



JINHUI HOLDINGS COMPANY LIMITED

Stock Code: 137

**INTERIM REPORT
2021**

Contents

	<i>Page</i>
Corporate Information	2
Financial Highlights.....	3
Management Discussion and Analysis	4
Disclosure of Interests.....	15
Corporate Governance	19
Supplementary Information.....	21
Independent Review Report	22
Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income.....	24
Condensed Consolidated Statement of Financial Position.....	26
Condensed Consolidated Statement of Changes in Equity.....	27
Condensed Consolidated Statement of Cash Flows	28
Notes to the Interim Financial Statements.....	29

Corporate Information

BOARD OF DIRECTORS

Executive Directors

Ng Siu Fai, *Chairman*
Ng Kam Wah Thomas, *Managing Director*
Ng Ki Hung Frankie
Ho Suk Lin

Independent Non-executive Directors

Cui Jianhua
Tsui Che Yin Frank
William Yau

AUDIT COMMITTEE

Tsui Che Yin Frank, *Chairman*
Cui Jianhua
William Yau

REMUNERATION COMMITTEE

Cui Jianhua, *Chairman*
Tsui Che Yin Frank
William Yau

NOMINATION COMMITTEE

Cui Jianhua, *Chairman*
Tsui Che Yin Frank
William Yau

COMPANY SECRETARY

Ho Suk Lin

SHARE REGISTRAR

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

REGISTERED OFFICE

26th Floor
Yardley Commercial Building
1-6 Connaught Road West
Hong Kong

AUDITOR

Grant Thornton Hong Kong Limited
Certified Public Accountants

CONTACTS

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Fax: (852) 2541 9794
E-mail: info@jinhuiship.com

WEBSITE

www.jinhuiship.com

SHARE LISTING

The Company's shares are listed on the
Hong Kong Stock Exchange
(stock code: 137)

Financial Highlights

HIGHLIGHTS FOR THE FIRST HALF OF 2021

- Revenue for the period: HK\$375 million
- Net profit for the period: HK\$716 million included reversal of impairment loss on owned vessels of HK\$511 million
- Net profit attributable to shareholders of the Company: HK\$402 million
- Basic earnings per share: HK\$0.758
- Gearing ratio as at 30 June 2021: 1%

Management Discussion and Analysis

The Board is pleased to present the interim report of **Jinhui Holdings Company Limited** (the “Company”) and its subsidiaries (the “Group”) for the six months ended 30 June 2021.

INTERIM RESULTS

The Group’s revenue for the first half of 2021 was HK\$375,050,000 whereas HK\$138,250,000 was reported in the same period of 2020. The consolidated net profit for the first half of 2021 was HK\$715,806,000 as compared to a net loss of HK\$192,706,000 reported in the first half of 2020. The turnaround from loss to profit is primarily attributable to the combined effect of: (1) the strong rebound of market freight rates in dry bulk shipping sector in 2021 that leads to a significant increase in the Group’s chartering freight and hire revenue to HK\$375,050,000; and (2) the recognition of reversal of impairment loss on owned vessels of HK\$511,068,000 as at 30 June 2021. The net profit attributable to shareholders of the Company for the six months ended 30 June 2021 was HK\$402,140,000 as compared to a net loss of HK\$110,946,000 was reported in the first half of 2020. Basic earnings per share for the six months ended 30 June 2021 was HK\$0.758 as compared to basic loss per share of HK\$0.209 for the corresponding period in 2020.

INTERIM DIVIDEND

The Board has resolved not to recommend the payment of any interim dividend for the six months ended 30 June 2021 (30/6/2020: nil).

BUSINESS REVIEW

Chartering freight and hire. The Group operates its worldwide shipping activities through Jinhui Shipping and Transportation Limited (“Jinhui Shipping”), an approximately 55.69% owned subsidiary of the Company, whose shares are listed on the Oslo Stock Exchange, Norway.

Management Discussion and Analysis

Despite the COVID-19 pandemic has had a devastating economic impact to global economies, many countries launched effective track and trace systems, deployed coronavirus vaccination program, and rolled out of substantial economic stimulus measures. There are notable global economic rebounds in early 2021 and major financial markets soared, reflecting better corporate earnings and market conditions. Dry bulk shipping market showed strong sign of rebound amid global economic recovery. The market is supported by strong cargo flow that outpaced vessel supply. The surge of global seaborne trade of steel and iron ores, grain, soybean and other agricultural commodities, have driven market freight rates in an upward trend in 2021. Dry bulk shipping market further continued to trend upward due to strong vessels demands. Baltic Dry Index ("BDI") opened at 1,366 points at the beginning of January and rose to the peak of the period at 3,418 points and closed at 3,383 points by the end of June 2021. The average of BDI for the first half of 2021 was 2,257 points, which compares to 685 points in the same period in 2020.

Average daily time charter equivalent rates ("TCE")	2021 1st half US\$	2020 1st half US\$	2020 US\$
Post-Panamax fleet	12,250	7,382	9,929
Supramax fleet	15,182	5,096	6,986
In average	14,852	5,293	7,269

Revenue from chartering freight and hire for the first half of 2021 was HK\$375,050,000 representing an increase of 171% as compared to HK\$138,250,000 for the first half of 2020. The Group benefited from the strong rebound of market freight rates and the average daily TCE earned by the Group's owned vessels increased 181% to US\$14,852 (approximately HK\$116,000) for the first half of 2021 as compared to US\$5,293 (approximately HK\$41,000) for the corresponding period in 2020.

Key Performance Indicators for Shipping Business	2021 1st half HK\$'000	2020 1st half HK\$'000	2020 HK\$'000
Average daily TCE	116	41	57
Daily vessel running cost	32	30	30
Daily vessel depreciation	17	17	17
Daily vessel finance cost	1	2	2
	50	49	49
Average utilization rate	96%	97%	98%

Management Discussion and Analysis

Daily vessel running cost increased 9% from US\$3,823 (approximately HK\$30,000) for the first half of 2020 to US\$4,152 (approximately HK\$32,000) for the first half of 2021 as crew wages rose due to inflation, coupled with certain initial running costs and expenses were incurred for two newly-delivered vessels in the period. Daily vessel finance cost decreased 46% from US\$300 (approximately HK\$2,000) for the first half of 2020 to US\$163 (approximately HK\$1,000) for the first half of 2021. The fleet utilization rate of the Group's owned vessels slightly decreased from 97% for the first half of 2020 to 96% for the first half of 2021. We will continue with our cost reduction effort, striving to maintain a highly competitive cost structure when stacked against other market participants.

As at 30 June 2021, the Group had twenty owned vessels as follows:

	Number of owned vessels
Post-Panamax fleet	2
Supramax fleet	18
Total fleet	20

On 2 March 2021, the Group entered into an agreement in respect of the acquisition of a Supramax of deadweight 53,806 metric tons at a purchase price of US\$7,275,000 (approximately HK\$56,745,000), which was delivered to the Group in March 2021.

On 27 April 2021, the Group entered into an agreement in respect of the acquisition of a Supramax of deadweight 52,525 metric tons at a purchase price of US\$9,300,000 (approximately HK\$72,540,000), which was delivered to the Group in June 2021.

On 20 May 2021, the Group entered into an agreement in respect of the acquisition of a Supramax of deadweight 52,686 metric tons at a purchase price of US\$10,813,000 (approximately HK\$84,341,000), which will be delivered to the Group in August 2021.

Subsequent to the reporting date, the Group entered into an agreement on 9 July 2021 in respect of the acquisition of a Supramax of deadweight 55,866 metric tons at a purchase price of US\$15,180,000 (approximately HK\$118,404,000), which will be delivered to the Group on or before 20 October 2021.

We will continuously monitor the market as well as our operations going forward and look out for opportunities to maintain a reasonably modern and competitive fleet, not ruling out any future disposal or acquisition of vessels and will make such decisions on an ad hoc basis to maintain a high financial flexibility and operational competitiveness.

Management Discussion and Analysis

FINANCIAL REVIEW

Revenue and operating profit. Revenue from chartering freight and hire for the first half of 2021 increased 171% to HK\$375,050,000, comparing to HK\$138,250,000 for the first half of 2020. The increase was mainly due to the strong rebound of market freight rates and the average daily TCE earned by the Group's owned vessels increased 181% to US\$14,852 (approximately HK\$116,000) for the first half of 2021 as compared to US\$5,293 (approximately HK\$41,000) for the corresponding period in 2020.

The net profit attributable to shareholders of the Company for the first half of 2021 was HK\$402,140,000 whereas net loss of HK\$110,946,000 was reported for the corresponding period in 2020. Basic earnings per share for the period was HK\$0.758 as compared to basic loss per share of HK\$0.209 for the first half of 2020.

Other operating income. Other operating income increased from HK\$21,514,000 for the first half of 2020 to HK\$75,128,000 for the first half of 2021 due to the Group recognized a fair value gain on investment properties of HK\$13,260,000, net gain on bunker of HK\$14,764,000 arising from shipping operations in current period. Other operating income for the first half of 2021 also included net gain of HK\$20,747,000 on financial assets at fair value through profit or loss which comprised of a realized gain of HK\$15,170,000 upon disposal of certain equity and debt securities during the first half of 2021, and an unrealized fair value gain of HK\$5,577,000 on financial assets at fair value through profit or loss for the period. We remain cautious with the increased volatility due to the geopolitical uncertainty, as well as the fluid outlook of interest rates.

Reversal of impairment loss on owned vessels. For the first half of 2021, dry bulk shipping market had rebounded remarkably reflected in the upsurge of market freight rates and significant increase in the market value of dry bulk vessels. The management considered that reversal of impairment indication of the Group's fleet existed as at 30 June 2021. With due considerations of factors affecting the long term intrinsic values of owned dry bulk vessels in the reversal of impairment review, the Group's owned vessels' recoverable amounts which are determined based on the value in use are significantly higher than their respective carrying amounts as at 30 June 2021. Accordingly, a reversal of impairment loss of HK\$511,068,000 on owned vessels classified in property, plant and equipment was recognized as at 30 June 2021 to reflect our change in the expectation on the long term global economic and the dry bulk shipping industry outlook which affect the assumptions applied in estimation of the value in use of our owned vessels.

Management Discussion and Analysis

Shipping related expenses. Shipping related expenses mainly comprised of crew expenses, insurance, consumable stores, spare parts, repairs and maintenance and other vessels' expenses. Shipping related expenses decreased from HK\$167,516,000 for the first half of 2020 to HK\$129,044,000 for the first half of 2021. In the first half of 2020, there was bunker related expenses of HK\$53 million as a result of both price loss on bunker fuel on-board of the Group's owned vessels and an increase in bunker consumption due to positioning of owned vessels in between time charter contracts of vessels, whereas, in current period, there was bunker price gain on bunker fuel which was included in other operating income and the Group's bunker related expenses was only HK\$3,537,000. The decrease in bunker related expenses was partially offset by the increase in crew wages due to inflation. Daily vessel running cost slightly increased from US\$3,823 (approximately HK\$30,000) for the first half of 2020 to US\$4,152 (approximately HK\$32,000) for the first half of 2021 as crew wages rose due to inflation, coupled with certain initial running costs and expenses were incurred for two newly-delivered vessels in the first half of 2021. We will continue with our cost reduction effort, striving to maintain a highly competitive cost structure when stacked against other market participants.

Other operating expenses. Other operating expenses for the first half of 2021 decreased to HK\$18,084,000, comparing to HK\$80,398,000 for the first half of 2020 due to the Group recorded net loss of HK\$60,209,000 on financial assets at fair value through profit or loss for the first half of 2020. On the contrary, there was a net gain of HK\$20,747,000 on financial assets at fair value through profit or loss for the first half of 2021, which was included in other operating income. Other operating expenses for the period also comprised of directors' fee of approximately HK\$3.3 million, professional fee of approximately HK\$2.4 million, auditor's remuneration related to audit services of approximately HK\$0.8 million and remaining are various office administrative expenses.

Finance costs. Finance costs dropped from HK\$17,530,000 for the first half of 2020 to HK\$8,744,000 for the first half of 2021 mainly due to the decrease in interest rate and the constant repayment of vessel mortgage loans as compared with that of the corresponding period in 2020.

Financial assets at fair value through profit or loss. As at 30 June 2021, the Group's portfolio of investment in financial assets at fair value through profit or loss was HK\$468,275,000 (31/12/2020: HK\$321,088,000), in which HK\$422,372,000 (31/12/2020: HK\$274,354,000) was investment in listed equity securities, HK\$43,785,000 (31/12/2020: HK\$44,780,000) was investment in listed and unlisted debt securities and HK\$2,118,000 (31/12/2020: HK\$1,954,000) was investment in investment funds.

Management Discussion and Analysis

During the first half of 2021, the Group's net gain on financial assets at fair value through profit or loss was HK\$20,747,000 (30/6/2020: net loss of HK\$60,209,000 on financial assets at fair value through profit or loss) and the aggregate interest income and dividend income from financial assets was HK\$22,451,000 (30/6/2020: HK\$26,088,000). The net gain of HK\$20,747,000 on financial assets at fair value through profit or loss comprised of a realized gain of HK\$15,170,000 upon disposal of certain equity and debt securities during the period, and an unrealized fair value gain of HK\$5,577,000 on financial assets at fair value through profit or loss for the period as Asian financial markets rebounded moderately in late 2020 and 2021.

Loan receivables. As at 30 June 2021, the Group's loan receivables was HK\$111,068,000 (31/12/2020: HK\$260,192,000). The Group's loan receivables, which arise from asset-based financing, are denominated in United States Dollars and are secured by collaterals provided by the borrowers, bear interest and are repayable with fixed terms agreed with the borrowers. At the reporting date, these receivables have been reviewed by management to assess impairment allowances which are based on the evaluation of current creditworthiness and the collection statistics, and are not considered as impaired. During the first half of 2021, certain borrowers chose to early repay respective loans and such repayments led to a decrease in loan receivables as at 30 June 2021. The carrying amount of these loan receivables are considered to be a reasonable approximation of their fair values.

Trade and other payables. As at 30 June 2021, the Group's trade and other payables was HK\$165,687,000 (31/12/2020: HK\$143,852,000), including trade payables of HK\$2,068,000 (31/12/2020: HK\$1,810,000), accrued charges of HK\$10,559,000 (31/12/2020: HK\$7,778,000) and other payables of HK\$153,060,000 (31/12/2020: HK\$134,264,000). Other payables mainly included payables related to vessel running cost and ship operating expenses of HK\$121,049,000 (31/12/2020: HK\$123,908,000) for owned vessels, hire receipt in advance of HK\$24,004,000 (31/12/2020: HK\$5,293,000) from charterers, loan interest payables of HK\$1,141,000 (31/12/2020: HK\$1,350,000) and accrued employee benefits payables of HK\$1,592,000 (31/12/2020: HK\$1,851,000). The significant increase in hire receipt in advance was largely attributable to the increase in amount of prepaid hire from charterers resulting from the upsurge of market hire rates.

Liquidity, financial resources and capital structure. As at 30 June 2021, the Group maintained positive working capital position of HK\$308,085,000 (31/12/2020: HK\$153,662,000) and the total of the Group's equity and debt securities, bank balances and cash increased to HK\$880,623,000 (31/12/2020: HK\$603,541,000). During the first half of 2021, cash generated from operations before changes in working capital was HK\$235,278,000 (30/6/2020: cash used in operations before changes in working capital was HK\$140,800,000) and the net cash generated from operating activities after working capital changes was HK\$261,446,000 (30/6/2020: HK\$70,843,000). The changes in working capital are mainly attributable to the decrease in loan receivables due to certain borrowers chose to early repay respective loans, partially offset by the increase in equity and debt securities.

Management Discussion and Analysis

The Group's total secured bank loans decreased from HK\$986,174,000 as at 31 December 2020 to HK\$919,814,000 as at 30 June 2021, of which 61%, 7% and 32% are repayable respectively within one year, one to two years and two to five years. During the period, the Group had drawn new revolving loans and term loan of HK\$97,939,000 (30/6/2020: HK\$149,079,000) and repaid HK\$164,299,000 (30/6/2020: HK\$246,311,000). The bank borrowings represented vessel mortgage loans that were denominated in United States Dollars, revolving loans, term loans and property mortgage loans that were denominated in Hong Kong Dollars and United States Dollars. All bank borrowings were committed on floating rate basis.

The gearing ratio, as calculated on the basis of net debts (total interest-bearing debts net of equity and debt securities, bank balances and cash) over total equity, dropped to 1% (31/12/2020: 19%) as at 30 June 2021. With cash, marketable equity and debt securities in hand as well as available credit facilities, the Group has sufficient financial resources to satisfy its commitments and working capital requirements. As at 30 June 2021, the Group is able to service its debt obligations, including principal and interest payments.

Pledge of assets. As at 30 June 2021, the Group's property, plant and equipment with an aggregate net book value of HK\$1,945,423,000 (31/12/2020: HK\$1,495,051,000), investment properties with an aggregate carrying amount of HK\$374,160,000 (31/12/2020: HK\$361,860,000), assets held for sale with a carrying amount of HK\$nil (31/12/2020: HK\$41,964,000), financial assets at fair value through profit or loss of HK\$257,978,000 (31/12/2020: HK\$202,336,000) and deposits of HK\$37,787,000 (31/12/2020: HK\$46,339,000) placed with banks were pledged together with the assignment of nineteen (31/12/2020: twenty) subsidiaries' income and assignment of two (31/12/2020: two) subsidiaries' loan receivables of HK\$79,868,000 (31/12/2020: HK\$228,992,000) to secure credit facilities utilized by the Group. In addition, shares of ten (31/12/2020: ten) ship owning subsidiaries were pledged to banks for vessel mortgage loans.

Capital expenditures and commitments. During the six months ended 30 June 2021, capital expenditure on additions of motor vessels and capitalized drydocking costs was HK\$129,337,000 (30/6/2020: HK\$27,454,000) and on other property, plant and equipment was HK\$308,000 (30/6/2020: HK\$18,000).

On 20 April 2018, an approximately 55.69% indirectly owned subsidiary of the Company (the "Co-Investor") entered into the co-investment documents to co-invest in a property project in Tower A of One Financial Street Center, Jing'an Central Business District, Shanghai, the PRC (the "Tower A" or previously named as "T3 Property"), pursuant to which the Co-Investor committed to acquire non-voting participating class A shares of Dual Bliss Limited ("Dual Bliss") of US\$10,000,000 (approximately HK\$78,000,000). Dual Bliss is one of the investors of the co-investment in Tower A. As at the reporting date, the capital expenditure commitments contracted by the Group but not provided for was US\$372,000, approximately HK\$2,905,000 (31/12/2020: US\$372,000, approximately HK\$2,905,000).

Management Discussion and Analysis

On 20 May 2021, the Group entered into an agreement in respect of the acquisition of a Supramax of deadweight 52,686 metric tons at a purchase price of US\$10,813,000, approximately HK\$84,341,000. As at the reporting date, the capital expenditure commitments contracted by the Group but not provided for was US\$8,650,000, approximately HK\$67,473,000 (31/12/2020: nil).

As at the reporting date, the total amount of capital expenditure commitments contracted by the Group but not provided for was HK\$70,378,000 (31/12/2020: HK\$2,905,000). Save as disclosed above, there was no other significant capital expenditure commitments contracted by the Group but not provided for as at the reporting date.

SIGNIFICANT INVESTMENT

The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited ("Listing Rules") have now been extended to also require companies to disclose the details of each significant securities investment that represents 5% or more of their total assets.

As at 30 June 2021, the Group owns twenty dry bulk vessels which include two Post-Panamaxes and eighteen grabs fitted Supramaxes. Given the remarkable rebound in dry bulk shipping market, the management has constantly reviewed the Group's fleet and considered acquiring additional vessels could generate steady stream of income for the Group.

On 2 March 2021, the Group entered into an agreement in respect of the acquisition of a Supramax of deadweight 53,806 metric tons at a purchase price of US\$7,275,000 (approximately HK\$56,745,000), which was delivered to the Group in March 2021. On 27 April 2021, the Group entered into an agreement in respect of the acquisition of a Supramax of deadweight 52,525 metric tons at a purchase price of US\$9,300,000 (approximately HK\$72,540,000), which was delivered to the Group in June 2021.

On 20 May 2021, the Group entered into an agreement in respect of the acquisition of a Supramax of deadweight 52,686 metric tons at a purchase price of US\$10,813,000 (approximately HK\$84,341,000) which will be delivered to the Group in August 2021. Subsequent to the reporting date, the Group entered into an agreement on 9 July 2021 in respect of the acquisition of a Supramax of deadweight 55,866 metric tons at a purchase price of US\$15,180,000 (approximately HK\$118,404,000), which will be delivered to the Group on or before 20 October 2021. Total carrying capacity of the Group's fleet will be increased to 1,300,439 metric tons after the completion of the acquisition of the above four vessels.

Management Discussion and Analysis

As at 30 June 2021, the Group had investments in equity and debt securities with fair value of HK\$422,372,000 and HK\$43,785,000 respectively. The principal activities of these companies include mainly banking groups that provide money lending and financial services; securities trading and investment; property development and investment; shipping and transportation, provision of value-added services and online advertising services to users in the PRC. As at 30 June 2021, the fair value of each of these equity securities and debt securities represented less than 5% of the total assets of the Group.

As at 30 June 2021, the Group's investment properties were stated at fair value of HK\$419 million and comprised of premises and car parks held under operating leases to earn rentals or held for capital appreciation, or both. These premises and car parks are held under long term leases and located in Hong Kong. As at 30 June 2021, the fair value of each of these investment properties represented less than 5% of the total assets of the Group.

As at 30 June 2021, the Group did not hold any significant investment or investment properties that accounted for more than 5% of the Group's total assets as at 30 June 2021, nor did the Group carry out any material acquisition and disposal during the first half of 2021.

EVENTS AFTER THE REPORTING DATE

Subsequent to the reporting date, the Group entered into an agreement on 9 July 2021 in respect of the acquisition of a Supramax of deadweight 55,866 metric tons at a purchase price of US\$15,180,000 (approximately HK\$118,404,000), which will be delivered to the Group on or before 20 October 2021.

Save as disclosed above, there was no other significant events occurred after the reporting date.

EMPLOYEES AND REMUNERATION POLICY

As at 30 June 2021, the Group had 68 (31/12/2020: 67) full-time employees. The Group remunerates its employees in accordance with their performances, experiences and prevailing market practices and provides them with usual fringe benefits including medical insurance and contributions to provident funds. Share options and bonuses are also available to employees of the Group at the discretion of the Directors and depending upon the financial performance of the Group.

Management Discussion and Analysis

RISK FACTORS

This report may contain forward looking statements. These statements are based upon various assumptions, many of which are based, in turn, upon further assumptions, including the Company's management's examination of historical operating trends. Although the Company believes that these assumptions were reasonable when made, because assumptions are inherently subject to significant uncertainties which are difficult or impossible to predict and are beyond its control, the Company cannot give assurance that it will achieve or accomplish these expectations, beliefs or targets.

Key risk factors that could cause actual results to differ materially from those discussed in this report will include but not limited to the way world economies, currencies and interest rate environment may evolve going forward, general market conditions including fluctuations in charter rates and vessel values, financial market conditions including fluctuations in marketable securities value, counterparty risk, changes in demand in the dry bulk market, changes in operating expenses including bunker prices, crewing costs, drydocking and insurance costs, availability of financing and refinancing, inability to obtain restructuring or rescheduling of indebtedness from lenders in liquidity trough, changes in governmental rules and regulations or actions taken by regulatory authorities, potential liability from pending or future litigation, general domestic and international political conditions, potential disruption of shipping routes due to accidents, piracy or political events, and other important factors described from time to time in the reports filed by the Company.

OUTLOOK

So far, 2021 has been encouraging for our market, with robust freight rates driven by a general increase in demand for commodities worldwide.

While the outlook is positive and we see economic activity to further stabilize in 2021, we believe the road to a full reversion to normality will be fluid. As expected, COVID-19 variants do emerge sporadically, so measures to combat against the spread of virus can be introduced globally with little notice. As a result, logistics of the transportation of goods and commodities could be affected, causing disruptions to our operations.

Our two Post-Panamax vessels, after months of waiting to discharge of coal cargo at Chinese ports, have recently discharged their cargoes. Upon completion of docking and bottom cleaning, both vessels will soon be deployed back into the market at prevailing freight rates, which will mean further pick up in revenue and earnings.

Management Discussion and Analysis

With the expected global dry bulk fleet growth at historical lows, and with no consensus in the shipping with regards to the next generation engine design to reduce carbon emission, new vessel orders are expected to be few. This potentially highly favorable demand and supply dynamics is expected to continue in the next few years, where our fleet is well positioned to benefit.

We remain alert to the increasingly frequent economic, geo-political, or other unforeseen surprises that can trigger volatility to our business performance, as well as the carrying value of our shipping assets and financial assets. We currently have no capital expenditure commitment in relation to newbuilding contracts, and will continue to focus on taking sensible and decisive actions to maintain a strong financial position.

On behalf of the Board of Directors of the Company, I would like to first express our heartfelt appreciation to the 400 seafarers who have continued to remain professional under an extremely challenging environment, as well as all customers and stakeholders for their ongoing support.

By Order of the Board

Ng Siu Fai
Chairman

Hong Kong, 18 August 2021

Disclosure of Interests

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY, ANY SPECIFIED UNDERTAKING OF THE COMPANY OR ANY ASSOCIATED CORPORATION

As at 30 June 2021, the interests and short positions of each Director and chief executives of the Company in the shares, underlying shares and debentures of the Company or any of its specified undertakings, and associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) which are required to be notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which he or she is taken or deemed to have under such provisions of the SFO) or which are required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein or are required to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers were as follows:

Long positions

(i) Directors' interests in shares of the Company

Name	Number of shares in the Company held and capacity			Total	Percentage of total issued shares of the Company
	Beneficial owner	Interest of spouse	Interest of controlled corporation		
Ng Siu Fai	24,260,000	15,140,000	205,325,568 Note 1	244,725,568	46.15%
Ng Kam Wah Thomas	5,909,000	–	136,883,712 Note 2	142,792,712	26.93%
Ng Ki Hung Frankie	3,000,000	–	–	3,000,000	0.57%
Ho Suk Lin	3,850,000	–	–	3,850,000	0.73%
Cui Jianhua	960,000	–	–	960,000	0.18%
Tsui Che Yin Frank	1,000,000	–	–	1,000,000	0.19%
William Yau	441,000	–	–	441,000	0.08%

Disclosure of Interests

Note 1: Mr. Ng Siu Fai is deemed to be interested in 205,325,568 shares of the Company through his interests in 51% of the issued capital of Fairline Consultants Limited (as disclosed hereinafter).

Note 2: Mr. Ng Kam Wah Thomas is deemed to be interested in 136,883,712 shares of the Company through his wholly owned company, Timberfield Limited (as disclosed hereinafter).

(ii) Directors' interests in associated corporation

Name	Number of shares in Jinhui Shipping held and capacity			Total	Percentage of total issued shares of Jinhui Shipping
	Beneficial owner	Interest of spouse	Interest of controlled corporation		
Ng Siu Fai	4,141,830	1,079,196	61,249,098 Note 1	66,470,124	60.84%
Ng Kam Wah Thomas	864,900	-	260,000 Note 2	1,124,900	1.03%

Notes:

1. Mr. Ng Siu Fai is deemed to be interested in 61,249,098 shares of Jinhui Shipping through his interests in 51% of the issued capital of Fairline Consultants Limited as Fairline Consultants Limited was the beneficial owner of 407,858 shares of Jinhui Shipping and, through Fairline Consultants Limited's controlling interests in the Company, is also deemed to be interested in 60,841,240 shares of Jinhui Shipping held by the Company.
2. Mr. Ng Kam Wah Thomas is deemed to be interested in 260,000 shares of Jinhui Shipping through his wholly owned company, Timberfield Limited.

All the interests stated above represent long positions. No short positions were recorded in the register maintained by the Company under Section 352 of the SFO as at 30 June 2021.

Save as disclosed above, as at 30 June 2021, none of the Directors or chief executives of the Company had any interests or short positions in the shares, underlying shares and debentures of the Company or any of its specified undertakings, and associated corporations (within the meaning of Part XV of the SFO) which is required to be recorded and kept in the register in accordance with 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 Issuers.

Disclosure of Interests

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

As at 30 June 2021, in accordance with the register kept under Section 336 of the SFO, the following persons (other than Directors or chief executives of the Company) had interests representing 5% or more of the issued share capital of the Company:

Long positions

Name of shareholders	Number of shares in the Company held and capacity			Total	Percentage of total issued shares of the Company
	Beneficial owner	Interest of spouse	Interest of controlled corporation		
Wong Yee Man Gloria	15,140,000	229,585,568 Note 1	–	244,725,568	46.15%
Ng Chi Lam Michael	–	–	205,325,568 Note 2	205,325,568	38.72%
Fairline Consultants Limited	205,325,568	–	–	205,325,568	38.72%
Timberfield Limited	136,883,712	–	–	136,883,712	25.81%
Bian Ximing	–	–	29,378,000 Note 3	29,378,000	5.54%
Zhongcai Merchants Investment Group Co., Ltd.	–	–	29,378,000 Note 4	29,378,000	5.54%
Zhongcai (Holdings) Limited	26,949,000	–	–	26,949,000	5.08%

Disclosure of Interests

Notes:

1. Ms. Wong Yee Man Gloria is deemed to be interested in 229,585,568 shares of the Company through the interests of her spouse, Mr. Ng Siu Fai (as disclosed hereinabove).
2. Mr. Ng Chi Lam Michael is deemed to be interested in 205,325,568 shares of the Company through his interests in 49% of the issued capital of Fairline Consultants Limited (as disclosed hereinabove).
3. Mr. Bian Ximing is deemed to be interested in 29,378,000 shares of the Company through his interests in 65.32% of the issued capital of Zhongcai Merchants Investment Group Co., Ltd. (as disclosed in Note 4 below).
4. Zhongcai Merchants Investment Group Co., Ltd. is deemed to be interested in 29,378,000 shares of the Company through its subsidiaries, Zhongcai (Holdings) Limited and Hong Kong Zhongcai Finance Investment Limited, which are the beneficial owners of 26,949,000 shares and 2,429,000 shares of the Company respectively.

Save as disclosed herein, as at 30 June 2021, the Company has not been notified of any person (other than Directors or chief executives of the Company) who had an interest or short position in the shares and underlying shares of the Company as recorded in the register required to be kept under Section 336 of the SFO.

Corporate Governance

COMPLIANCE OF THE CODE PROVISIONS

The Company has complied with the Corporate Governance Code (the “CG Code”) as set out in Appendix 14 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) throughout the six months ended 30 June 2021, with deviations as explained in following sections.

CG Code provision A.2.1

Under code provision A.2.1 of the CG Code, the roles of chairman and chief executive should be separate and should not be performed by the same individual. The division of responsibilities between the chairman and chief executive should be clearly established and set out in writing.

Mr. Ng Siu Fai and Mr. Ng Kam Wah Thomas are brothers who act as the Chairman and the Managing Director of the Company respectively. Mr. Ng Siu Fai, in addition to his duties as the Chairman, is also responsible for the strategic planning and overseeing all aspects of the Group’s operations. This constitutes deviation from code provision A.2.1 of the CG Code as part of his duties overlap with those of the Managing Director, who is in practice the chief executive.

As one of the founders of the Group, Mr. Ng Siu Fai has extensive experience and knowledge in the core businesses of the Group and his duty for overseeing all aspects of the Group’s operations is clearly beneficial to the Group. The Board also considers that this will not impair the balance of power and authority between the Board and the management of the Company as one-third of the Board members are represented by the independent non-executive directors and the Board will meet regularly to consider major matters affecting the operations of the Group and all directors of the Company (the “Directors”) are properly briefed on the matters arising at the Board meetings with adequate, complete and reliable information received in a timely manner. The current structure also allows flexibility and enhances the efficiency of decision making process in response to the constantly changing competitive environment.

As the Chairman’s major responsibility is to manage the Board whereas the Managing Director’s major responsibility is to manage the Group’s businesses, the Board considers that the responsibilities of the Chairman and the Managing Director are clear and distinctive and hence written terms thereof are not necessary. Although the respective responsibilities of the Chairman and the Managing Director are not set out in writing, power and authority are not concentrated in any one individual and all major decisions are made in consultation with members of the Board and appropriate board committees, as well as senior management.

Going forward, the Board will periodically review the effectiveness of this arrangement, the board composition as well as division of responsibilities to enhance best interests of the Company and its shareholders as a whole.

Corporate Governance

CG Code provision A.4.2

Under code provision A.4.2 of the CG Code, all directors appointed to fill a casual vacancy should be subject to election by shareholders at the first general meeting after appointment. Every director, including those appointed for a specific term, should be subject to retirement by rotation at least once every three years.

According to the Articles of Association of the Company, all Directors other than the Chairman and the Managing Director shall be subject to retirement by rotation at least once every three years and any new directors appointed to fill casual vacancies or as an addition to the Board shall be subject to election by shareholders at the annual general meeting after their appointments.

As the Chairman and the Managing Director are not subject to retirement by rotation in accordance with the Articles of Association of the Company, this constitutes deviation from code provision A.4.2 of the CG Code. The Board is of the view that the leadership of the Chairman and the Managing Director is vital to the Group's business continuity and stability, and there should be planned and orderly succession for these offices. Since continuation is a key factor to the successful implementation of the Company's business plans and strategies, any Director holding the office as the Chairman or the Managing Director should therefore be exempted from the retirement by rotation and re-election at the Company's annual general meeting and the Board believes this arrangement is most beneficial to the Company and its shareholders.

CG Code provision C.2.5

Under code provision C.2.5 of the CG Code, the Group should have an internal audit function. Based on the size and simple operating structure of the Group as well as the existing internal control processes, the Board has decided not to set up an internal audit department for the time being. When necessary, the Audit Committee under the Board would carry out the internal audit function for reviewing the adequacy and effectiveness of the risk management and internal control systems of the Group.

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 of the Listing Rules as its own code of conduct regarding securities transactions by Directors. All Directors have confirmed, following specific enquiry by the Company, that they have complied with the required standard as set out therein throughout the six months ended 30 June 2021.

AUDIT COMMITTEE

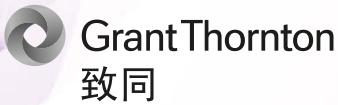
The Audit Committee comprises of three independent non-executive directors. The Audit Committee has reviewed with the management, the accounting principles and practices adopted by the Group and discussed auditing, risk management, internal control and financial reporting matters including the review of the unaudited condensed consolidated interim financial statements for the six months ended 30 June 2021.

Supplementary Information

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

There was no purchase, sale or redemption of the Company's listed securities by the Company or any of its subsidiaries during the six months ended 30 June 2021.

Independent Review Report



To the Board of Directors of Jinhui Holdings Company Limited
(Incorporated in Hong Kong with limited liability)

Introduction

We have reviewed the condensed consolidated interim financial statements of Jinhui Holdings Company Limited (the "Company") and its subsidiaries (together, the "Group") set out on pages 24 to 46, which comprise the condensed consolidated statement of financial position as at 30 June 2021 and the related condensed consolidated statement of profit or loss and other comprehensive income, condensed consolidated statement of changes in equity and condensed consolidated statement of cash flows for the six-month period then ended, and other explanatory notes. The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited require the preparation of a report on the interim financial report information to be in compliance with the relevant provisions thereof and Hong Kong Accounting Standard 34 "Interim Financial Reporting" issued by the Hong Kong Institute of Certified Public Accountants. The directors are responsible for the preparation and presentation of these condensed consolidated interim financial statements in accordance with Hong Kong Accounting Standard 34 "Interim Financial Reporting".

Our responsibility is to express a conclusion on these condensed consolidated interim 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.

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 interim 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.

Independent Review Report

Conclusion

Based on our review, nothing has come to our attention that causes us to believe that the condensed consolidated interim financial statements are not prepared, in all material respects, in accordance with Hong Kong Accounting Standard 34 "Interim Financial Reporting".

Grant Thornton Hong Kong Limited

Certified Public Accountants

Level 12

28 Hennessy Road, Wanchai

Hong Kong

18 August 2021

Kwong Kam Wing Kelvin

Practising Certificate No.: P05373

Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income

For the six months ended 30 June 2021

	Note	Six months ended 30 June 2021 (Unaudited) HK\$'000	Six months ended 30 June 2020 (Unaudited) HK\$'000
Revenue	3	375,050	138,250
Other operating income	4	75,128	21,514
Interest income	5	18,580	20,465
Reversal of impairment loss on owned vessels	6	511,068	–
Shipping related expenses		(129,044)	(167,516)
Staff costs		(47,603)	(47,027)
Other operating expenses	7	(18,084)	(80,398)
Operating profit (loss) before depreciation and amortization	8	785,095	(114,712)
Depreciation and amortization		(58,776)	(60,464)
Operating profit (loss)		726,319	(175,176)
Finance costs		(8,744)	(17,530)
Profit (Loss) before taxation		717,575	(192,706)
Taxation	9	(1,769)	–
Net profit (loss) for the period		715,806	(192,706)
Other comprehensive income (loss)			
Items that will not be reclassified to profit or loss:			
Change in fair value of financial assets at fair value through OCI (non-recycling)		5,973	(2,279)
Items that may be reclassified subsequently to profit or loss:			
Change in fair value of financial assets at fair value through OCI (recycling)		300	–
Total comprehensive income (loss) for the period		722,079	(194,985)

Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income

For the six months ended 30 June 2021

	Note	Six months ended 30 June 2021 (Unaudited) HK\$'000	Six months ended 30 June 2020 (Unaudited) HK\$'000
Net profit (loss) for the period attributable to:			
Shareholders of the Company		402,140	(110,946)
Non-controlling interests		313,666	(81,760)
		715,806	(192,706)
Total comprehensive income (loss) for the period attributable to:			
Shareholders of the Company		405,634	(112,215)
Non-controlling interests		316,445	(82,770)
		722,079	(194,985)
Earnings (Loss) per share			
Basic and diluted	10	HK\$0.758	HK\$(0.209)

Condensed Consolidated Statement of Financial Position

As at 30 June 2021

	Note	30 June 2021 (Unaudited) HK\$'000	31 December 2020 (Audited) HK\$'000
ASSETS AND LIABILITIES			
Non-current assets			
Property, plant and equipment		2,111,572	1,534,286
Investment properties	12	418,860	405,600
Financial assets at fair value through OCI	13	110,565	104,292
Loan receivables	14	93,575	219,418
Deposit paid for the acquisition of owned vessel		16,868	—
Intangible assets		911	933
		2,752,351	2,264,529
Current assets			
Inventories		6,831	6,082
Loan receivables	14	17,493	40,774
Trade and other receivables	15	91,646	104,343
Financial assets at fair value through profit or loss	16	468,275	321,088
Pledged deposits		37,787	46,339
Bank balances and cash		414,466	284,407
		1,036,498	803,033
Assets held for sale		—	41,964
		1,036,498	844,997
Current liabilities			
Trade and other payables	17	165,687	143,852
Taxation payable		3,585	1,816
Secured bank loans	18	559,141	545,667
		728,413	691,335
Net current assets		308,085	153,662
Total assets less current liabilities		3,060,436	2,418,191
Non-current liabilities			
Secured bank loans	18	360,673	440,507
Net assets		2,699,763	1,977,684
EQUITY			
Equity attributable to shareholders of the Company			
Issued capital		381,639	381,639
Reserves		1,161,720	756,086
		1,543,359	1,137,725
Non-controlling interests		1,156,404	839,959
Total equity		2,699,763	1,977,684

Condensed Consolidated Statement of Changes in Equity

For the six months ended 30 June 2021

	Attributable to shareholders of the Company						
	Issued capital (Unaudited) HK\$'000	Other asset revaluation reserve (Unaudited) HK\$'000	Reserve for financial assets at fair value through OCI (Unaudited) HK\$'000	Retained profits (Unaudited) HK\$'000	Subtotal (Unaudited) HK\$'000	Non-controlling interests (Unaudited) HK\$'000	Total equity (Unaudited) HK\$'000
At 1 January 2020	381,639	3,806	8,455	821,740	1,215,640	886,764	2,102,404
Comprehensive loss							
Net loss for the period	-	-	-	(110,946)	(110,946)	(81,760)	(192,706)
Other comprehensive loss							
Change in fair value of financial assets at fair value through OCI	-	-	(1,269)	-	(1,269)	(1,010)	(2,279)
Total comprehensive loss for the period	-	-	(1,269)	(110,946)	(112,215)	(82,770)	(194,985)
At 30 June 2020	381,639	3,806	7,186	710,794	1,103,425	803,994	1,907,419
At 1 January 2021	381,639	3,806	16,380	735,900	1,137,725	839,959	1,977,684
Comprehensive income							
Net profit for the period	-	-	-	402,140	402,140	313,666	715,806
Other comprehensive income							
Change in fair value of financial assets at fair value through OCI	-	-	3,494	-	3,494	2,779	6,273
Total comprehensive income for the period	-	-	3,494	402,140	405,634	316,445	722,079
At 30 June 2021	381,639	3,806	19,874	1,138,040	1,543,359	1,156,404	2,699,763

Condensed Consolidated Statement of Cash Flows

For the six months ended 30 June 2021

	Six months ended 30 June 2021 (Unaudited) HK\$'000	Six months ended 30 June 2020 (Unaudited) HK\$'000
OPERATING ACTIVITIES		
Cash generated from (used in) operations before changes in working capital	235,278	(140,800)
Decrease in working capital	35,121	229,882
Cash generated from operations	270,399	89,082
Interest paid	(8,953)	(18,239)
Net cash from operating activities	261,446	70,843
INVESTING ACTIVITIES		
Interest received	20,276	23,435
Dividend income received	3,871	5,247
Purchase of property, plant and equipment	(129,645)	(27,472)
Proceeds from disposal of property, plant and equipment, net	6,823	–
Payment of unlisted equity investments	–	(11,071)
Deposit paid for the acquisition of owned vessel	(16,868)	–
Proceeds from disposal of assets held for sale, net	41,964	–
Net cash used in investing activities	(73,579)	(9,861)
FINANCING ACTIVITIES		
New secured bank loans	97,939	149,079
Repayment of secured bank loans	(164,299)	(246,311)
Decrease in pledged deposits	8,552	25,432
Net cash used in financing activities	(57,808)	(71,800)
Net increase (decrease) in cash and cash equivalents	130,059	(10,818)
Cash and cash equivalents at 1 January	284,407	297,703
Cash and cash equivalents at 30 June	414,466	286,885

Notes to the Interim Financial Statements

1. Basis of preparation and accounting policies

The unaudited condensed consolidated interim financial statements of the Group for the six months ended 30 June 2021 have been reviewed by our auditor, Grant Thornton Hong Kong Limited, 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 ("HKICPA"). An unmodified review conclusion has been issued by the auditor.

The unaudited condensed consolidated interim financial statements have been prepared in accordance with Hong Kong Accounting Standard 34 "Interim Financial Reporting" issued by the HKICPA and the applicable disclosure provisions of Appendix 16 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

The financial information relating to the year ended 31 December 2020 that is included in these unaudited condensed consolidated interim financial statements for the six months ended 30 June 2021 as comparative information does not constitute the Company's statutory annual consolidated financial statements for that year but is derived from those financial statements. Further information relating to these statutory financial statements required to be disclosed in accordance with section 436 of the Companies Ordinance (Cap. 622) is as follows:

- The Company has delivered the financial statements for the year ended 31 December 2020 to the Registrar of Companies as required by section 662(3) of, and Part 3 of Schedule 6 to, the Companies Ordinance (Cap. 622).
- The Company's auditor has reported on the financial statements of the Group for the year ended 31 December 2020. The independent auditor's report was unqualified; did not include a reference to any matters to which the auditor drew attention by way of emphasis without qualifying its report; and did not contain a statement under sections 406(2), 407(2) or (3) of the Companies Ordinance (Cap. 622).

The accounting policies and basis of preparation adopted in these interim financial statements are consistent with those adopted in the annual financial statements for the year ended 31 December 2020, except for the Group has adopted the amended Hong Kong Financial Reporting Standards ("HKFRS"), which are effective for the annual period beginning on 1 January 2021.

The adoption of the amended HKFRSs does not have material impact on the Group's financial performance and financial position for the current and prior periods have been prepared and presented.

Notes to the Interim Financial Statements

2. Segment information

The Group is principally engaged in the business of ship chartering and ship owning and the management has regarded this business as the only dominant reportable operating segment to be reported to the chief operating decision maker. Thus, no analysis of segment revenue, segment results, segment assets and segment liabilities are presented in the condensed consolidated interim financial statements for the six months ended 30 June 2021 and 2020.

While the Group's revenue was mainly attributable to its chartering operations which are carried out internationally and cannot be attributable to any particular geographical location, no analysis of revenue from chartering freight and hire business by geographical area is presented in the condensed consolidated interim financial statements.

The Group's non-current assets mainly consist of property, plant and equipment and investment properties. Property, plant and equipment mainly comprised of the Group's motor vessels. As the Group's motor vessels are operated across different geographical regions, it is meaningless to identify the specific geographical locations of the motor vessels at the reporting date. The Group's investment properties comprised of premises and car parks and all are located in Hong Kong. While majority of the Group's non-current assets other than financial instruments cannot be attributable to any particular geographical location, no analysis of non-current assets other than financial instruments by geographical area is presented in the condensed consolidated interim financial statements.

Notes to the Interim Financial Statements

3. Revenue

Revenue represents chartering freight and hire income arising from the Group's owned and chartered-in vessels. Revenue recognized during the period is as follows:

	Six months ended 30 June 2021 (Unaudited) HK\$'000	Six months ended 30 June 2020 (Unaudited) HK\$'000
Chartering freight and hire income:		
Hire income under time charters ¹	375,050	121,962
Freight income under voyage charters ²	–	16,288
	375,050	138,250

Notes:

1. Hire income under time charter is accounted for as operating lease and is recognized on a straight-line basis over the period of each time charter contract.
2. Freight income under voyage charter is accrued over the period from the date of loading of charterer's cargo to the date of discharging the cargo and is recognized on percentage of completion basis measured by time proportion of each voyage charter contract.

Notes to the Interim Financial Statements

4. Other operating income

	Six months ended 30 June 2021 (Unaudited) HK\$'000	Six months ended 30 June 2020 (Unaudited) HK\$'000
Net gain on bunker arising from shipping operations	14,764	–
Other shipping operating income	13,386	11,302
Gross rental income from operating leases on investment properties	3,379	3,890
Net gain on financial assets at fair value through profit or loss	20,747	–
Dividend income	3,871	5,623
Change in fair value of investment properties	13,260	–
Net gain on disposal of property, plant and equipment	2,164	–
Reversal of impairment loss on trade and other receivables, net	888	–
Sundry income	2,669	699
	<hr/>	<hr/>
	75,128	21,514
	<hr/>	<hr/>

5. Interest income

	Six months ended 30 June 2021 (Unaudited) HK\$'000	Six months ended 30 June 2020 (Unaudited) HK\$'000
Interest income in respect of:		
Financial assets at fair value through profit or loss	7,749	4,638
Deposits with banks and other financial institutions	93	1,103
Loan receivables	10,738	14,724
	<hr/>	<hr/>
	18,580	20,465
	<hr/>	<hr/>

Notes to the Interim Financial Statements

6. Reversal of impairment loss on owned vessels

For the first half of 2021, dry bulk shipping market had rebounded remarkably reflected in the upsurge of market freight rates and significant increase in the market value of dry bulk vessels. The management considered that reversal of impairment indication of the Group's fleet existed as at 30 June 2021. With due considerations of factors affecting the long term intrinsic values of owned dry bulk vessels in the reversal of impairment review, the Group's owned vessels' recoverable amounts which are determined based on the value in use are significantly higher than their respective carrying amounts as at 30 June 2021. The value in use of owned vessels is estimated based on estimated future cash flows projections from the continuous use of such vessels. Key assumptions applied in value in use calculation mainly included discount rate and hire rates earned by each vessel as the value in use is most sensitive to the changes in these two factors. The net cash flow also reflected the estimated drydocking and special surveys costs and vessels operating expenses. Key assumptions applied to the first five-year period in the estimated future cash flows projections from the continuous use of such vessels and cash flows beyond the five-year period are extrapolated using the zero growth rate.

The hire rates applied in the reversal of impairment test on owned vessels were based on management's best estimation, taking into consideration of historical performances, market research data and market expectation. The hire rates would have a 2% growth for the first five-year period and cash flows beyond the five-year period are extrapolated using the zero growth rate.

The discount rate applied to the value in use calculation on owned vessels was 8.5%, which was a pre-tax rate that reflected current market assessments of time value of money and the risks specific to the assets.

Accordingly, a reversal of impairment loss of HK\$511,068,000 on owned vessels classified in property, plant and equipment was recognized as at 30 June 2021 to reflect our change in the expectation on the long term global economic and the dry bulk shipping industry outlook which affect the assumptions applied in estimation of the value in use of our owned vessels.

Notes to the Interim Financial Statements

7. Other operating expenses

Other operating expenses for the first half of 2021 mainly comprised of directors' fee of approximately HK\$3.3 million, professional fee of approximately HK\$2.4 million, auditor's remuneration related to audit services of approximately HK\$0.8 million and remaining are various office administrative expenses.

Other operating expenses for the first half of 2020 mainly comprised of net loss on financial assets at fair value through profit or loss of approximately HK\$60.2 million, professional fee of approximately HK\$3.9 million, directors' fee of approximately HK\$3.3 million, auditor's remuneration related to audit services of approximately HK\$0.8 million and remaining are various office administrative expenses.

8. Operating profit (loss) before depreciation and amortization

This is stated after charging / (crediting):

	Six months ended 30 June 2021 (Unaudited) HK\$'000	Six months ended 30 June 2020 (Unaudited) HK\$'000
Realized gain on financial assets at fair value through profit or loss	(15,170)	(3,018)
Unrealized loss (gain) on financial assets at fair value through profit or loss	(5,577)	63,227
Net loss (gain) on financial assets at fair value through profit or loss	(20,747)	60,209
Change in fair value of investment properties	(13,260)	–
Reversal of impairment loss on owned vessels	(511,068)	–
Reversal of impairment loss on trade and other receivables, net	(888)	–
Dividend income	(3,871)	(5,623)
Net gain on disposal of property, plant and equipment	(2,164)	–

Notes to the Interim Financial Statements

9. Taxation

Taxation has been provided on the estimated assessable profits arising in Hong Kong from an approximately 55.69% indirectly owned subsidiary of the Company which is a qualifying corporation in accordance with the two-tiered profits tax rates regime in Hong Kong. Under the two-tiered profits tax rates regime, the first HK\$2,000,000 of assessable profits of the qualifying corporation are taxed at 8.25%, and the assessable profits above HK\$2,000,000 are taxed at 16.5%. Apart from the estimated assessable profits arising in Hong Kong from that subsidiary, in the opinion of the Directors, a substantial portion of the Group's income neither arose in nor was derived from Hong Kong and therefore was not subject to Hong Kong Profits Tax and the Group is not subject to taxation in any other jurisdictions in which the Group operates. Taxation had not been provided for the first half of 2020 as the Group had no assessable profit for the prior period.

The amount of taxation charged to the condensed consolidated statement of profit or loss and other comprehensive income represents:

	Six months ended 30 June 2021 (Unaudited) HK\$'000	Six months ended 30 June 2020 (Unaudited) HK\$'000
Hong Kong Profits Tax	1,769	–

10. Earnings (Loss) per share

Basic and diluted earnings (loss) per share were calculated on the net profit attributable to shareholders of the Company of HK\$402,140,000 for the six months ended 30 June 2021 (30/6/2020: net loss of HK\$110,946,000) and the weighted average number of 530,289,480 (30/6/2020: 530,289,480) ordinary shares in issue during the period.

Diluted earnings (loss) per share for the six months ended 30 June 2021 and 2020 were the same as basic earnings (loss) per share as there was no potentially dilutive ordinary shares in existence for the six months ended 30 June 2021 and 2020.

Notes to the Interim Financial Statements

11. Interim dividend

The Board has resolved not to recommend the payment of any interim dividend for the six months ended 30 June 2021 (30/6/2020: nil).

12. Investment properties

	30 June 2021 (Unaudited) HK\$'000	31 December 2020 (Audited) HK\$'000
At 1 January	405,600	418,100
Change in fair value	13,260	(12,500)
	418,860	405,600

The Group's investment properties were stated at fair value and comprised of premises and car parks held under operating leases to earn rentals or held for capital appreciation, or both. These premises and car parks are held under long term leases and located in Hong Kong.

At the reporting date, the fair values of the Group's investment properties were determined by Centaline Surveyors Limited and CBRE Limited, independent qualified professional valuers, on direct comparison approach with reference to comparable transactions available in the relevant locality. The fair value measurement of these investment properties was categorized as Level 3 of the three-level fair value hierarchy as defined under HKFRS 13 and there was no transfer among the three levels of the fair value hierarchy during the period.

Notes to the Interim Financial Statements

13. Financial assets at fair value through OCI

	30 June 2021 (Unaudited) HK\$'000	31 December 2020 (Audited) HK\$'000
Unlisted equity investments		
Co-investment in a property project		
At 1 January	80,909	51,056
Additions	–	16,559
Addition of investment under Special Capital Call ³	–	33,360
Disposal of investment under share repurchase scheme ⁴	–	(33,360)
Change in fair value ¹	5,973	13,294
	<hr/> 86,882	<hr/> 80,909
Unlisted club debentures		
At 1 January	20,500	20,000
Change in fair value ²	–	500
	<hr/> 20,500	<hr/> 20,500
Unlisted club membership		
At 1 January	2,883	2,844
Change in fair value ²	300	39
	<hr/> 3,183	<hr/> 2,883
	<hr/> 110,565	<hr/> 104,292

Notes to the Interim Financial Statements

13. Financial assets at fair value through OCI (Continued)

Notes:

1. Items that will not be reclassified to profit or loss.
2. Items that may be reclassified subsequently to profit or loss.
3. In early February 2020, an approximately 55.69% indirectly owned subsidiary of the Company (the "Co-Investor") provided additional US\$4,276,915, approximately HK\$33,360,000 as co-investment supplemental capital call pursuant to a supplemental memorandum (the "Memorandum") signed on 31 January 2020 for acquiring 4,276,915 issued non-voting participating class A shares of Dual Bliss Limited (the "Co-Investment Supplemental Capital Call"). This Co-Investment Supplemental Capital Call was required for all shareholders of Dual Bliss Limited ("Dual Bliss") and all other investors of the co-investment in Tower A of One Financial Street Center, Jing'an Central Business District, Shanghai, the PRC (the "Tower A" or previously named as "T3 Property") on a pro rata basis for the purpose of temporarily funding the unwinding of intercompany loan receivable / payable of the wholly-owned foreign-owned subsidiaries and onshore subsidiaries within the existing structure of the co-investment vehicle by the special funding (the "Special Fund") from this Co-Investment Supplemental Capital Call in order to obtain banking facilities under PRC regulations for the co-investment. The unwinding exercise was a condition precedent for the bank loan drawdown.

Subject to all applicable PRC governmental and regulatory approvals, the wholly-owned foreign-owned subsidiaries and onshore subsidiaries within the existing structure of the co-investment vehicle used the Special Fund to unwind the intercompany loan receivable / payable and upon the fulfilment of the condition precedent for successful drawdown of the bank loan facilities, the Special Fund had remitted back to respective shareholders in proportion to the shareholdings under the share repurchase scheme mechanism under the Memorandum.

4. In March 2020, the Co-Investor received a total of US\$4,276,915, approximately HK\$33,360,000 under the share repurchase scheme and those 4,276,915 issued non-voting participating class A shares of Dual Bliss under the Co-Investment Supplemental Capital Call had been repurchased and cancelled.
5. In March 2021, the Co-Investor together with other co-investors signed an unsecured subordinated shareholder loan agreement with Triple Smart Limited, a special purpose vehicle invested by Dual Bliss for the purposes of funding the operating expenditure of Tower A and the Co-Investor agreed to provide a maximum amount of advance up to US\$1,577,000, approximately HK\$12,300,000. As of 30 June 2021, no amount of advance was drawdown.

Notes to the Interim Financial Statements

13. Financial assets at fair value through OCI (Continued)

Pursuant to the co-investment documents, the Co-Investor committed to acquire non-voting participating class A shares of Dual Bliss of US\$10,000,000 (approximately HK\$78,000,000). Dual Bliss is one of the investors of the co-investment in Tower A. As at the reporting date, the capital expenditure commitments contracted by the Group but not provided for was US\$372,000, approximately HK\$2,905,000 (31/12/2020: US\$372,000, approximately HK\$2,905,000).

There is no quoted market price in active market for unlisted equity investments. Transactions in such investments do not occur on a regular basis. The Group uses its net asset value (representing the fair value of the equity instruments reported by Phoenix Property Investors Limited, the Investment Manager) to determine its fair value as the Group determined that this is the fair price at which shareholders subscribe and redeem the investments or determined its fair value with generally accepted pricing models. The fair value measurement of unlisted equity investments was categorized as Level 3 of the three-level fair value hierarchy as defined under HKFRS 13 and there was no transfer among the three levels of the fair value hierarchy during the period / year.

Unlisted club debentures and unlisted club membership stated at fair value represented investments in club debentures and club membership which their fair values can be determined directly by reference to published price quotations in active markets and were categorized as Level 1 of the three-level fair value hierarchy as defined under HKFRS 13. There was no transfer among the three levels of the fair value hierarchy during the period / year.

14. Loan receivables

	30 June 2021 (Unaudited) HK\$'000	31 December 2020 (Audited) HK\$'000
At 1 January	260,192	350,500
Repayment	(149,124)	(90,308)
Provision of individual impairment	—	—
Loan receivables, net of provision	111,068	260,192
Less: Amount receivable within one year	(17,493)	(40,774)
Amount receivable after one year	93,575	219,418

Notes to the Interim Financial Statements

14. Loan receivables (Continued)

The maturity of loan receivables (net of impairment loss) is as follows:

	30 June 2021 (Unaudited) HK\$'000	31 December 2020 (Audited) HK\$'000
Within one year	17,493	40,774
In the second year	41,047	63,903
In the third to fifth year	52,528	155,515
	111,068	260,192

The Group's loan receivables, which arise from asset-based financing, are denominated in United States Dollars and are secured by collaterals provided by the borrowers, and are repayable with fixed terms agreed with the borrowers. The Group generally grants loans with a loan-to-value ratio of no more than 70% of the value in the valuation report of the vessels held as collateral. The directors consider that the credit risk arising from loan receivables is significantly mitigated by the vessels held as collateral, with reference to the market values of the vessels which were appraised by independent qualified appraisal firms. During the first half of 2021, certain borrowers chose to early repay respective loans and such repayments led to a decrease in loan receivables as at the reporting date.

At the reporting date, these receivables have been reviewed by management to assess impairment allowances which are based on the evaluation of current creditworthiness and the collection statistics, and are not considered as impaired. The carrying amount of these loan receivables are considered to be a reasonable approximation of their fair values.

Notes to the Interim Financial Statements

15. Trade and other receivables

	30 June 2021 (Unaudited) HK\$'000	31 December 2020 (Audited) HK\$'000
Trade receivables	3,605	4,126
Prepayments	11,271	9,953
Rental and other deposits	1,215	758
Other receivables	75,555	89,506
	88,041	100,217
	91,646	104,343

The aging analysis of trade receivables (net of impairment loss) based on payment due dates is as follows:

	30 June 2021 (Unaudited) HK\$'000	31 December 2020 (Audited) HK\$'000
Within 3 months	3,444	3,708
Over 3 months but within 6 months	106	363
Over 6 months but within 12 months	55	55
Over 12 months	—	—
	3,605	4,126

Management has a credit policy in place for approving the credit limits and the exposures to credit risk are monitored such that any outstanding trade receivables are reviewed and followed up on an ongoing basis. Credit evaluations including assessing the customer's creditworthiness and financial standing are performed on customers requiring a credit over certain amount.

The credit terms given to charterers vary from 15 to 60 days according to the types of vessels' employment.

The carrying amounts of trade and other receivables are considered to be a reasonable approximation of their fair values due to their short term maturities.

Notes to the Interim Financial Statements

16. Financial assets at fair value through profit or loss

	30 June 2021 (Unaudited) HK\$'000	31 December 2020 (Audited) HK\$'000
<i>Held for trading</i>		
Equity securities		
Listed in Hong Kong	304,889	150,704
Listed outside Hong Kong	117,483	123,650
	422,372	274,354
Debt securities		
Listed in Hong Kong	15,276	18,481
Listed outside Hong Kong	21,021	26,299
Unlisted	7,488	–
	43,785	44,780
<i>Designated as such upon initial recognition:</i>		
Investment funds	2,118	1,954
	468,275	321,088

At the reporting date, the fair value measurements of listed equity securities and listed debt securities were determined by reference to their quoted bid prices in active markets and were categorized as Level 1 and the fair value measurements of unlisted debt securities and investment funds represented the quoted market prices on the underlying investments provided by financial institution and were categorized as Level 2 of the three-level fair value hierarchy as defined under HKFRS 13. There was no transfer among the three levels of the fair value hierarchy during the period / year.

Notes to the Interim Financial Statements

17. Trade and other payables

	30 June 2021 (Unaudited) HK\$'000	31 December 2020 (Audited) HK\$'000
Trade payables	2,068	1,810
Accrued charges	10,559	7,778
Other payables		
Payables related to vessel running cost and ship operating expenses	121,049	123,908
Hire receipt in advance	24,004	5,293
Loan interest payables	1,141	1,350
Accrued employee benefits	1,592	1,851
Others	5,274	1,862
	153,060	134,264
	165,687	143,852

The aging analysis of trade payables based on payment due dates is as follows:

	30 June 2021 (Unaudited) HK\$'000	31 December 2020 (Audited) HK\$'000
Within 3 months	539	601
Over 3 months but within 6 months	279	–
Over 6 months but within 12 months	280	164
Over 12 months	970	1,045
	2,068	1,810

Notes to the Interim Financial Statements

18. Secured bank loans

	30 June 2021 (Unaudited) HK\$'000	31 December 2020 (Audited) HK\$'000
Vessel mortgage loans	391,041	423,969
Other bank loans	528,773	562,205
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Total secured bank loans	919,814	986,174
Less: Amount repayable within one year	(559,141)	(545,667)
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Amount repayable after one year	360,673	440,507
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During the six months ended 30 June 2021, the Group had drawn new revolving loans and term loan of HK\$97,939,000 (30/6/2020: HK\$149,079,000) and repaid HK\$164,299,000 (30/6/2020: HK\$246,311,000).

At the reporting date, vessel mortgage loans were denominated in United States Dollars, and other bank loans which included revolving loans, term loans and property mortgage loans were denominated in Hong Kong Dollars and United States Dollars. All secured bank loans were committed on floating rate basis.

Notes to the Interim Financial Statements

19. Capital expenditures and commitments

During the six months ended 30 June 2021, capital expenditure on additions of motor vessels and capitalized drydocking costs was HK\$129,337,000 (30/6/2020: HK\$27,454,000) and on other property, plant and equipment was HK\$308,000 (30/6/2020: HK\$18,000).

Pursuant to the co-investment documents, the Co-Investor committed to acquire non-voting participating class A shares of Dual Bliss of US\$10,000,000 (approximately HK\$78,000,000). Dual Bliss is one of the investors of the co-investment in Tower A. As at the reporting date, the capital expenditure commitments contracted by the Group but not provided for was US\$372,000, approximately HK\$2,905,000 (31/12/2020: US\$372,000, approximately HK\$2,905,000).

On 20 May 2021, the Group entered into an agreement in respect of the acquisition of a Supramax of deadweight 52,686 metric tons at a purchase price of US\$10,813,000, approximately HK\$84,341,000. As at the reporting date, the capital expenditure commitments contracted by the Group but not provided for was US\$8,650,000, approximately HK\$67,473,000 (31/12/2020: nil).

As at the reporting date, the total amount of capital expenditure commitments contracted by the Group but not provided for was HK\$70,378,000 (31/12/2020: HK\$2,905,000). Save as disclosed above, there was no other significant capital expenditure commitments contracted by the Group but not provided for as at the reporting date.

Notes to the Interim Financial Statements

20. Related party transactions

During the period, the Group had related party transactions in relation to compensation of key management personnel as follows:

	Six months ended 30 June 2021 (Unaudited) HK\$'000	Six months ended 30 June 2020 (Unaudited) HK\$'000
Salaries and other benefits	33,217	33,130
Contributions to retirement benefits schemes	1,772	1,772
	34,989	34,902

Other payables included accrued employee benefits payables to directors and senior management of HK\$248,000 (31/12/2020: HK\$200,000). There is no other balance or transaction related to connected party or any director and senior management and substantial shareholder of the Group that had not been disclosed under the requirement of Chapter 14 and 14A of the Listing Rules and HKAS 24 (Revised) "Related Party Disclosures".

21. Events after the reporting date

Subsequent to the reporting date, the Group entered into an agreement on 9 July 2021 in respect of the acquisition of a Supramax of deadweight 55,866 metric tons at a purchase price of US\$15,180,000 (approximately HK\$118,404,000), which will be delivered to the Group on or before 20 October 2021.