



心連心

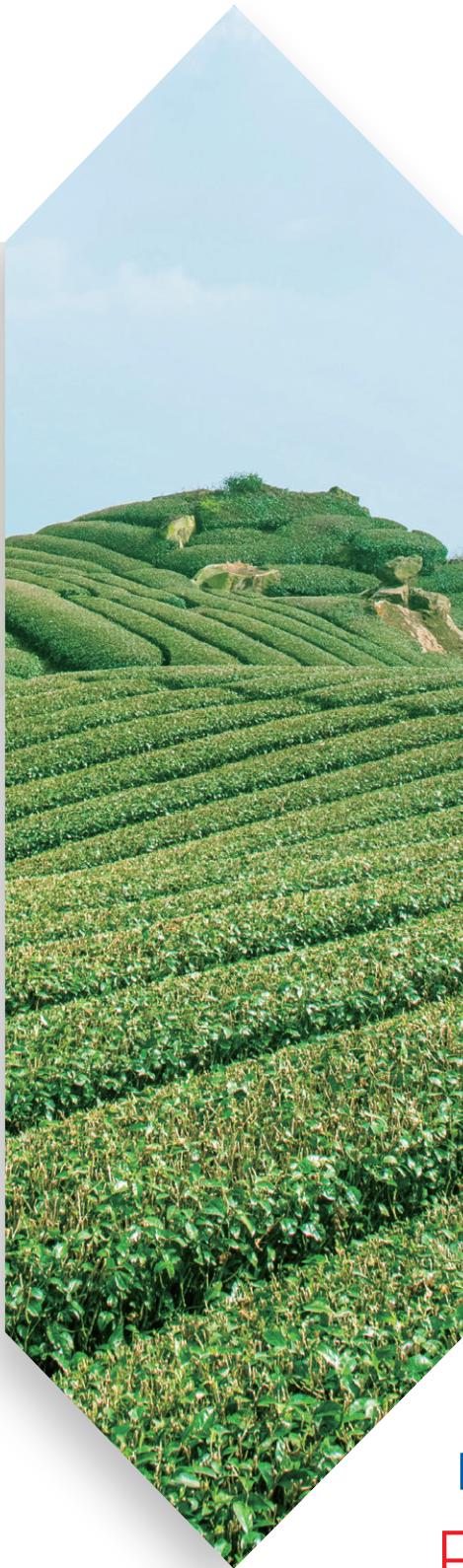
China XLX Fertiliser Ltd.
中國心連心化肥有限公司*

(Incorporated in Singapore with limited liability)
(於新加坡註冊成立之有限公司)

Stock Code 股份代號：1866

* For identification purpose only 僅供識別

綠色生態



高質發展

**High-Efficiency
Fertilisers in China**
中國高效肥

INTERIM REPORT 2024 中期報告

China XLX Culture

中國心連心文化

We adhere to the culture of integrity and the corporate spirit of “working hard to fulfil the needs of our customers” and we are committed to creating the greatest value to the society with the least resources.

我們堅持誠信文化和「自己艱苦奮鬥 滿足別人需求」的企業之魂，致力於用最少的資源為社會創造最大的價值。



Critical on ourselves over the others
Prioritize subjectivity over objectivity
Value the end result over the process

講自己不講別人
講主觀不講客觀
講效果不講過程

Dedicated to hard work
Satisfy the needs of others

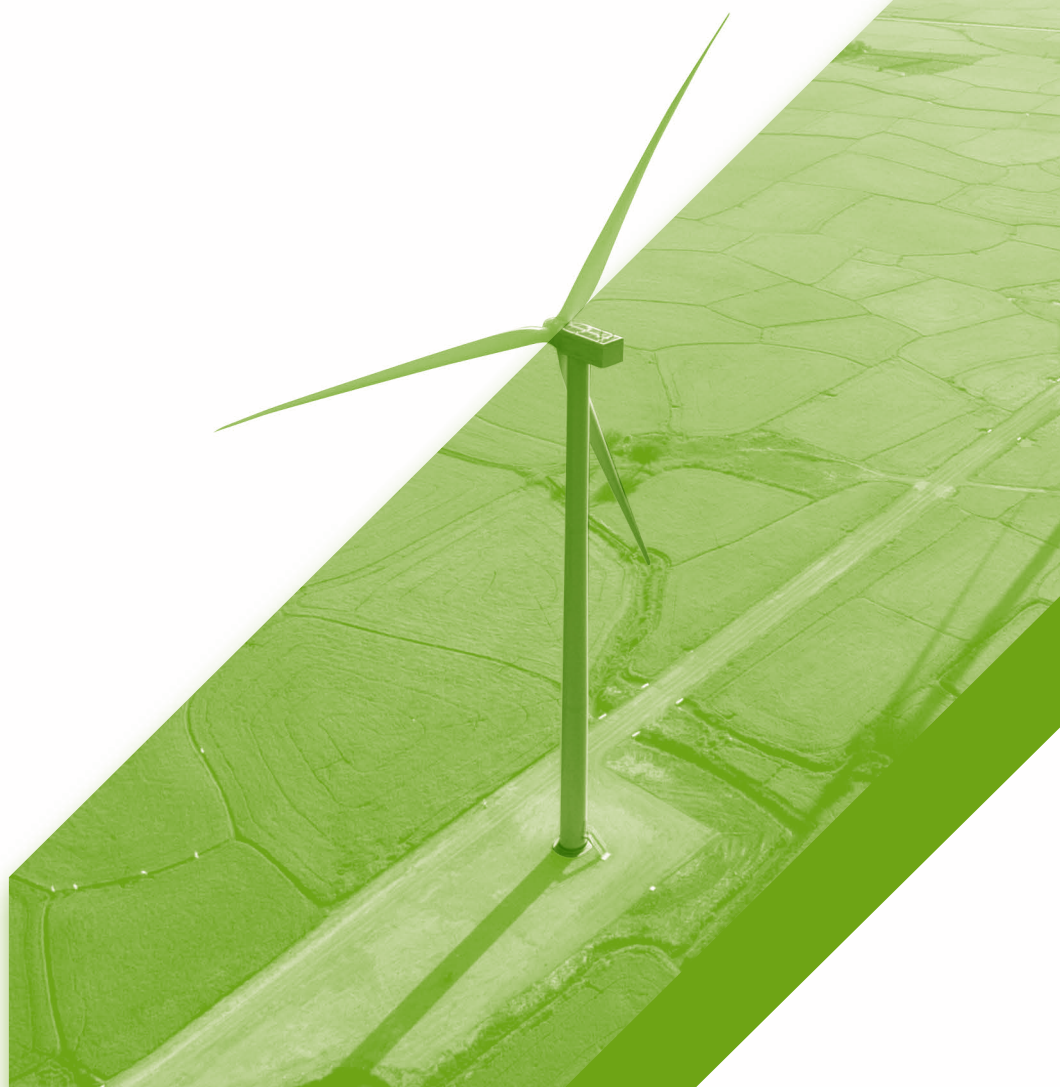
自己艱苦奮鬥
滿足別人需求

Integrity
誠信

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Company Profile

公司概況

CHINA XLX DEVELOPMENT STRATEGY

The Company's Strategic Positioning and Tactics 公司戰略定位與策略

"1" Corporate Vision

「1」個企業願景

Committed to become China's most respected fertiliser enterprise group
致力於成為中國最受尊重的化肥企業集團

"1" Core Mission

「1」個中心任務

Achieve high-efficiency, high-end, lean development in the Group
實現集團高效、高端、精益化發展

"2" Adherences

「2」個堅持

Adhere to the development strategy of
"Fertiliser as foundation, fertiliser and
chemical side by side"

堅持「以肥為基 肥化並舉」發展戰略

Adhere to the operating strategy of "low-
cost and differentiation"

堅持「低成本 差異化」經營策略

中國心連心發展戰略

“6” Development Principles

「6」個發展原則

Principle of strategic positioning direction: never deviate from the main course and committed to establish the position as “Industry No. 1”

戰略方向定位原則：始終不偏離主航道，認真落實「行業第一」的定位。

Principle of customer orientation: promote a main value chain that applies an “integrated” high efficiency operation model, which is concentrated in satisfying the demands of the market and customers.

客戶導向原則：推行以滿足市場與客戶需求為中心的主價值鏈「一體化」高效運營模式。

Principle of pursuing excellence: be open-minded and inclusive, learn from the most advanced enterprises in the world and within the industry, and improve various working standards.

追求卓越原則：開放包容，向國際與行業內外最先進企業學習，提升各項工作標準。

Principle of pragmatic and highly efficient management: upgrade management with the purpose of increasing competitiveness and profitability of the Company.

務實高效管理原則：以提升公司競爭力、盈利能力為目的，升級管理。

Principle of key capabilities enhancement: strengthen technological research and development, marketing, differentiation capabilities.

重點能力提升原則：強化技術研發、營銷、差異化能力。

Principle of preventing and controlling development risks: abide by laws and disciplines, never take shortcuts, control development and investment risks.

防控發展風險原則：遵法守紀、不繞近路，把控發展投資風險。

Corporate Information

公司資料

BOARD

EXECUTIVE DIRECTORS

LIU Xingxu (*Chairman of the Board*)
ZHANG Qingjin
YAN Yunhua

INDEPENDENT NON-EXECUTIVE DIRECTORS

ONG Kian Guan
LI Shengxiao
ONG Wei Jin
LI Hongxing

BOARD COMMITTEES

AUDIT COMMITTEE

ONG Kian Guan (*Chairman*)
LI Shengxiao
ONG Wei Jin
LI Hongxing

REMUNERATION COMMITTEE

ONG Wei Jin (*Chairman*)
ONG Kian Guan
LI Shengxiao
LI Hongxing

NOMINATION COMMITTEE

LI Shengxiao (*Chairman*)
LIU Xingxu
ONG Kian Guan
ONG Wei Jin
LI Hongxing

董事會

執行董事

劉興旭 (*董事會主席*)
張慶金
閻蘊華

獨立非執行董事

王建源
李生校
王為仁
李紅星

董事會委員會

審核委員會

王建源 (*主席*)
李生校
王為仁
李紅星

薪酬委員會

王為仁 (*主席*)
王建源
李生校
李紅星

提名委員會

李生校 (*主席*)
劉興旭
王建源
王為仁
李紅星

CHIEF EXECUTIVE OFFICER

SONG Wanlei

CHIEF FINANCIAL OFFICER

WONG Wing Wang

AUTHORISED REPRESENTATIVES UNDER LISTING RULES

YAN Yunhua

LEUNG Kwan Wai

JOINT COMPANY SECRETARIES

LEUNG Kwan Wai

LIN Moi Heyang

AUDITOR

Ernst & Young LLP

One Raffles Quay

North Tower, Level 18

Singapore, 048583

Partner-in-charge: YONG Kok Keong

LEGAL ADVISORS

Haiwen & Partners LLP

Shook Lin & Bok LLP (Singapore)

PRINCIPAL BANKERS

China Construction Bank

Agricultural Bank of China

Bank of China

Industrial & Commercial Bank of China

Bank of Communications

HSBC

REGISTERED OFFICE

9 Raffles Place,

#26-01 Republic Plaza, Singapore 048619

首席執行官

宋萬磊

首席財務官

王永宏

上市規則下的授權代表

閔蘊華

梁君慧

聯席公司秘書

梁君慧

林美香

核數師

安永會計師事務所

One Raffles Quay

North Tower, Level 18

Singapore, 048583

項目合夥人：楊國強

法律顧問

海問律師事務所有限法律責任合夥

旭齡及穆律師樓（新加坡）

主要往來銀行

中國建設銀行

中國農業銀行

中國銀行

中國工商銀行

交通銀行

滙豐銀行

註冊辦事處

9 Raffles Place,

#26-01 Republic Plaza, Singapore 048619

Corporate Information

公司資料

HEADQUARTERS

Xinxiang Economic Development Zone
Henan Province
PRC 453731

STOCK CODE

Hong Kong Stock Code: 1866

CORPORATE WEBSITE

www.chinaxlx.com.hk

總辦事處

中國河南省
新鄉經濟開發區
郵編：453731

股票代碼

香港股份代號：1866

公司網址

www.chinaxlx.com.hk

Management Discussion and Analysis

管理層討論與分析

The board of Directors (the “**Board**”) of China XLX Fertiliser Ltd. (the “**Company**”) and, together with its subsidiaries, the “**Group**”) is pleased to present this interim report for the six months ended 30 June 2024 (“**1H2024**”).

(I) BUSINESS REVIEW

In the first half of 2024, despite the concentrated release of agricultural demand, demand and supply mismatch in the fertilizer industry still exist. The price of raw materials on the supply side has fluctuated downward, weakening price support for coal chemical products, which has in turn affected the prices of the Group’s fertilizer and fine chemical products. However, with the stable operation of the domestic economy, downstream demand is continuously recovering, leading to significant increases in the Group’s urea, compound fertilizer, and methanol sales.

The Group’s unaudited total revenue increased from approximately RMB12,059 million for the six months ended 30 June 2023 (“**1H2023**”) to approximately RMB12,061 million for the first half of 2024 (“**1H2024**”), an increase of approximately RMB2 million or 0.02%. The Group has continued to optimize production processes, strictly control energy consumption indicators, and ensure stable long-term operation. Through quality improvement, cost reduction and efficiency enhancement, the Group has achieved the leading energy efficiency in synthetic ammonia production for thirteen consecutive years. With the decline in raw material costs, the overall gross profit increased by 12% year-on-year (“**YoY**”), contributing to profit growth for the Group. The Group’s unaudited net profit increased from approximately RMB778 million for 1H2023 to approximately RMB938 million for 1H2024, an increase of approximately RMB160 million or 21%.

With the recovery of the chemical products market, the performance of the Group’s wholly-owned subsidiaries has improved significantly. The unaudited total profit attributable to the owners of the parent company increased from approximately RMB546 million for 1H2023 to approximately RMB687 million for 1H2024, an increase of approximately RMB141 million or 26%.

中國心連心化肥有限公司(「**本公司**」，連同其附屬公司統稱「**本集團**」)董事會(「**董事會**」)欣然呈列截至二零二四年六月三十日止六個月(「**二零二四年上半年**」)的本中期報告。

(I) 業務回顧

二零二四年上半年，儘管農需集中釋放，但化肥行業供需矛盾依然存在，供應端原料價格震蕩下行，對煤化工相關產品的價格支撐減弱，影響本集團化肥板塊及精細化工板塊產品價格有所下滑。但隨著國內經濟的穩健運行，下游需求在持續恢復，帶動本集團尿素、複合肥及甲醇銷量顯著提升。

本集團的未經審核綜合收入由截至二零二三年六月三十日止上半年度(「**二零二三年上半年**」)約人民幣12,059,000,000元增加約人民幣2,000,000元或0.02%至二零二四年上半年約12,061,000,000元。本集團持續優化生產工藝、嚴控能耗指標，生產長周期安穩運行，通過提質降本增效，確保連續十三年榮獲合成氨能效領跑榮譽，伴隨原料成本下滑，帶動整體毛利同比上升12%，助力本集團利潤增長。本集團的未經審核綜合純利由二零二三年上半年約人民幣778,000,000元增加約人民幣160,000,000元或21%至二零二四年上半年約人民幣938,000,000元。

隨著化工品市場回暖，本集團全資子公司業績明顯改善。歸屬於母公司擁有人的未經審核溢利總額由二零二三年上半年約人民幣546,000,000元增加約人民幣141,000,000元或26%至二零二四年上半年約人民幣687,000,000元。

Management Discussion and Analysis

管理層討論與分析

FINISHED UREA PRODUCTS

Revenue derived from the sales of urea increased by approximately RMB316 million or 9% from approximately RMB3,518 million for 1H2023 to approximately RMB3,834 million for 1H2024. This was mainly due to a 25% YoY increase in urea sales volume, but this was partially offset by a 13% YoY decrease in the average selling price. As production capacity was released, the output of urea increased by 24% YoY, which helped boost sales volume.

Gross profit margin of urea increased by approximately 2 percentage points from approximately 29% in 1H2023 to 31% for 1H2024, benefiting from a 15% decrease in the average sales cost of urea. On one hand, the decline in the price of coal led to a 10% YoY decrease in procurement costs. On the other hand, through the transformation and upgrade of the production lines, the production consumption indicator was effectively reduced by 6% YoY.

UREA SOLUTION FOR VEHICLE

Revenue derived from the sales of urea solution for vehicle decreased by approximately RMB59 million or 26% from approximately RMB225 million for 1H2023 to approximately RMB166 million for 1H2024. Its average selling price and sales volume decreased by 18% and 10% YoY respectively. With the reduction in downstream subcontracting demand from the major clients, the Group's subcontracting business has been reduced by 22%, impacting sales volume. Additionally, the support from raw material prices for the selling price of automotive urea solution has weakened, resulting in a 6 percentage point decrease in the gross profit margin of automotive urea solution, down to 18% compared to the previous year.

成品尿素

尿素的銷售收入由二零二三年上半年的約人民幣3,518,000,000元增加約人民幣316,000,000元或9%至二零二四年上半年約人民幣3,834,000,000元。這主要是由於尿素的銷量同比增加25%所致，但該增長因素被平均售價同比減少13%部分抵消。隨著產能充分釋放，尿素產量同比增長24%，助力銷量提升。

尿素的毛利率由二零二三年上半年約29%上升約2個百分點至二零二四年上半年的31%，得益於尿素平均銷售成本下降15%。一方面原料煤炭價格下滑，影響採購成本同比降低10%；另一方面，通過對生產線的改造升級，提高生產效率的同時，有效降低能耗指標6%。

車用尿素溶液

車用尿素溶液的銷售收入由二零二三年上半年約人民幣225,000,000元減少約人民幣59,000,000元或26%至二零二四年上半年約人民幣166,000,000元，其平均售價和銷量分別同比下降18%和10%。由於下游大客戶代工需求減少，本集團代工業務同比下降22%，影響銷量下滑。同時，原料價格對車用尿素溶液售價支撐減弱，導致車用尿素溶液毛利率同比下降6個百分點至18%。

COMPOUND FERTILISERS

Revenue derived from the sales of compound fertilisers increased by approximately RMB202 million or 6% from approximately RMB3,208 million for 1H2023 to approximately RMB3,410 million for 1H2024, mainly due to a 13% YoY increase in compound fertilisers sales volume, but partially offset by a 6% YoY decrease in average selling price. The release of new production capacity at the Group's Northeast base led to a 15% YoY increase in output. At the same time, the continued optimization of the marketing model, and precise marketing strategy for each region and crop, as well as pre-orders through conference marketing, helped boost sales volume.

Gross profit margin of compound fertilisers increased by approximately 6 percentage points from approximately 12% in 1H2023 to 18% in 1H2024. With the continuous decline in international potash prices, the Group's potash procurement price decreased by 18% YoY, resulting in a 12% YoY reduction in average cost of sales. Additionally, as high-efficient compound fertilisers better meet the needs of modern agriculture, with a gross profit margin of 19%, 4 percentage points higher than ordinary fertilisers, the Group increased the proportion of high-efficiency compound fertiliser sales by 23% YoY, effectively improving the gross profit.

METHANOL

Revenue derived from the sales of methanol increased by approximately RMB314 million or 32% from approximately RMB977 million for 1H2023 to approximately RMB1,291 million for 1H2024. The increase was mainly due to a 1% YoY increase and a 31% YoY increase in the average selling price and sales volume of methanol, respectively. In the first half of the year, the domestic economy has gradually recovering, which has driven increased demand for methanol in downstream industries. At the same time, our Group continued to expand its methanol trading activities and enhanced market competitiveness by providing supporting logistics services. As a result, new trade orders increased by 18% YoY.

The gross profit margin of methanol increased by 10 percentage points from negative 2% in 1H2023 to 8% in 1H2024. Affected by the decline in raw material prices, the average methanol cost of sales decreased by 9% YoY.

複合肥

複合肥的銷售收入由二零二三年上半年約人民幣3,208,000,000元增加約人民幣202,000,000元或6%至二零二四年上半年約人民幣3,410,000,000元，主要是由於複合肥的銷量同比增長13%，但被平均售價同比下降6%所部分抵消。本集團東北基地新增產能釋放，產量同比增加15%，同時，不斷優化營銷模式，針對一區一作展開精準營銷，通過會議營銷提前鎖定訂單，助力銷量提升。

複合肥的毛利率由二零二三年上半年約12%上升約6個百分點至二零二四年上半年的18%。隨著國際鉀肥價格的持續下跌，本集團鉀肥採購價格同比下降18%，影響平均銷售成本同比減少12%。另外，由於高效複合肥更符合現代農業需求，其毛利率達19%高於普通肥4個百分點，因此本集團加大高效複合肥銷量佔比，同比增加23%，有效提升產品毛利。

甲醇

甲醇的銷售收入由二零二三年上半年約人民幣977,000,000元增加約人民幣314,000,000元或32%至二零二四年上半年約人民幣1,291,000,000元。該增長主要是由於甲醇的平均售價及銷量分別同比增長1%和31%所致。上半年，國內經濟逐步回暖，帶動下游產業對甲醇的需求增長，同時，本集團繼續拓展甲醇貿易，通過提供配套物流服務，提升市場競爭力，新增貿易訂單同比增長18%。

甲醇的毛利率由二零二三年上半年的負2%上升10個百分點至二零二四年上半年的8%。受原料價格下滑影響，甲醇平均銷售成本同比下降9%所致。

Management Discussion and Analysis

管理層討論與分析

MELAMINE

Revenue derived from the sales of melamine decreased by approximately RMB15 million or 4% from approximately RMB412 million for 1H2023 to approximately RMB397 million for 1H2024. This was mainly due to a 6% YoY decrease in the average selling price of melamine. In the first half of the year, the domestic real estate-related industries experienced a slow recovery, with weak downstream demand. The addition of new production capacity and a rise in operating rates led to an imbalance between supply and demand, causing melamine prices to come under pressure and declined. To mitigate the adverse effects of domestic supply pressures, the Group has actively expanded into international markets, securing new overseas orders in countries such as India and Malaysia. This increase in export volume has driven a 3% YoY increase in sales volume.

The gross profit margin of melamine products decreased by 6 percentage points from 36% in 1H2023 to 30% in 1H2024. This was mainly due to the loose supply and demand situation and the weakening of raw material cost support, which resulted in a 6% YoY decrease in the average selling price of melamine.

DMF

The sales revenue of DMF increased by approximately RMB72 million or 14% from approximately RMB523 million for 1H2023 to approximately RMB595 million for 1H2024. This was mainly due to a 31% YoY increase in DMF sales volume, while the average selling price decreased by 13% YoY. Since the planned shutdown and maintenance in the first half of last year, the production equipment has maintained stable operation, effectively increasing production by 30%, driving the increase in sales volume.

The gross profit margin of DMF increased by 2 percentage points from 11% in 1H2023 to 13% in 1H2024. The increase was due to innovation of production technology and improvement of equipment, which effectively reduced the consumption of steam and electricity, and lowered the average cost by approximately 15% YoY.

三聚氰胺

三聚氰胺的銷售收入由二零二三年上半年的約人民幣412,000,000元減少約人民幣15,000,000元或4%至二零二四年上半年約人民幣397,000,000元。主要由於三聚氰胺的平均售價同比減少6%所致。上半年，國內房地產相關行業恢復緩慢，下游需求偏弱，新增產能投放疊加開工率回升，供需失衡導致三聚氰胺價格承壓下滑。為抵減國內供應壓力帶來的不利影響，本集團積極開拓國際市場，新增海外訂單，如印度、馬來西亞等，出口量提升帶動銷量同比增加3%。

三聚氰胺產品的毛利率由二零二三年上半年的36%減少6個百分點至二零二四年上半年的30%。主要由於供需格局寬鬆及原料成本支撐減弱，影響三聚氰胺平均售價同比下降6%所導致。

DMF

DMF的銷售收入由二零二三年上半年的約人民幣523,000,000元增加約人民幣72,000,000元或14%至二零二四年上半年約人民幣595,000,000元。主要由於DMF的銷量同比增加31%，而平均售價同比減少13%所致。自去年上半年計劃停車檢修至今，生產設備保持穩定運行，有效增產30%，帶動銷量提升。

DMF的毛利率由二零二三年上半年的11%增加2個百分點至二零二四年上半年的13%，該增長得益於生產技術的創新及設備工藝的改進，有效降低對蒸汽及電的消耗，節降平均成本同比約15%。

MEDICAL INTERMEDIATE

Revenue derived from the sales of medical intermediate segment decreased by approximately RMB65 million or 22% from approximately RMB299 million for 1H2023 to approximately RMB234 million for 1H2024. This was mainly due to a 33% YoY decrease in sales volume in this segment. The Group has optimized the product chain in this segment by focusing on core products and gradually increasing the proportion of advantageous products. It has actively eliminated products that have been marginalized by the market or are detached from the main product chain, such as acrylonitrile and chlorinated products. As a result, this segment reduced production by 37% YoY, leading to a decrease in sales volume.

The gross profit margin of the medical intermediate segment decreased by 17 percentage points from 16% in 1H2023 to negative 1% in 1H2024. To achieve upstream and downstream integration in this segment, the Xinjiang base's bio-fermentation project serves as the raw material supply base for core products. However, due to venturing into new technical domains, production fluctuations were severe, causing the average cost to increase by 38% YoY.

OTHER INCOME, NET

Other income, net increased by approximately RMB22 million or approximately 24% from approximately RMB90 million for 1H2023 to approximately RMB112 million for 1H2024. This was due mainly to that subsidy income increased by approximately RMB31 million YoY, which was partially offset by an increase of approximately RMB9 million YoY in losses on disposal of fixed assets.

醫藥中間體板塊

醫藥中間體板塊的銷售收入由二零二三年上半年的約人民幣299,000,000元減少約人民幣65,000,000元或22%至二零二四年上半年約人民幣234,000,000元。主要由於該板塊的銷量同比減少33%所影響。為適應市場需求，該板塊優化產品鏈，聚焦核心產品，逐漸擴大優勢產品佔比，主動淘汰被市場邊緣化以及脫離主產品鏈的產品，如乙腈、氯化產品等，產量同比減少37%，影響銷量有所下滑。

醫藥中間體板塊的毛利率由二零二三年上半年的16%減少17個百分點至二零二四年上半年的-1%。為實現該板塊上下游聯動，新疆基地的生物發酵項目為核心產品提供原料，但由於涉足新的技術領域，生產波動嚴重，影響平均成本同比上升38%。

其他收入，淨額

其他收入，淨額由二零二三年上半年約人民幣90,000,000元增加約人民幣22,000,000元或約24%至二零二四年上半年約人民幣112,000,000元。該增長原因主要由於輔助收入同比增加約人民幣31,000,000元，但被出售固定資產虧損同比增加約人民幣9,000,000元所部分抵銷。

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SELLING AND DISTRIBUTION EXPENSES

Selling and distribution expenses increased by approximately RMB67 million or approximately 22% from approximately RMB311 million in 1H2023 to approximately RMB378 million in 1H2024. The increase was attributed to two main reasons. On one hand, due to a shift in marketing strategies, including the promotion of agricultural chemical value-added services and conducting business promotion and marketing activities, advertising expenses increased by approximately RMB35 million YoY. On the other hand, with the expansion of business scope and increased product sales across various bases, particularly the significant rise in compound fertilizer sales, performance commissions and incentive bonuses for sales personnel increased by approximately RMB32 million YoY.

GENERAL AND ADMINISTRATIVE EXPENSES

General and administrative expenses increased by approximately RMB62 million or approximately 9.7% from approximately RMB640 million for 1H2023 to approximately RMB702 million for 1H2024. The main reasons for the increase are:

1. To ensure the smooth commencement of project construction, the Group has continually strengthened talent development by offering high salaries to attract skilled professionals and provide adequate staffing for major projects in advance. Additionally, the Group has focused on enhancing the comprehensive abilities of core young executives to meet the talent needs of project construction. As a result, expenses for management salaries, training, and benefits increased by RMB20 million YoY;
2. With the expansion of the Group's development scale and the increase in business volume, various taxes and amortisation fees of land use rights increased by RMB15 million YoY;
3. To promote the Group's high-quality development, accelerate digital transformation, and further achieve technological and management innovation, the Group has hired expert teams to provide guidance and consultation, leading to a YoY increase of RMB15 million in service fees; and

銷售及分銷開支

銷售及分銷開支由二零二三年上半年約人民幣311,000,000元增加約人民幣67,000,000元或約22%至二零二四年上半年約人民幣378,000,000元。增加原因，一方面由於轉變營銷模式，推廣農化增值服務，開展業務宣傳及市場營銷活動導致宣傳費同比增加約人民幣35,000,000元；另一方面隨著各基地業務範圍及產品銷量的增長，尤其是複合肥銷量大幅提升，對業務人員的業績提成及激勵獎金同比增加約人民幣32,000,000元。

一般及行政開支

一般及行政開支由二零二三年上半年約人民幣640,000,000元增加約人民幣62,000,000元或約9.7%至二零二四年上半年約人民幣702,000,000元。增長原因主要由於：

1. 為確保項目建設的順利投運，本集團不斷強化人才隊伍建設，高薪引進高技能人才，為大項目提前儲備潛力後備，同時，加強對核心年輕幹部綜合能力的培養，以保障項目建設的人才需求。導致管理人員的薪酬、培訓及福利待遇同比增加人民幣20,000,000元；
2. 隨著本集團發展規模的擴大，業務量的增加，各項稅金及土地使用權的攤銷費用同比增加人民幣15,000,000元；
3. 為推進本集團高質量發展，加快數智化轉型，進一步實現技術與管理創新，聘請專家團隊指導、諮詢，導致中介服務費同比增加人民幣15,000,000元；及

4. To ensure safe and stable production operations, the Xinjiang base conducted the planned shutdown maintenance. The major repair expenses and repair expenses of management department during the shutdown increased by RMB10 million YoY.

FINANCE COSTS

Finance costs decreased by approximately RMB58 million or 18% from approximately RMB324 million for 1H2023 to approximately RMB266 million for 1H2024. Against the backdrop of a decline in the average interest rate of interest-bearing borrowings, the Group has ensured healthy cash flow while proactively repaying high-interest borrowings in advance, which effectively reduced the finance costs.

INCOME TAX EXPENSE

Income tax expense increased by approximately RMB36 million or 24% from approximately RMB148 million for 1H2023 to approximately RMB184 million for 1H2024, which was mainly due to a substantial increase in the Group's profit.

PROFIT FOR THE PERIOD

Profit for the Period increased by approximately RMB160 million or 21% from approximately RMB778 million for 1H2023 to approximately RMB938 million for 1H2024. This was mainly due to an increase in gross profit and other income of approximately RMB245 million and RMB22 million, respectively, which was offset by a combined increase of approximately RMB71 million in three expenses, including selling expenses, administrative expenses and finance costs, as well as an increase of approximately RMB36 million in income tax expense.

4. 為確保生產安全穩定運行，新疆基地進行計劃停車檢修，停車期間的大修費及管理部門的修理費同比增加人民幣10,000,000元。

財務成本

財務成本由二零二三年上半年的約人民幣324,000,000元減少約人民幣58,000,000元或18%至二零二四年上半年的約人民幣266,000,000元。在計息借款平均利率下調的背景，本集團確保現金流穩健的同時，提前歸還高息借款，有效節降財務成本。

所得稅開支

所得稅開支由二零二三年上半年約人民幣148,000,000元增加約人民幣36,000,000元或24%至二零二四年上半年約人民幣184,000,000元。主要由於本集團盈利水平大幅提升所致。

期內溢利

期內溢利由二零二三年上半年的約人民幣778,000,000元增加約人民幣160,000,000元或21%至二零二四年上半年約人民幣938,000,000元。這主要是由於產品毛利及其他收入分別增加人民幣245,000,000元及22,000,000元，期內毛利增加被三項費用，包括銷售費用、管理費用及財務費用共計增加約人民幣71,000,000元，以及所得稅開支增加約人民幣36,000,000元所抵消。

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(II) PROSPECTS

Looking ahead to the second half of the year, the domestic economy is expected to recover and improve. The supply and demand in the fertilizer industry will trend balanced, coal prices will stabilize, and nitrogen fertilizers will continue to experience stable and positive development. Compound fertilizers are expected to perform better than in the first half of the year. Additionally, national requirements for the power industry to complete urea de-sulfuration modifications by a specified deadline will significantly increase industrial demand for urea. Although there are plans to add some new production capacities on the supply side, actual operating rates and production standards may fall short of expectations. Environmental controls and winter inspections aimed at eliminating outdated production capacities will also help improve the supply-demand balance. Furthermore, adjustments in export control policies may provide potential support for domestic fertilizers. In the chemical products sector, moderate economic recovery and further relaxation of real estate policies are expected to boost industry activity, potentially enhancing the prosperity of chemicals related to the real estate chain.

Against the backdrop of accelerating agricultural productivity improvements, the Group is seizing new trends and opportunities in agricultural services. By utilizing big data and focusing on large-scale farmers, we are restructuring our sales organisation, transforming distributors into service providers. We aim to provide integrated value-added services to end farmers with a focus on "differentiated products + precise services," enhancing brand influence through team collaboration. At the same time, our Group continues to align with long-term strategic goals, focusing on core advantages and deepening core competencies. On one hand, we are further enhancing the technical transformation of existing systems to reduce consumption. On the other hand, we are building new projects with the industry's most advanced technology to maximize investment returns. To meet the needs of rapid development, we continuously optimize management models and, leveraging group control, establish an adaptable organizational structure to support the realization of development strategies and competitive strategies.

There is a downward trend in the leading products. Due to the adjustment of domestic policies, there is a significant increase in domestic volume, but it is also important to be prepared well since it will have a certain impact on the overall cash flow.

(II) 前景展望

展望下半年，國內經濟回升向好，化肥行業供需平衡，煤炭價格趨穩延續，氮肥仍將維持良性穩定發展，複合肥預計好於上半年。國家要求電力行業限期完成尿素脫硫改造，對尿素的工業需求將顯著提升。供應端雖有部分新增產能計劃投放，但實際開工率及投產達標率或將不及預期。同時，淘汰落後產能的環保管控及冬季環保檢修，也將促進供需格局改善。另外，不排除出口管控政策階段性調整，對國內化肥存潛在支撐。化工品方面，在經濟溫和復蘇的背景下，房地產政策進一步放寬刺激行業活躍度，有望帶動地產鏈化工品景氣度提升。

在加快推進農業新質生產力的背景下，本集團把握農業新趨勢、緊抓農服新機遇，利用大數據，緊盯大農戶，改變本集團銷售端的組織架構，經銷商轉型為服務商，以「差異化產品+精準化服務」為切入點，團隊協同為終端農戶提供一體化增值服務，進一步增強品牌影響力。同時，本集團始終圍繞集團長期戰略目標，聚焦主業優勢，深挖核心競爭力，一方面，進一步加強現有系統的技術改造，降低消耗，另一方面，運用行業最先進的技術建設新項目，確保投資收益最大化。為滿足本集團快速發展的需求，不斷優化管理模式，以集團管控為抓手，搭建適應性組織架構，支撐集團發展戰略和競爭策略的實現。

主導產品有個下降趨勢，由於國內政策的調整，國內量有大幅增加，還要做好應對，對整體的現金流都會產生一定影響。

(III) DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS IN SHARES

As at 30 June 2024, the interests of the directors and chief executive of the Company in shares of the Company, as recorded in the register required to be kept by the Company pursuant to Section 164 of the Companies Act (Chapter 50) of the laws of Singapore (the "Companies Act") and Section 352 of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the "SFO"), or as otherwise notified to the Company and The Stock Exchange of Hong Kong Limited (the "SEHK") pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix C3 to the Rules Governing the Listing of Securities on the SEHK (the "Listing Rules"), were as follows:

LONG POSITIONS

Name of directors/chief executive 董事／主要行政人員姓名	Number of issued ordinary shares interested 持有權益的已發行普通股數目				Approximate percentage [#] of the Company's issued share capital 約佔本公司已發行股本百分比 [#]
	Personal interests 個人權益	Equity derivatives 股票衍生工具	Corporate interests 公司權益	Total interests 總權益	
Mr. Liu Xingxu 劉興旭先生	600,000	1,200,000 (Note 附註(a))	426,344,999 (Note 附註(a))	428,144,999	35.25%
Mr. Zhang Qingjin 張慶金先生	–	1,200,000 (Note 附註(d))	–	1,200,000	0.099%
Ms. Yan Yunhua 閻蘊華女士	300,000	900,000 (Note 附註(c))	255,966,000 (Note 附註(b))	257,166,000	21.18%
Mr. Ong Kian Guan 王建源先生	100,000	–	–	100,000	0.01%

[#] The percentage represents the number of issued ordinary shares interested divided by the number of the Company's issued shares as at 30 June 2024.

(III) 董事及主要行政人員於股份的權益

於二零二四年六月三十日，本公司董事及主要行政人員於本公司的股份中擁有記載於按新加坡法例第50章公司法（「公司法」）第164條及香港法例第571章證券及期貨條例（「證券及期貨條例」）第352條由本公司存置的登記冊內的權益，或根據香港聯合交易所有限公司（「聯交所」）證券上市規則（「上市規則」）附錄C3上市發行人董事進行證券交易的標準守則（「標準守則」）須知會本公司及聯交所的權益如下：

好倉

[#] 該百分比指持有權益的已發行普通股數目除以本公司於二零二四年六月三十日的已發行股份數目。

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Notes:

- (a) These shares were held by Pioneer Top Holdings Limited (“**Pioneer Top**”), an investment holding company established in the British Virgin Islands (the “**BVI**”). Mr. Liu Xingxu beneficially owned 42% of the equity interest in Pioneer Top and is irrevocably granted the absolute discretion to exercise the voting rights and the rights to the day-to-day management of Pioneer Top. The 1,200,000 equity derivatives represented interests in the restricted shares (but unvested) granted under the Company’s Share Award Plan.
- (b) 44,026,152 Shares are held by Rosy Top Limited, which is 100% owned by Ms. Yan Yunhua. Mirth Power Limited (“**Mirth Power**”) is a trust vehicle which holds 211,939,848 Shares for a total of 1,245 beneficiaries who are the employees of the Group, pursuant to a trust agreement dated 12 September 2023. Additionally, Ms. Yan Yunhua is the settlor of the said employee trust. Pursuant to the said trust agreement, Ms. Yan Yunhua has the absolute discretion to exercise the voting rights held by Mirth Power in the Company.
- (c) The 900,000 equity derivatives represented interests in the restricted shares (but unvested) granted under the Company’s Share Award Plan.
- (d) The 1,200,000 equity derivatives represented interests in the restricted shares (but unvested) granted under the Company’s Share Award Plan.

Certain directors of the Company have been granted share awards under the Company’s Share Award Plan, details of which are set out in section headed “Share Option Scheme and Share Award Scheme”.

All interests in the shares and underlying shares of the Company are long positions.

附註：

- (a) 該等股份由 Pioneer Top Holdings Limited(「**Pioneer Top**」)(一間於英屬處女群島(「**英屬處女群島**」)成立之投資控股公司)持有。劉興旭先生實益擁有 Pioneer Top 42% 股權，並獲不可撤回地授予權利，全權酌情行使 Pioneer Top 的投票權及其日常管理權。1,200,000 份股權衍生工具代表了根據本公司股份獎勵計劃授予的受限制股份(惟未歸屬)的權益。
- (b) 44,026,152 股股份由 Rosy Top Limited 持有，而 Rosy Top Limited 則由閻蘊華女士擁有 100% 權益。Mirth Power Limited (「**Mirth Power**」) 乃信託工具，根據日期為二零二三年九月十二日的信託協議，其為合共 1,245 名屬本集團僱員的受益人持有 211,939,848 股股份。此外，閻蘊華女士乃上述員工信託的委託人。根據上述信託協議，閻蘊華女士可全權酌情行使 Mirth Power 於本公司持有的投票權。
- (c) 900,000 份股權衍生工具代表了根據本公司股份獎勵計劃授予的受限制股份(惟未歸屬)的權益。
- (d) 1,200,000 份股權衍生工具代表了根據本公司股份獎勵計劃授予的受限制股份(惟未歸屬)的權益。

本公司若干董事已根據本公司股份獎勵計劃獲授股份獎勵，詳情載於「購股權計劃及股份獎勵計劃」一節。

於本公司股份及相關股份的所有權益均為好倉。

Save as disclosed above, as at 30 June 2024, none of the directors and chief executive of the Company nor their associates had or was deemed to have any interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO), which has been recorded in the register maintained by the Company pursuant to Section 164 of the Companies Act and Section 352 of the SFO, or which has been notified to the Company and the SEHK pursuant to the Model Code.

除上述所披露者外，於二零二四年六月三十日，本公司董事、主要行政人員或彼等的聯繫人士概無於本公司或其任何相聯法團（定義見證券及期貨條例第XV部）的股份、相關股份或債券中擁有或被視為擁有記載於按公司法第164條及證券及期貨條例第352條須由本公司存置的登記冊內的權益或淡倉，或根據標準守則須知會本公司及聯交所的權益或淡倉。

(IV) SUBSTANTIAL SHAREHOLDERS' INTERESTS IN SHARES

As at 30 June 2024, the following parties had interests of 5% or more in the issued shares of the Company according to the register of interests required to be kept by the Company pursuant to Section 88 of the Companies Act and Section 336 of the SFO, or as the Company is aware:

LONG POSITIONS

Name of substantial shareholders 主要股東名稱	Capacity 身份	Number of issued ordinary shares interested 持有權益的已發行普通股數目	Approximate percentage [#] of the Company's issued share capital 約佔本公司已發行股本百分比 [#]
Pioneer Top (Note 附註(a))	Beneficial owner 實益擁有人	426,344,999	35.11%
Teeroy Limited (Note 附註(b))	Trustee 受託人	211,939,848	17.45%
Mirth Power (Note 附註(b))	Beneficial owner 實益擁有人	211,939,848	17.45%

[#] The percentage represents the number of issued ordinary shares interested divided by the number of the Company's issued shares as at 30 June 2023.

(IV) 主要股東於股份的權益

於二零二四年六月三十日，按本公司根據公司法第88條及證券及期貨條例第336條須存置的權益登記冊，或據本公司所知，以下各方於本公司已發行股份擁有5%或以上的權益：

好倉

[#] 該百分比指持有權益的已發行普通股數目除以本公司於二零二三年六月三十日的已發行股份數目。

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Notes:

- (a) Pioneer Top is an investment holding company established in the BVI. Mr. Liu Xingxu beneficially owned 42% of the equity interest in Pioneer Top and has the absolute discretion to exercise the voting rights held by Pioneer Top in the Company. Such interest held by Pioneer Top has also been disclosed as the interest of Mr. Liu Xingxu in the above section headed "Directors' and Chief Executive's Interests in Shares".
- (b) Mirth Power is a trust vehicle which holds 211,939,848 Shares for a total of 1,245 beneficiaries who are the employees of the Group, pursuant to a trust agreement dated 12 September 2023. Teeroy Limited is trustee of the said employee. None of the 1,245 beneficiaries holds more than 5% interest in the trust. Additionally, Ms. Yan Yunhua is the settlor of the employee trust. Pursuant to the said trust agreement, Ms. Yan Yunhua has the absolute discretion to exercise the voting rights held by Mirth Power in the Company.

Save as disclosed above, as at 30 June 2024, no person, other than the directors and chief executive of the Company whose interests are set out in the section headed "Directors' and Chief Executive's Interests in Shares" above, had an interest or a short position in the shares, underlying shares or debentures of the Company that was required to be recorded in the register maintained by the Company pursuant to Section 88 of the Companies Act and Section 336 of the SFO.

附註：

- (a) Pioneer Top 乃於英屬處女群島成立之投資控股公司。劉興旭先生實益擁有 Pioneer Top 42% 股權，並可全權酌情行使 Pioneer Top 於本公司持有的投票權。Pioneer Top 持有的該權益亦在上文「董事及主要行政人員於股份的權益」一節披露為劉興旭先生的權益。
- (b) Mirth Power 乃信託工具，根據日期為二零二三年九月十二日的信託協議，其為合共 1,245 名屬本集團僱員的受益人持有 211,939,848 股股份。Teeroy Limited 是上述員工的受託人，1,245 名受益人中概無任何人士於信託持有超過 5% 的權益，此外，閻蘊華女士乃員工信託的委託人。根據上述信託協議，閻蘊華女士可全權酌情行使 Mirth Power 於本公司持有的投票權。

除上文所披露者外，於二零二四年六月三十日，除於上文「董事及主要行政人員於股份的權益」一節所載本公司董事及主要行政人員的權益外，概無人士於本公司的股份、相關股份或債券中擁有按公司法第 88 條及證券及期貨條例第 336 條須記載於由本公司存置的登記冊內的權益或淡倉。

(V) SUPPLEMENTARY INFORMATION

1. OPERATIONAL AND FINANCIAL RISKS

• MARKET RISK

The major market risks of the Group include changes in the average selling prices of key products, changes in the costs of raw materials (mainly coal) and fluctuations in interest and exchange rates.

• COMMODITY PRICE RISK

The Group is also exposed to commodity price risk arising from fluctuations in product sale prices and costs of raw materials.

• INTEREST RATE RISK

The major market interest rate risk that the Group is exposed to the Group's long-term debt obligations which are subject to floating interest rates.

• FOREIGN EXCHANGE RISK

The Group's revenue and costs are primarily denominated in RMB. Some costs may be denominated in Hong Kong dollars, United States dollars or Singapore dollars.

• INFLATION AND CURRENCY RISK

According to the data released by the National Bureau of Statistics of China, the consumer price index of the PRC increased by 0.1% YoY for the six months ended 30 June 2024. Such inflation in the PRC did not have a significant impact on the Group's operating results.

(V) 補充資料

1. 營運及財務風險

• 市場風險

本集團的主要市場風險包括主要產品平均售價變動、原材料(主要為煤)的成本變動及利率和匯率的波動。

• 商品價格風險

本集團亦面臨因產品售價及原材料成本波動而產生的商品價格風險。

• 利率風險

本集團承擔的主要市場利率風險包括本集團受浮動利率影響的長期債務承擔。

• 外匯風險

本集團的收入及成本主要以人民幣計值。部分成本可能以港元、美元或新加坡元計值。

• 通脹及貨幣風險

根據中國國家統計局公佈的數據，中國的消費者物價指數於截至二零二四年六月三十日止六個月同比上漲0.1%。中國的通脹對本集團的經營業績並無重大影響。

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• LIQUIDITY RISK

The Group monitors its risk exposure to shortage of funds. The Group considers the maturity of both its financial investments and financial assets (e.g. trade receivables and other financial assets) and projected cash flows from operations. The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of bank overdrafts and bank loans. As at 30 June 2024, approximately RMB5,020,000,000 (31 December 2023: RMB4,468,625,000), or 41.10% (31 December 2023: 38.41%) of the Group's debts will mature in less than one year based on the carrying value of the borrowings reflected in the financial statements. Currently, the Group is adjusting the loan structures and obtained sufficient long term bank credit.

• 流動資金風險

本集團監控其資金短缺的風險。本集團考慮其財務投資及金融資產(例如貿易應收款項及其他金融資產)的到期情況及經營業務的預測現金流量。本集團的目標是通過使用銀行透支及銀行貸款，維持資金持續及靈活性之間的平衡。於二零二四年六月三十日，根據於財務報表內所反映的借款的賬面值，本集團債務中約人民幣5,020,000,000元(二零二三年十二月三十一日：人民幣4,468,625,000元)或41.10%(二零二三年十二月三十一日：38.41%)將於一年內到期。現時本集團正在調整貸款結構，並已取得充足的長期銀行信貸。

- **GEARING RISK**

The Group monitors its debt to asset ratios in order to support its business and maximise shareholders' value. The Group manages its debt to asset structure and makes adjustments to it, in light of changes in economic conditions. In order to maintain or adjust the debt to asset structure, the Group may raise new debt or issue new shares. No changes were made in the objectives, policies or processes for managing capital in 2024 and 2023. The gearing ratio of the Group as at 30 June 2024 (calculated as total debt divided by total assets) was 62.7%, representing a decrease of 1.3 percentage points as compared to 31 December 2023.

2. CONTINGENT LIABILITIES

As at 30 June 2024, the Group had no material contingent liabilities (2023: Nil).

3. MATERIAL LITIGATION AND ARBITRATION

As at 30 June 2024, the Group was not involved in any material litigation or arbitration (2023: Nil).

4. CHARGE ON THE GROUP'S ASSETS

As at 30 June 2024, save as disclosed in this report, the Group had no other charges.

5. SIGNIFICANT INVESTMENTS

The Group had no significant investment during the six months ended 30 June 2024.

- **資產負債比率風險**

本集團監控其資產負債比率，以支持其業務及最大化股東價值。本集團根據經濟狀況變動管理資產負債結構及就此作出調整。本集團可以透過籌集新債或發行新股以保持或調整資產負債結構。於二零二四年及二零二三年，管理資本的目標、政策或程序概無任何變動。於二零二四年六月三十日，本集團的資產負債比率（總負債除以總資產）為62.7%，較二零二三年十二月三十一日下降1.3個百分點。

2. 或然負債

於二零二四年六月三十日，本集團並無任何重大或然負債（二零二三年：無）。

3. 重大訴訟及仲裁

於二零二四年六月三十日，本集團並未牽涉任何重大訴訟或仲裁（二零二三年：無）。

4. 有關本集團資產的抵押

於二零二四年六月三十日，除本報告披露外，概無其他任何抵押。

5. 重大投資

本集團於二零二四年六月三十日止六個月並無作出重大投資。

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6. FUTURE PLANS FOR MATERIAL INVESTMENTS OR CAPITAL ASSETS

The Group did not have any other plans for material investments and capital assets as at 30 June 2024.

7. SHARE OPTION SCHEME AND SHARE AWARD SCHEME

SHARE AWARD SCHEME

A share award scheme (the “**Share Award Plan**”) was adopted by the Company by an ordinary resolution of shareholders of the Company passed at an extraordinary general meeting of the Company held on 17 May 2024.

The purposes of the Share Award Plan are to recognise and reward the contribution of certain Eligible Participants (i.e. director, senior management, the core staff and employee (whether full time or part-time) of the Company or the Group) to the growth and development of the Group, to give incentives thereto in order to retain them for the continual operation and development of the Group and to attract suitable personnel for further development of the Group.

Pursuant to the Share Award Plan, new shares of the Company may be subscribed for by the designated trustee out of such contribution in the form of money or otherwise made by the Company or any of its subsidiaries and/or subscription monies from Selected Participants, and would be held on trust by the designated trustee for the relevant Selected Participants until such shares are vested with the relevant Selected Participants in accordance with the rules of the Share Award Plan.

The principal terms of the Share Award Plan are as follows. Unless otherwise defined, all capitalized terms and abbreviations under this section shall have the same meanings as those defined in the circular of the Company dated 24 April 2024.

6. 有關重大投資或股本資產的未來計劃

本集團於二零二四年六月三十日並無有關重大投資或股本資產的任何其他計劃。

7. 購股權計劃及股份獎勵計劃

股份獎勵計劃

本公司於二零二四年五月十七日舉行的股東特別大會上以一項本公司股東普通決議案通過採納本公司股份獎勵計劃（「**股份獎勵計劃**」）。

股份獎勵計劃的目的乃為表彰及獎勵若干合資格參與者（即本公司或本集團的董事、高級管理層、核心員工及員工（不論全職或兼職）對本集團增長及發展作出的貢獻，並提供激勵措施以留聘該等員工，確保本集團得以持續經營及發展，並吸引合適的人員以促進本集團進一步發展。

根據股份獎勵計劃，本公司可由指定受託人根據本公司或其任何附屬公司所作的貨幣或其他形式的貢獻及/或以選定參與者的認購款認購新股份，並由指定受託人代為保管，直至該等股份根據股份獎勵計劃的規則歸屬於相關選定參與者。

股份獎勵計劃的主要條款如下。除另有定義者外，本節所有詞彙及縮寫與本公司日期為二零二四年四月二十四日的通函所界定者具有相同涵義。

- The Share Award Plan is valid and effective for a term of 10 years from 17 May 2024 unless terminated earlier by the Board and is administered by the Board and the Committee.
 - The Grant Price for each Awarded Share to be granted to the Selected Participant(s) is fixed at HK\$1.5 per Share.
 - Awards are subject to the performance-based vesting conditions. The Shares at the Grant Price provisionally awarded to a Selected Participant pursuant to Share Award Plan (the “Awarded Shares”) shall be vested upon fulfilment of the following performance targets by the Company and the relevant individual Selected Participant(s):
- 股份獎勵計劃自二零二四年五月十七日起有效及生效10年，除非董事會提前終止，並由董事會及委員會管理。
 - 授予選定參與者的每股獎勵股份的授予價釐定為每股1.5港元。
 - 獎勵須受基於業績的歸屬條件所限。根據股份獎勵計劃暫定以授予價授予選定參與者的股份(「獎勵股份」)應於本公司及個別選定參與者達成以下業績目標後歸屬：

(A) Performance target of the Company

The Company will evaluate its performance indicators of respective year and assess whether the performance evaluation target (as one of the conditions for vesting of the Awarded Shares to Selected Participants for the respective year) has been met. The specific evaluation conditions are as follows:

(A) 本公司的業績目標

本公司將就其各年度的績效指標進行評估，並考核是否達成業績評估目標(作為各年度向選定參與者歸屬獎勵股份的條件之一)。具體評估條件如下：

Vesting 歸屬	Condition 條件
First Vesting Period 第一個歸屬期	Based on the Company’s annual performance for the year ended 31 December 2023, the Company’s audited financial statements in 2024 will have a growth rate in revenue of not less than 2%, or the net profit of not less than RMB1.65 billion. 基於本公司截至二零二三年十二月三十一日止年度的年度業績，本公司二零二四年的經審核財務報表將錄得不少於2%的收入增長率或不少於人民幣1,650,000,000元的淨利潤。
Second Vesting Period 第二個歸屬期	Based on the Company’s annual performance for the year ended 31 December 2023, the Company’s audited financial statements in 2025 will have a growth rate in revenue of not less than 4%, or the net profit of not less than RMB1.8 billion. 基於本公司截至二零二三年十二月三十一日止年度的年度業績，本公司二零二五年的經審核財務報表將錄得不少於4%的收入增長率或不少於人民幣1,800,000,000元的淨利潤。

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(B) Targets of individual performance evaluation

Selected Participants must continue to work in the Group during the relevant Vesting Period, and should meet the following conditions:

- (i) In the preceding year prior to the Vesting Date, the Selected Participant has signed a target responsibility letter in accordance with the requirement of the Company, and has been assessed as qualified, and approved by the Board or the Committee;
- (ii) There is no serious violation of the management system of the Company, and there must be no behaviour that causes huge economic losses to the Company, or has severe negative impact on the Company, and is notified and punished by the Company;
- (iii) The employment contract has not been terminated by the Company due to personal reasons; and
- (iv) There are no circumstances in which he/she shall not be eligible for being a Selected Participant due to violation of the Companies Act and relevant laws and regulations of the capital market.

(B) 個別業績評估目標

選定參與者於相關歸屬期內必須繼續於本集團任職，並須達成以下條件：

- (i) 於歸屬日期前一個年度內，選定參與者根據本公司規定簽訂目標責任書，經考核符合資格且經董事會或委員會批准；
- (ii) 概無存在嚴重違反本公司管理制度的情況，不應存在對本公司造成重大經濟損失或對本公司造成嚴重負面影響並受到本公司通報及處罰的行為；
- (iii) 未發生因個人原因被本公司解除勞動合同的；及
- (iv) 概無存在因違反公司法及相關資本市場法例及法規而使其不合資格成為選定參與者的情況。

- The minimum period for which an award must be held before vesting shall not be less than 12 months from the date of grant. The Board and/or the Company may at its absolute discretion, determine that a shorter vesting period shall apply than the prescribed minimum period. The Board or the Committee may from time to time, at its discretion, determine the earliest vesting date and other subsequent date(s), if any, upon which the Awarded Shares held by the Trustee upon trust and which are referable to a Selected Participant shall vest in that Selected Participant, provided that the Awarded Shares that are available for vesting for each Vesting Period shall be as follows:

- 獎勵必須持有的最短期限不得少於自授出日期起12個月。董事會及/或本公司可全權酌情釐定適用於比規定的最短期限更短的歸屬期。董事會或委員會可不時酌情釐定最早歸屬日期及其他隨後日期(如有)，屆時受託人以信託方式持有並可轉讓予選定參與者的獎勵股份將歸屬予該選定參與者，惟每個歸屬期可供歸屬的獎勵股份如下：

Performance period 業績期間	Vesting Period 歸屬期	Percentage of Awarded Shares Available for Vesting 可供歸屬的獎勵股份百分比
Year ending 31 December 2024 截至二零二四年十二月三十一日 止年度	First Vesting Period 第一個歸屬期	50% of the Awarded Shares of relevant individual Selected Participant 相關個別選定參與者的50%獎勵股份
Year ending 31 December 2025 截至二零二五年十二月三十一日 止年度	Second Vesting Period 第二個歸屬期	Remaining 50% of the Awarded Shares of relevant individual Selected Participant 相關個別選定參與者的餘下50%獎勵股份

- The aggregate maximum number of Shares (“**Plan Mandate Limit**”) which (i) may be subscribed for by the Trustee in respect of all Awards to be granted under the Share Award Plan; and (ii) may be issued under any other share schemes adopted or to be adopted by the Company from time to time shall not exceed 10% of the total issued Shares as at the Adoption Date (i.e. 121,768,000 Shares), or the relevant date of approval of the refreshment of the Plan Mandate Limit.

- (i) 受託人就股份獎勵計劃項下將予授出的所有獎勵認購；及(ii)根據本公司已採納或將採納的任何其他股份計劃不時可能發行的股份最高總數(「**計劃授權限額**」)不得超過採納日期或批准更新計劃授權限額的相關日期已發行股份總數的10%(即121,768,000股股份)。

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The maximum number of Shares, in a 12-month period up to and including the Grant Date, which may be subject to an Award or Awards to a Selected Participant together with any Shares issued and to be issued under any options and awards granted to such Selected Participant under any share schemes of the Company (excluding any options and awards lapsed in accordance with the terms of the scheme) shall not (i) in aggregate exceed 1% of the relevant class of shares of the Company in issue; and (ii) exceed any limits applicable to such Selected Participant under the Listing Rules.

During the reporting period, 70,790,000 awards were granted under the Share Award Plan which may be vested to the awardees, representing approximately 5.83% of the issued share capital of the Company as at the date of this report.

The number of share awards available for grant under the then Plan Mandate Limit on 7 June 2024 was 50,978,000. No options or awards were available for grant at the beginning of the reporting period. The number of share awards available for grant under the Share Award Plan at the end of the reporting period was 50,978,000.

The number of shares that may be issued in respect of options and awards granted under all schemes of the issuer during the reporting period divided by the weighted average number of shares of the relevant class in issue (excluding treasury shares) for the period was 5.81%.

於截至授予日期(包括該日)止12個月期間,可授予選定參與者的一項或多項獎勵所涉及的最高股份數目連同根據本公司股份計劃授予有關選定參與者的任何購股權及獎勵(不包括根據計劃條款而失效的任何購股權及獎勵)項下已發行及將予發行的任何股份數目合共不得(i)超過本公司已發行相關類別股份的1%;及(ii)超過上市規則項下適用於有關選定參與者的任何限額。

於報告期間,已根據股份獎勵計劃授出70,790,000份獎勵,並可歸屬予獲獎人,佔本公司於本報告日期已發行股本約5.83%。

於二零二四年六月七日,根據當時的計劃授權限額可授出的股份獎勵數量為50,978,000份。於報告期初,並無任何期權及獎勵數目可授出。於報告期末,股份獎勵計劃下可授出的股份獎勵數量為50,978,000份。

於報告期間,就發行人所有計劃授出的購股權及獎勵而言,除以該期間相關類別已發行股份的加權平均數(不包括庫存股份)後為5.81%。

The following Awarded Shares were awarded on 7 June 2024 and unvested as of 30 June 2024:

以下獎勵股份已於二零二四年六月七日授出，及於截至二零二四年六月三十日未歸屬：

Name or category of participants 參與者姓名/名稱或類別	Granted on 7 June 2024 於二零二四年六月七日授出	Vested for the period from 7 June 2024 to 30 June 2024 於自二零二四年六月七日起至二零二四年六月三十日止期間歸屬	Cancelled for the period from 7 June 2024 to 30 June 2024 於自二零二四年六月七日起至二零二四年六月三十日止期間註銷	Lapsed for the period from 7 June 2024 to 30 June 2024 於自二零二四年六月七日起至二零二四年六月三十日止期間失效	As of 30 June 2024 截至二零二四年六月三十日	Date of grant of Awarded Shares 授出獎勵股份日期	Share closing price on the date of grant of Awarded Shares (HK\$ per share) 授出獎勵股份當日的股份收市價(每股港元)	Vesting period of Awarded Shares 獎勵股份歸屬期	Share closing price immediately before the date of grant of Awarded Shares (HK\$ per share) 緊接授出獎勵股份當日的股份收市價(每股港元)	Fair value per share at date of grant Note (2) 於授出日期每股公平值 附註(2)	Weighted average closing price of Shares immediately before the vesting date 緊接歸屬日期前股份的平均加權收市價
		2,360	2,360	2,360							
Liu Xingxu (Chairman of the Company) 劉興旭(本公司主席)	1,200,000	-	-	-	1,200,000	7 June 2024 二零二四年六月七日	3.86	Note (1) 附註(1)	3.85	2.36	N/A 不適用
Zhang Qingjin (Executive director of the Company) 張慶金(本公司執行董事)	1,200,000	-	-	-	1,200,000	7 June 2024 二零二四年六月七日	3.86	Note (1) 附註(1)	3.85	2.36	N/A 不適用
Yan Yunhua (Executive director of the Company) 閻蘊華(本公司執行董事)	900,000	-	-	-	900,000	7 June 2024 二零二四年六月七日	3.86	Note (1) 附註(1)	3.85	2.36	N/A 不適用
Zhang Qingcheng (Director of a subsidiary of the Group and a relative of Zhang Qingjin) 張慶城(本集團一間附屬公司的董事及張慶金的親屬)	300,000	-	-	-	300,000	7 June 2024 二零二四年六月七日	3.86	Note (1) 附註(1)	3.85	2.36	N/A 不適用
Zheng Nan (Director of a subsidiary of the Group and a relative of Liu Xingxu) 鄭楠(本集團一間附屬公司的董事及劉興旭的親屬)	300,000	-	-	-	300,000	7 June 2024 二零二四年六月七日	3.86	Note (1) 附註(1)	3.85	2.36	N/A 不適用
Zhang Guangshui (Manager of a subsidiary of the Group and a relative of Zhang Qingjin) 張廣水(本集團一間附屬公司的經理及張慶金的親屬)	150,000-	-	-	-	150,000	7 June 2024 二零二四年六月七日	3.86	Note (1) 附註(1)	3.85	2.36	N/A 不適用
Zhang Yunxi (Manager of a subsidiary of the Group and a relative of Zhang Qingjin) 張雲溪(本集團一間附屬公司的經理及張慶金的親屬)	60,000-	-	-	-	60,000	7 June 2024 二零二四年六月七日	3.86	Note (1) 附註(1)	3.85	2.36	N/A 不適用

Grant of Awarded Shares to a director, chief executive or substantial shareholder of the Company, or any of their respective associates

向本公司董事、主要行政人員或主要股東或彼等各自的任何聯繫人授予之獎勵股份

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Name or category of participants 參與者姓名/名稱或類別	Granted on 7 June 2024 於二零二四年 六月七日授出	Vested for the period from 7 June 2024 to 30 June 2024 於自二零二四 年六月七日起 至二零二四年 六月三十日止 期間歸屬	Cancelled for the period from 7 June 2024 to 30 June 2024 於自二零二四 年六月七日起 至二零二四年 六月三十日止 期間註銷	Lapsed for the period from 7 June 2024 to 30 June 2024 於自二零二四 年六月七日起 至二零二四年 六月三十日止 期間失效	As of 30 June 2024 截至二零二四 年六月三十日	Date of grant of Awarded Shares 授出獎勵 股份日期	Share closing price on the date of grant of Awarded Shares (HK\$ per share) 授出獎勵股份 當日的股份收 市價(每股 港元)	Vesting period of Awarded Shares 獎勵股份 歸屬期	Share closing price immediately before the date of grant of Awarded Shares (HK\$ per share) 緊接授出獎勵 股份當日的股 份收市價 (每股港元)	Fair value per share at date of grant Note (2) 於授出日期 每股公平值 附註(2)	Weighted average closing price of Shares immediately before the vesting date 緊接歸屬日期 前股份的平均 加權收市價
		15,540,000	-	-	-	15,540,000	7 June 2024 二零二四年 六月七日	3.86	Note (1) 附註(1)	3.85	2.36
Grant of Awarded Shares to connected persons of the Company (other than a director, chief executive or substantial shareholder of the Company, or any of their respective associates) 向本公司關連人士(本公司董事、主要行政人員或主要股東或彼等各自的任何聯繫人除外)授出獎勵股份	15,540,000	-	-	-	15,540,000	7 June 2024 二零二四年 六月七日	3.86	Note (1) 附註(1)	3.85	2.36	N/A 不適用
Other Selected Participants (a total of 468 Selected Participants) 其他選定參與者(合共468名選定參與者)	51,140,000	-	-	-	51,140,000	7 June 2024 二零二四年 六月七日	3.86	Note (1) 附註(1)	3.85	2.36	N/A 不適用
Total 總計	70,790,000	-	-	-	70,790,000						

Note:

- Please refer to the above regarding the vesting period of the Awarded Shares.
- The fair value of Awarded Shares was determined based on the differences between the closing price of Shares on the date when Awarded Shares were granted by the Company and the actual grant price.

附註：

- 有關獎勵股份的歸屬期，請參閱上文。
- 獎勵股份的公平值乃根據本公司售出獎勵股份當日的股份收市價與實際授予價之間的差額予以釐定。

According to the relevant provisions on the determination of fair value in the IFRS 2 - Share based Payment, the share-based payment to exchange for the staff services and settled with equity that cannot be exercised only until the service is completed during the waiting period or the performance condition required is fulfilled, the service obtained in the current period shall be included in relevant costs or expenses and capital reserves on each balance sheet date within the waiting period, on the basis of the best estimate of the number of vesting equity instruments, as per the fair value of equity instruments of the grant date. The Group will accrue expenses in accordance with accounting provisions and disclose them in detail in the annual report.

根據國際財務報告準則第2號以股份支付的開支釐定公平值的相關條文，用於換取職工服務並以權益結算的以股份支付的開支僅於有關服務於等待期內完成或所需履行條件獲達成後方可行使，根據授出日期權益工具的公平值並以歸屬權益工具數目的最佳估計為基礎，本期間所獲得服務須於等待期內各資產負債表日期計入相關成本或開支及資本儲備。本集團將按照會計準備計提費用，並在年度報告中詳細披露。

Apart from the foregoing, at no time during the year was the Company or any of its subsidiaries a party to any arrangement to enable the Directors of the Company or any of their spouses or children under eighteen years of age to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate.

Other than the Company's Share Award Plan as disclosed above and in the Statement of Changes in Equity to the Condensed Consolidated Interim Financial Information, no equity-linked agreements were entered into by the Company during the reporting period or subsisted at the end of the reporting period.

8. AUDIT COMMITTEE

The audit committee of the Company (the "**Audit Committee**") has reviewed the accounting principles and standards adopted by the Group, and has discussed and reviewed the internal control and reporting matters. The interim results for the six months ended 30 June 2024 and this interim report have not been audited by the auditors but have been reviewed by the Audit Committee.

9. COMPLIANCE WITH THE CODE ON CORPORATE GOVERNANCE PRACTICES

The Company devotes to maintaining good practice of corporate governance, and has complied with all the code provisions of the Corporate Governance Code as set out in Appendix C1 to the Rules Governing the Listing of Securities on the SEHK (the "**Listing Rules**") for the six months ended 30 June 2024.

除上述者外，本公司及其任何附屬公司於本年度內均未參與任何安排，以使本公司董事或其配偶或十八歲以下的子女透過收購本公司或任何其他法人機構的股份或債券而獲取利益。

除上文及簡明綜合中期財務資料權益變動表所披露的本公司股份獎勵計劃外，本公司於報告期間內概無訂立或擁有於報告期末續存的任何與股權掛鈎協議。

8. 審核委員會

本公司的審核委員會（「**審核委員會**」）已檢討本集團採納的會計原則及準則，並討論及檢討內部監控及申報事宜。截至二零二四年六月三十日止六個月的中期業績及本中期報告未經審計師審計，但已經審核委員會審閱。

9. 遵守企業管治常規守則

本公司致力奉行良好企業管治常規，並已於截至二零二四年六月三十日止六個月遵守聯交所證券上市規則（「**上市規則**」）附錄C1所載的企業管治守則的所有守則條文。

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10. COMPLIANCE WITH THE MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS OF LISTED ISSUERS

The Board has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the “**Model Code**”) as set out in Appendix C3 to the Listing Rules and its amendments from time to time as its own code of conduct regarding securities transaction by the directors of the Company. The Board confirms that, having made specific enquiries with all directors of the Company, during the six months ended 30 June 2024, all directors have complied with the required standards of the Model Code.

11. COMPLIANCE WITH THE WRITTEN GUIDELINES FOR SECURITIES TRANSACTIONS BY RELEVANT EMPLOYEES OF THE COMPANY

The Company has established written guidelines on no less exacting terms than the Model Code (the “**Employees Written Guidelines**”), governing securities transactions by the relevant employees who are likely to possess inside information of the Company and/or its securities. No incident of non-compliance of the Employees Written Guidelines by relevant employees was noted by the Company during the six months ended 30 June 2024.

10. 遵守上市發行人董事進行證券交易的標準守則

董事會已採納上市規則附錄C3所載的上市發行人董事進行證券交易的標準守則（「標準守則」）及其不時的修訂本，作為其本身有關本公司董事進行證券交易的行為準則。董事會確認，經向本公司全體董事作出指定查詢後，於截至二零二四年六月三十日止六個月內，全體董事均已遵守標準守則規定的準則。

11. 遵守本公司有關僱員進行證券交易的書面指引

本公司已就監管有關僱員（彼等可能擁有關於本公司及／或其證券的內幕消息）進行證券交易制訂一套書面指引（「僱員書面指引」），其條款並不比標準守則所載條文寬鬆。於二零二四年六月三十日止六個月，本公司並無發現有關僱員有任何不遵守僱員書面指引的事件。

12. PURCHASE, SALES OR REDEMPTION OF THE COMPANY'S SECURITIES

For the six months ended 30 June 2024, the Company repurchased 4,336,000 issued shares of the Company in total through the spot market of the SEHK at a total consideration of approximately HK\$17,316,000 (excluding transaction costs), with the consideration per share ranging from HK\$3.795 to HK\$4.15. The shares repurchased during such period represented approximately 0.36% of the issued shares as at 30 June 2024. All shares repurchased during the reporting period have been cancelled by the Company on 18 June 2024. The repurchase of shares is based on the Company's confidence on its long-term business prospects and potential growth. At the same time, the Company believes that actively optimizing the capital structure through share repurchase will improve the earnings per share, net assets per share and overall shareholder returns. Details of the share repurchase as follows:

12. 購買、出售或贖回本公司的證券

截至二零二四年六月三十日止六個月，本公司以約17,316,000港元(不含交易費用)的總代價於聯交所通過現貨市場累計購回本公司已發行股份4,336,000股，每股代價介乎3.795港元至4.15港元。於該期間購回的股份佔於二零二四年六月三十日已發行股份的約0.36%。於報告期內購回的所有股份已由本公司於二零二四年六月十八日注銷。購回股份乃基於本公司對其業務長遠前景及潛在增長的信心而作出，同時本公司相信，透過實施股份回購積極優化資本架構將可提高每股盈利、每股資產淨值及股東整體回報。購回股份之詳情如下：

For the six months ended 30 June 2024				
Purchase consideration per share				
截至二零二四年六月三十日止六個月				
每股股份購買代價				
Month of repurchase	Number of shares repurchased	Highest price paid	Lowest price paid	Total Consideration paid approximately
購回月份	購回股份數目	最高價格	最低價格	已付總代價約
		HK\$ 港元	HK\$ 港元	HK\$ 港元
May 五月	4,336,000	4.15	3.795	17,316,000
Total 總計	4,336,000			17,316,000

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Save as disclosed above, for the six months ended 30 June 2024, neither the Company nor any of its subsidiaries have purchased, sold or redeemed any other listed securities of the Company (including sale of treasury shares (as defined in the Listing Rules)).

During the Period and as at 30 June 2024, the Company did not hold any treasury shares (including any treasury shares held or deposited with the Central Clearing And Settlement System).

13. MATERIAL ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES

During 1H2024, Xinjiang XLX Energy Chemicals Co., Ltd., one of the subsidiaries of the Company, disposed of the 100% equity interests it held in Manas Tianxin Coal CO., LTD (the “**Target Company**”) to Xinjiang Blackstone Energy Co., Ltd. and Anhui Lingtong Group Holding Co., Ltd. for a total consideration of approximately RMB1,374 million. Following the completion of the transaction, the Company no longer holds any equity interests in the Target Company and the financial results of the Target Company is no longer consolidated in the financial statements of the Group. For details, please refer to the Company’s announcements dated 10 May 2024, 28 May 2024, and the circular dated 19 July 2024.

Save as disclosed above, the Group did not conduct other material acquisitions and disposals of subsidiaries, associates and joint ventures during 1H2024.

除以上披露之外，於截至二零二四年六月三十日止六個月，本公司或其任何附屬公司概無購買、出售或贖回本公司其他任何已上市證券(包括出售庫存股份(定義見上市規則))。

於期內及於二零二四年六月三十日，本公司並無持有庫存股份((包括任何持有或存放於中央結算及交收系統的庫存股份))。

13. 附屬公司、聯營公司及合營企業的重大收購及出售

二零二四年上半年期間，本公司附屬公司新疆心連心能源化工有限公司以累計人民幣13.74億元的總代價向新疆黑石能源有限公司及安徽靈通集團控股有限公司出售了其持有的瑪納斯縣天欣煤業有限公司(「**標的公司**」)100%的股權。交割後，本公司不再持有標的公司任何股權，而標的公司的財務業績亦不再於本集團的財務報表內入賬。有關詳情請參見本公司日期為二零二四年五月十日、二零二四年五月二十八日的公告及二零二四年七月十九日的通函。

除以上披露外，本集團於二零二四年上半年期間並無進行其他附屬公司、聯營公司及合營企業的重大收購及出售。

14. CHANGE IN DIRECTORS' INFORMATION UNDER RULE 13.51B(1) OF THE LISTING RULES OF THE SEHK

Save as disclosed herein, the Directors confirmed that no information is required to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules as at the Latest Practicable Date since the last published annual report.

15. EMPLOYEES AND REMUNERATION POLICY

As at 30 June 2024, there were 10,781 (31 December 2023: 10,390) employees in the Group. Staff remuneration packages are determined in consideration of market conditions and the performance of the individuals concerned, and are subject to review from time to time. The Group also provides other staff benefits including medical and life insurance, and according to sales performance, commissions and bonuses are issued to marketing personnel. Due to the decline in performance this year, the performance commissions and bonus of marketing personnel has decreased. The Group conducts training for all of its employees (including Directors and senior management) and provides on-going training from time to time during their employment. The nature of training offered depends on our employees' specific field of operation. The Group also operates an employee incentive scheme, details of which are set out in the section headed "Share Option Scheme and Share Award Scheme" in this report.

16. SIGNIFICANT EVENTS AFTER THE PERIOD

There were no significant events affecting the Group which have occurred since the end of the Period.

17. DISCLOSURE ON THE WEBSITES OF THE SEHK AND THE COMPANY

This announcement is published on the website of the SEHK (<http://www.hkexnews.hk>) and on the website of the Company (<http://www.chinaxlx.com.hk>).

14. 根據聯交所上市規則第 13.51B(1)條之董事資料變更

除本中期報告所披露者外，董事確認，於最後實際可行日期，自上次公佈年度報告以來，並無須根據上市規則第 13.51B(1)條規定予以披露的資料。

15. 僱員及薪酬政策

於二零二四年六月三十日，本集團有 10,781 名（二零二三年十二月三十一日：10,390 名）僱員。員工薪酬待遇乃經考慮市況及有關個人的表現後釐定，並可不時予以檢討。本集團亦提供其他員工福利，包括醫療保險及壽險，並根據當期銷售業績對營銷人員發放提成和獎金，由於今年業績下滑影響營銷人員當期績效有所降低。本集團為所有僱員（包括董事、高管等）進行培訓，並在彼等受僱期間不時提供持續培訓。所提供培訓的性質取決於僱員具體的工作領域。本集團亦實行僱員獎勵計劃，有關詳情載於本報告「購股權計劃及股份獎勵計劃」一節。

16. 期後重大事項

自期末以來並無發生影響本集團的重大事項。

17. 於聯交所及本公司網站的披露

本公告在聯交所網站(<http://www.hkexnews.hk>)及本公司網站(<http://www.chinaxlx.com.hk>)刊發。

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18. CORPORATE COMMUNICATIONS

In accordance with the Listing Rules, the Company has ascertained shareholders' wishes regarding their preferences on the language (i.e. English and/or Chinese) and means of receipt (i.e. in printed form or via the Company's website) of the Company's corporate communications[#]. Shareholders who have chosen/are deemed to have chosen to receive the corporate communications via the Company's website, and who for any reason have difficulty in receiving or gaining access to the Company's corporate communications will promptly upon request be sent the corporate communications in printed form free of charge. Shareholders have the right at any time to change their choice of language and means of receipt of the Company's corporate communications.

Shareholders may request for a printed copy of the Company's corporate communications or change their choice of language and means of receipt of the Company's corporate communications by sending reasonable prior notice in writing to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong. Shareholders may also send such a notice by email to chinaxlx-ecom@hk.tricorglobal.com.

18. 公司通訊

根據上市規則，本公司已確認股東對本公司的公司通訊[#]所選擇的語言版本（即英文及／或中文）及收取方式（即印刷本或通過本公司網站）的意向。股東如已選擇／被視為已選擇通過本公司網站接收公司通訊，及因任何原因難以接收或讀取本公司的公司通訊，將應要求立即獲免費寄送公司通訊的印刷本。股東有權隨時變更本公司的公司通訊的語言版本及收取方式的選擇。

股東可向本公司的香港股份登記及過戶分處卓佳證券登記有限公司（地址為香港夏慤道16號遠東金融中心17樓）寄發合理的預先書面通知，要求收取本公司的公司通訊印刷本，或變更本公司的公司通訊的語言版本及收取方式的選擇。股東亦可以電郵方式發送有關通知到 chinaxlx-ecom@hk.tricorglobal.com。

Shareholders who have chosen to receive the corporate communications in either the English or Chinese version will receive both English and Chinese versions of this interim report since both languages are bound together into one booklet.

The Company's corporate communications refer to any document issued or to be issued by the Company for the information or action of holders of any of its securities, including but not limited to: (a) annual report; (b) interim report; (c) notice of meeting; (d) listing document; (e) circular; and (f) form of proxy.

By Order of the Board
China XLX Fertiliser Ltd.
Yan Yunhua
Executive Director

由於本中期報告的中英文版本印列於同一冊子內，股東如已選擇收取公司通訊的英文或中文版本，將同時收取兩個版本。

本公司的公司通訊指本公司已發出或將發出以供其任何證券持有人參考或採取行動的任何文件，包括但不限於：(a) 年報；(b) 中期報告；(c) 大會通告；(d) 上市文件；(e) 通函；及(f) 股東委任表格。

承董事會命
中國心連心化肥有限公司
閻蘊華
執行董事

Condensed Consolidated Statement of Comprehensive Income

簡明綜合全面收入表 For the six months ended 30 June 2024 截至二零二四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		
		Notes 附註	2024 二零二四年 (Unaudited) (未經審核) RMB'000 人民幣千元	2023 二零二三年 (Unaudited) (未經審核) RMB'000 人民幣千元
REVENUE	收入	4	12,060,957	12,059,121
Cost of sales	銷售成本		(9,705,237)	(9,948,422)
Gross profit	毛利		2,355,720	2,110,699
Other income, net	其他收入，淨額	4	112,462	90,114
Selling and distribution expenses	銷售及分銷開支		(377,726)	(310,645)
General and administrative expenses	一般及行政開支		(701,849)	(640,394)
Finance costs	財務成本	5	(265,997)	(324,016)
PROFIT BEFORE TAX	除稅前溢利	6	1,122,610	925,758
Income tax expense	所得稅開支	7	(184,124)	(148,199)
PROFIT FOR THE PERIOD	期內溢利		938,486	777,559
Profit attributable to:	應佔溢利：			
Owners of the parent	母公司擁有人		686,996	546,194
Non-controlling interests	非控股權益		251,490	231,365
			938,486	777,559
EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY	本公司普通股權益擁 有人應佔每股盈利			
Basic (RMB cents per share)	基本(每股人民幣分)	9	56.4	44.8
Diluted (RMB cents per share)	攤薄(每股人民幣分)	9	56.3	44.8

Details of the dividend paid during the Period are disclosed in note 8 to the financial statements.

期內已付股息詳情披露於財務報表附註8。

Condensed Consolidated Statement of Financial Position

簡明綜合財務狀況表 30 June 2024 二零二四年六月三十日

		Notes 附註	30 June 2024 二零二四年 六月三十日 (Unaudited) (未經審核) RMB'000 人民幣千元	31 December 2023 二零二三年 十二月三十一日 (Audited) (經審核) RMB'000 人民幣千元
NON-CURRENT ASSETS	非流動資產			
Property, plant and equipment	物業、廠房及設備	16	21,908,326	20,236,061
Goodwill	商譽		67,578	63,022
Coal mining rights	煤礦開採權	16	232,447	232,447
Equity investment at fair value through profit or loss	按公平值計入損益的 股權投資	10	6,708	29,638
Deferred tax assets	遞延稅項資產		156,794	156,794
Prepayments for purchases of plant and equipment	購置廠房及設備的 預付款項	12	777,765	946,943
Intangible assets	無形資產		81,001	69,710
Right-of-use-assets	使用權資產		1,704,107	1,634,832
Amounts due from related companies	應收關連公司款項		7,272	6,190
Other assets	其他資產		35,989	66,488
Investments in associates	於聯營公司投資		109,208	107,983
Total non-current assets	非流動資產總額		25,087,195	23,550,108
CURRENT ASSETS	流動資產			
Equity investments at fair value through profit or loss	按公平值計入損益的 股權投資	10	7,680	7,843
Amounts due from related companies	應收關連公司款項		2,962	2,285
Inventories	存貨	13	1,448,014	1,596,661
Derivative financial instruments	衍生金融工具		1,187	9,015
Trade and bills receivables	貿易應收款項及應收 票據	14	1,267,685	1,138,101
Prepayments	預付款項	12	606,428	600,907
Deposits and other receivables	按金及其他應收款項		205,763	346,379
Pledged time deposits	已抵押定期存款		579,583	676,073
Contract assets	合約資產		28,863	25,029
Other assets	其他資產		33,600	18,537
Cash and cash equivalents	現金及現金等價物	11	2,014,075	1,162,558
Total current assets	流動資產總額		6,195,840	5,583,388
Total assets	總資產		31,283,035	29,133,496

Condensed Consolidated Statement of Financial Position

簡明綜合財務狀況表 30 June 2024 二零二四年六月三十日

			30 June 2024 二零二四年 六月三十日 (Unaudited) (未經審核) RMB'000 人民幣千元	31 December 2023 二零二三年 十二月三十一日 (Audited) (經審核) RMB'000 人民幣千元
CURRENT LIABILITIES	流動負債			
Amounts due to related companies	應付關連公司款項		95,388	97,671
Trade payables	貿易應付款項	15	1,768,075	1,388,617
Bills payable	應付票據		793,289	939,068
Contract liabilities	合約負債		980,847	1,346,124
Accruals and other payables	應計費用及其他應付款項		2,632,015	2,087,375
Deferred grants	遞延補貼		10,526	10,526
Interest-bearing bank and other borrowings	計息銀行及其他借款	17	5,019,617	4,468,625
Lease liabilities	租賃負債		4,069	4,069
Other liabilities	其他負債		6,593	6,593
Income tax payables	應付所得稅		165,353	94,913
Total current liabilities	流動負債總額		11,475,772	10,443,581
NET CURRENT LIABILITIES	流動負債淨額		(5,279,932)	(4,860,193)
TOTAL ASSETS LESS CURRENT LIABILITIES	總資產減流動負債		19,807,263	18,689,915
NON-CURRENT LIABILITIES	非流動負債			
Loan from a non-controlling interest	非控股權益貸款		50,000	49,800
Interest-bearing bank and other borrowings	計息銀行及其他借款	17	7,193,606	7,164,507
Deferred grants	遞延補貼		142,456	122,088
Deferred tax liabilities	遞延稅項負債		149,632	149,632
Provision for rehabilitation	恢復撥備		26,280	26,280
Accruals and other payables	應計費用及其他應付款項		390,236	493,077
Lease liabilities	租賃負債		77,689	74,600
Other liabilities	其他負債		101,110	98,933
Total non-current liabilities	非流動負債總額		8,131,009	8,178,917
Total liabilities	負債總額		19,606,781	18,622,498
NET ASSETS	淨資產		11,676,254	10,510,998

		Notes 附註	30 June 2024 二零二四年 六月三十日 (Unaudited) (未經審核) RMB'000 人民幣千元	31 December 2023 二零二三年 十二月三十一日 (Audited) (經審核) RMB'000 人民幣千元
EQUITY	權益			
Equity attributable to owners of the parent	母公司擁有人應佔權益			
Share capital	股本		1,539,709	1,457,380
Debt: Treasury stock	減：庫存股		98,433	–
Statutory reserve fund	法定儲備金		863,518	863,518
Special reserve	特定儲備		4,127	4,127
Other reserve	其他儲備		2,068,920	1,984,035
Retained profits	保留溢利		3,774,432	3,378,490
			8,152,273	7,687,550
Non-controlling interests	非控股權益		3,523,981	2,823,448
Total equity	總權益		11,676,254	10,510,998

Condensed Consolidated Statement of Changes in Equity

簡明綜合權益變動表 For the six months ended 30 June 2024 截至二零二四年六月三十日止六個月

GROUP

本集團

		Share capital 股本 RMB'000 人民幣千元	Treasury stock 庫存股 RMB'000 人民幣千元	Statutory reserve fund 法定儲備金 RMB'000 人民幣千元	Other reserve 其他儲備 RMB'000 人民幣千元	Special reserve 特定儲備 RMB'000 人民幣千元	Retained profits 保留溢利 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元	Non-controlling interests 非控股權益 RMB'000 人民幣千元	Total equity 總權益 RMB'000 人民幣千元
(Unaudited)	(未經審核)									
As at 1 January 2024	於二零二四年一月一日	1,457,380	-	863,518	1,984,035	4,127	3,378,490	7,687,550	2,823,448	10,510,998
Profit for the period	期內溢利	-	-	-	-	-	686,996	686,996	251,490	938,486
Capital contribution from non-controlling shareholders of subsidiaries	附屬公司非控股股東的注資	-	-	-	84,885	-	-	84,885	446,763	531,648
Payment of final 2023 dividend	已付二零二三年末期股息	-	-	-	-	-	(292,503)	(292,503)	-	(292,503)
Awarded shares	獎勵股份	98,433	(98,433)	-	-	-	-	-	-	-
Dividends paid to non-controlling shareholders	派付至非控股股東的股息	-	-	-	-	-	-	-	(127,353)	(127,353)
Business combination	業務合併	-	-	-	-	-	-	-	131,082	131,082
Repurchase of Shares	回購股份	(16,104)	-	-	-	-	-	(16,104)	-	(16,104)
As at 30 June 2024	於二零二四年六月三十日	1,539,709	(98,433)	863,518	2,068,920	4,127	3,774,432	8,152,273	3,523,981	11,676,254

For the six months ended 30 June 2023

截至二零二三年六月三十日止六個月

		Share capital 股本 RMB'000 人民幣千元	Treasury stock 庫存股 RMB'000 人民幣千元	Statutory reserve fund 法定儲備金 RMB'000 人民幣千元	Other reserve 其他儲備 RMB'000 人民幣千元	Special reserve 特定儲備 RMB'000 人民幣千元	Retained profits 保留溢利 RMB'000 人民幣千元	Total 總計 RMB'000 人民幣千元	Non-controlling interests 非控股權益 RMB'000 人民幣千元	Total equity 總權益 RMB'000 人民幣千元
(Unaudited)	(未經審核)									
As at 1 January 2023	於二零二三年一月一日	1,493,096	-	665,869	2,013,106	4,127	2,710,005	6,886,203	2,681,625	9,567,828
Profit for the period	期內溢利	-	-	-	-	-	546,194	546,194	231,365	777,559
Capital contribution from non-controlling shareholders of subsidiaries	附屬公司非控股股東的注資	-	-	-	-	-	-	-	26,110	26,110
Payment of final 2022 dividend	已付二零二二年末期股息	-	-	-	-	-	(320,749)	(320,749)	-	(320,749)
Dividends paid to non-controlling shareholders	派付至非控股股東的股息	-	-	-	-	-	-	-	(139,053)	(139,053)
Acquisition of non-controlling interests of subsidiaries	收購附屬公司的非控股權益	-	-	-	1,509	-	-	1,509	-	1,509
Repurchase of Shares	回購股份	-	(35,659)	-	-	-	-	-	-	-
As at 30 June 2023	於二零二三年六月三十日	1,493,096	(35,659)	665,869	2,014,615	4,127	2,935,450	7,077,498	2,800,047	9,877,545

Condensed Consolidated Statement of Cash Flows

簡明綜合現金流量表

For the six months ended 30 June 2024 截至二零二四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	
		2024 二零二四年 (Unaudited) (未經審核) RMB'000 人民幣千元	2023 二零二三年 (Unaudited) (未經審核) RMB'000 人民幣千元
	Notes 附註		
Cash flows generated from operations	經營活動產生的現金流量	2,278,153	2,919,914
Government grants received	已收取政府補貼	49,214	18,434
Interest received	已收利息	13,714	12,482
Tax paid	已付稅項	(265,997)	(343,600)
Net cash flows generated from operating activities	經營活動產生現金流量淨額	2,075,084	2,607,230
Cash flows from investing activities	投資活動現金流量		
Proceeds from disposal of items of property, plant and equipment	出售物業、廠房及設備項目所得款項	814,550	33,004
Purchases of items of property, plant and equipment	購置物業、廠房及設備項目	(1,894,882)	(1,737,713)
Purchases of items of other intangible assets	購置其他無形資產項目	(166,263)	(175,508)
Net cash flows used in investing activities	投資活動所用現金流量淨額	(1,246,595)	(1,880,217)
Cash flows from financing activities	融資活動現金流量		
Dividend paid on non-controlling shares	已付非控股股份股息	(446,138)	(346,872)
Interest paid	已付利息	(252,040)	(322,062)
(Increase)/decrease in pledged deposits	已抵押按金(增加)/減少	(141,227)	97,111
Proceeds from loans and borrowings	貸款及借款所得款項	4,892,178	4,880,817
Repayments of loans and borrowings	償還貸款及借款	(4,029,744)	(5,292,047)
Net cash flows from financing activities	融資活動產生現金淨額	23,029	(983,053)
Net increase/(decrease) in cash and cash equivalents	現金及現金等價物增加/(減少)淨額	851,517	(256,040)
Cash and cash equivalents at beginning of year	年初現金及現金等價物	1,162,558	1,469,765
Cash and cash equivalents at the end of year	年末現金及現金等價物	2,014,075	1,213,725

Condensed Consolidated Statement of Cash Flows

簡明綜合現金流量表 For the six months ended 30 June 2024 截至二零二四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	
		2024 二零二四年 (Unaudited) (未經審核) RMB'000 人民幣千元	2023 二零二三年 (Unaudited) (未經審核) RMB'000 人民幣千元
	Notes 附註		
Analysis of balance of cash and cash equivalents	現金及現金等價物結餘分析		
Cash at banks and on hand and cash and cash equivalents as stated in the consolidated statement of financial position	17	2,014,075	1,213,725

Notes to the Condensed Consolidated Interim Financial Information

簡明綜合中期財務資料附註 30 June 2024 二零二四年六月三十日

1. CORPORATE INFORMATION

China XLX Fertiliser Ltd. is a limited liability company incorporated in Singapore on 17 July 2006 under the Singapore Companies Act and its shares are listed on the main board of The Stock Exchange of Hong Kong Limited (the “SEHK”). The registered office of the Company is located at 9 Raffles Place, #26-01 Republic Plaza, Singapore 048619. The Group’s headquarters and principal places of business are located in Xinxiang Economic Development Zone, Henan Province; Taxihe Industrial Park, Baojiadian Town, Manas County, Changji Prefecture, Xinjiang Province; and Jishan Industrial Zone, Jiujiang City, Jiangxi Province in the People’s Republic of China (the “PRC”). The principal activity of the Company is investment holding. The principal activities of the Company’s subsidiaries are mainly the development, manufacturing, and trading of related differentiated products such as urea, urea solution for vehicle, compound fertiliser, methanol, melamine, DMF and medical intermediate.

2.1 BASIS OF PREPARATION

These financial statements have been prepared in accordance with Singapore Financial Reporting Standards (International) (“SFRS(I)s”) and International Financial Reporting Standards (“IFRSs”). For the purpose of SFRS(I)s, financial statements that have been prepared in accordance and complied with IFRSs are deemed to have also complied with SFRS(I)s. SFRS(I)s comprise standards and interpretations that are equivalent to IFRSs.

These financial statements have been prepared on a historical cost basis, except for equity investments at fair value through profit or loss, which have been measured at fair value. These financial statements are presented in Renminbi (“RMB”) and all values in the tables are rounded to the nearest thousand (“RMB’000”) except when otherwise indicated.

1. 公司資料

中國心連心化肥有限公司是一家於二零零六年七月十七日根據新加坡公司法在新加坡註冊成立的有限公司，其股份於香港聯合交易所有限公司（「聯交所」）主板上市。本公司的註冊辦事處位於9 Raffles Place, #26-01 Republic Plaza, Singapore 048619。本集團總部和主要營業地點位於中華人民共和國（「中國」）河南新鄉經濟開發區、新疆昌吉州瑪納斯縣包家店鎮塔西河工業園區；及江西九江磯山工業園區。本公司的主要業務為投資控股。本公司附屬公司的主要業務是研發、生產與買賣尿素、車用尿素溶液、複合肥、甲醇、三聚氰胺、DMF、醫藥中間體等相關差異化產品。

2.1 編製基準

該等財務報表是根據新加坡財務報告準則（國際）（「新加坡財務報告準則（國際）」）及國際財務報告準則（「國際財務報告準則」）編制。就新加坡財務報告準則（國際）而言，已按照國際財務報告準則編制並符合國際財務報告準則的財務報表被視為已符合新加坡財務報告準則（國際）。新加坡財務報告準則（國際）包含與國際財務報告準則等效的準則及解釋。

該等財務報表乃根據歷史成本法編製，惟按公平值計入損益的股權投資則按公平值計量。該等財務報表以人民幣（「人民幣」）呈列，除另有指明外，表格中所有金額已約整至最接近的千位（「人民幣千元」）。

Notes to the Condensed Consolidated Interim Financial Information

簡明綜合中期財務資料附註 30 June 2024 二零二四年六月三十日

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES

The accounting policies adopted in this interim report are consistent with those applied in the preparation of the Group's annual consolidated financial statements for the year ended 31 December 2023, except for the adoption of the following International Financial Reporting Standards ("IFRSs") for the first time for the current period's financial information.

<i>Description</i>	<i>Effective for annual periods beginning on or after</i>
Amendments to IAS 1: <i>Classification of Liabilities as Current or Non-current</i>	1 January 2024
Amendments to IFRS 16: <i>Lease Liability in a Sale and Leaseback</i>	1 January 2024
Amendments to IAS 1: <i>Non-current Liabilities with Covenants</i>	1 January 2024
Amendments to IAS 7: <i>Supplier Finance Arrangements</i>	1 January 2024

The directors of the Company expect that the adoption of the other standards and interpretation above will have no material impact on the financial statements in the period of initial application.

2.2 會計政策的變動及披露

本次中期報告所採用的會計政策與編製截至二零二三年十二月三十一日止本集團年度合併財務報告的會計政策一致，但本次財務報告首次採用下列國際財務報告準則（「國際財務報告準則」）。

<i>說明</i>	<i>於下列日期或之後開始的年度期間生效</i>
國際會計準則第1號修訂本： <i>將負債分類為流動或非流動</i>	二零二四年一月一日
國際財務報告準則第16號修訂本： <i>售後回租中的租賃責任</i>	二零二四年一月一日
國際會計準則第1號修訂本： <i>附有特定還款條件的非流動負債</i>	二零二四年一月一日
國際會計準則第7號修訂本： <i>供應商融資安排</i>	二零二四年一月一日

本公司董事預期採納上述其他準則及詮釋將不會對首次應用期間的財務報表產生重大影響。

3. OPERATING SEGMENT INFORMATION

For management purposes, the Group organises its into business units based on its products, and has seven reportable operating segments as follows:

1. Manufacturing and sale of urea
2. Manufacturing and sale of urea solution for vehicle
3. Manufacturing and sale of compound fertiliser
4. Manufacturing and sale of methanol
5. Manufacturing and sale of melamine
6. Manufacturing and sale of DMF
7. Manufacturing and sale of medical intermediate

ALLOCATION BASIS

Segment results include items directly attributable to a segment as well as those that can be allocated on a reasonable basis. Unallocated items comprise mainly other income, other expenses, selling and distribution expenses, general and administrative expenses, finance costs and income tax expense.

3. 經營分部資料

就管理而言，本集團按其產品劃分為業務單位，並擁有以下七個可申報經營分部：

1. 尿素的生產及銷售
2. 車用尿素溶液的生產及銷售
3. 複合肥的生產及銷售
4. 甲醇的生產及銷售
5. 三聚氰胺的生產及銷售
6. DMF的生產及銷售
7. 醫藥中間體的生產及銷售

分配基準

分部業績包括分部直接應佔的項目及按合理基準所分配的項目。未分配項目主要包括其他收入、其他開支、銷售及分銷開支、一般及行政開支、財務成本以及所得稅開支。

Notes to the Condensed Consolidated Interim Financial Information

簡明綜合中期財務資料附註 30 June 2024 二零二四年六月三十日

3. OPERATING SEGMENT INFORMATION (CONTINUED)

ALLOCATION BASIS (CONTINUED)

An analysis by principal activity of contribution to the results is as follows:

For the six months ended 30 June 2024

3. 經營分部資料(續)

分配基準(續)

主要活動對本業績的貢獻之分析如下：

截至二零二四年六月三十日止六個月

		Urea Solution for Vehicle		Compound		Medical		Others*	Total	
		Urea 尿素	車用尿素 溶液	Fertiliser 複合肥	Methanol 甲醇	Melamine 三聚氰胺	Intermediate DMF 醫藥中間體			
		(unaudited) (未經審核)	(unaudited) (未經審核)	(unaudited) (未經審核)	(unaudited) (未經審核)	(unaudited) (未經審核)	(unaudited) (未經審核)	(unaudited) (未經審核)	(unaudited) (未經審核)	
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	
REVENUE	收入									
Sales to external customers	銷售給外部客戶	3,834,000	166,095	3,410,034	1,291,472	397,466	595,295	234,089	2,132,506	12,060,957
Total revenue	總收入	3,834,000	166,095	3,410,034	1,291,472	397,466	595,295	234,089	2,132,506	12,060,957
Segment profit	分部溢利	1,181,231	30,017	604,853	102,136	119,114	76,639	(1,441)	243,171	2,355,720
Interest income	利息收入									13,714
Unallocated expenses	未分配開支									(980,827)
Finance costs	財務成本									(265,997)
Profit before tax	除稅前溢利									1,122,610
Income tax expense	所得稅開支									(184,124)
Profit for the period	期內溢利									938,486

* Other products include chemical products such as liquid ammonia, methylamine, humic acid and furfuryl alcohol, with sales revenue of RMB668 million, RMB275 million, RMB201 million, and RMB163 million respectively.

* 其他產品中包括液氨、有機胺、腐植酸及糠醇等化工產品，銷售收入分別為人民幣668,000,000元、人民幣275,000,000元、人民幣201,000,000元及人民幣163,000,000元。

3. OPERATING SEGMENT INFORMATION (CONTINUED)

ALLOCATION BASIS (CONTINUED)

For the six months ended 30 June 2023

		Urea Solution for Vehicle		Compound Fertiliser		Methanol	Melamine	Medical Intermediate		Liquid Ammonia	DMF	Others	Total
		Urea 尿素	車用尿素 溶液	Fertiliser 複合肥	Methanol 甲醇	Melamine 三聚氰胺	醫藥 中間體	液氨	DMF	其他	Total 總計		
		(unaudited) (未經審核)	(unaudited) (未經審核)	(unaudited) (未經審核)	(unaudited) (未經審核)	(unaudited) (未經審核)	(unaudited) (未經審核)	(unaudited) (未經審核)	(unaudited) (未經審核)	(unaudited) (未經審核)	(unaudited) (未經審核)	(unaudited) (未經審核)	(unaudited) (未經審核)
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
		人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元	人民幣千元
REVENUE	收入												
Sales to external customers	銷售給外部客戶	3,517,515	224,653	3,207,926	976,504	412,225	299,342	1,116,838	522,595	1,781,523		12,059,121	
Total revenue	總收入	3,517,515	224,653	3,207,926	976,504	412,225	299,342	1,116,838	522,595	1,781,523		12,059,121	
Segment profit	分部溢利	1,022,566	53,702	374,616	(16,215)	147,414	46,434	226,877	55,696	199,609		2,110,699	
Interest income	利息收入											12,482	
Unallocated expenses	未分配開支											(873,407)	
Finance costs	財務成本											(324,016)	
Profit before tax	除稅前溢利											925,758	
Income tax expense	所得稅開支											(148,199)	
Profit for the period	期內溢利											777,559	

3. 經營分部資料(續)

分配基準(續)

截至二零二三年六月三十日止六個月

Notes to the Condensed Consolidated Interim Financial Information

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4. REVENUE AND OTHER INCOME/(EXPENSES), NET

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

An analysis of the Group's revenue, other income and other expenses is as follows:

4. 收入及其他收入／（開支），淨額

收入亦為本集團的營業額，指出售貨品並扣除相關稅項、退貨撥備及交易折扣後的淨發票價值。

本集團的收入、其他收入及其他開支分析如下：

		Six months ended 30 June 截至六月三十日止六個月	
		2024 二零二四年 (Unaudited) (未經審核) RMB'000 人民幣千元	2023 二零二三年 (Unaudited) (未經審核) RMB'000 人民幣千元
Revenue	收入		
Sale of goods	銷售貨品	12,060,957	12,059,121

4. REVENUE AND OTHER INCOME/(EXPENSES), NET (CONTINUED)

4. 收入及其他收入／(開支)，淨額(續)

Six months ended 30 June
截至六月三十日止六個月

		2024 二零二四年 (Unaudited) (未經審核) RMB'000 人民幣千元	2023 二零二三年 (Unaudited) (未經審核) RMB'000 人民幣千元
Other income	其他收入		
Bank interest income	銀行利息收入	13,714	12,482
Net profit from sales of by-products	銷售副產品淨利	47,937	45,525
Service fee income	服務費收入	5,802	6,204
Penalty income	罰款收入	1,325	2,428
Subsidy income	補助收入	49,214	18,434
Investment income	投資收入	1,517	1,640
Amortisation of deferred grants	遞延補貼攤銷	5,714	3,465
Others	其他	14,216	17,744
		139,439	107,922
Other expenses	其他開支		
Loss on disposal of items of property, plant and equipment	出售物業、廠房及設備項目的虧損	(10,287)	(1,328)
Loss on fair value change of equity investment	股權投資公平值變動虧損	(163)	(2,509)
Donation	捐贈	(2,951)	(784)
Loss on fair value change of derivative financial instruments	衍生金融工具公平值變動虧損	(1,089)	(164)
Others	其他	(12,487)	(13,023)
		(26,977)	(17,808)
Other income, net	其他收入，淨額	112,462	90,114

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5. FINANCE COSTS

		Six months ended 30 June 截至六月三十日止六個月	
		2024 二零二四年 (Unaudited) (未經審核) RMB'000 人民幣千元	2023 二零二三年 (Unaudited) (未經審核) RMB'000 人民幣千元
Interest on bank loans, bank overdrafts and other loans, wholly repayable within five years	須於五年內悉數償還的銀行貸款、銀行透支及其他貸款的利息	265,997	324,016

6. PROFIT BEFORE TAX

The Group's profit before tax is arrived at after charging:

		Six months ended 30 June 截至六月三十日止六個月	
		2024 二零二四年 (Unaudited) (未經審核) RMB'000 人民幣千元	2023 二零二三年 (Unaudited) (未經審核) RMB'000 人民幣千元 (Restated) (經重述)
Cost of inventories sold	銷售存貨成本	9,705,237	9,948,422
Depreciation of property, plant and equipment	物業、廠房及設備折舊	787,913	732,712
Depreciation of right-of-use assets	使用權資產折舊	21,660	16,049
Amortization of intangible assets	無形資產攤銷	8,112	5,554
Employee benefit expenses (including directors' remuneration)	僱員福利開支(包括董事薪酬)		
Salaries and bonuses	薪金及花紅	1,043,181	909,145
Contributions to defined contribution plans	定期供款計劃的已供款部分	123,645	111,936
Benefits in kind	實物利益	54,546	55,895
		1,221,372	1,076,976

5. 財務成本

		Six months ended 30 June 截至六月三十日止六個月	
		2024 二零二四年 (Unaudited) (未經審核) RMB'000 人民幣千元	2023 二零二三年 (Unaudited) (未經審核) RMB'000 人民幣千元
Interest on bank loans, bank overdrafts and other loans, wholly repayable within five years	須於五年內悉數償還的銀行貸款、銀行透支及其他貸款的利息	265,997	324,016

6. 除稅前溢利

本集團的除稅前溢利乃經扣除：

		Six months ended 30 June 截至六月三十日止六個月	
		2024 二零二四年 (Unaudited) (未經審核) RMB'000 人民幣千元	2023 二零二三年 (Unaudited) (未經審核) RMB'000 人民幣千元 (Restated) (經重述)
Cost of inventories sold	銷售存貨成本	9,705,237	9,948,422
Depreciation of property, plant and equipment	物業、廠房及設備折舊	787,913	732,712
Depreciation of right-of-use assets	使用權資產折舊	21,660	16,049
Amortization of intangible assets	無形資產攤銷	8,112	5,554
Employee benefit expenses (including directors' remuneration)	僱員福利開支(包括董事薪酬)		
Salaries and bonuses	薪金及花紅	1,043,181	909,145
Contributions to defined contribution plans	定期供款計劃的已供款部分	123,645	111,936
Benefits in kind	實物利益	54,546	55,895
		1,221,372	1,076,976

7. INCOME TAX EXPENSE

The Company is incorporated in Singapore and is subject to an income tax rate of 17% for the six months ended 30 June 2024 (six months ended 30 June 2023: 17%).

Taxes on profits assessable elsewhere have been calculated at the rates of tax prevailing in the countries in which the Group operates.

The Company's subsidiaries in Mainland China are subject to income tax rate of 25% (2023: 25%). For the six months ended 30 June 2024, sixteen subsidiaries were given the New/High Technology Enterprise Award and this award brought these subsidiaries a tax concession of a lower income tax rate of 15%.

The major components of income tax expense for the six months ended 30 June 2024 and 2023 are:

7. 所得稅開支

本公司於新加坡註冊成立，於截至二零二四年六月三十日止六個月須按17%（截至二零二三年六月三十日止六個月：17%）的所得稅稅率繳納稅項。

於其他地方應課稅溢利的稅項按本集團經營所在的國家現行的稅率計算。

本公司位於中國內地的附屬公司須按25%（二零二三年：25%）的所得稅稅率繳納稅項。截至二零二四年六月三十日止六個月，十六家附屬公司獲得高新技術企業獎，該獎項為該等附屬公司帶來低所得稅率15%的稅收優惠。

截至二零二四年及二零二三年六月三十日止六個月所得稅開支的主要組成為：

		Six months ended 30 June 截至六月三十日止六個月	
		2024 二零二四年 (Unaudited) (未經審核) RMB'000 人民幣千元	2023 二零二三年 (Unaudited) (未經審核) RMB'000 人民幣千元
Current – PRC	即期 – 中國		
Charge for the period	期間開支	184,124	148,199
Total tax charge for the period	期間稅項開支總額	184,124	148,199

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8. DIVIDEND

Final dividend of RMB0.24 per ordinary share, totalling approximately RMB292,503,000 for the year ended 31 December 2023 (year ended 31 December 2022: RMB307,030,000) was proposed and declared during the six months ended 30 June 2024.

The Company did not recommend or declare any interim dividend for the six months ended 30 June 2024 (six months ended 30 June 2023: Nil).

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

Earnings per share is calculated by dividing the Group's profit for the Period attributable to ordinary equity holders of the Company by the weighted average number of 1,218,040,000 (six months ended 30 June 2023: 1,218,763,000) ordinary shares (inclusive of mandatorily convertible instruments issued) outstanding during the Period.

The calculation of the diluted earnings per share amounts is based on the profit for the Period attributable to ordinary equity holders of the parent, where applicable. The weighted average number of ordinary shares used in the calculation is the number of ordinary shares in issue during the Period, as used in the basic earnings per share calculation, and the weighted average number of ordinary shares assumed to have been issued at no consideration on the deemed conversion of all dilutive potential ordinary shares into ordinary shares.

8. 股息

截至二零二三年十二月三十一日止年度的末期股息普通股每股人民幣0.24元，累計約人民幣292,503,000元(截至二零二二年十二月三十一日止年度：人民幣307,030,000元)已於截至二零二四年六月三十日止六個月內擬派及宣派。

本公司並無就截至二零二四年六月三十日止六個月建議或宣派任何中期股息(截至二零二三年六月三十日止六個月：無)。

9. 本公司普通股權益擁有人應佔每股盈利

每股盈利乃根據本公司普通股權益持有人應佔期內本集團溢利，除以期內已發行普通股(包括已發行的強制性可轉換工具)加權平均數1,218,040,000股(截至二零二二年六月三十日止六個月：1,218,763,000股)計算得出。

每股攤薄盈利金額乃基於母公司普通股權益持有人應佔期內溢利(倘適用)。計算使用的普通股加權平均數乃計算每股基本盈利所採用的期內已發行普通股數目，並假設於所有潛在攤薄普通股被視作轉換為普通股時無償發行的普通股加權平均數。

10. EQUITY INVESTMENTS AT FAIR VALUE THROUGH PROFIT OR LOSS

10. 按公平值計入損益的股權投資

		30 June 2024 二零二四年 六月三十日 (Unaudited) (未經審核) RMB'000 人民幣千元	31 December 2023 二零二三年 十二月三十一日 (Audited) (經審核) RMB'000 人民幣千元
NON-CURRENT	非即期		
Unquoted equity investment, at fair value:	非上市股權投資，按公平值：		
PRC	中國	6,708	6,708
Listed equity investments, at fair value:	上市股權投資，按公平值：		
PRC	中國	-	22,930
		6,708	29,638
CURRENT	即期		
Listed equity investments, at fair value:	上市股權投資，按公平值：		
Singapore	新加坡	2,949	3,003
Hong Kong	香港	4,731	4,840
		7,680	7,843

The above investment in equity securities have no fixed maturity or coupon rate.

以上於權益證券的投資無固定到期日或孳息率。

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11. CASH AND CASH EQUIVALENTS AND PLEDGED TIME DEPOSITS

11. 現金及現金等價物以及已抵押定期存款

		30 June 2024 二零二四年 六月三十日 (Unaudited) (未經審核) RMB'000 人民幣千元	31 December 2023 二零二三年 十二月三十一日 (Audited) (經審核) RMB'000 人民幣千元
Fixed deposits	定期存款	579,583	676,073
Less: Pledged time deposits	減：已抵押定期存款	(579,583)	(676,073)
Cash and bank balances	現金及銀行結餘	2,014,075	1,162,558
Cash and cash equivalents	現金及現金等價物	2,014,075	1,162,558

As at 30 June 2024, the cash and bank balances of the Group denominated in RMB amounted to RMB2,014,075,000 (31 December 2023: RMB1,162,558,000). The RMB is not freely convertible into other currencies, however, under Mainland China's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for other currencies through banks authorised to conduct foreign exchange business.

Cash at banks earns interest at floating rates based on daily bank deposit rates. Short-term time deposits are made for varying periods of between one day and three months depending on the immediate cash requirements of the Group, and earn interest at the respective short-term time deposit rates. The bank balances and pledged deposits are deposited with credit-worthy banks with no recent history of default.

於二零二四年六月三十日，以人民幣計值的本集團現金及銀行結餘達人民幣2,014,075,000元(二零二三年十二月三十一日：人民幣1,162,558,000元)。人民幣並不可自由兌換為其他貨幣，然而，根據中國內地的外匯管制條例及結匯、售匯及付匯管理規定，本集團獲准透過獲授權進行外匯業務的銀行將人民幣兌換為其他貨幣。

銀行存款按日常銀行存款利率的浮動利率賺取利息。短期定期存款介乎一日至三個月之間的可變期間，視乎本集團即時的現金需求而定，並按各自的短期定期存款利率賺取利息。銀行結餘及已抵押存款乃存放於信譽可靠兼無近期拖欠記錄的銀行。

12. PREPAYMENTS

		30 June 2024 二零二四年 六月三十日 (Unaudited) (未經審核) RMB'000 人民幣千元	31 December 2023 二零二三年 十二月三十一日 (Audited) (經審核) RMB'000 人民幣千元
NON-CURRENT	非即期		
Prepayments:	預付款項：		
Prepayments for purchases of property, plant and equipment	購買物業、廠房及設備的預付款項	777,765	946,943
CURRENT	即期		
Prepayments:	預付款項：		
Advanced deposits to suppliers	預付供應商的按金	606,428	567,780
Other prepayments	其他預付款項	-	33,127
		606,428	600,907

12. 預付款項

		30 June 2024 二零二四年 六月三十日 (Unaudited) (未經審核) RMB'000 人民幣千元	31 December 2023 二零二三年 十二月三十一日 (Audited) (經審核) RMB'000 人民幣千元
NON-CURRENT	非即期		
Prepayments:	預付款項：		
Prepayments for purchases of property, plant and equipment	購買物業、廠房及設備的預付款項	777,765	946,943
CURRENT	即期		
Prepayments:	預付款項：		
Advanced deposits to suppliers	預付供應商的按金	606,428	567,780
Other prepayments	其他預付款項	-	33,127
		606,428	600,907

13. INVENTORIES

		30 June 2024 二零二四年 六月三十日 (Unaudited) (未經審核) RMB'000 人民幣千元	31 December 2023 二零二三年 十二月三十一日 (Audited) (經審核) RMB'000 人民幣千元
Raw materials	原材料	579,678	661,455
Parts and spares	部件及備用零件	163,097	189,954
Work-in-progress	在產品	54,793	77,830
Finished goods	成品	669,975	677,365
Allowance of inventory obsolescence	存貨跌價準備	(19,529)	(9,943)
		1,448,014	1,596,661

13. 存貨

		30 June 2024 二零二四年 六月三十日 (Unaudited) (未經審核) RMB'000 人民幣千元	31 December 2023 二零二三年 十二月三十一日 (Audited) (經審核) RMB'000 人民幣千元
Raw materials	原材料	579,678	661,455
Parts and spares	部件及備用零件	163,097	189,954
Work-in-progress	在產品	54,793	77,830
Finished goods	成品	669,975	677,365
Allowance of inventory obsolescence	存貨跌價準備	(19,529)	(9,943)
		1,448,014	1,596,661

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14. TRADE AND BILLS RECEIVABLES

		30 June 2024 二零二四年 六月三十日 (Unaudited) (未經審核) RMB'000 人民幣千元	31 December 2023 二零二三年 十二月三十一日 (Audited) (經審核) RMB'000 人民幣千元
Trade receivables	貿易應收款項	681,572	495,910
Bills receivable	應收票據	586,113	642,191
		1,267,685	1,138,101

Trade receivables are non-interest-bearing and are normally settled on terms of 30 to 180 days. They are recognised at their original invoice amounts which represent their fair values on initial recognition. The Group's bills receivable are non-interest-bearing and are normally settled on terms of 90 to 180 days. Trade and bills receivables are denominated in RMB.

The Group's trading terms with its customers are mainly payment in advance or on credit for certain customers. Each customer has a maximum credit limit. The Group seeks to maintain strict control over its outstanding receivables and to minimise credit risk. Overdue balances are reviewed regularly by senior management. In view of the aforementioned and the fact that the Group's trade receivables relate to a large number of diversified customers, there is no significant concentration of credit risk. The Group does not hold any collateral or other credit enhancements over these balances.

An aged analysis of the trade receivables as at the end of the reporting period, based on the invoice due date and net of provisions, is as follows:

		30 June 2024 二零二四年 六月三十日 (Unaudited) (未經審核) RMB'000 人民幣千元	31 December 2023 二零二三年 十二月三十一日 (Audited) (經審核) RMB'000 人民幣千元
Within 1 month	1個月以內	280,584	309,630
1 to 3 months	1至3個月	255,398	95,586
3 to 6 months	3至6個月	96,189	44,935
6 to 12 months	6至12個月	49,401	45,759
		681,572	495,910

14. 貿易應收款項及應收票據

		30 June 2024 二零二四年 六月三十日 (Unaudited) (未經審核) RMB'000 人民幣千元	31 December 2023 二零二三年 十二月三十一日 (Audited) (經審核) RMB'000 人民幣千元
Trade receivables	貿易應收款項	681,572	495,910
Bills receivable	應收票據	586,113	642,191
		1,267,685	1,138,101

貿易應收款項為免息及一般於30至180日內清償。按其原有發票金額(即其於初步確認時的公平值)確認。本集團的應收票據為免息及一般於90至180日內清償。貿易應收款項及應收票據以人民幣計值。

本集團與其客戶的交易條款主要為預付款項，若干客戶或可取得信貸期。各客戶均設有信貸期上限。本集團尋求維持對其尚未到期的應收款項的嚴格控制，以減低信貸風險。逾期結餘會由高級管理層定期審閱。鑒於上文所述，及本集團的貿易應收款項分佈於大量分散的客戶，故並無重大集中的信貸風險。本集團並無就該等結餘持有任何抵押品或其他信貸保證。

貿易應收款項於報告期末的賬齡分析(根據發票到期日及已扣除撥備)如下：

15. TRADE PAYABLES

An aged analysis of the trade payables as at the end of the reporting period, based on the invoice date, is as follows:

		30 June 2024 二零二四年 六月三十日 (Unaudited) (未經審核) RMB'000 人民幣千元	31 December 2023 二零二三年 十二月三十一日 (Audited) (經審核) RMB'000 人民幣千元
Within 1 month	1個月以內	297,093	1,109,916
1 to 3 months	1至3個月	1,135,381	138,533
3 to 6 months	3至6個月	124,651	77,631
6 to 12 months	6至12個月	107,408	36,013
Over 12 months	12個月以上	103,542	27,424
		1,768,075	1,388,617

The trade payables are non-interest-bearing and are normally settled on terms of 30 to 90 days. Trade payables are denominated in RMB.

16. PROPERTY, PLANT AND EQUIPMENT, PREPAID LAND LEASE PAYMENTS AND COAL MINING RIGHTS

During the Period, payments for purchases of items of property, plant and equipment, land use rights and coal mining rights and proceeds from disposal of items of property, plant and equipment of the Group amounted to approximately RMB1,894,882,000 and RMB5,205,000 (six months ended 30 June 2023: RMB1,737,713,000 and RMB22,581,000), respectively.

15. 貿易應付款項

貿易應付款項於報告期末的賬齡分析(根據發票日期)如下:

		30 June 2024 二零二四年 六月三十日 (Unaudited) (未經審核) RMB'000 人民幣千元	31 December 2023 二零二三年 十二月三十一日 (Audited) (經審核) RMB'000 人民幣千元
Within 1 month	1個月以內	297,093	1,109,916
1 to 3 months	1至3個月	1,135,381	138,533
3 to 6 months	3至6個月	124,651	77,631
6 to 12 months	6至12個月	107,408	36,013
Over 12 months	12個月以上	103,542	27,424
		1,768,075	1,388,617

貿易應付款項為免息及一般於30至90日內清償。貿易應付款項以人民幣計值。

16. 物業、廠房及設備、預付土地租賃款項及煤礦開採權

期內，本集團為購買物業、廠房及設備項目、土地使用權及煤礦開採權所支付的款項以及出售物業、廠房及設備項目所得款項分別為約人民幣1,894,882,000元及人民幣5,205,000元(截至二零二三年六月三十日止六個月：人民幣1,737,713,000元及人民幣22,581,000元)。

Notes to the Condensed Consolidated Interim Financial Information

簡明綜合中期財務資料附註 30 June 2024 二零二四年六月三十日

17. INTEREST-BEARING BANK AND OTHER BORROWINGS

17. 計息銀行及其他借款

		30 June 2024 二零二四年六月三十日			31 December 2023 二零二三年十二月三十一日		
		Contractual Interest rate 合約利率	Maturity 到期日	RMB'000 人民幣千元 (Unaudited) (未經審核)	Contractual Interest rate 合約利率	Maturity 到期日	RMB'000 人民幣千元 (Audited) (經審核)
Group	本集團						
Current	流動						
Bank loans	銀行貸款						
- secured	- 有抵押	4.10%	2025 二零二五年	773,279	4.65%-6.00%	2024 二零二四年	731,400
- unsecured	- 無抵押	2.43%-5.0%	2025 二零二五年	3,958,038	3.20%-6.24%	2024 二零二四年	3,357,082
Loan from leasing company/ finance lease payables	租賃公司貸款/ 應支付融資租賃	4.75%	2025 二零二五年	288,300	4.65%-6.95%	2024 二零二四年	380,143
				5,019,617			4,468,625
Non-current	非流動						
Bank loans	銀行貸款						
- secured	- 有抵押	2.70%-6.00%	2026 to 2029 二零二六年 至二零二九年	755,000	2.70%-6.00%	2025 to 2029 二零二五年 至二零二九年	1,183,370
- unsecured	- 無抵押	3.3%-5.4%	2026 to 2028 二零二六年 至二零二八年	6,376,800	3.30%-5.63%	2025 to 2029 二零二五年 至二零二九年	5,809,990
Loan from leasing company/ finance lease payables	租賃公司貸款/ 應支付融資租賃	4.75%	2025 to 2026 二零二五年 至二零二六年	61,806	4.65%-6.95%	2025 to 2026 二零二五年 至二零二六年	171,147
				7,193,606			7,164,507
				12,213,223			11,633,132

17. INTEREST-BEARING BANK AND OTHER BORROWINGS (CONTINUED)

17. 計息銀行及其他借款(續)

		30 June 2024 二零二四年 六月三十日 (Unaudited) (未經審核) RMB'000 人民幣千元	31 December 2023 二零二三年 十二月三十一日 (Audited) (經審核) RMB'000 人民幣千元
Analysed into:	分析為：		
Bank loans repayable:	應償還銀行貸款：		
Within one year or on demand	於一年內或按要求	4,731,317	4,088,482
In the second year	於第二年	5,116,215	4,825,770
In the third to fifth years, inclusive	於第三年至第五年(含)	2,015,585	2,090,970
Beyond five years	超過五年	-	49,620
		11,863,117	11,081,842
Finance lease payables:	應支付融資租賃：		
Within one year or on demand	於一年內或按要求	288,300	380,143
In the second year	於第二年	61,806	150,960
In the third to fifth years, inclusive	於第三年至第五年(含)	-	20,187
		350,106	551,290
		12,213,223	11,633,132

Note:

- The secured bank loans amounting to RMB1,528,279,000 are secured by certain of the Group's items of property, plant and equipment.

The fair values of the Group's interest-bearing bank and other borrowings approximate to their carrying values.

附註：

- 有抵押銀行貸款為人民幣1,528,279,000元，以本集團的若干物業、廠房及設備項目抵押。

本集團的計息銀行及其他借款的公平值與其賬面值相若。

Notes to the Condensed Consolidated Interim Financial Information

簡明綜合中期財務資料附註 30 June 2024 二零二四年六月三十日

18. DEBT-TO-ASSET RATIO

During the Period, the Group uses the debt-to-asset ratio (total liabilities divided by total assets) to reflect its debt repayment ability. As of the first half of 2024, the Group's debt-to-asset ratio was 62.7%, a decrease of 1.3 percentage points from 64% as at 31 December 2023. The Group has continuously strengthened its production and operations, accelerated capital turnover, reduced working capital occupancy, and enhanced its asset liquidity. At the same time, through various channels and forms of financing, the Group has continued to optimize its debt structure. The debt-to-asset ratio has decreased for four consecutive years, and the financial condition has improved year by year.

19. MAJOR NON-CASH TRANSACTION – INTEREST CAPITALISATION

During the Period, the Group capitalised interest expenses of RMB4,070,000 (six months ended 30 June 2023: RMB13,322,000) to property, plant and equipment.

18. 資產負債率

期內，本集團使用資產負債比率（總負債除以總資產）來反映償債能力。截止二零二四年上半年，本集團資產負債比率為62.7%，較二零二三年十二月三十一日的64%下降1.3個百分點。本集團不斷強化生產經營，加速資金周轉，減少流動資金佔用，增強自有資金積累。同時，通過多渠道、多形式融資，持續優化債務結構，資產負債率指標連續四年下降，財務狀況逐年改善。

19. 主要非現金交易 – 利息資本化

期內，本集團的物業、廠房及設備的資本化利息開支為人民幣4,070,000元（截至二零二三年六月三十日止六個月：人民幣13,322,000元）。



China XLX Fertiliser Ltd.
中國心連心化肥有限公司*

(Incorporated in Singapore with limited liability)
(於新加坡註冊成立之有限公司)

Stock Code 股份代號 : 1866

* For identification purpose only 僅供識別



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