

# Interim Report

TONGDA GROUP HOLDINGS LIMITED

# 2021



Incorporated in the Cayman Islands with limited liability  
Stock Code: 698

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## CORPORATE INFORMATION

### BOARD OF DIRECTORS

#### Executive Directors

Mr. Wang Ya Nan (*Chairman*)  
Mr. Wang Hung Man (*Vice Chairman*)  
Mr. Wong Ming Sik  
Mr. Wong Ming Yuet  
Mr. Hui Wai Man

#### Non-executive Director

Ms. Chan Sze Man

#### Independent Non-executive Directors

Dr. Yu Sun Say, *GBM, GBS, SBS, JP*  
Mr. Cheung Wah Fung, Christopher,  
*SBS, JP*  
Mr. Ting Leung Huel Stephen,  
*MH, FCCA, FCPA (PRACTISING), ACA,*  
*CTA (HK), FHKIoD*

### AUDIT COMMITTEE

Mr. Ting Leung Huel Stephen  
(*Chairman*)  
Dr. Yu Sun Say  
Mr. Cheung Wah Fung, Christopher  
Ms. Chan Sze Man

### REMUNERATION COMMITTEE

Mr. Ting Leung Huel Stephen  
(*Chairman*)  
Mr. Wang Ya Nan  
Dr. Yu Sun Say  
Mr. Cheung Wah Fung, Christopher

### NOMINATION COMMITTEE

Mr. Wang Ya Nan (*Chairman*)  
Dr. Yu Sun Say  
Mr. Cheung Wah Fung, Christopher  
Mr. Ting Leung Huel Stephen

### COMPANY SECRETARY

Mr. Chan Paan Paan

### AUDITOR

Ernst & Young  
*Certified Public Accountants and*  
*Registered Public Interest*  
*Entity Auditor*

### AUTHORISED REPRESENTATIVES

Mr. Wang Ya Nan  
Mr. Wang Hung Man

### PRINCIPAL BANKERS

*In Hong Kong:*  
The Hongkong and Shanghai Banking Corporation Limited  
Hang Seng Bank Limited  
Bank of Communication Co., Limited  
MUFG Bank Limited  
KBC Bank N.V., Hong Kong Branch  
China Construction Bank (Asia) Corporation Limited  
Bank of China (Hong Kong) Limited  
Standard Chartered Bank (Hong Kong) Limited  
The Bank of East Asia  
China Citic Bank International

*In the PRC:*  
The Hongkong and Shanghai Banking Corporation Limited  
Hang Seng Bank Limited  
Bank of China Limited  
China Construction Bank Corporation  
China Merchant Bank  
Industrial Bank

## LEGAL ADVISERS

*As to Hong Kong laws:*  
Michael Li & Co.

*As to PRC laws:*  
Fujian Rede Law Firm

*As to Cayman Islands laws:*  
Conyers Dill & Pearman, Cayman

## INVESTOR RELATIONS

Strategic Financial Relations Limited  
24/F, Admiralty Centre I  
18 Harcourt Road  
Hong Kong

## REGISTERED OFFICE

Century Yard  
Cricket Square  
Hutchins Drive  
P.O. Box 2681GT  
George Town  
Grand Cayman  
Cayman Islands

## HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Room 1201-02, 12th Floor  
Shui On Centre  
6-8 Harbour Road  
Wanchai, Hong Kong  
Tel: (852) 2570 8128  
Fax: (852) 2510 0991  
Website: <http://www.tongda.com>  
Email (Investor Relations):  
[ir@tongda.com.hk](mailto:ir@tongda.com.hk)

## LISTING INFORMATION

Listed on the Hong Kong Stock  
Exchange (Main Board)  
Stock short name: Tongda  
Stock code: 698  
Board lot: 10,000 shares

## 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

## PRINCIPAL SHARE REGISTRAR

Royal Bank of Canada Trust Company  
(Cayman) Limited  
4th Floor, Royal Bank House  
24 Shedden Road  
George Town  
Grand Cayman KY1-1110  
Cayman Islands

## CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

This Interim Report 2021 contains certain forward-looking statements with respect to the financial conditions, results of operations and business of Tongda Group Holdings Limited (the “Company”, and together with its subsidiaries the “Group”). These forward-looking statements represent the Group’s expectations or beliefs concerning future events and involve known and unknown risks and uncertainties that could cause actual results, performance or events to differ materially from those expressed or implied in such statements. Certain statements, that include wordings like “potential”, “estimated”, “expects”, “anticipates”, “objective”, “intends”, “plans”, “believes”, “estimates”, and similar expressions or variations on such expressions may be considered “forward-looking statements”.

Forward-looking statements involve inherent risks and uncertainties. Readers should be cautioned that a number of factors could cause actual results to differ in some instances materially, from those anticipated or implied in any forward-looking statement. Forward-looking statements speak only at the date they are made, and it should not be assumed that they have been reviewed or updated in the light of new information or future events. Trends and factors that are expected to affect the Group’s results of operations are described in the section headed “Management Discussion and Analysis” below.

# MANAGEMENT DISCUSSION AND ANALYSIS

## FINANCIAL REVIEW

For the six months ended 30 June 2021 (the “Period”), the Group’s turnover increased from HK\$3,990.3 million in the same period last year by 28.2% to HK\$5,115.2 million. Profit attributable to owners of the Company increased from HK\$29.0 million in the same period last year by 86.9% to HK\$54.2 million during the Period.

### Revenue

The Group’s revenue recorded a growth of 28.2%, from HK\$3,990.3 million in the same period last year to HK\$5,115.2 million during the Period, the increase of which was mainly because the Group’s previous enhanced capacity had timely met the growth in shipments of major customers during the Period.

### Gross Profit and Margin

The Group’s gross profit for the Period increased by approximately 26.7% to approximately HK\$769.5 million and the gross profit margin was approximately 15.0%, which was slightly lower than that for the same period last year by approximately 0.2 percentage points. There has been an enhancement in production efficiency of the Group but, higher recruitment cost due to the impact of epidemic and additional depreciation expenses, which arising from the capital expenditure incurred in last year, recorded during the Period resulted in an overall slight decrease in the Group’s gross profit margin.

### Other Income and Gains, net

During the Period, other income and gains, net increased by 45.8% or HK\$29.2 million, to HK\$92.9 million compared with the same period last year. The increase in other income and gains, net was mainly due to the increase in government grants.

## Selling and Distribution Expenses

During the Period, selling and distribution expenses increased by 38.4% or HK\$23.8 million, to HK\$85.7 million, accounting for 1.7% of the Group's revenue, which was 0.1 percentage point higher than that of the same period last year. The increase was in line with the increase in sales during the Period.

## General and Administrative Expenses

During the Period, general and administrative expenses increased by 30.7% or HK\$138.8 million to HK\$590.5 million, accounting for 11.5% of the Group's revenue, which was 0.2 percentage points higher than that for the same period last year. The increase in administrative expenses was mainly attributable to: (i) increase in consultancy fee as the Group has engaged two globally leading international consulting firms assisting in optimisation and reform of its operation since last year; (ii) increase in research and development expenses to improve level of automation, enhance production efficiency and cater to the needs of customers' products; and (iii) increase in salaries due to the expansion of management team in order to support the existing and new business development and salary adjustment to attract and retain talents.

## Other Operating Expenses, net

During the Period, other operating expenses, net decreased by 55.9% or HK\$16.6 million to HK\$13.1 million which was mainly attributable to the decrease in exchange losses recorded.

## Finance Costs

During the Period, finance costs decreased by 26.0% or HK\$23.0 million, to HK\$65.4 million. The decrease was mainly due to the lower average interest rate during the Period.

## Profit Attributable to Owners of the Company for the Period

Profit attributable to owners of the Company increased by 86.9% from HK\$29.0 million in the same period last year to HK\$54.2 million during the Period, and the net profit margin attributable to owners of the Company increased to 1.1% (30 June 2020: 0.7%), which was mainly attributable to the increase in gross profit and partially off-set by the increase in administrative expenses.

## LIQUIDITY, FINANCIAL RESOURCES AND CAPITAL STRUCTURE

The Group is in a healthy financial position. The Group derives its working capital mainly from cash on hand, net cash generated from operating activities and interest-bearing bank and other borrowings. The Board expects that the Group will rely on net cash generated from operating activities, interest-bearing bank and other borrowings and equity financing, if considered as appropriate by the management of the Company, to meet its working capital and other capital expenditure requirements.

As at 30 June 2021, the Group has cash and cash equivalents and pledged deposits balance of HK\$1,302.5 million (31 December 2020: HK\$1,757.4 million) without holding any structural investment contract.

HK\$465.2 million (31 December 2020: HK\$404.8 million) of the Group's cash and bank balances of HK\$1,302.5 million (31 December 2020: HK\$1,757.4 million) has been pledged to banks as security for trade financing.

As at 30 June 2021, the Group had total assets of HK\$15,645.0 million (31 December 2020: HK\$14,299.9 million), net current assets of HK\$866.5 million (31 December 2020: HK\$1,446.0 million) and equity of HK\$7,139.2 million (31 December 2020: HK\$6,666.1 million).



## CAPITAL EXPENDITURE

The total capital expenditure incurred for the Period was HK\$438.3 million (31 December 2020: HK\$1,206.5 million), which was mainly used in the acquisition of production equipment and the construction of new manufacturing plants.

## TREASURY POLICY

The Group's sales were principally denominated in RMB and US dollars while purchases were principally transacted in RMB. Therefore, the appreciation of RMB will have adverse effect on the Group's profitability and vice versa. The Group will continue to monitor its overall foreign exchange exposure and interest rate exposure, and consider hedging against the exposure should the need arises.

## CHARGES ON GROUP ASSETS

Apart from bank deposits amounting to HK\$465.2 million (31 December 2020: HK\$404.8 million) that were pledged to banks and a leasehold building in Hong Kong together with the related right-of-use asset, with a total carrying amount of HK\$49.0 million (31 December 2020: HK\$46.9 million) mortgaged by the Group as at 30 June 2021, the Group had not pledged its assets to any financial institutions.

## HUMAN RESOURCES

As at 30 June 2021, the Group employed a total of approximately 27,000 (30 June 2020: 21,000) permanent employees in Hong Kong and the PRC. The total salaries and wages for the six months ended 30 June 2021 amounted to HK\$1,232.3 million (30 June 2020: HK\$845.0 million).

The Group offers remuneration packages for employees mainly based on their performance and experiences, and with reference to prevailing industry practices. In addition to enrolling our new employees into the mandatory provident fund scheme in Hong Kong and state-managed pension scheme in mainland China and making contributions for them on a periodic basis, the Group also provides medical coverage, internal and external training programs and grants share options and discretionary bonuses to employees based on employees' individual performance and the Group's overall performance. The Group reviews the remuneration policies and packages on a regular basis.

## GEARING RATIO AND INDEBTEDNESS

As at 30 June 2021, the gearing ratio of the Group (consolidated net borrowings/total equity) was 36.1% (31 December 2020: 26.6%).

As at 30 June 2021, other than the non-current portion of bank borrowings of HK\$877.4 million (31 December 2020: HK\$1,299.6 million), the Group had bank and other borrowings of HK\$3,002.4 million (31 December 2020: bank and other borrowings of HK\$2,227.7 million) which will be repayable within one year from the end of the Period.

Bank borrowings carry interest rate ranging from 1.19% per annum ("p.a.") to 5.95% p.a. (31 December 2020: carry interest rate ranging from 1.21% p.a. to 5.95% p.a.).

## BUSINESS REVIEW

The Group is a world-leading solution provider of high-precision components for smart mobile communications and consumer electronics products, and provides customers with one-stop solutions from product design, technological research and development (“R&D”) to manufacturing plan. Its products mainly cover handsets, smart electrical appliances, automotive, household and sports goods and network communications facilities.

The revenue of the Group during the Period increased by 28.2% from HK\$3,990.3 million in the same period last year to HK\$5,115.2 million, as its previously enhanced capacity had timely met the growth in shipments of major customers during the Period. Gross profit of the Group increased by 26.7% from HK\$607.2 million in the same period last year to HK\$769.5 million and the gross profit margin was 15.0%. The Group has engaged two world-leading international consulting firms since 2020 to assist the Group in conducting optimisation and reform, which incurred additional consultancy fee. At the same time, to coordinate with the business development of the Group, enhance production efficiency and meet customers’ demand on products, the growth in gross profit was partially offset by the increase in R&D expenses as well as the additional depreciation expenses arising from the capital expenditure incurred in last year and recorded during the Period. Nevertheless, the net profit attributable to owners of the Company increased by 86.9% from HK\$29.0 million in last year to approximately HK\$54.2 million.

### Handset Casings and High-precision Components

This business primarily comprises various handset casings, waterproof/dustproof/shockproof (“tri-proof”) high-precision components, high-precision insert molding parts, high-precision rubber molding parts and accessories products. This business recorded an increase of 16.8% from HK\$3,149.3 million in the same period last year to HK\$3,677.3 million, representing 71.9% of the Group’s total turnover.

Though during the Period, the Group saw the temporary shortage in supply of chips and the rise in commodity price globally, the Group has still been able to expand its market share through its core product Glastic casing. The shipment during the Period increased year-on-year, of which new products such as 3D and uni-body Glastic casings increased in terms of their proportion. These were benefited from the growth in handset shipment of major customers, and the fact that our previously enhanced capacity timely met with the new orders from customers.

For tri-proof and high-precision components, there is still a year-on-year increase in the shipment during the Period. As the first half of the year is generally the low season of international customers of the Group, the Group would focus on up-front investment during the Period, such as technological research and development on new products and staff training. Currently, the Group has entered different business divisions of the customers to strive for more diversified products and orders in the future and consolidate the foundation for long-term collaboration.

### Smart Electrical Appliances Casings

During the Period, the sales of this business increased by 20.2% from HK\$268.1 million in the same period last year to HK\$322.2 million, representing 6.3% of total turnover. This business primarily engages in the production of control panels, metal accessories and casings for high-end electrical appliances for Chinese and international brands, and its products include smart home appliances that can connect to the Internet of Things, such as air-conditioners, washing machines and refrigerators.

## Household and Sports Goods

The Group primarily supplies durable household goods, household utensils and sports goods to European and American brands. As a result of the business growth of major customers in Chinese, European and American markets during the pandemic, the sales increased by 102.7% from HK\$290.0 million in the same period last year to HK\$587.9 million, representing 11.5% of total turnover. The Company has also announced the possible spin-off and separate listing of its subsidiary on the Shenzhen or Shanghai Stock Exchange.

## Network Communications Facilities and Others

During the Period, the revenue of this segment increased by 86.6% from HK\$282.9 million in the same period last year to HK\$527.8 million, representing 10.3% of turnover. The Group mainly produces casings of set-top boxes and routers as well as automotive interior decorations for European and American customers. During the Period, the Group has also developed the aluminum components in battery of new energy vehicles for new customer to capture the opportunities during the period of high growth in new energy vehicles in the future.

The proportion of total revenue by product categories for the six months ended 30 June 2021 and a comparison with the same period last year are as follows:

	<b>2021</b>	2020
i. Handset casings and high-precision components	<b>71.9%</b>	78.9%
ii. Smart electrical appliances casings	<b>6.3%</b>	6.7%
iii. Household and sports goods	<b>11.5%</b>	7.3%
iv. Network communications facilities and others	<b>10.3%</b>	7.1%

## Prospects

Looking forward, the business of handset casings and high-precision components will continue to be the Group's major business. The business proportion of the Group's 3D and uni-body Glastic casings with relatively high technological entry barriers will further enhance, and its high technological barriers of those products facilitated to maintain the profit margin. The Group will actively compete for orders of metal middle frames with higher unit price at the same time. On the other hand, as the second half of the year is generally the traditional peak season for handset industry, the Group is currently conducting R&D for various new products for major customers of the tri-proof and high-precision components business. As it is anticipated that the customers will launch new model of flagship handsets in the second half year, the related orders of the Group will be benefitted. The existing handset business of the Group covers various major global handset brands, together with the rapid popularisation of 5G handsets in middle to low-end market, their business growth will continue to facilitate the continuing expansion of the Group's market share.

In response to the dynamic market environment, the Group continued to be prudent in investing in technology R&D and production capacity expansion. While the initial investment may be more concentrated, this may lead to the exploration of new business with higher growth potential and better prospect for development to realize its assets value. In the future, the Group will be market-oriented and adhere to providing customers with diversified leading practical processing technologies and solutions basing on innovative technologies and craftsmanship. At the same time, the Group will explore different emerging industries and new products, new materials as well as new areas, so as to enhance its consolidated competitive edge. Also, the Group will continue to optimise the production process and enhance product yield rate, thereby consolidating strengths of its products and exploring a diversified customer base.

As for corporate structure, the Group will continue to inspect and improve corporate management, by integrating resources from the fundamental organisational structure to business divisions with the aim of improving the utilisation rates of production capacity and working efficiency of each business, thereby further leveraging on the economies of scales while enhancing management efficiency and striving to reduce the turnover time of production, such that the Group can develop stably under the dynamic market environment.

## CONDENSED CONSOLIDATED INCOME STATEMENT

		Unaudited Six months ended 30 June	
		2021	2020
	Notes	HK\$'000	HK\$'000
REVENUE	4	<b>5,115,225</b>	3,990,306
Cost of sales		<b>(4,345,703)</b>	(3,383,091)
Gross profit		<b>769,522</b>	607,215
Other income and gains, net		<b>92,857</b>	63,705
Selling and distribution expenses		<b>(85,717)</b>	(61,853)
General and administrative expenses		<b>(590,525)</b>	(451,725)
Other operating expenses, net		<b>(13,110)</b>	(29,653)
Finance costs		<b>(65,396)</b>	(88,375)
Share of loss of a jointly-controlled entity		<b>(17,366)</b>	(1,652)
PROFIT BEFORE TAX	5	<b>90,265</b>	37,662
Income tax expense	6	<b>(28,096)</b>	(6,851)
PROFIT FOR THE PERIOD		<b>62,169</b>	30,811
Attributable to:			
Owners of the Company		<b>54,241</b>	29,025
Non-controlling interests		<b>7,928</b>	1,786
		<b>62,169</b>	30,811
EARNINGS PER SHARE ATTRIBUTABLE TO OWNERS OF THE COMPANY	8		
– Basic		<b>HK0.84 cent</b>	HK0.45 cent
– Diluted		<b>HK0.84 cent</b>	HK0.45 cent

## CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

	<b>Unaudited</b>	
	<b>Six months ended 30 June</b>	
	<b>2021</b>	2020
	<b>HK\$'000</b>	HK\$'000
PROFIT FOR THE PERIOD	<b>62,169</b>	30,811
OTHER COMPREHENSIVE INCOME/(EXPENSE)		
Other comprehensive income/(expense) that will not be reclassified to profit or loss in subsequent periods:		
Gain/(loss) on property revaluation	<b>2,560</b>	(2,424)
Income tax effect	<b>(422)</b>	343
	<b>2,138</b>	(2,081)
Other comprehensive income/(expense) that may be reclassified to profit or loss in subsequent periods:		
Exchange differences on translation of foreign operations		
– subsidiaries	<b>411,668</b>	(13,385)
– jointly-controlled entity	<b>3,199</b>	(136)
	<b>414,867</b>	(13,521)
OTHER COMPREHENSIVE INCOME/(EXPENSE) FOR THE PERIOD, NET OF TAX	<b>417,005</b>	(15,602)
TOTAL COMPREHENSIVE INCOME FOR THE PERIOD	<b>479,174</b>	15,209
ATTRIBUTABLE TO:		
Owners of the Company	<b>469,938</b>	13,427
Non-controlling interests	<b>9,236</b>	1,782
	<b>479,174</b>	15,209



## CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

	Notes	Unaudited 30 June 2021 HK\$'000	Audited 31 December 2020 HK\$'000
<b>NON-CURRENT ASSETS</b>			
Property, plant and equipment	9	<b>6,115,090</b>	5,824,403
Right-of-use assets		<b>465,709</b>	394,338
Investment property		<b>91,336</b>	90,525
Investment in a jointly-controlled entity		<b>44,910</b>	59,077
Long term deposits		<b>545,261</b>	263,781
Lease receivable		<b>3,270</b>	6,338
Deferred tax assets		<b>3,703</b>	3,703
<b>Total non-current assets</b>		<b>7,269,279</b>	6,642,165
<b>CURRENT ASSETS</b>			
Inventories	10	<b>2,589,556</b>	2,204,257
Trade and bills receivables	11	<b>3,654,653</b>	2,992,848
Prepayments, deposits and other receivables		<b>511,939</b>	485,763
Due from a jointly-controlled entity		<b>156,762</b>	65,357
Loans to a jointly-controlled entity		<b>147,855</b>	140,260
Lease receivable		<b>6,312</b>	7,252
Tax recoverable		<b>6,205</b>	4,587
Pledged deposits		<b>465,233</b>	404,842
Cash and cash equivalents		<b>837,237</b>	1,352,554
<b>Total current assets</b>		<b>8,375,752</b>	7,657,720
<b>CURRENT LIABILITIES</b>			
Trade and bills payables	12	<b>3,806,956</b>	3,207,353
Accrued liabilities and other payables		<b>523,513</b>	577,224
Interest-bearing bank and other borrowings	13	<b>3,002,422</b>	2,227,702
Lease liabilities		<b>15,962</b>	21,565
Due to a jointly-controlled entity		<b>62,729</b>	63,568
Tax payable		<b>97,633</b>	114,283
<b>Total current liabilities</b>		<b>7,509,215</b>	6,211,695

	Notes	Unaudited 30 June 2021 HK\$'000	Audited 31 December 2020 HK\$'000
NET CURRENT ASSETS		<b>866,537</b>	1,446,025
TOTAL ASSETS LESS CURRENT LIABILITIES		<b>8,135,816</b>	8,088,190
NON-CURRENT LIABILITIES			
Interest-bearing bank borrowings	13	<b>877,427</b>	1,299,584
Lease liabilities		<b>18,775</b>	23,056
Deferred tax liabilities		<b>100,431</b>	99,498
Total non-current liabilities		<b>996,633</b>	1,422,138
Net assets		<b>7,139,183</b>	6,666,052
EQUITY			
EQUITY ATTRIBUTABLE TO OWNERS OF THE COMPANY			
Share capital	14	<b>64,795</b>	64,795
Reserves		<b>7,022,609</b>	6,552,671
		<b>7,087,404</b>	6,617,466
NON-CONTROLLING INTERESTS		<b>51,779</b>	48,586
Total equity		<b>7,139,183</b>	6,666,052

# CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

Unaudited six months ended 30 June 2021  
Attributable to owners of the Company

	Share capital HK\$'000	Share premium account HK\$'000	Share option reserve HK\$'000	Capital reserve HK\$'000	Asset revaluation reserve HK\$'000	Statutory reserve HK\$'000	Capital redemption reserve HK\$'000	Exchange fluctuation reserve HK\$'000	Retained profits HK\$'000	Total HK\$'000	Non- controlling interests HK\$'000	Total equity HK\$'000
At 1 January 2021	64,795	1,060,037	-	(200,960)	70,264	554,198	884	(258,726)	5,326,974	6,617,466	48,586	6,666,052
Profit for the period	-	-	-	-	-	-	-	-	54,241	54,241	7,928	62,169
Other comprehensive income for the period:												
Gain on property revaluation, net of tax	-	-	-	-	2,138	-	-	-	-	2,138	-	2,138
Exchange differences on translation of foreign operations	-	-	-	-	-	-	-	413,559	-	413,559	1,308	414,867
Total comprehensive income for the period	-	-	-	-	2,138	-	-	413,559	54,241	469,938	9,236	479,174
Transfer to statutory reserve	-	-	-	-	-	12,200	-	-	(12,200)	-	-	-
Dividend paid to non-controlling interests	-	-	-	-	-	-	-	-	-	-	(6,043)	(6,043)
At 30 June 2021	64,795	1,060,037*	-	(200,960)*	72,402*	566,398*	884*	154,833*	5,369,015*	7,087,404	51,779	7,139,183

Unaudited six months ended 30 June 2020  
Attributable to owners of the Company

	Share capital HK\$'000	Share premium account HK\$'000	Share option reserve HK\$'000	Capital reserve HK\$'000	Asset revaluation reserve HK\$'000	Statutory reserve HK\$'000	Capital redemption reserve HK\$'000	Exchange fluctuation reserve HK\$'000	Retained profits HK\$'000	Total HK\$'000	Non- controlling interests HK\$'000	Total equity HK\$'000
At 1 January 2020	64,795	1,063,277	30,781	(198,832)	42,735	430,335	884	(666,592)	5,068,837	5,946,220	36,158	5,982,378
Profit for the period	-	-	-	-	-	-	-	-	29,025	29,025	1,786	30,811
Other comprehensive expense for the period:												
Loss on property revaluation, net of tax	-	-	-	-	(2,081)	-	-	-	-	(2,081)	-	(2,081)
Exchange differences on translation of foreign operations	-	-	-	-	-	-	-	(13,517)	-	(13,517)	(4)	(13,521)
Total comprehensive income for the period	-	-	-	-	(2,081)	-	-	(13,517)	29,025	13,427	1,782	15,209
Dividend paid to non-controlling interests	-	-	-	-	-	-	-	-	(121)	(121)	121	-
Final 2019 dividend declared (note 7)	-	(3,240)	-	-	-	-	-	-	-	(3,240)	-	(3,240)
At 30 June 2020	64,795	1,060,037*	30,781*	(198,832)*	40,654*	430,335*	884*	(570,109)*	5,097,741*	5,956,286	38,061	5,994,347

\* These reserve accounts comprise the consolidated reserves of HK\$7,022,609,000 (30 June 2020: HK\$5,891,491,000) in the consolidated statement of financial position.

## CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

	Unaudited	
	Six months ended 30 June	
	2021	2020
	HK\$'000	HK\$'000
NET CASH FLOWS USED IN OPERATING ACTIVITIES	<b>(147,220)</b>	(46,413)
CASH FLOWS USED IN INVESTING ACTIVITIES		
Interest received	<b>7,274</b>	5,770
Purchases of items of property, plant and equipment	<b>(290,844)</b>	(150,598)
Payments of right-of-use assets	<b>(56,958)</b>	(26,601)
Proceeds from disposal of items of property, plant and equipment	<b>3,034</b>	1,326
Decrease in a loan receivable	–	3,154
Increase in long term deposits	<b>(361,115)</b>	(239,895)
Increase in pledged deposits	<b>(60,391)</b>	(17,435)
NET CASH FLOWS USED IN INVESTING ACTIVITIES	<b>(759,000)</b>	(424,279)
CASH FLOWS FROM FINANCING ACTIVITIES		
New bank loans	<b>1,329,002</b>	2,265,954
Repayment of bank loans	<b>(1,025,444)</b>	(1,991,083)
Principal elements of lease payments	<b>(10,333)</b>	(9,394)
Dividends paid (note 7)	–	(3,240)
Dividends paid to non-controlling interests	<b>(6,043)</b>	–
NET CASH FLOWS FROM FINANCING ACTIVITIES	<b>287,182</b>	262,237

**Unaudited**  
**Six months ended 30 June**

**2021**                      2020

**HK\$'000**                      HK\$'000

NET DECREASE IN CASH AND CASH EQUIVALENTS	<b>(619,038)</b>	(208,455)
Cash and cash equivalents at beginning of period	<b>1,352,554</b>	1,077,676
Effect of foreign exchange rate changes, net	<b>103,721</b>	(518)
<hr/>		
CASH AND CASH EQUIVALENTS AT END OF PERIOD	<b>837,237</b>	868,703
<hr/>		
ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS		
Cash and cash equivalents as stated in the condensed consolidated statement of financial position and condensed consolidated statement of cash flows	<b>837,237</b>	868,703
<hr/>		

# NOTES TO CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

## 1. CORPORATE INFORMATION

The Company is a limited liability company incorporated in the Cayman Islands.

The registered office address of the Company is Century Yard, Cricket Square, Hutchins Drive, P.O. Box 2681 GT, George Town, Grand Cayman, Cayman Islands.

The principal activity of the Company is investment holding. The principal activities of the Company's subsidiaries are manufacture and sale of components of handset casings and high-precision components, smart electrical appliances casings, household and sports goods and network communications facilities and others. There were no significant changes in the nature of the subsidiaries' principal activities during the Period.

## 2. BASIS OF PRESENTATION

The unaudited condensed consolidated interim financial statements (the "Interim Financial Statements") have been prepared in accordance with the applicable disclosure requirements of Appendix 16 to the Rules (the "Listing Rules") Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") and with Hong Kong Accounting Standards ("HKASs") No. 34 "Interim Financial Reporting" issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA"). The Interim Financial Statements should be read in conjunction with the annual financial statements for the year ended 31 December 2020.

### 3. ACCOUNTING POLICIES

The accounting policies adopted in the preparation of the interim condensed consolidated financial information are consistent with those applied in the preparation of the Group's annual consolidated financial statements for the year ended 31 December 2020, except for the adoption of the following revised Hong Kong Financial Reporting Standards ("HKFRSs") for the first time for the current period's financial information.

Amendments to HKFRS 9, HKAS 39, HKFRS 7, HKFRS 4 and HKFRS 16	<i>Interest Rate Benchmark Reform — Phase 2</i>
Amendments to HKFRS 16	<i>Covid-19-Related Rent Concessions beyond 30 June 2021 (early adopted)</i>

The application of the amendments to HKFRSs in the current period has had no material impact on the Group's financial performance and position for the current and prior period and/or on the disclosures set out in these consolidated financial statements.



## 4. OPERATING SEGMENT INFORMATION

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

	Unaudited six months ended 30 June									
	Handset casings and high-precision components		Smart electrical appliances casings		Household and sports goods		Network communications facilities and others		Consolidated	
	2021	2020	2021	2020	2021	2020	2021	2020	2021	2020
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
<b>Segment revenue:</b>										
Sales to external customers	3,677,274	3,149,336	322,201	268,094	587,940	289,966	527,810	282,910	5,115,225	3,990,306
Segment results before depreciation	310,158	317,202	60,075	(20,407)	101,863	38,583	35,188	20,706	507,284	356,084
Depreciation of property, plant and equipment	(282,195)	(197,294)	(53,911)	(17,655)	(16,005)	(11,872)	(46,554)	(39,618)	(398,665)	(266,439)
Depreciation of right-of-use assets	(7,218)	(6,855)	(3,063)	(816)	(469)	(693)	(3,432)	(4,293)	(14,182)	(12,657)
<b>Segment results</b>	<b>20,745</b>	<b>113,053</b>	<b>3,101</b>	<b>(38,878)</b>	<b>85,389</b>	<b>26,018</b>	<b>(14,798)</b>	<b>(23,205)</b>	<b>94,437</b>	<b>76,988</b>
Unallocated income									92,857	63,705
Corporate and other unallocated expenses									(15,290)	(14,313)
Finance costs (other than interest expenses on lease liabilities)									(64,373)	(87,066)
Share of loss of a jointly-controlled entity									(17,366)	(1,652)
Profit before tax									90,265	37,662
Income tax expense									(28,096)	(6,851)
<b>Profit for the period</b>									<b>62,169</b>	<b>30,811</b>

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

	Unaudited 30 June 2021				Consolidated HK\$'000
	Handset casings and high-precision components HK\$'000	Smart electrical appliances casings HK\$'000	Household and sports goods HK\$'000	Network communications facilities and others HK\$'000	
Segment assets	9,273,361	1,493,528	849,270	2,366,967	13,983,126
Unallocated assets					1,661,905
Total assets					15,645,031
Segment liabilities	3,247,073	186,072	337,505	594,556	4,365,206
Unallocated liabilities					4,140,642
Total liabilities					8,505,848
	31 December 2020				
	Handset casings and high-precision components HK\$'000	Smart electrical appliances casings HK\$'000	Household and sports goods HK\$'000	Network communications facilities and others HK\$'000	Consolidated HK\$'000
Segment assets	7,472,004	1,484,141	699,461	2,613,899	12,269,505
Unallocated assets					2,030,380
Total assets					14,299,885
Segment liabilities	2,869,437	205,573	266,644	487,544	3,829,198
Unallocated liabilities					3,804,635
Total liabilities					7,633,833

## Geographical information

The following table presents unaudited revenue for the Group's geographical information for the six months ended 30 June 2021 and 2020.

	Unaudited six months ended 30 June									
	PRC*		Asia Pacific (excluding PRC)		United States		Others		Consolidated	
	2021	2020	2021	2020	2021	2020	2021	2020	2021	2020
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Revenue from customers										
Segment revenue:										
Sales to external customers <sup>#</sup>	4,474,469	3,300,014	232,864	426,111	97,740	92,027	310,152	172,154	5,115,225	3,990,306

The revenue information above is based on the locations of the customers.

\* People's Republic of China ("PRC") including Hong Kong and Macau.

# Sales to external customers are also revenue from contracts with customers.

## Information about major customers

Revenue from the following customers contributed over 10% of the total sales to the Group:

	Unaudited	
	Six months ended 30 June 2021	2020
	HK\$'000	HK\$'000
Customer A	1,667,611	1,609,921
Customer B	536,342	398,228
	<b>2,203,953</b>	2,008,149

Revenues from Customer A and B were mainly derived from sales by the handset casings and high-precision components segment, including sales to a group of entities which are known to be under common control of the respective customers.

## 5. PROFIT BEFORE TAX

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

	<b>Unaudited</b>	
	<b>Six months ended 30 June</b>	
	<b>2021</b>	2020
	<b>HK\$'000</b>	HK\$'000
Depreciation of property, plant and equipment	<b>398,665</b>	266,439
Depreciation of right-of-use assets	<b>14,182</b>	12,657
Research and development costs	<b>248,226</b>	202,279
Salaries and wages	<b>1,232,275</b>	845,012
Impairment of trade receivables	<b>11,013</b>	17,479
Write-back of impairment of trade receivables	<b>(7)</b>	(70)
Provision against obsolete inventories	<b>3,442</b>	1,869
Foreign exchange differences, net	<b>(90)</b>	11,180
Loss on disposal of items of property, plant and equipment	<b>1,671</b>	196
Fair value gain on an investment property	<b>811</b>	–
Interest income	<b>(5,799)</b>	(4,424)

## 6. INCOME TAX

Hong Kong profits tax has been provided at the rate of 16.5% (2020: 16.5%) on the estimated assessable profits arising in Hong Kong during the Period, except for the Company which is a qualifying entity under the two-tier profits tax rates regime. The first HK\$2,000,000 of assessable profits of the Company is taxed at 8.25% (2020: 8.25%) and the remaining assessable profits are taxed at 16.5% (2020: 16.5%). Taxes on profits assessable elsewhere have been calculated at the rates of tax prevailing in the countries/jurisdictions in which the Group operates, based on existing legislation, interpretations and practices in respect thereof.

Pursuant to the Corporate Income Tax Law of the PRC being effective on 1 January 2008, the corporate income tax rate for all enterprises in Mainland China is 25%.

During the six months ended 30 June 2021 and 2020, 福建省石獅市通達電器有限公司 (Tongda Electrics Company Limited, Shishi City, Fujian), 通達(廈門)科技有限公司 (Tongda (Xiamen) Technology Limited), 深圳通達電子有限公司 (Shenzhen Tongda Electronic Company Limited), 通達創智(廈門)股份有限公司 (Tongda Smart Tech (Xiamen) Co., Ltd.) (formerly known as “廈門市通達創智實業有限公司 (Tongda (Xiamen) Smart Tech Industry Company Limited)”), 通達(廈門)精密橡塑有限公司 (Tongda (Xiamen) Elastomers Company Limited) and 通達揚帆科技(東莞)有限公司 (Tongda Yangfan Technology (Dongguan) Company Limited) were subject to a preferential tax rate of 15% under High New Technology Enterprises.

	<b>Unaudited</b>	
	<b>Six months ended 30 June</b>	
	<b>2021</b>	2020
	<b>HK\$'000</b>	HK\$'000
Current – Hong Kong		
Charge for the period	<b>11,563</b>	4,740
Overprovision in prior years	<b>(428)</b>	(13,242)
	<b>11,135</b>	(8,502)
Current – Elsewhere	<b>16,450</b>	15,646
Deferred	<b>511</b>	(293)
<b>Total tax charge for the period</b>	<b>28,096</b>	6,851

## 7. DIVIDENDS

	<b>Unaudited</b>	
	<b>Six months ended 30 June</b>	
	<b>2021</b>	2020
	<b>HK\$'000</b>	HK\$'000
Dividends paid during the period:		
Final dividend in respect of the financial year ended 31 December 2020 – nil (2020: final dividend declared and paid in respect of the financial year ended 31 December 2019 – HK0.05 cent per ordinary share)	–	3,240

At the board meeting held on 27 August 2021, the Board did not recommend the payment of any interim dividend for the Period (six months ended 30 June 2020: nil).

## 8. EARNINGS PER SHARE

The calculations of basic and diluted earnings per share are based on:

	<b>Unaudited</b>	
	<b>Six months ended 30 June</b>	
	<b>2021</b>	2020
	<b>HK\$'000</b>	HK\$'000
Earnings:		
Profit for the period attributable to owners of the Company used in the basic earnings per share calculation	<b>54,241</b>	29,025
	<b>'000</b>	'000
Number of shares:		
Number of ordinary shares for the purpose of basic earnings per share	<b>6,479,505</b>	6,479,505

The Company had no potentially dilutive ordinary shares during the Period. No adjustment had been made to the basic earnings per share amounts presented for the six months ended 30 June 2020 in respect of a dilution as the impact of the share options outstanding during the six months ended 30 June 2020 had no dilutive effect on the basic earnings per share amounts presented.

## 9. PROPERTY, PLANT AND EQUIPMENT

During the Period, the Group acquired property, plant and equipment of approximately HK\$379,515,000 (30 June 2020: HK\$552,748,000) and incurred depreciation expenses of HK\$398,665,000 (30 June 2020: HK\$266,439,000). In addition, the Group disposed of certain items of property, plant and equipment with a carrying amount of approximately HK\$4,705,000 (30 June 2020: HK\$1,522,000) for proceeds of approximately HK\$3,034,000 (30 June 2020: HK\$1,326,000). During the Period, the exchange realignment of approximately HK\$314,363,000 (30 June 2020: HK\$11,175,000) was debited (30 June 2020: credited) to property, plant and equipment.

At 30 June 2021, the Group's leasehold building and the related right-of-use asset in Hong Kong were revalued at the end of the reporting period based on valuations performed by Asset Appraisal Ltd., an independent firm of professionally qualified valuers, at HK\$49,000,000 (31 December 2020: HK\$46,900,000). In the opinion of the directors, the current use of the leasehold building in Hong Kong and the related right-of-use asset is its highest and best use.

A revaluation surplus of HK\$2,560,000 (30 June 2020: deficit of HK\$2,424,000), resulting from the above valuation, has been credited (30 June 2020: debited) to other comprehensive income. The resulting increase in deferred tax liability of HK\$422,000 (30 June 2020: decrease in deferred tax liability of HK\$343,000) arising from the revaluation has also been debited (30 June 2020: credited) to other comprehensive income.

The Group's leasehold building and the related right-of-use asset in Hong Kong with a net carrying amount of HK\$49,000,000 (31 December 2020: HK\$46,900,000) were pledged to secure bank loans granted to the Group.



## 10. INVENTORIES

	<b>Unaudited</b> <b>30 June</b> <b>2021</b> <b>HK\$'000</b>	Audited 31 December 2020 HK\$'000
Raw materials	<b>585,182</b>	405,873
Work in progress	<b>608,727</b>	589,431
Finished goods	<b>1,395,647</b>	1,208,953
	<b>2,589,556</b>	2,204,257

As at 30 June 2021, moulds of HK\$633,004,000 (31 December 2020: HK\$568,061,000) are included in the finished goods.

## 11. TRADE AND BILLS RECEIVABLES

	<b>Unaudited</b> <b>30 June</b> <b>2021</b> <b>HK\$'000</b>	Audited 31 December 2020 HK\$'000
Trade receivables	<b>3,372,017</b>	2,881,635
Impairment allowances	<b>(53,757)</b>	(58,323)
	<b>3,318,260</b>	2,823,312
Bills receivables	<b>336,393</b>	169,536
	<b>3,654,653</b>	2,992,848

It is the general policy of the Group to allow a credit period of three to six months. In addition, for certain customers with long-established relationships and good repayment histories, a longer credit period may be granted in order to maintain a good relationship. The Group seeks to maintain strict control over its outstanding receivables. Overdue balances are reviewed regularly by the management. Trade receivables are non-interest bearing. At the end of the reporting period, 28.7% (31 December 2020: 22.2%) and 53.4% (31 December 2020: 42.2%) of the total trade and bills receivables were due from the Group's largest customer and the five largest customers, respectively.

An ageing analysis of the Group's trade and bills receivables as at 30 June 2021, based on the invoice date and issuance date, is as follows:

	<b>Unaudited</b> <b>30 June</b> <b>2021</b> <b>HK\$'000</b>	Audited 31 December 2020 HK\$'000
Within 3 months	<b>3,502,982</b>	2,826,093
4 to 6 months, inclusive	<b>129,827</b>	151,040
7 to 9 months, inclusive	<b>24,795</b>	15,929
10 to 12 months, inclusive	<b>10,647</b>	6,305
More than 1 year	<b>40,159</b>	51,804
	<b>3,708,410</b>	3,051,171
Impairment allowances	<b>(53,757)</b>	(58,323)
	<b>3,654,653</b>	2,992,848

## 12. TRADE AND BILLS PAYABLES

	<b>Unaudited</b> <b>30 June</b> <b>2021</b> <b>HK\$'000</b>	Audited 31 December 2020 HK\$'000
Trade payables	<b>2,084,974</b>	1,816,924
Bills payable	<b>1,721,982</b>	1,390,429
	<b>3,806,956</b>	3,207,353

The trade payables are non-interest bearing and are normally settled on 60 to 90 days' terms. An ageing analysis of the Group's trade and bills payables as at 30 June 2021, based on the invoice date and issuance date, is as follows:

	<b>Unaudited</b> <b>30 June</b> <b>2021</b> <b>HK\$'000</b>	Audited 31 December 2020 HK\$'000
Within 3 months	<b>2,808,381</b>	2,457,104
4 to 6 months, inclusive	<b>965,910</b>	717,260
7 to 9 months, inclusive	<b>4,150</b>	6,281
10 to 12 months, inclusive	<b>5,858</b>	956
More than 1 year	<b>22,657</b>	25,752
	<b>3,806,956</b>	3,207,353

### 13. INTEREST-BEARING BANK AND OTHER BORROWINGS

During the six months ended 30 June 2021, the Group repaid bank and other borrowings of approximately HK\$1,025,444,000 (30 June 2020: HK\$1,991,083,000) and raised new bank and other borrowings of approximately HK\$1,329,002,000 (30 June 2020: HK\$2,265,954,000).

### 14. SHARE CAPITAL

	Number of shares	Amount HK\$'000
Ordinary shares of HK\$0.01 each, authorised:		
Balance at 1 January 2020,		
31 December 2020, 1 January 2021		
and 30 June 2021	20,000,000,000	200,000
Ordinary shares of HK\$0.01 each, issued and fully paid:		
At 1 January 2020, 31 December 2020,		
1 January 2021 and 30 June 2021	6,479,505,097	64,795

## 15. COMMITMENTS

The Group had the following capital commitments contracted but not provided for, at the end of the reporting period:

	<b>Unaudited</b> <b>30 June</b> <b>2021</b> <b>HK\$'000</b>	Audited 31 December 2020 HK\$'000
Contracted for commitments in respect of		
– Purchases of property, plant and equipment	<b>599,417</b>	141,773
– Construction of leasehold buildings in Mainland China	<b>65,607</b>	87,383
	<hr/> <b>665,024</b>	<hr/> 229,156

## 16. RELATED PARTIES TRANSACTIONS

In addition to the transactions detailed elsewhere in these condensed consolidated interim financial statements, the Group had the following material transactions with related parties during the period.

		<b>Unaudited</b>	
		<b>Six months ended 30 June</b>	
		<b>2021</b>	2020
	Notes	<b>HK\$'000</b>	HK\$'000
Related companies controlled by directors of the Company:			
Rental income	(i)	<b>84</b>	84
Rental expense	(ii)	<b>-</b>	-
A jointly-controlled entity:			
Management fee and utility charges	(iii)	<b>10,190</b>	3,521
Subcontracting fee	(iv)	<b>78,860</b>	111,012
Interest income	(v)	<b>1,475</b>	1,346

Notes:

- (i) The rental income from a related company controlled by directors of the Company was charged at a monthly rate of HK\$14,000 for the period ended 30 June 2021 (2020: HK\$14,000) by reference to a lease agreement entered into by the related company and the Group on 8 February 2018.
- (ii) The Group entered into an agreement with a related company controlled by a director of the Company on 1 January 2019 to lease a plant at a monthly rate of RMB324,000. Right-of-use asset of HK\$13,182,000 (31 December 2020: HK\$14,291,000) and lease liability of HK\$11,833,000 (31 December 2020: HK\$12,941,000) were recognised in respect of such lease at 30 June 2021. During the period ended 30 June 2021, depreciation of right-of-use asset of HK\$1,879,000 and interest expense on lease liability of HK\$337,000 were charged to the consolidated statement of profit or loss.
- (iii) The management fee and utility charges from a jointly-controlled entity represented the management fee charged for factory premises at a monthly rate of RMB9.6 per square metre for the period ended 30 June 2021 and the related utility charges.
- (iv) The subcontracting fee to a jointly-controlled entity was made on a basis mutually agreed by both parties.
- (v) The interest income was charged at 2% per annum on the loan balances to the jointly-controlled entity.

## 17. FAIR VALUE AND FAIR VALUE HIERARCHY

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

The fair values of cash and cash equivalents, pledged deposits, trade and bills receivables, amounts due from a jointly-controlled entity, loan receivable, loans to a jointly-controlled entity, financial assets included in prepayments, deposits and other receivables, financial liabilities included in accrued liabilities and other payables, trade and bills payables, amounts due to a jointly-controlled entity and a former non-controlling shareholder of a subsidiary and interest-bearing bank and other borrowings approximate to their carrying amounts largely due to the short term maturities of these instruments.

### Fair value hierarchy

The Group uses the following hierarchy for determining and disclosing the fair values of financial instruments:

- Level 1: fair values measured based on quoted prices (unadjusted) in active markets for identical assets or liabilities
- Level 2: fair values measured based on valuation techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly
- Level 3: fair values measured based on valuation techniques for which any inputs which have a significant effect on the recorded fair value are not based on observable market data (unobservable inputs)

During the six months ended 30 June 2021, there were no transfers of fair value measurements between Level 1 and Level 2 and no transfers into or out of Level 3.



## 18. TRANSFERRED FINANCIAL ASSETS

- (i) Transferred financial assets that are not derecognised in their entirety

The following table provides a summary of financial assets that have been transferred in such a way that part of the transferred financial assets does not qualify for derecognition, together with the associated liabilities:

	Unaudited 30 June 2021		
	Trade receivables Notes (a) HK\$'000	Bills receivable Notes (b) and (c) HK\$'000	Total HK\$'000
Carrying amount of assets that continued to be recognised	26,270	254,451	280,721
Carrying amount of associated liabilities	23,643	254,451	278,094
	Audited 31 December 2020		
	Trade receivables Notes (a) HK\$'000	Bills receivable Notes (b) and (c) HK\$'000	Total HK\$'000
Carrying amount of assets that continued to be recognised	–	121,490	121,490
Carrying amount of associated liabilities	–	121,490	121,490

Notes:

**(a) Trade receivables factoring**

As part of its normal business, the Group entered into a trade receivable factoring arrangement (the “Factoring Arrangement”) and transferred certain trade receivables to a bank. Under the Factoring Arrangement, the Group may be required to reimburse the bank for loss of interest if any trade debtors have late payment up to 30 days. In the opinion of the directors, the Group has retained the substantial risks and rewards, which include default risks relating to the Factoring Arrangement. The original carrying value of the trade receivables transferred under the Factoring Arrangement that have not been settled as at 30 June 2021 was HK\$26,270,000 (31 December 2020: HK\$nil). The carrying amount of the assets that the Group continued to recognise as at 30 June 2021 was HK\$26,270,000 (31 December 2020: HK\$nil) and that of the associated liabilities as at 30 June 2021 was HK\$23,643,000 (31 December 2020: HK\$nil).

**(b) Discounting of bills receivable**

At 30 June 2021, the Group discounted certain bills receivable (the “Discounted Bills”) with a carrying amount of HK\$219,070,000 (31 December 2020: HK\$1,242,000) to certain banks in the PRC for cash. In the opinion of the directors, the Group has retained the substantial risks and rewards, which include default risks relating to the Discounted Bills, and accordingly, it continued to recognise the full carrying amount of the Discounted Bills and the respective bank and other loans. Subsequent to the discounting, the Group does not retain any rights on the use of the Discounted Bills, including the sale, transfer or pledge of the Discounted Bills to any other third parties. The aggregate carrying amount of the bank and other loans recognised due to the Discounted Bills was HK\$219,070,000 as at 30 June 2021 (31 December 2020: HK\$1,242,000).

**(c) Bills endorsement under the Law of Negotiable Instruments of the PRC**

At 30 June 2021, the Group endorsed certain bills receivable issued by certain local banks and certain local financial institutions in the PRC (the “Endorsed Bills”) with a carrying amount of HK\$35,381,000 (31 December 2020: HK\$120,248,000) to certain of its suppliers in order to settle the trade payables due to such suppliers. In the opinion of the directors, the Group has retained the substantial risks and rewards, which include default risks relating to the Endorsed Bills, and accordingly, it continued to recognise the full carrying amount of the Endorsed Bills and the associated trade payables settled. Subsequent to the endorsement, the Group does not retain any rights on the use of the Endorsed Bills, including the sale, transfer or pledge of the Endorsed Bills to any other third parties. The aggregate carrying amount of the trade payables settled by the Endorsed Bills during the period to which the suppliers have recourse was HK\$35,381,000 (31 December 2020: HK\$120,248,000) as at 30 June 2021.

**(ii) Transferred financial assets that are derecognised in their entirety**

**(a) Discounting of bills receivable**

At 30 June 2021, the Group discounted certain bills receivable (the “Derecognised Discounted Bills”) with a carrying amount of HK\$150,588,000 (31 December 2020: HK\$98,452,000) to a financial institution in the PRC. In accordance with the Law of Negotiable Instruments in the PRC, the holders of the Derecognised Discounted Bills have a right of recourse against the Group if the bills default (the “Continuing Involvement”). In the opinion of the directors, the Group has transferred substantially all risks and rewards relating to the Derecognised Discounted Bills. Accordingly, it has derecognised the full carrying amounts of the Derecognised Discounted Bills. The maximum exposure to loss from the Group’s Continuing Involvement in the Derecognised Discounted Bills and the undiscounted cash flows to repurchase these Derecognised Discounted Bills are equal to their carrying amounts of HK\$150,588,000 (31 December 2020: HK\$98,452,000). In the opinion of the directors, the fair values of the Group’s Continuing Involvement in the Derecognised Discounted Bills are not significant. All Derecognised Discounted Bills have a maturity period of six months.

During the period, the Group has not recognised any gain or loss on the date of transfer of the Derecognised Discounted Bills. No gains or losses were recognised from the Continuing Involvement, both during the period or cumulatively. The discounting of bills has been made evenly throughout the period.

**(b) Bills endorsement under the Law of Negotiable Instruments of the PRC**

At 30 June 2021, the Group endorsed certain bills receivable issued by certain reputable banks in the PRC (the “Derecognised Endorsed Bills”) to certain of its suppliers in order to settle the trade payables due to such suppliers with a carrying amount in aggregate of HK\$361,027,000 (31 December 2020: HK\$365,067,000). The Derecognised Endorsed Bills have a maturity from three to seven months at the end of the reporting period. In the opinion of the directors, the Group has transferred substantially all risks and rewards relating to the Derecognised Endorsed Bills. Accordingly, it has derecognised the full carrying amounts of the Derecognised Endorsed Bills and the associated trade payables. The maximum exposure to loss from the Group’s Continuing Involvement in the Derecognised Endorsed Bills and the undiscounted cash flows to repurchase these Derecognised Endorsed Bills is equal to their carrying amounts. In the opinion of the directors, the fair values of the Group’s Continuing Involvement in the Derecognised Endorsed Bills are not significant.

During the period, the Group has not recognised any gain or loss on the date of transfer of the Derecognised Endorsed Bills. No gains or losses were recognised from the Continuing Involvement, both during the period or cumulatively. The Endorsement has been made evenly throughout the period.

## 19. EVENTS AFTER THE PERIOD

The Company proposed to implement the rights issue (the “Rights Issue”) on the basis of one (1) rights share for every two (2) existing shares of the Company held on 20 August 2021 at the subscription price of HK\$0.232 per rights share, to raise approximately HK\$752 million by issuing 3,239,752,548 rights shares to the qualifying shareholders of the Company. On 19 July 2021, the Company entered into an underwriting agreement with Sinomax Securities Limited as the underwriter in respect of the Rights Issue. The relevant prospectus, provisional allotment letter and excess application form in respect of the Rights Issue have been despatched to the shareholders of the Company on 23 August 2021. For further details, please refer to the Company’s announcement and prospectus dated 19 July 2021 and 23 August 2021 respectively.

Save for disclosed above, there were no other significant events affecting the Company nor any of its subsidiaries after the end of the financial period requiring disclosure in this report.

## 20. APPROVAL OF THE INTERIM FINANCIAL STATEMENTS

The unaudited condensed consolidated interim financial statements were approved and authorised for issue by the board of directors on 27 August 2021.

## SUPPLEMENTARY INFORMATION

### INTERIM DIVIDEND

The Board does not recommend the payment of any interim dividend for the Period (2020: nil).

### DIRECTORS' INTEREST AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

At 30 June 2021, the interests of the directors in the share capital of the Company or its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong) (the "SFO")), as recorded in the register required to be kept 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 (the "Model Code") for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 to the Listing Rules, were as follows:

Name of directors	Number of shares held, capacity and nature of interest			Total	Percentage of the Company's issued share capital (Note 3)
	Directly beneficially owned	Through controlled corporation	Notes		
Mr. Wang Ya Nan	460,930,000 (L)	1,879,500,000 (L)	1, 2	2,340,430,000 (L)	36.12
Mr. Hui Wai Man	78,000,000 (L)	-		78,000,000 (L)	1.20
Dr. Yu Sun Say	21,610,000 (L)	-		21,610,000 (L)	0.33
Mr. Cheung Wah Fung, Christopher	5,950,000 (L)	-		5,950,000 (L)	0.09
Mr. Ting Leung Huel Stephen	6,450,000 (L)	-		6,450,000 (L)	0.10

L: Long position

S: Short position

Notes:

1. 1,583,500,000 shares are held by Landmark Worldwide Holdings Limited, the issued share capital of which is beneficially owned as to 25% by each Messrs. Wang Ya Nan, Wang Ya Hua, Wong Ah Yu and Wong Ah Yeung (collectively referred to as the “Wong Brothers”).
2. 296,000,000 shares are held by E-Growth Resources Limited (“E-Growth”), the entire issued share capital of which is beneficially owned by Mr. Wang Ya Nan.
3. The percentages have been compiled based on the total number of issued shares (i.e. 6,479,505,097 shares) as at 30 June 2021.

Save as disclosed above, as at 30 June 2021, none of the directors had registered an interest or short position in the shares, underlying shares or debentures of the Company or any of its associated corporations that was required to be recorded pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

## DIRECTORS’ RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Apart from as disclosed in the section headed “share option scheme” below, at no time during the Period were rights to acquire benefits by means of the acquisition of shares in or debentures of the Company granted to any director or their respective spouse or minor children, or were any such rights exercised by them; or was the Company, or any of its subsidiaries a party to any arrangement to enable the directors to acquire such rights in any other body corporate.

## SHARE OPTION SCHEME

The Company has adopted a share option scheme (the “Scheme”) for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group’s operations. Eligible participants of the Scheme include all executive directors and any full-time employee of the Company or any of its subsidiaries and any suppliers, consultants or advisers who will provide or have provided services to the Group.

As at 30 June 2021 and 31 December 2020, there were no outstanding shares in respect of which options had been granted under the Scheme.

## SUBSTANTIAL SHAREHOLDERS

At 30 June 2021, the interests and short positions of the substantial shareholders, other than directors or chief executives of the Company, in the shares of the Company as recorded in the register required to be kept by the Company under section 336 of Part XV of the SFO are set out below:

Long positions and short positions in the ordinary shares of the Company:

<b>Name of shareholder</b>	<b>Note</b>	<b>Capacity and nature of interest</b>	<b>Number of ordinary shares held</b>	<b>Percentage of the Company's issued share capital</b>
Landmark Worldwide Holdings Limited	1	Directly beneficially owned	1,583,500,000 (L)	24.44

L: Long position

S: Short position

1. The issued share capital of Landmark Worldwide Holdings Limited is held and beneficially owned as to 25% each by the Wong Brothers.

Save as disclosed above, as at 30 June 2021, the Company had not been notified by any substantial shareholders other than directors or chief executives of the Company, who had interests or short positions in the shares of the Company as recorded in the register required to be kept by the Company under section 336 of Part XV of the SFO.

## PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S SECURITIES

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



## CORPORATE GOVERNANCE

The Company has complied with all the applicable code provisions of the Corporate Governance Code (the “CG Code”) set out in Appendix 14 of the Listing Rules, throughout the Period, except for the deviations as mentioned below.

The independent non-executive Directors are not appointed for specific terms but are subject to retirement by rotation in accordance with the Company’s Articles of Association.

Code provision A.2.1 of the CG Code states that the roles of chairman and chief executive should be separated and should not be performed by the same individual. The Company does not have a separate chairman and chief executive and Mr. Wang Ya Nan currently holds both positions. The Board believes that vesting the roles of both chairman and chief executive in the same person provides the Group with strong and consistent leadership and allows for more effective planning and execution of long term business strategies. The current structure is considered to be the most appropriate under specific circumstances.

## AUDIT COMMITTEE

The audit committee of the Company (the “AC”) comprises three independent non-executive Directors and one non-executive Director, namely Mr. Ting Leung Huel Stephen (“Mr. Ting”), Dr. Yu Sun Say, Mr. Cheung Wah Fung, Christopher and Ms. Chan Sze Man. Mr. Ting takes the chair of the AC. The term of reference of the AC are aligned with the recommendations as set out in “A Guide for Effective Audit Committee” issued by the Hong Kong Institute of Certified Public Accountants and the CG Code. The AC provides accounting and financial advices and recommendations to the Board as well as monitor and safeguard the independence of external auditors and relevant auditing matters. Also, the AC is responsible for reviewing and supervising the risk management and internal control system of the Group.

The AC had reviewed the unaudited interim results of the Group for the Period prior to the submission to the Board for approval.

## MODEL CODE OF SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code as the Company's code of conduct regarding securities transactions by Directors. All Directors have confirmed, following specific enquiry of all Directors that they have fully complied with the required standard set out in the Model Code throughout the Period.

## CHANGES OF DIRECTOR'S INFORMATION UNDER RULE 13.51B(1) OF THE LISTING RULES

The changes in Director's information as required to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules are set out below.

Mr. Cheung Wah Fung, Christopher has been appointed as an independent non-executive director of Carrianna Group Holdings Company Limited (stock code: 126) on 25 June 2021, the issued shares of which are listed on the main board of the Stock Exchange.

Save for the information disclosed above, there is no other information required to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules.

## EVENTS AFTER THE PERIOD

The Company proposed to implement the rights issue (the "Rights Issue") on the basis of one (1) rights share for every two (2) existing shares of the Company held on 20 August 2021 at the subscription price of HK\$0.232 per rights share, to raise approximately HK\$752 million by issuing 3,239,752,548 rights shares to the qualifying shareholders of the Company. On 19 July 2021, the Company entered into an underwriting agreement with Sinomax Securities Limited as the underwriter in respect of the Rights Issue. The relevant prospectus, provisional allotment letter and excess application form in respect of the Rights Issue have been despatched to the shareholders of the Company on 23 August 2021. For further details, please refer to the Company's announcement and prospectus dated 19 July 2021 and 23 August 2021 respectively.

Save for disclosed above, there were no other significant events affecting the Company nor any of its subsidiaries after the end of the financial period requiring disclosure in this report.

## **BOARD OF DIRECTORS**

As at the date of this report, the Board comprises Mr. Wang Ya Nan, Mr. Wang Hung Man, Mr. Wong Ming Sik, Mr. Wong Ming Yuet and Mr. Hui Wai Man as executive Directors; Ms. Chan Sze Man as non-executive Director; and Dr. Yu Sun Say, GBM, GBS, SBS, JP, Mr. Cheung Wah Fung, Christopher, SBS, JP and Mr. Ting Leung Huel Stephen, MH as independent non-executive Directors.

On behalf of the Board

**Tongda Group Holdings Limited**

**Wang Ya Nan**

*Chairman*

Hong Kong, 27 August 2021