銀建國際控股集團有限公司

(Incorporated in Hong Kong with limited liability)

The board ("Board") of directors ("Directors") of Silver Grant International Holdings Group Limited ("Company") is pleased to announce the unaudited consolidated interim results of the Company and its subsidiaries (collectively, the "Group") for the six months ended 30 June 2023 as follows:

For the six months ended 30 June 2023

	Notes		(Unaudited) 2022 *HK$'000*
Rental income	*5*		58,934
Direct operating expenses			(3,584)
			55,350
Dividend income from listed securities	*5*		136
Other income, gains and losses	*5*		277,560
Change in fair value of financial assets at fair value through profit or loss ("FVTPL")			(108,892)
Change in fair value of a derivative financial instrument			(22,279)
Reversal of impairment/(impairment) of financial assets, net			(40,264)
Administrative expenses			(46,479)
Change in fair value of investment properties			(33,831)
Finance costs	*6*		(277,064)
Share of profits of:			
— associates			4,721
— joint ventures			58,214
Loss before taxation	*8*		(132,828)
Taxation	*7*		6,970
Loss for the period			(125,858)
Loss attributable to:			
— Owners of the Company			(146,349)
— Non-controlling interests			20,491
			(125,858)
— Basic and diluted (HK cents per share)	*9*		(6.35)

For the six months ended 30 June 2023

		(Unaudited)
		2022
		HK$'000
		(125,858)
Other comprehensive loss that may be reclassified to profit or loss in subsequent periods:		
Exchange differences on translation of foreign operations		(209,141)
Total other comprehensive loss that may be reclassified to profit or loss in subsequent periods		(209,141)
Other comprehensive income/(loss) that will not be reclassified to profit or loss in subsequent periods:		
Gain/(loss) arising on property revaluation		(1,410)
Income tax effect		151
Net other comprehensive income/(loss) that will not be reclassified to profit or loss in subsequent periods		(1,259)
		(210,400)
		(336,258)
Total comprehensive loss attributable to:		
— Owners of the Company		(313,583)
— Non-controlling interests		(22,675)
		(336,258)

As at 30 June 2023

			(Audited) As at 31 December 2022
	Note		*HK$'000*
Investment properties			2,309,146
Property, plant and equipment			238,199
Right-of-use assets			43,729
Interests in associates			309,475
Interests in joint ventures			1,506,247
Amount due from an associate			439,486
Financial assets at FVTPL			1,640
Total non-current assets			4,847,922
Trade receivables	*11*		3,934
Deposits, prepayments and other receivables			908,352
Amounts due from joint ventures			430,437
Loan receivables			2,246,377
Financial assets at FVTPL			809,429
Restricted bank balance			674,814
Cash and bank balances			97,517
Total current assets			5,170,860
Accrued charges, rental deposits and other payables			1,204,446
Interest-bearing bank and other borrowings			1,388,974
Taxation payable			107,335
Lease liabilities			2,045
Convertible bonds			41,712
Total current liabilities			2,744,512

(Continued)
As at 30 June 2023

		(Audited) As at 31 December 2022 *HK$'000*
		2,426,348
		7,274,270
Interest-bearing bank and other borrowings		2,541,766
Lease liabilities		45,958
Deferred tax liabilities		192,033

NOTES:

As at 30 June 2023, notwithstanding that the Group had net current assets of approximately HK$1,907 million, the Group's interest-bearing bank and other borrowings with an aggregate carrying amount of approximately HK$1,688 million are due to be repayable within the next 12 months while its cash and bank balances amounted to approximately HK$35 million. In addition, as at 30 June 2023, the Group's borrowing with a carrying amount of approximately HK$180 million has not been repaid according to the scheduled repayment date and remained outstanding as at 30 June 2023. The directors of the Company expect that the refinancing of the aforesaid borrowing will be completed by 31 December 2023. Up to the date of approval of this interim financial information, the Group has not received any demand for immediate repayment for any of this borrowing.

In view of the above circumstances, the directors of the Company have given careful consideration to the Group's future liquidity requirements, operating performance and available sources of financing in assessing the Group's ability to continue operating as a going concern. The following plans and measures are formulated to manage the working capital and improve the financial position of the Group:

(i) the Group will continue to implement measures to speed up the timing of collection of outstanding loan receivables and interest receivables;

(ii) the Group will continue to take measures to expedite the disposal of financial asset investments, including equity investments and non-performing assets portfolio; and

(iii) the Group will continue its negotiations with the lenders of certain bank and other borrowings or other financial institutions on the refinancing of the borrowings.

The directors of the Company have reviewed the Group's cash flow projections prepared by management, which cover a period of not less than twelve months from 30 June 2023. They are of the opinion that, taking into account the above-mentioned plans and measures, the Group will have sufficient working capital to finance its operations and to meet its financial obligations as and when they fall due. Accordingly, the directors of the Company are satisfied that it is appropriate to prepare the consolidated financial statements of the Group on a going concern basis.

Notwithstanding the above, there are inherent uncertainties as to whether the Group is able to achieve its plans and measures as described above. Whether the Group will be able to generate adequate cash flows to continue as a going concern would depend on (i) the continual support from the existing lender of the Group such that it will not demand for immediate repayment of the relevant borrowing; (ii) the successful and timely agreement with the lenders on the extension of the repayment dates of the existing borrowings subject to the Group's financial and liquidity position; (iii) the successful and timely implementation of the plans and measures to speed up the timing of collection of outstanding loan receivables and interest receivables; (iv) the successful and timely implementation of the plans for the disposal of financial asset investments; and (v) the successful obtaining of new sources of financing as and when needed.

Should the Group be unable to achieve the above-mentioned plans and measures, the Group may be unable to continue to operate as a going concern, in which case adjustments would have to be made to adjust the values of the Group's assets to their recoverable amounts, to provide for any further liabilities which might arise and to reclassify non-current assets and non-current liabilities as current assets and current liabilities, respectively. The effects of these adjustments have not been reflected in these condensed consolidated financial statements.

The unaudited interim condensed consolidated financiab

The accounting policies adopted in the preparation of these unaudited interim condensed consolidated financial statements for the six months ended 30 June 2023 are consistent with those applied in the preparation of the Group's annual consolidated financial statements for the year ended

Management of the Group monitors the results of the Group's operating segments separately for the purpose of making decisions about resources allocation and performance assessment. Segment performance is evaluated based on reportable segment profit/loss, which is a measure of adjusted profit/loss before tax. The adjusted profit/loss before tax is measured consistently with the Group's profit/loss before tax except that non-lease-related finance costs, share of results of associates and joint ventures and corporate expenses are excluded from such measurement.

No segment asset or liability is presented as the chief operating decision maker of the Company does not regularly review segment assets and liabilities.

Revenue			
— Rental income			
— Dividend income from listed securities			
Segment profit			
Other unallocated income, gains and losses			
Corporate expenses			
Finance costs (other than interest on lease liabilities)			
Share of profits of:			
— associates			
— joint ventures			
Loss before taxation			
Taxation			
Loss for the period			

Six months ended 30 June 2022 (Unaudited)

	Investments *HK$'000*	Property leasing *HK$'000*	Total *HK$'000*
Revenue			
— Rental income	—	58,934	58,934
— Dividend income from listed securities	136	—	136
	136	58,934	59,070
Segment profit	69,425	2,405	71,830
Other unallocated income, gains and losses			34,776
Corporate expenses			(27,363)
Finance costs (other than interest on lease liabilities)			(275,006)
Share of profits of:			
— associates			4,721
— joint ventures			58,214
Loss before taxation			(132,828)
Taxation			6,970
Loss for the period			(125,858)

Revenue from external customers

	(Unaudited) 2022 *HK$'000*
Hong Kong	136
People's Republic of China ("PRC" or "China")	58,934
	59,070

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

An analysis of revenue is as follows:

	(Unaudited)
	2022
	HK$'000
Revenue from other sources	
Gross rental income	58,934
Dividend income from listed securities	136Six months er

An analysis of finance costs is as follows:

		(Unaudited)
		2022
		HK$'000
Interest on bank loans		6,800
Interest on other loans		190,335
Interest on convertible bonds		77,871
Interest on lease liabilities		2,058
		277,064

No provision for Hong Kong profits tax has been made as the Company and its subsidiaries in Hong Kong incurred tax losses for both reporting periods.

The taxation charge of the PRC Corporate Income Tax ("CIT") for the reporting periods has been made based on the Group's estimated assessable profits calculated in accordance with the relevant income tax laws applicable to the Company's subsidiaries in the PRC. Under the Law of the PRC on Corporate Income Tax ("CIT Law") and the Implementation Regulation of the CIT Law, the tax rate of the Company's subsidiaries in the PRC was 25% for both reporting periods.

The withholding tax arising from the dividend income received from the Company's subsidiaries in the PRC was calculated at 5% for both reporting periods.

		(Unaudited)
		2022
		HK$'000
Current:		
PRC CIT — charge for the period		430
Deferred		(7,400)
Total tax credit for the period		(6,970)

The Group's loss before taxation was arrived at after charging/(crediting):

	(Unaudited)	
	2022	
	2023	2023202C2T

The calculations of the basic and diluted loss per share attributable to ordinary equity holders of the Company are based on the following data:

		(Unaudited)
		2022
		HK$'000
Loss for the period attributable to ordinary equity holders of the Company used in the basic and diluted loss per share calculations		(146,349)

		2022
		in thousand
Number of shares:		
Weighted average number of ordinary shares in issue during the period used in the basic and diluted loss per share calculations		2,304,850

The denominators used in the calculations of the basic and diluted loss per share are the same as those detailed above for the calculations of the basic and diluted loss per share attributable to the ordinary equity holders of the Company.

No adjustment for dilution has been made to the basic loss per share presented for the six months ended 30 June 2023 and 2022 as the Company's convertible bonds outstanding during each of the reporting periods had an anti-dilutive e f ect on the basic loss per share presented.

The Board has resolved not to declare any interim dividend for the six months ended 30 June 2023 (six months ended 30 June 2022: nil).

The Group allows a credit period of 30 to 60 days for its trade customers.

The following is an ageing analysis of the trade receivables presented based on the invoice dates at the end of the reporting periods, which approximated the respective revenue recognition dates:

		(Audited) As at 31 December 2022 *HK$'000*
Within 1 month		3,934

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

		(Audited) As at 31 December 2022 *HK$'000*
Contracted, but not provided for:		
Unlisted equity securities		167,973

During the six months ended 30 June 2023 (“Period 2023”), as the economy and society of the PRC resumed fully to normal operations along with the reopening of the borders between the Mainland and Hong Kong, there was a significant rebound in the economic activities in various regions in the country, with a year-on-year increase of approximately 5.5% in the gross domestic product being recorded during the first half of the year. Internationally, the European and U.S. banking crisis that broke out in March 2023 had brought about an adverse impact on the global capital market and cast a shadow over the recovery of the global economy.

Despite the volatility and the declining trend in the international crude oil prices, 中海油氣(泰州)石化有限公司

The Group has invested RMB505,000,000 (equivalent to approximately HK$547,722,000) in aggregate into a trust ("NT Trust Scheme") managed by 國民信託有限公司 (National Trust Co., Ltd.*), which holds a portfolio of limited liability partnerships investing in property development investments in Zhuozhou and Shenyang in the PRC. As at 30 June 2023, the carrying value of the NT Trust Scheme as measured at FVTPL, amounted to approximately HK$352,278,000 (31 December 2022: HK$387,458,000) and accounted for approximately 3.9% (31 December 2022: 3.9%) of the total assets of the Group. The Group recorded a fair value loss of approximately HK$23,846,000 on the NT Trust Scheme for Period 2023, as compared with that of approximately HK$28,948,000 for Period 2022. The Group did not receive any distribution from the NT Trust Scheme during Period 2023 (Period 2022: nil). Based on the current investment strategy of the Group, its interest in the NT Trust Scheme is held for trading purpose and classified as a current asset in the consolidated statement of financial position of the Company.

The objective of the Group in relation to its investments in financial assets is to capture returns from the appreciation of the value of its investments and to receive income therefrom. The Board believes that the performance of the financial asset investments of the Group is dependent on the financial and operating performance of the investee companies and market sentiment, which are affected by factors, such as interest rate movements, national policies, and the performance of the major economies. The Group will continue to adopt prudent investment principles, closely monitor the performance of its investment portfolio, and readjust its investment strategies as and when appropriate. In response to the potential market volatility and economic downturns, the Group has accelerated the realisation of its mature investments while reducing the proportion of its medium and long-term investments to improve its liquidity position.

The rental income of the Group's property leasing business decreased by approximately 12.4% to approximately HK$51,611,000 in Period 2023, as compared to that of approximately HK$58,934,000 in Period 2022, mainly due to (i) the exchange loss on rental income arising from the depreciation of the Renminbi ("RMB") against the Hong Kong dollar ("HK$") in Period 2023; and (ii) a slight decline in the rental income as a result of the rent-free periods enjoyed by some new tenants of the Group in Period 2023. Such segment revenue was derived from the Group's investment property, East Gate Plaza, located in Beijing, China, which includes apartments, shops and office buildings. The occupancy rate of East Gate Plaza remained at approximately 85% in Period 2023. In order to maintain the overall occupancy rate and the stability of the rental income in respect of this property, the Group's property management team has strived to implement various measures. In terms of the commercial office buildings operation, the team has conducted market research on a monthly basis, kept abreast of the market trends and adjusted its leasing strategy in a flexible manner. In terms of the apartment operation, the team has endeavoured to retain its existing corporate and institutional clients and develop new ones so as to maintain a stable client base in the long term. The team has also formulated a rigorous and timely payment process to recover the outstanding rent, which has improved the collectability rate of the rent in Period 2023.

** English name is translated for identification purpose only*

Looking forward to the second half of 2023, it is expected that China's economy will still face various difficulties and challenges, such as insufficient domestic demand, difficult local business environment and pressures from geopolitical tensions. On 19 July 2023, the Opinions of the Central Committee of the Chinese Communist Party and the State Council on Promoting the Development and Growth of the Private Economy was released, under which 31 policies to support the development of the private economy were proposed, such as the requirement to construct a high-level socialist market economy, as well as the continuous optimisation of a stable, fair, transparent and predictable environment for business development, so as to fully stimulate the vitality of the private economy with a "stimulant" injected into the development of the private economy.

The two joint ventures of the Company, namely Zhong Hai You Qi and Beijing Lingjun, are practitioners of the mixed-ownership reform ("Reform") introduced by the Chinese government to diversify the ownership of China's state-owned enterprises. During the period under review, with the unreN@he unrop5 (e)0.5 ( )0.5 (e)0ae [illegible]JoRGQJW
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The basic loss per share attributable to ordinary equity holders of the Company was 4.09 HK cents for Period 2023 (Period 2022: basic loss per share of 6.35 HK cents).

A. Rental income

The rental income earned by the Group from its investment property, East Gate Plaza, located in Beijing, China, decreased from approximately HK$58,934,000 for Period 2022 to approximately HK$51,611,000 for Period 2023. The decrease was mainly caused by (i) the foreign exchange translation loss on the rental income resulted from the depreciation of the RMB against the HK$ during Period 2023; and (ii) the rent-free periods enjoyed by some new tenants of the Group in Period 2023.

B. Interest income

The decrease in the interest income (excluding interest income from bank deposits) of the Group from approximately HK$244,247,000 for Period 2022 to approximately HK$156,835,000 for Period 2023 was mainly due to the decrease in the interest income generated from (i) the other loan receivables of the Group from approximately HK$206,846,000 in Period 2022 to approximately HK$153,535,000 i

E. Share of profits of joint ventures

The decrease in the Company's share of profits of joint ventures from approximately HK$58,214,000 for Period 2022 to approximately HK$45,307,000 for Period 2023 was primarily attributable to (i) the foreign exchange translation loss on the Company's share of the results of its joint ventures arising from the depreciation of the RMB against the HK$ during Period 2023; and (ii) the decrease in the Company's share of the profit of its joint venture, Zhong Hai You Qi, from approximately HK$58,214,000 for Period 2022 to approximately HK$50,162,000 for Period 2023, mainly due to the repair and maintenance of its production facility in June 2023, which resulted in an increase in repair expenses and a one-month suspension of production.

F. Accrued charges, rental deposits and other payables

The substantial decrease in the accrued charges, rental deposits and other payables of the Group from approximately HK$1,204,446,000 as at 31 December 2022 to approximately HK$656,223,000 as at 30 June 2023 was mainly resulted from the settlement of certain other payables of approximately HK$474,610,000 by the Group in Period 2023 and the reduction in the interest accruals due to the redemption of the convertible bonds by the Company in December 2022 and Period 2023.

In Period 2023, the Group's principal assets, liabilities, revenue and payments were denominated in HK$, RMB and the United States dollar ("US$"). In the opinion of the Board, RMB will remain as a regulated currency in the foreseeable future. Although the market is generally anticipating an increased volatility in the RMB exchange rate, the Board does not expect that it will have any material adverse effect on the financial position of the Group. However, the Board will closely monitor the future development of the RMB exchange rate and will take appropriate actions as necessary.

In addition, the Board does not anticipate that there will be any material exchange exposure to the Group in respect of other currencies.

At the end of Period 2023, the Group had no material liability denominated in any foreign currencies other than RMB. There was also no hedging transaction contracted for by the Group during Period 2023.

The Group has adopted a conservative treasury policy under which the Group keeps its investment costs under control and manages the returns on its investments efficiently. The Group has guidelines in place to monitor and control its investment risk exposure and to manage its capital. The Group also strives to reduce its exposure to credit risk by performing ongoing credit assessments and evaluations of the financial status of its customers. The Board closely reviews the Group's liquidity position to ensure the Group has adequate liquidity to meet its funding requirements at all times.

		(Audited) As at 31 December 2022 *HK$'000*
Restricted bank balance		674,814
Cash and bank balances		97,517
Total		772,331

The decrease in the cash and bank balances of the Group (excluding restricted bank balance) from approximately HK$97,517,000 as at 31 December 2022 to approximately HK$34,772,000 as at 30 June 2023 was mainly due to the settlement of certain other payables by the Group during Period 2023. The cash and bank balances (including restricted bank balance) of the Group as at 30 June 2023 were mainly denominated in RMB.

As at 30 June 2023, the Group's cash and bank balances (including restricted bank balance) were denominated in the following currencies:

		(Unaudited) As at 31 December 2022
HK$		0.5%
RMB		99.5%
		100.0%

The Group conducted its business almost exclusively in RMB except that certain transactions were conducted in HK$ and US$. The conversion of RMB into HK$, US$ or other foreign currencies has been based on the rates set by the People's Bank of China. The value of RMB against HK$, US$ and other foreign currencies may fluctuate and is affected by factors such as changes in the PRC's political and economic conditions. The Group has not adopted any financial instruments for hedging purposes. However, the Group will constantly assess the foreign exchange risk it encounters so as to decide on the hedging policy required against the possible foreign exchange risk that may arise.

As at 30 June 2023, the Group's total borrowings amounted to approximately HK$3,783,251,000 in aggregate. The composition of these borrowings is summarised below:

		(Audited) As at 31 December 2022 *HK$'000*
Short term borrowings		1,388,974
Long term borrowings		2,541,766
Convertible bonds		41,712
Total borrowings		3,972,452
Less: cash and bank balances		97,517
Net borrowings		3,874,935

Interests for all borrowings of the Group for Period 2023 were charged at fixed and floating rates ranging from 3.6% per annum to 27.6% per annum (Period 2022: 5.4% per annum to 12.0% per annum).

As at 30 June 2023, the long and short term borrowings of the Group which remained outstanding were denominated as follows:

		(Audited) As at 31 December 2022 *HK$'000*
HK$		180,000
RMB		3,750,740
		3,930,740

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As at 30 June 2023, the gearing ratio (calculated as total borrowings over equity attributable to owners of the Company) and the current ratio (calculated as current assets over current liabilities) of the Group were 97% (31 December 2022: 99%) and 1.8x (31 December 2022: 1.9x), respectively. These ratios are key performance indicators used by the management of the Group to measure the Group's level of leverage to ensure the Group has the liquidity to meet its financial obligations at all times. The Group will strive to improve its liquidity by expediting its collection of outstanding loan receivables and disposal of financial asset investments (including equity investments and non-performing assets portfolio) which will bring a reasonable return to the Group.

As at 30 June 2023, the Group pledged certain investment properties and leasehold land and buildings with an aggregate carrying value of approximately HK$2,157,507,000 (31 December 2022: HK$2,251,652,000) and approximately HK$180,500,000 (31 December 2022: HK$176,300,000), respectively, to secure general banking facilities granted to the Group, other loans and other payables to an independent third party.

As at 30 June 2023, the Group did not have any capital expenditures contracted but not prov.5 (ki)21h an agg.5 (t3ted but not)51.1 (w hav5.1Td[0545ud51.1 (w hav5. agg.5 (t (i)0.6o(nd non- (

As at 30 June 2023, the Group employed 63 employees (31 December 2022: 66 employees) in Hong Kong and in the PRC. Total employee benefit expenses for Period 2023 were approximately HK$29,627,000, as compared to those of approximately HK$29,579,000 for Period 2022.

During Period 2023, the Group offered its employees competitive remuneration packages, which were consistent with the prevailing market practices in the relevant jurisdictions. The remuneration package for each employee of the Group contains a combination or modification of some or all of the following four main components: (i) basic salary; (ii) incentive bonus; (iii) share options (no share option scheme of the Company is in force as at the date of this interim results announcement); and (iv) other benefits, such as statutory retirement scheme and medical insurance. Incentive bonus and share options for each employee are determined with reference to the employee's position, performance and ability to contribute to the overall success of the Group. The Group's remuneration policies remained unchanged during Period 2023. The employees of the Group are remunerated according to their respective job nature, market conditions, individual performance and qualifications. As the Group views career development as an important aspect of its employees, ongoing training has been provided to its employees according to the needs of the Group during Period 2023.

The Board has resolved not to declare any interim dividend for the six months ended 30 June 2023 (Period 2022: nil).

The Company is committed to maintaining high standards of corporate governance in the interests of its shareholders ("Shareholders").

During Period 2023, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the listed securities of the Company.

The interim report of the Company for Period 2023 will be despatched to the Shareholders and published on the website of the Stock Exchange (www.hkexnews.hk) and the website of the Company (www.silvergrant.com.cn) in due course.

The Company has established an audit committee ("Audit Committee") with written terms of reference in compliance with the Listing Rules. The primary duties of the Audit Committee are to review and supervise the financial reporting process and risk management and internal control systems of the Group. As at the date of this announcement, the Audit Committee comprises three independent non-executive Directors, namely Mr. Hung Muk Ming, Mr. Liang Qing and Mr. Zhang Lu. Mr. Hung Muk Ming is the chairman of the Audit Committee.

The unaudited condensed consolidated financial results of the Group for the six months ended 30 June 2023 have been reviewed by the Audit Committee.

Mr. Wang Ping resigned as an executive Director with effect from 1 April 2023 and Mr. Weng Jian, the executive president of the Company, has been appointed as an executive Director with effect from 1 July 2023.

The Board would like to express its appreciation and gratitude to the SD1629NEl5 Td(The Boardxe)0.0048004