

INTERIM REPORT

2020

中期報告



Man Sang International Limited
民生國際有限公司

(Incorporated in Bermuda with limited liability)
(於百慕達註冊成立之有限公司)

Stock Code 股份代號 : 938

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CORPORATE INFORMATION

公司資料

BOARD OF DIRECTORS

Executive Directors

Mr. Hu Xingrong (*Chairman*)
Mr. Huang Xiaohai
Mr. Jin Jianggui
Mr. Li Zhenyu
Mr. Xu Haohao (*Chief Executive Officer*)

Independent Non-Executive Directors

Ms. Pau Yee Ling
Mr. Wong Kwan Kit
Mr. Yuen Hoi Po

AUDIT COMMITTEE

Mr. Wong Kwan Kit (*Chairman*)
Ms. Pau Yee Ling
Mr. Yuen Hoi Po

REMUNERATION COMMITTEE

Ms. Pau Yee Ling (*Chairman*)
Mr. Hu Xingrong
Mr. Huang Xiaohai
Mr. Wong Kwan Kit
Mr. Yuen Hoi Po

NOMINATION COMMITTEE

Mr. Hu Xingrong (*Chairman*)
Mr. Huang Xiaohai
Ms. Pau Yee Ling
Mr. Wong Kwan Kit
Mr. Yuen Hoi Po

COMPANY SECRETARY

Ms. Ho Wing Yan *ACIS, ACS(PE)*

AUTHORISED REPRESENTATIVES

Mr. Huang Xiaohai
Ms. Ho Wing Yan

AUDITOR

SHINEWING (HK) CPA Limited

LEGAL ADVISERS

As to Hong Kong law
ONC Lawyers

As to Bermuda law
Conyers Dill & Pearman

董事會

執行董事

胡興榮先生(*主席*)
黃曉海先生
金江桂先生
李振宇先生
徐昊昊先生(*行政總裁*)

獨立非執行董事

鮑依寧女士
黃昆杰先生
袁海波先生

審核委員會

黃昆杰先生(*主席*)
鮑依寧女士
袁海波先生

薪酬委員會

鮑依寧女士(*主席*)
胡興榮先生
黃曉海先生
黃昆杰先生
袁海波先生

提名委員會

胡興榮先生(*主席*)
黃曉海先生
鮑依寧女士
黃昆杰先生
袁海波先生

公司秘書

何詠欣女士 *ACIS, ACS(PE)*

授權代表

黃曉海先生
何詠欣女士

核數師

信永中和(香港)會計師事務所有限公司

法律顧問

有關香港法律
柯伍陳律師事務所

有關百慕達法律
Conyers Dill & Pearman

PRINCIPAL BANKERS

China Construction Bank (Asia) Corporation Limited
The Hongkong and Shanghai Banking Corporation Limited

PRINCIPAL SHARE REGISTRAR

MUFG Fund Services (Bermuda) Limited
4th floor North
Cedar House
41 Cedar Avenue
Hamilton HM12
Bermuda

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Tricor Secretaries Limited
Level 54, Hopewell Centre
183 Queen's Road East
Hong Kong

LISTING INFORMATION

The Stock Exchange of Hong Kong Limited
Ordinary Share (Stock Code: 938)

REGISTERED OFFICE

Clarendon House
2 Church Street
Hamilton HM11
Bermuda

PRINCIPAL PLACE OF BUSINESS

Unit WF, 25th Floor
Eight Commercial Tower
8 Sun Yip Street
Chai Wan, Hong Kong

COMPANY WEBSITE

www.msil.com.hk

INVESTOR RELATIONS

Email: ir@msil.com.hk

主要往來銀行

中國建設銀行(亞洲)股份有限公司
香港上海滙豐銀行有限公司

主要股份登記處

MUFG Fund Services (Bermuda) Limited
4th floor North
Cedar House
41 Cedar Avenue
Hamilton HM12
Bermuda

香港股份過戶登記分處

卓佳秘書商務有限公司
香港
皇后大道東183號
合和中心54樓

上市資料

香港聯合交易所有限公司
普通股(股份代號: 938)

註冊辦事處

Clarendon House
2 Church Street
Hamilton HM11
Bermuda

主要營業地點

香港柴灣
新業街8號
八號商業廣場
25樓全層

公司網址

www.msil.com.hk

投資者關係

電郵: ir@msil.com.hk

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS

簡明綜合損益表

For the six months ended 30 September 2020 截至2020年9月30日止六個月

		Six months ended 30 September 截至9月30日止六個月	
		2020 HK\$'000 千港元 (Unaudited) (未經審核)	2019 HK\$'000 千港元 (Unaudited and restated) (未經審核及經重列)
	Notes 附註		
Revenue	4	75,123	29,593
Cost of sales		(78,125)	(21,862)
Gross (loss) profit		(3,002)	7,731
Other income and gains, net		1,799	109
Decrease in fair value of financial asset at fair value through profit or loss		—	(974)
Selling expenses		(7,465)	(7,783)
Administrative expenses		(46,229)	(27,353)
Decrease in fair value of investment properties		(16,081)	(18,897)
Finance income	5	150	21
Finance costs	5	(62,934)	(46,564)
Loss before tax	6	(133,762)	(93,710)
Income tax credits	7	1,007	434
Loss for the period		(132,755)	(93,276)
Attributable to:			
— Equity holders of the Company		(133,936)	(93,276)
— Non-controlling interests		1,181	—
		(132,755)	(93,276)
LOSS PER SHARE			
— basic and diluted (HK cents)	9	(6.79)	(4.89)

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

簡明綜合損益及其他全面收益表

For the six months ended 30 September 2020 截至2020年9月30日止六個月

		Six months ended 30 September 截至9月30日止六個月	
		2020 HK\$'000 千港元 (Unaudited) (未經審核)	2019 HK\$'000 千港元 (Unaudited) (未經審核)
Other comprehensive income (loss)	其他全面收益(虧損)		
<i>Item that may be reclassified subsequently to profit or loss:</i>	其後可能重新分類至損益的項目：		
Exchange differences on translation of foreign operations	換算境外業務之匯兌差額	64,061	(101,900)
Total comprehensive loss for the period	期內全面虧損總額	(68,694)	(195,176)
Attributable to:	各方應佔：		
— Equity holders of the Company	— 本公司股東	(69,934)	(195,176)
— Non-controlling interests	— 非控股權益	1,240	—
		(68,694)	(195,176)

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

簡明綜合財務狀況表

As at 30 September 2020 於2020年9月30日

		Notes 附註	30 September 2020 2020年 9月30日 HK\$'000 千港元 (Unaudited) (未經審核)	31 March 2020 2020年 3月31日 HK\$'000 千港元 (Audited) (經審核)
Non-current assets	非流動資產			
Investment properties	投資物業	10	1,838,091	1,750,181
Property, plant and equipment	物業、廠房及設備	10	749,146	720,724
Financial asset at fair value through profit or loss	按公允價值計入損益之金融資產		8,471	8,100
Right-of-use assets	使用權資產	11	248,168	241,741
Intangible assets	無形資產		1,661	1,019
Deferred tax assets	遞延稅項資產		548	—
			2,846,085	2,721,765
Current assets	流動資產			
Properties under development or held for sales	發展中或持作出售物業		467,132	466,064
Trade and other receivables	貿易及其他應收賬款	12	51,509	35,533
Amounts due from related companies	應收關連公司款項		1,697	2,071
Inventories	存貨		1,350	—
Cash and cash equivalents	現金及等同現金		218,094	1,376,409
			739,782	1,880,077
Current liabilities	流動負債			
Trade and other payables	貿易及其他應付賬款	13	220,948	218,436
Amounts due to related companies	應付關連公司款項		3,044	1,151
Current income tax liabilities	當期所得稅負債		148,850	141,193
Bank and other borrowings	銀行及其他借貸	15	20,011	17,686
Lease liabilities	租賃負債	11	3,978	5,827
			396,831	384,293
Net current assets	流動資產淨額		342,951	1,495,784
Total assets less current liabilities	總資產減流動負債		3,189,036	4,217,549
Non-current liabilities	非流動負債			
Deferred income tax liabilities	遞延所得稅負債		—	1,002
Promissory notes	承兌票據	14	1,011,315	980,195
Bank and other borrowings	銀行及其他借貸	15	1,400,684	2,139,670
Unsecured borrowings from a director	董事無抵押借貸	16	317,941	599,046
Lease liabilities	租賃負債	11	8,229	27,155
			2,738,169	3,747,068
Net assets	資產淨值		450,867	470,481

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

簡明綜合財務狀況表

As at 30 September 2020 於2020年9月30日

		Notes	30 September 2020 2020年 9月30日 HK\$'000 千港元 (Unaudited) (未經審核)	31 March 2020 2020年 3月31日 HK\$'000 千港元 (Audited) (經審核)
Capital and reserves	資本及儲備			
Share capital	股本	17	204,728	190,617
Reserves	儲備		244,164	279,864
Equity attributable to equity holders of the Company	本公司股東應佔權益		448,892	470,481
Non-controlling interests	非控股權益		1,975	—
Total equity	總權益		450,867	470,481

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

簡明綜合權益變動表

For the six months ended 30 September 2020 截至2020年9月30日止六個月

		Share capital	Share premium	Merger reserve	PRC statutory reserve	Translation reserve	Accumulated losses	Non-controlling interests	Total equity	
		股本	股份溢價	合併儲備	中國法定儲備	匯兌儲備	累計虧損	總計 非控股權益	總權益	
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'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	
				(Note ii) (附註ii)	(Note i) (附註i)					
Balance at 1 April 2020 (audited)	於2020年4月1日之結餘(經審核)	190,617	446,244	(35)	386	(159,956)	(6,775)	470,481	—	470,481
Loss for the period	期內虧損	—	—	—	—	—	(133,936)	(133,936)	1,181	(132,755)
Other comprehensive income:	其他全面收益：									
Exchange differences on translation of foreign operations	換算境外業務之匯兌差額	—	—	—	—	64,002	—	64,002	59	64,061
Total comprehensive income (loss) for the period	期內全面收益(虧損)總額	—	—	—	—	64,002	(133,936)	(69,934)	1,240	(68,694)
Transfer to statutory reserve	轉撥至法定儲備	—	—	—	530	—	(530)	—	—	—
Acquisition of a subsidiary (note 21)	收購一間附屬公司(附註21)	—	—	—	—	—	—	—	735	735
Issue of shares on placements (note 17)	配售時發行股份(附註17)	14,111	34,234	—	—	—	—	48,345	—	48,345
Balance at 30 September 2020 (unaudited)	於2020年9月30日之結餘(未經審核)	204,728	480,478	(35)	916	(95,954)	(141,241)	448,892	1,975	450,867

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

簡明綜合權益變動表

For the six months ended 30 September 2020 截至2020年9月30日止六個月

		Share capital	Share premium	PRC statutory reserve	Translation reserve	Retained profits	Total equity
		股本	股份溢價	中國法定儲備	匯兌儲備	保留溢利	總權益
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
				(Note i)			
				(附註i)			
Balance at 1 April 2019 (audited)	於2019年4月1日之結餘(經審核)	190,617	446,244	35	(46,223)	184,418	775,091
Loss for the period	期內虧損	—	—	—	—	(93,276)	(93,276)
Other comprehensive loss: Exchange differences on translation of foreign operations	其他全面虧損: 換算境外業務之匯兌差額	—	—	—	(101,900)	—	(101,900)
Total comprehensive loss for the period	期內全面虧損總額	—	—	—	(101,900)	(93,276)	(195,176)
Balance at 30 September 2019 (unaudited and restated)	於2019年9月30日之結餘(未經審核及經重列)	190,617	446,244	35	(148,123)	91,142	579,915

Notes:

附註:

- (i) Under the People's Republic of China (the "PRC") laws and regulations, companies registered in the PRC are required to provide for certain statutory reserve, which are to be appropriated from the net profit (after offsetting accumulated losses from prior years and before profit distribution to equity holders) as reported in their respective statutory financial statements. The statutory reserve is created for specific purposes. The PRC companies are required to appropriate 10% of their statutory net profits to statutory reserve. A company may discontinue its contribution when the aggregate sum of the statutory reserve is more than 50% of its registered capital. The statutory reserve shall only be used to make up losses of the PRC companies, to expand the PRC companies' production operations, or to increase the capital of the PRC companies. In addition, the PRC companies may make further contribution to the statutory reserve using its net profits in accordance with resolutions of the board of directors of the PRC companies.
- (ii) The merger reserve as at 30 September 2020 represented (1) the difference between the carrying amount of net assets at the date when the Group and the acquired subsidiary, Zhejiang Doof Property Management Services Co., Ltd* ("浙江多弗物業管理服務有限公司") ("Zhejiang Doof"), become under common control and the purchase consideration for Zhejiang Doof on 22 October 2018 and (2) the capital contribution of RMB467,500 (equivalent to approximately HK\$510,000) from the prior shareholder, Mr. Hu Xingrong ("Mr. Hu"), in April 2019.
- (i) 根據中華人民共和國(「中國」)法律及規例，於中國註冊之公司須就若干法定儲備計提撥備，並自彼等各自之法定財務報表所呈報純利(抵銷往年累計虧損後及向股東分派溢利前)中撥出。法定儲備均按特定目的設立。中國公司須將其10%法定純利撥至法定儲備。當公司之法定儲備總額超出其註冊資本50%時，公司可停止供款。法定儲備僅可用於彌補中國公司虧損、擴大中國公司生產業務或增加中國公司資本。此外，中國公司可根據其董事會之法議案動用純利向法定儲備進一步供款。
- (ii) 於2020年9月30日之合併儲備指(1)本集團與被收購附屬公司浙江多弗物業管理服務有限公司(「浙江多弗」)處於共同控制日期淨資產賬面值與浙江多弗於2018年10月22日之認購代價之間的差額及(2)於2019年4月，前股東胡興榮先生(「胡先生」)注資人民幣467,500元(相當於約510,000港元)。

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

簡明綜合現金流量表

For the six months ended 30 September 2020 截至2020年9月30日止六個月

		Six months ended 30 September 截至9月30日止六個月	
		2020 HK\$'000 千港元 (Unaudited) (未經審核)	2019 HK\$'000 千港元 (Unaudited) (未經審核)
OPERATING ACTIVITIES	經營活動		
NET CASH (USED IN) GENERATED FROM OPERATING ACTIVITIES	經營業務(所用)產生之現金淨額	(22,665)	30,352
INVESTING ACTIVITIES	投資活動		
Payment for property, plant and equipment	支付物業、廠房及設備	(14,031)	(84,706)
Payment for additional construction costs of investment properties under construction	支付在建投資物業額外建設成本	(25,156)	(43,949)
Payment for acquisition of intangible asset	支付收購無形資產	—	(1,019)
Net cash inflow for acquisition of a subsidiary	收購附屬公司之現金流入淨額	1,883	—
Advance to a related company	向一間關連公司墊款	(467)	—
Interest received	已收利息	150	21
NET CASH USED IN INVESTING ACTIVITIES	投資活動所用之現金淨額	(37,621)	(129,653)
FINANCING ACTIVITIES	融資活動		
(Repayment)/proceeds from unsecured borrowings from a director, net	來自董事無抵押借貸之(還款)/所得款項淨額	(286,703)	108,904
Interest paid on bank and other borrowings	銀行及其他借貸已付利息	(48,612)	(34,003)
Repayment of other borrowings	償還其他借貸	(818,003)	(87,010)
Repayment to related companies	償還關連公司款項	—	(2,733)
Advance from a related company	來自一間關連公司的墊款	1,843	578
Proceeds from issue of shares on placements	配售時發行股份所得款項	48,345	—
Repayment of lease liabilities	償還租賃負債	(2,529)	(2,422)
Interest paid on lease liabilities	租賃負債已付利息	(540)	(1,661)
NET CASH USED IN FINANCING ACTIVITIES	融資活動所用之現金淨額	(1,106,199)	(18,347)
NET DECREASE IN CASH AND CASH EQUIVALENTS	現金及等同現金減少淨額	(1,166,485)	(117,648)
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE PERIOD	期初之現金及等同現金	1,376,409	163,818
Effect of foreign exchange rate changes	匯率變動影響	8,170	(5,420)
CASH AND CASH EQUIVALENTS AT THE END OF THE PERIOD	期末之現金及等同現金	218,094	40,750

NOTES TO THE CONDENSED CONSOLIDATED INTERIM FINANCIAL INFORMATION

簡明綜合中期財務資料附註

For the six months ended 30 September 2020 截至2020年9月30日止六個月

1. GENERAL INFORMATION

Man Sang International Limited (the “Company”) and its subsidiaries (collectively referred to as the “Group”) are engaged in the development, sales and leasing of properties, provision of property management services and renovation and decoration services.

The Company is incorporated in Bermuda as an exempted company with limited liability under the Companies Act 1981 of Bermuda (as amended). The address of its registered office and its principal place of business are Clarendon House, 2 Church Street, Hamilton HM11, Bermuda and Unit WF, 25th Floor, Eight Commercial Tower, 8 Sun Yip Street, Chai Wan, Hong Kong, respectively.

The shares of Company are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”).

This condensed consolidated interim financial information is presented in Hong Kong dollars (“HK\$”), which is also the functional currency of the Company.

This condensed consolidated interim financial information has not been audited.

2. BASIS OF PREPARATION

This condensed consolidated interim financial information has been prepared in accordance with the applicable 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 with Hong Kong Accounting Standard (“HKAS”) 34 “Interim Financial Reporting” issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”).

This condensed consolidated interim financial report contains condensed consolidated financial statements and selected explanatory notes. The notes include an explanation of events and transactions that are significant to an understanding of the changes in financial position and performance of the Group since the 2020 annual financial statements. The condensed consolidated interim financial statements and notes thereon do not include all of the information required for a full set of financial statements prepared in accordance with HKFRSs.

For the six months ended 30 September 2020, the Group reported net loss of approximately HK\$132,755,000. As at 30 September 2020, the Group had total current liabilities of approximately HK\$396,831,000 including bank and other borrowings of approximately HK\$20,011,000. As at the same date, the Group also had capital commitment of approximately HK\$39,432,000 (note 19).

1. 一般資料

民生國際有限公司(「本公司」)及其附屬公司(統稱「本集團」)從物業發展、銷售及租賃、提供物業管理服務以及裝修及裝飾工程。

本公司是根據百慕達1981年公司法(經修訂)在百慕達註冊成立為獲豁免有限責任公司。其註冊辦事處及主要營業地點之地址分別為Clarendon House, 2 Church Street, Hamilton HM11, Bermuda及香港柴灣新業街8號八號商業廣場25樓全層。

本公司股份於香港聯合交易所有限公司(「聯交所」)主板上市。

本簡明綜合中期財務資料以本公司之功能貨幣港元(「港元」)列值。

本簡明綜合中期財務資料未經審核。

2. 編製基準

本簡明綜合中期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的適用披露規定及香港會計師公會(「香港會計師公會」)所頒佈之香港會計準則(「香港會計準則」)第34號「中期財務報告」編製。

本簡明綜合中期財務報告包含簡明綜合財務報表及選定的解釋性說明。附註包括對自2020年年度財務報表以來對瞭解本集團財務狀況及表現變動而言屬重大的事件及交易之解釋。簡明綜合中期財務報表及其附註並不包括根據香港財務報告準則編製的整套財務報表所需的全部資料。

截至2020年9月30日止六個月，本集團錄得虧損淨額約132,755,000港元。於2020年9月30日，本集團錄得流動負債總額約396,831,000港元，包括銀行及其他借貸約20,011,000港元。於同日，本集團亦有資本承擔約39,432,000港元(附註19)。

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簡明綜合中期財務資料附註

For the six months ended 30 September 2020 截至2020年9月30日止六個月

2. BASIS OF PREPARATION (CONTINUED)

In view of the above, the directors of the Company have reviewed the Group's cash flow projections covering a period of twelve months from 30 September 2020 which have taken into account the following measures:

- (1) Sales of the properties, leasing of serviced apartments and shopping mall, provision of property management services and renovation and decoration services which are expected to continue to generate operating cash inflow to the Group;
- (2) During the reporting period, the Group has entered into agreements with the lenders to extend the maturity date of the following facilities:
 - (a) Maturity date of promissory notes with aggregate principal amount of HK\$778,000,000 was extended from 28 July 2021 to 28 July 2022;
 - (b) Maturity date of unsecured revolving loan facilities of RMB500,000,000 (equivalent to HK\$570,000,000) and HK\$100,000,000 from Mr. Hu were extended from 6 July 2021 to 6 July 2022;
- (3) As at the end of the reporting period, the Group had remaining total unutilised facilities provided by Mr. Hu amounted to approximately HK\$407,606,000.

Based on the above, in the opinion of the directors of the Company, the Group will have sufficient working capital to fulfill its financial obligations as and when they fall due in the coming twelve months from 30 September 2020. Accordingly, the directors of the Company are satisfied that it is appropriate to prepare the condensed consolidated interim financial information on a going concern basis.

2. 編製基準(續)

基於上述情況，本公司董事已審閱本集團涵蓋2020年9月30日起計十二個月期間之現金流量預測，當中已考慮以下措施：

- (1) 物業銷售、服務式公寓及購物商場租賃、提供物業管理服務及裝修及裝飾工程預期持續為本集團帶來經營現金流入；
- (2) 於報告期間，本集團已與貸款人訂立協議，延長下列融資之到期日：
 - (a) 本金總額為778,000,000港元之承兌票據之到期日自2021年7月28日延長至2022年7月28日；
 - (b) 為數人民幣500,000,000元（相當於570,000,000港元）及100,000,000港元來自胡先生的無抵押循環貸款融資的到期日自2021年7月6日延長至2022年7月6日；
- (3) 於報告期末，本集團擁有胡先生所提供餘下未動用融資總額約407,606,000港元。

基於上述情況，本公司董事認為，本集團將有充足營運資金履行其自2020年9月30日起計未來十二個月到期之財務責任。因此，本公司董事信納按持續經營基準編製簡明綜合中期財務資料屬恰當。

2. BASIS OF PREPARATION (CONTINUED)**Merger accounting for business combination involving entities under common control**

On 13 December 2019, Wenzhou Huiyong Real Estate Development Co., Ltd. * (溫州暉永房地產開發有限公司) (“Wenzhou Huiyong”), an indirect wholly-owned subsidiary of the Company, has entered into a sale and purchase agreement with Wenzhou Doof Real Estate Group Co., Ltd* (溫州多弗地產集團有限公司) (“Wenzhou Doof”), a company which Mr. Hu is the ultimate controlling shareholder, for the purchase of its entire equity interest in Zhejiang Doof Property Management Services Co., Ltd* (浙江多弗物業管理服務有限公司) (“Zhejiang Doof”), a private company registered in the People's Republic of China (the “PRC”) on 16 July 2018, for a cash consideration of RMB500,000 (equivalent to approximately HK\$545,000).

The acquisition was completed on 5 March 2020, and Zhejiang Doof has become an indirect wholly-owned subsidiary of the Group since then. As Zhejiang Doof and the Company are ultimately controlled by Mr. Hu, the acquisition of Zhejiang Doof was regarded as business combination under common control. The net assets of the combining entity or business are consolidated using the existing book values from the controlling party's perspective. No amount is recognised in respect of goodwill or excess of acquirer's interest in the net fair value of acquiree's identifiable assets and liabilities over cost at the time of common control combination, to the extent of the continuation of the controlling party's interest. The adjustments to eliminate share/registered capital of the combining entity or business against the related investment costs have been made to merger reserve in the consolidated statement of changes in equity.

As Mr. Hu became the ultimate controlling shareholder of the Group as stated in the Company's announcement dated 22 October 2018, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of financial position, consolidated statement of changes in equity and the consolidated statement of cash flows for the prior periods have been restated to include the operating results of Zhejiang Doof as if this acquisition had been completed on 22 October 2018, being the earliest date when the combining entity or businesses first came under the control of Mr. Hu. Accordingly, the acquisition has had no impact on the Group's consolidated statement of financial position at 1 April 2018.

2. 編製基準(續)**涉及共同控制下實體的業務合併之合併會計處理**

於2019年12月13日，本公司間接全資附屬公司溫州暉永房地產開發有限公司(「溫州暉永」)與溫州多弗地產集團有限公司(「溫州多弗」，胡先生為其最終控股股東)，就收購浙江多弗物業管理服務有限公司(「浙江多弗」)(一家於2018年7月16日在中華人民共和國(「中國」)註冊的私營公司)全部股權訂立買賣協議，現金代價為人民幣500,000元(相當於約545,000港元)。

該收購事項於2020年3月5日完成，浙江多弗自此成為本集團之間接全資附屬公司。由於浙江多弗及本公司由胡先生最終控股，故收購浙江多弗被視為共同控制下之業務合併。合併實體或業務之淨資產以控股方之現有賬面值綜合入賬。在控股方權益持續之情況下，並未確認共同控制合併時產生之商譽或收購方所佔被收購方可識別資產及負債公允價值淨額超過成本之數額。已於綜合權益變動表的合併儲備就合併實體或業務之股本／註冊資本抵銷相關投資成本作出調整。

誠如本公司日期為2018年10月22日之公告所述，胡先生成為本集團最終控股股東，過往期間的綜合損益及其他全面收益表、綜合財務狀況表、綜合權益變動表及綜合現金流量表已重列，以載入浙江多弗的經營業績，猶如該收購事項已於2018年10月22日(即合併實體或業務首次由胡先生控股之最早日期)完成。因此，收購事項對本集團於2018年4月1日之綜合財務狀況表並無影響。

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3. PRINCIPAL ACCOUNTING POLICIES

The condensed consolidated interim financial information has been prepared on the historical cost basis except for investment properties and financial asset at fair value through profit or loss, which are measured at fair values.

The accounting policies used in the preparation of these condensed consolidated interim financial information are consistent with those followed in the preparation of the Group's annual consolidated financial statements for the year ended 31 March 2020 except as described below.

In the current interim period, the Group has applied, for the first time, the Amendments to References to the Conceptual Framework in Hong Kong Financial Reporting Standards ("HKFRSs") and the following amendments to HKFRSs issued by the HKICPA which are effective for the Group's financial year beginning 1 April 2020.

Amendments to HKFRS 3	Definition of a Business
Amendments to HKAS 1 and HKAS 8	Definition of Material
Amendments to HKFRS 9, HKAS 39 and HKFRS 7	Interest Rate Benchmark Reform

The application of the Amendments to References to the Conceptual Framework in HKFRS and the amendments to HKFRSs in the current interim period has had no material effect on the Group's financial performance and positions for the current and prior periods and/or on the disclosures set out in these condensed consolidated financial information.

3. 主要會計政策

簡明綜合中期財務資料乃根據歷史成本法編製，惟按公允價值計量之投資物業及按公允價值計入損益之金融資產除外。

編製該等簡明綜合中期財務資料所用的會計政策與本集團編製截至2020年3月31日止年度之年度綜合財務報表所遵循者一致，惟不包括下述各項。

於本中期期間，本集團首次採用由香港會計師公會頒佈且於本集團2020年4月1日起的財政年度開始生效的提述香港財務報告準則（「香港財務報告準則」）概念框架修訂本及下列的經修訂香港財務報告準則。

香港財務報告準則第3號之修訂本	業務的定義
香港會計準則第1號及香港會計準則第8號之修訂本	重大的定義
香港財務報告準則第9號、香港會計準則第39號及香港財務報告準則第7號之修訂本	利率基準改革

於本中期期間應用提述香港財務報告準則概念框架修訂本及經修訂的香港財務報告準則對本集團於本期間及過往期間的財務表現及狀況及／或該等簡明綜合財務資料所載披露並無造成重大影響。

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4. REVENUE AND SEGMENT INFORMATION

Revenue represents income arising from sales of properties, serviced apartments services, leasing of shopping mall, provision of property management services and renovation and decoration services in the PRC during the reporting periods.

4. 收入及分部資料

收入指報告期間於中國銷售物業、服務式公寓服務、租賃購物商場、提供物業管理服務及裝修及裝飾工程所產生的收入。

		Six months ended 30 September 截至9月30日止六個月	
		2020 HK\$'000 千港元 (Unaudited) (未經審核)	2019 HK\$'000 千港元 (Unaudited and restated) (未經審核及經重列)
Timing of revenue recognition	收入確認時間		
— At a point in time	— 於某時間點	14,943	23,587
— Over time	— 隨時間	60,180	6,006
		75,123	29,593

An analysis of the Group's revenue is as follows:

有關本集團收入的分析如下：

		Six months ended 30 September 截至9月30日止六個月	
		2020 HK\$'000 千港元 (Unaudited) (未經審核)	2019 HK\$'000 千港元 (Unaudited and restated) (未經審核及經重列)
Revenue from contract with customers within the scope of HKFRS 15:	香港財務報告準則第15號範圍內來自客戶合約的收入：		
— Sales of properties	— 銷售物業	14,943	23,587
— Serviced apartments services	— 服務式公寓服務	10,321	—
— Leasing of shopping mall	— 租賃購物商場	847	—
— Property management services	— 物業管理服務	10,154	6,006
— Renovation and decoration services	— 裝修及裝飾工程	38,858	—
		75,123	29,593

The executive directors of the Company have been identified as the chief operating decision-maker ("CODM"). The management of the Company determines the operating segments based on the Group's internal reports, which are reviewed by the CODM for performance assessment and resources allocation.

本公司執行董事已確認為主要營運決策者（「主要營運決策者」）。本公司管理層根據主要營運決策者所審閱以作表現評估及資源分配之本集團內部報告釐定經營分部。

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4. REVENUE AND SEGMENT INFORMATION (CONTINUED)

The CODM reviews the overall results of consolidated financial performance of the Group as a whole prepared based on the same accounting policies.

The Group's operating businesses are structured and managed separately according to the nature of the operations and the product perspectives. Each of the Group's reportable operating segment represents a strategic business unit that are subject to risks and returns that are different from the other reportable operating segment. Details of the reportable operating segments are as follows:

1. Property — Property development, sales of properties and leasing of shopping mall and serviced apartments
2. Management services — Provision of property management services
3. Renovation and decoration — Provision of renovation and decoration services

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

For the six months ended 30 September 2020 (unaudited)

4. 收入及分部資料(續)

主要營運決策者審閱本集團根據相同會計政策編製的綜合財務表現整體業績。

本集團按照業務之性質及產品之特性分開構架和管理其營運業務。本集團之每個可呈報經營分部代表一個策略業務單位，其風險和回報與其他可呈報之經營分部不同。可呈報之經營分部詳情如下：

1. 物業—物業發展、物業銷售以及商場及服務式公寓租賃
2. 管理服務—提供物業管理服務
3. 裝修及裝飾—提供裝修及裝飾服務

下表為按可呈報及經營分部作出的本集團收益及業績分析。

截至2020年9月30日止六個月(未經審核)

		Property 物業 HK\$'000 千港元	Management services 管理服務 HK\$'000 千港元	Renovation and decoration 裝修及裝飾 HK\$'000 千港元	Total 總計 HK\$'000 千港元
REVENUE	收入				
Revenue from external customers	來自外部客戶之收入	26,111	10,154	38,858	75,123
Segment (loss) profit	分部(虧損)溢利	(88,007)	2,853	3,641	(81,513)
Unallocated income	未分配收入				1,006
Unallocated expenses	未分配開支				(53,255)
Loss before tax	除稅前虧損				(133,762)

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4. REVENUE AND SEGMENT INFORMATION (CONTINUED)

For the six months ended 30 September 2019 (unaudited and restated)

4. 收入及分部資料(續)

截至2019年9月30日止六個月(未經審核及經重列)

		Property 物業 HK\$'000 千港元	Management services 管理服務 HK\$'000 千港元	Total 總計 HK\$'000 千港元
REVENUE	收入			
Revenue from external customers	來自外部客戶之收入	23,587	6,006	29,593
Segment loss	分部虧損	(44,104)	(126)	(44,230)
Unallocated income	未分配收入			72
Unallocated expenses	未分配開支			(49,552)
Loss before tax	除稅前虧損			(93,710)

The accounting policies of the operating segments are the same as the Group's accounting policies. Segment (loss) profit represents the (loss from) profit earned by each segment without allocation of certain finance income, certain finance costs and certain expenses. This is the measure reported to CODM for the purposes of resource allocation and performance assessment.

經營分部的會計政策與本集團的會計政策相同。分部(虧損)溢利指各分部所(產生之虧損)賺取之溢利，惟並無分配若干財務收益、若干財務成本及若干開支。此乃就資源分配及表現評估向主要營運決策者匯報之計量基準。

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5. FINANCE INCOME AND FINANCE COSTS

5. 財務收益及財務成本

		Six months ended 30 September 截至9月30日止六個月	
		2020 HK\$'000 千港元 (Unaudited) (未經審核)	2019 HK\$'000 千港元 (Unaudited and restated) (未經審核及經重列)
Finance income:	財務收益：		
— Bank interest income	— 銀行利息收益	150	21
Finance costs:	財務成本：		
— Interest on bank and other borrowings	— 銀行及其他借貸利息	51,142	42,763
— Interest on unsecured borrowings from a director	— 董事無抵押借貸之利息	3,147	18,828
— Interest on promissory notes (note 14)	— 承兌票據利息(附註14)	31,120	31,205
— Interest on lease liabilities	— 租賃負債利息	540	1,661
		85,949	94,457
Less: amount capitalised on qualifying assets	減：合資格資產資本化之金額	(23,015)	(47,893)
		62,934	46,564

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簡明綜合中期財務資料附註

For the six months ended 30 September 2020 截至2020年9月30日止六個月

6. LOSS BEFORE TAX

Loss before tax has been arrived at after charging:

6. 除稅前虧損

除稅前虧損乃經扣除以下各項達致：

		Six months ended 30 September 截至9月30日止六個月	
		2020 HK\$'000 千港元 (Unaudited) (未經審核)	2019 HK\$'000 千港元 (Unaudited and restated) (未經審核及經重列)
Cost of completed properties held for sale	持作出售之竣工物業之成本	19,866	18,011
Depreciation of property, plant and equipment	物業、廠房及設備折舊	18,171	621
Depreciation of right-of-use assets	使用權資產折舊	4,482	3,609

7. INCOME TAX CREDITS

7. 所得稅抵免

		Six months ended 30 September 截至9月30日止六個月	
		2020 HK\$'000 千港元 (Unaudited) (未經審核)	2019 HK\$'000 千港元 (Unaudited) (未經審核)
Current income tax:	當期所得稅：		
— PRC Enterprise Income Tax	— 中國企業所得稅	146	—
— PRC Land Appreciation Tax	— 中國土地增值稅	509	4,291
		655	4,291
Deferred income tax	遞延所得稅	(1,662)	(4,725)
		(1,007)	(434)

Hong Kong Profits Tax

No Hong Kong Profits Tax has been provided since no assessable profits have been generated during the six months ended 30 September 2020 (2019: nil).

香港利得稅

概無就香港利得稅進行撥備，此乃由於截至2020年9月30日止六個月並無產生任何應課稅溢利(2019年：無)。

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7. INCOME TAX CREDITS (CONTINUED)

The PRC Enterprise Income Tax

The PRC Enterprise Income Tax in respect of operations in Mainland China is calculated at a rate of 25% (2019: 25%) on the estimated assessable profits for the six months ended 30 September 2020 under the Law of the PRC's on Enterprise Income Tax (the "EIT Law") and Implementation Regulation of the EIT Law.

The PRC Land Appreciation Tax

Land Appreciation Tax in the PRC is levied on properties developed by the Group for sale, at progressive rates ranging from 30% to 60% on the appreciation of land value under the applicable regulations, which is calculated based on the proceeds of sales of properties less deductible expenditures including cost of land use rights, borrowing costs, statutory deduction and all property development expenditures.

8. DIVIDEND

No dividend was paid or proposed during the six months ended 30 September 2020, nor has any dividend been proposed since the end of the reporting period (2019: nil).

7. 所得稅抵免(續)

中國企業所得稅

有關中國內地業務營運之中國企業所得稅已根據中國企業所得稅法(「企業所得稅法」)及企業所得稅法實施條例就截至2020年9月30日止六個月估計應課稅溢利按稅率25%(2019年:25%)計算。

中國土地增值稅

中國之土地增值稅乃就本集團已發展作銷售之物業,按其土地之升值以累進稅率30%至60%徵收,乃根據適用規定,並以出售物業所得款項扣除可扣減開支(包括土地使用權成本、借貸成本、法定扣款及所有物業發展開支)計算。

8. 股息

截至2020年9月30日止六個月並無派付或建議派付任何股息,自報告期末起亦無建議派付任何股息(2019年:無)。

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9. LOSS PER SHARE

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

9. 每股虧損

本公司股東應佔每股基本及攤薄虧損乃按以下資料計算：

		Six months ended 30 September 截至9月30日止六個月	
		2020 HK\$'000 千港元 (Unaudited) (未經審核)	2019 HK\$'000 千港元 (Unaudited and restated) (未經審核及經重列)
Loss	虧損		
Loss attributable to equity holders of the Company for the purpose of basic and diluted loss per share	用於計算每股基本及攤薄虧損之本公司股東應佔虧損	(133,936)	(93,276)
		'000 千股	'000 千股
Number of shares	股份數目		
Weighted average number of shares for the purpose of basic and diluted loss per share	用於計算每股基本及攤薄虧損之股份加權平均數	1,972,483	1,906,172

Since there are no potential dilutive shares in issue during the six months ended 30 September 2020 and 2019, basic and dilutive loss per share are the same for both reporting periods.

由於截至2020年及2019年9月30日止六個月沒有潛在攤薄已發行股份，故該等報告期之每股基本及攤薄虧損相同。

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10. INVESTMENT PROPERTIES AND PROPERTY, PLANT AND EQUIPMENT

Valuations of the Group's investment properties as at 30 September 2020 and 31 March 2020 were performed by CHFT Advisory and Appraisals Limited, an independent professional valuer not connected with the Group who holds recognised relevant professional qualification and have recent experience in valuing similar properties in the similar locations for the properties located in Chongqing.

The fair value measurements for the investment properties are included in level 3 of the fair value hierarchy. There were no transfers between levels of fair value hierarchy during the six months ended 30 September 2020 and 2019.

The valuation of the investment properties was determined by using the residual method and income approach. In estimating the fair value of the Group's investment properties, the highest and best use of these properties is their current use.

Under the residual method, sales of each of these properties in its existing conditions with the benefit of vacant possession is being assumed. By making reference to sales transactions as available in the relevant market, comparable properties in close proximity have been selected and adjustments have been made to account for the difference in factors such as locations and property size.

Under the income approach, by making reference to the capitalised income derived from market observable transactions.

There are no changes to the valuation techniques as at 30 September 2020 and 31 March 2020.

During the six months ended 30 September 2020, addition to the Group's investment properties was approximately HK\$25,156,000 (six months ended 30 September 2019: HK\$43,949,000). As at 30 September 2020, the carrying amount of the investment properties is approximately HK\$1,838,091,000 (31 March 2020: HK\$1,750,181,000), with decrease in fair value of investment properties of approximately HK\$16,081,000 during the six months ended 30 September 2020 (six months ended 30 September 2019: approximately HK\$18,897,000).

10. 投資物業以及物業、廠房及設備

本集團之投資物業於2020年9月30日及2020年3月31日之估值乃由獨立專業估值師華坊諮詢評估有限公司進行。該估值師與本集團概無關連，持有認可相關專業資格，且對估值重慶境內地點相近之同類物業擁有近期經驗。

投資物業之公允價值計量計入公允價值架構第3層。截至2020年及2019年9月30日止六個月，公允價值架構層級之間概無任何轉撥。

投資物業之估值乃按餘值法及收益法進行。就估計本集團投資物業之公允價值而言，該等物業之最高及最佳用途為其當前之用途。

餘值法假設該等物業各自按現況交吉出售。經參考相關市場之可獲得銷售交易，選擇鄰近地區之可資比較物業並就位置及物業面積等因素之差異作出調整。

根據收益法，參考自市場可觀察交易取得的資本化收益。

於2020年9月30日及2020年3月31日，估值方法概無變動。

截至2020年9月30日止六個月，本集團添置之投資物業約為25,156,000港元(截至2019年9月30日止六個月：43,949,000港元)。於2020年9月30日，投資物業之賬面值約為1,838,091,000港元(2020年3月31日：1,750,181,000港元)，投資物業之公允價值於截至2020年9月30日止六個月減少約16,081,000港元(截至2019年9月30日止六個月：約18,897,000港元)。

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10. INVESTMENT PROPERTIES AND PROPERTY, PLANT AND EQUIPMENT (CONTINUED)

Construction work on certain floors in the shopping mall has completed during the current period, while remaining floor area was still under construction as at 30 September 2020.

During the six months ended 30 September 2020, additions to the Group's property, plant and equipment were approximately HK\$14,031,000 (six months ended 30 September 2019: HK\$84,706,000).

11. LEASES

(i) Right-of-use assets

As at 30 September 2020, the carrying amounts of right-of-use assets in respect of the land use right and leased premises were HK\$247,256,000 and HK\$912,000 (31 March 2020: HK\$239,740,000 and HK\$2,001,000), respectively.

(ii) Lease liabilities

As at 30 September 2020, the carrying amount of lease liabilities was HK\$12,207,000 (31 March 2020: HK\$32,982,000).

10. 投資物業以及物業、廠房及設備(續)

購物商場之若干層在建工程已於當前期間完工，而餘下建築面積於2020年9月30日仍然處於在建階段。

截至2020年9月30日止六個月，本集團添置之物業、廠房及設備約為14,031,000港元(截至2019年9月30日止六個月：84,706,000港元)。

11. 租賃

(i) 使用權資產

於2020年9月30日，有關土地使用權及租賃物業之使用權資產賬面值分別為247,256,000港元及912,000港元(2020年3月31日：239,740,000港元及2,001,000港元)。

(ii) 租賃負債

於2020年9月30日，租賃負債的賬面值為12,207,000港元(2020年3月31日：32,982,000港元)。

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11. LEASES (CONTINUED)

(iii) Amounts recognised in profit or loss

		Six months ended 30 September 截至9月30日止六個月	
		2020 HK\$'000 千港元 (Unaudited) (未經審核)	2019 HK\$'000 千港元 (Unaudited) (未經審核)
Depreciation of right-of-use assets	使用權資產折舊	4,482	3,609
Interest expense on lease liabilities	租賃負債利息開支	540	1,661
Expense relating to short-term leases	短期租賃開支	350	577

(iv) Others

For the six months ended 30 September 2020, the total cash outflow for leases amount to HK\$3,419,000 (For the six months ended 30 September 2019: HK\$4,660,000).

11. 租賃(續)

(iii) 於損益中確認之金額

		Six months ended 30 September 截至9月30日止六個月	
		2020 HK\$'000 千港元 (Unaudited) (未經審核)	2019 HK\$'000 千港元 (Unaudited) (未經審核)
Depreciation of right-of-use assets	使用權資產折舊	4,482	3,609
Interest expense on lease liabilities	租賃負債利息開支	540	1,661
Expense relating to short-term leases	短期租賃開支	350	577

(iv) 其他

截至2020年9月30日止六個月，租賃現金流出總額為3,419,000港元(截至2019年9月30日止六個月：4,660,000港元)。

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12. TRADE AND OTHER RECEIVABLES

		30 September 2020 2020年 9月30日 HK\$'000 千港元 (Unaudited) (未經審核)	31 March 2020 2020年 3月31日 HK\$'000 千港元 (Audited) (經審核)
Trade receivables	貿易應收賬款	12,689	5,425
Deposits and other receivables (note)	按金及其他應收賬款 (附註)	37,202	28,212
Prepayments	預付款項	1,618	1,896
		51,509	35,533

Note:

Included in the balance as at 30 September 2020 is other receivable of approximately RMB16,095,000 (31 March 2020: RMB16,095,000), equivalent to approximately HK\$18,348,000 (31 March 2020: HK\$17,544,000), representing an indemnification receivable from the vendor of Gloryear Investments Limited and its subsidiaries (the "Gloryear Group") for the loss arising from the termination of the hotel operation of the Gloryear Group.

The Group allows an average credit period of 60 days to its trade customers. The following is an aged analysis of trade receivables presented based on the invoice date, which approximates to revenue recognition date, at the end of the reporting period.

12. 貿易及其他應收賬款

		30 September 2020 2020年 9月30日 HK\$'000 千港元 (Unaudited) (未經審核)	31 March 2020 2020年 3月31日 HK\$'000 千港元 (Audited) (經審核)
Trade receivables	貿易應收賬款	12,689	5,425
Deposits and other receivables (note)	按金及其他應收賬款 (附註)	37,202	28,212
Prepayments	預付款項	1,618	1,896
		51,509	35,533

附註：

計入2020年9月30日之結餘約人民幣16,095,000元(2020年3月31日：人民幣16,095,000元)之其他應收賬款，相當於約18,348,000港元(2020年3月31日：17,544,000港元)，為譽年投資有限公司及其附屬公司(「譽年集團」)之賣方就終止譽年集團酒店業務所產生虧損而提供之應收彌償保證。

本集團允許其貿易客戶享有60天之平均信貸期。下表乃於報告期末按發票日期(與收益確認日期相若)呈列之貿易應收賬款之賬齡分析。

		30 September 2020 2020年 9月30日 HK\$'000 千港元 (Unaudited) (未經審核)	31 March 2020 2020年 3月31日 HK\$'000 千港元 (Audited) (經審核)
0 – 30 days	0至30天	2,463	1,601
31 – 90 days	31至90天	4,104	3,050
91 – 180 days	91至180天	3,249	774
More than 180 days	180天以上	2,873	—
		12,689	5,425

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13. TRADE AND OTHER PAYABLES

		30 September 2020 2020年 9月30日 HK\$'000 千港元 (Unaudited) (未經審核)	31 March 2020 2020年 3月31日 HK\$'000 千港元 (Audited) (經審核)
Trade payables	貿易應付賬款	14,307	2,188
Construction costs accruals and payables	建築成本應計費用及應付賬款	125,839	145,206
Other accruals and payables (note)	其他應計費用及應付賬款(附註)	80,802	71,042
		220,948	218,436

Note:

Included in the balance as at 30 September 2020 was approximately RMB14,820,000 (31 March 2020: RMB16,095,000), equivalent to approximately HK\$16,895,000 (31 March 2020: HK\$17,544,000), in respect of the compensation payable arising from the termination of the hotel operation of the Gloryyear Group.

The following is an aged analysis of trade payables presented based on the invoice date.

13. 貿易及其他應付賬款

		30 September 2020 2020年 9月30日 HK\$'000 千港元 (Unaudited) (未經審核)	31 March 2020 2020年 3月31日 HK\$'000 千港元 (Audited) (經審核)
Trade payables	貿易應付賬款	14,307	2,188
Construction costs accruals and payables	建築成本應計費用及應付賬款	125,839	145,206
Other accruals and payables (note)	其他應計費用及應付賬款(附註)	80,802	71,042
		220,948	218,436

附註：

於2020年9月30日之結餘包括約人民幣14,820,000元(2020年3月31日：人民幣16,095,000元)，相當於約16,895,000港元(2020年3月31日：17,544,000港元)，為就終止譽年集團酒店業務所產生之應付補償。

基於發票日期所呈列貿易應付賬款賬齡分析載列如下。

		30 September 2020 2020年 9月30日 HK\$'000 千港元 (Unaudited) (未經審核)	31 March 2020 2020年 3月31日 HK\$'000 千港元 (Audited) (經審核)
0 – 30 days	0至30天	11,623	149
31 – 90 days	31至90天	730	131
91 – 180 days	91至180天	1,221	316
More than 180 days	180天以上	733	1,592
		14,307	2,188

The average credit period of trade payables is 60 days. The Group has financial risk management policies in place to ensure that all payables are settled within the credit timeframe.

貿易應付賬款平均信貸期為60天。本集團已制定金融風險管理政策以確保所有應付賬款於信貸期內結清。

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14. PROMISSORY NOTES

14. 承兌票據

		30 September 2020 2020年 9月30日 HK\$'000 千港元 (Unaudited) (未經審核)	31 March 2020 2020年 3月31日 HK\$'000 千港元 (Audited) (經審核)
At the beginning of the period/year	於期／年初	980,195	917,827
Interest charged (note 5)	利息支出(附註5)	31,120	62,368
At the end of the period/year	於期／年末	1,011,315	980,195

On 28 July 2016, the Company issued promissory notes with aggregate principal amount of HK\$1,168,000,000 as part of the consideration to acquire the entire equity interest in the Gloryyear Group. The promissory notes are unsecured, carries a fixed interest rate of 8% per annum and would mature on 28 July 2019. All interests will be paid on the date of the maturity date. The Company may redeem (in full or in part) the promissory notes at any time after the date of issue of the promissory notes and before the maturity date by serving prior notice to the promissory notes holder. The promissory notes are measured at amortised cost, using the effective interest rates at 8%.

As at 30 September 2020, the promissory notes with aggregate principal amount of HK\$778,000,000 will mature on 28 July 2022. Details are set out in the Company's announcement dated 4 September 2020.

於2016年7月28日，本公司發行承兌票據，本金總額1,168,000,000港元，作為部分代價，收購於譽年集團的全部股權。承兌票據為無抵押，固定年利率為8厘，並已於2019年7月28日到期。所有利息將於到期日當日支付。本公司可於發行承兌票據日期後及到期日前，隨時透過向承兌票據持有人預先發出通知，贖回(悉數或部分)承兌票據。承兌票據透過實際利率8厘按攤銷成本計量。

於2020年9月30日，本金總額為778,000,000港元之承兌票據將於2022年7月28日到期。詳情載於本公司日期為2020年9月4日之公告。

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15. BANK AND OTHER BORROWINGS

15. 銀行及其他借貸

		30 September 2020 2020年 9月30日 HK\$'000 千港元 (Unaudited) (未經審核)	31 March 2020 2020年 3月31日 HK\$'000 千港元 (Audited) (經審核)
Other borrowings	其他借貸	5,903	794,856
Bank borrowing	銀行借款	1,414,792	1,362,500
		1,420,695	2,157,356
Current:	流動：		
Unsecured other loan - principal portion (note (i))	無抵押其他貸款—本金部分 (附註(i))	5,130	—
Unsecured other loan - interest portion (note (i))	無抵押其他貸款—利息部分 (附註(i))	773	6,786
Secured bank loan - principal portion (note (ii))	有抵押銀行貸款—本金部分 (附註(ii))	11,400	10,900
Secured bank loan - interest portion (note (ii))	有抵押銀行貸款—利息部分 (附註(ii))	2,708	—
		20,011	17,686
Non-current:	非流動：		
Unsecured other loan - principal portion (note (i))	無抵押其他貸款—本金部分 (附註(i))	—	788,070
Secured bank loan - principal portion (note (ii))	有抵押銀行貸款—本金部分 (附註(ii))	1,400,684	1,351,600
		1,400,684	2,139,670
Total bank and other borrowings	銀行及其他借貸總額	1,420,695	2,157,356

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15. BANK AND OTHER BORROWINGS (CONTINUED)

Carrying amount repayable (based on scheduled repayment dates set out in the loan agreements):

15. 銀行及其他借貸(續)

償還賬面值(根據貸款協議載列定期償還日期):

		30 September 2020 2020年 9月30日 HK\$'000 千港元 (Unaudited) (未經審核)	31 March 2020 2020年 3月31日 HK\$'000 千港元 (Audited) (經審核)
Within 1 year	一年內	20,011	17,686
More than 1 year but less than 2 years	超過一年但少於兩年	22,800	798,970
More than 2 year but less than 5 years	超過兩年但少於五年	307,800	207,100
More than 5 years	超過五年	1,070,084	1,133,600
		1,420,695	2,157,356

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15. BANK AND OTHER BORROWINGS (CONTINUED)

15. 銀行及其他借貸(續)

		30 September 2020 2020年 9月30日 HK\$'000 千港元 (Unaudited) (未經審核)	31 March 2020 2020年 3月31日 HK\$'000 千港元 (Audited) (經審核)
Carrying amount of bank and other borrowings repayable within one year	須於一年內償還之銀行及其他借貸之賬面值	16,530	10,900
Interest portions of other borrowings	其他借貸之利息部分	3,481	6,786
Amounts shown under current liabilities	列作流動負債之款項	20,011	17,686
Amounts shown under non-current liabilities	列作非流動負債之款項	1,400,684	2,139,670
		1,420,695	2,157,356

Notes:

- (i) The unsecured loan as at 30 September 2020 represented (a) the unsecured loan from a related party to the Group with principal amount of RMB4,500,000 (31 March 2020: nil), equivalent to approximately HK\$5,130,000 (31 March 2020: nil) at interest rate of 15% per annum and interest payable of RMB319,000 (31 March 2020: nil), equivalent to approximately HK\$364,000 (31 March 2020: nil) and (b) the unsecured loan from an independent third party to the Group with nil principal amount at interest rate of 10% per annum and interest payable of RMB359,000 (31 March 2020: RMB 6,226,000), equivalent to approximately HK\$409,000 (31 March 2020: approximately HK\$6,786,000).
- (ii) The secured bank loan as at 30 September 2020 represents the secured bank loan with principal amount of RMB1,238,670,000 (31 March 2020: RMB1,250,000,000), equivalent to approximately HK\$1,412,084,000 (31 March 2020: approximately HK\$1,362,500,000) and interest payable of RMB2,375,000 (31 March 2020: nil), equivalent to approximately HK\$2,708,000 (31 March 2020: nil). The secured bank loan carries a fixed interest rate of 7% per annum, with the interest payable quarterly, and will mature on 30 March 2035. As at 30 September 2020, the bank loan was secured by certain investment properties, properties held for sales and serviced apartments and guaranteed by Mr. Hu, a director of the Company.

The effective interest rate of the secured bank loan is 7% per annum.

附註：

- (i) 於2020年9月30日無抵押貸款指(a)一名關連方向本集團授出的一筆本金為人民幣4,500,000元(2020年3月31日：零)，相當於約5,130,000港元(2020年3月31日：零)及年息為15厘的無抵押貸款，以及應付利息人民幣319,000元(2020年3月31日：零)，相當於約364,000港元(2020年3月31日：零)；及(b)一名獨立第三方向本集團授出本金為零及年息為10厘的無抵押貸款，以及應付利息人民幣359,000元(2020年3月31日：人民幣6,226,000元)，相當於約409,000港元(2020年3月31日：約6,786,000港元)。
- (ii) 於2020年9月30日，有抵押銀行貸款指取得本金人民幣1,238,670,000元之有抵押銀行貸款(2020年3月31日：人民幣1,250,000,000元)，相當於約1,412,084,000港元(2020年3月31日：約1,362,500,000港元)以及應付利息人民幣2,375,000元(2020年3月31日：零)，相當於約2,708,000港元(2020年3月31日：零)。有抵押銀行貸款的固定年利率為7厘，利息按季度支付，將於2035年3月30日到期。於2020年9月30日，銀行貸款由若干投資物業、持作出售物業及服務式公寓作抵押及由本公司董事胡先生作擔保。

有抵押銀行貸款的實際年利率為7厘。

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16. UNSECURED BORROWINGS FROM A DIRECTOR

16. 董事無抵押借貸

		30 September 2020 2020年 9月30日 HK\$'000 千港元 (Unaudited) (未經審核)	31 March 2020 2020年 3月31日 HK\$'000 千港元 (Audited) (經審核)
Unsecured borrowings denominated in RMB (note (i))	以人民幣列賬的無抵押借貸 (附註(i))		
— principal portion	— 本金部分	199,500	454,726
— interest portion	— 利息部分	47,994	45,750
		247,494	500,476
Unsecured borrowings denominated in HK\$ (note (ii))	以港元列賬的無抵押借貸 (附註(ii))		
— principal portion	— 本金部分	62,894	92,285
— interest portion	— 利息部分	7,553	6,285
		70,447	98,570
		317,941	599,046

Notes:

- (i) On 1 June 2018 and 29 August 2018, an unsecured revolving loan facility with an aggregate facility amount of RMB500,000,000 (equivalent to approximately HK\$570,000,000) has been granted from Mr. Hu to certain subsidiaries established in the PRC which carries a fixed interest rate of 9% per annum, with maturity date on 6 July 2022.

As at 30 September 2020, unsecured borrowings with aggregate principal amount of RMB175,000,000 (31 March 2020: RMB417,180,000), equivalent to approximately HK\$199,500,000 (31 March 2020: HK\$454,726,000), has been drawn down. The effective interest rate of the unsecured borrowings is 9% per annum.

- (ii) On 7 January 2019, another unsecured revolving loan facility has been granted from Mr. Hu to an indirectly wholly-owned subsidiary of the Company amounted to HK\$100,000,000, which carries a fixed interest rate of 8% per annum, with maturity date on 6 July 2022.

As at 30 September 2020, unsecured borrowing with principal amount of HK\$62,894,000 (31 March 2020: HK\$92,285,000) has been drawn down. The effective interest rate of the unsecured borrowing is 8% per annum.

附註:

- (i) 於2018年6月1日及2018年8月29日，胡先生向若干於中國成立的附屬公司授出固定年利率為9厘，且融資總額為人民幣500,000,000元(相當於約570,000,000港元)之無抵押循環貸款融資，到期日為2022年7月6日。

於2020年9月30日，本集團已提取本金總額為人民幣175,000,000元(2020年3月31日：人民幣417,180,000元)，相當於約199,500,000港元(2020年3月31日：454,726,000港元)之無抵押借貸。無抵押借貸的實際年利率為9厘。

- (ii) 於2019年1月7日，胡先生向本公司之間接全資附屬公司授出固定年利率為8厘，且金額為100,000,000港元之另一筆無抵押循環貸款融資，到期日為2022年7月6日。

於2020年9月30日，本集團已提取本金總額為62,894,000港元(2020年3月31日：92,285,000港元)之無抵押借貸。無抵押借貸的實際年利率為8厘。

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16. UNSECURED BORROWINGS FROM A DIRECTOR (CONTINUED)

At the end of the reporting period, the Group had the following undrawn facilities granted from a director:

16. 董事無抵押借貸(續)

於報告期末，本集團一名董事授出的未提取融資如下：

		30 September 2020 2020年 9月30日 HK\$'000 千港元 (Unaudited) (未經審核)	31 March 2020 2020年 3月31日 HK\$'000 千港元 (Audited) (經審核)
Fixed rate	固定利率		
— expiring on 6 July 2022	— 於2022年7月6日屆滿	407,606	—
— expiring on 6 July 2021	— 於2021年7月6日屆滿	—	97,989
		407,606	97,989

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17. SHARE CAPITAL

17. 股本

		Number of shares 股份數目		Share capital 股本	
		30 September 2020 2020年 9月30日 '000 千股 (Unaudited) (未經審核)	31 March 2020 2020年 3月31日 '000 千股 (Audited) (經審核)	30 September 2020 2020年 9月30日 HK\$'000 千港元 (Unaudited) (未經審核)	31 March 2020 2020年 3月31日 HK\$'000 千港元 (Audited) (經審核)
Ordinary shares of HK\$0.1 each Authorised: At the beginning and end of the period/year	每股面值0.1港元之 普通股 法定： 於期／年初及期／ 年末	5,000,000	5,000,000	500,000	500,000
Issued and fully paid, HK\$0.1 each At the beginning of the period/year	已發行及繳足，每 股面值0.1港元 於期／年初	1,906,172	1,906,172	190,617	190,617
Issue of shares on placements (note)	配售時發行股份 (附註)	141,104	—	14,111	—
At the end of the period/ year	於期／年末	2,047,276	1,906,172	204,728	190,617

Note:

On 24 June 2020, the Company issued 141,104,000 new ordinary shares of HK\$0.1 each at HK\$0.35 per share by way of placement to not less than six individuals, who and whose ultimate beneficial owner are independent third parties. The gross proceeds from the Placing amounted to approximately HK\$49,386,000 and the related directly attributable expenses were approximately HK\$1,041,000.

附註：

於2020年6月24日，本公司透過向不少於六名個人（自身及其最終實益擁有人均為獨立第三方）配售之方式按每股股份0.35港元之價格發行141,104,000股每股面值0.1港元的新普通股。配售所得款項總額約為49,386,000港元，且有關直接應佔開支約為1,041,000港元。

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18. RELATED PARTY TRANSACTIONS

(a) Key management personnel compensation

Key management includes executive directors of the Company and senior management of the Group. The compensation paid or payable to key management personnel for employee services is as below:

		Six months ended 30 September 截至9月30日止六個月	
		2020 HK\$'000 千港元 (Unaudited) (未經審核)	2019 HK\$'000 千港元 (Unaudited) (未經審核)
Short-term benefits	短期福利	6,447	4,441
Post-employment benefits	離職後福利	18	19
		6,465	4,460

(b) Significant related party transactions

In addition to the information shown elsewhere in this condensed consolidated interim financial information, the Group had the following material transactions with related parties, which were entered into at terms mutually agreed with respective parties.

18. 關連人士交易

(a) 主要管理人員之薪酬

主要管理人員包括本公司之執行董事及本集團之高級管理人員。就提供僱員服務已付或應付予主要管理人員之薪酬如下：

		Six months ended 30 September 截至9月30日止六個月	
		2020 HK\$'000 千港元 (Unaudited) (未經審核)	2019 HK\$'000 千港元 (Unaudited) (未經審核)
Short-term benefits	短期福利	6,447	4,441
Post-employment benefits	離職後福利	18	19
		6,465	4,460

(b) 重大關連人士交易

除本簡明綜合中期財務資料其他部分所示資料外，本集團與關連人士按各方相互同意條款進行以下重大交易。

		Six months ended 30 September 截至9月30日止六個月	
Related party relationship 關連人士關係	Nature of transaction 交易性質	2020 HK\$'000 千港元 (Unaudited and restated) (未經審核及經重列)	2019 HK\$'000 千港元 (Unaudited and restated) (未經審核及經重列)
Entities which are under control by Mr. Hu 由胡先生控制之實體	Expenses or short term leases 開支或短期租賃	350	577
	Interest expenses on promissory notes 承兌票據產生的利息開支	31,120	31,205
	Interest expenses on unsecured borrowings 無抵押借貸產生的利息開支	354	143
Mr. Hu 胡先生	Interest expense on unsecured borrowings 無抵押借貸產生的利息開支	3,147	18,828

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18. RELATED PARTY TRANSACTIONS (CONTINUED)

(b) Significant related party transactions (Continued)

These transactions are carried out at terms and agreed by the Group and the related parties.

(c) Balances with related parties

Except for as disclosed elsewhere in this condensed consolidated interim financial information, the Group had no other material balances with related parties as at 30 September 2020 and 31 March 2020.

19. CAPITAL COMMITMENTS

18. 關連人士交易(續)

(b) 重大關連人士交易(續)

該等交易按條款進行，並經本集團及關連人士同意。

(c) 關連人士結餘

除本簡明綜合中期財務資料其他部分所披露者外，於2020年9月30日及2020年3月31日，本集團並無其他與關連人士有關之重大結餘。

19. 資本承擔

	30 September 2020 2020年 9月30日 HK\$'000 千港元 (Unaudited) (未經審核)	31 March 2020 2020年 3月31日 HK\$'000 千港元 (Audited) (經審核)
Capital expenditure contracted for but not provided in the condensed consolidated interim financial information:		
— Construction of properties	38,474	79,973
— Acquisition of properties, plant and equipment	958	2,104
	39,432	82,077

20. FAIR VALUE DISCLOSURE

The directors of the Company consider that the carrying amounts of financial assets and financial liabilities recorded at amortised cost in the condensed consolidated interim financial information are not materially differ from their fair values.

20. 披露公允價值

本公司董事認為簡明綜合中期財務資料中按攤銷成本列賬之金融資產及金融負債之賬面值與其公允價值並無重大差異。

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21. ACQUISITION OF A SUBSIDIARY

On 8 May 2020, the Group entered into a sale and purchase agreement to acquire 100% equity interest in Wenzhou Junshang Decoration Company Limited at a total consideration of RMB1. The principal activity of Wenzhou Junshang Decoration Company Limited is the provision of design, decoration and engineering services in the PRC. The acquisition was completed in 4 June 2020 and has been accounted for as a business combination.

21. 收購一間附屬公司

2020年5月8日，本集團訂立一份買賣協議，按總代價人民幣1元收購溫州君尚裝飾有限公司之全部股權。溫州君尚裝飾有限公司主要於中國從事提供設計、裝飾及工程服務。收購事項已於2020年6月4日完成並已作為業務合併入賬。

		HK\$'000 千港元
Consideration transferred	轉撥之代價	
Cash consideration	現金代價	—

The assets acquired and liabilities assumed at the date of acquisition of subsidiary comprise the following:

於收購附屬公司當日所購入的資產及所承擔的負債包括以下：

		HK\$'000 千港元
Cash and cash equivalents	現金及等同現金	1,883
Trade and other receivables	貿易及其他應收賬款	7,857
Inventories	存貨	4,193
Property, plant and equipment	物業、廠房及設備	41
Intangible asset	無形資產	621
Trade and other payables	貿易及其他應付賬款	(13,753)
Deferred tax liability	遞延稅項負債	(107)
Total net identifiable assets	可識別資產總淨額	735
Less: non-controlling interests	減：非控股權益	(735)
		—

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21. ACQUISITION OF A SUBSIDIARY (CONTINUED)

An analysis of the net inflow of cash and cash equivalents in respect of the acquisition of the Wenzhou Junshang Decoration Company Limited is as follows:

		2020 HK\$'000 千港元
Cash consideration paid	已付現金代價	—
Less: cash and cash equivalents acquired	減：獲得現金及等同現金	1,883
Net outflow of cash and cash equivalents in respect of the acquisition of the Wenzhou Junshang Decoration Company Limited	收購溫州君尚裝飾有限公司之現金及等同現金流出淨額	1,883

22. EVENT AFTER THE REPORTING PERIOD

On 14 July 2020, Decent Start Limited ("Decent"), a direct wholly-owned subsidiary of the Company, Mr. Hu and the Company entered into the acquisition agreement (the "Acquisition Agreement"), pursuant to which Decent conditionally agreed to acquire and Mr. Hu conditionally agreed to dispose of the entire issued share capital of 株式會社多弗 ("Doof Japan") and the shareholder's loan ("Acquisition of Doof Japan").

The consideration of JPY848,394,000 (equivalent to approximately HK\$60,575,000) shall be satisfied by the issue and allotment of 163,717,121 new shares of the Company (the "Consideration Shares") at a price of HK\$0.37 per Consideration Share. Upon completion of the Acquisition of Doof Japan, Doof Japan will become an indirect wholly-owned subsidiary of the Group and merger accounting under common control will be adopted.

The acquisition was completed in October 2020.

21. 收購一間附屬公司(續)

收購溫州君尚裝飾有限公司之現金及等同現金流入淨額分析如下：

		2020 HK\$'000 千港元
已付現金代價		—
減：獲得現金及等同現金		1,883
收購溫州君尚裝飾有限公司之現金及等同現金流出淨額		1,883

22. 報告期後事項

於2020年7月14日，本公司之直接全資附屬公司 Decent Start Limited (「Decent」)、胡先生與本公司訂立收購協議(「收購協議」)，據此，Decent 有條件同意收購，而胡先生有條件同意出售株式會社多弗(「多弗日本」)的全部已發行股本及股東貸款(「多弗日本收購事項」)。

代價848,394,000日圓(相當於約60,575,000港元)將透過按每股代價股份0.37港元之價格發行及配發163,717,121股本公司之新股份(「代價股份」)支付。於多弗日本收購事項完成後，多弗日本將成為本集團之間接全資附屬公司及將採納共同控制下之合併會計法。

收購事項於2020年10月完成。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

The board of directors (the “Board”) of Man Sang International Limited (the “Company”) is pleased to report the results of the Company and its subsidiaries (collectively, the “Group”) for the six months ended 30 September 2020 (the “Current Period”). During the Current Period, the unaudited consolidated loss attributable to equity holders of the Company was HK\$133,936,000 (six months ended 30 September 2019: HK\$93,276,000, as restated). Basic loss per share was 6.79 HK cents (six months ended 30 September 2019: 4.89 HK cents).

BUSINESS REVIEW

During the Current Period, US-China trade frictions continued, and the impact of COVID-19 in the Mainland China gradually reduced. The principal business of the Group is still the development, sales and leasing of properties in Mainland China. Meanwhile, the Group has also begun to develop the property management and renovation and decoration business in Mainland China.

CHONGQING PROPERTY

Chongqing Kingstone Land Co., Limited (重慶皇石置地有限公司) (“Chongqing Kingstone”), an indirect wholly-owned subsidiary of the Company, holds a property located at 77 Qingnian Road, Yuzhong District, Chongqing, the PRC (the “Chongqing Property”). It is close to Jiefangbei Walking Street which is a local famous pedestrian lane with numerous retail shops.

The Chongqing Property includes apartments (for sales purposes), serviced apartments (for lease purposes) managed by an international well-known group of hotel management, and shopping malls (for lease purposes).

The apartments are all available for sales. The serviced apartments have been officially put into operation. The renovation work of the shopping mall was partially completed and the first three retail floors of the shopping mall have started trial operation in October. Although the development progress of the Chongqing Property was affected by COVID-19, it was still proceeding according to the schedule of the redevelopment plan. The Chongqing Property is expected to become one of the new landmarks in Yuzhong District as a result of its geographical advantage, regulation of plan and design and managerial experience.

We believe the lease income from serviced apartments and shopping mall will become the steady income source of the Group in the long run.

PROPERTY MANAGEMENT

In March 2020, the Group completed the acquisition of Zhejiang Huiyong Property Management Service Co., Ltd. (浙江暉永物業管理服務有限公司) (“Huiyong Property Management”), which was recognised as the “2020 Top 100 Property Management Companies in China” by the China Index Academy.

民生國際有限公司(「本公司」)董事會(「董事會」)欣然呈報本公司及其附屬公司(統稱為「本集團」)截至2020年9月30日止六個月(「本期間」)之業績。於本期間，本公司股東應佔未經審核綜合虧損為133,936,000港元(截至2019年9月30日止六個月：93,276,000港元，經重列)。每股基本虧損為6.79港仙(截至2019年9月30日止六個月：4.89港仙)。

業務回顧

於本期間，中美之間貿易角力仍在持續，新冠肺炎疫情對中國內地的影響逐步降低。本集團主要業務仍為發展、銷售及租賃中國內地的物業。同時，本集團亦開始發展中國內地的物業管理及裝修及裝飾業務。

重慶物業

本公司間接全資附屬公司重慶皇石置地有限公司(「重慶皇石」)持有位於中國重慶市渝中區青年路77號之物業(「重慶物業」)。該物業臨近解放碑步行街，解放碑步行街為零售店雲集之當地知名之商業步行街。

重慶物業包含公寓(作為銷售用途)、由國際知名酒店管理集團管理的服務式公寓(作為租賃用途)及購物商場(作為租賃用途)。

公寓已經全面銷售。服務式公寓已正式投入運營。購物商場的裝修工程已經部分完成，並已於10月開始首三層零售樓層的試營業。儘管重慶物業的發展進度受到新冠肺炎疫情的影響，但仍按重新發展計劃之時間表推進。由於其地理優勢、規劃及設計規範及管理經驗，重慶物業預期將成為渝中區的新地標之一。

我們相信服務式公寓及購物商場的租賃收入從長遠來看將成為本集團穩定的收入來源。

物業管理

本集團於2020年3月完成了對浙江暉永物業管理服務有限公司(「暉永物管」)的收購，暉永物管為中國指數研究院評選的「2020年中國物業服務百強企業」。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

Huiyong Property Management has several property management projects on hand as well as several potential projects in Zhejiang, Jiangsu, Sichuan, Fujian and Guizhou regions. The types of properties under management include residential communities, commercial and office properties, etc.

Through the acquisition of Huiyong Property Management, the Group was given the opportunity to enter into the property management industry, which creates synergies with the Group's existing businesses, diversifies the revenue sources of the Group and improves its overall performance.

RENOVATION AND DECORATION

In June 2020, the Group completed the acquisition of Wenzhou Junshang Decoration Co., Ltd. (溫州君尚裝飾有限公司) (“Wenzhou Junshang”). Wenzhou Beichen Construction Co., Ltd. (溫州北辰建設有限公司) (“Beichen Construction”), a subsidiary of Wenzhou Junshang, is principally engaged in renovation and decoration services in the PRC.

The business of Beichen Construction is mainly distributed in Zhejiang, Jiangsu and Chongqing. The projects undertaken are mainly residential and hotel decoration projects, and the total project scale in progress continues to expand. Beichen Construction has sufficient capabilities and qualifications to undertake more new projects. Based on the existing scale of business, the Company has begun to actively participate in the bidding of new projects, and gradually expand the size of this company's staff to further increase the scale and number of projects to be undertaken.

Through the acquisition of Wenzhou Junshang, the Group was given the opportunity to enter into the renovation and decoration industry, and acquired resources, skills or technology to expand new businesses and complement existing businesses.

LOOKING FORWARD

The redevelopment of the Chongqing Property has been gradually completed. The Group will continue to focus on (i) monitoring the financial performance of the operation in the Chongqing Property; and (ii) maximising the return from the Chongqing Property so as to generate stable income and cash flows and lower the gearing ratio and the finance costs of the Group.

During the Current Period, the Group was proceeding with the acquisition of a hotel and golf course in Hokkaido, Japan. Although the tourism industry has been affected to a certain extent due to the outbreak of COVID-19, the Group remains positive on the long term prospect of Japan's tourism industry. The Japanese Government has introduced a series of related policies to support the hotel and tourism industry due to the epidemic. At the same time, certain major events are set to take place in Japan, including the Tokyo Olympics and Paralympics, as well as the Osaka-Kansai World Expo, which are expected to improve the performance of target hotel and golf course.

暉永物管已擁有數個在管物業管理項目及潛在項目，分佈於浙江、江蘇、四川、福建及貴州地區。管理的物業類型包括住宅社區、商業和寫字樓物業等。

通過對暉永物管的收購，本集團獲得進入物業管理行業之機會，與本集團現有業務產生協同效應，使本集團的收益來源多元化，提升綜合業績水平。

裝修及裝飾

本集團於2020年6月完成了對溫州君尚裝飾有限公司(「溫州君尚」)的收購。溫州君尚之附屬公司溫州北辰建設有限公司(「北辰建設」)主要於中國從事裝修及裝飾工程。

北辰建設之業務主要分佈於浙江、江蘇及重慶。承接項目主要為住宅及酒店的裝飾項目，進行中的總項目規模持續擴大。北辰建設有充足的能力及資質承接更多新項目，在現有業務規模的基礎上，本公司已開始積極參與新項目投標，並逐步擴大公司人員規模，進一步提升承接項目的規模及數量。

通過對溫州君尚的收購，本集團獲得進入裝修及裝飾行業之機會，並獲得資源、技能或技術以擴充新業務，並與現有業務互相補足。

展望未來

重慶物業之重新發展已陸續完成，本集團將持續專注於(i) 監控重慶物業運營的財務表現；及(ii) 將重慶物業的回報最大化，以產生穩定的收入及現金流，從而降低本集團資本負債比率及財務成本。

於本期間內，本集團正在推進對一間位於日本北海道的酒店及高爾夫球場的收購。雖然由於新型冠狀病毒爆發，旅遊業受到一定程度的沖擊，但本集團對日本旅遊業的長期前景持樂觀態度。日本政府因疫情推出一系列相關政策支持酒店及旅遊業，同時東京奧運會、殘奧會以及大阪—關西世博會等若幹重大活動將在日本舉行，預計將提升目標酒店及高爾夫球場的業績。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

The operation of the golf course is currently subject to seasonality and customers mainly visit golf course from spring to autumn in Hokkaido, Japan. The Group expects to adjust its existing business model, gradually increase winter activities and upgrade hotel facilities (including hot springs, skiing and lodging facilities) on the basis of improving the marketing strategy of the existing golf course and hotel to attract ski enthusiasts from Japan and around the world, provide a full range of winter travel supporting services.

As new projects are successively undertaken by the Group, it is expected that the property management and renovation and decoration businesses will continue to generate revenue growth for the Group, and the business scope of the Group will gradually expand.

On the basis of further improving the operation of existing subsidiaries, the Group will also proactively look for more investment opportunities with promising outlooks and prospects and continue to create value for shareholders.

FINANCIAL REVIEW

During the Current Period, revenue of the Group was HK\$75,123,000 (six months ended 30 September 2019: HK\$29,593,000, as restated), which comprised the sales of residential apartments of the Chongqing Property, income from the operation of serviced apartments, property management services and renovation and decoration services. The revenue has increased by HK\$45,530,000 as a result of revenue increased from property management services and the newly acquired segment.

Gross loss of the Group was HK\$3,002,000 in the Current Period (gross profit for six months ended 30 September 2019: HK\$7,731,000, as restated). Gross loss mainly arose from (i) the offering of special discounts for selling of residential apartments under the current less favorable market conditions; and (ii) the serviced apartments in Chongqing have been officially put into operation in the current period, while its operation was negatively impacted by travel restrictions and city-wide lockdowns. Revenue from these operations could not fully offset the relevant cost of sales, gross loss arose thereof.

Selling and administrative expenses mainly comprised selling expenses of HK\$7,465,000 (six months ended 30 September 2019: HK\$7,783,000, as restated) and administrative expenses of HK\$46,229,000 (six months ended 30 September 2019: HK\$27,353,000, as restated). The selling and administrative expenses increased was mainly due to (1) increase in depreciation of property, plant and equipment mainly arose from the serviced apartments of the Chongqing Property and (2) increase in depreciation of right-of-use assets due to adoption of HKFRS 16 Leases.

目前高爾夫球場的營運受季節性影響，且客戶主要在北海道的春季至秋季光顧高爾夫球場。本集團預期將調整現有的經營模式，在提升現有高爾夫球場及酒店營銷策略的基礎上，同時逐步增加冬季活動，並提升酒店設施（包括溫泉、滑雪及住宿設施），吸引日本及世界各地的滑雪愛好者，提供全方位的冬季旅行配套服務。

隨著本集團陸續承接新項目，預計本集團的物業管理以及裝修及裝飾業務於可持續為本集團帶來收入增長，本集團之業務範圍將逐步擴大。

本集團在進一步提升現有附屬公司運營的基礎上，也將積極尋求更多具有良好前景的投資機會，持續為股東創造價值。

財務回顧

於本期間，本集團之收入為75,123,000港元（截至2019年9月30日止六個月：29,593,000港元，經重列），包含重慶物業所屬住宅公寓之銷售額、服務式公寓運營、物業管理服務以及裝修及裝飾工程的收入。收入增加45,530,000港元，乃由於物業管理服務及近期收購分部的收入增加。

本集團於本期間之毛損為3,002,000港元（截至2019年9月30日止六個月之毛利：7,731,000港元，經重列）。毛損的成因主要是(i)在現在較不利的市場環境下，提供了更多折扣優惠於公寓銷售業務；及(ii)服務式公寓於期內正式營運，但旅遊限制及封城對其業務帶來較負面影響。相關業務的收入均未能完全抵銷銷售成本，以致產生毛損。

銷售及行政開支主要包括銷售開支7,465,000港元（截至2019年9月30日止六個月：7,783,000港元，經重列）及行政開支46,229,000港元（截至2019年9月30日止六個月：27,353,000港元，經重列）。於本期間，銷售及行政開支增加主要由於(1)主要因重慶物業的服務式公寓令物業、廠房及設備折舊上升及(2)由於採納香港財務報告準則第16號租賃，使用權資產折舊上升。

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The loss attributable to owners of the Company increased to HK\$133,936,000 in the Current Period (six months ended 30 September 2019: HK\$93,276,000, as restated), which was mainly attributable to the increase in the selling and administrative expenses as explained above, decrease in fair value of investment properties under construction of HK\$16,081,000 (six months ended 30 September 2019: HK\$18,897,000) and the increase finance costs.

LIQUIDITY AND CAPITAL RESOURCES

As at 30 September 2020, the Group's total equity was HK\$450,867,000 (31 March 2020: HK\$470,481,000). The decrease in equity was mainly attributable to the loss of the Group during the Current Period of HK\$132,755,000, which was partially offset by (i) the exchange gain on the translation of foreign operations of HK\$64,061,000 arose from the appreciation of Renminbi ("RMB") against Hong Kong dollars during the Current Period and (ii) the increase in share capital and share premium of HK\$48,345,000 due to placing.

As at 30 September 2020, the Group had cash and cash equivalents of HK\$218,094,000 (31 March 2020: HK\$1,376,409,000). Cash and cash equivalents were mainly denominated in Hong Kong dollars and RMB. The current ratio of Group was 1.9 (31 March 2020: 4.9).

As at 30 September 2020, the Group's borrowings comprised of outstanding promissory notes, unsecured borrowings from a director and bank and other borrowings, amounted to HK\$2,749,951,000 (31 March 2020: HK\$3,736,597,000), of which approximately HK\$20,011,000 will be due for repayment in the next twelve months (31 March 2020: HK\$17,686,000).

These borrowings were interest bearing at rates ranging from 7% to 15% per annum and denominated in Hong Kong dollars and RMB. As at the end of the Current Period, gearing ratio of the Group was 6.1 (31 March 2020: 7.9).

As at 30 September 2020, the Group had capital commitment of HK\$39,432,000 (31 March 2020: HK\$82,077,000), while its net current assets and cash and cash equivalents amounted to HK\$739,782,000 (31 March 2020: HK\$1,880,077,000) and HK\$218,094,000 (31 March 2020: HK\$1,376,409,000), respectively.

The directors of the Company have reviewed the Group's cash flow projection covering a period of twelve month from 30 September 2019, which has taken into account of the following measures:

- (1) Sales of the properties, leasing of serviced apartments and shopping mall, provision of property management services and renovation and decoration services which are expected to continue to generate operating cash inflow to the Group;

本公司擁有人應佔虧損於本期間增加至133,936,000港元(截至2019年9月30日止六個月: 93,276,000港元, 經重列), 乃主要由於上文所述銷售及行政開支增加、在建投資物業的公允價值減少16,081,000港元(截至2019年9月30日止六個月: 18,897,000港元)及財務成本的上升。

流動資金及資本資源

於2020年9月30日, 本集團總權益為450,867,000港元(2020年3月31日: 470,481,000港元)。權益減少主要由於本集團於本期間之虧損為132,755,000港元, 該因素部分被以下的影響所抵銷(i) 本期間人民幣(「人民幣」)兌港元升值而產生64,061,000港元的換算海外業務收益及(ii) 由於配售導致股本及股份溢價增加48,345,000港元。

於2020年9月30日, 本集團有現金及等同現金218,094,000港元(2020年3月31日: 1,376,409,000港元)。現金及等同現金主要以港元及人民幣計值。本集團的流動比率為1.9(2020年3月31日: 4.9)。

於2020年9月30日, 本集團的借貸(包括未贖回承兌票據、董事無抵押借貸及銀行及其他借貸)達2,749,951,000港元(2020年3月31日: 3,736,597,000港元), 當中約20,011,000港元將於未來十二個月到期償還(2020年3月31日: 17,686,000港元)。

該等借款按7%至15%年利率計息, 以港元及人民幣計值。於本期間末, 本集團之資本負債比率為6.1(2020年3月31日: 7.9)。

於2020年9月30日, 本集團的資本承擔為39,432,000港元(2020年3月31日: 82,077,000港元), 而其淨流動資產以及現金及等同現金分別為739,782,000港元(2020年3月31日: 1,880,077,000港元)及218,094,000港元(2020年3月31日: 1,376,409,000港元)。

本公司董事已審視本集團涵蓋2019年9月30日起計十二個月期間之現金流量預測, 當中已考慮以下措施:

- (1) 物業銷售、服務式公寓及購物商場租賃、提供物業管理服務及裝修及裝飾工程將持續為本集團帶來經營現金流入;

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- (2) During the Current Period, the Group has entered into agreements with the lenders to extend the maturity date of the following facilities:
- (a) Maturity date of promissory notes with aggregate principal amount of HK\$778,000,000 was extended from 28 July 2021 to 28 July 2022;
- (b) Maturity date of unsecured revolving loan facilities of RMB500,000,000 (equivalent to HK\$570,000,000) and HK\$100,000,000 was extended from 6 July 2021 to 6 July 2022.
- (3) As at the end of the Current Period, the Group had remaining total unutilised facilities provided by a director amounted to approximately HK\$407,606,000.
- (2) 於本期間，本集團已與貸款人訂立協議，延長下列融資之到期日：
- (a) 本金總額為778,000,000港元之承兌票據之到期日自2021年7月28日延至2022年7月28日；
- (b) 金額為人民幣500,000,000元（相當於570,000,000港元）及100,000,000港元之無抵押循環貸款融資之到期日自2021年7月6日延至2022年7月6日。
- (3) 於本期間末，本集團餘下尚未提取董事提供的融資總額約為407,606,000港元。

Based on the above, in the opinion of the directors, the Group will have sufficient working capital to fulfill its financial obligations as and when they fall due in the coming twelve months from 30 September 2020.

基於上文所述，董事認為，本集團將具備充足營運資金履行自2020年9月30日起計未來十二個月期間到期之財務責任。

CONTINGENT LIABILITIES

As at 30 September 2020, the Group did not have any material contingent liabilities or guarantees (31 March 2020: Nil).

或然負債

於2020年9月30日，本集團並無任何重大或然負債或擔保（2020年3月31日：無）。

CHARGE ON ASSET

As at 30 September 2020, the Chongqing Property was pledged to secure banking borrowings granted to Chongqing Kingstone.

資產抵押

於2020年9月30日，本集團以重慶物業作為重慶皇石的銀行借貸之抵押。

MATERIAL ACQUISITIONS AND DISPOSAL OF ASSETS, SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES

Discloseable and Connected Transaction in relation to the Acquisition of Wenzhou Junshang Decoration Co. Ltd.*

On 8 May 2020, Wenzhou Rongdong Real Estate Development Co., Ltd. (溫州榮東房地產開發有限公司) (“Wenzhou Rongdong”), an indirect wholly-owned subsidiary of the Company, has entered into a sale and purchase agreement with Mr. Hu Shikuan and Ms. Zhang Tingting, the father and niece of Mr. Hu Xingrong (“Mr. Hu”), and are therefore connected persons of the Company, pursuant to which Wenzhou Rongdong conditionally agreed to acquire, and Mr. Hu Shikuan and Ms. Zhang Tingting conditionally agreed to sell, the entire equity interest in Wenzhou Junshang at the consideration of RMB1 (the “Acquisition of Wenzhou Junshang”).

重大收購及出售資產、附屬公司、聯營公司及合營企業

有關收購溫州君尚裝飾有限公司之須予披露及關連交易

於2020年5月8日，溫州榮東房地產開發有限公司（「溫州榮東」，本公司之間接全資附屬公司），已與胡士寬先生及張婷婷女士（胡興榮先生「胡先生」之父親及外甥女，因此為本公司之關連人士）訂立買賣協議，據此，溫州榮東有條件同意收購，而胡士寬先生及張婷婷女士有條件同意出售溫州君尚之全部股權，代價為人民幣1元（「收購溫州君尚」）。

* For identification purposes only

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管理層討論與分析

The Acquisition of Wenzhou Junshang was completed in 4 June 2020. As a result of the completion of the Acquisition of Wenzhou Junshang, Wenzhou Junshang became an indirect wholly-owned subsidiary of the Company and the financial information of Wenzhou Junshang and its subsidiary, Beichen Construction, a company established in the PRC with limited liability, would be consolidated into the consolidated financial statements of the Company.

Details of the Acquisition of Wenzhou Junshang are set out in the announcements of the Company dated 8 May 2020 and 21 May 2020.

Major and Connected Transaction relating to Acquisition of the Entire Issued Share Capital of Doof Japan

On 14 July 2020, Decent Start Limited (“Decent”), a direct wholly-owned subsidiary of the Company, Mr. Hu and the Company entered into an acquisition agreement (the “Acquisition Agreement”), pursuant to which Decent conditionally agreed to acquire and Mr. Hu conditionally agreed to dispose of the entire issued share capital of 株式会社多弗* Tafutsu Kabushiki Kaisha (“Doof Japan”) and the shareholder’s loan (“Acquisition of Doof Japan”).

The consideration of JPY848,394,046 (equivalent to approximately HK\$60,575,335) shall be satisfied by the issue and allotment of 163,717,121 new shares of the Company (the “Consideration Shares”) at a price of HK\$0.37 (the “Issue Price”) per Consideration Share. Upon completion of the Acquisition of Doof Japan, Doof Japan will become an indirect wholly-owned subsidiary of the Company.

The completion of the Acquisition of Doof Japan (the “Completion”) is subject to fulfilment of the conditions precedent under the acquisition Agreement. Upon Completion, Doof Japan will become a wholly-owned subsidiary of the Company and the financial results of Doof Japan and its subsidiaries will be consolidated into the financial statements of the Group.

In the special general meeting of the Company held on 25 September 2020, the ordinary resolution in relation to the Acquisition of Doof Japan was duly passed by the shareholders of the Company by way of poll. The Acquisition of Doof Japan was completed on 30 October 2020.

Details of the Acquisition of Doof Japan are set out in the announcements of the Company dated 14 July 2020 and 31 August 2020 and in the circular of the Company dated 10 September 2020.

Save as disclosed herein, there was no material acquisition or disposal of subsidiaries, associates or joint ventures during the Current Period.

收購溫州君尚已於2020年6月4日完成。完成收購溫州君尚後，溫州君尚成為本公司之間接全資附屬公司，且溫州君尚及其附屬公司北宸建設（一間於中國成立之有限公司）之財務資料將併入本公司綜合財務報表。

收購溫州君尚的詳情載於本公司日期為2020年5月8日及2020年5月21日的公告。

有關收購多弗日本全部已發行股本之主要及關連交易

於2020年7月14日，本公司之直接全資附屬公司Decent Start Limited（「Decent」）、胡先生及本公司訂立收購協議（「收購協議」），據此，Decent有條件同意收購，而胡先生有條件同意出售株式會社多弗（「多弗日本」）之全部已發行股本及股東貸款（「收購多弗日本」）。

代價848,394,046日圓（相當於約60,575,335港元）將以按每股代價股份0.37港元的價格（「發行價」）發行及配發163,717,121股本公司之新股份（「代價股份」）達成。完成收購多弗日本後，多弗日本將成為本公司間接全資附屬公司。

收購多弗日本完成（「完成」）須待收購協議規定的先決條件獲達成後，方告完成。完成後，多弗日本將成為本公司全資附屬公司且多弗日本及其附屬公司的財務業績將併入本集團的財務報表。

於本公司2020年9月25日舉行的股東特別大會上，有關收購多弗日本的普通決議案由本公司股東以投票表決方式正式通過。收購多弗日本已於2020年10月30日完成。

收購多弗日本詳情載列於本公司日期為2020年7月14日及2020年8月31日之公告及本公司日期為2020年9月10日之通函。

除本報告所披露者外，於本期間內，概無重大收購或出售附屬公司、聯營公司或合營企業。

* For identification purposes only

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

SIGNIFICANT INVESTMENTS HELD BY THE GROUP

Save as disclosed above, the Group did not hold any significant investments as at 30 September 2020.

FUTURE PLAN FOR MATERIAL INVESTMENTS AND CAPITAL ASSETS

Save as disclosed herein, the Company currently does not have any future plans for material investments or capital assets.

EXPOSURE TO FLUCTUATION IN EXCHANGE RATES

The Group principally operates its business in Hong Kong and Mainland China. The Group has subsidiaries operating in Mainland China, in which most of their transactions are denominated in RMB. The Group is exposed to foreign exchange fluctuations arising from RMB, which is the main foreign currency transacted by the Group during the Current Period.

The Group did not enter into any foreign exchange contract as hedging measures during the Current Period. The Group manages its foreign currency risk against RMB by closely monitoring its movement and may use hedging derivatives, such as foreign currency forward contracts, to manage its foreign currency risk as appropriate.

HUMAN RESOURCES AND REMUNERATION POLICY

As at 30 September 2020, the Group had a total workforce of approximately 354 (31 March 2020: 220). The total staff costs, including Directors emoluments and mandatory provident fund contributions, amounted to HK\$26,646,000 for the Current Period (six months ended 30 September 2019: HK\$19,229,000, restated). Employees are remunerated based on their performance and experience. Remuneration package, including salary and year-end discretionary bonus, is determined by reference to market conditions and individual performance. In order to align the interests of staff, Directors and consultants with the Group, share options may be granted to staff, Directors and consultants under the Group's share option scheme (the "2012 Share Option Scheme"). There were no share options outstanding under the 2012 Share Option Scheme as at 30 September 2020.

USE OF PROCEEDS

Placing of Existing Shares and Top-Up Subscription for New Shares Under General Mandate

On 24 June 2020, the Company, China DaDi Group Limited ("China DaDi") and Mr. Hu entered into the placing agreement (the "Placing Agreement") with Roofer Securities ("Placing Agent") pursuant to which the Placing Agent agreed to place, on a best effort basis, up to 141,104,000 existing shares of the Company ("Placing Shares") at a price of HK\$0.35 (the "Placing Price") per Placing Share on behalf of China DaDi (the "Placing").

本集團持有的重大投資

除上文所披露者外，本公司於2020年9月30日並無持有任何重大投資。

重大投資的未來計劃及資本資產

除本報告所披露者外，本公司目前並無任何有關重大投資的未來計劃或資本資產。

匯率波動風險

本集團主要在香港及中國內地經營業務。本集團有附屬公司於中國內地營運，大部分交易以人民幣計值。本集團承受人民幣之外匯波動風險，而人民幣為本集團於本期間內之主要交易外幣。

本集團於本期間內並無訂立任何外匯合約作為對沖措施。本集團透過密切監察人民幣匯率變動管理其外匯風險，並可能於適當時候使用遠期外匯合約等對沖衍生工具管理其外匯風險。

人力資源及薪酬政策

於2020年9月30日，本集團共聘用約354名(2020年3月31日：220名)僱員。於本期間內，總員工成本(包括董事薪酬及強制性公積金供款)為26,646,000港元(截至2019年9月30日止六個月：19,229,000港元，經重列)。僱員之薪酬乃以彼等之表現及經驗為基準。薪酬組合(包括薪金及年終酌情花紅)則參照市況及員工個別之表現釐定。為使員工、董事及顧問之利益與本集團一致，本公司可能根據本集團購股權計劃(「2012年購股權計劃」)向員工、董事及顧問授出購股權。於2020年9月30日，概無2012年購股權計劃項下之未行使購股權。

所得款項用途

配售現有股份及根據一般授權先舊後新認購新股份

於2020年6月24日，本公司、中國大地集團有限公司(「中國大地」)以及胡先生與路華證券(「配售代理」)訂立配售協議(「配售協議」)，據此配售代理同意代表中國大地全力按每股配售股份0.35港元之價格(「配售價」)配售最多141,104,000股本公司現有股份(「配售股份」)(「配售事項」)。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

Pursuant to the Placing, China DaDi and the Company have also entered into the subscription agreement (the “Subscription Agreement”) on the same date under which China DaDi conditionally agreed to subscribe for, and the Company conditionally agreed to issue, 141,104,000 new ordinary shares of the Company (the “Subscription Shares”) at a price of HK\$0.35 (the “Subscription Price”) per Subscription Share (the “Subscription”). The Subscription Shares have a nominal value of HK\$14,110,400 and a market value of HK\$57,852,640, based on the closing price of HK\$0.41 on the date of the Subscription Agreement.

The Placing and the Subscription were completed on 24 June 2020 and 7 July 2020 respectively.

A total of 141,104,000 Placing Shares have been successfully placed at the Placing Price of HK\$0.35 per Placing Share by the Placing Agent to not less than six independent professional, institutional and/or individual investors who, together with their respective ultimate beneficial owners (a) are third parties independent of and not connected with the Company or its connected persons; and (b) are not acting in concert with China DaDi, its associates and persons acting in concert with China DaDi. None of the placees has become a substantial shareholder (as defined under the Listing Rules) of the Company as a result of the Placing.

Further, all the conditions of the Subscription have been fulfilled and completion of the Subscription took place on 7 July 2020. A total of 141,104,000 Subscription Shares (equivalent to the number of the Placing Shares successfully placed under the Placing) were subscribed by China DaDi at the Subscription Price of HK\$0.35 per Subscription Share.

The net proceeds were approximately HK\$48,345,000 received from the Subscription. The Company intends to apply for repayment of borrowings of the Group and as general working capital of the Group. The net price of the Subscription is approximately HK\$0.34 per share of the Company.

根據配售事項，同日，中國大地與本公司亦已訂立認購協議（「認購協議」），據此中國大地有條件同意認購，且本公司有條件同意按每股認購股份0.35港元（「認購價」）之價格發行141,104,000股本公司新普通股（「認購股份」）（「認購事項」）。基於認購協議日期的收市價0.41港元，認購股份面值為14,110,400港元，市場價值為57,852,640港元。

配售事項及認購事項分別於2020年6月24日及2020年7月7日完成。

合共141,104,000股配售股份已由配售代理按配售價每股配售股份0.35港元成功配售予不少於六名獨立專業、機構及／或個人投資者，該等投資者連同其各自最終實益擁有人(a)為獨立於本公司或其關連人士之第三方且與該等人士概無關連；及(b)與中國大地、其聯繫人及與中國大地一致行動之人士並未一致行動。概無任何承配人因配售事項成為本公司主要股東(定義見上市規則)。

此外，所有認購條件均已達成，認購事項已於2020年7月7日完成。合共141,104,000股認購股份(相當於根據配售事項成功配售的配售股份數目)已由中國大地按認購價每股認購股份0.35港元認購。

自認購事項獲得的所得款項淨額約48,345,000港元，本公司擬用於本集團償還借貸及作為本集團一般營運資金。認購淨價約為每股本公司股份0.34港元。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

The intended and actual use of proceeds from the Subscription up to 30 September 2020 is set out as follows:

截至2020年9月30日，認購事項的所得款項擬定及實際用途載列如下：

Intended use of net proceeds	Original allocation of net proceeds	Utilised amount of net proceeds up to 30 September 2020	Unutilised amount of net proceeds up to 30 September 2020
所得款項淨額的擬定用途	所得款項淨額原定分配	截至2020年9月30日所得款項淨額已動用金額	截至2020年9月30日所得款項淨額未動用金額
Repayment of borrowings of the Group 本集團償還借貸	48,000,000	48,000,000	—
General working capital 一般營運資金	345,000	345,000	—
Total 總計	48,345,000	48,345,000	—

As at 30 September 2020, the Group's net proceeds from the Subscription has been fully utilised.

於2020年9月30日，本集團的認購事項所得款項淨額已悉數動用。

OTHER INFORMATION

其他資料

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING AND DEBENTURES OF THE COMPANY OR ANY ASSOCIATED CORPORATION

As at 30 September 2020, the interests and short positions of the Directors in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")), which (a) were required to be notified to the Company and the Stock Exchange pursuant to provisions of Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which the Directors or chief executive have taken or deemed to have under such provisions of the SFO); (b) were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (c) were required, pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 of the Listing Rules to be notified to the Company and the Stock Exchange were set out below:

Long positions in ordinary shares of the Company

董事及主要行政人員於本公司或任何相聯法團之股份、相關股份及債券之權益及淡倉

於2020年9月30日，董事於本公司或其任何相聯法團(按證券及期貨條例(「證券及期貨條例」)第XV部賦予的涵義)之股份、相關股份或債券中擁有(a)根據證券及期貨條例第XV部第7及第8分部之規定須知會本公司及聯交所(包括根據證券及期貨條例有關規定董事或主要行政人員被當作或視作持有之權益及淡倉);(b)根據證券及期貨條例第352條須載入該條例所指之登記冊;或(c)根據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」)須知會本公司及聯交所之權益及淡倉載列如下:

於本公司普通股之好倉

Name of Director	Capacity/nature of interest	Number of ordinary shares of HK\$0.10 each held 所持有每股面值0.10港元之普通股數目			Percentage of the issued share capital of the Company 佔本公司 已發行股本 百分比
		Direct interest	Deemed interest	Total interest	
董事姓名/名稱	身份/權益性質	直接權益	視作擁有權益	總權益	
Mr. Hu 胡先生	Interest in a controlled corporation 受控法團權益	—	1,197,921,245 (Note) (附註)	1,197,921,245	58.51%

Note: These shares were directly owned by China DaDi which is 100% owned by Mr. Hu.

附註: 該等股份由胡先生全資擁有之中國大地直接擁有。

OTHER INFORMATION

其他資料

Save as disclosed above, none of the Directors or chief executive of the Company had, as at 30 September 2020, any interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which, (a) were required to be notified to the Company and the Stock Exchange pursuant to provisions of Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which the Directors or chief executive of the Company have taken or deemed to have under such provisions of the SFO); or (b) were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (c) were required, pursuant to the Model Code to be notified to the Company and the Stock Exchange.

Save as disclosed above, at no time during the period was the Company or any of its subsidiaries or its fellow subsidiaries a party to any arrangements to enable the Directors or their spouse or children under 18 years of age to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES OF THE COMPANY

As at 30 September 2020, substantial shareholders' interests or short positions in the shares and underlying shares of the Company, other than the Directors, as recorded in the register of substantial shareholders maintained by the Company pursuant to Section 336 of the SFO were as follows:

除上文披露者外，於2020年9月30日，概無任何董事或本公司主要行政人員於本公司或其任何相聯法團（按證券及期貨條例第XV部賦予的涵義）之股份、相關股份或債券中擁有任何（a）根據證券及期貨條例第XV部第7及第8分部之規定須知會本公司及聯交所（包括根據證券及期貨條例有關規定董事或本公司主要行政人員被當作或視為持有之權益及淡倉）；或（b）根據證券及期貨條例第352條須記入該條例所指之登記冊；或（c）根據標準守則須知會本公司及聯交所之權益或淡倉。

除上文披露者外，期內本公司或其任何附屬公司或其同系附屬公司概無訂立任何安排，致使董事或其配偶或未滿18歲之子女可藉購入本公司或任何其他法人團體之股份或債券而獲益。

主要股東及其他人士於本公司之股份及相關股份之權益及淡倉

於2020年9月30日，根據本公司按照證券及期貨條例第336條存置之主要股東登記冊所載，主要股東（董事除外）於本公司股份及相關股份中持有之權益或淡倉如下：

Name of Shareholder	Capacity/nature of interest	Number of ordinary shares			Percentage of the issued share capital of the Company
		Direct interest	Deemed interest	Total interest	
股東姓名／名稱	身份／權益性質	直接權益	視作擁有權益	總權益	佔本公司已發行股本百分比
China DaDi 中國大地	Beneficial owner 實益擁有人	1,197,921,245 (Note) (附註)	—	1,197,921,245	58.51%

Note: These shares were directly owned by China DaDi, which is 100% owned by Mr. Hu.

附註：該等股份由胡先生全資擁有之中國大地直接擁有。

The interests stated above represent long positions.

Save as disclosed above, as at 30 September 2020, the Company has not been notified of any person (other than Directors or chief executive of the Company) or entity had an interests or a short position in the shares, underlying shares or debentures of the Company as recorded in the register required to be kept by the Company under Section 336 of the SFO.

SHARE OPTION SCHEME

A share option scheme was adopted by the Company on 17 August 2012 under which the Directors may grant options to eligible persons to subscribe for the Company's shares subject to the terms and conditions as stipulated therein. Unless otherwise cancelled or amended, the 2012 Share Option Scheme will remain valid for a period of 10 years from the adoption date.

During the Period, no share options have been granted by the Company under the 2012 Share Option Scheme.

MAJOR CUSTOMERS AND SUPPLIERS

During the Current Period, the five largest customers of the Group accounted for 64% (six months end 30 September 2019: two customers accounted for 100%, as restated) of the Group's total revenue. The five largest suppliers/contractors of the Group together accounted for 74% (six months ended 30 September 2019: 57%, as restated), with the largest supplier/contractor accounted for 27% (six months ended 30 September 2019: 26%, as restated) of the Group's total purchases/construction during the Current Period.

To the best of the Directors' knowledge, at no time during the Current Period did a Director, an associate of a Director or a shareholder of the Company (which to the knowledge of the Directors owns more than 5% of the Company's share capital) have an interest in any of the Group's five largest suppliers or customers.

SUFFICIENCY OF PUBLIC FLOAT

The Company has maintained a sufficient public float throughout the six months ended 30 September 2020.

上述權益均代表好倉。

除上文披露者外，於2020年9月30日，根據證券及期貨條例第336條規定本公司須予存置之登記冊所載，本公司並未獲悉任何人士（董事或本公司主要行政人員除外）或實體於本公司股份、相關股份或債券中擁有權益或淡倉。

購股權計劃

本公司於2012年8月17日採納一項購股權計劃，據此，董事可向合資格人士授予購股權，以便根據購股權計劃之條款及條件認購本公司股份。除另行註銷或修訂外，2012年購股權計劃於採納日期起計為期十年持續有效。

於本期間內，本公司概無根據2012年購股權計劃授出購股權。

主要客戶及供應商

於本期間內，本集團的五名最大客戶佔本集團總營業額64%（截至2019年9月30日止六個月：兩名客戶佔100%，經重列）。本集團的五名最大供應商／承包商合共佔本集團於本期間內總購買／工程74%（截至2019年9月30日止六個月：57%，經重列），當中最大供應商／承包商佔27%（截至2019年9月30日止六個月：26%，經重列）。

就董事所深知，概無董事、董事之聯繫人或本公司股東（就董事所知擁有本公司股本超過5%者）於本期間內任何時候於本集團五大供應商或客戶中擁有任何權益。

充足公眾持股量

本公司於截至2020年9月30日止六個月已維持充足公眾持股量。

OTHER INFORMATION

其他資料

CORPORATE GOVERNANCE CODE

The Group recognises the importance of achieving the highest standard of corporate governance consistent with the needs and requirements of its businesses and the best interest of all of its stakeholders, and the Board is fully committed to doing so. The Board believes that high standards of corporate governance provide a framework and solid foundation for the Group to manage business risks, enhance transparency, achieve high standard of accountability and protect stakeholders' interests.

The Group has adopted a corporate governance statement of policy which provides guidance on the application of the corporate governance principles on the Group, with reference to the Code on Corporate Governance Practices (the "CG Code") as set out in Appendix 14 of the Listing Rules.

In the opinion of the Directors, the Company has complied with all code provisions as set out in the CG Code throughout the six months ended 30 September 2020 and, where appropriate, the applicable recommended best practices of the CG Code.

COMPLIANCE WITH THE MODEL CODE

The Company has adopted the Model Code as set out in Appendix 10 of the Listing Rules for securities transactions by the Directors. The Company confirms that, having made specific enquiry of all Directors, all of the Directors confirmed that they have complied with the required standard as set out in the Model Code throughout the six months ended 30 September 2020.

企業管治守則

本集團深明達致配合其業務所需且符合其所有權利相關人士最佳利益之最高標準企業管治之重要性，而董事會一直致力進行有關工作。董事會相信，高水準企業管治能為本集團奠定良好架構，紮穩根基，不單有助管理業務風險及提高透明度，亦能維持高水準問責性及保障權利相關人士之利益。

本集團已參照上市規則附錄十四所載企業管治常規守則（「企業管治守則」）採納企業管治政策，為本集團應用企業管治原則提供指引。

董事認為，截至2020年9月30日止六個月內，本公司一直遵守載於企業管治守則之所有守則條文及（倘適用）企業管治守則之適用建議最佳常規。

遵守標準守則

本公司已就董事進行證券交易採納上市規則附錄十所載之標準守則。本公司確認，經向全體董事作出具體查詢後，全體董事確認彼等於截至2020年9月30日止六個月期間一直遵守標準守則所載之規定標準。

OTHER INFORMATION

其他資料

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES

Neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities during the six months ended 30 September 2020.

AUDIT COMMITTEE AND REVIEW OF INTERIM RESULTS

The audit committee of the Company, which comprises three independent non-executive Directors, namely Ms. Pau Yee Ling, Mr. Wong Kwan Kit and Mr. Yuen Hoi Po, has reviewed the unaudited interim results and interim report of the Group for the six months ended 30 September 2020 and has recommended their adoption to the Board.

購買、出售或贖回上市證券

本公司或其任何附屬公司概無於截至2020年9月30日止六個月期間購買、出售或贖回本公司任何上市證券。

審核委員會及審閱中期業績

本公司之審核委員會(由三名獨立非執行董事鮑依寧女士、黃昆杰先生及袁海波先生組成)已審閱本集團截至2020年9月30日止六個月之未經審核中期業績及中期報告，並建議董事會採納。

OTHER INFORMATION

其他資料

EVENT AFTER THE CURRENT PERIOD

Except for the completion of the acquisition of Doof Japan on 30 October 2020, there was no significant events after the Current Period and up to the date of this report.

本期間後的事項

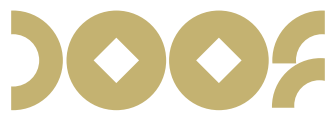
除於2020年10月30日完成收購多弗日本外，本期間後及直至本報告日期並無重大事項。

On behalf of the Board
Man Sang International Limited
Hu Xingrong
Chairman

代表董事會
民生國際有限公司
主席
胡興榮

Hong Kong, 25 November 2020

香港，2020年11月25日



Man Sang International Limited
民生國際有限公司