



稀鎂科技
REMT

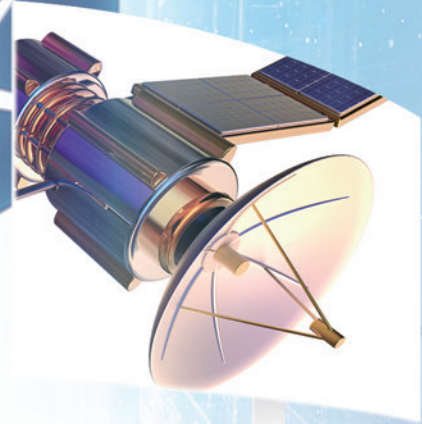
稀鎂科技集團控股有限公司

Rare Earth Magnesium Technology Group Holdings Limited

(於百慕達註冊成立之有限公司)

(Incorporated in Bermuda with limited liability)

(股份代號 Stock Code: 00601)



2019

中期報告
INTERIM REPORT



公司資料

CORPORATE INFORMATION

董事

執行董事：

沈世捷 (主席兼行政總裁)
池靜超

非執行董事：

孟健教授
譚偉豪 太平紳士

獨立非執行董事：

鄭炳文
張省本
關毅傑

審核委員會

鄭炳文 (主席)
張省本
關毅傑

薪酬委員會

鄭炳文 (主席)
池靜超
張省本

提名委員會

沈世捷 (主席)
鄭炳文
關毅傑

公司秘書

樊國民

核數師

國衛會計師事務所有限公司

DIRECTORS

Executive Directors:

Shum Sai Chit (*Chairman and Chief Executive Officer*)
Chi Jing Chao

Non-executive Directors:

Professor Meng Jian
Tam Wai Ho, Samson JP

Independent Non-executive Directors:

Kwong Ping Man
Cheung Sound Poon
Kwan Ngai Kit

AUDIT COMMITTEE

Kwong Ping Man (*Chairman*)
Cheung Sound Poon
Kwan Ngai Kit

REMUNERATION COMMITTEE

Kwong Ping Man (*Chairman*)
Chi Jing Chao
Cheung Sound Poon

NOMINATION COMMITTEE

Shum Sai Chit (*Chairman*)
Kwong Ping Man
Kwan Ngai Kit

COMPANY SECRETARY

Fan Kwok Man, Raymond

AUDITORS

HLB Hodgson Impey Cheng Limited



公司資料(續)

CORPORATE INFORMATION (CONTINUED)

主要往來銀行

香港上海滙豐銀行有限公司
星展銀行(香港)有限公司
交通銀行股份有限公司

註冊辦事處

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

主要辦事處

香港
九龍尖沙咀
廣東道9號
港威大廈第6座
11樓1105室

百慕達主要股份過戶登記處及 轉讓登記處

Estera Management (Bermuda) Limited
Canon's Court, 22 Victoria Street
Hamilton HM 12
Bermuda

香港股份過戶登記分處及 轉讓登記處

卓佳秘書商務有限公司
香港
皇后大道東183號
合和中心54樓

網址

<http://www.remt.com.hk>

股份代號

00601

PRINCIPAL BANKERS

The Hongkong and Shanghai Banking Corporation Limited
DBS Bank (Hong Kong) Limited
Bank of Communication Co., Ltd

REGISTERED OFFICE

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

PRINCIPAL PLACE OF BUSINESS

Suite 1105, 11th Floor
Tower 6, The Gateway
9 Canton Road
Tsim Sha Tsui, Kowloon
Hong Kong

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE IN BERMUDA

Estera Management (Bermuda) Limited
Canon's Court, 22 Victoria Street
Hamilton HM 12
Bermuda

BRANCH SHARE REGISTRAR AND TRANSFER OFFICE IN HONG KONG

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

WEBSITE

<http://www.remt.com.hk>

STOCK CODE

00601

業績 RESULTS

稀鎂科技集團控股有限公司(「本公司」或「稀鎂科技」)董事會(「董事會」)宣佈本公司及其附屬公司(統稱「本集團」)截至2019年6月30日止六個月(「回顧期內」)之未經審核簡明綜合中期業績連同2018年同期比較數字如下。

The board of directors (the "Board") of Rare Earth Magnesium Technology Group Holdings Limited (the "Company" or "REMT") announces the unaudited condensed consolidated interim results of the Company and its subsidiaries (collectively the "Group") for the six months ended 30 June 2019 ("Review Period"), together with the comparative figures for the corresponding period in 2018 as follows.

簡明綜合損益及其他全面收益表

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

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

	附註 Notes	截至 2019年 6月30日 止六個月 Six months ended 30 June 2019 千港元 HK\$'000 (未經審核) (Unaudited)	截至 2018年 6月30日 止六個月 Six months ended 30 June 2018 千港元 HK\$'000 (未經審核) (Unaudited)
持續經營業務	Continuing operations		
收入	Revenue	3	726,229
銷售成本	Cost of sales		(519,911)
毛利	Gross profit		206,318
其他收入及收益淨額	Other income and gains, net		2,063
銷售及分銷費用	Selling and distribution costs		(5,030)
行政開支	Administrative expenses		(16,159)
財務費用	Finance costs	4	(37,379)
除所得稅前溢利	Profit before income tax	5	149,813
所得稅開支	Income tax expenses	6	(33,518)
持續經營業務之期內溢利	Profit for the period from continuing operations		116,295
			105,050

簡明綜合損益及其他全面收益表(續)

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME (CONTINUED)

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

		附註 Notes	截至 2019年 6月30日 止六個月 Six months ended 30 June 2019 千港元 HK\$'000 (未經審核) (Unaudited)	截至 2018年 6月30日 止六個月 Six months ended 30 June 2018 千港元 HK\$'000 (未經審核) (Unaudited)
已終止經營業務	Discontinued operations			
已終止經營業務之期內 虧損	Loss for the period from discontinued operations	17	—	(1,234)
期內溢利	Profit for the period		116,295	103,816
其他全面開支	Other comprehensive expenses			
於往後期間重新分類至 損益之其他全面開支：	Other comprehensive expenses to be reclassified to profit or loss in subsequent periods:			
折算海外業務之匯兌差額	Exchange differences on translating foreign operations		(28,878)	(34,013)
期內全面收入總額	Total comprehensive income for the period		87,417	69,803
下列人士應佔期內 溢利／(虧損)：	Profit/(loss) for the period attributable to:			
本公司擁有人	Owners of the Company			
—來自持續經營業務	— from continuing operations		116,295	105,050
—來自已終止經營業務	— from discontinued operation		—	(1,193)
			116,295	103,857
非控股權益	Non-controlling interests			
—來自已終止經營業務	— from discontinued operation		—	(41)
			116,295	103,816



簡明綜合損益及其他全面收益表(續)

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME (CONTINUED)

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

		附註 Notes	截至 2019年 6月30日 止六個月 Six months ended 30 June 2019 千港元 HK\$'000 (未經審核) (Unaudited)	截至 2018年 6月30日 止六個月 Six months ended 30 June 2018 千港元 HK\$'000 (未經審核) (Unaudited)
下列人士應佔期內全面 收入／(開支)總額：	Total comprehensive income/ (expenses) for the period attributable to:			
本公司擁有人	Owners of the Company			
—來自持續經營業務	— from continuing operations		87,417	72,069
—來自已終止經營業務	— from discontinued operation		—	(2,326)
			87,417	69,743
非控股權益	Non-controlling interests			
—來自已終止經營業務	— from discontinued operation		—	60
			87,417	69,803
每股盈利：	Earnings per share:			
來自持續及已終止經營業務	From continuing and discontinued operation			
—基本及攤薄	— basic and diluted	8	1.77仙 cents	1.58仙 cents
來自持續經營業務	From continuing operation			
—基本及攤薄	— basic and diluted	8	1.77仙 cents	1.60仙 cents

有關股息之詳情於簡明財務報表附註7披露。

Details of the dividends are disclosed in note 7 to the condensed financial statements.

簡明綜合財務狀況表

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

於2019年6月30日 At 30 June 2019

			2019年 6月30日 30 June 2019 千港元 HK\$'000 (未經審核) (Unaudited)	2018年 12月31日 31 December 2018 千港元 HK\$'000 (經審核) (Audited)
		附註 Notes		
非流動資產	NON-CURRENT ASSETS			
物業、廠房及設備	Property, plant and equipment	9	1,537,360	1,534,027
預付土地租賃款項	Prepaid land lease payments		51,704	52,036
無形資產	Intangible assets		40,676	40,030
採礦權	Mining rights		47,165	47,298
已抵押銀行存款	Pledged bank deposits		9,748	9,757
非流動資產總額	Total non-current assets		1,686,653	1,683,148
流動資產	CURRENT ASSETS			
存貨	Inventories		174,609	146,419
應收貿易賬款及應收票據	Trade and bills receivables	10	165,792	217,980
預付土地租賃款項	Prepaid land lease payments		1,318	1,319
預付款項、按金及 其他應收賬款	Prepayments, deposits and other receivables		346,946	177,101
已抵押銀行存款	Pledged bank deposits		—	14,975
銀行及現金結餘	Bank and cash balances		123,926	131,276
流動資產總額	Total current assets		812,591	689,070
流動負債	CURRENT LIABILITIES			
應付貿易賬款	Trade payables	11	49,006	41,849
其他應付賬款及應計費用	Other payables and accruals		40,716	48,570
合約負債	Contract liabilities		14,710	7,799
借貸	Borrowings	12	135,486	65,706
應付稅款	Tax payable		21,231	8,154
流動負債總額	Total current liabilities		261,149	172,078
流動資產淨值	NET CURRENT ASSETS		551,442	516,992
總資產減流動負債	TOTAL ASSETS LESS CURRENT LIABILITIES		2,238,095	2,200,140



簡明綜合財務狀況表(續)

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION (CONTINUED)

於2019年6月30日 At 30 June 2019

		2019年 6月30日 30 June 2019 千港元 HK\$'000 (未經審核) (Unaudited)	2018年 12月31日 31 December 2018 千港元 HK\$'000 (經審核) (Audited)
		附註 Notes	
非流動負債	NON-CURRENT LIABILITIES		
遞延收入	Deferred revenue	69,710	69,772
可換股債券	Convertible bond	13 367,099	350,336
借貸	Borrowings	12 275,601	310,921
遞延稅項負債	Deferred tax liabilities	14,791	14,742
應付股東賬款	Amounts due to shareholders	14 149,307	183,152
非流動負債總額	Total non-current liabilities	876,508	928,923
資產淨值	Net assets	1,361,587	1,271,217
權益	EQUITY		
本公司擁有人 應佔股本及儲備	Capital and reserves attributable to owners of the Company		
股本	Share capital	657,439	657,439
儲備	Reserves	704,148	613,778
權益總額	Total equity	1,361,587	1,271,217



簡明綜合權益變動表

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

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

		本公司擁有人應佔												總額	非控股權益	總額
		Attributable to owners of the Company														
		股本	股份溢價	資本贖回 儲備	特殊儲備	可換股債券 權益儲備	購股權儲備	法定儲備	合併儲備	其他儲備	外幣換算 儲備	保留盈利	總額	非控股權益	總額	
		Share capital	Share premium	Capital redemption reserve	Special reserve	Convertible bonds equity reserve	Share option reserve	Statutory reserve	Merger reserve	Other reserve	Translation reserve	Retained earnings	Total	Non- controlling interests	Total	
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	
		HK\$'00 0	HK\$'00 0	HK\$'00 0	HK\$'00 0	HK\$'00 0	HK\$'00 0	HK\$'00 0	HK\$'00 0	HK\$'00 0	HK\$'00 0	HK\$'00 0	HK\$'00 0	HK\$'00 0	HK\$'00 0	
於2019年1月1日(經審核)	At 1 January 2019 (Audited)	657,439	1,560,077	419	—	86,548	8,364	104,882	(1,500,592)	(22,233)	(139,068)	515,381	1,271,217	—	1,271,217	
期內溢利	Profit for the period	—	—	—	—	—	—	—	—	—	116,295	116,295	—	—	116,295	
其他全面收入	Other comprehensive income	—	—	—	—	—	—	—	—	—	(28,878)	—	(28,878)	—	(28,878)	
期內全面收入總額	Total comprehensive income for the period	—	—	—	—	—	—	—	—	—	(28,878)	116,295	87,417	—	87,417	
轉撥至儲備	Transfer to reserve	—	—	—	—	—	—	5,487	—	—	—	(5,487)	—	—	—	
股權結算股份付款之交易	Equity settled sharebased transactions	—	—	—	—	—	2,953	—	—	—	—	—	2,953	—	2,953	
於2019年6月30日(未經審核)	At 30 June 2019 (unaudited)	657,439	1,560,077	419	—	86,548	11,317	110,369	(1,500,592)	(22,233)	(167,946)	626,189	1,361,587	—	1,361,587	
於2018年1月1日(經審核)	At 1 January 2018 (Audited)	657,439	1,560,077	419	(60,819)	86,548	—	89,427	(1,500,592)	(17,058)	10,963	304,676	1,131,080	(7,836)	1,123,244	
期內溢利	Profit for the period	—	—	—	—	—	—	—	—	—	—	103,857	103,857	(41)	103,816	
其他全面收入	Other comprehensive income	—	—	—	—	—	—	—	—	—	(34,114)	—	(34,114)	101	(34,013)	
期內全面收入總額	Total comprehensive income for the period	—	—	—	—	—	—	—	—	—	(34,114)	103,857	69,743	60	69,803	
轉撥至儲備	Transfer to reserve	—	—	—	—	—	—	—	—	—	—	—	—	—	—	
股權結算股份付款之交易	Equity settled sharebased transactions	—	—	—	—	—	2,209	—	—	—	—	—	2,209	—	2,209	
於2018年6月30日(未經審核)	At 30 June 2018 (unaudited)	657,439	1,560,077	419	(60,819)	86,548	2,209	89,427	(1,500,592)	(17,058)	(23,151)	408,533	1,203,032	(7,776)	1,195,256	

特殊儲備指所收購之附屬公司之股份面值與本公司於本公司股份在1993年上市前集團重組時就收購事項發行之股份面值之差額。

The special reserve represents the difference between the nominal value of the shares of the acquired subsidiaries and the nominal value of the Company's shares issued for the acquisition at the time of the group reorganisation prior to the listing of the Company's shares in 1993.



簡明綜合現金流量表

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

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

		截至 2019年 6月30日 止六個月 Six months ended 30 June 2019 千港元 HK\$'000 (未經審核) (Unaudited)	截至 2018年 6月30日 止六個月 Six months ended 30 June 2018 千港元 HK\$'000 (未經審核) (Unaudited)
經營活動	Operating activities		
除所得稅前溢利 (包括已終止經營業務)	Profit before income tax including discontinued operations	149,813	134,396
就下列項目作出調整：	Adjustments for:		
財務費用	Finance cost	37,379	36,272
以權益結算之購股權開支	Equity-settled share option expenses	2,953	2,209
應佔合資公司溢利及虧損	Share of profits and loss of joint ventures	—	(310)
銀行利息收入	Bank interest income	(870)	(674)
折舊	Depreciation	37,042	37,919
無形資產之攤銷	Amortisation of intangible assets	2,332	5,960
採礦權之攤銷	Amortisation of mining rights	94	352
確認預付土地租賃款項	Recognition of prepaid land lease payments	466	767
撇減存貨至可變現淨值	Write-down of inventories to net realisable value	—	5,740
撥回其他應收賬款減值	Reversal of impairment of other receivables	—	(30)
		229,209	222,601
存貨增加	Increase in inventories	(28,884)	(18,877)
應收貿易賬款減少／(增加)	Decrease/(increase) in trade receivables	53,029	(48,547)
其他應收賬款(增加)／減少	(Increase)/decrease in other receivables	(197,659)	81,114
長期存款減少	Decrease in long-term deposits	—	39
應收合資公司賬款減少	Decrease in amounts due from joint ventures	—	436
應付貿易賬款增加／(減少)	Increase/(decrease) in trade payables	7,337	(13)
其他應付賬款(減少)／增加	(Decrease)/increase in other payables	(947)	188
產品保證撥備增加	Increase in provision for product warranty	—	78
經營活動所產生的現金	Cash generated from operations	62,085	237,019
已付海外稅項	Overseas taxes paid	(20,174)	(5,223)
經營活動所產生的現金淨額	Net cash generated from operating activities	41,911	231,796

簡明綜合現金流量表(續)

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS (CONTINUED)

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

		截至 2019年 6月30日 止六個月 Six months ended 30 June 2019 千港元 HK\$'000 (未經審核) (Unaudited)	截至 2018年 6月30日 止六個月 Six months ended 30 June 2018 千港元 HK\$'000 (未經審核) (Unaudited)
投資活動	Investing activities		
已收利息	Interest received	870	674
購買物業、廠房及設備	Purchases of property, plant and equipment	(41,820)	(134,097)
已抵押銀行存款減少	Decrease in pledged bank deposits	15,261	8,125
投資活動所用的現金淨額	Net cash used in investing activities	(25,689)	(125,298)
融資活動	Financing activities		
已付財務費用	Finance costs paid	(12,039)	(13,233)
新造借款的所得款項	Proceeds from new borrowings	67,555	15,000
應付一名附屬公司非控股股東 之款項增加	Increase in amount due to a non-controlling shareholder of a subsidiary	—	448
償還借貸	Repayment of borrowings	(32,553)	(50,900)
應付股東賬款減少	Decrease in amounts due to shareholders	(42,245)	(42,861)
融資活動所用的現金淨額	Net cash used in financing activities	(19,282)	(91,546)
現金及等同現金項目(減少)／ 增加淨額	Net (decrease)/increase in cash and cash equivalents	(3,060)	14,952
期初之現金及等同現金項目	Cash and cash equivalents at the beginning of the period	131,276	172,854
外幣匯率變動的影響，淨額	Effect of foreign exchange rate changes, net	(4,290)	(4,450)
期末之現金及等同現金項目	Cash and cash equivalents at the end of the period	123,926	183,356



簡明綜合現金流量表(續)

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS (CONTINUED)

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

		截至 2019年 6月30日 止六個月 Six months ended 30 June 2019 千港元 HK\$'000 (未經審核) (Unaudited)	截至 2018年 6月30日 止六個月 Six months ended 30 June 2018 千港元 HK\$'000 (經重列) (Restated) (未經審核) (Unaudited)
現金及等同現金項目分析	Analysis of balances of cash and cash equivalents		
於簡明綜合財務狀況表列賬之現金及等同現金項目	Cash and cash equivalents as stated in the condensed consolidated statement of financial position	123,926	160,677
包括在分類為持作出售之出售集團資產列賬之現金及等同現金項目	Cash and cash equivalents included in as assets of a disposal group classified as held for sale	—	22,679
		123,926	183,356



簡明綜合財務報表附註

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

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

1. 編製基準

本簡明綜合財務報表乃未經審核及已根據香港會計師公會(「香港會計師公會」)頒佈之香港會計準則(「香港會計準則」)第34號「中期財務報告」及香港聯合交易所有限公司主板證券上市規則(「上市規則」)附錄16之適用披露規定而編製。

2. 主要會計政策

本集團已就本期之未經審核中期簡明綜合財務報告首次採納下列經修訂之香港財務報告準則。

香港財務報告準則第16號	租賃
香港(國際財務報告詮釋委員會)–詮釋第23號	所得稅處理的不確定性
香港財務報告準則第9號(修訂本)	提早還款特性及負補償
香港會計準則第19號(修訂本)	計劃修訂、縮減或支付
香港會計準則第28號(修訂本)	於聯營公司及合資企業的長期權益
香港財務報告準則修訂本	香港財務報告準則2015年至2017年週期的年度改進

新訂及經修訂香港財務報告準則已根據各自準則及修訂本的相關過渡條文應用，對本集團的財務報表及／或披露並無重大影響。

1. BASIS OF PREPARATION

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

2. PRINCIPAL ACCOUNTING POLICIES

The Group has adopted the following revised HKFRSs for the first time for the current period’s unaudited interim condensed consolidated financial statements.

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

The new and amendments to HKFRSs have been applied in accordance with the relevant transition provisions in the respective standards and amendments and there is no material impact to the financial statements and/or disclosures of the Group.



簡明綜合財務報表附註(續)

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

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

3. 分部資料

本集團報告分部資料之主要形式為業務分部。

截至2019年6月30日止六個月(未經審核)

3. SEGMENT INFORMATION

The Group's primary format for reporting segment information is business segment.

For the six months ended 30 June 2019 (unaudited)

		持續經營業務 Continuing operations		
		金屬鎂產品 Magnesium products 千港元 HK\$'000	企業及其他 Corporate and others 千港元 HK\$'000	綜合 Consolidated 千港元 HK\$'000
分部收入：	Segment revenue:			
來自外部客戶的收入	Revenue from external customers	726,229	—	726,229
分部業績	Segment results	193,893	(7,571)	186,322
對賬：	Reconciliation:			
利息收入	Interest income			870
財務費用	Finance costs			(37,379)
除所得稅前溢利	Profit before income tax			149,813
所得稅開支	Income tax expenses			(33,518)
期內溢利	Profit for the period			116,295

於2019年6月30日(未經審核)

At 30 June 2019 (unaudited)

分部資產	Segment assets	2,365,570	—	2,365,570
對賬：	Reconciliation:			
未分配資產	Unallocated assets			133,674
總資產	Total assets			2,499,244
分部負債	Segment liabilities	428,542	—	428,542
對賬：	Reconciliation:			
未分配負債	Unallocated liabilities			709,115
總負債	Total liabilities			1,137,657

簡明綜合財務報表附註(續)

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

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

3. 分部資料(續)

截至2018年6月30日止六個月(未經審核)

3. SEGMENT INFORMATION (CONTINUED)

For the six months ended 30 June 2018 (unaudited)

		持續經營業務 Continuing operations			已終止經營業務 Discontinued operation 千港元 HK\$'000
		金屬鎂產品 Magnesium products 千港元 HK\$'000	企業及其他 Corporate and others 千港元 HK\$'000	綜合 Consolidated 千港元 HK\$'000	
分部收入：	Segment revenue:				
來自外部客戶的收入	Revenue from external customers	795,638	—	795,638	158,723
分部業績	Segment results	174,854	(3,900)	170,954	(1,270)
<u>對賬：</u>	<u>Reconciliation:</u>				
利息收入	Interest income			609	65
財務費用	Finance costs			(35,933)	(339)
應佔合資公司溢利	Share of profit of joint ventures			—	310
除所得稅前溢利／(虧損)	Profit/(loss) before income tax			135,630	(1,234)
所得稅開支	Income tax expenses			(30,580)	—
期內溢利／(虧損)	Profit/(loss) for the period			105,050	(1,234)
於2018年6月30日(未經審核)		At 30 June 2018 (unaudited)			
分部資產	Segment assets	2,161,494	—	2,161,494	223,828
<u>對賬：</u>	<u>Reconciliation:</u>				
未分配資產	Unallocated assets			186,429	25,679
總資產	Total assets			2,347,923	249,507
分部負債	Segment liabilities	507,663	—	507,663	76,069
<u>對賬：</u>	<u>Reconciliation:</u>				
未分配負債	Unallocated liabilities			683,320	135,122
總負債	Total liabilities			1,190,983	211,191



簡明綜合財務報表附註(續)

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

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

4. 財務費用

4. FINANCE COSTS

		截至 2019年 6月30日 止六個月 Six months ended 30 June 2019 千港元 HK\$'000 (未經審核) (Unaudited)	截至 2018年 6月30日 止六個月 Six months ended 30 June 2018 千港元 HK\$'000 (未經審核) (Unaudited)
須於五年內全數償還之銀行 及其他借款利息	Interest on bank and other borrowings wholly repayable within five years	12,215	12,948
可換股債券利息	Interest on convertible bonds	25,164	22,985
		37,379	35,933

5. 除所得稅前溢利

5. PROFIT BEFORE INCOME TAX

		截至 2019年 6月30日 止六個月 Six months ended 30 June 2019 千港元 HK\$'000 (未經審核) (Unaudited)	截至 2018年 6月30日 止六個月 Six months ended 30 June 2018 千港元 HK\$'000 (未經審核) (Unaudited)
本集團之除所得稅前溢利 已扣除/(抵免)：	The Group's profit before income tax has been arrived at after charging/(crediting):		
折舊	Depreciation	37,042	34,947
無形資產攤銷	Amortisation of intangible assets	2,332	5,960
採礦權攤銷	Amortisation of mining rights	94	352
預付土地租賃款項攤銷	Amortisation of prepaid land lease payments	466	525
銀行利息收入	Bank interest income	(870)	(609)

簡明綜合財務報表附註(續)

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

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

6. 所得稅開支

6. INCOME TAX EXPENSES

	截至 2019年 6月30日 止六個月 Six months ended 30 June 2019 千港元 HK\$'000 (未經審核) (Unaudited)	截至 2018年 6月30日 止六個月 Six months ended 30 June 2018 千港元 HK\$'000 (未經審核) (Unaudited)	
本集團： 中國企業所得稅	The Group: PRC Enterprise Income Tax	33,518	30,580

7. 股息

董事會不建議向股東派發截至2019年6月30日止六個月之中期股息(2018年6月30日：無)。

7. DIVIDEND

The Board does not recommend any payment of interim dividend to shareholders for the six months ended 30 June 2019 (30 June 2018: Nil).

8. 本公司普通股權益持有人應佔每股盈利

每股基本盈利根據本公司普通股權益持有人應佔持續經營業務之期內溢利116,295,000港元(2018年：105,050,000港元)及期內普通股加權平均數6,574,390,058股(2018年：6,574,390,058股)計算。

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

The calculation of the basic earnings per share amount is based on the profit for the period from continuing operations attributable to ordinary equity holders of the Company of HK\$116,295,000 (2018 : HK\$105,050,000) and the weighted average number of ordinary shares of 6,574,390,058 (2018: 6,574,390,058) during the period.

由於未償付可換股債券及購股權對每股基本盈利具反攤薄影響，故截至2019年6月30日及2018年6月30日止六個月之每股攤薄盈利與每股基本盈利相同。於截至2018年6月30日止六個月，本集團並無已發行潛在攤薄普通股。

Diluted earnings per share for the six months ended 30 June 2019 and 30 June 2018 was the same as the basic earnings per share as the convertible bonds and share options outstanding had anti-dilutive effects on the basic earnings per share.



簡明綜合財務報表附註(續)

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

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

9. 物業、廠房及設備

於截至2019年6月30日止六個月，本集團購置了41,820,000港元(2018年6月30日：134,097,000港元)之物業、廠房及設備。

9. PROPERTY, PLANT AND EQUIPMENT

During the six months ended 30 June 2019, the Group had acquired property, plant and equipment amounted to HK\$41,820,000 (30 June 2018: HK\$134,097,000).

10. 應收貿易賬款及應收票據

10. TRADE AND BILLS RECEIVABLES

		2019年 6月30日 30 June 2019 千港元 HK\$'000 (未經審核) (Unaudited)	2018年 12月31日 31 December 2018 千港元 HK\$'000 (經審核) (Audited)
應收貿易賬款	Trade receivables	169,336	214,717
減值撥備	Provision for impairment	(3,544)	(3,544)
應收票據	Bill receivables	165,792 —	211,173 6,807
		165,792	217,980

本集團給予其貿易客戶之信貸期不超過180天。

The Group allows an credit period of not more than 180 days to its trade customers.

以下乃應收貿易賬款根據發票日期之賬齡分析：

The following is an aged analysis of trade receivables, based on invoice date:

		2019年 6月30日 30 June 2019 千港元 HK\$'000 (未經審核) (Unaudited)	2018年 12月31日 31 December 2018 千港元 HK\$'000 (經審核) (Audited)
0 – 60 天	0 – 60 days	117,287	130,699
61 – 90 天	61 – 90 days	39,555	37,550
超過90 天	Over 90 days	8,950	42,924
		165,792	211,173

簡明綜合財務報表附註(續)

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

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

11. 應付貿易賬款

以下乃應付貿易賬款根據發票日期之賬齡分析：

11. TRADE PAYABLES

The following is an aged analysis of trade payables, based on invoice date:

		2019年 6月30日 30 June 2019 千港元 HK\$'000 (未經審核) (Unaudited)	2018年 12月31日 31 December 2018 千港元 HK\$'000 (經審核) (Audited)
0 – 60 天	0 – 60 days	15,059	30,667
61 – 90 天	61 – 90 days	5,113	2,122
超過90 天	Over 90 days	28,834	9,060
		49,006	41,849

12. 借貸

12. BORROWINGS

		附註 Note	2019年 6月30日 30 June 2019 千港元 HK\$'000 (未經審核) (Unaudited)	2018年 12月31日 31 December 2018 千港元 HK\$'000 (經審核) (Audited)
銀行借貸	Bank borrowings		166,398	110,500
其他借貸	Other borrowings	(ii)&(iii)	244,689	266,127
			411,087	376,627
借貸：	Borrowings:			
一年內或按要求償還	Within one year or on demand		135,486	65,706
一年以上但不超過五年	More than one year but not exceeding five years		275,601	310,921
			411,087	376,627
減：列作流動負債之款項	Less: Amounts shown under current liabilities		(135,486)	(65,706)
列作非流動負債之款項	Amounts shown under non-current liabilities		275,601	310,921
借貸：	Borrowings:			
有抵押	Secured	(i)&(ii)	218,377	216,480
無抵押	Unsecured		192,710	160,147
			411,087	376,627



簡明綜合財務報表附註(續)

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

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

12. 借貸(續)

附註：

- (i) 抵押借款約133,526,000港元(2018年12月31日：110,500,000港元)由公司擔保以及抵押的樓宇及物業、廠房及設備及預付土地租賃款項約133,210,000港元(2018年12月31日：132,469,000港元)作擔保。
- (ii) 根據本公司一家全資附屬公司與國際金融公司(「國際金融公司」)於2014年5月30日訂立的貸款協議，國際金融公司已向該附屬公司授出25,000,000美元貸款。該協議於2015年12月7日經修訂及重列，所授出貸款由25,000,000美元增加至27,000,000美元。

該貸款每年按倫敦銀行同業拆息加3.5%計息，到期金額按貸款協議所載的計劃還款日期計算。

國際金融公司授出的貸款約為84,851,000港元(2018年12月31日：105,980,000港元)，由(i)世紀陽光集團控股有限公司提供的公司擔保；及(ii)主要股東Alpha Sino International Limited(「Alpha Sino」)擁有之世紀陽光集團控股有限公司股份質押；(iii)銀行存款約9,748,000港元(2018年12月31日：24,732,000港元)作抵押。

- (iii) 於2019年6月30日，本公司發行未償還金額20,504,000美元(相當於159,838,000港元)的債券以取得現金。該債券按年利率7%計息，每半年付息一次。除獲提早贖回外，該債券的到期日為2020年8月11日。債券實際利率為每年7.05%。

12. BORROWINGS (continued)

Notes:

- (i) Secured borrowing of approximately HK\$133,526,000 (31 December 2018: HK\$110,500,000) were guaranteed by the corporate guarantee and pledged building and property, plant and equipment and prepaid land lease payments of approximately HK\$133,210,000 (31 December 2018: HK\$132,469,000).
- (ii) Pursuant to a loan agreement entered into by a wholly-owned subsidiary of the Company and International Finance Corporation ("IFC") on 30 May 2014, IFC had granted a loan of US\$25,000,000 to the subsidiary. The agreement was amended and restated on 7 December 2015 with increase in the loan granted from US\$25,000,000 to US\$27,000,000.

The loan bears interest at LIBOR plus 3.5% per annum and the amounts due are based on the scheduled repayment dates set out in the loan agreement.

The loan granted by IFC of approximately HK\$84,851,000 (31 December 2018: HK\$105,980,000) was secured by (i) corporate guarantee given by Century Sunshine Group Holdings Limited; and (ii) pledged of shares in Century Sunshine Group Holdings Limited as owned by Alpha Sino International Limited ("Alpha Sino"), the substantial shareholder; (iii) deposit with banks of approximately HK\$9,748,000 (31 December 2018: HK\$24,732,000)

- (iii) As at 30 June 2019, the Company has issued bond with the outstanding amount of US\$20,504,000 (equivalent to HK\$159,838,000) for cash. The bond bear an interest of 7% per annum payable in arrear semi-annually. The maturity date of the bond is 11 August 2020 unless early redeemed. The effective interest rate of the bond is 7.05% per annum.



簡明綜合財務報表附註(續)

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

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

13. 可換股債券

於2017年11月30日，作為收購永洋集團代價的一部份，本公司根據首智投資有限公司(「首智投資」)、Sure Sino Global Limited(「Sure Sino」)、世紀陽光集團控股有限公司及本公司訂立之買賣協議，發行按每年4%計息，須每半年期末時支付，本金總額為420,000,000港元之可換股債券。

根據本集團之會計政策，可換股債券根據合約安排內容，以及金融負債及權益工具之定義獲個別分類為金融負債及權益。倘換股權將透過以固定金額現金或另一項財務資產換取固定數目之本公司本身權益工具結算，則為權益工具。負債部分之公平值採用類似不可兌換工具之現行市場利率進行估計。可換股債券之公平值評估由獨立專業估值師進行。權益部份於「可換股債券權益儲備」一節列值為權益。負債部份於初始確認時的實際利率為每年14%。

可換股債券賦予債券持有人權利，以換股價0.40港元轉換為股份。由發行日起計，可換股債券有效期為三年。轉換可於可換股債券到期日之前隨時進行。本公司將於到期日贖回尚未獲轉換之可換股債券。

可換股債券條款的詳細資料可參閱2017年10月26日之通函。

13. CONVERTIBLE BOND

On 30 November 2017, as part of consideration for the acquisition of the Fullocean Group, the Company has issued convertible bonds which bear an interest of 4% per annum payable in arrear semi-annually with aggregate principal amount of HK\$420,000,000 pursuant to the sale and purchase agreement entered into by Capital Idea Investments Limited ("CIIL"), Sure Sino Global Limited ("Sure Sino"), Century Sunshine Group Holdings Limited and the Company.

According to the Group's accounting policy, the convertible bonds are classified separately as financial liabilities and equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument. Conversion option that will be settled by the exchange of a fixed amount of cash or another financial asset for a fixed number of the Company's own equity instruments is an equity instrument. The fair value of the liability component is estimated using the prevailing market interest rate for similar non-convertible instruments. The fair value assessment of the convertible bonds was performed by an independent professional valuer. The equity element is presented in equity under the heading of "convertible bond equity reserve". The effective interest rate of the liability element on initial recognition is 14% per annum.

The convertible bonds entitle the bondholder to convert to shares at a conversion price of HK\$0.40. The maturity date of the Convertible Bonds is the 3 year from the date of issue. Conversion may occur at any time before maturity date of the Convertible Bonds. The Company will redeem the convertible bonds if the bonds have not been converted on maturity date.

For more details of the terms of convertible bonds, please refer to the circular dated on 26 October 2017.



簡明綜合財務報表附註(續)

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

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

13. 可換股債券(續)

於綜合財務狀況表確認的可換股債券負債部分計算如下：

13. CONVERTIBLE BOND (continued)

The liability component of convertible bond recognised in the statement of consolidated financial position was calculated as follow:

		千港元 HK\$'000
於2017年12月31日及 2018年1月1日	As at 31 December 2017 and 1 January 2018	318,684
計入實際利息開支 已付及應付利息開支	Effective interest expenses charged Interest expenses paid and payable	47,021 (15,369)
於2018年12月31日及 2019年1月1日	As at 31 December 2018 and 1 January 2019	350,336
計入實際利息開支 已付及應付利息開支	Effective interest expenses charged Interest expenses paid and payable	25,163 (8,400)
於2019年6月30日	As 30 June 2019	367,099

14. 應付股東賬款

應付股東賬款為無抵押、不計息及無固定還款期。

14. AMOUNTS DUE TO SHAREHOLDERS

The amounts due to shareholders are unsecured, non-interest-bearing and have no fixed terms of repayment.

15. 承擔

15. COMMITMENTS

		2019年 6月30日 30 June 2019 千港元 HK\$'000 (未經審核) (Unaudited)	2018年 12月31日 31 December 2018 千港元 HK\$'000 (經審核) (Audited)
已訂約但未作撥備： 物業、廠房及設備	Contracted, but not provided for: Property, plant and equipment	16,876	18,629



簡明綜合財務報表附註(續)

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

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

16. 關連人士交易

於截至2019年6月30日止六個月期間，本集團給予主要管理層95,000港元(2018年6月30日：95,000港元)作為董事酬金。

17. 已終止經營業務

於2018年6月底，本公司董事會決定出售電子產品業務，乃由於其盈利能力疲弱所致。該出售已於2018年7月底完成交割。

已終止經營業務期內虧損載列如下。綜合損益表之比較數字經已重列，將電子產品業務作為已終止經營業務呈列。

16. RELATED PARTY TRANSACTION

During the six months ended 30 June 2019, the compensation to key management amounts to HK\$95,000 (30 June 2018: HK\$95,000) representing director's remuneration.

17. DISCONTINUED OPERATION

At the end of June 2018, the board of the Company decided to disposal the electronic product business due to its weak profitability. The disposal was completed at the end of July 2018.

The loss for the period from discontinued operations is set out below. The comparative figures in the consolidated statement of profit or loss have been restated to represent the electronic product business as a discontinued operation.



簡明綜合財務報表附註(續)

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

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

17. 已終止經營業務(續)

已終止經營業務業績的分析載列如下：

17. DISCONTINUED OPERATION (continued)

Analysis of the results of the discontinued operations are set out below:

		截至 2018年 6月30日 止六個月 Six months ended 30 June 2018 千港元 HK\$'000 (未經審核) (Unaudited)
收入	Revenue	158,723
銷售成本	Cost of sales	(131,892)
毛利	Gross profit	26,831
其他收益或虧損淨額	Other gains or losses, net	7,927
銷售及分銷費用	Selling and distribution costs	(10,028)
行政開支	Administrative expenses	(17,848)
研究及開發開支	Research and development expenses	(8,087)
應佔合資公司溢利及虧損	Share of profits and losses of joint ventures	310
財務費用	Finance costs	(339)
除所得稅前虧損	Loss before income tax	(1,234)
所得稅開支	Income tax expenses	—
期內虧損	Loss for the period	(1,234)
其他全面開支	Other comprehensive expenses	
往後期間重新分類至損益之 其他全面開支：	Other comprehensive expenses to be reclassified to profit or loss in subsequent periods:	
折算海外業務之匯兌差額	Exchange differences on transaction of foreign operations	(1,032)
期內全面開支總額	Total comprehensive expenses for the period	(2,266)
下列人士應佔期內虧損：	Loss for the period attributable to:	
本公司擁有人	Owners of the Company	(1,193)
非控股權益	Non-controlling interest	(41)
		(1,234)
下列人士應佔期內全面開支總額：	Total comprehensive expenses for the period attributable to :	
本公司擁有人	Owners of the Company	(2,326)
非控股權益	Non-controlling interest	60
		(2,266)
每股虧損：	Loss per share:	
來自已終止經營業務 基本及攤薄(港仙)	From discontinued operation Basic and diluted (HK cents)	(0.018)

簡明綜合財務報表附註(續)

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

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

17. 已終止經營業務(續)

已終止經營業務除稅前虧損乃經扣除以下各項後達致：

17. DISCONTINUED OPERATION (continued)

Loss before taxation from discontinued operations is arrived at after charging the following:

		截至 2018年 6月30日 止六個月 Six months ended 30 June 2018 千港元 HK\$'000 (未經審核) (Unaudited)
工資及薪金	Wages and salaries	41,514
支付定額供款退休計劃款項	Payment to defined contribution retirement plans	2,704
總員工成本	Total staff costs	44,218
折舊及攤銷	Depreciation and amortisation	3,214
確認為開支之存貨成本	Cost of inventories recognized as an expense	151,206
存貨撥備	Provision for inventories	5,740
產品保證撥備	Product warranty provision	185
研究及開發開支： 本期支出	Research and development expenses: Current period expenditure	8,087

已終止經營業務的現金流量分析如下：

Analysis of the cash flow of discontinued operations is as follows:

		截至 2018年 6月30日 止六個月 Six months ended 30 June 2018 千港元 HK\$'000 (未經審核) (Unaudited)
經營活動所產生的現金淨額	Net cash generated from operating activities	5,658
投資活動所用的現金淨額	Net cash used in investing activities	(984)
融資活動所用的現金淨額	Net cash used in financing activities	(6,278)
現金流出淨額	Net cash outflow	(1,604)



簡明綜合財務報表附註(續)

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

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

17. 已終止經營業務(續)

計算已終止經營業務之每股基本及攤薄盈利基於：

17. DISCONTINUED OPERATION (continued)

The calculations of basic and diluted earnings per share from the discontinued operation are based on:

		截至 2018年 6月30日 止六個月 Six months ended 30 June 2018 千港元 HK\$'000 (未經審核) (Unaudited)
已終止經營業務之普通權益 持有人應佔虧損	Loss attributable to ordinary equity holders of the parent from the discontinued operation	(1,193)
計算每股基本盈利期內已發行 普通股加權平均數(附註8)	Weighted average number of ordinary shares in issue during the period in the basic earnings per share calculation (Note 8)	6,574,390,058
用於計算每股攤薄盈利普通股 加權平均數(附註8)	Weighted average number of ordinary shares used in the diluted earnings per share calculation (Note 8)	6,574,390,058



管理層討論及分析

MANAGEMENT DISCUSSION AND ANALYSIS

業務回顧

稀鎂科技集團控股有限公司(「稀鎂科技」或「本公司」，連同其附屬公司，統稱「本集團」)是以稀土技術應用為核心開展新材料稀土鎂合金系列產品研發、生產和銷售的高新技術企業，具有領先於行業的生產工藝和技術專利優勢。積極採取產品差異化競爭策略，充分發揮專業的研發團隊智慧及雄厚的技術實力優勢、聚焦發展目標，致力稀土新材料技術與產品的創新，持續為集團創造盈利貢獻。

截至2019年6月30日止六個月(「回顧期內」)，本集團整體收入達726,229,000港元，較2018年同期：795,638,000港元減少約8.7%。而回顧期內稀土鎂合金產銷量佔比較去年同期提高了一個百分點，也帶動了整體毛利率的上升，鎂業務之整體毛利率為28.4%，去年同期為25.4%，增加約3%。銷售收入減少和毛利率增加主要由於調整和優化產品結構，下調低毛利率產品的產銷量，導致總銷量由2018年的31,933噸下降至回顧期內的28,395噸。

除稅後溢利(「稅後利潤」)為116,295,000港元(2018年：103,816,000港元)，同比增加12%。稅後利潤增加，除了由於集團之整體毛利率有所改善之外，還有賴於集團強化管理，並於去年下半年完成出售電子業務，精簡集團管理架構並提高管理效益，使行政費用由2018年的25,694,000港元下降37%至2019年的16,159,000港元。另外，新疆基地於去年10月被國家認定為「高新科技企業」，亦受惠於該政策所帶來之稅務優惠，減省之稅務支出比例，增加利潤空間。

BUSINESS REVIEW

Rare Earth Magnesium Technology Group Holdings Limited (“REMT” or the “Company”, and together with its subsidiaries, the “Group”) is a high and new technology enterprise and industry leader with superior production process and patent in technology that engages in the research and development (R&D), production and sales of rare earth magnesium alloys new materials. The Group focuses on the application of rare earth technology and product innovations by adopting product differentiation competitive strategy. With professional R&D team and robust technical know-how, the Group will concentrate on its development goal of rare earth new material technology and products innovation, which would continue to contribute profits to the Group.

For the six months ended 30 June 2019 (the “period under review”), the Group's overall revenue amounted to HK\$726,229,000, representing a decrease of approximately 8.7% compared with HK\$795,638,000 for the same period in 2018. During the period under review, the proportion of production and sales volume of rare earth magnesium alloys was increased by one percentage point compared with the same period last year, which resulted an increase in the overall gross profit margin. The overall gross profit margin of the magnesium business was 28.4%, representing an increase of approximately 3% compared with 25.4% for the same period last year. The decrease in sales revenue and increase in gross profit margin were mainly due to the adjustment and optimisation of the product structure, and the reduction in production and sales volume of low-margin products resulting in a decrease in total sales volume from 31,933 tons in 2018 to 28,395 tons in the period under review.

Profit after tax was HK\$116,295,000 (2018: HK\$103,816,000), representing a period-on-period increase of 12%. Besides the improvement in the overall gross profit of the Group, the increase in gross profit after tax was also attributable to the consolidated management of the Group and the strengthened and streamlined management structure of the Group after the disposal of electronic business in the second half of 2018, which enhances the management efficiency, leading to a decrease in the administrative expenses by 37% from HK\$25,694,000 in 2018 to HK\$16,159,000 in 2019. In addition, our Xinjiang production base was recognised as a “High and New Technology Enterprise” by the PRC Government in October 2018, the Group benefits from the tax concessions brought about by the Government's preferential policy, thus reducing the tax expenditure and generating more profits for the Group.



管理層討論及分析(續)

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

稀土技術應用專業研發團隊

稀土作為一種重要的合金化或微合金化元素，其在冶金、材料領域起著重要的作用，例如淨化合金熔體、細化合金組織、提高合金力學性能和耐腐蝕性能等，稀土已經被廣泛應用於鋼鐵及有色金屬合金中。在技術研發方面，本集團憑藉專家級研發團隊，為產品創新提供強大的科研與技術支持。並以自有專利技術在原有鎂合金牌號的基礎上通過添加適量稀土元素，使原有合金的抗拉強度、屈服強度、延伸率等性能顯著提高，遠遠優於普通鎂合金。稀土優異的淨化、強化作用不斷被人們認識和掌握，通過添加適當稀土元素，使得鎂合金具有高強、耐熱、耐蝕等性能，大大拓展鎂合金領域的應用範圍。

產品差異化競爭策略效果顯著

中國政府高度重視及鼓勵稀土技術應用，強調加強稀土資源的開發利用，延伸產業鏈，提高附加值，國家政策持續利好集團業務發展。集團充分利用擁有的從中間合金到應用合金生產方法與制備工藝專利技術，專注研發高端稀土鎂合金產品。採取產品差異化競爭策略，取得顯著效果。

目前，本集團的主要產品為基礎鎂產品和稀土鎂合金產品。其中，稀土鎂合金產品以產銷量計算佔比約36%，以收入計算的佔比則約達58%。稀土鎂合金產品作為本集團的優勢產品，我們會致力於穩步提升稀土鎂合金產品的產銷佔比，發揮領先於同行的技術優勢，為集團鎂合金新材料產業持續發展提供保障。

PROFESSIONAL R&D TEAM SPECIALISING ON RARE EARTH TECHNOLOGY APPLICATION

As an important alloying or micro-alloying element, rare earth plays an important role in metallurgy and material fields, such as purifying alloy melt, refining alloy structure, improving alloy mechanical properties and corrosion resistance and so on; in fact, rare earth is widely applied in steel and nonferrous alloys. The Group has an expert level R&D team that provides robust scientific research and technical support for the product innovation. By using patented technology and by adding appropriate amount of rare earth elements to the original magnesium alloy, properties such as tensile strength, ductile strength and elongation of the original alloy are significantly enhanced, which are far better in quality than ordinary magnesium alloy. The excellent purification and strengthening effects of rare earth are continuously being recognised and mastered; by adding the appropriate rare earth elements, magnesium alloys would result in its greater tensile strength, better heat and corrosion resistance, thus greatly expanding its application.

EXCELLENT PERFORMANCE OF COMPETITIVE STRATEGY OF PRODUCT DIFFERENTIATION

The PRC Government highly values and encourages the application of rare earth technology and emphasises on strengthening the utilisation of rare earth resources, extending the industrial chain and increasing the added value of rare earth. National policies also continue to favour the Group's business development. The Group makes full use of its production method and patented technology from intermediate alloy to applied alloy, focusing on the R&D of high-end rare earth magnesium alloy products. The Group also achieved significant results by adopting the competitive strategy of product differentiation.

Currently, the Group's main products are basic magnesium products and rare earth magnesium alloy products. The rare earth magnesium alloy products accounted for approximately 36% of its production and sales volume and approximately 58% of its revenue. As an advantageous product of our Group, we will continue to steadily increase the proportion of production and sales of rare earth magnesium alloy products and to take advantages of its superior technological edge in the industry so as to provide sustainable development of the Group's new materials of magnesium alloy.



管理層討論及分析(續)

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

生產基地資源優勢凸顯

本集團旗下新疆生產基地位於新疆東大門哈密市，是中國「一帶一路」的戰略重鎮，也是自古以來絲綢之路的咽喉要道。哈密地區物產豐富，質優價廉的煤炭及白雲石礦產資源為集團進一步發展鎂產業提供了良好的條件和動力。新疆生產基地於2018年獲得中國國家高新技術企業認定管理工作領導小組認定為「高新技術企業」，以及採用新型豎罐還原煉鎂生產工藝，豎罐還原爐是目前為止鎂行業最先進的工藝技術，實現了煉鎂工藝機械化、自動化和人性化的生產流程，促進鎂行業技術升級和高質量發展。

展望

研究顯示，空載汽車所用燃料約70%消耗於汽車自重，汽車整車重量每降低10%，燃油效率可提高6%至8%。以汽車為代表的交通領域輕量化將是未來發展趨勢，也將帶動鎂合金市場需求的增長。本集團還將加大研發投入和技術開發力度，進一步完善鎂合金牌號的系列產品，滿足市場對鎂合金更廣泛應用的需求。

展望未來，本集團將充分把握稀土鎂合金產品的發展機遇，充分利用哈密地區資源優勢及區位優勢，加快項目建設和產業優化步伐，推進後續鎂合金產能規模和配套硅鐵項目建設，形成集蘭炭、硅鐵及鎂產品生產的循環經濟綜合利用發展模式。同時，繼續優化產品結構，提高高毛利率及高性能稀土鎂合金的產銷佔比，持續推行產品差異化競爭策略，集聚企業發展新動能，引領鎂工業高新技術發展新時代。

PROMINENT RESOURCE ADVANTAGES IN OUR PRODUCTION BASE

The Xinjiang production base of the Group is located in Hami City, the eastern front of Xinjiang. It is a strategic centre of the PRC's "One Belt, One Road"; it was also a key stronghold of the Silk Road in ancient times. Hami has abundant resources, with its high-quality and low-priced coal and dolomite mineral resources providing favourable conditions and momentum to the Group for further developing its magnesium business. Our Xinjiang production base has been recognised as a "High and New Technology Enterprise" in 2018 by PRC's National High and New Technology Enterprise Recognition and Management Leading Group. Xinjiang production base has adopted the new vertical retorts magnesium production smelting technology, which is currently the most advanced technology in the magnesium industry, realising the mechanisation, automation and humanised production of the magnesium smelting, thus promoting the upgrade of magnesium industry technologies.

PROSPECT

Research indicates that about 70% of the fuel used in an empty vehicle is consumed by its own weight. Fuel efficiency can increase by 6%-8% when the vehicle's weight is reduced by 10%. The lightweighting trend in transportation represented by automobiles is the future direction, and also drives the demand growth in the magnesium alloy market. The Group will continue to invest R&D and increase technology development intensity to further perfect the series products of magnesium alloy, so as to satisfy the market demand for wider application of magnesium alloys.

Looking ahead, the Group will fully grasp the developmental opportunities of rare earth magnesium alloy products and make full use of the resources and geographic advantages in Hami. We shall accelerate the pace of project construction and industrial optimisation, and advance the subsequent production capacity of magnesium alloys and the construction of auxiliary ferro-silicon projects, hence forming a circular economic development model of comprehensive utilisation of semi-coke, ferro-silicon and magnesium products production. Meanwhile, the Group will continue to optimise its product structure, increase the proportion of production and sales of high-margin and high-performance rare earth magnesium alloys, implement the competitive strategy of product differentiation continuously, and assemble the new driving force of enterprise development, which leads to a new era for the high and new technology development in magnesium industry.



管理層討論及分析(續)

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

財務回顧

收益及毛利

回顧期內，本集團之收益約為726,229,000港元(2018年：795,638,000港元)，按期減少8.7%，主要由於期內金屬鎂產品銷量減少約11.1%至28,395噸(2018年：31,933噸)。減少主要由於調整和優化產品結構，下調低毛利率產品的產銷量。

回顧期內之毛利約為206,318,000港元(2018年：202,665,000港元)，按期增加1.8%。回顧期內金屬鎂產品之毛利率約為28.4%(2018年：25.4%)，同比增加3%。金屬鎂產品之平均售價由2018年之每噸24,862港元增加至回顧期內之每噸25,576港元。

行政開支

回顧期內之行政開支約為16,159,000港元，同比減少約9,535,000港元。行政開支主要包括員工薪酬、折舊及攤銷、審核及專業費用和租賃等費用。行政開支的減少主要由於回顧期內加強成本管理，且於2018年下半年出售電子業務後精簡管理架構並提高管理效益所致。

財務費用

財務費用約為37,379,000港元，按期增長約1,446,000港元(2018年：約35,933,000港元)。該增長主要由於攤銷在2017年11月發行予世紀陽光集團控股有限公司(本公司之直接控股公司)的可換股債券而令實際利息增加，由2018年的22,985,000港元增至2019年的25,164,000港元。發行可換股債券是收購永洋集團的代價之一部分。

FINANCIAL REVIEW

Revenue and Gross profit

Revenue of the Group for the period under review was approximately HK\$726,229,000 (2018: HK\$795,638,000), representing a period-on-period decrease of 8.7%, which is mainly due to the decrease in sale volumes of the magnesium products by approximately 11.1% to 28,395 tonnes (2018: 31,933 tonnes) during the period under review. The decrease are mainly attributable to the adjustment and optimisation of product structure to reduce the production and sales volume of low-margin products.

Gross profit for the period under review was approximately HK\$206,318,000 (2018: HK\$202,665,000), representing a period-on-period increase of 1.8%. The gross profit margin of magnesium alloy products was approximately 28.4% for the period under review (2018: 25.4%), representing a period-on-period increase of 3%. The average selling price of magnesium products increased from HK\$24,862 per ton in 2018 to HK\$25,576 per ton in the period under review.

Administrative expenses

The administrative expense for the period under review was approximately HK\$16,159,000, representing a period-on-period decrease of approximately HK\$9,535,000. Administrative expenses were mainly comprised of expenses such as staff remuneration, depreciation and amortisation, audit and professional fees and leases. The decrease in administrative expense was mainly due to the enhancement of cost management for the period under review. Moreover, after the disposal of electronic business in the second half of 2018, the management structure was streamlined and resulted in improved management efficiency.

Finance cost

Finance cost was approximately HK\$37,379,000, representing a period-on-period growth of approximately HK\$1,446,000 (2018: approximately HK\$35,933,000). The growth is mainly contributed by the increase in effective interests from HK\$22,985,000 in 2018 to HK\$25,164,000 in 2019, deriving from the amortisation of convertible bonds issued to Century Sunshine Group Holdings Limited (the intermediate holding company of the Group), in November 2017. The issuance of convertible bonds is a part of the consideration to acquire the Fullocean Group.



管理層討論及分析(續)

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

財務回顧(續)

純利及未計利息、稅項、折舊及攤銷前溢利

截至2019年6月30日止六個月，本集團之除稅後溢利約為116,295,000港元(2018年：103,816,000港元)，按期增長約12,479,000港元或12.0%。該增長主要由於金屬鎂產品業務營運利潤增加及本期行政開支減少的綜合影響。本公司股權擁有人應佔溢利增加12,438,000港元或12.0%至截至2019年6月30日止六個月之116,295,000港元(2018年：103,857,000港元)。本集團之未計利息、稅項、折舊及攤銷前溢利約為227,126,000港元(2018年：213,347,000港元)，按期增加6.5%。

流動性及財務資源

於2019年6月30日，本集團之現金及等同現金項目及已抵押銀行存款為約133,674,000港元(2018年12月31日：156,008,000港元)。於2019年6月30日，本集團之借款為778,186,000港元(2018年12月31日：726,963,000港元)。本集團借款以港元、美元及人民幣為單位，以浮動息率或固定息率計息。

於2019年6月30日，本集團之資本負債率(定義為借款除以資產總額)為31%。回顧期間利息支出約為37,379,000港元，本集團的利息保障倍數約為4.1倍。

本集團現有的現金資源連同業務活動產生的穩定現金流量，足以應付其業務需求。

FINANCIAL REVIEW (continued)

Net profit and EBITDA

For the six months ended 30 June 2019, the profit after tax of the Group was approximately HK\$116,295,000 (2018: HK\$103,816,000), representing a period-on-period growth of approximately HK\$12,479,000 or 12.0%. The growth is mainly contributed by the combined effect of the increase in operation profits deriving from magnesium products business and the decrease in administrative expenses in the current period. The profit attributable to the equity holders of the Group has increased by HK\$12,438,000 or 12.0% to HK\$116,295,000 for the six months ended 30 June 2019 (2018: HK\$103,857,000). The EBITDA of the Group was approximately HK\$227,126,000 (2018: HK\$213,347,000), representing a period-on-period increase of 6.5%.

LIQUIDITY AND FINANCIAL RESOURCES

On 30 June 2019, the cash and cash equivalent and pledged bank deposits of the Group were approximately HK\$133,674,000 (31 December 2018: HK\$156,008,000). The Group's borrowings as at 30 June 2019 was HK\$778,186,000 (31 December 2018: HK\$726,963,000). The Group's borrowings were denominated in Hong Kong dollars, US dollars and Renminbi with floating or fixed interest rates.

As at 30 June 2019, the gearing ratio of the Group, defined as borrowings divided by total assets, was 31%. The interest expenses were approximately HK\$37,379,000 during the Review Period, and the interest coverage multiple of the Group was approximately 4.1 times.

The Group's existing cash resources, together with the steady cash flows generated from business activities, are sufficient to meet its business needs.



管理層討論及分析(續)

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

或然負債

於2019年6月30日及2018年12月31日，本集團概無或然負債。

項目概覽

白雲石礦

本集團之白雲石礦，位於中國吉林省白山市。該礦場以露天開採方式操作，不涉及也不需要額外勘探工程，開發活動僅涉及露天開採時的簡易基建工程，並沒有涉及任何地下鑽挖以及結構工程。已開採之白雲石為本集團生產金屬鎂產品之原材料。礦場的位置鄰近本集團生產基地，原料的運輸成本亦相對很低。

本集團之白雲石礦乃按中國資源／儲量分類。截至2019年6月30日的估計資源量和儲量，按已開採量逐年核減，得出剩餘資源量及儲量。本集團與以往披露估算假設相比無重大變更。該資源量及儲量由本集團之內部地質專家審核。截至2019年6月30日止六個月，白雲石礦產出量為56,906噸。與2018年12月31日相比，白雲石礦的資源量及礦石儲量並無重大變動。

截至2019年6月30日止六個月之開採活動開支主要用於直接工資、材料、能源、運輸及折舊攤銷費用等，並已計入銷售成本及於未經審核簡明綜合損益及其他全面收益表內扣除。

截至2019年6月30日止六個月，白雲石礦因開採活動產生之支出約為4,292,000港元，而勘探及開發活動之支出則皆為零港元。

CONTINGENT LIABILITIES

As at 30 June 2019 and 31 December 2018, the Group has no contingent liabilities.

PROJECT OVERVIEW

Dolomite mine

The Group's dolomite mine is situated in Baishan City, Jilin Province, the PRC. The mine is operated with open-pit method, and therefore no additional exploration works are involved or required. Only simple infrastructure works for open-pit mining are involved in the development activities, and no underground drilling or structural works are involved. The dolomite mined is the raw material for producing magnesium products of the Group. The transportation cost for the raw material is relatively low due to the close proximity of the mine to the production base of the Group.

The dolomite mine of the Group was classified by the PRC resource/reserve volumes. As at 30 June 2019, the estimated resource and reserve volumes were determined based on the yearly reduction of mined quantity to calculate the remaining resource and reserve volumes. There is no material change in the assumptions of estimation by the Group as compared with those previously disclosed. The resource and reserve volumes were reviewed by the Group's internal geological experts. For the six months ended 30 June 2019, the dolomite output was 56,906 tons. As compared with 31 December 2018, there is no material change in the resource and ore reserve volumes of the dolomite mine.

For the six months ended 30 June 2019, the expenditures of mining activities were mainly for direct wages, materials, energy, transportation, depreciation and amortisation, etc. Such expenditures have been included in cost of sales and charged to the unaudited condensed consolidated statement of profit or loss and other comprehensive income.

The expenditure incurred in mining activities in the dolomite mine for the six months ended 30 June 2019 were approximately HK\$4,292,000 while the expenditure of exploration and development activities was HK\$Nil.



管理層討論及分析(續)

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

外匯及財務政策

本集團大部份商業交易、資產及負債均以港元、美元或人民幣計值。本集團一貫之財務政策為小心控制重大外匯風險，並在其可能對本集團造成重大風險時盡量減低外匯風險。於過去六個月內，本集團並無進行任何利率或外匯之投機活動。

員工關係

於2019年6月30日，本集團聘有737名僱員(2018年6月30日：1,472名)。除薪酬外，本集團亦為員工提供有薪年假、醫療保險及公積金等其他員工福利。

鳴謝

本人謹代表董事會向全體股東、客戶、供應商及銀行致謝，多謝他們多年來對本集團之支持，亦感謝全體員工於回顧期內辛勤工作及為本集團所作之貢獻。

FOREIGN CURRENCIES AND TREASURY POLICY

Most of the Group's business transactions, assets and liabilities are denominated in Hong Kong dollars, US dollars or Renminbi. The usual treasury policy of the Group is to manage significant foreign currency exposure in a cautious manner and minimize foreign currency risk whenever it may have material impact to the Group. During the last six months, the Group did not engage in any interest rate or foreign currencies speculations.

EMPLOYEES RELATIONS

As at 30 June 2019, the Group has 737 employees (30 June 2018: 1,472). In addition to salary remuneration, the Group also provides other fringe benefits such as annual leave, medical insurance and provident fund, etc. to its staff.

APPRECIATION

On behalf of the Board, I wish to thank all our shareholders, customers, suppliers and bankers for their continual support. I would also like to extend my appreciation to all the staff for their dedicated work and their contribution throughout the Review Period.



其他資料

OTHER INFORMATION

購股權計劃

為吸引及挽留最優秀僱員以支持本集團之業務發展，並向獲選之合資格參與者提供額外激勵或獎勵，本公司於2017年12月4日採納購股權計劃（「該計劃」）。合資格參與者主要包括為本集團作出貢獻之本集團及任何主要股東之僱員或董事及本集團顧問或諮詢人士、分銷商、承包商、供應商、服務供應商、代理、客戶及業務夥伴。除非另行註銷或修訂，該計劃之有效期為自其成立日期起計10年。該計劃之剩餘年期約為8.5年（於2027年12月4日屆滿）。

於2019年6月30日，該計劃項下可認購總數261,400,000股股份之購股權（「購股權」）尚未行使。

SHARE OPTION SCHEME

In order to attract and retain the best quality employees for the development of the Group's businesses and to provide additional incentives or rewards to selected qualifying participants, the Company adopted a share option scheme on 4 December 2017 (the "Scheme"). The qualifying participants mainly include employees and directors of the Group and any substantial shareholders, and the consultants or advisers, distributors, contractors, suppliers, service providers, agents, customers and business partner of the Group who have made contribution to the Group. The Scheme, unless otherwise cancelled or amended, will remain in force for 10 years since its establishing date. The remaining life of the Scheme is approximately 8.5 years (expiry on 4 December 2027).

As at 30 June 2019, options to subscribe for a total of 261,400,000 Shares were outstanding under the Scheme (the "Options").

	於2019年 1月1日持有 Held at 1 January 2019	期內授出 之購股權 Options granted during the period	期內行使 之購股權 Options exercised during the period	期內失效 之購股權 Options lapsed during the period	於2019年 6月30日持有 Held at 30 June 2019	行使價 Exercise price 港元 HK\$
(A) 僱員 Employees	146,400,000	—	—	—	146,400,000	0.4
	40,000,000	—	—	—	40,000,000	0.5
(B) 董事 Directors						
沈世捷 Shum Sai Chit	30,000,000	—	—	—	30,000,000	0.4
池碧芬 Chi Bi Fen	20,000,000	—	—	—	20,000,000	0.4
孟健 Meng Jian	5,000,000	—	—	—	5,000,000	0.4
譚偉豪 Tam Wai Ho	5,000,000	—	—	—	5,000,000	0.4
鄭炳文 Kwong Ping Man	5,000,000	—	—	—	5,000,000	0.4
張省本 Cheung Sound Poon	5,000,000	—	—	—	5,000,000	0.4
關毅傑 Kwan Ngai Kit	5,000,000	—	—	—	5,000,000	0.4
小計 Sub-total	221,400,000	—	—	—	221,400,000	0.4
小計 Sub-total	40,000,000	—	—	—	40,000,000	0.5
合計 Total	261,400,000	—	—	—	261,400,000	



其他資料(續)

OTHER INFORMATION (CONTINUED)

購股權計劃(續)

於報告期末，上述尚未行使購股權有以下屆滿日期、行使期及行使價。

SHARE OPTION SCHEME (continued)

The above share options outstanding at the end of the reporting period have the following expiry date, exercise period and exercise prices.

頒授日期 Grant date	屆滿日期 Expiry date	行使期 Exercise period	每股行使價 Exercise prices per Share 港元 HK\$	購股權數目 Number of Share options
2018年4月25日 25 April 2018	2023年12月29日 29 December 2023	自2018年11月1日起至 2023年12月29日 From 1 November 2018 to 29 December 2023	0.4	221,400,000
2018年4月25日 25 April 2018	2020年12月31日 31 December 2020	自2019年1月1日起至 2020年12月31日 From 1 January 2019 to 31 December 2020	0.5	40,000,000
				261,400,000

於2019中期報告日期，該計劃項下可供發行之本公司股份總數(包括上述尚未行使購股權)為918,839,005股，相當於本公司當日已發行股本約14%。該計劃之餘下年期約為8.5年，並將於2027年12月4日屆滿。

As at the date of the 2019 Interim Report, the total number of Shares of the Company available for issue under the Scheme (including the above share options outstanding not yet exercised) was 918,839,005, representing approximately 14% of the issued share capital of the Company as of the date thereof. The remaining life of the Scheme is approximately 8.5 years and to be expired on 4 December 2027.

其他資料(續)

OTHER INFORMATION (CONTINUED)

董事之證券權益

於2019年6月30日，根據本公司按證券及期貨條例(「證券及期貨條例」)第352條存置之登記冊所記錄，或根據香港聯合交易所有限公司證券上市規則(「上市規則」)附錄10所載之上市發行人董事進行證券交易的標準守則(「標準守則」)本公司及香港聯合交易所有限公司所接獲之通知，本公司各董事(「董事」)及彼等之聯繫人士於本公司及其相聯法團(定義見證券及期貨條例第XV部)之股份及相關股份之權益如下：

於本公司股份、相關股份及債券之權益

DIRECTORS' INTERESTS IN SECURITIES

At 30 June 2019, the interests of the directors of the Company (the "Directors") and their associates in the shares and underlying shares of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")), as recorded in the register maintained by the Company under Section 352 of the SFO or as otherwise notified to the Company and The Stock Exchange of Hong Kong Limited pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") set out in Appendix 10 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules"), were as follows:

Interests in the Shares, underlying shares and debenture of the Company

董事	擁有權益或視為擁有權益之普通股數目 Number of ordinary shares interested or deemed to be interested					佔本公司 已發行股本 之權益 Approximate percentage of interests in the issued share capital of the Company
	個人權益 Personal interests	家族權益 Family interests	公司權益 Corporate interests	總額 Total	持有購股權數目 Number of options held	
好倉 Long position						
沈世捷 Shum Sai Chit	—	—	—	—	30,000,000	0.46%
池靜超 Chi Jing Chao	—	—	—	—	3,000,000	0.05%
孟健 Meng Jian	—	—	—	—	5,000,000	0.08%
譚偉豪太平紳士(「譚博士」) Tam Wai Ho, Samson JP (“Dr. Tam”)	63,464,000 (附註1) (Note 1)	4,600,000 (附註2) (Note 2)	75,754,236 (附註3) (Note 3)	143,818,236	5,000,000	2.26%
鄭炳文 Kwong Ping Man	—	—	—	—	5,000,000	0.08%
張省本 Cheung Sound Poon	—	—	—	—	5,000,000	0.08%
關毅傑 Kwan Ngai Kit	—	—	—	—	5,000,000	0.08%
淡倉 Short position						
無 Nil						

其他資料(續)

OTHER INFORMATION (CONTINUED)

董事之證券權益(續)

於本公司股份、相關股份及債券之權益(續)

附註：

- (1) 該等股份包括由譚博士及譚偉棠先生(「譚先生」)共同擁有之51,464,000股股份。譚博士直接擁有12,000,000股股份。
- (2) 譚梅嘉慧女士為譚博士之配偶，故根據證券及期貨條例第XV部，譚博士被視為於譚太所擁有之股份中擁有權益。
- (3) 該等股份中，75,754,236股由Earnmill Holdings Limited(「Earnmill Holdings」)(一間由譚博士及譚先生按相同比例最終全資擁有之公司)實益擁有。

DIRECTORS' INTERESTS IN SECURITIES (continued)

Interests in the Shares, underlying shares and debenture of the Company (continued)

Notes:

- (1) Such Shares include the 51,464,000 Shares which are jointly owned by Dr. Tam and Mr. Tam Wai Tong, Thomas ("Mr. Tam"). Dr. Tam directly owns 12,000,000 Shares.
- (2) Mrs. Tam Mui Ka Wai is the spouse of Dr. Tam and therefore Dr. Tam is deemed to be interested in the Shares owned by Mrs. Tam pursuant to Part XV of the SFO.
- (3) Of these shares, 75,754,236 Shares are beneficially owned by Earnmill Holdings Limited ("Earnmill Holdings"), a company which is ultimately wholly owned by Dr. Tam and Mr. Tam, in equal shares.

於相聯法團股份之權益

Interests in the shares of associated corporations

董事	相聯法團名稱	擁有權益或視為擁有權益之普通股數目(好倉) Number of ordinary shares interested or deemed to be interested (long position)				總額	佔相聯 法團已發行 股本之權益 概約百分比 Approximate percentage of interests in the issued share capital of the associated corporation
		個人權益	家族權益	公司權益	總額		
Director	Name of associated corporation	Personal interests	Family interests	Corporate interests	Total		
沈世捷	世紀陽光集團控股有限公司 (「世紀陽光」)	14,666,305 (附註1) (Note 1)	—	—	14,666,305	0.32%	
Shum Sai Chit	Century Sunshine Group Holdings Limited ("Century Sunshine")						
池靜超	世紀陽光	1,633,998 (附註2) (Note 2)	—	—	1,633,998	0.045%	
Chi Jing Chao	Century Sunshine						
關毅傑	世紀陽光	—	2,560,010 (附註3) (Note 3)	—	2,560,010	0.04%	
Kwan Ngai Kit	Century Sunshine						



其他資料(續)

OTHER INFORMATION (CONTINUED)

董事之證券權益(續)

於相聯法團股份之權益(續)

附註：

- (1) 14,666,305 股世紀陽光股份由沈世捷先生直接擁有。
- (2) 1,633,998 股世紀陽光股份由池碧芬女士直接擁有。
- (3) 該等股份包括 2,560,010 股世紀陽光股份由關先生之配偶持有。

除上文所披露者外，於 2019 年 6 月 30 日，各董事或彼等之聯繫人士概無於本公司或其任何相聯法團(定義見證券及期貨條例)之股份及相關股份中擁有任何權益或淡倉。

DIRECTORS' INTERESTS IN SECURITIES (continued)

Interests in the shares of associated corporations (continued)

Notes:

- (1) 14,666,305 shares in Century Sunshine are directly owned by Mr. Shum Sai Chit.
- (2) 1,633,998 shares in Century Sunshine are directly owned by Ms. Chi Bi Fen.
- (3) Such shares include the 2,560,010 shares in Century Sunshine owned by Mr. Kwan's spouse.

Save as disclosed above, at 30 June 2019, none of the Directors or their associates had any interests or short positions in the shares and underlying shares of the Company or any of its associated corporations as defined in the SFO.

其他資料(續)

OTHER INFORMATION (CONTINUED)

主要股東

除上文所披露有關若干董事之權益外，於2019年6月30日，根據本公司按證券及期貨條例第336條存置之主要股東名冊所記載，下列股東曾知會本公司其擁有本公司已發行股本中之相關權益及淡倉：

SUBSTANTIAL SHAREHOLDERS

At 30 June 2019, the register of substantial shareholders kept by the Company pursuant to Section 336 of the SFO shows that other than the interests disclosed above in respect of certain Directors, the following shareholder had notified the Company of relevant interest and short position in the issued capital of the Company:

股東名稱 Name of Shareholder	所持普通股 股份數目(好倉) Number of ordinary shares held (long position)	佔已發行 股本之百分比 % of issued share capital
Ming Xin Developments Limited (附註1) (note 1)	4,761,117,434	72.42
New Bright Group Limited (附註2) (note 2)	4,761,117,434	72.42
世紀陽光(附註3) Century Sunshine (note 3)	4,761,117,434	72.42
池文富(附註4) Chi Wen Fu (note 4)	4,761,117,434	72.42

附註：

- (1) 4,761,117,434股由Ming Xin Developments Limited實益擁有。
- (2) Ming Xin Developments Limited為New Bright Group Limited之全資附屬公司。故此，就證券及期貨條例而言，New Bright Group Limited被視為擁有Ming Xin Developments Limited擁有權益之全部股份之權益。
- (3) New Bright Group Limited為世紀陽光之全資附屬公司。故此，就證券及期貨條例而言，世紀陽光被視為擁有Ming Xin Developments Limited擁有權益之全部股份之權益。
- (4) 池文富先生在世紀陽光(Ming Xin Developments Limited之最終控股公司)股東大會上控制三分之一或以上表決權。故此，就證券及期貨條例而言，池文富先生被視為擁有Ming Xin Developments Limited擁有權益之全部股份之權益。

除上文所披露者外，於2019年6月30日，本公司概無接獲任何人士知會其於本公司股份或相關股份中擁有根據證券及期貨條例須向本公司披露之權益或淡倉。

Note:

- (1) 4,761,117,434 shares are beneficially owned by Ming Xin Developments Limited;
- (2) Ming Xin Developments Limited is a wholly-owned subsidiary of New Bright Group Limited. As such, New Bright Group Limited is deemed to be interested in all the shares in which Ming Xin Developments Limited is interested by virtue of the SFO.
- (3) New Bright Group Limited is a wholly-owned subsidiary of Century Sunshine. As such, Century Sunshine is deemed to be interested in all the shares in which Ming Xin Developments Limited is interested by virtue of the SFO.
- (4) Mr. Chi Wen Fu controls more than one-third or more of the voting power at general meetings of Century Sunshine (the ultimate holding company of Ming Xin Developments Limited). As such, Mr. Chi Wen Fu is deemed to be interested in all the shares in which Ming Xin Developments Limited is interested by virtue of the SFO.

Save as disclosed above, at 30 June 2019, the Company had not been notified by any persons who had interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the SFO.



其他資料(續)

OTHER INFORMATION (CONTINUED)

購買、出售或贖回本公司之上 市證券

本公司及其任何附屬公司於期內概無購買、出售或贖回本公司任何上市證券。

審核委員會

審核委員會成員包括三名獨立非執行董事，即鄭炳文先生(審核委員會主席)、張省本先生及關毅傑先生。於回顧期內，審核委員會已舉行兩次會議，以檢討本集團所採納之會計原則及政策，並討論內部監控及財務匯報事宜。審核委員會已審閱本集團截至2019年6月30日止六個月之未經審核綜合中期業績。

審核委員會對提升本公司企業管治作出正面貢獻。

企業管治常規

截至2019年6月30日止六個月內，本公司一直遵守香港聯合交易所有限公司證券上市規則(「上市規則」)附錄14所載之企業管治守則(「守則」)，惟以下偏離情況除外：

根據守則條文第A.6.7條，獨立非執行董事及其他非執行董事須出席股東大會，並對股東之意見有公正的瞭解。

- 非執行董事孟健教授、非執行董事譚偉豪博士太平紳士及獨立非執行董事關毅傑先生因有其他事項處理而無法出席於2019年6月26日舉行的股東週年大會。

根據守則條文第A.2.1條，主席與行政總裁(「行政總裁」)之角色須分開，不應由同一人擔任。然而，在本公司現時之公司架構下，主席及行政總裁之角色並無分開，現時沈世捷先生同時擔任此兩項職務。沈先生自2015年起一直致力負責公司的整體管理工作，而現時之安排可以提高本公司的企業決策及執行效率，有助本公司於現階段更高效地發展。董事會將不時審閱現有架構，並於董事會認為適當時作出必要安排。

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

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

AUDIT COMMITTEE

The Audit Committee comprises three Independent Non-executive Directors, namely Mr. Kwong Ping Man (Chairman of the Audit Committee), Mr. Cheung Sound Poon and Mr. Kwan Ngai Kit. During the period under review, the Audit Committee has held two meetings to review the accounting principles and practices adopted by the Group and discuss internal control and financial reporting matters. The Audit Committee has reviewed the unaudited consolidated interim results of the Group for the six months ended 30 June 2019.

The Audit Committee has made positive contribution to enhancing the Company's corporate governance.

CORPORATE GOVERNANCE PRACTICES

During the six months ended 30 June 2019, the Company has complied with the Code on Corporate Governance Practices (the "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"), save for the deviations as follows:

Under code provision A.6.7, independent non-executive directors and other non-executive directors should also attend general meetings and develop a balanced understanding of the views of shareholders.

- Professor Meng Jian (being a non-executive Director), Dr. Tam Wai Ho JP (being a non-executive Director) and Mr. Kwan Ngai Kit (being an independent non-executive Director) were unable to attend the annual general meeting held on 26 June 2019 as they were obliged to be away for other matters.

Under code provision A.2.1, the roles of chairman and chief executive officer (the "CEO") should be separated and should not be performed by the same individual. However, there is no separation between the roles of chairman and CEO under the current corporate structure of the Company. Mr. Shum Sai Chit currently holds a dual role as the Chairman and the CEO. Mr. Shum had been in charge of the overall management of the Company since 2015 and the Company considered that such arrangement would promote the efficient formulation and implementation of the Company's strategies which would enable the Group to further develop its businesses effectively at this stage. The Board will review the current structure from time to time and shall make necessary arrangements when the Board considers appropriate.



其他資料(續)

OTHER INFORMATION (CONTINUED)

董事進行證券交易之標準守則

本公司已採納上市規則附錄10所載有關董事進行證券交易之標準守則(「標準守則」)，以不遜於標準守則之條款，作為其有關董事進行證券交易之行為守則。經向所有董事作出特定查詢後，於截至2019年6月30日止六個月內，所有董事確認彼等均已遵守標準守則之必守標準。

承董事會命
稀鎂科技集團控股
有限公司
主席
沈世捷

香港，2019年8月30日

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code for Securities Transactions by Directors (the "Model Code") set out in Appendix 10 to the Listing Rules as its code of conduct regarding securities transactions by the Directors on terms no less exactly than the required standard set out in the Model Code. Having made specific enquiry of all Directors, all Directors confirmed that they have complied with the required standard set out in the Model Code throughout the six months ended 30 June 2019.

By order of the Board
**Rare Earth magnesium Technology
Group Holdings Limited**
Shum Sai Chit
Chairman

Hong Kong, 30 August 2019



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稀镁科技集團控股有限公司
Rare Earth Magnesium Technology Group Holdings Limited