及資產收購有效。
- ³ 該等修訂原定於二零一七年一月一日或之後開始之期間生效。生效日期現已延遲／取消。仍然准許提早應用該等修訂。

Notes to the Condensed Consolidated Financial Statements 簡明綜合財務報表附註

For the six months ended 31 December 2019 截至二零一九年十二月三十一日止六個月

2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS

(Continued)

2.2 New/revised HKFRSs that have been issued but are not yet effective

(Continued)

Amendments to HKAS 1 and HKAS 8 — Definition of material

The amendments clarify the definition and explanation of “material”, aligning the definition across all HKFRS Standards and the Conceptual Framework, and incorporating supporting requirements in HKAS 1 into the definition.

Amendments to HKFRS 3 — Definition of a business

The amendments clarify that a business must include, as a minimum, an input and a substantive process that together significantly contribute to the ability to create outputs, together with providing extensive guidance on what is meant by a “substantive process”.

Additionally, the amendments remove the assessment of whether market participants are capable of replacing any missing inputs or processes and continuing to produce outputs, whilst narrowing the definition of “outputs” and a “business” to focus on returns from selling goods and services to customers, rather than on cost reductions.

An optional concentration test has also been added that permits a simplified assessment of whether an acquired set of activities and assets is not a business.

2. 採納香港財務報告準則(續)

2.2 已頒佈但尚未生效之新訂／經修訂香港財務報告準則(續)

香港會計準則第1號及香港會計準則第8號之修訂一重大之定義
該等修訂澄清「重大」之定義及解釋，與所有香港財務報告準則及概念框架之定義相同，且將香港會計準則第1號之支持性規定納入定義。

香港財務報告準則第3號之修訂一業務之定義

該等修訂澄清業務必須包括至少一項投入及一個實質性過程，而兩者對創造產出之能力有重大貢獻，並對「實質性過程」之定義提供廣泛指引。

此外，該等修訂取消市場參與者是否有能力取代任何缺失之投入或過程及持續產出之評估，同時收窄「產出」及「業務」之定義範圍，重點關注向客戶銷售商品及服務所得之回報而非降低成本。

該等修訂亦加入選擇性之集中度測試，允許簡化所收購之一組活動及資產是否並非業務之評估。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 31 December 2019 截至二零一九年十二月三十一日止六個月

2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS

(Continued)

2.2 New/revised HKFRSs that have been issued but are not yet effective

(Continued)

Amendments to HKFRS 10 and HKAS 28 — Sale or Contribution of Assets between an Investor and its Associate or Joint Venture

The amendments clarify the extent of gains or losses to be recognised when an entity sells or contributes assets to its associate or joint venture. When the transaction involves a business the gain or loss is recognised in full, conversely when the transaction involves assets that do not constitute a business the gain or loss is recognised only to the extent of the unrelated investors' interests in the joint venture or associate.

The Group is in the process of making an assessment of the potential impact of these new pronouncement upon application.

3. TURNOVER AND SEGMENT INFORMATION

Turnover, which is also revenue, represents the amounts received and receivable for goods sold to outside customers, net of returns and discounts and sales related taxes, income from hotel operations and interest income from loans receivable during the period.

(a) Reportable segments

The Group determines its operating segments based on the reports reviewed by the chief operating decision-makers that are used to make strategic decisions. The chief operating decision-maker has been identified as the Company's executive directors.

2. 採納香港財務報告準則(續)

2.2 已頒佈但尚未生效之新訂／經修訂香港財務報告準則(續)

香港財務報告準則第10號及香港會計準則第28號之修訂 — 投資者與其聯營公司或合營企業間之資產出售或出資

該等修訂澄清實體向其聯營公司或合營企業出售或出資資產時應確認之收益或虧損之程度。當交易涉及業務時，收益或虧損獲悉數確認，相反，當交易涉及不構成業務之資產時，收益或虧損僅在無關投資者在合營企業或聯營公司中之權益範圍內確認。

本集團現正評估應用該等新公佈修訂之潛在影響。

3. 營業額及分類資料

營業額(亦即收益)乃指期內經扣除退貨及折扣以及與銷售有關之稅項後向外界客戶出售商品之已收及應收款項、酒店營運之收入及應收貸款之利息收入。

(a) 可報告分類

本集團根據主要營運決策者審閱用於策略決定之報告釐定經營分類。主要營運決策者確定為本公司執行董事。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 31 December 2019 截至二零一九年十二月三十一日止六個月

3. TURNOVER AND SEGMENT INFORMATION *(Continued)*

(a) Reportable segments *(Continued)*

The Group currently has five reportable segments. The segments are managed separately as each business offers different products and services and requires different business strategies as follows:

- (i) hotel hospitality business;
- (ii) provision of money lending services;
- (iii) new energy business;
- (iv) trading and distribution of liquor and wine; and
- (v) investments in funds.

There were no inter-segment transactions between different operating segments for the period. Central revenue and expenses are not allocated to the operating segments as they are not included in the measure of the segments' results that are used by the chief operating decision-makers for assessment of segment performance.

3. 營業額及分類資料 *(續)*

(a) 可報告分類 *(續)*

本集團現時有五個可報告分類。由於各業務提供不同產品及服務，所需業務策略迥異，故本集團個別管理該等分類。該等分類如下：

- (i) 酒店款待業務；
- (ii) 提供借貸服務；
- (iii) 新能源業務；
- (iv) 酒類產品買賣及分銷；及
- (v) 基金投資。

不同經營分類於期內並無分類間交易。由於中央收益及開支並無計入主要營運決策者用作評估分類表現之分類業績計量，故有關收益及開支並無分配至經營分類。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 31 December 2019 截至二零一九年十二月三十一日止六個月

3. TURNOVER AND SEGMENT INFORMATION (Continued)

(a) Reportable segments (Continued)

For the six months ended 31 December 2019

3. 營業額及分類資料 (續)

(a) 可報告分類 (續)

截至二零一九年十二月三十一日止六個月

		Hotel hospitality business 酒店款待 業務	Money lending services 借貸服務	New energy business 新能源 業務	Liquor and wine 酒類產品	Investments in funds 基金投資	Total 總計
		HK\$'000 千港元 (Unaudited) (未經審核)	HK\$'000 千港元 (Unaudited) (未經審核)	HK\$'000 千港元 (Unaudited) (未經審核)	HK\$'000 千港元 (Unaudited) (未經審核)	HK\$'000 千港元 (Unaudited) (未經審核)	HK\$'000 千港元 (Unaudited) (未經審核)
Segment revenue	分類收益	15,615	8,599	1,723	2,170	-	28,107
Segment (loss)/profit	分類(虧損)/溢利	(3,587)	7,640	(5,760)	(724)	6,693	4,262
Unallocated corporate income and expenses, net	未分配公司收入及開支淨額						(15,739)
Finance costs	融資成本						(901)
Gain on the disposal of subsidiaries	出售附屬公司之收益						8,512
Share of loss of an associate	分佔一間聯營公司虧損						(208)
Share-based payment expenses	股份付款開支						(696)
Loss before taxation	稅前虧損						(4,770)
Other segment information:	其他分類資料：						
Impairment loss on loans receivable	應收貸款減值虧損	-	(366)	-	-	-	(366)

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 31 December 2019 截至二零一九年十二月三十一日止六個月

3. TURNOVER AND SEGMENT INFORMATION (Continued)

(a) Reportable segments (Continued)

For the six months ended 31 December 2018

3. 營業額及分類資料 (續)

(a) 可報告分類 (續)

截至二零一八年十二月三十一日止六個月

		Hotel hospitality business 酒店款待 業務	Money lending services 借貸服務	New energy business 新能源 業務	Liquor and wine 酒類產品	Investments in funds 基金投資	Total 總計
		HK\$'000 千港元 (Unaudited) (未經審核)	HK\$'000 千港元 (Unaudited) (未經審核)	HK\$'000 千港元 (Unaudited) (未經審核)	HK\$'000 千港元 (Unaudited) (未經審核)	HK\$'000 千港元 (Unaudited) (未經審核)	HK\$'000 千港元 (Unaudited) (未經審核)
Segment revenue	分類收益	15,026	11,625	4,122	538	-	31,311
Segment loss	分類虧損	(4,590)	(18,841)	(17,352)	(1,567)	(482)	(42,832)
Unallocated corporate income and expenses, net	未分配公司收入及開支 淨額						(19,737)
Finance costs	融資成本						(618)
Gain on the disposal of a subsidiary	出售一間附屬公司之收益						880
Share-based payment expenses	股份付款開支						(1,932)
Loss before taxation	稅前虧損						(64,239)
Other segment information:	其他分類資料:						
Impairment loss on intangible assets	無形資產減值虧損	-	-	(6,569)	-	-	(6,569)
Impairment loss on loans receivable	應收貸款減值虧損	-	(29,401)	-	-	-	(29,401)

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 31 December 2019 截至二零一九年十二月三十一日止六個月

3. TURNOVER AND SEGMENT INFORMATION (Continued)

(a) Reportable segments (Continued)

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

3. 營業額及分類資料 (續)

(a) 可報告分類 (續)

按可報告分類劃分本集團之資產及負債分析如下：

		31 December 2019 二零一九年 十二月三十一日 HK\$'000 千港元 (Unaudited) (未經審核)	30 June 2019 二零一九年 六月三十日 HK\$'000 千港元 (Audited) (經審核)
Segment assets	分類資產		
Hotel hospitality business	酒店款待業務	543,055	550,562
Money lending services	借貸服務	126,382	124,357
New energy business	新能源業務	6,280	4,057
Liquor and wine	酒類產品	70,365	72,178
Investments in funds	基金投資	124,403	116,054
Total segment assets	分類資產總值	870,485	867,208
Interests in associates	於聯營公司之權益	15,392	-
Assets of a disposal group held for sale	持作出售之出售集團之資產	-	91,555
Unallocated bank balances and cash	未分配銀行結餘及現金	307,082	255,851
Unallocated corporate assets (note)	未分配公司資產 (附註)	43,374	57,335
Consolidated total assets	綜合資產總值	1,236,333	1,271,949

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 31 December 2019 截至二零一九年十二月三十一日止六個月

3. TURNOVER AND SEGMENT INFORMATION (Continued)

(a) Reportable segments (Continued)

3. 營業額及分類資料 (續)

(a) 可報告分類 (續)

		31 December 2019 二零一九年 十二月三十一日 HK\$'000 千港元 (Unaudited) (未經審核)	30 June 2019 二零一九年 六月三十日 HK\$'000 千港元 (Audited) (經審核)
Segment liabilities	分類負債		
Hotel hospitality business	酒店款待業務	140,301	145,781
Money lending services	借貸服務	211	181
New energy business	新能源業務	52,530	79,564
Liquor and wine	酒類產品	2,748	2,663
Investments in funds	基金投資	113	183
Total segment liabilities	分類負債總額	195,903	228,372
Liabilities of a disposal group held for sale	持作出售之出售集團之負債	-	402
Tax payable	應付稅項	2,618	2,618
Deferred tax liabilities	遞延稅項負債	70,442	71,928
Unallocated corporate liabilities (note)	未分配公司負債 (附註)	13,882	1,987
Consolidated total liabilities	綜合負債總額	282,845	305,307

Note: Unallocated corporate assets mainly comprised of investment properties as at 31 December 2019, amount due from non-controlling interests as at 30 June 2019 and compensation from profit guarantee as at 31 December 2019 and 30 June 2019.

Unallocated corporate liabilities mainly comprised of other loan and accrued audit fee as at 31 December 2019.

附註：未分配公司資產主要包括於二零一九年十二月三十一日的投資物業、於二零一九年六月三十日的應收非控股權益款項以及於二零一九年十二月三十一日及二零一九年六月三十日的溢利保證補償。

未分配公司負債主要包括於二零一九年十二月三十一日的其他貸款及應計審計費用。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 31 December 2019 截至二零一九年十二月三十一日止六個月

3. TURNOVER AND SEGMENT INFORMATION *(Continued)*

(b) Geographical segments

The Group's operations are located in Hong Kong (place of domicile), the People's Republic of China (the "PRC"), Japan, Sweden and Canada. The Group's revenue from external customers and information about its non-current assets (other than financial instruments) by geographical markets are detailed as below:

3. 營業額及分類資料 (續)

(b) 地區分類

本集團之營運地點位於香港(原駐地點)、中華人民共和國(「中國」)、日本、瑞典及加拿大。本集團按地區市場劃分來自外界客戶之收益及有關其非流動資產(金融工具除外)之資料詳情如下:

		Revenue from external customers 來自外界客戶之收益		Non-current assets 非流動資產	
		For the six months ended		31 December	
		31 December	2018	31 December	30 June
		截至十二月三十一日	十二月	十二月	六月三十日
		止六個月	三十一日	三十一日	六月三十日
		2019	2018	2019	2019
		二零一九年	二零一八年	二零一九年	二零一九年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
		(Unaudited)	(Unaudited)	(Unaudited)	(Audited)
		(未經審核)	(未經審核)	(未經審核)	(經審核)
Hong Kong	香港	8,599	11,625	37,565	2,537
PRC	中國	3,749	1,482	7	9
Japan	日本	15,615	15,026	532,477	542,408
Sweden	瑞典	144	3,178	-	-
		28,107	31,311	570,049	544,954

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 31 December 2019 截至二零一九年十二月三十一日止六個月

4. OTHER INCOME AND GAINS OR LOSSES

4. 其他收入及收益或虧損

		For the six months ended 31 December	
		截至十二月三十一日止六個月	
		2019	2018
		二零一九年	二零一八年
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Bank interest income	銀行利息收入	13	9
Additional compensation in relation to profit guarantee	有關溢利保證的額外補償	400	—
Rental income	租金收入	85	—
Interest income on amount due from non-controlling interests	應收非控股權益款項之利息收入	94	—
Gain on disposal of property, plant and equipment	出售物業、廠房及設備之收益	2	—
Change in fair value of financial assets at fair value through profit or loss (note 17)	按公平值計入損益之金融資產公平值變動(附註17)	9,022	—
Other sundry income	其他雜項收入	684	182
Net deficit on revaluation of investment properties	投資物業之重估虧絀淨額	(2,061)	—
		8,239	191

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 31 December 2019 截至二零一九年十二月三十一日止六個月

5. GAIN ON THE DISPOSAL OF SUBSIDIARIES

- (a) On 25 November 2019, the Group as vendor entered into a share transfer agreement (the "Share Transfer Agreement") with an independent third party as purchaser. Pursuant to the Share Transfer Agreement, the vendor agreed to sell and the purchaser agreed to acquire the entire equity interest of 國溢商貿(四川)有限公司 (Guoyi Trading (Sichuan) Limited) at a consideration of RMB500. The gain on disposal amounted to HK\$4,063,000 has been recognised for the six months ended 31 December 2019.
- (b) On 25 April 2019, the Group as a vendor, entered into a provisional sale and purchase agreement with an independent third party (the "Purchaser"), for the disposal of the entire issued share capital of Rich Shine Development Limited ("Rich Shine") at the consideration of HK\$82,820,000. The completion has been taken place on 13 August 2019. The gain on disposal amounted to HK\$2,755,000 has been recognised for the six months ended 31 December 2019.

5. 出售附屬公司之收益

- (a) 於二零一九年十一月二十五日，本集團（作為賣方）與一名獨立第三方（作為買方）訂立股份轉讓協議（「股份轉讓協議」）。根據股權轉讓協議，賣方同意出售而買方同意收購國溢商貿（四川）有限公司之全部股權，代價為人民幣500元。截至二零一九年十二月三十一日止六個月，已確認出售收益4,063,000港元。
- (b) 於二零一九年四月二十五日，本集團（作為賣方）與一名獨立第三方（「買方」）訂立臨時買賣協議，以出售Rich Shine Development Limited（「Rich Shine」）之全部已發行股本，代價為82,820,000港元。該出售已於二零一九年八月十三日完成。截至二零一九年十二月三十一日止六個月，已確認出售收益2,755,000港元。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 31 December 2019 截至二零一九年十二月三十一日止六個月

5. GAIN ON THE DISPOSAL OF SUBSIDIARIES *(Continued)*

- (c) On 7 September 2017, the Group entered into a sale and purchase agreement with an independent third party to dispose the entire equity interest of Miracle True Investment Limited ("Miracle True"), a wholly-owned subsidiary of the Company, at a consideration of HK\$11,000,000. The completion has been taken place on 30 December 2019. The gain on disposal amounted to HK\$1,694,000 has been recognised for the six months ended 31 December 2019.
- (d) On 30 November 2018, the Group entered into a share transfer agreement with an independent third party to disposal of the entire equity interest of Show Art Limited at a consideration of HK\$5,000,000. The gain on disposal amounted to HK\$880,000 has been recognised for the six months ended 31 December 2018.

5. 出售附屬公司之收益 (續)

- (c) 於二零一七年九月七日，本集團與一名獨立第三方訂立買賣協議，以出售本公司全資附屬公司奧勤投資有限公司(「奧勤」)之全部股權，代價為11,000,000港元。該出售已於二零一九年十二月三十日完成。截至二零一九年十二月三十一日止六個月，已確認出售收益1,694,000港元。
- (d) 於二零一八年十一月三十日，本集團與一名獨立第三方訂立股份轉讓協議，以出售藝雪有限公司之全部股權，代價為5,000,000港元。截至二零一八年十二月三十一日止六個月，已確認出售收益880,000港元。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 31 December 2019 截至二零一九年十二月三十一日止六個月

6. FINANCE COSTS

6. 融資成本

		For the six months ended 31 December	
		截至十二月三十一日止六個月	
		2019	2018
		二零一九年	二零一八年
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Interest on bank loans and overdrafts	銀行貸款及透支之利息	627	618
Interest on other loan	其他貸款之利息	180	-
Interest on lease liabilities	租賃負債之利息	94	-
		901	618

7. LOSS BEFORE TAXATION

7. 稅前虧損

		For the six months ended 31 December	
		截至十二月三十一日止六個月	
		2019	2018
		二零一九年	二零一八年
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Loss before taxation is arrived at after charging:	稅前虧損已扣除下列各項：		
Amortisation of intangible assets	無形資產攤銷	-	536
Depreciation expenses in respect of:	有關下列各項之折舊開支：		
Property, plant and equipment	物業、廠房及設備	3,465	5,195
Right-of-use assets	使用權資產	374	-
Share-based payments expenses	股份付款開支	696	1,932

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 31 December 2019 截至二零一九年十二月三十一日止六個月

8. TAXATION

8. 稅項

		For the six months ended 31 December	
		截至十二月三十一日止六個月	
		2019	2018
		二零一九年	二零一八年
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Current tax for the period — Japan	本期間即期稅項 — 日本	10	10
Deferred tax	遞延稅項	(529)	(2,153)
Total income tax credit	所得稅抵免總額	(519)	(2,143)

Hong Kong profits tax was provided at the rate of 16.5% on the estimated assessable profit arising in Hong Kong for both the six months ended 31 December 2019 and 2018. No provision for Hong Kong profits tax has been made for the current and prior periods as the Group has no assessable profits arising in Hong Kong.

截至二零一九年及二零一八年十二月三十一日止六個月，於香港產生之估計應課稅溢利按稅率16.5%作出香港利得稅撥備。由於本集團於目前及過往期間均無在香港產生應課稅溢利，故並無就香港利得稅作出撥備。

The subsidiaries established in the PRC are subject to enterprise income tax ("EIT") at tax rates of 25% for both the six months ended 31 December 2019 and 2018. No provision for PRC EIT has been made for the current and prior periods as the Group has no assessable profits arising in the PRC.

截至二零一九年及二零一八年十二月三十一日止六個月，於中國成立之附屬公司須按稅率25%繳納企業所得稅（「企業所得稅」）。由於本集團於目前及過往期間均無在中國產生應課稅溢利，故並無就中國企業所得稅作出撥備。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 31 December 2019 截至二零一九年十二月三十一日止六個月

8. TAXATION (Continued)

Under the relevant Japan tax regulations, the profits of the business under tokumei kumiai arrangement which is distributed to a tokumei kumiai investor after deducting any accumulated losses in prior years is only subject to 20.42% withholding income tax in Japan. The withholding tax is final Japanese tax on such distributed tokumei kumiai profits and such profits are not subject to any other Japanese taxes. There is no withholding tax paid or payable for the six months ended 31 December 2019 and 2018 as there is no profit distribution.

The subsidiary established in Japan is subject to prefectural and municipal inhabitant taxes on a per capita basis in accordance with the relevant Japan tax regulations for the six months ended 31 December 2019 and 2018.

The subsidiary established in Sweden is subject to corporate income tax at tax rate of 22% for the six months ended 31 December 2019 and 2018. No provision for Sweden corporate income tax has been made for the current and prior periods as the Group has no assessable profits arising in Sweden.

8. 稅項 (續)

根據相關日本稅務規例，匿名夥伴安排項下業務之溢利（於過往年度扣減任何累計虧損後分派至一名匿名夥伴投資者）於日本僅須繳納20.42%之預扣所得稅。預扣稅為有關已分派匿名夥伴溢利之最終日本稅項，而有關溢利毋須再繳納任何其他日本稅項。由於概無溢利分派，故截至二零一九年及二零一八年十二月三十一日止六個月並無已付或應付預扣稅。

截至二零一九年及二零一八年十二月三十一日止六個月，於日本成立之附屬公司須根據相關日本稅務規例按人均基準繳納地市級居民稅。

截至二零一九年及二零一八年十二月三十一日止六個月，於瑞典成立之附屬公司須按稅率22%繳納公司所得稅。由於本集團於目前及過往期間均無在瑞典產生應課稅溢利，故並無就瑞典公司所得稅作出撥備。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 31 December 2019 截至二零一九年十二月三十一日止六個月

9. DIVIDEND

The Directors do not recommend the payment of any interim dividend for the six months ended 31 December 2019 (six months ended 31 December 2018: Nil).

10. LOSS PER SHARE

The calculation of basic loss per share amount is based on the loss for the period attributable to owners of the Company and the weighted average number of ordinary shares in issue during the period.

The calculation of diluted loss per share amount is based on the loss for the period attributable to owners of the Company. The weighted average number of ordinary shares used in the calculation is the number of ordinary shares in issue during the period, as used in the basic loss per share calculation, and the weighted average number of ordinary shares assumed to have been issued at no consideration on the deemed exercise or conversion of all dilutive potential ordinary shares into ordinary shares.

9. 股息

董事不建議就截至二零一九年十二月三十一日止六個月派付任何中期股息(截至二零一八年十二月三十一日止六個月：無)。

10. 每股虧損

每股基本虧損金額乃按本公司擁有人應佔期內虧損及期內已發行普通股加權平均數計算。

每股攤薄虧損金額乃按本公司擁有人應佔期內虧損計算。計算所用之普通股加權平均數為用以計算每股基本虧損之期內已發行普通股數目，並假設於所有攤薄潛在普通股被視作獲行使或兌換為普通股時以無償方式發行普通股加權平均數。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 31 December 2019 截至二零一九年十二月三十一日止六個月

10. LOSS PER SHARE (Continued)

The calculation of the basic and diluted loss per share is based on the following data:

10. 每股虧損(續)

每股基本及攤薄虧損乃按下列數據計算：

		For the six months ended 31 December	
		截至十二月三十一日止六個月	
		2019	2018
		二零一九年	二零一八年
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Loss attributable to owners of the Company for the purpose of basic and diluted loss per share	用作計算每股基本及攤薄虧損之本公司擁有人應佔虧損	(2,224)	(53,896)

		Number of shares	
		股份數目	
		For the six months ended 31 December	
		截至十二月三十一日止六個月	
		2019	2018
		二零一九年	二零一八年
		'000	'000
		千股	千股
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Weighted average number of ordinary shares for the purpose of calculating basic loss per share	用作計算每股基本虧損之普通股加權平均數	15,695,532	15,695,532

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 31 December 2019 截至二零一九年十二月三十一日止六個月

10. LOSS PER SHARE (Continued)

Diluted loss per share amount for the six months ended 31 December 2019 and 2018 was not presented because the impact of the exercise of the share options and convertible preference shares was anti-dilutive. Potential ordinary shares are dilutive when and only when their conversion into ordinary shares would increase loss per share attributable to owners of the Company.

11. PROPERTY, PLANT AND EQUIPMENT

During the six months ended 31 December 2019, the Group acquired items of property, plant and equipment with a cost of approximately HK\$523,000 (six months ended 31 December 2018: HK\$1,296,000). Items of property, plant and equipment with carrying amount of approximately HK\$33,000 were disposed or written off during the six months ended 31 December 2019 (six months ended 31 December 2018: HK\$660,000), resulting in a net gain on disposal of property, plant and equipment of approximately HK\$2,000 (six months ended 31 December 2018: net loss on disposal of property, plant and equipment HK\$656,000).

As at 31 December 2019, the Group pledged hotel land and building with an aggregated carrying value of HK\$473,573,000 to secure banking facilities of the Group (30 June 2019: HK\$482,972,000) (note 22).

10. 每股虧損(續)

截至二零一九年及二零一八年十二月三十一日止六個月，由於行使購股權及可換股優先股之影響具有反攤薄效應，故並無呈列每股攤薄虧損金額。潛在普通股於及僅於獲轉換為普通股會增加本公司擁有人應佔每股虧損時，方具有攤薄效應。

11. 物業、廠房及設備

截至二零一九年十二月三十一日止六個月，本集團以成本約523,000港元(截至二零一八年十二月三十一日止六個月：1,296,000港元)收購物業、廠房及設備項目。截至二零一九年十二月三十一日止六個月，出售或撇銷賬面值約33,000港元(截至二零一八年十二月三十一日止六個月：660,000港元)之物業、廠房及設備項目，導致產生出售物業、廠房及設備之收益淨額約2,000港元(截至二零一八年十二月三十一日止六個月：出售物業、廠房及設備之虧損淨額656,000港元)。

於二零一九年十二月三十一日，本集團已質押賬面總值為473,573,000港元之酒店土地及樓宇作為本集團獲授銀行融資之抵押(二零一九年六月三十日：482,972,000港元)(附註22)。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 31 December 2019 截至二零一九年十二月三十一日止六個月

12. INVESTMENT PROPERTIES

12. 投資物業

		31 December 2019 二零一九年 十二月三十一日 HK\$'000 千港元 (Unaudited) (未經審核)
At beginning of the period	期初	-
Addition through acquisition of a subsidiary during the period	期內透過收購一間附屬公司而添置	18,941
Direct costs attributable to the addition	添置應佔直接成本	20
Net deficit on revaluation of investment properties	投資物業之重估虧絀淨額	(361)
At end of the period	期終	18,600

In October 2019, the Group has completed the acquisition of investment properties through acquisition of a subsidiary at a consideration of HK\$7,000,000. Investment properties are situated in Hong Kong.

於二零一九年十月，本集團已透過收購一間附屬公司完成收購投資物業，代價為7,000,000港元。投資物業位於香港。

The fair value of investment properties during the six months ended 31 December 2019 has been assessed by an independent qualified valuer. Net deficit on revaluation of HK\$361,000 has been recognised in profit or loss for the six months ended 31 December 2019.

截至二零一九年十二月三十一日止六個月，投資物業公平值已獲獨立合資格估值師評估。重估虧絀淨額361,000港元已於截至二零一九年十二月三十一日止六個月之損益內確認。

As at 31 December 2019, investment properties in Hong Kong with an aggregate carrying value of HK\$18,600,000 have been pledged as the security of other loan (note 22).

於二零一九年十二月三十一日，賬面總值18,600,000港元的香港投資物業已質押作為其他貸款的抵押(附註22)。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 31 December 2019 截至二零一九年十二月三十一日止六個月

13. INTERESTS IN ASSOCIATES

13. 於聯營公司之權益

	31 December 2019 二零一九年 十二月三十一日 HK\$'000 千港元 (Unaudited) (未經審核)	30 June 2019 二零一九年 六月三十日 HK\$'000 千港元 (Audited) (經審核)
At beginning of the period/year 期/年初	-	-
Subscription of the shares of an associate 認購聯營公司股份	15,600	-
Share of loss for the period/year 分佔期/年內虧損	(208)	-
At end of the period/year 期/年終	15,392	-

Details of the Group's associates are as follows:

本集團之聯營公司詳情如下：

Name of companies 公司名稱	Particulars of issued capital 已發行股本詳情	Place of incorporation 註冊成立地點	Percentage of interest held 所持股權百分比	Principal activities 主要業務
Zhongke International Finance Limited 中科國際金融有限公司	HK\$10,000 10,000 港元	Hong Kong 香港	49%	Dormant 並無業務
Ming Fong Group Limited 明豐集團控股有限公司	HK\$10,000 10,000 港元	Hong Kong 香港	31.2%	Manufacturing and selling of ink and packaging materials and trading of water-based ink business 生產及銷售油墨及包裝 材料以及買賣水性 油墨業務

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 31 December 2019 截至二零一九年十二月三十一日止六個月

14. INTANGIBLE ASSETS

As at 31 December 2019, the intangible assets consisting production formula, non-competition agreement and sales backlog agreements which acquired through the acquisition of Emission Particle Solution Sweden AB ("EPS"). There is no addition of intangible assets for the six months ended 31 December 2019 (six months ended 31 December 2018: Nil).

For the impairment testing, the intangible assets are allocated to cash generating unit ("CGU") of new energy business ("New Energy Business CGU") and its recoverable amount is based on its value in use and determined with the assistance of Royson Valuation Advisory Limited, an independent qualified valuer, who has among its staff members of Hong Kong Institute of Surveyor. The calculation used cash flow projections based on latest financial budgets approved by the management covering a period of 5 years and at a pre-tax discount rate of 26% (30 June 2019: 25%). The cash flow projections beyond the 5 years periods are extrapolated using a growth rate at 3% (30 June 2019: 3%). Cash flow projections during the budget period are based on the expected gross margins during the budget period. Budgeted gross margins and growth rate have been determined based on past performance and the Group management's expectations for the market development and future performance of the New Energy Business CGU. The discount rate is determined based on the cost of capital adjusted by the specific risk associated with the New Energy Business CGU. As the recoverable amount of New Energy Business CGU is nil, the Directors of the Company are in the opinion that an impairment loss of HK\$6,569,000 had been recognised for the six months ended 31 December 2018. No reversal of impairment loss would be considered for the six months ended 31 December 2019.

14. 無形資產

於二零一九年十二月三十一日，無形資產包括透過收購 Emission Particle Solution Sweden AB (「EPS」) 而購入之生產配方、不競爭協議及銷量協議。概無於截至二零一九年十二月三十一日止六個月添置無形資產(截至二零一八年十二月三十一日止六個月：無)。

為進行減值測試，無形資產分配至新能源業務現金產生單位(「現金產生單位」)(「新能源業務現金產生單位」)，其可收回金額乃基於其使用價值並在獨立合資格估值師匯辰評估諮詢有限公司協助下釐定，該公司之員工當中有香港測量師學會會員。此計算法採用根據管理層批准之最新財務預算作出之現金流量預測，涵蓋五年期間，並按稅前貼現率26%(二零一九年六月三十日：25%)貼現。五年期間後之現金流量預測乃採用增長率3%(二零一九年六月三十日：3%)推算。預算期間之現金流量預測乃根據預算期間之預期毛利率作出。預算毛利率及增長率乃根據過往表現以及本集團管理層期望新能源業務現金產生單位之市場發展及未來表現而釐定。貼現率乃根據經新能源業務現金產生單位之相關特定風險調整之資本成本而釐定。由於新能源業務現金產生單位之可收回金額為無，本公司董事認為已就截至二零一八年十二月三十一日止六個月確認減值虧損6,569,000港元。截至二零一九年十二月三十一日止六個月，減值虧損撥回將不予考慮。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 31 December 2019 截至二零一九年十二月三十一日止六個月

15. GOODWILL

15. 商譽

		HK\$'000 千港元
COST:	成本：	
At 1 July 2018 (Audited)	於二零一八年七月一日 (經審核)	116,342
Exchange realignment	匯兌調整	(5,957)
At 30 June 2019 and 1 July 2019 (Audited)	於二零一九年六月三十日 及二零一九年七月一日 (經審核)	110,385
Exchange realignment	匯兌調整	(1,115)
At 31 December 2019 (Unaudited)	於二零一九年十二月三十一日 (未經審核)	109,270
ACCUMULATED IMPAIRMENT LOSSES:	累計減值虧損：	
At 1 July 2018 (Audited)	於二零一八年七月一日 (經審核)	60,345
Exchange realignment	匯兌調整	(7,110)
At 30 June 2019 and 1 July 2019 (Audited)	於二零一九年六月三十日 及二零一九年七月一日 (經審核)	53,235
Exchange realignment	匯兌調整	(349)
At 31 December 2019 (Unaudited)	於二零一九年十二月三十一日 (未經審核)	52,886
NET CARRYING AMOUNT:	賬面淨值：	
At 31 December 2019 (Unaudited)	於二零一九年十二月三十一日 (未經審核)	56,384
At 30 June 2019 (Audited)	於二零一九年六月三十日 (經審核)	57,150

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 31 December 2019 截至二零一九年十二月三十一日止六個月

16. RIGHT-OF-USE ASSETS

16. 使用權資產

		HK\$'000 千港元 (Unaudited) (未經審核)
COST:	成本：	
Recognition upon initial application of HKFRS 16	於首次應用香港財務報告準則第16號後確認	6,815
As at 31 December 2019	於二零一九年十二月三十一日	6,815
ACCUMULATED DEPRECIATION AND IMPAIRMENT LOSSES:	累計折舊及減值虧損：	
Depreciation recognised upon initial application of HKFRS 16	於首次應用香港財務報告準則第16號後確認的折舊	2,255
Impairment loss recognised upon initial application of HKFRS 16	於首次應用香港財務報告準則第16號後確認的減值虧損	2,876
Depreciation provided for the period	期內折舊撥備	374
As at 31 December 2019	於二零一九年十二月三十一日	5,505
NET CARRYING AMOUNT:	賬面淨值：	
As at 31 December 2019	於二零一九年十二月三十一日	1,310

The right-of-use assets represent the Group's right to use underlying offices and vehicles under operating lease arrangements over the lease terms, which are stated at cost less accumulated depreciation and accumulated impairment losses, and adjusted for any remeasurement of the lease liabilities.

使用權資產指本集團於租期內使用經營租賃安排項下相關辦公室及汽車的權利，其按成本減累計折舊及累計減值虧損列賬，並就租賃負債的任何重新計量進行調整。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 31 December 2019 截至二零一九年十二月三十一日止六個月

17. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

17. 按公平值計入損益之金融資產

		31 December 2019 二零一九年 十二月三十一日 HK\$'000 千港元 (Unaudited) (未經審核)	30 June 2019 二零一九年 六月三十日 HK\$'000 千港元 (Audited) (經審核)
Compensation from profit guarantee (note a)	溢利保證之補償(附註a)	10,000	20,000
Investments in unlisted private funds (note b)	於非上市私人基金的投資(附註b)	119,037	110,015
		129,037	130,015
Less: Non-current portion	減：非流動部分	(58,161)	(110,015)
Current portion	流動部分	70,876	20,000

Notes:

- (a) On 29 May 2015, the Company issued 700,000,000 consideration shares as the consideration for the acquisition of 85% issued share capital of Delta Prestige Holdings Limited and its subsidiaries (the "Delta Prestige Group").

Pursuant to the acquisition agreement, the vendor has irrevocably warranted and guaranteed to the Company that the after-tax audited consolidated net profit of the Delta Prestige Group in accordance with Hong Kong generally accepted accounting principles for the year ended 30 June 2016 shall not be less than HK\$100,000,000 (the "Profit Target"). In case the Delta Prestige Group cannot achieve the Profit Target, the vendor will compensate to the Company in cash. The compensation is calculated in accordance with the following formula:

The compensation = Profit Target – Audited net profit

附註：

- (a) 於二零一五年五月二十九日，本公司發行700,000,000股代價股份，作為收購德泰匯信控股有限公司及其附屬公司（「德泰匯信集團」）85%已發行股本之代價。

根據收購協議，賣方已向本公司不可撤回地保證及擔保：德泰匯信集團就截至二零一六年六月三十日止年度按香港公認會計原則編製之除稅後經審核綜合純利將不少於100,000,000港元（「溢利目標」）。德泰匯信集團倘若未能達到溢利目標，賣方將向本公司作出現金補償。補償按以下公式計算：

補償 = 溢利目標 – 經審核純利

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 31 December 2019 截至二零一九年十二月三十一日止六個月

17. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS (Continued)

Notes: (Continued)

(a) (Continued)

If the Delta Prestige Group records an audited net loss for the year ended 30 June 2016, the audited net profit will be deemed as zero for the purpose of calculation of the compensation.

With reference to the operating result of the Electric Cycle CGU for the year ended 30 June 2016, the electric cycles business is not likely to meet the Profit Target. The fair value of compensation from profit guarantee is determined by Directors with reference to the actual financial result of the Delta Prestige Group for the year ended 30 June 2016.

On 26 September 2016, the vendor and the Company entered into a settlement deed regarding the settlement of the compensation from profit guarantee of HK\$100,000,000 and the additional amount of compensation of HK\$850,000. On 28 September 2018, the Company and the vendor entered into a supplemental settlement deed to further extend the settlement on the remaining amount of the compensation and additional amount of compensation to 31 March 2019 and entitle the one-off additional compensation of HK\$500,000. The Group had received the settlement of the compensation of profit guarantee of HK\$80,000,000 and additional compensation of HK\$700,000 up to 30 June 2019. On 27 September 2019, the Company and the vendor entered into second supplemental settlement deed, in which the Company and the vendor agreed to further extend the settlement on the remaining amount of the compensation and additional amount of compensation to 30 September 2020 and entitle the one-off additional compensation of HK\$400,000. The Group had received the settlement of the compensation of profit guarantee of HK\$10,000,000 up to 31 December 2019.

17. 按公平值計入損益之金融資產 (續)

附註：(續)

(a) (續)

倘若德泰匯信集團於截至二零一六年六月三十日止年度錄得經審核虧損淨額，則就計算補償而言經審核純利將被視為零。

經參考電動自行車現金產生單位截至二零一六年六月三十日止年度之經營業績後，電動自行車業務不可能達致溢利目標。溢利保證補償之公平值乃由董事經參考德泰匯信集團截至二零一六年六月三十日止年度之實際財務業績後釐定。

於二零一六年九月二十六日，賣方與本公司就償付溢利保證補償100,000,000港元加額外補償金額850,000港元訂立清償契據。於二零一八年九月二十八日，本公司與賣方訂立補充清償契據，以進一步將剩餘補償金額及額外補償金額之清償期限延長至二零一九年三月三十一日，並有權獲得一次性額外補償500,000港元。截至二零一九年六月三十日，本集團已收取溢利保證補償之付款80,000,000港元加額外補償之付款700,000港元。於二零一九年九月二十七日，本公司與賣方訂立第二份補充清償契據，據此，本公司與賣方同意進一步將剩餘補償金額及額外補償金額之清償期限延長至二零二零年九月三十日，並有權獲得一次性額外補償400,000港元。截至二零一九年十二月三十一日，本集團已收取溢利保證補償之付款10,000,000港元。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 31 December 2019 截至二零一九年十二月三十一日止六個月

17. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS (Continued)

Notes: (Continued)

(a) (Continued)

For the six months ended 31 December 2019, no fair value change of compensation from profit guarantee (six months ended 31 December 2018: Nil) was recognised in the condensed consolidated statement of comprehensive income.

The fair value of compensation from profit guarantee is a Level 3 recurring fair value measurement.

(b) The fair value gain of unlisted private funds during the six months period ended 31 December 2019 was HK\$9,022,000, which has been dealt with in the condensed consolidated statement of comprehensive income for the six months ended 31 December 2019.

The fair value of the unlisted private funds is Level 2 recurring fair value measurement.

17. 按公平值計入損益之金融資產 (續)

附註：(續)

(a) (續)

截至二零一九年十二月三十一日止六個月，概無於簡明綜合全面收益表確認任何溢利保證補償之公平值變動(截至二零一八年十二月三十一日止六個月：無)。

溢利保證補償之公平值屬第3級經常性公平值計量。

(b) 截至二零一九年十二月三十一日止六個月期間，非上市私人基金之公平值收益為9,022,000港元，有關收益已於截至二零一九年十二月三十一日止六個月之簡明綜合全面收益表中處理。

非上市私人基金之公平值屬第2級經常性公平值計量。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 31 December 2019 截至二零一九年十二月三十一日止六個月

18. TRADE RECEIVABLES, OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS

Included in the Group's trade receivables, other receivables, deposits and prepayments were trade receivables of HK\$6,449,000 (30 June 2019: HK\$999,000). The Group allows an average credit period of 0 to 90 days to its trade receivables.

18. 貿易應收賬項、其他應收款項、按金及預付款項

本集團之貿易應收賬項、其他應收款項、按金及預付款項包括貿易應收賬項6,449,000港元(二零一九年六月三十日: 999,000港元)。本集團就貿易應收賬項給予之平均信貸期介乎0至90日。

		31 December 2019 二零一九年 十二月三十一日 HK\$'000 千港元 (Unaudited) (未經審核)	30 June 2019 二零一九年 六月三十日 HK\$'000 千港元 (Audited) (經審核)
Trade receivables	貿易應收賬項	8,574	3,120
Less: Provision for impairment loss	減: 減值虧損撥備	(2,125)	(2,121)
Trade receivables, net	貿易應收賬項淨額	6,449	999

The aging analysis of trade receivables, net of allowance for doubtful debts, based on invoice date, is as follows:

按發票日期已扣除呆賬撥備後之貿易應收賬項賬齡分析如下:

		31 December 2019 二零一九年 十二月三十一日 HK\$'000 千港元 (Unaudited) (未經審核)	30 June 2019 二零一九年 六月三十日 HK\$'000 千港元 (Audited) (經審核)
Within 30 days	30日內	5,969	827
31-60 days	31至60日	254	129
61-90 days	61至90日	91	17
Over 90 days	90日以上	135	26
		6,449	999

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 31 December 2019 截至二零一九年十二月三十一日止六個月

19. LOANS RECEIVABLE

19. 應收貸款

		31 December 2019 二零一九年 十二月三十一日 HK\$'000 千港元 (Unaudited) (未經審核)	30 June 2019 二零一九年 六月三十日 HK\$'000 千港元 (Audited) (經審核)
Gross loans and interest receivables	應收貸款及利息總額	217,527	233,710
Less: Provision for impairment loss	減：減值虧損撥備	(143,571)	(141,361)
Carrying amount as at the end of period/year	期/年終之賬面值	73,956	92,349
Less: Current portion	減：流動部分	(54,813)	(92,349)
Non-current portion	非流動部分	19,143	-

As at 31 December 2019, loans receivable with gross principal amount of HK\$205,176,000 (30 June 2019: HK\$219,882,000) in aggregate and related gross interest receivables of HK\$12,351,000 (30 June 2019: HK\$13,828,000) due from ten (30 June 2019: ten) independent third parties. These ten loans interest-bearing at rates ranging from 5.5% to 20% (30 June 2019: 5.5% to 20%) per annum. Except for the balances of HK\$19,143,000 as at 31 December 2019, all the loans were repayable within twelve months from the end of the reporting period and therefore were classified as current assets as at 30 June 2019 and 31 December 2019. Impairment loss of HK\$366,000 (six months ended 31 December 2018: HK\$29,401,000) has been recognised in the condensed consolidated statement of comprehensive income for the six months ended 31 December 2019.

於二零一九年十二月三十一日，有應收十名（二零一九年六月三十日：十名）獨立第三方本金總額合共205,176,000港元（二零一九年六月三十日：219,882,000港元）之應收貸款及相關應收利息總額12,351,000港元（二零一九年六月三十日：13,828,000港元）。該十項貸款按每年5.5厘至20厘（二零一九年六月三十日：5.5厘至20厘）計息。除於二零一九年十二月三十一日的結餘19,143,000港元外，所有貸款須於報告期末起計十二個月內償還，故於二零一九年六月三十日及二零一九年十二月三十一日獲分類為流動資產。截至二零一九年十二月三十一日止六個月，減值虧損366,000港元（截至二零一八年十二月三十一日止六個月：29,401,000港元）已於簡明綜合全面收益表中確認。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 31 December 2019 截至二零一九年十二月三十一日止六個月

20. ASSETS AND LIABILITIES OF A DISPOSAL GROUP HELD FOR SALE

- (a) On 25 April 2019, the Group entered into provisional agreement for sale and purchase of the entire issued share capital of Rich Shine, a wholly-owned subsidiary of the Company, at a cash consideration of HK\$82,820,000. The disposal has been completed on 13 August 2019. Details of the transaction are set out in the Company's announcement dated 25 April 2019, 29 July 2019 and 13 August 2019 and note 5(b) to the condensed consolidated financial statements.
- (b) On 7 September 2017, the Group entered into a sale and purchase agreement with an independent third party to dispose the entire equity interest of Miracle True, a wholly-owned subsidiary of the Company, at a cash consideration of HK\$11,000,000. Miracle True is the investment holding company and its subsidiary is holding the land in the PRC. The disposal has been completed on 30 December 2019. Details of the disposal are set out in the note 5(c) to the condensed consolidated financial statements.

20. 持作出售之出售集團之資產及負債

- (a) 於二零一九年四月二十五日，本集團訂立臨時協議，以買賣本公司全資附屬公司Rich Shine之全部已發行股本，現金代價為82,820,000港元。該出售已於二零一九年八月十三日完成。有關交易詳情載於本公司日期為二零一九年四月二十五日、二零一九年七月二十九日及二零一九年八月十三日之公告及簡明綜合財務報表附註5(b)。
- (b) 於二零一七年九月七日，本集團與一名獨立第三方訂立買賣協議，以出售本公司全資附屬公司奧勤之全部股權，現金代價為11,000,000港元。奧勤為投資控股公司，其附屬公司持有中國土地。該出售已於二零一九年十二月三十日完成。有關出售詳情載於簡明綜合財務報表附註5(c)。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 31 December 2019 截至二零一九年十二月三十一日止六個月

20. ASSETS AND LIABILITIES OF A DISPOSAL GROUP HELD FOR SALE

(Continued)

As at 30 June 2019, the major class of assets and liabilities related to the group classified as held for sale in the condensed consolidated statement of financial position were as follows:

20. 持作出售之出售集團之資產及負債 (續)

於二零一九年六月三十日，與該集團有關並已於簡明綜合財務狀況表中分類為持作出售之主要類別資產及負債如下：

	Rich Shine Rich Shine	Miracle True 奧勤	Total 總計
	30 June 2019 二零一九年 六月三十日	30 June 2019 二零一九年 六月三十日	30 June 2019 二零一九年 六月三十日
	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
	(Audited) (經審核)	(Audited) (經審核)	(Audited) (經審核)
Investment properties	81,700	-	81,700
Deposits and prepayment	62	-	62
Prepaid lease payments for land	-	9,771	9,771
Bank balances and cash	-	22	22
Assets of a disposal group held for sale	81,762	9,793	91,555
Other payables and accruals	-	402	402
Liabilities of a disposal group held for sale	-	402	402

The fair value of investment properties for the period from 1 July 2019 until the date of disposal has been assessed by an independent qualified valuer. Net deficit on revaluation of HK\$1,700,000 has been recognised in profit or loss for the six months ended 31 December 2019.

自二零一九年七月一日起至出售日期期間，投資物業公平值已獲獨立合資格估值師評估。重估虧絀淨額1,700,000港元已於截至二零一九年十二月三十一日止六個月之損益內確認。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 31 December 2019 截至二零一九年十二月三十一日止六個月

21. TRADE PAYABLES, OTHER ADVANCES AND ACCRUALS

Included in the Group's trade payables, other advances and accruals were trade payables of HK\$4,117,000 (30 June 2019: HK\$1,602,000).

The aging analysis of these trade payables, based on invoice date, is as follows:

21. 貿易應付賬項、其他墊款及應計費用

本集團之貿易應付賬項、其他墊款及應計費用包括貿易應付賬項 4,117,000 港元 (二零一九年六月三十日: 1,602,000 港元)。

按發票日期之該等貿易應付賬項賬齡分析如下:

		31 December 2019 二零一九年 十二月三十一日 HK\$'000 (Unaudited) (未經審核)	30 June 2019 二零一九年 六月三十日 HK\$'000 (Audited) (經審核)
Within 30 days	30 日內	3,840	1,373
31-60 days	31 至 60 日	179	80
61-90 days	61 至 90 日	11	27
Over 90 days	90 日以上	87	122
		4,117	1,602

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 31 December 2019 截至二零一九年十二月三十一日止六個月

22. BORROWINGS

22. 借貸

		31 December 2019 二零一九年 十二月三十一日 HK\$'000 千港元 (Unaudited) (未經審核)	30 June 2019 二零一九年 六月三十日 HK\$'000 千港元 (Audited) (經審核)
Bank overdraft	銀行透支	1,712	1,751
Bank loan, secured	有抵押銀行貸款	131,607	137,976
Other loan, secured	有抵押其他貸款	12,000	-
Carrying amount as at the end of period/year	期/年終之賬面值	145,319	139,727
Less: Current portion	減：流動部分	(22,493)	(10,766)
Non-current portion	非流動部分	122,826	128,961

Based on the scheduled repayment dates set out in the loan agreements and ignore the effect of any repayment on demand clause, borrowings are repayable as follows:

根據貸款協議所載預計還款日期且並無計及任何按要求償還條款之影響，借貸須於以下期間償還：

		31 December 2019 二零一九年 十二月三十一日 HK\$'000 千港元 (Unaudited) (未經審核)	30 June 2019 二零一九年 六月三十日 HK\$'000 千港元 (Audited) (經審核)
Within one year	一年內	22,493	10,766
More than one year, but not exceeding two years	多於一年但不超過兩年	8,586	8,826
More than two years, but not more than five years	多於兩年但不超過五年	114,240	120,135
		145,319	139,727

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 31 December 2019 截至二零一九年十二月三十一日止六個月

22. BORROWINGS (Continued)

Bank loans were secured by (i) corporate guarantees provided by subsidiaries within the Group as at 31 December 2019 and 30 June 2019; (ii) land and building with the carrying amount of HK\$473,573,000 (30 June 2019: HK\$482,972,000) (note 11); (iii) the bank balances of HK\$1,325,000 (30 June 2019: HK\$1,872,000); and (iv) the entire equity interest of certain subsidiaries.

The abovementioned bank borrowings are charged at floating rates ranging from 0.75% to 8.27% per annum (30 June 2019: 0.75% to 8.05% per annum).

Other loan was secured by a legal charge over investment properties with the carrying amount of HK\$18,600,000 (30 June 2019: Nil) (note 12). Other loan is charged at 9% per annum.

22. 借貸(續)

銀行貸款以(i)本集團附屬公司於二零一九年十二月三十一日及二零一九年六月三十日提供之公司擔保；(ii)賬面值為473,573,000港元(二零一九年六月三十日：482,972,000港元)的土地及樓宇(附註11)；(iii)銀行結餘1,325,000港元(二零一九年六月三十日：1,872,000港元)；及(iv)若干附屬公司全部股權作抵押。

上述銀行借貸乃按介乎0.75厘至8.27厘之浮動年利率計息(二零一九年六月三十日：年利率0.75厘至8.05厘)。

其他貸款以賬面值為18,600,000港元(二零一九年六月三十日：無)的投資物業法定押記作抵押(附註12)。其他貸款以年利率9厘計息。

23. LEASE LIABILITIES

23. 租賃負債

		31 December 2019 二零一九年 十二月三十一日 HK\$'000 千港元 (Unaudited) (未經審核)
Minimum lease payment due	於以下時間到期的 最低租賃付款	
— Within one year	— 一年內	1,914
— In the second to fifth years, inclusive	— 第二至第五年 (首尾兩年包括在內)	2,055
		3,969
Less: future interest expenses	減：未來利息開支	(189)
Present value of lease liabilities	租賃負債現值	3,780

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 31 December 2019 截至二零一九年十二月三十一日止六個月

23. LEASE LIABILITIES (Continued)

23. 租賃負債(續)

		31 December 2019 二零一九年 十二月三十一日 HK\$'000 千港元 (Unaudited) (未經審核)
Within one year	一年內	1,785
In the second to fifth years, inclusive	第二至第五年 (首尾兩年包括在內)	1,995
		3,780

24. AMOUNT DUE TO NON-CONTROLLING INTERESTS

The amount due was unsecured, interest-free and repayable on demand.

24. 應付非控股權益款項

應付款項為無抵押、免息及按要求償還。

25. SHARE CAPITAL

25. 股本

		Number of shares 股份數目 '000 千股	Amount 金額 HK\$'000 千港元
Ordinary shares of HK\$0.05 each at 30 June 2019 and 31 December 2019	於二零一九年六月三十日及 二零一九年十二月三十一日 每股面值0.05港元之普通股		
Authorised:	法定：		
As at 30 June 2019 and 31 December 2019	於二零一九年六月三十日及 二零一九年十二月三十一日	30,000,000	1,500,000
Issued and fully paid:	已發行及繳足：		
As at 30 June 2019 and 31 December 2019	於二零一九年六月三十日及 二零一九年十二月三十一日	15,695,532	784,776

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 31 December 2019 截至二零一九年十二月三十一日止六個月

26. PLEDGE OF ASSETS

Save as disclosed elsewhere in these unaudited condensed consolidated financial statements, the Group had pledged the following assets to secure the borrowings of the Group. The carrying amounts of these assets are analysed as follows:

26. 資產抵押

除該等未經審核簡明綜合財務報表其他部分所披露外，本集團已質押以下資產作為本集團借貸之抵押。此等資產之賬面值分析如下：

		31 December 2019 二零一九年 十二月三十一日 HK\$'000 千港元 (Unaudited) (未經審核)	30 June 2019 二零一九年 六月三十日 HK\$'000 千港元 (Audited) (經審核)
Property, plant and equipment	物業、廠房及設備	473,573	482,972
Investment properties	投資物業	18,600	-
Bank balances	銀行結餘	1,325	1,872
		493,498	484,844

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 31 December 2019 截至二零一九年十二月三十一日止六個月

27. TRANSACTION WITH NON-CONTROLLING INTERESTS

On 4 April 2018, the Group entered into a sale and purchase agreement (“SPA”) with the purchaser and Mr. Zhu Yongjun (the “Guarantor”), in which the purchaser is an entity wholly-owned by the Guarantor. The Guarantor is a director of Perfect Essential Holdings Limited, a subsidiary of the Company. Pursuant to the SPA, the Group agreed to dispose of 49% equity interest of Perfect Essential Holdings Limited and its subsidiaries (“EPS Group”) at a consideration of HK\$382 and the shareholder’s loans (the “Shareholder’s Loan”) at a consideration of HK\$64,484,000. The Group’s effective interest in EPS Group was changed from 100% to 51% upon the completion of the disposal of the 49% equity interests in EPS Group in July 2018. The Group recognised an increase in the deficit of non-controlling interests of HK\$62,026,000 and an increase in equity attributable to owners of the Company of HK\$62,026,000 during the six months ended 31 December 2018.

27. 與非控股權益之交易

於二零一八年四月四日，本集團與買方及朱勇軍先生（「擔保人」）訂立買賣協議（「買賣協議」），其中買方為由擔保人全資擁有之實體。擔保人為本公司附屬公司 Perfect Essential Holdings Limited 之董事。根據買賣協議，本集團同意按代價 382 港元及 64,484,000 港元分別出售 Perfect Essential Holdings Limited 及其附屬公司（「EPS 集團」）之 49% 股權及股東貸款（「股東貸款」）。出售 EPS 集團 49% 股權於二零一八年七月完成後，本集團於 EPS 集團之實際權益由 100% 變為 51%。截至二零一八年十二月三十一日止六個月，本集團已確認非控股權益虧絀增加 62,026,000 港元及本公司擁有人應佔權益增加 62,026,000 港元。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 31 December 2019 截至二零一九年十二月三十一日止六個月

27. TRANSACTION WITH NON-CONTROLLING INTERESTS (Continued)

Pursuant to the SPA, the considerations should be settled by the purchaser in five instalments on or before the agreed time frame. Up to 30 June 2019, the considerations of the sales shares of HK\$382 and the sales loans of HK\$35,861,000 had been received by the Company. As at 30 June 2019, remaining considerations of the sales loans with gross principal amount of HK\$28,623,000 and gross interest receivables of HK\$746,000 had been passed due. Share charge on 22% equity interest of the EPS Group had been created by the purchaser as the security for the payment of remaining considerations.

On 15 July 2019, the Group, the purchaser and the Guarantor entered into a deed of settlement (the "Deed of Settlement") to set out the terms and conditions for the settlement of the payment obligations and liabilities of the purchaser. As at the date of the Deed of Settlement, the EPS Group is owned as to 51% by the Group and 49% by the purchaser. However, the purchaser has only paid the consideration for 27.25% of the Shareholder's Loan. As part of the settlement, the purchaser shall transfer 21.75% of issued share capital of the EPS Group to the Group so that the remaining shareholding of the purchaser in the EPS Group is in proportion to its 27.25% interest in the Shareholder's Loan.

27. 與非控股權益之交易 (續)

根據買賣協議，代價須由買方於指定期限或之前分五期支付。截至二零一九年六月三十日，本公司已收訖銷售股份代價382港元及銷售貸款代價35,861,000港元。於二零一九年六月三十日，本金總額為28,623,000港元而應收利息總額為746,000港元之銷售貸款代價餘款已到期。買方已就EPS集團22%股權設立股份抵押，作為支付代價餘款之擔保。

於二零一九年七月十五日，本集團、買方及擔保人訂立清償契據（「清償契據」），以載列買方清償付款義務及責任之條款及條件。於清償契據日期，EPS集團由本集團擁有51%權益及由買方擁有49%權益。然而，買方僅為27.25%之股東貸款支付代價。作為清償之一部分，買方將向本集團轉讓EPS集團已發行股本21.75%，致使買方於EPS集團之餘下股權符合其於股東貸款之27.25%權益之比例。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 31 December 2019 截至二零一九年十二月三十一日止六個月

27. TRANSACTION WITH NON-CONTROLLING INTERESTS (Continued)

On 21 November 2019, the condition precedent for the Deed of Settlement has been fulfilled and the completion took place on 21 November 2019. Immediately after the settlement completion, the Company holds 72.75% equity interest in EPS Group and the EPS Group continues to be a non-wholly-owned subsidiary of the Company. The Group recognised a decrease in the deficit of non-controlling interests of HK\$33,379,000 and a decrease in equity attributable to owners of the Company of HK\$33,379,000 during the six months ended 31 December 2019.

Details of the transactions with non-controlling interests are set out in the Company's announcements dated 4 April 2018, 26 April 2018, 11 May 2018, 8 June 2018, 18 July 2018, 18 October 2018, 31 October 2018, 16 January 2019, 27 February 2019, 17 April 2019, 15 July 2019, 5 August 2019, 16 August 2019, 19 August 2019, 2 September 2019, 16 September 2019 and 21 November 2019; and the Company's circular dated 25 June 2018 and 25 October 2019.

27. 與非控股權益之交易 (續)

於二零一九年十一月二十一日，清償契據之先決條件已獲達成，且清償於二零一九年十一月二十一日完成。緊隨清償完成後，本公司持有EPS集團之72.75%股權，而EPS集團繼續為本公司之非全資附屬公司。截至二零一九年十二月三十一日止六個月，本集團確認非控股權益虧絀減少33,379,000港元及本公司擁有人應佔權益減少33,379,000港元。

與非控股權益之交易詳情載於本公司日期為二零一八年四月四日、二零一八年四月二十六日、二零一八年五月十一日、二零一八年六月八日、二零一八年七月十八日、二零一八年十月十八日、二零一八年十月三十一日、二零一九年一月十六日、二零一九年二月二十七日、二零一九年四月十七日、二零一九年七月十五日、二零一九年八月五日、二零一九年八月十六日、二零一九年八月十九日、二零一九年九月二日、二零一九年九月十六日及二零一九年十一月二十一日之公告；及本公司日期為二零一八年六月二十五日及二零一九年十月二十五日之通函。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 31 December 2019 截至二零一九年十二月三十一日止六個月

28. RELATED PARTY TRANSACTIONS

In addition to the transactions detailed elsewhere in these unaudited condensed consolidated financial statements, the following transaction was carried out with a related party in normal course of the Group's business:

28. 有關連人士交易

除該等未經審核簡明綜合財務報表其他部分所詳述之交易外，於本集團一般業務過程中與有關連人士進行之交易如下：

		For the six months ended 31 December	
		截至十二月三十一日止六個月	
		2019	2018
		二零一九年	二零一八年
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Corporate service fee	企業服務費用	-	626

Corporate service fee was paid to related company which is controlled by a Director for the six months ended 31 December 2018.

截至二零一八年十二月三十一日止六個月，企業服務費用已支付予由一名董事控制之關連公司。

Compensation of key management

The key management of the Group comprises all directors of the Company. The short-term benefits were HK\$1,933,000 for the six months ended 31 December 2019 (six months ended 31 December 2018: HK\$2,024,000).

主要管理人員報酬

本集團主要管理人員包括本公司全體董事。截至二零一九年十二月三十一日止六個月之短期福利為1,933,000港元(截至二零一八年十二月三十一日止六個月：2,024,000港元)。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 31 December 2019 截至二零一九年十二月三十一日止六個月

29. FAIR VALUE MEASUREMENT OF FINANCIAL INSTRUMENTS

The fair values of the Group's financial assets are determined as follows:

- The fair value of investments in unlisted private funds as at 31 December 2019 and 30 June 2019 is determined by the Directors of the Company with reference to the valuation statements provided by the fund administrator; and
- The fair value of compensation from profit guarantee is determined by the Directors of the Company with reference to the actual financial result of Delta Prestige Group for the year ended 30 June 2016.

HKFRS 7 requires disclosure for financial instruments that are measured at fair value by level of the following fair value measurement hierarchy:

- Level 1 — Quoted price (unadjusted) in active markets for identical assets or liabilities.
- Level 2 — Inputs other than quoted price included within Level 1 that are observable for the assets or liabilities, either directly or indirectly.
- Level 3 — Inputs for the asset or liability that are not based on observable market data.

29. 金融工具之公平值計量

本集團金融資產之公平值釐定如下：

- 於二零一九年十二月三十一日及二零一九年六月三十日，非上市私人基金之公平值乃由本公司董事經參考基金管理人所提供估值表釐定；及
- 溢利保證補償之公平值乃由本公司董事經參考德泰匯信集團截至二零一六年六月三十日止年度之實際財務業績釐定。

香港財務報告準則第7號規定，須按以下公平值計量等級分級披露按公平值計量之金融工具：

- 第1級 — 相同資產或負債於活躍市場之報價（未經調整）。
- 第2級 — 除第1級包括之報價外，可直接或間接觀察之資產或負債輸入數據。
- 第3級 — 並非根據可觀察市場數據計算之資產或負債輸入數據。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 31 December 2019 截至二零一九年十二月三十一日止六個月

29. FAIR VALUE MEASUREMENT OF FINANCIAL INSTRUMENTS (Continued)

29. 金融工具之公平值計量 (續)

		Level 1 第1級 HK\$'000 千港元	Level 2 第2級 HK\$'000 千港元	Level 3 第3級 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 31 December 2019 (Unaudited)	於二零一九年十二月三十一日(未經審核)				
Assets	資產				
Compensation from profit guarantee	溢利保證補償	-	-	10,000	10,000
Investments in unlisted private funds	非上市私人基金投資	-	119,037	-	119,037
		-	119,037	10,000	129,037

		Level 1 第1級 HK\$'000 千港元	Level 2 第2級 HK\$'000 千港元	Level 3 第3級 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 30 June 2019 (Audited)	於二零一九年六月三十日(經審核)				
Assets	資產				
Compensation from profit guarantee	溢利保證補償	-	-	20,000	20,000
Investments in unlisted private funds	非上市私人基金投資	-	110,015	-	110,015
		-	110,015	20,000	130,015

The methods and valuation techniques used for the purpose of measuring fair value are unchanged compared to the previous reporting periods. There were no significant transfers of financial assets and liabilities between Level 1, Level 2 and Level 3 fair value hierarchy classifications.

計量公平值所用方法及估值技術與過往報告期間相同。第1級、第2級與第3級公平值層級分類之間並無金融資產及負債之重大轉撥。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 31 December 2019 截至二零一九年十二月三十一日止六個月

29. FAIR VALUE MEASUREMENT OF FINANCIAL INSTRUMENTS (Continued)

The fair value of the compensation from profit guarantee is Level 3 recurring fair value measurement. A reconciliation of the opening and closing fair value balances are provided as below.

29. 金融工具之公平值計量 (續)

溢利保證補償之公平值屬第3級經常性公平值計量。下文載列期初及期終公平值結餘對賬。

		31 December 2019 二零一九年 十二月三十一日 HK\$'000 千港元 (Unaudited) (未經審核)	30 June 2019 二零一九年 六月三十日 HK\$'000 千港元 (Audited) (經審核)
Opening balance (Level 3 recurring fair value)	期初結餘(第3級經常性公平值)	20,000	30,000
Repayment during the period/year	期/年內還款	(10,000)	(10,000)
Closing balance (Level 3 recurring fair value)	期終結餘(第3級經常性公平值)	10,000	20,000

One of the key significant unobservable inputs to determine the fair value of compensation from profit guarantee is the actual financial result of Delta Prestige Group for the year ended 30 June 2016.

釐定溢利保證補償之公平值之其中一項主要重大不可觀察輸入數據為德泰匯信集團截至二零一六年六月三十日止年度之實際財務業績。

A better actual financial result of Delta Prestige Group for the year ended 30 June 2016 would result in a decrease in the fair value measurement of compensation from profit guarantee and vice versa.

德泰匯信集團截至二零一六年六月三十日止年度之較理想實際財務業績將導致溢利保證補償之公平值計量減少，反之亦然。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 31 December 2019 截至二零一九年十二月三十一日止六個月

30. EVENTS AFTER REPORTING PERIOD

The outbreak of novel coronavirus (COVID-19) continues to spread throughout the PRC and to countries across the world.

A series of precautionary and control measures have been and continued to be implemented across the countries including but not limited to the strict arrival policy for all inbound visitors from the PRC and postponement of work resumption after the Chinese New Year holiday in some regions in the PRC. These control policies have hit the tourism of Japan and caused the suspension of the operation in the PRC especially for the new energy business.

The Group will monitor the developments of COVID-19 situation closely, assess and react actively to its impacts on the financial position and operating results of the Group.

Up to the date of this report, given the dynamic nature of these circumstances, the related impact on our Group's consolidated results of operations, cash flows and financial condition could not be reasonably estimated at this stage. It is expected that those related impact will be reflected in the Group's 2020 annual financial statements.

30. 報告期後事項

新型冠狀病毒(COVID-19)之爆發於中國各地及世界各國不斷擴散。

各國已經及持續實施一系列預防及控制措施，包括但不限於對來自中國之所有入境旅客實施嚴格之入境政策，並於農曆新年假期後推遲中國部分地區復工。該等控制政策已打擊日本旅遊業及導致中國營運(尤其是新能源業務)暫停。

本集團將密切監察新型冠狀病毒之情況發展、評估及積極應對其對本集團財務狀況及經營業績造成之影響。

直至本報告日期，鑑於該等情況之動態性質，現階段無法合理估計對本集團綜合經營業績、現金流量及財務狀況造成之相關影響。預期該等相關影響將於本集團二零二零年之年度財務報表中反映。

Management Discussion and Analysis

管理層討論及分析

FINANCIAL RESULTS AND BUSINESS REVIEW

The Group is currently engaged in five business segments, (i) hotel hospitality business; (ii) provision of money lending services; (iii) new energy business; (iv) trading and distribution of liquor and wine; and (v) investments in funds. For the six months ended 31 December 2019, the Group recorded a turnover of approximately HK\$28.1 million (six months ended 31 December 2018: approximately HK\$31.3 million). Loss for the period attributable to owners of the Company was approximately HK\$2.2 million (six months ended 31 December 2018: approximately HK\$53.9 million). The decrease in loss for the period was mainly due to the significant decrease in impairment loss on loans receivable and the recognition of the gain on fair value change of financial assets through profit or loss. Basic loss per share was approximately 0.01 HK cent (six months ended 31 December 2018: approximately 0.34 HK cent).

Hotel Hospitality Business

The turnover for the six months ended 31 December 2019 of the hotel hospitality business was approximately HK\$15.6 million (six months ended 31 December 2018: approximately HK\$15.0 million) and a segment loss of approximately HK\$3.6 million was recorded for the six months ended 31 December 2019 (six months ended 31 December 2018: approximately HK\$4.6 million).

Hotel hospitality business is one of the core businesses of the Group which contributed approximately 56% of the Group's revenue for the six months ended 31 December 2019. The hotel, One Niseko Resort Towers (the "Resort Towers"), is located in the famous Japanese skiing destination of Niseko, Hokkaido, Japan. Niseko is one of the famous ski resort areas in Japan and is well known for its heavy light powder snow and spectacular backcountry. The Resort Towers consists of 110 units of high-end accommodation and has an onsen with an indoor and outdoor bath. It attracts many tourists from world-wide for skiing in the winter time.

財務業績及業務回顧

本集團現時從事五個業務分類：(i) 酒店款待業務；(ii) 提供借貸服務；(iii) 新能源業務；(iv) 酒類產品買賣及分銷；及(v) 基金投資。截至二零一九年十二月三十一日止六個月，本集團錄得營業額約28,100,000港元(截至二零一八年十二月三十一日止六個月：約31,300,000港元)。本公司擁有人應佔期內虧損約為2,200,000港元(截至二零一八年十二月三十一日止六個月：約53,900,000港元)。期內虧損減少主要歸因於應收貸款減值虧損大幅減少以及透過損益確認金融資產公平值變動的收益所致。每股基本虧損約為0.01港仙(截至二零一八年十二月三十一日止六個月：約0.34港仙)。

酒店款待業務

酒店款待業務截至二零一九年十二月三十一日止六個月之營業額約為15,600,000港元(截至二零一八年十二月三十一日止六個月：約15,000,000港元)，而截至二零一九年十二月三十一日止六個月之分類虧損則約為3,600,000港元(截至二零一八年十二月三十一日止六個月：約4,600,000港元)。

酒店款待業務是本集團核心業務之一，截至二零一九年十二月三十一日止六個月，有關業務為本集團貢獻約56%的收益。酒店One Niseko Resort Towers (「Resort Towers」)位於日本北海道二世古之著名滑雪勝地。二世古是享譽日本的滑雪度假勝地之一，以其厚厚粉雪及壯觀的鄉郊景緻而聞名。Resort Towers提供110間高檔客房，並設有室內及室外溫泉。在冬季，該地區一直吸引眾多遊客自世界各地前來滑雪。

Management Discussion and Analysis

管理層討論及分析

Money Lending Services

As at 31 December 2019, the Group had loans receivable with gross principal amount of approximately HK\$205.2 million (30 June 2019: approximately HK\$219.9 million). The Group recorded interest income from loans receivable of approximately HK\$8.6 million for the six months ended 31 December 2019 (six months ended 31 December 2018: approximately HK\$11.6 million).

The loan portfolio comprises loans to independent third party borrowers with term ranging from eight months to forty months and interest rate from 5.5% to 20% per annum.

The Group has adopted a credit policy to manage its money lending business which includes compliance with all applicable laws and regulations, credit assessment on potential borrower and his/its assets, the credibility of the potential borrower, the necessity in obtaining collaterals and determination of suitable interest rate to reflect the risk level of the provision of loan.

The Group has performed credit risk assessment before granting the loans by (a) reviewing the financial information of the potential borrower; and (b) performing an assessment on the financial condition of the potential borrower and its shareholder (for enterprises), such as the type and value of assets owned by the potential borrower.

借貸服務

於二零一九年十二月三十一日，本集團有本金總額約205,200,000港元(二零一九年六月三十日：約219,900,000港元)之應收貸款。截至二零一九年十二月三十一日止六個月，本集團錄得應收貸款利息收入約8,600,000港元(截至二零一八年十二月三十一日止六個月：約11,600,000港元)。

貸款組合包括向獨立第三方借方作出之貸款，為期八個月至四十個月不等，年利率介乎5.5厘至20厘。

本集團已採納信貸政策管理其借貸業務，包括遵守所有適用法律及法規、對潛在借款人以及其資產、潛在借款人的可信程度進行信貸評估、獲取任何抵押品的必要性以及釐定合適利率以反映提供有關貸款的風險水平。

本集團於授出該筆貸款前已進行信貸風險評估，方法是：(a)審閱潛在借款人的財務資料；及(b)對潛在借款人及其股東(就企業而言)的財務狀況進行評估，例如潛在借款人擁有的資產類型及價值。

Management Discussion and Analysis 管理層討論及分析

The Group also assesses and decides the necessity and the value of security/collateral for granting of each loan, whether to an individual or enterprise, on a case by case basis considering factors, including but not limited to, the repayment history, results of public search towards the borrower, the value and location of the assets owned by the borrower and the financial condition of the borrower.

For loan collection/recovery, the Group issues overdue payment reminder to the borrower, instructs its legal advisers to issue demand letter for loans overdue for a longer period of time, negotiates with the borrower for the repayment or settlement of the loan and/or commences legal actions against the borrower.

As at 31 December 2019, the Group had loans to ten borrowers of which six were overdue and not repaid on the maturity date and four loans were not yet due. The Group had received approximately HK\$3.1 million repayments from the borrowers subsequent to the period ended 31 December 2019. During the period under review, the Group had strictly followed the Group's collection/recovery policy.

As at 31 December 2019, the management had engaged an independent qualified valuer (the "1st ECL Valuer") to determine the expected credit losses (the "ECL") of the Group's loans receivable. In view of the materiality of the balance of loans receivable and for the sake of prudence, the management had further engaged another independent qualified valuer to conduct an independent review of the valuation report issued by the 1st ECL Valuer on the valuation methodology, the underlying assumptions, the parameters and inputs used in the valuation for accounting purpose. In assessing the ECL of the Group's loans receivable, a credit rating analysis of the underlying debtors was adopted by reviewing the historical accounting information to estimate the default risk. The Group applied different expected

本集團在考慮(包括但不限於)還款記錄、對借款人進行公開查詢的結果、借款人所擁有資產的價值及位置以及借款人的財務狀況等因素後，按個別基準評估及決定授出各筆貸款(無論授予個人或企業)的必要性及抵押/抵押品的價值。

就貸款收回/收款而言，本集團向借款人發出逾期付款通知書、指示其法律顧問就長時間逾期貸款發出還款通知書、與借款人就償還或清償貸款進行協商及/或對借款人開展法律行動。

於二零一九年十二月三十一日，本集團向十名借款人借出貸款，當中六筆貸款已逾期且於到期日尚未償還，而四筆貸款尚未逾期。於截至二零一九年十二月三十一日止期間後，本集團已收取來自借款人結付款項合共約3,100,000港元。於回顧期內，本集團已嚴格遵守本集團的貸款收款/收回政策。

於二零一九年十二月三十一日，管理層委聘一名獨立合資格估值師(「首名預期信貸虧損估值師」)釐定本集團應收貸款之預期信貸虧損(「預期信貸虧損」)。鑑於應收貸款結餘重大，為審慎起見，管理層進一步委聘另一名獨立合資格估值師就首名預期信貸虧損估值師發出之估值報告涉及之估值方法、相關假設、就會計而言估值所用參數及輸入數據進行獨立審查。評估本集團應收貸款之預期信貸虧損時，通過審閱過往會計資料以估計違約風險，對相關債務人進行信貸評級分析。本集團於不同類別之應收款項根據其各自之風險特性應用不同預期信貸虧損比率。釐定違約風險時考慮之

Management Discussion and Analysis

管理層討論及分析

loss rates to different classes of receivables according to their respective risk characteristics. In determining the default risk, factors including but not limited to, the aging analysis of the receivables, the Group's internal assessment of the debtors' credit worthiness, historical and forecast occurrence of event of default, existence and valuation of the collaterals, the relevant regulatory framework and government policies in Hong Kong and global economic outlook in general and the specific economic condition of Hong Kong and the PRC, would be considered. The rate of ECL ranged from 5% to 100% depending on the nature, probability of default and loss given default of the loans receivable.

New Energy Business

EPS is the Group's operating subsidiary for the new energy business. EPS is principally engaged in the development, manufacturing and distribution of a fuel additive product, namely EuroAd which can reduce fuel consumption and environmental impact. EuroAd is a totally biodegradable fuel additive that acts as a catalyst to achieve fuel efficiency and cost savings.

The turnover of the new energy business for the six months ended 31 December 2019 was approximately HK\$1.7 million (six months ended 31 December 2018: approximately HK\$4.1 million) and a segment loss of approximately HK\$5.8 million was recorded for the six months ended 31 December 2019 (six months ended 31 December 2018: approximately HK\$17.4 million). The decrease in segment loss was mainly attributable to the absence of impairment loss on intangible assets.

因素包括但不限於應收賬款之賬齡分析、本集團對債務人信用狀況之內部評估、發生違約事件之歷史及預測、抵押品之存在及估值、香港相關監管框架及政府政策、全球的總體經濟前景以及香港及中國的具體經濟狀況。預期信貸虧損比率介乎5%至100%，視乎應收貸款違約性質、違約或然率及違約損失率而定。

新能源業務

EPS為本集團經營新能源業務之附屬公司。EPS主要從事開發、生產及分銷名為EuroAd之燃料添加劑產品，有關產品可減低燃料消耗及對環境之影響。EuroAd為可完全生物降解之燃料添加劑，透過催化作用提升燃料效益及節省成本。

新能源業務截至二零一九年十二月三十一日止六個月之營業額約為1,700,000港元（截至二零一八年十二月三十一日止六個月：約4,100,000港元），而截至二零一九年十二月三十一日止六個月之分類虧損則約為5,800,000港元（截至二零一八年十二月三十一日止六個月：約17,400,000港元）。分類虧損減少主要由於並無產生無形資產減值虧損。

Management Discussion and Analysis

管理層討論及分析

On 4 April 2018, the Company as vendor, Excellent Point Asia Limited as purchaser and Mr. Zhu Yongjun as guarantor entered into a sale and purchase agreement (the “SPA”), pursuant to which the Company conditionally agreed to sell and the purchaser conditionally agreed to purchase the 49 issued shares of Perfect Essential Holdings Limited (the “Target Company”, together with its subsidiaries, the “Target Group”), representing 49% of the issued share capital of the Target Company, and the sale loans to be assigned by the vendor to the purchaser, subject to the terms and conditions of the SPA at a total consideration of HK\$64,484,382.2.

Pursuant to the SPA, the purchaser and the vendor shall enter into the option deed in respect of the grant of the call option upon the first completion, pursuant to which the vendor shall grant the purchaser the right to acquire all but not part of the option shares, representing 51% of the issued share capital of the Target Company and the option loan, within six months from the first completion date.

The first and second completions took place on 18 July 2018 and 31 October 2018 respectively in accordance with the terms and conditions of the SPA. Immediately upon the first completion, the Company held 51% equity interest of the Target Company and the Target Group became non wholly-owned subsidiaries of the Company.

On 16 January 2019, the Company received a written notice from the purchaser that the purchaser has waived the right to exercise the call option. As such, the call option will not be exercised by the purchaser.

於二零一八年四月四日，本公司（作為賣方）、Excellent Point Asia Limited（作為買方）與朱勇軍先生（作為擔保人）訂立買賣協議（「買賣協議」），據此，本公司有條件同意出售而買方有條件同意購買 Perfect Essential Holdings Limited（「目標公司」），連同其附屬公司統稱「目標集團」49股已發行股份（相當於目標公司已發行股本之49%）及賣方將轉讓予買方之銷售貸款，總代價為64,484,382.2港元，惟須受買賣協議之條款及條件所規限。

根據買賣協議，買方與賣方須於首次完成後就授出認購期權訂立期權契約，據此，賣方須於首次完成日期起計六個月內授予買方權利收購全部而非部分期權股份（相當於目標公司已發行股本及期權貸款之51%）。

首次及第二次完成根據買賣協議之條款及條件分別於二零一八年七月十八日及二零一八年十月三十一日落實。緊隨首次完成後，本公司持有目標公司之51%股權，而目標集團成為本公司非全資附屬公司。

於二零一九年一月十六日，本公司接獲買方之書面通知，表示買方已放棄行使認購期權之權利。因此，買方將不會行使認購期權。

Management Discussion and Analysis 管理層討論及分析

On 27 February 2019, the Company, the purchaser and the guarantor entered into an extension letter to extend the third completion date to not later than 17 April 2019 (or such other date as the Company, the purchaser and the guarantor may agree in writing) (the “Extended Third Completion Date”), and the purchaser undertook to pay to the Company the third tranche payment together with interest accrued on the third tranche payment at the rate of 12% per annum on or before the Extended Third Completion Date.

On 17 April 2019, the Company did not receive the relevant instalments of the consideration for the third completion and the fourth completion, therefore, the third completion and the fourth completion did not take place. The Company had also received a notice from the purchaser that the purchaser was considering the possibility of not proceeding with the third completion, the fourth completion and the fifth completion.

On 15 July 2019, the Company, the purchaser and the guarantor entered into a deed of settlement (the “Deed of Settlement”) to set out the terms and conditions for the settlement of the payment obligations and liabilities of the purchaser under the third completion, fourth completion and fifth completion. Pursuant to the Deed of Settlement, (i) the purchaser shall transfer 21.75% of the issued share capital of the Target Company to the Company and assign part of the purchaser’s shareholder loan at the consideration of HK\$1,220,991.5 (the “Assigned Amount Consideration”); (ii) the purchaser shall pay to the Company the sum of HK\$1,220,991.5 by way of set-off against the Assigned Amount Consideration on a dollar-for dollar basis; and (iii) the guarantor shall enter into a service agreement with the Target Company as a consultant for a service fee of HK\$1 for the whole term.

於二零一九年二月二十七日，本公司、買方及擔保人訂立延長第三次完成日期至不遲於二零一九年四月十七日（或本公司、買方及擔保人可能書面協定之其他日期）（「經延長第三次完成日期」）之延長函件，而買方已承諾於經延長第三次完成日期或之前向本公司支付第三批次付款，連同第三批次付款按年利率12%累計之利息。

於二零一九年四月十七日，本公司並無接獲與第三次完成及第四次完成代價相關之分期付款，故第三次完成及第四次完成尚未落實。本公司亦已接獲買方通知，表示買方現正考慮不進行第三次完成、第四次完成及第五次完成之可能性。

於二零一九年七月十五日，本公司、買方及擔保人訂立清償契據（「清償契據」），以載列買方清償於第三次完成、第四次完成及第五次完成項下之付款義務及責任之條款及條件。根據清償契據，(i) 買方須向本公司轉讓目標公司21.75%之已發行股本及轉讓買方之部分股東貸款，代價為1,220,991.5港元（「轉讓款額代價」）；(ii) 買方須向本公司支付合共1,220,991.5港元，透過抵銷轉讓款額代價方式按等額支付；及(iii) 擔保人須與目標公司訂立服務協議以擔任目標集團之顧問，全期服務費為1港元。

Management Discussion and Analysis 管理層討論及分析

The completion took place on 21 November 2019. Immediately after the completion, the Company holds 72.75% equity interest in the Target Company and the Target Company continues to be a non-wholly-owned subsidiary of the Company. The assigned amount in the sum of HK\$1,220,991.50 has been assigned to the Company on 21 November 2019.

In the course of preparing the financial statements, the management had duly engaged an independent qualified valuer (the "1st Valuer") to determine the recoverable amount of the cash generating unit as at 31 December 2019 of the new energy business. For the sake of prudence and same as last period, the Company engaged another independent qualified valuer to conduct an independent review of the valuation report issued by the 1st Valuer on the valuation methodology, assessment of the discount rate and any other key variables used in the valuation and the internal consistency of the valuation model used by the 1st Valuer for accounting reference purpose.

In assessing the recoverable amount of the cash generating unit of the new energy business as at 31 December 2019, value-in-use calculation has been adopted that the estimated future cash flows were discounted to their present value using a pre-tax discount rate that reflected current market assessment of time value of money and the risk specific to the new energy business. The calculation used in cash flow projections was based on latest financial budgets covering a period of 5 years and at a pre-tax discount rate of 26% which was determined with reference to the market conditions, such as company specific risk premium and cost of debt of the new energy business. The cash flow projections beyond the 5-year period are extrapolated using a perpetual growth rate of 3%. The management of new energy business reviewed the assumptions taking into account of (i) the general economic environment; (ii) industry dynamics; (iii) past performance; and (iv) on-going business development of the new energy business in preparing the cash flow projections.

完成已於二零一九年十一月二十一日落實。緊隨完成後，本公司持有目標公司72.75%股權，而目標公司繼續為本公司非全資附屬公司。轉讓款額合共1,220,991.50港元已於二零一九年十一月二十一日轉讓予本公司。

於編製財務報表時，管理層已正式委聘一名獨立合資格估值師（「首名估值師」）釐定新能源業務現金產生單位於二零一九年十二月三十一日之可收回金額。為審慎起見，與去年同期相同，本公司委聘另一名獨立合資格估值師對首名估值師所發出估值報告之估值方法、評估貼現率及估值所用任何其他主要可變因素以及首名估值師就會計參考目的所用估值模式之內部一致方面進行獨立審查。

於評估新能源業務現金產生單位於二零一九年十二月三十一日之可收回金額時，乃採用使用價值計算，估計未來現金流量已採用反映金錢時間價值及新能源業務特定風險之現行市場評估稅前貼現率貼現至現值。現金流量預測所採用計量基於涵蓋五年期間之最新財政預算，並按稅前貼現率26%貼現，乃參考市況（如新能源業務之公司特定風險溢價及債務成本）而釐定。超越五年期間之現金流量預測乃採用長期增長率3%推算。新能源業務之管理人員於編製現金流量預測時已審閱各種假設，當中考慮到(i)整體經濟環境；(ii)行業動態；(iii)過往表現；及(iv)新能源業務之持續業務發展。

Management Discussion and Analysis

管理層討論及分析

Liquor and Wine Business

The turnover for the six months ended 31 December 2019 of the liquor and wine business was approximately HK\$2.2 million (six months ended 31 December 2018: approximately HK\$0.5 million) and a segment loss of approximately HK\$0.7 million was recorded for the six months ended 31 December 2019 (six months ended 31 December 2018: approximately HK\$1.6 million). The Group had aggressively sold the inventories during the period under review.

Funds Investments

As at 31 December 2019, the Group had invested into two funds with an aggregated value of approximately HK\$119.0 million (30 June 2019: approximately HK\$110.0 million).

(1) **TAR High Value Fund SP (the "TAR Fund")**

TAR Fund is a segregated portfolio created by TAR Opportunities Fund SPC ("TAR SPC") which is a segregated portfolio company incorporated under the laws of the Cayman Islands with limited liability. TAR SPC is registered as a "segregated portfolio company" with the Registrar of Companies of the Cayman Islands and principally engaged in the investment and fund related services. TAR SPC has appointed TAR Fund Management (Cayman) Limited ("TAR Fund Management") as its investment manager. TAR Fund Management is an exempted company incorporated in the Cayman Islands with limited liability. The director of TAR Fund Management has over 10 years of experience in manufacturing, management and investment and has been involved in financial industries in the PRC and Hong Kong for many years, and has considerable experience in stock and derivative products. The purpose

酒類產品業務

酒類產品業務於截至二零一九年十二月三十一日止六個月之營業額約為2,200,000港元(截至二零一八年十二月三十一日止六個月:約500,000港元),而截至二零一九年十二月三十一日止六個月之分類虧損則約為700,000港元(截至二零一八年十二月三十一日止六個月:約1,600,000港元)。於回顧期間,本集團積極出售存貨。

基金投資

於二零一九年十二月三十一日,本集團向兩個基金進行投資,總值約119,000,000港元(二零一九年六月三十日:約110,000,000港元)。

(1) **TAR High Value Fund SP (「TAR Fund」)**

TAR Fund為TAR Opportunities Fund SPC(「TAR SPC」)設立的獨立投資組合,而TAR SPC為根據開曼群島法律註冊成立的獨立投資組合有限公司。TAR SPC向開曼群島公司註冊處處長登記為「獨立投資組合公司」,並主要從事投資及基金相關服務。TAR SPC已委任TAR Fund Management (Cayman) Limited(「TAR Fund Management」)為其投資經理。TAR Fund Management為開曼群島註冊成立的獲豁免有限公司。TAR Fund Management的董事在生產、管理及投資方面擁有逾10年的經驗,並在中國及香港的金融行業涉足多年,且在股票

Management Discussion and Analysis

管理層討論及分析

of TAR Fund is to carry on the business of investing, holding, monitoring and realising investments made with the principal objective of achieving a high rate of return through capital appreciation through investments that operates in or derive significant business opportunities from the financial services, natural resources and/or property investments sectors. Such investment can be in form of equity investments and/or debt instruments including but not limited to convertible or exchangeable bonds, notes and debentures.

The net asset value of the TAR Fund as at 31 December 2019 was approximately HK\$58.2 million, represented approximately 4.7% to the Group's total assets. The TAR Fund had an average return of approximately 5.57% and 5.26% for the years ended 31 December 2019 and 2018 respectively.

(2) **TAP Growth Fund SP (the "TAP Fund")**

TAP Fund is a segregated portfolio created by TAP Global Fund SPC ("TAP SPC") which is a segregated portfolio company incorporated under the laws of the Cayman Islands with limited liability. TAP SPC is registered as a "segregated portfolio company" with the Registrar of Companies of the Cayman Islands and is principally engaged in the investment and fund related services. TAP SPC has appointed TAP Investment Management (Cayman) Limited ("TAP Investment Management") as its investment manager. TAP Investment Management is an exempted company incorporated in the Cayman Islands with limited liability. The directors of TAP Investment Management have extensive experience in management, financial markets and investments. The purpose of TAP Fund is to carry on the business of investing, holding, monitoring and realising private debt

及衍生產品方面擁有豐富經驗。TAR Fund的目的為以透過資本增值取得高回報率為主要目標，透過在金融服務、自然資源及／或物業投資行業經營或從該等行業取得重大商機的投資，從事投資、持有、監察及變現投資業務。該投資形式可為股本投資及／或債務工具，包括但不限於可換股或可轉換債券、票據及債權證。

TAR Fund於二零一九年十二月三十一日的資產淨值約為58,200,000港元，佔本集團總資產約4.7%。截至二零一九年及二零一八年十二月三十一日止年度，TAR Fund的平均回報率分別約為5.57%及5.26%。

(2) **TAP Growth Fund SP (TAP Fund)**

TAP Fund為TAP Global Fund SPC (「TAP SPC」)設立的獨立投資組合，而TAP SPC為根據開曼群島法律註冊成立的獨立投資組合有限公司。TAP SPC向開曼群島公司註冊處處長登記為「獨立投資組合公司」，並主要從事投資及基金相關服務。TAP SPC已委任TAP Investment Management (Cayman) Limited (「TAP Investment Management」)為其投資經理。TAP Investment Management為開曼群島註冊成立的獲豁免有限公司。TAP Investment Management的董事在管理、金融市場及投資方面擁有豐富經驗。TAP Fund的目的為以尋求具合理安全程度的固定收益回報為目標，從事投

Management Discussion and Analysis

管理層討論及分析

investments with the objective of seeking fixed income returns with a reasonable degree of security. The investment can be secured or unsecured and in form of loans and/or debt instruments including but not limited to convertible or exchangeable bonds, notes and debentures.

The net asset value of the TAP Fund as at 31 December 2019 was approximately HK\$60.8 million, represented approximately 4.9% to the Group's total assets. The TAP Fund had an average return of approximately 16.21% and 3.39% for the years ended 31 December 2019 and 2018 respectively.

The TAP Fund was redeemed on 24 January 2020 and distribution will be made no later than 90 days following receipt of the proceeds of the realization of the TAP Fund.

INTERIM DIVIDEND

The Directors do not recommend the payment of any interim dividend for the six months ended 31 December 2019 (six months ended 31 December 2018: Nil).

FINANCIAL RESOURCES, LIQUIDITY AND GEARING

As at 31 December 2019, the Group recorded cash and bank balances amounting to approximately HK\$376.5 million (30 June 2019: approximately HK\$304.3 million) and the net current assets value was approximately HK\$501.4 million (30 June 2019: approximately HK\$512.6 million).

The Group's gearing ratio as at 31 December 2019 was approximately 0.15 (30 June 2019: approximately 0.14), being a ratio of total interest bearing debts, including borrowings of approximately HK\$145.3 million (30 June 2019: approximately HK\$139.7 million) to the total equity of approximately HK\$953.5 million (30 June 2019: approximately HK\$966.6 million).

資、持有、監察及變現私人債務投資業務。有關投資可為有抵押或無抵押，而形式可為貸款及／或債務工具，包括但不限於可換股或可轉換債券、票據及債權證。

TAP Fund於二零一九年十二月三十一日的資產淨值約為60,800,000港元，佔本集團總資產約4.9%。截至二零一九年及二零一八年十二月三十一日止年度，TAP Fund的平均回報率分別約為16.21%及3.39%。

TAP Fund已於二零二零年一月二十四日獲贖回，並將於收訖TAP Fund變現的所得款項後90日內分派。

中期股息

董事不建議截至二零一九年十二月三十一日止六個月派付任何中期股息（截至二零一八年十二月三十一日止六個月：無）。

財務資源、流動資金及負債資產比率

於二零一九年十二月三十一日，本集團錄得現金及銀行結餘約376,500,000港元（二零一九年六月三十日：約304,300,000港元），而流動資產淨值則約為501,400,000港元（二零一九年六月三十日：約512,600,000港元）。

於二零一九年十二月三十一日，本集團之負債資產比率約為0.15（二零一九年六月三十日：約0.14），即計息債務總額（包括借貸）約145,300,000港元（二零一九年六月三十日：約139,700,000港元）相對總權益約953,500,000港元（二零一九年六月三十日：約966,600,000港元）之比率。

Management Discussion and Analysis

管理層討論及分析

USE OF PROCEEDS FROM RIGHTS ISSUE

The Company completed a rights issue on 13 June 2018, pursuant to which the Company has issued 10,463,687,800 ordinary shares of the Company of HK\$0.05 each as rights shares at HK\$0.052 per rights share on the basis of two rights shares for every one existing share held on 18 May 2018. The net proceeds from the rights issue (after deducting the expenses) were approximately HK\$523.6 million. The net subscription price per rights share after deducting the related expenses of the rights issue was approximately HK\$0.050. The Company intended to apply net proceeds of approximately HK\$523.6 million from the rights issue as to (i) approximately HK\$196.0 million for the contribution to the facility to be made available to a joint venture company (the "JV Company") formed with Zhongke International Capital Limited; (ii) approximately HK\$193.9 million for repayment of the outstanding borrowings; (iii) approximately HK\$100.0 million for expansion of the Group's money lending business; and (iv) the remaining balance for general working capital of the Group.

In view of the reasonable interest income generated from the loans receivable, the Group reallocated HK\$11.35 million from the portion intended to be used as general working capital to expand the money lending business in August 2018. Details of the change in use of proceeds are set out in the announcement of the Company dated 10 August 2018.

供股所得款項用途

本公司於二零一八年六月十三日完成供股，據此本公司已按於二零一八年五月十八日每持有一股現有股份獲發兩股供股股份之基準，按每股供股股份0.052港元發行10,463,687,800股每股面值0.05港元之本公司普通股作為供股股份。供股所得款項淨額（經扣除開支後）約為523,600,000港元。經扣除供股相關開支後，每股供股股份認購價淨額約為0.050港元。本公司擬動用供股所得款項淨額約523,600,000港元，其中(i)約196,000,000港元用於為與中科國際資本有限公司成立之合營公司（「合營公司」）將可獲得之融資注資；(ii)約193,900,000港元用於償還尚未償還借款；(iii)約100,000,000港元用於擴充本集團之借貸業務；及(iv)餘款用作本集團之一般營運資金。

鑑於應收貸款所產生之合理利息收入，本集團已於二零一八年八月將擬用作一般營運資金之部分金額11,350,000港元重新分配至擴大借貸業務。更改所得款項用途之詳情載於本公司日期為二零一八年八月十日的公告。

Management Discussion and Analysis 管理層討論及分析

In view of the termination of the amended and restated joint venture agreement with Zhongke International Capital Limited, on 17 January 2019, the Group further reallocated the net proceeds in the amount of approximately HK\$196.0 million which was originally planned for the contribution to the facility to be made available to the JV Company to fund other future investment opportunities (which may include acquisition of office premises for the Group's own use or rental purposes), and/or expansion of the Group's money lending business and/or general working capital of the Group. Details of the further change in use of proceeds are set out in the announcement of the Company dated 17 January 2019.

As at 31 December 2019, the Group utilised the net proceeds from the rights issue as to (i) approximately HK\$56.0 million for repayment of the outstanding borrowings; (ii) approximately HK\$111.35 million for expansion of the Group's money lending business by granting of loans to independent third parties; (iii) approximately HK\$87.1 million for the acquisition of property; and (iv) approximately HK\$86.3 million for general working capital of the Group. The unutilised net proceeds have been placed as the interest bearing deposits with licensed banks in Hong Kong.

The Group plans to utilise the remaining proceeds from the rights issue for future potential investments, expansion of money lending business and repay the remaining outstanding borrowings.

鑑於終止與中科國際資本有限公司所訂立經修訂及重列合營協議，於二零一九年一月十七日，本集團進一步重新分配所得款項淨額約196,000,000港元（原擬定用於為合營公司將可獲得之融資注資），藉以為其他未來投資機會（可能包括收購本集團自用或租賃用途的辦公室物業）提供資金，及／或拓展本集團之借貸業務及／或本集團之一般營運資金。進一步更改所得款項用途之詳情載於本公司日期為二零一九年一月十七日的公告。

於二零一九年十二月三十一日，本集團已將供股所得款項淨額撥作如下用途：(i) 約56,000,000港元用作償還尚未償還的借款；(ii) 約111,350,000港元用作向獨立第三方授出貸款，藉以擴大本集團借貸業務；(iii) 約87,100,000港元用作收購物業；及(iv) 約86,300,000港元用作本集團一般營運資金。未動用所得款項淨額已作為計息存款存放於香港持牌銀行。

本集團計劃將供股剩餘所得款項用於未來潛在投資、擴展借貸業務及償還餘下尚未償還借款。

Management Discussion and Analysis

管理層討論及分析

PLEDGE OF ASSETS

As at 31 December 2019, the Group pledged hotel land and building in Japan with an aggregated carrying value of approximately HK\$473.6 million (30 June 2019: approximately HK\$483.0 million), investment properties in Hong Kong with an aggregate carrying value of HK\$18.6 million (30 June 2019: Nil), bank deposit of approximately HK\$1.3 million (30 June 2019: approximately HK\$1.9 million) and the entire equity interest of certain subsidiaries to secure banking facilities of the Group.

CAPITAL STRUCTURE

During the six months ended 31 December 2019, 3,714,950 share options lapsed.

Save as disclosed above, the Company had no other changes in capital structure during the six months ended 31 December 2019.

INVESTMENT POSITION AND PLANNING Financial Assets at Fair Value through Profit or Loss

As at 31 December 2019, the Group had invested in two (30 June 2019: two) unlisted private funds with aggregated carrying amount of approximately HK\$119.0 million (30 June 2019: approximately HK\$110.0 million). The purpose of the fund portfolio is to carry on the business of investing, holding, monitoring and realizing (i) the private debt investments, including but not limited to bonds, notes and debentures; and (ii) the equity investments and/or debt instruments from the financial services, natural resources and/or property investment sectors. The value of fund portfolio was based on fair value.

資產抵押

於二零一九年十二月三十一日，本集團已質押賬面值合共約473,600,000港元之日本酒店土地及樓宇(二零一九年六月三十日：約483,000,000港元)、賬面總值18,600,000港元(二零一九年六月三十日：無)的香港投資物業、為數約1,300,000港元之銀行存款(二零一九年六月三十日：約1,900,000港元)及若干附屬公司之全部股權，以作為本集團銀行融資之抵押。

資本結構

於截至二零一九年十二月三十一日止六個月，3,714,950份購股權已失效。

於截至二零一九年十二月三十一日止六個月，除上文披露者外，本公司資本架構並無任何其他變動。

投資狀況及計劃

按公平值計入損益之金融資產

於二零一九年十二月三十一日，本集團投資於兩項(二零一九年六月三十日：兩項)非上市私人基金，賬面總值約119,000,000港元(二零一九年六月三十日：約110,000,000港元)。基金組合目的為進行投資、持有、監管及變現(i)私人債務投資(包括但不限於債券、票據及債權證)；及(ii)來自金融服務、天然資源及/或物業投資領域之股本投資及/或債務工具。基金組合價值乃按公平值釐定。

Management Discussion and Analysis

管理層討論及分析

Settlement Deed and Supplemental Settlement Deeds in relation to the Profit Guarantee Compensation

With reference to the Company's announcements dated 26 April 2015 and 29 May 2015 in relation to the acquisition of the electric cycles business, Mr. Lee Man Bun ("Mr. Lee") as the vendor irrevocably warranted and guaranteed to the Company that the after-tax audited consolidated net profit of the electric cycles business for the year ended 30 June 2016 shall not be less than HK\$100,000,000 (the "Guaranteed Net Profit").

In the event that the electric cycles business cannot achieve the Guaranteed Net Profit, Mr. Lee has irrevocably undertaken to the Company to pay to the Company in cash within 10 business days from the date of receipt of the certificate from the auditors of the Company an amount equal to the shortfall (the "Profit Guarantee Compensation").

In view of the loss recorded for the year ended 30 June 2016 of the electric cycles business, Mr. Lee had been requested to settle the Profit Guarantee Compensation of HK\$100,000,000. After arm's length negotiations, on 26 September 2016, Mr. Lee and the Company entered into a settlement deed regarding the settlement of the Profit Guarantee Compensation of HK\$100,000,000 and the additional amount of compensation of HK\$850,000, in which HK\$70,700,000 was settled by Mr. Lee on 27 September 2016 and 21 September 2017.

有關溢利保證補償之償付契約及補充償付契約

參照本公司日期為二零一五年四月二十六日及二零一五年五月二十九日有關收購電動自行車業務之公告，李文彬先生（「李先生」，作為賣方）向本公司不可撤回地保證及擔保，電動自行車業務於截至二零一六年六月三十日止年度之除稅後經審核綜合純利不會少於100,000,000港元（「保證純利」）。

倘電動自行車業務未能達致保證純利，則李先生向本公司不可撤回地承諾於接獲本公司核數師發出證明書當日起計10個營業日內以現金向本公司支付相當於缺額之金額（「溢利保證補償」）。

鑑於電動自行車業務截至二零一六年六月三十日止年度錄得虧損，李先生被要求償付為數100,000,000港元之溢利保證補償。經雙方公平磋商後，於二零一六年九月二十六日，李先生與本公司就償付溢利保證補償100,000,000港元及額外補償金額850,000港元訂立償付契約，其中70,700,000港元已由李先生於二零一六年九月二十七日及二零一七年九月二十一日償付。

Management Discussion and Analysis 管理層討論及分析

Pursuant to the supplemental settlement deed entered into between Mr. Lee and the Company on 28 September 2018, Mr. Lee shall pay HK\$30,650,000 (being the sum of the outstanding settlement payment of HK\$30,150,000 and the additional amount of compensation of HK\$500,000) to the Company in the following manner: (a) HK\$10,000,000 shall be paid to the Company on the date of the supplemental settlement deed; and (b) HK\$20,650,000 shall be paid to the Company on or before 31 March 2019. The amount of HK\$10,000,000 was received by the Company pursuant to the terms of the supplemental settlement deed. The amount of HK\$20,650,000 was still outstanding as at 30 June 2019.

Pursuant to the second supplemental settlement deed entered into between Mr. Lee and the Company on 27 September 2019, Mr. Lee shall pay HK\$21,050,000 (being the sum of the outstanding settlement payment of HK\$20,650,000 and the additional amount of compensation of HK\$400,000) to the Company in the following manner: (a) HK\$10,000,000 shall be paid to the Company on the date of the second supplemental settlement deed; and (b) HK\$11,050,000 shall be paid to the Company on or before 30 September 2020. The Company received HK\$10,000,000 from Mr. Lee on 27 September 2019.

Details of the settlement deed and supplemental settlement deeds are set out in the Company's announcements dated 26 September 2016, 28 September 2018 and 27 September 2019.

根據李先生與本公司於二零一八年九月二十八日所訂立之補充償付契約，李先生須按如下方式向本公司支付30,650,000港元（即尚未償付款項30,150,000港元加額外補償金額500,000港元之總和）：(a) 於補充償付契約日期向本公司支付10,000,000港元；及(b) 於二零一九年三月三十一日或之前向本公司支付20,650,000港元。本公司根據補充償付契約之條款收訖10,000,000港元。於二零一九年六月三十日，20,650,000港元之金額尚未償付。

根據李先生與本公司於二零一九年九月二十七日訂立的第二份補充償付契約，李先生須向本公司支付21,050,000港元（即尚未償付款項20,650,000港元及額外補償金額400,000港元之總和），並按以下方式支付：(a) 10,000,000港元須於第二份補充償付契約日期向本公司支付；及(b) 11,050,000港元須於二零二零年九月三十日或之前向本公司支付。本公司已於二零一九年九月二十七日向李先生收取10,000,000港元。

償付契約及補充償付契約之詳情於本公司日期為二零一六年九月二十六日、二零一八年九月二十八日及二零一九年九月二十七日之公告內載列。

Management Discussion and Analysis

管理層討論及分析

Disposal of a Land in the PRC

On 7 September 2017, Advanced System Group Limited, wholly-owned subsidiary of the Company, as vendor entered into a sale and purchase agreement (the "PRC Land Disposal Agreement") with an independent third party as purchaser. Pursuant to the PRC Land Disposal Agreement, the purchaser agreed to acquire and the vendor agreed to sell the entire issued share capital of Miracle True Investment Limited and its subsidiary in the PRC, which holds a land in Huizhou City, Guangdong Province, the PRC, and the shareholder's loan in cash at a consideration of HK\$11,000,000, in which HK\$550,000 had been received on 7 September 2017 and the remaining balance of HK\$10,450,000 would be payable by the purchaser within six months from the date of the PRC Land Disposal Agreement. On 7 February 2018, 31 January 2019 and 31 July 2019, the vendor and the purchaser confirmed their mutual agreement to extend the long stop date to 31 January 2019, 31 July 2019 and 31 December 2019 respectively or such other date as the vendor and the purchaser may agree in writing. On 30 April 2019, the purchaser further paid to the vendor HK\$450,000.

On 16 December 2019, the vendor and the purchaser entered into a supplemental agreement, pursuant to which HK\$3,000,000 was paid by the purchaser to the vendor on or before 31 December 2019 and the remaining balance of HK\$7,000,000 shall be payable by the purchaser to the vendor within twelve months from the completion date. A share charge was given by the purchaser in favour of the vendor pursuant to which the purchaser created a first fixed charge over the entire issued shares of Miracle True Investment Limited. The disposal was completed on 30 December 2019.

The disposal was classified as a non-disclosable transaction under Chapter 14 of the Listing Rules.

出售一幅中國土地

於二零一七年九月七日，本公司之全資附屬公司Advanced System Group Limited（作為賣方）與一名獨立第三方（作為買方）訂立買賣協議（「中國土地出售協議」）。根據中國土地出售協議，買方同意收購而賣方同意出售奧勤投資有限公司及其中國附屬公司（其持有一幅位於中國廣東省惠州市之土地）之全部已發行股本連同股東貸款，現金代價為11,000,000港元，當中550,000港元已於二零一七年九月七日收訖，餘款10,450,000港元將於中國土地出售協議當日起計六個月內由買方支付。於二零一八年二月七日、二零一九年一月三十一日及二零一九年七月三十一日，賣方與買方確認雙方同意將最後截止日期分別延後至二零一九年一月三十一日、二零一九年七月三十一日及二零一九年十二月三十一日或賣方與買方可能書面協定之其他日期。於二零一九年四月三十日，買方進一步向賣方支付450,000港元。

於二零一九年十二月十六日，賣方與買方訂立補充協議，據此，買方已於二零一九年十二月三十一日或之前向賣方支付3,000,000港元，且買方須自完成日期起十二個月內向賣方支付餘款7,000,000港元。買方已以賣方為受益人提供股份押記，據此買方就奧勤投資有限公司的全部已發行股份增設首筆固定押記。出售已於二零一九年十二月三十日完成。

根據上市規則第14章，出售已獲分類為非須予披露交易。

Management Discussion and Analysis

管理層討論及分析

Disposal of 49% Equity Interest in Perfect Essential Holdings Limited and Deed of Settlement

On 4 April 2018, the Company as vendor, Excellent Point Asia Limited as purchaser and Mr. Zhu Yongjun as guarantor entered into the SPA, pursuant to which the Company conditionally agreed to sell and the purchaser conditionally agreed to purchase the 49 issued shares of US\$1.00 each in the share capital of Perfect Essential Holdings Limited, representing 49% of the issued share capital of the Target Company, and the sale loans to be assigned by the vendor to the purchaser, subject to the terms and conditions of the SPA at a total consideration of HK\$64,484,382.2.

Pursuant to the SPA, the purchaser and the vendor shall enter into the option deed in respect of the grant of the call option upon the first completion, pursuant to which the vendor shall grant the purchaser the right to acquire all but not part of the option shares, representing 51% of the issued share capital of the Target Company, and the option loan, within six months from the first completion date.

The first and second completion took place on 18 July 2018 and 31 October 2018 respectively in accordance with the terms and conditions of the SPA. Immediately upon the first completion, the Company held 51% equity interest of the Target Company and the Target Group became non-wholly-owned subsidiaries of the Company.

On 16 January 2019, the Company received a written notice from the purchaser that the purchaser has waived the right to exercise the call option. As such, the call option will not be exercised by the purchaser.

出售 Perfect Essential Holdings Limited 49% 股權及償付契約

於二零一八年四月四日，本公司（作為賣方）、Excellent Point Asia Limited（作為買方）與朱勇軍先生（作為擔保人）訂立買賣協議，據此，本公司有條件同意出售而買方有條件同意購買 Perfect Essential Holdings Limited 股本中每股面值 1.00 美元之 49 股已發行股份（相當於目標公司已發行股本之 49%）及賣方將轉讓予買方之銷售貸款，總代價為 64,484,382.2 港元，惟須受買賣協議之條款及條件所規限。

根據買賣協議，買方與賣方須於首次完成後就授出認購期權訂立期權契據，據此，賣方須於首次完成日期起計六個月內授予買方權利收購全部而非部分期權股份（相當於目標公司已發行股本之 51%）及期權貸款。

首次及第二次完成根據買賣協議之條款及條件分別於二零一八年七月十八日及二零一八年十月三十一日落實。緊隨首次完成後，本公司持有目標公司之 51% 股權，而目標集團已成為本公司非全資附屬公司。

於二零一九年一月十六日，本公司接獲買方之書面通知，表示買方已放棄行使認購期權之權利。因此，買方將不會行使認購期權。

Management Discussion and Analysis 管理層討論及分析

On 27 February 2019, the Company, the purchaser and the guarantor entered into an extension letter to extend the third completion date to not later than 17 April 2019 (or such other date as the Company, the purchaser and the guarantor may agree in writing) (the “Extended Third Completion Date”), and the purchaser undertakes to pay to the Company the third tranche payment together with interest accrued on the third tranche payment at the rate of 12% per annum on or before the Extended Third Completion Date.

On 17 April 2019, the Company did not receive the relevant instalments of the consideration for the third completion and the fourth completion, therefore, the third completion and the fourth completion did not take place. The Company had also received a notice from the purchaser that the purchaser was considering the possibility of not proceeding with the third completion, the fourth completion and the fifth completion.

On 15 July 2019, the Company, the purchaser and the guarantor entered into the Deed of Settlement to set out the terms and conditions for the settlement of the payment obligations and liabilities of the purchaser under the third completion, fourth completion and fifth completion. Pursuant to the Deed of Settlement, (i) the purchaser shall transfer 21.75% of the issued share capital of the Target Company to the Company and assign part of the purchaser’s shareholder loan at the consideration of HK\$1,220,991.5; (ii) the purchaser shall pay to the Company the sum of HK\$1,220,991.5 by way of set-off against the Assigned Amount Consideration on a dollar-for dollar basis; and (iii) the guarantor shall enter into a service agreement with the Target Company as a consultant for a service fee of HK\$1 for the whole term.

於二零一九年二月二十七日，本公司、買方及擔保人訂立延長第三次完成日期至不遲於二零一九年四月十七日（或本公司、買方及擔保人可能書面協定之其他日期）（「經延長第三次完成日期」）之延長函件，而買方承諾於經延長第三次完成日期或之前向本公司支付第三批次付款，連同第三批次付款按年利率12%累計之利息。

於二零一九年四月十七日，本公司並無接獲與第三次完成及第四次完成代價相關之分期付款，故第三次完成及第四次完成尚未落實。本公司亦已接獲買方通知，表示買方現正考慮不進行第三次完成、第四次完成及第五次完成之可能性。

於二零一九年七月十五日，本公司、買方及擔保人訂立清償契據，以載列買方清償於第三次完成、第四次完成及第五次完成項下之付款義務及責任之條款及條件。根據清償契據，(i) 買方須向本公司轉讓目標公司21.75%之已發行股本及轉讓買方之部分股東貸款，代價為1,220,991.5港元；(ii) 買方須向本公司支付合共1,220,991.5港元，透過抵銷轉讓款額代價按等額支付；及(iii) 擔保人須與目標公司訂立服務協議以擔任目標集團之顧問，全期服務費為1港元。

Management Discussion and Analysis

管理層討論及分析

The completion took place on 21 November 2019. Immediately after the completion, the Company holds 72.75% equity interest in the Target Company and the Target Company continues to be a non-wholly-owned subsidiary of the Company. The assigned amount in the sum of HK\$1,220,991.50 has been assigned to the Company on 21 November 2019.

Details of the transaction are set out in the Company's announcements dated 4 April 2018, 26 April 2018, 11 May 2018, 8 June 2018, 16 July 2018, 18 July 2018, 18 October 2018, 31 October 2018, 16 January 2019, 27 February 2019, 17 April 2019, 15 July 2019, 5 August 2019, 16 August 2019, 19 August 2019, 2 September 2019, 16 September 2019, 30 September 2019, 14 October 2019 and 21 November 2019 and the Company's circulars dated 25 June 2018 and 25 October 2019.

Acquisition of Property and Disposal of Property Holding Company

On 29 January 2019, Rich Shine Development Limited, a wholly-owned subsidiary of the Company, as purchaser entered into a sale and purchase agreement with Tang Nanjun and Tang Yilin as vendors pursuant to which the purchaser agreed to acquire and the vendors agreed to sell a property in Hong Kong (the "Property") at a consideration of HK\$80,000,000. The acquisition of the Property was completed on 6 March 2019.

Details of the acquisition are set out in the Company's announcement dated 29 January 2019.

完成於二零一九年十一月二十一日落實。緊隨完成後，本公司持有目標公司之72.75%股權，故目標公司繼續為本公司之非全資附屬公司。轉讓款項合共1,220,991.50港元已於二零一九年十一月二十一日轉讓予本公司。

交易詳情載於本公司日期為二零一八年四月四日、二零一八年四月二十六日、二零一八年五月十一日、二零一八年六月八日、二零一八年七月十六日、二零一八年七月十八日、二零一八年十月十八日、二零一八年十月三十一日、二零一九年一月十六日、二零一九年二月二十七日、二零一九年四月十七日、二零一九年七月十五日、二零一九年八月五日、二零一九年八月十六日、二零一九年八月十九日、二零一九年九月二日、二零一九年九月十六日、二零一九年九月三十日、二零一九年十月十四日及二零一九年十一月二十一日之公告；以及本公司日期為二零一八年六月二十五日及二零一九年十月二十五日之通函。

收購物業及出售物業控股公司

於二零一九年一月二十九日，本公司之全資附屬公司Rich Shine Development Limited(作為買方)與唐南軍及唐懿琳(作為賣方)訂立買賣協議，據此，買方同意收購而賣方同意出售一項香港物業(「物業」)，代價為80,000,000港元。收購物業於二零一九年三月六日完成。

有關收購事項之詳情載於本公司日期為二零一九年一月二十九日的公告。

Management Discussion and Analysis

管理層討論及分析

On 25 April 2019, the Company, as vendor, entered into the provisional sale and purchase agreement with Team Eight Group Limited as purchaser, pursuant to which the Company has conditionally agreed to sell and the purchaser has conditionally agreed to acquire (i) the entire issued share capital of Rich Shine Development Limited which held the Property; and (ii) the sale loan, at the consideration of HK\$82,820,000. The completion of disposal took place on 13 August 2019.

Details of the disposal are set out in the Company's announcements dated 25 April 2019, 29 July 2019 and 13 August 2019.

Acquisition of Hong Kong Property

On 24 October 2019, Mach Express Development Limited, a wholly-owned subsidiary of the Company, as purchaser entered into a sale and purchase agreement with Mason Capital Limited as vendor pursuant to which the purchaser agreed to acquire and the vendor agreed to sell the entire issue share capital of Goldkeen Limited which hold a property in Hong Kong and the loan due at a consideration of HK\$7,000,000. The acquisition was completed on 31 October 2019.

The acquisition was classified as a non-disclosable transaction under Chapter 14 of the Listing Rules.

於二零一九年四月二十五日，本公司(作為賣方)與正八集團有限公司(作為買方)訂立臨時買賣協議，據此，本公司有條件同意售出，而買方有條件同意收購(i) 持有物業之公司Rich Shine Development Limited之全部已發行股本；及(ii) 銷售貸款，代價為82,820,000港元。出售事項於二零一九年八月十三日完成。

有關出售事項之詳情載於本公司日期為二零一九年四月二十五日、二零一九年七月二十九日及二零一九年八月十三日之公告。

收購香港物業

於二零一九年十月二十四日，本公司全資附屬公司Mach Express Development Limited(作為買方)與民信融資有限公司(作為賣方)訂立買賣協議，據此，買方同意收購而賣方同意出售持有香港物業之高健有限公司之全部已發行股本，代價為7,000,000港元。收購事項於二零一九年十月三十一日完成。

根據上市規則第14章，收購事項分類為非予以披露交易。

Management Discussion and Analysis

管理層討論及分析

Acquisition of 31.2% issued share capital of Ming Fong Group Limited

On 24 October 2019, Advanced System Group Limited, a wholly-owned subsidiary of the Company, as purchaser entered into a sale and purchase agreement with Mr. Wong Tai Wai, David as vendor pursuant to which the purchaser agreed to acquire and the vendor agreed to sell 31.2% issued share capital of Ming Fong Group Limited which together with its subsidiaries, engaged in manufacturing and selling of ink and packaging materials at a consideration of HK\$15,600,000. The acquisition of the 31.2% issued share capital of Ming Fong Group Limited was completed on 14 November 2019.

The acquisition was classified as a non-disclosable transaction under Chapter 14 of the Listing Rules.

Disposal of 國溢商貿(四川)有限公司 (in English, for identification purpose only, “Guoyi Trading (Sichuan) Limited”) (“Guoyi Trading”)

On 25 November 2019, a wholly-owned subsidiary of the Company as vendor entered into a share transfer agreement with an independent third party as purchaser, pursuant to which the vendor agreed to sell and the purchaser agreed to acquire the entire equity interest of Guoyi Trading, which was engaged in investment holding, at a consideration of RMB500. The disposal was completed on 4 December 2019.

The disposal was classified as a non-disclosable transaction under Chapter 14 of the Listing Rules.

收購明豐集團控股有限公司之31.2%已發行股本

於二零一九年十月二十四日，本公司之全資附屬公司Advanced System Group Limited (作為買方)與Wong Tai Wai, David先生(作為賣方)訂立買賣協議，據此，買方同意收購而賣方同意出售明豐集團控股有限公司之31.2%已發行股本，代價為15,600,000港元，明豐集團控股有限公司連同其附屬公司從事製造及銷售油墨及包裝材料。收購明豐集團控股有限公司之31.2%已發行股本於二零一九年十一月十四日完成。

根據上市規則第14章，收購事項分類為非予以披露交易。

出售國溢商貿(四川)有限公司(「國溢商貿」)

於二零一九年十一月二十五日，本公司之一間全資附屬公司(作為賣方)與一名獨立第三方(作為買方)訂立股份轉讓協議，據此，賣方同意出售而買方同意收購國溢商貿之全部股權，代價為人民幣500元，國溢商貿從事投資控股。出售事項於二零一九年十二月四日完成。

根據上市規則第14章，出售分類為非予以披露交易。

Management Discussion and Analysis

管理層討論及分析

Extension of the Term of the Investment in the Fund

On 27 December 2019, Alliance Global Limited, a wholly-owned subsidiary of the Company, gave the consent to TAR SPC for the extension of the term of the investment of HK\$50,000,000 in the TAR Fund by way of the subscription for a further term of one year which may be further extended by the directors of TAR SPC for up to two consecutive one-year periods thereafter.

Details of the extension are set out in the Company's announcements dated 27 December 2019 and 14 January 2020.

CONTINGENT LIABILITIES

As at 31 December 2019, the Group had no significant contingent liabilities (30 June 2019: Nil).

CAPITAL COMMITMENTS

As at 31 December 2019, the Group had no significant capital commitments (30 June 2019: Nil).

FOREIGN EXCHANGE EXPOSURE

Most of the Group's assets and liabilities are denominated in Hong Kong dollars, Renminbi, Swedish Krona and Japanese Yen, which are the functional currencies of respective group companies. The Group has not entered into any instruments on the foreign exchange exposure. The Group will closely monitor exchange rate movement and will take appropriate activities to reduce the foreign exchange risk.

延長基金投資年期

於二零一九年十二月二十七日，本公司之全資附屬公司牽億有限公司向TAR SPC發出同意書，以透過認購事項將於TAR Fund投資50,000,000港元之年期再延長一年，有關年期其後可由TAR SPC董事再延長最多兩個連續一年期。

延長之詳情載於本公司日期為二零一九年十二月二十七日及二零二零年一月十四日之公告。

或然負債

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

資本承擔

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

外幣風險

本集團大部分資產及負債以集團公司各自之功能貨幣港元、人民幣、瑞典克朗及日圓列值。本集團並無就外匯風險訂立任何工具。本集團將密切注視匯率走勢，並採取適當行動以減低外匯風險。

Management Discussion and Analysis

管理層討論及分析

EVENTS AFTER REPORTING PERIOD

The outbreak of novel coronavirus (COVID-19) continues to spread throughout the PRC and to countries across the world.

A series of precautionary and control measures have been and continued to be implemented across the countries including but not limited to the strict arrival policy for all inbound visitors from the PRC and postponement of work resumption after the Chinese New Year holiday in some regions in the PRC. These control policies have hit the tourism of Japan and caused the suspension of the operation in the PRC especially for the new energy business.

The Group will monitor the developments of COVID-19 situation closely, assess and react actively to its impacts on the financial position and operating results of the Group.

Up to the date of this report, given the dynamic nature of these circumstances, the related impact on our Group's consolidated results of operations, cash flows and financial condition could not be reasonably estimated at this stage. It is expected that those related impact will be reflected in the Group's 2020 annual financial statements.

報告期後事項

新型冠狀病毒(COVID-19)之爆發於中國各地及世界各國不斷擴散。

各國已經及持續實施一系列預防及控制措施，包括但不限於對來自中國之所有入境旅客實施嚴格之入境政策，並於農曆新年假期後推遲中國部分地區復工。該等控制政策已打擊日本旅遊業及導致中國營運(尤其是新能源業務)暫停。

本集團將密切監察新型冠狀病毒之情況發展、評估及積極應對其對本集團財務狀況及經營業績造成之影響。

直至本報告日期，鑑於該等情況之動態性質，現階段無法合理估計對本集團綜合經營業績、現金流量及財務狀況造成之相關影響。預期該等相關影響將於本集團二零二零年之年度財務報表中反映。

Management Discussion and Analysis

管理層討論及分析

PROSPECTS

Due to the outbreak of COVID-19 in Asia region in early 2020 and the World Health Organisation also declared the COVID-19 outbreak a public health emergency of international concern on 31 January 2020, many countries have implemented strict arrival policy for all inbound visitors from the PRC. Most countries have required all inbound visitors from the PRC to undergo mandatory quarantine for 14 days upon their arrival and many airlines cancelled flights to/from the PRC.

The virus control policies have severely hit the tourism of Japan. Due to the big reduction of the number of the PRC visitors visiting Japan, it is expected that there will be a decline in revenue of the hotel hospitality business in the coming year as the PRC visitors contributed to the majority.

The outbreak has caused the suspension of the operation in the PRC for the new energy business. The public was advised to go out less and reduce social activities, and maintain appropriate social distance with other people as far as possible, all these virus-control measures reduced the normal business activities and operation efficiency. The Group expects the revenue of the new energy business will be dropped in the coming half year.

The turnaround of revenue in the coming year depends critically on how the situation of novel coronavirus infection be evolved.

The coming year is a hard time, the Group will grasp investment opportunities to diversify the Group's business and, at the same time, strive to control the costs to maintain stable return to the shareholders of the Company.

前景

於二零二零年年初，亞洲地區爆發新型冠狀病毒，世界衛生組織其後亦於二零二零年一月三十一日宣佈將新型冠狀病毒爆發列為國際公共衛生緊急事件，許多國家因此已對所有來自中國的入境旅客實施嚴格的入境政策。大部分國家要求所有來自中國的入境旅客於入境後須接受強制檢疫14日，且許多航空公司已停飛往來中國的航班。

病毒控制政策對日本旅遊業造成嚴重打擊。由於訪日中國旅客數目大幅減少，預期酒店款待業務所得收益於來年將會減少，原因為中國旅客貢獻大部分收益。

疫情爆發已導致於中國暫停經營新能源業務。各地呼籲民眾減少外出及減少社交活動，與他人盡量保持適當的社交距離。所有該等病毒控制措施減少正常業務活動及營運效率。本集團預期新能源業務所得收益於未來半年將會下跌。

來年的收益能否出現轉機主要視乎新型冠狀病毒感染情況會否進化。

儘管來年困難重重，本集團將把握投資機會，將本集團的業務多元化，同時致力控制成本以繼續為本公司股東帶來穩定回報。

Management Discussion and Analysis

管理層討論及分析

EMPLOYEES AND REMUNERATION POLICIES

As at 31 December 2019, the Group had 101 (30 June 2019: 82) employees in Hong Kong, the PRC, Japan, Canada and Sweden. The Group's remuneration policy is reviewed periodically and determined by reference to market terms, company performance and individual qualifications and performance. Other staff benefits include bonuses awarded on a discretionary basis, medical schemes, mandatory provident fund scheme for Hong Kong employees, and state-sponsored retirement plans for the PRC employees and share option scheme.

CONNECTED TRANSACTIONS

Save as disclosed, the Company did not have any connected transactions which were subject to the reporting requirements under Chapter 14A of the Listing Rules for the six months ended 31 December 2019.

僱員及薪酬政策

於二零一九年十二月三十一日，本集團在香港、中國、日本、加拿大及瑞典共聘有101名（二零一九年六月三十日：82名）僱員。本集團之薪酬政策乃定期檢討及參考市場薪酬水平、公司業績及個別員工之資歷與表現釐定。其他員工福利包括酌情獎勵之花紅、醫療計劃、香港僱員適用之強制性公積金計劃、中國僱員適用之國家資助退休計劃及購股權計劃。

關連交易

除所披露者外，截至二零一九年十二月三十一日止六個月，本公司並無進行任何須遵守上市規則第14A章之申報規定之關連交易。

Corporate Governance and Other Information

企業管治及其他資料

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS IN SECURITIES OF THE COMPANY

As at 31 December 2019, the interests and short positions of Directors and chief executive of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")), which were required to be notified to the Company and the Stock Exchange pursuant to Division 7 and 8 of Part XV of the SFO (including interests and short positions which were taken or deemed to have under such provisions of the SFO); to be entered in the register pursuant to Section 352 of the SFO; or to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") contained in the Listing Rules, were as follows:

董事及主要行政人員於本公司證券之權益

於二零一九年十二月三十一日，董事及本公司主要行政人員於本公司或其任何相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）之股份、相關股份及債券中，擁有根據證券及期貨條例第XV部第7及第8分部須知會本公司及聯交所之權益及短倉（包括根據證券及期貨條例有關條文被當作或視作擁有之權益及短倉）；須根據證券及期貨條例第352條記錄於登記冊之權益及短倉；或根據上市規則所載上市發行人董事進行證券交易的標準守則（「標準守則」）之規定須知會本公司及聯交所之權益及短倉如下：

Long positions in the shares and underlying shares of the Company

本公司股份及相關股份長倉

Name of Director 董事姓名	Capacity 身分	Number of shares held 持有股份數目	Number of underlying shares held 持有相關股份數目	Total number of shares and underlying shares held 持有股份及相關股份總數	Approximate percentage of the issued share capital 佔已發行股本概約百分比
Mr. Wong Hin Shek 王顯碩先生	Beneficial owner 實益擁有人	-	38,961,200	38,961,200	0.25%
Mr. Chi Chi Hung, Kenneth 季志雄先生	Beneficial owner 實益擁有人	23,000,000	-	23,000,000	0.15%
Mr. Chui Kwong Kau 崔光球先生	Beneficial owner 實益擁有人	1,980,000	-	1,980,000	0.01%
Mr. Chiu Wai On 招偉安先生	Beneficial owner 實益擁有人	-	974,030	974,030	0.01%
Mr. Man Kwok Leung 萬國祿先生	Beneficial owner 實益擁有人	-	974,030	974,030	0.01%
Dr. Wong Yun Kuen 黃潤權博士	Beneficial owner 實益擁有人	-	974,030	974,030	0.01%

Corporate Governance and Other Information 企業管治及其他資料

Save as disclosed above as at 31 December 2019, none of the Directors and chief executive of the Company had any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which would be 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 they would be taken or deemed to have under such provisions of the SFO); to be recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO; or to be notified to the Company and the Stock Exchange pursuant to the Model Code.

SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS IN SECURITIES OF THE COMPANY

As at 31 December 2019, so far as was known to the Directors or chief executive of the Company based on the register maintained by the Company pursuant to Part XV of the SFO, the following persons (other than the Directors or chief executive of the Company) had an interest or short positions in the shares or underlying shares which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Division 2 and 3 of Part XV of the SFO or to be recorded in the register of interests required to be kept by the Company pursuant to Section 336 of the SFO and were directly or indirectly interest in 5% or more of the nominal value of any class of share capital carrying rights to vote on all circumstances at general meeting of any other members of the Group were as follows:

除上文所披露者外，於二零一九年十二月三十一日，董事及本公司主要行政人員概無於本公司或其任何相聯法團（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及第8分部須知會本公司及聯交所之權益或短倉（包括根據證券及期貨條例有關條文被當作或視作擁有之權益及短倉）；本公司須根據證券及期貨條例第352條記錄於登記冊之權益或短倉；或根據標準守則之規定須知會本公司及聯交所之權益或短倉。

主要股東及其他人士於本公司證券之權益

於二零一九年十二月三十一日，據董事或本公司主要行政人員所知，按照本公司根據證券及期貨條例第XV部存置之登記冊所記錄，下列人士（董事或本公司主要行政人員除外）於股份或相關股份中，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及聯交所披露之任何權益或短倉；或記錄於本公司根據證券及期貨條例第336條規定須存置之登記冊之權益或短倉，並直接或間接擁有附有權利在任何情況下於本集團任何其他成員公司股東大會中投票之任何類別股本面值5%或以上之權益：

Corporate Governance and Other Information

企業管治及其他資料

Long positions in the shares or underlying shares of the Company

本公司股份或相關股份長倉

Name of substantial shareholder	Capacity	Number of shares held	Number of underlying shares held	Total number of shares and underlying shares held	Approximate percentage of the issued share capital
主要股東姓名	身分	持有股份數目	持有相關股份數目	持有股份及相關股份總數	佔已發行股本概約百分比
Mr. Tong Liang 佟亮先生	Beneficial owner 實益擁有人	4,404,651,375	-	4,404,651,375	28.06%

Note: The percentage is calculated on the basis of 15,695,531,700 shares in issue as at 31 December 2019.

附註：百分比乃根據於二零一九年十二月三十一日之15,695,531,700股已發行股份計算得出。

Save as disclosed above, as at 31 December 2019, so far as was known to the Directors or chief executive of the Company based on the register maintained by the Company pursuant to Part XV of the SFO, no person (other than the Directors or chief executive of the Company) had any interests or short positions in the shares or underlying shares would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO or to be recorded in the register of interests required to be kept by the Company pursuant to Section 336 of the SFO.

除上文所披露者外，於二零一九年十二月三十一日，據董事或本公司主要行政人員所知，按照本公司根據證券及期貨條例第XV部存置之登記冊所記錄，概無人士（董事或本公司主要行政人員除外）於股份或相關股份中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及聯交所披露之任何權益或短倉；或根據證券及期貨條例第336條記錄於本公司須存置之登記冊之權益或短倉。

Corporate Governance and Other Information

企業管治及其他資料

CHANGES IN INFORMATION OF DIRECTORS

Pursuant to disclosure requirement under Rule 13.51B(1) of the Listing Rules, the changes in information of Directors are set out below:

董事資料之變動

根據上市規則第13.51B(1)條之披露規定，董事資料之變動載列如下：

Name of Directors 董事姓名	Details of changes 變動詳情
Mr. Chi Chi Hung, Kenneth 季志雄先生	appointed as an independent non-executive director of Union Asia Enterprise Holdings Limited (stock code: 8173) with effect from 13 November 2019. 獲委任為萬亞企業控股有限公司(股份代號：8173)之獨立非執行董事，自二零一九年十一月十三日起生效。
Dr. Wong Yun Kuen 黃潤權博士	resigned as a non-executive director of China Sandi Holdings Limited (stock code: 910) with effect from 30 September 2019. 辭任中國三迪控股有限公司(股份代號：910)之非執行董事，自二零一九年九月三十日起生效。

Save as disclosed above, there is no other information required to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules.

除上文所披露者外，概無其他資料須根據上市規則第13.51B(1)條予以披露。

DIRECTORS' INTERESTS IN CONTRACTS

Save as disclosed above and in note 28 to the financial statements, no Director had a material interest, either directly or indirectly, in any contract of significance to the business of the Group to which the Company or any its subsidiaries was a party during the period.

董事於合約之權益

除上文及財務報表附註28所披露者外，概無董事於本公司或其任何附屬公司於期內訂立並對本集團業務而言屬重要之任何合約中直接或間接擁有重大權益。

Corporate Governance and Other Information

企業管治及其他資料

SHARE OPTION SCHEME

A new share option scheme was adopted by the Company on 13 December 2013, which replaced its old share option scheme adopted on 4 December 2003. Movements of the Company's issued share options during the six months ended 31 December 2019 are as follows:

購股權計劃

本公司於二零一三年十二月十三日採納新購股權計劃，以取代其於二零零三年十二月四日採納之舊購股權計劃。截至二零一九年十二月三十一日止六個月，本公司已發行購股權之變動如下：

For the six months ended 31 December 2019

截至二零一九年十二月三十一日止六個月

Capacity	Date of grant	Exercisable period	Vesting period	Exercise price	Number of share options				Outstanding at 31 December 2019
					Outstanding at 1 July 2019	Granted during the period	Exercised during the period	Lapsed during the period	
身分	授出日期	行使期	歸屬期	行使價 HK\$ 港元	於二零一九年七月一日 尚未行使	期內授出	期內行使	期內失效	於二零一九年十二月三十一日 尚未行使
Other eligible employees 其他合資格僱員	21 January 2015 二零一五年一月二十一日	21 January 2015 to 20 January 2020 二零一五年一月二十一日至 二零二零年一月二十日	Immediate on the grant date 於授出日期即時歸屬	0.329	1,363,642	-	-	(974,030)	389,612
Other eligible employees 其他合資格僱員	21 January 2015 二零一五年一月二十一日	21 January 2015 to 20 January 2020 二零一五年一月二十一日至 二零二零年一月二十日	Immediate on the grant date 於授出日期即時歸屬	0.329	177,273,460	-	-	-	177,273,460
Other eligible employees 其他合資格僱員	13 October 2015 二零一五年十月十三日	14 October 2015 to 13 October 2020 二零一五年十月十四日至 二零二零年十月十三日	Immediate on the grant date 於授出日期即時歸屬	0.329	3,896,120	-	-	-	3,896,120
Other eligible employees 其他合資格僱員	13 October 2015 二零一五年十月十三日	14 October 2015 to 13 October 2020 二零一五年十月十四日至 二零二零年十月十三日	Immediate on the grant date 於授出日期即時歸屬	0.329	386,689,910	-	-	-	386,689,910
Executive director 執行董事									
— Mr. Wong Hin Shek — 王顯祺先生	13 October 2015 二零一五年十月十三日	14 October 2015 to 13 October 2020 二零一五年十月十四日至 二零二零年十月十三日	Immediate on the grant date 於授出日期即時歸屬	0.329	38,961,200	-	-	-	38,961,200

Corporate Governance and Other Information

企業管治及其他資料

For the six months ended 31 December 2019
(Continued)

截至二零一九年十二月三十一日止
六個月(續)

Capacity	Date of grant	Exercisable period	Vesting period	Exercise price	Number of share options				Outstanding at 31 December 2019
					Outstanding at 1 July 2019	Granted during the period	Exercised during the period	Lapsed during the period	
身分	授出日期	行使期	歸屬期	行使價 HK\$ 港元	於二零一九年七月一日尚未行使	期內授出	期內行使	期內失效	於二零一九年十二月三十一日尚未行使
Independent non-executive director 獨立非執行董事									
— Mr. Chiu Wai On — 招偉安先生	13 October 2015 二零一五年十月十三日	14 October 2015 to 13 October 2020 二零一五年十月十四日至 二零二零年十月十三日	Immediate on the grant date 於授出日期即時歸屬	0.329	974,030	-	-	-	974,030
Independent non-executive director 獨立非執行董事									
— Mr. Man Kwok Leung — 萬國傑先生	13 October 2015 二零一五年十月十三日	14 October 2015 to 13 October 2020 二零一五年十月十四日至 二零二零年十月十三日	Immediate on the grant date 於授出日期即時歸屬	0.329	974,030	-	-	-	974,030
Independent non-executive director 獨立非執行董事									
— Dr. Wong Yun Kuen — 黃潤權博士	13 October 2015 二零一五年十月十三日	14 October 2015 to 13 October 2020 二零一五年十月十四日至 二零二零年十月十三日	Immediate on the grant date 於授出日期即時歸屬	0.329	974,030	-	-	-	974,030
Other eligible employees 其他合資格僱員	24 January 2017 二零一七年一月二十四日	24 January 2018 to 23 January 2021 二零一八年一月二十四日至 二零二一年一月二十三日	24 January 2017 to 24 January 2018 二零一七年一月二十四日至 二零一八年一月二十四日	0.241	8,863,673	-	-	(876,627)	7,987,046

Corporate Governance and Other Information

企業管治及其他資料

For the six months ended 31 December 2019
(Continued)

截至二零一九年十二月三十一日止
六個月(續)

Capacity	Date of grant	Exercisable period	Vesting period	Exercise price	Number of share options				Outstanding at 31 December 2019
					Outstanding at 1 July 2019	Granted during the period	Exercised during the period	Lapsed during the period	
身分	授出日期	行使期	歸屬期	行使價 HK\$ 港元	於二零一九年七月一日尚未行使	期內授出	期內行使	期內失效	於二零一九年十二月三十一日尚未行使
Other eligible persons 其他合資格人士	24 January 2017 二零一七年一月二十四日	24 January 2018 to 23 January 2021 二零一八年一月二十四日至 二零二一年一月二十三日	24 January 2017 to 24 January 2018 二零一七年一月二十四日至 二零一八年一月二十四日	0.241	37,500,155	-	-	-	37,500,155
Other eligible employees 其他合資格僱員	24 January 2017 二零一七年一月二十四日	24 January 2019 to 23 January 2021 二零一九年一月二十四日至 二零二一年一月二十三日	24 January 2017 to 24 January 2019 二零一七年一月二十四日至 二零一九年一月二十四日	0.241	8,863,673	-	-	(876,627)	7,987,046
Other eligible persons 其他合資格人士	24 January 2017 二零一七年一月二十四日	24 January 2019 to 23 January 2021 二零一九年一月二十四日至 二零二一年一月二十三日	24 January 2017 to 24 January 2019 二零一七年一月二十四日至 二零一九年一月二十四日	0.241	37,500,155	-	-	-	37,500,155
Other eligible employees 其他合資格僱員	24 January 2017 二零一七年一月二十四日	24 January 2020 to 23 January 2021 二零二零年一月二十四日至 二零二一年一月二十三日	24 January 2017 to 24 January 2020 二零一七年一月二十四日至 二零二零年一月二十四日	0.241	8,877,309	-	-	(987,666)	7,889,643
Other eligible persons 其他合資格人士	24 January 2017 二零一七年一月二十四日	24 January 2020 to 23 January 2021 二零二零年一月二十四日至 二零二一年一月二十三日	24 January 2017 to 24 January 2020 二零一七年一月二十四日至 二零二零年一月二十四日	0.241	38,217,041	-	-	-	38,217,041
Total 總計					750,928,428	-	-	(3,714,950)	747,213,478

Corporate Governance and Other Information

企業管治及其他資料

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed under the heading "Directors' and Chief Executive's Interests in Securities of the Company" and "Share Option Scheme" above, at no time during the period was rights to acquire benefits by means of the acquisition of shares in or debentures of the Company granted to any Director or their respective spouse or children under 18 years of age, or was any such rights exercised by them; or was the Company and any of its subsidiaries a party to any arrangement to enable the directors, or their respective spouse or children under 18 years of age, to acquire such rights in any other body corporate.

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

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the listed securities of the Company during the six months ended 31 December 2019.

COMPLIANCE WITH THE CORPORATE GOVERNANCE CODE

During the six months ended 31 December 2019, the Company complied with the code provisions of the Corporate Governance Code (the "CG Code") as set out in Appendix 14 of the Listing Rules except for the following:

Code provision A.4.1

Under the code provision A.4.1 of the CG Code, non-executive directors should be appointed for a specific term, subject to re-election. The existing non-executive Directors and independent non-executive Directors were not appointed for a specific term as required under the code provision A.4.1 but are subject to retirement by rotation and re-election at annual general meeting in accordance with the Bye-laws of the Company. As such, the Company considers that sufficient measures have been taken to ensure that the Company has good corporate governance practices.

董事購買股份或債券之權利

除上文「董事及主要行政人員於本公司證券之權益」及「購股權計劃」等節所披露者外，期內概無董事或彼等各自之配偶或未滿18歲之子女獲授或行使任何可透過收購本公司股份或債券而獲取利益之權利。本公司及其任何附屬公司並無訂立任何安排，致使董事或彼等各自之配偶或未滿18歲之子女獲得任何其他法人團體之該等權利。

購買、出售或贖回本公司上市證券

截至二零一九年十二月三十一日止六個月，本公司或其任何附屬公司概無購買、出售或贖回本公司任何上市證券。

遵守企業管治守則

截至二零一九年十二月三十一日止六個月，本公司已遵守上市規則附錄十四所載企業管治守則（「企業管治守則」）之守則條文，惟下述除外：

守則條文第A.4.1條

根據企業管治守則之守則條文第A.4.1條，非執行董事須按固定任期獲委任，並須重選連任。現任非執行董事及獨立非執行董事並非根據守則條文第A.4.1條之規定按固定任期獲委任，惟彼等須根據本公司細則於股東週年大會輪值退任及重選連任。因此，本公司認為已採取足夠措施以確保本公司履行良好企業管治慣例。

Corporate Governance and Other Information

企業管治及其他資料

Code provision A.6.7

Under the code provision A.6.7 of the CG Code, independent non-executive directors and other non-executive directors, as equal board members, should give the board and any committees on which they serve the benefit of their skills, expertise and varied backgrounds and qualifications through regular attendance and active participation. Generally they should also attend general meetings to gain and develop a balanced understanding of the views of shareholders. Mr. Chui Kwong Kau, a non-executive Director, was unable to attend the special general meeting of the Company held on 14 November 2019 as he had other business engagement at the time of such meeting.

COMPLIANCE WITH THE MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 of the Listing Rules as the code of conduct for dealings in the securities of the Company by its Directors (the “Securities Dealings Code”). The Company has made specific enquiries and all the Directors have confirmed that they have complied with the Securities Dealings Code throughout the reporting period.

REVIEW OF INTERIM REPORT

The audit committee of the Company (the “Audit Committee”) currently comprises Mr. Chiu Wai On, Mr. Man Kwok Leung and Dr. Wong Yun Kuen, all of whom are independent non-executive Directors. The Audit Committee has reviewed the unaudited interim report of the Group for the six months ended 31 December 2019.

守則條文第 A.6.7 條

根據企業管治守則之守則條文第 A.6.7 條，獨立非執行董事及其他非執行董事作為與其他董事擁有同等地位的董事會成員，應定期出席董事會及其同時出任委員會成員的委員會的會議並積極參與會務，以其技能、專業知識及不同的背景及資格作出貢獻。一般而言，彼等亦應出席股東大會，以獲取及公正了解股東的意見。非執行董事崔光球先生因股東特別大會舉行時有其他事務在身而未能出席本公司於二零一九年十一月十四日舉行之股東特別大會。

遵守董事進行證券交易之標準守則

本公司已採納上市規則附錄十所載上市發行人董事進行證券交易之標準守則作為其董事買賣本公司證券之行為守則（「證券交易守則」）。本公司已作出具體查詢，而全體董事均確認彼等於整個報告期內已遵守證券交易守則。

審閱中期報告

本公司之審核委員會（「審核委員會」）目前由全體獨立非執行董事招偉安先生、萬國樑先生及黃潤權博士組成。審核委員會已審閱本集團截至二零一九年十二月三十一日止六個月之未經審核中期報告。

Corporate Governance and Other Information 企業管治及其他資料

PUBLICATION OF INTERIM RESULTS AND INTERIM REPORT

The interim results announcement and this interim report are available for viewing on the websites of the Stock Exchange at www.hkexnews.hk and the Company at www.detai-group.com.

刊發中期業績及中期報告

中期業績公告及本中期報告載列於聯交所網站(www.hkexnews.hk)及本公司網站(www.detai-group.com)以供瀏覽。

By order of the Board

DeTai New Energy Group Limited
Wong Hin Shek
Chairman and Executive Director

Hong Kong, 28 February 2020

承董事會命
德泰新能源集團有限公司
主席兼執行董事
王顯碩

香港，二零二零年二月二十八日



德泰新能源集團有限公司
DeTai New Energy Group Limited