

股份代號 Stock Code:0301

SANVO 三和

Interim Report 中期報告

2023



三和精化集團有限公司
SANVO Fine Chemicals Group Limited

(於開曼群島註冊成立之有限公司)
(Incorporated in the Cayman Islands with limited liability)

SANVO FINE CHEMICALS

CONSTRUCTION
SUPPLEMENTARY
MATERIALS AND
RELATED PRODUCTS



CAR CARE AND
AUTOMOTIVE
MAINTENANCE
PRODUCTS



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CORPORATE INFORMATION

EXECUTIVE DIRECTORS

Mr. Chen Bingqiang (*Chairman*)
Mr. Ng Cheuk Lun

INDEPENDENT NON-EXECUTIVE DIRECTORS

Ir. Daniel Lai
Mr. Xu Kai
Mr. Yeung Chun Yue David

AUDIT COMMITTEE

Mr. Yeung Chun Yue David (*Chairman*)
Ir. Daniel Lai
Mr. Xu Kai

REMUNERATION COMMITTEE

Ir. Daniel Lai (*Chairman*)
Mr. Xu Kai
Mr. Yeung Chun Yue David
Mr. Chen Bingqiang

NOMINATION COMMITTEE

Mr. Xu Kai (*Chairman*)
Ir. Daniel Lai
Mr. Yeung Chun Yue David

ESG COMMITTEE

Mr. Chen Bingqiang (*Chairman*)
Mr. Ng Cheuk Lun
Ir. Daniel Lai
Mr. Xu Kai
Mr. Yeung Chun Yue David

COMPANY SECRETARY

Mr. Ng Cheuk Lun

AUTHORISED REPRESENTATIVES

Mr. Chen Bingqiang
Mr. Ng Cheuk Lun

公司資料

執行董事

陳炳強先生(*主席*)
吳卓倫先生

獨立非執行董事

賴錫璋工程師
許凱先生
楊振宇先生

審計委員會

楊振宇先生(*主席*)
賴錫璋工程師
許凱先生

薪酬委員會

賴錫璋工程師(*主席*)
許凱先生
楊振宇先生
陳炳強先生

提名委員會

許凱先生(*主席*)
賴錫璋工程師
楊振宇先生

環境、社會及管治委員會

陳炳強先生(*主席*)
吳卓倫先生
賴錫璋工程師
許凱先生
楊振宇先生

公司秘書

吳卓倫先生

授權代表

陳炳強先生
吳卓倫先生



CORPORATE INFORMATION

REGISTERED OFFICE

71 Fort Street
PO Box 500
George Town
Grand Cayman KY1-1106
Cayman Islands

HEADQUARTERS AND PRINCIPAL PLACE OF BUSINESS IN THE PRC

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Huangpu Town
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Guangdong Province
The PRC

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

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Wanchai
Hong Kong

CAYMAN ISLANDS PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Appleby Global Services (Cayman) Limited
71 Fort Street
PO Box 500
George Town
Grand Cayman KY1-1106
Cayman Islands

HONG KONG BRANCH SHARE REGISTRAR

Computershare Hong Kong Investor Services Limited
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Hopewell Centre
183 Queen's Road East
Wanchai, Hong Kong

公司資料

註冊辦事處

71 Fort Street
PO Box 500
George Town
Grand Cayman KY1-1106
Cayman Islands

總部及中國主要營業地點

中國
廣東省
中山市
黃圃鎮
新柳西路5號

香港主要營業地點

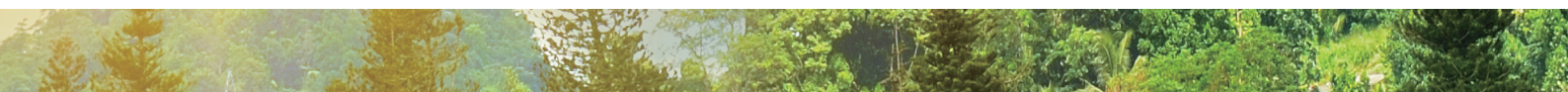
香港
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開曼群島股份過戶登記總處

Appleby Global Services (Cayman) Limited
71 Fort Street
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Cayman Islands

香港股份過戶登記分處

香港中央證券登記有限公司
香港灣仔
皇后大道東183號
合和中心
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CORPORATE INFORMATION

INDEPENDENT AUDITOR

Moore Stephens CPA Limited
Registered Public Interest Entity Auditor
801-806 Silvercord, Tower 1
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HONG KONG LEGAL ADVISER

King & Wood Mallesons
13/F, Gloucester Tower
The Landmark
15 Queen's Road Central
Central, Hong Kong

PRINCIPAL BANKER

CMB Wing Lung Bank Limited
19/F, CMB Wing Lung Bank Building
45 Des Voeux Road Central, Hong Kong

LISTING INFORMATION

The Company's ordinary shares are listed on the Main Board of
The Stock Exchange of Hong Kong Limited (Stock Code: 301)

COMPANY'S WEBSITE

www.sanvo.com

公司資料

獨立審計師

大華馬施雲會計師事務所有限公司
註冊公眾利益實體審計師
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新港中心第一座801-806室

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金杜律師事務所
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置地廣場
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主要往來銀行

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香港德輔道中45號
招商永隆銀行大廈19樓

上市資料

本公司普通股於香港聯合交易所有限公司主板上市
(股份代號：301)

公司網頁

www.sanvo.com



FINANCIAL HIGHLIGHTS

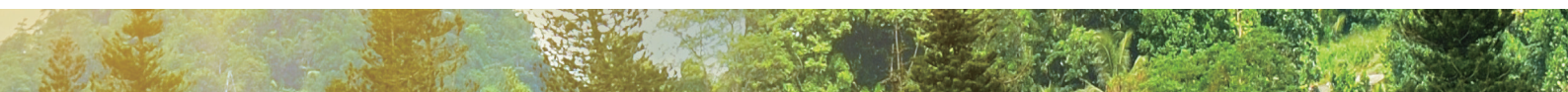
For the six months ended 30 June 2023, the Group's operating results were as follows:

- Total revenue increased by approximately 12.8% to approximately RMB520.2 million (six months ended 30 June 2022: approximately RMB461.3 million).
- Gross profit increased by approximately 20.4% to approximately RMB156.2 million (six months ended 30 June 2022: approximately RMB129.7 million).
- Gross profit margin increased by approximately 1.9 percentage points to approximately 30.0% (six months ended 30 June 2022: approximately 28.1%).
- Profit for the period attributable to owners of the Company increased by approximately 103.4% to approximately RMB19.7 million (six months ended 30 June 2022: approximately RMB9.7 million).
- The Board did not recommend the payment of an interim dividend for the six months ended 30 June 2023 (six months ended 30 June 2022: Nil).

財務概要

截至二零二三年六月三十日止六個月，本集團之經營業績如下：

- 收益總額增加約12.8%至約人民幣520,200,000元（截至二零二二年六月三十日止六個月：約人民幣461,300,000元）。
- 毛利增加約20.4%至約人民幣156,200,000元（截至二零二二年六月三十日止六個月：約人民幣129,700,000元）。
- 毛利率增加約1.9個百分點至約30.0%（截至二零二二年六月三十日止六個月：約28.1%）。
- 本公司擁有人應佔期內溢利增加約103.4%至約人民幣19,700,000元（截至二零二二年六月三十日止六個月：約人民幣9,700,000元）。
- 董事會並不建議就截至二零二三年六月三十日止六個月派付中期股息（截至二零二二年六月三十日止六個月：無）。



MANAGEMENT DISCUSSION AND ANALYSIS

BUSINESS REVIEW

SANVO Fine Chemicals Group Limited (the “**Company**”) and its subsidiaries (collectively, the “**Group**”) is a well established fine chemical products manufacturer based in the People's Republic of China (the “**PRC**”). The Group focuses principally on the manufacture, research and development, and sale of a diversified portfolio of fine industrial chemical products, which can serve a wide range of purposes, including as hardware and building materials and towards automotive maintenance. The Group's products can be broadly categorised into the following segments: (i) aerosols, (ii) organic silicone adhesives, (iii) synthetic adhesives, and (iv) other miscellaneous products such as architectural coatings, oil products, wood paints and others.

The Group has two principal lines of business operations, namely the manufacture and sale of fine industrial chemical products (i) under the brands of “SANVO 三和” and “FullTeam 芙田”, and (ii) on an original equipment manufacturing (“**OEM**”) basis whereby products are manufactured in accordance with the customer's design and specification and are marketed under the customer's brand name.

The Group recorded revenue of approximately RMB520.2 million for the six months ended 30 June 2023 (six months ended 30 June 2022: approximately RMB461.3 million), representing an increase of approximately 12.8% as compared to the corresponding period in 2022.

The gross profit of the Group for the six months ended 30 June 2023 was approximately RMB156.2 million (six months ended 30 June 2022: approximately RMB129.7 million, representing an increase of approximately 20.4% as compared to the corresponding period in 2022).

The profit and total comprehensive income for the six months ended 30 June 2023 attributable to owners of the Company were approximately RMB19.7 million and RMB19.1 million, respectively (six months ended 30 June 2022: approximately RMB9.7 million and RMB6.1 million, respectively), representing the increases of approximately 103.4% and 213.6%, respectively, as compared to the corresponding period in 2022.

The basic earnings per share of the Company for the six months ended 30 June 2023 was approximately RMB4.2 cents (six months ended 30 June 2022: approximately RMB2.1 cents (restated)).

管理層討論及分析

業務回顧

三和精化集團有限公司(「本公司」)及其附屬公司(統稱為「本集團」)為駐中華人民共和國(「中國」)發展成熟之精細化工產品製造商。本集團主要集中製造、研發及銷售多元化精細化工產品組合，可廣泛用作不同用途，包括五金建材及汽車修護。本集團之產品大致可分為以下分部：(i) 氣霧劑、(ii) 有機矽膠粘劑、(iii) 合成膠粘劑及(iv) 其他雜項產品，例如建築塗料、油品、木器漆及其他。

本集團有兩條主要業務營運線，即(i)以品牌「SANVO 三和」及「FullTeam 芙田」，及(ii)按原設備製造形式(「**OEM**」)根據客戶之設計及規格製造及銷售精細化工產品，並以客戶品牌名稱進行營銷。

本集團於截至二零二三年六月三十日止六個月錄得收益約人民幣520,200,000元(截至二零二二年六月三十日止六個月：約人民幣461,300,000元)，較二零二二年同期增加約12.8%。

本集團於截至二零二三年六月三十日止六個月的毛利約為人民幣156,200,000元(截至二零二二年六月三十日止六個月：約人民幣129,700,000元)，較二零二二年同期增加約20.4%。

本公司擁有人應佔溢利及全面收益總額於截至二零二三年六月三十日止六個月分別約為人民幣19,700,000元及人民幣19,100,000元(截至二零二二年六月三十日止六個月：分別約人民幣9,700,000元及約人民幣6,100,000元)，較二零二二年同期分別增加約103.4%及213.6%。

本公司於截至二零二三年六月三十日止六個月之每股基本盈利約為人民幣4.2分(截至二零二二年六月三十日止六個月：約人民幣2.1分(經重列))。



MANAGEMENT DISCUSSION AND ANALYSIS

As at 30 June 2023, the Group had 1,345 employees (31 December 2022: 1,252), including the executive directors of the Company. The Group's total employee benefit expenses (including remuneration of the Company's director ("Directors") and salaries in research and development expenses) were approximately RMB77.8 million for the six months ended 30 June 2023 (six months ended 30 June 2022: approximately RMB60.2 million). Employee benefit expenses are comprised of (i) salaries, allowances and benefits in kind, (ii) discretionary bonus and (iii) retirement benefit scheme contributions.

In 2023, the management of the Group focused on the marketing of major products and gross profit margin control. As a result, the sales and gross profit of the Group in the first half of 2023 reached a record high of approximately RMB520.2 million and RMB156.2 million, respectively.

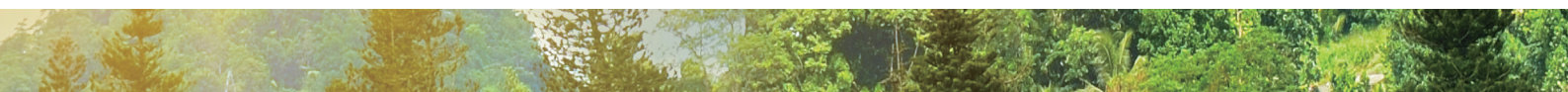
During the six months ended 30 June 2023, the Group's major cost increased was employees' salary and welfare expenses, which increased to approximately RMB77.8 million from approximately RMB60.2 million for the corresponding period in 2022. The total number of employees increased from 1,252 as at 31 December 2022 to 1,345 as at 30 June 2023, of which 70% were university graduates. For the purpose of long-term future development, the Group is gradually strengthening the quality of human resources and targeted at increasing the number of sales centres, production centres and training personnel.

管理層討論及分析

於二零二三年六月三十日，本集團擁有1,345名僱員（二零二二年十二月三十一日：1,252名），包括本公司執行董事。截至二零二三年六月三十日止六個月，本集團之僱員福利開支總額（包括本公司董事（「董事」）酬金及研發開支之薪金）約為人民幣77,800,000元（截至二零二二年六月三十日止六個月：約人民幣60,200,000元）。僱員福利開支包括(i)薪金、津貼及實物福利，(ii)酌情花紅及(iii)退休福利計劃供款。

於二零二三年，本集團管理層致力於主要產品營銷以及毛利率控制。因此本集團二零二三年上半年銷售及毛利金額均分別達至歷史新高約人民幣520,200,000元及人民幣156,200,000元。

截至二零二三年六月三十日止六個月，本集團主要增加之成本為僱員薪金和福利開支，由二零二二年同期約人民幣60,200,000元上升至當期約人民幣77,800,000元。總員工人數從二零二二年十二月三十一日1,252人增加至二零二三年六月三十日1,345人，當中70%為大學畢業生。為長遠未來發展考慮，本集團正逐步加強人力資源質量，針對性地增加銷售中心、生產中心，以及培訓類人員。



MANAGEMENT DISCUSSION AND ANALYSIS

Market development and expansion

Apart from the expansion plan of our production site located at Shazi Industrial Park, Minzhong Town, Zhongshan City, Guangdong, the PRC (the “**MV Production Site**”), the Group has successfully acquired the land use right of a piece of industrial land in Puyang City, Henan Province through the acquisition of 100% equity interest in Sanvo New Materials Group Limited (Formerly known as Dechem Chemicals Holdings Limited) and its subsidiary (“**Sanvo New Materials Group**”). The Group is intending to expand its market reach to Central China in future taking into account the growth in domestic provinces, raw materials reserve and geographical advantage in logistic arrangements with distributors in Eastern, Northwest and Northeast China.

A new enterprise resource planning (ERP) system has been put into operation in phases. In addition to the general management process, the system focused on strengthening online and offline management and big data analysis, including customer relationship management (CRM), product life cycle management (PLM), raw material price analysis management, human resources management (labelled talents profile management) and U Order (B2B sales operation platform), etc.

The Group will continue to focus on the development of (i) the domestic sales network and overseas OEM customers; (ii) the MV Production Site development; (iii) market expansion in Central China through Sanvo New Materials Group; and (iv) increase raw materials reserve facilities and capacities in order to manage the pricing fluctuation risk.

FINANCIAL REVIEW

Revenue

The total revenue of the Group amounted to approximately RMB520.2 million for the six months ended 30 June 2023, representing an increase of approximately 12.8% as compared to approximately RMB461.3 million for the six months ended 30 June 2022.

Gross profit and gross profit margin

Gross profit of the Group amounted to approximately RMB156.2 million for the six months ended 30 June 2023, representing an increase of approximately 20.4% as compared to approximately RMB129.7 million for the six months ended 30 June 2022.

管理層討論及分析

市場開發及擴張

除位於中國廣東省中山市民眾鎮沙仔工業園之生產基地（「**MV生產基地**」）之擴展計劃外，本集團已透過收購三和新材料集團有限公司（前稱德謙化工集團有限公司）及其附屬公司（「**三和新材料集團**」）之100%股權成功取得河南省濮陽市一幅工業用地之土地使用權。考慮到國內各省份的增長、原材料儲備及與中國東部、西北及東北地區分銷商物流安排方面的地理優勢，本集團擬於日後將其市場覆蓋範圍擴展至華中。

全新企業資源規劃(ERP)系統已分階段運作。除了一般管理流程外，該系統着重改善線上線下管理以及大數據分析，包括客戶關係管理(CRM)，產品生命週期管理(PLM)，原材料價格分析管理，人力資源管理(標籤化人才簡歷管理)以及U訂貨(B2B銷售運營平台)等等。

本集團將繼續專注於(i)開拓本地銷售網絡及海外OEM客戶；(ii)開發MV生產基地；(iii)透過三和新材料集團擴展華中地區的市場；及(iv)增加原材料儲備設施及儲備能力的發展以管理價格波動風險。

財務回顧

收益

本集團於截至二零二三年六月三十日止六個月的收益總額約為人民幣520,200,000元，較截至二零二二年六月三十日止六個月的約人民幣461,300,000元增加約12.8%。

毛利及毛利率

本集團於截至二零二三年六月三十日止六個月的毛利約為人民幣156,200,000元，較截至二零二二年六月三十日止六個月約人民幣129,700,000元增加約20.4%。



MANAGEMENT DISCUSSION AND ANALYSIS

The GPM of the Group increased from approximately 28.1% for the six months ended 30 June 2022 to approximately 30.0% for the six months ended 30 June 2023. The current raw materials price is relatively stable during 2022 and six months ended 30 June 2023.

Other income and gains

Other income and gains of the Group decreased from approximately RMB4.9 million for the six months ended 30 June 2022 to approximately RMB3.6 million for the six months ended 30 June 2023. The decrease was mainly attributable to the decrease in exchange gain included in the line item of sundry income.

Selling and distribution expenses

Selling and distribution expenses of the Group increased from approximately RMB60.2 million for the six months ended 30 June 2022 to approximately RMB71.6 million for the six months ended 30 June 2023. The increase was due to more marketing activities engaged by the Group including advertising and promotion activities, and increase in staff salaries and allowances (increase in number of employees) in sales department.

Administrative expenses

Administrative expenses of the Group increased from approximately RMB55.2 million for the six months ended 30 June 2022 to approximately RMB61.7 million for the six months ended 30 June 2023. The increase was mainly due to the increase in staff salaries and allowances (increase in number of employees) in human resources and other operation departments.

Finance costs

Finance costs of the Group decreased from approximately RMB5.1 million for the six months ended 30 June 2022 to approximately RMB4.2 million for the six months ended 30 June 2023. The decrease was mainly due to increase in interest capitalised into property, plant and equipment.

Income tax expense

Income tax expense of the Group decreased from approximately RMB4.4 million for the six months ended 30 June 2022 to approximately RMB2.8 million for the six months ended 30 June 2023. The decrease was mainly due to more tax deductible expenses incurred in major profit making subsidiary.

管理層討論及分析

本集團的毛利率由截至二零二二年六月三十日止六個月的約28.1%增加至截至二零二三年六月三十日止六個月的約30.0%。當前原料價格於二零二二年及截至二零二三年六月三十日止六個月相對穩定。

其他收入及收益

本集團其他收入及收益由截至二零二二年六月三十日止六個月的約人民幣4,900,000元減少至截至二零二三年六月三十日止六個月的約人民幣3,600,000元。此減少主要由於列入雜項收入內之匯兌收益減少。

銷售及經銷開支

本集團銷售及經銷開支由截至二零二二年六月三十日止六個月的約人民幣60,200,000元增加至截至二零二三年六月三十日止六個月的約人民幣71,600,000元。此增加乃由於本集團增加市場營銷活動(包括廣告及推廣活動,以及增加銷售部的員工薪金及津貼(僱員人數增加))。

行政開支

本集團行政開支由截至二零二二年六月三十日止六個月的約人民幣55,200,000元增加至截至二零二三年六月三十日止六個月的約人民幣61,700,000元。此增加主要由於人力資源及其他營運部門(僱員人數增加)員工薪金及津貼增加。

融資成本

本集團融資成本由截至二零二二年六月三十日止六個月的約人民幣5,100,000元減少至截至二零二三年六月三十日止六個月的約人民幣4,200,000元。此減少主要由於物業、廠房及設備資本化之利息有所增加。

所得稅開支

本集團所得稅開支由截至二零二二年六月三十日止六個月的約人民幣4,400,000元減少至截至二零二三年六月三十日止六個月的約人民幣2,800,000元。此減少主要由於主要盈利附屬公司可抵扣稅項費用有所增加。



MANAGEMENT DISCUSSION AND ANALYSIS

Profit for the period

The Group's profit for the six months ended 30 June 2023 was approximately RMB19.7 million, representing an increase of approximately 103.4% as compared to the profit for the six months ended 30 June 2022 of approximately RMB9.7 million.

LIQUIDITY, FINANCIAL RESOURCES AND CAPITAL STRUCTURE

Capital structure

The shares of the Company (the "Shares") were successfully listed (the "Listing") on the Main Board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") on 16 January 2020 (the "Listing Date").

Bonus Issue

The Company completed a bonus issue of Shares on 18 July 2023 and 42,750,000 bonus shares were allotted and issued by the Company on the basis of one (1) bonus share for every ten (10) existing Shares held by the qualifying shareholders on 11 July 2023 (the "Bonus Issue"). Details of the Bonus Issue were set out in the circular of the Company dated 30 May 2023.

Liquidity and financial resource

The Group recorded net current liabilities of approximately RMB163.2 million as of 30 June 2023 (31 December 2022: net current liabilities of approximately RMB153.5 million). The current ratio, calculated by dividing the current assets by current liabilities, was approximately 0.64 as at 30 June 2023 (31 December 2022: approximately 0.67). The decrease in current ratio were primarily due to decrease in cash and cash equivalents.

The gearing ratio, calculated by dividing total interest-bearing borrowings by equity of the Group, was approximately 0.92 as at 30 June 2023 (31 December 2022: approximately 1.02). The decrease in gearing ratio was mainly attributable to the (i) decrease in overall borrowings and (ii) increase in total equity as a result of profit for the period of approximately RMB19.7 million recorded for the six months ended 30 June 2023.

TREASURY POLICY

The Group has adopted a prudent financial management approach towards its treasury policy. The board of the Directors (the "Board") closely monitors the Group's liquidity position to ensure that the liquidity structure of the Group's assets and liabilities, and other commitments can meet its funding requirements all the time.

管理層討論及分析

期內溢利

本集團於截至二零二三年六月三十日止六個月的溢利約為人民幣19,700,000元，較截至二零二二年六月三十日止六個月的溢利約人民幣9,700,000元增加約103.4%。

流動資金、財務資源及資本結構

資本結構

本公司股份(「股份」)於二零二零年一月十六日(「上市日期」)成功在香港聯合交易所有限公司(「聯交所」)主板上市(「上市」)。

紅股發行

本公司於二零二三年七月十八日完成紅股發行，並於二零二三年七月十一日按合資格股東每持有十(10)股現有股份獲發一(1)股紅股之基準配發及發行42,750,000股紅股(「紅股發行」)。有關紅股發行之詳情載於本公司日期為二零二三年五月三十日之通函。

流動資金及財務資源

於二零二三年六月三十日，本集團錄得流動負債淨額約人民幣163,200,000元(二零二二年十二月三十一日：流動負債淨額約人民幣153,500,000元)。於二零二三年六月三十日，按流動資產除以流動負債計算的流動比率為約0.64(二零二二年十二月三十一日：約0.67)。流動比率減少主要由於現金及現金等價物減少。

於二零二三年六月三十日，按計息借款總額除以本集團權益計算的負債比率為約0.92(二零二二年十二月三十一日：約1.02)。負債比率減少主要由於(i)整體借款減少及(ii)截至二零二三年六月三十日止六個月錄得期內溢利約人民幣19,700,000元，故令總權益有所增加。

財資政策

本集團對其財資政策已採取審慎的財務管理方法。董事會(「董事會」)密切監察本集團之流動資金狀況，以確保本集團資產及負債的流動資金結構及其他承諾能夠始終滿足其資金需求。



MANAGEMENT DISCUSSION AND ANALYSIS

PRINCIPAL RISKS AND UNCERTAINTIES

Price of raw materials

Our production process requires reliable and stable sources of large quantities of raw materials from third parties. We generally maintain a certain level of inventory of our raw materials for future production or to meet future demand according to our production plan and we do not have hedging arrangements against fluctuations in raw material prices and therefore we bear the risks associated with raw material cost fluctuations. The pricing of our raw materials is also sensitive to supply disruptions, general economic conditions, and many other factors that are beyond our control. We expect the prices of some of our key raw materials may increase in the future. If we are unable to reflect increases in the price of raw materials efficiently or adequately in the selling prices of our products, our cost base may increase, which may lead to a reduction in our GPM, and the operating results for our products may be materially and adversely affected.

Market risks

The market in which we operate is highly competitive and fragmented. Competitive factors include product quality, price, design and development capability, timely delivery, valuable service, scale and capacity, and efficiency. We face competition from existing and new players in the fine industrial chemicals industry worldwide, including numerous manufacturers in the PRC and elsewhere which offer similar fine industrial chemical products at lower prices than we do, as well as other enterprises which offer an increasing number of related products which could be used as substitutes for our products.

We expect competition in our industry to intensify in the future. There can be no assurance that we can stay competitive due to improvements by our competitors or other factors. To compete effectively, we may be forced, among other actions, to reduce prices, provide more sales incentives to customers and increase capital expenditures in our labour force, property, plant and equipment. Any intensification of the competition or failure by us to compete successfully with our competitors could have an adverse impact on the demand for, and pricing of, our products, and as a result, could result in a reduction of our market share and have an adverse effect on our business, financial condition, results of operations and prospects.

管理層討論及分析

主要風險及不確定性

原材料價格

我們的生產工序需要來自第三方的大量原料之可靠及穩定供應。我們一般會根據我們之生產計劃維持若干水平原料存貨以供未來生產或滿足未來需求，且我們並無對原料價格波動進行對沖安排，因此，我們承擔與原料成本波動相關之風險。我們之原料定價亦對供應中斷、整體經濟狀況及我們無法控制之多項其他因素敏感。我們預計未來若干主要原材料價格可能會上漲。倘我們無法有效或充分於產品售價反映原料價格上漲，我們成本基數或會增加，而我們之毛利率可能會因而下降，及我們產品之經營業績可能會受到重大不利影響。

市場風險

我們經營所在之市場競爭激烈且分散。競爭因素包括產品質量、價格、設計及開發能力、及時交付、有價值之服務、規模及能力以及效率。我們面臨來自全球精細化工行業現有及新參與者之競爭，包括中國及其他地區之眾多製造商，彼等以低於我們之價格提供類似之精細化工產品，以及其他企業(其產品可替代我們之產品)之產量日益增加。

我們預期行業競爭於未來將會加劇。由於競爭對手之改進或其他因素，我們無法保證能夠維持競爭力。為保持有效競爭，除其他行動外，我們可能會被迫降價，為客戶提供更多銷售激勵措施，並增加我們勞動力、物業、廠房及設備的資本開支。任何激烈競爭或我們未能與競爭對手成功競爭均可能對我們產品之需求及定價產生不利影響，因此可能減少我們之市場佔有率，並對我們之業務、財務狀況、經營業績及前景造成不利影響。



MANAGEMENT DISCUSSION AND ANALYSIS

Compliance risks

Under relevant PRC laws and regulations, we are required to hold various licences and permits in order to conduct our business. We are also required to comply with applicable regulations and standards in relation to our production and the quality of our products. These registrations, licenses, permits and certificates may only be valid for a limited period of time and may be subject to periodic reviews and renewal by the relevant authorities. Failure to comply with these laws and regulations, or the loss of or failure to renew our licences and permits or any change in the government policies, could lead to temporary or permanent suspension of some of our business operations or the imposition of penalties on us, which could adversely affect our results of operations and financial condition.

Interest rate risk

The Group's fair value interest rate risk relates primarily to its fixed rate bank deposits and borrowings. The Group currently does not use any derivative contracts to hedge its exposure to interest rate risk.

Credit risk

The Group's maximum exposure to credit risk in the event of the counterparties' failure to perform their obligations at the end of each reporting period in relation to each class of recognised financial assets is the carrying amount of those financial assets stated in the Group's condensed consolidated statement of financial position.

The Group's credit risk is primarily attributable to its trade, bills and other receivables. In order to minimise the credit risk, the Group's management continuously monitors the level of exposure to ensure that follow-up action is taken to recover overdue debts. In this regard, the Directors consider that the impact to the Group's credit risk is insignificant.

Liquidity risk

The Group's management monitors the Group's cash flow positions on a regular basis to ensure the cash flows of the Group are closely controlled. The Group aims to maintain flexibility in funding by keeping committed credit lines available and issue of new ordinary shares.

管理層討論及分析

合規風險

根據相關中國法律及法規，我們須持有多項執照及許可進行業務。我們亦須遵守有關我們生產及產品質量之適用法規及標準。該等登記證、執照、許可及證書可能僅於一段有限期間內有效，並可能須由相關機關作定期檢驗及重續。無法遵守此等法律及法規，或遺失或無法重續我們之執照及許可，或任何政府政策變動均可能導致我們部分業務營運暫時或永久中斷或我們遭處罰，因而可能對我們之經營業績及財務狀況造成不利影響。

利率風險

本集團的公平值利率風險主要與其定息銀行存款及借款有關。本集團現時並無利用任何衍生工具合約對沖其所面臨的利率風險。

信貸風險

倘交易對手未能在各報告期末就各類已確認金融資產履行其責任，本集團所面對的最高信貸風險為該等金融資產於本集團簡明綜合財務狀況表列示的賬面值。

本集團的信貸風險主要來自其貿易、票據及其他應收款項。為盡量降低信貸風險，本集團管理層持續監察風險水平，確保採取後續措施收回逾期債務。就此而言，董事認為對本集團的信貸風險影響較低。

流動資金風險

本集團管理層定期監察本集團的現金流量狀況，以確保本集團的現金流量受到嚴格控制。本集團的目標為透過保持可動用的承諾信貸融資及發行新普通股維持資金的靈活性。



MANAGEMENT DISCUSSION AND ANALYSIS

BORROWINGS AND PLEDGE OF ASSETS

As at 30 June 2023, the Group had interest-bearing bank borrowings and other borrowings of approximately RMB220.6 million (31 December 2022: approximately RMB226.1 million). The interest rate of the relevant borrowings was charged in the range of approximately 3.80% to 5.50% per annum for the six months ended 30 June 2023 (six months ended 30 June 2022: approximately 3.80% to 6.45%).

As at 30 June 2023, a portion of the Group's bank deposits amounting to approximately RMB23.5 million (31 December 2022: approximately RMB31.3 million) were pledged as collaterals for, amongst others, issues of bills payables for the Group's purchase of raw materials, other credit facilities and guarantee to complete construction work for the leasehold land acquired.

As at 30 June 2023 and 31 December 2022, the Group's interest-bearing bank borrowings and other borrowings were secured by the following assets:

管理層討論及分析

借款及資產抵押

於二零二三年六月三十日，本集團的計息銀行借款及其他借款約為人民幣220,600,000元(二零二二年十二月三十一日：約人民幣226,100,000元)。截至二零二三年六月三十日止六個月，相關借款利率分別按年利率約介乎3.80%至5.50%計息(截至二零二二年六月三十日止六個月：約3.80%至6.45%)。

於二零二三年六月三十日，本集團的部分銀行存款約為人民幣23,500,000元(二零二二年十二月三十一日：約人民幣31,300,000元)，已獲抵押為(其中包括)本集團發行應付票據以購買原材料、其他信貸服務及擔保完成收購的租賃土地建築工程。

於二零二三年六月三十日及二零二二年十二月三十一日，本集團之計息銀行借款以及其他借款由下列資產作為抵押：

		As at 30 June 2023 於 二零二三年 六月三十日	As at 31 December 2022 於 二零二二年 十二月三十一日
		RMB'000 人民幣千元	RMB'000 人民幣千元
Property, plant and equipment	物業、廠房及設備	49,893	33,664
Right-of-use assets	使用權資產	80,551	81,733

ADDITIONAL INFORMATION

REVIEW OF INTERIM FINANCIAL STATEMENTS

The Company has established an audit committee (the “**Audit Committee**”) with written terms of reference in compliance with Rule 3.21 of the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rule**”) and the Corporate Governance Code as set out in Appendix 14 to the Listing Rules.

The Audit Committee comprises three independent non-executive Directors, namely Mr. Yeung Chun Yue David (Chairman), Ir. Daniel Lai and Mr. Xu Kai. The primary duties of the Audit Committee are, among others, to review and supervise the Group's financial reporting process and internal controls. In each Audit Committee meeting, the Audit Committee was supplied with the necessary financial information of the Group for members to consider, review and access significant issues arising from the work conducted.

The unaudited condensed consolidated interim financial statements of the Group for the six months ended 30 June 2023 has been reviewed by the Audit Committee. The Audit Committee and the management of the Company were satisfied that the Group's unaudited condensed consolidated interim financial statements were prepared in accordance with applicable accounting standards and fairly present the Group's financial position and results for the period and that adequate disclosures had been made according to the applicable rules and regulations.

INTERIM DIVIDEND

The Board did not recommend the payment of an interim dividend for the six months ended 30 June 2023 (six months ended 30 June 2022: Nil).

附加資料

審閱中期財務報表

本公司已遵照聯交所證券上市規則(「**上市規則**」)第3.21條及上市規則附錄十四所載的企業管治守則成立審計委員會(「**審計委員會**」)，並以書面形式確定職權範圍。

審計委員會由三名獨立非執行董事組成，即楊振宇先生(主席)、賴錫璋工程師及許凱先生。審計委員會主要負責(其中包括)審閱及監督本集團之財務報告程序及內部監控。於每次審計委員會會議，審計委員會向成員提供本集團必要財務資料以供彼等考慮、檢討並獲取進行工作當中產生的重大問題。

審計委員會已審閱本集團截至二零二三年六月三十日止六個月之未經審計簡明綜合中期財務報表。審計委員會及本公司管理層信納本集團的未經審計簡明綜合中期財務報表乃按適用會計準則編製，且公平呈列本集團期內的財務狀況及業績，並已根據適用規則及法規作出足夠披露。

中期股息

董事會並不建議就截至二零二三年六月三十日止六個月派付中期股息(截至二零二二年六月三十日止六個月：無)。



ADDITIONAL INFORMATION

附加資料

CONTINGENT LIABILITIES AND LITIGATION

- i) On 20 October 2022, 中山市鴻泰建築工程有限公司 filed a civil litigation claim against Guangdong Sanvo Chemical Industry Technology Limited ("**Guangdong Sanvo**"), a subsidiary of the Group, for the settlement of the expansion project sum of RMB20,087,816 (including project sum and damages).

During the construction period, Guangdong Sanvo was in the process of inspection and checkup, and discovered that there were various non-compliance issues in design and serious quality issues (including but not limited to steel bars, internal walls, external walls, structural walls, roads, etc.), and therefore filed a counter-lawsuit in the amount of RMB28,128,984 (including compensation, damages, operating losses, etc.) on the date of first trial, 21 November 2022.

A qualified independent third party institution, which was randomly assigned by the system on the approved vendor list of the court, conducted a quality appraisal and submitted a report (the "**Inspection Report**") to the court on 5 July 2023, which proved that the project did have serious quality issues. The court is currently evaluating the case and preparing for subsequent trial.

Given that the Inspection Report confirmed that there are serious quality issues in the construction, therefore the Board is of the view that no provision is necessary at this stage, and the project does not affect the daily production and operation of the Group.

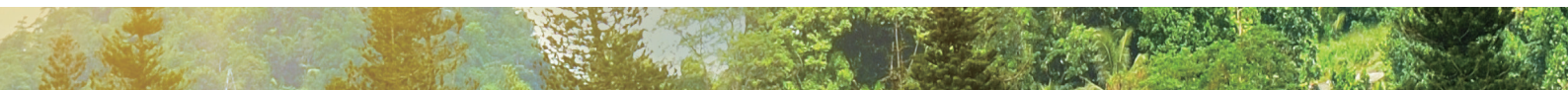
或然負債及訴訟

- i) 於二零二二年十月二十日中山市鴻泰建築工程有限公司就擴改工程款結算向集團子公司廣東三和化工科技有限公司(「**廣東三和**」)提出民事起訴索償，金額為人民幣20,087,816元(包括工程款及違約金)。

於工程進行期間廣東三和正進行驗收及工程覆核，發現工程存在多處不符合設計和嚴重質量問題(包括但不限於鋼筋、內牆、外牆、結構牆、道路等)，故此於一審當天(即二零二二年十一月二十一日)同時提出反訴訟，金額為人民幣28,128,984元(包括賠償金、違約金及經營損失等)。

合資質獨立第三方機構進行了質量鑒定並於二零二三年七月五日提交報告給予法院(該機構為法院於其合資質清單上系統性隨機選派)(「**鑒定報告**」)證明該工程確實存在嚴重質量問題。法院現階段正在評估案情材料及準備後續審理。

基於鑒定報告證明該工程確實存在嚴重質量問題，董事會認為現階段沒有債務撥備必要及該工程不影響本集團日常生產和運作。



ADDITIONAL INFORMATION

- ii) On 14 April 2023, 中山市華晟建築工程有限公司 (the “**Plaintiff**”) filed a civil litigation claim against the Group’s subsidiary MV Production Site for a sum of RMB7,029,333 (including project sum and damages) for the settlement of project payment.

The MV Production Site also filed a counter-lawsuit with an amount of RMB13,397,000 (including compensation, damages and operating losses, etc.) on 14 July 2023, the date of first trial. The grounds for the counter-lawsuit was that during the construction period, the Plaintiff had failed to fulfill the commitment to complete the completion acceptance (fire control, water and electricity, etc.), delayed the progress and repeatedly suspended of work by various reasons to push for advance payment of the construction; and refused to assist in handling the property ownership certificate in violation of the contract.

The Plaintiff applied to the court for withdrawal of the lawsuit after the first trial. The MV Production Site also withdrew the counter-lawsuit on 18 August 2023. At this stage, the frozen bank deposits of RMB5,122,635 (included in cash and cash equivalents) and real estate warrants of RMB1,906,698 (included in right-of-use assets) will be released upon the issuance of the ruling by the court.

Given that the Plaintiff has withdrawn the lawsuit, the Board is of the view that no provision is necessary at this stage, and the project does not affect the daily production and operation of the Group.

ENVIRONMENTAL POLICIES AND PERFORMANCE

The Group is dedicated to reducing its impacts to the environment from its factories and offices through mitigating the environmental pollutions and utilising resource efficiently. The Group strives to comply with related environmental laws and legislations, and continual improvement on its performance. For details, please refer to the Environmental, Social and Governance Report for the year ended 31 December 2022 issued by the Company on 28 March 2023 (the “**Environmental, Social and Governance Report**”).

附加資料

- ii) 於二零二三年四月十四日中山市華晟建築工程有限公司(「**原告**」)就工程款結算向集團子公司MV生產基地提出民事起訴索償，金額為人民幣7,029,333元(包括工程款及違約金)。

MV生產基地於一審當天(即二零二三年七月十四日)同時提出反訴訟，金額為人民幣13,397,000元(包括賠償金，違約金及經營損失等)。反訴訟理由為施工期間原告沒有履行承諾辦理各項竣工驗收(消防、水電等)、拖延進度及多次以各種理由停工要求提前支付工程款；以及不協助辦理房產證違反合同規定。

原告於一審開庭後向法院申請撤訴，MV生產基地於二零二三年八月十八日亦撤回反訴。現階段待法院出具裁定書後將安排解封被凍結之銀行存款人民幣5,122,635元(包含在現金及現金等價物)及不動產權證人民幣1,906,698元(包含在使用權資產)。

基於原告已撤訴，董事會認為現階段沒有債務撥備必要及該工程不影響本集團日常生產和運作。

環境政策及表現

本集團致力於透過減少環境污染及有效利用資源，降低工廠與辦公室對環境的影響。本集團致力遵守相關環境法律及法規，並持續改善表現。有關詳情請參閱本公司於二零二三年三月二十八日刊發之截至二零二二年十二月三十一日止年度之環境、社會及管治報告(「**環境、社會及管治報告**」)。



ADDITIONAL INFORMATION

KEY RELATIONSHIPS WITH ITS EMPLOYEES, CUSTOMERS AND SUPPLIERS

The Group strives to maintain a good relationship with its employees, customers and suppliers. For more details on how it creates a motivated workplace for its employees, produce quality products to satisfy its customers' expectations and establish long-term relationships with its suppliers, please refer to the Environmental, Social and Governance Report.

COMPLIANCE WITH LAWS AND REGULATIONS

During the six months ended 30 June 2023, the Group was not aware of any non-compliance with any relevant laws and regulations that has a significant impact on it.

FUTURE PLANS FOR MATERIAL INVESTMENTS

The Group will continue to invest in its development projects and acquire suitable plant and machinery, as and when it thinks fit. These investments will be funded by internal resources of the Group, external equity financing and/or borrowings and net proceeds from the share offer. Save as disclosed in the prospectus of the Company dated 27 December 2019 (the "**Prospectus**") and in this report, the Group did not have any future plans for material investments as at the date of this report.

COMPLIANCE WITH THE CORPORATE GOVERNANCE CODE

The Company is committed to maintaining a high standard of corporate governance practices as we believe that effective corporate governance practices are able to (i) enhance management effectiveness and efficiency; (ii) increase the transparency of the Group; and (iii) enhance risk management and internal control of the Group, and are fundamental to safeguarding the interests of its shareholders and other stakeholders, and to enhancing shareholder value.

In the opinion of the Board, throughout the six months ended 30 June 2023, the Company has complied with the code provisions (the "**Code Provisions**") set out in the Corporate Governance Code under Appendix 14 to the Listing Rules, except for the following deviation:

附加資料

與其僱員、客戶及供應商的主要關係

本集團努力與僱員、客戶及供應商維持良好關係。有關我們如何為僱員創造積極的工作場所、生產優質產品滿足客戶要求並與供應商建立長期關係的更多詳情，請參閱環境、社會及管治報告。

遵守法律及法規

截至二零二三年六月三十日止六個月，本集團並不知悉對其具有重大影響的未遵守任何相關法律及法規的情況。

未來重大投資計劃

本集團將繼續投資開發項目，並在其認為適當時收購合適的廠房及機器。該等投資將以本集團之內部資源、外部股權融資及／或借款以及股份發售所得款項淨額撥付。除本公司日期為二零一九年十二月二十七日的招股章程（「**招股章程**」）及本報告所披露者外，於本報告日期，本集團並無任何有關重大投資的未來計劃。

遵守企業管治守則

本公司致力於維持高水平的企業管治常規，因我們相信有效的企業管治常規可 (i) 提高管理有效性及效率；(ii) 增加本集團的透明度；及 (iii) 加強本集團的風險管理及內部監控及作為維護其股東及其他持份者利益以及提升股東價值的基礎。

董事會認為，於截至二零二三年六月三十日止六個月，本公司已遵守上市規則附錄十四所載之「企業管治守則」之守則條文（「**守則條文**」），下列偏離情況除外：



ADDITIONAL INFORMATION

Code Provision C.2.1 stipulates that the roles of chairman and chief executive should be separate and should not be performed by the same individual. Mr. Chen Bingqiang ("Mr. Ernest Chen") is the chairman of the Board and the chief executive officer of the Company. In view of that Mr. Ernest Chen has been assuming day-to-day responsibilities in operating and managing the Group, the Board believes that with the support of Mr. Ernest Chen's extensive experience and knowledge in the business of the Group, vesting the roles of both chairman and chief executive officer of the Company in Mr. Ernest Chen strengthens the solid and consistent leadership and thereby allows for efficient business planning and decision which is in the best interest to the Group. The Directors consider that the deviation from Code Provision C.2.1 is appropriate in such circumstances. Notwithstanding the above, the Board is of the view that this management structure is effective for the Group's operations and sufficient checks and balances are in place. The Directors are committed to achieving high standards of corporate governance with a view to safeguarding the interests of the Company and its shareholders as a whole. The Board will continue to review and consider segregating the roles of chairman of the Board and the chief executive officer of the Company at a time when it is appropriate and suitable by taking into account the circumstances of the Group as a whole.

COMPLIANCE WITH THE MODEL CODE FOR SECURITIES TRANSACTIONS

The Company has adopted the model code as set out in Appendix 10 to the Listing Rules (the "**Model Code**") to regulate the dealings of the Directors in the Group's securities. Upon specific enquiries made by the Company, all Directors have confirmed their compliance with the Model Code during the six months ended 30 June 2023.

PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S SHARES

The Company had not redeemed any of its securities during the six months ended 30 June 2023. Neither the Company nor any of its subsidiaries had purchased or sold any of the Company's securities during the six months ended 30 June 2023.

附加資料

守則條文第C.2.1條規定，董事會主席和行政總裁的角色應分開，並且不應由同一個人擔任。陳炳強先生（「**陳炳強先生**」）為董事會主席兼本公司行政總裁。由於陳炳強先生一直負責經營及管理本集團之日常職責，故董事會相信，在陳炳強先生於本集團業務方面之豐富經驗及知識支持下，由陳炳強先生同時兼任本公司主席及行政總裁之角色可加強穩固連貫之領導，從而達致有效業務規劃及決策並符合本集團之最佳利益。董事認為，於有關情況下偏離守則條文第C.2.1條屬恰當。儘管有上述情況，董事會認為該管理架構對本集團營運行之有效，並有足夠檢測及制衡。董事致力達致高水平企業管治，以保障本公司及其股東之整體利益。董事會將在適當時候並適當考慮本集團整體情況後，繼續檢討並考慮將董事會主席與本公司行政總裁的角色分開。

遵守進行證券交易的標準守則

本公司已採納上市規則附錄十所載之標準守則（「**標準守則**」），以規範董事買賣本集團的證券。經本公司作出具體查詢後，全體董事確認，彼等於截至二零二三年六月三十日止六個月內已遵守標準守則。

購買、出售或贖回本公司股份

截至二零二三年六月三十日止六個月，本公司未有贖回其任何證券。截至二零二三年六月三十日止六個月，本公司及其任何附屬公司概無購買或出售本公司任何證券。



ADDITIONAL INFORMATION

附加資料

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS 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 in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")), which were required (a) 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 they were taken or deemed to have under such provisions of the SFO); or (b) to be and were entered in the register required to be kept by the Company pursuant to section 352 of the SFO; or (c) as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code as set out in Appendix 10 to the Listing Rules, were as follows:

董事及主要行政人員於股份、相關股份及債權證中擁有的權益及淡倉

於二零二三年六月三十日，董事及本公司主要行政人員於本公司或其任何相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）之股份、相關股份及債權證中擁有須(a)根據證券及期貨條例第XV部第7及第8分部知會本公司及聯交所（包括根據證券及期貨條例之有關條文，被當作或視為擁有之權益及淡倉）；或(b)將記錄或已記錄於本公司根據證券及期貨條例第352條存置之登記冊；或(c)根據上市規則附錄十所載之標準守則須另行知會本公司及聯交所之權益及淡倉如下：

Name of Director(s)/ Chief executive	Capacity/ nature of interest	Relevant company (including associated corporation)	Number of Shares (Note 1)	Number of the underlying Shares	Approximate percentage of shareholding in the total issued share capital of the Company 佔本公司全部 已發行股本 概約股權百分比
董事／行政總裁姓名	身分／權益性質	相關公司（包括相聯法團）	股份數目 (附註1)	相關股份數目	概約股權百分比
Mr. Chen Bingqiang (Note 2) 陳炳強先生(附註2)	Interest of controlled corporation 於受控法團的權益	Sanvo Fine Chemicals Limited Sanvo Fine Chemicals Limited	314,000,000	—	73.45%
Mr. Ng Cheuk Lun (Note 3) 吳卓倫先生(附註3)	Beneficial owner 實益擁有人	N/A 不適用	—	4,000,000	0.94%

Notes:

- All the above Shares are held in long position.
- Sanvo Fine Chemicals Limited is wholly-owned by Mr. Chen Bingqiang. Mr. Chen Bingqiang is deemed to be interested in the 314,000,000 Shares held by Sanvo Fine Chemicals Limited pursuant to the SFO. Following the completion of the Bonus Issue and allotment and issue of the bonus shares on 18 July 2023, the number of shares held by Sanvo Fine Chemicals Limited was increased to 345,400,000 Shares. Mr. Chen Bingqiang is therefore deemed to be interested in the 345,400,000 Shares held by Sanvo Fine Chemicals Limited pursuant to the SFO.
- Following the (i) completion of the Bonus Issue and allotment and issue of the bonus shares on 18 July 2023; and (ii) adjustments made to the outstanding share options pursuant to the terms of the Amended 2019 Share Option Scheme, the number of underlying Shares that Mr. Ng Cheuk Lun is interested in was adjusted to 4,400,000.

附註：

- 上述所有股份均以好倉持有。
- Sanvo Fine Chemicals Limited由陳炳強先生全資擁有。根據證券及期貨條例，陳炳強先生被視為於Sanvo Fine Chemicals Limited持有之314,000,000股股份中擁有權益。於二零二三年七月十八日完成紅股發行以及配發及發行紅股後，Sanvo Fine Chemicals Limited持有的股份數目增加至345,400,000股股份。因此，根據證券及期貨條例，陳炳強先生被視為於Sanvo Fine Chemicals Limited持有的345,400,000股股份中擁有權益。
- 於(i)二零二三年七月十八日完成紅股發行以及配發及發行紅股後；及(ii)根據經修訂二零一九年購股權計劃之條款對尚未行使購股權作出之調整，吳卓倫先生擁有權益之相關股份數目調整至4,400,000股。

ADDITIONAL INFORMATION

SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN SHARES OR UNDERLYING SHARES

As at 30 June 2023, to the best knowledge of the Directors, the following interests and short position of 5% or more of the issued share capital of the Company were recorded in the register of interests required to be kept by the Company pursuant to Section 336 of the SFO:

Name of shareholder(s)	Capacity/nature of interest	Number and class of Shares (Note 1)	Approximate percentage of shareholding in the total issued share capital of the Company 佔本公司全部已發行股本概約股權百分比
股東姓名／名稱	身分／權益性質	股份數目及類別 (附註1)	
Sanvo Fine Chemicals Limited (Note 2)	Beneficial owner	314,000,000	73.45%
Sanvo Fine Chemicals Limited (附註2)	實益擁有人		
Ms. Liang Yinsheng (Note 3)	Interest of spouse	314,000,000	73.45%
梁銀生女士(附註3)	配偶權益		

Notes:

- All the above Shares are held in long position.
- Following the completion of the Bonus Issue and allotment and issue of the bonus shares on 18 July 2023, the number of shares held by Sanvo Fine Chemicals Limited was increased to 345,400,000 Shares.
- Ms. Liang Yinsheng, the spouse of Mr. Chen Bingqiang, is deemed to be interested in the 314,000,000 Shares held by Mr. Chen Bingqiang through his controlled corporation, Sanvo Fine Chemicals Limited. Following the completion of the Bonus Issue and allotment and issue of the bonus shares on 18 July 2023, Ms. Liang Yinsheng is therefore deemed to be interested in the 345,400,000 Shares held by Mr. Chen Bingqiang through his controlled corporation, Sanvo Fine Chemicals Limited.

Save as disclosed above, as at 30 June 2023, the Directors had not been notified by any persons who had interests or short positions in the shares or underlying shares which would fall to be disclosed to the Company pursuant to Division 2 and 3 of Part XV of the SFO, or as recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO.

附加資料

主要股東於股份或相關股份中擁有的權益及淡倉

於二零二三年六月三十日，就董事所深知，以下人士於本公司已發行股本中，擁有按照證券及期貨條例第336條本公司須存置之登記冊所記錄本公司已發行股本5%或以上權益及淡倉，載列如下：

附註：

- 上述所有股份均以好倉持有。
- 於二零二三年七月十八日完成紅股發行以及配發及發行紅股後，Sanvo Fine Chemicals Limited持有的股份數目增加至345,400,000股股份。
- 陳炳強先生之配偶梁銀生女士被視為於陳炳強先生透過其受控法團Sanvo Fine Chemicals Limited持有的314,000,000股股份中擁有權益。於二零二三年七月十八日完成紅股發行以及配發及發行紅股後，梁銀生女士因此被視為於陳炳強先生透過其受控法團Sanvo Fine Chemicals Limited持有的345,400,000股股份中擁有權益。

除上文所披露者外，於二零二三年六月三十日，董事並無接獲任何人士通知，表示其於本公司股份或相關股份中擁有權益或淡倉，而須根據證券及期貨條例第XV部第2及第3分部向本公司披露，或根據證券及期貨條例第336條記錄於本公司之登記冊。

ADDITIONAL INFORMATION

附加資料

SHARE SCHEMES

Share Option Scheme

The Company adopted a share option scheme on 13 December 2019 and, in order to align with the amendments to Chapter 17 of the Listing Rules taking effect from 1 January 2023, amended its terms on 30 June 2023 (the **"Amended 2019 Share Option Scheme"**). The principal terms of the Amended 2019 Share Option Scheme were summarised in the circular of the Company dated 13 June 2023.

Details of the movements of share options granted, exercised, cancelled or lapsed under the Amended 2019 Share Option Scheme during the six months ended 30 June 2023 are as follow:

Grantee	Position held within the Group	Date of grant	Exercise price	Exercisable period	As at 1 January 2023	Granted during the period	Exercised during the period	Cancelled during the period	Lapsed during the period	Balance as at 30 June 2023
承授人	於本集團擔任的職位	授出日期	行使價	行使期	於二零二三年一月一日	於期內授出	於期內行使	於期內註銷	於期內失效	於二零二三年六月三十日的結餘
Mr. Ng Cheuk Lun	Executive Director and company secretary	29 March 2023	HK\$1,234	From 29 March 2024 to 28 March 2033	0	2,000,000	0	0	0	2,000,000
吳卓倫先生	執行董事及公司秘書	二零二三年三月二十九日	1,234港元	自二零二四年三月二十九日至二零三三年三月二十八日						
		29 March 2023	HK\$1,234	From 29 March 2025 to 28 March 2033	0	2,000,000	0	0	0	2,000,000
		二零二三年三月二十九日	1,234港元	自二零二五年三月二十九日至二零三三年三月二十八日						
Certain employees	Employees of the Group	29 March 2023	HK\$1,234	From 29 March 2024 to 28 March 2033	0	7,840,000	0	0	0	7,840,000
若干僱員	本集團的僱員	二零二三年三月二十九日	1,234港元	自二零二四年三月二十九日至二零三三年三月二十八日						
			HK\$1,234	From 29 March 2025 to 28 March 2033	0	7,840,000	0	0	0	7,840,000
			1,234港元	自二零二五年三月二十九日至二零三三年三月二十八日						

On 30 June 2023, a bonus issue on the basis of one (1) bonus share for every ten (10) existing Shares held by the Shareholders whose names appeared on the register of members of the Company on 11 July 2023 (the **"Bonus Issue"**) was approved by passing a resolution by the Shareholders at annual general meeting of the Company, and 42,750,000 bonus Shares were allotted and issued pursuant to the Bonus Issue on 18 July 2023.

購股權

購股權計劃

本公司於二零一九年十二月十三日採納一項購股權計劃，為符合自二零二三年一月一日起生效的上市規則第17章的修訂，於二零二三年六月三十日修訂其條款（「**經修訂二零一九年購股權計劃**」）。經修訂二零一九年購股權計劃的主要條款概述於本公司日期為二零二三年六月十三日的通函。

截至二零二三年六月三十日止六個月，根據經修訂二零一九年購股權計劃授出、行使、註銷或失效的購股權變動詳情如下：

於二零二三年六月三十日，股東於本公司股東週年大會上通過決議案批准按於二零二三年七月十一日名列本公司股東名冊之股東每持有十(10)股現有股份獲發一(1)股紅股之基準進行紅股發行（「**紅股發行**」），並於二零二三年七月十八日根據紅股發行配發及發行42,750,000股紅股。

ADDITIONAL INFORMATION

附加資料

Pursuant to the terms of the Amended 2019 Share Option Scheme, the Bonus Issue led to adjustments to the exercise price and the number of the Shares which may fall to be issued upon exercise of the outstanding share options. The exercise price of the share options granted under the Amended 2019 Share Option Scheme and the number of Shares to be allotted and issued upon full exercise of the subscription rights attaching to the 19,680,000 outstanding share options were adjusted in the following manner as a result of the Bonus Issue:

根據經修訂二零一九年購股權計劃之條款，紅股發行導致對行使價及尚未行使購股權獲行使時可予發行之股份數目作出調整。根據經修訂二零一九年購股權計劃授出之購股權之行使價及19,680,000份尚未行使購股權所附帶之認購權獲悉數行使時將予配發及發行之股份數目因紅股發行而按以下方式調整：

Date of grant	Original exercise price per Share (HK\$)	Before completion of the Bonus Issue original number of Shares to be allotted and issued upon exercise in full of the outstanding share options 於紅股發行完成前因悉數行使尚未行使購股權而將予配發及發行之原有股份數目	Adjusted exercise price per Share (HK\$)	Upon completion of the Bonus Issue adjusted number of Shares to be allotted and issued upon exercise in full of the outstanding share options 於紅股發行完成後因悉數行使尚未行使購股權而將予配發及發行之經調整股份數目
授出日期	原有每股行使價 (港元)		經調整每股行使價 (港元)	
29 March 2023 二零二三年三月二十九日	1.234	19,680,000	1.122	21,648,000

Share Award Scheme

The Company has adopted a share award scheme on 30 June 2023 (the "2023 Share Award Scheme"). The principal terms of the 2023 Share Award Scheme were summarised in the circular of the Company dated 13 June 2023.

During the six months ended 30 June 2023, no any award was granted pursuant to the 2023 Share Award Scheme.

股份獎勵計劃

本公司已於二零二三年六月三十日採納股份獎勵計劃（「二零二三年股份獎勵計劃」）。二零二三年股份獎勵計劃的主要條款概述於本公司日期為二零二三年六月十三日的通函。

截至二零二三年六月三十日止六個月，概無根據二零二三年股份獎勵計劃授出任何獎勵。



ADDITIONAL INFORMATION

DIRECTORS' RIGHT TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed in this report, at no time during the six months ended 30 June 2023 was the Company, its holding company, fellow subsidiaries or subsidiaries a party to any arrangements to enable the Directors to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate, and none of the Directors, or any of their spouse or children under the age of 18, had any right to subscribe for equity or debt securities of the Company or any other body corporate or had exercised any such right.

PARTICULARS OF THE DIRECTORS' SERVICE CONTRACTS

As at 30 June 2023, none of the Directors had entered or was proposing to enter into a service contract with the Company or any member of the Group which is not determinable within one year without payment or compensation (other than statutory compensation).

DIRECTORS' INTERESTS IN COMPETING BUSINESS

During the six months ended 30 June 2023, none of the Directors or their respective close associates (other than members of the Group) has any interest in a business, apart from the business of the Group, which competes or likely compete, either directly or indirectly, with the business of the Group which would require disclosure under Rule 8.10 of the Listing Rules.

DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS OF SIGNIFICANCE

Save as disclosed in this report, neither the Directors nor any entity connected with the Directors had a material interests, whether directly or indirectly, in any transactions, arrangements or contracts of significance to which the Company, its holding company, or any of its subsidiaries or fellow subsidiaries was a party subsisting during or at the end of the six months ended 30 June 2023.

附加資料

董事收購股份或債權證之權利

除本報告所披露者外，截至二零二三年六月三十日止六個月之任何時候，本公司或其控股公司或同系附屬公司或附屬公司並無作為任何安排的一方，以使董事有權獲得通過購買本公司或任何其他法人團體的股份或債權證獲得利益的權利，而董事、或其各自之配偶或十八歲以下之子女概無擁有任何認購本公司或其任何法人團體之股本或債務證券之權利，亦未曾行使任何此等權利。

董事服務合約詳情

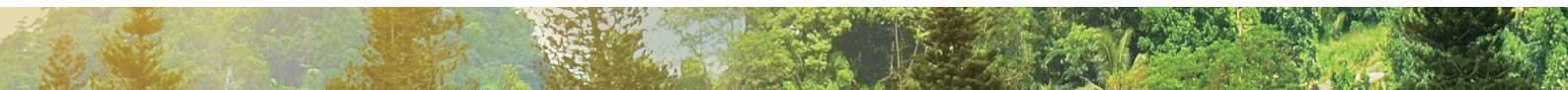
於二零二三年六月三十日，概無董事與本公司或本集團任何成員公司訂立或擬訂立不可於一年內免付賠償(法定賠償除外)予以終止之服務合約。

董事於競爭業務中之權益

截至二零二三年六月三十日止六個月，概無董事或其各自之密切聯繫人(本集團成員公司除外)於根據上市規則第8.10條須予披露與本集團業務競爭或可能直接或間接競爭的業務(本集團業務除外)中擁有任何權益。

董事於重大交易、安排或合約中之權益

除本報告所披露者外，概無董事或任何與彼等有關連之實體於本公司、其控股公司或其任何附屬公司或同系附屬公司為訂約方且於截至二零二三年六月三十日止六個月內或結束時仍然生效之任何重大交易、安排或合約中直接或間接擁有重大利益。



ADDITIONAL INFORMATION

CHANGE IN INFORMATION OF THE DIRECTORS

During the six months ended 30 June 2023, there were no material changes of the information of the Directors that required to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules.

SIGNIFICANT INVESTMENT, MATERIAL ACQUISITIONS AND DISPOSALS OF THE SUBSIDIARIES AND ASSOCIATED COMPANIES

During the six months ended 30 June 2023 and up to the date of this report, the Group did not hold any significant investment and had no material acquisition or disposal of its subsidiaries and associated companies.

EVENT AFTER THE REPORTING PERIOD

The Company completed a bonus issue of Shares on 18 July 2023 and 42,750,000 bonus shares were allotted and issued by the Company on the basis of one (1) bonus share for every ten (10) existing Shares held by the qualifying shareholders on 11 July 2023. Details of the Bonus Issue were set out in the circular of the Company dated 30 May 2023.

PUBLICATION OF THE INTERIM REPORT

This interim report will be published on the website of each of the Stock Exchange (www.hkexnews.com.hk) and the Company (www.sanvo.com) and will be dispatched to the shareholders of the Company in due course.

By Order of the Board

SANVO Fine Chemicals Group Limited

Chen Bingqiang

Chairman

Hong Kong, 30 August 2023

附加資料

董事資料之變動

截至二零二三年六月三十日止六個月，根據上市規則第13.51B(1)條要求披露的董事資料並無重大變動。

重大投資、附屬公司及聯屬公司重大收購及出售

截至二零二三年六月三十日止六個月及直至本報告日期，本集團並無持有任何重大投資，亦無重大收購或出售其附屬公司及聯屬公司。

報告期後重大事項

本公司於二零二三年七月十八日完成紅股發行，並已於二零二三年七月十一日按合資格股東每持有十(10)股現有股份獲發一(1)股紅股之基準配發及發行42,750,000股紅股股份。有關紅股發行之詳情載於本公司日期為二零二三年五月三十日之通函。

中期報告之刊發

本中期報告將會刊載於聯交所網站(www.hkexnews.com.hk)及本公司網站(www.sanvo.com)，及將於適當時候寄發予本公司各股東。

承董事會命

三和精化集團有限公司

陳炳强

主席

香港，二零二三年八月三十日



CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the six months ended 30 June 2023

簡明綜合全面收益表

截至二零二三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	
			2023	2022
			二零二三年	二零二二年
			Unaudited	Unaudited
			未經審計	未經審計
			RMB'000	RMB'000
			人民幣千元	人民幣千元
	Notes	附註		
Revenue				
Cost of sales	5	收益	520,243	461,262
		銷售成本	(364,090)	(331,568)
Gross profit		毛利	156,153	129,694
Other income and gains	5	其他收入及收益	3,578	4,883
Selling and distribution expenses		銷售及經銷開支	(71,598)	(60,244)
Administrative expenses		行政開支	(61,662)	(55,174)
Reversal of impairment losses on trade receivables, net		貿易應收款項減值虧損撥回淨額	294	–
Finance costs	6	融資成本	(4,218)	(5,108)
Profit before income tax	7	除所得稅前溢利	22,547	14,051
Income tax expense	8	所得稅開支	(2,843)	(4,362)
Profit for the period attributable to the owners of the Company		本公司擁有人應佔 期內溢利	19,704	9,689
Other comprehensive loss, net of tax		其他全面虧損，扣除稅項後		
Item that will not be reclassified subsequently to profit or loss:		其後不會重新分類至損益之項目：		
Exchange differences arising on translation		換算產生之匯兌差額	(606)	(3,600)
Total comprehensive income for the period attributable to the owners of the Company		本公司擁有人應佔 期內全面收益總額	19,098	6,089
Earnings per share attributable to the owners of the Company		本公司擁有人應佔每股盈利		(restated)
				(經重列)
Basic and diluted (RMB cents)	10	基本及攤薄(人民幣分)	4.2	2.1

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 30 June 2023

簡明綜合財務狀況表

於二零二三年六月三十日

	Notes 附註	As at 30 June 2023 於 二零二三年 六月 三十日 Unaudited 未經審計 RMB'000 人民幣千元	As at 31 December 2022 於 二零二二年 十二月 三十一日 Audited 經審計 RMB'000 人民幣千元
ASSETS AND LIABILITIES			
Non-current assets			
Property, plant and equipment	11	314,760	297,596
Right-of-use assets		167,534	168,525
Prepayments for acquisition of property, plant and equipment	12	6,853	8,271
Deferred tax assets		502	502
		489,649	474,894
Current assets			
Inventories		106,811	88,698
Trade and bills receivables, other receivables and prepayments	12	126,825	103,921
Pledged bank deposits	13	23,461	31,349
Cash and cash equivalents	13	38,453	90,500
		295,550	314,468
Current liabilities			
Trade and bills payables, accruals, contract liabilities and other payables	14	295,060	312,487
Lease liabilities		4,549	7,369
Interest-bearing bank borrowings	15	116,794	141,372
Other borrowings	16	36,105	3,583
Tax payables		6,229	3,204
		458,737	468,015
Net current liabilities		(163,187)	(153,547)
Total assets less current liabilities		326,462	321,347
Non-current liabilities			
Lease liabilities		9,885	10,432
Interest-bearing bank borrowings	15	67,707	81,117
Deferred income		5,474	5,494
Deferred tax liabilities		2,650	2,656
		85,716	99,699
Net assets		240,746	221,648
CAPITAL AND RESERVES			
Share capital	17	3,792	3,792
Reserves		236,954	217,856
Total equity		240,746	221,648

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the six months ended 30 June 2023

簡明綜合權益變動表

截至二零二三年六月三十日止六個月

		Share capital 股本	Share premium 股份溢價	Capital reserve 資本儲備	Translation reserve 匯兌儲備	Other reserves 其他儲備	Retained earnings 保留盈利	Total equity 權益總額
		RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元	RMB'000 人民幣千元
Balance at 1 January 2023 (Audited)	於二零二三年一月一日之結餘(經審計)	3,792	64,977	33,184	(3,592)	47,341	75,946	221,648
Profit for the period	期內溢利	-	-	-	-	-	19,704	19,704
Other comprehensive income: Exchange differences arising on translation	其他全面收益： 換算產生之匯兌差額	-	-	-	(606)	-	-	(606)
Total comprehensive income for the period	期內全面收益總額	-	-	-	(606)	-	19,704	19,098
Appropriation to safety reserve	轉撥至安全儲備	-	-	-	-	12,736	(12,736)	-
Utilisation of safety reserve	動用安全儲備	-	-	-	-	(1,806)	1,806	-
Balance at 30 June 2023 (Unaudited)	於二零二三年六月三十日之結餘(未經審計)	3,792	64,977	33,184	(4,198)	58,271	84,720	240,746
Balance at 1 January 2022 (Audited)	於二零二二年一月一日之結餘(經審計)	3,792	75,932	33,184	761	38,071	80,724	232,464
Profit for the period	期內溢利	-	-	-	-	-	9,689	9,689
Other comprehensive income: Exchange differences arising on translation	其他全面收益： 換算產生之匯兌差額	-	-	-	(3,600)	-	-	(3,600)
Total comprehensive income for the period	期內全面收益總額	-	-	-	(3,600)	-	9,689	6,089
Appropriation to safety reserve	轉撥至安全儲備	-	-	-	-	2,520	(2,520)	-
Utilisation of safety reserve	動用安全儲備	-	-	-	-	(1,429)	1,429	-
Appropriation to statutory surplus reserve	轉撥至法定盈餘儲備	-	-	-	-	182	(182)	-
2021 final dividend	二零二一年末期股息	-	(10,486)	-	-	-	-	(10,486)
Balance at 30 June 2022 (Unaudited)	於二零二二年六月三十日之結餘(未經審計)	3,792	65,446	33,184	(2,839)	39,344	89,140	228,067

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

For the six months ended 30 June 2023

簡明綜合現金流量表

截至二零二三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	
		2023	2022
		二零二三年	二零二二年
		Unaudited	Unaudited
		未經審計	未經審計
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Cash flows from operating activities	經營活動之現金流量		
Cash generated from operations	營運所得現金	(27,171)	13,730
Income tax paid	已付所得稅	176	(5,851)
Net cash (used in)/generated from operating activities	經營活動(所用)/所得現金淨額	(26,995)	7,879
Cash flows from investing activities	投資活動之現金流量		
Bank interest received	已收銀行利息	732	791
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備之所得款項	263	—
Payments for acquisition of property, plant and equipment	收購物業、廠房及設備之付款	(18,257)	(14,511)
Decrease in pledged bank deposits	已抵押銀行存款減少	7,888	28,580
Net cash (used in)/generated from investing activities	投資活動(所用)/所得現金淨額	(9,374)	14,860
Cash flows from financing activities	融資活動之現金流量		
Proceeds from interest-bearing bank borrowings	計息銀行借款之所得款項	92,889	108,075
Repayments of interest-bearing bank borrowings	償還計息銀行借款	(92,577)	(69,168)
Repayments of other borrowings	償還其他借款	(5,778)	(6,399)
Payment of lease liabilities	租賃負債付款	(3,586)	(1,449)
Interest paid	已付利息	(6,020)	(5,765)
Net cash (used in)/generated from financing activities	融資活動(所用)/所得現金淨額	(15,072)	25,294
Net (decrease)/increase in cash and cash equivalents	現金及現金等價物(減少)/增加淨額	(51,441)	48,033
Cash and cash equivalents at beginning of the period	期初現金及現金等價物	90,500	17,927
Effect of foreign exchange rate changes	匯率變動之影響	(606)	(3,600)
Cash and cash equivalents at end of the period	期末現金及現金等價物	38,453	62,360

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 June 2023

1. CORPORATE INFORMATION

SANVO Fine Chemicals Group Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) was incorporated as an exempted company and registered in the Cayman Islands with limited liability under the Companies Law Chapter 22 of the Cayman Islands on 12 April 2018. The registered office of the Company is located at 71 Fort Street, PO Box 500, George Town Grand Cayman KY1-1106, Cayman Islands. The Company's headquarters and principal place of business in the People's Republic of China (the “**PRC**”) is located at Dacen Industrial Park, Huangpu District, Zhongshan City, Guangdong, the PRC and the Company's principal place of business in Hong Kong is located at 5/F., 349 Hennessy Road, Wanchai, Hong Kong. The shares of the Company were listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) on 16 January 2020 (the “**Listing Date**”) (the “**Listing**”).

The Company is an investment holding company. The principal activities of the Group are researching, developing, manufacturing and sales of construction materials and automotive maintenance industrial chemical products in the PRC.

2. BASIS OF PREPARATION

These condensed consolidated financial statements have been prepared in accordance with the applicable disclosure provisions of the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”), including compliance with International Accounting Standard (“**IAS**”) 34 *Interim Financial Reporting* issued by the International Accounting Standards Board (the “**IASB**”). It was authorised for issue on 30 August 2023.

The condensed consolidated financial statements have been prepared on the historical cost basis.

These condensed consolidated financial statements have been prepared in accordance with the same accounting policies adopted in the 2022 annual financial statements.

The preparation of the condensed consolidated financial statements in conformity with IAS 34 requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses on a year to date basis. Actual results may differ from these estimates.

簡明綜合財務報表附註

截至二零二三年六月三十日止六個月

1. 公司資料

三和精化集團有限公司(「**本公司**」，與其附屬公司統稱為「**本集團**」)於二零一八年四月十二日註冊成立為獲豁免公司，並根據開曼群島第22章公司法於開曼群島註冊為有限公司。本公司之註冊辦事處位於71 Fort Street, PO Box 500, George Town Grand Cayman KY1-1106, Cayman Islands。本公司之總部及中華人民共和國(「**中國**」)主要營業地點位於中國廣東中山市黃圃鎮大岑工業區，而本公司之香港主要營業地點位於香港灣仔軒尼詩道349號5樓。本公司股份於二零二零年一月十六日(「**上市日期**」)於香港聯合交易所有限公司(「**聯交所**」)主板上市(「**上市**」)。

本公司為投資控股公司。本集團之主要業務為於中國研究、開發、製造及銷售建材及汽車修護化工產品。

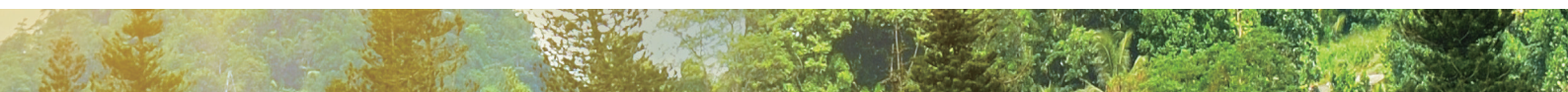
2. 編製基準

該等簡明綜合財務報表已按照聯交所證券上市規則(「**上市規則**」)之適用披露條文規定編製，並遵守(當中包括)國際會計準則理事會(「**國際會計準則理事會**」)頒佈之國際會計準則(「**國際會計準則**」)第34號中期財務報告的準則。本中期財務報告於二零二三年八月三十日獲授權刊發。

簡明綜合財務報表按歷史成本基準編製。

編製該等簡明綜合財務報表所採納之會計政策與二零二二年之年度財務報表所採納者一致。

為遵照國際會計準則第34號編製簡明綜合財務報表，管理層需作出判斷、估計及假設，而該等判斷、估計及假設會影響年初至今政策之應用和資產及負債、收入與開支之呈報數額。實際結果可能有別於該等估計。



NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 June 2023

2. BASIS OF PREPARATION — continued

These condensed consolidated financial statements contain condensed consolidated financial statements and selected explanatory notes. The notes include an explanation of events and transactions that are significant to an understanding of the changes in financial position and performance of the Group since the 2022 annual financial statements. The condensed consolidated financial statements and notes thereon do not include all of the information required for full set of financial statements prepared in accordance with International Financial Reporting Standards ("IFRSs").

The financial information relating to the financial year ended 31 December 2022 that is included in the condensed consolidated financial statements as comparative information does not constitute the Company's annual consolidated financial statements for that financial year but is derived from those financial statements.

The condensed consolidated financial statements have not been audited.

Going concern assumption

In preparing the condensed consolidated financial statements, the Directors have considered the Group's sources of liquidity and believe that adequate funding is available to fulfill the Group's debt obligations and capital expenditure requirements. Accordingly, the consolidated financial statements have been prepared on a basis that the Group will be able to continue as a going concern.

簡明綜合財務報表附註

截至二零二三年六月三十日止六個月

2. 編製基準 — 續

該等簡明綜合財務報表載有簡明綜合財務報表及經選定說明附註。附註包括對了解本集團自二零二二年之年度財務報表以來之財務狀況及表現變動而言屬重大之事件及交易說明。簡明綜合財務報表及其附註並不包括根據國際財務報告準則(「國際財務報告準則」)編製完整財務報表規定之一切所需資料。

簡明綜合財務報表所載作為比較資料之截至二零二二年十二月三十一日止財政年度之財務資料並不構成本公司於該財政年度的年度綜合財務報表，惟摘錄自該等財務報表。

簡明綜合財務報表未經審計。

持續經營之假設

在編製簡明綜合財務報表時，董事已考慮本集團之流動資金來源，相信本集團有充足的資金履行債務責任和滿足資本性支出的需要。因此，綜合財務報表以本集團持續經營為基礎編製。



NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 June 2023

2. BASIS OF PREPARATION — continued

Going concern assumption — continued

The Group has net current liabilities of approximately RMB163,187,000 as at 30 June 2023. This condition indicates an uncertainty exists that may cast significant doubt on the Group's ability to continue as a going concern. Therefore, the Group may not be able to realise its assets and discharge its liabilities in the normal course of business. Management closely monitors the Group's financial performance and liquidity position. A number of measures have been put in place to improve the financial position and alleviate the liquidity pressure, which include taking stringent cost controls aiming at improving the working capital and cash flow position of the Group, and equity fund raising. As at 30 June 2023, the Group had unutilised banking facilities of approximately RMB66,110,000 and obtained a letter of intent from a licensed financial institution to provide a line of credit of HK\$250,000,000 (equivalent to approximately RMB230,000,000) to the Group. Also, Mr. Ernest Chen, the controlling shareholder and an executive director, has undertaken to provide continuing financial support in order to maintain the Group as a going concern.

Taking into account the above consideration and measures, the Directors are satisfied that the Group will be able to meet their financial obligations when they fall due. Accordingly, the Directors are of the opinion that it is appropriate to prepare the condensed consolidated financial statements on a going concern basis.

簡明綜合財務報表附註

截至二零二三年六月三十日止六個月

2. 編製基準 — 續

持續經營之假設 — 續

於二零二三年六月三十日，本集團已錄得流動負債淨值為約人民幣163,187,000元。該狀況說明存在不確定性，或會使本集團持續經營的能力遭到重大懷疑。因此，本集團或會未能於正常業務過程中變現資產及清償負債。管理層密切監察本集團財務表現以及資金流動狀況。為改善財務狀況及減輕資金流動壓力，本集團已採取多種措施，包括嚴格控制成本，旨在改善本集團經營資金及現金流量狀況及股權融資。於二零二三年六月三十日，本集團之未動用銀行融資約為人民幣66,110,000元並已取得一間持牌金融機構的意向書，可向本集團提供250,000,000港元（相當於約人民幣230,000,000元）的信貸額度。此外，控股股東及執行董事陳炳強先生已承諾提供持續財務支持，以維持本集團持續經營。

計及上述考慮及措施，董事信納本集團於財務義務到期時將能夠履行財務義務。因此，董事認為，以持續經營為基準編製的簡明綜合財務報表屬適當。



NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 June 2023

2. BASIS OF PREPARATION — continued

Going concern assumption — continued

Should the Group be unable to continue in business as a going concern, adjustments would have to be made to write down the carrying amounts of assets to their recoverable amounts, to reclassify non-current assets and non-current liabilities as current assets and current liabilities respectively, and to provide for any further liabilities which may arise. The effect of these adjustments has not been reflected in the condensed consolidated financial statements.

3. ADOPTION OF NEW OR REVISED IFRSs

The IASB has issued a number of new and revised IFRSs which became effective during the six months ended 30 June 2023. In preparing the condensed consolidated financial statements, the Group has applied all these new and revised IFRSs which are effective for the Group's accounting period beginning on or after 1 January 2023.

IAS 1 and IFRS Practice Statement 2 Amendments	Disclosure of Accounting Policies
IAS 8 Amendments	Definition of Accounting Estimates
IAS 12 Amendments	Deferred Tax related to Assets and Liabilities arising from a Single Transaction
IAS 12 Amendments	Income Taxes: International tax reform – Pillar Two model rules
IFRS 17	Insurance Contracts

The application of these new and revised to IFRSs in the current interim period has had no material impact on the Group's financial performance and positions for the current or 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

截至二零二三年六月三十日止六個月

2. 編製基準 — 續

持續經營之假設 — 續

倘本集團未能按持續經營基準經營業務，將會作出調整以資產的賬面值撇減至可收回金額，及將非流動資產及非流動負債分別重新分類為流動資產及流動負債，以就可能產生之任何進一步負債作出撥備。該等調整的成效尚未於簡明綜合財務報表中體現。

3. 採納新訂或經修訂國際財務報告準則

國際會計準則理事會已頒佈多項新訂及經修訂國際財務報告準則，該等準則於截至二零二三年六月三十日止六個月生效。編製簡明綜合財務報表時，本集團已應用所有該等新訂及經修訂國際財務報告準則，該等準則於本集團在二零二三年一月一日或之後開始之會計期間生效。

國際會計準則第1號及國際財務報告準則實務報告第2號(修訂本)	會計政策之披露
國際會計準則第8號(修訂本)	會計估計之定義
國際會計準則第12號(修訂本)	與單一交易產生之資產及負債有關的遞延稅項
國際會計準則第12號(修訂本)	所得稅：國際稅務改革 — 第二支柱範本規則
國際財務報告準則第17號	保險合約

於當前中期期間應用該等新訂及經修訂國際財務報告準則對本集團於當前或過往期間之財務表現及狀況及／或該等簡明綜合財務報表所載之披露並無重大影響。



NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 June 2023

3. ADOPTION OF NEW OR REVISED IFRSs — continued

At the date of authorisation of the condensed consolidated financial statements, the Group has not early adopted any new and revised IFRSs that have been issued but are not yet effective for the current period. The Group has already commenced an assessment of the related impact of adopting the new and revised IFRSs. So far, the Directors have concluded that the new and revised IFRSs will be adopted at the respective effective dates and the adoption of them is unlikely to have a significant impact on the Group's consolidated financial position and consolidated financial performance.

4. SEGMENT INFORMATION

The Group has three reportable segments which are the Group's strategic business units, as follows:

Aerosols	Sales of spray paints and automotive care products, including spray paint, carburetor cleaner, spray wax, anti-rust spray lubricant, polyurethane foam, cleaning spray and spray refrigerant for automobile air-conditioners
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Organic silicone adhesives	Sales of product series, which are all silicone-based adhesives
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Synthetic adhesive	Sales of several product series, which are all multi-purpose contact adhesives
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Information about strategic business units of other operating segments that are not reportable in accordance with IFRS 8 *Operating Segments* are consolidated and disclosed in "All other segments".

簡明綜合財務報表附註

截至二零二三年六月三十日止六個月

3. 採納新訂或經修訂國際財務報告準則 — 續

於簡明綜合財務報表授權日期，本集團並無提早採納任何已頒佈但尚未於當前期間生效之新訂及經修訂國際財務報告準則。本集團已開始評估採納新訂及經修訂國際財務報告準則之相關影響。迄今為止，董事認為新訂及經修訂國際財務報告準則將於各生效日期採納，而其採納不可能對本集團之綜合財務狀況及綜合財務表現造成重大影響。

4. 分部資料

本集團有三個可呈報分部，均為本集團策略業務單位，載列如下：

氣霧劑	銷售噴漆及汽車護理產品，包括噴漆、化油器清洗劑、噴蠟、抗銹噴霧潤滑劑、發泡劑、清潔噴霧及汽車空調專用噴霧製冷劑
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有機矽膠粘劑	銷售產品系列，均為矽膠粘劑
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合成膠粘劑	銷售數個產品系列，均為多用途膠粘劑
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根據國際財務報告準則第8號經營分部並不屬可呈報分部之其他營運分部之策略業務單位相關資料已綜合入賬及於「所有其他分部」中披露。



NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 June 2023

4. SEGMENT INFORMATION — continued

These strategic business units offer different products, and are managed separately because they require different technology and marketing strategies. For each of the strategic business units, the executive Directors, who are the chief operating decision makers of the Group ("CODM") during the period, review internal management reports on a monthly basis. There was no aggregation of operating segments in arriving at the reportable segments of the Group.

(a) Segment results

For the purposes of assessing segment performance and allocating resources between segments, the CODM monitors the results attributable to each reportable segment on the following basis:

Segment profit represents the gross profit earned by each segment without allocation of central administration expenses (including emoluments of Directors and senior management), selling and distribution expenses, other income and gains and finance costs. This is the measure reported to the Group's CODM for the purposes of resource allocation.

The CODM reviews the Group's assets and liabilities as a whole without allocation to each segment. In their opinion, all strategic business units consume similar materials and their products are produced by same machinery and equipment and then they are sold to same customers. As a result, it is not necessary to monitor the assets and liabilities under different segments. No segment information on assets and liabilities is presented accordingly.

簡明綜合財務報表附註

截至二零二三年六月三十日止六個月

4. 分部資料 — 續

該等策略業務單位提供不同產品，並單獨管理，原因為該等單位需要不同技術及市場推廣策略。就各項策略業務單位而言，執行董事（於期內身兼本集團主要營運決策者（「主要營運決策者」））每月審閱內部管理報告。於達致本集團之可呈報分部時，並無合併計算經營分部。

(a) 分部業績

在評估分部表現及分配分部間資源時，主要營運決策者按以下基準監察各個可呈報分部應佔業績：

分部溢利指在並無分配中央管理開支（包括董事及高級管理層酬金）、銷售及經銷開支、其他收入及收益以及融資成本之情況下各分部賺取之毛利。此乃就資源分配而向本集團主要營運決策者呈報之計量方法。

主要營運決策者審閱本集團整體的資產及負債，而並無將資產及負債分配至每一個分部。由於彼等認為所有策略業務分部耗用相似材料及其產品由相同機器及設備生產及出售予相同客戶，故此毋須監察不同分部下的資產及負債，因而並無呈列資產及負債之分部資料。



NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 June 2023

4. SEGMENT INFORMATION — continued

(a) Segment results — continued

During the six months ended 30 June 2023 and 2022, the Group generated revenue primarily from the sale of three categories of products under these segments. The following table sets out the breakdown of the revenue and segment profit by reportable segment:

		Organic silicone adhesives			Synthetic adhesive	Total
		Aerosols 氣霧劑	有機矽膠粘劑		合成膠粘劑	總計
		RMB'000 人民幣千元	RMB'000 人民幣千元		RMB'000 人民幣千元	RMB'000 人民幣千元
For the six months ended 30 June 2023 (Unaudited)	截至二零二三年六月三十日 止六個月(未經審計)					
Revenue from external customers and reportable segment revenue — Point in time	來自外部客戶之收益及 可呈報分部收益 — 時點	333,578	86,946		31,693	452,217
Reportable segment profit	可呈報分部溢利	107,837	22,627		9,135	139,599
For the six months ended 30 June 2022 (Unaudited)	截至二零二二年六月三十日 止六個月(未經審計)					
Revenue from external customers and reportable segment revenue — Point in time	來自外部客戶之收益及 可呈報分部收益 — 時點	273,406	107,267		28,179	408,852
Reportable segment profit	可呈報分部溢利	89,721	21,546		6,638	117,905

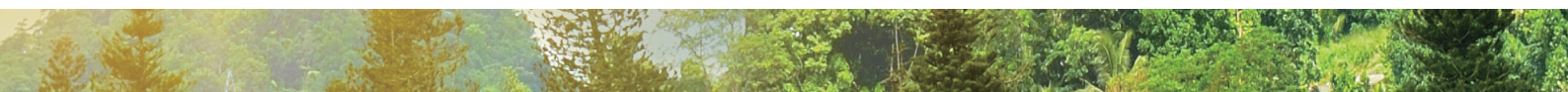
簡明綜合財務報表附註

截至二零二三年六月三十日止六個月

4. 分部資料 — 續

(a) 分部業績 — 續

截至二零二三年及二零二二年六月三十日止六個月，本集團主要在該等分部下銷售三類產品產生收益。下表載列按可呈報分部劃分之收益及分部溢利明細：



NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 June 2023

4. SEGMENT INFORMATION — continued

(b) Reconciliations of reportable segment revenue and profit before income tax

A reconciliation of segment revenue to total revenue is presented as follows:

		Six months ended 30 June	
		截至六月三十日止六個月	
		2023	2022
		二零二三年	二零二二年
		Unaudited	Unaudited
		未經審計	未經審計
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Total reportable segment revenue	可呈報分部收益總額	452,217	408,852
All other segments revenue (Note)	所有其他分部收益(附註)	68,026	52,410
Total revenue	總收益	520,243	461,262

A reconciliation of segment result to profit before income tax is presented as follows:

		Six months ended 30 June	
		截至六月三十日止六個月	
		2023	2022
		二零二三年	二零二二年
		Unaudited	Unaudited
		未經審計	未經審計
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Total of reportable segment profit	可呈報分部溢利總額	139,599	117,905
All other segments profit (Note)	所有其他分部溢利(附註)	16,554	11,789
Other income and gains	其他收入及收益	3,578	4,883
Selling and distribution expenses	銷售及經銷開支	(71,598)	(60,244)
Administrative expenses	行政開支	(61,662)	(55,174)
Reversal of impairment losses on trade receivables, net	貿易應收款項減值虧損撥回淨額	294	—
Finance costs	融資成本	(4,218)	(5,108)
Profit before income tax	除所得稅前溢利	22,547	14,051

Note: Segment revenue and segment profit from other segments represent the sales of architectural coatings, oil products, wood paints and others.

簡明綜合財務報表附註

截至二零二三年六月三十日止六個月

4. 分部資料 — 續

(b) 可呈報分部收益與除所得稅前溢利之對賬

分部收益與總收益之對賬呈列如下：

分部業績與除所得稅前溢利之對賬呈列如下：

附註：其他分部之分部收益及分部溢利指銷售建築塗料、油品、木器漆及其他。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 June 2023

4. SEGMENT INFORMATION — continued

(c) Geographical information

The Company is an investment holding company. As the principal place of the Group's operation is in the PRC, which is considered as the Group's country of domicile for the disclosure purpose of IFRS 8. Substantial of the Group's non-current assets are located in the PRC as at 30 June 2023 and 31 December 2022. The following table provides an analysis of the Group's revenue generated from external customers by geographical market.

		Six months ended 30 June	
		截至六月三十日止六個月	
		2023	2022
		二零二三年	二零二二年
		Unaudited	Unaudited
		未經審計	未經審計
		RMB'000	RMB'000
		人民幣千元	人民幣千元
The PRC	中國	505,154	447,865
Australia	澳洲	14,372	12,340
Other countries	其他國家	717	1,057
		520,243	461,262

(d) Information about major customers

No revenue from a single external customer accounted for 10% or more of the Group's revenue for the six months ended 30 June 2023 and 2022.

簡明綜合財務報表附註

截至二零二三年六月三十日止六個月

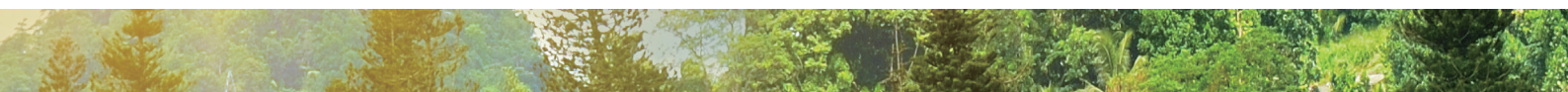
4. 分部資料 — 續

(c) 地理資料

本公司為投資控股公司。由於本集團之主要營業地點為中國，就國際財務報告準則第8號之披露要求而言，中國被視為本集團註冊地。於二零二三年六月三十日及二零二二年十二月三十一日，本集團大部分非流動資產位於中國。下表提供本集團按地區市場劃分自外部客戶產生之收益分析。

(d) 有關主要客戶的資料

截至二零二三年及二零二二年六月三十日止六個月，概無來自單一外部客戶之收益佔本集團收益的10%或以上。



NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 June 2023

5. REVENUE AND OTHER INCOME AND GAINS

Revenue from the Group's principal activities, represents revenue derived from the sales of hardware and building materials and automotive maintenance industrial chemical products. Revenue and other income and gains recognised during the six months ended 30 June 2023 and 2022 are as follows:

		Six months ended 30 June 截至六月三十日止六個月	
		2023 二零二三年 Unaudited 未經審計	2022 二零二二年 Unaudited 未經審計
		RMB'000 人民幣千元	RMB'000 人民幣千元
Revenue (Note)	收益(附註)	520,243	461,262
Other income and gains	其他收入及收益		
Bank interest income	銀行利息收入	732	791
Rental income	租金收入	26	593
Unconditional government subsidies	政府無條件補助	2,309	2,176
Gain on disposal of property, plant and equipment	出售物業、廠房及設備之收益	26	–
Sundry income	雜項收入	485	1,323
		3,578	4,883

Note: Disaggregation of revenue from contracts with customers by major categories of products is disclosed in Note 4.

附註：按主要產品分類劃分之來自客戶合約收益之拆細於附註4披露。

6. FINANCE COSTS

		Six months ended 30 June 截至六月三十日止六個月	
		2023 二零二三年 Unaudited 未經審計	2022 二零二二年 Unaudited 未經審計
		RMB'000 人民幣千元	RMB'000 人民幣千元
Interest on interest-bearing bank borrowings	計息銀行借款之利息	5,103	4,850
Interest on other borrowings	其他借款之利息	917	915
Interest on lease liabilities	租賃負債之利息	214	751
Less: interest capitalised into property, plant and equipment (Note)	減：已於物業、廠房及設備資本化之利息(附註)	(2,016)	(1,408)
		4,218	5,108

Note: During the six months ended 30 June 2023, the finance costs have been capitalised at an effective interest rate of 5.62% (six months ended 30 June 2022: 6.38%) per annum.

附註：於截至二零二三年六月三十日止六個月，融資成本已按5.62%（截至二零二二年六月三十日止六個月：6.38%）之實際年利率資本化。

簡明綜合財務報表附註

截至二零二三年六月三十日止六個月

5. 收益以及其他收入及收益

本集團主要業務之收益指銷售五金建材及汽車修護化工產品所得收益。截至二零二三年及二零二二年六月三十日止六個月已確認之收益以及其他收入及收益如下：

6. 融資成本

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 June 2023

7. PROFIT BEFORE INCOME TAX

Profit before income tax is arrived at after charging:

簡明綜合財務報表附註

截至二零二三年六月三十日止六個月

7. 除所得稅前溢利

除所得稅前溢利乃於扣除以下各項後達致：

		Six months ended 30 June 截至六月三十日止六個月	
		2023 二零二三年 Unaudited 未經審計	2022 二零二二年 Unaudited 未經審計
		RMB'000 人民幣千元	RMB'000 人民幣千元
Cost of inventories recognised as expenses	確認為開支之存貨成本	364,090	331,568
Depreciation of property, plant and equipment	物業、廠房及設備折舊	4,293	4,320
Depreciation of right-of-use assets	使用權資產折舊	994	2,764
Employee benefit expenses (including directors' remuneration)	僱員福利開支(包括董事酬金)		
— Salaries, allowances and benefits in kind	— 薪金、津貼及實物福利	71,663	54,581
— Discretionary bonus	— 酌情花紅	1,817	1,831
— Retirement benefit scheme contributions	— 退休福利計劃供款	4,292	3,756
		77,772	60,168

8. INCOME TAX EXPENSE

8. 所得稅開支

		Six months ended 30 June 截至六月三十日止六個月	
		2023 二零二三年 Unaudited 未經審計	2022 二零二二年 Unaudited 未經審計
		RMB'000 人民幣千元	RMB'000 人民幣千元
Current tax expense	即期稅務開支		
— PRC Enterprise Income Tax ("EIT")	— 中國企業所得稅(「企業所得稅」)	2,848	4,362
Deferred tax credit	遞延稅項抵免		
— The origination and reversal of temporary differences	— 產生及撥回暫時差額	(5)	—
Income tax expense	所得稅開支	2,843	4,362

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 June 2023

8. INCOME TAX EXPENSE — continued

The Group is subject to income tax on an entity basis on profits arising in or derived from the jurisdictions in which members of the Group are domiciled and operated.

Pursuant to the rules and regulations of the Cayman Islands and the British Virgin Islands, the Group is not subject to any income tax under these jurisdictions during the six months ended 30 June 2023 (six months ended 30 June 2022: Nil).

No provision for income tax has been made for the subsidiaries incorporated in Hong Kong as the subsidiaries did not have any estimated assessable profits subject to Hong Kong Profits Tax during the six months ended 30 June 2023 (six months ended 30 June 2022: Nil).

Under the Enterprise Income Tax Law of the PRC (the "EIT Law") and the Implementation Regulation of the EIT Law, the subsidiaries operating in the PRC are subject to the tax rate of 25% (six months ended 30 June 2022: 25%) on the estimated assessable profits during the six months ended 30 June 2023 except for four (six months ended 30 June 2022: four) of the subsidiaries operating in the PRC which were approved to be high and new technology enterprises ("HNTE"). Enterprise approved to be HNTE are entitled to enjoy a reduced enterprise income tax rate of 15% (six months ended 30 June 2022: 15%) and additional 50% (six months ended 30 June 2022: 50%) tax reduction based on the eligible research and development expenses with a validity period of three years. The HNTE certificate is required to be renewed every three years so as to enable the respective subsidiaries to enjoy the reduced tax rate of 15%.

簡明綜合財務報表附註

截至二零二三年六月三十日止六個月

8. 所得稅開支 — 續

本集團須就本集團成員公司所處及經營所在司法權區產生或賺取的溢利，按實體基準繳納所得稅。

根據開曼群島及英屬處女群島規則及規例，本集團於截至二零二三年六月三十日止六個月毋須繳納該等司法權區之任何所得稅(截至二零二二年六月三十日止六個月：無)。

於截至二零二三年六月三十日止六個月，由於香港註冊成立之附屬公司並無任何須繳納香港利得稅計算之任何估計應課稅溢利，故概無就該等附屬公司作出所得稅撥備(截至二零二二年六月三十日止六個月：無)。

根據中國企業所得稅法(「企業所得稅法」)及企業所得稅法實施規則，於截至二零二三年六月三十日止六個月，於中國營運之附屬公司須就估計應課稅溢利按25%(截至二零二二年六月三十日止六個月：25%)之稅率繳稅，惟獲評定為高新技術企業(「高新技術企業」)之其中四間(截至二零二二年六月三十日止六個月：四間)於中國營運之附屬公司除外。獲評定為高新技術企業之企業有權享有減免企業所得稅率15%(截至二零二二年六月三十日止六個月：15%)，並根據合資格研發開支享有額外50%(截至二零二二年六月三十日止六個月：50%)之稅項減免，有效期為三年。高新技術企業證書須每三年重續，以令有關附屬公司可享有減免稅率15%。



NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 June 2023

9. DIVIDENDS

(i) Dividends payable to the owners of the Company attributable to the six months ended 30 June 2023

The Directors do not recommend the payment of an interim dividend for the six months ended 30 June 2023 (six months ended 30 June 2022: Nil).

(ii) Dividends payable to the owner of the Company attributable to the previous financial year, approved during the six months ended 30 June 2023

Final dividend in respect of the previous financial year approved during the six months ended 30 June 2022 was HK3.0 cents per ordinary share.

10. EARNINGS PER SHARE

The calculations of basic earnings per share are based on the profit of approximately RMB19,704,000 (six months ended 30 June 2022: RMB9,689,000) for the six months ended 30 June 2023 attributable to the owners of the Company and the adjusted weighted average of 470,250,000 (six months ended 30 June 2022: 470,250,000 (restated)) shares in issue during the six months ended 30 June 2023.

The adjusted weighted average number of shares in issue used in the above calculation of basic earnings per share has been adjusted to reflect the Bonus Issue approved on 30 June 2023 and completed on 18 July 2023 (Notes 17, 22).

Diluted earnings per share were same as the basic earnings per share as there were no dilutive potential ordinary shares in existence during the six months ended 30 June 2023 and 2022.

簡明綜合財務報表附註

截至二零二三年六月三十日止六個月

9. 股息

(i) 應派付予本公司擁有人應佔截至二零二三年六月三十日止六個月股息

董事不建議派付截至二零二三年六月三十日止六個月之中期股息(截至二零二二年六月三十日止六個月：無)。

(ii) 於截至二零二三年六月三十日止六個月批准之應派付予本公司擁有人應佔上個財政年度股息

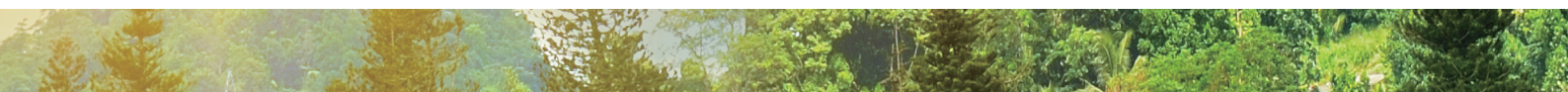
截至二零二二年六月三十日止六個月批准之上個財政年度末期股息為每股普通股3.0港仙。

10. 每股盈利

每股基本盈利乃根據截至二零二三年六月三十日止六個月本公司擁有人應佔溢利約人民幣19,704,000元(截至二零二二年六月三十日止六個月：人民幣9,689,000元)及截至二零二三年六月三十日止六個月經調整已發行股份的加權平均數470,250,000股(截至二零二二年六月三十日止六個月：470,250,000股(經重列))計算。

以上計算每股基本盈利所採用的經調整已發行股份加權平均數乃經調整以反映於二零二三年六月三十日批准及於二零二三年七月十八日完成的紅股發行(附註17、22)。

由於截至二零二三年及二零二二年六月三十日止六個月並無存在任何潛在可攤薄普通股，故每股攤薄盈利等同每股基本盈利。



NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 June 2023

11. PROPERTY, PLANT AND EQUIPMENT

During the six months ended 30 June 2023, the Group acquired items of buildings with a cost of RMB40,000, plant and machinery with a cost of RMB4,213,000 and construction in progress with a cost of RMB18,708,000 (six months ended 30 June 2022: items of buildings with a cost of RMB65,000, plant and machinery with a cost of RMB994,000 and construction in progress with a cost of RMB18,652,000). No material property, plant and equipment were disposed of during the six months ended 30 June 2023 (six months ended 30 June 2022: Nil).

As at 30 June 2023, the Group's property, plant and equipment with net carrying amount of approximately RMB30,138,000 (31 December 2022: RMB30,803,000) and RMB19,755,000 (31 December 2022: RMB2,861,000) were pledged for interest-bearing bank borrowings and other borrowings, respectively (Notes 15 and 16).

The Group does not have the title certificates for certain items of buildings with an aggregate net carrying amount of approximately RMB9,489,000 (31 December 2022: RMB9,696,000) as at 30 June 2023. The Directors are of the opinion that the Group is entitled to lawfully and validly occupy and use the above mentioned properties and therefore the aforesaid matter does not affect the ownership rights of the Group over these assets and hence did not have any significant impact on the Group's consolidated financial position as at 30 June 2023 and 31 December 2022.

簡明綜合財務報表附註

截至二零二三年六月三十日止六個月

11. 物業、廠房及設備

截至二零二三年六月三十日止六個月，本集團收購成本為人民幣40,000元之樓宇項目，成本為人民幣4,213,000元之廠房及機器以及成本為人民幣18,708,000元之在建工程(截至二零二二年六月三十日止六個月：樓宇項目之成本為人民幣65,000元、廠房及機器之成本為人民幣994,000元及在建工程之成本為人民幣18,652,000元)。截至二零二三年六月三十日止六個月並無出售重大物業、廠房及設備(截至二零二二年六月三十日止六個月：無)。

於二零二三年六月三十日，本集團賬面淨值分別約人民幣30,138,000元(二零二二年十二月三十一日：人民幣30,803,000元)及人民幣19,755,000元(二零二二年十二月三十一日：人民幣2,861,000元)之物業、廠房及設備已分別就計息銀行借款及其他借款作為抵押(附註15及16)。

本集團並無持有若干樓宇項目之業權證，該等項目於二零二三年六月三十日之賬面淨值總額約為人民幣9,489,000元(二零二二年十二月三十一日：人民幣9,696,000元)。董事認為本集團有權合法及有效佔用及使用上述物業，故上述事宜並不影響本集團對該等資產之擁有權，因此對本集團於二零二三年六月三十日及二零二二年十二月三十一日之綜合財務狀況並無任何重大影響。



NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 June 2023

12. TRADE AND BILLS RECEIVABLES, OTHER RECEIVABLES AND PREPAYMENTS

簡明綜合財務報表附註

截至二零二三年六月三十日止六個月

12. 貿易及票據應收款項、其他應收款項及預付款項

		As at 30 June 2023 於 二零二三年 六月三十日 Unaudited 未經審計	As at 31 December 2022 於 二零二二年 十二月三十一日 Audited 經審計
		RMB'000 人民幣千元	RMB'000 人民幣千元
Non-current portion	非流動部分		
Prepayments for acquisition of property, plant and equipment (Note (i))	收購物業、廠房及設備之預付款項(附註(i))	6,853	8,271
Current portion	流動部分		
Trade receivables	貿易應收款項	79,245	50,546
Less: Impairment loss	減：減值虧損	(2,541)	(2,836)
		76,704	47,710
Bills receivables	票據應收款項	3,778	6,512
Trade and bills receivables, net	貿易及票據應收款項淨額	80,482	54,222
Other receivables	其他應收款項	11,100	28,529
Prepayments (Note (ii))	預付款項(附註(ii))	35,243	21,170
		126,825	103,921

Notes:

- (i) It represents the amount prepaid to vendors for acquisition of property, plant and equipment which was not yet delivered as at each reporting date.
- (ii) Prepayments for purchase of raw materials amounting to approximately RMB7,143,000 (31 December 2022: RMB7,995,000) were included in prepayments. The remaining amount of approximately RMB28,100,000 (31 December 2022: RMB13,175,000) were mainly prepayments for the supplier services to support the Group's ordinary business.

附註：

- (i) 其指於各報告日期就收購未交付物業、廠房及設備向賣方預付之金額。
- (ii) 購買原材料之預付款項約人民幣7,143,000元(二零二二年十二月三十一日：人民幣7,995,000元)已計入預付款項。餘額約人民幣28,100,000元(二零二二年十二月三十一日：人民幣13,175,000元)主要為支持本集團日常業務之供應商服務預付款項。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 June 2023

12. TRADE AND BILLS RECEIVABLES, OTHER RECEIVABLES AND PREPAYMENTS — continued

All of the trade and bills receivables and current portion of prepayments and other receivables are expected to be recovered or recognised as expenses within one year.

The credit period for trade receivables is normally 180 days (31 December 2022: 180 days) from the date of billing for the six months ended 30 June 2023. The ageing analysis of trade and bills receivables based on invoice date and net of allowance for impairment loss, is as follows:

		As at 30 June 2023 於 二零二三年 六月三十日 Unaudited 未經審計	As at 31 December 2022 於 二零二二年 十二月三十一日 Audited 經審計
		RMB'000 人民幣千元	RMB'000 人民幣千元
Not yet past due	未逾期	73,920	52,870
Within 1 month past due	逾期一個月內	1,847	310
Over 1 month but less than 3 months past due	逾期超過一個月但少於三個月	3,624	47
Over 3 months but less than 1 year past due	逾期超過三個月但少於一年	204	299
Over 1 year past due	逾期超過一年	887	696
		80,482	54,222

The Group measures loss allowances for trade receivables at an amount equal to lifetime expected credit loss ("ECL"), which is calculated using a provision matrix. The estimated ECL loss rates are estimated based on the Group's estimates of the market borrowing rates for each of the groupings, less risk-free rate, which reflect the credit risk of the debtors, over the expected life of the debtors and are adjusted forward-looking information that is available without undue cost or effort. The grouping is regularly reviewed by management to ensure relevant information about specific debtors is updated.

簡明綜合財務報表附註

截至二零二三年六月三十日止六個月

12. 貿易及票據應收款項、其他應收款項及預付款項 — 續

預期所有貿易及票據應收款項以及預付款項及其他應收款項的流動部分將在一年內收回或確認為開支。

於截至二零二三年六月三十日止六個月，貿易應收款項之信貸期由發票日期起計一般為180日(二零二二年十二月三十一日：180日)。基於發票日期及扣除減值虧損撥備之貿易及票據應收款項賬齡分析如下：

本集團按與使用年期預期信貸虧損(「預期信貸虧損」)相同的金額(使用撥備矩陣計算得出)計量貿易應收款項虧損撥備。估計預期信貸虧損率根據本集團對各組別之市場借款率之估算減無風險利率(反映債務人之信貸風險)，除以債務人之預期年期進行估計，並就毋須以過多成本或人力而取得之前瞻性資料作出調整。管理層定期審查組別，以確保有關特定債務人之相關資料為最新資料。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 June 2023

13. PLEDGED BANK DEPOSITS, CASH AND CASH EQUIVALENTS

As at 30 June 2023, the Group's bank deposits of approximately RMB23,461,000 (31 December 2022: RMB29,049,000) were pledged for the issues of bills payables for the Group's purchases of raw materials. As at 31 December 2022, the Group's bank deposit of RMB2,300,000 was also pledged for guarantee to complete the construction work within a scheduled time table for the leasehold land acquired in prior year. The said pledged deposit was fully released during the period ended 30 June 2023. These bank balances were carrying annual interest of 1.43%-1.69% (31 December 2022: 1.35%).

Included in the cash and cash equivalents was a bank deposit of RMB5,122,635 which was frozen by the court in relation to the lawsuit and will be released upon the issuance of a ruling by the court (Note 21 (ii)).

As at 30 June 2023, the Group's cash and cash equivalents were denominated in RMB amounted to approximately RMB33,992,000 (31 December 2022: RMB87,975,000) and were kept in the PRC. RMB is not freely convertible into other currencies and the remittance of funds out of the PRC is subject to exchange restrictions imposed by the PRC Government.

簡明綜合財務報表附註

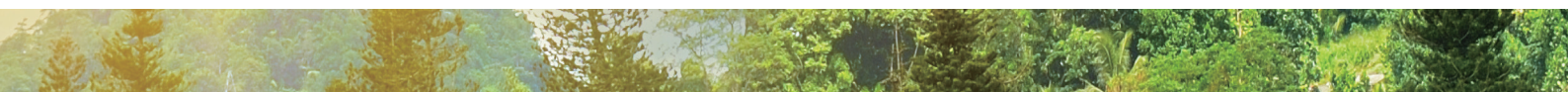
截至二零二三年六月三十日止六個月

13. 已抵押銀行存款、現金及現金等價物

於二零二三年六月三十日，本集團銀行存款約人民幣23,461,000元(二零二二年十二月三十一日：人民幣29,049,000元)抵押作為本集團購買原料所發行之票據應付款項。於二零二二年十二月三十一日，本集團人民幣2,300,000元之銀行存款亦已抵押，作為於預定時間內完成過往年度取得之租賃土地上建築工程之擔保。上述已抵押存款於截至二零二三年六月三十日止期間已全額解除。該等銀行結餘之年利率為1.43%-1.69%(二零二二年十二月三十一日：1.35%)。

現金及現金等價物當中包含被法院就訴訟凍結之銀行存款人民幣5,122,635元，待法院出具裁定書後將獲解封(附註21(ii))。

於二零二三年六月三十日，本集團以人民幣計值且約為人民幣33,992,000元(二零二二年十二月三十一日：人民幣87,975,000元)之現金及現金等價物均存放於中國。人民幣無法自由兌為其他貨幣，而從中國匯出資金須受中國政府實施之外匯管制所規限。



NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 June 2023

14. TRADE AND BILLS PAYABLES, ACCRUALS, CONTRACT LIABILITIES AND OTHER PAYABLES

簡明綜合財務報表附註

截至二零二三年六月三十日止六個月

14. 貿易及票據應付款項、應計費用、合約負債 及其他應付款項

		As at 30 June 2023 於 二零二三年 六月三十日 Unaudited 未經審計	As at 31 December 2022 於 二零二二年 十二月三十一日 Audited 經審計
		RMB'000 人民幣千元	RMB'000 人民幣千元
Trade payables (Note (i))	貿易應付款項(附註(i))	152,982	118,944
Bills payables (Note (ii))	票據應付款項(附註(ii))	56,075	63,539
Accrued expenses	應計開支	399	1,577
Accrued employee benefit expenses	應計僱員福利開支	16,607	22,688
Deferred income — current portion	遞延收入 — 流動部分	38	38
Contract liabilities	合約負債	21,824	43,459
Other payables	其他應付款項	40,610	53,927
Provision of sales discount	計提銷售折扣	6,525	8,315
		295,060	312,487

Notes:

- (i) The credit period received from suppliers of the Group is ranging from 30 to 90 days (31 December 2022: 30 to 90 days) for the six months ended 30 June 2023. The ageing analysis of trade payables based on invoice date is as follows:

附註：

- (i) 於截至二零二三年六月三十日止六個月，本集團供應商所提供之信貸期介乎30至90日(二零二二年十二月三十一日：30至90日)。按發票日期之貿易應付款項賬齡分析如下：

		As at 30 June 2023 於 二零二三年 六月三十日 Unaudited 未經審計	As at 31 December 2022 於 二零二二年 十二月三十一日 Audited 經審計
		RMB'000 人民幣千元	RMB'000 人民幣千元
Within 1 month	一個月內	116,772	109,874
Over 1 month but less than 3 months	超過一個月但少於三個月	23,278	3,998
Over 3 months but less than 1 year	超過三個月但少於一年	8,742	1,818
Over 1 year	超過一年	4,190	3,254
		152,982	118,944

- (ii) At 30 June 2023, bills payables of approximately RMB56,075,000 (31 December 2022: RMB63,539,000) were secured by pledged bank deposits (Note 13).

- (ii) 於二零二三年六月三十日，約人民幣56,075,000元之票據應付款項(二零二二年十二月三十一日：人民幣63,539,000元)由已抵押銀行存款作為抵押(附註13)。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 June 2023

15. INTEREST-BEARING BANK BORROWINGS

簡明綜合財務報表附註

截至二零二三年六月三十日止六個月

15. 計息銀行借款

		As at 30 June 2023 於 二零二三年 六月三十日 Unaudited 未經審計	As at 31 December 2022 於 二零二二年 十二月三十一日 Audited 經審計
		RMB'000 人民幣千元	RMB'000 人民幣千元
Current	流動		
Interest-bearing bank borrowings — secured (Note)	計息銀行借款 — 已抵押(附註)	73,912	109,772
Interest-bearing bank borrowings — Unsecured (Note)	計息銀行借款 — 無抵押(附註)	42,882	31,600
		116,794	141,372
Non-current	非流動		
Interest-bearing bank borrowings — secured (Note)	計息銀行借款 — 已抵押(附註)	59,149	64,517
Interest-bearing bank borrowings — Unsecured (Note)	計息銀行借款 — 無抵押(附註)	8,558	16,600
		67,707	81,117
		184,501	222,489

Note: Interest was charged in the range of 3.80% to 5.50% (six months ended 30 June 2022: 3.80% to 6.37%) per annum for the six months ended 30 June 2023.

附註：截至二零二三年六月三十日止六個月按每年3.80%至5.50%(截至二零二二年六月三十日止六個月：3.80%至6.37%)計息。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 June 2023

15. INTEREST-BEARING BANK BORROWINGS — continued

At 30 June 2023 and 31 December 2022, total current and non-current interest-bearing bank borrowings were scheduled to be repaid as follows:

		As at 30 June 2023 於 二零二三年 六月三十日 Unaudited 未經審計	As at 31 December 2022 於 二零二二年 十二月三十一日 Audited 經審計
		RMB'000 人民幣千元	RMB'000 人民幣千元
Within one year	一年內	116,794	141,372
Within a period of over one year but within two years	超過一年但不多於兩年期間內	—	25,508
Within a period of over two years but within five years	超過兩年但不多於五年期間內	8,558	26,723
Within a period of over five years	多於五年期間內	59,149	28,886
		184,501	222,489

At the end of each reporting period, the Group's interest-bearing bank borrowings were secured by the following assets:

		As at 30 June 2023 於 二零二三年 六月三十日 Unaudited 未經審計	As at 31 December 2022 於 二零二二年 十二月三十一日 Audited 經審計
		RMB'000 人民幣千元	RMB'000 人民幣千元
Property, plant and equipment (Note 11)	物業、廠房及設備(附註11)	30,138	30,803
Right-of-use assets	使用權資產	80,551	81,733

As at 30 June 2023 and 31 December 2022, the Group's interest-bearing bank borrowings were also guaranteed by certain subsidiaries of the Company .

簡明綜合財務報表附註

截至二零二三年六月三十日止六個月

15. 計息銀行借款 — 續

於二零二三年六月三十日及二零二二年十二月三十一日，流動及非流動計息銀行借款總額按還款期償還情況如下：

		As at 30 June 2023 於 二零二三年 六月三十日 Unaudited 未經審計	As at 31 December 2022 於 二零二二年 十二月三十一日 Audited 經審計
		RMB'000 人民幣千元	RMB'000 人民幣千元
Within one year	一年內	116,794	141,372
Within a period of over one year but within two years	超過一年但不多於兩年期間內	—	25,508
Within a period of over two years but within five years	超過兩年但不多於五年期間內	8,558	26,723
Within a period of over five years	多於五年期間內	59,149	28,886
		184,501	222,489

於各報告期末，本集團之計息銀行借款由下列資產作為抵押：

		As at 30 June 2023 於 二零二三年 六月三十日 Unaudited 未經審計	As at 31 December 2022 於 二零二二年 十二月三十一日 Audited 經審計
		RMB'000 人民幣千元	RMB'000 人民幣千元
Property, plant and equipment (Note 11)	物業、廠房及設備(附註11)	30,138	30,803
Right-of-use assets	使用權資產	80,551	81,733

於二零二三年六月三十日及二零二二年十二月三十一日，本集團之計息銀行借款亦由本公司之若干附屬公司作出擔保。



NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 June 2023

16. OTHER BORROWINGS

簡明綜合財務報表附註

截至二零二三年六月三十日止六個月

16. 其他借款

		As at 30 June 2023 於 二零二三年 六月三十日 Unaudited 未經審計	As at 31 December 2022 於 二零二二年 十二月三十一日 Audited 經審計
		RMB'000 人民幣千元	RMB'000 人民幣千元
Current	流動		
Other borrowings — secured (Note)	其他借款 — 已抵押(附註)	36,105	3,583

Note: Interest is charged at 5.50% (six months ended 30 June 2022: 6.45%) per annum for the six months ended 30 June 2023.

In September 2020, the Group entered into agreements with financing companies, independent third parties, pursuant to which the Group has agreed to transfer the ownerships of certain machineries (the "**Machineries**") to the financing companies, at an aggregated consideration of approximately RMB38,331,000 and lease back the Machineries for a period of 3 years, subject to the terms and conditions of the agreements. The financing companies will return the ownerships of the Machineries to the Group upon the completion of the transactions. In the opinion of the Directors, despite the agreements involve a legal form of a lease, the transfer of legal title of Machineries does not satisfy the requirement of IFRS 15 to be accounted for as a sale of the Machineries and hence, the Group accounted for the proceeds received as collateralised loans.

附註：截至二零二三年六月三十日止六個月按每年5.50%（截至二零二二年六月三十日止六個月：6.45%）計息。

於二零二零年九月，本集團與財務公司（獨立第三方）訂立多項協議，據此，本集團已同意將若干機器（「該等機器」）之擁有權轉讓予該等財務公司，總代價約為人民幣38,331,000元，其後租回該等機器，為期3年，惟受該等協議之條款及條件所限。該等財務公司將於該等交易完成後向本集團交回該等機器之擁有權。董事認為，儘管該等協議涉及法定形式之租賃，惟轉讓該等機器之法律擁有權並不符合國際財務報告準則第15號之規定以入賬列作銷售該等機器，因此，本集團將所收取之所得款項入賬列作抵押貸款。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 June 2023

16. OTHER BORROWINGS — continued

At 30 June 2023, total current and non-current other borrowings were scheduled to be repaid as follows:

		As at 30 June 2023 於 二零二三年 六月三十日 Unaudited 未經審計 RMB'000 人民幣千元	As at 31 December 2022 於 二零二二年 十二月三十一日 Audited 經審計 RMB'000 人民幣千元
Within one year	一年內	36,105	3,583

At the end of each reporting period, the Group's other borrowings were secured by the following assets:

		As at 30 June 2023 於 二零二三年 六月三十日 Unaudited 未經審計 RMB'000 人民幣千元	As at 31 December 2022 於 二零二二年 十二月三十一日 Audited 經審計 RMB'000 人民幣千元
Property, plant and equipment (Note 11)	物業、廠房及設備(附註11)	19,755	2,861

At 30 June 2023 and 31 December 2022, the Group's other borrowings were guaranteed by certain subsidiaries of the Company.

簡明綜合財務報表附註

截至二零二三年六月三十日止六個月

16. 其他借款 — 續

於二零二三年六月三十日，流動及非流動其他借款總額按還款期償還情況如下：

於各報告期末，本集團之其他借款由下列資產作為抵押：

於二零二三年六月三十日及二零二二年十二月三十一日，本集團之其他借款由本公司之若干附屬公司作出擔保。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 June 2023

17. SHARE CAPITAL

簡明綜合財務報表附註

截至二零二三年六月三十日止六個月

17. 股本

		Number of shares 股份數目	Share capital 股本
			RMB'000 人民幣千元
Ordinary shares of HK\$0.01 each	每股面值0.01港元的普通股		
Authorised:	法定：		
At 1 January 2022 (audited),	於二零二二年一月一日(經審計)、		
31 December 2022 (audited),	二零二二年十二月三十一日(經審計)、		
1 January 2023 (audited) and	二零二三年一月一日(經審計)及		
30 June 2023 (unaudited)	二零二三年六月三十日(未經審計)	1,500,000,000	13,387
Issued and fully paid:	已發行及繳足：		
At 1 January 2022 (audited),	於二零二二年一月一日(經審計)、		
31 December 2022 (audited),	二零二二年十二月三十一日(經審計)、		
1 January 2023 (audited) and	二零二三年一月一日(經審計)及		
30 June 2023 (unaudited)	二零二三年六月三十日(未經審計)	427,500,000	3,792

The shareholders of the Company have approved a bonus issue at the annual general meeting held on 30 June 2023 (the "2023 AGM") on the basis of one (1) bonus share for every ten (10) existing shares (the "Bonus Issue"). The Bonus Issue was completed on 18 July 2023. The 42,750,000 bonus shares were allotted and issued and the relevant share certificates were despatched to the shareholders of the Company on 18 July 2023.

本公司股東已於二零二三年六月三十日舉行之股東週年大會(「二零二三年股東週年大會」)上批准發行紅股，基準為每持有十(10)股現有股份獲發一(1)股紅股(「紅股發行」)。紅股發行已於二零二三年七月十八日完成。42,750,000股紅股已獲配發及發行，而有關股票已於二零二三年七月十八日寄發予本公司股東。

18. FAIR VALUE MEASUREMENTS OF FINANCIAL INSTRUMENTS

The carrying amounts of the financial instruments at amortised cost are not materially different from their fair values as at 30 June 2023 and 31 December 2022.

No financial instruments were used for hedging purposes.

18. 金融工具之公平值計量

於二零二三年六月三十日及二零二二年十二月三十一日，該等按攤銷成本入賬之金融工具之賬面值與其公平值並無重大差異。

概無任何金融工具被用作對沖用途。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 June 2023

19. COMMITMENTS

Capital commitments

Capital expenditures contracted for but not yet incurred at the end of each reporting period are as follows:

		As at 30 June 2023 於 二零二三年 六月三十日 Unaudited 未經審計 RMB'000 人民幣千元	As at 31 December 2022 於 二零二二年 十二月三十一日 Audited 經審計 RMB'000 人民幣千元
Property, plant and equipment	物業、廠房及設備	58,110	69,399

In previous year, the Group entered an agreement with the local authority in the PRC that the Group is required to complete the construction work of a factory within a scheduled time table for the leasehold land acquired. The Group is subject to penalty if the Group failed to fulfill the requirement within the deadline.

According to the terms of the agreement, the total investment is RMB220,000,000. As at 30 June 2023, the remaining commitment is approximately RMB180,872,000 (31 December 2022: RMB182,272,000).

簡明綜合財務報表附註

截至二零二三年六月三十日止六個月

19. 承擔

資本承擔

於各報告期末已訂約但未產生的資本開支如下：

於上個年度，本集團與中國地方機關訂立協議，本集團須就所收購之租賃土地於預定時間表內完成廠房之建築工程。倘本集團未能於限期內履行規定，本集團將受到處罰。

根據協議條款，總投資為人民幣220,000,000元。於二零二三年六月三十日，餘下承擔約為人民幣180,872,000元(二零二二年十二月三十一日：人民幣182,272,000元)。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 June 2023

19. COMMITMENTS — continued

Lease commitments

The Group as the lessee

At 30 June 2023, the Group had short-term leases commitment which fall due as follows:

		As at 30 June 2023 於 二零二三年 六月三十日 Unaudited 未經審計	As at 31 December 2022 於 二零二二年 十二月三十一日 Audited 經審計
		RMB'000 人民幣千元	RMB'000 人民幣千元
Within 1 year	一年內	435	491

The Group as the lessor

At 30 June 2023, the Group had total future minimum lease receivables under non-cancellable operating lease with its tenants which fall due as follows:

		As at 30 June 2023 於 二零二三年 六月三十日 Unaudited 未經審計	As at 31 December 2022 於 二零二二年 十二月三十一日 Audited 經審計
		RMB'000 人民幣千元	RMB'000 人民幣千元
Within 1 year	一年內	277	—

簡明綜合財務報表附註

截至二零二三年六月三十日止六個月

19. 承擔 — 續

租賃承擔

本集團作為承租人

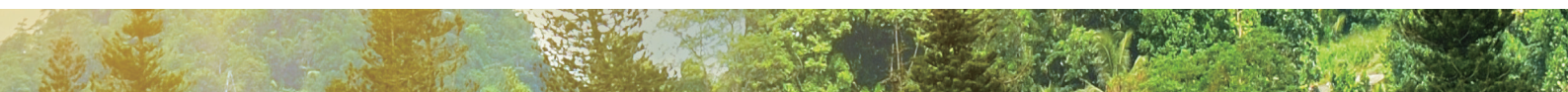
於二零二三年六月三十日，本集團之短期租賃承擔到期情況如下：

		As at 30 June 2023 於 二零二三年 六月三十日 Unaudited 未經審計	As at 31 December 2022 於 二零二二年 十二月三十一日 Audited 經審計
		RMB'000 人民幣千元	RMB'000 人民幣千元
Within 1 year	一年內	435	491

本集團作為出租人

於二零二三年六月三十日，本集團與其承租人之不可撤銷經營租賃項下之未來最低租賃應收款項總額到期情況如下：

		As at 30 June 2023 於 二零二三年 六月三十日 Unaudited 未經審計	As at 31 December 2022 於 二零二二年 十二月三十一日 Audited 經審計
		RMB'000 人民幣千元	RMB'000 人民幣千元
Within 1 year	一年內	277	—



NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 June 2023

20. RELATED PARTY TRANSACTIONS

Other than disclosed elsewhere in the condensed consolidated financial statements, the Group has the following transactions with its related parties in the normal course of its business and mutually agreed between both parties:

(a) Recurring transactions

		Six months ended 30 June 截至六月三十日止六個月	
		2023 二零二三年 Unaudited 未經審計	2022 二零二二年 Unaudited 未經審計
		RMB'000 人民幣千元	RMB'000 人民幣千元
Rent paid to Mr. Ernest Chen (Note (i))	已向陳炳強先生支付之租金(附註(i))	960	960
Purchase of red wine from a related company (Note (ii))	向一間關聯公司購買紅酒(附註(ii))	415	375

Notes:

- (i) The Group rents two properties from Mr. Ernest Chen with a lease term of 1 to 10 years (six months ended 30 June 2022: 1 to 3 years) with annual rent payment of RMB1,920,000 (six months ended 30 June 2022: RMB1,680,000).
- (ii) Mr. Ernest Chen, executive director of the Company, are the beneficiary owners of this related company.

簡明綜合財務報表附註

截至二零二三年六月三十日止六個月

20. 關聯方交易

除簡明綜合財務報表其他部分所披露者外，本集團於其一般業務過程中與其關聯方訂有以下共同協定之交易：

(a) 經常性交易

附註：

- (i) 本集團向陳炳強先生租用兩間物業，租賃期為1至10年(截至二零二二年六月三十日止六個月：1至3年)，年度租金為人民幣1,920,000元(截至二零二二年六月三十日止六個月：人民幣1,680,000元)。
- (ii) 本公司執行董事陳炳強先生為該關聯公司之實益擁有人。



NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 June 2023

20. RELATED PARTY TRANSACTIONS — continued

(b) Key management personnel remuneration

Key management personnel are those persons holding positions with authority and responsibility for planning, directing and controlling the activities of the Group, directly or indirectly, including the Directors. Key management personnel remuneration is as follows:

		Six months ended 30 June	
		截至六月三十日止六個月	
		2023	2022
		二零二三年	二零二二年
		Unaudited	Unaudited
		未經審計	未經審計
		RMB'000	RMB'000
		人民幣千元	人民幣千元
Salaries, allowances and benefits in kind	薪金、津貼及實物福利	2,407	2,373
Retirement benefit scheme contributions	退休福利計劃供款	59	59
		2,466	2,432

21. CONTINGENT LIABILITIES

- i) On 20 October 2022, 中山市鴻泰建築工程有限公司 filed a civil litigation claim against Guangdong Sanvo Chemical Industry Technology Limited ("Guangdong Sanvo"), a subsidiary of the Group, for the settlement of the expansion project sum of RMB20,087,816 (including project sum and damages).

During the construction period, Guangdong Sanvo was in the process of inspection and checkup, and discovered that there were various non-compliance issues in design and serious quality issues (including but not limited to steel bars, internal walls, external walls, structural walls, roads, etc.), and therefore filed a counter-lawsuit in the amount of RMB28,128,984 (including compensation, damages, operating losses, etc.) on the date of first trial, i.e. 21 November 2022.

簡明綜合財務報表附註

截至二零二三年六月三十日止六個月

20. 關聯方交易 — 續

(b) 主要管理人員薪酬

主要管理人員指擔任有權力及負責直接或間接計劃、指導及控制本集團活動之職位之該等人士，包括董事。主要管理人員之酬金如下：

21. 或然負債

- i) 於二零二二年十月二十日中山市鴻泰建築工程有限公司就擴改工程款結算向集團子公司廣東三和化工科技有限公司(「廣東三和」)提出民事起訴索償，金額為人民幣20,087,816元(包括工程款及違約金)。

於工程進行期間廣東三和正進行驗收及工程覆核，發現工程存在多處不符合設計和嚴重質量問題(包括但不限於鋼筋，內牆，外牆，結構牆，道路等)，故此於一審當天(即二零二二年十一月二十一日)同時提出反訴訟，金額為人民幣28,128,984元(包括賠償金，違約金及經營損失等)。

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the six months ended 30 June 2023

21. CONTINGENT LIABILITIES — continued

A qualified independent third party institution, which was randomly assigned by the system on the qualified list of the court, conducted a quality appraisal and submitted a report (the "Inspection Report") to the court on 5 July 2023, which proved that the project did have serious quality issues. The court is currently evaluating the case and preparing for subsequent trial.

Given that the Inspection Report confirmed that there are serious quality issues in the construction, therefore the Board is of the view that no provision is necessary at this stage, and the project does not affect the daily production and operation of the Group.

- ii) On 14 April 2023, 中山市華晟建築工程有限公司 (the "Plaintiff") filed a civil litigation claim against the Group's subsidiary MV Production Site for a sum of RMB7,029,333 (including project payment and damages) for the settlement of project payment.

The MV Production Site also filed a counter-lawsuit with an amount of RMB13,397,000 (including compensation, damages and operating losses, etc.) on 14 July 2023, the date of first trial. The grounds for the counter-lawsuit was that during the construction period, the Plaintiff had failed to fulfill the commitment to complete the completion acceptance (fire control, water and electricity, etc.), delayed the progress and repeatedly suspended of work by various reasons to push for advance payment of the construction; and refused to assist in handling the property ownership certificate in violation of the contract.

The Plaintiff applied to the court for withdrawal of the lawsuit after the first trial. The MV Production Site also withdrew the counter-lawsuit on 18 August 2023. At this stage, the frozen bank deposits of RMB5,122,635 (included in cash and cash equivalents) and real estate warrants of RMB1,906,698 (included in right-of-use assets) will be released upon the issuance of the ruling by the court.

Given that the Plaintiff has withdrawn the lawsuit, the Board is of the view that no provision is necessary at this stage, and the project does not affect the daily production and operation of the Group.

22. EVENT AFTER THE REPORTING PERIOD

The Company completed the Bonus Issue on 18 July 2023 and 42,750,000 bonus shares were allotted and issued by the Company on the basis of one (1) bonus share for every ten (10) existing Shares held by the qualifying shareholders on 11 July 2023.

簡明綜合財務報表附註

截至二零二三年六月三十日止六個月

21. 或然負債 — 續

合資質獨立第三方機構進行了質量鑒定並於二零二三年七月五日提交報告給予法院(該機構為法院於其合資質清單上系統性隨機選派)(「鑒定報告」)證明該工程確實存在嚴重質量問題。法院現階段正在評估案情材料及準備後續審理。

基於鑒定報告證明該工程確實存在嚴重質量問題，董事會認為現階段沒有債務撥備必要及該工程不影響本集團日常生產和運作。

- ii) 於二零二三年四月十四日中山市華晟建築工程有限公司(「原告」)就工程款結算向集團子公司MV生產基地提出民事起訴索償，金額為人民幣7,029,333元(包括工程款及違約金)。

MV生產基地於一審當天(即二零二三年七月十四日)同時提出反訴訟，金額為人民幣13,397,000元(包括賠償金，違約金及經營損失等)。反訴訟理由為施工期間原告沒有履行承諾辦理各項竣工驗收(消防，水電等)，拖延進度及多次以各種理由停工要求提前支付工程款；不協助辦理房產證違反合同規定等。

原告於一審開庭後向法院申請撤訴，MV生產基地於二零二三年八月十八日亦撤回反訴。現階段待法院出具裁定書後將安排解封被凍結之銀行存款人民幣5,122,635元(包含在現金及現金等價物)及不動產權證人民幣1,906,698元(包含在使用權資產)。

基於原告已撤訴，董事會認為現階段沒有債務撥備必要及該工程不影響本集團日常生產和運作。

22. 報告期後事項

本公司於二零二三年七月十八日完成紅股發行，並按合資格股東於二零二三年七月十一日每持有十(10)股現有股份獲發一(1)股紅股之基準配發及發行42,750,000股紅股股份。



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