

寶峰時尚

# boree

## 2020

### 中期報告

#### INTERIM REPORT



[www.baofengmodern.com](http://www.baofengmodern.com)  
Stock Code :1121



寶峰時尚國際控股有限公司  
(於開曼群島註冊成立的有限公司)  
股份代號:1121

Baofeng Modern International Holdings Company Limited  
(Incorporated in the Cayman Islands with limited liability)

## BOARD OF DIRECTORS

### Executive Directors

Mr. ZHENG Jingdong (Chairman)  
Mr. LEUNG Tsz Chung (Vice-chairman)

### Non-Executive Director

Ms. LIN Weihuan

### Independent Non-Executive Directors

Ms. AN Na  
Mr. CHEN Shaohua  
Professor ZHAO Jinbao

## BOARD COMMITTEES

### Audit Committee

Mr. CHEN Shaohua (Chairperson)  
Professor ZHAO Jinbao  
Ms. AN Na

### Remuneration Committee

Ms. AN Na (Chairperson)  
Professor ZHAO Jinbao  
Mr. CHEN Shaohua

### Nomination Committee

Professor ZHAO Jinbao (Chairperson)  
Mr. CHEN Shaohua  
Ms. AN Na

## COMPANY SECRETARY

Mr. IP Pui Sum

## AUTHORISED REPRESENTATIVES

Mr. ZHENG Jingdong  
Mr. LEUNG Tsz Chung

## STOCK CODE

01121

## 董事會

### 執行董事

鄭景東先生 (主席)  
梁子冲先生 (副主席)

### 非執行董事

林煒歡女士

### 獨立非執行董事

安娜女士  
陳少華先生  
趙金保教授

## 董事委員會

### 審核委員會

陳少華先生 (主席)  
趙金保教授  
安娜女士

### 薪酬委員會

安娜女士 (主席)  
趙金保教授  
陳少華先生

### 提名委員會

趙金保教授 (主席)  
陳少華先生  
安娜女士

## 公司秘書

葉沛森先生

## 授權代表

鄭景東先生  
梁子冲先生

## 股份代號

01121

# Corporate Information

## 公司資料

### COMPANY WEBSITE

www.baofengmodern.com

### HEAD OFFICE IN THE PRC

Huoju Industrial Zone  
Jiangnan Town  
Licheng District  
Quanzhou City  
Fujian Province  
PRC

### PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Room 504, 5/F  
OfficePlus @Sheung Wan  
93-103 Wing Lok Street  
Sheung Wan  
Hong Kong

### REGISTERED OFFICE

Cricket Square  
Hutchins Drive, P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

### CAYMAN ISLANDS PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

SMP Partners (Cayman) Limited  
Royal Bank House - 3rd Floor  
24 Shedden Road, P.O.Box 1586  
Grand Cayman KY1-1110  
Cayman Islands

### HONG KONG SHARE REGISTRAR

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

### AUDITORS

Confucius International CPA Limited

### PRINCIPAL BANKERS

Bank of China (Hong Kong)  
China Construction Bank

### 公司網站

www.baofengmodern.com

### 中國總部

中國  
福建省  
泉州市  
鯉城區  
江南鎮  
火炬工業區

### 香港主要營業地點

香港  
上環  
永樂街93-103號  
協成行上環中心  
5樓504室

### 註冊辦事處

Cricket Square  
Hutchins Drive, P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

### 開曼群島主要股份過戶登記處

SMP Partners (Cayman) Limited  
Royal Bank House - 3rd Floor  
24 Shedden Road, P.O.Box 1586  
Grand Cayman KY1-1110  
Cayman Islands

### 香港證券登記處

卓佳證券登記有限公司  
香港  
皇后大道東183號  
合和中心54樓

### 核數師

天健國際會計師事務所有限公司

### 主要往來銀行

中國銀行(香港)  
中國建設銀行

# Contents

## 目錄

Corporate Information	公司資料	1
Financial Highlights	財務概要	4
Management Discussion and Analysis	管理層討論及分析	5
Other Information	其他資料	14
Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income	簡明綜合損益及其他全面收益表	25
Condensed Consolidated Statement of Financial Position	簡明綜合財務狀況表	26
Condensed Consolidated Statement of Changes in Equity	簡明綜合權益變動表	28
Condensed Consolidated Statement of Cash Flows	簡明綜合現金流量表	29
Notes to the Condensed Consolidated Financial Statements	簡明綜合財務報表附註	30

# Financial Highlights

## 財務概要

		Six months ended 30 June 截至六月三十日止六個月		
		2020 二零二零年 RMB'000 人民幣千元 (unaudited) (未經審核)	2019 二零一九年 RMB'000 人民幣千元 (unaudited) (未經審核)	Increase/ (decrease) 增加/ (減少) % Change %變動
Revenue (Total)	收益 (總額)	48,240	99,948	(51.7)%
Revenue (Boree Products)	收益 (寶人牌產品)	1,150	1,110	3.6%
Revenue (Graphene-based Products)	收益 (石墨烯產品)	412	546	(24.5)%
Revenue (OEM Business)	收益 (OEM業務)	46,678	98,292	(52.5)%
Gross profit	毛利	6,008	19,016	(68.4)%
Loss for the period	期內虧損	(11,412)	(40,255)	(71.7)%
Shareholders' equity	股東權益	37,690	320,746	(88.2)%

		Six months ended 30 June 截至六月三十日止六個月	
		2020 二零二零年 (unaudited) (未經審核)	2019 二零一九年 (unaudited) (未經審核)
<b>Profitability data</b> (RMB million)		<b>盈利能力數據</b> (人民幣百萬元)	
Revenue	收益	48.2	99.9
Gross profit	毛利	6.0	19.0
Loss for the period	期內虧損	(11.4)	(40.3)
<b>Profitability ratios (%)</b>		<b>盈利能力比率 (%)</b>	
Gross profit margin	毛利率	12.5	19.0
Net loss margin	淨虧損率	(23.7)	(40.3)
<b>Assets and liabilities data</b> (RMB million)		<b>資產及負債數據</b> (人民幣百萬元)	
Non-current assets	非流動資產	162.9	415.1
Current assets	流動資產	76.9	116.3
Current liabilities	流動負債	199.4	203.5
Non-current liabilities	非流動負債	2.7	7.2
Shareholders' equity	股東權益	37.7	320.7
<b>Asset and working capital data</b>		<b>資產及營運資金數據</b>	
Current asset ratios (%)	流動資產比率 (%)	32.1%	21.9%
Current ratios (time)	流動比率 (倍)	0.4x	0.6x
Debt ratios (%)	負債比率 (%)	84.1%	39.3%

# Management Discussion & Analysis

## 管理層討論及分析

Although the production of Baofeng Modern International Holdings Company Limited (the “Company”) and its subsidiaries (collectively referred to as the “Group”) have fully resumed, the global outbreak of the novel coronavirus (“COVID-19”) epidemic and the associated lockdowns and social distancing measures have severely affected the consumer demand and the quantity ordered, resulting in a decline in the sales of the Group, especially for the Original Equipment Manufacturer (“OEM”) Business, in the first half of the year. During the six months ended 30 June 2020 (the “Period”), the Group recorded a decrease in revenue of approximately RMB51.7 million or 51.7% to approximately RMB48.2 million (2019: RMB99.9 million).

Due to the contraction in the consumer demand, some major customers of the OEM Business asked for price cut, the Group was forced to reduce its gross profit margin to retain existing customers. Therefore, the gross profit margin of the Group dropped to approximately 12.5% for the Period as compared to approximately 19.0% for the corresponding period in 2019.

The Group recorded a net loss for the Period of approximately RMB11.4 million, as compared with the net loss of approximately RMB40.3 million of last corresponding period. Such decrease in net loss was mainly attributable to (i) decrease in amortisation of intangible assets of approximately RMB20.3 million; (ii) fair value gain on investment properties of approximately RMB14.0 million; (iii) decrease in employee benefit expenses of approximately RMB9.0 million; net-off by (iv) decrease in gross profit of approximately RMB13.0 million.

儘管寶峰時尚國際控股有限公司（「本公司」）及其附屬公司（統稱為「本集團」）已全面恢復正常生產，新型冠狀病毒（「COVID-19」）疫情的全球爆發及相關的封鎖及社交距離措施嚴重影響消費者需求及訂貨量，導致本集團上半年的銷售（尤其是原設備製造商（「OEM」）業務）有所下降。於截至二零二零年六月三十日止六個月（「本期間」），本集團錄得收益減少約人民幣51,700,000元或51.7%至約人民幣48,200,000元（二零一九年：人民幣99,900,000元）。

由於消費者需求收縮，OEM業務的若干主要客戶要求減價，本集團被迫降低其毛利率以挽留現有客戶。因此，本集團於本期間的毛利率較二零一九年同期的約19.0%下跌至約12.5%。

本集團於本期間錄得淨虧損約人民幣11,400,000元，而去年同期之淨虧損約為人民幣40,300,000元。有關淨虧損減少主要是由於(i)無形資產攤銷減少約人民幣20,300,000元；(ii)投資物業之公平值收益約人民幣14,000,000元；(iii)僱員福利開支減少約人民幣9,000,000元；及(iv)毛利減少約人民幣13,000,000元互相抵銷所致。

# Management Discussion & Analysis

## 管理層討論及分析

### FINANCIAL REVIEW

#### Revenue by Product Category

### 財務回顧

#### 按產品類別分類的收益

		Six months ended 30 June 截至六月三十日止六個月		
		2020 二零二零年 RMB'000 人民幣千元 (unaudited) (未經審核)	2019 二零一九年 RMB'000 人民幣千元 (unaudited) (未經審核)	Increase/ (decrease) 增加/ (減少) % change %變動
Revenue (Boree Products)	收益(寶人牌產品)	1,150	1,110	3.6%
Revenue (Graphene-based Products)	收益(石墨烯產品)	412	546	(24.5)%
Revenue (OEM Business)	收益(OEM業務)	46,678	98,292	(52.5)%
Revenue (Total)	收益(總額)	48,240	99,948	(51.7)%

During the Period, the revenue of the Group decreased by approximately RMB51.7 million or 51.7% to approximately RMB48.2 million (2019: RMB99.9 million). Revenue of Boree branded slippers, sandals and casual footwear ("Boree Products") remained stable, maintaining similar sales level of approximately RMB1.1 million as compared with the corresponding period of last year (2019: RMB1.1 million).

The global outbreak of the COVID-19 epidemic and the associated lockdowns and social distancing measures have a serious impact on customer demand for non-essential retail goods. Therefore, the Group's major OEM customers in the United States of America ("US") requested to postpone the delivery time of some orders, resulting in a drop in revenue of 52.5% to approximately RMB46.7 million (2019: RMB98.3 million). The gross profit margin of the OEM Business was also greatly reduced as some major customers of the OEM Business asked for price cut, the Group was forced to reduce its gross profit margin to retain existing customers.

於本期間，本集團收益下降約人民幣51,700,000元或51.7%至約人民幣48,200,000元(二零一九年：人民幣99,900,000元)。寶人牌拖鞋、涼鞋及休閒鞋(「寶人牌產品」)的收益與去年同期比較維持類似水平，為約人民幣1,100,000元(二零一九年：人民幣1,100,000元)。

全球爆發COVID-19疫情及相關的封鎖及社交距離措施嚴重影響消費者對非必需零售商品的需求。因此，本集團的美利堅合眾國(「美國」)主要OEM客戶要求推遲若干訂單的交付時間，導致收益下跌52.5%至約人民幣46,700,000元(二零一九年：人民幣98,300,000元)。由於OEM業務的若干主要客戶要求減價，本集團被迫降低其毛利率以挽留現有客戶，故OEM業務的毛利率亦大幅減少。

Revenue of the graphene-based ethylene-vinyl acetate (“EVA”) foam material (“Graphene-based EVA Foam Material”) and slippers (“Graphene-based Slippers”), and graphene deodorizing and sterilizing chips for air purifiers and air conditioners (“Sterilizing Chips”) (collectively as “Graphene-based Products”) amounted to approximately RMB0.4 million (2019: RMB0.5 million) during the Period. Due to the outbreak of the COVID-19 epidemic, the launch of the new generation of do-it-yourself automated vending system was delayed to August 2020. As a result, revenue of Graphene-based Products slightly decreased during the Period. However, as the epidemic has bolstered the growing trend of customers staying at home and shopping online, the Group allocated more resources on online sales in the People’s Republic of China (“PRC”) and focused on the design and sales of indoor slippers. The newly launched indoor graphene-based sterilizing slippers “Graphener” were favored by consumers and the sales are expected to grow continuously in the second half of the year.

### Selling and Distribution Expenses

During the Period, selling and distribution expenses decreased by 39.0% to approximately RMB4.0 million as compared with that of last corresponding period (2019: RMB6.5 million), which accounted for 8.2% (2019: 6.5%) of the Group’s revenue. The decrease was mainly attributable to the decline in sales during the Period.

### General and Administrative Expenses

General and administrative expenses recorded a decrease of approximately RMB4.6 million or 18.9% to approximately RMB19.9 million for the Period (2019: RMB24.5 million), which was mainly attributable to the decrease in share-based payment expenses of approximately RMB3.5 million in relation to the share options granted by the Company.

### Liquidity and Financial Resources

During the Period, net cash inflow from operating activities of the Group amounted to approximately RMB6.0 million, representing an increase of approximately RMB4.0 million or 200.7% compared with that of last corresponding period (2019: RMB2.0 million). As at 30 June 2020, cash and bank balances were approximately RMB10.7 million, representing an increase of 162.0% as compared with approximately RMB4.1 million as at 31 December 2019. As at 30 June 2020, around 90.6% and 7.4% of the Group’s cash and bank balances were denominated in Renminbi and US dollars respectively. As at 30 June 2020, the short term borrowings of the Group were approximately RMB121.0 million (31 December 2019: RMB114.2 million). All loans were denominated in Renminbi with fixed interest rates and repayable within one year.

於本期間，石墨烯乙炔-醋酸乙炔共聚物（「EVA」）發泡材料（「石墨烯EVA發泡材料」）及拖鞋（「石墨烯拖鞋」），以及用於空氣淨化器和空調的石墨烯除臭及殺菌芯片（「殺菌芯片」）（統稱為「石墨烯產品」）的收益約人民幣400,000元（二零一九年：人民幣500,000元）。由於COVID-19疫情的爆發，新一代自助自動售貨系統延至二零二零年八月推出，因此，本期間石墨烯產品的收益輕微下降。然而，由於疫情促進客戶居家及線上購物的增長趨勢，故本集團分配更多資源至中華人民共和國（「中國」）線上銷售，並專注於室內拖鞋設計及銷售。新推出的室內石墨烯殺菌拖鞋「烯元鞋」受消費者青睞，預期本年度下半年的銷售將持續增長。

### 銷售及分銷開支

於本期間，銷售及分銷開支較去年同期下降39.0%至約人民幣4,000,000元（二零一九年：人民幣6,500,000元），佔本集團收益的8.2%（二零一九年：6.5%）。下降主要是由於本期間銷售下降所致。

### 一般及行政開支

於本期間，一般及行政開支錄得約人民幣4,600,000元或18.9%的下降至約人民幣19,900,000元（二零一九年：人民幣24,500,000元），主要是由於有關本公司授出購股權之以股份支付的開支下降約人民幣3,500,000元。

### 流動資金及財務資源

於本期間，本集團經營活動之現金流入淨額約人民幣6,000,000元，較去年同期增加約人民幣4,000,000元或200.7%（二零一九年：人民幣2,000,000元）。於二零二零年六月三十日，現金及銀行結餘約人民幣10,700,000元，較二零一九年十二月三十一日的現金及銀行結餘約人民幣4,100,000元增加約162.0%。於二零二零年六月三十日，本集團的現金及銀行結餘約90.6%及7.4%分別以人民幣及美元計值。於二零二零年六月三十日，本集團短期借貸約人民幣121,000,000元（二零一九年十二月三十一日：人民幣114,200,000元）。所有貸款均以人民幣計值，利率固定及須於一年內償還。



# Management Discussion & Analysis

## 管理層討論及分析

As at 30 June 2020, the gearing ratio of the Group was 530.2% (31 December 2019: 466.4%). Gearing ratio was calculated as total debt divided by the total equity. Total debt refers to the total liability minus the sum of tax payable, dividend payable and deferred tax liability.

### Capital Structure

As at 1 January 2020 and 30 June 2020, the Company had 1,486,859,608 ordinary shares of the Company (the "Shares") in issue and a paid-up capital of approximately RMB99,310,000.

### Significant Investments, Material Acquisitions and Disposals

During the Period, the Group did not have any other significant investments, material acquisitions and disposals.

### Pledge of Assets

As at 30 June 2020, the bills payables were secured by a pledge of the Group's time deposits amounting to approximately RMB2.0 million (31 December 2019: RMB3.9 million). As at 30 June 2020, the bank borrowings of the Group were secured by a pledge of the Group's buildings with carrying amount of approximately RMB4.8 million (31 December 2019: RMB6.1 million), leasehold lands and certain of investment property with carrying amounts of approximately RMB4.3 million and approximately RMB30.2 million (31 December 2019: leasehold land of RMB26.2 million).

### Contingent Liabilities

As at 30 June 2020 and 31 December 2019, there were no material contingent liabilities.

### Foreign Exchange Risk

During the Period, the revenue of the Group were mainly denominated in US dollars and Renminbi. The cost of sales and operating expenses were mainly denominated in Renminbi. Management of the Group monitors the foreign exchange risk and will consider hedging significant foreign currency risk exposure if necessary.

於二零二零年六月三十日，本集團的槓桿比率為530.2%（二零一九年十二月三十一日：466.4%）。槓桿比率為總債務除以總權益。總債務為總負債減應付稅項、應付股息及遞延稅項負債的總和。

### 資本架構

於二零二零年一月一日及二零二零年六月三十日，本公司有1,486,859,608股已發行本公司普通股（「股份」），繳足股本約人民幣99,310,000元。

### 重大投資、重大收購及出售

於本期間，本集團並無進行任何其他重大投資、重大收購及出售。

### 資產抵押

於二零二零年六月三十日，應付票據由本集團定期存款約人民幣2,000,000元（二零一九年十二月三十一日：人民幣3,900,000元）作出抵押。於二零二零年六月三十日，本集團銀行借貸由本集團賬面值約人民幣4,800,000元（二零一九年十二月三十一日：人民幣6,100,000元）的樓宇、賬面值約人民幣4,300,000元及約人民幣30,200,000元的租賃土地及若干投資物業（二零一九年十二月三十一日：租賃土地人民幣26,200,000元）作出抵押。

### 或然負債

於二零二零年六月三十日及二零一九年十二月三十一日，並無重大或然負債。

### 外匯風險

於本期間，本集團的收益主要以美元及人民幣計值。銷售成本及經營開支主要以人民幣計值。本集團管理層監控外匯風險，並將考慮在必要時對沖重大外幣風險敞口。

# Management Discussion & Analysis

## 管理層討論及分析

### Debt Ratio

As at 30 June 2020, the debt ratio of the Group was 84.1% (31 December 2019: 82.3%). Debt ratio was calculated as total debt divided by the total equity plus total debt. Total debt refers to the total liability minus the sum of tax payable, dividend payable and deferred tax liability.

### Human Resources

As at 30 June 2020, the Group had a total of approximately 530 employees (31 December 2019: 740 employees), with total staff costs for the Period, including directors' remuneration, amounted to approximately RMB21,884,000 (2019: RMB30,875,000). The Group's emolument policies are based on the merit, qualifications and competence of individual employee and are reviewed by the remuneration committee periodically. The emoluments of the directors of the Company (the "Directors") are recommended by the remuneration committee and are decided by the board of Directors (the "Board") having regard to the Group's operating results, individual performance and comparable market statistics. The Company also adopted a share option scheme (the "Share Option Scheme") on 8 January 2011 to motivate and reward its Directors and eligible employees.

### Use of Net Proceeds From the Subscription of New Shares

As disclosed in the Company's announcements dated 9 November 2018, 12 November 2018, 8 March 2019 and 29 May 2019, Venus Capital Fund and Mr. Chiu Hsin-Wang ("Mr. Chiu"), the two independent subscribers, subscribed for a total of 182,800,000 new Shares of US\$0.01 each at a subscription price of HK\$0.27 per subscription share which were completed on 8 March 2019 (the "Subscription"). The closing market price was HK\$0.33 per Share on the date on which the terms of the Subscription were fixed. The gross proceeds from the Subscription was approximately HK\$49,356,000 (equivalent to approximately RMB43,175,000), and the net proceeds (after deducting the relevant expenses incurred in the Subscription) was approximately HK\$49,136,000 (equivalent to approximately RMB42,982,000). The net subscription price, after deducting relevant expenses, was approximately HK\$0.27 per subscription share.

### 負債比率

於二零二零年六月三十日，本集團的負債比率為84.1%（二零一九年十二月三十一日：82.3%）。負債比率為總債務除以總權益與總債務之和。總債務為總負債減應付稅項、應付股息及遞延稅項負債的總和。

### 人力資源

於二零二零年六月三十日，本集團共有約530名僱員（二零一九年十二月三十一日：740名僱員），本期間的總員工成本（包括董事薪酬）約人民幣21,884,000元（二零一九年：人民幣30,875,000元）。本集團的薪酬政策乃基於個別僱員的長處、資格及能力釐定，並由薪酬委員會定期檢討。本公司董事（「董事」）酬金由薪酬委員會經參考本集團的營運業績、個別表現及可比較市場統計數據而提出建議，並由董事會（「董事會」）決定。本公司亦於二零一一年一月八日採納一項購股權計劃（「購股權計劃」），以鼓勵及嘉許其董事及合資格僱員。

### 認購新股所得款項淨額用途

就本公司日期為二零一八年十一月九日、二零一八年十一月十二日、二零一九年三月八日及二零一九年五月二十九日之公告所披露，兩名獨立認購人（Venus Capital Fund及邱新旺先生（「邱先生」））已按認購價每股認購股份0.27港元認購合共182,800,000股每股面值0.01美元的新股份（已於二零一九年三月八日完成）（「認購事項」）。股份於釐定認購事項條款當日之收市價為每股0.33港元。認購事項之所得款項總額約為49,356,000港元（相當於約人民幣43,175,000元），及所得款項淨額（經扣除認購事項之相關開支後）約為49,136,000港元（相當於約人民幣42,982,000元）。每股認購股份的認購價格淨額（經扣除相關開支後）約為0.27港元。

## Management Discussion & Analysis

### 管理層討論及分析

The Directors considered that the Subscription represented an opportunity to raise additional funding for research and development of carbon-based energy storage batteries in order to develop new markets and new business, and provide working capital to the Group to meet any financial obligations of the Group.

The utilisation of the net proceeds as at 30 June 2020 is set out as follows:

董事認為，認購事項為本集團籌集額外資金以投入更多資源研發碳基儲能電池，以開發新市場及新業務之機會，並為本集團提供營運資金以滿足本集團任何財務責任。

於二零二零年六月三十日，所得款項淨額的動用情況載列如下：

Nature	Intended use of the net proceeds	Amount of the net proceeds utilised up to 31 December 2019	Amount of the net proceeds utilised during the period ended 30 June 2020	Balance of the net proceeds unutilised as at 30 June 2020
		截至二零一九年十二月三十一日止 已動用所得款項 淨額金額 RMB'000 人民幣千元	截至二零二零年六月三十日止期間 已動用所得款項 淨額金額 RMB'000 人民幣千元	於二零二零年六月三十日 未動用所得款項 淨額結餘 RMB'000 人民幣千元
Research and development of carbon application products (Note 1)	研發碳應用產品 (附註1)	18,853	15,709	2,532
Settlement of payables owing to Bluestone Technologies (Cayman) Limited ("Bluestone") (Note 2)	結價應付藍石科技(開曼)有限公司(「藍石」)的應付款項 (附註2)	8,678	8,678	-
General working capital (Note 3)	一般營運資金 (附註3)	15,451	15,451	-
Total:	總計:	42,982	39,838	2,532

# Management Discussion & Analysis

## 管理層討論及分析

### Notes:

1. After detailed research on equipment procurement, the Group decided to use production equipment from battery manufacturers in the market for the Group's production, so it only needs to set up a battery research and development line which requires less fund than expected. As a result, the intended use of the net proceeds of approximately HK\$9,971,000 (equivalent to approximately RMB8,678,000) was changed to "Settlement of payables owing to Bluestone" and approximately HK\$9,000,000 (equivalent to approximately RMB7,726,000) was changed to "General working capital" respectively from the original intended use for the "Research and development of carbon application products" during the year ended 31 December 2019. It is expected that the remaining balance of the net proceeds allocated for the "Research and development of carbon application products" will be utilised in the financial year ending 31 December 2020.
2. After detailed research on equipment procurement, the Group decided to use production equipment from battery manufacturers in the market for the Group's production, so it only needs to set up a battery research and development line which requires less fund than expected. As a result, the intended use of the net proceeds of approximately HK\$9,971,000 (equivalent to approximately RMB8,678,000) was changed from "Research and development of carbon application products" to "Settlement of payables owing to Bluestone" during the year and was fully utilised during the year ended 31 December 2019.
3. After detailed research on equipment procurement, the Group decided to use production equipment from battery manufacturers in the market for the Group's production, so it only needs to set up a battery research and development line which requires less fund than expected. As a result, the intended use of the net proceeds of approximately HK\$9,000,000 (equivalent to approximately RMB7,726,000) was changed from "Research and development of carbon application products" to "General working capital" during the year ended 31 December 2019. The balance of the net proceeds allocated for the "General working capital" was fully utilised during the year ended 31 December 2019.

### 附註：

1. 經過設備採購之詳細調研後，本集團決定利用市場上電池生產廠家的產線設備為本集團代工生產，因此本集團只須建立一條電池研發線，所需資金較預期為低，因此，所得款項淨額約9,971,000港元（相當於約人民幣8,678,000元）及約9,000,000港元（相當於約人民幣7,726,000元）的擬定用途於截至二零一九年十二月三十一日止年度內分別由原本擬定用途「研發碳應用產品」變更為「結償應付藍石的應付款項」及「一般營運資金」。預期分配予「研發碳應用產品」的所得款項淨額餘額將於截至二零二零年十二月三十一日之財政年度內使用。
2. 經過設備採購之詳細調研後，本集團決定利用市場上電池生產廠家的產線設備為本集團代工生產，因此本集團只須建立一條電池研發線，所需資金較預期為低，因此，所得款項淨額約9,971,000港元（相當於約人民幣8,678,000元）的擬定用途於年內由「研發碳應用產品」變更為「結償應付藍石的應付款項」，該款項於截至二零一九年十二月三十一日止年度內已全數使用。
3. 經過設備採購之詳細調研後，本集團決定利用市場上電池生產廠家的產線設備為本集團代工生產，因此本集團只須建立一條電池研發線，所需資金較預期為低，因此，所得款項淨額約9,000,000港元（相當於約人民幣7,726,000元）的擬定用途於截至二零一九年十二月三十一日止年度內由「研發碳應用產品」變更為「一般營運資金」。分配予「一般營運資金」的所得款項淨額餘額於截至二零一九年十二月三十一日止年度內已全數使用。

# Management Discussion & Analysis

## 管理層討論及分析

### BUSINESS REVIEW AND FUTURE PROSPECTS

The revenue of the Group for the Period was approximately RMB48.2 million, representing a drop of approximately RMB51.7 million in comparison to approximately RMB99.9 million for the corresponding period in 2019, which was due to the decrease in revenue of OEM Business. Due to the global outbreak of the COVID-19 epidemic and the associated lockdowns and social distancing measures, the consumer demand for non-essential retail goods was severely affected. Thus the Group's major OEM customers in the US requested to postpone the delivery time of some orders, resulting in a decrease in revenue of approximately RMB51.6 million in the OEM Business. The Group expects the delayed customers orders in the first half of the year will gradually resume in the second half of the year. Based on the information currently available, the sales of the OEM Business in July and August are expected to increase year-on-year.

Due to the lockdowns and social distancing measures, more people are forced to stay at home. Instead of shopping in physical stores, more and more people choose to shop online. In the view of this, the Group allocated more resources on online sales in the PRC and focused on the design and sales of indoor slippers. The newly launched indoor graphene-based sterilizing slippers "Graphener" were favored by consumers and the sales are expected to grow continuously in the second half of the year.

For other graphene application products, the Group has launched three models of air sterilizers "Graphenix" and has sent samples to an overseas well-known producer of air conditioning system for testing and recognition. Graphenix is specially designed to kill viruses and bacteria that cause allergies and respiratory system discomfort and different models are designed for household and for places with strict requirements on air quality, such as workplace, studio, and other demanding indoor environment. The feedback from this customer is positive and a first order of small quantity is received. The Group is negotiating with this customer on the terms and expects a bigger order would be placed by this customer in the second half of the year. As there is a strong demand in the public for air purifier and sterilizer due to the outbreak of the epidemic, the Group expects the air sterilizer "Graphenix" would become the key product of the Graphene-based Products segment in the future.

### 業務回顧及未來前景

本集團於本期間的收益約為人民幣48,200,000元，較二零一九年同期的約人民幣99,900,000元下跌約人民幣51,700,000元，此乃由於OEM業務收益減少所致。由於全球爆發COVID-19疫情及相關的封鎖及社交距離措施，消費者對非必需零售商品的需求受到嚴重影響。因此本集團的美國主要OEM客戶要求推遲若干訂單的交付時間，導致OEM業務收益減少約人民幣51,600,000元。本集團預期本年度上半年的延遲客戶訂單將於下半年逐漸恢復。根據當前可用資料，預期OEM業務七月及八月的銷售將與去年同比增加。

由於封鎖及社交距離措施，更多市民被迫留於家中，越來越多市民選擇在線上購物以代替到實體店購物。有鑒於此，本集團分配更多資源至中國線上銷售，並專注於室內拖鞋設計及銷售。新推出的室內石墨烯殺菌拖鞋「烯元鞋」受消費者青睞，預期本年度下半年的銷售將持續增長。

就其他石墨烯應用產品而言，本集團已推出三款型號的空氣殺菌器「Graphenix」，並將樣品送交一家國外知名空調系統製造商進行測試及認可。Graphenix專門設計用於殺死引起過敏和呼吸系統不適的病毒及細菌，且針對家庭及對空氣質量有嚴格要求的場所（如工作場所、工作室及其他嚴格要求的室內環境）設計不同型號。該客戶的反饋正面，且本集團已收到第一筆小額訂單。本集團正與該客戶磋商條款，並預期該客戶於本年度下半年下達較大訂單。由於疫情爆發，公眾對空氣淨化器及殺菌器的需求強勁，本集團預計空氣殺菌器「Graphenix」將在未來成為石墨烯產品分部的主要產品。

## Management Discussion & Analysis

### 管理層討論及分析

After paying continuous effort and capital investment in the past few years, the Group gradually transformed from a traditional manufacturing company to a material technology company and started to diversify our business to environmental protection and energy related field. The Group set up a carbon-based energy storage batteries research and development line in the first half of 2019. The Group has sent samples to our cooperative parties for joint production for testing and met all the required standards in the first round testing and targets to complete all testings in 2020. The Group aims to produce low cost and long useful life carbon-based energy storage batteries including energy storage batteries for solar power stations and grid systems, and batteries for electric vehicles and expects to further reduce the cost and extend the useful life of carbon-based energy storage batteries in the second half of 2020. After the mass production, the Group would be able to enter the energy storage industry, which would become the driving force of higher profit growth for the future.

經過過去幾年的不懈努力及資金投入，本集團已逐漸由傳統製造企業轉型為材料科技公司，並開始將業務擴展至環保及能源相關領域。本集團於二零一九年上半年建立了一條碳基儲能電池研發線。本集團已將樣品送交聯合生產的合作方以進行測試，並於第一輪測試達致所有規定標準，且計劃於二零二零年完成所有測試。本集團旨在生產低成本及使用壽命長的碳基儲能電池，包括提供予太陽能電站及電網系統的儲能電池，以及予電動汽車的電池，且有望於二零二零年下半年進一步降低成本並延長碳基儲能電池的使用壽命。於量產後，本集團將能夠進入儲能行業，這將成為未來更高利潤增長的推動力。

## Other Information

### 其他資料

#### DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 30 June 2020, the interests and short positions of the Directors and the chief executives of the Company in the Shares, underlying Shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")), which were required (i) to be notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions in which they were taken or deemed to have under such provisions of the SFO); (ii) pursuant to section 352 of the SFO, to be entered in the register maintained by the Company referred to therein; or (iii) pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") contained in Appendix 10 to the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules") to be notified to the Company and the Stock Exchange were as follows:

#### Interests in the Shares and underlying Shares:

Name of Directors	Capacity and nature of interest	Number of Shares/ underlying Shares (other than share options) held 所持股份／ 相關股份（購股權 以外）數目	Percentage of the Company's issued share capital <sup>(1)</sup> 佔本公司已發行 股本百分比 <sup>(1)</sup>
董事姓名	身份及權益性質		
Mr. LEUNG Tsz Chung 梁子冲先生	Beneficial owner 實益擁有人	6,000,000(L)	0.40%
Ms. LIN Weihuan ("Ms. Lin") <sup>(2)</sup> 林煒歡女士（「林女士」） <sup>(2)</sup>	Interest in controlled corporation 所控制法團的權益	233,155,792(L)	15.68%

#### Long positions in share options of the Company:

Name of Directors	Capacity and nature of interest	Number of share options held <sup>(3)</sup> 所持購股權數目 <sup>(3)</sup>	Percentage of the Company's issued share capital <sup>(1)</sup> 佔本公司已發行 股本百分比 <sup>(1)</sup>
董事姓名	身份及權益性質		
Mr. ZHENG Jingdong 鄭景東先生	Beneficial owner 實益擁有人	10,500,000(L)	0.71%
Mr. LEUNG Tsz Chung 梁子冲先生	Beneficial owner 實益擁有人	4,000,000(L)	0.27%

#### 董事及主要行政人員於股份、相關股份及債權證中的權益及淡倉

於二零二零年六月三十日，董事及本公司主要行政人員於本公司及其相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）的股份、相關股份及債權證中擁有(i)根據證券及期貨條例第XV部第7及第8分部須知會本公司及香港聯合交易所有限公司（「聯交所」）的權益及淡倉（包括根據證券及期貨條例有關條文被當作或視為擁有的權益及淡倉）；(ii)根據證券及期貨條例第352條須記入該條所述由本公司存置的登記冊的權益及淡倉；或(iii)根據聯交所的證券上市規則（「上市規則」）附錄10所載上市發行人董事進行證券交易的標準守則（「標準守則」）的規定須知會本公司及聯交所的權益及淡倉如下：

#### 於股份及相關股份中的權益：

#### 於本公司購股權中的好倉：

### Notes:

- (1) The percentage has been calculated based on the total number of Shares in issue as at 30 June 2020 (i.e. 1,486,859,608 shares).
- (2) Ms. Lin is deemed to be interested in the Shares in which Total Shine Investments Limited ("Total Shine") is interested.
- (3) These represent the number of shares which will be allotted and issued to the respective Directors upon the exercise of the share options granted to each of them under the Share Option Scheme. Accordingly, each of them was regarded as interested in the underlying Shares.
- (4) The letter "L" denotes a long position in the Shares or underlying Shares.

Save as disclosed above, as at 30 June 2020, none of the Directors and the chief executives of the Company had any interests or short positions in the Shares, underlying Shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were required (i) to be notified to the Company and the Stock Exchange pursuant to the provisions of Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO); or (ii) pursuant to section 352 of Part XV of the SFO, to be entered in the register referred to therein; or (iii) pursuant to the Model Code contained in Appendix 10 to the Listing Rules, to be notified to the Company and the Stock Exchange.

### SHARE OPTIONS OR OTHER SIMILAR RIGHTS

Details of share options of the Company are included in the section "Share Option Scheme" below and also shown in note 17 to the condensed consolidated financial statements.

### 附註：

- (1) 上述百分比乃根據於二零二零年六月三十日的已發行股份總數（即1,486,859,608股）計算。
- (2) 林女士被視為於Total Shine Investments Limited（「Total Shine」）所持股份中擁有權益。
- (3) 上述數額為因根據購股權計劃授予各董事的購股權獲行使而將向其配發及發行的股份數目。因此，其被視為於相關股份中擁有權益。
- (4) 字母「L」表示於股份或相關股份的好倉。

除上文所披露者外，於二零二零年六月三十日，概無董事或本公司主要行政人員於本公司或其任何相聯法團（定義見證券及期貨條例第XV部）的股份、相關股份或債權證中，擁有任何(i)根據證券及期貨條例第XV部第7及第8分部的條文須知會本公司及聯交所的權益或淡倉（包括根據證券及期貨條例有關條文被當作或視為擁有的權益或淡倉）；或(ii)根據證券及期貨條例第XV部第352條須記入該條所述登記冊的權益或淡倉；或(iii)根據上市規則附錄10所載的標準守則的規定須知會本公司及聯交所的權益或淡倉。

### 購股權或其他類似權利

本公司購股權之詳情載於下文「購股權計劃」一節，且亦載於簡明綜合財務報表附註17。



## Other Information 其他資料

### SHARE OPTION SCHEME

The Company adopted the Share Option Scheme on 8 January 2011. Details of the Share Option Scheme are set out in note 17 to the condensed consolidated financial statements.

The following table discloses the outstanding share options under the Share Option Scheme as at 30 June 2020:

### 購股權計劃

本公司於二零一一年一月八日採納購股權計劃。購股權計劃的詳情載於簡明綜合財務報表附註17。

下表披露於二零二零年六月三十日購股權計劃項下的尚未行使購股權：

Name or Category of participants	參與人的姓名或類別	Date of grant <sup>(1)</sup> 授出日期 <sup>(1)</sup>	Number of share options 購股權數目				Outstanding as at 30 June 2020 於二零二零年六月三十日 尚未行使	Exercise period <sup>(2)</sup> 行使期 <sup>(2)</sup>	Exercise price per share (HK\$) 每股行使價 (港元)	Notes
			Outstanding as at 1 January 2020 於二零二零年一月一日 尚未行使	Granted during the Period 本期間授出	Exercised during the Period 本期間行使	Cancelled during the Period 本期間註銷				
<b>Executive Directors</b>	<b>執行董事</b>									
ZHENG Jingdong	鄭景東	10/12/2015	1,500,000	-	-	-	-	1,500,000	A	0.81
		10/12/2015	2,000,000	-	-	-	-	2,000,000	B	0.81
		10/12/2015	2,500,000	-	-	-	-	2,500,000	C	0.81
		10/12/2015	2,000,000	-	-	-	-	2,000,000	D	0.81
		10/12/2015	2,000,000	-	-	-	-	2,000,000	E	0.81
		19/6/2018	300,000	-	-	-	-	300,000	P	0.54
		19/6/2018	200,000	-	-	-	-	200,000	Q	0.54
LEUNG Tsz Chung	梁子冲	10/12/2015	4,000,000	-	-	-	-	4,000,000	B	0.81
Sub-total	小計		14,500,000	-	-	-	-	14,500,000		
<b>Employees</b>	<b>僱員</b>									
		10/12/2015	9,417,000	-	-	-	-	9,417,000	A	0.81
		10/12/2015	13,356,000	-	-	-	-	13,356,000	B	0.81
		10/12/2015	695,000	-	-	-	-	695,000	C	0.81
		10/12/2015	556,000	-	-	-	-	556,000	D	0.81
		10/12/2015	556,000	-	-	-	-	556,000	E	0.81
		24/6/2016	26,040,000	-	-	-	-	26,040,000	F	0.67
		24/6/2016	17,440,000	-	-	-	-	17,440,000	G	0.67
		24/6/2016	200,000	-	-	-	-	200,000	H	0.67
		24/6/2016	160,000	-	-	-	-	160,000	I	0.67
		24/6/2016	160,000	-	-	-	-	160,000	J	0.67
		16/12/2016	75,000	-	-	-	-	75,000	K	0.99
		16/12/2016	100,000	-	-	-	-	100,000	L	0.99
		16/12/2016	125,000	-	-	-	-	125,000	M	0.99
		16/12/2016	100,000	-	-	-	-	100,000	N	0.99
		16/12/2016	100,000	-	-	-	-	100,000	O	0.99
		19/6/2018	40,680,000	-	-	-	-	40,680,000	P	0.54
		19/6/2018	27,120,000	-	-	-	-	27,120,000	Q	0.54
Sub-total	小計		136,880,000	-	-	-	-	136,880,000		

# Other Information

## 其他資料

Name or Category of participants 參與人的姓名或類別	Date of grant <sup>(1)</sup> 授出日期 <sup>(1)</sup>	Number of share options 購股權數目					Outstanding as at 30 June 2020 於二零二零年六月三十日 尚未行使	Exercise price per share (HK\$) 每股行使價 (港元)	Notes
		Outstanding as at 1 January 2020 於二零二零年一月一日 尚未行使	Granted during the Period 本期間授出	Exercised during the Period 本期間行使	Cancelled during the Period 本期間註銷	Forfeited during the Period 本期間沒收			
Consultants 顧問	24/6/2016	19,620,000	-	-	-	19,620,000	F	0.67	3e
	24/6/2016	14,160,000	-	-	-	14,160,000	G	0.67	3f
	24/6/2016	2,700,000	-	-	-	2,700,000	H	0.67	3g
	24/6/2016	2,160,000	-	-	-	2,160,000	I	0.67	3f
	24/6/2016	2,160,000	-	-	-	2,160,000	J	0.67	3f
	16/12/2016	1,350,000	-	-	-	1,350,000	K	0.99	
	16/12/2016	1,800,000	-	-	-	1,800,000	L	0.99	
	16/12/2016	2,250,000	-	-	-	2,250,000	M	0.99	
	16/12/2016	1,800,000	-	-	-	1,800,000	N	0.99	
	16/12/2016	1,800,000	-	-	-	1,800,000	O	0.99	
	19/6/2018	24,000,000	-	-	-	24,000,000	P	0.54	
	19/6/2018	16,000,000	-	-	-	16,000,000	Q	0.54	
Sub-total 小計		89,800,000	-	-	-	89,800,000			
Total 總計		241,180,000	-	-	-	241,180,000			

### Notes:

### 附註:

- The closing prices of the Shares immediately before the date of grant on 10 December 2015, 24 June 2016, 16 December 2016 and 19 June 2018 were HK\$0.79, HK\$0.69, HK\$0.99 and HK\$0.50 respectively.
- The respective exercise periods of the share options granted are as follows:
 

A: From 10 December 2015 to 9 December 2020;	A: 二零一五年十二月十日至二零二零年十二月九日;
B: From 10 December 2016 to 9 December 2020;	B: 二零一六年十二月十日至二零二零年十二月九日;
C: From 10 December 2017 to 9 December 2020;	C: 二零一七年十二月十日至二零二零年十二月九日;
D: From 10 December 2018 to 9 December 2020;	D: 二零一八年十二月十日至二零二零年十二月九日;
E: From 10 December 2019 to 9 December 2020;	E: 二零一九年十二月十日至二零二零年十二月九日;

## Other Information

### 其他資料

F:	From 24 June 2016 to 23 June 2021;	F:	二零一六年六月二十四日至二零二一年六月二十三日;
G:	From 24 June 2017 to 23 June 2021;	G:	二零一七年六月二十四日至二零二一年六月二十三日;
H:	From 24 June 2018 to 23 June 2021;	H:	二零一八年六月二十四日至二零二一年六月二十三日;
I:	From 24 June 2019 to 23 June 2021;	I:	二零一九年六月二十四日至二零二一年六月二十三日;
J:	From 24 June 2020 to 23 June 2021;	J:	二零二零年六月二十四日至二零二一年六月二十三日;
K:	From 16 December 2016 to 15 December 2021;	K:	二零一六年十二月十六日至二零二一年十二月十五日;
L:	From 16 December 2017 to 15 December 2021;	L:	二零一七年十二月十六日至二零二一年十二月十五日;
M:	From 16 December 2018 to 15 December 2021;	M:	二零一八年十二月十六日至二零二一年十二月十五日;
N:	From 16 December 2019 to 15 December 2021;	N:	二零一九年十二月十六日至二零二一年十二月十五日;
O:	From 16 December 2020 to 15 December 2021;	O:	二零二零年十二月十六日至二零二一年十二月十五日;
P:	From 19 June 2018 to 18 June 2023; and	P:	二零一八年六月十九日至二零二三年六月十八日; 及
Q:	From 19 June 2019 to 18 June 2023.	Q:	二零一九年六月十九日至二零二三年六月十八日。

The vesting period of the share options is from the date of grant until the commencement of the exercise period.

該等購股權的歸屬期為自授出日期起直至行使期開始止。

## Other Information 其他資料

- |  |   |
|--|---|
| <p>3. a. 6,800,000 share options were granted to two persons who were employees of the Group and have become consultants of the Group subsequently.</p> <p>b. 30,000 share options were granted to a person who was an employee of the Group and has become a consultant of the Group subsequently.</p> <p>c. 40,000 share options were granted to a person who was an employee of the Group and has become a consultant of the Group subsequently.</p> <p>d. 50,000 share options were granted to a person who was an employee of the Group and has become a consultant of the Group subsequently.</p> <p>e. 1,620,000 share options were granted to a person who was a consultant of the Group and has become an employee of the Group subsequently.</p> <p>f. 2,160,000 share options were granted to a person who was a consultant of the Group and has become an employee of the Group subsequently.</p> <p>g. 2,700,000 share options were granted to a person who was a consultant of the Group and has become an employee of the Group subsequently.</p> | <p>3. a. 6,800,000份購股權已授予兩名曾為本集團僱員之人士及彼其後成為本集團之顧問。</p> <p>b. 30,000份購股權已授予一名曾為本集團僱員之人士及彼其後成為本集團之顧問。</p> <p>c. 40,000份購股權已授予一名曾為本集團僱員之人士及彼其後成為本集團之顧問。</p> <p>d. 50,000份購股權已授予一名曾為本集團僱員之人士及彼其後成為本集團之顧問。</p> <p>e. 1,620,000份購股權已授予一名曾為本集團顧問之人士及彼其後成為本集團之僱員。</p> <p>f. 2,160,000份購股權已授予一名曾為本集團顧問之人士及彼其後成為本集團之僱員。</p> <p>g. 2,700,000份購股權已授予一名曾為本集團顧問之人士及彼其後成為本集團之僱員。</p> |
| <p>4. Exercise condition: Provided always that a grantee of share options shall remain as a Director, an employee or a consultant of the Company or its subsidiaries, at the time of exercise of his or her share options.</p>   | <p>4. 行使條件：購股權承授人於行使其購股權時仍須為本公司或其附屬公司的董事、僱員或顧問。</p>   |
| <p>5. The number and/or exercise price of the share options may be subject to adjustments in the case of rights or bonus issues, or other changes in the Company's share capital.</p>  | <p>5. 購股權的數目及／或行使價或會在供股或紅股發行或本公司股本出現其他變動時予以調整。</p>  |

### ARRANGEMENT FOR DIRECTORS TO PURCHASE SHARES OR DEBENTURES

Save as disclosed in the section of "Directors' and chief executive's interests and short positions in Shares, underlying Shares and debentures" and "Share Option Scheme" above, at no time during the Period were rights to acquire benefits by means of the acquisition of shares in or debentures of the Company granted to any of the Directors or their respective spouses or minor children, or were any such rights exercised by them; or was the Company, its holding company or any of its subsidiaries and fellow subsidiaries a party to any arrangement to enable the Directors to acquire such rights in any other body corporate.

### 董事購買股份或債權證的安排

除上文「董事及主要行政人員於股份、相關股份及債權證中的權益及淡倉」及「購股權計劃」等節所披露者外，於本期間任何時間，並無授予任何董事或彼等各自的配偶或未成年子女透過收購本公司股份或債權證而獲得利益之權利，彼等亦概無行使任何相關權利；且本公司、其控股公司或其任何附屬公司及同系附屬公司概無訂立令董事可獲得任何其他法人團體的相關權利之任何安排。

## Other Information

### 其他資料

#### SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

As at 30 June 2020, so far as was known to the Directors and the chief executives of the Company, the following persons or corporations (other than the Directors or chief executives of the Company) who had, or were deemed or taken to have interests and short positions in the Shares or underlying Shares which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO and be recorded in the register required to be kept under Section 336 of the SFO or as otherwise notified to the Company were as follows:

#### Interests and short positions in the Shares and underlying Shares:

Name	Capacity and nature of interests	Number of Shares/ underlying Shares	Percentage of the Company's issued share capital <sup>(10)</sup> 佔本公司已發行 股本百分比 <sup>(10)</sup>
名稱	身份及權益性質	股份／相關股份數目	
Mr. Sze Ching Bor ("Mr. Sze") <sup>(1)</sup> 史清波先生 (「史先生」) <sup>(1)</sup>	Interest in controlled corporation 所控制法團的權益	285,879,975 (L)	19.23%
Ms. Tsang Shuk Ping <sup>(2)</sup> 曾淑萍女士 <sup>(2)</sup>	Spousal interest 配偶權益	285,879,975 (L)	19.23%
Best Mark International Limited ("Best Mark") <sup>(3)</sup>	Beneficial owner  實益擁有人	240,720,365 (L)	16.19%
Total Shine <sup>(4)</sup>	Beneficial owner 實益擁有人	233,155,792 (L)	15.68%
Ms. Lin <sup>(4)</sup> 林女士 <sup>(4)</sup>	Interest in controlled corporation 所控制法團的權益	233,155,792 (L)	15.68%
Bluestone <sup>(5)</sup> 藍石 <sup>(5)</sup>	Beneficial owner 實益擁有人	220,000,000 (L)	14.80%

#### 主要股東及其他人士於股份及相關股份中的權益及淡倉

於二零二零年六月三十日，據董事及本公司主要行政人員所知，以下人士或法團（董事或本公司主要行政人員除外）於股份或相關股份中擁有或被視為或當作擁有根據證券及期貨條例第XV部第2及3分部的條文須向本公司披露及登記於根據證券及期貨條例第336條須予存置的登記冊或須另行知會本公司之權益及淡倉如下：

#### 於股份及相關股份中的權益及淡倉：

## Other Information 其他資料

Name	Capacity and nature of interests	Number of Shares/ underlying Shares	Percentage of the Company's issued share capital <sup>(10)</sup> 佔本公司已發行 股本百分比 <sup>(10)</sup>
名稱	身份及權益性質	股份／相關股份數目	
Mr. Zhuang Chaohui <sup>(5)</sup> 莊朝暉先生 <sup>(5)</sup>	Interest in controlled corporation 所控制法團的權益	220,000,000 (L)	14.80%
Mr. Chiu <sup>(6)</sup> 邱先生 <sup>(6)</sup>	Beneficial owner 實益擁有人	102,000,000 (L)	6.86%
Venus Capital Fund <sup>(7)</sup>	Beneficial owner 實益擁有人	100,800,000 (L)	6.78%
Venus Capital Management Company Limited <sup>(8)</sup>	Interest in controlled corporation 所控制法團的權益	100,800,000 (L)	6.78%
Ms. Zhang Bihong <sup>(9)</sup> 張碧鴻女士 <sup>(9)</sup>	Interest in controlled corporation 所控制法團的權益	100,800,000 (L)	6.78%

Notes:

- (1) Mr. Sze is deemed to be interested in the Shares held by Best Mark and Capital Vision International Limited ("Capital Vision"). Best Mark and Capital Vision are wholly owned and controlled by Mr. Sze and are interested in 240,720,365 Shares and 45,159,610 Shares respectively, representing approximately 16.19% and 3.04%, respectively of the issued Shares.
- (2) Ms. Tsang Shuk Ping, the spouse of Mr. Sze, is deemed to be interested in Mr. Sze's interests in the Company.
- (3) Best Mark is wholly owned and controlled by Mr. Sze.
- (4) Total Shine is interested in 233,155,792 Shares. Ms. Lin, who wholly owns and controls Total Shine, is deemed to be interested in the Shares in which Total Shine is interested.

附註：

- (1) 史先生被視為於Best Mark及Capital Vision International Limited (「Capital Vision」)所持股份中擁有權益。Best Mark及Capital Vision由史先生全資擁有及控制，分別於240,720,365股股份及45,159,610股股份中擁有權益，分別相當於已發行股份約16.19%及3.04%。
- (2) 史先生之妻曾淑萍女士被視為擁有史先生所持本公司之權益。
- (3) Best Mark由史先生全資擁有及控制。
- (4) Total Shine於233,155,792股股份中擁有權益。林女士(全資擁有及控制Total Shine)被視為於Total Shine所持股份中擁有權益。

## Other Information

### 其他資料

- (5) Bluestone is interested in 220,000,000 Shares. Mr. Zhuang Chaohui, who wholly owns and controls Bluestone, is deemed to be interested in the Shares in which Bluestone is interested.
- (6) Mr. Chiu has obtained share options granted by the Company entitling him to subscribed for 20,000,000 Shares. Mr. Chiu has also subscribed for 82,000,000 Shares pursuant to the terms of the subscription agreement as detailed in the announcements dated 9 November 2018, 12 November 2018 and 8 March 2019.
- (7) Venus Capital Fund has subscribed for 100,800,000 Shares pursuant to terms of the subscription agreement as detailed in the announcements dated 9 November 2018, 12 November 2018 and 8 March 2019.
- (8) Venus Capital Management Company Limited wholly owns Venus Capital Fund and is deemed to be interested in the Shares in which Venus Capital Fund is interested.
- (9) Ms. Zhang Bihong, who wholly owns and controls Venus Capital Management Company Limited, is deemed to be interested in the Shares in which Venus Capital Management Company Limited is interested.
- (10) The percentage has been calculated based on the total number of Shares in issue as at 30 June 2020 (i.e. 1,486,859,608 shares).
- (11) The letter "L" denotes the person's long position in the Shares or underlying Shares.
- (5) 藍石於220,000,000股股份中擁有權益。莊朝暉先生(全資擁有及控制藍石)被視為於藍石所持股份中擁有權益。
- (6) 邱先生已取得本公司授予的購股權,以認購20,000,000股股份。邱先生亦於根據認購協議之條款(詳情載於日期為二零一八年十一月九日、二零一八年十一月十二日及二零一九年三月八日之公告)認購82,000,000股股份。
- (7) Venus Capital Fund於根據認購協議之條款(詳情載於日期為二零一八年十一月九日、二零一八年十一月十二日及二零一九年三月八日之公告)認購100,800,000股股份。
- (8) Venus Capital Management Company Limited全資擁有Venus Capital Fund,被視為於Venus Capital Fund所持股份中擁有權益。
- (9) 張碧鴻女士全資擁有及控制Venus Capital Management Company Limited,被視為於Venus Capital Management Company Limited所持股份中擁有權益。
- (10) 該百分比乃根據於二零二零年六月三十日已發行股份總數(即1,486,859,608股)計算。
- (11) 字母「L」代表該人士所持股份或相關股份的好倉。

Save as disclosed above, as at 30 June 2020, none of the Directors and the chief executives of the Company was aware of any other person (other than the Directors or the chief executives of the Company) or corporation which had, or was deemed or taken to have, an interest or short position in the Shares, underlying Shares or debentures which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO and be recorded in the register required to be kept under section 336 of the SFO or as otherwise notified to the Company.

### INTERIM DIVIDEND

The Directors do not recommend the payment of any interim dividend for the Period (for the six months ended 30 June 2019: Nil).

除上文所披露者外,於二零二零年六月三十日,董事及本公司主要行政人員概不知悉任何其他人士(董事或本公司主要行政人員除外)或法團擁有或被視為或當作擁有根據證券及期貨條例第XV部第2及第3分部條文須向本公司披露及記錄於根據證券及期貨條例第336條須予存置的登記冊或另外通知本公司的股份、相關股份或債權證的權益或淡倉。

### 中期股息

董事不建議就本期間派發任何中期股息(截至二零一九年六月三十日止六個月:無)。

### CORPORATE GOVERNANCE

The Board and the management of the Company are committed to the maintenance of good corporate governance practices and procedures. The Company believes that good corporate governance provides a framework that is essential for effective management, a healthy corporate culture, successful business growth and enhancing shareholders' value.

Throughout the Period, the Company has complied with the code provisions as set out in the Corporate Governance Code (the "CG Code") contained in Appendix 14 to the Listing Rules, save for the deviations as detailed below. The Company periodically reviews its corporate governance practices to ensure its continuous compliance.

Code Provision A.2.1 stipulates that the roles of the Chairman and Chief Executive Officer should be separated and should not be performed by the same individual. The Company deviates from this provision because Mr. Zheng Jingdong has been performing both the roles of Chairman and Chief Executive Officer. The Directors consider that vesting two roles in the same person provides the Group with strong and consistent leadership in the development and execution of the Group's business strategies and is beneficial to the Group. The balance of power and authorities is ensured by the operation of the senior management and the Board, which comprises experienced and high caliber individuals. The Board currently comprises two executive Directors, one non-executive Director and three independent non-executive Directors and therefore has a strong independence element in its composition.

### MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code as set out in Appendix 10 to the Listing Rules as the required standard for securities transactions by the Directors. The Company has made specific enquiries of all the Directors and each of them confirmed that they have complied with the required standards set out in the Model Code during the Period.

### PURCHASE, REDEMPTION OR SALE OF LISTED SECURITIES OF THE COMPANY

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

### 企業管治

本公司董事會及管理層致力於維持良好之企業管治常規及程序。本公司相信，良好之企業管治將為實施有效管理、培養健康公司文化、成功獲得業務增長及提升股東價值提供不可或缺之架構。

於本期間，除下文詳述的偏離外，本公司一直遵守上市規則附錄十四包括的企業管治守則（「企業管治守則」）所載守則條文。本公司定期檢討企業管治常規，以確保持續合規。

守則條文第A.2.1條規定，主席與行政總裁的職能應予以區分，不應由同一人士兼任。本公司就本條文有所偏離，因鄭景東先生兼任主席及行政總裁職位。董事相信，一人兼任兩個職位可為本集團提供強大一致的領導，方便本集團業務策略的發展及執行，對本集團有利。職權平衡由高級管理層及董事會（由資深且富有才幹的人士組成）運作而保證。董事會現時包括兩名執行董事、一名非執行董事及三名獨立非執行董事，因此其構成具有較強的獨立元素。

### 董事進行證券交易的標準守則

本公司已採納上市規則附錄十所載的標準守則作為董事進行證券交易之規定準則。本公司已向全體董事作出專門查詢，各董事已確認彼等於本期間已遵守標準守則所載之規定準則。

### 購買、贖回或出售本公司上市證券

於本期間，本公司及其任何附屬公司概無購買、贖回或出售任何本公司已上市證券。



## Other Information

### 其他資料

#### AUDIT COMMITTEE

The audit committee was established by the Board on 8 January 2011 with written terms of reference in compliance with the CG Code as set out in Appendix 14 to the Listing Rules. The primary duties of the audit committee are to review and supervise our Group's financial reporting process and risk management and internal control systems, effectiveness of the Group's internal audit function and review and monitor appointment of the auditors and their independence.

The audit committee comprises three independent non-executive Directors, namely Mr. Chen Shaohua, Professor Zhao Jinbao and Ms. An Na, and Mr. Chen Shaohua is the chairperson of the audit committee. The unaudited condensed consolidated interim financial statements of the Group for the Period (the "Interim Financial Statements") have been reviewed by the audit committee.

On behalf of the Board

**ZHENG Jingdong**

Chairman

Hong Kong  
28 August 2020

#### 審核委員會

董事會已遵照上市規則附錄十四所載企業管治守則於二零一一年一月八日成立審核委員會，並制訂書面職權範圍。審核委員會的主要職責為檢討及監督本集團的財務報告程序與風險管理及內部監控體系，本集團內部審計職能的成效以及檢討及監察核數師的委任及其獨立性。

審核委員會由三名獨立非執行董事陳少華先生、趙金保教授及安娜女士組成。陳少華先生為審核委員會主席。本集團於本期間的未經審核簡明綜合中期財務報表（「中期財務報表」）已由審核委員會審閱。

代表董事會

主席  
**鄭景東**

香港  
二零二零年八月二十八日

# Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income

## 簡明綜合損益及其他全面收益表

For the six months ended 30 June 2020 截至二零二零年六月三十日止六個月

		Six months ended 30 June 截至六月三十日止六個月		
		2020 二零二零年 RMB'000 人民幣千元 (unaudited) (未經審核)	2019 二零一九年 RMB'000 人民幣千元 (unaudited) (未經審核)	
	Notes 附註			
<b>REVENUE</b>	收益	4	48,240	99,948
Cost of sales	銷售成本		(42,232)	(80,932)
<b>GROSS PROFIT</b>	毛利		6,008	19,016
Other net income and gains (Impairment loss)/reversal of impairment loss on trade receivables from sales of goods	其他收入及收益淨額 銷售商品產生之應收貿易 賬款(減值虧損)/減值 虧損撥回	4	1,732	988
Selling and distribution expenses	銷售及分銷開支		(3,961)	(6,494)
General and administrative expenses	一般及行政開支		(19,851)	(24,484)
Amortisation of intangible assets	無形資產攤銷	11	(6,139)	(26,360)
Finance costs	融資成本	5	(2,943)	(3,198)
Fair value gain on investment properties	投資物業之公平值收益	10	13,964	-
Fair value gain on provision for contingent consideration at fair value through profit or loss	按公平值計入損益之或然 代價撥備之公平值收益	15	-	991
<b>LOSS BEFORE TAX</b>	除稅前虧損	6	(11,275)	(39,350)
Income tax expense	所得稅開支	7	(137)	(905)
<b>LOSS FOR THE PERIOD AND TOTAL COMPREHENSIVE EXPENSE FOR THE PERIOD ATTRIBUTABLE TO OWNERS OF THE COMPANY</b>	本公司擁有人應佔期內虧 損及期內全面開支總額		(11,412)	(40,255)
<b>LOSS PER SHARE</b>	每股虧損	8		
- Basic (RMB)	- 基本(人民幣)		(0.008)	(0.028)
- Diluted (RMB)	- 攤薄(人民幣)		(0.008)	(0.028)

Details of the dividends are disclosed in note 9 to the condensed consolidated financial statements.

股息詳情披露於簡明綜合財務報表附註9。

# Condensed Consolidated Statement of Financial Position

## 簡明綜合財務狀況表

As at 30 June 2020 於二零二零年六月三十日

		30 June 2020 二零二零年 六月三十日	31 December 2019 二零一九年 十二月三十一日
	Notes 附註	RMB'000 人民幣千元 (unaudited) (未經審核)	RMB'000 人民幣千元 (audited) (經審核)
<b>NON-CURRENT ASSETS</b>			
<b>非流動資產</b>			
Property, plant and equipment		26,755	49,291
Investment properties	10	59,920	–
Right-of-use assets		5,093	27,351
Intangible assets	11	71,124	77,255
		<b>162,892</b>	<b>153,897</b>
<b>CURRENT ASSETS</b>			
<b>流動資產</b>			
Inventories		29,220	29,367
Trade receivables	12	16,110	44,784
Prepayments, deposits and other receivables		18,818	38,394
Pledged deposits		2,040	3,855
Cash and bank balances		10,746	4,101
		<b>76,934</b>	<b>120,501</b>
<b>CURRENT LIABILITIES</b>			
<b>流動負債</b>			
Trade and bills payables	13	45,189	56,856
Deposits received, other payables and accruals		32,795	51,553
Short term borrowings	14	121,000	114,200
Lease liabilities		418	604
Income tax payable		–	100
		<b>199,402</b>	<b>223,313</b>
<b>NET CURRENT LIABILITIES</b>		<b>(122,468)</b>	<b>(102,812)</b>
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>		<b>40,424</b>	<b>51,085</b>
			<b>流動負債淨值</b>
			<b>總資產減流動負債</b>

# Condensed Consolidated Statement of Financial Position

## 簡明綜合財務狀況表

As at 30 June 2020 於二零二零年六月三十日

		30 June 2020 二零二零年 六月三十日	31 December 2019 二零一九年 十二月三十一日
	Notes 附註	RMB'000 人民幣千元 (unaudited) (未經審核)	RMB'000 人民幣千元 (audited) (經審核)
<b>NON-CURRENT LIABILITIES</b>			
Lease liabilities	非流動負債 租賃負債	437	550
Deferred tax liability	遞延稅項負債	2,297	2,557
		<b>2,734</b>	3,107
<b>NET ASSETS</b>	資產淨值	<b>37,690</b>	47,978
<b>EQUITY</b>	權益		
Share capital	股本	16	99,310
Reserves	儲備	<b>(61,620)</b>	(51,332)
<b>TOTAL EQUITY</b>	總權益	<b>37,690</b>	47,978

# Condensed Consolidated Statement of Changes in Equity

## 簡明綜合權益變動表

For the six months ended 30 June 2019

截至二零一九年六月三十日止六個月

Attributable to owners of the Company

本公司擁有人應佔

		Reserves									
		儲備									
		Share capital	Share premium	Contributed surplus	Statutory surplus fund	Exchange fluctuation reserve	Capital redemption reserve	Share options reserve	Accumulated losses	Total reserves	Total equity
		股本	股份溢價	實繳盈餘	法定盈餘	匯兌波動儲備	資本贖回儲備	購股權儲備	累計虧損	儲備總額	權益總額
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
<b>At 1 January 2019 (audited)</b>	於二零一九年一月一日(經審核)	86,758	563,815	141,376	95,478	155	524	41,800	(615,964)	227,184	313,942
Loss and total comprehensive expense for the period	期內虧損及全面開支總額	-	-	-	-	-	-	-	(40,255)	(40,255)	(40,255)
Equity-settled share-based payments	按股權結算以股份為基礎的付款	-	-	-	-	-	-	3,653	-	3,653	3,653
Exchange adjustment on share options reserve	購股權儲備匯兌調整	-	-	-	-	-	-	233	-	233	233
Completion of subscription of new shares	完成認購新股	12,552	30,621	-	-	-	-	-	-	30,621	43,173
<b>At 30 June 2019 (unaudited)</b>	於二零一九年六月三十日(未經審核)	99,310	594,436	141,376	95,478	155	524	45,686	(656,219)	221,436	320,746

For the six months ended 30 June 2020

截至二零二零年六月三十日止六個月

Attributable to owners of the Company

本公司擁有人應佔

		Reserves									
		儲備									
		Share capital	Share premium	Contributed surplus	Statutory surplus fund	Exchange fluctuation reserve	Capital redemption reserve	Share options reserve	Accumulated losses	Total reserves	Total equity
		股本	股份溢價	實繳盈餘	法定盈餘	匯兌波動儲備	資本贖回儲備	購股權儲備	累計虧損	儲備總額	權益總額
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
<b>At 1 January 2020 (audited)</b>	於二零二零年一月一日(經審核)	99,310	594,436	141,376	95,478	155	524	47,099	(930,400)	(51,332)	47,978
Loss and total comprehensive expense for the Period	本期間虧損及全面開支總額	-	-	-	-	-	-	-	(11,412)	(11,412)	(11,412)
Equity-settled share-based payments	按股權結算以股份為基礎的付款	-	-	-	-	-	-	193	-	193	193
Exchange adjustment on share options reserve	購股權儲備匯兌調整	-	-	-	-	-	-	931	-	931	931
<b>At 30 June 2020 (unaudited)</b>	於二零二零年六月三十日(未經審核)	99,310	594,436	141,376	95,478	155	524	48,223	(941,812)	(61,620)	37,690

# Condensed Consolidated Statement of Cash Flows

## 簡明綜合現金流量表

For the six months ended 30 June 2020 截至二零二零年六月三十日止六個月

Six months ended 30 June

截至六月三十日止六個月

2020

2019

二零二零年

二零一九年

RMB'000

RMB'000

人民幣千元

人民幣千元

(unaudited)

(unaudited)

(未經審核)

(未經審核)

NET CASH FLOWS FROM/(USED IN):	所得／(所用)現金流量淨額：		
Operating activities	經營活動	5,965	1,984
Investing activities	投資活動	(2,878)	(8,699)
Financing activities	融資活動	3,558	18,035
<b>NET INCREASE IN CASH AND CASH EQUIVALENTS</b>	<b>現金及現金等價物增加淨額</b>	<b>6,645</b>	<b>11,320</b>
Cash and cash equivalents at beginning of period	期初現金及現金等價物	4,101	21,080
<b>CASH AND CASH EQUIVALENTS AT END OF PERIOD</b>	<b>期末現金及現金等價物</b>	<b>10,746</b>	<b>32,400</b>
<b>ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS</b>	<b>現金及現金等價物結餘分析</b>		
Cash and bank balances	現金及銀行結餘	10,746	32,400

# Notes to the Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

For the six months ended 30 June 2020 截至二零二零年六月三十日止六個月

### 1. CORPORATE INFORMATION

The Company is a limited liability company incorporated in the Cayman Islands. The registered office address and principal places of business of the Company as disclosed in the “Corporate Information” section of the interim report. The Shares of the Company were listed on the Main Board of the Stock Exchange on 28 January 2011 (the “Listing Date”).

The principal activity of the Company is investment holding. The Group is engaged in the manufacture and sale of slippers, sandals, casual footwear, Graphene-based EVA Foam Material, Graphene-based Slippers and Sterilizing Chips. An analysis of the Group's performance for the Period by business segment is set out in note 3 to the Interim Financial Statements.

In the opinion of the Directors, the immediate holding company and the ultimate holding company of the Company is Best Mark, which was incorporated in the British Virgin Islands. Its ultimate controlling party is Mr. Sze.

### 2. BASIS OF PREPARATION

The Interim Financial Statements have been prepared in accordance with International Accounting Standard (“IAS”) 34, Interim Financial Reporting issued by the International Accounting Standards Board and the disclosure requirements under Appendix 16 to the Listing Rules.

The Interim Financial Statements should be read in conjunction with the annual financial statements for the year ended 31 December 2019, which have been prepared in accordance with International Financial Reporting Standards (“IFRSs”).

As at 30 June 2020, the Group's current liabilities exceeded its current assets by approximately RMB122,468,000. The Group incurred a loss for the Period of approximately RMB11,412,000. At 30 June 2020, the Company's total liabilities exceeds its total assets by approximately RMB147,807,000. These conditions indicate the existence of a material uncertainty which may cast significant doubt on the Group's ability to continue as a going concern and therefore, the Group may not be able to realise its assets and discharge its liabilities in the normal course of business.

### 1. 公司資料

本公司為於開曼群島註冊成立的有限責任公司。本公司註冊辦事處及主要營業地點的地址於本中期報告「公司資料」一節披露。本公司股份於二零一一年一月二十八日（「上市日期」）於聯交所主板上市。

本公司的主要業務為投資控股。本集團從事拖鞋、涼鞋、休閒鞋、石墨烯EVA發泡材料、石墨烯拖鞋及殺菌芯片的生產及銷售。本集團於本期間按業務分部劃分的表現分析載列於中期財務報表附註3。

董事認為，本公司的直接控股公司及最終控股公司為於英屬處女群島註冊成立的Best Mark，其最終控制人為史先生。

### 2. 編製基準

中期財務報表乃按照國際會計準則理事會頒佈的國際會計準則（「國際會計準則」）第34號中期財務報告及上市規則附錄十六的披露規定編製。

中期財務報表應連同按照國際財務報告準則（「國際財務報告準則」）編製的截至二零一九年十二月三十一日止年度的年度財務報表一併閱讀。

於二零二零年六月三十日，本集團的流動負債超出其流動資產約人民幣122,468,000元。本集團於本期間產生了約人民幣11,412,000元的虧損。於二零二零年六月三十日，本公司的總負債超過其總資產約人民幣147,807,000元。這些狀況表明存在重大的不確定性，可能對本集團持續經營的能力產生重大疑問，因此，本集團可能無法於日常業務中變現其資產及清償其負債。

# Notes to the Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

For the six months ended 30 June 2020 截至二零二零年六月三十日止六個月

### 2. BASIS OF PREPARATION (continued)

In view of such circumstances, the Directors have given careful consideration to future liquidity and performance of the Group and its available sources of financing in assessing whether the Group will be able to finance its future working capital and finance requirements. Certain measures have been taken to manage its liquidity needs and to improve its financial position which include, but are not limited to, the followings:

1. The secured bank loans amounting to RMB98,000,000 were classified as current liabilities due to the existence of a repayment on demand clause in the loan agreement. The Group will negotiate with the PRC banks for the renewal of the Group's PRC bank borrowings when they fall due to secure necessary facilities to meet the Group's working capital and financial requirements in the near future. The Directors have evaluated all the relevant facts available to them and are of the opinion that the Group has a good track record or relationship with the banks. In the opinion of the Directors, the Group will be able to roll over or refinance the bank borrowings upon maturity;
2. The Group has obtained a credit facility amounting to RMB35,000,000 in total from an independent third party. The credit facility had been utilised amounting to RMB22,800,000 as at 30 June 2020. The facility would be utilised as the working capital and for financing the ongoing business of the Group;
3. The Group has obtained a loan facility from the independent third party in amount of RMB20,000,000 with a maturity date on 25 March 2022 secured by the Group's property. The facility would be utilised as the working capital and for financing the ongoing business of the Group;
4. The Group will implement operational plans to control costs and general adequate cash flow from the Group's operations; and
5. The Directors have been aware of the capital deficiency of the Company and would consider all available source of funding included, but not limited to, requiring the subsidiaries to declare dividends.

### 2. 編製基準(續)

鑒於該等情況，在評估本集團是否有能力滿足未來營運資金及財務需要時，董事已審慎考慮本集團的未來流動資金及表現以及其可用融資來源。已採取若干措施管理其流動資金需要及改善其財務狀況，包括但不限於以下各項：

1. 有抵押銀行貸款人民幣98,000,000元已分類為流動負債，原因為貸款協議載有按要求償還條款。本集團將與國內的銀行磋商，以在本集團的國內銀行借貸到期時續期，取得必要的融資以滿足本集團近期的營運資金及財務需要。董事已評估其已知的所有事實，並認為本集團具有良好的往績記錄或與銀行關係良好。董事認為，本集團將可於到期時延長或再融資銀行借貸；
2. 本集團已向一名獨立第三方獲得信貸融資人民幣35,000,000元。於二零二零年六月三十日，該信貸融資額已獲動用人民幣22,800,000元。該融資將用作本集團之營運資金及為持續營運撥資；
3. 本集團已向該獨立第三方獲得到期日為二零二二年三月二十五日之貸款融資人民幣20,000,000元，並以本集團物業作抵押，該融資將用作本集團之營運資金及為持續營運撥資；
4. 本集團將實施經營計劃，以控制成本及從本集團業務產生足夠的現金流量；及
5. 董事已意識到本公司的資金虧絀情況，並將考慮所有可用資金來源，包括但不限於要求附屬公司宣派股息。



# Notes to the Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

For the six months ended 30 June 2020 截至二零二零年六月三十日止六個月

### 2. BASIS OF PREPARATION (continued)

The Directors have reviewed the Group's cash flow projections prepared by management. The cash flow projections cover a period of not less than fifteen months from the date of the condensed consolidated statement of financial position. The Directors are of the opinion that, taking into account the above-mentioned plans and measures, the Group would have sufficient working capital to finance its operations and to meet its financial obligations as and when they fall due within the next fifteen months from the date of the condensed consolidated statement of financial position. Accordingly, the Directors are of the opinion that it is appropriate to prepare the Interim Financial Statements on a going concern basis.

Should the Group and the Company be unable to continue to operate as a going concern, adjustments would have to be made to write down the value of assets to their recoverable amounts, to provide for further liabilities which might arise and to reclassify non-current assets and non-current liabilities as current assets and current liabilities respectively. The effect of these adjustments has not been reflected in the Interim Financial Statements.

The Interim Financial Statements have been prepared in accordance with the same accounting policies adopted in the 2019 annual financial statements, except for the accounting policy changes that are expected to be reflected in the 2020 annual financial statements as detailed below:

The Group has adopted the following new and amendments to IFRSs which are effective for the Group's financial year beginning on 1 January 2020.

Amendments to IAS 1 and IAS 8	Definition of Material
Amendments to IFRS 3	Definition of a Business
Amendments to IFRS 9, IAS 39 and IFRS 7	Interest Rate Benchmark Reform

The Directors consider the application of the new and amendments to IFRSs would not have any material impact on the contents of the Interim Financial Statements.

### 2. 編製基準(續)

董事已審閱管理層編製的本集團現金流量預測。現金流量預測涵蓋簡明綜合財務狀況表日起不少於十五個月的期間。董事認為，經考慮上述計劃及措施，本集團將具有充足的營運資金，可於簡明綜合財務狀況表日起未來十五個月內為經營提供資金及滿足到期財務責任。因此，董事認為，按持續經營基準編製中期財務報表屬適當。

如本集團及本公司無法繼續持續經營，將須作出調整，以將資產價值撇減至可收回金額，就可能出現的其他負債作出撥備，並將非流動資產及非流動負債分別重新分類為流動資產及流動負債。該等調整的影響並未反映在中期財務報表中。

中期財務報表乃根據二零一九年年度財務報表所採納之相同會計政策編製，惟預期將於二零二零年年度財務報表反映之會計政策變動除外，詳情如下：

本集團已採納下列於本集團自二零二零年一月一日起的財政年度生效的新訂及經修訂國際財務報告準則。

國際會計準則第1號及第8號(修訂本)	重大的意義
國際財務報告準則第3號(修訂本)	業務的定義
國際財務報告準則第9號、國際會計準則第39號及國際財務報告準則第7號(修訂本)	利率基準改革

董事認為應用該等新訂及經修訂國際財務報告準則將不會對中期財務報表造成重大影響。

# Notes to the Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

For the six months ended 30 June 2020 截至二零二零年六月三十日止六個月

### 2. BASIS OF PREPARATION (continued)

The Group has not applied any new standard or interpretation that is not yet effective for the current accounting period.

### 3. SEGMENT INFORMATION

Information reported to the Directors, being the chief operating decision maker (the "CODM"), for the purposes of resource allocation and assessment of segment performance, focuses on types of goods or services delivered or provided. Specifically, the Group's reportable and operating segments are as follows:

- (a) the Boree branded products segment manufactures and sells Boree Products;
- (b) the Graphene-based products segment applied the technology know-how by applying graphene in the production of Graphene-based Products; and
- (c) the OEM segment produces slippers for branding and resale by others.

CODM monitors the results of the Group's operating segments separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on reportable segment result, which is a measure of adjusted result before tax.

The segment profit or loss represents the profit earned by or loss from each segment without allocation of interest income, other unallocated net income and gains, amortisation of intangible assets, fair value change on investment properties, fair value change on provision for contingent consideration at fair value through profit or loss ("FVTPL"), finance costs as well as corporate and other unallocated expenses.

Segment assets exclude property, plant and equipment, investment properties, right-of-use assets, intangible assets, raw materials, work in progress, prepayments, deposits and other receivables, pledged deposits and cash and bank balances as these assets are managed on a group basis.

Segment liabilities exclude trade and bills payables, certain other payables and accruals, short term borrowings, lease liabilities, income tax payable and deferred tax liability as these liabilities are managed on a group basis.

### 2. 編製基準(續)

本集團並無應用本會計期間尚未生效之任何新準則或詮釋。

### 3. 分部資料

向董事，即主要經營決策者（「主要經營決策者」），呈報以供資源分配及評估分部表現的資料乃集中於所交付或所提供的貨品或服務類別。具體而言，本集團的可呈報及經營分部如下：

- (a) 寶人牌產品分部生產及出售寶人牌產品；
- (b) 石墨烯產品分部使用技術知識將石墨烯應用於生產石墨烯產品；及
- (c) OEM分部生產品牌拖鞋以供轉售。

主要經營決策者獨立監察本集團各經營分部的業績，以便決定資源分配及評估表現。分部表現按可呈報分部業績評估，亦會用於計量經調整除稅前業績。

分部溢利或虧損指各分部賺取的溢利或產生的虧損，惟並無分配利息收入、其他未分配收入及收益淨額、無形資產攤銷、投資物業之公平值變動、按公平值計入損益（「按公平值計入損益」）之或然代價撥備之公平值變動、融資成本及企業及其他未分配開支。

由於物業、廠房及設備、投資物業、使用權資產、無形資產、原材料、在製品、預付款項、按金及其他應收款項、已質押存款和現金及銀行結餘均為按集團層面管理的資產，故不計入分部資產。

由於應付貿易賬款及應付票據、部份其他應付款項及應計費用、短期借貸、租賃負債、應付所得稅項及遞延稅項負債均為按集團層面管理的負債，故不計入分部負債。

# Notes to the Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

For the six months ended 30 June 2020 截至二零二零年六月三十日止六個月

### 3. SEGMENT INFORMATION (continued)

Period ended 30 June 2020

### 3. 分部資料(續)

截至二零二零年六月三十日止期間

		Boree Products 寶人牌產品 RMB'000 人民幣千元 (unaudited) (未經審核)	Graphene- based Products 石墨烯產品 RMB'000 人民幣千元 (unaudited) (未經審核)	OEM RMB'000 人民幣千元 (unaudited) (未經審核)	Total 總額 RMB'000 人民幣千元 (unaudited) (未經審核)
<b>Segment revenue</b>	<b>分部收益</b>				
Sales to external customers	向外界客戶銷售	1,150	412	46,678	48,240
<b>Segment results</b>	<b>分部業績</b>	<b>(1,279)</b>	<b>(133)</b>	<b>3,459</b>	<b>2,047</b>
<i>Reconciliation:</i>	<i>對賬:</i>				
Interest income	利息收入				40
Other unallocated net income and gains	其他未分配收入及收益淨額				1,692
Impairment loss on trade receivables from sales of goods	銷售商品產生之應收貿易賬款減值虧損				(85)
Corporate and other unallocated expenses	企業及其他未分配開支				(19,851)
Amortisation of intangible assets	無形資產攤銷				(6,139)
Fair value gain on investment properties	投資物業之公平值收益				13,964
Finance costs	融資成本				(2,943)
Loss before tax	除稅前虧損				(11,275)

As at 30 June 2020

於二零二零年六月三十日

		Boree Products 寶人牌產品 RMB'000 人民幣千元 (unaudited) (未經審核)	Graphene- based Products 石墨烯產品 RMB'000 人民幣千元 (unaudited) (未經審核)	OEM RMB'000 人民幣千元 (unaudited) (未經審核)	Total 總額 RMB'000 人民幣千元 (unaudited) (未經審核)
<b>Segment assets</b>	<b>分部資產</b>	<b>791</b>	<b>1,173</b>	<b>22,901</b>	<b>24,865</b>
<i>Reconciliation:</i>	<i>對賬:</i>				
Corporate and other unallocated assets	企業及其他未分配資產				214,961
Total assets	資產總額				239,826
<b>Segment liabilities</b>	<b>分部負債</b>	<b>300</b>	<b>-</b>	<b>-</b>	<b>300</b>
<i>Reconciliation:</i>	<i>對賬:</i>				
Corporate and other unallocated liabilities	企業及其他未分配負債				201,836
Total liabilities	負債總額				202,136

# Notes to the Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

For the six months ended 30 June 2020 截至二零二零年六月三十日止六個月

### 3. SEGMENT INFORMATION (continued)

Period ended 30 June 2019

		Boree Products 寶人牌產品 RMB'000 人民幣千元 (unaudited) (未經審核)	Graphene- based Products 石墨烯產品 RMB'000 人民幣千元 (unaudited) (未經審核)	OEM RMB'000 人民幣千元 (unaudited) (未經審核)	Total 總額 RMB'000 人民幣千元 (unaudited) (未經審核)
<b>Segment revenue</b>	<b>分部收益</b>				
Sales to external customers	向外界客戶銷售	1,110	546	98,292	99,948
<b>Segment results</b>	<b>分部業績</b>	(855)	(196)	13,573	12,522
<i>Reconciliation:</i>	<i>對賬:</i>				
Interest income	利息收入				45
Other unallocated net income and gains	其他未分配收入及收益淨額				943
Reversal of impairment loss on trade receivables from sales of goods	銷售商品產生之應收貿易賬款減值虧損撥回				191
Corporate and other unallocated expenses	企業及其他未分配開支				(24,484)
Amortisation of intangible assets	無形資產攤銷				(26,360)
Fair value gain on provision for contingent consideration at FVTPL	按公平值計入損益之或然代價撥備之公平值收益				991
Finance costs	融資成本				(3,198)
Loss before tax	除稅前虧損				(39,350)

As at 31 December 2019

於二零一九年十二月三十一日

		Boree Products 寶人牌產品 RMB'000 人民幣千元 (audited) (經審核)	Graphene- based Products 石墨烯產品 RMB'000 人民幣千元 (audited) (經審核)	OEM RMB'000 人民幣千元 (audited) (經審核)	Total 總額 RMB'000 人民幣千元 (audited) (經審核)
<b>Segment assets</b>	<b>分部資產</b>	1,647	3,778	53,407	58,832
<i>Reconciliation:</i>	<i>對賬:</i>				
Corporate and other unallocated assets	企業及其他未分配資產				215,566
Total assets	資產總額				274,398
<b>Segment liabilities</b>	<b>分部負債</b>	300	-	-	300
<i>Reconciliation:</i>	<i>對賬:</i>				
Corporate and other unallocated liabilities	企業及其他未分配負債				226,120
Total liabilities	負債總額				226,420

# Notes to the Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

For the six months ended 30 June 2020 截至二零二零年六月三十日止六個月

### 3. SEGMENT INFORMATION (continued)

#### Geographical information

##### (a) Revenue from external customers

		Six months ended 30 June	
		截至六月三十日止六個月	
		2020	2019
		二零二零年	二零一九年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
		(unaudited)	(unaudited)
		(未經審核)	(未經審核)
PRC (principal place of operations)	中國(主要經營地點)	3,060	4,406
US	美國	41,106	93,398
South America	南美洲	84	307
Europe	歐洲	1,898	415
South East Asia	東南亞	104	161
Other countries	其他國家	1,988	1,261
		<b>48,240</b>	<b>99,948</b>

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

以上收益資料乃基於客戶位置劃分。

##### (b) Non-current assets

		30 June	31 December
		2020	2019
		二零二零年	二零一九年
		六月三十日	十二月三十一日
		RMB'000	RMB'000
		人民幣千元	人民幣千元
		(unaudited)	(audited)
		(未經審核)	(經審核)
PRC (principal place of operations)	中國(主要經營地點)	162,892	153,897

The non-current assets information above is based on the locations of the assets.

以上非流動資產資料乃基於資產位置劃分。

# Notes to the Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

For the six months ended 30 June 2020 截至二零二零年六月三十日止六個月

### 3. SEGMENT INFORMATION (continued)

#### Information about major customers

Revenue from customers of the corresponding periods contributing over 10% of the total sales of the Group are as follows:

		2020	2019
		二零二零年	二零一九年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
		(unaudited)	(unaudited)
		(未經審核)	(未經審核)
Customer A	客戶A	27,719	47,456
Customer B*	客戶B*	9,064	6,088
Customer C#	客戶C#	1,615	33,744

\* Revenue from Customer B contributed less than 10% of the total sales of the Group for the period ended 30 June 2019.

# Revenue from Customer C contributed less than 10% of the total sales of the Group for the Period.

The Group's major customers are in the OEM segment.

### 4. REVENUE, OTHER NET INCOME AND GAINS

Revenue, which is also the Group's turnover, represents the net invoiced value of goods sold, after allowances for returns and trade discounts.

An analysis of revenue, other net income and gains is as follows:

		2020	2019
		二零二零年	二零一九年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
		(unaudited)	(unaudited)
		(未經審核)	(未經審核)
<b>Revenue</b>	<b>收益</b>		
Manufacture and sale of goods	生產及銷售貨品	48,240	99,948
<b>Other net income and gains</b>	<b>其他收入及收益淨額</b>		
Interest income	利息收入	40	45
Sales of scrap materials	銷售廢料	99	261
Sales of semi-products	銷售半成品	22	-
Rental income from investment properties	投資物業的租金收入	788	-
Rental income under operating leases	經營租賃所產生的租金收入	527	184
Subsidy income	補貼收入	118	498
Others	其他	138	-
		<b>1,732</b>	<b>988</b>

### 3. 分部資料(續)

#### 主要客戶的資料

於相關期間，來自客戶之收益佔本集團總銷售額10%以上者如下：

Six months ended 30 June	
截至六月三十日止六個月	

\* 截至二零一九年六月三十日止期間，來自客戶B之收益佔本集團總銷售額少於10%。

# 於本期間來自客戶C之收益佔本集團總銷售額少於10%。

本集團的主要客戶來自OEM分部。

### 4. 收益、其他收入及收益淨額

收益亦即本集團的營業額，相當於已扣除退貨及貿易折扣撥備的已售貨品發票淨額。

收益、其他收入及收益淨額的分析如下：

Six months ended 30 June	
截至六月三十日止六個月	

# Notes to the Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

For the six months ended 30 June 2020 截至二零二零年六月三十日止六個月

### 5. FINANCE COSTS

### 5. 融資成本

		Six months ended 30 June 截至六月三十日止六個月	
		2020 二零二零年 RMB'000 人民幣千元 (unaudited) (未經審核)	2019 二零一九年 RMB'000 人民幣千元 (unaudited) (未經審核)
Interest on bank loans and other borrowings	銀行及其他借貸利息	2,917	3,046
Interest on letter of credit	信用證利息	-	111
Interest on lease liabilities	租賃負債利息	26	41
		<b>2,943</b>	<b>3,198</b>

### 6. LOSS BEFORE TAX

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

### 6. 除稅前虧損

本集團的除稅前虧損已扣除/(計入)以下項目：

		Six months ended 30 June 截至六月三十日止六個月	
		2020 二零二零年 RMB'000 人民幣千元 (unaudited) (未經審核)	2019 二零一九年 RMB'000 人民幣千元 (unaudited) (未經審核)
Cost of inventories sold*	已售存貨成本*	42,007	81,007
Depreciation of property, plant and equipment*	物業、廠房及設備折舊*	3,121	3,028
Depreciation of right-of-use assets*	使用權資產折舊*	375	647
Amortisation of intangible assets	無形資產攤銷	6,139	26,360
Operating lease rentals*	經營租賃租金*	979	220
Employee benefit expenses (including directors' remuneration)*:	僱員福利開支(包括董事薪酬)*:		
Wages and salaries	工資及薪金	20,524	25,328
Equity-settled share based payments	按股權結算以股份為基礎的付款	193	3,653
Staff welfares	僱員福利	382	438
Contributions to retirement benefits schemes	退休福利計劃供款	785	1,456
		<b>21,884</b>	<b>30,875</b>

# Notes to the Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

For the six months ended 30 June 2020 截至二零二零年六月三十日止六個月

### 6. LOSS BEFORE TAX (continued)

### 6. 除稅前虧損(續)

		Six months ended 30 June 截至六月三十日止六個月	
		2020 二零二零年 RMB'000 人民幣千元 (unaudited) (未經審核)	2019 二零一九年 RMB'000 人民幣千元 (unaudited) (未經審核)
Impairment loss/(reversal of impairment loss) on trade receivables from sales of goods	銷售商品產生之應收貿易賬款減值虧損/(減值虧損撥回)	85	(191)
Write-down/(reversal of write-down) of inventories	存貨撇減/(撇減撥回)	225	(75)
Loss on disposal of items of property, plant and equipment	出售物業、廠房及設備項目虧損	27	—
Exchange loss, net	匯兌損失淨額	1,172	325
Research and development costs**	研發成本**	5,104	4,971

\* The cost of inventories sold for the Period includes approximately RMB12,960,000 (2019: RMB17,063,000) relating to direct staff costs, depreciation of manufacturing facilities, depreciation of right-of-use assets and operating lease rentals in respect of land and buildings, which are also included in the respective total amounts disclosed above for each of these types of expenses.

\*\* The research and development costs are included in "General and administrative expenses" in the condensed consolidated statement of profit or loss and other comprehensive income.

\* 本期間已售存貨成本包括約人民幣12,960,000元(二零一九年:人民幣17,063,000元)的直接僱員成本、生產設施折舊、使用權資產折舊以及土地及樓宇的經營租賃租金,此等項目亦已計入上文所披露各類開支的相關總額。

\*\* 研發成本已計入簡明綜合損益及其他全面收益表的「一般及行政開支」。



# Notes to the Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

For the six months ended 30 June 2020 截至二零二零年六月三十日止六個月

### 7. INCOME TAX EXPENSE

### 7. 所得稅開支

		Six months ended 30 June 截至六月三十日止六個月	
		2020 二零二零年 RMB'000 人民幣千元 (unaudited) (未經審核)	2019 二零一九年 RMB'000 人民幣千元 (unaudited) (未經審核)
<b>Current – PRC Enterprise Income Tax</b>	<b>即期 – 中國企業所得稅</b>		
Charge for the period	期內徵稅	200	450
Under-provisions in prior years	過往年度撥備不足	197	378
Deferred tax	遞延稅款	(260)	77
Total tax expense for the period	期內稅項開支總額	137	905

No provision for Hong Kong profits tax has been provided as the Group did not generate any assessable profits arising in Hong Kong for the Period (2019: Nil). Taxes on profits assessable in the PRC have been calculated at the prevailing rates, based on existing legislation, interpretations and practices in respect thereof.

由於本集團於本期間在香港並無產生任何應課稅溢利，故並無作出香港利得稅撥備(二零一九年：無)。中國的應課稅溢利稅項乃根據相關的現行法例、詮釋及常規按適用稅率計算。

# Notes to the Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

For the six months ended 30 June 2020 截至二零二零年六月三十日止六個月

### 8. LOSS PER SHARE

The calculation of basic loss per share is based on the consolidated loss for the Period attributable to owners of the Company of approximately RMB11,412,000 (2019: RMB40,255,000) and the weighted average number of Shares of 1,486,859,608 (2019: 1,420,203,254) in issue during the Period.

The weighted average number of Shares used to calculate the basic loss per share for the Period included the 1,486,859,608 Shares in issue as at 1 January 2020 and 30 June 2020.

The weighted average number of Shares used to calculate the basic loss per share for the period ended 30 June 2019 included the 1,304,059,608 Shares in issue as at 1 January 2019 and 182,800,000 Shares issued on 8 March 2019 in respect of the completion of subscription of new shares.

During the periods ended 30 June 2020 and 2019, diluted loss per share does not assume the exercise of the Company's share options as the exercise of the Company's share options would result in a decrease in loss per share, and is regarded as anti-dilutive.

### 9. DIVIDENDS

The Board did not recommend the payment of an interim dividend for the Period (For the six months ended 30 June 2019: Nil) to the shareholders of the Company.

### 8. 每股虧損

每股基本虧損乃基於本公司擁有人應佔本期間綜合虧損約人民幣11,412,000元(二零一九年：人民幣40,255,000元)及於本期間已發行股份之加權平均股數1,486,859,608股(二零一九年：1,420,203,254股)計算。

用作計算截至本期間的每股基本虧損的股份之加權平均數包括於二零二零年一月一日及二零二零年六月三十日已發行的1,486,859,608股股份。

用作計算截至二零一九年六月三十日的每股基本虧損的股份之加權平均數包括於二零一九年一月一日已發行的1,304,059,608股股份，以及就完成認購新股而於二零一九年三月八日發行的182,800,000股股份。

截至二零二零年及二零一九年六月三十日止期間，每股攤薄虧損並沒有假設行使本公司的購股權，原因是行使本公司的購股權將導致每股虧損減少及被視為反攤薄。

### 9. 股息

董事會不建議向本公司股東派付本期間的中期股息(截至二零一九年六月三十日止六個月：無)。

# Notes to the Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

For the six months ended 30 June 2020 截至二零二零年六月三十日止六個月

### 10. INVESTMENT PROPERTIES

### 10. 投資物業

RMB'000  
人民幣千元

As at 1 January 2020	於二零二零年一月一日	—
Transfer from construction in progress	轉撥自在建工程	24,073
Transfer from right-of-use assets	轉撥自使用權資產	21,883
Fair value gain on investment properties	投資物業之公平值收益	13,964
<b>As at 30 June 2020</b>	<b>於二零二零年六月三十日</b>	<b>59,920</b>

The Group's properties located in the PRC are leased to a third party to earn rentals or for capital appreciation purposes, which are measured using the fair value model and is classified and accounted for as investment properties.

本集團位於中國之物業租予第三方以賺取租金或作資本增值用途，乃採用公平值模式列賬及分類為投資物業。

The fair value of the Group's investment properties as at 30 June 2020 has been arrived at on the basis of a valuation carried out by Quanzhou Heyi Assets and Real Estate Appraisal Co., Ltd, an independent professional valuer. In estimating the fair value of the investment properties, the management of the Group has considered the highest and best use of the investment properties.

於二零二零年六月三十日，本集團之投資物業的公平值，是由獨立及專業的估值師，泉州和益資產評估房地產土地估價有限責任公司進行估值。當估計投資物業的公平值時，本集團管理層已考慮以最高及最佳方式使用該等投資物業。

The Group has pledged certain of investment property with a net carrying amount of approximately RMB30,200,000 to secure general banking facilities granted to the Group.

本集團已抵押賬面淨值約人民幣30,200,000元的若干投資物業作為本集團獲授一般銀行融資的擔保。

# Notes to the Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

For the six months ended 30 June 2020 截至二零二零年六月三十日止六個月

### 11. INTANGIBLE ASSETS

### 11. 無形資產

		Technology Know-how (Notes a, c) 技術知識 (附註a, c) RMB'000 人民幣千元	O2O distribution vending system (Notes b, c) O2O分銷 售貨系統 (附註b, c) RMB'000 人民幣千元	Deferred development costs (Note d) 遞延 開發成本 (附註d) RMB'000 人民幣千元	Total 總額 RMB'000 人民幣千元
<b>Cost:</b>	<b>成本:</b>				
At 1 January 2019	於二零一九年一月一日	1,587,518	60,000	92,553	1,740,071
Addition during the year	年內新增	-	-	24	24
At 31 December 2019 and 1 January 2020	於二零一九年 十二月三十一日及 二零二零年一月一日	1,587,518	60,000	92,577	1,740,095
Addition during the Period	本期間新增	-	-	8	8
At 30 June 2020	於二零二零年 六月三十日	1,587,518	60,000	92,585	1,740,103
<b>Accumulated amortisation and impairment:</b>	<b>累計攤銷及減值:</b>				
At 1 January 2019	於二零一九年一月一日	1,299,518	11,560	64,747	1,375,825
Provided for the year	年內撥備	39,273	6,605	6,842	52,720
Impairment loss for the year	年內減值虧損	187,727	25,835	20,733	234,295
At 31 December 2019 and 1 January 2020	於二零一九年 十二月三十一日及 二零二零年一月一日	1,526,518	44,000	92,322	1,662,840
Provided for the Period	本期間撥備	4,816	1,263	60	6,139
At 30 June 2020	於二零二零年 六月三十日	1,531,334	45,263	92,382	1,668,979
<b>Net carrying amount:</b>	<b>賬面淨值:</b>				
At 30 June 2020	於二零二零年 六月三十日	56,184	14,737	203	71,124
At 31 December 2019	於二零一九年 十二月三十一日	61,000	16,000	255	77,255

# Notes to the Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

For the six months ended 30 June 2020 截至二零二零年六月三十日止六個月

### 11. INTANGIBLE ASSETS (continued)

Notes:

- (a) It represented certain technological know-how in respect of the application of graphene and includes one patent in the US ("US Patent"), four invention patent applications, three utility model patent applications and two utility model patents in the PRC (collectively as "PRC Patents"), relating to the manufacturing of Graphene-based EVA Foam Material, Sterilizing Chips and graphene-based pressure-sensitive sensors and the exclusive formula (collectively "Technology Know-how"), which was acquired from Bluestone, an independent third party, in 2015.

The completion date of the transaction ("Completion Date") was 16 December 2015. The cost of the Technology Know-how was determined by the Directors and represented the sum of the cash consideration, the fair value of the convertible notes and provision for contingent consideration at the acquisition date (note 15), and the capitalised transaction costs arising directly from the acquisition of the Technology Know-how. The Group's first graphene application products mass production line was completed and commenced trial production in late May 2016, and mass production has already been commenced in July 2016.

The Technology Know-how has definite useful lives and is amortised over 10 years using the straight-line method.

The Directors conducted an impairment assessment on the Technology Know-how and considered that there was no impairment to the carrying amount of the Technology Know-how as at 30 June 2020.

- (b) In July 2016, the Group acquired the design of Online-to-Offline ("O2O") distribution vending system at the consideration of RMB60,000,000 from two independent third parties. Directors consider that the O2O distribution vending system would provide customers with an interactive and unique shopping experience, enhance the distribution channel of the products made by the Group and establish the core technical competitiveness of the Group.

The O2O distribution vending system has definite useful lives and is amortised over 9 years using the straight-line method.

The Directors conducted an impairment assessment on the O2O distribution vending system and considered that there was no impairment to the carrying amount of the O2O distribution vending system as at 30 June 2020.

### 11. 無形資產(續)

附註：

- (a) 指有關石墨烯應用的若干技術知識，包括於二零一五年向獨立第三方藍石收購的有關生產石墨烯EVA發泡材料、殺菌芯片及石墨烯壓力傳感器的美國一項專利（「美國專利」）、中國四項發明專利申請、三項實用新型專利申請及兩項實用新型專利（統稱為「中國專利」）以及獨家配方（統稱為「技術知識」）。

交易之完成日期（「完成日期」）為二零一五年十二月十六日。技術知識的成本由董事釐定，指現金代價、可換股票據及或然代價撥備於收購日期的公平值（附註15）及直接因收購技術知識而產生的資本化交易成本之總額。本集團第一條量產石墨烯應用產品之生產線已於二零一六年五月底建成及成功試產，並已於二零一六年七月份開始量產。

技術知識具有有限可使用年期，並以直線法分10年攤銷。

董事已對技術知識進行減值評估，並認為於二零二零年六月三十日技術知識的賬面值並無須減值。

- (b) 於二零一六年七月，本集團向兩名獨立第三方收購線上線下（「O2O」）分銷售貨系統的設計，代價為人民幣60,000,000元。董事認為，O2O分銷售貨系統為客戶提供互動及獨特的購物體驗，加強由本集團生產之產品的分銷渠道及建立本集團之核心技術競爭力。

O2O分銷售貨系統具有有限可使用年期，並以直線法分9年攤銷。

董事已對O2O分銷售貨系統進行減值評估，並認為於二零二零年六月三十日O2O分銷售貨系統的賬面值無須減值。

# Notes to the Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

For the six months ended 30 June 2020 截至二零二零年六月三十日止六個月

### 11. INTANGIBLE ASSETS (continued)

Notes: (continued)

- (c) The Directors consider that O2O distribution vending system is a contributory asset necessary to support the earnings associated with the Technology Know-how, being the smallest identifiable group of assets that generates earnings that are largely independent of the earnings from other assets.
- (d) In July 2016, the Group engaged several independent third parties in the research and development of manufacturing and application technology of graphene material on Sterilizing Chips, energy storage materials for batteries and pressure-sensitive lighting devices for shoes. The Directors seek the opportunities in applying the graphene material in products other than shoes and plan to launch in future.

The Sterilizing Chips has definite useful lives and is amortised over 5 years using the straight-line method.

The Directors conducted an impairment assessment on the Sterilizing Chips and considered that the future economic benefits attributable to the Sterilizing Chips is premature and provision for impairment of approximately RMB20,733,000 was made as at 31 December 2019.

As at 30 June 2020, the carrying amount represented the cost of acquisition of patents for research and development of manufacturing and application technology of graphene material on certain products.

### 12. TRADE RECEIVABLES

The Group's trading terms with its customers are mainly on credit. The credit period offered to its customers is generally for a period of three to six months. The Group seeks to apply strict control over its outstanding receivables and has a credit control department to minimise credit risk. Overdue balances are reviewed regularly by senior management. In view of the aforementioned and the fact that the Group's trade receivables relate to a large number of diversified customers, there is no significant concentration of credit risk. The Group does not hold any collateral or other credit enhancements over its trade receivable balances. Trade receivables are non-interest-bearing.

### 11. 無形資產(續)

附註：(續)

- (c) 董事認為，O2O分銷售貨系統屬於一項必要的貢獻性資產以支持與技術知識相關的盈利，即產生基本獨立於其他資產盈利之盈利的最小可識別資產組別。
- (d) 於二零一六年七月，本集團聘用數名獨立第三方研發石墨烯材料於殺菌芯片、電池儲能材料及鞋履壓敏照明裝置的生產及應用技術。董事尋求將石墨烯材料應用於鞋履以外的產品之機會，並計劃於未來推出。

殺菌芯片具有有限可使用年期，並以直線法分5年攤銷。

董事已對殺菌芯片進行減值評估並認為殺菌芯片應佔的未來經濟利益為時過早，已於二零一九年十二月三十一日計提減值撥備約人民幣20,733,000元。

於二零二零年六月三十日，該面值為研發石墨烯材料用於若干產品的生產及應用技術之專利的收購成本。

### 12. 應收貿易賬款

本集團與客戶的貿易條款主要以信貸進行。向客戶提供的信貸期一般為三至六個月。本集團致力嚴格監控未償還的應收款項，並設有信貸監控部門，以減低信貸風險。高級管理層定期檢討逾期結餘。基於上文所述，且本集團的應收貿易賬款與大量不同的客戶有關，故並無重大集中信貸風險。本集團並無就其應收貿易賬款結餘持有任何抵押品或其他提升信貸的項目。應收貿易賬款均不計息。

# Notes to the Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

For the six months ended 30 June 2020 截至二零二零年六月三十日止六個月

### 12. TRADE RECEIVABLES (continued)

An aging analysis of the Group's trade receivables, net of allowance for credit losses as at the end of the reporting period, based on the invoice dates, is as follows:

		30 June 2020 二零二零年 六月三十日 RMB'000 人民幣千元 (unaudited) (未經審核)	31 December 2019 二零一九年 十二月三十一日 RMB'000 人民幣千元 (audited) (經審核)
Within 3 months	3個月內	6,145	39,440
4 to 6 months	4至6個月	8,958	3,637
7 to 12 months	7至12個月	1,007	1,707
		<b>16,110</b>	<b>44,784</b>

### 13. TRADE AND BILLS PAYABLES

An aging analysis of the Group's trade and bills payables as at the end of the reporting period, based on the invoice dates, is as follows:

		30 June 2020 二零二零年 六月三十日 RMB'000 人民幣千元 (unaudited) (未經審核)	31 December 2019 二零一九年 十二月三十一日 RMB'000 人民幣千元 (audited) (經審核)
Within 3 months	3個月內	18,719	41,913
Over 3 months	3個月以上	26,470	14,943
		<b>45,189</b>	<b>56,856</b>

The trade payables are non-interest-bearing and are normally settled on six months terms (31 December 2019: six months). Bills payables of approximately RMB6,800,000 (31 December 2019: RMB12,850,000) were secured by the Group's pledged deposits amounted to approximately RMB2,040,000 (31 December 2019: RMB3,855,000).

### 12. 應收貿易賬款(續)

於呈報期末，本集團應收貿易賬款扣除信貸虧損撥備後的按發票日期劃分的賬齡分析如下：

### 13. 應付貿易賬款及應付票據

於呈報期末，本集團應付貿易賬款及應付票據按發票日期劃分的賬齡分析如下：

應付貿易賬款不計息，且一般於六個月(二零一九年十二月三十一日：六個月)內償還。於二零二零年六月三十日，本集團通過已質押存款約人民幣2,040,000元(二零一九年十二月三十一日：人民幣3,855,000元)為約人民幣6,800,000元(二零一九年十二月三十一日：人民幣12,850,000元)的應付票據作出擔保。

# Notes to the Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

For the six months ended 30 June 2020 截至二零二零年六月三十日止六個月

### 14. SHORT TERM BORROWINGS

### 14. 短期借貸

		30 June 2020 二零二零年 六月三十日 RMB'000 人民幣千元 (unaudited) (未經審核)	31 December 2019 二零一九年 十二月三十一日 RMB'000 人民幣千元 (audited) (經審核)
Secured bank loans repayable within one year	須於一年內償還的有抵押 銀行貸款	98,000	98,000
Unsecured loans repayable within one year	須於一年內償還的無抵押 貸款	23,000	16,200
		<b>121,000</b>	114,200

(a) At 30 June 2020 and 31 December 2019, the loans were denominated in Renminbi and bore interest rates ranging from 4.35% – 5.22% per annum.

(b) At 30 June 2020, the secured bank loans of the Group were secured by a pledge of the Group's buildings with carrying amount of approximately RMB4,835,000 (31 December 2019: RMB6,096,000), leasehold lands and certain of investment property with carrying amounts of approximately RMB4,267,000 and approximately RMB30,200,000 (31 December 2019: leasehold land of RMB26,223,000). In addition, the bank loans were secured by guarantees provided by an independent third party, a director of the Company and his son.

(a) 於二零二零年六月三十日及二零一九年十二月三十一日，貸款均以人民幣計值，並按範圍由每年4.35%至5.22%的息率計息。

(b) 於二零二零年六月三十日，本集團已抵押賬面值約人民幣4,835,000元(二零一九年十二月三十一日：人民幣6,096,000元)的樓宇、賬面值約人民幣4,267,000元及約人民幣30,200,000元的租賃土地及若干投資物業(二零一九年十二月三十一日：租賃土地人民幣26,223,000元)作為本集團有抵押銀行貸款的擔保。此外，有關銀行貸款由一名獨立第三方、一名本公司董事及其兒子提供擔保。



# Notes to the Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

For the six months ended 30 June 2020 截至二零二零年六月三十日止六個月

### 15. PROVISION FOR CONTINGENT CONSIDERATION

In connection with the acquisition of the Technology Know-how as explained in note 11, provision for contingent consideration as at 31 December 2015 represented the acquisition-date fair value of contingent consideration of i) a maximum of approximately RMB1,289,409,836 in cash (“Cash Consideration”); and ii) the contingent convertible notes (“Contingent CNs”) with principal amount of HK\$73,920,000 (equivalent to approximately RMB60,590,164), which will be issued by the Company after fulfilment of certain conditions specified in the acquisition agreement signed on 14 October 2015 (“Acquisition Agreement”), as part of the consideration for the acquisition of the Technology Know-how.

The settlement of Cash Consideration and the Contingent CNs is subject to the following conditions:

“Second Instalment Conditions” refer to (a) the registration of the transfer of the PRC Patents and the US Patent having been completed in the State Intellectual Property Office of the PRC and the United States Patent and Trademark Office respectively, such that the Company having become the applicant of the PRC Patents (or if the PRC Patents are granted, the Company having become the PRC Patents owner) under the record of the State Intellectual Property Office of the PRC, and the Company having become the US Patent owner under the record of the United States Patent and Trademark Office; and (b) the training provided by Bluestone to the technicians of the Group and its contracted parties having been completed, such that the Group and its contracted parties having been able to produce graphene-based EVA foam material and graphene deodorizing and sterilizing chips based on the Technology Know-how independently, and the graphene-based EVA foam material and graphene deodorizing and sterilizing chips produced having been certified by an independent technical organisation at provincial level or above to meet the inspection standard as stipulated under the Acquisition Agreement.

Upon fulfilment of the Second Instalment Conditions, the second instalment in the amount of RMB450,000,000 should be payable by the Company, of which (a) RMB389,409,836 should be paid in cash within 6 months after fulfilment of the Second Instalment Conditions; and (b) RMB60,590,164 should be satisfied by issuing the convertible notes with principal amount of HK\$73,920,000 to Bluestone or its nominee(s) within 15 business days after the fulfilment of the Second Instalment Conditions.

### 15. 或然代價撥備

就附註11所述有關收購技術知識而言，於二零一五年十二月三十一日的或然代價撥備指i)現金最多約人民幣1,289,409,836元(「現金代價」)；及ii)本金額73,920,000港元(相當於約人民幣60,590,164元)之或然可換股票據(「或然可換股票據」)之或然代價於收購日期之公平值，該等可換股票據將於二零一五年十月十四日簽訂之收購協議(「收購協議」)指定的若干條件達成後由本公司發行，作為收購技術知識之部分代價。

現金代價及或然可換股票據之結算須待以下條件達成後，方可作實：

「第二期條件」指(a)中國專利及美國專利的轉讓已經分別於中國國家知識產權局及美國專利及商標局完成登記，因此本公司已於中國國家知識產權局記錄中成為中國專利的申請人(或如中國專利已獲授出，則本公司成為中國專利的擁有人)及已於美國專利及商標局的記錄中成為美國專利的擁有人；及(b)藍石向本集團及其合約方的技術人員提供的培訓已完成，而令本集團及其合約方能夠獨立使用技術知識生產石墨烯EVA發泡材料和石墨烯除臭殺菌芯片，且所生產的石墨烯EVA發泡材料和石墨烯除臭殺菌芯片已獲得省級或以上獨立技術認證機構作出技術認證，符合收購協議規定的驗收標準。

於第二期條件達成後，第二期金額人民幣450,000,000元須由本公司支付，其中(a)人民幣389,409,836元須於第二期條件達成後6個月內以現金支付；及(b)人民幣60,590,164元須於第二期條件達成後15個營業日內透過向藍石或其提名人發行本金額為73,920,000港元的可換股票據而支付。

# Notes to the Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

For the six months ended 30 June 2020 截至二零二零年六月三十日止六個月

### 15. PROVISION FOR CONTINGENT CONSIDERATION (continued)

“Third Instalment Conditions” refer to (a) the accumulated turnover of a special purpose vehicle (“SPV”) to be established by the Group for the sales of graphene-based EVA foam material, graphene deodorizing and sterilizing chips and graphene-based wearable devices manufactured using the Technology Know-how and/or any other companies (other than companies of the Group) authorised to use the Technology Know-how having reached RMB40,000,000; and (b) the sales volume of graphene-based EVA foam material having reached 20,000 cubic meters, each within 9 months after the Completion Date (or such later date as the Company may agree).

Upon fulfilment of the Second Instalment Conditions and the Third Instalment Conditions, the third instalment in the amount of RMB270,000,000 should be payable by the Company in cash to Bluestone or its nominee(s) within 15 business days after the fulfilment of the Third Instalment Conditions.

Second Instalment Conditions and Third Instalment Conditions had been fulfilled and the Company had paid RMB389,409,836 by way of cash and RMB60,590,164 by way of issuing the convertible notes and RMB270,000,000 by way of cash on 2 February 2016 and 8 September 2016 respectively.

Pursuant to the Acquisition Agreement, upon fulfilment of the Second Instalment Conditions and the Third Instalment Conditions, Bluestone is entitled to share 35% of the earnings before interests, taxes, depreciation and amortisation (“EBITDA”) of the SPV for the 6-month period ended 30 June or 31 December of each year (“Interim Financial Period”) starting from the year the Second Instalment Conditions and the Third Instalment Conditions are fulfilled and each subsequent Interim Financial Period (until the end of the sixth financial year ending 31 December from the Completion Date), subject to a maximum sharing amount of RMB630,000,000 (the “EBITDA Sharing Mechanism”).

### 15. 或然代價撥備(續)

「第三期條件」指於完成日期後9個月內(或本公司同意的較遲日期)(a)本集團將就銷售使用技術知識生產的石墨烯EVA發泡材料、石墨烯除臭殺菌芯片及石墨烯可穿戴裝置而成立的特殊目的公司(「SPV」)及/或獲授權使用技術知識的任何其他公司(不包括本集團各公司)累計營業額已達人民幣40,000,000元;及(b)石墨烯EVA發泡材料銷量已達20,000立方米。

於第二期條件及第三期條件達成後,第三期金額人民幣270,000,000元須由本公司於第三期條件達成後15個營業日內以現金支付予藍石或其提名人。

第二期條件及第三期條件已達成,本公司分別於二零一六年二月二日以現金支付人民幣389,409,836元及透過發行可換股票據支付人民幣60,590,164元及於二零一六年九月八日以現金支付人民幣270,000,000元。

根據收購協議,自第二期條件及第三期條件達成後之年度起,藍石有權分佔SPV於第二期條件及第三期條件達成的截至各年六月三十日或十二月三十一日止六個月期間(「中期財務期間」)及此後每個中期財務期間(直至完成日期起第六個截至十二月三十一日止財政年度完結為止)除利息、稅項、折舊及攤銷前盈利(「EBITDA」)的35%,惟最高分成金額為人民幣630,000,000元(「EBITDA分成機制」)。

# Notes to the Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

For the six months ended 30 June 2020 截至二零二零年六月三十日止六個月

### 15. PROVISION FOR CONTINGENT CONSIDERATION (continued)

For the avoidance of doubt, the financial year in which the Completion Date ending on would be considered as the first financial year for the purpose of the EBITDA Sharing Mechanism. During the period under the EBITDA Sharing Mechanism, for each Interim Financial Period, the Company should appoint an independent auditor to issue a certificate for the EBITDA of the SPV during the relevant Interim Financial Period within 4 months from the end of such Interim Financial Period, and the sharing amount shall be paid by the Company in cash to Bluestone or its nominee(s) within 15 business days after the issuance of such certificate. Any license fees for the Technology Know-how payable by the SPV to the Group will be disregarded in the calculation of the EBITDA.

If the accumulated EBITDA of the SPV during the period under the EBITDA Sharing Mechanism is less than RMB1,800,000,000 (for the purpose, if the SPV records a loss in any Interim Financial Period, the EBITDA of the SPV of that Interim Financial Period would be regarded as zero in calculating the accumulated EBITDA), the total sharing amount under the EBITDA Sharing Mechanism will be less than RMB630,000,000 and the Company is not obligated to pay the shortfall between RMB630,000,000 and 35% of the actual accumulated EBITDA of the SPV during the period under the EBITDA Sharing Mechanism.

Provision for contingent consideration as at 30 June 2020 represented the contingent cash consideration payable to Bluestone or its nominee(s) under the EBITDA Sharing Mechanism.

### 15. 或然代價撥備(續)

為免疑慮，就EBITDA分成機制而言，完成日期所屬的財政年度將被視為第一個財政年度。於EBITDA分成機制期間，就每個中期財務期間而言，本公司應委任一名獨立核數師於相關中期財務期間完結後4個月內就SPV於該中期財務期間的EBITDA出具一份證書，本公司須於該證書出具後15個營業日內以現金向藍石或其提名人支付分成款項。計算EBITDA時將不會考慮SPV就技術知識應向本集團支付的任何許可費。

如SPV於EBITDA分成機制下期間的累計EBITDA低於人民幣1,800,000,000元(就此而言，如SPV於任何中期財務期間錄得虧損，計算累計EBITDA時，SPV於該中期財務期間的EBITDA應當被視為零)，EBITDA分成機制下的總分成金額將低於人民幣630,000,000元，本公司亦毋須支付人民幣630,000,000元與SPV於該EBITDA分成機制下期間的實際累計EBITDA之35%之間的差額。

於二零二零年六月三十日的或然代價撥備指根據EBITDA分成機制應付藍石或其提名人的或然現金代價。

# Notes to the Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

For the six months ended 30 June 2020 截至二零二零年六月三十日止六個月

### 15. PROVISION FOR CONTINGENT CONSIDERATION (continued)

The movements of the provision for contingent consideration were as follows:

		30 June 2020 二零二零年 六月三十日 RMB'000 人民幣千元 (unaudited) (未經審核)	31 December 2019 二零一九年 十二月三十一日 RMB'000 人民幣千元 (audited) (經審核)
As at the beginning of the Period/year	於本期間／年初	-	4,769
Fair value gain credited to profit or loss during the Period/year	本期間／年內於損益計入的公平值收益	-	(4,769)
As at the end of the Period/year	於本期間／年末	-	-

The fair value of the provision for contingent consideration is calculated using the discounted cash flow approach (31 December 2019: discounted cash flow approach). The discount rate used in the approach as at 30 June 2020 was 19.85% (31 December 2019: ranging from 14.84%-14.86%).

The provision for contingent consideration is classified as a financial liability which will then be measured at fair value and any changes in fair value will be recognised in the consolidated statement of profit or loss.

The Directors conducted a fair value assessment of the provision for contingent consideration as at 30 June 2020, with reference to a valuation conducted by an independent professional valuer, Ascent Partners Valuation Service Limited.

### 15. 或然代價撥備(續)

或然代價撥備之變動如下：

	30 June 2020 二零二零年 六月三十日 RMB'000 人民幣千元 (unaudited) (未經審核)	31 December 2019 二零一九年 十二月三十一日 RMB'000 人民幣千元 (audited) (經審核)
As at the beginning of the Period/year	-	4,769
Fair value gain credited to profit or loss during the Period/year	-	(4,769)
As at the end of the Period/year	-	-

或然代價撥備的公平值採用貼現現金流法(二零一九年十二月三十一日：貼現現金流法)計算。於二零二零年六月三十日，該法的貼現率為19.85% (二零一九年十二月三十一日：使用範圍14.84%-14.86%)。

或然代價撥備被分類為金融負債，然後將按公平值計量，任何公平值變動將於綜合損益表內確認。

董事已參考獨立專業估值師艾升評值諮詢有限公司作出之估值對二零二零年六月三十日之或然代價撥備進行公平值評估。

# Notes to the Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

For the six months ended 30 June 2020 截至二零二零年六月三十日止六個月

### 16. SHARE CAPITAL

The details of the authorised and issued share capital of the Company are as follows:

### 16. 股本

本公司法定及已發行股本之詳情如下：

		Number of ordinary shares of US\$0.01 each 每股面值 0.01美元的 普通股數目	Nominal value of ordinary shares 普通股面值 US\$'000 千美元	Nominal value of ordinary shares 普通股面值 RMB'000 人民幣千元
<b>Authorised:</b>	<b>法定：</b>			
At 1 January 2019, 31 December 2019, 1 January 2020 and 30 June 2020	於二零一九年一月一日、 二零一九年十二月三十一日、 二零二零年一月一日及 二零二零年六月三十日	5,000,000,000	50,000	342,400
<b>Issued and fully paid:</b>	<b>已發行及繳足：</b>			
At 1 January 2019	於二零一九年一月一日	1,304,059,608	13,041	86,758
Completion of subscription of new Shares	完成認購新股份	182,800,000	1,828	12,552
At 31 December 2019, 1 January 2020 and 30 June 2020	於二零一九年十二月三十一日、 二零二零年一月一日及 二零二零年六月三十日	1,486,859,608	14,869	99,310

As disclosed in the Company's announcements dated 9 November 2018, 12 November 2018, 8 March 2019 and 29 May 2019, the Subscription was completed on 8 March 2019. The net proceeds from the Subscription (after deducting the relevant expenses incurred in the Subscription) was approximately HK\$49,136,000 (equivalent to approximately RMB42,982,000).

就本公司日期為二零一八年十一月九日、二零一八年十一月十二日、二零一九年三月八日及二零一九年五月二十九日之公佈所披露，認購事項已於二零一九年三月八日完成。認購事項所得款項淨額（經扣除認購事項產生之相關開支）約為49,136,000港元（相當於約人民幣42,982,000元）。

# Notes to the Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

For the six months ended 30 June 2020 截至二零二零年六月三十日止六個月

### 17. SHARE-BASED PAYMENT TRANSACTIONS

#### Equity settled share option scheme of the Company

On 8 January 2011, the Company operates the Share Option Scheme for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations. Eligible participants of the Share Option Scheme include, among others, the Directors, including independent non-executive directors, employees, suppliers of goods or services, customers, consultants of the Group, the Company's shareholders, and any non-controlling shareholder in the Company's subsidiaries. The Share Option Scheme became effective on 28 January 2011 and, unless otherwise cancelled or amended, will remain in force for 10 years from that date, i.e. 27 January 2021.

Subject to the Listing Rules, the overall limit on the number of Shares which may be issued upon the exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other share option schemes of the Company must not, in aggregate, exceed 30% of the relevant class of Shares in issue from time to time. Subject to the limit above, the maximum number of shares which may be issued upon exercise of all share options to be granted under the Share Option Scheme and any other schemes of the Group shall not in aggregate exceed 10% of the Shares in issue at the Listing Date (the "Scheme Mandate Limit") and at the date of approval by the shareholders of the Company in general meeting where the Scheme Mandate Limit is refreshed. The maximum number of Shares issuable under share options to each eligible participant in the Share Option Scheme within any 12-month period is limited to 1% of the Shares in issue at any time. Any further grant of share options in excess of this limit is subject to shareholders' approval in a general meeting.

Share options granted to a director, chief executive or substantial shareholder of the Company, or to any of their respective associates, are subject to approval in advance by the independent non-executive directors. In addition, any share options granted to a substantial shareholder or an independent non-executive director of the Company, or to any of their associates, in excess of 0.1% of the Shares in issue and with an aggregate value (based on the closing price of the Shares at the date of grant) in excess of HK\$5 million, in the 12-month period up to and including the date of grant, are subject to shareholders' approval in advance in a general meeting.

### 17. 以股份為基礎的付款之交易

#### 本公司以股權結算之購股權計劃

於二零一一年一月八日，本公司運作購股權計劃，旨在向為本集團業務之成功作出貢獻之合資格參與者提供獎勵及報酬。購股權計劃合資格參與者包括(其中包括)董事(包括獨立非執行董事)、本集團僱員、產品或服務供應商、客戶、本集團顧問、本公司股東及本公司附屬公司之任何非控股股東。購股權計劃由二零一一年一月二十八日起生效，除非獲取取消或修訂，否則將由該日起計十年內保持有效(即至二零二一年一月二十七日)。

根據上市規則，於根據購股權計劃及本公司任何其他購股權計劃已授出但尚未行使其所有已發行在外購股權獲行使時可予發行之股份數目之總體限額，合共不得超過不時已發行相關類別股份之30%。在上述限額規限下，根據購股權計劃及本集團任何其他計劃授出的所有購股權獲行使時可予發行的股份最高數目，合共不得超過於上市日期及本公司股東於股東大會上批准更新計劃授權限額當日已發行股份之10%（「計劃授權限額」）。於任何十二個月期間內，根據購股權計劃授予各合資格參與者之購股權可予發行之最高股份數目以任何時候已發行股份之1%為限。授出超過此限制之任何其他購股權均須獲股東於股東大會上批准。

授予本公司董事、主要行政人員或主要股東或彼等任何聯繫人士之購股權須經獨立非執行董事事先批准。此外，於授出日期起的十二個月期間內，倘授予本公司主要股東或獨立非執行董事或彼等任何聯繫人士之任何購股權超逾已發行股份0.1%及根據於截至及包括授出日期止十二個月期間股份收市價計算之總值超過5,000,000港元，則須經股東於股東大會上事先批准。

# Notes to the Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

For the six months ended 30 June 2020 截至二零二零年六月三十日止六個月

### 17. SHARE-BASED PAYMENT TRANSACTIONS

(continued)

#### Equity settled share option scheme of the Company (continued)

An offer of the grant of share options may be accepted within 28 days from the date of offer, upon payment of a nominal consideration of HK\$1 in total by the grantee. The exercise period of the share options granted is determinable by the Directors, and which shall not exceed 10 years after the date on which the share options are granted and accepted. The exercise of any share option may be subject to a vesting schedule to be determined by the Board.

The Share Option Scheme does not specify a minimum period for which a share option must be held before it can be exercised.

The exercise price of share options is determinable by the Directors, but may not be less than the higher of (i) the Stock Exchange closing price of the Shares on the date of offer of the share options; (ii) the average Stock Exchange closing price of the Shares for the five trading days immediately preceding the date of offer and (iii) the nominal value of the Shares.

Share options do not confer rights on the holders to dividends or to vote at shareholders' meetings.

### 17. 以股份為基礎的付款之交易

(續)

#### 本公司以股權結算之購股權計劃 (續)

授出購股權之要約可於要約日期起計二十八天內由承授人支付名義代價1港元後予以接納。所授出購股權之行使期乃由董事釐定，不得超過購股權授出及獲接納日期後10年。任何購股權之行使可能受限於董事會釐定之歸屬期。

購股權計劃並無指定一項購股權獲行使必須持有的最短期限。

購股權之行使價由董事釐定，惟不得低於以下之較高者：(i)股份於購股權要約日期在聯交所之收市價；(ii)股份於緊接要約日期前五個交易日在聯交所之平均收市價及(iii)股份的面值。

購股權並不賦予持有人收取股息或於股東大會投票之權利。

# Notes to the Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

For the six months ended 30 June 2020 截至二零二零年六月三十日止六個月

### 17. SHARE-BASED PAYMENT TRANSACTIONS

(continued)

#### Equity settled share option scheme of the Company (continued)

The following share options were outstanding under the Share Option Scheme during the Period:

### 17. 以股份為基礎的付款之交易

(續)

本公司以股權結算之購股權計劃  
(續)

於本期間，根據購股權計劃尚未行使的購股權如下：

30 June 2020 二零二零年六月三十日 (unaudited) (未經審核)		31 December 2019 二零一九年十二月三十一日 (audited) (經審核)	
Weighted average exercise price 加權平均 行使價 HK\$ 港元	Number of share options 購股權 數目	Weighted average exercise price 加權平均 行使價 HK\$ 港元	Number of share options 購股權 數目

At the beginning/end of the Period/year 於本期間/年初/末

0.65	241,180,000	0.65	241,180,000
------	-------------	------	-------------

The Company had no share option being granted, exercised, cancelled or forfeited pursuant to the Share Option Scheme during the Period (31 December 2019: Nil).

於本期間，本公司概無根據購股權計劃授出、行使、註銷或沒收購股權(二零一九年十二月三十一日：無)。



# Notes to the Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

For the six months ended 30 June 2020 截至二零二零年六月三十日止六個月

### 17. SHARE-BASED PAYMENT TRANSACTIONS

(continued)

#### Equity settled share option scheme of the Company (continued)

The outstanding share options as at 30 June 2020 were vested to the grantees in the following manner:

- 10,917,000 of such share options were vested on 10 December 2015 with an exercise period from 10 December 2015 to 9 December 2020.
- 19,356,000 of such share options were vested on 10 December 2016 with an exercise period from 10 December 2016 to 9 December 2020.
- 3,195,000 of such share options were vested on 10 December 2017 with an exercise period from 10 December 2017 to 9 December 2020.
- 2,556,000 of such share options were vested on 10 December 2018 with an exercise period from 10 December 2018 to 9 December 2020.
- 2,556,000 of such share options were vested on 10 December 2019 with an exercise period from 10 December 2019 to 9 December 2020.
- 45,660,000 of such share options were vested on 24 June 2016 with an exercise period from 24 June 2016 to 23 June 2021.
- 31,600,000 of such share options were vested on 24 June 2017 with an exercise period from 24 June 2017 to 23 June 2021.
- 2,900,000 of such share options were vested on 24 June 2018 with an exercise period from 24 June 2018 to 23 June 2021.

### 17. 以股份為基礎的付款之交易

(續)

#### 本公司以股權結算之購股權計劃 (續)

於二零二零年六月三十日尚未行使購股權按下列方式歸屬予承授人：

- 該等購股權的10,917,000份已於二零一五年十二月十日歸屬，行使期為二零一五年十二月十日及二零二零年十二月九日。
- 該等購股權的19,356,000份已於二零一六年十二月十日歸屬，行使期為二零一六年十二月十日及二零二零年十二月九日。
- 該等購股權的3,195,000份已於二零一七年十二月十日歸屬，行使期為二零一七年十二月十日及二零二零年十二月九日。
- 該等購股權的2,556,000份已於二零一八年十二月十日歸屬，行使期為二零一八年十二月十日及二零二零年十二月九日。
- 該等購股權的2,556,000份已於二零一九年十二月十日歸屬，行使期為二零一九年十二月十日及二零二零年十二月九日。
- 該等購股權的45,660,000份已於二零一六年六月二十四日歸屬，行使期為二零一六年六月二十四日至二零二一年六月二十三日。
- 該等購股權的31,600,000份已於二零一七年六月二十四日歸屬，行使期為二零一七年六月二十四日至二零二一年六月二十三日。
- 該等購股權的2,900,000份已於二零一八年六月二十四日歸屬，行使期為二零一八年六月二十四日至二零二一年六月二十三日。

# Notes to the Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

For the six months ended 30 June 2020 截至二零二零年六月三十日止六個月

### 17. SHARE-BASED PAYMENT TRANSACTIONS

(continued)

#### Equity settled share option scheme of the Company (continued)

- 2,320,000 of such share options were vested on 24 June 2019 with an exercise period from 24 June 2019 to 23 June 2021.
- 2,320,000 of such share options were vested on 24 June 2020 with an exercise period from 24 June 2020 to 23 June 2021.
- 1,425,000 of such share options were vested on 16 December 2016 with an exercise period from 16 December 2016 to 15 December 2021.
- 1,900,000 of such share options were vested on 16 December 2017 with an exercise period from 16 December 2017 to 15 December 2021.
- 2,375,000 of such share options were vested on 16 December 2018 with an exercise period from 16 December 2018 to 15 December 2021.
- 1,900,000 of such share options were vested on 16 December 2019 with an exercise period from 16 December 2019 to 15 December 2021.
- 1,900,000 of such share options will be vested on 16 December 2020 with an exercise period from 16 December 2020 to 15 December 2021.
- 64,980,000 of such share options were vested on 19 June 2018 with an exercise period from 19 June 2018 to 18 June 2023.
- 43,320,000 of such share options were vested on 19 June 2019 with an exercise period from 19 June 2019 to 18 June 2023.

### 17. 以股份為基礎的付款之交易

(續)

#### 本公司以股權結算之購股權計劃 (續)

- 該等購股權的2,320,000份已於二零一九年六月二十四日歸屬，行使期為二零一九年六月二十四日至二零二一年六月二十三日。
- 該等購股權的2,320,000份已於二零二零年六月二十四日歸屬，行使期為二零二零年六月二十四日至二零二一年六月二十三日。
- 該等購股權的1,425,000份已於二零一六年十二月十六日歸屬，行使期為二零一六年十二月十六日至二零二一年十二月十五日。
- 該等購股權的1,900,000份已於二零一七年十二月十六日歸屬，行使期為二零一七年十二月十六日至二零二一年十二月十五日。
- 該等購股權的2,375,000份已於二零一八年十二月十六日歸屬，行使期為二零一八年十二月十六日至二零二一年十二月十五日。
- 該等購股權的1,900,000份已於二零一九年十二月十六日歸屬，行使期為二零一九年十二月十六日至二零二一年十二月十五日。
- 該等購股權的1,900,000份將於二零二零年十二月十六日歸屬，行使期為二零二零年十二月十六日至二零二一年十二月十五日。
- 該等購股權的64,980,000份已於二零一八年六月十九日歸屬，行使期為二零一八年六月十九日至二零二三年六月十八日。
- 該等購股權的43,320,000份已於二零一九年六月十九日歸屬，行使期為二零一九年六月十九日至二零二三年六月十八日。

# Notes to the Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

For the six months ended 30 June 2020 截至二零二零年六月三十日止六個月

### 17. SHARE-BASED PAYMENT TRANSACTIONS

(continued)

#### Equity settled share option scheme of the Company (continued)

The outstanding share options as at 31 December 2019 were vested to the grantees in the following manner:

- 10,917,000 of such share options were vested on 10 December 2015 with an exercise period from 10 December 2015 to 9 December 2020.
- 19,356,000 of such share options were vested on 10 December 2016 with an exercise period from 10 December 2016 to 9 December 2020.
- 3,195,000 of such share options were vested on 10 December 2017 with an exercise period from 10 December 2017 to 9 December 2020.
- 2,556,000 of such share options were vested on 10 December 2018 with an exercise period from 10 December 2018 to 9 December 2020.
- 2,556,000 of such share options were vested on 10 December 2019 with an exercise period from 10 December 2019 to 9 December 2020.
- 45,660,000 of such share options were vested on 24 June 2016 with an exercise period from 24 June 2016 to 23 June 2021.
- 31,600,000 of such share options were vested on 24 June 2017 with an exercise period from 24 June 2017 to 23 June 2021.
- 2,900,000 of such share options were vested on 24 June 2018 with an exercise period from 24 June 2018 to 23 June 2021.

### 17. 以股份為基礎的付款之交易

(續)

#### 本公司以股權結算之購股權計劃 (續)

於二零一九年十二月三十一日尚未行使購股權按下列方式歸屬予承授人：

- 該等購股權的10,917,000份已於二零一五年十二月十日歸屬，行使期為二零一五年十二月十日及二零二零年十二月九日。
- 該等購股權的19,356,000份已於二零一六年十二月十日歸屬，行使期為二零一六年十二月十日及二零二零年十二月九日。
- 該等購股權的3,195,000份已於二零一七年十二月十日歸屬，行使期為二零一七年十二月十日及二零二零年十二月九日。
- 該等購股權的2,556,000份已於二零一八年十二月十日歸屬，行使期為二零一八年十二月十日及二零二零年十二月九日。
- 該等購股權的2,556,000份已於二零一九年十二月十日歸屬，行使期為二零一九年十二月十日及二零二零年十二月九日。
- 該等購股權的45,660,000份已於二零一六年六月二十四日歸屬，行使期為二零一六年六月二十四日至二零二一年六月二十三日。
- 該等購股權的31,600,000份已於二零一七年六月二十四日歸屬，行使期為二零一七年六月二十四日至二零二一年六月二十三日。
- 該等購股權的2,900,000份已於二零一八年六月二十四日歸屬，行使期為二零一八年六月二十四日至二零二一年六月二十三日。

# Notes to the Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

For the six months ended 30 June 2020 截至二零二零年六月三十日止六個月

### 17. SHARE-BASED PAYMENT TRANSACTIONS

(continued)

#### Equity settled share option scheme of the Company (continued)

- 2,320,000 of such share options were vested on 24 June 2019 with an exercise period from 24 June 2019 to 23 June 2021.
- 2,320,000 of such share options were vested on 24 June 2020 with an exercise period from 24 June 2020 to 23 June 2021.
- 1,425,000 of such share options were vested on 16 December 2016 with an exercise period from 16 December 2016 to 15 December 2021.
- 1,900,000 of such share options were vested on 16 December 2017 with an exercise period from 16 December 2017 to 15 December 2021.
- 2,375,000 of such share options were vested on 16 December 2018 with an exercise period from 16 December 2018 to 15 December 2021.
- 1,900,000 of such share options were vested on 16 December 2019 with an exercise period from 16 December 2019 to 15 December 2021.
- 1,900,000 of such share options will be vested on 16 December 2020 with an exercise period from 16 December 2020 to 15 December 2021.
- 64,980,000 of such share options were vested on 19 June 2018 with an exercise period from 19 June 2018 to 18 June 2023.
- 43,320,000 of such share options were vested on 19 June 2019 with an exercise period from 19 June 2019 to 18 June 2023.

### 17. 以股份為基礎的付款之交易

(續)

#### 本公司以股權結算之購股權計劃 (續)

- 該等購股權的2,320,000份已於二零一九年六月二十四日歸屬，行使期為二零一九年六月二十四日至二零二一年六月二十三日。
- 該等購股權的2,320,000份已於二零二零年六月二十四日歸屬，行使期為二零二零年六月二十四日至二零二一年六月二十三日。
- 該等購股權的1,425,000份已於二零一六年十二月十六日歸屬，行使期為二零一六年十二月十六日至二零二一年十二月十五日。
- 該等購股權的1,900,000份已於二零一七年十二月十六日歸屬，行使期為二零一七年十二月十六日至二零二一年十二月十五日。
- 該等購股權的2,375,000份已於二零一八年十二月十六日歸屬，行使期為二零一八年十二月十六日至二零二一年十二月十五日。
- 該等購股權的1,900,000份已於二零一九年十二月十六日歸屬，行使期為二零一九年十二月十六日至二零二一年十二月十五日。
- 該等購股權的1,900,000份將於二零二零年十二月十六日歸屬，行使期為二零二零年十二月十六日至二零二一年十二月十五日。
- 該等購股權的64,980,000份已於二零一八年六月十九日歸屬，行使期為二零一八年六月十九日至二零二三年六月十八日。
- 該等購股權的43,320,000份已於二零一九年六月十九日歸屬，行使期為二零一九年六月十九日至二零二三年六月十八日。

# Notes to the Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

For the six months ended 30 June 2020 截至二零二零年六月三十日止六個月

### 17. SHARE-BASED PAYMENT TRANSACTIONS

(continued)

#### Equity settled share option scheme of the Company (continued)

The exercise prices and exercise periods of the share options outstanding as at the end of the reporting period are as follows:

#### 30 June 2020

二零二零年六月三十日

Number of share options 購股權數目	Exercise price HK\$ per share 行使價每股港元	Exercise period 行使期
108,300,000	0.54	19 June 2018 to 18 June 2023 二零一八年六月十九日至二零二三年六月十八日
9,500,000	0.99	16 December 2016 to 15 December 2021 二零一六年十二月十六日至二零二一年十二月十五日
84,800,000	0.67	24 June 2016 to 23 June 2021 二零一六年六月二十四日至二零二一年六月二十三日
38,580,000	0.81	10 December 2015 to 9 December 2020 二零一五年十二月十日 至二零二零年十二月九日

#### 31 December 2019

二零一九年十二月三十一日

Number of share options 購股權數目	Exercise price HK\$ per share 行使價每股港元	Exercise period 行使期
108,300,000	0.54	19 June 2018 to 18 June 2023 二零一八年六月十九日至二零二三年六月十八日
9,500,000	0.99	16 December 2016 to 15 December 2021 二零一六年十二月十六日至二零二一年十二月十五日
84,800,000	0.67	24 June 2016 to 23 June 2021 二零一六年六月二十四日至二零二一年六月二十三日
38,580,000	0.81	10 December 2015 to 9 December 2020 二零一五年十二月十日 至二零二零年十二月九日

The fair value of the share options granted during the year ended 31 December 2015 was HK\$24,872,000 (equivalent to RMB20,837,000).

### 17. 以股份為基礎的付款之交易

(續)

#### 本公司以股權結算之購股權計劃 (續)

於呈報期末尚未行使的購股權的行使價及行使期如下：

截至二零一五年十二月三十一日止年度已授出購股權的公平值為24,872,000港元(相當於人民幣20,837,000元)。

# Notes to the Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

For the six months ended 30 June 2020 截至二零二零年六月三十日止六個月

### 17. SHARE-BASED PAYMENT TRANSACTIONS

(continued)

#### Equity settled share option scheme of the Company (continued)

The fair values of the share options granted on 24 June 2016 and 16 December 2016 were HK\$18,960,000 (equivalent to RMB16,204,000) and HK\$3,924,000 (equivalent to RMB3,510,000) respectively.

The fair value of the share options granted on 19 June 2018 was HK\$17,289,000 (equivalent to RMB14,576,000).

The Group recognised total share based payment of RMB193,000 for the Period (for the year ended 31 December 2019: RMB4,213,000) in relation to share options granted by the Company.

The fair value was estimated as at the date of grant, using a binomial model, taking into account the terms and conditions upon which the options were granted.

As at 30 June 2020, 148,685,960 Shares may be issued upon the exercise of all the share options to be granted under the Share Option Scheme, representing approximately 10% of the total issued Shares as at 30 June 2020 and the date of this interim report. As at 30 June 2020, the Company had 241,180,000 (31 December 2019: 241,180,000) share options outstanding under the Share Option Scheme, which represented approximately 16.22% (31 December 2019: 16.22%) of the Shares in issue as at that date. The exercise in full of the outstanding share options would, under the present capital structure of the Company, result in the issue of 241,180,000 (31 December 2019: 241,180,000) additional Shares and additional share capital and share premium of approximately HK\$18,692,000 (equivalent to RMB17,074,000) (31 December 2019: HK\$18,783,000 equivalent to RMB16,825,000) and approximately HK\$137,260,000 (equivalent to RMB125,379,000) (31 December 2019: HK\$137,170,000 equivalent to RMB122,874,000), before issue expenses.

### 17. 以股份為基礎的付款之交易

(續)

#### 本公司以股權結算之購股權計劃 (續)

於二零一六年六月二十四日及二零一六年十二月十六日授出的購股權公平值分別為18,960,000港元(相當於人民幣16,204,000元)及3,924,000港元(相當於人民幣3,510,000元)。

於二零一八年六月十九日授出的購股權公平值為17,289,000港元(相當於人民幣14,576,000元)。

本集團於本期間就本公司授出的購股權確認以股份為基礎的付款總計人民幣193,000元(二零一九年十二月三十一日止年度：人民幣4,213,000元)。

公平值乃經計及授出購股權依據的條款及條件後於授出日期使用二項式模型估計。

於二零二零年六月三十日，購股權計劃項下將予授出之所有購股權獲行使後，將發行148,685,960股股份，相當於截至二零二零年六月三十日及本中期報告日期全部已發行股份之約10%。於二零二零年六月三十日，本公司於購股權計劃項下擁有241,180,000份(二零一九年十二月三十一日：241,180,000份)尚未行使的購股權，佔於該日期已發行股份約16.22%(二零一九年十二月三十一日：16.22%)。根據本公司現時資本架構，悉數行使該等尚未行使的購股權將導致額外發行241,180,000股(二零一九年十二月三十一日：241,180,000股)股份及額外股本及股份溢價(未扣除發行開支)分別約18,692,000港元(相當於人民幣17,074,000元)(二零一九年十二月三十一日：18,783,000港元，相當於人民幣16,825,000元)及約137,260,000港元(相當於人民幣125,379,000元)(二零一九年十二月三十一日：137,170,000港元，相當於人民幣122,874,000元)。

# Notes to the Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

For the six months ended 30 June 2020 截至二零二零年六月三十日止六個月

### 18. FAIR VALUE MEASUREMENTS OF FINANCIAL INSTRUMENTS

#### Fair value of the Group's financial assets and financial liabilities that are measured at fair value on a recurring basis

Some of the Group's financial assets and financial liabilities are measured at fair value at the end of each reporting period. The following table gives information about how the fair values of these financial assets and financial liabilities are determined (in particular, the valuation technique(s) and inputs used).

Financial liabilities	Fair value as at 30 June 2020 於二零二零年六月三十日的公平值	Fair value hierarchy 公平值等級	Significant unobservable inputs 重大不可觀察輸入值	Range 範圍	Valuation technique(s) and key input(s) 估值方法及主要輸入值
Provision for contingent consideration 或然代價撥備	Liabilities, RMB Nil 負債， 人民幣零元	Level 3 第三級	Discount rate 貼現率	19.85% (31 December 2019: 14.84%-14.86%) 19.85% (二零一九年 十二月三十一日： 14.84%-14.86%)	Discounted Cash Flow Approach The key inputs are set out in note 15 貼現現金流法 主要輸入值載於附註15

#### Fair value hierarchy

#### 公平值等級

#### Level 3 第三級

30 June 2020 二零二零年 六月三十日 RMB'000 人民幣千元	31 December 2019 二零一九年 十二月三十一日 RMB'000 人民幣千元
-	-

#### Financial liabilities

Provision for contingent consideration

#### 金融負債

或然代價撥備

-

-

# Notes to the Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

For the six months ended 30 June 2020 截至二零二零年六月三十日止六個月

### 18. FAIR VALUE MEASUREMENTS OF FINANCIAL INSTRUMENTS (continued)

#### Reconciliation of Level 3 fair value measurements

### 18. 金融工具的公平值計量(續)

#### 第三級公平值計量的對賬

	Provision for contingent consideration 或然代價撥備 RMB'000 人民幣千元 (note 15) (附註15)
As at 31 December 2019, 1 January 2020 and 30 June 2020	-
於二零一九年十二月三十一日、 二零二零年一月一日及 二零二零年六月三十日	-

#### Fair values of the Group's financial assets and financial liabilities carried at other than fair value

The Directors consider that the carrying amounts of financial assets and financial liabilities at amortised cost recorded in the condensed consolidated financial statements approximate their fair values.

#### 按除公平值以外列賬之本集團金融資產及金融負債之公平值

董事認為，於簡明綜合財務報表按攤銷成本列賬的金融資產及金融負債的賬面值與其公平值相若。

### 19. COMMITMENTS

The Group had the following commitments at the end of the reporting period:

### 19. 承擔

本集團於呈報期末有以下承擔：

	30 June 2020 二零二零年 六月三十日 RMB'000 人民幣千元 (unaudited) (未經審核)	31 December 2019 二零一九年 十二月三十一日 RMB'000 人民幣千元 (audited) (經審核)
Contracted for capital commitment in respect of investment in subsidiaries	169,970	169,970
Contracted for commitments in respect of:		
– advertising and consultancy services	379	249
– research and development contract	300	300
– property, plant and equipment	2,377	3,117
	<b>3,056</b>	<b>3,666</b>



# Notes to the Condensed Consolidated Financial Statements

## 簡明綜合財務報表附註

For the six months ended 30 June 2020 截至二零二零年六月三十日止六個月

### 20. RELATED PARTY TRANSACTIONS

Compensation of key management personnel of the Group is as follows:

### 20. 關連人士交易

本集團主要管理人員的酬金如下：

		Six months ended 30 June	
		截至六月三十日止六個月	
		2020	2019
		二零二零年	二零一九年
		RMB'000	RMB'000
		人民幣千元	人民幣千元
		(unaudited)	(unaudited)
		(未經審核)	(未經審核)
Fees	袍金	54	–
Other emoluments:	其他酬金：		
Salaries, allowances and benefits in kind	薪金、津貼及實物利益	988	996
Contributions to retirement benefits schemes	退休福利計劃供款	21	16
		<b>1,009</b>	<b>1,012</b>

### 21. APPROVAL OF THE CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

The condensed consolidated interim financial statements were approved and authorised for issue by the Board on 28 August 2020.

### 21. 簡明綜合中期財務報表之批准

簡明綜合中期財務報表於二零二零年八月二十八日經董事會批准及授權發佈。

寶峰時尚

# boree

## 2020

## 中期報告

## INTERIM REPORT



[www.baofengmodern.com](http://www.baofengmodern.com)  
Stock Code :1121



寶峰時尚國際控股有限公司  
(於開曼群島註冊成立的有限公司)  
股份代號:1121

Baofeng Modern International Holdings Company Limited  
(Incorporated in the Cayman Islands with limited liability)