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翠華集團®

TSUI WAH GROUP

Tsui Wah Holdings Limited

翠華控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1314)

**INTERIM RESULTS ANNOUNCEMENT
FOR THE SIX-MONTH PERIOD ENDED 30 SEPTEMBER 2020**

FINANCIAL HIGHLIGHTS	Six-month period ended		% Change
	30 September		
	2020	2019	
	(Unaudited)	(Unaudited)	
	HK\$'000	HK\$'000	
Revenue	433,744	838,173	(48.3)%
Hong Kong [#]	211,989	536,565	(60.5)%
Mainland China	219,831	292,433	(24.8)%
Others*	1,924	9,175	(79.0)%
EBITDA[^]	71,784	125,584	(42.8)%
Loss attributable to owners of the Company	(77,645)	(44,502)	(74.5)%
Basic loss per share	HK(5.63) cents	HK(3.23) cents	(74.3)%
Number of restaurants including joint ventures			
(As at 30 September)	2020	2019	
Hong Kong	35	41	
Mainland China	33	38	
Macau	3	3	
Singapore	2	2	

[#] Revenue from external customers located in the Hong Kong Special Administrative Region (“**Hong Kong**”) of the People’s Republic of China (the “**PRC**” or “**Mainland China**”) includes revenue derived from the sale of food to a joint venture of the Company and its subsidiaries (the “**Group**”) amounting to approximately HK\$2,600,000 (six-month period ended 30 September 2019 (the “**Previous Review Period**”): approximately HK\$2,936,000).

* Represents revenue derived from the sale of food to a joint venture of the Group.

[^] Means earnings before interest, tax, depreciation and amortisation.

INTERIM RESULTS

The board (the “**Board**”) of directors (the “**Directors**”, each a “**Director**”) of Tsui Wah Holdings Limited (the “**Company**”) announces the unaudited consolidated interim results of the Group for the six-month period ended 30 September 2020 (the “**Review Period**”) together with relevant comparative audited or unaudited figures. The interim financial information for the Review Period has not been audited, but has been reviewed by the audit committee of the Board (the “**Audit Committee**”).

CONSOLIDATED STATEMENT OF PROFIT OR LOSS

For the six-month period ended 30 September 2020

		Six-month period ended 30 September	
		2020	2019
		(Unaudited)	(Unaudited)
	Notes	HK\$'000	HK\$'000
REVENUE	4	433,744	838,173
Other income and other gains		67,281	9,085
Cost of inventories sold		(136,356)	(241,551)
Staff costs		(139,035)	(291,362)
Depreciation and amortisation		(34,028)	(53,865)
Depreciation of right-of-use assets		(98,722)	(98,553)
Property rentals and related expenses		(11,548)	(55,643)
Fuel and utility expenses		(22,121)	(41,020)
Selling and distribution expenses		(15,694)	(16,596)
Other operating expenses		(98,294)	(89,973)
Finance costs		(13,124)	(15,077)
Share of (loss)/profit of joint ventures		(5,341)	16,395
		<hr/>	<hr/>
LOSS BEFORE TAX	5	(73,238)	(39,987)
Income tax expense	6	(3,580)	(5,416)
		<hr/>	<hr/>
LOSS FOR THE PERIOD		(76,818)	(45,403)
		<hr/> <hr/>	<hr/> <hr/>
Attributable to:			
Owners of the Company		(77,645)	(44,502)
Non-controlling interests		827	(901)
		<hr/>	<hr/>
		(76,818)	(45,403)
		<hr/> <hr/>	<hr/> <hr/>
LOSS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY			
Basic and diluted	8	HK(5.63) cents	HK(3.23) cents
		<hr/> <hr/>	<hr/> <hr/>

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the six-month period ended 30 September 2020

	Six-month period ended 30 September	
	2020 (Unaudited) HK\$'000	2019 (Unaudited) HK\$'000
LOSS FOR THE PERIOD	(76,818)	(45,403)
OTHER COMPREHENSIVE INCOME		
Other comprehensive income that may be reclassified to profit or loss in subsequent periods:		
Exchange differences on translation of foreign operations	<u>19,368</u>	<u>(27,154)</u>
TOTAL COMPREHENSIVE INCOME FOR THE PERIOD, NET OF TAX	<u>(57,450)</u>	<u>(72,557)</u>
Attributable to:		
Owners of the Company	<u>(58,277)</u>	<u>(71,656)</u>
Non-controlling interests	<u>827</u>	<u>(901)</u>
	<u>(57,450)</u>	<u>(72,557)</u>

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 30 September 2020

		As at 30 September 2020 (Unaudited) <i>HK\$'000</i>	As at 31 March 2020 (Audited) <i>HK\$'000</i>
	<i>Notes</i>		
NON-CURRENT ASSETS			
Property, plant and equipment	9	288,877	301,843
Investment properties		109,522	106,392
Right-of-use assets	9	696,100	719,842
Intangible assets		14,853	4,836
Investments in joint ventures		31,477	45,644
Prepayments and deposits paid in advance for purchases of property, plant and equipment		5,527	19,433
Non-current deposits and other receivables		71,091	82,324
Deferred tax assets		3,449	3,448
		1,220,896	1,283,762
CURRENT ASSETS			
Inventories		17,739	18,197
Trade receivables	10	2,912	3,131
Prepayments, deposits and other receivables		119,718	86,779
Tax recoverable		5,915	6,946
Pledged time deposits and restricted cash		3,498	1,505
Cash and cash equivalents		196,974	237,392
		346,756	353,950
CURRENT LIABILITIES			
Trade payables	11	47,933	30,166
Other payables and accruals		123,032	125,441
Interest-bearing bank borrowings	12	58,150	59,251
Lease liabilities		176,037	216,342
Tax payable		3,026	3,350
		408,178	434,550
NET CURRENT LIABILITIES		(61,422)	(80,600)
TOTAL ASSETS LESS CURRENT LIABILITIES		1,159,474	1,203,162

CONSOLIDATED STATEMENT OF FINANCIAL POSITION (Continued)*As at 30 September 2020*

		As at 30 September 2020 (Unaudited) HK\$'000	As at 31 March 2020 (Audited) HK\$'000
	<i>Notes</i>		
NON-CURRENT LIABILITIES			
Other payable and accruals		5,798	5,762
Interest-bearing bank borrowings	<i>12</i>	1,938	–
Lease liabilities		503,711	491,891
Deferred tax liabilities		2,425	2,457
		<hr/>	<hr/>
Total non-current liabilities		513,872	500,110
		<hr/>	<hr/>
Net assets		645,602	703,052
		<hr/> <hr/>	<hr/> <hr/>
EQUITY			
Equity attributable to owners of the Company			
Issued capital	<i>13</i>	14,112	14,112
Reserves		629,128	687,405
		<hr/>	<hr/>
		643,240	701,517
Non-controlling interests		2,362	1,535
		<hr/>	<hr/>
Total equity		645,602	703,052
		<hr/> <hr/>	<hr/> <hr/>

NOTES TO INTERIM FINANCIAL INFORMATION

1. CORPORATE INFORMATION

The Company was incorporated in the Cayman Islands on 29 May 2012 as an exempted company with limited liability under the Companies Law, Cap. 22 of the Cayman Islands. The address of the Company's registered office is Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands.

During the Review Period, the Company acted as an investment holding company and its subsidiaries were principally engaged in the provision of food catering services through restaurants and a bakery shop in Hong Kong, Mainland China, the Macau Special Administrative Region of the PRC ("Macau") and the Republic of Singapore ("Singapore").

2. BASIS OF PREPARATION

The unaudited consolidated interim financial information of the Group (the "**Interim Financial Information**") set out in this announcement does not constitute the unaudited interim financial report of the Group for the Review Period but is extracted from that unaudited interim financial report which has been prepared in accordance with the applicable disclosure requirements of Appendix 16 to the Rules Governing the Listing of Securities on the Stock Exchange (the "**Listing Rules**") and are in compliance with Hong Kong Accounting Standard ("**HKAS**") 34 "Interim financial reporting" issued by the Hong Kong Institute of Certified Public Accountants. It has been prepared under the historical cost convention. The Interim Financial Information is presented in Hong Kong dollars ("**HK\$**") and all values are rounded to the nearest thousand except when otherwise stated.

The Interim Financial Information does not include all information and disclosures required in the annual financial statements, and should be read in conjunction with the Group's audited annual consolidated financial statements for the year ended 31 March 2020 (the "**2020 Annual Report**").

The preparation of the Interim Financial Information in conformity with HKAS 34 requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses on a year to date basis. Actual results may differ from these estimates.

The accounting policies adopted in the preparation of the Interim Financial Information are consistent with those applied in the preparation of the 2020 Annual Report, except as disclosed below.

(a) Changes in accounting policies and disclosures

The Group has applied the following amendments to Hong Kong Financial Reporting Standards ("**HKFRSs**") to the Interim Financial Information for the current period:

Amendments to HKFRS 3	<i>Definition of a Business</i>
Amendments to HKFRS 9, HKAS 39 and HKFRS 7	<i>Interest Rate Benchmark Reform</i>
Amendment to HKFRS 16	<i>COVID-19-Related Rent Concessions (early adopted)</i>
Amendments to HKAS 1 and HKAS 8	<i>Definition of Material</i>

Other than as explained below regarding the impact of Amendment to HKFRS 16 *COVID-19-Related Rent Concessions*, the amendments to HKFRSs are not relevant to the preparation of the Interim Financial Information.

Amendment to HKFRS 16 provides a practical expedient for lessees to elect not to apply lease modification accounting for rent concessions arising as a direct consequence of the Pandemic. The practical expedient applies only to rent concessions occurring as a direct consequence of the Pandemic and only if (i) the change in lease payments results in revised consideration for the lease that is substantially the same as, or less than, the consideration for the lease immediately preceding the change; (ii) any reduction in lease payments affects only payments originally due on or before 30 June 2021; and (iii) there is no substantive change to other terms and conditions of the lease. The amendment is effective retrospectively for annual periods beginning on or after 1 June 2020 with earlier application permitted.

During the Review Period, certain monthly lease payments for the leases of the Group's restaurants and a bakery property have been reduced or waived by the lessors as a result of the Pandemic and there are no other changes to the terms of the leases. The Group has early adopted the amendment on 1 April 2020 and elected not to apply lease modification accounting for all rent concessions granted by the lessors as a result of the Pandemic during the Review Period. Accordingly, a reduction in the lease payments arising from the rent concessions of HK\$13,762,000 has been accounted for as a variable lease payment by derecognising part of the lease liabilities and crediting to profit or loss for the Review Period.

(b) Issued but not yet effective HKFRSs

Except for the Amendment to HKFRS 16 *COVID-19-Related Rent Concessions*, the Group has not early applied any other new and revised HKFRSs that have been issued but are not yet effective in the Interim Financial Information. However, the Group is in the process of making an assessment of the impact of the new and revised HKFRSs upon initial application, certain of which may be relevant to the Group's operation and may result in changes in the Group's accounting policies, and changes in presentation and measurement of certain items of the Group's financial statements.

3. OPERATING SEGMENT INFORMATION

The Group is principally engaged in the provision of food catering services through restaurants and a bakery shop. Information reported to the Group's management for the purpose of resources allocation and performance assessment focuses on the operating results of the Group as a whole as the Group's resources are integrated and no discrete operating segment financial information is available. Accordingly, no operating segment information is presented.

Geographical information

The following tables present revenue from external customers for the Review Period and certain non-current assets information as at 30 September 2020, by geographical area.

(a) Revenue from external customers

	Six-month period ended	
	30 September	
	2020	2019
	(Unaudited)	(Unaudited)
	HK\$'000	HK\$'000
Hong Kong [#]	211,989	536,565
Mainland China	219,831	292,433
Others*	1,924	9,175
	433,744	838,173

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

As no revenue derived from sales to a single customer of the Group has accounted for 10% or more of the Group's total revenue during both periods, no information about major customers is presented.

Revenue from external customers located in Hong Kong includes revenue derived from the sale of food to a joint venture of the Group amounting to approximately HK\$2,600,000 (the Previous Review Period: approximately HK\$2,936,000).

* "Other" represents revenue derived from the sale of food to a joint venture of the Group.

(b) *Non-current assets*

	As at 30 September 2020 (Unaudited) HK\$'000	As at 31 March 2020 (Audited) HK\$'000
Hong Kong	636,702	651,181
Mainland China	478,831	502,829
Others	30,823	43,980
	<u>1,146,356</u>	<u>1,197,990</u>

The non-current assets information above is based on the locations of the assets and excludes non-current deposits and other receivables and deferred tax assets.

4. REVENUE

An analysis of revenue is as follows:

	Six-month period ended 30 September	
	2020 (Unaudited) HK\$'000	2019 (Unaudited) HK\$'000
Revenue		
Income from restaurant operations transferred at a point in time under HKFRS 15	429,220	826,062
Sale of food transferred at a point in time under HKFRS 15	4,524	12,111
	<u>433,744</u>	<u>838,173</u>

Performance obligation

The performance obligation of income from restaurant operations is satisfied upon completion of the service.

The performance obligation from sale of food is satisfied upon delivery of the food and payment is generally due from immediate to 60 days from delivery.

5. LOSS BEFORE TAX

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

	Six-month period ended 30 September	
	2020 (Unaudited) HK\$'000	2019 (Unaudited) HK\$'000
Cost of inventories sold	136,356	241,551
Depreciation of items of property, plant and equipment	30,402	51,088
Depreciation of right-of-use assets	98,722	98,553
Depreciation of investment properties	1,622	1,650
Amortisation of intangible assets	2,004	1,127
Write-off of items of property, plant and equipment	728	1,414
Impairment of right-of-use assets	31,167	–
Foreign exchange differences, net	3,192	2,479
	<u>139,035</u>	<u>291,362</u>
Employee benefit expenses (including Directors' and chief executive's remuneration):		
Wages and salaries	130,504	267,785
Retirement benefit scheme contributions	8,531	23,577
	<u>139,035</u>	<u>291,362</u>
Gain on lease modification (included in other income and other gains)	(26,499)	–
Government subsidies (included in other income and other gains) (note)	(35,708)	–
	<u>(62,207)</u>	<u>–</u>

Note:

These represented subsidies granted by the Government under the Anti-epidemic fund. There were no unfulfilled conditions or other contingencies attaching to the subsidies and Government grant that had been recognised by the Group.

6. INCOME TAX EXPENSE

Hong Kong profits tax has been provided on the estimated assessable profits arising in Hong Kong at a rate of 16.5% during both periods. Taxes on profits assessable elsewhere have been calculated at the rates of tax prevailing in the locations in which the Group operates.

	Six-month period ended	
	30 September	
	2020	2019
	(Unaudited)	(Unaudited)
	HK\$'000	HK\$'000
Current — Hong Kong		
Charge for the period	371	1,394
Over provision in prior periods	–	(298)
Current — Elsewhere		
Charge for the period	2,300	2,915
Under/(over) provision in prior periods	943	(30)
Deferred tax	(34)	1,435
	<hr/>	<hr/>
Total tax charge for the period	3,580	5,416

7. INTERIM DIVIDEND

No dividend was paid or proposed by the Company during the Review Period nor has any dividend been proposed since the end of the reporting period (the Previous Review Period: nil).

8. LOSS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY

The calculation of the basic loss per share amount for the Review Period is based on the loss for the period of approximately HK\$77,645,000 (the Previous Review Period: loss of approximately HK\$44,502,000) attributable to ordinary equity holders of the Company and the weighted average number of 1,411,226,450 ordinary shares for the Review Period (the Previous Review Period: 1,411,226,450 ordinary shares) in issue deducting the weighted average number of shares held under the share award scheme adopted by the Company on 9 August 2018 (the “Share Award Scheme”) of 32,624,000 ordinary shares (the Previous Review Period: 32,624,000 ordinary shares).

The Group had no potentially dilutive ordinary shares in issue during both periods. Accordingly, diluted loss per share for both periods was the same as the basic loss per share.

9. PROPERTY, PLANT AND EQUIPMENT AND RIGHT-OF-USE ASSETS

During the Review Period, the Group acquired property, plant and equipment of HK\$11,093,000 (the Previous Review Period: HK\$42,214,000). There were write-off of items of property, plant and equipment of HK\$728,000 (the Previous Review Period: HK\$1,414,000).

Certain buildings (included in property, plant and equipment) and right-of-use assets are secured for the Group’s bank borrowings. Details are set out in note 12 of the Interim Financial Information.

As at 30 September 2020, the Group’s management identified certain restaurants which continued to underperform and therefore conducted a review of the Group’s right-of-use assets. It was determined that certain assets were impaired. Accordingly, impairment loss of approximately HK\$31,167,000 were recognised to write down the carrying amount of such right-of-use assets to the recoverable amount as at 30 September 2020.

10. TRADE RECEIVABLES

An aged analysis of the trade receivables as at the end of the reporting periods, based on the invoice date, is as follows:

	As at 30 September 2020 (Unaudited) HK\$'000	As at 31 March 2020 (Audited) HK\$'000
Less than one month	2,112	1,967
One to two months	<u>800</u>	<u>1,164</u>
	<u>2,912</u>	<u>3,131</u>

The Group's trading terms with its customers are mainly on cash and smart card settlement, except for well-established corporate customers, for which the credit term is generally 60 days. The Group seeks to maintain strict control over its outstanding receivables to minimise credit risk. Overdue balances are reviewed regularly by the Group's senior management ("Senior Management"). The Group does not hold any collateral or other credit enhancement over its trade receivable balances. Trade receivables are non-interest-bearing. They are stated net of loss allowance.

Included in the Group's trade receivables are amounts due from the Group's joint-ventures of HK\$1,159,000 as at 30 September 2020 (31 March 2020: HK\$697,000), which are repayable on credit terms similar to those offered to the major customers of the Group.

11. TRADE PAYABLES

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

	As at 30 September 2020 (Unaudited) HK\$'000	As at 31 March 2020 (Audited) HK\$'000
Less than one month	32,021	17,477
One to two months	10,794	9,295
Over two months	<u>5,118</u>	<u>3,394</u>
	<u>47,933</u>	<u>30,166</u>

The trade payables are non-interest-bearing and generally have payment terms of 45 days.

12. INTEREST-BEARING BANK BORROWINGS

	As at 30 September 2020 (Unaudited)			As at 31 March 2020 (Audited)		
	Effective interest rate (%)	Maturity	HK\$'000	Effective interest rate (%)	Maturity	HK\$'000
Bank loan — secured	1 month Hong Kong Interbank Offered Rate (“HIBOR”)+1.00%	On demand	57,169	1 month HIBOR+1.00%	On demand	59,251
Bank loan — secured	1 month HIBOR+1.7% or bank’s cost of fund +1%, whichever is higher or Hong Kong prime rate, whichever is lower	36 months since inception	2,919			
			60,088			59,251
				As at 30 September 2020 (Unaudited) HK\$'000		As at 31 March 2020 (Audited) HK\$'000
Analysed into:						
Bank loans repayable:						
Current				58,150		59,251
Non-current				1,938		—
				60,088		59,251

As at 30 September 2020, the Group’s bank loans were secured by:

- (a) the Group’s buildings and right-of-use assets with carrying values of approximately HK\$58,437,000 and HK\$127,973,000, respectively (31 March 2020: HK\$59,716,000 and HK\$130,455,000 respectively);
- (b) unlimited corporate guarantees from the Company and certain of its wholly-owned subsidiaries; and
- (c) the Group’s restricted cash of HK\$2,919,000.

The Group’s bank loan of approximately HK\$57,169,000 as at 30 September 2020 containing an on-demand clause has been classified as current liabilities. Such loan is included within current interest-bearing bank borrowings.

The amounts payable based on the maturity terms of the loans are analysed as follows:

	As at 30 September 2020 (Unaudited) HK\$'000	As at 31 March 2020 (Audited) HK\$'000
Bank loans:		
Within one year	4,753	3,718
In the second year	4,869	3,812
In the third to fifth years, inclusive	13,135	12,026
Beyond five years	37,331	39,695
	<u>60,088</u>	<u>59,251</u>

13. ISSUED CAPITAL

	As at 30 September 2020 (Unaudited) HK\$'000	As at 31 March 2020 (Audited) HK\$'000
Authorised:		
10,000,000,000 ordinary shares of HK\$0.01 each	<u>100,000</u>	<u>100,000</u>
Issued and fully paid:		
1,411,226,450 ordinary shares of HK\$0.01 each	<u>14,112</u>	<u>14,112</u>

14. SHARE OPTION SCHEME

The Company operates the share option scheme (“**Share Option Scheme**”) for the purpose of motivating eligible persons to optimise their performance and efficiency for the benefit of the Group and to attract and retain or otherwise maintain ongoing relationships with such eligible persons whose contributions are/will be or are expected to be beneficial to the Group. The Share Option Scheme became effective on 5 November 2012 and, unless otherwise cancelled or amended, will remain in force for 10 years from that date.

No share options have been granted under the Share Option Scheme since it became effective. Therefore, no share options were exercised or cancelled or lapsed during the Review Period and no share options were outstanding under the Share Option Scheme as at 30 September 2020 and 31 March 2020.

15. COMMITMENTS

The Group had the following capital commitments at the end of the reporting periods:

	As at 30 September 2020 (Unaudited) HK\$'000	As at 31 March 2020 (Audited) HK\$'000
Contracted, but not provided for:		
Leasehold improvements	16,349	7,818
Intangible assets	192	4,829
	16,541	12,647

16. RELATED PARTY TRANSACTIONS

- (i) In addition to the transactions detailed elsewhere in the Interim Financial Information, the Group had the following material transactions with related parties during the periods:

		Six-month period ended 30 September	
		2020 (Unaudited) HK\$'000	2019 (Unaudited) HK\$'000
	<i>Notes</i>		
Sale of food to joint ventures	<i>(a)</i>	4,524	12,111
Rental fees paid and payable to:			
Success Path Limited	<i>(b)</i>	1,235	1,568
Champion Stage Limited	<i>(b)</i>	685	1,112
Joy Express Limited	<i>(b)</i>	4,095	6,641

The transactions were conducted on terms and conditions mutually agreed between the relevant parties. The Directors are of the opinion that these related party transactions were conducted in the ordinary and usual course of business of the Group.

The related party transactions in respect of the rental fees above also constitute continuing connected transactions as defined in Chapter 14A of the Listing Rules.

Notes:

- (a) The selling prices of food sold to joint ventures were mutually agreed between the parties, which approximated the market rates.
- (b) These related parties are controlled by the current and former Directors, namely Mr. Lee Yuen Hong (“**Mr. Lee**”), Mr. Ho Ting Chi (“**Mr. Ho**”), Mr. Cheung Yu To, Mr. Cheung Wai Keung and Mr. Cheung Yue Pui. Mr. Ho, Mr. Cheung Yu To, Mr. Cheung Wai Keung and Mr. Cheung Yue Pui are the former Directors. The rental fees were determined between the Group and the parties by reference to market rates.

- (ii) Compensation of key management personnel of the Group, including the remuneration of the Directors and the chief executive, is as follows:

	Six-month period ended	
	30 September	
	2020	2019
	(Unaudited)	(Unaudited)
	HK\$'000	HK\$'000
Short term employee benefits	3,329	4,982
Post-employment benefits	27	74
	<u>3,356</u>	<u>5,056</u>

17. FINANCIAL INSTRUMENTS BY CATEGORY

As at 30 September 2020 and 31 March 2020, all the financial assets and liabilities of the Group were at amortised cost.

The carrying amounts of the Group's financial assets and liabilities carried at amortised cost were not materially different from the fair values as at 30 September 2020 and 31 March 2020.

18. CONTINGENT LIABILITIES

As at 30 September 2020, the Group had contingent liabilities of HK\$579,000 (31 March 2020: HK\$1,505,000) in respect of bank guarantees given in favour of the landlords in lieu of rental deposits.

CHAIRMAN'S STATEMENT

Dear Shareholders:

On behalf of the Board, I present the unaudited condensed consolidated interim results of the Group for the Review Period.

Business Review

Needless to say, the global outbreak of novel coronavirus disease 2019 (the “**COVID-19**” and the “**Pandemic**”, respectively) has been adversely affecting the catering industry around the world, including Hong Kong, Mainland China, Macau and Singapore during the Review Period. The Group has been closely monitoring the Pandemic and the market development. As part of the Group's strategies, the Company regularly reviews its restaurant network. To cope with the negative impact of the Pandemic, the Company may consider shortening business hours or even temporarily closing some restaurants according to the actual market demand. Despite the fact that dine-in traffic in Hong Kong was adversely affected by the Pandemic during the Review Period, the Group had responded quickly by adjusting its takeaway discounts and enhancing its delivery services to customers via its own takeaway delivery team “Tsui Wah Delivery (快翠送)” and other online takeaway platforms, which had partially offset the impact of the decrease in traffic flow. In addition, the Group has managed to receive rental reductions from some of the landlords at this difficult time, while suppliers have also offered discounts for orders. The staff of each branch performed their duties diligently, implementing proper sanitary and anti-epidemic measures and providing quality services for customers. During the Review Period, the Group recorded revenue of approximately HK\$433.7 million, representing a decrease of approximately 48.3% as compared with approximately HK\$838.2 million for the Previous Review Period. The Group recorded loss after tax of approximately HK\$76.8 million for the Review Period.

As the Pandemic has subsided in Mainland China, the Group's business has rebounded significantly since the end of March 2020, especially the business of those restaurants in the proximity of residential areas. The Group seized the opportunity to actively make strategic moves in different regions, especially in the Greater Bay Area. The Group has made timely adjustments in Mainland China. Branch network has been adjusted and the branches have been moved from larger venues to smaller but well-located venues in order to enhance operating efficiency. The Group's business in Macau has also gradually stabilised after the resumption of the Individual Visit Scheme and customs clearance services in August 2020. As for the overseas markets, given the business in Singapore has gradually returned to normal, the Group will continue to cooperate with Jumbo Group, a leading multiple dining concept catering group in Singapore. Also, the Group will carefully seek development opportunities in the Southeast Asia.

On 12 May 2020, the Group was granted a licence through tender by the Airport Authority Hong Kong (the “**Airport Authority**”) to operate the catering concession located at Terminal One of the Hong Kong International Airport (the “**Airport**” and the “**Catering Concession**”, respectively). In response to the Pandemic situation and the travel restriction imposed by the Hong Kong Government (the “**Government**”), the Airport Authority has agreed to extend the rent-free fitting out period. The Group will keep an eye on the global development of the Pandemic and flight status, and will continue to discuss with the Airport Authority on the grand opening date of the Catering Concession.

I would like to take this opportunity to express our gratitude to the Airport Authority for their understanding. Despite the fact that the passenger flow of the Airport was adversely affected by the Pandemic during the Review Period, I am confident that it would gradually recover to the level before the Pandemic.

Notwithstanding the challenges, the Group is in a sound financial position with its consistent policy of prudent financial management. The Group currently has sufficient cash on hand, coupled with unutilised banking facilities, to meet its business needs.

Outlook

Looking ahead, the Group will make further efforts in promoting its takeaway service and exploring other new business models to cope with the market changes. Besides, we shall make additional efforts in identifying more feasible solutions or approaches that could reduce operating costs, including but not limited to negotiating with the landlords for more competitive level of rents. In Hong Kong, given the ever-evolving Pandemic, we shall also keep an eye on the Pandemic and the market development, analyse the situation and adjust our strategies when necessary to minimise adverse impacts. Also, the Group has further optimised its cost structure and capitalized on the falling rents to expand its business at relatively favorable lease rates and opened 2 restaurants in Hong Kong. The Group plans to open 3 more restaurants in Hong Kong in the fourth quarter of 2020. As for the market in Mainland China, the Group plans to open 4 restaurants before March 2021, mainly in the Greater Bay Area. The market in Singapore has continued to recover and is expected to gradually return to normal levels.

We are confident that our management will be able to overcome the adverse impacts of the Pandemic and other uncertainties and generate the highest possible returns for the shareholders of the Company (the “**Shareholders**”).

Awards and Recognitions

In recognising our efforts and contribution, during the Review Period, we won a number of major awards/recognitions, including the 10 years + Caring Company awarded by The Hong Kong Council of Social Service; Corporate Environmental Leadership Awards 2019 awarded by Bank of China (Hong Kong) and Hong Kong Green Organization recognised by Environmental Campaign Committee.

Appreciation

I would like to take this opportunity to give my heartfelt thanks to all the Shareholders and investors, customers, suppliers and business partners of our Group for their unwavering support. What is more, I would also like to extend my appreciation to the management team and fellow staff members of the Group for their commitment and contributions during the Review Period.

Lee Yuen Hong

Chairman and Executive Director

Hong Kong, 27 November 2020

MANAGEMENT DISCUSSION AND ANALYSIS

BUSINESS REVIEW

Since the outbreak of the COVID-19, the Group's business in Hong Kong, Mainland China, Macau and Singapore has been inevitably affected. As for the market in Hong Kong, the business continued to be affected by the COVID-19 and the relaxation of restrictive measures also ended during the Review Period in light of the third wave of the Pandemic. Restaurants were subject to compulsory social distancing and seat restrictions, as well as restrictions on reduced dining time. Therefore, the revenue of the Group was inevitably affected. As for the market in Mainland China, as the Pandemic situation improved, most restaurants have gradually resumed operations since the end of March 2020, and there has been a significant rebound in business, especially in the branches in residential areas. The Group has made strategic moves in different regions, especially in the Greater Bay Area. The Group has made timely adjustments in Mainland China, and its business in Macau has also recovered after the resumption of the Individual Visit Scheme and customs clearance services in August 2020. As for the overseas markets, it is believed that the business in Singapore will soon recover under the epidemic prevention measures taken by the government.

The Group has been paying close attention to and treating the ongoing situation of the Pandemic with great caution. In February 2020, the Board formed a crisis management committee (the “**Committee**”) to assess the impacts of the Pandemic on the Group's operation and financial performance and also to formulate any necessary prevention and contingency measures. The Committee is responsible for providing strategic direction and formulating stringent preventive measures to minimise the risks of the Pandemic and mitigate the negative impacts on the well-being and safety of the Group's customers and employees, and coordinating with the Senior Management and different departments on a weekly basis to take measures in response to the Pandemic. Besides, as a measure to regulate costs, all members of the Board and the Senior Management voluntarily reduced their remuneration by 30% from 1 February 2020 to 31 July 2020 and 15% from 1 August 2020 to 31 October 2020.

In response to the sharp decline in the number of local diners, the Group has reviewed its restaurant network in Hong Kong and Mainland China, integrating restaurants with overlapping geographic coverage, relocating its restaurants from larger venues to smaller but well-located venues, shortening business hours or even temporarily suspending the business of some of its restaurants as well as maximising its operational efficiency to ensure an effective cost control. During the Review Period, the Group closed down 9 restaurants in Hong Kong and 3 restaurants in Mainland China. As at 30 September 2020, a total of 73 restaurants were operated by the Group in Hong Kong, Mainland China, Macau and Singapore. During the Review Period, it opened 2 restaurants in Hong Kong. Since the outbreak of the Pandemic, the Group has been actively promoting its takeaway service. Besides the enhancement of its own takeaway delivery team “Tsui Wah Delivery (快翠送)”, the Group also accepted orders of food and beverages from customers via other online takeaway platforms to ensure that customers were provided with fast, safe and high-quality catering services. Also, the Group offered discounts for takeaways, thus providing a solid contribution for its business. At this difficult time, the Group was offered rental reductions from some of its landlords and order discounts from suppliers. The staff of each branch performed their duties diligently, implementing proper sanitary and anti-epidemic measures and providing quality services for

customers. The Group has been taking close heed of the development of the Pandemic and the market conditions and keeping an eye on its restaurant network strategy. The Group received Government subsidies of approximately HK\$35.7 million under the Anti-epidemic Fund and the Employment Support Scheme during the Review Period, which helped to alleviate the current pressure and offset the negative impact to a certain degree.

On 12 May 2020, the Group was granted a licence through tender by the Airport Authority to operate the Catering Concession. In response to the Pandemic situation and the travel restriction implemented by the Government, the Airport Authority has agreed to extend the rent-free fitting out period.

FINANCIAL REVIEW

Revenue

Revenue of the Group for the Review Period was approximately HK\$433.7 million, representing a decrease of approximately 48.3% as compared with approximately HK\$838.2 million of the Previous Review Period. The decrease in revenue was mainly attributable to the closure of restaurants, the sharp decline in the number of visitors and local diners since the outbreak of the Pandemic and the weak market sentiment in Hong Kong.

Cost of inventories sold

The cost of inventories sold for the Review Period was approximately HK\$136.4 million, representing a decrease of approximately 43.5% as compared with approximately HK\$241.6 million of the Previous Review Period. The cost of inventories sold accounted for approximately 31.4% of the Group's revenue for the Review Period (the Previous Review Period: approximately 28.8%). The ratio of cost of inventories sold in proportion to the Group's revenue for the Review Period increased as compared to the Previous Review Period, mainly attributable to the rising cost of overall food materials. Besides, in response to the Pandemic, the Group offered takeaway discounts for customers during the Review Period, which had also led to a corresponding increase in the ratio of the cost of inventories sold.

Gross profit

Given the decrease in revenue and increase in the ratio of cost of inventories sold, the Group's gross profit (equivalent to revenue minus the cost of inventories sold) for the Review Period was approximately HK\$297.4 million, representing a 50.2% decrease from approximately HK\$596.6 million for the Previous Review Period.

Staff costs

The Group's staff costs for the Review Period were approximately HK\$139.0 million, representing a decrease of approximately 52.3% as compared with approximately HK\$291.4 million of the Previous Review Period.

Since the outbreak of the Pandemic, all members of the Board and the Senior Management have voluntarily reduced their salaries. The Group also formed the Committee to provide strategic direction and formulate preventive measures, including adjusting the business hours of restaurants and rearranging manpower accordingly, to mitigate the negative impacts on the well-being and safety of the Group's customers and employees and control costs to offset the impact of the Pandemic on income reduction. Furthermore, the Group will continue to integrate restaurants with overlapping geographic coverage, optimise the corporate structure and upgrade the internal operating system of the Group through technological development so as to boost the productivity of employees and enhance the efficiency of management and communication.

Depreciation and amortisation

During the Review Period, (1) depreciation and amortisation were approximately HK\$34.0 million, equivalent to approximately 7.8% of the Group's revenue (the Previous Review Period: approximately HK\$53.9 million, 6.4% to the Group's revenue); and (2) depreciation of right-of-use assets were approximately HK\$98.7 million, equivalent to 22.8% of the Group's revenue (the Previous Review Period: approximately HK\$98.6 million, 11.8% to the Group's revenue). The increase in the ratio of depreciation and amortisation and depreciation of right-of-use assets to the Group's revenue were mainly due to a decrease in turnover during the Review Period.

Property rentals and related expenses

During the Review Period, the Group's depreciation of right-of-use assets amounted to approximately HK\$98.7 million (the Previous Review Period: approximately HK\$98.6 million) with related finance costs of HK\$12.5 million (the Previous Review Period: approximately HK\$14.3 million). Property rentals and related expenses for the Review Period amounted to approximately HK\$11.5 million (the Previous Review Period: approximately HK\$55.6 million).

Rental and related expenses for the Review Period accounted for approximately 28.3% of the Group's revenue as compared with 20.1% for the Previous Review Period. The increase in the ratio was primarily due to a decrease in revenue during the Review Period. The Group will continue to closely negotiate a lease adjustment with landlords and strive to seek a waiver of/ reduction in lease rentals.

Other operating expenses

Other operating expenses increased by approximately 9.2%, from approximately HK\$90.0 million for the Previous Review Period to approximately HK\$98.3 million for the Review Period, representing approximately 22.7% of the Group's revenue for the Review Period. Given the possible adverse impact of the Pandemic on the performance of the Group's restaurants, the management conducted a review of the Group's right-of-use assets. Accordingly, an impairment loss of right-of-use assets of approximately HK\$31.2 million was recognised during the Review Period (the Previous Review Period: nil). Besides, as some restaurants had ceased operations during the Review Period, there was a one off write-off of items of property, plant and equipment of approximately HK\$0.7 million (the Previous Review Period: approximately HK\$1.4 million). Excluding the above-mentioned impairments and write-off, the other operating expenses for the Review Period were approximately HK\$66.4 million, decreased by approximately 25.0% as compared with the Previous Review Period, representing approximately 15.3% of the Group's revenue (the Previous Review Period: approximately 10.6%). Such decrease was due to the fact that the Group had strictly reduced operating costs and simplified operating procedures during the Review Period.

	Six-month period ended	
	30 September	
	2020	2019
	(Unaudited)	(Unaudited)
	<i>HK\$'000</i>	<i>HK\$'000</i>
Other operating expenses included:		
Tools and consumables	12,080	17,601
Logistic and transportation	9,251	15,135
Repair and maintenance	10,103	9,039
Staff welfare	5,155	9,541
Sanitation	5,620	9,963
Foreign exchange differences, net	3,192	2,479
Write-off of items of property, plant and equipment	728	1,414
Impairment of right-of-use assets	31,167	–
Other operating related expenses	20,998	24,801
	98,294	89,973

Finance cost

Finance cost amounted to HK\$13.1 million for the Review Period, representing a decrease of HK\$2.0 million from the Previous Review Period, representing mainly the interest on lease liabilities of approximately HK\$12.5 million.

Share of loss from joint ventures

There was share of loss from joint ventures amounting to approximately HK\$5.3 million for the Review Period, as compared with share of profit from joint ventures of approximately HK\$16.4 million for the Previous Review Period. The turn from share of profit to share of loss was primarily due to the reduced contributions from joint ventures caused by the impact of the Pandemic on the performance of restaurants operated by certain joint ventures during the Review Period.

Loss for the Review Period

Primarily dragged by the decrease in revenue from operations due to the continuously challenging business environment faced by the Group and the fact that non-cash items such as impairment and depreciation of right-of-use assets were recognised in the Group's results for the Review Period, the Group recorded loss after tax of approximately HK\$76.8 million (the Previous Review Period: approximately HK\$45.4 million).

Excluding the non-recurring write-off and impairment losses of approximately HK\$31.9 million (the Previous Review Period: approximately HK\$1.4 million), the Group incurred a loss after tax of approximately HK\$44.9 million for the Review Period (the Previous Review Period: approximately HK\$44.0 million).

Liquidity, financial resources and capital structure

The Group financed its business principally with internally generated cash flows and the proceeds received from the initial public offering of the Company's shares in issue for listing on the Main Board of The Stock Exchange on 26 November 2012 (the "**Listing**"). Taking into account the financial resources available to the Group, including internally generated funds and available banking facilities, the Group has sufficient working capital to meet its present requirements.

As at 30 September 2020, the Group had cash and cash equivalents amounting to approximately HK\$197.0 million, representing a decrease of approximately HK\$40.4 million from approximately HK\$237.4 million as at 31 March 2020. Most of the Group's bank deposits and cash were denominated in Hong Kong dollars and Renminbi.

As at 30 September 2020, the Group's total current assets and current liabilities were approximately HK\$346.8 million (31 March 2020: approximately HK\$354.0 million) and approximately HK\$408.2 million (31 March 2020: approximately HK\$434.6 million), respectively, while the current ratio calculated by dividing the total current assets over the total current liabilities was approximately 0.8 time (31 March 2020: approximately 0.8 time).

Details of the interest-bearing bank borrowings are set out in note 12 to the Interim Financial Information.

As at 30 September 2020, the Group's gearing ratio, calculated by the interest-bearing bank borrowings divided by the equity attributable to owners of the Company and then multiplied by 100%, was approximately 9.3% (the Previous Review Period: approximately 8.4%).

Material acquisitions and disposals

The Group had no material acquisitions or disposals of subsidiaries, associates or joint ventures during the Review Period.

Foreign currency risk

The Group's sales and purchases for the Review Period were mostly denominated in Hong Kong dollars and Renminbi. The Renminbi is not a freely convertible currency. Future exchange rates of the Renminbi could vary significantly from the current or historical exchange rates as a result of capital controls that could be imposed by the PRC government. The exchange rates may also be affected by economic developments and political changes both domestically and internationally, as well as the demand and supply of the Renminbi. The appreciation or devaluation of the Renminbi against Hong Kong dollars may have an impact on the Group's results. The Group will continue to take proactive measures and closely monitor its exposure to any currency movements. The Group has currently not implemented any foreign currency hedging policy. The management will consider hedging against significant foreign exchange exposure should the need arise.

Contingent liabilities

As at 30 September 2020, the Group had contingent liabilities of approximately HK\$0.6 million (31 March 2020: approximately HK\$1.5 million) in respect of bank guarantees given in favour of the landlords in lieu of rental deposits.

Charge on assets

Save as disclosed in note 12 to the Interim Financial Information, there was no other charge on the Group's assets as at 30 September 2020.

Human resources and remuneration policy

As at 30 September 2020, the Group employed approximately 2,500 (30 September 2019: approximately 3,800) employees. The Group's staff costs decreased by approximately 52.3% from approximately HK\$291.4 million for the Previous Review Period to approximately HK\$139.0 million for the Review Period. Since the outbreak of the Pandemic, all members of the Board and the Senior Management voluntarily reduced their salaries. The Group also formed the Committee to provide strategic direction and formulate preventive measures, including adjusting the business hours of restaurants and rearranging manpower accordingly, to mitigate the negative impacts on the well-being and safety of the Group's customers and employees and control costs to offset the impact of the Pandemic on income reduction. Furthermore, The Group will continue to integrate restaurants with overlapping geographic coverage, optimise the corporate structure and upgrade the internal operating system of the Group through technological development so as to boost the productivity of employees and enhance the efficiency of management and communication.

Remuneration packages are generally determined by reference to market norms, individual qualifications, relevant experience and performance. The Share Option Scheme is in place, and details thereof are set forth in note 14 to the Interim Financial Information. In addition, the Company has adopted the Share Award Scheme for the purpose of, amongst others, providing incentives and helping the Group in retaining its existing employees. The Group periodically reviews the remuneration of its employees.

During the Review Period, the Group provided comprehensive training programmes and development initiatives pertaining to operational and occupational safety as well as customer services for relevant employees in order to enhance the quality of services expected from customer-facing staff and ensure the effective implementation of the Group's business ethos.

PROSPECTS AND OUTLOOK

Given the ever-evolving Pandemic, we will pay close attention to the development of the Pandemic and the market conditions, analyse the situation and adjust our strategies when necessary to minimise adverse impacts.

As for the market in Mainland China, the business has rebounded significantly since the end of March 2020. As for the market in Hong Kong, most of the restaurants have resumed operations. As for the markets in Macau and Singapore, all restaurants have resumed business.

On 12 May 2020, the Group won the bid for a licence by the Airport Authority to operate the Catering Concession. Although the Pandemic has caused a sharp decline in the Airport's passenger flow, it is expected that passenger traffic will gradually recover to the pre-Pandemic levels and bring stable income to the Group. The Group will keep an eye on the global development of the Pandemic and flight status, and will continue to discuss with the Airport Authority on the grand opening date of the Catering Concession.

In addition, the Group effectively controlled its costs, further optimised its cost structure, and capitalised on the falling rents to open two restaurants in Hong Kong at relatively favorable lease rates, striving to control rent costs at a reasonable level. The Group plans to open 3 more restaurants in Hong Kong in the fourth quarter of 2020. It will also continue to carefully seek opportunities for sustainable development in Mainland China and expects to open 4 more restaurants before March 2021, mainly in the Greater Bay Area. As for the overseas markets, the Group will continue to cooperate with Jumbo Group, a leading multiple dining concept catering group in Singapore. As the market in Singapore has continued to recover, it is expected that the business will gradually return to normal level. The Group will carefully seek development opportunities in the Southeast Asia.

The Group will actively promote takeaway service to further strengthen its food delivery business and will launch marketing promotions to attract more customers. To enhance its efficiency and productivity, the Group is taking decisive measures to protect profit margins by controlling its costs (such as rental and labour costs) as well as reviewing and adjusting its recurrent expenditure. Despite the challenging external environment, the Group can utilise its solid cash flow and strong resources reserve to select the most suitable approach to improve operations and seize various attractive business opportunities. At the same time, the Group will continue to actively develop new brands and further diversify its business to drive future growth and create earnings driver.

As a result of the outbreak of the Pandemic, the Group's performance has been inevitably affected. At present, the top priority for us is to work together to fight the Pandemic, hoping that the catering industry will overcome the difficulties, the Pandemic will be under control and the society will get back to normal as soon as possible.

CORPORATE GOVERNANCE AND OTHER INFORMATION

Dividend

The Board has resolved not to declare the payment of an interim dividend for the Review Period (the Previous Review Period: nil).

Use of net proceeds

The net proceeds from the Listing (the "Net Proceeds") were approximately HK\$794.4 million (after deducting underwriting fees and related expenses).

The use of the Net Proceeds during the Review Period and up to 30 September 2020 was approximately as follows:

Use of Net Proceeds	Percentage of Net Proceeds	Net Proceeds (in HK\$ million)	Amount utilised during Review Period (in HK\$ million)	Aggregate amount utilised up to 30 September 2020 (in HK\$ million)	Amount remaining as at 30 September 2020 (in HK\$ million)
Opening new restaurants and delivery centres and launch of catering service in Hong Kong	20%	158.9	–	(158.9)	–
Opening new restaurants in Mainland China	35%	278.0	–	(278.0)	–
Construction of new central kitchen in Hong Kong	10%	79.4	–	(79.4)	–
Construction of new central kitchens in Shanghai and Southern China	20%	158.9	–	(108.3)	50.6
Upgrading information technology systems	5%	39.8	(1.1)	(32.9)	6.9
Additional working capital and other general corporate purposes	10%	79.4	–	(79.4)	–
Total	100%	794.4	(1.1)	(736.9)	57.5

The unused Net Proceeds were mainly intended to be applied to construction of new central kitchens in Shanghai and Southern China (the “**Unmaterialized Plan**”). However, given the unfavourable factors and impact of the Pandemic, the Directors are of the view that it is relatively not a good timing for taking further steps in pursuing the Unmaterialized Plan. By the year ending 31 March 2021, the Board will further assess as to whether to proceed with the Unmaterialized Plan. If it is determined by the Board that it would be in the interest of the Company and the Shareholders to shelve the Unmaterialized Plan and reallocate the unused Net Proceeds, the Company will inform the Shareholders by making further announcement.

Corporate governance

The Company has adopted and complied with the code provisions in the Corporate Governance Code as set out in Appendix 14 to the Listing Rules (the “**CG Code**”) for the Review Period. The Company will continue to review and enhance its corporate governance practices to ensure compliance with the CG Code from time to time.

Securities transactions by Directors

The Company has adopted the Model Code as its own code of conduct governing the Directors’ securities transactions in the listed securities of the Company.

Following the specific enquiries made to them by the Company, all the Directors confirmed that they had fully complied with the standards as set out in the Model Code for the Review Period.

Audit committee

The Interim Financial Information has not been audited nor reviewed by the independent auditors of the Company. The Audit Committee has reviewed the accounting principles and practices adopted by the Group and has also reviewed and confirmed the Group’s Interim Financial Information and discussed auditing, internal control, risk management systems and financial reporting matters of the Group. The existing members of the Audit Committee comprise Mr. Yim Kwok Man and Mr. Goh Choo Hwee, both independent non-executive Directors, and Mr. Wong Chi Kin, a non-executive Director. Mr. Yim Kwok Man is the chairman of the Audit Committee.

Share Award Scheme

The Company has adopted the Share Award Scheme to recognise and motivate the contribution of the eligible participants, to provide incentives and help the Company in retaining its existing participants and recruiting additional participants and to provide them with a direct economic interest or incentives in attaining the long-term business objectives of the Company. The Share Award Scheme was adopted by the Board on 9 August 2018 (the “**Adoption Date**”) and shall be valid until the business day immediately prior to the 10th anniversary of the Adoption Date. Since the Adoption Date and up to 30 September 2020, none of the issued shares purchased has been awarded under the Share Award Scheme.

Term loan facility of HK\$30,000,000 and disclosure pursuant to Rule 13.21 of the Listing Rules

On 28 August 2020, the Company entered into a facility agreement with a licensed bank in Hong Kong (the “**Bank**” and the “**Facility Agreement**”, respectively) whereby the Bank has made available to Tsui Wah Efford Management Limited (“**TWEML**”), a wholly-owned subsidiary of the Company, a term loan facility (the “**Facility**”) for 36 months in the principal amount of HK\$30 million.

Under the terms of the Facility Agreement, TWEML has also executed a letter of undertaking in favour of the Bank (the “**Letter of Undertaking**”). Pursuant to the Letter of Undertaking, among others, it would be an event of default of the Facility Agreement if Mr. Lee, the Chairman and an executive Director, ceases to be (i) the Chairman; and (ii) a controlling Shareholder holding at least 30% of voting power at general meetings of the Company (the “**Event of Default**”).

If an Event of Default has occurred, the Bank may by notice to TWEML declare that (i) the advances under the Facility be cancelled; and/or (ii) all amounts outstanding under the Facility and all interest, fees and commissions shall immediately become due and payable.

As at 30 September 2020, the Group utilised the Facility of approximately HK\$2,919,000.

Save as disclosed above, there were no circumstances which would give rise to a disclosure obligation of the Group under Rule 13.21 of the Listing Rules as at 30 September 2020.

Purchase, sale or redemption of listed securities

During the Review Period, the Company did not redeem any of its shares listed on the Stock Exchange nor did the Company or any of its subsidiaries purchase or sell any of such shares.

Public float

Based on the information that is publicly available to the Company and within the knowledge of the Directors, as at the date of the Interim Financial Information, the Company has maintained a sufficient public float of the issued shares (i.e. at least 25% of the issued shares being held by the public) as required under the Listing Rules.

Significant event after the reporting period

No material events have occurred after the end of the Review Period and up to the date of this interim results announcement.

Publication of the interim report

The interim report of the Company for the Review Period containing all the information required by the Listing Rules will be despatched to the Shareholders and published on the website of the Company (www.tsuiwah.com) as well as the designated website of the Stock Exchange (www.hkexnews.hk) in due course in the manner required by the Listing Rules.

Appreciation

The Board would like to express its sincere gratitude to the Group's management and all the staff for their continuous support and contribution. What is more, the Board would also like to take this opportunity to thank all its Shareholders and the Group's investors, customers, business partners and associates for their loyal support and longstanding faith in the prospects of the Group.

By order of the Board
Tsui Wah Holdings Limited
Lee Yuen Hong
Chairman and Executive Director

Hong Kong, 27 November 2020

As at the date of this announcement, the Board comprises the following members: (a) Mr. LEE Yuen Hong (Chairman), Mr. LEE Kun Lun Kenji (Group Chief Executive Officer) and Ms. LEE Yi Fang as executive Directors; (b) Mr. CHENG Chung Fan, Mr. WONG Chi Kin and Mr. YANG Dong John as non-executive Directors; and (c) Mr. GOH Choo Hwee, Mr. TANG Man Tsz and Mr. YIM Kwok Man as independent non-executive Directors.