



理文化工有限公司

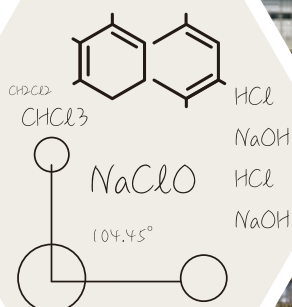
Lee & Man Chemical Company Limited

(Incorporated in the Cayman Islands and its members' liability is limited)

(於開曼群島註冊成立及其成員責任為有限)

Stock Code 股份代號 : 746

Together We Grow



**INTERIM
REPORT
中期報告
2023**



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Corporate Information

公司資料

BOARD OF DIRECTORS

Executive Directors

Ms. Wai Siu Kee (*Chairman*)
Mr. Lee Man Yan (*Chief Executive Officer*)
Professor Chan Albert Sun Chi
Mr. Yang Zuo Ning

Independent non-executive Directors

Mr. Wong Kai Tung, Tony (resigned on 2 August 2023)
Mr. Wan Chi Keung, Aaron *BBS JP*
Mr. Heng Victor Ja Wei
Mr. Wong King Wai Kirk

AUDIT COMMITTEE

Mr. Heng Victor Ja Wei (*Chairman*)
Mr. Wong Kai Tung, Tony (resigned on 2 August 2023)
Mr. Wan Chi Keung, Aaron *BBS JP*
Mr. Wong King Wai Kirk

REMUNERATION COMMITTEE

Mr. Heng Victor Ja Wei (*Chairman*)
Mr. Wong Kai Tung, Tony (resigned on 2 August 2023)
Mr. Wan Chi Keung, Aaron *BBS JP*
Mr. Wong King Wai Kirk

NOMINATION COMMITTEE

Ms. Wai Siu Kee (*Chairman*)
Mr. Heng Victor Ja Wei
Mr. Wong Kai Tung, Tony (resigned on 2 August 2023)
Mr. Wan Chi Keung, Aaron *BBS JP*
Mr. Wong King Wai Kirk

COMPANY SECRETARY

Mr. Ho Chun Ho Jason

AUTHORISED REPRESENTATIVES

Ms. Wai Siu Kee
Mr. Ho Chun Ho Jason

REGISTERED OFFICE

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

董事會

執行董事

衛少琦女士(*主席*)
李文恩先生(*首席執行官*)
陳新滋教授
楊作寧先生

獨立非執行董事

王啟東先生(於二零二三年八月二日辭任)
尹志強先生*BBS太平紳士*
邢家維先生
王經緯先生

審核委員會

邢家維先生(*主席*)
王啟東先生(於二零二三年八月二日辭任)
尹志強先生*BBS太平紳士*
王經緯先生

薪酬委員會

邢家維先生(*主席*)
王啟東先生(於二零二三年八月二日辭任)
尹志強先生*BBS太平紳士*
王經緯先生

提名委員會

衛少琦女士(*主席*)
邢家維先生
王啟東先生(於二零二三年八月二日辭任)
尹志強先生*BBS太平紳士*
王經緯先生

公司秘書

何圳浩先生

授權代表

衛少琦女士
何圳浩先生

註冊辦事處

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

HEADQUARTERS AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

8th Floor, Liven House
61–63 King Yip Street
Kwun Tong
Kowloon
Hong Kong

PRINCIPAL BANKERS**In Hong Kong:**

Hang Seng Bank Limited
Bank of Communications Co., Ltd, Hong Kong Branch
United Overseas Bank Limited, Hong Kong Branch
Bank of China (Hong Kong) Limited

In the PRC:

Bank of China Limited
China Construction Bank Corporation
Industrial and Commercial Bank of China Limited
Hang Seng Bank (China) Limited
HSBC Bank (China) Company Limited
Mizuho Bank (China), Ltd.

AUDITORS

Deloitte Touche Tohmatsu
Certified Public Accountants
Registered Public Interest Entity Auditor

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Suntera (Cayman) Limited
Suite 3204, Unit 2A
Block 3, Building D
P.O. Box 1586
Gardenia Court
Camana Bay
Grand Cayman, KY1-1110
Cayman Islands

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Tricor Secretaries Limited
17/F, Far East Finance Centre
16 Harcourt Road, Hong Kong

WEBSITE

www.leemanchemical.com

總部及香港主要營業地點

香港
九龍
觀塘
敬業街61–63號
利維大廈8樓

主要往來銀行**香港：**

恒生銀行有限公司
交通銀行·香港分行
大華銀行·香港分行
中國銀行(香港)有限公司

中國：

中國銀行股份有限公司
中國建設銀行股份有限公司
中國工商銀行股份有限公司
恒生銀行(中國)有限公司
滙豐銀行(中國)有限公司
瑞穗銀行(中國)有限公司

核數師

德勤·關黃陳方會計師行
執業會計師
註冊公共利益實體核數師

主要股份過戶登記處

Suntera (Cayman) Limited
Suite 3204, Unit 2A
Block 3, Building D
P.O. Box 1586
Gardenia Court
Camana Bay
Grand Cayman, KY1-1110
Cayman Islands

香港股份過戶登記分處

卓佳秘書商務有限公司
香港夏慤道16號
遠東金融中心17樓

網址

www.leemanchemical.com

Interim Results

中期業績

The board of directors (the "Board") of Lee & Man Chemical Company Limited (the "Company") is pleased to announce the unaudited interim results of the Company and its subsidiaries (the "Group") for the six months ended 30 June 2023 together with comparative figures for the last corresponding period as follows:

理文化工有限公司(「本公司」)董事會欣然公佈，本公司及其附屬公司(「本集團」)截至2023年6月30日止六個月之未經審核中期業績，連同去年同期比較數字如下：

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the six months ended 30 June 2023

簡明綜合損益及其他全面收益表

截至2023年6月30日止六個月

		Six months ended 30 June	
		截至6月30日止六個月	
		2023	2022
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
		HK\$'000	HK\$'000
		千港元	千港元
	Notes 附註		
Revenue – Chemical	收入－化工	1,938,347	3,224,035
Revenue – Property	收入－物業	57,789	26,723
Total revenue	收入總額	1,996,136	3,250,758
	3, 4		
Cost of sales – Chemical	銷售成本－化工	(1,519,463)	(1,792,350)
Cost of sales – Property	銷售成本－物業	(35,689)	(17,004)
Total cost of sales	銷售成本總額	(1,555,152)	(1,809,354)
Gross profit	毛利	440,984	1,441,404
Other income and expenses	其他收入及支出	22,338	37,057
Other gains or losses	其他收益或虧損	(2,425)	7,582
Selling and distribution costs	銷售及分銷成本	(109,002)	(121,922)
General and administrative expenses	行政費用	(128,143)	(154,856)
Research and development cost	研發費用	(71,850)	(120,039)
Finance costs	融資成本	(22,012)	(20,849)
Net exchange gain (loss)	匯兌淨收益(虧損)	1,062	(20,852)
Share of gains of joint ventures	應佔合營企業收益	422	220
Share of losses of associates	應佔聯營企業虧損	(864)	(449)
Profit before taxation	除稅前溢利	130,510	1,047,296
Income tax expense	所得稅支出	(25,899)	(155,967)
	7		
Profit for the period	期內溢利	104,611	891,329
	8		
Other comprehensive income (expense):	其他全面收入(支出)：		
Items that will not be reclassified to profit or loss:	其後不會重新分類至損益之項目：		
Exchange differences arising on translation	因換算而產生的匯兌差額	(3,348)	(229,117)
Share of other comprehensive income (expense) of joint ventures and associates	應佔合營企業及聯營企業之其他全面收入(支出)	1,201	(262)
Other comprehensive expense for the period	期內其他全面支出	(2,147)	(229,379)
Total comprehensive income for the period	期內全面收益總額	102,464	661,950
Earnings per share:	每股盈利：		
– Basic (HK cents)	– 基本(港仙)	12.7	108.0
	10		
– Diluted (HK cents)	– 攤薄(港仙)	12.3	103.3

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

At 30 June 2023

簡明綜合財務狀況表

於2023年6月30日

			30 June 2023 2023年 6月30日 (Unaudited) (未經審核)	31 December 2022 2022年 12月31日 (Audited) (經審核)
	<i>Notes 附註</i>		HK\$'000 千港元	HK\$'000 千港元
NON-CURRENT ASSETS				
Property, plant and equipment		物業、廠房及設備	4,719,936	4,747,743
Investment properties		投資物業	196,719	187,778
Right-of-use assets		使用權資產	194,790	133,849
Intangible assets		無形資產	86,171	87,531
Deposits paid for the acquisition of property, plant and equipment		購置物業、廠房及設備之已付訂金	120,823	64,545
Interests in joint ventures		合營企業之權益	100,276	98,654
Interests in associates		聯營企業之權益	23,484	24,338
Deferred tax assets		遞延稅項資產	20,388	20,647
Goodwill		商譽	2,622	2,622
			5,465,209	5,367,707
CURRENT ASSETS				
Inventories		存貨	824,048	844,137
Properties held for sale		待售物業	30,231	64,950
Trade, bills and other receivables		應收貿易、票據及其他款項	366,108	338,392
Tax recoverable		可收回稅項	1,615	7,129
Amount due from a joint venture		應收合營企業款項	14,176	14,225
Amount due from an associate		應收聯營企業款項	2,230	5,707
Amounts due from related companies		應收關連公司款項	15,288	12,411
Bank balances and cash		銀行結餘及現金	164,873	421,696
			1,418,569	1,708,647
CURRENT LIABILITIES				
Trade and other payables		應付貿易及其他款項	381,850	492,521
Contract liabilities		合約負債	64,957	66,466
Amount due to a joint venture		應付合營企業款項	981	259
Amount due to an associate		應付聯營企業款項	–	167
Amounts due to related companies		應付關連公司款項	13,960	10,861
Taxation payable		應付稅項	40,537	37,985
Lease liabilities		租賃負債	1,282	2,398
Bank borrowings		銀行借款	565,256	523,156
			1,068,823	1,133,813

Interim Results

中期業績

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION (CONTINUED)

At 30 June 2023

簡明綜合財務狀況表(續)

於2023年6月30日

		30 June 2023	31 December 2022
		2023年 6月30日	2022年 12月31日
		(Unaudited)	(Audited)
		(未經審核)	(經審核)
	Notes 附註	HK\$'000	HK\$'000
		千港元	千港元
NET CURRENT ASSETS	流動資產淨額	349,746	574,834
TOTAL ASSETS LESS CURRENT LIABILITIES	總資產減流動負債	5,814,955	5,942,541
NON-CURRENT LIABILITIES	非流動負債		
Other payables	應付其他款項	14 29,457	30,415
Lease liabilities	租賃負債	-	71
Deferred tax liabilities	遞延稅項負債	44,257	58,178
Bank borrowings	銀行借款	145,986	220,836
		219,700	309,500
NET ASSETS	資產淨值	5,595,255	5,633,041
CAPITAL AND RESERVES	資本及儲備		
Share capital	股本	15 82,500	82,500
Reserves	儲備	5,512,755	5,550,541
TOTAL EQUITY	權益總額	5,595,255	5,633,041

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the six months ended 30 June 2023

簡明綜合權益變動表

截至2023年6月30日止六個月

		Share capital 股本 HK\$'000 千港元	Share premium 股份溢價 HK\$'000 千港元	Non-distributable reserve 不可分派儲備 HK\$'000 千港元 (note i) (附註i)	Safety fund reserve 安全基金儲備 HK\$'000 千港元 (note ii) (附註ii)	Translation reserve 匯兌儲備 HK\$'000 千港元	Share option reserve 購股權儲備 HK\$'000 千港元	Special reserve 特別儲備 HK\$'000 千港元 (note iii) (附註iii)	Other reserve 其他儲備 HK\$'000 千港元	Accumulated profits 累計溢利 HK\$'000 千港元	Total equity 權益總額 HK\$'000 千港元
At 1 January 2022 (audited)	於2022年1月1日 (經審核)	82,500	20,307	822,465	-	193,587	146,141	(97,362)	(686)	4,407,978	5,574,930
Profit for the period	期內溢利	-	-	-	-	-	-	-	-	891,329	891,329
Other comprehensive income for the period	期內其他全面收益	-	-	-	-	(229,379)	-	-	-	-	(229,379)
Total comprehensive income for the period	期內全面收益總額	-	-	-	-	(229,379)	-	-	-	891,329	661,950
Dividend recognised as distribution	已確認分派之股息	-	-	-	-	-	-	-	-	(264,000)	(264,000)
Transfer to non-distributable reserve	轉入不可分派儲備	-	-	100,466	-	-	-	-	-	(100,466)	-
Appropriation to safety fund reserve	轉撥至安全基金儲備	-	-	-	12,605	-	-	-	-	(12,605)	-
Utilisation of safety fund reserve	釋出安全基金儲備	-	-	-	(12,605)	-	-	-	-	12,605	-
Recognition of equity settled share based payments	確認以股本結算為基礎之支出	-	-	-	-	-	8,059	-	-	-	8,059
At 30 June 2022 (unaudited)	於2022年6月30日 (未經審核)	82,500	20,307	922,931	-	(35,792)	154,200	(97,362)	(686)	4,934,841	5,980,939

Interim Results

中期業績

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (CONTINUED)

For the six months ended 30 June 2023

簡明綜合權益變動表(續)

截至2023年6月30日止六個月

		Share capital 股本 HK\$'000 千港元	Share premium 股份溢價 HK\$'000 千港元	Non-distributable reserve 不可分派儲備 HK\$'000 千港元 (note i) (附註i)	Safety fund reserve 安全基金儲備 HK\$'000 千港元 (note ii) (附註ii)	Translation reserve 匯兌儲備 HK\$'000 千港元	Share option reserve 購股權儲備 HK\$'000 千港元	Special reserve 特別儲備 HK\$'000 千港元 (note iii) (附註iii)	Other reserve 其他儲備 HK\$'000 千港元	Accumulated profits 累計溢利 HK\$'000 千港元	Total equity 權益總額 HK\$'000 千港元
At 1 January 2023 (audited)	於2023年1月1日 (經審核)	82,500	20,307	980,162	117	(335,636)	154,200	(97,362)	(686)	4,829,439	5,633,041
Profit for the period	期內溢利	-	-	-	-	-	-	-	-	104,611	104,611
Other comprehensive expenses for the period	期內其他全面支出	-	-	-	-	(2,147)	-	-	-	-	(2,147)
Total comprehensive income for the period	期內全面收益總額	-	-	-	-	(2,147)	-	-	-	104,611	102,464
Dividend recognised as distribution	已確認分派之股息	-	-	-	-	-	-	-	-	(140,250)	(140,250)
Transfer to non-distributable reserve	轉入不可分派儲備	-	-	13,718	-	-	-	-	-	(13,718)	-
Appropriation to safety fund reserve	轉撥至安全基金儲備	-	-	-	12,763	-	-	-	-	(12,763)	-
Utilisation of safety fund reserve	釋出安全基金儲備	-	-	-	(12,306)	-	-	-	-	12,306	-
At 30 June 2023 (unaudited)	於2023年6月30日 (未經審核)	82,500	20,307	993,880	574	(337,783)	154,200	(97,362)	(686)	4,779,625	5,595,255

Notes:

附註：

- i. According to the relevant laws in the People's Republic of China ("PRC"), wholly foreign-owned enterprises in the PRC are required to transfer at least 10% of their net profits after taxation, as determined under the PRC accounting regulations, to a non-distributable reserve fund until the reserve balance reaches 50% of their registered capital. The transfer to this reserve must be made before the distribution of a dividend to equity owners. The non-distributable reserve fund can be used to offset the previous years' losses, if any. The non-distributable reserve fund is non-distributable other than upon liquidation.
 - ii. Pursuant to the relevant regulation in the PRC, certain subsidiaries of the Company are required to provide for safety fund reserve based on sales revenue.
 - iii. The special reserve of the Group represents the difference between the nominal value of the share capital issued by the Company and the nominal value of the share capital of the subsidiaries acquired pursuant to a group reorganisation in December 2001.
- i. 根據中華人民共和國(「中國」)相關法律，在中國的外資企業須結轉最少10%除稅後溢利(根據中國會計規則釐定)至不可分派儲備，直至儲備結餘達到註冊資本50%。結轉該儲備必須在分派股息給股東前。不可分派儲備可用作抵銷過往年度虧損(如有)。除清盤外，不可分派儲備是不得分派。
 - ii. 根據中國相關法規，部份本公司之子公司是需根據銷售額計提安全基金儲備。
 - iii. 本集團之特別儲備乃本公司透過2001年12月之集團重組所收購之附屬公司之股本面值與本公司已發行股本面值之差額。

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

簡明綜合現金流量表

		Six months ended 30 June	
		截至6月30日止六個月	
		2023	2022
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
		HK\$'000	HK\$'000
		千港元	千港元
NET CASH FROM OPERATING ACTIVITIES	經營業務所得現金淨額	271,082	881,817
INVESTING ACTIVITIES	投資活動		
Payments for purchase of property, plant and equipment	購置物業、廠房及設備付款	(103,393)	(129,570)
Deposits paid for acquisition of property, plant and equipment	購置物業、廠房及設備之已付訂金	(130,796)	(90,402)
Payments in respect of investment properties	投資物業相關付款	(9,249)	-
Payments for right-of-use assets	購置使用權資產	(66,143)	-
Capital injected to associates	對聯營公司增資	-	(4,235)
Payments for purchase from intangible assets	購置無形資產	-	(380)
Decrease in construction costs payable	應付建設款項減少	(25,713)	(63,582)
Interest received	已收利息	2,812	2,375
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備所得款項	175	1,851
NET CASH USED IN INVESTING ACTIVITIES	投資活動所用現金淨額	(332,307)	(283,943)
FINANCING ACTIVITIES	融資活動		
Bank borrowings raised	新籌集銀行借款	378,870	5,298
Repayment of bank borrowings	償還銀行借款	(412,154)	(405,989)
Dividends paid	已付股息	(140,250)	(264,000)
Interest paid	已付利息	(16,756)	(10,581)
Proceeds from settlement of derivative financial instruments	結算衍生金融工具所得款項	-	9,669
Payments for lease liabilities	租賃負債付款	(1,262)	(1,343)
NET CASH USED IN FINANCING ACTIVITIES	融資活動所用現金淨額	(191,552)	(666,946)
NET DECREASE IN CASH AND CASH EQUIVALENTS	現金及現金等價物減少淨額	(252,777)	(69,072)
CASH AND CASH EQUIVALENTS AT BEGINNING OF THE PERIOD	期初之現金及現金等價物	421,696	324,882
EFFECT OF CHANGES IN EXCHANGE RATE	匯率變動之影響	(4,046)	98,422
CASH AND CASH EQUIVALENTS AT END OF THE PERIOD	期末之現金及現金等價物	164,873	354,232

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NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

1. BASIS OF PREPARATION

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

The functional currency of the Company is Renminbi (“RMB”), while the condensed consolidated financial statements are presented in Hong Kong dollars (“HK dollars”) as the Company is listed in The Stock Exchange of Hong Kong Limited (the “Stock Exchange”).

2. PRINCIPAL ACCOUNTING POLICIES

The condensed consolidated financial statements have been prepared on the historical cost basis except for certain financial instruments, which are measured at fair values as appropriate.

Other than new accounting policies resulting from application of new and amendments to Hong Kong Financial Reporting Standards (“HKFRSs”) and application of certain accounting policies which became relevant to the Group, the accounting policies and methods of computation used in the condensed consolidated financial statements for the six months ended 30 June 2023 are the same as those presented in the Group’s annual financial statements for the year ended 31 December 2022.

Application of new and amendments to HKFRSs

In the current interim period, the Group has applied the following new and amendments to HKFRSs issued by the HKICPA, for the first time, which are mandatorily effective for the annual period beginning on or after 1 January 2023 for the preparation of the Group’s condensed consolidated financial statements:

HKFRS 17 (including the October 2020 and February 2022 Amendments to HKFRS 17)	<i>Insurance Contracts</i>
Amendments to HKAS 8	<i>Definition of Accounting Estimates</i>
Amendments to HKAS 12	<i>Deferred Tax related to Assets and Liabilities arising from a Single Transaction</i>

The application of the new and amendments to HKFRSs in the current 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.

簡明綜合財務報表附註

1. 編製基準

本簡明綜合財務報表乃按照香港會計師公會(「香港會計師公會」)頒佈之香港會計準則第34號*中期財務報告*，及香港聯合交易所有限公司證券上市規則(「上市規則」)附錄16所載之適用披露規定而編製。

本公司的功能貨幣為人民幣。由於本公司股份在香港聯合交易所有限公司(「聯交所」)上市，故此簡明綜合財務報表乃以港元呈列。

2. 主要會計政策

本簡明綜合財務報表按歷史成本法編製，惟按公允值(倘適用)計量之若干衍生金融工具除外。

除應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)所產生之新增會計政策及應用與本集團相關之若干會計政策外，截至2023年6月30日止六個月之簡明綜合財務報表所採用的會計政策及計算方法，與本集團截至2022年12月31日止年度財務報表所採用者一致。

應用新訂及經修訂香港財務報告準則

於本中期期間，本集團已首次採納由香港會計師公會頒佈且已於2023年1月1日或之後開始之年度期間強制生效以下之新訂及經修訂香港財務報告準則，以編製本集團之簡明綜合財務報表：

香港財務報告準則第17號(包括2020年10月及2022年2月之香港財務報告準則第17號(修訂本))	<i>保險合同及相關修訂</i>
香港會計準則第8號(修訂本)	<i>會計估計之定義</i>
香港會計準則第12號(修訂本)	<i>單一交易中產生的資產及負債相關的遞延稅項</i>

本期間應用新訂及經修訂香港財務報告準則對本集團於本期間及過往期間之財務狀況及表現及/或載於簡明綜合財務報表之披露並無重大影響。

3. REVENUE**(i) Disaggregation of revenue**

		Six months ended 30 June	
		截至6月30日止六個月	
		2023	2022
		HK\$'000	HK\$'000
		千港元	千港元
Caustic soda	燒鹼	794,444	1,186,006
Chloromethane products	甲烷氯化物	467,513	944,987
Fluorochemical products	氟化工產品	72,706	105,592
Hydrogen peroxide	過氧化氫	167,499	198,897
Polymers	高分子材料	272,712	481,141
Liquified chlorine	液化氯	4,193	41,601
Styrene acrylic latex surface sizing agent	苯丙施膠劑	40,982	35,388
Lithium-ion battery additives	鋰電池添加劑	3,728	26,230
Others	其他	114,570	204,193
Manufacture and sale of chemical products	製造和銷售化工產品	1,938,347	3,224,035
Sale of properties	物業銷售	57,789	26,723
		1,996,136	3,250,758

All of the Group's revenue is recognised at a point in time.

(ii) Performance obligations for contracts with customers***Manufacture and sale of chemical products with product delivery services***

The Group manufactures and sells chemical products directly to customers. Revenue is recognised when control of the goods has transferred, being when the goods have been shipped to the customer's specified location (delivery). The normal credit term is 7 to 60 days upon delivery.

Sale of properties

For contracts entered into with customers for sale of properties, the Group's performance does not create an asset with alternative use to the Group. Taking into consideration of the relevant contract terms, the legal environment and relevant legal precedent, the management has concluded that the Group does not have an enforceable right to payment prior to transfer of the relevant properties to the customers. Revenue from sale of properties is therefore recognised at a point in time when the completed property is transferred to customers, being at the point that the customer obtains the control of the completed property and the Group has present right to payment and collection of the consideration is probable.

3. 收入**(i) 收入分類****Six months ended 30 June**

截至6月30日止六個月

2023

2022

HK\$'000

HK\$'000

千港元

千港元

Caustic soda	燒鹼	794,444	1,186,006
Chloromethane products	甲烷氯化物	467,513	944,987
Fluorochemical products	氟化工產品	72,706	105,592
Hydrogen peroxide	過氧化氫	167,499	198,897
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Styrene acrylic latex surface sizing agent	苯丙施膠劑	40,982	35,388
Lithium-ion battery additives	鋰電池添加劑	3,728	26,230
Others	其他	114,570	204,193
Manufacture and sale of chemical products	製造和銷售化工產品	1,938,347	3,224,035
Sale of properties	物業銷售	57,789	26,723
		1,996,136	3,250,758

本集團所有收入均於某一時點確認。

(ii) 與客戶合約之履約義務***製造和銷售化工產品附帶產品交付服務***

本集團製造及直接銷售化工產品予客戶。當產品運抵客戶指定地點（交付），產品的控制權即獲轉移而收入即被確認。正常除賬期為自交付後7至60天。

物業銷售

對於與客戶訂立的物業銷售合同，本集團的履約行為不會產生具可替代用途的資產。經考慮相關合同條款，法律環境和相關法律先例後，管理層總結本集團在將相關物業轉讓給客戶之前，沒有可強制執行的付款權。因此，物業銷售收入於已竣工物業被轉讓至客戶的某一時點確認，亦即客戶取得已竣工物業之控制權，而本集團擁有即時的付款權和可能收取購價之時。

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4. SEGMENT INFORMATION

The Group manages its different businesses by their unique attributes. In a manner consistent with the way in which information is reported internally to the Group's most senior executive management for the purposes of resource allocation and performance assessment, below describes the operations in each of the Group's identified reportable segments as at 30 June 2023:

- Chemical: manufacture and sale of chemical products
- Property: development and sale of properties and rental income from leasing of properties

For the purposes of assessing segment performance and allocating resources between segments, the Group's most senior executive management monitors the results attributable to each reportable segment on the following bases.

Revenue and expenses are allocated to the reportable segments with reference to revenue directly generated by those segments and the expenses directly incurred by those segments. Segment results form the basis of measurement used for assessing segment performance and represent profit or loss before other income and expenses, other gains or losses, finance cost, net exchange gain (loss), share of results of joint ventures and associates, income tax and items not specifically attributed to individual reportable segments, such as unallocated head office and corporate expenses. Segment information below is presented in a manner consistent with the way in which information is reported internally to the Group's most senior executive management for the purposes of resource allocation and performance assessment.

4. 分部資料

本集團乃按各業務獨特性質管理不同業務。下列描述本集團於2023年6月30日，按照與向本集團最高層行政管理人員就資源配置及表現評估之內部匯報資料方式，確立的每個可報告分部的運作情況：

- 化工：製造及銷售化工產品
- 物業：物業發展和銷售及出租物業之租金收入

就評估分部表現及各分部間之資源配置而言，本集團最高層行政管理人員根據下列基準監控每一個須報告分部之業績。

收入與支出乃參考來自各個須報告分部所產生之直接收入及所涉及之直接支出而分配到該等分部。評估分部表現之計算基準為分部業績，此乃指未計及其他收入及支出、其他收益或虧損、融資成本、匯兌淨收益(虧損)、應佔合營企業及聯營企業業績、所得稅及並無明確歸類於個別分部之項目(如未分配之總公司及企業費用淨額)前之盈利或虧損。以下分部資料與就資源分配及表現評估而向本集團最高級執行管理層作出內部報告的呈列方式一致。

4. SEGMENT INFORMATION (CONTINUED)**(a) Operating segments**

For the six months ended 30 June 2023

		Chemical 化工 HK\$'000 千港元	Property 物業 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
Revenue from external customers	來自外間客戶之收入	1,938,347	57,789	1,996,136
Segment results	分部業績	161,362	2,940	164,302
Unallocated head office and corporate expenses	未分配之總公司及企業費用淨額			(32,313)
Other income and expenses	其他收入及支出			22,338
Other gains or losses	其他收益或虧損			(2,425)
Finance cost	融資成本			(22,012)
Net exchange gain	匯兌淨收益			1,062
Share of results of joint ventures and associates	應佔合營企業及聯營企業業績			(442)
Profit before tax	除稅前溢利			130,510

For the six months ended 30 June 2022

		Chemical 化工 HK\$'000 千港元	Property 物業 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
Revenue from external customers	來自外間客戶之收入	3,224,035	26,723	3,250,758
Segment results	分部業績	1,077,653	6,602	1,084,255
Unallocated head office and corporate expenses	未分配之總公司及企業費用淨額			(39,668)
Other income and expenses	其他收入及支出			37,057
Other gains or losses	其他收益或虧損			7,582
Finance cost	融資成本			(20,849)
Net exchange loss	匯兌淨虧損			(20,852)
Share of results of joint ventures and associates	應佔合營企業及聯營企業業績			(229)
Profit before tax	除稅前溢利			1,047,296

(b) Geographical information

The Group's operations of the two segments are both located in the PRC. Most of the Group's revenue from external customers is derived from the PRC and most of the Group's non-current assets are located in the PRC for both periods.

4. 分部資料(續)**(a) 經營分部**

截至2023年6月30日止六個月

		Chemical 化工 HK\$'000 千港元	Property 物業 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
Revenue from external customers	來自外間客戶之收入	1,938,347	57,789	1,996,136
Segment results	分部業績	161,362	2,940	164,302
Unallocated head office and corporate expenses	未分配之總公司及企業費用淨額			(32,313)
Other income and expenses	其他收入及支出			22,338
Other gains or losses	其他收益或虧損			(2,425)
Finance cost	融資成本			(22,012)
Net exchange gain	匯兌淨收益			1,062
Share of results of joint ventures and associates	應佔合營企業及聯營企業業績			(442)
Profit before tax	除稅前溢利			130,510

截至2022年6月30日止六個月

		Chemical 化工 HK\$'000 千港元	Property 物業 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
Revenue from external customers	來自外間客戶之收入	3,224,035	26,723	3,250,758
Segment results	分部業績	1,077,653	6,602	1,084,255
Unallocated head office and corporate expenses	未分配之總公司及企業費用淨額			(39,668)
Other income and expenses	其他收入及支出			37,057
Other gains or losses	其他收益或虧損			7,582
Finance cost	融資成本			(20,849)
Net exchange loss	匯兌淨虧損			(20,852)
Share of results of joint ventures and associates	應佔合營企業及聯營企業業績			(229)
Profit before tax	除稅前溢利			1,047,296

(b) 地區資料

本集團的兩個分部的業務均位於中國。在這兩個期間，絕大部份來自外部客戶之收入均源自中國及絕大部份之非流動資產均位於中國。

7. INCOME TAX EXPENSE

7. 所得稅支出

		Six months ended 30 June	
		截至6月30日止六個月	
		2023	2022
		HK\$'000	HK\$'000
		千港元	千港元
The charge comprises:	支出包括：		
Current tax	本期稅項		
PRC Enterprise Income Tax ("EIT")	中國企業所得稅	23,567	173,870
PRC Land Appreciation Tax ("LAT")	中國土地增值稅	4,889	3,116
Withholding tax on dividend income	股息收入預扣稅	13,688	24,602
Hong Kong Profits Tax	香港利得稅	348	569
Other jurisdictions	其他司法權區	-	-
Over provision in prior years – EIT	以前年度多提中國企業所得稅	(2,644)	(21,872)
Deferred tax	遞延稅項	(13,949)	(24,318)
		25,899	155,967

The Group's major business is in the PRC. Under the Law of the PRC on EIT and its Implementation Regulation, the tax rate of the subsidiaries in the PRC is 25%.

Certain of the Group's subsidiaries operating in the PRC are eligible as High and New Technology Enterprise and are entitled to a preferential income tax rate of 15%. EIT of the PRC has been provided for after taking these tax incentives into account.

The provision of LAT is estimated according to the requirements set forth in the relevant PRC tax laws and regulations. LAT has been levied at progressive rates ranging from 30% to 60% on the appreciation of land value, represented by the excess of sale proceeds of properties over prescribed direct costs. Prescribed direct costs are defined to include costs of land use rights, development and construction costs, as well as certain costs relating to the property development. According to the State Administration of Taxation's official circulars, LAT shall be payable provisionally upon sale of the properties, followed by final ascertainment of the gain at the completion of the properties development.

Taxation arising in other jurisdiction is calculated at the rate prevailing in the relevant jurisdiction.

Hong Kong Profits Tax is calculated at 16.5% of the estimated assessable profits for the six months ended 30 June 2023 and 30 June 2022.

本集團的主要業務位於中國。根據中國企業所得稅法及企業所得稅法實施條例，於中國之附屬公司之稅率為25%。

本集團若干於中國經營之附屬公司符合資格作為高新技術企業，有權享有15%之優惠所得稅率。中國企業所得稅已於計入該等稅務優惠後提撥。

計提土地增值稅撥備是按有關中國稅法及規則要求估算。土地增值稅乃按土地增值金額(即物業銷售收入扣減指定直接成本後之餘額)以累進稅率30%至60%計收。指定直接成本包括土地使用權成本，發展及建築成本，以及其他關於物業發展的成本。按照國家稅務總局之官方公告，銷售物業時應暫繳土地增值稅，並於物業發展完成後確定最終收益。

其他司法權區之稅項乃按有關司法權區之課稅率而計算。

香港利得稅於截至2023年6月30日止及2022年6月30日止六個月乃按估計應課稅盈利以16.5%計算。

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8. PROFIT FOR THE PERIOD

8. 期內溢利

		Six months ended 30 June	
		截至6月30日止六個月	
		2023	2022
		HK\$'000	HK\$'000
		千港元	千港元
Profit for the period has been arrived at after charging:	期內溢利已扣除：		
Directors' emoluments	董事薪酬	7,924	23,942
Other staff costs (excluding directors):	其他員工成本(董事除外)：		
Salaries and other benefits	薪金及其他福利	159,893	170,478
Retirement benefit schemes contributions	退休福利計劃供款	9,647	10,128
		177,464	204,548
Total staff costs	員工成本總額	177,464	204,548
Finance costs:	融資成本：		
Interest on bank borrowings	利息支出－銀行借款	21,978	20,757
Interest on lease liabilities	利息支出－租賃負債	34	92
		22,012	20,849
Cost of inventories recognised as expenses	已確認為支出的存貨成本	1,555,152	1,809,354
Depreciation of property, plant and equipment	物業、廠房及設備之折舊	196,895	202,441
Depreciation of right-of-use assets	使用權資產折舊	3,078	3,044
Amortisation of intangible assets	無形資產攤銷	1,398	1,488
		201,371	206,973
Total depreciation and amortisation Capitalised in inventories	折舊及攤銷合計 已計入存貨之金額	(166,204)	(168,575)
		35,167	38,398

9. DIVIDENDS**9. 股息****Six months ended 30 June**

截至6月30日止六個月

2023 2022**HK\$'000** HK\$'000

千港元 千港元

Final dividend paid during the period: 2022 final dividend HK17 cents per share (2022: 2021 final dividend of HK32 cents per share)	期內已派付之末期股息： 2022年末期股息每股17港仙 (2022：2021年末期股息 每股32港仙)	140,250	264,000
Interim dividend declared subsequent to period end: 2023 interim dividend HK5 cents per share (2022: 2022 interim dividend of HK38 cents per share)	期後已宣派之中期股息： 2023年中期股息每股5港仙 (2022：2022年中期股息 每股38港仙)	41,250	313,500

The Board has declared that an interim dividend of HK5 cents (2022: HK38 cents) per share for the six months ended 30 June 2023 to shareholders whose names appear in the Register of Members on 18 August 2023.

董事會議決宣派2023年6月30日止六個月之中期股息每股5港仙(2022：38港仙)予於2023年8月18日名列於股東名冊內之股東。

10. EARNINGS PER SHARE

The calculation of the basic and diluted earnings per share is based on the profit for the period attributable to owners of the Company of HK\$104,611,000 (2022: HK\$891,329,000) and 825,000,000 (2022: 825,000,000) shares in issue during the period.

The calculation of diluted earnings per share is based on the profit attributable to equity shareholders of the Company and the weighted average number of ordinary shares in issue after adjusting for the potential dilutive effect caused by the share options granted under the share option scheme.

10. 每股盈利

每股基本及攤薄盈利乃按本公司擁有人之期內溢利104,611,000港元(2022：891,329,000港元)及825,000,000股(2022：825,000,000股)作計算。

每股攤薄盈利計算乃根據本公司股東應佔溢利及已發行加權平均普通股股數，再就根據購股權計劃授出的購股權所造成的潛在攤薄影響作出調整。

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10. EARNINGS PER SHARE (CONTINUED)

		Six months ended 30 June	
		截至6月30日止六個月	
		2023	2022
		'000 Shares	'000 Shares
		千股	千股
Weighted average number of ordinary shares for the purpose of basic earnings per share	計算每股基本盈利之普通股加權平均數	825,000	825,000
Effect of deemed issue of shares under the Company's share option scheme	根據本公司的購股權計劃被視作為已發行股份之影響	26,911	38,188
Weighted average number of ordinary shares for the purpose of diluted earnings per share	計算每股攤薄盈利之普通股加權平均數	851,911	863,188

11. ADDITIONS TO PROPERTY, PLANT AND EQUIPMENT

During the period, the Group spent approximately HK\$171 million on property, plant and equipment to expand its operation.

12. INVENTORIES

10. 每股盈利(續)

11. 添置物業、廠房及設備

期內，本集團就物業、廠房及設備添置約1.71億港元，以擴展集團業務。

12. 存貨

		30 June	31 December
		2023	2022
		2023年	2022年
		6月30日	12月31日
		HK\$'000	HK\$'000
		千港元	千港元
Raw materials and consumables	原材料及耗用品	481,341	521,950
Work in progress	在製品	41,973	47,226
Finished goods	製成品	300,734	274,961
		824,048	844,137

13. TRADE, BILLS AND OTHER RECEIVABLES

The Group generally allows its trade customers a credit period ranged from 7 to 60 days.

The ageing analysis of trade receivables and bills receivable based on invoice date/date of revenue recognition at the end of the reporting period is as follows:

13. 應收貿易、票據及其他款項

本集團一般給予貿易客戶之賒賬期為7至60天。

於報告期末，應收貿易賬款及應收票據按發票日期／收入確認日期之賬齡分析如下：

		30 June	31 December
		2023	2022
		2023年	2022年
		6月30日	12月31日
		HK\$'000	HK\$'000
		千港元	千港元
Not exceeding 30 days	不超過30天	118,558	111,019
31–60 days	31至60天	23,264	7,450
61–90 days	61至90天	6,322	4,627
91–120 days	91至120天	158	2,221
Over 120 days	超過120天	–	4,113
Trade receivables, at amortised cost	應收貿易賬款，按攤銷成本	148,302	129,430
Not exceeding 30 days	不超過30天	59,172	61,538
31–60 days	31至60天	3,103	9,745
61–90 days	61至90天	5,864	3,313
91–120 days	91至120天	4,094	2,810
Over 120 days	超過120天	8,792	5,732
Bills receivable, at FVTOCI	應收票據，按公平值計入其他全面收益	81,025	83,138
Prepayments	預付款項	73,966	43,171
Deposits to suppliers	付供應商訂金	28,382	42,177
Value-added tax receivables	應收增值稅項	21,872	28,855
Other receivables	其他應收款項	12,561	11,621
Total trade, bills and other receivables	應收貿易，票據及其他款項合計	366,108	338,392

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14. TRADE AND OTHER PAYABLES

Trade and other payables principally comprise amounts outstanding for trade purchases and ongoing costs. The average credit period obtained for trade purchases is 7 to 45 days.

The ageing analysis of trade payables based on invoice date at the end of the reporting period is as follows:

		30 June	31 December
		2023	2022
		2023年	2022年
		6月30日	12月31日
		HK\$'000	HK\$'000
		千港元	千港元
Not exceeding 30 days	不超過30天	91,939	116,709
31 to 60 days	31至60天	23,989	24,610
61 to 90 days	61至90天	12,049	14,327
Over 90 days	90天以上	26,246	28,165
Trade payables	應付貿易賬款	154,223	183,811
Construction costs payables and accruals	應付工程款項及預提費用	132,667	165,754
Other payables	其他應付款項	82,949	115,749
Value-added tax accruals	預提增值稅項	1,188	7,771
Other accruals	其他預提費用	40,280	49,851
Total trade and other payables	應付貿易及其他款項合計	411,307	522,936
Analysed for reporting purposes as:	作報告分析用途：		
Non-current liabilities	非流動負債	29,457	30,415
Current liabilities	流動負債	381,850	492,521
		411,307	522,936

As at 30 June 2023, other payables included a non-current deferred income, amounting to HK\$24,192,000 (31 December 2022: HK\$27,304,000) received from the PRC government for an innovative technology project. The amounts will be utilised to the relevant research and development expenses.

14. 應付貿易及其他款項

應付貿易及其他款項主要包括貿易購貨及持續開支成本之未付額。貿易購貨之平均賒賬期為7至45天。

應付賬款於結算日按發票日期之賬齡分析如下：

	30 June	31 December
	2023	2022
	2023年	2022年
	6月30日	12月31日
	HK\$'000	HK\$'000
	千港元	千港元
Not exceeding 30 days	91,939	116,709
31 to 60 days	23,989	24,610
61 to 90 days	12,049	14,327
Over 90 days	26,246	28,165
Trade payables	154,223	183,811
Construction costs payables and accruals	132,667	165,754
Other payables	82,949	115,749
Value-added tax accruals	1,188	7,771
Other accruals	40,280	49,851
Total trade and other payables	411,307	522,936
Analysed for reporting purposes as:		
Non-current liabilities	29,457	30,415
Current liabilities	381,850	492,521
	411,307	522,936

截至2023年6月30日，收取了中國政府給予之創新科技項目金額為24,192,000港元(2022年12月31日：27,304,000港元)之非流動遞延收入已包含在其他應付款中。

15. SHARE CAPITAL**15. 股本**

		Number of ordinary shares 普通股份數目	Amount 金額 HK\$'000 千港元
Ordinary shares of HK\$0.10 each:	每股面值0.10港元之普通股：		
Authorised:	法定：		
At 1 January 2022, 30 June 2022, 1 January 2023 and 30 June 2023	於2022年1月1日、2022年 6月30日、2023年1月1日 及2023年6月30日	5,000,000,000	500,000
Issued and fully paid:	發行及繳足：		
At 1 January 2022, 30 June 2022, 1 January 2023 and 30 June 2023	於2022年1月1日、2022年 6月30日、2023年1月1日 及2023年6月30日	825,000,000	82,500

16. CAPITAL COMMITMENTS**16. 資本承擔**

		30 June 2023 2023年 6月30日 HK\$'000 千港元	31 December 2022 2022年 12月31日 HK\$'000 千港元
Acquisition of property, plant and equipment	購置物業、廠房及設備	341,167	252,351

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17. CONNECTED AND RELATED PARTY TRANSACTIONS

During the period, the Group had significant transactions with related parties, certain of which are also deemed to be connected parties pursuant to the Listing Rules. Significant transactions with these parties during the period are as follows:

17. 關連交易

期內，本集團與相關人士(若干人士亦同時根據上市規則被視作為關連人士)進行重大交易。期間與該等人士進行的重大交易如下：

Name of related party 關連方名稱	Relationship 關係	Nature of transactions 交易性質	Six months ended 30 June 截至6月30日止六個月	
			2023 HK\$'000 千港元	2022 HK\$'000 千港元
LMP Group 理文造紙	A Group beneficially owned and controlled by family members of Mr. Lee Man Yan 由李文恩先生家族成員實益擁有及控制之公司	Electricity and steam fee paid 已付發電及蒸氣費	40,367	45,126
		Sales of chemical products 銷售化工產品	81,570	98,138
		Electricity & steam fee received 已收發電及蒸氣費	24,859	38,684
		Rental income received 已收租金收入	1,391	1,405
		Loading fee paid 已付裝卸費用	2,172	2,531
常熟東港置業有限公司	A joint venture 合營企業	Management fee paid 已付管理費	2,453	2,307
		Interest received 已收利息	292	316
瑞昌理文物流有限公司	A joint venture 合營企業	Pier rental charge paid 已付碼頭租賃費	1,362	1,449
瑞昌市碼頭熱力有限公司	An associate 聯營企業	Steam fee received 已收蒸氣費	11,990	8,026

18. SHARE OPTION SCHEME

The Company's share option scheme (the "Scheme") was adopted pursuant to a resolution passed on 14 July 2017 for the purpose of providing incentives to directors and eligible persons (the "Participants"). The Scheme had a term of 10 years from the date which the Board of Directors resolved to offer the options to the Participants, i.e. 13 June 2017, and therefore it expired on 12 June 2026. On 14 July 2017, share options with a fair value of HK\$154,200,000 were granted and the provision of the Scheme shall remain in full force and the holder of all options granted under the Scheme prior to such termination shall be entitled to exercise the outstanding options pursuant to the terms of the Scheme until expiry of the said options.

18. 購股權計劃

本公司之購股權計劃(「計劃」)乃根據於2017年7月14日通過之決議案採納，旨在為董事及合資格人士(「參與者」)提供獎勵。該計劃自董事會決議向參與者提供期權(即2017年6月13日)起計10年，因此於2026年6月12日屆滿。於2017年7月14日，購股權以公允值154,200,000港元已獲授出，而該計劃的條款將繼續全面生效，而於終止前根據該計劃授出的所有購股權持有人有權根據該計劃條款行使尚未行使購股權，直至該等計劃屆滿為止選項。

18. SHARE OPTION SCHEME (CONTINUED)

The purpose of the Scheme is to reward the Participants who has contributed or will contribute to the Group and to encourage the Participants to work towards enhancing the value of the Company and its shares for the benefit of the Company and its shareholders as a whole. The Scheme expressly provides that the Board of Directors may, with respect to each grant of options, determine the subscription price, the minimum period (if any) for which an option must be held before it can be exercised, performance targets (if any) and other conditions that apply to the options.

The options granted on 14 July 2017 will vest on 1 April 2022. They will be exercisable by Mr. Lee Man Yan ("Mr. Lee") during the period from 1 April 2022 to 31 March 2027 if the Group achieves the following performance targets:

- (i) all the 82,500,000 options will be exercisable from 1 April 2022 to 31 March 2027 (both dates inclusive) if the net profit for the Group's financial year ending 31 December 2021 equals or exceeds 150% of the net profit for the Group's financial year ended 31 December 2016 of HK\$216,195,000; or
- (ii) if the net profit for the Group's financial year ending 31 December 2021 cannot be achieved as per (i) above, the 82,500,000 options will be exercisable from 1 April 2023 to 31 March 2027 (both dates inclusive) if the net profit for the Group's financial year ending 31 December 2022 equals or exceeds 160% of the net profit for the Group's financial year ended 31 December 2016 of HK\$216,195,000.

The exercise price of the options conditionally granted to Mr. Lee is HK\$3.72, which was determined at the Board meeting on 13 June 2017 by reference to the highest of (i) HK\$0.1, being the par value of a share in the Company, (ii) HK\$3.72, being the closing price of the shares as stated in the daily quotations sheets issued by the Stock Exchange on the date of the above Board meeting approving the exercise price and the grant, and (iii) the average closing price of the shares in the Company as stated in the daily quotations sheets issued by the Stock Exchange for the five trading days immediately preceding the date of the above Board meeting approving the exercise price and the grant.

18. 購股權計劃(續)

該計劃旨在獎勵曾經或將為本集團作出貢獻之參與者，並鼓勵參與者為本公司及其股東之整體利益，致力於提升本公司及其股份之價值。該計劃明確訂明，就每次授出購股權而言，董事會可釐定認購價，於購股權可予行使前必須持有購股權之最短期限(如有)，表現目標(如有)及適用於購股權之其他條件。

於2017年7月14日授出的購股權將於2022年4月1日歸屬。倘本集團達致以下表現目標，該等購股權將可由李文恩先生(「李先生」)於2022年4月1日至2027年3月31日期間內予以行使：

- (i) 倘本集團截至2021年12月31日止財政年度之淨利潤等於或超過本集團截至2016年12月31日止財政年度淨利潤216,195,000港元之150%，則82,500,000份購股權將可由2022年4月1日至2027年3月31日(首尾兩天包括在內)獲悉數行使；或
- (ii) 倘本集團截至2021年12月31日止財政年度之淨利潤無法按上文(i)所述達致，則若本集團截至2022年12月31日止財政年度之淨利潤等於或超過本集團截至2016年12月31日止財政年度淨利潤216,195,000港元之160%，則82,500,000份購股權將可由2023年4月1日至2027年3月31日(首尾兩天包括在內)獲行使。

有條件授予李先生之購股權之行使價為3.72港元，已於2017年6月13日的董事會會議上參考下列三者之價格(以最高者為準)釐定：(i) 0.1港元，即股份面值，(ii) 於批准行使價及有關授出之上述董事會會議當日在聯交所發出之每日報價表所列之股份收市價3.72港元，及(iii) 於緊接就批准行使價及有關授出而召開上述董事會會議當日前五個交易日在聯交所發出之每日報價表所列之股份平均收市價。

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18. SHARE OPTION SCHEME (CONTINUED)

The following table discloses movements of the Company's share options during the six months ended 30 June 2023 and 30 June 2022:

Director 董事	Date of grant 授出日期	Exercise price 行使價 HK\$ 港元	Exercisable period 行使期
Mr. Lee 李先生	14 July 2017 2017年7月14日	3.72	1 April 2022 – 31 March 2027 2022年4月1日 – 2027年3月31日

18. 購股權計劃(續)

截至2023年6月30日及2022年6月30日止六個月內，本公司購股權變動呈列如下：

		2023		2022	
		Weighted average exercise price 加權平均 行使價	Number of share options 購股權 數目 '000 千股	Weighted average exercise price 加權平均 行使價	Number of shares options 購股權 數目 '000 千股
Outstanding at the beginning of the period	期初結餘	HK\$3.72	82,500	HK\$3.72	82,500
Granted during the period	期內授出	-	-	-	-
Exercised during the period	期內行使	-	-	-	-
Lapsed during the period	期內失效	-	-	-	-
Outstanding at the end of the period	期末結餘	HK\$3.72	82,500	HK\$3.72	82,500
Exercisable at the end of the period	於期末可予行使	HK\$3.72	82,500	HK\$3.72	82,500

The estimated fair value of the share options granted under the Scheme on 14 July 2017 was approximately HK\$154,200,000, calculated using the Binomial Model (the "Model"). The inputs into the Model were as follows:

於2017年7月14日所授出購股權之估算公允價值為154,200,000港元，乃採用二項式模型(「模型」)釐定。模型的輸入數據如下：

**Share options with
an exercisable period from
1 April 2022 – 31 March 2027**
購股權之行使期
由2022年4月1日 – 2027年3月31日

Share price at date of grant	於授出日期股價	HK\$4.44
Exercise price	行使價	HK\$3.72
Expected volatility (per annum)	預期波幅(每年)	44.29%
Expected life of share options (years)	購股權預期年期(年)	9.7
Expected dividend yield	預期股息率	3.24%
Risk-free rate	無風險利率	1.52%
Fair value of share option	購股權之公允值	HK\$1.87

18. SHARE OPTION SCHEME (CONTINUED)

Fair values of the share options were with reference to the valuation carried out by an independent firm of professional valuers.

Expected volatility was determined by using the historical volatility of the Company's share price. The expected life used in the model has been adjusted, based on management's best estimate, for the effects of non-transferability, exercise restrictions and behavioural considerations.

The risk free interest rate was estimated based on the yield of 5-year exchange fund note issued by the Hong Kong Monetary Authority as of the grant date.

The variables and assumptions used in computing the fair value of the share options are based on the directors' best estimate. The value of an option varies with different variables of certain subjective assumptions.

The Group recognises the total expense of HK\$Nil for the six months ended 30 June 2023 (six months ended 30 June 2022: HK\$8,059,000) in relation to share options granted by the Company.

19. REVIEW OF UNAUDITED INTERIM FINANCIAL INFORMATION

The unaudited interim financial information for the six months ended 30 June 2023 has been reviewed with no disagreement by the Audit Committee of the Company.

INTERIM DIVIDEND

The Board has declared an interim dividend of HK5 cents per share for the six months ended 30 June 2023 to shareholders whose names appear on the Register of Members on 18 August 2023. It is expected that the interim dividend will be paid on or around 5 September 2023.

CLOSURE OF REGISTER OF MEMBERS

The Register of Members of the Company will be closed from 15 August 2023 to 18 August 2023, both days inclusive, during which period no transfer of shares in the Company can be registered. In order to qualify for the interim dividend, all transfers accompanied by the relevant share certificates must be lodged with the Company's Branch Share Registrar, Tricor Secretaries Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration no later than 4:30 p.m. on 14 August 2023.

18. 購股權計劃(續)

購股權之公允值乃參考由專業獨立估值師之評估。

預期波幅按過去五年公司股價之歷史波幅釐定。模式所採用預期年期已就不可轉讓、行使限制及行為考慮之影響按管理層最佳估計調整。

無風險利率按香港金融管理局之五年期外匯基金債券率於授出日期估計。

變數及假設用作計算購股權之公允價值乃按董事最佳估計。購股權價值由若干主觀假設之不同變數而變更。

就本公司授出之購股權，於2023年6月30日止六個月本集團已確認零港元之費用(2022年6月30日止六個月：8,059,000港元)。

19. 未經審核中期財務資料審閱

截至2023年6月30日止六個月的未經審核中期財務資料，已經由本公司的審核委員會作出審閱及並無不同意見。

中期股息

董事會議決宣派截至2023年6月30日止六個月之中期股息每股5港仙予於2023年8月18日名列股東名冊內之股東。預期中期股息將於2023年9月5日派發。

暫停辦理股份過戶登記

本公司將於2023年8月15日至2023年8月18日(首尾兩天包括在內)暫停辦理股份過戶登記手續。為符合獲派中期股息之資格，所有過戶文件連同有關股票最遲須於2023年8月14日下午4:30前送達本公司位於香港夏慤道16號遠東金融中心17樓之股份過戶登記分處卓佳秘書商務有限公司，以辦理登記手續。

Management Discussion and Analysis

管理層討論及分析

BUSINESS REVIEW

For the six months ended 30 June 2023, the Group's revenue and net profit were HK\$1,996 million and HK\$105 million, down by 38.6% and 88.3%, respectively, as compared with HK\$3,251 million and HK\$891 million for the corresponding period last year.

The Group's gross profit margin was 22.1%, down by 22.2 percentage points when compared with the corresponding period last year, and the net profit margin was 5.2%, a decrease of 22.2 percentage points when compared with the corresponding period last year.

Regarding the **chemical operations**, the relaxation of pandemic control measures in China has released previously suppressed supply capacity. However, pandemic-related stockpiling of the manufacturing industry has kept the inventory level generally high, and resulted in weak downstream demand in the short term. The prices of industrial raw materials, including chemical products, are in their low tide due to the unfavourable market conditions. Although raw material prices have dropped significantly in recent months, the Group's revenue and gross profit remained under pressure during the period under review as it also took time to digest the inventory of raw materials purchased earlier. For the **property operations**, the Group sold and delivered 39 more *RIVERDALE* residential units during the period under review, generating sales revenue of approximately HK\$58 million.

PROSPECTS

The market remains challenging in the second half of the year as the overall economic recovery remains uncertain. To further strengthen the Group's competitiveness in the industry, the Group has gradually implemented Automated Production Control to improve production efficiency and enhance cost-savings. In the second half of the year, the Group expects to gradually benefit from the decline in the price of raw materials, with the gross profit margin also expected to pick up. Separately, the Group is maintaining momentum in marketing the remaining 36 *RIVERDALE* units, with over 85% of the units sold. The delivery of *RIVERDALE* Shangjia Residences talent apartments has started, and is expected to enhance the leasing attractiveness of the remaining commercial part of the development.

In view of the challenging macro environment, the Group will continue to invest resources in the research and development of new specialty chemical products that cater to market developments and create future competitive edges while strengthening its existing business foundation. The Group plans to invest in the production of vinylene carbonate ("VC"), another common additive for lithium battery electrolyte, at the Changshu factory. The Zhuhai factory is also gradually expanding the production capacity of fluoroethylene carbonate ("FEC") as planned. The Group firmly believes that with products of stable quality, it can further strengthen the foundation of its brand and build a moat to safeguard its profitability in the long run.

業務回顧

截至2023年6月30日止六個月，本集團收入及期內溢利分別為19.96億港元及1.05億港元，較去年同期的32.51億港元及8.91億，分別下跌38.6%及下跌88.3%。

本集團毛利率為22.1%，較去年同期收窄22.2個百分點；淨利潤率為5.2%，按年下降22.2個百分點。

化工業務方面，國內防疫措施全面放寬，釋放因疫情抑壓的上游供應能力。而早前為應對疫情，製造業的庫存水平又普遍偏高，導致短期下游需求疲弱。整體不利市況導致化工產品等工業材料價格於低位徘徊。而雖然原材料價格於過去數月已有明顯下降，但由於早前採購的原材料庫存需時消化，導致本集團於回顧期內的收入及毛利亦因而受壓。物業業務方面，本集團於回顧期內再售出39個「昕悅溪」住宅單位，期內來自物業銷售收入約5,800萬港元。

展望

下半年經營環境仍然充滿挑戰性，整體經濟復甦仍不明朗。為加強集團在行業的競爭力，集團陸續推行自動化生產(Automated Production Control)，提高生產效率及進一步節省成本。預期下半年，集團會逐漸受惠於原材料的價格降幅，毛利率亦可望從低位回升。「昕悅溪」住宅項目現已售出逾八成半，餘下36單位集團會繼續推售。「昕悅溪尚家公寓」人才公寓亦已開始交付入住，有望增添餘下商業樓面招租的吸引力。

面對宏觀市場的不利因素，集團在穩守現有業務基礎的同時，亦會繼續投入資源研發迎合市場發展的新型特種化工產品，建立將來的競爭優勢。集團正計劃於常熟工廠發展另一種常見鋰電池電解液添加劑—碳酸亞乙烯酯(「VC」)的生產線，珠海工廠亦按計劃陸續擴充提升氟代碳酸乙烯酯(「FEC」)的產能。本集團深信，穩定的產品質素會繼續加固品牌基礎，會深化集團盈利能力的護城河。

The new energy automobile industry is maintaining its rapid growth, and supply chain-related industries are also on the rise. Going forward, we will continue to invest in the development of polymers and new energy-related products, drawing on the scientific research experience and positive reputation the Group has accumulated over the years, and strive to increase its market share in these fields.

The Group will also continue to implement various energy efficiency improvement and water conservation programs, so as to reduce carbon emissions from its factory operations and achieve sustainable development while bringing satisfactory returns to shareholders.

RESULTS OF OPERATION

For the six months ended 30 June 2023, the Group's revenue and net profit were approximately HK\$1,996 million and HK\$105 million respectively, representing a decrease of 38.6% and a reduction of 88.3% respectively, as compared to approximately HK\$3,251 million and HK\$891 million respectively for the corresponding period in the last year. The basic earnings per share was HK12.7 cents for the six months ended 30 June 2023 and HK108.0 cents for the last corresponding period in the last year.

Revenue

Chemical operations

For the six months ended 30 June 2023, the Group recorded a revenue from Chemical operations of approximately HK\$1,938 million, representing a decrease of HK\$1,286 million or 39.9% as compared to last corresponding period. The decrease in revenue was mainly attributable to the decrease in unit selling price across most of primary products during the period under review.

During the period under review, the average selling price per ton (including value-added tax, similarly hereinafter) of the products of the Group as compared to last corresponding period, the average selling price per ton of Chloromethane ("CMS") products (methyl chloride, methylene chloride and chloroform) was about RMB2,500, RMB2,700 and RMB2,600, decreased by approximately 53%, 44% and 47% respectively. Caustic soda was at about RMB970, decreased by approximately 23%. Polytetrafluoroethylene ("PTFE") was at about RMB50,000, decreased by approximately 11%, while hydrogen peroxide was at about RMB800, decreased by approximately 16%.

The actual production output of the main products for the period (including self-consumption) was approximately 200,000 tons for CMS products, approximately 270,000 tons for 100% dry basis caustic soda, approximately 4,500 tons for PTFE, while for 27.5% hydrogen peroxide was approximately 193,000 tons.

新能源汽車行業仍然保持快速增長，供應鏈相關工業亦方興未艾。展望未來，憑藉集團多年來積累的科研經驗及良好聲譽，繼續加強投資拓展高分子材料及新能源相關製品，致力提升相關市場份額。

集團亦繼續推行各種有關提升能源效益和節約用水等計劃，從而在工廠運作過程中致力減少碳排放，邁向可持續發展的同時亦為股東帶來理想回報。

經營業績

截至2023年6月30日止六個月，本集團收入及期內溢利分別約19.96億港元及1.05億港元，較去年同期的32.51億港元及8.91億港元，分別下跌38.6%及減少88.3%。截至2023年6月30日止六個月，每股基本盈利為12.7港仙而去年同期為108.0港仙。

收入

化工業務

截至2023年6月30日止六個月，本集團從化工業務錄得營業額約19.38億港元，較去年同期下跌12.86億港元或39.9%。收入下跌主要來自於回顧期間內大部份主產品銷售單價下跌所影響。

本回顧期間集團產品的每噸平均銷售價(含增值稅，下同)與去年同期比較，甲烷氯化物(一氯甲烷、二氯甲烷和三氯甲烷)分別為約2,500元人民幣、2,700元人民幣及2,600元人民幣，下跌約53%、44%及47%；燒鹼約970元人民幣，下跌約23%；聚四氟乙烯約50,000元人民幣，下跌約11%；過氧化氫約800元人民幣，下跌約16%。

期內主要產品的實際生產量(包含自用)為甲烷氯化物約20萬噸，折百燒鹼約27萬噸，聚四氟乙烯約4.5千噸，而27.5%過氧化氫約19.3萬噸。

Management Discussion and Analysis

管理層討論及分析

Property operations

For the six months ended 30 June 2023, the Group recorded a revenue from Property operations of approximately HK\$58 million, arising from the sale and delivery a total of 39 residential units of *RIVERDALE*. The unsold residential units of *RIVERDALE* was 36 at the period end.

Selling and distribution expenses

Selling and distribution expenses incurred for the six months ended 30 June 2023 was approximately HK\$109 million, representing a decrease of approximately HK\$13 million as compared to approximately HK\$122 million for last corresponding period. The change was mainly due to the decrease in packaging and delivery costs in alignment with the decrease in sales volume of the Chemical operations. The selling and distribution expenses represented about 5.5% of the total revenue for the period, representing an increase as compared to 3.8% of last corresponding period.

General and administrative expenses

General and administrative expenses incurred for the six months ended 30 June 2023 was approximately HK\$128 million, which decreased by approximately HK\$27 million as compared to HK\$155 million for last corresponding period. The decrease in general and administrative expenses during the period under review was mainly due to the decrease in turnover taxes and other tax and surcharges as driven by the lowered revenue. General and administrative expenses represented approximately 6.4% of the total revenue for the period, representing an increase as compared to 4.8% in corresponding period last year.

Research and development cost

Research and development costs for the year ended 30 June 2023 were approximately HK\$72 million, decreased by approximately HK\$48 million as compared to approximately HK\$120 million for last corresponding period. During the period under review, continuous investments are being made to research and development of new products and optimization of technical processes, maintaining a strong team of senior scientists and chemical professionals, procurement of equipment and testing materials, so as to maintain the sustainable development of the Group.

Finance costs

The net interest expenses incurred for the six months ended 30 June 2023 was approximately HK\$22 million, increased by approximately HK\$1 million as compared to approximately HK\$21 million for last corresponding period. The increase was mainly because the favourable impact from reduction in outstanding loan balances was offset by the hiking interest rate in Hong Kong.

物業業務

截至2023年6月30日止六個月，本集團從物業業務錄得營業額約5,800萬港元，來自出售並交付39個「昕悅溪」之住宅單位。「昕悅溪」於期末之未售住宅單位為36個。

銷售及分銷費用

銷售及分銷費用截至2023年6月30日止六個月約1.09億港元，較去年同期的約1.22億港元，減少約1,300萬港元。變動主因是化工業務因銷售量下跌帶動的付運成本減少及包裝成本減少的影響。銷售及分銷費用佔期內銷售收入約5.5%，與去年同期的3.8%比較有所上升。

行政費用

行政費用截至2023年6月30日止六個月約1.28億港元，與去年同期的約1.55億港元比較，減少約2,700萬港元。回顧期內行政費用減少，主要是營業額下跌帶動若干流轉其他應交稅費減少所致。行政費用佔期內總收入約6.4%，與去年同期的4.8%比較有所上升。

研發成本

研發成本截至2023年6月30日止六個月約7,200萬港元，與去年同期的1.20億港元比較，減少約4,800萬港元。於回顧期內集團持續投放資源在新產品研發和優化工藝技術，留聘高級及化工專業人員強大團隊，購置設備和測試物料，保持集團的可持續發展。

融資成本

淨利息支出截至2023年6月30日止六個月約2,200萬港元，與去年同期約2,100萬港元比較，增加約100萬港元。支出增加原因是由於貸款餘額減少的有利影響被香港息口的上漲幅度所抵銷所致。

LIQUIDITY, FINANCIAL RESOURCES AND CAPITAL STRUCTURE

The total shareholders' equity of the Group as at 30 June 2023 was HK\$5,595 million (31 December 2022: HK\$5,633 million). As at 30 June 2023, the Group had current assets of HK\$1,419 million (31 December 2022: HK\$1,709 million) and current liabilities of HK\$1,069 million (31 December 2022: HK\$1,134 million). The current ratio was 1.33 as at 30 June 2023 as compared to 1.51 at 31 December 2022.

The financial resources of the Group remain healthy. As at 30 June 2023, the Group's bank balances and cash was HK\$165 million (31 December 2022: HK\$422 million) and the net debt amounted to HK\$546 million (31 December 2022: HK\$322 million). The net debt to equity ratio of the Group as at 30 June 2023 was 9.76% (31 December 2022: 5.72%).

During the period under review, the Group made use of the cash generated from operating activities and cautiously managed bank borrowings. The Group would continue to maintain sufficient cash and available banking facilities to meet its capital commitments, working capital requirements and future investments for expansion.

HUMAN RESOURCES

As at 30 June 2023, the Group has a workforce of around 2,150 people. Salaries of employees are maintained at competitive level and are reviewed annually, with close reference to the relevant labour market and economic situation. The Group also provides internal training to staff and provides bonuses based upon staff performance and profits of the Group. The Group has not experienced any significant problems with its employees or disruption to its operations due to labour disputes nor has it experienced any difficulty in the recruitment and retention of experienced staff. The Group maintains a good relationship with its employees.

流動資金、財務資源及資本結構

於2023年6月30日，本集團的股東權益總額約為55.95億港元（2022年12月31日：56.33億港元）。於2023年6月30日，本集團的流動資產約為14.19億港元（2022年12月31日：17.09億港元），而流動負債則約為10.69億港元（2022年12月31日：11.34億港元）。於2023年6月30日的流動比率為1.33，而於2022年12月31日則為1.51。

集團的財務資源維持穩健。於2023年6月30日，本集團之銀行結餘及現金為1.65億港元（2022年12月31日：4.22億港元），而債務淨額為5.46億港元（2022年12月31日：3.22億港元）。本集團的債務淨額對權益比率於2023年6月30日為9.76%（2022年12月31日：5.72%）。

於回顧期內，本集團把握經營活動產生的現金流，審慎控制銀行借款。本集團會繼續保持充裕的手頭現金及可供動用的銀行備用額，以應付集團的資本承擔，營運資金需要及未來的投資發展。

人力資源

於2023年6月30日，本集團有約2,150名員工。僱員薪酬維持於具競爭力水平，並會每年檢討，且密切留意有關勞工市場及經濟市場趨勢。本集團亦為僱員提供內部培訓，並按員工表現及本集團盈利發放花紅。本集團並無遭遇任何重大僱員問題，亦未曾因勞資糾紛令營運中斷，在招聘及挽留經驗豐富的員工方面亦不曾出現困難。本集團與僱員的關係良好。

Other Information

其他資料

ARRANGEMENTS TO PURCHASE SHARES OR DEBENTURES

At no time during the current period was the Company or any of its subsidiaries, a party to any arrangements to enable the directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

DIRECTORS' INTERESTS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 30 June 2023, the interests and short positions of the directors and chief executives of the Company and their associates in the shares, underlying shares and debentures of the Company or its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) which have been notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO, or which were recorded in the register required to be kept pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Companies (the "Model Code") of the Listing Rules, were as follows:

(a) Long positions in shares of the Company

Ordinary shares of HK\$0.10 each of the Company

Name of director 董事姓名	Capacity 身份	Number of issued ordinary shares held 所持已發行 普通股份數目	Percentage of the issued share capital of the Company 佔本公司已發行 股本百分比
Mr. Lee Man Yan 李文恩先生	Beneficial owner 實益擁有人	536,250,000	65%
Ms. Wai Siu Kee 衛少琦女士	Beneficial owner 實益擁有人	82,500,000	10%

(b) Share options

Name of director 董事姓名	Capacity 身份	Number of ordinary shares subject to options granted 授出的購股權 所涉及的普通股數目	Percentage of the issued share capital of the Company 佔本公司已發行 股本百分比
Mr. Lee Man Yan 李文恩先生	Beneficial owner 實益擁有人	82,500,000	10%

Other than disclosed above, as at 30 June 2023, none of the directors or the chief executives, or any of their associates, had any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations which had to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO, or which were required, pursuant to Section 352 of the SFO, to be entered in the registered referred to therein or which were required, pursuant to the Model Code, to be notified to the Company and the Stock Exchange.

購買股份或債券之安排

本公司或其任何附屬公司於本期間任何時間內，概無參與任何安排，使本公司董事藉購入本公司或任何其他法人團體之股份或債權證而獲得利益。

董事於股份、相關股份及債權證中之權益

於2023年6月30日，本公司董事及最高行政人員及彼等之聯繫人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、相關股份及債權證中，擁有根據證券及期貨條例第XV部第7及8分部已知會本公司及聯交所、或已記錄於根據證券及期貨條例第352條須存置之登記冊、或已根據上市規則之上市規則之上市公司董事進行證券交易之標準守則（「標準守則」）知會本公司及聯交所之權益及淡倉如下：

(a) 於本公司股份之好倉

本公司每股0.10港元之普通股

(b) 購股權

除上文所披露，於2023年6月30日，本公司董事或最高行政人員於本公司或其任何相聯法團之股份、相關股份及債權證中，概無擁有根據證券及期貨條例第XV部第7及8分部須知會本公司及聯交所、或根據證券及期貨條例第352條須記錄於該條例所指之登記冊、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。

SUBSTANTIAL SHAREHOLDERS

As at 30 June 2023, shareholders (other than directors and chief executives of the Company) who had interests and short positions in the shares and underlying shares of the Company which have been disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under Section 336 of the SFO were as follows:

Long positions

Ordinary shares of HK\$0.10 each of the Company

Name of shareholder	Capacity	Number of issued ordinary shares held	Percentage of the issued share capital of the Company
股東姓名	身份	普通股數目	佔已發行股本百分比
Ms. Kwok Ching Yee Lorinda (Note) 郭靜怡女士(附註)	Interest of Spouse 配偶權益	536,250,000	65%

Note: Ms. Kwok Ching Yee Lorinda is the spouse of Mr. Lee Man Yan. She is deemed to be interested in the Shares held by Mr. Lee Man Yan under the SFO.

主要股東

於2023年6月30日，股東(本公司董事或最高行政人員除外)於本公司之股份及相關股份中，擁有已根據證券及期貨條例第XV部第2及3分部向本公司披露、或已記錄於根據證券及期貨條例第336條須由本公司存置之登記冊之權益及淡倉如下：

好倉

本公司每股0.10港元之普通股

Other than disclosed above, as at 30 June 2023, the Company has not been notified by any person (other than directors or chief executives of the Company) who had an interests or short positions in the shares or underlying shares of the Company which would fall to the disclosed to the Company under the provisions of Division 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under Section 336 of the SFO.

除上文所披露，於2023年6月30日，概無任何人士(本公司董事或最高行政人員除外)通知本公司，指其在本公司之股份或相關股份中，擁有任何根據證券及期貨條例第XV部第2及3分部須向本公司披露、或已記錄於根據證券及期貨條例第336條須由本公司存置之登記冊之權益及淡倉。

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

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities during the six months ended 30 June 2023.

購買、出售或贖回本公司之上市證券

截至2023年6月30日止六個月內，本公司或其任何附屬公司概無購買、出售或贖回本公司之上市證券。

MODEL CODE FOR SECURITIES TRANSACTIONS

The Company has adopted the Model Code as a code of conduct regarding directors' securities transactions. All the members of the Board have confirmed, following specific enquiry by the Company that they have complied with the required standard as set out in the Model Code throughout the six months ended 30 June 2023.

證券交易之標準守則

本公司已採納標準守則作為董事進行證券交易之行為守則。本公司經向所有董事作出具體查詢後，全體董事皆確認截至2023年6月30日止六個月內均遵守標準守則所載之規定標準。

COMPLIANCE WITH THE CODE ON CORPORATE GOVERNANCE PRACTICES

In the opinion of the directors, the Company has complied with the code provisions set out in the Corporate Governance Code (the "Code") contained in Appendix 14 to the Listing Rules throughout the six months ended 30 June 2023.

遵守企業管治常規守則

董事認為，本公司於截至2023年6月30日止六個月內一直遵守上市規則附錄十四的企業管治守則(「守則」)所列表載之守則條文。

Other Information

其他資料

DISCLOSURE PURSUANT TO RULE 13.21 OF THE LISTING RULES

A loan facility of a subsidiary of the Company ("Loan Facility") includes the following conditions that impose specific performance obligations on Mr. Lee Man Yan ("Mr. Lee"), the controlling shareholder of the Company, that Mr. Lee and his family shall hold (directly or indirectly) not less than 51% of the issued share capital and maintain control over management and business of the Company.

As at 30 June 2023, the aggregate balance of the loans provided was HK\$225,000,000. The Loan Facility will expire on 28 November 2024.

A breach of the above undertaking will constitute an event of default, which will lead to the relevant banks being entitled not to make any further advances under the Loan Facility (if applicable) and to declare that all amounts outstanding under the Loan Facility (including interests accrued) shall immediately become due and payable.

AUDIT COMMITTEE

The Audit Committee, comprising all the independent non-executive directors of the Company, has reviewed the result of the Group for the six months ended 30 June 2023 and has discussed with the management the accounting principles and practices adopted by the Group and its internal controls and financial reporting matters.

REMUNERATION COMMITTEE

The Company established the Remuneration Committee with adopted written terms of reference which deal clearly with its authority and duties. The members of the remuneration committee comprises Mr. Wong Kai Tung, Tony, Mr. Wan Chi Keung, Aaron *BBS JP*, Mr. Heng Victor Ja Wei and Mr. Wong King Wai Kirk. All members of the remuneration committee are independent non-executive directors.

NOMINATION COMMITTEE

The Company established the Nomination Committee with adopted written terms of reference which deal clearly with its authority and duties. The members of nomination committee comprises Ms. Wai Siu Kee (Chairman), Mr. Wong Kai Tung, Tony, Mr. Wan Chi Keung, Aaron *BBS JP*, Mr. Heng Victor Ja Wei and Mr. Wong King Wai Kirk, of which four members are independent non-executive directors.

APPRECIATION

On behalf of the Board, I would like to thank the Company's shareholders, customers and business partners for their strong support during the reporting period. I would also like to take this opportunity to thank our staff for their continued hard work and contribution to the Group.

By Order of the Board
Wai Siu Kee
Chairman

Hong Kong, 1 August 2023

根據上市規則第13.21條之披露

本公司之附屬公司有一貸款融資(「貸款融資」)包括下列條件，對本公司的控股股東李文恩先生(「李先生」)施加特定履行的責任，即李先生及其家庭成員擁有(直接或間接)不少於51%本公司的已發行股本並維持對管理及業務之控制。

於2023年6月30日，貸款餘額總值為225,000,000港元。該等貸款融資將於2024年11月28日屆滿。

違反上述承諾將構成違約事件，相關銀行可根據貸款融資停止提供進一步貸款(如適用)，並宣佈貸款融資項下的所有尚未償還金額(包括累計利息)即時到期及須予償還。

審核委員會

審核委員會(包括所有獨立非執行董事)已審閱本集團截至2023年6月30日止六個月之業績，與管理層檢討本集團所採納之會計原則及慣例，並就內部監控及財務報告等事宜進行討論。

薪酬委員會

本公司已成立薪酬委員會，並採納書面權責範圍以說明委員會的權限及職責。薪酬委員會成員包括王啟東先生、尹志強先生*BBS太平紳士*、邢家維先生及王經緯先生。全部成員均為獨立非執行董事。

提名委員會

本公司已成立提名委員會，並採納書面權責範圍以說明委員會的權限及職責。提名委員會成員包括衛少琦女士(主席)、王啟東先生、尹志強先生*BBS太平紳士*、邢家維先生及王經緯先生。其中四位成員為獨立非執行董事。

鳴謝

本人謹代表董事會，向本公司股東、客戶及業務夥伴於本期間給予的鼎力支持，表示衷心致意。此外，本人亦藉此機會感謝各位員工一直努力不懈，持續為本集團作出貢獻。

承董事會命
主席
衛少琦

香港，2023年8月1日

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