



FUJIAN HOLDINGS LIMITED  
閩 港 控 股 有 限 公 司

(Incorporated in Hong Kong with limited liability)

(於香港註冊成立之有限公司)

Stock Code 股份代號：181

2023

INTERIM REPORT

中期報告

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# Corporate Information

## 公司資料

### BOARD OF DIRECTORS

#### Executive Directors:

LIN Nuchao (*Chairman of the Board*)  
YANG Liyu  
ZHANG Jianmin

#### Non-executive Directors:

WANG Ruilian  
WENG Weijian  
CHEN Danyun

#### Independent Non-executive Directors:

LAM Kwong Siu  
NG Man Kung  
LIU Mei Ling Rhoda

### COMPANY SECRETARY

CHAN Tao Ming

### AUDIT COMMITTEE

LIU Mei Ling Rhoda (*Chairman of the Committee*)  
LAM Kwong Siu  
NG Man Kung

### REMUNERATION COMMITTEE

LAM Kwong Siu (*Chairman of the Committee*)  
NG Man Kung  
LIU Mei Ling Rhoda

### NOMINATION COMMITTEE

NG Man Kung (*Chairman of the Committee*)  
LAM Kwong Siu  
LIU Mei Ling Rhoda

### 董事會

#### 執行董事：

林女超 (*董事會主席*)  
楊利玉  
張建敏

#### 非執行董事：

王瑞煉  
翁衛建  
陳丹雲

#### 獨立非執行董事：

林廣兆  
吳文拱  
廖美玲

### 公司秘書

陳道明

### 審核委員會

廖美玲 (*委員會主席*)  
林廣兆  
吳文拱

### 薪酬委員會

林廣兆 (*委員會主席*)  
吳文拱  
廖美玲

### 提名委員會

吳文拱 (*委員會主席*)  
林廣兆  
廖美玲

# Corporate Information

## 公司資料

### PRINCIPAL BANKERS

Hang Seng Bank Limited  
Bank of China Limited  
Industrial Bank Company Limited

### REGISTERED OFFICE

Room 3306–08, 33rd Floor  
West Tower, Shun Tak Tower  
200 Connaught Road Central  
Hong Kong

### AUDITORS

HLB Hodgson Impey Cheng Limited  
Chartered Accountants  
Certified Public Accountants  
31/F., Gloucester Tower  
The Landmark  
11 Pedder Street, Central  
Hong Kong

### SOLICITORS

Paul Hastings  
22/F., Bank of China Tower  
1 Garden Road  
Hong Kong

### SHARE REGISTRAR

Tricor Standard Limited  
17 Floor, Far East Finance Centre  
16 Harcourt Road  
Hong Kong

### STOCK CODE

00181

### WEBSITE

[www.fujianholdings.com](http://www.fujianholdings.com)

### 往來銀行

恒生銀行有限公司  
中國銀行有限公司  
興業銀行股份有限公司

### 註冊辦事處

香港  
干諾道中200號  
信德中心西座  
33樓3306–08室

### 核數師

國衛會計師事務所有限公司  
英國特許會計師  
香港執業會計師  
香港  
中環畢打街11號  
置地廣場  
告羅士打大廈31樓

### 律師

普衡律師事務所  
香港  
花園道1號  
中銀大廈22樓

### 股份過戶登記處

卓佳標準有限公司  
香港  
夏慤道16號  
遠東金融中心17樓

### 股份代號

00181

### 網址

[www.fujianholdings.com](http://www.fujianholdings.com)



# Financial Summary

## 財務摘要

For the six months ended 30 June 截至六月三十日六個月止		30 June 2023 (Unaudited) 二零二三年 六月三十日 (未經審核) HK\$'000 港幣千元	30 June 2022 (Unaudited) 二零二二年 六月三十日 (未經審核) HK\$'000 港幣千元	Change 變動 %
<b>Financial highlights</b>	<b>財務摘要</b>			
Revenue	收益	<b>16,616</b>	7,433	124%
Profit/(loss) for the Period	本期盈利／(虧損)	<b>507</b>	(3,042)	N/A
Profit/(loss) attribute to owners of the Company	本公司持有人應佔盈利／(虧損)	<b>507</b>	(3,042)	N/A
Earnings/(loss) per share (HK cents per share) Basic and diluted	每股盈利／(虧損) (每股港仙) 基本及攤薄	<b>0.04</b>	(0.27)	N/A
		<b>RMB 人民幣</b>	RMB 人民幣	
Average daily rate of hotel	平均每天房價	<b>344</b>	287	20%
Hotel occupancy rate	酒店入住率	<b>64%</b>	17%	276%

# Chairman's Statement

## 主席報告

On behalf of the Board (the "Board") of Directors (the "Directors") of Fujian Holdings Limited (the "Company"), I hereby present the interim report and the unaudited condensed consolidated financial statements of the Company together with its subsidiaries (collectively the "Group") for the six months ended 30 June 2023 ("reporting period" or the "period under review") to the shareholders of the Company (the "Shareholders").

### BUSINESS REVIEW

For the six months ended 30 June 2023, the Group recorded a turnover of approximately HK\$16.62 million, representing an increase of approximately 124% as compared to approximately HK\$7.43 million in the corresponding period last year.

Net profit attributable to Shareholders was approximately HK\$0.51 million for the reporting period (six months ended 30 June 2022: Net loss attribute to Shareholders was approximately HK\$3.04 million).

Profit per share was approximately 0.04 HK cent for six months ended 30 June 2023 (six months ended 30 June 2022: Loss per share was approximately 0.27 HK cent).

Net assets (Total assets less total liabilities) decreased by approximately HK\$0.56 million to approximately HK\$401.96 million as at 30 June 2023 compared with HK\$402.52 million as at 31 December 2022.

### DIVIDENDS

The Directors do not recommend the payment of any dividend for the six months ended 30 June 2023.

### PROSPECTS

2023 is the year of recovery. During this critical period of transitioning old and new economic drivers, China's economy is integrating into the overall national development, and Hong Kong will be the first to benefit from the growing trade and capital flow. We will seize the opportunities for upgrading and transformation and the long-term development trends of the green environmental industry, cultural tourism, and related industries, relying on our advantages in Fujian Province, we will persist in seeking progress while maintaining stability. We will strengthen coordination and actively promote transformative integration, continuously enhancing the intrinsic driving force and long-term competitiveness for the sustained development of the Group.

本人謹代表閩港控股有限公司（「本公司」）董事會（「董事會」或「董事」）提呈本公司及其附屬公司（統稱「本集團」）截至二零二三年六月三十日止之六個月（「本報告期」或「回顧期」）中期報告及未經審核簡明綜合中期財務報告，以供本公司股東（「股東」）省覽。

### 業務回顧

截至二零二三年六月三十日止六個月，本集團營業額約為1,662萬港元，與去年同期約743萬港元比較，上升約124%。

本報告期，本公司持有人應佔盈利約51萬港元（二零二二年六月三十日六個月期間：應佔虧損約304萬港元）。

截至二零二三年六月三十日止六個月，每股盈利0.04港仙（二零二二年六月三十日六個月期間：每股虧損約0.27港仙）。

淨資產（總資產減總負債）比截至二零二二年十二月三十一日止之40,252萬港元下降約56萬港元至約為40,196萬港元。

### 股息

董事不建議派發截至二零二三年六月三十日止六個月期間任何股息。

### 前景展望

二零二三年是復蘇之年，中國經濟在新舊動能轉換的關鍵時期，在融入國家發展大局中，香港將從日益恢復增長的貿易和資金流動中首先獲益。我們將把握好升級轉型的機遇，抓住綠色環保產業、文化旅遊及相關產業的長線發展態勢，依靠我們於福建省之優勢，堅持穩中求進，加強統籌協調，積極推進變革整合，不斷提升本集團持續發展的內在動力與長期競爭力。

# Chairman's Statement

## 主席報告

The Group is actively responding to the complex and ever-changing external environment, accelerating the review of existing businesses and continuously updating business strategies to adapt to future development. It is actively studying the revitalization and optimization plan for stock assets such as Hong Kong properties to improve asset management efficiency and unlock value, and continues to strengthen the integration of hotel resources, cultural tourism industry, green environmental protection industry, equity investment, and other business clusters. It is actively expanding new business models, promoting further interconnection between the mainland and Hong Kong markets, establishing a core business industry chain, and strengthening its core competitiveness. The Group has always attached importance to corporate governance, actively promoted the construction of an internal control system and compliance management, strengthened governance mechanisms, and continuously enhanced its risk prevention and control capabilities to provide strong support for realizing the healthy and sustainable development of the Group.

The overall goal of the Group is to comprehensively utilise the Group's resources, effectively fulfil the corporate social responsibility and to maximise every Shareholder's interest. The group will actively integrate into the national development, give full play to the institutional strengths of the "one country, two systems" and the unique effect of Hong Kong, adhere to the core business construction, adhere to seek improvement in stability development, improve brand connotation. With innovative thinking to promote reform of the Group, adopt market-oriented incentive mechanism combining internal training and external professional to build a professional, efficient and effective talent team so as to improve the potential and group resources of internal value.

### ACKNOWLEDGEMENTS

I would like to take this opportunity to extend my sincere gratitude to all Shareholders, business partners and customers for their support, and to all our colleagues for their efforts, hard work and dedication.

**Lin Nuchao**  
*Chairman*

Hong Kong, 28 August 2023

本集團正積極應對複雜多變的外部環境，加快檢討現有業務及不斷更新業務策略以配合未來發展，積極研究香港物業等存量資產的盤活和優化計劃，提高資產經營效率和釋放價值，繼續加強整合酒店資源、文化旅遊產業、綠色環保產業、股權投資等業務集群，積極拓展新業態，推進內地與香港兩地市場進一步互聯互通，建立核心業務產業鏈，強化自身核心競爭力。本集團一貫重視企業管治，積極推動內部控制體系建設及合規管理，加強治理機制完善，不斷強化風險防控能力，為實現本集團健康可持續發展提供有力保障。

本集團整體目標為綜合運用資源，切實履行企業社會責任，為各股東創造更大利益。本集團將積極融入國家發展大局，充分發揮「一國兩制」制度優勢和香港獨特作用，堅持核心主業建設，堅持穩中求進謀發展，著力提升品牌內涵，以創新的思維推進各項改革，推行市場化激勵機制，通過內部培養和對外引進相結合的方式打造專業、高效、戰鬥力強的人才團隊，全面提升集團資源的潛能和內在價值。

### 致謝

本人謹此感謝各位股東、合作夥伴及客戶在過去一年對本集團的鼎力支持。本人亦藉此衷心感謝集團董事會及全體員工的團隊精神和無私奉獻。

**林女超**  
*主席*

香港，二零二三年八月二十八日

# Management Discussion and Analysis

## 管理層討論與分析

### BUSINESS REVIEW

For the six months ended 30 June 2023, the Group recorded net profit attributable to owners of the Company of approximately HK\$0.51 million (30 June 2022: loss of HK\$3.04 million). The Group's net profit is mainly attributable to turnover of the hotel operation business improved and gain arising on change in fair value of financial assets designated at fair value through profit and loss.

The turnover of the Group for the six months ended 30 June 2023 amounted to approximately HK\$16.62 million, representing an increase of approximately 124% from approximately HK\$7.43 million in the corresponding period of previous year. The increase is mainly due to the increase in business volume of star-rated hotel operation during the period under review.

Given our good balance sheet status and cash generation ability, our financial position continues to be strong. As at 30 June 2023, the gearing ratio (divided non-current liabilities by equity plus non-current liabilities multiple by 100 which results in percentage) of the Group was 0.14% (31 December 2022: 0.29%).

Our group has consistently maintained a low debt ratio and possesses ample liquidity. By enhancing internal management, training, and improving systems, we will further focus on cost control to minimize cash outflows.

### OPERATIONAL REVIEW

#### A. Star-rated hotel operation

Star-rated hotel operation is the main source of revenue for the Group. Based on the hotel location and its current facility structure, the hotel is positioned as a leisure and business hotel, expanding its sources of conference and training clients. It will also increase cultural cultivation such as the "Comrade's Home", "Chamber of Commerce Home", "Calligrapher's Home" and "Aid Friend's Home", and establish an "Education and Training Base".

### 業務回顧

截至二零二三年六月三十日止六個月，本集團錄得本公司持有人應佔盈利約51萬港元（二零二二年六月三十日：約304萬港元虧損）。本集團的盈利主要歸因於截至二零二三年六月三十日止年度來自酒店業務收入有所改善及金融資產之公允值改變之收益所致。

截至二零二三年六月三十日止六個月內，本集團營業額約為1,662萬港元，與去年同期約743萬港元之數字比較，上升約124%。此乃主要因為於回顧期內，星級酒店業務收入增加所致。

基於本集團優好的資產負債狀況，現金增值能力及財務狀況持續穩健。截至二零二三年六月三十日止期間，本集團資本負債比率（非流動負債與股本權益總額加非流動負債之百分比）為0.14%（二零二二年十二月三十一日：0.29%）。

本集團一直保持低負債比率及擁有充裕的流動資金。通過加強內部管理、培訓提升、健全制度，進一步按制成本，盡量減少現金支出。

### 營運回顧

#### A. 星級酒店營運

星級酒店經營是本集團主要收入來源。根據酒店地段及自身設施結構現狀，酒店定位為休閒商務酒店，拓展會議、培訓客源，加大「戰友之家」、「商會之家」、「書法家之家」、「援友之家」等文化培育，建立「教育培訓基地」。



# Management Discussion and Analysis

## 管理層討論與分析

For the six months ended 30 June 2023, the turnover of the hotel operation was approximately HK\$14.65 million (30 June 2022: HK\$5.03 million), representing an increase of approximately 191% from the corresponding period of last year. The increase mentioned above is mainly attributable to the situation of epidemic prevention and control in the mainland is steadily improving and domestic consumption of Mainland continues to rebound.

For the period under review, the average occupancy rate was approximately 64% (30 June 2022: 17%), representing an increase of 276% over the corresponding period of last year. Average daily rate (ADR) was approximately RMB344 (30 June 2022: RMB287) representing an increase of 20% over the corresponding period of last year.

The following table sets out the amount and percentage of contributions from different businesses of the star-rated hotel operation for the six months ended 30 June 2023, together with comparative figures as of 30 June 2022:

		30 June 2023 二零二三年六月三十日		30 June 2022 二零二二年六月三十日	
		HK\$ in thousand 千港元	% of revenue 佔收益	HK\$ in thousand 千港元	% of revenue 佔收益
Accommodation revenue	客房銷售收入	8,108	55%	2,060	41%
Catering	餐飲服務	5,672	39%	2,158	43%
Rental revenue	出租收入	324	2%	413	8%
Others	其他	550	4%	399	8%
		<b>14,654</b>	<b>100%</b>	5,030	100%

### Accommodation revenue

The accommodation revenue was mainly determined by the number of available rooms, occupancy rate and ADR of the Group's hotel. During the period under review, the accommodation revenue of star-rated hotel was approximately HK\$8.11 million, representing an increase of approximately 294% over the corresponding period of 2022.

截至二零二三年六月三十日止六個月內，酒店營業額約為1,465萬港元（二零二二年六月三十日：503萬港元），較去年相應回顧期內上升約191%。上述主要由於二零二三年上半年財政年度內地疫情防控平穩轉段，酒店業務因內地消費持續回暖所致。

於回顧期內，平均入住率約為64%（二零二二年六月三十日：17%），較去年相應回顧期內上升約276%。平均每天房價則約為人民幣344元（二零二二年六月三十日：人民幣287元），較去年相應回顧期內上升約20%。

本集團星級酒店營運截至二零二三年六月三十日止之六個月，各分類業務的營業額及應佔營業額百分比與二零二二年六月三十日同期比較如下：

### 客房銷售收入

房間出租收入主要取決於本集團酒店的可供出租客房、入住率及平均每天房價。六個月之回顧期內，星級酒店營運房間出租收入為約811萬港元，較二零二二年同期上升約294%。

# Management Discussion and Analysis

## 管理層討論與分析

### Catering revenue

Since 2015, the hotel has vigorously developed its group catering business. During the review period, the group generated approximately HK\$5.67 million in revenue, representing an increase of approximately 163% over the corresponding period of 2022.

High quality customer service, strong cultural atmosphere, good geographical location is the core competitive advantage of the hotel. Our hotel management is taking active measures to deal with the epidemic such as practice its internal skills, expand diversified operations and start the catering sales function. Including develop the wedding banquet, the moon cake banquet, year-end banquet, graduation banquet, other banquet online to offline business and Introducing the "Teacher Appreciation Banquet" WeChat official account for our hotel. We also carry out online sales cooperation with the banquet network platforms "Wedding 100"「婚禮100」and "Banquet Ge Ge"「宴格格」and we are also collaborating with third parties to launch Peking duck products, thereby diversifying our dining business model to achieve initial results in the expansion to extension of the banquet and group meals.

Looking forward, the consumer demand for leisure travel and business travel is gradually released and the confidence of the domestic hotel market is gradually recovered. The hotel business is gradually back to the right track.

### Rental revenue

In order to stabilise the income of the hotel operation, the hotel leased out the shopping centre in the Group's hotel. This contributed to approximately HK\$0.32 million in rental revenue during the six months under review, representing approximately 2% of the hotel operation's turnover.

### 餐飲收入

自二零一五年，酒店大力發展其團膳業務。於回顧期內為本集團帶來約567萬港元的收入較二零二二年同期上升163%。

優質的客戶服務、濃厚的文化氣息、良好的地理位置是酒店的核心競爭優勢。酒店管理層正採取積極措施應對疫情，練好內功，拓展多元化經營，啟動餐飲銷售功能。開拓婚宴，博餅宴、尾牙宴、謝師宴等宴會線上線下業務，推出酒店「謝師宴」微信公眾號與宴會網路平台「婚禮100」、「宴格格」開展線上銷售合作及與第三方合作推出北京烤鴨產品，增加餐飲經營模式，在宴會、團膳拓展延伸方面初見成效。

展望未來，休閒遊及商務差旅消費需求逐步釋放，境內酒店市場信心逐步恢復，酒店業務正在逐步回歸正軌。

### 出租收入

為保持穩定收入，酒店將本集團之酒店內商場出租。此舉為集團於回顧期六個月內貢獻約32萬港元之出租收入，佔酒店業務營業額2%。

# Management Discussion and Analysis

## 管理層討論與分析

### B. Hong Kong properties held by the Group

Hong Kong's economy is affected by various external factors, many enterprises in Hong Kong have decided to move out of Central due to cost savings and some office tenants have delayed or shelved office leases, so the Hong Kong Grade A office market constantly under pressure and the group's investment property project rental rate is only about 90% during the review period. As demand remains weak and expected commercial property market rents remain under pressure, the outlook for the year will remain uncertain.

During the period under review, the rental income of the properties in Hong Kong was approximately HK\$1.96 million, compared to the corresponding period of last year representing a decrease of approximately 18%.

### C. Piano Manufacturing

The Group diversified its business into piano manufacturing by acquiring a 25% equity interest in Fuzhou Harmony Piano Co. Ltd. ("Harmony Piano") in 2005. This business interest has brought a steady profit to the Group for the past few years. However, the Group recorded a share of loss from its interest in Harmony Piano approximately HK\$0.49 million for the period under review due to declining market sales and rising manufacturing materials. (2022: loss of approximately HK\$0.67 million).

### D. Finance Leasing

For the six months ended 30 June 2023, the interest in finance leasing contributed approximately HK\$3.38 million gain in fair value which designated at fair value through profit or loss for the period (30 June 2022: profit of approximately HK\$3.83 million).

### B. 香港物業

香港經濟受不利因素所影響，很多企業為了考慮節省成本遷出中環，有寫字樓租戶拖延或擱置寫字樓租約決定，香港甲級寫字樓市場持續受壓，集團投資物業項目於回顧期內的出租率只有約九成。由於需求仍然疲弱，預期商用物業市場租金仍面臨壓力，今年內的前景將持續不明朗。

於本回顧期內，香港物業租金收入約為196萬港元，較去年同期下降約18%。

### C. 鋼琴製造

本集團於二零零五年透過完成收購福州和聲鋼琴股份有限公司(「和聲鋼琴」) 25%股權而擴展業務至鋼琴製造業。過去多年來此業務為本集團帶來穩定之盈利。受市場銷售下降及制造材料上升雙重影響，回顧期內，應佔和聲鋼琴之權益錄得約49萬港元虧損(二零二二年：約67萬港元虧損)。

### D. 融資租賃

截至二零二三年六月三十日六個月止，融資租賃之權益貢獻約338萬港元以公允價值計入損益的公允價值變動收益(二零二二年六月三十日：約383萬港元盈利)。

# Management Discussion and Analysis

## 管理層討論與分析

### FUTURE DEVELOPMENT

Going forward, the global political situation remains intricate with challenges and opportunities coexisting. Only through difficulties can courage and determination be revealed, and through honing, one can achieve success. We firmly believe that by adhering to our core principles and exercising strict risk control, we can continue to use investment management and operational management as the driving force for sustained business value growth. On the one hand, through investment management, we will continuously seek assets with healthy profitability and excellent growth potential for long-term investment. On the other hand, at the group level, we will establish a multidimensional operational support system, optimize internal processes, and enhance management efficiency, using innovative thinking to guide and plan the future development strategy of the company, thereby fully unlocking and enhancing the potential and intrinsic value of our corporate resources.

### FINANCIAL REVIEW

#### Capital Structure

As at 30 June 2023, the total share capital of the Company was HK\$898,839,029 divided into 1,145,546,000 ordinary shares.

#### Liquidity and Financial Resources

As at 30 June 2023, the Group had a net cash balance of approximately HK\$38.20 million (31 December 2022: HK\$39.73 million). The Group's net asset value (assets less liabilities) was approximately HK\$401.96 million (31 December 2022: HK\$402.52 million), with a liquidity ratio (ratio of current assets to current liabilities) of 3.47 (31 December 2022: 3.82). During the period under review, there was no material change in the Group's funding and treasury policies. The Directors do not expect the Company to experience any problem with liquidity and financial resources in the foreseeable future.

### 未來發展

未來，世界政治形勢依然錯綜複雜，挑戰與機遇並存。艱難方顯勇毅，磨礪始得玉成。我們將堅守本源、嚴控風險，繼續以投資管理及營運管理作為推動企業價值持續增長的核心：一方面通過投資管理持續尋找具備健康盈利能力及優秀增長潛力的資產作為長期投資；另一方面通過在集團層面建立多維度的營運支援體系，優化內部流程及提升管理效率，以創新的思維規範及規劃企業未來的發展戰略，從而全面激發並提升企業資源的潛能和內在價值。

### 財務回顧

#### 資本架構

於二零二三年六月三十日，本公司之股本總額為898,839,029港元，分為1,145,546,000普通股。

#### 流動資金及財務資源

截至二零二三年六月三十日止，本集團之現金結餘淨額約為3,820萬港元（二零二二年十二月三十一日：3,973萬港元）。本集團之資產淨值（資產減負債）約為40,196萬港元（二零二二年十二月三十一日：40,252萬港元）。流動比率（流動資產與流動負債之比率）為3.47（二零二二年十二月三十一日：3.82）。於回顧期內，本集團之資金及財政政策並無重大改變。董事認為，本公司在可預見的未來並不會遇上任何資金流動性和財務資源上的問題。



# Management Discussion and Analysis

## 管理層討論與分析

### Charge on Assets

As at 30 June 2023, the Group did not charge any of its assets (31 December 2022: Nil).

### Funding and Treasury Policies

The funding and treasury policies of existing subsidiaries of the Group are centrally managed and controlled by the Group's senior management in Hong Kong.

### Treasury Management and Cash Funding

The Group's funding and treasury policies are designed to maintain a diversified and balanced debt profile and financing structure. The Group continues to monitor its cash flow position and debt profile, and to enhance the cost-efficiency of funding initiatives by its centralised treasury function. In order to maintain financial flexibility and adequate liquidity for the Group's operations, potential investments and growth, the Group has built a strong base of funding resources and will keep exploring cost-efficient ways of financing.

### Bank Loans and Other Borrowings

There was no outstanding bank loan and other borrowing by the Company and the Group as at 30 June 2023 (31 December 2022: Nil).

### Capitalised Borrowing Costs

No borrowing cost was being capitalised during the six months ended 30 June 2023 (31 December 2022: Nil).

### Exposure to fluctuation in exchange rate and related hedges

There has been no significant change in the Group's policy in terms of exchange rate exposure. The Group operates mainly in Hong Kong and Mainland China. Most of the transactions and cash and cash equivalents are denominated in Hong Kong dollars ("HK\$") and in Renminbi ("RMB"). The Group is exposed to foreign currency risk due to the exchange rate fluctuation of RMB against HK\$. Moderate fluctuation of RMB against HK\$ was expected. The Group considered the foreign currency risk exposure is acceptable. However, management of the Group will monitor foreign exposure closely and consider the use of hedging instruments when necessary.

### 資產抵押

於二零二三年六月三十日，本集團並無就其任何資產作出抵押（二零二二年十二月三十一日：無）。

### 資金及財務政策

本集團之現有附屬公司之資金及財政政策均由香港之高級管理層集中管理及監控。

### 庫務管理及融資

本集團的融資及庫務政策旨在維持債務狀況及融資架構多元化及平衡。本集團持續監控其現金流狀況和負債組合，並由本集團的庫務部門中央統籌以提升融資活動的成本效益。本集團已建立雄厚的資金來源基礎並將持續尋求符合成本效益的融資途徑，為本集團的營運、潛在投資及發展提供充足及靈活的流動資金。

### 銀行貸款及其他借款

本公司及本集團於二零二三年六月三十日並無銀行貸款及其他借貸（二零二二年十二月三十一日：無）。

### 借貸成本資本化

於二零二三年六月三十日止六個月，概無借貸成本資本化（二零二二年十二月三十一日：無）。

### 匯率波動之風險及相關對沖

就匯率風險而言，本集團之政策並無重大變動。本集團主要於香港及中國內地營運。大部分交易及現金及現金等值以港元（「港元」）及人民幣（「人民幣」）計值。本集團就人民幣兌港元之匯率波動承受外匯風險。人民幣兌港幣之匯率預期存在適量波動，本集團認為有關外匯風險可以接受。然而，本集團之管理層將密切監控外匯風險，並於必要時考慮使用對沖工具。

## Management Discussion and Analysis 管理層討論與分析

As most of the Company's business operations are located in Hong Kong and Mainland China, the Company faces foreign currency risks due to exchange gain/loss from exchange rate fluctuations as well as currency conversion risk due to converted net asset value fluctuations of investment projects in Mainland China. To effectively manage foreign currency risk, the Company closely monitors foreign exchange markets, and utilises multiple strategic approaches, such as optimising cash management strategy and project finance instruments, to manage foreign exchange risk.

The funding and treasury policies of existing subsidiaries of the Group are centrally managed and controlled by the Group's senior management in Hong Kong.

We have cash and cash equivalent balances denominated in various currencies. The following is a breakdown of our cash and cash equivalent balances by currency as at the end of each period/year:

公司目前所經營業務主要集中於香港及中國內地，面臨因匯率波動而導致產生投資於中國境內的項目淨資產值的外幣換算風險。為有效管理外匯風險，公司密切跟蹤匯率市場走勢，通過優化存量資金安排、調整項目融資手段等方式對外匯風險進行多渠道管控。

本集團之現有附屬公司之資金及財政政策均由香港之高級管理層集中管理及監控。

我們的現金及現金等價物結餘以多種貨幣計值。下表按貨幣對各期間／年末，我們的現金及現金等價物結餘進行細分：

		<b>30 June 2023 二零二三年 六月三十日 (Unaudited) (未經審核)</b>	31 December 2022 二零二二年 十二月三十一日 (Audited) (經審核)
Cash and cash equivalents denominated in RMB (in thousands)	以人民幣計值的現金及現金等價物(千元)	<b>33,392</b>	34,119
Cash and cash equivalents denominated in HK\$ (in thousands)	以港元計值的現金及現金等價物(千元)	<b>4,812</b>	5,612

# Management Discussion and Analysis

## 管理層討論與分析

### CAPITAL MANAGEMENT

Our objectives when managing capital are to safeguard our ability to continue as a going concern in order to provide returns for Shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

We manage our capital structure and make adjustments to it in order to have funds available to support the business activities which the Board intends to pursue in addition to maximizing the return to Shareholders. The Board does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Group's management to sustain future development of the business.

In order to carry out current operations and pay for administrative costs, we will utilise our existing working capital and raise additional amounts as needed. Management reviews our capital management approach on an ongoing basis and believes that this approach, given the relative size of the Group, is reasonable.

### Bank Loans and Other Borrowings

There were no outstanding bank loan and other borrowings by the Company and the Group as at 30 June 2023 (31 December 2022: Nil).

### Capitalised Borrowing Costs

No borrowing costs were being capitalised during the six months ended 30 June 2023 (31 December 2022: Nil).

### Significant Investments

The Group held no other significant investment during the reporting period.

### Acquisition and Disposal of Subsidiaries, Associates and Joint Ventures

The Group had no material acquisition and disposal of subsidiaries, associates and affiliated companies during the period.

### 資本管理

我們管理資本的目標是保障我們有持續經營的能力，從而為股東帶來回報及為其他權益持有人提供利益，同時保持最佳的資本結構以降低資本成本。

我們管理資本結構並予以調整，以獲得可用資金，除藉此大幅提高股東回報外，還可支持董事會有意從事的業務活動。董事會並未設立資金定量回報的管理標準，而是依賴本集團管理層的才能維持業務未來的發展。

為執行現時運作及支付行政費用，我們將動用現有營運資金，並按需要籌募額外款項。管理層持續審計資金管理方式，並且認為該管理方式就本集團的相對規模而言屬合理。

### 銀行貸款及其他借款

本公司及本集團於二零二三年六月三十日並無銀行貸款及其他借貸（二零二二年十二月三十一日：無）。

### 借貸成本資本化

於二零二三年六月三十日止六個月，概無借貸成本資本化（二零二二年十二月三十一日：無）。

### 重大投資

本集團於本報告期間並無持有其他重大投資。

### 收購及出售附屬公司及聯營公司

本集團於本期間並無重大收購及出售附屬公司、聯營公司或合營企業活動。

# Management Discussion and Analysis

## 管理層討論與分析

### Material acquisitions and disposals

During the period under review, there were no material acquisition or disposal of any subsidiary, associate or joint venture of the Group.

### Contingent Liability

The Group did not have any significant contingent liability during the period under review.

### Major Events

Save as aforesaid, the Group had no material capital commitments and no future plans for material investments or capital assets as at 30 June 2023.

### Human Resources

As at 30 June 2023, the Group had approximately 144 employees in Hong Kong and Xiamen. The remuneration package was determined with reference to performance and the prevailing market rate. The Group also provides employees with training, the opportunity to join its mandatory provident fund scheme and medical insurance cover.

### DIVIDENDS

The Director do not recommend the payment of dividend for the six months ended 30 June 2023.

### PURCHASES, SALE OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES

Neither the Company nor its subsidiaries had purchased, sold or redeemed any of the Company's listed securities during the six months ended 30 June 2023.

### MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") set out in Appendix 10 to the Listing Rules as its own code of conduct for dealings in securities of the Company by the Directors. In response to specific enquiries made, all Directors confirmed that they had complied with the required standards of dealings as set out in the Model Code during the period under review.

### 重大收購及出售

回顧期內，本集團沒有作出重大收購行動或出售任何附屬公司、聯營或合營企業公司。

### 或然負債

本集團於本期間內並無任何重大或然負債。

### 主要事件

除上述者外，於二零二三年六月三十日，本集團並無重大資本承擔，亦無參與重大投資或購入資本資產之未來計劃。

### 人力資源

於二零二三年六月三十日，本集團於香港及廈門擁有約144名僱員。酬金組合乃根據彼等之表現及市場價格釐定。本集團亦提供僱員培訓、參與強制性強積金計劃及醫療保險之機會。

### 股息

董事會不建議派發二零二三年六月三十日止六個月的任何股息。

### 購買、出售或贖回本公司之上市證券

截至二零二三年六月三十日止六個月，本公司或其附屬公司均無購買、出售或贖回任何本公司之上市證券。

### 董事進行證券交易之標準守則

本公司採納上市規則附錄十所載的《上市發行人董事進行證券交易的標準守則》（「標準守則」）作為董事進行本公司證券交易的操守守則。經作出具體徵詢後，所有董事確認彼等於回顧期間均遵照標準守則所載的規定標準。



# Biographies of Directors and Senior Management

## 董事及高級管理人員履歷

### EXECUTIVE DIRECTORS

**Ms. LIN Nuchao** (“Ms. Lin”) has been appointed as the chairman of the Board (the “Chairman”) and an executive Director in June 2022, she is responsible for the overall strategic planning of the Group.

Ms. Lin, aged 49, is currently the vice chairman and general manager of Fujian Tourism Development Group Company Limited (福建省旅遊發展集團有限公司). She is responsible for the daily operation.

Ms. Lin holds a master’s degree in literature from Fujian Normal University (福建師範大學) and holds a postgraduate qualification in ancient Chinese literature from the College of Chinese Language and Literature (福建師範大學文學院). Ms. Lin has experienced working in multiple levels and positions, and has strong overall coordination and management abilities and has rich experience in administrative management and enterprise operation. Ms. Lin has taken up a number of management posts, including principal staff member of general affairs office of Fujian Province, manager of general affairs office and deputy general manager of liaison and coordination office of Fujian Enterprise (Holdings) Company Limited (華閩(集團)有限公司), general manager of general affairs office of Fujian Huamin Industrial Group Company Limited (福建華閩實業(集團)有限公司), chairman of the board of Fujian CTS Group (福建中旅集團有限公司) and chief of office, vice general manager, general manager and vice chairman of the board of Fujian Tourism Development Group Company Limited (福建省旅遊發展集團有限公司).

### 執行董事

**林女超女士** (「林女士」) 於二零二二年六月獲委任為本公司主席及執行董事，負責本集團之整體策略性規劃。

林女士，四十九歲，現任福建省旅遊發展集團有限公司副董事長、總經理，負責集團日常經營管理工作。

林女士持有福建師範大學文學碩士學位，福建師範大學中文系中國古代文學專業研究生學歷。林女士經歷多層次、多崗位工作、全面統籌協調能力強，具有豐富的行政管理和企業運營經驗，歷任福建省政府辦公廳主任科員，華閩(集團)有限公司綜合部經理、協調聯絡部副總經理，福建華閩實業(集團)有限公司綜合部總經理，福建中旅集團有限公司董事長，福建省旅遊發展集團有限公司辦公室主任，副總經理、副董事長、總經理。

## Biographies of Directors and Senior Management 董事及高級管理人員履歷

**Mr. YANG Liyu** (“Mr. Yang”) has been appointed as the general manager of the Company (the “General Manager”) and an executive Director in June 2022, he is responsible for the general operation and management of the Company and to execute the overall strategic planning of the Group.

Mr. Yang, aged 49, is a deputy general manager of Fujian Tourism Development Group Company Limited (福建省旅遊發展集團有限公司), general manager of Fujian Enterprises (Holdings) Company Limited (華閩(集團)有限公司) and principle-in-charge of businesses in Hong Kong,

Mr. Yang holds a bachelor’s degree in accounting from China Central Radio and TV University (中央廣播電視大學). He is having worked in Hong Kong for a long time, this individual possesses a certain level of international perspective and strong experience in business management and capital operation. In 2017, he was evaluated as an outstanding talent for provincial state-owned enterprises (expert in cross-border business management) by the Fujian Provincial State-owned Assets Supervision and Administration Commission and awarded the honor of Outstanding Entrepreneur of the 19th Fujian Province in the year 2022. Mr. Yang served as deputy general manager and chief financial officer of Dongguan Changming Toy Factory (東莞昌明玩具廠), general manager of Huamin Tourism Company Limited. (華閩旅遊有限公司), general manager of Fujian Enterprises (Holdings) Company Limited (華閩(集團)有限公司), chairman of the board and general manager of Fujian Huamin Industrial Group Company Limited (福建華閩實業(集團)有限公司), general manager of Fujian Enterprises (Holdings) Company Limited (華閩(集團)有限公司), and chief of office, general manager assistant and general manager of Fujian Tourism Development Group Company Limited (福建省旅遊發展集團有限公司).

楊利玉先生(「楊先生」)於二零二二年六月獲委任為本公司總經理及執行董事，負責日常營運管理工作及執行本集團整體之策略。

楊先生，四十九歲，現任福建省旅遊發展集團有限公司副總經理、華閩(集團)有限公司總經理，分管集團駐港工作。

楊先生持有中央廣播電視大學會計學專業本科學歷。楊先生長期在香港工作，具有一定的國際視野和較強的經營管理及資本運作經驗，於二零一七年被福建省國資委評為省屬企業優秀人才(跨國(境)經營管理專家)，於二零二二年獲第十九屆福建省優秀企業家榮譽稱號。楊先生歷任東莞昌明玩具廠有限公司財務總監、副總經理，華閩旅遊有限公司總經理，華閩投資集團有限公司總經理，福建華閩實業(集團)有限公司總經理、董事長，華閩(集團)有限公司總經理，福建省旅遊發展集團有限公司辦公室主任、總經理助理、副總經理。

# Biographies of Directors and Senior Management

## 董事及高級管理人員履歷

**Mr. ZHANG Jianmin** (“Mr. Zhang”) has been appointed as an executive Director in June 2022, he is assisting the general manager in the daily operations of the Group.

Mr. Zhang, aged 55, has over 30 years’ experience in finance management. He has taken up a number of management posts, including the director and chief financial officer of Fujian Huamin Industrial Group Company Limited (福建華閩實業(集團)有限公司) and Fuzhou Harmony Piano Co., Ltd. (福州和聲鋼琴股份有限公司), an assistant director of finance department of Fujian Tourism Development Group Company Limited (福建省旅遊發展集團有限公司) and director and chief financial officer of Fujian Investment Holdings Company Limited (華閩投資集團有限公司). Mr. Zhang obtained his bachelor degree in economics from Xiamen University in the People’s Republic of China. Mr. Zhang is a senior economist.

### NON-EXECUTIVE DIRECTORS

**Mr. WANG Ruilian** (“Mr. Wang”), aged 59, is a non-executive Director of the Company, and Mr. Wang was an executive director and general manager of the Company from July 2006 to October 2015. With effect from 19 October 2015, Mr. Wang has resigned as executive director and general manager of the Group and has been re-designated from an executive Director to a non-executive Director.

Mr. Wang has over 35 years’ experience in management and finance. Mr. Wang has previously been sent to overseas companies to take up a number of senior management posts, including a director and vice general manager of the Finance Department of Fujian Investment and Development Company Limited, and the managing director of Fujian Enterprises (Hungary) Co., Ltd. Currently, he is a director of finance department of Fujian Tourism Development Group Company Limited (FTDC).

Mr. Wang acquired his bachelor degree in economics from Xiamen University in the PRC and master degree of International Management from Australian National University in Australia.

**張建敏先生** (「張先生」) 於二零二二年六月獲委任為本公司執行董事，負責協助總經理執行本集團日常營運之事務。

張先生，五十五歲，擁有中國廈門大學經濟學學士學位，為高級經濟師。張先生於財務管理方面擁有超過30年工作經驗，曾出任多個管理職位，包括福州和聲鋼琴股份有限公司董事及財務總監，福建華閩實業(集團)有限公司董事及財務總監；福建省旅遊發展集團有限公司財務部副主任；華閩投資集團有限公司董事及財務總監。

### 非執行董事

**王瑞煉先生** (「王先生」)，五十九歲，王先生於二零零六年七月到二零一五年十月為本集團執行董事及總經理。自二零一五年十月十九日起王先生不再擔任本集執行董事及總經理，並由執行董事調任為非執行董事。

王先生於管理及金融財務方面擁有超過35年經驗，曾派駐海外公司及出任多個高級管理職位，包括華閩投資發展有限公司之董事、金融財務部副總經理及華閩(匈牙利)有限公司之執行董事。目前，王先生為福建省旅遊發展集團有限公司(「旅遊集團」)的財務部主任。

王先生持有中國廈門大學經濟學學士學位及澳大利亞國立大學之國際管理碩士學位。

## Biographies of Directors and Senior Management 董事及高級管理人員履歷

**Ms. WENG Weijian** (“Ms. Weng”), aged 52, joined the Company in September 2018 as non-executive Director.

Ms. Weng graduated in the major of finance and accounting from Minjiang University and in the major of law from East China University of Political Science and Law. She is a Senior Accountant in Mainland China. She has over 25 years’ extensive experience in risk management and control, accounting, assets management and financial management. She is currently the Supervisor of Min Xin Insurance Company Limited, Fujian Minxin Investments Company Limited and Sanming Sanyuan District Minxin Micro Credit Company Limited. She is currently a Chief Auditor of Min Xin Holdings Limited (Stock Code: 00222), and also a director of Land Hot (Hong Kong) Limited, Jian Xing Finance Limited, Jian Xing International Investments Limited, Fancy Time Investment Limited and Sino Earn Holdings Limited, a substantial shareholder of the Company.

**Ms. CHEN Danyun** (“Ms. Chen”), former General Manager and executive Director of the Company and has been re-designated to a non-executive Director in June 2022.

Ms. Chen, aged 58, joined the Company in August 2015. She was an executive Director and the General Manager till June 2022. Ms. Chen has over 30 years of experience in international trade, corporate management and investment management. Ms. Chen has taken up a number of senior management posts. She is currently the secretary of Communist Party Committee and general manager of Fujian Huamin Industrial Group Company Limited (福建華閩實業(集團)有限公司).

Ms. Chen graduated from Xiamen University with a bachelor’s degree in economics and obtained her Master of Business of Administration degree from Murdoch University in Australia. She is a senior economist.

**翁衛建女士** (「翁女士」)，五十二歲，於二零一八年九月加入本集團為非執行董事。

翁女士畢業於閩江大學財務專科及華東政法大學法學本科，並持有中國大陸高級會計師職稱。翁女士在風險管控、會計核算、資產管理和金融管理等方面逾25年豐富經驗。她現時為閩信保險有限公司、福建閩信投資有限公司和三明市三元區閩信小額貸款有限公司之監事。彼是閩信集團有限公司(股票代號：00222)的總稽核，亦分別擔任聯宏泰(香港)有限公司、建興財務有限公司、建興國際投資有限公司、輝達投資有限公司及本公司主要股東華鑫(香港)控股有限公司之董事。

**陳丹雲女士** (「陳女士」)，本公司原總經理及執行董事，於二零二二年六月調任為本公司非執行董事。

陳女士，五十八歲，於二零一五年八月加入本公司至二零二二年六月擔任本公司執行董事及總經理。陳女士於國際貿易、企業管理及投資管理方面擁有超過三十年經驗。彼曾出任多個高級管理職位，現任福建華閩實業(集團)有限公司黨委書記、總經理。

陳女士持有廈門大學經濟學學士學位及澳大利亞梅鐸大學(Murdoch University)之工商管理碩士學位。彼為高級經濟師。



# Biographies of Directors and Senior Management

## 董事及高級管理人員履歷

### INDEPENDENT NON-EXECUTIVE DIRECTORS

**Mr. LAM Kwong Siu** (“Mr. Lam”), GBS, aged 89, was the representative of the National People’s Congress (10th Session). He is currently the vice chairman of BOC International Holdings Limited, the honorary chairman of Hong Kong Federation of Fujian Association, the life honorary chairman of Hong Kong Fukien Chamber of Commerce, the vice chairman of Fujian-Hong Kong Economic Cooperation, the life honorary chairman of the Chinese General Chamber of Commerce and the Adviser of the Hong Kong Chinese Enterprises Association, the honorary president of Chinese Bankers Club, Hong Kong. Mr. Lam is also the Independent Non-executive Director of Bank of China International Limited, Yuzhou Properties Company Limited, Xinyi Glass Holdings Limited, Far East Consortium International Limited and Skymission Group Holdings Limited. Mr. Lam was awarded the HKSAR Silver Bauhinia Star in 2003 and HKSAR Gold Bauhinia Star in 2016.

Mr. Lam joined the Group and was appointed as independent non-executive director in 11 December 2003.

**Mr. NG Man Kung** (“Mr. Ng”), aged 72, graduated from Hong Kong Polytechnic University with an attendance certificate in banking. Mr. Ng has been senior management in banking industry of Hong Kong for 28 years. He was appointed as the Managing Director and General Manager of Chiyu Banking Corporation Limited in 1992 and the vice-chairman and Chief Executive of Chiyu Banking Corporation Limited in 2001. He retired from Chiyu Banking Corporation Limited in 2012. Mr. Ng was a member of the council of the Hong Kong Polytechnic University from April 1999 to March 2003 and was a member of Fujian Provincial Committee of the Chinese People’s Political Consultative Conference from 1993 to 2013. Mr. Ng was served as a management consultant of China Orient Asset Management (International) Holdings Limited from January 2014 to April 2015. Mr. Ng was served as an independent non-executive director of Guoan International Limited (Stock Code: 143) from 11 March 2016 to 26 February 2021, Renco Holdings Group Limited (Stock Code: 2323) from 23 March 2016 to 21 March 2022 and Shanghai Zendai Property Limited (Stock Code: 755) from 25 May 2017 to 11 January 2021. Mr. Ng was served as a non-executive director of Roma Group Limited (Stock Code: 8072-GEM) from 24 August 2017 to 18 December 2017. Currently, Mr. Ng serves as an independent non-executive director of ELL Environmental Holdings Limited (Stock Code: 1395) from 5 September 2014, the Chairman of Supervisor Committee

### 獨立非執行董事

**林廣兆先生**（「林先生」）（金紫荊勳章），八十九歲，彼曾任第十屆全國人大港區代表、現任香港中銀國際控股有限公司副董事長、香港福建社團聯會榮譽主席、香港福建商會永遠榮譽會長、閩港經濟合作促進會副主任、香港中華總商會永遠榮譽會長、香港中國企業協會顧問及香港銀行華員會名譽會長。林廣兆先生亦為中銀國際有限公司、禹州地產股份有限公司、信義玻璃控股有限公司、遠東發展有限公司及天任集團控股有限公司之獨立非執行董事。林先生於二零零三年獲香港特區政府頒發銀紫荊星勳銜及於二零一六年獲頒發金紫荊星勳銜。

林先生於二零零三年十二月十一日加盟本集團並委任為獨立非執行董事。

**吳文拱先生**（「吳先生」），七十二歲，曾於香港理工大學進修銀行學課程。吳先生曾在香港銀行業任職高層管理人員達28年。彼於一九九二年獲任命為集友銀行有限公司常務董事兼總經理，於二零零一年獲任命為副董事長兼行政總裁至二零一二年退休。吳先生曾於一九九九年四月至二零零三年三月獲委任為香港理工大學校董會成員，並於一九九三年至二零一三年出任中國人民政治協商會議福建省委員會委員。吳先生於二零一四年一月至二零一五年四月期間擔任中國東方資產管理（國際）控股有限公司的業務顧問，於二零一六年三月十一日至二零二一年二月二十六日期間擔任國安國際有限公司（股份代號：143），於二零一六年三月二十三日至二零二二年三月二十一日期間擔任融科控股集團有限公司（股份代號：2323）及於二零一七年五月二十五日至二零二一年一月十一日期間擔任上海證大房地產有限公司（股份代號：755）的獨立非執行董事及於二零一七年八月二十四日至二零一七年十二月十八日期間擔任羅馬集團有限公司（股份代號：8072-創業板）的非執行董事。目前，吳先生擔任以下公司的職位包括由二零一四年九月五日起擔任強泰環保控股有限公司（股

## Biographies of Directors and Senior Management 董事及高級管理人員履歷

of Well Link Bank in Macau from 31 March 2018 and an independent non-executive director of Green Future Food Hydrocolloid Marine Science Company Limited (Stock Code: 1084) from 25 September 2019.

Mr. Ng joined the Group and was appointed as independent non-executive director on 30 June 2014.

**Ms. LIU Mei Ling Rhoda** (“Ms. Liu”), aged 61, joined the Group on 1 January 2019 as independent non-executive director, chairman of audit committee, and committee member of nomination committee and remuneration committee.

Ms. Liu is a Member of the Canadian Institute of Chartered Professional Accountants, Fellow Practising Member of the Hong Kong Institute of Certified Public Accountants, Fellow Member of the Taxation Institute of Hong Kong, and Fellow Member of the Hong Kong Institute of Directors. Ms. Liu holds a Bachelor of Art Degree in Finance and Commercial Studies from University of Western Ontario in Canada, Professional Degree in China Law from Tsinghua University in China, and a Master of Business Administration Degree from McMaster University in Canada. Ms. Liu is currently a Practising Certified Public Accountant in Hong Kong and senior partner of Liu & Wong, Certified Public Accountants. Ms. Liu is an independent non-executive director and the chairperson of the audit committee of Modern Health Technology Holdings Limited (Stock code: 919).

Ms. Liu is a member of the 13th Liaoning Provincial Committee of The Chinese People’s Political Consultative Conference.

份代號：1395)的獨立非執行董事。由二零一八年三月三十一日起擔任澳門立橋銀行監事會主席及由二零一九年九月二十五日起，擔任綠新親水膠體海洋科技有限公司(股份代號：1084)的獨立非執行董事。

吳先生於二零一四年六月三十日加盟本集團並委任為獨立非執行董事。

**廖美玲女士** (「廖美玲女士」)，六十一歲，於二零一九年一月一日加入本集團。為獨立非執行董事、審核委員會主席、提名委員會成員及薪酬委員會成員。

廖女士為加拿大特許專業會計師、香港會計師公會資深執業會計師、香港稅務學會資深會員及香港董事學會資深會員。廖女士持有加拿大西安大略大學金融及商業科學文學學士學位、中國清華大學中國法學專業學士學位及加拿大麥克馬斯特大學工商管理碩士學位。廖女士現任廖美玲會計師事務所的高級合夥人。廖女士為現代健康科技控股有限公司(股份代號：919)之獨立非執行董事及審核委員會主席。

廖女士是第十三屆中國人民政治協商會議遼寧省委員會委員。

# Corporate Governance Report 企業管治報告

## COMPLIANCE WITH THE CORPORATE GOVERNANCE CODE

Adapting and adhering to recognized standards of corporate governance principles and practices has always been one of the top priorities of the Company. The Board of Directors (“the Board”) believes that good corporate governance is one of the areas that leads to the success of the Company and balances the interests of Shareholders, customers and employees, and the Board is devoted to ongoing enhancements of the efficiency and effectiveness of such principles and practices.

The Company had fully complied throughout the six months ended 30 June 2023 with the code provisions in the Corporate Governance Code set out in Appendix 14 to the Rules Governing the Listing of Securities (the “Listing Rules”) on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”).

In the opinion of the Directors, the Company has met all code provisions as set out in the Code during the six months ended 30 June 2023.

## BOARD COMPOSITION AND BOARD PRACTICES

The Board is primarily responsible for formulating the business strategy, reviewing and monitoring the business performance of the Group, approving the financial statements and annual budgets as well as directing and supervising the management of the Company. Execution of operational matters and the powers thereof are delegated to the management by the Board with clear directions.

The Board comprises a total of nine Directors, three of whom are Executive Directors, three Non-executive Directors and three Independent Non-executive Directors. One of the Independent Non-executive Directors has appropriate professional qualifications, or accounting or related financial management expertise.

Board composition review will be made regularly to ensure that it has a balance of expertise, skills and expertise appropriate for the requirements of the business of the Group. In accordance with article 101 of the Company’s Articles of Association, one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to one-third shall retire at the forthcoming annual general meeting and shall be eligible for re-election.

## 企業管治守則

配合及遵循企業管治原則及常規之公認標準一貫為本公司最優先原則之一。董事會（「董事會」）認為良好的企業管治是帶領本公司邁向成功及平衡股東、客戶及僱員之間利益之因素之一，董事會致力於持續改善該等原則及常規之效率及有效性。

截至二零二三年六月三十日止六個月本公司貫徹遵守香港聯合交易所有限公司（「聯交所」）證券上市規則（「上市規則」）附錄十四中所載的「企業管治守則」（「守則」）的適用守則條文規定。

董事認為，公司已於截至二零二三年六月三十日止六個月符合企業管治守則所載之守則條文。

## 董事會組成及董事會常規

董事會主要負責制定業務策略、審閱及監察本集團業務表現、批准財務報表及年度預算，以及監督本公司管理層並向其給予指引。董事會向管理層下放權力，並給予明確指引，以執行營運事宜。

董事會由合共九名董事組成，當中三名為執行董事、三名為非執行董事、及三名為獨立非執行董事。其中一名獨立非執行董事擁有適當之專業資格，或具備會計或相關財務管理專長。

本公司將定期檢討董事會之組成，確保其具備適當及所需之專長、技能及經驗以應付本集團業務之需求。根據本集團之公司組織章程細則第101條之規定，三分之一之現任董事（或倘董事人數並非三位或三之倍數，則為最接近三分之一之人數），任期將於應屆股東週年大會屆滿，惟彼等具備資格膺選連任。

# Corporate Governance Report 企業管治報告

## Independent Non-executive Directors and Non-executive Directors

Mr. Lam Kwong Siu was appointed as an Independent Non-executive Director of the Company on 11 December 2003 and reappointed nine times with tenure of two years and expiring on 10 December 2023.

Mr. Ng Man Kung was appointed as an Independent Non-executive Director of the Company on 30 June 2014 and was reappointed four times with tenure of two years and expiring on 29 June 2024.

Ms. Liu Mei Ling Rhoda was appointed as an Independent Non-executive Director of the Company on 1 January 2019 and was reappointed twice with tenure of two years and expiring on 31 December 2024.

However, their tenure is subject to retirement by rotation at the Annual General Meeting in compliance with the amended and restated Articles of Association of the Company and the Code on Corporate Governance, under which they have to retire by rotation and make themselves eligible for re-election.

Mr. Wang Ruilian, Ms. Weng Weijian and Ms. Chen Danyun were appointed as Non-executive Directors on 19 October 2015, 11 September 2018 and 23 June 2022 respectively. All are subject to retirement by rotation at the Annual General Meeting in compliance with the amended and restated Articles of Association of the Company.

## CONFIRMATION OF INDEPENDENCE OF INDEPENDENT NON-EXECUTIVE DIRECTORS

### Independence of Independent Non-Executive Directors

The Company has complied with the requirements under Rules 3.10(1), 3.10(2) and 3.10A of the Listing Rules. The Company has received confirmation of independence from the three Independent Non-Executive Directors, namely Mr. Lam Kwong Siu, Mr. Ng Man Kung and Ms. Liu Mei Ling Rhoda in accordance with Rule 3.13 of the Listing Rules.

## 獨立非執行董事及非執行董事

二零零三年十二月十一日起，林廣兆先生為本公司獨立非執行董事，彼等之任期為期兩年，及已重新委任九次，其任期至二零二三年十二月十日屆滿。

吳文拱先生於二零一四年六月三十日獲委任為本公司獨立非執行董事，並獲重新委任四次，其任期至二零二四年六月二十九日。

廖美玲女士於二零一九年一月一日獲委任為本公司獨立非執行董事，並獲重新委任兩次，彼等之任期為期兩年，其任期至二零二四年十二月三十一日。

然而，其任期須受本公司經修訂及重列的章程及企業管治常規守則之規定，在股東週年大會上董事須輪值告退及重選再任。

王瑞煉先生、翁衛建女士及陳丹雲女士分別於二零一五年十月十九日、二零一八年九月十一日及二零二二年六月二十三日獲委任為非執行董事，惟須按照本集團之經修訂及重列的公司組織章程細則之規定，於股東週年大會屆滿輪值告退並膺選連任。

## 獨立非執行董事之獨立性確認書

### 獨立非執行董事的獨立性

本公司已遵守上市規則第3.10(1)、3.10(2)及3.10A條的規定。根據上市規則第3.13條，本公司已收到三位獨立非執行董事：林廣兆先生、吳文拱先生及廖美玲女士的獨立性確認函。



# Corporate Governance Report

## 企業管治報告

Mr. Lam Kwong Siu has served the Board of the Company for more than nine years. He has clearly demonstrated his willingness to exercise independent judgement and to provide objective challenges to the management. There is no evidence that length of tenure is having an adverse impact on his independence. The Board therefore considers that Mr. Lam remain independent, notwithstanding the length of his tenure.

The Board as well as the Nomination Committee have reviewed the independence of all Independent Non-executive Directors and have concluded that all of them are independent within the definition of the Listing Rules. Further, up to the date of this report, the Board is not aware of the occurrence of any events, which would cause it to believe that the independence of any of the Independent Non-executive Directors has been impaired.

## FINANCIAL REPORTING

The Board recognises the importance of integrity of financial information and acknowledges its responsibility for preparing interim and annual financial statements that give a true and fair view of the Group's affairs and its results and cash flows in accordance with Hong Kong Financial Reporting Standards and the Companies Ordinance. In presenting the financial information, as well as price-sensitive announcements and other financial disclosures as required by regulations, the Board endeavors to present in a timely manner to Shareholders and other stakeholders a balanced and understandable assessment of the Company's performance, position and prospects. Accordingly, appropriate accounting policies are selected and applied consistently, and judgements and estimates made by the management for financial reporting purpose are prudent and reasonable. The Directors are also responsible for ensuring that the Group keeps accounting records which disclose with reasonable accuracy at any time the financial position of the Group and which enable the preparation of financial statements in accordance with the Companies Ordinance and the applicable accounting standards. Prior to the adoption of the financial statements and the related accounting policies, the relevant financial information is discussed between the external auditors and the management, and then submitted to the Audit Committee for review.

林廣兆先生服務本公司董事會逾九年。彼等的表現清晰反映其進行獨立判斷的意願，並為管理層帶來客觀意見。概無任何證據顯示任期長短對彼等獨立性構成負面影響。因此，董事會認為，不論任期長短，林先生仍為獨立人士。

董事會及提名委員會已評估全體獨立非執行董事的獨立性，並認為彼等均屬上市規則所界定的獨立人士。此外，截至本報告日期，董事會並無知悉有任何將削弱任何一位獨立非執行董事獨立性的事件。

## 財務匯報

董事會確知財務資料完整性的重要性，並須負責根據《香港財務報告準則》及《公司條例》編製半年及年度財務報表，藉以真實及公平地反映集團的財務狀況、業績及現金流。在提呈財務資料、股價敏感公告及規例規定的其他財務披露時，董事會致力向股東及其他持份者適時地對本公司的業績、現況及前景作出平衡及容易理解的評核。因此，適當的會計政策已被選用及貫徹地應用，而管理人員所作出關於財務匯報的判斷及估算均屬審慎及合理。董事亦須負責確保本集團保存會計記錄，該等記錄須於任何時間合理準確地披露本集團之財務狀況，並可據此按香港公司條例及適用之會計準則編製財務報表。在採納財務報表及相關會計政策前，相關財務資料均經外聘核數師及管理層討論，然後提交審核委員會審閱。

# Corporate Governance Report 企業管治報告

## INTERNAL CONTROLS

### Risk Management and Internal Control

The Board is responsible for the Group's risk management and internal control systems and reviews their effectiveness annually. Such systems are designed to prudently manage the Group's risks within an acceptable risk profile. The Board has delegated to management the implementation of the risk management and internal control systems as well as the review of relevant financial, operational, compliance, risk management and internal control procedures.

The management under the supervision of the Board has established an ongoing process for identifying, evaluating and managing the significant risks faced by the Group and this process includes updating the risk management and internal control systems when there are changes in business, external environment or regulatory guidelines.

The management assists the Board with the implementation of all relevant policies and procedures on risk and control by identifying and assessing the risks faced and designing, operating and monitoring suitable internal controls to mitigate and control these risks. The key processes that have been established in reviewing the adequacy and integrity of the risk management and internal control systems include the following:

A defined management structure is maintained with specified limits of authority and control responsibilities, which is designed to (a) safeguard assets from inappropriate use; (b) maintain proper accounts; (c) ensure compliance with regulations; and (d) identify, manage and mitigate key risks to the Group.

The Board reviews the financial controls, risk management and internal control systems of the Group and any significant internal control issues identified by the internal audit team, external auditors and management. It also conducts review of the internal audit functions with particular emphasis on the scope and quality of management's on-going monitoring of risks and of the internal control systems and the work of the internal audits and independence of the internal audit team. During its annual review, the Audit Committee also considers the adequacy of resources, qualifications and experience of staff of the Group's accounting, financial reporting and internal audit functions, and their training programmes and budgets.

## 內部監控

### 風險管理及內部監控

董事會負責本集團風險管理及內部監控系統，並每年檢討其有效性。然而，系統的設計只為於可接受的風險範圍內謹慎地管理本集團的風險。董事會授權管理層推行風險管理及內部監控系統，並檢討有關財務、營運、合規、風險管理及內部監控程序。

管理層在董事會的監督下，已確立持續的程序，以確定、評估及管理本集團所面對的重大風險，程序包括當營商、外圍環境或規例指引變更時，更新風險管理及內部監控系統。

管理層協助董事會推行所有相關的風險及監控政策及措施，確定及評估所面對的風險，並設計、運作及監察合適的內部監控措施，以減少及控制此等風險。本集團已確立主要程序以審閱風險管理及內部監控系統的足夠性及完整性，該等程序包括：

維持一個權限及監控責任明確界定的清晰管理架構，以(a)保管資產以防不正確使用；(b)保存適當的會計記錄；(c)確保符合相關法例；及(d)確認、管理及減少本集團主要風險。

董事會審閱本集團的財務監控、風險管理及內部監控系統及由內部稽核小組、外聘核數師及管理層所識別的任何重大內部監控事項；亦同時檢討內部審核的功能，特別著重管理層對持續監察風險及內部監控系統的範圍及質素和內部審核工作與內部稽核小組的獨立性。於年度檢討中，審核委員會並考慮本集團在會計、財務匯報及內部審核職能方面的資源、員工資歷及經驗是否足夠，以及員工所接受的培訓課程及有關預算是否充足。

# Corporate Governance Report

## 企業管治報告

The internal audit team monitors compliance with policies and procedures and the effectiveness of the risk management and internal control systems and highlights significant findings in respect of any non-compliance. It plays an important role in the Group's internal control framework, and provides objective assurance to the Board that a sound internal control system is maintained and operated in compliance with the established processes and standards by performing periodic checking. The internal audit team issues reports to the Board and relevant management covering various operational and financial processes of the Group and provides summary reports to the Audit Committee annually together with the status of implementation of their recommendation in Audit Committee meeting. In addition, the internal audit team reviews the continuing connected transactions of the Group and reports to the Audit Committee.

The Board is satisfied that the risk management and internal control systems in place covering all material controls including financial, operational and compliance controls and risk management functions for the period under review and up to the date of issuance of this report and accounts are reasonably effective and adequate.

### BOARD COMMITTEES

The Board has appointed a number of committees to discharge its functions. Sufficient resources are provided to enable the board committees to undertake their specific roles. The respective role, responsibilities and activities of each board committee are set out below:

### AUDIT COMMITTEE

The audit committee of the Company was established in 1999. Currently, it comprises three members, all of whom are independent non-executive Directors, namely Ms. Liu Mei Ling Rhoda who possesses professional accounting qualification, Mr. Lam Kwong Siu and Mr. Ng Man Kung. Ms. Liu Mei Ling Rhoda is the Chairman of the Audit Committee. The Audit Committee adopted the terms of in accordance with the Code issued by the Stock Exchange. The principal duties of the audit committee include the review and supervision of the Group's financial reporting process and internal controls. Two meetings have been held by the audit committee during the Period. Each Committee meeting was provided with necessary financial information of the Group for consideration, review and assessment of major issues.

The audit committee has reviewed the interim results and the interim report for the six months ended 30 June 2023.

內部稽核小組監察政策及程序的遵從、風險管理及內部監控系統的有效性，及指出任何不遵守事項的重大發現。內部稽核部為本集團內部監控架構重要的一環，透過定期審查，向董事會提供客觀保證，以確保依循既定的程序及標準維持及運作健全的內部監控系統。每年內部稽核小組向董事會及有關管理層提交涉及本集團各種經營和財務程序的報告，並向審核委員會提交摘要報告，及於每次的審核委員會會議上匯報其建議的執行情況。此外，內部稽核小組審核本集團的持續關連交易並向審核委員會報告。

董事會信納回顧年內及截至本報告及賬目刊發日期，現存的風險管理及內部監控系統涵蓋所有重大監控，包括財務、經營及合規監控以及風險管理功能，屬合理地有效及足夠。

### 董事會轄下委員會

董事會已委任若干委員會以執行其職能。董事會轄下各委員會均獲得足夠資源，以執行其具體任務。董事會轄下各委員會的個別任務、職責及活動列載如下：

### 審核委員會

本公司於一九九九年設立審核委員會。現時委員會由三名成員組成，彼等均為獨立非執行董事，包括廖美玲女士（具備專業會計師資格）、林廣兆先生及吳文拱先生。廖美玲女士為審核委員會主席。審核委員會已採納與聯交所頒佈守則一致之職權範圍。審核委員會之主要職務包括審閱及檢討本集團之財務申報程序及內部監控。審核委員會於回顧年度內已舉行兩次會議。每次委員會會議均獲提供必須之本集團財務資料，供成員考慮、檢討及評審工作中涉及之重大事宜。

審核委員會已審閱本集團截至二零二三年六月三十日止六個月之中期業績及中期報告。

# Corporate Governance Report 企業管治報告

## REMUNERATION COMMITTEE

The Remuneration Committee currently comprises 3 members, all of which are independent non-executive Directors. The Remuneration Committee members are set out on page 2 of the interim report.

The functions of the Remuneration Committee are to formulate transparent procedures for setting remuneration policies and packages for Directors and the senior management of the Group. Its duties include:

- Reviewing and recommending to the Board the remuneration packages of executive and non-executive Directors of the Group
- Reviewing the appropriateness of compensation for Directors of the Group

## NOMINATION COMMITTEE

The Nomination Committee currently comprises 3 members, all of which are independent non-executive Directors. The Nomination Committee members are out on page 2 of the interim report.

Its duties include:

- to review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
- to identify individuals suitably qualified to become members of the Board and select or make recommendations to the Board on the selection of individual(s) nominated for directorship(s);
- to assess the independence of INEDs;
- to make recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors, in particular the chairman of the Board (if any) and the chief executive;
- to review the Nomination Policy and to ensure disclosure of the same in the Corporate Governance Report, including the nomination procedures and the process and criteria adopted by the nomination committee to select and recommend candidate(s) for directorship;

## 薪酬委員會

薪酬委員會現時由3名成員組成，所有成員皆為獨立非執行董事。薪酬委員會成員載於本中期報告第2頁。

薪酬委員會之職能為制訂一套具透明度的程序，以制定本集團董事及高級管理層的薪酬政策和方案。薪酬委員會的職能包括：

- 檢討本集團執行及非執行董事的薪酬方案並就此向董事會提供建議
- 檢討本集團董事之酬勞的合適程度

## 提名委員會

提名委員會現由3位成員組成，成員為獨立非執行董事。提名委員會成員載列於中期報告第2頁。

提名委員會的職能包括：

- 至少每年檢討董事會的架構、人數及組成（包括技能、知識及經驗方面），並就任何為配合本公司的企業策略而擬作出的變動向董事會提出建議；
- 物色具備合適資格可擔任董事會成員的人士，並挑選提名有關人士出任董事或就此向董事會提出建議；
- 評估獨立非執行董事的獨立性；
- 就董事的委任或重新委任以及董事（尤其是董事會主席（如有）及行政總裁）的繼任計劃向董事會提出建議；
- 檢討提名政策，及確保於企業管治報告中作出披露，當中包括提名委員會用作遴選及推薦董事候選人而採納的提名程序以及準則；



# Corporate Governance Report

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- to review the Board Diversity Policy periodically and to ensure disclosure of the same or a summary of it in the Corporate Governance Report, including the measurable objectives that the Committee has set for implementing the Board Diversity Policy, and the progress on achieving the objectives; and
- to ensure disclosure will be made in the circular to Shareholders and/or explanatory statement accompanying the notice of the relevant general meeting where the Board proposes a resolution to elect an individual as an INED at the general meeting:
  - the process used for identifying the individual and why the Board believes the individual should be elected and the reasons why it considers the individual to be independent;
  - if the proposed INED will be holding their seventh (or more) listed company directorship, why the Board believes the individual would still be able to devote sufficient time to the Board;
  - the perspectives, skills and experience that the individual can bring to the Board; and
  - how the individual contributes to diversity of the Board.
- 定期檢討董事會成員多元化政策，及確保於企業管治報告中披露該政策或其摘要，當中包括就執行董事會成員多元化政策而制定之可計量目標，以及達致該等目標之進度；
- 於董事會擬於股東大會上提呈決議案選任某人士為獨立非執行董事的有關股東大會通告所隨附的致股東通函及／或說明函件中確保披露：
  - 用以物色該名人士的流程、董事會認為應選任該名人士的理由以及他們認為該名人士屬獨立人士的原因；
  - 如果候任獨立非執行董事將出任第七家（或以上）上市公司的董事，董事會認為該名人士仍可投入足夠時間履行董事責任的原因；
  - 該名人士可為董事會帶來的觀點與角度、技能及經驗；及
  - 該名人士如何促進董事會成員多元化。

The Nomination Committee met once in the period under review to review the nomination policies of the newly appointed Directors.

提名委員會於本回顧期內召開一次會議，以檢討新任命之董事提名政策。



# Corporate Governance Report

## 企業管治報告

### CORPORATE GOVERNANCE FUNCTIONS

The Board is responsible for the corporate governance functions with the following duties:

- to develop and review the Company's policies and practices on corporate governance and make recommendations on changes and updating;
- to review and monitor the training and continuous professional development of Directors and senior management;
- to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;
- to develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees and Directors;
- to review the Company's compliance with the Code and disclosure in the Corporate Governance Report; and
- such other corporate governance duties and functions set out in the Code (as amended from time to time) for which the Board are responsible.

The Company periodically reviews its corporate governance practices to ensure they continue to meet the requirements of the Corporate Governance Code during the six months ended 30 June 2023.

### INDEPENDENT NON-EXECUTIVE DIRECTORS

The Group has complied with Rules 3.10(1) and 3.10(2) of the Listing Rules relating to the appointment of a sufficient number of independent non-executive Directors and at least one independent non-executive Director with appropriate professional qualifications or accounting or related financial management expertise. The Company has appointed three independent non-executive Directors including one with financial management expertise.

### 企業管治職能

董事會負責企業管治職能，並有下列職責：

- 制訂及檢討本公司的企業管治政策及常規，並就變動及更新提出建議；
- 檢討及監察董事的培訓及持續專業發展；
- 檢討及監察本公司在遵守法律及監管規定方面的政策及常規；
- 制訂、檢討及監察適用於僱員及董事的操守守則及合規手冊（如有）；
- 檢討本公司遵守企業管治守則的情況及於企業管治報告中作出的披露；及
- 載列於企業管治守則內董事會負責的該等其他企業管治職責及職能（經不時修訂）。

本公司定期檢討其企業管治措施，以確保該等措施於二零二三年六月三十日止六個月內一直符合守則的企業管治規定。

### 獨立非執行董事

本公司已遵守上市規則第3.10(1)和3.10(2)條有關委任足夠數量的獨立非執行董事且至少一名獨立非執行董事必須具備適當的專業資格，或具備適當的會計或相關財務管理專長的規定。本公司聘任了三名獨立非執行董事，其中一名獨立非執行董事具有財務管理專長。

# Corporate Governance Report 企業管治報告

## MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Group has adopted Appendix 10 of the Listing Rules, the Model Code for Securities Transactions by Directors of Listed Issuers (“Model Code”), as its own code of conduct regarding Directors’ securities transactions. Specific enquiry has been made with all Directors, and the Directors had complied with the requirements set out in the Model Code for the period under review.

## BOARD DIVERSITY POLICY

The Company recognizes and embraces the benefits of diversity of Board members. While all Board appointments will continue to be made on a merit basis, the Company will ensure that the Board has a balance of skills, experience and diversity of perspectives appropriate to the needs of the Company’s business. Selection of candidates will be based on a range of diversity perspectives, including but not limited to gender, age, cultural and educational background, experience (professional or otherwise), skills and knowledge.

## Professional Development

To assist Directors’ continuing professional development, the Company recommends Directors to attend relevant seminars to develop and refresh their knowledge and skills. All Directors also participate in continuous professional development programs, to develop and refresh their knowledge and skills in relation to their contribution to the Board. A record of the training received by the respective Directors are kept and updated by the Company Secretary of the Company.

## DIRECTORS’ AND OFFICERS’ INSURANCE

The Company has arranged appropriate insurance cover in respect of potential legal actions against its Directors for the period under review.

## 董事進行證券交易之標準守則

本集團已採納載於上市規則附錄十有關上市公司董事進行證券交易的標準守則（「標準守則」），作為董事買賣證券之標準守則。經向所有董事作出特定查詢後，各董事於回顧期間內，一直遵守標準守則之規定。

## 董事會多元化政策

本公司肯定及接受董事會成員多元化的益處。在董事會所有任命將繼續奉行任人唯才的原則的同時，本公司將確保董事會在切合本公司業務所需的技能、經驗、不同觀點方面取得平衡。挑選候選人將基於多種不同觀點，包括但不限於性別、年齡、文化及教育背景、專業或其他經驗、技術及知識。

## 專業發展

為協助董事之持續專業發展，本公司建議董事出席相關之座談會以發展及更新彼等之知識及技能。全體董事亦有出席持續專業發展計劃，如由合資格專業人士所舉辦之外部座談會，就彼等對董事會之貢獻發展及更新彼等之知識及技能。各董事所接受之培訓記錄由本公司公司秘書保管及更新。

## 董事及行政人員的保險

本公司在回顧期內已就其董事可能會面對的法律訴訟作出適當的投保安排。

# Corporate Governance Report

## 企業管治報告

### CORPORATE MONITOR

The Board is responsible for monitoring the Group's overall corporate reporting process and control system, while the corporate reporting standard is handled by the accounting department, which makes regular review of resources allocation and financial reporting system properly. Compliance with Corporate Governance Code, the Listing Rules, Securities of Futures Ordinance (the "SFO") and other applicable laws and regulations are handled by the Company Secretary. The Company's management meets with the Executive Directors regularly to review and brief the reporting system, and the Audit Committee annually to review and brief the reporting system.

A package of detailed materials setting out the duties and responsibilities of the Directors of the Company is provided to each newly appointed Director, in which it is especially specified the applicable rules and regulations (including the Listing Rules) that the first time appointed Directors shall note and understand.

Printed copies of the Model Code in respect of the securities transactions made by Directors and relevant employee, have been distributed to each Director and relevant employees of the Group as stipulated therein. Having made specific enquires of all Directors, all the Directors confirmed that they have complied with the standards set out therein.

Employees who are likely to be in possession of unpublished price-sensitive information about the Group are also subject to compliance with guidelines on no less exacting terms than the Model Code.

### 企業監控

董事會有責任監察本集團整體企業匯報過程及控制系統，企業匯報標準已交予會計部負責，由會計部適當地定期檢討資源調配及財務匯報系統。企業管治常規，以及符合上市規則、證券及期貨條例及其他適用法規等事宜，已交予公司秘書負責。本公司管理層定期與執行董事檢討及簡述匯報系統，亦每年與審核委員會檢討及簡述匯報系統。

本公司每位新委任董事均獲發一份詳盡資料，當中詳述作為本公司董事之責任及職責，並特別註明首次獲委任本公司董事須留意及知悉之適用規則及規例（包括上市規則）。

本集團董事及相關僱員之證券交易守則之印刷本已分發予本公司守則內規定須獲提供之本集團每位董事及相關僱員。在向所有董事作出特選查問後，所有董事已確認，彼等已遵守本公司之守則內所載標準。

該等有可能獲得有關本集團未經刊發股價敏感資料之僱員亦須遵守條款內容不比標準守則寬鬆之指引。

# Directors' Report

## 董事報告

### DISCLOSURE OF INTERESTS BY DIRECTORS

As at 30 June 2023, the interests of the Directors in the shares, underlying shares, and debentures of the Company or its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the "SFO")), which (a) 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 are taken or deemed to have under such provisions of the SFO); or (b) were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein; or (c) were required to be notified to the Company and the Stock Exchange pursuant to the Model Code were as follows:

### Long position in shares and underlying shares of the Company

Director 董事	Natures of interest 權益性質	Number of issued ordinary shares held 所持已發行普通股數目	Percentage of interest 權益百分比
CHEN Danyun 陳丹雲	Beneficial owner 實益擁有人	420,000	0.04%

Save as disclosed above, as at 30 June 2023, none of the Directors and chief executive 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 (as defined in Part XV of the SFO) (i) 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 or short positions which they were taken or deemed to have under such provisions of the SFO); or (ii) which were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (iii) which were required to be notified to the Company and the Stock Exchange pursuant to the Model Code.

At no time during the period was the Company or its subsidiaries engaged in any arrangements to enable the directors of the Company or their respective spouses or children under 18 years of age to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate.

### 董事權益披露

於二零二三年六月三十日，董事於本公司或其相聯法團（定義見證券及期貨條例（按香港法例第571章）（「證券及期貨條例」）第XV部）之股份及相關股份擁有(a)須根據證券及期貨條例第XV部第7及8分部通知本公司及聯交所之權益（包括根據證券及期貨條例之該等條文董事被當作或被視作享有之權益及淡倉）；或(b)須記入根據證券及期貨條例第352條規定存置之登記冊之權益；或(c)須根據標準守則通知本公司及聯交所之權益如下：

### 本公司股份及相關股份之好倉

除上文所披露外，於二零二三年六月三十日，董事及行政總裁概無於本公司及其相聯法團（定義見證券及期貨條例第XV部）之股份、相關股份或債券中擁有或被視為擁有(i)根據證券及期貨條例第XV部第7及第8分部須知會本公司及聯交所（包括根據證券及期貨條例之該等條文被當作或視為擁有之權益或淡倉）；或(ii)根據證券及期貨條例第352條之規定須載入該條文所述之登記冊內之任何權益或淡倉；或(iii)須根據標準守則，須知會本公司及聯交所之任何權益或淡倉。

本公司或其附屬公司於回顧期內任何時間概無參與任何安排，致使董事或彼等各自之配偶或未滿18歲之子女可透過購入本公司或任何其他法團之股份或債券而獲取利益。

# Directors' Report

## 董事報告

### INTERESTS IN COMPETING BUSINESSES

During the Period, none of the Directors or their respective associates of the Company had any business which competes or is likely to compete, either directly or indirectly, with any business of the Group.

### INTERESTS IN ASSETS OF THE GROUP

During the Period, none of the Directors of the Company had any direct or indirect interests in any assets which have been acquired or disposed of, or leased to, or which are proposed to be acquired or disposed of or leased to, the Company or any of its subsidiaries.

### DIRECTORS' INTERESTS IN CONTRACTS

None of the Directors of the Company were materially interested in any contract or arrangement subsisting during the Period which is significant in relation to the business of the Group.

### SUBSTANTIAL SHAREHOLDERS

As at 30 June 2023, as far as is known to the Directors and the Company, and as confirmed upon reasonable enquiry, the register maintained by the Company under section 336 of the SFO shows that the following persons (not being Directors and employees of the Company) had, or were deemed to have, interests or short positions in the shares and underlying shares of the Company which are required to be disclosed to the Company or the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO or who were, directly or indirectly, interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any other member of the Company or had an option in respect of such capital were as follows:

### 於競爭業務中之權益

於本期間，董事或彼等各自之聯繫人士概無直接或間接擁有與本集團任何業務競爭或可能競爭之任何業務。

### 於本集團資產中之權益

於本期間，董事概無於本公司或其任何附屬公司以收購或出售或承租，或建議收購或出售或承租之任何資產中擁有任何直接或間接權益。

### 董事之合約權益

董事概無於本期間存在而就本集團業務而言屬重大之任何合約或安排中擁有重大權益。

### 主要股東

於二零二三年六月三十日，就本公司董事及本公司所知，或於彼等作出合理查詢後所能確定，按照本公司根據證券及期貨條例第336條須存置之登記冊所記錄，下列人士（並非本公司之董事及僱員）擁有或被視為擁有本公司股份或相關股份中根據證券及期貨條例第XV部第2及第3分部須向本公司或聯交所披露之權益或淡倉，或直接或間接擁有附帶權利可於所有情況下於本公司任何其他成員公司之股東大會上投票之任何類別股本面值5%以上，或擁有該等股本之購股權：



# Directors' Report

## 董事報告

### Long positions in the shares of the Company

### 本公司股份之好倉

Name of Shareholders 股東名稱	Number of shares of the Company held 所持本公司股份數目	Percentage of total issued shares of the Company (%) 佔已發行本公司股份總額百分比
HC Technology Capital Company Limited ("HC Technology") 華晶科技投資有限公司(「華晶科技」)	770,016,722 (a)	67.22
Fujian Investment Holdings Company Limited ("FIHC") 華閩投資集團有限公司(「華閩投資」)	786,948,772 (a)	68.70
Fujian Huamin Industrial Group Company Limited ("FHIG") 福建華閩實業(集團)有限公司(「華閩實業」)	786,948,772 (a)	68.70
Fujian Tourism Development Group Company Limited ("FTDC") 福建省旅遊發展集團有限公司(「旅遊集團」)	786,948,772 (a)	68.70
Sino Earn Holdings Limited ("Sino Earn") 華鑫(香港)控股有限公司(「華鑫」)	72,553,382 (b)	6.33
Fujian Huaxing Trust & Investment Company ("FHTI") 福建華興信託投資公司(「華興信託」)	72,553,382 (b)	6.33
Fujian Huaxing Industrial Company ("FHIC") 福建華興實業公司(「華興實業」)	72,553,382 (b)	6.33
Fujian Huaxing Group Company Limited ("FHGC") 福建省華興集團有限責任公司(「福建華興」)	72,553,382 (b)	6.33
Fujian Investment & Development Group Company Limited ("FIDG") 福建省投資開發集團有限責任公司(「開發集團」)	72,553,382 (b)	6.33

# Directors' Report

## 董事報告

Notes:

- (a) HC Technology and its associates hold 786,948,772 Shares (representing approximately 68.70% of the issued share capital of the Company) among which (i) 770,016,722 Shares (representing approximately 67.22% of issued share capital of the Company) are held by HC Technology and (ii) 16,932,050 Shares (representing approximately 1.48% of the issued capital of the company) are held by Pinoge. The issued share capital of each of HC Technology and Pinoge is 100% beneficially owned by FIHC, which is in turn 100% beneficially owned by FHIG, which is in turn 100% beneficially owned by FTDC, a state-owned corporation under the control and supervision of State-owned Assets Supervision and Administration Commission of Fujian Province ("FJSOASAC") in the PRC. Pursuant to the SFO, each of FIHC, FHIG and FTDC is deemed to be interested in 786,948,772 Shares.
- (b) Sino Earn beneficially holds 72,553,382 Shares. The issued share capital of Sino Earn is owned as to 30% by FHTI and 70% by FHIC respectively. Both of FHTI and FHIC are 100% beneficially owned by FHGC, which is in turn 100% beneficially owned by FIDG, a state-owned corporation in the PRC under the control and supervision of FJSOASAC. Pursuant to the SFO, each of FHTI, FHIC, FHGC and FIDG is deemed to be interested in 72,553,382 Shares.

## MANAGEMENT CONTRACTS

There were no contracts concerning the management and administration of the whole or any substantial part of the business of the Group which were entered into or existed during the period under review.

附註：

- (a) 華晶科技及其聯繫人持有786,948,772股股份(佔本公司已發行股本約68.70%)，其中(i)770,016,722股股份(佔本公司已發行股本約67.22%)由華晶科技持有；及(ii)16,932,050股股份(佔本公司已發行股本約1.48%)由浩特持有。華晶科技及浩特各自之已發行股本均由華閩投資全資實益擁有，華閩投資由華閩實業全資實益擁有，而華閩實業則由福建省人民政府國有資產監督管理委員會(「福建國資委」)控制及監督的中國國有企業福建省旅游發展集團全資實益擁有。根據證券及期貨條例，華閩投資、華閩實業及福建省旅游發展集團各自均被視為於786,948,772股股份中擁有權益。
- (b) 華鑫實益持有72,553,382股股份。華鑫之已發行股本分別由華興信託及華興實業擁有30%及70%權益。華興信託及華興實業均由福建華興全資實益擁有，而福建華興則由福建國資委控制及監督的中國國有企業開發集團全資實益擁有。根據證券及期貨條例，華興信託、華興實業、福建華興及開發集團各自均被視為於72,553,382股股份中擁有權益。

## 管理合約

本集團於回顧期內並無簽訂任何有關業務管理或行政的其他合同。

# Directors' Report

## 董事報告

### RETIREMENT BENEFIT PLANS

The Group operates a Mandatory Provident Fund (“MPF”) Scheme under rules and regulations of MPF Schemes Ordinance for all its employees in Hong Kong. All the employees of the Group in Hong Kong are required to join the MPF Scheme. Contributions are made based on a percentage of the employees’ salaries and are charged to consolidated income statement as they become payable in accordance with the rules of the MPF Scheme. The assets of the MPF Scheme are held separately from those of the Group in an independently administered fund. The Group’s employer contributions vest fully with the employees when contributed into the MPF Scheme. No forfeited contribution is available to reduce the contribution payable in the future as at 30 June 2023.

The employees of the Group’s subsidiary in mainland are members of a state-managed retirement benefit plan operated by the government of the PRC. The subsidiary is required to contribute a specified percentage of payroll cost to the retirement benefit scheme to fund the benefits. The only obligation of the Group with respect to the retirement benefit plan is to make the specified contributions.

During the period under review, the total amounts contributed by the Group to the schemes and costs charged to the consolidated income statement represent contribution payable to the schemes by the Group at rates specified in the rules of the schemes.

### 退休福利計劃

本集團根據強制性公積金計劃（「強積金」）計劃條例之規則及規例，為其所有香港僱員設立強積金。本集團所有香港僱員均須參與強積金計劃。根據強積金計劃規則，供款按僱員薪金一定百分比作出，並於應付時計入綜合收益表。強積金計劃資產與本集團資產分開並由獨立管理基金持有。本集團僱主供款於向強積金計劃作出供款時悉數歸屬予僱員。於二零二三年六月三十日期末，概無已沒收供款可供減少未來數年應付之供款。

本集團於內地之附屬公司遵照中國之適用規則，參與一項國家管理由當地政府經營的退休福利計劃。附屬公司須按工資成本的指定百分比比率向退休福利計劃供款。本集團就退休福利計劃之唯一責任作出指定供款。

於回顧期內，本集團向該等計劃作出之供款總額及計入綜合收益表之成本，指本集團根據該等計劃規則所訂明比率向該等計劃應付之供款。

# Directors' Report

## 董事報告

### SUFFICIENCY OF PUBLIC FLOAT

Based on information available to the Company and within the knowledge of the Directors, at least 25% of the Company's total issued share capital was held by the public as of the date of this report.

On behalf of the Board

**Lin Nuchao**  
*Chairman*

Hong Kong, 28 August 2023

### 足夠公眾持股量

根據本公司所獲提供資料及據董事所知悉，於本報告日期，公眾人士最少持有本公司已發行股本總額25%。

代表董事會

**林女超**  
*主席*

香港，二零二三年八月二十八日

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

## 簡明綜合中期損益及其他全面收益表

For the period from 1 January 2023 to 30 June 2023 (in HK Dollars)  
由二零二三年一月一日至二零二三年六月三十日止期間(以港元列示)

			30 June 2023 二零二三年 六月三十日 (Unaudited) (未經審核)	30 June 2022 二零二二年 六月三十日 (Unaudited) (未經審核)
		Notes 附註		
Revenue	收益	4	16,615,774	7,433,478
Other income	其他收入	6	399,561	285,122
Other gains and losses	其他收益及虧損	7	3,395,827	391,833
Employee benefits expense	員工福利支出		(6,146,344)	(5,566,717)
Depreciation of property, plant and equipment	物業、廠房及設備折舊		(1,743,906)	(1,845,634)
Depreciation of right-of-use assets	使用權資產折舊		(1,546,396)	(1,567,966)
Finance costs	財務成本		(37,821)	(20,619)
Share of results of associates	應佔聯營公司之業績		(491,617)	3,158,454
Other operating expenses	其他經營費用		(10,313,449)	(5,537,613)
<b>Profit/(loss) before tax</b>	<b>除稅前盈利/(虧損)</b>		<b>131,629</b>	<b>(3,269,662)</b>
Income tax credit	所得稅抵免	8	375,663	227,432
<b>Profit/(loss) for the period</b>	<b>本期盈利/(虧損)</b>	9	<b>507,292</b>	<b>(3,042,230)</b>
Other comprehensive expense: Items that may be reclassified subsequently to profit or loss	其他全面開支： 隨後可能重新分類至 損益之項目			
Exchange differences on translating foreign operations	換算海外業務產生之 匯兌差額		(1,067,804)	(1,800,082)
Other comprehensive expense for the period, net of income tax	本期其他全面開支， 扣除所得稅		(1,067,804)	(1,800,082)
Total comprehensive expense for the period	本期總全面開支		(560,512)	(4,842,312)
<b>Profit/(loss) for the period attributable to:</b>	<b>本期間盈利/(虧損) 分配於：</b>			
Owners of the Company	本公司持有人		507,292	(3,042,230)
<b>Total comprehensive expense attributable to:</b>	<b>本期間全面開支分配於：</b>			
Owners of the Company	本公司持有人		(560,512)	(4,842,312)
<b>Earnings/(loss) per share</b>	<b>每股盈利/(虧損)</b>			
Basic (HK cents per share)	基本(每股港仙)	10	0.04	(0.27)
Diluted (HK cents per share)	攤薄(每股港仙)	10	0.04	(0.27)



# Condensed Consolidated Interim Statement of Financial Position

## 簡明綜合中期財務狀況表

At 30 June 2023 (in HK Dollars)  
於二零二三年六月三十日(以港元列示)

		Notes 附註	30 June 2023 二零二三年 六月三十日 (Unaudited) (未經審核)	31 December 2022 二零二二年 十二月三十一日 (Audited) (經審核)
<b>Non-current assets</b>	<b>非流動資產</b>			
Property, plant and equipment	物業、廠房及設備	12	10,706,680	12,596,501
Right-of-use assets	使用權資產	13	5,377,957	6,924,353
Investment properties	投資物業	14	234,900,000	234,900,000
Interest in associates	於聯營公司之權益		14,021,844	14,513,460
Financial assets at fair value through profit or loss	透過損益按公允價值計量之金融資產	15	107,893,000	104,515,000
			<b>372,899,481</b>	373,449,314
<b>Current assets</b>	<b>流動資產</b>			
Inventories	存貨	16	227,151	285,767
Trade and other receivables	貿易及其他應收賬款	17	3,169,087	970,883
Cash and bank balances	現金及銀行結餘		38,204,363	39,730,957
			<b>41,600,601</b>	40,987,607
<b>Current liabilities</b>	<b>流動負債</b>			
Trade and other payables	貿易及其他應付賬款	18	11,112,423	9,503,695
Lease liabilities	租賃負債	19	873,426	1,234,573
			<b>11,985,849</b>	10,738,268
<b>Net current assets</b>	<b>流動資產淨值</b>		<b>29,614,752</b>	30,249,339
<b>Total assets less current liabilities</b>	<b>總資產減流動負債</b>		<b>402,514,233</b>	403,698,653
<b>Capital and reserves</b>	<b>資本及儲備</b>			
Equity attributable to owners of the Company	本公司持有人應佔權益			
Share capital	股本	20	898,839,029	898,839,029
Reserves	儲備		(496,875,301)	(496,314,789)
<b>Total equity</b>	<b>股本權益總額</b>		<b>401,963,728</b>	402,524,240
<b>Non-current liabilities</b>	<b>非流動負債</b>			
Lease liabilities	租賃負債	19	–	248,245
Deferred tax liabilities	遞延稅項負債		550,505	926,168
			<b>550,505</b>	1,174,413
			<b>402,514,233</b>	403,698,653

# Condensed Consolidated Interim Statement of Changes in Equity

## 簡明綜合中期權益變動表

For the period from 1 January 2023 to 30 June 2023 (in HK Dollars)  
由二零二三年一月一日至二零二三年六月三十日止期間(以港元列示)

		Attributable to owners of the Company 本公司持有人應佔			
		Share capital 股本	Translation reserve 換算儲備	Accumulated losses 累計虧損	Total 合計
At 1 January 2023 (audited)	於二零二三年一月一日 (經審核)	898,839,029	(11,650,860)	(484,663,929)	402,524,240
Profit for the period	本期間盈利	-	-	507,292	507,292
Other comprehensive expense for the period	本期間其他全面開支	-	(1,067,804)	-	(1,067,804)
Total comprehensive expense for the period	本期間全面開支總額	-	(1,067,804)	507,292	(560,512)
<b>At 30 June 2023 (unaudited)</b>	<b>於二零二三年六月三十日 (未經審核)</b>	<b>898,839,029</b>	<b>(12,718,664)</b>	<b>(484,156,637)</b>	<b>401,963,728</b>

		Attributable to owners of the Company 本公司持有人應佔			
		Share capital 股本	Translation reserve 換算儲備	Accumulated losses 累計虧損	Total 合計
At 1 January 2022 (audited)	於二零二二年一月一日 (經審核)	898,839,029	1,178,116	(470,356,132)	429,661,013
Loss for the period	本期間虧損	-	-	(3,042,230)	(3,042,230)
Other comprehensive expense for the period	本期間其他全面開支	-	(1,800,082)	-	(1,800,082)
Total comprehensive expense for the period	本期間全面開支總額	-	(1,800,082)	(3,042,230)	(4,842,312)
<b>At 30 June 2022 (unaudited)</b>	<b>於二零二二年六月三十日 (未經審核)</b>	<b>898,839,029</b>	<b>(621,966)</b>	<b>(473,398,362)</b>	<b>424,818,701</b>

# Condensed Consolidated Interim Statement of Cash Flows

## 簡明綜合中期現金流量表

For the period from 1 January 2023 to 30 June 2023 (in HK Dollars)  
由二零二三年一月一日至二零二三年六月三十日止期間(以港元列示)

		<b>30 June 2023</b> 二零二三年 六月三十日 <b>(Unaudited)</b> (未經審核)	30 June 2022 二零二二年 六月三十日 (Unaudited) (未經審核)
<b>Net cash used in operating activities</b>	經營業務之現金流出淨額	<b>(444,240)</b>	(3,968,985)
<b>Net cash used in investing activities</b>	投資業務之現金流出淨額	<b>(14,592)</b>	(33,003)
<b>Net decrease in cash and cash equivalents</b>	現金及現金等值減少淨額	<b>(458,832)</b>	(4,001,988)
<b>Cash and cash equivalents at the beginning of the period</b>	期初之現金及現金等值	<b>39,730,957</b>	49,520,268
<b>Effects of foreign exchange rate changes, net</b>	淨匯率變動影響	<b>(1,067,762)</b>	(1,735,475)
<b>Cash and cash equivalents at the end of the period</b>	期結之現金及現金等值	<b>38,204,363</b>	43,782,805

# Notes to the Condensed Consolidated Interim Financial Statements

## 簡明綜合中期財務報表附註

For the period from 1 January 2023 to 30 June 2023 (in HK Dollars)  
由二零二三年一月一日至二零二三年六月三十日止期間(以港元列示)

### 1. GENERAL

Fujian Holdings Limited (the “Company”) is incorporated in Hong Kong as a public limited company and its shares are listed on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). Its immediate holding company is HC Technology Capital Company Limited, a company incorporated in the British Virgin Islands and its ultimate holding company is Fujian Tourism Development Group Company Limited (“FTDC”), a state-owned corporation in the People’s Republic of China (the “PRC”). The addresses of the registered office and principal place of business of the Company is Room 3306–08, 33/F, West Tower, Shun Tak Centre, 200 Connaught Road Central, Hong Kong.

The principal activities of the Company and its subsidiaries (collectively referred to as the “Group”) are investment holding, property investment in Hong Kong and hotel operations in the PRC.

### 2. BASIS OF PREPARATION AND ACCOUNTING POLICIES

The interim financial information has been prepared in accordance with Hong Kong Accounting Standard (“HKAS”) 34 “Interim Financial Reporting”. The interim financial information should be read in conjunction with the annual financial statements of the Group for the year ended 31 December 2022, which have been prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRS”).

The accounting policies adopted are consistent with those of the annual financial statements for the year ended 31 December 2022, as described in those annual financial statements, except for the adoption of new and amended standards and interpretation as disclosed in note 3 below.

### 1. 一般

閩港控股有限公司(「本公司」)為一家於香港註冊成立之公開上市公司。其股份於香港聯合交易所有限公司(「聯交所」)上市。其直接控股公司為華晶科技投資有限公司，乃於英屬處女群島成立之企業及其最終控股公司則為福建省旅遊發展集團有限公司(「福建省旅遊發展集團」)，乃中華人民共和國之國有企業。本公司註冊辦事處及主要營業地址為香港干諾道中200號信德中心西座33樓3306至08室。

本公司及其附屬公司(統稱為「本集團」)主要從事投資控股、位於香港之物業投資及位於中國之酒店業務。

### 2. 編製基準及會計政策

中期財務資料已根據香港會計準則(「香港會計準則」)第34號「中期財務報告」編製。中期財務資料應與本集團截至二零二二年十二月三十一日止年度之年度財務報表一併閱讀，該等年度財務報表乃根據香港財務報告準則(「香港財務報告準則」)編製。

惟於下文附註3所述採用新訂及經修訂準則及詮釋外，誠如該等年度財務報表所述，所採用之會計政策乃與截至二零二二年十二月三十一日止年度之年度財務報表所採用者一致。

# Notes to the Condensed Consolidated Interim Financial Statements

## 簡明綜合中期財務報表附註

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由二零二三年一月一日至二零二三年六月三十日止期間(以港元列示)

### 3. IMPACT ON NEW HKFRSs AND HKASs

The HKICPA has issued a number of new and revised HKFRSs and HKASs which are effective for accounting periods commencing on or after 1 January 2023. The Group has adopted, for the first time for the current year's financial statements. The adoption of these new and revised standards and interpretation has had no material effect on these financial statements.

#### Changes in accounting policies

The Group has adopted the following new standards, interpretation and amendments to standards which are relevant to the Group's operations and are mandatory for the financial period beginning on 1 January 2023:

Amendments to HKFRS 17	Insurance Contracts
HKAS 1 and HKFRS Practice Statement 2	Disclosure of Accounting Policies (amendments)
Amendments to HKAS 8	Definition of Accounting Estimates (amendments)
Amendments to HKAS 12	Deferred Tax Related to Assets and Liabilities Arising from a Single Transaction (amendments)

The adoption of the above new standards, interpretation and amendments to standards did not have any significant financial impact on these condensed consolidated financial statements.

The Group has not applied the new and revised HKFRSs and HKASs, which have been issued but are not yet effective. The Group is in the process of making an assessment of the impact of these new and revised HKFRSs but is not yet in a position to state whether these new and revised HKFRSs and HKASs would have a material impact on its results of operations and financial position.

### 3. 新訂香港財務報告準則及香港會計準則之影響

香港會計師公會已頒佈一系列新訂及經修訂香港財務報告準則及香港會計準則，於二零二三年一月一日或之後開始的會計期間生效。本集團乃首次就本年度財務報表採納該等新訂及經修訂香港財務報告準則及香港會計準則。除於若干情況下會引致新訂及經修訂會計政策及新增披露內容之外，採納該等新訂及經修訂準則及詮釋對此等財務報表並無重大影響。

#### 會計政策變動

本集團已採納下列與本集團營運相關且於二零二三年一月一日開始的財政期間須強制採納的新訂準則、詮釋及準則的修訂本：

修訂香港財務報告準則第17號	保險合約
香港會計準則第1號及香港財務報告準則實務報告第2號	會計政策之披露(修訂本)
修訂香港會計準則第8號	會計估計之定義(修訂本)
修訂香港會計準則第12號	單一交易產生的資產及負債的相關遞延稅項(修訂本)

採納上述新訂準則、詮釋及準則的修訂本對該等簡明綜合財務報表概無任何重大財務影響。

本集團並無應用已頒佈但尚未生效之新訂及經修訂香港財務報告準則及香港會計準則。本集團現正評估此等新訂及經修訂香港財務報告準則之影響，但尚未能確定此等新訂及經修訂香港財務報告準則及香港會計準則會否對其營運業績及財務狀況構成重要影響。



# Notes to the Condensed Consolidated Interim Financial Statements

## 簡明綜合中期財務報表附註

For the period from 1 January 2023 to 30 June 2023 (in HK Dollars)  
由二零二三年一月一日至二零二三年六月三十日止期間(以港元列示)

### 4. REVENUE

### 4. 收益

	30 June 2023 二零二三年 六月三十日 (Unaudited) (未經審核)	30 June 2022 二零二二年 六月三十日 (Unaudited) (未經審核)
Gross rental income from letting of investment properties	1,961,876	2,403,142
Revenue from hotel operations	14,653,898	5,030,336
	<b>16,615,774</b>	<b>7,433,478</b>

#### (i) Disaggregated of revenue from contract with customers

#### (i) 來自客戶合同的收入分析

	30 June 2023 二零二三年 六月三十日 (Unaudited) (未經審核)	30 June 2022 二零二二年 六月三十日 (Unaudited) (未經審核)
<b>Types of goods or services</b>		
Accommodation income	8,107,457	2,060,347
Catering and other income	6,546,441	2,969,989
	<b>14,653,898</b>	<b>5,030,336</b>
<b>Geographical markets</b>		
Mainland China	14,653,898	5,030,336
<b>Timing of revenue recognition</b>		
A point in time	6,546,441	2,969,989
Over time	8,107,457	2,060,347
	<b>14,653,898</b>	<b>5,030,336</b>

#### (ii) Performance obligations

#### (ii) 履約責任

For hotel operations, the performance obligation is satisfied when services are rendered.

酒店營運於完成履約責任時確認收益。

The transaction prices allocated to the remaining performance obligations (unsatisfied or partially unsatisfied) as at 30 June 2023 are all expected to be recognised within one year.

於二零二三年六月三十日，交易價格分配至餘下的履約責任(未獲滿足或部分未獲滿足)預期將一年內獲確認。

# Notes to the Condensed Consolidated Interim Financial Statements

## 簡明綜合中期財務報表附註

For the period from 1 January 2023 to 30 June 2023 (in HK Dollars)  
由二零二三年一月一日至二零二三年六月三十日止期間(以港元列示)

### 5. SEGMENT INFORMATION

Information reported to the Board of Directors of the Company, being the chief operating decision maker ("CODM"), for the purpose of resource allocation and assessment of segment performance focuses on the types of services provided.

The Group's operating and reportable segments under HKFRS 8 are as follows:

Property investment – the rental of investment properties  
Hotel operations – the operation of hotel

#### Segment revenue and results

The following is an analysis of the Group's revenue and results by reportable segments and operating segments:

### 5. 分類資料

就資源分配及分類表現評估向本公司董事局(即主要經營決策者)所呈報之資料,側重於交付或提供之服務之類型。

本集團根據香港財務報告準則第8號設定之經營及可申報分類如下:

物業投資 – 出租投資物業  
酒店業務 – 酒店營運

#### 分類收益及業績

本集團按可申報及營運分類劃分之收益及業績分析如下:

		Property investment 物業投資		Hotel operations 酒店業務		Consolidated 綜合	
		30 June 2023 二零二三年 六月三十日 (Unaudited) (未經審核)	30 June 2022 二零二二年 六月三十日 (Unaudited) (未經審核)	30 June 2023 二零二三年 六月三十日 (Unaudited) (未經審核)	30 June 2022 二零二二年 六月三十日 (Unaudited) (未經審核)	30 June 2023 二零二三年 六月三十日 (Unaudited) (未經審核)	30 June 2022 二零二二年 六月三十日 (Unaudited) (未經審核)
<b>REVENUE</b>	<b>收益</b>						
Revenue from external customers	外來客戶收益	1,961,876	2,403,142	14,653,898	5,030,336	16,615,774	7,433,478
Segment profit/(loss) before depreciation and others	未計折舊、攤銷及其他前的分類盈利/(虧損)	1,805,507	2,293,780	225,710	(3,776,300)	2,031,217	(1,482,520)
Depreciation	折舊	-	-	(1,732,687)	(1,837,250)	(1,732,687)	(1,837,250)
Segment results	分類業績	1,805,507	2,293,780	(1,506,977)	(5,613,550)	298,530	(3,319,770)
Unallocated income	未攤分收入					3,795,388	30,162
Central administration costs	中央行政成本					(3,470,672)	(3,138,508)
Share of results of associates	應佔聯營公司業績					(491,617)	3,158,454
Profit/(loss) before tax	除稅前盈利/(虧損)					131,629	(3,269,662)
Income tax credit	所得稅抵免					375,663	227,432
Profit/(loss) for the period	本期間盈利/(虧損)					507,292	(3,042,230)

Segment revenue as reported above represents revenue generated from external customers. There were no intersegment sales in the current period (30 June 2022: nil).

上文所報之分類收益指來自外部客戶之收益。本期間並無分類間的銷售額(二零二二年六月三十日:無)。

# Notes to the Condensed Consolidated Interim Financial Statements

## 簡明綜合中期財務報表附註

For the period from 1 January 2023 to 30 June 2023 (in HK Dollars)  
由二零二三年一月一日至二零二三年六月三十日止期間(以港元列示)

### 5. SEGMENT INFORMATION (Continued)

#### Segment revenue and results (Continued)

The accounting policies of the operating segments are the same as the Group's accounting policies. Segment profit represents the profit earned by each segment without allocation of bank interest income and other unallocated income/(expense), corporate administration costs including director's remuneration, share of profit/(loss) of associates and income tax credit. This is the measure reported to the CODM for the purposes of resource allocation and performance assessment.

#### Segment assets and liabilities

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

	Property investment 物業投資		Hotel operations 酒店業務		Consolidated 綜合	
	30 June 2023 二零二三年 六月三十日 (Unaudited) (未經審核)	31 December 2022 二零二二年 十二月 三十一日 (Audited) (經審核)	30 June 2023 二零二三年 六月三十日 (Unaudited) (未經審核)	31 December 2022 二零二二年 十二月 三十一日 (Audited) (經審核)	30 June 2023 二零二三年 六月三十日 (Unaudited) (未經審核)	31 December 2022 二零二二年 十二月 三十一日 (Audited) (經審核)
<b>Assets</b>	<b>資產</b>					
Segment assets	240,901,628	242,295,594	51,460,390	52,981,258	292,362,018	295,276,852
Interest in associates					14,021,844	14,513,460
Financial assets at fair value through profit or loss					107,893,000	104,515,000
Unallocated corporate assets					223,220	131,609
Consolidated total assets					414,500,082	414,436,921
<b>Liabilities</b>	<b>負債</b>					
Segment liabilities	(2,776,317)	(3,248,483)	(7,961,631)	(6,818,855)	(10,737,948)	(10,067,338)
Unallocated corporate liabilities					(1,798,406)	(1,845,343)
Consolidated total liabilities					(12,536,354)	(11,912,681)

All assets are allocated to operating segments other than interest in associates, deferred tax assets, financial assets designated as at fair value through profit or loss and certain cash and bank balances.

### 5. 分類資料(續)

#### 分類收益及業績(續)

可申報及營運分部之會計政策與本集團會計政策相同。分部盈利指各分部賺取之盈利，惟並無分配銀行利息收入及其他未攤分收入／(支出)，企業行政成本包括董事酬金、應佔兩間聯營公司之盈利／(虧損)及所得稅抵免。此計量方法呈報予本公司董事局作為資源分配及評估表現之用。

#### 分類資產及負債

本集團按可申報及營運分類劃分之資產及負債分析如下：

除某些通過損益以反映公允值之金融資產、現金及銀行結餘，於聯營公司之權益及遞延稅項資產，所有資產均已分配至營運分部。

# Notes to the Condensed Consolidated Interim Financial Statements

## 簡明綜合中期財務報表附註

For the period from 1 January 2023 to 30 June 2023 (in HK Dollars)  
由二零二三年一月一日至二零二三年六月三十日止期間(以港元列示)

### 5. SEGMENT INFORMATION (Continued)

#### Segment assets and liabilities (Continued)

All liabilities are allocated to operating segments other than certain balances of current liabilities and deferred tax liabilities.

#### Geographical information

The Group operates in two principal geographical areas – the Mainland China and Hong Kong.

Information about the Group's revenue from external customers is presented based on the location of the operations. Information about the Group's non-current assets are present based on the geographical location of asset are detailed below:

### 5. 分類資料(續)

#### 分類資產及負債(續)

除某些流動負債結餘及遞延稅項負債外，所有負債均已分配至可申報分部。

#### 地區資料

本集團之業務經營於兩個主要地區區域—中國內地及香港。

按營運位置，本集團來自外部客戶之收益及有關按地理地區劃分之非流動資產資料詳情如下：

		Revenue from external customers 來自外部客戶之收益	
		30 June 2023 二零二三年六月三十日 (Unaudited) (未經審核)	30 June 2022 二零二二年六月三十日 (Unaudited) (未經審核)
Mainland China	中國內地	14,653,898	5,030,336
Hong Kong	香港	1,961,876	2,403,142
		16,615,774	7,433,478

### 6. OTHER INCOME

### 6. 其他收入

		30 June 2023 二零二三年六月三十日 (Unaudited) (未經審核)	30 June 2022 二零二二年六月三十日 (Unaudited) (未經審核)
Bank interest income	銀行利息收入	317,727	117,931
Others	其他	81,834	167,191
		399,561	285,122

# Notes to the Condensed Consolidated Interim Financial Statements

## 簡明綜合中期財務報表附註

For the period from 1 January 2023 to 30 June 2023 (in HK Dollars)  
由二零二三年一月一日至二零二三年六月三十日止期間(以港元列示)

### 7. OTHER GAINS AND LOSSES

### 7. 其他收益及虧損

	30 June 2023 二零二三年 六月三十日 (Unaudited) (未經審核)	30 June 2022 二零二二年 六月三十日 (Unaudited) (未經審核)
Gain arising on change in fair value of financial assets at fair value through profit or loss	3,378,000	385,674
Net foreign exchange gains	17,827	6,159
	<b>3,395,827</b>	391,833

### 8. INCOME TAX CREDIT

### 8. 所得稅抵免

	30 June 2023 二零二三年 六月三十日 (Unaudited) (未經審核)	30 June 2022 二零二二年 六月三十日 (Unaudited) (未經審核)
Current tax – PRC	–	–
Deferred tax		
Current period	375,663	227,432
Income tax credit	<b>375,663</b>	227,432

Under the two-tiered profits tax rates regime, the first HK\$2 million of profits of the qualifying group entity will be taxed at 8.25%, and profits above HK\$2 million will be taxed at 16.5%. The profits of group entities not qualifying for the two-tiered profits tax rates regime will continue to be taxed at a flat rate of 16.5%.

Accordingly, the Hong Kong Profits Tax of the qualifying group entity is calculated at 8.25% on the first HK\$2 million of the estimated assessable profits and at 16.5% on the estimated assessable profits above HK\$2 million.

根據兩級制利得稅率制度，合資格集團成員的首2百萬港元利潤將按8.25%的稅率徵稅，而超過2百萬港元的利潤將按16.5%的稅率徵稅。不符合兩級制利得稅率制度的其他香港集團成員的利潤將繼續按16.5%的統一稅率徵稅。

因此，合資格集團成員按香港利得稅估計應評稅利潤的首2百萬港元計算，稅率為8.25%，而應評稅利潤則按2百萬港元以上的估計應評稅利潤計算，稅率為16.5%。



# Notes to the Condensed Consolidated Interim Financial Statements

## 簡明綜合中期財務報表附註

For the period from 1 January 2023 to 30 June 2023 (in HK Dollars)  
由二零二三年一月一日至二零二三年六月三十日止期間(以港元列示)

### 8. INCOME TAX CREDIT (Continued)

No provision for Hong Kong Profits Tax has been made in the consolidated financial statements as the Company and its Hong Kong subsidiaries did not have any assessable profits for the period (30 June 2022: Nil).

Under the Law of the People's Republic of China on Enterprise Income Tax (the "EIT Law") and Implementation Regulation of the EIT Law, the tax rate of the PRC subsidiaries is 25% for both period.

### 8. 所得稅抵免(續)

由於本公司有確認之承前稅務虧損抵銷估計應課稅盈利，及其香港附屬公司並無估計應課稅盈利，故並無於綜合財務報表內就香港利得稅計提撥備(二零二二年六月三十日：無)。

按中華人民共和國企業所得稅法(「企業所得稅法」)及企業所得稅法實施細則，兩個期間中華人民共和國企業所得稅撥備為25%。

### 9. PROFIT/(LOSS) FOR THE PERIOD

### 9. 本期盈利/(虧損)

		30 June 2023 二零二三年 六月三十日 (Unaudited) (未經審核)	30 June 2022 二零二二年 六月三十日 (Unaudited) (未經審核)
Profit/(loss) for the period has been arrived at after charging/(crediting):	本期間盈利/(虧損)已扣除/(計入)：		
Gross rental income from investment properties	投資物業租金收入總額	(1,961,876)	(2,403,142)
Less: Direct operating expenses that generated rental income during the period	減：期間因租金收入而產生之直接經營成本	156,369	109,362
		<b>(1,805,507)</b>	<b>(2,293,780)</b>
Depreciation of hotel property	酒店物業之折舊	1,224,529	1,224,529
Depreciation of other property, plant and equipment	其他物業、廠房和設備之折舊	519,377	621,105
		<b>1,743,906</b>	1,845,634
Depreciation of right-of-use assets	使用權資產之折舊	1,546,396	1,567,966
Total depreciation and amortisation	總折舊和攤銷	<b>3,290,302</b>	3,413,600
Salaries and other benefits (including directors' remunerations)	薪金和其他福利(包括董事酬金)	5,490,673	4,930,560
Retirement benefit scheme contributions	退休計劃供款	655,671	636,157
Staff costs	員工成本	<b>6,146,344</b>	5,566,717

# Notes to the Condensed Consolidated Interim Financial Statements

## 簡明綜合中期財務報表附註

For the period from 1 January 2023 to 30 June 2023 (in HK Dollars)  
由二零二三年一月一日至二零二三年六月三十日止期間(以港元列示)

### 10. EARNINGS/(LOSS) PER SHARE

The calculation of basic and diluted earnings (2022: loss) per share of the Company is based on the unaudited consolidated net profit attributable to the owner of the Company of HK\$507,292 (30 June 2022: loss of HK\$3,042,230), on 1,145,546,000 ordinary shares in issue during the period.

The diluted earnings/(loss) per share for the respective periods are the same as basic earnings/(loss) per share as there are no potential ordinary shares in issue for the respective period.

### 11. INTERIM DIVIDEND

The Board has resolved not to recommend the payment of an interim dividend for the period (30 June 2022: Nil).

### 10. 每股盈利／(虧損)

本公司權益持有人應佔之每股基本及攤薄盈利(二零二二年：虧損)乃根據回顧期內之本公司權益持有人未經審核的應佔盈利507,292港元(二零二二年六月三十日：虧損3,042,230港元)及已發行普通股1,145,546,000股普通股計算。

由於並無潛在攤薄的普通股，期間內每股攤薄盈利／(虧損)與每股基本盈利／(虧損)相同。

### 11. 中期股息

董事會議決不派發本期之中期股息(二零二二年六月三十日：無)。

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### 12. PROPERTY, PLANT AND EQUIPMENT

### 12. 物業、廠房和設備

		Hotel property 酒店物業 (Unaudited) (未經審核)	Furniture and fixtures 傢私及裝置 (Unaudited) (未經審核)	Leasehold improvements 物業裝修 (Unaudited) (未經審核)	Plant, machinery and equipment 廠房、機器及設備 (Unaudited) (未經審核)	Total 總額 (Unaudited) (未經審核)
<b>At cost</b>	<b>成本</b>					
At 1 January 2022 (audited)	於二零二二年一月一日 (經審核)	92,391,462	3,848,373	21,631,647	6,968,513	124,839,995
Additions	添置	-	446,807	-	170,201	617,008
Disposal and written off	出售及撇銷	-	-	-	(24,273)	(24,273)
Exchange adjustments	匯率差額	-	(322,018)	(1,832,443)	(578,796)	(2,733,257)
At 31 December 2022 and 1 January 2023 (audited)	於二零二二年十二月三十一日 及二零二三年一月一日 (經審核)	<b>92,391,462</b>	<b>3,973,162</b>	<b>19,799,204</b>	<b>6,535,645</b>	<b>122,699,473</b>
Additions	添置	-	-	-	14,592	14,592
Exchange adjustments	匯率差額	-	(122,258)	(616,537)	(197,768)	(936,563)
At 30 June 2023	於二零二三年六月三十日	<b>92,391,462</b>	<b>3,850,904</b>	<b>19,182,667</b>	<b>6,352,469</b>	<b>121,777,502</b>
<b>Depreciation and impairment</b>	<b>折舊及減值</b>					
At 1 January 2022 (audited)	於二零二二年一月一日 (經審核)	82,799,299	3,192,037	17,017,260	5,567,320	108,575,916
Provided for the year	本年度折舊	2,449,064	227,957	801,824	286,241	3,765,086
Eliminated on disposal and written off	出售時對銷及撇銷	-	-	-	(17,445)	(17,445)
Exchange adjustments	匯率差額	-	(276,621)	(1,472,988)	(470,976)	(2,220,585)
At 31 December 2022 and 1 January 2023 (audited)	於二零二二年十二月三十一日 及二零二三年一月一日 (經審核)	<b>85,248,363</b>	<b>3,143,373</b>	<b>16,346,096</b>	<b>5,365,140</b>	<b>110,102,972</b>
Provided for the period	期間折舊	1,224,529	92,259	309,342	117,776	1,743,906
Exchange adjustments	匯率差額	-	(98,227)	(513,823)	(164,006)	(776,056)
At 30 June 2023	於二零二三年六月三十日	<b>86,472,892</b>	<b>3,137,405</b>	<b>16,141,615</b>	<b>5,318,910</b>	<b>111,070,822</b>
<b>Net carrying amounts at 30 June 2023</b>	<b>賬面值於二零二三年六月三十日</b>	<b>5,918,570</b>	<b>713,499</b>	<b>3,041,052</b>	<b>1,033,559</b>	<b>10,706,680</b>
At 31 December 2022 (audited)	於二零二二年十二月三十一日 (經審核)	7,143,099	829,789	3,453,108	1,170,505	12,596,501

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### 13. RIGHT-OF-USE ASSETS

### 13. 使用權資產

		Leasehold Land 租賃土地	Office premise 辦公場所	Total 總額
<b>COST</b>	按成本			
Balance at 1 January 2023 and 30 June 2023	於二零二三年一月一日及六月三十日	12,961,874	6,649,121	19,610,995
<b>DEPRECIATION</b>	折舊			
Balance at 1 January 2023	於二零二三年一月一日	7,496,028	5,190,614	12,686,642
Provided for the period	本期間折舊	937,003	609,393	1,546,396
Balance at 30 June 2023	於二零二三年六月三十日	8,433,031	5,800,007	14,233,038
<b>CARRYING AMOUNTS</b>	賬面值			
<b>Balance at 30 June 2023</b>	於二零二三年六月三十日	4,528,843	849,114	5,377,957
Balance at 31 December 2022	於二零二二年十二月三十一日	5,465,846	1,458,507	6,924,353

### 14. INVESTMENT PROPERTIES

### 14. 投資物業

<b>FAIR VALUE</b>	公允值	
At 31 December 2022 and at 30 June 2023	於二零二二年十二月三十一日及於二零二三年六月三十日	234,900,000

All of the Group's property interests held under operating leases to earn rentals or for capital appreciation purpose are measured using the fair value model and are classified and accounted for as investment properties.

所有根據經營租賃協議持有以賺取租金或作資本增值用途之本集團物業權益乃使用公允值模式計量，並分類及入賬為投資物業。

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由二零二三年一月一日至二零二三年六月三十日止期間(以港元列示)

### 15. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

Financial assets mandatorily measured at FVTPL:

		30 June 2023 二零二三年 六月 三十日	30 December 2022 二零二二年 十二月 三十一日
Unlisted equity securities	未上市的股權證	107,893,000	104,515,000

Notes:

- (a) The Company held equity interest of 18.44% in Fujian Huamin Leasing Company Limited (福建華閩融資租賃有限公司) ("Fujian Huamin Leasing") as at 30 June 2023. As disclosed in the 2022 Annual Report, Fujian Huamin Leasing is a PRC incorporated company and is principally engaged in the provision of financial leasing and associated services. The investment cost of the significant investment was HK\$76,423,690. The fair value of the equity interest in Fujian Huamin Leasing was HK\$107,893,000 as at 30 June 2023, representing approximately 26.04% of the total assets of the Company as at 30 June 2023. During the period ended 30 June 2023, the significant investment in Fujian Huamin Leasing contributed a gain arising on change in fair value of financial assets at fair value through profit or loss of HK\$3,378,000 and no dividend was earned during the year. The Board considers that the significant investment in Fujian Huamin Leasing allows the Group to take advantage of the tax and financial benefits from the China (Fujian) Pilot Free Trade Zone (中國(福建)自由貿易試驗區) and diversify the business of the Group to leasing and associated services within the Fujian Province, PRC and also allow the Group to diversify its streams of income.

### 15. 透過損益按公允價值計量之金融資產

強制按公允價值計入損益之金融資產：

附註：

- (a) 截至二零二三年六月三十日，本公司持有福建華閩融資租賃有限公司(以下簡稱「福建華閩租賃」)股權比例為18.44%。如二零二二年度報告所披露，福建華閩租賃為一家中國內地註冊公司，主要從事融資租賃及相關服務。該重要投資的投資成本為76,423,690港元。截至二零二三年六月三十日，本公司於福建華閩租賃的權益之公允價值為107,893,000港元，佔本公司總資產約26.04%。截至二零二三年六月三十日期間內，該重要投資透過損益按公允價值計量之金融資產公允價值變動產生收益為3,378,000港元及於年內並沒有賺取股息收入。董事會認為，對福建華閩租賃的重要投資使得集團能夠從中國(福建)自由貿易試驗區的稅收和金融優惠中受益，同時，拓展中國福建省內的融資租賃等現代金融服務業務，使得業務收入來源多元化。



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

The following table summarizes the quantitative information about the significant unobservable inputs used in fair value measurements as at 30 June 2023:

Description	Fair value	Valuation technique	Significant unobservable input	Relationship of unobservable input(s) to fair value	Range of inputs	Sensitivity of fair value to the input
描述	公允價值 HK\$ 港元	估值技術	重大不可觀察輸入數據	不可觀察輸入數據與公允價值之關係	輸入範圍	公允價值對輸入的敏感性
Fujian Huamin Leasing 福建華閩租賃	107,893,000	Market approach 市場方法	Price-to-book ratio 市淨率	Higher the price-to-book ratio, higher the fair value and vice versa 市淨率越高，公允價值越高，反之亦然	1.02 to 1.12 (+/-5% relative to input adopted) 1.02到1.12 (+/-5%相關於所採用的輸入)	Approximately HK\$102,498,000 to approximately HK\$113,288,000 約102,498,000港元至113,288,000港元
			Discount for lack of marketability 市場流通性折扣	Higher the discount for lack of marketability, lower the fair value and vice versa 市場流通性折扣越高，公允價值越低，反之亦然	9.24% to 10.21% (+/-5% relative to input adopted) 9.24%到10.21% (+/-5%相關於所採用的輸入)	Approximately HK\$108,474,000 to approximately HK\$107,311,000 約108,474,000港元至107,311,000港元

### 15. 透過損益按公允價值計量之金融資產 (續)

以下表格總結了截至2023年6月30日的公允價值計量所使用的重要不可觀察輸入的數量資訊：

### 16. INVENTORIES

### 16. 存貨

	30 June 2023 二零二三年六月三十日 (Unaudited) (未經審核)	31 December 2022 二零二二年十二月三十一日 (Audited) (經審核)
Consumables 易損耗品	227,151	285,767

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### 17. TRADE AND OTHER RECEIVABLES

### 17. 貿易及其他應收賬款

		<b>30 June 2023 二零二三年 六月三十日 (Unaudited) (未經審核)</b>	31 December 2022 二零二二年 十二月三十一日 (Audited) (經審核)
Trade receivables	應收貿易賬款	<b>2,539,913</b>	378,603
Loss allowance	減值撥備	<b>(115,918)</b>	(115,717)
		<b>2,423,995</b>	262,886
Other receivables, utility deposits and prepayments	其他應收款項、公用設施 按金及預付款項	<b>13,043,162</b>	13,405,258
Loss allowance	減值撥備	<b>(12,298,070)</b>	(12,697,261)
		<b>745,092</b>	707,997
Total trade and other receivables	貿易及其他應收賬款總額	<b>3,169,087</b>	970,883

The following is an aged analysis of trade receivables net of loss allowance presented based on the invoice date at the end of the reporting period.

以下是報告結束日期時根據發票日期的貿易應收款扣除損失撥備的賬齡分析。

		<b>30 June 2023 二零二三年 六月三十日 (Unaudited) (未經審核)</b>	31 December 2022 二零二二年 十二月三十一日 (Audited) (經審核)
0-30 days	0-30天	<b>2,471,815</b>	365,562
31-60 days	31-60天	-	13,041
61-90 days	61-90天	-	-
91-180 days	91-180天	-	-
181-360 days	181-360天	-	-
Over 360 days	超過360天	<b>68,098</b>	-
		<b>2,539,913</b>	378,603
Less: Loss allowance	減：減值撥備	<b>(115,918)</b>	(115,717)
		<b>2,423,995</b>	262,886

# Notes to the Condensed Consolidated Interim Financial Statements

## 簡明綜合中期財務報表附註

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### 18. TRADE AND OTHER PAYABLES

### 18. 貿易及其他應付賬款

		<b>30 June 2023</b> 二零二三年 六月三十日 <b>(Unaudited)</b> (未經審核)	31 December 2022 二零二二年 十二月三十一日 (Audited) (經審核)
Trade payables	應付貿易賬款	<b>1,635,515</b>	1,103,193
Other payables	其他應付賬款	<b>7,590,436</b>	6,783,074
Rental deposit received	已收按金	<b>1,886,472</b>	1,617,428
Total trade and other payables		<b>11,112,423</b>	9,503,695

The following is an aged analysis of trade payables presented based on the invoice date at the end of the reporting period:

應付貿易賬款於年度報表結算日按發票日之賬齡分析如下：

		<b>30 June 2023</b> 二零二三年 六月三十日 <b>(Unaudited)</b> (未經審核)	31 December 2022 二零二二年 十二月三十一日 (Audited) (經審核)
Current to six months	即期至六個月	<b>1,412,108</b>	728,335
Over six months and within one year	六個月以上及一年以內	-	127,398
Over one year	超過一年	<b>223,407</b>	247,460
		<b>1,635,515</b>	1,103,193

The average credit period is 60 days (31 December 2022: 60 days).

平均信貸期為六十天(二零二二年十二月三十一日：六十天)。

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### 19. LEASE LIABILITIES

### 19. 租賃負債

		<b>30 June 2023 二零二三年 六月三十日 (Unaudited) (未經審核)</b>	31 December 2022 二零二二年 十二月三十一日 (Audited) (經審核)
Lease liabilities payable:	應付租賃負債：		
Within one year	於一年內	<b>873,426</b>	1,234,573
Within a period of more than one year but not more than two years	多於一年但不超過 二年期間	-	248,245
		<b>873,426</b>	1,482,818
Less: Amount due for settlement with 12 months shown under current liabilities	減：流動負債項下顯示 的12個月的應付 結算額	<b>(873,426)</b>	(1,234,573)
Amount due for settlement after 12 months shown under non-current liabilities	非流動負債項下顯示 的12個月後的應付 結算額	-	248,245

### 20. SHARE CAPITAL

### 20. 股本

		<b>Number of shares 股票數目</b>	<b>HK\$ 港元</b>
Issued and fully paid	已發行及繳足股本		
At 1 January 2022, 31 December 2022 and 30 June 2023	於二零二二年一月一日、 二零二二年十二月三十一日 及二零二三年六月三十日	1,145,546,000	898,839,029

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### 21. RELATED PARTY TRANSACTIONS

#### Extension of operating period of Xiamen Plaza

Pursuant to an agreement entered into by Yan Hei and Railway Department on 1 October 1985 for co-operation on the construction and operation of Xiamen Plaza and as supplemented and amended subsequently on 18 December 1987 and 21 January 1992 (the "CJV Agreement"), the operating period for Xiamen Plaza will end on 11 December 2015. On 6 June 2005 and 20 July 2005, the Company announced that, Yan Hei entered into an extension agreement with Railway Department, and Fujian Enterprises (Holdings) Company Limited ("Fujian Enterprises") (as a guarantor) on 9 May 2005 ("Extension Agreement"), in which, amongst others, the operation period of Xiamen Plaza will be extended for an additional 10 years up to 31 December 2025 and a change in the terms of the CJV Agreement in respect of the annual amounts to be distributed by Yan Hei to Railway Department. Pursuant to the terms of the Extension Agreement, Yan Hei has agreed to pay annual distributions to Railway Department during the operating period of Xiamen Plaza up to year 2025 as set out below:

2005 to 2006: US\$70,000 per year

2007 to 2011: US\$100,000 per year

2012 to 2025: US\$200,000 per year

### 21. 重大關連人士之交易

#### 延長東酒之經營期

根據仁禧與鐵路局於一九八五年十月一日訂立以合作興建及經營該酒店之正式及具法律約束力之協議(其後曾於一九八七年十二月十八日及一九九二年一月二十一日補充及修訂)(「作協議」),東酒之經營期將於二零一五年十二月十一日終止。於二零零五年六月六日及二零零五年七月二十日,本公司宣佈,仁禧與鐵路局及華閩(集團)有限公司(「華閩集團」)(作擔保人)已於二零零五年五月九日訂立延長協議(「延長協議」)。酒店合營企業之經營期將於二零一五年十二月十一日結束。延長協議訂明(其中包括)額外延長酒店合營企業之經營期十年至二零二五年十二月三十一日,並更改有關每年由仁禧分派予鐵路局之數額之合作協議條款。根據延長協議條款,仁禧已同意於東酒經營期間直至二零二五年支付分派予鐵路局,其數額列載如下:

二零零五年至二零零六年: 每年70,000美元

二零零七年至二零一一年: 每年100,000美元

二零一二年至二零二五年: 每年200,000美元



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### 21. RELATED PARTY TRANSACTIONS

(Continued)

#### Extension of operating period of Xiamen Plaza (Continued)

At the end of the reporting period, the Group had commitments for future distribution under the Extension Agreement which fall due as follows:

		30 June 2023 二零二三年 六月三十日 (Unaudited) (未經審核)	30 June 2022 二零二二年 六月三十日 (Unaudited) (未經審核)
Within one year	一年內	1,560,000	1,560,000
In the second to fifth years inclusive	兩年至五年內	2,340,000	3,900,000
		<b>3,900,000</b>	<b>5,460,000</b>

In addition, Fujian Enterprises irrevocably undertakes to Railway Department that it will guarantee performance by Yan Hei of its obligations under the CJV Agreement (as amended and extended).

Railway Department is the joint venture partner of Xiamen Plaza and is beneficially owned by the State Railway Department. To the best knowledge, information and belief of directors of the Company, having made all reasonable enquiries, Railway Department is considered as an independent third party as despite being a joint venture partner, it has no effective interest in the operations of Xiamen Plaza.

Fujian Enterprises is a trading conglomerate incorporated in Hong Kong with limited liability, and under administration of Fujian Provincial State-owned Asset Administration Commission of the PRC. Both Fujian Enterprises and the Company are control and supervision by the state-owned Assets Supervision and Administration Commission of Fujian Province of the PRC.

### 21. 重大關連人士之交易 (續)

#### 延長東酒之經營期 (續)

於報表期間結算日，本集團經營租約之未來分配總額如下：

	30 June 2023 二零二三年 六月三十日 (Unaudited) (未經審核)	30 June 2022 二零二二年 六月三十日 (Unaudited) (未經審核)
Within one year	1,560,000	1,560,000
In the second to fifth years inclusive	2,340,000	3,900,000
	<b>3,900,000</b>	<b>5,460,000</b>

此外，華閩集團向鐵路局作出不可撤回承諾，承諾其將保證仁禧履行其根據合作協議(經修訂及延長)之責任。

鐵路局為東酒之合營企業伙伴，其實益擁有人為國家鐵道部。據董事於作出一切合理查詢後所知、得悉及相信，儘管鐵路局為合營企業之合作伙伴，惟其於經營東酒中並無實際權益，故視為獨立第三方。

華閩集團乃一家於香港註冊成立之企業集團式貿易有限公司，由中國福建省國有資產管理委員會管理。華閩集團及本公司均由福建省人民政府國有資產監督委員會控制及監督。

# Notes to the Condensed Consolidated Interim Financial Statements

## 簡明綜合中期財務報表附註

For the period from 1 January 2023 to 30 June 2023 (in HK Dollars)  
由二零二三年一月一日至二零二三年六月三十日止期間(以港元列示)

### 21. RELATED PARTY TRANSACTIONS

(Continued)

#### Compensation of key management personnel

	30 June 2023 二零二三年 六月三十日 (Unaudited) (未經審核)	30 June 2022 二零二二年 六月三十日 (Unaudited) (未經審核)
Short-term employee benefits      短期福利	<b>450,000</b>	795,000

The remuneration of Directors and key executives is determined by the remuneration committee having regard to the performance of individuals and market trends.

### 21. 重大關連人士之交易 (續)

#### 主要管理人員之補償

薪酬委員會參照個人表現和市場導向以決定董事及主要行政人員之酬金。

### 22. APPROVAL OF THE INTERIM FINANCIAL STATEMENT

These condensed interim financial statements were approved and authorised for issue by the Directors on 28 August 2023.

### 22. 批准中期財務報表

簡明中期財務報表於二零二三年八月二十八日獲董事會批准及授權刊發。



FUJIAN HOLDINGS LIMITED

閩港控股有限公司