



Tibet Water Resources Ltd. 西藏水資源有限公司

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立的有限公司)

Stock code 股份代號 : 1115



Interim Report 2020 中期報告



CONTENTS 目錄

CORPORATE PROFILE	2
公司簡介	
FINANCIAL HIGHLIGHTS	3
財務摘要	
MANAGEMENT DISCUSSION AND ANALYSIS	4
管理層討論及分析	
CORPORATE GOVERNANCE PRACTICES	20
公司管治常規	
INTERIM FINANCIAL INFORMATION	
中期財務資料	
Interim Condensed Consolidated Balance Sheet	21
中期簡明綜合資產負債表	
Interim Condensed Consolidated Statement of Profit or Loss	24
中期簡明綜合損益表	
Interim Condensed Consolidated Statement of Comprehensive Income	25
中期簡明綜合全面收益表	
Interim Condensed Consolidated Statement of Changes in Equity	26
中期簡明綜合權益變動表	
Interim Condensed Consolidated Statement of Cash Flows	27
中期簡明綜合現金流量表	
Notes to the Interim Condensed Consolidated Financial Information	29
中期簡明綜合財務資料附註	
OTHER INFORMATION	76
其他資料	
CORPORATE INFORMATION	83
公司資料	

Tibet Water Resources Ltd. (the “Company”, together with its subsidiaries, the “Group”) (stock code : 1115.HK), a company listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) in 2011, is a leading manufacturer of the high-end fast-consuming beverage in the Tibet Autonomous Region (“Tibet”) in the People’s Republic of China (the “PRC”). The Group’s principal businesses mainly include two segments, i.e. water and beer.

The Group’s water business segment covers the mainland China and Hong Kong markets. Located at the Nyainqentanglha Range at an altitude of 5,100 meters, the water source of the “Tibet 5100 Glacial Spring Water” (“5100 Glacial Water”) of the Group is a unique glacial spring with rich and balanced mineral content, which has not only been recognized as a quality mineral water source in China, but was also awarded as the best mineral water at a global bottled water congress. The Group has developed diversified packages and specifications for the 5100 series, ranging from the Diamond Series, the Blue Cap Series to the Family Soft Barrelled Water Series equipped with innovatively-designed vacuum water dispenser. Meanwhile, the Group has also cooperated with two important strategic partners to deploy high-quality resources in the water industry of Tibet, including an associate company cooperated with China Petroleum & Chemical Corporation (“Sinopec”) to produce “Easy Joy • Zhuoma Spring” natural drinking water, which has been sold in the convenience stores of Sinopec gas stations; and another joint venture company cooperated with PetroChina Company Limited (“PetroChina”) to produce “Gesang Spring” natural drinking water, a brand with a state of bliss. “Gesang Spring” has been progressively sold in the convenience stores of PetroChina gas stations since the second half of 2019.

The Group expanded through the acquisition of beer business in 2013. The “Tibet Green Barley Beer” produced and sold by the Group is brewed using high quality highland barley as raw materials and local pollution-free highland spring water in Tibet with patented technology. It is also a premium and healthy beverage with Tibet characteristics.

By adhering to the most stringent quality control, we provide the healthiest specialty products with the best quality globally. With our origin in Tibet, we are committed to being a world-class premium beverage manufacturing enterprise.

西藏水資源有限公司(「本公司」，與其子公司一併合稱「本集團」)(股份代號：1115.HK)，於2011年在香港聯合交易所有限公司(「聯交所」)主板上市，是在中華人民共和國(「中國」)業內領先的西藏自治區(「西藏」)高端快速消費飲品製造商，本集團主營業務主要包括水和啤酒兩大版塊。

本集團水版塊的業務區域覆蓋中國內地和香港市場。本集團旗下的「西藏5100冰川礦泉水」(「5100冰川水」)水源位於海拔5,100米的西藏念青唐古拉山脈，是礦物質含量豐富均衡的獨特冰川山泉，不僅獲得中國優質礦泉水源地稱號，更曾在世界瓶裝水大會上榮獲最佳礦泉水獎。本集團為5100系列研發了多元化的包裝和規格，包括鑽石系列、藍蓋系列和配有創新設計真空飲水機的家庭軟瓶裝系列。同時，本集團亦與兩家重要的戰略合作夥伴合作，佈局西藏水產業中的優質資源，包括與中國石油化工股份有限公司(「中石化」)合作的聯營公司，生產「易捷·卓瑪泉」天然飲用水，其已經遍佈中石化各加油站便利店；及另一家合資公司與中國石油天然氣股份有限公司(「中石油」)合作以生產「格桑泉」天然飲用水，品牌意味著天賜的福的優質天然水，「格桑泉」已經自二零一九年下半年開始逐步在中石油各加油站便利店銷售。

本集團於2013年擴充並購入啤酒業務，本集團所生產和銷售的「西藏青稞啤酒」，是以優質的高原青稞為釀造原料，與西藏當地無污染的高原泉水以專利技術釀造而成，亦是具有西藏特色的高端健康飲品。

我們堅持秉承最嚴格的質量品控，向世界提供最健康、最優質的特色產品，源自西藏、走向世界，致力成為世界一流的高端飲品製造企業。

		Six months ended 30 June 截至六月三十日止六個月		
		2020 二零二零年 (Unaudited) (未經審核)	2019 二零一九年 (Unaudited) (未經審核)	Change 變動 %
Revenue (RMB'000)	收入(人民幣千元)	222,986	409,785	↓ 46%
Profit attributable to the owners of the Company (RMB'000)	本公司擁有人應佔利潤 (人民幣千元)	50,397	146,981	↓ 66%
Earnings per share	每股盈利			
– Basic (RMB cents)	– 基本(人民幣分)	2.01	5.87	↓ 66%
– Diluted (RMB cents)	– 攤薄(人民幣分)	2.01	5.87	↓ 66%
Sales volume (Tonnes)	銷售量(噸)	39,469	55,289	↓ 29%

		As at 30 June 2020 於二零二零年 六月三十日 (Unaudited) (未經審核)	As at 31 December 2019 於二零一九年 十二月三十一日 (Audited) (經審核)	Change 變動 %
Total assets (RMB'000)	總資產(人民幣千元)	4,320,401	4,262,406	↑ 1%
Equity attributable to owners of the Company (RMB'000)	本公司擁有人應佔權益 (人民幣千元)	2,746,815	2,701,943	↑ 2%

BUSINESS REVIEW

In the first half of 2020, we continued our endeavors in the development of the water industry in Tibet and supplying high-quality products and premium services to our customers.

In the first half of 2020, affected by the global spread of COVID-19 (Coronavirus), the overall economic environment in China and the world has been temporarily and severely adversely affected. As a result, the Group's business, especially the water business, has suffered a great negative impact. Even so, the Group is still actively resuming production and sales, making use of the Group's existing resource advantages, channel advantages and logistics network advantages to commit to long-term development.

In the first half of 2020, our water products have been sold in Mainland China and Hong Kong. In the first half of 2020, the Group's key sales channels, including movie theaters, hotels, airlines and large corporate customers, were severely affected by the spread of COVID-19 (Coronavirus); channels such as e-commerce platforms and household users represented by Jingdong and Tmall remained stable, which brought positive cash inflows to the Group's water business.

Our beer products are mainly sold in Tibet through supermarkets, convenience stores, restaurants and entertainment stores. In the first half of 2020, the proportions of revenue of our beer products within and outside Tibet to the total revenue of our beer products were 98% and 2%, respectively. In the past two years, we have continuously launched beer products with different flavors and packages, such as 6° highland barley beer, highland barley puree beer, etc., to meet the changing needs of the market. Despite the pessimistic sentiment of the overall economic environment, our beer products still maintain a stable market share in Tibet.

業務回顧

在二零二零年上半年，我們持續致力於西藏水產業的發展，為客戶提供高品質的產品和優質的服務。

二零二零年上半年，受COVID-19(冠狀病毒)在全球傳播的影響，中國及全球的整體經濟環境都受到了暫時性的嚴重不利影響，本集團的業務，尤其是水業務，因此受到了很大的負面衝擊。即便如此，本集團仍然積極恢復生產和銷售，利用本集團已有的資源優勢、管道優勢和物流網路優勢等，致力於長遠發展。

二零二零年上半年，我們的水產品已經在中國內地和香港銷售。二零二零年上半年，包括電影院線、酒店、航空公司和大型企業客戶等在內的本集團的重要銷售管道均受到了COVID-19(冠狀病毒)傳播的嚴重影響；但以京東和天貓為代表的電商平台和家庭用戶等管道依然保持穩定，為本集團的水業務帶來正向的現金流入。

我們的啤酒產品在西藏主要通過超市、便利店、餐飲和娛樂店點等銷售。二零二零年上半年，在西藏區內及區外的收入佔啤酒產品總收入的比重分別為98%及2%。在最近兩年內，我們不斷地推出不同口味和包裝的啤酒產品，例如6°青稞啤酒、青稞原漿啤酒等，以滿足市場不斷變化的需求。在整體經濟環境不樂觀的情況下，我們的啤酒產品在西藏內仍然保持著穩定的市場份額。

As mentioned before, some important sales channels of the Group's water business were severely affected by the spread of COVID-19 (Coronavirus) so the revenue of the water business in the first half of 2020 decreased compared with the same period of the previous year by RMB173 million or 68%. The Group's beer business was also affected by the negative impact of COVID-19 (Coronavirus) on social activities and the overall economy and dropped by RMB15 million or 10%. The Group's revenue decreased by RMB187 million or 46% compared with the same period last year, and the net profit decreased by RMB97 million or 66% compared with the same period last year. For specific reasons, please refer to the related analysis in "Financial Review" section below.

FINANCIAL REVIEW

REVENUE

In the first half of 2020, due to the reasons mentioned in the "Business Review" section above, the total revenue of the Group amounted to RMB223 million, representing a decrease of RMB187 million or 46% in comparison with the first half of 2019.

The revenue generated from our water business segment was RMB83 million, representing a decrease of 68% in comparison with the first half of 2019. Within the water business segment, the revenue of our "5100 Glacial Water" products and "Gesang Spring" products decreased by 60% and 79%, respectively, in comparison with the first half of 2019. The revenue generated from our beer business segment was approximately RMB139 million, representing a decrease of 10% in comparison with the first half of 2019. The revenue generated from our corporate business segment was RMB1 million which was same as the same period of last year.

如前所述，本集團水業務的一些重要銷售管道均受到了COVID-19(冠狀病毒)傳播的嚴重影響，故而二零二零年上半年水業務的收入較上年同期下降了人民幣1.73億元或68%。本集團啤酒業務亦受到COVID-19(冠狀病毒)對社會活動和整體經濟的負面影響，下降了人民幣1,500萬元或10%。本集團的收入較上年同期下降了人民幣1.87億元或46%，淨利潤較上年同期下降了人民幣9,700萬元或66%，具體原因請參見下文「財務回顧」章節的相關分析。

財務回顧

收入

在二零二零年上半年，由於上述「業務回顧」章節提及的因素，本集團的總銷售額為人民幣2.23億元，相比二零一九年上半年減少了人民幣1.87億元或46%。

水業務分部的收入為人民幣8,300萬元，相比二零一九年上半年減少了68%。在水業務分部的收入中，「5100冰川水」產品及「格桑泉」產品的收入比二零一九年上半年分別下降了60%和79%。啤酒業務分部的收入約為人民幣1.39億元，較二零一九年上半年下降了10%。企業業務分部的收入為人民幣100萬元，與去年同期相同。

SALES VOLUME

In the first half of 2020, due to the reasons mentioned in the “Business Review” section above, the total sales volume of the Group’s products amounted to 39,469 tonnes (the first half of 2019: 55,289 tonnes) which consisted of 20,164 tonnes (the first half of 2019: 33,623 tonnes) of our water products and 19,305 tonnes (the first half of 2019: 21,666 tonnes) of our beer products. The overall sales volume of our water products decreased by 40% in comparison with that of the first half of 2019. The sales volume of our “5100 Glacial Water” and our “Gesang Spring” products decreased by 30% and 83%, respectively in comparison with the first half of 2019. The sales volume of our beer products decreased by 11% in comparison with that of the first half of 2019.

AVERAGE SELLING PRICE

In the first half of 2020, the average selling price of our water products was RMB3,920 per tonne, which decreased by 36% compared with the same period of last year (the first half of 2019: RMB6,094 per tonne), mainly due to the Group’s response to market changes and reduced prices to major distributors to attract more end consumers with more favorable prices. In the first half of 2020, the average selling price of our beer products was RMB7,173 per tonne which increased by 2% compared with the same period of last year (the first half of 2019: RMB7,061 per tonne), mainly due to the increase in the share of revenue of highland barley beer products, of which the average selling price was higher.

GROSS PROFIT MARGIN

In the first half of 2020, the overall gross profit margin of the Group was 46%, which decreased by 11 percentage points when compared to the first half of 2019. The gross profit margin of the water business segment was 53%, which decreased by 8 percentage points when compared to the first half of 2019, mainly due to the decrease in average selling price, and the reduction in sales volume which has led to an increase in apportioned fixed costs. The gross profit margin of the beer business segment decreased by 9 percentage points to 41% in the first half of 2020, mainly due to change in product mix, the increase in the proportion of the sales of bottled beer, whose unit cost is higher, resulting in increased costs, and the reduction in sales volume which has led to an increase in apportioned fixed costs.

銷量

在二零二零年上半年，由於上述「業務回顧」章節提及的因素，本集團的產品總銷量39,469噸（二零一九年上半年：55,289噸），包括20,164噸（二零一九年上半年：33,623噸）水產品銷量和19,305噸（二零一九年上半年：21,666噸）啤酒產品銷量。我們水產品的總銷量比二零一九年上半年減少了40%，我們「5100冰川水」產品和我們「格桑泉」產品的銷售量比二零一九年上半年分別減少了30%和83%；啤酒產品銷量較二零一九年上半年下降了11%。

平均售價

在二零二零年上半年，我們水產品的平均售價為每噸人民幣3,920元，較去年同期減少了36%（二零一九年上半年：每噸人民幣6,094元），主要由於本集團應對市場變化，降低了對主要經銷商的價格，以更優惠的價格吸引更多的終端消費者。在二零二零年上半年，我們啤酒產品的平均售價為每噸人民幣7,173元，較去年同期上升了2%（二零一九年上半年：每噸人民幣7,061元），主要是因為平均售價較高的青稞啤酒產品佔總收入比重增加。

毛利率

在二零二零年上半年，本集團的整體毛利率為46%，與二零一九年上半年相比下降了11個百分點。水業務分部的毛利率為53%，與二零一九年上半年相比下降了8個百分點，主要是因為平均售價下降，以及銷售量減少導致攤分固定成本增加所致。而啤酒業務分部的毛利率在二零二零年上半年則下降了9個百分點至41%，主要是因為產品組合改變，瓶裝啤酒銷量比重上升，其單位成本較高以致成本增加，以及銷售量減少導致攤分固定成本增加所致。

SELLING AND DISTRIBUTION COSTS AND ADMINISTRATIVE EXPENSES

In the first half of 2020, the selling and distribution costs decreased by approximately 9% to approximately RMB40 million from RMB44 million in the first half of 2019, mainly due to the decrease in transportation costs. The administrative expenses decreased by approximately 25% from RMB44 million in the first half of 2019 to RMB33 million in the first half of 2020, mainly due to the decrease in staff expenses and traveling expenses when comparing with the first half of 2019.

NET IMPAIRMENT LOSSES ON FINANCIAL ASSETS

Net impairment losses on financial assets included impairment loss on trade receivables. Impairment loss on trade receivables increased from RMB2 million in the first half of 2019 to RMB10 million in the first half of 2020, mainly affected by the slow recovery of the Group's trade receivables due to the overall economic downturn in the first half of 2020. Due to risk considerations consistent with previous years, the Group made impairment loss accordingly.

OTHER NET GAINS

Other net gains mainly included fair value changes on financial assets at fair value through profit or loss ("FVPL") and government grants. In the first half of 2020, gain on disposal of FVPL decreased from RMB5 million in the first half of 2019 to nil in the first half of 2020, as there was no disposal of FVPL in the first half of 2020. In the first half of 2020, the gain on the fair value changes on FVPL amounted to RMB6 million, which was the same as the same period of last year. Government grants increased from RMB1 million in the first half of 2019 to RMB4 million in the first half of 2020.

銷售及分銷費用和行政費用

在二零二零年上半年，銷售及分銷費用從二零一九年上半年人民幣4,400萬元減少了約9%至約人民幣4,000萬元，主要是由於運輸成本的減少。行政費用從二零一九年上半年的人民幣4,400萬元減少了約25%至二零二零年上半年的人民幣3,300萬元，主要是由於員工費用和差旅費相比二零一九年上半年減少所致。

金融資產減值損失淨額

金融資產減值損失淨額包括應收貿易款減值損失。應收貿易款減值損失由二零一九年上半年的人民幣200萬元增加至二零二零年上半年的人民幣1,000萬元，主要由於二零二零年上半年，受整體經濟下滑影響，本集團的應收貿易款收回較緩慢，出於與以前年度一致的風險考量，本集團相應計提了減值損失。

其他淨利得

其他淨利得主要包括以公允價值計量且其變動計入損益的金融資產（「以公允價值計量且其變動計入損益的金融資產」）的公允價值變動及政府補助。在二零二零年上半年，處置以公允價值計量且其變動計入損益的金融資產的收益由二零一九年上半年的人民幣500萬元下降至二零二零年上半年為零，是因為在二零二零年上半年沒有處置以公允價值計量且其變動計入損益的金融資產。在二零二零年上半年，以公允價值計量且其變動計入損益的金融資產的公允價值變動收益為人民幣600萬元，與去年同期相同。政府補助由二零一九年上半年的人民幣100萬元上升至二零二零年上半年的人民幣400萬元。

SHARE OF NET (LOSS)/PROFIT OF INVESTMENTS ACCOUNTED FOR USING THE EQUITY METHOD

The share of net profit of investments accounted for using the equity method was mainly the share of net profit of Tibet Highland Natural Water Limited ("Highland Natural Water") whose ultimate controlling shareholder is Sinopec. In the first half of 2020, the Group's 43.981% equity interests in Highland Natural Water did not generate share of Highland Natural Water's net profit, mainly due to the decreased profit of Highland Natural Water.

The sales volume of Highland Natural Water was 63,807 tonnes, representing a decrease of 49% compared with the first half of 2019, which has mainly been affected by the suspension on public transportation and commercial activities due to COVID-19 (Coronavirus); revenue was RMB155 million, decreased by 44% in comparison with the first half of 2019. Starting from June 2020, the production and sales of Highland Natural Water have returned to the same level as last year.

FINANCE NET INCOME/(COSTS)

In the first half of 2020, the Group incurred finance costs of RMB22 million and gained finance income of RMB54 million. Finance costs decreased by RMB7 million compared with the first half of 2019 mainly due to (i) the decrease of RMB3 million in interest costs on borrowings from banks; and (ii) the decrease of RMB16 million in interest costs on the convertible bonds issued by the Company, which were offset by (iii) the increase of RMB10 million in interest costs on borrowings from third parties; and (iv) the decrease of RMB2 million in amount capitalized in assets under construction. Finance income increased by RMB30 million mainly due to the increase of RMB30 million in interest income from interest-bearing loans to third parties and related parties.

INCOME TAX EXPENSE

In the first half of 2020, the income tax expense was RMB10 million which decreased by RMB7 million when compared to RMB17 million in the first half of 2019. It was mainly due to the decrease in profit before income tax.

應佔使用權益法入賬的投資(損失)/利潤淨額

應佔使用權益法入賬的投資利潤淨額主要為應佔西藏高原天然水有限公司(「高原天然水」)(最終控股股東為中石化)的利潤淨額。在二零二零年上半年，本集團對高原天然水43.981%的權益沒有產生應佔高原天然水淨利潤，主要因為高原天然水的利潤減少。

高原天然水的銷量為63,807噸，主要受COVID-19(冠狀病毒)對公共交通和商業活動的暫停影響，較二零一九年上半年下降了49%；收入為人民幣1.55億元，較二零一九年上半年減少了44%。自二零二零年六月開始，高原天然水的生產和銷售已經恢復到與去年持平的水準。

財務收益/(費用)淨額

在二零二零年上半年，本集團支出了人民幣2,200萬元財務費用及獲得了人民幣5,400萬元財務收益。與二零一九年上半年相比，財務費用減少了人民幣700萬元，主要由於(i)銀行借款的利息費用減少了人民幣300萬元；和(ii)本公司發行的可換股債券的利息費用減少了人民幣1,600萬元，與(iii)第三方借款的利息費用增加了人民幣1,000萬元；和(iv)在建工程資產資本化減少的人民幣200萬元相抵。財務收益增加了人民幣3,000萬元，主要由於借予第三方和關聯方有息款項的利息收入增加了人民幣3,000萬元。

所得稅費用

在二零二零年上半年，所得稅費用為人民幣1,000萬元，與二零一九年上半年的人民幣1,700萬元相比減少了人民幣700萬元，這主要是因為除所得稅前利潤減少。

PROFIT FOR THE HALF-YEAR

The profit for the half-year period decreased by RMB97 million from RMB147 million for the first half of 2019 to RMB50 million for the first half of 2020, mainly due to (i) the drop in revenue resulting in the decrease in gross profit of the Group by RMB130 million; (ii) the increase in net impairment losses on financial assets of RMB8 million; and (iii) the decrease in share of net profit of investments accounted for using the equity method of approximately RMB18 million; which were offset by (iv) the decrease in selling and distribution costs and administrative expenses of approximately RMB15 million in total; (v) the increase in finance net income of RMB37 million; and (vi) the decrease in income tax expenses of RMB7 million, leading to the decrease in profit for the half-year period.

PROFIT ATTRIBUTABLE TO OWNERS OF THE COMPANY

Profit attributable to owners of the Company decreased by RMB97 million from RMB147 million for the first half of 2019 to RMB50 million for the first half of 2020, which was in line with the decrease in profit for the half-year during the relevant reporting period.

FINANCIAL POSITION

As at 30 June 2020, deferred tax assets of the Group amounted to RMB7 million, compared to RMB10 million as at 31 December 2019. The decrease was mainly due to the decrease in temporary differences caused by impairment write-off of trade receivables.

As at 30 June 2020, net trade receivables of the Group amounted to RMB315 million compared to RMB259 million as at 31 December 2019. The increase was mainly attributable to some of the distributors of the Group repaying the debts slowly.

The Group maintained regular contact with our major debtors through meetings and telephone conversations and paid regular attention to public information about our major debtors to understand the status of their operations, their continuing business needs and the ways in which the Group can improve its services. In the first half of 2020, the Group recognised an additional provision for impairment loss of trade receivables of RMB10 million (the first half of 2019: RMB2 million) and write-off provision recognised in the prior year of RMB77 million (the first half of 2019: RMB2 million).

半年度利潤

半年度利潤自二零一九年上半年的人民幣1.47億元減少了人民幣9,700萬元至二零二零年上半年的人民幣5,000萬元，主要因為(i)收入下降影響，本集團的毛利下降了人民幣1.30億元；(ii)金融資產減值損失淨額增加了人民幣800萬元；和(iii)應佔使用權益法入賬的投資利潤淨額減少約人民幣1,800萬元；與(iv)銷售及分銷費用和行政費用減少共約人民幣1,500萬元；(v)財務收益淨額增加了人民幣3,700萬元；和(vi)所得稅費用減少了人民幣700萬元相抵，以致半年度利潤減少。

本公司擁有人應佔利潤

本公司擁有人應佔利潤自二零一九年上半年的人民幣1.47億元減少了人民幣9,700萬元至二零二零年上半年的人民幣5,000萬元，與相關報告期內半年度利潤的減幅相符。

財務狀況

於二零二零年六月三十日，本集團的遞延稅項資產為人民幣700萬元，於二零一九年十二月三十一日為人民幣1,000萬元。該減少主要是由於應收貿易款減值撇銷導致暫時性差異減少所致。

於二零二零年六月三十日，本集團應收貿易款淨額為人民幣3.15億元，於二零一九年十二月三十一日為人民幣2.59億元。其上升主要歸因於本集團的一些經銷商回款較慢。

本集團透過會議及電話對話與我們的主要債務人定期聯絡，以及定期關注涉及我們的主要債務人的公開資訊，以瞭解彼等的經營狀況、持續業務需要及本集團能改善服務的方式。在二零二零年上半年，本集團就應收貿易款作新增減值損失撥備人民幣1,000萬元（二零一九年上半年：人民幣200萬元），及註銷在以前年度確認的撥備人民幣7,700萬元（二零一九年上半年：人民幣200萬元）。

As at 30 June 2020, prepayments of the Group amounted to RMB68 million compared to RMB122 million as at 31 December 2019. The decrease was due to the decrease of RMB1 million in prepayment for purchasing equipment and the decrease of approximately RMB53 million in prepayment for raw materials and services.

As at 30 June 2020, prepaid enterprise income tax of the Group amounted to RMB4 million compared to RMB3 million as at 31 December 2019. The increase was mainly because of the increase in prepaid enterprise income tax in the second quarter of 2020.

As at 30 June 2020, net other financial assets at amortised cost of the Group amounted to approximately RMB1,235 million compared to RMB832 million as at 31 December 2019. As at 30 June 2020, other financial assets at amortised cost mainly included the amounts due from third parties amounting to RMB1,167 million, amounts due from associates amounting to RMB63 million, and other receivables amounting to RMB7 million. As at 30 June 2020, as mentioned above, the Group continued to be committed to the development of Tibet's water industry and allocated resources to the strategic layout of Tibet's water industry. The amounts due from third parties increased by RMB554 million, and the amounts due from associates decreased by RMB127 million. As at 30 June 2020, impairment loss on other financial assets at amortised cost amounted to RMB2 million (31 December 2019: RMB2 million).

As at 30 June 2020, inventories of the Group amounted to RMB45 million compared to RMB53 million as at 31 December 2019. The decrease was mainly attributable to the effective management of the storage quantity of finished goods.

於二零二零年六月三十日，本集團的預付款項為人民幣6,800萬元，而於二零一九年十二月三十一日則為人民幣1.22億元。該減少主要是因為購買設備的預付款項減少了人民幣100萬元和購買原材料和服務的預付款項減少了約人民幣5,300萬元。

於二零二零年六月三十日，本集團的預付企業所得稅款為人民幣400萬元，而於二零一九年十二月三十一日則為人民幣300萬元。其上升主要是因為於二零二零年第二季度的預付企業所得稅款增加。

於二零二零年六月三十日，本集團以攤餘成本計量的其他金融資產淨額約為人民幣12.35億元，而於二零一九年十二月三十一日則為人民幣8.32億元。於二零二零年六月三十日，以攤餘成本計量的其他金融資產主要包括應收第三方款項人民幣11.67億元，應收聯營公司款項人民幣6,300萬元，和其他應收款項人民幣700萬元。於二零二零年六月三十日，如上所述，本集團持續致力於西藏水產業的發展，將資源分配於西藏水產業的戰略佈局，本集團應收第三方款項增加人民幣5.54億元，應收聯營公司款項減少人民幣1.27億元。於二零二零年六月三十日，以攤餘成本計量的其他金融資產減值損失為人民幣200萬元(二零一九年十二月三十一日：人民幣200萬元)。

於二零二零年六月三十日，本集團的存貨為人民幣4,500萬元，而於二零一九年十二月三十一日為人民幣5,300萬元，其下降的主要原因來自於對產成品儲存量的有效管理。

As at 30 June 2020, cash and cash equivalents of the Group decreased by approximately RMB303 million from RMB453 million as at 31 December 2019 to RMB150 million as at 30 June 2020, which was mainly attributable to the cash inflows from operating activities of RMB32 million and cash inflows from financing activities of RMB20 million, offset by the cash outflows from investing activities of approximately RMB355 million. The cash outflows from investing activities of approximately RMB355 million in the first half of 2020 mainly included (i) the net cash outflows for loans to and repayments received from third parties and related parties of RMB374 million and (ii) the purchases of property, plant and equipment ("PP&E") of RMB6 million; offset by (iii) the net cash inflows from amounts received from third parties of RMB25 million. The cash inflows from financing activities of RMB20 million in the first half of 2020 mainly included (i) net cash inflows from bank borrowings and interests of RMB11 million and (ii) loans obtained from third parties of RMB9 million.

As at 30 June 2020, contract liabilities of the Group amounted to RMB9 million compared to RMB29 million as at 31 December 2019. The decrease was mainly due to the decrease in advances received from customers of the sales of water and beer products of approximately RMB20 million.

As at 30 June 2020, enterprise income tax payable of the Group amounted to RMB31 million compared to RMB34 million as at 31 December 2019. The decrease was mainly due to the decrease in profit before income tax leading to the decrease in enterprise income tax payable of RMB3 million.

As at 30 June 2020, the bank borrowings of the Group increased by RMB24 million, which was mainly because the proceeds from bank borrowings amounting to RMB265 million in the first half of 2020 were offset by repayment of principal of bank borrowings amounting to RMB241 million in the first half of 2020.

於二零二零年六月三十日，本集團的現金及現金等價物由二零一九年十二月三十一日的人民幣4.53億元減少了約人民幣3.03億元至二零二零年六月三十日的人民幣1.50億元，主要是由於經營活動產生的現金流入人民幣3,200萬元和籌資活動產生的現金流入人民幣2,000萬元，與投資活動產生的現金流出約人民幣3.55億元相抵。在二零二零年上半年，投資活動產生的現金流出約人民幣3.55億元主要包括(i)向第三方及關聯方借款及收回借款產生的淨現金流出人民幣3.74億元；和(ii)購買物業、廠房及設備（「物業、廠房及設備」）人民幣600萬元；與(iii)已收第三方款項產生的淨現金流入人民幣2,500萬元相抵。在二零二零年上半年，籌資活動產生的現金流入人民幣2,000萬元主要包括(i)銀行借款及利息產生淨現金流入人民幣1,100萬元及(ii)取得第三方借款人民幣900萬元。

於二零二零年六月三十日，本集團的合同負債為人民幣900萬元，而於二零一九年十二月三十一日則為人民幣2,900萬元。其減少主要由於銷售水產品及啤酒產品的預收客戶款減少了約人民幣2,000萬元。

於二零二零年六月三十日，本集團的應付企業所得稅款為人民幣3,100萬元，而於二零一九年十二月三十一日則為人民幣3,400萬元。其減少主要由於除所得稅前利潤減少以致應付企業所得稅款減少人民幣300萬元。

於二零二零年六月三十日，本集團的銀行借款增加了人民幣2,400萬元，主要是由於二零二零年上半年借入銀行借款人民幣2.65億元，與於二零二零年上半年歸還銀行借款本金人民幣2.41億元相抵。

EMPLOYEES

As at 30 June 2020, the total number of employees of the Group was 382 compared to 409 as at 30 June 2019. The decrease in the number of employees was mainly due to the fact that, since the second quarter of 2019, the Group's production of preforms and bottle caps has been transferred from the Company's PRC subsidiary to the Group's associate, Tibet Fudi Natural Beverage Packaging Ltd. ("**Fudi Packaging**"), and the corresponding production and management staff were also transferred to Fudi Packaging. Relevant staff cost of the Group was RMB31 million in the first half of 2020 (the first half of 2019: RMB41 million).

The Group's remuneration policies are formulated according to the duty, experience, ability and performance of individual employees and are reviewed annually. In addition to basic salary, employees are entitled to other benefits including social insurance contribution, employee provident fund schemes and discretionary incentive. Other fringe benefits, training, and share options, if applicable, are also considered by the Group to solicit/retain loyal employees with the aim of forming a professional and united staff and management team that can bring the Group to higher levels of achievements.

The Group provided diversified on-the-job training in the production plants based on the needs of the respective positions and talents of the employees on a timely basis. The Group also encouraged the management staff to participate in continuous professional development trainings which are relevant to their professions. Apart from induction training, the Company provides updates to the directors of the Company (the "**Directors**") and senior management on the latest development regarding the Rules Governing the Listing of Securities on the Stock Exchange (the "**Listing Rules**") and other applicable regulatory requirements from time to time, to ensure their compliance with and to enhance their awareness of good corporate governance practices. These include attending in-house training, seminars, reading handouts, newspapers, journals, the Group's news, industry news, etc.

The Group adopted a share option scheme in 2012. Please refer to pages 76 to 77 of this interim report for details.

員工

於二零二零年六月三十日，本集團員工總數為382人，於二零一九年六月三十日為409人，人員減少主要由於自二零一九年第二季度開始，本集團的瓶坯和瓶蓋生產由本公司之中國境內附屬公司轉由本集團之聯營企業西藏福地天然飲品包裝有限責任公司（「**福地包裝**」）進行，相應生產和管理人員亦轉入福地包裝。在二零二零年上半年，本集團有關僱員成本為人民幣3,100萬元（二零一九年上半年：人民幣4,100萬元）。

本集團的薪酬政策是根據每位員工的崗位、經驗、能力和表現而制定的，並進行年度審核。除支付基本薪金外，員工也享受其他福利，包括社會保險供款、僱員公積金和酌情獎勵。本集團亦考慮以其他額外福利、培訓及購股權（如適用）招攬／挽留忠誠僱員，以建設專業及團結的員工及管理層隊伍，促進本集團取得更高成就。

本集團根據僱員的職位需要及專長於生產廠房適時提供多元化的在職培訓。我們亦鼓勵管理人員參加與彼等專業相關的持續專業發展培訓。除入職培訓外，本公司不時向本公司董事（「**董事**」）及高級管理層提供有關聯交所證券上市規則（「**上市規則**」）及其他適用監管要求的最新發展情況，以確保彼等遵守並提高彼等對良好企業管治常規的認識。這些在職培訓包括參加內部培訓、研討會、閱讀講義、報紙、期刊、本集團新聞、行業新聞等。

本集團於二零一二年採納了一項購股權計劃，詳情請參閱本中期報告第76頁至77頁。

The Group adopted a share award scheme in 2017. Up to 30 June 2020, no share has been granted by the Group to any parties under the share award scheme.

GEARING RATIO

The gearing ratio is calculated as borrowings (including bank borrowings and borrowings from third parties) divided by total capital. The total capital is calculated as “equity” as shown in the condensed consolidated balance sheet plus borrowings (including bank borrowings and borrowings from third parties). As at 30 June 2020 and 31 December 2019, the gearing ratios of the Group were 27.74% and 27.14%, respectively.

MERGER AND ACQUISITION

There was no merger and acquisition transaction in the first half of 2020.

SIGNIFICANT INVESTMENTS

In the first half of 2020, the Group acquired PP&E of approximately RMB5 million (the first half of 2019: approximately RMB4 million). Regarding the future development and outlook of the Group, please refer to the section headed “Outlook” in this “Management Discussion and Analysis” section.

CAPITAL COMMITMENTS

As at 30 June 2020, the Group has committed to purchasing PP&E of approximately RMB37 million (31 December 2019: RMB37 million), and equity investment of RMB16 million (31 December 2019: RMB16 million). The funding sources related to these commitments are expected to be disbursed from the Group’s own capital.

本集團於二零一七年採納了一項股份獎勵計劃。截至二零二零年六月三十日，在股份獎勵計劃下，本集團未向任何方授予股份。

負債比率

負債比率是按借款(包括銀行借款和第三方借款)除以資本總額計算。資本總額按簡明綜合資產負債表所示「權益」加借款(包括銀行借款和第三方借款)計算。於二零二零年六月三十日及於二零一九年十二月三十一日，本集團的負債比率分別為27.74%及27.14%。

兼併與收購

於二零二零年上半年，本集團並無任何兼併與收購活動。

重大投資

在二零二零年上半年，本集團購買物業、廠房及設備約為人民幣500萬元(二零一九年上半年：約人民幣400萬元)。關於本集團未來的發展和展望，詳情請參閱本「管理層討論與分析」內標題為「展望」的章節。

資本性承諾

於二零二零年六月三十日，本集團已承諾購買物業、廠房及設備約為人民幣3,700萬元(二零一九年十二月三十一日：人民幣3,700萬元)，以及承諾股權投資人民幣1,600萬元(二零一九年十二月三十一日：人民幣1,600萬元)。這些承諾事項相關的資金來源預計將自本集團自有資金中撥付。

CHARGES (OR PLEDGES)

As at 30 June 2020, (i) a bank loan with the principal amount of RMB290 million (31 December 2019: RMB290 million) of the Group was secured by the pledge of 35% of Tibet Tiandi Green Beverage Development Co., Ltd. (“**Tiandi Green**”); (ii) a bank loan with principal amount of RMB100 million (31 December 2019: RMB100 million) of the Group was secured by the Group’s factory plant with net book value of RMB65 million (31 December 2019: RMB66 million) and land use rights with net book value of RMB27 million (31 December 2019: RMB27 million); (iii) a bank loan with the principal amount of RMB100 million (31 December 2019: RMB100 million) of the Group was secured by the pledge of 15% of Highland Natural Water’s equity interests; (iv) a bank loan with the principal amount of RMB65 million (31 December 2019: RMB66 million) of the Group was secured by the Group’s factory plant with net book value of RMB28 million (31 December 2019: RMB29 million) and land use rights with net book value of RMB1 million (31 December 2019: RMB1 million); (v) a bank loan with the principal amount of RMB60 million (31 December 2019: RMB60 million) of the Group was secured by the pledge of 15% of Highland Natural Water’s equity interests; (vi) a bank loan with the principal amount of RMB50 million (31 December 2019: nil) of the Group was secured by the Group’s equipment with net book value of RMB57 million (31 December 2019: nil); and (vii) a bank loan with the principal amount of RMB150 million (31 December 2019: nil) was secured by land use rights of a third party (31 December 2019: nil). The bank acceptance notes amounting to RMB71 million (31 December 2019: RMB71 million) were guaranteed by the Company and a third party company, and were pledged by 7% of Highland Natural Water’s equity interests.

抵(質)押

於二零二零年六月三十日，(i)本集團的一筆本金為人民幣2.90億元的銀行借款(二零一九年十二月三十一日：人民幣2.90億元)以西藏天地綠色飲品發展有限公司(「**天地綠色**」)35%的權益作質押；(ii)本集團的一筆本金為人民幣1億元的銀行借款(二零一九年十二月三十一日：人民幣1億元)以賬面淨值為人民幣6,500萬元的工廠廠房(二零一九年十二月三十一日：人民幣6,600萬元)，以及賬面淨值為人民幣2,700萬元的土地使用權(二零一九年十二月三十一日：人民幣2,700萬元)作抵押；(iii)本集團的一筆本金為人民幣1億元的銀行借款(二零一九年十二月三十一日：人民幣1億元)以高原天然水15%的權益作質押；(iv)本集團的一筆本金為人民幣6,500萬元的銀行借款(二零一九年十二月三十一日：人民幣6,600萬元)以賬面淨值為人民幣2,800萬元的工廠廠房(二零一九年十二月三十一日：人民幣2,900萬元)以及賬面淨值為人民幣100萬元的土地使用權(二零一九年十二月三十一日：人民幣100萬元)作抵押；(v)本集團的一筆本金為人民幣6,000萬元的銀行借款(二零一九年十二月三十一日：人民幣6,000萬元)以高原天然水15%的權益作質押；(vi)本集團的一筆本金為人民幣5,000萬元的銀行借款(二零一九年十二月三十一日：無)以本集團賬面淨值為人民幣5,700萬元的設備(二零一九年十二月三十一日：無)作抵押；以及(vii)本集團的一筆本金為人民幣1.50億元的銀行借款(二零一九年十二月三十一日：無)以一間第三方公司的土地使用權(二零一九年十二月三十一日：無)作抵押。人民幣7,100萬元的銀行承兌匯票(二零一九年十二月三十一日：人民幣7,100萬元)由本公司及一間第三方公司提供保證，以高原天然水7%權益作質押。

CONTINGENT LIABILITIES

The Group provided financial guarantee amounting to RMB370 million to associates as at 30 June 2020 (31 December 2019: RMB200 million). The guarantee was provided for bank borrowings obtained by the associates with the remaining amounts of RMB370 million as at 30 June 2020 (31 December 2019: RMB200 million). The period of guarantee for RMB100 million is from 5 July 2019 to 9 July 2023; the period of guarantee for RMB100 million is from 29 November 2019 to 29 November 2023; the period of guarantee for RMB120 million is from 12 June 2020 to 12 June 2024; and the period of guarantee for RMB50 million is from 26 March 2020 to 25 March 2023.

An associate repaid bank borrowing amounting to RMB100 million on 9 July 2020. The remaining balance of financial guarantee was RMB270 million.

FOREIGN EXCHANGE RISK

The Group adopts a conservative approach to cash management and risk control. The Group mainly operates in the PRC with most of its business transactions denominated in RMB. However, the Group is exposed to foreign exchange risk arising from its cash exchange transactions, which are primarily denominated in HKD. To mitigate the impact of exchange rate fluctuations, the Group continually assesses and monitors its exposure to foreign exchange risk. During the first half of 2020, management of the Group did not consider it necessary to enter into any hedging transactions in order to reduce the exposure to foreign exchange risk, because the exposure, after netting off the assets and liabilities subject to foreign exchange risk, was not significant.

或然負債

於二零二零年六月三十日，本集團向聯營公司提供的財務擔保為人民幣3.70億元（二零一九年十二月三十一日：人民幣2億元）。該擔保向聯營公司於二零二零年六月三十日餘額為人民幣3.70億元的銀行借款提供擔保（二零一九年十二月三十一日：人民幣2億元）。人民幣1億元的擔保期限為自二零一九年七月五日至二零二三年七月九日；人民幣1億元的擔保期限為自二零一九年十一月二十九日至二零二三年十一月二十九日；人民幣1.20億元的擔保期限為自二零二零年六月十二日至二零二四年六月十二日；和人民幣5,000萬元的擔保期限為自二零二零年三月二十六日至二零二三年三月二十五日。

於二零二零年七月九日，一家聯營公司償還了人民幣1億元的銀行借款，財務擔保餘額為人民幣2.70億元。

外匯風險

本集團採用審慎方針管理現金及控制風險。本集團主要在中國營運，大部分的商業交易皆以人民幣為計算單位。惟本集團的現金匯兌交易主要以港幣計值，故本集團面對外匯風險。為減輕匯率波動的影響，本集團持續評估及監控其外匯風險。在二零二零年上半年期間，本集團管理層認為沒有必要訂立任何對沖交易以減輕外匯風險，因為將承受外匯風險的資產及負債相抵後風險不大。

VALUATION OF PROPERTIES

For the purpose of the listing of the Company's shares on the Main Board of the Stock Exchange on 30 June 2011, a valuation was conducted on the property interests held by the Group. However, those property interests were still carried at historical costs less accumulated depreciation and impairment, if any, on the Group's consolidated financial statements.

With reference to the property valuation set out in Note 4 of Appendix II-A to the Company's prospectus dated 20 June 2011, a revaluation surplus of approximately RMB3,947,000 was identified in respect of the property interests of the Group as at 31 March 2011. If the properties of the Group were accounted for at that valuation, the depreciation charge per annum would increase by approximately RMB130,000.

PRODUCTION CAPACITY

In 2020, the annual water production capacity and annual beer production capacity are expected to be approximately 300,000 tonnes and 200,000 tonnes, same as in 2019. The Group will assess its production capacity periodically and consider increasing production capacity to meet the demands of future development.

物業估值

為本公司股份於二零一一年六月三十日在聯交所主板上市的目的，已對本集團持有的物業權益進行了估值。然而，該等物業權益仍於本集團綜合財務報表中按歷史成本減累計折舊及減值(如有)列賬。

根據本公司於二零一一年六月二十日刊發的招股章程附錄二A附註四所載物業估值，本集團於二零一一年三月三十一日的物業權益重估盈餘約人民幣3,947,000元。倘若本集團物業按該估值列賬，每年折舊開支將會增加約人民幣130,000元。

產能

在二零二零年，年度水產能和年度啤酒產能預計分別約為300,000噸和200,000噸，與二零一九年一致。本集團將定期評估產能並考慮增加產能以滿足未來發展的需要。

USE OF NET PROCEEDS FROM THE GLOBAL OFFERING

The shares of the Company were listed on the Main Board of the Stock Exchange on 30 June 2011 with net proceeds from the global offering of approximately HKD1,472 million (including proceeds from the exercise of over-allotment option and after deducting underwriting commissions and related expenses). On 10 April 2013, the Company resolved to change the usage of the net proceeds from the global offering. Please refer to the Company's announcement dated 10 April 2013 for details. The revised usage of the net proceeds has been allocated in the following manner:

來自全球發售的所得款項淨額用途

本公司股份於二零一一年六月三十日在聯交所主板上市，來自全球發售的所得款項淨額約為 14.72 億港元（包括行使超額配股權的所得款項及經扣除包銷佣金和相關費用）。於二零一三年四月十日，本公司已決議更改全球發售所得款項淨額用途，詳情請參閱本公司日期為二零一三年四月十日之公告。已更改的所得款項淨額用途已分配如下：

		As at 31 December 2019	In the first half of 2020	As at 30 June 2020	As at 30 June 2020
	Revised usage of net proceeds 更改後的 所得款項 淨額用途 HKD'Million 百萬港元	Utilized net proceeds 於二零一九年 十二月三十一日 已運用的 所得款項淨額 HKD'Million 百萬港元	Utilized net proceeds 在二零二零年 上半年 已運用的 所得款項淨額 HKD'Million 百萬港元	Utilized net proceeds 於二零二零年 六月三十日 已運用的 所得款項淨額 HKD'Million 百萬港元	Unutilized net proceeds 於二零二零年 六月三十日 未運用的 所得款項淨額 HKD'Million 百萬港元
Expand our production capacity by constructing additional facilities and purchasing additional production equipment	用作建設新增廠房及購買額外 生產設備以擴大生產能力	133	133	—	133
Expand our distribution network and toward promotional activities	用作擴大經銷網絡及宣傳推廣活動	206	34	12	46
Mergers and acquisitions that complement our existing business	用作能補充我們現有業務的合併與收購	1,092	1,092	—	1,092
Working capital and other general corporate purpose	用作營運資金及其他一般企業用途	41	41	—	41
		1,472	1,300	12	1,312
					160

As at 30 June 2020, the Group has utilized net proceeds amounting to HKD133 million, HKD46 million, HKD1,092 million and HKD41 million (i) for expanding our production capacity, (ii) for expanding our distribution network and toward promotional activities, (iii) for mergers and acquisitions that complement our existing business, and (iv) as working capital and for other general corporate purposes, respectively. The remaining net proceeds were deposited in reputable financial institutions and are intended to be applied towards expanding distribution network and towards promotional activities in the coming financial years. The net proceeds were applied and are to be applied according to the intentions disclosed in the Company's announcement dated 10 April 2013.

INTERIM DIVIDENDS

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

OUTLOOK

The Group will continue to make full use of its existing advantages in resources, marketing channels and logistics network to strengthen and solidify its strategic position in Tibet's water industry.

The Group will continue investing in significant resources, strengthen its strategic cooperation with Sinopec and PetroChina, fully utilize the water resources and production bases advantages of Highland Natural Water and Tibet Shannan Yalaxiangbu Industrial Ltd. ("Shannan Yalaxiangbu") and promote additional new strategic cooperation to make the high-quality water from Tibet available to numerous households.

於二零二零年六月三十日，本集團已運用了1.33億港元、4,600萬港元、10.92億港元及4,100萬港元的所得款項淨額分別(i)用作擴大生產能力；(ii)用作擴大經銷網絡及宣傳推廣活動；(iii)用作能補充我們現有業務的合併與收購；及(iv)作為營運資金及用作其他一般企業用途。餘下的所得款項淨額已存入信譽良好的金融機構，並打算在未來的財政年度用作擴大經銷網絡及宣傳推廣活動。所得款項淨額都是根據本公司日期為二零一三年四月十日的公告所披露的意向獲運用和將予運用。

中期股息

董事會並無就截至二零二零年六月三十日止六個月建議派付中期股息(截至二零一九年六月三十日止六個月：無)。

展望

本集團將繼續充分利用本集團已有的資源優勢、銷售管道優勢和物流網路優勢，加強和穩固在西藏水產業的戰略地位。

本集團將繼續投入重要資源，加強與中石化和中石油的戰略合作，充分利用高原天然水和西藏山南雅拉香布實業有限公司(「山南雅拉香布」)兩家公司的水資源和生產基地優勢，開展更多更新的戰略合作，使得西藏好水進入千家萬戶。

The Group will continue to maintain and develop the advantages of the “5100 Glacial Water” as a premium brand, combine with the resources of the existing key target channels including cinemas, hotels, airlines, e-commerce, office and family users, with marketing and promotional campaigns to continuously improve the brand image and influence.

The Group will intensify its cooperation with various key platforms, including Jingdong and Tmall, in respect of sales and logistics to boost the development of the Group’s products in the e-commerce sales channels. Coupled with its service system in the nationwide gas stations channels, the Group will build its service networks which cover more consumers and retail ends to diversify its sales models and make its products available to more users.

本集團將保持和發展「5100冰川水」的高端品牌優勢，結合現有的電影院線、酒店、航空、電子商務、辦公及家庭使用者等重要目標管道資源和市場宣傳，不斷提升品牌形象和影響力。

本集團將加強與京東和天貓等重點平台的銷售和物流合作，以加快本集團產品在電子商務銷售管道的發展，並結合本集團於全國加油站管道的服務體系，建設覆蓋更多消費者和零售終端的服務網路，使得本集團的銷售模式更多元化，本集團的產品觸達更多的使用者。

1. For the first half of 2020, the Company has complied with the code provisions of the Corporate Governance Code as set out in Appendix 14 to the Listing Rules save for the following deviation:

Under code provision A.5.5, where the board proposes a resolution to elect an individual as an independent non-executive director at the general meeting, it should set out in the circular to shareholders and/or explanatory statement accompanying the notice of the relevant general meeting, among other things, the reasons why it considers the individual to be independent.

The Company's circular dated 29 May 2020 (the "Circular") on, among other things, the re-election of Mr. Dai Yang ("Mr. Dai"), an independent non-executive Director, did not set out the reasons why the Board considered him to be independent notwithstanding his interest in 16,000 ordinary shares in the Company. The Board had considered Mr. Dai to be independent on the grounds that his shareholding only represented approximately 0.00062% of the entire issued share capital of the Company, being far below the 1% limit set out in rule 3.13(1) of the Listing Rules. Given the very small number and insignificant value of the shares involved, the Board was of the view that such shareholding was immaterial to the assessment of the independence of Mr. Dai. As the number of shares held by Mr. Dai had already been disclosed in the Circular and the immateriality of such interest was obvious, no further elaboration was considered necessary.

2. The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 to the Listing Rules. Specific enquiry has been made to all the Directors and each of the Directors has confirmed that each of them has complied with the Model Code for the first half of 2020. Specific employees who are likely to be in possession of inside information have been requested to comply with the provisions of the Model Code. No incident of non-compliance has been noted by the Company.
3. The audit committee of the Company, consisting of four independent non-executive Directors, has reviewed the accounting principles and practices adopted by the Group, and has reviewed the interim results for the first half of 2020 and this interim report.

1. 在二零二零年上半年，除以下偏離行為外，本公司一直遵守上市規則附錄十四所載之企業管治守則的守則條文：

根據守則條文第A.5.5條，若董事會擬於股東大會上提呈決議案選任某人士為獨立非執行董事，有關股東大會通告所隨附的致股東通函及／或說明函件中，應該列明(其中包括)其認為該名人士屬獨立人士的原因。

本公司日期為二零二零年五月二十九日有關(其中包括)重選獨立非執行董事戴揚先生(「戴先生」)的通函(「該通函」)並無列明董事會認為彼屬獨立人士的原因，儘管其擁有16,000股本公司普通股之權益。董事會認為戴先生屬獨立人士是基於其持股僅佔本公司全部已發行股本的約0.00062%，遠低於上市規則第3.13(1)條的1%上限。鑑於所涉及的股份數目很少且價值並非重大，董事會認為該持股對評估戴先生的獨立性並不具關鍵性。由於戴先生持有的股份數目已在該通函中披露，且該權益明顯不具關鍵性，因此視為無需作進一步闡述。

2. 本公司已採納上市規則附錄十所載上市發行人董事進行證券交易的標準守則(「標準守則」)。本公司已向全體董事作出具體查詢，所有董事確認於二零二零年上半年均遵守標準守則。特定僱員若可能擁有關於本集團的內幕消息，已被要求遵守標準守則的規定。本公司並無發現有任何不遵守規定的情況。
3. 本公司審核委員會(由四位獨立非執行董事組成)，已審閱本集團採用的會計原則和方法，以及已審閱在二零二零年上半年的中期業績及本中期報告。

INTERIM CONDENSED CONSOLIDATED BALANCE SHEET

中期簡明綜合資產負債表

21

			Unaudited 未經審核 30 June 2020 二零二零年 六月三十日 RMB'000 人民幣千元	Audited 經審核 31 December 2019 二零一九年 十二月三十一日 RMB'000 人民幣千元
	Note 附註			
ASSETS		資產		
Non-current assets		非流動資產		
Land use rights	8	土地使用權	28,164	28,521
Property, plant and equipment ("PP&E")	8	物業、廠房及設備 (「物業、廠房及設備」)	496,328	521,083
Investment properties		投資性房地產	4,562	4,679
Intangible assets	8	無形資產	55,378	66,403
Goodwill	8	商譽	721,139	721,139
Investments accounted for using the equity method	9	使用權益法入賬的投資	696,686	698,283
Deferred tax assets	14	遞延稅項資產	7,144	9,511
Prepayments		預付款項	5,725	6,518
Financial assets at fair value through other comprehensive income ("FVOCI")	5	以公允價值計量且其變動計入其他綜合收益的金融資產 (「以公允價值計量且其變動計入其他綜合收益的金融資產」)	231,881	231,881
Financial assets at fair value through profit or loss ("FVPL")	5	以公允價值計量且其變動計入損益的金融資產 (「以公允價值計量且其變動計入損益的金融資產」)	16,517	16,517
Total non-current assets		非流動資產總額	2,263,524	2,304,535

			Unaudited 未經審核 30 June 2020 二零二零年 六月三十日 RMB'000 人民幣千元	Audited 經審核 31 December 2019 二零一九年 十二月三十一日 RMB'000 人民幣千元
			Note 附註	
Current assets	流動資產			
Trade receivables	應收貿易款	10	315,179	258,991
Prepayments	預付款項		61,989	115,428
Prepaid enterprise income tax	預付企業所得稅		4,274	2,860
Other financial assets at amortised cost	以攤餘成本計量的 其他金融資產	11	1,234,627	831,736
Inventories	存貨		45,067	52,716
Financial assets at fair value through profit or loss ("FVPL")	以公允價值計量且其變動計入 損益的金融資產(「以公允 價值計量且其變動計入損益 的金融資產」)	5	187,000	180,630
Cash and cash equivalents	現金及現金等價物		149,959	453,271
Restricted cash	受限現金		58,782	62,239
Total current assets	流動資產總額		2,056,877	1,957,871
Total assets	總資產		4,320,401	4,262,406
EQUITY	權益			
Equity attributable to owners of the Company	本公司擁有人應佔權益			
Share capital	股本	12	21,363	21,363
Share premium	股份溢價	12	1,225,214	1,225,214
Shares held for share award scheme	為股份獎勵計劃持有的股份	13	(173,037)	(173,037)
Other reserves	其他儲備	12	141,779	147,304
Retained earnings	留存收益		1,531,496	1,481,099
Total equity attributable to owners of the Company	本公司擁有人應佔權益總額		2,746,815	2,701,943
Non-controlling interests	非控股權益		116	96
Total equity	權益總額		2,746,931	2,702,039

			Unaudited 未經審核 30 June 2020 二零二零年 六月三十日 RMB'000 人民幣千元	Audited 經審核 31 December 2019 二零一九年 十二月三十一日 RMB'000 人民幣千元
	Note 附註			
LIABILITIES		負債		
Non-current liabilities		非流動負債		
Bank borrowings	17	銀行借款	140,000	140,000
Other payables	16	其他應付款	16,000	16,000
Deferred revenue		遞延收入	17,304	18,517
Deferred tax liabilities	14	遞延稅項負債	8,734	9,695
Total non-current liabilities		非流動負債總額	182,038	184,212
Current liabilities		流動負債		
Trade and notes payables	15	應付貿易款及應付票據	322,780	323,881
Deferred revenue		遞延收入	2,373	2,373
Contract liabilities		合同負債	9,143	29,409
Enterprise income tax payable		應付企業所得稅	30,549	34,355
Accruals and other payables	16	預提費用及其他應付款	426,587	410,137
Bank borrowings	17	銀行借款	600,000	576,000
Total current liabilities		流動負債總額	1,391,432	1,376,155
Total liabilities		負債總額	1,573,470	1,560,367
Total equity and liabilities		權益及負債總額	4,320,401	4,262,406

The above interim condensed consolidated balance sheet should be read in conjunction with the accompanying notes.

上述中期簡明綜合資產負債表應與隨附附註一併閱讀。

INTERIM CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS

中期簡明綜合損益表

			Unaudited 未經審核 Half-year 半年度	
		Note 附註	2020 二零二零年 RMB'000 人民幣千元	2019 二零一九年 RMB'000 人民幣千元
Revenue from contracts with customers	客戶合同收入	7	222,986	409,785
Cost of sales	銷售成本	19	(121,270)	(177,412)
Gross profit	毛利		101,716	232,373
Selling and distribution costs	銷售及分銷費用	19	(39,388)	(43,635)
Administrative expenses	行政費用	19	(33,114)	(44,484)
Net impairment losses on financial assets	金融資產減值損失淨額	19	(10,088)	(1,870)
Other gains, net	其他利得，淨額	18	10,534	11,284
Operating profit	經營利潤		29,660	153,668
Finance income	財務收益		53,965	23,723
Finance costs	財務費用		(21,730)	(28,760)
Finance income/(costs), net	財務收益／（費用），淨額		32,235	(5,037)
Share of net (loss)/profit of investments accounted for using the equity method	應佔使用權益法入賬的投資 （損失）／利潤淨額	9	(1,597)	15,396
Profit before income tax	除所得稅前利潤		60,298	164,027
Income tax expense	所得稅費用	20	(9,901)	(17,046)
Profit for the half-year	半年度利潤		50,397	146,981
Profit attributable to:	應佔利潤：			
– Owners of the Company	– 本公司擁有人		50,397	146,981
– Non-controlling interests	– 非控股權益		—	—
			50,397	146,981
Earnings per share for profit attributable to owners of the Company	本公司擁有人應佔利潤 每股盈利			
– Earnings per share (basic and diluted) (RMB cents per share)	– 每股盈利（基本及攤薄） （每股人民幣分）	21	2.01	5.87

The above interim condensed consolidated statement of profit or loss should be read in conjunction with the accompanying notes.

上述中期簡明綜合損益表應與隨附附註一併閱讀。

INTERIM CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

中期簡明綜合全面收益表

25

		Unaudited 未經審核 Half-year 半年度	
		2020 二零二零年 RMB'000 人民幣千元	2019 二零一九年 RMB'000 人民幣千元
Profit for the half-year	半年度利潤	50,397	146,981
Other comprehensive loss: <i>Items that will not be reclassified subsequently to profit or loss</i>	其他全面虧損： <i>將不可於期後被重新分類至 損益的項目</i>		
Currency translation differences	外幣折算差額	(5,525)	(2,147)
Other comprehensive loss for the half-year, net of tax	半年度其他全面虧損， 扣除稅項	(5,525)	(2,147)
Total comprehensive income for the half-year	半年度總全面收益	44,872	144,834
Attributable to:	歸屬於：		
– Owners of the Company	– 本公司擁有人	44,872	144,834
– Non-controlling interests	– 非控股權益	—	—
Total comprehensive income for the half-year	半年度總全面收益	44,872	144,834

The above interim condensed consolidated statement of comprehensive income should be read in conjunction with the accompanying notes.

上述中期簡明綜合全面收益表應與隨附附註一併閱讀。

INTERIM CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

中期簡明綜合權益變動表

		Unaudited 未經審核 Attributable to owners of the Company 本公司擁有人應佔							
		Share capital	Share premium	Shares held for share award scheme 為股份獎勵計劃 持有的股份	Other reserves	Retained earnings	Total	Non-controlling interests	Total equity
		股本 RMB'000 人民幣千元	股份溢價 RMB'000 人民幣千元	持有的股份 RMB'000 人民幣千元	其他儲備 RMB'000 人民幣千元	留存收益 RMB'000 人民幣千元	總計 RMB'000 人民幣千元	非控股權益 RMB'000 人民幣千元	權益總額 RMB'000 人民幣千元
Balance at 1 January 2020	於二零二零年一月一日的結餘	21,363	1,225,214	(173,037)	147,304	1,481,099	2,701,943	96	2,702,039
Profit for the half-year	半年度利潤	—	—	—	—	50,397	50,397	—	50,397
Currency translation differences	外幣折算差額	—	—	—	(5,525)	—	(5,525)	—	(5,525)
Total comprehensive income for the half-year	半年度總全面收益	—	—	—	(5,525)	50,397	44,872	—	44,872
Capital injections from non-controlling interests	非控股權益注資	—	—	—	—	—	—	20	20
Balance at 30 June 2020	於二零二零年六月三十日的結餘	21,363	1,225,214	(173,037)	141,779	1,531,496	2,746,815	116	2,746,931
Balance at 1 January 2019	於二零一九年一月一日的結餘	21,363	1,206,829	(173,037)	177,924	2,226,217	3,459,296	40	3,459,336
Profit for the half-year	半年度利潤	—	—	—	—	146,981	146,981	—	146,981
Currency translation differences	外幣折算差額	—	—	—	(2,147)	—	(2,147)	—	(2,147)
Total comprehensive income for the half-year	半年度總全面收益	—	—	—	(2,147)	146,981	144,834	—	144,834
Capital injections from non-controlling interests	非控股權益注資	—	—	—	—	—	—	56	56
Balance at 30 June 2019	於二零一九年六月三十日的結餘	21,363	1,206,829	(173,037)	175,777	2,373,198	3,604,130	96	3,604,226

The above interim condensed consolidated statement of changes in equity should be read in conjunction with the accompanying notes.

上述中期簡明綜合權益變動表應與隨附附註一併閱讀。

INTERIM CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

中期簡明綜合現金流量表

27

		Unaudited 未經審核 Half-year 半年度	
		2020 二零二零年 RMB'000 人民幣千元	2019 二零一九年 RMB'000 人民幣千元
Cash flows from operating activities	經營活動現金流		
Cash generated from operations	經營活動產生的現金	45,370	267,295
Interest received	已收利息	222	371
Income tax paid	已付所得稅	(13,714)	(16,575)
Net cash flows from operating activities	經營活動產生的現金流量淨額	31,878	251,091
Cash flows from investing activities	投資活動現金流		
Purchases of PP&E	購買物業、廠房及設備	(6,319)	(1,228)
Purchases of FVPL	購買以公允價值計量且其變動計入 損益的金融資產	—	(345,000)
Proceeds from disposal of FVPL	處置以公允價值計量且其變動計入 損益的金融資產所得款項	—	349,522
Loans granted to third parties	借予第三方款項	(424,010)	(685,692)
Repayments received from loans to third parties	已收第三方還款	283,664	764,020
Amounts advanced to third parties	已付第三方墊款	—	(169,104)
Amounts received from third parties	已收第三方款項	25,309	162,482
Loans granted to related parties	借予關聯方款項	(250,710)	—
Repayments received from loans to related parties	已收關聯方還款	16,584	—
Amounts paid to related parties	已付關聯方款項	—	(231,424)
Payment for investment in an associate	投資於聯營公司的付款	—	(4,000)
Net cash flows used in investing activities	投資活動所用的現金流量淨額	(355,482)	(160,424)

		Unaudited 未經審核 Half-year 半年度	
		2020 二零二零年 RMB'000 人民幣千元	2019 二零一九年 RMB'000 人民幣千元
Cash flows from financing activities	融資活動現金流		
Proceeds from bank borrowings	銀行借款所得款項	265,000	246,000
Repayments of bank borrowings and interests	償還銀行借款及利息	(253,785)	(161,206)
Capital injections from a non-controlling interest	非控股權益注資	20	56
Loans from third parties	取得第三方借款	8,595	3,959
Net cash flows from financing activities	融資活動產生的現金流量淨額	19,830	88,809
Net (decrease)/increase in cash and cash equivalents	現金及現金等價物的(減少)/增加淨額	(303,774)	179,476
Cash and cash equivalents at the beginning of the half-year	半年初現金及現金等價物	453,271	267,622
Exchange gains/(losses)	匯兌收益/(虧損)	462	(317)
Cash and cash equivalents at end of the half-year	半年末現金及現金等價物	149,959	446,781

The above interim condensed consolidated statement of cash flows should be read in conjunction with the accompanying notes.

上述中期簡明綜合現金流量表應與隨附附註一併閱讀。

1 GENERAL INFORMATION

The Company was incorporated in the Cayman Islands under the Companies Law as an exempted company with limited liability on 8 November 2010. The address of its registered office is Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands.

The Company is an investment holding company. The Group is engaged in production and sales of water products and beer products in the PRC. The Group also provides lending services to third parties in Hong Kong Special Administrative Region with relevant license.

The Company's shares have been listed on the Stock Exchange since 30 June 2011.

The condensed consolidated interim financial statements are presented in Renminbi ("RMB"), unless otherwise stated.

Key event

The COVID-19 (Coronavirus) outbreak has developed rapidly in 2020, with a significant number of infections. Measures taken to contain the virus have affected economic activity, which in turn have implications for financial reporting.

Measures to prevent transmission of the virus include limiting the movement of people, restricting flights and other transportation, temporarily closing businesses and schools, and cancelling events. This will have a direct impact on businesses such as tourism, transport, retail and entertainment. It will also begin to affect supply chains and the production of goods throughout the world, and lower economic activity is likely to result in reduced demand for many goods and services. Therefore, there was a substantial decline in the Group's financial performance compared with the corresponding period last year.

1 一般資料

本公司於二零一零年十一月八日根據公司法於開曼群島註冊成立為獲豁免有限公司。註冊辦事處的地址為Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands。

本公司為一間投資控股公司。本集團在中國從事生產及銷售水產品及啤酒產品。本集團亦於香港特別行政區擁有向第三方提供借款服務的相關牌照。

本公司的股份自二零一一年六月三十日起在聯交所上市。

除非另有所指，否則簡明綜合中期財務報表以人民幣（「人民幣」）呈列。

重要事項

COVID-19（冠狀病毒）爆發已於二零二零年迅速發展，感染數量龐大。為遏制該病毒而採取的措施已影響經濟活動，從而對財務報告產生影響。

防止病毒傳播的措施包括限制人員流動、限制航班及其他交通，暫時關閉企業及學校以及取消聚會。此將對旅遊業、運輸、零售及娛樂業務造成直接影響。其亦將開始影響世界各地的供應鏈及商品生產，而較低的經濟活動可能導致對許多商品及服務的需求減少。因此，本集團的財務業績與去年同期相比大幅下降。

2 BASIS OF PREPARATION

These condensed consolidated interim financial statements for the half-year reporting period ended 30 June 2020 have been prepared in accordance with Accounting Standards IAS 34 Interim Financial Reporting. The condensed consolidated interim financial statements do not include all the notes of the type normally included in an annual financial report. Accordingly, this report is to be read in conjunction with the annual report for the year ended 31 December 2019 and any public announcements made by the Company during the interim reporting period.

3 ACCOUNTING POLICIES

The accounting policies adopted are consistent with those of the previous financial year and corresponding interim reporting period, and the adoption of new and amended standards as set out below.

3.1 New and amended standards adopted by the Group

New and amended standards and interpretations must be adopted in the first interim financial statements issued after their effective date or date of early adoption. There are a number of amendments to accounting standards that become applicable for annual reporting periods commencing on or after 1 January 2020 and entities will need to consider whether any of these amendments could affect their existing accounting policies for their 2020 interim reports:

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

A number of new or amended standards became applicable for the current reporting period. The Group did not have to change its accounting policies or make retrospective adjustments as a result of adopting these standards.

2 編製基準

截至二零二零年六月三十日止半年報告期間之本簡明綜合中期財務報表乃根據國際會計準則第34號中期財務報告編製。簡明綜合中期財務報表一般不會收納年度財務報告收納的全部附註類別。因此，本報告應與截至二零一九年十二月三十一日止年度的年度報告及本公司於中期報告期內刊發的任何公開公告一併閱讀。

3 會計政策

所採納的會計政策與上一財政年度及相應中期報告期間所採納的一致，採納下文載列的新訂及經修訂準則。

3.1 本集團已採納的新訂及經修訂準則

新訂及經修訂準則及詮釋須於其生效日期或提早採納日期後刊發的首份中期財務報表內採納。多項會計準則修訂於二零二零年一月一日或之後開始之年度報告期間適用，且實體須考慮任何該等修訂是否會對其二零二零年中期報告之現有會計政策產生影響：

- 重大的定義－對國際會計準則第1號及國際會計準則第8號的修訂
- 業務的定義－對國際財務報告準則第3號的修訂
- 財務報告的經修訂概念框架
- 利率基準改革－對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號的修訂

數項新訂或經修訂準則於本報告期間適用。本集團毋須因採納該等準則改變其會計政策或作出追溯性調整。

3 ACCOUNTING POLICIES (CONTINUED)

3.2 Impact of standards issued but not yet applied by the entity

Certain new accounting standards and interpretations have been published that are not mandatory for 30 June 2020 reporting periods and have not been early adopted by the Group. These standards are not expected to have a material impact on the entity in the current or future reporting periods and on foreseeable future transactions.

4 ESTIMATES

The preparation of interim financial information requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, income and expense. Actual results may differ from these estimates.

In preparing these condensed consolidated interim financial statements, the significant judgements made by management in applying the Group's accounting policies and the key sources of estimation uncertainty were the same as those that applied to the consolidated financial statements for the year ended 31 December 2019, with the exception of the changes in estimates that are required in the impairment assessment for goodwill arising from acquisition of a subsidiary – Tiandi Green and investment in an associate – Highland Natural Water (Note 9).

3 會計政策(續)

3.2 已頒佈但實體尚未採納的準則的影響

若干新訂會計準則及詮釋已頒佈但尚未於二零二零年六月三十日報告期間強制採納，且本集團並無提早採納。該等準則預期將不會對實體當前或未來報告期間以及可預見未來交易產生重大影響。

4 估計

編製中期財務資料需要管理層作出會影響到會計政策的運用、資產及負債、收益及支出的列報額的判斷、估計及假設。實際結果可能有別於此等估計。

編製本簡明綜合中期財務報表時，由管理層對本集團在會計政策的應用及估計不確定性的主要來源所作出的重要判斷與截至二零一九年十二月三十一日止年度的綜合財務報表所作出的相同，惟對收購附屬公司—天地綠色產生的商譽及於聯營公司—高原天然水的投資進行減值評估所需的估計變動除外(附註9)。

4 ESTIMATES (CONTINUED)

(i) Goodwill arising from acquisition of Tiandi Green

The Group performs impairment analysis for goodwill from acquisition of Tiandi Green when there is any indicator for impairment noted in accordance with the accounting policy. The recoverable amounts of cash-generating unit ("CGU") have been determined based on value-in-use calculations. These calculations require the use of estimates.

The table below summarised the key assumptions used in the goodwill impairment review and the impacts on the value-in-use calculations upon unfavourable movements of the key assumptions:

Items	Assumptions used	Movement of key assumptions	Decrease in value-in-use/ impairment loss (RMB'000) 使用價值減少／減值損失 (人民幣千元)
項目	所用假設	主要假設變動	
Compound annual revenue growth rate 複合年收入增長率	-5.7%~8.2%	Decrease by 1% 下降1%	54,110/17,250
Long-term growth rate 長期增長率	2.5%	Decrease to 1.5% 下降至1.5%	44,356/7,496
Gross margin 毛利率	41.6%~45.0%	Decrease by 5% 下降5%	156,448/119,588
Pre-tax discount rate 稅前貼現率	14.4%	Increase to 15.4% 增加至15.4%	78,148/41,288

Based on management's analysis, negative movements of the above key assumptions are unlikely to happen given prudent assumptions had been used in the goodwill impairment analysis. As such, no impairment loss had been recognised for the goodwill arising from acquisition of Tiandi Green for the six months ended 30 June 2020.

4 估計(續)

(i) 收購天地綠色產生的商譽

當有任何跡象顯示出現減值，本集團會根據會計政策對收購天地綠色產生的商譽進行減值分析。現金產生單位(「現金產生單位」)的可收回金額已根據使用價值計算釐定。該等計算需要使用估計。

下表概述商譽減值審閱所用的主要假設及主要假設出現不利變動時對使用價值計算的影響：

基於管理層的分析，鑒於商譽減值分析已運用審慎假設，上述主要假設不太可能發生負向變動。因此，截至二零二零年六月三十日止六個月，概無就收購天地綠色產生的商譽確認減值損失。

4 ESTIMATES (CONTINUED)

(ii) Investment in Highland Natural Water

The Group performs impairment analysis for investment in Highland Natural Water when there is any indicator for impairment noted in accordance with the accounting policy. The recoverable amounts of CGU have been determined based on value-in-use calculations, which was higher than fair value less costs of disposal. These calculations require the use of estimates.

The table below summarised the key assumptions used in the impairment review for investment in Highland Natural Water and the impacts on the value-in-use calculations upon unfavourable changes of the key assumptions:

4 估計(續)

(ii) 於高原天然水的投資

根據會計政策，當本集團發現任何減值跡象時，會對高原天然水的投資進行減值分析。現金產生單位的可收回金額按照使用價值計算方法(該金額高於公允價值減處置成本)釐定。有關計算須運用估計。

下表概述於高原天然水進行投資的減值審閱所用的主要假設及主要假設出現不利變動時對使用價值計算的影響：

Items	Assumptions used	Movement of key assumptions	Decrease in value-in-use/ impairment loss (RMB'000) 使用價值減少/ 減值損失 (人民幣千元)
項目	所用假設	主要假設變動	
Compound annual revenue growth rate 複合年收入增長率	-6.8%~10.8%	Decrease by 1% 下降1%	100,033/86,319
Long-term growth rate 長期增長率	2.5%	Decrease to 1.5% 下降至1.5%	28,326/14,612
Gross margin 毛利率	51.6%~55.5%	Decrease by 5% 下降5%	146,185/132,471
Pre-tax discount rate 稅前貼現率	12.4%	Increase to 13.4% 增加至13.4%	55,199/41,485

4 ESTIMATES (CONTINUED)**(ii) Investment in Highland Natural Water (continued)**

Based on management's analysis, negative movement of the above key assumptions are unlikely to happen given prudent assumptions had been used in the impairment analysis for investment in Highland Natural Water. As such, no impairment loss had been recognised for the six months ended 30 June 2020 (Note 9) (As at 31 December 2019, management recorded impairment loss of RMB873,151,000 in relation to the investment in Highland Natural Water based on the impairment assessment performed).

5 FINANCIAL RISK MANAGEMENT AND FINANCIAL INSTRUMENTS**5.1 Financial risk factors**

The Group's activities expose it to a variety of financial risks: market risk (including foreign exchange risk, cash flow and fair value interest rate risk), credit risk and liquidity risk.

The condensed consolidated interim financial information does not include all financial risk management information and disclosures required in the annual financial statements, and should be read in conjunction with the Group's annual financial statements as at 31 December 2019.

There have been no changes in the risk management policies since year end.

4 估計(續)**(ii) 於高原天然水的投資(續)**

基於管理層的分析，鑒於於高原天然水的投資減值分析已運用審慎假設，上述主要假設不太可能發生負向變動。因此，截至二零二零年六月三十日止六個月，概無確認減值損失(附註9)(於二零一九年十二月三十一日，管理層根據所進行的減值評估就於高原天然水的投資錄得減值損失人民幣873,151,000元)。

5 財務風險管理及金融工具**5.1 財務風險因素**

本集團經營活動面臨各種財務風險：市場風險(包括外匯風險、現金流量及公允價值利率風險)、信貸風險及流動性風險。

簡明綜合中期財務資料並不包括所有財務風險管理資料及年度財務報表所需披露事項，故應與本集團於二零一九年十二月三十一日的年度財務報表一併閱讀。

自年末以來風險管理政策並無任何變動。

5 FINANCIAL RISK MANAGEMENT AND FINANCIAL INSTRUMENTS (CONTINUED)

5.2 Liquidity risk

Prudent liquidity risk management includes maintaining sufficient cash, the availability of funding through an adequate amount of committed credit facilities and the ability to close out market positions. Due to the dynamic nature of the underlying businesses, the Group's treasury function allows flexibility in funding by maintaining adequate cash and cash equivalents.

Management monitors rolling forecasts of the Group's liquidity position based on the expected cash flows.

(i) Financing arrangements

The Group has the following undrawn bank borrowing facilities:

5 財務風險管理及金融工具 (續)

5.2 流動性風險

審慎的流動性風險管理包括維持充足的現金及能有足夠的備用信貸融資以維持可供動用資金，及於市場平倉的能力。由於本集團相關業務的動態性，本集團的庫務功能通過維持充足的現金及現金等價物以提供資金的靈活性。

管理層根據預期現金流量監控本集團流動資金狀況的滾動預測。

(i) 融資安排

本集團擁有以下尚未提取的銀行借款額度：

		As at 於	
		30 June 2020 二零二零年 六月三十日 RMB'000 人民幣千元	31 December 2019 二零一九年 十二月三十一日 RMB'000 人民幣千元
Fixed rate:	固定利率		
– expiring within one year	– 於一年內屆滿	40,000	40,000

5 FINANCIAL RISK MANAGEMENT AND FINANCIAL INSTRUMENTS
(CONTINUED)

5.2 Liquidity risk (continued)

(ii) Maturities of financial liabilities

The table below analyses the Group's financial liabilities in relevant maturity groupings based on the remaining period at the balance sheet date to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows:

		Less than 1 year 一年以內 RMB'000 人民幣千元	1-2 years 一至兩年 RMB'000 人民幣千元	2-3 years 兩至三年 RMB'000 人民幣千元	More than 3 years 三年以上 RMB'000 人民幣千元
Group	本集團				
At 30 June 2020	於二零二零年六月三十日				
Bank borrowings	銀行借款	488,750	184,810	90,950	—
Trade and notes payables (Note 15)	應付貿易款及應付票據 (附註 15)	322,780	—	—	—
Other financial liabilities	其他金融負債	411,403	—	—	16,000
At 31 December 2019	於二零一九年 十二月三十一日				
Bank borrowings	銀行借款	551,740	190,920	—	—
Trade and notes payables (Note 15)	應付貿易款及應付票據 (附註 15)	323,881	—	—	—
Other financial liabilities	其他金融負債	392,443	—	—	16,000

The Group provided a financial guarantee amounting to RMB370,000,000 to associates for obtaining bank borrowings as at 30 June 2020 (31 December 2019: RMB200,000,000). Given the financial position and earning ability of the associate company, management believe that the risk of default for the associate company for the loan repayment is very low and thus management believes that there is no material liquidity risk arising from the financial guarantee provided by the Group.

5 財務風險管理及金融工具(續)

5.2 流動性風險(續)

(ii) 金融負債到期日

下表分析按結算日至合約到期日剩餘期間劃分成相關到期日組別的本集團的金融負債。表中所披露的數額均為合約約定的未折現現金流量：

本集團於二零二零年六月三十日就聯營公司取得銀行借款提供財務擔保人民幣370,000,000元(二零一九年十二月三十一日：人民幣200,000,000元)。鑒於聯營公司的財務狀況及盈利能力，管理層認為聯營公司償還借款的違約風險極小，因此，管理層認為，本集團提供的財務擔保並無產生重大流動性風險。

5 FINANCIAL RISK MANAGEMENT AND FINANCIAL INSTRUMENTS (CONTINUED)

5.3 Fair value measurement of financial instruments

This note provides an update on the judgements and estimates made by the Group in determining the fair values of the financial instruments since the last annual financial report.

(a) Fair value hierarchy

To provide an indication about the reliability of the inputs used in determining fair value, the Group classifies its financial instruments into the three levels prescribed under the accounting standards. An explanation of each level follows underneath the table.

The following table presents the Group's financial assets measured and recognised at fair value at 30 June 2020 and 31 December 2019 on a recurring basis:

Recurring fair value measurements

5 財務風險管理及金融工具(續)

5.3 金融工具的公允價值計量

本附註提供本集團自上份年度財務報告以來於釐定金融工具公允價值時所作判斷及估計的更新。

(a) 公允價值層級

為得出釐定公允價值所用輸入數據的可信程度指標，本集團根據會計準則規定將其金融工具分為三層。各層級之闡釋列表如下。

下表呈列本集團於二零二零年六月三十日及二零一九年十二月三十一日按經常基準以公允價值計量及確認的金融資產：

經常性公允價值計量

At 30 June 2020	於二零二零年六月三十日	Level 3 第3層 RMB'000 人民幣千元
Financial Assets	金融資產	
FVPL	以公允價值計量且其變動計入損益的金融資產	
– Investments in structured financial products	– 投資於結構性理財產品	187,000
– Investment in GT Express (Beijing) Information Technology Co., Ltd. ("GT Express")	– 投資於貫通雲網(北京)信息技術有限公司(「貫通雲網」)	11,517
– Investment in Shanghai Maikaite Network Technology Co., Ltd. ("Shanghai MKT")	– 投資於上海麥鎧特網絡科技有限公司(「上海麥鎧特」)	5,000
		203,517
FVOCI	以公允價值計量且其變動計入其他綜合收益的金融資產	
– Investment in China Railway Express Co., Ltd. ("CRE")	– 投資於中鐵快運股份有限公司(「中鐵快運」)	58,000
– Investments in Shannan Yalaxiangbu	– 投資於山南雅拉香布	173,881
		231,881
Total financial assets	總金融資產	435,398

5 FINANCIAL RISK MANAGEMENT AND FINANCIAL INSTRUMENTS
 (CONTINUED)

5.3 Fair value measurement of financial instruments (continued)

(a) Fair value hierarchy (continued)

5 財務風險管理及金融工具 (續)

5.3 金融工具的公允價值計量 (續)

(a) 公允價值層級 (續)

		Level 3 第3層 RMB'000 人民幣千元
At 31 December 2019	於二零一九年十二月三十一日	
Financial Assets	金融資產	
FVPL	以公允價值計量且其變動計入損益的金融資產	
– Investments in structured financial products	– 投資於結構性理財產品	180,630
– Investment in GT Express	– 投資於貫通雲網	11,517
– Investment in Shanghai MKT	– 投資於上海麥鎧特	5,000
		197,147
FVOCI	以公允價值計量且其變動計入 其他綜合收益的金融資產	
– Investment in CRE	– 投資於中鐵快運	58,000
– Investments in Shannan Yalaxiangbu	– 投資於山南雅拉香布	173,881
		231,881
Total financial assets	總金融資產	429,028

5 FINANCIAL RISK MANAGEMENT AND FINANCIAL INSTRUMENTS

(CONTINUED)

5.3 Fair value measurement of financial instruments (continued)

(a) Fair value hierarchy (continued)

Based on the level of the inputs to valuation techniques used to measure fair value, the Group's financial instruments carried at fair value are categorised into three levels within a fair value hierarchy as follows:

- Level 1** : The fair value of financial instruments traded in active markets (such as publicly traded derivatives and equity securities) is based on quoted market prices at the end of the reporting period. The quoted market price used for financial assets held by the Group is the current bid price. These instruments are included in level 1.
- Level 2** : The fair value of financial instruments that are not traded in an active market (for example, over-the-counter derivatives) is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.
- Level 3** : If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities.

5 財務風險管理及金融工具 (續)

5.3 金融工具的公允價值計量 (續)

(a) 公允價值層級 (續)

根據用於計量公允價值的估值技術的輸入數據層級，本集團按公允價值入賬的金融工具乃按下文所述而分類歸入公允價值架構內的三個層級：

- 第1層** : 於活躍市場買賣的金融工具(如公開買賣之衍生工具及權益證券)的公允價值按報告期末所報市價釐定。本集團所持金融資產所用之市場報價為當時買入價。該等工具會列入第1層。
- 第2層** : 並非於活躍市場買賣的金融工具(例如場外衍生工具)的公允價值乃採用儘量利用可觀察市場數據及儘量少依賴實體的特定估計的估值技術釐定。倘計算一項工具的公允價值所需的所有重大輸入數據為可觀察數據，則該工具列入第2層。
- 第3層** : 倘一項或多項重大輸入數據並非根據可觀察市場數據而定，則該工具列入第3層。非上市權益證券即屬此情況。

5 FINANCIAL RISK MANAGEMENT AND FINANCIAL INSTRUMENTS
(CONTINUED)

5.3 Fair value measurement of financial instruments (continued)

(b) Fair value measurements using significant unobservable inputs
(level 3)

The following table presents the changes in level 3 instruments for the half-year ended 30 June 2020:

		Level 3 第3層 RMB'000 人民幣千元
Opening balance 31 December 2019	二零一九年十二月三十一日的期初結餘	429,028
Fair value changes recorded in other gains (Note 18)	計入其他收益的公允價值變動(附註18)	6,370
Closing balance 30 June 2020	二零二零年六月三十日的期末結餘	435,398
Opening balance 31 December 2018	二零一八年十二月三十一日的期初結餘	422,676
Additions	添置	345,000
Disposals	出售	(349,522)
Net gains recognised upon disposal (Note 18)	出售時確認的收益淨額(附註18)	4,563
Fair value changes recorded in other gains (Note 18)	計入其他收益的公允價值變動(附註18)	5,520
Closing balance 30 June 2019	二零一九年六月三十日的期末結餘	428,237

(c) Group's valuation processes

The Group's finance department performs the valuation of the financial assets during the financial reporting process, including level 3 fair value. Management engages external valuation experts to facilitate the fair value evaluation as and when necessary. During the valuation, management considers the business performance of the investee in comparison with competitors in the same industry, as well as the external valuation report if any. Risk adjustments specific to the counterparties (including assumptions about credit default rates) are derived from credit risk ratings determined by the Group's internal credit risk management group. Discussion of valuation process and results are held between chief financial officer and the finance team member that is responsible for the valuation.

5 財務風險管理及金融工具(續)

5.3 金融工具的公允價值計量(續)

(b) 使用重大非可觀察輸入數據之公允價值計量(第3層)

下表呈列截至二零二零年六月三十日止半年度第3層工具的變動：

(c) 本集團之估值程序

本集團財務部門就財務申報程序對金融資產進行估值(包括第3層公允價值)。管理層於有需要時會聘請外部估值專家進行公允價值評估。管理層於估值中考慮到與同行業競爭對手比較之被投資方業務表現以及外部估值報告(如有)。交易對手的特定風險調整(包括有關信用違約率的假設)乃由本集團內部信用風險管理小組釐定的信用風險等級得出。首席財務總監與負責估值的財務團隊成員會對估值程序及結果進行討論。

6 SEGMENT INFORMATION

Management has determined the operating segments based on the reports reviewed by the executive Directors that are used to make strategic decisions.

(a) Description of segments and principal activities

(i) *Water segment*

The principal activities of the Group are manufacturing and selling a range of water products through wholesales in the PRC, selling raw materials and consumables to associates and third parties, leasing production lines and a plant to associates.

(ii) *Beer segment*

The Group manufactures and sells a range of beer products mainly in the PRC through wholesales.

(iii) *Corporate segment*

The Group provides lending services to third parties in Hong Kong with relevant license.

The executive Directors assess the performance of the operating segments based on review of their revenue, cost of sales and gross profit.

6 分部資料

管理層根據執行董事用於作出戰略決策而審閱的報告釐定了經營分部。

(a) 分部描述及主要業務

(i) 水分部

本集團的主要業務為於中國製造及銷售水產品(透過批發)、向聯營公司及第三方銷售原材料及耗材、向聯營公司出租生產線及一間廠房。

(ii) 啤酒分部

本集團主要於中國製造及銷售啤酒產品(透過批發)。

(iii) 企業分部

本集團憑藉相關牌照向香港第三方提供借款服務。

執行董事基於其對收入、銷售成本及毛利的審閱對經營分部的表現進行評估。

6 SEGMENT INFORMATION (CONTINUED)

(b) Segment information disclosures

Sales between segments are based on the agreed terms between both segments. The revenue from external parties reported to the executive Directors is measured in a manner consistent with that in the statement of profit or loss.

The amounts provided to the executive Directors with respect of total assets and total liabilities are measured in a manner consistent with that of the financial statements.

The segment information provided to the executive Directors for the reportable segments for the six months ended and as at 30 June 2020 is as follows:

		Unaudited 未經審核 Six months ended 30 June 2020 截至二零二零年六月三十日止六個月				
		Water segment 水分部 RMB'000 人民幣千元	Beer segment 啤酒分部 RMB'000 人民幣千元	Corporate segment 企業分部 RMB'000 人民幣千元	Inter-segment elimination 分部間撇銷 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Total segment revenue	分部收入總額	83,349	138,482	1,155	—	222,986
Cost of sales	銷售成本	(39,064)	(82,206)	—	—	(121,270)
Gross profit for the period	期內毛利	44,285	56,276	1,155	—	101,716
Profit for the period	期內利潤	23,271	45,841	(18,715)	—	50,397
Net impairment losses on financial assets	金融資產減值損失淨額	(9,771)	(317)	—	—	(10,088)
Depreciation and amortisation	折舊及攤銷	(14,122)	(26,972)	(212)	—	(41,306)

6 分部資料(續)

(b) 分部資料披露

分部間銷售乃基於兩個分部協定的條款進行。執行董事獲提供的有關外部客戶的收入按與於損益表呈列者一致的方式計量。

執行董事獲提供的有關總資產及總負債的金額按與於財務報表呈列者一致的方式計量。

截至二零二零年六月三十日止六個月及於該日，執行董事獲提供的有關可呈報分部的分部資料如下：

6 SEGMENT INFORMATION (CONTINUED)

(b) Segment information disclosures (continued)

6 分部資料(續)

(b) 分部資料披露(續)

		Unaudited 未經審核 As at 30 June 2020 於二零二零年六月三十日		
		Water segment 水分部 RMB'000 人民幣千元	Beer segment 啤酒分部 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Segment total assets	分部總資產	2,489,694	2,428,431	4,918,125
Investments accounted for using the equity method	使用權益法入賬的投資	680,698	—	680,698
Unallocated	未分配			
FVPL	以公允價值計量且其變動計入 損益的金融資產			203,517
FVOCI	以公允價值計量且其變動計入 其他綜合收益的金融資產			231,881
Deferred tax assets	遞延稅項資產			7,144
Corporate assets	企業資產			43,916
Inter-segment elimination	分部間撇銷			(1,084,182)
Total assets	總資產			4,320,401
Segment total liabilities	分部總負債	1,364,241	532,911	1,897,152
Unallocated	未分配			
Deferred tax liabilities	遞延稅項負債			8,734
Corporate liabilities	企業負債			340,165
Inter-segment elimination	分部間撇銷			(672,581)
Total liabilities	總負債			1,573,470

6 SEGMENT INFORMATION (CONTINUED)

(b) Segment information disclosures (continued)

The segment information provided to the executive Directors for the reportable segments for the six months ended 30 June 2019 and as at 31 December 2019 is as follows:

6 分部資料(續)

(b) 分部資料披露(續)

截至二零一九年六月三十日止六個月及於二零一九年十二月三十一日，執行董事獲提供的有關可呈報分部的分部資料如下：

		Unaudited 未經審核 Six months ended 30 June 2019 截至二零一九年六月三十日止六個月				
		Water segment 水分部 RMB'000 人民幣千元	Beer segment 啤酒分部 RMB'000 人民幣千元	Corporate segment 企業分部 RMB'000 人民幣千元	Inter-segment elimination 分部間撇銷 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Total segment revenue	分部收入總額	255,715	154,330	1,093	(1,353)	409,785
Cost of sales	銷售成本	(101,571)	(77,194)	—	1,353	(177,412)
Gross profit for the period	期內毛利	154,144	77,136	1,093	—	232,373
Profit for the period	期內利潤	113,681	61,918	(28,618)	—	146,981
Net impairment losses on financial assets	金融資產減值損失淨額	(1,870)	—	—	—	(1,870)
Depreciation and amortisation	折舊及攤銷	(12,835)	(26,795)	(493)	—	(40,123)

6 SEGMENT INFORMATION (CONTINUED)

(b) Segment information disclosures (continued)

6 分部資料(續)

(b) 分部資料披露(續)

		Audited 經審核 As at 31 December 2019 於二零一九年十二月三十一日		
		Water segment 水分部 RMB'000 人民幣千元	Beer segment 啤酒分部 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元
Segment total assets	分部總資產	2,633,874	2,375,042	5,008,916
Investments accounted for using the equity method	使用權益法入賬的投資	681,248	—	681,248
Unallocated	未分配			
FVPL	以公允價值計量且其變動計入 損益的金融資產			197,147
FVOCI	以公允價值計量且其變動計入 其他綜合收益的金融資產			231,881
Deferred tax assets	遞延稅項資產			9,511
Corporate assets	企業資產			43,394
Inter-segment elimination	分部間撇銷			(1,228,443)
Total assets	總資產			4,262,406
Segment total liabilities	分部總負債	1,525,605	526,668	2,052,273
Unallocated	未分配			
Deferred tax liabilities	遞延稅項負債			9,695
Corporate liabilities	企業負債			315,241
Inter-segment elimination	分部間撇銷			(816,842)
Total liabilities	總負債			1,560,367

7 REVENUE FROM CONTRACTS WITH CUSTOMERS

Revenue from external customers are mainly derived from the sales of water products and beer products and interest income from lending services provided. The Group also sells raw materials and consumables to associates and third parties and leases production lines and a plant to associates. Breakdown of the revenue is as follows:

		Unaudited 未經審核 Half-year 半年度	
		2020 二零二零年 RMB'000 人民幣千元	2019 二零一九年 RMB'000 人民幣千元
Sales of water products	水產品銷售	79,037	204,888
Sales of beer products	啤酒產品銷售	138,482	152,977
Sales of raw materials and consumables	原材料及耗材銷售	465	48,411
Rental income (Note 23)	租金收入(附註23)	3,847	2,416
Interest income from financing services provided	所提供融資服務產生的利息收入	1,155	1,093
		222,986	409,785

Revenue from external customers of the Group were derived in the PRC for the six months ended 30 June 2020 and 2019.

7 客戶合同收入

外部客戶的收入主要來自於銷售水產品及啤酒產品和提供借款服務產生的利息收入。本集團亦銷售予聯營公司及第三方原材料及耗材以及出租予聯營公司生產線及一間廠房。收入明細如下：

截至二零二零年及二零一九年六月三十日止六個月，本集團外部客戶的收入來自中國。

8 LAND USE RIGHTS, PROPERTY, PLANT AND EQUIPMENT,
 INTANGIBLE ASSETS AND GOODWILL

8 土地使用權、物業、廠房及設備、
 無形資產及商譽

		Unaudited 未經審核			
		Land use rights 土地使用權 RMB'000 人民幣千元	Property, plant and equipment 物業、廠房 及設備 RMB'000 人民幣千元	Intangible assets 無形資產 RMB'000 人民幣千元	Goodwill 商譽 RMB'000 人民幣千元
Opening net book amount at 1 January 2020	於二零二零年一月一日的 期初賬面淨值	28,521	521,083	66,403	721,139
Additions	添置	—	5,052	—	—
Depreciation and amortisation- additions (Note 19)	折舊及攤銷—添置 (附註19)	(357)	(29,807)	(11,025)	—
Closing net book amount at 30 June 2020	於二零二零年六月三十日的 期末賬面淨值	28,164	496,328	55,378	721,139
Opening net book amount at 1 January 2019	於二零一九年一月一日的 期初賬面淨值	29,245	578,997	88,521	721,139
Additions	添置	—	3,867	—	—
Transfers	轉撥	—	(6,438)	—	—
Depreciation and amortisation- additions (Note 19)	折舊及攤銷—添置 (附註19)	(357)	(28,804)	(10,904)	—
Depreciation and amortisation-transfers	折舊及攤銷—轉撥	—	1,584	—	—
Closing net book amount at 30 June 2019	於二零一九年六月三十日的 期末賬面淨值	28,888	549,206	77,617	721,139

8 LAND USE RIGHTS, PROPERTY, PLANT AND EQUIPMENT, INTANGIBLE ASSETS AND GOODWILL (CONTINUED)

As at 30 June 2020, buildings with net book value of RMB93,152,000, machineries with net book value of RMB57,436,000 and land use rights with net book value of RMB28,088,000 were secured for bank borrowings with principal amounts of RMB65,000,000, RMB50,000,000 and RMB100,000,000 (Note 17) (As at 31 December 2019, buildings with net book value of RMB95,381,000 and land use rights with net book value of RMB28,447,000 were secured for bank borrowings with principal amounts of RMB66,000,000 and RMB100,000,000).

8 土地使用權、物業、廠房及設備、無形資產及商譽(續)

於二零二零年六月三十日，賬面淨值為人民幣93,152,000元的樓宇、賬面淨值為人民幣57,436,000元的機器及賬面淨值為人民幣28,088,000元的土地使用權已被抵押以取得本金為人民幣65,000,000元、人民幣50,000,000元及人民幣100,000,000元的銀行借款(附註17)(於二零一九年十二月三十一日，賬面淨值為人民幣95,381,000元的樓宇及賬面淨值為人民幣28,447,000元的土地使用權已被抵押以取得本金為人民幣66,000,000元及人民幣100,000,000元的銀行借款)。

9 INVESTMENTS ACCOUNTED FOR USING THE EQUITY METHOD**9 使用權益法入賬的投資**

		Six months ended 30 June 2020 截至二零二零年 六月三十日止六個月 RMB'000 人民幣千元 Unaudited 未經審核
At the beginning of the half-year	半年度初	698,283
Share of net loss of investments accounted for using the equity method	應佔使用權益法入賬的投資損失淨額	(1,597)
At end of the half-year	半年度末	696,686

9 INVESTMENTS ACCOUNTED FOR USING THE EQUITY METHOD
 (CONTINUED)

The Group's share of the results in a material associate - Highland Natural Water, and its aggregated assets and liabilities are shown below:

9 使用權益法入賬的投資(續)

本集團應佔主要聯營公司－高原天然水的業績，及其總資產及負債列示如下：

		As at 於	
		30 June 2020 二零二零年 六月三十日 RMB'000 人民幣千元 Unaudited 未經審核	31 December 2019 二零一九年 十二月三十一日 RMB'000 人民幣千元 Audited 經審核
Assets	資產	1,395,670	1,258,146
Liabilities	負債	889,290	751,151
		Unaudited 未經審核 Half-year 半年度	
		2020 二零二零年 RMB'000 人民幣千元	2019 二零一九年 RMB'000 人民幣千元
Revenue	收入	155,476	275,074
Share of profit	應佔利潤	—	15,046
Percentage held	所持百分比	43.981%	43.981%

9 INVESTMENTS ACCOUNTED FOR USING THE EQUITY METHOD
(CONTINUED)

Management performed impairment analysis for the investment in Highland Natural Water. The recoverable amount of the investment is determined based on value-in-use calculations, which is higher than fair value less disposal costs. These calculations use pre-tax cash flow projections based on financial budgets approved by management covering an eight-year period when optimum market share is expected to be reached. Cash flows beyond the eight-year period are extrapolated using the estimated growth rate.

The key assumptions used for value-in-use calculations as at 30 June 2020 and 31 December 2019 are as follows:

	As at 於	
	30 June 2020 二零二零年六月三十日	31 December 2019 二零一九年十二月三十一日
Compound annual revenue growth rate 複合年收入增長率	-6.8%~10.8%	8.0%~9.1%
Long-term growth rate 長期增長率	2.5%	2.5%
Gross margin 毛利率	51.6%~55.5%	55.7%~55.8%
Pre-tax discount rate 稅前貼現率	12.4%	12.4%

Revenue growth rate and gross margin are based on past performance and management's expectations on market development. The long-term growth rates used is in line with the long-term inflation rate forecast in China. The discount rate used is pre-tax and reflects specific risks relating to the business.

The executive Directors are of the view that there was no impairment of investment in Highland Natural Water as at 30 June 2020 (As at 31 December 2019, impairment loss amounting to RMB873,151,000 was recognised).

9 使用權益法入賬的投資(續)

管理層對於高原天然水的投資進行減值分析。投資的可收回金額乃基於使用價值的計算(高於公允價值減處置成本)釐定。該等計算使用了基於由管理層批准覆蓋了其時為有望達到最佳市場份額的八年期間的財務預算之稅前現金流量預測。超過八年期間的現金流量乃使用估計增長率推測。

於二零二零年六月三十日及二零一九年十二月三十一日使用價值的計算所使用的主要假設如下：

收入增長率及毛利率乃根據過往表現及管理層對市場發展的預期計算。所用的長期增長率與中國的長期通脹率預測一致。所用的貼現率為稅前貼現率，反映與業務有關的特定風險。

執行董事認為於二零二零年六月三十日，於高原天然水的投資並無出現減值(於二零一九年十二月三十一日，已確認減值虧損人民幣873,151,000元)。

10 TRADE RECEIVABLES

The aging analysis of trade receivables based on invoice dates is as follows:

		As at 於	
		30 June 2020 二零二零年 六月三十日 RMB'000 人民幣千元 Unaudited 未經審核	31 December 2019 二零一九年 十二月三十一日 RMB'000 人民幣千元 Audited 經審核
Within 6 months	6個月內	117,287	161,775
Over 6 months but within 1 year	超過6個月但不超過1年	141,486	75,426
Over 1 year but within 2 years	超過1年但不超過2年	47,863	67,027
Over 2 years	超過2年	19,531	32,512
		326,167	336,740
Less: loss allowance	減：損失撥備	(10,988)	(77,749)
		315,179	258,991

For the trade receivables arising from sales of water and beer products, the Group applies the IFRS 9 simplified approach to measure the expected credit losses which uses a lifetime expected loss allowance. For the trade receivables arising from loans to third parties, the Group uses three categories which reflect their credit risk and how the loan loss provision is determined for each of those categories. This resulted in the recognition of loss allowance for trade receivables amounting to RMB10,088,000 (Note 19) for the period ended 30 June 2020.

Trade receivables for which an impairment provision was recognised are written off against the provision when there is no expectation of recovering additional cash. For the period ended 30 June 2020, impairment provision amounting to RMB76,849,000 was written off.

10 應收貿易款

根據發票日期劃分之應收貿易款的賬齡分析如下：

本集團應用國際財務報告準則第9號之簡化方法即均使用存續期內預期損失撥備計量水和啤酒產品銷售產生的應收貿易款的預期信貸損失。對於向第三方貸款產生的應收貿易款，本集團使用三個類別反映其信用風險以及如何確定這三個類別的貸款損失準備。此導致截至二零二零年六月三十日止期間確認應收貿易款損失撥備人民幣10,088,000元(附註19)。

當預期無法收回額外現金時，已確認減值撥備的應收貿易款會就撥備進行撇銷。截至二零二零年六月三十日止期間，減值撥備人民幣76,849,000元已撇銷。

11 OTHER FINANCIAL ASSETS AT AMORTISED COST

11 以攤餘成本計量的其他金融資產

		As at 於	
		30 June 2020 二零二零年 六月三十日 RMB'000 人民幣千元 Unaudited 未經審核	31 December 2019 二零一九年 十二月三十一日 RMB'000 人民幣千元 Audited 經審核
Amounts due from third parties (a)	應收第三方款項(a)	1,166,598	612,710
Amounts due from associates (b) (Note 23)	應收聯營公司款項(b) (附註23)	63,590	189,800
Government grant receivable	政府補助應收款	—	24,320
Deposits	押金	229	213
Others	其他	6,378	6,861
		1,236,795	833,904
Less: loss allowance	減：損失撥備	(2,168)	(2,168)
		1,234,627	831,736

(a) The balances mainly include the following items:

- The loan to a third party company with outstanding principal amounting to RMB199,888,000 (2019: RMB223,000,000) and accrued interest of RMB1,004,000 (2019: RMB3,631,000), which bore an annual interest rate of 10%. Based on the contractual terms, the loan is repayable before 30 June 2021. The total principal and interest were pledged by 11.5% of Shannan Yalaxiangbu's equity interests and secured by Fudi Packaging's machinery.

(a) 結餘主要包括以下項目：

- 提供予一間第三方公司未償還本金金額為人民幣199,888,000元(二零一九年：人民幣223,000,000元)之貸款及應計利息人民幣1,004,000元(二零一九年：人民幣3,631,000元)，年利率為10%。根據合約條款，該貸款須於二零二一年六月三十日前償還。本金總額及利息由山南雅拉香布11.5%股權質押及由福地包裝之機器作抵押。

11 OTHER FINANCIAL ASSETS AT AMORTISED COST (CONTINUED)

(a) The balances mainly include the following items: (continued)

- The loan to a third party company with outstanding principal amounting to RMB196,100,000 (2019: RMB324,286,000) and accrued interest of RMB11,610,000 (2019: RMB19,281,000), which bore an annual interest rate of 10%. Based on the contractual terms, the loan is repayable before 6 July 2021. The total principal and interest were pledged by 26% of Shannan Yalaxiangbu's equity interests.
- The loan to a third party company with outstanding principal amounting to RMB158,644,000 (2019: nil) and accrued interest of RMB3,234,000 (2019: nil), which bore an annual interest rate of 10%. Based on the contractual terms, the loan is repayable before 16 March 2021.
- The loan to a third party company with outstanding principal amounting to RMB192,000,000 (2019: nil) and accrued interest of RMB11,139,000 (2019: nil), which bore an annual interest rate of 10%. Based on the contractual terms, the loan is repayable before 30 March 2021.

11 以攤餘成本計量的其他金融資產 (續)

(a) 結餘主要包括以下項目：(續)

- 提供予一間第三方公司未償還本金金額為人民幣196,100,000元(二零一九年：人民幣324,286,000元)之貸款及應計利息人民幣11,610,000元(二零一九年：人民幣19,281,000元)，年利率為10%。根據合約條款，該貸款須於二零二一年七月六日前償還。本金總額及利息由山南雅拉香布26%股權質押。
- 提供予一間第三方公司未償還本金金額為人民幣158,644,000元(二零一九年：零)之貸款及應計利息人民幣3,234,000元(二零一九年：零)，年利率為10%。根據合約條款，該貸款須於二零二一年三月十六日前償還。
- 提供予一間第三方公司未償還本金金額為人民幣192,000,000元(二零一九年：零)之貸款及應計利息人民幣11,139,000元(二零一九年：零)，年利率為10%。根據合約條款，該貸款須於二零二一年三月三十日前償還。

11 OTHER FINANCIAL ASSETS AT AMORTISED COST (CONTINUED)

(a) The balances mainly include the following items: (continued)

- The loan to a third party company with outstanding principal amounting to RMB32,000,000 (2019: RMB32,000,000) and accrued interest of RMB1,600,000 (2019: nil), which bore an annual interest rate of 10%. Based on the contractual terms, the loan is repayable before 31 December 2020. The total principal and interest were pledged by 2.5% of Shannan Yalaxiangbu's equity interests.
- Amount due from a third party company of RMB5,836,000 (2019: RMB5,836,000) was mainly the prepayment made for purchase of equipment, which was transferred to other financial assets at amortised cost due to the rescission of contracts.
- The loan to a third party company with outstanding principal amounting to RMB140,000,000 (2019: nil), which bore an annual interest rate of 10%. Based on the contractual terms, the loan is repayable before 30 June 2021.
- The loan to a third party company with outstanding principal amounting to RMB210,905,000 (2019: nil), which bore an annual interest rate of 10%. Based on the contractual terms, the loan is repayable before 30 June 2021.

11 以攤餘成本計量的其他金融資產 (續)

(a) 結餘主要包括以下項目：(續)

- 提供予一間第三方公司未償還本金金額為人民幣32,000,000元(二零一九年：人民幣32,000,000元)之貸款及應計利息人民幣1,600,000元(二零一九年：零)，年利率為10%。根據合約條款，該貸款須於二零二零年十二月三十一日前償還。本金總額及利息由山南雅拉香布2.5%股權質押。
- 應收一間第三方公司的款項人民幣5,836,000元(二零一九年：人民幣5,836,000元)主要為因購置設備而預付的款項，該款項因合約解除已轉撥至以攤餘成本計量的其他金融資產。
- 提供予一間第三方公司未償還本金金額為人民幣140,000,000元(二零一九年：零)之貸款，年利率為10%。根據合約條款，該貸款須於二零二一年六月三十日前償還。
- 提供予一間第三方公司未償還本金金額為人民幣210,905,000元(二零一九年：零)之貸款，年利率為10%。根據合約條款，該貸款須於二零二一年六月三十日前償還。

11 OTHER FINANCIAL ASSETS AT AMORTISED COST (CONTINUED)

(a) The balances mainly include the following items: (continued)

- The loan to an associate Fudi Packaging with outstanding principal amounting to RMB60,710,000 (2019: nil) and accrued interest of RMB1,480,000 (2019: nil), which bore an annual interest rate of 10% and was unsecured. Based on the contractual terms, the loan is repayable before 21 June 2021.

No additional loss allowance for the period ended 30 June 2020 was recognised for other financial assets at amortised cost.

11 以攤餘成本計量的其他金融資產 (續)

(a) 結餘主要包括以下項目：(續)

- 提供予一間聯營公司福地包裝未償還本金金額為人民幣60,710,000元(二零一九年：零)之貸款及應計利息人民幣1,480,000元(二零一九年：零)，年利率為10%及為無擔保。根據合約條款，該貸款須於二零二一年六月二十一日前償還。

於截至二零二零年六月三十日止期間，概無就以攤餘成本計量的其他金融資產確認額外損失撥備。

12 SHARE CAPITAL, SHARE PREMIUM AND RESERVES

12 股本、股份溢價及儲備

		Unaudited 未經審核				
		Equivalent				
		Number of ordinary shares	Nominal value of ordinary shares	nominal value of ordinary shares	Share premium	Other Reserves
		普通股數目	普通股 賬面值	普通股賬 面值等值	股份溢價	其他儲備
		(thousands)	HKD'000	RMB'000	RMB'000	RMB'000
		(千股)	千港元	人民幣千元	人民幣千元	人民幣千元
Opening balance at 1 January 2020	於二零二零年一月一日的 期初結餘	2,568,893	25,689	21,363	1,225,214	147,304
Currency translation differences	外幣折算差額	—	—	—	—	(5,525)
At 30 June 2020	於二零二零年六月三十日	2,568,893	25,689	21,363	1,225,214	141,779
Opening balance at 1 January 2019	於二零一九年一月一日的 期初結餘	2,568,893	25,689	21,363	1,206,829	177,924
Currency translation differences	外幣折算差額	—	—	—	—	(2,147)
At 30 June 2019	於二零一九年六月三十日	2,568,893	25,689	21,363	1,206,829	175,777

13 SHARES HELD FOR SHARE AWARD SCHEME

The balance of shares held for share award scheme is as follows:

	Unaudited 未經審核	
	Number of ordinary shares (thousands) 普通股數目(千股)	RMB'000 人民幣千元
Balance as at 1 January 2020 and 30 June 2020	65,626	173,037

On 18 August 2017, the Group adopted a share award scheme for purposes of (i) encouraging or facilitating the holding of Shares by the Selected Participants; (ii) encouraging and retaining certain individuals to work with the Group; and (iii) providing incentive for the Selected Participants to achieve performance goals. Based on the rules of the scheme, the Group may grant shares of the Company to eligible participants in the future.

On 8 September 2017, the Group entered an agreement with Bank of Communications Trustee Ltd. (the "Trustee") to establish a share award scheme trust ("Share Award Trust"), where the Trustee may purchase or subscribe ordinary shares of the Company on behalf of the Group from the open market, based on the instructions of the Group. The Share Award Trust is consolidated in the Group's consolidated financial statements as a special purpose entity.

13 為股份獎勵計劃持有的股份

為股份獎勵計劃持有的股份結餘如下：

於二零一七年八月十八日，本集團採納一項股份獎勵計劃，旨在(i)鼓勵或促進經選定參與者持有股份；(ii)鼓勵及挽留若干人士為本集團工作；及(iii)為經選定參與者實現績效目標提供獎勵。根據計劃規則，未來本集團可向合資格參與者授出本公司股份。

於二零一七年九月八日，本集團與交通銀行信託有限公司(「受託人」)訂立協議以成立股份獎勵計劃信託(「股份獎勵信託」)，據此，受託人可根據本集團的指示代表本集團於公開市場購買或認購本公司普通股。股份獎勵信託作為特別目的實體於本集團綜合財務報表綜合入賬。

14 DEFERRED INCOME TAX

The gross movement on the deferred tax assets and deferred tax liabilities was as follows:

		Half-year 半年度	
		30 June 2020 二零二零年 六月三十日 RMB'000 人民幣千元 Unaudited 未經審核	30 June 2019 二零一九年 六月三十日 RMB'000 人民幣千元 Unaudited 未經審核
Deferred tax assets:	遞延稅項資產：		
Opening balance at 1 January	於一月一日的期初結餘	9,511	2,838
Charge to profit or loss	自損益扣除	(2,367)	(47)
Closing balance at 30 June	於六月三十日的期末結餘	7,144	2,791
Deferred tax liabilities:	遞延稅項負債：		
Opening balance at 1 January	於一月一日的期初結餘	(9,695)	(15,255)
Credit to profit or loss	計入損益	961	927
Closing balance at 30 June	於六月三十日的期末結餘	(8,734)	(14,328)

15 TRADE AND NOTES PAYABLES

15 應付貿易款及應付票據

		As at 於	
		30 June 2020 二零二零年 六月三十日 RMB'000 人民幣千元 Unaudited 未經審核	31 December 2019 二零一九年 十二月三十一日 RMB'000 人民幣千元 Audited 經審核
Trade payables	應付貿易款	72,974	64,202
Notes payables	應付票據	249,806	259,679
		322,780	323,881

15 TRADE AND NOTES PAYABLES (CONTINUED)

As at 30 June 2020 and 31 December 2019, the aging analysis of trade payables based on invoice dates is as follows:

		As at 於	
		30 June 2020 二零二零年 六月三十日 RMB'000 人民幣千元 Unaudited 未經審核	31 December 2019 二零一九年 十二月三十一日 RMB'000 人民幣千元 Audited 經審核
Within 3 months	3個月內	29,592	34,180
Over 3 months but within 6 months	超過3個月但不超過6個月	12,932	13,147
Over 6 months but within 1 year	超過6個月但不超過1年	16,417	9,528
Over 1 year but within 2 years	超過1年但不超過2年	7,372	3,136
Over 2 years	超過2年	6,661	4,211
		72,974	64,202

The bank acceptance notes amounting to RMB179,290,000 were guaranteed by the Company and a subsidiary of the Company. The bank acceptance notes amounting to RMB70,516,000 were guaranteed by the Company and a third party company, and were pledged by 7% of an associate's equity interests. According to the agreement of bank acceptance notes, maturity dates of notes payables are based on the following schedule: RMB70,516,000, RMB68,726,000 and RMB110,564,000 on 25 December 2020, 18 January 2021 and 1 March 2021 respectively.

15 應付貿易款及應付票據(續)

於二零二零年六月三十日及二零一九年十二月三十一日，基於發票日期的應付貿易款的賬齡分析如下：

人民幣179,290,000元的銀行承兌匯票由本公司及本公司一間附屬公司提供保證。人民幣70,516,000元的銀行承兌匯票由本公司及一間第三方公司提供保證，並以一間聯營公司7%股權作質押。根據銀行承兌匯票協議，應付票據之到期日基於下列計劃：於二零二零年十二月二十五日、二零二一年一月十八日及二零二一年三月一日到期的款項分別為人民幣70,516,000元、人民幣68,726,000元及人民幣110,564,000元。

16 ACCRUALS AND OTHER PAYABLES

16 預提費用及其他應付款

		As at 於	
		30 June 2020 二零二零年 六月三十日 RMB'000 人民幣千元 Unaudited 未經審核	31 December 2019 二零一九年 十二月三十一日 RMB'000 人民幣千元 Audited 經審核
Salary payables	應付薪金	5,215	3,829
Welfare payables	應付福利	7,059	12,850
Payables for value added tax and other taxes	應繳增值稅及其他稅項	13,150	10,896
Accrued operating expenses	預提經營費用	6,081	9,125
Payables for purchase of equipment	購置設備應付款項	10,877	13,798
Audit fee payable	應付審計費	5,733	6,288
Professional service fee payable	應付專業服務費	4,698	4,277
Amounts payable for equity investment in an associate	應付一間聯營公司權益投資之款項	16,000	16,000
Amounts received from a third party	從第三方收到的款項	49,044	49,044
Deposits from customers	客戶存款	1,228	1,298
Borrowings from third parties (a)	第三方借款(a)	314,702	290,309
Others	其他	8,800	8,423
		442,587	426,137
Less:	減：		
Non-current portion - other payables	非流動部分－其他應付		
for equity investment in an associate	一間聯營公司權益投資之款項	16,000	16,000
Current portion	流動部分	426,587	410,137

16 ACCRUALS AND OTHER PAYABLES (CONTINUED)

(a) The balances include the following items:

- The loan from a third party company with outstanding principal amounting to RMB1,827,000 (2019: RMB1,792,000) and accrued interest of RMB118,000 (2019: RMB62,000). The loan bore an annual interest at 6% and is repayable on 2 December 2020.
- The loan from a third party company with outstanding principal amounting to RMB184,692,000 (2019: RMB181,134,000) and accrued interest of RMB12,869,000 (2019: RMB6,297,000). The loan, which was mainly used for the repayment of convertible bonds, bore an annual interest rate of 7% and is repayable on 31 October 2020. The lending company is ultimately held by Mr. Wang Peter Jian's spouse, and Mr. Wang Peter Jian is the substantial shareholder of the Company.
- The loan from a third party company with outstanding principal amounting to RMB2,284,000 (2019: RMB2,240,000) and accrued interest of RMB127,000 (2019: RMB58,000). The loan bore an annual interest rate of 6% and is repayable on 31 October 2020. The lending company is ultimately held by Mr. Wang Peter Jian's spouse.

16 預提費用及其他應付款(續)

(a) 結餘包括以下項目：

- 來自一間第三方公司未償還本金金額為人民幣1,827,000元(二零一九年：人民幣1,792,000元)之貸款及應計利息人民幣118,000元(二零一九年：人民幣62,000元)。該貸款年利率為6%及須於二零二零年十二月二日償還。
- 來自一間第三方公司未償還本金金額為人民幣184,692,000元(二零一九年：人民幣181,134,000元)之貸款及應計利息人民幣12,869,000元(二零一九年：人民幣6,297,000元)。該貸款主要用於償還可換股債券、年利率為7%及須於二零二零年十月三十一日償還。該貸款公司由王堅先生的配偶最終持有，王堅先生是本公司的主要股東。
- 來自一間第三方公司未償還本金金額為人民幣2,284,000元(二零一九年：人民幣2,240,000元)之貸款及應計利息人民幣127,000元(二零一九年：人民幣58,000元)。該貸款年利率為6%及須於二零二零年十月三十一日償還。該貸款公司由王堅先生的配偶最終持有。

16 ACCRUALS AND OTHER PAYABLES (CONTINUED)

(a) The balances include the following items: (continued)

- The loan from a third party company with outstanding principal amounting to RMB91,157,000 (2019: RMB89,401,000) and accrued interest of RMB6,206,000 (2019: RMB2,966,000). The loan, which was mainly used for the repayment of convertible bonds, bore an annual interest rate of 7% and is repayable on 31 October 2020. The lending company is ultimately held by Mr. Wang Peter Jian.
- The loan from a third party company with outstanding principal amounting to RMB1,370,000 (2019: nil) and accrued interest of RMB33,000 (2019: nil). The loan bore an annual interest rate of 6% and is repayable on 4 February 2021. The lending company is ultimately held by Mr. Wang Peter Jian.
- The loans from Mr. Wang Peter Jian with outstanding principal amounting to RMB13,619,000 (2019: RMB6,271,000) and accrued interest of RMB400,000 (2019: RMB88,000). The loans bore an annual interest rate of 6% and are repayable before 24 May 2021, of which an amount of RMB2,923,000 was repaid in July 2020.

16 預提費用及其他應付款(續)

(a) 結餘包括以下項目：(續)

- 來自一間第三方公司未償還本金金額為人民幣91,157,000元(二零一九年：人民幣89,401,000元)之貸款及應計利息人民幣6,206,000元(二零一九年：人民幣2,966,000元)。該貸款主要用於償還可換股債券，年利率為7%及須於二零二零年十月三十一日償還。該貸款公司由王堅先生最終持有。
- 來自一間第三方公司未償還本金金額為人民幣1,370,000元(二零一九年：零)之貸款及應計利息人民幣33,000元(二零一九年：零)。該貸款年利率為6%及須於二零二一年二月四日償還。該貸款公司由王堅先生最終持有。
- 來自王堅先生未償還本金金額為人民幣13,619,000元(二零一九年：人民幣6,271,000元)之貸款及應計利息人民幣400,000元(二零一九年：人民幣88,000元)。該貸款年利率為6%及須於二零二一年五月二十四日前償還，其中人民幣2,923,000元已於二零二零年七月償還。

17 BANK BORROWINGS

17 銀行借款

		As at 於	
		30 June 2020 二零二零年 六月三十日 RMB'000 人民幣千元 Unaudited 未經審核	31 December 2019 二零一九年 十二月三十一日 RMB'000 人民幣千元 Audited 經審核
Non-current	非流動		
Long-term borrowing from a bank - Guaranteed and pledged (a)	長期銀行借款－有保證及質押(a)	140,000	140,000
Current	流動		
Current portion of long-term borrowing from a bank - Guaranteed and pledged (a)	長期銀行借款的即期部分 －有保證及質押(a)	100,000	100,000
Current portion of long-term borrowing from a bank - Guaranteed and secured (b)	長期銀行借款的即期部分 －有保證及抵押(b)	75,000	90,000
Current portion of long-term borrowing from a bank - Secured (c)	長期銀行借款的即期部分 －有抵押(c)	150,000	—
Current portion of long-term borrowing from a bank - Guaranteed	長期銀行借款的即期部分 －有保證	—	110,000
Short-term borrowings from banks - Guaranteed and secured (d)	短期銀行借款－有保證及抵押(d)	115,000	66,000
Short-term borrowings from banks - Guaranteed and pledged (e)	短期銀行借款－有保證及質押(e)	160,000	160,000
Short-term borrowing from a bank - Guaranteed	短期銀行借款－有保證	—	50,000
		600,000	576,000
Total borrowings	借款總額	740,000	716,000

17 BANK BORROWINGS (CONTINUED)

The borrowings were all denominated in RMB as at 30 June 2020 and 31 December 2019.

- (a) The borrowing with principal amount of RMB290,000,000 was guaranteed by the Company and was pledged by 35% of a subsidiary's equity interests. The interest rate was based on the directive interest rate announced by the People's Bank of China Lhasa Central Sub-branch, which was 4.75% per annum as at 30 June 2020 of which 2.00% interest is charged in advance, which will be refunded when the relevant authority in the Chinese Central government refund the interest allowances to the lender. The tenure of the borrowing is from 8 November 2018 to 7 November 2021 and repayment terms are based on the following schedule: repayments of RMB50,000,000, RMB100,000,000 and RMB140,000,000 on 7 November 2019, 7 November 2020 and 29 October 2021 respectively. The first payment has been made by the Group based on the contractual terms. According to the loan agreement, unpaid principal of RMB100,000,000 is required to be repaid on 7 November 2020. Accordingly, borrowing amount of RMB100,000,000 was recorded as current liability as at 30 June 2020 and amount of RMB140,000,000 was recorded as non-current liability as at 30 June 2020.

17 銀行借款(續)

於二零二零年六月三十日及二零一九年十二月三十一日，所有借款均以人民幣計值。

- (a) 本金金額為人民幣290,000,000元的借款由本公司提供保證，以附屬公司35%權益作質押。利率基於中國人民銀行拉薩中心支行公佈的指示利率，於二零二零年六月三十日為每年4.75%，其中預先扣除2.00%利息，將於中國中央政府有關部門向貸款人退還利息撥備時退還。借款期為二零一八年十一月八日至二零二一年十一月七日，並按以下計劃償還：分別於二零一九年十一月七日、二零二零年十一月七日及二零二一年十月二十九日償還人民幣50,000,000元、人民幣100,000,000元及人民幣140,000,000元。本集團已根據合同條款償還首筆款項。根據借款協議，須於二零二零年十一月七日償還的未支付本金金額為人民幣100,000,000元。因此，於二零二零年六月三十日，借款人民幣100,000,000元列為流動負債，而於二零二零年六月三十日，借款人民幣140,000,000元則列為非流動負債。

17 BANK BORROWINGS (CONTINUED)

- (b) The borrowing with principal amount of RMB100,000,000 was guaranteed by a subsidiary of the Group and secured by the Group's factory plant with net book value of RMB64,602,000 (Note 8) and land use rights with net book value of RMB27,136,000 (Note 8). The interest rate was based on the directive interest rate announced by the People's Bank of China Lhasa Central Sub-branch, which was 4.75% per annum as at 30 June 2020 of which 2.00% interest is charged in advance, which will be refunded when the relevant authority in the Chinese Central government refund the interest allowances to the lender. The tenure of the borrowing is from 18 March 2019 to 17 March 2021 and repayment terms are based on the following schedule: repayments of RMB10,000,000, RMB15,000,000, RMB30,000,000 and RMB45,000,000 on 18 September 2019, 18 March 2020, 18 September 2020 and 7 March 2021 respectively. The first two payments have been made by the Group based on the contractual terms. Due to certain terms of the borrowing agreement, the outstanding borrowing amounting to RMB75,000,000 was recorded as current liability as at 30 June 2020.

17 銀行借款(續)

- (b) 本金金額為人民幣100,000,000元的借款由本集團的一間附屬公司提供保證，並以本集團賬面淨值為人民幣64,602,000元的工廠廠房(附註8)及賬面淨值為人民幣27,136,000元的土地使用權(附註8)作抵押。利率基於中國人民銀行拉薩中心支行公佈的指示利率，於二零二零年六月三十日為每年4.75%，其中預先扣除2.00%利息，將於中國中央政府有關部門向貸款人退還利息撥備時退還。借款期為二零一九年三月十八日至二零二一年三月十七日，並按以下計劃償還：分別於二零一九年九月十八日、二零二零年三月十八日、二零二零年九月十八日及二零二一年三月十七日償還人民幣10,000,000元、人民幣15,000,000元、人民幣30,000,000元及人民幣45,000,000元。本集團已根據合同條款償還首兩筆款項。由於借款協議的某些條款，於二零二零年六月三十日，尚未償還借款人民幣75,000,000元列為流動負債。

17 BANK BORROWINGS (CONTINUED)

- (c) The borrowing with principal amount of RMB150,000,000 was secured by a third party's land use rights. The interest rate is 2.45% based on 160bp down of the one-year Loan Prime Rate ("LPR"). The tenure of the borrowing is from 5 March 2020 to 4 March 2023 and repayment terms are based on the following schedule: repayments of RMB10,000,000, RMB10,000,000, RMB20,000,000, RMB20,000,000, RMB40,000,000 and RMB50,000,000 on 15 August 2020, 15 March 2021, 15 August 2021, 15 March 2022, 15 August 2022 and 4 March 2023 respectively. Due to certain terms of the borrowing agreement, the bank has the potential right to request for repayment of the loan before the contractual maturity dates. Accordingly, the outstanding borrowing amounting to RMB150,000,000 was recorded as current liability as at 30 June 2020.

17 銀行借款(續)

- (c) 本金金額為人民幣150,000,000元的借款由第三方土地使用權作抵押。根據一年期貸款基礎利率(「貸款基礎利率」)下調160個基點利率為2.45%。借款期為二零二零年三月五日至二零二三年三月四日，並按以下計劃償還：分別於二零二零年八月十五日、二零二一年三月十五日、二零二一年八月十五日、二零二二年三月十五日、二零二二年八月十五日及二零二三年三月四日償還人民幣10,000,000元、人民幣10,000,000元、人民幣20,000,000元、人民幣20,000,000元、人民幣40,000,000元及人民幣50,000,000元。由於借款協議的某些條款，該銀行擁有合同到期日之前要求償還貸款的潛在權利。因此，於二零二零年六月三十日，尚未償還借款人民幣150,000,000元列為流動負債。

17 BANK BORROWINGS (CONTINUED)

(d) The balances include the following borrowings from banks:

- (i) The borrowing with principal amount of RMB65,000,000 was guaranteed by the Company and secured by the Group's factory plant with net book value of RMB28,550,000 (Note 8) and land use rights with net book value of RMB952,000 (Note 8). The loan is at fixed interest rate of 3.85% per annum. The tenure of the borrowing is from 20 June 2020 to 19 June 2021.
- (ii) The borrowing with principal amount of RMB50,000,000 was guaranteed by a subsidiary of the Group and secured by the Group's machineries with net book value of RMB57,436,000 (Note 8). The loan is at fixed interest rate of 4.05% per annum. The tenure of the borrowing is from 6 March 2020 to 5 March 2021.

(e) The balances include the following borrowings from banks:

- (i) The borrowing with principal amount of RMB100,000,000 was guaranteed by a subsidiary of the Group and was pledged by 15% of an associate's equity interests. The loan is at fixed interest rate of 2.25% per annum. The tenure of the borrowing is from 20 September 2019 to 20 September 2020.
- (ii) The borrowing with principal amount of RMB60,000,000 was guaranteed by a subsidiary of the Group and the Company, and was pledged by 15% of an associate's equity interests. The loan is at fixed interest rate of 4.15% per annum. The tenure of the borrowing is from 6 December 2019 to 6 December 2020.

17 銀行借款(續)

(d) 結餘包括以下銀行借款：

- (i) 本金金額為人民幣65,000,000元的借款由本公司提供保證，並以本集團賬面淨值為人民幣28,550,000元的工廠廠房(附註8)及賬面淨值為人民幣952,000元的土地使用權(附註8)作抵押。該貸款的固定年利率為3.85%。借款期為二零二零年六月二十日至二零二一年六月十九日。
- (ii) 本金金額為人民幣50,000,000元的借款由本集團的一間附屬公司提供保證，並以本集團賬面淨值為人民幣57,436,000元的機器(附註8)作抵押。該貸款的固定年利率為4.05%。借款期為二零二零年三月六日至二零二一年三月五日。

(e) 結餘包括以下銀行借款：

- (i) 本金金額為人民幣100,000,000元的借款由本集團的一間附屬公司提供保證並由一間聯營公司15%的股權作質押。該貸款的固定年利率為2.25%。借款期為二零一九年九月二十日至二零二零年九月二十日。
- (ii) 本金金額為人民幣60,000,000元的借款由本集團的一間附屬公司及本公司提供保證並由一間聯營公司15%的股權作質押。該貸款的固定年利率為4.15%。借款期為二零一九年十二月六日至二零二零年十二月六日。

18 OTHER GAINS, NET

18 其他利得，淨額

		Unaudited 未經審核 Half-year 半年度	
		2020 二零二零年 RMB'000 人民幣千元	2019 二零一九年 RMB'000 人民幣千元
Fair value changes on FVPL (a)	以公允價值計量且其變動計入 損益的金融資產的公允價值變動(a)	6,370	5,520
Gain on disposal of FVPL	處置以公允價值計量且其變動計入 損益的金融資產的收益	—	4,563
Government grants	政府補助	3,718	1,211
Donation	捐贈	(140)	(60)
Others	其他	586	50
		10,534	11,284

(a) As at 30 June 2020, the Group held structured financial products amounting to RMB180,000,000 (30 June 2019: RMB170,000,000), and related fair value gains of RMB6,370,000 (six months ended 30 June 2019: RMB5,520,000) were recognised for the period ended 30 June 2020.

(a) 於二零二零年六月三十日，本集團持有結構性金融產品人民幣180,000,000元(二零一九年六月三十日：人民幣170,000,000元)，其於截至二零二零年六月三十日止期間確認相關公允價值收益人民幣6,370,000元(截至二零一九年六月三十日止六個月：人民幣5,520,000元)。

19 EXPENSES BY NATURE

Expenses included in cost of sales, selling and distribution costs, administrative expenses and net impairment losses on financial assets are analysed as follows:

19 按性質劃分的費用

包括銷售成本、銷售及分銷費用、行政費用及金融資產減值損失淨額的費用分析如下：

		Unaudited 未經審核 Half-year 半年度	
		2020 二零二零年 RMB'000 人民幣千元	2019 二零一九年 RMB'000 人民幣千元
Raw materials and consumables used	所用原材料及耗材	72,107	131,727
Decrease/(Increase) in the balances of inventories of finished goods and work in progress	產成品及在製品存貨結餘減少／(增加)	6,058	(4,654)
Transportation costs	運輸成本	14,998	27,896
Depreciation of PP&E (Note 8)	物業、廠房及設備折舊(附註8)	29,807	28,804
Depreciation of investment properties	投資性房地產折舊	117	58
Amortisation of land use rights (Note 8)	土地使用權攤銷(附註8)	357	357
Amortisation of intangible assets (Note 8)	無形資產攤銷(附註8)	11,025	10,904
Employee benefit expenses	僱員福利費用	30,806	41,318
Legal and other consulting service fee	法律和其他諮詢服務費用	4,174	4,172
Advertising and marketing expenditure	廣告及市場推廣費用	13,132	6,342
City construction tax and education surcharge	城市建設費及教育附加費	3,080	6,830
Electricity and other utility expenses	電力及其他能源費用	3,876	6,374
Repair, maintenance and rental expenses	修理、保養及租金費用	2,419	2,186
Net impairment losses on financial assets	金融資產減值損失淨額	10,088	1,870
Others	其他	1,816	3,217
		203,860	267,401

20 INCOME TAX EXPENSE

The Company was incorporated in the Cayman Islands. Under current laws of the Cayman Islands, there is no income, estate, corporation, capital gains or other taxes payable by the Company. The group entities established under the International Business Companies Acts of the British Virgin Islands are exempted from British Virgin Islands income taxes.

The group entities incorporated in the PRC are subject to PRC enterprise income tax. Major operational entities of the Group are located in Tibet and were entitled to preferential income tax rate. Based on the tax ruling announced by the PRC central tax authorities, the corporate income tax rate of Lhasa is 9% for the years from 2015 to 2021. From 2022 onwards, the corporate income tax rate in Tibet will resume to 15% if no further announcement from the PRC central tax authorities is made. The remaining entities incorporated in the PRC are taxed based on the statutory income tax rate of 25% for the six months ended 30 June 2020 and 2019 as determined in accordance with the relevant PRC income tax rules and regulations. The relevant deferred tax balances had been measured based on the expected tax rates applicable in the future. Hong Kong profits tax has been provided for at the rate of 16.5%.

20 所得稅費用

本公司於開曼群島註冊成立。根據開曼群島現行法律，本公司概無任何應繳所得稅、遺產稅、公司稅、資本增益稅或其他稅項。根據英屬處女群島的國際商務公司法成立的集團實體獲豁免繳付英屬處女群島的所得稅。

在中國註冊成立的集團實體須繳納中國企業所得稅。本集團的主要營運實體位於西藏並享受所得稅優惠稅率；根據中國中央稅務機關公佈的稅務規例，拉薩的企業所得稅稅率於二零一五年至二零二一年為9%。自二零二二年起，如中國中央稅務機關並無進一步公佈，則西藏的企業所得稅稅率將恢復至15%。其餘於中國註冊成立的實體於截至二零二零年及二零一九年六月三十日止六個月根據相關的中國所得稅規則及規例按25%的法定所得稅率繳稅。相關遞延稅項結餘已根據預期於日後適用的稅率予以計量。香港利得稅已按16.5%的稅率計提。

		Unaudited 未經審核 Half-year 半年度	
		2020 二零二零年 RMB'000 人民幣千元	2019 二零一九年 RMB'000 人民幣千元
Current income tax	當期所得稅	8,495	17,926
Deferred income tax	遞延所得稅	1,406	(880)
		9,901	17,046

Income tax expense is recognised based on management's estimate of the weighted average effective annual income tax rate expected for the full financial year.

所得稅費用根據管理層對整個財政年度預期加權平均實際年所得稅率的估計予以確認。

21 EARNINGS PER SHARE

(a) Basic earnings per share

Basic earnings per share for the six months ended 30 June 2020 and 2019 is calculated by dividing:

- the profit attributable to the owners of the Company
- by the weighted average number of ordinary shares outstanding during the financial period, excluding the shares held for share award scheme (Note 13).

21 每股盈利

(a) 每股基本盈利

截至二零二零年及二零一九年六月三十日止六個月的每股基本盈利乃經以下各項計算：

- 本公司擁有人應佔利潤，除以
- 該財政期間內已發行普通股的加權平均數計算，不包括股份獎勵計劃持有的股份(附註13)。

		Unaudited 未經審核 Half-year 半年度	
		2020 二零二零年	2019 二零一九年
Profit attributable to owners of the Company (RMB'000)	本公司擁有人應佔利潤 (人民幣千元)	50,397	146,981
Weighted average number of shares in issue (thousands)	已發行股份的加權平均數 (以千計)	2,503,267	2,503,267
Earnings per share (basic and diluted) (RMB cents per share)	每股盈利(基本及攤薄) (每股人民幣分)	2.01	5.87

21 EARNINGS PER SHARE (CONTINUED)

(b) Diluted earnings per share

Diluted earnings per share is calculated by adjusting the weighted average number of ordinary shares outstanding to assume conversion of all dilutive potential ordinary shares. As at 30 June 2020 and 31 December 2019, the Group has no dilutive ordinary shares.

22 DIVIDENDS

No dividend related to the year ended 31 December 2019 was paid during the six months ended 30 June 2020 (six months ended 30 June 2019: No dividend related to the year ended 31 December 2018 was paid). No dividend has been declared by the Company in respect of the six months ended 30 June 2020 (six months ended 30 June 2019: nil).

21 每股盈利(續)

(b) 每股攤薄盈利

每股攤薄盈利乃經調整已發行普通股加權平均數以假設轉換所有具攤薄效應的潛在普通股而計算。於二零二零年六月三十日及二零一九年十二月三十一日，本集團並無攤薄普通股。

22 股息

截至二零二零年六月三十日止六個月期間概無支付有關截至二零一九年十二月三十一日止年度的股息(截至二零一九年六月三十日止六個月：概無支付有關截至二零一八年十二月三十一日止年度的股息)。本公司並無宣派截至二零二零年六月三十日止六個月的任何股息(截至二零一九年六月三十日止六個月：無)。

23 RELATED PARTY TRANSACTIONS

Related parties are those parties that have the ability to control the other party or exercise significant influence in making financial and operating decisions. Parties are also considered to be related if they are subject to common control.

(a) Transactions with related parties

		Unaudited 未經審核 Half-year 半年度	
		2020 二零二零年 RMB'000 人民幣千元	2019 二零一九年 RMB'000 人民幣千元
Revenue from	來自下列各項的收入		
– Rental income from associates	– 來自聯營公司的租金收入	3,847	2,416
– Sales of raw materials	– 向聯營公司銷售原材料及耗材		
and consumables to associates		522	48,468
– Sales of water products to an associate	– 銷售水產品予一間聯營公司	2,303	—
Purchase of goods from associates	向聯營公司購買商品	100,692	59,389
Amounts paid to associates	已付聯營公司款項	—	231,424
Loans granted to associates	借予聯營公司款項	250,710	—
Repayments received from loans to associates	已收一間聯營公司還款	16,584	—
Financial guarantee for an associate	一間聯營公司財務擔保	170,000	—

Above were the transactions between the Group and associates including Highland Natural Water, Fudi Packaging and Great Wall 5100 Technology Co., Ltd. ("Great Wall 5100"). The transactions were based on agreed terms among the parties involved.

23 關聯方交易

關聯方是指能夠控制另一方或對其財務及經營決策施加重大影響的人士。共同控制實體亦被視為關聯方。

(a) 與關聯方的交易

以上為本集團與聯營公司(包括高原天然水、福地包裝及長城五一零零科技有限公司(「長城五一零零」))之間的交易。該等交易乃基於有關訂約方協定的條款進行。

23 RELATED PARTY TRANSACTIONS (CONTINUED)

(b) Balances with related parties

The Group had the following balances with related parties:

		As at 於	
		30 June 2020 二零二零年 六月三十日 RMB'000 人民幣千元 Unaudited 未經審核	31 December 2019 二零一九年 十二月三十一日 RMB'000 人民幣千元 Audited 經審核
Trade receivables	應收貿易款		
– Highland Natural Water	– 高原天然水	40,259	—
– Great Wall 5100	– 長城五一零零	573	—
		40,832	—
Prepayment	預付款項		
– Fudi Packaging	– 福地包裝	—	52,582
Trade payable	應付貿易款		
– Fudi Packaging	– 福地包裝	—	2,251
Contract liabilities	合同負債		
– Highland Natural Water	– 高原天然水	63	7,657
– Great Wall 5100	– 長城五一零零	—	1,002
		63	8,659
Other financial assets at amortised cost (Note 11)	以攤餘成本計量的其他金融資產 (附註11)		
– Highland Natural Water	– 高原天然水	—	189,800
– Fudi Packaging	– 福地包裝	63,590	—
		63,590	189,800

23 關聯方交易(續)

(b) 與關聯方的結餘

本集團與關聯方有下列結餘：

23 RELATED PARTY TRANSACTIONS (CONTINUED)

(c) Key management compensation

The compensation paid or payable to key management is shown below:

		Unaudited 未經審核 Half-year 半年度	
		2020 二零二零年 RMB'000 人民幣千元	2019 二零一九年 RMB'000 人民幣千元
Salaries and other short-term employee benefits	薪金及其他短期僱員福利	5,237	5,690

24 COMMITMENT AND CONTINGENT LIABILITIES

(a) Capital commitments

As at 30 June 2020 and 31 December 2019, capital expenditures contracted for but not yet incurred were as follows:

		As at 於	
		30 June 2020 二零二零年 六月三十日 RMB'000 人民幣千元 Unaudited 未經審核	31 December 2019 二零一九年 十二月三十一日 RMB'000 人民幣千元 Audited 經審核
Property, plant and equipment	物業、廠房及設備	37,359	37,359
Equity investment	權益投資	16,000	16,000
		53,359	53,359

23 關聯方交易(續)

(c) 主要管理人員報酬

已付或應付主要管理人員的報酬呈列如下：

24 承諾和或然負債

(a) 資本性承諾

於二零二零年六月三十日及二零一九年十二月三十一日，已定約但尚未產生之資本開支如下：

24 COMMITMENT AND CONTINGENT LIABILITIES (CONTINUED)

(b) Contingent Liabilities

The Group provided financial guarantee amounting to RMB370,000,000 to associates as at 30 June 2020 (31 December 2019: RMB200,000,000). An associate repaid bank borrowing amounting to RMB100,000,000 on 9 July 2020. The remaining balance of financial guarantee is RMB270,000,000.

25 SEASONALITY OF OPERATIONS

The sales of the Group for water products are subject to seasonal fluctuations while there is no obvious seasonality of operations for beer products. The peak demand period for water products is the second and third quarters of the year. This is due to the seasonal weather conditions.

In the financial year ended 31 December 2019, 57% of water products revenues accumulated in the second and third quarters of the year.

24 承諾和或然負債(續)

(b) 或然負債

於二零二零年六月三十日，本集團向聯營公司提供的財務擔保為人民幣370,000,000元(二零一九年十二月三十一日：人民幣200,000,000元)。於二零二零年七月九日，一間聯營公司償還銀行借款人民幣100,000,000元，財務擔保的餘額為人民幣270,000,000元。

25 經營的季節性

本集團水產品的銷售受季節性波動影響，而啤酒產品的經營則無明顯的季節性。水產品於年中第二季度及第三季度的需求最高。季節性氣候條件是造成這一現象的原因。

於截至二零一九年十二月三十一日止財政年度，年中第二季度及第三季度累計水產品收入佔比為57%。

SHARE OPTION SCHEME

The Company has adopted a share option scheme (the “Share Option Scheme”) on 7 September 2012. The purpose of the Share Option Scheme is to enable the Board, at its discretion, to grant options to selected eligible participants to motivate them and to optimise their performance and efficiency for the benefit of the Group.

The Board may, at its discretion, grant options pursuant to the Share Option Scheme to Directors (including the independent non-executive Directors) of the Company and/or any of subsidiary of the Company, employees of the Group and other persons the Board considers have contributed or will contribute to the Group. In general, the maximum number of shares in respect of which options may be granted under the Share Option Scheme must not in aggregate exceed 10% of the issued share capital of the Company, unless otherwise approved by the shareholders of the Company (the “Shareholders”) in general meeting and/or other requirements prescribed under the Listing Rules. The maximum number of shares available in respect of which options may be granted under the Share Option Scheme is 256,889,300 shares. The subscription price of a share in respect of a particular option shall be not less than the highest of (a) the official closing price of the shares on the daily quotation sheet of the Stock Exchange; (b) the average official closing price of the shares on the daily quotation sheet of the Stock Exchange for the five business days immediately preceding the date of offer; and (c) the nominal value of a share. The Share Option Scheme shall remain effective within a period of 10 years from the adoption date.

The Company granted 25,200,000 share options for the subscription of 25,200,000 shares of the Company on 16 December 2015. However, these share options had lapsed on 31 December 2018.

The maximum number of shares issued and to be issued upon exercise of the options under the Share Option Scheme to each eligible participant in any 12-month period shall not exceed 1% of the issued share capital of the Company, unless with the prior approval from the Shareholders and with such participant and his associates abstaining from voting. Options granted to any Director or substantial Shareholder, or any of their respective associates, shall be subject to the prior approval of the independent non-executive Directors (excluding any independent non-

購股權計劃

本公司於二零一二年九月七日採納購股權計劃(「購股權計劃」)。購股權計劃旨在讓董事會可酌情向選定之合資格參與者授出購股權，以激勵參與者及提升彼等之表現及效率，藉以提高本集團之利益。

董事會根據購股權計劃可酌情決定向本公司及／或本公司任何附屬公司之董事(包括獨立非執行董事)、本集團僱員及董事會認為對本集團已作出或將作出貢獻的其他人士授出購股權。一般而言，根據購股權計劃可能授出的購股權所涉及的股份數目上限共不得超過本公司已發行股本的10%，惟本公司股東(「股東」)在股東大會上另行批准及／或上市規則有其他規定者除外。根據購股權計劃最大可能授出的購股權所涉及的股份數目為256,889,300股股份。某一特定購股權所涉及股份的認購價不得低於以下三者的最高者：(a)股份於聯交所每日報價表所報的官方收市價；(b)緊接要約日期前五個營業日股份於聯交所每日報價表所報的官方收市價平均數；及(c)股份面值。購股權計劃自採納日期起計10年期間仍屬有效。

本公司於二零一五年十二月十六日授出25,200,000份購股權，可認購本公司25,200,000股股份，但該些購股權已於二零一八年十二月三十一日失效。

於任何十二個月期間，因行使根據購股權計劃授出的購股權而向各合資格參與者已發行及將發行之股份數目上限不得超過本公司已發行股本的1%，惟除非獲股東事先批准且有關參與者及其聯繫人放棄投票。向任何董事或主要股東或任何彼等各自的聯繫人授出購股權須獲獨立非執行董事(不包括身份有關購股權承授人之任何獨立非執行董事)事

executive Director who is the grantee). Where any option granted to a substantial Shareholder or an independent non-executive Director, or any of their respective associates, would result in the shares issued and to be issued upon exercise of all options already granted and to be granted to such person in the 12-month-period up to and including the date of such grant, (i) representing in aggregate over 0.1% of the issued share capital of the Company; and (ii) having an aggregate value, based on the closing price of the shares at the date of each grant, in excess of HKD5 million, such grant of options shall be subject to prior approval of the Shareholders in general meeting by way of poll.

An offer of a grant of an option under the Share Option Scheme shall remain open for acceptance for no more than 14 days from the offer date. Upon acceptance of the option, the grantee shall pay HKD1 to the Company as consideration for the grant. Options may be exercised in accordance with the terms of the Share Option Scheme at any time during a period determined by the Board which shall not exceed 10 years from the date of grant. The subscription price shall be determined by the Board in its absolute discretion, and in any event shall not be less than the highest of (i) the closing price of the shares as stated in the daily quotation sheets of the Stock Exchange on the offer date, (ii) the average closing price of the shares as stated in the daily quotation sheets of the Stock Exchange for the five business days immediately preceding the offer date, and (iii) the nominal value of a share. The period during which an option may be exercised will be determined by the Board in its absolute discretion, save that no option may be exercised more than ten years after it has been granted. No option may be granted more than ten years after the adoption date of the Share Option Scheme (i.e. 7 September 2012). Subject to earlier termination by the Company in general meeting or by the Board, the Share Option Scheme shall be valid and effective for a period of ten years from the adoption date.

During the six months ended 30 June 2020, no share options were granted, exercised, lapsed nor cancelled under the Share Option Scheme. As at 30 June 2020, the Company had no other outstanding share options.

先批准。倘向主要股東或獨立非執行董事或任何彼等各自的聯繫人授予購股權將導致於截至及包括授出日期前十二個月期間因行使已授予或將授予有關人士的全部購股權而已發行及將予發行的股份：(i)合共超過本公司已發行的股本的0.1%；及(ii)按各授出日期股份收市價計算的總值超過5百萬港元，則授出有關購股權須經股東於股東大會以投票方式事先批准。

根據購股權計劃授出購股權的要約自要約日期起計不多於14日內可供接納。於接納有關購股權時，承授人須向本公司支付1港元作為授出代價。購股權可根據購股權計劃條款自董事會決定的期間隨時行使，該期間不應超過該購股權授出日期起計10年。認購價將由董事會全權酌情釐定，且於任何情況下不得低於以下三者的最高者：(i)股份於要約日期在聯交所每日報價表所報的收市價；(ii)緊接要約日期前五個營業日在聯交所每日報價表所報的股份收市價平均數；及(iii)股份面值。購股權可行使的期間由董事會全權酌情釐定，惟不得超過授出購股權當日起計十年。於購股權計劃採納日期起(即二零一二年九月七日)十年後不得授出購股權。除非本公司於股東大會或經由董事會提前終止，否則購股權計劃自採納日期起十年內有效及具效力。

截至二零二零年六月三十日止六個月，並無購股權根據購股權計劃獲授出、獲行使、已失效或遭註銷。於二零二零年六月三十日，本公司並無其他尚未行使的購股權。

DISCLOSEABLE INTERESTS OF SHAREHOLDERS UNDER THE SECURITIES AND FUTURES ORDINANCE ("SFO")

As at 30 June 2020, the following persons had an interest or short position in the shares or underlying shares of the Company which were recorded in the register required to be kept by the Company under Section 336 of the SFO:

根據證券及期貨條例(「證券及期貨條例」)股東的須予披露權益

於二零二零年六月三十日，下列人士於根據證券及期貨條例第336條規定須由本公司存置的登記冊記錄的本公司股份或相關股份中擁有權益或淡倉：

Name 姓名	Long/short position 好倉／淡倉	Capacity/Nature of interest 身份／權益性質	Number of shares/ underlying shares 股份／相關股份的數目	Approximate percentage of shareholding 股權概約百分比
Tianshan Industry Investment Limited (Note 1)	Long position	Beneficial owner	462,400,740 shares	18.00%
Tianshan Industry Investment Limited (附註1)	好倉	實益擁有人	462,400,740 股股份	18.00%
Khorgos Tianshan No.1 Industrial Investment Fund Limited Partnership (Note 2)	Long position	Interest of controlled corporation	462,400,740 shares	18.00%
霍爾果斯天山一號產業投資基金有限合夥 企業(附註2)	好倉	受控法團的權益	462,400,740 股股份	18.00%
新疆金融投資有限公司 (Note 2)	Long position	Interest of controlled corporation	462,400,740 shares	18.00%
新疆金融投資有限公司(附註2)	好倉	受控法團的權益	462,400,740 股股份	18.00%
新疆維吾爾自治區人民政府國有資產監督 管理委員會 (Note 2)	Long position	Interest of controlled corporation	462,400,740 shares	18.00%
新疆維吾爾自治區人民政府國有資產監督 管理委員會(附註2)	好倉	受控法團的權益	462,400,740 股股份	18.00%
新疆天山產業投資基金管理有限公司 (Notes 2 & 3)	Long position	Interest of controlled corporation	462,400,740 shares	18.00%
新疆天山產業投資基金管理有限公司 (附註2 & 3)	好倉	受控法團的權益	462,400,740 股股份	18.00%
申萬宏源產業投資管理有限責任公司 (Note 4)	Long position	Interest of controlled corporation	462,400,740 shares	18.00%
申萬宏源產業投資管理有限責任公司(附註4)	好倉	受控法團的權益	462,400,740 股股份	18.00%
申萬宏源集團股份有限公司 (Note 5)	Long position	Interest of controlled corporation	462,400,740 shares	18.00%
申萬宏源集團股份有限公司(附註5)	好倉	受控法團的權益	462,400,740 股股份	18.00%

Name 姓名	Long/short position 好倉／淡倉	Capacity/Nature of interest 身份／權益性質	Number of shares/ underlying shares 股份／相關股份的數目	Approximate percentage of shareholding 股權概約百分比
中央匯金投資有限責任公司 (Notes 3, 4 & 5)	Long position	Interest of controlled corporation	462,400,740 shares	18.00%
中央匯金投資有限責任公司(附註3、4 & 5)	好倉	受控法團的權益	462,400,740 股股份	18.00%
Tibet Water Resources Limited (Note 6)	Long position	Beneficial owner	437,410,960 shares	17.02%
西藏水資源有限公司(附註6)	好倉	實益擁有人	437,410,960 股股份	17.02%
Maple Essence Investments Limited (Note 7)	Long position	Interest of controlled corporation	437,410,960 shares	17.02%
楓華投資有限公司(附註7)	好倉	受控法團的權益	437,410,960 股股份	17.02%
True Asset Holdings Limited (Note 8)	Long position	Interest of controlled corporation	437,410,960 shares	17.02%
True Asset Holdings Limited (附註8)	好倉	受控法團的權益	437,410,960 股股份	17.02%
Mr. WANG Peter Jian (also known as Mr. WANG Jian Peter) (Notes 8 & 9)	Long position	Interest of controlled corporation	437,410,960 shares	17.02%
王堅先生(附註8 & 9)	好倉	受控法團的權益	437,410,960 股股份	17.02%

Notes:

附註：

- (1) Tianshan Industry Investment Limited is 100% held by Khorgos Tianshan No.1 Industrial Investment Fund Limited Partnership, which is in turn held as to 46.36% by 新疆金融投資有限公司, which is in turn 100% held by 新疆維吾爾自治區人民政府國有資產監督管理委員會。Tianshan Industry Investment Limited holds 462,400,740 shares in the Company.

- (1) Tianshan Industry Investment Limited由霍爾果斯天山一號產業投資基金有限合夥企業持有100%。霍爾果斯天山一號產業投資基金有限合夥企業由新疆金融投資有限公司持有46.36%，新疆金融投資有限公司由新疆維吾爾自治區人民政府國有資產監督管理委員會持有100%。Tianshan Industry Investment Limited持有本公司462,400,740股股份。

- (2) Khorgos Tianshan No.1 Industrial Investment Fund Limited Partnership holds 100% equity interest in Tianshan Industry Investment Limited and is therefore deemed to be interested in the 462,400,740 shares in the Company in which Tianshan Industry Investment Limited is interested in. Khorgos Tianshan No.1 Industrial Investment Fund Limited Partnership is owned by 新疆金融投資有限公司 as to 46.36%. Therefore, 新疆金融投資有限公司 is deemed to be interested in 462,400,740 shares in the Company. 新疆維吾爾自治區人民政府國有資產監督管理委員會 holds 46.36% equity interest in Tianshan Industry Investment Limited through 新疆金融投資有限公司 and Khorgos Tianshan No.1 Industrial Investment Fund Limited Partnership. Therefore, 新疆維吾爾自治區人民政府國有資產監督管理委員會 is deemed to be interested in 462,400,740 shares in the Company held by Tianshan Industry Investment Limited.
- (2) 霍爾果斯天山一號產業投資基金有限合夥企業持有Tianshan Industry Investment Limited 100%股權，因此被視為於Tianshan Industry Investment Limited所擁有的本公司462,400,740股股份中擁有權益。新疆金融投資有限公司擁有霍爾果斯天山一號產業投資基金有限合夥企業46.36%，因此被視為於本公司462,400,740股股份中擁有權益。新疆維吾爾自治區人民政府國有資產監督管理委員會透過新疆金融投資有限公司及霍爾果斯天山一號產業投資基金有限合夥企業持有Tianshan Industry Investment Limited 46.36%股權，因此被視為於Tianshan Industry Investment Limited所擁有的本公司462,400,740股股份中擁有權益。
- (3) Khorgos Tianshan No.1 Industrial Investment Fund Limited Partnership is held as to 0.66% by and is accustomed to act in accordance with the directions of 新疆天山產業投資基金管理有限公司, which is therefore deemed to be interested in 462,400,740 shares in the Company held by Tianshan Industry Investment Limited. 新疆天山產業投資基金管理有限公司 is owned by 新疆金融投資有限公司 as to 30%.
- (3) 霍爾果斯天山一號產業投資基金有限合夥企業由新疆天山產業投資基金管理有限公司持有0.66%及慣於根據後者的指令行事，因此新疆天山產業投資基金管理有限公司被視為於Tianshan Industry Investment Limited所擁有的本公司462,400,740股股份中持有權益。新疆金融投資有限公司擁有新疆天山產業投資基金管理有限公司30%。
- (4) 申萬宏源產業投資管理有限責任公司 holds 30% equity interest in 新疆天山產業投資基金管理有限公司. Therefore, 申萬宏源產業投資管理有限責任公司 is deemed to be interested in 462,400,740 shares in the Company held by Tianshan Industry Investment Limited. 申萬宏源產業投資管理有限責任公司 is held as to 20.05% by and is accustomed to act in accordance with the directions of 中央匯金投資有限責任公司, which is therefore deemed to be interested in 462,400,740 shares in the Company held by Tianshan Industry Investment Limited.
- (4) 申萬宏源產業投資管理有限責任公司擁有新疆天山產業投資基金管理有限公司30%，因此被視為於Tianshan Industry Investment Limited所擁有的本公司462,400,740股股份中持有權益。申萬宏源產業投資管理有限責任公司由中央匯金投資有限責任公司持有20.05%及慣於根據後者的指令行事，因此中央匯金投資有限責任公司被視為於Tianshan Industry Investment Limited所擁有的本公司462,400,740股股份中持有權益。
- (5) Khorgos Tianshan No.1 Industrial Investment Fund Limited Partnership is owned by 申萬宏源集團股份有限公司 as to 33.11%. Therefore, 申萬宏源集團股份有限公司 is deemed to be interested in 462,400,740 shares in the Company. 中央匯金投資有限責任公司 holds 61.67% equity interest in 申萬宏源集團股份有限公司. 中央匯金投資有限責任公司 holds 33.11% equity interest in Khorgos Tianshan No. 1 Industrial Investment Fund Limited Partnership through the control of 申萬宏源集團股份有限公司. Therefore, 中央匯金投資有限責任公司 is deemed to be interested in 462,400,740 shares in the Company held by Tianshan Industry Investment Limited.
- (5) 申萬宏源集團股份有限公司擁有霍爾果斯天山一號產業投資基金有限合夥企業33.11%，因此被視為於本公司462,400,740股股份中擁有權益。中央匯金投資有限責任公司持有申萬宏源集團股份有限公司61.67%股權。中央匯金投資有限責任公司透過控制申萬宏源集團股份有限公司持有霍爾果斯天山一號產業投資基金有限合夥企業33.11%股權，因此被視為於Tianshan Industry Investment Limited所擁有權益的本公司462,400,740股股份中擁有權益。

- (6) Tibet Water Resources Limited is held as to 100% by Maple Essence Investments Limited, which is in turn wholly-owned by True Asset Holdings Limited. Tibet Water Resources Limited holds 437,410,960 shares in the Company.
- (7) Maple Essence Investments Limited holds 100% equity interest in Tibet Water Resources Limited and is therefore deemed to be interested in the 437,410,960 shares in the Company in which Tibet Water Resources Limited is interested in. Maple Essence Investments Limited is wholly-owned by True Asset Holdings Limited.
- (8) True Asset Holdings Limited holds 100% equity interest in Maple Essence Investments Limited, which in turn wholly-owns Tibet Water Resources Limited. Therefore, True Asset Holdings Limited is deemed to be interested in 437,410,960 shares in the Company in which Tibet Water Resources Limited is interested in.
- (9) True Asset Holdings Limited is wholly-owned by Mr. WANG Peter Jian. Therefore, Mr. WANG Peter Jian is deemed to be interested in 437,410,960 shares in the Company in which Tibet Water Resources Limited is interested. For the purpose of the SFO, the spouse of Mr. WANG Peter Jian is taken to have a duty of disclosure in relation to the said 437,410,960 shares in the Company. The interest disclosed by the spouse of Mr. WANG Peter Jian is that of Mr. WANG Peter Jian which is deemed to be attributed to her pursuant to the SFO for disclosure purposes. Nevertheless, she has no interest, legal or beneficial, in those shares in the Company.
- (6) 西藏水資源有限公司由楓華投資有限公司持有 100%，楓華投資有限公司由 True Asset Holdings Limited 全資擁有。西藏水資源有限公司持有本公司 437,410,960 股股份。
- (7) 楓華投資有限公司持有西藏水資源有限公司 100% 股權，因此被視為於西藏水資源有限公司所擁有權益的本公司 437,410,960 股股份中擁有權益。楓華投資有限公司由 True Asset Holdings Limited 全資擁有。
- (8) True Asset Holdings Limited 透過楓華投資有限公司持有西藏水資源有限公司 100% 股權。因此，True Asset Holdings Limited 被視為於西藏水資源有限公司所擁有權益的本公司 437,410,960 股股份中擁有權益。
- (9) True Asset Holdings Limited 由王堅先生全資擁有。因此，王堅先生被視為於西藏水資源有限公司所擁有權益的本公司 437,410,960 股股份中擁有權益。為了證券及期貨條例的目的，王堅先生的配偶有責任對該本公司 437,410,960 股股份作出披露。王堅先生的配偶所披露的權益是由王堅先生所擁有的；而為了披露的目的，根據證券及期貨條例，該等權益也被視為歸於王堅先生的配偶。然而，她並沒有對該等本公司股份擁有任何法定或實益權益。

Save as disclosed above, as at 30 June 2020, the Directors and the chief executive of the Company were not aware of any other person (other than the Directors and the chief executive of the Company) who had, or was deemed to have, interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company and the Stock Exchange 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 as otherwise notified to the Company and the Stock Exchange.

除上文所披露者外，於二零二零年六月三十日，董事及本公司主要行政人員概不知悉任何其他人士（董事及本公司主要行政人員除外）於本公司股份或相關股份中擁有或視為擁有根據證券及期貨條例第XV部第2及第3分部規定須向本公司及聯交所披露或根據證券及期貨條例第336條須由本公司存置的登記冊所記錄或以其他方式須知會本公司及聯交所的權益或淡倉。

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS IN SHARES

As at 30 June 2020, the interests and short positions of the Directors and chief executive of the Company in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO), which are required to be recorded in the register maintained by the Company under Section 352 of the SFO or notified to the Company and the Stock Exchange pursuant to the Model Code were as follows:

Long positions in shares of the Company:

Name of Director 董事姓名	Capacity/Nature of interest 身份／權益性質	No. of ordinary shares held 所持普通股數目	Approximate percentage of shareholding 股權概約百分比
Mr. DAI Yang 戴揚先生	Beneficial owner 實益擁有人	16,000	0.0006

PURCHASE, SALE OR REDEMPTION OF SHARES

For the first half of 2020, neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's shares.

UPDATE ON DIRECTORS' INFORMATION

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

Mr. Kevin Cheng WEI (*independent non-executive Director*)

- resigned as an independent director of Alpha Peak Leisure Inc. (TSX-V: AAP), a company listed on the TSX Venture Exchange in Canada, with effect from 22 June 2020.

Mr. HUNG Ka Hai Clement (*independent non-executive Director*)

- resigned as an independent non-executive director of Zhongchang International Holdings Group Limited (stock code: 859) with effect from 15 June 2020.

董事及主要行政人員於股份中的權益

於二零二零年六月三十日，董事及本公司主要行政人員於本公司及其相聯法團（按證券及期貨條例第XV部的定義）的股份、相關股份及債權證中擁有根據證券及期貨條例第352條規定須於本公司存置之登記冊內紀錄或根據標準守則須知會本公司及聯交所之權益及淡倉如下：

本公司股份的好倉：

購回、出售或贖回股份

在二零二零年上半年，本公司及其任何附屬公司均未購回、出售或贖回本公司的股份。

董事資料更新

根據上市規則第13.51B(1)條，於本公司最近作出公佈後之本公司董事資料變動載列如下：

蔚成先生(*獨立非執行董事*)

- 辭任Alpha Peak Leisure Inc. (TSX-V: AAP)的獨立董事，該公司是在加拿大多倫多證券交易所創業板上市，於二零二零年六月二十二日起生效。

洪嘉禧先生(*獨立非執行董事*)

- 辭任中昌國際控股集團有限公司(股份代號：859)獨立非執行董事，於二零二零年六月十五日起生效。

THE BOARD**EXECUTIVE DIRECTORS**

Mr. YUE Zhiqiang
Mr. YAN Qingjiang

NON-EXECUTIVE DIRECTOR

Ms. JIANG Xiaohong

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Kevin Cheng WEI (*Chairman*)
Mr. HUNG Ka Hai Clement
Mr. TANG Zeping
Mr. DAI Yang

CHIEF EXECUTIVE OFFICER

Mr. WANG Dong

COMPANY SECRETARY

Mr. CHOW Wai Kit

AUTHORISED REPRESENTATIVES

Mr. CHOW Wai Kit
Mr. YAN Qingjiang

INDEPENDENT EXTERNAL AUDITOR

PricewaterhouseCoopers
Certified Public Accountants

LEGAL ADVISORS

Sit, Fung, Kwong & Shum Solicitors

INVESTOR RELATIONS CONSULTANT

Kredito PR Consultancy Limited
Suites 2602-03, Tower 1,
The Harbourfront, Hunghom, Hong Kong
Phone: +852 2248 1188
Fax: +852 2248 1199

董事會**執行董事**

岳志強先生
閻清江先生

非執行董事

姜曉虹女士

獨立非執行董事

蔚成先生(主席)
洪嘉禧先生
唐澤平先生
戴揚先生

行政總裁

王東先生

公司秘書

周偉傑先生

授權代表

周偉傑先生
閻清江先生

獨立外聘核數師

羅兵咸永道會計師事務所
執業會計師

法律顧問

薛馮鄭岑律師行

投資者關係顧問

潛豐公關顧問有限公司
香港紅磡海濱廣場一座
2602-03室
電話: +852 2248 1188
傳真: +852 2248 1199

REGISTERED OFFICE

Cricket Square, Hutchins Drive
P.O. Box 2681, Grand Cayman, KY1-1111
Cayman Islands

**HEADQUARTERS AND PRINCIPAL PLACE OF
BUSINESS IN HONG KONG**

Unit 1611-12, 16th Floor, One Island South
2 Heung Yip Road, Wong Chuk Hang
Hong Kong

HONG KONG BRANCH SHARE REGISTRAR

Union Registrars Limited
Suites 3301-04, 33/F.
Two Chinachem Exchange Square
338 King's Road
North Point, Hong Kong
Phone: +852 2849 3399
Fax: +852 2849 3319

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Codan Trust Company (Cayman) Limited
Cricket Square, Hutchins Drive
P.O. Box 2681, Grand Cayman, KY1-1111
Cayman Islands

WEBSITES TO ACCESS COMPANY INFORMATION*

<http://www.twr1115.net>
<http://www.hkexnews.hk>

STOCK CODE ON MAIN BOARD OF THE STOCK EXCHANGE

1115

註冊辦事處

Cricket Square, Hutchins Drive
P.O. Box 2681, Grand Cayman, KY1-1111
Cayman Islands

總部及香港主要營業地點

香港
黃竹坑香葉道2號
One Island South 16樓1611-12室

香港股份登記分處

聯合證券登記有限公司
香港北角
英皇道338號
華懋交易廣場2期
33樓3301-04室
電話: +852 2849 3399
傳真: +852 2849 3319

主要股份登記及過戶處

Codan Trust Company (Cayman) Limited
Cricket Square, Hutchins Drive
P.O. Box 2681, Grand Cayman, KY1-1111
Cayman Islands

公司資料查閱網址*

<http://www.twr1115.net>
<http://www.hkexnews.hk>

聯交所主板股份代號

1115

* contents of the websites do not form part of this interim report

* 網站內容不構成本中期報告的一部分

5100[®]



格桑泉[®]

西藏水資源有限公司
TIBET WATER
RESOURCES LTD.