



TIANLI
HOLDINGS GROUP LIMITED

INTERIM REPORT
2020

中期報告

TIANLI HOLDINGS GROUP LIMITED
天利控股集團有限公司

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

(Stock Code 股份代號: 117)



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Corporate Information 公司資料

BOARD OF DIRECTORS

Executive Directors

Mr. Zhou Chunhua (*Chairman*)
Mr. Pan Tong (*Chief Executive Officer*)
Mr. Chou, Benjamin Bang Yi
Ms. Du Weilin

Independent Non-executive Directors

Mr. Chu Kin Wang, Peleus
Mr. David Tsoi
Mr. Xu Xuechuan

AUDIT COMMITTEE

Mr. Chu Kin Wang, Peleus (*Chairman*)
Mr. David Tsoi
Mr. Xu Xuechuan

REMUNERATION COMMITTEE

Mr. Xu Xuechuan (*Chairman*)
Mr. Chu Kin Wang, Peleus
Mr. Zhou Chunhua

NOMINATION COMMITTEE

Mr. Chu Kin Wang, Peleus (*Chairman*)
Mr. Xu Xuechuan
Mr. Zhou Chunhua

REGISTERED OFFICE

Cricket Square, Hutchins Drive
PO Box 2681
Grand Cayman, KY1-1111
Cayman Islands

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Unit 907-909, 9th Floor
Three Pacific Place
1 Queen's Road East
Hong Kong

董事會

執行董事

周春華先生 (*主席*)
潘彤先生 (*行政總裁*)
周邦毅先生
杜煒琳女士

獨立非執行董事

朱健宏先生
蔡大維先生
徐學川先生

審核委員會

朱健宏先生 (*主席*)
蔡大維先生
徐學川先生

薪酬委員會

徐學川先生 (*主席*)
朱健宏先生
周春華先生

提名委員會

朱健宏先生 (*主席*)
徐學川先生
周春華先生

註冊辦事處

Cricket Square, Hutchins Drive
PO Box 2681
Grand Cayman, KY1-1111
Cayman Islands

總辦事處及香港主要營業地點

香港
皇后大道東1號
太古廣場三座
9樓907-909室

Corporate Information 公司資料

PRINCIPAL PLACE OF BUSINESS IN THE PRC

EYANG Building
No. 13 Gaoxin North 4th Road
Songpingshan Community
Xili Subdistrict
Nanshan District
Shenzhen, the PRC

AUTHORISED REPRESENTATIVES

Mr. Zhou Chunhua
Mr. Lo Chung Man

COMPANY SECRETARY

Mr. Lo Chung Man

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Conyers Trust Company (Cayman) Limited
Cricket Square, Hutchins Drive
PO Box 2681
Grand Cayman, KY1-1111
Cayman Islands

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Boardroom Share Registrars (HK) Limited
Room 2103B, 21/F
148 Electric Road
North Point
Hong Kong

中國主要營業地點

中國深圳市
南山區
西麗街道
松坪山社區
高新北四道13號
宇陽大廈

授權代表

周春華先生
盧頌文先生

公司秘書

盧頌文先生

主要股份過戶登記處

Conyers Trust Company (Cayman) Limited
Cricket Square, Hutchins Drive
PO Box 2681
Grand Cayman, KY1-1111
Cayman Islands

香港股份過戶登記分處

寶德隆證券登記有限公司
香港
北角
電氣道148號
21樓2103B室

Corporate Information

公司資料

PRINCIPAL BANKERS

Chong Hing Bank Limited
Industrial and Commercial Bank of China Limited
Industrial and Commercial Bank of China (Macau) Limited
Agricultural Bank of China Limited, Hong Kong Branch
Citibank N.A.
China Construction Bank Corporation
Ping An Bank Co., Ltd
Bank of China Limited
Bank of Communications Co. Ltd Hong Kong Branch

LEGAL ADVISOR AS TO HONG KONG LAW

Junhe Law Offices

LEGAL ADVISOR AS TO CAYMAN ISLANDS LAW

Conyers Dill & Pearman

AUDITOR

Crowe (HK) CPA Limited
Certified Public Accountants

STOCK CODE

117

COMPANY WEBSITE

<http://www.tlhg.com.hk>

主要往來銀行

創興銀行有限公司
中國工商銀行股份有限公司
中國工商銀行(澳門)股份有限公司
中國農業銀行股份有限公司香港分行
花旗銀行
中國建設銀行股份有限公司
平安銀行股份有限公司
中國銀行股份有限公司
交通銀行股份有限公司香港分行

香港法律顧問

君合律師事務所

開曼群島法律顧問

Conyers Dill & Pearman

核數師

國富浩華(香港)會計師事務所有限公司
執業會計師

股份代號

117

公司網址

<http://www.tlhg.com.hk>

Management Discussion and Analysis

管理層討論及分析

BUSINESS REVIEW

During the six months ended 30 June 2020, the outbreak of novel coronavirus (COVID-19) imposed significant challenges and difficulties to the global macro-environment and the Group. However, the MLCC business is the principal business of the Group and the major growth driver. The management has strived to overcome the challenges and to resolve the difficulties, enabling the Group to firmly develop the MLCC segment as planned. During the six months ended 30 June 2020, the investment and financial services segment has remained stable, while the other general trading segment has been temporarily halted.

MLCC

In the first half of 2020, as affected by the novel coronavirus (COVID-19) pandemic, end-user demand was suppressed, but the extent of impact varied among different sectors. In general, the impact on mobile phones and security were relatively higher, while those on personal computers and Netcom were lesser. During the reporting period, the MLCC segment of the Group was also affected in terms of sales, resulting in a decline in sales volume. Against present unfavourable market environment, the Group continued to improve its product quality, optimise product structure and enhance industry reputation that achieved an increase of the average selling prices as compared to the results in the second half of 2019. Meanwhile, given the continuing global pandemic, it has also led to a drop in the supply by major MLCC manufacturers, causing the market prices of MLCC to be pushed up to a certain extent. As a result, the MLCC segment of the Group advanced as to the average selling prices with higher gross profit level in the first half of 2020.

業務回顧

截至2020年6月30日止六個月期間，新型冠狀病毒(COVID-19)爆發給全球宏觀經濟和本集團帶來巨大的挑戰及困難。惟MLCC業務是本集團的主營業務及主要增長來源，管理層致力克服挑戰及解決困難，從而堅定地按照既有計劃做大做強MLCC分部業務。截至2020年6月30日止六個月，投資與金融服務分部維持平穩，而其他一般貿易分部已暫停營運。

MLCC

2020年上半年，受新型冠狀病毒(COVID-19)影響，終端需求受到抑制，但不同領域受影響程度不同，總的來講，手機、安防領域受影響比較大，個人電腦、網通領域受影響相對較小。在報告期間，集團MLCC分部的銷售也受到相應的影響，導致銷售量下滑。在此不利的市場環境下，本集團仍然不斷提升產品質量，優化產品結構，提升行業口碑，平均銷售價格環比較2019年下半年業績上升。與此同時，全球疫情的持續亦致使主要MLCC廠商供應減少，一定程度上也提高了MLCC市場價格。因此，2020年上半年本集團MLCC平均銷售價格上升，毛利水平提高。

Management Discussion and Analysis

管理層討論及分析

During the reporting period, the Group was also committed to improving cost control. The production of the two plants in Dongguan and Anhui was stable and orderly. Work and production resumed promptly, though being swept by the pandemic. The Group has also acquired new equipment and advanced technologies in its existing factories, especially in Dongguan plant, in order to increase production capacity, raise yield, and enhance automation and informatisation levels. Hence, despite the outbreak, the gross profit of the MLCC segment of the Group boosted significantly during the reporting period with an increase in gross profit margin from gross loss of 4.9% from January to June 2019 to gross profit of 22.8% from January to June 2020.

During the reporting period, the Group was in the process of establishing its third production base in Chuzhou Economic Development Zone (滁州經濟開發區) of Anhui province. Land acquisition was completed in the first half of the year, while energy conservation review, safety assessment and environmental impact assessment were finished prior to the date hereof. Other pre-construction design preparatory work was also carried out in an orderly fashion. The production capacity and technology level of the Group will be considerably enhanced upon completion of construction. In addition, on 28 July 2020, the Group also agreed on an intention with the People's Government of Fenggang Town, Dongguan City (東莞市鳳崗鎮人民政府) for proposed establishment of the fourth production base in Fenggang Town, Dongguan City (東莞市鳳崗鎮) with a view to further expand its production capacity, improve technology level and enrich product specifications.

報告期間，本集團亦致力於改善成本控制。東莞和安徽兩個工廠生產穩定有序，雖然經歷了疫情，但是也很快復工復產。本集團亦於現有工廠（特別是東莞工廠）添置新設備、改進技術，從而提高產能、改善良率、提升自動化和信息化水平。因此，雖然受到疫情影響，但報告期間，本集團MLCC分部毛利水平明顯改善，毛利率由2019年1-6月的毛虧4.9%上升至2020年1-6月的毛利22.8%。

報告期間，本集團在安徽省滁州經濟開發區正在籌建第三個生產基地，今年上半年完成了土地購置，於本公告日前已完成了節能審查，安全評估以及環境評估，其他開工前的設計準備工作也正在有序展開，工程建設完工後將大大提高本集團的產能和技術水平。此外，於2020年7月28日，本集團亦與東莞市鳳崗鎮人民政府達成意向，擬在東莞市鳳崗鎮成立第四個生產基地，以進一步擴大生產能力，提升技術水平，豐富產品規格。

Management Discussion and Analysis 管理層討論及分析

INVESTMENT AND FINANCIAL SERVICES

Asset management

As at 30 June 2020, the Group is managing 11 funds, each with a distinct focus. The Group derives asset management fee income by providing asset management services to the funds. The capital commitments from their limited partners are listed in the table below. The Group, being one of the limited partners, also directly invests into six of the funds.

Unit: US\$ million

	Fund Name 基金名稱	Initial Closing Date 初始交割日	Term (Year) 期限 (年期)	Investment Focus 投資重點	Capital Commitment 承諾資本	
					Total of the Fund ⁽⁷⁾ 基金總額 ⁽⁷⁾	Total from the Group ⁽⁸⁾ 本集團總額 ⁽⁸⁾
1	Tianli China Opportunities Fund I L.P. 天利中國機遇型基金一號	January 2017 2017年1月	3+1 ⁽⁵⁾ +1 ⁽⁵⁾	Project fund established for an investment in Beijing 就位於北京的一個投資項目而設的項目基金	116.4	17.5
2	Tianli SPC	January 2017 2017年1月	3 ⁽⁶⁾	Invest in a wide range of assets including private equity investments, listed and unlisted securities, debt securities and other financial instruments 投資於各種資產，包括私募股權投資、上市及非上市證券、債務證券及其他金融工具	87.4	-
3	Tianli Private Debt Fund L.P. 天利私募債權基金	January 2017 2017年1月	5+1 ⁽³⁾ +1 ⁽⁴⁾	Invest in a wide range of private debt instruments with regional focus primarily in developed countries and China 投資於多種私募債權工具，投資地域主要集中在發達國家及中國	300.0	35.0
4	Tianli Private Debt Capital L.P. 天利私募債權資本	March 2017 2017年3月	5+3 ⁽¹⁾ +1 ⁽¹⁾	Invest predominantly across a wide range of private debt instruments globally 主要投資於全球各種私募債權工具	175.0	9.8
5	Tianli Global Opportunities Capital L.P. ⁽²⁾ 天利環球機遇資本 ⁽²⁾	March 2017 2017年3月	7+2 ⁽¹⁾	Invest globally across various sectors and distressed assets 投資於全球不同行業及不良資產	175.0	12.2
6	Tianli Special Situations Capital L.P. 天利機遇資本	March 2017 2017年3月	7+2 ⁽¹⁾ +1 ⁽¹⁾	Invest predominantly in global mergers and acquisitions, private equity or other corporate finance transactions 主要投資於全球併購、私募股權或其他企業融資交易	175.0	9.8

投資與金融服務

資產管理

於2020年6月30日，本集團管理11項基金，各項基金均有不同的投資重點。本集團透過為該等基金提供資產管理服務而產生資產管理費收入。該等基金之有限合夥人之承諾資本列於下表內。本集團作為其中一名有限合夥人亦直接投資於其中六項基金。

單位：百萬美元

Management Discussion and Analysis

管理層討論及分析

	Fund Name 基金名稱	Initial Closing Date 初始交割日	Term (Year) 期限 (年期)	Investment Focus 投資重點	Capital Commitment 承諾資本	
					Total of the Fund ⁽⁷⁾ 基金總額 ⁽⁷⁾	Total from the Group ⁽⁸⁾ 本集團總額 ⁽⁸⁾
7	Tianli Public Markets Capital L.P. 天利公開市場資本	March 2017 2017年3月	4+2 ⁽¹⁾ +2 ⁽¹⁾	Invest predominantly in the secondary market of publicly traded securities globally 主要投資於全球二級市場的上市證券	100.0	5.6
8	Tianli M&A Investment L.P. 天利併購投資基金	March 2017 2017年3月	3+2 ⁽¹⁾ +2 ⁽⁴⁾	Invest predominantly in global mergers and acquisitions or other corporate finance related investments 主要投資全球併購或其他企業融資相關投資	310.0	–
9	Tianli China Opportunities Fund II L.P. 天利中國機遇型基金二號	March 2017 2017年3月	5+1 ⁽³⁾ +1 ⁽⁴⁾	Project fund established for an investment in Shanghai 就位於上海的一個投資項目而設的項目基金	80.4	–
10	Tianli UK Opportunities Fund L.P. 天利英國機遇型基金	March 2017 2017年3月	5+1 ⁽³⁾ +1 ⁽⁴⁾	Invest predominantly in projects located in United Kingdom 主要投資於位於英國的項目	150.4	–
11	Tianli US Opportunities Fund L.P. 天利美國機遇型基金	April 2017 2017年4月	5+1 ⁽³⁾ +1 ⁽⁴⁾	Invest predominantly in projects located in the United States 主要投資於位於美國的項目	12.6	–

Notes:

附註：

- | | |
|---|------------------------|
| 1. Extension upon recommendation of the general partner with approval of the investment committee | 1. 經普通合夥人建議及投資委員會批准後延期 |
| 2. Formerly known as Tianli Real Estate Capital L.P. | 2. 前稱天利房地產資本 |
| 3. Extension upon sole discretion of the general partner | 3. 經普通合夥人全權酌情決定後延期 |
| 4. Extension upon recommendation of the general partner with approval of the advisory committee | 4. 經普通合夥人建議及顧問委員會批准後延期 |
| 5. Extension upon approval of the limited partners | 5. 經有限合夥人批准後延期 |
| 6. Refers to investor lockup period | 6. 指投資者禁售期 |
| 7. Including cross holdings among the funds | 7. 包括基金之間的交叉持股 |
| 8. Including direct capital | 8. 包括直接資本 |

Management Discussion and Analysis

管理層討論及分析

As at 30 June 2020, the total capital commitment of the above funds (after eliminating the cross-holding effect) was approximately US\$1,057.8 million, among which the Group had committed approximately US\$89.9 million with US\$78 million capital invested. During the first six months of 2020, the six funds that the Group has invested contributed a net gain of RMB14.5 million to the Group's financial results, in addition to asset management fee income of RMB27.3 million.

Unit: US\$ million

於2020年6月30日，上述基金的承諾資本總額（經抵銷交叉持股影響後）約為1,057.8百萬美元，其中本集團的承諾資本約為89.9百萬美元，當中已投資資本為78百萬美元。於2020年首六個月，除資產管理費收入人民幣27.3百萬元外，本集團所投資的六項基金為本集團之財務業績貢獻淨收益額人民幣14.5百萬元。

單位：百萬美元

Name of Funds 基金名稱	Country/ Region 國家／地區	Products 產品			Invested Amount 投資金額
		Debt 債權	Common Equity 普通權益	Preferred Equity 優先權益	
Tianli China Opportunities Fund I L.P. 天利中國機遇型基金一號	PRC 中國	-	117.2	-	117.2
Tianli Private Debt Fund L.P. 天利私募債權基金	Australia 澳洲	-	-	18	18
	Korea 韓國	5.5	-	-	5.5
	UK 英國	22.5	-	-	22.5
Tianli M&A Investment L.P. 天利併購投資基金	Hong Kong 香港	312.6	-	-	312.6
Tianli Private Debt Capital L.P. 天利私募債權資本	Hong Kong 香港	28.3	-	-	28.3
Tianli China Opportunities Fund II L.P. 天利中國機遇型基金二號	PRC 中國	-	69.2	-	69.2
Tianli UK Opportunities Fund L.P. 天利英國機遇型基金	UK 英國	-	136.6	25.2	161.8
Tianli US Opportunities Fund L.P. 天利美國機遇型基金	US 美國	-	13.9	-	13.9
Total	總計	368.9	336.9	43.2	749.0

Consistent with prior periods, the investments made by these funds were in six countries or regions, including Australia, Hong Kong, Korea, the PRC, the UK and the US, and these investments were in the form of debt, common equity or preferred equity.

該等基金於六個國家或地區（包括澳洲、香港、韓國、中國、英國及美國）作出投資，而該等投資的方式為債權、普通權益或優先權益，與過往期間一致。

Management Discussion and Analysis

管理層討論及分析

Investment

Following the investment strategy from previous periods, the Group continues to hold two passive financial investments, including one equity investment (classified as financial assets at fair value through other comprehensive income on the face of consolidated statement of financial position), and one investment in an associate (classified as interest in an associate on the face of consolidated statement of financial position).

The fair value of the equity investment had been reviewed at the end of 2019 by the management using cash flow projections based on a financial budget, and had been increased to RMB11.7 million due to better-than-expected present value of the expected business return. A similar review will be performed again close to the end of 2020.

The investment in an associate refers to a private equity fund established in Korea which is 29.98% held by a non-wholly owned subsidiary of the Group. A licensed comprehensive asset management company in Korea. The interests in an associate is accounted for by the Group in the consolidated financial statements using equity method.

OTHER GENERAL TRADING

The Group's other general trading segment was greatly affected by the uncertainties in global economic environment. To avoid potential risks in the adverse trading environment, the Group has temporarily suspended trading activities in the period ended 30 June 2020.

投資

遵從過往期間的投資策略，本集團繼續持有兩項被動金融投資，包括一項股本投資（於綜合財務狀況表內分類為按公平值計入其他全面收益的金融資產），以及一項於聯營公司的投資（於綜合財務狀況表內分類為於聯營公司的權益）。

於2019年年底，管理層已根據財務預算使用現金流量預測審閱股本投資的公平值，並已因業務預期回報的現值優於預期而將公平值增加至人民幣11.7百萬元。類似審閱將於接近2020年年底時再次進行。

於聯營公司的投資指一項於韓國成立的私募基金，其由本集團的一間非全資附屬公司持有29.98%權益，該附屬公司為韓國持牌綜合資產管理公司。本集團使用權益法將於聯營公司的權益列入綜合財務報表。

其他一般貿易

本集團的其他一般貿易分部因全球經濟環境不明朗而受重大影響。為避免於不利貿易環境中的潛在風險，本集團已於截至2020年6月30日止期間暫時停止貿易業務。

Management Discussion and Analysis

管理層討論及分析

FINANCIAL REVIEW

Revenue

During the six months ended 30 June 2020, the Group's revenue was solely derived from (i) the MLCC segment; and (ii) the investment and financial services segment. As aforementioned, the other general trading business has been halted during the six months ended 30 June 2020. Total revenue of the Group was RMB146.2 million, which represented a drop of RMB114.7 million, or 44.0%, as compared to the same period in 2019.

Revenue from the MLCC segment in the first half of 2020 was RMB104.0 million, representing a drop of RMB104.0 million, or 50%, from the same period in 2019, owing to weakening market circumstances in the industry.

Revenue from the investment and financial services segment in the first half of 2020 reached RMB42.2 million. Among this, asset management fee income remained stable in both periods, but with the Group's investments in funds noting fair values gains in the period, together with lower dividend income from these funds, total revenue from this segment decreased by RMB10.7 million, or 20.2%, from the same period in 2019.

Gross Profit Margin

Aggregate gross profit margin for the six months ended 30 June 2020 was 45.1%, representing an increase of 28.7% from the same period in 2019.

Specifically, the gross profit margin of MLCC segment increased from gross loss margin of 4.9% in the first half of 2019 to gross profit margin of 22.8% for the same period in 2020. This was due to effective cost control implementation during the period.

財務回顧

營業收入

截至2020年6月30日止六個月，本集團的營業收入僅來自(i)MLCC分部；及(ii)投資與金融服務分部。如上文所述，其他一般貿易業務已於截至2020年6月30日止六個月暫停。本集團的總營業收入為人民幣146.2百萬元，較2019年同期下跌人民幣114.7百萬元或44.0%。

2020年上半年，MLCC分部的收入為人民幣104.0百萬元，較2019年同期下跌人民幣104.0百萬元或50%，乃由於業內市場情況轉弱所致。

2020年上半年，投資與金融服務分部的營業收入達人民幣42.2百萬元。當中，資產管理費收入於兩個期間內維持穩定，惟本集團於基金的投資於期內錄得公平值收益，連同該等基金的較低股息收入，令該分部的總營業收入較2019年同期減少人民幣10.7百萬元或20.2%。

毛利率

截至2020年6月30日止六個月的總毛利率為45.1%，較2019年同期增加28.7%。

具體而言，MLCC分部的毛利率由2019年上半年的毛損率4.9%增加至2020年同期的毛利率22.8%。此乃由於期內實行有效之成本控制所致。

Management Discussion and Analysis

管理層討論及分析

Other Income

During the six months ended 30 June 2020, other income amounted to RMB17.7 million, representing an increase of RMB5.7 million, or 47.3%, from the same period in 2019 as there was increase in exchange gain during the period.

Selling and Distribution Costs

Selling and distribution costs amounted to RMB7.3 million for the six months ended 30 June 2020, which represented a drop of RMB1.9 million, or 21.0%, from the same period in 2019. This was mainly due to the reduced sales level in the MLCC segment.

Administrative Expenses

During the six months ended 30 June 2020, total administrative expenses were RMB53.9 million, representing an increase of RMB13.7 million, or 34.2%, from the same period in 2019. The increase was mainly because of an increase in employees' remuneration.

Research and Development Costs

The Group incurred research and development costs of RMB20.3 million for the six months ended 30 June 2020, which represented a decrease of RMB22.0 million, or 51.9%, from the same period in 2019. The decrease was mainly due to the delay in installation of new machinery causing the reduced number of testing of new products.

其他收益

截至2020年6月30日止六個月，其他收益為人民幣17.7百萬元，較2019年同期增加人民幣5.7百萬元或47.3%，原因為期內匯兌收益增加。

銷售及分銷成本

截至2020年6月30日止六個月的銷售及分銷成本為人民幣7.3百萬元，較2019年同期減少人民幣1.9百萬元或21.0%。此乃主要由於MLCC分部的銷售水平下跌所致。

行政費用

截至2020年6月30日止六個月，總行政費用為人民幣53.9百萬元，較2019年同期增加人民幣13.7百萬元或34.2%。有關增加乃主要由於僱員薪酬增加所致。

研究及開發成本

截至2020年6月30日止六個月，本集團產生研究及開發成本人民幣20.3百萬元，較2019年同期減少人民幣22.0百萬元或51.9%。有關減少乃主要由於延遲安裝新機器導致新產品測試數量減少。

Management Discussion and Analysis

管理層討論及分析

Finance Costs

During the six months ended 30 June 2020, the Group incurred finance costs of RMB10.7 million, and this represented a decrease of RMB4.7 million, or 30.5%, from the same period in 2019. The decrease was mainly due to further repayment of other loan after fully settling the bond payables in the second half of 2019.

Property, Plant and Equipment

The net book values of the Group's property, plant and equipment were RMB334.7 million as at 30 June 2020, which represented an increase of RMB84.2 million from the balance of RMB250.5 million as at 31 December 2019. The increase was mainly due to the additions in plant and machinery used in the production of MLCC, as well as the adoption of IFRS 16 where leases had been capitalised.

Investment Properties

The Group's investment properties were RMB21.9 million at 30 June 2020, which was not materially different from the balance as at 31 December 2019 of RMB22.2 million.

Financial Assets at Fair Value Through Profit or Loss

At 30 June 2020, the Group's financial assets at FVPL were carrying at RMB388.1 million, which was 1.3% up from the balance of RMB383.3 million as at 31 December 2019. Such increase was due to the increase in unrealised gains in the fund investments.

融資成本

截至2020年6月30日止六個月，本集團產生融資成本人民幣10.7百萬元，較2019年同期減少人民幣4.7百萬元或30.5%。有關減少乃主要由於在2019年下半年悉數結清應付債券後進一步償還其他貸款所致。

物業、廠房及設備

於2020年6月30日，本集團物業、廠房及設備的賬面淨值為人民幣334.7百萬元，較於2019年12月31日的結餘人民幣250.5百萬元增加人民幣84.2百萬元。有關增加乃主要由於添置用於生產MLCC的廠房及機器，以及採納國際財務報告準則第16號租賃被資本化所致。

投資物業

於2020年6月30日，本集團的投資物業為人民幣21.9百萬元，與於2019年12月31日的結餘人民幣22.2百萬元並無重大分別。

按公平值計入損益的金融資產

於2020年6月30日，本集團按公平值計入損益的金融資產為人民幣388.1百萬元，較於2019年12月31日的結餘人民幣383.3百萬元增加1.3%。該上升乃由於基金投資的未變現收益增加所致。

Management Discussion and Analysis

管理層討論及分析

Accounts and Bills Receivables

At 30 June 2020, the Group's accounts and bills receivables amounted to RMB126.0 million, which represented a drop of RMB1.5 million, or 1.2%, from the balance of RMB127.5 million as at 31 December 2019. The drop was mainly due to reduced transactions in the MLCC segment during the six months ended 30 June 2020.

Prepayments, Deposits and Other Receivables

At 30 June 2020, total prepayments, deposits and other receivables amounted to RMB39.5 million, which represented an increase of RMB12.3 million or 45.1% from the balance of RMB27.2 million at 31 December 2019. The increase was mainly due to the increase in value-added tax receivable.

Cash and Bank Balances

At 30 June 2020, the Group's cash and bank balances totalled RMB143.4 million, down by RMB31.9 million, from RMB175.3 million as at 31 December 2019. The decrease was mainly due to acquisition of new machinery and equipment during the six months ended 30 June 2020.

Trade and Bills Payables

At 30 June 2020, the Group's trade and bills payables amounted to RMB50.3 million, which represented an increase of RMB5.7 million, from RMB44.6 million as at 31 December 2019. The increase was mainly due to the increase in MLCC production volumes during the six months ended 30 June 2020.

Deferred Income, Accruals and Other Payables

At 30 June 2020, total deferred income, accruals and other payables amounted to RMB129.5 million, which represented an increase of RMB52.2 million from RMB77.3 million as at 31 December 2019. The increase was mainly due to the increase of unpaid equipment costs.

應收款項及應收票據

於2020年6月30日，本集團的應收款項及應收票據為人民幣126.0百萬元，較於2019年12月31日的結餘人民幣127.5百萬元減少人民幣1.5百萬元或1.2%。有關下跌主要由於截至2020年6月30日止六個月MLCC分部的交易量收縮所致。

預付款項、按金及其他應收款項

於2020年6月30日，預付款項、按金及其他應收款項總額為人民幣39.5百萬元，較於2019年12月31日之結餘人民幣27.2百萬元增加人民幣12.3百萬元或45.1%。有關增加乃主要由於應收增值稅增加所致。

現金及銀行結餘

於2020年6月30日，本集團的現金及銀行結餘合共為人民幣143.4百萬元，較於2019年12月31日之人民幣175.3百萬元減少人民幣31.9百萬元。有關減少乃主要用於在截至2020年6月30日止六個月採購新機器設備所致。

應付貿易賬款及應付票據

於2020年6月30日，本集團應付貿易賬款及應付票據為人民幣50.3百萬元，較於2019年12月31日之人民幣44.6百萬元增加人民幣5.7百萬元。增加乃主要由於MLCC產量於截至2020年6月30日止六個月增加所致。

遞延收入、應計費用及其他應付款項

於2020年6月30日，遞延收入、應計費用及其他應付款項合共為人民幣129.5百萬元，較於2019年12月31日之人民幣77.3百萬元增加人民幣52.2百萬元。有關增加乃主要由於未付設備成本增加所致。

Management Discussion and Analysis

管理層討論及分析

Bank and Other Loans

As 30 June 2020, the Group's bank and other loans was carrying RMB234.5 million, which represented an increase of RMB33.8 million from RMB200.7 million as at 31 December 2019. The increase was mainly due to the accrual of interests and the new bank and other loans from independent third parties during the six months ended 30 June 2020.

Contingent Liabilities

At 30 June 2020, the Group had no material contingent liabilities (31 December 2019: Nil).

Capital Commitments

At 30 June 2020, the Group had capital commitments of RMB146.3 million (31 December 2019: RMB180.0 million), including undrawn commitment to Tianli Private Debt Fund L.P. of approximately US\$13.2 million, or RMB94.0 million and capital commitment for the purchase of additional plant and machinery which amounted to approximately RMB52.3 million.

LIQUIDITY, FINANCIAL RESOURCES AND CAPITAL STRUCTURE

Net Current Assets

As at 30 June 2020, the Group had net current assets of approximately RMB55.0 million (31 December 2019: approximately RMB107.0 million), comprising of current assets of RMB501.2 million (31 December 2019: approximately RMB453.0 million), net of current liabilities of RMB446.2 million (31 December 2019: approximately RMB346.0 million).

The Group's current ratio was 1.1 as at 30 June 2020 while this ratio was 1.3 as at 31 December 2019. The decrease in current ratio was mainly due to the increase in deferred income, accruals and other payables during the six months ended 30 June 2020.

銀行及其他貸款

於2020年6月30日，本集團之銀行及其他貸款之賬面值為人民幣234.5百萬元，較於2019年12月31日之人民幣200.7百萬元增加人民幣33.8百萬元。有關增加乃主要由於截至2020年6月30日止六個月應計利息及來自獨立第三方的新增銀行及其他貸款所致。

或然負債

於2020年6月30日，本集團並無重大或然負債（2019年12月31日：無）。

資本承擔

於2020年6月30日，本集團的資本承擔為人民幣146.3百萬元（2019年12月31日：人民幣180.0百萬元），包括為對天利私募債權基金的未提取承諾額約13.2百萬美元（或人民幣94.0百萬元）及添置廠房及機器的資本承擔約人民幣52.3百萬元。

流動資金、財務資源及資本架構

流動資產淨值

於2020年6月30日，本集團的流動資產淨值約為人民幣55.0百萬元（2019年12月31日：約人民幣107.0百萬元），其中包括流動資產人民幣501.2百萬元（2019年12月31日：約人民幣453.0百萬元），扣除流動負債人民幣446.2百萬元（2019年12月31日：約人民幣346.0百萬元）。

於2020年6月30日，本集團的流動比率為1.1，而於2019年12月31日的比率為1.3。流動比率減少乃主要由於截至2020年6月30日止六個月遞延收入、應計費用及其他應付款項增加所致。

Management Discussion and Analysis

管理層討論及分析

Banking Facilities

As at 30 June 2020, the Group had no banking facilities.

Gearing Ratio

The Group monitors its capital structure through gearing ratio, which is net debt divided by capital plus net debt. Net debt is defined as the excess of total liabilities (minus deferred income, tax payable and deferred tax liabilities), over cash and cash equivalents. Capital represents equity attributable to the owners of the Company (excluding share capital).

As at 30 June 2020 and 31 December 2019, the gearing ratios of the Group were approximately 26.7% and 17.6%, respectively. The increase in gearing ratio was mainly driven by the reduced cash balance, as well as the application of IFRS 16 where lease liabilities had newly arose in 2020.

Financial Resources

With the amount of liquid assets on hand as well as credit facilities granted by banks, the management is of the view that the Group has sufficient financial reserves to meet its ongoing operational requirements.

Foreign Currency Risk

In the first half of 2020, both of the Group's revenue and cost of sales were denominated in Renminbi, US dollars and Hong Kong dollars.

In the event of vigorous fluctuation of exchange rates, foreign currency risk will exist to a certain extent. During the period, the Group did not commit to any financial instruments to hedge its exposure to foreign currency risk.

銀行授信

於2020年6月30日，本集團並無銀行授信。

資產負債比率

本集團透過資產負債比率（即淨負債除以資本加淨負債）監管其資本架構。淨負債定義為負債總額（減遞延收入、應付稅項及遞延稅項負債）超出現金及現金等價物之部分。資本指本公司擁有人應佔權益（不包括股本）。

於2020年6月30日及2019年12月31日，本集團之資產負債比率分別約為26.7%及17.6%。資產負債比率的上升主要因為現金結餘下降，以及因為應用國際財務報告準則第16號後租賃負債於2020年出現。

財務資源

憑著手頭流動資產金額及銀行所授出的信貸額度，管理層認為本集團具備充裕財務儲備應付其持續經營所需。

外幣風險

於2020年上半年，本集團的收入及銷售成本均以人民幣、美元及港元列值。

匯率劇烈波動時會存在一定程度的外幣風險。期內，本集團並無承諾任何金融工具以對沖其外幣風險。

Management Discussion and Analysis

管理層討論及分析

BUSINESS PROSPECTS

The MLCC business is a national strategic fundamental component that not only serves as the foundation for building a new generation of electronic information terminal products, but also relates to the safety of domestic electronic information industry chain. In the year of 2020, the outbreak of the novel coronavirus (COVID-19) and the enduring Sino-US trade war have brought enormous challenges to the global macro-economy and the MLCC market. The consumption demand has been suppressed to a certain extent, however, the demands for remote office, online education, online services, online games and videos have been rising, which have brought opportunities to the industry. Recently, the Chinese government has decided to accelerate the progress of the new infrastructure construction. New application fields, namely 5G technology, Internet of Things (IoT) and electric vehicles are anticipated to stimulate their growth. The management expected that the demand in the MLCC market as a whole will continue to expand in the long term, and the trend of domestic production substitution will also become more distinct. The proportion of the market demand for dielectric thin medium-layer high-density capacity products that the Group focuses on will also continue to increase.

業務展望

MLCC屬於國家戰略性基礎元器件，不僅是構建新一代電子信息終端產品的基礎，又關乎著國產電子信息產業鏈的安全。進入2020年，雖然新型冠狀病毒(COVID-19)的爆發及中美貿易戰的持續給全球宏觀經濟和MLCC市場帶來了非常大的挑戰，抑制了部分消費需求，但是遠程辦公、在線教育、線上服務、網絡遊戲與視頻的需求突起，給行業帶來了機遇。近期中國政府決定加快推動新型基礎設施建設的進度，5G技術、物聯網(IoT)及電動汽車等新應用領域有望加速增長，管理層預計MLCC市場的整體需求長期仍將不斷擴大，國產替代的趨勢也日趨明顯，本集團專注的介質薄層化高比容產品的市場需求比重也將持續提高。

Management Discussion and Analysis

管理層討論及分析

Following the proactive measures taken by the management last year to stabilise the core team, the management has increased the investment in automatic informatisation in the existing mass production of consumer-grade products this year, which exceedingly improved the quality level and continuously gained a large number of orders and recognition from new and existing consumer-grade customers. Concurrently, the Group stepped up its efforts in new product development and made breakthroughs in high-frequency, high-reliability, high-stability products for automotive and industrial applications, thus enabling it to successfully expand the world's leading industrial customer base. In view of this, in addition to the proposed construction of the third and fourth production bases, the management is proactively liaising with the Shenzhen Municipal Government with an intention to establish a research and development and pilot base for automobile specifications and industrial-grade products in Longgang District, Shenzhen (深圳市龍崗區) to further expand its input in research and development, equipment and environmental protection, to develop the industrial-grade product field, and to satisfy the diversified product needs of clients so as to consolidate the leading position of the Group in the domestic MLCC market.

In respect of investment and financial services segment, the Group will reinforce the post-investment monitoring and management of existing projects in its fund operation, taking various measures to prevent and mitigate potential risks, through enhancing risk-control measures and reducing risk exposure based on the terms of the existing agreements in order to safeguard the interests of fund investors. With most of its efforts directed towards the subsequent management of existing projects, the Group will also start developing new business when appropriate, exploring value-added opportunities for investors in stable and reliable investment projects.

For other general trading segment, the Group holds a conservative view, and tends to avoid potential losses in trading activities.

HUMAN RESOURCES

As at 30 June 2020, the Group had a total of 1,189 (31 December 2019: 994) employees. The remuneration policy and package of the Group's employees are structured in accordance with market conditions, the performance, educational background and experience of individual employees as well as statutory requirements where appropriate.

管理層繼去年採取了積極措施穩定骨幹團隊後，今年又在現有量產消費級產品領域加大了自動化信息化投入，質量水平大幅提升，不斷贏得新老消費級客戶的大量訂單和認證；與此同時，加大了新產品開發力度，在汽車及工業級應用，突破了高頻率高可靠高穩定的產品，成功拓展了世界領先的工業級客戶群。有鑒於此，除了擬籌劃建設的第三、第四個生產基地外，管理層正在與深圳市政府積極接洽，意向在深圳市龍崗區建設一個車規和工業級產品的研發與中試基地，進一步擴大在研發、設備和環保上的投入，拓展工業級產品領域，滿足客戶多元化的產品需求，以維護本集團在國內MLCC市場上的相對領先地位。

在投資與金融服務分部方面，本集團將加強基金業務現有項目的後續監控和管理，採取多種措施防範和化解可能出現的風險，在既有協議條款基礎上通過加強風險控制措施及降低風險，維護基金投資者的利益。在主要精力放在現有項目後續管理外，本集團亦會開始適時發展新業務，尋找穩健可靠的投資項目為投資者提供增值機會。

在其他一般貿易方面，本集團抱持保守態度，並傾向避免貿易業務的潛在虧損。

人力資源

於2020年6月30日，本集團共有1,189名(2019年12月31日：994名)員工。本集團的員工薪酬政策及待遇乃按市場情況、個別員工的表現、教育背景及經驗，以及適用的法定要求而釐定。

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

中期簡明綜合損益及其他全面收益表

For the six months ended 30 June 2020 截至2020年6月30日止六個月

		Six months ended 30 June 截至6月30日止六個月	
		2020 2020年 (Unaudited) (未經審核) RMB'000 人民幣千元	2019 2019年 (Unaudited) (未經審核) RMB'000 人民幣千元
	Notes 附註		
Revenue	收入	146,171	260,933
Cost of sales	銷售成本	(80,218)	(218,228)
Gross profit	毛利	65,953	42,705
Other income	其他收益	17,706	12,020
Selling and distribution costs	銷售及分銷成本	(7,279)	(9,209)
Administrative expenses	行政費用	(53,930)	(40,189)
Research and development costs	研究及開發成本	(20,347)	(42,341)
Profit/(Loss) from operations	經營業務溢利/(虧損)	2,103	(37,014)
Finance costs	融資成本	(10,714)	(15,358)
Share of loss of an associate	應佔聯營公司虧損	(461)	(638)
Loss before taxation	除稅前虧損	(9,072)	(53,010)
Income tax (expense)/credit	所得稅(開支)/抵免	(1,195)	4,522
Loss for the period	期內虧損	(10,267)	(48,488)
Other comprehensive income for the period, net of income tax	期內其他全面收益，扣除所得稅		
Item that may be reclassified subsequently to profit or loss:	其後可能重新歸類至損益的項目：		
Exchange differences arising on translation of foreign operations	換算海外業務所產生的匯兌差額	743	605
Total comprehensive loss for the period, net of income tax	期內全面虧損總額，扣除所得稅	(9,524)	(47,883)
Loss for the period attributable to:	以下人士應佔期內虧損：		
Owners of the Company	本公司擁有人	(10,232)	(48,591)
Non-controlling interests	非控股權益	(35)	103
		(10,267)	(48,488)

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

中期簡明綜合損益及其他全面收益表

For the six months ended 30 June 2020 截至2020年6月30日止六個月

		Six months ended 30 June 截至6月30日止六個月	
		2020 2020年 (Unaudited) (未經審核) RMB'000 人民幣千元	2019 2019年 (Unaudited) (未經審核) RMB'000 人民幣千元
		Notes 附註	
Total comprehensive loss for the period attributable to:	以下人士應佔期內全面虧損總額：		
Owners of the Company	本公司擁有人		(9,768) (48,032)
Non-controlling interests	非控股權益		244 149
			(9,524) (47,883)
			RMB cents RMB cents 人民幣分 人民幣分
Loss per share	每股虧損		
Basic and diluted	基本及攤薄	9	(1.37) (6.66)

The notes on pages 25 to 57 form part of this interim financial report.

第25頁至第57頁的附註構成本中期財務報告的一部分。

Interim Condensed Consolidated Statement of Financial Position

中期簡明綜合財務狀況表

As at 30 June 2020 於2020年6月30日

			30 June 2020 2020年 6月30日 (Unaudited) (未經審核) RMB'000 人民幣千元	31 December 2019 2019年 12月31日 (Audited) (經審核) RMB'000 人民幣千元
	Notes 附註			
Non-current assets		非流動資產		
Property, plant and equipment	10	物業、廠房及設備	334,718	250,520
Investment properties	11	投資物業	21,893	22,234
Prepaid land lease payments	12	土地租賃預付款項	-	-
Deposits paid for acquisition of property, plant and equipment and other non-current rental deposit		收購物業、廠房及設備所付按金及其他非流動租金按金	104,373	145,720
Interest in an associate	13	於一間聯營公司之權益	12,655	12,738
Financial assets at fair value through other comprehensive income ("FVOCI")	14	按公平值計入其他全面收益的金融資產	11,692	11,353
Financial assets at fair value through profit or loss ("FVPL")	15	按公平值計入損益的金融資產	388,110	383,269
Finance lease receivable	17	應收融資租賃款項	-	12,437
Other intangible assets		其他無形資產	1,223	1,568
Deferred tax assets		遞延稅項資產	25,808	25,807
Total non-current assets		非流動資產總值	900,472	865,646
Current assets		流動資產		
Inventories		存貨	192,360	115,556
Accounts and bills receivables	16	應收款項及應收票據	125,984	127,457
Finance lease receivable	17	應收融資租賃款項	-	7,508
Prepayments, deposits and other receivables		預付款項、按金及其他應收款項	39,500	27,224
Cash and bank balances		現金及銀行結餘	143,359	175,257
Total current assets		流動資產總值	501,203	453,002
Current liabilities		流動負債		
Trade and bills payables	18	應付貿易賬款及應付票據	50,348	44,550
Deferred income, accruals and other payables		遞延收入、應計費用及其他應付款項	129,525	77,272
Tax payable		應付稅項	14,882	13,320
Bank and other loans	19	銀行及其他貸款	234,482	200,742
Lease liabilities		租賃負債	16,834	10,013
Dividends payable		應付股息	88	88
Total current liabilities		流動負債總值	446,159	345,985
Net current assets		流動資產淨值	55,044	107,017
Total assets less current liabilities		資產總值減流動負債	955,516	972,663

Interim Condensed Consolidated Statement of Financial Position

中期簡明綜合財務狀況表

As at 30 June 2020 於2020年6月30日

		30 June 2020 2020年 6月30日 (Unaudited) (未經審核) RMB'000 人民幣千元	31 December 2019 2019年 12月31日 (Audited) (經審核) RMB'000 人民幣千元
	Notes 附註		
Non-current liabilities	非流動負債		
Lease liabilities	租賃負債	25,668	29,137
Deferred income	遞延收入	16,462	17,597
Deferred tax liabilities	遞延稅項負債	46,136	46,136
Total non-current liabilities	非流動負債總值	88,266	92,870
Net assets	資產淨值	867,250	879,793
Capital and reserves	資本和儲備		
Share capital	股本	6,637	6,637
Reserves	儲備	851,864	861,251
Total equity attributable to owners of the Company	本公司擁有人應佔總權益	858,501	867,888
Non-controlling interests	非控股權益	8,749	11,905
Total equity	總權益	867,250	879,793

The notes on pages 25 to 57 form part of this interim financial report.

第25頁至第57頁的附註構成本中期財務報告的一部分。

Interim Condensed Consolidated Statement of Changes in Equity

中期簡明綜合權益變動表

For the six months ended 30 June 2020 截至2020年6月30日止六個月

Attributable to owners of the Company
本公司擁有人應佔項目

		Attributable to owners of the Company										
		Share capital	Share premium account	Contributed surplus	Share award reserve	Exchange fluctuation reserve	Statutory reserve	Fair value reserve (non-recycling)	Retained earnings	Total	Non-controlling interests	Total equity
		股本	股份溢價賬	實繳盈餘	獎勵儲備	波動儲備	法定儲備	公平值儲備 (不可撥回)	留存盈利	總額	非控股權益	總權益
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
At 1 January 2020 (Audited)	於2020年1月1日 (經審核)	6,637	491,518	201,761	4,597	1,658	88,119	(3,968)	77,566	867,888	11,905	879,793
Total comprehensive income/(loss) for the period	期內全面收益/(虧損)總額	-	-	-	-	551	-	(87)	(10,232)	(9,768)	244	(9,524)
Share of dividend declared	分佔已宣派股息	-	-	-	-	-	-	-	-	-	(3,400)	(3,400)
Recognition of equity-settled share-based payment expenses under share award scheme	確認股份獎勵計劃項下按股權結算以股份為基礎之付款開支	-	-	-	381	-	-	-	-	381	-	381
At 30 June 2020 (Unaudited)	於2020年6月30日 (未經審核)	6,637	491,518	201,761	4,978	2,209	88,119	(4,055)	67,334	858,501	8,749	867,250
At 1 January 2019 (Audited)	於2019年1月1日 (經審核)	6,637	491,518	201,761	3,062	1,516	48,314	(9,135)	243,347	987,020	6,406	993,426
Total comprehensive income/(loss) for the period	期內全面收益/(虧損)總額	-	-	-	-	559	-	-	(48,591)	(48,032)	149	(47,883)
Acquisition of non-controlling interests	收購非控股權益	-	-	-	-	-	-	-	-	-	83	83
Recognition of equity-settled share-based payment expenses under share award scheme	確認股份獎勵計劃項下按股權結算以股份為基礎之付款開支	-	-	-	769	-	-	-	-	769	-	769
Transfer	轉撥	-	-	-	-	-	39,805	-	(39,805)	-	-	-
At 30 June 2019 (Unaudited)	於2019年6月30日 (未經審核)	6,637	491,518	201,761	3,831	2,075	88,119	(9,135)	154,951	939,757	6,638	946,395

The notes on pages 25 to 57 form part of this interim financial report.

第25頁至第57頁的附註構成本中期財務報告的一部分。

Interim Condensed Consolidated Statement of Cash Flows

中期簡明綜合現金流量表

For the six months ended 30 June 2020 截至2020年6月30日止六個月

		Six months ended 30 June	
		截至6月30日止六個月	
		2020	2019
		2020年	2019年
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Net cash used in operating activities	經營活動所用之現金淨額	(5,144)	(50,240)
Net cash used in investing activities	投資活動所用之現金淨額	(35,242)	(240,995)
Net cash generated from financing activities	融資活動產生之現金淨額	11,598	1,311
Net decrease in cash and cash equivalents	現金及現金等價物之減少淨額	(28,788)	(289,924)
Effect of foreign exchange rate changes, net	外匯匯率變動之影響·淨額	(3,110)	(1,819)
Cash and cash equivalents at beginning of the period	期初之現金及現金等價物	175,257	490,467
Cash and cash equivalents at end of the period	期末之現金及現金等價物	143,359	198,724
Analysis of balances of cash and cash equivalents	現金及現金等價物結餘分析		
Cash and bank balances	現金及銀行結餘	143,359	197,256
Pledged time deposits with original maturity of less than three months when acquired	於收購時原到期日少於三個月之已抵押定期存款	-	1,468
		143,359	198,724

The notes on pages 25 to 57 form part of this interim financial report.

第25頁至第57頁的附註構成本中期財務報告的一部分。

Notes to the Interim Condensed Consolidated Financial Statements

中期簡明綜合財務報表附註

For the six months ended 30 June 2020 截至2020年6月30日止六個月

1. GENERAL INFORMATION

Tianli Holdings Group Limited was incorporated in the Cayman Islands on 6 March 2007 as an exempted company with limited liability under the Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised). The Company's registered office address is the office of Conyers Trust Company (Cayman) Limited, Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands, and the head office and the principal place of business of the Company in Hong Kong is located at Unit 907-909, 9/F., Three Pacific Place, 1 Queen's Road East, Hong Kong.

The principal activity of the Company is investment holding. The principal activities of the Group are (i) manufacturing and sale of multi-layer ceramic chips ("MLCC"), (ii) investment and financial services and (iii) other general trading.

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES

The interim condensed consolidated financial statements for the six months ended 30 June 2020 have been prepared in accordance with the applicable disclosure provision of the Listing Rules and in compliance with International Accounting Standard ("IAS") 34 "Interim Financial Reporting".

The interim condensed consolidated financial statements do not include all the information and disclosures required in the annual financial statements, and should be read in conjunction with the Group's annual financial statements for the year ended 31 December 2019.

The accounting policies adopted in the preparation of the interim condensed consolidated financial statements are consistent with those followed in the preparation of the Group's annual consolidated financial statements for the year ended 31 December 2019, except for the adoption of the new and revised standards and interpretations that are effective for the Group's current accounting period noted below.

1. 一般資料

天利控股集團有限公司於2007年3月6日根據開曼群島法例第22章公司法(1961年第3號法案,經合併及經修訂)在開曼群島註冊成立為獲豁免有限公司。本公司之註冊辦事處為Conyers Trust Company (Cayman) Limited之辦事處,地址為Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands,而本公司之總辦事處及香港主要營業地點則位於香港皇后大道東1號太古廣場三座9樓907-909室。

本公司之主要業務為投資控股。本集團之主要業務為(i)製造及銷售片式多層陶瓷電容器(「MLCC」)、(ii)投資與金融服務及(iii)其他一般貿易。

2. 編製基準及會計政策

截至2020年6月30日止六個月之中期簡明綜合財務報表乃根據《上市規則》之適用披露條文編製,並符合國際會計準則第34號「中期財務報告」之規定。

中期簡明綜合財務報表並未納入年度財務報表規定之所有資料及披露,且應與本集團截至2019年12月31日止年度之年度財務報表一併閱讀。

編製中期簡明綜合財務報表所採納之會計政策與在編製本集團截至2019年12月31日止年度之年度綜合財務報表時所採用的一致,惟採納於本集團當前會計期間生效的以下新訂及經修訂的準則及詮釋除外。

Notes to the Interim Condensed Consolidated Financial Statements

中期簡明綜合財務報表附註

For the six months ended 30 June 2020 截至2020年6月30日止六個月

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (Continued)

Application of new and revised standards

In the current interim period, the Group has applied, for the first time, the following new and amendments to International Financial Reporting Standards (“IFRSs”) issued by the International Accounting Standards Board which are mandatorily effective for the annual period beginning on or after 1 January 2020 for the preparation of the Group’s condensed consolidated financial statements:

- Amendments to IFRS 3, Definition of a Business
- Amendments to IFRS 9, IAS 39 and IFRS 7, Interest Rate Benchmark Reform
- Amendments to IAS 1 and IAS 8, Definition of Material
- Conceptual Framework for Financial Reporting

None of the developments have had a material effect on how the Group’s results and financial position for the current or prior periods have been prepared or presented in this interim financial report. The Group has not applied any new standard or interpretation that is not yet effective for the current accounting period.

2. 編製基準及會計政策 (續)

應用新訂及經修訂準則

於本中期期間，本集團於編製其簡明綜合財務報表時首次應用以下由國際會計準則委員會頒佈並於2020年1月1日或之後開始之年度期間強制生效的新訂國際財務報告準則及其修訂本：

- 國際財務報告準則第3號之修訂本，業務的定義
- 國際財務報告準則第9號、國際會計準則第39號及國際財務報告準則第7號之修訂本，利率基準改革
- 國際會計準則第1號及國際會計準則第8號之修訂本，重大的定義
- 財務報告概念框架

概無該等發展對本中期財務報告內所編製或呈列之本集團於本期間或過往期間之業績及財務狀況造成重大影響。本集團並無應用於本會計期間尚未生效之任何新訂準則或詮釋。

Notes to the Interim Condensed Consolidated Financial Statements

中期簡明綜合財務報表附註

For the six months ended 30 June 2020 截至2020年6月30日止六個月

3. SEGMENT REPORTING

The Group manages its businesses by divisions, which are organised by business lines. In a manner consistent with the way in which information is reported internally to the Board (the chief operating decision maker) for the purposes of resources allocation and performance assessment, the Group has presented the following three reportable segments. No operating segments have been aggregated to form the following reportable segments.

- (a) MLCC: manufacturing and sale of MLCC;
- (b) Investment and financial services: including but not limited to (i) direct investments in debt, equity and/or any other asset; (ii) asset management; (iii) provision of financial advisory services; and (iv) financial technologies; and
- (c) Other general trading: trading of goods other than MLCC, including but not limited to electronic components and commodities such as metals, minerals and petroleum products.

3. 分部報告

本集團以分部管理業務，而分部則以業務範圍劃分。按與董事會（主要經營決策者）就資源分配和表現評估作內部報告資料一致的方式，本集團已呈列下列三個可呈報分部。本集團並無將營運分部合併以組成以下之可呈報分部。

- (a) MLCC：製造及銷售MLCC；
- (b) 投資與金融服務：包括但不限於(i)直接投資於債務、股權及／或任何其他資產；(ii)資產管理；(iii)提供財務顧問服務；及(iv)金融科技；及
- (c) 其他一般貿易：買賣MLCC以外之商品，包括但不限於電子元件及金屬、礦石及石油產品等商品。

Notes to the Interim Condensed Consolidated Financial Statements

中期簡明綜合財務報表附註

For the six months ended 30 June 2020 截至2020年6月30日止六個月

3. SEGMENT REPORTING (Continued)

Information regarding the Group's reportable segments as provided to the Board for the purposes of resources allocation and assessment of segment performance for the six months ended 30 June 2020 and 2019 is set out below:

3. 分部報告 (續)

提供予董事會以進行資源分配及對截至2020年及2019年6月30日止六個月之分部表現進行評估之本集團之可呈報分部資料載列如下：

Six months ended 30 June 2020 (Unaudited) 截至2020年6月30日止六個月 (未經審核)

		Investment and financial services	Other general trading	Total
	MLCC	投資與 金融服務	其他 一般貿易	總額
	MLCC	RMB'000	RMB'000	RMB'000
	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Disaggregated by timing of revenue recognition:	按收入確認時間劃分：			
Point in time	於時間點	103,974	14,539	118,513
Over time	隨時間	-	27,658	27,658
Reportable segment revenue from external customers	來自外部客戶之 可呈報分部收益	103,974	42,197	146,171
Reportable segment (loss)/profit	可呈報分部 (虧損)/ 溢利	(18,383)	27,785	(2)
			(2)	9,400

Six months ended 30 June 2019 (Unaudited) 截至2019年6月30日止六個月 (未經審核)

		Investment and financial services	Other general trading	Total
	MLCC	投資與 金融服務	其他 一般貿易	總額
	MLCC	RMB'000	RMB'000	RMB'000
	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Disaggregated by timing of revenue recognition:	按收入確認時間劃分：			
Point in time	於時間點	208,058	24,044	232,102
Over time	隨時間	-	28,831	28,831
Reportable segment revenue from external customers	來自外部客戶之 可呈報分部收益	208,058	52,875	260,933
Reportable segment (loss)/profit	可呈報分部 (虧損)/ 溢利	(64,515)	35,492	(65)
			(65)	(29,088)

There are no inter-segment revenue for the six months ended 30 June 2020 and 2019.

截至2020年及2019年6月30日止六個月，並無分部間收益。

Notes to the Interim Condensed Consolidated Financial Statements

中期簡明綜合財務報表附註

For the six months ended 30 June 2020 截至2020年6月30日止六個月

3. SEGMENT REPORTING (Continued)

The measure used for reporting segment (loss)/profit is loss or earnings of each segment without allocation of corporate interest income, other corporate income, central administrative expenses, central finance costs and income tax.

The following table presents segment assets and segment liabilities of the Group's operating segments as at 30 June 2020 and 31 December 2019:

3. 分部報告 (續)

呈報分部(虧損)/溢利之計量方法為各分部在未分配企業利息收入、其他企業收入、中央行政開支、中央財務成本以及所得稅的情況下之虧損或盈利。

下表載列本集團經營分部於2020年6月30日及2019年12月31日之分部資產及分部負債：

		At 30 June 2020 (Unaudited) 於2020年6月30日(未經審核)			
	MLCC	Investment and financial services 投資與 金融服務	Other general trading 其他 一般貿易	Total	
	MLCC	RMB'000	RMB'000	RMB'000	RMB'000
	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Reportable segment assets	可呈報分部資產	788,077	596,723	1,751	1,386,551
Reportable segment liabilities	可呈報分部負債	298,207	10,253	960	309,420

		At 31 December 2019 (Audited) 於2019年12月31日(經審核)			
	MLCC	Investment and financial services 投資與 金融服務	Other general trading 其他 一般貿易	Total	
	MLCC	RMB'000	RMB'000	RMB'000	RMB'000
	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Reportable segment assets	可呈報分部資產	717,923	578,347	1,702	1,297,972
Reportable segment liabilities	可呈報分部負債	213,799	9,044	932	223,775

Notes to the Interim Condensed Consolidated Financial Statements

中期簡明綜合財務報表附註

For the six months ended 30 June 2020 截至2020年6月30日止六個月

3. SEGMENT REPORTING (Continued)

Reconciliation of reportable segment profit or loss:

3. 分部報告 (續)

可呈報分部損益的對賬：

		Six months ended 30 June 截至6月30日止六個月	
		2020 2020年	2019 2019年 (Notes) (附註)
		(Unaudited) (未經審核)	(Unaudited) (未經審核)
		RMB'000 人民幣千元	RMB'000 人民幣千元
Total reportable segment profit/(loss) derived from the Group's external customers	本集團外部客戶衍生之可呈報分部溢利／(虧損)總額	9,400	(29,088)
Corporate interest income	企業利息收入	426	741
Central administrative expenses	中央行政開支	(9,385)	(10,863)
Central finance costs	中央財務成本	(9,513)	(13,800)
Consolidated loss before taxation	綜合稅前虧損	(9,072)	(53,010)

Notes to the Interim Condensed Consolidated Financial Statements

中期簡明綜合財務報表附註

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4. REVENUE AND OTHER INCOME

The principal activities of the Group are the manufacturing and sale of MLCC, investment and financial services and other general trading.

Disaggregation of revenue from contracts with customers by major products or service lines is as follows:

4. 收入及其他收益

本集團之主要業務為製造及銷售MLCC、投資與金融服務及其他一般貿易。

按主要產品或服務類別劃分之客戶合約收入如下：

		Six months ended 30 June 截至6月30日止六個月	
		2020 2020年 (Unaudited) (未經審核) RMB'000 人民幣千元	2019 2019年 (Unaudited) (未經審核) RMB'000 人民幣千元
Revenue from contracts with customers within the scope of IFRS 15	符合國際財務報告準則第15號範圍的客戶合約收入		
Sale of MLCC	MLCC銷售	103,974	208,058
Assets management fee income	資產管理費收入	27,294	28,831
		131,268	236,889
Revenue from other sources	其他來源之收入		
Investment interest income (note i)	投資利息收入(附註i)	364	-
Net gain on financial assets at FVPL	按公平值計入損益的金融資產收益淨額	14,539	24,044
		14,903	24,044
		146,171	260,933
Other income	其他收益		
Interest income on financial assets measured at amortised costs	按攤銷成本計量之金融資產利息收入		
– Bank interest income (note i)	– 銀行利息收入(附註i)	166	3,220
Gross rental income from investment properties	來自投資物業的總租金收入	2,787	3,237
Government grants (note ii)	政府補貼(附註ii)	3,252	3,128
Release of government grants as income	發放政府補貼作為收入	-	1,448
Net foreign exchange gain	匯兌淨收益	7,768	139
Sale of materials	銷售材料	-	11
Gain on lease modification	租賃修訂收益	1,162	-
Reversal of impairment loss for accounts receivable	應收款項減值虧損撥回	2,570	-
Sundry income	雜項收入	1	837
		17,706	12,020
		163,877	272,953

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4. REVENUE AND OTHER INCOME

(Continued)

Note i: For the six months ended 30 June 2020, the total amount of interest income on financial assets measured at amortised cost, including bank interest income, was RMB166,000 (six months ended 30 June 2019: RMB3,220,000).

Note ii: Government grants represented the subsidy to the Group by the government of the People's Republic of China (the PRC) as incentive primarily to encourage the development of the Group and the contribution to the local economic development.

5. FINANCE COSTS

4. 收入及其他收益 (續)

附註i：截至2020年6月30日止六個月，按攤銷成本計量的金融資產利息收入總額（包括銀行利息收入）為人民幣166,000元（截至2019年6月30日止六個月：人民幣3,220,000元）。

附註ii：政府補貼指中華人民共和國（「中國」）政府對本集團之津貼，主要作為激勵措施以鼓勵本集團發展並對地方經濟發展作出貢獻。

5. 融資成本

		Six months ended 30 June	
		截至6月30日止六個月	
		2020	2019
		2020年	2019年
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Total interest expense on financial liabilities not at FVPL:	並非按公平值計入損益的 金融負債利息開支總額：		
Interest on bank loan	銀行貸款之利息	7	-
Interest on other loans	其他貸款之利息	9,513	-
Interest on bond payable	應付債券之利息	-	13,800
Interest on lease liabilities	租賃負債之利息	1,194	1,558
		10,714	15,358

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6. LOSS BEFORE TAXATION

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

6. 除稅前虧損

本集團之除稅前虧損已扣除／（計入）下列項目：

		Six months ended 30 June 截至6月30日止六個月	
		2020 2020年	2019 2019年 (Notes i) (附註i)
		(Unaudited) (未經審核)	(Unaudited) (未經審核)
		RMB'000 人民幣千元	RMB'000 人民幣千元
Carrying amount of inventories sold	已出售存貨賬面值	80,218	216,489
Write-down of inventories	存貨減記	–	1,739
Cost of inventories (note i)	存貨成本(附註i)	80,218	218,228
Depreciation (note i and ii)	折舊(附註i及ii)		
– owned property, plant and equipment	– 自有物業、廠房及設備	15,972	16,681
– investment properties	– 投資物業	341	341
– right-of-use assets	– 使用權資產	6,333	5,047
Amortisation of other intangible assets	其他無形資產攤銷	345	57
Research and development costs:	研究及開發成本：		
Current period expenditure (note ii)	本期開支(附註ii)	20,347	42,341
Staff costs (including directors' emoluments) (notes i and ii)	員工成本(包括董事酬金)(附註i及ii)	78,746	75,427
Equity-settled share-based payment expenses	股權結算以股份為基礎之付款開支	381	769
Reversal of impairment loss for accounts receivable (note iii)	應收款項減值虧損撥回(附註iii)	(2,570)	(1,859)
Loss on disposal of property, plant and equipment	出售物業、廠房及設備之虧損	3,953	197
Rental income on investment properties less direct outgoings of RMB151,000 (six months ended 30 June 2019: RMB31,000)	投資物業租金收入減直接支出 人民幣151,000元(截至2019年 6月30日止六個月： 人民幣31,000元)	2,636	(3,206)

Notes to the Interim Condensed Consolidated Financial Statements

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For the six months ended 30 June 2020 截至2020年6月30日止六個月

6. LOSS BEFORE TAXATION (Continued)

Notes:

- i) Cost of inventories includes depreciation of RMB16,199,000 (six months ended 30 June 2019: RMB13,099,000) and staff costs of RMB37,039,000 (six months ended 30 June 2019: RMB35,065,000), which are also included in the respective total amounts disclosed separately above.
- ii) Included in research and development costs are depreciation of RMB2,230,000 (six months ended 30 June 2019: RMB2,178,000) and staff costs of RMB7,747,000 (six months ended 30 June 2019: RMB5,874,000), which are also included in the respective total amounts disclosed separately above.
- iii) The item is included in "Other income" for the six months ended 30 June 2020 in the Interim Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income.

7. INCOME TAX (EXPENSES)/CREDIT

6. 除稅前虧損 (續)

附註：

- i) 存貨成本包括人民幣16,199,000元之折舊(截至2019年6月30日止六個月：人民幣13,099,000元)及員工成本人民幣37,039,000元(截至2019年6月30日止六個月：人民幣35,065,000元)，亦包括在各自於上文單獨披露之總額內。
- ii) 研究及開發成本包括人民幣2,230,000元之折舊(截至2019年6月30日止六個月：人民幣2,178,000元)及員工成本人民幣7,747,000元(截至2019年6月30日止六個月：人民幣5,874,000元)，亦包括在各自於上文單獨披露之總額內。
- iii) 該項目計入截至2020年6月30日止六個月之中期簡明綜合損益及其他全面收益表中「其他收益」內。

7. 所得稅(開支)/抵免

		Six months ended 30 June 截至6月30日止六個月	
		2020 2020年 (Unaudited) (未經審核) RMB'000 人民幣千元	2019 2019年 (Unaudited) (未經審核) RMB'000 人民幣千元
Current tax	即期稅項		
– Hong Kong Profits Tax for the period	– 期內香港利得稅	(1,017)	–
– PRC Enterprise Income Tax ("EIT") for the period	– 期內中國企業所得稅 (「企業所得稅」)	(178)	4,522
Income tax (expenses)/credit for the period	期內所得稅(開支)/抵免	(1,195)	4,522

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7. INCOME TAX CREDIT/(EXPENSES)

(Continued)

The Group is subject to income tax on an entity basis on profits arising in or derived from the jurisdictions in which members of the Group are domiciled and operate.

The provision for Hong Kong profits tax for the six month ended 30 June 2020 is calculated at 16.5% of the estimated assessable profits. No Hong Kong Profits Tax has been provided for the six month ended 30 June 2019 as the Group had no assessable profits derived in Hong Kong for the periods.

On 21 March 2018, the Hong Kong Legislative Council passed The Inland Revenue (Amendment) (No. 7) Bill 2017 (the "Bill") which introduces the two-tiered profits tax regime (the "Two-tiered Profits tax Rate Regime"). The Bill was signed into law on 28 March 2018 and was gazetted on the following day.

Under the Two-tiered Profits Tax Rate Regime, the first HK\$2 million of the assessable profits of the qualifying group entity will be taxed at 8.25% and the assessable profits above HK\$2 million will be taxed at 16.5%. The profits of group entities not qualifying for the Two-tiered Profits Tax Rate Regime will continue to be taxed at a flat rate of 16.5%

Pursuant to the rules and regulations of the Cayman Islands and the British Virgin Islands ("BVI"), the Group is not subject to any income tax in the Cayman Islands and the BVI respectively.

All PRC subsidiaries were subject to EIT at the standard rate of 25% on their respective taxable profit during the six months ended 30 June 2020 and 2019, except that 深圳市宇陽科技發展有限公司 (literally translated as Shenzhen Eyang Technology Development Co., Ltd.), an indirect wholly-owned subsidiary of the Company, was recognised as High and New Technology Enterprise on 16 October 2018 and is subject to income tax rate of 15% for three consecutive years commencing in 2019.

7. 所得稅抵免／（開支）（續）

本集團須就本集團成員公司於所在及經營之司法權區產生之利潤按實體基準繳付所得稅。

截至2020年6月30日止六個月之香港利得稅撥備乃按估計應課稅溢利之16.5%計算。截至2019年6月30日止六個月，由於本集團於期內在香港並未產生應課稅利潤，故此本集團並無就香港利得稅作出撥備。

於2018年3月21日，香港立法會通過《2017年稅務（修訂）（第7號）條例草案》（「該草案」），引入兩級利得稅制度（「兩級利得稅稅率制度」）。該草案於2018年3月28日經簽署成為法律，並於翌日在憲報刊登。

根據兩級利得稅稅率制度，合資格集團實體之首2,000,000港元之應課稅溢利將按8.25%之稅率繳納稅項，而超過2,000,000港元之應課稅溢利將按16.5%之稅率繳納稅項。不符合兩級利得稅稅率制度資格之集團實體之溢利將繼續按16.5%之統一稅率繳納稅項。

根據開曼群島及英屬處女群島之規則及規定，本集團無須分別於開曼群島及英屬處女群島繳納任何所得稅。

所有中國附屬公司均按25%標準稅率就各自於截至2020年及2019年6月30日止六個月之應課稅利潤繳納企業所得稅，惟深圳市宇陽科技發展有限公司（本公司之間接全資附屬公司）於2018年10月16日獲確認為高新技術企業，並可於2019年起連續三個年度期間按15%之稅率繳納所得稅。

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8. DIVIDENDS

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

9. LOSS PER SHARE

The calculation of the basic loss per share is based on the loss attributable to the owners of the Company of RMB10,232,000 (six months ended 30 June 2019: loss of RMB48,591,000), and the weighted average number of 744,750,000 (six months ended 30 June 2019: 744,750,000) ordinary shares in issue during the period.

Diluted loss per share for the six months ended 30 June 2020 and 2019 is the same as the basic loss per share as there were no potential ordinary shares outstanding during the periods.

10. PROPERTY, PLANT AND EQUIPMENT

8. 股息

董事會不宣派截至2020年6月30日止六個月的中期股息（截至2019年6月30日止六個月：無）。

9. 每股虧損

每股基本虧損乃按本公司擁有人應佔虧損人民幣10,232,000元（截至2019年6月30日止六個月：虧損人民幣48,591,000元）及期內已發行普通股加權平均數744,750,000股普通股（截至2019年6月30日止六個月：744,750,000股普通股）計算。

截至2020年及2019年6月30日止六個月之每股攤薄虧損與每股基本虧損相同，因期內並無發行在外之潛在普通股。

10. 物業、廠房及設備

		2020 2020年 (Unaudited) (未經審核) RMB'000 人民幣千元	2019 2019年 (Audited) (經審核) RMB'000 人民幣千元
Carrying amount at 1 January	於1月1日之賬面值	250,520	152,860
Impact on initial application of IFRS 16	首次應用國際財務報告準則第16號之影響		
– right-of-use assets	– 使用權資產	–	45,121
– prepaid land lease payments (note 12)	– 土地租賃預付款項 (附註12)	–	35,421
Adjusted carrying amount at 1 January	於1月1日之經調整賬面值	250,520	233,402
Additions	添置	109,776	64,591
Construction expenditure capitalised	資本化的建築開支	719	170
Disposals	出售	(3,953)	(1,041)
Disposal of subsidiaries	出售附屬公司	–	(22)
Depreciation provided during the period/year	期內/年內折舊撥備	(22,305)	(47,535)
Reassessment	重估	528	–
Effect of foreign currency exchange differences	匯兌差額影響	(567)	955
Carrying amount at 30 June/31 December	於6月30日/12月31日之賬面值	334,718	250,520

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11. INVESTMENT PROPERTIES

11. 投資物業

		2020 2020年 (Unaudited) (未經審核) RMB'000 人民幣千元	2019 2019年 (Audited) (經審核) RMB'000 人民幣千元
Carrying amount at 1 January	於1月1日之賬面值	22,234	22,915
Depreciation provided during the period/year	期內/年內折舊撥備	(341)	(681)
Carrying amount at 30 June/31 December	於6月30日/12月31日之賬面值	21,893	22,234

The Group's investment properties are held under medium term leases and are situated in Mainland China.

本集團之投資物業均根據中期租約持有並位於中國內地。

12. PREPAID LAND LEASE PAYMENTS

12. 土地租賃預付款項

		2020 2020年 (Unaudited) (未經審核) RMB'000 人民幣千元	2019 2019年 (Audited) (經審核) RMB'000 人民幣千元
Carrying amount at 1 January	於1月1日之賬面值	–	35,421
Impact on initial application of IFRS 16	首次應用國際財務報告準則第16號之影響	–	(35,421)
Adjusted carrying amount at 1 January and carrying amount at 30 June/31 December	於1月1日之經調整賬面值及於6月30日/12月31日之賬面值	–	–

The Group's leasehold lands are held under medium-term leases and are situated in Mainland China.

本集團之租賃土地均根據中期租約持有並位於中國內地。

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13. INTEREST IN AN ASSOCIATE

13. 於一間聯營公司之權益

		30 June 2020 2020年 6月30日 (Unaudited) (未經審核) RMB'000 人民幣千元	31 December 2019 2019年 12月31日 (Audited) (經審核) RMB'000 人民幣千元
Unlisted investment:	非上市投資：		
Share of net assets	應佔資產淨值	12,655	12,738

Details of the Group's interest in an associate, which is an unlisted limited partnership whose quoted market price is not available and accounted for using the equity method in the consolidated financial statements, are as follows:

該聯營公司乃一家非上市的有限合夥企業，故不具備市場報價，並按權益法列入綜合財務報表，有關本集團於該聯營公司之權益之詳情如下：

Name of company 公司名稱	Place of establishment/ operation 成立/經營地點	Contributed and committed amount/ Issued and paid up registered capital 實繳及承諾額/ 已發行及已繳足註冊股本	Proportion of ownership interest 擁有權比例			Principal activity 主要業務
			Group's effective interest 本集團實際權益	Held by the Company 由本公司持有	Held by subsidiary 由附屬公司持有	
Logan Pass Private Equity Fund	Korea/Korea 韓國/韓國	Contributed and committed amount of KRW5,965,384,000 實繳及承諾額為5,965,384,000韓元	29.98% (31 December 2019: 29.98%) (2019年 12月31日: 29.98%)	-	29.98% (31 December 2019: 29.98%) (2019年 12月31日: 29.98%)	Asset management 資產管理

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14. FINANCIAL ASSETS AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME (“FVOCI”)

The amount represents an investment in the unlisted equity securities issued by a private entity incorporated in Hong Kong. This investment was irrevocably designated at fair value through other comprehensive income as the Group considers the investment to be strategic in nature.

The fair value of the unlisted equity securities was arrived at by reference to the valuation performed by management by using cash flow projections based on the financial budget prepared by board of directors of the investee entity covering a five-year period.

15. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS (“FVPL”)

The amount represents the Group’s investments in unlisted equity funds.

All of the unlisted fund investments were designated as financial assets at FVPL on initial recognition. The fair values of the investments were measured with reference to the net asset value as reported by the funds management.

For private equity funds where the Group involves as both general partner and limited partner, the Group assesses whether the combination of investments it holds together with its remuneration creates exposure to variability of returns from the activities of the fund that is of such significance that it indicates that the fund manager is a principal. The fund shall be consolidated if the Group acts in the role of principal.

14. 按公平值計入其他全面收益的金融資產

該金額指於在香港註冊成立之私人實體所發行之非上市股本證券之投資。由於本集團認為該投資之性質屬策略投資，故該投資被不可撤回地指定為按公平值計入其他全面收益。

該等非上市股本證券的公平值乃參考管理層根據以投資對象實體之董事會編製的五年期財務預算為基準的現金流量預測所進行的估值而得出。

15. 按公平值計入損益的金融資產

有關金額為本集團非上市股權基金之投資。

所有非上市基金投資於首次確認時指定為按公平值計入損益的金融資產。該等投資的公平值乃參考該基金管理層所呈報之資產淨值計量。

對於本集團同時作為普通合夥人及有限合夥人的私募股權基金，本集團評估其所持投資及其報酬的總和，是否導致所享有基金活動的可變回報足夠重大，以顯示基金經理為委託人。倘若本集團擔任委託人，則須將該基金綜合入賬。

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15. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS ("FVPL")

(Continued)

The Group served as general partner, manager of structured entities and therefore had power over them. In the opinion of the directors of the Company, the variable returns the Group is exposed to over the structured entities that the Group has interests are not significant. The Group therefore did not consolidate these structured entities.

16. ACCOUNTS AND BILLS RECEIVABLES

Accounts receivables	應收款項
Less: loss allowance	減：虧損撥備

Bills receivables

應收票據

30 June 2020 2020年 6月30日 (Unaudited) (未經審核) RMB'000 人民幣千元	31 December 2019 2019年 12月31日 (Audited) (經審核) RMB'000 人民幣千元
118,668	137,733
(11,137)	(13,707)
107,531	124,026
18,453	3,431
125,984	127,457

Accounts receivables consist of trade receivables and assets management fee receivables. The Group's trading terms with its customers are mainly on credit. The credit periods are generally one to four months. The assets management fee is received or receivable at the end of each quarter. Each customer is assigned a maximum credit limit. The Group seeks to maintain strict control over its outstanding receivables and has a credit control policy to minimise its credit risk. Overdue balances are reviewed regularly by management. The accounts receivables are non-interest-bearing.

15. 按公平值計入損益的金融資產 (續)

本集團由於擔任結構性實體之普通合夥人、管理人，因此對其擁有控制權。本公司董事認為，本集團於擁有權益的結構性實體中享有的可變回報並非重大。因此，本集團並無將該等結構性實體綜合入賬。

16. 應收款項及應收票據

應收款項包括應收貿易賬款及應收資產管理費。本集團與客戶之貿易條款主要為信貸。信貸期一般為1至4個月。資產管理費於各季度末已收或應收。每名客戶獲分配一個最高信貸額。本集團對未償還應收款項實施嚴格管控，並設有信貸控制政策以將其信貸風險減至最低。管理層會定期檢討逾期結餘。應收款項為不計息。

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16. ACCOUNTS AND BILLS RECEIVABLES

(Continued)

The bills receivables were all due within one year from the end of the reporting period.

An ageing analysis of the accounts receivables as at the end of the reporting period based on the revenue recognition date is as follows:

16. 應收款項及應收票據 (續)

所有應收票據均由報告期末起計1年內到期。

於報告期末，根據收入確認日期之應收款項賬齡分析如下：

		30 June 2020 2020年 6月30日 (Unaudited) (未經審核) RMB'000 人民幣千元	31 December 2019 2019年 12月31日 (Audited) (經審核) RMB'000 人民幣千元
Within 90 days	90日內	38,802	47,087
91 to 180 days	91至180日	9,156	24,608
181 to 360 days	181至360日	17,753	20,204
1 to 2 years	1至2年	21,077	20,465
2 to 3 years	2至3年	24,610	18,796
Over 3 years	超過3年	7,270	6,573
		118,668	137,733

As at the end of the reporting period, the ageing analysis of bills receivables based on bills issue date is as follows:

於報告期末，按票據發出日期為基準之應收票據之賬齡分析如下：

		30 June 2020 2020年 6月30日 (Unaudited) (未經審核) RMB'000 人民幣千元	31 December 2019 2019年 12月31日 (Audited) (經審核) RMB'000 人民幣千元
Within 90 days	90日內	13,074	1,551
91 to 180 days	91至180日	4,220	1,880
181 to 360 days	181至360日	1,159	-
		18,453	3,431

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17. FINANCE LEASE RECEIVABLE

17. 應收融資租賃款項

		Minimum lease payments receivable 最低應收租賃款項		Present value of minimum lease payments receivable 最低應收租賃款項現值	
		30 June 2020 2020年 6月30日 (Unaudited) (未經審核) RMB'000 人民幣千元	31 December 2019 2019年 12月31日 (Audited) (經審核) RMB'000 人民幣千元	30 June 2020 2020年 6月30日 (Unaudited) (未經審核) RMB'000 人民幣千元	31 December 2019 2019年 12月31日 (Audited) (經審核) RMB'000 人民幣千元
Finance lease receivable comprises:	應收融資租賃款項包括:				
Within one year	1年內	–	8,882	–	7,508
After one year but within three years	1年後但3年內	–	13,322	–	12,437
		–	22,204	–	19,945
Less: Unearned finance lease income	減: 未賺取之融資租賃收入	–	(2,259)	–	–
Present value of minimum lease payments receivable	最低應收租賃款項現值	–	(19,945)	–	19,945

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17. FINANCE LEASE RECEIVABLE (Continued)

17. 應收融資租賃款項 (續)

		30 June 2020 2020年 6月30日 (Unaudited) (未經審核) RMB'000 人民幣千元	31 December 2019 2019年 12月31日 (Audited) (經審核) RMB'000 人民幣千元
Representing:	代表：		
Current	流動	–	7,508
Non-current	非流動	–	12,437
		–	19,945
Effective interest rate	實際利率		
Finance lease receivable	應收融資租賃款項	–	8%

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17. FINANCE LEASE RECEIVABLE (Continued)

The ageing analysis of finance lease receivable, determined based on the age of the receivable since the effective date of the relevant lease contracts, as at the reporting date, is as follows:

17. 應收融資租賃款項 (續)

於報告日期，應收融資租賃款項按應收款項自相關租約生效日期起之賬齡釐定之賬齡分析如下：

		30 June 2020 2020年 6月30日 (Unaudited) (未經審核) RMB'000 人民幣千元	31 December 2019 2019年 12月31日 (Audited) (經審核) RMB'000 人民幣千元
Within 1 year	1年內	-	19,945

Finance lease receivable is secured by lease assets. Additional collaterals may be obtained from customer to secure the repayment obligations under finance lease and such collaterals include property, plant and equipment, guarantee of the customer and/or its related parties.

應收融資租賃款項以租賃資產作抵押。額外抵押品可自客戶取得，以為融資租賃項下之還款責任作抵押，有關抵押品包括物業、廠房及設備、客戶及／或其關連方之擔保。

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18. TRADE AND BILLS PAYABLES

18. 應付貿易賬款及應付票據

		30 June 2020 2020年 6月30日 (Unaudited) (未經審核) RMB'000 人民幣千元	31 December 2019 2019年 12月31日 (Audited) (經審核) RMB'000 人民幣千元
Trade payables	應付貿易賬款	47,991	40,819
Bills payables	應付票據	2,357	3,731
		50,348	44,550

An ageing analysis of the trade payables as at the end of the reporting period based on the suppliers' statement date is as follows:

於報告期末，按供應商結算單日期為基準之應付貿易賬款之賬齡分析如下：

		30 June 2020 2020年 6月30日 (Unaudited) (未經審核) RMB'000 人民幣千元	31 December 2019 2019年 12月31日 (Audited) (經審核) RMB'000 人民幣千元
Within 90 days	90日內	37,657	39,220
91 to 180 days	91至180日	5,941	1,164
181 to 360 days	181至360日	2,370	1
1 to 2 years	1至2年	1,696	62
Over 2 years	超過2年	327	372
		47,991	40,819

Notes to the Interim Condensed Consolidated Financial Statements

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18. TRADE AND BILLS PAYABLES (Continued)

The trade payables are non-interest-bearing and are normally settled within 30 to 120 days.

An ageing analysis of the bills payables as at the end of the reporting period based on bills issue date is as follows:

18. 應付貿易賬款及應付票據 (續)

應付貿易賬款為不計息，一般於30至120日內償付。

於報告期末，按票據發出日期為基準之應付票據之賬齡分析如下：

		30 June 2020 2020年 6月30日 (Unaudited) (未經審核) RMB'000 人民幣千元	31 December 2019 2019年 12月31日 (Audited) (經審核) RMB'000 人民幣千元
Within 90 days	90日內	2,357	3,375
91 to 180 days	91至180日	–	356
		2,357	3,731

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19. BANK AND OTHER LOANS, BOND PAYABLE AND OBLIGATIONS UNDER FINANCE LEASE

Movements in bank and other loans, bond payable and obligations under finance lease:

19. 銀行及其他貸款、應付債券及融資租賃承擔

銀行及其他貸款、應付債券及融資租賃承擔之變動：

		Bank and other loans 銀行及其他貸款 RMB'000 人民幣千元	Bond payable 應付債券 RMB'000 人民幣千元	Obligations under finance lease 融資租賃承擔 RMB'000 人民幣千元	Total 總額 RMB'000 人民幣千元
At 1 January 2019 (Audited)	於2019年1月1日(經審核)	–	387,874	291	388,165
Impact on initial application of IFRS 16	首次應用國際財務報告準則第16號之影響	–	–	(291)	(291)
Changes from financing cash flows	融資現金流量之變動	188,949	(414,031)	–	(225,082)
Exchange adjustments	匯兌調整	199	8,783	–	8,982
Interest expenses	利息開支	11,594	17,374	–	28,968
At 1 January 2020 (Audited)	於2020年1月1日(經審核)	200,742	–	–	200,742
Changes from financing cash flows	融資現金流量之變動	18,000	–	–	18,000
Exchange adjustments	匯兌調整	6,220	–	–	6,220
Interest expenses	利息開支	9,520	–	–	9,520
At 30 June 2020 (Unaudited)	於2020年6月30日(未經審核)	234,482	–	–	234,482

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20. COMMITMENTS

Capital commitments outstanding at the end of reporting period not provided for in the financial statements were as follows:

20. 承擔

並未於財務報表作撥備之於報告期末尚未償付資本承擔如下：

		30 June 2020 2020年 6月30日 (Unaudited) (未經審核) RMB'000 人民幣千元	31 December 2019 2019年 12月31日 (Audited) (經審核) RMB'000 人民幣千元
Contracted for:	已訂約：		
Plant and machinery	廠房及機器	52,324	102,527
Fund investments	基金投資	94,070	77,702
		146,394	180,229

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21. CONTINGENT LIABILITIES

The Group did not have any significant contingent liabilities at the end of the reporting period.

22. RELATED PARTY TRANSACTIONS AND BALANCES

In addition to the transactions detailed elsewhere in these financial statements, the Group had the following transactions with related parties during the period/year and balances with related parties at the end of the reporting period:

Key management personnel remuneration

The key management personnel include directors of the Company and certain highest paid employees, and their remuneration is as follows:

21. 或然負債

本集團於報告期末並無任何重大或然負債。

22. 關連方交易及結餘

除於該等財務報表其他章節詳述之交易外，本集團於期內／年內與關連方之交易及於報告期末與關連方之結餘如下：

主要管理層人員之薪酬

主要管理層人員包括本公司董事及若干最高薪僱員，其薪酬如下：

		Six months ended 30 June 截至6月30日止六個月	
		2020 2020年 (Unaudited) (未經審核) RMB'000 人民幣千元	2019 2019年 (Unaudited) (未經審核) RMB'000 人民幣千元
Short-term employee benefits	短期僱員福利	15,888	5,797
Post-employment benefits	僱員離職後福利	–	37
Equity compensation benefits	股本補償福利	381	769
		16,269	6,603

* Total remuneration is included in "staff costs" (see note 6).

* 薪酬總額計入「員工成本」(見附註6)。

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23. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's major financial instruments include the followings:

Categories of financial instruments

23. 財務風險管理之目標及政策

本集團之主要金融工具包括以下各項：

金融工具類別

		30 June 2020 2020年 6月30日 (Unaudited) (未經審核) RMB'000 人民幣千元	31 December 2019 2019年 12月31日 (Audited) (經審核) RMB'000 人民幣千元
Financial assets	金融資產		
Accounts and bills receivables	應收款項及應收票據	125,984	127,457
Other receivables	其他應收款項	–	6,711
Finance lease receivable	應收融資租賃款項	–	12,437
Cash and bank balances	現金及銀行結餘	143,359	175,257
Financial assets at amortised cost	按攤銷成本計量的金融資產	269,343	321,862
Financial assets at FVOCI	按公平值計入其他全面收益的金融資產	11,692	11,353
Financial assets at FVPL	按公平值計入損益的金融資產		
– Designated at FVPL	– 指定為按公平值計入損益	388,110	383,269
		388,110	383,269
Financial liabilities	金融負債		
Trade and bills payables	應付貿易賬款及應付票據	50,348	44,550
Accruals and other payables	應計費用及其他應付款項	129,525	70,245
Bank and other loans	銀行及其他貸款	234,482	200,742
Lease liabilities	租賃負債	42,502	39,150
Dividends payable	應付股息	88	88
Financial liabilities at amortised cost	按攤銷成本計量的金融負債	456,945	354,775

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23. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

Categories of financial instruments (Continued)

The Group's principal financial instruments comprise accounts and bills receivables, cash and bank balances and accruals and other payables. The main purpose of these financial instruments is to raise/provide finance for the Group's operations. The Group has various other financial assets and liabilities such as trade and bills payables, bank and other loan, lease liabilities and dividends payable, which arose directly from its operations. The Group also invests in equity and debt investments.

The main risks arising from the Group's financial instruments are interest rate risk, foreign currency risk, credit risk and liquidity risk.

Fair values

(i) Financial assets and liabilities measured at fair value

Fair value hierarchy

The following table presents the fair value of the Group's financial instruments measured at the end of the reporting period on a recurring basis, categorised into the three-level fair value hierarchy as defined in IFRS 13 *Fair Value Measurement*. The level into which a fair value measurement is classified is determined with reference to the observability and significance of the inputs used in the valuation technique as follows:

23. 財務風險管理之目標及政策 (續)

金融工具類別 (續)

本集團之主要金融工具包括應收款項及應收票據、現金及銀行結餘以及應計費用及其他應付款項。該等金融工具之主要目的乃為本集團之經營籌措／提供資金。本集團擁有多項直接從其營運產生之其他金融資產及負債，例如應付貿易賬款及應付票據、銀行及其他貸款、租賃負債以及應付股息。本集團亦投資於股本及債務投資。

本集團金融工具涉及之主要風險為利率風險、外匯風險、信貸風險及流動資金風險。

公平值

(i) 按公平值計量之金融資產及負債

公平值架構

下表呈列本集團於報告期末按經常性基準計量之金融工具之公平值，並根據國際財務報告準則第13號公平值計量所界定之公平值架構分為三層公平值架構。公平值計量會參考估值方法所用輸入數據之可觀察程度及重要性劃分為不同層級如下：

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23. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

Fair values (Continued)

(i) Financial assets and liabilities measured at fair value (Continued)

Fair value hierarchy (Continued)

- Level 1 valuations: Fair value measured using only Level 1 inputs, that is, unadjusted quoted prices in active markets for identical assets or liabilities at the measurement date.
- Level 2 valuations: Fair value measured using Level 2 inputs, that is, observable inputs which fail to meet Level 1, and not using significant unobservable inputs. Unobservable inputs are inputs for which market data are not available.
- Level 3 valuations: Fair value measured using significant unobservable inputs.

The Group has a team headed by the finance manager with the assistance of independent valuers to perform valuations for the financial instruments, including financial assets at FVOCI and at FVPL which are categorised into Level 3 of the fair value hierarchy. The team reports directly to the executive directors and the audit committee. A valuation report with analysis of changes in fair value measurement is prepared by the team at each interim and annual reporting date, and is reviewed and approved by the executive directors. Discussion of the valuation process and results with the executive directors and the audit committee is held twice a year, to coincide with the reporting dates.

23. 財務風險管理之目標及政策 (續)

公平值 (續)

(i) 按公平值計量之金融資產及負債 (續)

公平值架構 (續)

- 第一層級估值：只使用第一層級輸入數據（即在計量日期相同資產或負債在活躍市場上未經調整之報價）計量公平值。
- 第二層級估值：使用第二層級輸入數據（即不符合第一層級之可觀察輸入數據）而無使用重要的不可觀察輸入數據計量公平值。不可觀察輸入數據指無法提供市場數據之輸入數據。
- 第三層級估值：使用重要的不可觀察輸入數據計量公平值。

本集團擁有一個由財務經理帶領的小組，在獨立估值師的協助下對金融工具（包括歸類為公平值架構第三層級的按公平值計入其他全面收益及按公平值計入損益的金融資產）進行估值。該小組直接向執行董事及審核委員會匯報。該小組於各中期及年度報告日期編製附有公平值計量變動分析的估值報告，以供執行董事審閱及批准，並與執行董事及審核委員會對估值過程及結果進行討論，該討論每年舉行兩次，與報告日期一致。

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23. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

Fair values (Continued)

(i) Financial assets and liabilities measured at fair value (Continued)

Fair value hierarchy (Continued)

23. 財務風險管理之目標及政策 (續)

公平值 (續)

(i) 按公平值計量之金融資產及負債 (續)

公平值架構 (續)

Fair value measurements
as at 30 June 2020 categorised into
於2020年6月30日的公平值計量分類

	Fair value at 30 June 2020 於2020年 6月30日 的公平值 (Unaudited) (未經審核) RMB'000 人民幣千元	Fair value measurements as at 30 June 2020 categorised into 於2020年6月30日的公平值計量分類		
		Level 1 第一層級 (Unaudited) (未經審核) RMB'000 人民幣千元	Level 2 第二層級 (Unaudited) (未經審核) RMB'000 人民幣千元	Level 3 第三層級 (Unaudited) (未經審核) RMB'000 人民幣千元
Recurring fair value measurements	經常性公平值計量			
Assets:	資產:			
Financial assets at FVOCI	按公平值計入其他全面 收益的金融資產			
– Unlisted equity instruments (note a)	– 非上市權益工具 (附註a)	11,692	–	11,692
Financial assets at FVPL	按公平值計入損益的金融資產			
– Unlisted equity instruments (note b)	– 非上市權益工具 (附註b)	388,110	–	388,110
		399,802	–	399,802

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23. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

Fair values (Continued)

(i) Financial assets and liabilities measured at fair value (Continued)

Fair value hierarchy (Continued)

23. 財務風險管理之目標及政策 (續)

公平值 (續)

(i) 按公平值計量之金融資產及負債 (續)

公平值架構 (續)

	Fair value at 31 December 2019 於2019年12月31日的公平值 (Audited) (經審核) RMB'000 人民幣千元	Fair value measurements as at 31 December 2019 categorised into 於2019年12月31日的公平值計量分類		
		Level 1 第一層級 (Audited) (經審核) RMB'000 人民幣千元	Level 2 第二層級 (Audited) (經審核) RMB'000 人民幣千元	Level 3 第三層級 (Audited) (經審核) RMB'000 人民幣千元
Recurring fair value measurements	經常性公平值計量			
Assets:	資產:			
Financial assets at FVOCI	按公平值計入其他全面收益的金融資產			
– Unlisted equity instruments (note a)	– 非上市權益工具 (附註a)	11,353	–	11,353
Financial assets at FVPL	按公平值計入損益的金融資產			
– Unlisted equity instruments (note b)	– 非上市權益工具 (附註b)	383,269	–	383,269
		394,622	–	394,622

Notes to the Interim Condensed Consolidated Financial Statements

中期簡明綜合財務報表附註

For the six months ended 30 June 2020 截至2020年6月30日止六個月

23. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

Fair values (Continued)

(i) Financial assets and liabilities measured at fair value (Continued)

Fair value hierarchy (Continued)

During the six months ended 30 June 2020 and 2019, there were no transfers between Level 1 and Level 2, or transfers into or out of Level 3. The Group's policy is to recognise transfers between levels of fair value hierarchy as at the end of the reporting period in which they occur.

Notes:

- (a) The fair value of unlisted equity investments is determined using the discounted cash flow adjusted for lack of marketability discount and lack of control discount. The fair value measurement is negatively correlated to the discount for lack of marketability, lack of control discount and weighted average cost of capital.
- (b) For unlisted fund investments classified under Level 3 of the fair value measurement hierarchy, the fair values are determined based on the net asset values of those investment funds determined with reference to valuation of underlying investment portfolio and adjustments of related expenses. The higher the net assets values, the higher the fair value.

23. 財務風險管理之目標及政策 (續)

公平值 (續)

(i) 按公平值計量之金融資產及負債 (續)

公平值架構 (續)

截至2020年及2019年6月30日止六個月，第一層級與第二層級之間並無轉撥，亦無從第三層級轉入或轉出。本集團政策是在發生轉撥之報告期末確認公平值架構各層級之間的轉撥。

附註：

- (a) 非上市股本投資之公平值乃使用貼現現金流量釐定，並就缺乏市場流通性折讓及缺乏控制折讓作出調整。公平值計量與缺乏市場流通性折讓、缺乏控制折讓及加權平均資本成本呈負相關。
- (b) 就分類於公平值計量架構第三層級項下之非上市基金投資而言，公平值乃根據該等投資基金之資產淨值，參考相關投資組合之估值釐定，並就相關開支作出調整。資產淨值越高，則公平值越高。

Notes to the Interim Condensed Consolidated Financial Statements

中期簡明綜合財務報表附註

For the six months ended 30 June 2020 截至2020年6月30日止六個月

23. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

Fair values (Continued)

(i) Financial assets and liabilities measured at fair value (Continued)

Fair value hierarchy (Continued)

The movements during the period/year in the balance of these Level 3 fair value measurements are as follows:

23. 財務風險管理之目標及政策 (續)

公平值 (續)

(i) 按公平值計量之金融資產及負債 (續)

公平值架構 (續)

該等第三層級公平值計量之結餘於期內/年內變動如下：

		Financial asset at FVPL		Financial assets at FVOCI
		按公平值計入損益的金融資產	按公平值計入其他全面收益的金融資產	
		Unlisted debt instruments	Unlisted equity instruments	
		非上市債務工具	非上市權益工具	
		RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元
At 1 January 2019 (Audited)	於2019年1月1日 (經審核)	110,530	368,076	9,524
Additions	添置	672,419	817	-
Disposals	出售	(782,949)	-	-
Share buyback	股份購回	-	-	(8,644)
Net loss recognised in other comprehensive income	於其他全面收益確認之淨虧損	-	-	10,237
Net gain recognised in profit or loss included in revenue*	計入收入之於損益確認之淨收益*	-	19,372	-
Exchange differences included in "exchange fluctuation reserve" in other comprehensive income	計入其他全面收益「匯率波動儲備」之匯兌差額	-	8,158	236
Dividend received	已收股息	-	(13,154)	-
At 31 December 2019 (Audited)	於2019年12月31日 (經審核)	-	383,269	11,353
Additions	添置	-	-	-
Disposals	出售	-	(14,041)	-
Net gain recognised in profit or loss included in revenue*	計入收入之於損益確認之淨收益*	-	14,539	-
Exchange differences included in "exchange fluctuation reserve" in other comprehensive income	計入其他全面收益「匯率波動儲備」之匯兌差額	-	11,316	339
Dividend received	已收股息	-	(6,973)	-
At 30 June 2020 (Unaudited)	於2020年6月30日 (未經審核)	-	388,110	11,692

* Includes unrealised gains or losses recognised in profit or loss attributable to balances held at the end of the reporting period

* 包括於損益確認之在報告期末所持結餘應佔之未變現收益或虧損

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For the six months ended 30 June 2020 截至2020年6月30日止六個月

23. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

Fair values (Continued)

(i) Financial assets and liabilities measured at fair value (Continued)

Fair value hierarchy (Continued)

Total gains/(losses) for the period/year included in "revenue" in profit or loss for assets held at the end of the period/year:

23. 財務風險管理之目標及政策 (續)

公平值 (續)

(i) 按公平值計量之金融資產及負債 (續)

公平值架構 (續)

就於期/年末所持資產計入損益之「收入」之期/年內總收益/(虧損)：

		Financial asset at FVPL 按公平值計入損益的金融資產		Financial assets at FVOCI 按公平值計入其他全面收益的金融資產
		Unlisted debt instruments 非上市債務工具 RMB'000 人民幣千元	Unlisted equity instruments 非上市權益工具 RMB'000 人民幣千元	Financial assets at FVOCI 按公平值計入其他全面收益的金融資產 RMB'000 人民幣千元
For the six months ended 30 June 2020 (Unaudited)	截至2020年6月30日止六個月 (未經審核)	-	14,539	-
For the year ended 31 December 2019 (Audited)	截至2019年12月31日止年度 (經審核)	-	19,372	-

Included in other comprehensive income is an amount of nil (year ended 31 December 2019: RMB10,237,000) relating to unlisted equity securities classified as equity instruments at FVOCI held at the end of the current reporting period and is reported as changes in fair value reserve (non-recycling).

(ii) Fair value of financial assets and liabilities carried at other than fair value

The carrying amounts of the Group's financial instruments carried at cost or amortised cost are not materially different from their fair values at 30 June 2020 and 31 December 2019.

其他全面收益內之金額為零(截至2019年12月31日止年度：人民幣10,237,000元)與於本報告期末所持分類為按公平值計入其他全面收益之權益工具之非上市股本證券有關，並列賬為公平值儲備變動(不可撥回)。

(ii) 按公平值以外列賬之金融資產及負債之公平值

本集團按成本或攤銷成本列賬之金融工具之賬面值與其於2020年6月30日及2019年12月31日之公平值並無重大差異。

Corporate Governance and Other Information

企業管治及其他資料

COMPLIANCE WITH CORPORATE GOVERNANCE CODE

The Board is committed to maintaining a high standard of corporate governance practices to ensure the related company policies and practices being commensurate with the current operation and development of the business of the Company. The Board reviews the practices from time to time to safeguard the interests of the shareholders, management as well as the employees of the Company and enhance the value of the Company as a whole.

During the six months ended 30 June 2020, the Company had complied with all code provisions of the Corporate Governance Code and Corporate Governance Report as set out in Appendix 14 to the Rules Governing the Listing of Securities (the "Listing Rules") of The Stock Exchange of Hong Kong Limited (the "Stock Exchange"), save and except for code provision E.1.2 which stipulates that the chairman of the board should attend the annual general meeting.

Mr. Zhou Chunhua, being the chairman of the board of the Company (the "Board"), was unable to attend the annual general meeting held on 24 June 2020 (the "2020 AGM") due to immigration restrictions under the coronavirus (COVID-19) pandemic. The 2020 AGM was chaired by Mr. Pan Tong, the Executive Director and Chief Executive Officer, with the consent of members present.

The Board will continue to review and monitor the practices of the Company for the purpose of complying with the Corporate Governance Code and maintaining a high standard of corporate governance practices within the Company.

遵守企業管治守則

董事會致力維持高水平的企業管治常規，以確保相關公司政策及常規與本公司業務現時的運作及發展相稱。董事會不時檢討該等常規，以保障本公司股東、管理層以及僱員的利益，並提升本公司的整體價值。

截至2020年6月30日止六個月，本公司已遵守香港聯合交易所有限公司（「聯交所」）證券上市規則（「上市規則」）附錄14所載的企業管治守則及企業管治報告的所有守則條文，惟第E.1.2條守則條文（其訂明定董事會主席應出席股東週年大會）除外。

本公司董事會（「董事會」）主席周春華先生因冠狀病毒(COVID-19)疫情下的出入境限制，故未能出席於2020年6月24日舉行之股東週年大會（「2020年股東週年大會」）。2020年股東週年大會由執行董事兼行政總裁潘彤先生主持，其獲出席之股東同意。

董事會將繼續檢討及監察本公司的常規，以遵守企業管治守則及維持本公司高水平的企業管治常規。

Corporate Governance and Other Information

企業管治及其他資料

INTERIM DIVIDEND

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

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

As at 30 June 2020, the interests and short positions of each Director 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 (Chapter 571 of the Laws of Hong Kong) (the "SFO")) as recorded in the register required to be kept by the Company under section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers contained in the Listing Rules were as follows:

Long positions in the shares of the Company

中期股息

董事會不建議派付截至2020年6月30日止六個月的中期股息（截至2019年6月30日：無）。

董事及高級行政人員於股份、相關股份及債券之權益及淡倉

於2020年6月30日，根據香港法例第571章證券及期貨條例（「證券及期貨條例」）第352條本公司須存置之登記冊中所記錄，或根據上市規則所載之上市發行人董事進行證券交易的標準守則，另行知會本公司及聯交所，本公司各董事及高級行政人員於本公司或其任何相關法團（定義見證券及期貨條例第XV部）之股份、相關股份及債券中擁有之權益及淡倉載列如下：

本公司股份之好倉

Name of Directors	Capacity and Nature of Interest	Number of Ordinary Shares Held	Approximate Percentage of the Company's Issued Share Capital 佔本公司已發行股本概約百分比
董事姓名	身份及權益性質	所持普通股數目	
Mr. Zhou Chunhua 周春華先生	Beneficial Owner 實益擁有人	1,400,000	0.19%
Ms. Du Weilin 杜煒琳女士	Interest of controlled corporation 受控制法團的權益	189,765,825	25.48%

Corporate Governance and Other Information

企業管治及其他資料

Note:

Ms. Du Weilin was the beneficial owner of the entire share capital of Cosmic Riches Investments Limited, which in turn the registered owner of 189,765,825 shares. Accordingly, Ms. Du Weilin was deemed to be interested in the 189,765,825 shares held by Cosmic Riches Investments Limited by virtue of Part XV of the SFO.

Save as disclosed above, as at 30 June 2020, none of the Directors and the chief executive of the Company had or was deemed to have any interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were recorded in the register required to be kept by the Company under section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers contained in the Listing Rules.

SHARE AWARD SCHEME

The Company adopted a share award scheme (the "Share Award Scheme") on 14 July 2017 (the "Adoption Date") to provide any individual employees of the Company proposed by the Board with an opportunity to acquire a proprietary interest in the Company for the purpose of (i) encouraging and retaining such individuals to work with the Company; (ii) providing additional incentive for them to achieve performance goals which in turn increase the value of the Company; and (iii) aligning the interests of the beneficiaries of the Share Award Scheme directly with that of the shareholders through ownership of interests in the Company. Unless terminated earlier by the Board, the Share Award Scheme shall be valid and effective for a period of 10 years commencing on the Adoption Date. The award shares are subject to conditions and vesting schedules as determined by the Board in its sole discretion. The aggregate number of shares to be awarded under the Share Award Scheme throughout its duration shall not exceed 10% of the issued share capital of the Company as of the Adoption Date. Details of movement of shares awarded under the Share Award Scheme during the six months ended 30 June 2020 were as follows:

附註：

杜煒琳女士為坤裕投資有限公司全部股本之實益擁有人，而坤裕投資有限公司為189,765,825股股份之登記擁有人。因此，根據證券及期貨條例第XV部，杜煒琳女士被視為於坤裕投資有限公司所持有之189,765,825股股份中擁有權益。

除上文所披露者外，於2020年6月30日，概無本公司董事及高級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第XV部）之股份、相關股份或債券中擁有或被視為擁有本公司須根據證券及期貨條例第352條規定存置之登記冊所記錄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須另行知會本公司及聯交所之任何權益或淡倉。

股份獎勵計劃

於2017年7月14日（「採納日期」），本公司採納股份獎勵計劃（「股份獎勵計劃」），向董事會建議的本公司任何個別僱員提供機會獲得本公司之所有權權益，旨在(i)激勵及挽留該等人士效力本公司；(ii)提供額外獎勵以激勵他們達致表現目標，進而提升本公司價值；及(iii)透過本公司之擁有權權益，將股份獎勵計劃受益人的利益與股東的利益直接掛鉤。獎勵股份計劃自採納日期起計10年內有效，除非由董事會提前終止。獎勵股份須受董事會全權酌情釐定的條件及歸屬期所規限。於整個計劃期間內根據股份獎勵計劃可授出的股份總數不超過本公司於採納日期已發行股本的10%。有關於截至2020年6月30日止六個月內股份獎勵計劃項下獎勵股份之變動詳情載列如下：

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Categories of awardees	Date of grant ⁽¹⁾	Fair value per share ⁽²⁾	Number of award shares 獎勵股份數目			Balance at 30 June 2020 於2020年6月30日之結餘
			Balance at 1 January 2020 於2020年1月1日之結餘	Granted during the period 於期內授出	Lapsed during the period 於期內失效	
Director of the Company ⁽⁴⁾ 本公司董事 ⁽⁴⁾	14 July 2017 2017年7月14日	RMB1 人民幣1元	5,958,000	-	-	5,958,000

Notes:

附註：

- | | |
|---|---|
| (1) The date of award refers to the date on which the selected employees agree to undertake to hold the awarded shares on the terms on which they are granted and agreed to be bound by the rules of the Share Award Scheme. | (1) 獎勵日期指獲選僱員同意承諾按獎勵股份的授出條款持有獎勵股份並同意受股份獎勵計劃規則約束之日期。 |
| (2) The fair value of the awarded shares is based on the fair value at the date of grant. | (2) 獎勵股份之公平值乃根據其於授出日期之公平值釐定。 |
| (3) The awarded shares granted to the beneficiaries during the year ended 31 December 2017 would be vested in three tranches of 1,986,000 shares each on the vesting date on 31 March 2018, 2019 and 2020 respectively. Subject to the expiration of the Share Award Scheme, in the event that the specific vesting conditions cannot be fulfilled on a particular vesting date of any given year, the entire vesting schedule shall be adjourned until such conditions are met. Upon expiry of the Share Award Scheme, any outstanding but unvested award shares shall lapse and become returned shares. | (3) 於截至2017年12月31日止年度授予受益人之獎勵股份將分三批歸屬，每批為1,986,000股股份，歸屬日期分別為2018年、2019年及2020年3月31日。倘於股份獎勵計劃屆滿後，特定歸屬條件無法於任何指定年度之特定歸屬之日達成，則整個歸屬期將延期，直至有關條件獲達成。股份獎勵計劃屆滿後，任何尚未行使但尚未歸屬的獎勵股份將告失效並成為退還股份。 |
| (4) During the six months ended 30 June 2020, Mr. Zhou Chunhua, being the Director of the Company, participated in the Share Award Scheme. | (4) 截至2020年6月30日止六個月期間，本公司董事周春華先生已參與股份獎勵計劃。 |

Corporate Governance and Other Information

企業管治及其他資料

SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

As at 30 June 2020, substantial shareholders of the Company and other persons (other than Directors or chief executive of the Company) who had interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under Section 336 of the SFO, or which were notified to the Company, were as follows:

主要股東及其他人士於股份及相關股份之權益及淡倉

於2020年6月30日，根據證券及期貨條例第XV部第2及第3分部之條文向本公司披露，或根據證券及期貨條例第336條本公司須予存置之登記冊所記錄，或已知會本公司，本公司主要股東及其他人士（本公司董事或最高行政人員除外）於本公司股份或相關股份中擁有之權益或淡倉如下：

Long positions in the shares of the Company

於本公司股份之好倉

Name of Shareholder	Capacity and Natures of Interest	Number of Ordinary Shares Held	Approximate Percentage of the Company's Issued Share Capital 佔本公司已發行股本概約百分比
股東名稱／姓名	身份及權益性質	所持普通股份數目	
(a) Substantial shareholders			
主要股東			
Cosmic Riches Investments Limited 坤裕投資有限公司	Beneficial owner 實益擁有人	189,765,825 ⁽¹⁾	25.48%
Ms. Du Weilin 杜煒琳女士	Interest of controlled corporation 受控制法團的權益	189,765,825 ⁽¹⁾	25.48%
(b) Other persons			
其他人士			
China Tian Yuan Manganese Limited 中國天元錳業有限公司	Beneficial owner 實益擁有人	60,590,482 ⁽²⁾	8.13%
Ningxia Tianyuan Manganese Industry Group Co., Ltd. 寧夏天元錳業集團有限公司	Interest of controlled corporation 受控制法團的權益	60,590,482 ⁽²⁾	8.13%
Mr. Jia Tianjiang 賈天將先生	Interest of controlled corporation 受控制法團的權益	60,590,482 ⁽²⁾	8.13%
Ms. Dong Jufeng 東菊鳳女士	Interest of spouse 配偶權益	60,590,482 ⁽²⁾	8.13%

Corporate Governance and Other Information

企業管治及其他資料

Notes:

- 189,765,825 shares are directly held by Cosmic Riches Investments Limited which is wholly owned by Ms. Du Weilin. As such, Ms. Du Weilin was deemed to be interested in the 189,765,825 shares held by Cosmic Riches Investments Limited by virtue of Part XV of the SFO.
- 60,590,482 shares are directly held by China Tian Yuan Manganese Limited, a company wholly-owned by Ningxia Tianyuan Manganese Industry Group Co., Ltd. which is in turn wholly owned by Mr. Jia Tianjiang. As such, Ningxia Tianyuan Manganese Industry Group Co., Ltd. and Mr. Jia Tianjiang were deemed to be interested in the 60,590,482 shares held by China Tian Yuan Manganese Limited by virtue of Part XV of the SFO. Ms. Dong Jufeng was deemed to be interested in the 60,590,482 shares held by China Tian Yuan Manganese Limited by virtue of her being the spouse of Mr. Jia Tianjiang for the purpose of Part XV of the SFO.

Save as disclosed above, as at 30 June 2020, there were no other persons (other than Directors or chief executive of the Company) who had interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under Section 336 of the SFO, or which were notified to the Company.

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Board has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 of the Listing Rules as the code of conduct regulating Directors' dealings in securities of the Company. Having made specific enquiry of all the Directors, all Directors had confirmed that they have complied with the required standards as set out in Model Code regarding their securities transactions throughout the six months ended 30 June 2020.

附註：

- 189,765,825股股份由坤裕投資有限公司直接持有，坤裕投資有限公司由杜煒琳女士全資擁有。因此，根據證券及期貨條例第XV部，杜煒琳女士被視為於坤裕投資有限公司所持有之189,765,825股股份中擁有權益。
- 60,590,482股股份由中國天元錳業有限公司直接持有，中國天元錳業有限公司為寧夏天元錳業集團有限公司之全資擁有公司，而寧夏天元錳業集團有限公司由賈天將先生全資擁有。因此，根據證券及期貨條例第XV部，寧夏天元錳業集團有限公司及賈天將先生被視為於中國天元錳業有限公司所持有之60,590,482股股份中擁有權益。東菊鳳女士為賈天將先生之配偶，故根據證券及期貨條例第XV部，其被視為於中國天元錳業有限公司所持有之60,590,482股股份中擁有權益。

除上文所披露者外，於2020年6月30日，概無其他人士（本公司董事或最高行政人員除外）於本公司股份或相關股份中擁有權益或淡倉，須根據證券及期貨條例第XV部第2及第3分部之條文向本公司披露，或根據證券及期貨條例第336條本公司須予存置之登記冊所記錄或已知會本公司。

董事進行證券交易的標準守則

董事會已採納於上市規則附錄10所載之上市發行人董事進行證券交易的標準守則（「標準守則」），作為規範董事買賣本公司證券的行為守則。經向所有董事作出特定查詢後，所有董事已確認彼等於截至2020年6月30日止六個月內一直遵守標準守則所載有關董事進行證券交易的規定準則。

Corporate Governance and Other Information

企業管治及其他資料

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

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

CHANGES IN INFORMATION OF DIRECTORS

Pursuant to Rule 13.51B(1) of the Listing Rules, the changes in information of the Directors since the publication of the Annual Report 2019 of the Company are set out below:

As recommended by remuneration committee and approved by the board of directors, the remuneration of Mr. Zhou Chunhua, being executive director and chairman of the board, has been revised as a remuneration mix comprising a fixed pay which is payable monthly of HK\$250,000, and performance pay which is payable monthly of HK\$250,000 for the period from 1 September 2020 to 31 December 2020.

AUDIT COMMITTEE

The audit committee of the Company (the "Audit Committee") comprises three independent non-executive Directors, namely, Mr. Chu Kin Wang, Peleus (chairman of the Audit Committee), Mr. David Tsoi and Mr. Xu Xuechuan. The main duties of the Audit Committee are to assist the Board in providing an independent view of the financial statements and financial and accounting policies of the Company and overseeing the financial reporting system, internal control procedures and risk management system of the Company. The Audit Committee has reviewed the unaudited condensed consolidated results of the Group for the six months ended 30 June 2020.

By Order of the Board
Tianli Holdings Group Limited
Zhou Chunhua
Chairman

Hong Kong, 27 August 2020

購買、出售或贖回本公司上市證券

截至2020年6月30日止六個月，本公司及其任何附屬公司均無購買、出售或贖回本公司之任何上市證券。

董事資料變動

根據上市規則第13.51B(1)條，由本公司2019年年報刊發起直至本報告日期之董事資料變動載列如下：

經薪酬委員會建議及董事會批准，執行董事兼董事會主席周春華先生之薪酬已修訂為由固定薪酬（每月應付250,000港元）及績效薪酬（每月應付250,000港元）組成之薪酬組合，期限為2020年9月1日至2020年12月31日。

審核委員會

本公司之審核委員會（「審核委員會」）由三名獨立非執行董事組成，即朱健宏先生（審核委員會主席）、蔡大維先生及徐學川先生。審核委員會的主要職責為協助董事會為本公司之財務報表及財務與會計政策提供獨立意見，並監督財務申報制度、內部監控程序及風險管理制度。審核委員會已審閱本集團截至2020年6月30日止六個月之未經審核簡明綜合業績。

承董事會命
天利控股集團有限公司
主席
周春華

香港，2020年8月27日

