



大同機械企業有限公司
COSMOS MACHINERY ENTERPRISES LIMITED

Stock Code 股份代號: 118

2021

Interim Report 中期報告





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CORPORATE INFORMATION

公司資料

As at 26 August 2021

於二零二一年八月二十六日

BOARD OF DIRECTORS

Executive Directors

Tang To (*Chairman*)
Tang Yu, Freeman (*Chief Executive Officer*)

Non-executive Directors

Kan Wai Wah
Qu Jinping

Independent Non-executive Directors

Yeung Shuk Fan
Cheng Tak Yin
Huang Zhi Wei

Audit Committee

Yeung Shuk Fan (*Chairman*)
Cheng Tak Yin
Huang Zhi Wei

Remuneration Committee

Cheng Tak Yin (*Chairman*)
Huang Zhi Wei
Tang To
Yeung Shuk Fan

Nomination Committee

Tang To (*Chairman*)
Cheng Tak Yin
Huang Zhi Wei
Tang Yu, Freeman
Yeung Shuk Fan

Committee of Executive Directors

Tang To (*Chairman*)
Tang Yu, Freeman

AUTHORISED REPRESENTATIVES

Tang To
Tang Yu, Freeman

董事會

執行董事

鄧 燾 (*主席*)
鄧 愚 (*行政總裁*)

非執行董事

簡衛華
瞿金平

獨立非執行董事

楊淑芬
鄭達賢
黃志煒

審核委員會

楊淑芬 (*主席*)
鄭達賢
黃志煒

薪酬委員會

鄭達賢 (*主席*)
黃志煒
鄧 燾
楊淑芬

提名委員會

鄧 燾 (*主席*)
鄭達賢
黃志煒
鄧 愚
楊淑芬

執行董事委員會

鄧 燾 (*主席*)
鄧 愚

授權代表

鄧 燾
鄧 愚

CORPORATE INFORMATION (CONTINUED)

公司資料(續)

As at 26 August 2021

於二零二一年八月二十六日

COMPANY SECRETARY

Wong Lai Tong

AUDITOR

Ting Ho Kwan & Chan

PRINCIPAL BANKERS

Bank of China (Hong Kong) Limited
BNP Paribas Hong Kong Branch
Nanyang Commercial Bank, Limited
The Hongkong and Shanghai Banking Corporation Limited

REGISTERED OFFICE

10/F., Billion Plaza 2
No. 10 Cheung Yue Street
Cheung Sha Wan
Kowloon, Hong Kong

SHARE REGISTRAR

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

COMPANY'S WEBSITE

<http://www.cosmel.com>

INVESTOR RELATIONS CONTACT

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Kowloon, Hong Kong
E-mail: ir@cosmel.com
Telephone: (852) 2376 6188
Fax: (852) 2375 9626

STOCK CODE

118

公司秘書

王勵塘

核數師

丁何關陳會計師行

主要往來銀行

中國銀行(香港)有限公司
法國巴黎銀行香港分行
南洋商業銀行有限公司
香港上海滙豐銀行有限公司

註冊辦事處

香港九龍
長沙灣長裕街10號
億京廣場2期10樓

股份過戶登記處

卓佳秘書商務有限公司
香港皇后大道東183號
合和中心54樓

公司網址

<http://www.cosmel.com>

投資者關係聯絡

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傳真：(852) 2375 9626

股份代號

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CONDENSED CONSOLIDATED INCOME STATEMENT

簡明綜合收益表

For the six months ended 30 June 2021

截至二零二一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	
		2021 二零二一年 (Unaudited) (未經審核) HK\$'000 千港元	2020 二零二零年 (Unaudited) (未經審核) HK\$'000 千港元
	Notes 附註		
Revenue	4	1,499,998	1,015,273
Cost of sales		(1,243,036)	(853,483)
Gross profit		256,962	161,790
Other income and gains, net		6,123	9,250
Selling and distribution costs		(101,603)	(67,142)
Administrative expenses		(107,358)	(97,915)
Operating profit		54,124	5,983
Finance costs		(9,162)	(10,815)
Investment income		1,922	2,136
Share of results of associates		1,099	227
Profit/(loss) before tax	5	47,983	(2,469)
Taxation	6	(8,683)	(6,524)
Profit/(loss) for the period		39,300	(8,993)
Profit/(loss) attributable to:			
– Equity shareholders of the Company		40,215	(9,554)
– Non-controlling interests		(915)	561
		39,300	(8,993)
Earnings/(loss) per share			
– Basic	7	4.67 HK cents 港仙	(1.11) HK cents 港仙

CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

簡明綜合全面收益表

For the six months ended 30 June 2021
截至二零二一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	
		2021 二零二一年 (Unaudited) (未經審核) HK\$'000 千港元	2020 二零二零年 (Unaudited) (未經審核) HK\$'000 千港元
Profit/(loss) for the period	期內溢利／(虧損)	39,300	(8,993)
Other comprehensive income/(expense), net of tax:	扣除稅項後之其他全面收益／(支出)：		
Items that have been reclassified or may be reclassified subsequently to profit or loss:	已重新分類或其後可重新分類至損益表之項目：		
– Share of other comprehensive income/(expense) of associates	– 應佔聯營公司之其他全面收益／(支出)	382	(568)
– Exchange differences arising from translation of financial statements of foreign operations	– 換算海外業務財務報表時產生之滙兌差額	15,316	(21,833)
– Release of translation reserve upon disposal of an associate	– 出售一間聯營公司時從滙兌儲備撥出	–	49
		15,698	(22,352)
Total comprehensive income/(expense) for the period	期內全面收益／(支出) 總額	54,998	(31,345)
Total comprehensive income/(expense) attributable to:	應佔全面收益／(支出) 總額：		
– Equity shareholders of the Company	– 本公司股權持有人	53,926	(29,539)
– Non-controlling interests	– 非控股權益	1,072	(1,806)
Total comprehensive income/(expense) for the period	期內全面收益／(支出) 總額	54,998	(31,345)

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

簡明綜合財務狀況表

At 30 June 2021

於二零二一年六月三十日

			30 June 2021 二零二一年 六月三十日 (Unaudited) (未經審核) HK\$'000 千港元	31 December 2020 二零二零年 十二月三十一日 (Audited) (經審核) HK\$'000 千港元
Non-current Assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	9	575,948	595,173
Right-of-use assets	使用權資產		93,720	93,638
Goodwill	商譽		53,483	53,483
Intangible assets	無形資產		2,997	3,688
Interests in associates	聯營公司權益		37,361	38,510
Finance lease receivables	應收融資租賃款項	10	27,526	28,434
Deferred tax assets	遞延稅項資產		34,824	34,470
			825,859	847,396
Current Assets	流動資產			
Inventories	存貨		545,125	450,208
Finance lease receivables	應收融資租賃款項	10	196,476	171,526
Trade and other receivables	貿易及其他應收款項	11	996,047	865,814
Other financial assets	其他金融資產	12	16,681	4,998
Current tax recoverable	本期可收回稅項		1,299	67
Cash and bank balances	現金及銀行結餘	13	441,016	494,669
			2,196,644	1,987,282

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION (CONTINUED)
簡明綜合財務狀況表(續)

At 30 June 2021
於二零二一年六月三十日

			30 June 2021 二零二一年 六月三十日 (Unaudited) (未經審核) HK\$'000 千港元	31 December 2020 二零二零年 十二月三十一日 (Audited) (經審核) HK\$'000 千港元
		Notes 附註		
Current Liabilities	流動負債			
Trade and other payables	貿易及其他應付款項	14	924,358	809,969
Contract liabilities	合約負債		131,022	107,687
Bank borrowings	銀行借款		295,100	284,469
Lease liabilities	租賃負債		14,844	15,020
Current tax payable	本期應付稅項		9,706	10,464
			1,375,030	1,227,609
Net Current Assets	淨流動資產		821,614	759,673
Total Assets less Current Liabilities	總資產減流動負債		1,647,473	1,607,069
Non-current Liabilities	非流動負債			
Bank borrowings	銀行借款		23,966	37,875
Lease liabilities	租賃負債		39,930	40,819
Deferred tax liabilities	遞延稅項負債		28,596	28,392
			92,492	107,086
Net Assets	淨資產		1,554,981	1,499,983

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION (CONTINUED)

簡明綜合財務狀況表(續)

At 30 June 2021

於二零二一年六月三十日

			30 June 2021 二零二一年 六月三十日 (Unaudited) (未經審核) HK\$'000 千港元	31 December 2020 二零二零年 十二月三十一日 (Audited) (經審核) HK\$'000 千港元
		<i>Notes</i> 附註		
Equity	權益			
Capital and reserves attributable to equity shareholders of the Company:	本公司股權持有人應佔資本及儲備：			
Share capital	股本	15	609,027	609,027
Reserves	儲備		713,525	659,599
			1,322,552	1,268,626
Non-controlling Interests	非控股權益		232,429	231,357
Total Equity	權益總值		1,554,981	1,499,983

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

簡明綜合權益變動表

For the six months ended 30 June 2021

截至二零二一年六月三十日止六個月

		Attributable to equity shareholders of the Company 本公司股權持有人應佔					Non- controlling interests 非控股權益 HK\$'000 千港元	Total equity 權益總值 HK\$'000 千港元
		Share capital 股本 HK\$'000 千港元	Other reserves* 其他儲備* HK\$'000 千港元	Retained profits 保留溢利 HK\$'000 千港元	Total 總額 HK\$'000 千港元			
Balance at 1 January 2020	於二零二零年一月一日結餘	609,027	92,772	469,870	1,171,669	214,772	1,386,441	
Loss for the period	期內虧損	-	-	(9,554)	(9,554)	561	(8,993)	
Other comprehensive income/(expense) for the period:	期內其他全面收益/(支出):							
Share of other comprehensive expense of associates	應佔聯營公司其他全面支出	-	(568)	-	(568)	-	(568)	
Exchange differences arising from translation of financial statements of foreign operations	換算海外業務財務報表時產生之 滙兌差額	-	(19,466)	-	(19,466)	(2,367)	(21,833)	
Release of translation reserve upon disposal of an associate	出售一間聯營公司時 從滙兌儲備撥出	-	49	-	49	-	49	
Total other comprehensive expense for the period	期內其他全面支出總額	-	(19,985)	-	(19,985)	(2,367)	(22,352)	
Total comprehensive expense for the period	期內全面支出總額	-	(19,985)	(9,554)	(29,539)	(1,806)	(31,345)	
Balance at 30 June 2020	於二零二零年六月三十日結餘	609,027	72,787	460,316	1,142,130	212,966	1,355,096	
Balance at 1 January 2021	於二零二一年一月一日結餘	609,027	170,151	489,448	1,268,626	231,357	1,499,983	
Profit for the period	期內溢利	-	-	40,215	40,215	(915)	39,300	
Other comprehensive income for the period:	期內其他全面收益:							
Share of other comprehensive income of associates	應佔聯營公司其他全面收益	-	382	-	382	-	382	
Exchange differences arising from translation of financial statements of foreign operations	換算海外業務財務報表時產生之 滙兌差額	-	13,329	-	13,329	1,987	15,316	
Total other comprehensive income for the period	期內其他全面收益總額	-	13,711	-	13,711	1,987	15,698	
Total comprehensive income for the period	期內全面收益總額	-	13,711	40,215	53,926	1,072	54,998	
Balance at 30 June 2021	於二零二一年六月三十日結餘	609,027	183,862	529,663	1,322,552	232,429	1,554,981	

* Please refer to Note 16 for details of other reserves.

* 其他儲備之詳情，請參考附註16。

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

簡明綜合現金流量表

For the six months ended 30 June 2021

截至二零二一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	
		2021 二零二一年 (Unaudited) (未經審核) HK\$'000 千港元	2020 二零二零年 (Unaudited) (未經審核) HK\$'000 千港元
Net cash (outflow)/inflow from operating activities	經營業務之現金(流出)／流入淨額	(22,991)	117,704
Net cash outflow from investing activities	投資活動之現金流出淨額	(9,058)	(33,839)
Net cash outflow from financing activities	融資活動之現金流出淨額	(21,902)	(48,973)
<hr/>			
(Decrease)/increase in cash and cash equivalents	現金及現金等值(減少)／增加	(53,951)	34,892
Cash and cash equivalents at beginning of the period	期初之現金及現金等值	485,532	309,731
Effect of foreign exchange rate changes	外幣匯率變動之影響	3,427	(3,126)
<hr/>			
Cash and cash equivalents at end of the period	期末之現金及現金等值	435,008	341,497

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

簡明綜合財務報表附註

For the six months ended 30 June 2021

截至二零二一年六月三十日止六個月

1. GENERAL INFORMATION

The principal activities of the Group are (i) trading of industrial consumables; (ii) processing and manufacturing of plastic products; (iii) manufacturing of machinery; and (iv) processing and trading of printed circuit boards.

The Company is a limited liability company incorporated in Hong Kong. The address of its registered office is located at 10/F., Billion Plaza 2, No. 10 Cheung Yue Street, Cheung Sha Wan, Kowloon, Hong Kong.

The Company has its primary listing on the Stock Exchange.

This unaudited condensed consolidated interim financial information is presented in Hong Kong dollars, unless otherwise stated.

These unaudited condensed consolidated financial statements were approved by the Board on 26 August 2021.

This unaudited condensed consolidated interim financial information has been reviewed by audit committee of the Company (the "Audit Committee").

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES

This interim financial report has been prepared in accordance with the applicable disclosure provisions of the Listing Rules and Hong Kong Accounting Standard ("HKAS") 34, Interim Financial Reporting issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA").

These interim financial statements have been prepared in accordance with the accounting policies which are consistent with those adopted in the Group's annual consolidated financial statements for the year ended 31 December 2020. The amendments to standards adopted by the Group in the current period are set out in Note 3 below.

1. 一般資料

本集團之主要業務為(i)工業消耗品貿易；(ii)注塑製品加工及製造；(iii)機械製造；及(iv)印刷線路板加工及貿易。

本公司為一間於香港註冊成立之有限公司，其註冊辦事處地址為香港九龍長沙灣長裕街10號億京廣場2期10樓。

本公司以聯交所為主要上市地點。

除另有指明外，本未經審核簡明綜合中期財務資料以港元呈列。

本未經審核簡明綜合財務報表已於二零二一年八月二十六日獲董事會批准。

本未經審核簡明綜合中期財務資料已由本公司審核委員會（「審核委員會」）審閱。

2. 編製基準及會計政策

本中期財務報告乃按照上市規則之適用披露條文及香港會計師公會（「香港會計師公會」）所頒佈之香港會計準則（「香港會計準則」）第34號「中期財務報告」之規定而編製。

本中期財務報表乃根據本集團截至二零二一年十二月三十一日止年度綜合財務報表採納一致的會計政策而編制。期內本集團採納的準則修訂載於下文附註3。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

簡明綜合財務報表附註 (續)

For the six months ended 30 June 2021

截至二零二一年六月三十日止六個月

2. BASIS OF PREPARATION AND ACCOUNTING POLICIES (Continued)

The information in this interim financial report is unaudited and does not constitute statutory financial statements. The financial information relating to the financial year ended 31 December 2020 that is included in this interim financial report as comparative information does not constitute the Company's statutory annual consolidated financial statements for that financial year but is derived from those financial statements. Further information relating to these statutory financial statements required to be disclosed in accordance with section 436 of the Companies Ordinance is as follows:

The Company has delivered the consolidated financial statements for the year ended 31 December 2020 to the Registrar of Companies in accordance with section 662(3) of, and Part 3 of Schedule 6 to, the Companies Ordinance.

The Company's auditor has reported on those consolidated financial statements. The auditor's report was unqualified; did not include a reference to any matters to which the auditor drew attention by way of emphasis without qualifying its report; and did not contain a statement under sections 406(2), 407(2) or (3) of the Companies Ordinance.

3. APPLICATION OF AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs")

The Group has applied the following amendments to HKFRSs issued by the HKICPA to this interim financial report for the current accounting period:

- Amendment to HKFRS 16, Covid-19-related rent concessions beyond 30 June 2021 (early adopted)
- Amendments to HKFRS 9, HKAS 39, HKFRS 7, HKFRS 4 and HKFRS 16, Interest rate benchmark reform – phase 2

2. 編製基準及會計政策 (續)

本中期財務報告當中的資料乃未經審核及並不構成法定財務報表。本中期財務報告中載有有關截至二零二零年十二月三十一日止財政年度的財務資料(即比較資料)並不構成本公司於該財政年度的法定年度綜合財務報表,惟乃摘錄自該等財務報表。根據《公司條例》第436條的要求提供該等法定財務報表相關的額外資料如下:

本公司已按照《公司條例》第662(3)條及附表6第3部之規定,向公司註冊處處長遞交截至二零二零年十二月三十一日止年度之綜合財務報表。

本公司之核數師已就該等綜合財務報表發表報告。該報告並無保留意見;並無提述任何核數師在無提出保留意見下強調須予注意的事項;亦無載有根據《公司條例》第406(2)、第407(2)或(3)條規定之聲明。

3. 應用經修訂香港財務報告準則 ("香港財務報告準則")

本集團已就本會計期間之中期財務報告應用下列由香港會計師公會頒佈之香港財務報告準則的修訂:

- 香港財務報告準則第16號的修訂,二零二一年六月三十日後與2019新型冠狀病毒相關的租金寬減(提早採納)
- 香港財務報告準則第9號、香港會計準則第39號、香港財務報告準則第7號、香港財務報告準則第4號及香港財務報告準則第16號的修訂,利率基準改革—第二階段

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)
 簡明綜合財務報表附註(續)

For the six months ended 30 June 2021
 截至二零二一年六月三十日止六個月

3. APPLICATION OF AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

The application of the amendments to HKFRSs in the current interim period has had no material impact on the Group’s financial positions and performance for the current and prior periods and/or on the disclosures set out in these condensed consolidated financial statements.

3. 應用經修訂香港財務報告準則(「香港財務報告準則」)(續)

於本中期間應用經修訂香港財務報告準則對本集團本期及過往期間之財務狀況及表現及／或該等簡明綜合財務報表所載之披露並無重大影響。

4. REVENUE AND SEGMENT REPORTING

(a) Revenue

Revenue, which is also the Group’s turnover, represents the amounts received and receivables for goods sold to external customers, less returns and discounts and interest income from finance lease receivables during the period. An analysis of revenue of the Group is as follows:

4. 收入及分部報告

(a) 收入

收入，亦即本集團之銷售額，指期內本集團向集團以外客戶銷售貨品減退貨及折扣後之已收及應收款項及應收融資租賃款項產生之利息收入。本集團之收入分析如下：

		Six months ended 30 June 截至六月三十日止六個月	
		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Revenue	收入		
Sales of goods	產品銷售	1,485,337	1,005,773
Installation services for machinery	機械安裝服務	2,403	2,388
Revenue from contracts with customers	來自客戶合約之收入	1,487,740	1,008,161
Finance lease income	融資租賃收入	12,258	7,112
Total revenue	總收入	1,499,998	1,015,273

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

簡明綜合財務報表附註(續)

For the six months ended 30 June 2021

截至二零二一年六月三十日止六個月

4. REVENUE AND SEGMENT REPORTING

(Continued)

(a) Revenue (Continued)

Disaggregation of revenue

Disaggregation of revenue from contracts with customers by major products of revenue is as follows:

Trading of industrial consumables	工業消耗品貿易
Sales of plastic products	注塑製品銷售
Sales of machinery	機械銷售
Sales of printed circuit boards	印刷線路板銷售
Installation services for machinery	機械安裝服務

The timing of revenue recognition of all revenue from contracts with customers is at a point in time when customers obtain control of the goods or services.

4. 收入及分部報告(續)

(a) 收入(續)

收入分類

按主要產品分類的客戶合約收入如下：

Six months ended 30 June

截至六月三十日止六個月

2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
250,690	140,430
265,022	173,821
583,592	367,131
386,033	324,391
2,403	2,388
1,487,740	1,008,161

所有來自客戶合約收入均於客戶取得貨品或服務控制權的時間點確認。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)
簡明綜合財務報表附註(續)

For the six months ended 30 June 2021
截至二零二一年六月三十日止六個月

4. REVENUE AND SEGMENT REPORTING
(Continued)

(b) Segment Reporting

The Group manages its business by a mixture of both business lines and geographical locations. In a manner consistent with the way in which information is reported internally to the Group's top management for the purposes of assessing segment performance and allocating resources between segments, the Group has identified, on a product basis, the following four reportable segments.

- (1) trading of industrial consumables;
- (2) processing and manufacturing of plastic products;
- (3) manufacturing of machinery; and
- (4) processing and trading of printed circuit boards.

Segment results, assets and liabilities

For the purposes of assessing segment performance and allocating resources between segments, the Group's top executive management monitors the results, assets and liabilities attributable to each reportable segment on the following basis:

Segment revenue, expenses, results, assets and liabilities include items directly attributable to a segment as well as those that can be allocated on a reasonable basis to that segment. For example, segment assets may include inventories, trade receivables and property, plant and equipment. Segment revenue, expenses, assets, and liabilities are determined before intra-group balances and intra-group transactions are eliminated as part of the consolidation process, except to the extent that such intra-group balances and transactions are between group entities within a single segment. Inter-segment pricing is based on similar terms as those available to other external parties.

Unallocated items mainly comprise financial and corporate assets and corporate expenses.

4. 收入及分部報告 (續)

(b) 分部報告

本集團按其業務及地理位置來管理業務。為使分部資料之呈報方式與提供予本集團高級管理層供其評估分部之表現及分配部間資源內部報告更一致，本集團根據產品基準，已識別以下四項呈報分類。

- (1) 工業消耗品貿易；
- (2) 注塑製品加工及製造；
- (3) 機械製造；及
- (4) 印刷線路板加工及貿易。

分部業績、資產及負債

在評估分部表現及分配部間資源時，本集團的高級行政管理層根據以下基準監控可歸屬每一可滙報分部之業績、資產及負債：

分部收入、支出、業績、資產及負債包括一個分部直接應佔之項目，以及可按合理基準向有關分部分配之項目。例如，分部資產可包括存貨、貿易應收款項及物業、廠房及設備。分部收入、支出、資產及負債在集團內公司間結餘及集團內公司間交易互相抵消(此乃綜合賬目過程之一部分)前釐定，惟倘此等集團內公司間結餘及交易乃在本集團間某單一分部內產生者，則作別論。分部間之定價乃以類似其他外界人士提供之條款為基礎。

未分配項目主要包括金融及企業資產及企業費用。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

簡明綜合財務報表附註(續)

For the six months ended 30 June 2021

截至二零二一年六月三十日止六個月

4. REVENUE AND SEGMENT REPORTING (Continued)

(b) Segment Reporting (Continued)

Segment results, assets and liabilities (Continued)

The segment results for the six months ended 30 June 2021 are as follows:

		Industrial consumables 工業消耗品 HK\$'000 千港元	Plastic products 注塑製品 HK\$'000 千港元	Machinery 機械 HK\$'000 千港元	Printed circuit boards 印刷線路板 HK\$'000 千港元	Other operations 其他營運 HK\$'000 千港元	Eliminations 抵消 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
REVENUE	收入							
External sales	對外銷售	250,690	265,022	585,995	386,033	12,258	-	1,499,998
Inter-segment sales (Note)	分部間銷售 (附註)	16,206	-	-	-	-	(16,206)	-
Total revenue	總收入	266,896	265,022	585,995	386,033	12,258	(16,206)	1,499,998
Segment result	分部業績	24,988	15,420	25,540	(2,228)	6,808	-	70,528
Unallocated corporate expenses	未可分配之企業費用							(16,404)
Operating profit	經營溢利							54,124
Finance costs	財務費用							(9,162)
Investment income	投資收入							1,922
Share of results of associates	應佔聯營公司之業績							1,099
Profit before tax	除稅前溢利							47,983

Note:

Inter-segment sales are determined at prevailing market rates.

4. 收入及分部報告 (續)

(b) 分部報告 (續)

分部業績、資產及負債 (續)

截至二零二一年六月三十日止六個月之分部業績如下：

附註：

分部間銷售按現行市場價格釐定。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)
 簡明綜合財務報表附註(續)

For the six months ended 30 June 2021
 截至二零二一年六月三十日止六個月

4. REVENUE AND SEGMENT REPORTING
 (Continued)

(b) Segment Reporting (Continued)

Segment results, assets and liabilities (Continued)

The segment assets and liabilities as at 30 June 2021 are as follows:

		Industrial consumables 工業 消耗品 HK\$'000 千港元	Plastic products 注塑製品 HK\$'000 千港元	Machinery 機械 HK\$'000 千港元	Printed circuit boards 印刷 線路板 HK\$'000 千港元	Other operations 其他營運 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
ASSETS	資產						
Segment assets	分部資產	292,497	313,119	1,173,429	601,440	476,921	2,857,406
Interests in associates	聯營公司權益						37,361
Unallocated corporate assets	未可分配之企業資產						127,736
Consolidated total assets	綜合資產總值						3,022,503
LIABILITIES	負債						
Segment liabilities	分部負債	90,803	103,559	639,728	255,305	13,654	1,103,049
Current tax payable	本期應付稅項						9,706
Borrowings	借款						319,066
Unallocated corporate liabilities	未可分配之企業負債						35,701
Consolidated total liabilities	綜合負債總額						1,467,522

4. 收入及分部報告 (續)

(b) 分部報告 (續)

分部業績、資產及負債 (續)

於二零二一年六月三十日之分部資產及負債如下：

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

簡明綜合財務報表附註(續)

For the six months ended 30 June 2021

截至二零二一年六月三十日止六個月

4. REVENUE AND SEGMENT REPORTING (Continued)

(b) Segment Reporting (Continued)

Segment results, assets and liabilities (Continued)

The segment results for the six months ended 30 June 2020 are as follows:

		Industrial consumables 工業消耗品 HK\$'000 千港元	Plastic products 注塑製品 HK\$'000 千港元	Machinery 機械 HK\$'000 千港元	Printed circuit boards 印刷線路板 HK\$'000 千港元	Other operations 其他營運 HK\$'000 千港元	Eliminations 抵消 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
REVENUE	收入							
External sales	對外銷售	140,430	173,821	369,519	324,391	7,112	-	1,015,273
Inter-segment sales (Note)	分部間銷售 (附註)	12,585	129	38	-	30	(12,782)	-
Total revenue	總收入	153,015	173,950	369,557	324,391	7,142	(12,782)	1,015,273
Segment result	分部業績	6,921	9,376	126	3,494	762	-	20,679
Unallocated corporate expenses	未可分配之企業費用							(14,696)
Operating profit	經營溢利							5,983
Finance costs	財務費用							(10,815)
Investment income	投資收入							2,136
Share of results of associates	應佔聯營公司之業績							227
Loss before tax	除稅前虧損							(2,469)

Note:

Inter-segment sales are determined at prevailing market rates.

4. 收入及分部報告 (續)

(b) 分部報告 (續)

分部業績、資產及負債 (續)

截至二零二零年六月三十日止六個月之分部業績如下：

附註：

分部間銷售按現行市場價格釐定。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)
 簡明綜合財務報表附註(續)

For the six months ended 30 June 2021
 截至二零二一年六月三十日止六個月

4. REVENUE AND SEGMENT REPORTING
 (Continued)

(b) Segment Reporting (Continued)

Segment results, assets and liabilities (Continued)

The segment assets and liabilities as at 31 December 2020 are as follows:

		Industrial consumables 工業 消耗品 HK\$'000 千港元	Plastic products 注塑製品 HK\$'000 千港元	Machinery 機械 HK\$'000 千港元	Printed circuit boards 印刷 線路板 HK\$'000 千港元	Other operations 其他營運 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
ASSETS	資產						
Segment assets	分部資產	274,225	308,919	1,053,292	577,948	467,784	2,682,168
Interests in associates	聯營公司權益						38,510
Unallocated corporate assets	未可分配之企業資產						114,000
Consolidated total assets	綜合資產總值						2,834,678
LIABILITIES	負債						
Segment liabilities	分部負債	75,678	110,967	546,003	225,996	7,893	966,537
Current tax payable	本期應付稅項						10,464
Borrowings	借款						322,344
Unallocated corporate liabilities	未可分配之企業負債						35,350
Consolidated total liabilities	綜合負債總額						1,334,695

4. 收入及分部報告 (續)

(b) 分部報告 (續)

分部業績、資產及負債 (續)

於二零二零年十二月三十一日之
 分部資產及負債如下：

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

簡明綜合財務報表附註(續)

For the six months ended 30 June 2021

截至二零二一年六月三十日止六個月

4. REVENUE AND SEGMENT REPORTING

(Continued)

(b) Segment Reporting (Continued)

Segment results, assets and liabilities (Continued)

The breakdown of revenue by geographical market is as follows:

Hong Kong	香港
Mainland China	中國內地
Other Asia-Pacific countries	其他亞太國家
North America	北美洲
Europe	歐洲

4. 收入及分部報告(續)

(b) 分部報告(續)

分部業績、資產及負債(續)

按地區市場劃分之收入明細如下：

Six months ended 30 June 截至六月三十日止六個月

	2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Hong Kong	188,255	172,703
Mainland China	1,149,419	727,341
Other Asia-Pacific countries	115,071	81,732
North America	7,114	5,481
Europe	40,139	28,016
	1,499,998	1,015,273

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)
 簡明綜合財務報表附註(續)

For the six months ended 30 June 2021
 截至二零二一年六月三十日止六個月

5. PROFIT/(LOSS) BEFORE TAX

5. 除稅前溢利／(虧損)

		Six months ended 30 June 截至六月三十日止六個月	
		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Profit/(loss) before tax is arrived at after charging the following:	除稅前溢利／(虧損) 已扣除 下列各項：		
Depreciation and amortisation on:	折舊及攤銷：		
– Property, plant and equipment	– 物業、廠房及設備		
– Ownership interest in leasehold land and buildings held for own use	– 自用租賃土地及樓宇 的所有權權益	1,790	1,721
– Other owned assets	– 其他自置資產	28,155	28,775
– Intangible assets	– 無形資產	691	691
– Right-of-use assets	– 使用權資產	8,317	8,375
Short-term leases payment	短期租賃租金	1,047	589

6. TAXATION

6. 稅項

		Six months ended 30 June 截至六月三十日止六個月	
		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Hong Kong profits tax	香港利得稅	544	159
Overseas taxation	海外稅項	8,139	6,365
		8,683	6,524

Hong Kong profits tax has been provided at the rate of 16.5% (30 June 2020: 16.5%) on the estimated assessable profits. Taxes on profits assessable elsewhere have been calculated at the rates of tax prevailing in the jurisdictions in which the Group operates, based on existing legislation, interpretations and practices in respect thereof.

香港利得稅乃按估計應課稅溢利稅率16.5% (二零二零年六月三十日：16.5%) 撥備。其他地區應課稅溢利之稅項乃根據本集團經營所在司法權區之現行法例、詮釋及慣例計算稅率。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

簡明綜合財務報表附註(續)

For the six months ended 30 June 2021

截至二零二一年六月三十日止六個月

7. EARNINGS/(LOSS) PER SHARE

The calculation of the basic earnings/(loss) per ordinary share is based on the Group's profit/(loss) attributable to equity shareholders of the Company and the weighted average number of ordinary shares in issue during the period.

Weighted average number of ordinary shares in issue during the period

以加權平均數計算期內已發行之普通股

Profit/(loss) attributable to the equity shareholders of the Company

本公司股權持有人之應佔溢利／(虧損)

Basic earnings/(loss) per share

每股基本盈利／(虧損)

7. 每股盈利／(虧損)

每股普通股基本盈利／(虧損)乃按期內本公司股權持有人應佔本集團之溢利／(虧損)及已發行普通股加權平均數計算。

Six months ended
30 June
截至六月三十日止六個月

2021 二零二一年	2020 二零二零年
861,930,692	861,930,692
HK\$'000 千港元	HK\$'000 千港元
40,215	(9,554)
HK cents 港仙	HK cents 港仙
4.67	(1.11)

No diluted earnings/(loss) per share is presented as the Company did not have any potential ordinary share outstanding during the period.

由於本公司期內並無任何潛在已發行普通股，因此並無呈列每股攤薄後之盈利／(虧損)。

8. DIVIDEND

The Board has resolved not to declare an interim dividend for the six months ended 30 June 2021 (30 June 2020: Nil).

8. 股息

董事會議決不宣派截至二零二一年六月三十日止六個月之中期股息(二零二零年六月三十日：無)。

9. PROPERTY, PLANT AND EQUIPMENT

During the Period, the Group has acquired property, plant and equipment amounting to approximately HK\$5,703,000.

9. 物業、廠房及設備

於本期間，本集團添置之物業、廠房及設備約值5,703,000港元。

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 簡明綜合財務報表附註(續)

For the six months ended 30 June 2021
 截至二零二一年六月三十日止六個月

10. FINANCE LEASE RECEIVABLES

10. 應收融資租賃款項

		Minimum lease receipts 最低租賃收入		Present value of minimum lease receipts 最低租賃收入之現值	
		30 June 2021 二零二一年 六月三十日 HK\$'000 千港元	31 December 2020 二零二零年 十二月三十一日 HK\$'000 千港元	30 June 2021 二零二一年 六月三十日 HK\$'000 千港元	31 December 2020 二零二零年 十二月三十一日 HK\$'000 千港元
Amounts receivable under finance leases:	應收融資租賃款項金額：				
Not later than one year	一年內	128,112	100,415	119,745	93,953
Later than one year and not later than five years	第二至五年	29,338	31,343	28,087	29,014
		157,450	131,758	147,832	122,967
Less: Unearned finance income	減：未實現財務收入	(9,618)	(8,791)	N/A 不適用	N/A 不適用
		147,832	122,967	147,832	122,967
Overdue finance lease receivables	逾期應收融資租賃款項	96,570	97,164	96,570	97,164
Present value of minimum lease receipts	最低租賃收入之現有價值	244,402	220,131	244,402	220,131
Less: Allowance for impairment of bad and doubtful debts	減：呆壞賬減值撥備	(20,400)	(20,171)	(20,400)	(20,171)
		224,002	199,960	224,002	199,960
Less: Current finance lease receivables under current assets	減：列入流動資產之 應收融資租賃款項			(196,476)	(171,526)
Non-current finance lease receivables	非流動應收融資租賃款項			27,526	28,434

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

簡明綜合財務報表附註(續)

For the six months ended 30 June 2021

截至二零二一年六月三十日止六個月

11. TRADE AND OTHER RECEIVABLES

The Group grants an average credit period of 90 days to 120 days to its customers.

The aging analysis of trade receivables, based on the invoice date and net of allowance for impairment of bad and doubtful debts, is as follows:

		30 June 2021 二零二一年 六月三十日 HK\$'000 千港元	31 December 2020 二零二零年 十二月三十一日 HK\$'000 千港元
0 to 3 months	零至三個月	542,068	586,318
4 to 6 months	四至六個月	163,983	74,156
7 to 9 months	七至九個月	79,897	41,456
Over 9 months	超過九個月	61,810	39,486
Total trade receivables	貿易應收款項總額	847,758	741,416
Other receivables	其他應收款項	104,833	95,723
Prepayments	預付款	43,442	28,623
Amounts due from related parties	應收關聯方之款項	14	52
		996,047	865,814

12. OTHER FINANCIAL ASSETS

Other financial assets mainly represent unlisted investments placed with reputable banks in Mainland China, mainly invested in unlisted treasury bonds, bank debentures, central bank bills and asset-based stocks. There are no fixed or determinable returns of these bank wealth management products and the returns of principals are not guaranteed.

11. 貿易及其他應收款項

本集團給予客戶之平均賬期為90天至120天。

按發票日期並已扣除呆壞賬減值撥備的貿易應收款項賬齡分析如下：

12. 其他金融資產

其他金融資產乃存於中國內地銀行之非上市的投資，主要投資於國債、金融債券、央行票據及以資產支持之證券。該等銀行理財產品並無固定或可釐定之回報及本金回報不受保障。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)
 簡明綜合財務報表附註(續)

For the six months ended 30 June 2021
 截至二零二一年六月三十日止六個月

13. CASH AND BANK BALANCES

		30 June 2021 二零二一年 六月三十日 HK\$'000 千港元	31 December 2020 二零二零年 十二月三十一日 HK\$'000 千港元
Short-term bank deposits with maturity over three months	到期日超過三個月之短期銀行存款	–	3,196
Pledged bank deposits	已抵押之銀行存款	6,008	5,941
Cash and cash equivalents	現金及現金等值	435,008	485,532
		441,016	494,669

13. 現金及銀行結餘

14. TRADE AND OTHER PAYABLES

The aging analysis of trade payables, based on the invoice date, is as follows:

		30 June 2021 二零二一年 六月三十日 HK\$'000 千港元	31 December 2020 二零二零年 十二月三十一日 HK\$'000 千港元
0 to 3 months	零至三個月	562,171	485,431
4 to 6 months	四至六個月	134,036	128,812
7 to 9 months	七至九個月	39,323	14,262
Over 9 months	超過九個月	29,607	21,615
Total trade payables	貿易應付款項總額	765,137	650,120
Accruals and other payables	應付未付及其他應付款項	159,221	159,849
		924,358	809,969

按發票日期的貿易應付款項賬齡分析如下：

14. 貿易及其他應付款項

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

簡明綜合財務報表附註(續)

For the six months ended 30 June 2021

截至二零二一年六月三十日止六個月

15. SHARE CAPITAL

15. 股本

		Number of ordinary shares 普通股股數	Amount 總額 HK\$'000 千港元
At 1 January 2021 and 30 June 2021	於二零二一年一月一日及 二零二一年六月三十日	861,930,692	609,027

All ordinary shares rank equally with regard to the Company's residual assets.

所有普通股享有同等關於本公司的剩餘資產。

16. OTHER RESERVES

16. 其他儲備

		Property revaluation reserve 物業重估 儲備 HK\$'000 千港元	Translation reserve 匯兌儲備 HK\$'000 千港元	Others 其他 HK\$'000 千港元	Total 總額 HK\$'000 千港元
Balance at 1 January 2020	於二零二零年一月一日結餘	77,830	14,263	679	92,772
Share of other comprehensive expense of associates	應佔聯營公司其他全面支出	-	(568)	-	(568)
Exchange differences arising from translation of financial statements of foreign operations	換算海外業務財務報表時產生之匯兌差額	-	(19,466)	-	(19,466)
Release of translation reserve upon disposal of an associate	出售一間聯營公司時從匯兌儲備撥出	-	49	-	49
Balance at 30 June 2020	於二零二零年六月三十日結餘	77,830	(5,722)	679	72,787
Balance at 1 January 2021	於二零二一年一月一日結餘	87,928	81,544	679	170,151
Share of other comprehensive income of associates	應佔聯營公司其他全面收益	-	382	-	382
Exchange differences arising from translation of financial statements of foreign operations	換算海外業務財務報表時產生之匯兌差額	-	13,329	-	13,329
Balance at 30 June 2021	於二零二一年六月三十日結餘	87,928	95,255	679	183,862

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)
 簡明綜合財務報表附註(續)

For the six months ended 30 June 2021
 截至二零二一年六月三十日止六個月

17. CAPITAL COMMITMENTS

17. 資本承擔

		30 June 2021 二零二一年 六月三十日 HK\$'000 千港元	31 December 2020 二零二零年 十二月三十一日 HK\$'000 千港元
Capital expenditure: Contracted but not provided for	資本支出： 已簽約但未作出撥備	24,972	2,175

18. PLEDGE OF ASSETS

18. 資產抵押

At the end of the reporting period, assets with the following carrying amounts were pledged by the Group to secure general banking facilities:

於報告結算日，本集團已將下列以賬面值計算的資產作抵押，以取得給予本集團之一般銀行信貸額：

		30 June 2021 二零二一年 六月三十日 HK\$'000 千港元	31 December 2020 二零二零年 十二月三十一日 HK\$'000 千港元
Ownership interest in leasehold land and buildings held for own use	自用租賃土地及樓宇的所有權權益	156,254	158,958
Land use rights	土地使用權	3,272	3,345
Plant and machinery	廠房及機器	11,173	9,236
Motor vehicles	汽車	365	425
Bank deposits	銀行存款	6,008	5,941
		177,072	177,905

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)

簡明綜合財務報表附註(續)

For the six months ended 30 June 2021

截至二零二一年六月三十日止六個月

19. TRANSACTIONS AND BALANCES WITH RELATED PARTIES

During the period, the Group had material transactions with the following related parties:

		Six months ended 30 June 截至六月三十日止六個月	
		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Associates:	聯營公司：		
EDP charges paid (Note i)	電腦系統維護費用支出 (附註i)	-	204
Companies controlled by certain Directors and its relatives:	由若干董事及其親屬控制之公司：		
Management fee paid (Note i)	管理費支出 (附註i)	498	498

At the end of the reporting period, the Group has balances with the following related parties:

		30 June 2021 二零二一年 六月三十日 HK\$'000 千港元	31 December 2020 二零二零年 十二月三十一日 HK\$'000 千港元
Associates:	聯營公司：		
Balances due to the Group (Note ii)	結欠本集團之結餘 (附註ii)	2,875	3,983

Notes:

- (i) The prices of the transactions were determined by the Directors with reference to market prices for similar transactions with unrelated third parties.
- (ii) The balances are unsecured, interest free and have no fixed terms of repayment.

19. 與關聯方進行之交易及結餘

於期內，本集團與下列關聯方進行之重大交易如下：

		Six months ended 30 June 截至六月三十日止六個月	
		2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Associates:	聯營公司：		
EDP charges paid (Note i)	電腦系統維護費用支出 (附註i)	-	204
Companies controlled by certain Directors and its relatives:	由若干董事及其親屬控制之公司：		
Management fee paid (Note i)	管理費支出 (附註i)	498	498

本集團與下列關聯方於報告結算日之結餘：

		30 June 2021 二零二一年 六月三十日 HK\$'000 千港元	31 December 2020 二零二零年 十二月三十一日 HK\$'000 千港元
Associates:	聯營公司：		
Balances due to the Group (Note ii)	結欠本集團之結餘 (附註ii)	2,875	3,983

附註：

- (i) 該等交易的價格經董事參考與非關聯第三者進行類似交易之市場價格後釐定。
- (ii) 該等結餘為無抵押、免息及無固定還款期。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層論述及分析

RESULTS SUMMARY

業績摘要

		Six months ended 30 June 截至六月三十日止六個月	
		2021 二零二一年 (Unaudited) (未經審核) HK\$'000 千港元	2020 二零二零年 (Unaudited) (未經審核) HK\$'000 千港元
Revenue	收入	1,499,998	1,015,273
Gross profit	毛利	256,962	161,790
Operating profit	經營溢利	54,124	5,983
Profit/(loss) for the period	期內溢利／(虧損)	39,300	(8,993)

FINANCIAL RESULTS

財務業績

Revenue

收入

Revenue of the Group for the Period was approximately HK\$1,499,998,000 (30 June 2020: approximately HK\$1,015,273,000), an increase of 47.7% over the same period last year, which was mainly due to the Mainland China market rebounded significantly due to pent-up demand which resulted in an improvement in the Group's revenue.

本期間本集團收入約為1,499,998,000港元（二零二零年六月三十日：約為1,015,273,000港元），比去年同期增加47.7%，主要是由於中國內地市場因受積壓的需求帶動下而急劇反彈，令本集團的收入有所增長。

Gross profit and gross profit margin

毛利及毛利率

For the six months ended 30 June 2021 and 2020, the Group's gross profit amounted to approximately HK\$256,962,000 and HK\$161,790,000, respectively, with a gross profit margin of 17.1% and 15.9%, respectively. As the adverse impact of the Coronavirus Disease 2019 (COVID-19) pandemic at the beginning of last year dragged down the financial performance, the gross profit and gross profit margin of the Group were notable compared with the same period last year.

截至二零二一年及二零二零年六月三十日止六個月，本集團的毛利分別約為256,962,000港元及161,790,000港元，毛利率分別為17.1%及15.9%。由於去年初受2019新型冠狀病毒疫情的不利影響拖累了財務業績，令本集團的毛利及毛利率與去年同期相比顯著上升。

Administrative expenses

The administrative expenses of the Group were approximately HK\$107,358,000 for the Period (30 June 2020: approximately HK\$97,915,000), an increase of 9.6% over the same period last year. The increase in administrative expenses was mainly due to increase in staff bonus.

Selling and distribution costs

The selling and distribution costs of the Group for the Period amounted to approximately HK\$101,603,000, increased by 51.3% as compared to approximately HK\$67,142,000 for the same period last year. Due to the improvement in the Group's revenue during the Period, the Group's selling and distribution costs increased significantly.

Finance costs

The Group's finance costs amounted to approximately HK\$9,162,000 for the Period, representing a decrease of 15.3% as compared to approximately HK\$10,815,000 for the same period last year which was mainly due to gradual repayment of bank borrowings. The Group will continue to improve the efficiency of capital utilisation and strive for the most favourable conditions for obtaining bank credits, so as to reduce the overall finance charges.

行政費用

本期間本集團行政費用約為107,358,000港元（二零二零年六月三十日：約為97,915,000港元），比去年同期增加9.6%。行政費用增加乃主要由於增加員工花紅所致。

分銷費用

本期間本集團分銷費用約為101,603,000港元，比去年同期約為67,142,000港元上升51.3%。由於本期間本集團的收入有所增長，令本集團的分銷費用顯著上升。

財務費用

本期間本集團財務費用約為9,162,000港元，較去年同期約為10,815,000港元下跌15.3%，主要原因是本集團逐步償還銀行借款。本集團將持續提升資金使用效率，爭取銀行提供更好的授信條件，從而降低整體財務費用。

BUSINESS REVIEW

Machinery Manufacturing Business

The Group's injection moulding machine ("IMM") manufacturing business sustained high order intake momentum for the first half of 2021, in line with other machinery manufacturers in Mainland China. Year-on-year revenue growth was notable, as the immediate adverse effects of the early phase of the COVID-19 pandemic in last year created an unusual low base number. In the first half of 2021, sales of our small and medium sized machines continue to dominate. Robust sales were recorded in industries such as daily consumer products, packaging, PVC (Polyvinyl Chloride), and household appliances. However, our thin-walled high speed customized machines for food packaging industry experienced a marked drop, as market demands return to normalized levels compared to explosive demands at the beginning of the pandemic last year. Furthermore, sales to the automotive and consumer electronics industries rebounded compared to depressed levels experienced last year.

During the first half of 2021, despite the high order intake, this business segment had to tackle key challenges with our supply chain. Strong demands across industries for raw materials such as cast iron, motion and drive components coincided with raw material prices surging significantly, while production capacities of suppliers reaching near its limits, inflated prices to record highs and created delivery delays. Ever surging freight and shipment costs and scarcity of freight containers affected our export sales with delayed deliveries and higher transportation costs. Our production bases worked tirelessly to coordinate production plans, and speed up production in order to meet tight delivery timelines, while recruitment of assembly workers and technical talents is on-going.

業務回顧

機械製造業務

與中國內地其他機械製造企業相若，本集團注塑機（「注塑機」）製造業務在二零二一年上半年訂單量保持增勢。由於去年初受2019新型冠狀病毒疫情爆發的初始階段帶來之不利影響拖低了財務業績，致令本業務收入較去年同期相比錄得顯著增長。於二零二一年上半年，我們中小型機器系列銷售繼續保持良好表現，而日常消費用品、包裝、PVC（聚氯乙烯）及家電等行業也錄得穩健銷情，但是食品包裝行業的薄壁高速專用機銷售明顯下滑，主要是受去年疫情肆虐初期需求殷切，市場需求現已恢復正常水平所致。此外，去年陷入市況低迷的汽車和消費電子行業在本期間銷售則有所上升。

於二零二一年上半年期間，儘管本業務板塊的訂單量持續上揚，我們也要應對供應鏈帶來的嚴峻挑戰。各行各業對鑄鐵、驅動和運行組件等原材料需求猛增，加劇了原材料價格大幅上漲，因而令供應商的產能接近極限時，帶動了原材料價格飆升至歷史新高，並造成了交貨延遲。貨運成本上漲及集裝箱緊缺造成推遲交付和運輸成本增加，影響了我們出口的銷售。我們積極協調好生產計劃，令生產基地加緊生產以應對緊迫的交貨期，同時也不斷招聘裝配工人和技術人才加入我們團隊。

The Group pushed forward the plans to invest in new machining centres and various equipment to increase and enhance production capacities of our small and medium sized machine series. Deliveries and implementation are expected in the second half of 2021. On the product development side, this business is well on its pace to develop and launch our revamped full electric series and large sized multi-material IMM. Sales of our new flagship model “SEIII” is also encouraging. Customer adoption of our smart digital industrial platform “iSee 4.0” continues to gather pace, while our production bases have utilized a highly customized version of “iSee 4.0” to further expand digitization of our production and management processes.

The Group is cautious on its outlook for the IMM business for the rest of 2021. High volume of order intake is likely not sustainable as manufacturers in Mainland China and globally began to turn cautious on capital equipment investments. The PRC and global economic recovery remains uneven and the pandemic is resurging in most parts of the world. Rising raw materials prices will likely affect our financial performance in the second half of 2021. Nevertheless, management teams will focus on timely delivery for orders on hand, continue to dedicate resources on research and development, and also upgrade production facilities and management practices to comply with environmental protection and emissions control policies, as well as further strengthen the management teams.

For the extrusion and rubber injection moulding machines and hydraulic presses manufacturing business, it achieved significant growth in sales compared to same time last year. Sales of our customized and highly automated rubber injection moulding machines series catered to the transportation and automotive industries recorded strong growth in Mainland China and export markets. Our five-layer co-extrusion machines specialized for the automotive market displayed attractive market potential to key customers, while lower-end extrusion machines face intense competition from large number of market players. Moreover, hydraulic presses and highly automated systems specially designed for automotive braking parts achieved breakthrough in orders from key customers, and we are hopeful sales momentum can continue.

為提升我們的中小型機器系列的產能，本集團已啟動投資新的加工中心及投入各類生產設備，預計二零二一年下半年投產。在產品研發方面，本業務正研發並會推出經優化的全電機系列及大型多物料注塑機，而新推出的旗艦機型「SEIII」銷售表現也令人鼓舞。我們會繼續推動客戶應用我們自行研發之數碼智慧工業「iSee 4.0」平台，並且生產基地亦已採用「iSee 4.0」的高階定制版本，進一步加速生產和管理流程數碼化。

由於中國內地和全球製造商投入資本設備開始轉趨保守，我們預期訂單量可能無法持續增長，因此對注塑機業務在二零二一年下半年的前景抱謹慎態度。全球各地和中國的經濟均面臨不平衡復甦，以及部分國家和地區疫情捲土重來，再加上原材料價格飆升，或將影響我們在二零二一年下半年的財務表現。儘管如此，我們的管理團隊將專注於按時交付在手訂單、繼續研發，以及提升生產設施和管理模式，以符合環保和碳排放監控政策，並進一步強化管理團隊的人才培育。

至於擠出機、橡膠注射機及油壓機製造業務的銷售與去年同期相比實現了大幅增長。我們專注為交通和汽車行業定制的高度自動化橡膠注射機系列，在中國內地及出口市場銷售錄得顯著增幅。我們向主要客戶展示汽車行業專用的五層共擠擠出機，該產品具有相當大的吸引市場潛力，而低端擠出機正面臨著大量市場參與者的激烈競爭。再者，專為汽車剎車組件設計的油壓機及高度自動化系統的訂單也在主要客戶群中取得突破，我們期望這趨勢能夠持續。

While experiencing robust order intake for the Period, the management teams devoted significant efforts to mitigate supply chain challenges. Similar to the IMM business, this business had to work tirelessly with suppliers to ensure timely delivery of raw materials and components. Raw materials prices, namely cast iron, machining of parts, motion and drive components surged dramatically. This business strived to mitigate this impact by promoting higher-end customized models, revising selling price, and closely cooperated with suppliers.

This business will continue to ramp up its research and development efforts to enhance quality and precision for its products, and upgrade automation and digitization systems to create tangible value for customers, and expand unique applications to solve customers' pain points. Management teams are confident in their on-going product and management transformations will bear fruit to target for sustainable growth. However, external challenges in terms of rising raw materials costs, uneven recovery in export markets, and supply chain uncertainties are likely the operating risks for at least the latter part of the year.

Plastic Products Processing and Manufacturing Businesses

The plastic food packaging plant in Zhuhai achieved moderate growth for the Period. The growth comes from key customers in the baby formula dairy industry and health supplements industry as they increased stock levels around the Chinese New Year period due to concerns for disruptions by sporadic spreads of pandemic in Mainland China. Export businesses mainly serving customers in confectionary industries experienced steady growth during the Period, although high freight costs and disrupted shipment schedules dampened its potential growth in sales. Meanwhile, a long-term key customer in baby formula dairy industry decreased orders due to their internal major restructuring. Management teams will work closely with this key customer to revive future growth once its restructuring plans are complete.

我們在本期間應對訂單量急增時，管理團隊也盡最大努力解決供應鏈的挑戰。與注塑機業務一樣，我們除了與供應商保持緊密溝通和合作外，還要確保原材料和組件能按時交付。為了減輕原材料，即鑄鐵、零件加工、驅動和運行組件價格大幅攀升對業務帶來的影響，我們繼續致力推廣更高端的專用型號和調整售價。

我們會繼續加大研發力度提高產品的質量和精度，以及提升自動化和數碼化系統，並擴展獨特應用方案來解決客戶的生產難題，從而為客戶創造價值。管理團隊對現有的產品和管理轉型具備信心，相信能實現可持續業績增長。於下半年，我們仍然面臨主要經營風險的外部挑戰，如原材料價格上漲、出口市場復甦不均衡及供應鏈的不確定性。

注塑製品之加工及製造業務

在本期間，於珠海之食品塑料包裝工廠實現穩定增長。增長源自嬰幼兒配方奶粉及保健品行業的主要客戶，他們擔心疫情在中國內地出現的零星傳播會造成供應延誤，所以在中國農曆新年期間增加了庫存量。雖然高昂的運費和混亂的運輸交貨期抑制了糖果行業客戶的出口業務潛在銷售增長空間，但是銷售仍能在本期間穩步增長。與此同時，一個嬰幼兒配方奶粉行業的長期關鍵客戶因內部進行重大重組而減縮訂單。管理團隊將與該關鍵客戶保持緊密溝通和合作，力求在其重組計劃完成後重拾業績增長。

Collaborations of new projects and designs with several key customers are on-going, with hopes to start production by the second half of the year. A few projects experienced delays out of our control mainly due to customers' internal approval procedures. During the first half of 2021, designs and applications for biodegradable plastics packaging were developed and actively promoted to customers. The business had focused to develop in this area in recent years and will continue to deploy resources in eco-friendly and plastic reduction solutions to align with eco-sustainability values of all stakeholders. Customized automation to reduce direct labour and enhance quality checking systems continues to be invested and deployed, as defined by our long-term strategy.

Despite the steady growth in sales, this business is facing crucial challenges. Prices for plastic resins had been on a steep and volatile rise. Some of the increased costs can partially pass onto customers through pre-negotiated price adjustment protocols. However, it is forecasted the rise of raw materials costs will affect profit especially in the latter half of the year. Labour costs are rising, and recruitment of new staff proved challenging, as in line with most areas of Mainland China. In recent months, the forced periodic stoppage of electricity in Guangdong Province increased more pressure on our deliveries, production efficiencies and costs.

The plastic components processing plant for household appliances in Hefei endured yet another testing period. Sales growth of household appliances in Mainland China became saturated while rising costs affected profit for key players in the industry. The business faced intense pressure to discount selling prices to our main customer. Price negotiations dominated the agendas for a large portion of this period. Our management teams responded well by mobilizing all departments to refine 5S practices, adopt improved management techniques including use of digital systems in order to decrease unit costs and wastages. Special attention was paid to enhance internal training of technical skillsets and effective management culture.

我們正與幾個主要客戶合作新項目與設計，期望在今年下半年開始投產。由於客戶的內部審批流程，導致幾個項目相繼出現我們無法控制的延誤情況。在二零二一年上半年期間，我們近年來一直專注開發生物可降解塑料包裝設計及應用，並向客戶進行積極推廣。本集團會繼續投入資源在環保和減塑解決方案，務求符合所有持份者對環保可持續性的價值觀。我們依照制訂的長期策略繼續投入定制自動化系統，藉以減少直接勞工和加強質量檢查。

儘管此業務的銷售錄得穩步增長，但仍面臨著嚴峻的挑戰，尤其是塑料樹脂的價格一直持續走強且上下波動。雖然部分成本漲價可透過預先與客戶協商的調價機制把升幅部分轉嫁，但預期原材料價格上升將影響業務今年下半年的利潤。與中國內地大部分地區一樣，我們正面對勞工成本上升及在招聘人才方面的困難。近幾個月來，廣東省實施強制「錯峰限電」，使我們在交貨時間、生產效率和成本都構成沉重壓力。

位於合肥市主力為家電加工塑料配套件的工廠經歷了又一個考驗期。中國內地的家電銷售增長趨於飽和，成本上升削弱了行業的利潤，使業務面臨著售價折扣的巨大壓力，我們在上半年用了較多的時間與主要客戶進行價格談判。為降低單位成本及減少生產物料損耗，我們的管理團隊推動各部門積極響應5S管理實踐，採用經改進的管理技術，包括使用數碼化系統管理，亦會加強技術與技能的內部培訓及有效管理的文化。

The business produced a slight profit despite intense price negotiations with customers, rising raw materials and labour costs, while focusing efforts on tight financial controls to strive for a healthy cash flow. Sales orders should stabilize for the rest of year, if the household appliance industry in Mainland China does not deteriorate, and if appliance exports continue its momentum. As this business operates in a highly competitive market, the management teams must focus on enhancing production efficiencies and lean manufacturing measures to realize continuous cost savings.

The blow moulded mannequin production plant in Dongguan experienced mixed results in terms of sales orders. Vast majority of key customers are based in Europe, further pandemic outbreaks and ensuing lockdowns in Europe affected fashion and sporting goods brands customers' retail operation and promotional programs. These customers scaled down orders or delayed shipment of orders. Thankfully, a major European sports retail customer which we have heavily invested our resources to develop in recent years, increased their purchase volumes, as they are satisfied with our products and quality, as well as to suit their overseas and Asian markets expansion.

As the business endured the pullback of orders last year due to the pandemic, our operation overheads are already relatively lean and efficient. As a result, the uneven sales and delivery schedules did not cause adverse financial impact to this business. Management teams proactively refine production processes to enhance product quality and production efficiency, to prepare for optimal cost structures if and when sales orders ramp up to expected levels. A new 3D printing department was set up to cater for fast prototyping and low volume orders to suit customers' needs. Plastic resin prices, particularly PC (Polycarbonate) had risen dramatically during the Period. Financial impact to profit are manageable as portions of cost increase could be shared with our customers. Sales orders from European customers are difficult to forecast for the second half of 2021, as the spread of the pandemic, and economic recovery and consumer spending patterns are highly uncertain at the moment.

儘管我們與客戶進行了激烈的價格談判，但原材料和勞工成本還是不斷上升，我們要採取嚴格的財務管控，力爭實現穩健的現金流，才令此業務賺取了些微利潤。若中國內地的家電行業沒有惡化，而家電出口繼續保持良好銷情，訂單有望於今年下半年穩定下來。由於這業務在競爭激烈的市場中經營，管理團隊必須高度專注提高生產效率和提升生產成效，實現持續的成本節約。

位於東莞之生產吹塑人體模型展示品的工廠的訂單表現參差。鑑於絕大多數主要客戶均位於歐洲，疫情在歐洲的進一步爆發以及隨之而實施的封城，令時尚服裝和體育用品品牌客戶的零售和促銷計劃有所影響。這些客戶縮減訂單或要求訂單延遲交付。慶幸地，經過我們多年來的努力和付出，使一家大型歐洲體育零售客戶對我們的產品和質量感到滿意，有助他們拓展海外和亞洲市場，因而增加了訂單量。

雖然此業務經歷了去年因疫情而導致訂單回落，而其營運支出已經相對精簡而高效，故此銷售下滑和交貨期不明朗並未有對業務造成不利的財務影響。管理團隊積極優化生產流程，從而提高產品質量和生產效率，並已掌握當訂單達到預期水平時實現最佳成本結構。我們已設立全新的3D打印部門，能夠快速原型製造及小批量定制生產，以滿足客戶的需求。在本期間，塑料樹脂，尤其是PC（聚碳酸酯）的價格持續走強，惟部分成本升幅可轉嫁給客戶，因此對利潤的財務影響是可控的。由於疫情大流行，以及經濟復甦和消費者的消費模式高度不明朗，因此難以預測今年下半年來自歐洲客戶的訂單量。

Printed Circuit Boards (“PCB”) Processing and Trading Businesses

The PCB processing business endured a difficult first half of 2021. The price of copper in the world dramatically soared to record highs and greatly affected our raw material costs. Price of PCB base boards also consistently adjusted upwards to unprecedented levels. Our profit suffered even though sales volume increased, as customers placed orders urgently in anticipation of unit price increase on our side. Our selling prices adjusted upwards in stages, but could not dampen the large adverse impact of rising raw material costs. Furthermore, orders from customers in automotive, consumer electronics, and gaming industries rebounded to pre-pandemic levels.

In addition to rising raw material costs, the business faced labour shortages soon after the Chinese New Year period. It affected our optimal production processes and efficiencies, while significantly increased subcontracting of various production processes, which raised our production costs further. Additionally, cash flow was tighter than normal as certain suppliers demanded faster than normal cash payments in order to secure timely supplies.

Rising momentum of raw material costs may not subside and likely remains volatile in the near future. Labour shortages have eased to a certain degree however labour costs will keep rising, and management team is focusing on optimizing production processes to reduce subcontracting costs. Sales orders are predicted to be fluctuating in coming months. Profit of the second half of 2021 are forecasted to be reduced relative to previous years as substantial surge of raw material costs could not be offset by upward adjustment of selling price. Moreover, financial prudence will be a priority in order to reduce stock levels and maintain adequate cash flow.

印刷線路板 (「印刷線路板」) 之加工及貿易業務

二零二一年上半年，印刷線路板加工業務經歷了艱難時刻。隨著國際銅價大幅上升至歷史高位，印刷線路板基板價格一直上漲至前所未有的水平，對我們的原材料成本造成重大影響。客戶預計我們會上調產品單價所以提早下單，導致我們的利潤即使在銷量增加的情況下依然下跌。儘管我們已分階段上調售價，但仍無法抵消原材料成本上漲而帶來的重大不利影響。另外，來自汽車、消費電子和遊戲行業客戶的訂單已回復至疫情爆發前的水平。

除了原材料成本上漲外，我們在中國農曆新年後不久就面臨勞工短缺，影響了最佳的生產流程和效率，繼而大幅增加多項生產外包，進一步提高了我們的生產成本。另外，為確保及時供貨，部分供應商要求以現金方式支付貨款，致令現金流較正常情況緊張。

我們預計原材料成本上漲的趨勢暫不會消退，並可能會持續波動。儘管勞工短缺已有一定程度的緩和，但勞工成本依然持續上升，而管理團隊正努力優化生產流程，望能降低外包成本，但是預期訂單都會在未來幾個月上下波動。由於上調售價未能抵消原材料成本的大幅增加，因此預計今年下半年盈利將會較往年有所下跌。除此之外，我們會優先審慎監管財務的狀況，從而降低庫存水平並保持充足的現金流。

The PCB trading business achieved a slight growth in sales and profit. New projects from recently developed customers mainly from Japanese automotive and consumer electronics industries, more than offset the gradual loss of orders from one of our key customers specializing in office printing equipment. Sourcing costs increased as manufacturers adjusted selling prices reflecting rising costs of raw materials, however it did not materially impact our profit due to effective management. Our PCB laboratory testing and quality control services are developing according to plan, as well as new sales teams in various locations are delivering results after the previous grooming stages.

The Group is hopeful this business can steadily grow its customer base and create value for customers amid the challenging conditions in PCB industry. Optimal cost structures and a healthy cash flow are key targets for management.

Industrial Consumables Trading Business

The industrial consumables trading business recorded higher growth in sales and profit compared to same time last year. The outbreak of the pandemic in Mainland China early last year adversely affected this business thus create a low base number. As Mainland China maintained superb control of the pandemic, production capabilities and vibrant supply chains across most industries, PRC manufacturers obtained robust sales orders for products domestically and globally. Customer groups that contributed strong growth for this business include semi-conductors, consumer electronics, machineries, medical equipment, renewable clean energy, and lithium batteries. Customers from automotive and household appliance industries rebounded from previous year's relatively low sales levels, and increased their purchases during the Period. Our motion and drive components and solutions achieved better than expected growth, while steel and fastener products grew according to plan due to improved market conditions and previous business development activities.

印刷線路板貿易業務的銷售額及利潤均實現了輕微增長。最近開發的客戶主要來自日本汽車和消費電子行業，其銷售額足以抵消其中一個從事辦公室打印設備的主要客戶逐漸減少訂單的影響。製造商因原材料成本上升而上調售價，令採購成本增加，但透過我們有效管理，所以並未對我們的利潤產生重大的影響。我們正在依計劃開發印刷線路板測試和質量監控服務，以及多個地區的銷售團隊經過之前的努力付出，現正發揮優良表現。

本集團希望此業務能在充滿挑戰的印刷線路板行業中穩定地建立其客戶群，並為客戶創造價值，而我們主要的管理目標是實現最佳成本結構和穩健的現金流。

工業消耗品之貿易業務

工業消耗品貿易業務的銷售及利潤較去年同期錄得較良好增長。去年年初，中國內地爆發疫情對業務產生了不利影響，從而拖累了財務業績。由於中國內地對疫情防控、生產能力及能穩定大部分行業的供應鏈展現出色，中國製造商在國內以及全球均取得可觀的訂單，促使業務帶來強勁增長的客戶群，包括半導體、消費類電子產品、機械、醫療設備、可再生潔淨能源及鋰電池。汽車及家電行業客戶在去年的低銷售額上大幅反彈，並在本期間增加了訂單量。我們的驅動和運行組件及解決方案的增長較預期理想，而鋼材及緊固件亦就市場狀況有所改善及前期推廣活動帶動下按計劃增長。

MANAGEMENT DISCUSSION AND ANALYSIS (CONTINUED)

管理層論述及分析 (續)

Although this business benefited from a better than expected market outlook alongside a broad customer base across many industries, it faced key challenges during the Period. With most industrial commodities surging in price, almost all our product sourcing costs increased significantly. Meanwhile, producers especially those located overseas, could not ramp up production to meet sudden increases in demands, caused severe shipment delays. By proactive response and working together with customers, the business managed to minimize adverse impact to profit. Management teams performed well by not only focusing on sales and bottom line growth, but maintained lean inventory levels and improved its receivables turnover.

Looking ahead, management teams are cautious and are prepared for a pullback in sales momentum. As the pandemic rages on, its impact in Mainland China and globally are difficult to predict. Rising costs for raw materials and shortage of critical components are hurting profitability of manufacturers large and small, especially those serving export markets. A portion of orders that shifted to the PRC due to the pandemic wrecking havoc to supply chains overseas, may shift out of the PRC sooner or later. At the same time, management teams will maintain focus to develop focal industries with long-term potential such as renewable clean energy, electric vehicles, medical equipment, and telecommunications. Besides, financial health and adequate liquidity are important areas to maintain, as well as talent recruitment and retention.

儘管該業務受惠於較預期好的市場前景及眾多行業的客戶群，但仍要在本期間面對嚴峻的挑戰。隨著大部分工業商品價格飆升，我們幾乎所有產品的採購成本都大幅上升。與此同時，生產商，尤其是海外供應商，無法快速生產迎合激增的需求，導致發貨嚴重延遲。我們通過客戶緊密合作，採取積極的應對措施，設法把對利潤不利的影響減至最低。管理團隊不單止在銷售及淨利潤增長方面表現出色，並且維持精簡高效庫存水平及改善應收賬周轉率亦同樣出色。

展望未來，管理團隊持謹慎態度，並為銷售趨勢回落做好準備。由於疫情肆虐，故難以預測疫情對中國內地及全球的深遠影響。原材料成本上升及關鍵零部件短缺均降低了大小型製造商的盈利能力，尤其是專注出口市場的製造商。疫情亦對海外供應鏈造成嚴重影響，部分訂單因而遷移至中國，但這些訂單可能遲早會轉移出中國。同時，管理團隊將繼續專注於發展具有長期潛力的重點行業，例如：可再生潔淨能源、電動汽車、醫療設備和電信行業。除此之外，本集團還會做好保持財務穩健和充足流動資金，以及招攬及挽留人才等重要工作。

Proposed Privatisation of the Company by Cosmos Holdings by Way of a Scheme of Arrangement under Section 673 of the Companies Ordinance

References were made to (i) the scheme document jointly issued by the Company and Cosmos Holdings (the "Offeror") dated 21 May 2021 (the "Scheme Document") in relation to, among other things, the proposed privatisation of the Company by the Offeror by way of a scheme of arrangement under section 673 of the Companies Ordinance and the proposed withdrawal of listing of the Company; and (ii) the announcement jointly issued by the Company and the Offeror dated 18 June 2021 in relation to the results of the Court Meeting and General Meeting and lapse of the Proposal and the Scheme (the "Announcement"). Unless otherwise defined, capitalised terms used in this paragraph shall have the same meanings as those defined in the Scheme Document and the Announcement.

On 18 June 2021, the resolution to approve the Scheme was not approved by the Scheme Shareholders at the Court Meeting in accordance with the requirements of the Companies Ordinance and the Takeovers Code. On the same date, the Special Resolution was not passed by the Shareholders at the General Meeting.

As the Scheme was not approved in accordance with the requirements of the Companies Ordinance and the Takeovers Code at the Court Meeting and the Special Resolution was not passed by the Shareholders at the General Meeting: (a) the Proposal and the Scheme will not be implemented and have therefore lapsed; (b) the offer period has ended; and (c) the listing of the Shares on the Stock Exchange will be maintained.

Subsequent Event

There has been no material event since the end of the reporting period.

大同控股建議根據《公司條例》第673條以協議安排的方式私有化本公司

茲提述(i)日期為二零二一年五月二十一日由本公司及大同控股(「要約人」)就(其中包括)要約人建議根據《公司條例》第673條以協議安排的方式私有化本公司及建議撤銷本公司之上市地位而聯合發佈的協議安排文件(「協議安排文件」);及(ii)日期為二零二一年六月十八日由本公司及要約人就法院會議及股東大會之結果和建議事項及協議安排失效而聯合發佈的公告(「該公告」)。除另有說明外,本段所採用的詞彙與協議安排文件及該公告所界定者具有相同涵義。

於二零二一年六月十八日,在法院會議上,批准協議安排的決議案根據《公司條例》及收購守則之規定不獲協議安排股東批准。於同日,在股東大會上,特別決議案不獲股東通過。

由於根據《公司條例》及收購守則之規定協議安排於法院會議上不獲批准及特別決議案於股東大會上不獲股東通過:(a)建議事項及協議安排將不會實行及因此而失效;(b)要約期間已結束;及(c)股份將維持於聯交所的上市地位。

結算日後事項

於報告結算日後,並無發生任何重大事件。

LIQUIDITY AND FINANCIAL RESOURCES

As at 30 June 2021, the Group's total outstanding bank borrowings amounted to approximately HK\$319,066,000 (31 December 2020: approximately HK\$322,344,000) which comprised mainly bank loans and trade finance facilities. The bank borrowings repayable within one year, in the first to the second year and in the second to the fifth year amounted to approximately HK\$295,100,000, HK\$16,049,000 and HK\$7,917,000 respectively (31 December 2020: approximately HK\$284,469,000, HK\$26,175,000 and HK\$11,700,000 respectively).

As at 30 June 2021, the Group's gearing ratio (calculated by dividing total bank indebtedness and lease liabilities by net assets) was 24.0% (31 December 2020: 25.2%).

The Group's current ratio (calculated by dividing current assets over current liabilities) was maintained at 1.60 as at 30 June 2021 (31 December 2020: 1.62).

The Group's financial statements are presented in Hong Kong dollars. The Group carried out its business transactions mainly in Hong Kong dollars, Renminbi, United States dollar and Japanese Yen. As the Hong Kong dollar remained pegged to the United States dollar, there was no material exchange risk in this respect. The Group continues to monitor its foreign exchange exposure in Japanese Yen and Renminbi, and enter into forward contracts when necessary. The Group's long-term bank loans were denominated mainly in Hong Kong dollars and carried interest at floating rates. Credit risk was hedged mainly through credit insurance.

流動資金及財務資源

於二零二一年六月三十日，本集團之未償還銀行借款總額約為319,066,000港元（二零二零年十二月三十一日：約為322,344,000港元），主要包括銀行貸款及貿易融資信貸。將於一年內、於第一至第二年及於第二至第五年到期償還之銀行借款金額分別約為295,100,000港元、16,049,000港元及7,917,000港元（二零二零年十二月三十一日：分別約為284,469,000港元、26,175,000港元及11,700,000港元）。

於二零二一年六月三十日，本集團的資產負債比率（以銀行債務和租賃負債總額除以淨資產計算）為24.0%（二零二零年十二月三十一日：25.2%）。

於二零二一年六月三十日，本集團的流動比率（以流動資產除以流動負債計算）維持於1.60（二零二零年十二月三十一日：1.62）。

本集團之財務報表以港元呈列。本集團主要以港元、人民幣、美元及日圓進行業務交易。由於港元與美元掛鈎，故此方面並無重大外匯風險。本集團繼續監察來自日圓及人民幣之外匯風險，並於需要時透過訂立遠期合約加以調控。本集團之長期銀行貸款均主要以港元計值及以浮動利率計息。信貸風險主要透過信用保險對沖。

CONTINGENT LIABILITIES

As at 30 June 2021, the Group had no material contingent liabilities (31 December 2020: Nil).

MATERIAL ACQUISITION AND DISPOSAL

There were no material acquisitions and disposals by the Group during the Period.

CAPITAL STRUCTURE

There was no change in the total number of issued Shares during the Period. The total number of issued Shares remained at 861,930,692 Shares at 30 June 2021.

EMPLOYEES, REMUNERATION POLICY AND TRAINING SCHEME

As at 30 June 2021, the Group had a total of 2,563 employees located in Hong Kong and Mainland China. The remuneration policy regarding the employees of the Group is based on qualifications, competence and the performance of the employees as well as market trends. Employees' benefits include retirement benefits and medical insurance coverage.

The emoluments of the Directors are decided by the remuneration committee of the Company (the "Remuneration Committee"), having regard to individual performance, the Group's performance and profitability, remuneration benchmark in the industry and prevailing market condition.

The Group had also provided training programmes or courses for Mainland China staff at all levels from different departments, and also for Directors and employees of the Company so as to further enhance their technical skills in production operation and management, professional skills and knowledge, respectively.

或然負債

於二零二一年六月三十日，本集團並無任何重大或然負債(二零二零年十二月三十一日：無)。

重大收購及出售

在本期間，本集團沒有任何重大收購及出售。

資本結構

於本期間，本公司之已發行股份總數沒有變動，於二零二一年六月三十日已發行股份總數仍為861,930,692股股份。

僱員、薪酬政策及培訓計劃

於二零二一年六月三十日，本集團於香港及中國內地合共有2,563名僱員。本集團僱員的薪酬政策乃按僱員的資歷、能力及表現，亦以市場趨勢而釐定。僱員福利包括退休福利及醫療保險。

董事之酬金由本公司薪酬委員會(「薪酬委員會」)按照個人表現、本集團之業績及盈利狀況，亦以業界薪酬指標及當時市場環境而釐定。

本集團亦分別向中國內地各部門各級員工，以及董事和本公司僱員提供培訓計劃或課程，從而進一步提升他們在生產營運和管理上的技能、專業技巧和知識。

OUTLOOK AND FORECAST

The Group is proud of our subsidiaries as they managed to capture growth opportunities in the first half year in line with vibrant activities in dynamic key industries, despite threats of raw material price hikes and interrupted delivery of supplies. Looking forward to the second half of 2021, the Group is extremely cautious and concerned on what lies ahead. Geopolitical tensions between the PRC and numerous Western countries display no signs of abating. Sanctions and counter sanctions, unjustified claims and threats become increasingly the new norm. The pandemic is worryingly spreading wildly in the forms of mutated variants around the globe, despite efforts to ramp up vaccination rates in most countries. How this affects the world's fragile economic recovery is difficult to predict, but certainly everyone suffers economically and socially.

Robust momentum of sales orders from a wide spectrum of manufacturing industries in Mainland China since the second quarter in 2020, has begun to slow down, and quite obviously in certain industries. Customers' outlook are turning cautious in industries such as infrastructure, automotive, household appliances, and machinery. With raw material prices surging to record levels, we saw customers placing larger than normal orders in the first half of 2021, in anticipation of upward adjustment of selling prices. Such order intake patterns will likely not continue in latter part of the year. Meanwhile, large portions of our customers are confronting the same scenario, as rising prices cannot be wholly passed onto the market. Prices for cast iron, metals, electric components, plastic resins, and chemical products are likely to keep surging and be volatile. As mentioned above, production costs and profitability for most of our businesses will likely suffer in the second half of 2021 relative to the first half of 2021. For our export businesses, the pace of global economic recovery, high sea freight costs, shortage of containers and shipment, and volatile currency movements will hinder our growth potential.

展望及前景

今年上半年，本集團對旗下附屬公司受原材料價格上漲和物料供應受阻的威脅，還能在前景火熱的重點行業開展多渠道經營活動，並成功把握了增長機遇而感到驕傲。展望二零二一年下半年，本集團將會保持極度謹慎和非常關注業務未來的發展。中國與眾多西方國家之間的地緣政治緊張局勢沒有緩和跡象，制裁與反制裁、不合理的指控和威脅已成新常態。儘管大多數國家都在努力提高疫苗接種率，但令人擔憂的是，疫情正處於變異階段並在全球廣泛傳播，難以預測全球經濟如何從疫情的衝擊中復甦，但無疑每個人都會遭受經濟和社會方面的影響。

自二零二零年第二季度以來，中國內地各種類型的製造業訂單強勁增長勢頭開始放緩，某些行業呈現明顯低迷態勢，客戶對基建、汽車、家電和機械等行業的前景亦變得謹慎。隨著原材料價格飆升至創新高水平，我們留意到客戶預測我們會上調售價，故在二零二一年上半年下達訂單比預期多，但這訂單量的模式應該不會在今年下半年延續。同時，我們無法把全部原材料成本升幅轉嫁到市場上，相信大部分客戶或會面臨著同樣的情況。預期鑄鐵、金屬、電子零部件、塑料樹脂和化學產品的價格可能繼續飆升並且頻繁波動。如上文所述，我們大部分業務下半年的生產成本和盈利能力或會較上半年更為不利。我們預計全球經濟復甦的步伐、高昂的貨運成本、集裝箱短缺及船期延誤，以及貨幣走勢波動等因素都會阻礙我們的出口業務增長的潛力。

The Group's businesses are anchored in Mainland China market. Although we anticipate a reversal of strong sales orders momentum in the broad manufacturing sector, a number of key economic policies can provide opportunities for well-prepared businesses. The "Dual Circulation" strategy will place a larger focus on the domestic market, and not become over-reliant on export-led development. Alongside the "Fourteenth Five-Year Plan", Mainland China will direct resources with relevant regulations to grow strategic novel industries such as 5G communications, renewable clean energy, new energy transportation, robotics, nano technologies, and novel materials. Our businesses will continue to innovate our product offerings and develop our key customers in these focal industries. Resources will be deployed according to plan, in areas including product research and development, capital expenditures, talent training development, customized automation, and digital management platforms. Our prudent financial management tradition will continue in the course of anticipated uncertainties, with focus on key aspects such as cash flow management, production and management cost controls, and suitable currency risk management.

INTERIM DIVIDEND

The Board has resolved not to declare an interim dividend for the six months ended 30 June 2021 (30 June 2020: Nil).

PURCHASE, SALE OR REDEMPTION OF THE LISTED SECURITIES

Neither the Company, nor any of its subsidiaries had purchased, sold or redeemed any of the Company's listed securities during the Period.

本集團的業務紮根於中國內地市場。儘管我們預計整個製造業的訂單增長趨勢可能會出現逆轉，我們會為一些關鍵的經濟政策帶來的機會做好充分準備。「雙循環」戰略將更加著重國內市場，並不會過度依賴出口導向型發展。為推進國家「第十四個五年規劃」，中國內地會根據相關規劃引導資源以支持戰略性新興行業，例如：5G通信、可再生潔淨能源、新能源交通工具、機器人技術、納米技術及新材料的發展。本集團的業務會繼續推出創新產品並向重點行業的主要客戶發展。我們亦會按計劃投入資源於產品研發、資本投入、人才培訓發展、專用的自動化及數碼化管理平台。在這段備受不明朗因素困擾的期間，我們會繼續實施一貫審慎的財務管理，並專注於數個重點範疇，例如：現金流管控、生產及管理成本監控，以及恰當的匯率風險管理。

中期股息

董事會議決不宣派截至二零二一年六月三十日止六個月之中期股息（二零二零年六月三十日：無）。

購買、出售或贖回上市證券

於本期間，本公司或其任何附屬公司概無購買、出售或贖回本公司之任何上市證券。

SUPPLEMENTARY INFORMATION

補充資料

DIRECTORS' INTERESTS AND SHORT POSITIONS IN SHARES, DEBENTURES OR UNDERLYING SHARES UNDER THE SFO

根據《證券及期貨條例》董事於股份、債權證或相關股份之權益及淡倉

As at 30 June 2021, the interests and short positions of the Directors in the Shares, debentures and underlying Shares of the Company or any associated corporations (within the meaning of Part XV of the SFO) which had to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which he was taken or deemed to have under such provisions of the SFO), or which were required to be entered in the register referred therein pursuant to section 352 of the SFO, or which were required to be notified to the Company and the Stock Exchange herein pursuant to the Model Code, were as follows:

於二零二一年六月三十日，董事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）之股份、債權證及相關股份中擁有須根據《證券及期貨條例》第XV部第7及8分部知會本公司及聯交所之權益及淡倉（包括根據《證券及期貨條例》規定被當作或視為擁有之權益及淡倉），或須根據《證券及期貨條例》第352條記錄於該條例所提及的登記冊內之權益及淡倉，或須根據標準守則知會本公司及聯交所之權益及淡倉如下：

Long position in Shares or underlying Shares:

於股份或相關股份之好倉：

Name of Director	Number of Shares held 持有股份數目				Approximate % of the total number of issued Shares 約佔已發行股份 總數目之 概約百分比
	Personal interests	Family interests	Corporate interests	Total number of Shares held	
董事姓名	個人權益	家族權益	企業權益	持有股份總數目	
Tang To 鄧熹	4,970,005	226,000 ⁽¹⁾	445,617,458 ⁽²⁾	450,813,463	52.30
Tang Yu, Freeman 鄧愚	-	-	442,157,052 ⁽³⁾	442,157,052	51.30
Kan Wai Wah 簡衛華	136,400	-	-	136,400	0.02
Cheng Tak Yin 鄭達賢	1,406,000	-	-	1,406,000	0.16

Notes:

- (1) The 226,000 Shares were held by Mr. Tang To and his spouse jointly.
- (2) Mr. Tang To was deemed to be interested in 445,617,458 Shares under the SFO, comprising (i) 3,460,406 Shares held by Ginta Company Limited (incorporated in Hong Kong) which is approximately 99.999% owned by Fullwin Limited (incorporated in Republic of Liberia), which in turn is owned as to 50% by Mr. Tang To and 50% by his spouse respectively; (ii) 405,907,052 Shares held by Codo through its wholly-owned subsidiaries, Tai Shing, Hung Cheong and Cosmos Holdings; and (iii) 36,250,000 Shares held by Saniwell (as the trustee of The Saniwell Trust, the beneficiaries of which include Mr. Tang To and certain of his family members) which in turn is owned as to approximately 57.14% by Mr. Tang To.
- (3) Mr. Tang Yu, Freeman was deemed to be interested in 442,157,052 Shares under the SFO, comprising (i) 405,907,052 Shares held by Codo through its wholly-owned subsidiaries, Tai Shing, Hung Cheong and Cosmos Holdings; and (ii) 36,250,000 Shares held by Saniwell (as the trustee of The Saniwell Trust, the beneficiaries of which include Mr. Tang To and certain of his family members) which in turn is owned as to approximately 42.86% by Mr. Tang Yu, Freeman.

Save as disclosed above, as at 30 June 2021, none of the Directors, chief executives of the Company and their associates had any interests or short positions in any Shares, debentures or underlying Shares of the Company or any associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept under section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

附註：

- (1) 該226,000股股份由鄧燾先生及其配偶共同持有。
- (2) 根據《證券及期貨條例》，鄧燾先生被視為持有權益的445,617,458股股份，當中包括：(i)堅達有限公司（於香港註冊成立）持有的3,460,406股股份，堅達有限公司由Fullwin Limited（於利比里亞共和國註冊成立）擁有約99.999%權益，而Fullwin Limited由鄧燾先生及其配偶分別擁有50%權益；(ii)高度透過其全資附屬公司Tai Shing、Hung Cheong及大同控股持有的405,907,052股股份；及(iii)Saniwell（作為The Saniwell Trust的受託人，其受益人包括鄧燾先生及其若干家屬成員）持有的36,250,000股股份，而Saniwell由鄧燾先生擁有約57.14%權益。
- (3) 根據《證券及期貨條例》，鄧愚先生被視為於442,157,052股股份中擁有權益，包括：(i)高度透過其全資附屬公司Tai Shing、Hung Cheong及大同控股持有的405,907,052股股份；及(ii)Saniwell（作為The Saniwell Trust的受託人，其受益人包括鄧燾先生及其若干家屬成員）持有的36,250,000股股份，而Saniwell由鄧愚先生擁有約42.86%權益。

除上文披露者外，於二零二一年六月三十日，概無董事、本公司最高行政人員及彼等聯繫人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）之任何股份、債權證或相關股份中擁有記錄於根據《證券及期貨條例》第352條須予備存的登記冊內之任何權益或淡倉，或根據標準守則須知會本公司及聯交所之任何權益或淡倉。

SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN SHARES OR UNDERLYING SHARES UNDER THE SFO

根據《證券及期貨條例》股東於股份或相關股份之權益及淡倉

As at 30 June 2021, so far was known to the Directors, the following parties had an interest or long position or short position in the Shares and 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 or which were required to be entered in the register referred therein pursuant to section 336 of the SFO:

於二零二一年六月三十日，就董事所知，下列人士於本公司股份及相關股份中擁有須根據《證券及期貨條例》第XV部第2及3分部規定予以披露之權益或好倉或淡倉，或須根據《證券及期貨條例》第336條記錄於該條例所提及的登記冊內之權益或好倉或淡倉：

**Long position in Shares or underlying Shares:
 於股份或相關股份之好倉：**

Name of Shareholder 股東姓名	Capacity in which interests are held 持有權益之身份	Number of Shares held 持有股份數目			Approximate % of the total number of issued Shares 約佔已發行股份總數目之概約百分比
		Direct interests 直接權益	Deemed interests 被當作持有之權益	Total number of Shares held 持有股份總數目	
Tai Shing	Beneficial owner 實益擁有人	170,104,452	-	170,104,452	19.74
Cosmos Holdings 大同控股	Beneficial owner and interest of controlled corporations 實益擁有人及受控法團之權益	235,802,600	170,104,452 ⁽¹⁾	405,907,052	47.09
Codo 高度	Interest of controlled corporations 受控法團之權益	-	405,907,052 ⁽²⁾	405,907,052	47.09
Law Kit Fong 羅潔芳	Interest of controlled corporations 受控法團之權益	-	405,907,052 ⁽³⁾	405,907,052	47.09
Saniwell	Beneficial owner and interest of controlled corporations 實益擁有人及受控法團之權益	36,250,000	405,907,052 ⁽⁴⁾	442,157,052	51.30
China Resources (Holdings) Company Limited 華潤(集團)有限公司	Beneficial owner 實益擁有人	169,649,046	-	169,649,046	19.68
CRC Bluesky Limited	Interest of controlled corporations 受控法團之權益	-	169,649,046 ⁽⁵⁾	169,649,046	19.68
China Resources Co., Limited 華潤股份有限公司	Interest of controlled corporations 受控法團之權益	-	169,649,046 ⁽⁶⁾	169,649,046	19.68

Notes:

- (1) Tai Shing was wholly-owned by Hung Cheong, which is a wholly-owned subsidiary of Cosmos Holdings. By virtue of the SFO, Cosmos Holdings was deemed to be interested in the 170,104,452 Shares held by Tai Shing.
- (2) Cosmos Holdings was approximately 99.999% owned by Codo and approximately 0.001% owned by Glad Season Investments Limited (incorporated in Hong Kong) ("Glad Season"). Glad Season was owned as to 50% by Codo and 50% by Cosmos Holdings (as trustee for Codo). By virtue of the SFO, Codo was deemed to be interested in the 405,907,052 Shares held by Cosmos Holdings.
- (3) Codo was owned as to approximately (i) 8.37% by Elegant Power Enterprises Limited (incorporated in Hong Kong) ("Elegant Power"); and (ii) 30.25% by Friendchain Investments Limited (incorporated in Hong Kong) ("Friendchain"), which was owned as to 40% by Elegant Power. Elegant Power was owned as to approximately 0.002% by Mr. Kan Wai Wah, a non-executive Director (as trustee for Ms. Law Kit Fong), and approximately 99.998% by Ms. Law Kit Fong. By virtue of the SFO, Ms. Law Kit Fong was deemed to be interested in the 405,907,052 Shares held by Codo.
- (4) Codo was owned as to approximately (i) 25.06% by Keepsound Investments Limited (incorporated in Hong Kong), which was owned as to 94% by Saniwell; and (ii) 30.25% by Friendchain, which was owned as to approximately 57.42% by Saniwell. By virtue of the SFO, Saniwell was deemed to be interested in the 405,907,052 Shares held by Codo.
- (5) By virtue of the SFO, CRC Bluesky Limited (incorporated in the British Virgin Islands) ("CRC Bluesky") was deemed to be interested in the 169,649,046 Shares held by China Resources (Holdings) Company Limited (incorporated in Hong Kong), which was a wholly-owned subsidiary of CRC Bluesky.
- (6) By virtue of the SFO, China Resources Co., Limited (incorporated in the PRC) was deemed to be interested in the 169,649,046 Shares held by CRC Bluesky, which was a wholly-owned subsidiary of China Resources Co., Limited.

附註：

- (1) Tai Shing由Hung Cheong全資持有，而Hung Cheong為大同控股的全資附屬公司。根據《證券及期貨條例》，大同控股被視為於Tai Shing所持有之170,104,452股股份中擁有權益。
- (2) 大同控股由高度及佳時投資有限公司（於香港註冊成立）（「佳時」）分別擁有約99.999%及約0.001%權益。佳時由高度及大同控股（作為高度的受託人）各自擁有50%權益。根據《證券及期貨條例》，高度被視為於大同控股所持有之405,907,052股股份中擁有權益。
- (3) 高度由(i)豪力企業有限公司（於香港註冊成立）（「豪力」）擁有約8.37%權益；及(ii)友昌投資有限公司（於香港註冊成立）（「友昌」）擁有約30.25%權益，而其為由豪力擁有40%權益。豪力由非執行董事簡衛華先生（作為羅潔芳女士的受託人）及羅潔芳女士分別擁有約0.002%及約99.998%權益。根據《證券及期貨條例》，羅潔芳女士被視為於高度所持有之405,907,052股股份中擁有權益。
- (4) 高度由(i)協生投資有限公司（於香港註冊成立）擁有約25.06%權益，而其為由Saniwell擁有94%權益；及(ii)友昌擁有約30.25%權益，而其為由Saniwell擁有約57.42%權益。根據《證券及期貨條例》，Saniwell被視為於高度所持有之405,907,052股股份中擁有權益。
- (5) 由於華潤（集團）有限公司（於香港註冊成立）為CRC Bluesky Limited（於英屬處女群島註冊成立）（「CRC Bluesky」）之全資附屬公司，故根據《證券及期貨條例》，CRC Bluesky被視為於華潤（集團）有限公司所持有之169,649,046股股份中擁有權益。
- (6) 由於CRC Bluesky為華潤股份有限公司（於中國註冊成立）之全資附屬公司，故根據《證券及期貨條例》，華潤股份有限公司被視為於CRC Bluesky所持有之169,649,046股股份中擁有權益。

Save as disclosed above, as at 30 June 2021, the Directors are not aware of any other persons who had interests or short positions in the Shares, underlying Shares or debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO) which would be required to be disclosed to the Company and the Stock Exchange pursuant to Part XV of the SFO.

CHANGES IN DIRECTORS' INFORMATION

Pursuant to Rule 13.51B(1) of the Listing Rules, the changes in information of the Directors are set out below:

- (1) Mr. Ho Wei Sem has tendered his resignation as an independent non-executive Director and ceased to be a member of each of Audit Committee, nomination committee of the Company (the "Nomination Committee") and Remuneration Committee, with effect from 1 August 2021; and
- (2) Mr. Huang Zhi Wei, an existing independent non-executive Director, has been appointed as a member of each of Audit Committee, Nomination Committee and Remuneration Committee, with effect from 1 August 2021.

For details, please refer to the announcement of the Company dated 30 July 2021.

Save for the above changes, there is no other information of the Directors required to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules.

COMPLIANCE WITH THE MODEL CODE

The Company has adopted the CMEL Code on terms no less exacting than the Model Code. The Directors have confirmed, following specific enquiry by the Company, that they have complied with the required standard set out in the Model Code and CMEL Code during the Period.

除上文披露者外，於二零二一年六月三十日，就各董事知悉，概無任何其他人士於本公司或其相聯法團（定義見《證券及期貨條例》第XV部）之股份、相關股份或債權證中擁有根據《證券及期貨條例》第XV部須向本公司及聯交所披露之權益或淡倉。

董事資料變動

根據上市規則第13.51B(1)條，董事資料之變動載列如下：

- (1) 何偉森先生已辭任獨立非執行董事，並不再擔任審核委員會成員、本公司提名委員會（「提名委員會」）成員及薪酬委員會成員，自二零二一年八月一日起生效；及
- (2) 現任獨立非執行董事黃志煒先生已獲委任為審核委員會成員、提名委員會成員及薪酬委員會成員，自二零二一年八月一日起生效。

有關詳情，請參閱本公司日期為二零二一年七月三十日的公告。

除上述變動外，概無其他董事資料須根據上市規則第13.51B(1)條予以披露。

遵守標準守則

本公司已採納大同企業守則，而大同企業守則不比標準守則所訂明的標準寬鬆。經本公司特定查詢後，董事已確認彼等於本期間內一直遵守標準守則及大同企業守則所訂的標準。

CORPORATE GOVERNANCE CODE

The Board is committed to practicing and maintaining a high standard of corporate governance for the enhancement of Shareholders' value and safeguarding interests of Shareholders and other stakeholders.

In the opinion of the Board, the Company has complied with the code provisions of the CG Code throughout the Period, except for the following deviation:

Deviation from code provision A.6.7 of the CG Code

Code provision A.6.7 of the CG Code stipulates that independent non-executive directors and non-executive directors should attend general meetings to gain and develop a balanced understanding of the views of shareholders. During the Period, Mr. Kan Wai Wah and Mr. Qu Jinping, both non-executive Directors, and Mr. Ho Wei Sem and Mr. Huang Zhi Wei, both independent non-executive Directors, had other business engagements. They were unable to attend the court meeting of the Company (the "Court Meeting") and extraordinary general meeting of the Company (the "EGM") held on 18 June 2021, and annual general meeting of the Company held on 24 June 2021. However, the Company considered that the presence of the chairman of each of Nomination Committee, Remuneration Committee and Audit Committee, and other executive Directors at the said meetings, as well as the presence of the solicitor of the Company, the independent financial adviser of the Company and the financial adviser of Cosmos Holdings at the Court Meeting and EGM, which were sufficient for addressing the queries from the attending Shareholders.

AUDIT COMMITTEE

The Audit Committee comprises of three independent non-executive Directors, namely Ms. Yeung Shuk Fan ("Ms. Yeung"), Mr. Cheng Tak Yin and Mr. Huang Zhi Wei. Ms. Yeung acts as the chairman of the Audit Committee. The Audit Committee was established with specific written terms of reference.

During the meetings of the Audit Committee for the Period, the Audit Committee members, amongst other things, had reviewed the accounting principles and practices adopted by the Group, and discussed the financial information matters related to the preparation of the unaudited condensed consolidated financial information for the six months ended 30 June 2021. In summary, the Audit Committee has reviewed the unaudited interim results of the Group for the six months ended 30 June 2021.

企業管治守則

董事會致力實行及維持高水準之企業管治以提升股東價值及維護股東及其他持份者的權益。

董事會認為，本公司於本期間內一直遵守《企業管治守則》的守則條文，惟有以下偏離：

偏離《企業管治守則》之守則條文第A.6.7條

《企業管治守則》之守則條文第A.6.7條規定獨立非執行董事及非執行董事應出席股東大會，以對公司股東的意見有全面、公正的了解。於本期間內，兩位非執行董事簡衛華先生和瞿金平先生，及兩位獨立非執行董事何偉森先生和黃志煒先生因有其他公務，彼等均未能出席本公司於二零二一年六月十八日舉行之法院會議（「法院會議」）和股東特別大會（「股東特別大會」），以及於二零二一年六月二十四日舉行之股東周年大會。然而，本公司認為提名委員會主席、薪酬委員會主席和審核委員會主席，及其他執行董事已出席該等會議，以及本公司之律師和獨立財務顧問及大同控股之財務顧問亦已出席法院會議及股東特別大會，足以回答與會股東的提問。

審核委員會

審核委員會包括三名獨立非執行董事，成員為楊淑芬女士（「楊女士」）、鄭達賢先生和黃志煒先生。楊女士為審核委員會之主席。審核委員會之成立設有特定職權範圍。

於本期間，審核委員會成員已於審核委員會會議上（其中包括）檢討本集團採取之會計原則和慣例，以及討論有關編製截至二零二一年六月三十日止六個月之未經審核簡明綜合財務資料事項。總括，審核委員會已審閱本集團截至二零二一年六月三十日止六個月之未經審核中期業績。

PUBLICATION OF THE INTERIM RESULTS ANNOUNCEMENT AND INTERIM REPORT

The Company's interim results announcement and interim report were published on the Company's website at www.cosmel.com and the website of the Stock Exchange at www.hkexnews.hk.

By order of the Board

TANG To
Chairman

Hong Kong, 26 August 2021

中期業績公告及中期報告的公佈

本公司的中期業績公告及中期報告已刊載於本公司網站www.cosmel.com及聯交所網站www.hkexnews.hk。

承董事會命
主席
鄧燾

香港，二零二一年八月二十六日

In this report, unless the context otherwise specifies, the following expressions have the following meanings:
於本報告內，除文義另有所指外，下列詞彙具有以下涵義：

“Board” 「董事會」	the board of Directors of the Company 本公司董事會
“CG Code” 「《企業管治守則》」	the Corporate Governance Code as set out in Appendix 14 to the Listing Rules 上市規則附錄十四所載之《企業管治守則》
“CMEL Code” 「大同企業守則」	the Code for Securities Transactions by Directors and Relevant Employees of Cosmos Machinery Enterprises Limited, revised from time to time thereafter 大同機械企業有限公司董事及有關僱員進行證券交易守則（隨後不時修訂）
“Codo” 「高度」	Codo Development Limited, a company incorporated in Hong Kong with limited liability, a substantial Shareholder (as defined under the SFO) 高度發展有限公司，一間於香港註冊成立之有限公司，一名主要股東（根據《證券及期貨條例》定義）
“Companies Ordinance” 「《公司條例》」	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) 《公司條例》（香港法例第622章）
“Company” 「本公司」	Cosmos Machinery Enterprises Limited, a company incorporated in Hong Kong with limited liability and the Shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 118) 大同機械企業有限公司，於香港註冊成立之有限公司及其股份在聯交所主板上市（股份代號：118）
“Cosmos Holdings” 「大同控股」	Cosmos Machinery (Holdings) Limited, a company incorporated in Hong Kong with limited liability, a controlling Shareholder (as defined under the Listing Rules) 大同機械（控股）有限公司，於香港註冊成立之有限公司，一名控股股東（根據上市規則定義）
“Director(s)” 「董事」	the director(s) of the Company 本公司董事
“Group” 「本集團」	the Company and its subsidiaries 本公司及其附屬公司
“HK\$” or “HKD” 「港元」	Hong Kong dollars, the lawful currency of Hong Kong 港元，香港法定貨幣
“Hong Kong” 「香港」	the Hong Kong Special Administrative Region of the PRC 中國香港特別行政區

GLOSSARY (CONTINUED)
詞彙 (續)

“Hung Cheong” 「Hung Cheong」	Hung Cheong Realty Limited, a company incorporated in the British Virgin Islands with limited liability, a wholly-owned subsidiary of Cosmos Holdings Hung Cheong Realty Limited, 一間於英屬處女群島註冊成立之有限公司, 大同控股之全資附屬公司
“Listing Rules” 「上市規則」	the Rules Governing the Listing of Securities on the Stock Exchange 聯交所證券上市規則
“Mainland China” or “PRC” 「中國內地」或「中國」	The People’s Republic of China, for the purpose of this report, shall exclude Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan 中華人民共和國, 就本報告而言, 不包括香港、中國澳門特別行政區及台灣
“Model Code” 「標準守則」	the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 to the Listing Rules 上市規則附錄十所載之《上市發行人董事進行證券交易的標準守則》
“Period” 「本期間」	the six months ended 30 June 2021 截至二零二一年六月三十日止六個月
“Saniwell” 「Saniwell」	Saniwell Holding Inc., a company incorporated in the Cook Islands with limited liability Saniwell Holding Inc., 於庫克群島註冊成立之有限公司
“SFO” 「《證券及期貨條例》」	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) 《證券及期貨條例》(香港法例第571章)
“Share(s)” 「股份」	the ordinary share(s) of the Company 本公司之普通股
“Shareholder(s)” 「股東」	the holder(s) of the Share(s) of the Company 本公司股份持有人
“Stock Exchange” 「聯交所」	The Stock Exchange of Hong Kong Limited 香港聯合交易所有限公司
“Tai Shing” 「Tai Shing」	Tai Shing Agencies Limited, a company incorporated in the British Virgin Islands with limited liability, a substantial Shareholder (as defined under the SFO) Tai Shing Agencies Limited, 一間於英屬處女群島註冊成立之有限公司, 一名主要股東 (根據《證券及期貨條例》定義)
“%” 「%」	per cent 百分比

