



Tsit Wing International Holdings Limited

捷榮國際控股有限公司*

(Incorporated under the laws of Bermuda with limited liability)

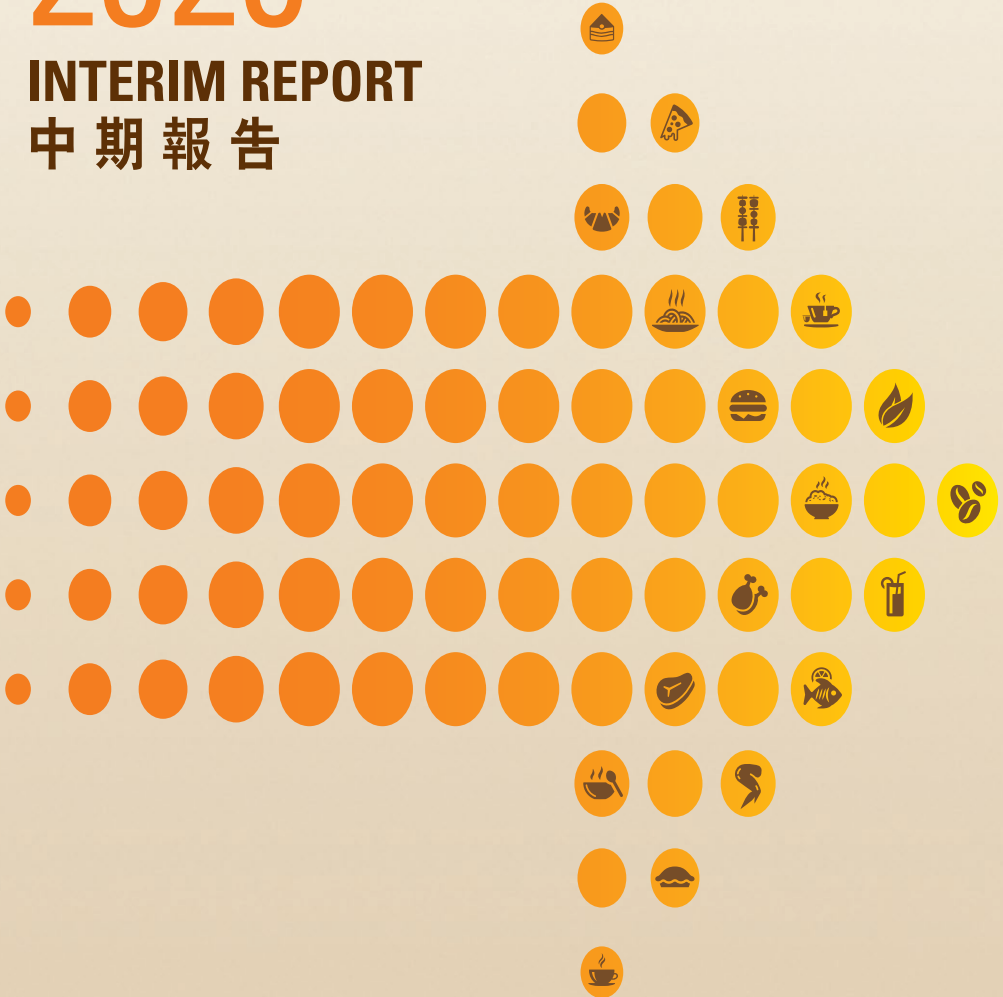
(根據百慕達法例註冊成立的有限公司)

Stock Code 股份代號：2119

2020

INTERIM REPORT

中期報告



* For identification purposes only 僅供識別



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Corporate Information

公司資料

BOARD OF DIRECTORS

Executive Directors

Mr. Wong Tat Tong (*Chairman*)
Mr. Wu Kam On Keith
Ms. Fan Yee Man

Independent Non-Executive Directors

Mr. Tang Kwai Chang
Mr. Chow Alexander Yue Nong
Mr. Wong Man Fai

BOARD COMMITTEES

Audit Committee

Mr. Tang Kwai Chang (*Chairman*)
Mr. Chow Alexander Yue Nong
Mr. Wong Man Fai

Nomination Committee

Mr. Chow Alexander Yue Nong (*Chairman*)
Mr. Wong Tat Tong
Mr. Wong Man Fai

Remuneration Committee

Mr. Wong Man Fai (*Chairman*)
Mr. Wong Tat Tong
Mr. Tang Kwai Chang

COMPANY SECRETARY

Mr. Wu Kam On Keith (*HKICPA*)

董事會

執行董事

黃達堂先生 (*主席*)
鄔錦安先生
樊綺敏小姐

獨立非執行董事

鄧貴彰先生
周裕農先生
王文輝先生

董事會委員會

審核委員會

鄧貴彰先生 (*主席*)
周裕農先生
王文輝先生

提名委員會

周裕農先生 (*主席*)
黃達堂先生
王文輝先生

薪酬委員會

王文輝先生 (*主席*)
黃達堂先生
鄧貴彰先生

公司秘書

鄔錦安先生 (*香港會計師公會*)

Corporate Information (continued)

公司資料(續)

AUTHORISED REPRESENTATIVES

Mr. Wu Kam On Keith
Ms. Fan Yee Man

授權代表

鄔錦安先生
樊綺敏小姐

AUDITOR

Ernst & Young

核數師

安永會計師事務所

PRINCIPAL BANKS

Bank of China (Hong Kong) Limited
Hang Seng Bank Limited

主要往來銀行

中國銀行(香港)有限公司
恒生銀行有限公司

REGISTERED OFFICE IN BERMUDA

Victoria Place, 5th Floor
31 Victoria Street
Hamilton HM 10
Bermuda

百慕達註冊辦事處

Victoria Place, 5th Floor
31 Victoria Street
Hamilton HM 10
Bermuda

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Flats F-J, 11th Floor, Block 1
Kwai Tak Industrial Centre
15-33 Kwai Tak Street
Kwai Chung
New Territories
Hong Kong

香港總辦事處及主要營業地點

香港
新界
葵涌
葵德街15-33號
葵德工業中心
第1座11樓F-J室

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE IN BERMUDA

Ocorian Management (Bermuda) Limited
Victoria Place, 5th Floor
31 Victoria Street
Hamilton HM 10
Bermuda

百慕達證券登記總處

Ocorian Management (Bermuda) Limited
Victoria Place, 5th Floor
31 Victoria Street
Hamilton HM 10
Bermuda

Corporate Information (continued)

公司資料(續)

HONG KONG SHARE REGISTRAR

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

香港證券登記處

卓佳證券登記有限公司
香港
皇后大道東183號
合和中心54樓

COMPANY'S WEBSITE

www.twcoffee.com

公司網址

www.twcoffee.com

STOCK CODE

2119

股份代號

2119

Management Discussion and Analysis

管理層討論及分析

BUSINESS REVIEW

Tsit Wing International Holdings Limited (the “**Company**”), together with its subsidiaries (collectively, the “**Group**”), is a leading integrated B2B coffee and black tea solutions provider in Hong Kong, Macau and the PRC providing one-stop coffee and tea solutions to commercial customers that cover the entire coffee and tea procurement, processing and distribution value chain.

The first half of 2020 has been a tough time for all walks of life. The global economy has been adversely affected by the outbreak of COVID-19, which inevitably affected the economy of Hong Kong and the PRC. Thankfully, the Group has a strong and wide customer base to handle this difficult situation. More than 40% of the Group’s customers are international brands, chain stores and listed companies. Those customers have relatively higher endurance during the economic downturn and thus, there was no material increase in the Group’s receivables and bad debts attributable to them during the said period. Coupled with the contingency plans implemented by the Group’s risk management team during the COVID-19 period, the Group’s sales revenue in Hong Kong has remained stable for the six months ended 30 June 2020 and witnessed over 80% achievement as compared with the corresponding period in 2019.

業務回顧

捷榮國際控股有限公司(「**本公司**」)連同其附屬公司(統稱「**本集團**」)是香港、澳門及中國領先的綜合B2B咖啡及紅茶餐飲策劃服務供應商，為商業客戶提供一站式咖啡及紅茶餐飲策劃服務，涵蓋整個咖啡及紅茶採購、加工及分銷價值鏈。

各行各業於2020年上半年均處於困境。全球經濟因COVID-19爆發而受到不利影響，無可避免地打擊香港及中國經濟。幸而，本集團的堅實及廣泛客戶基礎有助度過難關。本集團超過40%的客戶為國際品牌、連鎖店及上市公司。該等客戶抵禦經濟衰退的能力較高，因此於上述期間，彼等應佔的本集團應收款項及壞賬並無顯著增加。再者，本集團的風險管理團隊於COVID-19期間實施應急計劃，使本集團於香港的銷售收益於截至2020年6月30日止六個月維持穩定，對比2019年同期達到80%目標。

Management Discussion and Analysis (continued)

管理層討論及分析(續)

However, the Group's sales revenue in the PRC decreased in a more material extent for the six months ended 30 June 2020 which was mainly due to the outbreak of COVID-19 since January 2020. In order to control the spread of COVID-19, the PRC government and the local governments have imposed a number of measures including lock down of cities in the PRC, which has led to the closing down of a number of restaurants and thus affecting the sales of the Group. Hence, the decrease in the Group's overall revenue was mainly due to the temporary sale lost in the PRC market for the first half of 2020.

For the six months ended 30 June 2020, the Group recorded a total revenue of HK\$289.7 million, representing a decrease of HK\$100.4 million, or 25.7%, from HK\$390.1 million for the six months ended 30 June 2019. Revenue from the beverage solutions segment decreased by HK\$97.8 million, or 25.7%, from HK\$380.0 million for the six months ended 30 June 2019 to HK\$282.2 million for the six months ended 30 June 2020, which was attributable to the decrease in revenue derived from Mainland China, and to a lesser extent, the decrease in revenue derived from Hong Kong. Revenue from the food products segment decreased by HK\$2.6 million, or 25.9%, from HK\$10.1 million for the six months ended 30 June 2019 to HK\$7.5 million for the six months ended 30 June 2020, which was attributable to the decrease in the revenue derived from Hong Kong. Gross profit amount matched with corresponding decrease in revenue and gross profit margin increased from 37.9% for the six months ended 30 June 2019 to 40.9% for the six months ended 30 June 2020.

然而，於截至2020年6月30日止六個月，本集團於中國的銷售收益跌幅較大，主要由於自2020年1月起爆發COVID-19。為了控制COVID-19擴散，中國政府及地方政府實施多項措施(包括封閉中國多個城市)，導致多間食肆結業並影響本集團的銷售。因此，本集團的整體收益減少乃主要由於2020年上半年中國市場的暫時性銷售流失。

截至2020年6月30日止六個月，本集團的總收入為289.7百萬港元，較截至2019年6月30日止六個月的390.1百萬港元減少100.4百萬港元或25.7%。餐飲策劃服務分部的收入由截至2019年6月30日止六個月的380.0百萬港元減少97.8百萬港元或25.7%，至截至2020年6月30日止六個月的282.2百萬港元，主要由於來自中國內地的收入減少以及來自香港的收益減少(惟程度較小)所致。食品分部的收入由截至2019年6月30日止六個月的10.1百萬港元減少2.6百萬港元或25.9%，至截至2020年6月30日止六個月的7.5百萬港元，主要由於來自香港的收益減少。毛利與收入相應減幅相符，毛利率由截至2019年6月30日止六個月的37.9%增加至截至2020年6月30日止六個月的40.9%。

Management Discussion and Analysis (continued)

管理層討論及分析(續)

BUSINESS PROSPECT

Since June 2020, the economy in the PRC is rebounding and recovering as the situation of COVID-19 in PRC is alleviating. With the improving condition in the PRC, it is optimistic that the Group's sales performance will recover gradually and the Group will, therefore, continue to focus its business in the PRC in the second half of the year.

However, the COVID-19 situation in Hong Kong is getting worse compared with early 2020. With the imposition of more stringent measures by the Hong Kong government, it is expected that more small-sized restaurants will close down in the second half of the year. With the uncertainty over the Hong Kong market ahead, the Group will strive to optimise the interest of its shareholders by adopting and implementing various measures as the risk management team may seem appropriate from time to time.

It has always been the Group's business strategy to have geographical and products diversification. For instance, it has been discussing with several international brands for the sale of their products in Hong Kong and the Greater Bay Area. With the outbreak of COVID-19, certain business plans have been put on hold. The Group will reassess and adjust its development plan when it seems necessary to suit its business growth. The pandemic has also changed the spending pattern of the consumers and has accelerated the growth of e-commerce. The Group will continue to utilise resources in this regard, amongst which it can execute one of its key strategies of shifting the business from Business to Business (B2B) to Business to Consumer (B2C) and Online to Offline (O2O).

業務前景

自2020年6月起，隨著中國的COVID-19疫情緩和，中國經濟逐漸反彈及復甦。有賴中國的情況改善，本集團對銷售表現保持樂觀，相信其將逐步恢復，因此，本集團於下半年將繼續專注於位於中國的業務。

然而，香港的COVID-19疫情較2020年初轉差。隨著香港政府實施較嚴格的措施，預期更多小型食肆將於下半年結業。由於香港市場前景不明朗，本集團將不時致力採取及實行風險管理團隊認為合適的各種措施，以盡量提升股東權益。

本集團的業務策略一直為擴張地域範圍及產品種類。舉例而言，其正在與多個國際品牌商討於香港及大灣區銷售彼等的產品。由於COVID-19爆發，若干業務計劃已擱置。本集團將於必要時重新評估及調整其發展計劃，以配合業務增長。疫情亦改變了消費者的消費模式及加快了電子商務增長。本集團將繼續於該方面動用資源，其中包括實行其主要策略之一——將業務由企業對企業(B2B)轉型為企業對消費者(B2C)及線上到線下(O2O)。

Management Discussion and Analysis (continued)

管理層討論及分析(續)

As usual, the Group appreciates and values the contribution of every single staff. Notwithstanding that the gloomy market condition it has been facing, it has not implemented any lay-off or pay cut. With all the staff standing together and with the support of the other stakeholders, the Group believes that it can find a path through this turmoil situation and will get on better when the macro economy is improved.

FINANCIAL REVIEW

Revenue

The Group's revenue decreased by HK\$100.4 million, or 25.7%, from HK\$390.1 million for the six months ended 30 June 2019 to HK\$289.7 million for the six months ended 30 June 2020. The decrease was primarily due to the decrease in demand from the customers of the Group for its products as a result of the outbreak of COVID-19, which resulted in the decrease in sales volume of the products of the Group.

Cost of sales

The Group's cost of sales decreased by HK\$71.0 million, or 29.3%, from HK\$242.1 million for the six months ended 30 June 2019 to HK\$171.1 million for the six months ended 30 June 2020. The decrease in the cost of sales was primarily a result of the decrease in raw material costs for the beverage solutions products, which in turn was mainly caused by the decrease in overall sales volume and procurement price for the Group's major raw materials.

一如既往，本集團感謝及重視每名員工的貢獻。儘管面臨暗淡的市況，本集團並無裁員或減薪。在全體員工上下一心及其他持份者的支持下，本集團深信可在動盪中找到出路，並於宏觀經濟好轉時踏入佳境。

財務回顧

收入

本集團的收入由截至2019年6月30日止六個月的390.1百萬港元減少100.4百萬港元或25.7%至截至2020年6月30日止六個月的289.7百萬港元。減少乃主要由於COVID-19爆發導致客戶對本集團產品的需求減少，致使本集團產品的銷量減少。

銷售成本

本集團的銷售成本由截至2019年6月30日止六個月的242.1百萬港元減少71.0百萬港元或29.3%至截至2020年6月30日止六個月的171.1百萬港元。銷售成本減少主要是由於餐飲策劃服務產品的原材料成本減少，此乃主要由於整體銷量下跌及本集團主要原材料採購價格下降所致。

Management Discussion and Analysis (continued)

管理層討論及分析(續)

Gross profit and gross profit margin

As a result of the foregoing, the Group's gross profit decreased by HK\$29.3 million, or 19.9%, from HK\$147.9 million for the six months ended 30 June 2019 to HK\$118.6 million for the six months ended 30 June 2020. The Group's gross profit margin increased from 37.9% for the six months ended 30 June 2019 to 40.9% for the six months ended 30 June 2020.

Other income and gains, net

The Group's other income and gains, net increased by HK\$0.9 million or 33.8% from HK\$2.7 million for the six months ended 30 June 2019 to HK\$3.6 million for the six months ended 30 June 2020. The increase was primarily as a result of (i) rental waivers granted from lessors on the Group's various office premises and warehouses; and (ii) government subsidies received during the six months ended 30 June 2020.

Selling and distribution expenses

The Group's selling and distribution expenses decreased by HK\$10.4 million, or 17.9%, from HK\$58.2 million for the six months ended 30 June 2019 to HK\$47.8 million for the six months ended 30 June 2020, primarily due to decrease in (i) marketing and promotion expenses, and (ii) logistics expenses, which were generally in line with the decrease in revenue.

毛利及毛利率

由於上文所述，本集團的毛利由截至2019年6月30日止六個月的147.9百萬港元減少29.3百萬港元或19.9%至截至2020年6月30日止六個月的118.6百萬港元。本集團的毛利率由截至2019年6月30日止六個月的37.9%增加至截至2020年6月30日止六個月的40.9%。

其他收入及收益淨額

本集團的其他收入及收益淨額由截至2019年6月30日止六個月的2.7百萬港元增加0.9百萬港元或33.8%至截至2020年6月30日止六個月的3.6百萬港元。增加主要由於(i)出租人就本集團多個辦公物業及倉庫授出租金豁免；及(ii)截至2020年6月30日止六個月收取的政府補助。

銷售及分銷開支

本集團的銷售及分銷開支由截至2019年6月30日止六個月的58.2百萬港元減少10.4百萬港元或17.9%至截至2020年6月30日止六個月的47.8百萬港元，主要原因為(i)營銷及推廣開支；及(ii)物流開支減少，整體上與收入減幅一致。

Management Discussion and Analysis (continued)

管理層討論及分析(續)

Administrative expenses

The Group's administrative expenses decreased by HK\$4.4 million, or 10.6%, from HK\$41.3 million for the six months ended 30 June 2019 to HK\$36.9 million for the six months ended 30 June 2020. The decrease was primarily a result of decrease in staff costs, which reflected the decrease in bonus provision in connection with the Group's performance.

Other expenses, net

The Group's other expenses, net, decreased by HK\$0.6 million or 23.8% from HK\$2.6 million for the six months ended 30 June 2019 to HK\$2.0 million for the six months ended 30 June 2020. The decrease was primarily as a result of (i) non-recurring loss on deregistration of subsidiaries recognised during the six months ended 30 June 2019, and (ii) decrease in write-off of inventories, which was partially offset by increase in write-off of trade receivables.

Finance costs

The Group's finance costs decreased by HK\$1.3 million, or 60.4%, from HK\$2.2 million for the six months ended 30 June 2019 to HK\$0.9 million for the six months ended 30 June 2020. The decrease was primarily as a result of a reduction in the outstanding balance of interest-bearing bank borrowings.

行政開支

本集團的行政開支由截至2019年6月30日止六個月的41.3百萬港元減少4.4百萬港元或10.6%至截至2020年6月30日止六個月的36.9百萬港元。減少主要由於員工成本減少，此反映有關本集團表現的花紅撥備減少。

其他開支淨額

本集團的其他開支淨額由截至2019年6月30日止六個月的2.6百萬港元減少0.6百萬港元或23.8%至截至2020年6月30日止六個月的2.0百萬港元。減少主要是由於以下各項減少：(i)截至2019年6月30日止六個月確認取消註冊附屬公司之非經常性虧損；及(ii)存貨撇銷減少，惟被貿易應收款項撇銷增加所部分抵銷。

融資成本

本集團的融資成本由截至2019年6月30日止六個月的2.2百萬港元減少1.3百萬港元或60.4%至截至2020年6月30日止六個月的0.9百萬港元。減少主要由於計息銀行借款的未償還結餘減少。

Management Discussion and Analysis (continued)

管理層討論及分析(續)

Income tax expense

The Group's income tax expense decreased by HK\$3.7 million, or 39.6%, from HK\$9.4 million for the six months ended 30 June 2019 to HK\$5.7 million for the six months ended 30 June 2020, mainly due to the decrease in profit before tax in Mainland China. The Group's effective income tax rate decreased from 20.4% for the six months ended 30 June 2019 to 16.5% for the six months ended 30 June 2020.

Profit for the period from continuing operations and net profit margin

As a result of the foregoing, the Group's profit for the period from continuing operations decreased by HK\$8.0 million, or 21.7%, from HK\$36.8 million for the six months ended 30 June 2019 to HK\$28.8 million for the six months ended 30 June 2020. The Group's net profit margin increased mildly from 9.4% for the six months ended 30 June 2019 to 10.0% for the six months ended 30 June 2020.

Profit from a discontinued operation

Profit from a discontinued operation for the six months ended 30 June 2019 was HK\$2.7 million, represented the operating result from the frozen meat business, which was disposed by the Group in November 2019.

所得稅開支

本集團的所得稅開支由截至2019年6月30日止六個月的9.4百萬港元減少3.7百萬港元或39.6%至截至2020年6月30日止六個月的5.7百萬港元，主要是由於中國內地除稅前溢利減少。本集團的實際所得稅率由截至2019年6月30日止六個月的20.4%減少至截至2020年6月30日止六個月的16.5%。

持續經營業務所得期內溢利及純利率

由於上文所述，本集團持續經營業務所得期內溢利由截至2019年6月30日止六個月的36.8百萬港元減少8.0百萬港元或21.7%至截至2020年6月30日止六個月的28.8百萬港元。本集團的純利率由截至2019年6月30日止六個月的9.4%輕微增加至截至2020年6月30日止六個月的10.0%。

一項已終止經營業務所得溢利

截至2019年6月30日止六個月的一項已終止經營業務所得溢利為2.7百萬港元，即急凍肉類業務的經營業績，有關業務被本集團於2019年11月出售。

Management Discussion and Analysis (continued)

管理層討論及分析(續)

Capital Expenditure and Commitments

During the six months ended 30 June 2020, the Group incurred additions of property, plant and equipment of HK\$12.2 million (six months ended 30 June 2019: HK\$9.6 million). A substantial portion of the Group's capital expenditures were incurred in relation to the (i) purchase of coffee machines which were leased to the Group's customers, (ii) production machineries, and (iii) enhancement of facilities.

As at 30 June 2020, the Group had capital commitment of HK\$4.0 million (31 December 2019: HK\$6.2 million), mainly comprising the related contracts of capital expenditure in production machineries.

Borrowings

As at 30 June 2020, the Group had total interest-bearing bank borrowings of HK\$14.4 million (31 December 2019: HK\$26.2 million).

Net Current Assets

As at 30 June 2020, the Group's net current assets were HK\$378.4 million, representing a decrease by HK\$24.7 million as compared with net current assets of HK\$403.1 million as at 31 December 2019. The decrease in net current assets was mainly attributable to the decrease in cash and cash equivalents and trade receivables.

資本開支及承擔

於截至2020年6月30日止六個月，本集團產生物業、廠房及設備添置12.2百萬港元(截至2019年6月30日止六個月：9.6百萬港元)。本集團大部分資本開支乃用於(i)購買並出租予本集團客戶的咖啡機的相關用途；(ii)生產機器；及(iii)設備優化。

於2020年6月30日，本集團的資本承擔為4.0百萬港元(2019年12月31日：6.2百萬港元)，主要包括生產機器資本開支的相關合約。

借款

於2020年6月30日，本集團的計息銀行借款總額為14.4百萬港元(2019年12月31日：26.2百萬港元)。

流動資產淨值

於2020年6月30日，本集團流動資產淨值為378.4百萬港元，較於2019年12月31日流動資產淨值403.1百萬港元減少24.7百萬港元。流動資產淨值減少主要因為現金及現金等價物與貿易應收款項減少。

Management Discussion and Analysis (continued)

管理層討論及分析(續)

Liquidity and Financial Resources

The Group had cash and cash equivalents of HK\$267.5 million as at 30 June 2020. The Board is of the opinion that the financial position of the Group is robust and the Group has sufficient resources to support its operations and meet its foreseeable capital expenditures.

Future Plans for Material Investments and Capital Assets

The Group did not have any concrete plan for material investments or capital assets for the forthcoming year.

Material Acquisition and Disposal

The Group did not have material acquisition and disposal of subsidiaries, associates and joint ventures during the six months ended 30 June 2020.

Contingent Liabilities

Saved as disclosed in note 17 to the condensed consolidated financial statements below, there were no other contingent liabilities.

流動資金及財務資源

於2020年6月30日，本集團擁有現金及現金等價物267.5百萬港元。董事會認為本集團之財務狀況堅實及本集團擁有足夠資源支持其營運及應付其於可見將來的資本開支。

重大投資及資本資產的未來計劃

本集團來年並無重大投資及資本資產的任何具體計劃。

重要收購及出售

於截至2020年6月30日止六個月，本集團並無重要收購及出售附屬公司、聯營公司及合營公司。

或然負債

除以下簡明綜合財務報表附註17所披露外，概無其他或然負債。

Management Discussion and Analysis (continued)

管理層討論及分析(續)

Gearing Ratio

As at 30 June 2020, on the basis of total interest-bearing bank borrowings divided by equity attributable to owners of the parent, the Group's gearing ratio was 2.7% (31 December 2019: 4.8%). The decrease in gearing ratio was mainly due to a reduction in the outstanding balance of interest-bearing bank borrowings.

Foreign Currency Risk

The Group has transactional currency exposures. Such exposures mainly arise from sales or purchases by operating units in currencies other than the unit's functional currencies. The majority of the Group's foreign currency purchase transactions are denominated in the United States dollars. On the other hand, the sales and disbursements are mainly denominated in Hong Kong dollars and Renminbi. The management is closely monitoring foreign exchange exposure of the Group. The Group will consider to adopt a foreign currency hedging policy for significant foreign currency exposures.

Interest Rate Risk

The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's interest-bearing bank borrowings with floating interest rate. The Group monitors interest rate exposure and will consider hedging significant interest rate risk should the need arise.

資產負債比率

於2020年6月30日，基於計息銀行借款總額除以母公司擁有人應佔權益，本集團的資產負債比率為2.7%（2019年12月31日：4.8%）。資產負債比率下降乃主要由於計息銀行借款的未償還結餘減少。

外幣風險

本集團承受交易貨幣風險。有關風險主要源自營運單位以其功能貨幣以外的貨幣進行買賣而產生。本集團大部分外幣採購交易以美元計值。另一方面，銷售及支銷則主要以港元及人民幣計值。管理層密切監察本集團的外匯風險。本集團將考慮就重大外幣風險採取外幣對沖政策。

利率風險

本集團面臨的市場利率變動風險主要與本集團的浮息銀行借款有關。本集團監察利率敞口，並將於有需要時考慮對沖重大利率風險。

Management Discussion and Analysis (continued)

管理層討論及分析(續)

Credit Risk

The Group trades only with recognised and creditworthy third parties. It is the Group's policy that all customers who wish to trade on credit terms are subject to credit verification procedures. In addition, receivable balances are monitored on an ongoing basis and the Group's exposure to bad debts is not significant.

The credit risk of the Group's other financial assets, which comprise cash and cash equivalents and financial assets included in prepayments, deposits and other receivables arises from default of the counterparties, with a maximum exposure equal to the carrying amounts of these instruments.

Liquidity Risk

The Group's objective is to ensure there are adequate funds to meet its liquidity requirements in the short and longer terms. In the management of liquidity risk, the Group has been maintaining a cash pooling system where excess liquidity is equalised internally through inter-group accounts. Depending on the specific requirements of each funding agreement, funding for the Group's operating companies may be sourced directly from the Group's bankers or indirectly through the Company.

信貸風險

本集團僅與經認可且信譽良好的第三方進行交易。本集團的政策規定，所有擬按信貸期進行交易的客戶，均須接受信貸核實程序。此外，本集團持續監察應收款項結餘，並無面對重大的壞賬風險。

本集團其他金融資產(包括現金及現金等價物、計入預付款項、按金及其他應收款項的金融資產)的信貸風險來自對手方違約，最高敞口相等於該等工具的賬面值。

流動資金風險

本集團的目標為確保有充足資金以滿足短期及長期流動資金需求。為管理流動資金風險，本集團一直維持現金池系統，透過集團內公司間賬戶於內部平均分配剩餘的流動資金。視乎各資金協議的具體要求而定，本集團營運公司可直接由本集團的往來銀行或間接透過本公司取得資金。

Management Discussion and Analysis (continued)

管理層討論及分析(續)

HUMAN RESOURCES

As at 30 June 2020, the Group employed 228 and 263 (30 June 2019: 239 and 274) employees in Hong Kong and the PRC, respectively.

Remuneration packages are generally structured in reference to qualifications, experience, performance and market term. The Company has also adopted share option schemes to motivate valued employees.

During the six months ended 30 June 2020, the Group provided various trainings to its employees range from operation skill such as occupational safety training and machine control training to professional knowledge including management system and business knowledge, to ensure the effective implementation of the Group's business strategy.

人力資源

於2020年6月30日，本集團分別於香港及中國僱用228名及263名(2019年6月30日：239名及274名)僱員。

薪酬組合通常參考資歷、經驗、表現及市場條款而制定。本公司亦採納購股權計劃，以激勵重要僱員。

於截至2020年6月30日止六個月，本集團向其僱員提供多類培訓，內容涵蓋職業安全培訓及機器控制培訓等操作技能，及管理系統及商業知識等專業知識，確保有效落實本集團的業務策略。

Report on Review of Interim Financial Information

中期財務資料審閱報告



To the Board of Directors of
Tsit Wing International Holdings Limited
(Incorporated in Bermuda with limited liability)

INTRODUCTION

We have reviewed the interim financial information set out on pages 19 to 71, which comprises the condensed consolidated statement of financial position of Tsit Wing International Holdings Limited as at 30 June 2020 and the related condensed consolidated statements of profit or loss, comprehensive income, changes in equity and cash flows for the six-month period then ended, and explanatory notes. The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited require the preparation of a report on interim financial information to be in compliance with the relevant provisions thereof and Hong Kong Accounting Standard 34 “Interim Financial Reporting” (“**HKAS 34**”) issued by the Hong Kong Institute of Certified Public Accountants (the “**HKICPA**”).

The directors of the Company are responsible for the preparation and presentation of this interim financial information in accordance with HKAS 34. Our responsibility is to express a conclusion on this interim financial information based on our review. Our report is made solely to you, as a body, in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

致捷榮國際控股有限公司
(於百慕達註冊成立之有限公司)
董事會

緒言

吾等已完成審閱第19頁至71頁所載的中期財務資料，包括捷榮國際控股有限公司於2020年6月30日的簡明綜合財務狀況表及截至該日止六個月期間的相關簡明綜合損益表、全面收益表、權益變動表及現金流量表及解釋附註。香港聯合交易所有限公司證券上市規則規定須根據其相關條文及香港會計師公會（「**香港會計師公會**」）頒佈的香港會計準則第34號「中期財務報告」（「**香港會計準則第34號**」）就中期財務資料編製報告。

貴公司董事對根據香港會計準則第34號編製並呈報本中期財務資料負責。吾等的責任為根據吾等的審閱工作就本中期財務資料作出結論。根據吾等的協定委聘條款，吾等的報告僅向閣下（作為法人）發出，除此以外別無其他用途。吾等概不就本報告的內容，對任何其他人士負責或承擔法律責任。

Report on Review of Interim Financial Information (continued)

中期財務資料審閱報告(續)

SCOPE OF REVIEW

We conducted our review in accordance with Hong Kong Standard on Review Engagements 2410 “Review of Interim Financial Information Performed by the Independent Auditor of the Entity” issued by the HKICPA. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Hong Kong Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

CONCLUSION

Based on our review, nothing has come to our attention that causes us to believe that the interim financial information is not prepared, in all material respects, in accordance with HKAS 34.

Ernst & Young

Certified Public Accountants

22/F CITIC Tower
1 Tim Mei Avenue
Central, Hong Kong

25 August 2020

審閱範圍

吾等已根據香港會計師公會頒佈的香港審閱委聘準則第2410號「由實體的獨立核數師執行的中期財務資料審閱」進行審閱。中期財務資料的審閱工作主要包括向負責財務及會計事宜的人士作出查詢及應用分析及其他審閱程序。由於審閱的範圍遠較根據香港核數準則進行的審核為小，故吾等無法保證將得悉所有可能於審核中發現的重大事宜。因此，吾等不會發表審核意見。

結論

根據吾等的審閱，吾等並不知悉任何使吾等相信中期財務資料在任何重大方面並未根據香港會計準則第34號編製的事項。

安永會計師事務所

執業會計師

香港中環
添美道1號
中信大廈22樓

2020年8月25日

Condensed Consolidated Statement of Profit or Loss

簡明綜合損益表

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

		Six months ended 30 June 截至6月30日止六個月	
		2020 2020年 (Unaudited) (未經審核) HK\$'000 千港元	2019 2019年 (Unaudited) (未經審核) HK\$'000 千港元
		Notes 附註	
CONTINUING OPERATIONS	持續經營業務		
REVENUE	收入	4	289,678
Cost of sales	銷售成本		(171,127)
Gross profit	毛利		118,551
Other income and gains, net	其他收入及收益淨額	4	3,554
Selling and distribution expenses	銷售及分銷開支		(47,826)
Administrative expenses	行政開支		(36,859)
Other expenses, net	其他開支淨額		(1,999)
Finance costs	融資成本	5	(884)
PROFIT BEFORE TAX FROM CONTINUING OPERATIONS	持續經營業務所得除稅前溢利	6	34,537
Income tax expense	所得稅開支	7	(5,706)
PROFIT FOR THE PERIOD FROM CONTINUING OPERATIONS	持續經營業務所得期內溢利		28,831
DISCONTINUED OPERATION	已終止經營業務		
PROFIT FOR THE PERIOD FROM A DISCONTINUED OPERATION	一項已終止經營業務所得期內溢利	8	—
PROFIT FOR THE PERIOD	期內溢利		28,831
			39,520

Condensed Consolidated Statement of Profit or Loss (continued)

簡明綜合損益表(續)

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

		Six months ended 30 June 截至6月30日止六個月	
		2020 2020年 (Unaudited) (未經審核) HK\$'000 千港元	2019 2019年 (Unaudited) (未經審核) HK\$'000 千港元
		Notes 附註	
Profit attributable to owners of the parent:	母公司擁有人應佔溢利：		
– from continuing operations	– 來自持續經營業務		36,800
– from a discontinued operation	– 來自一項已終止經營業務		1,632
		28,831	
		–	
Profit for the period attributable to owners of the parent	母公司擁有人應佔期內溢利		38,432
		28,831	
Profit attributable to non-controlling interests:	非控股權益應佔溢利：		
– from a discontinued operation	– 一項已終止經營業務	8	1,088
			28,831
			39,520
			HK cents 港仙
			HK cents 港仙
EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT	母公司普通權益持有人應佔每股盈利		
		10	
Basic	基本		
– For profit for the period	– 期內溢利		5.04
– For profit for the period from continuing operations	– 持續經營業務所得期內溢利		4.83
			3.83
			3.83
Diluted	攤薄		
– For profit for the period	– 期內溢利		5.03
– For profit for the period from continuing operations	– 持續經營業務所得期內溢利		4.82
			3.82
			3.82

Condensed Consolidated Statement of Comprehensive Income

簡明綜合全面收益表

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

		Six months ended 30 June	
		截至6月30日止六個月	
		2020	2019
		2020年	2019年
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
		HK\$'000	HK\$'000
		千港元	千港元
PROFIT FOR THE PERIOD	期內溢利	28,831	39,520
OTHER COMPREHENSIVE (LOSS)/INCOME	其他全面(虧損)/收益		
Other comprehensive (loss)/income that may be reclassified to profit or loss in subsequent periods:	隨後期間可能重新分類至損益的其他全面(虧損)/收益：		
Exchange difference:	匯兌差額：		
Exchange differences on translation of foreign operations	換算海外業務的匯兌差異	(3,293)	27
Reclassification adjustments for deregistration of subsidiaries	就取消註冊附屬公司所作之重新分類調整	—	518
OTHER COMPREHENSIVE (LOSS)/INCOME FOR THE PERIOD	期內其他全面(虧損)/收益	(3,293)	545
TOTAL COMPREHENSIVE INCOME FOR THE PERIOD	期內全面收益總額	25,538	40,065
Attributable to:	以下人士應佔：		
Owners of the parent	母公司擁有人	25,538	38,977
Non-controlling interests	非控股權益	—	1,088
		25,538	40,065

Condensed Consolidated Statement of Financial Position

簡明綜合財務狀況表

As at 30 June 2020 於 2020 年 6 月 30 日

			As at 30 June 2020 於2020年 6月30日 (Unaudited) (未經審核) HK\$'000 千港元	As at 31 December 2019 於2019年 12月31日 (Audited) (經審核) HK\$'000 千港元
	Notes 附註			
NON-CURRENT ASSETS		非流動資產		
Property, plant and equipment	11	物業、廠房及設備	138,465	147,405
Intangible assets		無形資產	358	419
Deposits paid for purchases of items of property, plant and equipment		已付購置物業、廠房及設備項目按金	14,170	10,324
Prepayments, deposits and other receivables		預付款項、按金及其他應收款項	6,892	5,024
Deferred tax assets		遞延稅項資產	2,188	2,460
Total non-current assets		非流動資產總值	162,073	165,632
CURRENT ASSETS		流動資產		
Inventories	12	存貨	123,845	125,748
Trade receivables	13	貿易應收款項	85,278	118,855
Prepayments, deposits and other receivables		預付款項、按金及其他應收款項	19,243	12,852
Derivative financial instruments		衍生金融工具	82	—
Tax recoverable		可收回稅項	447	205
Cash and cash equivalents		現金及現金等價物	267,516	315,211
Total current assets		流動資產總值	496,411	572,871
CURRENT LIABILITIES		流動負債		
Trade payables	14	貿易應付款項	51,322	73,567
Accruals and other payables		應計款項及其他應付款項	33,675	50,854
Derivative financial instruments		衍生金融工具	—	568
Interest-bearing bank borrowings	15	計息銀行借款	14,366	26,154
Lease liabilities		租賃負債	13,078	14,966
Tax payable		應付稅項	5,558	3,655
Total current liabilities		流動負債總額	117,999	169,764
NET CURRENT ASSETS		流動資產淨值	378,412	403,107
TOTAL ASSETS LESS CURRENT LIABILITIES		總資產減流動負債	540,485	568,739

Condensed Consolidated Statement of Financial Position (continued)

簡明綜合財務狀況表(續)

As at 30 June 2020 於 2020 年 6 月 30 日

		Notes 附註	As at 30 June 2020 於2020年 6月30日 (Unaudited) (未經審核) HK\$'000 千港元	As at 31 December 2019 於2019年 12月31日 (Audited) (經審核) HK\$'000 千港元
NON-CURRENT LIABILITIES	非流動負債			
Lease liabilities	租賃負債		7,109	12,709
Deferred tax liabilities	遞延稅項負債		6,285	6,295
Total non-current liabilities	非流動負債總額		13,394	19,004
Net assets	資產淨值		527,091	549,735
EQUITY	權益			
Equity attributable to owners of the parent	母公司擁有人應佔權益			
Share capital	股本	16	74,899	76,394
Treasury shares	庫存股	16	(4,804)	—
Reserves	儲備		456,996	473,341
Total equity	權益總額		527,091	549,735

Condensed Consolidated Statement of Changes in Equity

簡明綜合權益變動表

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

		Attributable to owners of the parent 母公司擁有人應佔										
		Share capital	Share premium account	Contributed surplus	Statutory reserve funds	Share option reserve	Exchange fluctuation reserve	Other reserve	Retained profits	Total	Non-controlling interests	Total equity
		股本	股份溢價賬	繳入盈餘	法定公積金	購股權儲備	匯兌波動儲備	其他儲備	保留溢利	合計	非控股權益	權益總額
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)
Notes		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
附註		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
At 1 January 2019	於2019年1月1日	76,207	254,311	123,578	6,818	4,235	(7,489)	218	78,630	536,508	17,819	554,327
Profit for the period	期內溢利	-	-	-	-	-	-	-	38,432	38,432	1,088	39,520
Other comprehensive income for the period:	期內其他全面收益：											
Exchange differences on translation of foreign operations	換算海外業務的匯兌差異	-	-	-	-	-	27	-	-	27	-	27
Reclassification adjustments for deregistration of subsidiaries	就撤銷註冊附屬公司所作之重新分類調整	-	-	-	-	-	518	-	-	518	-	518
Total comprehensive income for the period	期內全面收益總額	-	-	-	-	-	545	-	38,432	38,977	1,088	40,065
Dividends	股息	9	-	-	-	-	-	-	(44,066)	(44,066)	-	(44,066)
Equity-settled share option arrangement	以原權結算的購股權安排	-	-	-	-	1,949	-	-	-	1,949	-	1,949
Issue of shares upon exercise of share options	行使購股權時發行股份	78	1,442	-	-	(1,058)	-	-	-	462	-	462
Transfer of share option reserve upon forfeiture of share options	沒收購股權時轉撥購股權儲備	-	-	-	-	(28)	-	-	28	-	-	-
Transfer from retained profits	轉撥自保留溢利	-	-	-	1,261	-	-	-	(1,261)	-	-	-
At 30 June 2019	於2019年6月30日	76,285	255,753	123,578	8,079	5,098	(6,944)	218	71,763	533,830	18,907	552,737

Condensed Consolidated Statement of Changes in Equity (continued)

簡明綜合權益變動表(續)

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

		Attributable to owners of the parent 母公司擁有人應佔									
		Share capital	Treasury shares	Share premium account	Contributed surplus	Statutory reserve funds	Share option reserve	Exchange fluctuation reserve	Other reserve	Retained profits	Total equity
		股本	庫存股份	股份溢價賬	應入盈餘	法定公積金	購股權儲備	匯兌波動儲備	其他儲備	保留溢利	權益總額
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)
Notes		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
附註		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
At 31 December 2019 and at 1 January 2020	於2019年12月31日及2020年1月1日	76,994	-	257,751*	123,578*	9,754*	4,000*	(9,981)*	216*	67,941*	548,735
Profit for the period	期內溢利	-	-	-	-	-	-	-	-	28,831	28,831
Other comprehensive loss for the period:	期內其他全面虧損:										
Exchange differences on translation of foreign operations	換算海外業務的匯兌差異	-	-	-	-	-	-	(3,293)	-	-	(3,293)
Total comprehensive income for the period	期內全面收益總額	-	-	-	-	-	-	(3,293)	-	28,831	25,538
Dividends	股息	9	-	-	-	-	-	-	-	(24,916)	(24,916)
Shares repurchased	已購回股份	1(a)	(1,651)	(4,804)	(18,332)	-	-	-	-	-	(24,787)
Issue of shares upon exercise of share options	行使購股權時發行股份	1(b)	156	-	2,849	-	-	(2,077)	-	-	928
Equity-settled share option arrangement	以股權結算的購股權安排		-	-	-	-	583	-	-	-	583
Transfer upon forfeiture of share options	沒收購股權時轉撥		-	-	-	-	(107)	-	-	107	-
Transfer from retained profits	轉撥自保留溢利		-	-	-	334	-	-	-	(334)	-
At 30 June 2020	於2020年6月30日	74,689	(4,804)	242,268*	123,578*	10,088*	2,489*	(13,274)*	216*	91,629*	527,091

* These reserve accounts comprise the consolidated reserves of HK\$456,996,000 (31 December 2019: HK\$473,341,000) in the condensed consolidated statement of financial position.

* 該等儲備賬包括簡明綜合財務狀況表的綜合儲備456,996,000港元(2019年12月31日: 473,341,000港元)。

Condensed Consolidated Statement of Cash Flows

簡明綜合現金流量表

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

		Six months ended 30 June 截至6月30日止六個月	
		2020 2020年 (Unaudited) (未經審核) HK\$'000 千港元	2019 2019年 (Unaudited) (未經審核) HK\$'000 千港元
		Notes 附註	
CASH FLOWS FROM OPERATING ACTIVITIES	經營活動現金流量		
Profit before tax	除稅前溢利		
From continuing operation	來自持續經營業務	34,537	46,241
From a discontinued operation	來自已終止經營業務	—	3,258
Adjustments for:	經以下項目調整：		
Interest income	利息收入	(2,411)	(2,633)
Finance costs	融資成本	884	2,855
Depreciation of right-of-use assets	使用權資產折舊	7,801	5,068
Depreciation of other items of property, plant and equipment	其他物業、廠房及設備項目折舊	11,723	10,610
Amortisation of intangible assets	無形資產攤銷	54	1,057
Impairment of trade receivables	貿易應收款項減值	548	487
Equity-settled share option expense	以股權結算的購股權開支	593	1,949
Write-off of trade receivables	貿易應收款項撇銷	922	70
Loss on disposal of items of property, plant and equipment	出售物業、廠房及設備項目虧損	206	108
Write-down of inventories to net realisable value	存貨沖減至可變現淨值	342	167
Write-off of inventories	存貨撇銷	64	502
(Gain)/loss on change in fair value of derivative financial instruments	衍生金融工具公平值變動(收益)/虧損	(90)	203
Loss on deregistration of subsidiaries	取消註冊附屬公司之虧損	—	706
		55,173	70,648
Decrease in inventories	存貨減少	552	10,116
Decrease in trade receivables	貿易應收款項減少	31,407	22,038
(Increase)/decrease in prepayments, deposits and other receivables	預付款項、按金及其他應收款項(增加)/減少	(8,417)	5,122
Decrease in trade payables	貿易應付款項減少	(21,725)	(11,338)
Decrease in accruals and other payables	應計款項及其他應付款項減少	(16,765)	(660)
Cash generated from operations	經營所得現金	40,225	95,926
Overseas taxes paid	已付海外稅項	(3,749)	(6,542)
Net cash flows from operating activities	經營活動所得現金流量淨額	36,476	89,384

Condensed Consolidated Statement of Cash Flows (continued)

簡明綜合現金流量表(續)

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

		Six months ended 30 June 截至6月30日止六個月	
		2020 2020年 (Unaudited) (未經審核) HK\$'000 千港元	2019 2019年 (Unaudited) (未經審核) HK\$'000 千港元
CASH FLOWS FROM INVESTING ACTIVITIES	投資活動現金流量		
Purchases of items of property, plant and equipment	購置物業、廠房及設備項目	(10,595)	(8,022)
Deposits paid for purchases of items of property, plant and equipment	支付購置物業、廠房及設備項目按金	(5,554)	(3,176)
Purchases of derivative financial instruments	購買衍生金融工具	(556)	—
Proceeds from disposal of items of property, plant and equipment	出售物業、廠房及設備項目所得款項	305	116
Interest income received	已收利息收入	2,401	2,601
Net cash flows used in investing activities	投資活動所用現金流量淨額	(13,999)	(8,481)
CASH FLOWS FROM FINANCING ACTIVITIES	融資活動現金流量		
Proceeds from issue of shares upon exercise of share options	行使購股權時發行股份所得款項	928	462
Dividends paid	已付股息	(24,916)	(44,066)
Amounts paid for shares repurchased	就已購回股份所支付款項	(24,787)	—
New bank borrowings	新增銀行借款	28,489	167,762
Repayment of bank borrowings	償還銀行借款	(40,277)	(203,316)
Lease payments	租賃付款	(8,078)	(4,915)
Interest paid	已付利息	(355)	(2,479)
Net cash flows used in financing activities	融資活動所用現金流量淨額	(68,996)	(86,552)
NET DECREASE IN CASH AND CASH EQUIVALENTS	現金及現金等價物減少淨額	(46,519)	(5,649)
Cash and cash equivalents at beginning of the period	期初現金及現金等價物	315,211	328,684
Effect of foreign exchange rate changes, net	外匯匯率變動的影響淨額	(1,176)	(431)
CASH AND CASH EQUIVALENTS AT THE END OF THE PERIOD	期末現金及現金等價物	267,516	322,604
ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS	現金及現金等價物結餘分析		
Cash and bank balances	現金及銀行結餘	132,947	190,701
Time deposits with original maturity of less than three months when acquired	收購時原訂於三個月內到期的定期存款	134,569	131,903
Cash and cash equivalents as stated in the condensed consolidated statement of cash flows	於簡明綜合現金流量表呈列的現金及現金等價物	267,516	322,604

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

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

1. CORPORATE AND GROUP INFORMATION

Tsit Wing International Holdings Limited (the “**Company**”) is a limited liability company incorporated in Bermuda. The registered office of the Company is located at Victoria Place, 5th Floor, 31 Victoria Street, Hamilton HM 10, Bermuda. The principal place of business of the Company is located at Flats F-J, 11th Floor, Block 1, Kwai Tak Industrial Centre, 15-33 Kwai Tak Street, Kwai Chung, New Territories, Hong Kong.

The Company is an investment holding company. During the period, the Company’s subsidiaries were engaged in the following principal activities:

- processing and sales of coffee, tea and related complementary products
- sale of frozen processed food
- sale and rental of coffee and tea machines
- food and beverage store operations

1. 公司及集團資料

捷榮國際控股有限公司(「**本公司**」)為在百慕達註冊成立的有限公司。本公司的註冊辦事處位於Victoria Place, 5th Floor, 31 Victoria Street, Hamilton HM 10, Bermuda。本公司的主要營業地點位於香港新界葵涌葵德街15-33號葵德工業中心第1座11樓F-J室。

本公司為投資控股公司。本公司的附屬公司於期內從事下列主要業務：

- 加工及銷售咖啡、茶及相關配套產品
- 銷售急凍預製食品
- 銷售及出租咖啡機及茶機
- 食品及餐飲店營運

Notes to the Condensed Consolidated Financial Statements (continued)

簡明綜合財務報表附註(續)

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

2.1 BASIS OF PREPARATION

The unaudited condensed consolidated financial statements of the Group for the six months ended 30 June 2020 have been prepared in accordance with Hong Kong Accounting Standards (“**HKAS**”) 34 *Interim Financial Reporting* issued by the Hong Kong Institute of Certified Public Accountants (the “**HKICPA**”).

The unaudited condensed consolidated financial statements do not include all the information and disclosures required in the annual financial statements, and should be read in conjunction with the Group’s consolidated financial statements for the year ended 31 December 2019. The unaudited condensed consolidated financial statements are presented in Hong Kong dollars (“**HK\$**”) and all values are rounded to the nearest thousand except when otherwise indicated.

On 29 November 2019, the Group disposed of its frozen meat business in Hong Kong which represented a major line of the Group’s business in the food products segment in Hong Kong. Accordingly, this disposed frozen meat business was regarded as a discontinued operation of the Group in accordance with HKFRS 5 *Non-current Assets Held for Sale and Discontinued Operations* (“**HKFRS 5**”) and the comparative condensed consolidated statement of profit or loss has been represented as if the operation had been discontinued at the beginning of the comparative period. Further details of the transactions are set out in note 8 below.

2.1 編製基準

本集團截至2020年6月30日止六個月的未經審核簡明綜合財務報表乃根據香港會計師公會(「香港會計師公會」)頒佈的香港會計準則(「香港會計準則」)第34號中期財務報告編製。

未經審核簡明綜合財務報表並無包含年度財務報表規定的所有資料及披露，故應與本集團截至2019年12月31日止年度的綜合財務報表一併閱覽。未經審核簡明綜合財務報表以港元(「港元」)呈列。除另有指明外，所有金額約整至最接近千港元。

於2019年11月29日，本集團出售其於香港的急凍肉類業務，其為本集團於香港食品分部業務的主線。故此，根據香港財務報告準則第5號持作銷售非流動資產及終止經營業務(「香港財務報告準則第5號」)，已出售急凍肉類業務被視作本集團之終止經營業務，而比較簡明綜合損益表則按業務於比較期初已終止經營之假設呈列。交易的進一步詳情載於下文附註8。

Notes to the Condensed Consolidated Financial Statements (continued)

簡明綜合財務報表附註(續)

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

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES

2.2 會計政策變動及披露

The accounting policies adopted in the preparation of the condensed consolidated financial statements for the six months ended 30 June 2020 are consistent with those followed in the preparation of the Group's annual consolidated financial statements for the year ended 31 December 2019, except for the adoption of the following new and revised Hong Kong Financial Reporting Standards ("HKFRSs"), which are effective for the first time for the annual periods beginning on or after 1 January 2020.

編製截至2020年6月30日止六個月的簡明綜合財務報表採用的會計政策與編製本集團截至2019年12月31日止年度的年度綜合財務報表所遵循者一致，惟採用以下新訂及經修訂香港財務報告準則(「香港財務報告準則」)(有關準則於2020年1月1日或之後開始之年度期間首次生效)除外。

Amendments to HKFRS 3	<i>Definition of Business</i>	香港財務報告準則第3號(修訂本)	業務的定義
Amendments to HKFRS 7, HKFRS 9 and HKAS 39	<i>Interest Rate Benchmark Reform</i>	香港財務報告準則第7號、香港財務報告準則第9號及香港會計準則第39號(修訂本)	利率基準改革
Amendments to HKAS 1 and HKAS 8	<i>Definition of Material</i>	香港會計準則第1號及香港會計準則第8號(修訂本)	重要性的定義
Amendments to HKFRS 16	<i>COVID-19-Related Rent Concessions (early adopted)</i>	香港財務報告準則第16號(修訂本)	COVID-19 — 有關租金寬減(提早採納)

Except for the amendments included in Amendments to HKFRS 7, HKFRS 9 and HKAS 39, which are not relevant to the preparation of the Group's interim condensed consolidated financial statements, the nature and impact of the amendments are described below.

除香港財務報告準則第7號、香港財務報告準則第9號及香港會計準則第39號(修訂本)包括的修訂外(該等修訂與本集團中期簡明綜合財務報表編製無關)，修訂的性質及影響載列如下。

簡明綜合財務報表附註(續)

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

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (continued)

- (a) Amendments to HKFRS 3 clarify and provide additional guidance on the definition of a business. The amendments clarify that for an integrated set of activities and assets to be considered a business, it must include, at a minimum, an input and a substantive process that together significantly contribute to the ability to create output. A business can exist without including all of the inputs and processes needed to create outputs. The amendments remove the assessment of whether market participants are capable of acquiring the business and continue to produce outputs. Instead, the focus is on whether acquired inputs and acquired substantive processes together significantly contribute to the ability to create outputs. The amendments have also narrowed the definition of outputs to focus on goods or services provided to customers, investment income or other income from ordinary activities. Furthermore, the amendments provide guidance to assess whether an acquired process is substantive and introduce an optional fair value concentration test to permit a simplified assessment of whether an acquired set of activities and assets is not a business. The Group has applied the amendments prospectively to transactions or other events that occurred on or after 1 January 2020. The amendments did not have any impact on the financial position and performance of the Group.

2.2 會計政策變動及披露(續)

- (a) 香港財務報告準則第3號(修訂本)澄清業務之定義並提供額外指引。該等修訂澄清，對於一系列被視為業務之綜合活動及資產，其必須至少包括一項投入及實質性過程，共同對創造產出之能力作出重大貢獻。業務可以在不包含創建輸出所需之所有投入及過程之情況下存在。該等修訂取消對市場參與者是否有能力獲得業務並繼續產生產出之評估。相反，重點乃獲得之投入及獲得之實質性過程是否共同對創造產出之能力作出重大貢獻。該等修訂亦縮小產出之定義，重點關注向客戶提供之商品或服務、投資收入或日常活動之其他收入。此外，該等修訂提供指引，以評估獲得之過程是否具有實質性，並引入選擇性公平值集中測試，允許對一系列已收購活動及資產是否並非一項業務進行簡單評估。本集團已將修訂追溯應用於2020年1月1日或之後發生的交易或其他事件。該等修訂對本集團的財務狀況及表現概無任何影響。

Notes to the Condensed Consolidated Financial Statements (continued)

簡明綜合財務報表附註(續)

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

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (continued)

2.2 會計政策變動及披露(續)

(b) Amendments to HKAS 1 and HKAS 8 provide a new definition of material. The new definition states that information is material if omitting, misstating or obscuring it could reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements. The amendments clarify that materiality will depend on the nature or magnitude of information. The amendments did not have any impact on the Group's unaudited condensed consolidated interim financial information.

(b) 香港會計準則第1號及香港會計準則第8號(修訂本)提供重大之新定義。新定義訂明，倘資料遺漏、失實或含糊不清，而合理預期可能會影響用作一般用途之財務報表之主要使用者按該等財務報表作出之決定，則資料屬重大。該等修訂澄清，重要性將視乎資料性質或重要性而定。該等修訂對本集團未經審核簡明綜合中期財務資料概無任何影響。

Notes to the Condensed Consolidated Financial Statements (continued)

簡明綜合財務報表附註(續)

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

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (continued)

2.2 會計政策變動及披露(續)

(c) Amendment to HKFRS 16 provides a practical expedient for lessees to elect not to apply lease modification accounting for rent concessions arising as a direct consequence of the COVID-19 pandemic. The practical expedient applies only to rent concessions occurring as a direct consequence of the COVID-19 pandemic and only if (i) the change in lease payments results in revised consideration for the lease that is substantially the same as, or less than, the consideration for the lease immediately preceding the change; (ii) any reduction in lease payments affects only payments originally due on or before 30 June 2021; and (iii) there is no substantive change to other terms and conditions of the lease. The amendment is effective retrospectively for annual periods beginning on or after 1 June 2020 with earlier application permitted.

(c) 香港財務報告準則第16號(修訂本)為承租人提供一個實際可行的權宜方法以選擇就COVID-19疫情的直接後果產生的租金寬免不應用租賃修改會計處理。該實際可行權宜方法僅適用於COVID-19疫情直接導致的租金寬免，且僅當(i)租賃付款的變動使租賃代價有所修改，而經修改的代價與緊接變動前租賃代價大致相同，或少於緊接變動前租賃代價；(ii)租賃付款的任何減幅僅影響原到期日為2021年6月30日或之前的付款；及(iii)租賃的其他條款及條件並無實質變動。該修訂本於2020年6月1日或之後開始的年度期間追溯有效，允許提早應用。

Notes to the Condensed Consolidated Financial Statements (continued)

簡明綜合財務報表附註(續)

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

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (continued)

2.2 會計政策變動及披露(續)

(c) (continued)

During the period ended 30 June 2020, certain monthly lease payments for the leases of the Group's office premises and warehouse have been reduced or waived by the lessors as a result of the COVID-19 pandemic and there are no other changes to the terms of the leases. The Group has early adopted the amendment on 1 January 2020 and elected not to apply lease modification accounting for all rent concessions granted by the lessors as a result of the COVID-19 pandemic during the period ended 30 June 2020. Accordingly, a reduction in the lease payments arising from the rent concessions of HK\$344,000 has been accounted for as a variable lease payment by derecognising part of the lease liabilities and crediting to profit or loss for the period ended 30 June 2020.

(c) (續)

截至2020年6月30日止期間，由於COVID-19疫情，出租人已寬減或豁免本集團辦公場所及倉庫租賃之若干月租款項，而租賃條款並無其他變動。本集團已於2020年1月1日提早採納修訂本，並選擇就截至2020年6月30日止期間出租人因COVID-19疫情給予的所有租金寬免不應用租賃修改會計處理。因此，租金寬減產生的租賃付款344,000港元已通過終止確認部分租賃負債作為可變租賃付款入賬，並計入截至2020年6月30日止期間的損益。

Notes to the Condensed Consolidated Financial Statements (continued)

簡明綜合財務報表附註(續)

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

3. OPERATING SEGMENT INFORMATION

For management purposes, the Group is organised into business units based on their products and services and has two reportable operating segments as follows:

- (a) the beverage solutions (“**Beverage Solutions**”) segment processes and distributes coffee, tea and related complementary products, sells food and beverages, coffee machines and other related products, operates food and beverage store and leases coffee and tea machines; and
- (b) the food products (“**Food Products**”) segment trades frozen meat and frozen processed food.

3. 經營分部資料

就管理目的而言，本集團按產品及服務劃分業務單位，兩個可呈報的經營分部如下：

- (a) 餐飲策劃服務(「**餐飲策劃服務**」)分部加工及分銷咖啡、茶及相關配套產品、售賣食品及餐飲、咖啡機及其他相關產品、經營食品及餐飲店以及出租咖啡機及茶機；及
- (b) 食品(「**食品**」)分部買賣急凍預製食品。

Notes to the Condensed Consolidated Financial Statements (continued)

簡明綜合財務報表附註(續)

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

3. OPERATING SEGMENT INFORMATION (continued)

On 29 November 2019, the Group disposed of its frozen meat business in Hong Kong which was included in Food Products segment in the period ended 30 June 2019. Since the frozen meat business represented a major line of Food Products segment of the Group's business in Hong Kong, the frozen meat business was regarded as a discontinued operation in accordance with HKFRS 5. Accordingly, the related financial information of the frozen meat business was not included in the operating segment information from the continuing operations and the comparative information was also reclassified to conform with the current period's presentation. Further details of the discontinued operation are set out in note 8.

3. 經營分部資料(續)

於2019年11月29日，本集團出售其於香港的急凍肉類業務，該業務於截至2019年6月30日止期間計入食品分部。由於急凍肉類業務是本集團香港業務食品分部的主要業務，根據香港財務報告準則第5號，急凍肉類業務被視為一項已終止經營業務。因此，急凍肉類業務的相關財務資料並無計入持續經營業務的經營分部資料，比較資料亦重新分類以符合本期間的呈列。已終止經營業務的更多詳情載於附註8。

Notes to the Condensed Consolidated Financial Statements (continued)

簡明綜合財務報表附註(續)

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

3. OPERATING SEGMENT INFORMATION (continued)

Management monitors the results of the Group's operating segments separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on reportable segment profit/loss, which is a measure of adjusted profit/loss before tax from continuing operations. The adjusted profit/loss before tax from continuing operations is measured consistently with the Group's profit before tax from continuing operations except that interest income, dividend income and unallocated gains, head office and corporate expenses as well as certain finance costs are excluded from such measurement.

Segment assets exclude derivative financial instruments, cash and cash equivalents, other unallocated head office and corporate assets as these assets are managed on a group basis.

Segment liabilities exclude derivative financial instruments, other unallocated head office and corporate liabilities as these liabilities are managed on a group basis.

Intersegment sales and transfers are transacted with reference to the selling prices used for sales made to third parties at the then prevailing market prices.

3. 經營分部資料(續)

管理層個別監察本集團的經營分部業績，以作出有關資源分配及表現評估的決定。分部表現乃根據可呈報分部溢利／虧損（即計量經調整持續經營業務除稅前溢利／虧損）評估。經調整持續經營業務除稅前溢利／虧損的計量方式與本集團持續經營業務除稅前溢利貫徹一致，惟有關計量並不包括利息收入、股息收入及未分配收益、總辦事處及企業開支以及若干融資成本。

分部資產不包括衍生金融工具、現金及現金等價物、其他未分配總辦事處及企業資產，此乃由於該等資產以組別基準管理。

分部負債不包括衍生金融工具、其他未分配總辦事處及企業負債，此乃由於該等負債以組別基準管理。

分部間銷售及轉讓乃按當前市價參考向第三方進行銷售的售價進行交易。

Notes to the Condensed Consolidated Financial Statements (continued)

簡明綜合財務報表附註(續)

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

3. OPERATING SEGMENT INFORMATION (continued)

3. 經營分部資料(續)

Six months ended 30 June 2020 (unaudited)	截至2020年6月30日止六個月(未經審核)	Beverage Solutions 餐飲策劃服務 HK\$'000 千港元	Food Products 食品 HK\$'000 千港元	Total 合計 HK\$'000 千港元
Segment revenue (note 4)	分部收入(附註4)			
Sales to external customers	銷售予外部客戶	282,224	7,454	289,678
Segment results	分部業績	40,141	831	40,972
<i>Reconciliation:</i>	<i>對賬:</i>			
Interest income	利息收入			2,411
Corporate and unallocated expenses, net	企業及未分配開支淨額			(8,491)
Finance costs	融資成本			(355)
Profit before tax from continuing operations	持續經營業務所得除稅前溢利			34,537
Other segment information:	其他分部資料:			
Depreciation and amortisation	折舊及攤銷	19,578	—	19,578
Reversal of impairment of trade receivables	貿易應收款項減值撥回	(83)	—	(83)
Impairment of trade receivables	貿易應收款項減值	515	33	548
Write-off of trade receivables	貿易應收款項撇銷	922	—	922
Write-down of inventories to net realisable value	存貨沖減至可變現淨值	342	—	342
Write-off of inventories	存貨撇銷	19	45	64
Loss on disposal of items of property, plant and equipment	出售物業、廠房及設備項目虧損	206	—	206
Capital expenditure*	資本開支*	16,149	—	16,149

* The capital expenditure includes purchases of property, plant and equipment of HK\$10,595,000 and deposits for purchase of property, plant and equipment of HK\$5,554,000 incurred for continuing operations.

* 資本開支包括就持續經營業務購置物業、廠房及設備10,595,000港元以及購置物業、廠房及設備按金5,554,000港元。

Notes to the Condensed Consolidated Financial Statements (continued)

簡明綜合財務報表附註(續)

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

3. OPERATING SEGMENT INFORMATION (continued)

3. 經營分部資料(續)

As at 30 June 2020 (unaudited)	於2020年6月30日 (未經審核)	Beverage Solutions 餐飲策劃服務 HK\$'000 千港元	Food Products 食品 HK\$'000 千港元	Total 合計 HK\$'000 千港元
Segment assets	分部資產	383,010	6,745	389,755
<i>Reconciliation:</i>	<i>對賬:</i>			
Corporate and unallocated assets	企業及未分配資產			268,729
Total assets	資產總值			658,484
Segment liabilities	分部負債	127,199	601	127,800
<i>Reconciliation:</i>	<i>對賬:</i>			
Corporate and unallocated liabilities	企業及未分配負債			3,593
Total liabilities	負債總額			131,393

Notes to the Condensed Consolidated Financial Statements (continued)

簡明綜合財務報表附註(續)

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

3. OPERATING SEGMENT INFORMATION (continued)

3. 經營分部資料(續)

Six months ended 30 June 2019 (unaudited)	截至2019年6月30日止六個月(未經審核)	Beverage Solutions 餐飲策劃服務 HK\$'000 千港元	Food Products 食品 HK\$'000 千港元	Total 合計 HK\$'000 千港元
Segment revenue (note 4)	分部收入(附註4)			
Sales to external customers	銷售予外部客戶	380,004	10,065	390,069
Segment results	分部業績	55,624	952	56,576
<i>Reconciliation:</i>	<i>對賬:</i>			
Interest income	利息收入			2,632
Corporate and unallocated expenses, net	企業及未分配開支淨額			(10,737)
Finance costs	融資成本			(2,230)
Profit before tax from continuing operations	持續經營業務所得除稅前溢利			46,241
Other segment information:	其他分部資料:			
Depreciation and amortisation	折舊及攤銷	16,455	—	16,455
Reversal of impairment of trade receivables	貿易應收款項減值撥回	(309)	(19)	(328)
Impairment of trade receivables	貿易應收款項減值	478	8	486
Write-off of trade receivables	貿易應收款項撇銷	70	—	70
Write-down of inventories to net realisable value	存貨沖減至可變現淨值	167	—	167
Write-off of inventories	存貨撇銷	97	405	502
Loss on disposal of items of property, plant and equipment	出售物業、廠房及設備項目虧損	108	—	108
Capital expenditure*	資本開支*	11,170	—	11,170

* The capital expenditure includes purchases of property, plant and equipment of HK\$7,994,000 and deposits for purchase of property, plant and equipment of HK\$3,176,000 for continuing operations.

* 資本開支包括就持續經營業務購置物業、廠房及設備7,994,000港元以及購置物業、廠房及設備按金3,176,000港元。

Notes to the Condensed Consolidated Financial Statements (continued)

簡明綜合財務報表附註(續)

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

3. OPERATING SEGMENT INFORMATION (continued)

3. 經營分部資料(續)

As at 31 December 2019 (audited)	於2019年12月31日 (經審核)	Beverage Solutions 餐飲策劃服務 HK\$'000 千港元	Food Products 食品 HK\$'000 千港元	Total 合計 HK\$'000 千港元
Segment assets	分部資產	390,144	30,875	421,019
<i>Reconciliation:</i>	<i>對賬:</i>			
Corporate and unallocated assets	企業及未分配資產			317,484
Total assets	資產總值			738,503
Segment liabilities	分部負債	182,413	1,134	183,547
<i>Reconciliation:</i>	<i>對賬:</i>			
Corporate and unallocated liabilities	企業及未分配負債			5,221
Total liabilities	負債總額			188,768

Notes to the Condensed Consolidated Financial Statements (continued)

簡明綜合財務報表附註(續)

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

3. OPERATING SEGMENT INFORMATION (continued)

3. 經營分部資料(續)

Geographical information

地理資料

(a) Revenue from external customers

(a) 來自外部客戶的收入

		Six months ended 30 June 截至6月30日止六個月	
		2020 2020年 HK\$'000 千港元 (Unaudited) (未經審核)	2019 2019年 HK\$'000 千港元 (Unaudited) (未經審核)
Hong Kong	香港	206,743	245,539
Mainland China	中國內地	78,696	136,345
Others	其他	4,239	8,185
		289,678	390,069

The revenue information of continuing operations above is based on the locations of the customers.

上述來自持續經營業務的收入資料乃根據客戶所在地呈列。

Notes to the Condensed Consolidated Financial Statements (continued)

簡明綜合財務報表附註(續)

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

3. OPERATING SEGMENT INFORMATION (continued)

3. 經營分部資料(續)

Geographical information (continued)

地理資料(續)

(b) Non-current assets

(b) 非流動資產

		As at 30 June 2020 於2020年 6月30日 HK\$'000 千港元 (Unaudited) (未經審核)	As at 31 December 2019 於2019年 12月31日 HK\$'000 千港元 (Audited) (經審核)
Hong Kong	香港	78,441	82,909
Mainland China	中國內地	80,506	78,027
		158,947	160,936

The non-current asset information above is based on the locations of the assets and excludes deferred tax assets and financial assets.

上述非流動資產資料乃根據資產所在地呈列，並不包括遞延稅項資產及金融資產。

Notes to the Condensed Consolidated Financial Statements (continued)

簡明綜合財務報表附註(續)

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

4. REVENUE AND OTHER INCOME AND GAINS, NET

4. 收入及其他收入及收益淨額

An analysis of disaggregation of the Group's revenue from contracts with customers from continuing operations is as follows:

本集團持續經營業務的客戶合約收入的明細分析如下：

		Beverage Solutions 餐飲策劃服務 HK\$'000 千港元	Food Products 食品 HK\$'000 千港元	Total 合計 HK\$'000 千港元
Six months ended 30 June 2020 (unaudited)	截至2020年6月30日止六個月(未經審核)			
Type of goods or service	貨品或服務類別			
Sales of coffee, tea and other related complementary products	銷售咖啡、茶及其他相關配套產品	272,011	—	272,011
Sales of frozen processed food	銷售急凍預製食品	—	7,454	7,454
Rental income from leasing of coffee and tea machines	出租咖啡機及茶機的租金收入	10,179	—	10,179
Food and beverage store operations	食品及餐飲店營運	34	—	34
Total revenue from contracts with customers	客戶合約收入總額	282,224	7,454	289,678
Geographical markets	地區市場			
Hong Kong	香港	199,542	7,201	206,743
Mainland China	中國內地	78,443	253	78,696
Others	其他	4,239	—	4,239
Total revenue from contracts with customers	客戶合約收入總額	282,224	7,454	289,678
Timing of revenue recognition	收入確認時間			
Goods transferred at a point in time	於某時間點轉移貨品	272,045	7,454	279,499
Services transferred over time	於某段時間轉移服務	10,179	—	10,179
Total revenue from contracts with customers	客戶合約收入總額	282,224	7,454	289,678

Notes to the Condensed Consolidated Financial Statements (continued)

簡明綜合財務報表附註(續)

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

4. REVENUE AND OTHER INCOME AND GAINS, NET (continued)

4. 收入及其他收入及收益淨額 (續)

		Beverage Solutions 餐飲策劃服務	Food Products 食品	Total 合計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Six months ended 30 June 2019 (unaudited)	截至2019年6月30日止六個月(未經審核)			
Type of goods or service	貨品或服務類別			
Sales of coffee, tea and other related complementary products	銷售咖啡、茶及其他相關配套產品	367,547	—	367,547
Sales of frozen processed food	銷售急凍預製食品	—	10,065	10,065
Rental income from leasing of coffee and tea machines	出租咖啡機及茶機的租金收入	12,377	—	12,377
Food and beverage store operations	食品及餐飲店營運	80	—	80
Total revenue from contract with customers	客戶合約收入總額	380,004	10,065	390,069
Geographical markets	地區市場			
Hong Kong	香港	236,243	9,296	245,539
Mainland China	中國內地	135,576	769	136,345
Others	其他	8,185	—	8,185
Total revenue from contract with customers	客戶合約收入總額	380,004	10,065	390,069
Timing of revenue recognition	收入確認時間			
Goods transferred at a point in time	於某時間點轉移貨品	367,627	10,065	377,692
Services transferred over time	於某段時間轉移服務	12,377	—	12,377
Total revenue from contract with customers	客戶合約收入總額	380,004	10,065	390,069

Notes to the Condensed Consolidated Financial Statements (continued)

簡明綜合財務報表附註(續)

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

4. REVENUE AND OTHER INCOME AND GAINS, NET (continued)

4. 收入及其他收入及收益淨額(續)

An analysis of other income and gains, net from continuing operations is as follows:

持續經營業務所得其他收入及收益淨額分析如下：

		Six months ended 30 June 截至6月30日止六個月	
		2020 2020年 (Unaudited) (未經審核) HK\$'000 千港元	2019 2019年 (Unaudited) (未經審核) HK\$'000 千港元
Other income, net	其他收入淨額		
Bank interest income	銀行利息收入	2,411	2,632
Government subsidies	政府補貼	310	—
Others	其他	624	25
		3,345	2,657
Other gains, net	其他收益淨額		
Foreign exchange difference, net	匯兌差異淨額	119	—
Gain on change in fair value of derivative financial instruments	衍生金融工具公平值變動收益	90	—
		209	—
		3,554	2,657

Notes to the Condensed Consolidated Financial Statements (continued)

簡明綜合財務報表附註(續)

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

5. FINANCE COSTS

5. 融資成本

An analysis of finance costs from continuing operations is as follows:

持續經營業務所得融資成本分析如下：

		Six months ended 30 June 截至6月30日止六個月	
		2020 2020年 (Unaudited) (未經審核) HK\$'000 千港元	2019 2019年 (Unaudited) (未經審核) HK\$'000 千港元
Interest on bank borrowings	銀行借款利息	355	1,857
Interest on lease liabilities	租賃負債利息	529	373
		884	2,230

Notes to the Condensed Consolidated Financial Statements (continued)

簡明綜合財務報表附註(續)

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

6. PROFIT BEFORE TAX

6. 除稅前溢利

The Group's profit before tax from continuing operations is arrived at after charging/(crediting):

本集團持續經營業務所得除稅前溢利乃經扣除/(計入)下列各項而達成：

		Six months ended 30 June 截至6月30日止六個月	
		2020 2020年 (Unaudited) (未經審核) HK\$'000 千港元	2019 2019年 (Unaudited) (未經審核) HK\$'000 千港元
Cost of inventories sold [^]	已售存貨成本 [^]	154,774	223,617
Depreciation [^] :	折舊 [^] :		
Right-of-use assets	使用權資產	7,801	4,883
Other items of property, plant and equipment	其他物業、廠房及設備項目	11,723	10,515
		19,524	15,398
Amortisation of intangible assets	無形資產攤銷	54	57
Lease payments not included in the measurement of lease liabilities	未計入租賃負債的租賃付款	192	1,466
Foreign exchange differences, net [*]	匯兌差異淨額 [*]	(119)	382
Reversal of impairment of trade receivables [*]	貿易應收款項減值撥回 [*]	(83)	(328)
Impairment of trade receivables [*]	貿易應收款項減值 [*]	548	486
Loss on disposal of items of property, plant and equipment [*]	出售物業、廠房及設備項目虧損 [*]	206	108
(Gain)/loss on change in fair value of derivative financial instruments [*]	衍生金融工具公平值變動(收益)/虧損 [*]	(90)	203
Loss on deregistration of subsidiaries [*]	取消註冊附屬公司虧損 [*]	—	706
Write-off of trade receivables [*]	貿易應收款項撇銷 [*]	922	70
Employee benefit expenses [^] :	僱員福利開支 [^] :		
Salaries, wages, allowances and bonuses	薪金、工資、津貼及花紅	51,912	59,622
Equity-settled share option expense	權益結算購股權開支	593	1,949
Pension scheme contributions (defined contribution schemes)	退休金計劃供款(界定供款計劃)	2,564	2,409
		55,069	63,980
Write-down of inventories to net realisable value [*]	存貨沖減至可變現淨值 [*]	342	167
Write-off of inventories [*]	存貨撇銷 [*]	64	502

Notes to the Condensed Consolidated Financial Statements (continued)

簡明綜合財務報表附註(續)

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

6. PROFIT BEFORE TAX (continued)

* These amounts are included in "Other income and gains, net" or "Other expenses, net" on the face of the condensed consolidated statement of profit or loss.

^ The cost of sales for the six months ended 30 June 2020 amounted to HK\$171,127,000 (six months ended 30 June 2019: HK\$242,133,000) and included cost of inventories sold of HK\$154,774,000 (six months ended 30 June 2019: HK\$223,617,000), depreciation charge of HK\$7,809,000 (six months ended 30 June 2019: HK\$7,244,000) and employee benefit expenses of HK\$4,916,000 (six months ended 30 June 2019: HK\$6,525,000).

7. INCOME TAX

Pursuant to the rules and regulations of Bermuda, the Group is not subject to any income tax in Bermuda.

Hong Kong profits tax has been provided at the rate of 16.5% (six months ended 30 June 2019: 16.5%) on the estimated assessable profits arising in Hong Kong during the period, except for one subsidiary of the Group which is a qualifying entity under the two-tiered profits tax rates regime effective from the year of assessment 2018/2019. The first HK\$2,000,000 of assessable profits of this subsidiary is taxed at 8.25% and the remaining assessable profits are taxed at 16.5%. Taxes on profits assessable in Mainland China have been calculated at the rate of 25% (six months ended 30 June 2019: 25%).

6. 除稅前溢利(續)

* 該等款項計入簡明綜合損益表之「其他收入及收益淨額」或「其他開支淨額」內。

^ 截至2020年6月30日止六個月的銷售成本為171,127,000港元(截至2019年6月30日止六個月: 242,133,000港元)及包括已售存貨成本154,774,000港元(截至2019年6月30日止六個月: 223,617,000港元)、折舊開支7,809,000港元(截至2019年6月30日止六個月: 7,244,000港元)、以及僱員福利開支4,916,000港元(截至2019年6月30日止六個月: 6,525,000港元)。

7. 所得稅

根據百慕達的規則及規例，本集團毋須支付任何百慕達所得稅。

香港利得稅乃根據期內在香港賺取之估計應課稅溢利的16.5% (截至2019年6月30日止六個月: 16.5%)計提，惟本集團一間附屬公司除外，該公司屬2018/2019評稅年度生效的利得稅兩級制的合資格實體。該附屬公司的首2,000,000港元應課稅溢利按8.25%的稅率繳稅，餘下應課稅溢利按16.5%的稅率繳稅。中國內地應課稅溢利之稅項乃按25% (截至2019年6月30日止六個月: 25%)的稅率計算得出。

Notes to the Condensed Consolidated Financial Statements (continued)

簡明綜合財務報表附註(續)

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

7. INCOME TAX (continued)

7. 所得稅(續)

		Six months ended 30 June 截至6月30日止六個月	
		2020 2020年 (Unaudited) (未經審核) HK\$'000 千港元	2019 2019年 (Unaudited) (未經審核) HK\$'000 千港元
Current — Hong Kong	即期 — 香港		
Charge for the period	期內支出	4,553	5,346
Current — Mainland China	即期 — 中國內地		
Charge for the period	期內支出	826	3,912
Underprovision/(overprovision) in prior periods	過去期間撥備不足/ (超額撥備)	71	(513)
Deferred	遞延	256	696
Total tax charge for the period from continuing operations	持續經營業務期內 稅項支出總額	5,706	9,441
Total tax charge for the period from a discontinued operation	已終止經營業務期內 稅項支出總額	—	538
		5,706	9,979

Notes to the Condensed Consolidated Financial Statements (continued)

簡明綜合財務報表附註(續)

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

8. DISCONTINUED OPERATION

On 29 November 2019, the Group disposed of its 60% equity interest in Whole Sun Limited (“**Whole Sun**”) to non-controlling shareholder of Whole Sun for a consideration of HK\$27,840,000. Whole Sun is engaged in trading of frozen meat in Hong Kong (the “**Disposed Frozen Food Business**”) which represented a major line of the Group’s business in the Food Products segment for operating segment information. Accordingly, the business of Whole Sun was regarded as a discontinued operation. The disposal is a part of the Group’s strategic plan to redirect its resources to fit its business plan.

8. 已終止經營業務

於2019年11月29日，本集團出售其於浩新貿易有限公司的60%股權予浩新貿易有限公司（「浩新」）的非控股股東，代價為27,840,000港元。浩新於香港從事急凍肉類貿易（「已出售急凍食品業務」），且就經營分部資料而言，其為本集團食品分部的主要業務。故此，浩新的業務被視為一項已終止經營業務。出售事項乃本集團為配合其業務規劃而重新調配資源的戰略計劃的一部分。

Notes to the Condensed Consolidated Financial Statements (continued)

簡明綜合財務報表附註(續)

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

8. DISCONTINUED OPERATION (continued)

8. 已終止經營業務(續)

The result of the Disposed Frozen Food Business for the six months ended 30 June 2019 is presented below:

已出售急凍食品業務截至2019年6月30日止六個月的業績呈列如下：

		Six months ended 30 June 2019 截至2019年 6月30日 止六個月 (Unaudited) (未經審核) HK\$'000 千港元
Revenue	收入	126,937
Cost of sales	銷售成本	(116,263)
Gross profit	毛利	10,674
Other income	其他收入	1
Selling and distribution expenses	銷售及分銷開支	(1,868)
Administrative expenses	行政開支	(4,848)
Other expenses, net	其他開支淨額	(76)
Finance costs	融資成本	(625)
Profit before tax from the discontinued operation	已終止經營業務所得 除稅前溢利	3,258
Income tax expense	所得稅開支	(538)
Profit for the period from the discontinued operation	已終止經營業務所得 期內溢利	2,720
Attributable to:	下列人士應佔：	
Owners of the parent	母公司擁有人	1,632
Non-controlling interests	非控股權益	1,088
		2,720
Earnings per share from the discontinued operation:	已終止業務每股盈利：	
Basic	基本	0.21
Diluted	攤薄	0.21

Notes to the Condensed Consolidated Financial Statements (continued)

簡明綜合財務報表附註(續)

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

9. DIVIDENDS

9. 股息

The dividends recognised and declared by the Company during the reporting period are as follows:

本公司於報告期間確認及宣派的股息如下：

		Six months ended 30 June	
		截至6月30日止六個月	
		2020	2019
		2020年	2019年
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
		HK\$'000	HK\$'000
		千港元	千港元
Dividends recognised as distribution during the reporting period:	報告期間確認為分派的股息：		
2018 final dividend — HK5.78 cents per ordinary share	2018年末期股息 — 每股普通股5.78港仙	—	44,066
2019 final dividend — HK3.33 cents per ordinary share	2019年末期股息 — 每股普通股3.33港仙	24,916	—
		24,916	44,066
Dividend declared after the end of the reporting period:	報告期末後宣派股息：		
Interim dividend — HK1.58 cents (six months ended 30 June 2019: HK2.52 cents) per ordinary share	中期股息 — 每股普通股1.58港仙 (截至2019年6月30日止六個月：2.52港仙)	11,554	19,245

The interim dividend for the six months ended 30 June 2020 has been calculated by reference to 731,235,512 shares in issue on 25 August 2020.

截至2020年6月30日止六個月之中期股息已參考2020年8月25日之731,235,512股已發行股份計算。

Notes to the Condensed Consolidated Financial Statements (continued)

簡明綜合財務報表附註(續)

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

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

The calculation of the basic earnings per share amount for the six months ended 30 June 2020 is based on the unaudited consolidated profit attributable to ordinary equity holders of the parent and the weighted average number of ordinary shares of 753,517,000 (six months ended 30 June 2019: 762,263,000) in issue during the period.

The calculation of the diluted earnings per share amount for the period is based on the unaudited consolidated profit attributable to ordinary equity holders of the parent and (i) the weighted average number of ordinary shares in issue during the period, as used in the basic earnings per share calculation, and (ii) the weighted average number of ordinary shares assumed to have been issued at no consideration on the deemed exercise of all dilutive potential share options into ordinary shares.

10. 母公司普通權益持有人應佔 每股盈利

截至2020年6月30日止六個月的每股基本盈利乃根據期內母公司普通權益持有人應佔未經審核綜合溢利及期內已發行普通股加權平均數753,517,000股(截至2019年6月30日止六個月: 762,263,000股)計算得出。

期內每股攤薄盈利的計算乃基於母公司普通權益持有人應佔未經審核綜合溢利及(i)每股基本盈利所用的期內已發行普通股加權平均數及(ii)視作行使所有潛在攤薄購股權以轉換為普通股而假設已無償發行的普通股加權平均數。

Notes to the Condensed Consolidated Financial Statements (continued)

簡明綜合財務報表附註(續)

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

**10. EARNINGS PER SHARE
ATTRIBUTABLE TO ORDINARY
EQUITY HOLDERS OF THE
PARENT (continued)**

**10. 母公司普通權益持有人應佔
每股盈利(續)**

The calculations of basic and diluted earnings per share are based on:

計算每股基本及攤薄盈利乃根據：

		Six months ended 30 June 截至6月30日止六個月	
		2020 2020年 (Unaudited) (未經審核) HK\$'000 千港元	2019 2019年 (Unaudited) (未經審核) HK\$'000 千港元
Earnings	盈利		
Profit attributable to ordinary equity holders of the parent, used in the basic earnings per share calculation:	用於計算每股基本盈利的母公司普通權益持有人應佔溢利：		
From continuing operations	來自持續經營業務	28,831	36,800
From a discontinued operation	來自一項已終止經營業務	—	1,632
		28,831	38,432
		'000 千股	'000 千股
Shares	股份		
Weighted average number of ordinary shares in issue and issuable during the period, used in the basic earnings per share calculation	用以計算每股基本盈利的期內已發行及可發行普通股加權平均數	753,517	762,263
Effect of dilution — weighted average number of ordinary shares:	攤薄影響 — 普通股加權平均數：		
Share options	購股權	1,249	2,346
Weighted average number of ordinary shares, used in the diluted earnings per share calculation	用以計算每股攤薄盈利的普通股加權平均數	754,766	764,609

Notes to the Condensed Consolidated Financial Statements (continued)

簡明綜合財務報表附註(續)

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

11. PROPERTY, PLANT AND EQUIPMENT

During the six months ended 30 June 2020, the Group acquired property, plant and equipment of HK\$12,210,000 (six months ended 30 June 2019: HK\$9,592,000) and recognised right-of-use assets of HK\$120,000 (six months ended 30 June 2019: HK\$10,533,000).

Items of property, plant and equipment with a net carrying amount of HK\$511,000 were disposed of by the Group during the six months ended 30 June 2020 (six months ended 30 June 2019: HK\$224,000).

Right-of-use assets amounted to HK\$30,137,000 were included in property, plant and equipment as at 30 June 2020 (31 December 2019: HK\$38,063,000).

11. 物業、廠房及設備

截至2020年6月30日止六個月，本集團添置12,210,000港元之物業、廠房及設備(截至2019年6月30日止六個月：9,592,000港元)及確認使用權資產120,000港元(截至2019年6月30日止六個月：10,533,000港元)。

截至2020年6月30日止六個月，本集團出售賬面淨值為511,000港元(截至2019年6月30日止六個月：224,000港元)的物業、廠房及設備項目。

截至2020年6月30日，使用權資產30,137,000港元(2019年12月31日：38,063,000港元)計入物業、廠房及設備。

Notes to the Condensed Consolidated Financial Statements (continued)

簡明綜合財務報表附註(續)

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

11. PROPERTY, PLANT AND EQUIPMENT (continued)

Included in the Group's right-of-use assets is a piece of leasehold land (the "Leasehold Land") situated in Mainland China under collective-owned land ownership (集體土地使用) with a carrying value of HK\$3,417,000 (31 December 2019: HK\$3,542,000). The Group also had items of property, plant and equipment attached to the Leasehold Land (the "Attached Properties") amounting to HK\$2,976,000 (31 December 2019: HK\$3,084,000). The Attached Properties, for which the Group was authorised to obtain the real estate ownership certificates, are mainly served as staff quarters of the Group. To facilitate the Group's future development plan, the Group applied to the relevant Mainland China authorities to change the ownership type of the Leasehold Land from collective-owned land ownership to state-owned land ownership (國有土地使用). In the prior years, as part of the procedures to change the ownership type of the Leasehold Land in accordance with the Mainland China regulations, the Group returned the land use right certificate for the collective-owned land ownership to the Mainland China government.

Subsequent to 30 June 2020, the Group obtained the state-owned land use right certificate of the Leasehold Land from the Mainland China government.

11. 物業、廠房及設備(續)

本集團使用權資產包括一幅位於中國內地並以集體土地使用形式持有的租賃土地(「租賃土地」)，租賃土地的賬面值為3,417,000港元(2019年12月31日：3,542,000港元)。本集團亦持有附帶於租賃土地的物業、廠房及設備項目(「附帶物業」)為數2,976,000港元(2019年12月31日：3,084,000港元)。附帶物業(本集團已獲授權以取得房地產所有權證)主要用作本集團的員工宿舍。為促進本集團的未來發展計劃，本集團向有關中國內地政府機關申請將租賃土地的所有權類別由集體土地使用改為國有土地使用。於過往年度，作為根據中國內地法規改變租賃土地的所有權類別的部分程序，本集團向中國內地政府歸還集體土地使用的土地使用權證。

於2020年6月30日後，本集團向中國內地政府取得租賃土地的國有土地使用權證。

Notes to the Condensed Consolidated Financial Statements (continued)

簡明綜合財務報表附註(續)

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

12. INVENTORIES

12. 存貨

		30 June 2020 2020年 6月30日 (Unaudited) (未經審核) HK\$'000 千港元	31 December 2019 2019年 12月31日 (Audited) (經審核) HK\$'000 千港元
Raw materials	原材料	68,693	62,176
Work-in-progress	在製品	747	1,082
Finished goods	製成品	54,405	62,490
		123,845	125,748

13. TRADE RECEIVABLES

13. 貿易應收款項

		30 June 2020 2020年 6月30日 (Unaudited) (未經審核) HK\$'000 千港元	31 December 2019 2019年 12月31日 (Audited) (經審核) HK\$'000 千港元
Trade receivables	貿易應收款項	93,695	126,940
Impairment	減值	(8,417)	(8,085)
		85,278	118,855

Notes to the Condensed Consolidated Financial Statements (continued)

簡明綜合財務報表附註(續)

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

13. TRADE RECEIVABLES (continued) 13. 貿易應收款項(續)

The Group's trading terms with its customers are mainly on credit, except for new customers, where the Group normally trades in cash on delivery. The credit periods generally range from 30 to 120 days. Each customer has a maximum credit limit. The Group seeks to maintain strict control over its outstanding receivables and has a credit control team to minimise credit risk. Overdue balances are reviewed regularly by management. The Group does not hold any collateral or other credit enhancements over its trade receivable balances. Trade receivables are non-interest-bearing.

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

本集團與其客戶訂立之交易條款主要以信貸為主，惟新客戶則通常需要貨到付現。信貸期一般為30至120天。每位顧客均設有最高信貸額度。本集團致力嚴格控制未清償應收款項，並設立信貸監控小組以降低信貸風險。逾期結餘由管理層定期檢討。本集團並無就其貿易應收款項結餘持有任何抵押品或作出其他信用提升。貿易應收款項並不計息。

於報告期末，貿易應收款項之賬齡分析(按發票日期並扣除撥備計算)如下：

		30 June 2020 2020年 6月30日 (Unaudited) (未經審核) HK\$'000 千港元	31 December 2019 2019年 12月31日 (Audited) (經審核) HK\$'000 千港元
Within 30 days	30天內	40,767	63,637
31 to 60 days	31至60天	26,524	36,861
61 to 90 days	61至90天	10,169	10,556
91 to 120 days	91至120天	3,161	3,970
121 to 180 days	121至180天	2,903	1,261
Over 180 days	超過180天	1,754	2,570
		85,278	118,855

Notes to the Condensed Consolidated Financial Statements (continued)

簡明綜合財務報表附註(續)

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

14. TRADE PAYABLES

An ageing analysis of the trade payables based on the invoice date is as follows:

		30 June 2020 2020年 6月30日 (Unaudited) (未經審核) HK\$'000 千港元	31 December 2019 2019年 12月31日 (Audited) (經審核) HK\$'000 千港元
Within 1 month	1個月內	46,554	70,653
1 to 2 months	1至2個月	2,984	2,010
2 to 3 months	2至3個月	705	3
Over 3 months	超過3個月	1,079	901
		51,322	73,567

The trade payables are non-interest-bearing and are normally settled within 30 to 60 days.

貿易應付款項按發票日期之賬齡分析如下：

貿易應付款項為免息及一般於30至60天內結付。

15. INTEREST-BEARING BANK BORROWINGS

		30 June 2020 2020年 6月30日 (Unaudited) (未經審核) HK\$'000 千港元	31 December 2019 2019年 12月31日 (Audited) (經審核) HK\$'000 千港元
Current	即期		
Trust receipt loans	信託收據貸款		
— unsecured	— 無抵押	14,366	26,154

15. 計息銀行借款

Notes to the Condensed Consolidated Financial Statements (continued)

簡明綜合財務報表附註(續)

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

16. SHARE CAPITAL AND TREASURY SHARES **16. 股本及庫存股**

		30 June 2020 2020年 6月30日 (Unaudited) (未經審核) HK\$'000 千港元	31 December 2019 2019年 12月31日 (Audited) (經審核) HK\$'000 千港元
Authorised:	法定：		
2,000,000,000 ordinary shares of HK\$0.10 each	2,000,000,000股每股面值0.10港元的普通股	200,000	200,000
Issued and fully paid:	已發行及繳足：		
744,106,312 (31 December 2019: 763,937,312) ordinary shares of HK\$0.10 each	744,106,312股(2019年12月31日：763,937,312股)每股面值0.10港元的普通股	74,410	76,394
Treasury shares:	庫存股：		
4,888,000 (31 December 2019: Nil) ordinary shares of HK\$0.10 each	4,888,000股(2019年12月31日：無)每股面值0.10港元的普通股	489	—
		74,899	76,394

Notes to the Condensed Consolidated Financial Statements (continued)

簡明綜合財務報表附註(續)

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

16. SHARE CAPITAL AND TREASURY 16. 股本及庫存股(續)

SHARES (continued)

A summary of movements in the Company's authorised and issued share capital during the period from 1 January 2019 to 30 June 2020 is as follows:

自2019年1月1日至2020年6月30日止期間，本公司的法定及已發行股本變動概要如下：

		Number of shares 股份數目	Share capital 股本 HK\$'000 千港元
	Notes 附註		
Authorised: 法定：			
At 1 January 2019, at	於2019年1月1日、		
31 December 2019, at	於2019年		
1 January 2020 and at	12月31日、於		
30 June 2020	2020年1月1日及 於2020年6月30日	2,000,000,000	200,000
Issued and fully paid: 已發行及繳足：			
At 1 January 2019	於2019年1月1日	762,071,112	76,207
Issue of shares upon exercise of share options	行使購股權時發行 股份	(a) 1,866,200	187
At 31 December 2019 and at 1 January 2020	於2019年12月31日 及於2020年 1月1日	763,937,312	76,394
Issue of shares upon exercise of share options	行使購股權時發行 股份	(b) 1,563,000	156
Repurchase and cancellation of shares	購回及註銷股份	(c) (16,506,000)	(1,651)
At 30 June 2020	於2020年6月30日	748,994,312	74,899

Notes to the Condensed Consolidated Financial Statements (continued)

簡明綜合財務報表附註(續)

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

16. SHARE CAPITAL AND TREASURY SHARES (continued) 16. 股本及庫存股(續)

Notes:

- (a) During the year ended 31 December 2019, the subscription rights attaching to 1,866,200 share options were exercised at the subscription price of HK\$0.594 per share, resulting in the issue of 1,866,200 ordinary shares of par value of HK\$0.10 each for a total cash consideration, before expenses, of HK\$1,109,000. An amount of HK\$3,440,000 was transferred from the share option reserve to the share premium account upon the exercise of the share options.
- (b) During the six months ended 30 June 2020, the subscription rights attaching to 1,563,000 share options were exercised at the subscription price of HK\$0.594 per share, resulting in the issue of 1,563,000 ordinary shares of par value of HK\$0.10 each for a total cash consideration, before expenses, of HK\$928,000. An amount of HK\$2,849,000 was transferred from the share option reserve to the share premium account upon the exercise of the share options.
- (c) During the six months ended 30 June 2020, the Company repurchased 21,394,000 shares on the Main Board of The Stock Exchange of Hong Kong Limited at a total consideration (before expenses) of HK\$24,681,000, among which 16,506,000 shares were cancelled and 4,888,000 shares are treasury shares.

附註：

- (a) 截至2019年12月31日止年度，1,866,200份購股權隨附的認購權已按每股0.594港元的認購價行使，以致發行1,866,200股每股面值為0.10港元的普通股，現金代價總額(扣除開支前)為1,109,000港元。行使購股權後，3,440,000港元已從購股權儲備轉撥至股份溢價賬。
- (b) 截至2020年6月30日止六個月，1,563,000份購股權隨附的認購權已按每股0.594港元的認購價行使，以致發行1,563,000股每股面值為0.10港元的普通股，並取得現金代價總額(扣除開支前)928,000港元。行使購股權後，2,849,000港元已從購股權儲備轉移至股份溢價賬。
- (c) 截至2020年6月30日止六個月，本公司於香港聯合交易所有限公司主板購回21,394,000股股份，總代價(扣除開支前)為24,681,000港元，其中註銷16,506,000股股份，4,888,000股為庫存股。

Notes to the Condensed Consolidated Financial Statements (continued)

簡明綜合財務報表附註(續)

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

17. CONTINGENT LIABILITIES

During the six months ended 30 June 2020, the Group has yet to obtain the real estate ownership certificate for two warehouses located in the Mainland China. As the Group completed the construction of the relevant warehouses and commenced usage without obtaining the necessary construction planning permit and construction commencement permit prior to the construction and did not complete the filing of the necessary construction completion reports with the relevant authorities, the Group may be requested by the relevant authorities to demolish the construction and is subject to a maximum penalty amounting to RMB1,321,000 (equivalent to HK\$1,448,000) (31 December 2019: RMB1,321,000 (equivalent to HK\$1,473,000)). On 15 December 2017, the Group obtained a temporary construction permit for a period of two years and obtained extension for one year on one of the warehouses. Having considered the approval of the temporary construction permit of a warehouse and the application status of the temporary construction permit of the remaining warehouse which was being processed by the relevant authorities and the advice from the Group's legal counsel, the directors believe that it is not probable that the relevant authorities will impose the penalty. Accordingly, no provision for the relevant liability has been made.

17. 或然負債

截至2020年6月30日止六個月，本集團尚未就兩間位於中國內地的倉庫取得房地產所有權證。在完成建設相關倉庫並開始使用前，本集團未有在施工前取得所需的建設工程規劃許可及建築工程施工許可，亦未完成向相關機關備案所需的竣工報告，因此相關機關可能要求本集團拆卸該項建設，並可判處最高達人民幣1,321,000元的罰款(相當於1,448,000港元)(2019年12月31日：人民幣1,321,000元(相當於1,473,000港元))。2017年12月15日，本集團就其中一個倉庫取得為期兩年的臨時建設許可證，並成功將其期限延長一年。經考慮倉庫的臨時建設許可證已獲批准及餘下倉庫的申請狀況(由相關機關處理中)及本集團法律顧問提供的意見後，董事相信相關機關施加罰款的機會不大，因此並無就相關負債計提撥備。

Notes to the Condensed Consolidated Financial Statements (continued)

簡明綜合財務報表附註(續)

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

18. COMMITMENTS

18. 承擔

The Group had the following capital commitments at the end of the reporting period:

本集團於報告期末有下列資本承擔：

	30 June 2020 2020年 6月30日 (Unaudited) (未經審核) HK\$'000 千港元	31 December 2019 2019年 12月31日 (Audited) (經審核) HK\$'000 千港元
Contracted, but not provided for in respect of:		
Property, plant and equipment	3,966	6,193

Notes to the Condensed Consolidated Financial Statements (continued)

簡明綜合財務報表附註(續)

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

19. RELATED PARTY TRANSACTIONS 19. 關聯方交易

(a) In addition to the transactions, arrangements and balances detailed elsewhere in these unaudited condensed consolidated financial statements, the Group had the following material related party transactions during the period:

(a) 除未經審核簡明綜合財務報表其他部分所詳述的交易、安排及結餘外，期內本集團訂有下列重大關聯方交易：

	Six months ended 30 June 截至6月30日止六個月	
	2020 2020年 (Unaudited) (未經審核) HK\$'000 千港元	2019 2019年 (Unaudited) (未經審核) HK\$'000 千港元
Lease expenses paid to a related company (note)	930	930
支付予一間關聯公司的租賃開支(附註)		

Note: Mr. Wong Tat Tong, a director and the beneficial shareholder of the Company, is the controlling shareholder of the related company.

附註：本公司董事及實益股東黃達堂先生為該關聯公司的控股股東。

Notes to the Condensed Consolidated Financial Statements (continued)

簡明綜合財務報表附註(續)

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

19. RELATED PARTY TRANSACTIONS 19. 關聯方交易(續)

(continued)

(b) Compensation of key management personnel of the Group

Remuneration for key management personnel of the Group, including directors' and chief executives' remuneration, is as follows:

(b) 本集團主要管理人員的薪酬

本集團主要管理人員(包括董事及主要行政人員)的薪酬載列如下:

		Six months ended 30 June 截至6月30日止六個月	
		2020 2020年 (Unaudited) (未經審核) HK\$'000 千港元	2019 2019年 (Unaudited) (未經審核) HK\$'000 千港元
Short term employee benefit	短期僱員福利	8,159	8,309
Equity-settled share option expense	以股權結算的購股權開支	256	943
Pension scheme contributions (defined contribution schemes)	退休金計劃供款(界定供款計劃)	415	270
		8,830	9,522

Notes to the Condensed Consolidated Financial Statements (continued)

簡明綜合財務報表附註(續)

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

20. FAIR VALUES AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS

Management has assessed that the fair values of trade receivables, financial assets included in prepayments, deposits and other receivables, cash and cash equivalents, trade payables, financial liabilities included in accruals and other payables, interest-bearing bank borrowings approximate to their carrying amounts largely due to the short term maturities of these instruments or the effect of discounting is not material.

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair values:

The fair values of the non-current portion of deposits have been calculated by discounting the expected future cash flows using the rates currently available for instruments with similar terms, credit risk and remaining maturities.

20. 金融工具的公平值及公平值層級

管理層已評估貿易應收款項、計入預付款項、按金及其他應收款項的金融資產、現金及現金等價物、貿易應付款項、計入應計款項及其他應付款項的金融負債以及計息銀行借款的公平值與其賬面值相若，主要由於該等工具期限較短或貼現影響並不重大。

金融資產及負債的公平值以自願交易方(強迫或清盤出售除外)在當前交易中可交易的該工具金額入賬。用以估計公平值的方法及假設如下。

按金非即期部分的公平值，乃以條款、信貸風險及尚餘年期相若的工具目前的利率，折現預期未來現金流量計算得出。

Notes to the Condensed Consolidated Financial Statements (continued)

簡明綜合財務報表附註(續)

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

20. FAIR VALUES AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (continued)

The Group entered into derivative financial instruments with creditworthy banks with no recent history of default. Derivative financial instruments, including forward currency contracts, were measured using valuation techniques similar to forward pricing model, using present value calculations. The model incorporated various market observable inputs including the credit quality of the counterparties, foreign exchange spot and forward rates and interest rate curves. The carrying amounts of forward currency contracts were the same as their fair values.

Fair value hierarchy

The following tables illustrate the fair value measurement hierarchy of the Group's financial instruments:

30 June 2020

Financial assets measured at fair value

20. 金融工具的公平值及公平值層級(續)

本集團與信譽良好且於近期無違約記錄的銀行訂立衍生金融工具。衍生金融工具(包括遠期外匯合約)均採用與以現值計算遠期定價模型相似的估值技術計量。該等模型包括多項市場可觀察輸入值，包括對手的信貸質素、外匯的即期及遠期匯率及利率曲線。遠期外匯合約的賬面值與其公平值相同。

公平值層級

下表展示本集團的金融工具的公平值計量層級：

2020年6月30日

按公平值計量的金融資產

Fair value measurement using 使用以下各項的公平值計量				
Quoted prices in active markets (Level 1) 於活躍市場的 報價 (等級1) HK\$'000 千港元	Significant observable inputs (Level 2) 重大可觀察 輸入數據 (等級2) HK\$'000 千港元	Significant unobservable inputs (Level 3) 重大不可觀察 輸入數據 (等級3) HK\$'000 千港元	Total 總計 HK\$'000 千港元	
Derivative financial instruments 衍生金融工具	-	82	-	82

Notes to the Condensed Consolidated Financial Statements (continued)

簡明綜合財務報表附註(續)

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

20. FAIR VALUES AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (continued)

20. 金融工具的公平值及公平值層級(續)

Financial assets measured at fair value (continued)

按公平值計量的金融資產(續)

The Group did not have any financial assets measured at fair value as at 31 December 2019.

本集團於2019年12月31日並無擁有任何按公平值計量的金融資產。

31 December 2019

2019年12月31日

Financial liabilities measured at fair value

按公平值計量的金融負債

		Fair value measurement using 使用以下各項的公平值計量			
		Quoted prices in active markets (Level 1) 於活躍市場 的報價 (等級1) HK\$'000 千港元	Significant observable inputs (Level 2) 重大可觀察 輸入數據 (等級2) HK\$'000 千港元	Significant unobservable inputs (Level 3) 重大不可觀察 輸入數據 (等級3) HK\$'000 千港元	Total 總計 HK\$'000 千港元
Derivative financial instruments	衍生金融工具	-	568	-	568

Notes to the Condensed Consolidated Financial Statements (continued)

簡明綜合財務報表附註(續)

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

20. FAIR VALUES AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (continued)

Financial liabilities measured at fair value (continued)

The Group did not have any financial liabilities measured at fair value as at 30 June 2020.

During the six months ended 30 June 2020, there were no transfers of fair value measurements between Level 1 and Level 2 and no transfers into or out of Level 3 for both financial assets and financial liabilities (six months ended 30 June 2019: Nil).

21. APPROVAL OF THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

The unaudited condensed consolidated financial statements were approved by the Board of Directors on 25 August 2020.

20. 金融工具的公平值及公平值層級(續)

按公平值計量的金融負債(續)

本集團於2020年6月30日並無擁有任何按公平值計量的金融負債。

於截至2020年6月30日止六個月，等級1與等級2之間並無公平值計量轉撥，亦無金融資產及金融負債轉入或轉出等級3(截至2019年6月30日止六個月：無)。

21. 批准未經審核簡明綜合財務報表

未經審核簡明綜合財務報表於2020年8月25日獲董事會批准。

Other Information

其他資料

USE OF PROCEEDS FROM LISTING

The shares of the Company (the “**Shares**”) were listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) on 11 May 2018 (the “**Listing Date**”) (the “**Listing**”). After the full exercise of the Over-allotment Option (as defined in the prospectus dated 30 April 2018 issued by the Company in relation to the Listing) and after deducting underwriting commissions and all related expenses, the net proceeds from issuance and offer of the Shares in connection with the Listing (the “**Net Proceeds**”) amounted to HK\$232.6 million.

As at the date of this interim report, there has not been any material change to the plan as to the use of the Net Proceeds except that in light of the material change in market and economic condition, the Group will utilise the balance of fund in a more conservative manner. Should the directors of the Company (the “**Directors**”) decide to reallocate the planned use of the Net Proceeds to other business plans and/or new projects of the Group to a material extent, the Company will make appropriate announcement(s) in due course.

上市所得款項用途

本公司股份（「**股份**」）於2018年5月11日（「**上市日期**」）在香港聯合交易所有限公司（「**聯交所**」）主板上市（「**上市**」）。待超額配股權（定義見本公司就上市而發佈日期為2018年4月30日的招股章程）獲全數行使及扣除包銷佣金及所有相關開支後，本公司就上市發行及發售股份的所得款項淨額（「**所得款項淨額**」）為232.6百萬港元。

於本中期報告日期，所得款項淨額用途的計劃未有任何重大變動，惟鑑於市場及經濟狀況大幅變動，本集團將以更為保守的方式動用資金餘額。倘本公司董事（「**董事**」）決定將所得款項淨額的計劃用途大程度上重新分配至本集團的其他業務計劃及／或新項目，本公司將適時刊發合適的公告。

Other Information (continued)

其他資料(續)

USE OF PROCEEDS FROM LISTING (continued)

上市所得款項用途(續)

During the period from the Listing Date to 30 June 2020, the utilisation of Net Proceeds and the expected timeline on the utilisation of the Net Proceeds as follows:

由上市日期至2020年6月30日止期間，所得款項淨額用途及動用所得款項淨額的預期時間表如下：

	Original allocation	Actual utilised amount as at 截至下列日期之實際已動用金額	Unutilised amount as at 30 June 2020 截至2020年6月30日之未動用金額	Expected timeline for utilising the remaining Net Proceeds (Note) 動用餘下所得款項淨額之預期時間表(附註)	
	31 December 2019	30 June 2020	30 June 2020		
	2019年12月31日	2020年6月30日	2020年6月30日之未動用金額		
	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元		
Strengthen business portfolio 加強業務組合	93,044	388	1,859	91,185	Expected to be fully utilised on or before 31 December 2022 預期將於2022年12月31日或之前全部動用
Capital investments of machineries and equipment 機器及設備的資本投資	46,522	33,232	36,627	9,895	Expected to be fully utilised on or before 31 December 2020 預期將於2020年12月31日或之前全部動用
Expansion into Southeast Asia 擴充至東南亞	23,261	242	283	22,978	Expected to be fully utilised on or before 31 December 2022 預期將於2022年12月31日或之前全部動用
Product customisation and development 產品客製化及開發	23,261	3,363	6,289	16,972	Expected to be fully utilised on or before 30 June 2022 預期將於2022年6月30日或之前全部動用
Support sales and marketing 支持銷售及營銷	23,261	20,351	23,261	—	N/A 不適用
General working capital 一般營運資金	23,261	23,261	23,261	—	N/A 不適用
Total 總計	232,610	80,837	91,580	141,030	

Other Information (continued)

其他資料(續)

USE OF PROCEEDS FROM LISTING (continued)

Note: The expected timeline for utilising the remaining Net Proceeds is prepared based on the assumption of a continuing recovery from the effects of COVID-19 starting from the second quarter of 2020 taking into account, among others, the prevailing and future market conditions and business developments and need. In view of the significant effects of the economy and business environment, we shall update and re-visit its plan continuously and therefore is subject to change

The unutilised Net Proceeds have been placed as bank balances/time deposits with licensed banks in Hong Kong as at the date of this interim report.

上市所得款項用途(續)

附註：動用餘下所得款項淨額的預期時間表乃假設自2020年第二季起陸續從COVID-19的影響中復甦過來，並計及(其中包括)當前和日後市況、業務發展和需要而編製。因應對經濟與業務環境的重大影響，我們須不斷更新及重新審視其計劃，故可能出現變動。

於本中期報告日期，未動用所得款項淨額已存入香港持牌銀行以作銀行結餘／定期存款。

Other Information (continued)

其他資料(續)

INTERIM DIVIDEND

The Board has resolved to declare an interim dividend of HK1.58 cents per Share for the six months ended 30 June 2020 payable on Friday, 25 September 2020 to the shareholders of the Company whose names appear on the register of members of the Company on Wednesday, 9 September 2020. In order to determine the entitlement of the shareholders to receive the interim dividend, the register of members of the Company will be closed on Wednesday, 9 September 2020, during which no transfer of Shares will be registered. In order to be eligible to receive the interim dividend, all transfers of Shares accompanied by the relevant share certificates and appropriate transfer forms must be lodged with the Company's share registrar in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 8 September 2020.

中期股息

董事會已議決就截至2020年6月30日止六個月宣派中期股息每股1.58港仙，於2020年9月25日(星期五)支付予2020年9月9日(星期三)名列本公司股東名冊的本公司股東。為確定股東收取中期股息的資格，本公司將於2020年9月9日(星期三)暫停辦理股份過戶登記手續，期間不會進行任何股份過戶登記。為符合資格收取中期股息，所有股份過戶文件連同有關股票及適用過戶表格須不遲於2020年9月8日(星期二)下午四時三十分送達本公司的香港證券登記處卓佳證券登記有限公司(地址為香港皇后大道東183號合和中心54樓)，以供登記。

Other Information (continued)

其他資料(續)

AUDIT COMMITTEE

The Company has established an audit committee of the Company (the “**Audit Committee**”) on with terms of reference in compliance with Rules 3.21 and 3.22 of the Listing Rules and code provision C.3 of the Corporate Governance Code as contained in Appendix 14 to the Listing Rules (the “**CG Code**”). The Audit Committee consists of three independent non-executive Directors, namely Mr. Tang Kwai Chang (Chairman), Mr. Chow Alexander Yue Nong and Mr. Wong Man Fai. The Audit Committee reviewed with the management the accounting policies and practices adopted by the Company and discussed the auditing, internal control and financial reporting matters. The Group’s unaudited condensed consolidated financial statements for the six months ended 30 June 2020 have been reviewed by the Audit Committee.

In addition, the Company’s external auditor, Ernst & Young, has performed an independent review of the Group’s interim financial information for the six months ended 30 June 2020 in accordance with Hong Kong Standard on Review Engagements 2410, “Review of Interim Financial Information performed by the Independent Auditor of the Entity”.

審核委員會

本公司已成立審核委員會(「**審核委員會**」)，並根據上市規則第3.21及3.22條及上市規則附錄14所載的企業管治守則(「**企業管治守則**」)守則條文第C.3條訂立職權範圍。審核委員會由三名獨立非執行董事組成，分別為鄧貴彰先生(主席)、周裕農先生及王文輝先生。審核委員會與管理層共同審閱本公司採納的會計政策及常規以及討論審核、內部監控及財務申報事宜。本集團於截至2020年6月30日止六個月的未經審核簡明綜合財務報表已由審核委員會審閱。

此外，本公司外聘核數師安永會計師事務所已根據香港審閱準則第2410號「由實體的獨立核數師審閱中期財務資料」對本集團截至2020年6月30日止六個月的中期財務資料進行審閱。

Other Information (continued)

其他資料(續)

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

購買、出售或贖回本公司上市證券

During the period from 1 January 2020 and up to the date of this interim report, the Company repurchased a total of 34,460,000 shares on the Stock Exchange at a total consideration (before expense) of HK\$39,799,000, details are set out as follows:

於2020年1月1日及直至本中期報告日期止期間，本公司於聯交所購回合共34,460,000股股份，總代價為39,799,000港元(未計開支)，詳情載列如下：

Month/Year of repurchase	No. of repurchased shares	Consideration per share		Total Consideration (before expenses)	
		Highest	Lowest		
購回年份/月份	購回股份數目	最高 HK\$ 港元	最低 HK\$ 港元	代價總額 (未計開支) HK\$'000 千港元	
January 2020	2020年1月	8,418,000	1.22	1.12	9,917
February 2020	2020年2月	2,500,000	1.24	1.14	2,962
March 2020	2020年3月	5,588,000	1.28	1.18	7,013
June 2020	2020年6月	4,888,000	1.02	0.91	4,789
July 2020	2020年7月	13,066,000	1.22	1.04	15,118
		34,460,000			39,799

All the repurchased shares were cancelled as at the date of this interim report and the issued share capital of the Company was reduced by the nominal value thereof.

於本中期報告日期，所有購回的股份已註銷，而本公司已發行股本已減去其面值。

Save as disclosed above, neither the Company nor its subsidiaries purchased, sold or redeemed any of the Company's listed securities during the period from 1 January 2020 and up to the date of this interim report.

除上文所披露者外，2020年1月1日至本中期報告日期止期間，本公司及其附屬公司概無購買、出售或贖回本公司任何上市證券。

Other Information (continued)

其他資料(續)

CONTROLLING SHAREHOLDERS' INTEREST IN COMPETING BUSINESS

During the six months ended 30 June 2020, the Directors are not aware of any business or interest of the controlling shareholders of the Company and their respective associates (as defined under the Listing Rules) that compete or may compete with the business of the Group and any other conflicts of interests which any such person has or may have with the Group.

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted its own Security Dealing Code (the “**Code**”) in terms no less exacting than the required standards set out in the Model Code for Securities Transactions by Directors of Listed Issuers (the “**Model Code**”) as set out in Appendix 10 to the Listing Rules. The Code is also applicable to the specified group of employees who may possess or have access to price sensitive information. Specific enquiries were made to all Directors, and all Directors have confirmed compliance with the required standard set out in the Code throughout the six months period ended 30 June 2020.

控股股東於競爭業務的權益

截至2020年6月30日止六個月，董事並不知悉本公司控股股東及其各聯繫人士(定義見上市規則)之任何業務或權益與本集團業務存在或可能存在競爭，以及任何該等人士與本集團存在或可能存在任何其他權益衝突。

董事的證券交易

本公司已採納其證券買賣守則(「守則」)，不會較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」)所要求的標準寬鬆。守則亦適用於擁有或接觸價格敏感資料的特定組別僱員。已向全體董事作出特定查詢，且全體董事均確認，截至2020年6月30日止六個月期間，彼等已遵守守則所載的規定準則。

Other Information (continued)

其他資料(續)

DIRECTORS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

As at 30 June 2020, the interests and short positions of each Director and chief executive of the Company and their associates in the shares, underlying shares and debentures of the Company and any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO") which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which the Directors and chief executives were taken or deemed to have taken under such provisions of the SFO), or which were required to be and are recorded in the register required to be kept by the Company pursuant to Section 352 of Part XV of the SFO, or which were required to be notified to the Company and the Stock Exchange pursuant to the Model Code were as follows:

董事所持股份及相關股份權益及淡倉

於2020年6月30日，本公司各董事及主要行政人員及彼等之聯繫人於本公司及其任何相聯法團(定義見證券及期貨條例(「證券及期貨條例」)第XV部)的股份、相關股份及債權證中擁有根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所的權益和淡倉(包括根據證券及期貨條例相關條文董事及主要行政人員當作或視為擁有的權益和淡倉)，或根據證券及期貨條例第XV部第352條須且已登記於本公司根據該條所須存置登記冊內的權益和淡倉，或根據標準守則須知會本公司及聯交所的權益和淡倉如下：

Other Information (continued)

其他資料(續)

DIRECTORS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES (continued)

董事所持股份及相關股份權益及淡倉(續)

(a) Interests in the Company

(a) 於本公司的權益

Name of Executive Director 執行董事姓名	Nature of Interest 權益性質	Number of Shares held 所持股份數目	Number of underlying Shares comprised in options granted under the Pre-IPO Share Option Scheme (Note 4) 由根據首次公開發售前購股權計劃 劃授出的購股權組成的相關股份數目(附註4)	Total 總計	Approximate percentage of shareholding as at 30 June 2020 (Note 2) 於2020年6月30日的 持股概約百分比(附註2)
Mr. Wong Tat Tong ("Mr. Wong") (Note 3) 黃達堂先生(「黃先生」)(附註3)	Interest in controlled corporation; beneficial owner 受控法團權益；實益擁有人	478,899,312	N/A 不適用	478,899,312	64.36%
Mr. Wu Kam On Keith 鄺錦安先生	Beneficial owner 實益擁有人	825,600	550,400	1,376,000	0.18%
Ms. Fan Yee Man 樊綺敬小姐	Beneficial owner 實益擁有人	550,800	367,200	918,000	0.12%

Other Information (continued)

其他資料(續)

DIRECTORS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES (continued)

董事所持股份及相關股份權益及淡倉(續)

(a) Interests in the Company (continued)

(a) 於本公司的權益(續)

Notes:

附註：

1. All the above interests in the shares and underlying shares of the Company were long positions. None of the Directors of the Company held any short positions in the shares and underlying shares of the Company as at 30 June 2020.
2. Based on the Company's issued share capital of 744,106,312 shares (excluding the treasury shares that were yet to be cancelled) as at 30 June 2020.
3. Mr. Wong directly holds the entire issued share capital of Hero Valour Limited which holds 64.36% of the total issued share capital of the Company.
4. All these interests held by such Directors were underlying shares in respect of share options granted to them on 15 December 2017 pursuant to the Pre-IPO Share Option Scheme, further details of which are set out under the section headed "Share Option Schemes" in this interim report.

1. 上述本公司股份及相關股份權益均為好倉。於2020年6月30日，本公司董事概無於本公司股份及相關股份持有淡倉。
2. 按本公司於2020年6月30日的已發行股本744,106,312股股份(不包括尚未註銷的庫存股)計算。
3. 黃先生直接持有Hero Valour Limited全部已發行股本，而Hero Valour Limited持有本公司已發行股本總額的64.36%。
4. 該等董事所持全部權益為於2017年12月15日根據首次公開發售前購股權計劃授予彼等的購股權所涉相關股份，更多詳情載於本中期報告「購股權計劃」章節。

Other Information (continued)

其他資料(續)

DIRECTORS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES (continued)

董事所持股份及相關股份權益及淡倉(續)

(b) Interests in Associated Corporation

(b) 於相聯法團的權益

Name of Director 董事姓名	Nature of associated corporation 相聯法團名稱	Number of Share held 所持股份數目	Approximate percentage of shareholding as at 30 June 2020 於2020年6月30日的持股概約百分比
Mr. Wong 黃先生	Hero Valour Limited	1	100.00%

Save as disclosed above, as at 30 June 2020, none of the Directors or the chief executive of the Company had any interests or short positions in any shares and underlying shares of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register of the Company required to be kept under section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

除上文披露者外，於2020年6月30日，本公司董事或主要行政人員概無於本公司或其任何相聯法團(定義見證券及期貨條例第XV部)的股份及相關股份擁有根據證券及期貨條例第352條本公司所須存置登記冊內登記的權益或淡倉，亦無根據標準守則另行知會本公司及聯交所的權益或淡倉。

Other Information (continued)

其他資料(續)

SUBSTANTIAL SHAREHOLDERS' INTERESTS IN SHARES AND UNDERLYING SHARES

As at 30 June 2020, the interests and short positions of each of the persons, other than the Directors or chief executive of the Company, in the shares and underlying shares of the Company, being 5% or more of the Company's issued share capital, as recorded in the register kept by the Company under Section 336 of the SFO were as follows:

主要股東於股份及相關股份中的權益

於2020年6月30日，誠如本公司根據證券及期貨條例第336條存置的登記冊所示，以下人士(本公司董事或主要行政人員除外)於本公司股份及相關股份中擁有相當於本公司已發行股本5%或以上權益及淡倉：

Name of Shareholder	Number of ordinary shares (long position)	
	Directly Beneficially owned	% of total issued share (Note 3)
股東名稱	直接實益擁有	佔已發行股份 總數百分比 (附註3)
Hero Valour Limited (Note 1)	Hero Valour Limited (附註1)	478,899,312 64.36%
Ms. Li Ying Wah Irene ("Ms. Li") (Note 2)	李英華女士(「李女士」) (附註2)	478,899,312 64.36%

Other Information (continued)

其他資料(續)

SUBSTANTIAL SHAREHOLDERS' INTERESTS IN SHARES AND UNDERLYING SHARES (continued)

Notes:

1. Hero Valour Limited is wholly-owned by Mr. Wong.
2. Ms. Li is the spouse of Mr. Wong. Under the SFO, Ms. Li is deemed to be interested in the same number of Shares in which Mr. Wong is interested in.
3. Based on the Company's issued share capital of 744,106,312 shares (excluding the treasury shares that were yet to be cancelled) as at 30 June 2020.

Save as disclosed above, as at 30 June 2020, no person, other than the Executive Directors of the Company, whose interests are set out in the section "Directors' Interests and Short Positions in Shares and Underlying Shares" above, had registered an interest or short position in the shares or underlying shares of the Company that was required to be recorded pursuant to section 336 of the SFO.

PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the Directors, as at the date of this interim report, the Company maintained a sufficient public float of the issued Shares (i.e. at least 25% of the issued Shares in the public hands) as required under the Listing Rules.

主要股東於股份及相關股份中的權益(續)

附註:

1. Hero Valour Limited由黃先生全資擁有。
2. 李女士為黃先生之配偶。根據證券及期貨條例，李女士被視為擁有於黃先生擁有權益的相同數目股份中的權益。
3. 按本公司於2020年6月30日的已發行股本744,106,312股股份(不包括於2020年6月30日尚未註銷的庫存股)計算。

除上文所披露外，於2020年6月30日，概無人士(其權益於上文「董事所持股份及相關股份權益及淡倉」一節載列的本公司執行董事除外)於本公司股份或相關股份擁有根據證券及期貨條例第336條須予記錄之已登記權益或淡倉。

公眾持股量

根據本公司可取得的公開資料及就董事所知，於本中期報告日期，本公司根據上市規則的規定就已發行股份維持足夠的公眾持股量(即至少25%已發行股份由公眾人士持有)。

Other Information (continued)

其他資料(續)

EVENT AFTER THE REPORTING PERIOD

Subsequent to the end of the reporting period and up to the date of this interim report, the Group received HK\$5.2 million wage subsidies under the Employment Support Scheme of the Anti-epidemic Fund operated by the Hong Kong government.

SHARE OPTION SCHEMES

The Company operates a pre-initial public offering share option scheme (the “**Pre-IPO Share Option Scheme**”) and a share option scheme (the “**Share Option Scheme**”) (collectively, the “**Schemes**”) for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group’s operations. The principal terms of the Pre-IPO Share Option Scheme are similar to the terms of the Share Option Scheme except that (i) no further options could be granted under the Pre-IPO Share Option Scheme prior to the Listing Date; and (ii) the exercise price and the exercise period of the share options are different as further detailed below.

Eligible participants of the Schemes include the executive Directors and other employees of the Group. The Schemes were approved and adopted on 15 December 2017 (the “**Adoption Date**”). The Share Option Scheme, unless otherwise cancelled or amended, will remain in force for 10 years from the Listing Date.

The Company has granted options to subscribe for 9,000,000 shares of the Company under the Pre-IPO Share Option Scheme.

報告期後事項

於報告期末後及直至本中期報告日期，本集團根據香港政府營運的防疫抗疫基金「保就業」計劃獲得5.2百萬港元薪金津貼。

購股權計劃

本公司設有一項首次公開發售前購股權計劃(「**首次公開發售前購股權計劃**」)及一項購股權計劃(「**購股權計劃**」)(統稱「**該等計劃**」)，以鼓勵及獎勵對本集團營運的成功有所貢獻的合資格參與者。首次公開發售前購股權計劃的主要條款與購股權計劃的條款相似，惟(i)於上市日期前不能再根據首次公開發售前購股權計劃授出購股權；及(ii)購股權的行使價及行使期不同除外，請見下文詳述。

該等計劃的合資格參與者包括執行董事及本集團其他僱員。該等計劃於2017年12月15日(「**採納日期**」)獲批准及採納。且除另行註銷或修訂外，購股權計劃有效期將自上市日期起計為期10年。

本公司已根據首次公開發售前購股權計劃授出購股權以認購9,000,000股本公司股份。

Other Information (continued)

其他資料(續)

SHARE OPTION SCHEMES (continued)

The maximum number of unexercised share options currently permitted to be granted under the Share Option Scheme is an amount equivalent, upon their exercise, to 10% of the shares of the Company in issue at the Listing Date. The maximum number of shares issued and issuable under share options to each eligible participant in the Share Option Scheme within any 12-month period is limited to 1% of the shares of the Company in issue at any time. Any further grant of share options in excess of this limit is subject to shareholders' approval in a general meeting.

Share options granted to a Director, chief executive or substantial shareholder of the Company, or to any of their associates, are subject to approval in advance by the independent non-executive Directors. In addition, any share options granted to a substantial shareholder or an independent non-executive Director of the Company, or to any of their associates would result in the total number of shares of the Company issued and to be issued upon exercise of all options already granted and to be granted under the Share Option Scheme to such person in any 12-month period up to and including the date of such grant, in excess of 0.1% of the shares of the Company in issue at any time or with an aggregate value (based on the closing price of the Company's shares at the date of grant) in excess of HK\$5 million, are subject to shareholders' approval in advance in a general meeting.

購股權計劃(續)

現時根據購股權計劃可授出的未行使購股權獲行使時所涉及的股份數目，最多相當於本公司於上市日期已發行股份的10%。於任何12個月期間根據購股權已發行及可發行予購股權計劃的每名合資格參與者的股份數目，最多不得超過本公司於任何時間已發行股份的1%。任何進一步授出超出此項限額的購股權須於股東大會上徵得股東批准。

向本公司董事、行政總裁或主要股東或任何彼等聯繫人授出購股權，須事先徵得獨立非執行董事批准。此外，於任何12個月期間直至有關授出日期(包括該日)，倘向本公司主要股東或獨立非執行董事或任何彼等聯繫人授出任何購股權，會導致本公司行使購股權計劃項下已授出或將予授出所有購股權後，已發行或將予發行股份總數超過本公司於任何時間已發行股份的0.1%或按本公司股份於授出日期收市價計算的總價值超過5百萬港元，則須事先於股東大會上徵得股東批准。

Other Information (continued)

其他資料(續)

SHARE OPTION SCHEMES (continued)

Share options do not confer rights on the holders to dividends or to vote at shareholders' meetings of the Company.

Share Option Scheme

The offer of a grant of share option under the Share Option Scheme may be accepted within 7 days from the date of offer, upon payment of a nominal consideration of HK\$1 in total by the grantee. The exercise period of the share options granted under the Share Option Scheme is determinable by the Directors, and ends on a date which is not later than 10 years from the date of offer of the share options. The exercise price of share options under the Share Option Scheme is determinable by the Directors, but shall be at least the highest of (i) the closing price of the Company's shares as stated in the Stock Exchange's daily quotation sheet on the date of offer of the share options, which must be a business day; (ii) the average of the closing prices of the Company's shares as stated in the Stock Exchange's daily quotation sheets for the five business days immediately preceding the date of offer; and (iii) the nominal value of the Company's shares on the date of offer.

During the six months ended 30 June 2020, no options have been granted or agreed to be granted under the Share Option Scheme.

購股權計劃(續)

購股權並不賦予持有人享有股息或於本公司股東大會投票表決的權利。

購股權計劃

根據購股權計劃授出購股權的要約可於要約日期起計7日內且於承授人支付合共1港元名義代價後獲接納。根據購股權計劃授出的購股權行使期由董事釐定，並於購股權要約日期起計不遲於10年當日結束。購股權計劃項下購股權的行使價由董事釐定，惟不得低於下列最高者：(i)本公司股份於購股權要約日期(須為營業日)在聯交所每日報價表所列收市價；(ii)本公司股份於緊接要約日期前五個營業日在聯交所每日報價表所列平均收市價；及(iii)本公司股份於要約日期的面值。

截至2020年6月30日止六個月，概無根據購股權計劃授出或同意授出購股權。

Other Information (continued)

其他資料(續)

SHARE OPTION SCHEMES (continued)

購股權計劃(續)

Pre-IPO Share Option Scheme

首次公開發售前購股權計劃

The exercise price of share options under the Pre-IPO Share Option Scheme is HK\$0.594 per share and the share options are exercisable commencing on the day falling on the Listing Date and ending on the day immediately before the third anniversary of the Listing Date.

根據首次公開發售前購股權計劃，購股權的行使價為每股0.594港元，且購股權可於上市日期當日起直至上市日期滿三周年前一日行使。

The following share options under the Pre-IPO Share Option Scheme were outstanding during the period/year:

以下首次公開發售前購股權計劃項下購股權於期/年內已發行：

		Six months ended 30 June 2020 截至2020年6月30日止六個月		Year ended 31 December 2019 截至2019年12月31日止年度	
		Weighted average exercise price 加權平均行使價 HK\$ per share 每股港元	Number of options 購股權數目	Weighted average exercise price 加權平均行使價 HK\$ per share 每股港元	Number of options 購股權數目
At beginning of the period/year	期/年初	0.594	3,553,800	0.594	6,192,600
Exercised during the period/year	期/年內行使	0.594	(1,563,000)	0.594	(1,866,200)
Forfeited during the period/year	期/年內沒收	0.594	(98,000)	0.594	(772,600)
At end of the period/year	期/年末	0.594	1,892,800	0.594	3,553,800

The weighted average share price at the date of exercise for share options exercised for the six months ended 30 June 2020 was HK\$1.06 (year ended 31 December 2019: HK\$1.37) per share.

於截至2020年6月30日止六個月，已行使購股權於行使日期的加權平均股價為每股1.06港元(截至2019年12月31日止年度：1.37港元)。

Other Information (continued)

其他資料(續)

SHARE OPTION SCHEMES (continued)

購股權計劃(續)

Pre-IPO Share Option Scheme (continued)

首次公開發售前購股權計劃(續)

Particulars of the Company's Pre-IPO Share Option Scheme granted to the Company's executive Directors and other employees of the Group as at 30 June 2020 are set below:

於2020年6月30日，授予本公司執行董事及本集團其他僱員的本公司首次公開發售前購股權計劃的詳情載列如下：

Grantee	Date of grant	Exercise price	As at 1 January 2020 於2020年 1月1日	Exercised during the period 期內行使	Forfeited during the period 期內沒收	As at 30 June 2020 於2020年 6月30日	Exercise period 行使期
Executive Directors							
執行董事							
Mr. Wu Kam On Keith 鄺錦安先生	19 April 2018 2018年4月19日	HK\$0.594 0.594港元	412,800	(412,800)	—	—	11 May 2019 to 10 May 2020 2019年5月11日至2020年5月10日
	19 April 2018 2018年4月19日	HK\$0.594 0.594港元	550,400	—	—	550,400	11 May 2020 to 10 May 2021 2020年5月11日至2021年5月10日
Ms. Fan Yee Man 樊綺敏小姐	19 April 2018 2018年4月19日	HK\$0.594 0.594港元	367,200	—	—	367,200	11 May 2020 to 10 May 2021 2020年5月11日至2021年5月10日
Other employees							
其他僱員							
	19 April 2018 2018年4月19日	HK\$0.594 0.594港元	30,000	—	(30,000)	—	11 May 2018 to 10 May 2019 2018年5月11日至2019年5月10日
	19 April 2018 2018年4月19日	HK\$0.594 0.594港元	423,000	(374,200)	(48,800)	—	11 May 2019 to 10 May 2020 2019年5月11日至2020年5月10日
	19 April 2018 2018年4月19日	HK\$0.594 0.594港元	1,770,400	(776,000)	(19,200)	975,200	11 May 2020 to 10 May 2021 2020年5月11日至2021年5月10日

The Group recognised an equity-settled share option expense of HK\$593,000 during the six months ended 30 June 2020.

截至2020年6月30日止六個月，本集團確認以股權結算的購股權開支593,000港元。

The 1,563,000 share options exercised during the six months ended 30 June 2020 resulted in the issue of 1,563,000 ordinary shares of the Company of HK\$0.10 each and new share capital of HK\$156,000, as further detailed in note 16 to the condensed consolidated financial statements.

於截至2020年6月30日止六個月，行使1,563,000份購股權導致發行1,563,000股每股面值0.10港元的本公司普通股，並產生新股本156,000港元(如簡明綜合財務報表附註16所進一步詳述)。

Other Information (continued)

其他資料(續)

SHARE OPTION SCHEMES (continued)

Pre-IPO Share Option Scheme (continued)

As at 30 June 2020, the Company had 1,892,800 share options outstanding under the Pre-IPO Share Option Scheme. The exercise in full of the outstanding share options would, under the present capital structure of the Company, result in the issue of 1,892,800 additional ordinary shares of the Company and additional share capital of HK\$189,000 and share premium of HK\$3,424,000 (before issue expenses).

At the date of this interim report, the Company had 1,697,600 share options outstanding under the Pre-IPO Share Option Scheme, which represented approximately 0.23% of the Company's enlarged share capital.

CORPORATE GOVERNANCE PRACTICES

The Company is committed to striving good corporate governance practices and emphasizing on transparency and accountability to its shareholders and stakeholders for enhancing investor confidence.

The Company has complied with the code provisions as set out in the CG Code during the six months ended 30 June 2020, ensuring that the Company is up to the requirements as being diligent, accountable and professional, except for a deviation from code provision A.2.1 of the CG Code in respect of the roles of chairman and chief executive officer of the Company.

購股權計劃(續)

首次公開發售前購股權計劃(續)

於2020年6月30日，本公司根據首次公開發售前購股權計劃有1,892,800份購股權未獲行使。根據本公司的現行資本架構，全面行使尚未行使的購股權將導致額外發行1,892,800股本公司普通股，並額外產生股本189,000港元及股份溢價3,424,000港元(未計發行開支)。

於本中期報告日期，本公司根據首次公開發售前購股權計劃有1,697,600份購股權尚未行使，相當於當日經擴大股本約0.23%。

企業管治常規

本公司謹守良好的企業管治常規，注重透明度及對其股東及持份者的責任，以增強投資者信心。

截至2020年6月30日止六個月，本公司已遵守企業管治守則所載守則條文，確保本公司符合盡力、負責及專業之要求，惟偏離企業管治守則的守則條文第A.2.1條有關本公司主席及行政總裁的角色。

Other Information (continued)

其他資料(續)

CORPORATE GOVERNANCE PRACTICES (continued)

Pursuant to code provision A.2.1 of CG Code, the roles of chairman and chief executive should be separate and should not be performed by the same individual. Mr. Wong is currently the chairman of the Board and chief executive officer of the Company, responsible for formulating the overall business development strategy and planning of the Group. In view that Mr. Wong has been responsible for the overall management of the Group since 1978, the Board considered that vesting the roles of chairman and chief executive officer in the same person facilitates the execution of the Company's business strategies and maximizes effectiveness of its operations.

The Board shall nevertheless review the structure from time to time and shall consider the appropriate adjustment should suitable circumstances arise. There are three independent non-executive Directors in the Board, each of them possesses adequate level of independence with diverse background and experience, and therefore the Board considers the Company has achieved a balance of power and authority, accountability and independent decision-making under the present arrangement and provided sufficient protection to its and its shareholders' interests. Further, the Audit Committee has free and direct access to the Company's external auditors and independent professional advisers when it considers necessary. Therefore, the Directors consider that the deviation from code provision A.2.1 of the CG Code is appropriate in such circumstances.

企業管治常規(續)

根據企業管治守則的守則條文第A.2.1條，主席及行政總裁職位應予區分及不應由同一人士出任。黃先生目前為本公司的董事會主席及行政總裁，負責制定本集團的整體業務發展策略及規劃。考慮到黃先生自1978年以來負責本集團的整體管理，董事會認為，由同一人士擔任主席及行政總裁職位，有助本公司執行業務策略，盡量提升其業務運作的效率。

儘管如此，董事會須不時檢討有關架構，並於適當情況下考慮適當調整。董事會有三名獨立非執行董事，彼等各自擁有足夠的獨立性及背景及經驗豐富，故董事會認為本公司已於當前安排就權力及授權、問責及獨立決策取得平衡，並為其股東權益提供足夠保障。此外，審核委員會如認為有需要，可隨時直接聯絡本公司的外部核數師及獨立專業顧問。因此，董事認為偏離企業管治守則的守則條文第A.2.1於此情況下屬適當。

Other Information (continued)

其他資料(續)

PUBLICATION OF THE INTERIM REPORT

This interim report containing all the information required by the Listing Rules is published on the website of the Company (www.twcoffee.com) as well as the designated website of the Stock Exchange (www.hkexnews.hk).

APPRECIATION

The Board would like to take this opportunity to extend its sincere appreciation to our shareholders, customers, auditors, business partners and associates for their continuous support, as well as the management team and the staff of the Group for their hard work and contributions.

By order of the Board
Tsit Wing International Holdings Limited
Mr. Wong Tat Tong
Chairman and Executive Director

Hong Kong, 25 August 2020

刊發中期報告

本中期報告載有上市規則規定的所有資料，並於本公司網站(www.twcoffee.com)及聯交所指定網站(www.hkexnews.hk)刊載。

致謝

董事會謹此衷心感謝股東、客戶、核數師、業務夥伴及聯營公司的不懈支持，以及本集團管理團隊及僱員的努力及貢獻。

承董事會命
捷榮國際控股有限公司
黃達堂先生
主席兼執行董事

香港，2020年8月25日



TWIG

Tsit Wing International Holdings Limited

捷榮國際控股有限公司*

(Incorporated under the laws of Bermuda with limited liability)

(根據百慕達法例註冊成立的有限公司)

Stock Code 股份代號：2119



This interim report is printed on environmental paper
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