



PERFECT GROUP INTERNATIONAL HOLDINGS LIMITED
保發集團國際控股有限公司

(Incorporated in 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: 03326



INTERIM REPORT 2019 中期報告



保發珠寶產業中心
PERFECT GROUP JEWELLERY INDUSTRY PARK



保發集團大廈
PERFECT TOWER



*Perfection by
Perfect Jewellery*

Contents 目錄

Corporate Information 公司資料	3
Management Discussion and Analysis 管理層討論及分析	6
Other Information 其他資料	14
Report on Review of Condensed Consolidated Financial Statements 簡明綜合財務報表審閱報告	21
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	23
Condensed Consolidated Statement of Financial Position 簡明綜合財務狀況表	25
Condensed Consolidated Statement of Changes in Equity 簡明綜合權益變動表	27
Condensed Consolidated Statement of Cash Flows 簡明綜合現金流量表	29
Notes to the Condensed Consolidated Financial Statements 簡明綜合財務報表附註	30

Corporate Information

公司資料

Executive Directors

Mr. Kan Kin Kwong (*Chairman and Chief Executive Officer*)
Ms. Shek Mei Chun
Mr. Chung Chi Keung

Independent Non-executive Directors

Mr. Fan Chor Ho
Mr. Li Cheuk Wai
Mr. Wong Wai Keung Frederick

Audit Committee

Mr. Wong Wai Keung Frederick (*Chairman*)
Mr. Li Cheuk Wai
Mr. Fan Chor Ho

Remuneration Committee

Mr. Li Cheuk Wai (*Chairman*)
Mr. Chung Chi Keung
Mr. Wong Wai Keung Frederick

Nomination Committee

Mr. Kan Kin Kwong (*Chairman*)
Mr. Fan Chor Ho
Mr. Li Cheuk Wai

Risk Management Committee

Mr. Kan Kin Kwong (*Chairman*)
Ms. Shek Mei Chun
Mr. Li Cheuk Wai

執行董事

簡健光先生 (*主席兼行政總裁*)
石美珍女士
鍾志強先生

獨立非執行董事

范佐浩先生
李卓威先生
黃煒強先生

審核委員會

黃煒強先生 (*主席*)
李卓威先生
范佐浩先生

薪酬委員會

李卓威先生 (*主席*)
鍾志強先生
黃煒強先生

提名委員會

簡健光先生 (*主席*)
范佐浩先生
李卓威先生

風險管理委員會

簡健光先生 (*主席*)
石美珍女士
李卓威先生

Corporate Information

公司資料

Company Secretary

Mr. Tam Chun Wa

Auditor

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35/F, One Pacific Place
88 Queensway
Hong Kong

Legal Advisers

As to Hong Kong Law

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3 Connaught Road Central
Hong Kong

As to Cayman Islands Law

Conyers Dill & Pearman
2901, One Exchange Square,
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Hong Kong

Principal Bankers

The Bank of East Asia, Limited
Millennium City 5 BEA Tower
418 Kwun Tong Road
Hong Kong

OCBC Wing Hang Bank Limited
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Kwun Tong, Kowloon

公司秘書

譚鎮華先生

核數師

德勤•關黃陳方會計師行
香港
金鐘道88號
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法律顧問

有關香港法律

樂博律師事務所有限法律責任合夥
香港
干諾道中3號
中國建設銀行大廈21樓

有關開曼群島法律

Conyers Dill & Pearman
香港
中環康樂廣場8號
交易廣場一座2901室

主要往來銀行

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九龍觀塘
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鱸魚恤中心
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Corporate Information

公司資料

Principal Share Registrar and Transfer Office in the Cayman Islands

Conyers Trust Company (Cayman) Limited
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Cayman Islands

Hong Kong Branch Share Registrar

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

Registered Office

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Cayman Islands

Place of Business in Hong Kong and Headquarter

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Company's Website Address

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Stock Code

3326

開曼群島股份過戶登記總處

Conyers Trust Company (Cayman) Limited
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Cayman Islands

香港股份過戶登記分處

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香港北角
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股份代號

3326

Management Discussion and Analysis

管理層討論及分析

Business outlook and future prospects

The Group is one of the top fine jewellery manufactures and wholesalers with over 30 years of history in Hong Kong. The principal business of the Group is designing, manufacturing and sales of high-end fine jewellery (primarily mounted with diamonds) (“Jewellery Business”) and the development and sales of properties for the Group’s integrated and comprehensive industry park located at 1st Ring Road South Extension Foshan, Guangdong Province, the People’s Republic of China (the “PRC”) (“Property Development”) with the development plan to build an integrated and comprehensive industry park (the “Perfect Group Jewellery Industry Park”).

In the first half of the year, for the Jewellery Business, the Group still suffered from weak buying behavior of customers in the Dubai region. The Group considered that the drop in the sales in the Dubai region was mainly due to the challenges from the global economic slowdown. The Group has tried to maintain its target to record relatively stable revenue and profit. For the Property Development business, the Group has completed the major construction work of Perfect Group Jewellery Industry Park. Starting from second half of last year, the Group has delivered the completed units to customers and leased part of the Perfect Group Jewellery Industry Park.

FINANCIAL REVIEW

Overall Revenue

The Group’s revenue for the six months ended 30 June 2019 was approximately HK\$302.4 million (six months ended 30 June 2018: approximately HK\$182.2 million), representing an increase of approximately HK\$120.2 million or 66.0% over the corresponding period of 2018. The increase in the Group’s revenue was primarily due to the recognition of revenue amounting to approximately HK\$129.5 million (six months ended 30 June 2018: nil) from sale of properties in the PRC which was partly offset by the decrease in revenue from Jewellery Business during the period.

The revenue of Jewellery Business and Property Development represents approximately 57.2% and 42.8% respectively of total revenue.

業務展望及未來前景

本集團為香港頂尖優質珠寶製造商及批發商之一，擁有逾30年歷史。本集團的主要業務是設計、製造及出售主要鑲嵌鑽石的高端優質珠寶（「珠寶業務」）及就本集團位於中華人民共和國（「中國」）廣東省佛山一環南延線的綜合全面產業中心項目開發及銷售物業（「物業發展」），發展計劃為建設一個綜合全面產業中心（「保發珠寶產業中心」）。

於上半年，就珠寶業務而言，本集團仍受到迪拜地區客戶購買意慾疲弱的影響。本集團認為，迪拜地區的銷售下跌主要由於全球經濟放緩帶來諸多挑戰。本集團竭力維持收入及溢利相對穩定的目標。就物業發展業務而言，本集團已完成保發珠寶產業中心的主要建築工程。本集團自去年下半年開始已向客戶交付已完成單位並出租保發珠寶產業中心之一部分。

財務回顧

整體收益

截至2019年6月30日止六個月，本集團之收益約為302,400,000港元（截至2018年6月30日止六個月：約182,200,000港元），較2018年同期增加約120,200,000港元或66%。本集團收益增長主要由於期內確認銷售中國物業之收益約129,500,000港元（截至2018年6月30日止六個月：無），惟部分由珠寶業務之收益減少所抵銷。

珠寶業務及物業發展之收益分別佔總收益約57.2%及42.8%。

Management Discussion and Analysis

管理層討論及分析

Jewellery Business

Revenue

The Group's revenue for Jewellery business during the six months ended 30 June 2019 was approximately HK\$172.9 million (six months ended 30 June 2018: approximately HK\$182.2 million), representing a decrease of approximately HK\$9.3 million or 5.1% over the corresponding period of 2018. The decrease was primarily due to the decrease in sales of jewellery products in the Dubai region.

Gross profit and gross profit margin

The gross profit decreased from approximately HK\$49.5 million to HK\$44.5 million, representing an decrease of approximately HK\$5.0 million or 10.1% which is in line with the sales of Jewellery business. The gross profit margin decreased from approximately 27.2% to 25.7%, mainly due to weak demand for Jewellery products.

Property Development

Revenue, gross profit and gross profit margin

Revenue of approximately HK\$129.5 million for the six months ended 30 June 2019 (six months ended 30 June 2018: nil) was recorded for the Property Development. The revenue from Property Development was recognised at a point in time when the customer obtains control of the respective properties. The gross profit recognised for the six months ended 30 June 2019 was approximately HK\$53.3 million and gross profit margin was approximately 41.2%.

Overall gross profit and gross profit margin

Overall gross profit increased from approximately HK\$49.5 million to approximately HK\$97.7 million, representing an increase of approximately HK\$48.2 million or 97.6%. Included in the gross profit, approximately HK\$44.5 million related to Jewellery Business, representing an decrease of approximately 10.1%, and approximately HK\$53.2 million related to Property Development.

珠寶業務

收益

截至2019年6月30日止六個月，本集團來自珠寶業務之收益約為172,900,000港元（截至2018年6月30日止六個月：約182,200,000港元），較2018年同期減少約9,300,000港元或5.1%。該減少主要由於迪拜地區的珠寶產品銷售減少。

毛利及毛利率

毛利由約49,500,000港元減少至44,500,000港元，減少約5,000,000港元或10.1%，與珠寶業務之銷售額相符。毛利率由約27.2%減少至25.7%，主要由於珠寶產品需求疲弱。

物業發展

收益、毛利及毛利率

物業發展錄得截至2019年6月30日止六個月之收益約129,500,000港元（截至2018年6月30日止六個月：無）。物業發展之收益於客戶取得相關物業之控制權時確認。截至2019年6月30日止六個月之已確認毛利約為53,300,000港元及毛利率約為41.2%。

整體毛利及毛利率

整體毛利由約49,500,000港元增加至約97,700,000港元，增加約48,200,000港元或97.6%。毛利中約44,500,000港元與珠寶業務相關，減少約10.1%，及約53,200,000港元與物業發展相關。

Management Discussion and Analysis

管理層討論及分析

Other Income

Other income comprised mostly of bank interest income of approximately HK\$2,698,000 (six months ended 30 June 2018: approximately HK\$405,000) received during the period due to increase in receipt of deposits on the sales of properties in the PRC. The Group also recorded a rental income of approximately HK\$533,000 (six months ended 30 June 2018: nil).

Other Gains and Losses

Other gains and losses included gain on fair value changes upon transfer of properties under development for sale to investment properties amounting to approximately HK\$14,770,000 (six months ended 30 June 2018: nil). Moreover, gain on fair value changes on investment properties amounting to approximately HK\$579,000 during the six months ended 30 June 2019 (six months ended 30 June 2018: nil).

Finance Costs

The finance costs for the six months ended 30 June 2019 was approximately HK\$1,567,000 (six months ended 30 June 2018: approximately HK\$531,000). All of the interests charged to the profit or loss in the current period represents interest of trust receipt loan, loan interest of bank borrowing in the PRC and interest on lease liabilities. In the corresponding period, finance costs mainly included interest of trust receipt loan.

Selling and Distribution Costs

The selling and distribution costs for the six months ended 30 June 2019 was relatively stable, which only increased slightly from approximately HK\$8.2 million to approximately HK\$8.6 million, representing an increase of approximately 4.9%, as compared with corresponding period in 2018.

其他收入

其他收入大部份包括期內已收取之銀行利息收入約為2,698,000港元(截至2018年6月30日止六個月：約405,000港元)，乃由於就中國銷售物業所收按金增加。本集團亦錄得租金收入約533,000港元(截至2018年6月30日止六個月：無)。

其他收益及虧損

其他收益及虧損包括將發展中待售物業轉撥至投資物業時之公平值變動收益，約為14,770,000港元(截至2018年6月30日止六個月：無)。此外，截至2019年6月30日止六個月之投資物業之公平值變動收益約為579,000港元(截至2018年6月30日止六個月：無)。

融資成本

截至2019年6月30日止六個月之融資成本約為1,567,000港元(截至2018年6月30日止六個月：約531,000港元)。本期間從損益扣除之所有利息均來自信託收據貸款之利息、中國銀行借貸之貸款利息及租賃負債之利息。於去年同期，融資成本主要包括信託收據貸款之利息。

銷售及分銷成本

截至2019年6月30日止六個月之銷售及分銷成本相對穩定，僅由約8,200,000港元輕微增加至約8,600,000港元，較2018年同期增加約4.9%。

Management Discussion and Analysis

管理層討論及分析

General and Administrative Expenses

The general and administrative expenses for the six months ended 30 June 2019 was approximately HK\$27.0 million (six months ended 30 June 2018: approximately HK\$22.2 million), representing an increase of approximately HK\$4.8 million or 21.6% over the corresponding period of 2018. The increase in general and administrative expenses was mainly attributable to the salaries paid in the PRC for the Property Development of approximately HK\$4.70 million (six months ended 30 June 2018: nil).

Profit for the Period

As a result of the above factors, profit for the six months ended 30 June 2019 was approximately HK\$57.7 million (six months ended 30 June 2018: approximately HK\$16.0 million), representing an increase of approximately 261.1%.

Liquidity and financial resources

As at 30 June 2019, the Group had current assets of approximately HK\$1,023.3 million (as at 31 December 2018: approximately HK\$908.2 million) which comprised of bank balances and cash of approximately HK\$294.6 million (as at 31 December 2018: approximately HK\$218.1 million) and properties under development for sale of approximately HK\$363.5 million as at 30 June 2019 (as at 31 December 2018: approximately HK\$257.4 million). As at 30 June 2019, the current liabilities amounted to approximately HK\$613.0 million (as at 31 December 2018: approximately HK\$363.6 million). The significant increase is because of contract liabilities which is receipt in advance from customers. The current ratio, being the ratio of current assets to current liabilities, was approximately 1.67 as at 30 June 2019 (as at 31 December 2018: 2.50).

The financial resources for the operation of the Group were mainly derived from the cash inflows from operating activities. Taking into consideration the existing financial arrangements of the Group, the Directors believe that the Group has adequate working capital to support its operations and development requirements.

一般及行政開支

截至2019年6月30日止六個月之一般及行政開支約為27,000,000港元(截至2018年6月30日止六個月:約22,200,000港元),較2018年同期增加約4,800,000港元或21.6%。一般及行政開支增加主要由於於中國就物業發展支付的薪金約4,700,000港元(截至2018年6月30日止六個月:無)。

期內溢利

由於上述因素,截至2019年6月30日止六個月之溢利約為57,700,000港元(截至2018年6月30日止六個月:約16,000,000港元),增加約261.1%。

流動資金及財務資源

於2019年6月30日,本集團有流動資產約1,023,300,000港元(於2018年12月31日:約908,200,000港元),包括銀行結餘及現金約294,600,000港元(於2018年12月31日:約218,100,000港元),以及於2019年6月30日之發展中待售物業約為363,500,000港元(於2018年12月31日:約257,400,000港元)。於2019年6月30日,流動負債約為613,000,000港元(於2018年12月31日:約363,600,000港元)。顯著增加乃由於預收客戶款項的合約負債所致。於2019年6月30日,流動比率(即流動資產與流動負債的比率)約為1.67(於2018年12月31日:2.50)。

本集團業務營運的財務資源主要來自經營活動的現金流入。考慮到本集團的現有財務安排,董事相信本集團擁有充裕營運資金以敷其營運及發展需求。

Management Discussion and Analysis

管理層討論及分析

Gearing ratio

Based on total borrowings divided by equity, the gearing ratio was approximately 9.3% (as at 31 December 2018: 28.1%).

Charge of assets

There was charge on the Group's asset as at 30 June 2019 amounting to approximately HK\$166.9 million (as at 31 December 2018: approximately HK\$152.1 million).

Capital commitments

The Group had capital commitments of approximately HK\$273.6 million as at 30 June 2019 (as at 31 December 2018: approximately HK\$380.9 million), which are mainly related to the construction of Perfect Group Jewellery Industry Park.

Contingent liabilities

The Group had no material contingent liabilities as at 30 June 2019 (as at 31 December 2018: nil).

Employee and remuneration policy

As at 30 June 2019, the Group had approximately 134 employees (six month ended 30 June 2018: 263 employees) in Hong Kong and the PRC. The total salaries and related costs for the six months ended 30 June 2019 amounted to approximately HK\$17.3 million (six months ended 30 June 2018: HK\$21.8 million). During the six months ended 30 June 2019, the staff salary and related costs, other than the Directors' remuneration, was HK\$11.1 million (six months ended 30 June 2018: HK\$12.5 million). The main reason for the decrease was because during the six months ended 30 June 2018, the factory in Dongguan was closed and hence the number of manufacturing staff decreased. On the other hand, the Group recognised share-based payment expense of HK\$1.4 million during the six months ended 30 June 2019 (six month ended 30 June 2018: HK\$4.2 million).

資本負債比率

根據借貸總額除以權益計算，資本負債比率約為9.3%（於2018年12月31日：28.1%）。

資產抵押

於2019年6月30日，本集團有資產抵押約166,900,000港元（於2018年12月31日：約152,100,000港元）。

資本承擔

於2019年6月30日，本集團有資本承擔約273,600,000港元（於2018年12月31日：約380,900,000港元），主要由於保發珠寶產業中心的建設工程發生。

或然負債

於2019年6月30日，本集團概無任何重大或然負債（於2018年12月31日：無）。

僱員及薪酬政策

於2019年6月30日，本集團於香港及中國約有134名僱員（截至2018年6月30日止六個月：263名僱員）。截至2019年6月30日止六個月，薪金及相關成本總額約為17,300,000港元（截至2018年6月30日止六個月：21,800,000港元）。截至2019年6月30日止六個月，員工薪酬及相關成本（董事酬金除外）為11,100,000港元（截至2018年6月30日止六個月：12,500,000港元），錄得減少主要原因為於截至2018年6月30日止六個月，東莞工廠關閉導致生產員工的數量減少。另一方面，本集團於截至2019年6月30日止六個月確認以股份支付款項1,400,000港元（截至2018年6月30日止六個月：4,200,000港元）。

Management Discussion and Analysis

管理層討論及分析

The Group offered competitive remuneration package as an incentive to staff for improvement. The Company has share option scheme in place as a means to encourage and reward the eligible employees (including the Directors) for their contributions to the Group's results and business development, the award of which is based on their individual performances. On 31 May 2017, 13,494,000 options were granted. 6,747,000 share options are exercisable commencing from 31 May 2018 to 30 May 2023 (both dates inclusive) while the remaining 6,747,000 share options are exercisable from 31 May 2019 to 30 May 2024 (both dates inclusive). During the period ended 30 June 2019, 60,000 share options were lapsed (six months ended 30 June 2018: 2,160,000 share options were lapsed).

The employees' remuneration, promotion and salary are assessed by reference to work performance, working experience and professional qualifications and the prevailing market conditions and rates.

Future plans and prospects

The Group has started to explore the general trading business of jewellery related products in the PRC by investing RMB950,000 in a 19% equity interest associated company in Shenzhen. The associated company is still at the infancy state of development. The Group hopes that through this associated company the Group could be more active in the participation in the PRC jewellery business in the PRC.

The management company of the Group has also started to provide managerial services to the occupants of the Perfect Group Jewellery Industry Park. The renting out of the unsold part of Perfect Group Jewellery Industry Park has also started.

The Group has also suffered from the effect from US and China trade war spat which may continue to have an impact on the jewellery business in the second half of the year.

本集團提供具競爭力之薪酬待遇，以鼓勵員工不斷進步。本公司現有一項購股權計劃，以根據個人表現鼓勵及獎賞合資格僱員（包括董事）對本集團業績及業務發展作出之貢獻。於2017年5月31日，已授出13,494,000份購股權。6,747,000份購股權可於2018年5月31日起至2023年5月30日（包括首尾兩日）止期間行使，而餘下6,747,000份購股權可於2019年5月31日起至2024年5月30日（包括首尾兩日）止期間行使。截至2019年6月30日止期間，60,000份購股權已失效（截至2018年6月30日止六個月：2,160,000份購股權已失效）。

僱員之薪酬、晉升及薪金乃基於其工作表現、工作經驗、專業資格及當前市況及費率而評估。

未來計劃及展望

透過投資人民幣950,000元予深圳一間擁有19%權益的聯營公司，本集團已開始在中國拓展珠寶相關產品的綜合貿易業務。該聯營公司仍處於發展初始階段。本集團希望透過該聯營公司，本集團能在中國更積極參與中國珠寶業務。

本集團的管理業務公司亦已開始向保發珠寶產業中心的佔用人提供管理服務。保發珠寶產業中心未出售部分亦已開始出租。

本集團亦受到中美貿易戰爭端的影響，而該爭端或會繼續對下半年的珠寶業務產生影響。

Management Discussion and Analysis

管理層討論及分析

Interim dividend

The Board, after considering the liquidity position and operation of the Group, resolved to declare an interim dividend of HK\$0.01 per share, totaling HK\$13,500,000 for the six months ended 30 June 2019 (For the six months ended 30 June 2018: HK\$0.01) payable on Tuesday, 17 September 2019 to the shareholders of the Company whose names appear on the register of members of the Company on Friday, 6 September 2019.

Closure of register of members

For determining the entitlement of the shareholders to the interim dividend, the register of members of the Company will be closed from Wednesday, 4 September 2019 to Friday, 6 September 2019 (both days inclusive), during which period, no transfer of shares will be registered. In order to qualify for the interim dividend, all duly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Company's Hong Kong branch share registrar and transfer office, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong, not later than 4:00 p.m. on Tuesday, 3 September 2019.

Use of proceeds from global offering

The Company has received net proceeds of approximately HK\$76.5 million after deducting the underwriting fee and commissions and relevant expenses in connection with the global offering on 4 January 2016. On 28 November 2016, the Board resolved to change the proposed use of proceeds from that originally set out in the prospectus for the global offering. Details of this are set out in the announcement of the Company dated 28 November 2016. As at 30 June 2019, approximately HK\$73.9 million of the net proceeds has been used by the Group. The unutilised proceeds were deposited with the licensed bank in Hong Kong. Set out below is a summary of the original allocation of the net proceeds, the revised allocation of net proceeds and the utilisation of the net proceeds:

中期股息

董事會經考慮本集團之流動資金狀況及業務營運後，議決於2019年9月17日(星期二)向於2019年9月6日(星期五)名列本公司股東名冊之本公司股東宣派截至2019年6月30日止六個月之中期股息每股0.01港元(截至2018年6月30日止六個月：0.01港元)，合共為13,500,000港元。

暫停辦理股份過戶登記手續

為釐定符合享有中期股息之股東資格，本公司之股份過戶登記處將於2019年9月4日(星期三)至2019年9月6日(星期五)(包括首尾兩日)暫停辦理股東登記手續，期間將不會辦理股份過戶登記。為符合資格享有中期股息，股東最遲須於2019年9月3日(星期二)下午4時正前，將所有已填妥之過戶表格連同有關股票交回本公司之香港股份過戶登記分處聯合證券登記有限公司以供登記，地址為香港北角英皇道338號華懋交易廣場2期33樓3301-04室。

全球發售之所得款項用途

本公司就2016年1月4日進行之全球發售取得所得款項淨額約76,500,000港元(經扣除包銷費用及佣金以及相關開支)。於2016年11月28日，董事會議決更改招股章程所載全球發售所得款項之原先計劃擬定用途。有關詳情載於本公司日期為2016年11月28日之公佈。於2019年6月30日，本集團已動用所得款項淨額約73,900,000港元。尚未動用之所得款項已存放於香港之持牌銀行。下列為所得款項淨額之原先計劃分配、所得款項淨額之經修訂分配及所得款項淨額使用情況概要：

Management Discussion and Analysis

管理層討論及分析

Uses		Original allocation	Revised allocation	Utilisation as at 30 June 2019	Remaining balance as at 30 June 2019
用途		原先計劃 分配	經修訂 分配	於2019年 6月30日 之動用情況	於2019年 6月30日 之餘額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Expanding the Middle East and European high-end markets	擴充中東及歐洲高端市場	28,700	7,700	7,700	–
Upgrading the existing production facilities and hiring and training additional labour	升級現有生產設施以及聘用及培訓額外員工	25,179	1,839	1,839	–
Brand development	品牌發展	16,837	16,837	16,837	–
Enhancing the CRM system	提升客戶關係管理系統	3,597	3,597	967	2,630
Additional working capital and other general corporate purposes	額外營運資金及其他一般企業用途	2,220	2,220	2,220	–
Establishing the headquarter in the PRC and developing the PRC market	於中國成立總部及開發中國市場	–	44,340	44,340	–
Total	總計	76,533	76,533	73,903	2,630

Other Information

其他資料

Disclosure of interests

Interests of Directors and chief executive officers

As of the date of this report, the Directors and the chief executive officer of the Company had the following interests in the shares, underlying shares and debentures of the Company, its associated corporations (within the meaning of the Securities and Future Ordinance (“SFO”)) as recorded in the register maintained by the Company pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Companies.

Ordinary shares of one-third Hong Kong cent each of the Company

權益披露

董事及主要行政人員的權益

於本報告日期，本公司董事及主要行政人員於本公司、其相聯法團(定義見證券及期貨條例(「證券及期貨條例」))之股份、相關股份及債券中擁有下列記錄於本公司根據證券及期貨條例第352條所存置的登記冊，或根據上市公司董事進行證券交易的標準守則須通知本公司及聯交所的權益。

本公司每股面值三分之一港仙的普通股

Name of Director/ chief executive officers	Capacity/nature of interest	Number of shares (Long Position)	Approximately percentage of shareholdings in the Company 佔本公司股權的 概約百分比
董事／主要行政人員姓名	身份／權益性質	股份數目(好倉)	
Mr. Kan Kin Kwong (“Mr. Kan”) 簡健光先生(「簡先生」)	Interest of controlled corporation 受控制法團權益	886,959,000 shares (note 1) 886,959,000股(附註1)	66.44%
	Beneficial owner 實益擁有人	7,320,000 shares 7,320,000股	
	Beneficial owner 實益擁有人	1,350,000 shares (note 3) 1,350,000股(附註3)	
	Interest of spouse 配偶權益	1,260,000 shares (note 4) 1,260,000股(附註4)	
Mr. Chung Chi Keung (“Mr. Chung”) 鍾志強先生(「鍾先生」)	Interest of controlled corporation 受控制法團權益	30,375,000 shares (note 2) 30,375,000股(附註2)	2.34%
	Beneficial owner 實益擁有人	1,260,000 shares (note 3) 1,260,000股(附註3)	
Ms. Shek Mei Chun 石美珍女士	Interest of spouse 配偶權益	895,629,000 shares (note 5) 895,629,000股(附註5)	66.44%
	Beneficial owner 實益擁有人	1,260,000 shares (note 3) 1,260,000股(附註3)	

Other Information 其他資料

Name of Director/ chief executive officers	Capacity/nature of interest	Number of shares (Long Position)	Approximately percentage of shareholdings in the Company 佔本公司股權的 概約百分比
董事／主要行政人員姓名	身份／權益性質	股份數目(好倉)	
Mr. Fan Chor Ho 范佐浩先生	Beneficial owner 實益擁有人	900,000 shares (note 3) 900,000股(附註3)	0.07%
Mr. Li Cheuk Wai 李卓威先生	Beneficial owner 實益擁有人	180,000 shares 180,000股	
	Beneficial owner 實益擁有人	900,000 shares (note 3) 900,000股(附註3)	0.08%
Mr. Wong Wai Keung Frederick 黃煒強先生	Beneficial owner 實益擁有人	900,000 shares (note 3) 900,000股(附註3)	0.07%

Notes:

- Among these 886,959,000 shares, 729,000,000 shares, 57,339,000 shares and 100,620,000 shares are held by Immaculate Diamonds Limited, King Jewel Limited and Classic Sapphire Holdings Limited, respectively. The entire issued capital of Immaculate Diamonds Limited and King Jewel Limited are owned by Mr. Kan. 50% of the issued capital of Classic Sapphire Holdings Limited are held by Mr. Kan. Under the SFO, Mr. Kan is deemed to be interested in all the shares of the Company held by Immaculate Diamonds Limited, King Jewel Limited and Classic Sapphire Holdings Limited.
- These shares are held by Classic Emerald Holdings Limited, the entire issued capital of which is held by Mr. Chung. Under the SFO, Mr. Chung is deemed to be interested in all the shares of the Company held by Classic Emerald Holdings Limited.
- These underlying shares represent the shares of the Company to be issued upon the exercise of the share options granted by the Company to the Directors or chief executive pursuant to the share option scheme of the Company.
- Mr. Kan and Ms. Shek are spouses. Under the SFO, Mr. Kan is deemed to be interested in the shares of the Company which may be issued upon the exercise of the share options granted by the Company to Ms. Shek.
- Mr. Kan and Ms. Shek are spouses. Under the SFO, Ms. Shek is deemed to be interested in all the shares of the Company held by Mr. Kan and all the shares of the Company in which Mr. Kan is deemed to be interested.

附註：

- 該等 886,959,000 股股份當中，729,000,000 股、57,339,000 股及 100,620,000 股分別由 Immaculate Diamonds Limited、King Jewel Limited 及 Classic Sapphire Holdings Limited 持有。Immaculate Diamonds Limited 及 King Jewel Limited 之全部已發行股本由簡先生持有，而 Classic Sapphire Holdings Limited 已發行股本之 50% 由簡先生持有。根據證券及期貨條例，簡先生被視為於 Immaculate Diamonds Limited、King Jewel Limited 及 Classic Sapphire Holdings Limited 所持有之本公司所有股份中擁有權益。
- 該等股份由 Classic Emerald Holdings Limited 持有，該公司之全部已發行股本由鍾先生持有。根據證券及期貨條例，鍾先生被視為於 Classic Emerald Holdings Limited 所持有本公司之所有股份中擁有權益。
- 該等相關股份指本公司根據本公司之購股權計劃授予董事或主要行政人員之購股權獲行使後將予發行之本公司股份。
- 簡先生與石女士為配偶關係。根據證券及期貨條例，簡先生被視為於本公司授予石女士之購股權獲行使後可予發行之本公司股份中擁有權益。
- 簡先生與石女士為配偶關係。根據證券及期貨條例，石女士被視為於簡先生所持有之本公司所有股份及簡先生被視為擁有權益之本公司所有股份中擁有權益。

Other Information

其他資料

Save as disclosed above, none of the Directors, nor their associates had any other interests or short positions in any shares, underlying shares of the Company or any of its associated corporations as recorded in the register required to be kept under section 336 of the SFO.

Substantial shareholders

As to the date of this report, the following persons or corporations, other than the Directors or chief executive of the Company disclosed above, had interests or short positions in the shares and underlying shares of the Company as recorded in the register of the substantial shareholders maintained by the Company pursuant to Section 336 of the SFO:

Ordinary shares of one-third Hong Kong cent each of the Company

除上文所披露者外，根據證券及期貨條例第336條所存置的登記冊所記錄，並無董事及彼等的聯繫人士於本公司或其相聯法團的任何股份或相關股份中擁有任何其他權益或淡倉。

主要股東

於本報告日期，按照本公司根據證券及期貨條例第336條所存置的主要股東名冊所記錄，下列人士或公司(上文披露的本公司董事或主要行政人員除外)於本公司之股份及相關股份中擁有權益或淡倉：

本公司每股面值三分之一港仙的普通股

Name of shareholder 股東姓名／名稱	Capacity/nature of interest 身份／權益性質	Number of shares (Long position) 股份數目(好倉)	Approximately percentage of shareholdings in the Company 佔本公司股權的概約百分比
Immaculate Diamonds Limited Immaculate Diamonds Limited	Beneficial owner 實益擁有人	729,000,000 shares 729,000,000股	54.00%
Richemont Asset Management Limited Richemont Asset Management Limited	Beneficial owner 實益擁有人	91,460,997 shares 91,460,997股	6.77%
Chow Chin Yui Angela 周芊汝	Interest of controlled corporation 受控制法團權益	93,436,782 shares (note 1) 93,436,782股(附註1)	6.92%
Classic Sapphire Holdings Limited Classic Sapphire Holdings Limited	Beneficial owner 實益擁有人	100,620,000 shares 100,620,000股	7.45%
Chan Wing Sum 陳永森	Interest of a controlled corporation 受控制法團權益	100,620,000 shares (note 2) 100,620,000股(附註2)	7.45%
Classic Amber Holdings Limited Classic Amber Holdings Limited	Beneficial owner 實益擁有人	101,250,000 shares 101,250,000股	7.50%
Luo Jacky 羅惠源	Interest of a controlled corporation 受控制法團權益	101,250,000 shares (note 3) 101,250,000股(附註3)	7.50%

Other Information 其他資料

Notes:

1. These shares are held by Richemont Asset Management Limited and Cachet Asset Management Limited, the entire issued capital of which is held by Ms. Chow Chin Yui Angela, Under the SFO, Ms. Chow Chin Yui Angela is deemed to be interested in all the shares of the Company held by Richemont Asset Management Limited and Cachet Asset Management Limited.
2. These shares are held by Classic Sapphire Holdings Limited, 50% of the issued capital of which is held by Mr. Chan Wing Sum. Under the SFO, Mr. Chan Wing Sum is deemed to be interested in all the shares of the Company held by Classic Sapphire Holdings Limited.
3. These shares are held by Classic Amber Holdings Limited, the entire issued capital of which is held by Mr. Luo Jacky. Under the SFO, Mr. Luo Jacky is deemed to be interested in all the shares of the Company held by Classic Amber Holdings Limited.

Save as disclosed above, the Company has not been notified by any persons or corporations, other than the Directors or chief executive of the Company, who had interests or short positions in the shares or underlying shares of the Company as recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO as of the date of this report.

Share Option Scheme

Particulars of the Company's share option scheme are set out in note 21 to the Condensed Consolidated Financial Statements.

附註：

1. 該等股份由Richemont Asset Management Limited及臻卓資產管理有限公司持有，該公司之全部已發行股本由周芊汝女士持有。根據證券及期貨條例，周芊汝女士被視為於Richemont Asset Management Limited及臻卓資產管理有限公司所持有之本公司所有股份中擁有權益。
2. 該等股份由Classic Sapphire Holdings Limited持有，該公司已發行股本之50%由陳永森先生持有。根據證券及期貨條例，陳永森先生被視為於Classic Sapphire Holdings Limited所持有之本公司所有股份中擁有權益。
3. 該等股份由Classic Amber Holdings Limited持有，該公司之全部已發行股本由羅惠源先生持有。根據證券及期貨條例，羅惠源先生被視為於Classic Amber Holdings Limited所持有之本公司所有股份中擁有權益。

除上文所披露者外，於本報告日期，本公司並無獲任何人士或公司(不包括本公司的董事或最高行政人員)知會，按照本公司根據證券及期貨條例第336條所存置的登記冊所記錄其於本公司的股份或相關股份中擁有權益或淡倉。

購股權計劃

本公司購股權計劃之詳情載於簡明綜合財務報表附註21。

Other Information

其他資料

Code on corporate governance practices

The Company is committed to maintaining good standards of corporate governance to safeguard the interests of the shareholders of the Company and to enhance corporate value and responsibility. During the six months ended 30 June 2019, the Company has adopted and complied with the code provisions of the Corporate Governance Code (the “CG Code”) as set out in Appendix 14 of the Listing Rules, with the exception of the deviation from code provision A.2.1 of the CG Code as explained below.

According to code provision A.2.1 of the CG Code, the role of chairman and chief executive officer should be separate and should not be performed by the same individual. The role of the chief executive officer of the Company is performed by Mr. Kan Kin Kwong, who is also the chairman of the Company. Mr. Kan as the founder of the Group has extensive experience and knowledge in the fine jewellery industry and is responsible for managing the overall operations and planning of the business development and strategies of the Group. The Directors consider that vesting the role of the chairman and the chief executive officer of the Company with Mr. Kan is beneficial to the management and business development of the Group. The balance of power and authority is ensured by the operations of the Board and the senior management, which comprise experienced and high calibre individuals. The Board will continue to review and consider splitting the roles of the chairman and the chief executive officer of the Company at a time when it is appropriate and suitable by taking into account the circumstances of the Group as a whole.

Directors’ Securities Transactions

The Company adopted the Model Code as the code of conduct for Directors in their dealings in the securities of the Company. Having made specific enquiry of all Directors, the Directors have complied with the Model Code during the six months ended 30 June 2019.

企業管治常規守則

本公司致力於維持良好的企業管治標準以保障本公司股東權益、提升企業價值及責任感。截至2019年6月30日止六個月，除下文所述有關偏離企業管治守則的守則條文第A.2.1條外，本公司已採納及遵守上市規則附錄14所載之企業管治守則（「企業管治守則」）之守則條文。

根據企業管治守則的守則條文第A.2.1條，主席與行政總裁的職責應有區分，並不應由同一人兼任。本公司行政總裁的職責由簡健光先生履行，而彼亦為本公司主席。簡先生為本集團創辦人，於優質珠寶業擁有豐富經驗，負責管理本集團整體業務以及制定業務發展及策略。董事認為，將本公司主席與行政總裁的職責交付簡先生有利於本集團的管理及業務發展。董事會及高級管理人員（由經驗豐富的人才組成）的運作確保權力與授權的平衡。董事會將不斷並於適當時候根據本集團整體情況檢討及考慮區分本公司主席與行政總裁的職責。

董事之證券交易

本公司已採納標準守則，作為董事進行本公司證券交易的操守準則。經向全體董事作出具體查詢後，各董事於截至2019年6月30日止六個月期間已遵守標準守則的規定。

Other Information 其他資料

Pre-emptive rights

There are no provisions for pre-emptive rights under the Company's memorandum and articles of association or the Laws of Cayman Islands, which would oblige the Company to offer new shares on a pro-rata basis to existing shareholders.

Purchase, sale or redemption of listing securities

Neither the Company nor its subsidiaries has purchased, sold or redeemed any of the Company's listed securities during the six months ended 30 June 2019.

Sufficiency of public float

Since the Listing Date and up to the date of this report, the Company has maintained sufficient public float.

Audit committee

The audit committee of the Company ("Audit Committee") comprises three independent non-executive Directors, namely Mr. Fan Chor Ho, Mr. Li Cheuk Wai and Mr. Wong Wai Keung Frederick. Mr. Wong Wai Keung Frederick is the Chairman of the Audit Committee.

Review of Results by Audit Committee

The Audit Committee and the Company's auditors have reviewed the unaudited condensed consolidated financial statements for the six months ended 30 June 2019.

優先購買權

本公司之組織章程大綱及細則以及開曼群島法例並無有關優先購買權之條文，規定本公司須按比例向現有股東發售新股。

購買、出售或贖回上市證券

截至2019年6月30日止六個月內，本公司及其任何附屬公司概無購買、出售或贖回本公司的任何上市證券。

足夠公眾持股量

自上市日期起至本報告日期止，本公司一直維持足夠公眾持股量。

審核委員會

本公司審核委員會（「審核委員會」）由三名獨立非執行董事范佐浩先生、李卓威先生及黃煒強先生組成。黃煒強先生為審核委員會主席。

審核委員會審閱業績

審核委員會及本公司核數師已審閱截至2019年6月30日止六個月之未經審核簡明綜合財務報表。

Other Information

其他資料

Appreciation

I would like to take this opportunity to thank our committed staff for their dedication and contributions, and our customers, business partners and Directors for their continuous support. Our success would not have been possible without their dedication, contributions, efforts, time and confidence.

By order of the Board

Perfect Group International Holdings Limited

Kan Kin Kwong

Chairman

Hong Kong, 19 August 2019

致謝

本人謹此對各忠誠員工所作出的努力和貢獻，以及客戶、業務夥伴及董事對本集團之不斷支持表示衷心感謝。本集團之成功全賴彼等對本集團之奉獻、貢獻、努力、時間及信心。

承董事會命

保發集團國際控股有限公司

主席

簡健光

香港，2019年8月19日

Report on Review of Condensed Consolidated Financial Statements

簡明綜合財務報表審閱報告

Deloitte.

德勤

TO THE BOARD OF DIRECTORS OF PERFECT GROUP INTERNATIONAL HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

Introduction

We have reviewed the condensed consolidated financial statements of Perfect Group International Holdings Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 23 to 76, which comprise the condensed consolidated statement of financial position as of 30 June 2019 and the related condensed consolidated statement of profit or loss and other comprehensive income, statement of changes in equity and statement of cash flows for the six months period then ended and certain explanatory notes. The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited require the preparation of a report on interim financial information to be in compliance with the relevant provisions thereof and Hong Kong Accounting Standard 34 "Interim Financial Reporting" ("HKAS 34") issued by the Hong Kong Institute of Certified Public Accountants. The directors of the Company are responsible for the preparation and presentation of these condensed consolidated financial statements in accordance with HKAS 34. Our responsibility is to express a conclusion on these condensed consolidated financial statements based on our review, and to report our conclusion solely to you, as a body, in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

致保發集團國際控股有限公司董事會

(於開曼群島註冊成立之有限公司)

引言

本核數師已審閱載於第23頁至第76頁的保發集團國際控股有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)之簡明綜合財務報表,該等簡明綜合財務報表包括於2019年6月30日的簡明綜合財務狀況表與截至該日止六個月的相關簡明綜合損益及其他全面收益表、權益變動表及現金流量表,以及若干解釋附註。香港聯合交易所有限公司證券上市規則規定,編製中期財務資料報告必須符合其相關規定及香港會計師公會頒佈的香港會計準則第34號「中期財務報告」(「香港會計準則第34號」)。貴公司董事須負責根據香港會計準則第34號編製及呈列該等簡明綜合財務報表。本核數師的責任是根據本核數師的審閱對該等簡明綜合財務報表作出結論,並根據我們已協定的聘用條款,將此結論僅向董事會報告,而不作其他用途。本核數師概不就本報告的內容而向任何其他人士負責或承擔任何責任。

Report on Review of Condensed Consolidated Financial Statements 簡明綜合財務報表審閱報告

Scope of Review

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

Conclusion

Based on our review, nothing has come to our attention that causes us to believe that the condensed consolidated financial statements are not prepared, in all material aspects, in accordance with HKAS 34.

Deloitte Touche Tohmatsu

Certified Public Accountants

Hong Kong

19 August 2019

審閱範圍

本核數師已根據香港會計師公會頒佈的香港審閱工作準則第2410號「實體之獨立核數師對中期財務資料的審閱」進行審閱。有關該等簡明綜合財務報表的審閱工作包括主要向負責財務及會計事宜的人員查詢，並進行分析和其他審閱程序。由於審閱的範圍遠較按照香港核數準則進行審核的範圍為小，因此不能保證本核數師會注意到在審核中可能會被識別的所有重大事項。因此，本核數師不會發表任何審核意見。

結論

根據本核數師的審閱工作，本核數師並沒有注意到任何事項，使本核數師相信簡明綜合財務報表在所有重大方面並無按照香港會計準則第34號的規定編製。

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執業會計師

香港

2019年8月19日

Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income

簡明綜合損益及其他全面收益表

For the six months ended 30 June 2019
截至 2019 年 6 月 30 日止六個月

		Six months ended 30 June 截至6月30日止六個月	
		2019 2019年 HK\$'000 千港元 (Unaudited) (未經審核)	2018 2018年 HK\$'000 千港元 (Unaudited) (未經審核)
	Notes 附註		
Revenue	3	302,350	182,169
Cost of goods sold		(204,595)	(132,624)
Gross profit		97,755	49,545
Other income	4	4,170	758
Other gains and losses	5	15,694	(470)
Selling and distribution costs		(8,598)	(8,170)
General and administrative expenses		(26,995)	(22,247)
Finance costs	6	(1,567)	(531)
Share of result of an associate		(54)	-
Profit before taxation	7	80,405	18,885
Taxation	8	(22,701)	(2,903)
Profit for the period		57,704	15,982
Other comprehensive income (expense) for the period	期內其他全面收益(開支)		
Items that will not be reclassified to profit or loss:	將不會重新分類至損益的項目：		
Revaluation of property, plant and equipment upon transfer to investment properties	轉撥至投資物業後重估物業、廠房及設備		
— Surplus on revaluation	— 重估盈餘	7,602	-
— Deferred taxation	— 遞延稅項	(1,953)	-
Item that may be reclassified subsequently to profit or loss:	其後可能重新分類至損益的項目：		
Exchange differences arising on translation of foreign operations	換算海外業務時產生的匯兌差額	(952)	(3,202)
Other comprehensive income (expense) for the period	期內其他全面收益(開支)	4,697	(3,202)
Total comprehensive income for the period	期內全面收益總額	62,401	12,780

Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income 簡明綜合損益及其他全面收益表

For the six months ended 30 June 2019

截至2019年6月30日止六個月

		Six months ended 30 June 截至6月30日止六個月	
		2019 2019年 HK\$'000 千港元 (Unaudited) (未經審核)	2018 2018年 HK\$'000 千港元 (Unaudited) (未經審核)
		Notes 附註	
Profit (loss) for the period attributable to:	下列人士應佔期內溢利 (虧損)：		
Owners of the Company	本公司擁有人	45,398	16,312
Non-controlling interests	非控股權益	12,306	(330)
		57,704	15,982
Total comprehensive income (expense) attributable to:	下列人士應佔全面收益(開支) 總額：		
Owners of the Company	本公司擁有人	48,625	14,015
Non-controlling interests	非控股權益	13,776	(1,235)
		62,401	12,780
Earnings per share	每股盈利	10	
— Basic	— 基本	3.36 HK cents 港仙	1.21 HK cents 港仙
— Diluted	— 攤薄	3.36 HK cents 港仙	1.19 HK cents 港仙

Condensed Consolidated Statement of Financial Position

簡明綜合財務狀況表

At 30 June 2019
於 2019 年 6 月 30 日

			At 30 June 2019 於2019年 6月30日 HK\$'000 千港元 (Unaudited) (未經審核)	At 31 December 2018 於2018年 12月31日 HK\$'000 千港元 (Audited) (經審核)
		Notes 附註		
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	11	117,146	131,073
Prepaid lease payments	預付租賃款項		–	14,863
Investment properties	投資物業	11	62,109	9,563
Right-of-use assets	使用權資產	11	31,629	–
Rental deposits	租賃按金		280	44
Interest in an associate	於一間聯營公司之權益	12	1,028	–
Deferred tax assets	遞延稅項資產		309	285
			212,501	155,828
Current assets	流動資產			
Inventories	存貨	13	174,679	167,033
Properties under development for sale	發展中待售物業	14	363,467	257,369
Properties held for sale	持作出售物業	15	25,173	121,974
Trade and other receivables	貿易及其他應收款項	16	147,665	143,386
Loan receivable from an associate	應收一間聯營公司貸款	17	17,688	–
Prepaid lease payments	預付租賃款項		–	316
Bank balances and cash	銀行結餘及現金		294,636	218,114
			1,023,308	908,192
Current liabilities	流動負債			
Trade and other payables	貿易及其他應付款項	18	73,946	110,067
Contract liabilities	合約負債		477,530	214,273
Lease liabilities	租賃負債		7,434	–
Taxation payable	應繳稅項		22,812	22,482
Bank loans — amount due within one year	銀行貸款 — 於一年內到期	19	31,271	16,735
			612,993	363,557
Net current assets	流動資產淨值		410,315	544,635
Total assets less current liabilities	資產總值減流動負債		622,816	700,463

Condensed Consolidated Statement of Financial Position

簡明綜合財務狀況表

At 30 June 2019

於 2019 年 6 月 30 日

			At 30 June 2019 於2019年 6月30日 HK\$'000 千港元 (Unaudited) (未經審核)	At 31 December 2018 於2018年 12月31日 HK\$'000 千港元 (Audited) (經審核)
	Notes 附註			
Non-current liabilities		非流動負債		
Provision for long service payments		長期服務金撥備	915	986
Deferred tax liabilities		遞延稅項負債	6,552	866
Lease liabilities		租賃負債	11,018	—
Bank loans — amount due after one year	19	銀行貸款 — 於一年後到期	22,692	140,276
			41,177	142,128
Net assets		資產淨值	581,639	558,335
Share capital and reserves		股本及儲備		
Share capital	20	股本	4,500	4,500
Reserves		儲備	478,288	468,760
Equity attributable to owners of the Company		本公司擁有人應佔權益	482,788	473,260
Non-controlling interests		非控股權益	98,851	85,075
			581,639	558,335

Condensed Consolidated Statement of Changes in Equity

簡明綜合權益變動表

For the six months ended 30 June 2019
截至 2019 年 6 月 30 日止六個月

		Share capital	Share premium	Special reserve	Property revaluation reserve	Exchange reserve	Share option reserve	Statutory surplus reserve	Retained profits	Total	Non-controlling interest	Total
		股本	股份溢價	特別儲備	重估儲備	匯兌儲備	購股權儲備	盈餘儲備	保留溢利	總計	非控股權益	總計
		HK\$'000	HK\$'000	HK\$'000	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	千港元	千港元	千港元
				(Note a)	物業			(Note b)				
				(附註a)	物業			(附註b)				
At 1 January 2018 (audited)	於2018年1月1日 (經審核)	4,500	93,840	(4,436)	-	7,787	6,244	-	340,731	448,666	72,134	520,800
Profit (loss) for the period	期內溢利(虧損)	-	-	-	-	-	-	-	16,312	16,312	(330)	15,982
Exchange differences arising from translation of foreign operations	兌換海外業務產生的匯兌差額	-	-	-	-	(2,297)	-	-	-	(2,297)	(905)	(3,202)
Total comprehensive (expense) income for the period	期內全面(開支)收益總額	-	-	-	-	(2,297)	-	-	16,312	14,015	(1,235)	12,780
Dividend (Note 9)	股息(附註9)	-	-	-	-	-	-	-	(13,500)	(13,500)	-	(13,500)
Recognition of equity-settled share-based payment (Note 21)	確認以權益結算以股份支付款項(附註21)	-	-	-	-	-	4,154	-	-	4,154	-	4,154
At 30 June 2018 (unaudited)	於2018年6月30日 (未經審核)	4,500	93,840	(4,436)	-	5,490	10,398	-	343,543	453,335	70,899	524,234
At 1 January 2019 (audited)	於2019年1月1日 (經審核)	4,500	93,840	(4,436)	1,891	(3,300)	11,261	5,435	364,069	473,260	85,075	558,335
Profit for the period	期內溢利	-	-	-	-	-	-	-	45,398	45,398	12,306	57,704
Revaluation of property, plant and equipment upon transfer to investment properties	轉撥至投資物業後重估物業、廠房及設備	-	-	-	5,259	-	-	-	-	5,259	2,343	7,602
— Surplus on revaluation	— 重估盈餘	-	-	-	5,259	-	-	-	-	5,259	2,343	7,602
— Deferred taxation	— 遞延稅項	-	-	-	(1,367)	-	-	-	-	(1,367)	(586)	(1,953)
Exchange differences arising from translation of foreign operations	兌換海外業務產生的匯兌差額	-	-	-	-	(665)	-	-	-	(665)	(287)	(952)
Total comprehensive income (expense) for the period	期內全面收益(開支)總額	-	-	-	3,892	(665)	-	-	45,398	48,625	13,776	62,401
Dividend (Note 9)	股息(附註9)	-	-	-	-	-	-	-	(40,500)	(40,500)	-	(40,500)
Recognition of equity-settled share-based payment (Note 21)	確認以權益結算以股份支付款項(附註21)	-	-	-	-	-	1,403	-	-	1,403	-	1,403
Transfer	轉移	-	-	-	-	-	-	4,670	(4,670)	-	-	-
Share options lapsed and transfer to retained profits	購股權失效及轉撥至保留溢利	-	-	-	-	-	(23)	-	23	-	-	-
At 30 June 2019 (unaudited)	於2019年6月30日 (未經審核)	4,500	93,840	(4,436)	5,783	(3,965)	12,641	10,105	364,320	482,788	98,851	581,639

Condensed Consolidated Statement of Changes in Equity

簡明綜合權益變動表

For the six months ended 30 June 2019

截至 2019 年 6 月 30 日止六個月

Notes:

- (a) Special reserve represents the reserve arising from the business transfer of the jewellery business of the shareholders by then to the Group on 26 June 2015.
- (b) In accordance with relevant laws and regulations for foreign investment enterprises in the People's Republic of China (the "PRC"), the PRC subsidiaries are required to transfer 10% of their profit after taxation reported in their statutory financial statements prepared under relevant accounting principles and financial regulations applicable to enterprises established in the PRC (the "PRC GAAP") to the statutory surplus reserve.

附註：

- (a) 特別儲備指於2015年6月26日將當時股東之珠寶業務轉移至本集團而產生之儲備。
- (b) 根據中華人民共和國(「中國」)外商投資企業相關法律法規，中國附屬公司需要將按照適用於中國設立之企業相關之會計原則及財務規例(「中國公認會計原則」)編製之法定財務報表中所呈報之除稅後溢利之10%轉撥為法定盈餘儲備。

Condensed Consolidated Statement of Cash Flows

簡明綜合現金流量表

For the six months ended 30 June 2019
截至 2019 年 6 月 30 日止六個月

		Six months ended 30 June 截至6月30日止六個月	
		2019 2019年 HK\$'000 千港元 (Unaudited) (未經審核)	2018 2018年 HK\$'000 千港元 (Unaudited) (未經審核)
Net cash from (used in) operating activities	經營活動所得(所用)現金淨額	248,226	(53,441)
Investing activities	投資活動		
Advance to an associate	向一間聯營公司墊款	(17,688)	–
Purchase of property, plant and equipment	購置物業、廠房及設備	(1,391)	(45,291)
Acquisition of interest in an associate	收購於一間聯營公司之權益	(1,111)	–
Payments for rental deposits	就租賃按金付款	(62)	–
Interest received	已收利息	2,698	405
Refund of the deposits paid for acquisition of an equity investment	退還購買股本投資的已付按金	–	3,369
Net cash used in investing activities	投資活動所用現金淨額	(17,554)	(41,517)
Financing activities	融資活動		
Repayment of bank loans	償還銀行貸款	(150,904)	(41,179)
Dividends paid	已付股息	(40,500)	(13,500)
Repayments of lease liabilities	償還租賃負債	(3,719)	–
Interest paid	已付利息	(3,127)	(531)
New bank loan raised	新增銀行貸款	45,837	239,808
Net cash (used in) from financing activities	融資活動(所用)所得現金淨額	(152,413)	184,598
Net increase in cash and cash equivalents	現金及現金等值物增加淨額	78,259	89,640
Cash and cash equivalents at beginning of the period	期初的現金及現金等值物	218,114	59,476
Effect of foreign exchange rate changes	外匯匯率變動影響	(1,737)	(3,225)
Cash and cash equivalents at the end of the period	期末的現金及現金等值物	294,636	145,891

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 June 2019
截至 2019 年 6 月 30 日止六個月

1. GENERAL AND BASIS OF PREPARATION

The Company was incorporated in the Cayman Islands on 16 June 2015 and its shares were listed on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) on 4 January 2016. The registered office of the Company is Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands and the principal place of business of the Company is at 26/F, YHC Tower, 1 Sheung Yuet Road, Kowloon Bay, Hong Kong. The Company’s immediate and ultimate holding company is Immaculate Diamonds Limited, a company incorporated in the British Virgin Islands (“BVI”).

The Company is an investment holding company. The principal activities of the subsidiaries of the Company are designing, manufacturing and exporting of fine jewellery and property development.

The condensed consolidated financial statements are presented in Hong Kong dollars (“HK\$”), which is different from the functional currencies of the Company and its subsidiaries. The reason for selecting HK\$ as its presentation currency is because the shareholders of the Company are located in Hong Kong.

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

1. 一般資料及編製基準

本公司於2015年6月16日在開曼群島註冊成立，其股份於2016年1月4日在香港聯合交易所有限公司（「聯交所」）上市。本公司的註冊辦事處為Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands。本公司的主要營業地點是香港九龍灣常悅道1號恩浩國際中心26樓。本公司的直接最終控股公司為一間在英屬處女群島（「英屬處女群島」）註冊成立的公司Immaculate Diamonds Limited。

本公司為一間投資控股公司。本公司附屬公司的主要業務為設計、製造及出口優質珠寶以及物業發展。

簡明綜合財務報表以港元（「港元」）呈列，與本公司及其附屬公司的功能貨幣不同。選擇港元作為其呈列貨幣的原因為本公司股東位於香港。

簡明綜合財務報表乃根據香港會計師公會（「香港會計師公會」）頒佈之香港會計準則第34號「中期財務報告」及香港聯合交易所有限公司證券上市規則附錄16之適用披露規定所編製。

Notes to the Condensed Consolidated Financial Statements 簡明綜合財務報表附註

For the six months ended 30 June 2019
截至 2019 年 6 月 30 日止六個月

2. PRINCIPAL ACCOUNTING POLICIES

The condensed consolidated financial statements have been prepared under the historical cost basis except for investment properties which are measured at fair values.

Other than changes in accounting policies resulting from application of new and amendments to Hong Kong Financial Reporting Standards (“HKFRSs”), the accounting policies and methods of computation used in the condensed consolidated financial statements for the six months ended 30 June 2019 are consistent with those followed in the preparation of the Group’s annual consolidated financial statements for the year ended 31 December 2018. In addition, the Group has applied the following accounting policies for the transfers of investment properties and interest in an associate during the current interim period.

Transfers of investment properties

If an item of property, plant and equipment becomes an investment property because its use has changed as evidenced by end of owner-occupation, any difference between the carrying amount and the fair value of that item (including the relevant prepaid lease payments) at the date of transfer is recognised in other comprehensive income and accumulated in property revaluation reserve. On the subsequent sale or retirement of the asset, the relevant revaluation reserve will be transferred directly to retained profits.

The Group transfers a property from properties held for sales to investment property when there is a change in use to hold the property to earn rentals or/and for capital appreciation rather than for sale in the ordinary course of business, which is evidenced by the inception of an operating lease to another party. Any difference between the fair value of the property at the date of transfer and its previous carrying amounts is recognised in profit or loss.

2. 主要會計政策

簡明綜合財務報表乃根據歷史成本基準編製，惟按公平值計量的投資物業除外。

除應用新訂香港財務報告準則及修訂本（「香港財務報告準則」）產生的會計政策變動外，截至2019年6月30日止六個月的簡明綜合財務報表所用的會計政策及計算方法與編製本集團截至2018年12月31日止年度的年度綜合財務報表所用者一致。此外，本集團於本中期間就轉讓投資物業及於一間聯營公司之權益已應用以下會計政策。

轉撥投資物業

倘物業、廠房及設備項目因終止自用而變更改用途為投資物業時，其（包括有關預付租賃款項）賬面值與公平值的任何差額於轉撥日於其他全面收益確認及累計至物業重估儲備。相關重估儲備於其後資產出售或報廢時直接轉入保留溢利。

當持有物業的用途變為賺取租金或／及資本升值而非於一般業務過程中出售，並有證據顯示向另一方的經營租賃開始，則本集團將物業從持作出售物業轉撥至投資物業。有關物業於轉讓當日之公平值與其過往賬面值間的任何差額於損益中確認。

Notes to the Condensed Consolidated Financial Statements 簡明綜合財務報表附註

For the six months ended 30 June 2019
截至 2019 年 6 月 30 日止六個月

2. PRINCIPAL ACCOUNTING POLICIES – continued

Interest in an associate

An associate is an entity over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies.

The results and assets and liabilities of an associate are incorporated in the condensed consolidated financial statements using the equity method of accounting. The financial statements of an associate used for equity accounting purposes are prepared using uniform accounting policies as those of the Group for like transactions and events in similar circumstances. Under the equity method, an interest in an associate is initially recognised in the condensed consolidated statement of financial position at cost and adjusted thereafter to recognise the Group's share of the profit or loss and other comprehensive income of the associate. Changes in net assets of the associate other than profit or loss and other comprehensive income are not accounted for unless such changes resulted in changes in ownership interest held by the Group. When the Group's share of losses of an associate exceeds the Group's interest in that associate (which includes any long-term interests that, in substance, form part of the Group's net investment in the associate), the Group discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the associate.

2. 主要會計政策 – 續

於一間聯營公司之權益

聯營公司指本集團對具有重大影響力的實體。重大影響力指有權參與投資對象之財務及經營決策，而並非對該等政策擁有控制權或共同控制權。

聯營公司的業績與資產及負債使用權益會計法於簡明綜合財務報表綜合入賬。按權益會計法入賬的聯營公司的財務報表，乃使用本集團有關類似情況下類似交易及事件的統一會計政策編製。按照權益法，於一間聯營公司的權益初步於簡明綜合財務狀況表按成本確認，並於其後就確認本集團應佔該聯營公司之損益及其他全面收入作出調整。於該聯營公司的資產淨值（損益及其他全面收入除外）變動概不入賬，除非該等變動導致本集團持有的擁有權變動。當本集團應佔一間聯營公司的虧損超過本集團於該聯營公司的權益（包括實際上構成本集團於該聯營公司投資淨額一部分的任何長期權益）時，本集團會終止確認其應佔的未來虧損。僅在本集團已產生代表該聯營公司作出付款的法定或推定義務時，才會確認額外虧損。

Notes to the Condensed Consolidated Financial Statements 簡明綜合財務報表附註

For the six months ended 30 June 2019
截至 2019 年 6 月 30 日止六個月

2. PRINCIPAL ACCOUNTING POLICIES – continued

Interest in an associate – continued

An interest in an associate is accounted for using the equity method from the date on which the investee becomes an associate. On acquisition of the interest in an associate, any excess of the cost of the investment over the Group's share of the net fair value of the identifiable assets and liabilities of the investee is recognised as goodwill, which is included within the carrying amount of the investment. Any excess of the Group's share of the net fair value of the identifiable assets and liabilities over the cost of the investment, after reassessment, is recognised immediately in profit or loss in the period in which the investment is acquired.

The Group assesses whether there is an objective that the interest in an associate may be impaired. When any objective evidence exists, the entire carrying amount of the investment (including goodwill) is tested for impairment in accordance with HKAS 36 "Impairment of Assets" as a single asset by comparing its recoverable amount (higher of value in use and fair value less costs of disposal) with its carrying amount. Any impairment loss recognised forms part of the carrying amount of the investment. Any reversal of that impairment loss is recognised in accordance with HKAS 36 to the extent that the recoverable amount of the investment subsequently increases.

2. 主要會計政策 – 續

於一間聯營公司之權益 – 續

於一間聯營公司的權益由投資對象成為聯營公司之日起採用權益法入賬。收購於聯營公司的權益時，投資成本超過本集團應佔投資對象的可識別資產及負債的公平值淨額的任何部分確認為商譽，計入該投資的賬面值。本集團應佔可識別資產及負債的公平值淨額任何超出投資成本的部分，經重新評估後即時於收購投資期間在損益確認。

本集團評估有否客觀證據表明於一間聯營公司的權益可能出現減值。當存在任何客觀證據時，該投資的全部賬面值(包括商譽)按照香港會計準則第36號「資產減值」作為單一資產測試減值，方法為比較其可收回金額(使用價值與公平值減出售成本的較高者)與賬面值。所確認的任何減值虧損構成該投資賬面值的一部分。倘其後該投資的可收回金額增加，則按照香港會計準則第36號確認撥回該減值虧損。

Notes to the Condensed Consolidated Financial Statements 簡明綜合財務報表附註

For the six months ended 30 June 2019
截至 2019 年 6 月 30 日止六個月

2. PRINCIPAL ACCOUNTING POLICIES – continued

Interest in an associate – continued

When the Group ceases to have significant influence over an associate, it is accounted for as a disposal of entire interest in the investee with resulting gain or loss being recognised in profit or loss. When the Group retains an interest in the former associate and the retained interest is a financial asset within the scope of HKFRS 9 “Financial Instruments”/HKAS 39 “Financial Instruments: Recognition and Measurement”, the Group measures the retained interest at fair value at that date and the fair value is regarded as its fair value on initial recognition in accordance with HKAS 39. The difference between the carrying amount of the associate at the date the equity method was discontinued, and the fair value of any retained interest and any proceeds from disposing the relevant interest in the associate is included in the determination of the gain or loss on disposal of the associate. In addition, the Group accounts for all amounts previously recognised in other comprehensive income in relation to that associate on the same basis as would be required if that associate had directly disposed of the related assets or liabilities. Therefore, if a gain or loss previously recognised in other comprehensive income by that associate would be reclassified to profit or loss on the disposal of the related assets or liabilities, the Group reclassifies the gain or loss from equity to profit or loss (as a reclassification adjustment) upon disposal/partial disposal of the relevant associate.

When a group entity transacts with an associate of the Group, profits and losses resulting from the transactions with the associate are recognised in the Group’s condensed consolidated financial statements only to the extent of interests in the associate that are not related to the Group.

2. 主要會計政策 – 續

於一間聯營公司之權益 – 續

倘本集團對聯營公司失去重大影響力，其入賬列作出售投資對象的全部權益，所產生的收益或虧損於損益確認。倘本集團保留於前聯營公司的權益，且該保留權益為香港財務報告準則第9號「金融工具」／香港會計準則第39號「金融工具：確認及計量」範圍內的金融資產，則本集團於該日按公平值計量保留權益，而根據香港會計準則第39號，該公平值被視為於初步確認時的公平值。於停止使用權益法當日聯營公司的賬面值與任何保留權益的公平值及出售聯營公司相關權益的任何所得款項之間的差額計入釐定出售該聯營公司的收益或虧損。此外，本集團會將先前在其他全面收益就該聯營公司確認的所有金額入賬，基準與倘該聯營公司已直接出售相關資產或負債所需基準相同。因此，倘該聯營公司先前已於其他全面收益確認收益或虧損，其將於出售相關資產或負債時重新分類至損益，本集團於出售／部分出售有關聯營公司時將收益或虧損由權益重新分類至損益（作為重新分類調整）。

當集團實體與本集團聯營公司進行交易時，與該聯營公司交易所產生之損益僅於聯營公司之權益與本集團無關時，方於本集團之簡明綜合財務報表確認。

Notes to the Condensed Consolidated Financial Statements 簡明綜合財務報表附註

For the six months ended 30 June 2019
截至 2019 年 6 月 30 日止六個月

2. PRINCIPAL ACCOUNTING POLICIES – continued

Application of new and amendments to HKFRSs

In the current interim period, the Group has applied, for the first time, the following new and amendments to HKFRSs issued by the HKICPA which are mandatory effective for the annual period beginning on or after 1 January 2019 for the preparation of the Group's condensed consolidated financial statements:

HKFRS 16	Leases
HK (IFRIC)-Int 23	Uncertainty over Income Tax Treatments
Amendments to HKFRS 9	Prepayment Features with Negative Compensation
Amendments to HKAS 19	Plan Amendment, Curtailment or Settlement
Amendments to HKAS 28	Long-term Interests in Associates and Joint Ventures
Amendments to HKFRSs	Annual Improvements to HKFRSs 2015–2017 Cycle

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

2. 主要會計政策 – 續

應用新訂香港財務報告準則及其修訂本

於本中期期間，本集團於編製本集團簡明綜合財務報表時已首次應用下列由香港會計師公會頒佈及於2019年1月1日或之後開始之年度期間強制生效的新訂香港財務報告準則及其修訂本：

香港財務報告準則第16號	租賃
香港(國際財務報告詮釋委員會) – 詮釋第23號	所得稅處理之不確定因素
香港財務報告準則第9號(修訂本)	具有負補償之提早償還特性
香港會計準則第19號(修訂本)	計劃修訂、縮減或清償
香港會計準則第28號(修訂本)	於聯營公司及合營公司之長期權益
香港財務報告準則(修訂本)	對香港財務報告準則2015年至2017年週期的年度改進

除下文所述者外，於本期間應用新訂香港財務報告準則及修訂本並無對本期間及過往期間的本集團財務狀況及表現及／或該等簡明綜合財務報表所載的披露造成重大影響。

Notes to the Condensed Consolidated Financial Statements 簡明綜合財務報表附註

For the six months ended 30 June 2019
截至 2019 年 6 月 30 日止六個月

2. PRINCIPAL ACCOUNTING POLICIES – continued

Impacts and changes in accounting policies of application on HKFRS 16 “Leases”

The Group has applied HKFRS 16 for the first time in the current interim period. HKFRS 16 superseded HKAS 17 “Leases”, and the related interpretations.

2.1 Key changes in accounting policies resulting from application of HKFRS 16

The Group applied the following accounting policies in accordance with the transition provisions of HKFRS 16.

Definition of a lease

A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

The Group assesses whether a contract is or contains a lease based on the definition under HKFRS 16 at inception or modification date. Such contract will not be reassessed unless the terms and conditions of the contract are subsequently changed.

As a lessee

Right-of-use assets

The Group recognises right-of-use assets at the commencement date of the lease (i.e. the date the underlying asset is available for use). Except for those that are classified as investment properties and measured under fair value model, right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities.

2. 主要會計政策 – 續

應用香港財務報告準則第16號「租賃」對會計政策之影響及變動

本集團於本中期期間首次應用香港財務報告準則第16號。香港財務報告準則第16號取代香港會計準則第17號「租賃」及相關詮釋。

2.1 因應用香港財務報告準則第16號所產生的主要會計政策變動

本集團已根據香港財務報告準則第16號的過渡條文應用以下會計政策。

租賃的定義

倘合約為換取代價而給予在一段時間內控制可識別資產使用的權利，則該合約為租賃或包含租賃。

本集團根據香港財務報告準則第16號項下定義於開始或修改日期評估合約是否為或包含租賃。該合約將不會重新評估，除非合約的條款及條件其後變動。

作為承租人

使用權資產

本集團於租賃開始日期(即相關資產可供使用當日)確認使用權資產。除該等分類為投資物業且按公平值模式計量的使用權資產外，使用權資產按成本減任何累計折舊及減值虧損計量，並就任何重新計量租賃負債作出調整。

Notes to the Condensed Consolidated Financial Statements 簡明綜合財務報表附註

For the six months ended 30 June 2019
截至 2019 年 6 月 30 日止六個月

2. PRINCIPAL ACCOUNTING POLICIES – continued

Impacts and changes in accounting policies of application on HKFRS 16 “Leases” – continued

2.1 Key changes in accounting policies resulting from application of HKFRS 16 – continued

As a lessee – continued

Right-of-use assets – continued

The cost of right-of-use asset includes:

- the amount of the initial measurement of the lease liability;
- any lease payments made at or before the commencement date, less any lease incentives received;
- any initial direct costs incurred by the Group; and
- an estimate of costs to be incurred by the Group in dismantling and removing the underlying assets, restoring the site on which it is located or restoring the underlying asset to the condition required by the terms and conditions of the lease.

Right-of-use assets in which the Group is reasonably certain to obtain ownership of the underlying leased assets at the end of the lease term is depreciated from commencement date to the end of the useful life. Otherwise, right-of-use assets are depreciated on a straight-line basis over the shorter of its estimated useful life and the lease term.

2. 主要會計政策 – 續

應用香港財務報告準則第16號「租賃」對會計政策之影響及變動 – 續

2.1 因應用香港財務報告準則第16號所產生的主要會計政策變動 – 續

作為承租人 – 續

使用權資產 – 續

使用權資產成本包括：

- 租賃負債初始計量金額；
- 於開始日期或之前作出的任何租賃付款，扣減任何已收租賃優惠；
- 本集團產生的任何初始直接成本；及
- 本集團拆除及移除相關資產、恢復相關資產所在場地或將相關資產恢復至租賃條款及條件所規定狀態產生的估計成本。

當本集團合理確定在租期屆滿時取得相關租賃資產的所有權，使用權資產自開始日期至使用年限末折舊。否則，使用權資產於其預計使用年限及租期以較短者按直線法計提折舊。

Notes to the Condensed Consolidated Financial Statements 簡明綜合財務報表附註

For the six months ended 30 June 2019
截至 2019 年 6 月 30 日止六個月

2. PRINCIPAL ACCOUNTING POLICIES – continued

Impacts and changes in accounting policies of application on HKFRS 16 “Leases” – continued

2.1 Key changes in accounting policies resulting from application of HKFRS 16 – continued

As a lessee – continued

Right-of-use assets – continued

The Group presents right-of-use assets that do not meet the definition of investment property as a separate line item on the condensed consolidated statement of financial position. The right-of-use assets that meet the definition of investment property are presented within “investment properties”.

Leasehold land and building

For payments of a property interest which includes both leasehold land and building elements, the entire property is presented as property, plant and equipment of the Group when the payments cannot be allocated reliably between the leasehold land and building elements.

Refundable rental deposits

Refundable rental deposits paid are accounted under HKFRS 9 “Financial Instruments” and initially measured at fair value. Adjustments to fair value at initial recognition are considered as additional lease payments and included in the cost of right-of-use assets.

2. 主要會計政策 – 續

應用香港財務報告準則第16號「租賃」對會計政策之影響及變動 – 續

2.1 因應用香港財務報告準則第16號所產生的主要會計政策變動 – 續

作為承租人 – 續

使用權資產 – 續

本集團於簡明綜合財務狀況表內將不符合投資物業定義的使用權資產呈列為一項獨立項目。符合投資物業定義的使用權資產於「投資物業」內呈列。

租賃土地及樓宇

就包含租賃土地及樓宇部分的物業權益的付款而言，當付款無法於租賃土地及樓宇部分之間可靠分配，則整項物業呈列為本集團的物業、廠房及設備。

可退還租賃按金

已支付的可退還租賃按金乃按香港財務報告準則第9號「金融工具」入賬，並初步按公平值計量。於初始確認時對公平值的調整被視為額外租賃付款並計入使用權資產成本。

Notes to the Condensed Consolidated Financial Statements 簡明綜合財務報表附註

For the six months ended 30 June 2019
截至 2019 年 6 月 30 日止六個月

2. PRINCIPAL ACCOUNTING POLICIES – continued

Impacts and changes in accounting policies of application on HKFRS 16 “Leases” – continued

2.1 Key changes in accounting policies resulting from application of HKFRS 16 – continued

As a lessee – continued

Lease liabilities

At the commencement date of a lease, the Group recognises and measures the lease liability at the present value of lease payments that are unpaid at that date. In calculating the present value of lease payments, the Group uses the incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable.

The lease payments include:

- fixed payments (including in-substance fixed payments) less any lease incentives receivable;
- variable lease payments that depend on an index or a rate;
- amounts expected to be paid under residual value guarantees;
- the exercise price of a purchase option reasonably certain to be exercised by the Group; and
- payments of penalties for terminating a lease, if the lease term reflects the Group exercising the option to terminate.

After the commencement date, lease liabilities are adjusted by interest accretion and lease payments.

2. 主要會計政策 – 續

應用香港財務報告準則第16號「租賃」對會計政策之影響及變動 – 續

2.1 因應用香港財務報告準則第16號所產生的主要會計政策變動 – 續

作為承租人 – 續

租賃負債

於租賃開始日期，本集團按當日未付的租賃付款現值確認及計量租賃負債。於計量租賃付款現值時，倘租賃中隱含的利率不易確定，則本集團於租賃開始日期使用增量借款利率。

租賃付款包括：

- 定額付款(包括實質定額付款)，扣減任何應收租賃優惠；
- 基於某項指數或比率的可變租賃付款；
- 預期根據剩餘價值擔保支付的金額；
- 本集團合理確定行使的購買選擇權的行使價；及
- 倘租期反映本集團行使終止選擇權時，有關終止租賃的罰款。

於開始日期後，租賃負債通過利息增加及租賃付款進行調整。

Notes to the Condensed Consolidated Financial Statements 簡明綜合財務報表附註

For the six months ended 30 June 2019
截至 2019 年 6 月 30 日止六個月

2. PRINCIPAL ACCOUNTING POLICIES – continued

Impacts and changes in accounting policies of application on HKFRS 16 “Leases” – continued

2.1 Key changes in accounting policies resulting from application of HKFRS 16 – continued

As a lessee – continued

Lease liabilities – continued

The Group remeasures lease liabilities (and makes a corresponding adjustment to the related right-of-use assets) whenever:

- the lease term has changed or there is a change in the assessment of exercise of a purchase option, in which case the related lease liability is remeasured by discounting the revised lease payments using a revised discount rate at the date of reassessment.
- the lease payments change due to changes in market rental rates following a market rent review, in which cases the related lease liability is remeasured by discounting the revised lease payments using the initial discount rate.

2. 主要會計政策 – 續

應用香港財務報告準則第16號「租賃」對會計政策之影響及變動 – 續

2.1 因應用香港財務報告準則第16號所產生的主要會計政策變動 – 續

作為承租人 – 續

租賃負債 – 續

於以下情況，本集團重新計量租賃負債（並對相關使用權資產作出相應調整）：

- 租期有所變動或行使購買選擇權的評估發生變化，於該情況下，相關租賃負債於重新評估日期透過使用經修訂貼現率貼現經修訂租賃付款而重新計量。
- 租賃付款因審閱市場租金後市場租金率有所變動而出現變動，於該情況下，相關租賃負債透過使用初始貼現率貼現經修訂租賃付款而重新計量。

Notes to the Condensed Consolidated Financial Statements 簡明綜合財務報表附註

For the six months ended 30 June 2019
截至 2019 年 6 月 30 日止六個月

2. PRINCIPAL ACCOUNTING POLICIES – continued

Impacts and changes in accounting policies of application on HKFRS 16 “Leases” – continued

2.1 Key changes in accounting policies resulting from application of HKFRS 16 – continued

As a lessee – continued

Taxation

For the purposes of measuring deferred tax for leasing transactions in which the Group recognises the right-of-use assets and the related lease liabilities, the Group first determines whether the tax deductions are attributable to the right-of-use assets or the lease liabilities.

For leasing transactions in which the tax deductions are attributable to the lease liabilities, the Group applies HKAS 12 “Income Taxes” requirements to right-of-use assets and lease liabilities separately. Temporary differences relating to right-of-use assets and lease liabilities are not recognised at initial recognition and over the lease terms due to application of the initial recognition exemption.

As a lessor

Refundable rental deposits

Refundable rental deposits received are accounted under HKFRS 9 and initially measured at fair value. Adjustments to fair value at initial recognition are considered as additional lease payments from lessees.

2. 主要會計政策 – 續

應用香港財務報告準則第16號「租賃」對會計政策之影響及變動 – 續

2.1 因應用香港財務報告準則第16號所產生的主要會計政策變動 – 續

作為承租人 – 續

稅項

就本集團確認使用權資產及相關租賃負債之租賃交易計量遞延稅項而言，本集團首先釐定稅項扣減歸屬於使用權資產還是租賃負債。

就稅項扣減歸屬於租賃負債的租賃交易而言，本集團將香港會計準則第12號「所得稅」的要求分別應用於使用權資產及租賃負債。與使用權資產及租賃負債相關的暫時性差異因應用初始確認豁免而不於初始確認時及租賃期內確認。

作為出租人

可退回租賃按金

已收可退回租賃按金乃根據香港財務報告準則第9號入賬，並初步按公平值計量。初始確認時對公平值的調整視為來自承租人的額外租賃付款。

Notes to the Condensed Consolidated Financial Statements 簡明綜合財務報表附註

For the six months ended 30 June 2019
截至 2019 年 6 月 30 日止六個月

2. PRINCIPAL ACCOUNTING POLICIES – continued

Impacts and changes in accounting policies of application on HKFRS 16 “Leases” – continued

2.2 Transition and summary of effects arising from initial application of HKFRS 16

Definition of a lease

The Group has elected the practical expedient to apply HKFRS 16 to contracts that were previously identified as leases applying HKAS 17 and HK (IFRIC)-Int 4 “Determining whether an Arrangement contains a Lease” and not apply this standard to contracts that were not previously identified as containing a lease. Therefore, the Group has not reassessed contracts which already existed prior to the date of initial application.

For contracts entered into or modified on or after 1 January 2019, the Group applies the definition of a lease in accordance with the requirements set out in HKFRS 16 in assessing whether a contract contains a lease.

As a lessee

The Group has applied HKFRS 16 retrospectively with the cumulative effect recognised at the date of initial application, 1 January 2019. Any difference at the date of initial application is recognised in the opening retained profits and comparative information has not been restated.

2. 主要會計政策 – 續

應用香港財務報告準則第16號「租賃」對會計政策之影響及變動 – 續

2.2 首次應用香港財務報告準則第16號產生的過渡及影響概述

租賃的定義

本集團選用可行權宜方法，就先前應用香港會計準則第17號及香港（國際財務報告詮釋委員會）— 詮釋第4號「釐定安排是否包括租賃」識別為租賃的合約應用香港財務報告準則第16號，而對於先前並非識別為包含租賃的合約，則不應用該準則。因此，本集團不會重新評估於首次應用日期前已存在的合約。

就於2019年1月1日或之後訂立或修改的合約而言，本集團於評估一項合約是否包含租賃時根據香港財務報告準則第16號所載規定應用租賃的定義。

作為承租人

本集團已追溯應用香港財務報告準則第16號，及於首次應用日期（即2019年1月1日）確認累計影響。於首次應用日期的任何差額於期初保留溢利確認，並無重列比較資料。

Notes to the Condensed Consolidated Financial Statements 簡明綜合財務報表附註

For the six months ended 30 June 2019
截至 2019 年 6 月 30 日止六個月

2. PRINCIPAL ACCOUNTING POLICIES – continued

Impacts and changes in accounting policies of application on HKFRS 16 “Leases” – continued

2.2 *Transition and summary of effects arising from initial application of HKFRS 16 – continued*

As a lessee – continued

When applying the modified retrospective approach under HKFRS 16 at transition, the Group applied the following practical expedients to leases previously classified as operating leases under HKAS 17, on lease-by-lease basis, to the extent relevant to the respective lease contracts:

- i. elected not to recognise right-of-use assets and lease liabilities for leases with lease term ends within 12 months of the date of initial application;
- ii. excluded initial direct costs from measuring the right-of-use assets at the date of initial application;
- iii. applied a single discount rate to a portfolio of leases with a similar remaining terms for similar class of underlying assets in similar economic environment. Specifically, discount rate for certain leases of properties and land leases in the PRC was determined on a portfolio basis; and
- iv. used hindsight based on facts and circumstances as at date of initial application in determining the lease terms of certain leases of properties and land leases in the People’s Republic of China (the “PRC”) for the Group’s leases with extension and termination options.

2. 主要會計政策 – 續

應用香港財務報告準則第16號「租賃」對會計政策之影響及變動 – 續

2.2 首次應用香港財務報告準則第16號產生的過渡及影響概述 – 續

作為承租人 – 續

在過渡時應用香港財務報告準則第16號項下經修改追溯法時，本集團已按個別基準對先前根據香港會計準則第17號分類為經營租賃的租賃應用下列實際可行方法（以與各自租賃合約有關者為限）：

- i. 選擇不就租期於首次應用日期起計十二個月內結束的租賃確認使用權資產及租賃負債；
- ii. 於首次應用日期計量使用權資產時扣除初始直接成本；
- iii. 對類似相關資產類別於類似經濟環境下具有類似餘下租期的租賃組合應用單一貼現率。具體而言，於中國租賃若干物業及土地的貼現率乃按組合基準釐定；及
- iv. 於釐定本集團在中華人民共和國（「中國」）具有續租及終止選擇權的若干物業租賃及土地租賃的租期時使用基於首次應用日期的事實及情況的後見之明。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 June 2019

截至 2019 年 6 月 30 日止六個月

2. PRINCIPAL ACCOUNTING POLICIES – continued

Impacts and changes in accounting policies of application on HKFRS 16 “Leases” – continued

2.2 Transition and summary of effects arising from initial application of HKFRS 16 – continued

As a lessee – continued

On transition, the Group has made the following adjustments upon application of HKFRS 16:

As at 1 January 2019, the Group recognised additional lease liabilities and right-of-use assets at amounts equal to the related lease liabilities adjusted by any prepaid or accrual lease payments by applying HKFRS 16.CB (b)(ii) transition.

The Group recognised lease liabilities of HK\$14,629,000 and right-of-use assets of HK\$29,808,000 at 1 January 2019.

2. 主要會計政策 – 續

應用香港財務報告準則第16號「租賃」對會計政策之影響及變動 – 續

2.2 首次應用香港財務報告準則第16號產生的過渡及影響概述 – 續

作為承租人 – 續

於過渡過程中，本集團已於應用香港財務報告準則第16後作出下列調整：

於2019年1月1日，本集團透過應用香港財務報告準則第16號C8(b)(ii)的過渡確認額外租賃負債及使用權資產，金額相當於通過任何預付或應計租賃款項調整的相關租賃負債。

本集團已於2019年1月1日確認租賃負債14,629,000港元及使用權資產29,808,000港元。

Notes to the Condensed Consolidated Financial Statements 簡明綜合財務報表附註

For the six months ended 30 June 2019
截至 2019 年 6 月 30 日止六個月

2. PRINCIPAL ACCOUNTING POLICIES – continued

Impacts and changes in accounting policies of application on HKFRS 16 “Leases” – continued

2.2 *Transition and summary of effects arising from initial application of HKFRS 16 – continued*

As a lessee – continued

When recognising the lease liabilities for leases previously classified as operating leases, the Group has applied incremental borrowing rates of the relevant group entities at the date of initial application. The weighted average incremental borrowing rates applied by the relevant group entities range from 4.75% to 5.13%.

2. 主要會計政策 – 續

應用香港財務報告準則第16號「租賃」對會計政策之影響及變動 – 續

2.2 首次應用香港財務報告準則第16號產生的過渡及影響概述 – 續

作為承租人 – 續

於就先前分類為經營租賃之租賃確認租賃負債時，本集團已應用相關集團實體於首次應用日期的增量借款利率。相關集團實體應用之加權平均增量借款利率介乎4.75%至5.13%。

		At 1 January 2019 於2019年1月1日 HK\$'000 千港元
Operating lease commitments disclosed as at 31 December 2018	於2018年12月31日披露之經營租賃承擔	15,700
Lease liabilities discounted at relevant incremental borrowing rates relating to operating leases recognised upon application of HKFRS 16 as at 1 January 2019	於2019年1月1日應用香港財務報告準則第16號後確認之經營租賃相關之有關增量借款利率貼現租賃負債	14,629
Analysed as	分析為	
Current	流動	5,991
Non-current	非流動	8,638
		14,629

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 June 2019
截至 2019 年 6 月 30 日止六個月

2. PRINCIPAL ACCOUNTING POLICIES – continued

Impacts and changes in accounting policies of application on HKFRS 16 “Leases” – continued

2.2 Transition and summary of effects arising from initial application of HKFRS 16 – continued

As a lessee – continued

The carrying amount of right-of-use assets as at 1 January 2019 comprises the following:

2. 主要會計政策 – 續

應用香港財務報告準則第16號「租賃」對會計政策之影響及變動 – 續

2.2 首次應用香港財務報告準則第16號產生的過渡及影響概述 – 續

作為承租人 – 續

於2019年1月1日使用權資產賬面值包括以下各項：

		Right-of-use assets 使用權資產 HK\$'000 千港元
Right-of-use assets relating to operating leases recognised upon application of HKFRS 16	應用香港財務報告準則第16號後確認之經營租賃相關使用權資產	14,629
Reclassified from prepaid lease payments (note)	自預付租賃款項重新分類(附註)	15,179
		29,808
By class:	按類別：	
Leasehold lands	租賃土地	15,179
Buildings	樓宇	10,422
Motor vehicles	汽車	4,031
Fixtures and equipment	固定裝置及設備	176
		29,808

Note: Upfront payments for leasehold lands in the PRC were classified as prepaid lease payments as at 31 December 2018. Upon application of HKFRS 16, the current and non-current portion of prepaid lease payments amounting to HK\$316,000 and HK\$14,863,000, respectively were reclassified to right-of-use assets.

附註：於2018年12月31日，就中國租賃土地的預付款分類為預付租賃款項。於應用香港財務報告準則第16號後，預付租賃款項的流動及非流動部分分別為316,000港元及14,863,000港元重新分類為使用權資產。

Notes to the Condensed Consolidated Financial Statements 簡明綜合財務報表附註

For the six months ended 30 June 2019
截至 2019 年 6 月 30 日止六個月

2. PRINCIPAL ACCOUNTING POLICIES – continued

Impacts and changes in accounting policies of application on HKFRS 16 “Leases” – continued

2.2 *Transition and summary of effects arising from initial application of HKFRS 16 – continued*

As a lessee – continued

The following adjustments were made to the amounts recognised in the condensed consolidated statement of financial position at 1 January 2019. Line items that were not affected by the changes have not been included.

2. 主要會計政策 – 續

應用香港財務報告準則第16號「租賃」對會計政策之影響及變動 – 續

2.2 首次應用香港財務報告準則第16號產生的過渡及影響概述 – 續

作為承租人 – 續

以下為對已於2019年1月1日的簡明綜合財務狀況表確認的金額作出的調整。未受變動影響的項目並無於下表列示。

		Carrying amounts previously reported at 31 December 2018	Adjustments	Carrying amounts under HKFRS 16 at 1 January 2019 根據香港 財務報告 準則第16號 於2019年 1月1日的 賬面值 HK\$'000 千港元
Non-current Assets				
	非流動資產			
Prepaid lease payments	預付租賃款項	14,863	(14,863)	–
Right-of-use assets	使用權資產	–	29,808	29,808
Current Assets				
	流動資產			
Prepaid lease payments	預付租賃款項	316	(316)	–
Current Liabilities				
	流動負債			
Lease liabilities	租賃負債	–	5,991	5,991
Non-current liabilities				
	非流動負債			
Lease liabilities	租賃負債	–	8,638	8,638

Notes to the Condensed Consolidated Financial Statements 簡明綜合財務報表附註

For the six months ended 30 June 2019
截至2019年6月30日止六個月

2. PRINCIPAL ACCOUNTING POLICIES – continued

Impacts and changes in accounting policies of application on HKFRS 16 “Leases” – continued

2.2 Transition and summary of effects arising from initial application of HKFRS 16 – continued

As a lessee – continued

Note: For the purpose of reporting cash flows from operating activities under indirect method for the six months ended 30 June 2019, movements in working capital have been computed based on opening statement of financial position as at 1 January 2019 as disclosed above.

As a lessor

In accordance with the transitional provisions in HKFRS 16, the Group is not required to make any adjustment on transition for leases in which the Group is a lessor but account for these leases in accordance with HKFRS 16 from the date of initial application and comparative information has not been restated. The application of HKFRS 16 has had no material impact on the Group's condensed consolidated financial statements for the six months ended 30 June 2019.

3. REVENUE AND SEGMENT INFORMATION

Revenue represents amounts received and receivable for the sales of fine jewellery products net of discounts and returns and sales of properties during both periods.

Manufacturing and sales of jewellery products (revenue recognised at a point in time)

For manufacturing and sales of jewellery products to the wholesale market, revenue is recognised when control of the goods has transferred, being when the goods have been shipped to the wholesaler's specific location (upon delivery of goods).

2. 主要會計政策 – 續

應用香港財務報告準則第16號「租賃」對會計政策之影響及變動 – 續

2.2 首次應用香港財務報告準則第16號產生的過渡及影響概述 – 續

作為承租人 – 續

附註：就使用間接法呈報截至2019年6月30日止六個月的營運活動的現金流量而言，營運資金變動情況乃根據上文披露的於2019年1月1日的期初財務狀況表計算得出。

作為出租人

根據香港財務報告準則第16號的過渡條文，本集團毋須就本集團為出租人的租賃過渡作出任何調整，但須自初始應用日期起根據香港財務報告準則第16號對該等租賃進行會計處理，且並無重述比較資料。於截至2019年6月30日止六個月，應用香港財務報告準則第16號對本集團簡明綜合財務報表並無重大影響。

3. 收益及分部資料

收益指於兩個期間銷售優質珠寶產品(扣除折扣及退貨)及銷售物業的已收及應收金額。

製造及銷售珠寶產品(於某一時點 確認收益)

就製造及銷售珠寶產品至批發市場而言，收益於貨品控制權轉移時確認，即貨品已付運至批發商的特定地點(貨品交付時)。

Notes to the Condensed Consolidated Financial Statements 簡明綜合財務報表附註

For the six months ended 30 June 2019
截至 2019 年 6 月 30 日止六個月

3. REVENUE AND SEGMENT INFORMATION – continued

Property development (revenue recognised at a point in time)

For contracts entered into with customers on sales of properties, the relevant properties specified in the contracts are not based on customer's specifications. Revenue from property developments is therefore recognised at a point in time when the completed property is transferred to customers, being at the point that the customer obtains the control of the completed property and the Group has present right to payment and collection of the consideration is probable.

Information reported to the executive directors of the Company, being the chief operating decision maker ("CODM"), for the purposes of resource allocation and assessment of segment performance focuses on the revenues and profits from different types of business divisions.

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

- (i) Manufacturing and sales of jewellery products business represents manufacturing and sales of jewellery products including rings, earrings, pendants, bangles, necklaces and bracelets ("Manufacturing and sales of jewellery products").
- (ii) Property development business represents the development and sales of properties for the Group's integrated and comprehensive industry park project ("Property development").

3. 收益及分部資料 – 續

物業發展(於某一時點確認收益)

就銷售物業與客戶訂立的合約而言，合約中規定的相關物業並非基於客戶要求。物業發展的收益於已竣工物業轉移予客戶的某一時點確認，即客戶獲得已竣工物業的控制權而本集團擁有收取付款之現時權利及可能收取代價的時間點。

就資源分配及評估分部表現而向本公司執行董事(即主要營運決策人(「主要營運決策人」))報告之資料乃集中於各類業務部門之收益及溢利。

根據香港財務報告準則第8號，本集團之經營及可報告分部如下：

- (i) 製造及銷售珠寶產品業務指製造及銷售珠寶產品，包括戒指、耳環、吊墜、手鏈、項鍊及手鐲(「製造及銷售珠寶產品」)。
- (ii) 物業發展業務指就本集團於綜合全面產業中心項目開發及銷售物業(「物業發展」)。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 June 2019

截至 2019 年 6 月 30 日止六個月

3. REVENUE AND SEGMENT INFORMATION – continued

(a) Segment revenue and results

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

For the six months ended 30 June 2019 (unaudited)

3. 收益及分部資料 – 續

(a) 分部收益及業績

下列為按經營及可報告分部劃分之本集團收益及業績分析：

截至2019年6月30日止六個月(未經審核)

		Manufacturing and sales of jewellery products 製造及銷售 珠寶產品 HK\$'000 千港元	Property development 物業發展 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
Segment revenue	分部收益			
External sales	外部銷售	172,867	129,483	302,350
Segment results	分部業績	25,497	46,666	72,163
Unallocated corporate income	未分配企業收入			15,761
Unallocated corporate expenses	未分配企業開支			(6,435)
Finance costs	財務費用			(1,030)
Share of result of an associate	分佔一間聯營公司業績			(54)
Profit before taxation	除稅前溢利			80,405

Notes to the Condensed Consolidated Financial Statements 簡明綜合財務報表附註

For the six months ended 30 June 2019
截至 2019 年 6 月 30 日止六個月

3. REVENUE AND SEGMENT INFORMATION – continued

(a) Segment revenue and results – continued

For the six months ended 30 June 2018 (unaudited)

		Manufacturing and sales of jewellery products 製造及銷售 珠寶產品 HK\$'000 千港元	Property development 物業發展 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
Segment revenue	分部收益			
External sales	外部銷售	182,169	–	182,169
Segment results	分部業績	26,655	(580)	26,075
Unallocated corporate income	未分配企業收入			88
Unallocated corporate expenses	未分配企業開支			(6,747)
Finance costs	財務費用			(531)
Profit before taxation	除稅前溢利			18,885

Segment results represent the profit earned or loss incurred by each segment and hence is arrived at without allocation of certain income and expenses (including other income, other gains and losses, general and administrative expenses, finance costs and share of result of an associate). This is the measure reported to the CODM of the Company, for the purposes of resources allocation and assessment of segment performance.

3. 收益及分部資料 – 續

(a) 分部收益及業績 – 續

截至2018年6月30日止六個月(未經審核)

分部業績指各分部賺取之溢利或所產生之虧損，因此乃按未分配若干收入及開支(包括其他收入、其他收益及虧損、一般及行政開支、財務費用及分佔一間聯營公司業績)之情況計算。此乃向本公司主要營運決策人報告之方法，以供進行資源分配及評估分部表現。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 June 2019
截至 2019 年 6 月 30 日止六個月

3. REVENUE AND SEGMENT INFORMATION – continued

(b) Segment assets and liabilities

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

At 30 June 2019 (unaudited)

		Manufacturing and sales of jewellery products 製造及銷售 珠寶產品 HK\$'000 千港元	Property development 物業發展 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
Assets	資產			
Segment assets	分部資產	359,877	808,389	1,168,266
Interest in an associate	於一間聯營公司之權益			1,028
Deferred tax assets	遞延稅項資產			309
Unallocated corporate assets	未分配企業資產			66,206
Consolidated total assets	綜合資產總值			1,235,809
Liabilities	負債			
Segment liabilities	分部負債	79,032	544,999	624,031
Taxation payable	應繳稅項			22,812
Deferred tax liabilities	遞延稅項負債			6,552
Unallocated corporate liabilities	未分配企業負債			775
Consolidated total liabilities	綜合負債總額			654,170

3. 收益及分部資料 – 續

(b) 分部資產及負債

下列為按經營及可報告分部劃分之
本集團分部資產及分部負債分析：

於 2019 年 6 月 30 日 (未經審核)

Notes to the Condensed Consolidated Financial Statements 簡明綜合財務報表附註

For the six months ended 30 June 2019
截至 2019 年 6 月 30 日止六個月

3. REVENUE AND SEGMENT INFORMATION – continued

(b) Segment assets and liabilities – continued

At 31 December 2018 (audited)

3. 收益及分部資料 – 續

(b) 分部資產及負債 – 續

於 2018 年 12 月 31 日 (經審核)

		Manufacturing and sales of jewellery products 製造及銷售 珠寶產品 HK\$'000 千港元	Property development 物業發展 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
Assets				
	資產			
Segment assets	分部資產	315,859	735,282	1,051,141
Deferred tax assets	遞延稅項資產			285
Unallocated corporate assets	未分配企業資產			12,594
Consolidated total assets		綜合資產總值		1,064,020
Liabilities				
	負債			
Segment liabilities	分部負債	35,683	446,057	481,740
Taxation payable	應繳稅項			22,482
Deferred tax liabilities	遞延稅項負債			866
Unallocated corporate liabilities	未分配企業負債			597
Consolidated total liabilities		綜合負債總額		505,685

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 June 2019
截至 2019 年 6 月 30 日止六個月

3. REVENUE AND SEGMENT INFORMATION – continued

(b) Segment assets and liabilities – continued

For the purposes of monitoring segment performances and allocating resources between segments:

- all assets are allocated to operating segments other than deferred tax assets, interest in an associate and unallocated corporate assets.
- all liabilities are allocated to operating segments other than taxation payable, deferred tax liabilities and unallocated corporate liabilities.

Revenue from external customers, based on location of delivery to customers is as follows:

3. 收益及分部資料 – 續

(b) 分部資產及負債 – 續

就監察分部表現及於分部間分配資源而言：

- 除遞延稅項資產、於一間聯營公司之權益及未分配企業資產外，所有資產均分配至經營分部。
- 除應繳稅項、遞延稅項負債及未分配企業負債外，所有負債均分配至經營分部。

來自外界客戶的收益按向客戶交付地點劃分如下：

		Six months ended 30 June 截至6月30日止六個月	
		2019	2018
		2019年	2018年
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Revenue	收益		
— Hong Kong	— 香港	112,651	107,890
— Dubai	— 迪拜	60,058	73,470
— The PRC	— 中國	129,641	809
		302,350	182,169

Notes to the Condensed Consolidated Financial Statements 簡明綜合財務報表附註

For the six months ended 30 June 2019
截至 2019 年 6 月 30 日止六個月

3. REVENUE AND SEGMENT INFORMATION – continued

(b) Segment assets and liabilities – continued

An analysis of the Group's non-current assets (other than deferred tax assets and interest in an associate) by their physical geographical location is as follows:

		At 30 June 2019 於2019年 6月30日 HK\$'000 千港元 (Unaudited) (未經審核)	At 31 December 2018 於2018年 12月31日 HK\$'000 千港元 (Audited) (經審核)
Hong Kong	香港	12,341	1,280
The PRC	中國	198,346	153,943
Dubai	迪拜	477	320
		211,164	155,543

3. 收益及分部資料 – 續

(b) 分部資產及負債 – 續

本集團非流動資產(遞延稅項資產及於一間聯營公司之權益除外)按其實際地理位置劃分的分析如下:

4. OTHER INCOME

4. 其他收入

		Six months ended 30 June 截至6月30日止六個月 2019 2019年 HK\$'000 千港元 (Unaudited) (未經審核)	2018 2018年 HK\$'000 千港元 (Unaudited) (未經審核)
Interest income	利息收入	2,698	405
Scrap sales	廢棄物銷售	293	153
Rental income	租金收入	533	–
Others	其他	646	200
		4,170	758

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 June 2019
截至 2019 年 6 月 30 日止六個月

5. OTHER GAINS AND LOSSES

5. 其他收益及虧損

		Six months ended 30 June 截至6月30日止六個月	
		2019 2019年 HK\$'000 千港元 (Unaudited) (未經審核)	2018 2018年 HK\$'000 千港元 (Unaudited) (未經審核)
Gain on fair value changes upon transfer of properties under development for sale to investment properties	將發展中待售物業轉撥至投資物業時之公平值變動收益	14,770	–
Gain on fair value changes on investment properties	投資物業之公平值變動收益	579	–
Net foreign exchange gain	匯兌收益淨額	770	314
Impairment loss recognised on trade receivables	貿易應收款項之已確認減值虧損	(425)	–
Allowances for doubtful debts	呆賬撥備	–	(784)
		15,694	(470)

6. FINANCE COSTS

6. 財務費用

		Six months ended 30 June 截至6月30日止六個月	
		2019 2019年 HK\$'000 千港元 (Unaudited) (未經審核)	2018 2018年 HK\$'000 千港元 (Unaudited) (未經審核)
Interest on lease liabilities	租賃負債利息	530	–
Interest on bank loans	銀行貸款利息	2,597	531
Less: Amount capitalised in the cost of qualifying assets	減：合資格資產成本之資本化金額	(1,560)	–
		1,567	531

Borrowing costs capitalised during the period arose on the general borrowing pool and were calculated by applying a capitalisation rate of 6.75% (30 June 2018: nil) per annum to expenditure on qualifying assets.

於期內之資本化借款成本乃於一般借款中產生，並根據合資格資產的開支按年度資本化率6.75% (2018年6月30日：無) 計算。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 June 2019
截至 2019 年 6 月 30 日止六個月

7. PROFIT BEFORE TAXATION

7. 除稅前溢利

		Six months ended 30 June 截至6月30日止六個月	
		2019 2019年 HK\$'000 千港元 (Unaudited) (未經審核)	2018 2018年 HK\$'000 千港元 (Unaudited) (未經審核)
Profit before taxation has been arrived at after charging:	除稅前溢利於扣除下列各項後得出：		
Depreciation of property, plant and equipment	物業、廠房及設備折舊		
— cost of goods sold	— 已售貨品成本	131	308
— general and administrative expenses	— 一般及行政開支	1,858	980
— selling and distribution costs	— 銷售及分銷成本	12	—
		2,001	1,288
Depreciation of right-of-use assets	使用權資產折舊	3,986	—
Total depreciation	折舊總額	5,987	1,288
Directors' remuneration	董事酬金		
— fee	— 袍金	1,256	1,256
— salaries and other benefits	— 薪金及其他福利	2,818	2,342
— equity-settled share-based payment	— 以權益結算以股份 支付款項	287	895
— retirement benefit scheme contributions	— 退休福利計劃供款	27	27
		4,388	4,520
Other staff's salaries and other benefits	其他員工薪金及其他福利	11,133	12,527
Other staff's equity-settled share-based payment	其他員工的以權益結算以股份 支付款項	1,116	3,259
Other staff's retirement benefits scheme contributions	其他員工的退休福利計劃供款	629	1,505
Total staff costs	員工成本總額	17,266	21,811
Auditor's remuneration	核數師酬金	600	600
Cost of inventories recognised as expenses (included in cost of goods sold)	已確認為開支的存貨成本 (計入已售貨品成本)	204,595	132,624

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 June 2019
截至 2019 年 6 月 30 日止六個月

8. TAXATION

8. 稅項

		Six months ended 30 June 截至6月30日止六個月	
		2019 2019年 HK\$'000 千港元 (Unaudited) (未經審核)	2018 2018年 HK\$'000 千港元 (Unaudited) (未經審核)
The taxation charge comprises:	稅項支出包括：		
Hong Kong Profits Tax	香港利得稅		
— Current period	— 本期間	1,270	2,331
PRC Enterprise Income Tax (“EIT”)	中國企業所得稅(「企業所得稅」)		
— Current period	— 本期間	9,735	703
PRC Land Appreciation Tax (“LAT”)	中國土地增值稅(「土地增值稅」)	7,883	—
		18,888	3,034
Deferred tax charge (credit)	遞延稅項支出(抵免)	3,813	(131)
		22,701	2,903

On 21 March 2018, the Hong Kong Legislative Council passed The Inland Revenue (Amendment) (No. 7) Bill 2017 (the “Bill”) which introduces the two-tiered profits tax rates regime. The Bill was signed into law on 28 March 2018 and was gazetted on the following day. Under the two-tiered profits tax rates regime, the first HK\$2 million of profits of the qualifying group entity will be taxed at 8.25%, and profits above HK\$2 million will be taxed at 16.5%. The profits of group entities not qualifying for the two-tiered profits tax rates regime will continue to be taxed at a flat rate of 16.5%.

For the six months ended 30 June 2018, Hong Kong Profits Tax was calculated at a flat rate of 16.5% of the estimated assessable profits.

於 2018 年 3 月 21 日，香港立法會通過 2017 年稅務(修訂)(第 7 號)條例草案(「條例草案」)，引入利得稅兩級制。條例草案於 2018 年 3 月 28 日獲簽署成為法律，並於翌日在憲報刊登。根據利得稅兩級制，合資格集團實體首 2 百萬港元溢利的稅率為 8.25%，而超過 2 百萬港元溢利的稅率為 16.5%。不符合利得稅兩級制之集團實體的溢利將繼續按 16.5% 劃一稅率繳稅。

截至 2018 年 6 月 30 日止六個月，香港利得稅按估計應課稅溢利之 16.5% 之劃一稅率計算。

Notes to the Condensed Consolidated Financial Statements 簡明綜合財務報表附註

For the six months ended 30 June 2019
截至 2019 年 6 月 30 日止六個月

8. TAXATION – continued

The Group is engaged in manufacturing of fine jewellery products through processing factories in the PRC under contract processing arrangement. Accordingly, under such 50:50 onshore/offshore arrangement between the Group and the processing factories, certain profits of the Group are not taxable under Hong Kong Profits Tax during both periods. In addition, the processing factories of the Group is subject to the PRC EIT at a rate of 25% on the deemed profit generated in the PRC.

Under the Law of the PRC on EIT and Implementation Regulation of the EIT Law, the tax rate of the PRC subsidiaries is 25%.

The provision of LAT is estimated according to the requirements set forth in the relevant PRC tax laws and regulations. LAT has been levied at progressive rates ranging from 30% to 60% on the appreciation of land value, represented by the excess of sales proceeds of properties over prescribed direct costs. Prescribed direct costs are defined to include costs of land, development and construction costs, as well as certain costs relating to the property development. According to the State Administration of Taxation's official circulars, LAT shall be payable provisionally upon sales of the properties, followed by final ascertainment of the gain at the completion of the properties development.

8. 稅項 – 續

本集團根據合約加工安排，透過在中國的加工廠從事製造優質珠寶產品。因此，根據本集團與加工廠之間50：50的在岸／離岸安排，本集團於兩個期間的若干溢利毋須繳納香港利得稅。此外，本集團的加工廠須就於中國產生的設定溢利按稅率25%繳納中國企業所得稅。

根據中國企業所得稅法及企業所得稅法實施條例的規定，中國附屬公司的稅率為25%。

土地增值稅撥備乃根據相關中國稅法及法規的規定估計。土地增值稅就土地增值金額(即物業之銷售所得款項超出指定直接成本之部份)按累進稅率30%至60%徵收。指定直接成本界定為土地成本、發展及建築成本，及其他關於物業發展的成本。按照國家稅務總局之官方公告，銷售物業時應暫繳土地增值稅，到物業發展完成後才最終確認所得收益。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 June 2019
截至 2019 年 6 月 30 日止六個月

9. DIVIDEND

A final dividend of HK\$0.01 per share, totalling HK\$13,500,000 and a special dividend of HK\$0.02 per share in respect of the year ended 31 December 2018, totalling HK\$27,000,000 (six months ended 30 June 2018: a final dividend of HK\$0.01 per share, totalling HK\$13,500,000 in respect of the year ended 31 December 2017) were paid to the shareholders of the Company whose names appeared on the register of members of the Company on 6 June 2019.

The directors of the Company resolved to declare an interim dividend of HK\$0.01 per share, totalling HK\$13,500,000 for the six months ended 30 June 2019 (six months ended 30 June 2018: HK\$0.01 per share totally HK\$13,500,000). The interim dividend is payable on 17 September 2019 to the shareholders of the Company whose names appear on the register of members of the Company on 6 September 2019.

10. EARNINGS PER SHARE

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

	At 30 June 2019 於2019年 6月30日 HK\$'000 千港元 (Unaudited) (未經審核)	At 30 June 2018 於2018年 6月30日 HK\$'000 千港元 (Unaudited) (未經審核)
Profit for the period attributable to owners of the Company and earnings for the purposes of calculating basic and diluted earnings per share	45,398	16,312

9. 股息

截至2018年12月31日止年度之末期股息每股0.01港元，合共13,500,000港元，及特別股息每股0.02港元，合共27,000,000港元(截至2018年6月30日止六個月：就截至2017年12月31日止年度而言，末期股息每股0.01港元，合共13,500,000港元)，已派付予於2019年6月6日名列本公司股東名冊之本公司股東。

本公司董事議決宣派截至2019年6月30日止六個月之中期股息每股0.01港元，合共為13,500,000港元(截至2018年6月30日止六個月：每股0.01港元，合共為13,500,000港元)。中期股息將於2019年9月17日派付予於2019年9月6日名列本公司股東名冊之本公司股東。

10. 每股盈利

本公司擁有人應佔每股基本及攤薄盈利乃根據下列數據計算：

Notes to the Condensed Consolidated Financial Statements 簡明綜合財務報表附註

For the six months ended 30 June 2019
截至2019年6月30日止六個月

10. EARNINGS PER SHARE – continued

10. 每股盈利 – 續

		Number of shares 股份數目	
		'000 千股	'000 千股
Weighted average number of ordinary shares for the purpose of calculating basic earnings per share	就計算每股基本盈利之普通股加權平均數	1,350,000	1,350,000
Effect of dilutive potential ordinary shares: Share-based payments	具攤薄潛力普通股之影響：以股份支付款項	–	22,109
Weighted average number of ordinary shares for the purpose of calculating diluted earnings per share	就計算每股攤薄盈利之普通股加權平均數	1,350,000	1,372,109

The computation of diluted earnings per share for the six months ended 30 June 2019 does not assume the exercise of the Company's options because the exercise price of those options was higher than the average market price of the shares for the period.

由於購股權的行使價高於截至2019年6月30日止六個月的股份平均市價，期內每股攤薄盈利的計算並未假設行使本公司的購股權。

11. MOVEMENT IN PROPERTY, PLANT AND EQUIPMENT, INVESTMENT PROPERTIES AND RIGHT-OF-USE ASSETS

During the period, the Group incurred expenditure of approximately HK\$1,391,000 (six months ended 30 June 2018: HK\$45,291,000) to acquire property, plant and equipment for its operations.

During the period ended 30 June 2019, properties with fair value at the date of transfer of HK\$21,168,000 (six months ended 30 June 2018: nil) were transferred from property, plant and equipment to investment properties due to change of use as a result of commencement of relevant leases. The fair value at the date of transfer was determined by an independent valuer and the excess over the carrying amount of HK\$5,649,000, net of deferred taxation of HK\$1,953,000, was recognised in other comprehensive income and increased property revaluation reserve at the date of transfer.

11. 物業、廠房及設備、投資物業及使用資產權變動

於期內，本集團就其營運收購物業、廠房及設備產生支出約1,391,000港元（截至2018年6月30日止六個月：45,291,000港元）。

於截至2019年6月30日止期間，由於有關租賃開始而使用用途有所改變，於轉移當天公平值為21,168,000港元（截至2018年6月30日止六個月：無）之物業已由物業、廠房及設備轉移至投資物業。轉移當天之公平值由一名獨立估價師釐定，而超出賬面值5,649,000港元（扣除遞延稅項1,953,000港元）之部分已於轉移當天獲確認為其他全面收益和物業重估儲備的增加。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 June 2019
截至 2019 年 6 月 30 日止六個月

11. MOVEMENT IN PROPERTY, PLANT AND EQUIPMENT, INVESTMENT PROPERTIES AND RIGHT-OF-USE ASSETS – continued

During the period ended 30 June 2019, properties with fair value at the date of transfer of HK\$31,552,000 (six months ended 30 June 2018: nil) were transferred from properties held for sale to investment properties due to change of use as a result of commencement of relevant leases. The fair value at the date of transfer was determined by an independent valuer and the excess over the carrying amount of HK\$14,770,000 was recognised in other gains and losses at the date of transfer.

The Group's investment properties as at the ended of the current interim period were valued by an independent qualified professional valuer, which is not connected with the Group. The valuations by the independent qualified professional valuer are arrived by income approach with reference to market evidence of transaction prices for similar properties and by reference to net rental income allowing for reversionary income potential using the applicable market yields for the respective locations and types of properties. The resulting increase in fair value of investment properties of HK\$579,000 has been recognised directly in profit or loss for the six months ended 30 June 2019 (six months ended 30 June 2018: nil).

During the period ended 30 June 2019, the Group entered into new lease agreements for the use of office premises ranging from 2 to 5 years. The Group is required to make fixed payments. On lease commencement, the Group recognised HK\$7,726,000 of right-of-use assets and HK\$7,664,000 of lease liabilities.

11. 物業、廠房及設備、投資物業及使用資產權變動 – 續

於截至2019年6月30日止期間，由於有關租賃開始而使用途有所改變，於轉移當天公平值為31,552,000港元(截至2018年6月30日止六個月：無)之物業已由持作出售物業轉移至投資物業。轉移當天之公平值由一名獨立估價師釐定，而超出賬面值14,770,000港元之部分已於轉移當天獲確認為其他收益及虧損。

截至本中期期間結束時，本集團的投資物業由一名與本集團無關的獨立合資格專業估值師進行估值。獨立合資格專業估值師之估值方法乃參照類似物業交易價格的市場證明，並參照租金淨收入，從而計算所得之價值。租金淨收入可根據適用的物業所在地區及類型的市場收益率，以計算潛在的可收回收入。投資物業之公平值已增加579,000港元，並已直接於截至2019年6月30日止六個月之損益內確認(截至2018年6月30日止六個月：無)。

於截至2019年6月30日止期間，本集團已訂立為期兩年至五年的辦公用途新租賃協定。本集團須作出固定付款。於開始租賃時，本集團已確認7,726,000港元的使用權資產及7,664,000港元的租賃負債。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 June 2019
截至 2019 年 6 月 30 日止六個月

12. INTEREST IN AN ASSOCIATE

12. 於聯營公司的權益

		At 30 June 2019 於2019年 6月30日 HK\$'000 千港元 (Unaudited) (未經審核)	At 31 December 2018 於2018年 12月31日 HK\$'000 千港元 (Audited) (經審核)
Cost of investment in an unlisted associate	於非上市聯營公司的投資成本	1,111	–
Share of post-acquisition loss	應佔收購後虧損	(54)	–
Exchange adjustment	匯兌調整	(29)	–
		1,028	–

Details of the Group's associate at 30 June 2019 and 31 December 2018 are as follows:

本集團聯營公司於2019年6月30日及2018年12月31日詳情如下：

Name of associate 聯營公司名稱	Place of incorporation and operation 註冊成立及 經營地點	Proportion of ownership interest 所有權權益比例		Proportion of voting power held 所持表決權比例		Principal activity 主要業務
		30 June 2019 2019年 6月30日	31 December 2018 2018年 12月31日	30 June 2019 2019年 6月30日	31 December 2018 2018年 12月31日	
深圳保發珠寶文化 發展有限公司	PRC 中國	19%	–	19%	–	Trading of fine jewellery 優質珠寶貿易

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 June 2019
截至 2019 年 6 月 30 日止六個月

13. INVENTORIES

13. 存貨

		At 30 June 2019 於2019年 6月30日 HK\$'000 千港元 (Unaudited) (未經審核)	At 31 December 2018 於2018年 12月31日 HK\$'000 千港元 (Audited) (經審核)
Raw materials	原材料	52,597	51,764
Work in progress	在製品	12,413	9,574
Finished goods	製成品	109,669	105,695
		174,679	167,033

14. PROPERTIES UNDER DEVELOPMENT FOR SALE

14. 發展中待售物業

		At 30 June 2019 於2019年 6月30日 HK\$'000 千港元 (Unaudited) (未經審核)	At 31 December 2018 於2018年 12月31日 HK\$'000 千港元 (Audited) (經審核)
At the beginning of the reporting period	於報告期初	257,369	186,397
Additions	添置	106,950	326,736
Borrowing costs capitalised	自借款成本撥作資本	1,269	6,443
Transfer to properties held for sale	轉撥至待出售物業	-	(249,518)
Exchange realignment	匯兌調整	(2,121)	(12,689)
At the end of the reporting period	於報告期末	363,467	257,369

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 June 2019
截至 2019 年 6 月 30 日止六個月

14. PROPERTIES UNDER DEVELOPMENT FOR SALE – continued

The properties under development for sale represented a property development project of an integrated and comprehensive industry park for fine jewellery exhibitions located at east of Foshan 1st Ring Road South Extension and south of Lunjiao Dachong River, Lunjiao Shilong Industrial Zone, Shunde District, Foshan, Guangdong Province, the PRC. The property development project is held by a PRC subsidiary in which 70% interest is held by the Group and 30% interest is held by Jiangmen Yingtuo Real Estate Planning Co., Ltd.

14. 發展中待售物業 – 續

發展中待售物業指位於中國廣東省佛山市順德區倫教世龍工業區佛山一環南延線以東、倫教大涌以南作優質珠寶展覽的綜合性產業園區的物業發展項目。該物業發展項目由本集團持有70%權益及江門市盈拓地產策劃有限公司持有30%權益的一間中國附屬公司持有。

15. PROPERTIES HELD FOR SALE

15. 持作出售物業

	At 30 June 2019 於2019年 6月30日 HK\$'000 千港元 (Unaudited) (未經審核)	At 31 December 2018 於2018年 12月31日 HK\$'000 千港元 (Audited) (經審核)
Properties held for sale	25,173	121,974

The properties for sale were located in the PRC. Properties for sale which are expected to be recovered in more than twelve months after the end of the reporting period are classified under current assets as it is expected to be realised in the Group's normal operating cycle.

During the current interim period, properties held for sale with carrying amount of approximately HK\$16,782,000 were transferred to investment properties.

待出售物業位於中國。預期將於報告期結束起計12個月後收回的待出售物業分類為流動資產，此乃由於該等物業預期將於本集團正常營運週期變現。

於本中期期間，賬面值約16,782,000港元的待出售物業轉撥至投資物業。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 June 2019
截至 2019 年 6 月 30 日止六個月

16. TRADE AND OTHER RECEIVABLES

16. 貿易及其他應收款項

		30 June 2019 2019年 6月30日 HK\$'000 千港元 (Unaudited) (未經審核)	31 December 2018 2018年 12月31日 HK\$'000 千港元 (Audited) (經審核)
Trade receivables	貿易應收款項	98,733	106,725
Less: Allowance for expected credit losses	減：預期信貸虧損撥備	(2,283)	(1,858)
		96,450	104,867
Other receivables, prepayments and deposits	其他應收款項、預付款項及 訂金	51,215	38,519
		147,665	143,386

The following is an analysis of trade receivables by age, net of allowance for expected credit losses, presented based on the invoice date, which approximates the respective revenue recognition dates.

下列為貿易應收款項(扣除預期信貸虧損撥備)按賬齡劃分的分析，根據與各自收益確認日期相若的發票日期呈列。

		30 June 2019 2019年 6月30日 HK\$'000 千港元 (Unaudited) (未經審核)	31 December 2018 2018年 12月31日 HK\$'000 千港元 (Audited) (經審核)
0–30 days	0至30日	28,893	41,983
31–60 days	31至60日	28,931	16,252
61–180 days	61至180日	32,084	36,692
181–365 days	181至365日	5,474	7,986
Over 1 year	一年以上	1,068	1,954
		96,450	104,867

Notes to the Condensed Consolidated Financial Statements 簡明綜合財務報表附註

For the six months ended 30 June 2019
截至 2019 年 6 月 30 日止六個月

16. TRADE AND OTHER RECEIVABLES – continued

The Group generally allows a credit period of up to 120 days to its customers. A longer credit period may be granted to large or long established customers with good payment history.

Other receivables, prepayments and deposits mainly consist of payments in advance to suppliers and value-added tax recoverable.

17. LOAN RECEIVABLE FROM AN ASSOCIATE

The amount represented a loan receivable from an associate amounting of RMB15,550,000 (equivalent to HK\$17,688,000) (31 December 2018: nil) which is unsecured, interest-free and repayable within one year.

18. TRADE AND OTHER PAYABLES

16. 貿易及其他應收款項 – 續

本集團一般向客戶批准的信貸期最多為 120 日，大型或歷史悠久且付款記錄良好的客戶可獲較長的信貸期。

其他應收款項、預付款項及按金主要包括向供應商預付貨款及可收回增值稅。

17. 應收一間聯營公司貸款

該款項指應收一間聯營公司貸款人民幣 15,550,000 元（相當於 17,688,000 港元）（2018 年 12 月 31 日：零），屬無抵押、不計息且須於一年內償還。

18. 貿易及其他應付款項

		At 30 June 2019 於 2019 年 6 月 30 日 HK\$'000 千港元 (Unaudited) (未經審核)	At 31 December 2018 於 2018 年 12 月 31 日 HK\$'000 千港元 (Audited) (經審核)
Trade payables	貿易應付款項	65,922	102,626
Accruals and other payables	應計款項及其他應付款項	8,024	7,441
		73,946	110,067

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 June 2019
截至 2019 年 6 月 30 日止六個月

18. TRADE AND OTHER PAYABLES – continued

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

		At 30 June 2019 於2019年 6月30日 HK\$'000 千港元 (Unaudited) (未經審核)	At 31 December 2018 於2018年 12月31日 HK\$'000 千港元 (Audited) (經審核)
0–60 days	0至60日	62,117	98,154
61–90 days	61至90日	1,528	1,802
Over 90 days	90日以上	2,277	2,670
		65,922	102,626

19. BANK LOANS

During the period, the Group obtained new bank loans in the amount of HK\$45,837,000 (six months ended 30 June 2018: HK\$239,808,000) and repaid bank loans of HK\$150,904,000 (six months ended 30 June 2018: HK\$41,179,000). The bank loans bear effective interest rate as at 30 June 2019 is from 2.75% to 7.6% (31 December 2018: 3.13% to 6.5%) per annum.

18. 貿易及其他應付款項 – 續

於期末按發票日期呈列的貿易應付款項的賬齡分析如下：

19. 銀行貸款

於本期間，本集團取得 45,837,000 港元之新銀行貸款(截至 2018 年 6 月 30 日止六個月：239,808,000 港元)及償還銀行貸款 150,904,000 港元(截至 2018 年 6 月 30 日止六個月：41,179,000 港元)。銀行貸款於 2019 年 6 月 30 日之實際利率介乎每年 2.75% 至 7.6% (2018 年 12 月 31 日：3.13% 至 6.5%)。

Notes to the Condensed Consolidated Financial Statements 簡明綜合財務報表附註

For the six months ended 30 June 2019
截至 2019 年 6 月 30 日止六個月

20. SHARE CAPITAL

20. 股本

		At 30 June 2019 於2019年 6月30日 HK\$'000 千港元 (Unaudited) (未經審核)	At 31 December 2018 於2018年 12月31日 HK\$'000 千港元 (Audited) (經審核)
Authorised:	法定：		
3,000,000,000 ordinary shares of one third Hong Kong cent each	3,000,000,000股每股面值 三分之一港仙之普通股份	10,000	10,000
Issued and fully paid:	已發行及繳足：		
1,350,000,000 ordinary shares of one third Hong Kong cent each	1,350,000,000股每股面值 三分之一港仙之普通股份	4,500	4,500
		Number of ordinary shares 普通股份數目	Nominal value of ordinary shares 普通股份面值 HK\$'000 千港元
Authorised:	法定：		
At 1 January 2018, 31 December 2018 and 30 June 2019	於2018年1月1日、2018年12月 31日及2019年6月30日	3,000,000,000	10,000
Issued and fully paid:	已發行及繳足：		
At 1 January, 2018, 31 December 2018 and 30 June 2019	於2018年1月1日、2018年12月 31日及2019年6月30日	1,350,000,000	4,500

All shares issued rank pari passu with the then existing in issue in all respects.

所有已發行股份於所有方面與當時現有已發行股份享有同等權益。

Notes to the Condensed Consolidated Financial Statements 簡明綜合財務報表附註

For the six months ended 30 June 2019
截至 2019 年 6 月 30 日止六個月

21. SHARE-BASED PAYMENTS

Pursuant to written resolutions passed on 14 December 2015, the Company adopted a share option scheme (the “Share Option Scheme”). The Share Option Scheme was valid for a period of 10 years commencing on 14 December 2015.

The purpose of the Share Option Scheme is to enable the Group to grant options to selected participants as incentives or rewards for their contribution to the Group.

Under the Share Option Scheme, the directors of the Company may, at its discretion, grant options to subscribe for shares in the Company to eligible participants (“Eligible Participants”) who contribute to the long-term growth and profitability of the Company. Eligible Participants include (i) any employee (whether full-time or part-time including any executive director but excluding any non-executive director) of the Company, any of its subsidiaries or any entity (“Invested Entity”) in which any member of the Group holds an equity interest; (ii) any non-executive directors (including independent non-executive directors) of the Company, any of its subsidiaries or any Invested Entity; (iii) any supplier of goods or services to any member of the Group or any Invested Entity; (iv) any customer of any member of the Group or any Invested Entity; (v) any person or entity that provides research, development or other technological support to any member of the Group or any Invested Entity; (vi) any shareholder of any member of the Group or any Invested Entity or any holder of any securities issued by any member of the Group or any Invested Entity; (vii) any adviser (professional or otherwise) or consultant to any area of business or business development of any member of the Group or any Invested Entity; and (viii) any other group or classes of participants who have contributed or may contribute by way of joint venture, business alliance or other business arrangement to the development and growth of the Group.

21. 以股份支付款項

根據於 2015 年 12 月 14 日通過的書面決議案，本公司已採納購股權計劃（「購股權計劃」）。購股權計劃由 2015 年 12 月 14 日起計有效 10 年。

購股權計劃之目的是令本集團可以向特選之參與者授予購股權，以鼓勵或報答其對本集團所作之貢獻。

根據購股權計劃，本公司董事可酌情向為本公司之長遠發展和盈利能力作出貢獻之合資格參與者（「合資格參與者」）授予可認購本公司股份之購股權。合資格參與者包括：(i) 本公司、其任何附屬公司或由本集團任何成員公司持有股份權益之任何實體（「投資實體」）之任何僱員（無論全職或兼職，包括任何執行董事，惟不包括任何非執行董事）；(ii) 本公司、其任何附屬公司或任何投資實體之任何非執行董事（包括獨立非執行董事）；(iii) 本集團任何成員公司或任何投資實體之任何貨物或服務供應商；(iv) 本集團任何成員公司或任何投資實體之任何顧客；(v) 為本集團任何成員公司或任何投資實體提供研究、開發或其他技術支援之任何個人或實體；(vi) 本集團任何成員公司或任何投資實體之任何股東，或持有由本集團任何成員公司或任何投資實體所發行之任何證券之任何人士；(vii) 任何向本集團任何成員公司或任何投資實體任何業務範圍或業務發展作出建議人士（專業人士或其他）或顧問；及(viii) 透過合資、業務夥伴或其他商業安排而對本集團之發展和增長作出貢獻或可能作出貢獻之任何其他參與者組別或類別。

Notes to the Condensed Consolidated Financial Statements 簡明綜合財務報表附註

For the six months ended 30 June 2019
截至 2019 年 6 月 30 日止六個月

21. SHARE-BASED PAYMENTS – continued

The maximum number of shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under this scheme and any other share option schemes adopted by the Group shall not exceed 30% of the share capital of the Company in issue from time to time.

The total number of shares which may be allotted and issued upon exercise of all options to be granted under this scheme and any other share option of the Group must not in aggregate exceed 10% of the shares in issue as at the date of passing of the relevant resolution adopting this scheme.

Share options granted to a director, chief executive or substantial shareholder of the Company, or to any of their associates, are subject to approval in advance by the independent non-executive directors. In addition, any share options granted to a substantial shareholder or an independent non-executive director of the Company, or to any of their associates, in excess of 0.1% of the shares of the Company in issue at any time or with an aggregate value (based on the price of the Company's shares at the date of the grant) in excess of HK\$5,000,000, within any twelve-month period, are subject to shareholders' approval in advance in a general meeting.

The offer of a grant of share options may be accepted within 21 days from the date of the offer, upon payment of a nominal consideration of HK\$1 in total by the grantee. The exercise period of the share options granted is determinable by the directors of the Company, save that such period shall not be more than ten years from the date of the offer of the share options, subject to the provisions for early termination as set out in the Share Option Scheme. Unless otherwise determined by the directors at their absolute discretion, there is no requirement of a minimum period for which an option must be held before an option can be exercised. In addition, there is no performance target which must be achieved before any of the options can be exercised.

21. 以股份支付款項 – 續

因根據此計劃及本集團所採納之任何其他購股權計劃已授出但未行使之所有發行在外之購股權獲行使而可能發行之股份最高數目，不得超過本公司不時已發行股本之 30%。

因根據此計劃及本集團任何其他購股權計劃將予授出之所有購股權獲行使而可配發及發行之股份總數合共不得超過通過採納此計劃之有關決議案當日已發行股份總數之 10%。

授予本公司董事、主要行政人員或主要股東，或彼等任何聯繫人士之購股權，須在事前獲得獨立非執行董事批准。此外，在任何十二個月內授予本公司主要股東或獨立非執行董事，或彼等任何聯繫人士之購股權，在任何時候若超過公司已發行股份之 0.1%，或其總值（以授出當日之本公司股價計算）超過 5,000,000 港元，須事前於股東大會上獲股東批准。

授出購股權之要約可於要約日起 21 日內，由承授人以合計 1 港元之名義代價接納。所授出購股權之行使期由本公司董事決定，惟自購股權要約日期起計，不應超過十年，並受到購股權計劃中提前終止條款規定所限制。除非由董事全權酌情決定，否則購股權並無規定最少須持有至某個特定時限始可行使，此外，亦無規定須達致某個表現目標始可行使。

Notes to the Condensed Consolidated Financial Statements 簡明綜合財務報表附註

For the six months ended 30 June 2019
截至 2019 年 6 月 30 日止六個月

21. SHARE-BASED PAYMENTS – continued

The exercise price of the share options is determinable by the directors of the Company, but may not be less than the highest of (i) the closing price of the Company's shares on the date of the offer of the share options; (ii) the average closing price of the Company's shares for the five business days immediately preceding the date of the offer; and (iii) the nominal value of the Company's shares on the date of the offer.

A summary of movements of the outstanding share options granted to and held by the Company's Eligible Participants:

21. 以股份支付款項 – 續

購股權之行使價由本公司董事決定，惟不能低於以下之最高價：(i)在購股權要約日期本公司股份之收市價；(ii)緊接要約日期前五個營業日內本公司股份之平均收市價；及(iii)在要約日期本公司股份之面值。

已授予本公司合資格參與者及彼等所持有之尚未行使購股權之變動概要：

		Date of grant	Number of share options			Adjusted exercise price
			Outstanding at 1 January 2019	Lapsed during the period	Outstanding at 30 June 2019	
		授出日期	於2019年1月1日尚未行使	期內已失效	於2019年6月30日尚未行使	經調整行使價
			'000 千份	'000 千份	'000 千份	
Directors	董事	31.5.2017	6,570	–	6,570	HK\$1.07港元
Eligible persons	合資格人士	31.5.2017	26,124	(60)	26,064	HK\$1.07港元
Total	總計		32,694	(60)	32,634	

Notes to the Condensed Consolidated Financial Statements 簡明綜合財務報表附註

For the six months ended 30 June 2019
截至2019年6月30日止六個月

21. SHARE-BASED PAYMENTS – continued

No share options were exercised during the period. The share options granted under the Share Option Scheme are exercisable commencing from 31 May 2018 to 30 May 2023 (both dates inclusive) for the first tranche (“Tranche 1”) and from 31 May 2019 to 30 May 2024 (both dates inclusive) for the second tranche (“Tranche 2”). The closing price of the Company’s shares immediately before 31 May 2017, the date on which the share options were granted was HK\$1.07 after the effect of the Share Subdivision. For Tranche 1, the fair values of the share options determined at the dates of grant using the binomial model for share options granted to directors of the Company and other eligible persons were HK\$0.37 and HK\$0.36, respectively after the effect of Share Subdivision. For Tranche 2, the fair values of the share options determined at the dates of grant using the binomial model for share options granted to directors of the Company and other eligible persons were HK\$0.42 and HK\$0.41, respectively after the effect of Share Subdivision.

The following assumptions were used to calculate the fair values of the share options:

21. 以股份支付款項 – 續

期內並無購股權獲行使。根據購股權計劃所授出之購股權當中，第一批購股權（「第一批」）可由2018年5月31日至2023年5月30日（包括首尾兩日）行使，而第二批購股權（「第二批」）可由2019年5月31日至2024年5月30日（包括首尾兩日）行使。本公司股份於緊接2017年5月31日（即購股權授出日期）前之收市價為1.07港元（計及股份拆細之影響後）。就第一批而言，根據二項式模型釐定授予本公司董事及其他合資格人士之購股權於授出日期之購股權公平值分別為0.37港元及0.36港元（計及股份拆細之影響後）。就第二批而言，根據二項式模型釐定授予本公司董事及其他合資格人士之購股權於授出日期之購股權公平值分別為0.42港元及0.41港元（計及股份拆細之影響後）。

以下為計算購股權公平值所使用之假設：

		Tranche 1 第一批	Tranche 2 第二批
Grant date	授出日期	31 May 2017 2017年5月31日	31 May 2017 2017年5月31日
Grant date share price (adjusted)	授出日期之股價（經調整）	HK\$1.07 1.07港元	HK\$1.07 1.07港元
Exercise Price	行使價	HK\$1.07 1.07港元	HK\$1.07 1.07港元
Expected Life	預計年期	6 years	7 years
Expected Volatility	預計波幅	52%	53%
Dividend Yield	股息率	1.87%	1.87%
Risk-free interest Rate	無風險利率	1.00%	1.06%

Notes to the Condensed Consolidated Financial Statements 簡明綜合財務報表附註

For the six months ended 30 June 2019
截至 2019 年 6 月 30 日止六個月

21. SHARE-BASED PAYMENTS – continued

The valuations were carried out by independent qualified professional valuers, which were not connected with the Group. The binomial model had been used to estimate the fair value of the options. The variables and assumptions used in computing the fair value of the share options were based on the management's best estimate. Changes in variables and assumptions might result in changes in the fair value of the options.

The Group recognised share-based payment expense of HK\$1,403,000 (six months ended 30 June 2018: HK\$4,154,000) for the period ended 30 June 2019 in relation to share options granted by the Company. During the period, share options lapsed of HK\$23,000 (six months ended 30 June 2018: nil) has been transferred to retained profits of the Group.

22. RELATED PARTY TRANSACTIONS

The Group had the following transactions with a related party during the periods:

21. 以股份支付款項 – 續

估值乃由與本集團並無關連之獨立合資格專業估值師進行，並使用二項式模型估計購股權之公平值。計算購股權公平值所用之變數及假設乃基於管理層之最佳估計。購股權之公平值可因應變數及假設之轉變而變化。

截至2019年6月30日止期間，本集團就本公司授出之購股權確認以股份支付款項開支1,403,000港元（截至2018年6月30日止六個月：4,154,000港元）。期內，已失效購股權23,000港元（截至2018年6月30日止六個月：無）已轉撥至本集團之保留溢利。

22. 關連方交易

本集團於期內與關連方進行以下交易：

		Six months ended 30 June 截至6月30日止六個月	
		2019	2018
		2019年	2018年
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Rental payments for lease liabilities (six months ended 30 June 2018: rental expenses paid) to entities under controlled by a director of the Company	向由本公司一名董事控制的實體支付租賃負債之租賃付款（截至2018年6月30日止六個月：支付租金開支）	3,302	2,551

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 June 2019
截至 2019 年 6 月 30 日止六個月

22. RELATED PARTY TRANSACTIONS – continued

Key management personnel include directors of the Company and other senior management of the Group. The remuneration paid or payable during the periods are as follows:

		Six months ended 30 June	
		截至6月30日止六個月	
		2019	2018
		2019年	2018年
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Short-term benefits	短期福利	4,837	5,457
Post-employment benefits	離職後福利	36	75
		4,873	5,532

The remuneration of key management personnel is determined by the management of the Company having regard to the performance of individuals and market trends.

23. COMMITMENTS

As at 30 June 2019, the Group contracted for but not provided in the condensed consolidated financial statements amounting to RMB3,117,000 (equivalent to HK\$3,545,000) (31 December 2018: RMB46,515,000 (equivalent to HK\$52,950,000)) and RMB237,404,000 (equivalent to HK\$270,038,000) (31 December 2018: RMB288,094,000 (equivalent to HK\$327,946,000)) in respect of constructions work in progress for properties for own use and properties under development for sale, respectively.

22. 關連方交易 – 續

主要管理人員包括本公司的董事及本集團的其他高級管理層。於期內已付或應付薪酬如下：

主要管理人員薪酬由本公司管理層參考個人表現及市場趨勢釐定。

23. 承擔

於2019年6月30日，本集團就自用物業及發展中待售物業之在建建築工程有已訂約但未於簡明綜合財務報表撥備分別為人民幣3,117,000元(相當於3,545,000港元)(2018年12月31日：人民幣46,515,000元(相當於52,950,000港元))及人民幣237,404,000元(相當於270,038,000港元)(2018年12月31日：人民幣288,094,000元(相當於327,946,000港元))。

Notes to the Condensed Consolidated Financial Statements

簡明綜合財務報表附註

For the six months ended 30 June 2019

截至 2019 年 6 月 30 日止六個月

24. PLEDGE OF ASSETS

At the end of the reporting period, the following assets of the Group were pledged to banks to secure credit facilities granted to the Group:

24. 資產抵押

於報告期末，本集團下列資產已抵押予銀行作為本集團獲授信貸額度之擔保：

		At 30 June 2019 於2019年 6月30日 HK\$'000 千港元 (Unaudited) (未經審核)	At 31 December 2018 於2018年 12月31日 HK\$'000 千港元 (Audited) (經審核)
Property, plant and equipment	物業、廠房及設備	114,318	127,384
Right-of-use assets	使用權資產	13,226	–
Prepaid lease payments	預付租賃款項	–	15,179
Investment properties	投資物業	39,363	9,563
		166,907	152,126

