



北京健康(控股)有限公司

Beijing Health (Holdings) Limited

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

Stock Code 股份代號：2389



2023

Interim Report
中期報告

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INTERIM RESULTS

The board of directors (the “Board”) of Beijing Health (Holdings) Limited (the “Company”) presents the unaudited interim condensed consolidated financial information of the Company and its subsidiaries (collectively the “Group”) for the six months ended 30 June 2023, together with the comparative figures for the corresponding period in 2022. The interim condensed consolidated financial information have not been audited, but have been reviewed by the Company’s audit committee.

中期業績

北京健康(控股)有限公司(「本公司」)董事會(「董事會」)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六個月的未經審核中期簡明綜合財務資料，連同二零二二年同期的比較數字。中期簡明綜合財務資料未經審核，惟已由本公司審核委員會審閱。

INTERIM CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

中期簡明綜合損益及其他全面收益表

For the six months ended 30 June 2023 截至二零二三年六月三十日止六個月

			2023	2022
		Notes	二零二三年	二零二二年
		附註	HKS'000	HKS'000
			千港元	千港元
			(Unaudited)	(Unaudited)
			(未經審核)	(未經審核)
Revenue	收入	4	78,038	91,807
Cost of sales	銷售成本		(59,314)	(66,553)
Gross profit	毛利		18,724	25,254
Other income and gains, net	其他收入及收益淨額	5	21,352	22,851
Selling and distribution expenses	銷售及分銷開支		(7,176)	(6,429)
Administrative expenses	行政開支		(41,603)	(55,951)
Impairment losses on financial assets, net	金融資產減值虧損淨額		(2,153)	(2,849)
Other expenses and losses	其他開支及虧損		(1,801)	(1,806)
Finance costs	融資成本	6	(263)	(602)
Share of profits and losses of:	應佔溢利及虧損：			
Joint ventures	合營公司		(206)	(6,788)
Associates	聯營公司		(6,374)	(9,353)
LOSS BEFORE TAX	除稅前虧損	7	(19,500)	(35,673)
Income tax credit	所得稅抵免	8	1,468	1,286
LOSS FOR THE PERIOD	期間虧損		(18,032)	(34,387)

INTERIM CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

中期簡明綜合損益及其他全面收益表

For the six months ended 30 June 2023 截至二零二三年六月三十日止六個月

	Note	2023 二零二三年 HK\$'000 千港元 (Unaudited) (未經審核)	2022 二零二二年 HK\$'000 千港元 (Unaudited) (未經審核)
LOSS FOR THE PERIOD	期間虧損	(18,032)	(34,387)
OTHER COMPREHENSIVE INCOME/ (LOSS)	其他全面收益/(虧損)		
Other comprehensive income/(loss) that may be reclassified to profit or loss in subsequent periods:	其後期間可能重新分類至損益之其他全面收益/(虧損)：		
Debt investments at fair value through other comprehensive income:	按公平值計入其他全面收益的債權投資：		
Changes in fair value	公平值變動	-	891
Reclassification adjustments for gains included in the consolidated statement of profit or loss – gain on redemption	計入綜合損益表之收益之重新分類調整 – 贖回的收益	-	(905)
Exchange differences:	匯兌差額：		
Exchange differences on translation of foreign operations	換算海外業務之匯兌差額	(44,765)	(75,802)
Reclassification adjustments for a foreign operations deconsolidated during the period	期內海外業務不再綜合入賬之重新分類調整	16	(48)
Share of other comprehensive (loss)/ income of a joint venture	應佔一間合營公司之其他全面(虧損)/收益	(848)	125
Share of other comprehensive loss of an associate	應佔一間聯營公司之其他全面虧損	(100)	(849)
Net other comprehensive loss that may be reclassified to profit or loss in subsequent periods	其後期間可能重新分類至損益之其他全面虧損淨額	(45,713)	(76,588)
Other comprehensive income/(loss) that will not be reclassified to profit or loss in subsequent periods:	其後期間將不會重新分類至損益之其他全面收益/(虧損)：		
Change in fair value of equity instruments designated at fair value through other comprehensive income	指定為透過其他全面收益以公平值列賬之權益工具之公平值變動	1,594	(16,929)
OTHER COMPREHENSIVE LOSS FOR THE PERIOD	期間其他全面虧損	(44,119)	(93,517)
TOTAL COMPREHENSIVE LOSS FOR THE PERIOD	期間全面虧損總額	(62,151)	(127,904)

INTERIM CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

中期簡明綜合損益及其他全面收益表

For the six months ended 30 June 2023 截至二零二三年六月三十日止六個月

	Note	2023 二零二三年 HK\$'000 千港元 (Unaudited) (未經審核)	2022 二零二二年 HK\$'000 千港元 (Unaudited) (未經審核)
Loss attributable to:	下列人士應佔虧損：		
Owners of the parent	母公司擁有人	(16,014)	(32,820)
Non-controlling interests	非控股權益	(2,018)	(1,567)
		(18,032)	(34,387)
Total comprehensive loss attributable to:	下列人士應佔全面虧損 總額：		
Owners of the parent	母公司擁有人	(56,934)	(110,666)
Non-controlling interests	非控股權益	(5,217)	(17,238)
		(62,151)	(127,904)
LOSS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT	母公司普通股權益持有人 應佔每股虧損		
	10		
Basic and diluted	基本及攤薄	HK(0.26) cents (0.26)港仙	HK(0.54) cents (0.54)港仙

INTERIM CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

中期簡明綜合財務狀況表

30 June 2023 二零二三年六月三十日

			30 June 2023 二零二三年 六月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	31 December 2022 二零二二年 十二月三十一日 HK\$'000 千港元 (Audited) (經審核)
NON-CURRENT ASSETS	非流動資產			
Property, plant and equipment	物業、廠房及設備	11	58,960	62,766
Investment properties	投資物業		139,129	150,720
Right-of-use assets	使用權資產		392,903	412,460
Property under development	發展中物業		414,368	427,681
Goodwill	商譽		79,979	79,979
Investments in joint ventures	於合營公司之投資		75,796	73,666
Investments in associates	於聯營公司之投資		133,628	144,844
Equity investments designated at fair value through other comprehensive income	指定為透過其他全面收益以公平值列賬之權益投資		236,334	246,737
Prepayments and other receivables	預付款項及其他應收款項		10,092	175,275
Deferred tax assets	遞延稅項資產		1,957	1,481
Total non-current assets	非流動資產總值		1,543,146	1,775,609
CURRENT ASSETS	流動資產			
Inventories	存貨		27,733	45,363
Trade and bills receivables	應收貿易賬款及應收票據	12	26,934	18,655
Prepayments, other receivables and other assets	預付款項、其他應收款項及其他資產		314,451	135,040
Financial assets at fair value through profit or loss	透過損益以公平值列賬之金融資產		251,391	247,038
Cash and cash equivalents	現金及現金等值物		140,075	193,726
Total current assets	流動資產總值		760,584	639,822
CURRENT LIABILITIES	流動負債			
Trade payables	應付貿易賬款	13	29,004	21,745
Other payables and accruals	其他應付款項及應計費用		105,224	129,043
Interest-bearing bank borrowings	計息銀行借款		-	25,747
Lease liabilities	租賃負債		2,406	4,744
Tax payable	應付稅款		1,738	1,062
Total current liabilities	流動負債總額		138,372	182,341
NET CURRENT ASSETS	流動資產淨值		622,212	457,481
TOTAL ASSETS LESS CURRENT LIABILITIES	總資產減流動負債		2,165,358	2,233,090

INTERIM CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

中期簡明綜合財務狀況表

30 June 2023 二零二三年六月三十日

		30 June 2023 二零二三年 六月三十日 HK\$'000 千港元 (Unaudited) (未經審核)	31 December 2022 二零二二年 十二月三十一日 HK\$'000 千港元 (Audited) (經審核)
NON-CURRENT LIABILITIES	非流動負債		
Other payables	其他應付款項	13,291	12,992
Lease liabilities	租賃負債	3,146	2,255
Deferred tax liabilities	遞延稅項負債	68,329	74,183
		84,766	89,430
Total non-current liabilities	非流動負債總額		
		84,766	89,430
NET ASSETS	資產淨值	2,080,592	2,143,660
EQUITY	權益		
Equity attributable to the owners of the parent	母公司擁有人應佔權益		
Share capital	股本	1,211,754	1,211,754
Reserves	儲備	768,550	825,484
		1,980,304	2,037,238
Non-controlling interests	非控股權益	100,288	106,422
TOTAL EQUITY	總權益	2,080,592	2,143,660

INTERIM CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

中期簡明綜合權益變動表

For the six months ended 30 June 2023 截至二零二三年六月三十日止六個月

Attributable to owners of the parent
母公司擁有人應佔

		Share capital	Share premium account	Statutory surplus reserve	Share option reserve	Other reserves	Exchange fluctuation reserve	Fair value reserve of financial assets at fair value through other comprehensive income	Accumulated losses	Total	Non-controlling interests	Total equity
		股本	股份溢價賬	法定盈餘儲備	購股權儲備	其他儲備	匯兌波動儲備	透過其他全面收益以公平值列賬之金融資產之公平值儲備	累計虧損	總計	非控股權益	總權益
		HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
		(note 14)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)	(未經審核)
		(附註14)			(附註15)							
At 1 January 2023	於二零二二年一月一日	1,211,754	1,773,257	16,347	82,644	29,153	(107,943)	(26,611)	(941,363)	2,037,238	106,422	2,143,660
Loss for the period	期間虧損	-	-	-	-	-	-	-	(16,014)	(16,014)	(2,018)	(18,032)
Other comprehensive income/(loss) for the period:	期間其他全面收益/(虧損):											
Exchange differences on translation of foreign operations	換算海外業務的匯兌差額	-	-	-	-	-	(41,566)	-	-	(41,566)	(3,199)	(44,765)
Share of other comprehensive loss of a joint venture	應佔一間合營公司之其他全面虧損	-	-	-	-	-	(848)	-	-	(848)	-	(848)
Share of other comprehensive loss of an associate	應佔一間聯營公司之其他全面虧損	-	-	-	-	(100)	-	-	-	(100)	-	(100)
Change in fair value of equity investments designated at fair value through other comprehensive income	指定為透過其他全面收益以公平值列賬之權益投資的公平值變動	-	-	-	-	-	-	1,594	-	1,594	-	1,594
Total comprehensive loss or the period	期間全面虧損總額	-	-	-	-	(100)	(42,414)	1,594	(16,014)	(56,934)	(5,217)	(62,151)
Dividend to a non-controlling shareholder	向非控股股東派息	-	-	-	-	-	-	-	-	-	(917)	(917)
Transfer of fair value reserve upon the disposal of equity investments at fair value through other comprehensive income	出售按公平值計入其他全面收益之股本投資時轉撥公平值儲備	-	-	-	-	-	-	15,513	(15,513)	-	-	-
Transfer to reserves	轉撥儲備	-	-	451	-	-	-	-	(451)	-	-	-
At 30 June 2023 (unaudited)	於二零二三年六月三十日(未經審核)	1,211,754	1,773,257*	16,798*	82,644*	29,053*	(150,357)*	(9,504)*	(973,341)*	1,980,304	100,288	2,080,592

INTERIM CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

中期簡明綜合權益變動表

For the six months ended 30 June 2023 截至二零二三年六月三十日止六個月

	Attributable to owners of the parent 母公司擁有人應佔												
	Share capital	Treasury share reserve	Share premium account	Statutory surplus reserve	Share option reserve	Other reserves	Exchange fluctuation reserve	Fair value reserve of financial assets at fair value through other comprehensive income	Accumulated losses	Total	Non-controlling interests	Total equity	
	股本 HK\$'000 千港元 (Unaudited) (附註14)	庫存股份 儲備 HK\$'000 千港元	股份溢價 賬 HK\$'000 千港元 (Unaudited) (未經審核)	法定盈餘 儲備 HK\$'000 千港元 (Unaudited) (未經審核)	購股權儲備 HK\$'000 千港元 (Unaudited) (未經審核) (附註15)	其他儲備 HK\$'000 千港元 (Unaudited) (未經審核)	匯兌波動 儲備 HK\$'000 千港元 (Unaudited) (未經審核)	透過其他全面 收益以公平價值 列賬之金融 資產之 公平價值儲備 HK\$'000 千港元 (Unaudited) (未經審核)	累計虧損 HK\$'000 千港元 (Unaudited) (未經審核)	總計 HK\$'000 千港元 (Unaudited) (未經審核)	非控股權益 HK\$'000 千港元 (Unaudited) (未經審核)	總權益 HK\$'000 千港元 (Unaudited) (未經審核)	
At 1 January 2022	於二零二二年一月一日	1,215,789	-	1,771,142	16,405	88,865	31,153	18,044	(6,689)	(842,075)	2,293,624	202,895	2,496,619
Loss for the period	期間虧損	-	-	-	-	-	-	-	-	(32,820)	(32,820)	(1,567)	(34,387)
Other comprehensive income/(loss) for the period:	期間其他全面收益/(虧損):	-	-	-	-	-	-	-	-	-	-	-	-
Change in fair value of a debt investment at fair value through other comprehensive income	透過其他全面收益以公平價值列賬之債權投資的公平價值變動	-	-	-	-	-	-	-	891	-	891	-	891
Reclassification adjustment for a debt investment at fair value through other comprehensive income for loss included in profit or loss	虧損計入權益之按公平價值計入其他全面收益的債權投資的重新分類調整	-	-	-	-	-	-	-	(805)	-	(805)	-	(805)
Exchange differences on translation of foreign operations	換算海外業務的匯兌差額	-	-	-	-	-	-	-	-	-	(805)	-	(805)
Reclassification adjustment for a foreign operation deconsolidated during the period (note 16)	期內海外業務不再綜合入賬之重新分類調整(附註16)	-	-	-	-	-	67,161	-	-	-	(67,161)	(8,641)	(75,802)
Share of other comprehensive loss of a joint venture	應佔一間合營公司之其他全面虧損	-	-	-	-	-	-	(48)	-	-	(48)	-	(48)
Share of other comprehensive loss of an associate	應佔一間聯營公司之其他全面虧損	-	-	-	-	-	-	125	-	-	125	-	125
Change in fair value of equity investments designated at fair value through other comprehensive income	指定為透過其他全面收益以公平價值列賬之權益投資的公平價值變動	-	-	-	-	-	(849)	-	-	-	(849)	-	(849)
Total comprehensive loss of the period	期間全面虧損總額	-	-	-	-	-	(849)	(8,889)	-	(9,899)	(9,899)	(7,030)	(16,929)
Shares repurchased	購回股份	-	(1,920)	-	-	-	-	-	-	-	-	-	(1,920)
Dividend to a non-controlling shareholder	向非控股股東的股息	-	-	-	-	-	-	-	-	-	-	(196)	(196)
Reclassification adjustment of equity investments designated at fair value through other comprehensive income	指定為透過其他全面收益以公平價值列賬之權益投資的重新分類調整	-	-	-	-	-	-	7,814	(7,814)	-	-	-	-
Deconsolidation of a subsidiary (note 16)	一間附屬公司不再綜合入賬(附註16)	-	-	-	-	-	-	-	-	-	-	(71,156)	(71,156)
At 30 June 2022	於二零二二年六月三十日(未經審核)	1,215,789	(1,920)	1,771,142*	16,406*	88,865*	30,304*	(9,040)*	(7,798)*	(882,709)*	2,181,038	114,405	2,295,443

INTERIM CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

中期簡明綜合權益變動表

For the six months ended 30 June 2023 截至二零二三年六月三十日止六個月

* These reserve accounts comprise the consolidated reserves of HK\$768,550,000 (31 December 2022: HK\$825,484,000) in the condensed consolidated statement of financial position as at 30 June 2023.

* 於二零二三年六月三十日，該等儲備賬包括簡明綜合財務狀況表之綜合儲備768,550,000港元(二零二二年十二月三十一日：825,484,000港元)。

INTERIM CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

中期簡明綜合現金流量表

For the six months ended 30 June 2023 截至二零二三年六月三十日止六個月

	Notes 附註	2023 二零二三年 HK\$'000 千港元 (Unaudited) (未經審核)	2022 二零二二年 HK\$'000 千港元 (Unaudited) (未經審核)
CASH FLOWS FROM OPERATING ACTIVITIES			
Loss before tax		(19,500)	(35,673)
Adjustments for:			
Finance costs		263	602
Share of losses of joint ventures and associates	6		
Bank interest income		(1,823)	(444)
Other interest and investment income	5	(8,842)	(10,752)
Depreciation of property, plant and equipment	7	2,239	3,168
Depreciation of right-of-use assets	7	9,934	10,974
Loss/(gain) on disposal of property, plant and equipment	5	31	(67)
Fair value losses on investment properties, net	5	7,677	2,656
Impairment loss on investment in an associate	7	1,717	-
Impairment of financial assets	7	2,153	2,849
Fair value (losses)/gains on financial assets at fair value through profit or loss, net	5	(343)	566
Gain on deconsolidation of a subsidiary	5	-	(63)
Loss/(gain) on disposal of an associate	5	161	(858)
Gain on redemption of debt investment at fair value through other comprehensive income		-	(4,375)
Gain on disposal of equity investment designated at fair value through other comprehensive income		-	(1,410)
Dividend income	5	(873)	(1,114)
		(626)	(17,800)
Decrease in inventories		17,630	23,141
Increase in trade and bills receivables		(10,432)	(11,755)
(Increase)/decrease in prepayments, other receivables and other assets		(11,581)	30,282
Increase/(decrease) in trade payables		7,259	(6,647)
Decrease in other payables and accruals		(18,750)	(18,511)
Increase in restricted bank balance		-	(126)
Effect of foreign exchange rate changes, net		6,285	2,222
Cash (used in)/generated from in operations		(10,215)	806
PRC corporate income tax paid, net		(2,089)	(1,815)
Net cash flows used in operating activities		(12,304)	(1,009)

INTERIM CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

中期簡明綜合現金流量表

For the six months ended 30 June 2023 截至二零二三年六月三十日止六個月

	2023 二零二三年 HK\$'000 千港元 (Unaudited) (未經審核)	2022 二零二二年 HK\$'000 千港元 (Unaudited) (未經審核)
CASH FLOWS FROM INVESTING ACTIVITIES	投資活動所得現金流量	
Bank interest income received	1,823	444
Other interest and investment income received	9,185	6,623
Purchase of property, plant and equipment	(343)	(904)
Purchase of an investment property	-	(15,914)
Proceeds from disposal of property, plant and equipment	-	104
Proceeds from disposal of a subsidiary	-	(14)
Proceeds from disposal of an associate	240	1,533
Additional investment in an associate	(108)	-
Purchase of equity investments at fair value through profit or loss	(266,169)	(228,178)
Proceeds from disposal of equity investments at fair value through profit or loss	254,200	126,047
Proceeds from disposal of equity investments designated at fair value through other comprehensive income	13,144	2,095
Purchases of a debt investment at fair value through other comprehensive income	-	(35,154)
Purchases of financial assets at fair value through other comprehensive income	(19,788)	(7,219)
Redemption of debt investments at fair value through other comprehensive income	-	78,194
Dividends received from listed equity investments	873	1,114
Deconsolidation of a subsidiary	-	(19,335)
Net cash flows used in investing activities	(6,943)	(90,564)

INTERIM CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

中期簡明綜合現金流量表

For the six months ended 30 June 2023 截至二零二三年六月三十日止六個月

		2023 二零二三年 HK\$'000 千港元 (Unaudited) (未經審核)	2022 二零二二年 HK\$'000 千港元 (Unaudited) (未經審核)
CASH FLOWS FROM FINANCING ACTIVITIES	融資活動所得現金流量		
Interest paid	已付利息	(263)	(263)
New bank loans	新銀行貸款	-	37,807
Repayment of bank loans	償還銀行貸款	(25,960)	(36,255)
Principal portion of lease payments	租賃付款本金部分	(4,225)	(3,242)
Purchase of shares for cancellation	購買股份作註銷	-	(1,920)
Dividends paid to non-controlling shareholders	已付非控股股東之股息	(917)	(196)
		<hr/>	<hr/>
Net cash flows used in financing activities	融資活動所用現金流量淨額	(31,365)	(4,069)
		<hr/>	<hr/>
NET DECREASE IN CASH AND CASH EQUIVALENTS	現金及現金等值物減少淨額	(50,612)	(95,642)
Cash and cash equivalents at beginning of the period	期初現金及現金等值物	193,726	239,136
Effect of foreign exchange rate changes, net	匯率變動影響淨額	(3,039)	(5,566)
		<hr/>	<hr/>
CASH AND CASH EQUIVALENTS AT END OF THE PERIOD	期末現金及現金等值物	140,075	137,928
		<hr/>	<hr/>
ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS	現金及現金等值物結餘分析		
Cash and bank balances	現金及銀行結餘	119,049	94,308
Time deposits	定期存款	21,026	43,620
		<hr/>	<hr/>
Cash and cash equivalents as stated in the condensed consolidated statement of cash flows	簡明綜合現金流量表所示之現金及現金等值物	140,075	137,928
		<hr/>	<hr/>

NOTES TO INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION

中期簡明綜合財務資料附註

For the six months ended 30 June 2023 截至二零二三年六月三十日止六個月

1. CORPORATE INFORMATION

Beijing Health (Holdings) Limited (the “Company”) is a limited liability company incorporated in the Cayman Islands and its shares have been listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) since 26 April 2002. The registered office of the Company is located at Cricket Square, Hutchins Drive, P.O. Box 2681, KY1-1111, Grand Cayman, Cayman Islands.

During the period, the Company and its subsidiaries (collectively referred to as the “Group”) were involved in the provision of medical care, health care and geriatric care related services and products in the People’s Republic of China (the “PRC”).

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES

2.1. BASIS OF PREPARATION

The interim condensed consolidated financial information for the six months ended 30 June 2023 has been prepared in accordance with disclosure requirements of Appendix 16 to The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) and Hong Kong Accounting Standard (“HKAS”) 34 *Interim Financial Reporting* issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”). The interim condensed consolidated financial information does not include all the information and disclosures required in the annual financial statements, and should be read in conjunction with the Group’s annual consolidated financial statements for the year ended 31 December 2022.

1. 公司資料

北京健康(控股)有限公司(「本公司」)為於開曼群島註冊成立之有限公司，其股份自二零二零年四月二十六日起在香港聯合交易所有限公司(「聯交所」)主板上市。本公司之註冊辦事處位於 Cricket Square, Hutchins Drive, P.O. Box 2681, KY1-1111, Grand Cayman, Cayman Islands。

期內，本公司及其附屬公司(統稱「本集團」)於中華人民共和國(「中國」)提供醫療、健康及養老相關服務及產品。

2. 編製基準及會計政策

2.1. 編製基準

截至二零二三年六月三十日止六個月之中期簡明綜合財務資料乃根據香港聯合交易所有限公司證券上市規則(「上市規則」)附錄16及香港會計師公會(「香港會計師公會」)頒佈的香港會計準則(「香港會計準則」)第34號 *中期財務報告* 的披露規定編製。中期簡明綜合財務資料並不包括年度財務報表所需一切資料及披露，並應與本集團截至二零二二年十二月三十一日止年度的年度綜合財務報表一併閱讀。

NOTES TO INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION

中期簡明綜合財務資料附註

For the six months ended 30 June 2023 截至二零二三年六月三十日止六個月

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES – continued

2. 編製基準及會計政策 – 續

2.2. CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES

2.2. 會計政策及披露變動

The accounting policies adopted in the preparation of the interim condensed consolidated financial information are consistent with those applied in the preparation of the Group's annual consolidated financial statements for the year ended 31 December 2022, except for the adoption of the following new and revised Hong Kong Financial Reporting Standards ("HKFRSs") for the first time for the current period's financial information.

編製中期簡明綜合財務資料所採納的會計政策與編製本集團截至二零二二年十二月三十一日止年度的年度綜合財務報表所採用者一致，惟於本期間之財務資料首次採納下列新訂及經修訂的香港財務報告準則（「香港財務報告準則」）除外。

HKFRS 17	<i>Insurance Contracts</i>	香港財務報告準則第17號	保險合約
Amendments to HKFRS 17	<i>Insurance Contracts</i>	香港財務報告準則第17號之修訂	保險合約
Amendment to HKFRS 17	<i>Initial Application of HKFRS 17 and HKFRS 9 – Comparative Information</i>	香港財務報告準則第17號之修訂	初次應用香港財務報告準則第17號及香港財務報告準則第9號 – 比較資料
Amendments to HKAS 1 and HKFRS Practice Statement 2	<i>Disclosure of Accounting Policies</i>	香港會計準則第1號及香港財務報告準則實務報告第2號之修訂	會計政策披露
Amendments to HKAS 8	<i>Definition of Accounting Estimates</i>	香港會計準則第8號之修訂	會計估計的定義
Amendments to HKAS 12	<i>Deferred Tax related to Assets and Liabilities arising from a Single Transaction</i>	香港會計準則第12號之修訂	單一交易產生的資產及負債的相關遞延稅項
Amendments to HKAS 12	<i>International Tax Reform – Pillar Two Model Rules</i>	香港會計準則第12號之修訂	國際稅收改革 – 支柱二立法模板

NOTES TO INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION

中期簡明綜合財務資料附註

For the six months ended 30 June 2023 截至二零二三年六月三十日止六個月

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES – continued 2. 編製基準及會計政策 – 續

2.2. CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES – continued

The nature and impact of the new and revised HKFRSs that are applicable to the Group are described below:

- (a) Amendments to HKAS 1 require entities to disclose their material accounting policy information rather than their significant accounting policies. Accounting policy information is material if, when considered together with other information included in an entity's financial statements, it can reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements. Amendments to HKFRS Practice Statement 2 provide non-mandatory guidance on how to apply the concept of materiality to accounting policy disclosures. The Group has applied the amendments since 1 January 2023. The amendments did not have any impact on the Group's interim condensed consolidated financial information but are expected to affect the accounting policy disclosures in the Group's annual consolidated financial statements.

2.2. 會計政策及披露變動 – 續

適用於本集團的新訂及經修訂香港財務報告準則之性質及影響說明如下：

- (a) 香港會計準則第1號之修訂要求實體於財務報表中披露其重大會計政策資料而非其重要的會計政策。倘連同實體財務報表內其他資料一併考慮，會計政策資料可以合理預期會影響通用財務報表的主要使用者根據該等財務報表所作出的決定，則該會計政策資料屬重大。香港財務報告準則實務報告第2號之修訂為如何將重要性概念應用於會計政策披露提供非強制性指導。本集團已於二零二三年一月一日起應用該等修訂。該修訂並無對本集團的簡明合併中期財務資料造成任何影響，但預期將影響本集團年度合併財務報表內之會計政策披露。

NOTES TO INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION

中期簡明綜合財務資料附註

For the six months ended 30 June 2023 截至二零二三年六月三十日止六個月

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES – continued

2.2. CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES – continued

(b) Amendments to HKAS 8 clarify the distinction between changes in accounting estimates and changes in accounting policies. Accounting estimates are defined as monetary amounts in financial statements that are subject to measurement uncertainty. The amendments also clarify how entities use measurement techniques and inputs to develop accounting estimates. The Group has applied the amendments to changes in accounting policies and changes in accounting estimates that occur on or after 1 January 2023. Since the Group's policy of determining accounting estimates aligns with the amendments, the amendments did not have any impact on the financial position or performance of the Group.

2. 編製基準及會計政策 – 續

2.2. 會計政策及披露變動 – 續

(b) 香港會計準則第8號之修訂澄清會計估計變動與會計政策變動之間的區別。會計估計被定義為財務報表中存在計量不確定性的貨幣金額。該等修訂亦闡明實體如何使用計量技術及輸入值製定會計估計。本集團已對二零二三年一月一日或之後發生的會計政策變動及會計估計變動應用該等修訂。由於本集團釐定會計估計政策與該等修訂保持一致，因此該等修訂並無對本集團的財務狀況或表現造成任何影響。

NOTES TO INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION

中期簡明綜合財務資料附註

For the six months ended 30 June 2023 截至二零二三年六月三十日止六個月

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES – continued

2.2. CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES – continued

- (c) Amendments to HKAS 12 *Deferred Tax related to Assets and Liabilities arising from a Single Transaction* narrow the scope of the initial recognition exception in HKAS 12 so that it no longer applies to transactions that give rise to equal taxable and deductible temporary differences, such as leases and decommissioning obligations. Therefore, entities are required to recognise a deferred tax asset (provided that sufficient taxable profit is available) and a deferred tax liability for temporary differences arising from these transactions. The Group has applied the amendments on temporary differences related to leases as at 1 January 2022, with any cumulative effect recognised as an adjustment to the balance of retained profits or other component of equity as appropriate at that date. In addition, the Group has applied the amendments prospectively to transactions other than leases that occurred on or after 1 January 2022, if any.

2. 編製基準及會計政策 – 續

2.2. 會計政策及披露變動 – 續

- (c) 香港會計準則第12號之修訂單一交易產生的資產和負債相關的遞延所得稅縮小了初始確認香港會計準則第12號例外的範圍，使其不再適用於產生金額相等的應課稅及可扣減暫時性差異的交易，例如租賃及棄置義務。因此，實體需要就該等交易產生的暫時性差異確認遞延稅項資產（惟有足夠的應課稅溢利可供使用）及遞延稅項負債。本集團自二零二二年一月一日已適用與租賃相關的暫時性差異的修訂，無確認為留存收益或權益其他組成部分的調整的累計影響。此外，本集團已對二零二二年一月一日或之後發生的租賃除外的交易應用該等修訂（如有）。

NOTES TO INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION

中期簡明綜合財務資料附註

For the six months ended 30 June 2023 截至二零二三年六月三十日止六個月

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES – continued

2.2. CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES – continued

(c) – continued

Prior to the initial application of these amendments, the Group applied the initial recognition exception and did not recognise a deferred tax asset and a deferred tax liability for temporary differences for transactions related to leases. Upon initial application of these amendments, the Group recognised (i) a deferred tax asset for all deductible temporary differences associated with lease liabilities (provided that sufficient taxable profit is available), and (ii) a deferred tax liability for all taxable temporary differences associated with right-of-use assets as at 1 January 2022. The amendments did not have any significant impact on the Group's interim condensed consolidated financial information.

2. 編製基準及會計政策 – 續

2.2. 會計政策及披露變動 – 續

(c) 一續

於首次應用該等修訂前，本集團應用首次確認例外情況，並無就與租賃有關的交易產生的暫時性差異確認遞延稅項資產及遞延稅項負債。於初步應用該等修訂時，本集團確認(i)與租賃負債相關的所有可扣減暫時性差異(假設有足夠的應課稅溢利)的遞延稅項資產，及(ii)於二零二二年一月一日與使用權資產相關的所有應課稅暫時性差異的遞延稅項負債。該等修訂並無對本集團的中期簡明綜合財務資料造成任何重大影響。

NOTES TO INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION

中期簡明綜合財務資料附註

For the six months ended 30 June 2023 截至二零二三年六月三十日止六個月

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES – continued 2. 編製基準及會計政策—續

2.2. CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES – continued

(d) Amendments to HKAS 12 *International Tax Reform – Pillar Two Model Rules* introduce a mandatory temporary exception from the recognition and disclosure of deferred taxes arising from the implementation of the Pillar Two model rules published by the Organisation for Economic Co-operation and Development. The amendments also introduce disclosure requirements for the affected entities to help users of the financial statements better understand the entities' exposure to Pillar Two income taxes, including the disclosure of current tax related to Pillar Two income taxes separately in the periods when Pillar Two legislation is effective and the disclosure of known or reasonably estimable information of their exposure to Pillar Two income taxes in periods in which the legislation is enacted or substantively enacted but not yet in effect. Entities are required to disclose the information relating to their exposure to Pillar Two income taxes in annual periods beginning on or after 1 January 2023, but are not required to disclose such information for any interim periods ending on or before 31 December 2023. The Group has applied the amendments retrospectively. Since the Group did not fall within the scope of the Pillar Two model rules, the amendments did not have any impact to the Group.

2.2. 會計政策及披露變動—續

(d) 香港會計準則第12號之修訂*國際稅收改革—支柱二立法模板*引入了對因實施經濟合作與發展組織發佈的支柱二立法模板而產生的遞延稅款的確認和披露的強制性例外。該修訂還引入了對受影響實體的披露要求，以幫助財務報表使用者更好地了解實體對第二支柱所得稅的敞口，包括在第二支柱立法生效期間單獨披露與第二支柱所得稅相關的當前稅收，以及在立法頒佈或實質頒佈但尚未生效期間披露其對第二支柱所得稅的敞口的已知或合理估計的資訊。實體被要求在二零二三年一月一日或之後開始的年度期間披露與其第二支柱所得稅的敞口相關的資訊，但在二零二三年十二月三十一日或之前的任何中期期間不需要披露此類資訊。本集團追溯適用了該修訂。經評估，該修訂對本集團沒有任何影響。

NOTES TO INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION

中期簡明綜合財務資料附註

For the six months ended 30 June 2023 截至二零二三年六月三十日止六個月

3. OPERATING SEGMENT INFORMATION

For management purposes, the Group has one single operating and reportable segment, which is the provision of medical care, health care and geriatric care related services and products. All of the Group's operating results are generated from this single segment. During the period, 100% (six months ended 30 June 2022: 100%) of the Group's revenue was generated from customers in Mainland China, and over 87% (as at 31 December 2022: over 78%) of the Group's non-current assets, excluding financial instruments and deferred tax assets, were located in Mainland China.

Revenue of approximately HK\$16,024,000 (six months ended 30 June 2022: HK\$22,349,000) was derived from sales of goods to a single customer, including sales to a group of entities which are known to be under common control with that customer.

3. 經營分類資料

就管理而言，本集團持有一項持續經營業務之單一營運及可報告分類，即提供醫療、健康及養老相關服務及產品。本集團所有經營業績均源自此單一分類。期內，本集團100%（截至二零二二年六月三十日止六個月：100%）收入由中國大陸的客戶產生，本集團超過87%（於二零二二年十二月三十一日：超過78%）非流動資產（不包括金融工具及遞延稅項資產）乃位於中國大陸。

收入約16,024,000港元（截至二零二二年六月三十日止六個月：22,349,000港元）乃源自向單一客戶銷售貨品，包括向一組已知受該客戶共同控制的實體進行的銷售。

NOTES TO INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION

中期簡明綜合財務資料附註

For the six months ended 30 June 2023 截至二零二三年六月三十日止六個月

4. REVENUE

An analysis of revenue is as follows:

4. 收入

收入分析如下：

For the six months ended 30 June

截至六月三十日止六個月

2023	2022
二零二三年	二零二二年
HK\$'000	HK\$'000
千港元	千港元
(Unaudited)	(Unaudited)
(未經審核)	(未經審核)

Revenue from contracts with customers 來自客戶合約之收入

78,038

91,807

DISAGGREGATED REVENUE INFORMATION FOR REVENUE FROM CONTRACTS WITH CUSTOMERS

來自客戶合約之收入之細分收入資料

For the six months ended 30 June

截至六月三十日止六個月

2023	2022
二零二三年	二零二二年
HK\$'000	HK\$'000
千港元	千港元
(Unaudited)	(Unaudited)
(未經審核)	(未經審核)

Type of goods or services 商品或服務類型

Sales of goods

銷售商品

74,786

88,126

Rendering of services

提供服務

3,252

3,681

Total revenue from contracts with customers 來自客戶合約之總收入

78,038

91,807

NOTES TO INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION

中期簡明綜合財務資料附註

For the six months ended 30 June 2023 截至二零二三年六月三十日止六個月

4. REVENUE – continued

DISAGGREGATED REVENUE INFORMATION FOR REVENUE FROM CONTRACTS WITH CUSTOMERS – continued

The Group's revenue arising from sale of goods is recognised when transferred at a point in time, while revenue arising from rendering of services is recognised when transferred over time.

4. 收入－續

來自客戶合約之收入之細分收入資料－續

本集團銷售商品產生的收入於某一時間點轉讓確認，而提供服務產生的收入隨時間轉讓確認。

For the six months ended 30 June

截至六月三十日止六個月

2023	2022
二零二三年	二零二二年
HK\$'000	HK\$'000
千港元	千港元
(Unaudited)	(Unaudited)
(未經審核)	(未經審核)

Geographical markets

地域市場

Mainland China

中國內地

78,038

91,807

Total revenue from contracts with customers 來自客戶合約之總收入

78,038

91,807

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中期簡明綜合財務資料附註

For the six months ended 30 June 2023 截至二零二三年六月三十日止六個月

5. OTHER INCOME AND GAINS, NET

An analysis of the Group's other income and gains, net are as follows:

5. 其他收入及收益淨額

本集團之其他收入及收益淨額分析如下：

	Notes 附註	For the six months ended 30 June 截至六月三十日止六個月	
		2023 二零二三年 HK\$'000 千港元 (Unaudited) (未經審核)	2022 二零二二年 HK\$'000 千港元 (Unaudited) (未經審核)
Other income	其他收入		
Bank interest income	銀行利息收入	1,823	444
Other interest income	其他利息收入	5,603	6,520
Investment income of debt investment at fair value through other comprehensive income	透過其他全面收益以公平價值列賬之債權投資之投資收入	-	1,561
Investment income of equity investments designated at fair value through other comprehensive income	指定為透過其他全面收益以公平價值列賬之權益投資之投資收入	1,508	1,430
Investment income of financial assets at fair value through profit or loss	透過損益以公平價值列賬之金融資產之投資收入	1,731	1,241
Gross rental income from investment property under operating lease	來自經營租賃下的投資物業的租金收入總額	5,285	6,575
Dividend income	股息收入	873	1,114
Sundry income	雜項收入	1,943	415
		18,766	19,300
Gains/(losses), net	收益/(虧損)淨額		
(Loss)/gain on disposal of property, plant and equipment	出售物業、廠房及設備的(虧損)/收益	11 (31)	67
Fair value losses on investment properties, net	投資物業之公平價值虧損淨額	(7,677)	(2,656)
Fair value gains/(losses) on financial assets at fair value through profit or loss, net	透過損益以公平價值列賬之金融資產之公平價值收益/(虧損)淨額	343	(566)
Gain on deconsolidation of a subsidiary	一間附屬公司不再綜合入賬的收益	16 -	63
(Loss)/gain on disposal of an associate	出售一間聯營公司的(虧損)/收益	(161)	858
Gain on disposal of equity investment designated at fair value through other comprehensive income	出售指定為透過其他全面收益以公平價值列賬之權益投資之收益	-	1,410
Gain on redemption of debt investment at fair value through other comprehensive income	贖回透過其他全面收益以公平價值列賬之債權投資之收益	-	4,375
Foreign exchange differences, net	匯兌差額淨額	10,112	-
		2,586	3,551
Other income and gains, net	其他收入及收益淨額	21,352	22,851

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中期簡明綜合財務資料附註

For the six months ended 30 June 2023 截至二零二三年六月三十日止六個月

6. FINANCE COSTS

An analysis of finance costs is as follows:

6. 融資成本

融資成本之分析如下：

		For the six months ended 30 June	
		截至六月三十日止六個月	
		2023	2022
		二零二三年	二零二二年
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Interest on bank borrowings	銀行借款之利息	99	263
Interest on lease liabilities	租賃負債利息	164	339
		263	602

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中期簡明綜合財務資料附註

For the six months ended 30 June 2023 截至二零二三年六月三十日止六個月

7. LOSS BEFORE TAX

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

7. 除稅前虧損

本集團之除稅前虧損已扣除/(計入)下列各項後計算：

		For the six months ended 30 June	
		截至六月三十日止六個月	
		2023	2022
		二零二三年	二零二二年
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Cost of inventories sold	已售存貨成本	56,725	64,363
Cost of services provided	提供服務成本	2,589	2,190
Depreciation of property, plant and equipment	物業、廠房及設備折舊	2,239	3,168
Depreciation of right-of-use assets	使用權資產折舊	9,934	10,974
Foreign exchange differences, net	匯兌差額淨額	(10,112)	1,676 [#]
Impairment of financial assets:	金融資產減值：		
Impairment of trade receivables, net	應收貿易賬款減值淨額	2,153	2,849
Impairment loss on investment in an associate	一間聯營公司之投資的減值虧損	1,717[#]	–
Loss/(gain) on disposal of an associate	出售一間聯營公司的虧損/(收益)	161	(858)

[#] These items are included in "Other expenses and losses" on the face of the condensed consolidated statement of profit or loss and other comprehensive income.

[#] 該等項目計入簡明綜合損益及其他全面收益表內的「其他開支及虧損」中。

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中期簡明綜合財務資料附註

For the six months ended 30 June 2023 截至二零二三年六月三十日止六個月

8. INCOME TAX CREDIT

8. 所得稅抵免

For the six months
ended 30 June
截至六月三十日止六個月

2023	2022
二零二三年	二零二二年
HK\$'000	HK\$'000
千港元	千港元
(Unaudited)	(Unaudited)
(未經審核)	(未經審核)

Current	即期		
PRC corporate income tax	中國企業所得稅		
Charge for the period	期內支出	2,221	2,255
Deferred	遞延	(3,689)	(3,541)
Total tax credit for the period	期內稅項抵免總額	(1,468)	(1,286)

HONG KONG PROFITS TAX

No provision for Hong Kong profits tax had been made as the Group did not generate any assessable profits in Hong Kong during the period (six months ended 30 June 2022: Nil).

香港利得稅

由於本集團期內並無於香港產生任何應課稅溢利，故並無就香港利得稅作出撥備(截至二零二二年六月三十日止六個月：無)。

PRC CORPORATE INCOME TAX

PRC corporate income tax provision in respect of operations in Mainland China is calculated at the applicable tax rates on the estimated assessable profits for the period based on prevailing legislation, interpretations and practices in respect thereof.

中國企業所得稅

有關中國內地營運的中國企業所得稅撥備乃根據相關現行法例、詮釋及常規按期內估計應課稅溢利的適用稅率計算。

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中期簡明綜合財務資料附註

For the six months ended 30 June 2023 截至二零二三年六月三十日止六個月

9. DIVIDEND

The directors of the Company do not recommend any payment of interim dividend to shareholders for the six months ended 30 June 2023 (six months ended 30 June 2022: Nil).

10. LOSS PER SHARE ATTRIBUTABLE TO OWNERS OF THE COMPANY

The calculation of the basic loss per share amount is based on the unaudited loss for the period attributable to ordinary equity holders of the parent of HK\$16,014,000 (six months ended 30 June 2022: HK\$32,820,000), and the weighted average number of ordinary shares of 6,058,772,027 (six months ended 30 June 2022: 6,078,944,027) in issue during the period.

No adjustment has been made to the basic loss per share amounts presented for the six months ended 30 June 2023 and 30 June 2022 in respect of a dilution as the share options outstanding had no diluting effect on the basic loss per share amounts presented.

11. PROPERTY, PLANT AND EQUIPMENT

During the period, the Group acquired property, plant and equipment at an aggregate cost of HK\$343,000 (six months ended 30 June 2022: HK\$904,000).

During the period, the Group disposed of property, plant and equipment with an aggregate net book value of HK\$31,000 (six months ended 30 June 2022: HK\$37,000), resulting a net loss on disposal of HK\$31,000 (six months ended 30 June 2022: net gain on disposal of HK\$67,000).

9. 股息

本公司董事並不建議向股東派付截至二零二三年六月三十日止六個月之中期股息(截至二零二二年六月三十日止六個月：無)。

10. 本公司擁有人應佔每股虧損

每股基本虧損乃按照母公司普通股權益持有人應佔期內未經審核虧損16,014,000港元(截至二零二二年六月三十日止六個月：32,820,000港元)，及期內已發行普通股之加權平均數6,058,772,027股(截至二零二二年六月三十日止六個月：6,078,944,027股)計算。

由於未行使購股權對所呈列的每股基本虧損金額並無攤薄效應，故此並無就攤薄對截至二零二三年六月三十日及二零二二年六月三十日止六個月呈列的每股基本虧損金額作出調整。

11. 物業、廠房及設備

期內，本集團收購物業、廠房及設備，總成本為343,000港元(截至二零二二年六月三十日止六個月：904,000港元)。

期內，本集團出售賬面淨值合共為31,000港元(截至二零二二年六月三十日止六個月：37,000港元)的物業、廠房及設備，產生出售虧損淨額31,000港元(截至二零二二年六月三十日止六個月：出售收益淨額67,000港元)。

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中期簡明綜合財務資料附註

For the six months ended 30 June 2023 截至二零二三年六月三十日止六個月

12. TRADE AND BILLS RECEIVABLES

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

12. 應收貿易賬款及應收票據

於報告期末，應收貿易賬款及應收票據按發票日期及扣除虧損撥備的賬齡分析如下：

		30 June 2023 二零二三年 六月 三十日 HK\$'000 千港元 (Unaudited) (未經審核)	31 December 2022 二零二二年 十二月 三十一日 HK\$'000 千港元 (Audited) (經審核)
Trade receivables:	應收貿易賬款：		
Within 6 months	六個月內	19,091	8,258
7 to 12 months	七至十二個月	3,194	1,800
13 to 18 months	十三至十八個月	602	7,484
19 to 24 months	十九至二十四個月	4,020	1,113
		26,907	18,655
Bills receivables	應收票據	27	—
		26,934	18,655

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中期簡明綜合財務資料附註

For the six months ended 30 June 2023 截至二零二三年六月三十日止六個月

13. TRADE PAYABLES

An ageing analysis of the trade payables as at the end of the reporting period, based on the invoice date, is as follows:

13. 應付貿易賬款

於報告期末，應付貿易賬款按發票日期的賬齡分析如下：

		30 June 2023 二零二三年 六月 三十日 HK\$'000 千港元 (Unaudited) (未經審核)	31 December 2022 二零二二年 十二月 三十一日 HK\$'000 千港元 (Audited) (經審核)
Within 3 months	三個月內	13,563	11,904
Over 3 months	三個月以上	15,441	9,841
		29,004	21,745

The trade payables are non-interest-bearing and are normally settled on terms of 3 to 6 months.

應付貿易賬款為不計息，通常按三至六個月之期限結算。

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中期簡明綜合財務資料附註

For the six months ended 30 June 2023 截至二零二三年六月三十日止六個月

14. SHARE CAPITAL

14. 股本

		30 June 2023	31 December 2022
		二零二三年 六月 三十日	二零二二年 十二月 三十一日
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Audited)
		(未經審核)	(經審核)
Authorised:	法定：		
10,000,000,000	10,000,000,000股		
(31 December 2022:	(二零二二年		
10,000,000,000) ordinary	十二月三十一日：		
shares of HK\$0.2 each	10,000,000,000股)		
	每股面值0.2港元之		
	普通股	2,000,000	2,000,000
Issued and fully paid:	已發行及繳足：		
6,058,772,027	6,058,772,027股		
(31 December 2022:	(二零二二年		
6,058,772,027) ordinary	十二月三十一日：		
shares of HK\$0.2 each	6,058,772,027股)		
	每股面值0.2港元之		
	普通股	1,211,754	1,211,754

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For the six months ended 30 June 2023 截至二零二三年六月三十日止六個月

15. SHARE-BASED COMPENSATION SCHEMES

The Company first adopted a share option scheme effective from 26 April 2002 (the “2002 Scheme”) and which has been expired in April 2012. On 24 May 2013, the Company adopted a new share option scheme (the “2013 Scheme”) to replace the 2002 Scheme. The eligible participants and the terms of the 2013 Scheme is the same as 2002 Scheme. There is no movement of share options under the 2013 Scheme during the period. The 2013 Scheme has been expired in May 2023 and no new share option scheme was adopted.

The exercise prices and exercise periods of the share options outstanding at 30 June 2023 and 31 December 2022 are as follows:

30 June 2023 二零二三年 六月三十日	31 December 2022 二零二二年 十二月三十一日	Exercise price per share 每股行使價 HK\$ 港元 (note (c)) (附註(c))	Exercise period per share 每股行使期 HK\$ 港元
Number of options 購股權數目 '000 千份	Number of options 購股權數目 '000 千份		
156,500	156,500	0.61	note (a) 附註(a)
101,500	101,500	0.53	note (b) 附註(b)
258,000	258,000		

15. 以股份支付的補償計劃

本公司於二零零二年四月二十六日首次採納一項購股權計劃(「二零零二年計劃」)，而該計劃已於二零一二年四月屆滿。於二零一三年五月二十四日，本公司採納新購股權計劃(「二零一三年計劃」)以取代二零零二年計劃。二零一三年計劃之合資格參與者及條款與二零零二年計劃相同。期內，二零一三年計劃項下之購股權並無變動。二零一三年計劃已於二零二三年五月屆滿，且並無採納新的購股權計劃。

於二零二三年六月三十日及二零二二年十二月三十一日尚未行使的購股權之行使價及行使期如下：

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For the six months ended 30 June 2023 截至二零二三年六月三十日止六個月

15. SHARE-BASED COMPENSATION SCHEMES

– continued

Notes:

- (a) First 30% of the options granted were vested from 2 April 2016, second 30% of the options granted were vested from 2 April 2017 and remaining 40% of the options granted were vested from 2 April 2018. Upon the lapse of the vesting period, the share options are exercisable until 1 April 2025.
- (b) First 30% of the options granted were vested from 28 January 2017, second 30% of the options granted were vested from 28 January 2018 and remaining 40% of the options granted were vested from 28 January 2019. Upon the lapse of the vesting period, the share options are exercisable until 27 January 2026.
- (c) The exercise price of the share options is subject to adjustment in the case of rights or bonus issues, or other similar changes in the Company's share capital.

During the period, the Group did not recognise any share option expense in respect of the share option granted (six months ended 30 June 2022: Nil).

At the end of the reporting period, the Company had 258,000,000 share options outstanding. The exercise in full of the outstanding share options would, under the present capital structure of the Company, result in the issue of 258,000,000 additional ordinary shares of the Company, which represented approximately 4.26% of the Company's shares in issue as at that date, and additional share capital of HK\$51,600,000 and share premium of HK\$97,660,000 (before issue expenses).

15. 以股份支付的補償計劃一續

附註：

- (a) 首30%已授出購股權自二零一六年四月二日起歸屬，第二批30%已授出購股權自二零一七年四月二日起歸屬，而餘下40%已授出購股權自二零一八年四月二日起歸屬。於歸屬期失效後，購股權於二零二五年四月一日前均可予行使。
- (b) 首30%已授出購股權自二零一七年一月二十八日起歸屬，第二批30%已授出購股權自二零一八年一月二十八日起歸屬，而餘下40%已授出購股權自二零一九年一月二十八日起歸屬。於歸屬期失效後，購股權於二零二六年一月二十七日前均可予行使。
- (c) 購股權之行使價可根據供股或發行紅股或本公司股本之其他類似變動而予以調整。

於期內，本集團並無就已授出的購股權確認任何購股權開支（截至二零二二年六月三十日止六個月：無）。

於報告期末，本公司有258,000,000份尚未行使購股權。根據本公司現行資本結構，全數行使尚未行使的購股權將導致發行258,000,000股本公司額外普通股，佔本公司於該日已發行股份約4.26%，以及增加51,600,000港元的股本及97,660,000港元的股份溢價（未計發行開支）。

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For the six months ended 30 June 2023 截至二零二三年六月三十日止六個月

16. DECONSOLIDATION OF A SUBSIDIARY

On 15 June 2022, the Group lost control over Guangzhou Jinfu City Fund (limited partnership)* and hence they have been accounted for as an associate of the Group since then.

16. 一間附屬公司不再綜合入賬

於二零二二年六月十五日，本集團失去對廣州金富城發股權投資基金合夥企業(有限合夥)的控制權，因此該等自此作為本集團的聯營公司入賬。

		For the year ended 31 December 2022 截至 二零二二年 十二月 三十一日止 HK\$'000 千港元 (Audited) (經審核)
Net assets deconsolidated of:	已不再綜合入賬的資產淨值：	
Equity investments designated at fair value through other comprehensive income	指定為透過其他全面收益以公平值列賬之權益投資	75,166
Prepayments, other receivables and other assets	預付款項、其他應收款項及其他資產	7
Cash and cash equivalents	現金及現金等值物	19,335
Other payables and accruals	其他應付款項及應計費用	(25)
Non-controlling interests	非控股權益	(71,156)
		23,327 (48)
Exchange fluctuation reserve	匯兌波動儲備	
		23,279
Gain on deconsolidation of subsidiary	一間附屬公司不再綜合入賬的收益	63
		23,342
Satisfied by:	以下列方式償付：	
Fair value of interests retained by the Group	本集團保留權益之公平值	23,342

* For identification purpose only

* 僅供識別

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中期簡明綜合財務資料附註

For the six months ended 30 June 2023 截至二零二三年六月三十日止六個月

17. PLEDGE OF ASSETS

As at 31 December 2022, the following assets were pledged to secure the banking facilities granted to the Group:

Property, plant and equipment	物業、廠房及設備	14,176
Investment properties	投資物業	21,269
		<hr/>
		35,445

17. 資產抵押

於二零二二年十二月三十一日，已抵押以下資產，作為本集團獲授銀行授信之擔保：

31 December
2022
二零二二年
十二月
三十一日
HK\$'000
千港元
(Audited)
(經審核)

18. CONTINGENT LIABILITIES

The Group has contingent liabilities up to RMB28,000,000 (equivalent to approximately HK\$30,369,000) as a guarantor for the bank facility granted to an associate of the Company (31 December 2022: RMB28,000,000 (equivalent to approximately HK\$31,344,000)).

As at 30 June 2023, the associate has utilized bank loans of approximately RMB25,712,000 (equivalent to approximately HK\$27,888,000) which is guaranteed by the Group (31 December 2022: approximately RMB26,422,000 (equivalent to approximately HK\$29,578,000)).

Save as disclosed above, the Group has no significant contingent liabilities as at 30 June 2023.

18. 或然負債

本集團就授予本公司一間聯營公司之銀行融資作為擔保人，擁有或然負債最多人民幣28,000,000元(相當於約30,369,000港元)，(二零二二年十二月三十一日：人民幣28,000,000元(相當於約31,344,000港元))。

於二零二三年六月三十日，該聯營公司已動用由本集團提供擔保的銀行貸款約人民幣25,712,000(相當於27,888,000港元)，(二零二二年十二月三十一日：約人民幣26,422,000元(相當於約29,578,000港元))。

除上文披露者外，於二零二三年六月三十日，本集團並無重大或然負債。

NOTES TO INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION

中期簡明綜合財務資料附註

For the six months ended 30 June 2023 截至二零二三年六月三十日止六個月

19. COMMITMENTS

The Group had the following capital commitments at 30 June 2023 and 31 December 2022:

	30 June 2023	31 December 2022
	二零二三年 六月 三十日	二零二二年 十二月 三十一日
	HK\$'000	HK\$'000
	千港元	千港元
	(Unaudited)	(Audited)
	(未經審核)	(經審核)
Contracted, but not provided for:		
Land and buildings	52,197	67,984
Properties under development	22,817	22,492
	75,014	90,476

19. 承擔

本集團於二零二三年六月三十日及二零二二年十二月三十一日有以下的資本承擔：

20. RELATED PARTY DISCLOSURES

Compensation of key management personnel of the Group:

	For the six months ended 30 June	
	截至六月三十日止六個月	
	2023	2022
	二零二三年	二零二二年
	HK\$'000	HK\$'000
	千港元	千港元
	(Unaudited)	(Unaudited)
	(未經審核)	(未經審核)
Salaries, allowances and benefits in kind	2,127	2,200
Pension scheme contributions	85	100
	2,212	2,300

20. 關聯方披露

本集團主要管理人員之補償：

NOTES TO INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION

中期簡明綜合財務資料附註

For the six months ended 30 June 2023 截至二零二三年六月三十日止六個月

21. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS

The carrying amounts and fair values of the Group's financial instruments, other than those financial assets and financial liabilities where their fair values approximate to their carrying amounts such that no disclosure of the fair values of these financial instruments is made, are as follows:

21. 金融工具之公平值及公平值層級

本集團的金融工具(該等公平值與其賬面值相若之金融資產及金融負債除外，故此並無披露該等金融工具之公平值)之賬面值與公平值列示如下：

	Carrying amounts		Fair values	
	賬面值		公平值	
	30 June 2023	31 December 2022	30 June 2023	31 December 2022
	二零二三年六月三十日	二零二二年十二月三十一日	二零二三年六月三十日	二零二二年十二月三十一日
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	千港元	千港元	千港元	千港元
	(Unaudited)	(Audited)	(Unaudited)	(Audited)
	(未經審核)	(經審核)	(未經審核)	(經審核)
Financial assets	金融資產			
Equity investments designated at fair value through other comprehensive income	指定為透過其他全面收益按公平值計量的權益投資			
	236,334	246,737	236,334	246,737
Bills receivables	應收票據			
	27	-	27	-
Financial assets at fair value through profit or loss	透過損益按公平值計量的金融資產			
	251,391	247,038	251,391	247,038
	487,752	493,775	487,752	493,775

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中期簡明綜合財務資料附註

For the six months ended 30 June 2023 截至二零二三年六月三十日止六個月

21. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS – continued

Management has assessed that the fair values of cash and cash equivalents, trade receivables, trade payables, financial assets included in prepayments, other receivables and other assets, financial liabilities included in other payables and accruals and interest-bearing bank borrowings approximate to their carrying amounts largely due to the short term maturities of these instruments.

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

The fair values of listed equity is based on quoted market prices. The fair values of redeemable wealth management products included in financial assets at fair value through profit or loss are based on their quoted market prices. The fair values of non-redeemable wealth management products included in financial assets at fair value through profit or loss have been determined by a discounted cash flow valuation model based on the market interest rates of instruments with similar terms and risks. The fair values of the fund investments are based on quotations provided by the relevant institutions. The fair values of derivative instruments are estimated using binomial tree model with the underlying equity value determined under the market approach or income approach. The binomial tree model incorporates various inputs including risk-free interest rate, volatilities and dividends yield. The fair value of an unlisted equity investment designated at fair

21. 金融工具之公平值及公平值層級—續

管理層已評估現金及現金等值物、應收貿易賬款、應付貿易賬款、計入預付款項、其他應收款項及其他資產的金融資產、計入其他應付款項及應計費用的金融負債以及計息銀行借款的公平值與其賬面值相若，主要原因是該等工具的到期年期短。

除被迫或清盤出售外，金融資產及負債的公平值是由自願訂約方之間進行現有交易中該工具之可交換金額。以下方法及假設已用於估計公平值：

上市權益的公平值按所報市價計算。計入透過損益按公平值計量的金融資產的可贖回理財產品的公平值按其所報市價計算。透過損益以公平值列賬之金融資產的不可贖回財富管理產品之公平值已透過使用貼現現金流量估值模型釐定，該模型以具有類似條款及風險的工具之市場利率為依據。基金投資的公平值按有關機構所提供的報價計算。衍生工具的公平值使用市場法及收入法項下之二項式模式連同相關已釐定股權價值進行估計。二項式模式納入各項輸入數據(包括無風險利率、波幅及收益率)。指定為透過其他全面收益以公平值列賬之非上市股權投資公平值乃基於上市投資所報市價及該非上市股

NOTES TO INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION

中期簡明綜合財務資料附註

For the six months ended 30 June 2023 截至二零二三年六月三十日止六個月

21. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS – continued

value through other comprehensive income is based on the quoted market prices of listed investment and the carrying amounts of monetary assets/liabilities held by that unlisted equity investment. The fair value of an unlisted investment at fair value through profit or loss is based on the external transaction in the investee's equity, such as a fresh issue of equity. The fair values of other unlisted equity investments designated at fair value through other comprehensive income or through profit or loss have been estimated using a market approach based on assumptions that are not supported by observable market prices or rates. The valuation requires the directors to determine comparable public companies (peers) based on industry, size and strategy, and calculates an appropriate price multiple, such as the price to book value ("P/B") multiple, or price to earnings ("P/E"), for each comparable company identified. The multiple is calculated by dividing the enterprise value of the comparable company by an asset measure or by an earnings measure, respectively. The valuation is then discounted for considerations such as lack of marketability of the target companies based on company-specific facts and circumstances. The directors believe that the estimated fair values resulting from the valuation technique, which are recorded in the consolidated statement of financial position, and the related changes in fair values, which are recorded in the consolidated statements of profit or loss and other comprehensive income, are reasonable, and that they were the most appropriate values at the end of the reporting period.

21. 金融工具之公平值及公平值層級－續

權投資所持貨幣資產／負債之賬面值。透過損益以公平值列賬之非上市投資公平值乃基於被投資企業股權的外部交易，如新發行股權。其他指定為透過其他全面收益或透過損益以公平值列賬之該非上市股權投資公平值已採用市場法估算，並假設並無可觀察市價或比率所支持。有關估值要求董事根據行業、規模及策略釐定可資比較公眾公司(同業)，並計算各已識別的可資比較公司之合適價格倍數(例如市賬率(「市賬率」)倍數或市盈率(「市盈率」))。有關倍數乃按可資比較公司的企業價值分別除以資產措施或收益措施計算。有關估值其後根據公司具體的事實及情況按目標公司之間的流動性等考慮因素貼現。董事相信，估值方法得出的估計公平值(於綜合財務狀況表入賬)及公平值的相關變動(於綜合損益及其他全面收益表中入賬)屬合理，並為本報告期末最恰當的估值。

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中期簡明綜合財務資料附註

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21. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS – continued

The fair values of the non-current portion of other payables have been calculated by discounting the expected future cash flows using rates currently available for instruments with similar terms, credit risk and remaining maturities. The changes in fair value as a result of the Group's non-performance risk for the non-current portion of other payables as at 30 June 2023 were assessed to be insignificant.

Below is a summary of significant unobservable inputs to the valuation of financial quantitative sensitivity analysis as at 30 June 2023 and 31 December 2022:

	Valuation technique 估值技術	Significant unobservable input 重大不可觀察輸入值	Range 幅度	Sensitivity of fair value to the input 公平值對輸入值之敏感度
Unlisted equity investments 非上市權益投資	Valuation multiples 估值倍數	Average P/S multiple of peers 同業的平均市賬率倍數	30 June 2023: 6.6678 (31 December 2022: 7.6433) 二零二三年六月三十日： 6.6678(二零二二年十二月三十一日： 7.6433)	5% (31 December 2022: 5%) increase/decrease in multiple would result in increase/decrease in fair value by HK\$670,000 (31 December 2022: HK\$588,000) 倍數上升/下降5%(二零二二年十二月三十一日：5%)將導致公平值增加/減少670,000港元(二零二二年十二月三十一日：588,000港元)
		Discount for lack of marketability 缺乏市場流通性折讓	30 June 2023: 11% (31 December 2022: 34%) 二零二三年六月三十日： 11%(二零二二年十二月三十一日：34%)	1% (31 December 2022: 1%) increase/decrease in discount would result in decrease/increase in fair value by HK\$150,000 (31 December 2022: HK\$178,000) 折讓上升/下降1%(二零二二年十二月三十一日：1%)將導致公平值減少/增加150,000港元(二零二二年十二月三十一日：178,000港元)

21. 金融工具之公平值及公平值層級－續

其他應付款項非流動部分之公平值已透過使用目前具有類似條款、信用風險及剩餘到期年期的工具之市場利率貼現預期未來現金流量計算。於二零二三年六月三十日，本集團對其他應付款項非流動部分的不履約風險導致之公平值變動被評定為非重大。

以下為於二零二三年六月三十日及二零二二年十二月三十一日財務定量敏感度分析估值的重大不可觀察輸入值概要：

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For the six months ended 30 June 2023 截至二零二三年六月三十日止六個月

21. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS – continued FAIR VALUE HIERARCHY – continued

21. 金融工具之公平值及公平值層級－續 公平值層級－續

Fair value measurement using
使用以下輸入值以公平值計量

	Quoted prices in active markets (Level 1) 活躍 市場報價 (第一級) HK\$'000 千港元 (Audited) (經審核)	Significant observable inputs (Level 2) 重大可觀察 輸入值 (第二級) HK\$'000 千港元 (Audited) (經審核)	Significant unobservable inputs (Level 3) 重大不可觀察 輸入值 (第三級) HK\$'000 千港元 (Audited) (經審核)	Total 總計 HK\$'000 千港元 (Audited) (經審核)	
As at 31 December 2022	於二零二二年十二月三十一日				
Equity investments designated at fair value through other comprehensive income	指定為透過其他全面收益以 公平值列賬之權益投資	42,430	190,896	13,411	246,737
Financial assets at fair value through profit or loss	透過損益以公平值列賬之 金融資產	10,531	220,739	15,768	247,038
		52,961	411,635	29,179	493,775

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中期簡明綜合財務資料附註

For the six months ended 30 June 2023 截至二零二三年六月三十日止六個月

21. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS – continued FAIR VALUE HIERARCHY – continued

The movements in fair value measurements within Level 3 during the period are as follows:

21. 金融工具之公平值及公平值層級－續

公平值層級－續

於期內，第三級公平值計量的變動如下：

		30 June 2023	31 December 2022
		二零二三年 六月 三十日	二零二二年 十二月 三十一日
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Audited)
		(未經審核)	(經審核)
Equity investments at fair value through other comprehensive income:	透過其他全面收益以公平值列賬之權益投資：		
At 1 January	於一月一日	13,411	88,073
Deemed disposal upon deconsolidation of a subsidiary	一間附屬公司不再綜合入賬時視作出售	-	(75,166)
Disposal	出售	(13,411)	-
Exchange realignment	匯兌調整	-	504
At the end of the period/year	於期末／年末	-	13,411

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中期簡明綜合財務資料附註

For the six months ended 30 June 2023 截至二零二三年六月三十日止六個月

21. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS – continued FAIR VALUE HIERARCHY – continued

21. 金融工具之公平值及公平值層級－續 公平值層級－續

		30 June 2023 二零二三年 六月 三十日 HK\$'000 千港元 (Unaudited) (未經審核)	31 December 2022 二零二二年 十二月 三十一日 HK\$'000 千港元 (Audited) (經審核)
Financial assets at fair value through profit or loss:	透過損益以公平值列賬之金融資產：		
At 1 January	於一月一日	15,768	22,607
Total (losses)/gains recognised in profit or loss	於損益確認之總(虧損)/收益	(1,961)	(3,927)
Disposal	出售	-	(1,094)
Exchange realignment	匯兌調整	(413)	(1,818)
At the end of the period/year	於期末/年末	13,394	15,768

During the period, there were no transfers between Level 1 and Level 2 and no transfers into or out of Level 3 for both financial assets and financial liabilities (six months ended 30 June 2022: Nil).

期內，第一級與第二級金融資產及金融負債之間概無轉移，且概無從第三級轉入或轉出之金融資產及金融負債(截至二零二二年六月三十日止六個月：無)。

NOTES TO INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION

中期簡明綜合財務資料附註

For the six months ended 30 June 2023 截至二零二三年六月三十日止六個月

21. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS – continued

FAIR VALUE HIERARCHY – continued

Liabilities for which fair values are disclosed

As at 30 June 2023

21. 金融工具之公平值及公平值層級－續

公平值層級－續

披露公平值之負債

於二零二三年六月三十日

Fair value measurement using
使用以下輸入值以公平值計量

	Quoted prices in active markets (Level 1) 活躍市場報價 (第一級) HK\$'000 千港元 (Unaudited) (未經審核)	Significant observable inputs (Level 2) 重大可觀察輸入值 (第二級) HK\$'000 千港元 (Unaudited) (未經審核)	Significant unobservable inputs (Level 3) 重大不可觀察輸入值 (第三級) HK\$'000 千港元 (Unaudited) (未經審核)	Total 總計 HK\$'000 千港元 (Unaudited) (未經審核)
Interest-bearing bank borrowings 計息銀行借款	-	-	-	-

As at 31 December 2022

於二零二二年十二月三十一日

Fair value measurement using
使用以下輸入值以公平值計量

	Quoted prices in active markets (Level 1) 活躍市場報價 (第一級) HK\$'000 千港元 (Audited) (經審核)	Significant observable inputs (Level 2) 重大可觀察輸入值 (第二級) HK\$'000 千港元 (Audited) (經審核)	Significant unobservable inputs (Level 3) 重大不可觀察輸入值 (第三級) HK\$'000 千港元 (Audited) (經審核)	Total 總計 HK\$'000 千港元 (Audited) (經審核)
Interest-bearing bank borrowings 計息銀行借款	-	25,747	-	25,747

NOTES TO INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION

中期簡明綜合財務資料附註

For the six months ended 30 June 2023 截至二零二三年六月三十日止六個月

22. EVENTS AFTER THE REPORTING PERIOD

There was no significant events occurring after the reporting period.

22. 報告期後事項

概無任何報告期後發生之重大事項。

23. COMPARATIVE AMOUNTS

Certain comparative amounts have been reclassified to conform to current period's presentation.

23. 比較金額

若干比較金額已重新分類，以符合本期間的呈列方式。

24. APPROVAL OF THE INTERIM FINANCIAL INFORMATION

This interim condensed consolidated financial information was approved and authorised for issue by the board of directors on 29 August 2023.

24. 中期財務資料之批准

此中期簡明綜合財務資料已於二零二三年八月二十九日獲董事會批准及授權刊發。

BUSINESS REVIEW

GERIATRIC CARE BUSINESS

The growth rate of China's aging population continues to rise and is expected to exceed 300 million by 2025 and 420 million by 2035. According to the Plan for the Development of China's Old-age Programs and the Elderly-care Service System during the 14th Five-year Plan Period published by the State Council, the demand for elderly beds will increase from 7.5 million at present to 9 million by 2025 and 15 million by 2035 during the 14th Five-year Plan period.

The Group actively expands inclusive institutions for geriatric care and engages in the investment and operation of nursing homes by adopting the model of "chain operation with integrated medical and geriatric care". It has maintained in-depth deployment in Yangtze River Delta region, which has stronger economic power and greater market demand, and gradually expanded to the entire PRC for the provision of quality geriatric service. The Group has established the "Beikang Medical and Geriatric Care* (北康醫養)" geriatric service brand with strong competitive advantages in China and has broad experience in investment and operation of medical and geriatric care. At present, the Group operates a number of self-operated nursing institutions through its own team of professional geriatric care and medical personnel. The occupancy rate of beds for geriatric care is full throughout the year, representing full recognition and acknowledgment by customers and governments.

業務回顧

養老業務

中國老齡人口增速持續提升，預計二零二五年將突破3億，二零三五年老齡人口將達到4.2億。根據國務院印發的《「十四五」國家老齡事業發展和養老服務體系規劃》，「十四五」期間養老床位需求也將從現在的750萬張到二零二五年的900萬張，直至二零三五年的1,500萬張。

本集團積極拓展普惠型機構養老院舍，通過採用「連鎖經營、醫養結合」的模式進行養老院的投資及營運，深入佈局經濟實力較強和市場需求較旺盛的長三角地區，並逐步輻射全中國，提供優質的養老服務。本集團已在國內建立了具備強大競爭優勢的「北康醫養」養老服務品牌，擁有豐富的醫養投資和運營經驗。目前，本集團通過自身培養的專業養老及醫療護理人員團隊經營多家自營養老機構，養老床位入住率常年飽滿，獲得了廣大客戶和政府方面的充分認可和肯定。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

As of 30 June 2023, the Group operated and managed five geriatric care institutions with a total of 1,055 beds (mainly in the Yangtze River Delta region), including a total of 734 beds for medical care services in three medical institutions. The average occupancy rate reached over 75% and operating cash flow was stable. During the period, revenue from beds of geriatric care institutions reached RMB20.82 million[^] (the first half of 2022: RMB18.68 million), representing a year-on-year increase of 11.46%. A net profit of 1.8977 million was realized, representing a year-on-year increase of 49.55%. The business growth was mainly attributable to the end of the domestic COVID-19 pandemic in the first half of 2023, which resulted in a significant decrease in the Company's epidemic prevention costs and expenditures. In addition, the Company's value-added services, such as integrated medical and geriatric care, increased its operating results.

In early 2023, the domestic COVID-19 pandemic became widespread in China, with more elderly people being infected and passing away, leading to a temporary drop in the occupancy rate of certain institutions in the first half of the year. However, after the end of the pandemic, all institutions have been relieved of their enclosed management, and the occupancy rates of various institutions have gradually rebounded, with the occupancy rate of newly opened projects, such as the Changzhou Xuejia Nursing Home, surpassing 50%.

截至二零二三年六月三十日，本集團經營及管理五家養老機構共提供1,055張床位（主要在長三角地區），其中包括三家醫療機構合共提供734張醫療床位。平均入住率達到75%以上，經營現金流穩定。本期間養老機構床位實現收入人民幣2,082萬元[^]（二零二二年上半年：人民幣1,868萬元），同比增長11.46%。實現淨利潤189.77萬元，同比增長49.55%。業績增長的主要原因是2023年上半年國內新冠疫情結束，公司防疫成本支出大幅降低，此外，公司醫養結合等增值服務增加了經營業績。

二零二三年初國內新冠疫情全面蔓延，老年人群體感染及病逝較多，導致上半年部分機構的入住率暫時有所降低，但疫情結束後，各機構均已解除封閉管理，各機構的入住率也逐步回升，新開的項目如常州薛家護理院入住率突破50%。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Brief Description of Geriatric Care Project

養老項目簡介

Project Name	項目名稱	Number of beds 床位數	Revenue ^a 收入 ^a		Changes 變動	Rental portfolio occupancy rate as at the end of the Period 期末出租比率	
			2023 二零二三年 RMB'000 人民幣千元	2022 二零二二年 RMB'000 人民幣千元		2023 二零二三年	2022 二零二二年
Wuxi Liangxi District Guangyi Geriatric Care Center and Nursing Home	無錫市梁溪區廣益養老中心及護理院	285	10,612	9,361	13.36%	92%	95%
Wuxi Liangxi District Wuhe Geriatric Care Center and Nursing Home	無錫市梁溪區五河養老中心及護理院	160	3,408	3,006	13.37%	85%	90%
Changzhou Xinbei District Xuejia Aixin Geriatric Care Center and Nursing Home	常州市新北區薛家愛心養老中心及護理院	400	4,253	3,817	11.42%	52%	40%
Wuxi Liangxi District Huifeng Geriatric Care Center	無錫市梁溪區惠楓養老中心	100	547	514	6.42%	82%	50%
Wuhu Jinghu District Golden Sun Geriatric Care Center	蕪湖市鏡湖區金太陽養老中心	110	2,003	1,984	0.96%	95%	90%
Total	總額	1,055	20,823	18,682	11.46%	75%	69%
			HKS'000 千港元	HKS'000 千港元			
Presented in accordance with Hong Kong Generally Accepted Accounting Principles	按香港一般公認會計原則列示		3,252	3,681	(11.65%)		

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

[^] This revenue included the revenue from the private non-enterprise entities (the “Private Non-enterprise Entities”) which were founded by the Group’s subsidiaries. As the Group’s geriatric care business is mainly operated by Private Non-enterprise Entities founded by the Group’s subsidiaries, the income presented under Hong Kong Generally Accepted Accounting Principles represents the fees charged by the Group’s subsidiaries to the Private Non-enterprise Entities in accordance with the market principles.

[^] 此收入為本集團附屬公司發起之民辦非企業單位(「民非單位」)之收入。由於本集團之養老業務主要由本集團附屬公司發起之民辦非企業單位營運，而按香港一般公認會計原則列示的收入則是本集團附屬公司按市場原則收取民非單位之費用。

Wuxi Liangxi District Guangyi Geriatric Care Center and Nursing Home

First established in July 1983, included in Projects Benefiting the People in 2009 and the total investment made by the local government for reconstruction amounted to over RMB40 million. The residential institution has a built-up area of about 20 acres and total gross floor area of about 10,000 sq.m.. The residential institution has double qualification of geriatric care center and nursing home. It was honored with provincial and municipal demonstrative geriatric care institutions and advanced unit consecutively for many years.

無錫市梁溪區廣益養老中心及護理院

本院始建於一九八三年七月，二零零九年被列入惠民工程由地方政府進行投資重建，總投資達人民幣4,000多萬元。院舍佔地面積約20畝，總建築面積1萬餘平方米。院舍擁有養老中心及護理院雙資質。連續多年榮獲省、市示範性養老機構、先進單位等。

Guangyi Geriatric Care Center and Nursing Home achieved operating revenue of RMB10.61 million, representing a year-on-year increase of 13.36%, with an occupancy rate of 92%. In the first half of the year, the occupancy rate of Guangyi Geriatric Care Center and Nursing Home declined slightly due to the outbreak of the COVID-19 pandemic but began to rise gradually since the end of the pandemic and the comprehensive reopening of the institution. Value-added services such as integrated medical and geriatric care have boosted operating results.

廣益養老中心及護理院實現營業收入人民幣1,061萬元，同比增長13.36%，入住率92%。上半年廣益養老中心及護理院受新冠疫情爆發影響入住率略有下降，自疫情結束及機構全面解封以來，入住率開始逐步回升。醫養結合等增值業務提高了經營業績。

MANAGEMENT DISCUSSION AND ANALYSIS

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Wuxi Liangxi District Wuhe Geriatric Care Center and Nursing Home

Established in 2012, the project is situated at Block C, 20 Antou Qiao, Wuxi. It has a gross floor area of approximately 3,500 sq.m. and has double qualification of geriatric care center and nursing home. The center has set up function rooms such as chess room, reading room, studio, rehabilitation room.

Wuhe Geriatric Care Center and Nursing Home achieved operating revenue of RMB3.41 million, representing a year-on-year increase of 13.37%, with an occupancy rate of 85%. In the first half of the year, the occupancy rate of Wuhe Geriatric Care Center and Nursing Home declined slightly due to the outbreak of the COVID-19 pandemic but began to rise gradually since the end of the pandemic and the comprehensive reopening of the institution. Value-added services such as integrated medical and geriatric care have boosted operating results.

Changzhou Xinbei District Xuejia Aixin Geriatric Care Center and Nursing Home

The institution is situated at the centre of Xuejiazhen, Xinbei District, Changzhou with a gross floor area of approximately 12,500 sq.m.. It has a green area of approximately 6,200 sq.m.. There are two buildings, the southern block has 3 floors and the northern block has 4 floors. The residential institution has double qualification of geriatric care center and nursing home.

Xuejia Aixin Geriatric Care Center and Nursing Home achieved operating revenue of RMB4.25 million, representing a year-on-year increase of 11.42%, with an occupancy rate of 52%. In the first half of the year, the Xuejia Aixin Geriatric Care Center and Nursing Home were less affected by the outbreak of the COVID-19 pandemic due to the new opening of the center with few residents, and the occupancy rate increased more rapidly after the pandemic and has surpassed 50%.

無錫市梁溪區五河養老中心及護理院

本院創辦於二零一二年，項目位於無錫庵頭橋20號C幢，建築面積約3,500平方米，擁有養老中心及護理院雙資質。院舍內設棋牌室、閱覽室、書畫室、康復房等功能房。

五河養老中心及護理院實現營業收入人民幣341萬元，同比增長13.37%，入住率85%。上半年五河養老中心及護理院受新冠疫情爆發影響入住率略有下降，自疫情結束及機構全面解封以來，入住率開始逐步回升。醫養結合等增值業務提高了經營業績。

常州市新北區薛家愛心養老中心及護理院

本院位於常州市新北區薛家鎮中心位置，建築面積約12,500平方米，綠化面積約6,200平方米，分為南北兩棟，南樓共三層，北樓共四層。院舍擁有養老中心及護理院雙資質。

薛家愛心養老中心及護理院實現營業收入人民幣425萬元，同比增長11.42%，入住率52%。上半年薛家愛心養老中心及護理院因為新開業入住客戶不多，受新冠疫情爆發影響較少，疫情後入住率提升較快，已突破50%。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Wuxi Liangxi District Huifeng Geriatric Care Center

The institution was built in April 2005. The Group took over in 2017 and carried out renovation and alteration. The gross floor area was 2,400 sq.m.. Green coverage reached 60%. The residential institution has set up function rooms such as chess room, reading room, studio and gym room. The outdoor garden provides sufficient space for the elders.

Huifeng Geriatric Care Center achieved operating revenue of RMB0.55 million, representing a year-on-year increase of 6.42%, with an occupancy rate of 82%. In the first half of the year, the occupancy rate of the Huifeng Geriatric Care Center increased significantly after it received clients from a nearby nursing center that was closed due to its sub-standard building., Huifeng Geriatric Care Center started to enhance the integration of medical and geriatric care in the first half of the year and is in the process of applying for the opening of a nursing home in accordance with the requirements, and is expected to obtain the medical qualification for a nursing home in the second half of the year.

Wuhu Jinghu District Golden Sun Geriatric Care Center

The institution is situated at 3-1 land parcel, Century City, Jinghu District, Wuhu city. It was converted from Jinghu District Old-age University with a gross area of 3,300 sq.m.. The residential institution provides services such as long term and short term foster care, day care and respite care. Meanwhile, it provides home health care social services to the nearby areas.

無錫市梁溪區惠楓養老中心

本院建於二零零五年四月，二零一七年本集團接管營運並進行裝修改建，建築面積2,400平方米，綠化覆蓋率達60%。院舍內設棋牌室、閱覽室、書畫室、健身房等功能房，室外花園為長者提供充足活動空間。

惠楓養老中心實現營業收入人民幣55萬元，同比增長6.42%，入住率82%。上半年惠楓養老中心接收了附近一家因建築物不達標而關閉養老中心的客戶之後，使得入住率大幅提升。上半年惠楓養老中心啟動醫養結合提升工作，正在按照規定申辦護理院，預計下半年可取得護理院醫療資質。

蕪湖市鏡湖區金太陽養老中心

本院位於蕪湖市鏡湖區世紀城3-1地塊，由鏡湖區老年大學改建而成。建築面積3,300平方米。院舍提供長短期托養、日間照料、喘息照料等服務，同時輻射周邊提供居家社區服務。

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管理層討論及分析

Wuhu Golden Sun Geriatric Care Center achieved operating revenue of RMB2.00 million, representing a year-on-year increase of 0.96%, with an occupancy rate of 95%. In the first half of the year, Wuhu Golden Sun Geriatric Care Center were less affected by the COVID-19 pandemic and its performance was stable. Wuhu Golden Sun Geriatric Care Center commenced internal renovation work in the first half of the year in response to market demand, which is expected to increase the number of operating beds by approximately 10.

Newly-signed Projects

Changzhou Luoxi Geriatric Care Center

The Group and the People's Government of Luoxi, Xinbei District, Changzhou (the "Luoxi Government") have entered into a cooperative agreement on the investment and operation of nursing home in Luoxi on 5 July 2023, and successfully obtained the operating right of Changzhou Luoxi Geriatric Care Center. Changzhou Luoxi Nursing Home is located at 997 Zhengtai Road, Luoxi, Xinbei District, Changzhou, Jiangsu Province, the construction of which was financed by the Luoxi Government in 2009. Divided into three buildings in the south, central and north, the project covers a total area of 15,000 sq.m., with a construction area of 4,800 sq.m., a landscaping area of approximately 5,000 sq.m., and a total of 152 beds.

The Group plans to carry out renovation to the project to create a smart and garden-like nursing home that integrates medical and geriatric care, so as to enhance the geriatric and medical and nursing services of the nursing home in Luoxi.

蕪湖金太陽養老中心實現營業收入人民幣200萬元，同比增長0.96%，入住率95%。上半年蕪湖金太陽養老中心受疫情影響較少，業績平穩。上半年蕪湖金太陽養老中心根據市場需求啟動了內部改造工作，預計可增加運營床位約10張。

新簽項目

常州市羅溪養老中心

於二零二三年七月五日，本集團與常州市新北區羅溪鎮人民政府（「羅溪鎮政府」）簽訂羅溪鎮敬老院投資運營合作協定，成功取得常州市羅溪養老中心之經營權。常州市羅溪養老中心坐落於江蘇省常州市新北區羅溪鎮政泰路997號，由羅溪鎮政府於二零零九年投資興建，項目總佔地15,000平方米，分為南中北三棟大樓，已有建築面積4,800平方米，園林綠化面積約5,000平方米，床位總數152張。

本集團計劃對項目進行裝修改造，打造成醫養結合、智慧化、花園式的養老中心，提升羅溪鎮敬老院的養老和醫療護理服務。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

HEALTH INDUSTRIAL PARK BUSINESS

The Group acquired land parcels of high-quality mainly in first-tier cities such as Beijing and Shanghai based on the policies and directions on land planning adjustments of central and local governments. Leveraging on the transformation and upgrading, the Group introduced advanced industrial construction philosophy to fully satisfy the needs of the government and market users with the focus being placed on new modes of business operations such as setting up corporate headquarters and healthcare industrial parks.

As of 30 June 2023, the Group participated in six projects in total in Beijing, Shanghai, Dali and Canada with a total site area of over 400,000 sq.m.. The implementation plans of each of the projects have gained support from the local governments where the projects are located. As the projects are positioned in line with the market demand, it is expected that the projects will have considerable potential for appreciation in commercial value.

健康產業園業務

本集團根據國家和各地方政府對土地規劃調整的政策和方向，主要在北京、上海等一線城市獲取優質土地，通過轉型升級，引入先進的產業建設理念，全面滿足政府、市場用戶的需求，重點建設企業總部及健康產業園等新型業態。

截至二零二三年六月三十日止，本集團在北京、上海、大理及加拿大共參與六個項目，總佔地超過40萬平方米，各項目實施方案已取得項目所在地之政府支持，項目定位符合市場需求，商業價值提升潛力巨大。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

As of 30 June 2023, the progress of the Group's projects under development as follows:

截至二零二三年六月三十日，本集團之開發項目進展如下：

Location 地點	Project Name 項目名稱	Land Area 土地面積 (m ²) (平方米)	Shareholding		Future Planning of the Project 項目未來規劃	Project Status 項目進展
			Percentage 股權佔比			
Beijing 北京	Chaoyang Port Project 朝陽口岸項目	87,607	82.24%	Through actively pushing forward government approval procedure and completing the preparation work before construction, the Group facilitated the inclusion of Chaoyang Port Project, which is positioned as the intelligent cold chain distribution center in Chaoyang Port of Beijing, into the key projects of Beijing and reserved quality partners with an aim to develop a benchmark demonstration project for intelligent cold chain in Beijing 定位「北京朝陽口岸智慧冷鏈配送中心」，納入北京市重點項目，儲備優質合作方，積極推進政府審批手續，做好開工前準備工作，打造北京市智慧冷鏈標桿示範項目	The preparation of relevant documents such as "Report on Project Planning and Operation Proposal" and the inclusion of relevant documents such as "Combination of Multiple Rules into One" was completed. The report has been accepted by the Chaoyang District Commission of Planning and Natural Resources for approval. The Group is actively seeking local demolition targets and will apply to the government for construction targets and proceed with the development of the project once the demolition targets are obtained. 已完成《項目規劃及運營方案報告》及納入《多規合一》相關文件的編製工作，該報告已獲得朝陽區規劃和自然資源委員會受理及進行審批。本集團正積極尋找當地拆除指標，待取得拆除指標後便可向政府申請建設指標及推進項目的開發。	Quality partners have been reserved for this project, which include investors, operators and tenants. 已為本項目儲備優質合作方，其中包括：投資方、運營方及租賃方。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Location 地點	Project Name 項目名稱	Land Area 土地面積 (m ²) (平方米)	Shareholding		Project Status 項目進展
			Percentage 股權佔比	Future Planning of the Project 項目未來規劃	
Shanghai 上海	Sanlu Road Project 三魯路項目	20,480	20%	This project has been completed as a new industrial park and is recruiting tenants 本項目已建成為新型產業園並對外招租運營中	Properties are recruiting tenants. 物業招租運營中。
Shanghai 上海	Hongmei Road Project 虹梅路項目	39,448	100%	This project is strategically located in the core area of Shanghai. The Group intends to bring in quality partners to jointly develop this project as a landmark for leasing projects in the region 本項目位於上海核心區域，地理位置優越，本集團擬引入優質合作方共同開發本項目為當區租賃項目地標	The Group initiated the adjustment of project positioning and design plan during the period in accordance with the changes in market and policies. 本集團根據市場及政策的變化，本期間開啟調整項目定位及設計方案的工作。 Quality partners have been reserved. 完成優質合作方的儲備。
Dali 大理	Haidong New District Project 海東新區項目	275,181	60%	Greater health industrial park complex including lands for residential, commercial and medical purposes 大健康產業園綜合體，包括住宅、商業及醫衛用地	As the Yunnan provincial government suspended its approval process for the development and construction in Haidong New District, this project is temporarily withheld. 由於雲南省政府暫停審批海東新區開發建設，本項目暫時停止狀態。 The Group is discussing with the local government on the follow-up arrangements. 本集團正與當地政府商討後續安排。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Location 地點	Project Name 項目名稱	Land Area 土地面積 (m ²) (平方米)	Shareholding		Project Status 項目進展
			Percentage 股權佔比	Future Planning of the Project 項目未來規劃	
Canada 加拿大	Ovation	2,425	N/A ⁽¹⁾ 不適用 ⁽¹⁾	Artistic health apartments 藝術健康公寓	The pre-sale of this project began in April 2019, and approximately 70% of the saleable area were sold currently. It is expected to be completed and delivered to purchasers in the third quarter of this year. 本項目自二零一九年四月起預售，目前已售出可售面積約70%。預計本年第三季將落成並交付予買家。
Canada 加拿大	Royal Tower	10,588	47.47%	Urban health apartments 都市健康公寓	We are preparing the application of replanning the nature of project land development, and seeking appropriate partners. 正在籌備項目土地發展性質重新規劃手續，並尋找合適之合作方。

Note⁽¹⁾: This project is engaged in the form of debt investment.

附註⁽¹⁾: 本項目以債權投資方式參與。

SALE OF MEDICAL AND GERIATRIC PRODUCT

Beijing Vissam Prosperity Furniture Limited* (北京偉森盛業傢俱有限公司) (“Vissam Prosperity”), a company under the Group continued to penetrate into the specialized furniture industry in areas such as education, geriatric care and medical. Following the full release of the pandemic in China in 2023, while the market has seen a rebound in consumption, market demand and competitive pressures have also been mounting.

醫養產品銷售

本集團下屬的北京偉森盛業傢俱有限公司(「偉森盛業」)繼續深耕教育、養老、醫療等專業傢俱行業。在二零二三年中國疫情全面放開後，雖然市場迎來了消費回補，但市場需求和競爭壓力也與日俱增。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

During the first half of 2023, the Group mainly focused on market development, with the education industry as the major target customer group.

In the first half of the year, we participated in 7 offline market activities, while conducting online brand promotion to strive for substantial contact and transformation of the project. A total of 513 clients were served during the event period, of which 107 were active clients. Media coverage and interviews for 7 exhibitions were conducted online, and brand and event promotion was carried out on websites such as Tencent, China Education Equipment Caigouwang, Sina News and China Nursing Care, with an exposure of 140,824,720 views. Under the rapid coordination of the joint efforts of various departments, we participated in the project tenders and competitions, and successfully signed a number of projects, including, among others, “Changchun Liwang Experimental School Teaching and Office Dining Hall Furniture Procurement Project”, “Changchun Huyucheng Experimental School”, “Community and Humanity Building of Tongzhou Campus of Renmin University of China”, “Hainan Yunhai Experimental Learning Teaching Furniture”, “Wen San Building of Liangxiang Campus of Beijing Technology and Business University” and other key projects.

Meanwhile, Vissam Prosperity successfully completed the annual inspection of China Environmental Labelling Product Certification, China Eco Labelling Certification, Safety Product Certification, and Commodity After-Sales Service Certification. At the same time, it was awarded important certificates in the industry such as “2023 Top 10 Brands of Office Furniture”, “2023 Top 10 Brands of Furniture for the Elderly”, “2023 Top 10 Leading Brands of School Furniture”, and “2023 Top 10 Brands of Hospital Furniture”, etc., which were awarded by China Procurement and Bidding Network.

二零二三年上半年，本集團主要集中於市場開拓中，以教育行業為主要目標客戶群。

上半年我們參加了7場線下市場活動，同時進行線上品牌宣傳，爭取項目的實質性接洽和轉化。活動期間共接待513個客戶，其中有效客戶數量為107個，線上進行了7場展會的媒體報導和採訪，在騰訊網、中國教育裝備採購網、新浪新聞及中國養老等網站進行品牌和活動的聯動宣傳，達到曝光量140,824,720次瀏覽。在多部門聯動快速協調配合下，我們參加的項目投標和競爭中，成功簽訂多個項目，其中包括「長春力旺實驗學校教學辦公餐廳傢俱採購項目」、「長春湖語城實驗學校」、「中國人民大學通州校區社人樓」、「海南雲海實驗學習教學傢俱」、「北京工商大學良鄉校區文三樓」等重點項目。

與此同時，偉森盛業成功完成了中國環境標誌產品認證、中國環保認證、安全產品認證、商品售後服務認證等證書的年檢工作。同時，獲得由中國採購與招標網頒佈的「二零二三年辦公傢俱十大品牌」、「二零二三年適老傢俱十大品牌」、「二零二三年學校傢俱十大領軍品牌」及「二零二三年醫院傢俱十大品牌」等行業重要證書。

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Finally, we strive to create and protect health, and actively participate in social welfare activities. In the first half of the year, Vissam Prosperity participated in a public welfare activity organized by the Shanghai Juequn Culture and Education Foundation, and donated furniture to the Juequn Children's Care Room at the Children's Hospital of Fudan University.

FUTURE PROSPECT

With the gradual receding of the impact of the three-year-long COVID-19 pandemic and the recovery of domestic economic activities, the Group has actively deployed its future development direction in the greater healthcare industry in the first half of the year. After years of penetration in the geriatric care business, health industrial park and medical and nursing furniture industry, the Group has gradually established a greater healthcare industry chain.

In respect of the geriatric care industry, the Group will focus on building the "Beikang Medical and Geriatric Care" brand and continue to leverage on the strengths of the operation model of "chain operation with integrated medical and geriatric care", and continue to reinforce and strengthen its core competitiveness in chain management, standardization, specialization and integration of medical and geriatric care, as well as continue its penetration into the Yangtze River Delta region, which is characterized by its robust economy and strong consumer demand, to accelerate the expansion of elderly beds. Following the acquisition of 152 beds in the Changzhou Luoxi Geriatric Care Center in July 2023, the Group is now actively working with the local government to secure resources for the center, aiming to increase the number of beds by 500 to 1,000 in the current year.

最後，我們努力創造和守護健康，積極參與到社會公益活動，上半年偉森盛業參與由上海覺群文教基金會舉辦的公益活動，向復旦大學附屬兒童醫院「覺群兒童關懷室」捐贈傢俱。

未來展望

隨著長達三年的新冠疫情影響逐漸消退，國內經濟活動復甦，本集團上半年積極部署未來於大健康產業的發展方向。在養老業務、健康產業園以及醫養傢俱產品行業深耕多年，目前已逐漸形成大健康產業鏈的局部。

在養老產業方面，本集團將重點打造「北康醫養」品牌，繼續發揮「連鎖經營、醫養結合」運營模式的優勢，持續鞏固和強化連鎖化、標準化、專業化和醫養結合的核心競爭力，將繼續深耕經濟實力強、消費需求旺盛的長三角地區，加快拓展養老床位。繼二零二三年七月取得常州市羅溪養老中心152張床位後，本集團正積極與地方政府爭取養老中心資源，務求本年度能增加500至1,000張床位。

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In respect of health industrial parks, China has stepped up its supervision of the real estate industry and the pressure of high debts on the domestic real estate industry has not been alleviated. In the face of uncertainties in the macro environment, the Group will not increase its investment in health parks for the time being. It is expected that in the second half of the year, the Group will actively promote the governmental approval procedures for its stock projects, while identifying suitable partners to dispose of certain projects in a timely manner.

In respect of the business of medical and geriatric products, in the second half of the year, we will continue to focus on the market development and maintenance of educational products, complemented by medical and healthcare and office furniture, strengthen the online promotion of our brands, and further improve our existing stock projects as well as open up new business orders. Meanwhile, the Group is actively identifying suitable merger and acquisition target companies to increase the investment and development of the business, in the hope of creating greater benefits for shareholders.

在健康產業園方面，國家對地產行業加強監管，國內地產行業面對高負債的壓力一直未能減輕，面對宏觀環境不明朗，本集團暫不會加大於健康產業園的投入。預計下半年，本集團將積極推進存量項目的政府審批手續，同時物色合適的合作夥伴適時出售部份項目。

在醫養產品業務方面，下半年我們將繼續以教育類產品為主，醫養、辦公傢俱為輔的市場開拓和維護模式，加強品牌的線上宣傳，深入做好現有存量項目並開拓新的業務訂單。與此同時，本集團正積極物色合適的併購標的公司，加大本業務之投入及發展，期望為股東創造更大之收益。

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FINANCIAL REVIEW

OPERATING REVENUE

For the first half of 2023, the operating revenue of the Group was HK\$78,038,000, representing a decrease of 15.0% as compared to the corresponding period last year, which was mainly due to the decrease in revenue from the sales of medical and geriatric products by 15.1% to HK\$74,786,000. The major source markets for the medical and geriatric products segment are mostly from corporate and institutional tender, with a lead time of approximately half a year to one year from the winning of the tender to the delivery of the products. As China was still under semi-closure in the second half of 2022 under the impact of COVID-19 pandemic, the order backlog of the Group has relatively decreased, resulting in a decrease in revenue carried-forward during the period.

COST OF SALES

Cost of sales was HK\$59,314,000, representing a decrease of 10.9%. Cost of sales mainly includes cost of purchases, freight, installation fees and wage expenses.

GROSS PROFIT MARGIN

During the period, the overall gross profit margin of the Group was 24.0%, representing a decrease of 3.5% as compared to 27.5% for the corresponding period last year, which mainly due to a rapid rise in raw material prices resulting from the worldwide inflation.

財務回顧

營業收入

二零二三年上半年，本集團之營業收入為78,038,000港元，較去年同期減少15.0%，主要是由於醫養產品銷售收入減少15.1%至74,786,000港元。醫養產品分部的主要客源，大多數來自於企業及機構的招標訂單，由中標至交付產品的週期約為半年至一年。由於二零二二年下半年，中國仍在新冠疫情的影響下處於半封閉狀態，本集團的訂單儲備數量相對減少，以致本期間結轉之收入有收下降。

銷售成本

銷售成本減少10.9%至59,314,000港元。銷售成本主要包括採購成本、運費、安裝費及工資費用等。

毛利率

本期間，本集團整體毛利率為24.0%，而去年同期則為27.5%，下降3.5%，主要由於環球通漲導致原材料價格上升較快。

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OTHER INCOME AND GAINS, NET

For the first half of 2023, other income and gains, net was approximately HK\$21,352,000, representing a decrease of 6.6% as compared to HK\$22,851,000 for the corresponding period last year. The decrease in other income and gains, net was mainly due to the decrease in the debt investment, equity investments and financial assets investments related income in the first half of the year from approximately HK\$10,565,000 for the corresponding period last year to approximately HK\$4,456,000 for the current period. In addition, due to the uncertain macro-environment faced by the real estate industry in China, the fair value losses on investment properties further increased to HK\$7,677,000 as compared to HK\$2,656,000 for the corresponding period last year. The above decrease was diluted by the gain on exchange differences of HK\$10,112,000 recorded in the first half of the year, which was mainly attributable to the appreciation of CAD against HK\$ by approximately 3.2% in the first half of 2023, as there was no such gain in the first half of 2022.

Excluding the debt investment, equity investments, financial assets investments related income and gain on foreign exchange difference, other income and gains, net mainly included bank interest and other interest of HK\$7,426,000 (corresponding period in 2022: HK\$6,964,000) and rental income of HK\$5,285,000 (corresponding period in 2022: HK\$6,575,000).

其他收入及收益淨額

二零二三年上半年，其他收入及收益淨額約為21,352,000港元，比去年同期22,851,000港元減少6.6%。其他收入及收益淨額減少主要由於上半年債權投資、權益投資及金融資產投資相關收入由去年同期約10,565,000港元減至當期約4,456,000港元所致。另外，由於國內地產行業面對宏觀環境不明朗，以致本期投資物業之公平值虧損進一步擴大到7,677,000港元，去年同期為2,656,000港元。以上跌幅被上半年錄得匯兌差額收益10,112,000港元所稀釋，錄得匯兌差額收益主要由於加拿大元兌港元於二零二三年上半年升值約3.2%所致，而二零二二年上半年並沒產生相關收益。

除去債權投資、權益投資及金融資產投資相關收入和匯兌差額收益外，其他收入及收益淨額主要為銀行利息及其他利息收入7,426,000港元（二零二二年同期：6,964,000港元）及租金收入5,285,000港元（二零二二年同期：6,575,000港元）。

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SELLING AND DISTRIBUTION EXPENSES

For the first half of 2023, the selling and distribution expenses were HK\$7,176,000 (corresponding period in 2022: HK\$6,429,000), representing 9.2% of the total sales amount (corresponding period in 2022: 7.0%). Selling and distribution expenses mainly included salaries of approximately HK\$2,958,000 (corresponding period in 2022: HK\$2,874,000), office costs of approximately HK\$1,556,000 (corresponding period in 2022: HK\$1,312,000) and promotional fees of approximately HK\$1,469,000 (corresponding period in 2022: HK\$787,000).

The increase in the selling and distribution expenses during the period was mainly attributable to the increase in the Group's participation in exhibitions in the first half of 2023 to promote furniture products.

ADMINISTRATIVE EXPENSES

For the first half of 2023, the administrative expenses were HK\$41,603,000, representing a decrease of 25.6% in expenses as compared to HK\$55,951,000 for the corresponding period last year. The administrative expenses mainly included staff costs (including directors' remuneration) of HK\$17,488,000 (corresponding period in 2022: HK\$22,714,000), professional advisory fees of HK\$2,478,000 (corresponding period in 2022: HK\$4,508,000), depreciation and amortisation charge of HK\$11,682,000 (corresponding period in 2022: HK\$14,350,000), business entertainment expenses of HK\$1,555,000 (corresponding period in 2022: HK\$1,409,000), travelling expenses of HK\$1,804,000 (corresponding period in 2022: HK\$981,000) and office costs of HK\$2,922,000 (corresponding period in 2022: HK\$4,044,000). The decrease in administrative expenses was mainly due to the implementation of the Group's tightening expense policy which resulted in an effective reduction of various administrative expenses.

銷售及分銷開支

二零二三年上半年之銷售及分銷開支為7,176,000港元(二零二二年同期: 6,429,000港元), 佔總銷售金額9.2%(二零二二年同期: 7.0%)。銷售及分銷開支主要包括薪酬約2,958,000港元(二零二二年同期: 2,874,000港元)、辦公費用約1,556,000港元(二零二二年同期: 1,312,000港元)及推廣費用約1,469,000港元(二零二二年同期: 787,000港元)。

本期間銷售及分銷開支增加主要由於本集團於二零二三年上半年為推廣傢俱產品而增加參與展覽活動。

行政開支

二零二三年上半年之行政開支為41,603,000港元, 較去年同期55,951,000港元的開支減少25.6%。行政開支主要包括員工成本(包括董事薪酬)17,488,000港元(二零二二年同期: 22,714,000港元)、專業諮詢費2,478,000港元(二零二二年同期: 4,508,000港元)、折舊及攤銷費用11,682,000港元(二零二二年同期: 14,350,000港元)、業務招待費1,555,000港元(二零二二年同期: 1,409,000港元)、差旅費1,804,000港元(二零二二年同期: 981,000港元)及辦公費用2,922,000港元(二零二二年同期: 4,044,000港元)等。行政開支減少主要是由於本集團實施緊縮開支政策, 各項行政開支均得到有效的減少。

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IMPAIRMENT LOSSES OF FINANCIAL ASSETS

Impairment losses of financial assets were mainly attributable to the provision for impairment of the Group's receivables and other receivables. During the period, some trade receivables were not repaid on time due to the continued impact of the pandemic. Taking into account the repayment ability of the defaulters, the Group has made a provision for impairment of the affected balances.

OTHER EXPENSES AND LOSSES

Other expenses and losses were mainly one-off non-cash charges. For the six months ended 30 June 2023, the Group incurred other expenses and losses of HK\$1,801,000 (corresponding period last year: HK\$1,806,000). The other expense and losses were mainly the impairment of investments in associates of approximately HK\$1,717,000.

FINANCE COSTS

For the first half of 2023, the total finance costs were HK\$263,000 (corresponding period in 2022: HK\$602,000), representing a decrease of 56.3% as compared with that in the corresponding period last year, which was mainly due to the drop in the weighted average balance of borrowings of the Group during the period.

SHARE OF PROFITS AND LOSSES OF JOINT VENTURES

Share of profits and losses of joint ventures mainly included the share of 47.47% of loss attributable to shareholders of 1121695 B.C. Ltd. of approximately HK\$206,000 (corresponding period in 2022: HK\$6,249,000).

金融資產減值虧損

金融資產減值虧損主要為對本集團之應收賬款及其他應收賬款所作之減值撥備。本期間由於依然受到疫情之影響，部份應收貿易賬款未能按期償還。經考慮到欠款人之還款能力，本集團已對受影響之餘額作出減值撥備。

其他開支及虧損

其他開支及虧損主要為一次性非現金支出的費用，截至二零二三年六月三十日六個月止，本集團之其他開支及虧損為1,801,000港元(去年同期：1,806,000港元)。其他開支及虧損主要為於聯營公司之投資減值約1,717,000港元。

融資成本

二零二三年上半年之總融資成本為263,000港元(二零二二年同期：602,000港元)，較去年同期減少56.3%，主要是由於本期間本集團的加權平均借貸餘額下跌所致。

應佔合營公司溢利及虧損

應佔合營公司盈虧主要為應佔1121695 B.C. Ltd.股東應佔虧損之47.47%約206,000港元(二零二二年同期：6,249,000港元)。

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SHARE OF PROFITS AND LOSSES OF ASSOCIATES

Share of profits and losses of associates mainly included the share of 25.07% of loss attributable to shareholders of Beijing Sports and Entertainment Industry Group Limited of approximately HK\$4,573,000 (corresponding period in 2022: HK\$4,346,000), and the share of 20% of loss attributable to shareholders of Shanghai Junbo Textiles Limited* of approximately HK\$1,423,000 (corresponding period in 2022: HK\$3,390,000).

NET ASSETS

As at 30 June 2023, the net assets of the Group was approximately HK\$2,080,592,000, representing a decrease of approximately HK\$63,068,000 from approximately 2,143,660,000 as at 31 December 2022. Excluding the generation of loss of approximately HK\$18,032,000 during the period, the net assets decreased by HK\$45,036,000 as compared to 31 December 2022, which was mainly due to the depreciated exchange rate of RMB against Hong Kong dollar of approximately 3.1% during the first half of 2023, the Group recognized exchange losses of HK\$44,765,000 in other comprehensive income and losses.

LIQUIDITY AND FINANCIAL RESOURCES

As at 30 June 2023, the Group held cash and cash equivalents of approximately HK\$140,075,000 (31 December 2022: HK\$193,726,000) and balance of wealth management products from banks of approximately HK\$225,014,000 (31 December 2022: HK\$221,773,000).

As at 30 June 2023, interest-bearing bank borrowings of the Group amounted to HK\$nil (31 December 2022: HK\$25,747,000).

應佔聯營公司溢利及虧損

應佔聯營公司盈虧主要包括應佔北京體育文化產業集團有限公司之股東應佔虧損之25.07%約4,573,000港元(二零二二年同期：4,346,000港元)及應佔上海駿帛紡織品有限公司之股東應佔虧損之20%約1,423,000港元(二零二二年同期：3,390,000港元)。

資產淨值

於二零二三年六月三十日，本集團資產淨值約為2,080,592,000港元，較二零二二年十二月三十一日約2,143,660,000港元減少約63,068,000港元。除本期間產生虧損約18,032,000港元外，資產淨值較二零二二年十二月三十一日減少45,036,000港元，主要因為人民幣兌港元匯率於二零二三年上半年貶值約3.1%，集團於其他全面收益虧損確認匯兌虧損44,765,000港元所致。

流動資金及財務資源

於二零二三年六月三十日，本集團持有之現金及現金等值物約140,075,000港元(二零二二年十二月三十一日：193,726,000港元)，銀行理財產品結餘225,014,000港元(二零二二年十二月三十一日：221,773,000港元)。

於二零二三年六月三十日，本集團之計息銀行借貸為零港元(二零二二年十二月三十一日：25,747,000港元)。

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As at 30 June 2023, the net current assets of the Group amounted to HK\$622,212,000 and the current ratio was 5.5 times. The Group maintained sufficient bank credit facilities to meet working capital needs and had sufficient cash resources to finance its capital expenditure in the foreseeable future.

The Group agreed that meticulous management on cash flow is the key to success. To ensure that there is sufficient capital to satisfy the need of the Group's rapid growth, the Group remains good relationships with each of the banks from time to time, so that the Group gains easy access to application for loans.

CAPITAL STRUCTURE

The Group took full advantage of the financing platform as a listed company by striving for a constant optimisation of the capital and financing structure, so as to obtain sufficient funds to finance the future projects of health and geriatric care. During the period, the Group's operations were mainly financed by internal resources and bank loans.

As at 30 June 2023, the number of issued share of the Company was 6,058,772,027 shares. Equity attributable to shareholders of the Company amounted to approximately HK\$1,980,304,000 (31 December 2022: approximately HK\$2,037,238,000) and total equity was approximately HK\$2,080,592,000 (31 December 2022: approximately HK\$2,143,660,000).

於二零二三年六月三十日，本集團淨流動資產達622,212,000港元，流動比率為5.5倍。本集團保持足夠銀行信貸融資以滿足營運資金需要，並持有充裕現金資源於可見未來撥付資本開支。

本集團認為審慎之現金流管理乃成功之關鍵。為確保資金足以應付本集團之快速增長，本集團不時與各銀行保持良好業務關係，以便本集團日後易於提出借貸申請。

資本結構

本集團充分利用作為上市公司的融資平台優勢，力求不斷優化資本及融資結構，以為未來健康及養老產業項目取得充足資金。期內，本集團的業務運作主要透過內部資源及銀行貸款提供資金。

於二零二三年六月三十日，本公司已發行股數為6,058,772,027股股份，本公司股東應佔權益約1,980,304,000港元(二零二二年十二月三十一日：約2,037,238,000港元)，總權益約2,080,592,000港元(二零二二年十二月三十一日：約2,143,660,000港元)。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

CAPITAL EXPENDITURE

For the six months ended 30 June 2023, the Group's capital expenditure was approximately HK\$343,000 (corresponding period in 2022: HK\$16,818,000), which was mainly due to the purchase of properties, plants and equipment.

PLEDGE OF ASSETS

As at 30 June 2023, the following assets were pledged to secure the banking facilities granted to the Group:

資本開支

截至二零二三年六月三十日止六個月期間，本集團資本開支為約343,000港元(二零二二年同期：16,818,000港元)，主要為購置物業、廠房及設備。

資產抵押

於二零二三年六月三十日，已抵押以下資產，作為本集團獲授銀行授信之擔保：

		30 June 2023 二零二三年 六月 三十日 HK\$'000 千港元	31 December 2022 二零二二年 十二月 三十一日 HK\$'000 千港元
Property, plant and equipment	物業、廠房及設備	-	14,176
Investment properties	投資物業	-	21,269
		-	35,445

MATERIAL INVESTMENTS

The Group had no additional material investment for the period ended 30 June 2023.

The Group is actively identifying and exploring suitable investments with potential and synergy effect to its existing businesses. The Group will only consider any potential investments which are in the interests of the Company and the shareholders as a whole. No agreement for material investment has been entered into as at the date of this report.

重大投資

截至二零二三年六月三十日止期間，本集團並無新增任何重大投資。

本集團正積極尋找及探索潛在及具有協同效應的合適投資，以將其帶至現行的業務。本集團將只考慮以本公司及股東整體利益為依歸的任何潛在投資。截至本報告日期，並未訂立重大投資的協議。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

CONTINGENT LIABILITIES

The Group has contingent liabilities up to RMB28,000,000 (equivalent to approximately HK\$30,369,000) as a guarantor for the bank facility granted to an associate of the Company (31 December 2022: RMB28,000,000 (equivalent to approximately HK\$31,344,000)).

As at 30 June 2023, the associate has utilized bank loans of approximately RMB25,712,000 (equivalent to approximately HK\$27,888,000) which is guaranteed by the Group (31 December 2022: approximately RMB26,422,000 (equivalent to approximately HK\$29,578,000)).

Save as disclosed above, the Group has no significant contingent liabilities as at 30 June 2023.

FOREIGN EXCHANGE RISK

Majority of the subsidiaries of the Group operate in the PRC with most of the transactions denominated and settled in RMB. Fluctuations of RMB exchange rates would impact the Group's net asset value in the preparation of the Group's consolidated accounts. If RMB appreciates/depreciates against HK\$, the Group would record a(n) increase/decrease in the Group's net asset value. Also, the Group has exposure to foreign exchange risks in relation to other receivables and investments in a joint venture denominated in CAD. During the six months ended 30 June 2023, in respect of the Group's exposure to potential foreign exchange risks arising from the currency exchange rate fluctuations, it did not make any arrangement or use any financial instruments to hedge against potential foreign exchange risks. However, the management will continue to monitor foreign exchange risks and adopt hedging measures where necessary.

或然負債

本集團就授予本公司一間聯營公司之銀行融資作為擔保人，擁有或然負債最多人民幣28,000,000元(相當於約30,369,000港元)(二零二二年十二月三十一日：人民幣28,000,000元(相當於約31,344,000港元))。

於二零二三年六月三十日，該聯營公司已動用由本集團提供擔保的銀行貸款約人民幣25,712,000(相當於約27,888,000港元)(二零二二年十二月三十一日：約人民幣26,422,000元(相當於約29,578,000港元))。

除上文披露者外，於二零二三年六月三十日，本集團並無重大或然負債。

外匯風險

本集團大部分附屬公司於中國經營，且大部分交易以人民幣計值及結算。在編製本集團綜合賬目時會因人民幣匯率波動而影響本集團的資產淨值。倘人民幣兌港元出現升值／貶值，則本集團將錄得本集團資產淨值增加／減少。此外，本集團同時承受來自於以加拿大元結算的其他應收款項及對一間合營公司之投資的外匯風險。截至二零二三年六月三十日止六個月，本集團面對貨幣匯率波動所產生之潛在匯風險，並無作出任何安排或利用任何財務工具對沖潛在匯風險，然而，管理層將繼續監察外匯風險，並在需要時採取對沖措施。

EMPLOYEES AND REMUNERATION POLICY

As at 30 June 2023, the Group had approximately 170 employees (corresponding period in 2022: 168) (76 males and 94 females (corresponding period in 2022: 75 males and 93 females)). Total staff costs (including Directors' emoluments) for the six months ended 30 June 2023 amounted to approximately HK\$21,480,000 (corresponding period in 2022: approximately HK\$26,242,000).

The Group's remuneration policy is that all employees are rewarded on the basis of market levels. In addition to salaries, the Group provides staff benefits including medical insurance, contribution to staff's mandatory provident fund and social insurance in the PRC. To motivate and reward staff, the Group has a discretionary performance bonus scheme and a year-end award scheme to drive their performance and growth. The Company has also established a share option scheme and an employee option scheme to recognize the performance of its employees.

僱員及薪酬政策

於二零二三年六月三十日，本集團有員工約170名，其中男性76名，女性94名（二零二二年同期：168名，其中男性75名，女性93名），而截至二零二三年六月三十日止六個月期間之總員工成本（包括董事酬金）約21,480,000港元（二零二二年同期：約26,242,000港元）。

本集團的薪酬政策是所有僱員薪酬均以市場水平釐定。除薪金以外，本集團亦提供僱員福利，包括醫療保險、員工強制性公積金供款及中國社會保險。為鼓勵及獎勵僱員，本集團制定酌情績效花紅及年終獎計劃，以推動僱員表現及成長。本公司亦設立購股權計劃及員工期權計劃以表揚僱員表現。

* For identification purpose only

* 僅供識別

ADDITIONAL INFORMATION

額外資料

1. DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

At 30 June 2023, the interests and short positions of the directors and chief executives of the Company and their associates in the shares and underlying shares of the Company and its associated corporations, as recorded in the register maintained by the Company pursuant to Section 352 of the Securities and Futures Ordinance (“SFO”), or as otherwise notified to the Company and The Stock Exchange of Hong Kong Limited (“the Stock Exchange”) pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (“Model Code”), were as follows:

LONG POSITIONS IN THE SHARES OF THE COMPANY

Name of director	Capacity	Interest in shares	Interest in underlying shares	Total interest in shares	Approx. percentage of the issued share capital of the Company
董事姓名	身份	股份權益	相關股份權益	股份權益總額	佔本公司已發行股本概約百分比
Mr. Wang Zheng Chun 王正春先生	Beneficial owner 實益擁有人	5,468,750	30,000,000 (Note 4) (附註4)	35,468,750	0.59%
	Interest held by spouse 由配偶持有權益	35,074,000 (Note 1) (附註1)	-	35,074,000	0.58%
	Interest held by controlled corporation 由受控制法團持有之權益	64,811,000 (Note 2) (附註2)	-	64,811,000	1.07%
		105,353,750	30,000,000	135,353,750	2.24%

1. 董事及最高行政人員於股份及相關股份之權益及淡倉

於二零二三年六月三十日，本公司董事及最高行政人員以及彼等之聯繫人於本公司及其相聯法團之股份及相關股份中，擁有記錄於本公司根據證券及期貨條例（「證券及期貨條例」）第352條規定存置之登記冊，或根據上市發行人董事進行證券交易的標準守則（「標準守則」）已另行知會本公司及香港聯合交易所有限公司（「聯交所」）之權益及淡倉如下：

於本公司股份之好倉

ADDITIONAL INFORMATION

額外資料

1. DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES – continued LONG POSITIONS IN THE SHARES OF THE COMPANY – continued

1. 董事及最高行政人員於股份及相關股份之權益及淡倉 – 續

於本公司股份之好倉 – 續

Name of director	Capacity	Interest in shares	Interest in underlying shares	Total interest in shares	Approx. percentage of the issued share capital of the Company
董事姓名	身份	股份權益	相關股份權益	股份權益總額	佔本公司已發行股本概約百分比
Mr. Zhu Shi Xing 祝仕興先生	Beneficial owner 實益擁有人	-	30,000,000 (Note 3) (附註3)	30,000,000	0.50%
Mr. Liu Xue Heng 劉學恒先生	Beneficial owner 實益擁有人	-	30,000,000 (Note 3) (附註3)	30,000,000	0.50%
Mr. Gu Shan Chao 顧善超先生	Beneficial owner 實益擁有人	-	30,000,000 (Note 3) (附註3)	30,000,000	0.50%
Mr. Siu Kin Wai 蕭健偉先生	Beneficial owner 實益擁有人	-	10,000,000 (Note 3) (附註3)	10,000,000	0.17%
Mr. Hu Shiang Chi 胡湘麒先生	Beneficial owner 實益擁有人	-	15,000,000 (Note 3) (附註3)	15,000,000	0.25%
Mr. Robert Winslow Koepp 康仕學先生	Beneficial owner 實益擁有人	-	7,000,000 (Note 3) (附註3)	7,000,000	0.12%
Mr. Wu Yong Xin 吳永新先生	Beneficial owner 實益擁有人	-	4,000,000 (Note 3) (附註3)	4,000,000	0.07%
Mr. Tse Man Kit, Keith 謝文傑先生	Beneficial owner 實益擁有人	-	4,000,000 (Note 3) (附註3)	4,000,000	0.07%
Mr. Zhang Yun Zhou 張運周先生	Beneficial owner 實益擁有人	-	2,000,000 (Note 3) (附註3)	2,000,000	0.03%

ADDITIONAL INFORMATION

額外資料

1. DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES – continued

LONG POSITIONS IN THE SHARES OF THE COMPANY – continued

Notes:

1. Mr. Wang Zheng Chun ("Mr. Wang") is deemed to be interested in 35,074,000 shares, being the interests beneficially held by his spouse, Madam Shen Ling Zhao.
2. The 64,811,000 shares are held by Hillfame Holdings Limited, a company incorporated in the British Virgin Islands and the entire issued share capital of which is beneficially owned by Mr. Wang.
3. The interests were derived from share options granted by the Company on 2 April 2015 and 28 January 2016 which entitled the holders thereof to subscribe for Shares at an exercise price of HK\$0.61 and HK\$0.53 per Share respectively. First 30% of the share options granted were vested from 2 April 2016 and 28 January 2017 (as the case may be), second 30% of the share options granted were vested from 2 April 2017 and 28 January 2018 (as the case may be) and remaining 40% of the share options granted were vested from 2 April 2018 and 28 January 2019 (as the case may be). The share options are exercisable from the vesting date until 1 April 2025 and 27 January 2026 (as the case may be).

Other than as disclosed above, none of the Directors and chief executives, nor their associates had any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations as recorded in the register required to be kept under Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

1. 董事及最高行政人員於股份及相關股份之權益及淡倉 – 續

於本公司股份之好倉 – 續

附註：

1. 王正春先生(「王先生」)被視為於35,074,000股股份中擁有權益，而該等權益由彼之配偶沈領招女士實益持有。
2. 該64,811,000股股份由峰榮控股有限公司持有，該公司為於英屬處女群島註冊成立之公司，其全部已發行股本由王先生實益擁有。
3. 該等權益乃產生自本公司於二零一五年四月二日及二零一六年一月二十八日授出的購股權，該等購股權分別賦予其持有人權利以行使價每股股份0.61港元及每股股份0.53港元認購股份。已授出第一批30%購股權自二零一六年四月二日及二零一七年一月二十八日(視情況而定)起歸屬；已授出第二批30%購股權自二零一七年四月二日及二零一八年一月二十八日(視情況而定)起歸屬；及已授出餘下40%購股權自二零一八年四月二日及二零一九年一月二十八日(視情況而定)起歸屬。購股權可由歸屬日期起至二零二五年四月一日及二零二六年一月二十七日(視情況而定)行使。

除上文披露者外，概無董事及最高行政人員或彼等之聯繫人於本公司或其任何相聯法團之任何股份、相關股份或債權證中，擁有記錄於根據證券及期貨條例第352條規定須存置之登記冊，或根據標準守則已另行知會本公司及聯交所之任何權益或淡倉。

ADDITIONAL INFORMATION

額外資料

2. SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

Other than as disclosed above in the section headed "Directors' and chief executive's interests and short positions in shares and underlying shares", at 30 June 2023, the shareholders (other than the directors or chief executive of the Company) who had interests or short positions in the shares and underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO or which were recorded in the register required to be kept by the Company under Section 336 of the SFO or had otherwise been notified to the Company were as follows:

LONG POSITIONS IN THE SHARES OF THE COMPANY

Name of shareholder 股東名稱／姓名	Capacity 身份	Number of shares beneficially held 實益擁有股份數目	Percentage of holding 持股百分比
Cosmic Stand International Limited	Beneficial owner 實益擁有人	945,000,000	15.60%
Beijing Enterprises Health and Medical Resources Group Limited 北控健康醫療資源集團有限公司	Interest held by controlled corporation (Note 1) 由受控制法團持有之權益(附註1)	945,000,000	15.60%
Beijing Properties (Holdings) Limited 北京建設(控股)有限公司	Interest held by controlled corporation (Note 1) 由受控制法團持有之權益(附註1)	945,000,000	15.60%

2. 主要股東於股份及相關股份之權益及淡倉

除於上文「董事及最高行政人員於股份及相關股份之權益及淡倉」一節所披露者外，於二零二三年六月三十日，於本公司股份及相關股份中擁有根據證券及期貨條例第XV部第2及第3分部的條文須向本公司披露，或記錄於本公司須根據證券及期貨條例第336條規定置存的登記冊內，或已另行知會本公司的權益或淡倉之股東(本公司董事或最高行政人員除外)如下：

於本公司股份之好倉

ADDITIONAL INFORMATION

額外資料

2. SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES – continued

2. 主要股東於股份及相關股份之權益及淡倉 – 續

LONG POSITIONS IN THE SHARES OF THE COMPANY – continued

於本公司股份之好倉 – 續

Name of shareholder 股東名稱/姓名	Capacity 身份	Number of shares beneficially held 實益擁有股份數目	Percentage of holding 持股百分比
Brilliant Bright Holdings Limited 皓明控股有限公司	Interest held by controlled corporation (Note 1) 由受控制法團持有之權益(附註1)	945,000,000	15.60%
Beijing Enterprises Real Estate (HK) Limited 北控置業(香港)有限公司	Interest held by controlled corporation (Note 1) 由受控制法團持有之權益(附註1)	945,000,000	15.60%
Beijing Enterprises Real-Estate Group Limited 北京北控置業有限責任公司	Interest held by controlled corporation (Note 1) 由受控制法團持有之權益(附註1)	945,000,000	15.60%
Illumination Holdings Limited	Interest held by controlled corporation (Note 1) 由受控制法團持有之權益(附註1)	945,000,000	15.60%
Beijing Holdings Limited 京泰實業(集團)有限公司	Interest held by controlled corporation (Note 1) 由受控制法團持有之權益(附註1)	945,000,000	15.60%
Beijing Enterprises Group Company Limited 北京控股集團有限公司	Interest held by controlled corporation (Note 1) 由受控制法團持有之權益(附註1)	945,000,000	15.60%
Beijing Investment Co., Limited 北京投資有限公司	Beneficial owner 實益擁有人	548,409,806	9.05%

ADDITIONAL INFORMATION

額外資料

2. SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES – continued

2. 主要股東於股份及相關股份之權益及淡倉 – 續

LONG POSITIONS IN THE SHARES OF THE COMPANY – continued

於本公司股份之好倉 – 續

Name of shareholder 股東名稱/姓名	Capacity 身份	Number of shares beneficially held 實益擁有股份數目	Percentage of holding 持股百分比
Beijing Financial Holdings Group Limited 北京金融控股集團有限公司	Interest held by controlled corporation (Note 2) 由受控制法團持有之權益(附註2)	548,409,806	9.05%
Beijing Financial Investment Holdings Limited 北京金融投資控股有限公司	Interest held by controlled corporation (Note 2) 由受控制法團持有之權益(附註2)	548,409,806	9.05%
Ng Kin Nam 吳健南	Beneficial owner 實益擁有人	401,300,000	6.62%
Jangho Group Company Limited 江河創建集團股份有限公司	Interest held by controlled corporation (Note 3) 由受控制法團持有之權益(附註3)	324,684,000	5.36%
Lin Chih Lung 林志龍	Beneficial owner 實益擁有人	166,212,000	2.74%
	Interest held by controlled corporation (Note 4) 由受控制法團持有之權益 (附註4)	148,324,000	2.45%
		314,536,000	5.19%

2. SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES – continued

LONG POSITIONS IN THE SHARES OF THE COMPANY – continued

Notes:

1. These Shares were beneficially owned by Cosmic Stand International Limited. Cosmic Stand International Limited is wholly owned by Beijing Enterprises Health and Medical Resources Group Limited which is in turn wholly owned by Beijing Properties (Holdings) Limited. Beijing Properties (Holdings) Limited is owned as to 35.72%, 22.73%, 7.11% and 1.28% by Beijing Enterprises Real Estate (HK) Limited, Brilliant Bright Holdings Limited, Beijing Holdings Limited and Illumination Holdings Limited (a wholly-owned subsidiary of Beijing Enterprises Group Company Limited) respectively. Beijing Enterprises Real Estate (HK) Limited is wholly owned by Beijing Enterprises Real-Estate Group Limited which is in turn wholly owned by Beijing Enterprises Group Company Limited. Accordingly, these companies are deemed to be interested in the 945,000,000 Shares to beneficially owned by Cosmic Stand International Limited under the SFO.
2. These Shares were beneficially owned by Beijing Investment Co., Limited. Beijing Investment Co., Limited is wholly owned by Beijing Financial Holdings Group Limited which is in turn wholly owned by Beijing Financial Investment Holdings Limited. Accordingly, these companies are deemed to be interested in the 548,409,806 Shares beneficially owned by Beijing Investment Co., Limited under the SFO.

2. 主要股東於股份及相關股份之權益及淡倉－續

於本公司股份之好倉－續

附註：

1. 該等股份由 Cosmic Stand International Limited 實益擁有。Cosmic Stand International Limited 由北控健康醫療資源集團有限公司全資擁有，而北控健康醫療資源集團有限公司則由北京建設(控股)有限公司全資擁有。北京建設(控股)有限公司由北控置業(香港)有限公司、皓明控股有限公司、北京控股集團有限公司及 Illumination Holdings Limited (北京控股集團有限公司之全資附屬公司) 分別擁有 35.72%、22.73%、7.11% 及 1.28% 權益。北控置業(香港)有限公司由北京北控置業有限責任公司全資擁有，而北京北控置業有限責任公司則由北京控股集團有限公司全資擁有。因此，根據證券及期貨條例，此等公司被視為於 Cosmic Stand International Limited 實益擁有之 945,000,000 股股份中擁有權益。
2. 該等股份由北京投資有限公司實益擁有。北京投資有限公司由北京金融控股集團有限公司全資擁有，而北京金融控股集團有限公司則由北京金融投資控股有限公司全資擁有。因此，根據證券及期貨條例，該等公司被視為於北京投資有限公司實益擁有之 548,409,806 股股份中擁有權益。

ADDITIONAL INFORMATION

額外資料

2. SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES – continued

LONG POSITIONS IN THE SHARES OF THE COMPANY – continued

Notes: – continued

- 200,400,000 Shares were beneficially owned by Easy Glory Holding Limited, which is in turn wholly-owned by Gloryeild Enterprises Limited (“Gloryeild”). Gloryeild is wholly-owned by Sundart Holdings Limited and is indirectly wholly-owned by Jangho Curtain Wall Hong Kong Limited (“Jangho Curtain”). Jangho Curtain is wholly-owned by Jangho Group Company Limited (“Jangho”). 124,284,000 Shares were beneficially owned by Advance Finding Investments Limited, which is in turn wholly-owned by Peacemark Enterprises Limited (“Peacemark”). Peacemark is wholly-owned by Jangho Curtain and is indirectly wholly-owned by Jangho. Accordingly, Jangho is deemed to be interested in 324,684,000 Shares under the SFO.
- The 148,324,000 shares are held by Stable Operation Investment Limited, a company incorporated in the Samoa and the entire issued share capital of which is beneficially owned by Mr. Lin Chih Lung.

Save as disclosed above and in the section headed “Directors’ and chief executive’s interests and short positions in shares and underlying shares”, at 30 June 2023, the Company had not been notified by any persons (other than the directors or chief executives of the Company) who had interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under Section 336 of the SFO.

2. 主要股東於股份及相關股份之權益及淡倉 – 續

於本公司股份之好倉 – 續

附註：– 續

- 200,400,000 股股份由 Easy Glory Holding Limited 實益擁有，而 Easy Glory Holding Limited 由 Gloryeild Enterprises Limited (「Gloryeild」) 全資擁有。Gloryeild 由承達集團有限公司全資擁有並由江河幕牆香港有限公司(「江河幕牆」)間接全資擁有。江河幕牆由江河創建集團股份有限公司(「江河」)全資擁有。124,284,000 股股份由 Advance Finding Investments Limited 實益擁有，而 Advance Finding Investments Limited 由 Peacemark Enterprises Limited (「Peacemark」) 全資擁有。Peacemark 由江河幕牆全資擁有並由江河間接全資擁有。因此，根據證券及期貨條例，江河被視為於 324,684,000 股股份中擁有權益。
- 該 148,324,000 股股份由 Stable Operation Investment Limited 持有，該公司為於薩摩亞註冊成立之公司，其全部已發行股本由林志龍先生實益擁有。

除上文及「董事及最高行政人員於股份及相關股份之權益及淡倉」一節所披露者外，於二零二三年六月三十日，概無任何人士(本公司董事或最高行政人員除外)曾知會本公司擁有根據證券及期貨條例第XV部第2及第3分部之條文須向於本公司披露或記錄於根據證券及期貨條例第336條規定本公司須置存之登記冊內的本公司股份或相關股份之權益或淡倉。

ADDITIONAL INFORMATION

額外資料

3. SHARE OPTIONS

The details of the Company's share option scheme are set out in Note 15 of the interim condensed consolidated financial information. The following table discloses the number of outstanding share options of the Company at the beginning of the period and at 30 June 2023:

3. 購股權

本公司購股權計劃之詳情載於中期簡明綜合財務資料附註15內。下表披露期初及二零二三年六月三十日之本公司尚未行使購股權數目：

Category 類別	Number of share options at 1/1/2023 於二零二三年一月一日之購股權數目	Number of share options at 30/6/2023 於二零二三年六月三十日之購股權數目	Particulars at 30/6/2023 於二零二三年六月三十日之詳情	
			Share options granted on 2/4/2015 於二零一五年四月二日授出之購股權 (Note 1) (附註1)	Share options granted on 28/1/2016 於二零一六年一月二十八日授出之購股權 (Note 2) (附註2)
Mr. Wang Zheng Chun 王正春先生	30,000,000	30,000,000	20,000,000	10,000,000
Mr. Zhu Shi Xing 祝仕興先生	30,000,000	30,000,000	20,000,000	10,000,000
Mr. Liu Xue Heng 劉學恒先生	30,000,000	30,000,000	20,000,000	10,000,000
Mr. Gu Shan Chao 顧善超先生	30,000,000	30,000,000	20,000,000	10,000,000
Mr. Siu Kin Wai 蕭健偉先生	10,000,000	10,000,000	10,000,000	-
Mr. Hu Shiang Chi 胡湘麟先生	15,000,000	15,000,000	5,000,000	10,000,000
Mr. Robert Winslow Koepf 康仕學先生	7,000,000	7,000,000	5,000,000	2,000,000
Mr. Wu Yong Xin 吳永新先生	4,000,000	4,000,000	2,000,000	2,000,000
Mr. Tse Man Kit, Keith 謝文傑先生	4,000,000	4,000,000	2,000,000	2,000,000
Mr. Zhang Yun Zhou 張運周先生	2,000,000	2,000,000	-	2,000,000
	162,000,000	162,000,000	104,000,000	58,000,000
Other employees and eligible persons 其他僱員及合資格人士	96,000,000	96,000,000	52,500,000	43,500,000
	258,000,000	258,000,000	156,500,000	101,500,000

ADDITIONAL INFORMATION

額外資料

3. SHARE OPTIONS – continued

Notes:

1. First 30% of the options granted were vested from 2 April 2016, second 30% of the options granted were vested from 2 April 2017 and the remaining 40% of the options granted were vested from 2 April 2018. Upon the lapse of the vesting period, the share options are exercisable until 1 April 2025.
2. First 30% of the options granted were vested from 28 January 2017, second 30% of the options granted were vested from 28 January 2018 and the remaining 40% of the options granted were vested from 28 January 2019. Upon the lapse of the vesting period, the share options are exercisable until 27 January 2026.

Save as disclosed above, at no time during the period was the Company, its holding company or any of its subsidiaries a party to any arrangement to enable the Directors to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

3. 購股權 – 續

附註：

1. 首30%已授出購股權自二零一六年四月二日起歸屬，第二批30%已授出購股權自二零一七年四月二日起歸屬，而餘下40%已授出購股權自二零一八年四月二日起歸屬。於歸屬期失效後，購股權於二零二五年四月一日前均可予行使。
2. 首30%已授出購股權自二零一七年一月二十八日起歸屬，第二批30%已授出購股權自二零一八年一月二十八日起歸屬，而餘下40%已授出購股權自二零一九年一月二十八日起歸屬。於歸屬期失效後，購股權於二零二六年一月二十七日前均可予行使。

除上文披露者外，本公司、其控股公司或其任何附屬公司於期內任何時間概無訂立任何安排，致使董事可透過收購本公司或任何其他法人團體之股份或債權證而從中獲益。

ADDITIONAL INFORMATION

額外資料

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

There was no purchase, sale or redemption by the Company or any of its subsidiaries, of the Company's listed securities during the six months ended 30 June 2023.

5. COMPLIANCE WITH THE MODEL CODE OF THE LISTING RULES

The Board has adopted the provisions of the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 to the Listing Rules. The Company confirms that, after specific enquiry with each director, each of the directors has confirmed compliance with the Model Code for the six months ended 30 June 2023.

6. CORPORATE GOVERNANCE CODE

The Company has complied with the code provisions of the Corporate Governance Code (the "CG Code") as set out in Appendix 14 of the Listing Rules for the six months ended 30 June 2023.

7. AUDIT COMMITTEE

The Audit Committee was established on 11 April 2002 with written terms of reference. The Board establishes formal and transparent arrangements for considering how it applies the financial reporting and internal control principles and for maintaining an appropriate relationship with the Company's auditors.

The Audit Committee currently comprises three independent non-executive directors, namely Mr. Tse Man Kit, Keith (Chairman), Mr. Wu Yong Xin, and Mr. Gary Zhao.

4. 購買、出售或贖回本公司上市證券

於截至二零二三年六月三十日止六個月，本公司或其任何附屬公司並無購買、出售或贖回本公司的上市證券。

5. 遵守上市規則之標準守則

董事會已採納上市規則附錄十所載之上市發行人董事進行證券交易的標準守則（「標準守則」）之條文。本公司經向各董事作出特定查詢後確認，全體董事確認於截至二零二三年六月三十日止六個月均有遵守標準守則。

6. 企業管治守則

本公司於截至二零二三年六月三十日止六個月內一直遵守上市規則附錄14所載企業管治守則（「企業管治守則」）之守則條文。

7. 審核委員會

審核委員會於二零零二年四月十一日成立，並以書面訂明職權範圍。董事會就考慮財務報告及內部監控原則之應用，以及與本公司核數師維持適當關係方面，作出正式及具透明度之安排。

審核委員會成員現時包括三名獨立非執行董事謝文傑先生（主席）、吳永新先生及趙剛先生。

ADDITIONAL INFORMATION

額外資料

7. AUDIT COMMITTEE – continued

The Company's interim results announcement for the six months ended 30 June 2023 have been reviewed by the Audit Committee of the Company, and the interim report for the six months ended 30 June 2023 are not audited but have been reviewed by the Audit Committee of the Company.

8. REMUNERATION COMMITTEE

The Remuneration Committee was established on 23 May 2006 with written terms of reference. The main objective of the remuneration policy is to ensure that the Group is able to attract, retain and motivate a high calibre team which is essential to the success of the Group.

The members of the Remuneration Committee currently include three independent non-executive directors, Mr. Gary Zhao (chairman), Mr. Tse Man Kit, Keith and Mr. Wu Yong Xin.

9. NOMINATION COMMITTEE

The Nomination Committee was established on 23 May 2006 with written terms of reference. It establishes the formal process for identifying and nominating the suitable candidates for the appointment of the Board, reviews the structure, size and composition of the Board and makes recommendations to the Board with regard to any adjustments that are deemed necessary.

The members of the Nomination Committee currently include three independent non-executive directors, Mr. Wu Yong Xin (chairman), Mr. Tse Man Kit, Keith, Mr. Gary Zhao and one executive director, Mr. Zhu Shi Xing.

7. 審核委員會－續

本公司審核委員會已審閱本公司截至二零二三年六月三十日止六個月之中期業績公告，而截至二零二三年六月三十日止六個月之中期報告未經審核，但已由本公司審核委員會審閱。

8. 薪酬委員會

薪酬委員會於二零零六年五月二十三日成立，並以書面訂明其職權範圍。薪酬政策的主要目的為確保本集團可吸引、挽留及激勵對本集團成功非常關鍵的具才幹隊伍。

薪酬委員會成員現時包括三名獨立非執行董事趙剛先生(主席)、謝文傑先生及吳永新先生。

9. 提名委員會

提名委員會於二零零六年五月二十三日成立，並以書面訂明其職權範圍。提名委員會就物色及提名合適人選出任董事制訂正式程序、檢討董事會結構、規模及組成，並就其認為必要作出的任何調整，向董事會提供推薦意見。

提名委員會成員現時包括三名獨立非執行董事吳永新先生(主席)、謝文傑先生及趙剛先生，以及一名執行董事祝仕興先生。

10. INVESTMENT AND RISK MANAGEMENT COMMITTEE 10. 投資及風險管理委員會

On 8 October 2014, the Company established the Investment and Risk Management Committee with written terms of reference. The principal duties of the Investment and Risk Management Committee include overseeing the risk management and evaluating the major investment and funding projects of the Group.

The Investment and Risk Management Committee comprises four members, namely, Mr. Gu Shan Chao (chairman), Mr. Zhu Shi Xing, Mr. Liu Xue Heng and Mr. Lam Ka Tak.

於二零一四年十月八日，本公司成立投資及風險管理委員會，並以書面訂明其職權範圍。投資及風險管理委員會之主要職務包括監管風險管理，並評估本集團主要投資及資金項目。

投資及風險管理委員會由四名成員組成，包括顧善超先生（主席）、祝仕興先生、劉學恒先生及林嘉德先生。

CORPORATE INFORMATION

公司資料

BOARD OF DIRECTORS

EXECUTIVE DIRECTORS

Mr. Zhu Shi Xing (*Chairman*)
Mr. Liu Xue Heng (*Chief Executive Officer*)
Mr. Siu Kin Wai
Mr. Gu Shan Chao
Mr. Hu Shiang Chi
Mr. Wang Zheng Chun

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Gary Zhao
Mr. Robert Winslow Koepf
Mr. Tse Man Kit, Keith
Mr. Wu Yong Xin
Mr. Zhang Yun Zhou

AUTHORISED REPRESENTATIVES

Mr. Lam Ka Tak
Mr. Liu Xue Heng

COMPANY SECRETARY

Mr. Lam Ka Tak

AUDIT COMMITTEE

Mr. Tse Man Kit, Keith (*Chairman of the committee*)
Mr. Gary Zhao
Mr. Wu Yong Xin

REMUNERATION COMMITTEE

Mr. Gary Zhao (*Chairman of the committee*)
Mr. Tse Man Kit, Keith
Mr. Wu Yong Xin

NOMINATION COMMITTEE

Mr. Wu Yong Xin (*Chairman of the committee*)
Mr. Gary Zhao
Mr. Tse Man Kit, Keith
Mr. Zhu Shi Xing

INVESTMENT AND RISK MANAGEMENT COMMITTEE

Mr. Gu Shan Chao (*Chairman of the committee*)
Mr. Liu Xue Heng
Mr. Zhu Shi Xing
Mr. Lam Ka Tak

董事會

執行董事

祝仕興先生(*主席*)
劉學恒先生(*行政總裁*)
蕭健偉先生
顧善超先生
胡湘麒先生
王正春先生

獨立非執行董事

趙剛先生
康仕學先生
謝文傑先生
吳永新先生
張運周先生

法定代表

林嘉德先生
劉學恒先生

公司秘書

林嘉德先生

審核委員會

謝文傑先生(*委員會主席*)
趙剛先生
吳永新先生

薪酬委員會

趙剛先生(*委員會主席*)
謝文傑先生
吳永新先生

提名委員會

吳永新先生(*委員會主席*)
趙剛先生
謝文傑先生
祝仕興先生

投資及風險管理委員會

顧善超先生(*委員會主席*)
劉學恒先生
祝仕興先生
林嘉德先生

CORPORATE INFORMATION

公司資料

AUDITORS

Ernst & Young
Certified Public Accountants

LEGAL ADVISER

DLA Piper Hong Kong

STOCK CODE

2389

WEBSITE

www.bjhl.com.hk

PRINCIPAL BANKERS

Bank of Beijing
China Citic Bank International
Shanghai Pudong Development Bank
Bank of Jinzhou

REGISTERED OFFICE

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

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS

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909 Cheung Sha Wan Road
Cheung Sha Wan, Kowloon
Hong Kong

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Suntera (Cayman) Limited
Suite 3204, Unit 2A, Block 3
Building D, P.O. Box 1586
Gardenia Court, Camana Bay
Grand Cayman, KY1-1110
Cayman Islands

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Union Registrars Limited
Suites 3301-04, 33/F
Two Chinachem Exchange Square
338 King's Road
North Point
Hong Kong

核數師

安永會計師事務所
執業會計師

法律顧問

歐華律師事務所

股份代號

2389

網址

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主要往來銀行

北京銀行
中信銀行(國際)
上海浦東發展銀行
錦州銀行

註冊辦事處

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

總辦事處及主要營業地點

香港
九龍長沙灣
長沙灣道909號
27樓2704室

股份過戶登記總處

Suntera (Cayman) Limited
Suite 3204, Unit 2A, Block 3
Building D, P.O. Box 1586
Gardenia Court, Camana Bay
Grand Cayman, KY1-1110
Cayman Islands

香港股份過戶登記分處

聯合證券登記有限公司
香港
北角
英皇道338號
華懋交易廣場2期
33樓3301-04室



北京健康(控股)有限公司
Beijing Health (Holdings) Limited