

Longhui International Holdings Limited

龍輝國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立的有限公司)

Stock Code 股份代號: 01007





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CORPORATE INFORMATION

公司資料

BOARD OF DIRECTORS

Executive Directors

Mr. Hung Shui Chak (*Chairman*)
Mr. So Kam Chuen
Mr. Yuan Mingjie
Mr. Chen Jun (resigned on 8 May 2020)

Independent Non-executive Directors

Mr. Tam Bing Chung Benson
Mr. Cheung Ting Pong
(appointed on 30 June 2020)
Mr. Johnson Wan
(appointed on 31 August 2020)
Mr. Chan Chun Yiu Thomas
(resigned on 30 June 2020)
Mr. Ha Kee Choy Eugene
(resigned on 31 August 2020)

AUDIT COMMITTEE

Mr. Cheung Ting Pong (*Chairman*)
(appointed on 31 August 2020)
Mr. Tam Bing Chung Benson
Mr. Johnson Wan
(appointed on 31 August 2020)
Mr. Chan Chun Yiu Thomas
(resigned on 30 June 2020)
Mr. Ha Kee Choy Eugene
(resigned on 31 August 2020)

REMUNERATION COMMITTEE

Mr. Tam Bing Chung Benson (*Chairman*)
Mr. Cheung Ting Pong
(appointed on 30 June 2020)
Mr. Johnson Wan
(appointed on 31 August 2020)
Mr. Chan Chun Yiu Thomas
(resigned on 30 June 2020)
Mr. Ha Kee Choy Eugene
(resigned on 31 August 2020)

NOMINATION COMMITTEE

Mr. Cheung Ting Pong (*Chairman*)
(appointed on 30 June 2020)
Mr. Hung Shui Chak
Mr. Johnson Wan
(appointed on 31 August 2020)
Mr. Chan Chun Yiu Thomas
(resigned on 30 June 2020)
Mr. Ha Kee Choy Eugene
(resigned on 31 August 2020)

COMPANY SECRETARY

Mr. Wong Chun Kit

AUTHORISED REPRESENTATIVES

Mr. Hung Shui Chak
Mr. Yuan Mingjie

董事會

執行董事

洪瑞澤先生 (*主席*)
蘇錦存先生
袁明捷先生
陳軍先生 (於二零二零年五月八日辭任)

獨立非執行董事

譚秉忠先生
張霆邦先生
(於二零二零年六月三十日獲委任)
雲浚淳先生
(於二零二零年八月三十一日獲委任)
陳浚曜先生
(於二零二零年六月三十日辭任)
夏其才先生
(於二零二零年八月三十一日辭任)

審核委員會

張霆邦先生 (*主席*)
(於二零二零年八月三十一日獲委任)
譚秉忠先生
雲浚淳先生
(於二零二零年八月三十一日獲委任)
陳浚曜先生
(於二零二零年六月三十日辭任)
夏其才先生
(於二零二零年八月三十一日辭任)

薪酬委員會

譚秉忠先生 (*主席*)
張霆邦先生
(於二零二零年六月三十日獲委任)
雲浚淳先生
(於二零二零年八月三十一日獲委任)
陳浚曜先生
(於二零二零年六月三十日辭任)
夏其才先生
(於二零二零年八月三十一日辭任)

提名委員會

張霆邦先生 (*主席*)
(於二零二零年六月三十日獲委任)
洪瑞澤先生
雲浚淳先生
(於二零二零年八月三十一日獲委任)
陳浚曜先生
(於二零二零年六月三十日辭任)
夏其才先生
(於二零二零年八月三十一日辭任)

公司秘書

王震傑先生

授權代表

洪瑞澤先生
袁明捷先生

REGISTERED OFFICE

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

**PRINCIPAL PLACE OF BUSINESS
IN HONG KONG**

Room 1502, 15/F.
Lucky Building
39 Wellington Street, Central
Hong Kong

PRINCIPAL BANKERS

The Bank of East Asia, Limited
China CITIC Bank International Limited

AUDITORS

HLB Hodgson Impey Cheng Limited
Certified Public Accountants

SHARE REGISTRARS**Cayman Islands Principal Share Registrar and
Transfer Office**

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

**Hong Kong Branch Share Registrar and
Transfer Office**

Computershare Hong Kong Investor Services
Limited
Shops 1712-1716, 17th Floor
Hopewell Centre
183 Queen's Road East
Wanchai
Hong Kong

STOCK CODE

1007

COMPANY WEBSITE

<http://www.cre8ir.com/longhui/>

註冊辦事處

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

香港主要營業地點

香港
中環威靈頓街39號
六基大廈
15樓1502室

主要往來銀行

東亞銀行有限公司
中信銀行(國際)有限公司

核數師

國衛會計師事務所有限公司
香港執業會計師

股份登記處**開曼群島主要股份過戶登記處**

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

香港股份過戶登記分處

香港中央證券登記有限公司
香港
灣仔
皇后大道東183號
合和中心
17樓1712-1716室

股份代號

1007

公司網址

<http://www.cre8ir.com/longhui/>

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

簡明綜合損益及其他全面收益表

For the six months ended 30 June 2020 截至二零二零年六月三十日止六個月

			Six months ended 30 June 截至六月三十日止六個月	
			2020 二零二零年 RMB'000 人民幣千元 (Unaudited) (未經審核)	2019 二零一九年 RMB'000 人民幣千元 (Unaudited) (未經審核)
		Notes 附註		
Revenue	收益	3	77,318	237,904
Foods and beverage and other materials consumables used	食品及飲料以及已用其他耗材		(34,697)	(92,100)
Employee benefit and related expenses	僱員福利及相關開支	4	(35,454)	(69,229)
Property rentals and related expenses	物業租金及相關開支		(11,939)	(17,736)
Utilities expenses	公共設施開支		(3,993)	(8,590)
Depreciation, amortisation and impairment of property, plant and equipment, right-of-use assets and intangible asset	物業、廠房及設備、使用權資產以及無形資產的折舊、攤銷及減值		(41,919)	(94,108)
Other expenses	其他開支		(11,498)	(16,775)
Other gains/(losses), net	其他收益/(虧損)淨額		13,758	(70)
Loss from operating activities	來自經營業務的虧損	5	(48,424)	(60,704)
Finance expenses, net	融資開支淨額		(3,973)	(9,028)
Loss before tax	除稅前虧損		(52,397)	(69,732)
Income tax (expense)/credit	所得稅(開支)/抵免	6	(377)	14,242
Loss for the period	期內虧損		(52,774)	(55,490)
Loss attributable to:	以下各方應佔虧損：			
Owners of the Company	本公司擁有人		(52,465)	(55,205)
Non-controlling interest	非控股權益		(309)	(285)
			(52,774)	(55,490)
Loss per share	每股虧損	7		
— Basic	— 基本		(0.008)	(0.010)
— Diluted	— 攤薄		(0.008)	(0.010)

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME (CONTINUED)
 簡明綜合損益及其他全面收益表(續)

For the six months ended 30 June 2020 截至二零二零年六月三十日止六個月

		Six months ended 30 June 截至六月三十日止六個月	
		2020 二零二零年 RMB'000 人民幣千元 (Unaudited) (未經審核)	2019 二零一九年 RMB'000 人民幣千元 (Unaudited) (未經審核)
	Notes 附註		
Loss for the period	期內虧損	(52,774)	(55,490)
Other comprehensive income, net of income tax	其他全面收入，扣除 所得稅		
<i>Item that may be reclassified subsequently to profit or loss:</i>	<i>其後可能重新分類至 損益之項目：</i>		
Currency translation differences	匯兌差額	353	1,087
Total comprehensive loss for the period	期內全面虧損總額	(52,421)	(54,403)
Total comprehensive loss attributable to:	以下各方應佔全面 虧損總額：		
Owners of the Company	本公司擁有人	(52,112)	(54,118)
Non-controlling interest	非控股權益	(309)	(285)
		(52,421)	(54,403)

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

簡明綜合財務狀況表

As at 30 June 2020 於二零二零年六月三十日

		Notes 附註	As at 30 June 2020 於二零二零年 六月三十日 RMB'000 人民幣千元 (Unaudited) (未經審核)	As at 31 December 2019 於二零一九年 十二月三十一日 RMB'000 人民幣千元 (Audited) (經審核)
Assets	資產			
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	8	24,063	39,034
Right-of-use assets	使用權資產	9	59,614	123,444
Intangible asset	無形資產		12	100
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	11	22,499	22,719
Deferred tax assets	遞延稅項資產		25,752	26,150
			131,940	211,447
Current assets	流動資產			
Inventories	存貨		17,709	27,098
Trade receivables	貿易應收款項	10	3,344	5,907
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	11	40,457	55,534
Cash and cash equivalents	現金及現金等價物		1,723	5,338
			63,233	93,877
Total assets	資產總值		195,173	305,324
Capital and reserves	資本及儲備			
Share capital	股本	12	109	109
Reserves	儲備		(133,502)	(81,390)
			(133,393)	(81,281)
Non-controlling interest	非控股權益		(999)	(690)
Total equity	總權益		(134,392)	(81,971)

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION (CONTINUED)
 簡明綜合財務狀況表(續)

As at 30 June 2020 於二零二零年六月三十日

			As at 30 June 2020 於二零二零年 六月三十日 RMB'000 人民幣千元 (Unaudited) (未經審核)	As at 31 December 2019 於二零一九年 十二月三十一日 RMB'000 人民幣千元 (Audited) (經審核)
	Notes 附註			
Liabilities		負債		
Non-current liabilities		非流動負債		
Lease liabilities	9	租賃負債	62,743	107,837
Convertible bonds	16	可換股債券	3,127	2,942
Deferred tax liabilities		遞延稅項負債	145	166
			66,015	110,945
Current liabilities		流動負債		
Trade payables	13	貿易應付款項	47,932	52,865
Other payables and accruals		其他應付款項及應計 費用	147,649	134,609
Contract liabilities	14	合約負債	48,994	42,824
Income tax payables		應付所得稅	878	892
Borrowing	15	借貸	3,000	—
Lease liabilities	9	租賃負債	15,097	45,160
			263,550	276,350
Total liabilities		負債總額	329,565	387,295
Total equity and liabilities		總權益及負債	195,173	305,324
Net current liabilities		流動負債淨額	(200,317)	(182,473)

The condensed consolidated financial statements on pages 4 to 38 were approved and authorised for issue by the board (the "Board") of directors (the "Director(s)") of the Company on 26 August 2020 and are signed on its behalf by:

第4至38頁之簡明綜合財務報表乃於二零二零年八月二十六日經本公司董事(「董事」)會(「董事會」)批准及授權刊發，並由以下董事代表簽署：

Hung Shui Chak
 洪瑞澤
 Director
 董事

Yuan Mingjie
 袁明捷
 Director
 董事

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

簡明綜合權益變動表

For the six months ended 30 June 2020 截至二零二零年六月三十日止六個月

		Attributable to owners of the Company 本公司擁有人應佔									
		Share capital	Share premium	Convertible bonds reserve	Statutory reserve	Capital reserve	Exchange reserve	Accumulated losses	Sub-total	Non-controlling interest	Total Equity
		股本	股份溢價	債券儲備	法定儲備	資本儲備	匯兌儲備	累計虧損	小計	權益	權益總計
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
At 31 December 2018 and 1 January 2019 (Audited)	於二零一八年十二月三十一日及二零一九年一月一日(經審核)	87	453,075	30,832	10,491	(118,137)	2,283	(415,308)	(36,677)	44	(36,633)
Loss for the period	期內虧損	-	-	-	-	-	-	(55,205)	(55,205)	(285)	(55,490)
Other comprehensive income:	其他全面收益:	-	-	-	-	-	-	-	-	-	-
Currency translation difference	貨幣匯兌差異	-	-	-	-	-	1,087	-	1,087	-	1,087
Total comprehensive loss for the period	期內全面虧損總額	-	-	-	-	-	1,087	(55,205)	(54,118)	(285)	(54,403)
Deferred tax arising on convertible bonds	可換股債券產生的遞延稅項	-	-	(567)	-	-	-	-	(567)	-	(567)
At 30 June 2019 (Unaudited)	於二零一九年六月三十日(未經審核)	87	453,075	30,265	10,491	(118,137)	3,370	(470,513)	(91,362)	(241)	(91,603)
At 31 December 2019 and 1 January 2020 (Audited)	於二零一九年十二月三十一日及二零二零年一月一日(經審核)	109	566,637	1,069	10,491	(118,137)	1,371	(542,821)	(81,281)	(690)	(81,971)
Loss for the period	期內虧損	-	-	-	-	-	-	(52,465)	(52,465)	(309)	(52,774)
Other comprehensive income:	其他全面收益:	-	-	-	-	-	-	-	-	-	-
Currency translation difference	貨幣匯兌差異	-	-	-	-	-	353	-	353	-	353
Total comprehensive loss for the period	期內全面虧損總額	-	-	-	-	-	353	(52,465)	(52,112)	(309)	(52,421)
At 30 June 2020 (Unaudited)	於二零二零年六月三十日(未經審核)	109	566,637	1,069	10,491	(118,137)	1,724	(595,286)	(133,393)	(999)	(134,382)

Notes:

(i) Statutory reserve

In accordance with the Articles of Association of all subsidiaries established in the People's Republic of China (the "PRC"), those subsidiaries are required to transfer 10% of the profit after taxation to the statutory reserve until the reserve reaches 50% of the registered capital. Transfer to this reserve must be made before distributing dividends to equity holders. The statutory reserve can be used to make up for previous years' losses, expand the existing operation or convert into additional capital of the subsidiaries.

(ii) Capital reserve

It represents the difference between the issued share capital and share premium of the Company and the share capital of Longhui International Catering Management Holdings Limited (the accounting acquirer) immediately before the acquisition of Longhui International Catering Management Holdings Limited).

附註:

(i) 法定儲備

根據所有在中華人民共和國(「中國」)成立的附屬公司之組織章程細則，該等附屬公司須將10%除稅後溢利撥至法定儲備，直至該儲備達到註冊資本的50%為止。撥入該儲備必須在向權益持有人派發股息前進行。法定儲備可用於彌補以往年度的虧損、擴充現有營運或轉換為附屬公司額外資本。

(ii) 資本儲備

其指本公司已發行股本及股份溢價與龍輝國際餐飲管理控股有限公司(會計收購人)於緊接收購龍輝國際餐飲管理控股有限公司前的股本之差額。

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS 簡明綜合現金流量表

For the six months ended 30 June 2020 截至二零二零年六月三十日止六個月

		Six months ended 30 June 截至六月三十日止六個月	
		2020 二零二零年 RMB'000 人民幣千元 (Unaudited) (未經審核)	2019 二零一九年 RMB'000 人民幣千元 (Unaudited) (未經審核)
Net cash generated from operating activities	來自經營業務之現金淨額	19,930	25,660
Net cash used in investing activities	用於投資業務之現金淨額	(615)	(1,090)
Net cash used in financing activities	用於融資業務之現金淨額	(23,340)	(53,353)
Net decrease in cash and cash equivalents	現金及現金等值項目減少淨額	(4,025)	(28,783)
Cash and cash equivalents at the beginning of the period	報告期期初之現金及現金等值項目	5,338	77,917
Effects of exchange rate changes on cash and cash equivalents	匯率變動對現金及現金等值項目之影響	410	1,088
Cash and cash equivalents at the end of the period	報告期末之現金及現金等值項目	1,723	50,222

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 截至二零二零年六月三十日止六個月

1. GENERAL

Longhui International Holdings Limited (the “Company”), is a limited company incorporated in the Cayman Islands on 15 October 2009. According to the register of substantial shareholders maintained by the Company as at 30 June 2020, Shui Chak Group Limited (“Shui Chak Group”) is the substantial corporate shareholders of the Company. The ultimate controlling party of Shui Chak Group is Mr. Hung Shui Chak (“Mr. Hung”).

The address of the registered office of the Company is Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands. The principal place of business of the Company is Room 1502, 15/F, Lucky Building, 39 Wellington Street, Central, Hong Kong.

The Company acts as an investment holding company. Its subsidiaries are engaged in restaurants operation located in the PRC.

The condensed consolidated financial statements have been reviewed by the Company’s Audit Committee. It has also been approved for issue by the board of directors on 26 August 2020.

2.1 BASIS OF PREPARATION

The condensed consolidated financial statements have been prepared in accordance with International Accounting Standard 34 “Interim Financial Reporting” (“IAS 34”) issued by the International Accounting Standards Board (the “IASB”) as well as with the applicable disclosure requirements of Appendix 16 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

1. 一般資料

龍輝國際控股有限公司(「本公司」)為於二零零九年十月十五日在開曼群島註冊成立之有限公司。於二零二零年六月三十日，根據本公司所存置之主要股東名冊，瑞澤集團有限公司(「瑞澤集團」)為本公司之主要法團股東。瑞澤集團有限公司之最終控股方為洪瑞澤先生(「洪先生」)。

本公司註冊辦事處地址為Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands。本公司之主要營業地點為香港中環威靈頓街39號六基大廈15樓1502室。

本公司作為投資控股公司行事，其附屬公司於中國從事餐廳業務。

簡明綜合財務報表已由本公司審核委員會審閱，亦已於二零二零年八月二十六日由董事會批准刊發。

2.1 編製基準

簡明綜合財務報表已按由國際會計準則理事會(「國際會計準則理事會」)頒佈的國際會計準則第34號「中期財務報告」(「國際會計準則第34號」)及香港聯合交易所有限公司證券上市規則附錄16的適用披露規定編製。

2.1 BASIS OF PREPARATION – Continued

The condensed consolidated financial statements as at and for the six months ended 30 June 2020 comprise the Company and its subsidiaries (collectively referred to as the “Group”).

The condensed consolidated financial statements are presented in Renminbi (“RMB”), and all values are rounded to the nearest thousand (RMB'000) except otherwise indicated. RMB is the Company's presentation currency and the functional currency of the principal operating subsidiaries of the Group. The functional currency of the Company is Hong Kong dollars (“HK\$”). The Directors consider the choosing of RMB as the presentation currency best suits the needs of the shareholders and investors.

The Group reported a consolidated net loss of approximately RMB52,774,000 for the current period and net current liabilities of approximately RMB200,317,000 as at 30 June 2020. These circumstances may cast significant doubt on the Group's ability to continue as a going concern. The directors of the Company have made an assessment and concluded that the Group is able to continue as a going concern for at least the next twelve months from the end of the reporting period and to meet its obligations, as and when they fall due, having regard to the following:

- (i) the substantial shareholders of the Company have given their consent to provide continuous financial support to the Group to enable the Group to meet its obligations when due;
- (ii) negotiating with banks and other financial institution for new banking facilities;
- (iii) management has been endeavoring to improve the Group's operating results and cash flows through various cost control measures and will slow down the opening of new restaurants or will close under performing restaurants in the future;

2.1 編製基準 – 續

於截至二零二零年六月三十日止六個月的簡明綜合財務報表包括本公司及其附屬公司(統稱「本集團」)。

簡明綜合財務報表以人民幣(「人民幣」)呈列,除另有指明外,所有價值均四捨五入至最接近的千位(人民幣千元)。人民幣為本公司的呈列貨幣及本集團主要營運附屬公司的功能貨幣。本公司的功能貨幣為港元(「港元」)。董事認為選擇人民幣作為呈列貨幣最切合股東及投資者的需要。

本集團於本期間呈報綜合虧損淨額約人民幣52,774,000元,於二零二零年六月三十日流動負債淨額約人民幣200,317,000元。該等情況對本集團持續經營的能力可能構成重大疑問。本公司董事已進行評估,並總結出本集團能自報告期間結束後至少經營12個月,且能在債務責任到期時償付,當中已計及以下各項:

- (i) 公司主要股東已經同意繼續向本集團提供財務援助,讓本集團可履行到期責任;
- (ii) 與銀行及其他金融機構磋商新銀行融資;
- (iii) 管理層已透過多種成本控制措施努力改善本集團的經營業績及現金流量,未來將放緩開設新餐廳的速度或將關閉表現欠佳的餐廳;

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 截至二零二零年六月三十日止六個月

2.1 BASIS OF PREPARATION –

Continued

- (iv) negotiating with the landlords for rent concessions due to the reduced number of customers as overshadowed by the outbreak of COVID-19 coronavirus.

Consequently, the unaudited condensed consolidated financial statements have been prepared on a going concern basis. The consolidated financial statements do not include any adjustments that would result should the Group be unable to operate as a going concern.

The condensed consolidated financial statements have been prepared on the historical cost basis.

Other than changes in accounting policies resulting from application of amendments to International Financial Reporting Standards (“IFRSs”) the accounting policies, methods of computation and presentation used in the preparation of the interim condensed consolidated financial statements are consistent with those described in the 2019 annual consolidated financial statements except for those noted in note 2.3 below.

2.2 SIGNIFICANT EVENTS AND TRANSACTIONS IN THE CURRENT INTERIM PERIOD

The outbreak of COVID-19 and the subsequent quarantine measures as well as the travel restrictions imposed by many countries have had negative impacts to the global economy, business environment and directly and indirectly affect the operations of the Group. The Group closed most of its branches in February 2020 voluntarily in an effort to contain the spread of the pandemic. Also, the financial positions and performance of the Group were affected in certain aspects, including reduction in revenue, and increase in rent concessions from certain lessors as disclosed in the relevant notes.

2.1 編製基準 – 續

- (iv) 與業主磋商租金寬減，理由是 COVID-19 冠狀病毒爆發影響客戶數量減少。

因此，未經審核簡明綜合財務報表已按持續經營基準編製。綜合財務報表並不包括本集團倘若無法持續經營而可能產生的任何調整。

簡明綜合財務報表乃按歷史成本基準編製。

除應用國際財務報告準則（「國際財務報告準則」）的修訂而產生的會計政策變動外，編製中期簡明綜合財務報表所使用的會計政策、計算方法及呈列方式與二零一九年年度綜合財務報表所載者一致，惟下文附註2.3所述者除外。

2.2 本中期間的重大事項與交易

全球經濟及營商環境因 COVID-19 爆發及多國政府於其後實施的隔離措施與旅遊管制而受到打擊，本集團營運亦因而直接或間接地受到影響。本集團於二零二零年二月自願暫停大部分分店的營業，務求遏止疫症蔓延。此外，本集團的財務狀況及表現於若干方面受到影響，包括收益下降，以及獲得若干業主的租金寬減增加，其詳情於有關附註中披露。

2.3 APPLICATION OF AMENDMENTS TO IFRSs

In the current interim period, the Group has applied the Amendments to References to the Conceptual Framework in IFRS Standards and the following amendments to IFRSs issued by the IASB, for the first time, which are mandatorily effective for annual period beginning on or after 1 January 2020, for the preparation of the Group's condensed consolidated financial statements:

- Amendments to IAS 1 and IAS 8 "Definition of Material"
- Amendments to IFRS 3 "Definition of a Business"
- Amendments to IFRS 9, IAS 39 and IFRS 7 "Interest Rate Benchmark Reform"

In addition, the Group has early applied the Amendment to IFRS 16 "Covid-19-Related Rent Concessions".

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

2.3 應用國際財務報告準則修訂本

於本期間，在編製本集團的簡明綜合財務報表時，本集團首次應用國際會計準則理事會頒佈的國際財務報告準則概念框架的參考的修訂以及下列國際財務報告準則的修訂，有關修訂均強制於二零二零年一月一日或之後開始的年度期間生效：

- 國際會計準則第1號及國際會計準則第8號的修訂「重大的定義」
- 國際財務報告準則第3號的修訂「業務的定義」
- 國際財務報告準則第9號、國際會計準則第39號及國際財務報告準則第7號的修訂「利率基準改革」

此外，本集團已提早應用國際財務報告準則第16號「Covid-19相關租金寬減」。

除了下文所述者外，於本期間應用國際財務報告準則概念框架的參考的修訂以及有關國際財務報告準則的修訂，對本集團本期間及過往期間之財務狀況及表現及/或對該等簡明綜合財務報表所載披露資料並無重大影響。

2.3 APPLICATION OF AMENDMENTS TO IFRSs – *Continued*

Impacts and accounting policies on early application of Amendment to IFRS 16 “Covid-19-Related Rent Concessions”

Leases

Covid-19-Related Rent Concessions

Rent concessions relating to lease contracts that occurred as a direct consequence of the Covid-19 pandemic, the Group has elected to apply the practical expedient not to assess whether the change is a lease modification if all of the following conditions are met:

- 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;
- any reduction in lease payments affects only payments originally due on or before 30 June 2021; and
- there is no substantive change to other terms and conditions of the lease.

2.3 應用國際財務報告準則修訂本 – 續

提早應用國際財務報告準則第16號修訂本「COVID-19相關租金寬減」的影響及會計政策

租賃

COVID-19相關租金寬減

就COVID-19疫情直接導致的租賃合約租金寬減而言，倘以下條件均獲達成，則本集團選擇採用實際權宜方法，不評估變動是否一項租賃修訂：

- 租賃付款的變動使租賃代價有所修訂，而經修訂的代價與緊接變動前租賃代價大致相同，或低於緊接變動前租賃代價；
- 租賃付款的任何減幅僅影響原到期日為二零二一年六月三十日或之前的付款；及
- 租賃的其他條款及條件並無實質變動。

2.3 APPLICATION OF AMENDMENTS TO IFRSs – Continued

Impacts and accounting policies on early application of Amendment to IFRS 16 “Covid-19-Related Rent Concessions” – Continued

Leases – Continued

Covid-19-Related Rent Concessions – Continued

The Group has applied the practical expedient accounts for changes in lease payments resulting from rent concessions the same way it would account for the changes applying IFRS 16 “Leases” if the changes were not a lease modification. Forgiveness or waiver of lease payments are accounted for as variable lease payments. The related lease liabilities are adjusted to reflect the amounts forgiven or waived with a corresponding adjustment recognised in the profit or loss in the period in which the event occurs.

Transition and summary of effects

The Group has early applied the amendment in the current interim period. The application has no impact to the opening accumulated losses at 1 January 2020. The Group recognised changes in lease payments that resulted from rent concessions of approximately RMB4,326,000 in the condensed consolidated statement of profit or loss and other comprehensive income for the six months ended 30 June 2020.

2.3 應用國際財務報告準則修訂本 – 續

提早應用國際財務報告準則第16號修訂本「COVID-19相關租金寬減」的影響及會計政策 – 續

租賃 – 續

COVID-19相關租金寬減 – 續

倘變動並非一項租賃修訂，則本集團應用實際權宜方法，將租金寬減導致的租賃付款變動以應用國際財務報告準則第16號「租賃」的變動的同一方式入賬。租賃付款的寬免或豁免被入賬列作可變租賃付款。相關租賃負債獲調整以反映寬免或豁免的金額，並於該事件發生的期內在損益中確認相應調整。

過渡期及影響概要

本集團已於本中中期間提早應用修訂本。有關應用並無對二零二零年一月一日的期初累計虧損構成影響。本集團於截至二零二零年六月三十日止六個月的簡明綜合損益表及其他全面收益表中確認來自租金寬減約人民幣4,326,000元的租賃付款變動。

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For the six months ended 30 June 2020 截至二零二零年六月三十日止六個月

2.3 APPLICATION OF AMENDMENTS TO IFRSs – Continued

New and amendments to IFRSs that have been issued but are not yet effective

The Group has not early adopted the following new and amendments to IFRSs, which have been issued but are not yet effective:

IFRS 3 (Amendments)	Reference to the Conceptual Framework ¹
IFRS 4 (Amendments)	Extension of the Temporary Exemption from Applying IFRS 9 ²
IFRS 10 and IAS 28 (Amendments)	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ⁴
IFRS 17	Insurance Contracts ¹
IFRS 17 (Amendments)	Insurance Contracts ³
IAS 1 (Amendments)	Classification of Liabilities as Current or Non-current ²
IAS 16 (Amendments)	Property, Plant and Equipment: Proceeds before Intended Use ²
IAS 37 (Amendments)	Onerous Contracts – Cost of Fulfilling a Contract ²
IFRS 1, IFRS 9, IFRS 16 and IAS 41 (Amendments)	Annual Improvements to IFRSs 2018–2020 ²

- ¹ Effective for annual periods beginning on or after 1 January 2021
- ² Effective for annual periods beginning on or after 1 January 2022
- ³ Effective for annual periods beginning on or after 1 January 2023
- ⁴ No mandatory effective date yet determined but available for adoption
- ⁵ Business combinations for which the acquisition date is on or after the beginning of the first annual period beginning on or after 1 January 2022

2.3 應用國際財務報告準則修訂本 – 續

已頒佈但尚未生效的新訂國際財務報告準則及修訂本

本集團尚未提早採納以下已頒佈但尚未生效的新訂及經修訂國際財務報告準則：

國際財務報告準則第3號 (修訂本)	概念框架的引用 ¹
國際財務報告準則第4號 (修訂本)	擴大應用國際財務報告準則第9號的暫時豁免 ²
國際財務報告準則第10號及國際會計準則第28號 (修訂本)	投資者及其聯營公司或合營企業出售或注入資產 ⁴
國際財務報告準則第17號	保險合約 ¹
國際財務報告準則第17號 (修訂本)	保險合約 ³
國際會計準則第1號 (修訂本)	將負債分類為流動或非流動 ²
國際會計準則第16號 (修訂本)	物業、廠房及設備：達到擬定用途前的所得款項 ²
國際會計準則第37號 (修訂本)	虧損性合約 – 履行合約的成本 ²
國際財務報告準則第1號、國際財務報告準則第9號、國際財務報告準則第16號及國際會計準則第41號 (修訂本)	國際財務報告準則二零一八年至二零二零年的年度改進 ²

- ¹ 於二零二一年一月一日或之後開始的年度期間生效
- ² 於二零二二年一月一日或之後開始的年度期間生效
- ³ 於二零二三年一月一日或之後開始的年度期間生效
- ⁴ 尚未釐定強制生效日期但可供採納
- ⁵ 適用於收購日期為二零二一年一月一日或之後開始的首個年度期間開始當日或之後進行的業務合併

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3. REVENUE AND SEGMENT INFORMATION

(A) Segment revenue

		Six months ended 30 June 2020 (Unaudited)													
		Faigo 輝哥				Xiao Faigo Hotpot 小輝哥火鍋					Unallocated 未分配		Total 總計		
		Shanghai 上海	Beijing 北京	Others 其他	Subtotal 小計	Shanghai 上海	Beijing 北京	Wuxi 無錫	Nanjing 南京	Others 其他	Subtotal 小計			RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Revenue	收益	27,213	2,157	1,766	31,136	31,414	3,288	4,507	87	6,886	46,182	-	-	77,318	
Depreciation, amortisation and impairment of property, plant and equipment, right-of-use assets and intangible asset	物業、廠房及設備、使用權資產及無形資產的折舊、攤銷及減值	(7,060)	(1,942)	(821)	(9,823)	(25,017)	(2,014)	(464)	(42)	(3,839)	(31,476)	(520)	(520)	(41,919)	
Operating losses	經營虧損	(1,332)	(1,150)	(1,828)	(4,308)	(24,998)	(2,224)	(2,117)	(500)	(3,012)	(32,843)	(11,273)	(11,273)	(48,424)	
Loss before income tax	除所得稅前虧損	(1,381)	(1,290)	(1,828)	(4,494)	(26,784)	(2,173)	(2,373)	(299)	(3,383)	(35,022)	(12,881)	(12,881)	(52,387)	

		Six months ended 30 June 2019 (Unaudited)														
		Faigo 輝哥				Xiao Faigo Hotpot 小輝哥火鍋					Unallocated 未分配		Total 總計			
		Shanghai 上海	Beijing 北京	Others 其他	Subtotal 小計	Shanghai 上海	Beijing 北京	Wuxi 無錫	Nanjing 南京	Hangzhou 杭州	Others 其他	Subtotal 小計			RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
Revenue	收益	38,678	5,022	4,925	48,625	123,495	16,216	13,591	3,546	2,964	29,467	189,279	-	-	237,904	
Depreciation, amortisation and impairment of property, plant and equipment, right-of-use assets and intangible asset	設備、使用權資產及無形資產的折舊、攤銷及減值	(6,598)	(2,142)	(2,132)	(10,872)	(55,323)	(8,801)	(1,233)	(3,025)	(1,273)	(11,971)	(82,626)	(610)	(610)	(64,108)	
Operating profit/(losses)	經營溢利/(虧損)	1,515	(1,329)	(2,991)	(2,805)	(18,066)	(2,374)	(1,990)	(519)	(434)	(5,382)	(8,765)	(9,134)	(9,134)	(60,704)	
Profit/(loss) before income tax	除所得稅前溢利/(虧損)	1,515	(1,329)	(4,137)	(3,951)	(18,066)	(2,374)	(1,990)	(519)	(434)	(6,528)	(9,911)	(9,911)	(9,911)	(69,732)	

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3. REVENUE AND SEGMENT INFORMATION — Continued

(B) Geographical information

The Group's revenue from external customers by location of sales and information about its non-current assets by location of assets are detailed as below:

		Revenue from external customers 外部客戶收益		Non-current assets 非流動資產	
		Six months ended 30 June 截至六月三十日止六個月		At 31 December 2019 於二零一九年十二月三十一日	
		2020 二零二零年 RMB'000 人民幣千元 (Unaudited) (未經審核)	2019 二零一九年 RMB'000 人民幣千元 (Unaudited) (未經審核)	At 30 June 2020 於二零二零年六月三十日 RMB'000 人民幣千元 (Unaudited) (未經審核)	At 31 December 2019 於二零一九年十二月三十一日 RMB'000 人民幣千元 (Audited) (經審核)
The PRC	中國	77,318	237,904	131,940	211,447

(C) Information about major customers

The Group are primarily engaged in the operation of a hotpot restaurant chain.

The Group's customer base is diversified. No individual customer (2019: nil) had transactions which exceeded 10% of the Group's aggregate revenue for the six months ended 30 June 2020.

3. 收益及分部資料 — 續

(B) 地區資料

本集團按銷售地點劃分之外部客戶收益及按資產位置劃分之非流動資產詳列如下：

(C) 主要客戶資料

本集團主要從事經營連鎖火鍋餐廳。

本集團的客戶基礎很多元化。概無個人客戶(二零一九年：無)的交易超過本集團截至二零二零年六月三十日止六個月總收益之10%。

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簡明綜合財務報表附註

For the six months ended 30 June 2020 截至二零二零年六月三十日止六個月

3. REVENUE AND SEGMENT INFORMATION — Continued

(D) Disaggregation of revenue

Revenue represents the sales value of goods supplied to customers (net of value-added tax, other sales tax and discounts). Disaggregation of revenue from contracts with customers by major product lines is as follows:

3. 收益及分部資料 — 續

(D) 收益明細

收益指供應予客戶的貨品銷售價值(已扣除增值稅、其他銷售稅及折扣)。按主要產品線劃分之客戶合約收益明細如下：

		Six months ended 30 June 截至六月三十日止六個月	
		2020 二零二零年 RMB'000 人民幣千元 (Unaudited) (未經審核)	2019 二零一九年 RMB'000 人民幣千元 (Unaudited) (未經審核)
Revenue from contracts with customers within the scope of IFRS 15	屬於國際財務報告準則第15號範圍的客戶合約收益		
Disaggregated by major product lines	按主要產品線劃分的明細		
— Hotpot business	— 火鍋業務	77,318	237,904

The timing of revenue recognition of all revenue from contracts with customers is at a point in time.

所有客戶合約收益的收益確認時間為於某一時間點。

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4. EMPLOYEE BENEFIT AND RELATED EXPENSES 4. 僱員福利及相關開支

		Six months ended 30 June 截至六月三十日止六個月	
		2020 二零二零年 RMB'000 人民幣千元 (Unaudited) (未經審核)	2019 二零一九年 RMB'000 人民幣千元 (Unaudited) (未經審核)
Wages and salaries	工資及薪金	6,634	8,322
Defined contribution plan (Note i)	界定供款計劃(附註i)	850	5,022
Other social security costs and housing benefits	其他社會保障成本及住房福利	526	623
Other employee benefits	其他僱員福利	2,078	3,974
Labour outsourcing expenses (Note ii)	勞務外判開支(附註ii)	25,366	51,288
		35,454	69,229

Notes:

- (i) Employees of the Group established in the PRC are required to participate in a retirement benefit scheme administered and operated by the PRC government. The Group is required to contribute 14.0% to 22.5% of payroll costs as determined by respective local government authorities to the designated pension fund. The only obligation of the Group with respect to retirement benefit scheme is to make the specific contributions under the scheme.
- (ii) The Group entered into certain human resources agency agreements. Pursuant to these agreements, the Group outsourced a portion of its low level positions, such as waiter or waitress, kitchen assistants etc.

附註：

- (i) 在中國成立的本集團的僱員須參與由中國政府管轄及經營的退休福利計劃。本集團須作出工資成本14.0%至22.5%的供款，由相關地方政府機關就指定養老金釐定。本集團就退休福利計劃而言的唯一責任為根據計劃作出具體供款。
- (ii) 本集團已訂立若干人力資源代理協議。根據該等協議，本集團外判部分低級職位，例如男女侍應、廚房助理等。

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5. LOSS FROM OPERATING ACTIVITIES

5. 經營業務虧損

		Six months ended 30 June 截至六月三十日止六個月	
		2020 二零二零年 RMB'000 人民幣千元 (Unaudited) (未經審核)	2019 二零一九年 RMB'000 人民幣千元 (Unaudited) (未經審核)
Loss from operating activities has been arrived at after charging/ (crediting):	經扣除/(抵免)下列各項後的經營業務虧損:		
Amortisation of intangible asset	無形資產攤銷	88	104
Depreciation of property, plant and equipment	物業、廠房及設備折舊	11,105	18,850
Depreciation of right-of-use assets	使用權資產折舊	25,067	41,953
Impairment of right-of-use assets	使用權資產減值	4,492	12,612
Impairment of property, plant and equipment	物業、廠房及設備減值	1,167	13,342
Short-term lease payment	短期租賃付款	14	1,043
Low-value asset lease payment	低價值租賃付款	444	637
Gain on leases cancellation ¹	取消租賃之收益 ¹	(11,743)	—
Loss on disposal of property, plant and equipment ¹	出售物業、廠房及設備虧損 ¹	2,637	832
Rent concessions income ¹	租金優惠收入 ¹	(4,326)	—
Allowance for/(reversal of) expected credit loss on trade and other receivables	貿易及其他應收款項預期信貸虧損撥備/(撥回)	23	(893)
Cleaning fee ²	清潔費 ²	683	4,403
Transportation expenses ²	交通開支 ²	870	1,837
Promotion and marketing expenses ²	推廣及行銷開支 ²	1,132	1,767
Travelling expenses ²	差旅開支 ²	136	1,381
Repair and maintenance fee ²	維修及保養費 ²	1,896	1,563
Professional service expenses ²	專業服務費 ²	3,975	3,755

1 These items were grouped under other gains/(losses), net.

1 該等項目歸納於「其他收益/(虧損)淨額」項下。

2 These items were grouped under other expenses.

2 該等項目歸納於「其他開支」項下。

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6. INCOME TAX (EXPENSE)/CREDIT

The income tax (expense)/credit of the Group for the periods are analysed as follows:

6. 所得稅(開支)/抵免

本集團期內所得稅(開支)/抵免的分析如下：

		Six months ended 30 June 截至六月三十日止六個月	
		2020	2019
		二零二零年	二零一九年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
PRC Enterprise Income tax	中國企業所得稅		
– Current tax	– 即期稅	–	–
Deferred tax	遞延所得稅	(377)	14,242
Income tax (expense)/credit	所得稅(開支)/抵免	(377)	14,242

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7. LOSS PER SHARE

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

Loss:

		Six months ended 30 June 截至六月三十日止六個月	
		2020 二零二零年 RMB'000 人民幣千元 (Unaudited) (未經審核)	2019 二零一九年 RMB'000 人民幣千元 (Unaudited) (未經審核)
		(52,465)	(55,205)

Number of shares:

		Six months ended 30 June 截至六月三十日止六個月	
		2020 二零二零年 (Unaudited) (未經審核)	2019 二零一九年 (Unaudited) (未經審核)
		6,373,602,437	5,153,550,000

For the six months ended 30 June 2020 and 2019, the computation of diluted loss per share does not assume that the conversion of the outstanding convertible bonds since their conversion would result in a decrease in loss per share.

The weighted average number of share used for the purpose of calculating basic loss per share for the six months ended 30 June 2019 is determined by reference to the number of shares in issue adjusted with the effect of convertible bonds converted during the period.

7. 每股虧損

本公司擁有人應佔每股基本及攤薄虧損乃根據以下數據計算：

虧損：

		Six months ended 30 June 截至六月三十日止六個月	
		2020 二零二零年 RMB'000 人民幣千元 (Unaudited) (未經審核)	2019 二零一九年 RMB'000 人民幣千元 (Unaudited) (未經審核)
		(52,465)	(55,205)

股份數目：

		Six months ended 30 June 截至六月三十日止六個月	
		2020 二零二零年 (Unaudited) (未經審核)	2019 二零一九年 (Unaudited) (未經審核)
		6,373,602,437	5,153,550,000

截至二零二零及二零一九年六月三十日止六個月，每股攤薄虧損的計算並無假設轉換未償還可換股債券，因為彼等之轉換將導致每股虧損減少。

截至二零一九年六月三十日止六個月，於計算每股基本虧損時，所用股份加權平均數乃參考已發行股份數目，再按期內已轉換可換股債券的影響予以調整所得。

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For the six months ended 30 June 2020 截至二零二零年六月三十日止六個月

8. PROPERTY, PLANT AND EQUIPMENT

As at 30 June 2020 and 31 December 2019, the carrying amounts of property, plant and equipment comprise the followings:

	At 30 June 2020 於二零二零年 六月三十日 RMB'000 人民幣千元 (Unaudited) (未經審核)	At 31 December 2019 於二零一九年 十二月三十一日 RMB'000 人民幣千元 (Audited) (經審核)
Carrying amounts:		
Vehicles	1,231	1,466
Machineries	3,175	6,919
Furniture	2,720	3,041
Equipment and computers	1,230	3,224
Leasehold improvements	15,075	23,113
Construction in progress	632	1,271
	24,063	39,034

During the six months ended 30 June 2020, the Group had acquired certain property, plant and equipment amounting to approximately RMB615,000 (six months ended 30 June 2019: RMB3,058,000).

8. 物業、廠房及設備

於二零二零年六月三十日及二零一九年十二月三十一日，物業、廠房及設備的賬面值包括以下項目：

於截至二零二零年六月三十日止六個月，本集團收購的若干物業、廠房及設備價值約人民幣615,000元(截至二零一九年六月三十日止六個月：人民幣3,058,000元)。

8. PROPERTY, PLANT AND EQUIPMENT – Continued

Impairment tests for property, plant and equipment and right-of-use assets

For the purposes of assessing impairment, assets are grouped at each store level for which there are separately identifiable cash flows (cash-generating units). An impairment loss was recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. These calculations used income approach-discounted pre-tax cash flow method based on financial budgets approved by management. The key assumptions used for impairment tests for property, plant and equipment and right-of-use assets as at 30 June 2020 and 2019 are the revenue growth rates which are based on the estimated growth rate of each restaurant store unit taking into account the budgeted gross margin, the industry growth rate, past experience and management expectation for the restaurant business.

During the six months ended 30 June 2020, the property, plant and equipment and right-of-use assets of several stores were impaired due to the continuous loss-making situation. The management used "value in use" as the recoverable amount of each store.

The Group recognised impairment loss of approximately RMB1,167,000 (six months ended 30 June 2019: RMB13,342,000) and approximately RMB4,492,000 (six months ended 30 June 2019: RMB12,612,000) to property, plant and equipment and right-of-use assets, respectively, for the six months ended 30 June 2020 by comparing each store's recoverable amount with its carrying amounts.

8. 物業、廠房及設備 – 續

物業、廠房及設備及使用權資產的減值測試

為評估減值，資產按可獨立產生可識別現金流量之各店舖水平(現金產生單位)組合。當資產賬面值超過可收回金額時則會確認減值虧損。可收回金額指資產公平值減出售成本與使用價值兩者之間的較高者。該等計算方法按根據管理層批准的財政預算使用收入法貼現稅前現金流量法作出。於二零二零年及二零一九年六月三十日用於物業、廠房及設備及使用權資產減值測試的關鍵假設為收益增長率，乃根據各餐廳店舖單位的估計增長率釐定，其中已計及預算毛利率、行業增長率、過往經驗及管理層對餐廳業務的預期。

於截至二零二零年六月三十日止六個月，由於不間斷虧蝕情況的緣故，數間店舖的物業、廠房及設備及使用權資產減值。管理層用「使用價值」作為各店舖的可收回金額。

本集團將各店舖的可收回金額與其賬面值比較，就截至二零二零年六月三十日止六個月確認物業、廠房及設備及使用權資產之減值虧損分別約人民幣1,167,000元(截至二零一九年六月三十日止六個月：人民幣13,342,000元)及約人民幣4,492,000元(截至二零一九年六月三十日止六個月：人民幣12,612,000元)。

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9. RIGHT-OF-USE ASSETS/LEASE LIABILITIES

9. 使用權資產／租賃負債

		At 30 June 2020 於二零二零年 六月三十日 RMB'000 人民幣千元 (Unaudited) (未經審核)	At 31 December 2019 於二零一九年 十二月三十一日 RMB'000 人民幣千元 (Audited) (經審核)
Right-of-use assets:	使用權資產：		
Shops	店舖	48,056	110,279
Offices	辦公室	11,337	12,866
Warehouses	倉庫	221	299
		59,614	123,444
		At 30 June 2020 於二零二零年 六月三十日 RMB'000 人民幣千元 (Unaudited) (未經審核)	At 31 December 2019 於二零一九年 十二月三十一日 RMB'000 人民幣千元 (Audited) (經審核)
Lease liabilities payables:	應付租賃負債：		
— Within one year	— 一年內	15,097	45,160
— More than one year but not more than two years	— 一年以上但不超過兩年	22,433	57,779
— More than two years but less than five years	— 兩年以上但不超過五年	40,280	49,679
— More than five years	— 五年以上	30	379
		77,840	152,997

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9. RIGHT-OF-USE ASSETS/LEASE LIABILITIES – Continued

The Group obtains right to control the use of various shops, offices and warehouses for a period of time through lease arrangements. Rental contracts are typically made for fixed periods of 1 to 8 years. Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions.

During the six months ended 30 June 2020, total cash outflow for leases of approximately RMB26,309,000 (six months ended 30 June 2019: RMB38,033,000) was included in net cash used in financing activities.

For the details of impairment of right-of-use assets, please refer to Note 8 to the condensed consolidated financial statements.

10. TRADE RECEIVABLES

Trade receivables 貿易應收款項
Less: Allowance for expected credit loss 減：預期信貸虧損撥備

9. 使用權資產／租賃負債 – 續

本集團透過租賃安排於一段時間內獲得使用多間店舖、辦公室及倉庫的控制權。租賃合約通常為固定租期1至8年。租賃條款乃個別磋商及包括多項不同條款及條件。

截至二零二零年六月三十日止六個月，租賃的總現金流出約人民幣26,309,000元(截至二零一九年六月三十日止六個月：人民幣38,033,000元)已計入融資活動所用現金淨額。

有關使用權資產之減值詳情，請參閱簡明綜合財務報表附註8。

10. 貿易應收款項

At 30 June 2020 於二零二零年 六月三十日 RMB'000 人民幣千元 (Unaudited) (未經審核)	At 31 December 2019 於二零一九年 十二月三十一日 RMB'000 人民幣千元 (Audited) (經審核)
4,486	7,041
(1,142)	(1,134)
3,344	5,907

As at 30 June 2020 and 31 December 2019, the fair values of the trade receivables of the Group approximated their carrying amounts.

於二零二零年六月三十日及二零一九年十二月三十一日，本集團貿易應收款項的公平值與其賬面值相若。

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10. TRADE RECEIVABLES — Continued

- (a) The aging analysis of trade receivables, based on the invoice date and net of allowance for expected credit loss, were as follows:

	At 30 June 2020 於二零二零年 六月三十日 RMB'000 人民幣千元 (Unaudited) (未經審核)	At 31 December 2019 於二零一九年 十二月三十一日 RMB'000 人民幣千元 (Audited) (經審核)
Up to 6 months	2,191	4,886
6 months to 1 year	1,153	1,021
	3,344	5,907

The Directors consider trade receivables mainly derived from sales through shopping malls or bills settled with credit cards, WeChat or Alipay, which are generally collectible within 1 month from sales date and no past due history.

10. 貿易應收款項 — 續

- (a) 根據發票日期劃分的貿易應收款項扣除預期信貸虧損撥備賬齡分析如下：

董事認為貿易應收款項主要來自透過購物商場作出的銷售或以信用卡、微信或支付寶結算的發票，其一般可於自銷售日期起1個月內收回且並無逾期記錄。

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11. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

11. 預付款項、按金及其他應收款項

		At 30 June 2020 於二零二零年 六月三十日 RMB'000 人民幣千元 (Unaudited) (未經審核)	At 31 December 2019 於二零一九年 十二月三十一日 RMB'000 人民幣千元 (Audited) (經審核)
Included in non-current assets:	計入非流動資產：		
Rental deposits	租金按金		
— non-current portion	— 非流動部分	22,499	22,719
Included in current assets:	計入流動資產：		
Rental deposits	租金按金		
— current portion	— 流動部分	1,419	8,158
Rental and utilities prepayments	租金及公共設施預付款項	2,363	7,455
Raw materials procurement prepayments	原材料採購預付款項	10,878	11,406
Value added tax inputs	增值稅輸入值	23,784	26,696
Staff advances	員工墊款	627	765
Other receivables and prepayments due from related parties	應收關聯方的其他應收款項及預付款項	2,903	2,900
Others	其他	511	167
Less: Allowance for expected credit loss	減：預期信貸虧損撥備	(2,028)	(2,013)
		40,457	55,534

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12. SHARE CAPITAL

Share capital of the Company

Authorised
As at 31 December 2019
(Audited), 30 June 2020
(Unaudited)

法定
於二零一九年
十二月三十一日
(經審核)、
二零二零年
六月三十日
(未經審核)

12. 股本

本公司股本

	Number of shares 股份數目	Amount in HK\$'000 千港元 金額	Amount in RMB'000 人民幣千元 金額
	19,000,000,000	380	306

Issued and fully paid
As at 31 December 2019
(Audited), 30 June 2020
(Unaudited)

已發行及繳足
於二零一九年
十二月三十一日
(經審核)、
二零二零年
六月三十日
(未經審核)

	Number of shares 股份數目	Amount in HK\$'000 千港元 金額	Amount in RMB'000 人民幣千元 金額
	6,373,602,437	128	109

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13. TRADE AND OTHER PAYABLES AND ACCRUALS

13. 貿易及其他應付款項及應計費用

		At 30 June 2020 於二零二零年 六月三十日 RMB'000 人民幣千元 (Unaudited) (未經審核)	At 31 December 2019 於二零一九年 十二月三十一日 RMB'000 人民幣千元 (Audited) (經審核)
Trade payables	貿易應付款項	47,932	52,865
Other payables	其他應付款項	84,494	64,436
Staff costs and welfare accruals	應計員工成本及福利	63,155	70,173
		195,581	187,474

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

於二零二零年六月三十日及二零一九年十二月三十一日，根據發票日期劃分的貿易應付款項賬齡分析如下：

		At 30 June 2020 於二零二零年 六月三十日 RMB'000 人民幣千元 (Unaudited) (未經審核)	At 31 December 2019 於二零一九年 十二月三十一日 RMB'000 人民幣千元 (Audited) (經審核)
Less than 1 year	少於一年	44,711	46,170
1 to 2 years	一至兩年	2,762	5,618
2 to 3 years	兩至三年	392	984
Over 3 years	三年以上	67	93
		47,932	52,865

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14. CONTRACT LIABILITIES

	At 30 June 2020 於二零二零年 六月三十日 RMB'000 人民幣千元 (Unaudited) (未經審核)	At 31 December 2019 於二零一九年 十二月三十一日 RMB'000 人民幣千元 (Audited) (經審核)
Advance received from online group-purchasing websites 自網上團購網站接獲的墊款	799	870
Prepaid cards 預付卡	47,254	40,936
Cash coupons and others 現金券及其他	941	1,018
	48,994	42,824

14. 合約負債

15. BORROWING

	At 30 June 2020 於二零二零年 六月三十日 RMB'000 人民幣千元 (Unaudited) (未經審核)	At 31 December 2019 於二零一九年 十二月三十一日 RMB'000 人民幣千元 (Audited) (經審核)
Bank borrowing 銀行借款		
— Within one year 一年內	3,000	—

15. 借貸

The bank borrowing was bearing 4.55% fixed interest rate per annum and repayable on or before 25 March 2021. The carrying amount of the borrowing approximated the fair value because the interest rate appropriates the market rate.

As at 30 June 2020, the bank borrowing with carrying amount of RMB3,000,000 (31 December 2019: Nil) is secured by personal guarantees from Mr. Hung, the controlling shareholder of the Company.

銀行借款按4.55%固定年利率計息，並須於二零二一年三月二十五日或之前清償。由於該筆借款的利率與市值相約，故其賬面值亦與公平值相約。

於二零二零年六月三十日，該筆賬面值為人民幣3,000,000元(二零一九年十二月三十一日：無)的銀行借款由本公司控股股東洪先生提供的個人擔保作為抵押。

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16. CONVERTIBLE BONDS

The liability and equity components of the convertible bonds recognised in the condensed consolidated statement of financial position were calculated as follows:

16. 可換股債券

於簡明綜合財務狀況表確認的可換股債券的負債及權益部分按下文計算：

		Liability component 債務部分 RMB'000 人民幣千元	Equity component 權益部分 RMB'000 人民幣千元
At 1 January 2019	於二零一九年一月一日	72,892	30,832
Imputed interest recognised	已確認應計利息	4,838	—
Conversion of convertible bonds (note (i))	轉換可換股債券 (附註(i))	(77,964)	(29,763)
Exchange alignment	匯兌調整	3,176	—
At 31 December 2019 (Audited) and 1 January 2020	於二零一九年十二月三十一日 (經審核)及二零二零年一月一日	2,942	1,069
Imputed interest recognised	已確認應計利息	128	—
Exchange alignment	匯兌調整	57	—
At 30 June 2020 (Unaudited)	於二零二零年六月三十日 (未經審核)	3,127	1,069

note:

附註：

(i) On 15 July 2019 and 16 September 2019, the Company received conversion notices from two of the Vendors, Ms. Hung Ying ("Ms. Hung"), who is Mr. Hung's elder sister and Mr. Hung, to convert the convertible bonds in the principal amount of approximately HK\$3,806,000 and HK\$121,249,000 into 37,135,875 shares and 1,182,916,562 shares of the Company at a conversion price of HK\$0.1025 each, respectively. For the details, please refer to the Company's announcement dated 17 July 2019 and 16 September 2019.

(i) 於二零一九年七月十五日及二零一九年九月十六日，本公司接獲兩名賣方洪瑩女士(「洪女士」)(洪先生之長姊)及洪先生的轉換通知，按轉換價每股0.1025港元將本金額分別約3,806,000港元及121,249,000港元的可換股債券轉換為37,135,875股及1,182,916,562股本公司股份。有關詳情，請參閱本公司日期為二零一九年七月十七日及二零一九年九月十六日的公告。

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17. SIGNIFICANT RELATED PARTY TRANSACTIONS

The following names are related parties of the Group that had balances and/or transactions with the Group.

(a) Names and relationships with related parties

Name 名稱	Relationship 關係
Mr. Hung 洪先生	Controlling Shareholder 控股股東
Shanghai Xiao Ducheng Food & Beverage Management Co., Ltd. ("Xiao Ducheng") 上海小都成餐飲管理有限公司(「小都成」)	Controlled by the controlling shareholder 由控股股東控制
Shanghai Zhaorong Investment Consulting Co., Ltd. ("Zhaorong") 上海兆榮投資諮詢有限公司(「兆榮」)	Controlled by the controlling shareholder 由控股股東控制
Shanghai Zhipeng Food & Beverage Management Co., Ltd. ("Zhipeng") 上海致鵬餐飲管理有限公司(「致鵬」)	Controlled by the controlling shareholder 由控股股東控制
Shanghai Tao Huayuan Food & Beverage Management Co., Ltd. ("Tao Huayuan") 上海桃花源餐飲管理有限公司(「桃花源」)	Controlled by Ms. Hung (Mr. Hung's elder sister) 由洪女士(洪先生的胞姊)控制
Zhenwei (Shanghai) International Trading Co., Ltd. ("Zhenwei") 甄味(上海)國際貿易有限公司(「甄味」)	Controlled by Ms. Hung (Mr. Hung's elder sister) 由洪女士(洪先生的胞姊)控制
Ma Shuaixiang 馬帥翔	Shareholder of a non-wholly owned subsidiary 非全資附屬公司的股東
Shanghai Grandpa Thai Catering Management Co., Ltd ("Grandpa Thai") 上海泰椰爺餐飲管理有限公司(「泰椰爺」)	Controlled by Ms. Hung (Mr. Hung's elder sister) 由洪女士(洪先生的胞姊)控制
Shanghai Ji Ying Catering Management Co., Ltd ("Ji Ying") 上海即盈餐飲管理有限公司(「即盈」)	Jointly controlled by the controlling shareholder 由控股股東共同控制
Beijing Whisky Aroma Concept Commercial Limited Liability Company ("Whisky Aroma") 北京威香概念商業有限責任公司(「威香」)	Jointly controlled by the controlling shareholder 由控股股東共同控制

17. 重大關聯方交易

下列公司為本集團之關聯方與本集團有結餘及/或交易。

(a) 名稱及與關聯方關係

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17. SIGNIFICANT RELATED PARTY TRANSACTIONS — *Continued*

(b) The Group had the following balances with related parties at the end of each reporting period:

(i) *Included in prepayments, deposits and other receivables*

		At 30 June 2020 於二零二零年 六月三十日 RMB'000 人民幣千元 (Unaudited) (未經審核)	At 31 December 2019 於二零一九年 十二月三十一日 RMB'000 人民幣千元 (Audited) (經審核)
Grandpa Thai	泰椰爺	7	5
Tao Huayuan	桃花源	31	30
Zhaorong	兆榮	226	226
Zhenwei	甄味	218	218
Zhipeng	致鵬	1,550	1,550
Xiao Ducheng	小都成	529	529
Ji Ying	即盈	342	342
		2,903	2,900

(ii) *Included in other payables and accruals*

		At 30 June 2020 於二零二零年 六月三十日 RMB'000 人民幣千元 (Unaudited) (未經審核)	At 31 December 2019 於二零一九年 十二月三十一日 RMB'000 人民幣千元 (Audited) (經審核)
Ma Shuaixiang	馬帥翔	1,029	1,029
Whisky Aroma	威香	3,000	—
		4,029	1,029

17. 重大關聯方交易 — 續

(b) 本集團於各報告期末有以下關聯方結餘：

(i) 計入預付款項、按金及其他應收款項

(ii) 計入其他應付款項及應計費用

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17. SIGNIFICANT RELATED PARTY TRANSACTIONS – *Continued*

- (b) The Group had the following balances with related parties at the end of each reporting period:
– *Continued*

(iii) *Included in trade payables*

		At 30 June 2020 於二零二零年 六月三十日 RMB'000 人民幣千元 (Unaudited) (未經審核)	At 31 December 2019 於二零一九年 十二月三十一日 RMB'000 人民幣千元 (Audited) (經審核)
Zhenwei	甄味	2	2
Zhipeng	致鵬	118	—
		120	2

- (c) The Group entered into the following transactions with its related parties during the six months ended 30 June 2020:

Purchase of goods

		Six months ended 30 June 截至六月三十日止六個月	
		2020 二零二零年 RMB'000 人民幣千元 (Unaudited) (未經審核)	2019 二零一九年 RMB'000 人民幣千元 (Unaudited) (未經審核)
Zhipeng	致鵬	118	31
Grandpa Thai	泰椰爺	2	—
Tao Huayuan	桃花源	1	—
		121	31

17. 重大關聯方交易 – 續

- (b) 本集團於各報告期末有以下關聯方結餘：– 續

(iii) 計入貿易應付款項

		At 30 June 2020 於二零二零年 六月三十日 RMB'000 人民幣千元 (Unaudited) (未經審核)	At 31 December 2019 於二零一九年 十二月三十一日 RMB'000 人民幣千元 (Audited) (經審核)
Zhenwei	甄味	2	2
Zhipeng	致鵬	118	—
		120	2

- (c) 本集團於截至二零二零年六月三十日止六個月與其關聯方訂立以下交易：

購買貨物

		Six months ended 30 June 截至六月三十日止六個月	
		2020 二零二零年 RMB'000 人民幣千元 (Unaudited) (未經審核)	2019 二零一九年 RMB'000 人民幣千元 (Unaudited) (未經審核)
Zhipeng	致鵬	118	31
Grandpa Thai	泰椰爺	2	—
Tao Huayuan	桃花源	1	—
		121	31

18. CONTINGENT LIABILITIES

The Company acquired the entire equity interest in the Longhui International Catering Management Limited (the “Accounting Acquirer”) on 4 July 2018 (the “Acquisition Date”) was accounted for in the consolidated financial statements as reverse acquisition of the Company by the Accounting Acquirer (the “Reverse Acquisition”). The Group recognised deemed listing expenses of approximately RMB399,670,000 upon the application of the Reverse Acquisition on the Acquisition Date (“Deemed Listing Expenses”).

On the Acquisition Date, the Group applied the Reverse Acquisition method of accounting and recognised the identifiable assets and liabilities of the Company as at that date, including the recorded accrued expenses and other payables of approximately RMB37,578,000.

These recorded accrued expenses and other payables do not include any of the unknown liabilities of the Company brought forward from 1 January 2018, which included the amount due to a deconsolidated subsidiary of approximately RMB882,000 (equivalent to approximately HK\$1,028,000) and unknown other payables of approximately RMB15,182,000 (equivalent to approximately HK\$17,694,000) (collectively, the “Unknown Liabilities”). For the details, please refer to Notes 2.1 and 32 to the consolidated financial statements in the annual report of the Company for the year ended 31 December 2019.

The Company had used its best effort to identify the nature of the Unknown Liabilities including publishing a public notice which invited any potential creditors to inform the Company of any debts or claims.

18. 或然負債

於二零一八年七月四日(「收購日期」)，本公司收購龍輝國際餐飲管理控股有限公司全部股權(「會計收購方」)，於綜合財務報表列賬為會計收購方對本公司作出的反收購(「反收購」)。本集團於收購日期應用反收購後確認視作上市開支約人民幣399,670,000元(「視作上市開支」)。

於收購日期，本集團應用反收購會計法及確認本公司於該日的可識別資產及負債，包括錄得應計費用及其他應付款項約人民幣37,578,000元。

該等所錄得應計費用及其他應付款項並不包括本公司自二零一八年一月一日承前之任何未知負債(包括應付取消綜合入賬附屬公司款項約人民幣882,000元(相當於約1,028,000港元)及其他未知應付款項約人民幣15,182,000元(相當於約17,694,000港元)(統稱「未知負債」)。詳情請參閱本公司截至二零一九年十二月三十一日止年度的年報所載綜合財務報表附註21及32。

本公司已盡全力識別未知負債的性質，包括刊發公共通告邀請任何潛在債務人向本公司知會任何債務或申索。

18. CONTINGENT LIABILITIES –
Continued

With the legal advice provided to the Company, according to Section 4(1)(a) of Cap. 347 provides that actions founded on simple contract shall not be brought after the expiration of 6 years from the date on which the course of action accrued whereas s.4(3) states that an action upon a specialty shall not be brought after the expiration of 12 years from the date on which the cause of action accrued.

The directors of the Company considered that the origin of the Unknown Liabilities is unlikely to be created under a deed and among other reasons, given actions founded on simple contract shall not be brought after 6 years from the date on which the cause of actions accrued pursuant to the Limitation Ordinance (Laws of Hong Kong Chapter 347), any potential creditors would be statutorily barred from taking action against another person 6 years after the date when the liabilities were due, unless such liabilities was created under deed, in which case, the limitation period shall be 12 years from the date of the liabilities were due. As the Unknown Liabilities were incurred during the year ended 31 December 2012 and 2013, the payment obligation is expired as at 31 December 2019.

Besides, the Company had entered into a debt assignment agreement with Global Courage Limited ("Global Courage"), pursuant to which Global Courage agrees to undertake all outstanding Unknown Liabilities.

Subject to the above matters, the possibility of outflow of economic resources in the settlement of Unknown Liabilities by the Group is not probable.

18. 或然負債 – 續

按照本公司獲提供之法律意見，根據第347章第4(1)(a)節，規定基於簡單合約或侵權行為的訴訟，不得於訴訟因由產生的日期起計滿6年後提出，而第4(3)節載明基於蓋印文據的訴訟，不得於訴訟因由產生的日期起計滿12年後提出。

本公司董事認為未知負債不大可能產生自契據，尤其是因為根據香港法例第347章時效條例，建立於簡單合約的法律行動在引致所涉法律行動日期起6年後不得再提出，任何潛在債權人禁止於負債到期日期後6年對另一人士採取法律行動，除非有關負債並非源自契據，在該情況下，時限將為負債到期日期後12年。由於未知負債於截至二零一二年及二零一三年十二月三十一日止年度產生，付款責任於二零一九年十二月三十一日到期。

此外，本公司已與Global Courage Limited (「Global Courage」) 訂立債務轉讓協議，據此，Global Courage同意承擔所有尚未清償未知負債。

綜上所述，本集團清償未知負債時出現經濟資源外流的可能性不大。



FINANCIAL AND BUSINESS REVIEW

The Group is principally engaged in the hotpot restaurant business in the People's Republic of China (the "PRC"). The Company has a clear and distinct focus on the market segments that it appeals to and thus it created three brands, namely Faigo ("輝哥"), Xiao Faigo Hotpot ("小輝哥火鍋") and Hong Yuanwai ("洪員外"). Restaurants operating under the brand Faigo appeal to the high-end market such as business clientele, while restaurants operating under the brands Xiao Faigo Hotpot ("小輝哥火鍋") and Hong Yuanwai ("洪員外") cater to the mid-tier market for a wide spectrum of guests.

Revenue

The outbreak of COVID-19 coronavirus since early 2020 has materially and adversely impacted the revenue from restaurant's operations. For the six months ended 30 June 2020 (the "Period"), the Group's revenue decreased by approximately 67.5% to approximately RMB77.3 million from approximately RMB237.9 million in the last corresponding period.

Foods and beverage and other materials consumables used

The Group's foods and beverage and other materials consumables costs mainly represent the costs of food ingredients for the hotpot business. The foods and beverage and other materials consumables costs decreased by approximately 62.3% to approximately RMB34.7 million for the six months ended 30 June 2020 from approximately RMB92.1 million in the last corresponding period. Gross profit margin of the Group decreased to approximately 55.1% during the Period (2019: approximately 61.3%).

Employee benefit and related expenses

The Group's employee benefit and related expenses, being one of the largest components of the operating expenses of the Group, mainly consist of wages and salaries, labour outsourcing expenses, defined contribution plan and other employee related expenses.

財務及業務回顧

本集團主要於中華人民共和國(「中國」)從事火鍋餐廳業務。本公司在主攻市場分部具有清楚、明確的目標，因而設下三種品牌(即「輝哥」、「小輝哥火鍋」及「洪員外」)。以「輝哥」品牌經營的餐廳主攻高端市場如商務客戶、以「小輝哥火鍋」及「洪員外」品牌經營的餐廳則為迎合中端市場各式各樣的客戶。

收益

COVID-19冠狀病毒自二零二零年初爆發至今，對餐廳業務所得收益造成重大及不利影響。截至二零二零年六月三十日止六個月(「本期間」)，本集團的收益由去年同期的約人民幣237,900,000元減少約67.5%，至約人民幣77,300,000元。

已使用的食品及餐飲及其他材料消耗品

本集團已使用的食品及餐飲及其他材料消耗品的成本主要指火鍋業務食材成本。食品及餐飲及其他材料消耗品的成本由去年同期的約人民幣92,100,000元減少約62.3%，至截至二零二零年六月三十日止六個月約人民幣34,700,000元。本集團的毛利率於本期間減少至約55.1%(二零一九年：約61.3%)。

僱員福利及相關開支

本集團僱員福利及相關開支是本集團營運開支的最大部份之一，主要包括工資及薪金、勞務外判開支、定額供款計劃、社會保險成本及住房福利以及其他僱員相關開支。



MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

The employee benefit and related expenses decreased by approximately 48.7% to approximately RMB35.5 million for the six months ended 30 June 2020 from approximately RMB69.2 million in the last corresponding period, which was mainly attributable to the closure of 41 restaurants during the Period, wages and salaries expenses and labour outsourcing expenses decreased from approximately RMB59.6 million in 2019 to approximately RMB32.0 million in 2020.

Property rentals and related expenses

Further to the closure of 41 restaurants, property rentals and related expenses decreased by approximately 32.8% to approximately RMB11.9 million for the six months ended 30 June 2020 from approximately RMB17.7 million in the last corresponding period.

Depreciation, amortisation and impairment of property, plant and equipment, right-of-use assets and intangible asset

Further to the closure of restaurants, the Group's depreciation, amortisation and impairment of property, plant and equipment, right-of-use assets and intangible asset decreased by approximately 55.5% to approximately RMB41.9 million for the six months ended 30 June 2020 from approximately RMB94.1 million in the last corresponding period.

Other expenses

The Group's other expenses, which mainly consist of professional service expenses, repair and maintenance fee and promotion and marketing expenses, decreased by approximately 31.5% to approximately RMB11.5 million for the six months ended 30 June 2020 from approximately RMB16.8 million in the last corresponding period, which was mainly attributable to the decrease in cleaning fee for approximately RMB3.7 million and travelling expenses for approximately RMB1.3 million.

本集團的僱員福利及相關開支由去年同期約人民幣69,200,000元減少約48.7%至截至二零二零年六月三十日止六個月約人民幣35,500,000元，此乃由於本期間關閉41間餐廳，工資及薪金開支及勞務外判開支由二零一九年約人民幣59,600,000元減少至二零二零年約人民幣32,000,000元。

物業租賃及相關開支

除關閉41間餐廳外，物業租賃及相關開支由去年同期約人民幣17,700,000元減少約32.8%，至截至二零二零年六月三十日止六個月約人民幣11,900,000元。

物業、廠房及設備、使用權資產及無形資產的折舊、攤銷及減值

除關閉餐廳外，本集團物業、廠房及設備、使用權資產及無形資產的折舊、攤銷及減值由去年同期約人民幣94,100,000元減少約55.5%至截至二零二零年六月三十日止六個月約人民幣41,900,000元。

其他開支

本集團之其他開支主要包括專業服務費、維修及保養費與推廣及行銷開支，由去年同期約人民幣16,800,000元減少約31.5%至截至二零二零年六月三十日止六個月約人民幣11,500,000元，主要由於清潔費減少約人民幣3,700,000元及差旅開支減少約人民幣1,300,000元所致。



Other gains/(losses)

During the Period, the Group recorded other gains of approximately RMB13.8 million as compared to other losses of approximately RMB0.1 million in 2019, which was mainly attributable to the gain on leases cancellation due to the lease termination of approximately RMB11.7 million when closure of restaurants and the rent concessions income of approximately RMB4.3 million due to application of amendment of IFRS 16 "Covid-19 Rent Concession".

Finance expenses

The Group's finance expenses, which mainly consists of lease liabilities, bank charges and inputted interest on convertible bonds, decreased by approximately 55.6% to approximately RMB4.0 million for the six months ended 30 June 2020 from approximately RMB9.0 million in the last corresponding period, which was mainly attributable to the decrease in finance expenses charged on lease liabilities as follow to the closure of restaurants.

Loss for the period

Loss for the period attributable to owners of the Company was approximately RMB52.5 million (six months ended 30 June 2019: approximately RMB55.2 million). Basic loss per share for the Period was approximately RMB0.01 (six months ended 30 June 2019: approximately RMB0.01). Loss for the period mainly attributable to the outbreak of COVID-19 coronavirus since early 2020 has materially and adversely impacted the revenue from restaurant's operations.

INTERIM DIVIDEND

The Directors do not recommend to pay any interim dividend for the six months ended 30 June 2020 (six months ended 30 June 2019: Nil).

其他收益/(虧損)

於本期間，本集團錄得其他收益約人民幣13,800,000元，而二零一九年錄得其他虧損約人民幣100,000元，主要由於關閉餐廳時終止租賃產生租賃註銷收益約人民幣11,700,000元及應用國際財務報告準則第16號修訂本「COVID-19相關租金寬減」產生租金寬減收入約人民幣4,300,000元。

財務開支

本集團的財務開支主要包括租賃負債、銀行收費及可換股債券的已輸入權益，由去年同期的約人民幣9,000,000元減少約55.6%，至截至二零二零年六月三十日止六個月的約人民幣4,000,000元，主要歸因於關閉餐廳後租賃負債的財務開支減少。

期內虧損

本公司擁有人應佔期內虧損約為人民幣52,500,000元(截至二零一九年六月三十日止六個月：約人民幣55,200,000元)。期內每股基本虧損約為人民幣0.01元(截至二零一九年六月三十日止六個月：約人民幣0.01元)。期內虧損乃主要由於COVID-19冠狀病毒自二零二零年初爆發至今，對餐廳業務所得收益造成重大及不利影響。

中期股息

董事不建議就截至二零二零年六月三十日止六個月派發任何中期股息(截至二零一九年六月三十日止六個月：零)。



MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

LIQUIDITY, FINANCIAL RESOURCES AND GEARING RATIO

As at 30 June 2020, the Group recorded cash and bank balances amounting to approximately RMB1.7 million (31 December 2019: approximately RMB5.3 million) and the net current liabilities value was approximately RMB200.3 million (31 December 2019: approximately RMB182.5 million).

The net liabilities value per share of the Company was approximately RMB2.11 cents as at 30 June 2020 (31 December 2019: net liabilities value per share of approximately RMB1.49 cents). The net liabilities value per share was computed based on 6,373,602,437 and 5,517,313,735 weighted average number of ordinary shares as at 30 June 2020 and 31 December 2019 respectively.

The Group's gearing ratio as at 30 June 2020 was approximately 0.03 (31 December 2019: approximately 0.01), being a ratio of total debts, including borrowings and convertible bonds, of approximately RMB6.1 million (31 December 2019: approximately RMB2.9 million) to the total assets of approximately RMB195.2 million (31 December 2019: approximately RMB305.3 million).

USE OF PROCEEDS FROM SHARE PLACING

On 2 May 2018, the Company and the placing agent entered into a placing agreement (the "Placing Agreement") on a fully underwritten basis, to not less than six placees who and whose ultimate beneficial owners are independent third parties (the "Share Placing").

流動資金、財務資源及資產負債比率

於二零二零年六月三十日，本集團錄得現金及銀行結餘約人民幣1,700,000元(二零一九年十二月三十一日：約人民幣5,300,000元)及流動負債淨值約人民幣200,300,000元(二零一九年十二月三十一日：約人民幣182,500,000元)。

於二零二零年六月三十日，本公司每股的負債淨值為約人民幣2.11分(二零一九年十二月三十一日：每股負債淨值約人民幣1.49分)。每股負債淨值乃根據於二零二零年六月三十日及二零一九年十二月三十一日分別為普通股加權平均數6,373,602,437及5,517,313,735股股份計算。

本集團於二零二零年六月三十日之資產負債比率約為0.03(二零一九年十二月三十一日：約0.01)，即總債務(包括借貸及可換股債券)約人民幣6,100,000元(二零一九年十二月三十一日：約人民幣2,900,000元)對總資產約人民幣195,200,000元(二零一九年十二月三十一日：約人民幣305,300,000元)之比率。

股份配售所得款項用途

於二零一八年五月二日，本公司與配售代理訂立配售協議(「配售協議」)，按全數包銷基準向不少於六名承配人(彼等與其最終實益擁有人均為獨立第三方)進行配售(「股份配售」)。

The completion of Share Placing took place on 4 July 2018. An aggregate of 757,875,000 ordinary shares of HK\$0.00002 each with aggregate nominal value of HK\$15,157.50 (the "Placing Shares") were placed at the placing price of HK\$0.1025 per Placing Share pursuant to the terms and conditions of the Placing Agreement. The Placing Shares were issued under a specific mandate obtained at the extraordinary general meeting held on 28 May 2018. The net proceeds from the Share Placing (after deducting the expenses) were approximately HK\$75.73 million. As previously disclosed in the circular of the Company dated 9 May 2018, the Company intended to apply the net proceeds of approximately HK\$75.73 million from the Share Placing to expand and develop the business of the Group.

As at 30 June 2020, the Group utilized the net proceeds from the Share Placing as to approximately HK\$75.73 million for the expansion and development of the business of the Group.

PLEDGE OF ASSETS

As at 30 June 2020, the Company had no charges on its assets (31 December 2019: Nil).

CHANGE OF DIRECTORS

Mr. Chen Jun has resigned as an executive Director with effect from 8 May 2020.

Mr. Chan Chun Yiu Thomas has resigned as an independent non-executive Director with effect from 30 June 2020.

Mr. Cheung Ting Pong has been appointed as an independent non-executive Director with effect from 30 June 2020.

CAPITAL STRUCTURE

For the six months ended 30 June 2020, there was no change in the capital structure and issued share capital of the Company.

股份配售已於二零一八年七月四日完成。根據配售協議的條款及條件，合共757,875,000股總面值為15,157.50港元的每股面值0.00002港元的普通股（「配售股份」）以每股配售股份0.1025港元的配售價獲配售。配售股份已根據於二零一八年五月二十八日舉行的股東特別大會上獲取的特別授權而發行。股份配售所得款項淨額（經扣除開支後）約為75,730,000港元。誠如先前於本公司日期為二零一八年五月九日的通函披露，本公司擬動用股份配售所得款項淨額約75,730,000港元拓展及發展本集團的業務。

於二零二零年六月三十日，本集團動用股份配售所得款項淨額約75,730,000港元於擴充及發展本集團業務。

資產抵押

於二零二零年六月三十日，本公司概無抵押任何資產（二零一九年十二月三十一日：零）。

更換董事

陳軍先生自二零二零年五月八日起已辭任執行董事。

陳浚耀先生自二零二零年六月三十日起已辭任獨立非執行董事。

張彙邦先生自二零二零年六月三十日起已獲委任為獨立非執行董事。

資本架構

截至二零二零年六月三十日止六個月，本公司資本架構及已發行股本概無變動。



MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

INVESTMENT POSITION AND PLANNING

There was no acquisition or disposal of subsidiary and associated company or significant investments of the Group, which would have been required to be disclosed under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") (the "Listing Rules") for the six months ended 30 June 2020.

CONNECTED TRANSACTIONS

For the six months ended 30 June 2020, the Company did not have any connected transactions which were subject to the reporting requirements under Chapter 14A of the Listing Rules.

FOREIGN CURRENCY RISK

Most of the Group's business transactions, assets and liabilities are denominated in Renminbi and settled in Renminbi, which are the functional currencies of respective group companies. The Group's exposure to currency risk is minimal. The Group has not entered into any instruments on the foreign exchange exposure. The Group will closely monitor exchange rate movement and will take appropriate activities to reduce the exchange risk.

EMPLOYEES AND REMUNERATION POLICIES

The number of employees of the Group as at 30 June 2020 was 911 (31 December 2019: 1,784). Employees' remuneration is commensurate with their job nature, qualifications and experience. Salaries and wages are normally reviewed annually based on performance appraisals and other relevant factors. The Group continues to offer competitive remuneration packages and bonus to eligible staff, based on the performance of the Group and the individual employee.

投資狀況及計劃

截至二零二零年六月三十日止六個月，本集團概無任何根據香港聯合交易所有限公司（「聯交所」）證券上市規則（「上市規則」）規定須予披露之收購或出售本集團附屬公司及聯營公司或重大投資。

關聯交易

截至二零二零年六月三十日止六個月，本公司並無任何關連交易須滿足上市規則第14A章的報告規定。

外幣風險

本集團大部分的業務交易、資產及負債乃以人民幣計值及以人民幣結付，該等貨幣為相關集團公司的功能貨幣。本集團所受外幣風險低微。本集團並無就外匯風險訂立任何工具。本集團將密切監察匯率變動，並將採取適當行動降低匯率風險。

僱員及薪酬政策

本集團於二零二零年六月三十日之僱員人數為911名（二零一九年十二月三十一日：1,784名）。員工薪酬按其工作性質、資歷及經驗而釐定。通常薪酬及薪金根據表現評核及其他相關因素作每年檢討。本集團會根據本集團及個別員工的表現，繼續向符合資格的員工給予具競爭力的薪酬組合和花紅。

CONTINGENT LIABILITIES

The Company acquired the entire equity interest in the Longhui International Catering Management Holdings Limited (the "Accounting Acquirer") on 4 July 2018 (the "Acquisition Date") was accounted for in the consolidated financial statements as reverse acquisition of the Company by the Accounting Acquirer (the "Reverse Acquisition"). The Group recognised deemed listing expenses of approximately RMB399,670,000 upon the application of the Reverse Acquisition on the Acquisition Date ("Deemed Listing Expenses").

On the Acquisition Date, the Group applied the Reverse Acquisition method of accounting and recognised the identifiable assets and liabilities of the Company as at that date, including the recorded accrued expenses and other payables of approximately RMB37,578,000.

These recorded accrued expenses and other payables do not include any of the unknown liabilities of the Company brought forward from 1 January 2018, which included the amount due to a deconsolidated subsidiary of approximately RMB882,000 (equivalent to approximately HK\$1,028,000) and unknown other payables of approximately RMB15,182,000 (equivalent to approximately HK\$17,694,000) (collectively, the "Unknown Liabilities"). For the details, please refer to Notes 2.1 and 32 to the consolidated financial statements in the annual report of the Company for the year ended 31 December 2019.

The Company had used its best effort to identify the nature of the Unknown Liabilities including publishing a public notice which invited any potential creditors to inform the Company of any debts or claims.

With the legal advice provided to the Company, according to Section 4(1)(a) of Cap. 347 provides that actions founded on simple contract shall not be brought after the expiration of 6 years from the date on which the cause of action accrued whereas s.4(3) states that an action upon a specialty shall not be brought after the expiration of 12 years from the date on which the cause of action accrued.

或然負債

於二零一八年七月四日(「收購日期」)，本公司收購龍輝國際餐飲管理控股有限公司全部股權(「會計收購方」)，於綜合財務報表列賬為會計收購方對本公司作出的反收購(「反收購」)。本集團於收購日期應用反收購後確認視作上市開支約人民幣399,670,000元(「視作上市開支」)。

於收購日期，本集團應用反收購會計法及確認本公司於該日的可識別資產及負債，包括錄得應計費用及其他應付款項約人民幣37,578,000元。

該等所錄得應計費用及其他應付款項並不包括本公司自二零一八年一月一日承前之任何未知負債(包括應付取消綜合入賬附屬公司款項約人民幣882,000元(相當於約1,028,000港元)及其他未知應付款項約人民幣15,182,000元(相當於約17,694,000港元))(統稱「未知負債」)。詳情請參閱本公司截至二零一九年十二月三十一日止年度的年報所載綜合財務報表附註2.1及32。

本公司已盡全力識別未知負債的性質，包括刊發公共通告邀請任何潛在債務人向本公司知會任何債務或申索。

按照本公司獲提供之法律意見，根據第347章第4(1)(a)條，規定基於簡單合約的訴訟，不得於訴訟因由產生的日期起計滿6年後提出，而第4(3)條載明基於蓋印文據的訴訟，不得於訴訟因由產生的日期起計滿12年後提出。



MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

The directors of the Company considered that the origin of the Unknown Liabilities is unlikely to be created under a deed and among other reasons, given actions founded on simple contract shall not be brought after 6 years from the date on which the cause of actions accrued pursuant to the Limitation Ordinance (Laws of Hong Kong Chapter 347), any potential creditors would be statutorily barred from taking action against another person 6 years after the date when the liabilities were due, unless such liabilities was created under deed, in which case, the limitation period shall be 12 years from the date of the liabilities were due. As the Unknown Liabilities were incurred during the year ended 31 December 2012 and 2013, the payment obligation is expired as at 31 December 2019.

Besides, the Company had entered into a debt assignment agreement with Global Courage Limited (“Global Courage”), pursuant to which Global Courage agrees to undertake all outstanding Unknown Liabilities.

Subject to the above matters, the possibility of outflow of economic resources in the settlement of Unknown Liabilities by the Group is not probable.

EVENTS AFTER REPORTING PERIOD

There were no significant events occurred after the reporting period.

PROSPECTS

The Group plans to open more restaurants in order to expand and develop the business of the Group in the coming financial years as intended. However, due to the current poor sentiment of the food and beverages market in the PRC and the uncertainty over the impact of the Sino-US trade war and the COVID-19 coronavirus outbreak, it is prudent for the Board to withhold the planned expansion.

本公司董事認為未知負債不大可能產生自契據，尤其是因為根據香港法例第347章時效條例，建立於簡單合約的法律行動在引致所涉法律行動日期起6年後不得再提出，任何潛在債權人禁止於負債到期日期後6年對另一人士採取法律行動，除非有關負債源自契據，在該情況下，時限將為負債到期日期後12年。由於未知負債於截至二零一二年及二零一三年十二月三十一日止年度產生，付款責任於二零一九年十二月三十一日到期。

此外，本公司已與Global Courage Limited (「Global Courage」)訂立債務轉讓協議，據此，Global Courage同意承擔所有尚未清償未知負債。

綜上所述，本集團清償未知負債時出現經濟資源外流的可能性不大。

報告期後事項

報告期後概無發生重大事項。

展望

本集團有意於未來的財政年度開設更多餐廳，務求按計劃擴張及發展其業務。然而，由於目前中國餐飲市場的市道低迷，加上中美貿易戰及COVID-19冠狀病毒疫情的影響尚未明朗，董事會為審慎起見暫緩擴張計劃。

Targeting the High-End Segment

Hotpot restaurants offering meat as their major food ingredient have a lower customer's average spending compared with those serving seafood. Therefore, more hotpot restaurants begin to offer more diversified food materials to target different customer segments. Seafood has been introduced in hotpot restaurants recently, which will attract more customers from the high-end segment. The Group will continue to target more high-end food ingredients as additional drive for the growth of revenue of our restaurants.

Inclusive of New Food Ingredients and Flavors

New food ingredients will be added to hotpot dining. As hotpot is more inclusive than other styles of cooking, new food ingredients can be easily introduced to hotpot dining. Hotpot restaurants are more willing to stay appealing to customers by offering new food ingredients in their menus rather than stick to their own understanding of hotpot stereotype.

Growth of Delivery Business

Delivery food service is growing fast in the PRC in the past few years. The Group plans to strengthen our competitiveness in the delivery segment to fully utilize the business hours of rush hours in a day such as lunch and dinner time to improve our revenue density. The Group will closely cooperate with online ordering and delivery platforms to promote the delivery business.

瞄準高端市場

與供應海鮮的火鍋餐廳相比，以肉類為主要食品成分的火鍋餐館的消費購買力較低。因此，越來越多的火鍋餐廳開始提供更多樣化的食材，以滿足不同顧客群體。海鮮已於近期引入火鍋餐廳，這將吸引更多來自高端市場的顧客。本集團將繼續以高端食材為目標，作為餐廳收益增長的額外動力。

廣納新食材及口味

火鍋餐廳將添加新食品配料。由於火鍋比其他烹飪方式更具包容性，因此可以輕易將新食品成分引入火鍋餐廳。火鍋餐廳更願意透過在菜單中提供新食品成分來吸引顧客，而非固守自身對火鍋的刻板印象。

外賣業務增長

中國外賣食品服務過去數年迅速增長。本集團計劃加強外賣分部的競爭力，以全面利用午市及晚市等每日營業時間中的繁忙時段，以提升收益密度。本集團將與網上訂餐及外送平台緊密合作，以推廣外賣業務。



CORPORATE GOVERNANCE AND OTHER INFORMATION

企業管治及其他資料

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

As at 30 June 2020, the interests or short positions of the Directors and chief executives of the Company in the shares, underlying shares and debentures of the Company and its associated corporation (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) which were notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provision of the SFO) or which were required to be recorded in the register 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 for Securities Transactions by Directors of Listed Issuers (the "Model Code") as follows:

董事及主要行政人員於股份、相關股份及債券的權益及淡倉

於二零二零年六月三十日，董事及本公司主要行政人員於本公司及其相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）股份、相關股份及債券中擁有根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所的權益或淡倉（包括根據該證券及期貨條例規定被當作或視為擁有的權益或淡倉），或根據證券及期貨條例第352條須記錄於該條所述登記冊的權益或淡倉，或根據上市發行人董事進行證券交易的標準守則（「標準守則」）須知會本公司及聯交所的權益或淡倉如下：

Name of Director	Capacity	Number of underlying shares held	Number of shares held	Total number of shares and underlying shares held	Approximate percentage of the issued share capital of the Company
董事姓名	身份	所持相關股份數目	所持股份數目	所持股份及相關股份總數	佔本公司已發行股本概約百分比
Mr. Hung Shui Chak 洪瑞澤先生	Interest of controlled corporation 受控制法團權益	—	3,231,666,250 (L) (Note 1) (附註1)	3,231,666,250 (L)	50.70%
Mr. So Kam Chuen 蘇錦存先生	Beneficial owner 實益擁有人	14,904,875 (L) (Note 2) (附註2)	44,714,625 (L)	59,619,500 (L)	0.94%

(L): Long position

(L): 好倉

Note 1: These 3,231,666,250 shares were held by Shui Chak Group Limited. Shui Chak Group Limited was wholly-owned by Mr. Hung. Thus, Mr. Hung was deemed to be interested in the 3,231,666,250 shares held by Shui Chak Group Limited pursuant to the SFO.

Note 2: These underlying shares represented a maximum of 14,904,875 new shares to be issued to Mr. So upon full conversion of the Convertible Bonds which, in an aggregate principal amount of HK\$1,527,749,6875 at a conversion price of HK\$0.1025 per share, were issued to Mr. So on 4 July 2018.

Note 3: The percentage is calculated on the basis of 6,373,602,437 shares of the Company in issue as at 30 June 2020.

Save as disclosed above, as at 30 June 2020, none of the Directors or chief executives of the Company had or was deemed to have any interests or short positions in the shares, underlying shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO), which were required to be recorded in the register 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.

DIRECTORS' RIGHT TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed above, at no time during the six months ended 30 June 2020 was the Company, or any of its holding companies, its subsidiaries or its fellow subsidiaries a party to any arrangement to enable the Directors and chief executives of the Company (including their spouses and children under 18 years of age) to hold any interest or short positions in the shares, or underlying shares, or debentures, of the Company or its associated corporations (with the meaning of Part XV of the SFO).

附註1: 3,231,666,250股股份乃由瑞澤集團有限公司持有。瑞澤集團有限公司由洪先生全資擁有。故此，根據證券及期貨條例，洪先生被視為於瑞澤集團有限公司所持有的3,231,666,250股股份中擁有權益。

附註2: 該等相關股份指可換股債券獲悉數轉換後將向蘇先生發行的最多14,904,875股新股份，本金總額為1,527,749,6875港元，轉換價為每股0.1025港元，於二零一八年七月四日發行予蘇先生。

附註3: 該百分比乃按本公司於二零二零年六月三十日有6,373,602,437股已發行股份之基準計算。

除上文所披露者外，截至二零二零年六月三十日，董事或本公司主要行政人員並無於本公司及其相聯法團（定義見證券及期貨條例第XV部）股份、相關股份或債券中擁有或視為擁有根據證券及期貨條例第352條須記錄於該條所述登記冊的權益或淡倉，或根據標準守則須知會本公司及聯交所的權益或淡倉。

董事購買股份及債券的權利

除上文所披露者外，本公司或其任何控股公司、附屬公司或同系附屬公司於截至二零二零年六月三十日止六個月內任何時間概無訂立任何安排促使董事及本公司主要行政人員（包括彼等的配偶及未成年子女）可於本公司或其聯營法團（定義見證券及期貨條例第XV部）任何股份、相關股份或債券持有任何權益或淡倉。

SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 30 June 2020, the following persons or corporations (other than Directors or chief executives of the Company) were interested in 5% or more of the issued share capital of the Company which were recorded in the register of interests required to be kept by the Company pursuant to Section 336 of the SFO, or to be disclosed under the provisions of Divisions 2 and 3 of Part XV of the SFO and the Listing Rules:

主要股東於股份、相關股份或債券的權益及淡倉

於二零二零年六月三十日，以下人士（董事或本公司主要行政人員除外）按本公司根據證券及期貨條例第336條須存置的權益登記冊所示，或於根據證券及期貨條例第XV部第2及3分部的條文及上市規則須披露的本公司已發行股本中擁有5%或以上權益：

Name of shareholder 股東姓名	Capacity 身份	Number of underlying shares held 所持相關股份數目	Number of shares held 所持股份數目	Total number of shares and underlying shares held 相關股份總數	Approximate percentage of the issued share capital of the Company 佔本公司已發行股本概約百分比 (Note 5) (附註5)
Shui Chak Group Limited 瑞澤集團有限公司	Beneficial owner 實益擁有人	—	3,231,666,250 (L) (Note 1) (附註1)	3,231,666,250 (L)	50.70%
Futec International Group Limited ("FIGL") 富德國際集團有限公司 （「富德國際集團」）	Person having a security interest in shares 於股份擁有抵押權益之人士	—	3,231,666,250 (L) (Note 2) (附註2)	3,231,666,250 (L)	50.70%
Mr. Lau Kan Sum ("Mr. Lau") 劉根森先生（「劉先生」）	Founder of a discretionary trust who can influence how the trustee exercises his discretion 可影響受託人如何行使其酌情權的酌情信託成立人	—	3,231,666,250 (L) (Note 3) (附註3)	3,231,666,250 (L)	50.70%
TMF (Cayman) Ltd.	Trustee 受託人	—	3,231,666,250 (L) (Note 3) (附註3)	3,231,666,250 (L)	50.70%
Petite Arbre Limited	Interest of controlled corporation 受控制法團權益	—	3,231,666,250 (L) (Note 3) (附註3)	3,231,666,250 (L)	50.70%
Mr. Yau Kwok Wing Tony ("Mr. Yau") 邱國榮先生（「邱先生」）	Interest of controlled corporation 受控制法團權益	—	3,231,666,250 (L) (Note 4) (附註4)	3,231,666,250 (L)	50.70%

(L): Long position

(L): 好倉

CORPORATE GOVERNANCE AND OTHER INFORMATION

企業管治及其他資料

- Note 1: These 3,231,666,250 shares were held by Shui Chak Group Limited. Shui Chak Group Limited was wholly-owned by Mr. Hung. Thus, Mr. Hung was deemed to be interested in the 3,231,666,250 shares held by Shui Chak Group Limited pursuant to the SFO.
- Note 2: FIGL had a security interest in 3,231,666,250 shares. Accordingly, FIGL was deemed to be interested in the 3,231,666,250 shares representing approximately 50.70% of the total number of issued shares under the SFO.
- Note 3: Mr. Lau is the founder of a private fund managed by TMF (Cayman) Ltd., a trust company in its capacity as the trustee, which in turn held 100% interest in Petite Arbre Limited, which in turn held 100% interest in XJG Capital Management Limited, which in turn held 50% interest in FIH (BVI) Limited, which in turn held 100% interest in Futec International Holdings Limited, which in turn held 100% interest in FIGL. Mr. Lau can influence how TMF (Cayman) Ltd. exercises his discretion in Petite Arbre Limited. Accordingly, under the SFO, each of Mr. Lau, TMF (Cayman) Ltd. and Petite Arbre Limited was deemed to be interested in 3,231,666,250 shares in which FIGL had a security interest.
- Note 4: Mr. Yau held 100% interest in Century Ally Ventures Limited, which in turn held 50% interest in FIH (BVI) Limited, which in turn held 100% interest in Futec International Holdings Limited, which in turn held 100% interest in FIGL. Accordingly, under the SFO, Mr. Yau was deemed to be interested in 3,231,666,250 shares in which FIGL had a security interest.
- Note 5: The percentage is calculated on the basis of 6,373,602,437 shares of the Company in issue as at 30 June 2020.
- 附註1: 3,231,666,250股股份乃由瑞澤集團有限公司持有。瑞澤集團有限公司由洪先生全資擁有。故此，根據證券及期貨條例，洪先生被視為於瑞澤集團有限公司所持有的3,231,666,250股股份中擁有權益。
- 附註2: 富德國際集團於3,231,666,250股股份中擁有抵押權益。故此，根據證券及期貨條例，富德國際集團被視為於該3,231,666,250股股份中擁有權益，佔已發行股份總數約50.70%。
- 附註3: 劉先生為一個由TMF (Cayman) Ltd.管理的私募基金之創始人，該公司為一間信託公司，為全權信託之受託人，持有Petite Arbre Limited全部權益，繼而持有XJG Capital Management Limited全部權益，XJG Capital Management Limited持有FIH (BVI) Limited的50%權益，FIH (BVI) Limited持有富德國際控股有限公司全部權益，而富德國際控股有限公司則持有富德國際集團全部權益。劉先生可影響TMF (Cayman) Ltd如何對Petite Arbre Limited行使酌情權。故此，根據證券及期貨條例，劉先生、TMF (Cayman) Ltd.及Petite Arbre Limited分別被視為於富德國際集團擁有抵押權益的3,231,666,250股股份中擁有權益。
- 附註4: 邱先生持有Century Ally Ventures Limited全部權益，Century Ally Ventures Limited持有FIH (BVI) Limited的50%權益，FIH (BVI) Limited持有富德國際控股有限公司全部權益，而富德國際控股有限公司則持有富德國際集團全部權益。故此，根據證券及期貨條例，邱先生被視為於富德國際集團擁有抵押權益的3,231,666,250股股份中擁有權益。
- 附註5: 有關百分比乃以於二零二零年六月三十日之6,373,602,437股本公司已發行股份為基準計算。



CORPORATE GOVERNANCE AND OTHER INFORMATION 企業管治及其他資料

Save as disclosed above, as at 30 June 2020, the Company had not been notified by any person or company, other than Directors or chief executives of the Company whose interest are set out in the section headed “DIRECTORS’ AND CHIEF EXECUTIVES’ INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES” in this report, who had interests or short positions in the shares, underlying shares and debentures of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO or which were recorded in the register to be kept by the Company under section 336 of the SFO.

除上文所披露者外，於二零二零年六月三十日，概無任何人士或公司（董事或本公司主要行政人員於本報告「董事及主要行政人員於股份、相關股份及債券的權益及淡倉」所載之權益除外）曾知會本公司其於根據證券及期貨條例第XV部第2及第3分部之條文須向本公司披露，或於根據證券及期貨條例第336條須記錄於該條所述登記冊的本公司股份、相關股份或債券中擁有權益或淡倉。

DISCLOSURE OF CHANGE IN INFORMATION OF DIRECTORS

有關董事資料變動之披露

Pursuant to rule 13.51B(1) of the Listing Rules, the change of information on Directors is as follows:

根據上市規則第13.51B(1)條，董事資料的變動如下：

Name of Director 董事名稱	Details of change 變動詳情
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Mr. Tam Bing Chung Benson
(Independent Non-executive Director)

With effect from 6 December 2019, he has been appointed as an independent non-executive director of Yeahka Limited (stock code: 9923), the shares of which are listed on the Stock Exchange since 1 June 2020.

譚秉忠先生(獨立非執行董事)

由二零一九年十二月六日起，彼獲委任為移卡有限公司(股份代號：9923)之獨立非執行董事，該公司的股份自二零二零年六月一日起於聯交所上市。

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES OF THE COMPANY

購買、出售或贖回本公司上市證券

Neither the Company, nor any of its subsidiaries purchased, redeemed or sold any of the Company’s listed securities during the Period.

於本期間內，本公司或其任何附屬公司概無購買、贖回或出售任何本公司之上市證券。

SHARE OPTION SCHEME

The Company adopted a share option scheme (the "Share Option Scheme") which was approved by the written resolutions of all the shareholders of the Company and adopted by the resolutions of the Board passed on 10 October 2010 (the "Adoption Date"). The Share Option Scheme is for a period of 10 years commencing from the Adoption Date, after which period no further options shall be granted.

During the six months ended 30 June 2020, there were no options outstanding, granted, exercised, cancelled or lapsed under the Share Option Scheme.

CORPORATE GOVERNANCE PRACTICES

The Directors recognise the importance of incorporating the elements of good corporate governance in the management structures and internal control procedures of the Group so as to achieve effective accountability to the shareholders as a whole. The Board strived to uphold good corporate governance and adopt sound corporate governance practices. The principles and the code provisions of the Code on Corporate Governance Practices (the "CG Code") contained in Appendix 14 of the Listing Rules have been adopted by the Company.

In accordance with the requirements of the Listing Rules, the Company has established an audit committee (the "Audit Committee") with defined term of reference. The Company has also established a nomination committee and a remuneration committee with defined terms of reference. The terms of reference of these Board committees are available on the Stock Exchange's website and the Company's website.

During the six months ended 30 June 2020, the Company has complied with the CG Code except for the deviation from the code provisions which are explained below.

購股權計劃

本公司採納經本公司全體股東以書面決議案批准並以於二零一零年十月十日(「採納日期」)通過的董事會決議案採納的購股權計劃(「購股權計劃」)。購股權計劃自採納日期起為期10年，其後將不得另行授出購股權。

於截至二零二零年六月三十日止六個月，購股權計劃下概無尚未行使、已授出、已行使、已註銷及已失效的購股權。

企業管治常規

董事認同為達致向整體股東有效的問責性，在本集團管理架構及內部控制程序引進良好企業管治元素非常重要。董事會依然努力貫徹良好企業管治，並採用健全的企業管治常規。本公司已採用的上市規則附錄十四所載列的《企業管治常規守則》(「企業管治守則」)的原則及守則條文。

根據上市規則的規定，本公司已成立具明文職權範圍的審核委員會(「審核委員會」)。本公司亦已成立具明文職權範圍的提名委員會及薪酬委員會。該等董事會屬下委員會的職權範圍可在聯交所網址及本公司網址查閱。

於截至二零二零年六月三十日止六個月，本公司已遵守企業管治守則，惟下文闡述偏離守則條文的情況除外。



Code Provision A.2.1

The role of the chairman of the Board is performed by Mr. Hung Shui Chak who possesses essential leadership skills and has extensive knowledge in the business of the Group. The Board believes that vesting the role of the chairman in Mr. Hung provides the Company with strong and consistent leadership, facilitates effective and efficient planning, implementation of business decisions and strategies, and ensures the generation of benefits to the shareholders of the Company.

Although the appointment of the chief executive officer of the Company remains outstanding, the overall management of the Company is performed by the executive Directors and the senior management of the Group whom have extensive experience in the business of the Group. Their respective areas of profession spearhead the Group's overall development and business strategies.

Code Provision A.4.1

Under the code provision A.4.1 of the CG Code, non-executive directors should be appointed for a specific term, subject to re-election. Mr. Ha Kee Choy Eugene, an independent non-executive Director, is not appointed for a specific term as required under code provision A.4.1 but is subject to retirement by rotation and re-election at annual general meeting in accordance with the Company's articles of association. As such, the Company considers that sufficient measures have been taken to ensure that the Company has good corporate governance practices.

守則條文第A.2.1條

由洪瑞澤先生擔任董事會主席，彼具備必要的領導技能，並對本集團業務擁有深入的了解。董事會認為，主席一職由洪先生擔任，令本公司之領導強勢及貫徹一致，可促進有效及快速計劃及實行業務決策及策略，確保本公司股東的整體利益。

儘管尚未委任本公司行政總裁，本公司的整體管理由對本集團業務具備豐富經驗的執行董事及本集團高級管理層實施。彼等各自的專業範圍引導了本集團整體發展及業務策略。

守則條文第A.4.1條

根據企業管治守則守則條文第A.4.1條，非執行董事須按固定任期獲委任，並須重選連任。獨立非執行董事夏其才先生並無根據守則條文第A.4.1條之規定按固定任期獲委任，惟彼等須根據本公司章程細則於股東週年大會輪值退任及重選連任。因此，本公司認為已採取足夠措施以確保本公司奉行良好企業管治慣例。

MODEL CODE FOR DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the model code as set out in Appendix 10 of the Listing Rules (the "Model Code") as the required standard for securities transactions by Directors. The Company has made specific enquiries of all Directors held offices during the six months under review. All Directors have confirmed that they complied with the required standards set out in the Model Code and its code of conduct regarding directors' securities transactions throughout the six months ended 30 June 2020.

AUDIT COMMITTEE

The Audit Committee was established on 10 October 2010 with written terms of reference in compliance with Rule 3.21 of the Listing Rules and paragraph C3 of the CG Code as set out in Appendix 14 of the Listing Rules. The primary duties of the Audit Committee are to provide the Board with an independent review of the effectiveness of the financial reporting process, internal control and risk management system of the Group, to oversee the audit process and to perform other duties and responsibilities as assigned by the Board. The Audit Committee comprises three independent non-executive Directors, namely, Mr. Ha Kee Choy Eugene (being the chairman of the Audit Committee), Mr. Tam Bing Chung Benson and Mr. Cheung Ting Pong.

The Audit Committee has reviewed with the Board the accounting principles and practices adopted by the Company and discussed the internal control and financial reporting matters including the review of the unaudited interim report of the Company for the six months ended 30 June 2020.

董事進行證券交易的標準守則

本公司已採納上市規則附錄十所載的標準守則（「標準守則」）作為董事進行證券交易的規定標準。本公司已向回顧期內六個月在任的全體董事作出具體查詢。全體董事確認，於截至二零二零年六月三十日止六個月內，彼等已遵守標準守則及董事進行證券交易操守守則的規定標準。

審核委員會

本公司遵照上市規則第3.21條及上市規則附錄十四企業管治守則第C3段的規定，於二零一零年十月十日成立具書面職權範圍的審核委員會。審核委員會的主要職責是就本集團財務報告程序、內部控制及風險管理制度的有效程度向董事會提供獨立審閱，監管審計程序及履行董事會所委派的其他職務及責任。審核委員會由三名獨立非執行董事組成，包括審核委員會主席夏其才先生、譚秉忠先生及張霆邦先生。

審核委員會與董事會經已審閱本公司採用之會計原則及方法，並探討內部管理及財務報告事宜，包括審閱本公司截至二零二零年六月三十日止六個月之未經審核中期報告。



CORPORATE GOVERNANCE AND OTHER INFORMATION 企業管治及其他資料

REVIEW OF ACCOUNTS

The Audit Committee has reviewed the Group's condensed consolidated financial statements for the six months ended 30 June 2020.

By order of the Board
Longhui International Holdings Limited
Hung Shui Chak
Chairman and executive Director

Hong Kong, 26 August 2020

審閱賬目

審核委員會已審閱本集團截至二零二零年六月三十日止六個月的簡明綜合財務報表。

承董事會命
龍輝國際控股有限公司
主席兼執行董事
洪瑞澤

香港，二零二零年八月二十六日

